

FLEISCHAUER JOHN I JR

Form 4

February 21, 2003

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<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: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* <b>Fleischauer, Jr., John I.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>P O Box 1471</b>  <div style="text-align: center;">(Street)</div> <b>Little Rock, AR 72203</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>February 20 2003</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 <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> _____ Officer _____</span> </div> 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 and Voluntary 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 Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code   V	Amount   A/D   Price			
Common Stock	02/20/2003	F	2,340.000   D   \$31.7250	46,249.000	D	
Common Stock (DRP)				1,638.289	D	
Common Stock (Trust)				6,400.000	D	

(over)

SEC 1474 (3-99)

## Fleischauer, Jr., John I. - February 2003

## Form 4 (continued)

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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of  (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
<b>Phantom Stock Units (401k)</b>	(1)		Code I V		(1)   (1)	<b>Common Stock - 1,712.0</b>		<b>1,712.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$41.3750</b>				<b>07/31/1999</b>   <b>07/31/2008</b>	<b>Common Stock - 15,000.0</b>		<b>15,000.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$35.6562</b>				<b>08/30/2000</b>   <b>08/30/2009</b>	<b>Common Stock - 18,804.0</b>		<b>18,804.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$27.9050</b>				<b>01/16/2002</b>   <b>01/16/2011</b>	<b>Common Stock - 40,000.0</b>		<b>40,000.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$27.9050</b>				<b>01/16/2003</b>   <b>01/16/2011</b>	<b>Common Stock - 20,000.0</b>		<b>20,000.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$27.9050</b>				<b>01/16/2004</b>   <b>01/16/2011</b>	<b>Common Stock - 20,000.0</b>		<b>20,000.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$30.8950</b>				<b>01/22/2003</b>   <b>01/22/2012</b>	<b>Common Stock - 40,000.0</b>		<b>40,000.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$30.8950</b>				<b>01/22/2004</b>   <b>01/22/2012</b>	<b>Common Stock - 20,000.0</b>		<b>20,000.0</b>	<b>D</b>	
<b>Stock Option</b>	<b>\$30.8950</b>				<b>01/22/2005</b>   <b>01/22/2012</b>	<b>Common Stock - 20,000.0</b>		<b>20,000.0</b>	<b>D</b>	

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**  
**John I. Fleischauer, Jr.**

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.

Page 2  
SEC 1474 (3-99)

---

Fleischauer, Jr., John I. - February 2003

Form 4 (continued)

FOOTNOTE Descriptions for Regions Financial Corp. RF

Form 4 - February 2003

John I. Fleischauer, Jr.  
P O Box 1471

Little Rock, AR 72203

---

Explanation of responses:

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

Page 3