Burlew Dawn H Form 4 December 22, 2017

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

OMB Number:

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obligations

may continue.

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

See Instruction 1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Burlew Dawn H | | | 2. Issuer Name and Ticker or Trading Symbol FINANCIAL INSTITUTIONS INC [FISI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|-----------------|----------|---|---|
| (Last) 220 LIBERTY | (First) STREET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2017 | X Director 10% Owner Officer (give title below) Other (specify below) |
| | (Street) | | 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 |
| WARSAW, NY 14569 | | | | Form filed by More than One Reporting Person |

| (City) | (State) (Z | Zip) Table | e I - Non-De | erivative Securities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|------------|---------------------|--------------------|--------------|--------------------------|-------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | n(A) or Disposed of | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |

| | | , , | Code V | Amount | (A) or | Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) |
|-----------------|------------|-----|--------|--------|-----------|------------|---|------------|
| Common Stock | 12/20/2017 | | A | 388 | A | \$0 | 388 | D |
| Common Stock | 12/21/2017 | | A | 385 | A | \$ 32.4 | 773 | D |

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

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(Instr. 4)

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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 | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Evaluation | | or | | |
| | | | | | | | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| Burlew Dawn H | | | | | | | |
| 220 LIBERTY STREET | X | | | | | | |
| WARSAW, NY 14569 | | | | | | | |

Signatures

Sonia M. Dumbleton, by power of attorney 12/22/2017

**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).

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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