WATSON JOHN H

Form 5

January 25, 2006

FORM 5

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

OMB
Number: January 31,

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Expires:

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

1. Name and Address of Reporting Person ** WATSON JOHN H			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) REGIONS FINANCIAL CORP [RI		3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year) 12/31/2005	_X_ Director 10% Owner Officer (give title Other (specify			
P O BOX 1207	•			below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)	(check applicable line)			

DOTHAN, ALÂ 36302

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Ownership Beneficially Form: Owned at end Oirect (D) of Issuer's or Indirect Fiscal Year (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock (DSPP) (1)	12/30/2005	Â	J <u>(1)</u>	162.397	A	\$0	16,353.482	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	23,183	I	Charitable Foundation Trust
Common Stock (Joint with Spouse)	Â	Â	Â	Â	Â	Â	191,316	D	Â

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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)

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)	Derivative		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units (DDSIP)	Â	12/30/2005	Â	J(2)	161.35	Â	(2)	(2)	Common Stock	161.35				

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
WATSON JOHN H P O BOX 1207	ÂΧ	Â	Â	Â				
DOTHAN, AL 36302								

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

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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