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EDWARDS A G INC
Form 13F-HR
November 14, 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: September 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 11/13/06
[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: 368

Form 13F Information Table Value Total: \$7,247,364
(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	1192	26050			DEFINED	01
D AT&T INC	COM	00206R102	2970	91232			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	9167	188788			DEFINED	01
D ADESA INCORPORATED	COM	00686U104	24554	1062475			DEFINED	01
D ADVANCED MICRO DEVICES	COM	007903107	768	30900			DEFINED	01
D AETNA INC NEW	COM	00817Y108	411	10381			DEFINED	01
D AFFILIATED COMPUTER	COM	008190100	443	8540			DEFINED	01
D AFFILIATED MANAGERS	COM	008252108	7226	72179			DEFINED	02
D ALCOA INC	COM	013817101	626	22339			DEFINED	01
D ALEXANDRIA REAL ESTATE	COM	015271109	3837	40905			DEFINED	01
D ALLIANCEBERNSTEIN	COM	01881G106	293	4248			DEFINED	01
D ALLIED CAPITAL	COM	01903Q108	208	6893			DEFINED	01
D ALLSTATE CORP	COM	020002101	1833	29224			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	1306	17067			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	4112	145391			DEFINED	01
D AMEREN CORPORATION	COM	023608102	927	17565			DEFINED	02
D AMERN CAP STRATEGIES	COM	024937104	361	9148			DEFINED	01
D AMERICAN EXPRESS COMPANY	COM	025816109	31711	565454			DEFINED	01
D AMERICAN FINANCIAL GROUP	COM	025932104	306	6532			DEFINED	01
D AMERICAN INTERNATIONAL	COM	026874107	2251	33969			DEFINED	01
D AMERICAN STANDARD	COM	029712106	239	5686			DEFINED	01
D AMERIPRISE FINANCIAL INC	COM	03076C106	1737	37045			DEFINED	01
D AMGEN INC	COM	031162100	3092	43226			DEFINED	01

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D ANADARKO PETROLEUM CORP	COM	032511107	736	16800	DEFINED	01
D ANHEUSER BUSCH COMPANIES	COM	035229103	60911	1282066	DEFINED	01
D ANNALY CAPITAL	COM	035710409	16476	1253888	DEFINED	01
D APACHE CORP	COM	037411105	394	6235	DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	25456	1241146	DEFINED	02
D APPLIED MATERIALS INC	COM	038222105	232	13104	DEFINED	01
D ATMOS ENERGY CORP	COM	049560105	3907	136851	DEFINED	01
D AUTOMATIC DATA PROCESSNG	COM	053015103	11179	236136	DEFINED	01
D AVERY DENNISON CORP	COM	053611109	27375	454963	DEFINED	01
D AVON PRODUCTS INC	COM	054303102	9455	308395	DEFINED	01
D BB&T CORP	COM	054937107	308	7037	DEFINED	01
D BP PLC	COM	055622104	25953	395742	DEFINED	01
D BAKER HUGHES INC	COM	057224107	441	6469	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	6467	120725	DEFINED	01
D BAXTER INTL INC	COM	071813109	561	12337	DEFINED	01
D BECTON DICKINSON &	COM	075887109	291	4123	DEFINED	01
D BED BATH & BEYOND INC	COM	075896100	1573	41110	DEFINED	01
D BELLSOUTH CORP	COM	079860102	989	23135	DEFINED	01
D BEMIS COMPANY INC	COM	081437105	304	9251	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	383	4	DEFINED	02
D BERKSHIRE HATHAWAY INC	COM	084670207	45785	14425	DEFINED	01
D BIOMET INC	COM	090613100	11182	347376	DEFINED	01
D BLOCK H & R INC	COM	093671105	234	10785	DEFINED	01
D BOEING COMPANY	COM	097023105	796	10095	DEFINED	01
D BOSTON SCIENTIFIC CORP	COM	101137107	396	26793	DEFINED	01
D BRISTOL MYERS SQUIBB	COM	110122108	745	29895	DEFINED	01
D BROWN & BROWN INC	COM	115236101	4561	149237	DEFINED	01
D BURLINGTON NTHRN SANTA	COM	12189T104	6802	92621	DEFINED	01
D CBL & ASSOC PPTYS INC	COM	124830100	3828	91331	DEFINED	01
D C P I CORP	COM	125902106	12580	259177	DEFINED	01
D CADBURY SCHWEPPEES PLC	COM	127209302	50759	1186783	DEFINED	01
D CALIFORNIA PIZZA	COM	13054D109	3588	119891	DEFINED	02
D CANADIAN IMPERIAL BANK	COM	136069101	303	4001	DEFINED	01
D CANADIAN NATURAL	COM	136385101	766	16801	DEFINED	01
D CAPITAL ONE FINL CORP	COM	14040H105	1131	14378	DEFINED	01
D CARDICA INC	COM	14141R101	197	47017	DEFINED	01
D CARDINAL HEALTH INC	COM	14149Y108	534	8121	DEFINED	01
D CASS INFORMATION	COM	14808P109	1211	36589	DEFINED	01
D CATERPILLAR INC	COM	149123101	1303	19797	DEFINED	01
D CELL GENESYS INC	COM	150921104	48	10511	DEFINED	01
D CEMEX S A B DE CV SPONS	COM	151290889	1211	40260	DEFINED	01
D CHEVRON CORP	COM	166764100	65891	1015902	DEFINED	01
D CINCINNATI	COM	172062101	4366	90732	DEFINED	01
D CISCO SYSTEMS INC	COM	17275R102	4715	205174	DEFINED	01
D CINTAS CORP	COM	172908105	235	5756	DEFINED	01
D CITIGROUP INC	COM	172967101	3885	78213	DEFINED	01
D CLEAR CHANNEL	COM	184502102	17773	616042	DEFINED	01
D CLOROX COMPANY	COM	189054109	4084	64827	DEFINED	01
D COCA-COLA COMPANY	COM	191216100	4279	95781	DEFINED	01
D COLE KENNETH PRODCNTNS A	COM	193294105	4778	196081	DEFINED	01
D COLGATE-PALMOLIVE	COM	194162103	6073	97791	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N101	317	8596	DEFINED	01
D COMCAST CORP NEW CLASS A	COM	20030N200	4037	109672	DEFINED	01
D COMMERCE BANCORP INC	COM	200519106	4099	111661	DEFINED	01
D COMMERCE BANCSHARES INC	COM	200525103	3832	75769	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	21174	864953	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	7918	133009	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	1431	30967	DEFINED	01
D CORPORATE OFFICE PPTYS	COM	22002T108	4045	90379	DEFINED	01
D DANAHER CORP	COM	235851102	418	6080	DEFINED	01
D DAWSON GEOPHYSICAL	COM	239359102	297	10000	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	294	6996	DEFINED	01

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D DELTA & PINE LAND	COM	247357106	5272	130183	DEFINED	01
D DENTSPLY INTERNATIONAL	COM	249030107	1404	46637	DEFINED	01
D DEVELOPERS DIVERSIFIED	COM	251591103	4173	74846	DEFINED	01
D DEVON ENERGY CORPORATION	COM	25179M103	3391	53690	DEFINED	01
D DIAGEO PLC NEW SPN ADR	COM	25243Q205	67631	952012	DEFINED	01
D DIAMONDS TR UNIT SER 1	COM	252787106	767	6570	DEFINED	01
D DISNEY WALT COMPANY	COM	254687106	527	17036	DEFINED	01
D DOMINION RES INC VA NEW	COM	25746U109	2094	27371	DEFINED	01
D DONALDSON COMPANY INC	COM	257651109	1168	31655	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	904	23204	DEFINED	01
D DU PONT E.I.DE NEMOUR	COM	263534109	379	8857	DEFINED	01
D DUKE ENERGY CORP NEW	COM	26441C105	447	14804	DEFINED	01
D E M C CORP MASS	COM	268648102	351	29340	DEFINED	01
D EATON CORP	COM	278058102	687	9982	DEFINED	01
D EATON VANCE CORP	COM	278265103	4309	149306	DEFINED	01
D A G EDWARDS INC	COM	281760108	3408	63958	DEFINED	01
D EMERSON ELECTRIC COMPANY	COM	291011104	22670	270335	DEFINED	01
D ENERGEN CORPORATION	COM	29265N108	4128	98589	DEFINED	01
D ENERGIZER HLDGS INC	COM	29266R108	6740	93625	DEFINED	02
D ENERGY TRANSFER PARTNERS	COM	29273R109	520	11215	DEFINED	01
D ENERPLUS RESOURCES FUND	COM	29274D604	21536	428243	DEFINED	01
D ENTERCOM COMMNS CORP	COM	293639100	19357	768133	DEFINED	01
D ENTERGY CORP NEW	COM	29364G103	275	3516	DEFINED	01
D ERICSSON L M TEL COMPANY	COM	294821608	205	5956	DEFINED	01
D EURONET WORLDWIDE INC	COM	298736109	207	8448	DEFINED	01
D EXELON CORPORATION	COM	30161N101	389	6420	DEFINED	01
D EXPEDITORS INTERNATIONAL	COM	302130109	2073	46510	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	64669	963767	DEFINED	01
D FPL GROUP INC	COM	302571104	4658	103517	DEFINED	01
D FACTSET RESEARCH SYSTEMS	COM	303075105	1540	31708	DEFINED	01
D FEDL HOME LOAN MTG CORP	COM	313400301	703	10601	DEFINED	01
D FANNIE MAE	COM	313586109	1537	27499	DEFINED	01
D FEDEX CORPORATION	COM	31428X106	1237	11381	DEFINED	01
D FIFTH THIRD BANCORP	COM	316773100	825	21666	DEFINED	01
D FINANCIAL FED CORP	COM	317492106	17665	659124	DEFINED	01
D FIRST DATA CORP	COM	319963104	22214	971314	DEFINED	01
D FISERV INC	COM	337738108	1566	33257	DEFINED	01
D FORD MOTOR COMPANY NEW	COM	345370860	96	11914	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	983	13087	DEFINED	01
D FORWARD AIR CORP	COM	349853101	6531	197360	DEFINED	01
D FRANKLIN ELECTRIC	COM	353514102	251	4728	DEFINED	01
D FRANKLIN RESOURCES INC	COM	354613101	264	2494	DEFINED	01
D GANNETT COMPANY INC DE	COM	364730101	301	5291	DEFINED	01
D GENERAL DYNAMICS	COM	369550108	349	4866	DEFINED	01
D GENERAL ELECTRIC COMPANY	COM	369604103	25753	729544	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1666	29437	DEFINED	01
D GEOMET INC	COM	37250U201	136	14421	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	8907	404695	DEFINED	01
D GLADSTONE COMMERCIAL	COM	376536108	3739	185998	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	18093	339903	DEFINED	01
D GOLDMAN SACHS GROUP INC	COM	38141G104	213	1262	DEFINED	01
D H&Q HEALTHCARE INVESTORS	COM	404052102	222	13246	DEFINED	01
D HARLEY DAVIDSON INC	COM	412822108	12357	196925	DEFINED	01
D HARMAN INTERNATIONAL	COM	413086109	684	8196	DEFINED	01
D HARTFORD FINL SVCS GROUP	COM	416515104	904	10424	DEFINED	01
D HEALTH CARE REIT INC	COM	42217K106	225	5620	DEFINED	01
D HEARST ARGYLE	COM	422317107	631	27494	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	12304	784710	DEFINED	01
D HEINZ HJ COMPANY	COM	423074103	3122	74455	DEFINED	01
D HENRY JACK & ASSOC INC	COM	426281101	202	9269	DEFINED	01
D HERSHEY COMPANY	COM	427866108	14699	275010	DEFINED	01
D HEWLETT-PACKARD COMPANY	COM	428236103	230	6260	DEFINED	01

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D HILTON HOTELS CORP	COM	432848109	1307	46939	DEFINED	01
D HOME DEPOT INC	COM	437076102	6742	185880	DEFINED	01
D HONDA MOTOR LTD NEW	COM	438128308	297	8829	DEFINED	01
D HONEYWELL INTL INC	COM	438516106	443	10826	DEFINED	01
D ISTAR FINANCIAL INC	COM	45031U101	22257	533732	DEFINED	01
D ILLINOIS TOOL WORKS INC	COM	452308109	34068	758759	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	1510	45001	DEFINED	01
D INDYMAC BANCORP INC	COM	456607100	255	6201	DEFINED	01
D INERGY	COM	456615103	223	8201	DEFINED	01
D INFOSYS TECHNOLOGY	COM	456788108	1851	38789	DEFINED	01
D INTEL CORP	COM	458140100	3810	185239	DEFINED	01
D INTERNATIONAL BUSINESS	COM	459200101	6677	81484	DEFINED	01
D INTRNTL SPEEDWAY CORP	COM	460335201	9971	200066	DEFINED	01
D IRON MOUNTAIN INC DE	COM	462846106	4301	100174	DEFINED	02
D ISHARES INC	COM	464286202	11771	372224	DEFINED	01
D ISHARES INC	COM	464286509	10842	451753	DEFINED	01
D ISHARES INC	COM	464286673	11488	1231255	DEFINED	01
D ISHARES INC	COM	464286772	11589	250580	DEFINED	01
D ISHARES MSCI NETHRLANDS	COM	464286814	11995	477905	DEFINED	01
D ISHARES INC	COM	464286822	12939	299450	DEFINED	01
D ISHARES INC MSCI JAPAN	COM	464286848	164	12144	DEFINED	01
D ISHARES MSCI HONG KONG	COM	464286871	11212	794061	DEFINED	01
D ISHARES DOW JONES	COM	464287168	3595	54124	DEFINED	01
D ISHARES TR	COM	464287176	8196	81032	DEFINED	01
D ISHARES TRUST	COM	464287192	1200	14988	DEFINED	01
D ISHARES TR	COM	464287200	721299	5392890	DEFINED	01
D ISHARES LEHMAN AGGREGAT	COM	464287226	10307	102907	DEFINED	01
D ISHARES TR MSCI	COM	464287234	944	9761	DEFINED	01
D ISHARES TR GOLDMAN	COM	464287242	306023	2864579	DEFINED	01
D ISHARES TR S&P GLOBAL*	COM	464287275	470	8140	DEFINED	01
D ISHARES S&P 500 GROWTH	COM	464287309	124983	2025640	DEFINED	01
D ISHARES TR GOLDMN SACHS	COM	464287374	1026	11024	DEFINED	01
D ISHARES S&P 500 VALUE	COM	464287408	123978	1726479	DEFINED	01
D ISHARES TR 20+ TREAS	COM	464287432	15993	178909	DEFINED	01
D ISHARES TR 7 10YR TREAS	COM	464287440	66077	795344	DEFINED	01
D ISHARES TR 1 3 YR TREAS	COM	464287457	146735	1826427	DEFINED	01
D I SHARES TRUST MSCI	COM	464287465	384853	5680486	DEFINED	01
D ISHARES TR	COM	464287473	855	6282	DEFINED	01
D ISHARES TR	COM	464287507	57528	762572	DEFINED	01
D ISHARES TR	COM	464287549	3562	74083	DEFINED	01
D ISHARES TR	COM	464287564	1217	13263	DEFINED	01
D ISHARES TR	COM	464287580	5726	91532	DEFINED	01
D ISHARES TR	COM	464287598	740	9605	DEFINED	01
D ISHARES S&P MIDCAP 400	COM	464287606	247898	3288213	DEFINED	01
D ISHARES TR	COM	464287614	364	6991	DEFINED	01
D ISHARES TR	COM	464287630	859	11646	DEFINED	01
D ISHARES TRUST	COM	464287648	242	3341	DEFINED	01
D ISHARES TR	COM	464287697	77449	934467	DEFINED	01
D ISHARES S&P MIDCAP 400	COM	464287705	249594	3372889	DEFINED	01
D ISHARES TR	COM	464287713	127461	4604819	DEFINED	01
D ISHARES TR	COM	464287721	9562	186221	DEFINED	03
D ISHARES TR DOW JONES US	COM	464287739	1902	24654	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287754	12449	202987	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287762	229996	3510317	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287770	1176	9289	DEFINED	01
D ISHARES TR	COM	464287788	15740	141805	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287796	5132	55330	DEFINED	01
D ISHARES TR	COM	464287804	11381	185695	DEFINED	01
D ISHARES TR	COM	464287812	20405	359996	DEFINED	01
D ISHARES TR	COM	464287838	1207	22627	DEFINED	01
D ISHARES S&P SMALLCAP	COM	464287879	15320	219638	DEFINED	01
D ISHARES S&P SMALLCAP	COM	464287887	14937	124994	DEFINED	01

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D JPMORGAN CHASE &	COM	46625H100	1470	31298	DEFINED	01
D JABIL CIRCUIT INC	COM	466313103	249	8727	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	71863	1106605	DEFINED	01
D JOHNSON CONTROLS INC	COM	478366107	431	6008	DEFINED	01
D KELLOGG COMPANY	COM	487836108	761	15369	DEFINED	01
D KIMBERLY-CLARK CORP	COM	494368103	1793	27440	DEFINED	01
D KIMCO REALTY CORP	COM	49446R109	4235	98778	DEFINED	01
D KOHL'S CORP	COM	500255104	1874	28860	DEFINED	01
D KRAFT FOODS CL A	COM	50075N104	4263	119551	DEFINED	01
D LACLEDE GROUP INC	COM	505597104	282	8787	DEFINED	01
D LAM RESEARCH CORP	COM	512807108	541	11943	DEFINED	01
D LANDAUER INC	COM	51476K103	5911	116479	DEFINED	01
D LEGGETT&PLATT INC COM	COM	524660107	4155	166014	DEFINED	01
D LEHMAN BROTHERS HOLDINGS	COM	524908100	402	5446	DEFINED	01
D LIBERTY MEDIA HOLDING	COM	53071M104	548	26894	DEFINED	01
D LIBERTY MEDIA HOLDING	COM	53071M302	443	5296	DEFINED	01
D LILLY ELI & COMPANY	COM	532457108	12969	227530	DEFINED	01
D LINCOLN NATIONAL CORP	COM	534187109	652	10497	DEFINED	01
D LOWES COMPANIES INC	COM	548661107	2694	96013	DEFINED	01
D LUCENT TECHNOLOGIES INC	COM	549463107	118	50458	DEFINED	01
D MDU RESOURCES GROUP INC	COM	552690109	3730	166988	DEFINED	01
D MARATHON OIL CORP	COM	565849106	376	4886	DEFINED	01
D MARTEL CORP	COM	570535104	28897	70368	DEFINED	02
D MCDONALDS CORP	COM	580135101	10601	270976	DEFINED	01
D MEDCO HEALTH SOLUTIONS	COM	58405U102	440	7323	DEFINED	01
D MEDICAL ACTION INDS INC	COM	58449L100	4530	168481	DEFINED	02
D MEDTRONIC INC	COM	585055106	3119	67170	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	6587	157209	DEFINED	01
D MERCURY GENERAL CORP NEW	COM	589400100	23100	465623	DEFINED	01
D MERRILL LYNCH &	COM	590188108	274	3501	DEFINED	01
D MICROSOFT CORP	COM	594918104	66038	2414544	DEFINED	01
D MIDCAP SPDR TR	COM	595635103	8614	62562	DEFINED	01
D MONSANTO COMPANY NEW	COM	61166W101	2004	42625	DEFINED	01
D MOTOROLA INCORPORATED	COM	620076109	368	14707	DEFINED	01
D NASDAQ STOCK MARKET INC	COM	631103108	395	13050	DEFINED	01
D NATIONAL FUEL GAS	COM	636180101	4119	113323	DEFINED	01
D NATIONWIDE FINANCIAL	COM	638612101	284	5903	DEFINED	01
D NETWORK APPLIANCE INC	COM	64120L104	406	10972	DEFINED	01
D NOKIA CORPORATION	COM	654902204	806	40918	DEFINED	01
D NORDSTROM INC	COM	655664100	940	22217	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	5009	113706	DEFINED	01
D NORTHERN TRUST CORP	COM	665859104	339	5801	DEFINED	01
D NORTHWESTERN CORPORATION	COM	668074305	28623	818255	DEFINED	01
D NOVARTIS AG	COM	66987V109	8648	147978	DEFINED	01
D NUVEEN PREFERRED &	COM	67073D102	140	10210	DEFINED	01
D OGE ENERGY CORP	COM	670837103	260	7206	DEFINED	01
D NUVEEN TAX ADVANTAGED	COM	67090H102	266	10906	DEFINED	01
D OCCIDENTAL PETRO CORP	COM	674599105	799	16600	DEFINED	01
D OFFICEMAX INC DE	COM	67622P101	754	18500	DEFINED	01
D ONEOK PARTNERS	COM	68268N103	688	12237	DEFINED	01
D ORACLE CORP	COM	68389X105	392	22105	DEFINED	01
D OREGON STEEL MILLS INC	COM	686079104	282	5778	DEFINED	01
D O REILLY AUTOMOTIVE INC	COM	686091109	1371	41284	DEFINED	01
D PATTERSON COMPANIES INC	COM	703395103	9941	295762	DEFINED	02
D PAYCHEX INC	COM	704326107	3851	104513	DEFINED	01
D PENNEY J C COMPANY INC	COM	708160106	1693	24759	DEFINED	01
D PEPSI BOTTLING GROUP INC	COM	713409100	229	6438	DEFINED	01
D PEPSICO INC	COM	713448108	70095	1074091	DEFINED	01
D PFIZER INCORPORATED	COM	717081103	58613	2066747	DEFINED	01
D PIEDMONT NATURAL GAS	COM	720186105	3899	154033	DEFINED	01
D PIMCO HIGH INCOME FUND	COM	722014107	196	12444	DEFINED	01
D PLUM CREEK TIMBER	COM	729251108	15780	463572	DEFINED	01

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D POLARIS INDUSTRIES INC	COM	731068102	3375	82005	DEFINED	01
D PROCTER & GAMBLE COMPANY	COM	742718109	24822	400483	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	292	6430	DEFINED	01
D PRUDENTIAL FINANCIAL INC	COM	744320102	1900	24922	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	1273	26387	DEFINED	01
D RAYONIER INC	COM	754907103	25105	664153	DEFINED	01
D REGIONS FINANCIAL	COM	7591EP100	268	7289	DEFINED	01
D RESMED INC	COM	761152107	1523	37830	DEFINED	01
D ROBERT HALF INTL INC	COM	770323103	220	6472	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	856	14738	DEFINED	01
D ROCKWELL COLLINS INC DE	COM	774341101	1194	21776	DEFINED	01
D ROSS STORES INC	COM	778296103	4838	190414	DEFINED	01
D ROYAL BANK CANADA	COM	780087102	461	10364	DEFINED	01
D ROYAL DUTCH SHELL PLC	COM	780259206	5485	82982	DEFINED	01
D RUBY TUESDAY INC	COM	781182100	1372	48676	DEFINED	01
D SLM CORP	COM	78442P106	511	9841	DEFINED	01
D STANDARD & POORS	COM	78462F103	68119	509953	DEFINED	01
D ST MARY LAND &	COM	792228108	3761	102460	DEFINED	01
D SARA LEE CORP	COM	803111103	175	10865	DEFINED	01
D SCANA CORP NEW	COM	80589M102	4203	104381	DEFINED	01
D SCHERING PLOUGH CORP	COM	806605101	978	44253	DEFINED	01
D SCHLUMBERGER LTD	COM	806857108	475	7664	DEFINED	01
D SCOTTS MIRACLE-GRO CO	COM	810186106	5911	132860	DEFINED	01
D SCRIPPS E W CO CL A NEW	COM	811054204	2674	55795	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y100	2412	76224	DEFINED	02
D SECTOR SPDR TR SHS BEN	COM	81369Y209	209930	6325094	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y308	327462	12902371	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y407	148100	4237470	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y506	185258	3465997	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y605	385313	11129785	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y704	252672	7578638	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y803	308931	14042330	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y886	1702	50070	DEFINED	01
D SIGMA ALDRICH CORP	COM	826552101	25078	331410	DEFINED	01
D SKYWEST INC	COM	830879102	267	10880	DEFINED	01
D SMITH & NEPHEW PLC NEW	COM	83175M205	13077	285334	DEFINED	01
D SNAP ON INC	COM	833034101	17675	396742	DEFINED	01
D SOUTH JERSEY IND INC	COM	838518108	3943	131820	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	23340	677305	DEFINED	01
D SPRINT NEXTEL CORP	COM	852061100	233	13564	DEFINED	01
D STATE STREET CORP	COM	857477103	4810	77090	DEFINED	01
D STEEL DYNAMICS INC	COM	858119100	225	4454	DEFINED	01
D STORA ENSO CORP	COM	86210M106	1027	67937	DEFINED	01
D STREETTRACKS GOLD TRUST	COM	863307104	214	3602	DEFINED	01
D STREETTRACKS DOW JONES	COM	86330E604	9149	111368	DEFINED	01
D STRYKER CORP	COM	863667101	2098	42303	DEFINED	01
D SUN MICROSYSTEMS INC	COM	866810104	136	27534	DEFINED	01
D SYSCO CORPORATION	COM	871829107	6022	180038	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	44987	1711166	DEFINED	01
D TEPPCO PRTNRS UT INT	COM	872384102	203	5460	DEFINED	01
D TXU CORP	COM	873168108	334	5347	DEFINED	01
D TARGET CORP	COM	87612E106	14302	258867	DEFINED	01
D TEVA PHARMACEUTICAL	COM	881624209	282	8270	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	720	21645	DEFINED	01
D 3M COMPANY	COM	88579Y101	36113	485255	DEFINED	01
D TIME WARNER INC NEW	COM	887317105	252	13841	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	346	11001	DEFINED	01
D TRIBUNE CO NEW 10/83	COM	896047107	2102	64234	DEFINED	01
D U S BANCORP DE NEW	COM	902973304	1589	47830	DEFINED	01
D UNILEVER PLC	COM	904767704	267	10771	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	614	6977	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	9270	146336	DEFINED	01

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D VANGUARD SECTOR INDEX	COM	92204A108	2356	42510	DEFINED	03
D VANGUARD WORLD FUNDS	COM	92204A207	7308	117652	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A306	10868	139518	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A405	5956	96865	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A603	6708	108645	DEFINED	03
D VANGUARD WORLD FUNDS	COM	92204A702	8710	176146	DEFINED	03
D VARIAN MEDICAL SYSTEMS	COM	92220P105	5453	102141	DEFINED	01
D VECTREN CORP	COM	92240G101	16703	622097	DEFINED	01
D VANGUARD INDEX FUNDS	COM	922908553	1772	24643	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	4316	116248	DEFINED	01
D WPS RESOURCES CORP	COM	92931B106	253	5102	DEFINED	01
D WACHOVIA CORP NEW	COM	929903102	6447	115542	DEFINED	01
D WAL-MART STORES INC	COM	931142103	51109	1036267	DEFINED	01
D WALGREEN COMPANY	COM	931422109	6647	149734	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	252	5795	DEFINED	01
D WASTE MANAGEMENT INC DEL	COM	94106L109	260	7080	DEFINED	01
D WATERS CORP	COM	941848103	25044	553082	DEFINED	02
D WEIGHT WATCHERS INTL INC	COM	948626106	15880	358133	DEFINED	01
D WELLPOINT INC	COM	94973V107	1856	24089	DEFINED	01
D WELLS FARGO & CO NEW	COM	949746101	54156	1496837	DEFINED	01
D WESCO FINANCIAL CORP	COM	950817106	4555	10425	DEFINED	01
D WESTAMERICA	COM	957090103	19959	395157	DEFINED	01
D WHOLE FOODS MARKET INC	COM	966837106	257	4321	DEFINED	01
D WILEY JOHN & SONS CL A	COM	968223206	4748	131861	DEFINED	01
D WILMINGTON TRUST CORP	COM	971807102	211	4739	DEFINED	01
D WYETH	COM	983024100	2770	54488	DEFINED	01
D XCEL ENERGY INC	COM	98389B100	301	14565	DEFINED	01
D ZIMMER HOLDINGS INC	COM	98956P102	722	10696	DEFINED	01
D ENDURANCE SPECIALTY	COM	G30397106	5512	156326	DEFINED	01
D INGERSOLL RAND COMPANY	COM	G4776G101	24252	638557	DEFINED	01
D NABORS INDUSTRIES LTD	COM	G6359F103	643	21614	DEFINED	01
D STEWART W P & CO LTD	COM	G84922106	14657	1176343	DEFINED	01
D WHITE MOUNTAINS	COM	G9618E107	21021	42300	DEFINED	02
D WILLIS GROUP HOLDINGS	COM	G96655108	8596	226205	DEFINED	01
D UBS AG NEW	COM	H89231338	267	4510	DEFINED	01
S REPORT SUMMARY		368 DATA RECORDS		7,247,364		3 OTHER MANAGER