

STEIN MARTIN E JR
Form 4
February 12, 2007

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)
121 W FORSYTH ST, STE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2007

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/08/2007 | | M | | 7,813 A \$ 26.4 | D | |
| Common Stock | 02/08/2007 | | M | | 19,169 A \$ 45.95 | D | |
| Common Stock | 02/08/2007 | | M | | 93,724 A \$ 51.36 | D | |
| Common Stock | 02/08/2007 | | M | | 64,620 A \$ 52.8 | D | |
| Common Stock | 02/08/2007 | | M | | 5,273 A \$ 54.05 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------|---------|---|-----------------------|
| Common Stock | 02/08/2007 | M | 12,377 | A | \$ 54.52 | 725,756 | D | |
| Common Stock | 02/08/2007 | F | 144,339 | D | \$ 92.79 | 581,417 | D | |
| Common Stock | 02/05/2007 | G | 112 | D | \$ 0 | 581,305 | D | |
| Common Stock | 02/08/2007 | G | 20,000 | D | \$ 0 | 561,305 | D | |
| Common Stock | | | | | | 6,053 | I | Note 1 ⁽¹⁾ |
| Common Stock | | | | | | 160,263 | I | Note 2 ⁽²⁾ |
| Common Stock | | | | | | 415,382 | I | Note 3 ⁽³⁾ |
| Common Stock | | | | | | 4,000 | I | Note 4 ⁽⁴⁾ |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to acquire) | \$ 26.4 | 02/08/2007 | | M | 7,813 | 12/14/2002 12/14/2011 | Common Stock | 7,813 | |
| Employee Stock Option (right to | \$ 45.95 | 02/08/2007 | | M | 19,169 | 09/20/2004 12/14/2009 | Common Stock | 19,169 | |

| | | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|--|
| acquire) | | | | | | | | | |
| Employee Stock Option (right to acquire) | \$ 51.36 | 02/08/2007 | M | 93,724 | 01/17/2006 | 01/17/2015 | Common Stock | 93,724 | |
| Employee Stock Option (right to acquire) | \$ 52.8 | 02/08/2007 | M | 18,139 | 12/09/2004 | 12/14/2009 | Common Stock | 18,139 | |
| Employee Stock Option (right to acquire) | \$ 52.8 | 02/08/2007 | M | 36,135 | 12/09/2004 | 01/01/2011 | Common Stock | 36,135 | |
| Employee Stock Option (right to acquire) | \$ 52.8 | 02/08/2007 | M | 10,346 | 12/09/2004 | 12/14/2011 | Common Stock | 10,346 | |
| Employee Stock Option (right to acquire) | \$ 54.05 | 02/08/2007 | M | 5,273 | 12/14/2004 | 12/14/2011 | Common Stock | 5,273 | |
| Employee Stock Option (right to acquire) | \$ 54.52 | 02/08/2007 | M | 12,377 | 12/31/2004 | 01/01/2011 | Common Stock | 12,377 | |

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. 02/12/2007

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