JORDAN D BRYAN

Form 4

October 19, 2004

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

OMB Number:

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3235-0287 January 31,

2005

0.5

Check this box if no longer

subject to Section 16. Form 4 or

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

Common

Form 5

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JORDAN D BRYAN Issuer Symbol REGIONS FINANCIAL CORP [RF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify POBOX 10247 10/15/2004 below) below) **EVP & CFO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BIRMINGHAM, AL 352020247 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
			CODE V	AIIIOIIIII	OD Price			

10/15/2004 A 5,000 Α \$0 50,585 D Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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	\$ 33.82	10/15/2004		A	90,000	<u>(1)</u>	10/15/2011	Common Stock	90,000
Phantom Stock Units (401k)	\$ 0 (2)					<u>(2)</u>	(2)	Common Stock	2,593
Stock Option	\$ 25.66					02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66					02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66					02/19/2006	02/19/2010	Common Stock	12,346
Stock Option	\$ 17.03					07/19/2001	07/19/2010	Common Stock	49,384
Stock Option	\$ 22.6					01/16/2002	01/16/2011	Common Stock	12,346
Stock Option	\$ 22.6					01/16/2003	01/16/2011	Common Stock	6,173
Stock Option	\$ 22.6					01/16/2004	01/16/2011	Common Stock	6,173
Stock Option	\$ 28.17					(3)	04/21/2011	Common Stock	61,730
Stock Option	\$ 25.02					01/22/2003	01/22/2012	Common Stock	15,433
Stock Option	\$ 25.02					01/22/2004	01/22/2012	Common Stock	7,716
Stock Option	\$ 25.02					01/22/2005	01/22/2012	Common Stock	7,716

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

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JORDAN D BRYAN P O BOX 10247 BIRMINGHAM, AL 352020247

EVP & CFO

Signatures

By: Ronald C. 10/18/2004 Jackson

**Signature of Date

Reporting Person

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 options will vest in two equal installments on October 15, 2006 and 2007.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three equal installments on April 21, 2005, 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.

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