

Hill Patti G
 Form 5
 February 13, 2009

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 *
 Hill Patti G
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 COLONIAL BANCGROUP INC [CNB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Operating Officer

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

7257 BRISBANE PLACE
 (Street)

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)	(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 ⁽⁸⁾	2,051	A	\$ 7.46	146,397	D	Â
Common Stock	12/31/2008	Â	J ⁽⁹⁾	11,857	A	\$ 8 ⁽¹⁰⁾	158,254	D	Â

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 displays a currently valid OMB control number.

SEC 2270 (9-02)

Edgar Filing: Hill Patti G - Form 5

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 ⁽¹⁾ 12/30/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5	Â	Â	Â	Â Â	12/30/2000 ⁽²⁾ 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 ⁽²⁾ 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 ⁽³⁾ 12/30/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 17.28	Â	Â	Â	Â Â	12/23/2004 ⁽⁴⁾ 12/23/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 ⁽⁵⁾ 04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â Â	04/18/2007 ⁽⁶⁾ 04/18/2016	Common Stock
Non Qualified Stock Option (right to buy)	\$ 25.81	Â	Â	Â	Â Â	01/16/2008 ⁽⁷⁾ 01/16/2017	Common Stock

