

GREEN LINDA L
Form 4
January 03, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN LINDA L

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)
1527 LOCUST CIRCLE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2004

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

HUNTSVILLE, AL 35801

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	12/30/2004		J ⁽¹⁾	V 182 A	\$ 19.59 50,405	D	
Common Stock	12/30/2004		J ⁽³⁾	V 76 A	\$ 20.57 50,481	D	

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Underlying Security
Incentive Stock Option (right to buy)	\$ 21.41	12/30/2004		A		5,000		12/30/2005 ⁽⁵⁾	12/30/2014	Common Stock	Common Stock
Incentive Stock Option (right to buy)	\$ 9.97							12/19/1997 ⁽⁶⁾	12/19/2006	Common Stock	Common Stock
Incentive Stock Option (right to buy)	\$ 11.53	12/30/2004						12/30/1999 ⁽⁶⁾	12/30/2008	Common Stock	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54							06/18/2001	06/18/2011	Common Stock	Common Stock
Incentive Stock Option (right to buy)	\$ 14.81							12/28/2002 ⁽⁷⁾	12/28/2011	Common Stock	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75							12/30/2005 ⁽⁸⁾	12/30/2012	Common Stock	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75							12/30/2003 ⁽⁹⁾	12/30/2012	Common Stock	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28							12/23/2004 ⁽¹⁰⁾	12/23/2014	Common Stock	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREEN LINDA L 1527 LOCUST CIRCLE	Executive Vice President

HUNTSVILLE, AL 35801

Signatures

Linda L. Green

12/31/2004

__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 acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.
- (4) Average purchase price of DRIP shares issued throughout the reporting period.
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (7) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (8) Options vest in three equal installments beginning on the third anniversary of the grant date.
- (9) Options vest in two equal installments, annually, beginning one year from the grant date.
- (10) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% 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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