REGIONS FINANCIAL CORP
Form 8-K
February 21, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 21, 2013

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	**001-34034**	**63-0589368**
(State or other jurisdiction	**(Commission**	**(IRS Employer**
of incorporation)	**File Number)**	**Identification No.)**

1900 FIFTH AVENUE NORTH

BIRMINGHAM, ALABAMA 35203

(Address, including zip code, of principal executive office)

Registrant s telephone number, including area code: (800) 734-4667

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Directors Earnest W. Deavenport, Jr. and Samuel W. Bartholomew, Jr. will retire from the Board of Directors at the expiration of their current term on the eve of Regions 2013 annual meeting of stockholders and will not stand for re-election as a Director. The annual meeting of stockholders is scheduled to occur on May 16, 2013.

Item 8.01 Other Events.

Additionally, on February 21, 2013 Regions announced that O. B. Grayson Hall, Jr., President and Chief Executive Officer of Regions, was elected by the Company s Board of Directors to succeed Earnest W. Deavenport, Jr. as Chairman of the Board, effective upon Mr. Deavenport s retirement from the Board on the eve of Regions 2013 annual meeting of stockholders. The Board also elected Charles D. McCrary, chief executive officer of Alabama Power Company, as Chairman of the Nominating and Corporate Governance Committee effective May 16, 2013. In that capacity he will also serve as the Board s Lead Independent Director. The press release announcing these changes is attached as Exhibit 99.1 hereto and incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release of February 21, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGIONS FINANCIAL CORPORATION

By: /s/ Fournier J. Gale, III
Name: Fournier J. Gale, III
Title: Senior Executive Vice President,
General Counsel and Corporate Secretary

Date: February 21, 2013