FLEISCHAUER JOHN I JR

Form 5

January 25, 2006

FORM 5

OMB APPROVAL

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

Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Filed(Month/Day/Year)

Form 4 30(h) of

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FLEISCHAUER JOHN I JR Symbol REGIONS FINANCIAL CORP [RF] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner 12/31/2005 X _ Officer (give title Other (specify below) below) P O BOX 1471 Regional CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

LITTLE ROCK, ARÂ 72203

(State)

(Zip)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting

(check applicable line)

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D))	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	06/13/2005	Â	<u>J(1)</u>	5,477	D	\$0	67,511.632	D	Â
Common Stock (Trust)	06/13/2005	Â	J <u>(1)</u>	5,477	A	\$ 0	38,248	D	Â

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

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SEC 2270 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Derivative		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 Number Shares
Phantom Stock Units (401k)	Â	12/30/2005	Â	J <u>(2)</u>	1,213	Â	(2)	(2)	Common Stock	1,213
Stock Option	\$ 33.51	Â	Â	Â	Â	Â	07/31/1999	07/31/2008	Common Stock	18,51
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	23,21
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	46,29
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	23,14
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2002	01/16/2011	Common Stock	43,18
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2003	01/16/2011	Common Stock	24,69
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2004	01/16/2011	Common Stock	24,69
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	(4)	10/15/2011	Common Stock	90,00
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2003	01/22/2012	Common Stock	49,38
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2004	01/22/2012	Common Stock	24,69
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	12/19/2006	02/19/2010	Common Stock	23,14
Stock Option	\$ 28.17	Â	Â	Â	Â	Â	(3)	04/21/2011	Common Stock	111,11
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012	Common Stock	24,69

Reporting Owners

Reporting Owner Name / Address
Director 10% Owner Officer Other

FLEISCHAUER JOHN I JR
P O BOX 1471 Â Â Â Regional CEO Â
LITTLE ROCK, ARÂ 72203

Signatures

Reporting Person

By: Ronald C.
Jackson

**Signature of 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) Transferred between accounts.
- (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.
- (4) The option becomes exercisable in two equal installments on October 15, 2006 and 2007.

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.

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