

CHERRY THOMAS F
Form 4/A
December 06, 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 *
CHERRY THOMAS F

(Last) (First) (Middle)
802 MAIN STREET
(Street)

WEST POINT, VA 23181

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
C & F FINANCIAL CORP [CFFI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/30/2011 | | M | | 1,400 (1) \$ 19.05 | A | D |
| Common Stock | 11/30/2011 | | S | | 1,400 (2) \$ 22.58 (3) | D | D |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 19.05 | 11/30/2011 | | M | 1,400 (4) | 12/18/2006 12/17/2011 | Common Stock | 1,400 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHERRY THOMAS F 802 MAIN STREET WEST POINT, VA 23181 | | | Executive Vice President & CFO | |

Signatures

/s/ Thomas F. Cherry
12/06/2011

**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) Clerical error corrected. Number of shares acquired has been changed from the 1,100 shares originally reported to 1,400 actually acquired.
- (2) Clerical error corrected. Number of shares sold has been changed from the 1,100 shares originally reported to 1,400 actually sold.
- (3) Clerical error corrected. Sales price per share has been changed from the \$22.53 originally reported to \$22.58 actually received.
- (4) Clerical error corrected. Number of stock options exercised has been changed from the 1,100 options originally reported to 1,400 actually exercised.
- (5) Clerical error corrected. Number of underlying shares has been changed from the 1,100 originally reported to 1,400 actual underlying shares.
- (6) Clerical error corrected. Number of remaining derivatives has been changed from the 1,400 originally reported to 1,100 actually remaining.

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.