SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

MILLER BRADLEY J	. Date of Event Requiring Stater Month/Day/Yea .2/01/2014	ment	3. Issuer Name and Ticker or Trading Symbol <u>UNITED COMMUNITY BANKS INC</u> [UCBI]				
(Last) (First) (Middle) C/O UNITED COMMUNITY BANKS,			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)	
INC. PO BOX 398			X Officer (give title below) SVP, CRO & GENERAI			6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)			5 V P, CRO & GENERAI			X Form filed by One Reporting Person Form filed by More than One	
BLAIRSVILLE GA 30514						Reporting P	
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
COMMON STOCK			1,976	D			
COMMON STOCK (RSUs)			27,938 ⁽¹⁾	D			
COMMON STOCK			937	I By 4		y 401(k)	
COMMON SHARES ISSUABLE			5,015 ⁽²⁾	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Security				6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivativ Security		
Option to Purchase Common Stock	10/09/2008	10/09/2017	Common Stock	416	114.6	D	
Option to Purchase Common Stock	05/05/2009	05/05/2018	Common Stock	727	66.4	D	
Option to Purchase Common Stock	06/22/2010	06/22/2019	Common Stock	1,008	31.5	D	

Explanation of Responses:

1. Under the United Community Banks, Inc. 2000 Key Employee Stock Option Plan (as Amended and Restated effective as of March 15, 2007), 17,250 Restricted Stock Units ("RSUs") were granted on August 12, 2013, and 15,000 RSUs were granted on December 1, 2014. 2013 RSUs vested at 33.3% on September 12, 2014, with the remaining 2013 RSUs scheduled to vest at 33.3% on August 12, 2015, and August 12, 2016. 2014 RSUs vest at 25% on January 1, 2016, then at 25% on three subsequent anniversaries from the date of grant, commencing December 1, 2016.

2. Acquired pursuant to the United Community Banks Deferred Compensation Plan. The Common Shares Issuable are to be settled in UCBI common stock upon termination of employment.

Remarks:

Lois J. Rich as Attorney-in-Fact

12/03/2014

Date

** Signature of Reporting Person

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

KNOW ALL BY THESE PRESENTS, THAT THE UNDERSIGNED HEREBY CONSTITUTES AND APPOINTS (A) REX S. SCHUETTE; B) LOIS J. RICH; AND (C) LORRAINE G. MCKAY, SIGNING SINGLY, THE UNDERSIGNED'S TRUE AND LAWFUL ATTORNEY-IN-FACT TO:

- (1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of United Community Banks, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneysin-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS CAUSED THIS POWER OF ATTORNEY TO BE EXECUTED AS OF THIS 6TH DAY OF OCTOBER 2014.

/s/ BRADLEY J. MILLER Signature

BRADLEY J. MILLER

Print Name