

JONES CARL E JR
 Form 4
 November 12, 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 *
 JONES CARL E JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2004

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

P O BOX 10247

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/10/2004 | | X | 50,000 A \$ 25.024 | 805,962.512 | D | |
| Common Stock | | | | | 48,576.572 | I | By Spouse |

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

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SEC 1474 (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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 25.02 | 11/10/2004 | | X | 50,000 | 01/22/2003 | 01/22/2012 | Common Stock | 50,000 |
| Phantom Stock Units (401k) | \$ 0 ⁽¹⁾ | | | | | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 11,977 |
| Stock Option | \$ 31.39 | | | | | 10/09/1998 | 10/09/2007 | Common Stock | 14,542 |
| Stock Option | \$ 31.39 | | | | | 10/09/1999 | 10/09/2007 | Common Stock | 3,185 |
| Stock Option | \$ 33.48 | | | | | 04/09/1999 | 04/09/2008 | Common Stock | 38,682 |
| Stock Option | \$ 33.49 | | | | | 04/09/2000 | 04/09/2008 | Common Stock | 2,985 |
| Stock Option | \$ 28.88 | | | | | 01/01/2001 | 08/30/2009 | Common Stock | 3,462 |
| Stock Option | \$ 25.66 | | | | | 02/19/2004 | 02/19/2010 | Common Stock | 71,607 |
| Stock Option | \$ 25.66 | | | | | 02/19/2005 | 02/19/2010 | Common Stock | 35,803 |
| Stock Option | \$ 25.66 | | | | | 02/19/2006 | 02/19/2010 | Common Stock | 35,804 |
| Stock Option | \$ 22.6 | | | | | 01/16/2005 | 01/16/2011 | Common Stock | 4,424 |
| Stock Option | \$ 25.02 | | | | | 01/22/2004 | 01/22/2012 | Common Stock | 61,730 |
| Stock Option | \$ 25.02 | | | | | 01/22/2005 | 01/22/2012 | Common Stock | 61,730 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| JONES CARL E JR P O BOX 10247 BIRMINGHAM, AL 352020247 | X | | Chairman & CEO | |

Signatures

By: Ronald C.
Jackson

11/12/2004

__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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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