

UPCHURCH SAMUEL E JR  
 Form 4  
 March 06, 2003

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person* <b>Upchurch, Jr., Samuel E.</b></p> <p>(Last) (First) (Middle)</p> <p><b>P O Box 10247</b></p> <p>(Street)</p> <p><b>Birmingham, AL 35202-0247</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol <b>Regions Financial Corp. RF</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year) <b>February 19 2003</b></p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>____ Director _____</p> <p>10% Owner <input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Regional President &amp; Secretary; Member Leadership Team</b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
Common Stock	02/19/2003	A    &nbsp;sp	10,000.000   A	92,898.579	D	

(over)  
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## Form 4 (continued)

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)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
Stock Option	\$31.6750	02/19/2003	A   &nbsp;	(A) 20,000.0	02/19/2004   02/19/2010	Common Stock - 20,000.0	\$31.6750	20,000.0	D	
Stock Option	\$31.6750	02/19/2003	A   &nbsp;	(A) 10,000.0	02/19/2005   02/19/2010	Common Stock - 10,000.0	\$31.6750	10,000.0	D	
Stock Option	\$31.6750	02/19/2003	A   &nbsp;	(A) 10,000.0	02/19/2006   02/19/2010	Common Stock - 10,000.0	\$31.6750	10,000.0	D	
Phantom Stock Units (401k)	(1)				(1)   (1)	Common Stock - 18,594.0		18,594.0	D	
Stock Option	\$16.0000				01/04/1996   01/04/2005	Common Stock - 10,000.0		10,000.0	D	
Stock Option	\$22.4375				01/03/1997   01/03/2006	Common Stock - 10,000.0		10,000.0	D	
Stock Option	\$38.7500				10/09/1998   10/09/2007	Common Stock - 3,949.0		3,949.0	D	
Stock Option	\$41.3437				04/09/1999   04/09/2008	Common Stock - 11,250.0		11,250.0	D	
Stock Option	\$35.6562				08/30/2000   08/30/2009	Common Stock - 11,250.0		11,250.0	D	
Stock Option	\$20.0937				03/15/2001   03/15/2010	Common Stock - 15,000.0		15,000.0	D	
Stock Option	\$27.9050				01/16/2002   01/16/2011	Common Stock - 10,000.0		10,000.0	D	
Stock Option	\$27.9050				01/16/2003   01/16/2011	Common Stock - 5,000.0		5,000.0	D	
Stock Option	\$27.9050				01/16/2004   01/16/2011	Common Stock - 5,000.0		5,000.0	D	
	\$30.8950				01/22/2003			12,500.0	D	

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Stock Option					01/22/2012	Common Stock - 12,500.0			
Stock Option	\$30.8950				01/22/2004	Common Stock - 6,250.0	6,250.0	D	
Stock Option	\$30.8950				01/22/2005	Common Stock - 6,250.0	6,250.0	D	
					01/22/2012				

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Ronald C. Jackson**  
**Samuel E. Upchurch, Jr.**

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.

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FOOTNOTE Descriptions for Regions Financial Corp. RF

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P O Box 10247

Birmingham, AL 35202-0247

Explanation of responses:

(1) The reported phantom stock units were acquired under Regions' benefits plans.

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