

SCHENCK STEVE J  
 Form 4  
 December 22, 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 \*  
 SCHENCK STEVE J

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 387

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/20/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Regional CEO

(Street)  
 MEMPHIS, TN 38147

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/20/2005		A	7,393 A \$ 0	85,222	D	
Common Stock					4,008.858	I	By 401(k)
Common Stock					683.027	I	By ESOP

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

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number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.66	12/20/2005		A	56,434	(1)	12/20/2012	Common Stock	56,434
Phantom Stock Units (UPC Deferred Comp.)	\$ 0 (2)					(2)	(2)	Common Stock	40,054.1
Stock Option	\$ 30					07/01/2004	03/05/2009	Common Stock	12,000
Stock Option	\$ 27.38					10/26/2002	10/26/2009	Common Stock	8,625
Stock Option	\$ 26.17					07/01/2004	12/16/2009	Common Stock	13,875
Stock Option	\$ 31.17					10/25/2002	12/20/2010	Common Stock	7,283
Stock Option	\$ 27.98					07/24/2003	12/20/2010	Common Stock	9,848
Stock Option	\$ 32.04					01/24/2004	12/20/2010	Common Stock	9,874
Stock Option	\$ 31.98					07/01/2004	12/20/2010	Common Stock	12,470
Stock Option	\$ 33.09					07/27/2005	12/20/2010	Common Stock	8,589
Stock Option	\$ 25.59					10/10/2002	10/10/2011	Common Stock	76,400
Stock Option	\$ 34.31					12/20/2005	10/10/2011	Common Stock	29,353
Stock Option	\$ 33.82					12/20/2005	10/15/2011	Common Stock	90,000

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Stock Option	\$ 33.09	07/27/2005	10/08/2012	Common Stock	54,432
Stock Option	\$ 34.31	12/20/2005	10/08/2012	Common Stock	47,388
Stock Option	\$ 27.98	07/01/2004	01/23/2013	Common Stock	854
Stock Option	\$ 32.04	07/01/2004	07/24/2013	Common Stock	1,540
Stock Option	\$ 33.48	07/01/2004	10/14/2013	Common Stock	93,750
Stock Option	\$ 31.98	07/01/2004	01/26/2014	Common Stock	1,904

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHENCK STEVE J P.O. BOX 387 MEMPHIS, TN 38147			Regional CEO	

## Signatures

By: Ronald C. Jackson                      12/20/2005

\_\_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 option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.
- (2) The reported phantom stock units were acquired under the Union Planters Corp. Deferred Compensation Plan for Executives.

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.