

COPE CARYN D  
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 \*  
COPE CARYN D

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)  
12/31/2008

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

2508 GUNSTER ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONTGOMERY, AL 36111

X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/01/2008	^	E <sup>(8)</sup>	74,196 D \$ 2.07	96,087	D	^
Common Stock	12/31/2008	^	J <sup>(9)</sup>	217 A \$ 7.57 <sup>(10)</sup>	96,304	D	^
Preferred Securities, Colonial Capital	^	^	^	^ ^ ^ ^	600	D	^

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Trust IV

Common Stock 12/03/2008 Â S4 2,500 D \$ 3.1 5,300 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)

**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)	\$ 11.75	Â	Â	Â	Â Â	12/30/2004 12/30/2012	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	12/30/2003 12/30/2012	Common Stock 3
Incentive Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 <sup>(1)</sup> 12/23/2013	Common Stock 8
Non-Qualified Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 12/23/2013	Common Stock 1
Incentive Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	12/28/2005 <sup>(2)</sup> 12/28/2014	Common Stock 6
Non-Qualified Stock Option (right to buy)	\$ 21.45	Â	Â	Â	Â Â	12/28/2005 <sup>(3)</sup> 12/28/2014	Common Stock 3
Incentive Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 <sup>(4)</sup> 04/18/2016	Common Stock 1
Non-Qualified Stock Option	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 <sup>(5)</sup> 04/18/2016	Common Stock 2

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 25.81	Â	Â	Â	Â	Â	01/16/2008 <sup>(6)</sup>	01/16/2017	Common Stock	2
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Non-Qualified Stock Option (right to buy)	\$ 11.29	Â	Â	Â	Â	Â	01/15/2009 <sup>(7)</sup>	01/15/2018	Common Stock	6
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPE CARYN D 2508 GUNSTER ROAD MONTGOMERY, AL 36111	Â	Â	Â Chief Credit Officer	Â

## Signatures

/s/ Caryn D.  
Cope

01/27/2009

\*\*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) 534 options vest on year from the date of grant. The remaining 8,000 options vest in four equal installments, annually, on 12/23/2005, 12/23/2006, 12/23/2007, and 12/23/2008.
- (2) 588 option vest on 12/28/2005 and 12/28/2006. 1,284 options vest on 12/28/2007. The remaining 4,000 options vest in two equal installments, annually, on 12/28/2008 and 12/28/2009.
- (3) 1,412 options vest on 12/28/2005 and 12/28/2006. 716 options vest on 12/28/2007.
- (4) 4 options vest one year from the date of grant. 887 options vest on the second anniversary of the grant date. 2,248 options vest on the third anniversary of the grant date. The remaining 7,874 options vest in equal installments, annually, beginning on the fourth anniversary of the grant date.
- (5) 7,272 options vest on the first anniversary of the grant date. 6,389 options vest on the second anniversary of the grant date. 5,028 options vest on the third anniversary of the grant date. The remaining 6,678 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
- (6) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant. (20% vested)
- (7) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.(0% vested)
- (8) These Restricted Shares expired pursuant to the terms of the Company's 2001 Long Term Incentive Plan when the reporting person ceased employment with Company.
- (9) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (10) Average purchase price of 401K shares issued throughout the year.

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