

C & F FINANCIAL CORP  
 Form 4/A  
 March 13, 2017

**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 \*  
**HUDSON JAMES H III**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**P.O. BOX 766**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/01/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**WEST POINT, VA 23181**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
**08/02/2016**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 08/01/2016                           |  | M                              | V   | 1,500 A \$ 37.17  | 12,391   | D                                 |
| Common Stock                    | 08/01/2016                           |  | S                              |   | 500 D \$ 45.25  | 11,891   | D                                 |
| Common Stock                    | 08/01/2016                           |  | S                              |   | 500 D \$ 45.3   | 11,391   | D                                 |
| Common Stock                    | 08/01/2016                           |  | S                              |   | 500 D \$ 45.4   | 10,946 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 370 <sup>(2)</sup>                                       | I Held in Spouse's Name           |

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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 number.**

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(9-02)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock                               | \$ 37.17   | 08/01/2016                           |  | M                              | 1,500   | 05/01/2007 05/01/2017                                    | Common Stock  | 1,500                         |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HUDSON JAMES H III<br>P.O. BOX 766<br>WEST POINT, VA 23181 |               | X         |         |       |

## Signatures

/s/ James H Hudson III 03/13/2017

\*\*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) Includes 55 shares as of August 2, 2016 not previously reported, which were acquired through routine acquisitions under the issuer's dividend reinvestment plan.
- (2) Includes 6 shares as of August 2, 2016 not previously reported, which were acquired through routine acquisitions under the issuer's dividend reinvestment plan.

### Remarks:

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Amount of Securities Beneficially Owned Following Reported Transactions has been corrected to properly reflect the reduction

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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