

MOORE SARAH H
Form 4
August 01, 2007

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE SARAH H

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)
124 EVERGREEN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

DEATSVILLE, AL 36022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	07/30/2007		M	V 7,895 A \$ 9.5	93,236	D	
Common Stock	07/30/2007		J ⁽¹⁾	V 144 A \$ 24.88 ⁽²⁾	93,380	D	
Common Stock	07/30/2007		J ⁽³⁾	V 90 A \$ 24.7 ⁽⁴⁾	93,470	D	
Common Stock	07/30/2007		J ⁽¹¹⁾	V 41 A \$ 24.878	93,511	D	
Common Stock					4,649	I	By Son

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 11.5313					12/30/1999	12/30/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 10.5					12/30/2000	12/30/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 9.5					05/16/2001	05/16/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.5	07/30/2007		M	7,895	05/16/2001	05/16/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 12.54					06/18/2001	06/18/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 14.81					12/28/2002	12/28/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.75					12/30/2006 ⁽⁵⁾	12/30/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.75					12/30/2003	12/30/2012	Common Stock
Incentive Stock Option	\$ 17.28					12/23/2006 ⁽⁶⁾	12/23/2013	Common Stock

(right to buy)					
Non-Qualified Stock Option (right to buy)	\$ 17.28		12/23/2004	12/23/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 21.45		12/28/2006 ⁽⁷⁾	12/28/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.45		12/28/2005	12/28/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 25.4		04/18/2007 ⁽⁸⁾	04/18/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.4		04/18/2007 ⁽⁹⁾	04/18/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.81		01/16/2008 ⁽¹⁰⁾	01/16/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE SARAH H 124 EVERGREEN DRIVE DEATSVILLE, AL 36022			Chief Financial Officer	

Signatures

/s/ Sarah H.
Moore

08/01/2007

 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) Shares issued through the Colonial BancGroup, Inc. Employee Stock Purchase Plan.
- (2) Average purchase price of ESPP shares issued throughout the reporting period.
- (3) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan.
- (4) Average purchase price of 401K shares issued throughout the year.
- (5) 109 options vest on 12/20/2006. The remaining 1,000 options vest on 12/30/2007.
- (6) Options vest in three equal installments beginning on the third anniversary of the grant date. (33% vested)

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- (7) Options vest in four equal installments beginning on the second anniversary of the grant date. (25% vested)
422 options vest on the first anniversary of the grant date. 887 options vest on the second anniversary of the grant date. 2,248 options
- (8) vest on the third anniversary of the grant date. The remaining 7,874 options vest in two equal installments, annually, beginning on the fourth anniversary of the grant date.
6,854 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
- (9) 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.
- (10) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.
- (11) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.

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. ">Citizenship:

A Delaware limited liability company

2(d)

Title of Class of Securities

Common Stock

2(e)

CUSIP Number: 817565104

Item 3

If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

..

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

..

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

..

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

Explanation of Responses:

(d)

..

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

p

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)

..

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g)

..

A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);

(h)

..

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

..

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

..

Group, in a accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

4(a) Amount beneficially owned: 26,562,781 shares

4(b) Percent of Class: 10.87%

4(c) Number of shares as to which person has:

(i) Sole power to vote or to direct the vote: 1,170,445 shares

(ii) Shared power to vote or to direct the vote: 25,392,336 shares

(iii) Sole power to dispose or to direct the disposition of: 26,562,781 shares

(iv) Shared power to dispose or to direct the disposition of: —

Item 5 Ownership of Five Percent or Less of a Class:
Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:
The right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock is held by certain clients of the reporting person, none of which has such right or power with respect to five percent or more of the common stock.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:
Not Applicable.

Item 8 Identification and Classification of Members of the Group:
Not Applicable.

Item 9 Notice of Dissolution of Group:
Not Applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

BARROW, HANLEY, MEWHINNEY & STRAUSS, LLC

By: /s/ James P. Barrow
Name: James P. Barrow
Title: President

February 10, 2011

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