Stein Andrew W Form 5 January 25, 2006

Check this box if

no longer subject

#### FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0362 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 1.0

to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form OWNERSHIP OF SECURITIES 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

Stein Andrew W			2. Issuer Name <b>and</b> Ticker or Trading Symbol REGIONS FINANCIAL CORP [RF]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	· · · · ·	Middle) 3. St (Mo	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005			ed -	Director _X_ Officer (give below)		Owner r (specify	
	(Street)	Amendment, Date d(Month/Day/Year)	, e				6. Individual or Joint/Group Reporting  (check applicable line)			
BIRMINGF (City)	HAM, AL 352					Ī	X_ Form Filed by C Form Filed by M Person	Iore than One Re	eporting	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	Code		ies Ac sposed	quired of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Common Stock	12/30/2005	Â	<u>J(1)</u>	27.693	A	\$0	28,614.924	D	Â	
-	oort on a separate line			-			lection of infor		SEC 227	

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (401k)	Â	12/30/2005	Â	J(2)	787	Â	(2)	(2)	Common Stock	787
Stock Option	\$ 33.49	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	1,158
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	1,158
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	6,173
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	12/20/2005	02/19/2010	Common Stock	2,275
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2002	01/16/2011	Common Stock	4,630
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2003	01/16/2011	Common Stock	2,314
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2004	01/16/2011	Common Stock	2,315
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	04/21/2005	04/21/2011	Common Stock	12,346
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	12/20/2005	04/21/2011	Common Stock	21,143
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	04/21/2007	04/21/2011	Common Stock	3,549
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	12/20/2005	10/15/2011	Common Stock	14,000
	\$ 25.02	Â	Â	Â	Â	Â	01/22/2003	01/22/2012		6,173

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Stock Option									Common Stock	
Stock Option	\$ 25.02	Â	Â	Â	Â		01/22/2004			3,087
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012	Common Stock	3,086
Stock Option	\$ 34.66	Â	Â	Â	Â	Â	(3)	12/20/2012	Common Stock	45,147

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Stein Andrew W			Â					
P.O. BOX 10247	Â	Â	Regional	Â				
BIRMINGHAM, AL 352020247			CEO					

## **Signatures**

By: Ronald C.
Jackson

\*\*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) Stock purchased through the dividend reinvestment program.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.

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