

ABERNATHY MARK A  
Form 4  
March 01, 2011

**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 \*  
ABERNATHY MARK A

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

P. O. BOX 1187

(Street)

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

STARKVILLE, MS 39760

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |           |   |                    |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |           |   |                    |
|  |                                      |  |                                | Code  | V   | Amount   |   |           |   |                    |
| Cadence Financial Corporation Common Stock | 01/28/2010                           | 01/28/2010   | J                              | V   | 0.15  | D  | \$ 0  | 14,999.85 | I | By IRA             |
| Cadence Financial Corporation Common Stock | 02/28/2011                           | 02/28/2011   | S                              |   | 900   | D  | \$ 2.49   | 14,099.85 | I | By IRA             |
| Cadence Financial                          |                                      |  |                                |   |   |  |   | 4,725     | I | By Wife-Investment |

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|  |            |            |   |       |   |            |           |   |                             |
|--|------------|------------|---|-------|---|------------|-----------|---|-----------------------------|
| Corporation<br>Common<br>Stock                         |            |            |   |       |   |            |           |   | Trust                       |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock |            |            |   |       |   | 797.84     |           | I | By Employee<br>Benefit Plan |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock |            |            |   |       |   | 12,839.24  |           | I | By Employee<br>401K Plan    |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 02/28/2011 | 02/28/2011 | S | 600   | D | \$<br>2.49 | 13,499.85 | I | By IRA                      |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 02/28/2011 | 02/28/2011 | S | 500   | D | \$<br>2.49 | 12,999.85 | I | By IRA                      |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 02/28/2011 | 02/28/2011 | S | 12    | D | \$<br>2.49 | 12,987.85 | I | By IRA                      |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 02/28/2011 | 02/28/2011 | S | 5,000 | D | \$<br>2.49 | 7,987.85  | I | By IRA                      |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 02/28/2011 | 02/28/2011 | S | 1,000 | D | \$<br>2.49 | 6,987.85  | I | By IRA                      |
| Cadence<br>Financial<br>Corporation<br>Common<br>Stock | 02/28/2011 | 02/28/2011 | S | 500   | D | \$<br>2.49 | 6,487.85  | I | By IRA                      |
| Cadence<br>Financial<br>Corporation                    | 02/28/2011 | 02/28/2011 | S | 700   | D | \$<br>2.49 | 5,787.85  | I | By IRA                      |

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Common  
Stock

Cadence  
Financial  
Corporation  
Common  
Stock

02/28/2011 02/28/2011 S 1,487 D \$ 2.49 4,300.85 I By IRA

Cadence  
Financial  
Corporation  
Common  
Stock

02/28/2011 02/28/2011 S 1,000 D \$ 2.49 3,300.85 I By IRA

Cadence  
Financial  
Corporation  
Common  
Stock

02/28/2011 02/28/2011 S 500 D \$ 2.49 2,800.85 I By IRA

Cadence  
Financial  
Corporation  
Common  
Stock

02/28/2011 02/28/2011 S 500 D \$ 2.49 2,300.85 I By IRA

Cadence  
Financial  
Corporation  
Common  
Stock

02/28/2011 02/28/2011 S 500 D \$ 2.49 1,800.85 I By IRA

Cadence  
Financial  
Corporation  
Common  
Stock

02/28/2011 02/28/2011 S 1,800 D \$ 2.49 0.85 I By IRA

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.**

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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 | 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 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|

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(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

|                             |          |  | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
|-----------------------------|----------|--|------|---|-----|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| Employee<br>Stock<br>Option | \$ 20.75 |  |      |   |     |     | 06/13/2002          | 06/12/2011         | common<br>stock            | 13,333                              |
| Right to<br>Buy             |          |  |      |   |     |     |                     |                    |                            |                                     |
| Employee<br>Stock<br>Option | \$ 24.11 |  |      |   |     |     | 06/13/2003          | 06/12/2012         | common<br>stock            | 13,333                              |
| Right to<br>Buy             |          |  |      |   |     |     |                     |                    |                            |                                     |
| Employee<br>Stock<br>Option | \$ 25.2  |  |      |   |     |     | 05/01/2005          | 04/30/2014         | common<br>stock <u>(1)</u> | 13,333                              |
| Right to<br>Buy             |          |  |      |   |     |     |                     |                    |                            |                                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ABERNATHY MARK A<br>P. O. BOX 1187<br>STARKVILLE, MS 39760 |               | X         |         |       |

## Signatures

Mark Abernathy                      02/28/2011  
 \*\*Signature of                      Date  
 Reporting Person

## 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).
- (1) All options are vested.

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.