

LOWDER ROBERT E  
Form 5  
January 31, 2005

**FORM 5**

**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).  
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 \*  
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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2004

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

ONE COMMERCE STREET, 8TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONTGOMERY, AL 36104

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2004	^	J <sup>(1)</sup>	321 A	18.77 \$ (2)	6,096,549	D ^
Common Stock	^	^	^	^ ^ ^ ^	25,960	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 9.5775	Â	Â	Â	Â	01/15/1998 - 01/15/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.5775	Â	Â	Â	Â	01/15/1998 - 01/15/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.38	Â	Â	Â	Â	03/29/2001 <sup>(3)</sup> - 03/29/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â	12/30/2000 - 12/30/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.5313	Â	Â	Â	Â	12/30/1999 - 12/30/2008	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

LOWDER ROBERT E  
ONE COMMERCE STREET, 8TH FLOOR  
MONTGOMERY, AL 36104

Â   Â   Â CEO   Â

## Signatures

Robert E.  
Lowder

01/31/2005

\*\*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) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.

(2) Average purchase price of 401K shares issued throughout the reporting period.

100,000 options vest in 5 equal installments, 20% annually beginning one year from the date of grant. The other 100,000 options vest

(3) 100% on any given date if the stock price increases to \$16.71 and stays there for 5 consecutive trading days. If the price does not reach \$16.71 by 3/29/05, then none of the options vest.

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