

HORSLEY RICHARD D  
Form 4  
February 21, 2003

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                             |                                                                                                                                                  |                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).                                                                                                                                                                                                                                                                                                                         | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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 |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                             | OMB APPROVAL<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden<br>hours per response. . . .<br>0.5 |                                                       |
| 1. Name and Address of Reporting Person*<br><b>Horsley, Richard D.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>P O Box 10247</b><br><br><div style="text-align: center;">(Street)</div> <b>Birmingham, AL 35202-0247</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><b>Regions Financial Corp. RF</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                                  | 4. Statement for (Month/Year)<br><b>February 20 2003</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Director</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>10% Owner</span> <span><input checked="" type="checkbox"/> Officer</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Other</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Officer/Other Description</span> <span><b><u>Vice Chairman &amp; Chief Operating Officer: Member Leadership Team</u></b></span> </div> <div style="display: flex; justify-content: space-between;"> <span>7. Individual or Joint/Group Filing (Check Applicable Line)</span> <span><input checked="" type="checkbox"/> Individual Filing</span> </div> <div style="display: flex; justify-content: space-between;"> <span></span> <span><input type="checkbox"/> Joint/Group Filing</span> </div> |                                                                             |                                                                                                                                                  |                                                       |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                             |                                                                                                                                                  |                                                       |
| 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) |
| Common Stock                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 02/20/2003                                                                                                                                                                                                                                                                                                                                             | F<br><br>  &nbsp;sp                                                                                            | <div style="display: flex; justify-content: space-between;"> <span>2,208.000</span> <span> </span> <span>D</span> <span> </span> </div> <div style="display: flex; justify-content: space-between;"> <span>\$31.7250</span> <span> </span> <span></span> </div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 322,320.000                                                                 | D                                                                                                                                                |                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                             |                                                                                                                                                  |                                                       |

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| <b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br/>(e.g., puts, calls, warrants, options, convertible securities)</b> |                                                                              |                                                         |                                                                             |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                         |                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                                     | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security | 3. Transac-<br>tion<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transac-<br>tion<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
|                                                                                                                                                         |                                                                              |                                                         | <hr/> Code I V                                                              |                                                                                                                         | <hr/> (DE)   (ED)                                                            |                                                                              |                                                       |                                                                                                      |                                                                                                         |                                                                   |
| Stock<br>Option                                                                                                                                         | \$27.9050                                                                    |                                                         |                                                                             |                                                                                                                         | 01/16/2002<br>  01/16/2011                                                   | Common<br>Stock -<br>40,000.0                                                |                                                       | 40,000.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$27.9050                                                                    |                                                         |                                                                             |                                                                                                                         | 01/16/2003<br>  01/16/2011                                                   | Common<br>Stock -<br>20,000.0                                                |                                                       | 20,000.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$27.9050                                                                    |                                                         |                                                                             |                                                                                                                         | 01/16/2004<br>  01/16/2011                                                   | Common<br>Stock -<br>20,000.0                                                |                                                       | 20,000.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$30.8950                                                                    |                                                         |                                                                             |                                                                                                                         | 01/22/2003<br>  01/22/2012                                                   | Common<br>Stock -<br>40,000.0                                                |                                                       | 40,000.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$30.8950                                                                    |                                                         |                                                                             |                                                                                                                         | 01/22/2004<br>  01/22/2012                                                   | Common<br>Stock -<br>20,000.0                                                |                                                       | 20,000.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$30.8950                                                                    |                                                         |                                                                             |                                                                                                                         | 01/22/2005<br>  01/22/2012                                                   | Common<br>Stock -<br>20,000.0                                                |                                                       | 20,000.0                                                                                             | D                                                                                                       |                                                                   |
| Phantom<br>Stock Units<br>(401k)                                                                                                                        | (1)                                                                          |                                                         |                                                                             |                                                                                                                         | (1)<br>  (1)                                                                 | Common<br>Stock -<br>3,838.0                                                 |                                                       | 3,838.0                                                                                              | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$15.9375                                                                    |                                                         |                                                                             |                                                                                                                         | 03/29/1995<br>  03/29/2004                                                   | Common<br>Stock -<br>33,726.0                                                |                                                       | 33,726.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$16.0000                                                                    |                                                         |                                                                             |                                                                                                                         | 01/04/1996<br>  01/04/2005                                                   | Common<br>Stock -<br>30,000.0                                                |                                                       | 30,000.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$22.4375                                                                    |                                                         |                                                                             |                                                                                                                         | 01/03/1997<br>  01/03/2006                                                   | Common<br>Stock -<br>25,544.0                                                |                                                       | 25,544.0                                                                                             | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$22.4375                                                                    |                                                         |                                                                             |                                                                                                                         | 01/03/1998<br>  01/03/2006                                                   | Common<br>Stock -<br>4,456.0                                                 |                                                       | 4,456.0                                                                                              | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$38.7500                                                                    |                                                         |                                                                             |                                                                                                                         | 10/09/1998<br>  10/09/2007                                                   | Common<br>Stock -<br>4,600.0                                                 |                                                       | 4,600.0                                                                                              | D                                                                                                       |                                                                   |
| Stock<br>Option                                                                                                                                         | \$38.7500                                                                    |                                                         |                                                                             |                                                                                                                         | 10/09/1999<br>  10/09/2007                                                   | Common<br>Stock -<br>2,580.0                                                 |                                                       | 2,580.0                                                                                              | D                                                                                                       |                                                                   |

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|              |           |  |  |  |                            |                            |  |          |   |  |
|--------------|-----------|--|--|--|----------------------------|----------------------------|--|----------|---|--|
| Stock Option | \$41.3437 |  |  |  | 04/09/1999<br>  04/09/2008 | Common Stock -<br>23,832.0 |  | 23,832.0 | D |  |
| Stock Option | \$41.3437 |  |  |  | 04/09/2000<br>  04/09/2008 | Common Stock -<br>2,418.0  |  | 2,418.0  | D |  |
| Stock Option | \$35.6562 |  |  |  | 08/30/2000<br>  08/30/2009 | Common Stock -<br>23,446.0 |  | 23,446.0 | D |  |
| Stock Option | \$35.6562 |  |  |  | 01/01/2001<br>  08/30/2009 | Common Stock -<br>2,804.0  |  | 2,804.0  | D |  |
| Stock Option | \$20.0937 |  |  |  | 03/15/2001<br>  03/15/2010 | Common Stock -<br>55,024.0 |  | 55,024.0 | D |  |
| Stock Option | \$20.0937 |  |  |  | 01/01/2002<br>  03/15/2010 | Common Stock -<br>4,976.0  |  | 4,976.0  | D |  |
|              |           |  |  |  |                            |                            |  |          |   |  |

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,

See Instruction 6 for procedure.

**Ronald C. Jackson**  
**Richard D. Horsley**

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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**Richard D. Horsley**  
**P O Box 10247**

**Birmingham, AL 35202-0247**

Explanation of responses:

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

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