

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2 TO
SCHEDULE TO

TENDER OFFER STATEMENT
UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

REGENCY CENTERS CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock,
par value \$0.01 per share
(Title of Class of Securities)

758849103
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

J. Christian Levitt
Senior Vice President
Regency Centers Corporation
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202
Telephone: (904) 598-7000
(Name, address and telephone number of person
authorized to receive notices and
communications on behalf of filing persons)

Copy to:
Linda Y. Kelso
Foley & Lardner LLP
One Independent Drive, Suite 1300
Jacksonville, Florida 32202
Telephone: (904) 359-2000

Calculation of Filing Fee

Transaction Value Amount*	Amount of Filing Fee
\$6,763,641	\$856.95

*Calculated solely for purposes of determining the filing fee. This amount assumes that the reload right feature on options to purchase 1,623,219 shares of common stock of Regency Centers Corporation having an aggregate value of approximately \$6,763,641 will be exchanged pursuant to this offer. The aggregate value of such reload rights were calculated using a binomial option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$126.70 per each \$1.0 million of the value of the transaction.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offering fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$856.95
Form or Registration No.: Schedule TO
Filing Party: Regency Centers Corporation
Date Filed: December 10, 2004

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on December 10, 2004, as amended by Amendment No.1 filed on January 5, 2005, by Regency Centers Corporation, a Florida corporation ("Regency"), relating to an offer by Regency to its current employees to exchange (the "Offer to Exchange") the reload feature on their unexercised options (the "Reload Rights") to purchase Regency common stock (the "Common Stock") (whether vested or unvested) that were issued under Regency's Long Term Omnibus Plan, as amended (the "Omnibus Plan"), for either (1) newly issued options to purchase Common Stock pursuant to the Omnibus Plan (the "New Options") or (2) a newly issued stock rights award issued pursuant to the Omnibus Plan (the "Stock Rights Awards") that will represent the right to receive shares of Common Stock upon vesting, upon the terms and subject to the conditions set forth in the Offer to Exchange, the related individualized spreadsheet and election forms previously filed as an exhibit to the Schedule TO as Exhibits (a) (2), (a) (3) and (a) (4). Except as amended hereby, all of the terms of the offer and all disclosures set forth in the Schedule TO and the Offer to Exchange remain unchanged.

Item 2. Subject Company Information

Item 2(b) is hereby amended as follows:

The last paragraph set forth under the caption "Dispute Resolution" in the First Supplement to the Offer to Exchange Reload Rights for New Options or Stock Rights Awards, dated January 5, 2005, which was filed as Exhibit (a) (6) to Amendment No. 1 to this Tender Offer Statement, is hereby amended in its entirety to read as follows:

"Claims under federal securities laws may not be subject to mandatory arbitration, as the Securities and Exchange Commission deems the attempt to limit judicial remedies to be against public policy and therefore unenforceable."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, correct and complete.

REGENCY CENTERS CORPORATION

By: /s/ J. Christian Levitt

J. Christian Levitt
Senior Vice President

Date: January 6, 2005