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GOETHE ROBERT A

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

January 21, 2005 **FORM 5**

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. 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 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GOETHE ROBERT A** Symbol REGIONS FINANCIAL CORP [RF] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title 12/31/2004 Other (specify below) below) 7130 GOODLETT FARMS PKWY., Chmn & CEO--Regions Mortgage A4E (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CORDOVA, TNÂ 38016 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Common Â J(1)Â 12/31/2004 \$0 53,786.2 D 615.248 Stock

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

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SEC 2270

(9-02)

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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. 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(2)	296	Â	(2)	(2)	Common Stock	296
Stock Option	\$ 18.17	Â	Â	Â	Â	Â	01/03/1997	01/03/2006	Common Stock	14,815
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/2000	01/11/2006	Common Stock	1,014
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/2001	01/11/2006	Common Stock	1,013
Stock Option	\$ 31.39	Â	Â	Â	Â	Â	10/09/1998	10/09/2007	Common Stock	4,875
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	13,889
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	12,346
Stock Option	\$ 16.28	Â	Â	Â	Â	Â	03/15/2001	03/15/2010	Common Stock	18,519
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2002	01/16/2011	Common Stock	15,433
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2003	01/16/2011	Common Stock	7,716
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2004	01/16/2011	Common Stock	7,716
	\$ 28.17	Â	Â	Â	Â	Â	(3)	04/21/2011		61,730

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Stock Option	1								Common Stock	
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	(4)	10/15/2011	Common Stock	90,000
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2003	01/22/2012	Common Stock	15,433
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2004	01/22/2012	Common Stock	7,716
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012	Common Stock	7,716
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/1997	01/11/2006	Common Stock	1,012
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/1998	01/11/2006	Common Stock	1,014
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/1999	01/11/2006	Common Stock	1,014

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
GOETHE ROBERT A 7130 GOODLETT FARMS PKWY., A4E CORDOVA, TN 38016	Â	Â	Chmn & CEORegions Mortgage	Â			

Signatures

By: Ronald C.
Jackson

**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) Stock purchased through the dividend reinvestment program.
- (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.
- (4) 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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