

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D/A  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2

(AMENDMENT NO. 12)

REGENCY REALTY CORPORATION

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

758939 10 2

(CUSIP Number)

JEFFREY A. KLOPF, SECRETARY  
SECURITY CAPITAL GROUP INCORPORATED  
125 LINCOLN AVENUE  
SANTA FE, NEW MEXICO 87501  
(505) 982-9292

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

JANUARY 18, 2001

(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ].

(Continued on following pages)  
(Page 1 of 5 Pages)

SCHEDULE 13D/A

CUSIP NO. 758939 10 2

Page 2 of 5

1. NAMES OF REPORTING PERSONS  
Security Capital Group Incorporated  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
36-3692698

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

-----  
3. SEC USE ONLY  
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4. SOURCE OF FUNDS

BK, 00  
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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]  
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland  
-----

Number of 7. SOLE VOTING POWER

Shares 34,273,236  
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Beneficially 8. SHARED VOTING POWER

Owned By -0-  
-----

Each 9. SOLE DISPOSITIVE POWER

Reporting 34,273,236  
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Person With 10. SHARED DISPOSITIVE POWER

-0-  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,273,326  
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

[ ]  
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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
60.2%  
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14. TYPE OF REPORTING PERSON

CO  
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SCHEDULE 13D/A

CUSIP NO. 758939 10 2

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1. NAMES OF REPORTING PERSONS  
SC Realty Incorporated  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS  
BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Nevada

Number of	7. SOLE VOTING POWER
Shares	34,273,236
Beneficially	8. SHARED VOTING POWER
Owned By	-0-
Each	9. SOLE DISPOSITIVE POWER
Reporting	34,273,236
Person With	10. SHARED DISPOSITIVE POWER
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,273,326

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
60.2%

14. TYPE OF REPORTING PERSON

CO

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This Amendment No. 12 is filed by Security Capital Group Incorporated ("Security Capital Group Incorporated"), a Maryland corporation, and SC Realty Incorporated, a Nevada corporation and an indirect wholly owned subsidiary of Security Capital Group ("SC-Realty"), and amends the Schedule 13D originally filed (as previously amended, the "Schedule 13D") by Security Capital Group Incorporated, SC-Realty, Security Capital Holdings S.A. ("Holdings"), a corporation organized and existing under the laws of Luxembourg and a wholly owned subsidiary of SC-Realty, and Arden Square Holdings Sarl (f/k/a Security Capital Shopping Center I Sarl), Blossom Valley Holdings Sarl (f/k/a Security Capital Shopping Center II Sarl), Cooper Street Plaza Holdings Sarl (f/k/a Security Capital Shopping Center III Sarl), Dallas Holdings Sarl (f/k/a Security Capital Shopping Center IV Sarl), El Camino Holdings Sarl (f/k/a Security Capital Shopping Center V Sarl) and Friars Mission Holdings Sarl (f/k/a Security Capital Shopping Center VI Sarl), each a corporation organized and existing under the laws of Luxembourg and a wholly owned subsidiary of Holdings (collectively, the "Shopping Center Subsidiaries"),. This Amendment No. 12 relates to shares of common stock, par value \$0.01 per share ("Common Stock"), of Regency Realty Corporation, a Florida corporation ("Regency"). Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Schedule 13D.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER

Item 5 is hereby amended as follows:

On January 17, 2001 and January 18, 2001, Holdings and the Shopping Center Subsidiaries made a distribution of all of their assets including the Common Stock to its sole shareholder, SC-Realty and as a result Security Capital Group through its ownership of SC-Realty, beneficially own all of the shares of Common Stock formerly owned by Holdings and the Shopping Center Subsidiaries, and Holdings and the Shopping Center Subsidiaries have ceased to beneficially own any shares of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

SECURITY CAPITAL GROUP INCORPORATED

By: /s/ Jeffrey A. Klopf  
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Name: Jeffrey A. Klopf  
Title: Senior Vice President  
and Secretary

SC REALTY INCORPORATED

By: /s/ Jeffrey A. Klopf  
-----  
Name: Jeffrey A. Klopf  
Title: Secretary

January 29, 2001