

STEIN MARTIN E JR
Form 4
February 18, 2011

FORM 4

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

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

OMB APPROVAL

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(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)

ONE INDEPENDENT
DRIVE, SUITE 114

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

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

JACKSONVILLE, FL 32202

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2011		A		12,254	A	<u>(1)</u>	249,713	D	
Common Stock	02/16/2011		F		2,443	D	\$ 42.73	247,270	D	
Common Stock								153,262	I	See Footnote 2 <u>(2)</u>
Common Stock								3,399	I	See Footnote 3 <u>(3)</u>

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Common Stock	2,117	I	See Footnote 4 (4)
Common Stock	160,263	I	See Footnote 5 (5)
Common Stock	415,382	I	See Footnote 6 (6)
Common Stock	4,000	I	See Footnote 7 (7)

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Michael B. Kirwan, Attorney-in-Fact for Martin E.
Stein, Jr.

02/18/2011

__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) Settlement of performance based restricted stock grant.

Represents (i) 129,731 remainder shares held in two grantor retained annuity trusts of which the Reporting Person is the trustee and the
(2) beneficiaries of which are the Reporting Person's children (none of whom shares the same home with him) and (ii) 23,531 shares held by
a trust of which the Reporting Person is the trustee and his children are the beneficiaries.

(3) By a trust for the benefit of the Reporting Person's grandson for which he is a trustee.

(4) By a trust for the benefit of the Reporting Person's granddaughter of which he is a trustee.

(5) By a corporation which is controlled by the Reporting Person's family.

(6) By two general partnerships, in which the Reporting Person is a general partner.

(7) By a trust for the Reporting Person'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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