Welden W Edgar Sr Form 4 January 05, 2006

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

BANCORPORATION [ALAB]

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Welden W Edgar Sr

(First) (Middle)

1029 22ND STREET SOUTH

(Street)

(Zip)

BIRMINGHAM, AL 35205 (State)

(Month/Day/Year)

Symbol

Filed(Month/Day/Year)

ALABAMA NATIONAL

3. Date of Earliest Transaction

(Month/Day/Year)

01/03/2006

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 5. Amount of 3. 4. Securities 6. Ownership 7. Nature of Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect Code Beneficially (D) or Indirect Beneficial Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) Ownership (Instr. 8) Owned (I) (Instr. 4) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 (9-02)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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. P TransactionDerivative **Expiration Date Underlying Securities** Derivative Conversion (Month/Day/Year) Execution Date, if Der (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Seci any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	•	nstr. 3, 4,					(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	01/03/2006		A		158.58		(2)	(2)	Common Stock	158.58	\$ 6
Phantom Stock Units	(1)	01/03/2006		A	V	20.37		(2)	(2)	Common Stock	20.37	\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Welden W Edgar Sr 1029 22ND STREET SOUTH BIRMINGHAM, AL 35205	X						

Signatures

William E. Matthews V, by power of attorney 01/05/2006

Explanation of Responses:

**Signature of Reporting Person

- * 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) The units convert to common stock on a 1-for-1 basis.

The phantom stock units were accrued under the Alabama National BanCorporation Plan for the Deferral of Compensation for Directors

Date

(2) Who Are Not Employees of the Company and the Alabama National BanCorporation Plan for the Deferral of Compensation By Non-Employee Directors of the Subsidiary Banks and are to be settled in common stock at the end of the deferral period.

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.

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