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REGENCY CENTERS CORP  
Form SC TO-I/A  
January 05, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT NO. 1 TO  
SCHEDULE TO

TENDER OFFER STATEMENT  
UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
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REGENCY CENTERS CORPORATION  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock,  
par value \$0.01 per share  
(Title of Class of Securities)

758849103  
(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

J. Christian Levitt  
Senior Vice President  
Regency Centers Corporation  
121 West Forsyth Street, Suite 200  
Jacksonville, Florida 32202  
Telephone: (904) 598-7000  
(Name, address and telephone number of person  
authorized to receive notices and  
communications on behalf of filing  
persons)

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Copy to:  
Linda Y. Kelso  
Foley & Lardner LLP  
One Independent Drive, Suite 1300  
Jacksonville, Florida 32202  
Telephone: (904) 359-2000  
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Calculation of Filing Fee

Transaction Value Amount*	Amount of Filing Fee
\$6,763,641	\$856.95

\*Calculated solely for purposes of determining the filing fee. This amount assumes that the reload right feature on options to purchase 1,623,219 shares of common Stock of Regency Centers Corporation having an aggregate value of approximately \$6,763,641 will be exchanged pursuant to this offer. The aggregate value of such reload rights were calculated using a binomial option pricing

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model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$126.70 per each \$1.0 million of the value of the transaction.

- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offering fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	\$856.95.
Form or Registration No.:	Schedule TO
Filing Party:	Regency Centers Corporation
Date Filed:	December 10, 2004

- Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 1 amends the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on December 10, 2004 by Regency Centers Corporation, a Florida corporation ("Regency"), relating to an offer by the Company to its current employees to exchange (the "Offer to Exchange") the reload feature on their unexercised options (the "Reload Rights") to purchase Regency common stock (the "Common Stock") (whether vested or unvested) that were issued under Regency's Long Term Omnibus Plan, as amended (the "Omnibus Plan"), for either (1) newly issued options to purchase Common Stock pursuant to the Omnibus Plan (the "New Options") or (2) a newly issued stock rights award issued pursuant to the Omnibus Plan (the "Stock Rights Awards") that will represent the right to receive shares of Common Stock upon vesting, upon the terms and subject to the conditions set forth in the Offer to Exchange, the related individualized spreadsheet and election forms previously filed as an exhibit to the Schedule TO as Exhibits (a)(2), (a)(3) and (a)(4). Except as amended hereby, all of the terms of the offer and all disclosures set forth in the Schedule TO and the Offer to Exchange remain unchanged.

### Item 1. Summary Term Sheet

Item 1 of the Tender Offer Statement is hereby amended to include the information set forth under "Summary Term Sheet" in the First Supplement to the Offer to Exchange Reload Rights for New Options or Stock Rights Awards, dated January 5, 2005, which is filed as Exhibit (a)(6) to this Tender Offer Statement and is incorporated herein by reference (the "First Supplement").

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### Item 2. Subject Company Information

Item 2(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Selected Financial Data" in the First Supplement. Item 2(b) of the Tender Offer Statement is hereby amended to include the information set forth under "Summary Term Sheet," "Source and Amount of Consideration; Terms of New Options and Stock Awards Rights" and "Dispute Resolution" in the First Supplement.

### Item 3. Identity and Background of Filing Person

Item 3(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Interests of Directors and Executive Officers" and "Selected Financial Data" in the First Supplement.

### Item 4. Terms of the Transaction

Item 4(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Summary Term Sheet," "Source and Amount of Consideration; Terms of New Options and Stock Options," "Conditions of the Offer," and "Dispute Resolution" in the First Supplement. Item 4(b) of the Tender Offer Statement is hereby amended to include the information set forth under "Interests of Directors and Executive Officers" in the First Supplement.

### Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Item 5(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Interests of Directors and Executive Officers" in the First Supplement.

### Item 7. Source and Amount of Funds or Other Consideration

Item 7(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Source and Amount of Consideration; Terms of New Options and Stock Award Rights" and "Dispute Resolution" in the First Supplement.

### Item 8. Interests in Securities of the Subject Company

Item 8(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Interests of Directors and Executive Officers" in the First Supplement. Item 8(b) of the Tender Offer Statement is hereby

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amended to include the information set forth under "Interests of Directors and Executive Officers" in the First Supplement.

### Item 10. Financial Statements

Item 10(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Selected Financial Data" in the First Supplement.

### Item 11. Additional information.

Item 11(a) of the Tender Offer Statement is hereby amended to include the information set forth under "Interests of Directors and Executive Officers" in the First Supplement.

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Item 12. Exhibits

Item 12(a) of the Tender Offer Statement is hereby amended and restated as follows:

- (a) (1) Offer to Exchange, dated December 10, 2004\*
- (2) Form of Individualized Spreadsheet\*
- (3) Election Form for California, Oregon and Texas Residents\*
- (4) Election Form for Colorado, Florida, Georgia, Missouri, Ohio and Virginia Residents\*
- (5) Form of Email Notice re Informational Telephone Conference\*
- (6) First Supplement to Offer to Exchange, dated January 5, 2005

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\*Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, correct and complete.

REGENCY CENTERS CORPORATION

By: /s/ J. Christian Levitt

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J. Christian Levitt  
Senior Vice President

Date: January 5, 2005

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
(a) (1)	Offer to Exchange, dated December 10, 2004*
(a) (2)	Form of Individualized Letter and Spreadsheet*
(a) (3)	Election Form for California, Oregon and Texas Residents*
(a) (4)	Election Form for Colorado, Florida, Georgia, Missouri, Ohio and Virginia Residents*
(a) (5)	Form of Email Notice re Schedule of Informational Telephone Conference*
(a) (6)	First Supplement to Offer to Exchange, dated January 5, 2005
(d) (1)	Regency Centers Corporation Long Term Omnibus Plan filed as an appendix to the Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 filed with the Securities and Exchange Commission (the "Commission") on April 3, 2003, and incorporated herein by reference*

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\*Previously filed.