

REGIONS FINANCIAL CORP
Form 5
January 10, 2007

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 *
EDWARDS G DOUGLAS

(Last) (First) (Middle)

50 FRONT STREET

(Street)

MEMPHIS, TN 38103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REGIONS FINANCIAL CORP [RF]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President, Morgan Keegan

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

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) | Amount (A) or (D) | Price | 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 | 12/28/2006 | ^ | J(1) | | 85.4 | A \$ 0 | 210,667.23 | D | ^ |
| Common Stock | 12/28/2006 | ^ | J(2) | | 1,247.95 | A \$ 0 | 211,915.18 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 364,947 | I | Andwards Family Partnership L.P. |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 10,000 | I | Gedwards Family |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 10,000 | I | Partnership L.P. |
| | | | | | | | | | Nanwards Family Partnership L.P. |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to buy) | \$ 25.66 | Â | Â | Â | Â Â | 02/19/2006 02/19/2010 | Common Stock 23,263 |
| Stock Option (Right to buy) | \$ 23.34 | Â | Â | Â | Â Â | 03/30/2004 03/30/2011 | Common Stock 141,469 |
| Stock Option (Right to buy) | \$ 28.17 | Â | Â | Â | Â Â | 12/20/2005 04/21/2011 | Common Stock 60,650 |
| Stock Option (Right to buy) | \$ 33.82 | Â | Â | Â | Â Â | 12/20/2005 10/15/2011 | Common Stock 90,000 |
| Stock Option (Right to buy) | \$ 34.66 | Â | Â | Â | Â Â | Â <u>(4)</u> 12/20/2012 | Common Stock 56,434 |
| | \$ 35.38 | Â | Â | Â | Â Â | Â <u>(5)</u> 04/03/2013 | 2,000 |

| Stock Option (Right to buy) | | | | | | | | | | Common Stock | |
|-----------------------------|----------|---|---|---|---|---|------------|------------|--|--------------|--------|
| Stock Option (Right to buy) | \$ 28.17 | ^ | ^ | ^ | ^ | ^ | 04/21/2007 | 04/21/2011 | | Common Stock | 3,549 |
| Stock Option (Right to buy) | \$ 32.6 | ^ | ^ | ^ | ^ | ^ | 12/20/2005 | 03/01/2012 | | Common Stock | 2,469 |
| Stock Option (Right to buy) | \$ 27.62 | ^ | ^ | ^ | ^ | ^ | ^ (3) | 03/08/2012 | | Common Stock | 21,072 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EDWARDS G DOUGLAS 50 FRONT STREET MEMPHIS, TN 38103 | ^ | ^ | ^ CEO & President, Morgan Keegan | ^ |

Signatures

By: D. Bryan Jordan 12/31/2006

**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) Stock purchased through the dividend reinvestment program.
- (2) The reported stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three installments: one-half on March 8, 2003; one-fourth on March 8, 2004; and one-fourth on March 8, 2005.
- (4) The option becomes exercisable in three equal installments on December 20, 2006, 2007 and 2008.
- (5) The option becomes exercisable in three equal installments on April 3, 2007, 2008 and 2009.

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.