

REGENCY CENTERS CORP
Form 4
May 19, 2011

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 *
DRUCE J DIX

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)
05/17/2011

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

ONE INDEPENDENT DRIVE, SUITE 2201

(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)	Price		
Common Stock	05/17/2011		M	2,215 (1)	\$ 0	13,562	D
Common Stock	05/17/2011		M	290 (2)	\$ 0	13,852	D

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

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SEC 1474 (9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock (2007 Grant)	\$ 0	05/17/2011		M	715	<u>(1)</u>	<u>(1)</u>	Common Stock	715	\$
Restricted Stock (2008 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Restricted Stock (2009 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Restricted Stock (2010 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Dividend Equivalent Rights	<u>(3)</u>	05/17/2011		M	290	<u>(4)</u>	<u>(4)</u>	Common Stock	290	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRUCE J DIX ONE INDEPENDENT DRIVE SUITE 2201 JACKSONVILLE, FL 32202	X			

Signatures

/s/ Michael B. Kirwan, Attorney-in-Fact for J. Dix
Druce

05/19/2011

__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) Vesting of restricted stock grant. Shares vest 25% per year beginning on the first anniversary of the date of grant.
 - (2) Settlement of dividend equivalent units which accrued upon vesting of restricted stock.
 - (3) 1-for-1 based upon dividends related to the underlying restricted stock.
 - (4) The dividend equivalents settle on vesting of restricted stock granted pursuant to Regency's Long Term Omnibus Plan.

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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