OMB APPROVAL

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## 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 longe may continue. See Ins		ection 16. Fo	orm 4 or Form	5 obligations	S				
1. Name and Address of R	enorting Person	·			_				
Johnson	Bruce			М.					
(Last)	First			iddle)					
,	West Forsyth St		•	ituaic)					
Jacksonville	FL	:()	9	2202					
(City)		e)		Zip)					
2. Issuer Name and Ticke	r or Trading Sym	nbol			_				
Re	gency Centers Co	orporation (I	REG)						
3. IRS Identification Nu	mber of Reportir	ng Person, i	f an Entity (	Voluntary)	_				
4. Statement for Month/D					_				
	August				_				
5. If Amendment, Date of	Original (Month	n/Day/Year)							
6. Relationship of Repor (Check all applicable	ting Person to 1		========	========	=				
<pre>[_] Director [X] Officer (give ti</pre>	tle below)		0% Owner ther (specify	below)					
	ve Vice Presider and Chief Financ	cial Officer							
7. Individual or Joint/G	roup Filing (Che	eck applicab	le line)		_				
<pre>[X] Form filed by on [_] Form filed by mo</pre>			n						
					_				
Table I Non-	======= Derivative Secur or Beneficial	rities Acqui			=				
	2.	2A. Deemed	3.	4. Securities Ad Disposed of	(D)	(A) or	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct	7. Nature of
1. Title of Security	Trans- action Date	Execution Date, if any	Transaction Code (Instr. 8)	(Instr. 3, 4	(A) or		Reported Trans- action(s) (Instr.	(D) or Indirect (I)	Indirect Beneficia Ownership
(Instr. 3)	(mm/dd/yy)	(mm/dd/yy)	Code V	Amount	(D)	Price	3 & 4)	(Instr.4)	(Instr. 4
Common Stock	08/12/02		М	20,800	Α	\$25.25			
Common Stock	08/12/02		F	18,573	D	\$30.90			
Common Stock	08/12/02		M	3,652	Α	\$21.0625			
Common Stock	08/12/02		F	2,971	D	\$30.90			

Common Stock	08/12/02	M	3,848	Α	\$19.8125
Common Stock	08/12/02	F	3,040	D	\$30.90
Common Stock	08/12/02	М	3,301	А	\$24.69

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 $^{\star}$   $\,$  If the Form is filed by more than one Reporting Person, see Instruction  $4(b)(v)\,.$ 

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)

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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,

	e Public Utility Holding Com -) of the Investment Company	
[_] Check box if no longer may continue. See Inst	subject of Section 16. For suction 1(b).	orm 4 or Form 5 obligations
1. Name and Address of Re	eporting Person*	
Johnson	Bruce	М.
(Last)	(First)	(Middle)
121	West Forsyth Street, Suite	200
	(Street)	
Jacksonville	FL	32202
(City)	(State)	(Zip)
2. Issuer Name and Ticker	or Trading Symbol	
Reg	gency Centers Corporation (R	REG)
3. IRS Identification Num	nber of Reporting Person, if	an Entity (Voluntary)
4. Statement for Month/Da	y/Year	······
	August 2002	
5. If Amendment, Date of	Original (Month/Day/Year)	
6. Relationship of Report (Check all applicable)		
<pre>[_] Director [X] Officer (give tit</pre>	[_] 10 tle below) [_] Ot	0% <b>O</b> wner Cher (specify below)
a	ve Vice President, Managing and Chief Financial Officer	
7. Individual or Joint/Gr	oup Filing (Check applicabl	le line)
	e Reporting Person re than one Reporting Person	1

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

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

. 1	Deemed		tion	Disposed of ((Instr. 3, 4	D) and 5)	(A) or	Securities Beneficially Owned Following Reported	ship Form: Direct	7. Nature of Indirect
ction   ate :	Date, if any	(Instr.		Amount	(A) or (D)	Price	action(s) (Instr.	Indirect (I)	Beneficial Ownership
3/12/02		F		2,913	D	\$30.90			
3/12/02		М		59,400	Α	\$25.25			
3/12/02		F		53,041	D	\$30.90			
3/12/02		М		10,769	Α	Note 1			
3/12/02		F		4,464	D	\$30.90	111,597	D	
	ans- tion ate mm/dd/yy) 3/12/02 3/12/02 3/12/02	ans- Execution Date, if any m/dd/yy) (mm/dd/yy)  8/12/02  8/12/02  8/12/02	Deemed Transac Execution Code tion Date, (Instr. if any	Deemed Transaction Execution Code Date, (Instr. 8) If any Date, (Instr. 8) Deemed Transaction Execution Code Date, (Instr. 8) Deemed Transaction Execution Code Date, (Instr. 8) Deemed Transaction Execution Date, (Instr. 8) Deemed Transaction Execution Deemed Transaction Execution Deemed Transaction Execution Deemed Transaction Execution Date, (Instr. 8) Deemed Transaction Date, (Instr. 8) Deemed Transaction Execution Date, (Instr. 8) Deemed Transaction Date, (Instr. 8) Deemed Transacti	2A. 3. Disposed of ( Deemed Transaction (Instr. 3, 4 Execution Code Stion Date, (Instr. 8) Ite if any Imm/dd/yy) (mm/dd/yy) Code V Amount  3/12/02 F 2,913 3/12/02 F 53,041 3/12/02 M 10,769	2A. 3. Disposed of (D) Deemed Transaction (Instr. 3, 4 and 5) Execution Code	Deemed Transaction (Instr. 3, 4 and 5) cans- Execution Code ction Date, (Instr. 8) (A) ste if any or sum/dd/yy) (mm/dd/yy) Code V Amount (D) Price  3/12/02 F 2,913 D \$30.90  3/12/02 M 59,400 A \$25.25  3/12/02 F 53,041 D \$30.90  3/12/02 M 10,769 A Note 1	2A. 3. Disposed of (D) Following Reported Transaction (Instr. 3, 4 and 5) Reported Trans- cans- Execution Code Trans- cation Date, (Instr. 8) (A) action(s) action(s) or (Instr. 4) (Instr.	2A. 3. Disposed of (D) Following Form: Deemed Transaction (Instr. 3, 4 and 5) Reported Direct Fans- Execution Code Transaction (A) Action(S) Indirect Stion Date, (Instr. 8) Or (Instr. (I) Stide if any Or (Instr. (I) Stim/dd/yy) (mm/dd/yy) Code V Amount (D) Price 3 & 4) (Instr. 4)  By 12/02 F 2,913 D \$30.90  By 12/02 F 53,041 D \$30.90  By 12/02 M 10,769 A Note 1

<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.

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	Date	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Tran acti Code (Ins 8)  Code	on tr. 	or Disof(D) (Insti	ative ities red (A) sposed r. 3, nd 5)	(Month/D	ole and on Date ay/Year)  Expira- tion	of Under Securiti	es 3 and 4)	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)	Bene- ficial Owner- ship
Employee stock option (right to buy)			2	М			20,800	01/14/98	01/14/07	Common 7 Stock	20,800		0		
Employee stock option (right to buy)	\$21.0625	08/12/02	2	М			3,652	07/29/00	07/29/09	Common 9 Stock	3,652		10,955	D	
Employee stock option (right to buy)	\$19.8125	08/12/02	2	M			3,848	12/14/00	12/14/09	Common 9 Stock	3,848		11,545	D	
Employee stock option (right to buy)			2	M			3,301	12/14/00	12/14/09	Common 9 Stock	3,301		0		
Employee stock option (right to buy)		08/12/02	2	М			59,400	01/13/98	01/13/07	Common 7 Stock	59,400		0		
Employee stock option (right to buy)		08/12/02	2	Α	V	18,5	73	08/12/02	01/14/07	Common 7 Stock	18,573		18,573	D	
Employee stock option (right to buy)	\$30.90	08/12/02	2	Α	V	2,9	71	08/12/02	07/29/09	Common 9 Stock	2,971		2,971	D	

	2.											9. Number of Deriv- ative	10. Owner- ship Form	
1. Title of Derivative Security	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)	on tr. 	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)	6. Date Exercisal Expiration (Month/Diagram) Date Exer- cisable	ole and on Date ay/Year)	of Under Securiti (Instr.		8. Price of Deriv- ative Secur- ity (Instr 5)	secur- ities Bene- ficially Owned Following Reported Trans- action(s) (Instr. 4)	Ìn- direct (I)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Employee stock option (right to buy)	\$30.90	08/12/0	2	А	٧	3,040	08/12/02	12/14/09	Common Stock	3,040		3,040	D	
Employee stock option (right to buy)	\$30.90	08/12/0	2	A	v	2,913	08/12/02	12/14/09	Common Stock	2,913		2,913	D	
Employee stock option (right to buy)	\$30.90	08/12/0	2	A	V	53,041	08/12/02	01/13/07	Common Stock	53,041		53,041	D	
Dividend Equivalent	1 for 1	08/12/0	2 =======	M	====	10,769	Note 1	=======	=======	10,769 ======	=======	0 ======	=======	=======

## Explanation of Responses:

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

/s/ Bruce M. Johnson	September 10, 2002
Bruce M. Johnson	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.