

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

Annual Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the fiscal year ended Commission file
December 31, 1994 number 1-5805

Chemical Banking Corporation
(Exact name of registrant as specified in its charter)

Delaware 13-2624428
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

270 Park Avenue, New York, N.Y. 10017
(Address of principal executive officer) (Zip Code)

Registrant's telephone number, including area code:
(212) 270-6000

The undersigned registrant hereby amends the following
items, financial statements, exhibits or other portions of its
Annual Report on Form 10-K for the fiscal year ended December
31, 1994, as set forth in the pages attached hereto:

Exhibit 22.1-Annual Report on Form 11-K
of the Savings Incentive Plan of
Chemical Bank and Certain Affiliated
Companies for the fiscal year ended
December 31, 1994.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (Fee required)
For the fiscal year ended December 31, 1994

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (No fee required)

Commission file number 1-5805

SAVINGS INCENTIVE PLAN OF CHEMICAL BANK
AND CERTAIN AFFILIATED COMPANIES

CHEMICAL BANKING CORPORATION
270 Park Avenue
New York, New York 10017

The financials contained in the Form 11-K have been filed
under Form SE.

Pursuant to the requirements of the Securities Exchange Act of
1934, the trustees (or other persons who administer the
employee benefit plan) have duly caused this annual report to
be signed on its behalf by the undersigned, thereunto duly
authorized.

SAVINGS INCENTIVE PLAN OF CHEMICAL BANK
AND CERTAIN AFFILIATED COMPANIES

By: /s/Joseph L. Sclafani
Joseph L. Sclafani
Controller
(Principal Accounting Officer)

Date: June 21, 1995

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

CHEMICAL BANKING CORPORATION

By: /s/Joseph L. Sclafani
Joseph L. Sclafani
Controller
(Principal Accounting Officer)

Date: June 21, 1995