

COLONIAL BANCGROUP INC
 Form 5
 January 22, 2007

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)
 12/31/2006

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)
 Chief Operating Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock | 12/31/2006 | Â | J ⁽⁶⁾ | 2,727 A | \$ 24.82 | 82,271 D | Â |
| Common Stock | 12/31/2006 | Â | J ⁽⁹⁾ | 576 A | \$ 24.68 | 82,847 D | Â |

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

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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 or Number of |
| Incentive Stock Option (right to buy) | \$ 21.41 | Â | Â | Â | Â Â | 12/30/2005 ⁽¹⁾ 12/30/2014 | Common Stock | 10 |
| Incentive Stock Option (right to buy) | \$ 10.5 | Â | Â | Â | Â Â | 12/30/2000 ⁽²⁾ 12/30/2009 | Common Stock | 20 |
| Incentive Stock Option (right to buy) | \$ 12.54 | Â | 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 Â | 12/28/2002 ⁽³⁾ 12/28/2011 | Common Stock | 5 |
| Incentive Stock Option (right to buy) | \$ 11.75 | Â | Â | Â | Â Â | 12/30/2007 12/30/2012 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | Â | Â | Â | Â Â | 12/30/2003 ⁽⁴⁾ 12/30/2012 | Common Stock | 4 |
| Incentive Stock Option (right to buy) | \$ 17.28 | Â | Â | Â | Â Â | 12/23/2004 ⁽⁵⁾ 12/23/2013 | Common Stock | 5 |
| Incentive Stock Option (right to buy) | \$ 25.4 | Â | Â | Â | Â Â | 04/18/2007 ⁽⁷⁾ 04/18/2016 | Common Stock | 1 |
| Non Qualified Stock Option (right to buy) | \$ 25.4 | Â | Â | Â | Â Â | 04/18/2007 ⁽⁸⁾ 04/18/2016 | Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hill Patti G 8931 COUNTY ROAD 34 FAIRHOPE, AL 36532 | Å | Å | Å Chief Operating Officer | Å |

Signatures

/s/ Patti G. Hill 01/22/2007

__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) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (100% vested)
- (3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (80% vested)
- (4) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant. (75% vested)
- (5) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (40% vested)
- (6) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (7) 1,105 options will vest on 4/18/2007. 1,570 options will vest on 4/18/2008. 2,251 options will vest on 4/18/2009. The remaining 7,874 options will vest in two equal installments annually beginning on the fourth anniversary of the grant date.
- (8) 6,171 options will vest on 4/18/2007. 5,706 options will vest on 4/18/2008. 5,025 options will vest on 4/18/2009. The remaining 6,678 options will vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
- (9) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.

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