

UNITED COMMUNITY BANKS INC
 Form 5
 February 13, 2003

FORM 5

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

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

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| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person* SCHUETTE, REX S. | | 2. Issuer Name and Ticker or Trading Symbol UNITED COMMUNITY BANKS, INC. "UCBI" | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EXEC VICE PRES & CFO | |
| (Last) (First) (Middle) 313 JULIUS CHAMBERS DRIVE | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Year 12/31/02 | |
| (Street) BLAIRSVILLE, GA 30512 | | | | 5. If Amendment, Date of Original (Month/Year) | |
| (City) (State) (Zip) | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Amount | (A) or (D) | Price | | | |
| COMMON STOCK | | | | | | | 26,078.3273⁽¹⁾ | D | |

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).

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FORM 5 (continued) 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|--|--|

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| | | Year) | of (D) (Instr. 3, 4 & 5) | | | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | Year (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | |
|--|--------------|-----------------|--------------------------------|----------|---------------|----------------------|-------------------------|---------------------|--|--------------------|--|----------|
| | | | | (A) | (D) | | | | | | | |
| Option to Purchase Common Stock⁽²⁾ | 19.50 | 03/11/02 | | A | 16,000 | 03/11/02 | 03/11/12 | Common Stock | 0 | n/a | 16,000 | D |

Explanation of Responses:

(1) Reflects a fractional share adjustment of .0001 pursuant to notification by 401k account custodian of a 2002 dividend reinvestment reporting error by them to the company.

(2) 2002 Options are 20% vested initially, and vest an additional 20% each year effective March 11.

By: /s/ **REX S. SCHUETTE**

02/13/03

Date

**Signature of Reporting Person

**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.

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