GORDON DAVID C

Form 4 March 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 D 1 (1 CD (D () ()

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person CORDON DAVID C				2. Issuer Name an Symbol	l Ticker o	Tradi	···5	5. Relationship of Reporting Person(s) to Issuer			
				REGIONS FINA		COR	P [RF]	(Check all applicable)			
	(Last)	(First)		3. Date of Earliest Transaction (Month (Day (Year))			Director 10% Owner				
P.O. BOX 511 (Street)			`	(Month/Day/Year) 03/16/2005				Officer (give title Other (specify below) below) EVP Operations Grp			
			4	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
MONTGOMERY, AL 36101				Filed(Month/Day/Yea	,			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if Transactic Code	4. Securion(A) or Do (Instr. 3,	ispose	d of (D) 5) 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	03/16/2005		F	538	D	\$ 32.475	59,929	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: GORDON DAVID C - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (401k)	\$ 0 (1)					<u>(1)</u>	<u>(1)</u>	Common Stock	4,551	
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					02/19/2006	02/19/2010	Common Stock	12,346	
Stock Option	\$ 22.6					01/16/2002	01/16/2011	Common Stock	925	
Stock Option	\$ 22.6					01/16/2003	01/16/2011	Common Stock	6,173	
Stock Option	\$ 22.6					01/16/2004	01/16/2011	Common Stock	6,173	
Stock Option	\$ 28.17					(2)	04/21/2011	Common Stock	61,730	
Stock Option	\$ 33.82					(3)	10/15/2011	Common Stock	65,000	
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	
	\$ 25.02					01/22/2005	01/22/2012		7,716	

Stock Common Option Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GORDON DAVID C P.O. BOX 511 MONTGOMERY, AL 36101

EVP Operations Grp

Signatures

By: Ronald C. Jackson 03/17/2005

**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 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.
- (3) The option becomes exercisable in two equal installments on October 15, 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.

Reporting Owners 3