

CHEMICAL FINANCIAL CORP  
Form 4  
January 30, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)  
01/28/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ 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 Price (D)		
Common Stock	01/28/2014		M		8,458 A \$ 24.78	12,461	D
Common Stock	01/28/2014		F		7,511 D \$ 30.12	4,950	D
Common Stock	01/28/2014		M		2,244 A \$ 24.52	7,194	D
Common Stock	01/28/2014		F		1,979 D \$ 30.12	5,215	D
Common Stock	01/28/2014		M		2,576 A \$ 24.56	7,791	D

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Common Stock	01/28/2014	F	2,275	D	\$ 30.12	5,516	D	
Common Stock	01/28/2014	M	2,896	A	\$ 23.78	8,412	D	
Common Stock	01/28/2014	F	2,510	D	\$ 30.12	5,902	D	
Common Stock						6,092.457 <sup>(1)</sup>	I	By 401(k) plan

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.**

SEC 1474  
(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	\$ 24.78	01/28/2014		M	8,458	<sup>(2)</sup> 07/20/2017	Common Stock	8,458
Stock Options	\$ 24.52	01/28/2014		M	2,244	<sup>(3)</sup> 02/25/2018	Common Stock	2,244
Stock Options	\$ 24.56	01/28/2014		M	2,576	<sup>(4)</sup> 03/26/2020	Common Stock	2,576
Stock Options	\$ 23.78	01/28/2014		M	2,896	<sup>(5)</sup> 02/22/2022	Common Stock	2,896

## 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/ Kenneth W.  
Johnson

01/29/2014

  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) Between 7/1/2013 and 12/31/2013 the reporting person acquired 379.185 shares of Chemical Financial Corporation common stock under the Chemical Financial Corporation 401(k) Plan.
- (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 March 25, 2011.
- (5) Vests in three equal annual installments beginning on February 21, 2013.

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.