

COLONIAL BANCGROUP INC  
 Form 4  
 April 18, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/16/2008**

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

**100 COLONIAL BANK BLVD.,  
 3RD FLOOR**

(Street)

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

**MONTGOMERY, AL 36117**

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/16/2008                           |  | A <sup>(3)</sup>               | V 1,597 A \$ 9.39   | 6,670,158   | D  |   |
| Common Stock                    | 04/16/2008                           |  | J <sup>(4)</sup>               | V 3,381 A \$ 12.45  | 6,673,539   | 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 required to respond unless the form**

SEC 1474 (9-02)

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 |
| 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 <sup>(1)</sup> | 12/22/2015      | Common Stock | 200,000          |
| Non-Qualified Stock Option (right to buy)  | \$ 25.81   |                                      |  |                                |   |  |   | 01/16/2008 <sup>(2)</sup> | 01/16/2017      | Common Stock | 101,000          |
| Non-Qualified Stock Option (right to buy)  | \$ 11.29   |                                      |  |                                |   |  |   | 01/15/2009 <sup>(2)</sup> | 01/15/2018      | Common Stock | 258,000          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LOWDER ROBERT E<br>100 COLONIAL BANK BLVD., 3RD FLOOR<br>MONTGOMERY, AL 36117 |               |           | CEO     |       |

## Signatures

/s/ T. Brent Hicks, Attorney  
in Fact

04/18/2008

\_\_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. (40% vested).
- (2) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (0% vested)
- (3) Service Based Restricted Stock Award. These restricted shares will vest 100% on the fifth anniversary of the grant date.
- (4) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.

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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