

Hill Patti G
Form 5
February 08, 2006

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
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1. Name and Address of Reporting Person *
Hill Patti G

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 of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

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

Chief Operating Officer

8931 COUNTY ROAD 34

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FAIRHOPE, AL 36532

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
Common Stock	12/31/2005	Â	J ⁽⁶⁾	883	A Amount (D) Price \$ 22.15 ⁽⁷⁾	50,238	D Â

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)

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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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount 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)	\$ 11.5313	Â	Â	Â	Â Â	12/30/1999 ⁽²⁾ 12/30/2008	Common Stock 20
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

Reporting Owners

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

Signatures

Patti G. Hill

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) 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) Average purchase price of 401K shares issued throughout the year.

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.