П

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPRC              | DVAL      |
|------------------------|-----------|
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| hours per response:    | 0.5       |

| 1. Name and Address of Reporting Person*<br>OCONNOR DAVID P |                    |                | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>REGENCY CENTERS CORP</u> [ REG ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |  |  |  |  |
|---|--------------------|----------------|---|--|--|--|--|--|--|
|   | <u>R DI IVID I</u> |                |   | X Director 10% Owner   |  |  |  |  |  |
|   |                    |                | -   | Officer (give title Other (specify   |  |  |  |  |  |
| (Last)  | (First)            | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)  | below) below)  |  |  |  |  |  |
| C/O HIGH R  | ISE CAPITAL        | MANAGEMENT, LP | 05/19/2017  |  |  |  |  |  |  |
| 535 MADISO  | ON AVENUE          |                |   |  |  |  |  |  |  |
| p   |                    |                | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                  | 6. Individual or Joint/Group Filing (Check Applicable Line)                |  |  |  |  |  |
| (Street)  |                    |                |   | X Form filed by One Reporting Person                                       |  |  |  |  |  |
| NEW YORK  | NY                 | 10022          |   | Form filed by More than One Reporting<br>Person                            |  |  |  |  |  |
| (City)  | (State)            | (Zip)          |   |  |  |  |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |        |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|-------|---|---|---|
|                                 |  |   | Code                        | v | Amount | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   |   |
| Common Stock                    | 05/19/2017                                 |   | М                           |   | 2,000  | Α             | (1)   | 21,370  | D   |   |
| Common Stock                    | 05/19/2017                                 |   | М                           |   | 159    | Α             | (2)   | 21,529  | D   |   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Sec<br>Acq<br>(A) o<br>Disp<br>of (I | osed<br>))<br>tr. 3, 4 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | te Amount of    |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|------------------------|--|--------------------|-----------------|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)                    | Date<br>Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock                                 | \$0   | 05/19/2017                                 |   | М                            |   |  | 2,000                  | (1)  | (1)                | Common<br>Stock | 2,000                                  | \$0   | 5,000  | D  |  |
| Dividend<br>Equivalent<br>Rights                    | \$0   | 05/19/2017                                 |   | М                            |   |  | 159                    | (2)  | (2)                | Common<br>Stock | 159                                    | \$0   | 0  | D  |  |

Explanation of Responses:

1. Vesting of restricted stock grant pursuant to Regency's Omnibus Incentive Plan.

2. Settlement of dividend equivalent rights in connection with vesting of restrictive stock. The rights accrued when and as dividends were paid on Regency's common stock and vested proportionately with the restricted stock. Each dividend equivalent is the equivalent of one share of regency's common stock.

| <u>/s/ Michael B. Kirwan,</u> |            |
|-------------------------------|------------|
| Attorney-in-Fact for David P. | 05/23/2017 |
| <u>O'Connor</u>               |            |

\*\* Signature of Reporting Person

Date

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.