

BANCOLOMBIA SA  
Form 8-A12B  
July 21, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
BANCOLOMBIA S.A.**

(Exact Name of Registrant as Specified in Its Charter)

Republic of Colombia

Not Applicable

(State of Incorporation or Organization)

(IRS Employer Identification No.)

Carrera 48 # 26-85, Avenida Los Industriales,  
Medellin, Colombia

Not Applicable

(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class  
To Be So Registered

Name Of Each Exchange On Which  
Each Class Is To Be Registered

6.125% Subordinated Notes due 2020

New York Stock Exchange, Inc.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-168077.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The material set forth in (i) the section captioned "The Securities and Legal Ownership" in the registrant's registration statement on Form F-3 (Registration No. 333-168077) and (ii) the section captioned "Description of the Notes" in the registrant's Preliminary Prospectus Supplement, dated July 13, 2010, are each incorporated herein by reference. Copies of such description will be filed with the New York Stock Exchange, Inc. The outstanding principal amount of the securities registered hereby may be increased from time to time in the future due to further issuances of securities having substantially the same terms. If any such additional securities are issued, a prospectus supplement relating to them will be filed with the Securities and Exchange Commission and will be deemed incorporated herein by reference. The securities registered hereby are, and any additional securities registered hereby in the future will be, all part of a single series as described in the documents referenced above.

Item 2. Exhibits.

1. Form of Indenture, between Bancolombia S.A. and The Bank of New York Mellon, as trustee, incorporated herein by reference to Exhibit 4.2 to the registrant's registration statement on Form F-3 (Registration No. 333-142898) filed on May 14, 2007.
2. Form of Bancolombia's Debt Security, incorporated herein by reference to Exhibit 4.2 to the registrant's registration statement on Form F-3 (Registration No. 333-142898) filed on May 14, 2007.
3. Prospectus Supplement dated July 19, 2010, to Bancolombia's Prospectus dated July 13, 2010, incorporated herein by reference to the registrant's filing pursuant to Rule 424(b) filed on July 21, 2010.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 21, 2010

**BANCOLOMBIA S.A.**

By: /s/ Jaime Alberto Velásquez Botero  
Name: Jaime Alberto Velásquez Botero  
Title: Chief Financial Officer