

Hill Patti G  
 Form 4  
 February 19, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 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)  
 7257 BRISBANE PLACE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2009

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

MONTGOMERY, AL 36117

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/17/2009		E <sup>(5)</sup>	D	\$ 8,150	150,104	D
Common Stock	02/17/2009		J <sup>(6)</sup>	V	\$ 5,869	155,973	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)

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**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 or Number of Shares
Incentive Stock Option (right to buy)	\$ 21.41					12/30/2005 <sup>(1)</sup> 12/30/2014	Common Stock 10,000
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000 12/30/2009	Common Stock 20,000
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 12/28/2011	Common Stock 5,000
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2007 12/30/2012	Common Stock 1,000
Non-Qualified Stock Option (right to buy)	\$ 11.75					12/30/2003 <sup>(2)</sup> 12/30/2012	Common Stock 2,000
Incentive Stock Option (right to buy)	\$ 17.28					12/23/2004 12/23/2013	Common Stock 5,000
Incentive Stock Option (right to buy)	\$ 25.4					04/18/2007 <sup>(3)</sup> 04/18/2016	Common Stock 12,800
Non Qualified Stock Option (right to buy)	\$ 25.4					04/18/2007 <sup>(4)</sup> 04/18/2016	Common Stock 23,500
Non Qualified Stock Option (right to buy)	\$ 25.81					01/16/2008 <sup>(1)</sup> 01/16/2017	Common Stock 25,000

Non Qualified Stock Option (right to buy)	\$ 11.29	01/15/2009 <sup>(1)</sup>	01/15/2018	Common Stock	63,8
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Patti G 7257 BRISBANE PLACE MONTGOMERY, AL 36117			Chief Operating Officer	

## Signatures

/s/ Patti G. Hill	02/19/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant.
- (3) 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.
- (4) 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.
- (5) Performance based restricted shares that expired due to the performance criteria not having been achieved.
- (6) Shares purchased through the Colonial BancGroup, Inc. 401K Retirement Plan and Non-Qualified Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.