

REGIONS FINANCIAL CORP

Form 424B2

April 26, 2007

Table of Contents

Filed pursuant to Rule 424(B)(2)
File No. 333-126797 and 333-124337

Prospectus Supplement to Prospectus dated August 3, 2005.

Regions Financing Trust II
\$700,000,000

6.625% Trust Preferred Securities

(liquidation amount \$1,000 per security)

fully and unconditionally guaranteed, on a subordinated basis, as described herein, by

Regions Financial Corporation

Regions Financing Trust II, a Delaware statutory trust, will issue the Trust Preferred Securities. Each Trust Preferred Security represents an undivided beneficial interest in the Trust. The only assets of the Trust will be the 6.625% Junior Subordinated Notes due 2077 issued by Regions Financial Corporation, which we refer to as the *JSNs*. The Trust will pay distributions on the Trust Preferred Securities only from the proceeds, if any, of interest payments on the JSNs.

The JSNs will bear interest at the annual rate of (i) 6.625% from and including April 27, 2007 to but excluding May 15, 2027, (ii) three-month LIBOR plus 1.29% from and including May 15, 2027 to but excluding May 15, 2047, and (iii) one-month LIBOR plus 2.29% thereafter. Regions will pay that interest semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2007 until May 15, 2027, quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2027 until May 15, 2047, and thereafter monthly in arrears on the 15th day of each month, or if any such day is not a business day, on the next business day.

Regions has the right, on one or more occasions, to defer the payment of interest on the JSNs for one or more consecutive interest periods that do not exceed five years or, if earlier, until the first interest payment date on which it pays current interest without being subject to its obligations under the alternative payment mechanism described in this prospectus supplement and for one or more consecutive interest periods that do not exceed 10 years without giving rise to an event of default. In the event of Regions' bankruptcy, holders of the JSNs will have a limited claim for deferred interest.

The principal amount of the JSNs will become due on May 15, 2047, or if that day is not a business day, on the next business day (the *scheduled maturity date*), to the extent that Regions has received sufficient proceeds from the sale of certain qualifying capital securities during a 180-day period ending on a notice date not more than 15 or less than 10 days prior to such date. Regions will use its commercially reasonable efforts, subject to certain market disruption events, to sell enough qualifying capital securities to permit repayment of the JSNs in full on the scheduled maturity date. If any amount is not paid on the scheduled maturity date, it will remain outstanding and Regions will continue to use its commercially reasonable efforts to sell sufficient qualifying capital securities to permit repayment of the JSNs in full. Regions must pay any remaining principal and interest in full on the JSNs on May 1, 2077, which is the final repayment date, whether or not it has sold qualifying capital securities.

At Regions' option, the Trust Preferred Securities may be redeemed at any time. The redemption price will be 100% of the principal amount to be redeemed plus accrued and unpaid interest through the date of redemption for any redemption (i) on May 15, 2027, (ii) in connection with a capital treatment event or investment company event, (iii) after May 15, 2027 in connection with a tax event or (iv) at any time on or after May 15, 2047. The redemption

price in all other cases will be the applicable make-whole redemption price set forth herein. The make-whole redemption price may be lower in the case of a redemption of all outstanding Trust Preferred Securities prior to May 15, 2027 in connection with a tax event or rating agency event.

The JSNs will be subordinated upon Regions' liquidation to all of its existing and future senior debt other than trade accounts payable and any debt that by its terms does not rank senior to the JSNs upon Regions' liquidation, and will be effectively subordinated to all liabilities of its subsidiaries. As a result, the Trust Preferred Securities also will be effectively subordinated to the same debt and liabilities. Regions will guarantee the Trust Preferred Securities on a subordinated basis to the extent described in this prospectus supplement.

The Trust Preferred Securities and the JSNs are not deposits or other obligations of a bank. They are not insured by the FDIC or any other government agency.

Regions does not intend to apply for listing of the Trust Preferred Securities on the New York Stock Exchange or any other securities exchange.

See Risk Factors beginning on page S-12 of this prospectus supplement to read about factors you should consider before buying the Trust Preferred Securities.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Trust Preferred Security	Total
Initial public offering price(1)	99.972 %	\$ 699,804,000
Underwriting discount	(2)	(2)
Proceeds, before expenses, to Regions	99.972 %	\$ 699,804,000

(1) Plus accrued distributions, if any, on the Trust Preferred Securities from April 27, 2007 to the date of delivery.

(2) In view of the fact that the proceeds of the sale of the Trust Preferred Securities will be invested in the JSNs, Regions has agreed to pay the underwriters, as compensation for arranging the investment therein of such proceeds, \$10 per Trust Preferred Security (or \$7,000,000 in the aggregate). See Underwriting.

The underwriters expect to deliver the Trust Preferred Securities in book-entry form only through the facilities of The Depository Trust Company against payment in New York, New York on April 27, 2007.

Goldman, Sachs & Co.

Merrill Lynch & Co.

Morgan Keegan & Company, Inc.

Sole Structuring Coordinator
Joint Bookrunner

Joint Bookrunner

Joint Bookrunner

Credit Suisse

**JPMorgan
Guzman & Co.**

UBS Investment Bank

Prospectus Supplement dated April 24, 2007.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described below under the heading **Where You Can Find More Information**.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to *Regions, we, us, our* or similar references mean Regions Financial Corporation and its subsidiaries, and references to the *Trust* mean Regions Financing Trust II.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. This prospectus supplement may be used only for the purpose for which it has been prepared. No one is authorized to give information other than that contained in this prospectus supplement and in the documents referred to in this prospectus supplement and which are made available to the public. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase, any of the securities and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or *SEC*. Our SEC filings are available to the public over the Internet at the SEC web site at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at its public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings are also available at the offices of the New York Stock Exchange. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call 212-656-5060.

The SEC allows us to incorporate by reference into this prospectus supplement the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement and information that we subsequently file with the SEC will automatically update and supersede information in this prospectus supplement and in our other filings with the SEC. We incorporate by reference the documents listed below, which we have already filed with the

Table of Contents

Exchange Act of 1934, or *Exchange Act*, until we sell all the securities offered by this prospectus supplement:

Annual Report on Form 10-K for the year ended December 31, 2006; and

Current Reports on Form 8-K filed on January 8, 2007, January 24, 2007, January 30, 2007, March 14, 2007, April 13, 2007, April 20, 2007 and on Form 8-K/A filed on January 12, 2007, amending the Form 8-K filed on November 6, 2006.

You may request a copy of these filings (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing) at no cost, by writing or calling us at the following address:

Regions Financial Corporation
Investor Relations
1900 Fifth Avenue North
Birmingham, Alabama 35203
(205) 581-7890

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone else to provide you with additional or different information. We are only offering these securities in jurisdictions where the offer is permitted. You should not assume that the information in this prospectus supplement or the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the dates of the applicable documents.

S-iii

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information included or incorporated by reference in this prospectus supplement and the accompanying prospectus may include forward-looking statements which reflect Regions' current views with respect to future events and financial performance. The Private Securities Litigation Reform Act of 1995 (the *Act*) provides a safe harbor for forward-looking statements which are identified as such and are accompanied by the identification of important factors that could cause actual results to differ materially from the forward-looking statements. For these statements, Regions, together with its subsidiaries, unless the context implies otherwise, claim the protection afforded by the safe harbor in the Act. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results, or other developments. Forward-looking statements are based on management's expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made. Those statements are based on general assumptions and are subject to various risks, uncertainties, and other factors that may cause actual results to differ materially from the views, beliefs, and projections expressed in such statements. These risks, uncertainties and other factors include, but are not limited to, those described below:

Regions' ability to achieve the earnings expectations related to the businesses that have been acquired, including its merger with AmSouth Bancorporation (*AmSouth*) in November 2006, or that may be acquired in the future, which in turn depends on a variety of factors, including:

Regions' ability to achieve the anticipated cost savings and revenue enhancements with respect to acquired operations, or lower than expected revenues from continuing operations;

the assimilation of the combined companies' corporate culture;

the continued growth of the markets that the acquired entities serve, consistent with recent historical experience;

difficulties related to the integration of the businesses, including integration of information systems and retention of key personnel; and

the effect of required divestitures of branches operated by AmSouth prior to the merger.

Regions' ability to expand into new markets and to maintain profit margins in the face of competitive pressures.

Regions' ability to keep pace with technological changes.

Regions' ability to develop competitive new products and services in a timely manner and the acceptance of such products and services by Regions' customers and potential customers.

Regions' ability to effectively manage interest rate risk, market risk, credit risk, operational risk and legal risk.

Regions' ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support Regions' business.

The cost and other effects of material contingencies, including litigation contingencies.

The effects of increased competition from both banks and non-banks.

Further easing of restrictions on participants in the financial services industry, such as banks, securities brokers and dealers, investment companies and finance companies, may increase competitive pressures.

Possible changes in interest rates may increase funding costs and reduce earning asset yields, thus reducing margins.

S-iv

Table of Contents

Possible changes in general economic and business conditions in the United States in general and in the communities Regions serves in particular.

Possible changes in the creditworthiness of customers and the possible impairment of collectability of loans.

The effects of geopolitical instability and crises such as terrorist attacks.

Possible changes in trade, monetary and fiscal policies, laws and regulations, and other activities of governments, agencies and similar organizations, including changes in accounting standards, may have an adverse effect on business.

Possible changes in consumer and business spending and saving habits could affect Regions' ability to increase assets and to attract deposits.

The effects of weather and natural disasters such as hurricanes.

The words *believe*, *expect*, *anticipate*, *project* and similar expressions signify forward-looking statements. Readers are cautioned not to place undue reliance on any forward-looking statements made by or on behalf of Regions. Any such statement speaks only as of the date the statement was made. Regions undertakes no obligation to update or revise any forward-looking statements.

S-v

Table of Contents

SUMMARY INFORMATION

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in the Trust Preferred Securities or the JSNs. You should read this entire prospectus supplement and accompanying prospectus, including the Risk Factors section and the documents incorporated by reference, which are described under Where You Can Find More Information in this prospectus supplement.

Regions Financial Corporation

Regions Financial Corporation is a Delaware corporation and financial holding company headquartered in Birmingham, Alabama, which operates throughout the South, Midwest and Texas. Regions' operations consist of banking, brokerage and investment services, mortgage banking, insurance brokerage, credit life insurance, leasing, commercial accounts receivable factoring and specialty financing. At December 31, 2006, Regions had total consolidated assets of approximately \$143.4 billion, total consolidated deposits of approximately \$101.2 billion and total consolidated stockholders' equity of approximately \$20.7 billion.

Its principal executive offices are located at 1900 Fifth Avenue North, Birmingham, Alabama 35203.

Regions Financing Trust II

The Trust is a statutory trust formed under Delaware law pursuant to a Declaration of Trust signed by Regions, as depositor of the Trust, the property trustee and the Delaware trustee and the filing of a certificate of trust with the Delaware Secretary of State on January 26, 2001. The Declaration of Trust will be amended and restated before the issuance of the Trust Preferred Securities. The Trust exists for the exclusive purposes of:

issuing the Trust Preferred Securities and common securities representing undivided beneficial interests in the Trust;

investing the gross proceeds of the Trust Preferred Securities and the common securities in the JSNs; and

engaging in only those activities convenient, necessary or incidental thereto.

The Trust's business and affairs will be conducted by its trustees, each appointed by Regions as depositor of the Trust. The trustees will be Deutsche Bank Trust Company Americas as the *property trustee*, Deutsche Bank Trust Company Delaware as the *Delaware trustee*, and two or more individual trustees, or *administrative trustees*, who are employees or officers of or affiliated with Regions.

The principal executive office of the Trust is c/o Regions Financial Corporation, 1900 Fifth Avenue North, Birmingham, Alabama 35203, telephone number: (205) 944-1300.

The Trust Preferred Securities

Each Trust Preferred Security represents an undivided beneficial interest in the Trust.

The Trust will sell the Trust Preferred Securities to the public and its common securities to Regions. The Trust will use the proceeds from those sales to purchase \$700,010,000 aggregate principal amount of 6.625% Junior

Subordinated Notes due 2077 of Regions, which we refer to in this prospectus supplement as the *JSNs*. Regions will pay interest on the JSNs at the same rate and on the same dates as the Trust makes payments on the Trust Preferred Securities. The Trust will use the

S-1

Table of Contents

payments it receives on the JSNs to make the corresponding payments on the Trust Preferred Securities.

Distributions

If you purchase Trust Preferred Securities, you will be entitled to receive periodic distributions on the stated liquidation amount of \$1,000 per Trust Preferred Security (the *liquidation amount*) on the same payment dates and in the same amounts as Regions pays interest to the Trust on a principal amount of JSNs equal to the liquidation amount of such Trust Preferred Security. Distributions will accumulate from April 27, 2007. The Trust will make distribution payments on the Trust Preferred Securities:

semi-annually in arrears on each May 15 and November 15, beginning on November 15, 2007 until May 15, 2027;

quarterly in arrears on each February 15, May 15, August 15 and November 15, beginning on August 15, 2027 until May 15, 2047 (or if such day is not a business day, on the next business day); and

thereafter monthly in arrears on the 15th day of each month, beginning on June 15, 2047 (or if such day is not a business day, on the next business day).

In the event any distribution date on or prior to the regularly scheduled distribution date in May 2027 is not a business day, payment shall be made on the following business day, without adjustment. If Regions defers payment of interest on the JSNs, distributions by the Trust on the Trust Preferred Securities will also be deferred.

Deferral of Distributions

Regions has the right, on one or more occasions, to defer the payment of interest on the JSNs for one or more consecutive interest periods not exceeding five years without being subject to its obligations described under Description of the Junior Subordinated Notes Alternative Payment Mechanism, and for one or more consecutive interest periods not exceeding 10 years without giving rise to an event of default under the terms of the JSNs or the Trust Preferred Securities. However, no interest deferral may extend beyond the redemption of the JSNs or the final repayment date. Interest on the JSNs will continue to accrue during deferral periods and, as a result, distributions on the Trust Preferred Securities will continue to accumulate at the interest rate on the JSNs, compounded on each distribution date.

If Regions exercises its right to defer interest payments on the JSNs, the Trust will also defer paying a corresponding amount of distributions on the Trust Preferred Securities during that deferral period.

During any deferral period, neither Regions nor the Trust will generally be permitted to make any payments of deferred interest or distributions from any source other than eligible proceeds, as defined under Description of the Junior Subordinated Notes Alternative Payment Mechanism, or required to make any interest or distribution payments other than pursuant to the alternative payment mechanism.

Following the earlier of (i) the fifth anniversary of the commencement of a deferral period or (ii) a payment of current interest on the JSNs, Regions will be required, with certain exceptions, to pay deferred interest pursuant to the alternative payment mechanism referred to in the next paragraph. At any time during a deferral period, Regions may not pay deferred interest on the JSNs except pursuant to the alternative payment mechanism, subject to limited exceptions. However, it may pay current interest on any interest payment date out of any source of funds free of the limitations of the alternative payment mechanism, even if that interest payment date is during a deferral period.

Table of Contents

Under the alternative payment mechanism described under *Description of the Junior Subordinated Notes Alternative Payment Mechanism*, subject to certain exceptions, Regions must issue qualifying APM securities, which initially consist of common stock, qualifying warrants and qualifying preferred stock, as those terms are defined in that section, until the net proceeds at least equal the amount of deferred interest (including compounded interest thereon) on the JSNs and apply the net proceeds to the payment of such deferred interest. Regions is not required to issue common stock with respect to deferred interest attributable to the first five years of any deferral period (including compounded interest thereon) if the net proceeds of any issuance of common stock applied during such deferral period to pay interest on the JSNs pursuant to the alternative payment mechanism, together with the net proceeds of all prior issuances of common stock and qualifying warrants so applied during that deferral period, would exceed an amount equal to 2% of its market capitalization, or to issue qualifying preferred stock to the extent that the net proceeds of any issuance of qualifying preferred stock applied to pay interest on the JSNs pursuant to the alternative payment mechanism, together with the net proceeds of all prior issuances of qualifying preferred stock so applied during the current and all prior deferral periods, would exceed 25% of the aggregate principal amount of the outstanding JSNs. Regions has no obligation to issue qualifying warrants under the alternative payment mechanism unless the definition of qualifying APM securities has been amended to eliminate common stock, in which case the 2% cap described above will apply to qualifying warrants.

If Regions defers payments of interest on the JSNs, the JSNs will be treated as being issued with original issue discount for United States federal income tax purposes. This means that you must include interest income with respect to the deferred distributions on your Trust Preferred Securities in gross income for United States federal income tax purposes, prior to receiving any cash distributions. See *Certain United States Federal Income Tax Consequences Interest Income and Original Issue Discount*.

Redemption of Trust Preferred Securities

The Trust will use the proceeds of any repayment or redemption of the JSNs to redeem, on a proportionate basis, an equal amount of Trust Preferred Securities and common securities.

For a description of Regions' rights to redeem the JSNs, see *Description of the Junior Subordinated Notes Redemption*.

Under the current rules of the Board of Governors of the Federal Reserve System (referred to collectively with the Federal Reserve Bank of Atlanta, Georgia, or any successor federal bank regulatory agency having primary jurisdiction over Regions, as the *Federal Reserve*), Federal Reserve approval is generally required for the early redemption of preferred stock or trust preferred securities included in regulatory capital. However, under current guidelines, rules and regulations, Federal Reserve approval is not required for the redemption of the Trust Preferred Securities on or after the scheduled maturity date in connection with the repayment of the JSNs since, in this case, the redemption would not be an early redemption but would be pursuant to Regions' contractual obligation to repay the JSNs, subject to the limitations described under *Description of the Junior Subordinated Notes Repayment of Principal*, on the scheduled maturity date.

Liquidation of the Trust and Distribution of JSNs to Holders

Regions may elect to dissolve the Trust at any time and, after satisfaction of the Trust's liabilities, to cause the property trustee to distribute the JSNs to the holders of the Trust Preferred Securities and common securities. However, if then required under the risk-based capital guidelines or policies of the Federal Reserve applicable to bank holding companies, it must obtain the approval of the Federal Reserve prior to making that election.

Table of Contents***Further Issues***

The Trust has the right to issue additional Trust Preferred Securities of this series in the future, subject to the conditions described under Description of the Trust Preferred Securities Further Issues. Any such additional Trust Preferred Securities will have the same terms as the Trust Preferred Securities being offered by this prospectus supplement but may be offered at a different offering price and accrue distributions from a different date than the Trust Preferred Securities being offered hereby, provided that the total liquidation amount of Trust Preferred Securities outstanding may not exceed \$1,000,000,000. If issued, any such additional Trust Preferred Securities will become part of the same series as the Trust Preferred Securities being offered hereby to the extent such securities bear the same CUSIP number unless such additional securities would not be treated as fungible with the previously issued and outstanding Trust Preferred Securities for U.S. Federal income tax purposes.

Book-Entry

The Trust Preferred Securities will be represented by one or more global securities registered in the name of and deposited with The Depository Trust Company (*DTC*) or its nominee. This means that you will not receive a certificate for your Trust Preferred Securities and Trust Preferred Securities will not be registered in your name, except under certain limited circumstances described in Book-Entry System.

No Listing

Regions does not intend to apply to list the Trust Preferred Securities on the New York Stock Exchange or any other securities exchange.

The JSNs

The following diagram illustrates some of the principal features of the JSNs:

Interest accrues at 6.625%, payable semi-annually in arrears on each May 15 and November 15, beginning November 15, 2007

Interest accrues at three-month LIBOR plus 1.29%, payable quarterly in arrears on each February 15, May 15, August 15 and November 15, beginning on August 15, 2027

Interest accrues at one-month LIBOR plus 2.29%, payable monthly in arrears on the 15th day of each month, beginning on June 15, 2047

Redeemable at a treasury-based make-whole redemption price¹

Redeemable at a LIBOR-based make-whole redemption price²

Redeemable at par plus accrued and unpaid interest

¹ Also redeemable at par plus accrued and unpaid interest in the case of a redemption of all JSNs in connection with a capital treatment event or investment company event. The make-whole redemption price may be lower in the case of a redemption of all JSNs in connection with a rating agency event or tax event.

² Also redeemable at par plus accrued and unpaid interest in the case of a redemption of all JSNs in connection with a capital treatment event, investment company event or tax event.

Table of Contents

Repayment of Principal

Regions must repay the principal amount of the JSNs, together with accrued and unpaid interest, on May 15, 2047, or if that date is not a business day, the next business day (the *scheduled maturity date*), to the extent of the applicable percentage of the net proceeds that it has raised from the issuance of qualifying capital securities, as described under Replacement Capital Covenant, during a 180-day period ending on a notice date not more than 15 or less than 10 days prior to such date. If it has not raised sufficient net proceeds to permit repayment of all principal and accrued and unpaid interest on the JSNs on the scheduled maturity date, it will repay the JSNs to the extent of the applicable percentage of the net proceeds it has raised and the unpaid portion will remain outstanding. Regions will be required to repay the unpaid portion of the JSNs on each subsequent interest payment date to the extent of the net proceeds it receives from any subsequent issuance of qualifying capital securities or upon the earliest to occur of:

the redemption of the JSNs;

an event of default that results in acceleration of the JSNs; and

May 1, 2077, which is the *final repayment date*.

Regions will use its commercially reasonable efforts, subject to a market disruption event, as described under Description of the Junior Subordinated Notes Market Disruption Events, to raise sufficient net proceeds from the issuance of qualifying capital securities in a 180-day period ending on a notice date not more than 15 or less than 10 days prior to the scheduled maturity date to permit repayment of the JSNs in full on the scheduled maturity date in accordance with the preceding paragraph. If Regions is unable for any reason to raise sufficient proceeds, it will use its commercially reasonable efforts, subject to a market disruption event, to raise sufficient proceeds from the sale of qualifying capital securities to permit repayment of the JSNs on the following interest payment date, and on each interest payment date thereafter, until the JSNs are paid in full.

Any unpaid principal amount of the JSNs, together with accrued and unpaid interest, will be due and payable on the final repayment date, regardless of the amount of qualifying capital securities Regions has issued and sold by that time.

Regions is not required to issue any securities pursuant to the obligation described above other than qualifying capital securities.

Under the current risk-based capital adequacy guidelines of the Federal Reserve, Federal Reserve approval is generally required for the early redemption of preferred stock or trust preferred securities included in regulatory capital. However, under current guidelines, rules and regulations, Federal Reserve approval is not required for the redemption of the Trust Preferred Securities on or after the scheduled maturity date in connection with the repayment of the JSNs as described above since, in this case, the redemption would not be an early redemption but would be pursuant to our contractual obligation to repay the JSNs.

Interest

The JSNs will bear interest:

at the annual rate of 6.625% from and including April 27, 2007 to but excluding May 15, 2027, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2007 until May 15, 2027;

at an annual rate equal to three-month LIBOR plus 1.29% from and including May 15, 2027 to but excluding May 15, 2047, payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2027 until May 15, 2047 (or if any such day is not a business day, on the next business day); and

S-5

Table of Contents

thereafter at an annual rate equal to one-month LIBOR plus 2.29%, payable monthly in arrears on the 15th day of each month, beginning on June 15, 2047 (or if any such day is not a business day, on the next business day).

In the event any interest payment date on or prior to the regularly scheduled interest payment date in May 2027 is not a business day, the interest payment made on the following business day shall be made without adjustment.

Subordination

The JSNs will be unsecured and will be deeply subordinated upon Regions' liquidation, including to all of its existing and future senior debt, and will be effectively subordinated to all liabilities of its subsidiaries. Substantially all of Regions' existing indebtedness is senior debt. At December 31, 2006, Regions' indebtedness ranking senior to the JSNs upon liquidation, on a consolidated basis, was approximately \$119.1 billion. See Description of the Junior Subordinated Notes Subordination for the definition of senior debt.

Certain Payment Restrictions Applicable to Regions

During any deferral period or period in which Regions has given notice of its election to defer interest payments on the JSNs but the related deferral period has not yet commenced, Regions generally may not make payments on or redeem or repurchase its capital stock or its debt securities or guarantees ranking *pari passu* with or junior to the JSNs, subject to the exceptions described under Description of the Junior Subordinated Notes Dividend and Other Payment Stoppages during Interest Deferral and under Certain Other Circumstances. In addition, if any deferral period lasts longer than one year, Regions generally may not be permitted to repurchase any securities ranking *pari passu* with or junior to any qualifying APM securities the proceeds of which were used to settle deferred interest during the relevant deferral period until the first anniversary of the date on which all deferred interest has been paid.

The terms of the JSNs permit Regions to make any payment of current or deferred interest on its debt securities or guarantees that rank on a parity with the JSNs upon its liquidation (*parity securities*) so long as the payment is made *pro rata* to the amounts due on parity securities (including the JSNs), subject to the limitations described in the last paragraph under Description of the Junior Subordinated Notes Alternative Payment Mechanism to the extent that they apply, and any payment of deferred interest on parity securities that, if not made, would cause it to breach the terms of the instrument governing such parity securities.

Redemption of JSNs

Regions may redeem the JSNs at any time. The redemption price will be 100% of the principal amount to be redeemed, plus accrued and unpaid interest through the date of redemption, in the case of any redemption:

in whole or in part on May 15, 2027,

in whole but not in part at any time in connection with certain changes relating to the capital treatment of, or investment company laws relating to, the Trust Preferred Securities;

in whole but not in part at any time after May 15, 2027 in connection with certain changes relating to the tax treatment of the Trust Preferred Securities; or

in whole or in part at any time on or after May 15, 2047 (including on or after the scheduled maturity date).

In all other cases, the redemption price will be a make-whole redemption price. The make-whole redemption price may be lower in the case of a redemption of all outstanding JSNs prior to May 15,

S-6

Table of Contents

2027 in connection with certain changes relating to the tax treatment of, or the rating agency equity credit accorded to, the Trust Preferred Securities. See Description of the Junior Subordinated Notes Redemption.

Regions will be subject to its obligations under the replacement capital covenant (as described below) if it elects to redeem any or all of the JSNs prior to the termination of the replacement capital covenant on May 1, 2057. In addition, under the current risk-based capital adequacy guidelines of the Federal Reserve applicable to bank holding companies, Federal Reserve approval is generally required for the early redemption of preferred stock or trust preferred securities included in regulatory capital. As a result, subject to any changes in the current capital adequacy guidelines of the Federal Reserve, the early redemption of the Trust Preferred Securities will be subject to the prior approval of the Federal Reserve.

Events of Default

The following events are *events of default* with respect to the JSNs:

default in the payment of interest, including compounded interest, in full on any JSNs for a period of 30 days after the conclusion of a 10-year period following the commencement of any deferral period;

bankruptcy of Regions; or

receivership of Regions Bank.

If an event of default under the indenture occurs and continues, the indenture trustee or the holders of at least 25% in aggregate principal amount of the outstanding JSNs may declare the entire principal and all accrued but unpaid interest of all JSNs to be due and payable immediately. If the indenture trustee or the holders of JSNs do not make such declaration and the JSNs are beneficially owned by the Trust or a trustee of the Trust, the property trustee or the holders of at least 25% in aggregate liquidation amount of the Trust Preferred Securities shall have such right.

Tax Treatment

In connection with the issuance of the JSNs, Alston & Bird LLP, our counsel, has advised us that, under current law and assuming full compliance with the terms of the indenture and other relevant documents, and based on the representations, facts and assumptions set forth in its opinion, although the matter is not free from doubt, the JSNs will be characterized as indebtedness for United States federal income tax purposes. The Trust Preferred Securities are novel financial instruments, and there is no statutory, judicial or administrative authority that directly addresses the United States federal income tax treatment of securities similar to the Trust Preferred Securities. Thus, no assurance can be given that the Internal Revenue Service or a court will agree with this characterization. By purchasing the Trust Preferred Securities, each holder of the Trust Preferred Securities agrees, and Regions and the Trust agree, to treat the JSNs as indebtedness for all United States federal income tax purposes. See Certain United States Federal Income Tax Consequences.

Replacement Capital Covenant

Regions will enter into a replacement capital covenant for the benefit of persons that buy, hold or sell a specified series of its long-term indebtedness ranking senior to the JSNs (or in certain limited cases long-term indebtedness of its subsidiary, Regions Bank) in which it will agree that neither it nor any of its subsidiaries will repay, redeem or purchase the JSNs or Trust Preferred Securities at any time prior to May 1, 2057, unless:

in the case of a redemption or purchase prior to the scheduled maturity date, Regions has obtained the prior approval of the Federal Reserve if such approval is then required under the

S-7

Table of Contents

Federal Reserve's capital adequacy guidelines or policies applicable to bank holding companies; and the principal amount repaid or the applicable redemption or purchase price does not exceed a maximum amount determined by reference to:

the aggregate amount of net cash proceeds Regions and its subsidiaries have received from the sale of common stock, rights to acquire common stock, mandatorily convertible preferred stock, debt exchangeable for common equity, debt exchangeable for preferred equity, REIT preferred securities and certain qualifying capital securities, or

the market value of any Regions common stock that Regions or its subsidiaries have delivered as consideration for property or assets in an arm's-length transaction or issued in connection with the conversion or exchange of any convertible or exchangeable securities, other than securities for which Regions or any of its subsidiaries has received equity credit from any rating agency,

in each case within the applicable measurement period.

The replacement capital covenant, including the definitions of the various types of replacement capital securities referred to above and other important terms, is described in more detail under Replacement Capital Covenant.

If an event of default resulting in the acceleration of the JSNs occurs, Regions will not have to comply with the replacement capital covenant. Regions' covenant in the replacement capital covenant will run only to the benefit of the covered debtholders. It may not be enforced by the holders of the Trust Preferred Securities or the JSNs. The initial series of covered debt is Regions' 63/4% Subordinated Debentures due 2025, which have CUSIP No. 032165 AD 4.

Guarantee by Regions

Regions will fully and unconditionally guarantee payment of amounts due under the Trust Preferred Securities on a subordinated basis and only to the extent the Trust has funds available for payment of those amounts. We refer to this obligation as the *guarantee*. The guarantee does not cover payments if the Trust does not have sufficient funds to make the distribution payments, including, for example, if Regions has failed to pay to the Trust amounts due under the JSNs or if it elects to defer payment of interest under the JSNs.

As issuer of the JSNs, Regions is also obligated to pay the expenses and other obligations of the Trust, other than its obligations to make payments on the Trust Preferred Securities.

Use of Proceeds

The Trust will invest the proceeds from its sale of the Trust Preferred Securities through the underwriters to investors and its common securities to Regions in the JSNs issued by Regions. Regions expects to use the net proceeds it will receive upon issuance of the JSNs, expected to be approximately \$691,304,000 after deduction of its expenses and underwriting commissions, for general corporate purposes, including stock repurchases, and to redeem approximately \$222.5 million of its 8.20% Junior Subordinated Notes due 2026, which are held by Union Planters Capital Trust A and assumed as obligations by Regions as a result of its merger with Union Planters Corporation on July 1, 2004. The Trust will use the proceeds of such redemption to redeem its 8.20% Trust Preferred Securities.

Table of Contents**Ratio of Earnings to Fixed Charges**

Our consolidated ratios of earnings to fixed charges for each of the five fiscal years ended December 31, 2006, 2005, 2004, 2003 and 2002 are as follows:

	Year Ended December 31				
	2006	2005	2004	2003	2002
Ratio of Earnings to Fixed Charges ⁽¹⁾ :					
Excluding interest on deposits	3.81x	3.76x	4.20x	3.77x	3.17x
Including interest on deposits	1.82	1.94	2.36	2.20	1.82

⁽¹⁾ For purposes of computing the ratio of earnings to fixed charges, earnings as adjusted consists of income before income taxes plus fixed charges. Fixed charges, excluding interest on deposits, consists of interest and debt expense, amortization of deferred debt costs, and the estimated interest portion of rent expense.

S-9

Table of Contents**Selected Consolidated Financial Data**

The following is selected consolidated financial data for Regions for the years ended December 31, 2006, 2005 and 2004.

The consolidated financial data for each of the years ended December 31, 2006, 2005 and 2004 is derived from Regions' audited consolidated financial statements. Regions' consolidated financial statements for each of the three fiscal years ended December 31, 2006, 2005 and 2004 were audited by Ernst & Young LLP, independent registered public accounting firm. The summary below should be read in conjunction with Regions' consolidated financial statements, and the related notes thereto, and the other information in Regions' 2006 Annual Report on Form 10-K.

Regions' consolidated financial statements include the results of operations of acquired companies only from their respective dates of acquisition. The consolidated results of operations of Regions for the year ended December 31, 2006 include the results of operations of AmSouth since November 4, 2006, and for the year ended December 31, 2004 include the results of operations of Union Planters Corporation since July 1, 2004.

<i>(In thousands, except per share data)</i>	Year Ended December 31		
	2006	2005	2004
CONSOLIDATED CONDENSED SUMMARIES OF INCOME			
Total interest income	\$ 5,694,258	\$ 4,310,375	\$ 2,955,685
Total interest expense	2,340,816	1,489,756	842,651
Net interest income	3,353,442	2,820,619	2,113,034
Provision for loan losses	142,500	165,000	128,500
Net interest income after provision for loan losses	3,210,942	2,655,619	1,984,534
Total non-interest income before security gains (losses), net	2,053,981	1,832,324	1,599,345
Securities gains (losses), net	8,123	(18,892)	63,086
Total non-interest expense	3,314,031	3,046,956	2,471,383
Income taxes	605,870	421,551	351,817
Net income	\$ 1,353,145	\$ 1,000,544	\$ 823,765
Net income available to common shareholders	\$ 1,353,145	\$ 1,000,544	\$ 817,745
PER COMMON SHARE DATA			
Earnings per share basic	\$ 2.70	\$ 2.17	\$ 2.22
Earnings per share diluted	2.67	\$ 2.15	\$ 2.19
Cash dividends declared	1.40	\$ 1.36	\$ 1.33
Weighted-average number of shares outstanding basic	501,681	461,171	368,656
Weighted-average number of shares outstanding diluted	506,989	466,183	373,732

Table of Contents

<i>(In thousands)</i>	Year Ended December 31	
	2006	2005
CONSOLIDATED CONDENSED PERIOD-END STATEMENTS OF CONDITION		
ASSETS		
Cash and due from banks	\$ 3,550,742	\$ 2,414,560
Securities available for sale	18,514,332	11,947,810
Trading account assets	1,442,994	992,082
Loans held for sale	3,308,064	1,531,664
Loans held for sale divestitures	1,612,237	
Loans, net of unearned income	94,550,602	58,404,913
Allowance for loan losses	(1,055,953)	(783,536)
Net loans	93,494,649	57,621,377
Excess purchase price	11,175,647	5,027,044
Other identifiable intangible assets	957,834	314,368
Other assets	9,312,522	4,936,695
Total assets	\$ 143,369,021	\$ 84,785,600
LIABILITIES AND STOCKHOLDERS EQUITY		
Total deposits	\$ 101,227,969	\$ 60,378,367
Total short-term borrowings	9,667,071	4,966,279
Long-term borrowings	8,642,649	6,971,680
Other liabilities	3,129,878	1,854,991
Total liabilities	122,667,567	74,171,317
Stockholders equity	20,701,454	10,614,283
Total liabilities and stockholders equity	\$ 143,369,021	\$ 84,785,600

Table of Contents

RISK FACTORS

An investment in the Trust Preferred Securities is subject to the risks described below. You should carefully review the following risk factors and other information contained in this prospectus supplement, in documents incorporated by reference in this prospectus supplement and in the accompanying prospectus before deciding whether this investment is suited to your particular circumstances. In addition, because each Trust Preferred Security sold in the offering will represent a beneficial interest in the Trust, which will own our JSNs, you are also making an investment decision with regard to the JSNs, as well as our guarantee of the Trust's obligations. You should carefully review all the information in this prospectus supplement about all of these securities.

The indenture does not limit the amount of indebtedness for money borrowed Regions may issue that ranks senior to the JSNs upon its liquidation or in right of payment as to principal or interest.

The JSNs will be subordinate and junior upon Regions' liquidation to its obligations under all of its indebtedness for money borrowed that is not by its terms made *pari passu* with or junior to the JSNs upon liquidation. At December 31, 2006, Regions' indebtedness for money borrowed ranking senior to the JSNs on liquidation, on a parent-only basis, was approximately \$3.6 billion.

Parity securities means debt securities or guarantees that rank on a parity with the JSNs upon Regions' liquidation. Regions may issue parity securities as to which it is required to make payments of interest during a deferral period on the JSNs that, if not made, would cause it to breach the terms of the instrument governing such parity securities. The terms of the JSNs permit Regions to make any payment of deferred interest on parity securities that, if not made, would cause it to breach the terms of the instrument governing such parity securities. They also permit Regions to make any payment of current or deferred interest on parity securities and on the JSNs during a deferral period that is made *pro rata* to the amounts due on such parity securities and the JSNs, subject to the limitations described in the last paragraph under "Description of the Junior Subordinated Notes - Alternative Payment Mechanism" to the extent that they apply.

The JSNs beneficially owned by the Trust will be effectively subordinated to the obligations of Regions subsidiaries.

Regions receives a significant portion of its revenue from dividends from its subsidiaries. Because it is a holding company, its right to participate in any distribution of the assets of its banking or nonbanking subsidiaries, upon a subsidiary's dissolution, winding-up, liquidation or reorganization or otherwise, and thus your ability to benefit indirectly from such distribution, is subject to the prior claims of creditors of any such subsidiary, except to the extent that Regions may be a creditor of that subsidiary and its claims are recognized. There are legal limitations on the extent to which some of its subsidiaries may extend credit, pay dividends or otherwise supply funds to, or engage in transactions with, it or some of its other subsidiaries, including Regions' principal banking subsidiary, Regions Bank. Regions' subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay amounts due under Regions' contracts or otherwise to make any funds available to it. Accordingly, the payments on the JSNs, and therefore the Trust Preferred Securities, effectively will be subordinated to all existing and future liabilities of Regions' subsidiaries. At December 31, 2006, Regions' subsidiaries' direct borrowings and deposit liabilities were approximately \$119.1 billion.

Regions' ability to make distributions on or redeem the Trust Preferred Securities is restricted.

Federal banking authorities will have the right to examine the Trust and its activities because it is Regions subsidiary. Under certain circumstances, including any determination that Regions

S-12

Table of Contents

relationship to the Trust would result in an unsafe and unsound banking practice, these banking authorities have the authority to issue orders that could restrict the Trust's ability to make distributions on or to redeem the Trust Preferred Securities.

Regions guarantees distributions on the Trust Preferred Securities only if the Trust has cash available.

If you hold any of the Trust Preferred Securities, Regions will guarantee you, on an unsecured and junior subordinated basis, the payment of the following:

any accumulated and unpaid distributions required to be paid on the Trust Preferred Securities, to the extent the Trust has funds available to make the payment;

the redemption price for any Trust Preferred Securities called for redemption, to the extent the Trust has funds available to make the payment; and

upon a voluntary or involuntary dissolution, winding-up or liquidation of the Trust, other than in connection with a distribution of corresponding assets to holders of Trust Preferred Securities, the lesser of:

the aggregate of the stated liquidation amount and all accumulated and unpaid distributions on the Trust Preferred Securities to the date of payment, to the extent the Trust has funds available to make the payment; and

the amount of assets of the Trust remaining available for distribution to holders of the Trust Preferred Securities upon liquidation of the Trust.

If Regions does not make a required interest payment on the JSNs or elects to defer interest payments on the JSNs, the Trust will not have sufficient funds to make the related distribution on the Trust Preferred Securities. The guarantee does not cover payments on the Trust Preferred Securities when the Trust does not have sufficient funds to make them. If Regions does not pay any amounts on the JSNs when due, holders of the Trust Preferred Securities will have to rely on the enforcement by the property trustee of the property trustee's rights as owner of the JSNs, or proceed directly against Regions for payment of any amounts due on the JSNs.

Regions' obligations under the guarantee are unsecured and are subordinated to and junior in right of payment to all of its secured and senior indebtedness, and will rank *pari passu* with any similar guarantees of parity securities it may issue in the future.

Regions' right to redeem the JSNs prior to May 1, 2057 is limited by the replacement capital covenant.

Regions may redeem any or all of the JSNs at any time, as described under "Description of the Junior Subordinated Notes Redemption." However, the replacement capital covenant described under "Replacement Capital Covenant" will limit its right to redeem or purchase JSNs prior to May 1, 2057. In the replacement capital covenant, Regions covenants, for the benefit of holders of a designated series of its indebtedness that ranks senior to the JSNs, or in certain limited cases holders of a designated series of indebtedness of Regions Bank, that neither it nor any of its subsidiaries will redeem, repay or purchase the JSNs or the Trust Preferred Securities unless:

in the case of a redemption or repurchase prior to the scheduled maturity date, it has received any necessary approvals from the Federal Reserve, and

the principal amount repaid or the applicable redemption or purchase price does not exceed a maximum amount determined by reference to:

the aggregate amount of net cash proceeds it receives from the sale of certain replacement capital securities, or

S-13

Table of Contents

the market value of any Regions common stock that Regions or its subsidiaries have delivered as consideration for property or assets in an arm's-length transaction or issued in connection with the conversion or exchange of any convertible or exchangeable securities, other than securities for which Regions or any of its subsidiaries has received equity credit from any rating agency,

in each case within the applicable measurement period. Accordingly, there could be circumstances in which it would be in the interest of both you and Regions that some or all of the JSNs or the Trust Preferred Securities be redeemed, and sufficient cash is available for that purpose, but Regions will be restricted from doing so because it did not obtain proceeds from the sale of replacement capital securities, which are described in Replacement Capital Covenant, or otherwise deliver or issue common stock in connection with the acquisition of property or assets or the conversion or exchange of convertible or exchangeable securities.

Regions' obligation to repay the JSNs on the scheduled maturity date is subject to issuance of qualifying capital securities.

Regions' obligation to repay the JSNs on the scheduled maturity date is limited. Regions is required to repay the JSNs on the scheduled maturity date only to the extent of the applicable percentage of the net proceeds from its issuance of qualifying capital securities (as these terms are defined under Replacement Capital Covenant) within a 180-day period ending on a notice date not more than 15 or less than 10 days prior to such date. If it has not raised sufficient proceeds from the issuance of qualifying capital securities to permit repayment of the JSNs on the scheduled maturity date, it will repay the JSNs to the extent of the applicable percentage of the net proceeds it has received and the unpaid portion will remain outstanding. Moreover, Regions may only pay deferred interest out of the net proceeds from the sale of qualifying APM securities, as described under Regions' ability to pay deferred interest is limited by the terms of the alternative payment mechanism, and is subject to market disruption events and other factors beyond its control. Regions will be required to repay the unpaid principal amount of the JSNs on each subsequent interest payment date to the extent of the applicable percentage of the net proceeds it receives from any subsequent issuance of qualifying capital securities until: (i) it has raised sufficient net proceeds to permit repayment in full in accordance with this requirement, (ii) payment of the JSNs is accelerated upon the occurrence of an event of default or (iii) the final repayment date for the JSNs. Regions' ability to issue qualifying capital securities in connection with this obligation to repay the JSNs will depend on, among other things, legal and regulatory requirements, market conditions at the time the obligation arises, as well as the acceptability to prospective investors of the terms of these qualifying capital securities. Although Regions has agreed to use its commercially reasonable efforts to issue sufficient qualifying capital securities during the 180-day period referred to above to repay the JSNs and from month to month thereafter until the JSNs are repaid in full, its failure to do so would not be an event of default or give rise to a right of acceleration or similar remedy until the final repayment date, and it will be excused from using its commercially reasonable efforts if certain market disruption events occur.

Moreover, at or around the time of issuance of the Trust Preferred Securities, Regions will enter into the replacement capital covenant described above pursuant to which Regions will make a covenant that restricts its right to repay, redeem or purchase JSNs or Trust Preferred Securities at any time prior to May 1, 2057. Regions may modify the replacement capital covenant without your consent if the modification does not further restrict its ability to repay the JSNs in connection with an issuance of qualifying capital securities. See Replacement Capital Covenant.

Regions has no obligation to issue any securities other than qualifying capital securities in connection with its obligation to repay the JSNs on or after the scheduled maturity date.

Table of Contents***Regions has the right to defer interest for 10 years without causing an event of default.***

Regions has the right to defer interest on the JSNs for one or more consecutive interest periods of not more than 10 years. Although it would be subject to the alternative payment mechanism after the earlier of the fifth anniversary of the commencement of the deferral period and the first interest payment date on which it makes any payment of current interest during a deferral period, if it is unable to raise sufficient eligible proceeds, it may fail to pay accrued interest on the JSNs for a period of up to 10 consecutive years without causing an event of default. During any such deferral period, holders of Trust Preferred Securities will receive limited or no current payments on the Trust Preferred Securities and, so long as Regions is otherwise in compliance with its obligations, such holders will have no remedies against the Trust or Regions for nonpayment unless it fails to pay all deferred interest (including compounded interest) within 30 days of the conclusion of a 10-year deferral period.

Regions' ability to pay deferred interest is limited by the terms of the alternative payment mechanism, and is subject to market disruption events and other factors beyond its control.

If Regions elects to defer interest payments, it will not be permitted to pay deferred interest on the JSNs (and compounded interest thereon) during the deferral period, which may last up to 10 years, from any source other than the issuance of common stock, qualifying preferred stock up to the preferred stock issuance cap and qualifying warrants (each as defined under Description of the Junior Subordinated Notes Alternative Payment Mechanism), except in limited circumstances. Those limited circumstances are: (i) the occurrence and continuance of a supervisory event (*i.e.*, the Federal Reserve has disapproved of such issuance or disapproved of the use of proceeds of such issuance to pay deferred interest), (ii) the deferral period is terminated as permitted under the indenture on the interest payment date following certain business combinations (or if later, within 90 days following the date of consummation of the business combination) and (iii) an event of default has occurred and is continuing. In those circumstances, Regions will be permitted, but not required, to pay deferred interest with cash from any source, all as described under Description of the Junior Subordinated Notes Alternative Payment Mechanism. Common stock, qualifying preferred stock and qualifying warrants issuable under the alternative payment mechanism are referred to as qualifying APM securities. The preferred stock issuance cap limits the issuance of qualifying preferred stock pursuant to the alternative payment mechanism to an amount the net proceeds of which, together with the net proceeds of all qualifying preferred stock issued during any deferral period and applied to pay deferred interest, equal to 25% of the aggregate principal amount of the outstanding JSNs. The occurrence of a market disruption event or supervisory event may prevent or delay a sale of qualifying APM securities pursuant to the alternative payment mechanism and, accordingly, the payment of deferred interest on the JSNs. Market disruption events include events and circumstances both within and beyond Regions' control, such as the failure to obtain approval of a regulatory body or governmental authority to issue qualifying APM securities or shareholder consent to increase the shares available for issuance in a sufficient amount, in each case notwithstanding its commercially reasonable efforts. Moreover, Regions may encounter difficulties in successfully marketing its qualifying APM securities, particularly during times it is subject to the restrictions on dividends as a result of the deferral of interest. If Regions does not sell sufficient qualifying APM securities to fund deferred interest payments in these circumstances (other than as a result of a supervisory event), Regions will not be permitted to pay deferred interest to the Trust and, accordingly, no payment of distributions may be made on the Trust Preferred Securities, even if it has cash available from other sources. See Description of the Junior Subordinated Notes Option to Defer Interest Payments, Alternative Payment Mechanism and Market Disruption Events.

The indenture limits Regions' obligation to raise proceeds from the sale of shares of common stock to pay deferred interest attributable to the first five years of any deferral period (including compounded interest thereon) prior to the ninth anniversary of the commencement of a deferral period in excess of an amount we refer to as the *common equity issuance cap*. The common equity issuance cap takes into account all sales of common stock and qualifying warrants under the

Table of Contents

alternative payment mechanism for that deferral period. Once Regions reaches the common equity issuance cap for a deferral period, it will no longer be obligated to sell common stock to pay deferred interest relating to such deferral period unless such deferral extends beyond the date which is nine years following its commencement. Although Regions has the right to sell common stock if it has reached the common equity issuance cap, it has no obligation to do so. In addition, the sale of qualifying warrants to raise proceeds to pay deferred interest is an option that Regions has, but in general it is not obligated to sell qualifying warrants and no party may require it to. See Description of the Junior Subordinated Notes Alternative Payment Mechanism.

The terms of Regions' outstanding junior subordinated debentures prohibit it from making any payment of principal or interest on the JSNs or the guarantee relating to the Trust Preferred Securities and from repaying, redeeming or repurchasing any JSNs if there has occurred any event that would constitute an event of default under the applicable junior subordinated indenture or the related guarantee or at any time when it has deferred interest thereunder.

Regions must notify the Federal Reserve before using the alternative payment mechanism and may not use it if the Federal Reserve shall have disapproved.

The indenture for the JSNs provides that Regions must notify the Federal Reserve if the alternative payment mechanism is applicable and that it may not sell its qualifying APM securities or apply any eligible proceeds to pay interest pursuant to the alternative payment mechanism if a supervisory event has occurred and is continuing (*i.e.*, the Federal Reserve has disapproved of such issuance or disapproved of the use of proceeds of such issuance to pay deferred interest). The Federal Reserve may allow the issuance of qualifying APM securities, but not allow use of the proceeds to pay deferred interest on the JSNs and require that the proceeds be applied to other purposes, including supporting a troubled bank subsidiary. Accordingly, if Regions elects to defer interest on the JSNs and the Federal Reserve disapproves of the issuance of qualifying APM securities or the application of the proceeds to pay deferred interest, it may be unable to pay the deferred interest on the JSNs.

Regions may continue to defer interest in the event of Federal Reserve disapproval of all or part of the alternative payment mechanism until 10 years have elapsed since the beginning of the deferral period without triggering an event of default under the indenture. As a result, Regions could defer interest for up to 10 years without being required to sell qualifying APM securities and apply the proceeds to pay deferred interest.

Regions has the ability under certain circumstances to narrow the definition of qualifying APM securities.

Regions may, without the consent of the holders of the Trust Preferred Securities or the JSNs, amend the definition of qualifying APM securities for the purposes of the alternative payment mechanism to eliminate common stock or qualifying warrants (but not both) from the definition if it has been advised in writing by a nationally recognized independent accounting firm that there is more than an insubstantial risk that the failure to do so would result in a reduction in its earnings per share as calculated for financial reporting purposes. The elimination of either common stock or qualifying warrants from the definition of qualifying APM securities, together with continued application of the preferred stock issuance cap, may make it more difficult for Regions to succeed in selling sufficient qualifying APM securities to fund the payment of deferred interest.

Deferral of interest payments could adversely affect the market price of the Trust Preferred Securities.

Regions currently does not intend to exercise its right to defer payments of interest on the JSNs. However, if it exercises that right in the future, the market price of the Trust Preferred Securities is likely to be affected. As a result of the existence of this deferral right, the market price of the

Table of Contents

Trust Preferred Securities, payments on which depend solely on payments being made on the JSNs, may be more volatile than the market prices of other securities that are not subject to optional deferral. If Regions does defer interest on the JSNs and you elect to sell Trust Preferred Securities during the deferral period, you may not receive the same return on your investment as a holder that continues to hold its Trust Preferred Securities until the payment of interest at the end of the deferral period.

If Regions does defer interest payments on the JSNs, you will be required to accrue income, in the form of original issue discount, for United States federal income tax purposes during the period of the deferral in respect of your proportionate share of the JSNs, even if you normally report income when received and even though you may not receive the cash attributable to that income during the deferral period. You will also not receive the cash distribution related to any accrued and unpaid interest from the Trust if you sell the Trust Preferred Securities before the record date for any deferred distributions, even if you held the Trust Preferred Securities on the date that the payments would normally have been paid. See Certain United States Federal Income Tax Consequences Interest Income and Original Issue Discount.

Claims would be limited upon bankruptcy, insolvency or receivership.

In certain events of Regions' bankruptcy, insolvency or receivership prior to the redemption or repayment of any JSNs, whether voluntary or not, a holder of JSNs will have no claim for, and thus no right to receive, deferred and unpaid interest (including compounded interest thereon) that has not been settled through the application of the alternative payment mechanism to the extent the amount of such interest exceeds the sum of (x) two years of accumulated and unpaid interest (including compounded interest thereon) on the JSNs and (y) an amount equal to such holder's *pro rata* share of the excess, if any, of the preferred stock issuance cap over the aggregate amount of net proceeds from the sale of qualifying preferred stock that Regions has applied to pay such deferred interest pursuant to the alternative payment mechanism. Each holder of JSNs is deemed to agree that, to the extent the claim for deferred interest exceeds the amount set forth in clause (x), the amount it receives in respect of such excess shall not exceed the amount it would have received had the claim for such excess ranked *pari passu* with the interests of the holders, if any, of qualifying preferred stock.

Holders of the Trust Preferred Securities have limited rights under the JSNs.

Except as described below, you, as a holder of the Trust Preferred Securities, will not be able to exercise directly any rights with respect to the JSNs.

If an event of default under the Amended Declaration were to occur and be continuing, holders of the Trust Preferred Securities would rely on the enforcement by the property trustee of its rights as the registered holder of the JSNs against Regions. In addition, the holders of a majority in liquidation amount of the Trust Preferred Securities would have the right to direct the time, method and place of conducting any proceeding for any remedy available to the property trustee or to direct the exercise of any trust or power conferred upon the property trustee under the Amended Declaration, including the right to direct the property trustee to exercise the remedies available to it as the holder of the JSNs.

The indenture for the JSNs provides that the indenture trustee must give holders notice of all defaults or events of default within 30 days after they become known to the indenture trustee. However, except in the cases of a default or an event of default in payment on the JSNs, the indenture trustee will be protected in withholding the notice if its responsible officers determine that withholding of the notice is in the interest of the holders.

If the property trustee were to fail to enforce its rights under the JSNs in respect of an indenture event of default after a record holder of the Trust Preferred Securities has made a written request, that record holder may, to the extent

permitted by applicable law, institute a legal proceeding against Regions to enforce the property trustee's rights under the JSNs. In addition, if Regions were to fail to pay interest or principal on the JSNs on the date that interest or principal is otherwise payable, except for deferrals permitted by the Amended Declaration and the indenture, and this failure to pay were

S-17

Table of Contents

continuing, holders of the Trust Preferred Securities may directly institute a proceeding for enforcement of Regions obligations to issue qualifying APM securities pursuant to the alternative payment mechanism or to use commercially reasonable efforts to sell qualifying capital securities as described under Description of the Junior Subordinated Notes Repayment of Principal, in each case subject to a market disruption event, and for payment of the principal or interest on the JSNs having a principal amount equal to the aggregate liquidation amount of their Trust Preferred Securities (a *direct action*) after the respective due dates specified in the JSNs. In connection with a direct action, Regions would have the right under the indenture and the Amended Declaration to set off any payment made to that holder by it.

The property trustee, as holder of the JSNs on behalf of the Trust, has only limited rights of acceleration.

The property trustee, as holder of the JSNs on behalf of the Trust, may accelerate payment of the principal and accrued and unpaid interest on the JSNs only upon the occurrence and continuation of an indenture event of default. An indenture event of default is generally limited to payment defaults after 10 years of interest deferral, and specific events of bankruptcy, insolvency and reorganization relating to Regions or the receivership of Regions Bank, its principal banking subsidiary.

There is no right of acceleration upon Regions breach of other covenants under the indenture or default on its payment obligations under the guarantee. In addition, the indenture does not protect holders from a sudden and dramatic decline in credit quality resulting from takeovers, recapitalizations, or similar restructurings or other highly leveraged transactions.

There may be no trading market for the Trust Preferred Securities.

Regions does not intend to apply for listing of the Trust Preferred Securities on the New York Stock Exchange or any other securities exchange. Although Regions has been advised that the underwriters intend to make a market in the Trust Preferred Securities, the underwriters are not obligated to do so and may discontinue market making at any time. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Trust Preferred Securities.

The general level of interest rates and Regions credit quality will directly affect the value of the Trust Preferred Securities.

The trading prices of the Trust Preferred Securities will be directly affected by, among other things, interest rates generally and Regions credit quality. It is impossible to predict whether interest rates will rise or fall. Regions operating results and prospects and economic, financial and other factors will affect the value of the Trust Preferred Securities.

General market conditions and unpredictable factors could adversely affect market prices for the Trust Preferred Securities.

There can be no assurance about the market prices for the Trust Preferred Securities. Several factors, many of which are beyond our control, will influence the market value of the Trust Preferred Securities. Factors that might influence the market value of the Trust Preferred Securities include:

whether Regions is deferring interest or is likely to defer interest on the JSNs;

Regions creditworthiness;

the market for similar securities; and

economic, financial, geopolitical, regulatory or judicial events that affect Regions or the financial markets generally.

Accordingly, the Trust Preferred Securities that an investor purchases, whether in this offering or in the secondary market, may trade at a discount to their cost.

S-18

Table of Contents

Regions may redeem the JSNs at any time. In certain circumstances, the redemption price will not include a make-whole amount, and prior to May 15, 2027 the make-whole amount may be less than would otherwise apply if there is a challenge to the tax characterization or certain changes occur relating to the rating agency treatment of the JSNs.

Regions may redeem any or all of the JSNs at any time. The redemption price will be 100% of the principal amount of the JSNs to be redeemed plus accrued interest through the date of redemption in the case of a redemption: (i) of any JSNs on May 15, 2027; (ii) of all but not less than all the JSNs in connection with certain changes relating to the capital treatment of the Trust Preferred Securities or the investment company laws; (iii) of all but not less than all the JSNs after May 15, 2027 in connection with certain changes in the tax treatment accorded to the Trust Preferred Securities, or (iv) of any JSNs at any time on or after May 15, 2047 (including on or after the scheduled maturity date). The redemption price will be a make-whole redemption price in the case of any other redemption. In the case of a redemption of all of the JSNs prior to May 15, 2027 in connection with certain changes in the rating agency credit or tax treatment accorded to the Trust Preferred Securities, the make-whole redemption price may be lower than would otherwise apply. If the Trust Preferred Securities were redeemed, the redemption would be a taxable event to you. In addition, you might not be able to reinvest the money you receive upon redemption of the Trust Preferred Securities at the same rate as the rate of return on the Trust Preferred Securities. See Description of the Junior Subordinated Notes Redemption.

An IRS pronouncement or threatened challenge resulting in a tax event could occur at any time. Similarly, changes in rating agency methodology or the treatment of the Trust Preferred Securities for Federal Reserve capital adequacy purposes, and changes relating to the treatment of the trust as an investment company, could result in the JSNs being redeemed earlier or at a lower redemption price than would otherwise be the case. See Description of the Junior Subordinated Notes Redemption for a further description of those events.

There can be no assurance that the Internal Revenue Service or a court will agree with the characterization of the JSNs as indebtedness for United States federal income tax purposes.

The JSNs are novel financial instruments and there is no statutory, judicial or administrative authority that directly addresses the United States federal income tax treatment of securities similar to the JSNs. Thus, no assurance can be given that the Internal Revenue Service or a court will agree with the characterization of the JSNs as indebtedness for United States federal income tax purposes. If, contrary to the opinion of Regions' tax counsel, the JSNs were recharacterized as equity of Regions, payment on the Trust Preferred Securities to Non-U.S. Holders would generally be subject to the United States federal withholding tax at a rate of 30% (or such lower applicable treaty rate). See Certain United States Federal Income Tax Consequences.

Table of Contents

REGIONS FINANCIAL CORPORATION

Regions Financial Corporation is a Delaware corporation and financial holding company headquartered in Birmingham, Alabama, which operates throughout the South, Midwest and Texas. Regions' operations consist of banking, brokerage and investment services, mortgage banking, insurance brokerage, credit life insurance, leasing, commercial accounts receivable factoring and specialty financing. At December 31, 2006, Regions had total consolidated assets of approximately \$143.4 billion, total consolidated deposits of approximately \$101.2 billion and total consolidated stockholders' equity of approximately \$20.7 billion. Its principal executive offices are located at 1900 Fifth Avenue North, Birmingham, Alabama 35203. In November 2006, Regions and AmSouth completed a merger of the two companies. AmSouth was a \$52 billion bank holding company headquartered in Birmingham, Alabama.

Regions conducts its banking operations through Regions Bank, an Alabama chartered commercial bank that is a member of the Federal Reserve System. At December 31, 2006, Regions operated approximately 2,000 full service banking offices in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia.

Morgan Keegan & Company, Inc. (*Morgan Keegan*), a subsidiary of Regions Financial Corporation, is a full-service regional brokerage and investment banking firm. Morgan Keegan offers products and services including securities brokerage, asset management, financial planning, mutual funds, securities underwriting, sales and trading, and investment banking. Morgan Keegan, one of the largest investment firms in the South, provides services from over 400 offices located in Alabama, Arkansas, Florida, Georgia, Illinois, Kentucky, Massachusetts, Mississippi, New York, Louisiana, North Carolina, South Carolina, Tennessee, Texas and Virginia.

Regions Mortgage, a division of Regions Bank, is engaged in mortgage banking.

Regions offers its insurance products through its subsidiaries. Through its insurance brokerage operations in eight states, Regions offers a variety of personal and commercial insurance products as well as credit-related insurance. Through other subsidiaries, Regions acts as a re-insurer of insurance for certain of its affiliates.

Regions provides additional financial services through its other subsidiaries or divisions.

RECENT DEVELOPMENTS

On April 17, 2007, Regions announced its results of operations for the first quarter of 2007. Our first quarter 2007 income from continuing operations was \$474.1 million, or 65 cents per diluted share, which included \$30.4 million in after-tax merger-related expenses (4 cents per diluted share). Excluding the impact of merger-related expenses, per diluted share earnings from continuing operations were 69 cents, or 6% above the 65 cents reported in the first quarter of 2006, or 2 cents higher than the 67 cents reported in the fourth quarter of 2006. The following table presents a computation of earnings and earnings per diluted share from continuing operations excluding merger charges (non-GAAP). Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Merger charges are included in financial results presented in accordance with generally accepted accounting principles (GAAP). Regions believes the exclusion of

Table of Contents

merger charges in expressing earnings and certain other financial measures provides a meaningful basis for period-to-period comparisons.

<i>(Dollars in thousands, except per share data)</i>	Quarter Ended March 31	
	2007	2006
INCOME		
Income from continuing operations (GAAP)	\$ 474,076	\$ 299,142
Loss from discontinued operations, net of tax	(141,095)	(4,462)
Net income (GAAP)	\$ 332,981	\$ 294,680
Income from continuing operations (GAAP)	\$ 474,076	\$ 299,142
Merger-related charges, pre-tax		
Salaries and employee benefits	23,531	
Net occupancy expense	3,830	
Furniture and equipment expense	245	
Other	21,387	
Total merger-related charges, pre-tax	48,993	
Merger-related charges, net of tax	30,376	
Income excluding discontinued operations and merger charges (non-GAAP)	\$ 504,452	\$ 299,142
Weighted-average shares outstanding diluted	734,534	461,043
Earnings per share, excluding discontinued operations and merger charges diluted	\$ 0.69	\$ 0.65

On March 30, 2007, we completed the sale of our non-conforming wholesale mortgage originator, EquiFirst Holdings Corp. (*EquiFirst*), to Barclays Bank PLC for \$76 million. EquiFirst's after-tax net loss for first quarter 2007 was \$141 million (19 cents per diluted share), which is reported as discontinued operations.

Taxable equivalent net interest income was \$1.2 billion, resulting in a net interest margin of 3.99%, compared with 4.10% in the fourth quarter of 2006. This reflects the combination of AmSouth's balance sheet and its lower net interest margin with that of Regions for the first full quarter since the November 4, 2006 merger date. Also, approximately 7 basis points of the linked-quarter margin decline was due to a lower tax equivalent adjustment in net interest income from the first quarter adoption of FASB Interpretation No. 48 (FIN 48) relating to accounting for uncertain tax positions, as discussed below.

Loans, net of unearned income, decreased by approximately 1.6% on a linked-quarter annualized basis during the first quarter of 2007. Growth in real estate-construction and other consumer loans was offset by net decreases in other categories, particularly real estate-mortgage loans.

An increase in low-cost deposits, which include non-interest bearing demand, savings and interest-bearing deposits and money market accounts, versus the fourth quarter of 2006, excluding the impact of divestitures, coupled with a slowdown in the growth of higher cost certificates of deposit, had a positive impact to our overall deposit mix. Required branch divestitures reduced March 31, 2007 deposits and loans held-for-sale balances by a respective \$2.8 billion and \$1.6 billion compared to year-end 2006.

During the first quarter of 2007, we repurchased 10.0 million of our common shares at an average cost of \$36.09 per share.

At March 31, 2007, our capital position, as measured by the tangible shareholders' equity-to-tangible assets ratio, was 6.52%. This compared to 6.53% at December 31, 2006. Due to the first quarter adoption of FIN 48, we adjusted equity lower by a cumulative \$259 million. This adjustment does not

S-21

Table of Contents

materially affect our capital adequacy. Additionally, the adoption of FIN 48 creates an ongoing approximate 200 basis point increase in Regions' effective tax rate, which will decrease earnings per diluted share by approximately 7 cents in 2007.

THE TRUST

Regions Financing Trust II, or the *Trust*, is a statutory trust organized under Delaware law pursuant to a Declaration of Trust, as amended by Amendment No. 1 thereto, signed by Regions, as depositor of the Trust, the property trustee and the Delaware trustee and the filing of a certificate of trust with the Delaware Secretary of State on January 26, 2001. The Declaration of the Trust will be amended and restated in its entirety before the issuance of the Trust Preferred Securities. We refer to the Declaration of Trust, as so amended and restated, as the *Amended Declaration*. Regions will acquire common securities in an aggregate liquidation amount equal to \$10,000. The term of the Trust will be approximately 76 years.

The Trust was established solely for the following purposes:

issuing the Trust Preferred Securities and common securities representing undivided beneficial interests in the Trust;

investing the gross proceeds of the Trust Preferred Securities and the common securities in the JSNs; and

engaging in only those activities convenient, necessary or incidental thereto.

The Trust is a finance subsidiary of Regions within the meaning of Rule 3-10 of Regulation S-X under the Securities Act of 1933, or *Securities Act*. As a result, no separate financial statements of the Trust are included in this prospectus supplement, and Regions does not expect that the Trust will file reports with the SEC under the Exchange Act.

USE OF PROCEEDS

The Trust will invest the proceeds from its sale of the Trust Preferred Securities through the underwriters to investors and its common securities to Regions in the JSNs issued by Regions. Regions expects to use the net proceeds it will receive upon issuance of the JSNs, expected to be approximately \$691,304,000 after deduction of expenses and underwriting commissions, for general corporate purposes, including stock repurchases, and to redeem approximately \$222.5 million of its 8.20% Junior Subordinated Notes due 2026, which are held by Union Planters Capital Trust A and assumed as obligations by Regions as a result of its merger with Union Planters Corporation on July 1, 2004. The Trust will use the proceeds of such redemption to redeem its 8.20% Trust Preferred Securities.

REGULATORY CONSIDERATIONS

The Federal Reserve regulates, supervises and examines Regions as a financial holding company and a bank holding company under the Bank Holding Company Act. For a discussion of the material elements of the regulatory framework applicable to financial holding companies, bank holding companies and their subsidiaries and specific information relevant to Regions, please refer to Regions' Annual Report on Form 10-K for the fiscal year ended December 31, 2006, and any subsequent reports it files with the SEC, which are incorporated by reference in this prospectus supplement. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and not for the protection of security holders. As a result of this regulatory framework, Regions' earnings are affected by actions of the Federal Reserve, the Federal Deposit Insurance Corporation, which insures the deposits of its banking subsidiaries within certain limits, and the SEC, which regulates it and the activities of certain subsidiaries engaged in the securities business.

Table of Contents

Regions' earnings are also affected by general economic conditions, its management policies and legislative action.

In addition, there are numerous governmental requirements and regulations that affect Regions' business activities. A change in applicable statutes, regulations or regulatory policy may have a material effect on Regions' business.

Depository institutions, like Regions' bank subsidiaries, are also affected by various federal laws, including those relating to consumer protection and similar matters. Regions also has other financial services subsidiaries regulated, supervised and examined by the Federal Reserve, as well as other relevant state and federal regulatory agencies and self-regulatory organizations. Regions' non-bank subsidiaries may be subject to other laws and regulations of the federal government or the various states in which they are authorized to do business.

ACCOUNTING CONSIDERATIONS AND REGULATORY CAPITAL TREATMENT

The Trust will not be consolidated on Regions' balance sheet as a result of the accounting changes reflected in FASB Interpretation No. 46, Consolidation of Variable Interest Entities, as revised in December 2003. Accordingly, for balance sheet purposes Regions will recognize the aggregate principal amount, net of discount, of the JSNs it issues to the Trust as a liability and the amount it invests in the Trust's common securities as an asset. The interest paid on the JSNs will be recorded as interest expense on Regions' income statement.

On March 1, 2005, the Federal Reserve adopted amendments to its risk-based capital adequacy guidelines. Among other things, the amendments confirm the continuing inclusion of outstanding and prospective issuances of trust preferred securities in the Tier 1 capital of bank holding companies, but make the qualitative requirements for trust preferred securities issued on or after April 15, 2005 more restrictive in certain respects and make the quantitative limits applicable to the aggregate amount of trust preferred securities and other restricted core capital elements that may be included in Tier 1 capital of bank holding companies more restrictive. The Trust Preferred Securities will qualify as Tier 1 capital for Regions in accordance with the risk-based capital adequacy guidelines of the Federal Reserve.

Table of Contents**CAPITALIZATION**

The following table sets forth the consolidated capitalization of Regions as of December 31, 2006, as adjusted to give effect to the issuance of the Trust Preferred Securities and the JSNs and the redemption of approximately \$222.5 million of Regions 8.20% Junior Subordinated Notes due 2026, which are held by Union Planters Capital Trust A and assumed as obligations by Regions as a result of its merger with Union Planters Corporation on July 1, 2004. The Trust will use the proceeds of such redemption to redeem its 8.20% Trust Preferred Securities. You should read the following table together with Regions consolidated financial statements and notes thereto incorporated by reference into the prospectus accompanying this prospectus supplement.

<i>(In thousands)</i>	December 31, 2006	
	Actual	Adjusted
Long-term Debt:		
Senior Notes:		
Fixed and floating bank notes	\$ 703,204	\$ 703,204
Floating rate notes due in 2008	399,390	399,390
4.50% notes due in 2008	349,212	349,212
4.375% notes due in 2010	489,386	489,386
Subordinated Notes:		
6.125% due in 2009	178,118	178,118
7.00% due in 2011	499,017	499,017
7.75% due in 2011	546,066	546,066
6.375% due in 2012	599,060	599,060
4.85% due in 2013 (Bank)	485,718	485,718
5.20% due in 2015 (Bank)	344,032	344,032
6.45% due in 2018 (Bank)	323,227	323,227
6.50% due in 2018 (Bank)	312,617	312,617
7.75% due in 2024	100,000	100,000
6.75% due in 2025	164,269	164,269
Junior Subordinated Notes	225,768	703,093
FHLB structured advances	2,102,356	2,102,356
Other FHLB advances	285,195	285,195
Valuation adjustments on hedged long-term debt	5,734	5,734
Other	530,280	530,280
 Total long-term debt	 \$ 8,642,649	 \$ 9,119,794
Stockholders Equity:		
Common stock, \$.01 par value, 1.5 billion shares authorized, 730,275,510 shares outstanding	\$ 7,303	\$ 7,303
Additional paid-in capital	16,339,726	16,339,726
Undivided profits	4,493,245	4,493,245
Treasury stock, at cost, 200,000 shares	(7,548)	(7,548)
Accumulated other comprehensive loss	(131,272)	(131,272)

Edgar Filing: REGIONS FINANCIAL CORP - Form 424B2

Total stockholders' equity	\$ 20,701,454	\$ 20,701,454
Total long-term debt and stockholders' equity	\$ 29,344,103	\$ 29,821,248

S-24

Table of Contents

DESCRIPTION OF THE TRUST PREFERRED SECURITIES

The following is a brief description of certain terms of the Trust Preferred Securities and of the Amended Declaration under which they are issued. This summary supplements the general description of the Trust Preferred Securities contained in the accompanying prospectus. Any information regarding the Trust Preferred Securities contained in this prospectus supplement that is inconsistent with the information in the accompanying prospectus will apply and will supersede information in the accompanying prospectus. This summary is not complete. It is subject to and qualified in its entirety by reference to the Amended Declaration, the form of which has been filed with the SEC and incorporated by reference into the registration statement to which this prospectus supplement relates and copies of which are available upon request from Regions.

General

The Trust Preferred Securities will be issued pursuant to the Amended Declaration. The terms of the Trust Preferred Securities will include those stated in the Amended Declaration, including any amendments thereto, and those made part of the Amended Declaration by the Trust Indenture Act and the Delaware Statutory Trust Act. The Trust will own all of Regions 6.625% Junior Subordinated Notes due 2077, or *JSNs*. The Trust Preferred Securities, in many important respects, are dependent upon terms and conditions of the *JSNs*. Please refer to Description of the Junior Subordinated Notes for a better understanding of provisions of the *JSNs* that impact the Trust Preferred Securities.

The term *holder* in this prospectus supplement with respect to a registered Trust Preferred Security means the person in whose name such Trust Preferred Security is registered in the security register. The Trust Preferred Securities will be held in book-entry form only, as described under Book-Entry System, except in the circumstances described in that section, and will be held in the name of The Depository Trust Company (*DTC*) or its nominee.

Distributions

A holder of record of the Trust Preferred Securities will be entitled to receive periodic distributions on the stated liquidation amount of \$1,000 per Trust Preferred Security on the same payment dates and in the same amounts as Regions pays interest on a principal amount of *JSNs* equal to the liquidation amount of such Trust Preferred Security. Distributions will accumulate from April 27, 2007. The Trust will make distribution payments on the Trust Preferred Securities:

semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2007 until May 15, 2027;

quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2027 until May 15, 2047 (or if any such day is not a business day, on the next business day); and

thereafter monthly in arrears on the 15th day of each calendar month, beginning on June 15, 2047 (or if any such day is not a business day, on the next business day).

In the event any distribution date on or prior to May 15, 2027 is not a business day, the payment made on the following business day shall be made without adjustment. If Regions defers payment of interest on the *JSNs*, distributions by the Trust on the Trust Preferred Securities will also be deferred.

On each distribution date, the Trust will pay the applicable distribution to the holders of the Trust Preferred Securities on the record date for that distribution date, which shall be the business day prior to the distribution date, provided that if the Trust Preferred Securities do not remain in book-entry form, the relevant record date shall be the date 15 days prior to the distribution date, whether or not a business day. Distributions on the Trust Preferred Securities will be cumulative. The Trust Preferred

S-25

Table of Contents

Securities will be effectively subordinated to the same debts and liabilities to which the JSNs are subordinated, as described under **Description of the Junior Subordinated Notes Subordination**.

For purposes of this prospectus supplement, *business day* means any day other than a Saturday, Sunday or other day on which banking institutions in New York, New York, Birmingham, Alabama or Wilmington, Delaware are authorized or required by law or executive order to remain closed, or on or after May 15, 2027, a day that is not also a London banking day. *London banking day* means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

Each date on which distributions are payable in accordance with the foregoing is referred to as a *distribution date*. The term *distribution* includes any interest payable on unpaid distributions unless otherwise stated. The period beginning on and including April 27, 2007 and ending on but excluding the first distribution date, November 15, 2007, and each period after that period beginning on and including a distribution date and ending on but excluding the next distribution date is called a *distribution period*. Distributions to which holders of Trust Preferred Securities are entitled but are not paid will accumulate additional distributions at the annual rate.

The funds available to the Trust for distribution to holders of the Trust Preferred Securities will be limited to payments under the JSNs. If Regions does not make interest payments on the JSNs, the property trustee will not have funds available to pay distributions on the Trust Preferred Securities. The Trust will pay distributions through the property trustee, which will hold amounts received from the JSNs in a payment account for the benefit of the holders of the Trust Preferred Securities and the common securities.

Deferral of Distributions

Regions has the right, on one or more occasions, to defer payment of interest on the JSNs for one or more consecutive interest periods not exceeding 10 years. If it exercises this right, the Trust will also defer paying a corresponding amount of distributions on the Trust Preferred Securities during that period of deferral. No deferral period may extend beyond the final repayment date of the JSNs or the earlier redemption of the JSNs. The Trust will pay deferred distributions on the Trust Preferred Securities as and when Regions pays deferred interest on the JSNs. See

Description of the Junior Subordinated Notes Option to Defer Interest Payments, Alternative Payment Mechanism and Dividend and Other Payment Stoppages during Interest Deferral and under Certain Other Circumstances for a description of Regions' right to defer interest on the JSNs, the circumstances when the alternative payment mechanism applies and Regions is obligated to pay deferred interest subject to certain limitations, and restrictions on Regions' right during any deferral period to make payments on or redeem or repurchase its capital stock or its debt securities or guarantees ranking *pari passu* with or junior to the JSNs upon its liquidation.

Redemption

If Regions repays or redeems the JSNs, in whole or in part, whether at, prior to or after the scheduled maturity date, the property trustee will use the proceeds of that repayment or redemption to redeem a liquidation amount of Trust Preferred Securities and common securities equal to the principal amount of JSNs redeemed or repaid. The redemption price for each Trust Preferred Security will be equal to the redemption price paid by Regions on a like amount of JSNs. See **Description of the Junior Subordinated Notes Redemption**.

If less than all Trust Preferred Securities and common securities are redeemed, the amount of each to be redeemed will be allocated *pro rata* based upon the total amount of Trust Preferred Securities and common securities outstanding, except in the case of a payment default, as set forth under **Description of Preferred Securities of the Trusts** in the accompanying prospectus. The particular Trust Preferred Securities to be redeemed shall be selected *pro rata* (based upon liquidation amounts) not more than 60 days prior to the redemption date by the property trustee from the

Table of Contents

outstanding Trust Preferred Securities not previously called for redemption, or by such method (including by lot) as the property trustee shall deem fair and appropriate; *provided* that so long as the Trust Preferred Securities are in book-entry form, such selection shall be made by DTC in accordance with its customary procedures.

Subject to applicable law, including U.S. federal securities laws and, at any time prior to May 1, 2057, to the replacement capital covenant, Regions or its affiliates may at any time and from time to time purchase outstanding Trust Preferred Securities by tender, in the open market or by private agreement.

Under the current risk-based capital adequacy guidelines of the Federal Reserve applicable to bank holding companies, Federal Reserve approval is generally required for the early redemption or repurchase of preferred stock or trust preferred securities included in regulatory capital. However, under current capital adequacy guidelines, rules and regulations, Federal Reserve approval is not required for the redemption of the Trust Preferred Securities on or after the scheduled maturity date in connection with the repayment of the JSNs since, in this case, the redemption would not be an early redemption but would be pursuant to our contractual obligation to repay the JSNs, subject to the limitations described under Description of the Junior Subordinated Notes Repayment of Principal, on the scheduled maturity date.

Notice of any redemption will be mailed by the property trustee at least 30 days but not more than 60 days before the redemption date to the registered address of each holder of Trust Preferred Securities to be redeemed. Notwithstanding the foregoing, notice of any redemption of Trust Preferred Securities relating to the repayment of the JSNs will be mailed at least 10 but not more than 15 days before the redemption date to the registered address of each holder of Trust Preferred Securities to be redeemed.

Optional Liquidation of Trust and Distribution of JSNs to Holders

Regions, as the holder of all the outstanding common securities of the Trust, or any subsequent holder of the common securities, has the right at any time to dissolve and liquidate the Trust and, after satisfaction of liabilities to creditors of the Trust as provided by applicable law, cause the JSNs to be distributed to the holders of the Trust Preferred Securities, and to Regions, as holder of the common securities of the Trust.

If the JSNs are distributed to the holders of Trust Preferred Securities, Regions anticipates that the depositary arrangements for the JSNs will be substantially identical to those described under Description of Debt Securities Global Securities in the accompanying prospectus.

Under current United States federal income tax law, and assuming, as expected, the Trust is treated as a grantor trust, a distribution of JSNs in exchange for the Trust Preferred Securities would not be a taxable event to you. See Certain United States Federal Income Tax Consequences Receipt of JSNs or Cash upon Liquidation of the Trust below.

Liquidation Value

Upon liquidation of the Trust, you would be entitled to receive \$1,000 per Trust Preferred Security, plus accumulated and unpaid distributions to the date of payment. That amount would be paid to you in the form of a distribution of JSNs, subject to specified exceptions. See Description of Preferred Securities of the Trusts Liquidation Distribution upon Dissolution in the accompanying prospectus.

Ranking of Common Securities

Payment of distributions on, and the redemption price of and the liquidation distribution in respect of, Trust Preferred Securities and common securities, as applicable, shall be made *pro rata* based on the liquidation amount of the

Trust Preferred Securities and common securities, except upon the occurrence and continuation of a payment default on the JSNs, the rights of the holders of the

S-27

Table of Contents

common securities to payment in respect of distributions and payments upon liquidation, redemption and otherwise will be subordinated to the rights of the holders of the Trust Preferred Securities. For a more detailed description of the circumstances in which the Trust Preferred Securities will have a preference over the common securities, see *Regions Trusts* in the accompanying prospectus.

Events of Default under Amended Declaration

For a description of defaults under the Amended Declaration, as well as a summary of the remedies available as a result of those events of default, see *Description of Preferred Securities of the Trusts Events of Default* in the accompanying prospectus.

An event of default under the indenture entitles the property trustee, as sole holder of the JSNs, to declare the JSNs due and payable under the indenture. For a more complete description of remedies available upon the occurrence of an event of default and acceleration with respect to the JSNs, see *Description of the Junior Subordinated Notes Events of Default; Waiver and Notice* below, as well as *Description of Debt Securities Events of Default, Notice and Waiver* and *Description of Preferred Securities of the Trusts Events of Default* in the accompanying prospectus.

Voting Rights; Amendment of the Amended Declaration

Except as provided under *Description of Preferred Securities of the Trusts Amendment to an Amended Declaration* and *Description of Trust Guarantees Modification of the Trust Guarantee; Assignment* in the accompanying prospectus and as otherwise required by law and the Amended Declaration, the holders of the Trust Preferred Securities will have no voting rights or control over the administration, operation or management of the Trust or the obligations of the parties to the Amended Declaration, including in respect of JSNs beneficially owned by the Trust. Under the Amended Declaration, however, the property trustee will be required to obtain their consent before exercising some of its rights in respect of these securities.

Regions and the administrative trustees may amend the Amended Declaration without the consent of the holders of the Trust Preferred Securities for the purposes set forth under *Description of Preferred Securities of the Trusts Amendment to an Amended Declaration* in the accompanying prospectus, as well as to:

modify, eliminate or add to any provisions of the Amended Declaration to such extent as shall be necessary to ensure the treatment of the Trust Preferred Securities as Tier 1 capital under prevailing Federal Reserve rules and regulations;

require that holders that are not U.S. persons for U.S. federal income tax purposes irrevocably appoint a U.S. person to exercise any voting rights to ensure that the Trust will not be treated as a foreign trust for U.S. federal income tax purposes; or

conform the terms of the Amended Declaration to the description of the Amended Declaration, the Trust Preferred Securities and the Trust's common securities in this prospectus supplement, in the manner provided in the Amended Declaration.

Any amendment of the Amended Declaration shall become effective when notice thereof is given to the property trustee, the Delaware trustee and the holders of the Trust Preferred Securities.

Payment and Paying Agent

Payments on the Trust Preferred Securities shall be made to DTC, which shall credit the relevant accounts on the applicable distribution dates. If any Trust Preferred Securities are not held by DTC, such payments shall be made by check mailed to the address of the holder as such address shall appear on the register.

The paying agent shall initially be Deutsche Bank Trust Company Americas and any co-paying agent chosen by the property trustee and acceptable to Regions and to the administrative trustees. The paying

S-28

Table of Contents

agent shall be permitted to resign as paying agent upon 30 days written notice to the administrative trustees and to the property trustee. In the event that Deutsche Bank Trust Company Americas shall no longer be the paying agent, the property trustee will appoint a successor to act as paying agent, which will be a bank or trust company acceptable to the administrative trustees and to Regions.

Registrar and Transfer Agent

Deutsche Bank Trust Company Americas will act as registrar and transfer agent, or *Transfer Agent*, for the Trust Preferred Securities.

Registration of transfers of Trust Preferred Securities will be effected without charge by or on behalf of the Trust, but only upon payment of any tax or other governmental charges that may be imposed in connection with any transfer or exchange. Neither the Trust nor the Transfer Agent shall be required to register the transfer of or exchange any Trust security during a period beginning at the opening of business 15 days before the day of selection for redemption of Trust securities and ending at the close of business on the day of mailing of notice of redemption or to transfer or exchange any Trust security so selected for redemption in whole or in part, except, in the case of any Trust security to be redeemed in part, any portion thereof not to be redeemed.

Any Trust Preferred Securities can be exchanged for other Trust Preferred Securities so long as such other Trust Preferred Securities are denominated in authorized denominations and have the same aggregate liquidation amount and same terms as the Trust Preferred Securities that were surrendered for exchange. The Trust Preferred Securities may be presented for registration of transfer, duly endorsed or accompanied by a satisfactory written instrument of transfer, at the office or agency maintained by Regions for that purpose in a place of payment. There will be no service charge for any registration of transfer or exchange of the Trust Preferred Securities, but the Trust may require holders to pay any tax or other governmental charge payable in connection with a transfer or exchange of the Trust Preferred Securities. Regions may at any time rescind the designation or approve a change in the location of any office or agency, in addition to the security registrar, designated by it where holders can surrender the Trust Preferred Securities for registration of transfer or exchange. However, the Trust will be required to maintain an office or agency in each place of payment for the Trust Preferred Securities.

Further Issues

The Trust has the right to issue additional Trust Preferred Securities in the future, provided that the Trust:

receives an opinion of counsel experienced in such matters that after the issuance,

such additional securities will be treated as fungible with the previously issued and outstanding Trust Preferred Securities for United States federal income tax purposes,

the Trust will not be taxable as a corporation for United States federal income tax purposes, and

the issuance will not result in the recognition of any gain or loss to existing holders,

the Trust receives an opinion of counsel experienced in such matters that after the issuance the Trust will not be required to register as an investment company under the Investment Company Act, and

the Trust concurrently purchases a like amount of JSNs.

Any such additional Trust Preferred Securities will have the same terms as the Trust Preferred Securities being offered by this prospectus supplement but may be offered at a different offering price and accrue distributions from a different date than the Trust Preferred Securities being offered hereby, provided that the total liquidation amount of Trust Preferred Securities outstanding may not exceed \$1,000,000,000. If issued, any such additional Trust Preferred Securities will become part of the same series as the Trust Preferred Securities being offered hereby.

S-29

Table of Contents