

TOMPKINS FINANCIAL CORP  
Form 8-K  
September 23, 2009

**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) September 17, 2009

**Tompkins Financial Corporation**

(Exact Name of Registrant as specified in Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| New York  | 1-12709                     | 16-1482357                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| The Commons, PO Box 460, Ithaca, New York   | 14851      |
| (Address of Principal Executive Offices)<br>Registrant's telephone number, including area code (607) 273-3210 | (Zip Code) |

N/A

(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 (17CFR 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 (17CFR 240.13e-4(c))
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**Item 5.02(e). Compensatory Arrangements of Certain Officers.**

On September 17, 2009, the Executive/Compensation/Personnel Committee (the Compensation Committee ) of Tompkins Financial Corporation (the Company ) granted Stephen S. Romaine, James W. Fulmer, Francis M. Fetsko, Gerald J. Klein, Jr. and David S. Boyce the following stock appreciation rights at an exercise price of \$45.88 per share, equal to the closing sale price as reported by NYSE Amex on September 17, 2009, under the Tompkins Financial Corporation 2009 Equity Plan (the SARs ). Mr. Romaine received 20,000 SARs, and Messrs. Boyce, Fetsko, Fulmer, and Klein each received 10,000 SARs. The SARs have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years 2 through 6, and 15% vesting in year seven. The SARs are stock-settled stock appreciation rights, and they will expire ten years from the date of the grant.

**Item 9.01. Financial Statements and Exhibits.**

None.

**SIGNATURE**

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

**TOMPKINS FINANCIAL CORPORATION**

Date: September 22, 2009

By: /s/ STEPHEN S. ROMAINE

Stephen S. Romaine  
President and Chief Executive Officer