

FLEISCHAUER JOHN I JR  
 Form 4  
 February 23, 2006

**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 \*  
**FLEISCHAUER JOHN I 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. Date of Earliest Transaction (Month/Day/Year)

02/21/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Regional CEO

P O BOX 1471

(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

LITTLE ROCK, AR 72203

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2006		X		92,568	A	\$ 22.603
Common Stock	02/21/2006		X		1,333	A	\$ 25.024
Common Stock	02/21/2006		X		23,216	A	\$ 28.881
Common Stock	02/21/2006		X		92,595	A	\$ 25.656
Common Stock	02/21/2006		S		209,712	D	\$ 34.627

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Common Stock	02/22/2006	X	97,435	A	\$ 25.024	172,339.632	D
Common Stock	02/22/2006	X	107,565	A	\$ 28.171	279,904.632	D
Common Stock	02/22/2006	S	205,000	D	\$ 34.972	74,904.632	D
Common Stock (Trust)						38,248	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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 Number Shares
Stock Option	\$ 28.88	02/21/2006		X	(A) 23,216	08/30/2000	08/30/2009	Common Stock	23,216
Stock Option	\$ 25.66	02/21/2006		X	(A) 46,298	02/19/2004	02/19/2010	Common Stock	46,298
Stock Option	\$ 25.66	02/21/2006		X	(A) 23,148	02/19/2005	02/19/2010	Common Stock	23,148
Stock Option	\$ 25.66	02/21/2006		X	(A) 23,149	12/19/2006	02/19/2010	Common Stock	23,149
Stock Option	\$ 22.6	02/21/2006		X	(A) 43,184	01/16/2002	01/16/2011	Common Stock	43,184
Stock Option	\$ 22.6	02/21/2006		X	(A) 24,692	01/16/2003	01/16/2011	Common Stock	24,692
Stock Option	\$ 22.6	02/21/2006		X	(A) 24,692	01/16/2004	01/16/2011	Common Stock	24,692
Stock Option	\$ 25.02	02/21/2006		X	(A) 1,333	01/22/2005	01/22/2012	Common Stock	1,333
	\$ 28.17	02/22/2006		X	(A) 107,565	(1)	04/21/2011		107,565

