## Edgar Filing: ALABAMA NATIONAL BANCORPORATION - Form 4

ALABAMA Form 4 February 26	A NATIONAL BA	ANCORP	ORATIO	DN								
									OMB A	PPROVAL		
FORM	<b>4</b> UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										
Check th if no lon	gar		_					Expires:	January 31, 2005			
subject t Section Form 4 d	16. <b>SIAIE</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES							burden ho	Estimated average burden hours per response 0.5		
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 170	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)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol ALABAMA NATIONAL BANCORPORATION [ALAB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) P.O. BOX	t) (First) (Middle) 3. Date (Month			f Earliest T Day/Year)	-			X_ Director 10% Owner Officer (give title Other (specify below) below)				
Filed(Mo				endment, Dannent, Da	ate Original r)			<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ol>				
	HAM, AL 35243	(7:						Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			n Date, if	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	SecuritiesOBeneficiallyIOwnedOFollowingIReportedO	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	02/22/2008			D	67,089	D	<u>(1)</u>	0	D			
Common Stock	02/22/2008			D	417,768	D	<u>(1)</u>	0	I	By William McWane Trust for the benefit of Phillip McWane, of which insider serves as trustee		

Common Stock	02/22/20	08	D	174,070	D	<u>(1)</u>	0		I	By Willia McWane Trust for the benefi of Anna McWane, of which insider serves as trustee	it
Common Stock	02/22/20	08	D	1,500	D	<u>(1)</u>	0		Ι	Held by insider as custodian for minor children	l
Common Stock	02/22/20	08	D	15,000	D	<u>(1)</u>	0		I	Held in three truss for benefi of Phillip McWane' children, which insider serves as trustee	it 's
Common Stock	02/22/20	02/22/2008		8,000	D	(1)	0	Ι		By insider's spouse	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.											
		Table II - Derivative      (e.g., puts, or	Securities Acq calls, warrants								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	any	Deemed cution Date, if nth/Day/Year)	Code	TransactionDerivative Expiration Da Code Securities (Month/Day/Y		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V	(A)	(D)	1	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(2)</u>	02/22/2008		D		9,635.	.92	(2)	(2)	Common Stock	9,635.92

Units

## **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

10% Owner Officer Other

PAGE G RUFFNER JR P.O. BOX 43327 BIRMINGHAM, AL 35243

## Signatures

William E. Matthews V, by power of attorney

02/26/2008

\*\*Signature of Reporting Person Date

Director

X

## **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

(1) 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.