

REGENCY CENTERS CORP
Form 4
December 16, 2004

FORM 4

**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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON BRUCE M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
121 W FORSYTH ST, STE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

JACKSONVILLE, FL 32202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/14/2004		M		2,696 A \$ 26.4	203,389	D
Common Stock	12/14/2004		M		33,959 A \$ 44.94	237,348	D
Common Stock	12/14/2004		F		32,142 D \$ 54.05	205,206	D

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option (right to buy)	\$ 26.4	12/14/2004		M		2,696	12/14/2002	12/14/2011	Common Stock	2,696
Employee Stock Option (right to buy)	\$ 44.94	12/14/2004		M		17,132	03/19/2004	01/15/2007	Common Stock	17,132
Employee Stock Option (right to buy)	\$ 44.94	12/14/2004		M		2,348	03/19/2004	07/29/2009	Common Stock	2,348
Employee Stock Option (right to buy)	\$ 44.94	12/14/2004		M		14,479	03/19/2004	12/15/2008	Common Stock	14,479
Employee Stock Option (right to buy)	\$ 54.05	12/14/2004		A	1,820		12/14/2004	12/14/2011	Common Stock	1,820
Employee Stock Option (right to buy)	\$ 54.05	12/14/2004		A	15,297		12/14/2004	01/15/2007	Common Stock	15,297
Employee Stock Option (right to buy)	\$ 54.05	12/14/2004		A	2,097		12/14/2004	07/29/2009	Common Stock	2,097

buy)

Employee

Stock

Option	\$ 54.05	12/14/2004		A	12,928	12/14/2004	12/15/2008	Common Stock	12
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON BRUCE M 121 W FORSYTH ST STE 200 JACKSONVILLE, FL 32202	X		Chief Financial Officer	

Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Bruce M.
Johnson

12/16/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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