

STEIN MARTIN E JR
 Form 4
 January 06, 2009

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 *
 STEIN MARTIN E JR

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)
 ONE INDEPENDENT DRIVE, SUITE 114
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/02/2009		X	6,902	A	\$ 0 ⁽¹⁾	293,179 D
Common Stock	01/02/2009		S ⁽¹⁾	6,902	D	\$ 44.06	286,277 D
Common Stock						1,154	I Note 2 ⁽²⁾
Common Stock						754	I Note 2 ⁽²⁾
Common Stock						251,892	I Note 3 ⁽³⁾

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) Each phantom stock unit (issued under Regency Centers' non-qualified deferred compensation plan) was the economic equivalent of one share of Regency Centers common stock. On January 2, 2009, pursuant to the reporting person's deferral election made December 21, 2004, 6,901.6151 phantom stock units were settled, as required by the plan, for an equal number of shares of Regency Centers common stock which were delivered to the plan administrator for sale to satisfy the reporting person's federal withholding obligations.

(2) By a trust for the benefit of Mr. Stein's granddaughter for which he is a trustee.

(3) Represents: (1) 6,307 remainder shares held in a grantor retained annuity trust of which Mr. Stein is the trustee and the beneficiaries of which are Mr. Stein's children (none of whom shares the same home with him); (2) 100,000 shares and 125,000 shares held by two additional grantor retained annuity trusts, respectively, of which Mr. Stein is the trustee and current annuitant and his children are remainder beneficiaries; and (3) 20,585 shares held by a trust of which Mr. Stein is the trustee and his children are the beneficiaries.

(4) As custodian for minor children.

(5) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.

(6) By two general partnerships in which Mr. Stein is a general partner.

(7) By a trust for Mr. Stein's benefit.

Note: File three copies of this Form, one of which must be manually signed. If space 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.