UNITED COMMUNITY BANKS INC
Form 4
July 02, 2013

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TALLENT JIMMY C

(Last) (First) (Middle)

PO BOX 398

(Street)

BLAIRSVILLE, GA 30514

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UNITED COMMUNITY BANKS INC [UCBI]

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 94,278 | D | |
| Common Stock (RSU's) | | | | | | | | 9,756 (1) | D | |
| Common Stock Issuable | 06/29/2013 | | A | | 25,000 | A | $ 0 | 46,226 (1) (2) | D | |
| Common Stock | | | | | | | | 77 (3) | I | Jeanne Tallent (Spouse) |
| | | | | | | | | 38,900.34 | I | By 401k |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | | | | |
| Common Stock | | | | | | 61 (4) | | I | CUST FBO [Minor Grandchildren] | |

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) | | 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| TALLENT JIMMY C<br>PO BOX 398<br>BLAIRSVILLE, GA 30514 | X | | President & CEO | |

# Signatures

| | |
|---|---|
| Lois J. Rich, Attorney in Fact | 07/02/2013 |
| **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)** Reflects a reclassification upon vesting of 12,807 RSUs into United Community Banks Deferred Compensation Plan.

**(2)** RSU Award represents a one-time discretionary grant of the number of shares equal to $310,500 divided by the fair market value of a share of Common Stock as of the close of business on June 28, 2013. All shares of Common Stock subject to the award are deferred into the United Community Banks Deferred Compensation Plan and will remain deferred until termination of service as a director and officer in accordance with the terms of the plan, at which time they will be distributed in equal installments over a period of five years. No consideration was paid by the reporting person in connection with this award.

**(3)** Includes 77 shares owned by Mr. Tallent's wife for which he claims beneficial ownership.

**(4)** Includes 61 shares owned by Mr. Tallent's minor grandchildren for which he claims beneficial ownership.

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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