TALLENT JIMMY C

Form 4

February 13, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

UNITED COMMUNITY BANKS

(Last)

INC [UCBI]

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

_X__ Director 10% Owner

(Check all applicable)

PO BOX 398

10/31/2008

X_ Officer (give title _ Other (specify below) President & CEO

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BLAIRSVILLE, GA 30514

		i cison						
(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Securitie	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. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3,	(A) or of (D)	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)
Common Stock						467,538 <u>(1)</u>	D	
Common Stock (RSU's)						6,601 <u>(2)</u>	D	
Common Stock Issuable						22,020 (2) (3)	D	
Common Stock						379 (4) (6)	I	Jeanne Tallent (Spouse)
						116,996.1 (6)	I	Bv 401k

Common Stock

Common Stock

302 (1) (5)

Ι

Jimmy C.
Tallent CUST
FBO [Minor
Grandchildren]

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and Amount of 5. Number Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares Warrant to Common 10/31/2008 10/31/2013 J(7)Purchase \$ 20 10/31/2008 8,750 8,750 Stock Common

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TALLENT JIMMY C

PO BOX 398 X President & CEO

BLAIRSVILLE, GA 30514

Signatures

Stock

Lois J. Rich by Power of Attorney 02/13/2009

**Signature of Reporting Person Date

Reporting Owners 2

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 a 131/130 stock dividend in January 2009. Also includes reclassification of 150 shares from Mr. Tallent's Direct ownership to Indirect pursuant to a gift to a minor grandchild.
- (2) Reflects a 1,648 share reclassification from Mr. Tallent's Restricted Stock Units to Common Shares Issuable.
- (3) Acquired pursuant to The United Community Banks Deferred Compensation Plan.
- (4) Includes 379 shares owned by Mr. Tallent's spouse for which he claims beneficial ownership.
- (5) Includes 302 shares owned by Mr. Tallent's minor grandchildren for which he claims beneficial ownership.
- (6) Holding reflects a 131/130 stock dividend which occurred in January 2009.
- (7) 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. 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.