FLEISCHAUER JOHN I JR

Form 4

February 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FLEISCHAUER JOHN I JR			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) Issuer		
			REGIONS FINANCIAL CORP [RF]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
P O BOX 1471			02/21/2006	_X_ Officer (give title Other (specify below)		
				Regional CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
LITTLE ROCK, AR 72203				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership ct (Instr. 4)

(IIIsu: 3)		(Month/Day/Year)	(Instr. 8)	(msu. 3, 4)	and 5)		Owned Following	Direct (D)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)
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					74,904.632	
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. Transactic Code (Instr. 8)	orDeriv Secur Acqu Dispo		6. Date Exercise Expiration Date (Month/Day/Y	e	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	<u>(1)</u>	04/21/2011		107,56

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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)	<u>(2)</u>	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				<u>(4)</u>	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			Regional CEO				
LITTLE ROCK, AR 72203							

Signatures

By: Ronald C.
Jackson

**Signature of Date

**Signature of Reporting Person

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.

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