

<b>OMB APPROVAL</b>	
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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>SECURITY CAPITAL GROUP INC/</u> _____ (Last) (First) (Middle) 125 Lincoln Avenue _____ (Street) Santa Fe NM 87501 _____ (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 09/25/2003					
			4. If Amendment, Date of Original Filed (Month/Day/Year) 09/29/2003			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, par value \$0.01 per share	09/25/2003		J <sup>(2)(3)</sup>		3,906,667	D	\$30.682 <sup>(3)</sup>	16,093,333	I	By subsidiary <sup>(1)</sup>
Common Stock, par value \$0.01 per share	09/26/2003		J <sup>(2)(4)</sup>		3,906,666	D	\$30.683 <sup>(4)</sup>	12,186,667	I	By subsidiary <sup>(1)</sup>

**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	Amount or Number of Shares				
Put equivalent position (obligation to sell)	(2)(3)	09/25/2003		J <sup>(2)(3)</sup>		3,906,667		06/24/2003	06/24/2004	Common Stock	3,906,667	(2)(3)	7,813,333	I	By subsidiary <sup>(1)</sup>
Put equivalent position (obligation to sell)	(2)(4)	09/26/2003		J <sup>(2)(4)</sup>		3,906,666		06/24/2003	06/24/2004	Common Stock	3,906,666	(2)(4)	3,906,667	I	By subsidiary <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
SECURITY CAPITAL GROUP INC/  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 125 Lincoln Avenue  
 \_\_\_\_\_  
 (Street)  
 Santa Fe NM 87501  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GENERAL ELECTRIC CAPITAL CORP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 260 Long Ridge Road  
 \_\_\_\_\_  
 (Street)  
 Stamford CT 06927  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GENERAL ELECTRIC CAPITAL SERVICES INC/CT  
 \_\_\_\_\_

(Last)	(First)	(Middle)
260 Long Ridge Road		
<hr/>		
(Street)		
Stamford	CT	06927
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[GENERAL ELECTRIC CO](#)

(Last)	(First)	(Middle)
3135 Easton Turnpike		
<hr/>		
(Street)		
Fairfield	CT	06927
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[GE CAPITAL INTERNATIONAL HOLDINGS CORP](#)

(Last)	(First)	(Middle)
260 LONG RIDGE ROAD		
<hr/>		
(Street)		
STAMFORD	CT	06927
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. By Security Capital Shopping Mall Business Trust (SC Shopping Mall Business Trust), an indirect subsidiary of Security Capital Group Incorporated (Security Capital). Security Capital is a subsidiary of GE Capital International Holdings Corporation, which is a subsidiary of General Electric Capital Corporation (GE Capital). General Electric Capital Services, Inc. (GECS), the parent corporation of GE Capital, and General Electric Company (GE), the parent corporation of GECS, each disclaim beneficial ownership of all shares owned by GE Capital, and this report shall not be deemed to be an admission that either GECS or GE is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
2. As previously reported, on June 18, 2003, SC Shopping Mall Business Trust entered into forward sale contracts with three unaffiliated third party buyers pursuant to ISDA Master Agreements of even date therewith entered into with each such party. The contracts relate to the disposition by SC Shopping Mall Business Trust of an aggregate of 11,720,000 shares of common stock, par value \$0.01 per share (Common Stock) of Regency Centers Corporation in exchange for a cash payment equal to \$31.1355 per share, plus interest and minus the amount of dividends paid on the shares with record dates between June 18, 2003 and the settlement date (plus interest on those dividends). The contracts provide for settlement on one or more dates on or before June 24, 2004, to be specified by SC Shopping Mall Business Trust. These forward sales contracts became effective on June 24, 2003.
3. On September 25, 2003, SC Shopping Mall Business Trust settled under its previously reported forward contract with Merrill Lynch International (the ML Forward Contract). In accordance with the terms of the ML Forward Contract, Security Capital delivered 3,906,667 shares of Common Stock, representing all of the shares of Common Stock subject to the ML Forward Contract, to Merrill Lynch International in exchange for a cash payment of approximately \$30.682 per share (which is equal to \$31.1355 per share of Common Stock, plus interest and minus the amount of dividends paid on the Common Stock with record dates between June 18, 2003 and the settlement date (plus interest on those dividends)).
4. On September 26, 2003, SC Shopping Mall Business Trust settled under its previously reported forward contract with Wachovia Bank, National Association (the Wachovia Forward Contract). In accordance with the terms of the Wachovia Forward Contract, Security Capital delivered 3,906,666 shares of Common Stock, representing all of the shares of Common Stock subject to the Wachovia Forward Contract, to Wachovia Bank, National Association in exchange for a cash payment of approximately \$30.683 per share (which is equal to \$31.1355 per share of Common Stock, plus interest and minus the amount of dividends paid on the Common Stock with record dates between June 18, 2003 and the settlement date (plus interest on those dividends)).

**Remarks:**

This Form 4 is being filed as an amendment to the Form 4 filed on September 29, 2003, as amended by the Form 4 filed on September 30, 2003, to reflect the addition of General Electric Company as a Reporting Person.

[Kevin Korsh, Authorized Officer](#)  
[on behalf of Reporting Persons](#) 10/01/2003

\*\* 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.**