

STEIN MARTIN E JR
Form 4/A
September 17, 2008

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)
07/25/2008

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)
08/04/2008

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) Code V Amount Price | | | |
| Common Stock | 07/25/2008 | | G ⁽¹⁾ | 1,754 D \$ 0 | 288,337 | D | |
| Common Stock | 07/25/2008 | | G ⁽¹⁾ | 1,754 A \$ 0 | 1,754 | I | Note 1 ⁽¹⁾ |
| Common Stock | | | | | 251,892 | I | Note 2 ⁽²⁾ |
| Common Stock | | | | | 6,801 | I | Note 3 ⁽³⁾ |
| Common Stock | | | | | 160,263 | I | Note 4 ⁽⁴⁾ |

| | | | |
|--------------|---------|---|-----------------------|
| Common Stock | 415,382 | I | Note 5 ⁽⁵⁾ |
| Common Stock | 4,000 | I | Note 6 ⁽⁶⁾ |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting 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/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 09/17/2008

**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) This transaction involved a gift of securities by the reporting person to a trust for the benefit of his granddaughter for which he is a trustee. Through inadvertence, the Form 4 reporting this transaction reflected the disposition of shares owned directly, but not the indirect

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acquisition.

- 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.
- (3) As custodian for minor children.
 - (4) By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
 - (5) By two general partnerships in which Mr. Stein is a general partner.
 - (6) 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.

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