

UNITED COMMUNITY BANKS INC

Form 4

December 06, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARTON H LYNN

(Last) (First) (Middle)

C/O UNITED COMMUNITY
BANKS, INC., PO BOX 398

(Street)

BLAIRSVILLE, GA 30514

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
UNITED COMMUNITY BANKS
INC [UCBI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) President & COO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (PSUs)	12/02/2016		A	15,845 (1)	A \$ 0 57,733	D	
Common Stock (RSUs)	12/02/2016		A	6,792 (2)	A \$ 0 24,744	D	
Common Stock					103,486	D	
Common Shares					57,541.681 (3)	D	

Issuable

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

HARTON H LYNN
C/O UNITED COMMUNITY BANKS, INC.
PO BOX 398
BLAIRSVILLE, GA 30514

X

President & COO

Signatures

Lois J. Rich as Attorney
in Fact

12/06/2016

__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).

Represents a grant of multi-year performance based Restricted Stock Units ("PSUs"). PSUs will vest at 25% on February 15, 2018, 2019, 2020 and 2021 based upon meeting certain operating performance criteria for each year. The annual operating performance for Threshold,

- (1) Target and Maximum levels range are 50%, 100% and 150%, respectively, and are based upon meeting or exceeding certain annual operating return on assets and operating return on tangible common equity levels, which are weighted 50/50. If an individual Threshold level is not met, then that portion of the vesting level payable is zero.

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- (2) Represents a grant of multi-year time based Restricted Stock Units ("RSUs") that were granted in connection with the grant of PSUs. RSUs will vest at 25% on February 15, 2018, and November 15, 2018, 2019 and 2020.
- (3) Includes shares acquired pursuant to dividend reinvestment.

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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