

REGIONS FINANCIAL CORP

Form 4

February 11, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEISCHAUER JOHN I JR

(Last) (First) (Middle)

P O BOX 1471

(Street)

LITTLE ROCK, AR 72203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REGIONS FINANCIAL CORP [RF]

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

02/09/2005

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 ____ Other (specify
below) below)

Group CEO

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)
Common Stock				(A) or (D)	79,183.632	D	
Common Stock (Trust)				(A) or (D)	32,771	D	

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units (401k)	<u>(1)</u>	02/09/2005		J <u>(1)</u>	V	131.8		<u>(1)</u>	<u>(1)</u>	Common Stock	13,
Phantom Stock Units (401k)	<u>(1)</u>	02/09/2005		S		6,161.8		<u>(1)</u>	<u>(1)</u>	Common Stock	6,1
Stock Option	\$ 33.51							07/31/1999	07/31/2008	Common Stock	18,
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	23,
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	46,
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	23,
Stock Option	\$ 25.66							02/19/2006	02/19/2010	Common Stock	23,
Stock Option	\$ 22.6							01/16/2002	01/16/2011	Common Stock	43,
Stock Option	\$ 22.6							01/16/2003	01/16/2011	Common Stock	24,
Stock Option	\$ 22.6							01/16/2004	01/16/2011	Common Stock	24,
Stock Option	\$ 28.17							<u>(2)</u>	04/21/2011	Common Stock	111
Stock Option	\$ 33.82							<u>(3)</u>	10/15/2011	Common Stock	90,
Stock Option	\$ 25.02							01/22/2003	01/22/2012	Common Stock	49,
Stock Option	\$ 25.02							01/22/2004	01/22/2012	Common Stock	24,
	\$ 25.02							01/22/2005	01/22/2012		24,

Stock
Option

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEISCHAUER JOHN I JR P O BOX 1471 LITTLE ROCK, AR 72203			Group CEO	

Signatures

By: Ronald C. Jackson 02/11/2005

__Signature of Date
Reporting Person

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' benefit plans.
- (2) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.
- (3) The option becomes exercisable in two equal installments on October 15, 2006 and 2007.

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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