

ESTATE OF DONALD G HUMPHREY

Form SC 13G/A

March 01, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

FINANCIAL INSTITUTIONS, INC.

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(Name of Issuer)

COMMON STOCK \$.01 PAR VALUE

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(Title of Class of Securities)

317585 40 4

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(Cusip Number)

MARCH 17, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 317585 40 4

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1. Name of Reporting Person: Estate of Donald G. Humphrey I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization: Other

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Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power:  
591,979

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6. Shared Voting Power:

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7. Sole Dispositive Power:  
591,979

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8. Shared Dispositive Power:

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
591,979

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
5.3%

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12. Type of Reporting Person:  
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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
Gail C. Humphrey as Personal Representative  
of the Estate of Donald G. Humphrey

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2. Check the Appropriate Box if a Member of a Group:  
(a)    
(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization:  
United States

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Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power:	_____
	6. Shared Voting Power:	591,979
	7. Sole Dispositive Power:	_____
	8. Shared Dispositive Power:	591,979

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
591,979

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
5.3%

---

12. Type of Reporting Person:  
IN

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
David G. Humphrey as Personal  
Representative of the Estate of Donald G.  
Humphrey

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2. Check the Appropriate Box if a Member of a Group:  
(a)    
(b)

---

3. SEC Use Only:

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4. Citizenship or Place of Organization:  
United States

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Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power:	_____
	6. Shared Voting Power:	591,979
	7. Sole Dispositive Power:	_____
	8. Shared Dispositive Power:	591,979

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
591,979

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11.

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Percent of Class Represented by Amount in Row (9):  
5.3%

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12. Type of Reporting Person:  
IN

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Financial Institutions, Inc.  
(Name of Company)

ITEM 1(a) NAME OF ISSUER:  
Financial Institutions, Inc.

ITEM 1(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:  
220 Liberty Street, Warsaw, New York  
14569

ITEM 2(a) NAME OF PERSON FILING:  
  
Estate of Donald G. Humphrey,  
Gail C. Humphrey as Personal  
Representative of the Estate of Donald  
G. Humphrey and David G. Humphrey  
as Personal Representative of the Estate  
of Donald G. Humphrey.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR,  
IF NONE, RESIDENCE:

Estate of Donald G. Humphrey	David G. Humphrey	Gail C. Humphrey
215 Louella Lane	125 Eagle Chase Lane	215 Louella Lane
Nokomis, FL 34275	Troutman, NC 28166	Nokomis, FL 34275

ITEM 2(c) CITIZENSHIP  
  
Gail C. Humphrey and David G. Humphrey are U.S. citizens.  
The Estate is being administered through  
the State of Florida,  
Sarasota County Circuit Court.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:  
Common Stock \$.01 par value

ITEM 2(e) CUSIP NUMBER:  
317585 40 4

ITEM (3)

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1 (b),  
OR 13d-2 (b) OR  
(c), CHECK WHETHER THE PERSON  
FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934 (the Act )
- (b)  Bank as defined in Section 3 (a) (6) of the Act
- (c)  Insurance company as defined in Section 3 (a) (19) of the Exchange Act
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1 (b) (1) (ii) (E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1 (b) (1) (ii) (F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) [ ] Group, in accordance with Rule 13d-1 (b) (1) (ii) (J).

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ITEM 4.

OWNERSHIP

(a) AMOUNT  
BENEFICIALLY  
OWNED:

591,979 Common Stock  
\$.01 par value

(b) PERCENT OF CLASS  
5.3%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO  
VOTE OR DIRECT  
THE VOTE: The  
Estate of Donald G.  
Humphrey has sole  
power over 591,979  
Common Stock \$.01  
par value

(ii) SHARED POWER  
TO VOTE OR  
DIRECT THE VOTE:  
Gail C. Humphrey and  
David G. Humphrey as  
Personal  
Representatives of the  
Estate of Donald G.  
Humphrey share  
power over 591,979  
Common Stock \$.01  
par value

(iii) SOLE POWER  
TO DISPOSE OR  
DIRECT THE  
DISPOSITION OF:  
The Estate of Donald  
G. Humphrey has sole  
power over 591,979  
Common Stock \$.01  
par value

(iv) SHARED  
POWER TO  
DISPOSE OR  
DIRECT THE  
DISPOSITION OF:  
Gail C. Humphrey and  
David G. Humphrey as  
Personal  
Representatives of the  
Estate of Donald G.  
Humphrey share  
power over 591,979  
Common Stock \$.01  
par value

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
Not applicable.
- ITEM 6. OWNERSHIP OF FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Not applicable.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
The subject shares are owned by the Estate of Donald G. Humphrey. The Estate is administered by two Personal Representatives, Gail C. Humphrey and David G. Humphrey, each of whom shares the authority, as Personal Representatives of the Estate to vote and dispose of the shares held by the Estate. Also see Exhibit 99.1.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not applicable.
- ITEM 10. CERTIFICATION  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Exhibits

99.1 The Joint Filing Agreement which was filed as Exhibit 99.1 to a Schedule 13G filed with the Commission on July 22, 2002 is hereby incorporated by reference to this Schedule 13G Amendment No. 1.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 23, 2004

Estate of Donald G. Humphrey

By: /s/ David G. Humphrey  
David G. Humphrey  
Co-Personal Representative

Dated: February 20, 2004

Estate of Donald G. Humphrey

By: /s/ Gail C. Humphrey  
Gail C. Humphrey  
Co-Personal Representative

Dated: February 20, 2004

/s/ Gail C. Humphrey  
Gail C. Humphrey as Personal Representative  
of the Estate of Donald G. Humphrey

Dated: February 23, 2004

/s/ David G Humphrey  
David G. Humphrey as Personal  
Representative  
of the Estate of Donald G. Humphrey

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