Parrish Harlan C
Form 4
June 10, 2009

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

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

(Last) (First) (Middle)

10070 DANIELS INTERSTATE COURT

(Street)

FORT MYERS, FL 33913

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Retail Banking Director

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/08/2009		I(8)		84,202	D	$ 1.12	211,623	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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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Incentive Stock Option (right to buy)	$ 10.5							12/30/2000[1]	12/30/2009	Common Stock	25,0
Incentive Stock Option (right to buy)	$ 14.81							12/28/2002[1]	12/28/2011	Common Stock	10,0
Incentive Stock Option (right to buy)	$ 11.75							12/30/2007	12/30/2012	Common Stock	2,00
Non-Qualified Stock Option (right to buy)	$ 11.75							12/30/2003[2]	12/30/2012	Common Stock	8,00
Incentive Stock Option (right to buy)	$ 17.28							12/23/2004[3]	12/23/2013	Common Stock	8,00
Non-Qualified Stock Option (right to buy)	$ 17.28							12/23/2004	12/23/2013	Common Stock	2,00
Incentive Stock Option (right to buy)	$ 21.41							12/30/2005[4]	12/30/2014	Common Stock	9,24
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	8,60
Non-Qualified Stock Option (right to buy)	$ 25.4							04/18/2007[7]	04/18/2016	Common Stock	5,03

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	06/09/2009
**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) 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) On the evening of June 2nd Mr. Parrish requested a redistribution of funds in his 401(k) account. The order was processed on June 3rd and the trade was executed by the Plan Administrator on June 4th. The trade settled on June 8th and details were posted to Mr. Parrish's account on June 9th.

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