

MORGAN ALLEN B JR  
 Form 4  
 March 06, 2003

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287</p> <p>Expires: December 31, 2001</p> <p>Estimated average burden hours per response. . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Morgan, Jr., Allen B.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>50 N. Front St., 21st Floor</b></p> <hr/> <p>(Street)</p> <p><b>Memphis, TN 38103</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Regions Financial Corp. RF</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>February 19 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10% Owner</p> <p><input checked="" type="checkbox"/> Officer _____ Other</p> <p>Officer/Other Description <b>Chairman &amp; CEO of Morgan Keegan; Member Leadership Team</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code   V	Amount   A/D   Price			
Common Stock	02/19/2003	A	10,000.000   A	3,084,977.807	D	
Common Stock				93,236.000	I	By Children
Common Stock				80,779.000	I	By Spouse
Common Stock				92,660.000	I	Children's Trust

(over)  
SEC 1474 (3-99)

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Form 4 (continued)

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)	4. Transaction Code and Voluntary Code (V) or Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
Stock Option	\$31.6750	02/19/2003	A	(A) 21,000.0	02/19/2004   02/19/2010	Common Stock - 21,000.0	\$31.6750	21,000.0	D	
Stock Option	\$31.6750	02/19/2003	A	(A) 10,500.0	02/19/2005   02/19/2010	Common Stock - 10,500.0	\$31.6750	10,500.0	D	
Stock Option	\$31.6750	02/19/2003	A	(A) 10,500.0	02/19/2006   02/19/2010	Common Stock - 10,500.0	\$31.6750	10,500.0	D	
Stock Option	\$28.8100				03/30/2002   03/30/2011	Common Stock - 41,666.0		41,666.0	D	
Stock Option	\$28.8100				03/30/2003   03/30/2011	Common Stock - 41,666.0		41,666.0	D	
Stock Option	\$28.8100				03/30/2004   03/30/2011	Common Stock - 41,668.0		41,668.0	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Ronald C. Jackson**  
**Allen B. Morgan, Jr.**

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.