

UNITED COMMUNITY BANKS INC  
 Form 5  
 February 17, 2015

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**MILLER BRADLEY J**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP, CRO & GENERAL COUNSEL**

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

**C/O UNITED COMMUNITY BANKS, INC., PO BOX 398**  
 (Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**BLAIRSVILLE, GA 30514**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |                                   |
| Common Stock (RSUs)             | 12/01/2014                           | ^  | A4                             | 15,000 (1) A \$ 0   | 27,938   | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 1,976  | D  | ^                                 |
| Common Shares Issuable          | ^                                    | ^  | ^                              | ^ ^ ^   | 5,015 (2)  | D  | ^                                 |

Common Stock     ^                     ^                     ^                     ^                     ^     937                     I                     By 401(k)

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

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Options (right to buy) | \$ 114.6   | ^                                    | ^  | ^                              | ^ (A) ^ (D) ^ (3)   | 10/09/2017   | Common Stock  | 416                        |
| Non-Qualified Stock Options (right to buy) | \$ 66.4  | ^                                    | ^  | ^                              | ^ (A) ^ (D) ^ (4)   | 05/05/2018   | Common Stock  | 727                        |
| Non-Qualified Stock Options (right to buy) | \$ 31.5  | ^                                    | ^  | ^                              | ^ (A) ^ (D) ^ (5)   | 06/22/2019   | Common Stock  | 1,000                      |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |                              |
|---|---------------|-----------|---------|------------------------------|
|   | Director      | 10% Owner | Officer | Other                        |
| MILLER BRADLEY J<br>C/O UNITED COMMUNITY BANKS, INC.<br>PO BOX 398<br>BLAIRSVILLE, GA 30514 | ^             | ^         | ^       | EVP, CRO & GENERAL COUNSEL ^ |

**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).  
Represents grant of Restricted Stock Units ("RSUs"). RSUs will vest at 25% on January 1, 2016, then at 25% on three subsequent anniversaries from the date of grant, commencing December 1, 2016. This transaction was previously reported on the Reporting Person's Form 3 dated December 3, 2014.
- (1) 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.
- (2) This option became exercisable to the extent of 25% of the shares optioned after one year from the date of grant (10/9/07), and 25% on each of the subsequent three anniversary dates thereafter.
- (3) 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.
- (4) 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.
- (5)

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.