

REGIONS FINANCIAL CORP
 Form 5
 January 10, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 *
MOORE JACKSON W
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

P.O. BOX 10247
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

BIRMINGHAM, AL 35202

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
| Common Stock ⁽¹⁾ | 12/28/2006 | ^ | J ⁽²⁾ | 1,368 | A | \$ 0 | 29,693 | I | By 401(k) |
| Common Stock ⁽³⁾ | ^ | ^ | ^ | ^ | ^ | ^ | 1,416,779 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,092 | I | BW Moore LP |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 318,524 | I | By Spouse |

Edgar Filing: REGIONS FINANCIAL CORP - Form 5

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)

| 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 (Right to buy) | \$ 33.48 | Â | Â | Â | Â | Â | 10/14/2003 | 10/14/2013 | Common Stock | 412,500 |
| Stock Option (Right to buy) | \$ 33 | Â | Â | Â | Â | Â | 07/25/2005 | 01/27/2014 | Common Stock | 10,382 |
| Stock Option (Right to buy) | \$ 32.57 | Â | Â | Â | Â | Â | 08/11/2005 | 02/11/2015 | Common Stock | 17,512 |
| Stock Option (Right to buy) | \$ 32.64 | Â | Â | Â | Â | Â | 01/08/2003 | 12/20/2010 | Common Stock | 124,310 |
| Stock Option (Right to buy) | \$ 33 | Â | Â | Â | Â | Â | 07/25/2005 | 12/20/2010 | Common Stock | 175,947 |
| Stock Option (Right to buy) | \$ 32.64 | Â | Â | Â | Â | Â | 01/08/2003 | 01/04/2011 | Common Stock | 7,215 |
| Stock Option (Right to buy) | \$ 32.64 | Â | Â | Â | Â | Â | 01/08/2003 | 07/05/2011 | Common Stock | 21,389 |

Edgar Filing: REGIONS FINANCIAL CORP - Form 5

| | | | | | | | | | | |
|-----------------------------|----------|---|---|---|---|---|------------|------------|--------------|---------|
| Stock Option (Right to buy) | \$ 32.64 | Â | Â | Â | Â | Â | 01/08/2003 | 10/10/2011 | Common Stock | 158,621 |
| Stock Option (Right to buy) | \$ 33 | Â | Â | Â | Â | Â | 07/25/2005 | 01/07/2012 | Common Stock | 271,409 |
| Stock Option (Right to buy) | \$ 32.64 | Â | Â | Â | Â | Â | 01/08/2003 | 07/08/2012 | Common Stock | 24,736 |
| Stock Option (Right to buy) | \$ 32.33 | Â | Â | Â | Â | Â | 01/08/2004 | 10/08/2012 | Common Stock | 3,077 |
| Stock Option (Right to buy) | \$ 33 | Â | Â | Â | Â | Â | 07/25/2005 | 10/08/2012 | Common Stock | 412,514 |
| Stock Option (Right to buy) | \$ 35.38 | Â | Â | Â | Â | Â | 11/04/2006 | 12/20/2012 | Common Stock | 130,000 |
| Stock Option (Right to buy) | \$ 32.33 | Â | Â | Â | Â | Â | 01/08/2004 | 01/08/2013 | Common Stock | 19,635 |
| Stock Option (Right to buy) | \$ 32.33 | Â | Â | Â | Â | Â | 01/08/2004 | 07/08/2013 | Common Stock | 24,489 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE JACKSON W P.O. BOX 10247 BIRMINGHAM, AL 35202 | Â X | Â | Â | Â |

Signatures

By: D. Bryan
Jordan

12/31/2006

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) Previously reported in Table II as derivative phantom stock; interests under benefit plans recharacterized as non-derivative and reported on Table I for treatment consistent with other of the issuer's reporting persons.
- (2) The reported stock units were acquired under Regions' benefit plans.
Includes 43,780 'profit shares' issuable upon exercise of the stock options shown in Table II, the receipt of which shares has been deferred pursuant to an irrevocable Stock Option Deferral Agreement, but which shares are reported as beneficially owned by the reporting person for purposes of Section 16(a).
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.