STEIN MARTIN E JR
Form 4
January 19, 2005

# FORM 4

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

**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

OMB APPROVAL
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEIN MARTIN E JR

(Last) (First) (Middle)

121 W FORSYTH ST, STE 200

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Following Reported Transaction(s) (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) or (D) | Price | | | |
| Common Stock | 01/17/2005 | | A | | 37,967 (1) | A | $ 0 | 519,316 | D | |
| Common Stock | | | | | | | | 816 | I | Note 2 (2) |
| Common Stock | | | | | | | | 160,263 | I | Note 3 (3) |
| Common Stock | | | | | | | | 415,382 | I | Note 4 (4) |
| Common Stock | | | | | | | | 4,000 | I | Note 5 (5) |

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)**

| 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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | $ 51.36 | 01/17/2005 | | A | | 219,447 (6) | | (7) | 01/17/2015 | Common Stock | 219,44 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| STEIN MARTIN E JR<br>121 W FORSYTH ST<br>STE 200<br>JACKSONVILLE, FL 32202 | X | | Chairman and CEO | |

# Signatures

| /s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. | 01/19/2005 |
|---|---|
| **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)** Represents shares subject to stock rights awards issued under the company's Long-Term Omnibus Plan. The underlying shares will be issued based upon time vesting. Includes 22,780 shares subject to vesting based upon the satisfaction of performance criteria.

**(2)** As custodian for minor children.

**(3)** By a limited partnership, the general partner of which is controlled by Mr. Stein's family.

**(4)** By two general partnerships in which Mr. Stein is a general partner.

**(5)** By a trust for Mr. Stein's benefit.

**(6)** Option granted in exchange for forfeiture of reload rights associated with outstanding options to purchase 421,036 shares.

**(7)** Option is exercisable 25% per year beginning January 17, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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