

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
March 15, 2004

United Community Banks, Inc.

(Exact name of registrant as specified in its charter)

<u>Georgia</u>	<u>No. 0-21656</u>	<u>No. 58-180-7304</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

63 Highway 515, P.O. Box 398
Blairsville, Georgia 30512
(Address of principal executive offices)

Registrant's telephone number, including area code:
(706) 781-2265

Not applicable
(Former name or former address, if changed since last report)

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[EX-99.1 PRESS RELEASE](#)

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Items 1 – 4. Not Applicable

Item 5. On March 15, 2004, United Community Banks, Inc. announced a 3 for 2 split of its common stock effective April 28, 2004 for shareholders of record on April 14, 2004. The press release announcing the split, and schedules showing the effect of the split on previously reported financial information and earnings per share are included as exhibits hereto.

Item 6. Not Applicable

Item 7. Exhibits.

99.1 Press release announcing a 3 for 2 split of United Community Banks, Inc.'s common stock effective April 28, 2004 for shareholders of record on April 14, 2004.

99.2 Schedules showing the effect of the 3 for 2 stock split announced March 15, 2004 on previously reported earnings per share, dividends per share and shares outstanding amounts.

Item 8. Not Applicable

Item 9. Not Applicable

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

/s/ Rex S. Schuette
Rex S. Schuette
Executive Vice President and
Chief Financial Officer

March 15, 2004



For Immediate Release

March 15, 2004

For more information:

Rex S. Schuette
Chief Financial Officer
706-781-2265
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**UNITED COMMUNITY BANKS, INC.
ANNOUNCES A THREE-FOR-TWO STOCK SPLIT**

BLAIRSVILLE, GA, March 15, 2004 – United Community Banks, Inc. (Nasdaq: UCBI) today announced that its board of directors approved a three-for-two split of the company’s common stock. The stock split is in the form of a stock dividend and will be distributed on April 28, 2004 to shareholders of record as of April 14, 2004. This represents the second stock split for United Community Banks since listing on the Nasdaq National Market two years ago. In May of 2002, the company completed a two-for-one stock split, also in the form of a stock dividend.

“The price appreciation we’ve experienced since we began trading on Nasdaq in 2002, reflects our focus on growing our franchise and delivering consistent financial performance,” said Jimmy Tallent, President and Chief Executive Officer of United Community Banks. “This stock split reflects the confidence of our board of directors that we are well positioned for continued growth. It is intended to improve our market liquidity over the long-term and to facilitate investment and trading of United Community Banks’ stock.” The split will bring United’s total number of outstanding common shares to approximately 35.3 million.

About United Community Banks

Headquartered in Blairsville, United Community Banks is the third-largest bank holding company in Georgia. United Community Banks has assets of \$4.1 billion and operates 20 community banks with 73 banking offices located throughout north Georgia, metro Atlanta, coastal Georgia, western North Carolina and east Tennessee. The company specializes in providing personalized community banking services to individuals and small to mid-size businesses in its markets. United Community Banks also offers the convenience of 24-hour access to its services through a network of ATMs, telephone and on-line banking. United Community Banks common stock is listed on the Nasdaq National Market under the symbol UCBI. Additional information may be found at the company's web site, www.ucbi.com.

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United Community Banks, Inc.

Proforma Earnings per share (operating)⁽¹⁾

Restated for 3 for 2 stock split (Record date — April 14, 2004/Distribution date — April 28, 2004)

(in thousands, except per share data)

For the quarter ended	December 31, 2003	September 30, 2003	June 30, 2003	March 31, 2003	December 31, 2002
Basic earnings per share:					
Weighted average shares outstanding	35,260	35,112	34,280	31,827	31,940
Net income available to common shareholders	\$10,580	\$10,352	\$ 9,869	\$ 8,593	\$ 8,534
Basic earnings per share	\$.30	\$.29	\$.29	\$.27	\$.27
Diluted earnings per share:					
Weighted average shares outstanding	35,260	35,112	34,280	31,827	31,940
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	759	670	687	689	757
Effect of conversion of subordinated debt	372	402	420	420	420
Total weighted average shares and common stock equivalents outstanding	36,391	36,185	35,387	32,936	33,117
Net income available to common shareholders	10,580	10,352	9,869	8,593	8,534
Income effect of conversion of subordinated debt, net of tax	23	23	24	25	27
Net income, adjusted for effect of conversion of subordinated debt, net of tax	10,603	10,375	9,893	8,618	8,561
Diluted earnings per share	\$.29	\$.29	\$.28	\$.26	\$.26
Period-end shares outstanding	35,289	35,232	34,967	33,055	31,895
Cash dividends declared per share	\$.0500	\$.0500	\$.0500	\$.0500	\$.0417
Book value per share	\$ 8.47	\$ 8.20	\$ 8.15	\$ 7.39	\$ 6.89

[Additional columns below]

[Continued from above table, first column(s) repeated]

For the quarter ended	September 30, 2002	June 30, 2002	March 31, 2002	December 31, 2001
Basic earnings per share:				
Weighted average shares outstanding	32,089	32,111	32,110	31,914
Net income available to common shareholders	\$ 8,375	\$ 8,073	\$ 7,694	\$ 7,679
Basic earnings per share	\$.26	\$.25	\$.24	\$.24
Diluted earnings per share:				
Weighted average shares outstanding	32,089	32,111	32,110	31,914
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	841	1,043	564	506
Effect of conversion of subordinated debt	420	420	420	420
Total weighted average shares and common stock equivalents outstanding	33,349	33,574	33,094	32,840
Net income available to common shareholders	8,375	8,073	7,694	7,679
Income effect of conversion of subordinated debt, net of tax	29	29	28	32
Net income, adjusted for effect of conversion of subordinated debt, net of tax	8,404	8,102	7,722	7,711
Diluted earnings per share	\$.25	\$.24	\$.23	\$.23
Period-end shares outstanding	32,017	32,121	32,101	32,267
Cash dividends declared per share	\$.0417	\$.0417	\$.0417	\$.0333
Book value per share	\$ 6.67	\$ 6.47	\$ 6.07	\$ 5.98

	Six Months Ended		Nine Months Ended		Years Ended
	June 30, 2003	June 30, 2002	September 30, 2003	September 30, 2002	December 31, 2003
Basic earnings per share:					
Weighted average shares outstanding	33,060	32,111	33,752	32,103	34,132
Net income available to common shareholders	\$18,462	\$15,767	\$28,814	\$24,142	\$39,409
Basic earnings per share	\$.56	\$.49	\$.85	\$.75	\$ 1.15

Diluted earnings per share:					
Weighted average shares outstanding	33,060	32,111	33,752	32,103	34,132
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	686	805	688	817	715
Effect of conversion of subordinated debt	420	420	410	420	405
Total weighted average shares and common stock equivalents outstanding	34,166	33,335	34,849	33,340	35,252
Net income available to common shareholders	18,462	15,767	28,814	24,142	39,409
Income effect of conversion of subordinated debt, net of tax	49	57	72	86	95
Net income, adjusted for effect of conversion of subordinated debt, net of tax	18,511	15,824	28,886	24,228	39,504
Diluted earnings per share	\$.54	\$.47	\$.83	\$.73	\$ 1.12
Period-end shares outstanding	34,967	32,121	35,232	32,017	35,289
Cash dividends declared per share	\$.1000	\$.0833	\$.1500	\$.1250	\$.2000
Book value per share	\$ 8.15	\$ 6.47	\$ 8.20	\$ 6.67	\$ 8.47

[Additional columns below]

[Continued from above table, first column(s) repeated]

	Years Ended				
	December 31, 2002	December 31, 2001	December 31, 2000	December 31, 1999	December 31, 1998
Basic earnings per share:					
Weighted average shares outstanding	32,062	31,691	30,900	30,237	29,997
Net income available to common shareholders	\$32,676	\$28,194	\$21,704	\$17,253	\$15,650
Basic earnings per share	\$ 1.02	\$.89	\$.70	\$.57	\$.52
Diluted earnings per share:					
Weighted average shares outstanding	32,062	31,691	30,900	30,237	29,997
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	759	513	471	606	498
Effect of conversion of subordinated debt	420	420	420	420	420
Total weighted average shares and common stock equivalents outstanding	33,241	32,624	31,791	31,263	30,915
Net income available to common shareholders	32,676	28,194	21,704	17,253	15,650
Income effect of conversion of subordinated debt, net of tax	113	169	220	191	206
Net income, adjusted for effect of conversion of subordinated debt, net of tax	32,789	28,363	21,924	17,444	15,856
Diluted earnings per share	\$.99	\$.87	\$.69	\$.56	\$.51
Period-end shares outstanding	31,895	32,266	31,542	30,281	29,508
Cash dividends declared per share	\$.1667	\$.1333	\$.1000	\$.0667	\$.0500
Book value per share	\$ 6.89	\$ 5.98	\$ 4.97	\$ 3.85	\$ 3.91

- (1) The financial information above is presented on an operating basis which excludes after-tax merger-related charges totaling \$580 thousand or \$.01 per diluted share occurring in the 4th quarter of 2003, \$668 thousand or \$.01 per diluted share occurring in the 2nd quarter of 2003, \$840 thousand or \$.01 per diluted share occurring in the 1st quarter of 2003, \$1.1 million or \$.03 per diluted share occurring in the 4th quarter of 2001, \$7.2 million or \$.23 per diluted share occurring in the 3rd quarter of 2000, and \$1.2 million or \$.04 per diluted share occurring in 1999.

United Community Banks, Inc.

Proforma Earnings per share (GAAP)

Restated for 3 for 2 stock split (Record date — April 14, 2004 / Distribution date — April 28, 2004)

(in thousands, except per share data)

For the quarter ended	December 31, 2003	September 30, 2003	June 30, 2003	March 31, 2003	December 31, 2002
Basic earnings per share:					
Weighted average shares outstanding	35,260	35,112	34,280	31,827	31,940
Net income available to common shareholders	\$10,197	\$10,352	\$ 9,441	\$ 8,047	\$ 8,534
Basic earnings per share	\$.29	\$.29	\$.28	\$.25	\$.27
Diluted earnings per share:					
Weighted average shares outstanding	35,260	35,112	34,280	31,827	31,940
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	759	670	687	689	757
Effect of conversion of subordinated debt	372	402	420	420	420
Total weighted average shares and common stock equivalents outstanding	36,391	36,185	35,387	32,936	33,117
Net income available to common shareholders	10,197	10,352	9,441	8,047	8,534
Income effect of conversion of subordinated debt, net of tax	23	23	24	25	27
Net income, adjusted for effect of conversion of subordinated debt, net of tax	10,220	10,375	9,465	8,072	8,561
Diluted earnings per share	\$.28	\$.29	\$.27	\$.25	\$.26
Period-end shares outstanding	35,289	35,232	34,967	33,055	31,895
Cash dividends declared per share	\$.0500	\$.0500	\$.0500	\$.0500	\$.0417
Book value per share	\$ 8.47	\$ 8.20	\$ 8.15	\$ 7.39	\$ 6.89

[Additional columns below]

[Continued from above table, first column(s) repeated]

For the quarter ended	September 30, 2002	June 30, 2002	March 31, 2002	December 31, 2001
Basic earnings per share:				
Weighted average shares outstanding	32,089	32,111	32,110	31,914
Net income available to common shareholders	\$ 8,375	\$ 8,073	\$ 7,694	\$ 6,595
Basic earnings per share	\$.26	\$.25	\$.24	\$.21
Diluted earnings per share:				
Weighted average shares outstanding	32,089	32,111	32,110	31,914
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	841	1,043	564	506
Effect of conversion of subordinated debt	420	420	420	420
Total weighted average shares and common stock equivalents outstanding	33,349	33,574	33,094	32,840
Net income available to common shareholders	8,375	8,073	7,694	6,595
Income effect of conversion of subordinated debt, net of tax	29	29	28	32
Net income, adjusted for effect of conversion of subordinated debt, net of tax	8,404	8,102	7,722	6,627
Diluted earnings per share	\$.25	\$.24	\$.23	\$.20
Period-end shares outstanding	32,017	32,121	32,101	32,267
Cash dividends declared per share	\$.0417	\$.0417	\$.0417	\$.0333
Book value per share	\$ 6.67	\$ 6.47	\$ 6.07	\$ 5.98

	Six Months Ended		Nine Months Ended		Years Ended
	June 30, 2003	June 30, 2002	September 30, 2003	September 30, 2002	December 31, 2003
Basic earnings per share:					
Weighted average shares outstanding	33,060	32,111	33,752	32,103	34,132
Net income available to common shareholders	\$17,488	\$15,767	\$27,840	\$24,142	\$38,052
Basic earnings per share	\$.53	\$.49	\$.82	\$.75	\$ 1.11
Diluted earnings per share:					
Weighted average shares outstanding	33,060	32,111	33,752	32,103	34,132

Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	686	805	688	817	715
Effect of conversion of subordinated debt	420	420	410	420	405
Total weighted average shares and common stock equivalents outstanding	34,166	33,335	34,849	33,340	35,252
Net income available to common shareholders	17,488	15,767	27,840	24,142	38,052
Income effect of conversion of subordinated debt, net of tax	49	57	72	86	95
Net income, adjusted for effect of conversion of subordinated debt, net of tax	17,537	15,824	27,912	24,228	38,147
Diluted earnings per share	\$.51	\$.47	\$.80	\$.73	\$ 1.08
Period-end shares outstanding	34,967	32,121	35,232	32,017	35,289
Cash dividends declared per share	\$.1000	\$.0833	\$.1500	\$.1250	\$.2000
Book value per share	\$ 8.15	\$ 6.47	\$ 8.20	\$ 6.67	\$ 8.47

[Additional columns below]

[Continued from above table, first column(s) repeated]

Years Ended

	December 31, 2002	December 31, 2001	December 31, 2000	December 31, 1999	December 31, 1998
Basic earnings per share:					
Weighted average shares outstanding	32,062	31,691	30,900	30,237	29,997
Net income available to common shareholders	\$32,676	\$27,110	\$14,474	\$16,098	\$15,650
Basic earnings per share	\$ 1.02	\$.86	\$.47	\$.53	\$.52
Diluted earnings per share:					
Weighted average shares outstanding	32,062	31,691	30,900	30,237	29,997
Net effect of the assumed exercise of stock options based on the treasury stock method using average market price for the period	759	513	471	606	498
Effect of conversion of subordinated debt	420	420	420	420	420
Total weighted average shares and common stock equivalents outstanding	33,241	32,624	31,791	31,263	30,915
Net income available to common shareholders	32,676	27,110	14,474	16,098	15,650
Income effect of conversion of subordinated debt, net of tax	113	169	220	191	206
Net income, adjusted for effect of conversion of subordinated debt, net of tax	32,789	27,279	14,694	16,289	15,856
Diluted earnings per share	\$.99	\$.84	\$.46	\$.52	\$.51
Period-end shares outstanding	31,895	32,266	31,542	30,281	29,508
Cash dividends declared per share	\$.1667	\$.1333	\$.1000	\$.0667	\$.0500
Book value per share	\$ 6.89	\$ 5.98	\$ 4.97	\$ 3.85	\$ 3.91