

REGIONS FINANCIAL CORP

Form 4

November 08, 2002

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                               |
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| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).                                                                                                                                                                                                                                                                                                                    | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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(f) of the Investment Company Act of 1940 |                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | OMB APPROVAL<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden hours per response. . . .<br>0.5 |
| 1. Name and Address of Reporting Person*<br><b>Stewart, W. Woodrow</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>P O Box 3280</b><br><br><div style="text-align: center;">(Street)</div> <b>Gainesville, GA 30503</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><b>Regions Financial Corp. RF</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                                  | 4. Statement for (Month/Year)<br><b>November 6 2002</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float: right;">10%</span><br><input type="checkbox"/> Owner<br><input type="checkbox"/> Officer<br><input type="checkbox"/> Other<br>Officer/Other Description _____<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><input type="checkbox"/> Joint/Group Filing |  |                                                                                                                                               |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |                                                   |                                                                    |                                                                             |                                                         |                                                       |
|----------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 3)                                                  | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                  |                                      | Code   V                                          | Amount   A/D<br>  Price                                            |                                                                             |                                                         |                                                       |
| Common Stock (DSPP)                                                              |                                      | J (1)<br>  V                                      | 135.713   A                                                        | 4,054.357                                                                   | D                                                       |                                                       |
| Common Stock                                                                     |                                      |                                                   |                                                                    | 4,148.000                                                                   | D                                                       |                                                       |
| Common Stock (401K)                                                              |                                      |                                                   |                                                                    | 2,206.000                                                                   | D                                                       |                                                       |
|                                                                                  |                                      |                                                   |                                                                    |                                                                             |                                                         |                                                       |

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## Form 4 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                                              |                                                         |                                                                             |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                         |                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                             | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security | 3. Transac-<br>tion<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transac-<br>tion<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
| <b>Phantom<br/>Stock Units<br/>(DDSIP)</b>                                                                                                      | (2)                                                                          | (2)                                                     | <b>J (2)</b><br>I V                                                         | (A)<br><b>1,132.4</b>                                                                                                   | (2)<br>I (2)                                                                 | <b>Common<br/>Stock -<br/>1,132.4</b>                                        |                                                       |                                                                                                      | <b>D</b>                                                                                                |                                                                   |
| <b>Phantom<br/>Stock Units<br/>(DDSIP)</b>                                                                                                      | (2)                                                                          | 11/06/2002                                              | <b>P</b><br>I &nbsp;nbs                                                     | (A) 381.3                                                                                                               | (2)<br>I (2)                                                                 | <b>Common<br/>Stock - 381.3</b>                                              | <b>\$34.4180</b>                                      | <b>5,564.6</b>                                                                                       | <b>D</b>                                                                                                |                                                                   |
|                                                                                                                                                 |                                                                              |                                                         |                                                                             |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                         |                                                                   |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_  
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).      \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of  
which must be manually signed. If space is  
insufficient,

**Ronald C. Jackson**  
**W. Woodrow Stewart**

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.

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| <p align="center"><b>FOOTNOTE Descriptions for Regions Financial Corp. RF</b></p> <p align="center">Form 4 - November 2002</p> <p><b>W. Woodrow Stewart</b><br/><b>P O Box 3280</b><br/><b>Gainesville, GA 30503</b></p> <hr/> <p><b>Explanation of responses:</b></p> <p>(1) Stock purchased through the Directors Stock Purchase Plan.<br/>(1) The reported phantom stock units were acquired under Regions' Directors<br/>Deferred Stock Investment Plan.</p> |
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