

**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

1. Name and Address of Reporting Person* <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)	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) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/20/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. 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. 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	09/20/2004		M		96,098	A	\$37.68	532,170	D	
Common Stock	09/20/2004		F		85,107	D	\$45.95	447,063	D	
Common Stock								160,263	I	Note 1 <sup>(4)</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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$37.68	09/20/2004		M			11,677	01/13/1998	01/13/2007	Common Stock	11,677	\$0	0	D	
Employee Stock Option (right to buy)	\$37.68	09/20/2004		M			25,860	01/14/1998	01/14/2007	Common Stock	25,860	\$0	0	D	
Employee Stock Option (right to buy)	\$37.68	09/20/2004		M			11,132	11/07/2003	07/29/2009	Common Stock	11,132	\$0	0	D	
Employee Stock Option (right to buy)	\$37.68	09/20/2004		M			21,645	11/08/2003	12/14/2009	Common Stock	21,645	\$0	0	D	
Employee Stock Option (right to buy)	\$37.68	09/20/2004		M			25,784	11/09/2003	10/01/2008	Common Stock	25,784	\$0	0	D	
Employee Stock Option (right to buy)	\$45.95	09/20/2004		A			10,341	09/20/2004	01/13/2007	Common Stock	10,341	\$0	10,341	D	
Employee Stock Option (right to buy)	\$45.95	09/20/2004		A			22,903	09/20/2004	01/14/2007	Common Stock	22,903	\$0	22,903	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)	\$45.95	09/20/2004		A		9,859		09/20/2004	07/29/2009	Common Stock	9,859	\$0	9,859	D	
Employee Stock Option (right to buy)	\$45.95	09/20/2004		A		19,169		09/20/2004	12/14/2009	Common Stock	19,169	\$0	19,169	D	
Employee Stock Option (right to buy)	\$45.95	09/20/2004		A		22,835		09/20/2004	10/01/2008	Common Stock	22,835	\$0	22,835	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.      09/22/2004

\*\* 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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