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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