

COLONIAL BANGROUP INC
Form 4
April 20, 2006

FORM 4

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

OMB APPROVAL

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

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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)

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

8931 COUNTY ROAD 34
(Street)

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

FAIRHOPE, AL 36532
(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	04/18/2006		A ⁽⁷⁾	8,150 A \$ 25.4	78,496	D	
Common Stock	04/18/2006		J ⁽⁶⁾	1,048 A \$ 24.82	79,544	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)

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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
Incentive Stock Option (right to buy)	\$ 21.41					12/30/2005 ⁽¹⁾ 12/30/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 ⁽²⁾ 12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54					06/18/2001 06/18/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 14.81					12/28/2002 ⁽³⁾ 12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2007 12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75					12/30/2003 ⁽⁴⁾ 12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28					12/23/2004 ⁽⁵⁾ 12/23/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 25.4	04/18/2006		A	12,800	04/18/2007 ⁽⁸⁾ 04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	\$ 25.4	04/18/2006		A	23,580	04/18/2007 ⁽⁹⁾ 04/18/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hill Patti G
8931 COUNTY ROAD 34
FAIRHOPE, AL 36532

Chief Operating Officer

Signatures

/s/ Patti G. Hill

04/19/2006

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) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (4) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant. (75% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)
- (6) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
Performance Based Restricted Stock Award. The vesting of these restricted shares is based on BancGroup's EPS growth over the three year period ending December 31, 2008. The performance measure has been defined as the three-year compound annual growth rate (CAGR). At the end of the vesting period the employee will vest in 50%, 100% or 150% of the restricted shares awarded at the grant date depending on the actual growth in EPS.
- (7) 1,105 options will vest on 4/18/2007. 1,570 options will vest on 4/18/2008. 2,251 options will vest on 4/18/2009. The remaining 7,874 options will vest in two equal installments annually beginning on the fourth anniversary of the grant date.
- (8) 6,171 options will vest on 4/18/2007. 5,706 options will vest on 4/18/2008. 5,025 options will vest on 4/18/2009. The remaining 6,678 options will vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.