

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 | |
|--|-----------|
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|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>LUKE DOUGLAS S</u> | | | 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 Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2004</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| HL CAPITAL, INC. 405 LEXINGTON AVENUE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) NEW YORK NY 10174 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 02/06/2004 | | M | | 1,000 | A | \$27.6875 | 28,992 | D | |
| Common Stock | 02/06/2004 | | M | | 9,127 | A | \$31 | 38,119 | D | |
| Common Stock | 02/06/2004 | | M | | 1,250 | A | \$21.875 | 39,369 | D | |
| Common Stock | 02/06/2004 | | M | | 1,250 | A | \$22.0625 | 40,619 | D | |
| Common Stock | 02/06/2004 | | M | | 1,250 | A | \$24.6 | 41,869 | D | |
| Common Stock | 02/06/2004 | | M | | 1,250 | A | \$29.9 | 43,119 | D | |
| Common Stock | 02/06/2004 | | F | | 10,465 | D | \$41.44 | 32,654 | 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. 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 | Title | Amount or Number of Shares | | | | |
| Director Stock Option (right to buy) | \$27.6875 | 02/06/2004 | | M | | | 1,000 | 12/31/1998 | 12/31/2007 | Common Stock | 1,000 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$31 | 02/06/2004 | | M | | | 2,992 | 09/10/2002 | 10/28/2008 | Common Stock | 2,992 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$31 | 02/06/2004 | | M | | | 718 | 09/10/2002 | 12/30/2008 | Common Stock | 718 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$31 | 02/06/2004 | | M | | | 2,646 | 09/10/2002 | 05/05/2009 | Common Stock | 2,646 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$21.875 | 02/06/2004 | | M | | | 1,250 | 05/06/2000 | 05/05/2009 | Common Stock | 1,250 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$31 | 02/06/2004 | | M | | | 1,779 | 09/10/2002 | 05/03/2010 | Common Stock | 1,779 | \$0 | 0 | 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. 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 | Title | Amount or Number of Shares | | | | |
| Director Stock Option (right to buy) | \$22.0625 | 02/06/2004 | | M | | | 1,250 | 05/03/2001 | 05/03/2010 | Common Stock | 1,250 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$31 | 02/06/2004 | | M | | | 992 | 09/10/2002 | 05/01/2011 | Common Stock | 992 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$24.6 | 02/06/2004 | | M | | | 1,250 | 05/01/2002 | 05/01/2011 | Common Stock | 1,250 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$29.9 | 02/06/2004 | | M | | | 1,250 | 05/07/2003 | 05/06/2012 | Common Stock | 1,250 | \$0 | 0 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 668 | | 02/06/2004 | 12/31/2007 | Common Stock | 668 | \$0 | 668 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 2,238 | | 02/06/2004 | 10/28/2008 | Common Stock | 2,238 | \$0 | 2,238 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 537 | | 02/06/2004 | 12/30/2008 | Common Stock | 537 | \$0 | 537 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 2,640 | | 02/06/2004 | 05/05/2009 | Common Stock | 2,640 | \$0 | 2,640 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 1,996 | | 02/06/2004 | 05/03/2010 | Common Stock | 1,996 | \$0 | 1,996 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 1,484 | | 02/06/2004 | 05/01/2011 | Common Stock | 1,484 | \$0 | 1,484 | D | |
| Director Stock Option (right to buy) | \$41.44 | 02/06/2004 | | A | | 902 | | 02/06/2004 | 05/06/2012 | Common Stock | 902 | \$0 | 902 | D | |

Explanation of Responses:

/s/ Linda Y. Kelso, Attorney-in-Fact for Douglas S. Luke 02/09/2004

** 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.

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