

DUNCAN HELENA THOMAS
 Form 4
 December 30, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DUNCAN HELENA THOMAS

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)
 413 FOREST TRAIL COURT
 (Street)

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

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

MONTGOMERY, AL 36117
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 12/28/2004 | | J ⁽¹⁾ | V 65 A \$ 18.7 ₍₂₎ | 1,087 | D | |
| Common Stock | 12/28/2004 | | J ⁽³⁾ | V 5 A \$ 18.76 ₍₄₎ | 1,092 | D | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 21.45 | 12/28/2004 | | A | 10,000 | 12/28/2005 ⁽⁵⁾ 12/28/2014 | Common Stock | 10,000 |
| 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 ⁽⁶⁾ 12/28/2011 | Common Stock | 2,000 |
| Incentive Stock option (right to buy) | \$ 11.75 | | | | | 12/30/2003 ⁽⁷⁾ 12/30/2012 | Common Stock | 2,000 |
| Incentive Stock option (right to buy) | \$ 17.28 | | | | | 12/23/2004 ⁽⁷⁾ 12/23/2013 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNCAN HELENA THOMAS 413 FOREST TRAIL COURT MONTGOMERY, AL 36117 | | | Executive Vice President | |

Signatures

Helena T.
Duncan

12/30/2004

**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. 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. (60% Vested)
- (7) 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.

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