

REGENCY CENTERS CORP
Form 4
May 15, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEIN MARTIN E JR

2. Issuer Name and Ticker or Trading Symbol
REGENCY CENTERS CORP
[REG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

ONE INDEPENDENT DRIVE, SUITE 114

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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)			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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/14/2008		S			33,700	D	\$ 70	291,391	D	
Common Stock	05/14/2008		S			1,000	D	\$ 70.01	290,391	D	
Common Stock	05/14/2008		S			300	D	\$ 70.02	290,091	D	
Common Stock									251,892	I	Note 1 ⁽¹⁾
Common Stock									6,801	I	Note 2 ⁽²⁾

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).

- Represents: (1) 6,307 remainder shares held in a grantor retained annuity trust of which Mr. Stein is the trustee and the beneficiaries of which are Mr. Stein's children (none of whom shares the same home with him); (2) 100,000 shares and 125,000 shares held by two additional grantor retained annuity trusts, respectively, of which Mr. Stein is the trustee and current annuitant and his children are remainder beneficiaries; and (3) 20,585 shares held by a trust of which Mr. Stein is the trustee and his children are the beneficiaries.
- (1) As custodian for minor children.
 - (2) 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.

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.