DUNCAN HELENA THOMAS

Form 4 May 16, 2005

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of DUNCAN HELENA		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 7165 PEPPER TRE	,	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2005	Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President		
(Stree	et)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MONTGOMERY, A	AL 36117		Form filed by More than One Reporting		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, 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. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/13/2005		J <u>(5)</u>	1	A	\$ 20.31	31,098	D	
Common Stock	05/13/2005		P	90	A	\$ 22.16	90	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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	of	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and A	Securities	8 II S (()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (right to buy)	\$ 21.45					12/28/2005(1)	12/28/2014	Common Stock	10,000	
Incentive Stock option (right to buy)	\$ 12.54					06/18/2001	06/18/2011	Common Stock	2,000	
Incentive Stock option (right to buy)	\$ 14.81					12/28/2002(2)	12/28/2011	Common Stock	2,000	
Incentive Stock option (right to buy)	\$ 11.75					12/30/2003(3)	12/30/2012	Common Stock	2,000	
Incentive Stock option (right to buy)	\$ 17.28					12/23/2004(4)	12/23/2013	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Executive Vice President

Reporting Owners 2

DUNCAN HELENA THOMAS 7165 PEPPER TREE LANE MONTGOMERY, AL 36117

Signatures

Helena T. 05/16/2005 Duncan

**Signature of Date

Reporting Person

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) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% Vested)
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (5) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.

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.

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