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EDWARDS A G INC  
Form 13F-HR  
November 14, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

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 11/11/05  
[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: 305

Form 13F Information Table Value Total: \$4,630,188  
(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 AFLAC INC	COM	001055102	1094	24156			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	2837	66921			DEFINED	01
D ACETO CORP	COM	004446100	58	10024			DEFINED	01
D ADESA INCORPORATED	COM	00686U104	24401	1104105			DEFINED	01
D AFFILIATED COMPUTER	COM	008190100	1376	25197			DEFINED	01
D AFFILIATED MANAGERS	COM	008252108	5215	72013			DEFINED	01
D ALCOA INC	COM	013817101	1361	55715			DEFINED	01
D ALLIED CAPITAL CORP NEW	COM	01903Q108	248	8645			DEFINED	01
D ALLSTATE CORP	COM	020002101	1691	30583			DEFINED	01
D ALLTEL CORP	COM	020039103	468	7194			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	1385	18787			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	5076	227643			DEFINED	01
D AMEREN CORPORATION	COM	023608102	1057	19754			DEFINED	01
D AMERN CAP STRATEGIES	COM	024937104	251	6849			DEFINED	01
D AMERICAN EXPRESS COMPANY	COM	025816109	31198	543144			DEFINED	01
D AMERICAN INTERNATIONAL	COM	026874107	1827	29488			DEFINED	01
D AMGEN INC	COM	031162100	2271	28509			DEFINED	01
D AMSOUTH BANCORPORATION	COM	032165102	297	11744			DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	860	8985			DEFINED	01
D ANHEUSER BUSCH COS INC	COM	035229103	56928	1322666			DEFINED	01
D ANNALY MTG MGMT INC *	COM	035710409	17951	1386149			DEFINED	01
D APOLLO GROUP INC CL A	COM	037604105	479	7208			DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	27323	1379952			DEFINED	01
D APPLE COMPUTER INC	COM	037833100	398	7422			DEFINED	01

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D AUTOMATIC DATA PROCESSNG	COM	053015103	3106	72177	DEFINED	01
D AVERY DENNISON CORP	COM	053611109	21317	406900	DEFINED	01
D AVON PRODUCTS INC	COM	054303102	4999	185143	DEFINED	01
D BP PLC SPONS ADR	COM	055622104	23650	333807	DEFINED	01
D BAKER HUGHES INC	COM	057224107	480	8048	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	5472	129971	DEFINED	01
D BECTON DICKINSON & CO	COM	075887109	216	4126	DEFINED	01
D BED BATH & BEYOND INC	COM	075896100	1371	34125	DEFINED	01
D BELLSOUTH CORP	COM	079860102	926	35219	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	246	3	DEFINED	02
D BERKSHIRE HATHAWAY INC	COM	084670207	32594	11935	DEFINED	01
D BLOCK H & R INC	COM	093671105	392	16338	DEFINED	01
D BOEING CO	COM	097023105	371	5457	DEFINED	01
D BOSTON SCIENTIFIC CORP	COM	101137107	356	15222	DEFINED	01
D BRISTOL MYERS SQUIBB CO	COM	110122108	519	21588	DEFINED	01
D BROWN & BROWN INC	COM	115236101	3047	61324	DEFINED	01
D BURLINGTON NTHRN SANTA	COM	12189T104	2373	39691	DEFINED	01
D BURLINGTON RESOURCES INC	COM	122014103	455	5593	DEFINED	01
D C P I CORP	COM	125902106	3911	222337	DEFINED	01
D CADBURY SCHWEPPEES PLC	COM	127209302	51314	1259868	DEFINED	01
D CALIFORNIA PIZZA	COM	13054D109	4096	140090	DEFINED	01
D CANADIAN IMPERIAL BANK	COM	136069101	250	4000	DEFINED	01
D CANADIAN NATURAL	COM	136385101	759	16800	DEFINED	02
D CAPITAL ONE FINL CORP	COM	14040H105	36358	457224	DEFINED	01
D CARNIVAL CORP PAIRED CTF	COM	143658300	432	8636	DEFINED	01
D CASS INFORMATION	COM	14808P109	764	24393	DEFINED	01
D CATERPILLAR INC	COM	149123101	2936	49970	DEFINED	01
D CEMEX SA SPONS ADR NEW	COM	151290889	507	9699	DEFINED	01
D CHARLES RIVER LAB INTL	COM	159864107	12989	297783	DEFINED	02
D CHEVRON CORPORATION	COM	166764100	66828	1032420	DEFINED	01
D CINCINNATI	COM	172062101	270	6446	DEFINED	01
D CINERGY CORPORATION	COM	172474108	433	9741	DEFINED	01
D CISCO SYSTEMS INC	COM	17275R102	2445	136424	DEFINED	01
D CINTAS CORP	COM	172908105	320	7786	DEFINED	01
D CITIGROUP INC	COM	172967101	2506	55055	DEFINED	01
D CLEAR CHANNEL COMM INC	COM	184502102	59640	1813306	DEFINED	01
D CLOROX COMPANY	COM	189054109	233	4198	DEFINED	01
D COCA-COLA COMPANY	COM	191216100	3954	91554	DEFINED	01
D COLGATE-PALMOLIVE	COM	194162103	1533	29038	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N101	707	24067	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N200	31622	1098735	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	27101	1094989	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	5529	79088	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	226	4649	DEFINED	01
D CROSSTEX ENERGY LP COM	COM	22765U102	288	7151	DEFINED	01
D DNP SELECT INCOME	COM	23325P104	289	24946	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	442	11376	DEFINED	01
D DELL INC	COM	24702R101	205	5997	DEFINED	01
D DELTA AND PINE LAND	COM	247357106	3600	136321	DEFINED	01
D DENTSPLY INTERNATIONAL	COM	249030107	1627	30125	DEFINED	01
D DIAGEO PLC NEW SPN ADR	COM	25243Q205	66344	1143667	DEFINED	01
D DISNEY WALT COMPANY	COM	254687106	543	22521	DEFINED	01
D DISCOVERY HOLDING	COM	25468Y107	2768	191816	DEFINED	01
D DOMINION RES INC VA NEW	COM	25746U109	411	4776	DEFINED	01
D DONALDSON COMPANY INC	COM	257651109	1100	36030	DEFINED	01
D DOVER CORP COMMON	COM	260003108	239	5850	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	20053	481228	DEFINED	01
D DU PONT E.I.DE NEMOUR	COM	263534109	648	16535	DEFINED	01
D E M C CORP MASS	COM	268648102	397	30670	DEFINED	01
D EATON CORP	COM	278058102	300	4717	DEFINED	01
D A G EDWARDS INC	COM	281760108	3066	69995	DEFINED	01
D EMERSON ELECTRIC COMPANY	COM	291011104	23296	324461	DEFINED	01

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D ENERGIZER HLDGS INC	COM	29266R108	6974	123000	DEFINED	02
D ENERGY TRANSFER PARTNERS	COM	29273R109	315	9001	DEFINED	01
D ENERPLUS RESOURCES	COM	29274D604	28608	606101	DEFINED	01
D ENTERCOM COMMNS CORP	COM	293639100	14068	445342	DEFINED	01
D ENTERGY CORP NEW	COM	29364G103	217	2921	DEFINED	01
D ERICSSON L M TEL COMPANY	COM	294821608	219	5953	DEFINED	01
D ETHAN ALLEN INTERIORS	COM	297602104	4610	147060	DEFINED	01
D EXELON CORPORATION	COM	30161N101	274	5134	DEFINED	01
D EXPEDITORS INTERNATIONAL	COM	302130109	1576	27760	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	61363	965741	DEFINED	01
D FPL GROUP INC	COM	302571104	690	14500	DEFINED	01
D FACTSET RESEARCH SYSTEMS	COM	303075105	1126	31939	DEFINED	01
D FEDL HOME LOAN MTG CORP	COM	313400301	469	8313	DEFINED	01
D FANNIE MAE	COM	313586109	2327	51927	DEFINED	01
D FEDEX CORPORATION	COM	31428X106	250	2875	DEFINED	01
D FIFTH THIRD BANCORP	COM	316773100	1274	34678	DEFINED	01
D FINANCIAL FED CORP	COM	317492106	16798	422071	DEFINED	01
D FIRST DATA CORP	COM	319963104	40457	1011435	DEFINED	01
D FISERV INC	COM	337738108	1517	33078	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	657	8075	DEFINED	01
D FORWARD AIR CORP	COM	349853101	7964	216192	DEFINED	01
D GABELLI GLOBAL	COM	36239Q109	2533	243599	DEFINED	01
D GANNETT COMPANY INC DEL	COM	364730101	795	11549	DEFINED	01
D GENERAL ELECTRIC COMPANY	COM	369604103	23006	683285	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1131	23476	DEFINED	01
D GENZYME CORP	COM	372917104	224	3131	DEFINED	01
D GILLETTE COMPANY	COM	375766102	2994	51446	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	12957	574570	DEFINED	01
D GLADSTONE COMMERCIAL	COM	376536108	6053	360497	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	552	10775	DEFINED	01
D GRACO INCORPORATED	COM	384109104	238	6936	DEFINED	01
D HARLEY DAVIDSON INC	COM	412822108	8287	171079	DEFINED	01
D HARMAN INTERNATIONAL	COM	413086109	1395	13637	DEFINED	01
D HEARST ARGYLE	COM	422317107	706	27493	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	14081	692984	DEFINED	01
D HEINZ H J COMPANY	COM	423074103	420	11505	DEFINED	01
D HERSHEY COMPANY	COM	427866108	13349	237066	DEFINED	01
D HEWLETT-PACKARD COMPANY	COM	428236103	276	9445	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	1305	58475	DEFINED	01
D HOME DEPOT INC	COM	437076102	5421	142123	DEFINED	01
D HONEYWELL INTL INC	COM	438516106	646	17240	DEFINED	01
D I M S HEALTH INC	COM	449934108	207	8210	DEFINED	01
D ISTAR FINANCIAL INC *	COM	45031U101	26491	655229	DEFINED	01
D ILLINOIS TOOL WORKS INC	COM	452308109	26554	322536	DEFINED	01
D IMAGISTICS INTERNATIONAL	COM	45247T104	2004	47895	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	1726	15001	DEFINED	01
D INERGY L P	COM	456615103	421	14935	DEFINED	01
D INTEL CORP	COM	458140100	1464	59393	DEFINED	01
D INTERNATIONAL BUSINESS	COM	459200101	2827	35246	DEFINED	01
D INTRNTL SPEEDWAY CORP	COM	460335201	3441	65587	DEFINED	01
D IRON MOUNTAIN INC DE	COM	462846106	4753	129504	DEFINED	01
D ISHARES INC *	COM	464286202	571	21157	DEFINED	01
D ISHARES MSCI BELGIUM *	COM	464286301	553	28939	DEFINED	01
D ISHARES INC *	COM	464286699	557	29369	DEFINED	01
D ISHARES INC MSCI *	COM	464286707	560	21570	DEFINED	01
D ISHARES INC *	COM	464286822	600	18307	DEFINED	01
D ISHARES INC MSCI JAPAN *	COM	464286848	589	48348	DEFINED	01
D ISHARES INC MSCI *	COM	464286855	560	21269	DEFINED	01
D ISHARES DOW JONES SELECT	COM	464287168	1890	30339	DEFINED	01
D ISHARES TR *	COM	464287176	1557	14787	DEFINED	01
D ISHARES TRUST FTSE	COM	464287184	571	8888	DEFINED	01
D ISHARES TR *	COM	464287200	4156	33792	DEFINED	01

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D ISHARES LEHMAN AGGREGAT*	COM	464287226	2099	20669	DEFINED	01
D ISHARES TR MSCI *	COM	464287234	203	2388	DEFINED	01
D ISHARES TR GOLDMAN *	COM	464287242	202946	1854577	DEFINED	01
D ISHARES TR *	COM	464287309	66148	1129199	DEFINED	01
D ISHARES TR *	COM	464287408	68065	1061358	DEFINED	01
D ISHARES TR 20+ TREAS *	COM	464287432	511	5537	DEFINED	01
D ISHARES TR 1 3 YR TREAS*	COM	464287457	77638	962889	DEFINED	01
D I SHARES TRUST MSCI *	COM	464287465	264217	4547626	DEFINED	01
D ISHARES TR *	COM	464287473	3892	31427	DEFINED	01
D ISHARES TR *	COM	464287507	1237	17224	DEFINED	01
D ISHARES TR *	COM	464287549	2462	53538	DEFINED	01
D ISHARES TR *	COM	464287556	388	5038	DEFINED	01
D ISHARES TR *	COM	464287580	29920	513024	DEFINED	01
D ISHARES TR *	COM	464287606	291537	4034002	DEFINED	01
D ISHARES TR *	COM	464287697	45547	554510	DEFINED	01
D ISHARES TR *	COM	464287705	292817	4183101	DEFINED	01
D ISHARES TR *	COM	464287713	65484	2767723	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287739	480	7471	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287762	218508	3514122	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287796	2538	27824	DEFINED	01
D ISHARES TR *	COM	464287804	2322	40202	DEFINED	01
D ISHARES TR *	COM	464287812	117105	2177076	DEFINED	01
D ISHARES TR *	COM	464287879	17417	272561	DEFINED	01
D ISHARES TR *	COM	464287887	17737	152658	DEFINED	01
D JPMORGAN CHASE &	COM	46625H100	1178	34716	DEFINED	01
D JEFFERSON-PILOT CORP	COM	475070108	311	6076	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	62903	994051	DEFINED	01
D KELLOGG COMPANY	COM	487836108	769	16677	DEFINED	01
D KERR-MC GEE CORPORATION	COM	492386107	246	2532	DEFINED	01
D KIMBERLY-CLARK CORP	COM	494368103	1435	24112	DEFINED	01
D KOHL'S CORP	COM	500255104	1317	26250	DEFINED	01
D LIBERTY MEDIA CORP NEW	COM	530718105	15749	1956433	DEFINED	01
D LIFELINE SYSTEMS INC	COM	532192101	3254	97329	DEFINED	01
D LILLY ELI & COMPANY	COM	532457108	1083	20242	DEFINED	01
D LINCOLN NATIONAL CORP	COM	534187109	650	12489	DEFINED	01
D LOWES COMPANIES INC	COM	548661107	2575	39990	DEFINED	01
D LUCENT TECHNOLOGIES INC	COM	549463107	147	45125	DEFINED	01
D MARKEL CORP	COM	570535104	27762	84001	DEFINED	01
D MARKWEST ENERGY PARTNERS	COM	570759100	283	5566	DEFINED	01
D MCDONALDS CORP	COM	580135101	1555	46418	DEFINED	01
D MEDCO HEALTH SOLUTIONS	COM	58405U102	241	4399	DEFINED	01
D MEDTRONIC INC	COM	585055106	3276	61095	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	28408	1044043	DEFINED	01
D MERCURY GENERAL CORP NEW	COM	589400100	6504	108413	DEFINED	01
D MICROSOFT CORP	COM	594918104	42409	1648243	DEFINED	01
D MIDCAP SPDR TR	COM	595635103	2157	16472	DEFINED	01
D MOHAWK INDS INC	COM	608190104	316	3940	DEFINED	01
D MOODYS CORPORATION	COM	615369105	254	4978	DEFINED	01
D MORGAN STANLEY	COM	617446448	596	11044	DEFINED	01
D NASDAQ STOCK MARKET INC	COM	631103108	331	13050	DEFINED	01
D NATUZZI S P A ADR	COM	63905A101	2375	288521	DEFINED	01
D NEW YORK TIMES CL A COM	COM	650111107	14043	472031	DEFINED	01
D NOBILITY HOMES INC	COM	654892108	399	15283	DEFINED	01
D NOKIA CORPORATION	COM	654902204	459	27146	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	1227	30264	DEFINED	01
D NORTH FORK BANCORP INC	COM	659424105	37535	1471973	DEFINED	01
D NORTHERN TRUST CORP	COM	665859104	291	5749	DEFINED	01
D NORTHWESTERN CORPORATION	COM	668074305	28597	947237	DEFINED	01
D NUVEEN PREFERRED &	COM	67073D102	145	11600	DEFINED	01
D OCCIDENTAL PETRO CORP	COM	674599105	564	6603	DEFINED	01
D ORACLE CORP	COM	68389X105	165	13304	DEFINED	01
D O REILLY AUTOMOTIVE INC	COM	686091109	1511	53627	DEFINED	01

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D PARAMETRIC TECHNOLOGY	COM	699173100	141	20203	DEFINED	01
D PATRIOT CAPITAL FUNDING	COM	70335Y104	699	50907	DEFINED	01
D PENNEY J C COMPANY INC	COM	708160106	330	6967	DEFINED	01
D PEOPLESUPPORT INC	COM	712714302	104	13250	DEFINED	01
D PEPSICO INCORPORATED	COM	713448108	65381	1152897	DEFINED	01
D PFIZER INCORPORATED	COM	717081103	12951	518682	DEFINED	01
D PLUM CREEK TIMBER *	COM	729251108	7530	198637	DEFINED	01
D PROCTER & GAMBLE COMPANY	COM	742718109	15700	264042	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	393	8786	DEFINED	01
D PRUDENTIAL FINANCIAL INC	COM	744320102	624	9240	DEFINED	01
D PULTE HOMES INC	COM	745867101	1924	44836	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	1106	26386	DEFINED	02
D RAYONIER INC *	COM	754907103	34292	595150	DEFINED	01
D REGIONS FINANCIAL	COM	7591EP100	423	13607	DEFINED	01
D RESMED INC	COM	761152107	1459	36630	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	1127	21297	DEFINED	01
D ROCKWELL COLLINS INC DE	COM	774341101	1141	23614	DEFINED	01
D ROYAL DUTCH SHELL PLC	COM	780259206	1857	28289	DEFINED	01
D RYDEX ETF TR S&P 500 *	COM	78355W106	299	1839	DEFINED	01
D SBC COMMUNICATIONS INC	COM	78387G103	2323	96913	DEFINED	01
D SLM CORP	COM	78442P106	550	10251	DEFINED	01
D STANDARD & POORS *	COM	78462F103	4571	37154	DEFINED	01
D SARA LEE CORP	COM	803111103	671	35411	DEFINED	01
D SCANA CORP NEW	COM	80589M102	323	7651	DEFINED	01
D SCHERING PLOUGH CORP	COM	806605101	785	37279	DEFINED	01
D SCHULMAN A INC	COM	808194104	7321	407846	DEFINED	01
D SCOTTS MIRACLE-GRO CO	COM	810186106	3927	44657	DEFINED	01
D SCRIPPS E W CO CL A NEW	COM	811054204	4048	81010	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y100	393	14304	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y209	3296	105146	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y308	63126	2711578	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y407	80879	2489347	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y506	112150	2089616	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y605	227669	7712381	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y704	156007	5172635	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y803	185853	8892482	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y886	254	7561	DEFINED	01
D SIGMA ALDRICH CORP	COM	826552101	19656	306832	DEFINED	01
D SMITH & NEPHEW PLC NEW	COM	83175M205	9044	213002	DEFINED	01
D SNAP ON INC	COM	833034101	20025	554396	DEFINED	01
D SONIC CORP	COM	835451105	2709	99041	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	18037	504385	DEFINED	01
D SPRINT NEXTEL CORP	COM	852061100	505	21217	DEFINED	01
D STAPLES INC	COM	855030102	248	11652	DEFINED	01
D STATE STREET CORP	COM	857477103	748	15282	DEFINED	01
D STREETTRACKS SER TR	COM	86330E604	7126	105945	DEFINED	01
D STRYKER CORP	COM	863667101	1546	31281	DEFINED	01
D SUN MICROSYSTEMS INC	COM	866810104	41	10317	DEFINED	01
D SYNOVUS FINANCIAL CORP	COM	87161C105	417	15042	DEFINED	01
D SYSCO CORPORATION	COM	871829107	2730	87020	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	45277	1692581	DEFINED	01
D TXU CORP	COM	873168108	209	1849	DEFINED	01
D TARGET CORP	COM	87612E106	16304	313971	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	569	16795	DEFINED	01
D 3M COMPANY	COM	88579Y101	4063	55387	DEFINED	01
D TIME WARNER INC NEW	COM	887317105	224	12371	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	336	11000	DEFINED	01
D TRIBUNE CO NEW 10/83	COM	896047107	2214	65328	DEFINED	01
D TYCO INTERNATIONAL LTD	COM	902124106	201	7218	DEFINED	01
D U S BANCORP DE NEW	COM	902973304	1068	38051	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	525	7317	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	2505	48328	DEFINED	01

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D VALERO LP	COM	91913W104	452	7931	DEFINED 01
D VALUECLICK INC	COM	92046N102	242	14145	DEFINED 01
D VANGUARD SECTOR INDEX	COM	92204A405	2630	49952	DEFINED 01
D VANGUARD SECTOR INDEX	COM	92204A603	1423	25859	DEFINED 01
D VARIAN MEDICAL SYSTEMS	COM	92220P105	4996	126456	DEFINED 01
D VECTREN CORP	COM	92240G101	19393	684062	DEFINED 01
D VANGUARD INDEX FUNDS *	COM	922908553	400	6610	DEFINED 01
D VERIZON COMMUNICATIONS	COM	92343V104	1502	45958	DEFINED 01
D VIACOM INC CLASS B	COM	925524308	337	10201	DEFINED 01
D W P CAREY & CO LLC	COM	92930Y107	207	7685	DEFINED 01
D WPS RESOURCES CORP	COM	92931B106	365	6307	DEFINED 01
D WACHOVIA CORP NEW	COM	929903102	1111	23343	DEFINED 01
D WAL-MART STORES INC	COM	931142103	40835	931871	DEFINED 01
D WALGREEN COMPANY	COM	931422109	6456	148583	DEFINED 01
D WASHINGTON MUTUAL INC	COM	939322103	235	5987	DEFINED 01
D WASHINGTON POST COMPANY	COM	939640108	291	362	DEFINED 01
D WEIGHT WATCHERS INTL INC	COM	948626106	11629	225463	DEFINED 02
D WELLPOINT INC	COM	94973V107	470	6201	DEFINED 01
D WELLS FARGO & CO NEW	COM	949746101	40757	695868	DEFINED 01
D WESTAMERICA	COM	957090103	23211	449399	DEFINED 01
D WESTWOOD ONE INC	COM	961815107	614	30867	DEFINED 01
D WILEY JOHN & SONS CL A	COM	968223206	3642	87253	DEFINED 01
D WISCONSIN ENERGY CORP	COM	976657106	217	5429	DEFINED 01
D WYETH	COM	983024100	2646	57190	DEFINED 01
D XCEL ENERGY INC	COM	98389B100	536	27324	DEFINED 01
D ZIMMER HOLDINGS INC	COM	98956P102	968	14059	DEFINED 01
D COOPER INDUSTRIES LTD	COM	G24182100	201	2905	DEFINED 01
D INGERSOLL RAND COMPANY	COM	G4776G101	22580	590629	DEFINED 01
D MONTPELIER RE HOLDINGS	COM	G62185106	17477	703316	DEFINED 01
D NABORS INDUSTRIES LTD	COM	G6359F103	368	5127	DEFINED 01
D STEWART W P & CO LTD	COM	G84922106	24530	1099033	DEFINED 01
D WHITE MOUNTAINS	COM	G9618E107	18681	30929	DEFINED 01
D WILLIS GROUP HLDGS LTD	COM	G96655108	37201	990698	DEFINED 01
S REPORT SUMMARY	305 DATA RECORDS		4630188		2 OTHER MANAGERS