

FLEISCHAUER JOHN I JR

Form 4

February 23, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEISCHAUER JOHN I 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)

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

02/21/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Regional CEO

P O BOX 1471

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LITTLE ROCK, AR 72203

(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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/21/2006		X		92,568	A	\$ 22.603	167,472.632 D
Common Stock	02/21/2006		X		1,333	A	\$ 25.024	168,805.632 D
Common Stock	02/21/2006		X		23,216	A	\$ 28.881	192,021.632 D
Common Stock	02/21/2006		X		92,595	A	\$ 25.656	284,616.632 D
Common Stock	02/21/2006		S		209,712	D	\$ 34.627	74,904.632 D

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Common Stock	02/22/2006	X	97,435	A	\$ 25.024	172,339.632	D
Common Stock	02/22/2006	X	107,565	A	\$ 28.171	279,904.632	D
Common Stock	02/22/2006	S	205,000	D	\$ 34.972	74,904.632	D
Common Stock (Trust)						38,248	D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option	\$ 28.88	02/21/2006		X	23,216	08/30/2000 08/30/2009	Common Stock 23,216
Stock Option	\$ 25.66	02/21/2006		X	46,298	02/19/2004 02/19/2010	Common Stock 46,298
Stock Option	\$ 25.66	02/21/2006		X	23,148	02/19/2005 02/19/2010	Common Stock 23,148
Stock Option	\$ 25.66	02/21/2006		X	23,149	12/19/2006 02/19/2010	Common Stock 23,149
Stock Option	\$ 22.6	02/21/2006		X	43,184	01/16/2002 01/16/2011	Common Stock 43,184
Stock Option	\$ 22.6	02/21/2006		X	24,692	01/16/2003 01/16/2011	Common Stock 24,692
Stock Option	\$ 22.6	02/21/2006		X	24,692	01/16/2004 01/16/2011	Common Stock 24,692
Stock Option	\$ 25.02	02/21/2006		X	1,333	01/22/2005 01/22/2012	Common Stock 1,333
	\$ 28.17	02/22/2006		X	107,565	(1) 04/21/2011	107,565

Stock Option								Common Stock	
Stock Option	\$ 25.02	02/22/2006	X	49,384	01/22/2003	01/22/2012		Common Stock	49,384
Stock Option	\$ 25.02	02/22/2006	X	24,692	01/22/2004	01/22/2012		Common Stock	24,692
Stock Option	\$ 25.02	02/22/2006	X	23,359	01/22/2005	01/22/2012		Common Stock	23,359
Phantom Stock Units (401k)	\$ 0 ⁽²⁾				⁽²⁾	⁽²⁾		Common Stock	1,213
Stock Option	\$ 33.51				07/31/1999	07/31/2008		Common Stock	18,519
Stock Option	\$ 33.82				⁽³⁾	10/15/2011		Common Stock	90,000
Stock Option	\$ 34.46				⁽⁴⁾	01/18/2013		Common Stock	56,434

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEISCHAUER JOHN I JR P O BOX 1471 LITTLE ROCK, AR 72203			Regional CEO	

Signatures

By: Ronald C. Jackson 02/22/2006

 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) The remaining shares on this option become exercisable on April 21, 2007.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in two equal installments on October 15, 2006 and 2007.
- (4) The option becomes exercisable in three equal installments on January 18, 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.