

CHEMICAL FINANCIAL CORP
Form 11-K
June 04, 2009

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

FORM 11-K

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES
EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES
EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission File No. 000-08185

A. Full title of the plan and the address of the plan, if different from that of the issuer named below: Chemical Financial Corporation 401(k) Savings Plan.

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: Chemical Financial Corporation, 235 E. Main Street, Midland, Michigan 48640.

Chemical Financial Corporation
401(k) Savings Plan

Audited Financial Statements
and Supplemental Schedule

December 31, 2008 and 2007,
and Year ended December 31, 2008

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Report of Independent Registered Public Accounting Firm

The Compensation and Pension Committee
Chemical Financial Corporation
401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Chemical Financial Corporation 401(k) Savings Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2008 and 2007, and the changes in its net assets available for benefits for the year ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2008, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Saginaw, Michigan
June 3, 2009

Chemical Financial Corporation 401(k) Savings Plan
 Statements of Net Assets Available for Benefits

	December 31,	
	2008	2007
Assets		
Investments, at fair value:		
Chemical Financial Corporation common stock	\$ 5,127,467	\$ 4,426,700
Mutual funds	24,633,924	31,579,925
Loans to participants	563,632	630,376
	<hr/>	<hr/>
Total investments, at fair value	30,325,023	36,637,001
	<hr/>	<hr/>
Net assets available for benefits	\$ 30,325,023	\$ 36,637,001
	<hr/>	<hr/>

See accompanying notes.

Chemical Financial Corporation 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2008

Additions

Investment income:

Chemical Financial Corporation dividends	\$ 217,484
Mutual fund dividends	516,874
Mutual fund interest income	39,155
Loan interest income	41,191

Total investment income	814,704
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Contributions:

Participant	3,186,812
Employer	1,908,473

Total contributions	5,095,285
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Total additions	5,909,989
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Deductions

Benefits paid directly to participants	2,705,184
Administrative fees	630

Total deductions	2,705,814
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Net depreciation in fair value of investments (Note 3)	(9,516,153)
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Net decrease	(6,311,978)
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Net assets available for benefits at beginning of year	36,637,001
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Net assets available for benefits at end of year	\$ 30,325,023
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See accompanying notes.

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Chemical Financial Corporation (the Company) 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 85% of pretax annual compensation not to exceed the Internal Revenue Code of 1986 (Code) limitation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company contributes matching contributions equal to 50% of the participant's contributions. In determining Company matching contributions, participant contributions up to 4% of a participant's eligible pay are matched.

The Company approved a partial freeze of its defined benefit plan, the Chemical Financial Corporation Employee's Pension Plan, effective June 30, 2006. Employees affected by the freeze were those with less than fifteen years of service or those whose combined age and years of service was less than sixty-five at June 30, 2006. As a result of this partial freeze, the Company amended its 401(k) Savings Plan to allow additional Company contributions of 4% of an employee's eligible pay without regard to the employee's contributions, while continuing the Company's existing policy of partially matching employee contributions to the Plan. The employees eligible for this additional contribution are those affected by the partial freeze and any new employees.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings. Participants direct the investment of their accounts among the investment funds offered by the Plan. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)**Vesting**

Participants are immediately vested in their contributions and actual earnings thereon. Company matching contributions vest in accordance with the following schedule:

Years of Service	Percentage
Less than three	0%
Three or more	100%

Prior to January 1, 2007, Company contributions of 4% vested in accordance with the following schedule:

Years of Service	Percentage
Less than five	0%
Five or more	100%

The Plan was amended effective January 1, 2007 to reflect vesting requirements of the Pension Protection Act (PPA). Participants that were 100% vested for the Company contribution of 4% at December 31, 2006, remained 100% vested. Certain participants who were not 100% vested for the Company contribution of 4% were, in accordance with the PPA, provided the opportunity to select a new vesting schedule, as described below, or continue with the existing schedule.

All other participants who were not 100% vested for the Company contribution of 4% at December 31, 2006, as well as new participants, are subject to the following six-year graded vesting schedule for the Company contribution of 4%.

Years of Service	Percentage
One or less	0%
Two	20%
Three	40%
Four	60%
Five	80%
Six or more	100%

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1-5 years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing market interest rates as determined monthly by the plan administrator. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service or upon death, disability or retirement, a participant may request a benefit payment. Benefit payments are distributed in a lump-sum amount equal to the vested value of the participant's account. Payment of benefits may not be deferred by participants beyond their attainment of age 70-1/2, unless they are an active employee.

2. Summary of Accounting Policies

Investment Valuation

The Plan's investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Mutual funds are stated at the quoted market prices which represent the net asset values of shares held by the Plan at year-end. The participant loans are valued at their outstanding balances, which approximate fair value.

Chemical Financial Corporation common stock had a market value of \$27.88 per share as of December 31, 2008 and \$23.79 per share as of December 31, 2007.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Plan Termination

Although it has not expressed the intention to do so, the Company reserves the right to terminate the Plan at any time by resolution of its Board of Directors subject to the provisions of ERISA. In the event of Plan termination, all participants will be 100% vested in their accounts. The value of the participant accounts will be determined as of the effective date of the termination and distributed as provided by the Plan.

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Administration

Administrative fees of the Plan include certain fees charged directly to individual participants, related directly to transactions or events associated with individual participant accounts. Expenses of administering the Plan are paid directly by the Company outside of the Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Investments

During the year ended December 31, 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments
Chemical Financial Corporation common stock	\$ 858,640
Mutual funds	(10,374,793)
	\$ (9,516,153)

The Plan invests in various investment securities as directed by Plan participants. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with investment securities, changes in the values of investment securities could occur and those changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements (continued)

3. Investments (continued)

Investments that represent 5% or more of the Plan's net assets are as follows:

	December 31,	
	2008	2007
*Chemical Financial Corporation common stock	\$5,127,467	\$4,426,700
Federated Investors Intermediate Bond Fund	2,342,311	**
Federated Investors Money Market Fund	2,678,179	2,069,722
Fidelity Investments Stock and Bond Fund	2,057,668	3,065,860
Fidelity Investments International Stock Fund	1,729,946	3,255,615
Vanguard Institutional Index Fund	2,500,777	3,990,995
Royce Premier Fund	2,880,102	3,839,028
T Rowe Price Growth Fund	1,659,695	2,687,469
Vanguard Windsor Fund II	1,618,337	2,541,996
Vanguard Mid Cap Index Fund	1,828,115	3,251,513

*Party-in-interest.

**Investment does not represent 5% or more of fair value of the Plan's net assets.

4. Fair Value Measurements

Effective January 1, 2008, the Plan adopted Statement of Financial Accounting Standards Board No. 157, "Fair Value Measurements" (SFAS 157). SFAS 157 provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;
Quoted prices for identical or similar assets or liabilities in inactive markets;
Inputs other than quoted prices that are observable for the asset or liability;
Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Chemical Financial Corporation common stock: Valued at the closing price reported on the active market on which the security is traded.

Mutual funds: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end.

Participant loans: Valued at outstanding balance, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Chemical Financial Corporation 401(k) Savings Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	Level 1	Level 2	Level 3	Total
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Chemical Financial Corporation common stock	\$ 5,127,467			\$ 5,127,467
Mutual funds	24,633,924			24,633,924
Participant loans	-		\$563,632	563,632
	<u> </u>		<u> </u>	<u> </u>
Total assets at fair value	<u>\$29,761,391</u>		<u>\$563,632</u>	<u>\$30,325,023</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008:

	Participant Loans
	<u> </u>
Balance, beginning of year	\$630,376
Purchases, sales, issuances and settlements (net)	(66,744)
	<u> </u>
Balance, end of year	<u>\$563,632</u>

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated February 12, 2003, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determination letter. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Chemical Financial Corporation 401(k) Savings Plan

EIN: 38-2022454 Plan Number: 002

Schedule H, Line 4i-Schedule of Assets
(Held at End of Year)

December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common Stock:			
*	Chemical Financial Corporation	Common Stock, \$1.00 par value per share	**	\$ 5,127,467
	Mutual Funds:			
	Federated Investors Mutual Funds	Intermediate Bond Fund	**	2,342,311
		Long-term Bond Fund	**	653,225
		Money Market Fund	**	2,678,179
	Fidelity Investments	Stock and Bond Fund	**	2,057,668
		International Stock Fund	**	1,729,946
		Fidelity Freedom Fund #369	**	180,253
		Fidelity Freedom Fund #371	**	634,889
		Fidelity Freedom Fund #372	**	426,928
		Fidelity Freedom Fund #373	**	551,636
		Fidelity Freedom Fund #718	**	515,388
		Fidelity Freedom Fund #1618	**	122,244
	Vanguard Investments	Vanguard Institutional Index Fund - Signal	**	2,500,777
		Vanguard Windsor Fund II	**	1,618,337
		Vanguard Mid Cap Index Fund	**	1,828,115
	Other Mutual Funds	Dodge & Cox International Stock Fund	**	203,126
		Royce Premier Fund	**	2,880,102
		T Rowe Price Growth Fund	**	1,659,695
		Select American D Fund	**	988,158
		PIMCO Total Return Bond Fund	**	1,062,947
	Total Mutual Funds			24,633,924

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*	Participant Loans	Interest rate range: 5.65% to 8.00%; with various maturity dates	-0-	563,632
				\$ 30,325,023

*Party-in-interest

**Historical cost information is not required for participant directed investments.

Exhibits:

23.1 Consent of Andrews Hooper & Pavlik P.L.C. dated June 3, 2009.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 3, 2009

CHEMICAL FINANCIAL CORPORATION 401(K)
SAVINGS PLAN

By:

/s/ Lori A. Gwizdala

Lori A. Gwizdala
Executive Vice President and Chief Financial
Officer
and Administrator of the Chemical Financial
Corporation 401(k) Savings Plan

By:

/s/ Kimberly K. Martin

Kimberly K. Martin
Senior Vice President and Controller

EXHIBIT INDEX

Exhibit

Document

23.1 Consent of Andrews Hooper & Pavlik P.L.C. dated June 3, 2009.