

CADENCE FINANCIAL CORP  
 Form 4  
 December 16, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MALLORY LEWIS F JR**

2. Issuer Name and Ticker or Trading Symbol  
**CADENCE FINANCIAL CORP  
 [CADE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**P. O. BOX 1187**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/16/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board and CEO**

**STARKVILLE, MS 39760**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Cadence Financial Corporation Common Stock				(A) or (D)	Amount		By Employee Benefit Plan
				V	64,870.8943	I	
Cadence Financial Corporation Common Stock				(A) or (D)	Amount		By Employee 401K Plan
				V	2,899.4023	I	
Cadence Financial				(A) or (D)	Amount		
				V	2,853	D	

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

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Common  
Stock

Cadence  
Financial

Corporation 12/16/2008 12/16/2008 P 200 A \$ 4.99 100,236 D  
Common  
Stock

Cadence  
Financial

Corporation 12/16/2008 12/16/2008 P 100 A \$ 4.99 100,336 D  
Common  
Stock

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number 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)	8. P. Deriv. Secur. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 20.75					06/13/2002	06/12/2011	common stock	33,333
Employee Stock Option Right to Buy	\$ 24.11					06/13/2003	06/12/2012	common stock	33,333
Employee Stock Option	\$ 25.2					05/01/2005	04/30/2014	common 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 STARKVILLE, MS 39760	X			Chairman of the Board and CEO

## Signatures

Lewis F. Mallory, Jr.	12/16/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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