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MATHISON	I JOHN ED											
Form 4												
January 31, 2	2005											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL		
	UNITED	STATES				ND EX D.C. 20		NGE C	OMMISSION	OMB Number:	3235-0287	
Check th											January 31,	
if no long subject to	- <u> </u>	AENT O	F CHAN	GES I	NE	BENEF	ICIA	LOW	NERSHIP OF	Expires: 200 Estimated average		
Section 16. SECURITIES								burden hours per				
Form 4 o	-									response	•	
Form 5 obligation								-	e Act of 1934,			
may cont				•		•	· ·		1935 or Section	n		
See Instru	uction	30(n)	of the In	vestme	ent	Compar	iy Ac	t of 194	0			
1(b).												
(Print or Type I	Responses)											
1. Name and A	2. Issuer	2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to					
MATHISO	Symbol COLONIAL BANCGROUP INC						Issuer (Check all applicable)					
[CNB]									(Check an applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction					_X_Director10% Owner				
				(Month/Day/Year)					Officer (give title Other (specify below) below)			
6472 WYN	01/27/2005						,					
(Street)			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
File				nth/Day/Y	(ear)				Applicable Line) _X_ Form filed by One Reporting Person			
MONTCON	AEDV AL 2611	7								Iore than One Re		
MONTGON	MERY, AL 3611'	/							Person			
(City)	(State)	(Zip)	Tabl	e I - Noi	n-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of		Date 2A. Deemed				4. Secur			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)		on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8)						Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
(Instr. 3)		any (Month/I						3)	Owned	(D) or	Direct Beneficial Ownership	
		[×]	, , , , , , , , , , , , , , , , , , ,	,	<i>.</i>				Following	Indirect (I)	(Instr. 4)	
			(A)						Reported Transaction(s)	(Instr. 4)		
				a 1			or	р.	(Instr. 3 and 4)			
Common				Code	V	Amount	(D)	Price \$	· · · ·			
Stock	01/27/2005			J <u>(1)</u>	V	142	А	φ 17.68	47,179	D		
								17.00				
Common									2,000	Ι	by Spouse	
Stock												

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 the form displays a currently valid OMB control number.

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 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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MATHISON JOHN ED 6472 WYNWOOD PLACE MONTGOMERY, AL 36117	Х							
Signatures								
Lisa M. Free, Pursuant to Powe	01/31/2005							
**Signature of Reporting P	Date							
Explanation of Responses:								

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 Restricted Stock Plan for Directors.

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.