#### WYCKOFF JAMES H

Form 4

February 11, 2011

### FORM 4

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

OMB Number: 3235-0287

Expires:

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

burden hours per response...

Estimated average

See Instruction 1(b).

Common

Stock

09/04/2008

(Print or Type Responses)

1. Name and Address of Reporting Person \*

| WYCKOFF JAMES H   |                                      |                                      | Symbol FINANCIAL INSTITUTIONS INC [FISI]                    |  |  |                                | S INC                        | (Check all applicable)  |  |  |   |  |  |
|---|--------------------------------------|--------------------------------------|---|--|--|--------------------------------|------------------------------|---|--|--|---|--|--|
|   |                                      |                                      | 3. Date of Earliest Transaction (Month/Day/Year) 09/02/2008 |  |  |                                |                              | X Director 10% Owner Officer (give title below) Other (specify below) |  |  |   |  |  |
|   |                                      |                                      |   |  | Amendment, Date Original<br>(Month/Day/Year) |                                |                              |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person                  |  |   |  |  |
| WARSAW, NY 14569  |                                      |                                      |   |  |  |                                |                              |   | Form filed by More than One Reporting Person   |  |   |  |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |                                      |   |  |  |                                |                              |   |  | ially Owned  |   |  |  |
|   | 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Da<br>(Month/Day/Year | e) Execution any  |  | 3.<br>Transactic<br>Code<br>(Instr. 8)       | 4. Securion(A) or D (Instr. 3, | ispose<br>4 and<br>(A)<br>or | d of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|   | Common<br>Stock                      | 09/02/2008                           |   |  | S  | 250                            | D                            | \$<br>18.16   | 49,750   | I  | As beneficiary under trust.                                       |  |  |
|   | Common<br>Stock                      | 09/02/2008                           |   |  | S  | 150                            | D                            | \$<br>18.39   | 49,600   | I  | As beneficiary under trust.                                       |  |  |
|   |                                      |                                      |   |  |  |                                |                              |   |  |  |   |  |  |

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

S

100

49,500

Ι

As

beneficiary

under trust.

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Title     | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|--------------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D | ate         | Amou         | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | /Year)      | Under        | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e            |             | Securi       | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |              |             | (Instr.      | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |              |             |              |          |             | Follo  |
|             | -           |                     |                    |            | (A) or     |              |             |              |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |             |              |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |             |              |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |             |              |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |             |              |          |             |        |
|             |             |                     |                    |            |            |              |             |              | <b>A</b> |             |        |
|             |             |                     |                    |            |            |              |             |              | Amount   |             |        |
|             |             |                     |                    |            |            | Date         | Expiration  |              | or       |             |        |
|             |             |                     |                    |            |            | Exercisable  | Date        | Title Number |          |             |        |
|             |             |                     |                    | C 1 W      | (A) (D)    |              |             |              | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |             |              | Shares   |             |        |

### **Reporting Owners**

| Reporting Owner Name / Address                            | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| · · · · · · · · · · · · · · · · · · ·                     | Director      | 10% Owner | Officer | Other |  |  |  |
| WYCKOFF JAMES H<br>220 LIBERTY STREET<br>WARSAW, NY 14569 | X             |           |         |       |  |  |  |

### **Signatures**

Michael D. Grover for James H. Wyckoff 02/11/2011

\*\*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.

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