

MOORE SARAH H
Form 5
January 23, 2006

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)
12/31/2005

___ Director ___ 10% Owner
X 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)

X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/31/2005 | ^ | J ⁽¹⁾ | 508 A \$ 23.33 | 49,946 | D | ^ |
| Common Stock | 12/31/2005 | ^ | J ⁽²⁾ | 245 A \$ 22.21 ⁽³⁾ | 50,191 | D | ^ |
| Common Stock | 12/31/2005 | ^ | J ⁽¹²⁾ | 435 A \$ 23.6 | 50,626 | D | ^ |
| Common | ^ | ^ | ^ | ^ ^ ^ | 3,649 | I | By Son |

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Stock

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 8.578 | Â | Â | Â | Â | 09/03/1997 ⁽⁵⁾ 09/03/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.29 | Â | Â | Â | Â | 09/03/1997 ⁽⁵⁾ 09/03/2006 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.5313 | 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 | 12/30/2000 ⁽⁵⁾ 12/30/2009 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 9.5 | Â | Â | Â | Â | 05/16/2001 ⁽⁴⁾ 05/16/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.5 | Â | Â | Â | Â | 05/16/2001 ⁽⁵⁾ 05/16/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 12.54 | Â | Â | Â | Â | 06/18/2001 ⁽⁵⁾ 06/18/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 14.81 | Â | Â | Â | Â | 12/28/2002 ⁽⁶⁾ 12/28/2011 | Common Stock |
| | \$ 11.75 | Â | Â | Â | Â | 12/30/2006 ⁽⁷⁾ 12/30/2012 | |

| | | | | | | | | | | |
|---|----------|---|---|---|---|---|----------------------------|------------|--|--------------|
| Incentive Stock Option (right to buy) | | | | | | | | | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | Â | Â | Â | Â | Â | 12/30/2003 ⁽⁸⁾ | 12/30/2012 | | Common Stock |
| Incentive Stock Option (right to buy) | \$ 17.28 | Â | Â | Â | Â | Â | 12/23/2006 ⁽⁹⁾ | 12/23/2013 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.28 | Â | Â | Â | Â | Â | 12/23/2004 ⁽¹⁰⁾ | 12/23/2013 | | Common Stock |
| Incentive Stock Option (right to buy) | \$ 21.45 | Â | Â | Â | Â | Â | 12/28/2006 ⁽¹¹⁾ | 12/28/2014 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 21.45 | Â | Â | Â | Â | Â | 12/28/2005 ⁽⁵⁾ | 12/28/2014 | | 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 01/18/2006

**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. Employee Stock Purchase Plan.
- (2) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (3) Average purchase price of 401K shares issued throughout the year.
- (4) 2,510 options vest annually for three years commencing one year from the grant date. The fourth year 8,370 options vest and the fifth year 10,000 options vest. (100% Vested).
- (5) 100% vested.
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (7) 109 options vest on 12/30/2006. The remaining 1,000 options vest one year later.
- (8)

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1,000 options vest annually for three years commencing one year from the date of grant. The remaining 891 options vest on the fourth anniversary of the grant date.

- (9) Options vest in three equal installments, commencing three years from the grant date. (0% Vested)
- (10) Options vest in two equal installments, commencing one year from the grant date. (100% vested)
- (11) Options vest in four equal installments, commencing two years from the grant date. (0% vested)
- (12) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.

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