

MOORE SARAH H  
Form 4  
January 23, 2006

**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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify 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)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 01/20/2006                           |  | P                              | 100   | \$ 23.73  | 50,726   | D                                 |
| Common Stock                    | 01/20/2006                           |  | P                              | 100   | \$ 23.75  | 50,826   | D                                 |
| Common Stock                    | 01/20/2006                           |  | P                              | 300   | \$ 23.77  | 51,126   | D                                 |
| Common Stock                    | 01/20/2006                           |  | P                              | 3,300   | \$ 23.85  | 54,426   | D                                 |
| Common Stock                    | 01/20/2006                           |  | P                              | 1,000   | \$ 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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(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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable<br>Expiration Date                      | Title<br>Amount or Number of Shares                           |
| Incentive Stock Option (right to buy)      | \$ 8.578   |                                      |  |                                |   | 09/03/1997 <sup>(2)</sup><br>09/03/2006                  | Common Stock<br>2,000   |
| Non-Qualified Stock Option (right to buy)  | \$ 7.29  |                                      |  |                                |   | 09/03/1997 <sup>(2)</sup><br>09/03/2006                  | Common Stock<br>1,500   |
| Incentive Stock Option (right to buy)      | \$ 11.5313   |                                      |  |                                |   | 12/30/1999 <sup>(2)</sup><br>12/30/1998                  | Common Stock<br>10,000  |
| Incentive Stock Option (right to buy)      | \$ 10.5  |                                      |  |                                |   | 12/30/2000 <sup>(2)</sup><br>12/30/2009                  | Common Stock<br>10,000  |
| Incentive Stock Option (right to buy)      | \$ 9.5   |                                      |  |                                |   | 05/16/2001 <sup>(1)</sup><br>05/16/2010                  | Common Stock<br>25,900  |
| Non-Qualified Stock Option (right to buy)  | \$ 9.5   |                                      |  |                                |   | 05/16/2001 <sup>(2)</sup><br>05/16/2010                  | Common Stock<br>24,100  |
| Incentive Stock Option (right to buy)      | \$ 12.54   |                                      |  |                                |   | 06/18/2001 <sup>(2)</sup><br>06/18/2011                  | Common Stock<br>10,000  |
| Incentive Stock Option (right to buy)      | \$ 14.81   |                                      |  |                                |   | 12/28/2002 <sup>(3)</sup><br>12/28/2011                  | Common Stock<br>5,000   |

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

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| MOORE SARAH H<br>124 EVERGREEN DRIVE<br>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)

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