

FLEISCHAUER JOHN I JR  
 Form 5  
 January 21, 2005

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**FLEISCHAUER JOHN I JR**

2. Issuer Name and Ticker or Trading Symbol  
**REGIONS FINANCIAL CORP [RF]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Group CEO

(Last) (First) (Middle)  
  
 P O BOX 1471  
  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2004

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

6. Individual or Joint/Group Reporting (check applicable line)

LITTLE ROCK, AR 72203

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	79,183.632	D	Â
Common Stock (Trust)	Â	Â	Â	Â	32,771	D	Â

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

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SEC 2270 (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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (401k)	Â	12/31/2004	Â	J <sup>(1)</sup>	474	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	474
Stock Option	\$ 33.51	Â	Â	Â	Â	Â	07/31/1999	07/31/2008	Common Stock	18,519
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	23,216
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	46,298
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	23,148
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	23,149
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2002	01/16/2011	Common Stock	43,184
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2003	01/16/2011	Common Stock	24,692
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2004	01/16/2011	Common Stock	24,692
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	04/21/2011	Common Stock	111,114
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	10/15/2011	Common Stock	90,000
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2003	01/22/2012	Common Stock	49,384
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2004	01/22/2012	Common Stock	24,692
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012	Common Stock	24,692

