

COLONIAL BANCGROUP INC
Form 4
April 20, 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 *
GREEN LINDA L

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)
1527 LOCUST CIRCLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

HUNTSVILLE, AL 35801

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 | 04/18/2006 | | A ⁽¹⁰⁾ | | 2,499 | A | \$ 25.4 |
| | | | | | | | 61,468 |
| Common Stock | 04/18/2006 | | J ⁽¹⁾ | V | 23 | A | \$ 24.33 |
| | | | | | | | 61,491 |
| Common Stock | 04/18/2006 | | J ⁽³⁾ | V | 158 | A | \$ 24.76 |
| | | | | | | | 61,649 |
| Common Stock | 04/18/2006 | | A ⁽¹¹⁾ | | 2,499 | A | \$ 25.4 |
| | | | | | | | 64,148 |

Edgar Filing: COLONIAL BANGROUP INC - Form 4

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.

SEC 1474
(9-02)

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 ⁽⁵⁾ | 12/30/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.5313 | | | | | 12/30/1999 | 12/30/2008 | 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 ⁽⁶⁾ | 12/28/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2005 ⁽⁷⁾ | 12/30/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2003 ⁽⁸⁾ | 12/30/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 ⁽⁹⁾ | 12/23/2013 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 25.4 | 04/18/2006 | | A | 11,156 | 04/18/2007 ⁽¹²⁾ | 04/18/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN LINDA L 1527 LOCUST CIRCLE HUNTSVILLE, AL 35801 | | | Executive Vice President | |

Signatures

/s/ Linda L.
Green

04/20/2006

 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) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.
- (2) Average purchase price of DRIP shares issued throughout the year.
- (3) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (4) Average purchase price of 401K shares issued throughout the year.
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% Vested)
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% Vested)
- (7) Options vest in 3 equal installments, beginning on the third anniversary of the grant date. (0% vested)
- (8) Options vest in 2 equal installments, 50% annually beginning one year from the date of grant.
- (9) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (10) Service Based Restricted Stock Award. These restricted shares will vest 100% on the fifth anniversary of the grant date.
Performance Based Restricted Stock Award. The vesting of these restricted shares is based on BancGroup's EPS growth over the three year period ending December 31, 2008. The performance measure has been defined as the three-year compound annual growth rate (CAGR). At the end of the vesting period the employee will vest in 50%, 100% or 150% of the restricted shares awarded at the grant date depending on the actual growth in EPS.
- (11)
- (12) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.

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.