

STEIN MARTIN E JR  
Form 4  
July 29, 2005

**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 \*  
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)  
121 W FORSYTH ST, STE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/27/2005

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/27/2005		M	8,882 A \$	513,311	D	
Common Stock	07/27/2005		F	1,684 D \$	511,627	D	
Common Stock					6,053	I	Note 2 <sup>(2)</sup>
Common Stock					160,263	I	Note 3 <sup>(3)</sup>
Common Stock					415,382	I	Note 4 <sup>(4)</sup>

Edgar Filing: STEIN MARTIN E JR - Form 4

Common Stock 4,000 I Note 5 <sup>(5)</sup>

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)

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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Dividend Equivalent	<u>(6)</u>	07/27/2005		M	8,882	<u>(7)</u>	<u>(7)</u>	Common Stock	8,882

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN MARTIN E JR 121 W FORSYTH ST STE 200 JACKSONVILLE, FL 32202	X		Chairman and CEO	

## Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 07/29/2005

        \*\*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) Settlement of dividend equivalent units. Includes 4,441 shares deferred pursuant to Regency's Deferred Compensation Plan.
- (2) As custodian for minor children.

## Edgar Filing: STEIN MARTIN E JR - Form 4

- (3) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- (4) By two general partnerships in which Mr. Stein is a general partner.
- (5) By a trust for Mr. Stein's benefit.
- (6) 1 for 1
- (7) The dividend equivalents accrued on eight employee stock options and become exercisable proportionately with the options to which they relate.

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.