

Stein Andrew W
 Form 4
 December 22, 2005

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

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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 *
 Stein Andrew W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

REGIONS FINANCIAL CORP [RF]

(Check all applicable)

(Last) (First) (Middle)

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

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

P.O. BOX 10247

12/20/2005

Regional CEO

(Street)

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

BIRMINGHAM, AL 352020247

(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)
			Code	V Amount (D) Price			
Common Stock	12/13/2005		J ⁽¹⁾	V 91.231 A \$ 0	22,673.231	D	
Common Stock	12/20/2005		A	5,914 A \$ 0	28,587.231	D	

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		45,147		<u>(2)</u>	12/20/2012	Common Stock	45,147
Phantom Stock Units (401k)	\$ 0 <u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	4,265
Stock Option	\$ 33.49							04/09/1999	04/09/2008	Common Stock	1,158
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	1,158
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	6,173
Stock Option	\$ 25.66							12/20/2005	02/19/2010	Common Stock	2,275
Stock Option	\$ 25.66							02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 22.6							01/16/2002	01/16/2011	Common Stock	4,630
Stock Option	\$ 22.6							01/16/2003	01/16/2011	Common Stock	2,314
Stock Option	\$ 22.6							01/16/2004	01/16/2011	Common Stock	2,315
Stock Option	\$ 28.17							04/21/2005	04/21/2011	Common Stock	12,346
Stock Option	\$ 28.17							12/20/2005	04/21/2011	Common Stock	21,143
Stock Option	\$ 28.17							04/21/2007	04/21/2011	Common Stock	3,549

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Stock Option	\$ 33.82	12/20/2005	10/15/2011	Common Stock	14,000
Stock Option	\$ 25.02	01/22/2003	01/22/2012	Common Stock	6,173
Stock Option	\$ 25.02	01/22/2004	01/22/2012	Common Stock	3,087
Stock Option	\$ 25.02	01/22/2005	01/22/2012	Common Stock	3,086

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Andrew W P.O. BOX 10247 BIRMINGHAM, AL 352020247			Regional CEO	

Signatures

By: Ronald C. Jackson
12/20/2005

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) Stock purchased through the dividend reinvestment program.
 - (2) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.
 - (3) 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.