

REGENCY CENTERS CORP
 Form 4
 November 02, 2004

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 JOHNSON BRUCE M

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)
 10/29/2004

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/29/2004 | | M | 37,477 | A \$ 40.3 | 284,002 | D |
| Common Stock | 10/29/2004 | | F | 33,309 | D \$ 48.85 | 250,693 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 40.3 | 10/29/2004 | | M | | 15,335 | | 06/01/2004 | 01/23/2008 | Common Stock | 15,335 |
| Employee Stock Option (right to buy) | \$ 40.3 | 10/29/2004 | | M | | 10,475 | | 06/01/2004 | 01/01/2011 | Common Stock | 10,475 |
| Employee Stock Option (right to buy) | \$ 40.3 | 10/29/2004 | | M | | 4,203 | | 06/01/2004 | 12/14/2011 | Common Stock | 4,203 |
| Employee Stock Option (right to buy) | \$ 40.3 | 10/29/2004 | | M | | 2,605 | | 06/01/2004 | 12/14/2009 | Common Stock | 2,605 |
| Employee Stock Option (right to buy) | \$ 48.85 | 10/29/2004 | | A | | 13,629 | | 10/29/2004 | 01/23/2008 | Common Stock | 13,629 |
| Employee Stock Option (right to buy) | \$ 48.85 | 10/29/2004 | | A | | 9,310 | | 10/29/2004 | 01/01/2011 | Common Stock | 9,310 |
| Employee Stock Option (right to buy) | \$ 48.85 | 10/29/2004 | | A | | 3,736 | | 10/29/2004 | 12/14/2011 | Common Stock | 3,736 |

Employee
Stock
Option
(right to
buy)

\$ 48.85

10/29/2004

A

2,315

10/29/2004

12/14/2009

Common
Stock

2

Employee
Stock
Option
(right to
buy)

\$ 48.85

10/29/2004

A

4,319

10/29/2004

07/29/2009

Common
Stock

4

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON BRUCE M 121 W FORSYTH ST STE 200 JACKSONVILLE, FL 32202 | X | | Chief Financial Officer | |

Signatures

/s/ Linda Y. Kelso, Attorney-in-Fact for Bruce M.
Johnson

11/02/2004

__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).

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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