#### FINANCIAL INSTITUTIONS INC

Form 4

January 25, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5

obligations
may continue.

See Instruction

Filed pursu
Section 17(a)

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

(Print or Type Responses)

1(b).

Common

Stock

01/25/2011

1. Name and Address of Reporting Person * HARRISON RICHARD J			2. Issuer Name and Ticker or Trading Symbol FINANCIAL INSTITUTIONS INC					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) 220 LIBER	(First) (N	Middle)	[FISI] 3. Date of Earliest Transaction (Month/Day/Year) 01/25/2011					DirectorX Officer (give below) Execute		Owner or (specify		
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquaintenance Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	01/25/2011			F	1,010	D	\$ 19.63	23,324	D			

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

F

202

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SEC 1474

(9-02)

23,122

D

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercises Expiration D	ate	7. Title a	of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/ e	i cai j	Underlyi Securitie	_	Security (Instr. 5)	Secur Bene
Derivative					Securities			(Instr. 3 and 4)	and 4)		Owne
	Security				Acquired (A) or						Follo Repo
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
								A	mount		
						Date	Expiration	or Title N	r Iumber		
						Exercisable	Date	of	f		
				Code V	(A) (D)			Sl	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HARRISON RICHARD J 220 LIBERTY STREET **WARSAW, NY 14569** 

**Executive Vice President** 

### **Signatures**

Michael D. Grover for Richard J. Harrison

01/25/2011

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2