

STONE EDMOND C
Form 4
October 25, 2004

FORM 4

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

OMB APPROVAL

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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 *
STONE EDMOND C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

REGIONS FINANCIAL CORP [RF]

(Check all applicable)

(Last) (First) (Middle)

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

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

P O BOX 10247

10/21/2004

Chief Credit Officer

(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

BIRMINGHAM, AL 352020247

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/21/2004 | | X | | 12,037 A \$ 12.96 | 196,232 | D |
| Common Stock | 10/21/2004 | | F | | 6,895 D \$ 34.405 | 189,337 | D |
| Common Stock | | | | | | 13,704 | I By Spouse |

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

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number.

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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 12.96 | 10/21/2004 | | X | | 12,037 | 01/04/1996 | 01/04/2005 | Common Stock | 12,037 |
| Phantom Stock Units (401k) ⁽¹⁾ | \$ 0 ⁽¹⁾ | | | | | | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 4,048 |
| Stock Option | \$ 18.17 | | | | | | 01/03/1997 | 01/03/2006 | Common Stock | 10,734 |
| Stock Option | \$ 18.17 | | | | | | 01/03/1998 | 01/03/2006 | Common Stock | 1,612 |
| Stock Option | \$ 31.39 | | | | | | 10/09/1998 | 10/09/2007 | Common Stock | 4,876 |
| Stock Option | \$ 33.48 | | | | | | 04/09/1999 | 04/09/2008 | Common Stock | 32,408 |
| Stock Option | \$ 28.88 | | | | | | 08/30/2000 | 08/30/2009 | Common Stock | 32,408 |
| Stock Option | \$ 25.66 | | | | | | 02/19/2004 | 02/19/2010 | Common Stock | 30,865 |
| Stock Option | \$ 25.66 | | | | | | 02/19/2005 | 02/19/2010 | Common Stock | 15,433 |
| Stock Option | \$ 25.66 | | | | | | 02/19/2006 | 02/19/2010 | Common Stock | 15,432 |
| Stock Option | \$ 16.28 | | | | | | 03/15/2001 | 03/15/2010 | Common Stock | 67,933 |
| Stock Option | \$ 22.6 | | | | | | 01/16/2002 | 01/16/2011 | Common Stock | 49,384 |
| Stock Option | \$ 22.6 | | | | | | 01/16/2003 | 01/16/2011 | Common Stock | 24,692 |
| | \$ 22.6 | | | | | | 01/16/2004 | 01/16/2011 | | 24,692 |

| Stock Option | | | | Common Stock | |
|--------------|----------|------------|------------|--------------|--------|
| Stock Option | \$ 28.17 | (2) | 04/21/2011 | Common Stock | 49,384 |
| Stock Option | \$ 25.02 | 01/22/2003 | 01/22/2012 | Common Stock | 49,384 |
| Stock Option | \$ 25.02 | 01/22/2004 | 01/22/2012 | Common Stock | 24,692 |
| Stock Option | \$ 25.02 | 01/22/2005 | 01/22/2012 | Common Stock | 24,692 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STONE EDMOND C P O BOX 10247 BIRMINGHAM, AL 352020247 | | | Chief Credit Officer | |

Signatures

By: Ronald C. Jackson 10/25/2004

**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.

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