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COLONIAL BANCGROUP INC  
Form POS AM  
November 05, 2001

As filed with the Securities and Exchange Commission on November 5, 2001

Registration No. 333-68720

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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Post Effective Amendment No. 1  
TO  
FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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THE COLONIAL BANCGROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)

6711  
(Primary Standard Industrial  
Classification Code Number)

63-06615  
(I.R.S. Employer Id

One Commerce Street, Suite 800  
Montgomery, Alabama 36104  
(Address of principal executive offices)

(334) 240  
(Telephon

-----  
William A. McCrary  
Senior Legal Counsel  
Post Office Box 1108  
Montgomery, Alabama 36101  
(Name and address of agent for service)

Copies to:

Willard H. Henson  
Miller, Hamilton, Snider & Odom, L.L.C.  
One Commerce Street, Suite 305  
Montgomery, Alabama 36104

Approximate date of commencement of proposed sale to the  
public: As soon as practicable after the effective date  
of this Registration Statement.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ( )

The Colonial BancGroup, Inc. ("BancGroup") registered 4,996,407 shares of its Common Stock on Form S-4, registration no. 333-68720, in connection with the acquisition of Manufacturers Bancshares, Inc. ("Manufacturers"), a Florida corporation, including shares of BancGroup Common Stock to be issued pursuant to the exercise of options of Manufacturers following the merger. Such registration was declared effective on September 11, 2001.

A total of 4,334,440 shares were issued in the merger on October 25, 2001, and 123,997 shares were issued pursuant to the exercise of Manufacturers options following the merger. A total of 4,458,437 shares were issued in the merger and pursuant to the exercise of stock options after the merger. Pursuant to the undertaking given by BancGroup in such registration statement in accordance with Regulation S-K, item 512(a)(3), BancGroup hereby removes 537,970 shares from registration, which represents the number of shares registered less the number of shares issued in the merger and the number of shares issued pursuant to Manufacturers options.

### SIGNATURE

Pursuant to Regulation S-K, item 512(a)(3) and SEC Rule 478(a)(4), the undersigned registrant hereby executes this post effective amendment to its registration statement on Form S-4 to remove from registration certain shares not issued and has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montgomery, Alabama, on the 2nd day of November, 2001.

THE COLONIAL BANCGROUP, INC.

By: /s/ W. Flake Oakley

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W. Flake Oakley  
Executive Vice President,  
Chief Financial Officer and  
Secretary