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EDWARDS A G INC
Form 13F-HR
May 13, 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: March 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 05/12/05
[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: 296

Form 13F Information Table Value Total: \$3,706,204
(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 | 842 | 22604 | | | DEFINED | 01 |
| D ABBOTT LABORATORIES | COM | 002824100 | 3435 | 73676 | | | DEFINED | 01 |
| D ACETO CORP | COM | 004446100 | 74 | 10024 | | | DEFINED | 01 |
| D ADESA INC | COM | 00686U104 | 28194 | 1206919 | | | DEFINED | 01 |
| D AFFILIATED COMPUTER SVCS INC | COM | 008190100 | 1075 | 20194 | | | DEFINED | 01 |
| D AFFILIATED MANAGERS GROUP INC | COM | 008252108 | 4799 | 77367 | | | DEFINED | 02 |
| D ALCOA INC | COM | 013817101 | 3584 | 117944 | | | DEFINED | 01 |
| D +ALLIED CAPITAL CORP NEW | COM | 01903Q108 | 232 | 8881 | | | DEFINED | 01 |
| D ALLSTATE CORP | COM | 020002101 | 2293 | 42426 | | | DEFINED | 01 |
| D ALTRIA GROUP INC | COM | 02209S103 | 1264 | 19324 | | | DEFINED | 01 |
| D AMBASSADORS GROUP INC | COM | 023177108 | 4322 | 129320 | | | DEFINED | 01 |
| D AMEREN CORP | COM | 023608102 | 1257 | 25639 | | | DEFINED | 01 |
| D * AMERICAN CAP STRATEGIES LTD | COM | 024937104 | 409 | 13032 | | | DEFINED | 01 |
| D AMERICAN EXPRESS CO | COM | 025816109 | 25565 | 497661 | | | DEFINED | 01 |
| D AMERICAN INTL GROUP INC | COM | 026874107 | 7083 | 127832 | | | DEFINED | 01 |
| D * AMGEN | COM | 031162100 | 1532 | 26315 | | | DEFINED | 01 |
| D AMSOUTH BANCORPORATION | COM | 032165102 | 306 | 11788 | | | DEFINED | 01 |
| D ANADARKO PETROLEUM CORP | COM | 032511107 | 753 | 9899 | | | DEFINED | 01 |
| D ANHEUSER-BUSCH COS INC | COM | 035229103 | 58667 | 1237959 | | | DEFINED | 01 |
| D +ANNALY MORTGAGE MGMT INC | COM | 035710409 | 23167 | 1234926 | | | DEFINED | 01 |
| D APOLLO GROUP INC | COM | 037604105 | 562 | 7588 | | | DEFINED | 01 |
| D APOLLO INVESTMENT CORP | COM | 03761U106 | 23436 | 1396640 | | | DEFINED | 01 |
| D ASHFORD HOSPITALITY TRUST INC | COM | 044103109 | 3954 | 387655 | | | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSING INC | COM | 053015103 | 3313 | 73709 | | | DEFINED | 01 |

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|----------------------------------|-----|-----------|-------|---------|---------|----|
| D AVERY DENNISON CORP | COM | 053611109 | 18037 | 291250 | DEFINED | 01 |
| D BP P.L.C. SPONSORED ADR | COM | 055622104 | 22827 | 365822 | DEFINED | 01 |
| D BAKER HUGHES INC | COM | 057224107 | 344 | 7740 | DEFINED | 01 |
| D BALL CORP | COM | 058498106 | 1345 | 32420 | DEFINED | 01 |
| D BANK OF AMERICA CORP | COM | 060505104 | 5401 | 122481 | DEFINED | 01 |
| D BECTON DICKINSON CO | COM | 075887109 | 734 | 12567 | DEFINED | 01 |
| D * BED BATH & BEYOND INC | COM | 075896100 | 1183 | 32372 | DEFINED | 01 |
| D BELLSOUTH CORPORATION | COM | 079860102 | 1206 | 45876 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC | COM | 084670108 | 261 | 3 | DEFINED | 02 |
| D BERKSHIRE HATHAWAY INC DEL | COM | 084670207 | 30394 | 10642 | DEFINED | 01 |
| D * BIOMET INC | COM | 090613100 | 793 | 21850 | DEFINED | 01 |
| D H & R BLOCK INC | COM | 093671105 | 402 | 7941 | DEFINED | 01 |
| D BOEING COMPANY | COM | 097023105 | 399 | 6831 | DEFINED | 01 |
| D BOSTON SCIENTIFIC CORP | COM | 101137107 | 359 | 12250 | DEFINED | 01 |
| D BRISTOL-MYERS SQUIBB CO | COM | 110122108 | 803 | 31523 | DEFINED | 01 |
| D BROWN & BROWN INC | COM | 115236101 | 3004 | 65179 | DEFINED | 01 |
| D BRUNSWICK CORP | COM | 117043109 | 222 | 4729 | DEFINED | 01 |
| D BURLINGTON NORTHERN SANTA FE | COM | 12189T104 | 1460 | 27075 | DEFINED | 01 |
| D BURLINGTON RESOURCES INC | COM | 122014103 | 385 | 7697 | DEFINED | 01 |
| D CPI CORP | COM | 125902106 | 1593 | 105515 | DEFINED | 01 |
| D CADBURY SCHWEPPEES PLC ADR # | COM | 127209302 | 46800 | 1149865 | DEFINED | 01 |
| D CALIFORNIA PIZZA KITCHEN INC | COM | 13054D109 | 5222 | 222776 | DEFINED | 01 |
| D CAMPBELL SOUP CO | COM | 134429109 | 409 | 14100 | DEFINED | 01 |
| D CDN IMPERIAL BK COMMERCE | COM | 136069101 | 242 | 4000 | DEFINED | 01 |
| D CANADIAN NATURAL RESOURCES LTD | COM | 136385101 | 477 | 8401 | DEFINED | 01 |
| D CAPITAL ONE FINANCIAL CORP | COM | 14040H105 | 37320 | 499129 | DEFINED | 01 |
| D CARNIVAL CORP | COM | 143658300 | 387 | 7461 | DEFINED | 01 |
| D CATERPILLAR INC | COM | 149123101 | 2836 | 31015 | DEFINED | 01 |
| D CEMEX S.A. DE C.V. NEW | COM | 151290889 | 337 | 9294 | DEFINED | 01 |
| D CHARLES RIVER LABS INTL INC | COM | 159864107 | 13235 | 281366 | DEFINED | 02 |
| D CHEVRONTEXACO CORP | COM | 166764100 | 57831 | 991793 | DEFINED | 01 |
| D CHOICE HOTELS INTL INC NEW | COM | 169905106 | 1613 | 26038 | DEFINED | 01 |
| D * CINCINNATI FINANCIAL CORP | COM | 172062101 | 269 | 6168 | DEFINED | 01 |
| D CINERGY CORP | COM | 172474108 | 565 | 13932 | DEFINED | 01 |
| D * CISCO SYSTEMS INC | COM | 17275R102 | 990 | 55336 | DEFINED | 01 |
| D CINTAS CORPORATION | COM | 172908105 | 248 | 5999 | DEFINED | 01 |
| D CITIGROUP INC | COM | 172967101 | 2727 | 60681 | DEFINED | 01 |
| D CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 57210 | 1659711 | DEFINED | 01 |
| D CLOROX CO | COM | 189054109 | 289 | 4588 | DEFINED | 01 |
| D COCA-COLA CO | COM | 191216100 | 4302 | 103231 | DEFINED | 01 |
| D COLGATE-PALMOLIVE CO | COM | 194162103 | 1945 | 37283 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A | COM | 20030N101 | 683 | 20229 | DEFINED | 01 |
| D * COMCAST CORP NEW CL A SPL | COM | 20030N200 | 36051 | 1078068 | DEFINED | 01 |
| D CONAGRA FOODS INC | COM | 205887102 | 21035 | 778488 | DEFINED | 01 |
| D CONOCOPHILLIPS | COM | 20825C104 | 4922 | 45647 | DEFINED | 01 |
| D * CONOR MEDSYSTEMS INC | COM | 208264101 | 253 | 15547 | DEFINED | 01 |
| D CONSOLIDATED EDISON INC | COM | 209115104 | 200 | 4749 | DEFINED | 01 |
| D CORNING INC | COM | 219350105 | 118 | 10603 | DEFINED | 01 |
| D * CROSSTEX ENERGY L.P. | COM | 22765U102 | 294 | 8651 | DEFINED | 01 |
| D DNP SELECT INCOME FUND INC | COM | 23325P104 | 265 | 24743 | DEFINED | 01 |
| D DEAN FOODS COMPANY NEW | COM | 242370104 | 414 | 12068 | DEFINED | 01 |
| D * DELL INC | COM | 24702R101 | 551 | 14332 | DEFINED | 01 |
| D DELTA & PINE LAND CO | COM | 247357106 | 3085 | 114261 | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL INC NEW | COM | 249030107 | 1744 | 32051 | DEFINED | 01 |
| D DIAGEO PLC NEW | COM | 25243Q205 | 62537 | 1099066 | DEFINED | 01 |
| D WALT DISNEY CO | COM | 254687106 | 771 | 26852 | DEFINED | 01 |
| D DOMINION RES INC NEW (VA) | COM | 25746U109 | 385 | 5176 | DEFINED | 01 |
| D DONALDSON CO INC | COM | 257651109 | 1173 | 36323 | DEFINED | 01 |
| D DOVER CORPORATION | COM | 260003108 | 219 | 5804 | DEFINED | 01 |
| D DOW CHEMICAL COMPANY | COM | 260543103 | 28798 | 577687 | DEFINED | 01 |
| D E.I. DU PONT DE NEMOURS&CO | COM | 263534109 | 478 | 9338 | DEFINED | 01 |
| D EMC CORPORATION (MA) | COM | 268648102 | 299 | 24276 | DEFINED | 01 |

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|----------------------------------|-----|-----------|--------|---------|---------|----|
| D EATON CORP | COM | 278058102 | 226 | 3456 | DEFINED | 01 |
| D A.G. EDWARDS, INC | COM | 281760108 | 3269 | 72960 | DEFINED | 01 |
| D EMERSON ELECTRIC CO | COM | 291011104 | 24657 | 379754 | DEFINED | 01 |
| D ENERGIZER HOLDINGS INC | COM | 29266R108 | 7355 | 123000 | DEFINED | 02 |
| D ENERGY TRANSFER PARTNERS L.P. | COM | 29273R109 | 267 | 8540 | DEFINED | 01 |
| D ENERPLUS RESOURCE FUND # | COM | 29274D604 | 21803 | 601285 | DEFINED | 01 |
| D ENTERCOM COMMUNICATIONS CORP | COM | 293639100 | 14602 | 411084 | DEFINED | 01 |
| D ENTERGY CORP NEW | COM | 29364G103 | 256 | 3623 | DEFINED | 01 |
| D ETHAN ALLEN INTERIORS INC | COM | 297602104 | 4212 | 131636 | DEFINED | 01 |
| D EXELON CORP | COM | 30161N101 | 211 | 4599 | DEFINED | 01 |
| D * EXPEDITORS INTL WASHINGTON | COM | 302130109 | 1723 | 32176 | DEFINED | 01 |
| D EXXON MOBIL CORP | COM | 30231G102 | 58077 | 974438 | DEFINED | 01 |
| D FPL GROUP INC | COM | 302571104 | 398 | 9920 | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS INC | COM | 303075105 | 1052 | 31879 | DEFINED | 01 |
| D FARMERS CAPITAL BANK CORP | COM | 309562106 | 338 | 10005 | DEFINED | 01 |
| D FREDDIE MAC | COM | 313400301 | 595 | 9416 | DEFINED | 01 |
| D FANNIE MAE | COM | 313586109 | 3235 | 59419 | DEFINED | 01 |
| D * FIFTH THIRD BANCORP | COM | 316773100 | 1863 | 43355 | DEFINED | 01 |
| D FINANCIAL FEDERAL CORP | COM | 317492106 | 14035 | 396808 | DEFINED | 01 |
| D FIRST DATA CORP | COM | 319963104 | 38545 | 980528 | DEFINED | 01 |
| D * FISERV INC | COM | 337738108 | 1322 | 33212 | DEFINED | 01 |
| D FORD MOTOR CO (NEW) | COM | 345370860 | 292 | 25765 | DEFINED | 01 |
| D FORTUNE BRANDS INC | COM | 349631101 | 649 | 8045 | DEFINED | 01 |
| D * FORWARD AIR CORP | COM | 349853101 | 3320 | 77967 | DEFINED | 01 |
| D GABELLI GLOBAL MULTIMEDIA TR | COM | 36239Q109 | 2942 | 292467 | DEFINED | 01 |
| D GANNETT CO INC | COM | 364730101 | 1042 | 13178 | DEFINED | 01 |
| D GENERAL ELECTRIC CO | COM | 369604103 | 27228 | 755077 | DEFINED | 01 |
| D GENERAL MILLS INC | COM | 370334104 | 1173 | 23861 | DEFINED | 01 |
| D GILLETTE CO | COM | 375766102 | 2879 | 57039 | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP | COM | 376535100 | 13073 | 616049 | DEFINED | 01 |
| D GLADSTONE COMMERCIAL CORP | COM | 376536108 | 5750 | 349769 | DEFINED | 01 |
| D GLAXOSMITHKLINE PLC | COM | 37733W105 | 312 | 6795 | DEFINED | 01 |
| D GOLDMAN SACHS GROUP INC | COM | 38141G104 | 219 | 1992 | DEFINED | 01 |
| D GRACO INC | COM | 384109104 | 391 | 9685 | DEFINED | 01 |
| D * GULFMARK OFFSHORE INC | COM | 402629109 | 261 | 10058 | DEFINED | 01 |
| D HARLEY DAVIDSON INC | COM | 412822108 | 11171 | 193409 | DEFINED | 01 |
| D HARMAN INTL INDUSTRIES INC NEW | COM | 413086109 | 1207 | 13650 | DEFINED | 01 |
| D HARSCO CORP | COM | 415864107 | 4426 | 74252 | DEFINED | 01 |
| D HEARST-ARGYLE TELEVISION INC | COM | 422317107 | 701 | 27494 | DEFINED | 01 |
| D HEARTLAND EXPRESS INC | COM | 422347104 | 10499 | 548268 | DEFINED | 01 |
| D H.J. HEINZ CO | COM | 423074103 | 1073 | 29131 | DEFINED | 01 |
| D HERSHEY FOODS CORP | COM | 427866108 | 15140 | 250410 | DEFINED | 01 |
| D HEWLETT-PACKARD CO | COM | 428236103 | 295 | 13443 | DEFINED | 01 |
| D HILTON HOTELS CORP | COM | 432848109 | 1497 | 66986 | DEFINED | 01 |
| D HOME DEPOT INC | COM | 437076102 | 7040 | 184089 | DEFINED | 01 |
| D HONEYWELL INTERNATIONAL INC | COM | 438516106 | 661 | 17761 | DEFINED | 01 |
| D IMS HEALTH INC | COM | 449934108 | 200 | 8211 | DEFINED | 01 |
| D ISTAR FINANCIAL INC | COM | 45031U101 | 23852 | 579209 | DEFINED | 01 |
| D ILL TOOL WORKS INC | COM | 452308109 | 23001 | 256913 | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW | COM | 453038408 | 1142 | 15000 | DEFINED | 01 |
| D * INERGY L P | COM | 456615103 | 310 | 9571 | DEFINED | 01 |
| D * INTEL CORP | COM | 458140100 | 1153 | 49617 | DEFINED | 01 |
| D INTL BUSINESS MACHINES CORP | COM | 459200101 | 3238 | 35433 | DEFINED | 01 |
| D * INTERNATIONAL SPEEDWAY CORP | COM | 460335201 | 3812 | 70270 | DEFINED | 01 |
| D IRON MOUNTAIN INC (PA) NEW | COM | 462846106 | 4565 | 158279 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287168 | 798 | 13311 | DEFINED | 01 |
| D ISHARES INC | COM | 464287234 | 33056 | 163001 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287242 | 138436 | 1263214 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287309 | 40792 | 721987 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287408 | 41425 | 679652 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287457 | 54501 | 673929 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287465 | 178082 | 1120930 | DEFINED | 01 |

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| D ISHARES TRUST | COM | 464287473 | 2721 | 24105 | DEFINED | 02 |
| D ISHARES TRUST | COM | 464287549 | 1972 | 46466 | DEFINED | 01 |
| D ISHARES DOW JONES US CONSUMER | COM | 464287580 | 14814 | 251213 | DEFINED | 01 |
| D ISHARES INC | COM | 464287606 | 257733 | 1924385 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287697 | 42153 | 591292 | DEFINED | 01 |
| D ISHARES INC | COM | 464287705 | 256274 | 2014261 | DEFINED | 01 |
| D ISHARES TRUST-DOW JONES U.S. | COM | 464287713 | 11673 | 509718 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287739 | 212 | 1892 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287754 | 1486 | 26925 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES U S | COM | 464287762 | 116807 | 1998407 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287788 | 1654 | 18238 | DEFINED | 01 |
| D ISHARES TRUST DOW JONES | COM | 464287796 | 1593 | 21161 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287804 | 245 | 1544 | DEFINED | 01 |
| D ISHARES DOW JONES US CONSUMER | COM | 464287812 | 62734 | 1196075 | DEFINED | 01 |
| D ISHARES INC | COM | 464287879 | 39730 | 336777 | DEFINED | 01 |
| D ISHARES INC | COM | 464287887 | 40571 | 385103 | DEFINED | 01 |
| D JPMORGAN CHASE & CO | COM | 46625H100 | 1170 | 33818 | DEFINED | 01 |
| D JEFFERSON PILOT CORP | COM | 475070108 | 298 | 6075 | DEFINED | 01 |
| D JOHNSON & JOHNSON | COM | 478160104 | 68368 | 1017995 | DEFINED | 01 |
| D KANEB PIPE LINE PARTNERS L.P. | COM | 484169107 | 206 | 3466 | DEFINED | 01 |
| D KELLOGG CO | COM | 487836108 | 1414 | 32676 | DEFINED | 01 |
| D KERR-MCGEE CORP (HOLDING CO) | COM | 492386107 | 306 | 3907 | DEFINED | 01 |
| D KEYCORP NEW | COM | 493267108 | 206 | 6343 | DEFINED | 01 |
| D KIMBERLY CLARK CORP | COM | 494368103 | 1388 | 21112 | DEFINED | 01 |
| D KOHLS CORP | COM | 500255104 | 1257 | 24345 | DEFINED | 01 |
| D LIBERTY MEDIA CORP NEW | COM | 530718105 | 21605 | 2083391 | DEFINED | 01 |
| D LIFELINE SYSTEMS INC | COM | 532192101 | 3175 | 104717 | DEFINED | 01 |
| D ELI LILLY AND CO | COM | 532457108 | 1467 | 28163 | DEFINED | 01 |
| D LINCARE HOLDINGS INC | COM | 532791100 | 1312 | 29657 | DEFINED | 01 |
| D LOWE'S COMPANIES INC | COM | 548661107 | 2662 | 46633 | DEFINED | 01 |
| D LUCENT TECHNOLOGIES INC | COM | 549463107 | 124 | 45151 | DEFINED | 01 |
| D MBNA CORP | COM | 55262L100 | 1069 | 43540 | DEFINED | 01 |
| D MARKEL CORP (HOLDING COMPANY) | COM | 570535104 | 24559 | 71142 | DEFINED | 01 |
| D MARKWEST ENERGY PARTNERS L.P. | COM | 570759100 | 287 | 6067 | DEFINED | 01 |
| D MAY DEPARTMENT STORES CO | COM | 577778103 | 225 | 6081 | DEFINED | 01 |
| D MCDONALD'S CORP | COM | 580135101 | 1608 | 51631 | DEFINED | 01 |
| D MEDTRONIC INC | COM | 585055106 | 3959 | 77707 | DEFINED | 01 |
| D MERCK & COMPANY INC | COM | 589331107 | 37273 | 1151477 | DEFINED | 01 |
| D MERCURY GENERAL CORP NEW | COM | 589400100 | 4009 | 72544 | DEFINED | 01 |
| D * MICROSOFT CORP | COM | 594918104 | 38737 | 1602701 | DEFINED | 01 |
| D MIDCAP 400 STANDARD & POORS | COM | 595635103 | 438 | 3641 | DEFINED | 01 |
| D MOHAWK INDUSTRIES INC | COM | 608190104 | 330 | 3910 | DEFINED | 02 |
| D * MONOLITHIC SYSTEMS TECH INC | COM | 609842109 | 1697 | 290001 | DEFINED | 01 |
| D MORGAN STANLEY NEW | COM | 617446448 | 635 | 11094 | DEFINED | 01 |
| D MOTOROLA INC | COM | 620076109 | 164 | 10986 | DEFINED | 01 |
| D NN INC | COM | 629337106 | 352 | 28586 | DEFINED | 01 |
| D NASDAQ STOCK MARKET INC | COM | 631103108 | 140 | 13050 | DEFINED | 01 |
| D NATUZZI S P A ADR | COM | 63905A101 | 3263 | 314062 | DEFINED | 01 |
| D NEW YORK TIMES CL A | COM | 650111107 | 16607 | 454002 | DEFINED | 01 |
| D NICOR INC | COM | 654086107 | 4917 | 132574 | DEFINED | 01 |
| D NOKIA CORP | COM | 654902204 | 423 | 27431 | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP | COM | 655844108 | 1115 | 30106 | DEFINED | 01 |
| D NORTH FORK BANCORPORATION (NY) | COM | 659424105 | 33316 | 1201022 | DEFINED | 01 |
| D * NORTHERN TRUST CORP | COM | 665859104 | 258 | 5933 | DEFINED | 01 |
| D NORTHWESTERN CORP NEW | COM | 668074305 | 17559 | 665856 | DEFINED | 01 |
| D NUVEEN PREFERRED & CONV INCOME | COM | 67073D102 | 156 | 12231 | DEFINED | 01 |
| D OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 325 | 4568 | DEFINED | 01 |
| D * ORACLE CORP | COM | 68389X105 | 199 | 15968 | DEFINED | 01 |
| D * O'REILLY AUTOMOTIVE INC | COM | 686091109 | 1231 | 24863 | DEFINED | 01 |
| D J.C.PENNEY CO INC (HOLDING CO) | COM | 708160106 | 386 | 7427 | DEFINED | 01 |
| D PEPSICO INC | COM | 713448108 | 40736 | 768169 | DEFINED | 01 |
| D PFIZER INC | COM | 717081103 | 15310 | 582777 | DEFINED | 01 |

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| D PLUM CREEK TIMBER CO INC | COM | 729251108 | 7549 | 211456 | DEFINED | 01 |
| D PROCTER & GAMBLE CO | COM | 742718109 | 14196 | 267847 | DEFINED | 01 |
| D PROGRESS ENERGY INC | COM | 743263105 | 247 | 5891 | DEFINED | 01 |
| D PULITZER INC | COM | 745769109 | 604 | 9470 | DEFINED | 01 |
| D PULTE HOMES INC | COM | 745867101 | 1692 | 22976 | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW | COM | 751028101 | 1351 | 28540 | DEFINED | 01 |
| D RAYONIER INC | COM | 754907103 | 28169 | 568726 | DEFINED | 01 |
| D REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 333 | 10293 | DEFINED | 01 |
| D RENAL CARE GROUP INC | COM | 759930100 | 423 | 11153 | DEFINED | 01 |
| D RESMED INC | COM | 761152107 | 1040 | 18445 | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC | COM | 773903109 | 1205 | 21272 | DEFINED | 01 |
| D ROCKWELL COLLINS INC | COM | 774341101 | 1149 | 24135 | DEFINED | 01 |
| D ROYAL DUTCH PETROLEUM CO # | COM | 780257804 | 2534 | 42208 | DEFINED | 01 |
| D SBC COMMUNICATIONS INC | COM | 78387G103 | 2231 | 94169 | DEFINED | 01 |
| D SLM CORP | COM | 78442P106 | 506 | 10160 | DEFINED | 01 |
| D STANDARD & POOR'S 500 | COM | 78462F103 | 923 | 7827 | DEFINED | 01 |
| D SARA LEE CORP | COM | 803111103 | 1216 | 54852 | DEFINED | 01 |
| D SCANA CORP NEW | COM | 80589M102 | 296 | 7755 | DEFINED | 01 |
| D SCHERING-PLOUGH CORP | COM | 806605101 | 692 | 38124 | DEFINED | 01 |
| D SCHLUMBERGER LTD | COM | 806857108 | 274 | 3893 | DEFINED | 01 |
| D A. SCHULMAN INC | COM | 808194104 | 14586 | 837293 | DEFINED | 01 |
| D SCOTTS MIRACLE-GRO COMPANY | COM | 810186106 | 4218 | 60053 | DEFINED | 01 |
| D E W SCRIPPS CO NEW CL A | COM | 811054204 | 5282 | 108344 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y100 | 420 | 13940 | DEFINED | 01 |
| D +SELECT SECTOR SPDR TRUST | COM | 81369Y209 | 1904 | 63764 | DEFINED | 01 |
| D SECTOR SPDR TRUST | COM | 81369Y308 | 34244 | 1487569 | DEFINED | 01 |
| D SELECT SECTOR SPDR TRUST | COM | 81369Y407 | 46830 | 1412239 | DEFINED | 01 |
| D +SECTOR SPDR TRUST (ENERGY) | COM | 81369Y506 | 54791 | 1278078 | DEFINED | 01 |
| D +SECTOR SPDR TRUST (FINANCIAL) | COM | 81369Y605 | 129761 | 4570657 | DEFINED | 01 |
| D SECTOR SPDR TRUST (INDUSTRIAL) | COM | 81369Y704 | 72493 | 2382286 | DEFINED | 01 |
| D SECTOR SPDR TRUST (TECHNOLOGY) | COM | 81369Y803 | 93328 | 4771389 | DEFINED | 01 |
| D SECTOR SPDR TRUST (UTILITIES) | COM | 81369Y886 | 235 | 8051 | DEFINED | 01 |
| D * SIGMA ALDRICH CORP | COM | 826552101 | 16726 | 273078 | DEFINED | 01 |
| D SMITH & WOLLENSKY RESTAURANT | COM | 831758107 | 2212 | 414294 | DEFINED | 01 |
| D SMITH & NEPHEW PLC # | COM | 83175M205 | 8470 | 180134 | DEFINED | 01 |
| D SNAP-ON INC | COM | 833034101 | 18817 | 591922 | DEFINED | 01 |
| D * SONIC CORP | COM | 835451105 | 3510 | 105101 | DEFINED | 01 |
| D SOUTHERN COMPANY | COM | 842587107 | 20526 | 644874 | DEFINED | 01 |
| D * STAPLES INC | COM | 855030102 | 200 | 6368 | DEFINED | 01 |
| D STATE STREET CORP | COM | 857477103 | 636 | 14546 | DEFINED | 01 |
| D STREETTRACKS SERIES TRUST | COM | 86330E604 | 5430 | 31376 | DEFINED | 01 |
| D * SUN MICROSYSTEMS INC | COM | 866810104 | 42 | 10436 | DEFINED | 01 |
| D SYSCO CORPORATION | COM | 871829107 | 3582 | 100048 | DEFINED | 01 |
| D TCF FINANCIAL CORP | COM | 872275102 | 41452 | 1526791 | DEFINED | 01 |
| D TARGET CORP | COM | 87612E106 | 14571 | 291310 | DEFINED | 01 |
| D TEXAS INSTRUMENTS INC | COM | 882508104 | 497 | 19511 | DEFINED | 01 |
| D 3M COMPANY | COM | 88579Y101 | 5722 | 66777 | DEFINED | 01 |
| D TIME WARNER INC NEW | COM | 887317105 | 237 | 13530 | DEFINED | 01 |
| D TRANSCANADA CORP | COM | 89353D107 | 273 | 11068 | DEFINED | 01 |
| D TRIBUNE CO NEW | COM | 896047107 | 3873 | 97145 | DEFINED | 01 |
| D TYCO INTERNATIONAL LTD NEW | COM | 902124106 | 416 | 12297 | DEFINED | 01 |
| D US BANCORP NEW | COM | 902973304 | 1086 | 37688 | DEFINED | 01 |
| D UNION PACIFIC CORP | COM | 907818108 | 778 | 11167 | DEFINED | 01 |
| D UNITED STATES STL CORP NEW | COM | 912909108 | 212 | 4174 | DEFINED | 01 |
| D UNITED TECHNOLOGIES CORP | COM | 913017109 | 2507 | 24660 | DEFINED | 01 |
| D * VALUECLICK INC | COM | 92046N102 | 151 | 14224 | DEFINED | 01 |
| D VARIAN MEDICAL SYSTEMS INC | COM | 92220P105 | 5286 | 154194 | DEFINED | 01 |
| D VECTREN CORP | COM | 92240G101 | 18866 | 708195 | DEFINED | 01 |
| D VERIZON COMMUNICATIONS | COM | 92343V104 | 1732 | 48799 | DEFINED | 01 |
| D VIACOM INC CL B | COM | 925524308 | 503 | 14438 | DEFINED | 01 |
| D VODAFONE GROUP PLC NEW | COM | 92857W100 | 231 | 8712 | DEFINED | 01 |
| D W.P. CAREY & CO LLC | COM | 92930Y107 | 228 | 7505 | DEFINED | 01 |

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| | | | | | |
|----------------------------------|------------------|-----------|---------|---------|------------------|
| D WPS RESOURCES CORP | COM | 92931B106 | 450 | 8498 | DEFINED 01 |
| D WACHOVIA CORP (2ND NEW) | COM | 929903102 | 1116 | 21917 | DEFINED 01 |
| D WAL-MART STORES INC | COM | 931142103 | 45869 | 915368 | DEFINED 01 |
| D WALGREEN COMPANY | COM | 931422109 | 7133 | 160575 | DEFINED 01 |
| D WASHINGTON MUTUAL INC | COM | 939322103 | 339 | 8578 | DEFINED 01 |
| D WASHINGTON POST CO CL B | COM | 939640108 | 335 | 375 | DEFINED 02 |
| D WEIGHT WATCHERS INTL INC NEW | COM | 948626106 | 10049 | 233805 | DEFINED 02 |
| D WELLPOINT INC | COM | 94973V107 | 399 | 3186 | DEFINED 01 |
| D WELLS FARGO & CO NEW | COM | 949746101 | 41197 | 688915 | DEFINED 01 |
| D * WESTAMERICA BANCORPORATION | COM | 957090103 | 3903 | 75391 | DEFINED 01 |
| D WESTWOOD ONE INC | COM | 961815107 | 965 | 47420 | DEFINED 02 |
| D JOHN WILEY & SONS INC | COM | 968223206 | 3356 | 95196 | DEFINED 01 |
| D WYETH | COM | 983024100 | 2017 | 47820 | DEFINED 01 |
| D XCEL ENERGY INC | COM | 98389B100 | 228 | 13264 | DEFINED 01 |
| D XEROX CORPORATION | COM | 984121103 | 159 | 10479 | DEFINED 01 |
| D ZEBRA TECHNOLOGIES CORP | COM | 989207105 | 768 | 16182 | DEFINED 02 |
| D ZIMMER HOLDINGS INC | COM | 98956P102 | 890 | 11444 | DEFINED 01 |
| D COOPER INDUSTRIES LTD | COM | G24182100 | 242 | 3389 | DEFINED 01 |
| D INGERSOLL-RAND COMPANY LIMITED | COM | G4776G101 | 24217 | 304037 | DEFINED 01 |
| D MONTPELIER RE HOLDINGS LTD | COM | G62185106 | 21206 | 603288 | DEFINED 01 |
| D NABORS INDUSTRIES LTD | COM | G6359F103 | 293 | 4957 | DEFINED 01 |
| D W.P. STEWART & CO LTD | COM | G84922106 | 20911 | 922808 | DEFINED 01 |
| D WHITE MTNS INS GROUP LTD | COM | G9618E107 | 19168 | 31500 | DEFINED 01 |
| D WILLIS GROUP HOLDINGS LTD | COM | G96655108 | 38443 | 1042674 | DEFINED 01 |
| S REPORT SUMMARY | 296 DATA RECORDS | | 3706204 | | 2 OTHER MANAGERS |