

Hill Patti G  
 Form 4  
 February 22, 2006

**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 \*  
 Hill Patti G

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)  
 8931 COUNTY ROAD 34  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

FAIRHOPE, AL 36532

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 (A) or (D) Price			
Common Stock	02/21/2006		M	20,000 A \$ 11.5313	70,238	D	
Common Stock	02/21/2006		J <sup>(6)</sup>	V 108 A \$ 24.46	70,346	D	

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

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SEC 1474 (9-02)

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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. 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
Incentive Stock Option (right to buy)	\$ 21.41					12/30/2005 <sup>(1)</sup> 12/30/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 11.5313	02/21/2006		M	20,000	12/30/1999 12/30/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 <sup>(2)</sup> 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 <sup>(3)</sup> 12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2007 12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75					12/30/2003 <sup>(4)</sup> 12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28					12/23/2004 <sup>(5)</sup> 12/23/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Patti G 8931 COUNTY ROAD 34 FAIRHOPE, AL 36532			Chief Operating Officer	

## Signatures

Patti G. Hill

02/22/2006

\*\*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) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (4) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant. (75% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)
- (6) 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.

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