

GORDON DAVID C
 Form 4
 November 09, 2005

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 *
GORDON DAVID C

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 511

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2005

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

EVP Operations Grp

(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

MONTGOMERY, AL 36101

(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 | 11/04/2005 | | J ⁽¹⁾ | V 86,523 A \$ 0 | 57,425.523 | D | |
| Common Stock | 11/07/2005 | | X | 925 A \$ 22.603 | 58,350.523 | D | |
| Common Stock | 11/07/2005 | | X | 6,173 A \$ 22.603 | 64,523.523 | D | |
| Common Stock | 11/07/2005 | | X | 6,173 A \$ 22.603 | 70,696.523 | D | |
| Common Stock | 11/07/2005 | | F | 9,038 D \$ 33.19 | 61,658.523 | D | |

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Common Stock 11/07/2005 J⁽²⁾ 45 D \$ 0 61,613.523 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Phantom Stock Units (401k) | <u>(3)</u> | 11/04/2005 | | <u>J</u> ⁽³⁾ | V | 1,050 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,050 |
| Stock Option | \$ 22.6 | 11/07/2005 | | X | | 925 | | 01/16/2002 | 01/16/2011 | Common Stock | 925 |
| Stock Option | \$ 22.6 | 11/07/2005 | | X | | 6,173 | | 01/16/2003 | 01/16/2011 | Common Stock | 6,173 |
| Stock Option | \$ 22.6 | 11/07/2005 | | X | | 6,173 | | 01/16/2004 | 01/16/2011 | Common Stock | 6,173 |
| Stock Option | \$ 31.39 | | | | | | | 10/09/1998 | 10/09/2007 | Common Stock | 4,875 |
| Stock Option | \$ 33.48 | | | | | | | 04/09/1999 | 04/09/2008 | Common Stock | 13,888 |
| Stock Option | \$ 28.88 | | | | | | | 08/30/2000 | 08/30/2009 | Common Stock | 13,888 |
| Stock Option | \$ 25.66 | | | | | | | 02/19/2004 | 02/19/2010 | Common Stock | 24,690 |
| Stock Option | \$ 25.66 | | | | | | | 02/19/2005 | 02/19/2010 | Common Stock | 12,345 |
| Stock Option | \$ 25.66 | | | | | | | 02/19/2006 | 02/19/2010 | Common Stock | 12,345 |
| Stock Option | \$ 28.17 | | | | | | | <u>(4)</u> | 04/21/2011 | | 61,730 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Common Stock | Shares |
|--------------|----------------|------------|-----------------|--------------|--------|
| Stock Option | \$ 33.82 | (5) | 10/15/2011 | Common Stock | 65,000 |
| Stock Option | \$ 25.02 | 01/22/2003 | 01/22/2012 | Common Stock | 15,430 |
| Stock Option | \$ 25.02 | 01/22/2004 | 01/22/2012 | Common Stock | 7,710 |
| Stock Option | \$ 25.02 | 01/22/2005 | 01/22/2012 | Common Stock | 7,710 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON DAVID C P.O. BOX 511 MONTGOMERY, AL 36101 | | | EVP Operations Grp | |

Signatures

By: Ronald C. Jackson 11/09/2005

**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) Stock purchased through the dividend reinvestment program
- (2) Adjustment to reflect revision in shares released in previous restricted share release
- (3) The reported phantom stock units were acquired under Regions' benefit plans.
- (4) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.
- (5) The option becomes exercisable in two equal installments on October 15, 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.