#### **REGIONS FINANCIAL CORP**

Form 4

February 23, 2005

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB APPROVAL** 

**OMB** Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and A BRYAN GE	ddress of Reporting PEORGE W	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer		
		REGIO	REGIONS FINANCIAL CORP [RF]		(Check all applicable)		
(Last)	(First) (M	,	of Earliest Transaction				
510 S. MEN	IDENHALL, STE	`	/Day/Year) /2005	_X_ Director Officer (gi below)		% Owner her (specify	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line)		
MEMPHIS,	TN 38117		_X_ Form filed by One Reporting Person Form filed by More than One Report Person				
(City)	(State)	Zip) Tal	ble I - Non-Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code Disposed of (D)	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)	
Common Stock				1,500	I	By Spouse	
Common Stock				13,375	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	8. De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (DDSIP)	(1)	02/22/2005		A	563	<u>(1)</u>	<u>(1)</u>	Common Stock	563	\$
Stock Option	\$ 23.92					04/18/2001	10/18/2006	Common Stock	75,000	
Stock Option	\$ 25.59					07/01/2004	10/10/2011	Common Stock	7,800	
Stock Option	\$ 24.81					07/01/2004	10/08/2012	Common Stock	8,400	
Stock Option	\$ 33.48					07/01/2004	10/14/2013	Common Stock	6,200	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BRYAN GEORGE W					
510 S. MENDENHALL, STE. 100	X				
MEMPHIS, TN 38117					

### **Signatures**

By: Ronald C.

Jackson

\*\*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) The reported phantom stock units were acquired under Regions' Directors Deferred Stock Investment Plan.

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

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