
 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*

Stein Jr. Martin E.

 (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

November 7, 2002

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)

Chairman and Chief Executive 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)		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: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	11/07/02		M		14,028	A	\$26.875		
Common Stock	11/07/02		F		12,760	D	\$31.78		

Common Stock	11/07/02	M	17,242	A	\$24.69			
Common Stock	11/07/02	F	14,990	D	\$31.78			
Common Stock	11/07/02	M	26,700	A	\$25.25			
Common Stock	11/07/02	F	23,488	D	\$31.78	242,006	D	
						160,263	I	Note 1
						415,382	I	Note 2

* 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. 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 Underlying Securities (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: Derivative Security: (D) or Direct Ownership (I) (Instr. 4)	11. Nature of Direct Beneficial Ownership (Instr. 4)
Employee stock option (right to buy)	\$26.875	11/07/02		M	14,028	05/12/97 11/05/03	Common Stock 14,028		0	D	
Employee stock option (right to buy)	\$24.69	11/07/02		M	17,242	02/01/01 11/05/03	Common Stock 17,242		0	D	
Employee stock option (right to buy)	\$25.25	11/07/02		M	26,700	01/15/01 01/15/07	Common Stock 26,700		0	D	
Employee stock option (right to buy)	\$31.78	11/07/02		A	12,760	11/07/02 11/05/03	Common Stock 12,760				D
Employee stock option (right to buy)	\$31.78	11/07/02		A	14,990	11/07/02 11/05/03	Common Stock 14,990	27,750			D
Employee stock option (right to buy)	\$31.78	11/07/02		A	23,488	11/07/02 01/15/07	Common Stock 23,488	23,488			D

Explanation of Responses:

- (1) Shares held by The Regency Group (Nevada) Limited Partnership, the sole general partner of which is a wholly-owned subsidiary of The Regency Group, Inc. All of the outstanding stock of The Regency Group, Inc. is owned by The Regency Square Group II (Nevada) Limited Partnership, the sole general partner of which is a corporation in which all of the outstanding stock is owned by Mr. Stein and members of his family.
- (2) Represents 307,147 shares held by The Regency Group II and 108,235 shares held by Regency Square II. Mr. Stein is a general partner of The Regency Group II and Regency Square II and a trustee of a trust that is also a general partner in those Partnerships.

/s/ Linda Y. Kelso

November 11, 2002

Linda Y. Kelso, as attorney-in-fact for Martin E. Stein, Jr.

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.