

GODWIN MALCOLM R

Form 4

August 11, 2005

# 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

OMB Number: 3235-0287  
Expires: January 31, 2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GODWIN MALCOLM R**

(Last) (First) (Middle)

**C/O GEORGIA BANCSHARES INC, 100 WESTPARK DRIVE**

(Street)

**PEACHTREE CITY, GA 30269**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**GEORGIA BANCSHARES INC//  
[GABA.OB]**

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

**08/09/2005**

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)

**Executive Vice President**

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) Code V Amount (D) Price	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 Ownership (Instr. 4)
Common Stock	08/09/2005	08/09/2005	P	500 A \$ 14.5	30,695	D	
Common Stock	08/10/2005	08/10/2005	P	200 A \$ 14.25	30,895	D	
Common Stock	08/10/2005	08/10/2005	P	500 A \$ 14	31,395	D	
Common Stock					34,981	I	by IRA
Common Stock					781	I	by Spouse

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Common Stock	1,832	I	by Spouse's IRA
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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. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Warrant (Right to Buy)	\$ 5.12					09/09/2002	02/18/2010	Common Stock	59,678
2001 Stock Option (Right to Buy)	\$ 5.4					08/02/2002	08/02/2011	Common Stock	19,531
2002 Stock Option (Right to Buy)	\$ 8					02/21/2003	02/21/2012	Common Stock	14,594
2003 Stock Option (Right to Buy)	\$ 11.6					02/20/2004	02/20/2013	Common Stock	1,875
2004 Stock Option	\$ 14.3					02/18/2005	02/18/2014	Common Stock	35,000

(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODWIN MALCOLM R C/O GEORGIA BANCSHARES INC 100 WESTPARK DRIVE PEACHTREE CITY, GA 30269	X		Executive Vice President	

## Signatures

Malcolm R. Godwin by Ira P. Shepherd, III as P.O.A.	08/11/2005
__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).

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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