

GORDON DAVID C

Form 4

May 09, 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 *
GORDON DAVID C

(Last) (First) (Middle)

P.O. BOX 511

(Street)

MONTGOMERY, AL 36101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
REGIONS FINANCIAL CORP [RF]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2005

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 below) ____ Other (specify
below)

EVP Operations Grp

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 Ownership (Instr. 4)
Common Stock	05/05/2005		F	1,295 D	\$ 32.13	57,339 D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**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. 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 of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (401k)	\$ 0 ⁽¹⁾					⁽¹⁾	⁽¹⁾	Common Stock	4,551	
Stock Option	\$ 31.39					10/09/1998	10/09/2007	Common Stock	4,875	
Stock Option	\$ 33.48					04/09/1999	04/09/2008	Common Stock	13,889	
Stock Option	\$ 28.88					08/30/2000	08/30/2009	Common Stock	13,889	
Stock Option	\$ 25.66					02/19/2004	02/19/2010	Common Stock	24,692	
Stock Option	\$ 25.66					02/19/2005	02/19/2010	Common Stock	12,346	
Stock Option	\$ 25.66					02/19/2006	02/19/2010	Common Stock	12,346	
Stock Option	\$ 22.6					01/16/2002	01/16/2011	Common Stock	925	
Stock Option	\$ 22.6					01/16/2003	01/16/2011	Common Stock	6,173	
Stock Option	\$ 22.6					01/16/2004	01/16/2011	Common Stock	6,173	
Stock Option	\$ 28.17					⁽²⁾	04/21/2011	Common Stock	61,730	
Stock Option	\$ 33.82					⁽³⁾	10/15/2011	Common Stock	65,000	
Stock Option	\$ 25.02					01/22/2003	01/22/2012	Common Stock	15,433	
Stock Option	\$ 25.02					01/22/2004	01/22/2012	Common Stock	7,716	
	\$ 25.02					01/22/2005	01/22/2012		7,716	

Stock
Option

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON DAVID C P.O. BOX 511 MONTGOMERY, AL 36101			EVP Operations Grp	

Signatures

By: Ronald C. Jackson 05/09/2005

__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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