

HENRIQUES ADOLFO  
Form 4  
January 25, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HENRIQUES ADOLFO**

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 387  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/21/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Group CEO

MEMPHIS, TN 38147

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)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 01/21/2005                           |  | X                              | 40,000 A \$ 22.92   | 108,973   | D  |   |
| Common Stock                    | 01/21/2005                           |  | X                              | 26,100 A \$ 25.587  | 135,073   | D  |   |
| Common Stock                    | 01/21/2005                           |  | F                              | 52,862 D \$ 32.945  | 82,211  | D  |   |
| Common Stock                    |                                      |  |                                |   | 640.124   | I  | By 401(k)   |
| Common Stock                    |                                      |  |                                |   | 693.313   | I  | By ESOP   |

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|              |     |   |                      |
|--------------|-----|---|----------------------|
| Common Stock | 338 | I | By Spouse/Child(ren) |
| Common Stock | 675 | I | By Trust             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|------------------|
|  |  |                                      |  |                                | (A)  | (D)    | Date Exercisable   | Expiration Date |   |                  |
| Stock Option                               | \$ 22.92   | 01/21/2005                           |  | X                              |  | 40,000 | 12/20/2003   | 12/20/2010      | Common Stock  | 40,000           |
| Stock Option                               | \$ 32.95   | 01/21/2005                           |  | A                              |  | 31,049 | 07/21/2005   | 12/20/2010      | Common Stock  | 31,049           |
| Stock Option                               | \$ 25.59   | 01/21/2005                           |  | X                              |  | 26,100 | 07/01/2004   | 10/10/2011      | Common Stock  | 26,100           |
| Stock Option                               | \$ 32.95   | 01/21/2005                           |  | A                              |  | 21,813 | 07/21/2005   | 10/10/2011      | Common Stock  | 21,813           |
| Phantom Stock Units (UPC Deferred Comp.)   | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  |        | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock  | 80,000           |
| Stock Option                               | \$ 31.29   |                                      |  |                                |  |        | 10/14/2001   | 10/14/2008      | Common Stock  | 13,000           |
| Stock Option                               | \$ 26.17   |                                      |  |                                |  |        | 07/01/2004   | 12/16/2009      | Common Stock  | 45,000           |
| Stock Option                               | \$ 33.32   |                                      |  |                                |  |        | 03/17/2005   | 12/20/2010      | Common Stock  | 17,000           |
| Stock Option                               | \$ 33.82   |                                      |  |                                |  |        | <sup>(2)</sup>   | 10/15/2011      | Common Stock  | 90,000           |
|  | \$ 24.81   |                                      |  |                                |  |        | 07/01/2004   | 10/08/2012      |   | 12,000           |

Stock  
Option

Common  
Stock

Stock  
Option      \$ 33.48

07/01/2004 10/14/2013

Common  
Stock

93

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| HENRIQUES ADOLFO<br>P.O. BOX 387<br>MEMPHIS, TN 38147 |               |           | Group CEO |       |

## Signatures

By: Ronald C.                      01/25/2005  
Jackson

           \*\*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 reported phantom stock units were acquired under the Union Planters Corp. Deferred Compensation Plan for Executives.
  - (2) The option becomes exercisable in two equal installments on October 15, 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.