

ROYAL BANK OF SCOTLAND GROUP PLC

Form 13F-HR

May 12, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: March 31, 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 May 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: 956
 Form 13F Information Table Value Total: \$1,787,051,797

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	PUT/ CALL	INVSTMT DSCRETN	O MA
ABB LTD	SPONSORED ADR	000375204	155	25000	SH		DEFINED	9
AFLAC INC	COM	001055102	1350	36219	SH		DEFINED	10
AFLAC INC	COM	001055102	179	4800	SH		DEF/OTH	10
AFLAC INC	COM	001055102	148	3980	SH		DEFINED	7
AT&T CORP	COM NEW	001957505	28	1482	SH		DEFINED	10
AT&T CORP	COM NEW	001957505	53	2826	SH		DEF/OTH	10
AT&T CORP	COM NEW	001957505	74852	3992100	SH		DEFINED	7
ABBOTT LABS	COM	002824100	2913	62493	SH		DEFINED	10
ABBOTT LABS	COM	002824100	671	14386	SH		DEF/OTH	10
ABBOTT LABS	COM	002824100	161	3450	SH		DEFINED	7
ABBOTT LABS	COM	002824100	1121	24036	SH		DEFINED	9
ABBOTT LABS	COM	002824100	231	4945	SH		DEF/OTH	9
ADOBE SYS INC	COM	00724F101	989	14727	SH		DEFINED	10
ADOBE SYS INC	COM	00724F101	163	2425	SH		DEF/OTH	10
AETNA INC NEW	COM	00817Y108	3081	41113	SH		DEFINED	10
AETNA INC NEW	COM	00817Y108	293	3909	SH		DEF/OTH	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	554	10407	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	155	6996	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	61	2734	SH		DEF/OTH	10
AGILENT TECHNOLOGIES INC	COM	00846U101	12	534	SH		DEFINED	7
AIR PRODS & CHEMS INC	COM	009158106	1050	16585	SH		DEFINED	10
AIR PRODS & CHEMS INC	COM	009158106	316	4997	SH		DEF/OTH	10
ALAMOSA HLDGS INC	COM	011589108	1025	87868	SH		DEFINED	9
ALBERTO CULVER CO	COM	013068101	2554	53362	SH		DEFINED	10
ALBERTO CULVER CO	COM	013068101	245	5110	SH		DEF/OTH	10
ALCOA INC	COM	013817101	4435	145941	SH		DEFINED	10
ALCOA INC	COM	013817101	295	9700	SH		DEF/OTH	10
ALCOA INC	COM	013817101	88	2900	SH		DEFINED	7
ALCOA INC	COM	013817101	152	5000	SH		DEFINED	9
ALLERGAN INC	COM	018490102	571	8217	SH		DEFINED	10
ALLERGAN INC	COM	018490102	80	1150	SH		DEF/OTH	10
ALLMERICA FINL CORP	COM	019754100	466	12975	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	3705	68527	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	267	4937	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	2159	39359	SH		DEFINED	10
ALLTEL CORP	COM	020039103	320	5839	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	19	355	SH		DEFINED	7
ALTRIA GROUP INC	COM	02209S103	1918	29334	SH		DEFINED	10
ALTRIA GROUP INC	COM	02209S103	1226	18751	SH		DEF/OTH	10

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ALTRIA GROUP INC	COM	02209S103	355	5425	SH		DEFINED	7
ALTRIA GROUP INC	COM	02209S103	200	3061	SH		DEFINED	9
ALTRIA GROUP INC	COM	02209S103	92	1400	SH		DEF/OTH	9
AMBAC FINL GROUP INC	COM	023139108	3546	47432	SH		DEFINED	10
AMBAC FINL GROUP INC	COM	023139108	206	2762	SH		DEF/OTH	10
AMERICAN ELEC PWR INC	COM	025537101	121	3564	SH		DEFINED	10
AMERICAN ELEC PWR INC	COM	025537101	96	2814	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	4134	80472	SH		DEFINED	10
AMERICAN EXPRESS CO	COM	025816109	931	18124	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	36	700	SH		DEFINED	7
AMERICAN EXPRESS CO	COM	025816109	1338	26053	SH		DEFINED	9
AMERICAN EXPRESS CO	COM	025816109	134	2600	SH		DEF/OTH	9
AMERICAN INTL GROUP INC	COM	026874107	10451	188605	SH		DEFINED	10
AMERICAN INTL GROUP INC	COM	026874107	6513	117536	SH		DEF/OTH	10
AMERICAN INTL GROUP INC	COM	026874107	8746	157844	SH		DEFINED	7
AMERICAN INTL GROUP INC	COM	026874107	20162	363872	SH	PUT	DEFINED	7
AMERICAN INTL GROUP INC	COM	026874107	1608	29017	SH		DEFINED	9
AMERICAN INTL GROUP INC	COM	026874107	120	2160	SH		DEF/OTH	9
AMGEN INC	COM	031162100	6574	112941	SH		DEFINED	10
AMGEN INC	COM	031162100	736	12639	SH		DEF/OTH	10
AMGEN INC	COM	031162100	592	10168	SH		DEFINED	9
AMGEN INC	COM	031162100	87	1500	SH		DEF/OTH	9
ANADARKO PETE CORP	COM	032511107	355	4663	SH		DEFINED	10
ANADARKO PETE CORP	COM	032511107	97	1277	SH		DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	636	17611	SH		DEFINED	10
ANALOG DEVICES INC	COM	032654105	563	15570	SH		DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	11	300	SH		DEFINED	7
ANHEUSER BUSCH COS INC	COM	035229103	5254	110874	SH		DEFINED	10
ANHEUSER BUSCH COS INC	COM	035229103	103	2175	SH		DEF/OTH	10
ANHEUSER BUSCH COS INC	COM	035229103	578	12200	SH		DEFINED	7
APACHE CORP	COM	037411105	706	11535	SH		DEFINED	10
APACHE CORP	COM	037411105	33	538	SH		DEF/OTH	10
APPLE COMPUTER INC	COM	037833100	272	6534	SH		DEFINED	7
APPLE COMPUTER INC	COM	037833100	1782	42775	SH	PUT	DEFINED	7
APPLIED MATLS INC	COM	038222105	3284	202103	SH		DEFINED	10
APPLIED MATLS INC	COM	038222105	316	19430	SH		DEF/OTH	10
APPLIED MATLS INC	COM	038222105	242	14900	SH		DEFINED	7
APPLIED MATLS INC	COM	038222105	9572	589064	SH	PUT	DEFINED	7
APPLIED MATLS INC	COM	038222105	198	12200	SH		DEFINED	9
AQUILA INC	COM	03840P102	708	184800	SH		DEFINED	9
ARCHER DANIELS MIDLAND CO	COM	039483102	4954	201542	SH		DEFINED	10
ARCHER DANIELS MIDLAND CO	COM	039483102	458	18625	SH		DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	4873	108409	SH		DEFINED	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	1089	24234	SH		DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	45	1000	SH		DEFINED	7
AUTOMATIC DATA PROCESSING IN	COM	053015103	151	3350	SH		DEFINED	9
AVAYA INC	COM	053499109	1853	158668	SH		DEFINED	10
AVAYA INC	COM	053499109	34	2914	SH		DEF/OTH	10
AVERY DENNISON CORP	COM	053611109	399	6440	SH		DEFINED	10
AVERY DENNISON CORP	COM	053611109	121	1950	SH		DEF/OTH	10
AVON PRODS INC	COM	054303102	1707	39763	SH		DEFINED	10
AVON PRODS INC	COM	054303102	68	1575	SH		DEF/OTH	10
BB&T CORP	COM	054937107	1581	40466	SH		DEFINED	10
BB&T CORP	COM	054937107	42	1075	SH		DEF/OTH	10
BJ SVCS CO	COM	055482103	239	4616	SH		DEFINED	10
BJ SVCS CO	COM	055482103	104	2000	SH		DEFINED	7
BJ SVCS CO	COM	055482103	492	9490	SH		DEFINED	9
BP PLC	SPONSORED ADR	055622104	6279	100620	SH		DEFINED	10
BP PLC	SPONSORED ADR	055622104	1858	29772	SH		DEF/OTH	10
BP PLC	SPONSORED ADR	055622104	372	5962	SH		DEFINED	9
BAKER HUGHES INC	COM	057224107	3109	69877	SH		DEFINED	10
BAKER HUGHES INC	COM	057224107	74	1665	SH		DEF/OTH	10

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BALL CORP	COM	058498106	204	4925	SH	DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	16058	364127	SH	DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	4483	101660	SH	DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	4908	111300	SH	DEFINED	7
BANK OF AMERICA CORPORATION	COM	060505104	1633	37030	SH	DEFINED	9
BANK OF AMERICA CORPORATION	COM	060505104	132	3000	SH	DEF/OTH	9
BANK NEW YORK INC	COM	064057102	359	12356	SH	DEFINED	10
BANK NEW YORK INC	COM	064057102	150	5175	SH	DEF/OTH	10
BANK NEW YORK INC	COM	064057102	85	2930	SH	DEFINED	7
BARD C R INC	COM	067383109	1985	29162	SH	DEFINED	10
BARD C R INC	COM	067383109	313	4603	SH	DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	859	24919	SH	DEFINED	10
BARNES & NOBLE INC	COM	067774109	99	2860	SH	DEF/OTH	10
BAUSCH & LOMB INC	COM	071707103	200	2725	SH	DEFINED	10
BAUSCH & LOMB INC	COM	071707103	7	100	SH	DEF/OTH	10
BAXTER INTL INC	COM	071813109	438	12891	SH	DEFINED	10
BAXTER INTL INC	COM	071813109	135	3982	SH	DEF/OTH	10
BEAR STEARNS COS INC	COM	073902108	271	2713	SH	DEFINED	10
BEAR STEARNS COS INC	COM	073902108	7	75	SH	DEF/OTH	10
BECKMAN COULTER INC	COM	075811109	279	4200	SH	DEFINED	10
BECTON DICKINSON & CO	COM	075887109	927	15875	SH	DEFINED	10
BECTON DICKINSON & CO	COM	075887109	108	1850	SH	DEF/OTH	10
BED BATH & BEYOND INC	COM	075896100	227	6200	SH	DEFINED	10
BED BATH & BEYOND INC	COM	075896100	49	1350	SH	DEF/OTH	10
BELL MICROPRODUCTS INC	COM	078137106	1496	200000	SH	DEFINED	10
BELLSOUTH CORP	COM	079860102	1373	52224	SH	DEFINED	10
BELLSOUTH CORP	COM	079860102	714	27146	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	11	400	SH	DEFINED	7
BELLSOUTH CORP	COM	079860102	66	2500	SH	DEFINED	9
BELO CORP	COM SER A	080555105	3218	133320	SH	DEFINED	10
BEMIS INC	COM	081437105	408	13120	SH	DEFINED	10
BEMIS INC	COM	081437105	6	200	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	123	43	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	840	294	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	31	11	SH	DEFINED	7
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	57	20	SH	DEFINED	9
BEST BUY INC	COM	086516101	2974	55066	SH	DEFINED	10
BEST BUY INC	COM	086516101	51	950	SH	DEF/OTH	10
BIG 5 SPORTING GOODS CORP	COM	08915P101	865	35000	SH	DEFINED	10
BIOMET INC	COM	090613100	3318	91412	SH	DEFINED	10
BIOMET INC	COM	090613100	297	8175	SH	DEF/OTH	10
BLACK & DECKER CORP	COM	091797100	332	4200	SH	DEFINED	10
BLACK & DECKER CORP	COM	091797100	69	875	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	151	2987	SH	DEFINED	10
BLOCK H & R INC	COM	093671105	71	1400	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	25	500	SH	DEFINED	7
BOEING CO	COM	097023105	380	6504	SH	DEFINED	10
BOEING CO	COM	097023105	454	7774	SH	DEF/OTH	10
BOEING CO	COM	097023105	41	700	SH	DEFINED	9
BOTTOMLINE TECH DEL INC	COM	101388106	2229	170800	SH	DEF/OTH	10
BRIGGS & STRATTON CORP	COM	109043109	145	3990	SH	DEFINED	10
BRIGGS & STRATTON CORP	COM	109043109	160	4400	SH	DEF/OTH	10
BRINKER INTL INC	COM	109641100	219	6050	SH	DEFINED	10
BRINKER INTL INC	COM	109641100	27	750	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	3176	124736	SH	DEFINED	10
BRISTOL MYERS SQUIBB CO	COM	110122108	982	38562	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	56	2200	SH	DEFINED	9
BURLINGTON NORTHN SANTA FE C	COM	12189T104	438	8122	SH	DEFINED	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	22	400	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	60	1202	SH	DEFINED	10
BURLINGTON RES INC	COM	122014103	15	300	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	411	8210	SH	DEFINED	7

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C D W CORP	COM	12512N105	6	100	SH	DEFINED	10	
C D W CORP	COM	12512N105	1364	24070	SH	DEFINED	7	
CIT GROUP INC	COM	125581108	1388	36528	SH	DEFINED	10	
CIT GROUP INC	COM	125581108	8	200	SH	DEF/OTH	10	
CSX CORP	COM	126408103	248	5945	SH	DEFINED	10	
CSX CORP	COM	126408103	75	1800	SH	DEF/OTH	10	
CTS CORP	COM	126501105	1300	100000	SH	DEFINED	10	
CVS CORP	COM	126650100	6966	132390	SH	DEFINED	10	
CVS CORP	COM	126650100	569	10810	SH	DEF/OTH	10	
CVS CORP	COM	126650100	26	485	SH	DEFINED	9	
CALPINE CORP	COM	131347106	322	115000	SH	DEFINED	9	
CALPINE CORP	NOTE	4.750%11/1 131347BJ4	2710	4000000	SH	DEFINED	9	
CAPITAL ONE FINL CORP	COM	14040H105	3060	40923	SH	DEFINED	10	
CAPITAL ONE FINL CORP	COM	14040H105	87	1165	SH	DEF/OTH	10	
CAPITAL ONE FINL CORP	COM	14040H105	24	325	SH	DEFINED	7	
CARDINAL HEALTH INC	COM	14149Y108	22	400	SH	DEFINED	10	
CARDINAL HEALTH INC	COM	14149Y108	56	1000	SH	DEF/OTH	10	
CARDINAL HEALTH INC	COM	14149Y108	203	3637	SH	DEFINED	7	
CARNIVAL CORP	PAIRED CTF	143658300	3312	63922	SH	DEFINED	10	
CARNIVAL CORP	PAIRED CTF	143658300	178	3429	SH	DEF/OTH	10	
CARNIVAL CORP	PAIRED CTF	143658300	56	1080	SH	DEFINED	7	
CARNIVAL CORP	PAIRED CTF	143658300	142	2750	SH	DEFINED	9	
CATERPILLAR INC DEL	COM	149123101	2823	30869	SH	DEFINED	10	
CATERPILLAR INC DEL	COM	149123101	74	810	SH	DEF/OTH	10	
CATERPILLAR INC DEL	COM	149123101	549	6000	SH	DEFINED	7	
CENDANT CORP	COM	151313103	3766	183360	SH	DEFINED	10	
CENDANT CORP	COM	151313103	17	850	SH	DEF/OTH	10	
CENDANT CORP	COM	151313103	62	3000	SH	DEFINED	9	
CERNER CORP	COM	156782104	375	7150	SH	DEFINED	10	
CERNER CORP	COM	156782104	7	125	SH	DEF/OTH	10	
CHARLES RIV LABS INTL INC	COM	159864107	377	8025	SH	DEFINED	10	
CHARTER COMMUNICATIONS INC D	CL A	16117M107	584	365000	SH	DEFINED	9	
CHEVRONTEXACO CORP	COM	166764100	17083	292974	SH	DEFINED	10	
CHEVRONTEXACO CORP	COM	166764100	3280	56256	SH	DEF/OTH	10	
CHEVRONTEXACO CORP	COM	166764100	278	4772	SH	DEFINED	7	
CHEVRONTEXACO CORP	COM	166764100	415	7112	SH	DEFINED	9	
CHICOS FAS INC	COM	168615102	493	17450	SH	DEFINED	10	
CHICOS FAS INC	COM	168615102	25	900	SH	DEF/OTH	10	
CHUBB CORP	COM	171232101	16	200	SH	DEFINED	10	
CHUBB CORP	COM	171232101	222	2804	SH	DEF/OTH	10	
CHUBB CORP	COM	171232101	127	1600	SH	DEFINED	9	
CIRCUIT CITY STORE INC	COM	172737108	180	11200	SH	DEFINED	10	
CISCO SYS INC	COM	17275R102	8084	451893	SH	DEFINED	10	
CISCO SYS INC	COM	17275R102	1092	61023	SH	DEF/OTH	10	
CISCO SYS INC	COM	17275R102	1493	83474	SH	DEFINED	7	
CISCO SYS INC	COM	17275R102	29792	1665266	SH	PUT	DEFINED	7
CISCO SYS INC	COM	17275R102	1134	63368	SH	DEFINED	9	
CISCO SYS INC	COM	17275R102	100	5615	SH	DEF/OTH	9	
CINTAS CORP	COM	172908105	168	4060	SH	DEFINED	10	
CINTAS CORP	COM	172908105	37	900	SH	DEFINED	7	
CITIGROUP INC	COM	172967101	13928	309932	SH	DEFINED	10	
CITIGROUP INC	COM	172967101	2196	48860	SH	DEF/OTH	10	
CITIGROUP INC	COM	172967101	253	5633	SH	DEFINED	7	
CITIGROUP INC	COM	172967101	1821	40530	SH	DEFINED	9	
CITIGROUP INC	COM	172967101	161	3575	SH	DEF/OTH	9	
CLOROX CO DEL	COM	189054109	2911	46206	SH	DEFINED	10	
CLOROX CO DEL	COM	189054109	113	1800	SH	DEF/OTH	10	
CLOROX CO DEL	COM	189054109	145	2300	SH	DEFINED	9	
COACH INC	COM	189754104	789	13930	SH	DEFINED	10	
COACH INC	COM	189754104	94	1667	SH	DEF/OTH	10	
COACH INC	COM	189754104	1733	30604	SH	DEFINED	9	
COACH INC	COM	189754104	197	3486	SH	DEF/OTH	9	

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COCA COLA CO	COM	191216100	3646	87508	SH	DEFINED	10
COCA COLA CO	COM	191216100	2218	53239	SH	DEF/OTH	10
COCA COLA CO	COM	191216100	1157	27773	SH	DEFINED	7
COCA COLA CO	COM	191216100	1434	34410	SH	DEFINED	9
COGNOS INC	COM	19244C109	507	12150	SH	DEFINED	10
COGNOS INC	COM	19244C109	15	350	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM	194162103	375	7192	SH	DEFINED	10
COLGATE PALMOLIVE CO	COM	194162103	305	5850	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM	194162103	294	5632	SH	DEFINED	9
COLLINS & AIKMAN CORP NEW	COM NEW	194830204	128	104000	SH	DEFINED	9
COMCAST CORP NEW	CL A	20030N101	1882	55726	SH	DEFINED	10
COMCAST CORP NEW	CL A	20030N101	509	15072	SH	DEF/OTH	10
COMCAST CORP NEW	CL A	20030N101	176	5200	SH	DEFINED	7
COMCAST CORP NEW	CL A	20030N101	1418	41990	SH	DEFINED	9
COMMERCE BANCORP INC NJ	COM	200519106	326	10050	SH	DEFINED	10
COMMUNITY HEALTH SYS INC NEW	COM	203668108	670	19197	SH	DEFINED	9
COMMUNITY HEALTH SYS INC NEW	COM	203668108	56	1600	SH	DEF/OTH	9
COMPUTER SCIENCES CORP	COM	205363104	4518	98536	SH	DEFINED	10
COMPUTER SCIENCES CORP	COM	205363104	79	1725	SH	DEF/OTH	10
CONAGRA FOODS INC	COM	205887102	398	14740	SH	DEFINED	10
CONAGRA FOODS INC	COM	205887102	63	2350	SH	DEF/OTH	10
CONMED CORP	COM	207410101	1506	50000	SH	DEFINED	10
CONOCOPHILLIPS	COM	20825C104	12860	119252	SH	DEFINED	10
CONOCOPHILLIPS	COM	20825C104	1369	12693	SH	DEF/OTH	10
CONOCOPHILLIPS	COM	20825C104	210	1950	SH	DEFINED	9
CONSOLIDATED EDISON INC	COM	209115104	110	2600	SH	DEFINED	10
CONSOLIDATED EDISON INC	COM	209115104	187	4444	SH	DEF/OTH	10
CONSOLIDATED EDISON INC	COM	209115104	79142	1876300	SH	DEFINED	7
CONSTELLATION BRANDS INC	CL A	21036P108	1107	20937	SH	DEFINED	10
CONSTELLATION BRANDS INC	CL A	21036P108	66	1250	SH	DEF/OTH	10
CONSTAR INTL INC NEW	COM	21036U107	71	12500	SH	DEFINED	9
CONSTELLATION ENERGY GROUP I	COM	210371100	829	16027	SH	DEFINED	10
CONSTELLATION ENERGY GROUP I	COM	210371100	164	3163	SH	DEF/OTH	10
CORNING INC	COM	219350105	59	5284	SH	DEFINED	10
CORNING INC	COM	219350105	73	6570	SH	DEF/OTH	10
COUNTRYWIDE FINANCIAL CORP	COM	222372104	104	3198	SH	DEFINED	10
COUNTRYWIDE FINANCIAL CORP	COM	222372104	208	6398	SH	DEF/OTH	10
CURATIVE HEALTH SRVCS INC	COM	23126W100	103	30196	SH	DEFINED	9
DTE ENERGY CO	COM	233331107	2400	52775	SH	DEFINED	10
DTE ENERGY CO	COM	233331107	136	3000	SH	DEF/OTH	10
DANAHER CORP DEL	COM	235851102	705	13200	SH	DEFINED	10
DANAHER CORP DEL	COM	235851102	126	2350	SH	DEF/OTH	10
DARDEN RESTAURANTS INC	COM	237194105	451	14703	SH	DEFINED	10
DARDEN RESTAURANTS INC	COM	237194105	153	4975	SH	DEF/OTH	10
DEERE & CO	COM	244199105	107	1600	SH	DEFINED	10
DEERE & CO	COM	244199105	10	150	SH	DEF/OTH	10
DEERE & CO	COM	244199105	124	1850	SH	DEFINED	9
DELL INC	COM	24702R101	5711	148649	SH	DEFINED	10
DELL INC	COM	24702R101	496	12900	SH	DEF/OTH	10
DELL INC	COM	24702R101	12	300	SH	DEFINED	7
DELL INC	COM	24702R101	342	8890	SH	DEFINED	9
DELTA AIR LINES INC DEL	NOTE 8.000% 6/0	247361YP7	810	2000000	SH	DEFINED	9
DENTSPLY INTL INC NEW	COM	249030107	4736	87036	SH	DEFINED	10
DENTSPLY INTL INC NEW	COM	249030107	267	4915	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM	25179M103	3776	79083	SH	DEFINED	10
DEVON ENERGY CORP NEW	COM	25179M103	172	3612	SH	DEF/OTH	10
DIEBOLD INC	COM	253651103	202	3687	SH	DEFINED	10
DIEBOLD INC	COM	253651103	285	5187	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	5119	178177	SH	DEFINED	10
DISNEY WALT CO	COM DISNEY	254687106	363	12645	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	31	1080	SH	DEFINED	7
DISNEY WALT CO	COM DISNEY	254687106	63	2200	SH	DEFINED	9

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DISNEY WALT CO	COM DISNEY	254687106	12	402	SH	DEF/OTH	9
DOMINION RES INC VA NEW	COM	25746U109	1949	26185	SH	DEFINED	10
DOMINION RES INC VA NEW	COM	25746U109	285	3833	SH	DEF/OTH	10
DOMINION RES INC VA NEW	COM	25746U109	60	800	SH	DEFINED	7
DONALDSON INC	COM	257651109	844	26146	SH	DEFINED	10
DONALDSON INC	COM	257651109	27	850	SH	DEF/OTH	10
DONALDSON INC	COM	257651109	12	360	SH	DEFINED	7
DONNELLEY R R & SONS CO	COM	257867101	1610	50930	SH	DEFINED	10
DONNELLEY R R & SONS CO	COM	257867101	320	10135	SH	DEF/OTH	10
DOVER CORP	COM	260003108	414	10950	SH	DEFINED	10
DOW CHEM CO	COM	260543103	856	17170	SH	DEFINED	10
DOW CHEM CO	COM	260543103	251	5026	SH	DEF/OTH	10
DOW CHEM CO	COM	260543103	50	1000	SH	DEFINED	9
DREYERS GRAND ICE CREAM HL I	COM A CALL PUT	261877104	16154	200000	SH	DEFINED	7
DSL NET INC	COM	262506108	87	670968	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM	263534109	2399	46816	SH	DEFINED	10
DU PONT E I DE NEMOURS & CO	COM	263534109	1197	23356	SH	DEF/OTH	10
DU PONT E I DE NEMOURS & CO	COM	263534109	841	16408	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM	263534109	102	2000	SH	DEF/OTH	9
DUKE ENERGY CORP	COM	264399106	1506	53755	SH	DEFINED	10
DUKE ENERGY CORP	COM	264399106	205	7306	SH	DEF/OTH	10
DUKE ENERGY CORP	COM	264399106	20	700	SH	DEFINED	7
DUKE ENERGY CORP	COM	264399106	91	3244	SH	DEFINED	9
DYCOM INDS INC	COM	267475101	1159	50400	SH	DEFINED	10
DYNEGY INC NEW	CL A	26816Q101	594	151900	SH	DEFINED	9
E M C CORP MASS	COM	268648102	575	46712	SH	DEFINED	10
E M C CORP MASS	COM	268648102	152	12350	SH	DEF/OTH	10
E M C CORP MASS	COM	268648102	116	9450	SH	DEFINED	7
EOG RES INC	COM	26875P101	477	9792	SH	DEFINED	10
EATON CORP	COM	278058102	2506	38317	SH	DEFINED	10
EATON CORP	COM	278058102	3	50	SH	DEF/OTH	10
EBAY INC	COM	278642103	489	13112	SH	DEFINED	7
EBAY INC	COM	278642103	4096	109922	SH	PUT	DEFINED
EBAY INC	COM	278642103	116	3100	SH	DEFINED	9
ECOLAB INC	COM	278865100	2692	81439	SH	DEFINED	10
ECOLAB INC	COM	278865100	445	13475	SH	DEF/OTH	10
EDWARDS LIFESCIENCES CORP	COM	28176E108	1081	25000	SH	DEFINED	10
EDWARDS LIFESCIENCES CORP	COM	28176E108	8	191	SH	DEF/OTH	10
ELECTRONIC ARTS INC	COM	285512109	1005	19410	SH	DEFINED	10
ELECTRONIC DATA SYS NEW	COM	285661104	35	1680	SH	DEFINED	10
ELECTRONIC DATA SYS NEW	COM	285661104	14	700	SH	DEF/OTH	10
ELECTRONIC DATA SYS NEW	COM	285661104	679	32871	SH	DEFINED	9
EMERSON ELEC CO	COM	291011104	1579	24317	SH	DEFINED	10
EMERSON ELEC CO	COM	291011104	321	4950	SH	DEF/OTH	10
ENERGIZER HLDGS INC	COM	29266R108	428	7159	SH	DEFINED	10
ENERGIZER HLDGS INC	COM	29266R108	61	1017	SH	DEF/OTH	10
ENTERGY CORP NEW	COM	29364G103	2552	36118	SH	DEFINED	10
ENTERGY CORP NEW	COM	29364G103	389	5511	SH	DEF/OTH	10
EQUITABLE RES INC	COM	294549100	3781	65822	SH	DEFINED	10
EQUITABLE RES INC	COM	294549100	356	6195	SH	DEF/OTH	10
ERICSSON L M TEL CO	ADR B SEK 10	294821608	3	120	SH	DEFINED	10
ERICSSON L M TEL CO	ADR B SEK 10	294821608	1734	61501	SH	DEFINED	7
EXELON CORP	COM	30161N101	1188	25894	SH	DEFINED	10
EXELON CORP	COM	30161N101	326	7105	SH	DEF/OTH	10
EXELON CORP	COM	30161N101	1101	24000	SH	DEFINED	9
EXPRESS SCRIPTS INC	COM	302182100	1823	20911	SH	DEFINED	10
EXPRESS SCRIPTS INC	COM	302182100	5	60	SH	DEF/OTH	10
EXXON MOBIL CORP	COM	30231G102	29262	490979	SH	DEFINED	10
EXXON MOBIL CORP	COM	30231G102	13541	227204	SH	DEF/OTH	10
EXXON MOBIL CORP	COM	30231G102	34175	573400	SH	DEFINED	7
EXXON MOBIL CORP	COM	30231G102	3111	52199	SH	DEFINED	9
EXXON MOBIL CORP	COM	30231G102	218	3650	SH	DEF/OTH	9

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FPL GROUP INC	COM		302571104	5998	149386	SH	DEFINED	10
FPL GROUP INC	COM		302571104	872	21708	SH	DEF/OTH	10
FAIR ISAAC CORP	COM		303250104	609	17691	SH	DEFINED	10
FEDERAL HOME LN MTG CORP	COM		313400301	2141	33884	SH	DEFINED	10
FEDERAL HOME LN MTG CORP	COM		313400301	416	6575	SH	DEF/OTH	10
FEDERAL NATL MTG ASSN	COM		313586109	670	12304	SH	DEFINED	10
FEDERAL NATL MTG ASSN	COM		313586109	117	2155	SH	DEF/OTH	10
FEDERAL NATL MTG ASSN	COM		313586109	149	2740	SH	DEFINED	9
FEDEX CORP	COM		31428X106	4863	51758	SH	DEFINED	10
FEDEX CORP	COM		31428X106	350	3728	SH	DEF/OTH	10
FIFTH THIRD BANCORP	COM		316773100	15	350	SH	DEFINED	10
FIFTH THIRD BANCORP	COM		316773100	98	2277	SH	DEF/OTH	10
FIFTH THIRD BANCORP	COM		316773100	44	1029	SH	DEFINED	7
FIFTH THIRD BANCORP	COM		316773100	1222	28425	SH	DEFINED	9
FIRST DATA CORP	COM		319963104	1592	40509	SH	DEFINED	10
FIRST DATA CORP	COM		319963104	507	12899	SH	DEF/OTH	10
FIRST DATA CORP	COM		319963104	278	7061	SH	DEFINED	7
FIRST HORIZON NATL CORP	COM		320517105	358	8785	SH	DEFINED	10
FIRST HORIZON NATL CORP	COM		320517105	20	500	SH	DEF/OTH	10
FISERV INC	COM		337738108	3385	85046	SH	DEFINED	10
FISERV INC	COM		337738108	116	2923	SH	DEF/OTH	10
FORD MTR CO DEL	COM	PAR \$0.01	345370860	97	8577	SH	DEFINED	10
FORD MTR CO DEL	COM	PAR \$0.01	345370860	43	3774	SH	DEF/OTH	10
FORD MTR CO DEL	COM	PAR \$0.01	345370860	210	18500	SH	DEFINED	7
FORD MTR CO DEL	COM	PAR \$0.01	345370860	221	19481	SH	DEFINED	9
FORTUNE BRANDS INC	COM		349631101	619	7675	SH	DEFINED	10
FORTUNE BRANDS INC	COM		349631101	204	2525	SH	DEF/OTH	10
FOSSIL INC	COM		349882100	1296	50000	SH	DEFINED	10
FRANKLIN RES INC	COM		354613101	12	175	SH	DEFINED	10
FRANKLIN RES INC	COM		354613101	412	6000	SH	DEFINED	7
GAMESTOP CORP	COM	CL B	36466R200	685	30701	SH	DEFINED	10
GAMESTOP CORP	COM	CL B	36466R200	14	638	SH	DEF/OTH	10
GANNETT INC	COM		364730101	3161	39966	SH	DEFINED	10
GANNETT INC	COM		364730101	92	1165	SH	DEF/OTH	10
GAP INC DEL	COM		364760108	426	19489	SH	DEFINED	10
GAP INC DEL	COM		364760108	97	4425	SH	DEF/OTH	10
GAP INC DEL	COM		364760108	59	2700	SH	DEFINED	7
GAP INC DEL	COM		364760108	1318	60339	SH	PUT	DEFINED 7
GENENTECH INC	COM	NEW	368710406	13	230	SH	DEFINED	10
GENENTECH INC	COM	NEW	368710406	23	400	SH	DEF/OTH	10
GENENTECH INC	COM	NEW	368710406	4171	73684	SH	PUT	DEFINED 7
GENERAL DYNAMICS CORP	COM		369550108	1160	10832	SH	DEFINED	10
GENERAL DYNAMICS CORP	COM		369550108	153	1433	SH	DEF/OTH	10
GENERAL ELEC CO	COM		369604103	31036	860668	SH	DEFINED	10
GENERAL ELEC CO	COM		369604103	12472	345870	SH	DEF/OTH	10
GENERAL ELEC CO	COM		369604103	1026	28466	SH	DEFINED	7
GENERAL ELEC CO	COM		369604103	3722	103213	SH	DEFINED	9
GENERAL ELEC CO	COM		369604103	597	16544	SH	DEF/OTH	9
GENERAL MLS INC	COM		370334104	2607	53033	SH	DEFINED	10
GENERAL MLS INC	COM		370334104	295	6000	SH	DEF/OTH	10
GENERAL MTRS CORP	COM		370442105	162	5515	SH	DEFINED	10
GENERAL MTRS CORP	COM		370442105	265	9017	SH	DEF/OTH	10
GENERAL MTRS CORP	COM		370442105	117328	3992100	SH	DEFINED	7
GENZYME CORP	COM		372917104	248	4325	SH	DEFINED	10
GENZYME CORP	COM		372917104	91	1582	SH	DEF/OTH	10
GEORGIA PAC CORP	COM		373298108	2788	78548	SH	DEFINED	10
GEORGIA PAC CORP	COM		373298108	265	7459	SH	DEF/OTH	10
GILEAD SCIENCES INC	COM		375558103	7	200	SH	DEFINED	10
GILEAD SCIENCES INC	COM		375558103	289	8080	SH	DEFINED	9
GILLETTE CO	COM		375766102	1610	31900	SH	DEFINED	10
GILLETTE CO	COM		375766102	546	10816	SH	DEF/OTH	10
GILLETTE CO	COM		375766102	404	8000	SH	DEFINED	7

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GILLETTE CO	COM	375766102	131	2600	SH	DEFINED	9
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	174	3787	SH	DEFINED	10
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	456	9941	SH	DEF/OTH	10
GLOBAL IMAGING SYSTEMS	COM	37934A100	1064	30000	SH	DEFINED	10
GOLDEN WEST FINL CORP DEL	COM	381317106	106	1750	SH	DEFINED	10
GOLDEN WEST FINL CORP DEL	COM	381317106	85	1400	SH	DEF/OTH	10
GOLDEN WEST FINL CORP DEL	COM	381317106	133	2200	SH	DEFINED	9
GOLDMAN SACHS GROUP INC	COM	38141G104	2022	18382	SH	DEFINED	10
GOLDMAN SACHS GROUP INC	COM	38141G104	194	1760	SH	DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM	38141G104	250	2270	SH	DEFINED	7
GOODRICH CORP	COM	382388106	2140	55883	SH	DEFINED	10
GOODRICH CORP	COM	382388106	174	4557	SH	DEF/OTH	10
GRAINGER W W INC	COM	384802104	1609	25834	SH	DEFINED	10
GRAINGER W W INC	COM	384802104	167	2682	SH	DEF/OTH	10
GTECH HLDGS CORP	COM	400518106	588	25000	SH	DEFINED	10
GTECH HLDGS CORP	COM	400518106	54	2300	SH	DEF/OTH	10
GUIDANT CORP	COM	401698105	22	300	SH	DEFINED	10
GUIDANT CORP	COM	401698105	9238	125000	SH	DEFINED	7
GUIDANT CORP	COM	401698105	148	2000	SH	DEFINED	9
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	1975	47000	SH	DEFINED	9
HNI CORP	COM	404251100	225	5000	SH	DEFINED	10
HNI CORP	COM	404251100	7	150	SH	DEF/OTH	10
HALLIBURTON CO	COM	406216101	80	1850	SH	DEFINED	10
HALLIBURTON CO	COM	406216101	388	8965	SH	DEF/OTH	10
HARLEY DAVIDSON INC	COM	412822108	389	6731	SH	DEFINED	10
HARLEY DAVIDSON INC	COM	412822108	139	2400	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	3816	55657	SH	DEFINED	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	212	3088	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	55	800	SH	DEFINED	7
HEALTH MGMT ASSOC INC NEW	CL A	421933102	496	18950	SH	DEFINED	10
HEALTH MGMT ASSOC INC NEW	CL A	421933102	8	300	SH	DEF/OTH	10
HEINZ H J CO	COM	423074103	43	1170	SH	DEFINED	10
HEINZ H J CO	COM	423074103	244	6615	SH	DEF/OTH	10
HEINZ H J CO	COM	423074103	63	1700	SH	DEFINED	9
HERSHEY FOODS CORP	COM	427866108	1968	32550	SH	DEFINED	10
HERSHEY FOODS CORP	COM	427866108	369	6100	SH	DEF/OTH	10
HERSHEY FOODS CORP	COM	427866108	60	1000	SH	DEFINED	9
HEWLETT PACKARD CO	COM	428236103	2090	95241	SH	DEFINED	10
HEWLETT PACKARD CO	COM	428236103	676	30814	SH	DEF/OTH	10
HEWLETT PACKARD CO	COM	428236103	2383	108600	SH	DEFINED	7
HEWLETT PACKARD CO	COM	428236103	95	4340	SH	DEFINED	9
HIBERNIA CORP	CL A	428656102	239	7475	SH	DEFINED	10
HOLLINGER INTL INC	CL A	435569108	10900	1000000	SH	DEFINED	7
HOME DEPOT INC	COM	437076102	4303	112535	SH	DEFINED	10
HOME DEPOT INC	COM	437076102	499	13048	SH	DEF/OTH	10
HOME DEPOT INC	COM	437076102	1152	30113	SH	DEFINED	7
HOME DEPOT INC	COM	437076102	185	4850	SH	DEFINED	9
HONEYWELL INTL INC	COM	438516106	373	10012	SH	DEFINED	10
HONEYWELL INTL INC	COM	438516106	390	10484	SH	DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	2367	26433	SH	DEFINED	10
ILLINOIS TOOL WKS INC	COM	452308109	243	2715	SH	DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	1780	19884	SH	DEFINED	7
IMATION CORP	COM	45245A107	426	12264	SH	DEFINED	10
IMATION CORP	COM	45245A107	27	780	SH	DEF/OTH	10
INTEGRATED ELECTRICAL SVC	COM	45811E103	55	20000	SH	DEFINED	9
INTEL CORP	COM	458140100	10507	452282	SH	DEFINED	10
INTEL CORP	COM	458140100	1537	66152	SH	DEF/OTH	10
INTEL CORP	COM	458140100	786	33819	SH	DEFINED	7
INTEL CORP	COM	458140100	316	13603	SH	CALL	DEFINED 7
INTEL CORP	COM	458140100	1358	58468	SH	DEFINED	9
INTEL CORP	COM	458140100	93	4000	SH	DEF/OTH	9
INTERLINE BRANDS INC	COM	458743101	447	23394	SH	DEFINED	10

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INTERNATIONAL BUSINESS MACHS	COM	459200101	13698	149902	SH	DEFINED	10	
INTERNATIONAL BUSINESS MACHS	COM	459200101	3109	34021	SH	DEF/OTH	10	
INTERNATIONAL BUSINESS MACHS	COM	459200101	174	1904	SH	DEFINED	7	
INTERNATIONAL BUSINESS MACHS	COM	459200101	1799	19686	SH	DEFINED	9	
INTERNATIONAL BUSINESS MACHS	COM	459200101	167	1825	SH	DEF/OTH	9	
INTL PAPER CO	COM	460146103	110	3000	SH	DEFINED	10	
INTL PAPER CO	COM	460146103	5	125	SH	DEF/OTH	10	
INTL PAPER CO	COM	460146103	63	1700	SH	DEFINED	7	
INTL PAPER CO	COM	460146103	931	25308	SH	DEFINED	9	
INTL PAPER CO	COM	460146103	81	2200	SH	DEF/OTH	9	
INVESTORS FINL SERVICES CORP	COM	461915100	325	6645	SH	DEFINED	10	
ISHARES INC	MSCI AUSTRALIA	464286103	693	40858	SH	DEFINED	9	
ISHARES INC	MSCI EMU INDEX	464286608	2753	38076	SH	DEFINED	9	
ISHARES INC	MSCI PAC J IDX	464286665	2360	26198	SH	DEFINED	9	
ISHARES INC	MSCI UTD KINGD	464286699	2890	159414	SH	DEFINED	9	
ISHARES INC	MSCI TAIWAN	464286731	5210	449927	SH	DEFINED	9	
ISHARES INC	MSCI S KOREA	464286772	359	11273	SH	DEFINED	9	
ISHARES INC	MSCI MALAYSIA	464286830	243	35800	SH	DEFINED	9	
ISHARES INC	MSCI JAPAN	464286848	95	9050	SH	DEFINED	10	
ISHARES INC	MSCI JAPAN	464286848	3816	363734	SH	DEFINED	9	
ISHARES TR	S&P 500 INDEX	464287200	2828	24000	SH	DEFINED	9	
ISHARES TR	RUSSELL 2000	464287655	350	2867	SH	DEFINED	9	
ISHARES TR	S&P SMLCAP 600	464287804	365	2299	SH	DEFINED	9	
JDS UNIPHASE CORP	COM	46612J101	50	30000	SH	DEFINED	7	
JPMORGAN & CHASE & CO	COM	46625H100	7447	215228	SH	DEFINED	10	
JPMORGAN & CHASE & CO	COM	46625H100	1656	47858	SH	DEF/OTH	10	
JPMORGAN & CHASE & CO	COM	46625H100	2486	71855	SH	DEFINED	7	
JPMORGAN & CHASE & CO	COM	46625H100	640	18486	SH	PUT	DEFINED	7
JPMORGAN & CHASE & CO	COM	46625H100	1493	43136	SH	DEFINED	9	
JABIL CIRCUIT INC	COM	466313103	3080	107977	SH	DEFINED	10	
JABIL CIRCUIT INC	COM	466313103	7	250	SH	DEF/OTH	10	
JEFFERSON PILOT CORP	COM	475070108	221	4512	SH	DEFINED	10	
JEFFERSON PILOT CORP	COM	475070108	100	2045	SH	DEF/OTH	10	
JOHNSON & JOHNSON	COM	478160104	21733	323607	SH	DEFINED	10	
JOHNSON & JOHNSON	COM	478160104	5562	82813	SH	DEF/OTH	10	
JOHNSON & JOHNSON	COM	478160104	2673	39800	SH	DEFINED	7	
JOHNSON & JOHNSON	COM	478160104	915	13617	SH	DEFINED	9	
JOHNSON CTLS INC	COM	478366107	6368	114202	SH	DEFINED	10	
JOHNSON CTLS INC	COM	478366107	1408	25255	SH	DEF/OTH	10	
JONES APPAREL GROUP INC	COM	480074103	278	8297	SH	DEFINED	10	
JONES APPAREL GROUP INC	COM	480074103	18	550	SH	DEF/OTH	10	
JOS A BANK CLOTHIERS INC	COM	480838101	1172	40000	SH	DEFINED	10	
KT CORP	SPONSORED ADR	48268K101	1432	67215	SH	DEFINED	9	
K2 INC	COM	482732104	138	10000	SH	DEFINED	10	
KEYSPAN CORP	COM	49337W100	323	8276	SH	DEFINED	10	
KEYSPAN CORP	COM	49337W100	23	600	SH	DEF/OTH	10	
KEYSPAN CORP	COM	49337W100	13	336	SH	DEFINED	7	
KIMBERLY CLARK CORP	COM	494368103	2771	42160	SH	DEFINED	10	
KIMBERLY CLARK CORP	COM	494368103	771	11735	SH	DEF/OTH	10	
KIMBERLY CLARK CORP	COM	494368103	345	5250	SH	DEFINED	7	
KIMBERLY CLARK CORP	COM	494368103	386	5875	SH	DEFINED	9	
KINDER MORGAN INC KANS	COM	49455P101	1666	22008	SH	DEFINED	10	
KINDER MORGAN INC KANS	COM	49455P101	106	1400	SH	DEF/OTH	10	
KOOKMIN BK NEW	SPONSORED ADR	50049M109	3354	75107	SH	DEFINED	9	
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	2016	150000	SH	DEFINED	9	
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2614	36812	SH	DEFINED	10	
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	90	1265	SH	DEF/OTH	10	
LAM RESEARCH CORP	COM	512807108	364	12600	SH	DEFINED	10	
LAM RESEARCH CORP	COM	512807108	3	100	SH	DEF/OTH	10	
LAUDER ESTEE COS INC	CL A	518439104	481	10695	SH	DEFINED	10	
LAUDER ESTEE COS INC	CL A	518439104	6	125	SH	DEF/OTH	10	
LAUDER ESTEE COS INC	CL A	518439104	98	2180	SH	DEFINED	7	

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LEGG MASON INC	COM		524901105	2239	28656	SH	DEFINED	10
LEGG MASON INC	COM		524901105	145	1860	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM		524908100	2592	27529	SH	DEFINED	10
LEHMAN BROS HLDGS INC	COM		524908100	24	260	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM		524908100	19	206	SH	DEFINED	9
LENNAR CORP	CL A		526057104	336	5925	SH	DEFINED	10
LENNAR CORP	CL A		526057104	23	400	SH	DEFINED	9
LEVEL 3 COMMUNICATIONS INC	NOTE	2.875% 7/1	52729NBA7	1511	3000000	SH	DEFINED	9
LEXMARK INTL NEW	CL A		529771107	1719	21490	SH	DEFINED	10
LEXMARK INTL NEW	CL A		529771107	57	716	SH	DEF/OTH	10
LILLY ELI & CO	COM		532457108	1194	22917	SH	DEFINED	10
LILLY ELI & CO	COM		532457108	74	1424	SH	DEF/OTH	10
LILLY ELI & CO	COM		532457108	402	7714	SH	DEFINED	7
LIMITED BRANDS INC	COM		532716107	329	13540	SH	DEFINED	10
LIMITED BRANDS INC	COM		532716107	17	700	SH	DEF/OTH	10
LINCOLN NATL CORP IND	COM		534187109	397	8800	SH	DEFINED	10
LINCOLN NATL CORP IND	COM		534187109	22	485	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	138	3600	SH	DEFINED	10
LINEAR TECHNOLOGY CORP	COM		535678106	38	1000	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	84	2200	SH	DEFINED	7
LOCKHEED MARTIN CORP	COM		539830109	271	4440	SH	DEFINED	10
LOCKHEED MARTIN CORP	COM		539830109	8	125	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM		539830109	569	9323	SH	DEFINED	9
LOCKHEED MARTIN CORP	COM		539830109	106	1733	SH	DEF/OTH	9
LOWES COS INC	COM		548661107	2268	39723	SH	DEFINED	10
LOWES COS INC	COM		548661107	482	8435	SH	DEF/OTH	10
LOWES COS INC	COM		548661107	126	2200	SH	DEFINED	7
LUCENT TECHNOLOGIES INC	COM		549463107	29	10647	SH	DEFINED	10
LUCENT TECHNOLOGIES INC	COM		549463107	7	2380	SH	DEF/OTH	10
LUCENT TECHNOLOGIES INC	COM		549463107	1	195	SH	DEFINED	7
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	733	35950	SH	DEFINED	7
LYONDELL CHEMICAL CO	COM		552078107	202	7250	SH	DEFINED	10
LYONDELL CHEMICAL CO	COM		552078107	14	500	SH	DEF/OTH	10
LYONDELL CHEMICAL CO	COM		552078107	8	301	SH	DEFINED	9
M & T BK CORP	COM		55261F104	190	1865	SH	DEFINED	10
M & T BK CORP	COM		55261F104	46	450	SH	DEF/OTH	10
MBNA CORP	COM		55262L100	3328	135549	SH	DEFINED	10
MBNA CORP	COM		55262L100	218	8894	SH	DEF/OTH	10
MANPOWER INC	COM		56418H100	390	8950	SH	DEFINED	10
MANPOWER INC	COM		56418H100	22	500	SH	DEFINED	7
MANULIFE FINL CORP	COM		56501R106	250	5217	SH	DEFINED	10
MANULIFE FINL CORP	COM		56501R106	5	100	SH	DEF/OTH	10
MARATHON OIL CORP	COM		565849106	907	19325	SH	DEFINED	10
MARATHON OIL CORP	COM		565849106	52	1100	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM		571748102	341	11200	SH	DEFINED	10
MARSH & MCLENNAN COS INC	COM		571748102	71	2328	SH	DEFINED	7
MARSH & MCLENNAN COS INC	COM		571748102	316	10400	SH	DEFINED	9
MARSH & MCLENNAN COS INC	COM		571748102	875	28752	SH	DEF/OTH	9
MARSHALL & ILSLEY CORP	COM		571834100	1020	24428	SH	DEFINED	10
MARSHALL & ILSLEY CORP	COM		571834100	21	500	SH	DEF/OTH	10
MARSHALL & ILSLEY CORP	COM		571834100	10	240	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A		571903202	134	2000	SH	DEFINED	10
MARRIOTT INTL INC NEW	CL A		571903202	38	575	SH	DEF/OTH	10
MARRIOTT INTL INC NEW	CL A		571903202	34	515	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A		571903202	430	6435	SH	DEFINED	9
MAY DEPT STORES CO	COM		577778103	463	12512	SH	DEFINED	10
MAY DEPT STORES CO	COM		577778103	78	2100	SH	DEF/OTH	10
MCCORMICK & CO INC	COM NON VTG		579780206	2545	73910	SH	DEFINED	10
MCCORMICK & CO INC	COM NON VTG		579780206	28	820	SH	DEF/OTH	10
MCDONALDS CORP	COM		580135101	1277	41000	SH	DEFINED	10
MCDONALDS CORP	COM		580135101	317	10175	SH	DEF/OTH	10
MCDONALDS CORP	COM		580135101	281	9010	SH	DEFINED	9

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MCGRAW HILL COS INC	COM	580645109	5443	62387	SH	DEFINED	10
MCGRAW HILL COS INC	COM	580645109	580	6650	SH	DEF/OTH	10
MCKESSON CORP	COM	58155Q103	978	25905	SH	DEFINED	10
MCKESSON CORP	COM	58155Q103	42	1100	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	558	11263	SH	DEFINED	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	255	5139	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	9	180	SH	DEFINED	7
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	54	1084	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	3019	59255	SH	DEFINED	10
MEDTRONIC INC	COM	585055106	282	5526	SH	DEF/OTH	10
MEDTRONIC INC	COM	585055106	444	8705	SH	DEFINED	7
MEDTRONIC INC	COM	585055106	847	16615	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	82	1600	SH	DEF/OTH	9
MELLON FINL CORP	COM	58551A108	322	11286	SH	DEFINED	10
MELLON FINL CORP	COM	58551A108	3	100	SH	DEF/OTH	10
MELLON FINL CORP	COM	58551A108	29	1000	SH	DEFINED	9
MERCANTILE BANKSHARES CORP	COM	587405101	1807	35537	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM	587405101	35	690	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	767	23708	SH	DEFINED	10
MERCK & CO INC	COM	589331107	629	19425	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	129246	3992766	SH	DEFINED	7
MERCK & CO INC	COM	589331107	234	7227	SH	DEFINED	9
MERCK & CO INC	COM	589331107	7	224	SH	DEF/OTH	9
MERCURY INTERACTIVE CORP	COM	589405109	209	4420	SH	DEFINED	10
MERRILL LYNCH & CO INC	COM	590188108	4079	72059	SH	DEFINED	10
MERRILL LYNCH & CO INC	COM	590188108	348	6155	SH	DEF/OTH	10
MERRILL LYNCH & CO INC	COM	590188108	79	1400	SH	DEFINED	7
MERRILL LYNCH & CO INC	COM	590188108	203	3580	SH	DEFINED	9
METLIFE INC	COM	59156R108	4296	109866	SH	DEFINED	10
METLIFE INC	COM	59156R108	231	5896	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	11512	476308	SH	DEFINED	10
MICROSOFT CORP	COM	594918104	1773	73337	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	341	14100	SH	DEFINED	7
MICROSOFT CORP	COM	594918104	1544	63867	SH	DEFINED	9
MICROSOFT CORP	COM	594918104	97	4000	SH	DEF/OTH	9
MOHAWK INDS INC	COM	608190104	1753	20794	SH	DEFINED	10
MOHAWK INDS INC	COM	608190104	15	175	SH	DEF/OTH	10
MOLEX INC	CL A	608554200	17	700	SH	DEFINED	10
MOLEX INC	CL A	608554200	1482	62799	SH	DEFINED	7
MONSANTO CO NEW	COM	61166W101	239	3698	SH	DEFINED	10
MONSANTO CO NEW	COM	61166W101	65	1005	SH	DEF/OTH	10
MONSANTO CO NEW	COM	61166W101	0	1	SH	DEFINED	9
MOODYS CORP	COM	615369105	136	1680	SH	DEFINED	10
MOODYS CORP	COM	615369105	53	650	SH	DEF/OTH	10
MOODYS CORP	COM	615369105	40	500	SH	DEFINED	7
MOODYS CORP	COM	615369105	65	800	SH	DEFINED	9
MORGAN STANLEY	COM NEW	617446448	5173	90360	SH	DEFINED	10
MORGAN STANLEY	COM NEW	617446448	484	8453	SH	DEF/OTH	10
MORGAN STANLEY	COM NEW	617446448	29	500	SH	DEFINED	7
MORGAN STANLEY	COM NEW	617446448	788	13762	SH	DEFINED	9
MORGAN STANLEY	COM NEW	617446448	57	1000	SH	DEF/OTH	9
MOTOROLA INC	COM	620076109	750	50075	SH	DEFINED	10
MOTOROLA INC	COM	620076109	46	3100	SH	DEF/OTH	10
MOTOROLA INC	COM	620076109	148	9900	SH	DEFINED	7
MOTOROLA INC	COM	620076109	5793	386954	SH	PUT	DEFINED 7
MOTOROLA INC	COM	620076109	635	42402	SH	DEFINED	9
MOTOROLA INC	COM	620076109	57	3800	SH	DEF/OTH	9
MYLAN LABS INC	COM	628530107	642	36256	SH	DEFINED	10
MYLAN LABS INC	COM	628530107	77	4358	SH	DEF/OTH	10
NCR CORP NEW	COM	62886E108	211	6246	SH	DEFINED	10
NCR CORP NEW	COM	62886E108	24	722	SH	DEF/OTH	10
NUCO2 INC	COM	629428103	1631	62020	SH	DEFINED	9

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NASDAQ 100 TR	UNIT SER 1	631100104	33	900	SH	DEF/OTH	7
NASDAQ 100 TR	UNIT SER 1	631100104	2231	61000	SH	DEFINED	9
NATIONAL CITY CORP	COM	635405103	1835	54788	SH	DEFINED	10
NATIONAL CITY CORP	COM	635405103	9	275	SH	DEF/OTH	10
NATIONAL FUEL GAS CO N J	COM	636180101	920	32185	SH	DEFINED	10
NATIONAL FUEL GAS CO N J	COM	636180101	74	2575	SH	DEF/OTH	10
NEIMAN MARCUS GROUP INC	CL A	640204202	80	875	SH	DEFINED	10
NEIMAN MARCUS GROUP INC	CL A	640204202	183	2000	SH	DEFINED	9
NEW HAMPSHIRE THRIFT BANCSHS	COM	644722100	167	10000	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	250	5914	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	226	5351	SH	DEFINED	7
NEWMONT MINING CORP	COM	651639106	1209	28625	SH	DEFINED	9
NEXTEL COMMUNICATIONS INC	CL A	65332V103	565	19890	SH	DEFINED	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	45	1600	SH	DEF/OTH	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	85	3000	SH	DEFINED	9
NIKE INC	CL B	654106103	602	7229	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	181	11700	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	30	1950	SH	DEF/OTH	10
NOKIA CORP	SPONSORED ADR	654902204	11	700	SH	DEFINED	7
NOKIA CORP	SPONSORED ADR	654902204	6	400	SH	DEFINED	9
NORDSTROM INC	COM	655664100	1997	36060	SH	DEFINED	10
NORDSTROM INC	COM	655664100	271	4891	SH	DEF/OTH	10
NORFOLK SOUTHERN CORP	COM	655844108	201	5430	SH	DEFINED	10
NORFOLK SOUTHERN CORP	COM	655844108	178	4800	SH	DEF/OTH	10
NORTH FORK BANCORPORATION NY	COM	659424105	328	11837	SH	DEFINED	10
NORTH FORK BANCORPORATION NY	COM	659424105	97	3500	SH	DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	721	13350	SH	DEFINED	10
NORTHROP GRUMMAN CORP	COM	666807102	308	5705	SH	DEF/OTH	10
NORTHWESTERN CORP	*W EXP 99/99/999	668074115	51	15788	SH	DEFINED	9
NORTHWESTERN CORP	COM NEW	668074305	8031	304559	SH	DEFINED	9
NSTAR	COM	67019E107	213	3920	SH	DEFINED	10
NSTAR	COM	67019E107	262	4827	SH	DEF/OTH	10
NUCOR CORP	COM	670346105	380	6600	SH	DEFINED	10
NUCOR CORP	COM	670346105	75	1300	SH	DEF/OTH	10
02DIESEL CORP	COM	67106S100	19	12000	SH	DEFINED	7
OLIN CORP	COM PAR \$1	680665205	571	25600	SH	DEFINED	10
OLIN CORP	COM PAR \$1	680665205	65	2900	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	4133	46689	SH	DEFINED	10
OMNICOM GROUP INC	COM	681919106	88	995	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	86	975	SH	DEFINED	7
OMNICOM GROUP INC	COM	681919106	373	4215	SH	DEFINED	9
ORACLE CORP	COM	68389X105	753	60307	SH	DEFINED	10
ORACLE CORP	COM	68389X105	178	14282	SH	DEF/OTH	10
ORACLE CORP	COM	68389X105	749	60000	SH	DEFINED	7
ORACLE CORP	COM	68389X105	1605	128566	SH	PUT	DEFINED 9
ORACLE CORP	COM	68389X105	202	16192	SH	DEFINED	7
PNC FINL SVCS GROUP INC	COM	693475105	1489	28925	SH	DEFINED	10
PNC FINL SVCS GROUP INC	COM	693475105	49	950	SH	DEF/OTH	10
PNC FINL SVCS GROUP INC	COM	693475105	3861	75000	SH	DEFINED	7
PPG INDS INC	COM	693506107	2704	37805	SH	DEFINED	10
PPG INDS INC	COM	693506107	261	3650	SH	DEF/OTH	10
PPL CORP	COM	69351T106	113	2085	SH	DEFINED	10
PPL CORP	COM	69351T106	87	1620	SH	DEF/OTH	10
PALL CORP	COM	696429307	344	12700	SH	DEFINED	10
PALL CORP	COM	696429307	20	750	SH	DEF/OTH	10
PATTERSON COMPANIES INC	COM	703395103	577	11554	SH	DEFINED	10
PEABODY ENERGY CORP	COM	704549104	274	5900	SH	DEFINED	10
PEPSICO INC	COM	713448108	12008	226432	SH	DEFINED	10
PEPSICO INC	COM	713448108	3435	64781	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	226	4270	SH	DEFINED	9
PFIZER INC	COM	717081103	9769	371852	SH	DEFINED	10
PFIZER INC	COM	717081103	2512	95638	SH	DEF/OTH	10

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PFIZER INC	COM	717081103	55225	2102209	SH		DEFINED	7
PFIZER INC	COM	717081103	2488	94715	SH	PUT	DEFINED	7
PFIZER INC	COM	717081103	1382	52621	SH		DEFINED	9
PFIZER INC	COM	717081103	97	3690	SH		DEF/OTH	9
PITNEY BOWES INC	COM	724479100	539	11948	SH		DEFINED	10
PITNEY BOWES INC	COM	724479100	328	7275	SH		DEF/OTH	10
POLARIS INDS INC	COM	731068102	948	13504	SH		DEFINED	10
POLARIS INDS INC	COM	731068102	9	130	SH		DEF/OTH	10
POPULAR INC	COM	733174106	706	29010	SH		DEFINED	10
POPULAR INC	COM	733174106	159	6550	SH		DEF/OTH	10
PRAXAIR INC	COM	74005P104	678	14175	SH		DEFINED	10
PRAXAIR INC	COM	74005P104	136	2850	SH		DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	12757	240705	SH		DEFINED	10
PROCTER & GAMBLE CO	COM	742718109	2007	37862	SH		DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	538	10150	SH		DEFINED	7
PROCTER & GAMBLE CO	COM	742718109	1276	24080	SH		DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	74	1400	SH		DEF/OTH	9
PROGRESS ENERGY INC	COM	743263105	307	7326	SH		DEFINED	10
PROGRESS ENERGY INC	COM	743263105	38	915	SH		DEF/OTH	10
PROGRESS ENERGY INC	COM	743263105	54426	1297400	SH		DEFINED	7
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	22	402	SH		DEFINED	10
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	48	890	SH		DEF/OTH	10
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	10878	200000	SH		DEFINED	7
PULTE HOMES INC	COM	745867101	282	3830	SH		DEFINED	10
QUALCOMM INC	COM	747525103	1552	42368	SH		DEFINED	10
QUALCOMM INC	COM	747525103	268	7323	SH		DEF/OTH	10
QUALCOMM INC	COM	747525103	231	6302	SH		DEFINED	7
QUALCOMM INC	COM	747525103	3252	88771	SH	PUT	DEFINED	7
QUEST DIAGNOSTICS INC	COM	74834L100	6851	65165	SH		DEFINED	10
QUEST DIAGNOSTICS INC	COM	74834L100	184	1750	SH		DEF/OTH	10
QUESTAR CORP	COM	748356102	428	7230	SH		DEFINED	10
QUESTAR CORP	COM	748356102	287	4840	SH		DEF/OTH	10
RAYTHEON CO	COM NEW	755111507	328	8475	SH		DEFINED	10
RAYTHEON CO	COM NEW	755111507	23	591	SH		DEF/OTH	10
REGIONS FINANCIAL CORP NEW	COM	7591EP100	451	13923	SH		DEFINED	10
ROCKWELL AUTOMATION INC	COM	773903109	401	7080	SH		DEFINED	10
ROSS STORES INC	COM	778296103	242	8308	SH		DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	702	11700	SH		DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	500	8325	SH		DEF/OTH	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	119	1980	SH		DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	1320	55736	SH		DEFINED	10
SBC COMMUNICATIONS INC	COM	78387G103	945	39870	SH		DEF/OTH	10
SBC COMMUNICATIONS INC	COM	78387G103	24	1000	SH		DEFINED	7
SBC COMMUNICATIONS INC	COM	78387G103	1622	68451	SH		DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	53	2250	SH		DEF/OTH	9
SBS TECHNOLOGIES INC	COM	78387P103	558	50000	SH		DEFINED	10
SLM CORP	COM	78442P106	892	17907	SH		DEFINED	10
SLM CORP	COM	78442P106	15	300	SH		DEF/OTH	10
SPDR TR	UNIT SER 1	78462F103	2418	20500	SH		DEFINED	9
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	38	940	SH		DEFINED	10
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	1611	40201	SH		DEFINED	7
SARA LEE CORP	COM	803111103	327	14735	SH		DEFINED	10
SARA LEE CORP	COM	803111103	46	2054	SH		DEF/OTH	10
SCHEIN HENRY INC	COM	806407102	919	25646	SH		DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	271	14955	SH		DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	136	7500	SH		DEF/OTH	10
SCHERING PLOUGH CORP	COM	806605101	41	2240	SH		DEFINED	7
SCHLUMBERGER LTD	COM	806857108	3676	52163	SH		DEFINED	10
SCHLUMBERGER LTD	COM	806857108	481	6818	SH		DEF/OTH	10
SCHLUMBERGER LTD	COM	806857108	35	500	SH		DEFINED	9
SCHWAB CHARLES CORP NEW	COM	808513105	158	15000	SH		DEFINED	10
SCHWAB CHARLES CORP NEW	COM	808513105	220	20943	SH		DEF/OTH	10

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SCIENTIFIC ATLANTA INC	COM	808655104	56	2000	SH	DEFINED	10
SCIENTIFIC ATLANTA INC	COM	808655104	178	6302	SH	DEF/OTH	10
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	230	8100	SH	DEFINED	9
SHERWIN WILLIAMS CO	COM	824348106	526	11950	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	128	2900	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	44	1000	SH	DEFINED	7
SIERRA PAC RES NEW	COM	826428104	161	15000	SH	DEFINED	9
SIRIUS SATELLITE RADIO INC	COM	82966U103	73	13000	SH	DEFINED	10
SOUTHERN CO	COM	842587107	1716	53920	SH	DEFINED	10
SOUTHERN CO	COM	842587107	1214	38128	SH	DEF/OTH	10
SOUTHWEST AIRLS CO	COM	844741108	159	11184	SH	DEFINED	10
SOUTHWEST AIRLS CO	COM	844741108	24	1689	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	506	22840	SH	DEFINED	10
SOVEREIGN BANCORP INC	COM	845905108	42	1889	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	3852	173820	SH	DEFINED	7
STANLEY WKS	COM	854616109	182	4025	SH	DEFINED	10
STANLEY WKS	COM	854616109	136	3000	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	12	275	SH	DEF/OTH	9
STAPLES INC	COM	855030102	5770	183576	SH	DEFINED	10
STAPLES INC	COM	855030102	750	23855	SH	DEF/OTH	10
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	1870	31147	SH	DEFINED	10
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	115	1923	SH	DEF/OTH	10
STATE STR CORP	COM	857477103	2924	66889	SH	DEFINED	10
STATE STR CORP	COM	857477103	91	2075	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	242	5419	SH	DEFINED	10
STRYKER CORP	COM	863667101	123	2755	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1520	34070	SH	DEFINED	7
SUN LIFE FINL INC	COM	866796105	31	938	SH	DEFINED	10
SUN LIFE FINL INC	COM	866796105	242	7425	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	73	18000	SH	DEFINED	10
SUN MICROSYSTEMS INC	COM	866810104	14	3500	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	7	1810	SH	DEFINED	7
SUNGARD DATA SYS INC	COM	867363103	2008	58190	SH	DEFINED	10
SUNGARD DATA SYS INC	COM	867363103	81	2350	SH	DEF/OTH	10
SUNTRUST BKS INC	COM	867914103	2537	35200	SH	DEFINED	10
SUNTRUST BKS INC	COM	867914103	402	5575	SH	DEF/OTH	10
SYMANTEC CORP	COM	871503108	4194	196641	SH	DEFINED	10
SYMANTEC CORP	COM	871503108	504	23626	SH	DEF/OTH	10
SYMMETRY MED INC	COM	871546206	3770	198189	SH	DEFINED	9
SYSCO CORP	COM	871829107	3668	102470	SH	DEFINED	10
SYSCO CORP	COM	871829107	747	20875	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	1158	32360	SH	DEFINED	7
TD BANKNORTH INC	COM	87235A101	428	13694	SH	DEFINED	10
TD BANKNORTH INC	COM	87235A101	90	2870	SH	DEF/OTH	10
TECO ENERGY INC	COM	872375100	166	10596	SH	DEFINED	10
TECO ENERGY INC	COM	872375100	30	1900	SH	DEF/OTH	10
TECO ENERGY INC	COM	872375100	28168	1796400	SH	DEFINED	7
TJX COS INC NEW	COM	872540109	323	13127	SH	DEFINED	10
TJX COS INC NEW	COM	872540109	90	3650	SH	DEF/OTH	10
TXU CORP	COM	873168108	677	8500	SH	DEFINED	10
TXU CORP	COM	873168108	111	1400	SH	DEF/OTH	10
TXU CORP	COM	873168108	12	150	SH	DEFINED	9
TARGET CORP	COM	87612E106	6016	120277	SH	DEFINED	10
TARGET CORP	COM	87612E106	431	8625	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	6852	268829	SH	DEFINED	10
TEXAS INSTRS INC	COM	882508104	524	20560	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	144	5655	SH	DEFINED	7
TEXTRON INC	COM	883203101	429	5745	SH	DEFINED	10
TEXTRON INC	COM	883203101	78	1050	SH	DEF/OTH	10
3M CO	COM	88579Y101	11862	138432	SH	DEFINED	10
3M CO	COM	88579Y101	2065	24093	SH	DEF/OTH	10
3M CO	COM	88579Y101	146	1700	SH	DEFINED	7

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3M CO	COM	88579Y101	529	6173	SH	PUT	DEFINED	7
3M CO	COM	88579Y101	463	5400	SH		DEFINED	9
TIDEWATER INC	COM	886423102	767	19730	SH		DEFINED	10
TIDEWATER INC	COM	886423102	58	1500	SH		DEF/OTH	10
TIME WARNER INC	COM	887317105	932	53084	SH		DEFINED	10
TIME WARNER INC	COM	887317105	78	4460	SH		DEF/OTH	10
TIME WARNER INC	COM	887317105	31	1750	SH		DEFINED	7
TIME WARNER INC	COM	887317105	88	5000	SH		DEFINED	9
TOMKINS PLC	SPONSORED ADR	890030208	532	26000	SH		DEFINED	7
TORONTO DOMINION BK ONT	COM NEW	891160509	269	6504	SH		DEFINED	10
TORONTO DOMINION BK ONT	COM NEW	891160509	57	1376	SH		DEF/OTH	10
TUPPERWARE CORP	COM	899896104	631	31001	SH		DEFINED	10
TUPPERWARE CORP	COM	899896104	130	6400	SH		DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	7030	207999	SH		DEFINED	10
TYCO INTL LTD NEW	COM	902124106	746	22060	SH		DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	75	2228	SH		DEFINED	9
US BANCORP DEL	COM NEW	902973304	1310	45464	SH		DEFINED	10
US BANCORP DEL	COM NEW	902973304	9	325	SH		DEF/OTH	10
US BANCORP DEL	COM NEW	902973304	223	7751	SH		DEFINED	7
UNION PAC CORP	COM	907818108	669	9602	SH		DEFINED	10
UNION PAC CORP	COM	907818108	535	7680	SH		DEF/OTH	10
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	4556	1352050	SH		DEFINED	9
UNITED PARCEL SERVICE INC	CL B	911312106	640	8802	SH		DEFINED	10
UNITED PARCEL SERVICE INC	CL B	911312106	84	1149	SH		DEF/OTH	10
UNITED PARCEL SERVICE INC	CL B	911312106	58	800	SH		DEFINED	9
UNITED TECHNOLOGIES CORP	COM	913017109	9149	89992	SH		DEFINED	10
UNITED TECHNOLOGIES CORP	COM	913017109	856	8425	SH		DEF/OTH	10
UNITED TECHNOLOGIES CORP	COM	913017109	224	2200	SH		DEFINED	7
UNITED TECHNOLOGIES CORP	COM	913017109	398	3919	SH		DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	7424	77834	SH		DEFINED	10
UNITEDHEALTH GROUP INC	COM	91324P102	694	7280	SH		DEF/OTH	10
UNITEDHEALTH GROUP INC	COM	91324P102	286	3000	SH		DEFINED	7
UNITEDHEALTH GROUP INC	COM	91324P102	293	3070	SH		DEFINED	9
UNIVISION COMMUNICATIONS INC	CL A	914906102	353	12750	SH		DEFINED	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	8	300	SH		DEF/OTH	10
VALERO ENERGY CORP NEW	COM	91913Y100	552	7530	SH		DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	16	220	SH		DEFINED	9
VARIAN MED SYS INC	COM	92220P105	1322	38576	SH		DEFINED	10
VARIAN MED SYS INC	COM	92220P105	7	200	SH		DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	7384	208008	SH		DEFINED	10
VERIZON COMMUNICATIONS	COM	92343V104	2579	72637	SH		DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	188	5300	SH		DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	536	15096	SH		DEFINED	9
VIACOM INC	CL B	925524308	1091	31324	SH		DEFINED	10
VIACOM INC	CL B	925524308	145	4174	SH		DEF/OTH	10
VIACOM INC	CL B	925524308	195	5600	SH		DEFINED	7
VIACOM INC	CL B	925524308	954	27383	SH		DEFINED	9
VIACOM INC	CL B	925524308	78	2228	SH		DEF/OTH	9
VISHAY INTERTECHNOLOGY INC	COM	928298108	210	16900	SH		DEFINED	10
VISHAY INTERTECHNOLOGY INC	COM	928298108	2	200	SH		DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	3875	145913	SH		DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	453	17062	SH		DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	22	815	SH		DEFINED	9
WACHOVIA CORP 2ND NEW	COM	929903102	3943	77451	SH		DEFINED	10
WACHOVIA CORP 2ND NEW	COM	929903102	765	15033	SH		DEF/OTH	10
WACHOVIA CORP 2ND NEW	COM	929903102	3818	75000	SH		DEFINED	7
WAL MART STORES INC	COM	931142103	6365	127011	SH		DEFINED	10
WAL MART STORES INC	COM	931142103	784	15650	SH		DEF/OTH	10
WAL MART STORES INC	COM	931142103	1863	37185	SH		DEFINED	7
WAL MART STORES INC	COM	931142103	1753	34988	SH		DEFINED	9
WAL MART STORES INC	COM	931142103	100	2000	SH		DEF/OTH	9
WALGREEN CO	COM	931422109	3170	71357	SH		DEFINED	10

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WALGREEN CO	COM	931422109	381	8585	SH		DEF/OTH	10
WALGREEN CO	COM	931422109	571	12850	SH		DEFINED	7
WALGREEN CO	COM	931422109	31	700	SH		DEFINED	9
WASHINGTON MUT INC	COM	939322103	403	10196	SH		DEFINED	10
WASHINGTON MUT INC	COM	939322103	53	1348	SH		DEF/OTH	10
WASHINGTON MUT INC	COM	939322103	101	2550	SH		DEFINED	9
WASHINGTON POST CO	CL B	939640108	206	230	SH		DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	66	2400	SH		DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	501	18225	SH		DEF/OTH	10
WASTE MGMT INC DEL	COM	94106L109	627	21750	SH		DEFINED	10
WASTE MGMT INC DEL	COM	94106L109	4	150	SH		DEF/OTH	10
WELLPOINT INC	COM	94973V107	3208	25594	SH		DEFINED	10
WELLPOINT INC	COM	94973V107	243	1939	SH		DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	4355	72821	SH		DEFINED	10
WELLS FARGO & CO NEW	COM	949746101	603	10085	SH		DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	4518	75559	SH		DEFINED	7
WELLS FARGO & CO NEW	COM	949746101	71	1190	SH		DEFINED	9
WENDYS INTL INC	COM	950590109	552	14132	SH		DEFINED	10
WENDYS INTL INC	COM	950590109	12	300	SH		DEF/OTH	10
WEYERHAEUSER CO	COM	962166104	2618	38212	SH		DEFINED	10
WEYERHAEUSER CO	COM	962166104	105	1526	SH		DEF/OTH	10
WISCONSIN ENERGY CORP	COM	976657106	321	9052	SH		DEFINED	10
WISCONSIN ENERGY CORP	COM	976657106	117	3300	SH		DEF/OTH	10
WORTHINGTON INDS INC	COM	981811102	337	17500	SH		DEFINED	10
WORTHINGTON INDS INC	COM	981811102	50	2600	SH		DEF/OTH	10
WYETH	COM	983024100	2100	49794	SH		DEFINED	10
WYETH	COM	983024100	1885	44701	SH		DEF/OTH	10
WYETH	COM	983024100	30	700	SH		DEFINED	7
WYETH	COM	983024100	272	6449	SH		DEFINED	9
WYNDHAM INTL INC	CL A	983101106	100	125000	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	1268	37396	SH	PUT	DEFINED	7
YAHOO INC	COM	984332106	32	936	SH		DEFINED	9
YUM BRANDS INC	COM	988498101	640	12350	SH		DEFINED	10
YUM BRANDS INC	COM	988498101	345	6650	SH		DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	3711	47691	SH		DEFINED	10
ZIMMER HLDGS INC	COM	98956P102	652	8382	SH		DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	17	220	SH		DEFINED	9
GLOBALSANTAFE CORP	SHS	G3930E101	851	22985	SH		DEFINED	10
GLOBALSANTAFE CORP	SHS	G3930E101	19	500	SH		DEF/OTH	10
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	3540	44450	SH		DEFINED	10
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	396	4975	SH		DEF/OTH	10
NABORS INDUSTRIES LTD	SHS	G6359F103	781	13204	SH		DEFINED	10
NABORS INDUSTRIES LTD	SHS	G6359F103	33	550	SH		DEF/OTH	10
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	750	16775	SH		DEFINED	10
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	29	660	SH		DEF/OTH	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	2620	217593	SH		DEFINED	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	97	8024	SH		DEF/OTH	10