COLONIAL BANCGROUP INC
Form 4
January 22, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 burden hours per response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

8931 COUNTY ROAD 34

(Street)

FAIRHOPE, AL 36532

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COLONIAL BANCGROUP INC [CNB]

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	01/16/2007		A (9)		5,360	A	$ 25.81	88,207	D	
Common Stock	01/16/2007		A (10)		5,360	A	$ 25.81	93,567	D	

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 An Underlying Sec (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	$ 21.41							12/30/2005 [(1)](#)	12/30/2014	Common Stock
Incentive Stock Option (right to buy)	$ 10.5							12/30/2000 [(2)](#)	12/30/2009	Common Stock
Incentive Stock Option (right to buy)	$ 12.54							06/18/2001	06/18/2011	Common Stock
Incentive Stock Option (right to buy)	$ 14.81							12/28/2002 [(3)](#)	12/28/2011	Common Stock
Incentive Stock Option (right to buy)	$ 11.75							12/30/2007	12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	$ 11.75							12/30/2003 [(4)](#)	12/30/2012	Common Stock
Incentive Stock Option (right to buy)	$ 17.28							12/23/2004 [(5)](#)	12/23/2013	Common Stock
Incentive Stock Option (right to buy)	$ 25.4							04/18/2007 [(6)](#)	04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	$ 25.4							04/18/2007 [(7)](#)	04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	$ 25.81	01/16/2007		A		25,090		01/16/2008 [(8)](#)	01/16/2017	Common Stock

Reporting Owners

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

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)	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.
(7)	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.
(8)	Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
(9)	Service Based Restricted Stock Award. These restricted shares will vest 100% on the fifth anniversary of the grant date.
(10)	Performance Based Restricted Stock Award. These restricted shares will vest based on performance on the third anniversary of the grant date. The performance measure has been defined as EPS growth measured as a three-year compound annual growth rate (CAGR) from December 31, 2006 - December 31, 2009.

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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