CHEMICAL FINANCIAL CORP

Form 4 March 25, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

Common

Stock

03/21/2014

(Print or Type Responses)

Linebaugh Karl Sym				r Name and [CAL FIN				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 235 E. MAI	(First) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2014					Director 10% Owner Officer (give titleX Other (specify below) Officer of Principal Bus. Unit			
MIDLAND	(Street)		Filed(Month/Day/Year) Applicable Line) _X_ Form filed by					oint/Group Filing(Check One Reporting Person More than One Reporting			
(City)	(State)	(Zip)	Tabl	a I. Nam I	·	C	.:4: A	Person	f an Danafiaial	le. Oesse d	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Execution any	2A. Deemed Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/21/2014			Code V M	Amount 4,091	(D)	Price \$ 24.78	39,556	D		
Common Stock	03/21/2014			F	3,409	D	\$ 32.77	36,147	D		
Common Stock	03/21/2014			M	1,536	A	\$ 24.52	37,683	D		
Common Stock	03/21/2014			F	1,271	D	\$ 32.77	36,412	D		

M

1,839 A \$ 21.1 38,251

D

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Common Stock	03/21/2014	F	1,396	D	\$ 32.77	36,855	D	
Common Stock						4,369.815 <u>(1)</u>	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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SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number op Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	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
Stock Options	\$ 24.78	03/21/2014		M		4,091	(2)	07/20/2017	Common Stock	4,091
Stock Options	\$ 24.52	03/21/2014		M		1,536	<u>(3)</u>	02/25/2018	Common Stock	1,536
Stock Options	\$ 21.1	03/21/2014		M		1,839	<u>(4)</u>	04/29/2019	Common Stock	1,839

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Linebaugh Karl 235 E. MAIN STREET

Officer of Principal Bus. Unit

MIDLAND, MI 48640

Signatures

/s/ Lori A. Gwizdala, His Attorney-in-Fact 03/24/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 1/22/2013 and 12/31/2013 the reporting person acquired 135.460 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 April 28, 2010.

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.