

COLONIAL BANCGROUP INC  
Form S-4 POS  
September 25, 2002

As filed with the Securities and Exchange Commission on September 25, 2002

Registration No. 333-92250

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549

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**Post Effective Amendment No. 1**  
**TO**  
**FORM S-4**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**THE COLONIAL BANCGROUP, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**63-0661573**  
(I.R.S. Employer  
Identification No.)

**One Commerce Street, Suite 800**  
**Montgomery, Alabama 36104**  
(Address of principal executive offices)

**(334) 240-5000**  
(Telephone No.)

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**William A. McCrary**  
**Senior Legal Counsel**  
**Post Office Box 1108**  
**Montgomery, Alabama 36101**  
(Name and address of agent for service)

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*Copies to:*

**Willard H. Henson**  
**Miller, Hamilton, Snider & Odom, L.L.C.**  
**One Commerce Street, Suite 305**  
**Montgomery, Alabama 36104**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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The Colonial BancGroup, Inc. ( BancGroup ) registered 7,558,111 shares of its Common Stock on Form S-4, registration no. 333-92250, in connection with the acquisition of Palm Beach National Holding Company ( Palm Beach ), a Florida corporation, including shares of BancGroup Common Stock to be issued pursuant to the exercise of options of Palm Beach following the merger. Such registration was declared effective on July 25, 2002.

A total of 6,118,967 shares were issued in the merger on September 3, 2002. All Palm Beach options were either exercised, exchanged for cash prior to the merger or expired on their own terms at the time of the merger. Thus, no Palm Beach options remain outstanding. Pursuant to the undertaking given by BancGroup in such registration statement in accordance with Regulation S-K, item 512(a)(3), BancGroup hereby removes 1,439,144 shares from registration, which represents the number of shares registered less the number of shares issued in the merger.

**SIGNATURE**

Pursuant to Regulation S-K, item 512(a)(3) and SEC Rule 478(a)(4), the undersigned registrant hereby executes this post effective amendment to its registration statement on Form S-4 to remove from registration certain shares not issued and has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montgomery, Alabama, on the 25<sup>th</sup> day of September, 2002.

THE COLONIAL BANCGROUP, INC.

By: /s/ W. FLAKE  
OAKLEY

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W. Flake Oakley  
Executive Vice  
President,  
Chief Financial Officer  
and  
Secretary