

COLONIAL BANCGROUP INC
 Form 5
 February 11, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
MOODY SHEILA P			COLONIAL BANCGROUP INC [CNB]	(Check all applicable)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Accounting Officer
8613 ANNA PLACE			12/31/2004	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)
MONTGOMERY, AL 36116				<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2004	Â	J ⁽¹⁾	3	A	\$ 21.31	1,816	D	Â
						<u>(2)</u>			
Common Stock	12/31/2004	Â	J ⁽³⁾	27	A	\$ 21.45	1,843	D	Â
						<u>(4)</u>			

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â	Â	12/28/2005 ⁽⁵⁾	12/28/2014	Common Stock	2,500
Incentive Stock Option (right to buy)	\$ 11.5313	Â	Â	Â	Â	Â	12/30/1999 ⁽⁶⁾	12/30/2008	Common Stock	7,500
Incentive Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â	Â	12/30/2000 ⁽⁶⁾	12/30/2009	Common Stock	1,500
Incentive Stock Option (right to buy)	\$ 12.54	Â	Â	Â	Â	Â	06/18/2001	06/18/2011	Common Stock	2,000
Incentive Stock Option (right to buy)	\$ 14.81	Â	Â	Â	Â	Â	12/28/2002 ⁽⁷⁾	12/28/2011	Common Stock	2,500
Incentive Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â	Â	12/30/2003 ⁽⁹⁾	12/30/2012	Common Stock	1,500
	\$ 17.28	Â	Â	Â	Â	Â	12/23/2004 ⁽⁸⁾	12/23/2013		5,000

Incentive Stock Option (right to buy)										Common Stock	
Incentive Stock Option (right to buy)	\$ 17.75	Â	Â	Â	Â	Â	06/09/2005 ⁽⁵⁾	06/09/2014		Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MOODY SHEILA P 8613 ANNA PLACE MONTGOMERY, AL 36116	Â	Â	Â		Chief Accounting Officer

Signatures

Sheila P. Moody 01/28/2005
 __Signature of Date
 Reporting Person

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 issued 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. (100% vested)
- (7) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (8) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (9) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)

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