

TOMPKINS FINANCIAL CORP
 Form 4
 November 12, 2015

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 *
HARTZ GREGORY J

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. Date of Earliest Transaction (Month/Day/Year)
11/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Pres.&CEO Tompkins Trust

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460

(Street)

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

ITHACA, NY 14851

(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 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	11/10/2015		M		892	A	\$ 37
Common Stock	11/10/2015		F		142 ⁽¹⁾	D	\$ 54.31
Common Stock	11/10/2015		D		576 ⁽²⁾	D	\$ 57.31
Common Stock	11/10/2015		M		1,870	A	\$ 41.71
Common Stock	11/10/2015		F		228 ⁽¹⁾	D	\$ 57.31

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Common Stock	11/10/2015	D	1,361 (2)	D	\$ 57.31	15,823.638	D	
Common Stock	11/10/2015	M	519	A	\$ 40.6	16,342.638	D	
Common Stock	11/10/2015	F	68 (1)	D	\$ 57.31	16,274.638	D	
Common Stock	11/10/2015	D	368 (2)	D	\$ 57.31	15,906.638	D	
Common Stock						3,401.49	I	by 401(k)/ISOP
Common Stock						2,002.65	I	by ESOP
Common Stock						55.278	I	By Son

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

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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
Stock Appreciation Rights (SAR)	\$ 37	11/10/2015		M	892	(3) 08/19/2021	Common Stock	892
Stock Appreciation Rights (SAR)	\$ 41.7091	11/10/2015		M	1,870	(3) 09/17/2019	Common Stock	1,870
Stock Appreciation Rights (SAR)	\$ 40.6	11/10/2015		M	519	(3) 05/03/2023	Common Stock	519

