

MOORE SARAH H
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 *
MOORE SARAH H

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Financial Officer

124 EVERGREEN DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DEATSVILLE, AL 36022

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/31/2004 | Â | J ⁽¹⁾ | 70 A | \$ 21.31 (2) | 14,447 (14) | D Â |
| Common Stock | 12/10/2004 | Â | W ⁽¹³⁾ | 2,040 A | \$ 20.82 | 16,487 | D Â |
| Common Stock | 12/10/2004 | Â | G | 1,020 D | \$ 20.82 | 15,467 | D Â |
| Common Stock | 12/10/2004 | Â | W | 2,040 D | \$ 2,060 | | I By Son |

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| | | | | | | | | | |
|--------------|------------|---|---|-------|---|----------|-------|---|--------|
| Stock | | | | | | 20.82 | | | |
| Common Stock | 12/10/2004 | Â | G | 1,020 | A | \$ 20.82 | 3,080 | I | By Son |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (right to buy) | \$ 21.45 | Â | Â | Â | Â Â | 12/28/2005 ⁽⁴⁾ 12/28/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 8.578 | Â | Â | Â | Â Â | 09/03/1997 09/03/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.29 | Â | Â | Â | Â Â | 09/03/1997 09/03/2006 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.5313 | Â | Â | Â | Â Â | 12/30/1999 ⁽⁵⁾ 12/30/1998 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 10.5 | Â | Â | Â | Â Â | 12/30/2000 ⁽⁵⁾ 12/30/2009 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 9.5 | Â | Â | Â | Â Â | 05/16/2001 ⁽⁶⁾ 05/16/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.5 | Â | Â | Â | Â Â | 05/16/2001 ⁽⁷⁾ 05/16/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 12.54 | Â | Â | Â | Â Â | 06/18/2001 06/18/2011 | Common Stock |

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| | | | | | | | | | |
|---|----------|---|---|---|---|---|----------------------------|------------|--------------|
| Incentive Stock Option (right to buy) | \$ 14.81 | Â | Â | Â | Â | Â | 12/28/2002 ⁽⁸⁾ | 12/28/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.75 | Â | Â | Â | Â | Â | 12/30/2006 ⁽⁹⁾ | 12/30/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | Â | Â | Â | Â | Â | 12/30/2003 ⁽¹⁰⁾ | 12/30/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 17.28 | Â | Â | Â | Â | Â | 12/23/2006 ⁽¹¹⁾ | 12/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.28 | Â | Â | Â | Â | Â | 12/23/2004 ⁽¹²⁾ | 12/23/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE SARAH H 124 EVERGREEN DRIVE DEATSVILLE, AL 36022 | Â | Â | Â Chief Financial Officer | Â |

Signatures

Sarah H. Moore 01/24/2005

__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) 8,000 options will be classified as incentive stock options. The remaining 2,000 options will be classified as Non-Qualified Stock Options. This grant will be split up on subsequent forms to show this.
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (6) 2,510 options vest annually for three years commencing one year after the grant date. The fourth year 8,370 options vest and the fifth year 10,000 options vest.
- (7) 7,490 options vest annually for three years commencing one year after the grant date. The remaining 1,630 options vest on the fourth anniversary of the grant date.
- (8) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (60% vested)
- (9) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.

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- (10) 1,000 options vest annually for three years commencing one year after the grant date. The remaining 891 options vest on the fourth anniversary of the grant date.
- (11) Options vest in three equal installments, commencing three years from the date of grant. (0% vested)
- (12) Options vest in two equal installments commencing one year from the date of grant. (50% vested)
- (13) Registrant received direct ownership of 2,040 shares upon the passing of one of her minor sons.
Total final direct ownership on registrant's last Form 4, filed on 12/28/2004 was 14,611. Due to a clerical error, registrant was credited with 234 more 401K shares on that Form than she actually acquired through the company's 401K Plan. This total reflects the correction of the 234 share overstatement.
- (14)

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.