

REGIONS FINANCIAL CORP
Form 5
January 10, 2007

FORM 5

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

OMB APPROVAL

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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 *
ROBERTS JOHN R

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

**P O BOX 10247, ATTN:
INVESTOR RELATIONS**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BIRMINGHAM, AL 352020247

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/28/2006	Â	J ⁽¹⁾	89.24 A \$ 0	9,559.03	D	Â
Common Stock (phantom stock) ⁽²⁾	12/28/2006	Â	J ⁽³⁾	70.34 A \$ 0	7,487.78	I	By Trustee Director's Def Stock Inv Plan ⁽⁴⁾

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

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SEC 2270 (9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to buy)	\$ 25.54	^	^	^	^ ^	01/17/2003	01/17/2011	Common Stock	30,000
Stock Option (Right to buy)	\$ 25.59	^	^	^	^ ^	07/01/2004	10/10/2011	Common Stock	7,800
Stock Option (Right to buy)	\$ 24.81	^	^	^	^ ^	07/01/2004	10/08/2012	Common Stock	8,400
Stock Option (Right to buy)	\$ 33.48	^	^	^	^ ^	10/14/2003	10/14/2013	Common Stock	6,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS JOHN R P O BOX 10247 ATTN: INVESTOR RELATIONS BIRMINGHAM, AL 352020247	^ X	^	^	^

Signatures

By: D. Bryan
Jordan 12/31/2006

**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 dividend reinvestment program.
- (2) Previously reported in Table II as derivative phantom stock; interests under benefit plans recharacterized as non-derivative and reported on Table I for treatment consistent with other of the issuer's reporting persons.
- (3) The reported phantom stock units were acquired under Regions' Directors Deferred Stock Investment Plan.
- (4) Represents share equivalent of phantom stock in Directors' Deferred Stock Investment Plan.

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