

TROCIN JEFFREY E  
Form 4  
December 03, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TROCIN JEFFREY E

2. Issuer Name and Ticker or Trading Symbol  
RAYMOND JAMES FINANCIAL INC [RJF]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
880 CARILLON PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/02/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President - RJF

ST. PETERSBURG, FL 33716  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 12/02/2008                           |  | P                              | 304 <sup>(1)</sup> A  | \$ 16.13  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 12,924 <sup>(2)</sup>   | I  | ESOP                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 16.8  |                                      |  |                                |   | 12/04/2006 02/04/2009                                    | Common Stock  | 3,956 <sup>(3)</sup>          |
| Employee Stock Option (right to buy)       | \$ 24.9733   |                                      |  |                                |   | 12/01/2008 02/01/2012                                    | Common Stock  | 15,000 <sup>(4)</sup>         |
| Employee Stock Option (right to buy)       | \$ 30.44   |                                      |  |                                |   | 11/27/2010 01/27/2014                                    | Common Stock  | 15,000 <sup>(5)</sup>         |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| TROCIN JEFFREY E<br>880 CARILLON PARKWAY<br>ST. PETERSBURG, FL 33716 |               |           | Executive Vice President - RJF |       |

## Signatures

Jeffrey E. Trocin                      12/03/2008  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Acquired through the Employee Stock Purchase Plan

(2) Includes number of shares acquired under ESOP through 12/01/08

(3) Options Becoming Exercisable 3,956 on 1/04/2009

(4) Options currently exercisable - 6,150. Options Becoming Exercisable as follows: 1,342 on 2/01/2009, 3,999 on 2/01/2010 and 3,509 on 2/01/2011

(5) Options Becoming Exercisable as follows: 9,000 on 11/27/2010, 405 on 11/27/2011, 2,595 on 1/27/2012 and 3,000 on 1/27/2013

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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