

TALLENT JIMMY C
Form 4
September 22, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 398
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2017

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

BLAIRSVILLE, GA 30514

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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 (PSUs)	09/20/2017		A		23,794 (1)	A \$ 0 72,247	D
Common Stock (RSUs)	09/20/2017		A		10,198 (2)	A \$ 0 30,964	D
Common Stock						102,549	D
Common Stock Issuable						160,945.3	D

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Common Stock	38,584.3	I	By 401k
Common Stock	77	I	Jeanne Tallent (spouse)
Common Stock	61	I	as Custodian for Minor Grandchildren

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				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 PO BOX 398 BLAIRSVILLE, GA 30514	X		Chairman & CEO	

Signatures

Lois J. Rich, Attorney
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).

Represents the securities awarded on September 15, 2017 in the form of performance-based restricted stock units ("PSUs") that will vest on February 15, 2019, February 15, 2020, February 15, 2021 and February 15, 2022, based on the certification of achievement by the Issuer of certain targeted performance criteria, specifically Return on Assets and Return on Tangible Common Equity. Each PSU

- (1) represents a contingent right to receive shares of common stock of the Issuer equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between the Issuer and the Reporting Person. The PSUs were issued to the Reporting Person pursuant to the Issuer's Amended and Restated 2000 Key Employee Stock Option Plan (the "Plan").

Represents the securities awarded on September 15, 2017 in the form of restricted stock units ("RSUs"). The RSUs were issued to the

- (2) Reporting Person pursuant to the Plan. Each RSU represents a contingent right to receive one (1) share of the Issuer's common stock. The grant vests in four (4) equal annual installments: February 15, 2019, February 15, 2020, February 15, 2021 and February 15, 2022.

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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