## Edgar Filing: FINANCIAL INSTITUTIONS INC - Form 4

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FINANCIAL Form 4 May 08, 2009	2 INSTITUTION	S INC									
									OMB APPROVAL		
Check this box if no longer subject to Section 16. SECURITIES SECURITIES AUXILIARY SECURITIES									3235-0287		
1(b). (Print or Type F	Responses)										
KAILBOURNE ERLAND E Symb FINA			Symbol	ANCIAL INSTITUTIONS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month.				ate of Earliest Transaction nth/Day/Year) )6/2009				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	Filed(Month/Day/Year) Applicable					Applicable Line)	r Joint/Group Filing(Check ) by One Reporting Person				
WARSAW, NY 14569 — Form filed by More than One Reporting Person							porting				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securi m(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/06/2009			Code V A	Amount 2,354	(D) A	Price \$ 14.86	(Instr. 3 and 4) 24,695	D		
Common Stock	05/06/2009			А	800	A	\$ 0 <u>(1)</u>	25,495	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
KAILBOURNE ERLAND E 220 LIBERTY ST. WARSAW, NY 14569	Х							
Signatures								
Michael D. Grover for Erland Kailbourne	Ε.	05	/08/2009	)				
**Signature of Reporting Person			Date					
Explanation of Doononooou								

## **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) Represents a grant of restricted stock pursuant to the Company's 2009 Directors' Stock Incentive Plan. The shares of restricted stock will vest as follows: 50% immediately and 50% on 5/06/2010 (the first anniversary date of grant) contingent upon a service requirement.

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.