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WILLETT SEAN	N M											
Form 4												
October 06, 2017										<u></u>		
FORM 4	UNITED		SECU			FVC		COMMERIO	NT		PPROVA	L
	UNITED	SIAIES		shington				COMMISSIO		OMB Number:	3235-	
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL SECURITIES							WNERSHIP O	F	Estimated average burden hours per		y 31, 2005 0.5
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 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												0.0
(Print or Type Respondence)	nses)											
1. Name and Addres WILLETT SEA1	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol FINANCIAL INSTITUTIONS INC [FISI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner 0fficer (give title Other (specify below)								
220 LIBERTY STREET			10/04/2017			Senior Vice President						
(WARSAW, NY	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting							
	14507							Person				
(City) ((State)	(Zip)	Tab	le I - Non-l	Derivat	tive Se	curities A	cquired, Disposed	of, o	or Beneficia	lly Owned	1
	ansaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispo (Instr.	ired (A osed of . 3, 4 a (A	(D) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) (I)	Ownership m: Direct or Indirect str. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	.1
				Coue v	Anot	ant (I	b) The					
Reminder: Report on	a separate line	for each cl	ass of secu	urities bene	-		-	-				
					inf rec dis	iorma quireo	tion cont d to respo s a currei	spond to the colle ained in this forr ond unless the fo ntly valid OMB co	m ar orm	e not	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	10/04/2017		А		500		10/04/2020	10/04/2020	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships								
F8	Director	10% Owner	Officer	Other					
WILLETT SEAN M 220 LIBERTY STREET WARSAW, NY 14569			Senior Vice President						
Signatures									
Michael D. Grover, by power of attorney	of	10/06							
**Signature of Reporting Person		Dat	te						

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) Each restricted stock unit represents a contingent right to receive one share of FISI common stock.

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.

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