#### Edgar Filing: UNITED COMMUNITY BANKS INC - Form 4

#### UNITED COMMUNITY BANKS INC

Form 4

August 14, 2013

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TALLENT JIMMY C Issuer Symbol UNITED COMMUNITY BANKS (Check all applicable) INC [UCBI] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) PO BOX 398 08/12/2013 President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BLAIRSVILLE, GA 30514 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect Beneficial (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Ownership (Month/Day/Year) Direct (D) (Instr. 8) Owned (Instr. 4) Following or Indirect Reported (A) Transaction(s) (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price Common 94,278 D Stock Common Stock 08/12/2013 Α 45,000 \$0 54,756 (1) D (RSUs) Common Stock 08/12/2013 Α 105,000 Α \$0  $105,000^{(2)}$ D (PSUs) Common Stock  $46,230^{(3)}$ D Issuable

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Common Stock	77 (4)	I	Jeanne Tallent (Spouse)
Common Stock	38,900.34	I	By 401k
Common Stock	61 (5)	I	CUST FBO [Minor Grandchildren]

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
roporous o mai roumo, raus ess	Director	10% Owner	Officer	Other		
TALLENT JIMMY C PO BOX 398 BLAIRSVILLE, GA 30514	X		President & CEO			
Signatures						
Lois J. Rich, Attorney	08/1/	1/2013				

08/14/2013

Date \*\*Signature of Reporting Person

in Fact

Reporting Owners 2

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## **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).
- Represents a multi-year grant that was issued in connection with performance based Restricted Stock Units ("RSUs") whereby the participant will not be eligible to receive additional multi-year grants until 2016. The RSUs will vest at 12% on September 13, 2014, and 22% on January 25 of years 2015, 2016, 2017, and 2018.
  - Represents a grant of multi-year performance based Restricted Stock Units ("RSUs") whereby it is planned that the participant will not be eligible to receive additional multi-year grants of performance based RSUs until 2016. RSUs will vest at 12% on September 13, 2014,
- (2) and 22% on January 25 of years 2015, 2016, 2017, and 2018 based upon meeting certain performance criteria for each period. The performance threshold and target levels are based meeting or exceeding certain earnings per share and return on assets levels and if the target level is not met the vesting level payable for that period is zero %.
- Acquired pursuant to the United Community Banks Deferred Compensation Plan. The number of shares as quoted is based upon the (3) previous day's market value per share and can fluctuate with the stock's market price. The units are to be settled in UCBI common stock at the NAV upon termination of employment or earlier, if so elected.
- (4) Includes 77 shares owned by Mr. Tallent's wife for which he claims beneficial ownership.
- (5) 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. 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.