

OAKLEY WALTER FLAKE IV  
 Form 4  
 April 28, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OAKLEY WALTER FLAKE IV**

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)  
**509 COUNTY DOWNS ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/27/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President**

**MONTGOMERY, AL 36109**

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                    | 04/27/2005                           |  | S                              |   | 3,600   | D  | \$ 21.83  |
| Common Stock                    | 04/27/2005                           |  | S                              |   | 300   | D  | \$ 21.86  |
| Common Stock                    | 04/27/2005                           |  | S                              |   | 1,100   | D  | \$ 21.87  |
| Common Stock                    | 04/27/2005                           |  | S                              |   | 4,500   | D  | \$ 21.88  |
| Common Stock                    | 04/27/2005                           |  | S                              |   | 9,300   | D  | \$ 21.89  |

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|              |            |  |                         |   |        |   |                           |         |   |          |
|--------------|------------|--|-------------------------|---|--------|---|---------------------------|---------|---|----------|
| Common Stock | 04/27/2005 |  | S                       |   | 6,200  | D | \$ 21.9                   | 82,941  | D |          |
| Common Stock | 04/27/2005 |  | M                       |   | 10,000 | A | \$ 9.97                   | 92,941  | D |          |
| Common Stock | 04/27/2005 |  | M                       |   | 30,000 | A | \$ 10.5                   | 122,941 | D |          |
| Common Stock | 04/27/2005 |  | <u>J</u> <sup>(1)</sup> | V | 340    | A | \$<br>20.31<br><u>(2)</u> | 123,281 | D |          |
| Common Stock | 04/27/2005 |  | <u>J</u> <sup>(3)</sup> | V | 36     | A | \$<br>20.13               | 4,776   | I | By Sons  |
| Common Stock |            |  |                         |   |        |   |                           | 2,000   | I | By Trust |

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

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SEC 1474  
(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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy)      | \$ 9.97  | 04/27/2005                           |  | M                              | 10,000  | 12/19/1997 12/19/2006                                    | Common Stock  | 10,000                     |
| Incentive Stock Option (right to buy)      | \$ 10.5  | 04/27/2005                           |  | M                              | 30,000  | 12/30/2000 12/30/2009                                    | Common Stock  | 30,000                     |
| Incentive Stock Option                     | \$ 11.5313   |                                      |  |                                |   | 12/30/1999 12/30/2008                                    | Common Stock  | 40,000                     |

|   |          |                           |            |              |        |  |
|---|----------|---------------------------|------------|--------------|--------|--|
| (right to buy)                            |          |                           |            |              |        |  |
| Incentive Stock Option (right to buy)     | \$ 12.54 | 06/18/2001                | 06/18/2011 | Common Stock | 20,000 |  |
| Incentive Stock Option (right to buy)     | \$ 14.81 | 12/28/2002 <sup>(4)</sup> | 12/28/2011 | Common Stock | 10,000 |  |
| Incentive Stock Option (right to buy)     | \$ 17.28 | 12/23/2004 <sup>(5)</sup> | 12/23/2013 | Common Stock | 8,400  |  |
| Non Qualified Stock Option (right to buy) | \$ 17.28 | 12/23/2004                | 12/23/2013 | Common Stock | 1,590  |  |
| Incentive Stock Option (right to buy)     | \$ 21.45 | 12/28/2005 <sup>(6)</sup> | 12/28/2014 | Common Stock | 9,290  |  |
| Non Qualified Stock Option (right to buy) | \$ 21.45 | 12/28/2005 <sup>(7)</sup> | 12/28/2014 | Common Stock | 704    |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| OAKLEY WALTER FLAKE IV<br>509 COUNTY DOWNS ROAD<br>MONTGOMERY, AL 36109 |               |           | President |       |

## Signatures

W. Flake  
Oakley, IV

04/28/2005

\_\_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. 401(k) Plan.
- (2) Average purchase price of 401(k) shares issued throughout the year.
- (3) Shares acquired through The Colonial BancGroup, Inc. Dividend Reinvestment Plan.
- (4) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.
- (5) 407 options vested on 12/23/2004. The remaining 8,000 options vest 25% annually, beginning on 12/23/2005.
- (6) 1,648 options vest on 12/28/05 and 12/28/06. The remaining 6,000 options vest in three equal installmetns, annually, beginning on 12/28/2007.
- (7) 352 options vest on 12/28/2005 and 352 options vest on 12/28/2006.

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