

HORSLEY RICHARD D
Form 4
February 24, 2006

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 *
HORSLEY RICHARD 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. Date of Earliest Transaction (Month/Day/Year)
02/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chmn & COO

P O BOX 10247

(Street)

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

BIRMINGHAM, AL 352020247

(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 (A) or (D) Price			
Common Stock	02/23/2006		X	67,933 A \$ 16.276	642,482	D	
Common Stock	02/23/2006		F	43,760 D \$ 35.085	598,722	D	

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.28	02/23/2006		X	67,933	03/15/2001	03/15/2010	Common Stock	67,933
Phantom Stock Units (401k) ⁽¹⁾	\$ 0 ⁽¹⁾					⁽¹⁾	⁽¹⁾	Common Stock	4,088
Stock Option	\$ 31.39					10/09/1998	10/09/2007	Common Stock	5,679
Stock Option	\$ 31.39					10/09/1999	10/09/2007	Common Stock	3,185
Stock Option	\$ 33.48					04/09/1999	04/09/2008	Common Stock	29,423
Stock Option	\$ 33.49					04/09/2000	04/09/2008	Common Stock	2,985
Stock Option	\$ 28.88					08/30/2000	08/30/2009	Common Stock	28,946
Stock Option	\$ 28.88					01/01/2001	08/30/2009	Common Stock	3,462
Stock Option	\$ 25.66					02/19/2004	02/19/2010	Common Stock	46,298
Stock Option	\$ 25.66					02/19/2005	02/19/2010	Common Stock	23,148
Stock Option	\$ 25.66					12/20/2005	02/19/2010	Common Stock	19,251
Stock Option	\$ 25.66					02/19/2006	02/19/2010	Common Stock	3,898
Stock Option	\$ 22.6					01/16/2002	01/16/2011	Common Stock	49,384
Stock Option	\$ 22.6					01/16/2003	01/16/2011	Common Stock	24,692
	\$ 22.6					01/16/2004	01/16/2011		24,692

Option Type	Exercise Price	Grant Date	Expiration Date	Underlying	Quantity
Stock Option				Common Stock	
Stock Option	\$ 28.17	04/21/2005	04/21/2011	Common Stock	41,154
Stock Option	\$ 28.17	12/20/2005	04/21/2011	Common Stock	78,757
Stock Option	\$ 28.17	04/21/2007	04/21/2011	Common Stock	3,549
Stock Option	\$ 33.82	12/20/2005	10/15/2011	Common Stock	150,940
Stock Option	\$ 25.02	01/22/2003	01/22/2012	Common Stock	49,384
Stock Option	\$ 25.02	01/22/2004	01/22/2012	Common Stock	24,692
Stock Option	\$ 25.02	01/22/2005	01/22/2012	Common Stock	24,692
Stock Option	\$ 34.66	(2)	12/20/2012	Common Stock	112,867

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORSLEY RICHARD D P O BOX 10247 BIRMINGHAM, AL 352020247	X		Vice Chmn & COO	

Signatures

By: Ronald C. Jackson 02/23/2006

__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 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 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.