

FINANCIAL INSTITUTIONS INC  
Form 8-K  
December 23, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 21, 2005

Financial Institutions, Inc.

(Exact name of registrant as specified in its charter)

New York

0-26481

16-0816610

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

220 Liberty Street, Warsaw, New York

14569

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

585-786-1100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 21, 2005 Financial Institutions, Inc. (the "Company") announced the election of Erland E. "Erkie" Kailbourne to its Board of Directors. Mr. Kailbourne is the retired Chairman and Chief Executive Officer of Fleet National Bank, New York, and brings to the board over 40 years experience in the financial services industry.

**Item 7.01 Regulation FD Disclosure.**

The Company issued a press release dated December 21, 2005 announcing the election of Erland E. Kailbourne to its Board of Directors. The press release is furnished (not filed) as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

The following exhibit is furnished (not filed) with this Form 8-K.

Exhibit 99.1: Press release of Financial Institutions, Inc. dated December 21, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Financial Institutions, Inc.

*December 23, 2005*

By: *Ronald A. Miller*

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*Name: Ronald A. Miller*

*Title: Executive Vice President and CFO*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>             |
|---------------------------|---------------------------------------|
| 99.1                      | Press release dated December 21, 2005 |