

Stein Andrew W  
 Form 4  
 December 22, 2005

**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 \*  
 Stein Andrew W

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

12/20/2005

Regional CEO

(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	(A) or (D)	Price
Common Stock	12/13/2005		J <sup>(1)</sup>	V	91.231	A	\$ 0
Common Stock	12/20/2005		A		5,914	A	\$ 0
					22,673.231	D	
					28,587.231	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.66	12/20/2005		A		45,147		<u>(2)</u>	12/20/2012	Common Stock	45,147
Phantom Stock Units (401k)	\$ 0 <u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	4,265
Stock Option	\$ 33.49							04/09/1999	04/09/2008	Common Stock	1,158
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	1,158
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	6,173
Stock Option	\$ 25.66							12/20/2005	02/19/2010	Common Stock	2,275
Stock Option	\$ 25.66							02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 22.6							01/16/2002	01/16/2011	Common Stock	4,630
Stock Option	\$ 22.6							01/16/2003	01/16/2011	Common Stock	2,314
Stock Option	\$ 22.6							01/16/2004	01/16/2011	Common Stock	2,315
Stock Option	\$ 28.17							04/21/2005	04/21/2011	Common Stock	12,346
Stock Option	\$ 28.17							12/20/2005	04/21/2011	Common Stock	21,143
Stock Option	\$ 28.17							04/21/2007	04/21/2011	Common Stock	3,549

