

STEIN MARTIN E JR  
Form 4  
January 10, 2012

**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 \*  
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)  
01/06/2012

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) |                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                    |
| Common Stock                    | 01/06/2012                           |  | M                              | 28,253  | A   | \$ 268,849   | D   |                    |
| Common Stock                    | 01/06/2012                           |  | F                              | 7,063   | D   | \$ 36.88   | D   |                    |
| Common Stock                    |                                      |  |                                |   |   | 153,262  | I   | See Footnote 2 (2) |
| Common Stock                    |                                      |  |                                |   |   | 160,263  | I   | See Footnote 3 (3) |



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- (1) On January 6, 2012, the reporting person received 28,253 shares of Regency Centers Corporation common stock in settlement of an equal number of phantom stock units held pursuant to Regency's deferred compensation plan.  
Represents (i) 129,731 remainder shares held in two grantor retained annuity trusts of which the Reporting Person is the trustee and the
- (2) beneficiaries of which are the Reporting Person's children (none of whom shares the same home with him) and (ii) 23,531 shares held by a trust of which the Reporting Person is the trustee and his children are the beneficiaries.
- (3) By a corporation which is controlled by the Reporting Person's family.
- (4) By two general partnerships, in which the Reporting Person is a general partner.
- (5) By a trust for the Reporting Person's benefit.
- (6) Each share of phantom stock entitled the reporting person to receive, on January 6, 2012, one share of Regency common stock. Prior to payment, the reporting person had the right to transfer the value of his phantom stock account into an alternative investment account.

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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