

WORRELL TERRY N
 Form 4
 November 04, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 WORRELL TERRY N

2. Issuer Name and Ticker or Trading Symbol
 REGENCY CENTERS CORP
 [REG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6909 VASSAR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2004

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

DALLAS, TX 75205
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/02/2004		M			1,250	A	\$ 22.0625	33,046	D	
Common Stock	11/02/2004		M			1,250	A	\$ 24.6	34,296	D	
Common Stock	11/02/2004		M			1,250	A	\$ 29.9	35,546	D	
Common Stock	11/02/2004		F			1,926	D	\$ 49.67	33,620	D	
Common Stock									7,500	I	By Trust

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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
Directors Stock Option (right to buy)	\$ 22.0625	11/02/2004		M		1,250		05/03/2001	05/03/2010	Common Stock	1,250
Directors Stock Option (right to buy)	\$ 24.6	11/02/2004		M		1,250		05/01/2002	05/01/2011	Common Stock	1,250
Directors Stock Option (right to buy)	\$ 29.9	11/02/2004		M		1,250		05/07/2003	05/07/2012	Common Stock	1,250
Directors Stock Option (right to buy)	\$ 49.67	11/02/2004		A		555		11/02/2004	05/03/2010	Common Stock	555
Directors Stock Option (right to buy)	\$ 49.67	11/02/2004		A		619		11/02/2004	05/01/2011	Common Stock	619
Directors Stock	\$ 49.67	11/02/2004		A		752		11/02/2004	05/07/2012	Common Stock	752

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WORRELL TERRY N 6909 VASSAR DALLAS, TX 75205		X		

Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Terry N.
Worrell

11/04/2004

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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