Edgar Filing: ANDERSON WILLIAM H II - Form 4

ANDERSON	N WILLIAM H I	I									
Form 4											
November 14	4, 2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AF OMB Number:	PROVAL 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWNERSHIP O SECURITIES					Expires:January 31, 2005Estimated average burden hours per response0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17((a) of the H	Public U	tility Hold		pany 4	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type F	Responses)										
ANDERSON WILLIAM H II Symbol				er Name and Ticker or Trading FINANCIAL CORP [Flag]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Transaction					all applicable			
			(Month/Day/Year) 11/14/2005					_X_Director10% Owner Officer (give titleOther (specify below)below)			
				Amendment, Date Original I(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MACON, G	A 31210							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	ecuriti		iired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or			of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common stock	11/14/2005			Code V M	Amount 150,000	(D) A	Price \$ 6.51	162,625	D		

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.

 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. Transactio Code (Instr. 8)	 5. Number of tiorDerivative Securities Acquired (A) or) Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title A N S
Common stock warrants (right to buy)	\$ 9.1	11/14/2005		D <u>(1)</u>		150,000	11/14/2005	11/14/2005	Common
Common stock warrants (right to buy)	\$ 6.51	11/14/2005		A <u>(1)</u>	150,000		11/14/2005	11/14/2005	Common stock
Common stock warrants (right to buy)	\$ 6.51	11/14/2005		М		150,000	11/14/2005	11/14/2005	Common stock

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer Other				
ANDERSON WILLIAM H II 5444 RIVERSIDE DR MACON, GA 31210	Х						
Signatures							
William H. Anderson, II	1/14/200	5					

**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).

Amendments of the outstanding warrants with respect to the price reduction and term forfeiture result in the deemed cancellation of the
 (1) warrants and regrant of amended warrants pursuant to SEC Rule 16B-3. The warrants were originally acquired by the Reporting Person in a series of private placement transactions in 2002 at a cost of \$1.00 per warrant.

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.