

FREEMAN GUY W
Form 4
June 22, 2011

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 *
FREEMAN GUY W

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 1202
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2011

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

BREVARD, NC 28712

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 28,714 ⁽¹⁾ ⁽⁴⁾ | D | |
| Common Stock (RSU's) | 06/20/2011 | | A | | 12,468 ⁽¹⁾ ⁽²⁾ ⁽⁴⁾ | D | |
| Common Shares Issuable | | | | | 2,955 ⁽¹⁾ ⁽³⁾ ⁽⁴⁾ | D | |
| Common Stock | | | | | 499 ⁽¹⁾ ⁽⁵⁾ | I | Elizabeth C. Freeman (Spouse) |

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Common Stock 2,281 ⁽¹⁾ I By 401K

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREEMAN GUY W PO BOX 1202 BREVARD, NC 28712 | X | | Executive Vice President | |

Signatures

Lois J. Rich by Power of Attorney 06/22/2011

**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 1 for 5 reverse stock split effective as of close of business on June 17, 2011.
- (2) 2011 Restricted Stock Units vest equally in one thirds on July 9, 2012, June 20, 2013, and June 20, 2014.
- (3) Acquired pursuant to The United Community Banks Deferred Compensation Plan. The number of shares can fluctuate with the stock's market price. The units are to be settled in United Community Banks common stock at the NAV after termination of employment or earlier distribution, if so indicated.

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- Includes a reclassification of 208 shares from RSUs that vested January 31, 2011 into Direct holdings. Also includes the following
- (4) reclassifications from RSUs into Common Shares Issuable under the Company's Deferred Compensation Plan: 1,117 RSUs that vested May 20, 2010; and 1,350 RSUs that vested January 31, 2011.
 - (5) Includes 499 shares owned by Mr. Freeman's spouse 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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