

JORDAN D BRYAN
Form 4
October 19, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JORDAN D BRYAN

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)

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

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

EVP & CFO

P O BOX 10247

(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

BIRMINGHAM, AL 352020247

(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) Price | | | |
| Common Stock | 10/15/2004 | | A | 5,000 A \$ 0 | 50,585 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: JORDAN D BRYAN - Form 4

| 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 2,593 |
| Stock Option | \$ 25.66 | | | | | 02/19/2004 02/19/2010 | Common Stock 24,692 |
| Stock Option | \$ 25.66 | | | | | 02/19/2005 02/19/2010 | Common Stock 12,346 |
| Stock Option | \$ 25.66 | | | | | 02/19/2006 02/19/2010 | Common Stock 12,346 |
| Stock Option | \$ 17.03 | | | | | 07/19/2001 07/19/2010 | Common Stock 49,384 |
| Stock Option | \$ 22.6 | | | | | 01/16/2002 01/16/2011 | Common Stock 12,346 |
| Stock Option | \$ 22.6 | | | | | 01/16/2003 01/16/2011 | Common Stock 6,173 |
| Stock Option | \$ 22.6 | | | | | 01/16/2004 01/16/2011 | Common Stock 6,173 |
| Stock Option | \$ 28.17 | | | | | (3) 04/21/2011 | Common Stock 61,730 |
| Stock Option | \$ 25.02 | | | | | 01/22/2003 01/22/2012 | Common Stock 15,433 |
| Stock Option | \$ 25.02 | | | | | 01/22/2004 01/22/2012 | Common Stock 7,716 |
| Stock Option | \$ 25.02 | | | | | 01/22/2005 01/22/2012 | Common Stock 7,716 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JORDAN D BRYAN
P O BOX 10247
BIRMINGHAM, AL 352020247

EVP & CFO

Signatures

By: Ronald C. Jackson 10/18/2004

 **Signature of Date
Reporting Person

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. 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.