
 OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
 may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Stein Jr. Martin E.

 (Last) (First) (Middle)

 121 West Forsyth Street, Suite 200

 (Street)

 Jacksonville FL 32202

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regency Centers Corporation (REG)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

August 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person to Issuer
 (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman and Chief Executive Officer

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
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1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 Trans- action(s) (Instr. 3 & 4)	6. Beneficially Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	08/12/02		M		32,700	A	\$25.25		
Common Stock	08/12/02		F		29,199	D	\$30.90		

Common Stock	08/12/02	M	15,450	A	\$21.0625
Common Stock	08/12/02	F	12,570	D	\$30.90
Common Stock	08/12/02	M	15,801	A	\$19.8125
Common Stock	08/12/02	F	12,481	D	\$30.90
Common Stock	08/12/02	M	13,553	A	\$24.69

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)

(Form 4-07/98)

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(Check all applicable)

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 Officer (give title below) Other (specify below)

Chairman and Chief Executive Officer

7. Individual or Joint/Group Filing (Check applicable line)

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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 Trans- action(s) (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/12/02		F	11,958 D	\$30.90		
Common Stock	08/12/02		M	87,200 A	\$25.25		
Common Stock	08/12/02		F	77,865 D	\$30.90		
Common Stock	08/12/02		M	22,117 A	Note 1		
Common Stock	08/12/02		F	9,168 D	\$30.90		
Common Stock	05/16/02		G V	1,500 D	222,325	D	
					160,263	I	Note 2
					415,382	I	Note 3

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Note 1: Settlement of dividend equivalent units in connection with exercise of option.

Note 2: Shares held by The Regency Group (Nevada) Limited Partnership, the sole general partner of which is a wholly-owned subsidiary of The Regency Group, Inc. All of othe outstanding stock of The Regency Group, Inc. is owned by The Regency Square Group II (Nevada) Limited Partnership, the sole general partner of which is a corporation in which all of the outstanding stock is owned by Mr. Stein and members of his family.

Note 3: Represents 307,147 shares held by The Regency Group II and 108,235 shares held by Regency Square II. Mr. Stein is a general partner of The Regency Group II and Regency Square II and a trustee of a trust that is also a general partner in those Partnerships.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title	8. Price of Deriv- ative Secur- ity (Instr. 5) (Instr. 4)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Employee stock option (right to buy)	\$25.25	08/12/02		M	32,700	01/14/98 01/14/07	Common Stock 32,700		0		
Employee stock option (right to buy)	\$21.0625	08/12/02		M	15,450	07/29/00 07/29/09	Common Stock 15,450		46,348	D	
Employee stock option (right to buy)	\$19.8125	08/12/02		M	15,801	12/14/00 12/14/09	Common Stock 15,801		47,401	D	
Employee stock option (right to buy)	\$24.69	08/12/02		M	13,553	12/14/00 12/14/09	Common Stock 13,553		0		
Employee stock option (right to buy)	\$25.25	08/12/02		M	87,200	01/13/98 01/13/07	Common Stock 87,200		0		
Employee stock option (right to buy)	\$30.90	08/12/02		A V	29,199	08/12/02 01/14/07	Common Stock 29,199		29,199	D	
Employee stock option (right to buy)	\$30.90	08/12/02		A V	12,570	08/12/02 07/29/09	Common Stock 12,570		12,570	D	

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4)	10. Owner- ship Form Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Employee stock option (right to buy)	\$30.90	08/12/02		A V	12,481	08/12/02	12/14/09	Common Stock	12,481	12,481	D	
Employee stock option (right to buy)	\$30.90	08/12/02		A V	11,958	08/12/02	12/14/09	Common Stock	11,958	11,958	D	
Employee stock option (right to buy)	\$30.90	08/12/02		A V	77,865	08/12/02	01/13/07	Common Stock	77,865	77,865	D	
Dividend Equivalent	1 for 1	08/12/02		M	22,117	Note 1		Common Stock	22,117	0		

Explanation of Responses:

Note 1: Settlement of dividend equivalent units in connection with exercise of option.

/s/ Martin E. Stein, Jr.

September 10, 2002

Martin E. Stein, Jr.

Date

** 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 provided is insufficient, see Instruction 6 for procedure.