

MOORE SARAH H
Form 4
January 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
MOORE SARAH H

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)
124 EVERGREEN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2005

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

DEATSVILLE, AL 36022

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 (D) Price			
Common Stock	01/20/2005		A	30,000 ⁽¹⁾ \$ 20	45,467	D	
Common Stock	01/20/2005		J ⁽²⁾	V 67 \$ 20.13 ⁽³⁾	45,534	D	
Common Stock					3,080	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 (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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 8.578					09/03/1997 09/03/2006	Common Stock 2,000
Non-Qualified Stock Option (right to buy)	\$ 7.29					09/03/1997 09/03/2006	Common Stock 1,500
Incentive Stock Option (right to buy)	\$ 11.5313					12/30/1999 12/30/1998	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 12/30/2009	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 9.5					05/16/2001 ⁽⁴⁾ 05/16/2010	Common Stock 25,900
Non-Qualified Stock Option (right to buy)	\$ 9.5					05/16/2001 ⁽⁵⁾ 05/16/2010	Common Stock 24,100
Incentive Stock Option (right to buy)	\$ 12.54					06/18/2001 06/18/2011	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 14.81					12/28/2002 ⁽⁶⁾ 12/28/2011	Common Stock 5,000
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2006 ⁽⁷⁾ 12/30/2012	Common Stock 1,100

Non-Qualified Stock Option (right to buy)	\$ 11.75	12/30/2003 ⁽⁸⁾	12/30/2012	Common Stock	3,8
Incentive Stock Option (right to buy)	\$ 17.28	12/23/2006 ⁽⁹⁾	12/23/2013	Common Stock	6,0
Non-Qualified Stock Option (right to buy)	\$ 17.28	12/23/2004 ⁽¹⁰⁾	12/23/2013	Common Stock	4,0
Incentive Stock Option (right to buy)	\$ 21.45	12/28/2006 ⁽¹¹⁾	12/28/2014	Common Stock	8,0
Non-Qualified Stock Option (right to buy)	\$ 21.45	12/28/2005 ⁽¹²⁾	12/28/2014	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE SARAH H 124 EVERGREEN DRIVE DEATSVILLE, AL 36022			Chief Financial Officer	

Signatures

Sarah H. Moore 01/24/2005

**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) Restricted Stock awarded under the Long Term Incentive Plan. Shares vest 100% on the 5th anniversary of the grant date.
 - (2) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
 - (3) Average purchase price of 401K shares issued throughout the year.
 - (4) 2,510 options vest annually for three years commencing one year from the grant date. The fourth year 8,370 options vest and the fifth year 10,000 options vest.
 - (5) 100% vested.
 - (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
 - (7) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.
 - (8) 1,000 options vest annually for three years commencing one year from the date of grant. The remaining 891 options vest on the fourth anniversary of the grant date.
 - (9) Options vest in three equal installments, commencing three years from the grant date. (0% Vested)
 - (10) Options vest in two equal installments, commencing one year from the grant date. (50% vested)

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(11) Options vest in four equal installments, commencing two years from the grant date. (0% vested)

(12) Shares fully vest on 12/28/2005. (0% vested)

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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