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UNITED COMMUNITY BANKS INC

Form 5

Issuable

February 17, 2015

February 17	, 2015										
FORM	15								OMB AF	PROVAL	
	_	STATES	SECUE	RITIES AN	D EXCI	HAN	GE CO	MMISSION	OMB Number:	3235-0362	
Check thi no longer			Washington, D.C. 20549						Expires:	January 31, 2005	
to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEMENT OF CHANGES IN OWNERSHIP OF SECURITI							N BENEFICIAL Estimated average				
See Instru 1(b). Form 3 H Reported Form 4 Transaction	Filed purs	a) of the F	Public U		ng Comp	any A	Act of 1	Act of 1934, 935 or Section	1		
1. Name and A	Address of Reporting I BILL M						Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014				_	Director 10% Owner X Officer (give title Other (specify below)			
	ED COMMUNITY NC., PO BOX 39		12,31,2					SVP, DIREC	CTOR OF BAN	IKING	
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6.	6. Individual or Joint/Group Reporting (check applicable line)				
BLAIRSVI	LLE, GA 305	14					_	X_ Form Filed by O _ Form Filed by Merson			
(City)	(State)	(Zip)	Tabl	le I - Non-Der	ivative Se	curiti	es Acquii	ed, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Ownership Beneficially Form: Direct Owned at end of Issuer's Indirect (I) Fiscal Year (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/13/2014	Â		F4	Amount 1,154 (1)	(D)	Price \$ 18.31	5,619 (2)	D	Â	
Common Shares Issuable	10/01/2014	Â		A	28 (3)	A	\$ 16.36	15,563 (2) (4)	D	Â	
Common Shares	12/29/2014	Â		A	1 (3)	A	\$ 19.28	15,563 (2) (4)	D	Â	

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Common Stock (RSUs)	Â	Â	Â	Â	Â	Â	10,560	D	Â
Common Stock (PSUs)	Â	Â	Â	Â	Â	Â	24,640	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,758	I	By 401(k)
Common Stock	Â	Â	Â	Â	Â	Â	177	I	Joanna Gilbert (spouse)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w	SEC 2270 (9-02)					

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

the form displays a currently valid OMB control number.

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 Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	tive ies ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A) (I	D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Incentive Stock Options (right to buy)	\$ 111.2	Â	Â	Â	Â	Â	(5)	05/16/2015	Common Stock	739
Non-Qualified Stock Options (right to buy)	\$ 111.2	Â	Â	Â	Â	Â	(6)	05/16/2015	Common Stock	196
Non-Qualified Stock Options (right to buy)	\$ 138.8	Â	Â	Â	Â	Â	(7)	04/26/2016	Common Stock	1,14
Non-Qualified Stock Options (right to buy)	\$ 147.6	Â	Â	Â	Â	Â	(8)	04/25/2017	Common Stock	1,24
Non-Qualified Stock Options	\$ 66.4	Â	Â	Â	Â	Â	(9)	05/05/2018	Common Stock	1,559

(right to buy)

Non-Qualified

Stock Options \$ 31.5 (right to buy)

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Â

Â

 $\hat{A} \quad \hat{A} \quad \hat{A} \quad \underline{\hat{A}} \quad \underline{(10)}$

06/22/2019

Common Stock

1.41

Reporting Owners

Reporting Owner Name / Address	Relationships							
corporating of the common common of the comm	Director	10% Owner	Officer	Other				
GILBERT BILL M C/O UNITED COMMUNITY BANKS, INC. PO BOX 398 BLAIRSVILLE, GA 30514	Â	Â	SVP, DIRECTOR OF BANKING	Â				

Signatures

Lois J. Rich as Attorney in Fact

02/17/2015

**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) Represents shares of United Community Banks, Inc. Common Stock withheld to satisfy tax obligations upon vesting of Restricted Stock Units ("RSUs") and performance-based Restricted Stock Units ("PSUs").
- (2) Reflects reclassification of RSUs into Common Stock and Phantom Stock pursuant to the United Community Banks, Inc. Deferred Compensation Plan.
- (3) Represents acquisition of Phantom Stock pursuant to the United Community Banks Deferred Compensation Plan. Phantom Stock is to be settled in shares of Common Stock following the Reporting Person's termination of services.
- On June 30, 2014, all Common Shares Issuable changed from a unitized fund, where settlement was based on NAV, to a share-for-share phantom stock fund.
- (5) This option became exercisable to the extent of 7% of the shares optioned after one year from the date of grant (5/16/05), 29% after two years from the date of grant, and 32% on each of the subsequent two anniversary dates thereafter.
- (6) This option became exercisable to the extent of 91% of the shares optioned after one year from the date of grant (5/16/05), and 9% after two years from the date of grant.
- (7) This option became exercisable to the extent of 25% of the shares optioned after one year from the date of grant (4/26/06), and 25% on each of the subsequent three anniversary dates thereafter.
- (8) This option became exercisable to the extent of 25% of the shares optioned after one year from the date of grant (4/25/07), and 25% on each of the subsequent three anniversary dates thereafter.
- (9) This option became exercisable to the extent of 25% of the shares optioned after one year from the date of grant (05/05/08), and 25% on each of the subsequent three anniversary dates thereafter.
- (10) This option became exercisable to the extent of 25% of the shares optioned after one year from the date of grant (6/22/09), and 25% on each of the subsequent three anniversary dates thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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