

REGIONS FINANCIAL CORP

Form DEF 14A

April 05, 2006

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**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                          |   |                          |   |
|--------------------------|---|--------------------------|---|
| <input type="checkbox"/> | Preliminary Proxy Statement                                   | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement                                    |                          |   |
| <input type="checkbox"/> | Definitive Additional Materials                               |                          |   |
| <input type="checkbox"/> | Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12 |                          |   |

REGIONS FINANCIAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

£ Fee paid previously with preliminary materials:

£ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**417 North 20th Street  
Birmingham, Alabama 35203  
Telephone 205 944-1300**

To the Stockholders:

You are cordially invited to attend the annual meeting of the stockholders of Regions Financial Corporation, to be held at 10:00 a.m., local time, on May 18, 2006, at the Regions Bank Operations Center, 201 Milan Parkway, Birmingham, Alabama, 35209.

The formal notice of the annual meeting follows on the next page. Enclosed with this proxy statement are your proxy card and a postage-paid envelope to return your proxy card.

We hope you will plan to attend the stockholders meeting. However, in order that we may be assured of a quorum, we urge you to sign and return the enclosed proxy card in the postage-paid envelope provided, or otherwise vote your shares by telephone or on the Internet as described in the proxy statement, as promptly as possible, whether or not you plan to attend the meeting in person. If you do attend the meeting, you may withdraw your proxy.

A reception and coffee will be held from 9:00 a.m. until 10:00 a.m., in the Regions Bank Operations Center. We hope you will find it convenient to come early enough to enjoy this social time prior to the stockholders meeting.

Carl E. Jones, Jr.  
Chairman of the Board

April 5, 2006

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**REGIONS FINANCIAL CORPORATION**

**417 North 20th Street**

**Birmingham, Alabama 35203**

**Telephone 205 944-1300**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

To be held May 18, 2006

Regions Financial Corporation will hold its annual meeting of stockholders at Regions Bank Operations Center, 201 Milan Parkway, Birmingham, Alabama 35209 at 10:00 a.m., local time, on May 18, 2006, to consider and vote upon the following matters:

1. Electing the three nominees for director named in the attached proxy statement as directors of Regions, to serve as directors with terms expiring at the 2009 annual meeting of stockholders, in each case until their successors are duly elected and qualified;
2. Approving the Regions Financial Corporation 2006 Long Term Incentive Plan;
3. Ratifying the appointment of Ernst & Young LLP as Regions independent auditors for the year 2006;
4. A shareholder proposal, which the board of directors and management oppose, to recommend the annual election of all directors instead of electing directors for staggered three-year terms; and

5. Such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Regions board of directors has fixed the close of business on March 23, 2006, as the record date for the annual meeting. This means that Regions stockholders of record at such time are entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement of the annual meeting. A complete list of Regions stockholders of record entitled to vote at the annual meeting will be made available for inspection by any Regions stockholder for ten days prior to the annual meeting at the principal executive offices of Regions and at the time and place of the annual meeting.

**Whether or not you plan to attend the annual meeting, please submit your proxy with voting instructions. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope.** Alternatively, you may use the toll-free telephone number indicated on the proxy card to vote by telephone or visit the website indicated on the proxy card to vote on the Internet. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of Regions common stock who is present at the annual meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the annual meeting.

By Order of the Board of Directors

R. Alan Deer  
Corporate Secretary

April 5, 2006

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**REGIONS FINANCIAL CORPORATION**

**417 North 20th Street**

**Birmingham, Alabama 35203**

**Telephone 205 944-1300**

**PROXY STATEMENT**

**FOR 2006 ANNUAL MEETING OF STOCKHOLDERS**

Regions Financial Corporation ( Regions ) is furnishing this proxy statement to the stockholders in connection with the 2006 annual meeting of stockholders to be held on Thursday, May 18, 2006, at 10:00 a.m., local time, at the Regions Bank Operations Center, 201 Milan Parkway, Birmingham, Alabama, 35209, and at any adjournment thereof. The matters to be considered and acted upon are (1) the election of three nominees as directors of Regions, (2) the approval of the Regions Financial Corporation 2006 Long Term Incentive Plan (the 2006 Long Term Incentive Plan ), (3) the ratification of the appointment of Ernst & Young LLP as independent auditors of Regions for the 2006 fiscal year, (4) the consideration of a shareholder proposal, which the board of directors and management oppose, to recommend the annual election of all directors instead of electing directors for staggered three-year terms, and (5) such other business as may properly come before the meeting.

Your proxy is solicited on behalf of the board of directors of Regions. You may revoke your proxy at any time before it is voted at the annual meeting. You may submit your proxy by signing and dating the enclosed proxy card and returning it in the envelope provided or by voting by telephone or on the Internet by following the instructions provided in the proxy statement. All properly submitted proxies delivered pursuant to this solicitation will be voted at the meeting and in accordance with instructions, if any.

Participants in Regions 401(k) plan, the Computershare Investment Plan for Regions Financial Corporation, and the Directors Stock Investment Plan, please note that the enclosed proxy card also constitutes the voting instruction form for shares allocated to you under these plans and covers all shares you are entitled to vote under the plan or plans, in addition to shares you may hold directly. Signing and returning the proxy card, or voting by telephone or on the Internet as explained below, will enable voting of all shares, including those held in such plans.

We are mailing this proxy statement, together with the proxy card and annual report for the year ended December 31, 2005, starting on or about April 10, 2006, to the stockholders entitled to vote at the meeting.

The date of this proxy statement is April 5, 2006.

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**INFORMATION ABOUT REGIONS**

Regions is a financial holding company headquartered in Birmingham, Alabama which operates throughout the South, Midwest and Texas. Regions' operations consist of banking, brokerage and investment services, mortgage banking, insurance brokerage, credit life insurance, leasing, commercial accounts receivable factoring and specialty financing. At December 31, 2005, Regions had total consolidated assets of approximately \$84.8 billion, total consolidated deposits of approximately \$60.4 billion and total consolidated stockholders' equity of approximately \$10.6 billion.

Regions is a Delaware corporation that on July 1, 2004, became the successor by merger to Union Planters Corporation ( Union Planters ) and the former Regions Financial Corporation. Regions' principal executive offices are located at 417 North 20th Street, Birmingham, Alabama 35203, and its telephone number at such address is (205) 944-1300.

**VOTING, REVOCABILITY AND SOLICITATION OF PROXIES**

**Voting Procedures and Revocation**

You should complete and return the proxy card accompanying this proxy statement to ensure that your vote is counted at the annual meeting, regardless of whether you plan to attend the annual meeting. If you are a registered stockholder (that is, you hold stock certificates registered in your own name), you may also vote by telephone or through the Internet, by following the instructions described on your proxy card. If your shares are held in nominee or street name you will receive separate voting instructions from your broker or nominee with your proxy materials. Although most brokers and nominees offer telephone and Internet voting, availability and specific processes will depend on their voting arrangements. You can revoke the proxy at any time before the vote is taken at the annual meeting by submitting to Regions' corporate secretary written notice of revocation or a properly executed proxy of a later date, or by attending the annual meeting and voting in person. Written notices of revocation and other communications about revoking Regions proxies should be addressed to:

Regions Financial Corporation  
417 North 20th Street  
Birmingham, Alabama 35203  
Attention: R. Alan Deer  
Corporate Secretary

If your shares are held in street name, you should follow the instructions of your broker regarding the revocation of proxies.

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with the instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted FOR approval of the election of the nominated directors, FOR approval of the 2006 Long Term Incentive Plan, FOR ratification of the appointment of Ernst & Young LLP as independent auditors, and AGAINST the shareholder proposal to recommend the annual election of all directors. The Regions board of directors is currently unaware of any other matters that may be presented for action at the annual meeting. If other matters properly come before the annual meeting, or at any adjournment or postponement thereof, we intend that shares represented by properly submitted proxies will be voted, or not voted, by and at the discretion of the persons named as proxies on the proxy card.

**Solicitation of Proxies**

We will bear the entire cost of soliciting proxies from you. In addition to solicitation of proxies by mail, we will request that banks, brokers and other record holders send proxies and proxy material to the beneficial owners of Regions common stock and secure their voting instructions, if necessary. We will reimburse the record holders for their reasonable expenses in taking those actions. We have also made



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arrangements with D.F. King & Co., Inc. to assist us in soliciting proxies and have agreed to pay that company \$12,000 plus reasonable expenses for these services. If necessary, we may also use several of our regular employees, who will not be specially compensated, to solicit proxies from Regions stockholders, either personally or by telephone, telegram, facsimile or letter.

This is the first mailing of proxy solicitation materials to stockholders.

### **Quorum Requirement**

The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding shares of Regions common stock is necessary to constitute a quorum at the annual meeting. Abstentions and broker nonvotes will be counted solely for the purpose of determining whether a quorum is present. An unvoted proxy submitted by a broker is sometimes referred to as a broker nonvote.

### **Information about Votes Necessary for Action to be Taken**

The three nominees for director to be elected at the annual meeting will be elected at the meeting by a plurality of all the votes cast at the meeting, meaning that the three nominees for director with the most votes will be elected. Regions certificate of incorporation does not authorize cumulative voting in the election of directors.

The 2006 Long Term Incentive Plan will be approved if a majority of the shares represented at the annual meeting vote in favor.

The appointment of Ernst & Young LLP as independent auditors of Regions for the 2006 fiscal year will be ratified if a majority of the shares represented at the annual meeting vote in favor.

The shareholder proposal to recommend the annual election of all directors will be adopted if a majority of the shares represented at the annual meeting vote in favor. Because the shareholder proposal relates to a nonbinding recommendation of the stockholders to the board of directors, the vote required for approval of the proposal is less than the vote that would be required for the stockholders to approve an amendment to the certificate of incorporation effecting such a change.

Abstentions and broker nonvotes will have no effect on the vote on the election of directors, but will have the same effect as a vote against approval of the 2006 Long Term Incentive Plan, against the ratification of the appointment of Ernst & Young LLP as independent auditors of Regions for the 2006 fiscal year, and against the shareholder proposal to recommend the annual election of all directors.

### **Attending The Meeting**

If you wish to vote your shares of Regions common stock held in street name in person at the meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

### **Participants in the Regions 401(k) Plan or Other Plan**

If you are a participant in the Regions 401(k) Plan, please note that the proxy card also constitutes the voting instruction form and covers all shares you may vote under the plan. Under the terms of the plan, the trustee or administrator votes all shares held by the plan, but each participant may direct the trustee or administrator how to vote the shares of Regions common stock allocated to his or her plan account. If you own shares through the Regions 401(k) plan and do not vote, the plan trustee or administrator will vote the shares in favor of proposals 1, 2, and 3, against proposal 4, and in accordance with the terms of the plan. The deadline for returning your voting instructions is May 15, 2006.

If you are a participant in the Computershare Investment Plan for Regions Financial Corporation and/or the Directors Stock Investment Plan, please note that the proxy card also constitutes the voting instruction form and covers all shares allocated to your account under these plans. If you do not return your proxy card, or vote by telephone or over the Internet, your shares in these plans will not be voted. If

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you return your proxy card without indicating your voting instructions, the shares will be voted in favor of proposals 1, 2, and 3 and against proposal 4.

**Voting by Telephone or the Internet**

Many stockholders of Regions have the option to submit their proxies or voting instructions electronically by telephone or the Internet instead of submitting proxies by mail on the enclosed proxy card. Please note that there are separate arrangements for using the telephone and the Internet depending on whether your shares are registered in Regions stock records in your name or in the name of a brokerage firm or bank. Regions stockholders should check their proxy card or the voting instructions forwarded by their broker, bank or other holder of record to see which options are available.

The telephone and Internet procedures described below for submitting your proxy or voting instructions are designed to authenticate stockholders identities, to allow stockholders to have their shares voted and to confirm that their instructions have been properly recorded. Stockholders submitting proxies or voting instructions via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that will be borne by the stockholder.

Regions holders of record may submit their proxies:

by telephone, by calling the toll-free number indicated on their proxy card and following the recorded instructions; or

through the Internet, by visiting the website indicated on their proxy card and following the instructions.

**VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

As of March 23, 2006, Regions had issued 477,624,928 shares of common stock, of which 456,678,128 shares were outstanding and 20,946,800 shares were held as treasury stock. Stockholders are entitled to one vote for each share on all matters to come before the meeting. Only stockholders of record at the close of business on March 23, 2006, will be entitled to vote at the meeting or any adjournment thereof.

**Security Ownership of Certain Beneficial Owners**

As of December 31, 2005, Regions Bank beneficially held in a fiduciary capacity for others under numerous trust relationships, 20,160,039 shares or 4.4% of Regions outstanding common stock. Regions Bank's trust department has sole voting power with respect to 18,228,911 of these shares or 4.0%, shared voting power with respect to 541,410 of these shares, sole dispositive power with respect to 4,329,117 of these shares and shared dispositive power with respect to 2,165,913 of these shares. No entity is known to Regions to be the beneficial owner of more than five percent of any class of voting securities.

**Security Ownership of Directors and Management**

The following table presents information about beneficial ownership of Regions common stock by the directors and certain executive officers of Regions as of the record date. Unless otherwise indicated, each person has sole voting and investment powers over the indicated shares. A person is deemed to be a beneficial owner of any security of which that person has the right to acquire beneficial ownership within 60 days from the record date. The footnotes to the table indicate how many shares each person has the right to acquire within 60 days of the record date. The shares of Regions common stock which are issuable

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to a person listed below upon exercise of the vested portion of the outstanding options are assumed to be outstanding for the purpose of determining the percentage of shares beneficially owned by that person.

<b>Amount and Nature of Beneficial Ownership as of March 23, 2006</b>		
<b>Name of Beneficial Owner/Number in Group</b>	<b>No. of Shares</b>	<b>% of Class</b>
<b><i>Directors including nominees for director</i></b>		
Samuel W. Bartholomew, Jr.	73,777(1)	*
George W. Bryan	112,275(2)	*
James S.M. French	158,689(3)	*
Margaret H. Greene	2,300(4)	*
James E. Harwood	171,718(5)	*
Richard D. Horsley	1,239,134(6)	*
Carl E. Jones, Jr.	1,199,249(7)	*
Parnell S. Lewis, Jr.	40,419(8)	*
Susan W. Matlock	8,611(9)	*
Jackson W. Moore	3,420,020(10)	*
Allen B. Morgan, Jr.	4,316,012(11)	*
Jorge M. Perez	29,300(12)	*
Malcolm Portera	440(13)	*
John R. Roberts	61,691(14)	*
Michael S. Starnes	62,354(15)	*
W. Woodrow Stewart	14,028(16)	*
Lee J. Styslinger III	4,915(17)	*
Richard A. Trippeer, Jr.	558,357(18)	*
Robert R. Waller	52,400(19)	*
John H. Watson	231,018(20)	*
Spence L. Wilson	449,618(21)	*
Harry W. Witt	3,333(22)	*
<b><i>Other named executive officers (See summary compensation table)</i></b>		
Peter D. Miller	746,066(23)	*
Samuel E. Upchurch, Jr.	583,955(24)	*
<b><i>Directors and executive officers as a group</i></b>		
<b><i>37 persons</i></b>	<b>17,178,978</b>	<b>3.7%</b>

\* Less than 1%.

- (1) Excludes 3,901 shares allocated to Mr. Bartholomew under Regions Directors Deferred Stock Investment Plan; includes 717 shares held by affiliates of Mr. Bartholomew and 70,285 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (2) Excludes 1,984 shares allocated to Mr. Bryan under Regions Directors Deferred Stock Investment Plan; includes 1,500 shares held by Mr. Bryan's spouse and 97,400 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (3) Excludes 23,044 shares allocated to Mr. French under Regions Directors Deferred Stock Investment Plan; includes 123,460 shares held by an affiliate of Mr. French and 6,600 shares held by Mr. French's spouse.



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- (4) Excludes 9,034 shares allocated to Ms. Greene under Regions Directors Deferred Stock Investment Plan.
- (5) Excludes 4,309 shares allocated to Mr. Harwood under Regions Directors Deferred Stock Investment Plan; includes 43,463 held in Mr. Harwood's IRA, 2,288 shares held by Mr. Harwood's spouse, and 22,400 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (6) Includes 134,693 shares of restricted stock issued under Regions 1999 Long Term Incentive Plan, 5,750 shares held in Regions 401(k) plan, and 634,662 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (7) Includes 183,688 shares of restricted stock issued under Regions 1999 Long Term Incentive Plan, 16,239 shares held in Regions 401(k) plan, and 337,528 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006; also includes 33,071 shares held by Mr. Jones spouse.
- (8) Excludes 4,309 shares allocated to Mr. Lewis under Regions Directors Deferred Stock Investment Plan; includes 18,989 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (9) Excludes 10,107 shares allocated to Ms. Matlock under Regions Directors Deferred Stock Investment Plan.
- (10) Includes 43,780 shares subject to stock option deferral agreements, receipt of which has been deferred, 28,889 shares held in Regions 401(k) plan, and 1,683,736 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006; also includes 318,524 shares held by Mr. Moore's spouse and 2,092 shares held in a family trust.
- (11) Includes 12,098 shares of restricted stock issued under Regions 1999 Long Term Incentive Plan and 269,432 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006; also includes 366,986 shares held by Mr. Morgan's spouse, children, and a trust for Mr. Morgan's children.
- (12) Excludes 3,735 shares allocated to Mr. Perez under Regions Directors Deferred Stock Investment Plan; includes 6,200 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (13) Excludes 7,655 shares allocated to Mr. Portera under Regions Directors Deferred Stock Investment Plan.
- (14) Excludes 4,315 shares allocated to Mr. Roberts under Regions Directors Deferred Stock Investment Plan; includes 52,400 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (15) Excludes 4,011 shares allocated to Mr. Starnes under Regions Directors Deferred Stock Investment Plan and 60,854 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (16) Excludes 17,916 shares allocated to Mr. Stewart under Regions Directors Deferred Stock Investment Plan.
- (17) Excludes 8,207 shares allocated to Mr. Styslinger under Regions Directors Deferred Stock Investment Plan.
- (18) Excludes 1,984 shares allocated to Mr. Trippeer under Regions Directors Deferred Stock Investment Plan; includes 120,000 shares held by an affiliate of Mr. Trippeer, 39,936 shares held by Mr. Trippeer's spouse, and 22,400 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (19) Excludes 1,984 shares allocated to Dr. Waller under Regions Directors Deferred Stock Investment Plan; includes 52,400 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (20) Excludes 16,974 shares allocated to Mr. Watson under Regions Directors Deferred Stock Investment Plan; includes 23,183 shares held by a charitable foundation which is affiliated with Mr. Watson.

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- (21) Excludes 4,022 shares allocated to Mr. Wilson under Regions Directors Deferred Stock Investment Plan; includes 5,101 shares held by an affiliate of Mr. Wilson and 85,620 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.
- (22) Excludes 11,412 shares allocated to Mr. Witt under Regions Directors Deferred Stock Investment Plan.
- (23) Includes 93,407 shares of restricted stock issued under Regions 1999 Long Term Incentive Plan, 7,175 shares held in Regions 401(k) plan, and 358,971 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006; also includes 94,337 shares held by affiliates of Mr. Miller and 28,561 shares held by Mr. Miller's spouse.
- (24) Includes 67,769 shares of restricted stock issued under Regions 1999 Long Term Incentive Plan, 42,676 shares held in Regions 401(k) plan, and 353,679 shares issuable upon the exercise of stock options that are currently exercisable or exercisable within 60 days after March 23, 2006.

No change in control of Regions has occurred since January 1, 2005, meaning that no person or group has acquired the ability to direct or cause the direction of management and policies of Regions through the ownership of voting securities, by contract, or otherwise, and no arrangements are known to Regions which may at a later date result in such a change in control of Regions.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires Regions executive officers and directors to file reports of ownership and changes in ownership of Regions stock with the Securities and Exchange Commission. Executive officers and directors are required by SEC regulations to furnish Regions with copies of all Section 16(a) forms they file.

Based solely on a review of the forms filed during or with respect to fiscal year 2005, Regions believes that its executive officers and directors filed all required reports on a timely basis, except as follows.

James E. Harwood (one late filing pertaining to one transaction)

Parnell S. Lewis, Jr. (one late filing pertaining to one transaction)

Allen B. Morgan, Jr. (one late filing pertaining to one transaction)

Lou Ann Poynter (retired) (one late filing pertaining to one plan forfeiture and one late filing relating to one other transaction)

E. Cris Stone (retired) (one late filing pertaining to one transaction)

**PROPOSAL 1 ELECTION OF DIRECTORS**

The board of directors has determined that following the annual meeting of stockholders and for the ensuing year until the next annual meeting, the board will consist of 15 members, with three nominees to be elected as directors at the annual meeting for a term of three years.

Regions recommends the election of George W. Bryan, Susan W. Matlock, and Michael S. Starnes as directors, to hold office for a term of three years expiring with the annual meeting of stockholders to be held in 2009 or until their successors are elected and qualified. The proxy will be voted FOR the nominees, unless otherwise directed. If any nominee is not available for election, in its discretion the board of directors may designate a substitute nominee. In that event the proxies will be voted for such substitute nominee. Regions does not anticipate that any substitute nominee or nominees will be required. The proxies will not be voted for more than three nominees. The terms of 12 directors in the other two classes will continue following the annual meeting, and the terms of seven present directors will not continue following the annual meeting.

**Information about Regions Directors and Nominees**

The following biographies show the age and principal occupations during the past five years of each of the Regions directors whose term of office will continue after the annual meeting, the date the director was

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first elected to the board of directors of Regions predecessor companies, Union Planters Corporation and former Regions Financial Corporation, and any directorships held by the director with any other public company or any registered investment company.

*Class 2 Directors (Term Expires at 2006 Annual Meeting)*

George W. Bryan (age 61) (nominee for election at the annual meeting).

Director of Union Planters/Regions since 1986.

Retired: Senior Vice President, Sara Lee Corporation, Food Division (food processing and packaging) from 1983 to 2000.

Chief Executive Officer, Old Waverly Investments, LLC (real estate) since 2001.

Director, Buckeye Technologies Inc.\*

Susan W. Matlock (age 59) (nominee for election at the annual meeting).

Director of former Regions/Regions since 2002.

President, Entrepreneurial Center, Inc., executive director for office for the advancement of developing industries, University of Alabama at Birmingham (higher education, small business incubation).

Michael S. Starnes (age 61) (nominee for election at the annual meeting).

Director of Union Planters/Regions since 2001.

Chairman, President and Chief Executive Officer, M.S. Carriers, Inc. (transportation carrier) from 1978 to 2001.

President, M.S. Carriers, Inc., a wholly owned subsidiary of Swift Transportation Corporation, since June 2001.

President, Tennessee California Express.

Director of Mid-America Apartment Communities.\*

Director of Swift Transportation Corporation.\*

*Class 3 Directors (Term Expires at 2007 Annual Meeting)*

Samuel W. Bartholomew, Jr. (age 61).

Director of Union Planters/Regions since 2001.

Chairman and Chief Executive Officer, Stokes Bartholomew Evans & Petree, P.A. (law firm) 1977 July, 2005.

Chairman Emeritus, Adams and Reese/Stokes Bartholomew LLP (law firm) July 2005 present.

Clinical Professor of Business Law at Vanderbilt-Owen School of Management since January 2004.

Margaret H. Greene (age 54).

Director of former Regions/Regions since 2002.

President, Regulatory and External Affairs, BellSouth Corporation (telecommunications).

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Richard D. Horsley (age 63).

Director and Vice Chairman of former Regions/Regions since 1982.

Chief Executive Officer of Business Enterprises, Regions and Regions Bank, since July 1, 2005.

Formerly Chief Operating Officer, Regions and Regions Bank.

Director, Regions Bank, Regions Agency, Inc., Regions Life Insurance Company and EFC Holdings Corporation.  
Jackson W. Moore (age 57).

Director of Union Planters/Regions since 1986.

President and Chief Executive Officer, Regions and Regions Bank since July 1, 2005.

President and CEO Designate, Regions and Regions Bank, July 1, 2004 July 1, 2005.

Chairman, President and Chief Executive Officer, Union Planters and Union Planters Bank, National Association, 2000-2004.

President and Chief Operating Officer, Union Planters and Union Planters Bank, National Association, 1994 to 2000.

Malcolm Portera (age 60).

Director of former Regions/Regions since 2003.

Chancellor, University of Alabama System, formerly President, Mississippi State University (higher education).

Director of Alabama Power Company.\*

Director of Protective Life Corporation.\*

John R. Roberts (age 64).

Director of Union Planters/Regions since 2001.

Retired: Managing Partner, Mid-South Region, Arthur Andersen LLP (certified public accounting) from 1993 to 1998.

Independent Consultant and Executive Director, Civic Progress, Inc. (nonprofit) since 2001.

Director of Energizer Holdings, Inc.\*

Director of Centene Corporation.\*

Lee J. Styslinger III (age 45).

Director of former Regions/Regions since 2003.

Chief Executive Officer, Altec, Inc. (diversified manufacturing).

Robert R. Waller (age 69).

Director of Union Planters/Regions since 2001.

Retired: Professor of Ophthalmology, Mayo Medical School from 1980 to 2002.



President Emeritus, Mayo Clinic from 1998 to 2002.

Director of Hormel Foods Corporation.\*

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*Class I Directors and Nominees (Term Expires at 2008 Annual Meeting)*

Allen B. Morgan, Jr. (age 63).

Director of former Regions/Regions since 2001.

Vice Chairman, Regions, and Chairman, Morgan Keegan & Company, Inc.

Formerly director of Regions Bank and Chief Executive Officer of Morgan Keegan & Company, Inc.

Jorge M. Perez (age 56).

Director of Union Planters/Regions since 2001.

President, The Related Group of Florida (real estate development) since 1979.

Spence L. Wilson (age 63).

Director of Union Planters/Regions since 1996.

President, Kemmons Wilson, Inc. (hotel development and management, resort time-sharing, home building, subdivision development, and private investment) since 1970.

Harry W. Witt (age 66).

Director of former Regions/Regions since 2002.

Retired: Deloitte & Touche (certified public accounting).

- \* A corporation subject to the registration or reporting requirements of the Securities Exchange Act of 1934 or registered as an investment company under the Investment Company Act of 1940.

**The Board and Committees of the Board**

Regions held six directors meetings during 2005. All directors attended at least 75% of the aggreg