

MILLER PETER D
Form 4
January 25, 2005

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 *
MILLER PETER 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 DRAWER 937

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group CEO

(Street)
GAINESVILLE, GA 303050937

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	01/24/2005		X	36,113 A \$ 22.603	231,094.597	D	
Common Stock	01/24/2005		X	24,692 A \$ 22.603	255,786.597	D	
Common Stock	01/24/2005		X	24,692 A \$ 22.603	280,478.597	D	
Common Stock	01/24/2005		F	67,355 D \$ 32.955	213,123.597	D	
Common Stock					16,100	I	By Spouse

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Common Stock	31,507	I	CLM Associates LFP
Common Stock	62,830	I	PDM Associates LP

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

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SEC 1474
(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	\$ 28.88					08/30/2000 08/30/2009	Common Stock 32,408
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	\$ 25.66					02/19/2004 02/19/2010	Common Stock 46,298
Stock Option	\$ 25.66					02/19/2005 02/19/2010	Common Stock 23,148
Stock Option	\$ 25.66					02/19/2006 02/19/2010	Common Stock 23,149
Stock Option	\$ 28.17					<u>(2)</u> 04/21/2011	Common Stock 111,114
Stock Option	\$ 33.82					<u>(3)</u> 10/15/2011	Common Stock 90,000
Stock Option	\$ 22.6	01/24/2005		X	36,113	01/16/2002 01/16/2011	Common Stock 36,113
Stock Option	\$ 22.6	01/24/2005		X	24,692	01/16/2003 01/16/2011	24,692

Stock Option							Common Stock	
Stock Option	\$ 22.6	01/24/2005	X	24,692	01/16/2004	01/16/2011	Common Stock	24,692
Phantom Stock Units (401k)	\$ 0 ⁽¹⁾				⁽¹⁾	⁽¹⁾	Common Stock	4,736
Stock Option	\$ 33.48				04/09/1999	04/09/2008	Common Stock	29,423
Stock Option	\$ 33.48				04/09/1999	04/09/2008	Common Stock	2,985
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
MILLER PETER D P O DRAWER 937 GAINESVILLE, GA 303050937			Group CEO	

Signatures

By: Ronald C. Jackson 01/25/2005

**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.