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UNITED COMMUNITY BANKS INC

Form 4

February 05, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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 may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Performance

Form 5

obligations

(Print or Type Responses)

EDWARDS ROBERT A.

1. Name and Address of Reporting Person *

See Instruction

EDWARDS ROBERT A.			UNITED C	Symbol UNITED COMMUNITY BANKS INC [UCBI]					(Check all applicable)				
(Last) (First) (Middle) C/O UNITED COMMUNITY BANKS, INC., PO BOX 398					3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015					Director 10% OwnerX_ Officer (give title Other (specify below) below) EVP, CHIEF CREDIT OFFICER			
(Street) BLAIRSVILLE, GA 30514					4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										y Owned		
	1.Title of Security (Instr. 3)	any		Execution Date, if	3. 4. Securities Transaction(A) or Dispos Code (D) (Instr. 8) (Instr. 3, 4 and (A) Code V Amount (I			of	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)		
	Common Stock (Restricted Stock Units)	02/03/201	5		A	40,000	A	\$ 0	40,000 (1)	D			
	Common Stock (Restricted Stock Units)	02/03/201	5		A	7,500	A	\$0	47,500 <u>(1)</u>	D			
	Common Stock	02/03/201	5		A	5,000	A	\$0	5,000 (2)	D			

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Stock Units)

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

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SEC 1474 (9-02)

9. Nu

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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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int 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

Director 10% Owner Officer Other

EDWARDS ROBERT A. C/O UNITED COMMUNITY BANKS, INC. PO BOX 398 BLAIRSVILLE, GA 30514

EVP, CHIEF CREDIT OFFICER

Signatures

Lois J. Rich as Attorney o2/05/2015 in Fact

**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) 40,000 Restricted Stock Units ("RSUs") vest at 33.33% each year on February 27, 2016, and January 27, 2017 and 2018. 7,500 RSUs vest at 25% each year on February 27, 2016, and January 25, 2017, 2018, and 2019.
- 5,000 Performance Stock Units ("PSUs") vest at 25% each year on February 27, 2016, and January 25, 2017, 2018, and 2019 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 %.

Reporting Owners 2

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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.