

REGIONS FINANCIAL CORP
Form 4
October 19, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Operations Grp

MONTGOMERY, AL 36101

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/15/2004		A		5,000	A	\$ 0
					57,670.198	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	13,889
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							01/16/2002	01/16/2011	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>(3)</u>	04/21/2011	Common Stock	61,730
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
Stock Option	\$ 33.82	10/15/2004		A		65,000		<u>(1)</u>	10/15/2011	Common Stock	65,000
Phantom Stock Units (401k)	\$ 0 <u>(2)</u>							<u>(2)</u>	<u>(2)</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

10/18/2004

__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 options will vest in two equal installments on October 15, 2006 and 2007.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three equal installments on April 21, 2005, 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.
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