

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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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 *
 Kerber Lynn

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)
 02/26/2016

____ Director
 ____ 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 or (D) Price			
Common Stock	02/26/2016		M		1,467 (1)	A	\$ 0 8,622	D
Common Stock	02/26/2016		F		451 (2)	D	\$ 34.6 8,171	D
Common Stock							3,796.475 (3)	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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number.

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. P Der Sec (Ins
Restricted Stock Performance Units	(1)	02/26/2016		M	978 (1)	(1) (1)	Common Stock	1,467 (1)

Reporting Owners

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

Signatures

/s/ Lori A. Gwizdala, Her Attorney-In-Fact
 Date: 02/29/2016

**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) 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.
 - (2) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock units.
 - (3) Between 7/1/2015 and 12/31/2015 the reporting person acquired 64,785 shares of Chemical Financial Corporation common stock under the Chemical Financial Corporation 401(k) Plan.

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.