

ALABAMA NATIONAL BANCORPORATION

Form S-8 POS

February 25, 2008

As filed with the Securities and Exchange Commission on February 22, 2008

Registration No. 333-76301

Registration No. 333-76303

Registration No. 333-76305

Registration No. 333-76307

Registration No. 333-76309

Registration No. 333-76311

Registration No. 333-76313

Registration No. 333-76315

Registration No. 333-76317

Registration No. 333-47748

Registration No. 333-59364

Registration No. 333-76032

Registration No. 333-102234

Registration No. 333-106314

Registration No. 333-106315

Registration No. 333-111318

Registration No. 333-111319

Registration No. 333-113248

Registration No. 333-113249

Registration No. 333-113323

Registration No. 333-113324

Registration No. 333-124871

**UNITED STATES**

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO FORM S-8 REGISTRATION STATEMENT NO. 333-76301**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO FORM S-8 REGISTRATION STATEMENT NO. 333-76303**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-76305**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-70307**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-76311**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-106314**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-106315**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-111318**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO FORM S-8 REGISTRATION STATEMENT NO. 333-111319**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-113248**

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**TO FORM S-8 REGISTRATION STATEMENT NO. 333-113249**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO FORM S-8 REGISTRATION STATEMENT NO. 333-113323**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO FORM S-8 REGISTRATION STATEMENT NO. 333-113324**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO FORM S-8 REGISTRATION STATEMENT NO. 333-124871**

**Under The Securities Act of 1933**

# ALABAMA NATIONAL BANCORPORATION

(Exact name of registrant as specified in its charter)

|  |  |
|--|--|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization)                         | <b>63-1114426</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>1927 First Avenue North</b><br><br><b>Birmingham, Alabama</b><br>(Address of principal executive offices) | <b>35203</b><br>(Zip code)                                   |
| <b>Alabama National BanCorporation</b>   |  |

## Deferred Compensation Plan For Key Employees

**First American Bancorp**

**1994 Stock Option Plan**

**Alabama National BanCorporation**

**Performance Share Plan**

**Commerce Bankshares, Inc.**

**Long Term Incentive Plan**

**Non-Qualified Stock Options Granted To**

**Certain Officers Of First American Bank**

**First American Bancorp Stock Option Plan**

**Dated October 20, 1992**

**Alabama National BanCorporation Deferred Compensation Plan**

**For Directors Who Are Not Employees Of The Company**

**Alabama National BanCorporation Deferred Compensation Plan**

**For Non-Employee Directors Of the Subsidiary Banks**

**Performance Share Plan For Certain Directors**

**Of Citizens & Peoples Bank, N.A.**

**Alabama National BanCorporation**

**1999 Long Term Incentive Plan**

**Community Bank of Naples,**

**National Association 1996 Stock Option Plan**

**Farmers National Bancshares, Inc.**

**Key Personnel Stock Option Plan**

**Performance Share Plan For Certain Members**

**Of The Madison County Advisory Board**

**Of Directors Of First American Bank**

**Millennium Bank**

**Directors Stock Option Plan**

**Millennium Bank Officers And**

**Employees Stock Option Plan**

**Alabama National BanCorporation**

**Plan For Deferral Of Compensation**

**For Directors Who Are Not**

**Employees Of The Company**

**Alabama National Bancorporation**

**Plan For Deferral Of Compensation**

**By Key Employees**

**Cypress Bank Officers And Employers**

**Stock Option Plan**

**Cypress Bank Directors**

**Stock Option Plan**

**Indian River Banking Company**

**1999 Stock Option Plan**

**Indian River Banking Company**

**1999 Director Fee Stock Option Plan**

**Third Amendment And Restatement Of The**

**Alabama National BanCorporation**

**Performance Share Plan**

**(Full Titles of Plans)**

**John H. Holcomb, III**

**Chairman and Chief Executive Officer**

**1927 First Avenue North**

**Birmingham, AL 35203**

**(205) 583-3600**

**(Name and address, including zip code, and telephone number, including area code, of agent for service)**

*With Copies to:*

**Christopher B. Harmon, Esq.**

**Maynard, Cooper & Gale, P.C.**

**1901 Sixth Avenue North**

**Suite 2400**

**Birmingham, Alabama 35203**

**(205) 254-1000**

**DEREGISTRATION OF UNSOLD SECURITIES**

These post-effective amendments relate to the following registration statements on Form S-8 (collectively, the Registration Statements ), filed by Alabama National BanCorporation, a Delaware corporation (the Company ), with the Securities and Exchange Commission, registering shares of the Company s common stock, \$1.00 par value per share (the Common Stock ):

- File No. 333-76301, filed on April 14, 1999, registering 35,000 shares.
- File No. 333-76303, filed on April 14, 1999, registering 35,995 shares.
- File No. 333-76305, filed on April 14, 1999, registering 400,000 shares.
- File No. 333-76307, filed on April 14, 1999, registering 29,375 shares.
- File No. 333-76309, filed on April 14, 1999, registering 21,597 shares.
- File No. 333-76311, filed on April 14, 1999, registering 35,995 shares.
- File No. 333-76313, filed on April 14, 1999, registering 35,000 shares.
- File No. 333-76315, filed on April 14, 1999, registering 50,000 shares.
- File No. 333-76317, filed on April 14, 1999, registering 19,881 shares.
- File No. 333-47748, filed on October 11, 2000, registering 300,000 shares.
- File No. 333-59364, filed on April 23, 2001, registering 37,290 shares.
- File No. 333-76032, filed on December 28, 2001, registering 75,076 shares.
- File No. 333-102234, filed on December 27, 2002, registering 25,000 shares.
- File No. 333-106314, filed on June 20, 2003, registering 41,724 shares.
- File No. 333-106315, filed on June 20, 2003, registering 42,660 shares.
- File No. 333-111318, filed on December 18, 2003, registering 100,000 shares.
- File No. 333-111319, filed on December 18, 2003, registering 200,000 shares.
- File No. 333-113248, filed on March 3, 2004, registering 36,164 shares.
- File No. 333-113249, filed on March 3, 2004, registering 15,966 shares.
- File No. 333-113323, filed on March 5, 2004, registering 110,558 shares.
- File No. 333-113324, filed on March 5, 2004, registering 12,873 shares.
- File No. 333-124871, filed on May 13, 2005, registering 400,000 shares.

Promptly following the filing of these post-effective amendments, it is expected that the Company will merge with and into RBC Centura Banks, Inc., with RBC Centura Banks, Inc. as the surviving corporation. The offerings pursuant to the Registration Statements have been terminated as a result of such merger or otherwise. In accordance with the undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the



securities that remain unsold at the termination of the respective offerings, the Company is filing these Post-Effective Amendments No. 1 and hereby removes from registration all shares of Common Stock that remain unsold under each of the Registration Statements. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on the 22nd day of February, 2008.

ALABAMA NATIONAL BANCORPORATION

By: /s/ John H. Holcomb, III  
 John H. Holcomb, III  
 Its Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments No. 1 to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

| Signature                  | Title  | Date              |
|----------------------------|--|-------------------|
| /s/ John H. Holcomb, III   | Chairman, Chief Executive Officer                    | February 22, 2008 |
| John H. Holcomb, III       | and Director (principal executive officer)           |                   |
| *                          | Vice Chairman and Director                           | February 22, 2008 |
| Dan M. David               |  |                   |
| /s/ Richard Murray, IV     | President, Chief Operating Officer and Director      | February 22, 2008 |
| Richard Murray, IV         |  |                   |
| /s/ William E. Matthews, V | Executive Vice President and Chief Financial Officer | February 22, 2008 |
| William E. Matthews, V     |  |                   |
| /s/ Shelly S. Williams     | Senior Vice President and Controller                 | February 22, 2008 |
| Shelly S. Williams         |  |                   |
| *                          | Director   | February 22, 2008 |
| W. Ray Barnes              |  |                   |
| *                          | Director   | February 22, 2008 |
| John D. Johns              |  |                   |
| *                          | Director   | February 22, 2008 |
| John J. McMahon, Jr.       |  |                   |
| *                          | Director   | February 22, 2008 |
| C. Phillip McWane          |  |                   |

|                       |          |                   |
|-----------------------|----------|-------------------|
| *                     | Director | February 22, 2008 |
| William D. Montgomery |          |                   |
| *                     | Director | February 22, 2008 |
| G. Ruffner Page, Jr.  |          |                   |
| *                     | Director | February 22, 2008 |
| W. Stancil Starnes    |          |                   |

\*By: /s/ John H. Holcomb, III  
John H. Holcomb, III  
**Attorney-in-fact**