

COLONIAL BANCGROUP INC

Form 4

April 20, 2006

FORM 4**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).

**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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOWDER ROBERT E

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)
**ONE COMMERCE STREET, 8TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2006

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

(Street)
MONTGOMERY, AL 36104

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/18/2006		J ⁽²⁾		242	A	\$ 20.64	6,078,793 D
Common Stock	04/18/2006		J ⁽³⁾	V	370	A	\$ 24.61 (4)	6,079,163 D
Common Stock								25,960 I by Spouse

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 9.5775					01/15/1998	01/15/2007	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 9.5775					01/15/1998	01/15/2007	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 10.38					03/29/2001	03/29/2010	Common Stock	200,000
Non-Qualified Stock Option (right to buy)	\$ 10.5					12/30/2000	12/30/2009	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 11.5313					12/30/1999	12/30/2008	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 24.09					12/22/2006 ⁽¹⁾	12/22/2015	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LOWDER ROBERT E ONE COMMERCE STREET, 8TH FLOOR MONTGOMERY, AL 36104	CEO

Signatures

/s/ Robert E.
Lowder

04/19/2006

__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.
- (2) Shares Issued through the Restricted Stock Plan for Directors.
- (3) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (4) 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 is insufficient, *see* Instruction 6 for procedure.
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