

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-26**

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ISSUER

CADENCE FINANCIAL CORP

CIK: **742054** | IRS No.: **640694775** | State of Incorporation: **MS** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address

*NBC PLAZA
P O BOX 1187
STARKVILLE MS 39759*

Business Address

*NBC PLZ
P O BOX 1187
STARKVILLE MS 39759
6013431341*

REPORTING OWNER

ABERNATHY MARK A

CIK: **1197736**
Type: **5** | Act: **34** | File No.: **001-15773** | Film No.: **09545021**

Mailing Address

*2007 WOODLAKE DR
STARKVILLE MS 39759*

FORM 5

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).

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/26/2009					
P. O. BOX 1187			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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 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)
				Amount	(A) or (D)	Price			
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 Stock							4,725	I	By Wife-Investment Trust
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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock	\$20.75						06/13/2002	06/12/2011	common stock	13,333	13,333	D	

Option Right to Buy														
Employee Stock Option Right to Buy	\$24.11					06/13/2003	06/12/2012	common stock	13,333		13,333	D		
Employee Stock Option Right to Buy	\$25.2					05/01/2005	04/30/2014	common stock (1)	13,333		13,333	D		

Explanation of Responses:

1. All options are vested.

Signatures

Mark Abernathy

** Signature of Reporting Person

01/26/2009

Date

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

* 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.

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 Number.