

TOMPKINS FINANCIAL CORP
 Form 5
 February 14, 2008

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 *
 BOYCE DAVID S

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres & CEO, Tompkins Ins Agency

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

PO 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	D	^
Common Stock	^	^	^	^	^	I	by Daughter
Common Stock	^	^	^	^	^	I	by Son
Common Stock -	^	^	^	^	^	D	^

401K/ESOP

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 28.36	Â	Â	Â	Â	Â (1) 07/24/2011	Common Stock	2,330
Incentive Stock Option (right to buy)	\$ 32.23	Â	Â	Â	Â	Â (1) 09/30/2012	Common Stock	6,650
Incentive Stock Option (right to buy)	\$ 39.34	Â	Â	Â	Â	Â (1) 05/03/2014	Common Stock	6,350
Incentive Stock Option (right to buy)	\$ 41	Â	Â	Â	Â	Â (2) 11/29/2017	Common Stock	5,240
Incentive Stock Option (right to buy)	\$ 42.39	Â	Â	Â	Â	Â (2) 01/23/2016	Common Stock	6,030
Non-Qualified Stock Option (right to buy)	\$ 39.34	Â	Â	Â	Â	Â (1) 05/03/2014	Common Stock	3,320
Non-Qualified Stock Option (right to buy)	\$ 41	Â	Â	Â	Â	Â (2) 11/29/2017	Common Stock	4,750
Non-Qualified Stock Option (right to buy)	\$ 42.39	Â	Â	Â	Â	Â (2) 01/23/2016	Common Stock	2,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYCE DAVID S PO BOX 460 ITHACA, NY 14851	Â	Â	Â Pres & CEO, Tompkins Ins Agency	Â

Signatures

David S. Boyce 02/12/2008

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