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EDWARDS A G INC  
Form 13F-HR  
February 14, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 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 02/13/07  
[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: 409

Form 13F Information Table Value Total: \$8,086,767  
(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	1077	23415			DEFINED	01
D AT&T INC	COM	00206R102	3421	95688			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	10287	211191			DEFINED	01
D ADESA INCORPORATED	COM	00686U104	29161	1050851			DEFINED	01
D AETNA INC NEW	COM	00817Y108	690	15978			DEFINED	01
D AFFILIATED COMPUTER	COM	008190100	511	10458			DEFINED	01
D AFFILIATED MANAGERS	COM	008252108	7482	71168			DEFINED	01
D ALCOA INC	COM	013817101	675	22484			DEFINED	01
D ALCATEL LUCENT ADS	COM	013904305	155	10915			DEFINED	01
D ALEXANDRIA REAL ESTATE	COM	015271109	5133	51127			DEFINED	01
D ALLERGAN INC	COM	018490102	431	3601			DEFINED	01
D ALLIANCEBERNSTEIN	COM	01881G106	318	3952			DEFINED	01
D ALLIED CAPITAL	COM	01903Q108	324	9924			DEFINED	01
D ALLSTATE CORP	COM	020002101	2016	30960			DEFINED	01
D ALLTEL CORP	COM	020039103	524	8671			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	1947	22689			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	4363	143761			DEFINED	01
D AMEREN CORPORATION	COM	023608102	914	17015			DEFINED	02
D AMERN CAP STRATEGIES	COM	024937104	420	9081			DEFINED	01
D AMERICAN EXPRESS COMPANY	COM	025816109	34504	568723			DEFINED	01
D AMERICAN FINANCIAL GROUP	COM	025932104	352	9812			DEFINED	01
D AMERICAN INTERNATIONAL	COM	026874107	2645	36910			DEFINED	01
D AMERICAN STANDARD	COM	029712106	260	5661			DEFINED	01

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D AMERIPRISE FINANCIAL INC	COM	03076C106	1168	21433	DEFINED	01
D AMGEN INC	COM	031162100	2806	41079	DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	966	22191	DEFINED	01
D ANHEUSER BUSCH COMPANIES	COM	035229103	63977	1300351	DEFINED	01
D ANNALY CAPITAL	COM	035710409	16514	1187197	DEFINED	01
D APACHE CORP	COM	037411105	2106	31670	DEFINED	01
D APOLLO GROUP INC CL A	COM	037604105	222	5685	DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	26434	1180075	DEFINED	02
D APPLIED MATERIALS INC	COM	038222105	289	15637	DEFINED	01
D ATMOS ENERGY CORP	COM	049560105	5403	169319	DEFINED	01
D AUTOMATIC DATA PROCESSNG	COM	053015103	14293	290208	DEFINED	01
D AVERY DENNISON CORP	COM	053611109	30347	446735	DEFINED	01
D AVON PRODUCTS INC	COM	054303102	9743	294901	DEFINED	01
D BB&T CORP	COM	054937107	611	13915	DEFINED	01
D BP PLC	COM	055622104	28174	419878	DEFINED	01
D BAKER HUGHES INC	COM	057224107	497	6654	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	9076	170001	DEFINED	01
D BARCLAYS BANK PLC	PRE	06738C778	7411	151425	DEFINED	01
D BAXTER INTL INC	COM	071813109	284	6114	DEFINED	01
D BECTON DICKINSON &	COM	075887109	1429	20365	DEFINED	01
D BED BATH & BEYOND INC	COM	075896100	1603	42086	DEFINED	01
D BELLSOUTH CORP	COM	079860102	1082	22970	DEFINED	01
D BEMIS COMPANY INC	COM	081437105	334	9826	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	330	3	DEFINED	02
D BERKSHIRE HATHAWAY INC	COM	084670207	53069	14477	DEFINED	01
D BIOENVISION INC	COM	09059N100	114	24519	DEFINED	01
D BIOMET INC	COM	090613100	14244	345144	DEFINED	01
D BLOCK H & R INC	COM	093671105	225	9755	DEFINED	01
D BOEING COMPANY	COM	097023105	847	9539	DEFINED	01
D BOSTON SCIENTIFIC CORP	COM	101137107	247	14367	DEFINED	01
D BRISTOL MYERS SQUIBB	COM	110122108	882	33503	DEFINED	01
D BROWN & BROWN INC	COM	115236101	4243	150407	DEFINED	01
D BURLINGTON NTHRN SANTA	COM	12189T104	7848	106322	DEFINED	01
D CBL & ASSOC PPTYS INC	COM	124830100	5005	115463	DEFINED	01
D C P I CORP	COM	125902106	10883	234087	DEFINED	01
D CADBURY SCHWEPPEES PLC	COM	127209302	49222	1146560	DEFINED	01
D CALIFORNIA PIZZA	COM	13054D109	3951	118606	DEFINED	02
D CAMPBELL SOUP COMPANY	COM	134429109	813	20900	DEFINED	01
D CANADIAN IMPERIAL BANK	COM	136069101	337	4001	DEFINED	01
D CANADIAN NATURAL	COM	136385101	894	16801	DEFINED	01
D CAPITAL ONE FINL CORP	COM	14040H105	674	8778	DEFINED	01
D CARDINAL HEALTH INC	COM	14149Y108	710	11013	DEFINED	01
D CASS INFORMATION	COM	14808P109	1375	38001	DEFINED	01
D CATERPILLAR INC	COM	149123101	1400	22827	DEFINED	01
D CEDAR FAIR	COM	150185106	250	9000	DEFINED	01
D CELL GENESYS INC	COM	150921104	107	31591	DEFINED	01
D CEMEX S A B DE CV SPONS	COM	151290889	1035	30538	DEFINED	01
D CHEVRON CORP	COM	166764100	74419	1012093	DEFINED	01
D CINCINNATI	COM	172062101	5391	118981	DEFINED	01
D CISCO SYSTEMS INC	COM	17275R102	5929	216945	DEFINED	01
D CINTAS CORP	COM	172908105	292	7347	DEFINED	01
D CITIGROUP INC	COM	172967101	5314	95407	DEFINED	01
D CLEAR CHANNEL	COM	184502102	5829	164003	DEFINED	01
D CLOROX COMPANY	COM	189054109	5220	81377	DEFINED	01
D COCA-COLA COMPANY	COM	191216100	5100	105708	DEFINED	01
D COLE KENNETH PRODCNTNS A	COM	193294105	4704	196076	DEFINED	01
D COLGATE-PALMOLIVE	COM	194162103	7561	115901	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N101	506	11963	DEFINED	01
D COMCAST CORP NEW CLASS A	COM	20030N200	2332	55691	DEFINED	01
D COMMERCE BANCORP INC	COM	200519106	4864	137921	DEFINED	01
D COMMERCE BANCSHARES INC	COM	200525103	4903	101285	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	394	14577	DEFINED	01

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D CONOCOPHILLIPS	COM	20825C104	10784	149882	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	2083	43341	DEFINED	01
D CORPORATE OFFICE PPTYS	COM	22002T108	5572	110407	DEFINED	01
D DANAHER CORP	COM	235851102	392	5418	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	475	11229	DEFINED	01
D DEERE & COMPANY	COM	244199105	586	6161	DEFINED	01
D DELTA & PINE LAND	COM	247357106	5154	127408	DEFINED	01
D DENTSPLY INTERNATIONAL	COM	249030107	446	14947	DEFINED	01
D DEVELOPERS DIVERSIFIED	COM	251591103	5581	88663	DEFINED	01
D DEVON ENERGY CORPORATION	COM	25179M103	381	5674	DEFINED	01
D DIAGEO PLC NEW SPN ADR	COM	25243Q205	70738	891924	DEFINED	01
D DIAMONDS TR UNIT SER 1	COM	252787106	842	6770	DEFINED	01
D DISNEY WALT COMPANY	COM	254687106	683	19928	DEFINED	01
D DOMINION RES INC VA NEW	COM	25746U109	2363	28182	DEFINED	01
D DONALDSON COMPANY INC	COM	257651109	1035	29811	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	1014	25411	DEFINED	01
D DU PONT E.I.DE NEMOUR	COM	263534109	1376	28249	DEFINED	01
D DUKE ENERGY CORP NEW	COM	26441C105	603	18151	DEFINED	01
D E M C CORP MASS	COM	268648102	334	25274	DEFINED	01
D ENSCO INTL INC	COM	26874Q100	390	7799	DEFINED	01
D EOG RESOURCES INC	COM	26875P101	378	6050	DEFINED	01
D EATON CORP	COM	278058102	750	9982	DEFINED	01
D EATON VANCE CORP	COM	278265103	5882	178187	DEFINED	01
D EATON VANCE TAX MANAGED	COM	27828X100	249	11783	DEFINED	01
D A G EDWARDS INC	COM	281760108	4518	71394	DEFINED	01
D EMERSON ELECTRIC COMPANY	COM	291011104	23277	527943	DEFINED	01
D ENCANA CORP	COM	292505104	979	21298	DEFINED	01
D ENERGEN CORPORATION	COM	29265N108	5677	120950	DEFINED	01
D ENERGIZER HLDGS INC	COM	29266R108	6646	93625	DEFINED	02
D ENERGY TRANSFER PARTNERS	COM	29273R109	516	9531	DEFINED	01
D ENERPLUS RESOURCES FUND	COM	29274D604	12830	294199	DEFINED	01
D ENTERCOM COMMNS CORP	COM	293639100	2150	76290	DEFINED	01
D ENTERGY CORP NEW	COM	29364G103	331	3582	DEFINED	01
D EURONET WORLDWIDE INC	COM	298736109	230	7749	DEFINED	01
D EXELON CORPORATION	COM	30161N101	776	12542	DEFINED	01
D EXPEDITORS INTERNATIONAL	COM	302130109	1858	45878	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	73746	962361	DEFINED	01
D FPL GROUP INC	COM	302571104	7346	134980	DEFINED	01
D FACTSET RESEARCH SYSTEMS	COM	303075105	1787	31649	DEFINED	01
D FEDL HOME LOAN MTG CORP	COM	313400301	736	10842	DEFINED	01
D FANNIE MAE	COM	313586109	1423	23968	DEFINED	02
D FEDEX CORPORATION	COM	31428X106	1706	15707	DEFINED	01
D FIFTH THIRD BANCORP	COM	316773100	942	23012	DEFINED	01
D FINANCIAL FED CORP	COM	317492106	19742	671262	DEFINED	01
D FIRST DATA CORP	COM	319963104	12814	502123	DEFINED	01
D FISERV INC	COM	337738108	1776	33879	DEFINED	01
D FORD MOTOR COMPANY NEW	COM	345370860	99	13120	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	2182	25550	DEFINED	01
D FORWARD AIR CORP	COM	349853101	5350	184920	DEFINED	01
D FRANKLIN RESOURCES INC	COM	354613101	1786	16214	DEFINED	01
D FREEPORT MCMORAN COPPER	COM	35671D857	209	3752	DEFINED	01
D FRIEDMAN BILLNGS RAMSEY	COM	358434108	91	11342	DEFINED	01
D GANNETT COMPANY INC DE	COM	364730101	390	6449	DEFINED	01
D GENENTECH INC NEW	COM	368710406	304	3748	DEFINED	01
D GENERAL DYNAMICS	COM	369550108	568	7644	DEFINED	01
D GENERAL ELECTRIC COMPANY	COM	369604103	28227	758578	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1757	30500	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	9170	384330	DEFINED	03
D GLADSTONE COMMERCIAL	COM	376536108	3671	182268	DEFINED	03
D GLAXOSMITHKLINE PLC	COM	37733W105	18208	345118	DEFINED	01
D GOLDMAN SACHS GROUP INC	COM	38141G104	506	2538	DEFINED	01
D H&Q HEALTHCARE INVESTORS	COM	404052102	230	13986	DEFINED	01

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D HARLEY DAVIDSON INC	COM	412822108	14022	198978	DEFINED	01
D HARMAN INTERNATIONAL	COM	413086109	774	7746	DEFINED	01
D HARTFORD FINL SVCS GROUP	COM	416515104	980	10501	DEFINED	01
D HEALTH CARE REIT INC	COM	42217K106	241	5604	DEFINED	01
D HEARST ARGYLE	COM	422317107	701	27493	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	5489	365445	DEFINED	01
D HEINZ HJ COMPANY	COM	423074103	4638	103036	DEFINED	01
D HERSHEY COMPANY	COM	427866108	29877	599931	DEFINED	01
D HEWLETT-PACKARD COMPANY	COM	428236103	338	8210	DEFINED	01
D HIBBETT SPORTING GOODS	COM	428565105	1406	46045	DEFINED	01
D HILLENBRAND IND INC	COM	431573104	513	9005	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	1557	44610	DEFINED	01
D HOME DEPOT INC	COM	437076102	23659	589109	DEFINED	01
D HONDA MOTOR LTD NEW	COM	438128308	496	12551	DEFINED	01
D HONEYWELL INTL INC	COM	438516106	564	12474	DEFINED	01
D ISTAR FINANCIAL INC	COM	45031U101	24128	504552	DEFINED	01
D ITT CORP	COM	450911102	201	3542	DEFINED	01
D ILLINOIS TOOL WORKS INC	COM	452308109	35553	769706	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	1657	45000	DEFINED	01
D INDYMAC BANCORP INC	COM	456607100	229	5061	DEFINED	01
D INERGY	COM	456615103	210	7036	DEFINED	01
D INFOSYS TECHNOLOGY	COM	456788108	2117	38809	DEFINED	01
D INTEL CORP	COM	458140100	4120	203466	DEFINED	01
D INTERNATIONAL BUSINESS	COM	459200101	9495	97739	DEFINED	01
D INTL FLAVOR & FRAGRANCES	COM	459506101	274	5575	DEFINED	01
D INTL GAME TECHNOLOGY	COM	459902102	233	5045	DEFINED	01
D INTRNTL SPEEDWAY CORP	COM	460335201	3419	66982	DEFINED	01
D IRON MOUNTAIN INC DE	COM	462846106	4616	167484	DEFINED	02
D ISHARES INC	COM	464286202	20453	552947	DEFINED	01
D ISHARES INC	COM	464286509	17826	704033	DEFINED	01
D ISHARES INC	COM	464286673	20294	1811997	DEFINED	01
D ISHARES INC	COM	464286772	18766	379882	DEFINED	01
D ISHARES MSCI NETHRLANDS	COM	464286814	18947	720134	DEFINED	01
D ISHARES INC	COM	464286822	21715	423713	DEFINED	01
D ISHARES MSCI HONG KONG	COM	464286871	19266	1204104	DEFINED	01
D ISHARES DOW JONES	COM	464287168	3695	52247	DEFINED	01
D ISHARES TR	COM	464287176	7042	71277	DEFINED	01
D ISHARES TRUST FTSE*	COM	464287184	203	1822	DEFINED	01
D ISHARES TRUST	COM	464287192	1235	15101	DEFINED	01
D ISHARES TR	COM	464287200	811682	5716072	DEFINED	01
D ISHARES LEHMAN AGGREGAT	COM	464287226	13022	130611	DEFINED	01
D ISHARES TR MSCI	COM	464287234	1212	10618	DEFINED	01
D ISHARES IBOXX	COM	464287242	317367	2974945	DEFINED	01
D ISHARES TR S&P GLOBAL*	COM	464287275	228	3606	DEFINED	01
D ISHARES S&P 500 GROWTH	COM	464287309	134562	2072742	DEFINED	01
D ISHARES TRUST*	COM	464287333	266	2941	DEFINED	01
D ISHARES TR GOLDMNM SACHS	COM	464287374	1123	11056	DEFINED	01
D ISHARES S&P 500 VALUE	COM	464287408	136283	1772444	DEFINED	01
D ISHARES TR 20+ TREAS	COM	464287432	17276	195360	DEFINED	01
D ISHARES TR 7 10YR TREAS	COM	464287440	79467	963936	DEFINED	01
D ISHARES TR 1 3 YR TREAS	COM	464287457	142459	1781627	DEFINED	01
D I SHARES TRUST MSCI	COM	464287465	442832	6047962	DEFINED	01
D ISHARES TR	COM	464287473	1011	6906	DEFINED	01
D ISHARES TR	COM	464287507	65192	813167	DEFINED	01
D ISHARES TR	COM	464287549	4618	89812	DEFINED	01
D ISHARES TR	COM	464287564	1358	13544	DEFINED	01
D ISHARES TR	COM	464287580	6180	91667	DEFINED	01
D ISHARES TR	COM	464287598	887	10722	DEFINED	01
D ISHARES S&P MIDCAP 400	COM	464287606	279248	3503295	DEFINED	01
D ISHARES TR	COM	464287614	449	8161	DEFINED	01
D ISHARES TR	COM	464287630	1201	15010	DEFINED	01
D ISHARES TRUST	COM	464287648	279	3546	DEFINED	01

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D ISHARES TR	COM	464287697	88423	983894	DEFINED	01
D ISHARES S&P MIDCAP 400	COM	464287705	284060	3584807	DEFINED	01
D ISHARES TR	COM	464287713	142725	4813645	DEFINED	01
D ISHARES TR	COM	464287721	11408	209521	DEFINED	03
D ISHARES TR DOW JONES US	COM	464287739	1998	23976	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287754	13235	202987	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287762	247635	3733938	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287770	1253	9371	DEFINED	01
D ISHARES TR	COM	464287788	17340	147361	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287796	6542	64230	DEFINED	01
D ISHARES TR	COM	464287804	15587	236202	DEFINED	01
D ISHARES TR	COM	464287812	20445	342580	DEFINED	01
D ISHARES TR	COM	464287838	1353	22905	DEFINED	01
D ISHARES S&P SMALLCAP	COM	464287879	17743	235509	DEFINED	01
D ISHARES S&P SMALLCAP	COM	464287887	17258	134870	DEFINED	01
D JPMORGAN CHASE &	COM	46625H100	2563	53074	DEFINED	01
D JABIL CIRCUIT INC	COM	466313103	233	9509	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	73535	1113826	DEFINED	01
D JOHNSON CONTROLS INC	COM	478366107	375	4365	DEFINED	01
D KELLOGG COMPANY	COM	487836108	1572	31398	DEFINED	01
D KIMBERLY-CLARK CORP	COM	494368103	2137	31446	DEFINED	01
D KIMCO REALTY CORP	COM	49446R109	5407	120296	DEFINED	01
D KOHL'S CORP	COM	500255104	2046	29904	DEFINED	01
D KRAFT FOODS CL A	COM	50075N104	5297	148384	DEFINED	01
D LACLEDE GROUP INC	COM	505597104	290	8272	DEFINED	01
D LANDAUER INC	COM	51476K103	5850	111486	DEFINED	01
D LANDSTAR SYSTEM INC	COM	515098101	312	8181	DEFINED	01
D LEGGETT&PLATT INC COM	COM	524660107	5021	210088	DEFINED	01
D LEGG MASON INC	COM	524901105	247	2602	DEFINED	01
D LEHMAN BROTHERS HOLDINGS	COM	524908100	824	10553	DEFINED	01
D LIBERTY MEDIA HOLDING	COM	53071M104	438	20315	DEFINED	01
D LIBERTY MEDIA HOLDING	COM	53071M302	427	4360	DEFINED	01
D LILLY ELI & COMPANY	COM	532457108	12867	246975	DEFINED	01
D LINCOLN NATIONAL CORP	COM	534187109	702	10573	DEFINED	01
D LOCKHEED MARTIN CORP	COM	539830109	280	3046	DEFINED	01
D LONGS DRUG STORES CORP	COM	543162101	250	5901	DEFINED	01
D LOWES COMPANIES INC	COM	548661107	14667	470864	DEFINED	01
D LYDALL INC	COM	550819106	280	25920	DEFINED	02
D MDU RESOURCES GROUP INC	COM	552690109	5336	208104	DEFINED	01
D MARATHON OIL CORP	COM	565849106	594	6425	DEFINED	01
D MARKEL CORP	COM	570535104	32317	67313	DEFINED	02
D MARKWEST ENERGY PARTNERS	COM	570759100	281	4711	DEFINED	01
D MCDONALDS CORP	COM	580135101	14081	317650	DEFINED	01
D MCGRAW-HILL COMPANIES	COM	580645109	662	9727	DEFINED	01
D MEDCO HEALTH SOLUTIONS	COM	58405U102	434	8113	DEFINED	01
D MEDICAL ACTION INDS INC	COM	58449L100	5306	164583	DEFINED	02
D MEDTRONIC INC	COM	585055106	3477	64978	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	8227	188686	DEFINED	01
D MERCURY GENERAL CORP NEW	COM	589400100	24780	469938	DEFINED	01
D MERRILL LYNCH &	COM	590188108	332	3563	DEFINED	01
D MICROSOFT CORP	COM	594918104	73924	2475680	DEFINED	01
D MIDCAP SPDR TR	COM	595635103	10713	73198	DEFINED	01
D MOHAWK INDS INC	COM	608190104	225	3010	DEFINED	02
D MONSANTO COMPANY NEW	COM	61166W101	865	16461	DEFINED	01
D MORGAN STANLEY	COM	617446448	895	10998	DEFINED	01
D MOTOROLA INCORPORATED	COM	620076109	280	13600	DEFINED	01
D NASDAQ STOCK MARKET INC	COM	631103108	402	13050	DEFINED	01
D NATIONAL CITY CORP	COM	635405103	334	9131	DEFINED	01
D NATIONAL FUEL GAS	COM	636180101	5378	139548	DEFINED	01
D NATIONWIDE FINANCIAL	COM	638612101	318	5868	DEFINED	01
D NETWORK APPLIANCE INC	COM	64120L104	411	10464	DEFINED	01
D NEWELL RUBBERMAID INC	COM	651229106	265	9139	DEFINED	01

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D NFJ DIVIDEND INTEREST	COM	65337H109	247	9831	DEFINED	01
D NOKIA CORPORATION	COM	654902204	916	45061	DEFINED	01
D NORDSTROM INC	COM	655664100	1176	23838	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	6557	130384	DEFINED	01
D NORTHERN TRUST CORP	COM	665859104	349	5755	DEFINED	01
D NORTHWESTERN CORPORATION	COM	668074305	25860	730926	DEFINED	01
D NOVARTIS AG	COM	66987V109	9995	174008	DEFINED	01
D OGE ENERGY CORP	COM	670837103	288	7207	DEFINED	01
D NUVEEN TAX ADVANTAGED	COM	67090H102	295	10901	DEFINED	01
D OCCIDENTAL PETRO CORP	COM	674599105	1043	21369	DEFINED	01
D ONEOK PARTNERS	COM	68268N103	558	8805	DEFINED	01
D ORACLE CORP	COM	68389X105	557	32482	DEFINED	01
D O REILLY AUTOMOTIVE INC	COM	686091109	1146	35755	DEFINED	01
D PNC FINANCIAL SERVICES	COM	693475105	768	10368	DEFINED	01
D PPL CORP	COM	69351T106	235	6555	DEFINED	01
D PATTERSON COMPANIES INC	COM	703395103	11838	333379	DEFINED	02
D PATTERSON UTI ENERGY INC	COM	703481101	218	9378	DEFINED	01
D PAYCHEX INC	COM	704326107	5169	130731	DEFINED	01
D PEABODY ENERGY CORP	COM	704549104	306	7565	DEFINED	01
D PENNEY J C COMPANY INC	COM	708160106	1808	23370	DEFINED	01
D PEPSICO INC	COM	713448108	71079	1136354	DEFINED	01
D PFIZER INCORPORATED	COM	717081103	52334	2020623	DEFINED	01
D PIEDMONT NATURAL GAS	COM	720186105	5127	191669	DEFINED	01
D PITNEY BOWES INC	COM	724479100	204	4424	DEFINED	01
D PLUM CREEK TIMBER	COM	729251108	17918	449642	DEFINED	01
D POLARIS INDUSTRIES INC	COM	731068102	4919	105034	DEFINED	01
D PROCTER & GAMBLE COMPANY	COM	742718109	28691	446408	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	419	8545	DEFINED	01
D PRUDENTIAL FINANCIAL INC	COM	744320102	2221	25865	DEFINED	01
D QUALCOMM INC	COM	747525103	511	13527	DEFINED	01
D QUEST DIAGNOSTICS INC	COM	74834L100	769	14511	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	1343	26387	DEFINED	01
D RAYONIER INC	COM	754907103	26049	634563	DEFINED	01
D REALTY INCOME CORP	COM	756109104	4036	145687	DEFINED	01
D REGIONS FINANCIAL	COM	7591EP100	793	21208	DEFINED	01
D RESMED INC	COM	761152107	1157	23502	DEFINED	01
D ROBERT HALF INTL INC	COM	770323103	240	6473	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	743	12173	DEFINED	01
D ROCKWELL COLLINS INC DE	COM	774341101	1148	18142	DEFINED	01
D ROSS STORES INC	COM	778296103	5963	203503	DEFINED	01
D ROYAL BANK CANADA	COM	780087102	494	10365	DEFINED	01
D ROYAL DUTCH SHELL PLC	COM	780259206	7516	106168	DEFINED	01
D RUBY TUESDAY INC	COM	781182100	1219	44406	DEFINED	01
D SLM CORP	COM	78442P106	459	9416	DEFINED	01
D STANDARD & POORS	COM	78462F103	81951	578671	DEFINED	01
D ST MARY LAND &	COM	792228108	3716	100876	DEFINED	01
D SANOFI AVENTIS	COM	80105N105	210	4547	DEFINED	01
D SARA LEE CORP	COM	803111103	336	19739	DEFINED	01
D SCANA CORP NEW	COM	80589M102	5270	129745	DEFINED	01
D SCHERING PLOUGH CORP	COM	806605101	1147	48536	DEFINED	01
D SCHLUMBERGER LTD	COM	806857108	938	14848	DEFINED	01
D SCOTTS-MIRACLE GRO CO	COM	810186106	6749	130675	DEFINED	01
D SCRIPPS E W CO CL A NEW	COM	811054204	2479	49637	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y100	3076	88364	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y209	222733	6650733	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y308	358971	13743167	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y407	171709	4476263	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y506	218605	3728560	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y605	430306	11712202	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y704	282337	8064478	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y803	344363	14804966	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y886	3091	84189	DEFINED	01

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D SIGMA ALDRICH CORP	COM	826552101	27277	350965	DEFINED	01
D SIRIUS SATELLITE RADIO	COM	82966U103	80	22661	DEFINED	01
D SKYWEST INC	COM	830879102	275	10799	DEFINED	01
D SMITH & NEPHEW PLC NEW	COM	83175M205	14703	280966	DEFINED	01
D SNAP ON INC	COM	833034101	17971	377234	DEFINED	01
D SOURCE CAPITAL INC	COM	836144105	683	10106	DEFINED	01
D SOUTH JERSEY IND INC	COM	838518108	5521	165264	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	23702	643033	DEFINED	01
D SPRINT NEXTEL CORP	COM	852061100	551	29184	DEFINED	01
D STATE STREET CORP	COM	857477103	6126	90831	DEFINED	01
D STEEL DYNAMICS INC	COM	858119100	287	8836	DEFINED	01
D STORA ENSO CORP	COM	86210M106	539	34143	DEFINED	01
D STREETTRACKS GOLD TRUST	COM	863307104	228	3611	DEFINED	01
D STREETTRACKS DOW JONES	COM	86330E604	9807	111639	DEFINED	01
D STRYKER CORP	COM	863667101	2373	43056	DEFINED	01
D SUN MICROSYSTEMS INC	COM	866810104	153	28300	DEFINED	01
D SYSCO CORPORATION	COM	871829107	7597	206669	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	47890	1746531	DEFINED	01
D TEPPCO PRTRNS UT INT	COM	872384102	200	4966	DEFINED	01
D TXU CORP	COM	873168108	288	5306	DEFINED	01
D TARGET CORP	COM	87612E106	14268	250095	DEFINED	01
D TEREX CORP NEW	COM	880779103	236	3660	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	1128	39184	DEFINED	01
D 3M COMPANY	COM	88579Y101	41155	528100	DEFINED	01
D TIDEWATER INC	COM	886423102	227	4692	DEFINED	01
D TIME WARNER INC NEW	COM	887317105	273	12546	DEFINED	01
D TOYOTA MOTOR CORP	COM	892331307	210	1565	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	384	11001	DEFINED	01
D TRIBUNE CO NEW 10/83	COM	896047107	1787	58070	DEFINED	01
D TYCO INTERNATIONAL	COM	902124106	18126	596251	DEFINED	01
D U S BANCORP DE NEW	COM	902973304	1993	55064	DEFINED	01
D UNILEVER PLC	COM	904767704	297	10687	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	931	10114	DEFINED	01
D UNITED PARCEL SERVICE	COM	911312106	272	3632	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	10232	163654	DEFINED	01
D UNITEDHEALTH GROUP INC	COM	91324P102	266	4944	DEFINED	01
D VANGUARD SECTOR INDEX	COM	92204A108	3436	56510	DEFINED	03
D VANGUARD WORLD FUNDS	COM	92204A207	8698	136252	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A306	11435	134518	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A405	6345	96864	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A603	9533	145701	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A702	9253	176146	DEFINED	03
D VARIAN MEDICAL SYSTEMS	COM	92220P105	4757	99993	DEFINED	01
D VECTREN CORP	COM	92240G101	16595	586810	DEFINED	01
D VANGUARD INDEX FUNDS	COM	922908553	2174	28236	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	3944	105911	DEFINED	01
D WPS RESOURCES CORP	COM	92931B106	233	4318	DEFINED	01
D WACHOVIA CORP NEW	COM	929903102	7426	130400	DEFINED	01
D WAL-MART STORES INC	COM	931142103	47942	1038157	DEFINED	01
D WALGREEN COMPANY	COM	931422109	8142	177430	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	236	5193	DEFINED	01
D WASHINGTON POST COMPANY	COM	939640108	225	303	DEFINED	01
D WASTE MANAGEMENT INC DEL	COM	94106L109	323	8786	DEFINED	01
D WATERS CORP	COM	941848103	27478	561112	DEFINED	02
D WEIGHT WATCHERS INTL INC	COM	948626106	19250	366459	DEFINED	01
D WELLPOINT INC	COM	94973V107	1831	23275	DEFINED	01
D WELLS FARGO & CO NEW	COM	949746101	54619	1535959	DEFINED	01
D WESCO FINANCIAL CORP	COM	950817106	4708	10234	DEFINED	01
D WESTAMERICA	COM	957090103	19151	378261	DEFINED	01
D WESTERN UNION COMPANY	COM	959802109	36898	1645761	DEFINED	01
D WHITE ELECTRONIC DESIGNS	COM	963801105	153	28041	DEFINED	01
D WILEY JOHN & SONS CL A	COM	968223206	7433	193212	DEFINED	01



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D WILMINGTON TRUST CORP	COM	971807102	305	7239	DEFINED 01
D WISCONSIN ENERGY CORP	COM	976657106	208	4381	DEFINED 01
D WRIGLEY WILLIAM JUNIOR	COM	982526105	240	4650	DEFINED 01
D WYETH	COM	983024100	4077	80073	DEFINED 01
D XCEL ENERGY INC	COM	98389B100	201	8726	DEFINED 01
D ZIMMER HOLDINGS INC	COM	98956P102	857	10928	DEFINED 01
D ENDURANCE SPECIALTY	COM	G30397106	5724	156478	DEFINED 01
D INGERSOLL RAND COMPANY	COM	G4776G101	23970	612583	DEFINED 01
D NABORS INDUSTRIES LTD	COM	G6359F103	311	10448	DEFINED 01
D STEWART W P & CO LTD	COM	G84922106	15737	993482	DEFINED 01
D TRANSOCEAN INC	COM	G90078109	230	2843	DEFINED 01
D WHITE MOUNTAINS	COM	G9618E107	24717	42659	DEFINED 01
D WILLIS GROUP HOLDINGS	COM	G96655108	8714	219432	DEFINED 01
D UBS AG NEW	COM	H89231338	454	7521	DEFINED 01
S REPORT SUMMARY	409 DATA RECORDS		8,086,767		3 OTHER MANAGER