

ASKEW WILLIAM E
Form 4
October 19, 2004

FORM 4

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

OMB APPROVAL

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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 *
ASKEW WILLIAM E

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)
P O BOX 10247

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Retail Sales & Service Dir.

BIRMINGHAM, AL 352020247

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/15/2004		A	4,000 A \$ 0	144,777.044	D	
Common Stock (IRA)					249	D	
Common Stock (IRA)					234	I	By Spouse

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

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number.

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 33.82	10/15/2004		A	62,000		<u>(1)</u>	10/15/2011	Common Stock	62,000
Phantom Stock Units (401k)	\$ 0 <u>(2)</u>						<u>(2)</u>	<u>(2)</u>	Common Stock	1,477
Stock Option	\$ 12.96						01/04/1996	01/04/2005	Common Stock	17,492
Stock Option	\$ 12.96						01/04/1997	01/04/2005	Common Stock	2,261
Stock Option	\$ 18.17						01/03/1997	01/03/2006	Common Stock	10,734
Stock Option	\$ 18.17						01/03/1998	01/03/2006	Common Stock	1,612
Stock Option	\$ 31.39						10/09/1998	10/09/2007	Common Stock	4,876
Stock Option	\$ 33.48						04/09/1999	04/09/2008	Common Stock	32,408
Stock Option	\$ 28.88						08/30/2000	08/30/2009	Common Stock	32,408
Stock Option	\$ 25.66						02/19/2004	02/19/2010	Common Stock	30,865
Stock Option	\$ 25.66						02/19/2005	02/19/2010	Common Stock	15,433
Stock Option	\$ 25.66						02/19/2006	02/19/2010	Common Stock	15,432
Stock Option	\$ 16.28						03/15/2001	03/15/2010	Common Stock	74,076
	\$ 22.6						01/16/2002	01/16/2011		49,384

Stock Option					Common Stock	
Stock Option	\$ 22.6	01/16/2003	01/16/2011		Common Stock	24,692
Stock Option	\$ 22.6	01/16/2004	01/16/2011		Common Stock	24,692
Stock Option	\$ 28.17	(3)	04/21/2011		Common Stock	61,730
Stock Option	\$ 25.02	01/22/2003	01/22/2012		Common Stock	49,384
Stock Option	\$ 25.02	01/22/2004	01/22/2012		Common Stock	24,692
Stock Option	\$ 25.02	01/22/2005	01/22/2012		Common Stock	24,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASKEW WILLIAM E P O BOX 10247 BIRMINGHAM, AL 352020247			Retail Sales & Service Dir.	

Signatures

By: Ronald C. Jackson 10/18/2004

____Signature of Date
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 options will vest in two equal installments on October 15, 2006 and 2007.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) 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. 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.