

TALLENT JIMMY C
Form 4
September 22, 2017

FORM 4

**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).

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 *
TALLENT JIMMY C

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 398
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2017

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

BLAIRSVILLE, GA 30514

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)	
			Code	V	Amount	(D)	Price	
Common Stock (PSUs)	09/20/2017		A		23,794 <u>(1)</u>	A	\$ 0 72,247	D
Common Stock (RSUs)	09/20/2017		A		10,198 <u>(2)</u>	A	\$ 0 30,964	D
Common Stock							102,549	D
Common Stock Issuable							160,945.3	D

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 the securities awarded on September 15, 2017 in the form of performance-based restricted stock units ("PSUs") that will vest on February 15, 2019, February 15, 2020, February 15, 2021 and February 15, 2022, based on the certification of achievement by the Issuer of certain targeted performance criteria, specifically Return on Assets and Return on Tangible Common Equity. Each PSU

(1) represents a contingent right to receive shares of common stock of the Issuer equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between the Issuer and the Reporting Person. The PSUs were issued to the Reporting Person pursuant to the Issuer's Amended and Restated 2000 Key Employee Stock Option Plan (the "Plan").

Represents the securities awarded on September 15, 2017 in the form of restricted stock units ("RSUs"). The RSUs were issued to the

(2) Reporting Person pursuant to the Plan. Each RSU represents a contingent right to receive one (1) share of the Issuer's common stock. The grant vests in four (4) equal annual installments: February 15, 2019, February 15, 2020, February 15, 2021 and February 15, 2022.

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.