

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**POTTER JOHN F**

CIK: **1183775**

Type: **4** | Act: **34** | File No.: **001-35741** | Film No.: **13527934**

Mailing Address

*ONE CHEMUNG CANAL  
PLAZA  
PO BOX 1522  
ELMIRA NY 14902-1522*

### ISSUER

**CHEMUNG FINANCIAL CORP**

CIK: **763563** | IRS No.: **161237038** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
SIC: **6022** State commercial banks

Mailing Address

*ONE CHEMUNG CANAL PLZ  
P O BOX 1522  
ELMIRA NY 14902*

Business Address

*ONE CHEMUNG CANAL PLZ  
P O BOX 1522  
ELMIRA NY 14902  
6077373711*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>POTTER JOHN F</b>			2. Issuer Name and Ticker or Trading Symbol <b>CHEMUNG FINANCIAL CORP [CHMG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
822 UPPER UNDERWOOD AVENUE  (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
ELMIRA, NY 14905  (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								36,571.84 <sup>(3)</sup>	D	
Common Stock								6,833.759 <sup>(3) (4)</sup>	I	By Spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)	12/31/2012	01/11/2013	A		126.98		(2)	(2)	Common Stock	126.98	\$29.73	25,665.06 <sup>(3)</sup>	D	

**Explanation of Responses:**

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

**Signatures**

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

01/14/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**



Power of Attorney

The undersigned hereby appoints each of Kathleen S. McKillip, Ronald M. Bentley and Mark A. Severson, signing singly, his/her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder or any other form, statement, certification or representation required under the federal securities laws including Forms 144 and 13D (hereinafter collectively referred to as "Forms");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Forms and the filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney shall remain in effect until revoked. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or any other federal securities laws.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of June, 2012.

\_\_\_\_\_  
/s/John F. Potter

John F. Potter

State of New York            )  
  : ss.  
County of Chemung         )

On the 20th day of June, in the year 2012, before me, the undersigned, a notary public in and for said state, personally appeared John F. Potter, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Reg. No. 01SE5079520

\_\_\_\_\_  
/s/Andrea L. Seymour

Comm. Expires 6/9/2015

\_\_\_\_\_  
Notary Public

