

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STEIN MARTIN E JR</u> (Last) (First) (Middle) <u>121 W FORSYTHE ST</u> <u>STE 200</u> (Street) <u>JACKSONVILLE FL</u> <u>32202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENCY CENTERS CORP [REG]</u>	5. Relationship of Reporting Person(s) to Issuer (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;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/09/2004		F		7,438	D ⁽¹⁾	\$39.95	285,730	D	
Common Stock	01/09/2004		M		4,162	A	\$0 ⁽²⁾	289,892	D	
Common Stock								160,263	I	Note 3 ⁽³⁾
Common Stock								415,382	I	Note 4 ⁽⁴⁾
Common Stock								4,000	I	Note 5 ⁽⁵⁾

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
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			540	01/01/2002	01/01/2009	Common Stock	540	\$0	0	D	
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			320	01/01/2002	01/01/2005	Common Stock	320	\$0	0	D	
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			690	01/01/2003	01/01/2010	Common Stock	690	\$0	0	D	
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			1,337	01/01/2003	01/01/2010	Common Stock	1,337	\$0	0	D	
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			478	09/30/2003	01/01/2005	Common Stock	478	\$0	0	D	
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			528	12/17/2003	12/17/2010	Common Stock	528	\$0	0	D	
Dividend Equivalent	\$0 ⁽⁶⁾	01/09/2004		M			269	12/17/2003	12/17/2006	Common Stock	269	\$0	0	D	

Explanation of Responses:

- Represents shares withheld for withholding taxes upon vesting of restricted stock under the issuer's Long-Term Omnibus Plan, the grant of which was made pursuant to Rule 16b-3 and was previously reported on Form 4.
- Settlement of dividend equivalent units. The dividend equivalent units accrued when dividends were paid on Regency Centers common stock and became exercisable in proportion with the stock right award to which they relate.
- By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- By two general partnerships in which Mr. Stein is a general partner.
- By a trust for Mr. Stein's benefit.
- 1-for-1.

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 01/13/2004

** Signature of Reporting Person Date

* 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.