BOYCE DAVID S

Form 5

February 12, 2009

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BOYCE DAVID S** Symbol TOMPKINS FINANCIAL CORP (Check all applicable) [TMP] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2008 EVP, Pres. & CEO Tompkins Ins. TOMPKINS FINANCIAL CORPORATION, Â P O BOX 460 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ITHACA, NYÂ 14851 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting

						-	015011		
(City)	(State) (Z	Cip) Table	I - Non-Deriv	ative Seco	urities	Acqui	red, Disposed o	f, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D 4 and (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock - 401k/esop	11/14/2008	Â	L	22	A	\$ <u>(1)</u>	1,034	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	10,128	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2	I	By Daughter

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 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. Numi of Deriv Secur Acqui (A) of Dispo of (D (Instr. 4, and	vative rities ired rosed)	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 Shares
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(2)	05/03/2014	Common Stock	4,841
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	(3)	01/23/2016	Common Stock	6,035
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(3)	11/29/2017	Common Stock	5,249
Non-qualified Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(2)	05/03/2014	Common Stock	3,323
Non-qualified Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	(3)	01/23/2016	Common Stock	2,765
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(3)	11/29/2017	Common Stock	4,751

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

Reporting Owners 2

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BOYCE DAVID S
TOMPKINS FINANCIAL CORPORATION
P O BOX 460
ITHACA, NYÂ 14851

 EVP, Pres. &
CEO Tompkins Â
Ins.

Signatures

/s/ David S. Boyce 02/11/2009

**Signature of Date
Reporting Person

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.

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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