

FINANCIAL INSTITUTIONS INC
 Form 3
 May 08, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ANDERSON KARL | | (Month/Day/Year) | FINANCIAL INSTITUTIONS INC [FISI] | |
| VALENTINE JR | | 05/03/2006 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 220 LIBERTY STREET | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| WARSAW,Â NYÂ 14569 | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,211 | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|----------------------------|-----|----------------------------|-----|
| Stock Option (right to buy) | Â (1) | 02/18/2013 | Common Stock | 200 | \$ 22.51 | D Â |
| Stock Option (right to buy) | Â (2) | 02/04/2014 | Common Stock | 200 | \$ 23.8 | D Â |
| Stock Option (right to buy) | Â (3) | 02/23/2015 | Common Stock | 200 | \$ 21.05 | D Â |
| Stock Option (right to buy) | Â (4) | 04/11/2015 | Common Stock | 200 | \$ 19.13 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON KARL VALENTINE JR 220 LIBERTY STREET WARSAW, NY 14569 | Â X | Â | Â | Â |

Signatures

Sonia M. Dumbleton for Karl V. Anderson Jr. 05/08/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 option is exercisable in three equal annual installments beginning February 18, 2004.
- (2) The option is exercisable in three equal annual installments beginning February 4, 2005
- (3) The option is exercisable in three equal annual installments beginning February 23, 2006.
- (4) The option is exercisable in three equal annual installments beginning April 11, 2006.

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. >9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)11. Nature of Indirect Beneficial Ownership (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMPSEY MICHAEL H 425 WINTER ROAD | X | X | | |

DELAWARE, OH 43015

Signatures

Michael H. Dempsey by John K. Dieker pursuant to a POA filed with the Commission.

04/11/2007

__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) Disposition by the Naomi C. Dempsey Charitable Lead Annuity Trust.
- (2) Michael H. Dempsey is the Trustee of the Naomi C. Dempsey Charitable Lead Annuity Trust.
- (3) 1,255 shares are subject to restriction on transfer.
- (4) Michael H. Dempsey is the Trustee of the Naomi C. Dempsey Trust.

These shares are held in a trust for the reporting person's son. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

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