LOWDER ROBERT E

1. Name and Address of Reporting Person *

Form 5

January 31, 2005

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

LOWDER ROBERT E Sys			Symbol COLONIAL BANCGROUP INC [CNB]				Issuer (Check all applicable)			
(Last)	(First) (1	(Month/	3. Statement for Issuer's Fiscal Year Ende (Month/Day/Year) 12/31/2004			_	Director 10% Owner Street Other (specify below) Street Other (specify below) CEO			
ONE COM	MERCE STREET	Г, 8ТН						CLO		
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting			
	Fileu(Month/Day/Year)					(check applicable line)				
MONTGON	MERY, AL 36	5104				_	X_ Form Filed by 0 Form Filed by Nerson	One Reporting Pe More than One Re		
(City)	(State)	(Zip) Tal	ole I - Non-Dei	rivative Se	curiti	es Acquii	red, Disposed of	, or Beneficial	ly 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 at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					(A) or	ъ.	(Instr. 3 and 4)	(Instr. 1)		
G				Amount	(D)	Price \$				
Common Stock	12/31/2004	Â	<u>J(1)</u>	321	A	18.77 (2)	6,096,549	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	25,960	I	by Spouse	
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 required to respond unless						SEC 2270 (9-02)	

the form displays a currently valid OMB control number.

Edgar Filing: LOWDER ROBERT E - Form 5

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Nu Sh
Incentive Stock Option (right to buy)	\$ 9.5775	Â	Â	Â	Â	Â	01/15/1998	01/15/2007	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 9.5775	Â	Â	Â	Â	Â	01/15/1998	01/15/2007	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 10.38	Â	Â	Â	Â	Â	03/29/2001(3)	03/29/2010	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â	Â	12/30/2000	12/30/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.5313	Â	Â	Â	Â	Â	12/30/1999	12/30/2008	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LOWDER ROBERT E ONE COMMERCE STREET, 8TH FLOOR MONTGOMERY, AL 36104	Â	Â	CEO	Â		

Signatures

Robert E. 01/31/2005 Lowder

**Signature of Date
Reporting Person

Reporting Owners 2

Edgar Filing: LOWDER ROBERT E - Form 5

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 reporting period.
 - 100,000 options vest in 5 equal installments, 20% annually beginning one year from the date of grant. The other 100,000 options vest
- (3) 100% on any given date if the stock price increases to \$16.71 and stays there for 5 consecutive trading days. If the price does not reach \$16.71 by 3/29/05, then none of the options vest.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.