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EDWARDS A G INC  
Form 13F-HR  
February 13, 2006

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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 02/10/06  
[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: 3

Form 13F Information Table Entry Total: 345

Form 13F Information Table Value Total: \$5,092,105  
(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
3		Gallatin Asset Management, Inc.

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	1136	24467			DEFINED	01
D AT&T INC	COM	00206R102	2346	95778			DEFINED	02
D ABBOTT LABORATORIES	COM	002824100	4324	109657			DEFINED	01
D ACETO CORP	COM	004446100	66	10023			DEFINED	01
D ADESA INCORPORATED	COM	00686U104	25996	1064546			DEFINED	01
D AFFILIATED COMPUTER	COM	008190100	1653	27932			DEFINED	01
D AFFILIATED MANAGERS	COM	008252108	5621	70039			DEFINED	02
D ALBERTO-CULVER COMPANY	COM	013068101	1004	21949			DEFINED	01
D ALCOA INC	COM	013817101	972	32878			DEFINED	01
D ALLIED CAPITAL	COM	01903Q108	241	8222			DEFINED	01
D ALLSTATE CORP	COM	020002101	1615	29872			DEFINED	01
D ALLTEL CORP	COM	020039103	400	6339			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	1551	20757			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	4857	212177			DEFINED	01
D AMEREN CORPORATION	COM	023608102	1032	20133			DEFINED	01
D AMERN CAP STRATEGIES	COM	024937104	200	5526			DEFINED	01
D AMERICAN EXPRESS COMPANY	COM	025816109	27847	541146			DEFINED	01
D AMERICAN INTERNATIONAL	COM	026874107	1776	26032			DEFINED	01
D AMERICAN STANDARD	COM	029712106	407	10178			DEFINED	01
D AMERIPRISE FINANCIAL INC	COM	03076C106	3769	91931			DEFINED	01
D AMGEN INC	COM	031162100	2386	30256			DEFINED	01
D AMSOUTH BANCORPORATION	COM	032165102	294	11236			DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	856	9030			DEFINED	01

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D ANHEUSER BUSCH COS INC	COM	035229103	57260	1332874	DEFINED	01
D ANNALY MTG MGMT INC *	COM	035710409	14795	1352410	DEFINED	01
D APACHE CORP	COM	037411105	330	4815	DEFINED	01
D APOLLO GROUP INC CL A	COM	037604105	430	7108	DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	23531	1312392	DEFINED	01
D APPLE COMPUTER INC	COM	037833100	542	7540	DEFINED	01
D ATMOS ENERGY CORP	COM	049560105	964	36858	DEFINED	01
D AUTOMATIC DATA PROCESSNG	COM	053015103	4095	89225	DEFINED	01
D AVERY DENNISON CORP	COM	053611109	25663	464327	DEFINED	01
D AVON PRODUCTS INC	COM	054303102	8922	312504	DEFINED	01
D BP PLC	COM	055622104	22696	353409	DEFINED	01
D BAKER HUGHES INC	COM	057224107	464	7628	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	5405	117120	DEFINED	02
D BARRICK GOLD CORP	COM	067901108	275	9873	DEFINED	01
D BECTON DICKINSON &	COM	075887109	263	4379	DEFINED	01
D BED BATH & BEYOND INC	COM	075896100	1250	34576	DEFINED	01
D BELLSOUTH CORP	COM	079860102	1987	73312	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	266	3	DEFINED	02
D BERKSHIRE HATHAWAY INC	COM	084670207	38584	13144	DEFINED	02
D BIOMET INC	COM	090613100	3658	100023	DEFINED	01
D BLOCK H & R INC	COM	093671105	315	12849	DEFINED	01
D BOEING COMPANY	COM	097023105	432	6157	DEFINED	01
D BOSTON SCIENTIFIC CORP	COM	101137107	222	9067	DEFINED	01
D BRISTOL MYERS SQUIBB	COM	110122108	424	18466	DEFINED	01
D BROWN & BROWN INC	COM	115236101	3633	118956	DEFINED	01
D BURLINGTON NTHRN SANTA	COM	12189T104	4058	57294	DEFINED	01
D BURLINGTON RESOURCES INC	COM	122014103	465	5393	DEFINED	01
D CBL & ASSOC PPTYS INC *	COM	124830100	962	24356	DEFINED	01
D C P I CORP	COM	125902106	5152	275353	DEFINED	01
D CADBURY SCHWEPPEES PLC	COM	127209302	47021	1228014	DEFINED	01
D CALIFORNIA PIZZA	COM	13054D109	3184	99581	DEFINED	03
D CANADIAN IMPERIAL BANK	COM	136069101	263	4000	DEFINED	01
D CANADIAN NATURAL	COM	136385101	834	16801	DEFINED	01
D CAPITAL ONE FINL CORP	COM	14040H105	4508	52177	DEFINED	01
D CARNIVAL CORP PAIRED CTF	COM	143658300	393	7346	DEFINED	01
D CASS INFORMATION	COM	14808P109	810	24394	DEFINED	01
D CATERPILLAR INC	COM	149123101	2558	44272	DEFINED	01
D CCE SPINCO INC	COM	14985W109	419	31968	DEFINED	01
D CEMEX SA SPONS ADR NEW	COM	151290889	556	9379	DEFINED	01
D CHARLES RIVER LAB INTL	COM	159864107	13019	307274	DEFINED	02
D CHEVRON CORPORATION	COM	166764100	60826	1071442	DEFINED	01
D CINCINNATI	COM	172062101	1247	27899	DEFINED	01
D CENERGY CORPORATION	COM	172474108	298	7026	DEFINED	01
D CISCO SYSTEMS INC	COM	17275R102	1516	88536	DEFINED	01
D CINTAS CORP	COM	172908105	259	6286	DEFINED	01
D CITIGROUP INC	COM	172967101	3137	64646	DEFINED	01
D CLEAR CHANNEL	COM	184502102	55305	1758504	DEFINED	01
D CLOROX COMPANY	COM	189054109	1251	21993	DEFINED	01
D COCA-COLA COMPANY	COM	191216100	3043	75491	DEFINED	01
D COLGATE-PALMOLIVE	COM	194162103	2644	48211	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N101	698	26940	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N200	22596	879573	DEFINED	01
D COMMERCE BANCORP INC	COM	200519106	1167	33919	DEFINED	01
D COMPUWARE CORP	COM	205638109	94	10478	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	22253	1097266	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	7379	126831	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	346	7478	DEFINED	01
D CORPORATE OFFICE PPTYS *	COM	22002T108	969	27268	DEFINED	01
D CROSSTEX ENERGY LP COM	COM	22765U102	257	7555	DEFINED	01
D DNP SELECT INCOME	COM	23325P104	259	24939	DEFINED	01
D DANAHER CORP	COM	235851102	615	11020	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	428	11375	DEFINED	01

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D DELTA & PINE LAND	COM	247357106	3307	143723	DEFINED	01
D DENTSPLY INTERNATIONAL	COM	249030107	1562	29096	DEFINED	01
D DEVELOPERS DIVERSIFIED *	COM	251591103	1011	21513	DEFINED	01
D DIAGEO PLC NEW SPN ADR	COM	25243Q205	64793	1111371	DEFINED	01
D DISNEY WALT COMPANY	COM	254687106	466	19423	DEFINED	01
D DISCOVERY HOLDING	COM	25468Y107	2481	163754	DEFINED	01
D DOMINION RES INC VA NEW	COM	25746U109	457	5917	DEFINED	01
D DONALDSON COMPANY INC	COM	257651109	1147	36061	DEFINED	01
D DOVER CORP COMMON	COM	260003108	250	6164	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	5161	117777	DEFINED	01
D DU PONT E.I.DE NEMOUR	COM	263534109	1825	42939	DEFINED	01
D E M C CORP MASS	COM	268648102	472	34632	DEFINED	01
D EATON CORP	COM	278058102	316	4716	DEFINED	01
D EATON VANCE CORP	COM	278265103	1006	36774	DEFINED	01
D EBAY INC	COM	278642103	297	6876	DEFINED	01
D A G EDWARDS INC	COM	281760108	3121	66613	DEFINED	01
D EMERSON ELECTRIC COMPANY	COM	291011104	23574	315582	DEFINED	01
D ENERGEN CORPORATION	COM	29265N108	941	25907	DEFINED	01
D ENERGIZER HLDGS INC	COM	29266R108	6124	123000	DEFINED	02
D ENERGY TRANSFER PARTNERS	COM	29273R109	449	13101	DEFINED	01
D ENERPLUS RESOURCES FUND	COM	29274D604	29542	615724	DEFINED	01
D ENTERCOM COMMNS CORP	COM	293639100	12774	430541	DEFINED	02
D ERICSSON L M TEL COMPANY	COM	294821608	465	13514	DEFINED	01
D ETHAN ALLEN INTERIORS	COM	297602104	5079	139039	DEFINED	01
D EXELON CORPORATION	COM	30161N101	229	4310	DEFINED	01
D EXPEDITORS INTERNATIONAL	COM	302130109	1871	27715	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	56052	997907	DEFINED	01
D FPL GROUP INC	COM	302571104	1408	33871	DEFINED	01
D FACTSET RESEARCH SYSTEMS	COM	303075105	1313	31901	DEFINED	01
D FEDL HOME LOAN MTG CORP	COM	313400301	617	9444	DEFINED	01
D FANNIE MAE	COM	313586109	1978	40530	DEFINED	01
D FEDEX CORPORATION	COM	31428X106	419	4053	DEFINED	01
D F5 NETWORKS INC	COM	315616102	303	5298	DEFINED	01
D FIFTH THIRD BANCORP	COM	316773100	1367	36237	DEFINED	01
D FINANCIAL FED CORP	COM	317492106	19284	433829	DEFINED	01
D FIRST DATA CORP	COM	319963104	43115	1002436	DEFINED	01
D FISERV INC	COM	337738108	1431	33079	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	359	4598	DEFINED	01
D FORWARD AIR CORP	COM	349853101	6441	175732	DEFINED	01
D FRANKLIN RESOURCES INC	COM	354613101	321	3415	DEFINED	01
D GABELLI GLOBAL	COM	36239Q109	2346	231096	DEFINED	01
D GANNETT COMPANY INC DEL	COM	364730101	1338	22095	DEFINED	01
D GENENTECH INC NEW	COM	368710406	224	2419	DEFINED	01
D GENERAL ELECTRIC COMPANY	COM	369604103	23266	663783	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1114	22594	DEFINED	01
D GENZYME CORP	COM	372917104	324	4577	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	11628	543885	DEFINED	01
D GLADSTONE COMMERCIAL	COM	376536108	5744	348117	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	549	10868	DEFINED	01
D GRACO INCORPORATED	COM	384109104	253	6936	DEFINED	01
D HARLEY DAVIDSON INC	COM	412822108	9065	176054	DEFINED	01
D HARMAN INTERNATIONAL	COM	413086109	1332	13612	DEFINED	01
D HARTFORD FINL SVCS GROUP	COM	416515104	641	7468	DEFINED	01
D HEARST ARGYLE	COM	422317107	656	27493	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	13917	685891	DEFINED	01
D HEINZ HJ COMPANY	COM	423074103	1303	38649	DEFINED	01
D HENRY JACK & ASSOC INC	COM	426281101	468	24495	DEFINED	01
D HERSHEY COMPANY	COM	427866108	12773	231191	DEFINED	01
D HEWLETT-PACKARD COMPANY	COM	428236103	249	8687	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	1407	58376	DEFINED	01
D HOME DEPOT INC	COM	437076102	6257	154581	DEFINED	01
D HONEYWELL INTL INC	COM	438516106	339	9109	DEFINED	01

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D ISTAR FINANCIAL INC *	COM	45031U101	22921	642952	DEFINED	01
D ITT INDS INC	COM	450911102	272	2644	DEFINED	01
D ILLINOIS TOOL WORKS INC	COM	452308109	31439	357299	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	1494	15001	DEFINED	01
D INERGY L P	COM	456615103	211	8128	DEFINED	01
D INTEL CORP	COM	458140100	2257	90411	DEFINED	01
D INTERNATIONAL BUSINESS	COM	459200101	3823	46505	DEFINED	01
D INTERNATIONAL PAPER	COM	460146103	380	11302	DEFINED	01
D INTRNTL SPEEDWAY CORP	COM	460335201	5946	124131	DEFINED	01
D IRON MOUNTAIN INC DE	COM	462846106	5059	119817	DEFINED	02
D ISHARES INC *	COM	464286202	1474	53427	DEFINED	01
D ISHARES MSCI BELGIUM *	COM	464286301	1412	73522	DEFINED	01
D ISHARES INC *	COM	464286699	1393	74949	DEFINED	01
D ISHARES INC MSCI *	COM	464286707	1430	55047	DEFINED	01
D ISHARES INC *	COM	464286822	1559	43669	DEFINED	01
D ISHARES INC MSCI JAPAN *	COM	464286848	1571	116204	DEFINED	01
D ISHARES INC MSCI *	COM	464286855	1410	55126	DEFINED	01
D ISHARES DOW JONES SELECT	COM	464287168	2285	37299	DEFINED	01
D ISHARES TR *	COM	464287176	2239	21780	DEFINED	01
D ISHARES TRUST FTSE	COM	464287184	1414	22941	DEFINED	01
D ISHARES TR *	COM	464287200	6351	50944	DEFINED	01
D ISHARES LEHMAN AGGREGAT*	COM	464287226	3060	30422	DEFINED	01
D ISHARES TR MSCI *	COM	464287234	290	3290	DEFINED	01
D ISHARES TR GOLDMAN *	COM	464287242	227799	2115320	DEFINED	01
D ISHARES S&P 500 GROWTH *	COM	464287309	76810	1295719	DEFINED	01
D ISHARES S&P 500 VALUE *	COM	464287408	77127	1185659	DEFINED	01
D ISHARES TR 20+ TREAS *	COM	464287432	865	9408	DEFINED	01
D ISHARES TR 7 10YR TREAS*	COM	464287440	756	9004	DEFINED	01
D ISHARES TR 1 3 YR TREAS*	COM	464287457	88109	1098483	DEFINED	01
D I SHARES TRUST MSCI *	COM	464287465	309791	5212705	DEFINED	01
D ISHARES TR *	COM	464287473	3464	27840	DEFINED	01
D ISHARES TR *	COM	464287481	362	3851	DEFINED	01
D ISHARES TR *	COM	464287507	1909	25864	DEFINED	01
D ISHARES TR *	COM	464287549	3064	64709	DEFINED	01
D ISHARES TR *	COM	464287580	35745	599654	DEFINED	01
D ISHARES S&P MIDCAP 400 *	COM	464287606	349724	4624756	DEFINED	01
D ISHARES TR *	COM	464287689	302	4191	DEFINED	01
D ISHARES TR *	COM	464287697	48601	635638	DEFINED	01
D ISHARES S&P MIDCAP 400 *	COM	464287705	339973	4823002	DEFINED	01
D ISHARES TR *	COM	464287713	74060	3239740	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287739	589	9185	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287754	1235	21213	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287762	256563	4069846	DEFINED	01
D ISHARES TR *	COM	464287788	249	2464	DEFINED	01
D ISHARES TR DOW JONES US*	COM	464287796	2109	24594	DEFINED	01
D ISHARES TR *	COM	464287804	3424	59231	DEFINED	01
D ISHARES TR *	COM	464287812	133277	2502394	DEFINED	01
D ISHARES S&P SMALLCAP *	COM	464287879	20583	322206	DEFINED	01
D ISHARES S&P SMALLCAP *	COM	464287887	20859	179708	DEFINED	01
D JPMORGAN CHASE &	COM	46625H100	1105	27832	DEFINED	01
D JEFFERSON-PILOT CORP	COM	475070108	346	6076	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	72474	1205891	DEFINED	01
D KELLOGG COMPANY	COM	487836108	798	18476	DEFINED	01
D KERR-MC GEE CORPORATION	COM	492386107	269	2956	DEFINED	01
D KIMBERLY-CLARK CORP	COM	494368103	1154	19354	DEFINED	01
D KINDER MORGAN INC KS	COM	49455P101	212	2311	DEFINED	01
D KOHL'S CORP	COM	500255104	1313	27010	DEFINED	01
D KRAFT FOODS CL A	COM	50075N104	932	33090	DEFINED	01
D LEGGETT&PLATT INC COM	COM	524660107	1038	45228	DEFINED	01
D LIBERTY MEDIA CORP NEW	COM	530718105	6522	828739	DEFINED	01
D LIFELINE SYSTEMS INC	COM	532192101	3449	94329	DEFINED	03
D LILLY ELI & COMPANY	COM	532457108	5472	96697	DEFINED	01

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D LINCOLN NATIONAL CORP	COM	534187109	609	11486	DEFINED	01
D LOWES COMPANIES INC	COM	548661107	2900	43503	DEFINED	01
D LUCENT TECHNOLOGIES INC	COM	549463107	105	39584	DEFINED	01
D MDU RESOURCES GROUP INC	COM	552690109	1056	32254	DEFINED	01
D MARKEL CORP	COM	570535104	25917	81745	DEFINED	02
D MARKWEST ENERGY PARTNERS	COM	570759100	258	5565	DEFINED	01
D MCDONALDS CORP	COM	580135101	2572	76290	DEFINED	01
D MEDCO HEALTH SOLUTIONS	COM	58405U102	287	5141	DEFINED	01
D MEDTRONIC INC	COM	585055106	3416	59340	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	28466	894871	DEFINED	01
D MERCURY GENERAL CORP NEW	COM	589400100	11783	202394	DEFINED	01
D MICROSOFT CORP	COM	594918104	42810	1637078	DEFINED	01
D MIDCAP SPDR TR	COM	595635103	3281	24359	DEFINED	01
D MOHAWK INDS INC	COM	608190104	342	3930	DEFINED	02
D MORGAN STANLEY	COM	617446448	657	11585	DEFINED	01
D NVR INC	COM	62944T105	812	1157	DEFINED	01
D NASDAQ STOCK MARKET INC	COM	631103108	459	13050	DEFINED	01
D NATIONAL FUEL GAS	COM	636180101	1085	34773	DEFINED	01
D NATUZZI S P A ADR	COM	63905A101	702	100295	DEFINED	01
D NOKIA CORPORATION	COM	654902204	505	27576	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	2330	51978	DEFINED	01
D NORTH FORK BANCORP INC	COM	659424105	41692	1523821	DEFINED	01
D NRTHRN BORDER PRTRNS LP	COM	664785102	432	10281	DEFINED	01
D NORTHERN TRUST CORP	COM	665859104	307	5929	DEFINED	01
D NORTHWESTERN CORPORATION	COM	668074305	29497	949371	DEFINED	01
D NOVARTIS AG	COM	66987V109	2523	48074	DEFINED	01
D OCCIDENTAL PETRO CORP	COM	674599105	632	7917	DEFINED	01
D ORACLE CORP	COM	68389X105	187	15319	DEFINED	01
D O REILLY AUTOMOTIVE INC	COM	686091109	1739	54330	DEFINED	01
D P P G INDUSTRIES INC	COM	693506107	585	10095	DEFINED	01
D PATRIOT CAPITAL FUNDING	COM	70335Y104	502	41129	DEFINED	01
D PATTERSON COMPANIES INC	COM	703395103	313	9365	DEFINED	02
D PAYCHEX INC	COM	704326107	974	25540	DEFINED	01
D PEABODY ENERGY CORP	COM	704549104	268	3249	DEFINED	01
D PENNEY J C COMPANY INC	COM	708160106	427	7677	DEFINED	01
D PEPSICO INCORPORATED	COM	713448108	67316	1139403	DEFINED	01
D PFIZER INCORPORATED	COM	717081103	10359	444229	DEFINED	01
D PIEDMONT NATURAL GAS	COM	720186105	1034	42780	DEFINED	01
D PLUM CREEK TIMBER *	COM	729251108	20217	560810	DEFINED	01
D PROCTER & GAMBLE COMPANY	COM	742718109	18841	325518	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	286	6519	DEFINED	01
D PRUDENTIAL FINANCIAL INC	COM	744320102	714	9759	DEFINED	01
D PULTE HOMES INC	COM	745867101	1798	45678	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	1053	26386	DEFINED	01
D RAYONIER INC *	COM	754907103	33874	850049	DEFINED	01
D REGIONS FINANCIAL	COM	7591EP100	374	10939	DEFINED	01
D REPUBLIC SVCS INC	COM	760759100	268	7146	DEFINED	01
D RESMED INC	COM	761152107	1402	36594	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	1087	18372	DEFINED	01
D ROCKWELL COLLINS INC DE	COM	774341101	960	20668	DEFINED	01
D ROYAL DUTCH SHELL PLC	COM	780259206	2601	42302	DEFINED	01
D RYDEX ETF TR S&P 500 *	COM	78355W106	305	1838	DEFINED	01
D SLM CORP	COM	78442P106	565	10251	DEFINED	01
D STANDARD & POORS *	COM	78462F103	6977	56034	DEFINED	01
D SARA LEE CORP	COM	803111103	332	17547	DEFINED	01
D SCANA CORP NEW	COM	80589M102	1273	32319	DEFINED	01
D SCHERING PLOUGH CORP	COM	806605101	651	31246	DEFINED	01
D SCHLUMBERGER LTD	COM	806857108	246	2533	DEFINED	01
D SCOTTS MIRACLE-GRO CO	COM	810186106	3891	86008	DEFINED	01
D SCRIPPS E W CO CL A NEW	COM	811054204	3548	73885	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y100	486	16054	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y209	4490	141560	DEFINED	01

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D SECTOR SPDR TR SHS BEN *	COM	81369Y308	73069	3137362	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y407	94931	2907523	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y506	118492	2355228	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y605	277537	8763404	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y704	185040	5889232	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y803	211234	10106891	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y886	939	29900	DEFINED	01
D SIGMA ALDRICH CORP	COM	826552101	19611	309855	DEFINED	01
D SMITH & NEPHEW PLC NEW	COM	83175M205	11247	242659	DEFINED	01
D SNAP ON INC	COM	833034101	19827	527872	DEFINED	01
D SONIC CORP	COM	835451105	2859	96909	DEFINED	03
D SOUTH JERSEY IND INC	COM	838518108	1031	35384	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	16714	484046	DEFINED	01
D SPRINT NEXTEL CORP	COM	852061100	497	21264	DEFINED	01
D STAPLES INC	COM	855030102	308	13551	DEFINED	01
D STARBUCKS CORPORATION	COM	855244109	262	8728	DEFINED	01
D STATE STREET CORP	COM	857477103	1305	23537	DEFINED	01
D STREETTRACKS GOLD TRUST	COM	863307104	445	8632	DEFINED	03
D STREETTRACKS DOW JONES *	COM	86330E604	7259	107537	DEFINED	01
D STRYKER CORP	COM	863667101	1485	33429	DEFINED	01
D SUN MICROSYSTEMS INC	COM	866810104	60	14356	DEFINED	01
D SYSCO CORPORATION	COM	871829107	2638	84951	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	46396	1709515	DEFINED	01
D TXU CORP	COM	873168108	340	6767	DEFINED	01
D TARGET CORP	COM	87612E106	16904	307521	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	546	17011	DEFINED	01
D 3M COMPANY	COM	88579Y101	5283	68165	DEFINED	01
D TIME WARNER INC NEW	COM	887317105	199	11427	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	346	11000	DEFINED	01
D TRIBUNE CO NEW 10/83	COM	896047107	2116	69934	DEFINED	01
D TYCO INTERNATIONAL	COM	902124106	205	7093	DEFINED	01
D U S BANCORP DE NEW	COM	902973304	1204	40294	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	590	7327	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	3733	66768	DEFINED	01
D VALERO LP	COM	91913W104	465	8992	DEFINED	01
D VALUECLICK INC	COM	92046N102	256	14124	DEFINED	01
D VANGUARD SECTOR INDEX	COM	92204A108	682	12961	DEFINED	03
D VANGUARD SECTOR INDEX	COM	92204A207	1438	25718	DEFINED	03
D VANGUARD SECTOR INDEX	COM	92204A306	781	10814	DEFINED	03
D VANGUARD SECTOR INDEX	COM	92204A405	6358	113507	DEFINED	03
D VANGUARD SECTOR INDEX	COM	92204A603	2112	36757	DEFINED	03
D VANGUARD SECTOR INDEX FD	COM	92204A702	1439	29752	DEFINED	03
D VARIAN MEDICAL SYSTEMS	COM	92220P105	5862	116451	DEFINED	01
D VECTREN CORP	COM	92240G101	20742	763709	DEFINED	01
D VANGUARD INDEX FUNDS *	COM	922908553	660	11086	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	1360	45144	DEFINED	01
D VIACOM INC CLASS B	COM	925524308	212	6503	DEFINED	01
D W P CAREY & CO LLC	COM	92930Y107	205	8085	DEFINED	01
D WPS RESOURCES CORP	COM	92931B106	351	6348	DEFINED	01
D WACHOVIA CORP NEW	COM	929903102	3774	71391	DEFINED	01
D WAL-MART STORES INC	COM	931142103	45096	963592	DEFINED	01
D WALGREEN COMPANY	COM	931422109	6690	151147	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	225	5163	DEFINED	01
D WASHINGTON POST COMPANY	COM	939640108	200	263	DEFINED	01
D WATERS CORP	COM	941848103	14728	389617	DEFINED	02
D WEIGHT WATCHERS INTL INC	COM	948626106	11164	225864	DEFINED	02
D WELLPOINT INC	COM	94973V107	481	6027	DEFINED	01
D WELLS FARGO & CO NEW	COM	949746101	45180	719086	DEFINED	01
D WESCO FINANCIAL CORP	COM	950817106	4278	11112	DEFINED	01
D WESTAMERICA	COM	957090103	25096	472881	DEFINED	01
D WESTWOOD ONE INC	COM	961815107	213	13081	DEFINED	01
D WHOLE FOODS MARKET INC	COM	966837106	218	2817	DEFINED	01

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D WILEY JOHN & SONS CL A	COM	968223206	3314	84877	DEFINED 01
D WISCONSIN ENERGY CORP	COM	976657106	273	6982	DEFINED 01
D WYETH	COM	983024100	2547	55279	DEFINED 01
D XCEL ENERGY INC	COM	98389B100	483	26150	DEFINED 01
D ZIMMER HOLDINGS INC	COM	98956P102	880	13057	DEFINED 01
D COOPER INDUSTRIES LTD	COM	G24182100	212	2905	DEFINED 01
D INGERSOLL RAND COMPANY	COM	G4776G101	23348	578340	DEFINED 01
D MONTPELIER RE HOLDINGS	COM	G62185106	11713	619756	DEFINED 01
D NABORS INDUSTRIES LTD	COM	G6359F103	493	6502	DEFINED 01
D STEWART W P & CO LTD	COM	G84922106	26353	1118070	DEFINED 01
D WHITE MOUNTAINS	COM	G9618E107	20789	37219	DEFINED 01
D WILLIS GROUP HLDGS LTD	COM	G96655108	33416	904591	DEFINED 01
S REPORT SUMMARY	345 DATA RECORDS		5092105		3 OTHER MANAGERS