

KLEIN GERALD J JR  
Form 5  
February 13, 2009

**FORM 5**

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

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) | 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        | 11/14/2008                           | ^  | L                              | 62 A \$ <sup>(1)</sup>  | 1,077  | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^ ^   | 4,135  | D  | ^                                 |

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

**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 control number.**

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)      | \$ 28.36   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 07/24/2011   | Common Stock  | 4,659                      |
| Incentive Stock Option (Right to Buy)      | \$ 32.23   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 09/30/2012   | Common Stock  | 6,655                      |
| Incentive Stock Option (Right to Buy)      | \$ 39.34   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 05/03/2014   | Common Stock  | 4,783                      |
| Incentive Stock Option (Right to Buy)      | \$ 42.39   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 01/23/2016   | Common Stock  | 6,600                      |
| Incentive Stock Option (Right to Buy)      | \$ 43.51   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 01/18/2017   | Common Stock  | 7,220                      |
| Incentive Stock Option (Right to Buy)      | \$ 41  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 11/29/2017   | Common Stock  | 1,307                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 39.34   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) 05/03/2014   | Common Stock  | 1,751                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 43.51   | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 01/18/2017   | Common Stock  | 280                        |
| Non-qualified Stock Option (Right to Buy)  | \$ 41  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) 11/29/2017   | Common Stock  | 8,693                      |

