KLEIN GERALD J JR

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Form 5

February 11, 2010

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FORM	5							_	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB Number:	3235-0362		
Check this be no longer su		Was	Washington, D.C. 20549 CATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:	January 31, 2005		
to Section 1 Form 4 or F 5 obligation may continu	orm ANNU s ie.							Estimated average burden hours per response			
See Instruction 1(b). Form 3 Hole Reported Form 4 Transaction: Reported	Filed pursu	of the Public Uti 30(h) of the Inv	ility Holding	Compar	ny Ao	ct of 1	935 or Section	n			
1. Name and Ad KLEIN GER	dress of Reporting Pe ALD J JR	Symbol	TOMPKINS FINANCIAL CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mid	(Month/Day/Year)					Director 10% Owner Other (specify below)				
	FINANCIAL ION, P.O. BOX	460					EVP Pres&C	EO Manopac N	ан Бапк		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting (check applicable line)			
ITHACA, N		ip) Table	l - Non-Deriv	rative Secu	ıritiec	P	X_Form Filed by Market Form Filed by Market Filed by Market Filed Disposed of Filed Disposed of Market Filed Disposed of Filed Disposed Di	More than One Ro	eporting		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	3.	4. Securit Acquired Disposed	. Securities acquired (A) or Disposed of (D) Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
Common Stock - 401k/esop	12/31/2009	Â	L	34	A	\$ <u>(1)</u>	1,484	D	Â		
Common Stock	Â	Â	Â	Â	Â	Â	3,135	D	Â		

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SEC 2270

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Num of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	vative rities nired or osed o) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Incentive Stock Option (Right to Buy)	\$ 28.36	Â	Â	Â	Â	Â	(2)	07/24/2011	Common Stock	4,659
Incentive Stock Option (Right to Buy)	\$ 32.23	Â	Â	Â	Â	Â	(2)	09/30/2012	Common Stock	6,655
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(2)	05/03/2014	Common Stock	4,783
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	(3)	01/23/2016	Common Stock	6,600
Incentive Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â	Â	(3)	01/18/2017	Common Stock	7,220
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(3)	11/29/2017	Common Stock	1,307
Non-qualified Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(2)	05/03/2014	Common Stock	1,751
Non-qualified Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â	Â	(3)	01/18/2017	Common Stock	280
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(3)	11/29/2017	Common Stock	8,693
Stock Appreciation Rights (SAR)	\$ 45.88	Â	Â	Â	Â	Â	(4)	09/17/2019	Common Stock	10,00

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

KLEIN GERALD J JR TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NYÂ 14851

Â EVP Pres&CEO Mahopac Natl Bank

Signatures

/s/ Gerald J. 02/10/2010 Klein, Jr.

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired through reinvestment of quarterly cash dividends.
- (2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (3) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.
- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. They become exercisable in six annual installments commencing two years after the grant date, and when exercised, SARs will be settled in Common Stock of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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