REGENCY CENTERS CORP

Form 4 May 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OCONNOR DAVID P

2. Issuer Name and Ticker or Trading Symbol

Issuer

REGENCY CENTERS CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[REG]

04/29/2016

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

C/O HIGH RISE CAPITAL MANAGEMENT, LP, 535 MADISON AVENUE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/29/2016		M	2,000	A	<u>(1)</u>	22,697	D	
Common Stock	04/29/2016		M	159	A	<u>(2)</u>	22,856	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Grant	\$ 0	04/29/2016		A	2,000		(3)	(3)	Common Stock	2,000
Restricted Stock	\$ 0	04/29/2016		M		2,000	<u>(1)</u>	<u>(1)</u>	Common Stock	2,000
Dividend Equivalent Rights	\$ 0	04/29/2016		M		159	(2)	(2)	Common Stock	159

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
OCONNOR DAVID P C/O HIGH RISE CAPITAL MANAGEMENT, LP 535 MADISON AVENUE NEW YORK, NY 10022	X					

Signatures

/s/ Michael B. Kirwan, Attorney-in-Fact for David P.
O'Connor

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of stock pursuant to Regency's Omnibus Incentive Plan.
- Settlement of dividend equivalent rights in connection with vesting of restricted stock. The rights accrued when and as dividends were paid on Regency's common stock and vested proportionately with the restricted stock. Each dividend equivalent is the equivalent of on
- (2) paid on Regency's common stock and vested proportionately with the restricted stock. Each dividend equivalent is the equivalent of one share of Regency common stock.
- (3) Shares vest 25% per year beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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