STEIN MARTIN E JR

Form 4 July 29, 2005

FORM 4

OMB APPROVAL OMB

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

Number:

3235-0287 January 31,

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average

SECURITIES

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person STEIN MARTIN E JR	Symbol	5. Relationship of Reporting Person(s) to Issuer		
	REGENCY CENTERS CORP [REG]	(Check all applicable)		
(Last) (First) (Middle) 121 W FORSYTH ST, STE 200	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2005	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) Chairman and CEO		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
JACKSONVILLE, FL 32202		Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		•		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/27/2005		M	8,882	A	<u>(1)</u>	513,311	D	
Common Stock	07/27/2005		F	1,684	D	\$ 59.2	511,627	D	
Common Stock							6,053	I	Note 2 (2)
Common Stock							160,263	I	Note 3 (3)
Common Stock							415,382	I	Note 4 (4)

Common Stock 4,000 I Note 5 (5)

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

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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 on 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 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent	<u>(6)</u>	07/27/2005		M	8,882	<u>(7)</u>	<u>(7)</u>	Common Stock	8,882	

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
STEIN MARTIN E JR 121 W FORSYTH ST STE 200 IACKSONVILLE FL 32202	X		Chairman and CEO				

Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E.
Stein, Jr.

**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) Settlement of dividend equivalent units. Includes 4,441 shares deferred pursuant to Regency's Deferred Compensation Plan.
- (2) As custodian for minor children.

Reporting Owners 2

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- (3) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- (4) By two general partnerships in which Mr. Stein is a general partner.
- (5) By a trust for Mr. Stein's benefit.
- **(6)** 1 for 1
- (7) The dividend equivalents accrued on eight employee stock options and become exercisable proportionately with the options to which they relate.

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.