

STEIN MARTIN E JR  
Form 4  
January 10, 2012

**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)  
01/06/2012

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) (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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	01/06/2012		M	28,253	A	11	268,849	D	
Common Stock	01/06/2012		F	7,063	D	\$	36.88	261,786	D
Common Stock							153,262	I	See Footnote 2 (2)
Common Stock							160,263	I	See Footnote 3 (3)

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Common Stock	415,382	I	See Footnote 4 <u>(4)</u>
Common Stock	4,000	I	See Footnote 5 <u>(5)</u>

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

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(9-02)

**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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(6)</u>	01/06/2012		M	28,253	<u>(6)</u> 01/06/2012	Common Stock	28,253	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN MARTIN E JR ONE INDEPENDENT DRIVE SUITE 114 JACKSONVILLE, FL 32202	X		Chairman and CEO	

## Signatures

/s/ Michael B. Kirwan, Attorney-in-Fact for Martin E. Stein, Jr. 01/10/2012

         \*\*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).

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- (1) On January 6, 2012, the reporting person received 28,253 shares of Regency Centers Corporation common stock in settlement of an equal number of phantom stock units held pursuant to Regency's deferred compensation plan.

Represents (i) 129,731 remainder shares held in two grantor retained annuity trusts of which the Reporting Person is the trustee and the beneficiaries of which are the Reporting Person's children (none of whom shares the same home with him) and (ii) 23,531 shares held by a trust of which the Reporting Person is the trustee and his children are the beneficiaries.

(3) By a corporation which is controlled by the Reporting Person's family.

(4) By two general partnerships, in which the Reporting Person is a general partner.

(5) By a trust for the Reporting Person's benefit.

(6) Each share of phantom stock entitled the reporting person to receive, on January 6, 2012, one share of Regency common stock. Prior to payment, the reporting person had the right to transfer the value of his phantom stock account into an alternative investment account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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