

HORSLEY RICHARD D
Form 4
October 25, 2004

FORM 4

**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).

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 *
HORSLEY RICHARD D

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)
P O BOX 10247

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chmn & COO

(Street)
BIRMINGHAM, AL 352020247

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

(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	10/21/2004		X	5,501 A \$ 18.174	486,097.157	D	
Common Stock	10/21/2004		X	6,143 A \$ 16.276	492,240.157	D	
Common Stock	10/21/2004		X	31,537 A \$ 18.174	523,777.157	D	
Common Stock	10/21/2004		F	21,339 D \$ 34.405	502,438.157	D	

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

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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 or Number of Shares
Stock Option	\$ 18.17	10/21/2004		X		31,537		01/03/1997	01/03/2006	Common Stock	31,537
Stock Option	\$ 18.17	10/21/2004		X		5,501		01/03/1998	01/03/2006	Common Stock	5,501
Stock Option	\$ 16.28	10/21/2004		X		6,143		01/01/2002	03/15/2010	Common Stock	6,143
Phantom Stock Units (401k) ⁽¹⁾	\$ 0 ⁽¹⁾							⁽¹⁾	⁽¹⁾	Common Stock	1,562
Stock Option	\$ 31.39							10/09/1998	10/09/2007	Common Stock	5,679
Stock Option	\$ 31.39							10/09/1999	10/09/2007	Common Stock	3,185
Stock Option	\$ 33.48							04/09/1999	04/09/2008	Common Stock	29,423
Stock Option	\$ 33.49							04/09/2000	04/09/2008	Common Stock	2,985
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	28,946
Stock Option	\$ 28.88							01/01/2001	08/30/2009	Common Stock	3,462
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	46,298
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	23,148
	\$ 25.66							02/19/2006	02/19/2010		23,149

Stock Option				Common Stock	
Stock Option	\$ 16.28	03/15/2001	03/15/2010	Common Stock	67,933
Stock Option	\$ 22.6	01/16/2002	01/16/2011	Common Stock	49,384
Stock Option	\$ 22.6	01/16/2003	01/16/2011	Common Stock	24,692
Stock Option	\$ 22.6	01/16/2004	01/16/2011	Common Stock	24,692
Stock Option	\$ 28.17	(2)	04/21/2011	Common Stock	123,460
Stock Option	\$ 33.82	(3)	10/15/2011	Common Stock	150,940
Stock Option	\$ 25.02	01/22/2003	01/22/2012	Common Stock	49,384
Stock Option	\$ 25.02	01/22/2004	01/22/2012	Common Stock	24,692
Stock Option	\$ 25.02	01/22/2005	01/22/2012	Common Stock	24,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORSLEY RICHARD D P O BOX 10247 BIRMINGHAM, AL 352020247	X		Vice Chmn & COO	

Signatures

By: Ronald C. Jackson 10/25/2004

**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 April 21, 2005, 2006 and 2007.
- (3) The option becomes exercisable in two equal installments on October 15, 2006 and 2007.

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