CHESSER JERRY J

Form 4 May 31, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

CHESSER JERRY J

900 CONCEPTION STREET

Symbol COLONIAL BANCGROUP INC

(Check all applicable)

[CNB]

_X__ Director 10% Owner Other (specify Officer (give title

(Last) (First) (Middle)

(Street)

(State)

(Zip)

(Month/Day/Year) 05/26/2005

6. Individual or Joint/Group Filing(Check

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

3. Date of Earliest Transaction

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

below)

HUNTSVILLE, AL 35801

(City)

(Chij)	(State)	Table 1 - Non-Derivative Securities Acc						uired, Disposed of, or Beneficially Owned				
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transac	ctio	4. Securi		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect		
(Instr. 3)	•	any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial				
		(Month/Day/Year)	(Instr. 8	3)				Owned	(D) or	Ownership		
								Following	Indirect (I)	(Instr. 4)		
						(4)		Reported	(Instr. 4)			
						(A)		Transaction(s)				
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	05/26/2005		J <u>(1)</u>	V	142	A	\$ 17.68	333,606	D			
Common Stock	05/26/2005		J <u>(1)</u>	V	367	A	\$ 17.68	333,973	D			

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)

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
		or Exercise Price of Derivative Security	(World Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ive es d		Underlying Securities (Instr. 3 and 4)	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director CHESSER JERRY J

900 CONCEPTION STREET X HUNTSVILLE, AL 35801

Signatures

Lisa M. Free, pursuant to power of attorney 05/31/2005 on file

> **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 Restricted Stock Plan for Directors.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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