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COMMUNITY BANKSHARES INC /SC/  
 Form S-8  
 August 11, 2004

Registration No.

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMMUNITY BANKSHARES, INC.  
 (Exact name of registrant as specified in its charter)

South Carolina  
 (State or other jurisdiction of  
 incorporation or organization)

57-0966962  
 (I.R.S. Employer  
 Identification No.)

791 Broughton St., Orangeburg, South Carolina 29115  
 (Address of principal executive offices and zip code)

COMMUNITY BANKSHARES, INC.  
 1997 STOCK OPTION PLAN  
 (Full title of Plan)

William W. Traynham  
 Community Bankshares, Inc.  
 President and  
 Chief Financial Officer  
 791 Broughton Steet  
 Orangeburg, South Carolina 29115  
 (Name and address of agent for service)

Copies to:  
 George S. King, Jr., Esquire  
 Suzanne Hulst Clawson, Esquire  
 Haynsworth Sinkler Boyd, P.A.  
 1426 Main Street, Suite 1200  
 Columbia, South Carolina 29201

(803) 779-3080

(803) 535-1060  
 (Telephone number, including  
 area code, of agent for service)

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)
Common Stock, no par value	300,000 shares	\$17.45	\$5,235,000.00

(1) This registration statement also covers such indeterminable number of additional shares as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Plan.

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(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, based on the average of the high and low trading prices of the shares reported by the American Stock Exchange on August 5, 2004.

Exhibit Index on page 6

PART I

This registration statement relates to registration of 300,000 additional shares of common stock, which are reserved for issuance pursuant to the Registrant's 1997 Stock Option Plan. Registrant statements have previously been filed with respect to other shares of the Registrant's common stock reserved for issuance under the same stock option plan. The contents of such earlier registration statements, File No. 333-29951, filed June 25, 1997, File No. 333-78867, filed May 20, 1999, and File No. 333-63598, filed June 22, 2001, are hereby incorporated by reference herein.

Item 8. Exhibits.

- 4 Community Bankshares, Inc. Amended 1997 Stock Option Plan
- 5 Opinion of Haynsworth Sinkler Boyd, P.A.
- 23.1 Consent of J. W. Hunt and Company, L.L.P.
- 23.2 Consent of Haynsworth Sinkler Boyd, P.A. (included in Exhibit 5).
- 24 Power of Attorney (on signature page)

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SIGNATURES

The Registrant

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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Orangeburg, State of South Carolina on July 26, 2004.

Community Bankshares, Inc

s/E. J. Ayers, Jr.

By:-----

E. J. Ayers, Jr.

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities indicated on July 26, 2004.

s/William W. Traynham

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By:-----  
William W. Traynham  
President and Chief Financial Officer  
(Principal Accounting and Financial Officer)

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints E. J. Ayers, Jr., and William W. Traynham, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documentation in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 26, 2004.

s/E. J. Ayers, Jr. ----- E. J. Ayers, Jr.	Chief Executive Officer, Chairman of the Board of Directors
s/Keith W. Buckhouse ----- Keith W. Buckhouse	Director
s/Alvis J. Bynum ----- Alvis J. Bynum	Director
s/Martha Rose C. Carson ----- Martha Rose C. Carson	Director
s/Anna O. Dantzler ----- Anna O. Dantzler	Director
s/A. Wade Douroux ----- A. Wade Douroux	Director
s/Thomas B. Edmunds ----- Thomas B. Edmunds	Director
s/J. M. Guthrie ----- J. M. Guthrie	Director
s/William A. Harwell ----- William A. Harwell	

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William A. Harwell Director

s/Richard L. Havekost  
-----

Richard L. Havekost Director

-----  
Phil P. Leventis

Director

s/J. V. Nicholson, Jr  
-----

J. V. Nicholson, Jr. Director

s/Robert B. Smith  
-----

Robert B. Smith Director

s/Samuel F. Reid, Jr.  
-----

Samuel F. Reid, Jr. Director

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s/William W. Traynham  
-----

William W. Traynham President, Chief Financial  
Officer, Director

s/J. Otto Warren, Jr  
-----

J. Otto Warren, Jr. Director

-----  
Wm. Reynolds Williams

Director

s/Michael A. Wolfe  
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Michael A. Wolfe Director

EXHIBIT INDEX

EXHIBIT

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23.2	Consent of Haynsworth Sinkler Boyd, P.A. (included in Exhibit 5)
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