

KLAESER DENNIS L
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLAESER DENNIS L

2. Issuer Name and Ticker or Trading Symbol
CHEMICAL FINANCIAL CORP
[CHFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive V.P., C.F.O.

(Last) (First) (Middle)
333 W. FORT STREET, SUITE 1800

(Street)

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

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 Price		
Common Stock	02/27/2019		M		1,463.98 (1) \$ 0	D	
Common Stock	02/27/2019		F		428.98 (2) \$ 46.48	D	
Common Stock	02/28/2019		M		5,140 (3) \$ 0	D	
Common Stock	02/28/2019		F		1,507 (4) \$ 45.83	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
Restricted Stock Service-Based Units	(1)	02/27/2019		M	1,428	(1) (1)	Common Stock	1,428
Restricted Stock Performance Units	(3)	02/28/2019		M	5,711	(3) (3)	Common Stock	5,140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLAESER DENNIS L 333 W. FORT STREET, SUITE 1800 DETROIT, MI 48226			Executive V.P., C.F.O.	

Signatures

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

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- (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

- (3) 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.

- (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.

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