
 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*

| | | |
|------------------------------------|---------|----------|
| Fiala | Mary | Lou |
| ----- | ----- | ----- |
| (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)

President and Chief Operating 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) ----- Code V | 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 Owned Ownership Form: (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------------|--|---|--|--|------------------|-----------|---|---|--|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/12/02 | | M | 9,129 | A | \$21.0625 | | | |
| Common Stock | 08/12/02 | | F | 7,282 | D | \$30.90 | | | |
| Common Stock | 08/12/02 | | M | 9,621 | A | \$19.8125 | | | |
| Common Stock | 08/12/02 | | F | 7,427 | D | \$30.90 | | | |

| | | | | | | | |
|--------------|----------|---|-------|---|---------|--------|---|
| Common Stock | 08/12/02 | M | 8,252 | A | \$24.69 | | |
| Common Stock | 08/12/02 | F | 7,198 | D | \$30.90 | | |
| Common Stock | 08/12/02 | M | 5,008 | A | Note 1 | | |
| Common Stock | 08/12/02 | F | 1,825 | D | \$30.90 | 53,507 | D |

* 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)

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 | 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) | \$21.0625 | 08/12/02 | | M | 9,129 | 07/29/00 07/29/09 | Common Stock 9,129 | 27,388 | D | | |
| Employee stock option (right to buy) | \$19.8125 | 08/12/02 | | M | 9,621 | 12/14/00 12/14/09 | Common Stock 9,621 | 28,862 | D | | |
| Employee stock option (right to buy) | \$24.69 | 08/12/02 | | M | 8,252 | 12/14/00 12/14/09 | Common Stock 8,252 | 0 | | | |
| Employee stock option (right to buy) | \$30.90 | 08/12/02 | | A V | 7,282 | 08/12/02 07/29/09 | Common Stock 7,282 | 7,282 | D | | |
| Employee stock option (right to buy) | \$30.90 | 08/12/02 | | A V | 7,427 | 08/12/02 12/14/09 | Common Stock 7,427 | 7,427 | D | | |

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transition 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. Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivatively Owned Securities Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security (Instr. 4) | 11. Nature of Direct or Beneficial Ownership (Instr. 4) |
|--|--|-------------------------------------|--|--------------------------------|--|---|---|--|---|--|---|
| Employee stock option (right to buy) | \$30.90 | 08/12/02 | | A V | 7,198 | 08/12/02 12/14/09 | Common Stock 7,198 | 7,198 | | D | |
| Dividend Equivalent | 1 for 1 | 08/12/02 | | M | 5,008 | Note 1 | Common Stock 5,008 | 0 | | | |

Explanation of Responses:

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

_____/s/ Mary Lou Fiala
 Mary Lou Fiala

 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.