

WYCKOFF JAMES H

Form 5

April 21, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
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1. Name and Address of Reporting Person *

WYCKOFF JAMES H

2. Issuer Name **and** Ticker or Trading
SymbolFINANCIAL INSTITUTIONS INC
[FISI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

220 LIBERTY STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WARSAW, NY 14569

☒ 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Preferred Stock	08/22/2001	Â	G5	7	A	\$ <u>(1)</u>	26	D	Â
Class A Preferred Stock	08/31/2004	Â	G5	8	A	\$ <u>(1)</u>	34	D	Â
Class B Preferred	08/16/2001	Â	G5	65	A	\$ <u>(1)</u>	6,001	D	Â

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Stock									
Class B Preferred Stock	08/31/2004	Â	G5	65	A	\$ <u>(1)</u>	6,066	D	Â
Class B Preferred Stock	05/14/2002	Â	G5	5,000	A	\$ <u>(1)</u>	11,314	I	Held as trustee.
Class B Preferred Stock	03/04/2004	Â	W5	7,823	A	\$ <u>(2)</u>	19,137	I	Held as trustee.
Common Stock	12/31/2001	Â	G5	2,400	D	\$ <u>(1)</u>	260,261	D	Â
Common Stock	02/01/2002	Â	G5	375	A	\$ <u>(1)</u>	260,636	D	Â
Common Stock	10/02/2002	Â	G5	39,000	D	\$ <u>(1)</u>	221,636	D	Â
Common Stock	01/10/2003	Â	G5	340	A	\$ <u>(1)</u>	221,976	D	Â
Common Stock	01/20/2004	Â	G5	380	A	\$ <u>(1)</u>	222,356	D	Â
Common Stock	09/29/2004	Â	W5	3,657	A	\$ <u>(2)</u>	226,013	D	Â
Common Stock	02/01/2002	Â	G5	375	A	\$ <u>(1)</u>	66,275	I	Owned by spouse.
Common Stock	01/10/2003	Â	G5	340	A	\$ <u>(1)</u>	66,615	I	Owned by spouse.
Common Stock	01/20/2004	Â	G5	380	A	\$ <u>(1)</u>	66,995	I	Owned by spouse.
Common Stock	Â	Â	3	Â	Â	Â	Â	I	Held as trustee.
Common Stock	01/25/2002	Â	G5	3,700	A	\$ <u>(1)</u>	585,300	I	Held as trustee.
Common Stock	02/01/2002	Â	G5	23,000	A	\$ <u>(1)</u>	608,300	I	Held as trustee.
Common Stock	10/02/2002	Â	G5	19,500	A	\$ <u>(1)</u>	627,800	I	Held as trustee.
Common Stock	01/02/2003	Â	G5	40,000	A	\$ <u>(1)</u>	667,800	I	Held as trustee.
Common Stock	06/12/2003	Â	G5	40,000	A	\$ <u>(1)</u>	707,800	I	Held as trustee.
Common	03/04/2004	Â	W5	62,270	A	\$ <u>(2)</u>	770,070	I	Held as

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Stock									trustee.
Common Stock	12/29/2004	Â	S4	1,000	D	\$ 24.192 (4)	769,070	I	Held as trustee.
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	8	I	Owned by spouse.
Class B Preferred Stock	Â	Â	Â	Â	Â	Â	855	I	Owned by spouse.
Common Stock	Â	Â	Â	Â	Â	Â	50,000	I	As beneficiary under trust.

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

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SEC 2270
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se Bo O Er Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYCKOFF JAMES H 220 LIBERTY STREET WARSAW,Â NYÂ 14569	Â X	Â	Â	Â

Signatures

Sonia M. Dumbleton for James H.
Wyckoff

04/21/2005

__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 by gift.
- (2) Shares acquired by will.
- (3) Includes 230,800 shares erroneously omitted from original Form 3.
- (4) Sale executed under the Wyckoff Family Foundation to comply with diversification requirements of the NYS Attorney General.

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.