### FLEISCHAUER JOHN I JR

Form 5

January 21, 2005

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

## FORM 5

#### **OMB APPROVAL**

**OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

securities beneficially owned directly or indirectly.

1. Name and Address of Reporting Person * FLEISCHAUER JOHN I JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol REGIONS FINANCIAL CORP [RF]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	· · · · ·		ement for Issuer's  A/Day/Year)  A/2004	s Fiscal Ye	ar End	led	(Check all applicable)  Director 10% Owner _X_ Officer (give title Other (specify below) Group CEO			
	(Street)	nendment, Date Original (onth/Day/Year)				6. Individual or Joint/Group Reporting				
							(check applicable line)			
LITTLE RO						_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	ible I - Non-Dei	rivative Se	curitie	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Yea	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)			
Common Stock	Â	Â	Â	Â	Â	Â	79,183.632	D	Â	
Common Stock (Trust)	Â	Â	Â	Â	Â	Â	32,771	D	Â	
Reminder: Report on a separate line for each class of			Persons w	Persons who respond to the collection of information SEC						

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(9-02)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 <u>(1)</u>	474	Â	(1)	(1)	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	(2)	04/21/2011	Common Stock	111,114
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	(3)	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

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FLEISCHAUER JOHN I JR
P O BOX 1471 Â Â Â Group CEO Â

LITTLE ROCK, ARÂ 72203

### **Signatures**

By: Ronald C. Jackson 12/31/2004

\*\*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 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 provided 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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