

CHEMICAL FINANCIAL CORP
Form 4
February 29, 2016

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 *
Rathbun Robert

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)
02/25/2016

____ 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	02/25/2016		M		383 A \$ 24.78	6,089	D
Common Stock	02/25/2016		M		1,014 A \$ 24.52	7,103	D
Common Stock	02/25/2016		M		1,275 A \$ 21.1	8,378	D
Common Stock	02/26/2016		M		1,299 ⁽¹⁾ A \$ 0	9,677	D
Common Stock	02/26/2016		F		411 ⁽²⁾ D \$ 34.6	9,266	D ⁽⁶⁾

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).

- Restricted stock units converted into shares of common stock upon the attainment by the Company of certain financial performance criteria upon completion of the year ended December 31, 2015 and the reporting person's satisfaction of the service requirement as of February 26, 2016. Each restricted stock unit was converted to 1.5 shares of common stock, as performance targets were achieved at the maximum level.
- (1) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock units.
 - (2) Vested in three equal annual installments beginning on July 20, 2008.
 - (3) Vested in three equal annual installments beginning on February 25, 2009.
 - (4) Vested in three equal annual installments beginning on April 28, 2010.
 - (5) The reporting person no longer has a reportable beneficial interest in 108.550 shares of common stock owned by his son and daughter and both included in the reporting person's prior ownership reports.

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.