

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>STEIN MARTIN E JR</u> (Last) (First) (Middle) <u>121 W FORSYTHE ST</u> <u>STE 200</u> (Street) <u>JACKSONVILLE FL</u> <u>32202</u> (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/19/2004		M		64,334	A	\$34.31	406,417	D	
Common Stock	03/19/2004		M		81,632	A	\$35.9	488,049	D	
Common Stock	03/19/2004		F		125,858	D	\$44.94	406,417	D	
Common Stock								160,263	I	Note 1 ⁽¹⁾
Common Stock								415,382	I	Note 2 ⁽²⁾
Common Stock								4,000	I	Note 3 ⁽³⁾

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
Employee Stock Option (right to buy)	\$34.31	03/19/2004		M		64,334		05/07/2003	01/15/2007	Common Stock	64,334	\$0	0	D	
Employee Stock Option (right to buy)	\$35.9	03/19/2004		M		11,392		09/18/2003	07/29/2009	Common Stock	11,392	\$0	0	D	
Employee Stock Option (right to buy)	\$35.9	03/19/2004		M		70,240		09/18/2003	12/15/2008	Common Stock	70,240	\$0	0	D	
Employee Stock Option (right to buy)	\$44.94	03/19/2004		A		54,663		03/19/2004	01/15/2007	Common Stock	54,663	\$0	54,663	D	
Employee Stock Option (right to buy)	\$44.94	03/19/2004		A		1,456		03/19/2004	07/29/2009	Common Stock	1,456	\$0	1,456	D	
Employee Stock Option (right to buy)	\$44.94	03/19/2004		A		8,979		03/19/2004	12/15/2008	Common Stock	8,979	\$0	8,979	D	

Explanation of Responses:

- By a limited partnership, the general partner of which is controlled by Mr. Stein's family.
- By two general partnerships in which Mr. Stein is a general partner.
- By a trust for Mr. Stein's benefit.

/s/ Linda Y. Kelso, Attorney-in-Fact for Martin E. Stein, Jr. 03/23/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.