

SCHENCK STEVE J
 Form 5
 January 25, 2006

FORM 5

**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).
 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 *
 SCHENCK STEVE J

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. BOX 387
 (Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

MEMPHIS, TN 38147

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)	5. Amount or Price	6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	8. Nature of Indirect Ownership (Instr. 4)
Common Stock	12/30/2005	Â	J(1)	4,008.858	D	\$ 0 0	I	By 401(k)	
Common Stock	12/30/2005	Â	J(1)	683.027	D	\$ 0 0	I	By ESOP	
Common Stock	Â	Â	Â	Â	Â	Â	85,222	D	Â

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (401k)	Â	12/30/2005	Â	J ⁽²⁾	5,259	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	5,259
Stock Option	\$ 33.09	Â	Â	Â	Â	Â	07/27/2005	12/20/2010	Common Stock	8,589
Stock Option	\$ 34.31	Â	Â	Â	Â	Â	12/20/2005	10/10/2011	Common Stock	29,353
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	12/20/2005	10/15/2011	Common Stock	90,000
Stock Option	\$ 33.09	Â	Â	Â	Â	Â	07/27/2005	10/08/2012	Common Stock	54,432
Stock Option	\$ 34.31	Â	Â	Â	Â	Â	12/20/2005	10/08/2012	Common Stock	47,388
Stock Option	\$ 34.66	Â	Â	Â	Â	Â	Â ⁽³⁾	12/20/2012	Common Stock	56,434
Stock Option	\$ 30	Â	Â	Â	Â	Â	07/01/2004	03/05/2009	Common Stock	12,000
Stock Option	\$ 27.38	Â	Â	Â	Â	Â	10/26/2002	10/26/2009	Common Stock	8,625
Stock Option	\$ 26.17	Â	Â	Â	Â	Â	07/01/2004	12/16/2009	Common Stock	13,875
Stock Option	\$ 31.17	Â	Â	Â	Â	Â	10/25/2002	12/20/2010	Common Stock	7,283
Stock Option	\$ 27.98	Â	Â	Â	Â	Â	07/24/2003	12/20/2010	Common Stock	9,848
Stock Option	\$ 32.04	Â	Â	Â	Â	Â	01/24/2004	12/20/2010	Common Stock	9,874
Stock Option	\$ 31.98	Â	Â	Â	Â	Â	07/01/2004	12/20/2010	Common Stock	12,470

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Stock Option	\$ 25.59	Â	Â	Â	Â	Â	10/10/2002	10/10/2011	Common Stock	76,400
Stock Option	\$ 27.98	Â	Â	Â	Â	Â	07/01/2004	01/23/2013	Common Stock	854
Stock Option	\$ 32.04	Â	Â	Â	Â	Â	07/01/2004	07/24/2013	Common Stock	1,540
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	07/01/2004	10/14/2013	Common Stock	93,750
Stock Option	\$ 31.98	Â	Â	Â	Â	Â	07/01/2004	01/26/2014	Common Stock	1,904

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHENCK STEVE J P.O. BOX 387 MEMPHIS, TN 38147	Â	Â	Â Regional CEO	Â

Signatures

By: Ronald C. Jackson 01/04/2006

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

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