

SPAIN MICHAEL H  
Form 4  
October 11, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SPAIN MICHAEL H

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)

TOMPKINS FINANCIAL CORPORATION, P O BOX 460

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

ITHACA, NY 14851

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|

Edgar Filing: SPAIN MICHAEL H - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) |                 |              |                            |          |
|---------------------|--|----------------------|-----------------|--|------------------|------------------|---------------------|-----------------|--------------|----------------------------|----------|
|                     |  |                      | Code            | V  | (A)              | (D)              | Date Exercisable    | Expiration Date | Title        | Amount or Number of Shares |          |
| Phantom Stock       | (1)                                      | 01/03/2011           | A               |  | 106              |                  | (1)                 | (1)             | Common Stock | 106                        | \$ 40.2  |
| Phantom Stock       | (1)                                      | 04/08/2011           | A               |  | 108              |                  | (1)                 | (1)             | Common Stock | 108                        | \$ 41.8  |
| Phantom Stock       | (1)                                      | 07/08/2011           | A               |  | 114              |                  | (1)                 | (1)             | Common Stock | 114                        | \$ 39.6  |
| Phantom Stock       | (1)                                      | 10/06/2011           | A               |  | 121              |                  | (1)                 | (1)             | Common Stock | 121                        | \$ 37.34 |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

SPAIN MICHAEL H  
TOMPKINS FINANCIAL CORPORATION  
P O BOX 460  
ITHACA, NY 14851

X

## Signatures

/s/ Michael H.  
Spain

10/10/2011

\*\*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).

Each share of phantom stock is the economic equivalent of one share of common stock. Phantom stock represents deferred stock compensation under the Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and its

- (1) Wholly-Owned Subsidiaries. These shares are held in a rabbi trust pending distribution upon the occurrence of certain events specified in the Plan. The reporting person has no voting or investment power over the shares prior to such distribution.

Includes 2,762 shares of phantom stock held in the rabbi trust referenced in note (1) above that were previously reported as "Common Stock Drip" shares in Table I in the reporting person's Form 5 filed on February 10, 2011. The reporting person intends to report all such

- (2) shares of phantom stock in Table II in future reports. Also includes 78 shares acquired pursuant to dividend reinvestment with respect to such phantom stock pursuant to the issuer's Dividend Reinvestment and Stock Purchase and Sale Plan since the date of the last report filed by the reporting person and held in the rabbi trust.

## Edgar Filing: SPAIN MICHAEL H - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space 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.