

CHEMICAL FINANCIAL CORP
Form 4
July 25, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TOMCZYK JAMES E

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)
720 PLEASANT STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2013

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

ST. JOSEPH, MI 49085

(City) (State) (Zip)

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

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 | 07/23/2013 | | M | | 10,149 | A | \$ 24.78 |
| Common Stock | 07/23/2013 | | F | | 8,809 | D | \$ 30.7 |
| Common Stock | 07/23/2013 | | M | | 2,872 | A | \$ 24.52 |
| Common Stock | 07/23/2013 | | F | | 2,475 | D | \$ 30.7 |
| Common Stock | 07/23/2013 | | M | | 3,845 | A | \$ 21.1 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|-------|------------------|-------------|
| Common Stock | 07/23/2013 | F | 3,021 | D | \$ 30.7 | 4,472 | D | |
| Common Stock | | | | | | 6,135 | I ⁽¹⁾ | By wife |
| Common Stock | | | | | | 76 | I ⁽¹⁾ | By daughter |
| Common Stock | | | | | | 76 | I ⁽¹⁾ | By son |
| Common Stock | | | | | | 76 | I ⁽¹⁾ | By son |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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 | \$ 24.78 | 07/23/2013 | | M | 10,149 | ⁽²⁾ 07/20/2017 | Common Stock | 10,149 |
| Stock Options | \$ 24.52 | 07/23/2013 | | M | 2,872 | ⁽³⁾ 02/25/2018 | Common Stock | 2,872 |
| Stock Options | \$ 21.1 | 07/23/2013 | | M | 3,845 | ⁽⁴⁾ 04/29/2019 | Common Stock | 3,845 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOMCZYK JAMES E 720 PLEASANT STREET ST. JOSEPH, MI 49085 | | | Officer of Principal Bus. Unit | |

Signatures

/s/ Jeffrey A. Ott, His
Attorney-in-Fact

07/24/2013

__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 wife and children. The filing of this statement shall
- (1) not be construed as an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose, the beneficial owner of the securities owned by his wife and children.
 - (2) Vests in three equal annual installments beginning on July 20, 2008.
 - (3) Vests in three equal annual installments beginning on February 25, 2009.
 - (4) Vests in three equal annual installments beginning on April 28, 2010.

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