

ROYAL BANK OF SCOTLAND GROUP PLC

Form 13F-HR

February 10, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: December 31, 2004

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 February 10th, 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: 914  
 Form 13F Information Table Value Total: \$1,224,117,827

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	283	50000	SH		DEFINED	9
AFLAC INC	COM	001055102	1461	36669	SH		DEFINED	10
AFLAC INC	COM	001055102	217	5450	SH		DEF/OTH	10
AFLAC INC	COM	001055102	159	3980	SH		DEFINED	7
ABBOTT LABS	COM	002824100	2896	62072	SH		DEFINED	10
ABBOTT LABS	COM	002824100	676	14486	SH		DEF/OTH	10
ABBOTT LABS	COM	002824100	217	4650	SH		DEFINED	7
ABBOTT LABS	COM	002824100	1312	28126	SH		DEFINED	9
ABBOTT LABS	COM	002824100	231	4945	SH		DEF/OTH	9
ADOBE SYS INC	COM	00724F101	820	13077	SH		DEFINED	10
ADOBE SYS INC	COM	00724F101	193	3075	SH		DEF/OTH	10
AETNA INC NEW	COM	00817Y108	762	6108	SH		DEFINED	10
AETNA INC NEW	COM	00817Y108	157	1259	SH		DEF/OTH	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	536	8907	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	169	6996	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	66	2734	SH		DEF/OTH	10
AGILENT TECHNOLOGIES INC	COM	00846U101	13	534	SH		DEFINED	7
AIR PRODS & CHEMS INC	COM	009158106	959	16540	SH		DEFINED	10
AIR PRODS & CHEMS INC	COM	009158106	305	5257	SH		DEF/OTH	10
ALAMOSA HLDGS INC	COM	011589108	1247	100000	SH		DEFINED	9
ALBERTO CULVER CO	COM	013068101	1493	30738	SH		DEFINED	10
ALBERTO CULVER CO	COM	013068101	213	4394	SH		DEF/OTH	10
ALCOA INC	COM	013817101	4314	137306	SH		DEFINED	10
ALCOA INC	COM	013817101	400	12740	SH		DEF/OTH	10
ALCOA INC	COM	013817101	126	4000	SH		DEFINED	9
ALLERGAN INC	COM	018490102	863	10642	SH		DEFINED	10
ALLERGAN INC	COM	018490102	126	1550	SH		DEF/OTH	10
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	371	40000	SH		DEFINED	9
ALLMERICA FINL CORP	COM	019754100	338	10304	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	4619	89304	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	267	5162	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	2192	37309	SH		DEFINED	10
ALLTEL CORP	COM	020039103	277	4714	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	21	355	SH		DEFINED	7
ALTRIA GROUP INC	COM	02209S103	656	10734	SH		DEFINED	10
ALTRIA GROUP INC	COM	02209S103	1146	18751	SH		DEF/OTH	10
ALTRIA GROUP INC	COM	02209S103	331	5425	SH		DEFINED	7
ALTRIA GROUP INC	COM	02209S103	187	3061	SH		DEFINED	9
ALTRIA GROUP INC	COM	02209S103	111	1820	SH		DEF/OTH	9

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AMBAC FINL GROUP INC	COM	023139108	4285	52174	SH		DEFINED	10
AMBAC FINL GROUP INC	COM	023139108	412	5012	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	4563	80947	SH		DEFINED	10
AMERICAN EXPRESS CO	COM	025816109	1072	19024	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	45	800	SH		DEFINED	7
AMERICAN EXPRESS CO	COM	025816109	1597	28332	SH		DEFINED	9
AMERICAN EXPRESS CO	COM	025816109	147	2600	SH		DEF/OTH	9
AMERICAN INTL GROUP INC	COM	026874107	14698	223812	SH		DEFINED	10
AMERICAN INTL GROUP INC	COM	026874107	8285	126155	SH		DEF/OTH	10
AMERICAN INTL GROUP INC	COM	026874107	1094	16652	SH		DEFINED	7
AMERICAN INTL GROUP INC	COM	026874107	2079	31655	SH		DEFINED	9
AMERICAN INTL GROUP INC	COM	026874107	152	2315	SH		DEF/OTH	9
AMGEN INC	COM	031162100	6929	108019	SH		DEFINED	10
AMGEN INC	COM	031162100	738	11507	SH		DEF/OTH	10
AMGEN INC	COM	031162100	291	4530	SH		DEFINED	7
AMGEN INC	COM	031162100	1006	15688	SH		DEFINED	9
AMGEN INC	COM	031162100	96	1500	SH		DEF/OTH	9
ANADARKO PETE CORP	COM	032511107	187	2892	SH		DEFINED	10
ANADARKO PETE CORP	COM	032511107	83	1277	SH		DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	681	18456	SH		DEFINED	10
ANALOG DEVICES INC	COM	032654105	41	1100	SH		DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	11	300	SH		DEFINED	7
ANHEUSER BUSCH COS INC	COM	035229103	5868	115664	SH		DEFINED	10
ANHEUSER BUSCH COS INC	COM	035229103	136	2675	SH		DEF/OTH	10
ANHEUSER BUSCH COS INC	COM	035229103	619	12200	SH		DEFINED	7
ANHEUSER BUSCH COS INC	COM	035229103	198	3900	SH		DEFINED	9
APACHE CORP	COM	037411105	587	11602	SH		DEFINED	10
APACHE CORP	COM	037411105	58	1152	SH		DEF/OTH	10
APPLIED MATLS INC	COM	038222105	3400	198823	SH		DEFINED	10
APPLIED MATLS INC	COM	038222105	438	25630	SH		DEF/OTH	10
APPLIED MATLS INC	COM	038222105	750	43844	SH	CALL	OTHER	7
APPLIED MATLS INC	COM	038222105	10073	589064	SH	PUT	DEFINED	7
APPLIED MATLS INC	COM	038222105	209	12200	SH		DEFINED	9
AQUILA INC	COM	03840P102	461	124800	SH		DEFINED	9
ARCHER DANIELS MIDLAND CO	COM	039483102	4444	199203	SH		DEFINED	10
ARCHER DANIELS MIDLAND CO	COM	039483102	281	12598	SH		DEF/OTH	10
ATMEL CORP	COM	049513104	44	11300	SH		DEFINED	10
ATMEL CORP	COM	049513104	10	2500	SH		DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	4911	110744	SH		DEFINED	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	1126	25400	SH		DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	44	1000	SH		DEFINED	7
AUTOMATIC DATA PROCESSING IN	COM	053015103	149	3350	SH		DEFINED	9
AVAYA INC	COM	053499109	779	45263	SH		DEFINED	10
AVAYA INC	COM	053499109	57	3339	SH		DEF/OTH	10
AVERY DENNISON CORP	COM	053611109	395	6590	SH		DEFINED	10
AVERY DENNISON CORP	COM	053611109	120	2000	SH		DEF/OTH	10
AVON PRODS INC	COM	054303102	1582	40883	SH		DEFINED	10
AVON PRODS INC	COM	054303102	83	2150	SH		DEF/OTH	10
BB&T CORP	COM	054937107	423	10057	SH		DEFINED	10
BB&T CORP	COM	054937107	45	1075	SH		DEF/OTH	10
BJ SVCS CO	COM	055482103	175	3751	SH		DEFINED	10
BJ SVCS CO	COM	055482103	163	3500	SH		DEFINED	7
BJ SVCS CO	COM	055482103	3805	81765	SH	PUT	DEFINED	7
BJ SVCS CO	COM	055482103	321	6890	SH		DEFINED	9
BP PLC	SPONSORED ADR	055622104	4133	70779	SH		DEFINED	10
BP PLC	SPONSORED ADR	055622104	1779	30466	SH		DEF/OTH	10
BP PLC	SPONSORED ADR	055622104	348	5962	SH		DEFINED	9
BAKER HUGHES INC	COM	057224107	3862	90511	SH		DEFINED	10
BAKER HUGHES INC	COM	057224107	71	1665	SH		DEF/OTH	10
BALL CORP	COM	058498106	217	4925	SH		DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	17111	364139	SH		DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	4862	103468	SH		DEF/OTH	10

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BANK OF AMERICA CORPORATION	COM	060505104	473	10060	SH	DEFINED	7
BANK OF AMERICA CORPORATION	COM	060505104	1944	41367	SH	DEFINED	9
BANK OF AMERICA CORPORATION	COM	060505104	166	3540	SH	DEF/OTH	9
BANK NEW YORK INC	COM	064057102	442	13225	SH	DEFINED	10
BANK NEW YORK INC	COM	064057102	195	5825	SH	DEF/OTH	10
BANK NEW YORK INC	COM	064057102	98	2930	SH	DEFINED	7
BANKNORTH GROUP INC NEW	COM	06646R107	1349	36852	SH	DEFINED	10
BANKNORTH GROUP INC NEW	COM	06646R107	218	5959	SH	DEF/OTH	10
BARD C R INC	COM	067383109	532	8319	SH	DEFINED	10
BARD C R INC	COM	067383109	392	6123	SH	DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	3324	103004	SH	DEFINED	10
BARNES & NOBLE INC	COM	067774109	100	3085	SH	DEF/OTH	10
BAXTER INTL INC	COM	071813109	445	12891	SH	DEFINED	10
BAXTER INTL INC	COM	071813109	138	3982	SH	DEF/OTH	10
BEAR STEARNS COS INC	COM	073902108	278	2713	SH	DEFINED	10
BEAR STEARNS COS INC	COM	073902108	8	75	SH	DEF/OTH	10
BECKMAN COULTER INC	COM	075811109	253	3775	SH	DEFINED	10
BECTON DICKINSON & CO	COM	075887109	882	15525	SH	DEFINED	10
BECTON DICKINSON & CO	COM	075887109	98	1725	SH	DEF/OTH	10
BED BATH & BEYOND INC	COM	075896100	269	6750	SH	DEFINED	10
BED BATH & BEYOND INC	COM	075896100	60	1500	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	1434	51604	SH	DEFINED	10
BELLSOUTH CORP	COM	079860102	788	28346	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	11	400	SH	DEFINED	7
BELLSOUTH CORP	COM	079860102	69	2500	SH	DEFINED	9
BELO CORP	COM SER A	080555105	3502	133470	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	126	43	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	907	309	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	91	31	SH	DEFINED	7
BEST BUY INC	COM	086516101	3231	54373	SH	DEFINED	10
BEST BUY INC	COM	086516101	53	900	SH	DEF/OTH	10
BIOMET INC	COM	090613100	4783	110229	SH	DEFINED	10
BIOMET INC	COM	090613100	509	11725	SH	DEF/OTH	10
BLACK & DECKER CORP	COM	091797100	488	5525	SH	DEFINED	10
BLACK & DECKER CORP	COM	091797100	93	1050	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	161	3287	SH	DEFINED	10
BLOCK H & R INC	COM	093671105	69	1400	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	25	500	SH	DEFINED	7
BOEING CO	COM	097023105	337	6504	SH	DEFINED	10
BOEING CO	COM	097023105	397	7674	SH	DEF/OTH	10
BOEING CO	COM	097023105	36	700	SH	DEFINED	9
BOTTOMLINE TECH DEL INC	COM	101388106	2976	205800	SH	DEF/OTH	10
BRIGGS & STRATTON CORP	COM	109043109	220	5290	SH	DEFINED	10
BRIGGS & STRATTON CORP	COM	109043109	183	4400	SH	DEF/OTH	10
BRINKER INTL INC	COM	109641100	212	6050	SH	DEFINED	10
BRINKER INTL INC	COM	109641100	26	750	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	2697	105275	SH	DEFINED	10
BRISTOL MYERS SQUIBB CO	COM	110122108	1003	39162	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	56	2200	SH	DEFINED	9
BURLINGTON NORTHN SANTA FE C	COM	12189T104	303	6407	SH	DEFINED	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	19	400	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	52	1202	SH	DEFINED	10
BURLINGTON RES INC	COM	122014103	13	300	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	381	8760	SH	DEFINED	7
C D W CORP	COM	12512N105	7	100	SH	DEFINED	10
C D W CORP	COM	12512N105	1597	24070	SH	DEFINED	7
CIT GROUP INC	COM	125581108	1497	32678	SH	DEFINED	10
CIT GROUP INC	COM	125581108	9	200	SH	DEF/OTH	10
CSX CORP	COM	126408103	254	6345	SH	DEFINED	10
CSX CORP	COM	126408103	72	1800	SH	DEF/OTH	10
CVS CORP	COM	126650100	5884	130562	SH	DEFINED	10
CVS CORP	COM	126650100	389	8640	SH	DEF/OTH	10

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CVS CORP	COM	126650100	22	485	SH	DEFINED	9
CALPINE CORP	COM	131347106	453	115000	SH	DEFINED	9
CAPITAL ONE FINL CORP	COM	14040H105	4692	55715	SH	DEFINED	10
CAPITAL ONE FINL CORP	COM	14040H105	92	1090	SH	DEF/OTH	10
CAPITAL ONE FINL CORP	COM	14040H105	27	325	SH	DEFINED	7
CARDINAL HEALTH INC	COM	14149Y108	6	100	SH	DEFINED	10
CARDINAL HEALTH INC	COM	14149Y108	93	1600	SH	DEF/OTH	10
CARDINAL HEALTH INC	COM	14149Y108	249	4287	SH	DEFINED	7
CARNIVAL CORP	PAIRED CTF	143658300	2266	39322	SH	DEFINED	10
CARNIVAL CORP	PAIRED CTF	143658300	190	3304	SH	DEF/OTH	10
CATERPILLAR INC DEL	COM	149123101	1430	14670	SH	DEFINED	10
CATERPILLAR INC DEL	COM	149123101	94	960	SH	DEF/OTH	10
CATERPILLAR INC DEL	COM	149123101	585	6000	SH	DEFINED	7
CENDANT CORP	COM	151313103	4689	200575	SH	DEFINED	10
CENDANT CORP	COM	151313103	26	1100	SH	DEF/OTH	10
CENDANT CORP	COM	151313103	70	3000	SH	DEFINED	9
CERNER CORP	COM	156782104	380	7150	SH	DEFINED	10
CERNER CORP	COM	156782104	7	125	SH	DEF/OTH	10
CHARLES RIV LABS INTL INC	COM	159864107	355	7725	SH	DEFINED	10
CHARTER COMMUNICATIONS INC D	CL A	16117M107	526	235000	SH	DEFINED	9
CHEVRONTEXACO CORP	COM	166764100	15516	295478	SH	DEFINED	10
CHEVRONTEXACO CORP	COM	166764100	2936	55914	SH	DEF/OTH	10
CHEVRONTEXACO CORP	COM	166764100	319	6072	SH	DEFINED	7
CHEVRONTEXACO CORP	COM	166764100	410	7812	SH	DEFINED	9
CHICOS FAS INC	COM	168615102	412	9050	SH	DEFINED	10
CHICOS FAS INC	COM	168615102	20	450	SH	DEF/OTH	10
CHITTENDEN CORP	COM	170228100	329	11459	SH	DEFINED	10
CHUBB CORP	COM	171232101	15	200	SH	DEFINED	10
CHUBB CORP	COM	171232101	216	2804	SH	DEF/OTH	10
CHUBB CORP	COM	171232101	123	1600	SH	DEFINED	9
CIRCUIT CITY STORE INC	COM	172737108	175	11200	SH	DEFINED	10
CISCO SYS INC	COM	17275R102	9319	482343	SH	DEFINED	10
CISCO SYS INC	COM	17275R102	1211	62698	SH	DEF/OTH	10
CISCO SYS INC	COM	17275R102	1229	63606	SH	DEFINED	7
CISCO SYS INC	COM	17275R102	32305	1672127	SH	PUT	DEFINED 7
CISCO SYS INC	COM	17275R102	1177	60944	SH	DEFINED	9
CISCO SYS INC	COM	17275R102	108	5615	SH	DEF/OTH	9
CINTAS CORP	COM	172908105	178	4060	SH	DEFINED	10
CINTAS CORP	COM	172908105	39	900	SH	DEFINED	7
CITIGROUP INC	COM	172967101	14549	301972	SH	DEFINED	10
CITIGROUP INC	COM	172967101	2375	49291	SH	DEF/OTH	10
CITIGROUP INC	COM	172967101	857	17779	SH	DEFINED	7
CITIGROUP INC	COM	172967101	1280	26561	SH	PUT	DEFINED 7
CITIGROUP INC	COM	172967101	2167	44973	SH	DEFINED	9
CITIGROUP INC	COM	172967101	172	3575	SH	DEF/OTH	9
CLOROX CO DEL	COM	189054109	2709	45975	SH	DEFINED	10
CLOROX CO DEL	COM	189054109	106	1800	SH	DEF/OTH	10
CLOROX CO DEL	COM	189054109	136	2300	SH	DEFINED	9
COACH INC	COM	189754104	794	14080	SH	DEFINED	10
COACH INC	COM	189754104	138	2438	SH	DEF/OTH	10
COACH INC	COM	189754104	837	14833	SH	DEFINED	9
COACH INC	COM	189754104	98	1743	SH	DEF/OTH	9
COCA COLA CO	COM	191216100	3704	88958	SH	DEFINED	10
COCA COLA CO	COM	191216100	2236	53689	SH	DEF/OTH	10
COCA COLA CO	COM	191216100	968	23253	SH	DEFINED	7
COCA COLA CO	COM	191216100	414	9940	SH	DEFINED	9
COGNOS INC	COM	19244C109	544	12355	SH	DEFINED	10
COGNOS INC	COM	19244C109	15	350	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM	194162103	373	7292	SH	DEFINED	10
COLGATE PALMOLIVE CO	COM	194162103	302	5900	SH	DEF/OTH	10
COLGATE PALMOLIVE CO	COM	194162103	288	5632	SH	DEFINED	9
COLLINS & AIKMAN CORP NEW	COM NEW	194830204	214	49000	SH	DEFINED	9

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COMCAST CORP NEW	CL A	20030N101	2057	61812	SH	DEFINED	10
COMCAST CORP NEW	CL A	20030N101	537	16122	SH	DEF/OTH	10
COMCAST CORP NEW	CL A	20030N101	9984	300000	SH	DEFINED	7
COMMERCE BANCORP INC NJ	COM	200519106	225	3500	SH	DEFINED	10
COMMUNITY HEALTH SYS INC NEW	COM	203668108	530	19020	SH	DEFINED	9
COMMUNITY HEALTH SYS INC NEW	COM	203668108	45	1600	SH	DEF/OTH	9
COMPUTER SCIENCES CORP	COM	205363104	4711	83568	SH	DEFINED	10
COMPUTER SCIENCES CORP	COM	205363104	135	2399	SH	DEF/OTH	10
CONAGRA FOODS INC	COM	205887102	461	15655	SH	DEFINED	10
CONAGRA FOODS INC	COM	205887102	69	2350	SH	DEF/OTH	10
CONOCOPHILLIPS	COM	20825C104	10505	120980	SH	DEFINED	10
CONOCOPHILLIPS	COM	20825C104	1100	12670	SH	DEF/OTH	10
CONOCOPHILLIPS	COM	20825C104	169	1950	SH	DEFINED	9
CONSOLIDATED EDISON INC	COM	209115104	125	2850	SH	DEFINED	10
CONSOLIDATED EDISON INC	COM	209115104	194	4444	SH	DEF/OTH	10
CONSTELLATION BRANDS INC	CL A	21036P108	1079	23200	SH	DEFINED	10
CONSTELLATION BRANDS INC	CL A	21036P108	58	1250	SH	DEF/OTH	10
CONSTAR INTL INC NEW	COM	21036U107	97	12500	SH	DEFINED	9
CONSTELLATION ENERGY GROUP I	COM	210371100	374	8562	SH	DEFINED	10
CONSTELLATION ENERGY GROUP I	COM	210371100	128	2935	SH	DEF/OTH	10
CORNING INC	COM	219350105	62	5284	SH	DEFINED	10
CORNING INC	COM	219350105	79	6670	SH	DEF/OTH	10
COUNTRYWIDE FINANCIAL CORP	COM	222372104	163	4396	SH	DEFINED	10
COUNTRYWIDE FINANCIAL CORP	COM	222372104	237	6398	SH	DEF/OTH	10
DST SYS INC DEL	COM	233326107	206	3950	SH	DEFINED	10
DST SYS INC DEL	COM	233326107	10	200	SH	DEF/OTH	10
DTE ENERGY CO	COM	233331107	2272	52679	SH	DEFINED	10
DTE ENERGY CO	COM	233331107	108	2500	SH	DEF/OTH	10
DANAHER CORP DEL	COM	235851102	898	15650	SH	DEFINED	10
DANAHER CORP DEL	COM	235851102	195	3400	SH	DEF/OTH	10
DARDEN RESTAURANTS INC	COM	237194105	397	14303	SH	DEFINED	10
DARDEN RESTAURANTS INC	COM	237194105	141	5075	SH	DEF/OTH	10
DELL INC	COM	24702R101	6227	147767	SH	DEFINED	10
DELL INC	COM	24702R101	500	11875	SH	DEF/OTH	10
DELL INC	COM	24702R101	78	1850	SH	DEFINED	7
DELL INC	COM	24702R101	320	7590	SH	DEFINED	9
DELTA AIR LINES INC DEL	NOTE 8.000% 6/0	247361YP7	1318	2000000	SH	DEFINED	9
DENTSPLY INTL INC NEW	COM	249030107	4542	80821	SH	DEFINED	10
DENTSPLY INTL INC NEW	COM	249030107	237	4215	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM	25179M103	1697	43611	SH	DEFINED	10
DEVON ENERGY CORP NEW	COM	25179M103	38	984	SH	DEF/OTH	10
DIEBOLD INC	COM	253651103	205	3687	SH	DEFINED	10
DIEBOLD INC	COM	253651103	289	5187	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	4948	177984	SH	DEFINED	10
DISNEY WALT CO	COM DISNEY	254687106	363	13045	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY	254687106	30	1080	SH	DEFINED	7
DISNEY WALT CO	COM DISNEY	254687106	61	2200	SH	DEFINED	9
DISNEY WALT CO	COM DISNEY	254687106	11	402	SH	DEF/OTH	9
DOMINION RES INC VA NEW	COM	25746U109	1676	24737	SH	DEFINED	10
DOMINION RES INC VA NEW	COM	25746U109	276	4073	SH	DEF/OTH	10
DOMINION RES INC VA NEW	COM	25746U109	54	800	SH	DEFINED	7
DONALDSON INC	COM	257651109	868	26646	SH	DEFINED	10
DONALDSON INC	COM	257651109	28	850	SH	DEF/OTH	10
DONALDSON INC	COM	257651109	12	360	SH	DEFINED	7
DONNELLEY R R & SONS CO	COM	257867101	2615	74109	SH	DEFINED	10
DONNELLEY R R & SONS CO	COM	257867101	391	11085	SH	DEF/OTH	10
DOVER CORP	COM	260003108	478	11400	SH	DEFINED	10
DOW CHEM CO	COM	260543103	1812	36608	SH	DEFINED	10
DOW CHEM CO	COM	260543103	249	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	16086	200000	SH	DEFINED	7
DU PONT E I DE NEMOURS & CO	COM	263534109	2304	46966	SH	DEFINED	10

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DU PONT E I DE NEMOURS & CO	COM	263534109	1154	23526	SH	DEF/OTH	10
DU PONT E I DE NEMOURS & CO	COM	263534109	943	19218	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM	263534109	98	2000	SH	DEF/OTH	9
DUKE ENERGY CORP	COM	264399106	1085	42838	SH	DEFINED	10
DUKE ENERGY CORP	COM	264399106	128	5050	SH	DEF/OTH	10
DUKE ENERGY CORP	COM	264399106	33	1300	SH	DEFINED	7
DUKE ENERGY CORP	COM	264399106	82	3221	SH	DEFINED	9
DYCOM INDS INC	COM	267475101	1557	51000	SH	DEFINED	10
DYNEGY INC NEW	CL A	26816Q101	586	126900	SH	DEFINED	9
E M C CORP MASS	COM	268648102	919	61777	SH	DEFINED	10
E M C CORP MASS	COM	268648102	213	14350	SH	DEF/OTH	10
E M C CORP MASS	COM	268648102	141	9450	SH	DEFINED	7
EOG RES INC	COM	26875P101	349	4896	SH	DEFINED	10
EATON CORP	COM	278058102	2630	36352	SH	DEFINED	10
EATON CORP	COM	278058102	4	50	SH	DEF/OTH	10
EBAY INC	COM	278642103	222	1906	SH	DEFINED	7
ECOLAB INC	COM	278865100	2404	68434	SH	DEFINED	10
ECOLAB INC	COM	278865100	454	12925	SH	DEF/OTH	10
ELECTRONIC ARTS INC	COM	285512109	1210	19625	SH	DEFINED	10
ELECTRONIC DATA SYS NEW	COM	285661104	37	1600	SH	DEFINED	10
ELECTRONIC DATA SYS NEW	COM	285661104	16	700	SH	DEF/OTH	10
ELECTRONIC DATA SYS NEW	COM	285661104	873	37771	SH	DEFINED	9
EMERSON ELEC CO	COM	291011104	1698	24217	SH	DEFINED	10
EMERSON ELEC CO	COM	291011104	394	5620	SH	DEF/OTH	10
ENERGIZER HLDGS INC	COM	29266R108	356	7159	SH	DEFINED	10
ENERGIZER HLDGS INC	COM	29266R108	51	1017	SH	DEF/OTH	10
ENTERGY CORP NEW	COM	29364G103	2294	33944	SH	DEFINED	10
ENTERGY CORP NEW	COM	29364G103	360	5332	SH	DEF/OTH	10
EQUITABLE RES INC	COM	294549100	4098	67562	SH	DEFINED	10
EQUITABLE RES INC	COM	294549100	402	6620	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	1937	61501	SH	DEFINED	7
EXELON CORP	COM	30161N101	1046	23727	SH	DEFINED	10
EXELON CORP	COM	30161N101	282	6405	SH	DEF/OTH	10
EXPRESS SCRIPTS INC	COM	302182100	1437	18796	SH	DEFINED	10
EXXON MOBIL CORP	COM	30231G102	25799	503295	SH	DEFINED	10
EXXON MOBIL CORP	COM	30231G102	12071	235483	SH	DEF/OTH	10
EXXON MOBIL CORP	COM	30231G102	1415	27610	SH	DEFINED	7
EXXON MOBIL CORP	COM	30231G102	2995	58425	SH	DEFINED	9
EXXON MOBIL CORP	COM	30231G102	238	4650	SH	DEF/OTH	9
FPL GROUP INC	COM	302571104	5721	76533	SH	DEFINED	10
FPL GROUP INC	COM	302571104	832	11134	SH	DEF/OTH	10
FAIR ISAAC CORP	COM	303250104	524	14291	SH	DEFINED	10
FEDERAL HOME LN MTG CORP	COM	313400301	4127	56003	SH	DEFINED	10
FEDERAL HOME LN MTG CORP	COM	313400301	551	7475	SH	DEF/OTH	10
FEDERAL NATL MTG ASSN	COM	313586109	1034	14520	SH	DEFINED	10
FEDERAL NATL MTG ASSN	COM	313586109	153	2155	SH	DEF/OTH	10
FEDERAL NATL MTG ASSN	COM	313586109	195	2740	SH	DEFINED	9
FEDEX CORP	COM	31428X106	4074	41365	SH	DEFINED	10
FEDEX CORP	COM	31428X106	260	2639	SH	DEF/OTH	10
FIRST DATA CORP	COM	319963104	1867	43884	SH	DEFINED	10
FIRST DATA CORP	COM	319963104	571	13429	SH	DEF/OTH	10
FIRST DATA CORP	COM	319963104	309	7261	SH	DEFINED	7
FIRST HORIZON NATL CORP	COM	320517105	379	8785	SH	DEFINED	10
FIRST HORIZON NATL CORP	COM	320517105	22	500	SH	DEF/OTH	10
FISERV INC	COM	337738108	1211	30134	SH	DEFINED	10
FISERV INC	COM	337738108	81	2018	SH	DEF/OTH	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	150	10257	SH	DEFINED	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	59	3998	SH	DEF/OTH	10
FORD MTR CO DEL	COM PAR \$0.01	345370860	51	3500	SH	DEFINED	7
FORD MTR CO DEL	COM PAR \$0.01	345370860	285	19481	SH	DEFINED	9
FOREST LABS INC	COM	345838106	139	3100	SH	DEFINED	10

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FOREST LABS INC	COM	345838106	90	2000	SH	DEF/OTH	10
FORTUNE BRANDS INC	COM	349631101	594	7700	SH	DEFINED	10
FORTUNE BRANDS INC	COM	349631101	195	2525	SH	DEF/OTH	10
FOX ENTMT GROUP INC	CL A	35138T107	1913	61182	SH	DEFINED	10
FRANKLIN RES INC	COM	354613101	12	175	SH	DEFINED	10
FRANKLIN RES INC	COM	354613101	765	10986	SH	DEFINED	7
GAMESTOP CORP	COM CL B	36466R200	836	37326	SH	DEFINED	10
GAMESTOP CORP	COM CL B	36466R200	29	1306	SH	DEF/OTH	10
GANNETT INC	COM	364730101	3514	43013	SH	DEFINED	10
GANNETT INC	COM	364730101	104	1270	SH	DEF/OTH	10
GAP INC DEL	COM	364760108	933	44184	SH	DEFINED	10
GAP INC DEL	COM	364760108	100	4750	SH	DEF/OTH	10
GENERAL DYNAMICS CORP	COM	369550108	1293	12358	SH	DEFINED	10
GENERAL DYNAMICS CORP	COM	369550108	150	1433	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	30507	835819	SH	DEFINED	10
GENERAL ELEC CO	COM	369604103	13085	358506	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	1218	33360	SH	DEFINED	7
GENERAL ELEC CO	COM	369604103	3834	105031	SH	DEFINED	9
GENERAL ELEC CO	COM	369604103	676	18524	SH	DEF/OTH	9
GENERAL MLS INC	COM	370334104	2621	52733	SH	DEFINED	10
GENERAL MLS INC	COM	370334104	301	6050	SH	DEF/OTH	10
GENERAL MTRS CORP	COM	370442105	357	8915	SH	DEFINED	10
GENERAL MTRS CORP	COM	370442105	381	9517	SH	DEF/OTH	10
GENTEX CORP	COM	371901109	21	575	SH	DEFINED	10
GENTEX CORP	COM	371901109	185	5000	SH	DEF/OTH	10
GENZYME CORP	COM GENL DIV	372917104	264	4550	SH	DEFINED	10
GENZYME CORP	COM GENL DIV	372917104	98	1682	SH	DEF/OTH	10
GEORGIA PAC CORP	COM	373298108	2197	58611	SH	DEFINED	10
GEORGIA PAC CORP	COM	373298108	239	6376	SH	DEF/OTH	10
GILLETTE CO	COM	375766102	1439	32125	SH	DEFINED	10
GILLETTE CO	COM	375766102	429	9591	SH	DEF/OTH	10
GILLETTE CO	COM	375766102	358	8000	SH	DEFINED	7
GILLETTE CO	COM	375766102	116	2600	SH	DEFINED	9
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	179	3787	SH	DEFINED	10
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	518	10941	SH	DEF/OTH	10
GOLDEN WEST FINL CORP DEL	COM	381317106	115	1875	SH	DEFINED	10
GOLDEN WEST FINL CORP DEL	COM	381317106	86	1400	SH	DEF/OTH	10
GOLDEN WEST FINL CORP DEL	COM	381317106	135	2200	SH	DEFINED	9
GOLDMAN SACHS GROUP INC	COM	38141G104	801	7697	SH	DEFINED	10
GOLDMAN SACHS GROUP INC	COM	38141G104	154	1485	SH	DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM	38141G104	247	2370	SH	DEFINED	7
GRAINGER W W INC	COM	384802104	975	14635	SH	DEFINED	10
GRAINGER W W INC	COM	384802104	179	2682	SH	DEF/OTH	10
GTECH HLDGS CORP	COM	400518106	622	23950	SH	DEFINED	10
GTECH HLDGS CORP	COM	400518106	60	2300	SH	DEF/OTH	10
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	2132	47000	SH	DEFINED	9
HNI CORP	COM	404251100	215	5000	SH	DEFINED	10
HNI CORP	COM	404251100	6	150	SH	DEF/OTH	10
HSBC HLDGS PLC	SPON ADR NEW	404280406	149	1751	SH	DEFINED	10
HSBC HLDGS PLC	SPON ADR NEW	404280406	54	640	SH	DEF/OTH	10
HALLIBURTON CO	COM	406216101	71	1800	SH	DEFINED	10
HALLIBURTON CO	COM	406216101	352	8965	SH	DEF/OTH	10
HARLEY DAVIDSON INC	COM	412822108	775	12749	SH	DEFINED	10
HARLEY DAVIDSON INC	COM	412822108	158	2600	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	2456	35439	SH	DEFINED	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	83	1200	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	55	800	SH	DEFINED	7
HEALTH MGMT ASSOC INC NEW	CL A	421933102	431	18950	SH	DEFINED	10
HEALTH MGMT ASSOC INC NEW	CL A	421933102	7	300	SH	DEF/OTH	10
HEINZ H J CO	COM	423074103	52	1345	SH	DEFINED	10
HEINZ H J CO	COM	423074103	226	5790	SH	DEF/OTH	10
HEINZ H J CO	COM	423074103	66	1700	SH	DEFINED	9



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HERSHEY FOODS CORP	COM	427866108	1966	35400	SH	DEFINED	10	
HERSHEY FOODS CORP	COM	427866108	372	6700	SH	DEF/OTH	10	
HERSHEY FOODS CORP	COM	427866108	56	1000	SH	DEF/OTH	9	
HEWLETT PACKARD CO	COM	428236103	1969	93910	SH	DEFINED	10	
HEWLETT PACKARD CO	COM	428236103	768	36614	SH	DEF/OTH	10	
HEWLETT PACKARD CO	COM	428236103	2797	133400	SH	DEFINED	7	
HEWLETT PACKARD CO	COM	428236103	91	4340	SH	DEFINED	9	
HIBERNIA CORP	CL A	428656102	224	7590	SH	DEFINED	10	
HOLLINGER INTL INC	CL A	435569108	17248	1100000	SH	DEFINED	7	
HOME DEPOT INC	COM	437076102	4630	108340	SH	DEFINED	10	
HOME DEPOT INC	COM	437076102	565	13223	SH	DEF/OTH	10	
HOME DEPOT INC	COM	437076102	1319	30863	SH	DEFINED	7	
HOME DEPOT INC	COM	437076102	207	4850	SH	DEFINED	9	
HONEYWELL INTL INC	COM	438516106	325	9175	SH	DEFINED	10	
HONEYWELL INTL INC	COM	438516106	392	11064	SH	DEF/OTH	10	
HORIZON OFFSHORE INC	COM	44043J105	183	110000	SH	DEFINED	9	
HOSPIRA INC	COM	441060100	143	4257	SH	DEFINED	10	
HOSPIRA INC	COM	441060100	30	902	SH	DEF/OTH	10	
HOSPIRA INC	COM	441060100	8	240	SH	DEFINED	7	
HOSPIRA INC	COM	441060100	15	443	SH	DEFINED	9	
HOSPIRA INC	COM	441060100	7	200	SH	DEF/OTH	9	
ILLINOIS TOOL WKS INC	COM	452308109	2809	30310	SH	DEFINED	10	
ILLINOIS TOOL WKS INC	COM	452308109	252	2715	SH	DEF/OTH	10	
ILLINOIS TOOL WKS INC	COM	452308109	1932	20844	SH	DEFINED	7	
ILLINOIS TOOL WKS INC	COM	452308109	82	880	SH	DEFINED	9	
IMATION CORP	COM	45245A107	390	12264	SH	DEFINED	10	
IMATION CORP	COM	45245A107	25	780	SH	DEF/OTH	10	
INTEL CORP	COM	458140100	9689	414252	SH	DEFINED	10	
INTEL CORP	COM	458140100	1522	65056	SH	DEF/OTH	10	
INTEL CORP	COM	458140100	4579	195770	SH	DEFINED	7	
INTEL CORP	COM	458140100	10449	446717	SH	PUT	DEFINED	7
INTEL CORP	COM	458140100	1306	55855	SH	DEFINED	9	
INTEL CORP	COM	458140100	94	4000	SH	DEF/OTH	9	
INTERNATIONAL BUSINESS MACHS	COM	459200101	14515	147239	SH	DEFINED	10	
INTERNATIONAL BUSINESS MACHS	COM	459200101	3464	35141	SH	DEF/OTH	10	
INTERNATIONAL BUSINESS MACHS	COM	459200101	232	2354	SH	DEFINED	7	
INTERNATIONAL BUSINESS MACHS	COM	459200101	1976	20046	SH	DEFINED	9	
INTERNATIONAL BUSINESS MACHS	COM	459200101	190	1925	SH	DEF/OTH	9	
INTL PAPER CO	COM	460146103	118	2800	SH	DEFINED	10	
INTL PAPER CO	COM	460146103	14	325	SH	DEF/OTH	10	
INTL PAPER CO	COM	460146103	113	2700	SH	DEFINED	7	
INTL PAPER CO	COM	460146103	966	23003	SH	DEFINED	9	
INTL PAPER CO	COM	460146103	92	2200	SH	DEF/OTH	9	
INVESTORS FINL SERVICES CORP	COM	461915100	278	5570	SH	DEFINED	10	
ISHARES INC	MSCI AUSTRALIA	464286103	381	22833	SH	DEFINED	9	
ISHARES INC	MSCI EMU INDEX	464286608	2115	29127	SH	DEFINED	9	
ISHARES INC	MSCI PAC J IDX	464286665	1957	21703	SH	DEFINED	9	
ISHARES INC	MSCI UTD KINGD	464286699	1875	103624	SH	DEFINED	9	
ISHARES INC	MSCI TAIWAN	464286731	4361	361648	SH	DEFINED	9	
ISHARES INC	MSCI S KOREA	464286772	301	10283	SH	DEFINED	9	
ISHARES INC	MSCI MALAYSIA	464286830	184	25800	SH	DEFINED	9	
ISHARES INC	MSCI JAPAN	464286848	99	9050	SH	DEFINED	10	
ISHARES INC	MSCI JAPAN	464286848	3260	298495	SH	DEFINED	9	
ISHARES TR	S&P 500 INDEX	464287200	3078	25439	SH	DEFINED	9	
ISHARES TR	1-3 YR TRS BD	464287457	209	2572	SH	DEFINED	9	
ISHARES TR	RUSSELL 2000	464287655	448	3461	SH	DEFINED	9	
ISHARES TR	S&P SMLCAP 600	464287804	397	2439	SH	DEFINED	9	
JDS UNIPHASE CORP	COM	46612J101	6	2000	SH	DEF/OTH	10	
JDS UNIPHASE CORP	COM	46612J101	95	30000	SH	DEFINED	7	
JPMORGAN & CHASE & CO	COM	46625H100	8622	221026	SH	DEFINED	10	
JPMORGAN & CHASE & CO	COM	46625H100	1946	49885	SH	DEF/OTH	10	
JPMORGAN & CHASE & CO	COM	46625H100	26	660	SH	DEFINED	7	

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JPMORGAN & CHASE & CO	COM		46625H100	1682	43118	SH	DEFINED	9
JABIL CIRCUIT INC	COM		466313103	819	32027	SH	DEFINED	10
JABIL CIRCUIT INC	COM		466313103	6	250	SH	DEF/OTH	10
JEFFERSON PILOT CORP	COM		475070108	337	6487	SH	DEFINED	10
JEFFERSON PILOT CORP	COM		475070108	288	5545	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM		478160104	18388	289933	SH	DEFINED	10
JOHNSON & JOHNSON	COM		478160104	5544	87422	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM		478160104	10236	161398	SH	DEFINED	7
JOHNSON & JOHNSON	COM		478160104	807	12717	SH	DEFINED	9
JOHNSON & JOHNSON	COM		478160104	57	900	SH	DEF/OTH	9
JOHNSON CTLS INC	COM		478366107	10632	167592	SH	DEFINED	10
JOHNSON CTLS INC	COM		478366107	1648	25980	SH	DEF/OTH	10
JONES APPAREL GROUP INC	COM		480074103	665	18187	SH	DEFINED	10
JONES APPAREL GROUP INC	COM		480074103	20	550	SH	DEF/OTH	10
KT CORP	SPONSORED ADR		48268K101	1466	67215	SH	DEFINED	9
K2 INC	COM		482732104	159	10000	SH	DEFINED	10
KEYSPAN CORP	COM		49337W100	326	8276	SH	DEFINED	10
KEYSPAN CORP	COM		49337W100	24	600	SH	DEF/OTH	10
KEYSPAN CORP	COM		49337W100	13	336	SH	DEFINED	7
KIMBERLY CLARK CORP	COM		494368103	3274	49750	SH	DEFINED	10
KIMBERLY CLARK CORP	COM		494368103	802	12185	SH	DEF/OTH	10
KIMBERLY CLARK CORP	COM		494368103	346	5250	SH	DEFINED	7
KIMBERLY CLARK CORP	COM		494368103	355	5400	SH	DEFINED	9
KIMBERLY CLARK CORP	COM		494368103	13	190	SH	DEF/OTH	9
KINDER MORGAN INC KANS	COM		49455P101	2194	29997	SH	DEFINED	10
KINDER MORGAN INC KANS	COM		49455P101	102	1400	SH	DEF/OTH	10
KOOKMIN BK NEW	SPONSORED ADR		50049M109	2935	75107	SH	DEFINED	9
KOREA ELECTRIC PWR	SPONSORED ADR		500631106	1986	150000	SH	DEFINED	9
KRAFT FOODS INC	CL A		50075N104	163	4570	SH	DEFINED	10
KRAFT FOODS INC	CL A		50075N104	52	1450	SH	DEF/OTH	10
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	3155	43081	SH	DEFINED	10
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	93	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	483	10545	SH	DEFINED	10
LAUDER ESTEE COS INC	CL A		518439104	6	125	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A		518439104	100	2180	SH	DEFINED	7
LEGG MASON INC	COM		524901105	1950	26624	SH	DEFINED	10
LEGG MASON INC	COM		524901105	5	70	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM		524908100	2510	28687	SH	DEFINED	10
LEHMAN BROS HLDGS INC	COM		524908100	23	260	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM		524908100	18	206	SH	DEFINED	9
LENNAR CORP	CL A		526057104	338	5960	SH	DEFINED	10
LENNAR CORP	CL A		526057104	23	400	SH	DEFINED	9
LEVEL 3 COMMUNICATIONS INC	NOTE	2.875% 7/1	52729NBA7	2138	300000	SH	DEFINED	9
LEXMARK INTL NEW	CL A		529771107	1930	22700	SH	DEFINED	10
LEXMARK INTL NEW	CL A		529771107	57	666	SH	DEF/OTH	10
LILLY ELI & CO	COM		532457108	1441	25392	SH	DEFINED	10
LILLY ELI & CO	COM		532457108	81	1424	SH	DEF/OTH	10
LILLY ELI & CO	COM		532457108	665	11714	SH	DEFINED	7
LIMITED BRANDS INC	COM		532716107	313	13590	SH	DEFINED	10
LIMITED BRANDS INC	COM		532716107	30	1300	SH	DEF/OTH	10
LINCOLN NATL CORP IND	COM		534187109	389	8325	SH	DEFINED	10
LINCOLN NATL CORP IND	COM		534187109	23	485	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	132	3400	SH	DEFINED	10
LINEAR TECHNOLOGY CORP	COM		535678106	47	1200	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM		535678106	85	2200	SH	DEFINED	7
LIZ CLAIBORNE INC	COM		539320101	290	6875	SH	DEFINED	10
LIZ CLAIBORNE INC	COM		539320101	30	700	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM		539830109	247	4440	SH	DEFINED	10
LOCKHEED MARTIN CORP	COM		539830109	7	125	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM		539830109	508	9143	SH	DEFINED	9

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LOCKHEED MARTIN CORP	COM	539830109	96	1733	SH	DEF/OTH	9
LOWES COS INC	COM	548661107	2439	42348	SH	DEFINED	10
LOWES COS INC	COM	548661107	536	9315	SH	DEF/OTH	10
LOWES COS INC	COM	548661107	127	2200	SH	DEFINED	7
LUCENT TECHNOLOGIES INC	COM	549463107	27	7288	SH	DEFINED	10
LUCENT TECHNOLOGIES INC	COM	549463107	13	3380	SH	DEF/OTH	10
LUCENT TECHNOLOGIES INC	COM	549463107	1	195	SH	DEFINED	7
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	774	37950	SH	DEFINED	7
M & T BK CORP	COM	55261F104	223	2065	SH	DEFINED	10
M & T BK CORP	COM	55261F104	49	450	SH	DEF/OTH	10
MBNA CORP	COM	55262L100	3785	134264	SH	DEFINED	10
MBNA CORP	COM	55262L100	256	9094	SH	DEF/OTH	10
MANPOWER INC	COM	56418H100	432	8950	SH	DEFINED	10
MANPOWER INC	COM	56418H100	24	500	SH	DEFINED	7
MANULIFE FINL CORP	COM	56501R106	243	5253	SH	DEFINED	10
MANULIFE FINL CORP	COM	56501R106	5	100	SH	DEF/OTH	10
MARATHON OIL CORP	COM	565849106	655	17425	SH	DEFINED	10
MARATHON OIL CORP	COM	565849106	41	1100	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM	571748102	368	11200	SH	DEFINED	10
MARSH & MCLENNAN COS INC	COM	571748102	3	100	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM	571748102	77	2328	SH	DEFINED	7
MARSH & MCLENNAN COS INC	COM	571748102	342	10400	SH	DEFINED	9
MARSH & MCLENNAN COS INC	COM	571748102	946	28752	SH	DEF/OTH	9
MARSHALL & ILSLEY CORP	COM	571834100	492	11128	SH	DEFINED	10
MARSHALL & ILSLEY CORP	COM	571834100	22	500	SH	DEF/OTH	10
MARSHALL & ILSLEY CORP	COM	571834100	11	240	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A	571903202	164	2600	SH	DEFINED	10
MARRIOTT INTL INC NEW	CL A	571903202	36	575	SH	DEF/OTH	10
MARRIOTT INTL INC NEW	CL A	571903202	77	1215	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A	571903202	437	6935	SH	DEFINED	9
MAY DEPT STORES CO	COM	577778103	372	12662	SH	DEFINED	10
MAY DEPT STORES CO	COM	577778103	65	2200	SH	DEF/OTH	10
MCCORMICK & CO INC	COM NON VTG	579780206	2132	55226	SH	DEFINED	10
MCCORMICK & CO INC	COM NON VTG	579780206	32	820	SH	DEF/OTH	10
MCDONALDS CORP	COM	580135101	1180	36800	SH	DEFINED	10
MCDONALDS CORP	COM	580135101	339	10575	SH	DEF/OTH	10
MCDONALDS CORP	COM	580135101	271	8460	SH	DEFINED	9
MCDONALDS CORP	COM	580135101	18	550	SH	DEF/OTH	9
MCGRAW HILL COS INC	COM	580645109	3906	42668	SH	DEFINED	10
MCGRAW HILL COS INC	COM	580645109	519	5665	SH	DEF/OTH	10
MCKESSON CORP	COM	58155Q103	794	25250	SH	DEFINED	10
MCKESSON CORP	COM	58155Q103	35	1100	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	482	11581	SH	DEFINED	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	239	5748	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	7	180	SH	DEFINED	7
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	45	1084	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	2906	58497	SH	DEFINED	10
MEDTRONIC INC	COM	585055106	293	5896	SH	DEF/OTH	10
MEDTRONIC INC	COM	585055106	432	8705	SH	DEFINED	7
MEDTRONIC INC	COM	585055106	824	16589	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	79	1600	SH	DEF/OTH	9
MELLON FINL CORP	COM	58551A108	485	15586	SH	DEFINED	10
MELLON FINL CORP	COM	58551A108	3	100	SH	DEF/OTH	10
MELLON FINL CORP	COM	58551A108	31	1000	SH	DEFINED	9
MERCANTILE BANKSHARES CORP	COM	587405101	594	11387	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM	587405101	44	840	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	1004	31248	SH	DEFINED	10
MERCK & CO INC	COM	589331107	773	24050	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	2445	76070	SH	DEFINED	7
MERCK & CO INC	COM	589331107	253	7877	SH	DEFINED	9
MERCK & CO INC	COM	589331107	7	224	SH	DEF/OTH	9
MERRILL LYNCH & CO INC	COM	590188108	5380	90011	SH	DEFINED	10

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MERRILL LYNCH & CO INC	COM	590188108	368	6155	SH	DEF/OTH	10
MERRILL LYNCH & CO INC	COM	590188108	84	1400	SH	DEFINED	7
MERRILL LYNCH & CO INC	COM	590188108	214	3580	SH	DEFINED	9
METLIFE INC	COM	59156R108	1820	44916	SH	DEFINED	10
METLIFE INC	COM	59156R108	183	4521	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	13008	486841	SH	DEFINED	10
MICROSOFT CORP	COM	594918104	2011	75247	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	558	20880	SH	DEFINED	7
MICROSOFT CORP	COM	594918104	1904	71245	SH	DEFINED	9
MICROSOFT CORP	COM	594918104	116	4360	SH	DEF/OTH	9
MOHAWK INDS INC	COM	608190104	1978	21673	SH	DEFINED	10
MOHAWK INDS INC	COM	608190104	39	425	SH	DEF/OTH	10
MOLEX INC	CL A	608554200	19	700	SH	DEFINED	10
MOLEX INC	CL A	608554200	1722	64629	SH	DEFINED	7
MONSANTO CO NEW	COM	61166W101	177	3195	SH	DEFINED	10
MONSANTO CO NEW	COM	61166W101	61	1107	SH	DEF/OTH	10
MONSANTO CO NEW	COM	61166W101	0	1	SH	DEFINED	9
MOODYS CORP	COM	615369105	152	1755	SH	DEFINED	10
MOODYS CORP	COM	615369105	56	650	SH	DEF/OTH	10
MOODYS CORP	COM	615369105	43	500	SH	DEFINED	7
MORGAN STANLEY	COM NEW	617446448	4715	84928	SH	DEFINED	10
MORGAN STANLEY	COM NEW	617446448	456	8208	SH	DEF/OTH	10
MORGAN STANLEY	COM NEW	617446448	58	1050	SH	DEFINED	7
MORGAN STANLEY	COM NEW	617446448	920	16570	SH	DEFINED	9
MORGAN STANLEY	COM NEW	617446448	56	1000	SH	DEF/OTH	9
MOTOROLA INC	COM	620076109	855	49700	SH	DEFINED	10
MOTOROLA INC	COM	620076109	69	4000	SH	DEF/OTH	10
MOTOROLA INC	COM	620076109	15	900	SH	DEFINED	7
MOTOROLA INC	COM	620076109	683	39722	SH	DEFINED	9
MOTOROLA INC	COM	620076109	65	3800	SH	DEF/OTH	9
MYLAN LABS INC	COM	628530107	587	33195	SH	DEFINED	10
MYLAN LABS INC	COM	628530107	70	3958	SH	DEF/OTH	10
NCR CORP NEW	COM	62886E108	209	3025	SH	DEFINED	10
NCR CORP NEW	COM	62886E108	25	361	SH	DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	36	900	SH	DEF/OTH	7
NASDAQ 100 TR	UNIT SER 1	631100104	1038	26000	SH	DEFINED	9
NATIONAL CITY CORP	COM	635405103	1782	47458	SH	DEFINED	10
NATIONAL CITY CORP	COM	635405103	10	275	SH	DEF/OTH	10
NATIONAL FUEL GAS CO N J	COM	636180101	885	31225	SH	DEFINED	10
NATIONAL FUEL GAS CO N J	COM	636180101	73	2575	SH	DEF/OTH	10
NEIMAN MARCUS GROUP INC	CL A	640204202	64	900	SH	DEFINED	10
NEIMAN MARCUS GROUP INC	CL A	640204202	143	2000	SH	DEFINED	9
NEWELL RUBBERMAID INC	COM	651229106	181	7472	SH	DEFINED	10
NEWELL RUBBERMAID INC	COM	651229106	25	1050	SH	DEF/OTH	10
NEWMONT MINING CORP	COM	651639106	225	5065	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	602	13551	SH	DEFINED	7
NEXTEL COMMUNICATIONS INC	CL A	65332V103	921	30695	SH	DEFINED	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	48	1600	SH	DEF/OTH	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	90	3000	SH	DEFINED	9
NIKE INC	CL B	654106103	593	6543	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	195	12475	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	35	2250	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	1074	22979	SH	DEFINED	10
NORDSTROM INC	COM	655664100	118	2525	SH	DEF/OTH	10
NORFOLK SOUTHERN CORP	COM	655844108	172	4750	SH	DEFINED	10
NORFOLK SOUTHERN CORP	COM	655844108	174	4800	SH	DEF/OTH	10
NORTH FORK BANCORPORATION NY	COM	659424105	311	10787	SH	DEFINED	10
NORTH FORK BANCORPORATION NY	COM	659424105	104	3600	SH	DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	1286	23662	SH	DEFINED	10
NORTHROP GRUMMAN CORP	COM	666807102	440	8100	SH	DEF/OTH	10

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NORTHROP GRUMMAN CORP	COM	666807102	59796	1100000	SH		DEFINED	7
NORTHWESTERN CORP	*W EXP 99/99/999	668074115	77	15788	SH		DEFINED	9
NORTHWESTERN CORP	COM NEW	668074305	7852	280418	SH		DEFINED	9
NSTAR	COM	67019E107	210	3860	SH		DEFINED	10
NSTAR	COM	67019E107	103	1902	SH		DEF/OTH	10
NUCOR CORP	COM	670346105	345	6600	SH		DEFINED	10
NUCOR CORP	COM	670346105	68	1300	SH		DEF/OTH	10
02DIESEL CORP	COM	67106S100	10	12000	SH		DEFINED	7
OLIN CORP	COM PAR \$1	680665205	564	25600	SH		DEFINED	10
OLIN CORP	COM PAR \$1	680665205	64	2900	SH		DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	1695	20101	SH		DEFINED	10
OMNICOM GROUP INC	COM	681919106	54	635	SH		DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	82	975	SH		DEFINED	7
OMNICOM GROUP INC	COM	681919106	473	5615	SH		DEFINED	9
ORACLE CORP	COM	68389X105	1010	73582	SH		DEFINED	10
ORACLE CORP	COM	68389X105	270	19707	SH		DEF/OTH	10
ORACLE CORP	COM	68389X105	55	4000	SH		DEFINED	7
ORACLE CORP	COM	68389X105	211	15363	SH		DEFINED	9
PNC FINL SVCS GROUP INC	COM	693475105	3018	52535	SH		DEFINED	10
PNC FINL SVCS GROUP INC	COM	693475105	55	950	SH		DEF/OTH	10
PPG INDS INC	COM	693506107	2537	37227	SH		DEFINED	10
PPG INDS INC	COM	693506107	252	3700	SH		DEF/OTH	10
PPL CORP	COM	69351T106	116	2185	SH		DEFINED	10
PPL CORP	COM	69351T106	86	1620	SH		DEF/OTH	10
PACCAR INC	COM	693718108	210	2614	SH		DEFINED	10
PALL CORP	COM	696429307	368	12700	SH		DEFINED	10
PALL CORP	COM	696429307	22	750	SH		DEF/OTH	10
PATTERSON COMPANIES INC	COM	703395103	501	11554	SH		DEFINED	10
PEABODY ENERGY CORP	COM	704549104	239	2950	SH		DEFINED	10
PENNEY J C INC	COM	708160106	603	14556	SH	PUT	DEFINED	7
PEPSICO INC	COM	713448108	11952	228969	SH		DEFINED	10
PEPSICO INC	COM	713448108	3735	71551	SH		DEF/OTH	10
PEPSICO INC	COM	713448108	249	4770	SH		DEFINED	9
PFIZER INC	COM	717081103	9900	368180	SH		DEFINED	10
PFIZER INC	COM	717081103	2835	105446	SH		DEF/OTH	10
PFIZER INC	COM	717081103	269	10000	SH	CALL	OTHER	7
PFIZER INC	COM	717081103	4124	153381	SH		DEFINED	7
PFIZER INC	COM	717081103	7285	270903	SH	PUT	DEFINED	7
PFIZER INC	COM	717081103	1411	52489	SH		DEFINED	9
PFIZER INC	COM	717081103	99	3690	SH		DEF/OTH	9
PITNEY BOWES INC	COM	724479100	684	14788	SH		DEFINED	10
PITNEY BOWES INC	COM	724479100	337	7275	SH		DEF/OTH	10
PLACER DOME INC	COM	725906101	2787	147754	SH	PUT	DEFINED	7
POLARIS INDS INC	COM	731068102	993	14604	SH		DEFINED	10
POLARIS INDS INC	COM	731068102	63	930	SH		DEF/OTH	10
POPULAR INC	COM	733174106	1563	54216	SH		DEFINED	10
POPULAR INC	COM	733174106	189	6550	SH		DEF/OTH	10
PRAXAIR INC	COM	74005P104	630	14275	SH		DEFINED	10
PRAXAIR INC	COM	74005P104	126	2850	SH		DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	13285	241201	SH		DEFINED	10
PROCTER & GAMBLE CO	COM	742718109	2187	39714	SH		DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	584	10600	SH		DEFINED	7
PROCTER & GAMBLE CO	COM	742718109	253	4590	SH		DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	77	1400	SH		DEF/OTH	9
PROGRESS ENERGY INC	COM	743263105	156	3450	SH		DEFINED	10
PROGRESS ENERGY INC	COM	743263105	53	1165	SH		DEF/OTH	10
PULTE HOMES INC	COM	745867101	263	4130	SH		DEFINED	10
QUALCOMM INC	COM	747525103	5722	134950	SH		DEFINED	10
QUALCOMM INC	COM	747525103	334	7873	SH		DEF/OTH	10
QUEST DIAGNOSTICS INC	COM	74834L100	6854	71728	SH		DEFINED	10
QUEST DIAGNOSTICS INC	COM	74834L100	158	1650	SH		DEF/OTH	10
QUESTAR CORP	COM	748356102	384	7530	SH		DEFINED	10

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QUESTAR CORP	COM	748356102	259	5090	SH	DEF/OTH	10
RAYTHEON CO	COM NEW	755111507	328	8439	SH	DEFINED	10
RAYTHEON CO	COM NEW	755111507	23	591	SH	DEF/OTH	10
REGIONS FINANCIAL CORP NEW	COM	7591EP100	689	19348	SH	DEFINED	10
REGIONS FINANCIAL CORP NEW	COM	7591EP100	5	154	SH	DEF/OTH	10
RHODIA	SPONSORED ADR	762397107	96	35400	SH	DEFINED	9
ROCKWELL AUTOMATION INC	COM	773903109	347	7000	SH	DEFINED	10
ROSS STORES INC	COM	778296103	205	7100	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	671	11700	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	520	9065	SH	DEF/OTH	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	39	680	SH	DEF/OTH	9
SBC COMMUNICATIONS INC	COM	78387G103	1434	55649	SH	DEFINED	10
SBC COMMUNICATIONS INC	COM	78387G103	1038	40270	SH	DEF/OTH	10
SBC COMMUNICATIONS INC	COM	78387G103	50	1950	SH	DEFINED	7
SBC COMMUNICATIONS INC	COM	78387G103	693	26895	SH	DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	58	2250	SH	DEF/OTH	9
SLM CORP	COM	78442P106	1115	20882	SH	DEFINED	10
SLM CORP	COM	78442P106	16	300	SH	DEF/OTH	10
SLM CORP	COM	78442P106	85	1600	SH	DEFINED	9
SARA LEE CORP	COM	803111103	365	15135	SH	DEFINED	10
SARA LEE CORP	COM	803111103	50	2054	SH	DEF/OTH	10
SCHEIN HENRY INC	COM	806407102	893	12823	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	162	7780	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	157	7500	SH	DEF/OTH	10
SCHERING PLOUGH CORP	COM	806605101	47	2240	SH	DEFINED	7
SCHLUMBERGER LTD	COM	806857108	2748	41052	SH	DEFINED	10
SCHLUMBERGER LTD	COM	806857108	436	6508	SH	DEF/OTH	10
SCHLUMBERGER LTD	COM	806857108	33	500	SH	DEFINED	9
SCHWAB CHARLES CORP NEW	COM	808513105	179	15000	SH	DEFINED	10
SCHWAB CHARLES CORP NEW	COM	808513105	250	20943	SH	DEF/OTH	10
SEARS ROEBUCK & CO	COM	812387108	288	5635	SH	DEFINED	10
SEARS ROEBUCK & CO	COM	812387108	20	400	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	548	12275	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	129	2900	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	45	1000	SH	DEFINED	7
SOUTHERN CO	COM	842587107	1943	57965	SH	DEFINED	10
SOUTHERN CO	COM	842587107	742	22125	SH	DEF/OTH	10
SOUTHWEST AIRLS CO	COM	844741108	187	11469	SH	DEFINED	10
SOUTHWEST AIRLS CO	COM	844741108	87	5364	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	494	21925	SH	DEFINED	10
SOVEREIGN BANCORP INC	COM	845905108	43	1889	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	197	4025	SH	DEFINED	10
STANLEY WKS	COM	854616109	147	3000	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	22	450	SH	DEF/OTH	9
STAPLES INC	COM	855030102	6090	180670	SH	DEFINED	10
STAPLES INC	COM	855030102	832	24680	SH	DEF/OTH	10
STATE STR CORP	COM	857477103	3321	67614	SH	DEFINED	10
STATE STR CORP	COM	857477103	131	2675	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1379	28573	SH	DEFINED	10
STRYKER CORP	COM	863667101	99	2055	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1644	34070	SH	DEFINED	7
SUN LIFE FINL INC	COM	866796105	31	938	SH	DEFINED	10
SUN LIFE FINL INC	COM	866796105	249	7425	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	115	21400	SH	DEFINED	10
SUN MICROSYSTEMS INC	COM	866810104	20	3700	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	10	1810	SH	DEFINED	7
SUNGARD DATA SYS INC	COM	867363103	926	32685	SH	DEFINED	10
SUNGARD DATA SYS INC	COM	867363103	67	2350	SH	DEF/OTH	10
SUNTRUST BKS INC	COM	867914103	2619	35445	SH	DEFINED	10
SUNTRUST BKS INC	COM	867914103	421	5700	SH	DEF/OTH	10
SYMANTEC CORP	COM	871503108	6137	238242	SH	DEFINED	10
SYMANTEC CORP	COM	871503108	704	27326	SH	DEF/OTH	10

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SYSCO CORP	COM	871829107	2635	69035	SH	DEFINED	10
SYSCO CORP	COM	871829107	812	21275	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	1724	45160	SH	DEFINED	7
TJX COS INC NEW	COM	872540109	433	17240	SH	DEFINED	10
TJX COS INC NEW	COM	872540109	101	4000	SH	DEF/OTH	10
TXU CORP	COM	873168108	558	8650	SH	DEFINED	10
TXU CORP	COM	873168108	90	1400	SH	DEF/OTH	10
TXU CORP	COM	873168108	7	106	SH	DEFINED	7
TXU CORP	COM	873168108	10	150	SH	DEFINED	9
TARGET CORP	COM	87612E106	6104	117547	SH	DEFINED	10
TARGET CORP	COM	87612E106	456	8775	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	6459	262361	SH	DEFINED	10
TEXAS INSTRS INC	COM	882508104	506	20560	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	1121	45532	SH	DEFINED	7
TEXAS INSTRS INC	COM	882508104	2528	102678	SH	PUT	DEFINED 7
TEXTRON INC	COM	883203101	424	5745	SH	DEFINED	10
TEXTRON INC	COM	883203101	89	1200	SH	DEF/OTH	10
3M CO	COM	88579Y101	10174	123964	SH	DEFINED	10
3M CO	COM	88579Y101	2021	24628	SH	DEF/OTH	10
3M CO	COM	88579Y101	185	2250	SH	DEFINED	7
3M CO	COM	88579Y101	1127	13730	SH	PUT	DEFINED 7
3M CO	COM	88579Y101	579	7050	SH	DEFINED	9
TIDEWATER INC	COM	886423102	703	19730	SH	DEFINED	10
TIDEWATER INC	COM	886423102	53	1500	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	869	44659	SH	DEFINED	10
TIME WARNER INC	COM	887317105	69	3560	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	34	1750	SH	DEFINED	7
TIME WARNER INC	COM	887317105	97	5000	SH	DEFINED	9
TITAN CORP	COM	888266103	6480	400000	SH	DEFINED	7
TOMKINS PLC	SPONSORED ADR	890030208	515	26000	SH	DEFINED	7
TRIBUNE CO NEW	COM	896047107	84	2000	SH	DEFINED	10
TRIBUNE CO NEW	COM	896047107	17	400	SH	DEF/OTH	10
TRIBUNE CO NEW	COM	896047107	293	6950	SH	DEFINED	7
TRIBUNE CO NEW	COM	896047107	290	6890	SH	DEFINED	9
TRITON PCS HLDGS INC	CL A	89677M106	205	60000	SH	DEFINED	9
TUPPERWARE CORP	COM	899896104	630	30425	SH	DEFINED	10
TUPPERWARE CORP	COM	899896104	133	6400	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	6897	192976	SH	DEFINED	10
TYCO INTL LTD NEW	COM	902124106	560	15660	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	115	3220	SH	DEFINED	9
US BANCORP DEL	COM NEW	902973304	1867	59608	SH	DEFINED	10
US BANCORP DEL	COM NEW	902973304	49	1550	SH	DEF/OTH	10
US BANCORP DEL	COM NEW	902973304	243	7751	SH	DEFINED	7
UNION PAC CORP	COM	907818108	407	6058	SH	DEFINED	10
UNION PAC CORP	COM	907818108	530	7880	SH	DEF/OTH	10
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	2928	829550	SH	DEFINED	9
UNITED PARCEL SERVICE INC	CL B	911312106	749	8765	SH	DEFINED	10
UNITED PARCEL SERVICE INC	CL B	911312106	130	1519	SH	DEF/OTH	10
UNITED PARCEL SERVICE INC	CL B	911312106	68	800	SH	DEFINED	9
UNITED TECHNOLOGIES CORP	COM	913017109	10418	100801	SH	DEFINED	10
UNITED TECHNOLOGIES CORP	COM	913017109	926	8960	SH	DEF/OTH	10
UNITED TECHNOLOGIES CORP	COM	913017109	372	3600	SH	DEFINED	7
UNITED TECHNOLOGIES CORP	COM	913017109	313	3024	SH	DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	8166	92760	SH	DEFINED	10
UNITEDHEALTH GROUP INC	COM	91324P102	676	7680	SH	DEF/OTH	10
UNITEDHEALTH GROUP INC	COM	91324P102	264	3000	SH	DEFINED	7
UNITEDHEALTH GROUP INC	COM	91324P102	270	3070	SH	DEFINED	9
UNIVISION COMMUNICATIONS INC	CL A	914906102	373	12750	SH	DEFINED	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	9	300	SH	DEF/OTH	10
VALERO ENERGY CORP NEW	COM	91913Y100	324	7130	SH	DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	10	220	SH	DEFINED	9
VARIAN MED SYS INC	COM	92220P105	1380	31906	SH	DEFINED	10

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VARIAN MED SYS INC	COM	92220P105	9	200	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	8557	211237	SH	DEFINED	10
VERIZON COMMUNICATIONS	COM	92343V104	2942	72627	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	335	8270	SH	DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	550	13575	SH	DEFINED	9
VIACOM INC	CL B	925524308	1248	34286	SH	DEFINED	10
VIACOM INC	CL B	925524308	177	4859	SH	DEF/OTH	10
VIACOM INC	CL B	925524308	329	9030	SH	DEFINED	7
VIACOM INC	CL B	925524308	1138	31278	SH	DEFINED	9
VIACOM INC	CL B	925524308	93	2558	SH	DEF/OTH	9
VISHAY INTERTECHNOLOGY INC	COM	928298108	592	39444	SH	DEFINED	10
VISHAY INTERTECHNOLOGY INC	COM	928298108	3	200	SH	DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	4377	159873	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	467	17062	SH	DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	22	815	SH	DEFINED	9
WACHOVIA CORP 2ND NEW	COM	929903102	2469	46946	SH	DEFINED	10
WACHOVIA CORP 2ND NEW	COM	929903102	773	14692	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	7253	137312	SH	DEFINED	10
WAL MART STORES INC	COM	931142103	854	16175	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	1207	22855	SH	DEFINED	7
WAL MART STORES INC	COM	931142103	1883	35653	SH	DEFINED	9
WAL MART STORES INC	COM	931142103	106	2000	SH	DEF/OTH	9
WALGREEN CO	COM	931422109	2827	73682	SH	DEFINED	10
WALGREEN CO	COM	931422109	336	8765	SH	DEF/OTH	10
WALGREEN CO	COM	931422109	493	12850	SH	DEFINED	7
WALGREEN CO	COM	931422109	27	700	SH	DEFINED	9
WASHINGTON MUT INC	COM	939322103	481	11371	SH	DEFINED	10
WASHINGTON MUT INC	COM	939322103	53	1248	SH	DEF/OTH	10
WASHINGTON MUT INC	COM	939322103	108	2550	SH	DEFINED	9
WASHINGTON POST CO	CL B	939640108	202	205	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	70	2400	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	593	20225	SH	DEF/OTH	10
WASTE MGMT INC DEL	COM	94106L109	692	23100	SH	DEFINED	10
WASTE MGMT INC DEL	COM	94106L109	4	150	SH	DEF/OTH	10
WELLPOINT INC	COM	94973V107	6026	52402	SH	DEFINED	10
WELLPOINT INC	COM	94973V107	237	2064	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	4333	69715	SH	DEFINED	10
WELLS FARGO & CO NEW	COM	949746101	658	10595	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	91	1459	SH	DEFINED	7
WELLS FARGO & CO NEW	COM	949746101	172	2775	SH	DEFINED	9
WENDYS INTL INC	COM	950590109	555	14132	SH	DEFINED	10
WENDYS INTL INC	COM	950590109	12	300	SH	DEF/OTH	10
WEYERHAEUSER CO	COM	962166104	3138	46686	SH	DEFINED	10
WEYERHAEUSER CO	COM	962166104	103	1526	SH	DEF/OTH	10
WISCONSIN ENERGY CORP	COM	976657106	305	9052	SH	DEFINED	10
WISCONSIN ENERGY CORP	COM	976657106	111	3300	SH	DEF/OTH	10
WORTHINGTON INDS INC	COM	981811102	329	16800	SH	DEFINED	10
WORTHINGTON INDS INC	COM	981811102	51	2600	SH	DEF/OTH	10
WYETH	COM	983024100	2326	54619	SH	DEFINED	10
WYETH	COM	983024100	2130	50021	SH	DEF/OTH	10
WYETH	COM	983024100	60	1400	SH	DEFINED	7
WYETH	COM	983024100	471	11049	SH	DEFINED	9
WYNDHAM INTL INC	CL A	983101106	149	125000	SH	DEFINED	9
YAHOO INC	COM	984332106	158	4200	SH	DEFINED	10
YAHOO INC	COM	984332106	38	1000	SH	DEF/OTH	10
YAHOO INC	COM	984332106	35	936	SH	DEFINED	9
YUM BRANDS INC	COM	988498101	653	13850	SH	DEFINED	10
YUM BRANDS INC	COM	988498101	324	6875	SH	DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	1320	16476	SH	DEFINED	10
ZIMMER HLDGS INC	COM	98956P102	642	8010	SH	DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	18	220	SH	DEFINED	9
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	3304	41142	SH	DEFINED	10



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INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	410	5100	SH	DEF/OTH 10
NABORS INDUSTRIES LTD	SHS	G6359F103	729	14204	SH	DEFINED 10
NABORS INDUSTRIES LTD	SHS	G6359F103	28	550	SH	DEF/OTH 10
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	546	10490	SH	DEFINED 10
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	328	6025	SH	DEFINED 10
FLEXTRONICS INTL LTD	ORD	Y2573F102	2456	177716	SH	DEFINED 10
FLEXTRONICS INTL LTD	ORD	Y2573F102	79	5750	SH	DEF/OTH 10