STEIN MARTIN E JR

Form 4 July 12, 2006

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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OMB APPROVAL

Check this box if no longer subject to Section 16. 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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(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) 121 W FORSY	(First) TH ST, ST	(Middle) E 200	3. Date of Earliest Transaction (Month/Day/Year) 07/11/2006	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) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/07/2006		G	2,500	D	\$0	507,345	D	
Common Stock	07/11/2006		M	6,494	A	<u>(1)</u>	513,839	D	
Common Stock							6,053	I	Note 2 (2)
Common Stock							160,263	I	Note 3 (3)

415,382

I

Note 4 (4)

Common Stock

4,000

Ι

Note 5 (5)

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

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SEC 1474 (9-02)

8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number conf 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent	<u>(6)</u>	07/11/2006		M	6,494	<u>(7)</u>	<u>(7)</u>	Common Stock	6,494	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner

Officer

Other

STEIN MARTIN E JR 121 W FORSYTH ST

Rights

121 W FORSYTH ST STE 200

X

Chairman and CEO

JACKSONVILLE, FL 32202

Signatures

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

07/12/2006

**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) Settlement of dividend equivalent units. Of those shares, 3,247 shares have been deferred pursuant to Regency's Deferred Compensation Plan.

Reporting Owners 2

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- (2) As custodian for minor children.
- (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.