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EDWARDS A G INC  
Form 13F-HR  
August 12, 2005

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, 2005

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 08/12/05  
[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: 2

Form 13F Information Table Entry Total: 297

Form 13F Information Table Value Total: \$4,092,973  
(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

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	1047	24198			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	3414	69668			DEFINED	01
D ACETO CORP	COM	0044446100	75	10025			DEFINED	01
D ADESA INCORPORATED	COM	00686U104	25107	1153279			DEFINED	01
D AFFILIATED COMPUTER	COM	008190100	1019	19937			DEFINED	01
D AFFILIATED MANAGERS	COM	008252108	5136	75170			DEFINED	01
D ALCOA INC	COM	013817101	2344	89711			DEFINED	01
D ALLIED CAPITAL CORP NEW	COM	01903Q108	357	12270			DEFINED	02
D ALLSTATE CORP	COM	020002101	1953	32682			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	1204	18619			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	4622	124294			DEFINED	01
D AMEREN CORPORATION	COM	023608102	1284	23220			DEFINED	02
D AMERN CAP STRATEGIES	COM	024937104	504	13972			DEFINED	01
D AMERICAN EXPRESS COMPANY	COM	025816109	26589	499504			DEFINED	01
D AMERICAN INTL GROUP INC	COM	026874107	2079	35784			DEFINED	01
D AMGEN INC	COM	031162100	1710	28292			DEFINED	01
D AMSOUTH BANCORPORATION	COM	032165102	300	11535			DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	706	8594			DEFINED	01
D ANHEUSER BUSCH COS INC	COM	035229103	61126	1336097			DEFINED	01
D ANNALY MTG MGMT INC *	COM	035710409	11970	667606			DEFINED	01
D APOLLO GROUP INC CL A	COM	037604105	564	7213			DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	28044	1520842			DEFINED	01
D APPLE COMPUTER INC	COM	037833100	277	7525			DEFINED	01
D AUTOMATIC DATA PROCESSNG	COM	053015103	3016	71866			DEFINED	01

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D AVERY DENNISON CORP	COM	053611109	17352	327640	DEFINED	01
D BP PLC SPONS ADR	COM	055622104	21963	352089	DEFINED	01
D BAKER HUGHES INC	COM	057224107	370	7238	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	5276	115682	DEFINED	01
D BECTON DICKINSON & CO	COM	075887109	216	4123	DEFINED	02
D BED BATH & BEYOND INC	COM	075896100	1372	32850	DEFINED	01
D BELLSOUTH CORP	COM	079860102	1058	39833	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	251	3	DEFINED	02
D BERKSHIRE HATHAWAY INC	COM	084670207	30950	11119	DEFINED	01
D BLACK & DECKER CORP	COM	091797100	332	3695	DEFINED	01
D BLOCK H & R INCORPORATED	COM	093671105	462	7915	DEFINED	01
D BOEING CO	COM	097023105	440	6670	DEFINED	01
D BOSTON SCIENTIFIC CORP	COM	101137107	379	14055	DEFINED	01
D BRISTOL MYERS SQUIBB CO	COM	110122108	583	23352	DEFINED	01
D BROWN & BROWN INC	COM	115236101	2840	63206	DEFINED	01
D BURLINGTON NTHRN SANTA	COM	12189T104	1369	29068	DEFINED	01
D BURLINGTON RESOURCES INC	COM	122014103	425	7696	DEFINED	01
D C P I CORP	COM	125902106	1911	105867	DEFINED	01
D CADBURY SCHWEPPEES PLC	COM	127209302	48332	1260935	DEFINED	01
D CALIFORNIA PIZZA	COM	13054D109	4996	183198	DEFINED	01
D CANADIAN IMPERIAL BANK	COM	136069101	248	4000	DEFINED	01
D CANADIAN NATURAL	COM	136385101	611	16800	DEFINED	01
D CAPITAL ONE FINL CORP	COM	14040H105	38886	486010	DEFINED	01
D CARNIVAL CORP PAIRD CTF	COM	143658300	481	8823	DEFINED	01
D CASS INFORMATION	COM	14808P109	659	16263	DEFINED	01
D CATERPILLAR INC	COM	149123101	2659	27904	DEFINED	01
D CEMEX SA SPONS ADR NEW	COM	151290889	399	9400	DEFINED	01
D CHARLES RIVER LAB INTL	COM	159864107	13856	287169	DEFINED	02
D CHEVRON CORPORATION	COM	166764100	59332	1061008	DEFINED	01
D CINCINNATI	COM	172062101	289	7304	DEFINED	01
D CINERGY CORPORATION	COM	172474108	634	14155	DEFINED	01
D CISCO SYSTEMS INC	COM	17275R102	1060	55531	DEFINED	01
D CINTAS CORP	COM	172908105	293	7579	DEFINED	01
D CITIGROUP INC	COM	172967101	2645	57211	DEFINED	01
D CLEAR CHANNEL COMM INC	COM	184502102	54621	1765957	DEFINED	01
D CLOROX COMPANY	COM	189054109	267	4798	DEFINED	01
D COCA-COLA COMPANY	COM	191216100	4278	102456	DEFINED	01
D COLGATE-PALMOLIVE	COM	194162103	1895	37966	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N101	688	22441	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N200	32933	1099603	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	17644	761826	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	5127	89174	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	217	4623	DEFINED	01
D CONVERA CORP CL A	COM	211919105	65	13229	DEFINED	01
D CORNING INC	COM	219350105	195	11721	DEFINED	01
D CROSSTEX ENERGY LP COM	COM	22765U102	413	10850	DEFINED	01
D DNP SELECT INCOME	COM	23325P104	286	24777	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	408	11577	DEFINED	01
D DELL INC	COM	24702R101	512	12970	DEFINED	01
D DELTA AND PINE LAND	COM	247357106	2793	111449	DEFINED	01
D DENTSPLY INTERNATIONAL	COM	249030107	1664	30817	DEFINED	01
D DIAGEO PLC NEW SPN ADR	COM	25243Q205	64637	1089994	DEFINED	01
D DISNEY WALT COMPANY	COM	254687106	615	24419	DEFINED	01
D DOMINION RES INC VA NEW	COM	25746U109	346	4716	DEFINED	01
D DONALDSON COMPANY INC	COM	257651109	1100	36282	DEFINED	01
D DOVER CORP COMMON	COM	260003108	213	5844	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	23488	527460	DEFINED	01
D DU PONT E.I.DE NEMOUR	COM	263534109	557	12940	DEFINED	01
D E M C CORP MASS	COM	268648102	430	31365	DEFINED	01
D EATON CORPORATION	COM	278058102	207	3456	DEFINED	01
D A G EDWARDS INC	COM	281760108	3282	72690	DEFINED	01
D EMERSON ELECTRIC COMPANY	COM	291011104	20949	334492	DEFINED	01

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D ENERGIZER HLDGS INC	COM	29266R108	7647	123000	DEFINED	02
D ENERGY TRANSFER PARTNERS	COM	29273R109	399	11540	DEFINED	01
D ENERPLUS RESOURCES	COM	29274D604	24171	632754	DEFINED	01
D ENTERCOM COMMNS CORP	COM	293639100	14384	432080	DEFINED	01
D ENTERGY CORP NEW	COM	29364G103	229	3028	DEFINED	01
D ENTERPRISE PRODUCTS	COM	293792107	255	9504	DEFINED	01
D ETHAN ALLEN INTERIORS	COM	297602104	4744	141578	DEFINED	01
D EXELON CORPORATION	COM	30161N101	206	4021	DEFINED	01
D EXPEDITORS INTERNATIONAL	COM	302130109	1383	27758	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	54829	954046	DEFINED	01
D FPL GROUP INC	COM	302571104	357	8494	DEFINED	01
D FACTSET RESEARCH SYSTEMS	COM	303075105	1141	31829	DEFINED	01
D FEDL HOME LOAN MTG CORP	COM	313400301	520	7980	DEFINED	01
D FANNIE MAE	COM	313586109	3397	58170	DEFINED	01
D FIFTH THIRD BANCORP	COM	316773100	1890	45915	DEFINED	01
D FINANCIAL FED CORP	COM	317492106	15819	409400	DEFINED	01
D FIRST DATA CORP	COM	319963104	40450	1007718	DEFINED	01
D FISERV INC	COM	337738108	1409	32857	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	522	5876	DEFINED	01
D FORWARD AIR CORP	COM	349853101	6450	228141	DEFINED	01
D GABELLI GLOBAL	COM	36239Q109	2806	277833	DEFINED	01
D GANNETT COMPANY INC DEL	COM	364730101	844	11867	DEFINED	01
D GENERAL ELECTRIC COMPANY	COM	369604103	23844	688152	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1099	23480	DEFINED	01
D GILLETTE COMPANY	COM	375766102	2877	56824	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	14069	601242	DEFINED	01
D GLADSTONE COMMERCIAL	COM	376536108	5583	354244	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	748	15416	DEFINED	01
D GOLDMAN SACHS GROUP INC	COM	38141G104	209	2047	DEFINED	01
D GRACO INCORPORATED	COM	384109104	335	9843	DEFINED	01
D HARLEY DAVIDSON INC	COM	412822108	9132	184118	DEFINED	01
D HARMAN INTERNATIONAL	COM	413086109	1109	13626	DEFINED	01
D HEARST ARGYLE	COM	422317107	674	27494	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	11854	610107	DEFINED	01
D HEINZ H J COMPANY	COM	423074103	341	9630	DEFINED	01
D HERSHEY COMPANY	COM	427866108	15091	243020	DEFINED	01
D HEWLETT-PACKARD COMPANY	COM	428236103	283	12048	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	1423	59656	DEFINED	01
D HOLLY ENERGY PARTNERS	COM	435763107	1770	40001	DEFINED	01
D HOME DEPOT INC	COM	437076102	6278	161377	DEFINED	01
D HONEYWELL INTL INC	COM	438516106	854	23326	DEFINED	01
D I M S HEALTH INC	COM	449934108	208	8394	DEFINED	01
D ISTAR FINANCIAL INC *	COM	45031U101	24449	587863	DEFINED	01
D ILLINOIS TOOL WORKS INC	COM	452308109	24572	308380	DEFINED	01
D IMAGISTICS INTERNATIONAL	COM	45247T104	1394	49795	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	1250	15000	DEFINED	01
D INERGY L P	COM	456615103	411	13150	DEFINED	01
D INTEL CORP	COM	458140100	1313	50467	DEFINED	01
D INTERNATIONAL BUSINESS	COM	459200101	2546	34313	DEFINED	01
D INTRNTL SPEEDWAY CORP	COM	460335201	3847	68411	DEFINED	01
D IRON MOUNTAIN INC DE	COM	462846106	4531	146070	DEFINED	01
D ISHARES DOW JONES SELECT	COM	464287168	1647	26680	DEFINED	01
D ISHARES TR *	COM	464287176	367	3419	DEFINED	01
D ISHARES TR *	COM	464287200	1231	10338	DEFINED	01
D ISHARES LEHMAN AGGREGAT*	COM	464287226	490	4737	DEFINED	01
D ISHARES TR GOLDMAN *	COM	464287242	175025	1561328	DEFINED	01
D ISHARES TR *	COM	464287309	57041	1009583	DEFINED	01
D ISHARES TR *	COM	464287408	59464	953864	DEFINED	01
D ISHARES TR 20+ TREAS *	COM	464287432	300	3099	DEFINED	01
D ISHARES TR 1 3 YR TREAS*	COM	464287457	73700	907187	DEFINED	01
D I SHARES TRUST MSCI *	COM	464287465	200676	3833344	DEFINED	01
D ISHARES TR *	COM	464287473	2982	25251	DEFINED	01

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D ISHARES TR	*	COM	464287507	393	5734	DEFINED	01
D ISHARES TR *		COM	464287549	2146	49779	DEFINED	01
D ISHARES TR	*	COM	464287556	318	4690	DEFINED	01
D ISHARES TR	*	COM	464287580	24959	422030	DEFINED	01
D ISHARES TR	*	COM	464287606	238985	3448058	DEFINED	01
D ISHARES TR	*	COM	464287697	56793	734240	DEFINED	01
D ISHARES TR	*	COM	464287705	242227	3628332	DEFINED	01
D ISHARES TR	*	COM	464287713	19984	854008	DEFINED	01
D ISHARES TR DOW JONES US*		COM	464287739	427	6730	DEFINED	01
D ISHARES TR DOW JONES US*		COM	464287762	169544	2774866	DEFINED	01
D ISHARES TR DOW JONES US*		COM	464287796	1608	20881	DEFINED	01
D ISHARES TR	*	COM	464287804	1028	18690	DEFINED	01
D ISHARES TR	*	COM	464287812	93961	1794184	DEFINED	01
D ISHARES TR	*	COM	464287879	13753	223161	DEFINED	01
D ISHARES TR	*	COM	464287887	13638	125117	DEFINED	01
D JPMORGAN CHASE &		COM	46625H100	1312	37150	DEFINED	01
D JEFFERSON-PILOT CORP		COM	475070108	306	6076	DEFINED	01
D JOHNSON & JOHNSON		COM	478160104	64725	995766	DEFINED	01
D KANE PIPE LINE		COM	484169107	357	5816	DEFINED	01
D KELLOGG COMPANY		COM	487836108	748	16825	DEFINED	01
D KIMBERLY-CLARK CORP		COM	494368103	1380	22046	DEFINED	01
D KOHL'S CORP		COM	500255104	1418	25370	DEFINED	01
D LIBERTY MEDIA CORP NEW		COM	530718105	21231	2083526	DEFINED	01
D LIFELINE SYSTEMS INC		COM	532192101	3253	101279	DEFINED	01
D LILLY ELI & COMPANY		COM	532457108	1103	19807	DEFINED	01
D LINCARE HLDGS INC		COM	532791100	1209	29572	DEFINED	01
D LINCOLN NATIONAL CORP		COM	534187109	586	12487	DEFINED	01
D LOWES COMPANIES INC		COM	548661107	2263	38869	DEFINED	01
D LUCENT TECHNOLOGIES INC		COM	549463107	133	45849	DEFINED	01
D MARKEL CORP		COM	570535104	24523	72339	DEFINED	01
D MARKWEST ENERGY PARTNERS		COM	570759100	418	8265	DEFINED	01
D MAY DEPARTMENT		COM	577778103	244	6081	DEFINED	01
D MCDONALDS CORP		COM	580135101	1448	52175	DEFINED	01
D MEDCO HEALTH SOLUTIONS		COM	58405U102	266	4979	DEFINED	01
D MEDTRONIC INC		COM	585055106	3533	68222	DEFINED	01
D MERCK & COMPANY INC		COM	589331107	34706	1126834	DEFINED	01
D MERCURY GENERAL CORP NEW		COM	589400100	3935	72168	DEFINED	01
D MICROSOFT CORP		COM	594918104	40605	1634660	DEFINED	01
D MIDCAP SPDR TR		COM	595635103	1168	9330	DEFINED	01
D MOHAWK INDS INC		COM	608190104	331	4015	DEFINED	01
D MONOLITHIC SYS TECH INC		COM	609842109	714	142002	DEFINED	01
D MORGAN STANLEY		COM	617446448	563	10740	DEFINED	01
D MOTOROLA INCORPORATED		COM	620076109	193	10551	DEFINED	01
D NASDAQ STOCK MARKET INC		COM	631103108	246	13050	DEFINED	01
D NATUZZI S P A ADR		COM	63905A101	2476	304157	DEFINED	01
D NEW YORK TIMES CL A COM		COM	650111107	15056	483344	DEFINED	01
D NEXTEL COMMUNICATIONS		COM	65332V103	225	6967	DEFINED	01
D NOKIA CORPORATION		COM	654902204	522	31348	DEFINED	01
D NORFOLK SOUTHERN CORP		COM	655844108	958	30934	DEFINED	01
D NORTH FORK BANCORP INC		COM	659424105	38203	1360006	DEFINED	01
D NORTHERN TRUST CORP		COM	665859104	270	5915	DEFINED	01
D NORTHWESTERN CORPORATION		COM	668074305	29681	941643	DEFINED	01
D NUVEEN PREFERRED AND		COM	67073B106	137	10282	DEFINED	01
D NUVEEN PREFERRED &		COM	67073D102	147	11290	DEFINED	01
D OCCIDENTAL PETRO CORP		COM	674599105	371	4827	DEFINED	01
D ORACLE CORP		COM	68389X105	159	12049	DEFINED	01
D O REILLY AUTOMOTIVE INC		COM	686091109	1477	49525	DEFINED	01
D PENNEY J C COMPANY INC		COM	708160106	342	6505	DEFINED	01
D PEPSICO INCORPORATED		COM	713448108	60989	1130891	DEFINED	01
D PFIZER INCORPORATED		COM	717081103	14845	538258	DEFINED	01
D PLUM CREEK TIMBER	*	COM	729251108	7518	207103	DEFINED	01
D PROCTER & GAMBLE COMPANY		COM	742718109	14007	265539	DEFINED	01

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D PRUDENTIAL FINANCIAL INC	COM	744320102	598	9105	DEFINED	01
D PULTE HOMES INC	COM	745867101	1940	23028	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	1086	26386	DEFINED	01
D RAYONIER INC *	COM	754907103	29326	553010	DEFINED	01
D REGIONS FINANCIAL	COM	7591EP100	349	10293	DEFINED	01
D RESMED INC	COM	761152107	1213	18385	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	1026	21058	DEFINED	01
D ROCKWELL COLLINS INC DE	COM	774341101	1129	23674	DEFINED	01
D ROYAL DUTCH PETROLEUM CO	COM	780257804	2672	41166	DEFINED	01
D SBC COMMUNICATIONS INC	COM	78387G103	2040	85910	DEFINED	01
D SLM CORP	COM	78442P106	519	10211	DEFINED	01
D STANDARD & POORS *	COM	78462F103	2455	20598	DEFINED	01
D SARA LEE CORP	COM	803111103	806	40694	DEFINED	01
D SCANA CORP NEW	COM	80589M102	307	7191	DEFINED	01
D SCHERING PLOUGH CORP	COM	806605101	691	36271	DEFINED	01
D SCHLUMBERGER LTD	COM	806857108	243	3206	DEFINED	01
D SCHULMAN A INC	COM	808194104	16126	901380	DEFINED	01
D SCOTTS MIRACLE-GRO CO	COM	810186106	3896	54707	DEFINED	01
D SCRIPPS E W CO CL A NEW	COM	811054204	4798	98321	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y100	329	12129	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y209	2583	83229	DEFINED	01
D SECTOR SPDR TR SHS BEN *	COM	81369Y308	49050	2156050	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y407	66060	2015242	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y506	101861	2291597	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y605	212087	7196719	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y704	105572	3593320	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y803	148358	7447686	DEFINED	01
D SECTOR SPDR TR SBI *	COM	81369Y886	247	7816	DEFINED	01
D SIGMA ALDRICH CORP	COM	826552101	15974	285044	DEFINED	01
D SMITH & WOLLENSKY	COM	831758107	1488	244315	DEFINED	01
D SMITH & NEPHEW PLC NEW	COM	83175M205	9596	194212	DEFINED	01
D SNAP ON INC	COM	833034101	19776	576550	DEFINED	01
D SONIC CORP	COM	835451105	3124	102311	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	18253	526467	DEFINED	01
D STATE STREET CORP	COM	857477103	729	15119	DEFINED	01
D STREETTRACKS SER TR	COM	86330E604	6362	32329	DEFINED	01
D STRYKER CORP	COM	863667101	1243	26145	DEFINED	01
D SYNOVUS FINANCIAL CORP	COM	87161C105	629	21946	DEFINED	01
D SYSCO CORPORATION	COM	871829107	3677	101594	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	42890	1657251	DEFINED	01
D TARGET CORP	COM	87612E106	16637	305779	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	568	20237	DEFINED	01
D 3M COMPANY	COM	88579Y101	4181	57822	DEFINED	01
D TIME WARNER INC NEW	COM	887317105	214	12810	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	291	11001	DEFINED	01
D TRIBUNE CO NEW 10/83	COM	896047107	3100	88128	DEFINED	01
D TYCO INTERNATIONAL LTD	COM	902124106	422	14459	DEFINED	01
D U S BANCORP DE NEW	COM	902973304	1055	36144	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	574	8852	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	2500	48689	DEFINED	01
D VALERO LP	COM	91913W104	242	4025	DEFINED	01
D VALUECLICK INC	COM	92046N102	174	14134	DEFINED	01
D VAN KAMPEN SR INCOME TR	COM	920961109	92	11350	DEFINED	01
D VANGUARD SECTOR INDEX	COM	92204A405	2522	47663	DEFINED	01
D VANGUARD SECTOR INDEX	COM	92204A603	1662	31429	DEFINED	01
D VARIAN MEDICAL SYSTEMS	COM	92220P105	5188	138977	DEFINED	01
D VECTREN CORP	COM	92240G101	20387	709603	DEFINED	01
D VANGUARD INDEX FUNDS *	COM	922908553	224	3809	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	1465	42398	DEFINED	01
D VIACOM INC CLASS B	COM	925524308	449	14036	DEFINED	01
D W P CAREY & CO LLC	COM	92930Y107	219	7487	DEFINED	01
D WPS RESOURCES CORP	COM	92931B106	382	6792	DEFINED	01

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D WACHOVIA CORP NEW	COM	929903102	1109	22350	DEFINED	01
D WAL-MART STORES INC	COM	931142103	44278	918631	DEFINED	01
D WALGREEN COMPANY	COM	931422109	6882	149644	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	234	5762	DEFINED	01
D WASHINGTON POST COMPANY	COM	939640108	313	375	DEFINED	02
D WEIGHT WATCHERS INTL INC	COM	948626106	12745	246942	DEFINED	02
D WELLPOINT INC	COM	94973V107	452	6492	DEFINED	01
D WELLS FARGO & CO NEW	COM	949746101	42922	697009	DEFINED	01
D WESTAMERICA	COM	957090103	20087	380361	DEFINED	01
D WESTWOOD ONE INC	COM	961815107	881	43100	DEFINED	01
D WILEY JOHN & SONS CL A	COM	968223206	3664	92229	DEFINED	01
D WILLIAMS CLAYTON ENERGY	COM	969490101	221	7354	DEFINED	01
D WISCONSIN ENERGY CORP	COM	976657106	222	5687	DEFINED	01
D WYETH	COM	983024100	2147	48249	DEFINED	01
D XCEL ENERGY INC	COM	98389B100	325	16660	DEFINED	01
D XEROX CORP	COM	984121103	141	10229	DEFINED	01
D ZEBRA TECH CORP CL A	COM	989207105	378	8624	DEFINED	01
D ZIMMER HOLDINGS INC	COM	98956P102	983	12902	DEFINED	01
D COOPER INDUSTRIES LTD	COM	G24182100	209	3273	DEFINED	01
D INGERSOLL RAND COMPANY	COM	G4776G101	21157	296521	DEFINED	01
D MONTPELIER RE HOLDINGS	COM	G62185106	22427	648542	DEFINED	01
D NABORS INDUSTRIES LTD	COM	G6359F103	311	5127	DEFINED	01
D STEWART W P & CO LTD	COM	G84922106	26819	1109587	DEFINED	01
D WHITE MOUNTAINS	COM	G9618E107	19842	31451	DEFINED	01
D WILLIS GROUP HLDGS LTD	COM	G96655108	34429	1052223	DEFINED	01
S REPORT SUMMARY		297 DATA RECORDS		4092973		2 OTHER MANAGERS