

CHEMUNG FINANCIAL CORP

Form SC 13D

March 09, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 9)*

CHEMUNG FINANCIAL CORPORATION

(Name of Issuer)

Common Stock, Par Value \$0.01

(Title of Class of Securities)

164024 10 1

(CUSIP NUMBER)

David J. Dalrymple, 274 Coleman Avenue, Elmira, New York 14903; Telephone: (607) 737-5077 with a copy to Seth T. Hiland, Esq., Sayles & Evans, One West Church Street, Elmira, New York 14901; Telephone: (607) 734-2271

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 3, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 164024 10 1

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

David J. Dalrymple

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions):

PF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of Shares 7. Sole Voting Power

10,850

Beneficially Owned by 8. Shared Voting Power

358,496

Each Reporting Person With 9. Sole Dispositive Power

10,850

10. Shared Dispositive Power 358,496

11. Aggregate Amount Beneficially Owned by

369,346

Each Reporting Person

12. Check if the Aggregate Amount in Row (11)

Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.95%

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 164024 10 1

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

Robert H. Dalrymple

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions):

PF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by

7. Sole Voting Power

243,432

Beneficially Owned by

8. Shared Voting Power

58,947

Each Reporting Person With

9. Sole Dispositive Power

243,432

10. Shared Dispositive Power

58,947

11. Aggregate Amount Beneficially Owned by

302,379

Each Reporting Person

12. Check if the Aggregate Amount in Row (11)

Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

6.51%

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 164024 10 1

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

Joanne F. Dalrymple

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

0

Beneficially Owned by Each Reporting Person With

8. Shared Voting Power

334,942

Power Person With

9. Sole Dispositive

0

Power

10. Shared Dispositive

334,942

11. Aggregate Amount Beneficially Owned by

334,942

Each Reporting Person

12. Check if the Aggregate Amount in Row (11)

Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.21%

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 164024 10 1

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

Dalrymple Family Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

State of New

York

Number of

7. Sole Voting

Power

0

Shares

Beneficially

8. Shared Voting

Power

334,942

Owned by

Each Reporting

9. Sole Dispositive Power 0

Person With

10. Shared Dispositive Power

334,942

11. Aggregate Amount Beneficially Owned by

334,942

Each Reporting Person

12. Check if the Aggregate Amount in Row (11)

Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.21%

14. Type of Reporting Person (See Instructions)

PN

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Item 1. Security and Issuer.

Common Stock, Par Value \$0.01

Chemung Financial Corporation

One Chemung Canal Plaza

Elmira, New York 14902

Item 2. Identity and Background.

Item 2 is hereby amended effective as of the date of this Amendment to read as follows:

"Pursuant to Rule 13d-1(k) of Regulation 13D of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the undersigned David J. Dalrymple, Robert H. Dalrymple, Joanne F. Dalrymple, and Dalrymple Family Limited Partnership, hereby file this Schedule 13D statement jointly. The above-named persons are hereinafter sometimes collectively referred to as the "Reporting Persons." The Reporting Persons are making this single joint filing because certain of the Reporting Persons may be deemed to share beneficial ownership of certain shares of the Common Stock of the Issuer as a result of family and other relationships among them. Any such beneficial ownership is expressly disclaimed by each of the Reporting Persons. The Reporting Persons are also making this single joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Exchange Act, although neither the fact of this filing for anything contained herein shall be deemed an admission by any Reporting Person that any such group exists.

David J. Dalrymple

(a) Name

David J. Dalrymple

(b) Residence Address

274 Coleman Avenue

Elmira, New York 14903

(c) Present Principal Occupation or Employment and Name, Principal Business, and Address of Organization in which Conducted

President, Dalrymple Gravel and Contracting Company, Inc.

990 County Road 64

Elmira, New York 14903

(d) Criminal Convictions in Past Five (5) Years

None

(e) Civil Proceedings under Federal and State Securities Laws in Past Five (5) Years

None

(f) Citizenship

United States

Robert H. Dalrymple

(a) Name

Robert H. Dalrymple

(b) Residence Address

88 Quail Run

Elmira, New York 14903

(c) Present Principal Occupation or Employment and Name, Principal Business, and Address of Organization in which Conducted

Vice President and Secretary, Dalrymple Holding Corporation

2105 South Broadway

Pine City, New York 14871

(d) Criminal Convictions in Past Five (5) Years

None

(e) Civil Proceedings under Federal and State Securities Laws in Past Five (5) Years

None

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(f) Citizenship

United States

Joanne F. Dalrymple

(a) Name

Joanne F. Dalrymple

(b) Residence Address

274 Coleman Avenue

Elmira, New York 14903

(c) Present Principal Occupation or Employment and Name, Principal Business, and Address of Organization in which Conducted

None

(d) Criminal Convictions in Past Five (5) Years

None

(e) Civil Proceedings under Federal and State Securities Laws in Past Five (5) Years

None

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(f) Citizenship

United States

Dalrymple Family Limited Partnership
Name

Dalrymple Family Limited Partnership

State of Organization

New York

Principal Business

Investing partnership

Principal Business Address

2105 South Broadway

Pine City, New York 14871

(c) Criminal Convictions in Past Five (5) Years

None

(d) Civil Proceedings under Federal and State Securities Laws in Past Five (5) Years

None

(f) Citizenship

United States

David J. Dalrymple and Joanne F. Dalrymple are the managers of and are the owners of all of the voting membership interests in two limited liability companies that are the general and limited partners of Dalrymple Family Limited Partnership. In such capacities, David J. Dalrymple and Joanne F. Dalrymple share voting and dispositive powers with respect to all assets owned by Dalrymple Family Limited Partnership."

Item 3. Source and Amount of Funds or Other Consideration.

Item 4. Purpose of Transaction.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by deleting part (a) in its entirety and inserting the following in the place thereof:

"(a)

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David J. Dalrymple

The aggregate number of shares that David J. Dalrymple may be deemed to beneficially own is 369,344. This number consists of 10,848 shares held in his own name, 334,942 shares held by Dalrymple Family Limited Partnership, and 23,554 shares held in two trusts under the Will of Mary Ellen Dalrymple of which he is a co-trustee and, in the case of one trust, a beneficiary. The percentage of the issued and outstanding shares that David J. Dalrymple may be deemed to beneficially own is 7.95%.

Robert H. Dalrymple

The aggregate number of shares that Robert H. Dalrymple may be deemed to beneficially own is 302,327. This number consists of 243,432 shares held in his own name, 24,758 shares held by Dalrymple Holding Corporation, a New York corporation of which he is a 50% shareholder and officer, 23,554 shares held in two trusts under the Will of Mary Ellen Dalrymple of which he is a co-trustee and, in the case of one trust, a beneficiary, and 10,635 shares held by his wife, Elizabeth T. Dalrymple. Robert H. Dalrymple disclaims beneficial ownership of all of the shares held by Elizabeth T. Dalrymple. The percentage of the issued and outstanding shares that Robert H. Dalrymple may be deemed to beneficially own is 6.51%.

Joanne F. Dalrymple

The aggregate number of shares that Joanne F. Dalrymple may be deemed to beneficially own is 334,942, all of which shares are held by Dalrymple Family Limited Partnership. Joanne F. Dalrymple disclaims beneficial ownership of all of the shares held by David J. Dalrymple in his own name. The percentage of the issued and outstanding shares that Joanne F. Dalrymple may be deemed to beneficially own is 7.21%.

Dalrymple Family Limited Partnership

The aggregate number of shares that Dalrymple Family Limited Partnership may be deemed to beneficially own is 334,942. This number represents the number of shares held by Dalrymple Family Limited Partnership in its own name. The percentage of the issued and outstanding shares that Dalrymple Family Limited Partnership may be deemed to beneficially own is 7.21%."

Item 5 is further amended by deleting part (b) in its entirety and inserting the following in the place thereof:

"(b)

David J. Dalrymple

David J. Dalrymple has sole power to vote or direct the voting and sole power to dispose or direct the disposition of 10,848 shares. With respect to the remaining shares deemed beneficially owned by David J. Dalrymple, he shares the power to vote and dispose of such shares as follows: (i) with respect to the 23,554 shares held in trusts created under the Will of

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Mary E. Dalrymple, with his co-trustee, Robert H. Dalrymple; and (ii) with respect to the 334,942 shares held by the Dalrymple Family Limited Partnership, with Joanne F. Dalrymple.

Robert H. Dalrymple

Robert H. Dalrymple has sole power to vote or direct the voting and sole power to dispose or direct the disposition of 243,432 shares. With respect to the remaining shares deemed beneficially owned by Robert H. Dalrymple, he shares the power to vote and dispose of such shares as follows: (i) with respect to the 23,554 shares held in trusts created under the Will of Mary E. Dalrymple, with his co-trustee, David J. Dalrymple; and (ii) with respect to the 24,758 shares held by Dalrymple Holding Corporation, with the other officer and shareholder of said corporation, Edward C. Dalrymple, Jr. (an individual residing at 6217 Bills Road, Mineral, Virginia 23117). Robert H. Dalrymple does not have the power to vote or direct the voting of or dispose or direct the disposition of the shares owned by Elizabeth T. Dalrymple.

Joanne F. Dalrymple

Joanne F. Dalrymple shares the power to vote and dispose of the 334,942 shares held by the Dalrymple Family Limited Partnership with David J. Dalrymple. Joanne F. Dalrymple does not have the power to vote or direct the voting of or dispose or direct the disposition of the shares owned by her husband and disclaims beneficial ownership of such shares.

Dalrymple Family Limited Partnership

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The two general partners of Dalrymple Family Limited Partnership, David J. Dalrymple and Joanne F. Dalrymple, control the voting and disposition of its 334,942 shares."

Item 5 is further amended by deleting part (c) in its entirety and inserting the following in the place thereof:
"(c)

David J. Dalrymple

On January 15, 2015, David J. Dalrymple acquired 904 shares by grant from the Issuer.

Robert H. Dalrymple

On January 15, 2015, Robert J. Dalrymple acquired 771 shares by grant from the Issuer.

Joanne F. Dalrymple

Joanne F. Dalrymple has effected no transactions in the Issuer's common stock during the past sixty (60) days.

Dalrymple Family Limited Partnership

On February 5, 2015, Dalrymple Family Limited Partnership received a transfer of 16,300 shares from Wood Fassett and Company, a business entity owned by David J. Dalrymple."

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

March 9, 2015

Signature:

/s/David J. Dalrymple

David J. Dalrymple

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

March 9, 2015

Signature:

/s/Robert H. Dalrymple

Robert H. Dalrymple

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

March 9, 2015

Signature:

/s/Joanne F. Dalrymple

Joanne F. Dalrymple

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

March 9, 2015

Signature:

/s/David J. Dalrymple

Dalrymple Family Limited Partnership

By: David J. Dalrymple, general partner

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