

FINANCIAL INSTITUTIONS INC  
Form 8-K  
June 30, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 24, 2005

Financial Institutions, Inc.

(Exact name of registrant as specified in its charter)

New York

0-26481

16-0816610

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

220 Liberty Street, Warsaw, New York

14569

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

585-786-1100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 24, 2005 the Company entered into Executive Agreements with certain of its executive officers that provide for continuation of compensation for various terms in the event of certain events following a change in control as defined in the agreement.

Individuals entering into the Executive Agreements are as follows: Peter G. Humphrey, President, CEO, and Chairman of the Board; James T. Rudgers, Chief of Community Banking; Ronald A. Miller, Chief Financial Officer; Thomas D. Grover, Credit Administrator & Risk Management Officer of National Bank of Geneva; and Martin K. Birmingham, President and CEO of National Bank of Geneva.

**Item 1.02 Termination of a Material Definitive Agreement.**

Effective June 25, 2005 the Employment Agreement between the Company and Peter G. Humphrey, President and CEO that was entered into on June 25, 1999 and subsequently renewed on March 25, 2002 and March 25, 2005 was terminated by mutual agreement, consistent with the Company's current practice of entering into change of control agreements instead of employment contracts.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

- Exhibit 10.1 Executive Agreement between Financial Institutions, Inc. and Peter G. Humphrey.
  - Exhibit 10.2 Executive Agreement between Financial Institutions, Inc. and James T. Rudgers.
  - Exhibit 10.3 Executive Agreement between Financial Institutions, Inc. and Ronald A. Miller.
  - Exhibit 10.4 Executive Agreement between Financial Institutions, Inc. and Thomas D. Grover.
  - Exhibit 10.5 Executive Agreement between Financial Institutions, Inc. and Martin K. Birmingham.
  - Exhibit 10.6 Agreement between Financial Institutions, Inc. and Peter G. Humphrey
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Financial Institutions, Inc.

*June 30, 2005*

By: *Ronald A. Miller*

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*Name: Ronald A. Miller*

*Title: Executive Vice President & CFO*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Executive Agreement between Financial Institutions, Inc. and Peter G. Humphrey
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