
 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

February 7, 2003

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

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

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

President and Chief Operating Officer

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

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
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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 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	02/07/03		M	27,820	A	\$23.00		D	
Common Stock	02/07/03		M	15,935	A	\$26.19		D	
Common Stock	02/07/03		M	9,621	A	\$19.8125		D	
Common Stock	02/07/03		M	10,674	A	\$22.25		D	
Common Stock	02/07/03		M	11,236	A	\$22.25		D	

Common Stock	02/07/03	M	14,541	A	Note 1	D
Common Stock	02/07/03	F	68,454	D	\$32.03	
Common Stock	02/10/03	F	10,473 (2)	D	\$31.09	
Common Stock					64,343	D
Common Stock					63	I
						By Spouse

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

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

Note 2: Represents shares delivered to issuer in full payment of income tax liability in connection with the vesting of restricted shares granted under the 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)

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)	\$23.00	02/07/03		M	27,820	01/01/02 01/01/11	Common Stock 27,820	27,819	D		
Employee stock option (right to buy)	\$32.03	02/07/03		A V	23,118	02/07/03 01/01/11	Common Stock 23,118	23,118	D		
Employee stock option (right to buy)	\$26.19	02/07/03		M	15,935	08/07/02 08/07/11	Common Stock 15,935	0			
Employee stock option (right to buy)	\$32.03	02/07/03		A V	14,193	02/07/03 08/07/11	Common Stock 14,193	14,193	D		
Employee stock option (right to buy)	\$19.8125	02/07/03		M	9,621	12/14/00 12/14/10	Common Stock 9,621	9,620	D		
Employee stock option (right to buy)	\$32.03	02/07/03		A V	7,421	02/07/03 12/14/10	Common Stock 7,421	7,421	D		

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. Trans- action Date (Month/ Day/ Year)	3A. Deemed 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) ----- Exer- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	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- formal Owner- ship (Instr. 4)
Employee stock option (right to buy)	\$22.25	02/07/03		M	10,674	12/15/99 12/15/08	Common Stock 10,674		0		
Employee stock option (right to buy)	\$32.03	02/07/03		A V	8,720	02/07/03 12/15/08	Common Stock 8,720	8,720	D		
Employee stock option (right to buy)	\$22.25	02/07/03		M	11,236	12/15/99 12/15/08	Common Stock 11,236		0		
Employee stock option (right to buy)	\$32.03	02/07/03		A V	9,179	02/07/03 12/15/08	Common Stock 9,179	9,179	D		

Explanation of Responses:

/s/ Linda Y. Kelso

February 11, 2003

Linda Y. Kelso, attorney-in-fact
for 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.