

DUNCAN HELENA THOMAS
 Form 4
 May 16, 2005

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 *
 DUNCAN HELENA THOMAS

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)
 7165 PEPPER TREE LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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	05/13/2005		J ⁽⁵⁾	1	A	\$	20.31	31,098	D
Common Stock	05/13/2005		P	90	A	\$	22.16	90	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 21.45					12/28/2005 ⁽¹⁾ 12/28/2014	Common Stock	10,000
Incentive Stock option (right to buy)	\$ 12.54					06/18/2001 06/18/2011	Common Stock	2,000
Incentive Stock option (right to buy)	\$ 14.81					12/28/2002 ⁽²⁾ 12/28/2011	Common Stock	2,000
Incentive Stock option (right to buy)	\$ 11.75					12/30/2003 ⁽³⁾ 12/30/2012	Common Stock	2,000
Incentive Stock option (right to buy)	\$ 17.28					12/23/2004 ⁽⁴⁾ 12/23/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President	

DUNCAN HELENA THOMAS
7165 PEPPER TREE LANE
MONTGOMERY, AL 36117

Signatures

Helena T.
Duncan

05/16/2005

**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) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% Vested)
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (5) Shares issued 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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