

STEIN MARTIN E JR  
Form 4  
December 13, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
121 W FORSYTH ST, STE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/09/2004

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/09/2004		M	V	18,907 \$ 42.11	A	471,428 D
Common Stock	12/09/2004		M	V	78,900 \$ 40.3	A	550,328 D
Common Stock	12/09/2004		F	V	83,503 \$ 52.8	D	466,825 D
Common Stock							160,263 I Note 1 <sup>(1)</sup>
Common Stock							415,382 I Note 2 <sup>(2)</sup>

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Common Stock 4,000 I Note 3 <sup>(3)</sup>

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

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**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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 42.11	12/09/2004		M	10,484	02/04/2004 12/14/2009	Common Stock	10
Employee Stock Option (right to buy)	\$ 42.11	12/09/2004		M	8,423	02/04/2004 01/01/2011	Common Stock	8
Employee Stock Option (right to buy)	\$ 40.3	12/09/2004		M	5,620	06/01/2004 01/01/2011	Common Stock	5
Employee Stock Option (right to buy)	\$ 40.3	12/09/2004		M	6,100	06/01/2004 12/14/2011	Common Stock	6
Employee Stock Option (right to buy)	\$ 40.3	12/09/2004		M	1,131	06/01/2004 12/15/2008	Common Stock	1
	\$ 40.3	12/09/2004		M	10,598	06/01/2004 12/14/2009		10

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Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 40.3	12/09/2004	M	21,096	06/01/2004	07/29/2009		Common Stock	21
Employee Stock Option (right to buy)	\$ 40.3	12/09/2004	M	28,276	06/01/2004	01/01/2011		Common Stock	28
Employee Stock Option (right to buy)	\$ 40.3	12/09/2004	M	6,079	06/01/2004	12/14/2011		Common Stock	6
Employee Stock Option (right to buy)	\$ 52.8	12/09/2004	A	18,139	12/09/2004	12/14/2009		Common Stock	18
Employee Stock Option (right to buy)	\$ 52.8	12/09/2004	A	36,135	12/09/2004	01/01/2011		Common Stock	36
Employee Stock Option (right to buy)	\$ 52.8	12/09/2004	A	10,346	12/09/2004	12/14/2011		Common Stock	10
Employee Stock Option (right to buy)	\$ 52.8	12/09/2004	A	961	12/09/2004	12/15/2008		Common Stock	9
Employee Stock Option (right to buy)	\$ 52.8	12/09/2004	A	17,922	12/09/2004	07/29/2009		Common Stock	17

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN MARTIN E JR 121 W FORSYTH ST STE 200 JACKSONVILLE, FL 32202	X		Chairman and CEO	

## Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr.	12/13/2004
**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) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- (2) By two general partnerships in which Mr. Stein is a general partner.
- (3) 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.