LAWSON JOSHUA H Form 4/A April 30, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

| LAWSON JOSHUA H | | | Symbol C & F FINANCIAL CORP [CFFI] | | | | FFI] | Issuer (Check all applicable) | | | |
|---|-----------------------------------|-----------------------------|---|---------------------------------------|--|---|--------------------------|---|--|--|--|
| (Last) (First) (Middle) P. O. BOX 15, 610 THOMPSON AVENUE | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/28/2010 | | | | | (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 04/30/2010 | | | | :4: A . | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person cquired, Disposed of, or Beneficially Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction l (Month/Day/Ye | Date 2A. Dee ear) Execution | | 3. Transacti Code (Instr. 8) | 4. Secur onAcquired Disposed (Instr. 3, | ities d (A) c d of (D 4 and (A) or (D) | or () (5) Price | 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 | |
| Stock Common Stock | 04/28/2010 | | | M | 1,500 | A | \$ 16 | 7,525 (1) 23,846 | D I | Shares Held by Controlled Company | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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 control SEC 1474 (9-02) | | | | | | | | | | | |

number.

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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. Transacti Code (Instr. 8) | 5. Number one 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) | |
|---|---|---|---|---------------------------------------|--|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 16 | 04/28/2010 | | M | 1,500 | 04/30/2001 | 04/30/2010 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| .t | Director | 10% Owner | Officer | Other | | |
| LAWSON JOSHUA H P. O. BOX 15 610 THOMPSON AVENUE WEST POINT, VA 23181 | X | | | | | |

Signatures

/s/ Joshua H.
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) Includes 72 shares as of March 1, 2010 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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