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).

Name and Address of Reporting Person\*

Druce	J.				Dix					
(Last)	(First	:)		(M:	iddle)					
	One Independent	-								
	(Stree									
Jacksonville	FL				2202					
(City)	(State				 Zip)					
2. Issuer Name and Tic	ker or Trading Sym	bol				-				
	Regency Centers Co	rporation (I	REG)							
3. IRS Identification	Number of Reportin	ng Person, i	f an Entit	y (7	Voluntary)	-				
4. Statement for Month	/Day/Year					-				
	September 1	.6, 2002								
5. If Amendment, Date	of Original (Month	n/Day/Year)				-				
6. Relationship of Rep (Check all applicab	orting Person to I					=				
<pre>[X] Director [_] Officer (give</pre>	title below)		0% Owner ther (spec	eify	below)					
7. Individual or Joint		ck applicab	le line)			-				
[X] Form filed by [_] Form filed by	one Reporting Pers	on rting Person	n 			-				
[X] Form filed by [_] Form filed by	one Reporting Pers more than one Repo	on Person  cities Acqui:	n  red, Dispo	sed	of,					
[X] Form filed by [_] Form filed by  Table I No	one Reporting Persmore than one Persmore than on	on Person  cities Acqui:	n red, Dispo	osed	4. Securities Ad Disposed of (Instr. 3, 4	equired (D) and 5)		5. Amount of Securities Beneficially Owned Following Reported - Trans-	Owner- ship Form: Direct	Nature of
[X] Form filed by [_] Form filed by  Table I No	one Reporting Pers more than one Reporting on-Derivative Secur or Beneficial	con inting Person intities Acquir ly Owned  2A. Deemed Execution Date.	ned, Dispo	osed	4. Securities Ad Disposed of (Instr. 3, 4	equired (D) and 5) (A)		Amount of Securities Beneficially Owned Following Reported Trans- action(s)	Owner- ship Form: Direct (D) or Indirect	Nature of Indirect Beneficial
[X] Form filed by [_] Form filed by  Table I No	one Reporting Pers more than one Reporting on-Derivative Secur or Beneficial	2A. Deemed Execution Date, if any (mm/dd/yy)	red, Dispo	on S)	4. Securities Ad Disposed of (Instr. 3, 4	equired (D) and 5)(A) or (D)	Price	Amount of Securities Beneficially Owned Following Reported - Trans- action(s) (Instr. 3 & 4)	Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	Nature of Indirect Beneficial Ownership (Instr. 4)
[X] Form filed by [_] Form filed by  Table I No  Title of Security (Instr. 3)	one Reporting Pers more than one Reporting on-Derivative Secur or Beneficial  2. Trans- action Date (mm/dd/yy)  09/16/02	2A. Deemed Execution Date, if any (mm/dd/yy)	Transacti Code (Instr. 8	on (V)	4. Securities Ad Disposed of (Instr. 3, 4	equired (D) and 5) (A) or (D)	Price \$18.75	Amount of Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 & 4)	Owner-ship Form: Direct (D) or Indirect (I) (Instr.4)	Nature of Indirect Beneficial Ownership (Instr. 4)
[X] Form filed by [_] Form filed by  Table I No  Title of Security (Instr. 3)  Common Stock	one Reporting Person more than one Reporting Person more than one Reporting Person Per	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transacti Code (Instr. 8	on (8) (7) (8)	4. Securities Ad Disposed of (Instr. 3, 4  Amount  2,000	equired (D) and 5) (A) or (D)	Price \$18.75	Amount of Securities Beneficially Owned Following Reported - Transaction(s) (Instr. 3 & 4)	Owner-ship Form: Direct (D) or Indirect (I) (Instr.4)	Nature of Indirect Beneficial Ownership (Instr. 4)
[X] Form filed by [_] Form filed by  Table I No  Title of Security (Instr. 3)  Common Stock  Common Stock	one Reporting Person more than one Reporting Person more than one Reporting Person Per	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transacti Code (Instr. 8	.on	4. Securities Ad Disposed of (Instr. 3, 4  Amount  2,000  1,220	equired (D) and 5) (A) or (D)	Price \$18.75 \$30.73	Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	Nature of Indirect Beneficial Ownership (Instr. 4)
[X] Form filed by [_] Form filed by  Table I No  Title of Security (Instr. 3)  Common Stock	one Reporting Person more than one Reporting Person more than one Reporting Person Per	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transacti Code (Instr. 8	.on .on V	4. Securities Ad Disposed of (Instr. 3, 4  Amount  2,000  1,220  1,000	equired (D) and 5) (A) or (D) A	Price \$18.75 \$30.73 \$16.75	Amount of Securities Beneficially Owned Following Reported - Transaction(s) (Instr. 3 & 4)	Owner-ship Form: Direct (D) or Indirect (I) (Instr.4)	Nature of Indirect Beneficial Ownership (Instr. 4)

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)

(Form 4-07/98)

OMB Number 3235-0287
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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 Cor 30(f) of the Investment Company	
[_] Check box if no lo may continue. See	nger subject of Section 16. For Instruction 1(b).	orm 4 or Form 5 obligations
1. Name and Address o	f Reporting Person*	
Druce	J.	Dix
(Last)	(First)	(Middle)
	One Independent Square, #220	
	(Street)	
Jacksonville	FL	32202
(City)	(State)	(Zip)
2. Issuer Name and Ti	cker or Trading Symbol	
	Regency Centers Corporation (F	REG)
3. IRS Identification	Number of Reporting Person, is	f an Entity (Voluntary)
4. Statement for Mont	h/Day/Year	
	September 16, 2002	
5. If Amendment, Date	of Original (Month/Day/Year)	
	porting Person to Issuer ble)	
[X] Director		0% Owner ther (specify below)
7. Individual or Join	t/Group Filing (Check applicab)	le line)
	one Reporting Person more than one Reporting Person	n

\_\_\_\_\_\_

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

	2. Trans-	2A. Deemed Execution	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned Following Reported	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
1. Title of Security (Instr. 3)	action Date of Security Date if		(Instr. 8) Code V		Amount	(A) or (D)	Price	action(s) (Instr. 3 & 4)	Indirect (I)	Beneficial Ownership
Common Stock	09/16/02		F		724	D	\$30.73			
Common Stock	09/16/02		М		3,750	A	\$21.875			
Common Stock	09/16/02		F		2,669	D	\$30.73			
Common Stock	09/16/02		М		2,500	A	\$22.0625			
Common Stock	09/16/02		F		1,795	D	\$30.73			
Common Stock	09/16/02		М		1,250	Α	\$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	

 $<sup>^{\</sup>star}$  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)

(Form 4-07/98)

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

\_\_\_\_\_\_

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Secur-	action Date	3A. Deemed Execution Date, if any (Month/ Day/	4. Trans-action Code (Instr. 8)	Securi Acquir or Dis of (D)	ative ties ced (A) sposed	Date Exercisal Expirati (Month/D	ble and on Date ay/Year)	of Under Securiti (Instr.	es 3 and 4)  Amount or	Deriv- ative Secur-	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr.	Deriv- ative Secur- ity: Direct (D) or In- direct	Nature of In- direct Bene- ficial Owner-
(Instr. 3)	ity	Year)	Year) 	Code V	(A)	(D)	cisable	Date	Title	Shares	5)	4)	4)	4)
Stock option (right to buy)	\$18.75	09/16/0	2	М		2,000	11/05/94	11/05/03	Common Stock	2,000		0		
Stock option (right to buy)	\$16.75	09/16/0	2	М		1,000	12/31/95	12/31/04	Common Stock	1,000		0		
Stock option (right to buy)									Common			0		
Stock option (right to buy)		09/16/0	2	М		1,000	12/31/99	12/31/08	Common Stock	1,000		0		
Stock option (right to buy)	\$21.875											1,250	D	
Stock option (right to buy)	\$22.0625	09/16/0	2	М		2,500	05/03/01	05/03/10	Common Stock				D	
Stock option (right to buy)	\$24.60	09/16/0	2	М		1,250	05/01/02		Common			3,750	D	
Stock option (right to buy)								11/05/03	Common Stock	1,220		1,220	D	

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

\_\_\_\_\_\_

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Secur	3. Trans- action Date (Month/ Day/	if any	4. Trans- action Code (Instr. 8)	Securi Acquir or Dis of (D) (Instr 4 ar	ative ities red (A) sposed f. 3, and 5)	Date Exercisa Expirati (Month/D	ble and on Date ay/Year)  Expira-	of Under Securiti (Instr.	es 3 and 4)  Amount or Number	Deriv- ative Secur- ity	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr.	Derivative Security: Direct (D) or Indirect (I)	Nature of In- direct Bene- ficial Owner- ship
(Instr. 3)		Year)	Year)	Code V		(D)					5)	4)	4)	4)
Stock option (right to buy)	\$30.73	09/16/0	2	А	545	5	09/16/02	12/31/04	Common 1 Stock	545		545	D	
Stock option (right to buy)	\$30.73	09/16/0	2	A	561	L	09/16/02	12/31/05	Common Stock	561		561	D	
Stock option (right to buy)												724	D	
Stock option (right to buy)									Common			2,669	D	
Stock option (right to buy)												1,795	D	
Stock option (right to buy)	\$30.73	09/16/0	2	A	1,001	L	09/16/02	05/01/11	Common L Stock	1,001		1,001	D	
Divident Equivalent	1 for 1	09/16/0	2	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 Date
for J. Dix Druce

\*\* 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.