

GOETHE ROBERT A  
 Form 4  
 February 21, 2003

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287</p> <p>Expires: December 31, 2001</p> <p>Estimated average burden hours per response. . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Goethe, Robert A.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>P.O. Box 669</b></p> <hr/> <p>(Street)</p> <p><b>Montgomery, AL 36104</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Regions Financial Corp. RF</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>February 20 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____ 10%</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b><u>Chairman, CEO &amp; President of Regions Mortgage Inc.; Member Leadership Team</u></b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
Common Stock	02/20/2003	F	586.000   D   \$31.7250	4,550.000	D	
Common Stock (DRP)				11,771.220	D	

(over)  
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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)	4. Transaction Code and Voluntary Code (V) or Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
Phantom Stock Units (401k)	(1)				(1)   (1)	Common Stock - 1,646.0		1,646.0	D	
Stock Option	\$12.1710				01/13/1996   01/13/2005	Common Stock - 1,352.0		1,352.0	D	
Stock Option	\$12.1710				03/01/1996   01/13/2005	Common Stock - 5,412.0		5,412.0	D	
Stock Option	\$22.4375				01/03/1997   01/03/2006	Common Stock - 12,000.0		12,000.0	D	
Stock Option	\$20.8487				01/11/1997   01/11/2006	Common Stock - 820.0		820.0	D	
Stock Option	\$20.8487				01/11/1998   01/11/2006	Common Stock - 821.0		821.0	D	
Stock Option	\$20.8487				01/11/1999   01/11/2006	Common Stock - 821.0		821.0	D	
Stock Option	\$20.8487				01/11/2000   01/11/2006	Common Stock - 821.0		821.0	D	
Stock Option	\$20.8487				01/11/2001   01/11/2006	Common Stock - 821.0		821.0	D	
Stock Option	\$38.7500				10/09/1998   10/09/2007	Common Stock - 3,949.0		3,949.0	D	
Stock Option	\$41.3437				04/09/1999   04/09/2008	Common Stock - 11,250.0		11,250.0	D	
Stock Option	\$35.6562				08/30/2000   08/30/2009	Common Stock - 11,250.0		11,250.0	D	
Stock Option	\$20.0937				03/15/2001	Common Stock -		15,000.0	D	

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					03/15/2010	15,000.0				
Stock Option	\$27.9050				01/16/2002	Common Stock - 12,500.0		12,500.0	D	
					01/16/2011					
Stock Option	\$27.9050				01/16/2003	Common Stock - 6,250.0		6,250.0	D	
					01/16/2011					
Stock Option	\$27.9050				01/16/2004	Common Stock - 6,250.0		6,250.0	D	
					01/16/2011					
Stock Option	\$30.8950				01/22/2003	Common Stock - 12,500.0		12,500.0	D	
					01/22/2012					
Stock Option	\$30.8950				01/22/2004	Common Stock - 6,250.0		6,250.0	D	
					01/22/2012					
Stock Option	\$30.8950				01/22/2005	Common Stock - 6,250.0		6,250.0	D	
					01/22/2012					

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Ronald C. Jackson**  
**Robert A. Goethe**

See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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FOOTNOTE Descriptions for Regions Financial Corp. RF

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**Robert A. Goethe**  
**P.O. Box 669**

**Montgomery, AL 36104**

**Explanation of responses:**

(1) The reported phantom stock units were acquired under Regions' benefits plans.

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