

TOMPKINS COUNTY TRUST CO INVESTMENT & STOCK OWNERSHIP PLAN  
Form SC 13G/A  
February 17, 2004

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

SCHEDULE 13G

Information to be included in statements filed pursuant to Rules 13d-1(b)  
and (c) and amendments thereto filed pursuant to Rule 13d-2(b)  
(Amendment No. 4)\*

TOMPKINS TRUSTCO, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

890110 10 9

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(CUSIP Number)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

-----  
CUSIP No.  
890110 10 9  
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13G

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Page 2 of 5 Pages  
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1. NAME OF REPORTING PERSON  
I.R.S IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Tompkins Trustco, Inc.  
Employee Stock Ownership Plan EIN: 16-1601020

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ] (b) [ ]

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 454,861
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 454,861
	8.	SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

454,861  
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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) [ ]  
EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.58%  
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12. TYPE OF REPORTING PERSON\*

EP  
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\* SEE INSTRUCTIONS

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Item 1(a). Name of Issuer:  
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Tompkins Trustco, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
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The Commons, P.O. Box 460  
Ithaca, NY 14851

Item 2(a). Name of Person Filing:  
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Tompkins Trustco, Inc.  
Employee Stock Ownership Plan

Item 2(b). Address of Principal Business Office, or, if None, Residence:

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Tompkins Trustco, Inc.  
P.O. Box 460  
Ithaca, NY 14851

Item 2(c). Citizenship:  
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United States

Item 2(d). Title of Class of Securities:  
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Common Stock, par value \$.10 par value

Item 2(e). CUSIP Number:  
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890110 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b),  
-----  
check whether the person filing is a:  
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[X] Employee Benefit Plan, Pension Fund, which is subject  
to the provisions of the Employee Retirement Income Security  
Act of 1974 or Endowment Fund; See 13d-1(b) (1) (ii) (F).

Item 4(a). Amount Beneficially Owned:  
-----

454,861

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Item 4(b). Percent of Class:  
-----

5.58%

Item 4(c). Number of shares as to which such person has:  
-----

(i) Sole power to vote or to direct the vote:  
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454,861

(ii) Shared power to vote or to direct the vote:  
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0

(iii) Sole power to dispose or to direct the disposition  
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of:  
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454,861

(iv) Shared power to dispose or to direct the disposition  
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of:  
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0

Item 5. Ownership of Five Percent of Less of a Class:  
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Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:  
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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired  
-----  
the Security Being Reported on by the Parent Holding Company:  
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Not applicable.

Item 8. Identification and Classification of Members of the Group:  
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Not applicable.

Item 9. Notice of Dissolution of Group:  
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Not applicable.

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Item 10. Certification:  
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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired to the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/17/04

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Date

/s/ JAMES J. BYRNES

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Signature

James J. Byrnes / Chairman of the Board  
Tompkins Trust Company, Trustee

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Name/Title

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Ltip Phantom Stock Grant Apr 2006 <u>(3)</u>	<u>(1)</u>	04/04/2011		M	177	<u>(4)</u>	<u>(2)</u>	Common Stock	177	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrington Sabra L 5400 WESTHEIMER COURT HOUSTON, TX 77056-5310			Vice President and Controller	

## Signatures

/s/Emily L. Strait as Attorney-in-Fact for Sabra L.  
Harrington

04/06/2011

\_\_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) Converts to Common Stock on a 1-for-1 basis.

(2) Expiration date not applicable.

On January 2, 2007, Duke Energy Corporation distributed all of the shares of common stock of Spectra Energy Corp to Duke Energy's  
(3) shareholders. In connection with the distribution, the reporting person was granted long-term incentive awards in partial substitution of long-term incentive awards previously issued by Duke Energy.

(4) The phantom shares vest in 5 annual installments beginning April 2007.

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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