

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>CARPENTER ALVIN R</u>  (Last) (First) (Middle)  (Street)  (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>05/06/2003</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	05/06/2003		A		2,000	A	0 <sup>(1)</sup>	34,474	D	
Common Stock	05/07/2003		M		1,250	A	21.875	35,724	D	
Common Stock	05/07/2003		M		1,250	A	22.0625	36,974	D	
Common Stock	05/07/2003		M		1,250	A	24.6	38,224	D	
Common Stock	05/07/2003		F		2,497	D	34.31	35,727	D	
Common Stock	05/07/2003		M		908	A	0 <sup>(2)</sup>	36,635	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
Stock Option (right to buy)	21.875	05/07/2003		M			1,250	05/06/2000	05/06/2009	Common Stock	1,250	\$0	0	D	
Stock Option (right to buy)	22.0625	05/07/2003		M			1,250	05/03/2001	05/03/2010	Common Stock	1,250	\$0	0	D	
Stock Option (right to buy)	24.6	05/07/2003		M			1,250	05/03/2002	05/03/2011	Common Stock	1,250	\$0	0	D	
Dividend Equivalent	0 <sup>(3)</sup>	05/07/2003		M			427	05/06/2000	05/06/2009	Common Stock	427	\$0	0	D	
Stock Option (right to buy)	34.31	05/07/2003		A			797	05/07/2003	05/06/2009	Common Stock	797	\$0	797	D	
Stock Option (right to buy)	34.31	05/07/2003		A			804	05/07/2003	05/03/2010	Common Stock	804	\$0	804	D	
Stock Option (right to buy)	34.31	05/07/2003		A			896	05/07/2003	05/03/2011	Common Stock	896	\$0	896	D	
Dividend Equivalent	0 <sup>(3)</sup>	05/07/2003		M			298	05/03/2001	05/03/2010	Common Stock	298	\$0	0	D	
Dividend Equivalent	0 <sup>(3)</sup>	05/07/2003		M			183	05/03/2002	05/03/2011	Common Stock	183	\$0	0	D	

**Explanation of Responses:**

1. Represents restricted shares granted under the Regency Centers Corporation Long Term Omnibus Plan.
2. Settlement of dividend equivalent units in connection with exercise of option.
3. 1 for 1

/s/ Linda Y. Kelso, Attorney-in-  
Fact for Alvin R. Carpenter      05/08/2003

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**