

ALABAMA NATIONAL BANCORPORATION
Form S-8 POS
February 25, 2008

As filed with the Securities and Exchange Commission on February 22, 2008

Registration No. 333-70205

Registration No. 333-70209

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO FORM S-8 REGISTRATION STATEMENT NO. 333-70205

POST-EFFECTIVE AMENDMENT NO. 2

TO FORM S-8 REGISTRATION STATEMENT NO. 333-70209

Under

The Securities Act of 1933

ALABAMA NATIONAL BANCORPORATION

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1927 First Avenue North

Birmingham, Alabama
(Address of principal executive offices)

35203
(Zip code)

Community Financial Corporation

1994 Stock Option Plan

Community Financial Corporation

1996 Stock Incentive Plan

(Full Titles of Plans)

John H. Holcomb, III

Chairman and Chief Executive Officer

1927 First Avenue North

Birmingham, AL 35203

(205) 583-3600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With Copies to:

Christopher B. Harmon, Esq.

Maynard, Cooper & Gale, P.C.

1901 Sixth Avenue North

Suite 2400

Birmingham, Alabama 35203

(205) 254-1000

DEREGISTRATION OF UNSOLD SECURITIES

These post-effective amendments relate to the following registration statements on Form S-8 (collectively, and as amended to date, the Registration Statements), filed by Alabama National BanCorporation, a Delaware corporation (the Company), with the Securities and Exchange Commission, registering shares of the Company s common stock, \$1.00 par value per share (the Common Stock):

File No. 333-70205, filed on January 7, 1999, and amended on January 15, 1999, registering 56,641 shares.

File No. 333-70209, filed on January 7, 1999, and amended on January 15, 1999, registering 39,051 shares.

Promptly following the filing of these post-effective amendments, it is expected that the Company will merge with and into RBC Centura Banks, Inc., with RBC Centura Banks, Inc. as the surviving corporation. The offerings pursuant to the Registration Statements have been terminated as a result of such merger or otherwise. In accordance with the undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the respective offerings, the Company is filing these Post-Effective Amendments No. 2 and hereby removes from registration all shares of Common Stock that remain unsold under each of the Registration Statements. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments No. 2 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on the 22nd day of February, 2008.

ALABAMA NATIONAL BANCORPORATION

By: /s/ John H. Holcomb, III
 John H. Holcomb, III
 Its Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments No. 2 to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|--|-------------------|
| /s/ John H. Holcomb, III | Chairman, Chief Executive Officer | February 22, 2008 |
| John H. Holcomb, III | and Director (principal executive officer) | |
| * | Vice Chairman and Director | February 22, 2008 |
| Dan M. David | | |
| /s/ Richard Murray, IV | President, Chief Operating Officer and Director | February 22, 2008 |
| Richard Murray, IV | | |
| /s/ William E. Matthews, V | Executive Vice President and Chief Financial Officer | February 22, 2008 |
| William E. Matthews, V | | |
| /s/ Shelly S. Williams | Senior Vice President and Controller | February 22, 2008 |
| Shelly S. Williams | | |
| * | Director | February 22, 2008 |
| W. Ray Barnes | | |
| * | Director | February 22, 2008 |
| John D. Johns | | |
| * | Director | February 22, 2008 |
| John J. McMahon, Jr. | | |

| | | |
|----------------------------|----------|-------------------|
| * C. Phillip McWane | Director | February 22, 2008 |
| * William D. Montgomery | Director | February 22, 2008 |
| * Draytron Nabers, Jr. | Director | February 22, 2008 |
| * G. Ruffner Page, Jr. | Director | February 22, 2008 |
| * W. Stancil Starnes | Director | February 22, 2008 |

*By: /s/ John H. Holcomb, III
John H. Holcomb, III
Attorney-in-fact