

Southerland Michelle L
 Form 4
 August 03, 2007

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 *
 Southerland Michelle L

(Last) (First) (Middle)

1117 MILITARY CUTOFF ROAD

(Street)

WILMINGTON, NC 28405

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Cape Fear Bank CORP [CAPE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/29/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corporate Secretary

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,950 ⁽³⁾	D	
Common Stock					2,301 ⁽³⁾ ⁽⁴⁾	I	By 401 (k) Plan
Common Stock					99 ⁽³⁾	I	By Corey M. Southerland

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

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number.

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. P... Der... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Grant June 17, 1999 (Right to Buy)	\$ 6.68 ⁽³⁾					<u>(1)</u>	06/17/2009	Common Stock	2,583
Employee Grant February 21, 2002 (Right to Buy)	\$ 3.78 ⁽³⁾					02/21/2003	02/21/2012	Common Stock	689
Employee Grant July 22, 2005 (Right to Buy)	\$ 9.76 ⁽³⁾					<u>(2)</u>	07/22/2015	Common Stock	2,412

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Southerland Michelle L
1117 MILITARY CUTOFF ROAD
WILMINGTON, NC 28405

Corporate
Secretary

Signatures

Michelle L. Southerland, By: William R. Lathan, Jr.,
Attorney-in-Fact

07/31/2007

__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) This option vests in five equal annual installments beginning June 17, 2000.

(2) This option vests in three equal annual installments beginning July 22, 2006.

As adjusted to reflect the effect of two 5% stock dividends which became effective June 30, 2006 and June 29, 2007. As a result of the stock dividends, the reporting person received an aggregate of 180 and 8 additional shares which are included in the common stock shares reported as held directly and indirectly, respectively. At the same time, and in accordance with antidilution provisions of the Issuer's stock option plans, the reporting person's stock options became exercisable for 797 additional shares, and the exercise prices were similarly adjusted.

(3) The number of shares is based on the reporting person's 401 (k) plan statement as of June 30, 2007, and includes shares acquired under the plan between December 31, 2005, and June 30, 2007, as well as additional shares credited to the plan account as a result of the two 5% stock dividends which became effective on June 30, 2006 and June 29, 2007.

Remarks:

This report is furnished solely to show the effect of the stock dividends and does not represent a transaction by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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