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EDWARDS A G INC  
Form 13F-HR  
February 12, 2003

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2002

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-4192

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 02/12/03  
[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

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

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 497

Form 13F Information Table Value Total: \$1,484,071  
(thousands)

List of Other Included Managers:

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

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

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

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	-M
D * ADC TELECOMMUNICATIONS INC	COM	000886101	23	10990			DEFINED	01
D ABN AMRO HOLDING N V	COM	000937102	569	35160			DEFINED	01
D ACM MANAGED DOLLAR INCM FD	COM	000949107	63	10000			DEFINED	01
D AFLAC INC	COM	001055102	1836	60945			DEFINED	01
D AES CORP	COM	00130H105	31	10415			DEFINED	01
D AMB PROPERTY CORP	COM	00163T109	6657	243323			DEFINED	01
D AMR CORP	COM	001765106	318	48232			DEFINED	01
D AOL TIME WARNER INC (HLDG CO)	COM	00184A105	1191	90897			DEFINED	01
D AT&T WIRELESS SERVICES INC	COM	00209A106	60	10543			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	6477	161937			DEFINED	01
D ABERDEEN ASIA-PACIFIC INCOME	COM	003009107	137	29586			DEFINED	01
D ADAPTEC INC	COM	00651F108	68	12000			DEFINED	01
D ADOBE SYSTEMS INC	COM	00724F101	494	19938			DEFINED	01
D AEGON N V ORD	COM	007924103	236	18411			DEFINED	01
D * ADVENT SOFTWARE INC	COM	007974108	1275	93530			DEFINED	01
D AETHER SYSTEMS	COM	00808V105	45	12000			DEFINED	01
D AFFILIATED MANAGERS GROUP INC	COM	008252108	1596	31730			DEFINED	02
D ALBERTSONS INC	COM	013104104	215	9666			DEFINED	01
D ALCOA INC	COM	013817101	15718	689995			DEFINED	01
D ALLIED CAPITAL CORP NEW	COM	01903Q108	280	12837			DEFINED	01
D ALLIED IRISH BANKS PLC	COM	019228402	473	17600			DEFINED	01
D ALLSTATE CORP	COM	020002101	768	20769			DEFINED	01
D ALLTEL CORP	COM	020039103	462	9060			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	1831	141465			DEFINED	01

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D AMEN PROPERTIES INC	COM	023477102	5	10000	DEFINED	01
D AMEREN CORP	COM	023608102	785	18894	DEFINED	01
D AMER FIRST TAX EXEMPT INVS LP	COM	02364V107	72	10001	DEFINED	01
D * AMERICAN CAP STRATEGIES LTD	COM	024937104	1075	49793	DEFINED	01
D AMERICAN EXPRESS CO	COM	025816109	19406	548975	DEFINED	01
D AMERICAN INTL GROUP INC	COM	026874107	20545	355142	DEFINED	01
D AMERICAN POWER CONVERSION CORP	COM	029066107	547	36107	DEFINED	01
D AMERICAN TOWER CORP	COM	029912201	89	25250	DEFINED	02
D AMERICAN WATER WORKS CO INC	COM	030411102	210	4628	DEFINED	01
D AMERIGROUP CORP	COM	03073T102	303	10000	DEFINED	01
D * AMGEN	COM	031162100	2548	52702	DEFINED	01
D AMSOUTH BANCORPORATION	COM	032165102	252	13101	DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	225	4704	DEFINED	01
D ANALOG DEVICES INC	COM	032654105	577	24167	DEFINED	01
D ANHEUSER-BUSCH COS INC	COM	035229103	5437	112326	DEFINED	01
D ANNALY MORTGAGE MANAGEMENT INC	COM	035710409	2037	108359	DEFINED	01
D APACHE CORP	COM	037411105	775	13596	DEFINED	01
D APOLLO GROUP INC	COM	037604105	684	15549	DEFINED	01
D * APPLE COMPUTER INC	COM	037833100	645	45026	DEFINED	01
D * APPLIED MATERIALS	COM	038222105	927	71124	DEFINED	01
D * APPLIED MICRO CIRCUITS CORP	COM	03822W109	63	17080	DEFINED	01
D ARCHER-DANIELS-MIDLAND CO.	COM	039483102	153	12311	DEFINED	01
D ARCHSTONE-SMITH TRUST	COM	039583109	467	19837	DEFINED	01
D ARGOSY GAMING COMPANY	COM	040228108	17256	911568	DEFINED	01
D ASTRAZENECA PLC	COM	046353108	472	13450	DEFINED	01
D * ATMEL CORP	COM	049513104	51	22900	DEFINED	01
D AUTOMATIC DATA PROCESSING INC	COM	053015103	7166	182585	DEFINED	01
D AUTOZONE INC	COM	053332102	655	9270	DEFINED	01
D AVENTIS	COM	053561106	423	7800	DEFINED	01
D AXA	COM	054536107	570	42401	DEFINED	01
D BB&T CORP	COM	054937107	1158	31314	DEFINED	01
D BP P.L.C. SPONSORED ADR	COM	055622104	10352	254662	DEFINED	01
D BAKER HUGHES INC	COM	057224107	948	29463	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	8694	124961	DEFINED	01
D BANK OF NEW YORK CO	COM	064057102	691	28843	DEFINED	01
D BANK ONE CORP	COM	06423A103	2632	72015	DEFINED	01
D BANKNORTH GROUP INC NEW	COM	06646R107	551	24360	DEFINED	01
D BARCLAYS PLC ADR	COM	06738E204	553	22401	DEFINED	01
D * BEA SYSTEMS INC	COM	073325102	264	23000	DEFINED	01
D * BED BATH & BEYOND INC	COM	075896100	1513	43812	DEFINED	01
D BELLSOUTH CORPORATION	COM	079860102	2054	79397	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	1091	15	DEFINED	01
D BERKSHIRE HATHAWAY INC DEL	COM	084670207	26377	10886	DEFINED	01
D * BIOMET INC	COM	090613100	1480	51636	DEFINED	01
D BLACKROCK MUNI TARGET TERM TR	COM	09247M105	749	68017	DEFINED	01
D BUILDERS INDEX FUNDS TRUST	COM	09348R201	265	6120	DEFINED	01
D H & R BLOCK INC	COM	093671105	327	8140	DEFINED	01
D BOEING COMPANY	COM	097023105	893	27058	DEFINED	01
D BOWATER INC	COM	102183100	275	6560	DEFINED	01
D BOYKIN LODGING CO	COM	103430104	117	12502	DEFINED	01
D BRISTOL-MYERS SQUIBB CO	COM	110122108	5844	252456	DEFINED	01
D BRITESMILE INC	COM	110415106	6	17000	DEFINED	01
D BRUNSWICK CORP	COM	117043109	4904	246909	DEFINED	01
D BUCKEYE PARTNERS L.P.	COM	118230101	286	7461	DEFINED	01
D BURLINGTON NORTHERN SANTA FE	COM	12189T104	975	37480	DEFINED	01
D CBL & ASSOCIATES PROPERTIES	COM	124830100	5191	129619	DEFINED	01
D CIGNA CORP	COM	125509109	277	6733	DEFINED	01
D CSX CORP	COM	126408103	413	14591	DEFINED	01
D CADBURY SCHWEPPEES PLC ADR #	COM	127209302	638	24904	DEFINED	01
D CALPINE CORP	COM	131347106	63	19275	DEFINED	01
D CANON INC ADR	COM	138006309	468	12701	DEFINED	01
D CAPITAL ONE FINANCIAL CORP	COM	14040H105	16329	549438	DEFINED	01

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D CARDINAL HEALTH INC	COM	14149Y108	2834	47878	DEFINED	01
D CAREMARK RX INC	COM	141705103	239	14736	DEFINED	01
D CARNIVAL CORP	COM	143658102	311	12459	DEFINED	01
D CATERPILLAR INC	COM	149123101	6362	139144	DEFINED	01
D CENDANT CORP	COM	151313103	339	32380	DEFINED	01
D CHAMPIONSHIP AUTO RACING TEAM	COM	158711101	1696	458400	DEFINED	01
D * CHARTER CMMCTNS INC (DE)	COM	16117M107	20	17214	DEFINED	01
D CHEVRONTEXACO CORP	COM	166764100	23004	346032	DEFINED	01
D * CINCINNATI FINANCIAL CORP	COM	172062101	267	7119	DEFINED	01
D * CISCO SYSTEMS INC	COM	17275R102	4291	327585	DEFINED	01
D CITIGROUP INC	COM	172967101	5501	156309	DEFINED	01
D * CITRIX SYSTEMS INC	COM	177376100	273	22187	DEFINED	01
D CLEAR CHANNEL COMMUNICATIONS	COM	184502102	21406	574029	DEFINED	01
D CLOROX CO	COM	189054109	210	5100	DEFINED	01
D COCA-COLA CO	COM	191216100	7668	174913	DEFINED	01
D COLGATE-PALMOLIVE CO	COM	194162103	5611	107020	DEFINED	01
D COLLINS & AIKMAN CORP #	COM	194830204	2268	509600	DEFINED	01
D * COMCAST CORP NEW	COM	20030N101	254	10782	DEFINED	01
D * COMCAST CORP NEW	COM	20030N200	16430	727307	DEFINED	01
D * COMMERCE BANCSHARES INC	COM	200525103	596	15183	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	3157	126245	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	1915	39569	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	774	18084	DEFINED	01
D CORNING INC	COM	219350105	165	49783	DEFINED	01
D * CORVIS CORP	COM	221009103	9	12972	DEFINED	01
D * COST PLUS INC (CA)	COM	221485105	816	28455	DEFINED	01
D * COSTCO WHSL CORP NEW	COM	22160K105	506	18047	DEFINED	01
D COUNTRYWIDE FINANCIAL CORP	COM	222372104	218	4221	DEFINED	01
D COUSINS PROPERTIES INC	COM	222795106	203	8212	DEFINED	01
D CROWN CASTLE INTL CORP	COM	228227104	89	23800	DEFINED	02
D CYBERGUARD CORP	COM	231910100	69	12000	DEFINED	01
D CYTYC CORP	COM	232946103	217	21300	DEFINED	01
D DST SYSTEMS INC DEL	COM	233326107	235	6606	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	2219	59824	DEFINED	01
D DEERE & CO	COM	244199105	786	17139	DEFINED	01
D DEL MONTE FOODS CO	COM	24522P103	178	23111	DEFINED	01
D * DELL COMPUTER CORP	COM	247025109	1513	56588	DEFINED	01
D DELTA & PINE LAND CO	COM	247357106	1945	95312	DEFINED	01
D DENTSPLY INTERNATIONAL INC NEW	COM	249030107	994	26718	DEFINED	01
D DEVELOPERS DIVERSIFIED RLTY CP	COM	251591103	357	16218	DEFINED	01
D DIAGEO PLC NEW	COM	25243Q205	20664	471770	DEFINED	01
D DIAMONDS TRUST SER 1 (DJIA)	COM	252787106	545	6521	DEFINED	01
D WALT DISNEY CO	COM	254687106	17629	1080846	DEFINED	01
D DOMINION RES INC NEW (VA)	COM	25746U109	659	12000	DEFINED	01
D DONALDSON CO INC	COM	257651109	693	19260	DEFINED	01
D DOUBLECLICK INC	COM	258609304	59	10500	DEFINED	01
D DOVER CORPORATION	COM	260003108	484	16601	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	7808	262901	DEFINED	01
D E.I. DU PONT DE NEMOURS&CO	COM	263534109	2849	67205	DEFINED	01
D DUKE ENERGY CORP	COM	264399106	795	40687	DEFINED	01
D DYNEX CAPITAL INC #	COM	26817Q506	48	10000	DEFINED	01
D EMC CORPORATION (MA)	COM	268648102	545	88828	DEFINED	01
D ENI S.P.A.	COM	26874R108	651	8300	DEFINED	01
D * EXCO RESOURCES INC #	COM	269279204	401	22949	DEFINED	01
D * EXCO RES INC 5% PFD	PRE	269279303	462	25819	DEFINED	01
D EATON CORP	COM	278058102	351	4500	DEFINED	01
D EHOSTAR COMMUNICATNS CORP NEW	COM	278762109	260	11700	DEFINED	02
D ECOLAB INC	COM	278865100	2532	51161	DEFINED	01
D A.G. EDWARDS, INC	COM	281760108	6928	210197	DEFINED	01
D EL PASO CORP	COM	28336L109	98	14085	DEFINED	01
D EL PASO ENERGY PARTNERS L.P.	COM	28368B102	278	10000	DEFINED	01
D ELAN CORP PLC ADR	COM	284131208	78	31575	DEFINED	01

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D ELECTROGLAS INC	COM	285324109	208	134933	DEFINED	01
D EMERSON ELECTRIC CO	COM	291011104	21754	427813	DEFINED	01
D EMPIRE DISTRICT ELECTRIC CO	COM	291641108	193	10599	DEFINED	01
D ENBRIDGE ENERGY PARTNERS L.P.	COM	29250R106	213	5047	DEFINED	01
D ENDESA S.A.	COM	29258N107	520	46001	DEFINED	01
D ENERGEN CORP	COM	29265N108	291	10001	DEFINED	01
D ENERGIZER HOLDINGS INC	COM	29266R108	3438	123241	DEFINED	02
D ENTERCOM COMMUNICATIONS CORP	COM	293639100	1624	34605	DEFINED	02
D ENTERGY CORP NEW	COM	29364G103	696	15275	DEFINED	01
D ENTERPRISE PRODS PARTNERS L.P.	COM	293792107	644	33200	DEFINED	01
D EQUITY RESIDENTIAL	COM	29476L107	266	10840	DEFINED	01
D ETHAN ALLEN INTERIORS INC	COM	297602104	3034	88264	DEFINED	01
D * EXPEDITORS INTL WASHINGTON	COM	302130109	8234	252192	DEFINED	01
D * EXPRESS SCRIPTS INC	COM	302182100	266	5527	DEFINED	01
D EXTREME NETWORKS INC	COM	30226D106	36	11100	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	38412	1099382	DEFINED	01
D FPL GROUP INC	COM	302571104	354	5895	DEFINED	01
D FACTSET RESEARCH SYSTEMS INC	COM	303075105	631	22311	DEFINED	01
D FAMILY DOLLAR STORES INC	COM	307000109	261	8350	DEFINED	01
D FREDDIE MAC	COM	313400301	5112	86578	DEFINED	01
D FANNIE MAE	COM	313586109	4117	64002	DEFINED	01
D FEDEX CORP	COM	31428X106	698	12870	DEFINED	01
D * FIFTH THIRD BANCORP	COM	316773100	2556	43648	DEFINED	01
D FINANCIAL FEDERAL CORP	COM	317492106	5048	200863	DEFINED	02
D FIRST COMWLTH FINL CORP PA	COM	319829107	722	62744	DEFINED	01
D FIRST DATA CORP	COM	319963104	27607	779630	DEFINED	01
D FLEETBOSTON FINANCIAL CORP	COM	339030108	1022	42077	DEFINED	01
D FLEMING COMPANIES INC	COM	339130106	66	10000	DEFINED	01
D FLORIDA BANKS INC	COM	340560101	175	20000	DEFINED	01
D FLORIDA EAST COAST INDS INC	COM	340632207	552	25001	DEFINED	01
D FLUOR CORP NEW	COM	343412102	630	22499	DEFINED	01
D FORD MOTOR CO (NEW)	COM	345370860	196	21072	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	370	7954	DEFINED	01
D GANNETT CO INC	COM	364730101	904	12588	DEFINED	01
D GAP INC	COM	364760108	304	19567	DEFINED	01
D GENERAL ELECTRIC CO	COM	369604103	32318	1327217	DEFINED	01
D GENERAL MILLS INC	COM	370334104	1231	26212	DEFINED	01
D GENERAL MOTORS CORP	COM	370442105	297	8072	DEFINED	01
D GENERAL MOTORS CORP NEW	COM	370442832	282	26341	DEFINED	01
D GENUINE PARTS CO	COM	372460105	245	7940	DEFINED	01
D GIANT INDUSTRIES INC	COM	374508109	35	12000	DEFINED	01
D GILLETTE CO	COM	375766102	3247	106950	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	1818	110353	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	1030	27495	DEFINED	01
D GOLDMAN SACHS GROUP INC	COM	38141G104	14870	218355	DEFINED	01
D GRACO INC	COM	384109104	205	7162	DEFINED	01
D GREATER BAY BANCORP	COM	391648102	3784	218883	DEFINED	01
D GUIDANT CORP	COM	401698105	948	30746	DEFINED	01
D HCA INC	COM	404119109	1297	31251	DEFINED	01
D HRPT PROPERTIES TRUST	COM	40426W101	97	11801	DEFINED	01
D HSBC HLDGS PLC NEW	COM	404280406	644	11720	DEFINED	01
D HARLEY DAVIDSON INC	COM	412822108	11808	255588	DEFINED	01
D HARMAN INTL INDUSTRIES INC NEW	COM	413086109	624	10490	DEFINED	01
D HARSCO CORP	COM	415864107	1907	59812	DEFINED	01
D HARTFORD FINL SVCS GROUP INC	COM	416515104	625	13762	DEFINED	01
D HASBRO INC	COM	418056107	124	10717	DEFINED	01
D HEALTHSOUTH CORPORATION	COM	421924101	50	11975	DEFINED	01
D HEARST-ARGYLE TELEVISION INC	COM	422317107	932	38646	DEFINED	01
D H.J. HEINZ CO	COM	423074103	1718	52260	DEFINED	01
D HERSHEY FOODS CORP	COM	427866108	15600	231322	DEFINED	01
D HEWLETT-PACKARD CO	COM	428236103	392	22572	DEFINED	01
D * HIBBETT SPORTING GOODS INC	COM	428565105	242	10100	DEFINED	01

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D HIGH INCOME OPPORTUNITY FUND	COM	42967Q105	4718	752531	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	14832	1166918	DEFINED	01
D HOME DEPOT INC	COM	437076102	6443	268238	DEFINED	01
D HONEYWELL INTERNATIONAL INC	COM	438516106	563	23477	DEFINED	01
D HUBBELL INC CLASS B	COM	443510201	2097	59674	DEFINED	01
D IMC GLOBAL INC	COM	449669100	107	10001	DEFINED	01
D IMS HEALTH INC	COM	449934108	867	54193	DEFINED	01
D ISTAR FINANCIAL INC	COM	45031U101	1938	69098	DEFINED	02
D ITT EDUCATIONAL SERVICES INC	COM	45068B109	2387	101365	DEFINED	01
D ITT INDUSTRIES INC	COM	450911102	204	3358	DEFINED	01
D ILL TOOL WORKS INC	COM	452308109	11385	175540	DEFINED	01
D IMAGISTICS INTERNATIONAL INC	COM	45247T104	2119	105957	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	431	15000	DEFINED	01
D * INERGY L P	COM	456615103	1275	45549	DEFINED	01
D * INSITUFORM TECHNOLOGIES INC	COM	457667103	5240	307307	DEFINED	01
D * INTEL CORP	COM	458140100	3451	221640	DEFINED	01
D INTL BUSINESS MACHINES CORP	COM	459200101	7151	92268	DEFINED	01
D INTERNATIONAL PAPER COMPANY	COM	460146103	522	14933	DEFINED	01
D * INTERNATIONAL SPEEDWAY CORP	COM	460335201	3940	105646	DEFINED	01
D INTERPUBLIC GROUP OF COS INC	COM	460690100	152	10800	DEFINED	01
D INTRUSION INC	COM	46121E106	6	20000	DEFINED	01
D INVESTMENT TECH GROUP INC NEW	COM	46145F105	1804	80665	DEFINED	01
D * INVESTORS FINL SERVICES CORP	COM	461915100	352	12837	DEFINED	01
D IRON MOUNTAIN INC (PA) NEW	COM	462846106	8031	243302	DEFINED	02
D ISHARES INC	COM	464286509	178	18884	DEFINED	01
D ISHARES TRUST	COM	464287242	1309	11934	DEFINED	01
D ISHARES TRUST	COM	464287309	801	17830	DEFINED	01
D ISHARES TRUST	COM	464287408	1330	30911	DEFINED	01
D ISHARES TRUST	COM	464287457	4285	52061	DEFINED	01
D ISHARES TRUST	COM	464287465	41713	421298	DEFINED	01
D ISHARES TRUST	COM	464287473	281	4099	DEFINED	01
D ISHARES TRUST	COM	464287481	221	4283	DEFINED	01
D ISHARES TRUST	COM	464287556	425	8620	DEFINED	01
D ISHARES TRUST DOW JONES	COM	464287580	6837	163244	DEFINED	01
D ISHARES INC	COM	464287606	17403	190306	DEFINED	01
D ISHARES INC	COM	464287630	399	3578	DEFINED	02
D ISHARES INC	COM	464287648	3743	93924	DEFINED	02
D ISHARES TRUST	COM	464287655	866	11419	DEFINED	01
D ISHARES TRUST DOW JONES	COM	464287697	2264	47284	DEFINED	01
D ISHARES INC	COM	464287705	20811	260166	DEFINED	01
D ISHARES TRUST-DOW JONES U.S.	COM	464287713	2276	119418	DEFINED	01
D ISHARES TRUST	COM	464287721	432	13299	DEFINED	01
D ISHARES TRUST DOW JONES U S	COM	464287754	889	23761	DEFINED	01
D ISHARES TRUST DOW JONES U S	COM	464287762	6181	127363	DEFINED	01
D ISHARES TRUST	COM	464287788	525	7696	DEFINED	01
D ISHARES TRUST DOW JONES	COM	464287796	532	13507	DEFINED	01
D ISHARES TRUST DOW JONES U S	COM	464287812	4740	116613	DEFINED	01
D ISHARES INC	COM	464287879	21697	298235	DEFINED	01
D ISHARES INC	COM	464287887	19400	298143	DEFINED	01
D JDN REALTY CORP	COM	465917102	184	16790	DEFINED	01
D JDS UNIPHASE CORP	COM	46612J101	62	25100	DEFINED	01
D JP MORGAN CHASE & CO	COM	46625H100	2054	85586	DEFINED	01
D JEFFERSON PILOT CORP	COM	475070108	334	8762	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	24334	453073	DEFINED	01
D KANEB PIPE LINE PARTNERS L.P.	COM	484169107	282	8099	DEFINED	01
D KELLOGG CO	COM	487836108	387	11302	DEFINED	01
D KERR-MCGEE CORP (HOLDING CO)	COM	492386107	1875	42320	DEFINED	01
D KEYCORP NEW	COM	493267108	415	16493	DEFINED	01
D KIMBERLY CLARK CORP	COM	494368103	1045	22009	DEFINED	01
D KIMCO REALTY CORP	COM	49446R109	6541	213486	DEFINED	01
D KINDER MORGAN ENRGY PARTNRS LP	COM	494550106	657	18770	DEFINED	01
D KNIGHT RIDDER INC	COM	499040103	380	6001	DEFINED	01

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D KOHLS CORP	COM	500255104	569	10165	DEFINED	01
D KRAFT FOODS INC	COM	50075N104	932	23953	DEFINED	01
D KROGER COMPANY	COM	501044101	353	22830	DEFINED	01
D LNR PROPERTY CORP	COM	501940100	2219	62675	DEFINED	01
D LEGGETT AND PLATT	COM	524660107	847	37750	DEFINED	01
D LEXINGTON CORP PPTYS TRUST SBI	COM	529043101	431	27080	DEFINED	01
D LIBERTY MEDIA CORP NEW	COM	530718105	18566	2076759	DEFINED	01
D LIBERTY PROPERTY TRUST	COM	531172104	588	18410	DEFINED	01
D ELI LILLY AND CO	COM	532457108	1649	25966	DEFINED	01
D LIMITED BRANDS INC	COM	532716107	315	22601	DEFINED	01
D LINCARE HOLDINGS INC	COM	532791100	982	31053	DEFINED	01
D LINCOLN NATL CONV SECS FD INC	COM	534183108	181	15000	DEFINED	01
D LOCKHEED MARTIN CORP	COM	539830109	881	15255	DEFINED	01
D LOWE'S COMPANIES INC	COM	548661107	2924	77968	DEFINED	01
D LUCENT TECHNOLOGIES INC	COM	549463107	50	39677	DEFINED	01
D MBIA INC	COM	55262C100	441	10066	DEFINED	01
D MBNA CORP	COM	55262L100	1411	74191	DEFINED	01
D MFS INTERMEDIATE INCOME TR SBI	COM	55273C107	71	10001	DEFINED	01
D MANAGED MUNIS PORTFOLIO INC	COM	561662107	717	67255	DEFINED	01
D MANAGED HIGH INCOME PORTFOLIO	COM	56166C105	1220	197343	DEFINED	01
D MARKEL CORP (HOLDING COMPANY)	COM	570535104	2245	10923	DEFINED	01
D MARSH & MCLENNAN CO	COM	571748102	668	14461	DEFINED	01
D MARTHA STEWART LIVING	COM	573083102	497	50360	DEFINED	01
D MASCO CORPORATION	COM	574599106	256	12161	DEFINED	01
D MASSEY ENERGY COMPANY	COM	576206106	218	22429	DEFINED	01
D MATTEL INC	COM	577081102	614	32078	DEFINED	01
D MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	634	19180	DEFINED	01
D MAY DEPARTMENT STORES CO	COM	577778103	897	39037	DEFINED	01
D MAVERICK TUBE CORP	COM	577914104	143	11000	DEFINED	01
D MAYTAG CORP	COM	578592107	257	9000	DEFINED	01
D MCDONALD'S CORP	COM	580135101	1202	74781	DEFINED	01
D MCGRAW-HILL COMPANIES INC	COM	580645109	254	4200	DEFINED	01
D MCKESSON CORP	COM	58155Q103	548	20261	DEFINED	01
D MEDIACOM COMMUNICATIONS CORP	COM	58446K105	88	10000	DEFINED	01
D MEDTRONIC INC	COM	585055106	11179	245162	DEFINED	01
D MELLON FINANCIAL CORP	COM	58551A108	655	25069	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	29270	517054	DEFINED	01
D MERCURY COMPUTER SYS INC	COM	589378108	545	17860	DEFINED	02
D MERRILL LYNCH & CO	COM	590188108	1153	30369	DEFINED	01
D METRO GOLDWYN MAYER INC	COM	591610100	520	40000	DEFINED	01
D MICROSOFT CORP	COM	594918104	20300	392658	DEFINED	01
D MICROCHIP TECHNOLOGY INC	COM	595017104	230	9400	DEFINED	01
D MIRANT CORP	COM	604675108	38	20329	DEFINED	01
D MOHAWK INDUSTRIES INC	COM	608190104	592	10395	DEFINED	02
D * MONOLITHIC SYSTEMS	COM	609842109	200	16556	DEFINED	01
D MORGAN STANLEY NEW	COM	617446448	336	8420	DEFINED	01
D MOTOROLA INC	COM	620076109	687	79468	DEFINED	01
D MYLAN LABORATORIES	COM	628530107	403	11537	DEFINED	01
D NANOPHASE TECHNOLOGIES CORP	COM	630079101	29	10310	DEFINED	02
D NARA BANCORP INC	COM	63080P105	511	24720	DEFINED	01
D NASDAQ 100 TRUST	COM	631100104	622	25514	DEFINED	01
D NATIONAL CITY CORP	COM	635405103	1442	52798	DEFINED	01
D NATIONAL COMMERCE FINL CORP	COM	63545P104	11890	498550	DEFINED	01
D NATUZZI S P A ADR	COM	63905A101	3896	383462	DEFINED	02
D NEW YORK TIMES CL A	COM	650111107	348	7614	DEFINED	01
D NEWELL RUBBERMAID INC	COM	651229106	490	16143	DEFINED	01
D NEWMONT MINING CORP	COM	651639106	459	15801	DEFINED	01
D NIKE INC. CLASS B	COM	654106103	347	7793	DEFINED	01
D NOKIA CORP	COM	654902204	1633	105324	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	669	33474	DEFINED	01
D NORTEL NETWORKS CORP NEW	COM	656568102	20	12679	DEFINED	01
D NORTH FORK BANCORPORATION (NY)	COM	659424105	1712	50732	DEFINED	01

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D NORTHERN BORDER PARTNERS L P	COM	664785102	1289	34047	DEFINED	01
D * NORTHERN TRUST CORP	COM	665859104	664	18948	DEFINED	01
D NORTHROP GRUMMAN CORP	COM	666807102	530	5462	DEFINED	01
D NORTHWEST AIRLINES CORPORATION	COM	667280101	76	10300	DEFINED	01
D NOVARTIS AG	COM	66987V109	585	15921	DEFINED	01
D NTELOS INC	COM	67019U101	4	12000	DEFINED	01
D NUVEEN CALIF PERFORMANCE PLUS-	COM	67062Q106	183	12788	DEFINED	01
D NUVEEN DIVIDEND ADVANTAGE	COM	67066V101	732	49003	DEFINED	01
D NUVEEN QUALITY PFD INCOME FUND	COM	67071S101	150	10000	DEFINED	01
D NUVEEN MUNICIPAL VALUE FD INC	COM	670928100	1561	167281	DEFINED	01
D OCCIDENTAL PETROLEUM CORP	COM	674599105	381	13388	DEFINED	01
D OMNICOM GROUP INC	COM	681919106	671	10391	DEFINED	01
D * ORACLE CORP	COM	68389X105	3231	299196	DEFINED	01
D O'REILLY AUTOMOTIVE INC	COM	686091109	502	19861	DEFINED	01
D OWENS-ILLINOIS INC NEW	COM	690768403	175	12000	DEFINED	01
D PMC COMMERCIAL TRUST SBI	COM	693434102	467	37535	DEFINED	01
D PMI GROUP INC	COM	69344M101	572	19041	DEFINED	01
D PARKER-HANNIFIN CORPORATION	COM	701094104	254	5501	DEFINED	01
D * PAYCHEX INC	COM	704326107	232	8331	DEFINED	01
D PEOPLES BANK	COM	710198102	233	9250	DEFINED	01
D * PEOPLESOFT INC	COM	712713106	489	26724	DEFINED	01
D PEPSICO INC	COM	713448108	25794	610943	DEFINED	01
D PFIZER INC	COM	717081103	29027	949512	DEFINED	01
D PHARMACIA CORP	COM	71713U102	1947	46588	DEFINED	01
D PHILIP MORRIS COMPANIES INC	COM	718154107	3272	80725	DEFINED	01
D PLAINS RESOURCES INC #	COM	726540503	895	75490	DEFINED	01
D PLANTRONICS INC NEW	COM	727493108	1692	111814	DEFINED	01
D PLUM CREEK TIMBER CO INC	COM	729251108	5729	242774	DEFINED	01
D POLARIS INDUSTRIES INC	COM	731068102	586	10000	DEFINED	01
D POTASH CP OF SASKATCHEWAN	COM	73755L107	276	4334	DEFINED	02
D PRAXAIR INC	COM	74005P104	379	6569	DEFINED	01
D * PRESSTEK INC	COM	741113104	49	10521	DEFINED	01
D PROCTER & GAMBLE CO	COM	742718109	13666	159015	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	526	12146	DEFINED	01
D PROVIDIAN FINANCIAL CORP	COM	74406A102	179	27601	DEFINED	01
D PUBLIC STORAGE INC	COM	74460D109	1813	56103	DEFINED	01
D PULITZER INC	COM	745769109	1023	22756	DEFINED	01
D PULTE HOMES INC	COM	745867101	598	12498	DEFINED	01
D PUTNAM MASTER INCOME TRUST SBI	COM	74683K104	76	11953	DEFINED	01
D PUTNAM MASTER INTERMEDIATE -	COM	746909100	65	10573	DEFINED	01
D QUAKER FABRIC CORP	COM	747399103	695	100000	DEFINED	01
D QUALCOMM INC	COM	747525103	1164	31993	DEFINED	01
D QWEST COMMUNICATIONS	COM	749121109	80	15991	DEFINED	01
D RAINBOW TECHNOLOGIES	COM	750862104	135	18800	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	714	28419	DEFINED	02
D RAWLINGS SPORTING GOODS INC	COM	754459105	1246	141431	DEFINED	01
D RAYONIER INC	COM	754907103	3635	80340	DEFINED	01
D REALTY INCOME CORP	COM	756109104	245	7003	DEFINED	01
D RESMED INC	COM	761152107	557	18210	DEFINED	01
D ROWAN COMPANIES INC	COM	779382100	249	10950	DEFINED	01
D ROYAL BANK OF CANADA	COM	780087102	879	23938	DEFINED	01
D ROYAL DUTCH PETROLEUM CO #	COM	780257804	4158	94467	DEFINED	01
D RUSS BERRIE & CO INC	COM	782233100	1988	58858	DEFINED	01
D SBC COMMUNICATIONS INC	COM	78387G103	5953	219581	DEFINED	01
D SLM CORP	COM	78442P106	922	8879	DEFINED	01
D STANDARD & POOR'S 500	COM	78462F103	525	5956	DEFINED	01
D ST JOE COMPANY	COM	790148100	2052	68401	DEFINED	01
D ST JUDE MEDICAL INC	COM	790849103	264	6652	DEFINED	01
D SAN PAOLO-IMI S.P.A.	COM	799175104	308	24000	DEFINED	01
D SARA LEE CORP	COM	803111103	1696	75366	DEFINED	01
D SCANA CORP NEW	COM	80589M102	352	11361	DEFINED	01
D SCHERING-PLOUGH CORP	COM	806605101	2378	107133	DEFINED	01



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D SCHLUMBERGER LTD	COM	806857108	588	13974	DEFINED	01
D A. SCHULMAN INC	COM	808194104	1918	103066	DEFINED	01
D SCOTTS COMPANY	COM	810186106	2379	48521	DEFINED	02
D E W SCRIPPS CO NEW CL A	COM	811054204	8011	104108	DEFINED	01
D SEA CONTAINERS LTD CL A	COM	811371707	135	15110	DEFINED	01
D SEALED AIR CORP NEW	COM	81211K100	232	6220	DEFINED	01
D SELECT SECTOR SPDR TRUST	COM	81369Y100	5900	297401	DEFINED	01
D SELECT SECTOR SPDR TRUST	COM	81369Y407	3773	163259	DEFINED	01
D SECTOR SPDR TRUST (ENERGY)	COM	81369Y506	7877	352767	DEFINED	01
D SECTOR SPDR TRUST (FINANCIAL)	COM	81369Y605	11012	500535	DEFINED	01
D SECTOR SPDR TRUST (INDUSTRIAL)	COM	81369Y704	6736	327135	DEFINED	01
D SECTOR SPDR TRUST (TECHNOLOGY)	COM	81369Y803	9229	623598	DEFINED	01
D SERVICE CORP INTL	COM	817565104	173	51992	DEFINED	01
D SIEMENS AKTIENGESELLSCHAFT	COM	826197501	304	7204	DEFINED	01
D * SIGMA ALDRICH CORP	COM	826552101	12016	246739	DEFINED	01
D SIMULA INC	COM	829206101	13	10550	DEFINED	01
D SIX CONTINENTS PLC	COM	830018107	1503	187916	DEFINED	02
D SMITH & WOLLENSKY RESTAURANT	COM	831758107	1205	344250	DEFINED	01
D J.M. SMUCKER CO NEW	COM	832696405	4367	109708	DEFINED	01
D SNAP-ON INC	COM	833034101	5535	196917	DEFINED	02
D SOUTHERN COMPANY	COM	842587107	3093	108946	DEFINED	01
D SPRINT CORP (FON GROUP)	COM	852061100	398	27482	DEFINED	01
D * STAPLES INC	COM	855030102	383	20911	DEFINED	01
D STATE STREET CORP	COM	857477103	1942	49792	DEFINED	01
D STEWART ENTERPRISES INC	COM	860370105	269	48373	DEFINED	01
D STORAGENETWORKS INC	COM	86211E103	17	15000	DEFINED	01
D STREETTRACKS SERIES TRUST	COM	86330E604	10217	87863	DEFINED	01
D STRYKER CORP	COM	863667101	326	4851	DEFINED	01
D SUN COMMUNITIES INC	COM	866674104	8684	237457	DEFINED	01
D * SUN MICROSYSTEMS INC	COM	866810104	590	189764	DEFINED	01
D SUNGARD DATA SYSTEMS INC	COM	867363103	208	8815	DEFINED	01
D SUNTRUST BANKS INC	COM	867914103	673	11819	DEFINED	01
D SURMODICS INC	COM	868873100	276	9620	DEFINED	01
D * SYMANTEC CORP	COM	871503108	442	10919	DEFINED	01
D SYSCO CORPORATION	COM	871829107	5938	199345	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	315	7201	DEFINED	01
D TECO ENERGY INC	COM	872375100	367	23737	DEFINED	01
D TII NETWORK TECH INC	COM	872479209	11	20000	DEFINED	01
D TJX CO'S INC NEW	COM	872540109	518	26521	DEFINED	01
D TMP WORLDWIDE INC	COM	872941109	852	75320	DEFINED	01
D TARGET CORP	COM	87612E106	2715	90503	DEFINED	01
D TEMPLETON DRAGON FUND INC	COM	88018T101	94	10500	DEFINED	01
D TEMPLETON GLOBAL INCOME FUND	COM	880198106	374	48573	DEFINED	01
D TERADYNE INC	COM	880770102	200	15400	DEFINED	01
D * TEVA PHARMACEUTICAL INDS ADR	COM	881624209	1348	34921	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	1053	70158	DEFINED	01
D * THORATEC CORP #	COM	885175307	231	30250	DEFINED	01
D THORNBURG MORTGAGE INC	COM	885218107	226	11257	DEFINED	01
D 3M COMPANY	COM	88579Y101	5359	43464	DEFINED	01
D TITAN CORP	COM	888266103	164	15770	DEFINED	01
D TOTAL FINA ELF S A	COM	89151E109	491	6869	DEFINED	01
D TRIBUNE CO NEW	COM	896047107	4634	101927	DEFINED	01
D TUPPERWARE CORP	COM	899896104	338	22445	DEFINED	01
D TYCO INTERNATIONAL LTD NEW	COM	902124106	1710	100128	DEFINED	01
D * UMB FINANCIAL CORP	COM	902788108	227	5920	DEFINED	01
D * USA TRUCK INC	COM	902925106	269	38187	DEFINED	01
D US BANCORP NEW	COM	902973304	718	33846	DEFINED	01
D UNILEVER PLC NEW	COM	904767704	692	18100	DEFINED	01
D UNILEVER NV NEW	COM	904784709	592	9600	DEFINED	02
D UNION PACIFIC CORP	COM	907818108	981	16385	DEFINED	01
D UNION PLANTERS CORP	COM	908068109	299	10615	DEFINED	01
D UNITED PARCEL SERVICE INC	COM	911312106	1066	16901	DEFINED	01

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D UNITED TECHNOLOGIES CORP	COM	913017109	2227	35961	DEFINED	01
D UNITEDHEALTH GROUP INC	COM	91324P102	413	4951	DEFINED	01
D V.F. CORPORATION	COM	918204108	563	15606	DEFINED	01
D VAN KAMPEN SENIOR INCOME TRUST	COM	920961109	2989	446162	DEFINED	01
D VARIAN MEDICAL SYSTEMS INC	COM	92220P105	7530	151810	DEFINED	01
D VECTREN CORP	COM	92240G101	2212	96184	DEFINED	01
D * VERITAS SOFTWARE CO	COM	923436109	216	13821	DEFINED	01
D * VERISIGN INC	COM	92343E102	111	13808	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	5613	144851	DEFINED	01
D VIACOM INC CL B	COM	925524308	1427	35022	DEFINED	01
D VODAFONE GROUP PLC NEW	COM	92857W100	425	23474	DEFINED	01
D WPS RESOURCES CORP	COM	92931B106	879	22634	DEFINED	01
D WACHOVIA CORP (2ND NEW)	COM	929903102	1725	47343	DEFINED	01
D WAL-MART STORES INC	COM	931142103	50207	994000	DEFINED	01
D WALGREEN COMPANY	COM	931422109	4506	154385	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	1203	34848	DEFINED	01
D WASHINGTON POST CO CL B	COM	939640108	314	425	DEFINED	02
D WASTE MANAGEMENT INC NEW	COM	94106L109	839	36611	DEFINED	01
D WATERS CORP	COM	941848103	207	9500	DEFINED	01
D WELLPOINT HEALTH NETWORKS NEW	COM	94973H108	614	8628	DEFINED	01
D WELLS FARGO & CO NEW	COM	949746101	31513	672343	DEFINED	01
D WESTWOOD ONE INC	COM	961815107	8349	223487	DEFINED	01
D JOHN WILEY & SONS INC	COM	968223206	1920	79980	DEFINED	01
D WILLIAMS ENERGY PARTNERS L.P.	COM	969491109	324	9986	DEFINED	01
D WILMINGTON TRUST CORP	COM	971807102	646	20400	DEFINED	01
D WYETH	COM	983024100	4445	118854	DEFINED	01
D XEROX CORPORATION	COM	984121103	619	76937	DEFINED	01
D ZEBRA TECHNOLOGIES CORP	COM	989207105	9541	166515	DEFINED	02
D ZILA INC	COM	989513205	23	24928	DEFINED	01
D ZIMMER HOLDINGS INC	COM	98956P102	792	19082	DEFINED	01
D DEUTSCHE BANK AG NAMEN AKT	COM	D18190898	300	6600	DEFINED	02
D ACE LIMITED ORD	COM	G0070K103	642	21898	DEFINED	01
D EVEREST RE GROUP LTD	COM	G3223R108	568	10265	DEFINED	01
D INGERSOLL-RAND COMPANY LIMITED	COM	G4776G101	19330	448907	DEFINED	02
D W.P. STEWART & CO LTD	COM	G84922106	4279	238758	DEFINED	02
D TRANSOCEAN INC	COM	G90078109	464	20015	DEFINED	01
D XL CAPITAL LTD	COM	G98255105	406	5257	DEFINED	01
D UBS AG NEW	COM	H8920M855	659	13701	DEFINED	01
D MADGE NETWORKS N.V.	COM	N5424G106	3	10000	DEFINED	01
S REPORT SUMMARY	497 DATA RECORDS		1484071		2 OTHER MANAGERS	