

STEIN MARTIN E JR  
Form 4  
August 03, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
STEIN MARTIN E JR

2. Issuer Name and Ticker or Trading Symbol  
REGENCY CENTERS CORP  
[REG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE INDEPENDENT DRIVE, SUITE 114  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2007

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

JACKSONVILLE, FL 32202

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2007		M	738 A <u>1</u>	347,823	D	
Common Stock					186,620	I	Note 2 <sup>(2)</sup>
Common Stock					6,053	I	Note 3 <sup>(3)</sup>
Common Stock					160,263	I	Note 4 <sup>(4)</sup>
Common Stock					415,382	I	Note 5 <sup>(5)</sup>



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Settlement of dividend equivalent units. Of those shares, 369 shares have been deferred pursuant to Regency's Deferred Compensation Plan.

- Represents: (1) 20,585 remainder shares held in a grantor retained annuity trust of which Mr. Stein is the trustee and the beneficiaries of which are Mr. Stein's children (none of whom shares the same home with him); and (2) 66,035 shares and 100,000 shares held by two additional grantor retained annuity trusts, respectively, of which Mr. Stein is the trustee and current annuitant and his children are remainder beneficiaries.
- (3) As custodian for minor children.
  - (4) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
  - (5) By two general partnerships in which Mr. Stein is a general partner.
  - (6) By a trust for Mr. Stein's benefit.
  - (7) 1 for 1.
  - (8) The dividend equivalents accrued on employee stock options and become exercisable proportionately with the options to which they relate.

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.