

KLEIN GERALD J JR
Form 5
February 13, 2009

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 *
KLEIN GERALD J JR

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP Pres&CEO Mahopac Natl Bank

TOMPKINS FINANCIAL CORPORATION, P.O. 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)
Common Stock - 401k/esop	11/14/2008	^	L	62 A \$ ⁽¹⁾	1,077	D	^
Common Stock	^	^	^	^ ^ ^ ^	4,135	D	^

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
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	6,655
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â (A) Â (D)	Â (2) 05/03/2014	Common Stock	4,783
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â (A) Â (D)	Â (3) 01/23/2016	Common Stock	6,600
Incentive Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â (A) Â (D)	Â (3) 01/18/2017	Common Stock	7,220
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â (A) Â (D)	Â (3) 11/29/2017	Common Stock	1,307
Non-qualified Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â (A) Â (D)	Â (2) 05/03/2014	Common Stock	1,751
Non-qualified Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â (A) Â (D)	Â (3) 01/18/2017	Common Stock	280
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â (A) Â (D)	Â (3) 11/29/2017	Common Stock	8,693

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN GERALD J JR TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851	^	^	^	EVP Pres&CEO Mahopac Natl Bank ^

Signatures

/s/ Gerald J. Klein, Jr. 02/12/2009

__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.