

Hill Patti G  
 Form 5  
 February 13, 2009

# 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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Hill Patti G			COLONIAL BANCGROUP INC [CNB]	(Check all applicable)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
7257 BRISBANE PLACE			12/31/2008	Chief Operating Officer
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)
MONTGOMERY, AL 36117				<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)	(A) or (D)	Price	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	12/31/2008	Â	J <sup>(8)</sup>	2,051	A	\$ 7.46	146,397	D	Â
Common Stock	12/31/2008	Â	J <sup>(9)</sup>	11,857	A	\$ 8 <sup>(10)</sup>	158,254	D	Â

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 21.41	Â	Â	Â	Â Â	12/30/2005 <sup>(1)</sup> 12/30/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â Â	12/30/2000 <sup>(2)</sup> 12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54	Â	Â	Â	Â Â	06/18/2001 06/18/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 14.81	Â	Â	Â	Â Â	12/28/2002 <sup>(2)</sup> 12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2007 12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2003 <sup>(3)</sup> 12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 <sup>(4)</sup> 12/23/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 <sup>(5)</sup> 04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 <sup>(6)</sup> 04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	\$ 25.81	Â	Â	Â	Â Â	01/16/2008 <sup>(7)</sup> 01/16/2017	Common Stock

