CHEMICAL FINANCIAL CORP

Form 4

February 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

TOMCZYK	Symbol CHEMICAL FINANCIAL CORP [CHFC]					Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Officer (give titleX Other (specify			
235 E. MAIN STREET			02/26/2016					below) below) Officer of Principal Bus. Unit			
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
MIDLAND,	MI 48640							Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction D			3.				5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Ye	on Date, if	Code	on(A) or Disposed of (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
		any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			5)	Owned Indirect (I) Ownershi					
					(A)		Following Reported				
						(A) or		Transaction(s) (Instr. 3 and 4)			
Common				Code V	Amount 3,818	(D)	Price	(Instr. 5 und 1)			
Stock	02/26/2016			M	(1)	A	\$ 0	15,026 (4)	D		
Common Stock	02/26/2016			F	1,203 (2)	D	\$ 34.6	13,823	D		
Common Stock								8,696	I (3)	By wife	

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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Performance Units	(1)	02/26/2016		M	2,545 (1)	<u>(1)</u>	<u>(1)</u>	Common Stock	3,818 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TOMCZYK JAMES E 235 E. MAIN STREET MIDLAND, MI 48640

Officer of Principal Bus. Unit

Signatures

/s/ Lori A. Gwizdala, His Attorney-In-Fact

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).
- 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.
- The reporting person disclaims any beneficial ownership of all shares owned by his wife. The filing of this statement shall not be construed as an admission that the reporting person is, for purposes of Section 16 of the Exchange Act of 1934 or for any other purpose, the beneficial owner of the securities owned by his wife.
- (4) Includes 228 shares held jointly with the reporting person's daughter and two sons. These shares were previously reported as indirect shares, as they were held under the Uniform Transfers to Minors Act.

Reporting Owners 2

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