Provost David T Form 4 February 26, 2019

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Provost David T			2. Issuer Name <b>and</b> Ticker or Trading Symbol CHEMICAL FINANCIAL CORP [CHFC]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 333 W. FOF 1800	W. FORT STREET, SUITE (Month/D) 02/22/20			• .	ansaction			X Director 10% Owner X Officer (give title Other (specify below) CEO & President			
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/22/2019			F	2,460	D	\$ 47.17	91,259	D		
Common Stock								283	I (1)	By daughter	

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)

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. Transac Code (Instr. 8	stionDo Se S) Ao or (E (In	Number erivative ecurities cquired (Dispose D) nstr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code `	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Performance Units	(2)	02/25/2019		A	2	7,117		(2)	(2)	Common Stock	27,117
Restricted Stock Service-Based Units	(3)	02/25/2019		A	1	6,292		<u>(3)</u>	(3)	Common Stock	16,292
Restricted Stock Service-Based Units	<u>(4)</u>	02/25/2019		A	2	0,364		<u>(4)</u>	<u>(4)</u>	Common Stock	20,364

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Provost David T							
333 W. FORT STREET, SUITE 1800	X		CEO & President				
DETROIT, MI 48226							

## **Signatures**

/s/ Kimberly K. Martin, His Attorney-in-Fact 02/26/2019

\*\*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).
- The reporting person disclaims any beneficial ownership of all shares owned by his daughter. The filing of this statement shall not be construed as an admission that the reporting person is, for purposes of Section 16 of the Exchange Act of 1934 or for any other purpose, the beneficial owner of the securities owned by his daughter.
- (2) Award of restricted stock performance units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2017. Restricted stock units under this award are convertible into shares of common stock based on the attainment by the Company of certain financial

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performance criteria in the year ending December 31, 2021 and the reporting person's satisfaction of the service requirement in February 2022. Restricted stock performance units under this award are reported assuming shares of common stock will be issuable on a 1-for-1 basis, but restricted stock performance units may be convertible on a basis ranging from 0.5-for-1 to 1.5-for-1 depending on the actual performance of the Company.

- Award of restricted stock service-based units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2017. Restricted stock units under this award are convertible into shares of common stock on a 1-for-1 basis in five equal annual installments beginning on February 25, 2020. Dividend equivalents will accrue under this award.
- Award of restricted stock service-based units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2017. Restricted (4) stock units under this award are convertible into shares of common stock on a 1-for-1 basis in three equal annual installments beginning on February 25, 2020. Dividend equivalents will accrue under this award.

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.