

KLAESER DENNIS L

Form 4

March 01, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLAESER DENNIS L

2. Issuer Name **and** Ticker or Trading
Symbol
CHEMICAL FINANCIAL CORP
[CHFC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
333 W. FORT STREET, SUITE
1800

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Executive V.P., C.F.O.

(Street)

4. If Amendment, Date Original
Filed(Month/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

DETROIT, MI 48226

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2019		M	(1) 1,463.98	A \$ 0 46,208.98	D	
Common Stock	02/27/2019		F	(2) 428.98	D \$ 46.48 45,780	D	
Common Stock	02/28/2019		M	(3) 5,140	A \$ 0 50,920	D	
Common Stock	02/28/2019		F	(4) 1,507	D \$ 45.83 49,413	D	

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Service-Based Units	<u>(1)</u>	02/27/2019		M		1,428		<u>(1)</u>	<u>(1)</u>	Common Stock	1,428
Restricted Stock Performance Units	<u>(3)</u>	02/28/2019		M		5,711		<u>(3)</u>	<u>(3)</u>	Common Stock	5,140

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLAESER DENNIS L 333 W. FORT STREET, SUITE 1800 DETROIT, MI 48226	Executive V.P., C.F.O.

Signatures

/s/ Kimberly K. Martin, His
Attorney-in-Fact 03/01/2019

__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).

- (1) Restricted stock service-based units converted into shares of common stock at the end of the first year of a 5-year vesting period.
Dividend equivalents accrued on the restricted stock service-based units.

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- (2) Shares withheld to satisfy applicable withholding taxes in connection with the conversion of restricted stock service-based units.

Restricted stock performance units converted into shares of common stock upon the attainment by the Company of certain financial performance criteria upon completion of the year ended December 31, 2018 and the reporting person's satisfaction of the service

- (3) requirement as of February 28, 2019. Each restricted stock performance unit was converted to 0.9 share of common stock, as performance targets were achieved at below the targeted level.

- (4) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock performance units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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