COLONIAL BANCGROUP INC
Form 4
July 29, 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 *
COPE CARYN D

(Last) (First) (Middle)

2508 GUNSTER ROAD

(Street)

MONTGOMERY, AL 36111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Credit Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	07/28/2005		P		2,150	A	$ 23.14	62,063	D	
Common Stock	07/28/2005		J(7)	V	582	A	$ 21.09 (8)	62,645	D	
Preferred Securities, Colonial Capital Trust IV								600	D	

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

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SEC 1474 (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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Incentive Stock Option (right to buy)	$ 11.5313							12/30/1999[1]	12/30/2008	Common Stock	15,0
Incentive Stock Option (right to buy)	$ 10.5							12/30/2000[1]	12/30/2009	Common Stock	20,0
Incentive Stock Option (right to buy)	$ 12.54							06/18/2001	06/18/2011	Common Stock	4,00
Incentive Stock Option (right to buy)	$ 14.81							12/28/2002[2]	12/28/2011	Common Stock	5,00
Incentive Stock Option (right to buy)	$ 11.75							12/30/2004[3]	12/30/2012	Common Stock	12,4
Non-Qualified Stock Option (right to buy)	$ 11.75							12/30/2003	12/30/2012	Common Stock	3,54
Incentive Stock Option (right to buy)	$ 17.28							12/23/2004[4]	12/23/2013	Common Stock	8,53
Non-Qualified Stock Option (right to buy)	$ 17.28							12/23/2004	12/23/2013	Common Stock	1,46

Incentive Stock Option (right to buy)	$ 21.45		12/28/2005(5)	12/28/2014	Common Stock	6,46
Non-Qualified Stock Option (right to buy)	$ 21.45		12/28/2005(6)	12/28/2014	Common Stock	3,54

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPE CARYN D 2508 GUNSTER ROAD MONTGOMERY, AL 36111			Chief Credit Officer	

Signatures

Caryn D. Cope	07/29/2005
**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. (100% vested)

(2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)

(3) 2,860 options vest on 12/30/2004. The remaining option vest in three equal installments, annually, on 12/30/2005, 12/30/2006, and 12/30/2007.

(4) 534 options vest on year from the date of grant. The remaining 8,000 options vest in four equal installments, annually, on 12/23/2005, 12/23/2006, 12/23/2007, and 12/23/2008.

(5) 588 option vest on 12/28/2005 and 12/28/2006. 1,284 options vest on 12/28/2007. The remaining 4,000 options vest in two equal installments, annually, on 12/28/2008 and 12/28/2009.

(6) 1,412 options vest on 12/28/2005 and 12/28/2006. 716 options vest on 12/28/2007.

(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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