

COLONIAL BANCGROUP INC
 Form 4
 April 20, 2006

FORM 4

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

OMB APPROVAL

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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 *
 COPE CARYN D

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)
 2508 GUNSTER ROAD
 (Street)

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

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

MONTGOMERY, AL 36111

(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 (D) Price | | | |
| Common Stock | 04/18/2006 | | J ⁽⁷⁾ | V 467 A 24.82 <u>(8)</u> | 68,512 | D | |
| Common Stock | 04/18/2006 | | A ⁽⁹⁾ | 8,150 A \$ 25.4 | 76,662 | D | |
| Preferred Securities, Colonial Capital Trust IV | | | | | 600 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 11.5313 | | | | | 12/30/1999 ⁽¹⁾ 12/30/2008 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 10.5 | | | | | 12/30/2000 ⁽¹⁾ 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 ⁽²⁾ 12/28/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2004 ⁽³⁾ 12/30/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2003 12/30/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 ⁽⁴⁾ 12/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 12/23/2013 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 21.45 | | | | | 12/28/2005 ⁽⁵⁾ 12/28/2014 | Common Stock |

| | | | | | | | | |
|---|----------|------------|---|--------|--|----------------------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 21.45 | | | | | 12/28/2005 ⁽⁶⁾ | 12/28/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 25.4 | 04/18/2006 | A | 11,013 | | 04/18/2007 ⁽¹⁰⁾ | 04/18/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 25.4 | 04/18/2006 | A | 25,367 | | 04/18/2007 ⁽¹¹⁾ | 04/18/2016 | Common Stock |

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

/s/ Caryn D.
Cope

04/20/2006

 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. (100% vested)
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% 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.
- (9) 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.
- (10) 4 options vest one year from the date of grant. 887 options vest on the second anniversary of the grant date. 2,248 options vest on the third anniversary of the grant date. The remaining 7,874 options vest in equal installments, annually, beginning on the fourth anniversary of the grant date.
- (11)

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7,272 options vest on the first anniversary of the grant date. 6,389 options vest on the second anniversary of the grant date. 5,028 options vest on the third anniversary of the grant date. The remaining 6,678 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.

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.