

FLEISCHAUER JOHN I JR
 Form 5
 January 25, 2006

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
FLEISCHAUER JOHN I JR
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Regional CEO

P O BOX 1471
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 06/13/2005 | Â | J(1) | 5,477 D \$ 0 | 67,511.632 | D | Â |
| Common Stock (Trust) | 06/13/2005 | Â | J(1) | 5,477 A \$ 0 | 38,248 | D | Â |

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

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SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Phantom Stock Units (401k) | Â | 12/30/2005 | Â | J ⁽²⁾ | 1,213 | Â | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,213 |
| Stock Option | \$ 33.51 | Â | Â | Â | Â | Â | 07/31/1999 | 07/31/2008 | Common Stock | 18,51 |
| Stock Option | \$ 28.88 | Â | Â | Â | Â | Â | 08/30/2000 | 08/30/2009 | Common Stock | 23,21 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 02/19/2004 | 02/19/2010 | Common Stock | 46,29 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 02/19/2005 | 02/19/2010 | Common Stock | 23,14 |
| Stock Option | \$ 22.6 | Â | Â | Â | Â | Â | 01/16/2002 | 01/16/2011 | Common Stock | 43,18 |
| Stock Option | \$ 22.6 | Â | Â | Â | Â | Â | 01/16/2003 | 01/16/2011 | Common Stock | 24,69 |
| Stock Option | \$ 22.6 | Â | Â | Â | Â | Â | 01/16/2004 | 01/16/2011 | Common Stock | 24,69 |
| Stock Option | \$ 33.82 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 10/15/2011 | Common Stock | 90,00 |
| Stock Option | \$ 25.02 | Â | Â | Â | Â | Â | 01/22/2003 | 01/22/2012 | Common Stock | 49,38 |
| Stock Option | \$ 25.02 | Â | Â | Â | Â | Â | 01/22/2004 | 01/22/2012 | Common Stock | 24,69 |
| Stock Option | \$ 25.66 | Â | Â | Â | Â | Â | 12/19/2006 | 02/19/2010 | Common Stock | 23,14 |
| Stock Option | \$ 28.17 | Â | Â | Â | Â | Â | Â ⁽³⁾ | 04/21/2011 | Common Stock | 111,11 |
| Stock Option | \$ 25.02 | Â | Â | Â | Â | Â | 01/22/2005 | 01/22/2012 | Common Stock | 24,69 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLEISCHAUER JOHN I JR P O BOX 1471 LITTLE ROCK, AR 72203 | Â | Â | Â Regional CEO | Â |

Signatures

By: Ronald C. Jackson 01/05/2006

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transferred between accounts.
- (2) The reported phantom stock units were acquired under Regions' benefit plans.
- (3) The option becomes exercisable in three equal installments on April 21, 2005, 2006 and 2007.
- (4) The option becomes exercisable in two equal installments on October 15, 2006 and 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.