

CHEMICAL FINANCIAL CORP
Form 4
March 24, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON KENNETH WILLIAM

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)
235 E. MAIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2015

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Officer of Principal Bus. Unit

MIDLAND, MI 48640

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/23/2015		M	1,156 A \$ 19.97	10,952	D	
Common Stock	03/23/2015		F	870 D \$ 31.23	10,082	D	
Common Stock	03/23/2015		M	5,790 A \$ 23.78	15,872	D	
Common Stock	03/23/2015		F	4,844 D \$ 31.23	11,028	D	
Common Stock	03/23/2015		M	3,485 A \$ 25.14	14,513	D	

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Common Stock	03/23/2015	F	3,019	D	\$ 31.23	11,494	D	
Common Stock	03/23/2015	M	827	A	\$ 29.45	12,321	D	
Common Stock	03/23/2015	F	793	D	\$ 31.23	11,528	D	
Common Stock						6,451.428	I	By 401(k) plan

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)	8. Amount or Number of Shares
Stock Options	\$ 19.97	03/23/2015		M	1,156	<u>(1)</u> 04/20/2021	Common Stock	1,156
Stock Options	\$ 23.78	03/23/2015		M	5,790	<u>(2)</u> 02/22/2022	Common Stock	5,790
Stock Options	\$ 25.14	03/23/2015		M	3,485	<u>(3)</u> 02/23/2023	Common Stock	3,485
Stock Options	\$ 29.45	03/23/2015		M	827	<u>(4)</u> 02/19/2024	Common Stock	827

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON KENNETH WILLIAM 235 E. MAIN STREET			Officer	Officer of Principal Bus. Unit

MIDLAND, MI 48640

Signatures

/s/ Lori A. Gwizdala, His
Attorney-in-Fact

03/24/2015

__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) Vested in three equal annual installments beginning on April 19, 2012.
 - (2) Vested in three equal annual installments beginning on February 21, 2013.
 - (3) Vests in five equal annual installments beginning on February 22, 2014.
 - (4) Vests in five equal annual installments beginning on February 18, 2015.

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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