

ROYAL BANK OF SCOTLAND GROUP PLC

Form 13F-HR

August 12, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: June 30, 2005

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

Institutional Investment Manager Filing this report:

Name: 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 August 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: 995
 Form 13F Information Table Value Total: \$2,902,105,822

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	3103	71696	SH		DEFINED	10
AFLAC INC	COM	001055102	361	8330	SH		DEF/OTH	10
AFLAC INC	COM	001055102	172	3980	SH		DEFINED	7
AT&T CORP	COM NEW	001957505	29	1506	SH		DEFINED	10
AT&T CORP	COM NEW	001957505	54	2826	SH		DEF/OTH	10
AT&T CORP	COM NEW	001957505	76010	3992100	SH		DEFINED	7
ABBOTT LABS	COM	002824100	6762	137969	SH		DEFINED	10
ABBOTT LABS	COM	002824100	808	16477	SH		DEF/OTH	10
ABBOTT LABS	COM	002824100	169	3450	SH		DEFINED	7
ABBOTT LABS	COM	002824100	728	14850	SH		DEFINED	9
ABBOTT LABS	COM	002824100	196	4000	SH		DEF/OTH	9
ADOBE SYS INC	COM	00724F101	565	19764	SH		DEFINED	10
ADOBE SYS INC	COM	00724F101	139	4850	SH		DEF/OTH	10
ADOBE SYS INC	COM	00724F101	7	240	SH		DEFINED	7
AETNA INC NEW	COM	00817Y108	4126	49822	SH		DEFINED	10
AETNA INC NEW	COM	00817Y108	429	5179	SH		DEF/OTH	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	591	11557	SH		DEFINED	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	8	150	SH		DEF/OTH	10
AGILENT TECHNOLOGIES INC	COM	00846U101	157	6831	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	61	2658	SH		DEF/OTH	10
AIR PRODS & CHEMS INC	COM	009158106	897	14879	SH		DEFINED	10
AIR PRODS & CHEMS INC	COM	009158106	307	5097	SH		DEF/OTH	10
ALBERTO CULVER CO	COM	013068101	1717	39623	SH		DEFINED	10
ALBERTO CULVER CO	COM	013068101	107	2480	SH		DEF/OTH	10
ALBERTSONS INC	COM	013104104	4	200	SH		DEFINED	10
ALBERTSONS INC	COM	013104104	72380	3500000	SH		DEFINED	7
ALCOA INC	COM	013817101	3677	140705	SH		DEFINED	10
ALCOA INC	COM	013817101	276	10560	SH		DEF/OTH	10
ALCOA INC	COM	013817101	131	5000	SH		DEFINED	9
ALLERGAN INC	COM	018490102	613	7195	SH		DEFINED	10
ALLERGAN INC	COM	018490102	107	1250	SH		DEF/OTH	10
ALLMERICA FINL CORP	COM	019754100	474	12775	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	2201	36835	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	301	5037	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	3872	62168	SH		DEFINED	10
ALLTEL CORP	COM	020039103	401	6437	SH		DEF/OTH	10
ALTRIA GROUP INC	COM	02209S103	1685	26059	SH		DEFINED	10
ALTRIA GROUP INC	COM	02209S103	1229	19001	SH		DEF/OTH	10
ALTRIA GROUP INC	COM	02209S103	19487	301375	SH		DEFINED	7

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ALTRIA GROUP INC	COM	02209S103	173	2677	SH	DEFINED	9
ALTRIA GROUP INC	COM	02209S103	91	1400	SH	DEF/OTH	9
AMBAC FINL GROUP INC	COM	023139108	1855	26594	SH	DEFINED	10
AMBAC FINL GROUP INC	COM	023139108	109	1562	SH	DEF/OTH	10
AMERICAN ELEC PWR INC	COM	025537101	131	3564	SH	DEFINED	10
AMERICAN ELEC PWR INC	COM	025537101	72	1948	SH	DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	3591	67457	SH	DEFINED	10
AMERICAN EXPRESS CO	COM	025816109	925	17374	SH	DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	37	700	SH	DEFINED	7
AMERICAN EXPRESS CO	COM	025816109	2242	42120	SH	DEFINED	9
AMERICAN EXPRESS CO	COM	025816109	138	2600	SH	DEF/OTH	9
AMERICAN INTL GROUP INC	COM	026874107	10049	172968	SH	DEFINED	10
AMERICAN INTL GROUP INC	COM	026874107	6580	113248	SH	DEF/OTH	10
AMERICAN INTL GROUP INC	COM	026874107	3761	64732	SH	DEFINED	7
AMERICAN INTL GROUP INC	COM	026874107	2766	47600	SH	PUT	DEFINED 9
AMERICAN INTL GROUP INC	COM	026874107	1752	30148	SH	DEFINED	9
AMERICAN INTL GROUP INC	COM	026874107	125	2160	SH	DEF/OTH	9
AMERICAN PWR CONVERSION CORP	COM	029066107	117	4942	SH	DEFINED	10
AMERICAN PWR CONVERSION CORP	COM	029066107	944	40000	SH	DEFINED	7
AMGEN INC	COM	031162100	7471	123573	SH	DEFINED	10
AMGEN INC	COM	031162100	713	11799	SH	DEF/OTH	10
AMGEN INC	COM	031162100	167	2754	SH	DEFINED	9
AMSOUTH BANCORPORATION	COM	032165102	230	8850	SH	DEFINED	10
ANADARKO PETE CORP	COM	032511107	381	4635	SH	DEFINED	10
ANADARKO PETE CORP	COM	032511107	105	1277	SH	DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	527	14131	SH	DEFINED	10
ANALOG DEVICES INC	COM	032654105	457	12241	SH	DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	11	300	SH	DEFINED	7
ANHEUSER BUSCH COS INC	COM	035229103	3424	74844	SH	DEFINED	10
ANHEUSER BUSCH COS INC	COM	035229103	93	2025	SH	DEF/OTH	10
ANHEUSER BUSCH COS INC	COM	035229103	558	12200	SH	DEFINED	7
APACHE CORP	COM	037411105	716	11084	SH	DEFINED	10
APACHE CORP	COM	037411105	35	538	SH	DEF/OTH	10
APPLE COMPUTER INC	COM	037833100	2076	56404	SH	DEFINED	7
APPLE COMPUTER INC	COM	037833100	2884	78339	SH	PUT	DEFINED 7
APPLEBEES INTL INC	COM	037899101	1914	72238	SH	DEFINED	10
APPLEBEES INTL INC	COM	037899101	85	3200	SH	DEF/OTH	10
APPLIED MATLS INC	COM	038222105	2114	130686	SH	DEFINED	10
APPLIED MATLS INC	COM	038222105	218	13455	SH	DEF/OTH	10
APPLIED MATLS INC	COM	038222105	39	2400	SH	DEFINED	7
APPLIED MATLS INC	COM	038222105	84	5200	SH	DEFINED	9
AQUILA INC	COM	03840P102	685	189800	SH	DEFINED	9
ARCHER DANIELS MIDLAND CO	COM	039483102	1599	74792	SH	DEFINED	10
ARCHER DANIELS MIDLAND CO	COM	039483102	345	16129	SH	DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	4859	115784	SH	DEFINED	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	946	22534	SH	DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	141	3350	SH	DEFINED	9
AVAYA INC	COM	053499109	330	39704	SH	DEFINED	10
AVAYA INC	COM	053499109	12	1436	SH	DEF/OTH	10
AVERY DENNISON CORP	COM	053611109	329	6210	SH	DEFINED	10
AVERY DENNISON CORP	COM	053611109	101	1900	SH	DEF/OTH	10
AVON PRODS INC	COM	054303102	1034	27328	SH	DEFINED	10
AVON PRODS INC	COM	054303102	58	1545	SH	DEF/OTH	10
BB&T CORP	COM	054937107	1711	42806	SH	DEFINED	10
BB&T CORP	COM	054937107	43	1075	SH	DEF/OTH	10
BJ SVCS CO	COM	055482103	205	3911	SH	DEFINED	10
BJ SVCS CO	COM	055482103	1050	20000	SH	DEFINED	7
BJ SVCS CO	COM	055482103	488	9290	SH	DEFINED	9
BP PLC	SPONSORED ADR	055622104	5675	90974	SH	DEFINED	10
BP PLC	SPONSORED ADR	055622104	1890	30305	SH	DEF/OTH	10
BP PLC	SPONSORED ADR	055622104	372	5962	SH	DEFINED	9
BAKER HUGHES INC	COM	057224107	4048	79123	SH	DEFINED	10

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BAKER HUGHES INC	COM	057224107	122	2390	SH	DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	16794	368199	SH	DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	4668	102340	SH	DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	351	7700	SH	DEFINED	7
BANK OF AMERICA CORPORATION	COM	060505104	1548	33946	SH	DEFINED	9
BANK OF AMERICA CORPORATION	COM	060505104	137	3000	SH	DEF/OTH	9
BANK NEW YORK INC	COM	064057102	366	12726	SH	DEFINED	10
BANK NEW YORK INC	COM	064057102	120	4175	SH	DEF/OTH	10
BANK NEW YORK INC	COM	064057102	55	1910	SH	DEFINED	7
BARD C R INC	COM	067383109	2896	43547	SH	DEFINED	10
BARD C R INC	COM	067383109	385	5791	SH	DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	919	23692	SH	DEFINED	10
BARNES & NOBLE INC	COM	067774109	166	4267	SH	DEF/OTH	10
BAXTER INTL INC	COM	071813109	548	14763	SH	DEFINED	10
BAXTER INTL INC	COM	071813109	148	3982	SH	DEF/OTH	10
BAXTER INTL INC	COM	071813109	1484	40000	SH	DEFINED	7
BEAR STEARNS COS INC	COM	073902108	334	3213	SH	DEFINED	10
BEAR STEARNS COS INC	COM	073902108	8	75	SH	DEF/OTH	10
BECKMAN COULTER INC	COM	075811109	327	5150	SH	DEFINED	10
BECKMAN COULTER INC	COM	075811109	4	60	SH	DEF/OTH	10
BECTON DICKINSON & CO	COM	075887109	1372	26150	SH	DEFINED	10
BECTON DICKINSON & CO	COM	075887109	102	1950	SH	DEF/OTH	10
BED BATH & BEYOND INC	COM	075896100	254	6075	SH	DEFINED	10
BED BATH & BEYOND INC	COM	075896100	67	1600	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	1406	52919	SH	DEFINED	10
BELLSOUTH CORP	COM	079860102	721	27146	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	11	400	SH	DEFINED	7
BELO CORP	COM SER A	080555105	3030	126420	SH	DEFINED	10
BEMIS INC	COM	081437105	338	12730	SH	DEFINED	10
BEMIS INC	COM	081437105	5	200	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1000	100	SH	DEFINED	7
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	92	33	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	829	298	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	31	11	SH	DEFINED	7
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1155	415	SH	DEFINED	9
BEST BUY INC	COM	086516101	4780	69733	SH	DEFINED	10
BEST BUY INC	COM	086516101	79	1150	SH	DEF/OTH	10
BIOMET INC	COM	090613100	2545	73494	SH	DEFINED	10
BIOMET INC	COM	090613100	263	7600	SH	DEF/OTH	10
BLACK & DECKER CORP	COM	091797100	359	4000	SH	DEFINED	10
BLACK & DECKER CORP	COM	091797100	70	775	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	174	2987	SH	DEFINED	10
BLOCK H & R INC	COM	093671105	82	1400	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	29	500	SH	DEFINED	7
BOEING CO	COM	097023105	1948	29522	SH	DEFINED	10
BOEING CO	COM	097023105	700	10612	SH	DEF/OTH	10
BOEING CO	COM	097023105	46	700	SH	DEFINED	9
BOTTOMLINE TECH DEL INC	COM	101388106	1509	100800	SH	DEF/OTH	10
BRIGGS & STRATTON CORP	COM	109043109	121	3490	SH	DEFINED	10
BRIGGS & STRATTON CORP	COM	109043109	152	4400	SH	DEF/OTH	10
BRINKER INTL INC	COM	109641100	223	5575	SH	DEFINED	10
BRINKER INTL INC	COM	109641100	22	550	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	3065	122700	SH	DEFINED	10
BRISTOL MYERS SQUIBB CO	COM	110122108	890	35612	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	55	2200	SH	DEFINED	9
BROADVISION INC	COM NEW	111412607	14	11111	SH	DEFINED	7
BROADVISION INC	COM NEW	111412607	0	22	SH	DEFINED	9
BURLINGTON NORTHN SANTA FE C	COM	12189T104	368	7822	SH	DEFINED	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	76	1605	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	66	1202	SH	DEFINED	10
BURLINGTON RES INC	COM	122014103	17	300	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	454	8210	SH	DEFINED	7

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C D W CORP	COM	12512N105	11	200	SH	DEFINED	10
C D W CORP	COM	12512N105	1251	21970	SH	DEFINED	7
CIT GROUP INC	COM	125581108	1068	24860	SH	DEFINED	10
CIT GROUP INC	COM	125581108	14	325	SH	DEF/OTH	10
CSX CORP	COM	126408103	254	5945	SH	DEFINED	10
CSX CORP	COM	126408103	77	1800	SH	DEF/OTH	10
CVS CORP	COM	126650100	6918	237965	SH	DEFINED	10
CVS CORP	COM	126650100	627	21570	SH	DEF/OTH	10
CVS CORP	COM	126650100	2326	80000	SH	DEFINED	7
CVS CORP	COM	126650100	28	970	SH	DEFINED	9
CADENCE DESIGN SYSTEM INC	COM	127387108	41	3000	SH	DEFINED	10
CADENCE DESIGN SYSTEM INC	COM	127387108	1366	100000	SH	DEFINED	7
CALPINE CORP	NOTE	4.750%11/1 131347BJ4	715	1000000	SH	DEFINED	9
CAPITAL ONE FINL CORP	COM	14040H105	4118	51473	SH	DEFINED	10
CAPITAL ONE FINL CORP	COM	14040H105	93	1165	SH	DEF/OTH	10
CAPITAL ONE FINL CORP	COM	14040H105	146	1825	SH	DEFINED	7
CAREMARK RX INC	COM	141705103	207	4650	SH	DEFINED	10
CAREMARK RX INC	COM	141705103	3	71	SH	DEF/OTH	10
CAREMARK RX INC	COM	141705103	272	6108	SH	DEFINED	9
CARNIVAL CORP	PAIRED CTF	143658300	4477	82065	SH	DEFINED	10
CARNIVAL CORP	PAIRED CTF	143658300	163	2990	SH	DEF/OTH	10
CARNIVAL CORP	PAIRED CTF	143658300	113	2080	SH	DEFINED	7
CARNIVAL CORP	PAIRED CTF	143658300	150	2750	SH	DEFINED	9
CATERPILLAR INC DEL	COM	149123101	3151	33064	SH	DEFINED	10
CATERPILLAR INC DEL	COM	149123101	91	960	SH	DEF/OTH	10
CATERPILLAR INC DEL	COM	149123101	572	6000	SH	DEFINED	7
CENDANT CORP	COM	151313103	4372	195419	SH	DEFINED	10
CENDANT CORP	COM	151313103	13	600	SH	DEF/OTH	10
CENDANT CORP	COM	151313103	45	2000	SH	DEFINED	9
CERNER CORP	COM	156782104	275	4050	SH	DEFINED	10
CERNER CORP	COM	156782104	8	125	SH	DEF/OTH	10
CHARLES RIV LABS INTL INC	COM	159864107	491	10175	SH	DEFINED	10
CHARLES RIV LABS INTL INC	COM	159864107	7	150	SH	DEF/OTH	10
CHARTER COMMUNICATIONS INC D	CL A	16117M107	431	365000	SH	DEFINED	9
CHEVRON CORP NEW	COM	166764100	15024	268669	SH	DEFINED	10
CHEVRON CORP NEW	COM	166764100	2864	51218	SH	DEF/OTH	10
CHEVRON CORP NEW	COM	166764100	401	7172	SH	DEFINED	7
CHEVRON CORP NEW	COM	166764100	512	9162	SH	DEFINED	9
CHICOS FAS INC	COM	168615102	530	15475	SH	DEFINED	10
CHICOS FAS INC	COM	168615102	31	900	SH	DEF/OTH	10
CHUBB CORP	COM	171232101	21	240	SH	DEFINED	10
CHUBB CORP	COM	171232101	60	700	SH	DEF/OTH	10
CHUBB CORP	COM	171232101	137	1600	SH	DEFINED	9
CIRCUIT CITY STORE INC	COM	172737108	194	11200	SH	DEFINED	10
CISCO SYS INC	COM	17275R102	8645	453099	SH	DEFINED	10
CISCO SYS INC	COM	17275R102	1112	58258	SH	DEF/OTH	10
CISCO SYS INC	COM	17275R102	515	26969	SH	DEFINED	7
CISCO SYS INC	COM	17275R102	1013	53118	SH	DEFINED	9
CISCO SYS INC	COM	17275R102	107	5615	SH	DEF/OTH	9
CITIGROUP INC	COM	172967101	14620	316253	SH	DEFINED	10
CITIGROUP INC	COM	172967101	1964	42489	SH	DEF/OTH	10
CITIGROUP INC	COM	172967101	12210	264106	SH	DEFINED	7
CITIGROUP INC	COM	172967101	1734	37516	SH	DEFINED	9
CITIGROUP INC	COM	172967101	165	3575	SH	DEF/OTH	9
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	928	30000	SH	DEFINED	9
CLOROX CO DEL	COM	189054109	1536	27571	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	913	27210	SH	DEFINED	10
COACH INC	COM	189754104	140	4159	SH	DEF/OTH	10
COACH INC	COM	189754104	1409	41984	SH	DEFINED	9
COACH INC	COM	189754104	117	3486	SH	DEF/OTH	9

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COCA COLA CO	COM	191216100	3735	89458	SH	DEFINED	10
COCA COLA CO	COM	191216100	2081	49839	SH	DEF/OTH	10
COCA COLA CO	COM	191216100	16450	394023	SH	DEFINED	7
COCA COLA CO	COM	191216100	351	8410	SH	DEFINED	9
COGNOS INC	COM	19244C109	481	14100	SH	DEFINED	10
COGNOS INC	COM	19244C109	12	350	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM	194162103	431	8642	SH	DEFINED	10
COLGATE PALMOLIVE CO	COM	194162103	225	4500	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM	194162103	281	5632	SH	DEFINED	9
COMCAST CORP NEW	CL A	20030N101	1715	55924	SH	DEFINED	10
COMCAST CORP NEW	CL A	20030N101	452	14722	SH	DEF/OTH	10
COMCAST CORP NEW	CL A	20030N101	31	1000	SH	DEFINED	7
COMCAST CORP NEW	CL A	20030N101	1269	41390	SH	DEFINED	9
COMMERCE BANCORP INC NJ	COM	200519106	386	12725	SH	DEFINED	10
COMMERCE BANCORP INC NJ	COM	200519106	8	250	SH	DEF/OTH	10
COMMUNITY HEALTH SYS INC NEW	COM	203668108	677	17913	SH	DEFINED	9
COMMUNITY HEALTH SYS INC NEW	COM	203668108	60	1600	SH	DEF/OTH	9
COMPUTER SCIENCES CORP	COM	205363104	5084	116335	SH	DEFINED	10
COMPUTER SCIENCES CORP	COM	205363104	112	2560	SH	DEF/OTH	10
COMPUTER SCIENCES CORP	COM	205363104	35	800	SH	DEFINED	7
CONAGRA FOODS INC	COM	205887102	324	13990	SH	DEFINED	10
CONAGRA FOODS INC	COM	205887102	71	3085	SH	DEF/OTH	10
CONEXANT SYSTEMS INC	COM	207142100	69	42768	SH	DEFINED	7
CONOCOPHILLIPS	COM	20825C104	14092	245116	SH	DEFINED	10
CONOCOPHILLIPS	COM	20825C104	1533	26674	SH	DEF/OTH	10
CONOCOPHILLIPS	COM	20825C104	144	2500	SH	DEFINED	9
CONSOLIDATED EDISON INC	COM	209115104	122	2610	SH	DEFINED	10
CONSOLIDATED EDISON INC	COM	209115104	208	4444	SH	DEF/OTH	10
CONSOLIDATED EDISON INC	COM	209115104	87886	1876300	SH	DEFINED	7
CONSTELLATION BRANDS INC	CL A	21036P108	3850	130493	SH	DEFINED	10
CONSTELLATION BRANDS INC	CL A	21036P108	188	6371	SH	DEF/OTH	10
CONSTAR INTL INC NEW	COM	21036U107	47	12500	SH	DEFINED	9
CONSTELLATION ENERGY GROUP I	COM	210371100	2576	44645	SH	DEFINED	10
CONSTELLATION ENERGY GROUP I	COM	210371100	269	4660	SH	DEF/OTH	10
CONSTELLATION ENERGY GROUP I	COM	210371100	75	1300	SH	DEFINED	9
CORNING INC	COM	219350105	83	4984	SH	DEFINED	10
CORNING INC	COM	219350105	109	6570	SH	DEF/OTH	10
CURATIVE HEALTH SRVCS INC	COM	23126W100	69	30196	SH	DEFINED	9
DTE ENERGY CO	COM	233331107	1398	29898	SH	DEFINED	10
DTE ENERGY CO	COM	233331107	140	3000	SH	DEF/OTH	10
DANAHER CORP DEL	COM	235851102	434	8300	SH	DEFINED	10
DANAHER CORP DEL	COM	235851102	123	2350	SH	DEF/OTH	10
DARDEN RESTAURANTS INC	COM	237194105	252	7628	SH	DEFINED	10
DARDEN RESTAURANTS INC	COM	237194105	173	5250	SH	DEF/OTH	10
DEERE & CO	COM	244199105	105	1600	SH	DEFINED	10
DEERE & CO	COM	244199105	10	150	SH	DEF/OTH	10
DEERE & CO	COM	244199105	147	2250	SH	DEFINED	9
DELL INC	COM	24702R101	5799	146954	SH	DEFINED	10
DELL INC	COM	24702R101	518	13120	SH	DEF/OTH	10
DELL INC	COM	24702R101	192210	4871000	SH	DEFINED	7
DELL INC	COM	24702R101	430	10890	SH	DEFINED	9
DENTSPLY INTL INC NEW	COM	249030107	5368	99414	SH	DEFINED	10
DENTSPLY INTL INC NEW	COM	249030107	236	4370	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM	25179M103	3107	61313	SH	DEFINED	10
DEVON ENERGY CORP NEW	COM	25179M103	179	3526	SH	DEF/OTH	10
DIEBOLD INC	COM	253651103	188	4162	SH	DEFINED	10
DIEBOLD INC	COM	253651103	144	3187	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	4154	164961	SH	DEFINED	10
DISNEY WALT CO	COM DISNEY	254687106	248	9845	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	6305	250400	SH	DEFINED	7
DISNEY WALT CO	COM DISNEY	254687106	55	2200	SH	DEFINED	9
DISNEY WALT CO	COM DISNEY	254687106	10	402	SH	DEF/OTH	9

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DOMINION RES INC VA NEW	COM	25746U109	1936	26385	SH	DEFINED	10
DOMINION RES INC VA NEW	COM	25746U109	292	3983	SH	DEF/OTH	10
DOMINION RES INC VA NEW	COM	25746U109	44	600	SH	DEFINED	7
DONALDSON INC	COM	257651109	190	6266	SH	DEFINED	10
DONALDSON INC	COM	257651109	20	650	SH	DEF/OTH	10
DONNELLEY R R & SONS CO	COM	257867101	2420	70130	SH	DEFINED	10
DONNELLEY R R & SONS CO	COM	257867101	339	9835	SH	DEF/OTH	10
DONNELLEY R R & SONS CO	COM	257867101	1726	50000	SH	DEFINED	7
DOUBLECLICK INC	COM	258609304	336	40000	SH	DEFINED	7
DOVER CORP	COM	260003108	426	11700	SH	DEFINED	10
DOW CHEM CO	COM	260543103	762	17105	SH	DEFINED	10
DOW CHEM CO	COM	260543103	292	6566	SH	DEF/OTH	10
DOW CHEM CO	COM	260543103	45	1000	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM	263534109	3355	78016	SH	DEFINED	10
DU PONT E I DE NEMOURS & CO	COM	263534109	1109	25776	SH	DEF/OTH	10
DU PONT E I DE NEMOURS & CO	COM	263534109	655	15228	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM	263534109	86	2000	SH	DEF/OTH	9
DUKE ENERGY CORP	COM	264399106	3842	129219	SH	DEFINED	10
DUKE ENERGY CORP	COM	264399106	299	10057	SH	DEF/OTH	10
DUKE ENERGY CORP	COM	264399106	1805	60700	SH	DEFINED	7
DUKE ENERGY CORP	COM	264399106	97	3254	SH	DEFINED	9
DUN & BRADSTREET CORP DEL NE	COM	26483E100	240	3900	SH	DEFINED	10
DUN & BRADSTREET CORP DEL NE	COM	26483E100	6	100	SH	DEF/OTH	10
DYCOM INDS INC	COM	267475101	998	50400	SH	DEFINED	10
DYNEGY INC NEW	CL A	26816Q101	2	400	SH	DEFINED	10
DYNEGY INC NEW	CL A	26816Q101	495	101900	SH	DEFINED	9
E M C CORP MASS	COM	268648102	616	44912	SH	DEFINED	10
E M C CORP MASS	COM	268648102	68	4950	SH	DEF/OTH	10
E M C CORP MASS	COM	268648102	130	9450	SH	DEFINED	7
EOG RES INC	COM	26875P101	561	9882	SH	DEFINED	10
EASTMAN KODAK CO	COM	277461109	42	1550	SH	DEFINED	10
EASTMAN KODAK CO	COM	277461109	6	225	SH	DEF/OTH	10
EASTMAN KODAK CO	COM	277461109	371	13800	SH	DEFINED	7
EATON CORP	COM	278058102	1748	29181	SH	DEFINED	10
EATON CORP	COM	278058102	3	50	SH	DEF/OTH	10
EBAY INC	COM	278642103	183	5540	SH	DEFINED	7
EBAY INC	COM	278642103	489	14800	SH	CALL	DEFINED 7
EBAY INC	COM	278642103	3049	92369	SH	PUT	DEFINED 7
EBAY INC	COM	278642103	191	5800	SH	DEFINED	9
ECOLAB INC	COM	278865100	4021	124272	SH	DEFINED	10
ECOLAB INC	COM	278865100	419	12953	SH	DEF/OTH	10
EDWARDS AG INC	COM	281760108	104	2294	SH	DEFINED	10
EDWARDS AG INC	COM	281760108	98	2175	SH	DEF/OTH	10
ELECTRONIC ARTS INC	COM	285512109	549	9690	SH	DEFINED	10
ELECTRONIC DATA SYS NEW	COM	285661104	30	1580	SH	DEFINED	10
ELECTRONIC DATA SYS NEW	COM	285661104	13	700	SH	DEF/OTH	10
ELECTRONIC DATA SYS NEW	COM	285661104	866	44995	SH	DEFINED	9
EMERSON ELEC CO	COM	291011104	1464	23382	SH	DEFINED	10
EMERSON ELEC CO	COM	291011104	319	5100	SH	DEF/OTH	10
ENCORE ACQUISITION CO	COM	29255W100	1435	35000	SH	DEFINED	7
ENERGIZER HLDGS INC	COM	29266R108	436	7009	SH	DEFINED	10
ENERGIZER HLDGS INC	COM	29266R108	63	1017	SH	DEF/OTH	10
ENTERGY CORP NEW	COM	29364G103	2592	34307	SH	DEFINED	10
ENTERGY CORP NEW	COM	29364G103	352	4661	SH	DEF/OTH	10
ENTERGY CORP NEW	COM	29364G103	76	1000	SH	DEFINED	7
EQUITABLE RES INC	COM	294549100	3823	56227	SH	DEFINED	10
EQUITABLE RES INC	COM	294549100	264	3875	SH	DEF/OTH	10
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	2339	73201	SH	DEFINED	7
EXELON CORP	COM	30161N101	1564	30478	SH	DEFINED	10
EXELON CORP	COM	30161N101	375	7303	SH	DEF/OTH	10
EXELON CORP	COM	30161N101	1447	28185	SH	DEFINED	9

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EXPRESS SCRIPTS INC	COM	302182100	1677	33547	SH	DEFINED	10
EXPRESS SCRIPTS INC	COM	302182100	6	120	SH	DEF/OTH	10
EXXON MOBIL CORP	COM	30231G102	27810	483913	SH	DEFINED	10
EXXON MOBIL CORP	COM	30231G102	13386	232918	SH	DEF/OTH	10
EXXON MOBIL CORP	COM	30231G102	7598	132200	SH	DEFINED	7
EXXON MOBIL CORP	COM	30231G102	2590	45059	SH	DEFINED	9
EXXON MOBIL CORP	COM	30231G102	210	3650	SH	DEF/OTH	9
FPL GROUP INC	COM	302571104	4864	115636	SH	DEFINED	10
FPL GROUP INC	COM	302571104	863	20525	SH	DEF/OTH	10
FAIR ISAAC CORP	COM	303250104	1289	35316	SH	DEFINED	10
FAIR ISAAC CORP	COM	303250104	9	250	SH	DEF/OTH	10
FEDERAL HOME LN MTG CORP	COM	313400301	1745	26758	SH	DEFINED	10
FEDERAL HOME LN MTG CORP	COM	313400301	344	5275	SH	DEF/OTH	10
FEDERAL NATL MTG ASSN	COM	313586109	636	10895	SH	DEFINED	10
FEDERAL NATL MTG ASSN	COM	313586109	91	1555	SH	DEF/OTH	10
FEDERAL NATL MTG ASSN	COM	313586109	154	2640	SH	DEFINED	9
FEDEX CORP	COM	31428X106	3113	38426	SH	DEFINED	10
FEDEX CORP	COM	31428X106	146	1800	SH	DEF/OTH	10
FIFTH THIRD BANCORP	COM	316773100	14	350	SH	DEFINED	10
FIFTH THIRD BANCORP	COM	316773100	94	2277	SH	DEF/OTH	10
FIFTH THIRD BANCORP	COM	316773100	42	1029	SH	DEFINED	7
FIFTH THIRD BANCORP	COM	316773100	308	7475	SH	DEFINED	9
FIRST DATA CORP	COM	319963104	1820	45335	SH	DEFINED	10
FIRST DATA CORP	COM	319963104	400	9955	SH	DEF/OTH	10
FIRST DATA CORP	COM	319963104	245	6114	SH	DEFINED	7
FIRST HORIZON NATL CORP	COM	320517105	372	8810	SH	DEFINED	10
FIRST HORIZON NATL CORP	COM	320517105	21	500	SH	DEF/OTH	10
FIRST HORIZON NATL CORP	COM	320517105	422	10000	SH	DEFINED	7
FISERV INC	COM	337738108	4321	100752	SH	DEFINED	10
FISERV INC	COM	337738108	212	4950	SH	DEF/OTH	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	76	7380	SH	DEFINED	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	24	2347	SH	DEF/OTH	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	42	4150	SH	DEFINED	7
FORD MTR CO DEL	COM PAR \$0.01	345370860	189	18481	SH	DEFINED	9
FORTUNE BRANDS INC	COM	349631101	700	7885	SH	DEFINED	10
FORTUNE BRANDS INC	COM	349631101	224	2525	SH	DEF/OTH	10
FRANKLIN RES INC	COM	354613101	462	6000	SH	DEFINED	7
GANNETT INC	COM	364730101	1092	15352	SH	DEFINED	10
GANNETT INC	COM	364730101	79	1115	SH	DEF/OTH	10
GAP INC DEL	COM	364760108	312	15810	SH	DEFINED	10
GAP INC DEL	COM	364760108	89	4525	SH	DEF/OTH	10
GENERAL DYNAMICS CORP	COM	369550108	1086	9912	SH	DEFINED	10
GENERAL DYNAMICS CORP	COM	369550108	159	1455	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	31447	907561	SH	DEFINED	10
GENERAL ELEC CO	COM	369604103	11393	328796	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	17341	500466	SH	DEFINED	7
GENERAL ELEC CO	COM	369604103	3476	100313	SH	DEFINED	9
GENERAL ELEC CO	COM	369604103	573	16544	SH	DEF/OTH	9
GENERAL MLS INC	COM	370334104	1963	41945	SH	DEFINED	10
GENERAL MLS INC	COM	370334104	290	6200	SH	DEF/OTH	10
GENERAL MTRS CORP	COM	370442105	82	2415	SH	DEFINED	10
GENERAL MTRS CORP	COM	370442105	274	8056	SH	DEF/OTH	10
GENERAL MTRS CORP	COM	370442105	135731	3992100	SH	DEFINED	7
GENTEX CORP	COM	371901109	142	7800	SH	DEFINED	10
GENTEX CORP	COM	371901109	55	3000	SH	DEF/OTH	10
GENZYME CORP	COM	372917104	287	4775	SH	DEFINED	10
GENZYME CORP	COM	372917104	68	1132	SH	DEF/OTH	10
GEORGIA PAC CORP	COM	373298108	1928	60622	SH	DEFINED	10
GEORGIA PAC CORP	COM	373298108	161	5062	SH	DEF/OTH	10
GILEAD SCIENCES INC	COM	375558103	9	200	SH	DEFINED	10
GILEAD SCIENCES INC	COM	375558103	1251	28435	SH	DEFINED	9
GILLETTE CO	COM	375766102	1355	26765	SH	DEFINED	10

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GILLETTE CO	COM	375766102	548	10816	SH		DEF/OTH	10
GILLETTE CO	COM	375766102	101	2000	SH		DEFINED	7
GILLETTE CO	COM	375766102	132	2600	SH		DEFINED	9
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	195	4027	SH		DEFINED	10
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	482	9941	SH		DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM	38141G104	3292	32264	SH		DEFINED	10
GOLDMAN SACHS GROUP INC	COM	38141G104	184	1808	SH		DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM	38141G104	3966	38870	SH		DEFINED	7
GOODRICH CORP	COM	382388106	3506	85607	SH		DEFINED	10
GOODRICH CORP	COM	382388106	236	5768	SH		DEF/OTH	10
GOOGLE INC	CL A	38259P508	10295	35000	SH	CALL	DEFINED	7
GOOGLE INC	CL A	38259P508	12839	43649	SH	PUT	DEFINED	7
GRAINGER W W INC	COM	384802104	1464	26727	SH		DEFINED	10
GRAINGER W W INC	COM	384802104	120	2182	SH		DEF/OTH	10
GTECH HLDGS CORP	COM	400518106	761	26025	SH		DEFINED	10
GTECH HLDGS CORP	COM	400518106	53	1800	SH		DEF/OTH	10
GUIDANT CORP	COM	401698105	2	35	SH		DEFINED	10
GUIDANT CORP	COM	401698105	20224	300500	SH		DEFINED	7
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	2186	47000	SH		DEFINED	9
HNI CORP	COM	404251100	408	7975	SH		DEFINED	10
HNI CORP	COM	404251100	8	150	SH		DEF/OTH	10
HALLIBURTON CO	COM	406216101	203	4235	SH		DEFINED	10
HALLIBURTON CO	COM	406216101	282	5890	SH		DEF/OTH	10
HARLEY DAVIDSON INC	COM	412822108	281	5656	SH		DEFINED	10
HARLEY DAVIDSON INC	COM	412822108	142	2865	SH		DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	4720	63112	SH		DEFINED	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	238	3188	SH		DEF/OTH	10
HAWAIIAN HOLDINGS INC	COM	419879101	1116	275610	SH		DEFINED	9
HEALTH MGMT ASSOC INC NEW	CL A	421933102	468	17862	SH		DEFINED	10
HEALTH MGMT ASSOC INC NEW	CL A	421933102	13	500	SH		DEF/OTH	10
HERSHEY CO	COM	427866108	1933	31125	SH		DEFINED	10
HERSHEY CO	COM	427866108	376	6050	SH		DEF/OTH	10
HERSHEY CO	COM	427866108	62	1000	SH		DEFINED	9
HEWLETT PACKARD CO	COM	428236103	2067	87926	SH		DEFINED	10
HEWLETT PACKARD CO	COM	428236103	732	31139	SH		DEF/OTH	10
HEWLETT PACKARD CO	COM	428236103	1176	50000	SH		DEFINED	7
HEWLETT PACKARD CO	COM	428236103	7913	336559	SH	PUT	DEFINED	7
HEWLETT PACKARD CO	COM	428236103	102	4340	SH		DEFINED	9
HOME DEPOT INC	COM	437076102	4583	117813	SH		DEFINED	10
HOME DEPOT INC	COM	437076102	478	12283	SH		DEF/OTH	10
HOME DEPOT INC	COM	437076102	1099	28246	SH		DEFINED	7
HOME DEPOT INC	COM	437076102	1268	32600	SH		DEFINED	9
HONEYWELL INTL INC	COM	438516106	540	14755	SH		DEFINED	10
HONEYWELL INTL INC	COM	438516106	364	9934	SH		DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	1333	16725	SH		DEFINED	10
ILLINOIS TOOL WKS INC	COM	452308109	157	1975	SH		DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	1382	17339	SH		DEFINED	7
IMATION CORP	COM	45245A107	393	10125	SH		DEFINED	10
IMATION CORP	COM	45245A107	30	780	SH		DEF/OTH	10
INTEL CORP	COM	458140100	12198	468812	SH		DEFINED	10
INTEL CORP	COM	458140100	1538	59102	SH		DEF/OTH	10
INTEL CORP	COM	458140100	1082	41602	SH		DEFINED	7
INTEL CORP	COM	458140100	8160	313603	SH	CALL	DEFINED	7
INTEL CORP	COM	458140100	5464	210000	SH	PUT	DEFINED	7
INTEL CORP	COM	458140100	1136	43641	SH		DEFINED	9
INTEL CORP	COM	458140100	104	4000	SH		DEF/OTH	9
INTERLINE BRANDS INC	COM	458743101	463	23394	SH		DEFINED	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	10178	137174	SH		DEFINED	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	2348	31644	SH		DEF/OTH	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	187749	2530316	SH		DEFINED	7
INTERNATIONAL BUSINESS MACHS	COM	459200101	1346	18134	SH		DEFINED	9
INTERNATIONAL BUSINESS MACHS	COM	459200101	135	1825	SH		DEF/OTH	9

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INTL PAPER CO	COM	460146103	94	3127	SH	DEFINED	10
INTL PAPER CO	COM	460146103	4	125	SH	DEF/OTH	10
INTL PAPER CO	COM	460146103	933	30900	SH	DEFINED	7
INTL PAPER CO	COM	460146103	380	12585	SH	DEFINED	9
INTERPUBLIC GROUP COS INC	COM	460690100	13	1100	SH	DEFINED	10
INTERPUBLIC GROUP COS INC	COM	460690100	14	1109	SH	DEF/OTH	10
INTERPUBLIC GROUP COS INC	COM	460690100	914	75000	SH	DEFINED	7
INVESTORS FINL SERVICES CORP	COM	461915100	281	7420	SH	DEFINED	10
ISHARES INC	MSCI AUSTRALIA	464286103	733	41458	SH	DEFINED	9
ISHARES INC	MSCI EMU INDEX	464286608	3658	51422	SH	DEFINED	9
ISHARES INC	MSCI PAC J IDX	464286665	38	400	SH	DEFINED	10
ISHARES INC	MSCI PAC J IDX	464286665	2535	26930	SH	DEFINED	9
ISHARES INC	MSCI UTD KINGD	464286699	38	2100	SH	DEFINED	10
ISHARES INC	MSCI UTD KINGD	464286699	2833	157646	SH	DEFINED	9
ISHARES INC	MSCI TAIWAN	464286731	5531	457145	SH	DEFINED	9
ISHARES INC	MSCI S KOREA	464286772	498	15573	SH	DEFINED	9
ISHARES INC	MSCI MALAYSIA	464286830	248	35800	SH	DEFINED	9
ISHARES INC	MSCI JAPAN	464286848	92	9050	SH	DEFINED	10
ISHARES INC	MSCI JAPAN	464286848	5650	557236	SH	DEFINED	9
ISHARES TR	S&P 500 INDEX	464287200	1072	9001	SH	DEFINED	10
ISHARES TR	S&P 500 INDEX	464287200	7349	61698	SH	DEFINED	9
ISHARES TR	LEHMAN AGG BND	464287226	460	4450	SH	DEFINED	10
ISHARES TR	1-3 YR TRS BD	464287457	4505	55450	SH	DEFINED	10
ISHARES TR	1-3 YR TRS BD	464287457	130	1597	SH	DEFINED	9
ISHARES TR	MSCI EAFE IDX	464287465	5015	95725	SH	DEFINED	10
ISHARES TR	MSCI EAFE IDX	464287465	648	12375	SH	DEF/OTH	10
ISHARES TR	RUSSELL MCP VL	464287473	510	4320	SH	DEFINED	10
ISHARES TR	S&P MIDCAP 400	464287507	259	3786	SH	DEFINED	10
ISHARES TR	RUSSELL1000VAL	464287598	2259	33899	SH	DEFINED	10
ISHARES TR	RUSSELL1000VAL	464287598	211	3165	SH	DEF/OTH	10
ISHARES TR	RUSL 2000 VALU	464287630	1159	18021	SH	DEFINED	10
ISHARES TR	RUSL 2000 VALU	464287630	136	2115	SH	DEF/OTH	10
ISHARES TR	RUSL 2000 GROW	464287648	93	1441	SH	DEFINED	10
ISHARES TR	RUSL 2000 GROW	464287648	266	4098	SH	DEF/OTH	10
ISHARES TR	RUSSELL 2000	464287655	587	9210	SH	DEFINED	10
ISHARES TR	RUSSELL 2000	464287655	15	240	SH	DEF/OTH	10
ISHARES TR	RUSSELL 2000	464287655	386	6060	SH	DEFINED	9
ISHARES TR	S&P MIDCP VALU	464287705	598	8960	SH	DEFINED	10
ISHARES TR	S&P MIDCP VALU	464287705	134	2000	SH	DEF/OTH	10
ISHARES TR	DJ US FINL SEC	464287788	247	2600	SH	DEFINED	9
ISHARES TR	DJ US ENERGY	464287796	246	3200	SH	DEFINED	9
ISHARES TR	S&P SMLCAP 600	464287804	4526	82263	SH	DEFINED	10
ISHARES TR	S&P SMLCAP 600	464287804	890	16176	SH	DEF/OTH	10
ISHARES TR	S&P SMLCAP 600	464287804	2507	45564	SH	DEFINED	9
JDS UNIPHASE CORP	COM	46612J101	46	30000	SH	DEFINED	7
JPMORGAN & CHASE & CO	COM	46625H100	7895	223534	SH	DEFINED	10
JPMORGAN & CHASE & CO	COM	46625H100	1619	45847	SH	DEF/OTH	10
JPMORGAN & CHASE & CO	COM	46625H100	13084	370445	SH	DEFINED	7
JPMORGAN & CHASE & CO	COM	46625H100	24547	695000	SH	PUT	DEFINED 7
JPMORGAN & CHASE & CO	COM	46625H100	1503	42544	SH	DEFINED	9
JABIL CIRCUIT INC	COM	466313103	784	25505	SH	DEFINED	10
JABIL CIRCUIT INC	COM	466313103	9	295	SH	DEF/OTH	10
JEFFERSON PILOT CORP	COM	475070108	150	2973	SH	DEFINED	10
JEFFERSON PILOT CORP	COM	475070108	96	1895	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	20722	318798	SH	DEFINED	10
JOHNSON & JOHNSON	COM	478160104	4914	75595	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	2154	33133	SH	DEFINED	7
JOHNSON & JOHNSON	COM	478160104	2292	35265	SH	DEFINED	9
JOHNSON & JOHNSON	COM	478160104	81	1250	SH	DEF/OTH	9
JOHNSON CTLS INC	COM	478366107	3203	56860	SH	DEFINED	10
JOHNSON CTLS INC	COM	478366107	1114	19778	SH	DEF/OTH	10
JONES APPAREL GROUP INC	COM	480074103	199	6400	SH	DEFINED	10

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JONES APPAREL GROUP INC	COM		480074103	17	550	SH	DEF/OTH	10
KT CORP	SPONSORED ADR		48268K101	1445	67215	SH	DEFINED	9
K2 INC	COM		482732104	127	10000	SH	DEFINED	10
KEYSPAN CORP	COM		49337W100	390	9576	SH	DEFINED	10
KEYSPAN CORP	COM		49337W100	24	600	SH	DEF/OTH	10
KEYSPAN CORP	COM		49337W100	14	336	SH	DEFINED	7
KIMBERLY CLARK CORP	COM		494368103	2621	41878	SH	DEFINED	10
KIMBERLY CLARK CORP	COM		494368103	634	10135	SH	DEF/OTH	10
KIMBERLY CLARK CORP	COM		494368103	329	5250	SH	DEFINED	7
KIMBERLY CLARK CORP	COM		494368103	368	5875	SH	DEFINED	9
KINDER MORGAN INC KANS	COM		49455P101	1312	15769	SH	DEFINED	10
KINDER MORGAN INC KANS	COM		49455P101	116	1400	SH	DEF/OTH	10
KOOKMIN BK NEW	SPONSORED ADR		50049M109	2778	60952	SH	DEFINED	9
KOREA ELECTRIC PWR	SPONSORED ADR		500631106	2351	150000	SH	DEFINED	9
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	2669	34850	SH	DEFINED	10
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	87	1140	SH	DEF/OTH	10
LAM RESEARCH CORP	COM		512807108	371	12825	SH	DEFINED	10
LAM RESEARCH CORP	COM		512807108	10	350	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A		518439104	550	14045	SH	DEFINED	10
LAUDER ESTEE COS INC	CL A		518439104	11	275	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A		518439104	63	1600	SH	DEFINED	7
LEGG MASON INC	COM		524901105	3459	33223	SH	DEFINED	10
LEGG MASON INC	COM		524901105	242	2328	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM		524908100	2821	28419	SH	DEFINED	10
LEHMAN BROS HLDGS INC	COM		524908100	36	360	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM		524908100	20	206	SH	DEFINED	9
LENNAR CORP	CL A		526057104	376	5925	SH	DEFINED	10
LENNAR CORP	CL A		526057104	25	400	SH	DEFINED	9
LEUCADIA NATL CORP	COM		527288104	70	1800	SH	DEFINED	10
LEUCADIA NATL CORP	COM		527288104	1449	37500	SH	DEFINED	7
LEVEL 3 COMMUNICATIONS INC	NOTE	2.875% 7/1	52729NBA7	1583	3000000	SH	DEFINED	9
LEXMARK INTL NEW	CL A		529771107	178	2750	SH	DEFINED	10
LEXMARK INTL NEW	CL A		529771107	39	600	SH	DEF/OTH	10
LILLY ELI & CO	COM		532457108	1279	22967	SH	DEFINED	10
LILLY ELI & CO	COM		532457108	79	1424	SH	DEF/OTH	10
LILLY ELI & CO	COM		532457108	873	15670	SH	DEFINED	7
LIMITED BRANDS INC	COM		532716107	279	13040	SH	DEFINED	10
LIMITED BRANDS INC	COM		532716107	15	700	SH	DEF/OTH	10
LINCOLN NATL CORP IND	COM		534187109	482	10270	SH	DEFINED	10
LINCOLN NATL CORP IND	COM		534187109	33	702	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	110	3000	SH	DEFINED	10
LINEAR TECHNOLOGY CORP	COM		535678106	37	1000	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	81	2200	SH	DEFINED	7
LOCKHEED MARTIN CORP	COM		539830109	288	4440	SH	DEFINED	10
LOCKHEED MARTIN CORP	COM		539830109	8	125	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM		539830109	572	8814	SH	DEFINED	9
LOCKHEED MARTIN CORP	COM		539830109	112	1733	SH	DEF/OTH	9
LOWES COS INC	COM		548661107	2297	39453	SH	DEFINED	10
LOWES COS INC	COM		548661107	479	8235	SH	DEF/OTH	10
LOWES COS INC	COM		548661107	128	2200	SH	DEFINED	7
LUCENT TECHNOLOGIES INC	COM		549463107	27	9164	SH	DEFINED	10
LUCENT TECHNOLOGIES INC	COM		549463107	7	2280	SH	DEF/OTH	10
LUCENT TECHNOLOGIES INC	COM		549463107	874	300195	SH	DEFINED	7
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	740	35950	SH	DEFINED	7
M & T BK CORP	COM		55261F104	197	1875	SH	DEFINED	10
M & T BK CORP	COM		55261F104	47	450	SH	DEF/OTH	10
MBNA CORP	COM		55262L100	1565	59810	SH	DEFINED	10
MBNA CORP	COM		55262L100	158	6035	SH	DEF/OTH	10
MANPOWER INC	COM		56418H100	296	7450	SH	DEFINED	10
MANPOWER INC	COM		56418H100	7	175	SH	DEF/OTH	10
MANPOWER INC	COM		56418H100	20	500	SH	DEFINED	7
MANULIFE FINL CORP	COM		56501R106	244	5099	SH	DEFINED	10

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MANULIFE FINL CORP	COM	56501R106	5	100	SH	DEF/OTH	10
MARATHON OIL CORP	COM	565849106	979	18350	SH	DEFINED	10
MARATHON OIL CORP	COM	565849106	64	1200	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM	571748102	296	10700	SH	DEFINED	10
MARSH & MCLENNAN COS INC	COM	571748102	64	2328	SH	DEFINED	7
MARSH & MCLENNAN COS INC	COM	571748102	288	10400	SH	DEFINED	9
MARSH & MCLENNAN COS INC	COM	571748102	796	28752	SH	DEF/OTH	9
MARSHALL & ILSLEY CORP	COM	571834100	1242	27945	SH	DEFINED	10
MARSHALL & ILSLEY CORP	COM	571834100	34	762	SH	DEF/OTH	10
MARSHALL & ILSLEY CORP	COM	571834100	11	240	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A	571903202	145	2120	SH	DEFINED	10
MARRIOTT INTL INC NEW	CL A	571903202	39	575	SH	DEF/OTH	10
MARRIOTT INTL INC NEW	CL A	571903202	35	515	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A	571903202	1460	21395	SH	DEFINED	9
MAY DEPT STORES CO	COM	577778103	484	12062	SH	DEFINED	10
MAY DEPT STORES CO	COM	577778103	84	2100	SH	DEF/OTH	10
MCCORMICK & CO INC	COM NON VTG	579780206	3082	94306	SH	DEFINED	10
MCCORMICK & CO INC	COM NON VTG	579780206	22	674	SH	DEF/OTH	10
MCDONALDS CORP	COM	580135101	1045	37675	SH	DEFINED	10
MCDONALDS CORP	COM	580135101	282	10175	SH	DEF/OTH	10
MCDONALDS CORP	COM	580135101	250	9010	SH	DEFINED	9
MCGRAW HILL COS INC	COM	580645109	6754	152640	SH	DEFINED	10
MCGRAW HILL COS INC	COM	580645109	646	14604	SH	DEF/OTH	10
MCKESSON CORP	COM	58155Q103	730	16300	SH	DEFINED	10
MCKESSON CORP	COM	58155Q103	48	1075	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	562	10532	SH	DEFINED	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	272	5097	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	52	983	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	2429	46900	SH	DEFINED	10
MEDTRONIC INC	COM	585055106	247	4771	SH	DEF/OTH	10
MEDTRONIC INC	COM	585055106	451	8705	SH	DEFINED	7
MEDTRONIC INC	COM	585055106	822	15865	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	83	1600	SH	DEF/OTH	9
MELLON FINL CORP	COM	58551A108	288	10046	SH	DEFINED	10
MELLON FINL CORP	COM	58551A108	3	100	SH	DEF/OTH	10
MERCANTILE BANKSHARES CORP	COM	587405101	1791	34765	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM	587405101	36	690	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	712	23112	SH	DEFINED	10
MERCK & CO INC	COM	589331107	567	18410	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	123276	4002466	SH	DEFINED	7
MERCK & CO INC	COM	589331107	179	5818	SH	DEFINED	9
MERCK & CO INC	COM	589331107	7	224	SH	DEF/OTH	9
MERRILL LYNCH & CO INC	COM	590188108	4607	83754	SH	DEFINED	10
MERRILL LYNCH & CO INC	COM	590188108	256	4655	SH	DEF/OTH	10
MERRILL LYNCH & CO INC	COM	590188108	197	3580	SH	DEFINED	9
METLIFE INC	COM	59156R108	5197	115634	SH	DEFINED	10
METLIFE INC	COM	59156R108	272	6062	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	12357	497466	SH	DEFINED	10
MICROSOFT CORP	COM	594918104	1764	71027	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	223908	9014006	SH	DEFINED	7
MICROSOFT CORP	COM	594918104	1362	54849	SH	DEFINED	9
MICROSOFT CORP	COM	594918104	99	4000	SH	DEF/OTH	9
MIDCAP SPDR TR	UNIT SER 1	595635103	14161	113062	SH	DEFINED	10
MIDCAP SPDR TR	UNIT SER 1	595635103	545	4351	SH	DEF/OTH	10
MOHAWK INDS INC	COM	608190104	1240	15029	SH	DEFINED	10
MOHAWK INDS INC	COM	608190104	14	175	SH	DEF/OTH	10
MOLEX INC	CL A	608554200	16	700	SH	DEFINED	10
MOLEX INC	CL A	608554200	1164	49562	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	70	1550	SH	DEFINED	10

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MOODYS CORP	COM	615369105	58	1300	SH	DEF/OTH	10
MOODYS CORP	COM	615369105	61	1350	SH	DEFINED	7
MOODYS CORP	COM	615369105	72	1600	SH	DEFINED	9
MORGAN STANLEY	COM NEW	617446448	2744	52295	SH	DEFINED	10
MORGAN STANLEY	COM NEW	617446448	339	6458	SH	DEF/OTH	10
MORGAN STANLEY	COM NEW	617446448	1338	25500	SH	DEFINED	7
MORGAN STANLEY	COM NEW	617446448	595	11340	SH	DEFINED	9
MORGAN STANLEY	COM NEW	617446448	52	1000	SH	DEF/OTH	9
MOTOROLA INC	COM	620076109	3377	184926	SH	DEFINED	10
MOTOROLA INC	COM	620076109	117	6400	SH	DEF/OTH	10
MOTOROLA INC	COM	620076109	60	3284	SH	DEFINED	7
MOTOROLA INC	COM	620076109	811	44391	SH	DEFINED	9
MOTOROLA INC	COM	620076109	69	3800	SH	DEF/OTH	9
MUELLER INDS INC	COM	624756102	1084	40000	SH	DEFINED	7
MYLAN LABS INC	COM	628530107	437	22693	SH	DEFINED	10
MYLAN LABS INC	COM	628530107	31	1617	SH	DEF/OTH	10
NCR CORP NEW	COM	62886E108	233	6621	SH	DEFINED	10
NCR CORP NEW	COM	62886E108	25	722	SH	DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	344	9350	SH	DEFINED	10
NASDAQ 100 TR	UNIT SER 1	631100104	7	200	SH	DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	1913	52000	SH	DEFINED	9
NATIONAL CITY CORP	COM	635405103	1954	57273	SH	DEFINED	10
NATIONAL CITY CORP	COM	635405103	9	275	SH	DEF/OTH	10
NATIONAL CITY CORP	COM	635405103	65	1900	SH	DEFINED	7
NATIONAL FUEL GAS CO N J	COM	636180101	870	30110	SH	DEFINED	10
NATIONAL FUEL GAS CO N J	COM	636180101	61	2125	SH	DEF/OTH	10
NATIONAL OILWELL VARCO INC	COM	637071101	1189	25000	SH	DEFINED	7
NEW HAMPSHIRE THRIFT BANCSHS	COM	644722100	151	10000	SH	DEFINED	10
NEWELL RUBBERMAID INC	COM	651229106	183	7687	SH	DEFINED	10
NEWELL RUBBERMAID INC	COM	651229106	25	1050	SH	DEF/OTH	10
NEWMONT MINING CORP	COM	651639106	231	5914	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	1657	42450	SH	DEFINED	7
NEWMONT MINING CORP	COM	651639106	1266	32425	SH	DEFINED	9
NEXTEL COMMUNICATIONS INC	CL A	65332V103	595	18405	SH	DEFINED	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	55	1690	SH	DEF/OTH	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	97	3000	SH	DEFINED	9
NIKE INC	CL B	654106103	360	4160	SH	DEFINED	10
NISOURCE INC	COM	65473P105	119	4796	SH	DEFINED	10
NISOURCE INC	COM	65473P105	113	4552	SH	DEF/OTH	10
NOKIA CORP	SPONSORED ADR	654902204	211	12655	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	32	1950	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	2986	43930	SH	DEFINED	10
NORDSTROM INC	COM	655664100	337	4954	SH	DEF/OTH	10
NORFOLK SOUTHERN CORP	COM	655844108	157	5080	SH	DEFINED	10
NORFOLK SOUTHERN CORP	COM	655844108	149	4800	SH	DEF/OTH	10
NORTH FORK BANCORPORATION NY	COM	659424105	431	15337	SH	DEFINED	10
NORTH FORK BANCORPORATION NY	COM	659424105	101	3600	SH	DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	1185	21450	SH	DEFINED	10
NORTHROP GRUMMAN CORP	COM	666807102	250	4519	SH	DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	1105	20000	SH	DEFINED	7
NORTHWESTERN CORP	*W EXP 99/99/999	668074115	63	15788	SH	DEFINED	9
NORTHWESTERN CORP	COM NEW	668074305	7076	224508	SH	DEFINED	9
NSTAR	COM	67019E107	242	7840	SH	DEFINED	10
NSTAR	COM	67019E107	282	9154	SH	DEF/OTH	10
NVIDIA CORP	COM	67066G104	545	20400	SH	DEFINED	7
NUVEEN MUN VALUE FD INC	COM	670928100	144	15000	SH	DEFINED	10
02DIESEL CORP	COM	67106S100	15	12000	SH	DEFINED	7
OLIN CORP	COM PAR \$1	680665205	413	22625	SH	DEFINED	10
OLIN CORP	COM PAR \$1	680665205	47	2550	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	4146	51919	SH	DEFINED	10

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OMNICOM GROUP INC	COM	681919106	79	995	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	36	450	SH	DEFINED	7
OMNICOM GROUP INC	COM	681919106	337	4215	SH	DEFINED	9
ORACLE CORP	COM	68389X105	621	47042	SH	DEFINED	10
ORACLE CORP	COM	68389X105	134	10132	SH	DEF/OTH	10
ORACLE CORP	COM	68389X105	26	2000	SH	DEFINED	7
ORACLE CORP	COM	68389X105	293	22192	SH	DEFINED	9
PNC FINL SVCS GROUP INC	COM	693475105	1499	27525	SH	DEFINED	10
PNC FINL SVCS GROUP INC	COM	693475105	52	950	SH	DEF/OTH	10
PPG INDS INC	COM	693506107	2317	36925	SH	DEFINED	10
PPG INDS INC	COM	693506107	229	3650	SH	DEF/OTH	10
PPL CORP	COM	69351T106	121	2035	SH	DEFINED	10
PPL CORP	COM	69351T106	96	1620	SH	DEF/OTH	10
PALL CORP	COM	696429307	386	12700	SH	DEFINED	10
PALL CORP	COM	696429307	23	750	SH	DEF/OTH	10
PEABODY ENERGY CORP	COM	704549104	245	4700	SH	DEFINED	10
PEABODY ENERGY CORP	COM	704549104	16	300	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	13336	247287	SH	DEFINED	10
PEPSICO INC	COM	713448108	3495	64806	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	1413	26200	SH	DEFINED	7
PEPSICO INC	COM	713448108	176	3270	SH	DEFINED	9
PETSMART INC	COM	716768106	214	7050	SH	DEFINED	10
PFIZER INC	COM	717081103	11689	423826	SH	DEFINED	10
PFIZER INC	COM	717081103	2606	94472	SH	DEF/OTH	10
PFIZER INC	COM	717081103	70758	2565565	SH	DEFINED	7
PFIZER INC	COM	717081103	1483	53756	SH	DEFINED	9
PFIZER INC	COM	717081103	102	3690	SH	DEF/OTH	9
PHELPS DODGE CORP	COM	717265102	85	916	SH	DEFINED	10
PHELPS DODGE CORP	COM	717265102	19	200	SH	DEF/OTH	10
PHELPS DODGE CORP	COM	717265102	1203	13000	SH	DEFINED	9
PITNEY BOWES INC	COM	724479100	488	11210	SH	DEFINED	10
PITNEY BOWES INC	COM	724479100	287	6600	SH	DEF/OTH	10
PLUM CREEK TIMBER CO INC	COM	729251108	64	1760	SH	DEFINED	10
PLUM CREEK TIMBER CO INC	COM	729251108	219	6045	SH	DEF/OTH	10
POLARIS INDS INC	COM	731068102	594	11004	SH	DEFINED	10
POLARIS INDS INC	COM	731068102	7	130	SH	DEF/OTH	10
POPULAR INC	COM	733174106	494	19609	SH	DEFINED	10
POPULAR INC	COM	733174106	165	6550	SH	DEF/OTH	10
PRAXAIR INC	COM	74005P104	444	9525	SH	DEFINED	10
PRAXAIR INC	COM	74005P104	133	2850	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	15469	293258	SH	DEFINED	10
PROCTER & GAMBLE CO	COM	742718109	1857	35198	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	535	10150	SH	DEFINED	7
PROCTER & GAMBLE CO	COM	742718109	1376	26080	SH	DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	74	1400	SH	DEF/OTH	9
PROGRESS ENERGY INC	COM	743263105	315	6956	SH	DEFINED	10
PROGRESS ENERGY INC	COM	743263105	41	915	SH	DEF/OTH	10
PROGRESS ENERGY INC	COM	743263105	58694	1297400	SH	DEFINED	7
PROLOGIS	SH BEN INT	743410102	120720	3000000	SH	DEFINED	7
PRUDENTIAL FINL INC	COM	744320102	96	1468	SH	DEFINED	10
PRUDENTIAL FINL INC	COM	744320102	121	1849	SH	DEF/OTH	10
PRUDENTIAL FINL INC	COM	744320102	7	100	SH	DEFINED	7
PULTE HOMES INC	COM	745867101	249	2955	SH	DEFINED	10
QUALCOMM INC	COM	747525103	1199	36331	SH	DEFINED	10
QUALCOMM INC	COM	747525103	259	7842	SH	DEF/OTH	10
QUALCOMM INC	COM	747525103	119	3602	SH	DEFINED	7
QUALCOMM INC	COM	747525103	4952	150000	SH	PUT	DEFINED 7
QUEST DIAGNOSTICS INC	COM	74834L100	7525	141269	SH	DEFINED	10
QUEST DIAGNOSTICS INC	COM	74834L100	259	4867	SH	DEF/OTH	10
QUESTAR CORP	COM	748356102	294	4455	SH	DEFINED	10
QUESTAR CORP	COM	748356102	319	4840	SH	DEF/OTH	10
RAYTHEON CO	COM NEW	755111507	359	9175	SH	DEFINED	10

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RAYTHEON CO	COM NEW	755111507	23	591	SH	DEF/OTH	10
REALNETWORKS INC	COM	75605L104	1042	210000	SH	DEFINED	7
REGIONS FINANCIAL CORP NEW	COM	7591EP100	472	13923	SH	DEFINED	10
RESEARCH IN MOTION LTD	COM	760975102	425	5754	SH	DEFINED	7
RESEARCH IN MOTION LTD	COM	760975102	9874	133812	SH	PUT	DEFINED 7
ROSS STORES INC	COM	778296103	202	6975	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	671	10345	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	558	8591	SH	DEF/OTH	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	129	1980	SH	DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	1300	54736	SH	DEFINED	10
SBC COMMUNICATIONS INC	COM	78387G103	893	37614	SH	DEF/OTH	10
SBC COMMUNICATIONS INC	COM	78387G103	24	1000	SH	DEFINED	7
SBC COMMUNICATIONS INC	COM	78387G103	1997	84098	SH	DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	53	2250	SH	DEF/OTH	9
SLM CORP	COM	78442P106	922	18152	SH	DEFINED	10
SLM CORP	COM	78442P106	15	300	SH	DEF/OTH	10
SPDR TR	UNIT SER 1	78462F103	2443	20500	SH	DEFINED	9
SAFECO CORP	COM	786429100	263	4845	SH	DEFINED	10
SANDISK CORP	COM	80004C101	365	15370	SH	DEFINED	7
SARA LEE CORP	COM	803111103	234	11796	SH	DEFINED	10
SARA LEE CORP	COM	803111103	48	2417	SH	DEF/OTH	10
SCHEIN HENRY INC	COM	806407102	710	17109	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	170	8905	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	150	7850	SH	DEF/OTH	10
SCHERING PLOUGH CORP	COM	806605101	43	2240	SH	DEFINED	7
SCHLUMBERGER LTD	COM	806857108	3962	52178	SH	DEFINED	10
SCHLUMBERGER LTD	COM	806857108	552	7263	SH	DEF/OTH	10
SCHLUMBERGER LTD	COM	806857108	38	500	SH	DEFINED	9
SCHWAB CHARLES CORP NEW	COM	808513105	158	14000	SH	DEFINED	10
SCHWAB CHARLES CORP NEW	COM	808513105	225	19943	SH	DEF/OTH	10
SCIENTIFIC ATLANTA INC	COM	808655104	67	2000	SH	DEFINED	10
SCIENTIFIC ATLANTA INC	COM	808655104	173	5200	SH	DEF/OTH	10
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	9	200	SH	DEFINED	10
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	227	5100	SH	DEF/OTH	10
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3	90	SH	DEFINED	10
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	239	8100	SH	DEFINED	9
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	1923	96550	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	367	7800	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	137	2900	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	47	1000	SH	DEFINED	7
SIRIUS SATELLITE RADIO INC	COM	82966U103	79	12175	SH	DEFINED	10
SOCKET COMMUNICATIONS INC	COM	833672108	226	200000	SH	DEFINED	7
SOUTHERN CO	COM	842587107	1662	47940	SH	DEFINED	10
SOUTHERN CO	COM	842587107	1229	35456	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	682	30525	SH	DEFINED	10
SOVEREIGN BANCORP INC	COM	845905108	42	1889	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	4468	200000	SH	DEFINED	7
STANLEY WKS	COM	854616109	181	3975	SH	DEFINED	10
STANLEY WKS	COM	854616109	137	3000	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	13	275	SH	DEF/OTH	9
STAPLES INC	COM	855030102	5284	248197	SH	DEFINED	10
STAPLES INC	COM	855030102	778	36561	SH	DEF/OTH	10
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	1029	17575	SH	DEFINED	10
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	15	255	SH	DEF/OTH	10
STATE STR CORP	COM	857477103	3099	64234	SH	DEFINED	10
STATE STR CORP	COM	857477103	109	2255	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	245	5161	SH	DEFINED	10
STRYKER CORP	COM	863667101	131	2755	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1586	33350	SH	DEFINED	7
SUN LIFE FINL INC	COM	866796105	32	938	SH	DEFINED	10
SUN LIFE FINL INC	COM	866796105	250	7425	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	33	8800	SH	DEFINED	10

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SUN MICROSYSTEMS INC	COM	866810104	13	3500	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	7	1810	SH	DEFINED	7
SUNCOM WIRELESS HLDGS INC	CL A	86722Q108	43	20000	SH	DEFINED	9
SUNGARD DATA SYS INC	COM	867363103	539	15320	SH	DEFINED	10
SUNGARD DATA SYS INC	COM	867363103	83	2350	SH	DEF/OTH	10
SUNTRUST BKS INC	COM	867914103	2532	35050	SH	DEFINED	10
SUNTRUST BKS INC	COM	867914103	403	5575	SH	DEF/OTH	10
SYCAMORE NETWORKS INC	COM	871206108	0	100	SH	DEFINED	10
SYCAMORE NETWORKS INC	COM	871206108	104	30000	SH	DEFINED	7
SYCAMORE NETWORKS INC	COM	871206108	1	279	SH	DEFINED	9
SYMANTEC CORP	COM	871503108	3877	178338	SH	DEFINED	10
SYMANTEC CORP	COM	871503108	469	21576	SH	DEF/OTH	10
SYMMETRY MED INC	COM	871546206	6848	290922	SH	DEFINED	9
SYSCO CORP	COM	871829107	5134	141857	SH	DEFINED	10
SYSCO CORP	COM	871829107	781	21575	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	1171	32360	SH	DEFINED	7
TD BANKNORTH INC	COM	87235A101	136	4555	SH	DEFINED	10
TD BANKNORTH INC	COM	87235A101	78	2613	SH	DEF/OTH	10
TECO ENERGY INC	COM	872375100	179	9446	SH	DEFINED	10
TECO ENERGY INC	COM	872375100	36	1900	SH	DEF/OTH	10
TECO ENERGY INC	COM	872375100	33970	1796400	SH	DEFINED	7
TJX COS INC NEW	COM	872540109	310	12727	SH	DEFINED	10
TJX COS INC NEW	COM	872540109	67	2750	SH	DEF/OTH	10
TXU CORP	COM	873168108	706	8500	SH	DEFINED	10
TXU CORP	COM	873168108	116	1400	SH	DEF/OTH	10
TXU CORP	COM	873168108	12	150	SH	DEFINED	9
TARGET CORP	COM	87612E106	4811	88422	SH	DEFINED	10
TARGET CORP	COM	87612E106	386	7100	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	8045	286604	SH	DEFINED	10
TEXAS INSTRS INC	COM	882508104	555	19785	SH	DEF/OTH	10
TEXTRON INC	COM	883203101	392	5165	SH	DEFINED	10
TEXTRON INC	COM	883203101	80	1050	SH	DEF/OTH	10
3M CO	COM	88579Y101	10218	141329	SH	DEFINED	10
3M CO	COM	88579Y101	1661	22968	SH	DEF/OTH	10
3M CO	COM	88579Y101	43	600	SH	DEFINED	7
3M CO	COM	88579Y101	1359	18800	SH	DEFINED	9
TIDEWATER INC	COM	886423102	819	21480	SH	DEFINED	10
TIDEWATER INC	COM	886423102	57	1500	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	1295	77524	SH	DEFINED	10
TIME WARNER INC	COM	887317105	70	4160	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	2430	145450	SH	DEFINED	7
TIME WARNER INC	COM	887317105	84	5000	SH	DEFINED	9
TUPPERWARE CORP	COM	899896104	663	28376	SH	DEFINED	10
TUPPERWARE CORP	COM	899896104	144	6150	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	5667	194087	SH	DEFINED	10
TYCO INTL LTD NEW	COM	902124106	565	19348	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	59	2014	SH	DEFINED	9
US BANCORP DEL	COM NEW	902973304	1299	44494	SH	DEFINED	10
US BANCORP DEL	COM NEW	902973304	7	250	SH	DEF/OTH	10
US BANCORP DEL	COM NEW	902973304	226	7751	SH	DEFINED	7
ULTRA PETROLEUM CORP	COM	903914109	595	19600	SH	DEFINED	7
UNION PAC CORP	COM	907818108	621	9577	SH	DEFINED	10
UNION PAC CORP	COM	907818108	498	7680	SH	DEF/OTH	10
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	5533	1346186	SH	DEFINED	9
UNITED PARCEL SERVICE INC	CL B	911312106	288	4160	SH	DEFINED	10
UNITED PARCEL SERVICE INC	CL B	911312106	73	1049	SH	DEF/OTH	10
UNITED PARCEL SERVICE INC	CL B	911312106	55	800	SH	DEFINED	9
UNITED TECHNOLOGIES CORP	COM	913017109	8942	174140	SH	DEFINED	10
UNITED TECHNOLOGIES CORP	COM	913017109	763	14850	SH	DEF/OTH	10
UNITED TECHNOLOGIES CORP	COM	913017109	26	500	SH	DEFINED	7
UNITED TECHNOLOGIES CORP	COM	913017109	393	7653	SH	DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	7787	149350	SH	DEFINED	10

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UNITEDHEALTH GROUP INC	COM	91324P102	767	14710	SH	DEF/OTH	10
UNITEDHEALTH GROUP INC	COM	91324P102	1970	37784	SH	DEFINED	7
UNITEDHEALTH GROUP INC	COM	91324P102	1917	36758	SH	DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	76	1450	SH	DEF/OTH	9
UNIVISION COMMUNICATIONS INC	CL A	914906102	346	12575	SH	DEFINED	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	8	300	SH	DEF/OTH	10
VALERO ENERGY CORP NEW	COM	91913Y100	523	6605	SH	DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	1612	20380	SH	DEFINED	9
VALERO ENERGY CORP NEW	COM	91913Y100	51	650	SH	DEF/OTH	9
VARIAN MED SYS INC	COM	92220P105	1094	29295	SH	DEFINED	10
VARIAN MED SYS INC	COM	92220P105	10	271	SH	DEF/OTH	10
VANGUARD INDEX TR	STK MRK VIPERS	922908769	455	3885	SH	DEFINED	10
VANGUARD INDEX TR	STK MRK VIPERS	922908769	46	391	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	7417	214687	SH	DEFINED	10
VERIZON COMMUNICATIONS	COM	92343V104	2456	71071	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	172788	5001100	SH	DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	522	15108	SH	DEFINED	9
VIACOM INC	CL B	925524308	828	25870	SH	DEFINED	10
VIACOM INC	CL B	925524308	84	2632	SH	DEF/OTH	10
VIACOM INC	CL B	925524308	48	1500	SH	DEFINED	7
VIACOM INC	CL B	925524308	853	26632	SH	DEFINED	9
VIACOM INC	CL B	925524308	71	2228	SH	DEF/OTH	9
VISHAY INTERTECHNOLOGY INC	COM	928298108	198	16700	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	2243	92211	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	408	16762	SH	DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	20	815	SH	DEFINED	9
WACHOVIA CORP 2ND NEW	COM	929903102	3942	79480	SH	DEFINED	10
WACHOVIA CORP 2ND NEW	COM	929903102	768	15481	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	3572	74109	SH	DEFINED	10
WAL MART STORES INC	COM	931142103	624	12951	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	2576	53450	SH	DEFINED	7
WAL MART STORES INC	COM	931142103	1880	39013	SH	DEFINED	9
WAL MART STORES INC	COM	931142103	96	2000	SH	DEF/OTH	9
WALGREEN CO	COM	931422109	3433	74637	SH	DEFINED	10
WALGREEN CO	COM	931422109	440	9570	SH	DEF/OTH	10
WALGREEN CO	COM	931422109	591	12850	SH	DEFINED	7
WALGREEN CO	COM	931422109	32	700	SH	DEFINED	9
WASHINGTON MUT INC	COM	939322103	415	10196	SH	DEFINED	10
WASHINGTON MUT INC	COM	939322103	60	1473	SH	DEF/OTH	10
WASHINGTON MUT INC	COM	939322103	104	2550	SH	DEFINED	9
WASHINGTON POST CO	CL B	939640108	213	255	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	66	2400	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	504	18225	SH	DEF/OTH	10
WASTE MGMT INC DEL	COM	94106L109	331	11665	SH	DEFINED	10
WASTE MGMT INC DEL	COM	94106L109	4	150	SH	DEF/OTH	10
WASTE MGMT INC DEL	COM	94106L109	1417	50000	SH	DEFINED	7
WELLPOINT INC	COM	94973V107	2109	30286	SH	DEFINED	10
WELLPOINT INC	COM	94973V107	262	3758	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	4919	79877	SH	DEFINED	10
WELLS FARGO & CO NEW	COM	949746101	673	10935	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	7424	120559	SH	DEFINED	7
WELLS FARGO & CO NEW	COM	949746101	18	290	SH	DEFINED	9
WENDYS INTL INC	COM	950590109	641	13450	SH	DEFINED	10
WENDYS INTL INC	COM	950590109	14	300	SH	DEF/OTH	10
WEYERHAEUSER CO	COM	962166104	1502	23592	SH	DEFINED	10
WEYERHAEUSER CO	COM	962166104	73	1150	SH	DEF/OTH	10
WISCONSIN ENERGY CORP	COM	976657106	344	8816	SH	DEFINED	10
WISCONSIN ENERGY CORP	COM	976657106	129	3300	SH	DEF/OTH	10
WORTHINGTON INDS INC	COM	981811102	259	16400	SH	DEFINED	10
WORTHINGTON INDS INC	COM	981811102	35	2200	SH	DEF/OTH	10
WRIGLEY WM JR CO	COM	982526105	3269	47487	SH	DEFINED	10
WRIGLEY WM JR CO	COM	982526105	67	970	SH	DEF/OTH	10

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WYETH	COM	983024100	2201	49464	SH	DEFINED	10
WYETH	COM	983024100	1954	43901	SH	DEF/OTH	10
WYETH	COM	983024100	31	700	SH	DEFINED	7
WYETH	COM	983024100	263	5914	SH	DEFINED	9
WYNDHAM INTL INC	CL A	983101106	139	125000	SH	DEFINED	9
YAHOO INC	COM	984332106	146	4200	SH	DEFINED	10
YAHOO INC	COM	984332106	35	1000	SH	DEF/OTH	10
YAHOO INC	COM	984332106	6930	200000	SH	DEFINED	7
YAHOO INC	COM	984332106	32	936	SH	DEFINED	9
YUM BRANDS INC	COM	988498101	388	7445	SH	DEFINED	10
YUM BRANDS INC	COM	988498101	264	5075	SH	DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	4901	64349	SH	DEFINED	10
ZIMMER HLDGS INC	COM	98956P102	630	8268	SH	DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	17	220	SH	DEFINED	9
GLOBALSANTAFE CORP	SHS	G3930E101	3477	85231	SH	DEFINED	10
GLOBALSANTAFE CORP	SHS	G3930E101	79	1928	SH	DEF/OTH	10
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	3223	45174	SH	DEFINED	10
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	375	5257	SH	DEF/OTH	10
NABORS INDUSTRIES LTD	SHS	G6359F103	788	13003	SH	DEFINED	10
NABORS INDUSTRIES LTD	SHS	G6359F103	37	615	SH	DEF/OTH	10
TRANSOCEAN INC	ORD	G90078109	143	2650	SH	DEFINED	10
TRANSOCEAN INC	ORD	G90078109	507	9400	SH	DEFINED	7
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	811	16775	SH	DEFINED	10
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	37	760	SH	DEF/OTH	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	2031	153780	SH	DEFINED	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	69	5250	SH	DEF/OTH	10