

GOETHE ROBERT A  
Form 4  
December 22, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GOETHE ROBERT A

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)  
7130 GOODLETT FARMS PKWY.,  
A4E  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Chmn & CEO--Regions Mortgage

CORDOVA, TN 38016

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/20/2005		A	5,175 A \$0	64,366.798	D	
Common Stock					172	I	By Child(ren)

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

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SEC 1474 (9-02)

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**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	\$ 34.66	12/20/2005		A		39,504		<u>(1)</u>	12/20/2012	Common Stock	39,504
Phantom Stock Units (401k)	\$ 0 <u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	4,962
Stock Option	\$ 31.39							10/09/1998	10/09/2007	Common Stock	4,875
Stock Option	\$ 33.48							04/09/1999	04/09/2008	Common Stock	13,889
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66							12/20/2005	02/19/2010	Common Stock	8,448
Stock Option	\$ 25.66							02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 16.28							03/15/2001	03/15/2010	Common Stock	18,519
Stock Option	\$ 22.6							01/16/2002	01/16/2011	Common Stock	15,433
Stock Option	\$ 22.6							01/16/2003	01/16/2011	Common Stock	7,716
Stock Option	\$ 22.6							01/16/2004	01/16/2011	Common Stock	7,716
Stock Option	\$ 28.17							04/21/2005	04/21/2011	Common Stock	20,577

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Stock Option	\$ 28.17	12/20/2005	04/21/2011	Common Stock	37,604
Stock Option	\$ 28.17	04/21/2007	04/21/2011	Common Stock	3,549
Stock Option	\$ 33.82	12/20/2005	10/15/2011	Common Stock	90,000
Stock Option	\$ 25.02	01/22/2003	01/22/2012	Common Stock	15,433
Stock Option	\$ 25.02	01/22/2004	01/22/2012	Common Stock	7,716
Stock Option	\$ 25.02	01/22/2005	01/22/2012	Common Stock	7,716

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETHE ROBERT A 7130 GOODLETT FARMS PKWY., A4E CORDOVA, TN 38016			Chmn & CEO--Regions Mortgage	

## Signatures

By: Ronald C. Jackson                      12/20/2005

\_\_Signature of                      Date  
Reporting Person

## 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 option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.

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.