

GOETHE ROBERT A

Form 4

October 19, 2004

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOETHE ROBERT A

(Last) (First) (Middle)

7130 GOODLETT FARMS PKWY.,
A4E

(Street)

CORDOVA, TN 38016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REGIONS FINANCIAL CORP [RF]

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

10/15/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. Mortgage Executive

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price
Common Stock	10/15/2004		A		5,000	A	\$ 0
					50,363.952	D	

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

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information contained in this form are not
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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 33.82	10/15/2004		A		90,000		<u>(1)</u>	10/15/2011	Common Stock	90,000
Phantom Stock Units (401k)	\$ 0 <u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	3,643
Stock Option	\$ 9.86							01/13/1996	01/13/2005	Common Stock	1,669
Stock Option	\$ 9.86							03/01/1996	01/13/2005	Common Stock	6,682
Stock Option	\$ 18.17							01/03/1997	01/03/2006	Common Stock	14,815
Stock Option	\$ 16.89							01/11/1997	01/11/2006	Common Stock	1,012
Stock Option	\$ 16.89							01/11/1998	01/11/2006	Common Stock	1,014
Stock Option	\$ 16.89							01/11/1999	01/11/2006	Common Stock	1,014
Stock Option	\$ 16.89							01/11/2000	01/11/2006	Common Stock	1,014
Stock Option	\$ 16.89							01/11/2001	01/11/2006	Common Stock	1,013
Stock Option	\$ 31.39							10/09/1998	10/09/2007	Common Stock	4,875
Stock Option	\$ 33.48							04/09/1999	04/09/2008	Common Stock	13,889
Stock Option	\$ 28.88							08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66							02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66							02/19/2005	02/19/2010	Common Stock	12,346
	\$ 25.66							02/19/2006	02/19/2010		12,346

Stock Option					Common Stock	
Stock Option	\$ 16.28		03/15/2001	03/15/2010	Common Stock	18,519
Stock Option	\$ 22.6		01/16/2002	01/16/2011	Common Stock	15,433
Stock Option	\$ 22.6		01/16/2003	01/16/2011	Common Stock	7,716
Stock Option	\$ 22.6		01/16/2004	01/16/2011	Common Stock	7,716
Stock Option	\$ 28.17		(3)	04/21/2011	Common Stock	61,730
Stock Option	\$ 25.02		01/22/2003	01/22/2012	Common Stock	15,433
Stock Option	\$ 25.02		01/22/2004	01/22/2012	Common Stock	7,716
Stock Option	\$ 25.02		01/22/2005	01/22/2012	Common Stock	7,716

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETHE ROBERT A 7130 GOODLETT FARMS PKWY., A4E CORDOVA, TN 38016			Sr. Mortgage Executive	

Signatures

By: Ronald C. Jackson 10/18/2004

 **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 options will vest in two equal installments on October 15, 2006 and 2007.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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