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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 PRODCTNS 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
D SECTOR SPDR TR SBI	COM	81369Y704	227772	6738804	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y803	256453	11583241	DEFINED	01
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