

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 | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>FIALA MARY LOU</u> (Last) (First) (Middle) <u>121 WEST FORSYTH STREET</u> <u>SUITE 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>President and COO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2004</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 | 01/09/2004 | | F | | 9,890 | D ⁽¹⁾ | \$39.95 | 69,149 | D | |
| Common Stock | 01/09/2004 | | M | | 3,155 | A | \$0 ⁽²⁾ | 72,304 | D | |
| Common Stock | | | | | | | | 124,750 | I | By Spouse |

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 |
| Dividend Equivalent | \$0 ⁽³⁾ | 01/09/2004 | | M | | | 768 | 01/01/2002 | 01/01/2009 | Common Stock | 768 | \$0 | 0 | D | |
| Dividend Equivalent | \$0 ⁽³⁾ | 01/09/2004 | | M | | | 456 | 01/01/2002 | 01/01/2005 | Common Stock | 456 | \$0 | 0 | D | |
| Dividend Equivalent | \$0 ⁽³⁾ | 01/09/2004 | | M | | | 930 | 01/01/2003 | 01/01/2010 | Common Stock | 930 | \$0 | 0 | D | |
| Dividend Equivalent | \$0 ⁽³⁾ | 01/09/2004 | | M | | | 480 | 01/01/2003 | 01/01/2010 | Common Stock | 480 | \$0 | 0 | D | |
| Dividend Equivalent | \$0 ⁽³⁾ | 01/09/2004 | | M | | | 345 | 12/17/2003 | 12/17/2010 | Common Stock | 345 | \$0 | 0 | D | |
| Dividend Equivalent | \$0 ⁽³⁾ | 01/09/2004 | | M | | | 176 | 12/17/2003 | 12/17/2010 | Common Stock | 176 | \$0 | 0 | D | |

Explanation of Responses:

- Represents shares withheld for withholding taxes upon vesting of restricted stock under the issuer's Long-Term Omnibus Plan, the grant of which was made pursuant to Rule 16b-3 and was previously reported on Form 4.
- Settlement of dividend equivalent units. The dividend equivalent units accrued when dividends were paid on Regency Centers common stock and became exercisable in proportion with the stock right award to which they relate.
- 1-for-1.

/s/ Linda Y. Kelso, Attorney-in-Fact for Mary Lou Fiala 01/13/2004

** 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.