

TOMPKINS FINANCIAL CORP
Form SC 13G/A
February 06, 2009

**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. 8)***

TOMPKINS FINANCIAL CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

890110 10 9

(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

13G

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Pages

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Tompkins Financial Corporation
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
5. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER
445,870
6. SHARED VOTING POWER
0
7. SOLE DISPOSITIVE POWER
445,870
8. SHARED DISPOSITIVE POWER
0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 445,870
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.60
12. TYPE OF REPORTING PERSON*
EP
- * SEE INSTRUCTIONS

Item 1(a). Name of Issuer:

Tompkins Financial Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

The Commons, P.O. Box 460
Ithaca, NY 14851

Item 2(a). Name of Person Filing:

Tompkins Financial Corporation
Employee Stock Ownership Plan

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

Tompkins Financial Corporation
P.O. Box 460
Ithaca, NY 14851

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.10 par value

Item 2(e). CUSIP Number:

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:

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:

445,870

Item 4(b). Percent of Class:

4.60%

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

(i) Sole power to vote or to direct the vote:

445,870

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

0

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

445,870

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

0

Item 5. Ownership of Five Percent of Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

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.

02/06/09

Date

/s/ FRANCIS M. FETSKO

Signature

Francis M. Fetsko/EVP/Chief Financial Officer
Tompkins Trust Company, Trustee

Name/Title
