

BURDETTE H SPEER  
Form 4  
December 18, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BURDETTE H SPEER**

2. Issuer Name and Ticker or Trading Symbol  
**FLAG FINANCIAL CORP [FLAG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3475 PIEDMONT ROAD, NE,  
SUITE 550

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

ATLANTA, GA 30305

(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                    | 12/08/2006                           |  | D                              | 3,905   | D <u>(1)</u> 0  | D  |                                   |
| Common Stock                    | 12/08/2006                           |  | D                              | 6,754.92  | D <u>(1)</u> 0  | I  | By IRAs                           |
| Common Stock                    | 11/29/2006                           |  | D                              | 870   | D <u>(2)</u> 10,659.92  | D  |                                   |

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

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SEC 1474  
(9-02)

number.

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 13.75   | 12/08/2006                           |  | D                              | 1,125   | <u>(3)</u> 03/01/2008                                    | Common Stock  | 1,125                         |
| Stock Option (right to buy)                | \$ 13.0833   | 12/08/2006                           |  | D                              | 9,117   | <u>(4)</u> 03/28/2008                                    | Common Stock  | 9,117                         |
| Stock Option (right to buy)                | \$ 10.75   | 12/08/2006                           |  | D                              | 857   | <u>(5)</u> 03/01/2009                                    | Common Stock  | 857                           |
| Stock Option (right to buy)                | \$ 9.1   | 12/08/2006                           |  | D                              | 15,000  | <u>(6)</u> 03/04/2012                                    | Common Stock  | 15,000                        |

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director    10% Owner    Officer    Other

BURDETTE H SPEER  
3475 PIEDMONT ROAD, NE, SUITE 550  
ATLANTA, GA 30305

X

## Signatures

/s/ H. Speer  
Burdette

12/18/2006

\*\*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) Disposed of pursuant to a merger agreement between issuer and RBC Centura Banks, Inc. in exchange for cash in the amount of \$25.50 per share.
- (2) Disposed of pursuant to a charitable gift.
- (3) This option, which was fully vested on the grant date, was canceled in the merger in exchange for a cash payment of \$13,218, representing the difference between the exercise price of the option and \$25.50.
- (4) This option, which was fully vested on the grant date, was canceled in the merger in exchange for a cash payment of \$113,203, representing the difference between the exercise price of the option and \$25.50.
- (5) This option, which was fully vested on the grant date, was canceled in the merger in exchange for a cash payment of \$12,640.75, representing the difference between the exercise price of the option and \$25.50.
- (6) This option, which was fully vested on the grant date, was canceled in the merger in exchange for a cash payment of \$246,000, representing the difference between the exercise price of the option and \$25.50.

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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