

CHEMUNG FINANCIAL CORP  
Form 8-K  
December 18, 2008

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 Report (Date of earliest event reported):

December 17, 2008

Commission file number:  
0-13888

CHEMUNG FINANCIAL CORPORATION

(Exact name of Registrant as specified in its charter)

New York

16-123703-8

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

One Chemung Canal Plaza, Elmira, NY 14901

(Address of principal executive offices) (Zip Code)

(607) 737-3711

(Registrant's telephone number including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(B) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- ██
- ██

ITEM 8.01      OTHER EVENTS

On December 17, 2008, Chemung Financial Corporation ("Chemung Financial") the holding company for Chemung Canal Trust Company and Canton Bancorp, Inc. ("Canton Bancorp"), the holding company for Bank of Canton, have executed a Letter of Intent to merge. Consummation of the merger is subject to the execution of a definitive agreement, receipt of regulatory approvals and the approvals of the shareholders of Canton Bancorp.

ITEM 9.01      FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.

99.1

Press Release dated December 17, 2008.

SIGNATURES

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

CHEMUNG FINANCIAL CORPORATION

December 17, 2008

By: Ronald M. Bentley

A thick black horizontal bar used to redact the signature of Ronald M. Bentley.

Ronald M. Bentley

President & Chief Executive Officer