

CHEMICAL FINANCIAL CORP

Form 4/A

December 06, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOHN THOMAS W

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)
2185 THREE MILE ROAD, N.W.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2004

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

GRAND RAPIDS, MI 49544

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/06/2004

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price
Common Stock	12/02/2004		M		3,190	A	\$ 22.7222
Common Stock	12/02/2004		F		2,237	D	\$ 42.9
Common Stock							218.89 ⁽²⁾
Common Stock							7,650
Common Stock							339.922 ⁽³⁾
							I ⁽¹⁾
							By Wife
							I ⁽¹⁾
							By wife in trust
							I ⁽¹⁾
							By son

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Common Stock	255.152 ⁽⁴⁾	I ⁽¹⁾	By son
Common Stock	231.417 ⁽⁵⁾	I ⁽¹⁾	By daughter

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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽⁶⁾	\$ 22.7222	12/02/2004		M	3,190	11/18/1997	11/18/2006	Common Stock	3,190

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHN THOMAS W 2185 THREE MILE ROAD, N.W. GRAND RAPIDS, MI 49544			Officer of Princ. Bus. Unit	

Signatures

/s/ Lori A. Gwizdala, by Power of
Attorney

12/02/2004

 **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).

The reporting person disclaims any beneficial ownership of all shares owned by his wife and children. The filing of this statement shall

- (1) not be construed as an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose, the beneficial owner of the securities owned by his wife and children.
- (2) Includes 3.206 shares acquired from 4/1/2004 - 9/30/2004 through the Corporation's Chemical Invest Direct Program.
- (3) Includes 4.978 shares acquired from 4/1/2004 - 9/30/2004 through the Corporation's Chemical Invest Direct Program.
- (4) Includes 3.737 shares acquired from 4/1/2004 - 9/30/2004 through the Corporation's Chemical Invest Direct Program.
- (5) Includes 3.388 shares acquired from 4/1/2004 - 9/30/2004 through the Corporation's Chemical Invest Direct Program.
- (6) Employee stock option awarded under Chemical Financial Corporation 1987 Stock Option Plan.

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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