

MOORE SARAH H  
Form 4  
February 19, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
02/17/2009

\_\_\_\_ 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)
				(A) or (D)	Price		
Common Stock	02/17/2009		E <sup>(7)</sup>	V 8,150 D	\$ 0.47	154,991	D
Common Stock	02/17/2009		J <sup>(8)</sup>	V 44 A	\$ 1.7075	155,035	D
Common Stock	02/17/2009		J <sup>(9)</sup>	V 847 A	\$ 2.3361	155,882	D
Common Stock						5,594	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)

**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)	\$ 10.5					12/30/2000 12/30/2009	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 9.5					05/16/2001 05/16/2010	Common Stock 23,800
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 12/28/2011	Common Stock 5,000
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2006 <sup>(1)</sup> 12/30/2012	Common Stock 1,100
Non-Qualified Stock Option (right to buy)	\$ 11.75					12/30/2003 12/30/2012	Common Stock 3,890
Incentive Stock Option (right to buy)	\$ 17.28					12/23/2006 <sup>(2)</sup> 12/23/2013	Common Stock 6,000
Non-Qualified Stock Option (right to buy)	\$ 17.28					12/23/2004 12/23/2013	Common Stock 4,000
Incentive Stock Option (right to buy)	\$ 21.45					12/28/2006 <sup>(3)</sup> 12/28/2014	Common Stock 8,000

Stock Option (right to buy)				Stock	
Non-Qualified Stock Option (right to buy)	\$ 21.45	12/28/2005	12/28/2014	Common Stock	2,000
Incentive Stock Option (right to buy)	\$ 25.4	04/18/2007 <sup>(4)</sup>	04/18/2016	Common Stock	11,400
Non-Qualified Stock Option (right to buy)	\$ 25.4	04/18/2007 <sup>(5)</sup>	04/18/2016	Common Stock	24,900
Non-Qualified Stock Option (right to buy)	\$ 25.81	01/16/2008 <sup>(6)</sup>	01/16/2017	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 11.29	01/15/2009 <sup>(6)</sup>	01/15/2018	Common Stock	63,800

## 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

/s/ Sarah H.  
Moore

02/19/2009

\_\_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) 109 options vest on 12/20/2006. The remaining 1,000 options vest on 12/30/2007.

(2) Options vest in three equal installments beginning on the third anniversary of the grant date.

(3) Options vest in four equal installments beginning on the second anniversary of the grant date.

(4) 422 options vest on the first anniversary of the grant date. 887 options vest on the second anniversary of the grant date. 2,248 options vest on the third anniversary of the grant date. 7,874 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.

(5) 6,854 options vest on the first anniversary of the grant date. 6,389 options vest on the second anniversary of the grant date. 5,028 options vest on the third anniversary of the grant date. The remaining 6,678 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.

(6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.

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- (7) Performance based restricted shares that expired due to the performance criteria not having been achieved.
- (8) Shares purchased through the Colonial BancGroup, Inc. Employee Stock Purchase Plan.
- (9) Shares purchased 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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