

MOORE SARAH H
Form 5
January 24, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

Chief Financial Officer

124 EVERGREEN DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DEATSVILLE, AL 36022

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2004	Â	J ⁽¹⁾	70 A	\$ 21.31 (2)	14,447 (14)	D Â
Common Stock	12/10/2004	Â	W ⁽¹³⁾	2,040 A	\$ 20.82	16,487	D Â
Common Stock	12/10/2004	Â	G	1,020 D	\$ 20.82	15,467	D Â
Common Stock	12/10/2004	Â	W	2,040 D	\$	2,060	I By Son

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Stock						20.82			
Common Stock	12/10/2004	Â	G	1,020	A	\$ 20.82	3,080	I	By Son

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

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SEC 2270
(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)
Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	Date Exercisable: 12/28/2005 ⁽⁴⁾ Expiration Date: 12/28/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 8.578	Â	Â	Â	Â Â	09/03/1997 09/03/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.29	Â	Â	Â	Â Â	09/03/1997 09/03/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 11.5313	Â	Â	Â	Â Â	12/30/1999 ⁽⁵⁾ 12/30/1998	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â Â	12/30/2000 ⁽⁵⁾ 12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 9.5	Â	Â	Â	Â Â	05/16/2001 ⁽⁶⁾ 05/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.5	Â	Â	Â	Â Â	05/16/2001 ⁽⁷⁾ 05/16/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54	Â	Â	Â	Â Â	06/18/2001 06/18/2011	Common Stock

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Incentive Stock Option (right to buy)	\$ 14.81	Â	Â	Â	Â	Â	12/28/2002 ⁽⁸⁾	12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â	Â	12/30/2006 ⁽⁹⁾	12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â	Â	12/30/2003 ⁽¹⁰⁾	12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â	Â	12/23/2006 ⁽¹¹⁾	12/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â	Â	12/23/2004 ⁽¹²⁾	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	Â	Â	Â Chief Financial Officer	Â

Signatures

Sarah H. Moore 01/24/2005

__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. Employee Stock Purchase Plan.
- (2) Average purchase price of ESPP shares issued throughout the reporting period.
- (3) 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.
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (6) 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.
- (7) 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.
- (8) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (9) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.

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- (10) 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.
- (11) Options vest in three equal installments, commencing three years from the date of grant. (0% vested)
- (12) Options vest in two equal installments commencing one year from the date of grant. (50% vested)
- (13) Registrant received direct ownership of 2,040 shares upon the passing of one of her minor sons.
Total final direct ownership on registrant's last Form 4, filed on 12/28/2004 was 14,611. Due to a clerical error, registrant was credited with 234 more 401K shares on that Form than she actually acquired through the company's 401K Plan. This total reflects the correction of the 234 share overstatement.
- (14)

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