

STEIN MARTIN E JR  
Form 4  
January 06, 2009

**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 \*  
STEIN MARTIN E JR

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)  
01/02/2009

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

ONE INDEPENDENT DRIVE, SUITE 114

(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

JACKSONVILLE, FL 32202

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/02/2009		X	6,902 A \$ 0 <sup>(1)</sup>	293,179	D	
Common Stock	01/02/2009		S <sup>(1)</sup>	6,902 D \$ 44.06	286,277	D	
Common Stock					1,154	I	Note 2 <sup>(2)</sup>
Common Stock					754	I	Note 2 <sup>(2)</sup>
Common Stock					251,892	I	Note 3 <sup>(3)</sup>

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Common Stock	6,801	I	Note 4 <sup>(4)</sup>
Common Stock	160,263	I	Note 5 <sup>(5)</sup>
Common Stock	415,382	I	Note 6 <sup>(6)</sup>
Common Stock	4,000	I	Note 7 <sup>(7)</sup>

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

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(9-02)

**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. Amount or Number of Shares
Phantom Stock	<u>(1)</u>	01/02/2009		X	6,902	01/02/2009 01/02/2009	Common Stock	6,902

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN MARTIN E JR ONE INDEPENDENT DRIVE SUITE 114 JACKSONVILLE, FL 32202	X		Chairman and CEO	

## Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr.

01/06/2009

    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) Each phantom stock unit (issued under Regency Centers' non-qualified deferred compensation plan) was the economic equivalent of one share of Regency Centers common stock. On January 2, 2009, pursuant to the reporting person's deferral election made December 21, 2004, 6,901.6151 phantom stock units were settled, as required by the plan, for an equal number of shares of Regency Centers common stock which were delivered to the plan administrator for sale to satisfy the reporting person's federal withholding obligations.

(2) By a trust for the benefit of Mr. Stein's granddaughter for which he is a trustee.

(3) Represents: (1) 6,307 remainder shares held in a grantor retained annuity trust of which Mr. Stein is the trustee and the beneficiaries of which are Mr. Stein's children (none of whom shares the same home with him); (2) 100,000 shares and 125,000 shares held by two additional grantor retained annuity trusts, respectively, of which Mr. Stein is the trustee and current annuitant and his children are remainder beneficiaries; and (3) 20,585 shares held by a trust of which Mr. Stein is the trustee and his children are the beneficiaries.

(4) As custodian for minor children.

(5) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.

(6) By two general partnerships in which Mr. Stein is a general partner.

(7) By a trust for Mr. Stein's benefit.

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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