

TOMPKINS TRUSTCO INC
 Form 5
 February 14, 2005

FORM 5

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

OMB APPROVAL

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Check 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

1. Name and Address of Reporting Person *
 UPDIKE LAWRENCE A

 (Last) (First) (Middle)
 THE COMMONS, PO BOX 460

 (Street)
 ITHACA, NY 14851

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TOMPKINS TRUSTCO INC [TMP]

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Operations Officer

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

6. Individual or Joint/Group Reporting

 (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) | Amount (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|----------|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 6,600 | D | ^ |
| Common Stock 401K/ESOP | 12/31/2004 | ^ | J | 579 | A | \$ 53.63 | 18,999 | D | ^ |
| Common Stock 401K/ESOP | ^ | ^ | ^ | ^ | ^ | ^ | 6,757 | I | by Spouse |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 21.51 | Â | Â | Â | Â | 08/12/2003 ⁽¹⁾ 08/12/2007 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 24.2 | Â | Â | Â | Â | 09/14/2003 ⁽²⁾ 09/14/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 39 | Â | Â | Â | Â | 09/30/2003 ⁽²⁾ 09/30/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 47.6 | Â | Â | Â | Â | 05/03/2006 ⁽²⁾ 05/03/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 47.6 | Â | Â | Â | Â | 05/03/2006 ⁽²⁾ 05/03/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| UPDIKE LAWRENCE A THE COMMONS PO BOX 460 ITHACA, NY 14851 | Â | Â | Â EVP, Operations Officer | Â |

Signatures

Lawrence A.
Updike

02/14/2005

__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) The stock option becomes exercisable in four installments commencing one year after the grant.
 - (2) The stock option becomes exercisable in four installments commencing two years after the grant.

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.