

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

REGENCY CENTERS CORPORATION

(Exact Name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

59-3191743
(we.R.S. Employer
Identification No.)

121 West Forsyth, Suite 200, Jacksonville, Florida 32202
(Address of principal executive offices) (zip code)

Regency Centers Corporation
Amended and Restated Long Term Omnibus Plan
(Full title of the Plan)

J. Christian Leavitt
Senior Vice President
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202
(904) 356-7000
(Name and address of agent for service)

Copy to:

Linda Y. Kelso, Esq.
Foley & Lardner LLP
One Independent Drive, Suite 1300
Jacksonville, Florida 32202
(904) 359-2000

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered(1)	Proposed Maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common Stock, \$0.01 par value per share	2,826,106 shares	\$ (2)	\$ (2)	\$17,153.89

- (1) Plus such indeterminate number of additional shares as may become available for sale pursuant to the anti-dilution provisions contained in the Plan.
- (2) Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, the registration fee for the shares covered by this Registration Statement has been calculated based on (i) 1,525,504 shares subject to outstanding options with an average exercise price of \$45.47 per share and (ii) 1,300,602 shares reserved for future grants under the plan, for which the fee has been calculated using \$58.73 per share, the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on June 13, 2005.

This Registration Statement is being filed pursuant to Instruction E of Form S-8 and incorporates by reference the Registration Statement previously filed with respect to this Plan on Form S-8 (Registration No. 333-55062).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on the 15th day of June, 2005.

REGENCY CENTERS CORPORATION
(Registrant)

/s/ Martin E. Stein, Jr.

Martin E. Stein, Jr., Chairman of the Board and
Chief Executive Officer

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears on the Signature Page to this Registration Statement constitutes and appoints Martin E. Stein, Jr., Mary Lou Fiala, Bruce M. Johnson and J. Christian Leavitt, and each or any of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, including any amendment or registration statement filed pursuant to Rule 462, and to file the same, with all exhibits hereto, and other documents in connection therewith, with the Securities and Exchange Commission, and grants unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>(Signature)</u>	<u>(Title)</u>	<u>(Date)</u>
<u>/s/ Martin E. Stein, Jr.</u> _____ Martin E. Stein, Jr.	Chairman of the Board and Chief Executive Officer)	June 15, 2005
<u>/s/ Mary Lou Fiala</u> _____ Mary Lou Fiala	Chief Operating Officer and Director	June 15, 2005

<hr/> <i>/s/ Bruce M. Johnson</i> <hr/>	Managing Director, Principal Financial Officer and Director	June 15, 2005
Bruce M. Johnson		
<hr/> <i>/s/ J. Christian Leavitt</i> <hr/>	Senior Vice President, Secretary, Treasurer and Principal Accounting Officer	June 15, 2005
J. Christian Leavitt		
<hr/> <i>/s/ Raymond L. Bank</i> <hr/>	Director	June 15, 2005
Raymond L. Bank		
<hr/> <i>/s/ C. Ronald Blankenship</i> <hr/>	Director	June 15, 2005
C. Ronald Blankenship		
<hr/> <i>/s/ A.R. Carpenter</i> <hr/>	Director	June 15, 2005
A.R. Carpenter		
<hr/> <i>/s/ J. Dix Druce, Jr.</i> <hr/>	Director	June 15, 2005
J. Dix Druce, Jr.		
<hr/> <i>/s/ Douglas S. Luke</i> <hr/>	Director	June 15, 2005
Douglas S. Luke		
<hr/> <i>/s/ John C. Sweitzer</i> <hr/>	Director	June 15, 2005
John C. Sweitzer		
<hr/> <i>/s/ Thomas G. Wattles</i> <hr/>	Director	June 15, 2005
Thomas G. Wattles		
<hr/> <i>/s/ Terry N. Worrell</i> <hr/>	Director	June 15, 2005
Terry N. Worrell		

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	Regency Centers Corporation Amended and Restated Long Term Omnibus Plan(1)
4.2	Amendment No. 1 to Regency Centers Corporation Long Term Omnibus Incentive Plan(2)
4.3	Form of Stock Rights Award Agreement(3)
4.4	Form of Nonqualified Stock Option Agreement(4)
4.5	Form of Option Award Agreement for Key Employees(5)
4.6	Form of Option Award for Non-Employee Directors(5)
5.1	Opinion of Foley & Lardner LLP
23.1	Consent of KPMG LLP
23.2	Consent of Foley & Lardner LLP (included in Exhibit 5)
24	Powers of Attorney (included in signature pages)

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- (1) Incorporated by reference to Appendix 1 to Regency Centers Corporation's 2003 annual meeting proxy statement filed April 3, 2003.
- (2) Incorporated by reference to Exhibit 10(a)(i) to Regency Centers Corporation's Form 10-K filed March 12, 2004.
- (3) Incorporated by reference to Exhibit 10(b) Regency Centers Corporation's Form 10-K filed March 16, 2005.
- (4) Incorporated by reference to Exhibit 10(c) Regency Centers Corporation's Form 10-K filed March 16, 2005.
- (5) Included as an exhibit to Pre-effective Amendment No. 2 to Regency Centers Corporation's registration statement on Form S-11 filed October 5, 1993 (33-67258), and incorporated herein by reference.

**FOLEY & LARDNER LLP
ATTORNEYS AT LAW**

ONE INDEPENDENT DRIVE, SUITE 1300
JACKSONVILLE, FLORIDA 32202-5017
P. O. BOX 240
JACKSONVILLE, FLORIDA 32201-0240
904.359.2000 TEL
904.359.8700 FAX
www.foley.com

CLIENT/MATTER NUMBER
040521-0235

June 15, 2005

Regency Centers Corporation
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

Re: Registration Statement on Form S-8 Relating to Shares of Common Stock
Issuable Pursuant to Regency Centers Corporation Amended and Restated Long
Term Omnibus Incentive Plan

Ladies and Gentlemen:

This opinion is being furnished in connection with the Registration Statement on Form S-8 (the "Registration Statement") of Regency Centers Corporation (the "Company"), under the Securities Act of 1933, as amended, for the registration of 2,826,106 shares of common stock, par value \$0.01, issuable pursuant to the Regency Centers Corporation Amended and Restated Long Term Omnibus Incentive Plan (the "Plan"), as amended. The common stock issuable pursuant to the Plan is referred to herein as the "Shares."

We have examined and are familiar with the following:

- A. Articles of Incorporation of the Company, as amended, as filed in the Office of the Secretary of State of the State of Florida;
- B. Bylaws, as amended, of the Company;
- C. The proceedings of the Board of Directors and shareholders of the Company in connection with the adoption of the Plan; and
- D. Such other documents, Company records and matters of law as we have deemed to be pertinent.

Based on the foregoing, it is our opinion that:

1. The Company has been duly incorporated and is validly existing and in good standing under the laws of the State of Florida.
2. The Shares have been duly authorized and when issued in accordance with the terms of the Plan will be duly and validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5 in the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder.

FOLEY & LARDNER LLP

/s/ Foley & Lardner LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Regency Centers Corporation:

We consent to the use of our reports dated March 14, 2005, except as to notes 3 and 9 which are as of June 10, 2005, with respect to the consolidated balance sheets of Regency Centers Corporation as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2004, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004, incorporated herein by reference.

/s/ KPMG LLP

Jacksonville, Florida
June 13, 2005