

WITT HARRY W  
Form 5  
January 21, 2005

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**WITT HARRY W**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**REGIONS FINANCIAL CORP [RF]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2004**

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

**P O BOX 10247, ATTN:  
INVESTOR RELATIONS**  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**BIRMINGHAM, AL 352020247**  
  
(City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock (IRA)				(A) or (D) Price	3,333	D	

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

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SEC 2270 (9-02)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)								
Phantom Stock Units (DDSIP)	Â	12/31/2004	Â	J <sup>(1)</sup>	68.05	<table border="0"> <tr> <td>(A)</td> <td>(D)</td> </tr> <tr> <td>Â</td> <td>Â <sup>(1)</sup></td> </tr> <tr> <td>Â</td> <td>Â <sup>(1)</sup></td> </tr> </table>	(A)	(D)	Â	Â <sup>(1)</sup>	Â	Â <sup>(1)</sup>	Common Stock	<table border="0"> <tr> <td>Amount or Number of Shares</td> <td>68.05</td> </tr> </table>	Amount or Number of Shares	68.05
(A)	(D)															
Â	Â <sup>(1)</sup>															
Â	Â <sup>(1)</sup>															
Amount or Number of Shares	68.05															

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITT HARRY W P O BOX 10247 ATTN: INVESTOR RELATIONS BIRMINGHAM, AL 352020247	Â X	Â	Â	Â

## Signatures

By: Ronald C. Jackson                      12/31/2004

                                              Date

\*\*Signature of 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 reported phantom stock units were acquired under Regions' Directors Deferred Stock Investment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.