

TOMPKINS TRUSTCO INC
 Form 4
 February 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
GARNER STEPHEN E

(Last) (First) (Middle)

C/O TOMPKINS TRUSTCO, INC., PO BOX #460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TOMPKINS TRUSTCO INC [TMP]

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

01/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & CEO Tompkins Trust Co

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock DRIP | 01/30/2006 | | M/K | | 5,923 | A | \$ 16.66 |
| Common Stock DRIP | 01/30/2006 | | F/K | | 2,037 | D | \$ 48.45 |
| Common Stock - 401K/ESOP | | | | | | | 5,018 |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 16.6 | 01/30/2006 | | M | 5,923 | 01/01/2000 | 06/04/2009 | Common Stock | 5,923 |
| Incentive Stock Option (right to buy) | \$ 31.2 | | | | | <u>(1)</u> | 07/24/2001 | Common Stock | 6,000 |
| Incentive Stock Option (right to buy) | \$ 35.45 | | | | | <u>(1)</u> | 09/30/2012 | Common Stock | 7,200 |
| Incentive Stock Option (right to buy) | \$ 43.27 | | | | | <u>(1)</u> | 05/03/2014 | Common Stock | 4,600 |
| Incentive Stock Option (right to buy) | \$ 46.63 | | | | | <u>(2)</u> | 01/23/2016 | Common Stock | 6,600 |
| Non-qualified Stock Option (right to buy) | \$ 16.66 | | | | | <u>(1)</u> | 06/04/2009 | Common Stock | 1,100 |
| Non-qualified Stock Option (right to buy) | \$ 35.45 | | | | | <u>(1)</u> | 09/30/2012 | Common Stock | 4,800 |
| Non-qualified Stock Option (right to buy) | \$ 43.27 | | | | | <u>(1)</u> | 05/03/2014 | Common Stock | 10,200 |
| Non-qualified Stock Option (right to buy) | \$ 46.63 | | | | | <u>(2)</u> | 01/23/2016 | Common Stock | 3,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARNER STEPHEN E C/O TOMPKINS TRUSTCO, INC., PO BOX #460 ITHACA, NY 14851 | | | Pres & CEO Tompkins Trust Co | |

Signatures

Stephen E
Garner
02/01/2006

**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) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
 - (2) 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 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.