

COLONIAL BANCGROUP INC  
Form 4  
July 05, 2006

**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 \*  
**LOWDER ROBERT E**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/30/2006**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**CEO**

**ONE COMMERCE STREET, 8TH FLOOR**

(Street)

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

**MONTGOMERY, AL 36104**

(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                    | 06/30/2006                           |  | D(2)                           | 7,307 D \$ 12.4   | 6,073,421   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 25,960  | I  | by Spouse                         |

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 Number of Shares |
| Incentive Stock Option (right to buy)      | \$ 9.5775  |                                      |  |                                |   | 01/15/1998   | 01/15/2007  | Common Stock | 50,000                  |
| Non-Qualified Stock Option (right to buy)  | \$ 9.5775  |                                      |  |                                |   | 01/15/1998   | 01/15/2007  | Common Stock | 50,000                  |
| Non-Qualified Stock Option (right to buy)  | \$ 10.38   |                                      |  |                                |   | 03/29/2001   | 03/29/2010  | Common Stock | 200,000                 |
| Non-Qualified Stock Option (right to buy)  | \$ 10.5  |                                      |  |                                |   | 12/30/2000   | 12/30/2009  | Common Stock | 100,000                 |
| Non-Qualified Stock Option (right to buy)  | \$ 11.5313   |                                      |  |                                |   | 12/30/1999   | 12/30/2008  | Common Stock | 100,000                 |
| Non-Qualified Stock Option (right to buy)  | \$ 24.09   |                                      |  |                                |   | 12/22/2006 <sup>(1)</sup>                                | 12/22/2015  | Common Stock | 200,000                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LOWDER ROBERT E<br>ONE COMMERCE STREET, 8TH FLOOR<br>MONTGOMERY, AL 36104 |               |           | CEO     |       |

## Signatures

/s/ Robert E. Lowder  
Date: 07/05/2006

\_\_Signature of  
Reporting Person

## 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) A portion of 37,500 restricted shares granted subject to performance vesting pursuant to the Registrant's Stock Bonus and Retention Plan. These shares did not vest under the Plan's performance matrix and expired on 6/30/06.

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.