

COPE CARYN D  
Form 5  
February 13, 2009

**FORM 5**

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

OMB APPROVAL

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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 \*  
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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)  
12/31/2008

\_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
Chief Credit Officer

2508 GUNSTER ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONTGOMERY, AL 36111

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/01/2008	^	E <sup>(8)</sup>	74,196 D \$ 2.07	96,087	D	^
Common Stock	12/31/2008	^	J <sup>(9)</sup>	217 A \$ 7.57 <sup>(10)</sup>	96,304	D	^
Preferred Securities, Colonial Capital	^	^	^	^ ^ ^ ^	600	D	^

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Trust IV

Common Stock 12/03/2008 Â S4 2,500 D \$ 3.1 5,300 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 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)

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
Incentive Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2004 12/30/2012	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2003 12/30/2012	Common Stock 3
Incentive Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 <sup>(1)</sup> 12/23/2013	Common Stock 8
Non-Qualified Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 12/23/2013	Common Stock 1
Incentive Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	12/28/2005 <sup>(2)</sup> 12/28/2014	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	12/28/2005 <sup>(3)</sup> 12/28/2014	Common Stock 3
Incentive Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 <sup>(4)</sup> 04/18/2016	Common Stock 1
Non-Qualified Stock Option	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 <sup>(5)</sup> 04/18/2016	Common Stock 2

