

Hill Patti G
 Form 4
 January 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
 Hill Patti G

2. Issuer Name and Ticker or Trading Symbol
 COLONIAL BANGROUP INC [CNB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8931 COUNTY ROAD 34
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/20/2005

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

FAIRHOPE, AL 36532

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/20/2005 | | A ⁽¹⁾ | 30,000 A \$ 20 | 49,254 | D | |
| Common Stock | 01/20/2005 | | J ⁽⁷⁾ | V 101 A 20.44 | 49,355 | D | |
| | | | | (8) | | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 21.41 | | | | | 12/30/2005 ⁽²⁾ 12/30/2014 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 11.5313 | | | | | 12/30/1999 ⁽³⁾ 12/30/2008 | Common Stock 20,000 |
| Incentive Stock Option (right to buy) | \$ 10.5 | | | | | 12/30/2000 ⁽³⁾ 12/30/2009 | Common Stock 20,000 |
| Incentive Stock Option (right to buy) | \$ 12.54 | | | | | 06/18/2001 06/18/2011 | Common Stock 20,000 |
| Incentive Stock Option (right to buy) | \$ 14.81 | | | | | 12/28/2002 ⁽⁴⁾ 12/28/2011 | Common Stock 5,000 |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2007 12/30/2012 | Common Stock 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2003 ⁽⁵⁾ 12/30/2012 | Common Stock 4,000 |
| Incentive Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 ⁽⁶⁾ 12/23/2013 | Common Stock 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

Hill Patti G
8931 COUNTY ROAD 34
FAIRHOPE, AL 36532

Executive Vice President

Signatures

Patti G. Hill

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) Restricted Stock awarded under the Long Term Incentive Plan. Shares vest 100% on the 5th anniversary of the grant date.
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (5) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant. (50% vested)
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (7) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (8) Average purchase price of 401K 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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