

GREEN LINDA L
Form 4
December 21, 2005

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 *
GREEN LINDA L

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)
1527 LOCUST CIRCLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

HUNTSVILLE, AL 35801

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/20/2005 | | M | | 8,000 | A | \$ 9.97 |
| | | | | | | | 58,481 |
| Common Stock | 12/20/2005 | | J ⁽¹⁾ | V | 144 | A | \$ 22.41 |
| | | | | | | | 58,625 |
| Common Stock | 12/20/2005 | | J ⁽³⁾ | V | 344 | A | \$ 22.24 |
| | | | | | | | 58,969 |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 9.97 | 12/20/2005 | | M | 8,000 | 12/19/1997 12/19/2006 | Common Stock | 8 |
| Incentive Stock Option (right to buy) | \$ 21.41 | | | | | 12/30/2005 ⁽⁵⁾ 12/30/2014 | Common Stock | 5 |
| Incentive Stock Option (right to buy) | \$ 11.5313 | | | | | 12/30/1999 12/30/2008 | Common Stock | 2 |
| Incentive Stock Option (right to buy) | \$ 12.54 | | | | | 06/18/2001 06/18/2011 | Common Stock | 2 |
| Incentive Stock Option (right to buy) | \$ 14.81 | | | | | 12/28/2002 ⁽⁶⁾ 12/28/2011 | Common Stock | 5 |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2005 ⁽⁷⁾ 12/30/2012 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2003 ⁽⁸⁾ 12/30/2012 | Common Stock | 2 |
| Incentive Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 ⁽⁹⁾ 12/23/2013 | Common Stock | 2 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

GREEN LINDA L
1527 LOCUST CIRCLE
HUNTSVILLE, AL 35801

Executive Vice President

Signatures

Linda L. Green 12/21/2005

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) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.
- (2) Average purchase price of DRIP shares issued throughout the year.
- (3) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (4) Average purchase price of 401K shares issued throughout the year.
- (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. (60% Vested)
- (7) Options vest in 3 equal installments, beginning on the third anniversary of the grant date. (0% vested)
- (8) Options vest in 2 equal installments, 50% annually beginning one year from the date of grant.
- (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.