#### WAGNER WILLIAM J

Form 4

January 24, 2013

# FORM 4

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

OMB Number: 3235-0287

Check this box
if no longer
which to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

**SECURITIES** 

*See* Instruction 1(b).

(Print or Type Responses)

	address of Reporting P WILLIAM J	Symbol CHICO	2. Issuer Name <b>and</b> Ticker or Trading Symbol CHICOPEE BANCORP, INC. [CBNK]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 70 CENTER		(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2013			ive title 0th below) an, President and	ner (specify	
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				Č	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICOPEE	E, MA 01013		Form filed by More than One Reperson					
(City)	(State)	Zip) Tabl	e I - Non-D	Perivative Securities Ac	equired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common							40.000	_	
Stock							43,320	D	
Stock									
Common							6,450	I	By IRA
Stock							0,430	1	by IKA
									ъ
Common									By
Stock							100	I	Spouse's
Stock									IRA
C									
Common							12,888	I	By SERP
Stock							,		,
Common									
Stock							8,092	I	By ESOP
Stock									

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Common Stock	590	I	By Daughter 2
Common Stock	570	I	By Daughter 1
Common Stock	12,757	I	By 401(k)

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De Se	Title of erivative occurity astr. 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 orderivative 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 o Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
(ri	ock ptions ight to iy)	\$ 16.55	01/22/2013		A	30,000	01/22/2014(3)	01/22/2023	Common Stock	30,00
O: (r)	ock ptions ight to iy)	\$ 14.21					01/25/2013(1)	01/25/2022	Common Stock	20,00
O (r	cock ptions ight to iy)	\$ 14.29					07/26/2008(2)	07/26/2017	Common Stock	133,90

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
WAGNER WILLIAM J							
70 CENTER STREET	X		Chairman, President and CEO				
CHICOPEE, MA 01013							

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Date

### **Signatures**

/s/ Guida Sajdak, pursuant to power of attorney 01/23/2013

\*\*Signature of Reporting Person

### **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) Stock Options granted pursuant to the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan vest in five annual installments commencing on January 25, 2013.
- (2) Stock Options granted pursuant to the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan vest in five annual installments commencing on July 26, 2008.
- (3) Stock Options granted pursuant to the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan vest in five annual installments commencing on January 22, 2014.

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.

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