## FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

/achinaton	$D \subset$	20540	
/ashington,	D.C.	20549	

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPRO	DVAL
OMB Number:	3235-0362
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hours per response:	1.0

Form 3 Holdings Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Form 4	Transactions R	еропеа.		or Section	1 30(h)	of the	Ínvest	ment C	ompany Ad	t of 1940	)							
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol REGENCY CENTERS CORP [ REG ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
										•		X	Direc	tor		10%	Owner	
(Last) BLACK (		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006						Year)		Officer (give tit below)			Othe belo	er (specify w)				
518 17TH STREET				4. If Amen	4. If Amendment, Date of Original Filed (Month/Day/Year)						, I	6. Individual or Joint/Group Filing (Check Applicable						
(Street) DENVER CO 80202												Line) X	X Form filed by One Reporting Person					
,												Form filed by More than One Reporting Person						
(City)	(Sta	ate) (Z	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)		Code (Instr.					or Dispose	Securiti Benefic		ies Owr		ership n: Direct	7. Nature of ndirect Beneficial Ownership		
				(Month/Day/Tear)		3)		Amou	nt	(A) or (D)			lssuer's			ect (I)	(Instr. 4)	
Common Stock			05/03/2006	A		4	2,	,000	A	<b>\$0</b> <sup>(1)</sup>		19,616		D				
	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. Nu of Deriv Secu Acqu (A) oi Dispo of (D) (Instr and 5	rities iired r osed ) : 3, 4	Expir. (Mont	vate Exercisable and iration Date nth/Day/Year)		and 4	Amount or Number	8. Price Derivat Securit (Instr. 5	ivative urity	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exerc	isable	Expiration Date	Title	of Shares							

## **Explanation of Responses:**

1. Restricted stock award granted pursuant to Regency's Long Term Omnibus Plan. Shares vest 25% per year beginning on the first anniversary of the date of grant.

/s/ Linda Y. Kelso as attorneyin-fact for Thomas G. Wattles

05/04/2007

\*\* Signature of Reporting Person

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

- \* 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.

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 Number.