

REGIONS FINANCIAL CORP
 Form 4
 February 11, 2005

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 *
FLEISCHAUER JOHN I JR

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

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

(Last) (First) (Middle)
P O BOX 1471
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group CEO

LITTLE ROCK, AR 72203
 (City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock					79,183.632	D	
Common Stock (Trust)					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 of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	V	Date Exercisable	Expiration Date		
Phantom Stock Units (401k)	(1)	02/09/2005		J(1)	V	131.8		(1)	(1)	Common Stock	13,000
Phantom Stock Units (401k)	(1)	02/09/2005		S		6,161.8		(1)	(1)	Common Stock	6,161.8
Stock Option	\$ 33.51							07/31/1999	07/31/2008	Common Stock	18,000
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	23,000
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	46,000
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	23,000
Stock Option	\$ 25.66							02/19/2006	02/19/2010	Common Stock	23,000
Stock Option	\$ 22.6							01/16/2002	01/16/2011	Common Stock	43,000
Stock Option	\$ 22.6							01/16/2003	01/16/2011	Common Stock	24,000
Stock Option	\$ 22.6							01/16/2004	01/16/2011	Common Stock	24,000
Stock Option	\$ 28.17							(2)	04/21/2011	Common Stock	111,000
Stock Option	\$ 33.82							(3)	10/15/2011	Common Stock	90,000
Stock Option	\$ 25.02							01/22/2003	01/22/2012	Common Stock	49,000
Stock Option	\$ 25.02							01/22/2004	01/22/2012	Common Stock	24,000
	\$ 25.02							01/22/2005	01/22/2012		24,000

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
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 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. 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.