HARWOOD JAMES E

Form 5

January 25, 2006

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per 1.0 response...

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HARWOOD JAMES E Symbol REGIONS FINANCIAL CORP [RF] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner Other (specify Officer (give title 12/31/2005 below) below) 2670 UNION AVE. EXTENDED, STE. 700 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MEMPHIS, TNÂ 38112

(State)

(Zin)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State) (.	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. Securi Acquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or))	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	43,463	I	By IRA
Common Stock	Â	Â	Â	Â	Â	Â	2,288	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	110,567	D	Â

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

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SEC 2270 (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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (DDSIP)	Â	12/30/2005	Â	J <u>(1)</u>	36.26	Â	(1)	(1)	Common Stock	36.26
Stock Option	\$ 25.59	Â	Â	Â	Â	Â	07/01/2004	10/10/2011	Common Stock	7,800
Stock Option	\$ 24.81	Â	Â	Â	Â	Â	07/01/2004	10/08/2012	Common Stock	8,400
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	10/14/2003	10/14/2013	Common Stock	6,200

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of the real control of the	Director	10% Owner	Officer	Other			
HARWOOD JAMES E 2670 UNION AVE. EXTENDED, STE. 700 MEMPHIS, TN 38112	ÂX	Â	Â	Â			

Signatures

By: Ronald C.
Jackson

**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' Directors Deferred Stock Investment Plan.

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.

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