OMB APPROVAL

OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response ..... 0.5

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 long may continue. See In		ection 16. F	orm 4 or Form	n 5 obligation	IS				
1. Name and Address of	Reporting Person	*			_				
Stein Jr.	Marti	n		E.					
(Last)	(Firs			iddle)					
	1 West Forsyth S								
	(Stre								
Jacksonville	FL			32202					
(City)	(Stat		(	Zip)					
2. Issuer Name and Tick	er or Trading Sy	mbol			_				
R	egency Centers C	orporation (	REG)						
3. IRS Identification N	umber of Reporti	ng Person, i	f an Entity (	Voluntary)	_				
4. Statement for Month/	Day/Year				_				
	August	2002							
5. If Amendment, Date o	f Original (Mont	h/Day/Year)			_				
6. Relationship of Repo (Check all applicable)			========	:=======	:=				
[X] Director [X] Officer (give t			0% Owner ther (specify	/ below)					
	irman and Chief								
7. Individual or Joint/	Group Filing (Ch	eck applicab	le line)		_				
<pre>[X] Form filed by o [_] Form filed by m</pre>	ne Reporting Per ore than one Rep	son orting Perso	n						
					_				
					:=				
Table I Non	-Derivative Secu or Beneficia ========	lly Owned		·	:=				
	2. Trans-	2A. Deemed Execution	3. Transaction Code	4. Securities A Disposed of (Instr. 3, 4	(D)	(A) or	5. Amount of Securities Beneficially Owned Following Reported - Trans-	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
1. Title of Security (Instr. 3)	action Date (mm/dd/yy)	Date, if any (mm/dd/yy)	(Instr. 8)	Amount	(A) or (D)	Price	action(s) (Instr. 3 & 4)	Ìndirect (I)	Beneficia Ownership (Instr. 4
Common Stock	08/12/02		М	32,700	A	\$25.25			
Common Stock	08/12/02		F	29,199	D	\$30.90			

Common Stock	08/12/02	М	15,450	Α	\$21.0625
Common Stock	08/12/02	F	12,570	D	\$30.90
Common Stock	08/12/02	М	15,801	Α	\$19.8125
Common Stock	08/12/02	F	12,481	D	\$30.90
Common Stock	08/12/02	М	13,553	Α	\$24.69

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)

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction  $4(\mathfrak{b})(\nu)\,.$ 

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	317	ETENT OF CHANGES IN B	LIVE! TOTA	AL OWNERSHIP					
	Section 17(a)		Holding	ies Exchange Act of 1934, Company Act of 1935 or Dany Act of 1940					
[_]	Check box if no I may continue. See	Longer subject of Sec e Instruction 1(b).	tion 16.	. Form 4 or Form 5 obligations					
1.	Name and Address	of Reporting Person*							
;	Stein Jr.	Martin		Ε.					
	(Last)	(First)		(Middle)					
		121 West Forsyth Str							
		(Street	)						
Ja	acksonville	FL		32202					
	(City)	(State)		(Zip)					
2.	Issuer Name and	Ticker or Trading Symb	ol						
		Regency Centers Cor	poration	n (REG)					
3.	IRS Identification	on Number of Reporting	Person,	if an Entity (Voluntary)					
4.	Statement for Mor	ith/Day/Year							
		August 2	000						
		August 2							
5.	If Amendment, Dat	te of Original (Month/	Day/Year	-)					
====		:===========	======						
6.	Relationship of F (Check all applic	Reporting Person to Is cable)	suer						
	[X] Director [X] Officer (giv	ve title below)	[_] [_]	10% Owner Other (specify below)					
		Chairman and Chief Ex							
7.	Individual or loi	int/Group Filing (Chec	k annlic	cable line)					
				note file)					
	<pre>[X] Form filed by one Reporting Person [_] Form filed by more than one Reporting Person</pre>								

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

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

	2. Trans-	2A. Deemed Execution	3. Transaction Code (Instr. 8)		4. Securities Acquired (, Disposed of (D) (Instr. 3, 4 and 5)		(A) or	5. Amount of Securities Beneficially Owned Following Reported Trans-	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
1. Title of Security	action Date	Date, if any						(A) or		action(s) (Instr.
(Instr. 3)		Code	V	Amount	(D)	Price			Instr.4) (Instr. 4)	
Common Stock	08/12/02		F		11,958	D	\$30.90			
Common Stock	08/12/02		М		87,200	Α	\$25.25			
Common Stock	08/12/02		F		77,865	D	\$30.90			
Common Stock	08/12/02		М		22,117	Α	Note 1			
Common Stock	08/12/02		F		9,168	D	\$30.90			
Common Stock	05/16/02		G	V	1,500	D		222, 325	D	
								160,263	I	Note 2
								415,382	I	Note 3

<sup>\*</sup> 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.
- Note 2: Shares held by The Regency Group (Nevada) Limited Partnership, the sole general partner of which is a wholly-owned subsidiary of The Regency Group, Inc. All of othe outstanding stock of The Regency Group, Inc. is owned by The Regency Square Group II (Nevada) Limited Partnership, the sole general partner of which is a corporation in which all of the outstanding stock is owned by Mr. Stein and members of his family.
- Note 3: Represents 307,147 shares held by The Regency Group II and 108,235 shares held by Regency Square II. Mr. Stein is a general partner of The Regency Group II and Regency Square II and a trustee of a trust that is also a general partner in those Partnerships.

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 (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. Tran: acti Code (Ins 8)  Code	on tr.	Secur Acqui or Di of(D) (Inst	ative ities	A) ed	6. Date Exercisal Expiration (Month/Date Date Exer- cisable	ole and on Date ay/Year)  Expira- tion	of Under Securiti (Instr.	es 3 and 4) Amount or Number of	Deriv- ative Secur- ity	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I)	Nature of In- direct Bene- ficial Owner- ship
Employee stock option (right to buy)				М			32,7	'00	01/14/98	01/14/0	Common 7 Stock	32,700		0		
Employee stock option (right to buy)	\$21.0625	08/12/02		М			15,4	150	07/29/00	07/29/09	Common 9 Stock	15,450		46,348	D	
Employee stock option (right to buy)	\$19.8125	08/12/02	2	М			15,8	801	12/14/00	12/14/09	Common 9 Stock	15,801		47,401	D	
Employee stock option (right to buy)	\$24.69	08/12/02		м			13,5	53	12/14/00	12/14/09	Common 9 Stock	13,553		0		
Employee stock option (right to buy)				м			87,2	200	01/13/98	01/13/0	Common 7 Stock	87,200		0		
Employee stock option (right to buy)	\$30.90	08/12/02	2	Α	V	29,1	.99		08/12/02	01/14/0	Common 7 Stock	29,199		29,199	D	
Employee stock option (right to buy)	\$30.90	08/12/02	2	A	V	12,5	570		08/12/02	07/29/09	Common 9 Stock	12,570		12,570	D	

2. Conversion or Exercise Price 1. of Title of Deriv- Derivative ative Security Secur- (Instr. 3) ity	3A. Deemed 3. Execu- Trans- tion action Date, Date if any (Month/ (Month/ Day/ Day/ Year) 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- Exer- tion cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount or Number of Title Shares	ativ Securities 8. Bene Price fict of Owne Deriv- Foli ative Repr Secur- Trai	Deriv- Form  ye ur- Deriv- es ative e- Secur- ially ity: ed Direct Lowing (D) or orted In- ns- direct ion(s) (I)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Employee stock option (right to buy) \$30.90	08/12/02	A V	12,481	08/12/02 12/14/0	Common 9 Stock 12,481	12,4	481 D	
Employee stock option (right to buy) \$30.90	08/12/02	A V	11,958	08/12/02 12/14/0	Common 9 Stock 11,958	11,9	958 D	
Employee stock option (right to buy) \$30.90	08/12/02	A V	77,865	08/12/02 01/13/0	Common 7 Stock 77,865	77,8	365 D	
Dividend Equivalent 1 for 1	08/12/02 	M ======	22,117	Note 1	Common Stock 22,117	=========	0	=======

## Explanation of Responses:

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

/s/ Martin E. Stein, Jr.	September 10, 2002
Martin E. Stein, Jr.	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.