

REGIONS FINANCIAL CORP  
Form 5  
January 10, 2007

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GORDON DAVID C**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**P.O. BOX 511**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP-Head of Ops & Technology**

**MONTGOMERY, AL 36101**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/28/2006	Â	J(1)	488	A	\$ 0	3,156	I	By 401(k)
Common Stock (phantom stock)	12/28/2006	Â	J(2)	938	A	\$ 0	3,996	I	By 401(k) Supplemental Plan (3)
Common Stock	Â	Â	Â	Â	Â	Â	99,898.52	D	Â

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

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SEC 2270  
(9-02)

**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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 31.39	Â	Â	Â	Â	Â	10/09/1998	10/09/2007	Common Stock	4,875
Stock Option (Right to buy)	\$ 33.48	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	13,889
Stock Option (Right to buy)	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	13,889
Stock Option (Right to buy)	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012	Common Stock	3,995
Stock Option (Right to buy)	\$ 34.66	Â	Â	Â	Â	Â	Â <sup>(4)</sup>	12/20/2012	Common Stock	53,612
Stock Option (Right to buy)	\$ 28.17	Â	Â	Â	Â	Â	12/20/2005	04/21/2011	Common Stock	37,604
Stock Option (Right to buy)	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	3,898

Stock Option (Right to buy)	\$ 28.17	Â	Â	Â	Â	Â	04/21/2005	04/21/2011	Common Stock	20,577
Stock Option (Right to buy)	\$ 28.17	Â	Â	Â	Â	Â	04/21/2007	04/21/2011	Common Stock	3,549
Stock Option (Right to buy)	\$ 33.82	Â	Â	Â	Â	Â	12/20/2005	10/15/2011	Common Stock	65,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON DAVID C P.O. BOX 511 MONTGOMERY, AL 36101	Â	Â	Â	Â
			EVP-Head of Ops & Technology	

## Signatures

By: D. Bryan  
Jordan

12/31/2006

\*\*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 stock units were acquired under Regions' benefit plans.
  - (2) The reported phantom stock units were acquired under Regions' benefit plans.
  - (3) Represents share equivalent of phantom stock in supplemental 401(k) plan.
  - (4) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.

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