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

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2007

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: A.G. Edwards, Inc.  
Address: One North Jefferson  
St. Louis, MO 63103

Form 13F File Number: 28-4192

The institutional investment manager filing this report and the person by who it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Joseph G. Porter  
Assistant Treasurer  
314-955-3462

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 05/14/07  
[Signature] [City, State] [Date]

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:  
[If there are no entries in this list, omit this section.]

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 413

Form 13F Information Table Value Total: \$8,674,718  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-3548	A.G. Edwards & Sons, Inc.
2	28-6731	A.G. Edwards Trust Company FSB
3	28-11624	Gallatin Asset Management, Inc.

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	-M
D AFLAC INC	COM	001055102	1048	22279			DEFINED	01
D AT&T INC	COM	00206R102	5315	134787			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	5719	102485			DEFINED	01
D ADESA INCORPORATED	COM	00686U104	26128	945657			DEFINED	01
D AETNA INC NEW	COM	00817Y108	652	14895			DEFINED	01
D AFFILIATED MANAGERS	COM	008252108	7486	69095			DEFINED	01
D ALCOA INC	COM	013817101	806	23774			DEFINED	01
D ALEXANDRIA REAL ESTATE	COM	015271109	6309	62863			DEFINED	01
D ALLERGAN INC	COM	018490102	407	3672			DEFINED	01
D ALLIANCEBERNSTEIN	COM	01881G106	323	3655			DEFINED	01
D ALLIED CAPITAL	COM	01903Q108	586	20338			DEFINED	01
D ALLSTATE CORP	COM	020002101	1986	33064			DEFINED	01
D ALLTEL CORP	COM	020039103	515	8305			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	1628	24707			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	5574	167687			DEFINED	01
D AMEREN CORPORATION	COM	023608102	865	17191			DEFINED	01
D AMERN CAP STRATEGIES	COM	024937104	467	10530			DEFINED	01
D AMERICAN EXPRESS COMPANY	COM	025816109	32370	573930			DEFINED	01
D AMERICAN FINANCIAL GROUP	COM	025932104	334	9812			DEFINED	01
D AMERICAN INTERNATIONAL	COM	026874107	2549	37916			DEFINED	01
D AMERIPRISE FINANCIAL INC	COM	03076C106	1160	20307			DEFINED	01
D AMGEN INC	COM	031162100	2540	45448			DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	814	18941			DEFINED	01

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D ANHEUSER BUSCH COMPANIES	COM	035229103	65729	1302594	DEFINED	01
D ANNALY CAPITAL	COM	035710409	17718	1144569	DEFINED	01
D APACHE CORP	COM	037411105	6402	90546	DEFINED	01
D APOLLO GROUP INC CL A	COM	037604105	249	5671	DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	25360	1185061	DEFINED	01
D APPLE INC	COM	037833100	257	2771	DEFINED	01
D APPLIED MATERIALS INC	COM	038222105	295	16089	DEFINED	01
D ATMOS ENERGY CORP	COM	049560105	6521	208457	DEFINED	01
D AUTOMATIC DATA PROCESSNG	COM	053015103	16931	389443	DEFINED	01
D AVERY DENNISON CORP	COM	053611109	29768	463236	DEFINED	01
D AVON PRODUCTS INC	COM	054303102	7928	212782	DEFINED	01
D BB&T CORP	COM	054937107	492	11988	DEFINED	01
D BP PLC	COM	055622104	27321	421941	DEFINED	01
D BAKER HUGHES INC	COM	057224107	587	8881	DEFINED	01
D BALDOR ELECTRIC COMPANY	COM	057741100	211	5582	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	8564	167846	DEFINED	01
D BARCLAYS BANK PLC	PRE	06738C778	9970	196180	DEFINED	01
D BAXTER INTERNATIONAL INC	COM	071813109	402	7631	DEFINED	01
D BECTON DICKINSON &	COM	075887109	1833	23835	DEFINED	01
D BED BATH & BEYOND INC	COM	075896100	1723	42893	DEFINED	01
D BEMIS COMPANY INC	COM	081437105	409	12251	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	327	3	DEFINED	02
D BERKSHIRE HATHAWAY INC	COM	084670207	53563	14715	DEFINED	01
D BIOENVISION INC	COM	09059N100	99	24255	DEFINED	01
D BOEING COMPANY	COM	097023105	771	8668	DEFINED	01
D BOSTON SCIENTIFIC CORP	COM	101137107	188	12946	DEFINED	01
D BRISTOL MYERS SQUIBB	COM	110122108	998	35941	DEFINED	01
D BROWN & BROWN INC	COM	115236101	4070	150455	DEFINED	01
D BURLINGTON NTHRN SANTA	COM	12189T104	9757	121306	DEFINED	01
D CBL & ASSOC PPTYS INC	COM	124830100	6368	142016	DEFINED	01
D C P I CORP	COM	125902106	5159	98250	DEFINED	01
D CADBURY SCHWEPPEES PLC	COM	127209302	61210	1191551	DEFINED	01
D CALIFORNIA PIZZA	COM	13054D109	3844	116886	DEFINED	03
D CAMPBELL SOUP COMPANY	COM	134429109	814	20901	DEFINED	01
D CANADIAN IMPERIAL BANK	COM	136069101	347	4001	DEFINED	01
D CANADIAN NATURAL	COM	136385101	927	16801	DEFINED	01
D CAPITAL ONE FINL CORP	COM	14040H105	582	7718	DEFINED	01
D CARDINAL HEALTH INC	COM	14149Y108	1182	16204	DEFINED	01
D CASS INFORMATION	COM	14808P109	1229	36401	DEFINED	01
D CATERPILLAR INC	COM	149123101	1372	20468	DEFINED	01
D CELL GENESYS INC	COM	150921104	194	46130	DEFINED	01
D CEMEX S A B DE CV SPONS	COM	151290889	1002	30596	DEFINED	01
D CHESAPEAKE ENERGY CORP	COM	165167107	207	6691	DEFINED	01
D CHEVRON CORP	COM	166764100	75224	1017096	DEFINED	01
D CHICO'S FAS INC	COM	168615102	231	9460	DEFINED	01
D CINCINNATI	COM	172062101	6349	149736	DEFINED	01
D CISCO SYSTEMS INC	COM	17275R102	6288	246301	DEFINED	01
D CITIGROUP INC	COM	172967101	4632	90217	DEFINED	01
D CLEAR CHANNEL	COM	184502102	212	6052	DEFINED	01
D CLOROX COMPANY	COM	189054109	307	4815	DEFINED	01
D COCA-COLA COMPANY	COM	191216100	5783	120473	DEFINED	01
D COLE KENNETH PRODCNTS A	COM	193294105	7640	297618	DEFINED	01
D COLGATE-PALMOLIVE	COM	194162103	9084	136011	DEFINED	01
D COMCAST CORP CLASS A NEW	COM	20030N101	417	16052	DEFINED	01
D COMCAST CORP NEW CLASS A	COM	20030N200	1365	53592	DEFINED	01
D COMMERCE BANCORP INC	COM	200519106	5926	177525	DEFINED	01
D COMMERCE BANCSHARES INC	COM	200525103	6158	127466	DEFINED	01
D COMPASS BANCSHARES INC	COM	20449H109	924	13424	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	298	11984	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	10974	160551	DEFINED	01
D CONSOL ENERGY INC	COM	20854P109	228	5819	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	2268	44421	DEFINED	01

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D CORNING INC	COM	219350105	276	12133	DEFINED	01
D CORPORATE OFFICE	COM	22002T108	6120	133978	DEFINED	01
D DANAHER CORP	COM	235851102	303	4234	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	329	7041	DEFINED	01
D DEERE & COMPANY	COM	244199105	653	6011	DEFINED	01
D DELTA & PINE LAND	COM	247357106	5134	124623	DEFINED	01
D DENTSPLY INTERNATIONAL	COM	249030107	385	11761	DEFINED	01
D DEVELOPERS DIVERSIFIED	COM	251591103	6705	106594	DEFINED	01
D DEVON ENERGY CORPORATION	COM	25179M103	404	5837	DEFINED	01
D DIAGEO PLC NEW SPN ADR	COM	25243Q205	67911	838926	DEFINED	01
D DIRECTV GROUP INC	COM	25459L106	222	9606	DEFINED	01
D DISNEY WALT COMPANY	COM	254687106	606	17613	DEFINED	01
D DOMINION RES INC VA NEW	COM	25746U109	2688	30279	DEFINED	01
D DONALDSON COMPANY INC	COM	257651109	892	24711	DEFINED	01
D DOVER CORP COMMON	COM	260003108	203	4153	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	1054	22989	DEFINED	01
D DU PONT E.I.DE NEMOUR	COM	263534109	1276	25825	DEFINED	01
D DUKE ENERGY CORP NEW	COM	26441C105	310	15300	DEFINED	01
D E M C CORP MASS	COM	268648102	418	30146	DEFINED	01
D ENSCO INTL INC	COM	26874Q100	329	6040	DEFINED	01
D EOG RESOURCES INC	COM	26875P101	350	4914	DEFINED	01
D EATON CORP	COM	278058102	828	9906	DEFINED	02
D EATON VANCE CORP	COM	278265103	7518	210956	DEFINED	01
D A G EDWARDS INC	COM	281760108	4594	66407	DEFINED	01
D EMERSON ELECTRIC COMPANY	COM	291011104	27495	638095	DEFINED	01
D ENCANA CORP	COM	292505104	1283	25340	DEFINED	01
D ENERGEN CORPORATION	COM	29265N108	7501	147398	DEFINED	01
D ENERGY TRANSFER PARTNERS	COM	29273R109	537	9215	DEFINED	01
D ENERPLUS RESOURCES FUND	COM	29274D604	14372	340403	DEFINED	01
D ENTERCOM COMMNS CORP	COM	293639100	620	21988	DEFINED	01
D EQUITABLE RESOURCES INC	COM	294549100	532	11008	DEFINED	01
D EXELON CORPORATION	COM	30161N101	687	9995	DEFINED	01
D EXPEDITORS INTERNATIONAL	COM	302130109	1016	24579	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	72313	958419	DEFINED	01
D FPL GROUP INC	COM	302571104	9301	152054	DEFINED	01
D FACTSET RESEARCH SYSTEMS	COM	303075105	1954	31088	DEFINED	01
D FEDL HOME LOAN MTG CORP	COM	313400301	468	7868	DEFINED	01
D FANNIE MAE	COM	313586109	1220	22358	DEFINED	01
D FEDEX CORPORATION	COM	31428X106	2651	24678	DEFINED	01
D FIFTH THIRD BANCORP	COM	316773100	910	23517	DEFINED	01
D FINANCIAL FED CORP	COM	317492106	18548	704702	DEFINED	01
D FINISAR CORP	COM	31787A101	53	15000	DEFINED	01
D FIRST DATA CORP	COM	319963104	7415	275663	DEFINED	01
D FISERV INC	COM	337738108	1792	33764	DEFINED	01
D FIRSTENERGY CORP	COM	337932107	281	4243	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	1876	23795	DEFINED	01
D FORWARD AIR CORP	COM	349853101	6314	192035	DEFINED	01
D FRANKLIN RESOURCES INC	COM	354613101	6508	53860	DEFINED	01
D FRIEDMAN BILLNGS RAMSEY	COM	358434108	76	13699	DEFINED	01
D GALLAHER GROUP PLC	COM	363595109	386	4320	DEFINED	01
D GANNETT COMPANY INC DE	COM	364730101	588	10450	DEFINED	01
D GENENTECH INC NEW	COM	368710406	252	3072	DEFINED	01
D GENERAL DYNAMICS	COM	369550108	492	6440	DEFINED	01
D GENERAL ELECTRIC COMPANY	COM	369604103	32657	923562	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1761	30256	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	8757	369805	DEFINED	01
D GLADSTONE COMMERCIAL	COM	376536108	3578	178436	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	19074	345161	DEFINED	01
D GOLDMAN SACHS GROUP INC	COM	38141G104	526	2548	DEFINED	01
D GOOGLE INC CLASS A	COM	38259P508	597	1304	DEFINED	01
D GRAINGER W W INC	COM	384802104	3172	41070	DEFINED	01
D H&Q HEALTHCARE INVESTORS	COM	404052102	259	15152	DEFINED	01

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D HARLEY DAVIDSON INC	COM	412822108	11092	188805	DEFINED	01
D HARMAN INTERNATIONAL	COM	413086109	743	7736	DEFINED	01
D HARTFORD FINL SVCS GROUP	COM	416515104	758	7930	DEFINED	01
D HEALTH CARE REIT INC	COM	42217K106	239	5456	DEFINED	01
D HEARST ARGYLE	COM	422317107	748	27494	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	2942	185265	DEFINED	01
D HEINZ HJ COMPANY	COM	423074103	1922	40796	DEFINED	01
D HENRY JACK & ASSOC INC	COM	426281101	2855	118716	DEFINED	01
D HERSHEY COMPANY	COM	427866108	31626	578591	DEFINED	01
D HEWLETT-PACKARD COMPANY	COM	428236103	450	11211	DEFINED	01
D HIBBETT SPORTS INC	COM	428567101	1330	46510	DEFINED	01
D HILLENBRAND IND INC	COM	431573104	574	9671	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	1604	44610	DEFINED	01
D HOME DEPOT INC	COM	437076102	25055	681951	DEFINED	01
D HONDA MOTOR LTD NEW	COM	438128308	549	15731	DEFINED	01
D HONEYWELL INTL INC	COM	438516106	938	20372	DEFINED	01
D ISTAR FINANCIAL INC	COM	45031U101	23569	503296	DEFINED	01
D ITT CORP	COM	450911102	278	4616	DEFINED	01
D ILLINOIS TOOL WORKS INC	COM	452308109	40049	776136	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	1670	45001	DEFINED	01
D INERGY	COM	456615103	248	7601	DEFINED	01
D INFOSYS TECHNOLOGY	COM	456788108	1947	38752	DEFINED	01
D INTEL CORP	COM	458140100	3725	194722	DEFINED	01
D INTEGRYS ENERGY GROUP	COM	45822P105	235	4228	DEFINED	02
D INTERNATIONAL BUSINESS	COM	459200101	9654	102417	DEFINED	01
D INTL FLAVOR & FRAGRANCES	COM	459506101	263	5576	DEFINED	01
D IRON MOUNTAIN INC DE	COM	462846106	3622	138628	DEFINED	02
D ISHARES INC	COM	464286103	32764	1262564	DEFINED	01
D ISHARES INC	COM	464286202	1076	27683	DEFINED	01
D ISHARES INC	COM	464286673	31939	2581998	DEFINED	01
D ISHARES INC	COM	464286699	31020	1288726	DEFINED	01
D ISHARES MSCI SWEDEN	COM	464286756	961	28661	DEFINED	01
D ISHARES INC	COM	464286764	31836	564261	DEFINED	01
D ISHARES INC	COM	464286772	1023	20222	DEFINED	01
D ISHARES MSCI NETHRLANDS	COM	464286814	32503	1144861	DEFINED	01
D ISHARES INC	COM	464286822	32169	591780	DEFINED	01
D ISHARES INC MSCI JAPAN	COM	464286848	30805	2114261	DEFINED	01
D ISHARES MSCI HONG KONG	COM	464286871	29674	1847703	DEFINED	01
D ISHARES DOW JONES	COM	464287168	3577	50064	DEFINED	01
D ISHARES TR	COM	464287176	9264	91685	DEFINED	01
D ISHARES TRUST FTSE*	COM	464287184	348	3401	DEFINED	01
D ISHARES TRUST	COM	464287192	1105	12841	DEFINED	01
D ISHARES TR	COM	464287200	975648	6854349	DEFINED	01
D ISHARES LEHMAN AGGREGAT	COM	464287226	17029	169846	DEFINED	01
D ISHARES TR MSCI	COM	464287234	2377	20405	DEFINED	01
D ISHARES IBOXX	COM	464287242	265994	2479664	DEFINED	01
D ISHARES TR S&P GLOBAL*	COM	464287275	284	4326	DEFINED	01
D ISHARES S&P 500 GROWTH	COM	464287309	142146	2199383	DEFINED	01
D ISHARES TRUST*	COM	464287333	461	5151	DEFINED	01
D ISHARES TR	COM	464287341	218	1957	DEFINED	01
D ISHARES TR	COM	464287390	1019	5716	DEFINED	01
D ISHARES S&P 500 VALUE	COM	464287408	145729	1877951	DEFINED	01
D ISHARES TR 20+ TREAS	COM	464287432	12864	145714	DEFINED	01
D ISHARES TR 7 10YR TREAS	COM	464287440	52289	629311	DEFINED	01
D ISHARES TR 1 3 YR TREAS	COM	464287457	144595	1797106	DEFINED	01
D I SHARES TRUST MSCI	COM	464287465	492531	6458576	DEFINED	01
D ISHARES TR	COM	464287473	480	3131	DEFINED	01
D ISHARES TR	COM	464287499	286	2745	DEFINED	01
D ISHARES TR	COM	464287507	71591	846235	DEFINED	01
D ISHARES TR	COM	464287549	4603	89857	DEFINED	01
D ISHARES TR	COM	464287564	1129	10943	DEFINED	01
D ISHARES TR	COM	464287580	5477	80196	DEFINED	01

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D ISHARES TR	COM	464287598	427	5141	DEFINED	01
D ISHARES S&P MIDCAP 400	COM	464287606	317948	3779248	DEFINED	01
D ISHARES TR	COM	464287630	626	7726	DEFINED	01
D ISHARES TRUST	COM	464287655	217	2725	DEFINED	01
D ISHARES TR	COM	464287697	99107	1020562	DEFINED	01
D ISHARES S&P MIDCAP 400	COM	464287705	317958	3806510	DEFINED	01
D ISHARES TR	COM	464287713	155770	5005469	DEFINED	01
D ISHARES TR	COM	464287721	13176	244221	DEFINED	03
D ISHARES TR DOW JONES US	COM	464287739	1846	21654	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287754	13094	195986	DEFINED	03
D ISHARES TR DOW JONES US	COM	464287762	268937	4031431	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287770	996	7792	DEFINED	01
D ISHARES TR	COM	464287788	20172	176934	DEFINED	01
D ISHARES TR DOW JONES US	COM	464287796	9737	93289	DEFINED	01
D ISHARES TR	COM	464287804	19022	280104	DEFINED	01
D ISHARES TR	COM	464287812	20192	334971	DEFINED	01
D ISHARES TR	COM	464287838	1243	19344	DEFINED	01
D ISHARES S&P SMALLCAP	COM	464287879	19510	254342	DEFINED	01
D ISHARES S&P SMALLCAP	COM	464287887	19514	146064	DEFINED	01
D JPMORGAN CHASE &	COM	46625H100	2659	54954	DEFINED	01
D JABIL CIRCUIT INC	COM	466313103	332	15504	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	73168	1214198	DEFINED	01
D JOHNSON CONTROLS INC	COM	478366107	234	2469	DEFINED	01
D KELLOGG COMPANY	COM	487836108	1506	29282	DEFINED	01
D KIMBERLY-CLARK CORP	COM	494368103	1906	27829	DEFINED	01
D KIMCO REALTY CORP	COM	49446R109	7027	144176	DEFINED	01
D KOHL'S CORP	COM	500255104	2206	28791	DEFINED	01
D KRAFT FOODS CL A	COM	50075N104	6423	202865	DEFINED	01
D LACLEDE GROUP INC	COM	505597104	257	8262	DEFINED	01
D LANDAUER INC	COM	51476K103	6434	127465	DEFINED	01
D LANDSTAR SYSTEM INC	COM	515098101	350	7644	DEFINED	01
D LAS VEGAS SANDS CORP	COM	517834107	302	3491	DEFINED	01
D LEGGETT&PLATT INC COM	COM	524660107	6010	265101	DEFINED	01
D LEGG MASON INC	COM	524901105	244	2590	DEFINED	01
D LEHMAN BROTHERS HOLDINGS	COM	524908100	646	9224	DEFINED	01
D LIBERTY MEDIA HOLDING	COM	53071M104	226	9492	DEFINED	01
D LIBERTY MEDIA HOLDING	COM	53071M302	443	4010	DEFINED	01
D LILLY ELI & COMPANY	COM	532457108	13641	253982	DEFINED	01
D LINCOLN NATIONAL CORP	COM	534187109	1219	17977	DEFINED	01
D LOCKHEED MARTIN CORP	COM	539830109	265	2729	DEFINED	01
D LONGS DRUG STORES CORP	COM	543162101	305	5900	DEFINED	01
D LOWES COMPANIES INC	COM	548661107	23997	762053	DEFINED	01
D LYDALL INC	COM	550819106	412	25920	DEFINED	02
D MDU RESOURCES GROUP INC	COM	552690109	7332	255104	DEFINED	01
D MARATHON OIL CORP	COM	565849106	638	6458	DEFINED	01
D MARKEL CORP	COM	570535104	31158	64266	DEFINED	02
D MARKWEST ENERGY PARTNERS	COM	570759100	327	9220	DEFINED	01
D MCDONALDS CORP	COM	580135101	15928	353561	DEFINED	01
D MCGRAW-HILL COMPANIES	COM	580645109	434	6908	DEFINED	01
D MEDCO HEALTH SOLUTIONS	COM	58405U102	565	7784	DEFINED	01
D MEDICAL ACTION INDS INC	COM	58449L100	5746	240436	DEFINED	03
D MEDTRONIC INC	COM	585055106	2603	53053	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	7328	165900	DEFINED	01
D MERCURY GENERAL CORP NEW	COM	589400100	27076	510486	DEFINED	01
D MERRILL LYNCH &	COM	590188108	346	4237	DEFINED	01
D MICROSOFT CORP	COM	594918104	69134	2480600	DEFINED	01
D MIDCAP SPDR TR	COM	595635103	13617	88098	DEFINED	01
D MONSANTO COMPANY NEW	COM	61166W101	940	17102	DEFINED	01
D MORGAN STANLEY	COM	617446448	861	10936	DEFINED	01
D NYSE GROUP INC	COM	62949W103	396	4229	DEFINED	01
D NASDAQ STOCK MARKET INC	COM	631103108	384	13050	DEFINED	01
D NATIONAL CITY CORP	COM	635405103	383	10274	DEFINED	01

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D NATIONAL FUEL GAS	COM	636180101	457	10554	DEFINED	01
D NATIONWIDE FINANCIAL	COM	638612101	306	5687	DEFINED	01
D NEWELL RUBBERMAID INC	COM	651229106	424	13650	DEFINED	01
D NOKIA CORPORATION	COM	654902204	906	39541	DEFINED	01
D NORDSTROM INC	COM	655664100	1105	20878	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	7816	154458	DEFINED	01
D NORTHERN TRUST CORP	COM	665859104	376	6248	DEFINED	01
D NORTHWESTERN CORPORATION	COM	668074305	21693	612271	DEFINED	01
D NOVARTIS AG	COM	66987V109	11544	211317	DEFINED	01
D OGE ENERGY CORP	COM	670837103	242	6227	DEFINED	01
D NUVEEN TAX ADVANTAGED	COM	67090H102	226	8406	DEFINED	01
D OCCIDENTAL PETRO CORP	COM	674599105	1185	24035	DEFINED	01
D ONEOK PARTNERS	COM	68268N103	496	7341	DEFINED	01
D ORACLE CORP	COM	68389X105	625	34500	DEFINED	01
D O REILLY AUTOMOTIVE INC	COM	686091109	1059	32006	DEFINED	01
D ORMAT TECHNOLOGIES INC	COM	686688102	5245	125000	DEFINED	01
D PNC FINANCIAL SERVICES	COM	693475105	531	7374	DEFINED	01
D PPL CORP	COM	69351T106	258	6303	DEFINED	01
D PATTERSON COMPANIES INC	COM	703395103	13385	377154	DEFINED	02
D PAYCHEX INC	COM	704326107	6230	164518	DEFINED	01
D PEABODY ENERGY CORP	COM	704549104	306	7594	DEFINED	01
D PENNEY J C COMPANY INC	COM	708160106	1793	21827	DEFINED	01
D PEPSI BOTTLING GROUP INC	COM	713409100	221	6935	DEFINED	01
D PEPSICO INC	COM	713448108	71990	1132632	DEFINED	01
D PFIZER INCORPORATED	COM	717081103	60108	2379575	DEFINED	01
D PIEDMONT NATURAL GAS	COM	720186105	6349	240671	DEFINED	01
D PITNEY BOWES INC	COM	724479100	210	4623	DEFINED	01
D PLUM CREEK TIMBER	COM	729251108	17401	441427	DEFINED	01
D POLARIS INDUSTRIES INC	COM	731068102	6329	131909	DEFINED	01
D POWERSHARES EXCHANGE	COM	73935X575	271	14477	DEFINED	01
D POWERSHARES EXCHANGE	COM	73935X625	273	13000	DEFINED	01
D POWERSHARES EXCHANGE	COM	73935X856	516	28739	DEFINED	01
D PRAXAIR INC	COM	74005P104	6639	105456	DEFINED	01
D PROCTER & GAMBLE COMPANY	COM	742718109	29667	469706	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	333	6600	DEFINED	01
D PROSHARES TRUST	COM	74347R883	604	10360	DEFINED	01
D PRUDENTIAL FINANCIAL INC	COM	744320102	2495	27637	DEFINED	01
D QUALCOMM INC	COM	747525103	247	5781	DEFINED	01
D QUEST DIAGNOSTICS INC	COM	74834L100	17875	358436	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	1697	26386	DEFINED	01
D RAYONIER INC	COM	754907103	26178	608802	DEFINED	01
D REALTY INCOME CORP	COM	756109104	4108	145686	DEFINED	01
D REGIONS FINANCIAL	COM	7591EP100	595	16821	DEFINED	01
D RESMED INC	COM	761152107	1246	24728	DEFINED	01
D ROBERT HALF INTL INC	COM	770323103	241	6509	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	1020	17030	DEFINED	01
D ROCKWELL COLLINS INC DE	COM	774341101	1490	22255	DEFINED	01
D ROSS STORES INC	COM	778296103	6897	200487	DEFINED	01
D ROYAL BANK CANADA	COM	780087102	356	7136	DEFINED	01
D ROYAL DUTCH SHELL PLC	COM	780259206	2232	33663	DEFINED	01
D RUBY TUESDAY INC	COM	781182100	877	30656	DEFINED	01
D SLM CORP	COM	78442P106	1866	45631	DEFINED	01
D STANDARD & POORS	COM	78462F103	71828	505832	DEFINED	01
D ST MARY LAND &	COM	792228108	5347	145786	DEFINED	01
D SANOFI AVENTIS	COM	80105N105	201	4624	DEFINED	01
D SARA LEE CORP	COM	803111103	324	19157	DEFINED	01
D SCANA CORP NEW	COM	80589M102	7042	163128	DEFINED	01
D SCHERING PLOUGH CORP	COM	806605101	1121	43960	DEFINED	01
D SCHLUMBERGER LTD	COM	806857108	939	13589	DEFINED	01
D SCOTTS MIRACLE-GRO CO	COM	810186106	5540	125819	DEFINED	01
D SCRIPPS E W CO CL A NEW	COM	811054204	2168	48519	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y100	3745	98429	DEFINED	01

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D SECTOR SPDR TR SHS BEN	COM	81369Y209	238819	7097146	DEFINED	01
D SECTOR SPDR TR SHS BEN	COM	81369Y308	399956	15007735	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y407	170109	4473016	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y506	243853	4045342	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y605	417109	11706675	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y704	314726	8853039	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y803	350743	15040450	DEFINED	01
D SECTOR SPDR TR SBI	COM	81369Y886	5556	139939	DEFINED	01
D SIGMA ALDRICH CORP	COM	826552101	32430	781072	DEFINED	01
D SIRIUS SATELLITE RADIO	COM	82966U103	66	20535	DEFINED	01
D SKYWEST INC	COM	830879102	260	9708	DEFINED	01
D SMITH & NEPHEW PLC NEW	COM	83175M205	17842	281064	DEFINED	01
D SNAP ON INC	COM	833034101	17491	363629	DEFINED	01
D SOURCE CAPITAL INC	COM	836144105	1308	19676	DEFINED	01
D SOUTH JERSEY IND INC	COM	838518108	383	10072	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	22697	619284	DEFINED	01
D SPRINT NEXTEL CORP	COM	852061100	598	31559	DEFINED	01
D STAPLES INC	COM	855030102	408	15794	DEFINED	01
D STATE STREET CORP	COM	857477103	7249	111947	DEFINED	01
D STEEL DYNAMICS INC	COM	858119100	357	8274	DEFINED	01
D STORA ENSO CORP	COM	86210M106	590	34143	DEFINED	01
D STREETTRACKS GOLD TRUST	COM	863307104	586	8916	DEFINED	01
D STREETTRACKS SERIES TR	COM	86330E604	13242	146403	DEFINED	01
D STRYKER CORP	COM	863667101	2640	39806	DEFINED	01
D SYSCO CORPORATION	COM	871829107	8093	239231	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	47832	1814565	DEFINED	01
D TEPPCO PRTNRS UT INT	COM	872384102	236	5308	DEFINED	01
D TARGET CORP	COM	87612E106	13683	230901	DEFINED	01
D TEREX CORP NEW	COM	880779103	268	3735	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	1277	42417	DEFINED	01
D 3M COMPANY	COM	88579Y101	44101	577016	DEFINED	01
D TIDEWATER INC	COM	886423102	374	6380	DEFINED	01
D TIME WARNER INC NEW	COM	887317105	310	15716	DEFINED	01
D TOYOTA MOTOR CORP	COM	892331307	202	1580	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	366	11001	DEFINED	01
D TRIBUNE CO NEW 10/83	COM	896047107	1440	44840	DEFINED	01
D TYCO INTERNATIONAL	COM	902124106	19880	630102	DEFINED	01
D U S BANCORP DE NEW	COM	902973304	1728	49425	DEFINED	01
D UNILEVER PLC	COM	904767704	296	9853	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	992	9772	DEFINED	01
D UNITED PARCEL SERVICE	COM	911312106	247	3525	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	11945	183767	DEFINED	01
D UNITEDHEALTH GROUP INC	COM	91324P102	1783	33659	DEFINED	01
D VANGUARD SECTOR INDEX	COM	92204A108	4009	65610	DEFINED	03
D VANGUARD WORLD FUNDS	COM	92204A207	13061	198952	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A306	11004	124818	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A405	5895	92915	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A603	12440	186228	DEFINED	01
D VANGUARD WORLD FUNDS	COM	92204A702	9017	172146	DEFINED	03
D VANGUARD WORLD FUNDS	COM	92204A876	650	7801	DEFINED	01
D VARIAN MEDICAL SYSTEMS	COM	92220P105	4489	94125	DEFINED	01
D VECTREN CORP	COM	92240G101	16292	569659	DEFINED	01
D VANGUARD INDEX FUNDS	COM	922908553	2615	32953	DEFINED	01
D VERASUN ENERGY CORP	COM	92336G106	215	10836	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	3678	96982	DEFINED	01
D WACHOVIA CORP NEW	COM	929903102	4554	82729	DEFINED	01
D WAL-MART STORES INC	COM	931142103	51306	1092779	DEFINED	01
D WALGREEN COMPANY	COM	931422109	8029	174961	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	314	7773	DEFINED	01
D WASTE MANAGEMENT INC DEL	COM	94106L109	308	8952	DEFINED	01
D WATERS CORP	COM	941848103	32592	561927	DEFINED	02
D WEIGHT WATCHERS	COM	948626106	18328	397667	DEFINED	01



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D WELLPOINT INC	COM	94973V107	1948	24020	DEFINED 01
D WELLS FARGO & CO NEW	COM	949746101	54352	1578636	DEFINED 01
D WESCO FINANCIAL CORP	COM	950817106	4605	10011	DEFINED 01
D WESTAMERICA	COM	957090103	19138	397309	DEFINED 01
D WESTERN UNION COMPANY	COM	959802109	39755	1811167	DEFINED 01
D WHOLE FOODS MARKET INC	COM	966837106	217	4833	DEFINED 01
D WILEY JOHN & SONS CL A	COM	968223206	10005	264962	DEFINED 01
D WILMINGTON TRUST CORP	COM	971807102	851	20178	DEFINED 01
D WYETH	COM	983024100	3815	76257	DEFINED 01
D YM BIOSCIENCES INC	COM	984238105	54	27695	DEFINED 01
D ZIMMER HOLDINGS INC	COM	98956P102	858	10043	DEFINED 01
D ENDURANCE SPECIALTY	COM	G30397106	4298	120248	DEFINED 01
D INGERSOLL RAND COMPANY	COM	G4776G101	25197	580983	DEFINED 01
D NABORS INDUSTRIES LTD	COM	G6359F103	286	9653	DEFINED 01
D STEWART W P & CO LTD	COM	G84922106	8900	883765	DEFINED 01
D TRANSOCEAN INC	COM	G90078109	268	3277	DEFINED 01
D WHITE MOUNTAINS	COM	G9618E107	25189	44464	DEFINED 01
D WILLIS GROUP HOLDINGS	COM	G96655108	6823	172373	DEFINED 01
S REPORT SUMMARY	413 DATA RECORDS		8674718		3 OTHER MANAGERS