
 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

[X] 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*

Kelley John T.

 (Last) (First) (Middle)

 12331 Riata Trace Parkway, Bldg. 1, Suite 110

 (Street)

 Austin TX 78727

 (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/Year

July, 2002

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

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

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

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

[X] 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. Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|--|--|---------------------------|--|--|--|
| | | | Amount | (A) or (D) Price | | | |
| Common Stock | 7/1/02 | A V | 333** | A \$28.49 | | D | |
| Common Stock | 7/1/02 | A V | 323** | A \$29.40 | | D | |

| | | | | | | | | |
|--------------|--------|---|---|------|---|---------|--------|---|
| Common Stock | 7/1/02 | A | V | 19** | A | \$25.93 | | D |
| Common Stock | 7/1/02 | A | V | 20** | A | \$25.30 | 42,619 | D |

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

** Represents directors' fees paid in shares under Regency's 1993 Long Term Omnibus Plan.

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)

