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ALABAMA NATIONAL BANCORPORATION

Form 4

February 26, 2008

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549								3235-0287			
nger							Expires:	January 31, 2005			
to STATEN 16. or	SECU	RITIES				burden ho	average ours per				
Form 5 obligations may continue. See Instruction 1(b). 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											
Responses)											
Address of Reporting	ol			5. Relationship of Reporting Person(s) to Issuer							
				AB]		(Check all applicable)					
	h/Day/Year)	Day/Year)				XDirector10% OwnerOther (specify below) below)					
(Street)		_		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting							
(State)	(Zip) T	able I - Non-	Derivative Se	curitio	es Acai		. or Benefici	ally Owned			
2 T					_	· -					
2. Transaction Date (Month/Day/Year)	Execution Date, it any	Transaction Code	Transaction Disposed of (Code (Instr. 3, 4 and 5 (Instr. 8)		(D)	Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
02/22/2008		D	1,061,986	D	(1)	0	I	Held in Charles Phillip McWane Grantor Annuity Trust, of which			
	his box nger to 16. or Filed pur Section 17(Section 17(Responses) Address of Reporting C C PHILLIP (First) (Street) HAM, AL 35223 (State) 2. Transaction Date (Month/Day/Year)	his box nger to 16. or Filed pursuant to Section Ons Section 17(a) of the Public 30(h) of the Responses) Address of Reporting Person * E C PHILLIP ALA BAN (First) (Middle) 3. Dat (Mont HWAY 280, SUITE 300 02/22 (Street) 4. If A Filed(the Mann) (State) (Zip) T 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date, if any (Month/Day/Year)	Washington his box lager to STATEMENT OF CHANGES IN 16. SECU- for Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hoto 30(h) of the Investment Responses) Address of Reporting Person * Symbol ALABAMA NA BANCORPORA (First) (Middle) 3. Date of Earliest * (Month/Day/Year) HWAY 280, SUITE 300 02/22/2008 (Street) 4. If Amendment, I Filed(Month/Day/Year) 2. Transaction Date (A. If Amendment, I Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Code (Month/Day/Year) Code V	Mashington, D.C. 2054 To section 16. SECURITIES One one of section 17(a) of the Public Utility Holding Company of the Investment Company of the In	Responses) Address of Reporting Person * First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) HAM, AL 35223 (State) (Zip) Table I - Non-Derivative Securities Acquisition (Month/Day/Year) (Acquisition) Table I - Non-Derivative Securities Acquisition (Month/Day/Year) (Acquisition) Table I - Non-Derivative Securities Excursion (Month/Day/Year) (Acquisition) Table I - Non-Derivative Securities (Month/Day/Year) (Acquisition)	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194 Responses) Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol ALABAMA NATIONAL BANCORPORATION [ALAB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) HWAY 280, SUITE 300 (02/22/2008) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) HAM, AL 35223 (State) (Zip) Table I - Non-Derivative Securities Acquired (A) (Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) (Month/Day/Year) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) Code V Amount (D) Price	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 Responses) Address of Reporting Person 2	washington, D.C. 20549 Number: Expires: Estimated burden he response. 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 Responses) Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol ALABAMA NATIONAL BANCORPORATION [ALAB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) Applicable Line) X. Form filed by One Reporting Filed(Month/Day/Year) Applicable Line) X. Form filed by More than One I Person (State) (Zip) Table I - Non-Derivative Securities Acquired (A) 5. Amount of 6. (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) Beneficially Form: (Month/Day/Year) (Instr. 3, 4 and 5) (Month Graph) Graph Graph Graph Graph) Graph			

insider shares investment control

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Common Stock	02/22/2008	D	184,692	D	(1)	0	I	By family limited partnership
Common Stock	02/22/2008	D	14,928	D	(1)	0	I	By G. Ruffner Page, Jr., as custodian for the minor children of insider

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) ccquired (A) or bisposed of (D) nstr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(2)	02/22/2008		D	6,796.48	(2)	(2)	Common Stock	6,796.48

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o wher runne, runne os	Director	10% Owner	Officer Othe				
MCWANE C PHILLIP 2900 HIGHWAY 280 SUITE 300 BIRMINGHAM, AL 35223	X						
0: .							

Signatures

William E. Matthews V, by power of attorney 02/26/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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).
 - Disposed of pursuant to a merger agreement by and among the issuer, RBC Centura Banks, Inc. and Royal Bank of Canada, or RBC. Shares of the issuer's common stock were exchanged, based on each stockholder's election, for either (i) RBC common shares worth U.S. \$80.00, as described below, or (ii) U.S. \$80.00 in cash, subject to certain proration procedures designed to ensure that the aggregate
- consideration to be paid by RBC to all of the issuer's stockholders was, as nearly as practicable, 50% cash and 50% RBC common shares. Subject to these proration requirements, those stockholders of the issuer electing to receive RBC common shares received, for each share of the issuer's common stock, a number of RBC common shares equal to U.S. \$80.00 divided by the volume-weighted average market price of RBC common shares on the New York Stock Exchange over the five-trading-day period ending on the last full trading day immediately before the closing date of the merger.
- The phantom stock units were accrued under the Alabama National BanCorporation Plan for the Deferral of Compensation for Directors
- (2) Who Are Not Employees of the Company. Pursuant to the terms of the plan, each unit was to be converted to common stock on a 1-for-1 basis at the end of the deferral period.
- (3) Pursuant to the merger agreement, each phantom stock unit was converted into cash equal to the number of stock equivalents in the deferral account multiplied by U.S. \$80.00.

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.