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 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\*

|                              |         |          |
|------------------------------|---------|----------|
| Carpenter                    | A.      | R.       |
| -----                        | -----   | -----    |
| (Last)                       | (First) | (Middle) |
| 500 Water Street, 15th Floor |         |          |
| -----                        |         |          |
| (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

December 6, 2002

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

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

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

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

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.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date,<br>if any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Trans-<br>action(s)<br>(Instr.<br>3 & 4) | 6.<br>Beneficially<br>Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.4) | 7.<br>Nature of<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|--|---|---|---|--|------------------|-------|---|---|--|
|                                       |  |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price |   |   |  |
| Common Stock                          | 12/06/02                                     |   | G                                       | V | 500  | D                |       | 27,751  | D   |  |

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

\*\* Represents directors fees paid in shares under Regency's 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)

(Form 4-07/98)

