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EDWARDS A G INC
Form 13F-HR
May 12, 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: March 31, 2006

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 05/12/06
[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: 358

Form 13F Information Table Value Total: \$6,342,326
(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 | 28-11624 | 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 | 1253 | 27759 | | | DEFINED | 01 |
| D AT&T INC | COM | 00206R102 | 2265 | 83765 | | | DEFINED | 01 |
| D ABBOTT LABORATORIES | COM | 002824100 | 5986 | 140942 | | | DEFINED | 01 |
| D ADESA INCORPORATED | COM | 00686U104 | 24426 | 913460 | | | DEFINED | 01 |
| D AFFILIATED COMPUTER | COM | 008190100 | 1675 | 28074 | | | DEFINED | 01 |
| D AFFILIATED MANAGERS | COM | 008252108 | 7107 | 66661 | | | DEFINED | 02 |
| D ALBERTO-CULVER COMPANY | COM | 013068101 | 2170 | 49069 | | | DEFINED | 01 |
| D ALCOA INC | COM | 013817101 | 742 | 24268 | | | DEFINED | 01 |
| D ALLIANCEBERNSTEIN | COM | 01881G106 | 245 | 3694 | | | DEFINED | 01 |
| D ALLIED CAPITAL | COM | 01903Q108 | 252 | 8220 | | | DEFINED | 01 |
| D ALLSTATE CORP | COM | 020002101 | 1598 | 30668 | | | DEFINED | 01 |
| D ALLTEL CORP | COM | 020039103 | 333 | 5149 | | | DEFINED | 01 |
| D ALTRIA GROUP INC | COM | 02209S103 | 1411 | 19909 | | | DEFINED | 01 |
| D AMBASSADORS GROUP INC | COM | 023177108 | 4678 | 184156 | | | DEFINED | 01 |
| D AMEREN CORPORATION | COM | 023608102 | 907 | 18198 | | | DEFINED | 01 |
| D AMERN CAP STRATEGIES | COM | 024937104 | 205 | 5827 | | | DEFINED | 01 |
| D AMERICAN EXPRESS COMPANY | COM | 025816109 | 30449 | 579425 | | | DEFINED | 01 |
| D AMERICAN INTERNATIONAL | COM | 026874107 | 1717 | 25979 | | | DEFINED | 01 |
| D AMERICAN STANDARD | COM | 029712106 | 529 | 12352 | | | DEFINED | 01 |
| D AMERIPRISE FINANCIAL INC | COM | 03076C106 | 2324 | 51583 | | | DEFINED | 01 |
| D AMGEN INC | COM | 031162100 | 2481 | 34098 | | | DEFINED | 01 |
| D AMSOUTH BANCORPORATION | COM | 032165102 | 280 | 10333 | | | DEFINED | 01 |
| D ANADARKO PETROLEUM CORP | COM | 032511107 | 894 | 8854 | | | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D ANHEUSER BUSCH COS INC | COM | 035229103 | 58106 | 1358576 | DEFINED | 01 |
| D ANNALY MTG MGMT INC | COM | 035710409 | 17013 | 1401390 | DEFINED | 01 |
| D APOLLO INVESTMENT CORP | COM | 03761U106 | 25176 | 1413586 | DEFINED | 01 |
| D ATMOS ENERGY CORP | COM | 049560105 | 2194 | 83342 | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSNG | COM | 053015103 | 6199 | 135714 | DEFINED | 01 |
| D AVERY DENNISON CORP | COM | 053611109 | 27701 | 473680 | DEFINED | 01 |
| D AVON PRODUCTS INC | COM | 054303102 | 10218 | 327828 | DEFINED | 01 |
| D AXCELIS TECHNOLOGIES INC | COM | 054540109 | 117 | 20021 | DEFINED | 01 |
| D BP PLC | COM | 055622104 | 26247 | 380720 | DEFINED | 01 |
| D BAKER HUGHES INC | COM | 057224107 | 456 | 6664 | DEFINED | 01 |
| D BANK OF AMERICA CORP | COM | 060505104 | 5357 | 117623 | DEFINED | 01 |
| D BECTON DICKINSON & | COM | 075887109 | 254 | 4124 | DEFINED | 01 |
| D BED BATH & BEYOND INC | COM | 075896100 | 1387 | 36128 | DEFINED | 01 |
| D BELLSOUTH CORP | COM | 079860102 | 1102 | 31815 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC | COM | 084670108 | 271 | 3 | DEFINED | 02 |
| D BERKSHIRE HATHAWAY INC | COM | 084670207 | 42725 | 14185 | DEFINED | 02 |
| D BIOMET INC | COM | 090613100 | 12885 | 362761 | DEFINED | 01 |
| D BLACK & DECKER CORP | COM | 091797100 | 292 | 3363 | DEFINED | 01 |
| D BLOCK H & R INC | COM | 093671105 | 253 | 11697 | DEFINED | 01 |
| D BOEING COMPANY | COM | 097023105 | 714 | 9161 | DEFINED | 01 |
| D BOSTON SCIENTIFIC CORP | COM | 101137107 | 519 | 22536 | DEFINED | 01 |
| D BRISTOL MYERS SQUIBB | COM | 110122108 | 612 | 24880 | DEFINED | 02 |
| D BROWN & BROWN INC | COM | 115236101 | 3741 | 112677 | DEFINED | 01 |
| D BURLINGTON NTHRN SANTA | COM | 12189T104 | 5922 | 71072 | DEFINED | 01 |
| D BURLINGTON RESOURCES INC | COM | 122014103 | 536 | 5828 | DEFINED | 01 |
| D CBL & ASSOC PPTYS INC | COM | 124830100 | 2246 | 52909 | DEFINED | 01 |
| D C P I CORP | COM | 125902106 | 6219 | 304863 | DEFINED | 01 |
| D CACHE INC NEW | COM | 127150308 | 191 | 10400 | DEFINED | 01 |
| D CADBURY SCHWEPPEES PLC | COM | 127209302 | 47088 | 1177189 | DEFINED | 01 |
| D CALIFORNIA PIZZA | COM | 13054D109 | 3177 | 97901 | DEFINED | 03 |
| D CANADIAN IMPERIAL BANK | COM | 136069101 | 295 | 4000 | DEFINED | 02 |
| D CANADIAN NATURAL | COM | 136385101 | 931 | 16801 | DEFINED | 01 |
| D CAPITAL ONE FINL CORP | COM | 14040H105 | 1567 | 19456 | DEFINED | 01 |
| D CARDICA INC | COM | 14141R101 | 670 | 85170 | DEFINED | 01 |
| D CARNIVAL CORP PAIRED CTF | COM | 143658300 | 333 | 7027 | DEFINED | 01 |
| D CASS INFORMATION | COM | 14808P109 | 871 | 24395 | DEFINED | 01 |
| D CATERPILLAR INC | COM | 149123101 | 1767 | 24600 | DEFINED | 01 |
| D CEMEX SA SPONS ADR NEW | COM | 151290889 | 608 | 9318 | DEFINED | 01 |
| D CHARLES RIVER LAB INTL | COM | 159864107 | 15549 | 317203 | DEFINED | 02 |
| D CHEVRON CORPORATION | COM | 166764100 | 62040 | 1070204 | DEFINED | 01 |
| D CIENA CORPORATION | COM | 171779101 | 57 | 11000 | DEFINED | 03 |
| D CINCINNATI | COM | 172062101 | 2326 | 55292 | DEFINED | 01 |
| D CINERGY CORPORATION | COM | 172474108 | 303 | 6674 | DEFINED | 01 |
| D CISCO SYSTEMS INC | COM | 17275R102 | 2754 | 127085 | DEFINED | 01 |
| D CINTAS CORP | COM | 172908105 | 265 | 6209 | DEFINED | 01 |
| D CITIGROUP INC | COM | 172967101 | 3253 | 68879 | DEFINED | 01 |
| D CLEAR CHANNEL | COM | 184502102 | 47154 | 1625429 | DEFINED | 01 |
| D CLOROX COMPANY | COM | 189054109 | 2379 | 39747 | DEFINED | 01 |
| D COCA-COLA COMPANY | COM | 191216100 | 3862 | 92249 | DEFINED | 01 |
| D COLE KENNETH PRODCNTNS A | COM | 193294105 | 4441 | 160320 | DEFINED | 01 |
| D COLGATE-PALMOLIVE | COM | 194162103 | 4263 | 74660 | DEFINED | 01 |
| D COMCAST CORP CLASS A NEW | COM | 20030N101 | 343 | 13116 | DEFINED | 01 |
| D COMCAST CORP CLASS A NEW | COM | 20030N200 | 15762 | 603434 | DEFINED | 01 |
| D COMMERCE BANCORP INC | COM | 200519106 | 2637 | 71950 | DEFINED | 01 |
| D COMMERCE BANCSHARES INC | COM | 200525103 | 2398 | 46407 | DEFINED | 01 |
| D CONAGRA FOODS INC | COM | 205887102 | 22428 | 1045096 | DEFINED | 01 |
| D CONOCOPHILLIPS | COM | 20825C104 | 7685 | 121698 | DEFINED | 01 |
| D CONSOLIDATED EDISON INC | COM | 209115104 | 909 | 20886 | DEFINED | 02 |
| D CONSTELLATION BRANDS | COM | 21036P108 | 282 | 11240 | DEFINED | 01 |
| D CORPORATE OFFICE PPTYS | COM | 22002T108 | 2580 | 56407 | DEFINED | 01 |
| D DNP SELECT INCOME | COM | 23325P104 | 259 | 24823 | DEFINED | 01 |
| D DANAHER CORP | COM | 235851102 | 634 | 9984 | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D DEAN FOODS COMPANY NEW | COM | 242370104 | 442 | 11375 | DEFINED | 01 |
| D DELTA & PINE LAND | COM | 247357106 | 4517 | 149768 | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL | COM | 249030107 | 1667 | 28665 | DEFINED | 01 |
| D DEVELOPERS DIVERSIFIED | COM | 251591103 | 2575 | 47024 | DEFINED | 01 |
| D DEVON ENERGY CORPORATION | COM | 25179M103 | 274 | 4479 | DEFINED | 01 |
| D DIAGEO PLC NEW SPN ADR | COM | 25243Q205 | 65917 | 1039210 | DEFINED | 01 |
| D DISNEY WALT COMPANY | COM | 254687106 | 549 | 19690 | DEFINED | 01 |
| D DISCOVERY HOLDING | COM | 25468Y107 | 1229 | 81920 | DEFINED | 01 |
| D DOMINION RES INC VA NEW | COM | 25746U109 | 1205 | 17452 | DEFINED | 01 |
| D DONALDSON COMPANY INC | COM | 257651109 | 1215 | 35957 | DEFINED | 01 |
| D DOW CHEMICAL COMPANY | COM | 260543103 | 1190 | 29305 | DEFINED | 01 |
| D DU PONT E.I.DE NEMOUR | COM | 263534109 | 1031 | 24424 | DEFINED | 01 |
| D E M C CORP MASS | COM | 268648102 | 593 | 43514 | DEFINED | 01 |
| D EATON CORP | COM | 278058102 | 432 | 5916 | DEFINED | 01 |
| D EATON VANCE CORP | COM | 278265103 | 2200 | 80367 | DEFINED | 01 |
| D EBAY INC | COM | 278642103 | 237 | 6068 | DEFINED | 01 |
| D A G EDWARDS INC | COM | 281760108 | 3290 | 65975 | DEFINED | 01 |
| D EMERSON ELECTRIC COMPANY | COM | 291011104 | 24573 | 293825 | DEFINED | 01 |
| D ENERGEN CORPORATION | COM | 29265N108 | 2105 | 60139 | DEFINED | 01 |
| D ENERGIZER HLDGS INC | COM | 29266R108 | 5539 | 104500 | DEFINED | 02 |
| D ENERGY TRANSFER PARTNERS | COM | 29273R109 | 404 | 10426 | DEFINED | 01 |
| D ENERPLUS RESOURCES FUND | COM | 29274D604 | 26985 | 534994 | DEFINED | 01 |
| D ENTERCOM COMMNS CORP | COM | 293639100 | 31179 | 1116720 | DEFINED | 01 |
| D ERICSSON L M TEL COMPANY | COM | 294821608 | 508 | 13462 | DEFINED | 01 |
| D EURONET WORLDWIDE INC | COM | 298736109 | 223 | 5898 | DEFINED | 01 |
| D EXELON CORPORATION | COM | 30161N101 | 262 | 4959 | DEFINED | 01 |
| D EXPEDITORS INTERNATIONAL | COM | 302130109 | 2383 | 27579 | DEFINED | 01 |
| D EXXON MOBIL CORP | COM | 30231G102 | 59901 | 984239 | DEFINED | 01 |
| D FPL GROUP INC | COM | 302571104 | 2678 | 66728 | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS | COM | 303075105 | 1410 | 31794 | DEFINED | 01 |
| D FEDL HOME LOAN MTG CORP | COM | 313400301 | 623 | 10216 | DEFINED | 01 |
| D FANNIE MAE | COM | 313586109 | 1824 | 35489 | DEFINED | 01 |
| D FEDEX CORPORATION | COM | 31428X106 | 974 | 8624 | DEFINED | 01 |
| D F5 NETWORKS INC | COM | 315616102 | 381 | 5262 | DEFINED | 01 |
| D FIFTH THIRD BANCORP | COM | 316773100 | 1364 | 34656 | DEFINED | 01 |
| D FINANCIAL FED CORP | COM | 317492106 | 19008 | 648728 | DEFINED | 01 |
| D FINISAR CORP | COM | 31787A101 | 91 | 18411 | DEFINED | 01 |
| D FIRST DATA CORP | COM | 319963104 | 46586 | 995007 | DEFINED | 01 |
| D FISERV INC | COM | 337738108 | 1430 | 33617 | DEFINED | 01 |
| D FORTUNE BRANDS INC | COM | 349631101 | 377 | 4670 | DEFINED | 01 |
| D FORWARD AIR CORP | COM | 349853101 | 6388 | 171304 | DEFINED | 01 |
| D FRANKLIN RESOURCES INC | COM | 354613101 | 319 | 3384 | DEFINED | 01 |
| D FREEPORT MCMORAN COPPER | COM | 35671D857 | 217 | 3627 | DEFINED | 01 |
| D GABELLI GLOBAL | COM | 36239Q109 | 1881 | 181222 | DEFINED | 01 |
| D GANNETT COMPANY INC DE | COM | 364730101 | 2319 | 38697 | DEFINED | 01 |
| D GENERAL DYNAMICS | COM | 369550108 | 221 | 3460 | DEFINED | 01 |
| D GENERAL ELECTRIC COMPANY | COM | 369604103 | 23124 | 664876 | DEFINED | 01 |
| D GENERAL MILLS INC | COM | 370334104 | 1019 | 20103 | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP | COM | 376535100 | 10347 | 480142 | DEFINED | 01 |
| D GLADSTONE COMMERCIAL | COM | 376536108 | 4429 | 218724 | DEFINED | 01 |
| D GLAXOSMITHKLINE PLC | COM | 37733W105 | 535 | 10237 | DEFINED | 01 |
| D GOLDMAN SACHS GROUP INC | COM | 38141G104 | 203 | 1295 | DEFINED | 01 |
| D GRACO INCORPORATED | COM | 384109104 | 313 | 6890 | DEFINED | 01 |
| D HARLEY DAVIDSON INC | COM | 412822108 | 9865 | 190143 | DEFINED | 01 |
| D HARMAN INTERNATIONAL | COM | 413086109 | 1480 | 13316 | DEFINED | 01 |
| D HARTFORD FINL SVCS GROUP | COM | 416515104 | 386 | 4788 | DEFINED | 01 |
| D HEARST ARGYLE | COM | 422317107 | 642 | 27493 | DEFINED | 01 |
| D HEARTLAND EXPRESS INC | COM | 422347104 | 14389 | 660359 | DEFINED | 01 |
| D HEINZ HJ COMPANY | COM | 423074103 | 2723 | 71819 | DEFINED | 01 |
| D HENRY JACK & ASSOC INC | COM | 426281101 | 250 | 10953 | DEFINED | 01 |
| D HERSHEY COMPANY | COM | 427866108 | 14589 | 279318 | DEFINED | 01 |
| D HEWLETT-PACKARD COMPANY | COM | 428236103 | 202 | 6155 | DEFINED | 01 |

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|----------------------------|-----|-----------|--------|---------|---------|----|
| D HIBBETT SPORTING GOODS | COM | 428565105 | 975 | 29563 | DEFINED | 01 |
| D HILTON HOTELS CORP | COM | 432848109 | 1359 | 53382 | DEFINED | 01 |
| D HOME DEPOT INC | COM | 437076102 | 5311 | 125545 | DEFINED | 01 |
| D HONEYWELL INTL INC | COM | 438516106 | 288 | 6734 | DEFINED | 01 |
| D HUNTINGTON BANCSHRES INC | COM | 446150104 | 257 | 10647 | DEFINED | 01 |
| D ISTAR FINANCIAL INC | COM | 45031U101 | 23154 | 604855 | DEFINED | 01 |
| D ILLINOIS TOOL WORKS INC | COM | 452308109 | 36751 | 381588 | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW | COM | 453038408 | 1613 | 15000 | DEFINED | 01 |
| D INTEL CORP | COM | 458140100 | 2652 | 136283 | DEFINED | 01 |
| D INTERNATIONAL BUSINESS | COM | 459200101 | 5061 | 61363 | DEFINED | 01 |
| D INTRNTL SPEEDWAY CORP | COM | 460335201 | 9604 | 188693 | DEFINED | 01 |
| D IRON MOUNTAIN INC DE | COM | 462846106 | 4686 | 115031 | DEFINED | 02 |
| D ISHARES INC | COM | 464286202 | 4235 | 136123 | DEFINED | 01 |
| D ISHARES MSCI BELGIUM | COM | 464286301 | 4122 | 194700 | DEFINED | 01 |
| D ISHARES INC | COM | 464286699 | 4062 | 201493 | DEFINED | 01 |
| D ISHARES INC MSCI | COM | 464286707 | 4216 | 144324 | DEFINED | 01 |
| D ISHARES INC | COM | 464286822 | 4221 | 110096 | DEFINED | 01 |
| D ISHARES INC MSCI JAPAN | COM | 464286848 | 4311 | 299356 | DEFINED | 01 |
| D ISHARES INC MSCI | COM | 464286855 | 4094 | 146751 | DEFINED | 01 |
| D ISHARES DOW JONES | COM | 464287168 | 2385 | 38036 | DEFINED | 01 |
| D ISHARES TR | COM | 464287176 | 3625 | 36017 | DEFINED | 01 |
| D ISHARES TRUST FTSE* | COM | 464287184 | 4323 | 58202 | DEFINED | 01 |
| D ISHARES TR | COM | 464287200 | 302667 | 2329646 | DEFINED | 01 |
| D ISHARES LEHMAN AGGREGAT | COM | 464287226 | 5029 | 50757 | DEFINED | 01 |
| D ISHARES TR MSCI | COM | 464287234 | 541 | 5463 | DEFINED | 01 |
| D ISHARES TR GOLDMAN | COM | 464287242 | 305903 | 2905058 | DEFINED | 01 |
| D ISHARES S&P 500 GROWTH | COM | 464287309 | 93944 | 1542588 | DEFINED | 01 |
| D ISHARES S&P 500 VALUE | COM | 464287408 | 96672 | 1405933 | DEFINED | 01 |
| D ISHARES TR 20+ TREAS | COM | 464287432 | 8580 | 98768 | DEFINED | 01 |
| D ISHARES TR 1 3 YR TREAS | COM | 464287457 | 114419 | 1430412 | DEFINED | 01 |
| D I SHARES TRUST MSCI | COM | 464287465 | 382162 | 5886656 | DEFINED | 01 |
| D ISHARES TR | COM | 464287473 | 1741 | 13051 | DEFINED | 01 |
| D ISHARES TR | COM | 464287507 | 79744 | 1005859 | DEFINED | 01 |
| D ISHARES TR | COM | 464287549 | 3395 | 68644 | DEFINED | 01 |
| D ISHARES TR | COM | 464287580 | 49034 | 792795 | DEFINED | 01 |
| D ISHARES TR | COM | 464287598 | 802 | 10967 | DEFINED | 01 |
| D ISHARES S&P MIDCAP 400 | COM | 464287606 | 363902 | 4520527 | DEFINED | 01 |
| D ISHARES TR | COM | 464287614 | 219 | 4155 | DEFINED | 01 |
| D ISHARES TR | COM | 464287630 | 509 | 6805 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287648 | 298 | 3736 | DEFINED | 01 |
| D ISHARES TR | COM | 464287697 | 59014 | 780300 | DEFINED | 01 |
| D ISHARES S&P MIDCAP 400 | COM | 464287705 | 369489 | 4817962 | DEFINED | 01 |
| D ISHARES TR | COM | 464287713 | 109396 | 4227044 | DEFINED | 01 |
| D ISHARES TR | COM | 464287721 | 8316 | 159121 | DEFINED | 03 |
| D ISHARES TR DOW JONES US | COM | 464287739 | 660 | 8985 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287754 | 12812 | 202987 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287762 | 328030 | 5145562 | DEFINED | 03 |
| D ISHARES TR | COM | 464287788 | 13165 | 125143 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287796 | 2756 | 29904 | DEFINED | 01 |
| D ISHARES TR | COM | 464287804 | 6095 | 93441 | DEFINED | 01 |
| D ISHARES TR | COM | 464287812 | 16948 | 314839 | DEFINED | 01 |
| D ISHARES S&P SMALLCAP | COM | 464287879 | 27344 | 375496 | DEFINED | 01 |
| D ISHARES S&P SMALLCAP | COM | 464287887 | 27192 | 209909 | DEFINED | 01 |
| D JPMORGAN CHASE & | COM | 46625H100 | 1230 | 29544 | DEFINED | 01 |
| D JOHNSON & JOHNSON | COM | 478160104 | 69570 | 1174780 | DEFINED | 01 |
| D KLA-TENCOR CORP | COM | 482480100 | 406 | 8402 | DEFINED | 01 |
| D KELLOGG COMPANY | COM | 487836108 | 788 | 17901 | DEFINED | 01 |
| D KERR-MC GEE CORPORATION | COM | 492386107 | 298 | 3103 | DEFINED | 01 |
| D KIMBERLY-CLARK CORP | COM | 494368103 | 1261 | 21822 | DEFINED | 01 |
| D KOHL'S CORP | COM | 500255104 | 1432 | 27009 | DEFINED | 01 |
| D KRAFT FOODS CL A | COM | 50075N104 | 2275 | 75048 | DEFINED | 01 |
| D LACLEDE GROUP INC | COM | 505597104 | 247 | 7173 | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D LANDSTAR SYSTEM INC | COM | 515098101 | 318 | 7200 | DEFINED | 01 |
| D LEGGETT&PLATT INC COM | COM | 524660107 | 2299 | 94350 | DEFINED | 01 |
| D LEHMAN BROTHERS HOLDINGS | COM | 524908100 | 257 | 1776 | DEFINED | 01 |
| D LIBERTY MEDIA CORP NEW | COM | 530718105 | 3288 | 400454 | DEFINED | 01 |
| D LILLY ELI & COMPANY | COM | 532457108 | 8587 | 155286 | DEFINED | 01 |
| D LINCOLN NATIONAL CORP | COM | 534187109 | 264 | 4836 | DEFINED | 01 |
| D LINN ENERGY LLC | COM | 536020100 | 288 | 14127 | DEFINED | 01 |
| D LIVE NATION INC | COM | 538034109 | 206 | 10373 | DEFINED | 02 |
| D LOWES COMPANIES INC | COM | 548661107 | 2895 | 44927 | DEFINED | 01 |
| D LUCENT TECHNOLOGIES INC | COM | 549463107 | 133 | 43687 | DEFINED | 01 |
| D MDU RESOURCES GROUP INC | COM | 552690109 | 2268 | 67796 | DEFINED | 01 |
| D MARKEL CORP | COM | 570535104 | 26339 | 78001 | DEFINED | 02 |
| D MARKWEST ENERGY PARTNERS | COM | 570759100 | 260 | 5566 | DEFINED | 01 |
| D MATRIXONE INC | COM | 57685P304 | 156 | 21718 | DEFINED | 01 |
| D MCDONALDS CORP | COM | 580135101 | 5388 | 156821 | DEFINED | 01 |
| D MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 263 | 4600 | DEFINED | 01 |
| D MEDTRONIC INC | COM | 585055106 | 2745 | 54090 | DEFINED | 01 |
| D MERCK & COMPANY INC | COM | 589331107 | 7438 | 211126 | DEFINED | 01 |
| D MERCURY GENERAL CORP NEW | COM | 589400100 | 24682 | 449583 | DEFINED | 01 |
| D MERRILL LYNCH & | COM | 590188108 | 246 | 3125 | DEFINED | 01 |
| D MICROSOFT CORP | COM | 594918104 | 47719 | 1753720 | DEFINED | 01 |
| D MIDCAP SPDR TR | COM | 595635103 | 5616 | 38796 | DEFINED | 01 |
| D MONSANTO COMPANY NEW | COM | 61166W101 | 1801 | 21253 | DEFINED | 01 |
| D MORGAN STANLEY | COM | 617446448 | 326 | 5189 | DEFINED | 01 |
| D NVR INC | COM | 62944T105 | 984 | 1332 | DEFINED | 01 |
| D NASDAQ STOCK MARKET INC | COM | 631103108 | 523 | 13050 | DEFINED | 01 |
| D NATIONAL FUEL GAS | COM | 636180101 | 2372 | 72506 | DEFINED | 01 |
| D NATIONWIDE FINANCIAL | COM | 638612101 | 225 | 5235 | DEFINED | 01 |
| D NATIONWIDE HEALTH | COM | 638620104 | 258 | 12001 | DEFINED | 01 |
| D NOBILITY HOMES INC | COM | 654892108 | 240 | 9698 | DEFINED | 01 |
| D NOKIA CORPORATION | COM | 654902204 | 576 | 27794 | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP | COM | 655844108 | 3993 | 73852 | DEFINED | 01 |
| D NORTH FORK BANCORP INC | COM | 659424105 | 26188 | 908344 | DEFINED | 01 |
| D NRTHRN BORDER PRTRNS | COM | 664785102 | 646 | 13485 | DEFINED | 01 |
| D NORTHERN TRUST CORP | COM | 665859104 | 310 | 5909 | DEFINED | 01 |
| D NORTHWESTERN CORPORATION | COM | 668074305 | 29787 | 956556 | DEFINED | 01 |
| D NOVARTIS AG | COM | 66987V109 | 4919 | 88724 | DEFINED | 01 |
| D NUVEEN PREFERRED & | COM | 67073D102 | 130 | 10521 | DEFINED | 01 |
| D OCCIDENTAL PETRO CORP | COM | 674599105 | 704 | 7597 | DEFINED | 01 |
| D ORACLE CORP | COM | 68389X105 | 275 | 20083 | DEFINED | 01 |
| D O REILLY AUTOMOTIVE INC | COM | 686091109 | 1943 | 53151 | DEFINED | 01 |
| D P P G INDUSTRIES INC | COM | 693506107 | 317 | 5001 | DEFINED | 01 |
| D PATTERSON COMPANIES INC | COM | 703395103 | 5172 | 146944 | DEFINED | 02 |
| D PAYCHEX INC | COM | 704326107 | 2386 | 57281 | DEFINED | 01 |
| D PEABODY ENERGY CORP | COM | 704549104 | 330 | 6557 | DEFINED | 01 |
| D PENNEY J C COMPANY INC | COM | 708160106 | 1891 | 31312 | DEFINED | 01 |
| D PEPSICO INC | COM | 713448108 | 65539 | 1134085 | DEFINED | 01 |
| D PFIZER INCORPORATED | COM | 717081103 | 47123 | 1890976 | DEFINED | 01 |
| D PIEDMONT NATURAL GAS | COM | 720186105 | 2239 | 93321 | DEFINED | 01 |
| D PLUM CREEK TIMBER | COM | 729251108 | 18508 | 501172 | DEFINED | 01 |
| D POLARIS INDUSTRIES INC | COM | 731068102 | 1378 | 25260 | DEFINED | 01 |
| D PROCTER & GAMBLE COMPANY | COM | 742718109 | 20504 | 355780 | DEFINED | 01 |
| D PROGRESS ENERGY INC | COM | 743263105 | 253 | 5761 | DEFINED | 01 |
| D PRUDENTIAL FINANCIAL INC | COM | 744320102 | 1757 | 23173 | DEFINED | 01 |
| D PULTE HOMES INC | COM | 745867101 | 1510 | 39300 | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW | COM | 751028101 | 1004 | 26387 | DEFINED | 01 |
| D RAYONIER INC | COM | 754907103 | 34269 | 751686 | DEFINED | 01 |
| D REGIONS FINANCIAL | COM | 7591EP100 | 402 | 11438 | DEFINED | 01 |
| D REPUBLIC SVCS INC | COM | 760759100 | 328 | 7728 | DEFINED | 01 |
| D RESMED INC | COM | 761152107 | 1608 | 36569 | DEFINED | 01 |
| D ROBERT HALF INTL INC | COM | 770323103 | 250 | 6472 | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC | COM | 773903109 | 1033 | 14372 | DEFINED | 01 |

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|----------------------------|-----|-----------|--------|----------|---------|----|
| D ROCKWELL COLLINS INC DE | COM | 774341101 | 951 | 16868 | DEFINED | 01 |
| D ROSS STORES INC | COM | 778296103 | 2639 | 90408 | DEFINED | 01 |
| D ROYAL DUTCH SHELL PLC | COM | 780259206 | 3767 | 60509 | DEFINED | 01 |
| D RYDEX ETF TR S&P 500 | COM | 78355W106 | 322 | 1827 | DEFINED | 01 |
| D SLM CORP | COM | 78442P106 | 532 | 10251 | DEFINED | 01 |
| D STANDARD & POORS | COM | 78462F103 | 11656 | 89780 | DEFINED | 01 |
| D ST MARY LAND & | COM | 792228108 | 4676 | 114515 | DEFINED | 01 |
| D SARA LEE CORP | COM | 803111103 | 233 | 13037 | DEFINED | 01 |
| D SCANA CORP NEW | COM | 80589M102 | 2498 | 63660 | DEFINED | 01 |
| D SCHERING PLOUGH CORP | COM | 806605101 | 736 | 38747 | DEFINED | 01 |
| D SCHLUMBERGER LTD | COM | 806857108 | 542 | 4286 | DEFINED | 01 |
| D SCOTTS MIRACLE-GRO CO | COM | 810186106 | 4090 | 89378 | DEFINED | 01 |
| D SCRIPPS E W CO CL A NEW | COM | 811054204 | 2934 | 65617 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y100 | 1123 | 34703 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y209 | 4554 | 142403 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y308 | 256944 | 10887460 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y407 | 113685 | 3377465 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y506 | 138597 | 2547734 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y605 | 316633 | 9727579 | DEFINED | 01 |
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| D SECTOR SPDR TR SBI | COM | 81369Y886 | 1054 | 34178 | DEFINED | 01 |
| D SIGMA ALDRICH CORP | COM | 826552101 | 21627 | 328730 | DEFINED | 01 |
| D SKYWEST INC | COM | 830879102 | 233 | 7951 | DEFINED | 01 |
| D SMITH & NEPHEW PLC NEW | COM | 83175M205 | 11599 | 260004 | DEFINED | 01 |
| D SNAP ON INC | COM | 833034101 | 17886 | 469204 | DEFINED | 01 |
| D SONIC CORP | COM | 835451105 | 3369 | 95900 | DEFINED | 01 |
| D SOUTH JERSEY IND INC | COM | 838518108 | 2124 | 77902 | DEFINED | 01 |
| D SOUTHERN COMPANY | COM | 842587107 | 14093 | 430068 | DEFINED | 01 |
| D SPRINT NEXTEL CORP | COM | 852061100 | 547 | 21152 | DEFINED | 01 |
| D STAPLES INC | COM | 855030102 | 329 | 12908 | DEFINED | 01 |
| D STARBUCKS CORPORATION | COM | 855244109 | 244 | 6490 | DEFINED | 01 |
| D STATE STREET CORP | COM | 857477103 | 2426 | 40146 | DEFINED | 01 |
| D STEEL DYNAMICS INC | COM | 858119100 | 239 | 4212 | DEFINED | 01 |
| D STREETTRACKS GOLD TRUST | COM | 863307104 | 303 | 5210 | DEFINED | 01 |
| D STREETTRACKS DOW JONES | COM | 86330E604 | 9735 | 125128 | DEFINED | 01 |
| D STRYKER CORP | COM | 863667101 | 1675 | 37767 | DEFINED | 01 |
| D SYSCO CORPORATION | COM | 871829107 | 3842 | 119870 | DEFINED | 01 |
| D TCF FINANCIAL CORP | COM | 872275102 | 43461 | 1687795 | DEFINED | 01 |
| D TXU CORP | COM | 873168108 | 233 | 5199 | DEFINED | 01 |
| D TARGET CORP | COM | 87612E106 | 15353 | 295197 | DEFINED | 01 |
| D TEXAS INSTRUMENTS INC | COM | 882508104 | 580 | 17878 | DEFINED | 01 |
| D 3M COMPANY | COM | 88579Y101 | 34439 | 455000 | DEFINED | 01 |
| D TRANSCANADA CORP | COM | 89353D107 | 318 | 11000 | DEFINED | 01 |
| D TRIBUNE CO NEW 10/83 | COM | 896047107 | 1766 | 64385 | DEFINED | 01 |
| D U S BANCORP DE NEW | COM | 902973304 | 1651 | 54116 | DEFINED | 01 |
| D UNILEVER PLC | COM | 904767704 | 220 | 5357 | DEFINED | 01 |
| D UNION PACIFIC CORP | COM | 907818108 | 676 | 7243 | DEFINED | 01 |
| D UNITED TECHNOLOGIES CORP | COM | 913017109 | 6570 | 113342 | DEFINED | 01 |
| D UNITEDHEALTH GROUP INC | COM | 91324P102 | 477 | 8538 | DEFINED | 01 |
| D VALERO | COM | 91913W104 | 324 | 6392 | DEFINED | 01 |
| D VALUECLICK INC | COM | 92046N102 | 237 | 14025 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A108 | 2185 | 40010 | DEFINED | 03 |
| D VANGUARD SECTOR INDEX | COM | 92204A207 | 5387 | 93772 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A306 | 6587 | 83817 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A405 | 9309 | 159488 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A603 | 4284 | 67926 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A702 | 6339 | 124446 | DEFINED | 03 |
| D VARIAN MEDICAL SYSTEMS | COM | 92220P105 | 6235 | 111014 | DEFINED | 01 |
| D VECTREN CORP | COM | 92240G101 | 18899 | 716432 | DEFINED | 01 |
| D VANGUARD INDEX FUNDS | COM | 922908553 | 1290 | 18992 | DEFINED | 01 |
| D VERIZON COMMUNICATIONS | COM | 92343V104 | 2967 | 87114 | DEFINED | 01 |

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| D VULCAN MATERIALS COMPANY | COM | 929160109 | 207 | 2389 | DEFINED 01 |
| D WPS RESOURCES CORP | COM | 92931B106 | 332 | 6746 | DEFINED 02 |
| D WACHOVIA CORP NEW | COM | 929903102 | 4614 | 82320 | DEFINED 01 |
| D WAL-MART STORES INC | COM | 931142103 | 47166 | 998444 | DEFINED 01 |
| D WALGREEN COMPANY | COM | 931422109 | 6507 | 150880 | DEFINED 01 |
| D WASHINGTON MUTUAL INC | COM | 939322103 | 241 | 5647 | DEFINED 01 |
| D WATERS CORP | COM | 941848103 | 20896 | 484274 | DEFINED 02 |
| D WEIGHT WATCHERS INTL INC | COM | 948626106 | 16844 | 327711 | DEFINED 02 |
| D WELLPOINT INC | COM | 94973V107 | 545 | 7044 | DEFINED 01 |
| D WELLS FARGO & CO NEW | COM | 949746101 | 47612 | 745449 | DEFINED 01 |
| D WESCO FINANCIAL CORP | COM | 950817106 | 4652 | 11658 | DEFINED 01 |
| D WESTAMERICA | COM | 957090103 | 22158 | 426779 | DEFINED 01 |
| D WHOLE FOODS MARKET INC | COM | 966837106 | 208 | 3125 | DEFINED 01 |
| D WILEY JOHN & SONS CL A | COM | 968223206 | 4157 | 109828 | DEFINED 01 |
| D WYETH | COM | 983024100 | 3201 | 65982 | DEFINED 01 |
| D XCEL ENERGY INC | COM | 98389B100 | 372 | 20503 | DEFINED 01 |
| D ZIMMER HOLDINGS INC | COM | 98956P102 | 542 | 8018 | DEFINED 01 |
| D COOPER INDUSTRIES LTD | COM | G24182100 | 252 | 2904 | DEFINED 01 |
| D ENDURANCE SPECIALTY | COM | G30397106 | 5627 | 172875 | DEFINED 01 |
| D INGERSOLL RAND COMPANY | COM | G4776G101 | 23134 | 553580 | DEFINED 01 |
| D NABORS INDUSTRIES LTD | COM | G6359F103 | 767 | 10721 | DEFINED 01 |
| D STEWART W P & CO LTD | COM | G84922106 | 27064 | 1283893 | DEFINED 01 |
| D WHITE MOUNTAINS | COM | G9618E107 | 23611 | 39716 | DEFINED 01 |
| D WILLIS GROUP HOLDINGS | COM | G96655108 | 14032 | 409579 | DEFINED 01 |
| D UBS AG | COM | H8920M855 | 228 | 2073 | DEFINED 01 |
| S REPORT SUMMARY | 358 DATA RECORDS | | 6342326 | | 3 OTHER MANAGERS |