

REGIONS FINANCIAL CORP

Form POS AM

April 22, 2005

As filed with the Securities and Exchange Commission on April 22, 2005

Registration No. 333-54552

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Regions Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

63-0589368

(I.R.S. Employer Identification Number)

417 North 20th Street

Birmingham, Alabama 35203

(205) 944-1300

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

R. Alan Deer

General Counsel

Regions Financial Corporation

417 North 20th Street, Birmingham, Alabama 35203

(901) 580-5768

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Frank M. Conner III

Alston & Bird llp

North Building, 10th Floor

601 Pennsylvania Avenue, N.W.

Washington, D.C. 20004-2601

Phone: (202) 756-3300

Facsimile: (202) 756-3333

Approximate date of commencement of proposed sale to public: Not Applicable

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

This Post-Effective Amendment No. 1 to Form S-3 shall become effective in accordance with Section 8(c) of the Securities act of 1933, as amended, on such a date as the Commission, acting pursuant to Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

On January 29, 2001, Regions Financial Corporation (the Registrant) registered, pursuant to a registration statement on Form S-3, Registration Statement No. 333-54552 (the Registration Statement), \$1,000,000,000 aggregate principal amount of the Registrant s (i) senior debt securities, (ii) subordinated debt securities, and (iii) preferred stock (Registered Securities). The Registration Statement was amended prior to effectiveness on February 8, 2001.

On July 1, 2004, the Registrant and Union Planters Corporation (Central Index Key 0000100893) merged into New Regions Financial Corporation (Central Index Key 0001281761) (the Successor Company), and the Successor Company changed its name to Regions Financial Corporation immediately following the merger.

As successor to the Registrant of the Registration Statement, the Successor Company is filing this Post-Effective Amendment No. 1 (the Amendment) to the Registration Statement to deregister the \$212,500,000 amount of Registered Securities that represent the balance of unissued Registered Securities under the Registration Statement and none of such \$212,500,000 Registered Securities to be deregistered have been sold as of the date this Amendment is filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, and the State of Alabama, on the 22nd day of April, 2005.

REGIONS FINANCIAL CORPORATION

By: /s/ Carl E. Jones, Jr.
Carl E. Jones, Jr.
Chairman and Chief Executive Officer

REGIONS FINANCING TRUST I

By: Regions Financial Corporation, as
successor to the depositor

/s/ Carl E. Jones, Jr.
Carl E. Jones, Jr.
Chairman and Chief Executive Officer

REGIONS FINANCING TRUST II

By: Regions Financial Corporation, as
successor to the depositor

/s/ Carl E. Jones, Jr.
Carl E. Jones, Jr.
Chairman and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement or amendment has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------|
| /s/ Carl E. Jones, Jr. Carl E. Jones, Jr. | Chairman, Chief Executive Officer, and Director | April 22, 2005 |
| /s/ Jackson W. Moore Jackson W. Moore | President, CEO Designate, and Director | April 22, 2005 |
| /s/ D. Bryan Jordan D. Bryan Jordan | Executive Vice President and Chief Financial Officer | April 22, 2005 |
| /s/ Ronald C. Jackson Ronald C. Jackson | Senior Vice President and Comptroller | April 22, 2005 |
| /s/ Richard D. Horsley Richard D. Horsley | Vice Chairman, Director and Chief Operating Officer | April 22, 2005 |
| /s/ Allen B. Morgan, Jr. Allen B. Morgan, Jr. | Vice Chairman, Director and Chairman, Morgan Keegan & Company, Inc. | April 22, 2005 |
| /s/ Albert M. Austin Albert M. Austin | Director | April 22, 2005 |
| /s/ Samuel W. Bartholomew, Jr. Samuel W. Bartholomew, Jr. | Director | April 22, 2005 |
| /s/ George W. Bryan George W. Bryan | Director | April 22, 2005 |
| /s/ James S.M. French James S. M. French | Director | April 22, 2005 |
| /s/ Margaret H. Greene Margaret H. Greene | Director | April 22, 2005 |

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Margaret H. Greene

/s/ James E. Harwood

Director

April 22, 2005

James E. Harwood

/s/ Parnell S. Lewis, Jr.

Director

April 22, 2005

Parnell S. Lewis, Jr.

/s/ Susan W. Matlock

Director

April 22, 2005

Susan W. Matlock

/s/ Jorge M. Perez

Director

April 22, 2005

Jorge M. Perez

/s/ Malcolm Portera

Director

April 22, 2005

Malcolm Portera

/s/ Lou Ann Poynter

Director

April 22, 2005

Lou Ann Poynter

/s/ John R. Roberts

Director

April 22, 2005

John R. Roberts

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| Signature | Title | Date |
|--|--------------|----------------|
| /s/ Michael S. Starnes Michael S. Starnes | Director | April 22, 2005 |
| /s/ W. Woodrow Stewart W. Woodrow Stewart | Director | April 22, 2005 |
| /s/ Lee J. Stysliger, III Lee J. Stysliger, III | Director | April 22, 2005 |
| /s/ Richard A. Trippeer, Jr. Richard A. Trippeer, Jr. | Director | April 22, 2005 |
| /s/ Robert R. Waller, M.D. Robert R. Waller, M.D. | Director | April 22, 2005 |
| /s/ John H. Watson John H. Watson | Director | April 22, 2005 |
| /s/ C. Kemmons Wilson, Jr. C. Kemmons Wilson, Jr. | Director | April 22, 2005 |
| /s/ Spence L. Wilson Spence L. Wilson | Director | April 22, 2005 |
| /s/ Harry W. Witt Harry W. Witt | Director | April 22, 2005 |