

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  
 (Street)

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

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

MEMPHIS, TN 38147  
 (City) (State) (Zip)

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

**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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SEC 1474 (9-02)

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                                                                                  | <u>(1)</u>                                               | 12/20/2012                                                    | Common Stock | 56,434                     |
| Phantom Stock Units (UPC Deferred Comp.)   | \$ 0 <u>(2)</u>                                        |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | <u>(2)</u>                                                    | 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<br>P.O. BOX 387<br>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.