

UPCHURCH SAMUEL E JR
 Form 5
 January 25, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 UPCHURCH SAMUEL E JR

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Dir Corp & Strat Initiatives

P O BOX 10247

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

BIRMINGHAM, AL 352020247

Form Filed by One Reporting Person
 ___ Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	154,733	D	

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

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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 ⁽¹⁾	4,750	Â	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	4,750
Stock Option	\$ 18.17	Â	Â	Â	Â	Â	01/03/1997	01/03/2006	Common Stock	12,346
Stock Option	\$ 31.39	Â	Â	Â	Â	Â	10/09/1998	10/09/2007	Common Stock	4,876
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	13,889
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	12/20/2005	02/19/2010	Common Stock	8,448
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 16.28	Â	Â	Â	Â	Â	03/15/2001	03/15/2010	Common Stock	18,519
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2002	01/16/2011	Common Stock	12,346
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2003	01/16/2011	Common Stock	6,173
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2004	01/16/2011	Common Stock	6,173
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	04/21/2005	04/21/2011	Common Stock	37,038
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	12/20/2005	04/21/2011	Common Stock	70,527
	\$ 28.17	Â	Â	Â	Â	Â	04/21/2007	04/21/2011		3,549

Stock Option										Common Stock	
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	12/20/2005	10/15/2011		Common Stock	90,000
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2003	01/22/2012		Common Stock	15,433
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2004	01/22/2012		Common Stock	7,716
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012		Common Stock	7,716
Stock Option	\$ 34.66	Â	Â	Â	Â	Â	Â (2)	12/20/2012		Common Stock	79,007

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UPCHURCH SAMUEL E JR P O BOX 10247 BIRMINGHAM, AL 352020247	Â	Â	Â Dir Corp & Strat Initiatives	Â

Signatures

By: Ronald C. Jackson 01/04/2006

**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 December 20, 2006, 2007 and 2008.

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