

FINANCIAL INSTITUTIONS INC
 Form 3
 June 08, 2016

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 | |
| Case David G | | (Month/Day/Year) | FINANCIAL INSTITUTIONS INC [FISI] | |
| (Last) | (First) | (Middle) | 06/03/2016 | |
| 220 LIBERTY STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| WARSAW, NY 14569 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

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 | 2,809 | D | |

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

SEC 1473 (7-02)

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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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|--------|-------------------|-------------------|---|
| Stock Option (right to buy) | 07/26/2007 ⁽¹⁾ | 07/26/2016 | Common Stock | 1,200 | \$ 19.75 | D | Â |
| Stock Option (right to buy) | 07/25/2008 ⁽²⁾ | 07/25/2017 | Common Stock | 1,200 | \$ 19.41 | D | Â |
| Restricted Stock Unit | 02/24/2019 | 02/24/2019 | Common Stock | 800 | \$ ⁽³⁾ | D | Â |
| Stock Option (right to buy) | 07/07/2009 ⁽⁴⁾ | 07/07/2018 | Common Stock | 1,200 | \$ 15.85 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Case David G 220 LIBERTY STREET WARSAW, NY 14569 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Michael D. Grover, by power of attorney

06/08/2016

**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) Option vested in four equal annual installments beginning on July 26, 2007.
- (2) Option vested in four equal annual installments beginning on July 25, 2008.
- (3) Each restricted stock unit represents a contingent right to receive one share of FISD common stock.
- (4) Option vested in four equal annual installments beginning on July 7, 2009.

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.