

REGIONS FINANCIAL CORP

Form 5

January 29, 2003

FORM 5 ☐ 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	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940	OMB APPROVAL OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden hours per response. 0.5	
1. Name and Address of Reporting Person* Horsley, Richard D. (Last) (First) (Middle) P O Box 10247 (Street) Birmingham, AL 35202-0247 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Regions Financial Corp. RF 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) December 2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☒ Officer ☐ Other Officer/Other Description Vice Chairman & Chief Operating Officer; Member Leadership Team 7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Individual Filing ☐ Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	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)
			Amount A/D Price			
Common Stock	01/22/2002	A	20,000.000 A		D	
Common Stock	02/15/2002	F	1,509.000 D \$31.8400		D	
Common Stock	04/15/2002	F	1,227.000 D \$34.5300		D	
Common Stock	04/16/2002	F	1,073.000 D \$30.2000		D	
Common Stock	07/29/2002	X	13,624.000 A \$16.1562		D	

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Common Stock	07/29/2002	F	8,827.000 D \$34.3000		D	
Common Stock	07/31/2002	X	6,274.000 A \$15.9375		D	
Common Stock	12/27/2002	G	3,600.000 D	326,754.000	D	

If the form is filed by more than one reporting person, see instruction 4(b)(v).

(over)
SEC 2270 (3-99)

Horsley, Richard D. - December 2002

Form 5 (continued)

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)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 at End of Year (Instr.4)	10. Owner- ship Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Stock Option	\$30.8950	01/22/2002	A	(A) 16,764.0	01/22/2005 01/22/2012	Common Stock - 16,764.0	\$30.8950		D	
Stock Option	\$30.8950	01/22/2002	A	(A) 40,000.0	01/22/2003 01/22/2012	Common Stock - 40,000.0	\$30.8950	40,000.0	D	
Stock Option	\$30.8950	01/22/2002	A	(A) 20,000.0	01/22/2004 01/22/2012	Common Stock - 20,000.0	\$30.8950	20,000.0	D	
Stock Option	\$30.8950	01/22/2002	A	(A) 3,236.0	01/22/2005 01/22/2012	Common Stock - 3,236.0	\$30.8950	20,000.0	D	
Stock Option	\$16.1562	07/29/2002	X	(D) 13,624.0	08/30/1994 08/30/2003	Common Stock - 13,624.0	\$16.1562	0.0	D	
Stock Option	\$15.9375	07/31/2002	X	(D) 6,274.0	03/29/1996 03/29/2004	Common Stock - 6,274.0	\$15.9375	0.0	D	
Phantom Stock Units (401k)	(1)				(1) (1)	Common Stock - 3,728.0		3,728.0	D	
Stock Option	\$38.7500				10/09/1999 10/09/2007	Common Stock - 2,580.0		2,580.0	D	
Stock Option	\$15.9375				03/29/1995	Common Stock -		33,726.0	D	

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					03/29/2004	33,726.0				
Stock Option	\$16.0000				01/04/1996	Common Stock - 30,000.0		30,000.0	D	
					01/04/2005					
Stock Option	\$22.4375				01/03/1997	Common Stock - 25,544.0		25,544.0	D	
					01/03/2006					
Stock Option	\$38.7500				10/09/1998	Common Stock - 4,600.0		4,600.0	D	
					10/09/2007					
Stock Option	\$27.9050				01/16/2002	Common Stock - 40,000.0		40,000.0	D	
					01/16/2011					
Stock Option	\$27.9050				01/16/2004	Common Stock - 20,000.0		20,000.0	D	
					01/16/2011					
Stock Option	\$22.4375				01/03/1998	Common Stock - 4,456.0		4,456.0	D	
					01/03/2006					
Stock Option	\$27.9050				01/16/2003	Common Stock - 20,000.0		20,000.0	D	
					01/16/2011					
Stock Option	\$41.3437				04/09/1999	Common Stock - 23,832.0		23,832.0	D	
					04/09/2008					
Stock Option	\$20.0937				03/15/2001	Common Stock - 55,024.0		55,024.0	D	
					03/15/2010					
Stock Option	\$20.0937				01/01/2002	Common Stock - 4,976.0		4,976.0	D	
					03/15/2010					
Stock Option	\$35.6562				08/30/2000	Common Stock - 23,446.0		23,446.0	D	
					08/30/2009					
Stock Option	\$35.6562				01/01/2001	Common Stock - 2,804.0		2,804.0	D	
					08/30/2009					
Stock Option	\$41.3437				04/09/2000	Common Stock - 2,418.0		2,418.0	D	
					04/09/2008					

Explanation of Responses :

** Intentional misstatements or omissions of facts _____ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

Ronald C. Jackson
Richard D. Horsley

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.