

WITT HARRY W

Form 4

November 08, 2002

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                                                                               |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).                                                                                                                                                                                                                                                                                                                         | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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 |                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                         |  | OMB APPROVAL<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden hours per response. . . .<br>0.5 |  |
| 1. Name and Address of Reporting Person*<br><b>Witt, Harry W.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>6516 Thomas Jefferson Court</b><br><br><div style="text-align: center;">(Street)</div> <b>Naples, FL 34108</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Regions Financial Corp. RF</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                              | 4. Statement for (Month/Year)<br><br><b>November 6 2002</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10%<br>Owner<br>_____ Officer _____<br>Other<br>Officer/Other Description _____<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><input type="checkbox"/> Joint/Group Filing |  |                                                                                                                                               |  |

| 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. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                  |                                      | Code   V                                          | Amount   A/D<br>  Price                                            |                                                                             |                                                          |                                                       |
|                                                                                  |                                      |                                                   |                                                                    |                                                                             |                                                          |                                                       |

 (over)  
 SEC 1474 (3-99)

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**Witt, Harry W. - November 2002**
**Form 4 (continued)**
**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
 (e.g., puts, calls, warrants, options, convertible securities)

# Edgar Filing: WITT HARRY W - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security | 3. Transaction<br>Date<br><br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
|-----------------------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>Phantom<br/>Stock Units<br/>(DDSIP)</b>          | (1)                                                                          |                                                        | <b>J</b> (1)<br><br>V                                                  | (A) <b>370.6</b>                                                                                                        | (1)<br><br>1 (1)                                                             | <b>Common<br/>Stock - 370.6</b>                                              |                                                       |                                                                                                      | <b>D</b>                                                                                                |                                                                   |
| <b>Phantom<br/>Stock Units<br/>(DDSIP)</b>          | (1)                                                                          | <b>11/06/2002</b>                                      | <b>P</b><br><br>1 &nbsp; V                                             | (A) <b>363.2</b>                                                                                                        | (1)<br><br>1 (1)                                                             | <b>Common<br/>Stock - 363.2</b>                                              | <b>\$34.4180</b>                                      | <b>733.8</b>                                                                                         | <b>D</b>                                                                                                |                                                                   |
|                                                     |                                                                              |                                                        |                                                                        |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                         |                                                                   |

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,

See Instruction 6 for procedure.

**Ronald C. Jackson**  
**Harry W. Witt**

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.

Page 2  
SEC 1474 (3-99)

Witt, Harry W. - November 2002

Form 4 (continued)

FOOTNOTE Descriptions for Regions Financial Corp. RF

Form 4 - November 2002

**Harry W. Witt**  
**6516 Thomas Jefferson Court**  
**Naples, FL 34108**

**Explanation of responses:**

(1) The reported phantom stock units were acquired under Regions' Directors  
Deferred Stock Investment Plan.

Page 3