

Hill Patti G
 Form 4
 February 19, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 BANGROUP INC [CNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7257 BRISBANE PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

MONTGOMERY, AL 36117

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/17/2009 | | E ⁽⁵⁾ | | 8,150 | D | \$ 0.47 |
| Common Stock | 02/17/2009 | | J ⁽⁶⁾ | V | 5,869 | A | \$ 1.63 |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 21.41 | | | | | 12/30/2005 ⁽¹⁾ 12/30/2014 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 10.5 | | | | | 12/30/2000 12/30/2009 | Common Stock 20,000 |
| Incentive Stock Option (right to buy) | \$ 12.54 | | | | | 06/18/2001 06/18/2011 | Common Stock 20,000 |
| Incentive Stock Option (right to buy) | \$ 14.81 | | | | | 12/28/2002 12/28/2011 | Common Stock 5,000 |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2007 12/30/2012 | Common Stock 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2003 ⁽²⁾ 12/30/2012 | Common Stock 2,000 |
| Incentive Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 12/23/2013 | Common Stock 5,000 |
| Incentive Stock Option (right to buy) | \$ 25.4 | | | | | 04/18/2007 ⁽³⁾ 04/18/2016 | Common Stock 12,800 |
| Non Qualified Stock Option (right to buy) | \$ 25.4 | | | | | 04/18/2007 ⁽⁴⁾ 04/18/2016 | Common Stock 23,500 |
| Non Qualified Stock Option (right to buy) | \$ 25.81 | | | | | 01/16/2008 ⁽¹⁾ 01/16/2017 | Common Stock 25,000 |

| | | | | | |
|---|----------|---------------------------|------------|-----------------|------|
| Non Qualified Stock Option (right to buy) | \$ 11.29 | 01/15/2009 ⁽¹⁾ | 01/15/2018 | Common Stock | 63,8 |
|---|----------|---------------------------|------------|-----------------|------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hill Patti G 7257 BRISBANE PLACE MONTGOMERY, AL 36117 | | | Chief Operating Officer | |

Signatures

| | |
|--|---------------------|
| /s/ Patti G. Hill | 02/19/2009 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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.
- (2) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant.
- (3) 1,105 options will vest on 4/18/2007. 1,570 options will vest on 4/18/2008. 2,251 options will vest on 4/18/2009. The remaining 7,874 options will vest in two equal installments annually beginning on the fourth anniversary of the grant date.
- (4) 6,171 options will vest on 4/18/2007. 5,706 options will vest on 4/18/2008. 5,025 options will vest on 4/18/2009. The remaining 6,678 options will vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
- (5) Performance based restricted shares that expired due to the performance criteria not having been achieved.
- (6) Shares purchased through the Colonial BancGroup, Inc. 401K Retirement Plan and Non-Qualified 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.