

ROMAINE STEPHEN S
Form 5
February 14, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
ROMAINE STEPHEN S

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
TOMPKINS TRUSTCO INC [TMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP Pres&CEO Mahopac Natl Bank

C/O TOMPKINS TRUSTCO
INC, P O BOX 460

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ITHACA, NY 14851

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock - 401K/ESOP				(A) Amount (D) Price	1,410	D	

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 16.66	Â	Â	Â	Â (A) Â (D)	06/04/2009	Common Stock	999
Incentive Stock Option (right to buy)	\$ 31.2	Â	Â	Â	Â (A) Â (D) Â (1)	07/24/2011	Common Stock	2,111
Incentive Stock Option (right to buy)	\$ 35.45	Â	Â	Â	Â (A) Â (D) Â (1)	09/30/2012	Common Stock	7,266
Incentive Stock Option (right to buy)	\$ 43.27	Â	Â	Â	Â (A) Â (D) Â (1)	05/03/2014	Common Stock	5,500
Non-Qualified Stock Option (right to buy)	\$ 43.27	Â	Â	Â	Â (A) Â (D) Â (1)	05/03/2014	Common Stock	6,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROMAINE STEPHEN S C/O TOMPKINS TRUSTCO INC P O BOX 460 ITHACA, NY 14851	Â	Â	Â	EVP Pres&CEO Mahopac Natl Bank Â

Signatures

Stephen S Romaine 02/14/2006

**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).

(1) The stock option becomes exercisable in four installments commencing two years after the grant date.

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