

CHEMICAL FINANCIAL CORP
 Form 4
 April 22, 2015

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 *
 Linebaugh Karl

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)
 04/20/2015

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

MIDLAND, MI 48640

(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	04/20/2015		M		1,580	A	\$ 24.56
Common Stock	04/20/2015		F		1,329	D	\$ 32.08
Common Stock	04/20/2015		M		1,992	A	\$ 19.97
Common Stock	04/20/2015		F		1,481	D	\$ 32.08
Common Stock					4,554.336 ⁽¹⁾	I	

By 401(k) Plan

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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	\$ 24.56	04/20/2015		M	1,580	⁽²⁾ 03/26/2020	Common Stock	1,580
Stock Options	\$ 19.97	04/20/2015		M	1,992	⁽³⁾ 04/20/2021	Common Stock	1,992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linebaugh Karl 235 E. MAIN STREET MIDLAND, MI 48640			Officer of Principal Bus. Unit	

Signatures

/s/ Lori A. Gwizdala, His Attorney-in-Fact
Date: 04/21/2015

**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) Between 1/1/2015 and 3/31/2015 the reporting person acquired 34,710 shares of Chemical Financial Corporation common stock under the Chemical Financial Corporation 401(k) Plan.
- (2) Vested in three equal annual installments beginning on March 25, 2011.
- (3) Vested in three equal annual installments beginning on April 19, 2012.

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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