

WAGNER WILLIAM J  
Form 4  
July 27, 2012

**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 \*  
WAGNER WILLIAM J

2. Issuer Name and Ticker or Trading Symbol  
CHICOPEE BANCORP, INC.  
[CBNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
70 CENTER STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

CHICOPEE, MA 01013

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 07/26/2012                           |  | F                              | V Amount (A) or (D) Price \$ 14.68                                | 6,209 D 43,320 <sup>(4)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 6,450   | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   | 0 <sup>(4)</sup>  | I  | By Stock Award <sup>(1)</sup>                         |
| Common Stock                    |                                      |  |                                |   | 100   | I  | By Spouse's IRA                                       |
| Common Stock                    |                                      |  |                                |   | 12,888 <sup>(5)</sup>   | I  | By SERP   |

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|              |                       |   |               |
|--------------|-----------------------|---|---------------|
| Common Stock | 8,092 <sup>(5)</sup>  | I | By ESOP       |
| Common Stock | 590                   | I | By Daughter 2 |
| Common Stock | 570                   | I | By Daughter 1 |
| Common Stock | 12,757 <sup>(5)</sup> | I | By 401(k)     |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy)               | \$ 14.21   |                                      |  |                                |   | 01/25/2013 <sup>(2)</sup> 01/25/2022                     | Common Stock  | 20,000                        |
| Stock Options (right to buy)               | \$ 14.29   |                                      |  |                                |   | 07/26/2008 <sup>(3)</sup> 07/26/2017                     | Common Stock  | 133,908                       |

## Reporting Owners

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

## Signatures

/s/ Guida Sajdak, Pursuant to Power of  
Attorney

07/27/2012

\_\_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) Stock Awards granted pursuant to the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan vest in five annual installments commencing on July 26, 2008.
- (2) Stock Options granted pursuant to the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan vest in five annual installments commencing on January 25, 2013.
- (3) Stock Options granted pursuant to the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan vest in five annual installments commencing on July 26, 2008.
- (4) Reflects 14,873 shares of restricted stock which have vested.
- (5) Reflects transaction not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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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