

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2

(AMENDMENT NO. 15)

REGENCY CENTERS CORPORATION
(FORMERLY REGENCY REALTY CORPORATION)
(NAME OF ISSUER)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

758849 10 3

(CUSIP Number)

JEFFREY A. KLOPF, SECRETARY
SECURITY CAPITAL GROUP INCORPORATED
125 LINCOLN AVENUE
SANTA FE, NEW MEXICO 87501
(505) 982-9292

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

APRIL 5, 2002

(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [].

(Continued on following pages)
(Page 1 of 9 Pages)

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 2 of 9

1. NAMES OF REPORTING PERSONS
Security Capital Group Incorporated
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
36-3692698

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

Number of 7. SOLE VOTING POWER

Shares 34,273,236

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 34,273,236

Person With 10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,273,236

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
59.5%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 3 of 9

1. NAMES OF REPORTING PERSONS
SC Capital Incorporated
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
74-2985638

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

Number of 7. SOLE VOTING POWER

Shares 34,273,236

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 34,273,236

Person With 10. SHARED DISPOSITIVE POWER

-0-

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34,273,236

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CERTAIN SHARES

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59.5%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 4 of 9

1. NAMES OF REPORTING PERSONS
SC Realty Incorporated
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
88-0330184

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS
BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada

Number of 7. SOLE VOTING POWER
Shares 34,273,236

Beneficially 8. SHARED VOTING POWER
Owned By -0-

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Reporting 34,273,236

Person With 10. SHARED DISPOSITIVE POWER
-0-

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14. TYPE OF REPORTING PERSON REPORTING
CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 5 of 9

1. NAMES OF REPORTING PERSONS
Security Capital Operations Incorporated
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
52-2146697

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

Number of 7. SOLE VOTING POWER

Shares 34,273,236

Beneficially 8. SHARED VOTING POWER

Owned By -0-

Each 9. SOLE DISPOSITIVE POWER

Reporting 34,273,236

Person With 10. SHARED DISPOSITIVE POWER

-0-

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59.5%

14. TYPE OF REPORTING PERSON REPORTING

CO

SCHEDULE 13D

CUSIP NO. 861907 10 3

Page 6 of 9

1. NAMES OF REPORTING PERSONS

Security Capital Shopping Mall Business Trust

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

74-2869169

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS

BK, 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
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59.5%

14. TYPE OF REPORTING PERSON REPORTING

CO

This Amendment No. 15 is filed by Security Capital Group Incorporated ("Security Capital Group"), a Maryland corporation, SC Realty Incorporated, a Nevada corporation and an indirect wholly owned subsidiary of Security Capital Group ("SC-Realty"), Security Capital Operations Incorporated, a Maryland corporation and wholly owned subsidiary of SC-Realty ("Operations"), and Security Capital Shopping Mall Business Trust, a Maryland real estate investment trust and subsidiary of Operations (formerly known as Midwest Mixed-Use Realty Investors Trust, "Midwest"), and amends the Schedule 13D originally filed (as previously amended, the "Schedule 13D") by Security Capital Group, SC-Realty and Security Capital Holdings S.A. ("Holdings"), a corporation organized and existing under the laws of Luxembourg and a wholly owned subsidiary of SC-Realty. This Amendment No. 15 relates to shares of common stock, par value \$0.01 per share ("Common Stock"), of Regency Centers Corporation, a Florida corporation and formerly Regency Realty Corporation ("Regency"). Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Schedule 13D.

ITEM 4. PURPOSE OF THE TRANSACTION

Item 4 is hereby amended to add the following:

On April 5, 2002, giving consideration to the pendency of the potential transaction between Security Capital Group and General Electric Capital Corporation, Security Capital Group and Regency amended the "standstill" provisions of the Stockholders Agreement which have been previously described in this Schedule 13D to extend the termination of the Standstill Period (as defined in the Stockholders Agreement) until April 10, 2003, unless earlier terminated in accordance with the Stockholders Agreement. A copy of the amendment is filed as an exhibit hereto and incorporated by reference herein, the preceding text is qualified in its entirety by reference to such amendment. Security Capital Group reserves all of its rights with respect to its investment intent as previously described in this Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 15 Amendment dated as of April 5, 2002 by and between Regency, Security Capital Group, and The Regency Group, Inc., amending the Stockholders Agreement dated as of July 10, 1996, by and among Regency, Security Capital U.S. Realty, and Security Capital Holdings S.A., and to which Security Capital Group (both as to itself and as successor to all the rights of Security Capital U.S. Realty and Security Capital Holdings S.A. under the Investor Agreement) has become party as a result of the transactions between Security Capital Group, Security Capital U.S. Realty and Security Capital Holdings S.A. and the consent granted by the Company pursuant to that certain letter agreement dated June 14, 2000.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

SECURITY CAPITAL GROUP
INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Senior Vice President
and Secretary

SC CAPITAL INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

SC REALTY INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

SECURITY CAPITAL OPERATIONS
INCORPORATED

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

SECURITY CAPITAL SHOPPING MALL
BUSINESS TRUST

By: /s/ Jeffrey A. Klopf

Name: Jeffrey A. Klopf
Title: Secretary

April 5, 2002

Exhibit Index

Exhibit 15

Amendment dated as of April 5, 2002 by and between Regency Centers Corporation, Security Capital Group Incorporated, and The Regency Group, Inc., amending the Stockholders Agreement dated as of July 10, 1996, by and among Regency Centers Corporation, Security Capital U.S. Realty, and Security Capital Holdings S.A., and to which Security Capital Group Incorporated (both as to itself and as successor to all the rights of Security Capital U.S. Realty and Security Capital Holdings S.A. under the Investor Agreement) has become party as a result of the transactions between Security Capital Group Incorporated, Security Capital U.S. Realty and Security Capital Holdings S.A and the consent granted by the Company pursuant to that certain letter agreement dated June 14, 2000.

AMENDMENT TO STOCKHOLDERS AGREEMENT

THIS AMENDMENT (this "AMENDMENT"), dated as of April 5, 2002, is by and between Regency Centers Corporation (formerly Regency Realty Corporation), a Florida corporation ("REGENCY"), Security Capital Group Incorporated, a Maryland corporation ("SCG"), and The Regency Group, Inc., a Florida corporation ("TRG") and amends the Stockholders Agreement dated as of July 10, 1996, by and among Regency, Security Capital U.S. Realty, a Luxembourg corporation ("Realty"), and Security Capital Holdings S.A. ("Holdings"), a Luxembourg corporation and a formerly wholly owned subsidiary of Realty (as previously amended, the "STOCKHOLDERS AGREEMENT"), and to which SCG (both as to itself and as successor to all the rights of Realty and Holdings under the Investor Agreement) has become party as a result of the transactions between Security Capital, Realty and Holdings and the consent granted by the Company pursuant to that certain letter agreement dated June 14, 2000.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements and warranties herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

1. STANDSTILL: Clause (x) in the first sentence of Section 5.1(a) and 5.1(b) of the Stockholders Agreement shall be modified to, in each case, replace the words "January 10, 2003" with the words "April 10, 2003."
2. MISCELLANEOUS. Except as amended by this Agreement, the Stockholders Agreement shall remain in full force and effect, and this Amendment and the Stockholders Agreement together shall be considered one agreement, including that all of the Miscellaneous provisions of Section 7 of the Stockholders Agreement shall apply equally hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered as of the day and year written above.

REGENCY CENTERS CORPORATION

By: /s/ Bruce M. Johnson

Name: Bruce M. Johnson
Title: Managing Director and
Chief Financial Officer

THE REGENCY GROUP, INC.

By: /s/ Bruce M. Johnson

Name: Bruce M. Johnson
Title: Managing Director and
Chief Financial Officer

SECURITY CAPITAL GROUP INCORPORATED

By: /s/ C. Ronald Blankenship

Name: C. Ronald Blankenship
Title: Vice Chairman and
Chief Operating Officer