

REGIONS FINANCIAL CORP
Form 8-K
May 19, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 13, 2010

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

000-50831
(Commission
File Number)

63-0589368
(IRS Employer
Identification No.)

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1900 FIFTH AVENUE NORTH

BIRMINGHAM, ALABAMA 35203

(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (205) 326-5807

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On May 13, 2010, the Board of Directors (Board) of Regions Financial Corporation (Regions) appointed Carolyn H. Byrd to the Regions Board, effective immediately. The appointment of Ms. Byrd increases the size of Regions Board to thirteen (13) members. Ms. Byrd is Chairman and Chief Executive Officer of GlobalTech Financial, LLC and has served in that capacity since 2000. Ms. Byrd has been assigned to the Audit and Risk Committees of the Board. She has no relationships or transactions with Regions which are required to be disclosed, nor are there any arrangements or understandings with other persons pursuant to which she was selected as a Director. On May 19, 2010 (the grant date), Ms. Byrd was awarded a grant of restricted stock under the Regions Financial Corporation 2010 Long Term Incentive Plan, pursuant to Regions compensation program for Directors that applies uniformly to all non-employee Directors. The number of shares of restricted stock granted is that number of shares having a fair market value of \$60,000, based on the reported closing price of Regions common stock on the grant date. The restricted stock is subject to a continued service requirement, and the restrictions lapse on the third anniversary of the grant date, or possibly earlier in the case of Ms. Byrd s death or disability or upon termination without cause following a change in control of Regions. Ms. Byrd was also appointed a Director of Regions Bank, a wholly-owned subsidiary of Regions.

For additional information, see the press release attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated May 13, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGIONS FINANCIAL CORPORATION

By: /s/ John D. Buchanan
 Name: John D. Buchanan
 Title: Senior Executive Vice President, General Counsel and Corporate Secretary

Date: May 19, 2010

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)8. Price of Derivative Security
 (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
 (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
 (Instr. 4)11. Nature of Indirect Beneficial Ownership
 (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Employee Stock Option (Right to Buy) ⁽¹⁾ \$
 1403/23/2015 M 5,000 ⁽²⁾05/17/2015 Common Stock 5,000 \$ 0 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn James A C/O CITI TRENDS, INC. 104 COLEMAN BLVD. SAVANNAH, GA 31408			Sr. VP of Store Operations	

Signatures

/s/ Henry H. Thompson, as attorney-in-fact
 03/23/2015
**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) Granted pursuant to the Citi Trends, Inc. 2005 Long-Term Incentive Plan.
- (2) The option vested in four equal installments on May 17, 2006, 2007, 2008 and 2009.

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.