

ROYAL BANK OF SCOTLAND GROUP PLC

Form 13F-HR

November 14, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: September 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: The Royal Bank of Scotland Group Plc
Address: PO Box 31
42 St Andrew Square
Edinburgh EH2 2YE
Scotland

13F File Number: 028-05855

The institutional investment manager filing this report and the person by whom 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: H Campbell Esq
Title: Head of Group Secretariat
Phone: (+44) 0131 523 4711
Signature, Place and Date of Signing:

H Campbell Esq Edinburgh, Scotland November 11th, 2005

Report Type (check only one.):

- [X] 13F HOLDINGS REPORT.
- [] 13F NOTICE.
- [] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 3
 Form 13F Information Table Entry Total: 950
 Form 13F Information Table Value Total: \$2,820,623,632

List of Other Included Managers:

No.	13F File Number	Name
10	028-05954	Citizens Bank
9	028-01255	National Westminster Bank plc
7	028-05855	The Royal Bank of Scotland Plc

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
AFLAC INC	COM	001055102	3684	81331	SH		DEFINED	10
AFLAC INC	COM	001055102	327	7216	SH		DEF/OTH	10
AFLAC INC	COM	001055102	180	3980	SH		DEFINED	7
AT&T CORP	COM NEW	001957505	30	1506	SH		DEFINED	10
AT&T CORP	COM NEW	001957505	44	2212	SH		DEF/OTH	10
AT&T CORP	COM NEW	001957505	79139	3996900	SH		DEFINED	7
ABBOTT LABS	COM	002824100	5996	141413	SH		DEFINED	10
ABBOTT LABS	COM	002824100	706	16642	SH		DEF/OTH	10
ABBOTT LABS	COM	002824100	102	2400	SH		DEFINED	7
ABBOTT LABS	COM	002824100	547	12900	SH		DEFINED	9
ABBOTT LABS	COM	002824100	170	4000	SH		DEF/OTH	9
ABERCROMBIE & FITCH CO	CL A	002896207	202	4050	SH		DEFINED	10
ABERCROMBIE & FITCH CO	CL A	002896207	24	475	SH		DEF/OTH	10
ADOBE SYS INC	COM	00724F101	380	12747	SH		DEFINED	10
ADOBE SYS INC	COM	00724F101	115	3850	SH		DEF/OTH	10
ADOBE SYS INC	COM	00724F101	13	450	SH		DEFINED	7
AETNA INC NEW	COM	00817Y108	4577	53134	SH		DEFINED	10
AETNA INC NEW	COM	00817Y108	377	4374	SH		DEF/OTH	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	268	4907	SH		DEFINED	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	141	2575	SH		DEF/OTH	10
AGILENT TECHNOLOGIES INC	COM	00846U101	224	6837	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	95	2886	SH		DEF/OTH	10
AIR PRODS & CHEMS INC	COM	009158106	821	14884	SH		DEFINED	10
AIR PRODS & CHEMS INC	COM	009158106	285	5172	SH		DEF/OTH	10
ALBERTO CULVER CO	COM	013068101	1363	30464	SH		DEFINED	10
ALBERTO CULVER CO	COM	013068101	84	1880	SH		DEF/OTH	10
ALBERTSONS INC	COM	013104104	5	200	SH		DEFINED	10
ALBERTSONS INC	COM	013104104	89775	3500000	SH		DEFINED	7
ALCOA INC	COM	013817101	2770	113433	SH		DEFINED	10
ALCOA INC	COM	013817101	308	12632	SH		DEF/OTH	10
ALLERGAN INC	COM	018490102	645	7039	SH		DEFINED	10
ALLERGAN INC	COM	018490102	124	1350	SH		DEF/OTH	10
ALLMERICA FINL CORP	COM	019754100	679	16500	SH		DEFINED	10
ALLMERICA FINL CORP	COM	019754100	16	400	SH		DEF/OTH	10
ALLSTATE CORP	COM	020002101	2033	36765	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	290	5237	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	4809	73854	SH		DEFINED	10
ALLTEL CORP	COM	020039103	395	6059	SH		DEF/OTH	10
ALTRIA GROUP INC	COM	02209S103	2096	28434	SH		DEFINED	10

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ALTRIA GROUP INC	COM		02209S103	1415	19201	SH		DEF/OTH	10
ALTRIA GROUP INC	COM		02209S103	348	4725	SH		DEFINED	7
ALTRIA GROUP INC	COM		02209S103	197	2677	SH		DEFINED	9
ALTRIA GROUP INC	COM		02209S103	103	1400	SH		DEF/OTH	9
AMBAC FINL GROUP INC	COM		023139108	1643	22806	SH		DEFINED	10
AMBAC FINL GROUP INC	COM		023139108	113	1574	SH		DEF/OTH	10
AMERICAN AXLE & MFG HLDGS IN	FRNT	2.000% 2/1	024061AB9	59	74568	SH		DEFINED	9
AMERICAN ELEC PWR INC	COM		025537101	141	3564	SH		DEFINED	10
AMERICAN ELEC PWR INC	COM		025537101	77	1948	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM		025816109	3642	63397	SH		DEFINED	10
AMERICAN EXPRESS CO	COM		025816109	1065	18549	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM		025816109	2532	44079	SH		DEFINED	9
AMERICAN EXPRESS CO	DBCV	1.850%12/0	025816AS8	76	72037	SH		DEFINED	9
AMERICAN INTL GROUP INC	COM		026874107	12524	202128	SH		DEFINED	10
AMERICAN INTL GROUP INC	COM		026874107	6859	110700	SH		DEF/OTH	10
AMERICAN INTL GROUP INC	COM		026874107	4174	67372	SH		DEFINED	7
AMERICAN INTL GROUP INC	COM		026874107	9015	145500	SH	PUT	DEFINED	7
AMERICAN INTL GROUP INC	COM		026874107	1587	25620	SH		DEFINED	9
AMERIPRISE FINL INC	COM		03076C106	279	7796	SH		DEFINED	9
AMGEN INC	COM		031162100	10623	133342	SH		DEFINED	10
AMGEN INC	COM		031162100	837	10505	SH		DEF/OTH	10
AMGEN INC	COM		031162100	40	500	SH		DEFINED	9
AMPHENOL CORP NEW	CL A		032095101	478	11850	SH		DEFINED	10
AMPHENOL CORP NEW	CL A		032095101	19	475	SH		DEF/OTH	10
ANADARKO PETE CORP	COM		032511107	471	4914	SH		DEFINED	10
ANADARKO PETE CORP	COM		032511107	122	1277	SH		DEF/OTH	10
ANALOG DEVICES INC	COM		032654105	353	9502	SH		DEFINED	10
ANALOG DEVICES INC	COM		032654105	352	9470	SH		DEF/OTH	10
ANALOG DEVICES INC	COM		032654105	11	300	SH		DEFINED	7
ANHEUSER BUSCH COS INC	COM		035229103	2304	53524	SH		DEFINED	10
ANHEUSER BUSCH COS INC	COM		035229103	53	1243	SH		DEF/OTH	10
ANHEUSER BUSCH COS INC	COM		035229103	525	12200	SH		DEFINED	7
APACHE CORP	COM		037411105	708	9406	SH		DEFINED	10
APACHE CORP	COM		037411105	37	488	SH		DEF/OTH	10
APPLE COMPUTER INC	COM		037833100	12842	239554	SH		DEFINED	7
APPLE COMPUTER INC	COM		037833100	9320	173844	SH	PUT	DEFINED	7
APPLE COMPUTER INC	COM		037833100	16	290	SH		DEFINED	9
APPLIED MATLS INC	COM		038222105	1942	114484	SH		DEFINED	10
APPLIED MATLS INC	COM		038222105	186	10955	SH		DEF/OTH	10
APPLIED MATLS INC	COM		038222105	88	5200	SH		DEFINED	9
AQUILA INC	COM		03840P102	752	189800	SH		DEFINED	9
ARCHER DANIELS MIDLAND CO	COM		039483102	1328	53833	SH		DEFINED	10
ARCHER DANIELS MIDLAND CO	COM		039483102	349	14160	SH		DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM		053015103	4963	115318	SH		DEFINED	10
AUTOMATIC DATA PROCESSING IN	COM		053015103	956	22209	SH		DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM		053015103	86	2000	SH		DEFINED	9
AVAYA INC	COM		053499109	268	25988	SH		DEFINED	10
AVAYA INC	COM		053499109	12	1136	SH		DEF/OTH	10
AVERY DENNISON CORP	COM		053611109	252	4810	SH		DEFINED	10
AVERY DENNISON CORP	COM		053611109	80	1525	SH		DEF/OTH	10
AVON PRODS INC	COM		054303102	547	20257	SH		DEFINED	10
AVON PRODS INC	COM		054303102	34	1275	SH		DEF/OTH	10
BB&T CORP	COM		054937107	1610	41231	SH		DEFINED	10
BB&T CORP	COM		054937107	147	3775	SH		DEF/OTH	10
BJ SVCS CO	COM		055482103	216	6004	SH		DEFINED	10
BJ SVCS CO	COM		055482103	34	940	SH		DEFINED	9
BP PLC	SPONSORED ADR		055622104	6381	90066	SH		DEFINED	10
BP PLC	SPONSORED ADR		055622104	2093	29541	SH		DEF/OTH	10
BP PLC	SPONSORED ADR		055622104	422	5962	SH		DEFINED	9
BAKER HUGHES INC	COM		057224107	6270	105052	SH		DEFINED	10
BAKER HUGHES INC	COM		057224107	228	3815	SH		DEF/OTH	10
BANK OF AMERICA CORPORATION	COM		060505104	12753	302914	SH		DEFINED	10

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BANK OF AMERICA CORPORATION	COM	060505104	4297	102066	SH	DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	2955	70180	SH	DEFINED	9
BANK NEW YORK INC	COM	064057102	371	12621	SH	DEFINED	10
BANK NEW YORK INC	COM	064057102	101	3425	SH	DEF/OTH	10
BANK NEW YORK INC	COM	064057102	41	1410	SH	DEFINED	7
BARD C R INC	COM	067383109	3264	49436	SH	DEFINED	10
BARD C R INC	COM	067383109	382	5791	SH	DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	970	25726	SH	DEFINED	10
BARNES & NOBLE INC	COM	067774109	208	5513	SH	DEF/OTH	10
BAUSCH & LOMB INC	COM	071707103	406	5031	SH	DEFINED	10
BAUSCH & LOMB INC	COM	071707103	22	275	SH	DEF/OTH	10
BAXTER INTL INC	COM	071813109	515	12913	SH	DEFINED	10
BAXTER INTL INC	COM	071813109	159	3982	SH	DEF/OTH	10
BEAR STEARNS COS INC	COM	073902108	1249	11381	SH	DEFINED	10
BEAR STEARNS COS INC	COM	073902108	27	250	SH	DEF/OTH	10
BECKMAN COULTER INC	COM	075811109	328	6075	SH	DEFINED	10
BECKMAN COULTER INC	COM	075811109	15	275	SH	DEF/OTH	10
BECTON DICKINSON & CO	COM	075887109	1417	27025	SH	DEFINED	10
BECTON DICKINSON & CO	COM	075887109	228	4350	SH	DEF/OTH	10
BED BATH & BEYOND INC	COM	075896100	244	6075	SH	DEFINED	10
BED BATH & BEYOND INC	COM	075896100	64	1600	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	1374	52261	SH	DEFINED	10
BELLSOUTH CORP	COM	079860102	583	22174	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	11	400	SH	DEFINED	7
BELO CORP	COM SER A	080555105	2837	124120	SH	DEFINED	10
BEMIS INC	COM	081437105	205	8283	SH	DEFINED	10
BEMIS INC	COM	081437105	5	200	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	90	33	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	814	298	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1385	507	SH	DEFINED	9
BEST BUY INC	COM	086516101	4395	100959	SH	DEFINED	10
BEST BUY INC	COM	086516101	147	3374	SH	DEF/OTH	10
BIOMET INC	COM	090613100	2536	73049	SH	DEFINED	10
BIOMET INC	COM	090613100	248	7150	SH	DEF/OTH	10
BLACK & DECKER CORP	COM	091797100	283	3450	SH	DEFINED	10
BLACK & DECKER CORP	COM	091797100	70	850	SH	DEF/OTH	10
BOEING CO	COM	097023105	2797	41166	SH	DEFINED	10
BOEING CO	COM	097023105	695	10229	SH	DEF/OTH	10
BOEING CO	COM	097023105	48	700	SH	DEFINED	9
BORG WARNER INC	COM	099724106	404	7150	SH	DEFINED	10
BORG WARNER INC	COM	099724106	14	250	SH	DEF/OTH	10
BOTTOMLINE TECH DEL INC	COM	101388106	1227	81300	SH	DEFINED	10
BRIGGS & STRATTON CORP	COM	109043109	114	3290	SH	DEFINED	10
BRIGGS & STRATTON CORP	COM	109043109	152	4400	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	2951	122650	SH	DEFINED	10
BRISTOL MYERS SQUIBB CO	COM	110122108	801	33287	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	53	2200	SH	DEFINED	9
BURLINGTON NORTHN SANTA FE C	COM	12189T104	423	7072	SH	DEFINED	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	24	400	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	81	1002	SH	DEFINED	10
BURLINGTON RES INC	COM	122014103	24	300	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	643	7910	SH	DEFINED	7
C D W CORP	COM	12512N105	331	5625	SH	DEFINED	10
C D W CORP	COM	12512N105	19	325	SH	DEF/OTH	10
C D W CORP	COM	12512N105	1294	21970	SH	DEFINED	7
CIT GROUP INC	COM	125581108	1178	26082	SH	DEFINED	10
CIT GROUP INC	COM	125581108	40	875	SH	DEF/OTH	10
CSX CORP	COM	126408103	248	5345	SH	DEFINED	10
CSX CORP	COM	126408103	84	1800	SH	DEF/OTH	10
CVS CORP	COM	126650100	6913	238299	SH	DEFINED	10
CVS CORP	COM	126650100	691	23834	SH	DEF/OTH	10
CVS CORP	COM	126650100	28	970	SH	DEFINED	9

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CALPINE CORP	NOTE	4.750%11/1	131347BJ4	545	1000000	SH	DEFINED	9
CAPITAL ONE FINL CORP	COM		14040H105	4056	51004	SH	DEFINED	10
CAPITAL ONE FINL CORP	COM		14040H105	93	1165	SH	DEF/OTH	10
CAPITAL ONE FINL CORP	COM		14040H105	145	1825	SH	DEFINED	7
CAREMARK RX INC	COM		141705103	241	4831	SH	DEFINED	10
CAREMARK RX INC	COM		141705103	400	8009	SH	DEFINED	9
CARNIVAL CORP	PAIRED CTF		143658300	1998	39980	SH	DEFINED	10
CARNIVAL CORP	PAIRED CTF		143658300	223	4454	SH	DEF/OTH	10
CARNIVAL CORP	PAIRED CTF		143658300	55	1110	SH	DEFINED	7
CARNIVAL CORP	PAIRED CTF		143658300	165	3300	SH	DEFINED	9
CATERPILLAR INC DEL	COM		149123101	7043	119877	SH	DEFINED	10
CATERPILLAR INC DEL	COM		149123101	358	6097	SH	DEF/OTH	10
CATERPILLAR INC DEL	COM		149123101	705	12000	SH	DEFINED	7
CENDANT CORP	COM		151313103	860	41657	SH	DEFINED	10
CENDANT CORP	COM		151313103	16	787	SH	DEF/OTH	10
CENDANT CORP	COM		151313103	41	2000	SH	DEFINED	9
CERNER CORP	COM		156782104	213	2450	SH	DEFINED	10
CERNER CORP	COM		156782104	11	125	SH	DEF/OTH	10
CHARLES RIV LABS INTL INC	COM		159864107	530	12150	SH	DEFINED	10
CHARLES RIV LABS INTL INC	COM		159864107	28	650	SH	DEF/OTH	10
CHARTER COMMUNICATIONS INC D	CL A		16117M107	548	365000	SH	DEFINED	9
CHEVRON CORP NEW	COM		166764100	16477	254546	SH	DEFINED	10
CHEVRON CORP NEW	COM		166764100	3475	53681	SH	DEF/OTH	10
CHEVRON CORP NEW	COM		166764100	277	4272	SH	DEFINED	7
CHEVRON CORP NEW	COM		166764100	433	6682	SH	DEFINED	9
CHICOS FAS INC	COM		168615102	339	9200	SH	DEFINED	10
CHICOS FAS INC	COM		168615102	33	900	SH	DEF/OTH	10
CINCINNATI BELL INC NEW	COM		171871106	441	100000	SH	DEFINED	9
CIRCUIT CITY STORE INC	COM		172737108	192	11200	SH	DEFINED	10
CISCO SYS INC	COM		17275R102	8080	450893	SH	DEFINED	10
CISCO SYS INC	COM		17275R102	1104	61633	SH	DEF/OTH	10
CISCO SYS INC	COM		17275R102	895	49919	SH	DEFINED	7
CISCO SYS INC	COM		17275R102	785	43796	SH	DEFINED	9
CISCO SYS INC	COM		17275R102	29	1615	SH	DEF/OTH	9
CITIGROUP INC	COM		172967101	13492	296387	SH	DEFINED	10
CITIGROUP INC	COM		172967101	1830	40213	SH	DEF/OTH	10
CITIGROUP INC	COM		172967101	1948	42805	SH	DEFINED	9
CITIGROUP INC	COM		172967101	32	700	SH	DEF/OTH	9
CLEAR CHANNEL COMMUNICATIONS	COM		184502102	658	20000	SH	DEFINED	9
CLOROX CO DEL	COM		189054109	1092	19661	SH	DEFINED	10
CLOROX CO DEL	COM		189054109	100	1800	SH	DEF/OTH	10
CLOROX CO DEL	COM		189054109	89	1600	SH	DEFINED	7
COACH INC	COM		189754104	687	21910	SH	DEFINED	10
COACH INC	COM		189754104	119	3809	SH	DEF/OTH	10
COACH INC	COM		189754104	1501	47860	SH	DEFINED	9
COCA COLA CO	COM		191216100	3840	88900	SH	DEFINED	10
COCA COLA CO	COM		191216100	2131	49339	SH	DEF/OTH	10
COCA COLA CO	COM		191216100	13	290	SH	DEFINED	9
COGENT INC	COM		19239Y108	291	12240	SH	DEFINED	9
COGNOS INC	COM		19244C109	820	21056	SH	DEFINED	10
COGNOS INC	COM		19244C109	31	798	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM		194162103	494	9367	SH	DEFINED	10
COLGATE PALMOLIVE CO	COM		194162103	191	3625	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM		194162103	213	4032	SH	DEFINED	9
COMCAST CORP NEW	CL A		20030N101	2740	93260	SH	DEFINED	10
COMCAST CORP NEW	CL A		20030N101	401	13634	SH	DEF/OTH	10
COMCAST CORP NEW	CL A		20030N101	1561	53145	SH	DEFINED	9
COMMUNITY HEALTH SYS INC NEW	COM		203668108	2055	52946	SH	DEFINED	9
COMPUTER SCIENCES CORP	COM		205363104	5205	110023	SH	DEFINED	10
COMPUTER SCIENCES CORP	COM		205363104	261	5515	SH	DEF/OTH	10
COMPUTER SCIENCES CORP	COM		205363104	38	800	SH	DEFINED	7
CONAGRA FOODS INC	COM		205887102	300	12105	SH	DEFINED	10

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CONAGRA FOODS INC	COM	205887102	75	3035	SH	DEF/OTH	10
CONOCOPHILLIPS	COM	20825C104	16749	239578	SH	DEFINED	10
CONOCOPHILLIPS	COM	20825C104	1995	28535	SH	DEF/OTH	10
CONOCOPHILLIPS	COM	20825C104	84	1200	SH	DEFINED	9
CONSOLIDATED EDISON INC	COM	209115104	141	2910	SH	DEFINED	10
CONSOLIDATED EDISON INC	COM	209115104	216	4444	SH	DEF/OTH	10
CONSOLIDATED EDISON INC	COM	209115104	91201	1878500	SH	DEFINED	7
CONSTELLATION BRANDS INC	CL A	21036P108	3753	144357	SH	DEFINED	10
CONSTELLATION BRANDS INC	CL A	21036P108	257	9903	SH	DEF/OTH	10
CONSTAR INTL INC NEW	COM	21036U107	25	12500	SH	DEFINED	9
CONSTELLATION ENERGY GROUP I	COM	210371100	3006	48799	SH	DEFINED	10
CONSTELLATION ENERGY GROUP I	COM	210371100	287	4660	SH	DEF/OTH	10
CONSTELLATION ENERGY GROUP I	COM	210371100	121	1970	SH	DEFINED	9
CORNING INC	COM	219350105	142	7326	SH	DEFINED	10
CORNING INC	COM	219350105	88	4570	SH	DEF/OTH	10
CURATIVE HEALTH SRVCS INC	COM	23126W100	29	30196	SH	DEFINED	9
DST SYS INC DEL	COM	233326107	594	10825	SH	DEFINED	10
DST SYS INC DEL	COM	233326107	33	600	SH	DEF/OTH	10
DTE ENERGY CO	COM	233331107	1285	28020	SH	DEFINED	10
DTE ENERGY CO	COM	233331107	138	3000	SH	DEF/OTH	10
DANAHER CORP DEL	COM	235851102	345	6400	SH	DEFINED	10
DANAHER CORP DEL	COM	235851102	118	2200	SH	DEF/OTH	10
DARDEN RESTAURANTS INC	COM	237194105	172	5650	SH	DEFINED	10
DARDEN RESTAURANTS INC	COM	237194105	169	5550	SH	DEF/OTH	10
DEAN FOODS CO NEW	COM	242370104	535	13775	SH	DEFINED	10
DEAN FOODS CO NEW	COM	242370104	77	1975	SH	DEF/OTH	10
DELL INC	COM	24702R101	4694	137264	SH	DEFINED	10
DELL INC	COM	24702R101	536	15670	SH	DEF/OTH	10
DELL INC	COM	24702R101	165689	4844700	SH	DEFINED	7
DELL INC	COM	24702R101	1647	48149	SH	DEFINED	9
DELPHI CORP	COM	247126105	1	279	SH	DEFINED	10
DELPHI CORP	COM	247126105	14	4973	SH	DEF/OTH	10
DELPHI CORP	COM	247126105	28	10000	SH	DEFINED	9
DENTSPLY INTL INC NEW	COM	249030107	4390	81266	SH	DEFINED	10
DENTSPLY INTL INC NEW	COM	249030107	344	6370	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM	25179M103	1689	24613	SH	DEFINED	10
DEVON ENERGY CORP NEW	COM	25179M103	123	1797	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	4048	167759	SH	DEFINED	10
DISNEY WALT CO	COM DISNEY	254687106	230	9520	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	6042	250400	SH	DEFINED	7
DISNEY WALT CO	COM DISNEY	254687106	53	2200	SH	DEFINED	9
DOMINION RES INC VA NEW	COM	25746U109	2103	24408	SH	DEFINED	10
DOMINION RES INC VA NEW	COM	25746U109	401	4658	SH	DEF/OTH	10
DONNELLEY R R & SONS CO	COM	257867101	3966	106982	SH	DEFINED	10
DONNELLEY R R & SONS CO	COM	257867101	550	14846	SH	DEF/OTH	10
DOVER CORP	COM	260003108	414	10140	SH	DEFINED	10
DOW CHEM CO	COM	260543103	740	17768	SH	DEFINED	10
DOW CHEM CO	COM	260543103	284	6816	SH	DEF/OTH	10
DOW CHEM CO	COM	260543103	42	1000	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM	263534109	3305	84374	SH	DEFINED	10
DU PONT E I DE NEMOURS & CO	COM	263534109	949	24226	SH	DEF/OTH	10
DU PONT E I DE NEMOURS & CO	COM	263534109	759	19389	SH	DEFINED	9
DUKE ENERGY CORP	COM	264399106	4231	145032	SH	DEFINED	10
DUKE ENERGY CORP	COM	264399106	340	11648	SH	DEF/OTH	10
DUKE ENERGY CORP	COM	264399106	46	1566	SH	DEFINED	9
DUN & BRADSTREET CORP DEL NE	COM	26483E100	441	6700	SH	DEFINED	10
DUN & BRADSTREET CORP DEL NE	COM	26483E100	26	400	SH	DEF/OTH	10
DYCOM INDS INC	COM	267475101	928	45900	SH	DEFINED	10
DYNEGY INC NEW	CL A	26816Q101	2	400	SH	DEFINED	10
DYNEGY INC NEW	CL A	26816Q101	480	101900	SH	DEFINED	9
DYNEGY INC NEW	SDCV	4.750% 8/1 26816QAB7	2603	2000000	SH	DEFINED	9
E M C CORP MASS	COM	268648102	434	33567	SH	DEFINED	10

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E M C CORP MASS	COM		268648102	64	4950	SH		DEF/OTH	10
E M C CORP MASS	COM		268648102	122	9450	SH		DEFINED	7
EOG RES INC	COM		26875P101	737	9840	SH		DEFINED	10
EASTMAN KODAK CO	COM		277461109	38	1550	SH		DEFINED	10
EASTMAN KODAK CO	COM		277461109	814	33446	SH		DEFINED	7
EASTMAN KODAK CO	NOTE	3.375%10/1	277461BE8	2444	2500000	SH		DEFINED	9
EATON CORP	COM		278058102	1724	27133	SH		DEFINED	10
EATON CORP	COM		278058102	52	825	SH		DEF/OTH	10
EBAY INC	COM		278642103	228	5540	SH		DEFINED	7
EBAY INC	COM		278642103	610	14800	SH	CALL	DEFINED	7
EBAY INC	COM		278642103	468	11358	SH		DEFINED	9
ECHOSTAR COMMUNICATIONS NEW	CL A		278762109	887	30000	SH		DEFINED	9
ECOLAB INC	COM		278865100	5297	165887	SH		DEFINED	10
ECOLAB INC	COM		278865100	411	12880	SH		DEF/OTH	10
ELECTRONIC ARTS INC	COM		285512109	554	9740	SH		DEFINED	10
ELECTRONIC DATA SYS NEW	COM		285661104	35	1580	SH		DEFINED	10
ELECTRONIC DATA SYS NEW	COM		285661104	16	700	SH		DEF/OTH	10
ELECTRONIC DATA SYS NEW	COM		285661104	1010	44995	SH		DEFINED	9
EMERSON ELEC CO	COM		291011104	1598	22257	SH		DEFINED	10
EMERSON ELEC CO	COM		291011104	461	6425	SH		DEF/OTH	10
ENERGIZER HLDGS INC	COM		29266R108	174	3075	SH		DEFINED	10
ENERGIZER HLDGS INC	COM		29266R108	70	1242	SH		DEF/OTH	10
ENTERGY CORP NEW	COM		29364G103	2406	32377	SH		DEFINED	10
ENTERGY CORP NEW	COM		29364G103	255	3436	SH		DEF/OTH	10
ENTERGY CORP NEW	COM		29364G103	74	1000	SH		DEFINED	7
EQUITABLE RES INC	COM		294549100	3618	92624	SH		DEFINED	10
EQUITABLE RES INC	COM		294549100	271	6950	SH		DEF/OTH	10
EQUITY OFFICE PROPERTIES TRU	COM		294741103	818	25000	SH		DEFINED	9
EQUITY RESIDENTIAL	SH BEN INT		29476L107	26	700	SH		DEF/OTH	10
EQUITY RESIDENTIAL	SH BEN INT		29476L107	821	21700	SH		DEFINED	9
ERICSSON L M TEL CO	ADR B SEK 10		294821608	3	80	SH		DEFINED	10
ERICSSON L M TEL CO	ADR B SEK 10		294821608	3392	92086	SH		DEFINED	7
EXELON CORP	COM		30161N101	2343	43845	SH		DEFINED	10
EXELON CORP	COM		30161N101	335	6278	SH		DEF/OTH	10
EXELON CORP	COM		30161N101	1970	36862	SH		DEFINED	9
EXPRESS SCRIPTS INC	COM		302182100	1835	29500	SH		DEFINED	10
EXPRESS SCRIPTS INC	COM		302182100	119	1920	SH		DEF/OTH	10
EXXON MOBIL CORP	COM		30231G102	30968	487374	SH		DEFINED	10
EXXON MOBIL CORP	COM		30231G102	13176	207360	SH		DEF/OTH	10
EXXON MOBIL CORP	COM		30231G102	1221	19212	SH		DEFINED	7
EXXON MOBIL CORP	COM		30231G102	3058	48127	SH		DEFINED	9
EXXON MOBIL CORP	COM		30231G102	105	1650	SH		DEF/OTH	9
FPL GROUP INC	COM		302571104	5248	110250	SH		DEFINED	10
FPL GROUP INC	COM		302571104	1010	21225	SH		DEF/OTH	10
FAIR ISAAC CORP	COM		303250104	1821	40641	SH		DEFINED	10
FAIR ISAAC CORP	COM		303250104	180	4025	SH		DEF/OTH	10
FEDERAL HOME LN MTG CORP	COM		313400301	1279	22658	SH		DEFINED	10
FEDERAL HOME LN MTG CORP	COM		313400301	230	4075	SH		DEF/OTH	10
FEDERAL NATL MTG ASSN	COM		313586109	418	9320	SH		DEFINED	10
FEDERAL NATL MTG ASSN	COM		313586109	70	1555	SH		DEF/OTH	10
FEDERAL NATL MTG ASSN	COM		313586109	38	840	SH		DEFINED	9
FEDERATED DEPT STORES INC DE	COM		31410H101	271	4057	SH		DEFINED	10
FEDERATED DEPT STORES INC DE	COM		31410H101	44	653	SH		DEF/OTH	10
FEDEX CORP	COM		31428X106	2946	33813	SH		DEFINED	10
FEDEX CORP	COM		31428X106	189	2174	SH		DEF/OTH	10
FEDEX CORP	COM		31428X106	20	225	SH		DEFINED	9
FIRST DATA CORP	COM		319963104	1739	43465	SH		DEFINED	10
FIRST DATA CORP	COM		319963104	358	8955	SH		DEF/OTH	10
FIRST DATA CORP	COM		319963104	245	6114	SH		DEFINED	7
FISERV INC	COM		337738108	4462	97270	SH		DEFINED	10
FISERV INC	COM		337738108	337	7341	SH		DEF/OTH	10
FISERV INC	COM		337738108	32	700	SH		DEFINED	9

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FORD MTR CO DEL	COM PAR \$0.01	345370860	65	6630	SH	DEFINED	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	23	2347	SH	DEF/OTH	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	41	4150	SH	DEFINED	7
FORD MTR CO DEL	COM PAR \$0.01	345370860	182	18481	SH	DEFINED	9
FOREST LABS INC	COM	345838106	250	6410	SH	DEFINED	10
FOREST LABS INC	COM	345838106	16	400	SH	DEF/OTH	10
FORTUNE BRANDS INC	COM	349631101	632	7765	SH	DEFINED	10
FORTUNE BRANDS INC	COM	349631101	203	2500	SH	DEF/OTH	10
GANNETT INC	COM	364730101	754	10958	SH	DEFINED	10
GANNETT INC	COM	364730101	77	1115	SH	DEF/OTH	10
GAP INC DEL	COM	364760108	236	13560	SH	DEFINED	10
GAP INC DEL	COM	364760108	63	3625	SH	DEF/OTH	10
GENERAL DYNAMICS CORP	COM	369550108	517	4324	SH	DEFINED	10
GENERAL DYNAMICS CORP	COM	369550108	159	1333	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	29517	876661	SH	DEFINED	10
GENERAL ELEC CO	COM	369604103	10851	322276	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	1468	43586	SH	DEFINED	7
GENERAL ELEC CO	COM	369604103	3489	103630	SH	DEFINED	9
GENERAL ELEC CO	COM	369604103	362	10755	SH	DEF/OTH	9
GENERAL GROWTH PPTYS INC	COM	370021107	809	18000	SH	DEFINED	9
GENERAL MLS INC	COM	370334104	1984	41171	SH	DEFINED	10
GENERAL MLS INC	COM	370334104	313	6500	SH	DEF/OTH	10
GENERAL MTRS CORP	COM	370442105	66	2155	SH	DEFINED	10
GENERAL MTRS CORP	COM	370442105	225	7356	SH	DEF/OTH	10
GENERAL MTRS CORP	COM	370442105	122345	3996900	SH	DEFINED	7
GENZYME CORP	COM	372917104	281	3925	SH	DEFINED	10
GENZYME CORP	COM	372917104	81	1132	SH	DEF/OTH	10
GENZYME CORP	COM	372917104	29	400	SH	DEFINED	9
GEORGIA PAC CORP	COM	373298108	2177	63930	SH	DEFINED	10
GEORGIA PAC CORP	COM	373298108	266	7812	SH	DEF/OTH	10
GILEAD SCIENCES INC	COM	375558103	10	200	SH	DEFINED	10
GILEAD SCIENCES INC	COM	375558103	1473	30217	SH	DEFINED	9
GILLETTE CO	COM	375766102	1552	26669	SH	DEFINED	10
GILLETTE CO	COM	375766102	496	8516	SH	DEF/OTH	10
GILLETTE CO	COM	375766102	151	2600	SH	DEFINED	9
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	261	5085	SH	DEFINED	10
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	510	9941	SH	DEF/OTH	10
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	31	600	SH	DEFINED	9
GOLDMAN SACHS GROUP INC	COM	38141G104	4146	34099	SH	DEFINED	10
GOLDMAN SACHS GROUP INC	COM	38141G104	344	2826	SH	DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM	38141G104	1577	12970	SH	DEFINED	7
GOLDMAN SACHS GROUP INC	COM	38141G104	43	350	SH	DEFINED	9
GOODRICH CORP	COM	382388106	4217	95100	SH	DEFINED	10
GOODRICH CORP	COM	382388106	386	8709	SH	DEF/OTH	10
GRAINGER W W INC	COM	384802104	3372	53589	SH	DEFINED	10
GRAINGER W W INC	COM	384802104	167	2658	SH	DEF/OTH	10
GTECH HLDGS CORP	COM	400518106	709	22103	SH	DEFINED	10
GTECH HLDGS CORP	COM	400518106	175	5450	SH	DEF/OTH	10
GUIDANT CORP	COM	401698105	2	35	SH	DEFINED	10
GUIDANT CORP	COM	401698105	27590	400500	SH	DEFINED	7
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	1920	37500	SH	DEFINED	9
HNI CORP	COM	404251100	656	10900	SH	DEFINED	10
HNI CORP	COM	404251100	29	475	SH	DEF/OTH	10
HALLIBURTON CO	COM	406216101	266	3883	SH	DEFINED	10
HALLIBURTON CO	COM	406216101	403	5878	SH	DEF/OTH	10
HARLEY DAVIDSON INC	COM	412822108	524	10810	SH	DEFINED	10
HARLEY DAVIDSON INC	COM	412822108	136	2800	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	4946	64086	SH	DEFINED	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	344	4463	SH	DEF/OTH	10
HAWAIIAN HOLDINGS INC	COM	419879101	810	275610	SH	DEFINED	9
HEALTH MGMT ASSOC INC NEW	CL A	421933102	352	14982	SH	DEFINED	10
HEALTH MGMT ASSOC INC NEW	CL A	421933102	26	1100	SH	DEF/OTH	10

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HERSHEY CO	COM	427866108	1596	28350	SH		DEFINED	10
HERSHEY CO	COM	427866108	335	5950	SH		DEF/OTH	10
HERSHEY CO	COM	427866108	56	1000	SH		DEFINED	9
HEWLETT PACKARD CO	COM	428236103	4439	152021	SH		DEFINED	10
HEWLETT PACKARD CO	COM	428236103	1002	34328	SH		DEF/OTH	10
HEWLETT PACKARD CO	COM	428236103	127	4340	SH		DEFINED	9
HILTON HOTELS CORP	COM	432848109	350	15676	SH		DEFINED	10
HILTON HOTELS CORP	COM	432848109	7	300	SH		DEF/OTH	10
HOME DEPOT INC	COM	437076102	4712	123536	SH		DEFINED	10
HOME DEPOT INC	COM	437076102	549	14402	SH		DEF/OTH	10
HOME DEPOT INC	COM	437076102	1054	27646	SH		DEFINED	7
HOME DEPOT INC	COM	437076102	1981	51948	SH		DEFINED	9
HONEYWELL INTL INC	COM	438516106	585	15605	SH		DEFINED	10
HONEYWELL INTL INC	COM	438516106	395	10534	SH		DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	1088	13215	SH		DEFINED	10
ILLINOIS TOOL WKS INC	COM	452308109	70	855	SH		DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	1378	16739	SH		DEFINED	7
ILLINOIS TOOL WKS INC	COM	452308109	74	901	SH		DEFINED	9
IMATION CORP	COM	45245A107	310	7225	SH		DEFINED	10
IMATION CORP	COM	45245A107	25	580	SH		DEF/OTH	10
INTEL CORP	COM	458140100	11258	456698	SH		DEFINED	10
INTEL CORP	COM	458140100	1586	64327	SH		DEF/OTH	10
INTEL CORP	COM	458140100	1597	64802	SH		DEFINED	7
INTEL CORP	COM	458140100	986	40000	SH	CALL	DEFINED	7
INTEL CORP	COM	458140100	2219	90000	SH	PUT	DEFINED	7
INTEL CORP	COM	458140100	1410	57216	SH		DEFINED	9
INTERLINE BRANDS INC	COM	458743101	492	23394	SH		DEFINED	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	10656	132833	SH		DEFINED	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	2540	31669	SH		DEF/OTH	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	193765	2415416	SH		DEFINED	7
INTERNATIONAL BUSINESS MACHS	COM	459200101	1604	20000	SH	PUT	DEFINED	7
INTERNATIONAL BUSINESS MACHS	COM	459200101	1475	18386	SH		DEFINED	9
INTERNATIONAL BUSINESS MACHS	COM	459200101	42	525	SH		DEF/OTH	9
ISHARES INC	MSCI AUSTRALIA	464286103	1061	54098	SH		DEFINED	9
ISHARES INC	MSCI CDA INDEX	464286509	248	11500	SH		DEFINED	9
ISHARES INC	MSCI EMU INDEX	464286608	4570	59417	SH		DEFINED	9
ISHARES INC	MSCI PAC J IDX	464286665	41	400	SH		DEFINED	10
ISHARES INC	MSCI PAC J IDX	464286665	2786	27012	SH		DEFINED	9
ISHARES INC	MSCI UTD KINGD	464286699	40	2100	SH		DEFINED	10
ISHARES INC	MSCI UTD KINGD	464286699	2598	137027	SH		DEFINED	9
ISHARES INC	MSCI TAIWAN	464286731	5702	486936	SH		DEFINED	9
ISHARES INC	MSCI S KOREA	464286772	789	20000	SH		DEFINED	9
ISHARES INC	MSCI MALAYSIA	464286830	298	40650	SH		DEFINED	9
ISHARES INC	MSCI JAPAN	464286848	104	8500	SH		DEFINED	10
ISHARES INC	MSCI JAPAN	464286848	7438	610200	SH		DEFINED	9
ISHARES TR	S&P 500 INDEX	464287200	1291	10494	SH		DEFINED	10
ISHARES TR	S&P 500 INDEX	464287200	13919	113162	SH		DEFINED	9
ISHARES TR	LEHMAN AGG BND	464287226	452	4450	SH		DEFINED	10
ISHARES TR	MSCI EMERG MKT	464287234	421	4957	SH		DEFINED	10
ISHARES TR	MSCI EMERG MKT	464287234	504	5939	SH		DEFINED	9
ISHARES TR	1-3 YR TRS BD	464287457	97	1200	SH		DEFINED	10
ISHARES TR	1-3 YR TRS BD	464287457	110	1367	SH		DEFINED	9
ISHARES TR	MSCI EAFE IDX	464287465	6998	120439	SH		DEFINED	10
ISHARES TR	MSCI EAFE IDX	464287465	865	14895	SH		DEF/OTH	10
ISHARES TR	MSCI EAFE IDX	464287465	270	4650	SH		DEFINED	9
ISHARES TR	RUSSELL MCP VL	464287473	616	4970	SH		DEFINED	10
ISHARES TR	RUSSELL MCP VL	464287473	105	850	SH		DEF/OTH	10
ISHARES TR	RUSSELL MIDCAP	464287499	222	2565	SH		DEFINED	10
ISHARES TR	S&P MIDCAP 400	464287507	457	6364	SH		DEFINED	10
ISHARES TR	RUSSELL1000VAL	464287598	2866	41639	SH		DEFINED	10
ISHARES TR	RUSSELL1000VAL	464287598	318	4615	SH		DEF/OTH	10
ISHARES TR	RUSL 2000 VALU	464287630	2158	32736	SH		DEFINED	10

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ISHARES TR	RUSL 2000 VALU	464287630	139	2115	SH	DEF/OTH	10
ISHARES TR	RUSL 2000 GROW	464287648	34	500	SH	DEFINED	10
ISHARES TR	RUSL 2000 GROW	464287648	282	4098	SH	DEF/OTH	10
ISHARES TR	RUSSELL 2000	464287655	1242	18709	SH	DEFINED	10
ISHARES TR	RUSSELL 2000	464287655	117	1765	SH	DEF/OTH	10
ISHARES TR	RUSSELL 2000	464287655	319	4812	SH	DEFINED	9
ISHARES TR	S&P MIDCP VALU	464287705	627	8960	SH	DEFINED	10
ISHARES TR	S&P MIDCP VALU	464287705	140	2000	SH	DEF/OTH	10
ISHARES TR	DJ US FINL SEC	464287788	247	2600	SH	DEFINED	9
ISHARES TR	S&P SMLCAP 600	464287804	4446	76981	SH	DEFINED	10
ISHARES TR	S&P SMLCAP 600	464287804	863	14946	SH	DEF/OTH	10
ISHARES TR	S&P SMLCAP 600	464287804	4852	84004	SH	DEFINED	9
ISHARES TR	CONS GOODS IDX	464287812	1521	28269	SH	DEFINED	9
JDS UNIPHASE CORP	COM	46612J101	67	30000	SH	DEFINED	7
JPMORGAN & CHASE & CO	COM	46625H100	7568	223055	SH	DEFINED	10
JPMORGAN & CHASE & CO	COM	46625H100	1549	45662	SH	DEF/OTH	10
JPMORGAN & CHASE & CO	COM	46625H100	10851	319795	SH	DEFINED	7
JPMORGAN & CHASE & CO	COM	46625H100	25956	765000	SH	PUT	DEFINED 7
JPMORGAN & CHASE & CO	COM	46625H100	2965	87384	SH	DEFINED	9
JABIL CIRCUIT INC	COM	466313103	786	25415	SH	DEFINED	10
JABIL CIRCUIT INC	COM	466313103	9	295	SH	DEF/OTH	10
JEFFERSON PILOT CORP	COM	475070108	152	2973	SH	DEFINED	10
JEFFERSON PILOT CORP	COM	475070108	97	1895	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	20123	317996	SH	DEFINED	10
JOHNSON & JOHNSON	COM	478160104	4866	76895	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	2069	32700	SH	DEFINED	7
JOHNSON & JOHNSON	COM	478160104	2780	43934	SH	DEFINED	9
JOHNSON CTLS INC	COM	478366107	3450	55605	SH	DEFINED	10
JOHNSON CTLS INC	COM	478366107	1214	19565	SH	DEF/OTH	10
K2 INC	COM	482732104	114	10000	SH	DEFINED	10
KEYSPAN CORP	COM	49337W100	321	8726	SH	DEFINED	10
KEYSPAN CORP	COM	49337W100	48	1300	SH	DEF/OTH	10
KEYSPAN CORP	COM	49337W100	12	336	SH	DEFINED	7
KIMBERLY CLARK CORP	COM	494368103	2383	40029	SH	DEFINED	10
KIMBERLY CLARK CORP	COM	494368103	536	9010	SH	DEF/OTH	10
KIMBERLY CLARK CORP	COM	494368103	313	5250	SH	DEFINED	7
KIMBERLY CLARK CORP	COM	494368103	333	5590	SH	DEFINED	9
KINDER MORGAN INC KANS	COM	49455P101	1483	15419	SH	DEFINED	10
KINDER MORGAN INC KANS	COM	49455P101	135	1400	SH	DEF/OTH	10
KOHL'S CORP	COM	500255104	199	3960	SH	DEFINED	10
KOHL'S CORP	COM	500255104	21	425	SH	DEF/OTH	10
KOOKMIN BK NEW	SPONSORED ADR	50049M109	8	130	SH	DEFINED	7
KOOKMIN BK NEW	SPONSORED ADR	50049M109	3638	61402	SH	DEFINED	9
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	2125	120000	SH	DEFINED	9
LG PHILIP LCD CO LTD	SPONS ADR REP	50186V102	1316	64000	SH	DEFINED	9
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3330	42112	SH	DEFINED	10
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	246	3115	SH	DEF/OTH	10
LAM RESEARCH CORP	COM	512807108	194	6375	SH	DEFINED	10
LAM RESEARCH CORP	COM	512807108	17	550	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A	518439104	687	19720	SH	DEFINED	10
LAUDER ESTEE COS INC	CL A	518439104	39	1125	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A	518439104	56	1600	SH	DEFINED	7
LEGG MASON INC	COM	524901105	3071	27997	SH	DEFINED	10
LEGG MASON INC	COM	524901105	196	1790	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM	524908100	3262	28001	SH	DEFINED	10
LEHMAN BROS HLDGS INC	COM	524908100	170	1460	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM	524908100	349	2999	SH	DEFINED	9
LENNAR CORP	CL A	526057104	354	5925	SH	DEFINED	10
LENNAR CORP	CL A	526057104	24	400	SH	DEFINED	9
LEVEL 3 COMMUNICATIONS INC	NOTE 2.875% 7/1	52729NBA7	1391	2500000	SH	DEFINED	9
LILLY ELI & CO	COM	532457108	1233	23043	SH	DEFINED	10
LILLY ELI & CO	COM	532457108	76	1424	SH	DEF/OTH	10

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LILLY ELI & CO	COM		532457108	148	2770	SH	DEFINED	7
LIMITED BRANDS INC	COM		532716107	266	13040	SH	DEFINED	10
LIMITED BRANDS INC	COM		532716107	14	700	SH	DEF/OTH	10
LIN TELEVISION CORP	SDEB	2.500% 5/1	532776A5	4431	5000000	SH	DEFINED	9
LINCOLN NATL CORP IND	COM		534187109	544	10460	SH	DEFINED	10
LINCOLN NATL CORP IND	COM		534187109	43	835	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	113	3000	SH	DEFINED	10
LINEAR TECHNOLOGY CORP	COM		535678106	38	1000	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	83	2200	SH	DEFINED	7
LIZ CLAIBORNE INC	COM		539320101	326	8300	SH	DEFINED	10
LIZ CLAIBORNE INC	COM		539320101	54	1375	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM		539830109	277	4540	SH	DEFINED	10
LOCKHEED MARTIN CORP	COM		539830109	8	125	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM		539830109	584	9574	SH	DEFINED	9
LOUISIANA PAC CORP	COM		546347105	426	15371	SH	DEFINED	10
LOWES COS INC	COM		548661107	3294	51143	SH	DEFINED	10
LOWES COS INC	COM		548661107	452	7022	SH	DEF/OTH	10
LOWES COS INC	COM		548661107	142	2200	SH	DEFINED	7
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	896	35950	SH	DEFINED	7
LYONDELL CHEMICAL CO	COM		552078107	322	11250	SH	DEFINED	10
LYONDELL CHEMICAL CO	COM		552078107	22	775	SH	DEF/OTH	10
LYONDELL CHEMICAL CO	COM		552078107	9	301	SH	DEFINED	9
M & T BK CORP	COM		55261F104	336	3179	SH	DEFINED	10
M & T BK CORP	COM		55261F104	48	450	SH	DEF/OTH	10
MBNA CORP	COM		55262L100	540	21932	SH	DEFINED	10
MBNA CORP	COM		55262L100	145	5900	SH	DEF/OTH	10
MANPOWER INC	COM		56418H100	282	6350	SH	DEFINED	10
MANPOWER INC	COM		56418H100	20	450	SH	DEF/OTH	10
MANULIFE FINL CORP	COM		56501R106	222	4156	SH	DEFINED	10
MANULIFE FINL CORP	COM		56501R106	5	100	SH	DEF/OTH	10
MARATHON OIL CORP	COM		565849106	1165	16900	SH	DEFINED	10
MARATHON OIL CORP	COM		565849106	97	1400	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM		571748102	319	10500	SH	DEFINED	10
MARSH & MCLENNAN COS INC	COM		571748102	94	3100	SH	DEFINED	9
MARSH & MCLENNAN COS INC	COM		571748102	874	28752	SH	DEF/OTH	9
MARSHALL & ILSLEY CORP	COM		571834100	1308	30070	SH	DEFINED	10
MARSHALL & ILSLEY CORP	COM		571834100	40	922	SH	DEF/OTH	10
MARSHALL & ILSLEY CORP	COM		571834100	10	240	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A		571903202	139	2200	SH	DEFINED	10
MARRIOTT INTL INC NEW	CL A		571903202	36	575	SH	DEF/OTH	10
MARRIOTT INTL INC NEW	CL A		571903202	1728	27423	SH	DEFINED	9
MCCORMICK & CO INC	COM NON VTG		579780206	3016	92417	SH	DEFINED	10
MCCORMICK & CO INC	COM NON VTG		579780206	22	674	SH	DEF/OTH	10
MCDONALDS CORP	COM		580135101	1357	40520	SH	DEFINED	10
MCDONALDS CORP	COM		580135101	366	10932	SH	DEF/OTH	10
MCDONALDS CORP	COM		580135101	40	1200	SH	DEFINED	7
MCDONALDS CORP	COM		580135101	302	9010	SH	DEFINED	9
MCGRAW HILL COS INC	COM		580645109	8059	167761	SH	DEFINED	10
MCGRAW HILL COS INC	COM		580645109	780	16229	SH	DEF/OTH	10
MCKESSON CORP	COM		58155Q103	721	15198	SH	DEFINED	10
MCKESSON CORP	COM		58155Q103	64	1350	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM		58405U102	570	10391	SH	DEFINED	10
MEDCO HEALTH SOLUTIONS INC	COM		58405U102	266	4850	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM		58405U102	41	742	SH	DEFINED	9
MEDTRONIC INC	COM		585055106	2461	45891	SH	DEFINED	10
MEDTRONIC INC	COM		585055106	229	4276	SH	DEF/OTH	10
MEDTRONIC INC	COM		585055106	467	8705	SH	DEFINED	7
MEDTRONIC INC	COM		585055106	897	16735	SH	DEFINED	9
MELLON FINL CORP	COM		58551A108	382	11940	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM		587405101	1900	35261	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM		587405101	37	690	SH	DEF/OTH	10
MERCK & CO INC	COM		589331107	566	20814	SH	DEFINED	10

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MERCK & CO INC	COM	589331107	468	17210	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	119930	4407566	SH	DEFINED	7
MERCK & CO INC	COM	589331107	108	3971	SH	DEFINED	9
MERRILL LYNCH & CO INC	COM	590188108	5144	83843	SH	DEFINED	10
MERRILL LYNCH & CO INC	COM	590188108	394	6430	SH	DEF/OTH	10
MERRILL LYNCH & CO INC	COM	590188108	229	3727	SH	DEFINED	9
METLIFE INC	COM	59156R108	5479	109944	SH	DEFINED	10
METLIFE INC	COM	59156R108	396	7939	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	12979	504421	SH	DEFINED	10
MICROSOFT CORP	COM	594918104	1963	76283	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	191568	7445300	SH	DEFINED	7
MICROSOFT CORP	COM	594918104	1540	59853	SH	DEFINED	9
MICRON TECHNOLOGY INC	NOTE 2.500% 2/0	595112AG8	20	16966	SH	DEFINED	9
MIDCAP SPDR TR	UNIT SER 1	595635103	15506	118439	SH	DEFINED	10
MIDCAP SPDR TR	UNIT SER 1	595635103	644	4918	SH	DEF/OTH	10
MODINE MFG CO	COM	607828100	519	14150	SH	DEFINED	10
MODINE MFG CO	COM	607828100	11	300	SH	DEF/OTH	10
MOHAWK INDS INC	COM	608190104	1226	15277	SH	DEFINED	10
MOHAWK INDS INC	COM	608190104	28	350	SH	DEF/OTH	10
MOLEX INC	CL A	608554200	18	700	SH	DEFINED	10
MOLEX INC	CL A	608554200	1205	46869	SH	DEFINED	7
MONSANTO CO NEW	COM	61166W101	223	3547	SH	DEFINED	10
MONSANTO CO NEW	COM	61166W101	61	971	SH	DEF/OTH	10
MONSANTO CO NEW	COM	61166W101	0	1	SH	DEFINED	9
MOODYS CORP	COM	615369105	66	1300	SH	DEFINED	10
MOODYS CORP	COM	615369105	41	800	SH	DEF/OTH	10
MOODYS CORP	COM	615369105	69	1350	SH	DEFINED	7
MOODYS CORP	COM	615369105	112	2200	SH	DEFINED	9
MORGAN STANLEY	COM NEW	617446448	2729	50602	SH	DEFINED	10
MORGAN STANLEY	COM NEW	617446448	276	5113	SH	DEF/OTH	10
MORGAN STANLEY	COM NEW	617446448	610	11317	SH	DEFINED	9
MOTOROLA INC	COM	620076109	4613	209409	SH	DEFINED	10
MOTOROLA INC	COM	620076109	248	11245	SH	DEF/OTH	10
MOTOROLA INC	COM	620076109	72	3284	SH	DEFINED	7
MOTOROLA INC	COM	620076109	2015	91466	SH	DEFINED	9
MYLAN LABS INC	COM	628530107	613	31831	SH	DEFINED	10
MYLAN LABS INC	COM	628530107	119	6155	SH	DEF/OTH	10
NCR CORP NEW	COM	62886E108	884	27714	SH	DEFINED	10
NCR CORP NEW	COM	62886E108	61	1922	SH	DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	310	7850	SH	DEFINED	10
NASDAQ 100 TR	UNIT SER 1	631100104	8	200	SH	DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	927	23500	SH	DEFINED	9
NATIONAL CITY CORP	COM	635405103	1845	55173	SH	DEFINED	10
NATIONAL CITY CORP	COM	635405103	93	2775	SH	DEF/OTH	10
NATIONAL CITY CORP	COM	635405103	64	1900	SH	DEFINED	7
NATIONAL FUEL GAS CO N J	COM	636180101	992	29010	SH	DEFINED	10
NATIONAL FUEL GAS CO N J	COM	636180101	74	2150	SH	DEF/OTH	10
NEW HAMPSHIRE THRIFT BANCSHS	COM	644722100	141	10000	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	233	4939	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	141	2998	SH	DEFINED	7
NEWMONT MINING CORP	COM	651639106	1537	32575	SH	DEFINED	9
NIKE INC	CL B	654106103	417	5105	SH	DEFINED	10
NIKE INC	CL B	654106103	157	1918	SH	DEFINED	9
NOKIA CORP	SPONSORED ADR	654902204	216	12773	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	19	1125	SH	DEF/OTH	10
NOKIA CORP	SPONSORED ADR	654902204	12	700	SH	DEFINED	7
NOKIA CORP	SPONSORED ADR	654902204	7	400	SH	DEFINED	9
NORDSTROM INC	COM	655664100	2734	79656	SH	DEFINED	10
NORDSTROM INC	COM	655664100	309	8994	SH	DEF/OTH	10
NORDSTROM INC	COM	655664100	1863	54274	SH	DEFINED	9
NORFOLK SOUTHERN CORP	COM	655844108	206	5080	SH	DEFINED	10
NORFOLK SOUTHERN CORP	COM	655844108	195	4800	SH	DEF/OTH	10

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NORTH FORK BANCORPORATION NY	COM	659424105	462	18128	SH	DEFINED	10
NORTH FORK BANCORPORATION NY	COM	659424105	157	6175	SH	DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	976	17958	SH	DEFINED	10
NORTHROP GRUMMAN CORP	COM	666807102	232	4269	SH	DEF/OTH	10
NORTHWESTERN CORP	*W EXP 99/99/999	668074115	65	15788	SH	DEFINED	9
NORTHWESTERN CORP	COM NEW	668074305	5539	183463	SH	DEFINED	9
NSTAR	COM	67019E107	226	7810	SH	DEFINED	10
NSTAR	COM	67019E107	96	3304	SH	DEF/OTH	10
NUCOR CORP	COM	670346105	446	7561	SH	DEFINED	10
NUCOR CORP	COM	670346105	30	505	SH	DEF/OTH	10
NUVEEN MUN VALUE FD INC	COM	670928100	147	15000	SH	DEFINED	10
02DIESEL CORP	COM	67106S100	10	12000	SH	DEFINED	7
OCCIDENTAL PETE CORP DEL	COM	674599105	153	1792	SH	DEFINED	10
OCCIDENTAL PETE CORP DEL	COM	674599105	56	650	SH	DEF/OTH	10
OIL SVC HOLDERS TR	DEPOSTRY RCPT	678002106	1079	8700	SH	DEFINED	9
OLIN CORP	COM PAR \$1	680665205	236	12450	SH	DEFINED	10
OLIN CORP	COM PAR \$1	680665205	33	1750	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	4309	51522	SH	DEFINED	10
OMNICOM GROUP INC	COM	681919106	139	1660	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	38	450	SH	DEFINED	7
OMNICOM GROUP INC	COM	681919106	359	4288	SH	DEFINED	9
ORACLE CORP	COM	68389X105	576	46476	SH	DEFINED	10
ORACLE CORP	COM	68389X105	116	9332	SH	DEF/OTH	10
ORACLE CORP	COM	68389X105	1169	94294	SH	DEFINED	7
ORACLE CORP	COM	68389X105	2480	200000	SH	PUT	DEFINED 9
ORACLE CORP	COM	68389X105	262	21129	SH	DEFINED	7
PNC FINL SVCS GROUP INC	COM	693475105	1377	23725	SH	DEFINED	10
PNC FINL SVCS GROUP INC	COM	693475105	49	850	SH	DEF/OTH	10
PPG INDS INC	COM	693506107	2149	36300	SH	DEFINED	10
PPG INDS INC	COM	693506107	292	4925	SH	DEF/OTH	10
PPL CORP	COM	69351T106	125	3870	SH	DEFINED	10
PPL CORP	COM	69351T106	98	3040	SH	DEF/OTH	10
PACCAR INC	COM	693718108	498	7339	SH	DEFINED	10
PACCAR INC	COM	693718108	15	225	SH	DEF/OTH	10
PALL CORP	COM	696429307	344	12500	SH	DEFINED	10
PALL CORP	COM	696429307	21	750	SH	DEF/OTH	10
PEABODY ENERGY CORP	COM	704549104	175	2075	SH	DEFINED	10
PEABODY ENERGY CORP	COM	704549104	25	300	SH	DEF/OTH	10
PEPCO HOLDINGS INC	COM	713291102	324	13916	SH	DEFINED	10
PEPCO HOLDINGS INC	COM	713291102	15	650	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	14355	253125	SH	DEFINED	10
PEPSICO INC	COM	713448108	3677	64836	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	68	1200	SH	DEFINED	7
PEPSICO INC	COM	713448108	8507	150000	SH	CALL	DEFINED 7
PEPSICO INC	COM	713448108	185	3270	SH	DEFINED	9
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2966	41495	SH	DEFINED	7
PFIZER INC	COM	717081103	10093	404224	SH	DEFINED	10
PFIZER INC	COM	717081103	2219	88884	SH	DEF/OTH	10
PFIZER INC	COM	717081103	54738	2192164	SH	DEFINED	7
PFIZER INC	COM	717081103	1223	48960	SH	DEFINED	9
PFIZER INC	COM	717081103	18	740	SH	DEF/OTH	9
PHELPS DODGE CORP	COM	717265102	57	436	SH	DEFINED	10
PHELPS DODGE CORP	COM	717265102	26	200	SH	DEF/OTH	10
PHELPS DODGE CORP	COM	717265102	244	1877	SH	DEFINED	9
PITNEY BOWES INC	COM	724479100	460	11010	SH	DEFINED	10
PITNEY BOWES INC	COM	724479100	275	6600	SH	DEF/OTH	10
PLUM CREEK TIMBER CO INC	COM	729251108	67	1760	SH	DEFINED	10
PLUM CREEK TIMBER CO INC	COM	729251108	229	6045	SH	DEF/OTH	10
POLARIS INDS INC	COM	731068102	528	10652	SH	DEFINED	10
POPULAR INC	COM	733174106	466	19259	SH	DEFINED	10
POPULAR INC	COM	733174106	150	6200	SH	DEF/OTH	10
PRAXAIR INC	COM	74005P104	452	9425	SH	DEFINED	10

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PRAXAIR INC	COM	74005P104	144	3000	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	17873	300593	SH	DEFINED	10
PROCTER & GAMBLE CO	COM	742718109	2189	36823	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	696	11700	SH	DEFINED	7
PROCTER & GAMBLE CO	COM	742718109	496	8345	SH	DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	83	1400	SH	DEF/OTH	9
PROGRESS ENERGY INC	COM	743263105	300	6706	SH	DEFINED	10
PROGRESS ENERGY INC	COM	743263105	41	915	SH	DEF/OTH	10
PROGRESS ENERGY INC	COM	743263105	58130	1299000	SH	DEFINED	7
PROLOGIS	SH BEN INT	743410102	132833	2997800	SH	DEFINED	7
PRUDENTIAL FINL INC	COM	744320102	163	2419	SH	DEFINED	10
PRUDENTIAL FINL INC	COM	744320102	125	1849	SH	DEF/OTH	10
PRUDENTIAL FINL INC	COM	744320102	34	500	SH	DEFINED	7
QUALCOMM INC	COM	747525103	1728	38625	SH	DEFINED	10
QUALCOMM INC	COM	747525103	359	8017	SH	DEF/OTH	10
QUALCOMM INC	COM	747525103	134	3000	SH	DEFINED	7
QUEST DIAGNOSTICS INC	COM	74834L100	6725	133072	SH	DEFINED	10
QUEST DIAGNOSTICS INC	COM	74834L100	385	7625	SH	DEF/OTH	10
QUESTAR CORP	COM	748356102	368	4180	SH	DEFINED	10
QUESTAR CORP	COM	748356102	387	4390	SH	DEF/OTH	10
RAYTHEON CO	COM NEW	755111507	347	9139	SH	DEFINED	10
RAYTHEON CO	COM NEW	755111507	22	591	SH	DEF/OTH	10
REGIONS FINANCIAL CORP NEW	COM	7591EP100	433	13923	SH	DEFINED	10
RESEARCH IN MOTION LTD	COM	760975102	487	7128	SH	PUT	DEFINED 7
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	231	3675	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	452	7191	SH	DEF/OTH	10
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	446	6795	SH	DEFINED	10
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	87	1325	SH	DEF/OTH	10
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	130	1980	SH	DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	1334	55653	SH	DEFINED	10
SBC COMMUNICATIONS INC	COM	78387G103	760	31706	SH	DEF/OTH	10
SBC COMMUNICATIONS INC	COM	78387G103	1168	48728	SH	DEFINED	9
SLM CORP	COM	78442P106	766	14277	SH	DEFINED	10
SLM CORP	COM	78442P106	110	2050	SH	DEF/OTH	10
SPDR TR	UNIT SER 1	78462F103	34312	278870	SH	DEFINED	10
SPDR TR	UNIT SER 1	78462F103	4731	38454	SH	DEF/OTH	10
SPDR TR	UNIT SER 1	78462F103	2522	20500	SH	DEFINED	9
SAFECO CORP	COM	786429100	462	8650	SH	DEFINED	10
SAFECO CORP	COM	786429100	15	275	SH	DEF/OTH	10
SARA LEE CORP	COM	803111103	213	11228	SH	DEFINED	10
SARA LEE CORP	COM	803111103	46	2417	SH	DEF/OTH	10
SCHEIN HENRY INC	COM	806407102	736	17259	SH	DEFINED	10
SCHEIN HENRY INC	COM	806407102	19	450	SH	DEF/OTH	10
SCHERING PLOUGH CORP	COM	806605101	306	14555	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	165	7850	SH	DEF/OTH	10
SCHERING PLOUGH CORP	COM	806605101	21	1000	SH	DEFINED	9
SCHLUMBERGER LTD	COM	806857108	4582	54298	SH	DEFINED	10
SCHLUMBERGER LTD	COM	806857108	729	8643	SH	DEF/OTH	10
SCHLUMBERGER LTD	COM	806857108	42	500	SH	DEFINED	9
SCHWAB CHARLES CORP NEW	COM	808513105	173	12001	SH	DEFINED	10
SCHWAB CHARLES CORP NEW	COM	808513105	288	19943	SH	DEF/OTH	10
SCIENTIFIC ATLANTA INC	COM	808655104	398	10600	SH	DEFINED	10
SCIENTIFIC ATLANTA INC	COM	808655104	156	4167	SH	DEF/OTH	10
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	11	200	SH	DEFINED	10
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	274	5100	SH	DEF/OTH	10
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	1835	87789	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	269	6100	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	123	2800	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	44	1000	SH	DEFINED	7
SIMON PPTY GROUP INC NEW	COM	828806109	11	155	SH	DEF/OTH	10
SIMON PPTY GROUP INC NEW	COM	828806109	815	11000	SH	DEFINED	9
SIRIUS SATELLITE RADIO INC	COM	82966U103	69	10500	SH	DEFINED	10

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SMITHFIELD FOODS INC	COM	832248108	489	16460	SH	DEFINED	10
SMITHFIELD FOODS INC	COM	832248108	22	725	SH	DEF/OTH	10
SMITHFIELD FOODS INC	COM	832248108	267	9000	SH	DEFINED	9
SOUTHERN CO	COM	842587107	1543	43139	SH	DEFINED	10
SOUTHERN CO	COM	842587107	622	17406	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	1164	52815	SH	DEFINED	10
SOVEREIGN BANCORP INC	COM	845905108	38	1739	SH	DEF/OTH	10
SPRINT NEXTEL CORP	COM FON	852061100	575	24176	SH	DEFINED	10
SPRINT NEXTEL CORP	COM FON	852061100	133	5606	SH	DEF/OTH	10
SPRINT NEXTEL CORP	COM FON	852061100	50	2091	SH	DEFINED	7
SPRINT NEXTEL CORP	COM FON	852061100	114	4802	SH	DEFINED	9
STANLEY WKS	COM	854616109	176	3775	SH	DEFINED	10
STANLEY WKS	COM	854616109	140	3000	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	13	275	SH	DEF/OTH	9
STAPLES INC	COM	855030102	4931	231299	SH	DEFINED	10
STAPLES INC	COM	855030102	757	35498	SH	DEF/OTH	10
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	892	15594	SH	DEFINED	10
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	67	1170	SH	DEF/OTH	10
STATE STR CORP	COM	857477103	2453	50133	SH	DEFINED	10
STATE STR CORP	COM	857477103	219	4480	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	375	7591	SH	DEFINED	10
STRYKER CORP	COM	863667101	136	2755	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1637	33116	SH	DEFINED	7
SUN LIFE FINL INC	COM	866796105	34	911	SH	DEFINED	10
SUN LIFE FINL INC	COM	866796105	278	7425	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	19	4800	SH	DEFINED	10
SUN MICROSYSTEMS INC	COM	866810104	14	3500	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	7	1810	SH	DEFINED	7
SUNCOM WIRELESS HLDGS INC	CL A	86722Q108	50	14400	SH	DEFINED	9
SUNTRUST BKS INC	COM	867914103	2351	33850	SH	DEFINED	10
SUNTRUST BKS INC	COM	867914103	405	5825	SH	DEF/OTH	10
SYMANTEC CORP	COM	871503108	3083	136064	SH	DEFINED	10
SYMANTEC CORP	COM	871503108	471	20801	SH	DEF/OTH	10
SYMMETRY MED INC	COM	871546206	1591	67136	SH	DEFINED	9
SYSCO CORP	COM	871829107	3359	107072	SH	DEFINED	10
SYSCO CORP	COM	871829107	664	21175	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	977	31150	SH	DEFINED	7
TECO ENERGY INC	COM	872375100	186	10346	SH	DEFINED	10
TECO ENERGY INC	COM	872375100	29	1600	SH	DEF/OTH	10
TECO ENERGY INC	COM	872375100	32371	1796400	SH	DEFINED	7
TJX COS INC NEW	COM	872540109	218	10627	SH	DEFINED	10
TJX COS INC NEW	COM	872540109	55	2700	SH	DEF/OTH	10
TXU CORP	COM	873168108	951	8425	SH	DEFINED	10
TXU CORP	COM	873168108	158	1400	SH	DEF/OTH	10
TXU CORP	COM	873168108	17	150	SH	DEFINED	9
TARGET CORP	COM	87612E106	5640	108610	SH	DEFINED	10
TARGET CORP	COM	87612E106	469	9025	SH	DEF/OTH	10
TELEFLEX INC	COM	879369106	273	3875	SH	DEFINED	10
TELEFLEX INC	COM	879369106	12	175	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	9812	289453	SH	DEFINED	10
TEXAS INSTRS INC	COM	882508104	816	24085	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	27	800	SH	DEFINED	9
TEXTRON INC	COM	883203101	363	5055	SH	DEFINED	10
TEXTRON INC	COM	883203101	90	1250	SH	DEF/OTH	10
THERMO ELECTRON CORP	COM	883556102	726	23504	SH	DEFINED	10
THERMO ELECTRON CORP	COM	883556102	21	675	SH	DEF/OTH	10
3M CO	COM	88579Y101	9842	134163	SH	DEFINED	10
3M CO	COM	88579Y101	1547	21087	SH	DEF/OTH	10
3M CO	COM	88579Y101	1914	26095	SH	DEFINED	9
TIDEWATER INC	COM	886423102	1521	31252	SH	DEFINED	10
TIDEWATER INC	COM	886423102	100	2050	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	1676	92539	SH	DEFINED	10

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TIME WARNER INC	COM	887317105	160	8810	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	67	3700	SH	DEFINED	7
TIME WARNER INC	COM	887317105	93	5150	SH	DEFINED	9
TUPPERWARE CORP	COM	899896104	353	15476	SH	DEFINED	10
TUPPERWARE CORP	COM	899896104	62	2700	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	2924	104982	SH	DEFINED	10
TYCO INTL LTD NEW	COM	902124106	456	16380	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	1819	65300	SH	DEFINED	7
TYCO INTL LTD NEW	COM	902124106	6963	250000	SH	CALL	DEFINED 7
TYCO INTL LTD NEW	COM	902124106	6823	245000	SH	PUT	DEFINED 7
TYCO INTL LTD NEW	COM	902124106	56	2021	SH	DEFINED	9
US BANCORP DEL	COM NEW	902973304	1272	45300	SH	DEFINED	10
US BANCORP DEL	COM NEW	902973304	8	275	SH	DEF/OTH	10
US BANCORP DEL	COM NEW	902973304	218	7751	SH	DEFINED	7
UNION PAC CORP	COM	907818108	677	9447	SH	DEFINED	10
UNION PAC CORP	COM	907818108	540	7530	SH	DEF/OTH	10
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	5407	1501839	SH	DEFINED	9
UNITED PARCEL SERVICE INC	CL B	911312106	333	4824	SH	DEFINED	10
UNITED PARCEL SERVICE INC	CL B	911312106	24	349	SH	DEF/OTH	10
UNITED PARCEL SERVICE INC	CL B	911312106	55	800	SH	DEFINED	9
UNITED TECHNOLOGIES CORP	COM	913017109	8729	168383	SH	DEFINED	10
UNITED TECHNOLOGIES CORP	COM	913017109	883	17025	SH	DEF/OTH	10
UNITED TECHNOLOGIES CORP	COM	913017109	400	7710	SH	DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	8127	144613	SH	DEFINED	10
UNITEDHEALTH GROUP INC	COM	91324P102	839	14922	SH	DEF/OTH	10
UNITEDHEALTH GROUP INC	COM	91324P102	337	6000	SH	DEFINED	7
UNITEDHEALTH GROUP INC	COM	91324P102	2334	41527	SH	DEFINED	9
VALERO ENERGY CORP NEW	COM	91913Y100	139	1230	SH	DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	877	7761	SH	DEFINED	9
VARIAN MED SYS INC	COM	92220P105	937	23708	SH	DEFINED	10
VARIAN MED SYS INC	COM	92220P105	81	2050	SH	DEF/OTH	10
VANGUARD INDEX TR	STK MRK VIPERS	922908769	496	4084	SH	DEFINED	10
VANGUARD INDEX TR	STK MRK VIPERS	922908769	35	291	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	5191	158801	SH	DEFINED	10
VERIZON COMMUNICATIONS	COM	92343V104	2158	66024	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	163339	4996600	SH	DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	455	13910	SH	DEFINED	9
VIACOM INC	CL B	925524308	746	22597	SH	DEFINED	10
VIACOM INC	CL B	925524308	80	2412	SH	DEF/OTH	10
VIACOM INC	CL B	925524308	933	28261	SH	DEFINED	9
VISHAY INTERTECHNOLOGY INC	COM	928298108	147	12300	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	2471	95140	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	385	14837	SH	DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	13	500	SH	DEFINED	9
VORNADO RLTY TR	SH BEN INT	929042109	866	10000	SH	DEFINED	9
WPS RESOURCES CORP	COM	92931B106	370	6400	SH	DEFINED	10
WPS RESOURCES CORP	COM	92931B106	16	275	SH	DEF/OTH	10
WACHOVIA CORP 2ND NEW	COM	929903102	2853	59954	SH	DEFINED	10
WACHOVIA CORP 2ND NEW	COM	929903102	571	11995	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	3035	69252	SH	DEFINED	10
WAL MART STORES INC	COM	931142103	530	12100	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	149	3400	SH	DEFINED	9
WALGREEN CO	COM	931422109	3340	76873	SH	DEFINED	10
WALGREEN CO	COM	931422109	402	9252	SH	DEF/OTH	10
WALGREEN CO	COM	931422109	545	12550	SH	DEFINED	7
WALGREEN CO	COM	931422109	56	1300	SH	DEFINED	9
WASHINGTON MUT INC	COM	939322103	369	9396	SH	DEFINED	10
WASHINGTON MUT INC	COM	939322103	65	1648	SH	DEF/OTH	10
WASHINGTON TR BANCORP	COM	940610108	65	2400	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	496	18225	SH	DEF/OTH	10
WASTE CONNECTIONS INC	COM	941053100	939	26754	SH	DEFINED	10
WASTE CONNECTIONS INC	COM	941053100	15	425	SH	DEF/OTH	10

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WASTE MGMT INC DEL	COM	94106L109	347	12140	SH	DEFINED	10	
WASTE MGMT INC DEL	COM	94106L109	4	150	SH	DEF/OTH	10	
WELLPOINT INC	COM	94973V107	2242	29573	SH	DEFINED	10	
WELLPOINT INC	COM	94973V107	285	3758	SH	DEF/OTH	10	
WELLS FARGO & CO NEW	COM	949746101	4679	79881	SH	DEFINED	10	
WELLS FARGO & CO NEW	COM	949746101	594	10135	SH	DEF/OTH	10	
WELLS FARGO & CO NEW	COM	949746101	33	559	SH	DEFINED	7	
WELLS FARGO & CO NEW	COM	949746101	19	325	SH	DEFINED	9	
WENDYS INTL INC	COM	950590109	607	13450	SH	DEFINED	10	
WENDYS INTL INC	COM	950590109	7	150	SH	DEF/OTH	10	
WEYERHAEUSER CO	COM	962166104	1396	20307	SH	DEFINED	10	
WEYERHAEUSER CO	COM	962166104	52	750	SH	DEF/OTH	10	
WISCONSIN ENERGY CORP	COM	976657106	352	8816	SH	DEFINED	10	
WISCONSIN ENERGY CORP	COM	976657106	132	3300	SH	DEF/OTH	10	
WORTHINGTON INDS INC	COM	981811102	190	9050	SH	DEFINED	10	
WORTHINGTON INDS INC	COM	981811102	19	900	SH	DEF/OTH	10	
WRIGLEY WM JR CO	COM	982526105	4064	56541	SH	DEFINED	10	
WRIGLEY WM JR CO	COM	982526105	138	1917	SH	DEF/OTH	10	
WYETH	COM	983024100	2418	52255	SH	DEFINED	10	
WYETH	COM	983024100	2008	43401	SH	DEF/OTH	10	
WYETH	COM	983024100	81	1760	SH	DEFINED	9	
YAHOO INC	COM	984332106	142	4200	SH	DEFINED	10	
YAHOO INC	COM	984332106	34	1000	SH	DEF/OTH	10	
YAHOO INC	COM	984332106	1946	57520	SH	DEFINED	7	
YAHOO INC	COM	984332106	16920	500000	SH	PUT	DEFINED	7
YAHOO INC	COM	984332106	32	936	SH	DEFINED	9	
YUM BRANDS INC	COM	988498101	367	7580	SH	DEFINED	10	
YUM BRANDS INC	COM	988498101	203	4200	SH	DEF/OTH	10	
ZIMMER HLDGS INC	COM	98956P102	4352	63167	SH	DEFINED	10	
ZIMMER HLDGS INC	COM	98956P102	632	9175	SH	DEF/OTH	10	
ZIMMER HLDGS INC	COM	98956P102	15	220	SH	DEFINED	9	
GLOBALSANTAFE CORP	SHS	G3930E101	3744	82070	SH	DEFINED	10	
GLOBALSANTAFE CORP	SHS	G3930E101	137	3003	SH	DEF/OTH	10	
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	3737	97747	SH	DEFINED	10	
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	398	10402	SH	DEF/OTH	10	
NABORS INDUSTRIES LTD	SHS	G6359F103	941	13100	SH	DEFINED	10	
NABORS INDUSTRIES LTD	SHS	G6359F103	44	615	SH	DEF/OTH	10	
WEATHERFORD INTERNATIONAL LT	COM	G95089101	498	7250	SH	DEFINED	10	
WEATHERFORD INTERNATIONAL LT	COM	G95089101	24	350	SH	DEF/OTH	10	
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	340	7872	SH	DEFINED	10	
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	4	100	SH	DEF/OTH	10	
FLEXTRONICS INTL LTD	ORD	Y2573F102	1609	125220	SH	DEFINED	10	
FLEXTRONICS INTL LTD	ORD	Y2573F102	125	9725	SH	DEF/OTH	10	