

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of the Report: December 14, 1995      Commission file number  
1-5805

CHEMICAL BANKING CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

13-2624428  
(I.R.S. Employer  
Identification No.)

270 Park Avenue, New York, New York  
(Address of principal executive offices)

10017-2070  
(Zip Code)

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



## Items 5. Other Events

The Chase Manhattan Corporation and Chemical Banking Corporation confirmed that, at separate meetings held on December 11, 1995, their respective stockholders had approved the merger of the two companies.

At Chemical, the merger was approved by holders representing approximately 77 percent of the outstanding common stock, or approximately 99 percent of the votes cast; and at Chase, by holders representing approximately 74 percent of the outstanding stock, or approximately 99 percent of the votes cast.

The Chemical common stockholders also approved the amendment and restatement of the Chemical Certificate of Incorporation to provide for an increase in the number of shares which the Corporation will have authority to issue, from 400,000,000 to 750,000,000 and to make certain of other technical changes.

Chase and Chemical also announced that they have learned that the U.S. Department of Justice notified the Board of Governors of the Federal Reserve System on December 13, 1995 that the Department of Justice has completed its competitive review of the proposed merger and has concluded that it does not object to the merger on antitrust grounds.



Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

The following exhibits are filed with this Report:

Exhibit Number	Description
99	Form of Press Release









EXHIBIT INDEX

Exhibit Number	Description
99	Form of Press Release

NEWS RELEASE

Chase Press Contact:  
John Anderson  
212-552-6224

Chemical Press Contact:  
John Stefans  
212-270-7438

New York, December 13, 1995 -- The Chase Manhattan Corporation and Chemical Banking Corporation confirmed that, at separate meetings held on December 11, their respective stockholders had approved the merger of the two companies.

At Chemical, the merger was approved by holders representing approximately 77 percent of the outstanding common stock, or approximately 99 percent of the votes cast; and at Chase, by holders representing approximately 74 percent of the outstanding stock, or approximately 99 percent of the votes cast.

The Chemical common stockholders also approved the amendment and restatement of the Chemical Certificate of Incorporation to provide for an increase in the number of shares which the Corporation will have authority to issue, from 400,000,000 to 750,000,000 and to make certain other technical changes.

Chase and Chemical also announced that they have learned that the U. S. Department of Justice today notified the Board of Governors of the Federal Reserve System that the Department of Justice has completed its competitive review of the proposed merger and has concluded that it does not object to the merger on antitrust grounds.

It is anticipated that the merger, which is subject to regulatory approval, including that of the Federal Reserve Board, will be completed during the first quarter of 1996.

###