

CHEMICAL FINANCIAL CORP  
Form 4  
September 27, 2016

**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 \*  
Wheatlake Franklin C

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)  
235 E. MAIN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/26/2016

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

MIDLAND, MI 48640  
(City) (State) (Zip)

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

**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 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 (A) or (D) Price			
Common Stock	09/26/2016		M	6,110 A \$0	6,110	D	
Common Stock					3,499	I <sup>(1)</sup>	Held in Trust
Common Stock					78,495	I <sup>(1)</sup>	By Partnership
Common Stock					300	I <sup>(1)</sup>	By Wife

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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Title	Amount or Number of Shares	
Stock Units	<u>(2)</u>	09/26/2016		M	V	(A) (D)	<u>(2)</u>	<u>(2)</u>	Common Stock	6,110.773

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheatlake Franklin C 235 E. MAIN STREET MIDLAND, MI 48640	X			

## Signatures

/s/ Jeffrey A. Ott, His Attorney-in-Fact  
Date: 09/27/2016

\*\*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 on an indirect basis. 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 on an indirect basis.
- (1) Stock units issued under the Chemical Financial Corporation Directors' Deferred Stock Plan were converted into shares of common stock on a one-for-one basis in a lump sum in connection with the merger of Talmer Bancorp, Inc. with and into Chemical Financial Corporation. The reporting person will receive cash in lieu of any fractional shares that would otherwise have resulted from such conversion.
  - (2)

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.