

Hill Patti G  
 Form 5  
 January 24, 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 \*  
 Hill Patti G  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 COLONIAL BANCGROUP INC  
 [CNB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Vice President

6. Individual or Joint/Group Reporting  
 (check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

8931 COUNTY ROAD 34  
 (Street)  
 FAIRHOPE, AL 36532  
 (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 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 <sup>(1)</sup>               | 66 A  | \$ 21.47<br><u>(2)</u>   | 19,254 D   | Â   |

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |              |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of |
| Incentive Stock Option (right to buy)      | \$ 21.41   | Â                                    | Â  | Â                              | Â   | 12/30/2005 <sup>(3)</sup>                                | 12/30/2014  | Common Stock | 10                  |
| Incentive Stock Option (right to buy)      | \$ 11.5313   | Â                                    | Â  | Â                              | Â   | 12/30/1999 <sup>(4)</sup>                                | 12/30/2008  | Common Stock | 20                  |
| Incentive Stock Option (right to buy)      | \$ 10.5  | Â                                    | Â  | Â                              | Â   | 12/30/2000 <sup>(5)</sup>                                | 12/30/2009  | Common Stock | 20                  |
| Incentive Stock Option (right to buy)      | \$ 12.54   | Â                                    | Â  | Â                              | Â   | 06/18/2001   | 06/18/2011  | Common Stock | 20                  |
| Incentive Stock Option (right to buy)      | \$ 14.81   | Â                                    | Â  | Â                              | Â   | 12/28/2002 <sup>(6)</sup>                                | 12/28/2011  | Common Stock | 5                   |
| Incentive Stock Option (right to buy)      | \$ 11.75   | Â                                    | Â  | Â                              | Â   | 12/30/2007   | 12/30/2012  | Common Stock | 10                  |
| Non-Qualified Stock Option (right to buy)  | \$ 11.75   | Â                                    | Â  | Â                              | Â   | 12/30/2003 <sup>(7)</sup>                                | 12/30/2012  | Common Stock | 4                   |
| Incentive Stock Option (right to buy)      | \$ 17.28   | Â                                    | Â  | Â                              | Â   | 12/23/2004 <sup>(8)</sup>                                | 12/23/2013  | Common Stock | 5                   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Hill Patti G<br>8931 COUNTY ROAD 34<br>FAIRHOPE, AL 36532 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Patti G. Hill

01/24/2005

    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 issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
  - (2) Average purchase price of 401K shares issued throughout the reporting period.
  - (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
  - (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
  - (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
  - (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
  - (7) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant. (50% vested)
  - (8) 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 provided 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.