

LUKE DOUGLAS S
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LUKE DOUGLAS S

2. Issuer Name and Ticker or Trading Symbol
REGENCY CENTERS CORP
[REG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O HL CAPITAL, INC., 405
LEXINGTON AVENUE, 48TH
FLOOR

(Street)

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

NEW YORK, NY 10174

(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) | 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 (A) or (D) Price | | | |
| Common Stock | 05/17/2011 | | M | 2,159 (1) A \$ 0 | 58,033 | D | |
| Common Stock | 05/17/2011 | | M | 290 (2) A \$ 0 | 58,323 | D | |

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

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(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) | 8. Price or Exercise Price of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock (2007 Grant) | \$ 0 | 05/17/2011 | | M | 659 | (1) (1) | Common Stock 659 | \$ |
| Restricted Stock (2008 Grant) | \$ 0 | 05/17/2011 | | M | 500 | (1) (1) | Common Stock 500 | \$ |
| Restricted Stock (2009 Grant) | \$ 0 | 05/17/2011 | | M | 500 | (1) (1) | Common Stock 500 | \$ |
| Restricted Stock (2010 Grant) | \$ 0 | 05/17/2011 | | M | 500 | (1) (1) | Common Stock 500 | \$ |
| Dividend Equivalent Rights | (3) | 05/17/2011 | | M | 290 | (4) (4) | Common Stock 290 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUKE DOUGLAS S C/O HL CAPITAL, INC. 405 LEXINGTON AVENUE, 48TH FLOOR NEW YORK, NY 10174 | X | | | |

Signatures

/s/ Michael B. Kirwan, Attorney-in-Fact for Douglas S.
Luke

05/19/2011

__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) Vesting of restricted stock grant. Shares vest 25% per year beginning on the first anniversary of the date of grant.
 - (2) Settlement of dividend equivalent units which accrued upon vesting of restricted stock.
 - (3) 1-for-1 based upon dividends related to the underlying restricted stock.
 - (4) The dividend equivalents settle on vesting of restricted stock granted pursuant to Regency's Long Term Omnibus Plan.

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.