

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>DRUCE J DIX</u> (Last) (First) (Middle) <u>ONE INDEPENDENT DRIVE</u> <u>SUITE 2201</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>02/02/2007</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 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 | 02/02/2007 | | A | | 688 ⁽¹⁾ | A | \$0 | 17,585 ⁽²⁾ | D | |
| Common Stock | 02/05/2007 | | M | | 1,250 | A | \$22.063 | 18,835 | D | |
| Common Stock | 02/05/2007 | | M | | 2,500 | A | \$24.6 | 21,335 | D | |
| Common Stock | 02/05/2007 | | M | | 3,750 | A | \$29.9 | 25,085 | D | |
| Common Stock | 02/05/2007 | | M | | 8,226 | A | \$41.44 | 33,311 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.55 | 33,111 | D | |
| Common Stock | 02/05/2007 | | S | | 1,900 | D | \$88.56 | 31,211 | D | |
| Common Stock | 02/05/2007 | | S | | 100 | D | \$88.57 | 31,111 | D | |
| Common Stock | 02/05/2007 | | S | | 100 | D | \$88.58 | 31,011 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.59 | 30,811 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.6 | 30,611 | D | |
| Common Stock | 02/05/2007 | | S | | 300 | D | \$88.62 | 30,311 | D | |
| Common Stock | 02/05/2007 | | S | | 1,400 | D | \$88.63 | 28,911 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.64 | 28,711 | D | |
| Common Stock | 02/05/2007 | | S | | 1,200 | D | \$88.65 | 27,511 | D | |
| Common Stock | 02/05/2007 | | S | | 3,700 | D | \$88.66 | 23,811 | D | |
| Common Stock | 02/05/2007 | | S | | 500 | D | \$88.67 | 23,311 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.68 | 23,111 | D | |
| Common Stock | 02/05/2007 | | S | | 100 | D | \$88.69 | 23,011 | D | |
| Common Stock | 02/05/2007 | | S | | 100 | D | \$88.71 | 22,911 | D | |
| Common Stock | 02/05/2007 | | S | | 100 | D | \$88.75 | 22,811 | D | |
| Common Stock | 02/05/2007 | | S | | 400 | D | \$88.76 | 22,411 | D | |
| Common Stock | 02/05/2007 | | S | | 600 | D | \$88.77 | 21,811 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.78 | 21,611 | D | |
| Common Stock | 02/05/2007 | | S | | 1,500 | D | \$88.79 | 20,111 | D | |
| Common Stock | 02/05/2007 | | S | | 300 | D | \$88.8 | 19,811 | D | |
| Common Stock | 02/05/2007 | | S | | 200 | D | \$88.81 | 19,611 | D | |
| Common Stock | 02/05/2007 | | S | | 1,000 | D | \$88.82 | 18,611 | D | |
| Common Stock | 02/05/2007 | | S | | 126 | D | \$88.85 | 18,485 | D | |

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 | 02/05/2007 | | S | | 100 | D | \$88.86 | 18,385 | 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 | | | | | | Title |
| Director Stock Option (right to acquire) | \$22.063 | 02/05/2007 | | M | | | 1,250 | 05/03/2004 | 05/03/2010 | Common Stock | 1,250 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$24.6 | 02/05/2007 | | M | | | 2,500 | 05/01/2005 | 05/01/2011 | Common Stock | 2,500 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$29.9 | 02/05/2007 | | M | | | 3,750 | 05/07/2006 | 05/07/2012 | Common Stock | 3,750 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$41.44 | 02/05/2007 | | M | | | 668 | 12/31/1998 | 12/31/2007 | Common Stock | 668 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$41.44 | 02/05/2007 | | M | | | 537 | 12/31/1999 | 12/31/2008 | Common Stock | 537 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$41.44 | 02/05/2007 | | M | | | 2,639 | 05/06/2003 | 05/06/2009 | Common Stock | 2,639 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$41.44 | 02/05/2007 | | M | | | 1,996 | 02/06/2004 | 05/03/2010 | Common Stock | 1,996 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$41.44 | 02/05/2007 | | M | | | 1,484 | 02/07/2004 | 05/01/2011 | Common Stock | 1,484 | \$0 | 0 | D | |
| Director Stock Option (right to acquire) | \$41.44 | 02/05/2007 | | M | | | 902 | 02/08/2004 | 05/07/2012 | Common Stock | 902 | \$0 | 0 | D | |

Explanation of Responses:

- Grant of restricted stock which vests 25% per year beginning on the first anniversary of the date of grant. Grant was made in exchange for options granted in exchange for forfeiture of all reload rights associated with existing options held by the reporting person.
- Since the date of the reporting person's last ownership report, he transferred 10,395 shares of Regency common stock to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

/s/ Linda Y. Kelso, Attorney-
in-Fact for J. Dix Druce 02/06/2007

** 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.

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