

UNITED STATES 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): March 17, 2011

MACATAWA BANK CORPORATION
(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of
Incorporation)

000-25927
(Commission File Number)

38-3391345
(I.R.S. Employer
Identification No.)

10753 Macatawa Drive, Holland, Michigan
(Address of principal executive
offices)

49424
(Zip Code)

(616) 820-1444
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former name or former address, if changed since last year)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).
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Item 5.05**Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

As part of its continuing efforts to improve corporate governance, the Board of Directors of Macatawa Bank Corporation (the "Company") adopted a new and comprehensive Code of Ethics on March 17, 2011. The new code is intended to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in documents the Company files with, or submits to, the SEC and in all public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations; and
- Prompt internal reporting to designated persons of violations of the code.

The Code of Ethics is applicable to all directors, officers and employees of the Company. It provides standards of conduct with respect to, among other things, financial controls and reporting, use of Company assets, conflicts of interest and improper benefits, and confidentiality of customer and Company information. It also provides that violations of the Code of Ethics, complaints regarding accounting, internal control or audit matters, or concerns regarding questionable financial or accounting matters should be reported to the director of internal audit and that persons who report such matters in good faith will not be retaliated against in the terms and conditions of his or her employment.

The Code of Ethics is filed with this report as Exhibit 14.1, and is here incorporated by reference. The Code of Ethics is also available on the Company's website, www.macatawabank.com, under the "Investor Relations - Governance Documents" section.

Item 9.01**Financial Statements and Exhibits.****(d) Exhibits**

14.1 Code of Ethics.

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 hereunto duly authorized.

Dated: March 18, 2011

MACATAWA BANK CORPORATION

By /s/ Jon W. Swets

Jon W. Swets
Chief Financial Officer

EXHIBIT INDEX

Exhibit
Number

Document

14.1

Code of Ethics.

EXHIBIT 14.1

MACATAWA BANK CORPORATION

CODE OF ETHICS

Introduction and Scope

At Macatawa Bank Corporation, we believe that honest and ethical conduct requires more than simply complying with the laws, rules and regulations that govern our business. Our business is built on personal integrity and trust, and our success depends upon maintaining the trust of our customers and shareholders. All business affairs of Macatawa Bank Corporation and its subsidiaries, including Macatawa Bank (collectively referred to in this Code of Ethics as the "Company"), must be conducted in compliance with all applicable laws, rules and regulations and in accordance with the highest standards of honesty, integrity and ethical behavior.

This Code of Ethics ("Code") is applicable to all of the Company's directors, officers and employees (referred to collectively as "associates" in this Code).

Purpose

The Code is intended to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in documents the Company files with, or submits to, the United States Securities and Exchange Commission ("SEC") and in all public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations; and
- Prompt internal reporting to designated persons of violations of this Code.

Role of this Code

This Code does not specifically address all forms of conduct that may raise conflicts of interest or violations of applicable law. It is intended to supplement good judgment, common sense and moral reasoning to avoid even the appearance of impropriety. This Code does not supersede any Company policy or legal requirement. Associates are also bound by the Company's Business Ethics and Conflict of Interests Policy. This Code does create any rights of continued employment.

Standards of Conduct

All associates are expected to comply with the following standards of conduct set forth below.

In General

In performing their duties to the Company and fulfilling the Company's obligations to our shareholders, customers and suppliers, all associates are expected to:

- Act in good faith, responsibly, with due care, competence and diligence, and without misrepresenting material facts or allowing independent judgment to be compromised.
- Comply with all applicable laws, rules and regulations and Company policies.
- Promote ethical behavior in the work environment.
- Promptly report all violations of this Code.

Financial Controls and Reporting: Use of Company Assets

The integrity and accuracy of the financial information that we disclose to our shareholders and report to regulatory authorities is critical to our success as a Company. Therefore, all associates are expected to:

- Take reasonable measures to assure that transactions are recorded accurately and fairly as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles.
- Take reasonable measures to assure that receipts and expenditures of the Company are made only in accordance with the authorizations of management and directors of the Company, with adequate supporting documentation, and for the purposes described in the supporting documentation.
- Comply with the Company's disclosure controls and procedures and internal controls over financial reporting.
- Make no false or misleading entries in the Company's books or records for any reason, and no undisclosed or unrecorded account or fund shall be established for any purpose.
- Responsibly use and control assets, information and other resources employed by or entrusted to them.

Conflicts of Interest and Improper Benefits

Each associate must be aware that personal interests or activities have the potential to interfere, or appear to interfere, with his or her duties to the Company, our shareholders and customers. Associates must act with honesty and integrity, and avoid actual or apparent conflicts of interest between what is in the best interest of the Company and what could result in personal gain. Specifically, associates are expected to:

- Discourage and reject offers of improper personal benefits that may be presented as a result of his or her position with the Company.
- Disclose to the Company any direct or indirect material personal involvement with or interest in any transaction involving the Company.
- Refrain from representing the Company in any transaction where the associate has a personal connection or financial interest that would limit the associate's ability to fulfill his or her obligations to the Company and its shareholders.

Confidentiality

As a financial institution, our customers regularly entrust us with highly sensitive and confidential information. In addition, associates may, in the course of their duties, receive confidential information concerning the Company and its finances, strategies and prospects. All associates must:

- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose confidential information.
- Comply with applicable law regarding the nondisclosure and use of customer information.
- Never use confidential information acquired in the course of work for personal advantage.
- Not trade, or recommend that any other person trade, the securities of the Company or any other entity on the basis of material non-public information.
- Not disclose material non-public information about the Company's business or financial performance prior to public release by the Company except to associates and professionals who have a need to know.

Reporting Violations

Violations of this Code, complaints regarding accounting, internal control or audit matters, or concerns regarding questionable financial or accounting matters should be reported to the director of internal audit. If there is reasonable cause to believe that the director of internal audit is involved in the matter to be reported, the violation may be reported to the chair of the Audit Committee of the Board of Directors. All reports may be made on a confidential and anonymous basis using the Company's independent Ethics Point service. The Company will periodically post and advise employees of the mailing and electronic mail addresses and telephone number which may be used for this purpose. Copies of all such reports received shall be retained and summaries of such reports will be reported to the Audit Committee at least quarterly.

No Retaliation

The Company will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against any associate in the terms and conditions of his or her employment, or permit any such retaliation or discrimination on behalf of the Company, for any good faith report of any act or omission such person reasonably believes to have been a violation of this Code.

Consequences of Violations

The Company expects all associates to honor and abide by this Code in all respects. Associates who violate this Code will be subject to appropriate discipline, up to and including discharge (in the case of employees and officers) or removal (in the case of directors).

Amendments and Waivers

This Code may be amended by the Board of Directors or the Audit Committee of the Board of Directors. Any amendment or modification of the Code shall be promptly disclosed. Any waiver of this

Code for directors or executive officers of the Company must be recommended by the Audit Committee, approved by the Board of Directors and publicly disclosed.