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EDWARDS A G INC
Form 13F-HR
August 12, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2004

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: A.G. Edwards, Inc.
Address: One North Jefferson
St. Louis, MO 63103

Form 13F File Number: 28-4192

The institutional investment manager filing this report and the person by who it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Joseph G. Porter
Assistant Treasurer
314-955-3462

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 08/12/04
[Signature] [City, State] [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 395

Form 13F Information Table Value Total: \$2,799,725
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-----|----------------------|--------------------------------|
| 1 | 28-3548 | A.G. Edwards & Sons, Inc. |
| 2 | 28-6731 | A.G. Edwards Trust Company FSB |

| NAME OF ISSUER | -TITLE OF CLASS- | --CUSIP-- | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | -M |
|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----|
| D * ADC TELECOMMUNICATIONS INC | COM | 000886101 | 29 | 10110 | | | DEFINED | 01 |
| D AFLAC INC | COM | 001055102 | 1882 | 46126 | | | DEFINED | 01 |
| D AMB PROPERTY CORP | COM | 00163T109 | 4679 | 135125 | | | DEFINED | 01 |
| D AT&T CORP # | COM | 001957505 | 1529 | 104508 | | | DEFINED | 01 |
| D ABBOTT LABORATORIES | COM | 002824100 | 4037 | 99042 | | | DEFINED | 01 |
| D ABERDEEN ASIA-PACIFIC INCOME | COM | 003009107 | 181 | 31502 | | | DEFINED | 01 |
| D ADOBE SYSTEMS INC | COM | 00724F101 | 238 | 5120 | | | DEFINED | 01 |
| D ADVENT CLAYMORE CONVERTIBLE | COM | 00764C109 | 499 | 20000 | | | DEFINED | 01 |
| D AFFILIATED COMPUTER SVCS INC | COM | 008190100 | 1082 | 20436 | | | DEFINED | 01 |
| D AFFILIATED MANAGERS GROUP INC | COM | 008252108 | 3207 | 63673 | | | DEFINED | 02 |
| D ALCOA INC | COM | 013817101 | 12860 | 389332 | | | DEFINED | 01 |
| D ALLETE INC | COM | 018522102 | 18427 | 553366 | | | DEFINED | 01 |
| D * ALLIANCE RES PARTNERS LP | COM | 01877R108 | 293 | 6277 | | | DEFINED | 01 |
| D ALLIED CAPITAL CORP NEW | COM | 01903Q108 | 499 | 20428 | | | DEFINED | 01 |
| D ALLSTATE CORP | COM | 020002101 | 1991 | 42773 | | | DEFINED | 01 |
| D ALLTEL CORP | COM | 020039103 | 258 | 5101 | | | DEFINED | 01 |
| D ALTRIA GROUP INC | COM | 02209S103 | 2001 | 39979 | | | DEFINED | 01 |
| D AMBASSADORS GROUP INC | COM | 023177108 | 3547 | 150859 | | | DEFINED | 01 |
| D AMEREN CORP | COM | 023608102 | 1251 | 29111 | | | DEFINED | 01 |
| D * AMERICAN CAP STRATEGIES LTD | COM | 024937104 | 2088 | 74509 | | | DEFINED | 01 |
| D AMERICAN EXPRESS CO | COM | 025816109 | 25038 | 487307 | | | DEFINED | 01 |
| D AMERICAN INTL GROUP INC | COM | 026874107 | 9630 | 135104 | | | DEFINED | 01 |
| D AMERIGAS PARTNERS L.P. | COM | 030975106 | 319 | 12301 | | | DEFINED | 01 |
| D * AMGEN | COM | 031162100 | 1164 | 21327 | | | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D AMSOUTH BANCORPORATION | COM | 032165102 | 452 | 17755 | DEFINED | 01 |
| D ANADARKO PETROLEUM CORP | COM | 032511107 | 895 | 15279 | DEFINED | 01 |
| D ANHEUSER-BUSCH COS INC | COM | 035229103 | 30531 | 565383 | DEFINED | 01 |
| D ANNALY MORTGAGE MANAGEMENT INC | COM | 035710409 | 13891 | 819063 | DEFINED | 01 |
| D APACHE CORP | COM | 037411105 | 822 | 18873 | DEFINED | 01 |
| D APOLLO GROUP INC | COM | 037604105 | 748 | 8475 | DEFINED | 01 |
| D APOLLO INVESTMENT CORP | COM | 03761U106 | 10782 | 783008 | DEFINED | 01 |
| D * APPLIED MATERIALS | COM | 038222105 | 761 | 38772 | DEFINED | 01 |
| D ARCHER-DANIELS-MIDLAND CO. | COM | 039483102 | 288 | 17141 | DEFINED | 01 |
| D ARCHSTONE-SMITH TRUST | COM | 039583109 | 382 | 13026 | DEFINED | 01 |
| D ARGOSY GAMING COMPANY | COM | 040228108 | 29763 | 791568 | DEFINED | 01 |
| D * ATMEL CORP | COM | 049513104 | 69 | 11600 | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSING INC | COM | 053015103 | 4722 | 112749 | DEFINED | 01 |
| D AUTOZONE INC | COM | 053332102 | 619 | 7725 | DEFINED | 01 |
| D AVERY DENNISON CORP | COM | 053611109 | 12208 | 190718 | DEFINED | 01 |
| D BB&T CORP | COM | 054937107 | 1104 | 29857 | DEFINED | 01 |
| D BP P.L.C. SPONSORED ADR | COM | 055622104 | 21363 | 398780 | DEFINED | 01 |
| D BAKER HUGHES INC | COM | 057224107 | 346 | 9199 | DEFINED | 01 |
| D BALL CORP | COM | 058498106 | 1173 | 16281 | DEFINED | 01 |
| D BANK OF AMERICA CORP | COM | 060505104 | 6569 | 77633 | DEFINED | 01 |
| D BANK ONE CORP | COM | 06423A103 | 957 | 18768 | DEFINED | 01 |
| D BECTON DICKINSON CO | COM | 075887109 | 536 | 10347 | DEFINED | 01 |
| D * BED BATH & BEYOND INC | COM | 075896100 | 682 | 17738 | DEFINED | 01 |
| D BELLSOUTH CORPORATION | COM | 079860102 | 1833 | 69922 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC | COM | 084670108 | 1334 | 15 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC DEL | COM | 084670207 | 30558 | 10341 | DEFINED | 01 |
| D * BIOMET INC | COM | 090613100 | 1121 | 25223 | DEFINED | 01 |
| D BLACK & DECKER CORP | COM | 091797100 | 284 | 4574 | DEFINED | 01 |
| D BLACKROCK MUNI TARGET TERM | COM | 09247M105 | 2621 | 246083 | DEFINED | 01 |
| D BLACKROCK DIVIDEND ACHIEVERS | COM | 09250N107 | 357 | 25522 | DEFINED | 01 |
| D H & R BLOCK INC | COM | 093671105 | 324 | 6792 | DEFINED | 01 |
| D BOEING COMPANY | COM | 097023105 | 641 | 12543 | DEFINED | 01 |
| D BRISTOL-MYERS SQUIBB CO | COM | 110122108 | 16572 | 676408 | DEFINED | 01 |
| D BROWN & BROWN INC | COM | 115236101 | 3109 | 72123 | DEFINED | 01 |
| D BROWN SHOE CO INC NEW | COM | 115736100 | 688 | 16818 | DEFINED | 01 |
| D BRUNSWICK CORP | COM | 117043109 | 11761 | 288272 | DEFINED | 01 |
| D BRUSH ENGINEERED MATERIALS INC | COM | 117421107 | 189 | 10001 | DEFINED | 01 |
| D BUCKEYE PARTNERS L.P. | COM | 118230101 | 303 | 7461 | DEFINED | 01 |
| D BURLINGTON NORTHERN SANTA FE | COM | 12189T104 | 734 | 20920 | DEFINED | 01 |
| D BURLINGTON RESOURCES INC | COM | 122014103 | 266 | 7341 | DEFINED | 01 |
| D CBL & ASSOCIATES PROPERTIES | COM | 124830100 | 901 | 16388 | DEFINED | 01 |
| D CPI CORP | COM | 125902106 | 2063 | 140175 | DEFINED | 01 |
| D CALIFORNIA PIZZA KITCHEN INC | COM | 13054D109 | 4576 | 238846 | DEFINED | 01 |
| D CANADIAN NATURAL RESOURCES LTD | COM | 136385101 | 401 | 13400 | DEFINED | 01 |
| D CAPITAL ONE FINANCIAL CORP | COM | 14040H105 | 32566 | 476254 | DEFINED | 01 |
| D CARDINAL HEALTH INC | COM | 14149Y108 | 2528 | 36089 | DEFINED | 01 |
| D CARNIVAL CORP | COM | 143658300 | 494 | 10509 | DEFINED | 01 |
| D CATERPILLAR INC | COM | 149123101 | 8669 | 109123 | DEFINED | 01 |
| D CENDANT CORP | COM | 151313103 | 432 | 17656 | DEFINED | 01 |
| D CEPHALON INC | COM | 156708109 | 270 | 5000 | DEFINED | 01 |
| D CHARLES RIVER LABS INTL INC | COM | 159864107 | 6100 | 124820 | DEFINED | 02 |
| D CHEVRONTEXACO CORP | COM | 166764100 | 37364 | 397024 | DEFINED | 01 |
| D CHOICE HOTELS INTL INC NEW | COM | 169905106 | 1772 | 35318 | DEFINED | 01 |
| D * CHIRON CORP | COM | 170040109 | 339 | 7590 | DEFINED | 01 |
| D CINCINNATI BELL INC (NEW) | COM | 171871106 | 53 | 12001 | DEFINED | 01 |
| D * CINCINNATI FINANCIAL CORP | COM | 172062101 | 379 | 8709 | DEFINED | 01 |
| D CINERGY CORP | COM | 172474108 | 293 | 7722 | DEFINED | 01 |
| D * CISCO SYSTEMS INC | COM | 17275R102 | 4071 | 171783 | DEFINED | 01 |
| D CITIGROUP INC | COM | 172967101 | 4013 | 86305 | DEFINED | 01 |
| D CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 44810 | 1212726 | DEFINED | 01 |
| D CLOROX CO | COM | 189054109 | 274 | 5100 | DEFINED | 01 |
| D COCA-COLA CO | COM | 191216100 | 6940 | 137491 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D COLGATE-PALMOLIVE CO | COM | 194162103 | 2172 | 37163 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A | COM | 20030N101 | 497 | 17683 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A SPL | COM | 20030N200 | 27469 | 994903 | DEFINED | 01 |
| D * COMMERCE BANCSHARES INC | COM | 200525103 | 438 | 9543 | DEFINED | 01 |
| D CONAGRA FOODS INC | COM | 205887102 | 8798 | 324879 | DEFINED | 01 |
| D CONOCOPHILLIPS | COM | 20825C104 | 3747 | 49121 | DEFINED | 01 |
| D CONSOLIDATED EDISON INC | COM | 209115104 | 679 | 17090 | DEFINED | 01 |
| D CORNING INC | COM | 219350105 | 350 | 26801 | DEFINED | 01 |
| D * COSTCO WHSL CORP NEW | COM | 22160K105 | 277 | 6736 | DEFINED | 01 |
| D COUNTRYWIDE FINANCIAL CORP | COM | 222372104 | 335 | 4768 | DEFINED | 01 |
| D * CROSSTEX ENERGY L.P. | COM | 22765U102 | 557 | 21099 | DEFINED | 01 |
| D CYBERGUARD CORP | COM | 231910100 | 114 | 14000 | DEFINED | 01 |
| D DNP SELECT INCOME FUND INC | COM | 23325P104 | 371 | 35293 | DEFINED | 01 |
| D DARDEN RESTAURANTS INC | COM | 237194105 | 14134 | 687793 | DEFINED | 01 |
| D DATASCOPE CORP | COM | 238113104 | 210 | 5300 | DEFINED | 01 |
| D DEAN FOODS COMPANY NEW | COM | 242370104 | 1677 | 44957 | DEFINED | 01 |
| D DEERE & CO | COM | 244199105 | 401 | 5715 | DEFINED | 01 |
| D * DELL INC | COM | 24702R101 | 1032 | 28802 | DEFINED | 01 |
| D DELTA & PINE LAND CO | COM | 247357106 | 2159 | 98359 | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL INC NEW | COM | 249030107 | 1994 | 38273 | DEFINED | 01 |
| D DEVELOPERS DIVERSIFIED RLTY CP | COM | 251591103 | 739 | 20892 | DEFINED | 01 |
| D DIAGEO PLC NEW | COM | 25243Q205 | 47690 | 871057 | DEFINED | 01 |
| D WALT DISNEY CO | COM | 254687106 | 1084 | 42533 | DEFINED | 01 |
| D DOMINION RES INC NEW (VA) | COM | 25746U109 | 1032 | 16362 | DEFINED | 01 |
| D DONALDSON CO INC | COM | 257651109 | 1083 | 36948 | DEFINED | 01 |
| D DOVER CORPORATION | COM | 260003108 | 261 | 6204 | DEFINED | 02 |
| D DOW CHEMICAL COMPANY | COM | 260543103 | 29010 | 712788 | DEFINED | 01 |
| D E.I. DU PONT DE NEMOURS&CO | COM | 263534109 | 2738 | 61631 | DEFINED | 01 |
| D DUKE ENERGY CORP | COM | 264399106 | 366 | 18035 | DEFINED | 01 |
| D DYNEX CAPITAL INC # | COM | 26817Q506 | 73 | 10901 | DEFINED | 01 |
| D EMC CORPORATION (MA) | COM | 268648102 | 649 | 56898 | DEFINED | 01 |
| D EATON CORP | COM | 278058102 | 224 | 3457 | DEFINED | 01 |
| D EATON VANCE LIMITED DURATION | COM | 27828H105 | 415 | 22952 | DEFINED | 01 |
| D EBAY INC | COM | 278642103 | 352 | 3829 | DEFINED | 01 |
| D ECOLAB INC | COM | 278865100 | 572 | 18058 | DEFINED | 01 |
| D A.G. EDWARDS, INC | COM | 281760108 | 4848 | 142457 | DEFINED | 01 |
| D ELAN CORP PLC ADR | COM | 284131208 | 482 | 19500 | DEFINED | 01 |
| D EMERSON ELECTRIC CO | COM | 291011104 | 27126 | 426851 | DEFINED | 01 |
| D EMPIRE DISTRICT ELECTRIC CO | COM | 291641108 | 345 | 17158 | DEFINED | 01 |
| D ENBRIDGE ENERGY PARTNERS L.P. | COM | 29250R106 | 317 | 6841 | DEFINED | 01 |
| D ENERGEN CORP | COM | 29265N108 | 480 | 10001 | DEFINED | 01 |
| D ENERGIZER HOLDINGS INC | COM | 29266R108 | 5542 | 123158 | DEFINED | 02 |
| D ENERPLUS RESOURCE FUND # | COM | 29274D604 | 13606 | 478085 | DEFINED | 01 |
| D ENTERCOM COMMUNICATIONS CORP | COM | 293639100 | 7910 | 212076 | DEFINED | 02 |
| D ENTERPRISE PRODS PARTNERS L.P. | COM | 293792107 | 674 | 31701 | DEFINED | 01 |
| D ETHAN ALLEN INTERIORS INC | COM | 297602104 | 3077 | 85697 | DEFINED | 01 |
| D EXELON CORP | COM | 30161N101 | 237 | 7122 | DEFINED | 01 |
| D * EXPEDITORS INTL WASHINGTON | COM | 302130109 | 13682 | 276912 | DEFINED | 01 |
| D * EXPRESS SCRIPTS INC | COM | 302182100 | 658 | 8311 | DEFINED | 01 |
| D EXXON MOBIL CORP | COM | 30231G102 | 51331 | 1155841 | DEFINED | 01 |
| D FPL GROUP INC | COM | 302571104 | 573 | 8956 | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS INC | COM | 303075105 | 1019 | 21556 | DEFINED | 01 |
| D FREDDIE MAC | COM | 313400301 | 769 | 12155 | DEFINED | 01 |
| D FANNIE MAE | COM | 313586109 | 5222 | 73174 | DEFINED | 01 |
| D FEDEX CORP | COM | 31428X106 | 856 | 10483 | DEFINED | 01 |
| D * FIFTH THIRD BANCORP | COM | 316773100 | 2135 | 39690 | DEFINED | 01 |
| D FINANCIAL FEDERAL CORP | COM | 317492106 | 10385 | 294538 | DEFINED | 02 |
| D FIRST DATA CORP | COM | 319963104 | 37723 | 847324 | DEFINED | 01 |
| D * FISERV INC | COM | 337738108 | 1261 | 32429 | DEFINED | 01 |
| D FLORIDA BANKS INC | COM | 340560101 | 433 | 20000 | DEFINED | 01 |
| D FLORIDA EAST COAST INDS INC | COM | 340632108 | 967 | 25010 | DEFINED | 01 |
| D FORD MOTOR CO (NEW) | COM | 345370860 | 965 | 61671 | DEFINED | 01 |

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| D FORTUNE BRANDS INC | COM | 349631101 | 817 | 10829 | DEFINED | 01 |
| D FORWARD AIR CORP | COM | 349853101 | 3424 | 91554 | DEFINED | 01 |
| D GABELLI GLOBAL MULTIMEDIA TR | COM | 36239Q109 | 6871 | 750056 | DEFINED | 01 |
| D GANNETT CO INC | COM | 364730101 | 938 | 11050 | DEFINED | 01 |
| D GAP INC | COM | 364760108 | 319 | 13176 | DEFINED | 01 |
| D GENERAL ELECTRIC CO | COM | 369604103 | 33021 | 1019159 | DEFINED | 01 |
| D GENERAL MILLS INC | COM | 370334104 | 1398 | 29416 | DEFINED | 01 |
| D GENERAL MOTORS CORP | COM | 370442105 | 608 | 13040 | DEFINED | 01 |
| D * GENTEX CORP | COM | 371901109 | 355 | 8955 | DEFINED | 01 |
| D GENUINE PARTS CO | COM | 372460105 | 322 | 8126 | DEFINED | 01 |
| D GILLETTE CO | COM | 375766102 | 2570 | 60607 | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP | COM | 376535100 | 11017 | 546758 | DEFINED | 01 |
| D GLADSTONE COMMERCIAL CORP | COM | 376536108 | 5636 | 341601 | DEFINED | 01 |
| D GLAXOSMITHKLINE PLC | COM | 37733W105 | 266 | 6418 | DEFINED | 01 |
| D GRACO INC | COM | 384109104 | 303 | 9758 | DEFINED | 01 |
| D GREATER BAY BANCORP | COM | 391648102 | 9914 | 343058 | DEFINED | 01 |
| D GUIDANT CORP | COM | 401698105 | 252 | 4516 | DEFINED | 01 |
| D GULFTERRA ENERGY PARTNERS LP | COM | 40274U108 | 232 | 6001 | DEFINED | 01 |
| D HSBC HLDGS PLC NEW | COM | 404280406 | 246 | 3286 | DEFINED | 01 |
| D HALLIBURTON CO | COM | 406216101 | 219 | 7245 | DEFINED | 01 |
| D HARLEY DAVIDSON INC | COM | 412822108 | 13806 | 222902 | DEFINED | 01 |
| D HARMAN INTL INDUSTRIES INC NEW | COM | 413086109 | 1296 | 14244 | DEFINED | 01 |
| D HARSCO CORP | COM | 415864107 | 3805 | 80968 | DEFINED | 01 |
| D HEARST-ARGYLE TELEVISION INC | COM | 422317107 | 773 | 29994 | DEFINED | 01 |
| D HEARTLAND EXPRESS INC | COM | 422347104 | 6757 | 246984 | DEFINED | 02 |
| D H.J. HEINZ CO | COM | 423074103 | 438 | 11181 | DEFINED | 01 |
| D HERSHEY FOODS CORP | COM | 427866108 | 18277 | 395014 | DEFINED | 01 |
| D HEWLETT-PACKARD CO | COM | 428236103 | 440 | 20841 | DEFINED | 01 |
| D HILTON HOTELS CORP | COM | 432848109 | 28769 | 1541743 | DEFINED | 01 |
| D HOME DEPOT INC | COM | 437076102 | 11291 | 320764 | DEFINED | 01 |
| D HONEYWELL INTERNATIONAL INC | COM | 438516106 | 763 | 20825 | DEFINED | 01 |
| D * HOT TOPIC INC | COM | 441339108 | 694 | 33875 | DEFINED | 01 |
| D HUBBELL INC CLASS B | COM | 443510201 | 504 | 10801 | DEFINED | 01 |
| D IMS HEALTH INC | COM | 449934108 | 287 | 12237 | DEFINED | 01 |
| D ISTAR FINANCIAL INC | COM | 45031U101 | 16406 | 410152 | DEFINED | 01 |
| D ILL TOOL WORKS INC | COM | 452308109 | 18039 | 188123 | DEFINED | 01 |
| D IMCOR PHARMACEUTICAL CO | COM | 45248E106 | 19 | 63000 | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW | COM | 453038408 | 702 | 15001 | DEFINED | 01 |
| D * INERGY L P | COM | 456615103 | 408 | 16994 | DEFINED | 01 |
| D * INTEL CORP | COM | 458140100 | 5282 | 191394 | DEFINED | 01 |
| D INTL BUSINESS MACHINES CORP | COM | 459200101 | 4836 | 54856 | DEFINED | 01 |
| D * INTERNATIONAL SPEEDWAY CORP | COM | 460335201 | 3691 | 75895 | DEFINED | 01 |
| D * INVESTORS FINL SERVICES CORP | COM | 461915100 | 349 | 8006 | DEFINED | 01 |
| D IRON MOUNTAIN INC (PA) NEW | COM | 462846106 | 8358 | 259777 | DEFINED | 02 |
| D ISHARES INC | COM | 464287234 | 31072 | 192241 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287242 | 13389 | 124314 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287309 | 15455 | 272041 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287408 | 12536 | 218855 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287457 | 46620 | 570549 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287465 | 142634 | 997439 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287549 | 1094 | 23606 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287580 | 7875 | 141558 | DEFINED | 01 |
| D ISHARES INC | COM | 464287606 | 158191 | 1268164 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287697 | 19413 | 330269 | DEFINED | 01 |
| D ISHARES INC | COM | 464287705 | 130693 | 1120293 | DEFINED | 01 |
| D ISHARES TRUST-DOW JONES U.S. | COM | 464287713 | 5984 | 280131 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287762 | 55415 | 944525 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287788 | 696 | 7751 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287796 | 662 | 11815 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287812 | 30343 | 578511 | DEFINED | 01 |
| D ISHARES INC | COM | 464287879 | 23258 | 212016 | DEFINED | 01 |
| D ISHARES INC | COM | 464287887 | 28579 | 292815 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D JDS UNIPHASE CORP | COM | 46612J101 | 65 | 17100 | DEFINED | 01 |
| D JP MORGAN CHASE & CO | COM | 46625H100 | 1255 | 32380 | DEFINED | 01 |
| D JEFFERSON PILOT CORP | COM | 475070108 | 378 | 7433 | DEFINED | 01 |
| D JOHNSON & JOHNSON | COM | 478160104 | 48161 | 864648 | DEFINED | 01 |
| D KANEB PIPE LINE PARTNERS L.P. | COM | 484169107 | 668 | 14565 | DEFINED | 01 |
| D KELLOGG CO | COM | 487836108 | 409 | 9773 | DEFINED | 01 |
| D KIMBERLY CLARK CORP | COM | 494368103 | 1772 | 26905 | DEFINED | 01 |
| D KINDER MORGAN ENRGY PARTNRS LP | COM | 494550106 | 510 | 12535 | DEFINED | 01 |
| D LSI LOGIC CORP | COM | 502161102 | 103 | 13500 | DEFINED | 01 |
| D LACLEDE GROUP INC | COM | 505597104 | 370 | 13502 | DEFINED | 01 |
| D LEGGETT AND PLATT | COM | 524660107 | 479 | 17922 | DEFINED | 01 |
| D LEXINGTON CORP PPTYS TRUST SBI | COM | 529043101 | 352 | 17700 | DEFINED | 01 |
| D LIBERTY MEDIA CORP NEW | COM | 530718105 | 18692 | 2079220 | DEFINED | 01 |
| D LIBERTY MEDIA INTL INC | COM | 530719103 | 3317 | 89418 | DEFINED | 01 |
| D LIBERTY PROPERTY TRUST | COM | 531172104 | 631 | 15700 | DEFINED | 01 |
| D LIFELINE SYSTEMS INC | COM | 532192101 | 3405 | 143917 | DEFINED | 01 |
| D ELI LILLY AND CO | COM | 532457108 | 1206 | 17255 | DEFINED | 01 |
| D LINCARE HOLDINGS INC | COM | 532791100 | 988 | 30058 | DEFINED | 01 |
| D LINCOLN NATL CONV SECS FD INC | COM | 534183108 | 190 | 15000 | DEFINED | 01 |
| D LOWE'S COMPANIES INC | COM | 548661107 | 2816 | 53593 | DEFINED | 01 |
| D LUCENT TECHNOLOGIES INC | COM | 549463107 | 140 | 37052 | DEFINED | 01 |
| D MBNA CORP | COM | 55262L100 | 1503 | 58295 | DEFINED | 01 |
| D MAGELLAN MIDSTREAM PARTNERS LP | COM | 559080106 | 293 | 5756 | DEFINED | 01 |
| D MANAGED MUNIS PORTFOLIO INC | COM | 561662107 | 2602 | 241348 | DEFINED | 01 |
| D MARKEL CORP (HOLDING COMPANY) | COM | 570535104 | 17044 | 61420 | DEFINED | 02 |
| D MARRIOTT INTL INC NEW | COM | 571903202 | 245 | 4911 | DEFINED | 01 |
| D MAY DEPARTMENT STORES CO | COM | 577778103 | 546 | 19855 | DEFINED | 02 |
| D MAYTAG CORP | COM | 578592107 | 206 | 8400 | DEFINED | 01 |
| D MCDONALD'S CORP | COM | 580135101 | 1042 | 40070 | DEFINED | 01 |
| D MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 303 | 8085 | DEFINED | 01 |
| D MEDTRONIC INC | COM | 585055106 | 6445 | 132293 | DEFINED | 01 |
| D MERCK & COMPANY INC | COM | 589331107 | 46384 | 976497 | DEFINED | 01 |
| D MERCURY GENERAL CORP NEW | COM | 589400100 | 2968 | 59788 | DEFINED | 01 |
| D MERRILL LYNCH & CO | COM | 590188108 | 665 | 12314 | DEFINED | 01 |
| D * MICROSOFT CORP | COM | 594918104 | 27148 | 950565 | DEFINED | 01 |
| D MOHAWK INDUSTRIES INC | COM | 608190104 | 330 | 4500 | DEFINED | 02 |
| D MORGAN STANLEY NEW | COM | 617446448 | 1323 | 25070 | DEFINED | 01 |
| D MOTOROLA INC | COM | 620076109 | 672 | 36815 | DEFINED | 01 |
| D MYLAN LABORATORIES | COM | 628530107 | 354 | 17475 | DEFINED | 01 |
| D NN INC | COM | 629337106 | 5851 | 460358 | DEFINED | 01 |
| D NATIONAL CITY CORP | COM | 635405103 | 1611 | 46006 | DEFINED | 01 |
| D NATIONAL COMMERCE FINL CORP | COM | 63545P104 | 341 | 10481 | DEFINED | 01 |
| D NATUZZI S P A ADR | COM | 63905A101 | 10777 | 1003452 | DEFINED | 02 |
| D NEW YORK TIMES CL A | COM | 650111107 | 15714 | 351461 | DEFINED | 01 |
| D NEWELL RUBBERMAID INC | COM | 651229106 | 429 | 18264 | DEFINED | 01 |
| D NICOR INC | COM | 654086107 | 12301 | 362125 | DEFINED | 01 |
| D NOKIA CORP | COM | 654902204 | 1632 | 112261 | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP | COM | 655844108 | 856 | 32289 | DEFINED | 01 |
| D NORTH FORK BANCORPORATION (NY) | COM | 659424105 | 14379 | 377894 | DEFINED | 01 |
| D NORTHERN BORDER PARTNERS L P | COM | 664785102 | 1359 | 34025 | DEFINED | 01 |
| D NUVEEN DIVIDEND ADVANTAGE | COM | 67066V101 | 2565 | 179753 | DEFINED | 01 |
| D NUVEEN PREFERRED & CONVERTIBLE | COM | 67073B106 | 142 | 10680 | DEFINED | 01 |
| D NUVEEN PREFERRED & CONV INCOME | COM | 67073D102 | 202 | 15638 | DEFINED | 01 |
| D NUVEEN MUNICIPAL VALUE FD INC | COM | 670928100 | 7562 | 862311 | DEFINED | 01 |
| D OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 615 | 12711 | DEFINED | 01 |
| D * ORACLE CORP | COM | 68389X105 | 1253 | 105047 | DEFINED | 01 |
| D * O'REILLY AUTOMOTIVE INC | COM | 686091109 | 229 | 5066 | DEFINED | 01 |
| D OWENS-ILLINOIS INC NEW | COM | 690768403 | 218 | 13000 | DEFINED | 01 |
| D PEOPLES BANK | COM | 710198102 | 339 | 10876 | DEFINED | 01 |
| D PEPSICO INC | COM | 713448108 | 34718 | 644355 | DEFINED | 01 |
| D PETROFUND ENERGY TRUST | COM | 71648W108 | 355 | 31800 | DEFINED | 01 |
| D PFIZER INC | COM | 717081103 | 25320 | 738635 | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D PIEDMONT NATURAL GAS CO INC | COM | 720186105 | 214 | 5022 | DEFINED | 01 |
| D PIMCO HIGH INCOME FUND | COM | 722014107 | 213 | 15490 | DEFINED | 01 |
| D PLAINS ALL AMERN PIPELINE L.P. | COM | 726503105 | 421 | 12601 | DEFINED | 01 |
| D PLANTRONICS INC NEW | COM | 727493108 | 7770 | 184568 | DEFINED | 02 |
| D PLUM CREEK TIMBER CO INC | COM | 729251108 | 7562 | 232103 | DEFINED | 01 |
| D PROCTER & GAMBLE CO | COM | 742718109 | 15100 | 277365 | DEFINED | 01 |
| D PROGRESS ENERGY INC | COM | 743263105 | 745 | 16907 | DEFINED | 01 |
| D PULITZER INC | COM | 745769109 | 1115 | 22806 | DEFINED | 01 |
| D PULTE HOMES INC | COM | 745867101 | 1055 | 20278 | DEFINED | 01 |
| D PUTNAM MASTER INCOME TRUST SBI | COM | 74683K104 | 67 | 10920 | DEFINED | 01 |
| D QUAKER FABRIC CORP | COM | 747399103 | 672 | 87371 | DEFINED | 01 |
| D * QUALCOMM INC | COM | 747525103 | 946 | 12969 | DEFINED | 01 |
| D QWEST COMMUNICATIONS | COM | 749121109 | 65 | 18066 | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW | COM | 751028101 | 929 | 26386 | DEFINED | 02 |
| D RAYONIER INC | COM | 754907103 | 12400 | 278957 | DEFINED | 01 |
| D RAYTHEON CO NEW | COM | 755111507 | 812 | 22693 | DEFINED | 01 |
| D REAVES UTILITY INCOME FUND | COM | 756158101 | 242 | 15000 | DEFINED | 01 |
| D REGIONS FINANCIAL CORP | COM | 758940100 | 245 | 6703 | DEFINED | 01 |
| D REINSURANCE GROUP OF AMERICA | COM | 759351109 | 251 | 6173 | DEFINED | 01 |
| D RENAL CARE GROUP INC | COM | 759930100 | 424 | 12803 | DEFINED | 01 |
| D RESMED INC | COM | 761152107 | 949 | 18615 | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC | COM | 773903109 | 515 | 13742 | DEFINED | 01 |
| D ROCKWELL COLLINS INC | COM | 774341101 | 424 | 12737 | DEFINED | 01 |
| D ROYAL DUTCH PETROLEUM CO # | COM | 780257804 | 2712 | 52485 | DEFINED | 01 |
| D RUBY TUESDAY INC | COM | 781182100 | 985 | 35890 | DEFINED | 01 |
| D SBC COMMUNICATIONS INC | COM | 78387G103 | 4127 | 170205 | DEFINED | 01 |
| D SLM CORP | COM | 78442P106 | 402 | 9946 | DEFINED | 01 |
| D ST JOE COMPANY | COM | 790148100 | 2402 | 60501 | DEFINED | 01 |
| D ST JUDE MEDICAL INC | COM | 790849103 | 416 | 5500 | DEFINED | 01 |
| D ST. PAUL TRAVELERS COS INC | COM | 792860108 | 557 | 13735 | DEFINED | 01 |
| D SARA LEE CORP | COM | 803111103 | 1566 | 68111 | DEFINED | 01 |
| D SCANA CORP NEW | COM | 80589M102 | 800 | 21995 | DEFINED | 01 |
| D SCHERING-PLOUGH CORP | COM | 806605101 | 1462 | 79117 | DEFINED | 01 |
| D SCHLUMBERGER LTD | COM | 806857108 | 434 | 6830 | DEFINED | 01 |
| D A. SCHULMAN INC | COM | 808194104 | 14327 | 666676 | DEFINED | 01 |
| D SCOTTS COMPANY | COM | 810186106 | 4119 | 64477 | DEFINED | 01 |
| D E W SCRIPPS CO NEW CL A | COM | 811054204 | 6892 | 65643 | DEFINED | 01 |
| D SEARS, ROEBUCK & CO | COM | 812387108 | 215 | 5697 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y100 | 220 | 8233 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y209 | 935 | 30589 | DEFINED | 01 |
| D SECTOR SPDR TRUST | COM | 81369Y308 | 15569 | 674269 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y407 | 21443 | 677937 | DEFINED | 01 |
| D SECTOR SPDR TRUST (ENERGY) | COM | 81369Y506 | 23153 | 735479 | DEFINED | 01 |
| D SECTOR SPDR TRUST (FINANCIAL) | COM | 81369Y605 | 63401 | 2218353 | DEFINED | 01 |
| D SECTOR SPDR TRUST (INDUSTRIAL) | COM | 81369Y704 | 36554 | 1275432 | DEFINED | 01 |
| D SECTOR SPDR TRUST (TECHNOLOGY) | COM | 81369Y803 | 45690 | 2207227 | DEFINED | 01 |
| D SECTOR SPDR TRUST (UTILITIES) | COM | 81369Y886 | 274 | 11514 | DEFINED | 01 |
| D SERVICE CORP INTL | COM | 817565104 | 89 | 12025 | DEFINED | 01 |
| D * SIGMA ALDRICH CORP | COM | 826552101 | 15389 | 258155 | DEFINED | 01 |
| D SMITH & WOLLENSKY RESTAURANT | COM | 831758107 | 2734 | 438804 | DEFINED | 01 |
| D * SMURFIT-STONE CONTAINER CORP | COM | 832727101 | 298 | 14941 | DEFINED | 01 |
| D SNAP-ON INC | COM | 833034101 | 11001 | 327902 | DEFINED | 01 |
| D * SONIC CORP | COM | 835451105 | 3070 | 134935 | DEFINED | 01 |
| D * SONICWALL INC | COM | 835470105 | 98 | 11400 | DEFINED | 01 |
| D SOUTHERN COMPANY | COM | 842587107 | 17360 | 595531 | DEFINED | 01 |
| D SOUTHWEST AIRLINES CO | COM | 844741108 | 188 | 11219 | DEFINED | 01 |
| D SPRINT CORP (FON GROUP) | COM | 852061100 | 241 | 13683 | DEFINED | 01 |
| D STAR GAS PARTNERS L.P. | COM | 85512C105 | 302 | 12901 | DEFINED | 01 |
| D STATE STREET CORP | COM | 857477103 | 829 | 16915 | DEFINED | 01 |
| D STEWART ENTERPRISES INC | COM | 860370105 | 394 | 48373 | DEFINED | 01 |
| D STOCKERYALE INC NEW | COM | 86126T203 | 41 | 20000 | DEFINED | 01 |
| D STREETTRACKS SERIES TRUST | COM | 86330E604 | 27700 | 178835 | DEFINED | 01 |

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|----------------------------------|------------------|-----------|---------|--------|---------|------------------|
| D STRYKER CORP | COM | 863667101 | 309 | 5619 | DEFINED | 01 |
| D * SUN MICROSYSTEMS INC | COM | 866810104 | 786 | 181576 | DEFINED | 01 |
| D SUNGARD DATA SYSTEMS INC | COM | 867363103 | 911 | 35027 | DEFINED | 01 |
| D SUNTRUST BANKS INC | COM | 867914103 | 561 | 8629 | DEFINED | 01 |
| D SURMODICS INC | COM | 868873100 | 283 | 11500 | DEFINED | 01 |
| D SYSCO CORPORATION | COM | 871829107 | 8263 | 230352 | DEFINED | 01 |
| D TCF FINANCIAL CORP | COM | 872275102 | 33293 | 573524 | DEFINED | 01 |
| D TECO ENERGY INC | COM | 872375100 | 218 | 18154 | DEFINED | 01 |
| D TEPPCO PARTNERS L.P. | COM | 872384102 | 410 | 10768 | DEFINED | 01 |
| D TII NETWORK TECH INC | COM | 872479209 | 31 | 20000 | DEFINED | 01 |
| D TARGET CORP | COM | 87612E106 | 8705 | 204968 | DEFINED | 01 |
| D * TEVA PHARMACEUTICAL INDS ADR | COM | 881624209 | 2037 | 60642 | DEFINED | 01 |
| D TEXAS INSTRUMENTS INC | COM | 882508104 | 1087 | 44959 | DEFINED | 01 |
| D 3M COMPANY | COM | 88579Y101 | 5736 | 63723 | DEFINED | 01 |
| D TIME WARNER INC | COM | 887317105 | 915 | 52035 | DEFINED | 01 |
| D TRANSCANADA CORP | COM | 89353D107 | 218 | 11001 | DEFINED | 01 |
| D TRIBUNE CO NEW | COM | 896047107 | 4925 | 108151 | DEFINED | 01 |
| D TRIQUINT SEMICONDUCTOR INC # | COM | 89674K103 | 66 | 12000 | DEFINED | 01 |
| D TYCO INTERNATIONAL LTD NEW | COM | 902124106 | 2367 | 71422 | DEFINED | 01 |
| D US BANCORP NEW | COM | 902973304 | 2279 | 82691 | DEFINED | 01 |
| D UNION PACIFIC CORP | COM | 907818108 | 1008 | 16955 | DEFINED | 01 |
| D UNION PLANTERS CORP | COM | 908068109 | 651 | 21834 | DEFINED | 01 |
| D UNITED PARCEL SERVICE INC | COM | 911312106 | 204 | 2720 | DEFINED | 01 |
| D UNITED TECHNOLOGIES CORP | COM | 913017109 | 2276 | 24878 | DEFINED | 01 |
| D VARIAN MEDICAL SYSTEMS INC | COM | 92220P105 | 11973 | 150889 | DEFINED | 01 |
| D VECTREN CORP | COM | 92240G101 | 13058 | 520463 | DEFINED | 01 |
| D VERIZON COMMUNICATIONS | COM | 92343V104 | 3210 | 88698 | DEFINED | 01 |
| D VIACOM INC CL B | COM | 925524308 | 468 | 13089 | DEFINED | 01 |
| D VODAFONE GROUP PLC NEW | COM | 92857W100 | 458 | 20740 | DEFINED | 01 |
| D WD-40 COMPANY | COM | 929236107 | 240 | 8012 | DEFINED | 01 |
| D W.P. CAREY & CO LLC | COM | 92930Y107 | 223 | 7505 | DEFINED | 01 |
| D WPS RESOURCES CORP | COM | 92931B106 | 591 | 12755 | DEFINED | 01 |
| D WACHOVIA CORP (2ND NEW) | COM | 929903102 | 2374 | 53345 | DEFINED | 01 |
| D WAL-MART STORES INC | COM | 931142103 | 47217 | 894932 | DEFINED | 01 |
| D WALGREEN COMPANY | COM | 931422109 | 6015 | 166110 | DEFINED | 01 |
| D WASHINGTON MUTUAL INC | COM | 939322103 | 1057 | 27356 | DEFINED | 01 |
| D WASHINGTON POST CO CL B | COM | 939640108 | 302 | 325 | DEFINED | 02 |
| D WASTE MANAGEMENT INC NEW | COM | 94106L109 | 266 | 8669 | DEFINED | 01 |
| D WEIGHT WATCHERS INTL INC NEW | COM | 948626106 | 857 | 21890 | DEFINED | 02 |
| D WELLMAN INC | COM | 949702104 | 81 | 10000 | DEFINED | 01 |
| D WELLPOINT HEALTH NETWORKS NEW | COM | 94973H108 | 245 | 2185 | DEFINED | 01 |
| D WELLS FARGO & CO NEW | COM | 949746101 | 37753 | 659673 | DEFINED | 01 |
| D WESTWOOD ONE INC | COM | 961815107 | 2187 | 91908 | DEFINED | 02 |
| D WHOLE FOODS MARKET INC | COM | 966837106 | 297 | 3114 | DEFINED | 01 |
| D JOHN WILEY & SONS INC | COM | 968223206 | 2875 | 89838 | DEFINED | 01 |
| D WILMINGTON TRUST CORP | COM | 971807102 | 388 | 10433 | DEFINED | 01 |
| D WM. WRIGLEY JR CO | COM | 982526105 | 266 | 4222 | DEFINED | 01 |
| D WYETH | COM | 983024100 | 2285 | 63203 | DEFINED | 01 |
| D XEROX CORPORATION | COM | 984121103 | 313 | 21589 | DEFINED | 01 |
| D ZEBRA TECHNOLOGIES CORP | COM | 989207105 | 17475 | 200862 | DEFINED | 02 |
| D ZILA INC | COM | 989513205 | 100 | 20428 | DEFINED | 01 |
| D ZIMMER HOLDINGS INC | COM | 98956P102 | 1300 | 14744 | DEFINED | 01 |
| D COOPER INDUSTRIES LTD | COM | G24182100 | 469 | 7900 | DEFINED | 01 |
| D INGERSOLL-RAND COMPANY LIMITED | COM | G4776G101 | 23251 | 340382 | DEFINED | 01 |
| D MONTEPELLIER RE HOLDINGS LTD | COM | G62185106 | 15178 | 434272 | DEFINED | 01 |
| D NABORS INDUSTRIES LTD | COM | G6359F103 | 244 | 5394 | DEFINED | 01 |
| D W.P. STEWART & CO LTD | COM | G84922106 | 18167 | 886627 | DEFINED | 01 |
| D TRANSOCEAN INC | COM | G90078109 | 565 | 19535 | DEFINED | 01 |
| D WHITE MTNS INS GROUP LTD | COM | G9618E107 | 17424 | 34165 | DEFINED | 02 |
| D WILLIS GROUP HOLDINGS LTD | COM | G96655108 | 13106 | 349966 | DEFINED | 01 |
| D XL CAPITAL LTD | COM | G98255105 | 291 | 3859 | DEFINED | 01 |
| S REPORT SUMMARY | 395 DATA RECORDS | | 2799725 | | | 2 OTHER MANAGERS |

