

EDWARDS A G INC
Form 10-K/A
June 07, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended February 28, 2001

Commission file number 1-8527

A.G. EDWARDS, INC.

State of Incorporation: **DELAWARE** I.R.S. Employer Identification No.: **43-1288229**

One North Jefferson Avenue

St. Louis, Missouri 63103

Registrant's telephone number, including area code: (314) 955-3000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
COMMON STOCK, \$1 PAR VALUE	NEW YORK STOCK EXCHANGE
RIGHTS TO PURCHASE COMMON STOCK	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [] No _____.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

The aggregate market value of voting stock held by non affiliates was approximately \$3.3 billion at May 1, 2001.

At May 1, 2001, there were 79,869,916 shares of A.G. Edwards, Inc. Common Stock, \$1 par value, outstanding.

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This Form 10-K/A amends the Company's Form 10-K filed on May 29, 2001, to file as an Exhibit the electronic version of the Annual Report Fiscal 2001 of the Company. The electronic version filed as an Exhibit to the Form 10-K contained a typographical error on page 29, thereof, which is corrected in the electronic version filed as an Exhibit to this Form 10-K/A.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the A.G. Edwards, Inc. Annual Report Fiscal 2001 (the "2001 Annual Report to Stockholders") filed as an Exhibit to this Form 10-K/A are incorporated by reference into Parts I, II and IV to the Form 10-K filed on May 29, 2001, as amended by this Form 10-K/A. Portions of the company's Proxy Statement filed with the SEC in connection with the Company's Annual Meeting of Stockholders to be held June 21, 2001 (the "Company's 2001 Proxy Statement") are incorporated by reference into Part III of the Form 10-K filed on May 29, 2001, as amended by this Form 10-K/A. Other documents incorporated by reference in this Form 10-K/A are listed in the Exhibit Index of this Form 10-K/A.

PART IV

ITEM 14.

FINANCIAL STATEMENTS, FINANCIAL STATEMENT SCHEDULES.

EXHIBITS AND REPORTS ON FORM 8-K

3. Exhibits*

Some of the following exhibits were previously filed as exhibits to other reports or registration statements filed by the Registrant and are incorporated by reference as indicated below.

- 3(i) Certificate of Incorporation filed as Exhibit 3(i) to the Registrant's Form 10-K for the fiscal year ended February 28, 1993.
- 3(ii) By laws filed as Exhibit 3(ii) to the Registrant's Form 10-K for the fiscal year ended February 28, 1994.
- 4(i) Reference is made to Articles IV, V, X, XII, XIII and XV of the Certificate of Incorporation filed as Exhibit 3(i) to this Form 10-K.
- 4(ii) Reference is made to Article II, Article III Sections 1 and 15, Article IV Sections 1 and 3, Article VI and Article VII Sections 1-3 of the By-laws filed as Exhibit 3(ii) to this Form 10-K.
- 4(iii) Rights Agreement dated as of December 30, 1988 between A.G. Edwards, Inc. and Boatmen's Trust Company as Rights Agent filed as Exhibit 4 to the Registrant's Form 8-K Report dated December 30, 1988.
- 4(iv) Amendment No. 1 to the Rights Agreement dated December 30, 1988, between A.G. Edwards, Inc. and Boatmen's Trust Company as Rights Agent, dated May 24, 1991 filed as Exhibit 4.4 to Registrant's Form 10-K for the fiscal year ended February 29, 1992.
- 4(v)

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Amendment No. 2 to the Rights Agreement dated December 30, 1988, between A.G. Edwards, Inc. and Boatmen's Trust Company as Rights Agent, dated June 22, 1995 filed with the Registrant's Form 8-A/A on August 17, 1995.

- 4(vi) Amendment No. 3 to the Rights Agreement dated December 30, 1988, between A.G. Edwards, Inc. and Boatmen's Trust Company as Rights Agent, dated July 11, 1997, filed as Exhibit 4.6 to Registrant's Form 10-K for the fiscal year ended February 28, 1998.
- 4(vii) Amendment No. 4 dated December 15, 2000, to the Rights Agreement dated December 30, 1988 filed as Exhibit 4.7 to Registrant's Form 8 A/A on December 19, 2000.
- 10 A.G. Edwards, Inc. 1988 Incentive Stock Plan (as amended and restated) filed as Exhibit 10 to Form 10-K for the fiscal year ended February 28, 2001.
- 11 Computation of per share earnings is set forth in Note 8 (Stockholders' Equity) of the Notes to Consolidated Financial Statements under the caption "Earnings Per Share" appearing on page 37 of the 2001 Annual Report to Stockholders and incorporated herein by reference.
- 13 The 2001 Annual Report to Stockholders. Except for those portions of pages expressly incorporated by reference, the 2001 Annual Report to Stockholders is not deemed filed as part of this Annual Report on Form 10-K/A.
- 21 Registrant's Subsidiaries filed as Exhibit 21 to Form 10-K for the fiscal year ended February 28, 2001.
- 23 Independent Auditors' Consent.
- 24 Power of Attorney filed as Exhibit 24 to Form 10-K for the fiscal year ended February 28, 2001.

*Numbers correspond to document numbers in Exhibit Table of Item 601 of Regulation S-K.

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the fourth quarter of the year ended February 28, 2001.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

A.G. EDWARDS, INC.

(Registrant)

Date: June 6, 2001

By /s/ Robert L. Bagby
Robert L. Bagby
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the

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following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Robert L. Bagby*</u> Robert L. Bagby	Chairman of the Board, Chief Executive Officer and Director	June 6, 2001
<u>/s/ Benjamin F. Edwards IV*</u> Benjamin F. Edwards IV	Vice Chairman of the Board, President and Director	June 6, 2001
<u>/s/ Ronald J. Kessler*</u> Ronald J. Kessler	Vice Chairman of the Board and Director	June 6, 2001
<u>/s/ Dr. E. Eugene Carter*</u> Dr. E. Eugene Carter	Director	June 6, 2001
<u>/s/ Charmaine S. Chapman*</u> Charmaine S. Chapman	Director	June 6, 2001
<u>/s/ Samuel C. Hutchinson Jr.*</u> Samuel C. Hutchinson Jr.	Director	June 6, 2001
<u>/s/ Mark S. Wrighton*</u> Mark S. Wrighton	Director	June 6, 2001
<u>/s/ Douglas L. Kelly*</u> Douglas L. Kelly	Treasurer and Chief Financial Officer	June 6, 2001
<u>/s/ Thomas H. Martin Jr.*</u> Thomas H. Martin Jr.	Controller	June 6, 2001
<u>/s/ Joseph G. Porter*</u> Joseph G. Porter	Principal Accounting Officer	June 6, 2001

*By /s/ Douglas L. Kelly

Name: Douglas L. Kelly

Attorney-In-Fact

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
13	2001 Annual Report to Stockholders.
23	Independent Auditors' Consent.