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 long<br>may continue. See In         |                                    | ection 16. F         | orm 4 or Form      | 5 obligations  |              |               |   |                         |                         |
|--|------------------------------------|----------------------|--------------------|--|--------------|---------------|---|-------------------------|-------------------------|
| 1. Name and Address of I                                 | Reporting Person'                  | *                    |                    |  |              |               |   |                         |                         |
| Stein Jr.  | . Martir                           |                      |                    | E.   |              |               |   |                         |                         |
| (Last)   | First)                             |                      |                    | iddle)   |              |               |   |                         |                         |
|  | `<br>1 West Forsyth St             | ,                    | •                  | ,  |              |               |   |                         |                         |
|  | (Stree                             |                      |                    |  |              |               |   |                         |                         |
| Jacksonville   | FL                                 | •                    | 3                  | 2202   |              |               |   |                         |                         |
| (City)   | (State                             |                      |                    | Zip)   |              |               |   |                         |                         |
| 2. Issuer Name and Ticke                                 | er or Trading Sym                  | nbol                 |                    |  |              |               |   |                         |                         |
| Re   | egency Centers Co                  | orporation (         | REG)               |  |              |               |   |                         |                         |
| 3. IRS Identification No                                 | umber of Reportin                  | ng Person, i         | f an Entity (      | Voluntary)   |              |               |   |                         |                         |
| 4. Statement for Month/I                                 | Day/Voar                           |                      |                    |  |              |               |   |                         |                         |
| 4. Statement for Month/1                                 | March 10,                          | 2002                 |                    |  |              |               |   |                         |                         |
| 5. If Amendment, Date o                                  |                                    |                      |                    |  |              |               |   |                         |                         |
| ======================================                   | ,                                  |                      |                    |  |              |               |   |                         |                         |
| 6. Relationship of Report (Check all applicable          | rting Person to 1                  |                      |                    |  |              |               |   |                         |                         |
| [X] Director   |                                    |                      | 0% Owner           |  |              |               |   |                         |                         |
| [X] Officer (give t                                      | •                                  |                      | ther (specify      | below)   |              |               |   |                         |                         |
|  | irman and Chief E<br>              |                      |                    |  |              |               |   |                         |                         |
| 7. Individual or Joint/                                  | Group Filing (Che                  | eck applicab         | le line)           |  |              |               |   |                         |                         |
| <pre>[X] Form filed by or<br/>[_] Form filed by mo</pre> |                                    |                      | n                  |  |              |               |   |                         |                         |
|  |                                    |                      |                    |  |              |               |   |                         |                         |
|  |                                    |                      |                    |  |              |               |   |                         |                         |
| Table I Non  | Derivative Secur-<br>or Beneficial | lly Owned .          | , .                | ,  |              |               |   |                         |                         |
|  |                                    |                      |                    |  |              |               |   |                         |                         |
|  | 2. [                               | 2A.<br>Deemed        |                    | 4.<br>Securities Acc<br>Disposed of (I<br>(Instr. 3, 4 a | ))<br>and 5) |               | 5. Amount of Securities Beneficially Owned Following Reported | ship<br>Form:<br>Direct | 7.<br>Nature of         |
| 1.   | Trans-<br>action                   | Execution Date,      | Code<br>(Instr. 8) |  | (A)          |               | Trans-<br>action(s)   |                         | Indirect Beneficial     |
| Title of Security (Instr. 3)                             | Date<br>(mm/dd/yy)                 | if any<br>(mm/dd/yy) | Code V             | Amount   | or<br>(D)    | Price         | (Instr.<br>3 & 4)   | (I)<br>(Instr.4)        | Ownership<br>(Instr. 4) |
| Ourse Otania   | 00 (40 (00                         |                      | •                  | 7 500(4)   |              | 400 4000      | 004 400(0)  | _                       |                         |
| Common Stock   | 03/10/03<br>                       |                      | S<br>              | 7,500(1)   | ט<br>        | \$32.1689<br> | 264,402(2)  | D<br>                   | Note: C                 |
|  |                                    |                      |                    |  |              |               | 160, 263  | I<br>                   | Note 3                  |
|  |                                    |                      |                    |  |              |               | 415, 382  | I<br>                   | Note 4                  |
|  |                                    |                      |                    | .=========   |              |               | 4,000   | I<br>=======            | Note 5                  |

- \* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).
- Note 1: These shares were sold pursuant to a Rule 10b sales plan dated March 6, 2003.
- Note 2: Includes an aggregate of 4,567 shares acquired through participation in Regency's Dividend Reinvestment Plan.
- Note 3: Shares held by The Regency Group (Nevada) Limited Partnership, the sole general partner of which is a wholly-owned subsidiary of The Regency Group, Inc. All of the outstanding stock of The Regency Group, Inc. is owned by The Regency Square Group II (Nevada) Limited Partnership, the sole general partner of which is a corporation in which all of the outstanding stock is owned by Mr. Stein and members of his family.
- Note 4: Represents 307,147 shares held by The Regency Group II and 108,235 shares held by Regency Square II. Mr. Stein is a general partner of The Regency Group II and Regency Square II and a trustee of a trust that is also a general partner in those Partnerships.
- Note 5: Represents 4,000 shares held for Mr. Stein's benefit by the Wellhouse Trust. Mr. Stein has investment power over such shares.

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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or<br>Exercise<br>Price<br>of<br>Derivative<br>Security | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A. Deemed Execu- tion Date, if any (Month/ Day/ Year) |         | 5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) | Expirati<br>(Month/D<br><br>Date | on Date<br>ay/Year)<br><br>Expira-<br>tion | of Under<br>Securiti<br>(Instr. | Amount or Number of | Deriv-<br>ative<br>Secur-<br>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) | In-<br>direct<br>Bene-<br>ficial<br>Owner-<br>ship |
|--|---|--|--|---------|---|----------------------------------|--|---------------------------------|---------------------|----------------------------------|--|---|--|
|  |   |  |  |         |   |                                  |  |                                 |                     |                                  |  |   |  |
|  |   |  |  |         |   |                                  |  |                                 |                     |                                  |  |   |  |
|  |   |  |  |         |   |                                  |  |                                 |                     |                                  |  |   |  |
|  |   |  |  |         |   |                                  |  |                                 |                     |                                  |  |   |  |
|  |   |  |  |         |   |                                  |  |                                 |                     |                                  |  |   |  |
|  |   |  |  |         |   |                                  |  |                                 |                     |                                  |  |   |  |
| =========  | =======   |  | ======   | :====== | ========  | ======                           | ======                                     | ======                          |                     | ======                           | :=======   | ======  | ======   |

Explanation of Responses:

/s/ Linda Y. Kelso April 10, 2003

Linda Y. Kelso, as attorney-in-fact Date for Martin E. Stein, Jr.

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.