

REGIONS FINANCIAL CORP  
Form 4  
December 16, 2004

**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 \*  
**GORDON DAVID C**

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 511**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/15/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP Operations Grp**

(Street)  
**MONTGOMERY, AL 36101**

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

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/15/2004		X	11,421 A \$ 22.603	69,091.198	D	
Common Stock	12/15/2004		F	8,622 D \$ 35.185	60,469.198	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 Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 22.6	12/15/2004		X	11,421	01/16/2002	01/16/2011	Common Stock	11,421
Stock Option	\$ 28.88					08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66					02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66					02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66					02/19/2006	02/19/2010	Common Stock	12,346
Stock Option	\$ 22.6					01/16/2003	01/16/2011	Common Stock	6,173
Stock Option	\$ 22.6					01/16/2004	01/16/2011	Common Stock	6,173
Stock Option	\$ 28.17					<u>(2)</u>	04/21/2011	Common Stock	61,730
Stock Option	\$ 33.82					<u>(3)</u>	10/15/2011	Common Stock	65,000
Stock Option	\$ 25.02					01/22/2003	01/22/2012	Common Stock	15,433
Stock Option	\$ 25.02					01/22/2004	01/22/2012	Common Stock	7,716
Stock Option	\$ 25.02					01/22/2005	01/22/2012	Common Stock	7,716
Phantom Stock Units (401k)	\$ 0 <u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	4,209
Stock Option	\$ 31.39					10/09/1998	10/09/2007	Common Stock	4,875

Stock Option \$ 33.48 04/09/1999 04/09/2008 Common Stock 13,889

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON DAVID C P.O. BOX 511 MONTGOMERY, AL 36101			EVP Operations Grp	

## Signatures

By: Ronald C. Jackson 12/16/2004

\_\_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.