

STEIN MARTIN E JR

Form 4

August 03, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEIN MARTIN E JR

2. Issuer Name **and** Ticker or Trading
Symbol
REGENCY CENTERS CORP
[REG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE INDEPENDENT
DRIVE, SUITE 114

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

JACKSONVILLE, FL 32202

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	08/01/2007		M	738 A	347,823	D	
Common Stock					186,620	I	Note 2 ⁽²⁾
Common Stock					6,053	I	Note 3 ⁽³⁾
Common Stock					160,263	I	Note 4 ⁽⁴⁾
Common Stock					415,382	I	Note 5 ⁽⁵⁾

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Common Stock 4,000 I Note 6 ⁽⁶⁾

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)	8. Price or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	<u>(7)</u>	08/01/2007		M	738	<u>(8)</u> <u>(8)</u>	Common Stock	738 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEIN MARTIN E JR ONE INDEPENDENT DRIVE SUITE 114 JACKSONVILLE, FL 32202	X Chairman and CEO

Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 08/03/2007

 **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)

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Settlement of dividend equivalent units. Of those shares, 369 shares have been deferred pursuant to Regency's Deferred Compensation Plan.

- Represents: (1) 20,585 remainder shares held in a grantor retained annuity trust of which Mr. Stein is the trustee and the beneficiaries of which are Mr. Stein's children (none of whom shares the same home with him); and (2) 66,035 shares and 100,000 shares held by two additional grantor retained annuity trusts, respectively, of which Mr. Stein is the trustee and current annuitant and his children are remainder beneficiaries.
- (3) As custodian for minor children.
 - (4) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
 - (5) By two general partnerships in which Mr. Stein is a general partner.
 - (6) By a trust for Mr. Stein's benefit.
 - (7) 1 for 1.
 - (8) The dividend equivalents accrued on employee stock options and become exercisable proportionately with the options to which they relate.

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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