

UNITED COMMUNITY BANKS INC  
 Form 4  
 February 04, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BENNETT A WILLIAM**

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)  
**10 COURT STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/31/2008**

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

**WASHINGTON, GA 30673**  
 (City) (State) (Zip)

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

**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 (A) or (D) Price		
Common Stock	02/03/2009		P		1,000 A \$ 4.9	15,974 <sup>(1)</sup>	D
Common Stock Issuable <sup>(2)</sup>	02/02/2009		P		1,263 A \$ 4.95	5,088.0524 <sup>(2)</sup>	D

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Warrant to Purchase Common Stock	\$ 20	10/31/2008		J <sup>(3)</sup>	2,500	10/31/2008 10/31/2013	Common Stock 2,500
Warrant to Purchase Common Stock	\$ 20	10/31/2008		J <sup>(3)</sup>	10,000	10/31/2008 10/31/2013	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT A WILLIAM 10 COURT STREET WASHINGTON, GA 30673		X		

## Signatures

Lois J. Rich by Power of Attorney 02/04/2009

\_\_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 131/130 stock dividend.
- (2) Acquired pursuant to The United Community Banks Deferred Compensation Plan. The units are settled in United Community Banks common stock at the NAV after termination of employment.
- (3) United Community Banks, Inc. issued the warrant to purchase shares of its common stock in connection with the private placement of capital securities by a trust affiliate of United.

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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