

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>STEIN MARTIN E JR</u>  (Last) (First) (Middle) <u>ONE INDEPENDENT DRIVE</u> <u>SUITE 114</u>  (Street) <u>JACKSONVILLE FL 32202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENCY CENTERS CORP [ REG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/11/2008		G		1,341	D	\$0	286,996	D	
Common Stock	12/15/2008		G		719	D	\$0	286,277	D	
Common Stock								1,154	I	Note 1 <sup>(1)</sup>
Common Stock								754	I	Note 1 <sup>(1)</sup>
Common Stock								251,892	I	Note 2 <sup>(2)</sup>
Common Stock								6,801	I	Note 3 <sup>(3)</sup>
Common Stock								160,263	I	Note 4 <sup>(4)</sup>
Common Stock								415,382	I	Note 5 <sup>(5)</sup>
Common Stock								4,000	I	Note 6 <sup>(6)</sup>

**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					

**Explanation of Responses:**

- By a trust for the benefit of Mr. Stein's granddaughter for which he is a trustee.
- Represents: (1) 6,307 remainder shares held in a grantor retained annuity trust of which Mr. Stein is the trustee and the beneficiaries of which are Mr. Stein's children (none of whom shares the same home with him); (2) 100,000 shares and 125,000 shares held by two additional grantor retained annuity trusts, respectively, of which Mr. Stein is the trustee and current annuitant and his children are remainder beneficiaries; and (3) 20,585 shares held by a trust of which Mr. Stein is the trustee and his children are the beneficiaries.
- As custodian for minor children.
- By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- By two general partnerships in which Mr. Stein is a general partner.
- By a trust for Mr. Stein's benefit.

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 12/17/2008

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.