

MOODY SHEILA P  
Form 4  
December 30, 2004

**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 \*  
MOODY SHEILA P

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)  
8613 ANNA PLACE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Chief Accounting Officer

MONTGOMERY, AL 36116

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2004		J <sup>(1)</sup>	V	14	A	\$ 20.13 <u>(2)</u>
Common Stock	12/28/2004		J <sup>(3)</sup>	V	149	A	\$ 18.79 <u>(4)</u>

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)	\$ 21.45	12/28/2004		A	2,500	12/28/2005 <sup>(5)</sup> 12/28/2014	Common Stock 2,500
Incentive Stock Option (right to buy)	\$ 11.5313					12/30/1999 <sup>(6)</sup> 12/30/2008	Common Stock 7,500
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 <sup>(7)</sup> 12/30/2009	Common Stock 1,500
Incentive Stock Option (right to buy)	\$ 12.54					06/18/2001 06/18/2011	Common Stock 2,000
Incentive Stock Option (right to buy)	\$ 14.81					12/28/2002 <sup>(8)</sup> 12/28/2011	Common Stock 2,500
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2003 <sup>(9)</sup> 12/30/2012	Common Stock 1,500
Incentive Stock	\$ 17.28					12/23/2004 <sup>(9)</sup> 12/23/2013	Common Stock 5,000

Option  
(right to  
buy)

Incentive  
Stock

Option \$ 17.75  
(right to  
buy)

06/09/2005<sup>(5)</sup> 06/09/2014 Common Stock 2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOODY SHEILA P 8613 ANNA PLACE MONTGOMERY, AL 36116				Chief Accounting Officer

## Signatures

Sheila P. Moody 12/30/2004

\_\_Signature of Date  
Reporting Person

## 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) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (4) Average purchase price of 401K shares issued throughout the reporting period.
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (7) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (8) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (9) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)

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.