

STEIN MARTIN E JR
Form 4
May 13, 2010

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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2010

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

ONE INDEPENDENT DRIVE, SUITE 114

(Street)

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

JACKSONVILLE, FL 32202

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/11/2010 | | S | 500 D \$ 41.53 | 1,973 | I | See Note 1 ⁽¹⁾ |
| Common Stock | 05/11/2010 | | S | 500 D \$ 41.536 | 1,473 | I | See Note 1 ⁽¹⁾ |
| Common Stock | | | | | 232,594 | D | |
| Common Stock | | | | | 196,528 | I | See Note 2 ⁽²⁾ |
| Common Stock | | | | | 160,263 | I | See Note 3 ⁽³⁾ |

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| | | | |
|--------------|---------|---|-----------------------|
| Common Stock | 415,382 | I | See Note 4 <u>(4)</u> |
| Common Stock | 4,000 | I | See Note 5 <u>(5)</u> |

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 1474 (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) (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEIN MARTIN E JR ONE INDEPENDENT DRIVE SUITE 114 JACKSONVILLE, FL 32202 | X | | Chairman and CEO | |

Signatures

/s/ Michael B. Kirwan, Attorney-in-Fact for Martin E. Stein, Jr. 05/13/2010

**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) By a trust for the benefit of the Reporting Person's granddaughter for which he is a trustee.

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- Represents (1) 6,307 remainder shares held in a grantor retained annuity trust of which the Reporting Person is the trustee and the beneficiaries of which are the Reporting Person's children (none of whom shares the same home with him); (2) 41,072 shares and 44,636
- (2) shares held by two additional grantor retained annuity trusts, respectively, of which the Reporting Person is the trustee and current annuitant and his children are remainder beneficiaries; and (3) 20,585 shares held by a trust of which the Reporting Person is the trustee and his children are the beneficiaries.
 - (3) By a corporation which is controlled by the Reporting Person's family.
 - (4) By two general partnerships, in which the Reporting Person is a general partner.
 - (5) By a trust for the Reporting Person'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.

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