

CADENCE FINANCIAL CORP
 Form 5
 January 26, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/26/2009

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 Reporting

(check applicable line)

STARKVILLE, MS 39760

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Cadence Financial Corporation Common Stock	01/26/2009	01/26/2009	J	627.099	A \$ 0	14,688.669	I By IRA
Cadence Financial Corporation Common	Â	Â	Â	Â	Â	4,725	I By Wife-Investment Trust

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Stock

Cadence
Financial
Corporation
Common
Stock

01/26/2009 01/26/2009 J 49.2434 A \$ 0 782.5569 I

By Employee
Benefit Plan

Cadence
Financial
Corporation
Common
Stock

01/26/2009 01/26/2009 J 5,345.1719 A \$ 0 12,659.52 I

By Employee
401K Plan

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

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

Reporting Owners

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

Signatures

Mark Abernathy 01/26/2009

**Signature of
Reporting Person

Date

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 provided 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.