

REGIONS FINANCIAL CORP

Form 5

January 29, 2003

<b>FORM 5</b>  <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  <input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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(f) of the Investment Company Act of 1940				OMB APPROVAL  <hr/> OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* <b>Hufham, Wilbur B.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>P O Box 511</b>  <div style="text-align: center;">(Street)</div> <b>Montgomery, AL 36134</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol <b>Regions Financial Corp. RF</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) <b>December 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____ 10%</span> </div> Owner <input checked="" type="checkbox"/> Officer _____ Other  Officer/Other Description <b><u>Regional President: Member Leadership Team</u></b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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	12/17/2002	G	<div style="display: flex; justify-content: space-between;"> <span>Amount</span> <span> </span> <span>A/D</span> </div> <div style="display: flex; justify-content: space-between;"> <span> </span> <span>Price</span> </div>	300.000   D	D	
Common Stock	12/31/2002	G	1,000.000   D	238,235.000	D	
Common Stock				16,000.000	I	By Spouse

If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

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					01/04/2005	23,750.0				
Stock Option	\$27.9050				01/16/2004	Common Stock - 20,000.0		20,000.0	D	
					01/16/2011					
Stock Option	\$30.8950				01/22/2003	Common Stock - 40,000.0		40,000.0	D	
					01/22/2012					
Stock Option	\$30.8950				01/22/2004	Common Stock - 20,000.0		20,000.0	D	
					01/22/2012					
Stock Option	\$30.8950				01/22/2005	Common Stock - 20,000.0		20,000.0	D	
					01/22/2012					
Stock Option	\$27.9050				01/16/2005	Common Stock - 3,583.0		3,583.0	D	
					01/16/2011					
Stock Option	\$20.0937				03/15/2001	Common Stock - 55,024.0		55,024.0	D	
					03/15/2010					

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\* Signature of Reporting Person  
Date

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

See Instruction 6 for procedure.

**Ronald C. Jackson**  
**Wilbur B. Hufham**

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.

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FOOTNOTE Descriptions for Regions Financial Corp. RF

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**Wilbur B. Hufham**  
**P O Box 511**

**Montgomery, AL 36134**

**Explanation of responses:**

(1) The reported phantom stock units were acquired under Regions' benefits plans.

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