

MOORE SARAH H
Form 4
January 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
MOORE SARAH H

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)
124 EVERGREEN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2005

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

DEATSVILLE, AL 36022

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 01/20/2005 | | A | | 30,000 ⁽¹⁾ | A | \$ 20 45,467 D |
| Common Stock | 01/20/2005 | | J ⁽²⁾ | V | 67 | A | \$ 20.13 ⁽³⁾ 45,534 D |
| Common Stock | | | | | | | 3,080 I By Son |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 8.578 | | | | | 09/03/1997 09/03/2006 | Common Stock 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.29 | | | | | 09/03/1997 09/03/2006 | Common Stock 1,500 |
| Incentive Stock Option (right to buy) | \$ 11.5313 | | | | | 12/30/1999 12/30/1998 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 10.5 | | | | | 12/30/2000 12/30/2009 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 9.5 | | | | | 05/16/2001 ⁽⁴⁾ 05/16/2010 | Common Stock 25,900 |
| Non-Qualified Stock Option (right to buy) | \$ 9.5 | | | | | 05/16/2001 ⁽⁵⁾ 05/16/2010 | Common Stock 24,100 |
| Incentive Stock Option (right to buy) | \$ 12.54 | | | | | 06/18/2001 06/18/2011 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 14.81 | | | | | 12/28/2002 ⁽⁶⁾ 12/28/2011 | Common Stock 5,000 |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2006 ⁽⁷⁾ 12/30/2012 | Common Stock 1,100 |

| | | | | | |
|---|----------|----------------------------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | 12/30/2003 ⁽⁸⁾ | 12/30/2012 | Common Stock | 3,8 |
| Incentive Stock Option (right to buy) | \$ 17.28 | 12/23/2006 ⁽⁹⁾ | 12/23/2013 | Common Stock | 6,0 |
| Non-Qualified Stock Option (right to buy) | \$ 17.28 | 12/23/2004 ⁽¹⁰⁾ | 12/23/2013 | Common Stock | 4,0 |
| Incentive Stock Option (right to buy) | \$ 21.45 | 12/28/2006 ⁽¹¹⁾ | 12/28/2014 | Common Stock | 8,0 |
| Non-Qualified Stock Option (right to buy) | \$ 21.45 | 12/28/2005 ⁽¹²⁾ | 12/28/2014 | Common Stock | 2,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE SARAH H 124 EVERGREEN DRIVE DEATSVILLE, AL 36022 | | | Chief Financial Officer | |

Signatures

Sarah H. Moore 01/24/2005

**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) Restricted Stock awarded under the Long Term Incentive Plan. Shares vest 100% on the 5th anniversary of the grant date.
- (2) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (3) Average purchase price of 401K shares issued throughout the year.
- (4) 2,510 options vest annually for three years commencing one year from the grant date. The fourth year 8,370 options vest and the fifth year 10,000 options vest.
- (5) 100% vested.
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (7) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.
- (8) 1,000 options vest annually for three years commencing one year from the date of grant. The remaining 891 options vest on the fourth anniversary of the grant date.
- (9) Options vest in three equal installments, commencing three years from the grant date. (0% Vested)
- (10) Options vest in two equal installments, commencing one year from the grant date. (50% vested)

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(11) Options vest in four equal installments, commencing two years from the grant date. (0% vested)

(12) Shares fully vest on 12/28/2005. (0% vested)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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