

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>JOHNSON BRUCE M</u><br><br>(Last) (First) (Middle)<br><u>121 W FORSYTH ST</u><br><u>STE 200</u><br><br>(Street)<br><u>JACKSONVILLE FL</u> <u>32202</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>REGENCY CENTERS CORP [ REG ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Financial Officer</u> |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>10/29/2004</u>              |   |
|  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                           |   |
| <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 10/29/2004                           |  | M                              |   | 37,477  | A          | \$40.3  | 284,002   | D  |   |
| Common Stock                    | 10/29/2004                           |  | F                              |   | 33,309  | D          | \$48.85 | 250,693   | 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 |
| Employee Stock Option (right to buy)       | \$40.3   | 10/29/2004                           |  | M                              |   | 15,335   |     | 06/01/2004   | 01/23/2008      | Common Stock  | 15,335                                     | \$0  | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$40.3   | 10/29/2004                           |  | M                              |   | 10,475   |     | 06/01/2004   | 01/01/2011      | Common Stock  | 10,475                                     | \$0  | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$40.3   | 10/29/2004                           |  | M                              |   | 4,203  |     | 06/01/2004   | 12/14/2011      | Common Stock  | 4,203                                      | \$0  | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$40.3   | 10/29/2004                           |  | M                              |   | 2,605  |     | 06/01/2004   | 12/14/2009      | Common Stock  | 2,605                                      | \$0  | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$48.85  | 10/29/2004                           |  | A                              |   | 13,629   |     | 10/29/2004   | 01/23/2008      | Common Stock  | 13,629                                     | \$0  | 13,629  | D  |       |
| Employee Stock Option (right to buy)       | \$48.85  | 10/29/2004                           |  | A                              |   | 9,310  |     | 10/29/2004   | 01/01/2011      | Common Stock  | 9,310                                      | \$0  | 9,310   | D  |       |
| Employee Stock Option (right to buy)       | \$48.85  | 10/29/2004                           |  | A                              |   | 3,736  |     | 10/29/2004   | 12/14/2011      | Common Stock  | 3,736                                      | \$0  | 3,736   | D  |       |
| Employee Stock Option (right to buy)       | \$48.85  | 10/29/2004                           |  | A                              |   | 2,315  |     | 10/29/2004   | 12/14/2009      | Common Stock  | 2,315                                      | \$0  | 2,315   | 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   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy)       | \$48.85  | 10/29/2004                           |  | A                              |   | 4,319  |     | 10/29/2004   | 07/29/2009      | Common Stock  | 4,319                      | \$0  | 4,319  | D   |  |

Explanation of Responses:

/s/ Linda Y. Kelso, Attorney-in-Fact for Bruce M. Johnson      11/02/2004

\*\* 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.

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