### CADENCE FINANCIAL CORP

Form 4

Cadence

Financial

December 16, 2008

| <b>FORM</b>  | 4                                       |                                    |   |                                       |  | OMB AF   | PROVAL  |  |  |
|--|---|------------------------------------|---|---------------------------------------|--|--|---|--|--|
| . •  | • UNITED S                              |                                    | ITIES AND EXCI<br>hington, D.C. 2054                            |                                       | OMMISSION  | OMB<br>Number:   | 3235-0287   |  |  |
| Check this if no longe subject to                      | er STATEMI                              |                                    | F CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES              |                                       |  |  | January 31<br>2005<br>verage                          |  |  |
| Section 16<br>Form 4 or                                |   |                                    | SECURITIES  |                                       |  | burden hours per response 0.                             |   |  |  |
| Form 5 obligation may continue See Instruction 1(b).   | s Section 17(a)                         | of the Public Ut                   | 6(a) of the Securitie<br>ility Holding Comp<br>vestment Company | any Act of                            | 1935 or Section  | ·  |   |  |  |
| (Print or Type R                                       | esponses)                               |                                    |   |                                       |  |  |   |  |  |
| 1. Name and Ac   | ddress of Reporting Pe<br>LEWIS F JR    | Symbol                             | Name and Ticker or Tr   | 8                                     | 5. Relationship of I Issuer  | Reporting Pers   | on(s) to  |  |  |
|  |   | CADEN<br>[CADE]                    | ICE FINANCIAL (   | CORP                                  | (Check all applicable)   |  |   |  |  |
| (Last) P. O. BOX 1                                     |   | ddle) 3. Date of (Month/D 12/16/20 |   |                                       | X Director 10% Owner X Officer (give title Other (specify below)   |  |   |  |  |
| STARKVILI  | (Street) LE, MS 39760                   |                                    | ndment, Date Original<br>th/Day/Year)                           |                                       | 6. Individual or Joi: Applicable Line) _X_ Form filed by Or Form filed by Mo                                       | ne Reporting Pe  | rson  |  |  |
| (City)   |   | Zip) Table                         | e I - Non-Derivative Se   | curities Acqu                         | Person uired, Disposed of,   | or Beneficial  | ly Owned  |  |  |
| 1.Title of<br>Security<br>(Instr. 3)                   | 2. Transaction Date<br>(Month/Day/Year) |                                    | 3. 4. Securiti Transaction(A) or Dis Code (Instr. 3, 4          | es Acquired<br>posed of (D)<br>and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock |   |                                    |   |                                       | 64,870.8943  | I  | By<br>Employee<br>Benefit<br>Plan                     |  |  |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock |   |                                    |   |                                       | 2,899.4023   | I  | By<br>Employee<br>401K Plan                           |  |  |

2,853

D

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| Corporation<br>Common<br>Stock                         |            |            |   |       |   |              |         |   |
|--|------------|------------|---|-------|---|--------------|---------|---|
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 101   | A | \$<br>4.7699 | 95,437  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 400   | A | \$<br>4.7799 | 95,837  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 66    | A | \$<br>4.7899 | 95,903  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 100   | A | \$<br>4.7999 | 96,003  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 1,700 | A | \$<br>4.7999 | 97,703  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 400   | A | \$<br>4.9699 | 98,103  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 100   | A | \$<br>4.9599 | 98,203  | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 400   | A | \$<br>4.9799 | 98,603  | D |
| Cadence<br>Financial<br>Corporation                    | 12/16/2008 | 12/16/2008 | P | 1,433 | A | \$<br>4.9899 | 100,036 | D |

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| Common<br>Stock  |            |            |   |     |   |         |         |   |
|--|------------|------------|---|-----|---|---------|---------|---|
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 200 | A | \$ 4.99 | 100,236 | D |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 12/16/2008 | 12/16/2008 | P | 100 | A | \$ 4.99 | 100,336 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 8. P Der Sector (Ins

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|---|---|--|---|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>Right to<br>Buy      | \$ 20.75  |   |   |  |   | 06/13/2002   | 06/12/2011         | common<br>stock   | 33,333                              |
| Employee<br>Stock<br>Option<br>Right to<br>Buy      | \$ 24.11  |   |   |  |   | 06/13/2003   | 06/12/2012         | common<br>stock   | 33,333                              |
| Employee<br>Stock<br>Option                         | \$ 25.2   |   |   |  |   | 05/01/2005   | 04/30/2014         | common<br>stock   | 33,333                              |

Right to Buy

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MALLORY LEWIS F JR

P. O. BOX 1187 X Chairman of the Board and CEO

STARKVILLE, MS 39760

# **Signatures**

Lewis F. Mallory, Jr. 12/16/2008

\*\*Signature of Date
Reporting Person

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 4

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).