

Stein Andrew W
 Form 5
 January 25, 2006

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Stein Andrew W

 (Last) (First) (Middle)

 P.O. BOX 10247

 (Street)

2. Issuer Name and Ticker or Trading Symbol
 REGIONS FINANCIAL CORP [RF]

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Regional CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

BIRMINGHAM, AL 352020247

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 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) | | |
| Common Stock | 12/30/2005 | Â | J ⁽¹⁾ | 27.693 A | \$ 0 28,614.924 | D | Â | | |

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 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Phantom Stock Units (401k) | Â | 12/30/2005 | Â | J ⁽²⁾ | 787 | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 787 |
| Stock Option | \$ 33.49 | Â | Â | Â | Â | Â | 04/09/1999 | 04/09/2008 | Common Stock | 1,158 |
| Stock Option | \$ 28.88 | Â | Â | Â | Â | Â | 08/30/2000 | 08/30/2009 | Common Stock | 1,158 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 02/19/2004 | 02/19/2010 | Common Stock | 12,346 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 02/19/2005 | 02/19/2010 | Common Stock | 6,173 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 12/20/2005 | 02/19/2010 | Common Stock | 2,275 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 02/19/2006 | 02/19/2010 | Common Stock | 3,898 |
| Stock Option | \$ 22.6 | Â | Â | Â | Â | Â | 01/16/2002 | 01/16/2011 | Common Stock | 4,630 |
| Stock Option | \$ 22.6 | Â | Â | Â | Â | Â | 01/16/2003 | 01/16/2011 | Common Stock | 2,314 |
| Stock Option | \$ 22.6 | Â | Â | Â | Â | Â | 01/16/2004 | 01/16/2011 | Common Stock | 2,315 |
| Stock Option | \$ 28.17 | Â | Â | Â | Â | Â | 04/21/2005 | 04/21/2011 | Common Stock | 12,346 |
| Stock Option | \$ 28.17 | Â | Â | Â | Â | Â | 12/20/2005 | 04/21/2011 | Common Stock | 21,143 |
| Stock Option | \$ 28.17 | Â | Â | Â | Â | Â | 04/21/2007 | 04/21/2011 | Common Stock | 3,549 |
| Stock Option | \$ 33.82 | Â | Â | Â | Â | Â | 12/20/2005 | 10/15/2011 | Common Stock | 14,000 |
| | \$ 25.02 | Â | Â | Â | Â | Â | 01/22/2003 | 01/22/2012 | | 6,173 |

