

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2012-12-31**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **GATES REEDER D**

CIK: **1074523** | State of Incorp.: **NY** | Fiscal Year End: **1231**  
Type: **5** | Act: **34** | File No.: **001-12709** | Film No.: **13534733**  
SIC: **6022** State commercial banks

Mailing Address  
*THE COMMONS  
PO BOX 460  
ITHACA NY 14851*

### ISSUER

#### **TOMPKINS FINANCIAL CORP**

CIK: **1005817** | IRS No.: **161482357** | State of Incorp.: **NY** | Fiscal Year End: **1231**  
SIC: **6022** State commercial banks

Mailing Address  
*THE COMMONS  
PO BOX 460  
ITHACA NY 14851*

Business Address  
*PO BOX 460 THE COMMONS  
ITHACA NY 14851  
6072733210*

# FORM 5

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Number: 3235-0362  
Expires: 02/28/2011  
Estimated average burden hours per response 1.0

1. Name and Address of Reporting Person <b>GATES REEDER D</b>			2. Issuer Name and Ticker or Trading Symbol <b>TOMPKINS FINANCIAL CORP [TMP]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>			
TOMPKINS FINANCIAL CORPORATION, PO BOX 460						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock						122,816 <sup>(1)</sup>	D	
Common Stock						3,201	I	By Spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
7% Convertible Trust Preferred - IRA							04/15/2019	03/31/2039	Common Stock	12,091.8	500	D	
7% Convertible Trust Preferred -							04/15/2019	03/31/2039	Common Stock	12,091.8	500	I	by Spouse

Spouse's IRA														
Phantom Stock						(3)	(3)	Common Stock	5,536.8 (4)		5,536.8	D		

**Explanation of Responses:**

1. Includes shares acquired through reinvestment of quarterly cash dividends.
2. The Trust Preferred Securities were issued by Tompkins Capital Trust I, all of the common securities of which are owned by Tompkins Financial Corporation (TMP). The Trust Preferred Securities are convertible, at any time on or after April 15, 2019, into TMP Common Stock at a price of \$41.35 per share or, if higher, the average of the closing prices of TMP Common Stock on the trading days in the calendar quarter preceding the date of conversion. The amount set out in Item #7 above uses the \$41.35 conversion price.
3. Each share of phantom stock is the economic equivalent of one share of common stock. Phantom stock represents deferred stock compensation under the Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and its Wholly-Owned Subsidiaries. These shares are held in a rabbi trust pending distribution upon the occurrence of certain events specified in the Plan. The reporting person has no voting or investment power over the shares prior to such distribution.
4. Shares acquired through deferral of retainer fees, meeting attendance, and reinvestment of quarterly cash dividends.

**Signatures**

/s/ Reeder D. Gates

\*\* Signature of Reporting Person

01/11/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**