

HENRIQUES ADOLFO
 Form 5
 January 25, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 *
 HENRIQUES ADOLFO

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group CEO

P.O. BOX 387
 (Street)

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

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

MEMPHIS, TN 38147

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	12/31/2004	Â	J ⁽¹⁾	37.124 A \$ 0	640.124	I	By 401(k)
Common Stock	12/31/2004	Â	J ⁽²⁾	13.313 A \$ 0	693.313	I	By ESOP
Common Stock	Â	Â	Â	Â Â Â	68,973	D	Â
Common Stock	Â	Â	Â	Â Â Â	338	I	By Spouse/Child(ren)

Common Stock Â Â Â Â Â 675 I By Trust

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

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

SEC 2270 (9-02)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Annual Share
					(A)	(D)	Date Exercisable	Expiration Date		
Phantom Stock Units (UPC Deferred Comp.)	Â	12/31/2004	Â	J ⁽³⁾	52,858.08	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	52
Stock Option	\$ 31.29	Â	Â	Â	Â	Â	10/14/2001	10/14/2008	Common Stock	
Stock Option	\$ 26.17	Â	Â	Â	Â	Â	07/01/2004	12/16/2009	Common Stock	4
Stock Option	\$ 22.92	Â	Â	Â	Â	Â	12/20/2003	12/20/2010	Common Stock	4
Stock Option	\$ 33.32	Â	Â	Â	Â	Â	03/17/2005	12/20/2010	Common Stock	
Stock Option	\$ 25.59	Â	Â	Â	Â	Â	07/01/2004	10/10/2011	Common Stock	1
Stock Option	\$ 33.82	Â	Â	Â	Â	Â	Â ⁽⁴⁾	10/15/2011	Common Stock	9
Stock Option	\$ 24.81	Â	Â	Â	Â	Â	07/01/2004	10/08/2012	Common Stock	1
Stock Option	\$ 33.48	Â	Â	Â	Â	Â	07/01/2004	10/14/2013	Common Stock	9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENRIQUES ADOLFO
P.O. BOX 387
MEMPHIS, TN 38147

Â Â Â Group CEO Â

Signatures

By: Ronald C. Jackson 12/31/2004

__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).
- (1) Stock purchased through the 401(k) plan
- (2) Stock purchased through the ESOP
- (3) The reported phantom stock units were acquired under the Union Planters Corp. Deferred Compensation Plan for Executives.
- (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.