

BANTLE ROBERT B

Form 5

February 10, 2010

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
BANTLE ROBERT B

(Last) (First) (Middle)

TOMPKINS FINANCIAL
CORPORATION, P.O. BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec. Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ 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 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	12/31/2009	Â	L	285 A \$ (1)	3,221	D	Â
Common Stock	Â	Â	Â	Â Â Â Â	322	D	Â

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

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contained in this form are not required to respond unless
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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 28.36	Â	Â	Â	Â	Â	Â <u>(2)</u>	07/24/2011	Common Stock	6,655
Incentive Stock Option (Right to Buy)	\$ 32.23	Â	Â	Â	Â	Â	Â <u>(2)</u>	09/30/2012	Common Stock	7,986
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	Â <u>(2)</u>	05/03/2014	Common Stock	5,986
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	Â <u>(3)</u>	01/23/2016	Common Stock	7,260
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	Â <u>(3)</u>	11/29/2017	Common Stock	3,748
Non-qualified Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	Â <u>(2)</u>	05/03/2014	Common Stock	4,903
Non-qualified Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	Â <u>(3)</u>	01/23/2016	Common Stock	3,740
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	Â <u>(3)</u>	11/29/2017	Common Stock	6,252
Stock Appreciation Rights (SAR)	\$ 45.88	Â	Â	Â	Â	Â	Â <u>(4)</u>	09/17/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANTLE ROBERT B TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851	Ã	Ã	Ã Exec. Vice President	Ã

Signatures

/s/ Robert B.
Bantle

02/09/2010

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) Shares acquired through reinvestment of quarterly cash dividends.
- (2) The stock option becomes exercisable in four installments commencing two years after the grant date.
- (3) The stock option becomes exercisable in six annual installments commencing two years after the date of the grant.

- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. They become
- (4) exercisable in six annual installments commencing two years after the grant date, and when exercised, SARs will be settled in Common Stock of the Company.

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.