

KOHN THOMAS W

Form 4/A

May 03, 2013

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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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 NW
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2013

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

GRAND RAPIDS, MI 49544

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/26/2013

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)
Common Stock	02/22/2013		C	(A) or (D) Amount 3,697 (5) Price \$ 0	31,378	D	
Common Stock	02/22/2013		F	(A) or (D) Amount 1,465 (1) Price \$ 25.14	29,913	D	
Common Stock					2,033	I (2)	By wife
Common Stock					8,032	I (2)	By wife in trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 25.14	02/22/2013		A		2,276		02/22/2014	02/23/2023	Common Stock	2,276
Stock Options	\$ 25.14	02/22/2013		A		2,276		02/22/2015	02/23/2023	Common Stock	2,276
Stock Options	\$ 25.14	02/22/2013		A		2,276		02/22/2016	02/23/2023	Common Stock	2,276
Stock Options	\$ 25.14	02/22/2013		A		2,276		02/22/2017	02/23/2023	Common Stock	2,276
Stock Options	\$ 25.14	02/22/2013		A		2,275		02/22/2018	02/23/2023	Common Stock	2,275
Restricted Stock Units	(3)	02/22/2013		A		4,187		(3)	(3)	Common Stock	4,187
Restricted Stock Units	(4)	02/22/2013		A		837		(4)	(4)	Common Stock	837
Restricted Stock Units	(5)	02/22/2013		C		3,528 (5)		(5)	(5)	Common Stock	3,528 (5)

Reporting Owners

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

Signatures

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

05/02/2013

__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) 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

(2) 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.

Award of restricted stock units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2012. Restricted stock units under this award are convertible into shares of common stock upon the completion of the year ending December 31, 2015, based on the attainment by the Company of certain financial performance criteria in the year ending December 31, 2015 and the reporting person's attainment of the restricted period. Restricted stock units under this award are reported assuming shares of common stock will be issuable on a 1-for-1 basis, but restricted stock units may be convertible on a basis ranging from 0.25-for-1 to 1.5-for-1 depending on the actual performance of the Company.

(4) Award of restricted stock units convertible into shares of common stock on a 1-for-1 basis at the end of a 5-year vesting period. Dividend equivalents will accrue under this award.

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, 2012 and the reporting person's attainment of the restricted period. Restricted stock units were converted to shares of common stock on a 1.0-for-1.048 basis, as performance targets were achieved at above the targeted level.

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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