

FLEISCHAUER JOHN I JR  
 Form 4  
 February 23, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**FLEISCHAUER JOHN I JR**

2. Issuer Name and Ticker or Trading Symbol  
**REGIONS FINANCIAL CORP [RF]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**P O BOX 1471**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/21/2006**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Regional CEO

**LITTLE ROCK, AR 72203**  
 (City) (State) (Zip)

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

**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	02/21/2006		X		92,568	A	\$ 22.603
Common Stock	02/21/2006		X		1,333	A	\$ 25.024
Common Stock	02/21/2006		X		23,216	A	\$ 28.881
Common Stock	02/21/2006		X		92,595	A	\$ 25.656
Common Stock	02/21/2006		S		209,712	D	\$ 34.627

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Common Stock	02/22/2006	X	97,435	A	\$ 25.024	172,339.632	D
Common Stock	02/22/2006	X	107,565	A	\$ 28.171	279,904.632	D
Common Stock	02/22/2006	S	205,000	D	\$ 34.972	74,904.632	D
Common Stock (Trust)						38,248	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Number Shares
Stock Option	\$ 28.88	02/21/2006		X	23,216	08/30/2000 08/30/2009	Common Stock 23,216
Stock Option	\$ 25.66	02/21/2006		X	46,298	02/19/2004 02/19/2010	Common Stock 46,298
Stock Option	\$ 25.66	02/21/2006		X	23,148	02/19/2005 02/19/2010	Common Stock 23,148
Stock Option	\$ 25.66	02/21/2006		X	23,149	12/19/2006 02/19/2010	Common Stock 23,149
Stock Option	\$ 22.6	02/21/2006		X	43,184	01/16/2002 01/16/2011	Common Stock 43,184
Stock Option	\$ 22.6	02/21/2006		X	24,692	01/16/2003 01/16/2011	Common Stock 24,692
Stock Option	\$ 22.6	02/21/2006		X	24,692	01/16/2004 01/16/2011	Common Stock 24,692
Stock Option	\$ 25.02	02/21/2006		X	1,333	01/22/2005 01/22/2012	Common Stock 1,333
	\$ 28.17	02/22/2006		X	107,565	(1) 04/21/2011	107,565

