

REGENCY CENTERS CORP  
 Form 4  
 May 19, 2011

**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 \*  
**WATTLES THOMAS G**

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)  
**05/17/2011**

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

**BLACK CREEK GROUP, 518 17TH STREET, SUITE 1700**

(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

**DENVER, CO 80202**

(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)
			Code	V	Amount or Price		
Common Stock	05/17/2011		M		2,000 <u>(1)</u>	A	\$ 0 25,692 D
Common Stock	05/17/2011		M		290 <u>(2)</u>	A	\$ 0 25,982 D

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

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SEC 1474 (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. Price of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Restricted Stock (2007 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Restricted Stock (2008 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Restricted Stock (2009 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Restricted Stock (2010 Grant)	\$ 0	05/17/2011		M	500	<u>(1)</u>	<u>(1)</u>	Common Stock	500	\$
Dividend Equivalent Rights	<u>(3)</u>	05/17/2011		M	290	<u>(4)</u>	<u>(4)</u>	Common Stock	290	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATTLES THOMAS G BLACK CREEK GROUP 518 17TH STREET, SUITE 1700 DENVER, CO 80202		X		

## Signatures

/s/ Michael B. Kirwan, Attorney-in-Fact for Thomas G.  
Wattles

05/19/2011

\_\_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) Vesting of restricted stock grant. Shares vest 25% per year beginning on the first anniversary of the date of grant.
  - (2) Settlement of dividend equivalent units which accrued upon vesting of restricted stock.
  - (3) 1-for-1 based upon dividends related to the underlying restricted stock.
  - (4) The dividend equivalents settle on vesting of restricted stock granted pursuant to Regency's Long Term Omnibus Plan.

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.