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EDWARDS A G INC
Form 13F-HR
August 11, 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: June 30, 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 08/10/06
[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: 350

Form 13F Information Table Value Total: \$6,679,059
(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 | 1276 | 27536 | | | DEFINED | 01 |
| D AT&T INC | COM | 00206R102 | 2120 | 76012 | | | DEFINED | 01 |
| D ABBOTT LABORATORIES | COM | 002824100 | 7382 | 169284 | | | DEFINED | 01 |
| D ADESA INCORPORATED | COM | 00686U104 | 24353 | 1094997 | | | DEFINED | 01 |
| D AFFILIATED COMPUTER | COM | 008190100 | 391 | 7579 | | | DEFINED | 01 |
| D AFFILIATED MANAGERS | COM | 008252108 | 5768 | 66380 | | | DEFINED | 02 |
| D ALCOA INC | COM | 013817101 | 784 | 24213 | | | DEFINED | 01 |
| D ALEXANDRIA REAL ESTATE | COM | 015271109 | 1841 | 20756 | | | DEFINED | 01 |
| D ALLIANCEBERNSTEIN | COM | 01881G106 | 224 | 3656 | | | DEFINED | 01 |
| D ALLIED CAPITAL | COM | 01903Q108 | 204 | 7091 | | | DEFINED | 01 |
| D ALLSTATE CORP | COM | 020002101 | 1555 | 28419 | | | DEFINED | 01 |
| D ALLTEL CORP | COM | 020039103 | 241 | 3779 | | | DEFINED | 01 |
| D ALTRIA GROUP INC | COM | 02209S103 | 1251 | 17037 | | | DEFINED | 01 |
| D AMBASSADORS GROUP INC | COM | 023177108 | 4826 | 167118 | | | DEFINED | 01 |
| D AMEREN CORPORATION | COM | 023608102 | 891 | 17638 | | | DEFINED | 01 |
| D AMERN CAP STRATEGIES | COM | 024937104 | 245 | 7322 | | | DEFINED | 01 |
| D AMERICAN EXPRESS COMPANY | COM | 025816109 | 30330 | 569896 | | | DEFINED | 01 |
| D AMERICAN INTERNATIONAL | COM | 026874107 | 1979 | 33512 | | | DEFINED | 01 |
| D AMERICAN SHARED HOSP SVC | COM | 029595105 | 156 | 25500 | | | DEFINED | 01 |
| D AMERICAN STANDARD | COM | 029712106 | 226 | 5232 | | | DEFINED | 01 |
| D AMERIPRISE FINANCIAL INC | COM | 03076C106 | 1859 | 41607 | | | DEFINED | 01 |
| D AMGEN INC | COM | 031162100 | 2532 | 38811 | | | DEFINED | 01 |
| D AMSOUTH BANCORPORATION | COM | 032165102 | 277 | 10483 | | | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D ANADARKO PETROLEUM CORP | COM | 032511107 | 779 | 16331 | DEFINED | 01 |
| D ANHEUSER BUSCH COMPANIES | COM | 035229103 | 59760 | 1310807 | DEFINED | 01 |
| D ANNALY MTG MGMT INC | COM | 035710409 | 16799 | 1311421 | DEFINED | 01 |
| D APACHE CORP | COM | 037411105 | 247 | 3618 | DEFINED | 01 |
| D APOLLO INVESTMENT CORP | COM | 03761U106 | 24040 | 1300861 | DEFINED | 01 |
| D ATMOS ENERGY CORP | COM | 049560105 | 3104 | 111204 | DEFINED | 01 |
| D AUTOMATIC DATA PROCESSNG | COM | 053015103 | 8959 | 197546 | DEFINED | 01 |
| D AVERY DENNISON CORP | COM | 053611109 | 26692 | 459723 | DEFINED | 01 |
| D AVON PRODUCTS INC | COM | 054303102 | 10264 | 331108 | DEFINED | 01 |
| D BP PLC | COM | 055622104 | 27101 | 389329 | DEFINED | 01 |
| D BAKER HUGHES INC | COM | 057224107 | 514 | 6284 | DEFINED | 01 |
| D BANK OF AMERICA CORP | COM | 060505104 | 6152 | 127896 | DEFINED | 01 |
| D BECTON DICKINSON & | COM | 075887109 | 252 | 4124 | DEFINED | 01 |
| D BED BATH & BEYOND INC | COM | 075896100 | 1238 | 37331 | DEFINED | 01 |
| D BELLSOUTH CORP | COM | 079860102 | 1250 | 34519 | DEFINED | 01 |
| D BEMIS COMPANY INC | COM | 081437105 | 219 | 7150 | DEFINED | 01 |
| D BERKSHIRE HATHAWAY INC | COM | 084670108 | 275 | 3 | DEFINED | 02 |
| D BERKSHIRE HATHAWAY INC | COM | 084670207 | 43299 | 14229 | DEFINED | 02 |
| D BIOMET INC | COM | 090613100 | 10956 | 350158 | DEFINED | 01 |
| D BLOCK H & R INC | COM | 093671105 | 278 | 11632 | DEFINED | 01 |
| D BOEING COMPANY | COM | 097023105 | 867 | 10586 | DEFINED | 01 |
| D BOSTON SCIENTIFIC CORP | COM | 101137107 | 379 | 22486 | DEFINED | 01 |
| D BRISTOL MYERS SQUIBB | COM | 110122108 | 814 | 31470 | DEFINED | 01 |
| D BROWN & BROWN INC | COM | 115236101 | 2959 | 101269 | DEFINED | 01 |
| D BURLINGTON NTHRN SANTA | COM | 12189T104 | 6355 | 80191 | DEFINED | 01 |
| D CBL & ASSOC PPTYS INC | COM | 124830100 | 2825 | 72575 | DEFINED | 01 |
| D C P I CORP | COM | 125902106 | 8353 | 272094 | DEFINED | 01 |
| D CACHE INC NEW | COM | 127150308 | 198 | 11400 | DEFINED | 01 |
| D CADBURY SCHWEPPEES PLC | COM | 127209302 | 47892 | 1233696 | DEFINED | 01 |
| D CALIFORNIA PIZZA | COM | 13054D109 | 2452 | 89246 | DEFINED | 03 |
| D CANADIAN IMPERIAL BANK | COM | 136069101 | 268 | 4001 | DEFINED | 01 |
| D CANADIAN NATURAL | COM | 136385101 | 930 | 16801 | DEFINED | 01 |
| D CAPITAL ONE FINL CORP | COM | 14040H105 | 1346 | 15750 | DEFINED | 01 |
| D CARDICA INC | COM | 14141R101 | 337 | 42572 | DEFINED | 01 |
| D CARNIVAL CORP PAIRED CTF | COM | 143658300 | 277 | 6646 | DEFINED | 01 |
| D CASS INFORMATION | COM | 14808P109 | 1196 | 24562 | DEFINED | 01 |
| D CATERPILLAR INC | COM | 149123101 | 1503 | 20183 | DEFINED | 01 |
| D CEMEX SA SPONS ADR NEW | COM | 151290889 | 1487 | 26102 | DEFINED | 01 |
| D CHARLES RIVER LAB INTL | COM | 159864107 | 1355 | 36813 | DEFINED | 02 |
| D CHEVRON CORP | COM | 166764100 | 63674 | 1026005 | DEFINED | 01 |
| D CINCINNATI | COM | 172062101 | 3444 | 73268 | DEFINED | 01 |
| D CISCO SYSTEMS INC | COM | 17275R102 | 3549 | 181725 | DEFINED | 01 |
| D CINTAS CORP | COM | 172908105 | 234 | 5875 | DEFINED | 01 |
| D CITIGROUP INC | COM | 172967101 | 3374 | 69926 | DEFINED | 01 |
| D CLEAR CHANNEL | COM | 184502102 | 45764 | 1478632 | DEFINED | 01 |
| D CLOROX COMPANY | COM | 189054109 | 3144 | 51564 | DEFINED | 01 |
| D COCA-COLA COMPANY | COM | 191216100 | 4277 | 99421 | DEFINED | 01 |
| D COLE KENNETH PRODCNTNS A | COM | 193294105 | 4417 | 197816 | DEFINED | 01 |
| D COLGATE-PALMOLIVE | COM | 194162103 | 5050 | 84314 | DEFINED | 01 |
| D COMCAST CORP CLASS A NEW | COM | 20030N101 | 376 | 11495 | DEFINED | 01 |
| D COMCAST CORP NEW CLASS A | COM | 20030N200 | 16920 | 516166 | DEFINED | 01 |
| D COMMERCE BANCORP INC | COM | 200519106 | 3192 | 89475 | DEFINED | 01 |
| D COMMERCE BANCSHARES INC | COM | 200525103 | 3036 | 60656 | DEFINED | 01 |
| D CONAGRA FOODS INC | COM | 205887102 | 20547 | 929303 | DEFINED | 01 |
| D CONOCOPHILLIPS | COM | 20825C104 | 8265 | 126122 | DEFINED | 01 |
| D CONSOLIDATED EDISON INC | COM | 209115104 | 1151 | 25899 | DEFINED | 02 |
| D CORPORATE OFFICE PPTYS | COM | 22002T108 | 3127 | 74300 | DEFINED | 01 |
| D DANAHER CORP | COM | 235851102 | 626 | 9740 | DEFINED | 01 |
| D DEAN FOODS COMPANY NEW | COM | 242370104 | 254 | 6840 | DEFINED | 01 |
| D DELTA & PINE LAND | COM | 247357106 | 4116 | 140002 | DEFINED | 01 |
| D DENTSPLY INTERNATIONAL | COM | 249030107 | 1674 | 27625 | DEFINED | 01 |
| D DEVELOPERS DIVERSIFIED | COM | 251591103 | 3105 | 59497 | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D DEVON ENERGY CORPORATION | COM | 25179M103 | 283 | 4684 | DEFINED | 01 |
| D DIAGEO PLC NEW SPN ADR | COM | 25243Q205 | 67392 | 997657 | DEFINED | 01 |
| D DISNEY WALT COMPANY | COM | 254687106 | 588 | 19589 | DEFINED | 01 |
| D DISCOVERY HOLDING | COM | 25468Y107 | 1018 | 69583 | DEFINED | 01 |
| D DOMINION RES INC VA NEW | COM | 25746U109 | 2005 | 26816 | DEFINED | 01 |
| D DONALDSON COMPANY INC | COM | 257651109 | 1192 | 35186 | DEFINED | 01 |
| D DOW CHEMICAL COMPANY | COM | 260543103 | 1115 | 28578 | DEFINED | 01 |
| D DU PONT E.I.DE NEMOUR | COM | 263534109 | 778 | 18698 | DEFINED | 01 |
| D DUKE ENERGY CORP NEW | COM | 26441C105 | 450 | 15314 | DEFINED | 01 |
| D E M C CORP MASS | COM | 268648102 | 276 | 25177 | DEFINED | 01 |
| D EATON CORP | COM | 278058102 | 446 | 5916 | DEFINED | 01 |
| D EATON VANCE CORP | COM | 278265103 | 2695 | 107978 | DEFINED | 01 |
| D A G EDWARDS INC | COM | 281760108 | 3787 | 68461 | DEFINED | 01 |
| D EMERSON ELECTRIC COMPANY | COM | 291011104 | 23424 | 279488 | DEFINED | 01 |
| D ENERGEN CORPORATION | COM | 29265N108 | 3130 | 81479 | DEFINED | 01 |
| D ENERGIZER HLDGS INC | COM | 29266R108 | 5484 | 93625 | DEFINED | 02 |
| D ENERGY TRANSFER PARTNERS | COM | 29273R109 | 560 | 12548 | DEFINED | 01 |
| D ENERPLUS RESOURCES FUND | COM | 29274D604 | 26882 | 477981 | DEFINED | 01 |
| D ENTERCOM COMMNS CORP | COM | 293639100 | 27704 | 1059008 | DEFINED | 01 |
| D ENTERGY CORP NEW | COM | 29364G103 | 265 | 3746 | DEFINED | 01 |
| D EXELON CORPORATION | COM | 30161N101 | 359 | 6310 | DEFINED | 01 |
| D EXPEDITORS INTERNATIONAL | COM | 302130109 | 3140 | 56067 | DEFINED | 01 |
| D EXXON MOBIL CORP | COM | 30231G102 | 59335 | 967149 | DEFINED | 01 |
| D FPL GROUP INC | COM | 302571104 | 3653 | 88279 | DEFINED | 01 |
| D FACTSET RESEARCH SYSTEMS | COM | 303075105 | 1501 | 31744 | DEFINED | 01 |
| D FEDL HOME LOAN MTG CORP | COM | 313400301 | 580 | 10173 | DEFINED | 01 |
| D FANNIE MAE | COM | 313586109 | 1417 | 29468 | DEFINED | 01 |
| D FEDEX CORPORATION | COM | 31428X106 | 1052 | 8999 | DEFINED | 01 |
| D FIFTH THIRD BANCORP | COM | 316773100 | 1270 | 34380 | DEFINED | 01 |
| D FINANCIAL FED CORP | COM | 317492106 | 17906 | 643886 | DEFINED | 01 |
| D FIRST DATA CORP | COM | 319963104 | 43297 | 961307 | DEFINED | 01 |
| D FISERV INC | COM | 337738108 | 1509 | 33263 | DEFINED | 01 |
| D FORD MOTOR COMPANY NEW | COM | 345370860 | 70 | 10038 | DEFINED | 01 |
| D FORTUNE BRANDS INC | COM | 349631101 | 632 | 8904 | DEFINED | 01 |
| D FORWARD AIR CORP | COM | 349853101 | 6320 | 155177 | DEFINED | 01 |
| D FREEPORT MCMORAN COPPER | COM | 35671D857 | 201 | 3628 | DEFINED | 01 |
| D GABELLI GLOBAL | COM | 36239Q109 | 591 | 57982 | DEFINED | 01 |
| D GANNETT COMPANY INC DE | COM | 364730101 | 252 | 4508 | DEFINED | 01 |
| D GENERAL DYNAMICS | COM | 369550108 | 241 | 3689 | DEFINED | 01 |
| D GENERAL ELECTRIC COMPANY | COM | 369604103 | 22620 | 686286 | DEFINED | 01 |
| D GENERAL MILLS INC | COM | 370334104 | 1282 | 24825 | DEFINED | 01 |
| D GLADSTONE CAPITAL CORP | COM | 376535100 | 9229 | 431464 | DEFINED | 01 |
| D GLADSTONE COMMERCIAL | COM | 376536108 | 3647 | 194407 | DEFINED | 03 |
| D GLAXOSMITHKLINE PLC | COM | 37733W105 | 694 | 12441 | DEFINED | 01 |
| D HARLEY DAVIDSON INC | COM | 412822108 | 10684 | 194647 | DEFINED | 01 |
| D HARMAN INTERNATIONAL | COM | 413086109 | 896 | 10490 | DEFINED | 01 |
| D HARTFORD FINL SVCS GROUP | COM | 416515104 | 547 | 6465 | DEFINED | 01 |
| D HEARST ARGYLE | COM | 422317107 | 606 | 27493 | DEFINED | 01 |
| D HEARTLAND EXPRESS INC | COM | 422347104 | 14593 | 815237 | DEFINED | 01 |
| D HEINZ HJ COMPANY | COM | 423074103 | 3236 | 78517 | DEFINED | 01 |
| D HENRY JACK & ASSOC INC | COM | 426281101 | 204 | 10384 | DEFINED | 01 |
| D HERSHEY COMPANY | COM | 427866108 | 15244 | 276815 | DEFINED | 01 |
| D HIBBETT SPORTING GOODS | COM | 428565105 | 925 | 38688 | DEFINED | 01 |
| D HILTON HOTELS CORP | COM | 432848109 | 1327 | 46916 | DEFINED | 01 |
| D HOME DEPOT INC | COM | 437076102 | 4818 | 134622 | DEFINED | 01 |
| D HONEYWELL INTL INC | COM | 438516106 | 429 | 10656 | DEFINED | 01 |
| D ISTAR FINANCIAL INC | COM | 45031U101 | 21176 | 560954 | DEFINED | 01 |
| D ITT INDS INC | COM | 450911102 | 212 | 4277 | DEFINED | 01 |
| D ILLINOIS TOOL WORKS INC | COM | 452308109 | 35184 | 740715 | DEFINED | 01 |
| D IMPERIAL OIL LTD NEW | COM | 453038408 | 1643 | 45000 | DEFINED | 01 |
| D INERGY | COM | 456615103 | 268 | 10419 | DEFINED | 01 |
| D INFOSYS TECHNOLOGY | COM | 456788108 | 1481 | 19389 | DEFINED | 01 |

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|---------------------------|-----|-----------|--------|---------|---------|----|
| D INTEL CORP | COM | 458140100 | 3517 | 185128 | DEFINED | 01 |
| D INTERNATIONAL BUSINESS | COM | 459200101 | 5390 | 70160 | DEFINED | 01 |
| D INTRNTL SPEEDWAY CORP | COM | 460335201 | 9408 | 202898 | DEFINED | 01 |
| D IRON MOUNTAIN INC DE | COM | 462846106 | 3899 | 104311 | DEFINED | 02 |
| D ISHARES INC | COM | 464286202 | 8436 | 273089 | DEFINED | 01 |
| D ISHARES INC | COM | 464286509 | 7718 | 324988 | DEFINED | 01 |
| D ISHARES INC | COM | 464286673 | 7883 | 895748 | DEFINED | 01 |
| D ISHARES INC | COM | 464286772 | 8240 | 182625 | DEFINED | 01 |
| D ISHARES MSCI NETHRLANDS | COM | 464286814 | 7948 | 352457 | DEFINED | 01 |
| D ISHARES INC | COM | 464286822 | 8471 | 228031 | DEFINED | 01 |
| D ISHARES MSCI HONG KONG | COM | 464286871 | 7832 | 579254 | DEFINED | 01 |
| D ISHARES DOW JONES | COM | 464287168 | 2215 | 35121 | DEFINED | 01 |
| D ISHARES TR | COM | 464287176 | 5783 | 58079 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287192 | 1032 | 11663 | DEFINED | 01 |
| D ISHARES TR | COM | 464287200 | 325515 | 2552061 | DEFINED | 01 |
| D ISHARES LEHMAN AGGREGAT | COM | 464287226 | 7394 | 75886 | DEFINED | 01 |
| D ISHARES TR MSCI | COM | 464287234 | 719 | 7658 | DEFINED | 01 |
| D ISHARES TR GOLDMAN | COM | 464287242 | 330430 | 3193486 | DEFINED | 01 |
| D ISHARES S&P 500 GROWTH | COM | 464287309 | 93892 | 1607740 | DEFINED | 01 |
| D ISHARES TR GOLDMN SACHS | COM | 464287374 | 1095 | 11000 | DEFINED | 01 |
| D ISHARES S&P 500 VALUE | COM | 464287408 | 98438 | 1432660 | DEFINED | 01 |
| D ISHARES TR 20+ TREAS | COM | 464287432 | 8444 | 100144 | DEFINED | 01 |
| D ISHARES TR 1 3 YR TREAS | COM | 464287457 | 128871 | 1617161 | DEFINED | 01 |
| D I SHARES TRUST MSCI | COM | 464287465 | 416186 | 6364679 | DEFINED | 01 |
| D ISHARES TR | COM | 464287473 | 1054 | 7978 | DEFINED | 01 |
| D ISHARES TR | COM | 464287507 | 82239 | 1076431 | DEFINED | 01 |
| D ISHARES TR | COM | 464287523 | 829 | 14311 | DEFINED | 01 |
| D ISHARES TR | COM | 464287531 | 947 | 31567 | DEFINED | 01 |
| D ISHARES TR | COM | 464287549 | 3464 | 77246 | DEFINED | 01 |
| D ISHARES TR | COM | 464287564 | 896 | 10694 | DEFINED | 01 |
| D ISHARES TR | COM | 464287580 | 53507 | 882219 | DEFINED | 01 |
| D ISHARES TR | COM | 464287598 | 637 | 8706 | DEFINED | 01 |
| D ISHARES S&P MIDCAP 400 | COM | 464287606 | 382364 | 4983889 | DEFINED | 01 |
| D ISHARES TR | COM | 464287614 | 287 | 5667 | DEFINED | 01 |
| D ISHARES TR | COM | 464287630 | 666 | 9206 | DEFINED | 01 |
| D ISHARES TRUST | COM | 464287648 | 242 | 3291 | DEFINED | 01 |
| D ISHARES TR | COM | 464287697 | 69318 | 876883 | DEFINED | 01 |
| D ISHARES S&P MIDCAP 400 | COM | 464287705 | 392565 | 5267203 | DEFINED | 01 |
| D ISHARES TR | COM | 464287713 | 118263 | 4610630 | DEFINED | 01 |
| D ISHARES TR | COM | 464287721 | 7552 | 159121 | DEFINED | 03 |
| D ISHARES TR DOW JONES US | COM | 464287739 | 1525 | 21406 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287754 | 12605 | 202986 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287762 | 193914 | 3207848 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287770 | 892 | 7542 | DEFINED | 01 |
| D ISHARES TR | COM | 464287788 | 13599 | 130670 | DEFINED | 01 |
| D ISHARES TR DOW JONES US | COM | 464287796 | 4033 | 41864 | DEFINED | 01 |
| D ISHARES TR | COM | 464287804 | 9016 | 145190 | DEFINED | 01 |
| D ISHARES TR | COM | 464287812 | 17905 | 334927 | DEFINED | 01 |
| D ISHARES TR | COM | 464287838 | 991 | 17726 | DEFINED | 01 |
| D ISHARES S&P SMALLCAP | COM | 464287879 | 28496 | 410313 | DEFINED | 01 |
| D ISHARES S&P SMALLCAP | COM | 464287887 | 28196 | 229981 | DEFINED | 01 |
| D JPMORGAN CHASE & | COM | 46625H100 | 1336 | 31818 | DEFINED | 01 |
| D JOHNSON & JOHNSON | COM | 478160104 | 67924 | 1133581 | DEFINED | 01 |
| D JOHNSON CONTROLS INC | COM | 478366107 | 384 | 4672 | DEFINED | 01 |
| D KLA-TENCOR CORP | COM | 482480100 | 330 | 7939 | DEFINED | 01 |
| D KELLOGG COMPANY | COM | 487836108 | 854 | 17633 | DEFINED | 01 |
| D KIMBERLY-CLARK CORP | COM | 494368103 | 1624 | 26316 | DEFINED | 01 |
| D KIMCO REALTY CORP | COM | 49446R109 | 2938 | 80516 | DEFINED | 01 |
| D KOHL'S CORP | COM | 500255104 | 1700 | 28750 | DEFINED | 01 |
| D KRAFT FOODS CL A | COM | 50075N104 | 3052 | 98779 | DEFINED | 02 |
| D LACLEDE GROUP INC | COM | 505597104 | 272 | 7930 | DEFINED | 01 |
| D LANDAUER INC | COM | 51476K103 | 4493 | 93795 | DEFINED | 01 |

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|----------------------------|-----|-----------|-------|---------|---------|----|
| D LEGGETT&PLATT INC COM | COM | 524660107 | 3065 | 122717 | DEFINED | 01 |
| D LEHMAN BROTHERS HOLDINGS | COM | 524908100 | 231 | 3547 | DEFINED | 01 |
| D LIBERTY MEDIA HOLDING | COM | 53071M104 | 1408 | 81597 | DEFINED | 01 |
| D LIBERTY MEDIA HOLDING | COM | 53071M302 | 1381 | 16481 | DEFINED | 01 |
| D LILLY ELI & COMPANY | COM | 532457108 | 11560 | 209150 | DEFINED | 01 |
| D LINCOLN NATIONAL CORP | COM | 534187109 | 581 | 10291 | DEFINED | 02 |
| D LOWES COMPANIES INC | COM | 548661107 | 2906 | 95793 | DEFINED | 01 |
| D LUCENT TECHNOLOGIES INC | COM | 549463107 | 119 | 49262 | DEFINED | 01 |
| D MDU RESOURCES GROUP INC | COM | 552690109 | 3315 | 90551 | DEFINED | 01 |
| D MARKEL CORP | COM | 570535104 | 25445 | 73328 | DEFINED | 02 |
| D MCDONALDS CORP | COM | 580135101 | 6539 | 194624 | DEFINED | 01 |
| D MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 420 | 7337 | DEFINED | 01 |
| D MEDICAL ACTION INDS INC | COM | 58449L100 | 1588 | 71910 | DEFINED | 03 |
| D MEDTRONIC INC | COM | 585055106 | 3483 | 74231 | DEFINED | 01 |
| D MERCK & COMPANY INC | COM | 589331107 | 6285 | 172515 | DEFINED | 01 |
| D MERCURY GENERAL CORP NEW | COM | 589400100 | 25626 | 454607 | DEFINED | 01 |
| D MERRILL LYNCH & | COM | 590188108 | 217 | 3125 | DEFINED | 01 |
| D MICROSOFT CORP | COM | 594918104 | 40239 | 1727004 | DEFINED | 01 |
| D MIDCAP SPDR TR | COM | 595635103 | 7124 | 51192 | DEFINED | 01 |
| D MONSANTO COMPANY NEW | COM | 61166W101 | 1792 | 21284 | DEFINED | 01 |
| D MOSYS INC | COM | 619718109 | 192 | 24496 | DEFINED | 01 |
| D NASDAQ STOCK MARKET INC | COM | 631103108 | 390 | 13050 | DEFINED | 01 |
| D NATIONAL FUEL GAS | COM | 636180101 | 3313 | 94282 | DEFINED | 01 |
| D NATIONWIDE FINANCIAL | COM | 638612101 | 246 | 5573 | DEFINED | 01 |
| D NOKIA CORPORATION | COM | 654902204 | 678 | 33456 | DEFINED | 01 |
| D NORDSTROM INC | COM | 655664100 | 548 | 15020 | DEFINED | 01 |
| D NORFOLK SOUTHERN CORP | COM | 655844108 | 4964 | 93264 | DEFINED | 01 |
| D NORTH FORK BANCORP INC | COM | 659424105 | 18892 | 626195 | DEFINED | 01 |
| D NORTHERN TRUST CORP | COM | 665859104 | 328 | 5924 | DEFINED | 01 |
| D NORTHWESTERN CORPORATION | COM | 668074305 | 29738 | 865736 | DEFINED | 01 |
| D NOVARTIS AG | COM | 66987V109 | 6729 | 124795 | DEFINED | 01 |
| D NUVEEN PREFERRED AND | COM | 67073B106 | 135 | 10995 | DEFINED | 01 |
| D NUVEEN PREFERRED & | COM | 67073D102 | 144 | 11721 | DEFINED | 01 |
| D OGE ENERGY CORP | COM | 670837103 | 242 | 6895 | DEFINED | 01 |
| D OCCIDENTAL PETRO CORP | COM | 674599105 | 826 | 8058 | DEFINED | 01 |
| D ONEOK PARTNERS | COM | 68268N103 | 567 | 11491 | DEFINED | 01 |
| D ORACLE CORP | COM | 68389X105 | 274 | 18908 | DEFINED | 01 |
| D O REILLY AUTOMOTIVE INC | COM | 686091109 | 1643 | 52680 | DEFINED | 01 |
| D P P G INDUSTRIES INC | COM | 693506107 | 310 | 4700 | DEFINED | 02 |
| D PATTERSON COMPANIES INC | COM | 703395103 | 8199 | 234718 | DEFINED | 02 |
| D PAYCHEX INC | COM | 704326107 | 3166 | 81210 | DEFINED | 01 |
| D PENNEY J C COMPANY INC | COM | 708160106 | 1731 | 25644 | DEFINED | 01 |
| D PEPSI BOTTLING GROUP INC | COM | 713409100 | 207 | 6447 | DEFINED | 01 |
| D PEPSICO INC | COM | 713448108 | 65710 | 1094433 | DEFINED | 01 |
| D PFIZER INCORPORATED | COM | 717081103 | 46271 | 1971485 | DEFINED | 01 |
| D PIEDMONT NATURAL GAS | COM | 720186105 | 2989 | 122997 | DEFINED | 01 |
| D PLUM CREEK TIMBER | COM | 729251108 | 17197 | 484422 | DEFINED | 01 |
| D POLARIS INDUSTRIES INC | COM | 731068102 | 2593 | 59887 | DEFINED | 01 |
| D PROCTER & GAMBLE COMPANY | COM | 742718109 | 20745 | 373113 | DEFINED | 01 |
| D PROGRESS ENERGY INC | COM | 743263105 | 210 | 4906 | DEFINED | 01 |
| D PRUDENTIAL FINANCIAL INC | COM | 744320102 | 1906 | 24524 | DEFINED | 01 |
| D RALCORP HOLDINGS INC NEW | COM | 751028101 | 1122 | 26387 | DEFINED | 01 |
| D RAYONIER INC | COM | 754907103 | 26614 | 702030 | DEFINED | 01 |
| D REGIONS FINANCIAL | COM | 7591EP100 | 243 | 7323 | DEFINED | 01 |
| D REPUBLIC SVCS INC | COM | 760759100 | 289 | 7160 | DEFINED | 01 |
| D RESMED INC | COM | 761152107 | 1754 | 37355 | DEFINED | 01 |
| D ROBERT HALF INTL INC | COM | 770323103 | 272 | 6473 | DEFINED | 01 |
| D ROCKWELL AUTOMATION INC | COM | 773903109 | 1025 | 14238 | DEFINED | 01 |
| D ROCKWELL COLLINS INC DE | COM | 774341101 | 942 | 16869 | DEFINED | 01 |
| D ROSS STORES INC | COM | 778296103 | 3548 | 126491 | DEFINED | 01 |
| D ROYAL DUTCH SHELL PLC | COM | 780259206 | 4914 | 73370 | DEFINED | 01 |
| D RUBY TUESDAY INC | COM | 781182100 | 1341 | 54956 | DEFINED | 01 |

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|----------------------------|-----|-----------|--------|----------|---------|----|
| D SLM CORP | COM | 78442P106 | 510 | 9631 | DEFINED | 01 |
| D STANDARD & POORS | COM | 78462F103 | 22292 | 175210 | DEFINED | 01 |
| D ST MARY LAND & | COM | 792228108 | 4167 | 103520 | DEFINED | 01 |
| D SARA LEE CORP | COM | 803111103 | 185 | 11533 | DEFINED | 01 |
| D SCANA CORP NEW | COM | 80589M102 | 3232 | 83786 | DEFINED | 01 |
| D SCHERING PLOUGH CORP | COM | 806605101 | 820 | 43105 | DEFINED | 01 |
| D SCHLUMBERGER LTD | COM | 806857108 | 369 | 5663 | DEFINED | 01 |
| D SCOTTS MIRACLE-GRO CO | COM | 810186106 | 3180 | 75151 | DEFINED | 01 |
| D SCRIPPS E W CO CL A NEW | COM | 811054204 | 2541 | 58892 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y100 | 1355 | 42204 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y209 | 167777 | 5548172 | DEFINED | 01 |
| D SECTOR SPDR TR SHS BEN | COM | 81369Y308 | 289938 | 11985874 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y407 | 124482 | 3728115 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y506 | 155985 | 2748635 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y605 | 350823 | 10847955 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y704 | 246706 | 7296847 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y803 | 260398 | 12808556 | DEFINED | 01 |
| D SECTOR SPDR TR SBI | COM | 81369Y886 | 1119 | 34656 | DEFINED | 01 |
| D SIGMA ALDRICH CORP | COM | 826552101 | 23298 | 320735 | DEFINED | 01 |
| D SKYWEST INC | COM | 830879102 | 202 | 8142 | DEFINED | 01 |
| D SMITH & NEPHEW PLC NEW | COM | 83175M205 | 11049 | 286775 | DEFINED | 01 |
| D SNAP ON INC | COM | 833034101 | 17151 | 424322 | DEFINED | 01 |
| D SONIC CORP | COM | 835451105 | 2782 | 133833 | DEFINED | 01 |
| D SOUTH JERSEY IND INC | COM | 838518108 | 2904 | 106020 | DEFINED | 01 |
| D SOUTHERN COMPANY | COM | 842587107 | 21409 | 667992 | DEFINED | 02 |
| D SPRINT NEXTEL CORP | COM | 852061100 | 265 | 13273 | DEFINED | 01 |
| D STATE STREET CORP | COM | 857477103 | 3647 | 62788 | DEFINED | 01 |
| D STEEL DYNAMICS INC | COM | 858119100 | 281 | 4281 | DEFINED | 01 |
| D STREETTRACKS GOLD TRUST | COM | 863307104 | 411 | 6708 | DEFINED | 01 |
| D STREETTRACKS DOW JONES | COM | 86330E604 | 7908 | 104076 | DEFINED | 01 |
| D STRYKER CORP | COM | 863667101 | 1826 | 43371 | DEFINED | 01 |
| D SYSCO CORPORATION | COM | 871829107 | 4639 | 151793 | DEFINED | 01 |
| D TCF FINANCIAL CORP | COM | 872275102 | 45036 | 1702675 | DEFINED | 01 |
| D TXU CORP | COM | 873168108 | 371 | 6204 | DEFINED | 01 |
| D TARGET CORP | COM | 87612E106 | 13036 | 266749 | DEFINED | 01 |
| D TEVA PHARMACEUTICAL | COM | 881624209 | 241 | 7624 | DEFINED | 01 |
| D TEXAS INSTRUMENTS INC | COM | 882508104 | 540 | 17821 | DEFINED | 01 |
| D 3M COMPANY | COM | 88579Y101 | 36954 | 457516 | DEFINED | 01 |
| D TRANSCANADA CORP | COM | 89353D107 | 315 | 11000 | DEFINED | 01 |
| D TRIBUNE CO NEW 10/83 | COM | 896047107 | 2059 | 63505 | DEFINED | 01 |
| D U S BANCORP DE NEW | COM | 902973304 | 1543 | 49965 | DEFINED | 01 |
| D UNILEVER PLC | COM | 904767704 | 217 | 9642 | DEFINED | 01 |
| D UNION PACIFIC CORP | COM | 907818108 | 582 | 6265 | DEFINED | 01 |
| D UNITED TECHNOLOGIES CORP | COM | 913017109 | 8215 | 129530 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A108 | 2134 | 40010 | DEFINED | 03 |
| D VANGUARD SECTOR INDEX | COM | 92204A207 | 5735 | 97352 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A306 | 6955 | 84818 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A405 | 4214 | 73064 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A603 | 5042 | 80538 | DEFINED | 01 |
| D VANGUARD SECTOR INDEX | COM | 92204A702 | 7020 | 151846 | DEFINED | 03 |
| D VARIAN MEDICAL SYSTEMS | COM | 92220P105 | 5033 | 106300 | DEFINED | 01 |
| D VECTREN CORP | COM | 92240G101 | 17993 | 660303 | DEFINED | 01 |
| D VANGUARD INDEX FUNDS | COM | 922908553 | 1468 | 22147 | DEFINED | 01 |
| D VERIZON COMMUNICATIONS | COM | 92343V104 | 3755 | 112125 | DEFINED | 01 |
| D VODAFONE GROUP PLC NEW | COM | 92857W100 | 216 | 10154 | DEFINED | 01 |
| D WPS RESOURCES CORP | COM | 92931B106 | 289 | 5826 | DEFINED | 01 |
| D WACHOVIA CORP NEW | COM | 929903102 | 4937 | 91292 | DEFINED | 01 |
| D WAL-MART STORES INC | COM | 931142103 | 49051 | 1018292 | DEFINED | 01 |
| D WALGREEN COMPANY | COM | 931422109 | 6718 | 149823 | DEFINED | 01 |
| D WASHINGTON MUTUAL INC | COM | 939322103 | 322 | 7072 | DEFINED | 01 |
| D WATERS CORP | COM | 941848103 | 23273 | 524169 | DEFINED | 02 |
| D WEIGHT WATCHERS INTL INC | COM | 948626106 | 13677 | 334486 | DEFINED | 01 |

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|--------------------------|------------------|-----------|---------|---------|------------------|
| D WELLPOINT INC | COM | 94973V107 | 485 | 6671 | DEFINED 01 |
| D WELLS FARGO & CO NEW | COM | 949746101 | 49914 | 744105 | DEFINED 01 |
| D WESCO FINANCIAL CORP | COM | 950817106 | 4099 | 10759 | DEFINED 01 |
| D WESTAMERICA | COM | 957090103 | 20250 | 413511 | DEFINED 01 |
| D WHOLE FOODS MARKET INC | COM | 966837106 | 203 | 3143 | DEFINED 01 |
| D WILEY JOHN & SONS CL A | COM | 968223206 | 4580 | 137950 | DEFINED 01 |
| D WYETH | COM | 983024100 | 2507 | 56442 | DEFINED 01 |
| D XCEL ENERGY INC | COM | 98389B100 | 287 | 14966 | DEFINED 01 |
| D ZIMMER HOLDINGS INC | COM | 98956P102 | 571 | 10071 | DEFINED 02 |
| D COOPER INDUSTRIES LTD | COM | G24182100 | 297 | 3193 | DEFINED 01 |
| D ENDURANCE SPECIALTY | COM | G30397106 | 5145 | 160775 | DEFINED 01 |
| D INGERSOLL RAND COMPANY | COM | G4776G101 | 22154 | 517863 | DEFINED 01 |
| D NABORS INDUSTRIES LTD | COM | G6359F103 | 678 | 20060 | DEFINED 01 |
| D STEWART W P & CO LTD | COM | G84922106 | 19080 | 1253583 | DEFINED 01 |
| D WHITE MOUNTAINS | COM | G9618E107 | 20243 | 41568 | DEFINED 01 |
| D WILLIS GROUP HOLDINGS | COM | G96655108 | 9864 | 307281 | DEFINED 01 |
| D UBS AG | COM | H8920M855 | 231 | 2110 | DEFINED 01 |
| S REPORT SUMMARY | 350 DATA RECORDS | | 6679059 | | 3 OTHER MANAGERS |