

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

| OMB APPROVAL | |
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|--|------------------------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* WORRELL TERRY N | | | 2. Issuer Name and Ticker or Trading Symbol REGENCY CENTERS CORP [REG] | | | 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) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/06/2004 | | | 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 | | |
| 6909 VASSAR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | DALLAS TX 75205 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 02/06/2004 | | M | | 623 | A | \$22.9118 | 119,226 | D | |
| Common Stock | 02/06/2004 | | M | | 960 | A | \$25 | 120,186 | D | |
| Common Stock | 02/06/2004 | | M | | 960 | A | \$27.0833 | 121,146 | D | |
| Common Stock | 02/06/2004 | | M | | 5,000 | A | \$21.875 | 126,146 | D | |
| Common Stock | 02/06/2004 | | M | | 3,750 | A | \$22.0625 | 129,896 | D | |
| Common Stock | 02/06/2004 | | M | | 2,500 | A | \$24.6 | 132,396 | D | |
| Common Stock | 02/06/2004 | | M | | 1,250 | A | \$29.9 | 133,646 | D | |
| Common Stock | 02/06/2004 | | F | | 8,573 | D | \$41.44 | 125,073 | D | |
| Common Stock | | | | | | | | 7,500 | I | By Trust |

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 | | | | |
| Director Stock Option (right to buy) | \$22.9118 | 02/06/2004 | | M | | | 623 | 12/31/1997 | 12/31/2006 | Common Stock | 623 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$25 | 02/06/2004 | | M | | | 960 | 06/19/1998 | 06/19/2007 | Common Stock | 960 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$27.0833 | 02/06/2004 | | M | | | 960 | 06/24/1999 | 06/23/2008 | Common Stock | 960 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$21.875 | 02/06/2004 | | M | | | 5,000 | 05/06/2000 | 05/05/2009 | Common Stock | 5,000 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$22.0625 | 02/06/2004 | | M | | | 3,750 | 05/03/2001 | 05/03/2010 | Common Stock | 3,750 | \$0 | 0 | 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 | Amount or Number of Shares | | | | |
| Director Stock Option (right to buy) | \$24.6 | 02/06/2004 | | M | | | 2,500 | 05/01/2002 | 05/01/2011 | Common Stock | 2,500 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$29.9 | 02/06/2004 | | M | | | 1,250 | 05/07/2003 | 05/06/2012 | Common Stock | 1,250 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 344 | 02/06/2004 | 12/31/2006 | Common Stock | 344 | \$0 | 344 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 579 | 02/06/2004 | 06/19/2007 | Common Stock | 579 | \$0 | 579 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 627 | 02/06/2004 | 06/23/2008 | Common Stock | 627 | \$0 | 627 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 2,639 | 02/06/2004 | 05/05/2009 | Common Stock | 2,639 | \$0 | 2,639 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 1,996 | 02/06/2004 | 05/03/2010 | Common Stock | 1,996 | \$0 | 1,996 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 1,484 | 02/06/2004 | 05/01/2011 | Common Stock | 1,484 | \$0 | 1,484 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | | 902 | 02/06/2004 | 05/06/2012 | Common Stock | 902 | \$0 | 902 | D | |

Explanation of Responses:

/s/ Linda Y. Kelso, Attorney-in-Fact for Terry N. Worrell 02/09/2004

** 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.

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