

BANCOLOMBIA SA  
Form 6-K  
July 20, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
FORM 6-K  
REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the month of July, 2007.  
Commission File Number 001-32535  
Bancolombia S.A.**

(Translation of registrant's name into English)  
Calle 50 No. 51-66  
Medellín, Colombia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(2):

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82-\_\_\_\_\_.

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SIGNATURE

EXHIBIT INDEX

EX-1.4: UNDERWRITING AGREEMENT

EX-5.5: OPINION OF GOMEZ-PINZON LINARES SAMPER SUAREZ VILLAMIL ABOGADOS S.A.

EX-8.3: OPINION OF GOMEZ-PINZON LINARES SAMPER SUAREZ VILLAMIL ABOGADOS S.A.

EX-8.4: OPINION OF SULLIVAN & CROMWELL LLP

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**EXPLANATORY NOTE**

**THE REGISTRANT IS FILING THIS REPORT ON FORM 6-K WHICH CONTAINS THE FOLLOWING EXHIBITS THAT ARE HEREBY INCORPORATED BY REFERENCE AS EXHIBITS TO THE REGISTRANT'S REGISTRATION STATEMENT ON FORM F-3 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 14, 2007 (FILE NO. 333-142898).**

**EXHIBITS**

**Number Description**

- |      |   |
|------|---|
| 1.4  | Underwriting Agreement dated July 16, 2007, between Bancolombia S.A. and the underwriters named therein relating to Bancolombia's offering of ADSs. |
| 5.5  | Opinion of Gómez-Pinzón Linares Samper Suárez Villamil Abogados S.A.  |
| 8.3  | Opinion of Gómez-Pinzón Linares Samper Suárez Villamil Abogados S.A. as to certain matters of Colombian taxation.                                   |
| 8.4  | Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.  |
| 23.6 | Consent of Gómez-Pinzón Linares Samper Suárez Villamil Abogados S.A. (included in Exhibit 5.5 and 8.3).   |
| 23.7 | Consent of Sullivan & Cromwell LLP (included in Exhibit 8.4).   |
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BANCOLOMBIA S.A.**  
(Registrant)

Date: July 20, 2007

By: /s/ JAIME ALBERTO VELÁSQUEZ B.

Name: Jaime Alberto Velásquez B.

Title: Vice President of Finance

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