

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>CARPENTER ALVIN R</u> (Last) (First) (Middle) <u>500 WATER STREET, 15TH FLOOR</u> (Street) <u>JACKSONVILLE FL 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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	02/04/2004		M		2,497	A	\$34.31	43,078	D	
Common Stock	02/04/2004		M		440	A	\$38.1	43,518	D	
Common Stock	02/04/2004		F		2,034	D	\$42.11	41,484	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					
Directors Stock Option (right to buy)	\$34.31	02/04/2004		M		797		05/07/2003	05/06/2009	Common Stock 797	\$0	0	D	
Directors Stock Option (right to buy)	\$34.31	02/04/2004		M		804		05/07/2003	05/03/2010	Common Stock 804	\$0	0	D	
Directors Stock Option (right to buy)	\$34.31	02/04/2004		M		896		05/07/2003	05/01/2011	Common Stock 896	\$0	0	D	
Directors Stock Option (right to buy)	\$38.1	02/04/2004		M		440		10/10/2003	12/31/2004	Common Stock 440	\$0	0	D	
Directors Stock Option (right to buy)	\$42.11	02/04/2004		A		649		02/04/2004	05/06/2009	Common Stock 649	\$0	649	D	
Directors Stock Option (right to buy)	\$42.11	02/04/2004		A		655		02/04/2004	05/03/2010	Common Stock 655	\$0	655	D	
Directors Stock Option (right to buy)	\$42.11	02/04/2004		A		730		02/04/2004	12/31/2004	Common Stock 730	\$0	730	D	

Explanation of Responses:

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.