
 OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[_] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
 may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Druce J. Dix

 (Last) (First) (Middle)

 One Independent Square, #2201

 (Street)

 Jacksonville FL 32202

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

September 16, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person to Issuer
 (Check all applicable)

[X] Director [] 10% Owner
 [] Officer (give title below) [] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
 [] 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 Trans- action(s) (Instr. 3 & 4)	6. Beneficially Owned Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	09/16/02		M	2,000	A	\$18.75			
Common Stock	09/16/02		F	1,220	D	\$30.73			
Common Stock	09/16/02		M	1,000	A	\$16.75			
Common Stock	09/16/02		F	545	D	\$30.73			
Common Stock	09/16/02		M	1,000	A	\$17.25			

Common Stock	09/16/02	F	561	D	\$30.73
Common Stock	09/16/02	M	1,000	A	\$22.25

* If the Form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

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

(Print or Type Responses)

(Over)

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(Last)	(First)	(Middle)
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(Street)		
Jacksonville	FL	32202
(City)	(State)	(Zip)

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September 16, 2002

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6. Relationship of Reporting Person to Issuer
 (Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

<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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) or (D) Price			5. Amount of Securities Owned Following Reported Trans- action(s) (Instr. 3 & 4)	6. Beneficially Owned Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Ownership (Instr. 4)
Common Stock	09/16/02		F	724	D	\$30.73			
Common Stock	09/16/02		M	3,750	A	\$21.875			
Common Stock	09/16/02		F	2,669	D	\$30.73			
Common Stock	09/16/02		M	2,500	A	\$22.0625			
Common Stock	09/16/02		F	1,795	D	\$30.73			
Common Stock	09/16/02		M	1,250	A	\$24.60			
Common Stock	09/16/02		F	1,001	D	\$30.73			
Common Stock	09/16/02		M	1,521	A	Note 1	35,733	D	

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Note 1: Settlement of dividend equivalent units in connection with exercise of option.

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

(Print or Type Responses)

(Over)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Stock option (right to buy)	\$18.75	09/16/02		M	2,000	11/05/94 11/05/03	Common Stock 2,000		0		
Stock option (right to buy)	\$16.75	09/16/02		M	1,000	12/31/95 12/31/04	Common Stock 1,000		0		
Stock option (right to buy)	\$17.25	09/16/02		M	1,000	12/31/96 12/31/05	Common Stock 1,000		0		
Stock option (right to buy)	\$22.25	09/16/02		M	1,000	12/31/99 12/31/08	Common Stock 1,000		0		
Stock option (right to buy)	\$21.875	09/16/02		M	3,750	05/06/00 05/06/09	Common Stock 3,750		1,250	D	
Stock option (right to buy)	\$22.0625	09/16/02		M	2,500	05/03/01 05/03/10	Common Stock 2,500		2,500	D	
Stock option (right to buy)	\$24.60	09/16/02		M	1,250	05/01/02 05/01/11	Common Stock 1,250		3,750	D	
Stock option (right to buy)	\$30.73	09/16/02		A	1,220	09/16/02 11/05/03	Common Stock 1,220		1,220	D	

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(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Stock option (right to buy)	\$30.73	09/16/02		A	545	09/16/02 12/31/04	Common Stock 545		545	D	
Stock option (right to buy)	\$30.73	09/16/02		A	561	09/16/02 12/31/05	Common Stock 561		561	D	
Stock option (right to buy)	\$30.73	09/16/02		A	724	09/16/02 12/31/08	Common Stock 724		724	D	
Stock option (right to buy)	\$30.73	09/16/02		A	2,669	09/16/02 05/06/09	Common Stock 2,669		2,669	D	
Stock option (right to buy)	\$30.73	09/16/02		A	1,795	09/16/02 05/03/10	Common Stock 1,795		1,795	D	
Stock option (right to buy)	\$30.73	09/16/02		A	1,001	09/16/02 05/01/11	Common Stock 1,001		1,001	D	
Divident Equivalent	1 for 1	09/16/02		M	1,521	Note 1	Common Stock 1,521		0		

Explanation of Responses:

Note 1: Settlement of dividend equivalent units in connection with exercise of option.

/s/ Linda Y. Kelso

September 17, 2002

Linda Y. Kelso, as attorney-in-fact
for J. Dix Druce

Date

** 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 provided is insufficient, see Instruction 6 for procedure.