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HAYNES CA	ARL E											
Form 5												
February 14,	2011											
FORM	5								PPROVAL			
	UNITED S	STATES SECU				E CO	OMMISSION	OMB Number:	3235-0362			
Check this no longer		Wa	Washington, D.C. 20549					Expires:	January 31,			
no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions								rs per				
Reported												
1. Name and A HAYNES C		2. Issuer Name <b>and</b> Ticker or Trading Symbol TOMPKINS FINANCIAL CORP				5. Relationship of Reporting Person(s) to Issuer						
	2											
		[TMP]	[TMP]				(Check all applicable)					
(Last)	(Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010				XDirector10% Owner Officer (give titleOther (specify below)below)						
TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460												
	(Street)	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Reporting					
	Filed(Mo	Filed(Month/Day/Year)				(check applicable line)						
	NYÂ 14851											
ППАСА,А	N I A 14831						_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person					
(City)	(State) (	(Zip) Tab	le I - Non-Deri	ivativa Sac	uritios			f or Bonoficial	ly Owned			
1.Title of     2. Transaction Date     2A. Deemed     3.     4. Securities						Acqu	5. Amount of 6. Ownership 7. Nature of					
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned at end of Issuer's	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)			
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)					
Common Stock Drip	11/15/2010	Â	L	513	А	\$ 0 (1)	3,863	Ι	By Rabbi Trust			
Common Stock Drip	11/15/2010	Â	L	31.3	А	\$ 0 (2)	672	D	Â			
Common Stock	Â	Â	Â	Â	Â	Â	280	D	Â			

## Edgar Filing: HAYNES CARL E - Form 5

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (9-02)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Se
	Derivative				Securities			(Instr	. 3 and 4)		B
	Security				Acquired						0
					(A) or						E
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
						Date Exercisable	Expiration Date	Title	Amount or Number of		
					(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Na	Relationships					
reprinting of their reality reactions		Director	10% Owner	Officer	Other	
HAYNES CARL E TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851		ÂX	Â	Â	Â	
Signatures						
/s/ Carl E. Haynes	02/10/2011					
**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 deferral of retainer and/or meeting attendance fees, and reinvestment of quarterly cash dividends.
- (2) Shares acquired through reinvestment of quarterly cash dividends.

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.