

REGENCY CENTERS CORP
 Form 4
 December 16, 2004

FORM 4

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

OMB APPROVAL

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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).

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 *
 STEIN MARTIN E JR

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)
 121 W FORSYTH ST, STE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2004

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

JACKSONVILLE, FL 32202

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/14/2004		M		7,813 A \$ 26.4	474,638	D
Common Stock	12/14/2004		M		90,425 A \$ 44.94	565,063	D
Common Stock	12/14/2004		F		86,012 D \$ 54.05	479,051	D
Common Stock						160,263	I Note 1 ⁽¹⁾
Common Stock						415,382	I Note 2 ⁽²⁾

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Common Stock 4,000 I Note 3 ⁽³⁾

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option (right to buy)	\$ 26.4	12/14/2004		M		7,813		12/14/2002	12/14/2011	Common Stock	7,813
Employee Stock Option (right to buy)	\$ 44.94	12/14/2004		M		54,663		03/19/2004	01/15/2007	Common Stock	54,663
Employee Stock Option (right to buy)	\$ 44.94	12/14/2004		M		35,762		03/19/2004	12/15/2008	Common Stock	35,762
Employee Stock Option (right to buy)	\$ 54.05	12/14/2004		A	5,273			12/14/2004	12/14/2011	Common Stock	5,273
Employee Stock Option (right to buy)	\$ 52.05	12/14/2004		A	48,808			12/14/2004	01/15/2007	Common Stock	48,808
	\$ 54.05	12/14/2004		A	31,931			12/14/2004	01/15/2008		31,931

Employee
 Stock
 Option
 (right to
 buy)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN MARTIN E JR 121 W FORSYTH ST STE 200 JACKSONVILLE, FL 32202	X		Chairman and CEO	

Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 12/16/2004

__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) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- (2) By two general partnerships in which Mr. Stein is a general partner.
- (3) By a trust for Mr. Stein's benefit.

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.