

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

<b>1. Name and Address of Reporting Person*</b> <u>STEIN MARTIN E JR</u>  (Last) (First) (Middle) <u>121 W FORSYTH ST</u> <u>STE 200</u>  (Street) <u>JACKSONVILLE FL</u> <u>32202</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>REGENCY CENTERS CORP [ REG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chairman and CEO</u></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/01/2004</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2004		M		23,488	A	\$31.78	421,905	D	
Common Stock	06/01/2004		M		34,570	A	\$32.24	456,475	D	
Common Stock	06/01/2004		M		7,729	A	\$23	464,204	D	
Common Stock	06/01/2004		M		7,813	A	\$26.4	472,017	D	
Common Stock	06/01/2004		M		69,947	A	\$32.03	541,964	D	
Common Stock	06/01/2004		M		24,406	A	\$31.7	566,370	D	
Common Stock	06/01/2004		F		144,150	D	\$40.3	422,220	D	
Common Stock								160,263	I	Note 1 <sup>(1)</sup>
Common Stock								415,382	I	Note 2 <sup>(2)</sup>
Common Stock								4,000	I	Note 3 <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$31.78	06/01/2004		M			23,488	01/15/1998	01/15/2007	Common Stock	23,488	\$0	0	D	
Employee Stock Option (right to buy)	\$32.24	06/01/2004		M			27,606	01/23/1999	01/23/2008	Common Stock	27,606	\$0	0	D	
Employee Stock Option (right to buy)	\$23	06/01/2004		M			7,729	01/01/2001	01/01/2011	Common Stock	7,729	\$0	0	D	
Employee Stock Option (right to buy)	\$26.4	06/01/2004		M			7,813	12/14/2001	12/14/2011	Common Stock	7,813	\$0	0	D	
Employee Stock Option (right to buy)	\$32.03	06/01/2004		M			25,243	02/07/2003	12/15/2008	Common Stock	25,243	\$0	0	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$32.03	06/01/2004		M			12,187	02/08/2003	12/14/2009	Common Stock	12,187	\$0	0	D	
Employee Stock Option (right to buy)	\$31.7	06/01/2004		M			24,406	02/09/2003	07/29/2009	Common Stock	24,406	\$0	0	D	
Employee Stock Option (right to buy)	\$32.03	06/01/2004		M			32,517	02/10/2003	01/01/2011	Common Stock	32,517	\$0	0	D	
Employee Stock Option (right to buy)	\$32.24	06/01/2004		M			6,964	02/21/2003	12/14/2011	Common Stock	6,964	\$0	0	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			20,332	06/01/2004	01/15/2007	Common Stock	20,332	\$0	20,332	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			24,098	06/01/2004	01/23/2008	Common Stock	24,098	\$0	24,098	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			33,896	06/01/2004	01/01/2011	Common Stock	33,896	\$0	33,896	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			6,100	06/01/2004	12/14/2011	Common Stock	6,100	\$0	6,100	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			21,951	06/01/2004	12/15/2008	Common Stock	21,951	\$0	21,951	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			10,598	06/01/2004	12/14/2009	Common Stock	10,598	\$0	10,598	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			21,096	06/01/2004	07/29/2009	Common Stock	21,096	\$0	21,096	D	
Employee Stock Option (right to buy)	\$40.3	06/01/2004		A			6,079	06/01/2004	12/14/2011	Common Stock	6,079	\$0	6,079	D	

**Explanation of Responses:**

1. By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
2. By two general partnerships in which Mr. Stein is a general partner.
3. By a trust for Mr. Stein's benefit.

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 06/03/2004

\*\* 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.

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