

MILLER PETER D
Form 5
January 25, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
MILLER PETER D

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Regional CEO

P O DRAWER 937

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

GAINESVILLE, GA 303050937

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)	(A) or (D)	Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	28,561	I	By Spouse
Common Stock	^	^	^	^	^	^	31,507	I	CLM Associates LFP
Common Stock	^	^	^	^	^	^	218,416.597	D	^
Common Stock	^	^	^	^	^	^	62,830	I	PDM Associates

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 2270
(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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 34.66	Â	Â	Â	Â	Â	Â (2)	12/20/2012	Common Stock	56,434
Phantom Stock Units (401k)	Â	12/30/2005	Â	J(1)	1,521	Â	Â (1)	Â (1)	Common Stock	1,521
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	29,423
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	2,985
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	32,408
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	46,298
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	23,148
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	12/20/2005	02/19/2010	Common Stock	19,251
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	04/21/2005	04/21/2011	Common Stock	37,038
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	12/20/2005	04/21/2011	Common Stock	70,527
	\$ 28.17	Â	Â	Â	Â	Â	04/21/2007	04/21/2011		3,549

Stock Option										Common Stock	
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	12/20/2005	10/15/2011		Common Stock	90,000
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012		Common Stock	3,995

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER PETER D P O DRAWER 937 GAINESVILLE, GA 303050937	Â	Â	Â Regional CEO	Â

Signatures

By: Ronald C. Jackson 01/04/2006

__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) The reported phantom stock units were acquired under Regions' benefit plans.
- (2) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.

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.