

ASKEW WILLIAM E
Form 4
November 09, 2004

FORM 4

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

OMB APPROVAL

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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 *
ASKEW WILLIAM E

2. Issuer Name and Ticker or Trading Symbol

REGIONS FINANCIAL CORP [RF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Cnsmr & Bsns Bnkng-Retail

(Last) (First) (Middle)
P O BOX 10247

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
BIRMINGHAM, AL 352020247

4. If Amendment, Date Original Filed(Month/Day/Year)

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/08/2004		X		17,492	A	\$ 12.96
Common Stock	11/08/2004		X		2,261	A	\$ 12.96
Common Stock	11/08/2004		F		9,626	D	\$ 35.44
Common Stock (IRA)							249
Common Stock							234
						I	By Spouse

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(IRA)

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

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SEC 1474
(9-02)

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	\$ 12.96	11/08/2004		X	17,492	01/04/1996	01/04/2005	Common Stock	17,492
Stock Option	\$ 12.96	11/08/2004		X	2,261	01/04/1997	01/04/2005	Common Stock	2,261
Phantom Stock Units (401k)	\$ 0 ⁽¹⁾					<u>(1)</u>	<u>(1)</u>	Common Stock	1,477
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	\$ 25.66					02/19/2006	02/19/2010	Common	15,432

Option				Stock	
Stock Option	\$ 16.28	03/15/2001	03/15/2010	Common Stock	74,076
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
Stock Option	\$ 22.6	01/16/2004	01/16/2011	Common Stock	24,692
Stock Option	\$ 28.17	(2)	04/21/2011	Common Stock	61,730
Stock Option	\$ 33.82	(3)	10/15/2011	Common Stock	62,000
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
ASKEW WILLIAM E P O BOX 10247 BIRMINGHAM, AL 352020247			EVP, Cnsmr & Bsns Bnkng-Retail	

Signatures

By: Ronald C. Jackson 11/09/2004

**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.
- (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.