#### STEIN MARTIN E JR

Form 4

February 22, 2005

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEIN MARTIN E JR		ng Person *	2. Issuer Name and Ticker or Trading Symbol REGENCY CENTERS CORP [REG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 121 W FORSY	(First)	(Middle) E 200	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2005	X Director 10% OwnerX Officer (give title Other (specify below) Chairman and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
JACKSONVILLE, FL 32202		.02		Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	Perivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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)
Common Stock	02/14/2005		G	350 D \$0	498,603	D	
Common Stock					816	I	Note 1 (1)
Common Stock					160,263	I	Note 2 (2)
Common Stock					415,382	I	Note 3 (3)
Common Stock					4,000	I	Note 4 (4)

#### Edgar Filing: STEIN MARTIN E JR - Form 4

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.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	) Derivativ	e		Secur	ities	(Instr. 5)	į
	Derivative				Securities	;		(Instr.	3 and 4)		
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				G 1 1	7 (A) (B)				of		
				Code \	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

STEIN MARTIN E JR 121 W FORSYTH ST STE 200

X Chairman and CEO

JACKSONVILLE, FL 32202

#### **Signatures**

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 02/21/2005

\*\*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) As custodian for minor children.
- (2) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- (3) By two general partnerships in which Mr. Stein is a general partner.
- (4) By a trust for Mr. Stein's benefit.

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.

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