

REGIONS FINANCIAL CORP  
Form 425  
June 17, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 17, 2009

**REGIONS FINANCIAL**  
**CORPORATION**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction

(Commission

(IRS Employer

of incorporation)

File Number)

Identification No.)

**1900 FIFTH AVENUE NORTH**

**BIRMINGHAM, ALABAMA 35203**

(Address, including zip code, of principal executive office)

**Registrant's telephone number, including area code: (205) 944-1300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On June 17, 2009, Regions Financial Corporation issued a press release announcing that in connection with its previously announced offer to exchange up to 110 million of its common shares for outstanding 6.625% Trust Preferred Securities issued by Regions Financing Trust II, that 163.0485 common shares will be issued for each \$1,000 liquidation amount of Trust Preferred Securities accepted for exchange in the exchange offer. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release of June 17, 2009

**SIGNATURES**

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

**REGIONS FINANCIAL CORPORATION**

By: /s/ John D. Buchanan  
Name: John D. Buchanan  
Title: Senior Executive Vice President, General

Counsel and Corporate Secretary

Date: June 17, 2009