

KLEIN GERALD J JR
 Form 5
 February 15, 2011

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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) | (A) or (D) | Price | 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 | 12/03/2010 | ^ | L | 418.6 | A | \$ 0 (1) | 2,051 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 4,273 | D | ^ |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy) | \$ 25.7818 | Â | Â | Â | Â (A) Â (D) | Â (2) 07/24/2011 | Common Stock | 1,000 |
| Incentive Stock Option (Right to Buy) | \$ 29.3 | Â | Â | Â | Â (A) Â (D) | Â (2) 09/30/2012 | Common Stock | 7,321 |
| Incentive Stock Option (Right to Buy) | \$ 35.7636 | Â | Â | Â | Â (A) Â (D) | Â (2) 05/03/2014 | Common Stock | 5,262 |
| Incentive Stock Option (Right to Buy) | \$ 38.5364 | Â | Â | Â | Â (A) Â (D) | Â (3) 01/23/2016 | Common Stock | 7,260 |
| Incentive Stock Option (Right to Buy) | \$ 39.5545 | Â | Â | Â | Â (A) Â (D) | Â (3) 01/18/2017 | Common Stock | 7,942 |
| Incentive Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â (A) Â (D) | Â (3) 11/29/2017 | Common Stock | 1,438 |
| Non-qualified Stock Option (Right to Buy) | \$ 35.7636 | Â | Â | Â | Â (A) Â (D) | Â (2) 05/03/2014 | Common Stock | 1,927 |
| Non-qualified Stock Option (Right to Buy) | \$ 39.5545 | Â | Â | Â | Â (A) Â (D) | Â (3) 01/18/2017 | Common Stock | 308 |
| Non-qualified Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â (A) Â (D) | Â (3) 11/29/2017 | Common Stock | 9,563 |
| Stock Appreciation Rights (SAR) | \$ 41.7091 | Â | Â | Â | Â (A) Â (D) | Â (4) 09/17/2019 | Common Stock | 11,000 |

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 | Â | Â | Â | EVP Pres&CEO Mahopac Natl Bank Â |

Signatures

/s/ Gerald J. Klein, Jr. 02/15/2011

__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 profit sharing, 401K contributions and 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.
 - (4) Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. They become 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.