

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

Filing Date: **1998-07-22**
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FILER

REGIONS FINANCIAL CORP

CIK: **36032** | IRS No.: **630589368** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **DEFA14A** | Act: **34** | File No.: **002-38683** | Film No.: **98669711**
SIC: **6021** National commercial banks

Business Address
417 N 20TH ST
BIRMINGHAM AL 35203
2053267100

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

<TABLE>

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Preliminary Proxy Statement

<C>

Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

</TABLE>

REGIONS FINANCIAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

REGIONS FINANCIAL CORP.

PLEASE VOTE TODAY

July 22, 1998

Dear Fellow Stockholder:

We have previously mailed to you proxy materials relating to the Annual Meeting of Stockholders of Regions Financial Corporation to be held on Wednesday, July 29, 1998. According to our latest records, we still have not received your proxy card for this important meeting.

Since approval of Proposal 3 requires the affirmative vote of 75% of the outstanding shares of Common Stock, it is important that your shares are represented.

Your Board of Directors strongly recommends that you vote, "FOR" approval of all proposals on the meeting agenda.

Whether or not you plan to attend the Annual Meeting, please sign, date and mail the enclosed duplicate proxy card in the enclosed postage-paid envelope.

Thank you for your cooperation and continued support.

Sincerely,

/s/ Samuel E. Upchurch, Jr.

Samuel E. Upchurch, Jr.

Corporate Secretary

YOU MAY ALSO VOTE YOUR SHARES BY FAXING YOUR
PROXY TO D.F. KING & CO., INC. AT (212) 809-8839.