

TOMPKINS FINANCIAL CORP
 Form 4
 November 14, 2016

FORM 4

**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).

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 *
GRUBER SCOTT L

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)
C/O, TOMPKINS FINANCIAL CORPORATION
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2016

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

ITHACA, NY 14851

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

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)
Common Stock	11/09/2016		A	(A) 1,207 <u>(1)</u>	\$ 0 7,921.172 <u>(2)</u>	D	
Common Stock					285.74	I	by 401(K) ESOP
Common Stock					2,457.16	I	by 401(k)/ISOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights (SAR)	\$ 76.9	11/09/2016		A	802	(3) 11/09/2026	Common Stock	802

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRUBER SCOTT L C/O TOMPKINS FINANCIAL CORPORATION ITHACA, NY 14851			EVP, Pres. & CEO, VIST Bank	

Signatures

/s/ Scott L. Gruber 11/11/2016

**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) Restricted Stock was granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a five-year vesting schedule with 0% vesting in year one and 25% vesting in years two through five. The grant will expire ten years from the date of the grant.
- (2) The total reported in Column 5 reflects 129 shares withheld on 5/3/2015, and 173 shares withheld on 5/3/2016, in each case to satisfy the reporting person's tax withholding obligation related to the vesting of stock on those dates. Although the withholding of those shares was not reported on Forms 4, Forms 4 filed for the reporting person subsequent to such vesting dates reflected the withholding of such shares and therefore accurately reflected the reporting person's holdings in Column 5 on each such date.
- (3)

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Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a five-year vesting schedule, with 0% vesting in year one and 25% vesting in years two through five. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the 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.