

REGIONS FINANCIAL CORP
Form 11-K
June 26, 2008
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2007

or

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From _____ to _____

Commission File Number 000-50831

Regions Financial Corporation 401(k) Plan

Regions Center

1900 Fifth Avenue North

Birmingham, Alabama 35203

(Full title of plan and the address of plan)

Regions Financial Corporation

Regions Center

1900 Fifth Avenue North

Birmingham, Alabama 35203

(Name of issuer of the securities held pursuant to the
plan and the address of its principal executive office)

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AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Regions Financial Corporation 401(k) Plan

As of December 31, 2007 and 2006 and for the Year Ended December 31, 2007

With Report of Independent Registered Public Accounting Firm

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Regions Financial Corporation 401(k) Plan

Audited Financial Statements and Supplemental Schedule

As of December 31, 2007 and 2006 and for the Year Ended December 31, 2007

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Report of Independent Registered Public Accounting Firm

The Benefits Management Committee

Regions Financial Corporation 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of Regions Financial Corporation 401(k) Plan as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2007 and 2006, and the changes in its net assets available for benefits for the year ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

June 24, 2008

A member firm of Ernst & Young Global Limited

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Regions Financial Corporation 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2007	2006
Assets		
Cash	\$ 45,175	\$ 3,015,032
Mutual funds, at fair value	533,462,990	546,295,429
Regions Financial Corporation Stock Fund, at fair value	188,793,893	319,466,458
Loans to participants	9,026,175	9,485,307
Employer contributions receivable	65,687	9,275
Participant contributions receivable		13,716
Interest and dividend income receivable	721,048	679,558
Total assets	732,114,968	878,964,775
Liabilities		
Unsettled trades due to brokers	14,936	3,119,472
Total liabilities	14,936	3,119,472
Net assets available for benefits	\$ 732,100,032	\$ 875,845,303

See accompanying notes.

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Regions Financial Corporation 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2007

Additions:	
Contributions from employer	\$ 33,361,731
Contributions from participants	48,850,941
Dividend income	60,351,251
Interest income	648,199
 Total additions	 143,212,122
Deductions:	
Distributions to participants	168,621,632
Net depreciation in fair value of investments	118,335,761
 Total deductions	 286,957,393
Net decrease	(143,745,271)
Net assets available for benefits:	
Beginning of year	875,845,303
 End of year	 \$ 732,100,032

See accompanying notes.

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Regions Financial Corporation 401(k) Plan

Notes to Financial Statements

December 31, 2007

1. Description of the Plan

The following description of the Regions Financial Corporation 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document and the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering certain employees of Regions Financial Corporation (the Company) and affiliates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Upon date of hire employees are immediately eligible to make participant contributions to the Plan. A year of service is required to be eligible for the Company matching contributions. Each year, participants may contribute up to 80% of pretax annual compensation, as defined in the Plan document, subject to Internal Revenue Code (Code) limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. All employees who are eligible to make elective deferrals under this Plan and who have attained age 50 before the close of the Plan year shall be eligible to make catch-up contributions. The Company makes matching contributions of 100% of each participant's elective deferral up to 6% of pretax annual compensation. Effective January 1, 2007, participants are allowed to diversify out of the Regions Financial Corporation Stock Fund immediately; therefore, all investments in the Plan are participant-directed. Prior to January 1, 2007, participants could not diversify out of the Company's common stock match until after one year.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan document. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. The Company will use \$980,134 in forfeited balances of terminated employees to reduce 2008 Company match contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan has an employee stock ownership plan component that allows participants to elect to receive a cash distribution of all of the dividends payable on the shares of Regions Financial Corporation stock allocated to the participants' stock accounts as of the record date.

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Regions Financial Corporation 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting

Participants are immediately vested in their contributions, the Company matching contributions and the earnings thereon.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer from (to) the investment fund to (from) the loan fund. Loan terms range from 2-5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest are paid ratably through biweekly payroll deductions.

Payment of Benefits

On termination of service, death, disability or retirement, a participant may receive a lump-sum amount equal to the vested value of his or her account or can roll the amount over into another qualified plan, or upon termination, death, disability or retirement, elect to receive annual installments over a 10 year period.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their non-vested accounts.

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Regions Financial Corporation 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Marketable securities are stated at fair value. Securities, including mutual funds and common stocks, which are traded on a national securities exchange, are valued at the last reported sales price on the last business day of the year. The participant loans are valued at their outstanding balance, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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Regions Financial Corporation 401(k) Plan

Notes to Financial Statements (continued)

3. Investments

During 2007, the Plan's investments (including investments purchased, sold as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	Net Appreciation (Depreciation) in Fair Value of Investments
Mutual Funds:	
RMK (Regions Morgan Keegan) Select Balanced Fund	\$ 3,074,328
RMK Select Ltd. Maturity Government Fund	(1,381,287)
RMK Select Growth Fund	7,018,834
RMK Select Value Fund	4,713,242
RMK Select Fixed Income Fund	(1,012,724)
RMK Select Core Equity Fund	(429,707)
RMK Select Mid Cap Growth Fund	3,835,413
RMK Select Mid Cap Value Fund	(845,899)
RMK Select High Income Fund	(13,774,207)
RMK Select Intermediate Bond Fund	(5,738,345)
RMK Select Short Term Bond Fund	(1,117,182)
AIM Small Cap Growth Fund	(329,790)
Federated International Max Cap Inst Fund	(1,949,611)
Fidelity Investments Adv Diversified International Fund	(2,048,966)
Regions Financial Corporation Stock Fund	(108,349,860)
	\$ (118,335,761)

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Regions Financial Corporation 401(k) Plan

Notes to Financial Statements (continued)

3. Investments (continued)

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	December 31	
	2007	2006
RMK Select Balanced Fund	126,615,152	\$ 128,844,169
RMK Select Growth Fund	59,206,471	59,632,848
RMK Select Mid Cap Growth Fund	64,342,258	64,480,309
RMK Select Treasury Money Market Fund	71,750,852	65,771,241
Fidelity Investments Adv Diversified International Fund	46,978,656	(a)
Regions Financial Corporation Stock Fund Participant-Directed	188,793,893	146,001,383
Regions Financial Corporation Stock Fund Nonparticipant-Directed	(b)	173,465,075

(a) Less than 5%

(b) Effective January 1, 2007, all investments are participant-directed.

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated November 27, 2002, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. The Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

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Regions Financial Corporation 401(k) Plan

Notes to Financial Statements (continued)

5. Transactions with Parties-In-Interest

Regions Bank (an affiliate of the Company) dba Regions Morgan Keegan Trust (RMK) serves as corporate trustee and custodian of the Plan's holding the Plan's investment assets and executing transactions therein. Participants can generally direct how their contributions are invested within the Plan. Morgan Asset Management, Inc. (an affiliate of the Company) serves as the investment advisor to the RMK Select Mutual Funds and receives fees from such funds for its services.

During the years ended December 31, 2007 and 2006, a significant portion of investment transactions were with mutual funds managed by Morgan Asset Management, Inc. In addition, the Plan owns and has transactions in Regions Financial Corporation common stock.

All expenses incurred in the administration of the Plan including trustee fees, legal and recordkeeping fees, are paid directly by the Company.

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

7. Subsequent Event

On April 1, 2008, the Plan was merged into the Regions Financial Corporation AmSouth Bancorporation Thrift Plan, which was renamed the Regions Financial Corporation 401(k) Plan.

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Supplemental Schedule

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Regions Financial Corporation 401(k) Plan

EIN: 63-0589368 Plan Number: 002

Schedule H, Line 4i Schedule of Assets

(Held at End of Year)

December 31, 2007

(c) Description of Investment,

(b) Identity of Issue, Borrower,

Including Maturity Date, Rate

(a)	Lessor or Similar Party	of Interest and Par Value	(d) Cost	(e) Current Value
*	RMK (Regions Morgan Keegan) Select	Balanced Fund	**	\$ 126,615,152
*	RMK Select	Ltd. Maturity Fixed Income Fund	**	11,785,564
*	RMK Select	Growth Fund	**	59,206,471
*	RMK Select	Value Fund	**	32,823,033
*	RMK Select	Fixed Income Fund	**	15,191,709
*	RMK Select	Core Equity Fund	**	33,888,568
*	RMK Select	Mid Cap Growth Fund	**	64,342,258
*	RMK Select	Mid Cap Value Fund	**	15,262,572
*	RMK Select	High Income Fund	**	5,017,743
*	RMK Select	Intermediate Bond Fund	**	3,608,805
*	RMK Select	Short Term Bond Fund	**	5,276,025
*	RMK Select	Treasury Money Market Fund	**	71,750,852
*	Regions Financial Corporation	Stock Fund	**	188,793,893
	Fidelity Investments	Adv Diversified International Fund	**	46,978,656
	Federated International	Max Cap Inst Fund	**	22,449,984
	AIM Investments	Small Cap Growth Fund	**	19,265,598
*	Loans to Participants	Interest rates ranges from 2% to 10%	**	9,026,175
				\$ 731,283,058

* Indicates party-in-interest to the Plan

** Column (d) has not been presented as this information is not required.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

REGIONS FINANCIAL CORPORATION 401(K) PLAN

REGIONS BANK, TRUSTEE

Date: June 26, 2008

By: /s/ Barbara H. Watson
Barbara H. Watson

Vice President

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EXHIBIT INDEX

EXHIBIT NO	EXHIBIT
23	Consent of Independent Registered Public Accounting Firm