

MOORE SARAH H

Form 4

January 23, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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)
124 EVERGREEN DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2006

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

DEATSVILLE, AL 36022

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 (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	01/20/2006		P		100	A \$ 23.73	50,726	D	
Common Stock	01/20/2006		P		100	A \$ 23.75	50,826	D	
Common Stock	01/20/2006		P		300	A \$ 23.77	51,126	D	
Common Stock	01/20/2006		P		3,300	A \$ 23.85	54,426	D	
Common Stock	01/20/2006		P		1,000	A \$ 23.73	4,649	I	By Son

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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 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)	\$ 8.578					09/03/1997 ⁽²⁾ 09/03/2006	Common Stock 2,000
Non-Qualified Stock Option (right to buy)	\$ 7.29					09/03/1997 ⁽²⁾ 09/03/2006	Common Stock 1,500
Incentive Stock Option (right to buy)	\$ 11.5313					12/30/1999 ⁽²⁾ 12/30/1998	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 ⁽²⁾ 12/30/2009	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 9.5					05/16/2001 ⁽¹⁾ 05/16/2010	Common Stock 25,900
Non-Qualified Stock Option (right to buy)	\$ 9.5					05/16/2001 ⁽²⁾ 05/16/2010	Common Stock 24,100
Incentive Stock Option (right to buy)	\$ 12.54					06/18/2001 ⁽²⁾ 06/18/2011	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 14.81					12/28/2002 ⁽³⁾ 12/28/2011	Common Stock 5,000

Incentive Stock Option (right to buy)	\$ 11.75	12/30/2006 ⁽⁴⁾	12/30/2012	Common Stock	1,10
Non-Qualified Stock Option (right to buy)	\$ 11.75	12/30/2003 ⁽⁵⁾	12/30/2012	Common Stock	3,89
Incentive Stock Option (right to buy)	\$ 17.28	12/23/2006 ⁽⁶⁾	12/23/2013	Common Stock	6,00
Non-Qualified Stock Option (right to buy)	\$ 17.28	12/23/2004 ⁽⁷⁾	12/23/2013	Common Stock	4,00
Incentive Stock Option (right to buy)	\$ 21.45	12/28/2006 ⁽⁸⁾	12/28/2014	Common Stock	8,00
Non-Qualified Stock Option (right to buy)	\$ 21.45	12/28/2005 ⁽²⁾	12/28/2014	Common Stock	2,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE SARAH H 124 EVERGREEN DRIVE DEATSVILLE, AL 36022			Chief Financial Officer	

Signatures

Sarah H. Moore 01/23/2006

__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) 2,510 options vest annually for three years commencing one year from the grant date. The fourth year 8,370 options vest and the fifth year 10,000 options vest. (100% Vested).
- (2) 100% vested.
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (4) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.
- (5) 1,000 options vest annually for three years commencing one year from the date of grant. The remaining 891 options vest on the fourth anniversary of the grant date.
- (6) Options vest in three equal installments, commencing three years from the grant date. (0% Vested)
- (7) Options vest in two equal installments, commencing one year from the grant date. (100% vested)

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(8) Options vest in four equal installments, commencing two years from the grant date. (0% 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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