

WILLIAMS RAY K
Form 4
December 30, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
WILLIAMS RAY K

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)
1289 NELSON CIRCLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CCO

BLAIRSVILLE, GA 30512

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	10,825	D	
Common Stock				(A) or (D) Price	1,785.245	I	By 401K

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

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 control number.

SEC 1474 (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. Price or Derivative Security (Instr. 3)										
Phantom Stock Unit ⁽¹⁾	<u>(2)</u>	12/29/2005		A	1,378	<table border="0" style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">Date</td> <td style="text-align: center;">Expiration</td> </tr> <tr> <td style="text-align: center;">Exercisable</td> <td style="text-align: center;">Date</td> </tr> <tr> <td style="text-align: center;"><u>(2)</u></td> <td style="text-align: center;"><u>(2)</u></td> </tr> </table>	Date	Expiration	Exercisable	Date	<u>(2)</u>	<u>(2)</u>	<table border="0" style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">Title</td> <td style="text-align: center;">Amount or Number of Shares</td> </tr> <tr> <td style="text-align: center;">Common Stock</td> <td style="text-align: center;">1,378</td> </tr> </table>	Title	Amount or Number of Shares	Common Stock	1,378	\$ 27
Date	Expiration																	
Exercisable	Date																	
<u>(2)</u>	<u>(2)</u>																	
Title	Amount or Number of Shares																	
Common Stock	1,378																	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RAY K 1289 NELSON CIRCLE BLAIRSVILLE, GA 30512			EVP & CCO	

Signatures

Lois J. Rich as Power of Attorney	12/30/2005
__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).
- (1) Acquired pursuant to The United Community Banks Deferred Compensation Plan
- (2) The units are to be settled in United Community Banks common stock on a 1-for-1 basis after termination of employment.

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.