

POTTER JOHN F
Form 4/A
February 12, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POTTER JOHN F

2. Issuer Name **and** Ticker or Trading
Symbol
CHEMUNG FINANCIAL CORP
[CHMG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
822 UPPER UNDERWOOD
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2013

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

(Street)
ELMIRA, NY 14905

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/14/2013

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	(A) or (D)	Price
Common Stock					37,115.84 ⁽³⁾ <u>(5)</u>	D	
Common Stock					6,833.759 ⁽³⁾ <u>(4)</u>	I	By Spouse

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

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock	(1)	12/31/2012	01/11/2013	A	126.98	(2) (2)	Common Stock	126.98 \$ 2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POTTER JOHN F
822 UPPER UNDERWOOD AVENUE X
ELMIRA, NY 14905

Signatures

Kathleen S. McKillip, Attorney-in-Fact, pursuant to, Power of Attorney dated June 20, 2012.

02/12/2013

__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) Security converts to common stock on one-for-one basis.

(2) Phantom Stock Units are to be settled 100% in Issuer's Commons Stock in accordance with the terms of the Company's Deferred Directors Fee Plan and at the director's election.

(3) Includes dividends reinvested periodically under the Issuer's Dividend Reinvestment Plan.

(4) The reporting person disclaims beneficial ownership of these securities, and the report shall not be deemed an admission that the reporting person is beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

(5) Amount beneficially owned changed due to error on Form 4 originally filed on 1/10/13 and amended on 2/12/13.

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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