

REGIONS FINANCING TRUST III

Form POSASR

June 18, 2007

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As filed with the Securities and Exchange Commission on June 18, 2007

Registration No. 333-142839

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

**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)

**1900 Fifth Avenue North
Birmingham, Alabama 35203
(205) 944-1300**

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

John D. Buchanan

**Executive Vice President, General Counsel and
Corporate Secretary**

**Regions Financial Corporation
1900 Fifth Avenue North, Birmingham, Alabama
35203**

(205) 326-4977

*(Name, Address, including Zip Code and Telephone
Number)*

**Regions Financing Trust II
Regions Financing Trust III
Regions Financing Trust IV
Regions Financing Trust V
Regions Financing Trust VI**

(Exact name of registrant as specified in its charter)

Delaware

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

**63-6228101
63-6233948
63-6233949
20-8891236
20-8891309**

(I.R.S. Employer Identification Number)

**1900 Fifth Avenue North
Birmingham, Alabama 35203
(205) 944-1300**

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

Copies of communications to:

**Frank M. Conner III
Michael P. Reed
Alston & Bird LLP
The Atlantic Building
950 F Street, N.W.**

**Washington, DC 20004-1404
(202) 756-3300**

including Area Code, of Agent For Service)

Approximate date of commencement of proposed sale to public: From time to time after the effective date of this registration statement.

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 reinvestment plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, 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 number of the earlier effective registration statement for the same offering. _____

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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EX-23.10 CONSENT OF ERNST & YOUNG LLP

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EXPLANATORY NOTE

The purpose of this post-effective amendment no. 1 to the registration statement on Form S-3 (Registration No. 333-142839) is to add Exhibit 23.9, consent of Ernst & Young LLP, an independent registered public accounting firm, and Exhibit 23.10, consent of Ernst & Young LLP, an independent registered public accounting firm.

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PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

| Exhibit Number | Description | Incorporated by Reference to Filings Indicated |
|-------------------|-------------------------------|---------------------------------------------------|
| 23.9 | Consent of Ernst & Young LLP. | *** |
| 23.10 | Consent of Ernst & Young LLP. | *** |

*** Filed herewith.

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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 on Form S-3 and has duly caused this post-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on June 18, 2007.

REGIONS FINANCIAL CORPORATION

By: /s/ Alton E. Yother

Name: Alton E. Yother
 Title: Senior Executive Vice President and
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to the registration statement has been signed by the following persons in the capacities indicated on June 18, 2007.

| Signature | Title | Date |
|----------------------------------------|------------------------------------------------------------------------|---------------|
| * Jackson W. Moore | Executive Chairman of the Board of Directors | June 18, 2007 |
| * C. Dowd Ritter | President, Chief Executive Officer and Director | June 18, 2007 |
| /s/ Alton E. Yother Alton E. Yother | Senior Executive Vice President and Chief Financial Officer | June 18, 2007 |
| * Samuel W. Bartholomew, Jr. | Director | June 18, 2007 |
| * George W. Bryan | Director | June 18, 2007 |
| * David J. Cooper, Sr. | Director | June 18, 2007 |
| * Earnest W. Deavenport, Jr. | Director | June 18, 2007 |
| * Don DeFosset | Director | June 18, 2007 |

| | | |
|------------------|-----------------|---------------|
| * | Director | June 18, 2007 |
| Martha R. Ingram | | |
| * | Director | June 18, 2007 |
| James R. Malone | | |
| * | Director | June 18, 2007 |
| Susan W. Matlock | | |

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| Signature | Title | Date |
|------------------------|--------------------------------------------------------------------------------------|---------------|
| * | Director | June 18, 2007 |
| Charles D. McCrary | | |
| * | Vice Chairman, Director and Chairman, Morgan Keegan and Company, Inc. | June 18, 2007 |
| Allen B. Morgan, Jr. | | |
| * | Director | June 18, 2007 |
| Claude B. Nielsen | | |
| * | Director | June 18, 2007 |
| Jorge M. Perez | | |
| * | Director | June 18, 2007 |
| John R. Roberts | | |
| * | Director | June 18, 2007 |
| Lee J. Styslinger, III | | |
| * | Director | June 18, 2007 |
| Spence L. Wilson | | |
| * | Director | June 18, 2007 |
| Harry W. Witt | | |

* By: /s/ Alton E. Yother

Alton E. Yother
Attorney-in-Fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this post-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on June 18, 2007.

REGIONS FINANCING TRUST II

By: /s/ Carl L. Gorday

Name: Carl L. Gorday
Title: Administrative Trustee

REGIONS FINANCING TRUST III

By: REGIONS FINANCIAL CORPORATION, as depositor

By: /s/ Carl L. Gorday

Name: Carl L. Gorday
Title: Administrative Trustee

REGIONS FINANCING TRUST IV

By: REGIONS FINANCIAL CORPORATION, as depositor

By: /s/ Carl L. Gorday

Name: Carl L. Gorday
Title: Administrative Trustee

REGIONS FINANCING TRUST V

By: REGIONS FINANCIAL CORPORATION, as depositor

By: /s/ Carl L. Gorday

Name: Carl L. Gorday
Title: Administrative Trustee

REGIONS FINANCING TRUST VI

By: REGIONS FINANCIAL CORPORATION, as depositor

By: /s/ Carl L. Gorday

Name: Carl L. Gorday

Title: Administrative Trustee