

CHICOPEE BANCORP, INC.
Form SC 13G/A
January 28, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment 3)*

Chicopee Bancorp, Inc.
(Name of Issuer)

Common Stock, no par value per share
(Title of Class of Securities)

168565109
(CUSIP Number)

December 31, 2010
(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).

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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

Delaware

5

Sole Voting Power

485,564

6

Shared Voting Power

Number of Shares Beneficially
Owned by Each Reporting
Person With:

7

0

Sole Dispositive Power

8

485,564

Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

485,564

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

11 Percent of Class Represented by Amount in Row 9

8.1% of 6,011,978 shares of Common Stock outstanding as of December 31, 2010.

12 Type of Reporting Person (See Instructions)

CO

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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

70 Center Street
Chicopee, Massachusetts 01013

(c) Citizenship or Place of Organization

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 §§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:
-

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(i) Sole power to vote or to direct the vote: 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: 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

Not applicable

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

Not applicable

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

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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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.

CHICOPEE SAVINGS BANK
CHARITABLE FOUNDATION

Date: January 26, 2011

/s/ William J.
Wagner
Name: William J. Wagner
Title: Chairman
