

ALABAMA NATIONAL BANCORPORATION
Form S-8 POS
February 25, 2008

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

Registration No. 333-70207

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

POST-EFFECTIVE AMENDMENT NO. 2
TO FORM S-8 REGISTRATION STATEMENT NO. 333-70207
Under The Securities Act of 1933

ALABAMA NATIONAL BANCORPORATION

(Exact name of registrant as specified in its charter)

| | |
|--|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 63-1114426 (I.R.S. Employer Identification No.) |
| 1927 First Avenue North Birmingham, Alabama (Address of principal executive offices) | 35203 (Zip code) |
| First American Bank 401(K) Savings Plan | |

(Full Title of Plan)

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

This post-effective amendment relates to the following registration statement on Form S-8 (as amended, the Registration Statement), 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), and plan interests:

File No. 333-70207, filed on January 7, 1999, registering 25,000 shares of Common Stock and an indeterminate amount of plan interests.

Promptly following the filing of this post-effective amendment, 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 offering pursuant to the Registration Statement has been terminated as a result of such merger or otherwise. In accordance with the undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 2 and hereby removes from registration all shares of Common Stock and plan interests that remain unsold under the Registration Statement. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statement.

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 this Post-Effective Amendment No. 2 to the Registration Statement 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, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------------|--|-------------------|
| <i>/s/ JOHN H. HOLCOMB, III</i> | Chairman and Chief Executive Officer | February 22, 2008 |
| John H. Holcomb, III | (principal executive officer) | |
| * | Vice Chairman and Director | February 22, 2008 |
| Dan M. David | | |
| <i>/s/ RICHARD MURRAY, IV</i> | President, Chief Operating Officer and Director | February 22, 2008 |
| Richard Murray, IV | | |
| <i>/s/ WILLIAM E. MATTHEWS, V</i> | Executive Vice President and Chief Financial Officer | February 22, 2008 |
| William E. Matthews, V | | |
| <i>/s/ SHELLY S. WILLIAMS</i> | 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 |
| Drayton Nabers, Jr. | | |
| * | 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

The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, Alabama National BanCorporation has duly caused this Post-Effective Amendment No. 2 to be signed on the Plan's behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on February 22, 2008.

ALABAMA NATIONAL BANCORPORATION

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