

TOMPKINS FINANCIAL CORP
 Form 4
 July 25, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYCE DAVID S

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION, P O BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TOMPKINS FINANCIAL CORP [TMP]

3. Date of Earliest Transaction (Month/Day/Year)
 07/24/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Pres. & CEO Tompkins Ins.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/24/2013		M		3,657 A \$ 35.77	17,107	D
Common Stock	07/24/2013		F		272 (1) D \$ 46.3	16,835	D
Common Stock	07/24/2013		S		3,385 D \$ 46.3	13,450	D
Common Stock	07/24/2013		M		5,325 A \$ 35.77	18,775	D
Common Stock	07/24/2013		S		5,325 D \$ 46.3	13,450	D

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(2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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