

Parrish Harlan C
Form 4
June 05, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parrish Harlan C

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)
10070 DANIELS INTERSTATE
COURT

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2009

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Retail Banking Director

(Street)
FORT MYERS, FL 33913

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
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 or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 05/18/2009 | | S(8) | 126,304 | D | | |
| Common Stock | | | | | 14,962 | I | by Spouse |

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

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information contained in this form are not
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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 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 Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 10.5 | | | | | 12/30/2000 ⁽¹⁾ 12/30/2009 | Common Stock 25,000 |
| Incentive Stock Option (right to buy) | \$ 14.81 | | | | | 12/28/2002 ⁽¹⁾ 12/28/2011 | Common Stock 10,000 |
| Incentive Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2007 12/30/2012 | Common Stock 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.75 | | | | | 12/30/2003 ⁽²⁾ 12/30/2012 | Common Stock 8,000 |
| Incentive Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 ⁽³⁾ 12/23/2013 | Common Stock 8,000 |
| Non-Qualified Stock Option (right to buy) | \$ 17.28 | | | | | 12/23/2004 12/23/2013 | Common Stock 2,000 |
| Incentive Stock Option (right to buy) | \$ 21.41 | | | | | 12/30/2005 ⁽⁴⁾ 12/30/2014 | Common Stock 9,240 |
| Non-Qualified Stock Option (right to buy) | \$ 21.41 | | | | | 12/30/2005 ⁽⁵⁾ 12/30/2014 | Common Stock 752 |
| Incentive Stock Option (right to buy) | \$ 25.4 | | | | | 04/18/2007 ⁽⁶⁾ 04/18/2016 | Common Stock 8,600 |
| Non-Qualified Stock Option (right to buy) | \$ 25.4 | | | | | 04/18/2007 ⁽⁷⁾ 04/18/2016 | Common Stock 5,030 |

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| | | | | | |
|---|----------|---------------------------|------------|-----------------|------|
| Non-Qualified Stock Option (right to buy) | \$ 25.81 | 01/16/2008 ⁽¹⁾ | 01/16/2017 | Common Stock | 9,41 |
| Non-Qualified Stock Option (right to buy) | \$ 11.29 | 01/15/2009 ⁽¹⁾ | 01/15/2018 | Common Stock | 23,9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parrish Harlan C 10070 DANIELS INTERSTATE COURT FORT MYERS, FL 33913 | | | Retail Banking Director | |

Signatures

/s/ Harlan C.
Parrish

06/05/2009

__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) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.
- (2) Options vest in 4 equal installments, 25% annually beginning one year from the date of grant.
- (3) Options vest in 4 equal installments, 25% annually beginning two years from the date of grant.
- (4) 1,651 options vest on 12/30/2005 and 12/30/2006. 1,946 options vest on 12/30/2007 while 2,00 options vest on 12/30/2008 and 12/30/2009.
- (5) 349 options vest on 12/30/2005 and 12/30/2006. The remaining 54 options vest on 12/30/2007.
- (6) 6 options vest on 4/18/2007, 890 options vest on 4/18/2008, 2,251 options vest on 4/18/2009, 2,728 options vest on 4/18/2010 and 2,728 options vest on 4/18/2011.
- (7) 2,723 options vest on 4/18/2007, 1,839 options vest on 4/18/2008 and 477 options vest on 4/18/2009.
- (8) Filer changed his 401(k) election which caused shares to be sold in his account. The filing is late and will be reported in the company's next proxy statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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