

FLEISCHAUER JOHN I JR
 Form 4
 October 19, 2004

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEISCHAUER JOHN I JR

2. Issuer Name and Ticker or Trading Symbol
REGIONS FINANCIAL CORP [RF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
P O BOX 1471
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group CEO

LITTLE ROCK, AR 72203
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/15/2004 | | A | 5,000 A \$ 0 | 74,123.63 | D | |
| Common Stock (Trust) | | | | | 32,771 | D | |

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

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SEC 1474 (9-02)

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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) | 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 33.82 | 10/15/2004 | | A | | 90,000 | | (1) | 10/15/2011 | Common Stock | 90,000 |
| Phantom Stock Units (401k) | \$ 0 (2) | | | | | | | (2) | (2) | Common Stock | 5,556 |
| Stock Option | \$ 33.51 | | | | | | | 07/31/1999 | 07/31/2008 | Common Stock | 18,519 |
| Stock Option | \$ 28.88 | | | | | | | 08/30/2000 | 08/30/2009 | Common Stock | 23,216 |
| Stock Option | \$ 25.66 | | | | | | | 02/19/2004 | 02/19/2010 | Common Stock | 46,298 |
| Stock Option | \$ 25.66 | | | | | | | 02/19/2005 | 02/19/2010 | Common Stock | 23,148 |
| Stock Option | \$ 25.66 | | | | | | | 02/19/2006 | 02/19/2010 | Common Stock | 23,149 |
| Stock Option | \$ 22.6 | | | | | | | 01/16/2002 | 01/16/2011 | Common Stock | 49,384 |
| Stock Option | \$ 22.6 | | | | | | | 01/16/2003 | 01/16/2011 | Common Stock | 24,692 |
| Stock Option | \$ 22.6 | | | | | | | 01/16/2004 | 01/16/2011 | Common Stock | 24,692 |
| Stock Option | \$ 28.17 | | | | | | | (3) | 04/21/2011 | Common Stock | 111,114 |
| Stock Option | \$ 25.02 | | | | | | | 01/22/2003 | 01/22/2012 | Common Stock | 49,384 |
| Stock Option | \$ 25.02 | | | | | | | 01/22/2004 | 01/22/2012 | Common Stock | 24,692 |
| Stock Option | \$ 25.02 | | | | | | | 01/22/2005 | 01/22/2012 | Common Stock | 24,692 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| FLEISCHAUER JOHN I JR P O BOX 1471 LITTLE ROCK, AR 72203 | | | Group CEO | |

Signatures

By: Ronald C.
Jackson

10/18/2004

__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) 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.
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