

COLONY BANKCORP INC
Form 4
April 29, 2003

Form 4

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549**

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

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).

**STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP**

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

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Waldron, Gene B | | | 2. Issuer Name and Ticker or Trading Symbol Colony Bankcorp, Inc. (CBAN) | | | 6. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 04/28/2003 | | (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) | | |
| P.O. Box 1265 | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | |
| (Street) | | | Douglas, GA 31534 | | | | | |
| (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 Transactions (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 | | | |
| Colony Bankcorp, Inc. Common Stock | 04/28/2003 | | P | | 605.1834 | A | 18.0035 | 58,025.5781 | D | |

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

* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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(Over)
SEC 1474 (9-02)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. Conversion | 3. Transaction | 3A. Deemed | 4. Transaction | 5. Number | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. Ownership | 11. Nature of |
|-------------|---------------|----------------|------------|----------------|-----------|---------------------|--------------|-------------|--------------|---------------|---------------|
|-------------|---------------|----------------|------------|----------------|-----------|---------------------|--------------|-------------|--------------|---------------|---------------|

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| Derivative Security (Instr.3) | or Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | | | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5) | | and Expiration Date (Month/Day/Year) | | Amount of Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------|--|-----------------------|---|-----------------|---|-----|-----|--|-----------------|--------------------------------------|----------------------------|--|--|--------------------------------|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | |
| | | | | | | | | | | | | | | | | | |

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ **Gene B. Waldron**

04/28/2003

**Signature of Reporting Person

Date

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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