

FLAG FINANCIAL CORP  
Form 10-Q/A  
September 28, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-24532

FLAG FINANCIAL CORPORATION

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(Exact name of registrant as specified in its charter)

Georgia

58-2094179

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(State of incorporation)

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

3475 Piedmont Road N.E. Suite 550  
Atlanta, Georgia

30305

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(Address of principal executive offices)

(Zip Code)

(404) 760-7700

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(Telephone Number)

Indicate by check mark whether the registrant has (1) filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES XX NO

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Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

Common stock, par value \$1 per share: 8,259,663 shares  
Outstanding as of August 4, 2004

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Explanatory Note

This Amendment No. 1 to the Registrant's Form 10-Q for the quarter ended June 30, 2004 is filed solely to attach Exhibit 4.1.

**Flag Financial Corporation and Subsidiaries**

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Part II. Other Information

Item 6. Exhibits and Report on Form 8-K

(a) Exhibits

- 4.1 Indenture dated April 15, 2004 between the Registrant and Flag Financial Corporation Statutory Trust
- 31.1 Section 302 Certification by Chief Executive Officer
- 31.2 Section 302 Certification by Chief Financial Officer
- 32.1 Section 906 Certification by Chief Executive Officer and Chief Financial Officer

(b) Reports on Form 8-K

Reports on Form 8-K filed during the Second Quarter of 2003:

April 16, 2004: Report on Form 8-K containing Flag's first quarter 2004 earnings press release pursuant to Item 12. The information reported therein shall not be deemed filed for purposes of liability under Section 18 of the Exchange Act.

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**Flag Financial Corporation and Subsidiaries**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to its Report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

Flag Financial Corporation

By: /s/ Joseph W Evans

Joseph W. Evans

(Chief Executive Officer)

Date: 9/28/04

By: /s/ J. Daniel Speight, Jr.

J. Daniel Speight, Jr.

(Chief Financial Officer)

Date: 9/28/04