

TOMPKINS FINANCIAL CORP  
 Form 5  
 February 11, 2010

**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 \*  
**FETSKO FRANCIS M**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**EVP, CFO & Treasurer**

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2009**

**TOMPKINS FINANCIAL CORPORATION, PO 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |                                   |
| Common Stock - 401k/esop        | 12/31/2009                           | ^  | L                              | 22 A \$ (1)   | 2,937  | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 1,831  | D  | ^                                 |

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)

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**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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy)      | \$ 28.36   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 07/24/2011   | Common Stock  | 4,659                      |
| Incentive Stock Option (Right to Buy)      | \$ 32.23   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 09/30/2012   | Common Stock  | 7,986                      |
| Incentive Stock Option (Right to Buy)      | \$ 39.34   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 05/03/2014   | Common Stock  | 6,052                      |
| Incentive Stock Option (Right to Buy)      | \$ 42.39   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 01/23/2016   | Common Stock  | 7,260                      |
| Incentive Stock Option (Right to Buy)      | \$ 41  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 11/29/2017   | Common Stock  | 3,748                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 39.34   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 05/03/2014   | Common Stock  | 4,837                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 42.39   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 01/23/2016   | Common Stock  | 3,740                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 41  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 11/29/2017   | Common Stock  | 6,252                      |
| Stock Appreciation Rights (SAR)            | \$ 45.88   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (4) 09/17/2019   | Common Stock  | 10,000                     |

