

COLONIAL BANCGROUP INC
 Form 4
 July 26, 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 *
MOODY SHEILA P

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)
 8613 ANNA PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/22/2005

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

MONTGOMERY, AL 36116

(City) (State) (Zip)

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

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 | 07/22/2005 | | S | | 497 | D | \$ 23.37 |
| Common Stock | 07/22/2005 | | J ⁽¹⁾ | V | 172 | A | \$ 21.4 ⁽²⁾ |
| Common Stock | 07/22/2005 | | J ⁽⁸⁾ | V | 16 | A | \$ 21.13 ⁽⁹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 ⁽³⁾ 12/28/2014 | Common Stock | 2,500 |
| Incentive Stock Option (right to buy) | \$ 11.5313 | | | | | 12/30/1999 ⁽⁴⁾ 12/30/2008 | Common Stock | 7,500 |
| Incentive Stock Option (right to buy) | \$ 10.5 | | | | | 12/30/2000 ⁽⁴⁾ 12/30/2009 | Common Stock | 1,500 |
| 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 ⁽⁵⁾ 12/28/2011 | Common Stock | 2,500 |
| Incentive Stock Option | \$ 11.75 | | | | | 12/30/2003 ⁽⁷⁾ 12/30/2012 | Common Stock | 1,500 |

(right to buy)

Incentive Stock

Option \$ 17.28

(right to buy)

12/23/2004⁽⁶⁾ 12/23/2013

Common Stock 5,000

Incentive Stock

Option \$ 17.75

(right to buy)

06/09/2005⁽³⁾ 06/09/2014

Common Stock 2,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| MOODY SHEILA P 8613 ANNA PLACE MONTGOMERY, AL 36116 | | | | Chief Accounting Officer |

Signatures

Sheila P. Moody 07/25/2005

**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) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (2) Average purchase price of 401K shares issued throughout the reporting period.
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (7) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)
- (8) Shares issued through the Employee Stock Purchase Plan.
- (9) Average purchase price of ESPP shares issued throughout the year.

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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