

Rathbun Robert
Form 4
March 01, 2019

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 *
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)
333 W. FORT STREET, SUITE 1800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2019

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

DETROIT, MI 48226

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/27/2019		M	(1) 217.37 A \$ 0	14,178.37	D	
Common Stock	02/27/2019		F	(2) 74.37 D \$ 46.48	14,104	D	
Common Stock	02/27/2019		M	(1) 373.89 A \$ 0	14,477.89	D	
Common Stock	02/27/2019		F	(2) 126.89 D \$ 46.48	14,351	D	
Common Stock	02/28/2019		M	(3) 3,857 A \$ 0	18,208	D	

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Common Stock 02/28/2019 F 1,126
(4) D \$ 45.83 17,082 D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Service-Based Units	(1)	02/27/2019		M	212	(1) (1)	Common Stock	212
Restricted Stock Service-Based Units	(1)	02/27/2019		M	367	(1) (1)	Common Stock	367
Restricted Stock Performance Units	(3)	02/28/2019		M	4,286	(3) (3)	Common Stock	3,857

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rathbun Robert
333 W. FORT STREET, SUITE 1800
DETROIT, MI 48226

Officer of Principal Bus. Unit

Signatures

/s/ Kimberly K. Martin, His
Attorney-in-Fact

03/01/2019

__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 service-based units converted into shares of common stock at the end of the first year of a 5-year vesting period.
Dividend equivalents accrued on the restricted stock service-based units.
- (2) Shares withheld to satisfy applicable withholding taxes in connection with the conversion of restricted stock service-based units.
Restricted stock performance 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, 2018 and the reporting person's satisfaction of the service requirement as of February 28, 2019. Each restricted stock performance unit was converted to 0.9 share of common stock, as performance targets were achieved at below the targeted level.
- (3) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock performance units.
- (4) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock performance units.

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.