COLONY BANKCORP INC

Form 4 May 20, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICE

Symbol

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

Section 16.

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOWNING L MORRIS JR

			COLONY I [CBAN]	COLONY BANKCORP INC [CBAN]					(Check all applicable)			
(Last) 127 SHADY L	(First) Δ NF	(Middle)	3. Date of Ear (Month/Day/Y 05/16/2005	liest Transaction (ear)					X_ Director 10% Owner Officer (give title Other (specify below)			
127 51111151 E	(Street)		4. If Amendm	4. If Amendment, Date Original Filed(Month/Day/Year)				A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FITZGERALD						P	Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned		
1.Title of Security (Instr. 3)	2. Transactic (Month/Day)	/Year) E	A. Deemed Execution Date, if ny Month/Day/Year)	Code	Cransaction(A) or Disposed of Code (D) Instr. 8) (Instr. 3, 4 and 5) (A) or		of	Securities Ownership In Beneficially Form: Be Owned Direct (D) O Following or Indirect (In Reported (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
COLONY BANKCORP INC COMMON STOCK	05/16/200	5		Code	V	Amount 36,235 (1)	(D)	Price	181,175	D		
COLONY BANKCORP INC COMMON STOCK	05/16/200	5		J		8,703 (1)	A	(1)	43,515	I	OWNED BY WIFE	

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

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SEC 1474 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and	4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoi		
									uiit	
						Date	Expiration	Of Title Numb	h.a.u	
						Exercisable	Date	Title Numl	ber	
				C-J- V	(A) (D)			of		
				Coue v	(A) (D)			Share	es	

Reporting Owners

Reporting Owner Name / Address	Relationships

10% Owner Director Officer Other

DOWNING L MORRIS JR X 127 SHADY LANE FITZGERALD, X1 31750

Signatures

L. MORRIS 05/20/2005 DOWNING, JR

**Signature of Reporting Person

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).

REFLECTS A FIVE-FOR-FOUR STOCK SPLIT EFFECTED IN THE FORM OF A 25% STOCK DIVIDEND TO **(1)** SHAREHOLDERS OF RECORD AS OF APRIL 30, 2005 AND ISSUED ON MAY 16, 2005. PRICE NOT APPLICABLE.

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

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