Stein Andrew W Form 4 December 22, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

Common

Stock

12/20/2005

(Print or Type Responses)

1. Name and A Stein Andre	ddress of Reporting F w W	Symbol	er Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (M	Giddle) 3. Date of	of Earliest Transaction					
· ·		(Month/E 12/20/2	Day/Year) 2005	Director 10% Owner Selow) Other (specify below) Regional CEO				
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)				
		Filed(Mor	onth/Day/Year)					
BIRMINGHAM, AL 352020247				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tabl	ole I - Non-Derivative Securities A	cquired, 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)	Code (D)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	12/13/2005		J(1) V 91.231 A \$ (	22,673.231 D				

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

A

5,914

\$0

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

28,587.231

D

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	(A) sed of	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	\$ 34.66	12/20/2005		A	45,147		(2)	12/20/2012	Common Stock	45,147
Phantom Stock Units (401k)	\$ 0 (3)						(3)	(3)	Common Stock	4,265
Stock Option	\$ 33.49						04/09/1999	04/09/2008	Common Stock	1,158
Stock Option	\$ 28.88						08/30/2000	08/30/2009	Common Stock	1,158
Stock Option	\$ 25.66						02/19/2004	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66						02/19/2005	02/19/2010	Common Stock	6,173
Stock Option	\$ 25.66						12/20/2005	02/19/2010	Common Stock	2,275
Stock Option	\$ 25.66						02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 22.6						01/16/2002	01/16/2011	Common Stock	4,630
Stock Option	\$ 22.6						01/16/2003	01/16/2011	Common Stock	2,314
Stock Option	\$ 22.6						01/16/2004	01/16/2011	Common Stock	2,315
Stock Option	\$ 28.17						04/21/2005	04/21/2011	Common Stock	12,346
Stock Option	\$ 28.17						12/20/2005	04/21/2011	Common Stock	21,143
Stock Option	\$ 28.17						04/21/2007	04/21/2011	Common Stock	3,549

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Stock Option	\$ 33.82	12/20/2005	10/15/2011	Common Stock	14,000
Stock Option	\$ 25.02	01/22/2003	01/22/2012	Common Stock	6,173
Stock Option	\$ 25.02	01/22/2004	01/22/2012	Common Stock	3,087
Stock Option	\$ 25.02	01/22/2005	01/22/2012	Common Stock	3,086

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stein Andrew W P.O. BOX 10247

Regional CEO

BIRMINGHAM, AL 352020247

## **Signatures**

By: Ronald C. Jackson 12/20/2005

\*\*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) Stock purchased through the dividend reinvestment program.
- (2) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.
- (3) 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. 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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