

MORGAN ALLEN B JR  
Form 4  
October 19, 2004

**FORM 4**

**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).

**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 \*  
MORGAN ALLEN B JR

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)  
50 N. FRONT ST., 21ST FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/15/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chm, Mrgn Kgn; VChm, Regions

MEMPHIS, TN 38103

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

(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)
Common Stock	09/17/2004		G	V 30,000 D \$ 0	3,715,291.313	D	
Common Stock	10/15/2004		A	3,250 A \$ 0	3,718,541.313	D	
Common Stock					151,529	I	By Children
Common Stock					99,729	I	By Spouse
Common Stock					114,398.036	I	Children's Trust

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

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(9-02)

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 33.82	10/15/2004		A	31,000	(1) 10/15/2011	Common Stock	31,000	
Stock Option	\$ 25.66					02/19/2004 02/19/2010	Common Stock	25,926	
Stock Option	\$ 25.66					02/19/2005 02/19/2010	Common Stock	12,963	
Stock Option	\$ 25.66					02/19/2006 02/19/2010	Common Stock	12,964	
Stock Option	\$ 23.34					03/30/2002 03/30/2011	Common Stock	51,441	
Stock Option	\$ 23.34					03/30/2003 03/30/2011	Common Stock	51,441	
Stock Option	\$ 23.34					03/30/2004 03/30/2011	Common Stock	51,443	
Stock Option	\$ 28.17					(2) 04/21/2011	Common Stock	33,334	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN ALLEN B JR 50 N. FRONT ST., 21ST FLOOR MEMPHIS, TN 38103	X		Chm, Mrgn Kgn; VChm, Regions	

## Signatures

By: Ronald C.  
Jackson

10/18/2004

\_\_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) The options will vest in two equal installments on October 15, 2006 and 2007.
  - (2) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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