

CHICOPEE BANCORP, INC.
Form SC 13G/A
January 26, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

Chicopee Bancorp, Inc.

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

168565109

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 5 Pages

Edgar Filing: CHICOPEE BANCORP, INC. - Form SC 13G/A

1 Names of Reporting Persons

Chicopee Savings Bank Charitable Foundation

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) _____

(b) _____

3 SEC Use Only

4 Citizenship or Place of Organization

State of Delaware

Number of Shares 5 Sole Voting Power
Beneficially Owned by
Each Reporting Person 529,064
With:

6 Shared Voting Power

0

7 Sole Dispositive Power

529,064

8 Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

529,064

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row 9

8.3% of 6,379,030 shares of Common Stock outstanding as of
December 31, 2009.

12 Type of Reporting Person (See Instructions)

CO

Edgar Filing: CHICOPEE BANCORP, INC. - Form SC 13G/A

CUSIP NO. 168565109

13G

Page 3 of 5 Pages

Item 1

- (a) Name of Issuer:
Chicopee Bancorp, Inc.
- (b) Address of Issuer's Principal Executive Offices:
70 Center Street
Chicopee, Massachusetts 01013

Item 2

- (a) Name of Person Filing:
Chicopee Savings Bank Charitable Foundation
- (b) Address of Principal Business Office or, if none, Residence:
70 Center Street
Chicopee, Massachusetts 01013
- (c) Citizenship:
See Page 2, Item 4.
- (d) Title of Class of Securities:
Common Stock, no par value per share
- (e) CUSIP Number:
See Page 1.

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

Items (a) - (j) are not applicable

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Page 2, Item 9.
- (b) Percent of class: See Page 2, Item 11.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 529,064.

Edgar Filing: CHICOPEE BANCORP, INC. - Form SC 13G/A

CUSIP NO. 168565109

13G

Page 4 of 5 Pages

Pursuant to the Foundation's Certificate of Incorporation, the shares must be voted in the same ratio as all other shares of common stock on all proposals considered by stockholders.

(ii) Shared power to vote or to direct the vote:
See Page 2, Item 6.

(iii) Sole power to dispose or to direct the disposition of: 529,064. The gift instrument places certain limits on the amount of common stock that can be disposed of by the Foundation in any one year.

(iv) Shared power to dispose or to direct the disposition of: See Page 2, Item 8.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following /_/.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 168565109

13G

Page 5 of 5 Pages

Edgar Filing: CHICOPEE BANCORP, INC. - Form SC 13G/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 25, 2010

CHICOPEE SAVINGS BANK
CHARITABLE FOUNDATION

By: /s/ William J .Wagner

Name: William J. Wagner
Title: Chairman