FORM 4

__Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

OMB APPROVAL

(Print or Type Responses)

r														
1. Name and Address of Rep			Name and Ticker or Tra	0 5	ol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
	UN	ITEL	O COMMUNITY BANKS	S, INC.										
WILLIAMS, RAY K.						Dire		10%						
							<u>X</u> Offi	cer (give title bel	ow) _Other	(specify below)				
									EC VICE PRES					
(Last) (First)	(Middle)		3. I.R.S. Identification Number 4. Statement for					7. Individual or Joint/Group Filing (Check Applicable Line)						
				ting Person,	Month/Ye		X Form filed by One Reporting Person							
4210 IRON DUKE COURT		if a	n enti	ity (voluntary)	MAY 200	2	Form filed by More than One Reporting Person							
(Street)				*** ** ****	5. If Ame	ndment,								
					Date of O	riginal								
DULUTH, GA 30097					(Month/D	ay/Year)								
					MAY 31,	2002								
(City) (State)	(Zip)			Table I — Non-	-Derivative	e Securitie	s Acqui	ired, Disposed of	f, or Beneficiall	y Owned				
1. Title of Security	2. Trans-	3. Trans-	rans- 4. Securities Acquired (A) or Disposed of (D)					5. Amount of	6. Owner-	7. Nature of Indirect				
(Instr. 3)	action	action Co	ode	(Instr. 3, 4 & 5)				Securities	ship Form:	Beneficial Ownership				
	Date	(Instr. 8)					Beneficially I		Direct (D)	(Instr. 4)				
	(Month/ Day/ Year)	Code	V	Amount	(A)	Pric	e	Owned at	or Indirect (I)					
	Ieal)				or			End of Month	(Instr. 4)					
					(D)		(Instr. 3 & 4)							
COMMON STOCK**	05/06/02	Р	V	2000	A		27.88	2,010	D	N/A				
COMMON STOCK**(1)	05/23/02	Р	v	2000	A		29.48	4,010	D	N/A				
COMMON STOCK		-	1 ·				_01.0	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
		<u> </u>				<u> </u>								
	1		1											

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays SEC 1474 (3a currently valid OMB control number 99)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(c.g., puts, curs, warrants, options, convertible securities)												
1. Title of	2. Conver-	3.	4.	5. Number of Der	6. Date		7. Title and Amount	8. Price of	9. Number	10.	11. Nature	
Derivative	sion or	Trans-	Trans-	Securities Acquir	Exercisable		of Underlying	Derivative	of	Owner-	of Indirect	
Security	Excercise	action	action	Disposed of (D)	and Expiration		Securities	Security	Derivative	ship	Beneficial	
	Price of	Date	Code		Date		(Instr. 3 & 4)	(Instr. 5)	Securities	Form	Ownership	
(Instr. 3)	Derivative			(Instr. 3, 4 & 5)	(Month/Day/				Beneficially	of	(Instr. 4)	
	Security	(Month	(Instr.	l' ·		Year)				Owned at	Deriv-	
		Day/	8)							End of	ative	
		Year)								Month	Security:	
										(Instr. 4)	Direct	
				× (A)			<u> </u>		-		(D)	
			Code V	(A)	(D)	Date	1 [•]	Title Amount or			or	
						Exer-	tion	Number of			Indirect	
						cisable	Date	Shares			(I)	
											(Instr. 4)	
	1			1		1			1	1		
						1			1			
1	1	1	1 1	1	1	1	1	I I	1	1	1	I I

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Explanation of Responses:

(1) Stock Prices and amounts have been restated to reflect a 2/1 stock split effective record date 5/15/02, payable 5/29/02. NOTE: Amendment reflects 5 shares of stock that were not restated to account for stock split on original filing

<u>/s/ Ray K. Williams</u>	
**Signature of Reporting Person	

September 6, 2002 Date

**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 provided is insufficient, See Instruction 6 for procedure.

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