

REGIONS FINANCIAL CORP  
Form 8-K  
December 18, 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): December 16, 2009**

**REGIONS FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**000-50831**  
(Commission File Number)

**1900 FIFTH AVENUE NORTH**

**63-0589368**  
(IRS Employer  
Identification No.)

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**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 16, 2009, Regions Financial Corporation (the Company) amended the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (the SERP) and the Regions Financial Corporation Supplemental 401(k) Plan (the Supplemental 401(k) Plan).

**Item 8.01 Other Events**

In addition to the amendments to the SERP and Supplemental 401(k) Plan, the Company also amended the Regions Financial Corporation Retirement Plan (the Retirement Plan), the Regions Financial Corporation 401(k) Plan (the Regions 401(k) Plan) and the Morgan Keegan & Company, Inc. Revised Profit Sharing and Retirement Savings Plan (the MK 401(k) Plan).

The amendments were as follows:

effective January 1, 2010, benefit accruals under the Retirement Plan and the SERP will restart for all eligible individuals who are participants in the Retirement Plan and the SERP; and

effective January 1, 2010, the Company will restore matching contributions under the Regions 401(k) Plan, the Supplemental 401(k) Plan and the MK 401(k) Plan.

For more details, please refer to the executed amendments attached as Exhibits 10.1, 10.2, 10.3, 10.4 and 10.5 hereto, and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 10.1 Amendment Number Three to the Regions Financial Corporation 401(k) Plan
- 10.2 Amendment Number Two to the Regions Financial Corporation Supplemental 401(K) Plan
- 10.3 Amendment Three Morgan, Keegan & Company, Inc. Revised Profit Sharing and Retirement Savings Plan
- 10.4 Amendment Number Five to the Regions Financial Corporation Retirement Plan
- 10.5 Amendment Number Two to the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan

**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: December 18, 2009