

COPE CARYN D
Form 4
December 30, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
COPE CARYN D

2. Issuer Name and Ticker or Trading Symbol
COLONIAL BANCGROUP INC [CNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2508 GUNSTER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Credit Officer

MONTGOMERY, AL 36111

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

(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)
			Code	V Amount (D) Price			
Common Stock	12/28/2004		J(1)	V 531 A 18.41 (2)	25,981	D	
Preferred Securities, Colonial Capital Trust IV					600	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

SEC 1474 (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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 21.45	12/28/2004		A	10,000 (3)	12/28/2005 ⁽⁴⁾	12/28/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 11.5313					12/30/1999 ⁽⁵⁾	12/30/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 ⁽⁶⁾	12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54					06/18/2001	06/18/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 14.81					12/28/2002 ⁽⁷⁾	12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2004 ⁽⁸⁾	12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75					12/30/2003 ⁽⁹⁾	12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28					12/23/2004 ⁽¹⁰⁾	12/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.28					12/23/2004	12/23/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPE CARYN D 2508 GUNSTER ROAD MONTGOMERY, AL 36111			Chief Credit Officer	

Signatures

Caryn D. Cope 12/30/2004

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) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (2) Average purchase price of 401K shares issued throughout the year.
- (3) 6,460 options will be classified as incentive stock options. The remaining 3,540 options will be classified as Non-Qualified stock options. This grant will be split up on subsequent forms to show this.
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (7) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (8) 2,860 options vest on 12/30/2004. The remaining options vest in three equal installments, annually, on 12/30/2005, 12/30/2006, and 12/30/2007.
- (9) 3,200 options vest one year from the grant date. The remaining 340 options vest on 12/30/2004.
- (10) 534 options vest one year from the date of grant. The remaining 8,000 options vest in four equal installments, beginning on 12/23/2005.

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.