

Hicks Thomas Brent
Form 5
February 13, 2009

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Hicks Thomas Brent

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)

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Accounting Officer

8101 WYNDRIDGE DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONTGOMERY, AL 36117

____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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 ⁽²⁾	5,616 A	\$ 8.108 (3)	34,566 D	Â
Common Stock	12/31/2008	Â	J ⁽⁴⁾	55 A	\$ 10.749	34,621 D	Â
Common Stock	12/31/2008	Â	J ⁽⁵⁾	1,053 A	\$ 8.1462 (6)	35,674 D	Â

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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 2270
(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 Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 22.01	Â	Â	Â	Â	10/17/2006 ⁽¹⁾	Common Stock
Incentive Stock Option (right to buy)	\$ 25.4	Â	Â	Â	Â	04/18/2007 ⁽¹⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.81	Â	Â	Â	Â	01/16/2008 ⁽¹⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.29	Â	Â	Â	Â	01/15/2009 ⁽¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hicks Thomas Brent 8101 WYNDRIDGE DRIVE MONTGOMERY, AL 36117	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ T. Brent
Hicks

02/09/2009

**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) Shares issued through the Colonial BancGroup, Inc. 401K Retirement Plan and Nonqualified Deferred Comp. Plan.
- (3) Average purchase price of 401K and Nonqualified Deferred Comp. shares issued throughout the year.
- (4) Shares acquired through the Colonial BancGroup, Inc. Dividend Reinvestment Plan.
- (5) Shares issued through the Colonial BancGroup, Inc. Employee Stock Purchase Plan.
- (6) Average purchase price of ESPP shares issued throughout the reporting period.

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