

GOETHE ROBERT A
Form 5
January 21, 2005

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 *
GOETHE ROBERT A

(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)

7130 GOODLETT FARMS PKWY.,
A4E

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chmn & CEO--Regions Mortgage

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

6. Individual or Joint/Group Reporting

(check applicable line)

CORDOVA, TN 38016

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	12/31/2004	Â	J ⁽¹⁾	615.248 A \$ 0	53,786.2	D	Â

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

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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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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	12/31/2004	Â	J ⁽²⁾	296	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	296
Stock Option	\$ 18.17	Â	Â	Â	Â	Â	01/03/1997	01/03/2006	Common Stock	14,815
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/2000	01/11/2006	Common Stock	1,014
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/2001	01/11/2006	Common Stock	1,013
Stock Option	\$ 31.39	Â	Â	Â	Â	Â	10/09/1998	10/09/2007	Common Stock	4,875
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	04/09/1999	04/09/2008	Common Stock	13,889
Stock Option	\$ 28.88	Â	Â	Â	Â	Â	08/30/2000	08/30/2009	Common Stock	13,889
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2004	02/19/2010	Common Stock	24,692
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2005	02/19/2010	Common Stock	12,346
Stock Option	\$ 25.66	Â	Â	Â	Â	Â	02/19/2006	02/19/2010	Common Stock	12,346
Stock Option	\$ 16.28	Â	Â	Â	Â	Â	03/15/2001	03/15/2010	Common Stock	18,519
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2002	01/16/2011	Common Stock	15,433
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2003	01/16/2011	Common Stock	7,716
Stock Option	\$ 22.6	Â	Â	Â	Â	Â	01/16/2004	01/16/2011	Common Stock	7,716
	\$ 28.17	Â	Â	Â	Â	Â	Â ⁽³⁾	04/21/2011		61,730

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Stock Option										Common Stock	
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	Â	Â (4)	10/15/2011	Common Stock	90,000
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2003	01/22/2012		Common Stock	15,433
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2004	01/22/2012		Common Stock	7,716
Stock Option	\$ 25.02	Â	Â	Â	Â	Â	01/22/2005	01/22/2012		Common Stock	7,716
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/1997	01/11/2006		Common Stock	1,012
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/1998	01/11/2006		Common Stock	1,014
Stock Option	\$ 16.89	Â	Â	Â	Â	Â	01/11/1999	01/11/2006		Common Stock	1,014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETHE ROBERT A 7130 GOODLETT FARMS PKWY., A4E CORDOVA, TN 38016	Â	Â	Â Chmn & CEO--Regions Mortgage	Â

Signatures

By: Ronald C. Jackson
12/31/2004

**Signature of
Reporting Person

Date

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) Stock purchased through the dividend reinvestment program.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.
- (4) 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 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.