

STONE EDMOND C
Form 4
October 25, 2004

FORM 4

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

OMB APPROVAL

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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 *
STONE EDMOND C

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

10/21/2004

Chief Credit Officer

(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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/21/2004		X		\$ 12.96	196,232	D
Common Stock	10/21/2004		F		\$ 34.405	189,337	D
Common Stock						13,704	I By Spouse

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

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number.

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 12.96	10/21/2004		X		12,037	01/04/1996	01/04/2005	Common Stock	12,037
Phantom Stock Units (401k) ⁽¹⁾	\$ 0 ⁽¹⁾						⁽¹⁾	⁽¹⁾	Common Stock	4,048
Stock Option	\$ 18.17						01/03/1997	01/03/2006	Common Stock	10,734
Stock Option	\$ 18.17						01/03/1998	01/03/2006	Common Stock	1,612
Stock Option	\$ 31.39						10/09/1998	10/09/2007	Common Stock	4,876
Stock Option	\$ 33.48						04/09/1999	04/09/2008	Common Stock	32,408
Stock Option	\$ 28.88						08/30/2000	08/30/2009	Common Stock	32,408
Stock Option	\$ 25.66						02/19/2004	02/19/2010	Common Stock	30,865
Stock Option	\$ 25.66						02/19/2005	02/19/2010	Common Stock	15,433
Stock Option	\$ 25.66						02/19/2006	02/19/2010	Common Stock	15,432
Stock Option	\$ 16.28						03/15/2001	03/15/2010	Common Stock	67,933
Stock Option	\$ 22.6						01/16/2002	01/16/2011	Common Stock	49,384
Stock Option	\$ 22.6						01/16/2003	01/16/2011	Common Stock	24,692
	\$ 22.6						01/16/2004	01/16/2011		24,692

Stock Option				Common Stock	
Stock Option	\$ 28.17	(2)	04/21/2011	Common Stock	49,384
Stock Option	\$ 25.02	01/22/2003	01/22/2012	Common Stock	49,384
Stock Option	\$ 25.02	01/22/2004	01/22/2012	Common Stock	24,692
Stock Option	\$ 25.02	01/22/2005	01/22/2012	Common Stock	24,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE EDMOND C P O BOX 10247 BIRMINGHAM, AL 352020247			Chief Credit Officer	

Signatures

By: Ronald C. Jackson 10/25/2004

**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).
- (1) The reported phantom stock units were acquired under Regions' benefit plans.
 - (2) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.

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.