

MOORE SARAH H
Form 4
December 30, 2004

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 *
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)
12/28/2004

____ 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 (A) or (D) Price			
Common Stock	12/28/2004		J ⁽¹⁾	V 378 A 18.97 (2)	14,178	D	
Common Stock	12/28/2004		J ⁽³⁾	V 365 A \$ 19.4 (4)	14,543	D	
Common Stock	12/28/2004		J ⁽⁵⁾	V 68 A 19.55 (6)	14,611	D	
Common Stock					4,100	I	By Sons

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 21.45	12/28/2004		A	10,000 (7)	12/28/2005 ⁽⁸⁾	12/28/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 8.578					09/03/1997	09/03/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.29					09/03/1997	09/03/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 11.5313					12/30/1999 ⁽⁹⁾	12/30/1998	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 ⁽¹⁰⁾	12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 9.5					05/16/2001 ⁽¹¹⁾	05/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.5					05/16/2001 ⁽¹²⁾	05/16/2010	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 ⁽¹³⁾	12/28/2011	Common Stock

Incentive Stock Option (right to buy)	\$ 11.75	12/30/2006 ⁽¹⁴⁾	12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75	12/30/2003 ⁽¹⁵⁾	12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28	12/23/2006 ⁽¹⁶⁾	12/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.28	12/23/2004 ⁽¹⁷⁾	12/23/2013	Common Stock

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 12/30/2004

**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 issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
 - (2) Average purchase price of 401K shares issued throughout the reporting period.
 - (3) Shares issued through the Colonial BancGroup, Inc. Employee Stock Purchase Plan.
 - (4) Average purchase price of ESPP shares issued throughout the reporting period.
 - (5) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.
 - (6) Average purchase price of DRIP shares issued throughout the reporting period.
 - (7) 8,000 options will be classified as incentive stock options. The remaining 2,000 options will be classified as Non-Qualified Stock Options. This grant will be split up on subsequent forms to show this.
 - (8) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
 - (9) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
 - (10) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80%)
 - (11) 2,510 options vest annually for three years commencing one year after the grant date. The fourth year 8,370 options vest and the fifth year 10,000 options vest.
 - (12) 7,490 options vest annually for three years commencing one year after the grant date. The remaining 1,630 options vest on the fourth anniversary of the grant date.

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- (13) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (14) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.
- (15) 1,000 options vest annually for three years commencing one year after the grant date. The remaining 891 options vest on the fourth anniversary of the grant date.
- (16) Options vest in three equal installments, commencing three years from the date of grant. (0% vested)
- (17) Options vest in two equal installments commencing one year from the date of grant. (50% 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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