

NELSON W C JR
Form 4/A
April 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NELSON W C JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 127

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

BLAIRSVILLE, GA 30514

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/03/2012

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 | | | | | 364,897 | D | |
| Restricted Stock Units | 04/01/2012 | | A | 2,564 ⁽¹⁾ | \$ 0 2,564 ⁽²⁾ | D | |
| Common Stock | | | | | 36,800 ⁽³⁾ | I | WC Family Enterprises, LLLP |
| Common Stock | | | | | 9,917 ⁽⁴⁾ | I | W.C. Nelson, Jr. Cust FBO [Minor |

| Class of Securities | Quantity | Code | Beneficial Owner |
|---------------------|-----------------------|------|--|
| Common Stock | 10,613 ⁽⁵⁾ | I | Granchildren] Patricia A. Nelson (Spouse) |
| Common Stock | 280 ⁽⁶⁾ | I | Conag Rentals, Inc. |
| Common Stock | 243 ⁽⁷⁾ | I | King Ford |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NELSON W C JR PO BOX 127 BLAIRSVILLE, GA 30514 | | X | | |

Signatures

Lois J. Rich by
POA 04/24/2012

**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) This form amended to reflect Acquisition ("A") of Securities under line item #4.
- (2) 2012 RSUs cliff vest on the third annual anniversary date of grant.
- (3) Includes 36,800 shares owned by WC Family Enterprises, LLLP, a Limited Liability Partnership over which Mr. Nelson is managing partner and claims beneficial ownership.
- (4) Includes 9,917 shares owned by Mr. Nelson's grandchildren for which he is custodian over the accounts.
- (5) Includes 10,613 shares owned by Mr. Nelson's spouse for which he claims beneficial ownership.
- (6) Includes 280 shares owned by ConAg Rentals, Inc. for which Mr. Nelson claims beneficial ownership.
- (7) Includes 243 shares owned by King Ford, a company in which Mr. Nelson is 50% owner and claims beneficial ownership.

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.