

KLEIN GERALD J JR  
Form 5  
February 15, 2012

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
KLEIN GERALD J JR

2. Issuer Name and Ticker or Trading Symbol  
TOMPKINS FINANCIAL CORP  
[TMP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP Pres&CEO Mahopac Natl Bank

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

ITHACA, NY 14851

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	12/31/2011	^	L	384 A \$ 0 (1)	8,358 (5) (6)	D	^

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

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SEC 2270 (9-02)

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

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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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 29.3	Â	Â	Â	Â Â	Â (2) 09/30/2012	Common Stock 7,321
Incentive Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â Â	Â (2) 05/03/2014	Common Stock 5,262
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â Â	Â (3) 01/23/2016	Common Stock 7,260
Incentive Stock Option (Right to Buy)	\$ 39.5545	Â	Â	Â	Â Â	Â (3) 01/18/2017	Common Stock 7,942
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â Â	Â (3) 11/29/2017	Common Stock 1,438
Non-qualified Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â Â	Â (2) 05/03/2014	Common Stock 1,927
Non-qualified Stock Option (Right to Buy)	\$ 39.5545	Â	Â	Â	Â Â	Â (3) 01/18/2017	Common Stock 308
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â Â	Â (3) 11/29/2017	Common Stock 9,563
Stock Appreciation Rights (SAR)	\$ 41.7091	Â	Â	Â	Â Â	Â (4) 09/17/2019	Common Stock 11,000
Stock Appreciation Rights (SAR)	\$ 37	Â	Â	Â	Â Â	Â (4) 08/19/2021	Common Stock 5,250

# Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
KLEIN GERALD J JR TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851	^	^	^	EVP Pres&CEO Mahopac Natl Bank ^

# Signatures

/s/ Gerald J. Klein, Jr. 02/15/2012

\_\_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 profit sharing, 401K contributions and 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.
- (4) Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the grant.
- (5) Includes 1,650 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. The grant will expire ten years from the date of the grant.
- (6) Includes 2,435 shares of TMP stock held in the reporting person's 401K/ESOP, 2,051 of which were previously reported as "Common Stock - 401K/ESOP" shares in Table I in the reporting person's Form 5 filed on February 15, 2011.

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