HUMPHREY PETER G

Form 4

September 10, 2012

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

OMB Number:

5 Relationship of Reporting Person(s) to

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

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

burden hours per response...

may continue. See Instruction

obligations

1(b).

Common

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person *

09/06/2012

HUMPHREY PETER G			_	Symbol FINANCIAL INSTITUTIONS INC [FISI]			Issuer (Check all applicable)			
	(Last)	(First) (N		3. Date of (Month/Da	Earliest Tra	ansaction	X Director X Officer (give			
220 LIBERTY STREET				09/06/2012			below) below) Former Pres & CEO			
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
WARSAW, NY 14569							Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned	
	1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
	Security	(Month/Day/Year)	Execution	Date, if	Transactio	n(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
			(Month/D	ay/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

249,959

Price

17.88

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

Code V Amount (D)

1,632

D

F

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt 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	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable Date	of				
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	Director 10% Owner Officer		Other			
HUMPHREY PETER G 220 LIBERTY STREET WARSAW, NY 14569	X		Former Pres & CEO				

Signatures

Sonia M. Dumbleton for Peter G.
Humphrey
09/10/2012

**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