

**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) 121 W FORSYTH ST STE 200  (Street) JACKSONVILLE FL 32202  (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) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/20/2004	
	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	07/20/2004		M		15,010	A	(1)	435,639	D	
Common Stock	07/20/2004		F		5,472	D	\$44.35	430,167	D	
Common Stock								160,263	I	See footnote(2)
Common Stock								415,382	I	See footnote(3)
Common Stock								4,000	I	See footnote(4)

**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					
Dividend Equivalent Rights	(5)	07/20/2004		M		1,139	(1)	01/14/2007	Common Stock	1,139	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		1,144	(1)	01/23/2008	Common Stock	1,144	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		3,732	(1)	12/15/2008	Common Stock	3,732	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		2,024	(1)	07/29/2009	Common Stock	2,024	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		2,136	(1)	12/14/2009	Common Stock	2,136	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		3,145	(1)	01/01/2011	Common Stock	3,145	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		1,343	(1)	12/14/2011	Common Stock	1,343	\$0	0	D	
Dividend Equivalent Rights	(5)	07/20/2004		M		347	(1)	10/01/2008	Common Stock	347	\$0	0	D	

**Explanation of Responses:**

1. Settlement of dividend equivalent rights in connection with the exercise of option. The rights accrued when and as dividends were paid on Regency common stock and became exercisable proportionately

with the option to which they related.

2. By a limited partnership, the general partner of which is controlled by Mr. Stein's family.

3. By two general partnerships in which Mr. Stein is a general partner.

4. By a trust for Mr. Stein's benefit.

5. 1 for 1

Linda Y. Kelso, attorney-in-  
fact for Martin E. Stein, Jr.

07/21/2004

\*\* 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.

**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.**