

Provost David T
 Form 4
 February 26, 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 *
 Provost David T

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)
 02/22/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & President

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 Ownership (Instr. 4)
				Code V Amount (D) Price (A) or (D)			
Common Stock	02/22/2019		F	2,460 D \$ 47.17	91,259	D	
Common Stock					283	I ⁽¹⁾	By daughter

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Performance Units	(2)	02/25/2019		A	27,117	(2) (2)	Common Stock 27,117
Restricted Stock Service-Based Units	(3)	02/25/2019		A	16,292	(3) (3)	Common Stock 16,292
Restricted Stock Service-Based Units	(4)	02/25/2019		A	20,364	(4) (4)	Common Stock 20,364

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Provost David T 333 W. FORT STREET, SUITE 1800 DETROIT, MI 48226	X		CEO & President	

Signatures

/s/ Kimberly K. Martin, His Attorney-in-Fact
02/26/2019

**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).
- The reporting person disclaims any beneficial ownership of all shares owned by his daughter. 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 daughter.
- (1) Award of restricted stock performance units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2017. Restricted stock units under this award are convertible into shares of common stock based on the attainment by the Company of certain financial

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performance criteria in the year ending December 31, 2021 and the reporting person's satisfaction of the service requirement in February 2022. Restricted stock performance units under this award are reported assuming shares of common stock will be issuable on a 1-for-1 basis, but restricted stock performance units may be convertible on a basis ranging from 0.5-for-1 to 1.5-for-1 depending on the actual performance of the Company.

- (3) Award of restricted stock service-based units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2017. Restricted stock units under this award are convertible into shares of common stock on a 1-for-1 basis in five equal annual installments beginning on February 25, 2020. Dividend equivalents will accrue under this award.

- (4) Award of restricted stock service-based units pursuant to the Chemical Financial Corporation Stock Incentive Plan of 2017. Restricted stock units under this award are convertible into shares of common stock on a 1-for-1 basis in three equal annual installments beginning on February 25, 2020. Dividend equivalents will accrue under this award.

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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