



DIVISION OF  
CORPORATION FINANCE

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

December 8, 2010

Peter G. Humphrey  
President, Chief Executive Officer and Director  
Financial Institutions, Inc.  
220 Liberty Street  
Warsaw, New York 14569

**Re: Financial Institutions, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2009**  
**File No. 0-13888**

Dear Mr. Humphrey:

We have completed our review of your Form 10-K for the fiscal year ended December 31, 2009, and we have no further comments.

Sincerely,

Mark Webb  
Legal Branch Chief