

STEIN MARTIN E JR  
Form 4  
February 17, 2012

**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)  
02/15/2012

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 (Instr. 4) |         |   |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |                                   |         |   |                         |
| Common Stock                    | 02/15/2012                           |  | A                              |   | 5,293<br><u>(1)</u>   | A  | \$ 0<br><u>(1)</u>                | 267,079 | D |                         |
| Common Stock                    | 02/15/2012                           |  | F                              |   | 766   | D  | \$ 42.5                           | 266,313 | D |                         |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 153,262 | I | See Footnote <u>(2)</u> |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 160,263 | I | See Footnote <u>(3)</u> |

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|              |         |   |                         |
|--------------|---------|---|-------------------------|
| Common Stock | 415,382 | I | See Footnote <u>(4)</u> |
| Common Stock | 4,000   | I | See Footnote <u>(5)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| STEIN MARTIN E JR<br>ONE INDEPENDENT DRIVE<br>SUITE 114<br>JACKSONVILLE, FL 32202 | X             |           | Chairman and CEO |       |

## Signatures

|  |            |
|--|------------|
| /s/ Michael B. Kirwan, Attorney-in-Fact for Martin E. Stein, Jr. | 02/17/2012 |
| **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) Settlement of performance based restricted stock.

Represents (i) 129,731 remainder shares held in two grantor retained annuity trusts of which the Reporting Person is the trustee and the beneficiaries of which are the Reporting Person's children (none of whom shares the same home with him) and (ii) 23,531 shares held by a trust of which the Reporting Person is the trustee and his children are the beneficiaries.

(3) By a corporation which is controlled by the Reporting Person's family.

(4) By two general partnerships, in which the Reporting Person is a general partner.

(5) By a trust for the Reporting Person'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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