

COLONIAL BANGROUP INC
 Form 4
 May 28, 2008

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 *
 Byrne David B Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9213 BRISTOL WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2008

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

MONTGOMERY, AL 36117

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/28/2008		P	V	\$ 5.676	35,697	D
Common Stock	05/28/2008		P	V	\$ 5.708	1,000	I by Spouse

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 Amount of Underlying Securities (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 23.89					01/18/2007 ⁽³⁾ 01/18/2016	Common Stock 20,000
Incentive Stock Option (right to buy)	\$ 25.4					04/18/2007 ⁽¹⁾ 04/18/2016	Common Stock 870
Non-Qualified Stock Option (right to buy)	\$ 25.4					04/18/2007 ⁽²⁾ 04/18/2016	Common Stock 10,800
Non-Qualified Stock Option (right to buy)	\$ 25.81					01/16/2008 ⁽¹⁾ 01/16/2017	Common Stock 12,100
Non-Qualified Stock Option (right to buy)	\$ 11.29					01/15/2009 ⁽¹⁾ 01/15/2018	Common Stock 38,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Byrne David B Jr 9213 BRISTOL WAY MONTGOMERY, AL 36117			Chief Legal Officer	

Signatures

/s/ David B. Byrne, Jr. 05/28/2008

**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) 2,170 options vest on the first anniversary of the grant date. The remaining 8,676 options will vest in four equal installments beginning two years from the date of grant.

(3) Options vest in 5 equal installments, 20% annually beginning one year from the date of grant.

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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