
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

REGENCY CENTERS CORPORATION
(Exact Name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

59-3191743
(I.R.S. Employer
Identification No.)

**One Independent Drive, Suite 114
Jacksonville, Florida 32202**
(Address of principal executive offices) (zip code)

Regency Centers Corporation 2011 Omnibus Incentive Plan
(Full title of the Plan)

**J. Christian Leavitt
Senior Vice President
One Independent Drive, Suite 114
Jacksonville, Florida 32202
(904) 598-7000**
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Michael B. Kirwan, Esq.
Foley & Lardner LLP
One Independent Drive, Suite 1300
Jacksonville, Florida 32202
(904) 359-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Calculation of Registration Fee

| Title of each class of securities to be registered | Amount to be registered(1) | Proposed Maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--|----------------------------|--|--|----------------------------|
| Common Stock, \$.01 par value | 4,134,465 shares | \$45.08 | \$186,381,682 | \$21,639 |

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares of common stock that may be offered or issued in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock, or other similar event.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$45.08, the average of the high and low sale prices of our common stock on the New York Stock Exchange on May 25, 2011.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and in accordance with the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3 Incorporation of Documents by Reference.

Regency Centers Corporation (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

- The Registrant's annual report on Form 10-K for the year ended December 31, 2010 filed on March 1, 2011, which contains the Registrant's audited financial statements;
- The Registrant's quarterly report on Form 10-Q for the three months ended March 31, 2011 and related Form 12b-25 filed in connection therewith;
- The Registrant's current reports on Form 8-K filed January 3, 2011, May 5, 2011 (only with respect to Item 8.01 included therein), May 6, 2011 and May 23, 2011 (as amended by Form 8-K/A filed on May 31, 2011); and
- The description of the Registrant's common stock which is contained in the registration statement on Form 8-A filed on August 30, 1993, and declared effective on October 29, 1993, including amendments or reports filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 4 Description of Securities.

Not Applicable.

Item 5 Interests of Named Experts and Counsel.

The validity of the securities to which this prospectus relates will be passed upon for us by Foley & Lardner LLP, Jacksonville, Florida. Attorneys with Foley & Lardner LLP representing us with respect to this offering beneficially owned approximately 1,200 shares of our common stock as of the date of this prospectus.

Item 6 Indemnification of Directors and Officers.

The Registrant's officers and directors are and will be indemnified under Florida law and the Registrant's articles of incorporation.

The Florida Business Corporation Act (the "Florida Act"), under which the Registrant is organized, permits a Florida corporation to indemnify a present or former director or officer of the corporation (and certain other persons serving at the request of the corporation in related capacities) for liabilities, including legal expenses, arising by reason of service in such capacity if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and in any criminal proceeding if such person had no reasonable cause to believe his conduct was unlawful. However, in the case of actions brought by or in the right of the corporation, no indemnification may be made with respect to any matter as to which such director or officer shall have been adjudged liable, except in certain limited circumstances.

Article X of the Registrant's bylaws provides that the Registrant shall indemnify directors and executive officers to the fullest extent now or hereafter permitted by the Florida Act. In addition, the Registrant has entered into indemnification agreements with its directors and executive officers in which it has agreed to indemnify such persons to the fullest extent now or hereafter permitted by the Florida Act.

Item 7 Exemption from Registration Claimed.

Not Applicable.

Item 8 Exhibits.

The exhibits filed herewith or incorporated herein by reference are set forth in the attached Exhibit Index.

Item 9 Undertakings

The undersigned hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the Articles of Incorporation or Bylaws of the registrant or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by the director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

| <u>Exhibit Number</u> | |
|---------------------------|--|
| 4.1* | Regency Centers Corporation 2011 Omnibus Incentive Plan |
| 5.1 | Legal Opinion of Foley & Lardner LLP |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Foley & Lardner LLP (included as part of its opinion to be filed as Exhibit 5.1 hereto) |

* Incorporated by reference to Annex A to our definitive proxy statement filed on March 24, 2011.



ATTORNEYS AT LAW

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June 2, 2011

Regency Centers Corporation
One Independent Drive, Suite 114
Jacksonville, Florida 32202

Ladies and Gentlemen:

We have acted as legal counsel to Regency Centers Corporation, a Florida corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"), relating to the registration of the offer, issuance and sale by the Company of 4,134,465 shares of common stock, par value \$0.01 per share (the "Securities") of the Company. The Securities are to be sold by the Company pursuant to the Regency Centers Corporation 2011 Omnibus Incentive Plan (the "Plan"), incorporated by reference as Exhibit 4.1 to the Registration Statement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Articles of Incorporation of the Company; (ii) the Bylaws of the Company; (iii) the Plan; (iv) the Registration Statement and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Securities have been duly authorized and, when issued and delivered upon the receipt of consideration constituting lawful consideration under Florida law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Florida (including the statutory provisions, all applicable provisions of the Florida Constitution and reported judicial decisions interpreting the foregoing) and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to any reference to our firm in the prospectus which is a part of the Registration Statement.

/s/ FOLEY & LARDNER LLP

Consent of Independent Registered Public Accounting Firm

To the Board of Directors of
Regency Centers Corporation:

We consent to the use of our reports, dated March 1, 2011, with respect to the consolidated balance sheets of Regency Centers Corporation and subsidiaries as of December 31, 2010 and 2009 and the related consolidated statements of operations, equity and comprehensive income (loss) and cash flows for each of the years in the three-year period ended December 31, 2010, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2010, incorporated by reference herein.

/s/ KPMG LLP

June 2, 2011
Jacksonville, Florida
Certified Public Accountants