

LOWDER ROBERT E
Form 5
January 31, 2005

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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2005
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1. Name and Address of Reporting Person *
LOWDER ROBERT E

(Last) (First) (Middle)

ONE COMMERCE STREET, 8TH
FLOOR

(Street)

MONTGOMERY, AL 36104

(City) (State) (Zip)

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

3. Statement of 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 ☐ Other (specify
below) below)
CEO

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2004	Â	J ⁽¹⁾	321	A	\$ 18.77 ⁽²⁾	6,096,549	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	25,960	I	by Spouse

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

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contained in this form are not required to respond unless
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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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount
Incentive Stock Option (right to buy)	\$ 9.5775	Â	Â	Â	Â Â	01/15/1998 01/15/2007	Common Stock 5
Non-Qualified Stock Option (right to buy)	\$ 9.5775	Â	Â	Â	Â Â	01/15/1998 01/15/2007	Common Stock 5
Non-Qualified Stock Option (right to buy)	\$ 10.38	Â	Â	Â	Â Â	03/29/2001 ⁽³⁾ 03/29/2010	Common Stock 20
Non-Qualified Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â Â	12/30/2000 12/30/2009	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 11.5313	Â	Â	Â	Â Â	12/30/1999 12/30/2008	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOWDER ROBERT E ONE COMMERCE STREET, 8TH FLOOR MONTGOMERY, AL 36104	Â	Â	Â CEO	Â

Signatures

Robert E.
Lowder 01/31/2005

**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.

100,000 options vest in 5 equal installments, 20% annually beginning one year from the date of grant. The other 100,000 options vest

(3) 100% on any given date if the stock price increases to \$16.71 and stays there for 5 consecutive trading days. If the price does not reach \$16.71 by 3/29/05, then none of the options vest.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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