C & F FINANCIAL CORP

Form 4 May 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| LAWSON JOSHUA H | | | Symbol | Symbol C & F FINANCIAL CORP [CFFI] | | | | Issuer | | | |
|---|--|-----------|------------------|---|---|---------------------------|------------|--|--|---|--|
| (Last) (First) (Middle) P. O. BOX 15, 610 THOMPSON AVENUE | | | (Month/Day | 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008 | | | | (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below) | | | |
| WEST POINT | (Street) Γ, VA 2318 | 1 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day | /Year) Ex | ecution Date, if | 3. Transactic Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | I (A) of (E) 4 and (A) or |)) . 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) | |
| C&F Financial Corporation Common Stock | 05/20/200 | 8 | | A | 475 | A | <u>(1)</u> | 5,327 (2) | D | | |
| C&F Financial Corporation Common Stock | | | | | | | | 23,846 | I | Shares held by controlled company | |

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) | Securities Acquired | | ate | Amou Under Secur | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo |
|---|---|---|---|---|---|---------------------|--------------------|------------------------|---|---|--|
| | | | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount or Number | | Repo Trans (Instr |
| | | | | Code V | (A) (D) | | | | of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAWSON JOSHUA H P. O. BOX 15 610 THOMPSON AVENUE WEST POINT, VA 23181

X

Signatures

Joshua H. 05/22/2008 Lawson

**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) C&F Financial Corporation awarded restricted stock to reporting person.
- (2) Includes 570 shares as of February 15, 2008 not previously reported, which were acquired through routine acquisitions under the issuer's dividend reinvestment plan

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.

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