

ROYAL BANK OF SCOTLAND GROUP PLC

Form 13F-HR

November 12, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: September 30, 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 November 10th, 2004

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: 5  
 Form 13F Information Table Entry Total: 892  
 Form 13F Information Table Value Total: \$1,153,221,160

List of Other Included Managers:

No.	13F File Number	Name
14		Boston Trust Investment Management
10	028-05954	Citizens Bank
9	028-01255	National Westminster Bank plc
7	028-05855	The Royal Bank of Scotland Plc
13	028-02259	US Trust Co. Boston

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
AFLAC INC	COM	001055102	1672	42652	SH		DEFINED	10
AFLAC INC	COM	001055102	229	5850	SH		DEF/OTH	10
AFLAC INC	COM	001055102	156	3980	SH		DEFINED	7
AT&T WIRELESS SVCS INC	COM	00209A106	551	37253	SH		DEFINED	10
AT&T WIRELESS SVCS INC	COM	00209A106	90	6108	SH		DEF/OTH	10
AAIPHARMA INC	COM	00252W104	39	25000	SH		DEFINED	9
ABBOTT LABS	COM	002824100	2623	61922	SH		DEFINED	10
ABBOTT LABS	COM	002824100	710	16756	SH		DEF/OTH	10
ABBOTT LABS	COM	002824100	152	3600	SH		DEFINED	7
ABBOTT LABS	COM	002824100	6258	147726	SH		DEFINED	9
ABBOTT LABS	COM	002824100	451	10655	SH		DEF/OTH	9
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	74	12000	SH		DEFINED	9
ADOBE SYS INC	COM	00724F101	634	12810	SH		DEFINED	10
ADOBE SYS INC	COM	00724F101	147	2975	SH		DEF/OTH	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	455	8182	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	151	6996	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	59	2734	SH		DEF/OTH	10
AGILENT TECHNOLOGIES INC	COM	00846U101	12	534	SH		DEFINED	7
AIR PRODS & CHEMS INC	COM	009158106	908	16690	SH		DEFINED	10
AIR PRODS & CHEMS INC	COM	009158106	286	5257	SH		DEF/OTH	10
ALBERTO CULVER CO	COM	013068101	1358	31223	SH		DEFINED	10
ALBERTO CULVER CO	COM	013068101	201	4619	SH		DEF/OTH	10
ALCOA INC	COM	013817101	4178	124375	SH		DEFINED	10
ALCOA INC	COM	013817101	357	10640	SH		DEF/OTH	10
ALCOA INC	COM	013817101	118	3500	SH		DEFINED	7
ALCOA INC	COM	013817101	1289	38368	SH	PUT	DEFINED	7
ALCOA INC	COM	013817101	148	4400	SH		DEFINED	9
ALLERGAN INC	COM	018490102	661	9117	SH		DEFINED	10
ALLERGAN INC	COM	018490102	127	1750	SH		DEF/OTH	10
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	354	40000	SH		DEFINED	9
ALLMERICA FINL CORP	COM	019754100	265	9854	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	4690	97731	SH		DEFINED	10
ALLSTATE CORP	COM	020002101	248	5162	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	1273	23192	SH		DEFINED	10
ALLTEL CORP	COM	020039103	103	1875	SH		DEF/OTH	10
ALLTEL CORP	COM	020039103	19	355	SH		DEFINED	7
ALTRIA GROUP INC	COM	02209S103	470	9984	SH		DEFINED	10

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ALTRIA GROUP INC	COM	02209S103	882	18751	SH	DEF/OTH	10
ALTRIA GROUP INC	COM	02209S103	255	5425	SH	DEFINED	7
ALTRIA GROUP INC	COM	02209S103	144	3061	SH	DEFINED	9
ALTRIA GROUP INC	COM	02209S103	86	1820	SH	DEF/OTH	9
AMBAC FINL GROUP INC	COM	023139108	5838	73019	SH	DEFINED	10
AMBAC FINL GROUP INC	COM	023139108	387	4837	SH	DEF/OTH	10
AMEDISYS INC	COM	023436108	1979	66078	SH	DEFINED	9
AMERICAN EXPRESS CO	COM	025816109	4178	81197	SH	DEFINED	10
AMERICAN EXPRESS CO	COM	025816109	1028	19974	SH	DEF/OTH	10
AMERICAN EXPRESS CO	COM	025816109	46	900	SH	DEFINED	7
AMERICAN EXPRESS CO	COM	025816109	1639	31850	SH	DEFINED	9
AMERICAN EXPRESS CO	COM	025816109	134	2600	SH	DEF/OTH	9
AMERICAN INTL GROUP INC	COM	026874107	14783	217432	SH	DEFINED	10
AMERICAN INTL GROUP INC	COM	026874107	9140	134433	SH	DEF/OTH	10
AMERICAN INTL GROUP INC	COM	026874107	1649	24252	SH	DEFINED	7
AMERICAN INTL GROUP INC	COM	026874107	7760	114128	SH	DEFINED	9
AMERICAN INTL GROUP INC	COM	026874107	157	2315	SH	DEF/OTH	9
AMGEN INC	COM	031162100	6192	109003	SH	DEFINED	10
AMGEN INC	COM	031162100	467	8213	SH	DEF/OTH	10
AMGEN INC	COM	031162100	235	4130	SH	DEFINED	7
AMGEN INC	COM	031162100	3201	56341	SH	DEFINED	9
AMGEN INC	COM	031162100	85	1500	SH	DEF/OTH	9
ANADARKO PETE CORP	COM	032511107	188	2837	SH	DEFINED	10
ANADARKO PETE CORP	COM	032511107	88	1332	SH	DEF/OTH	10
ANADARKO PETE CORP	COM	032511107	265	4000	SH	DEFINED	9
ANALOG DEVICES INC	COM	032654105	759	19576	SH	DEFINED	10
ANALOG DEVICES INC	COM	032654105	89	2300	SH	DEF/OTH	10
ANALOG DEVICES INC	COM	032654105	12	300	SH	DEFINED	7
ANHEUSER BUSCH COS INC	COM	035229103	6300	126135	SH	DEFINED	10
ANHEUSER BUSCH COS INC	COM	035229103	144	2875	SH	DEF/OTH	10
ANHEUSER BUSCH COS INC	COM	035229103	609	12200	SH	DEFINED	7
ANHEUSER BUSCH COS INC	COM	035229103	699	14000	SH	DEFINED	9
ANN TAYLOR STORES CORP	COM	036115103	557	23791	SH	DEFINED	10
ANTHEM INC	COM	03674B104	3523	40381	SH	DEFINED	10
ANTHEM INC	COM	03674B104	317	3635	SH	DEF/OTH	10
APACHE CORP	COM	037411105	530	10572	SH	DEFINED	10
APACHE CORP	COM	037411105	68	1352	SH	DEF/OTH	10
APPLIED MATLS INC	COM	038222105	3366	204104	SH	DEFINED	10
APPLIED MATLS INC	COM	038222105	354	21480	SH	DEF/OTH	10
APPLIED MATLS INC	COM	038222105	201	12200	SH	DEFINED	9
AQUILA INC	COM	03840P102	405	129800	SH	DEFINED	9
ARCHER DANIELS MIDLAND CO	COM	039483102	2837	167078	SH	DEFINED	10
ARCHER DANIELS MIDLAND CO	COM	039483102	129	7600	SH	DEF/OTH	10
ATMEL CORP	COM	049513104	87	24000	SH	DEFINED	10
ATMEL CORP	COM	049513104	14	4000	SH	DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	4666	112927	SH	DEFINED	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	1101	26634	SH	DEF/OTH	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	41	1000	SH	DEFINED	7
AUTOMATIC DATA PROCESSING IN	COM	053015103	138	3350	SH	DEFINED	9
AVAYA INC	COM	053499109	848	60845	SH	DEFINED	10
AVAYA INC	COM	053499109	23	1652	SH	DEF/OTH	10
AVERY DENNISON CORP	COM	053611109	519	7890	SH	DEFINED	10
AVERY DENNISON CORP	COM	053611109	148	2250	SH	DEF/OTH	10
AVON PRODS INC	COM	054303102	884	20243	SH	DEFINED	10
AVON PRODS INC	COM	054303102	106	2425	SH	DEF/OTH	10
BB&T CORP	COM	054937107	379	9542	SH	DEFINED	10
BB&T CORP	COM	054937107	38	950	SH	DEF/OTH	10
BJ SVCS CO	COM	055482103	197	3751	SH	DEFINED	10
BJ SVCS CO	COM	055482103	5	100	SH	DEFINED	9
BP PLC	SPONSORED ADR	055622104	4058	70538	SH	DEFINED	10
BP PLC	SPONSORED ADR	055622104	1779	30931	SH	DEF/OTH	10
BP PLC	SPONSORED ADR	055622104	343	5962	SH	DEFINED	9

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BAKER HUGHES INC	COM	057224107	4418	101057	SH	DEFINED	10
BAKER HUGHES INC	COM	057224107	47	1065	SH	DEF/OTH	10
BALL CORP	COM	058498106	208	5550	SH	DEFINED	10
BALL CORP	COM	058498106	21	550	SH	DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	16226	374472	SH	DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	4516	104212	SH	DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	566	13060	SH	DEFINED	7
BANK OF AMERICA CORPORATION	COM	060505104	3639	83972	SH	DEFINED	9
BANK OF AMERICA CORPORATION	COM	060505104	153	3540	SH	DEF/OTH	9
BANK NEW YORK INC	COM	064057102	386	13225	SH	DEFINED	10
BANK NEW YORK INC	COM	064057102	170	5825	SH	DEF/OTH	10
BANK NEW YORK INC	COM	064057102	85	2930	SH	DEFINED	7
BANKNORTH GROUP INC NEW	COM	06646R107	2391	68302	SH	DEFINED	10
BANKNORTH GROUP INC NEW	COM	06646R107	135	3866	SH	DEF/OTH	10
BARD C R INC	COM	067383109	17	300	SH	DEFINED	10
BARD C R INC	COM	067383109	342	6048	SH	DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	3842	103829	SH	DEFINED	10
BARNES & NOBLE INC	COM	067774109	114	3085	SH	DEF/OTH	10
BAUSCH & LOMB INC	COM	071707103	440	6625	SH	DEFINED	10
BAUSCH & LOMB INC	COM	071707103	7	100	SH	DEF/OTH	10
BAXTER INTL INC	COM	071813109	449	13951	SH	DEFINED	10
BAXTER INTL INC	COM	071813109	144	4482	SH	DEF/OTH	10
BEAR STEARNS COS INC	COM	073902108	281	2923	SH	DEFINED	10
BEAR STEARNS COS INC	COM	073902108	7	75	SH	DEF/OTH	10
BECKMAN COULTER INC	COM	075811109	208	3700	SH	DEFINED	10
BED BATH & BEYOND INC	COM	075896100	252	6800	SH	DEFINED	10
BED BATH & BEYOND INC	COM	075896100	71	1900	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	1486	54804	SH	DEFINED	10
BELLSOUTH CORP	COM	079860102	763	28146	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	11	400	SH	DEFINED	7
BELLSOUTH CORP	COM	079860102	132	4850	SH	DEFINED	9
BELO CORP	COM SER A	080555105	3019	133945	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	126	44	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	887	309	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	32	11	SH	DEFINED	7
BEST BUY INC	COM	086516101	3268	60250	SH	DEFINED	10
BEST BUY INC	COM	086516101	49	900	SH	DEF/OTH	10
BIOMET INC	COM	090613100	5446	116165	SH	DEFINED	10
BIOMET INC	COM	090613100	550	11725	SH	DEF/OTH	10
BLACK & DECKER CORP	COM	091797100	434	5600	SH	DEFINED	10
BLACK & DECKER CORP	COM	091797100	89	1150	SH	DEF/OTH	10
BLOCK H & R INC	COM	093671105	167	3387	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	333	6450	SH	DEFINED	10
BOEING CO	COM	097023105	396	7674	SH	DEF/OTH	10
BOEING CO	COM	097023105	36	700	SH	DEFINED	9
BRIGGS & STRATTON CORP	COM	109043109	215	2645	SH	DEFINED	10
BRIGGS & STRATTON CORP	COM	109043109	179	2200	SH	DEF/OTH	10
BRINKER INTL INC	COM	109641100	283	9100	SH	DEFINED	10
BRINKER INTL INC	COM	109641100	23	750	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	2474	104516	SH	DEFINED	10
BRISTOL MYERS SQUIBB CO	COM	110122108	1472	62179	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	83	3500	SH	DEFINED	9
BURLINGTON NORTHN SANTA FE C	COM	12189T104	266	6932	SH	DEFINED	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	40	1032	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	49	1202	SH	DEFINED	10
BURLINGTON RES INC	COM	122014103	12	300	SH	DEF/OTH	10
BURLINGTON RES INC	COM	122014103	765	18760	SH	DEFINED	7
C D W CORP	COM	12512N105	6	100	SH	DEFINED	10
C D W CORP	COM	12512N105	1919	33070	SH	DEFINED	7
CIT GROUP INC	COM	125581108	1324	35400	SH	DEFINED	10

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CSX CORP	COM	126408103	221	6645	SH	DEFINED	10	
CSX CORP	COM	126408103	95	2873	SH	DEF/OTH	10	
CVS CORP	COM	126650100	6061	143865	SH	DEFINED	10	
CVS CORP	COM	126650100	368	8725	SH	DEF/OTH	10	
CVS CORP	COM	126650100	20	485	SH	DEFINED	9	
CALPINE CORP	COM	131347106	334	115000	SH	DEFINED	9	
CAPITAL ONE FINL CORP	COM	14040H105	3945	53381	SH	DEFINED	10	
CAPITAL ONE FINL CORP	COM	14040H105	55	750	SH	DEF/OTH	10	
CAPITAL ONE FINL CORP	COM	14040H105	36	488	SH	DEFINED	7	
CARDINAL HEALTH INC	COM	14149Y108	274	6252	SH	DEFINED	10	
CARDINAL HEALTH INC	COM	14149Y108	74	1700	SH	DEF/OTH	10	
CARDINAL HEALTH INC	COM	14149Y108	218	4974	SH	DEFINED	7	
CARNIVAL CORP	PAIRED CTF	143658300	1294	27354	SH	DEFINED	10	
CARNIVAL CORP	PAIRED CTF	143658300	58	1225	SH	DEF/OTH	10	
CATERPILLAR INC DEL	COM	149123101	1250	15540	SH	DEFINED	10	
CATERPILLAR INC DEL	COM	149123101	85	1060	SH	DEF/OTH	10	
CATERPILLAR INC DEL	COM	149123101	644	8000	SH	DEFINED	7	
CENDANT CORP	COM	151313103	4320	199991	SH	DEFINED	10	
CENDANT CORP	COM	151313103	24	1100	SH	DEF/OTH	10	
CENDANT CORP	COM	151313103	76	3500	SH	DEFINED	9	
CERNER CORP	COM	156782104	301	6950	SH	DEFINED	10	
CERNER CORP	COM	156782104	5	125	SH	DEF/OTH	10	
CHARLES RIV LABS INTL INC	COM	159864107	228	4975	SH	DEFINED	10	
CHARTERMAC	SH BEN INT	160908109	4237	192661	SH	DEFINED	10	
CHEVRONTEXACO CORP	COM	166764100	16642	310250	SH	DEFINED	10	
CHEVRONTEXACO CORP	COM	166764100	3000	55934	SH	DEF/OTH	10	
CHEVRONTEXACO CORP	COM	166764100	224	4172	SH	DEFINED	7	
CHEVRONTEXACO CORP	COM	166764100	5281	98448	SH	DEFINED	9	
CHICOS FAS INC	COM	168615102	222	6500	SH	DEFINED	10	
CHICOS FAS INC	COM	168615102	7	200	SH	DEF/OTH	10	
CHUBB CORP	COM	171232101	14	200	SH	DEFINED	10	
CHUBB CORP	COM	171232101	197	2804	SH	DEF/OTH	10	
CHUBB CORP	COM	171232101	200	2850	SH	DEFINED	9	
CIRCUIT CITY STORE INC	COM	172737108	178	11600	SH	DEFINED	10	
CISCO SYS INC	COM	17275R102	8422	465315	SH	DEFINED	10	
CISCO SYS INC	COM	17275R102	1159	64031	SH	DEF/OTH	10	
CISCO SYS INC	COM	17275R102	821	45343	SH	DEFINED	7	
CISCO SYS INC	COM	17275R102	1026	56711	SH	DEFINED	9	
CISCO SYS INC	COM	17275R102	102	5615	SH	DEF/OTH	9	
CITIGROUP INC	COM	172967101	14201	321864	SH	DEFINED	10	
CITIGROUP INC	COM	172967101	2120	48056	SH	DEF/OTH	10	
CITIGROUP INC	COM	172967101	336	7623	SH	DEFINED	7	
CITIGROUP INC	COM	172967101	2698	61152	SH	PUT	DEFINED	7
CITIGROUP INC	COM	172967101	4467	101245	SH	DEFINED	9	
CITIGROUP INC	COM	172967101	158	3575	SH	DEF/OTH	9	
CLOROX CO DEL	COM	189054109	2442	45825	SH	DEFINED	10	
CLOROX CO DEL	COM	189054109	96	1800	SH	DEF/OTH	10	
CLOROX CO DEL	COM	189054109	123	2300	SH	DEFINED	9	
COACH INC	COM	189754104	577	13595	SH	DEFINED	10	
COACH INC	COM	189754104	134	3163	SH	DEF/OTH	10	
COACH INC	COM	189754104	711	16768	SH	DEFINED	9	
COACH INC	COM	189754104	74	1743	SH	DEF/OTH	9	
COCA COLA CO	COM	191216100	3716	92776	SH	DEFINED	10	
COCA COLA CO	COM	191216100	2241	55964	SH	DEF/OTH	10	
COCA COLA CO	COM	191216100	1005	25103	SH	DEFINED	7	
COCA COLA CO	COM	191216100	628	15671	SH	PUT	DEFINED	7
COCA COLA CO	COM	191216100	1053	26300	SH	DEFINED	9	
COGNOS INC	COM	19244C109	382	10755	SH	DEFINED	10	
COGNOS INC	COM	19244C109	12	350	SH	DEF/OTH	10	
COLGATE PALMOLIVE CO	COM	194162103	600	13290	SH	DEFINED	10	
COLGATE PALMOLIVE CO	COM	194162103	278	6150	SH	DEF/OTH	10	
COLGATE PALMOLIVE CO	COM	194162103	254	5632	SH	DEFINED	9	

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COLLINS & AIKMAN CORP NEW	COM NEW		194830204	230	55000	SH	DEFINED	9
COMCAST CORP NEW	CL A		20030N101	1868	66141	SH	DEFINED	10
COMCAST CORP NEW	CL A		20030N101	456	16160	SH	DEF/OTH	10
COMCAST CORP NEW	CL A		20030N101	12	420	SH	DEFINED	9
COMCAST CORP NEW	CL A SPL		20030N200	566	20284	SH	DEFINED	10
COMCAST CORP NEW	CL A SPL		20030N200	3	125	SH	DEF/OTH	10
COMPUTER SCIENCES CORP	COM		205363104	3446	73160	SH	DEFINED	10
COMPUTER SCIENCES CORP	COM		205363104	93	1974	SH	DEF/OTH	10
CONAGRA FOODS INC	COM		205887102	436	16975	SH	DEFINED	10
CONAGRA FOODS INC	COM		205887102	60	2350	SH	DEF/OTH	10
CONOCOPHILLIPS	COM		20825C104	10692	129054	SH	DEFINED	10
CONOCOPHILLIPS	COM		20825C104	975	11764	SH	DEF/OTH	10
CONOCOPHILLIPS	COM		20825C104	162	1950	SH	DEFINED	9
CONSOLIDATED EDISON INC	COM		209115104	120	2850	SH	DEFINED	10
CONSOLIDATED EDISON INC	COM		209115104	200	4758	SH	DEF/OTH	10
CONSTELLATION BRANDS INC	CL A		21036P108	1153	30282	SH	DEFINED	10
CONSTELLATION BRANDS INC	CL A		21036P108	48	1250	SH	DEF/OTH	10
CONSTAR INTL INC NEW	COM		21036U107	111	22500	SH	DEFINED	9
CONSTELLATION ENERGY GROUP I	COM		210371100	320	8037	SH	DEFINED	10
CONSTELLATION ENERGY GROUP I	COM		210371100	39	985	SH	DEF/OTH	10
CONSTELLATION ENERGY GROUP I	COM		210371100	60	1500	SH	DEFINED	9
COUNTRYWIDE FINANCIAL CORP	COM		222372104	205	5196	SH	DEFINED	10
COUNTRYWIDE FINANCIAL CORP	COM		222372104	16	398	SH	DEF/OTH	10
DTE ENERGY CO	COM		233331107	2048	48534	SH	DEFINED	10
DTE ENERGY CO	COM		233331107	84	2000	SH	DEF/OTH	10
DANAHER CORP DEL	COM		235851102	818	15950	SH	DEFINED	10
DANAHER CORP DEL	COM		235851102	185	3600	SH	DEF/OTH	10
DARDEN RESTAURANTS INC	COM		237194105	322	13803	SH	DEFINED	10
DARDEN RESTAURANTS INC	COM		237194105	118	5075	SH	DEF/OTH	10
DELL INC	COM		24702R101	5211	146373	SH	DEFINED	10
DELL INC	COM		24702R101	399	11200	SH	DEF/OTH	10
DELL INC	COM		24702R101	66	1851	SH	DEFINED	7
DELL INC	COM		24702R101	389	10940	SH	DEFINED	9
DELTA AIR LINES INC DEL	NOTE	8.000% 6/0	247361YP7	588	2000000	SH	DEFINED	9
DENTSPLY INTL INC NEW	COM		249030107	4020	77396	SH	DEFINED	10
DENTSPLY INTL INC NEW	COM		249030107	157	3025	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM		25179M103	1051	14794	SH	DEFINED	10
DEVON ENERGY CORP NEW	COM		25179M103	35	492	SH	DEF/OTH	10
DIEBOLD INC	COM		253651103	172	3687	SH	DEFINED	10
DIEBOLD INC	COM		253651103	266	5687	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY		254687106	3971	176086	SH	DEFINED	10
DISNEY WALT CO	COM DISNEY		254687106	306	13570	SH	DEF/OTH	10
DISNEY WALT CO	COM DISNEY		254687106	24	1080	SH	DEFINED	7
DISNEY WALT CO	COM DISNEY		254687106	95	4200	SH	DEFINED	9
DISNEY WALT CO	COM DISNEY		254687106	9	402	SH	DEF/OTH	9
DOMINION RES INC VA NEW	COM		25746U109	2052	31453	SH	DEFINED	10
DOMINION RES INC VA NEW	COM		25746U109	266	4073	SH	DEF/OTH	10
DOMINION RES INC VA NEW	COM		25746U109	52	800	SH	DEFINED	7
DONALDSON INC	COM		257651109	897	31606	SH	DEFINED	10
DONALDSON INC	COM		257651109	24	850	SH	DEF/OTH	10
DONALDSON INC	COM		257651109	464	16360	SH	DEFINED	7
DONNELLEY R R & SONS CO	COM		257867101	2850	91000	SH	DEFINED	10
DONNELLEY R R & SONS CO	COM		257867101	344	10985	SH	DEF/OTH	10
DOVER CORP	COM		260003108	424	10900	SH	DEFINED	10
DOW CHEM CO	COM		260543103	2029	44920	SH	DEFINED	10
DOW CHEM CO	COM		260543103	233	5161	SH	DEF/OTH	10
DOW CHEM CO	COM		260543103	45	1000	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM		263534109	1815	42409	SH	DEFINED	10
DU PONT E I DE NEMOURS & CO	COM		263534109	1008	23559	SH	DEF/OTH	10
DU PONT E I DE NEMOURS & CO	COM		263534109	747	17444	SH	DEFINED	9
DU PONT E I DE NEMOURS & CO	COM		263534109	86	2000	SH	DEF/OTH	9
DUKE ENERGY CORP	COM		264399106	629	27460	SH	DEFINED	10

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DUKE ENERGY CORP	COM	264399106	102	4450	SH	DEF/OTH	10	
DUKE ENERGY CORP	COM	264399106	16	700	SH	DEFINED	7	
DUKE ENERGY CORP	COM	264399106	142	6221	SH	DEFINED	9	
DUN & BRADSTREET CORP DEL NE	COM	26483E100	205	3500	SH	DEFINED	10	
DUN & BRADSTREET CORP DEL NE	COM	26483E100	6	100	SH	DEF/OTH	10	
DYCOM INDS INC	COM	267475101	1732	61000	SH	DEFINED	10	
DYNEGY INC NEW	CL A	26816Q101	7	1400	SH	DEFINED	7	
DYNEGY INC NEW	CL A	26816Q101	309	61900	SH	DEFINED	9	
E M C CORP MASS	COM	268648102	730	63252	SH	DEFINED	10	
E M C CORP MASS	COM	268648102	176	15250	SH	DEF/OTH	10	
E M C CORP MASS	COM	268648102	63	5450	SH	DEFINED	7	
EOG RES INC	COM	26875P101	258	3921	SH	DEFINED	10	
EATON CORP	COM	278058102	2220	35011	SH	DEFINED	10	
ECOLAB INC	COM	278865100	2125	67593	SH	DEFINED	10	
ECOLAB INC	COM	278865100	406	12925	SH	DEF/OTH	10	
ELECTRONIC ARTS INC	COM	285512109	1219	26510	SH	DEFINED	10	
ELECTRONIC DATA SYS NEW	COM	285661104	31	1600	SH	DEFINED	10	
ELECTRONIC DATA SYS NEW	COM	285661104	14	700	SH	DEF/OTH	10	
ELECTRONIC DATA SYS NEW	COM	285661104	807	41621	SH	DEFINED	9	
EMERSON ELEC CO	COM	291011104	1262	20392	SH	DEFINED	10	
EMERSON ELEC CO	COM	291011104	348	5620	SH	DEF/OTH	10	
ENERGIZER HLDGS INC	COM	29266R108	333	7229	SH	DEFINED	10	
ENERGIZER HLDGS INC	COM	29266R108	47	1017	SH	DEF/OTH	10	
ENTERGY CORP NEW	COM	29364G103	2028	33466	SH	DEFINED	10	
ENTERGY CORP NEW	COM	29364G103	338	5582	SH	DEF/OTH	10	
EQUITABLE RES INC	COM	294549100	3820	70335	SH	DEFINED	10	
EQUITABLE RES INC	COM	294549100	360	6620	SH	DEF/OTH	10	
EXELON CORP	COM	30161N101	667	18169	SH	DEFINED	10	
EXELON CORP	COM	30161N101	205	5600	SH	DEF/OTH	10	
EXPRESS SCRIPTS INC	COM	302182100	1619	24773	SH	DEFINED	10	
EXXON MOBIL CORP	COM	30231G102	25181	521014	SH	DEFINED	10	
EXXON MOBIL CORP	COM	30231G102	11557	239128	SH	DEF/OTH	10	
EXXON MOBIL CORP	COM	30231G102	3350	69310	SH	DEFINED	7	
EXXON MOBIL CORP	COM	30231G102	5800	120000	SH	PUT	DEFINED	7
EXXON MOBIL CORP	COM	30231G102	3603	74540	SH	DEFINED	9	
EXXON MOBIL CORP	COM	30231G102	258	5336	SH	DEF/OTH	9	
FPL GROUP INC	COM	302571104	5638	82518	SH	DEFINED	10	
FPL GROUP INC	COM	302571104	740	10834	SH	DEF/OTH	10	
FAIR ISAAC CORP	COM	303250104	375	12841	SH	DEFINED	10	
FEDERAL HOME LN MTG CORP	COM	313400301	5612	86027	SH	DEFINED	10	
FEDERAL HOME LN MTG CORP	COM	313400301	553	8475	SH	DEF/OTH	10	
FEDERAL NATL MTG ASSN	COM	313586109	987	15575	SH	DEFINED	10	
FEDERAL NATL MTG ASSN	COM	313586109	162	2555	SH	DEF/OTH	10	
FEDERAL NATL MTG ASSN	COM	313586109	192	3030	SH	DEFINED	9	
FEDEX CORP	COM	31428X106	3367	39289	SH	DEFINED	10	
FEDEX CORP	COM	31428X106	122	1425	SH	DEF/OTH	10	
FIRST DATA CORP	COM	319963104	1792	41184	SH	DEFINED	10	
FIRST DATA CORP	COM	319963104	580	13334	SH	DEF/OTH	10	
FIRST DATA CORP	COM	319963104	409	9411	SH	DEFINED	7	
FIRST DATA CORP	COM	319963104	354	8134	SH	DEFINED	9	
FIRST DATA CORP	COM	319963104	39	900	SH	DEF/OTH	9	
FIRST HORIZON NATL CORP	COM	320517105	392	9035	SH	DEFINED	10	
FIRST HORIZON NATL CORP	COM	320517105	22	500	SH	DEF/OTH	10	
FORD MTR CO DEL	COM PAR \$0.01	345370860	151	10757	SH	DEFINED	10	
FORD MTR CO DEL	COM PAR \$0.01	345370860	51	3611	SH	DEF/OTH	10	
FORD MTR CO DEL	COM PAR \$0.01	345370860	119	8500	SH	DEFINED	7	
FORD MTR CO DEL	COM PAR \$0.01	345370860	316	22481	SH	DEFINED	9	
FOREST LABS INC	COM	345838106	157	3500	SH	DEFINED	10	
FOREST LABS INC	COM	345838106	106	2350	SH	DEF/OTH	10	
FORTUNE BRANDS INC	COM	349631101	790	10665	SH	DEFINED	10	
FORTUNE BRANDS INC	COM	349631101	247	3330	SH	DEF/OTH	10	
FOX ENTMT GROUP INC	CL A	35138T107	1660	59857	SH	DEFINED	10	

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FRANKLIN RES INC	COM	354613101	10	175	SH	DEFINED	10
FRANKLIN RES INC	COM	354613101	613	10986	SH	DEFINED	7
GALLAGHER ARTHUR J & CO	COM	363576109	272	8200	SH	DEFINED	10
GALLAGHER ARTHUR J & CO	COM	363576109	7	200	SH	DEF/OTH	10
GANNETT INC	COM	364730101	3883	46355	SH	DEFINED	10
GANNETT INC	COM	364730101	102	1220	SH	DEF/OTH	10
GAP INC DEL	COM	364760108	1225	65686	SH	DEFINED	10
GAP INC DEL	COM	364760108	92	4950	SH	DEF/OTH	10
GENERAL DYNAMICS CORP	COM	369550108	1603	15705	SH	DEFINED	10
GENERAL DYNAMICS CORP	COM	369550108	146	1433	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	28528	849547	SH	DEFINED	10
GENERAL ELEC CO	COM	369604103	12277	365616	SH	DEF/OTH	10
GENERAL ELEC CO	COM	369604103	1278	38060	SH	DEFINED	7
GENERAL ELEC CO	COM	369604103	6783	201993	SH	DEFINED	9
GENERAL ELEC CO	COM	369604103	622	18524	SH	DEF/OTH	9
GENERAL MLS INC	COM	370334104	2776	61820	SH	DEFINED	10
GENERAL MLS INC	COM	370334104	285	6350	SH	DEF/OTH	10
GENERAL MTRS CORP	COM	370442105	455	10715	SH	DEFINED	10
GENERAL MTRS CORP	COM	370442105	440	10367	SH	DEF/OTH	10
GENTEX CORP	COM	371901109	20	575	SH	DEFINED	10
GENTEX CORP	COM	371901109	200	5700	SH	DEF/OTH	10
GENZYME CORP	COM GENL DIV	372917104	250	4600	SH	DEFINED	10
GENZYME CORP	COM GENL DIV	372917104	92	1682	SH	DEF/OTH	10
GEORGIA PAC CORP	COM	373298108	1970	54788	SH	DEFINED	10
GEORGIA PAC CORP	COM	373298108	148	4122	SH	DEF/OTH	10
GILLETTE CO	COM	375766102	1201	28775	SH	DEFINED	10
GILLETTE CO	COM	375766102	288	6891	SH	DEF/OTH	10
GILLETTE CO	COM	375766102	334	8000	SH	DEFINED	7
GILLETTE CO	COM	375766102	405	9700	SH	DEFINED	9
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	200	4564	SH	DEFINED	10
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	478	10941	SH	DEF/OTH	10
GOLDEN WEST FINL CORP DEL	COM	381317106	122	1100	SH	DEFINED	10
GOLDEN WEST FINL CORP DEL	COM	381317106	78	700	SH	DEF/OTH	10
GOLDEN WEST FINL CORP DEL	COM	381317106	122	1100	SH	DEFINED	9
GOLDMAN SACHS GROUP INC	COM	38141G104	519	5568	SH	DEFINED	10
GOLDMAN SACHS GROUP INC	COM	38141G104	84	900	SH	DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM	38141G104	205	2200	SH	DEFINED	7
GTECH HLDGS CORP	COM	400518106	562	22200	SH	DEFINED	10
GTECH HLDGS CORP	COM	400518106	58	2300	SH	DEF/OTH	10
GUIDANT CORP	COM	401698105	20	300	SH	DEFINED	10
GUIDANT CORP	COM	401698105	208	3150	SH	DEFINED	9
HCA INC	COM	404119109	4	100	SH	DEFINED	10
HCA INC	COM	404119109	543	14236	SH	DEFINED	9
HCA INC	COM	404119109	69	1800	SH	DEF/OTH	9
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	1596	47000	SH	DEFINED	9
HNI CORP	COM	404251100	198	5000	SH	DEFINED	10
HNI CORP	COM	404251100	6	150	SH	DEF/OTH	10
HALLIBURTON CO	COM	406216101	61	1800	SH	DEFINED	10
HALLIBURTON CO	COM	406216101	316	9390	SH	DEF/OTH	10
HALLIBURTON CO	COM	406216101	27	800	SH	DEFINED	9
HARLEY DAVIDSON INC	COM	412822108	930	15639	SH	DEFINED	10
HARLEY DAVIDSON INC	COM	412822108	196	3300	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	2493	40263	SH	DEFINED	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	81	1300	SH	DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM	416515104	50	800	SH	DEFINED	7
HEALTH MGMT ASSOC INC NEW	CL A	421933102	284	13900	SH	DEFINED	10
HEALTH MGMT ASSOC INC NEW	CL A	421933102	6	300	SH	DEF/OTH	10
HEINZ H J CO	COM	423074103	49	1370	SH	DEFINED	10
HEINZ H J CO	COM	423074103	237	6590	SH	DEF/OTH	10
HEINZ H J CO	COM	423074103	61	1700	SH	DEFINED	9
HEINZ H J CO	COM	423074103	39	1089	SH	DEF/OTH	9
HERSHEY FOODS CORP	COM	427866108	1691	36200	SH	DEFINED	10



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HERSHEY FOODS CORP	COM	427866108	313	6700	SH		DEF/OTH	10
HERSHEY FOODS CORP	COM	427866108	47	1000	SH		DEF/OTH	9
HEWLETT PACKARD CO	COM	428236103	1951	104031	SH		DEFINED	10
HEWLETT PACKARD CO	COM	428236103	709	37834	SH		DEF/OTH	10
HEWLETT PACKARD CO	COM	428236103	2884	153800	SH		DEFINED	7
HEWLETT PACKARD CO	COM	428236103	750	40000	SH	PUT	DEFINED	7
HEWLETT PACKARD CO	COM	428236103	335	17840	SH		DEFINED	9
HOME DEPOT INC	COM	437076102	4111	104875	SH		DEFINED	10
HOME DEPOT INC	COM	437076102	416	10600	SH		DEF/OTH	10
HOME DEPOT INC	COM	437076102	1210	30863	SH		DEFINED	7
HOME DEPOT INC	COM	437076102	582	14850	SH		DEFINED	9
HONEYWELL INTL INC	COM	438516106	342	9525	SH		DEFINED	10
HONEYWELL INTL INC	COM	438516106	415	11564	SH		DEF/OTH	10
HOSPIRA INC	COM	441060100	140	4571	SH		DEFINED	10
HOSPIRA INC	COM	441060100	39	1282	SH		DEF/OTH	10
HOSPIRA INC	COM	441060100	7	240	SH		DEFINED	7
HOSPIRA INC	COM	441060100	16	533	SH		DEFINED	9
HOSPIRA INC	COM	441060100	8	260	SH		DEF/OTH	9
ILLINOIS TOOL WKS INC	COM	452308109	3320	35635	SH		DEFINED	10
ILLINOIS TOOL WKS INC	COM	452308109	272	2915	SH		DEF/OTH	10
ILLINOIS TOOL WKS INC	COM	452308109	2415	25924	SH		DEFINED	7
ILLINOIS TOOL WKS INC	COM	452308109	82	880	SH		DEFINED	9
IMATION CORP	COM	45245A107	456	12799	SH		DEFINED	10
IMATION CORP	COM	45245A107	28	780	SH		DEF/OTH	10
INDIA FD INC	COM	454089103	1009	42500	SH		DEFINED	9
INTEL CORP	COM	458140100	8846	441000	SH		DEFINED	10
INTEL CORP	COM	458140100	1332	66396	SH		DEF/OTH	10
INTEL CORP	COM	458140100	14834	739459	SH		DEFINED	7
INTEL CORP	COM	458140100	5617	280000	SH	CALL	DEFINED	7
INTEL CORP	COM	458140100	12032	599800	SH	PUT	DEFINED	7
INTEL CORP	COM	458140100	4105	204619	SH		DEFINED	9
INTEL CORP	COM	458140100	80	4000	SH		DEF/OTH	9
INTERNATIONAL BUSINESS MACHS	COM	459200101	13117	152990	SH		DEFINED	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	3016	35181	SH		DEF/OTH	10
INTERNATIONAL BUSINESS MACHS	COM	459200101	163	1904	SH		DEFINED	7
INTERNATIONAL BUSINESS MACHS	COM	459200101	5873	68496	SH		DEFINED	9
INTERNATIONAL BUSINESS MACHS	COM	459200101	165	1925	SH		DEF/OTH	9
INTL PAPER CO	COM	460146103	105	2600	SH		DEFINED	10
INTL PAPER CO	COM	460146103	21	525	SH		DEF/OTH	10
INTL PAPER CO	COM	460146103	69	1700	SH		DEFINED	7
INTL PAPER CO	COM	460146103	1157	28638	SH		DEFINED	9
INTL PAPER CO	COM	460146103	89	2200	SH		DEF/OTH	9
INTERSTATE BAKERIES CORP DEL	COM	46072H108	107	27500	SH		DEFINED	9
INVESTORS FINL SERVICES CORP	COM	461915100	204	4520	SH		DEFINED	10
INVESTORS FINL SERVICES CORP	COM	461915100	6	125	SH		DEF/OTH	10
IRON MTN INC PA	COM	462846106	614	18150	SH		DEFINED	7
ISHARES INC	MSCI AUSTRALIA	464286103	160	11035	SH		DEFINED	9
ISHARES INC	MSCI EMU INDEX	464286608	1588	25491	SH		DEFINED	9
ISHARES INC	MSCI UTD KINGD	464286699	1098	67214	SH		DEFINED	9
ISHARES INC	MSCI TAIWAN	464286731	355	33150	SH		DEFINED	9
ISHARES INC	MSCI S KOREA	464286772	217	8660	SH		DEFINED	9
ISHARES INC	MSCI MALAYSIA	464286830	132	19650	SH		DEFINED	9
ISHARES INC	MSCI JAPAN	464286848	54	5550	SH		DEFINED	10
ISHARES INC	MSCI JAPAN	464286848	563	58000	SH		DEFINED	9
ISHARES TR	DJ SEL DIV INX	464287168	230	4000	SH		DEFINED	9
ISHARES TR	S&P 500 INDEX	464287200	2166	19374	SH		DEFINED	9
ISHARES TR	MSCI EAFE IDX	464287465	424	3000	SH		DEFINED	9
ISHARES TR	RUSSELL 2000	464287655	398	3499	SH		DEFINED	9
ISHARES TR	S&P SMLCAP 600	464287804	621	4302	SH		DEFINED	9
JDS UNIPHASE CORP	COM	46612J101	106	31400	SH		DEFINED	7
JDS UNIPHASE CORP	COM	46612J101	2	500	SH		DEFINED	9
JPMORGAN & CHASE & CO	COM	46625H100	9236	232473	SH		DEFINED	10

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JPMORGAN & CHASE & CO	COM	46625H100	2038	51307	SH	DEF/OTH	10
JPMORGAN & CHASE & CO	COM	46625H100	26	660	SH	DEFINED	7
JPMORGAN & CHASE & CO	COM	46625H100	1825	45924	SH	DEFINED	9
JABIL CIRCUIT INC	COM	466313103	1183	51440	SH	DEFINED	10
JABIL CIRCUIT INC	COM	466313103	13	550	SH	DEF/OTH	10
JEFFERSON PILOT CORP	COM	475070108	358	7212	SH	DEFINED	10
JEFFERSON PILOT CORP	COM	475070108	275	5545	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	16806	298349	SH	DEFINED	10
JOHNSON & JOHNSON	COM	478160104	4954	87938	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	3109	55190	SH	DEFINED	7
JOHNSON & JOHNSON	COM	478160104	1071	19017	SH	DEFINED	9
JOHNSON & JOHNSON	COM	478160104	51	900	SH	DEF/OTH	9
JOHNSON CTLS INC	COM	478366107	10133	178375	SH	DEFINED	10
JOHNSON CTLS INC	COM	478366107	1415	24916	SH	DEF/OTH	10
JONES APPAREL GROUP INC	COM	480074103	996	27824	SH	DEFINED	10
JONES APPAREL GROUP INC	COM	480074103	39	1100	SH	DEF/OTH	10
KT CORP	SPONSORED ADR	48268K101	1205	66700	SH	DEFINED	9
K2 INC	COM	482732104	150	10500	SH	DEFINED	10
KEYSPAN CORP	COM	49337W100	230	5876	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	3805	58906	SH	DEFINED	10
KIMBERLY CLARK CORP	COM	494368103	764	11835	SH	DEF/OTH	10
KIMBERLY CLARK CORP	COM	494368103	484	7500	SH	DEFINED	7
KIMBERLY CLARK CORP	COM	494368103	1328	20554	SH	DEFINED	9
KIMBERLY CLARK CORP	COM	494368103	12	190	SH	DEF/OTH	9
KINDER MORGAN INC KANS	COM	49455P101	2547	40545	SH	DEFINED	10
KINDER MORGAN INC KANS	COM	49455P101	75	1200	SH	DEF/OTH	10
KOOKMIN BK NEW	SPONSORED ADR	50049M109	2368	74375	SH	DEFINED	9
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	1583	150000	SH	DEFINED	9
KRAFT FOODS INC	CL A	50075N104	167	5270	SH	DEFINED	10
KRAFT FOODS INC	CL A	50075N104	46	1450	SH	DEF/OTH	10
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3117	46520	SH	DEFINED	10
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	89	1325	SH	DEF/OTH	10
LAM RESEARCH CORP	COM	512807108	283	12925	SH	DEFINED	10
LAM RESEARCH CORP	COM	512807108	2	100	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A	518439104	443	10595	SH	DEFINED	10
LAUDER ESTEE COS INC	CL A	518439104	5	125	SH	DEF/OTH	10
LAUDER ESTEE COS INC	CL A	518439104	112	2680	SH	DEFINED	7
LEHMAN BROS HLDGS INC	COM	524908100	3042	38164	SH	DEFINED	10
LEHMAN BROS HLDGS INC	COM	524908100	44	556	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM	524908100	16	206	SH	DEFINED	9
LENNAR CORP	CL A	526057104	288	6060	SH	DEFINED	10
LEXMARK INTL NEW	CL A	529771107	1871	22274	SH	DEFINED	10
LEXMARK INTL NEW	CL A	529771107	48	566	SH	DEF/OTH	10
LILLY ELI & CO	COM	532457108	1550	25817	SH	DEFINED	10
LILLY ELI & CO	COM	532457108	92	1524	SH	DEF/OTH	10
LILLY ELI & CO	COM	532457108	145	2414	SH	DEFINED	7
LILLY ELI & CO	COM	532457108	10	170	SH	DEFINED	9
LIMITED BRANDS INC	COM	532716107	448	20090	SH	DEFINED	10
LIMITED BRANDS INC	COM	532716107	29	1300	SH	DEF/OTH	10
LINCOLN NATL CORP IND	COM	534187109	360	7650	SH	DEFINED	10
LINCOLN NATL CORP IND	COM	534187109	23	485	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM	535678106	129	3550	SH	DEFINED	10
LINEAR TECHNOLOGY CORP	COM	535678106	43	1200	SH	DEF/OTH	10
LINEAR TECHNOLOGY CORP	COM	535678106	80	2200	SH	DEFINED	7
LIZ CLAIBORNE INC	COM	539320101	390	10350	SH	DEFINED	10
LIZ CLAIBORNE INC	COM	539320101	26	700	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM	539830109	284	5100	SH	DEFINED	10
LOCKHEED MARTIN CORP	COM	539830109	13	225	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM	539830109	598	10726	SH	DEFINED	9
LOCKHEED MARTIN CORP	COM	539830109	97	1733	SH	DEF/OTH	9

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LOWES COS INC	COM	548661107	2348	43193	SH	DEFINED	10
LOWES COS INC	COM	548661107	419	7715	SH	DEF/OTH	10
LOWES COS INC	COM	548661107	120	2200	SH	DEFINED	7
LUCENT TECHNOLOGIES INC	COM	549463107	340	107177	SH	DEFINED	10
LUCENT TECHNOLOGIES INC	COM	549463107	11	3380	SH	DEF/OTH	10
LUCENT TECHNOLOGIES INC	COM	549463107	9	2695	SH	DEFINED	7
LUCENT TECHNOLOGIES INC	COM	549463107	1	250	SH	DEFINED	9
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1034	57950	SH	DEFINED	7
M & T BK CORP	COM	55261F104	217	2265	SH	DEFINED	10
M & T BK CORP	COM	55261F104	43	450	SH	DEF/OTH	10
MBNA CORP	COM	55262L100	2980	118247	SH	DEFINED	10
MBNA CORP	COM	55262L100	203	8044	SH	DEF/OTH	10
MANULIFE FINL CORP	COM	56501R106	344	7852	SH	DEFINED	10
MANULIFE FINL CORP	COM	56501R106	4	100	SH	DEF/OTH	10
MARATHON OIL CORP	COM	565849106	571	13825	SH	DEFINED	10
MARATHON OIL CORP	COM	565849106	41	1000	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM	571748102	1192	26055	SH	DEFINED	10
MARSH & MCLENNAN COS INC	COM	571748102	47	1025	SH	DEF/OTH	10
MARSH & MCLENNAN COS INC	COM	571748102	107	2328	SH	DEFINED	7
MARSH & MCLENNAN COS INC	COM	571748102	630	13766	SH	DEFINED	9
MARSH & MCLENNAN COS INC	COM	571748102	1316	28752	SH	DEF/OTH	9
MARSHALL & ILSLEY CORP	COM	571834100	392	9728	SH	DEFINED	10
MARSHALL & ILSLEY CORP	COM	571834100	20	500	SH	DEF/OTH	10
MARSHALL & ILSLEY CORP	COM	571834100	171	4240	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A	571903202	135	2600	SH	DEFINED	10
MARRIOTT INTL INC NEW	CL A	571903202	83	1596	SH	DEF/OTH	10
MARRIOTT INTL INC NEW	CL A	571903202	27	515	SH	DEFINED	7
MARRIOTT INTL INC NEW	CL A	571903202	853	16425	SH	DEFINED	9
MASSEY ENERGY CORP	COM	576206106	11	375	SH	DEF/OTH	10
MASSEY ENERGY CORP	COM	576206106	362	12500	SH	DEFINED	9
MAY DEPT STORES CO	COM	577778103	321	12512	SH	DEFINED	10
MAY DEPT STORES CO	COM	577778103	68	2650	SH	DEF/OTH	10
MCCORMICK & CO INC	COM NON VTG	579780206	1053	30678	SH	DEFINED	10
MCDONALDS CORP	COM	580135101	989	35300	SH	DEFINED	10
MCDONALDS CORP	COM	580135101	313	11175	SH	DEF/OTH	10
MCDONALDS CORP	COM	580135101	237	8460	SH	DEFINED	9
MCDONALDS CORP	COM	580135101	15	550	SH	DEF/OTH	9
MCGRAW HILL COS INC	COM	580645109	3373	42329	SH	DEFINED	10
MCGRAW HILL COS INC	COM	580645109	390	4890	SH	DEF/OTH	10
MCKESSON CORP	COM	58155Q103	628	24485	SH	DEFINED	10
MCKESSON CORP	COM	58155Q103	26	1000	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	383	12388	SH	DEFINED	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	174	5636	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	6	180	SH	DEFINED	7
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	35	1128	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	3383	65186	SH	DEFINED	10
MEDTRONIC INC	COM	585055106	311	5986	SH	DEF/OTH	10
MEDTRONIC INC	COM	585055106	452	8705	SH	DEFINED	7
MEDTRONIC INC	COM	585055106	758	14599	SH	DEFINED	9
MEDTRONIC INC	COM	585055106	83	1600	SH	DEF/OTH	9
MELLON FINL CORP	COM	58551A108	539	19461	SH	DEFINED	10
MELLON FINL CORP	COM	58551A108	3	100	SH	DEF/OTH	10
MELLON FINL CORP	COM	58551A108	28	1000	SH	DEFINED	9
MERCK & CO INC	COM	589331107	6938	210236	SH	DEFINED	10
MERCK & CO INC	COM	589331107	1560	47277	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	2629	79660	SH	DEFINED	7
MERCK & CO INC	COM	589331107	529	16016	SH	DEFINED	9
MERCK & CO INC	COM	589331107	7	224	SH	DEF/OTH	9
MERRILL LYNCH & CO INC	COM	590188108	4519	90882	SH	DEFINED	10
MERRILL LYNCH & CO INC	COM	590188108	317	6380	SH	DEF/OTH	10
MERRILL LYNCH & CO INC	COM	590188108	641	12900	SH	DEFINED	7
MERRILL LYNCH & CO INC	COM	590188108	2323	46715	SH PUT	DEFINED	7

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MERRILL LYNCH & CO INC	COM	590188108	223	4480	SH		DEFINED	9
METLIFE INC	COM	59156R108	1926	49827	SH		DEFINED	10
METLIFE INC	COM	59156R108	127	3295	SH		DEF/OTH	10
MICROSOFT CORP	COM	594918104	14210	513927	SH		DEFINED	10
MICROSOFT CORP	COM	594918104	2103	76047	SH		DEF/OTH	10
MICROSOFT CORP	COM	594918104	681	24630	SH		DEFINED	7
MICROSOFT CORP	COM	594918104	3953	142977	SH	PUT	DEFINED	7
MICROSOFT CORP	COM	594918104	8830	319356	SH		DEFINED	9
MICROSOFT CORP	COM	594918104	121	4360	SH		DEF/OTH	9
MOHAWK INDS INC	COM	608190104	1727	21748	SH		DEFINED	10
MOHAWK INDS INC	COM	608190104	54	675	SH		DEF/OTH	10
MOLEX INC	CL A	608554200	18	700	SH		DEFINED	10
MOLEX INC	CL A	608554200	2247	85370	SH		DEFINED	7
MOODYS CORP	COM	615369105	126	1722	SH		DEFINED	10
MOODYS CORP	COM	615369105	48	650	SH		DEF/OTH	10
MOODYS CORP	COM	615369105	37	500	SH		DEFINED	7
MORGAN STANLEY	COM NEW	617446448	4130	83767	SH		DEFINED	10
MORGAN STANLEY	COM NEW	617446448	434	8808	SH		DEF/OTH	10
MORGAN STANLEY	COM NEW	617446448	30	600	SH		DEFINED	7
MORGAN STANLEY	COM NEW	617446448	942	19105	SH		DEFINED	9
MORGAN STANLEY	COM NEW	617446448	49	1000	SH		DEF/OTH	9
MOTOROLA INC	COM	620076109	904	50100	SH		DEFINED	10
MOTOROLA INC	COM	620076109	72	4000	SH		DEF/OTH	10
MOTOROLA INC	COM	620076109	16	900	SH		DEFINED	7
MYLAN LABS INC	COM	628530107	328	18202	SH		DEFINED	10
MYLAN LABS INC	COM	628530107	25	1387	SH		DEF/OTH	10
NCR CORP NEW	COM	62886E108	228	4600	SH		DEFINED	10
NCR CORP NEW	COM	62886E108	18	361	SH		DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	148	4221	SH		DEFINED	7
NASDAQ 100 TR	UNIT SER 1	631100104	7028	200000	SH	PUT	DEFINED	7
NASDAQ 100 TR	UNIT SER 1	631100104	366	10425	SH		DEFINED	9
NATIONAL CITY CORP	COM	635405103	1731	44819	SH		DEFINED	10
NATIONAL CITY CORP	COM	635405103	8	200	SH		DEF/OTH	10
NATIONAL FUEL GAS CO N J	COM	636180101	908	32050	SH		DEFINED	10
NATIONAL FUEL GAS CO N J	COM	636180101	85	3000	SH		DEF/OTH	10
NEWMONT MINING CORP	COM	651639106	185	4065	SH		DEFINED	10
NEWMONT MINING CORP	COM	651639106	57	1251	SH		DEFINED	7
NEWMONT MINING CORP	COM	651639106	319	7000	SH		DEFINED	9
NEXTEL COMMUNICATIONS INC	CL A	65332V103	1401	58755	SH		DEFINED	10
NEXTEL COMMUNICATIONS INC	CL A	65332V103	43	1800	SH		DEF/OTH	10
NIKE INC	CL B	654106103	686	8700	SH		DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	173	12575	SH		DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	38	2800	SH		DEF/OTH	10
NOKIA CORP	SPONSORED ADR	654902204	10	700	SH		DEFINED	7
NOKIA CORP	SPONSORED ADR	654902204	5	400	SH		DEFINED	9
NORFOLK SOUTHERN CORP	COM	655844108	149	5000	SH		DEFINED	10
NORFOLK SOUTHERN CORP	COM	655844108	143	4800	SH		DEF/OTH	10
NORTH FORK BANCORPORATION NY	COM	659424105	283	6375	SH		DEFINED	10
NORTH FORK BANCORPORATION NY	COM	659424105	111	2500	SH		DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	799	14979	SH		DEFINED	10
NORTHROP GRUMMAN CORP	COM	666807102	384	7200	SH		DEF/OTH	10
NORTHROP GRUMMAN CORP	COM	666807102	58663	1100000	SH		DEFINED	7
NSTAR	COM	67019E107	226	4604	SH		DEFINED	10
NSTAR	COM	67019E107	118	2402	SH		DEF/OTH	10
NUCOR CORP	COM	670346105	302	3300	SH		DEFINED	10
NUCOR CORP	COM	670346105	59	650	SH		DEF/OTH	10
OLIN CORP	COM PAR \$1	680665205	465	23250	SH		DEFINED	10
OLIN CORP	COM PAR \$1	680665205	54	2700	SH		DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	1058	14478	SH		DEFINED	10
OMNICOM GROUP INC	COM	681919106	49	675	SH		DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	363	4975	SH		DEFINED	7
ORACLE CORP	COM	68389X105	957	84804	SH		DEFINED	10

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ORACLE CORP	COM	68389X105	222	19707	SH	DEF/OTH	10
ORACLE CORP	COM	68389X105	170	15100	SH	DEFINED	7
ORACLE CORP	COM	68389X105	535	47416	SH	PUT	DEFINED 7
ORACLE CORP	COM	68389X105	235	20863	SH	DEFINED	9
PNC FINL SVCS GROUP INC	COM	693475105	3117	57615	SH	DEFINED	10
PNC FINL SVCS GROUP INC	COM	693475105	51	950	SH	DEF/OTH	10
PPG INDS INC	COM	693506107	2605	42510	SH	DEFINED	10
PPG INDS INC	COM	693506107	224	3650	SH	DEF/OTH	10
PACCAR INC	COM	693718108	1332	19272	SH	DEFINED	10
PALL CORP	COM	696429307	316	12900	SH	DEFINED	10
PALL CORP	COM	696429307	18	750	SH	DEF/OTH	10
PATTERSON COMPANIES INC	COM	703395103	442	5777	SH	DEFINED	10
PEPSICO INC	COM	713448108	11446	235281	SH	DEFINED	10
PEPSICO INC	COM	713448108	3522	72401	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	1667	34270	SH	DEFINED	9
PFIZER INC	COM	717081103	13557	443031	SH	DEFINED	10
PFIZER INC	COM	717081103	3593	117421	SH	DEF/OTH	10
PFIZER INC	COM	717081103	7006	228952	SH	DEFINED	7
PFIZER INC	COM	717081103	306	10000	SH	CALL	DEFINED 7
PFIZER INC	COM	717081103	3567	116576	SH	DEFINED	9
PFIZER INC	COM	717081103	91	2990	SH	DEF/OTH	9
PITNEY BOWES INC	COM	724479100	735	16663	SH	DEFINED	10
PITNEY BOWES INC	COM	724479100	347	7875	SH	DEF/OTH	10
POLARIS INDS INC	COM	731068102	1090	19524	SH	DEFINED	10
POLARIS INDS INC	COM	731068102	52	930	SH	DEF/OTH	10
POPULAR INC	COM	733174106	747	28415	SH	DEFINED	10
POPULAR INC	COM	733174106	93	3550	SH	DEF/OTH	10
POZEN INC	COM	73941U102	586	67000	SH	DEFINED	9
PRAXAIR INC	COM	74005P104	664	15530	SH	DEFINED	10
PRAXAIR INC	COM	74005P104	122	2850	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	14520	268285	SH	DEFINED	10
PROCTER & GAMBLE CO	COM	742718109	2175	40188	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	704	13000	SH	DEFINED	7
PROCTER & GAMBLE CO	COM	742718109	143	2640	SH	DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	76	1400	SH	DEF/OTH	9
PULTE HOMES INC	COM	745867101	253	4130	SH	DEFINED	10
QUALCOMM INC	COM	747525103	5308	135971	SH	DEFINED	10
QUALCOMM INC	COM	747525103	293	7500	SH	DEF/OTH	10
QUEST DIAGNOSTICS INC	COM	74834L100	7031	79698	SH	DEFINED	10
QUEST DIAGNOSTICS INC	COM	74834L100	108	1225	SH	DEF/OTH	10
QUESTAR CORP	COM	748356102	368	8030	SH	DEFINED	10
QUESTAR CORP	COM	748356102	210	4590	SH	DEF/OTH	10
RAYTHEON CO	COM NEW	755111507	340	8939	SH	DEFINED	10
RAYTHEON CO	COM NEW	755111507	22	591	SH	DEF/OTH	10
REGIONS FINANCIAL CORP NEW	COM	7591EP100	620	18761	SH	DEFINED	10
REGIONS FINANCIAL CORP NEW	COM	7591EP100	5	154	SH	DEF/OTH	10
ROCKWELL AUTOMATION INC	COM	773903109	290	7500	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	657	12725	SH	DEFINED	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	470	9115	SH	DEF/OTH	10
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	35	680	SH	DEF/OTH	9
SBC COMMUNICATIONS INC	COM	78387G103	1512	58248	SH	DEFINED	10
SBC COMMUNICATIONS INC	COM	78387G103	1034	39846	SH	DEF/OTH	10
SBC COMMUNICATIONS INC	COM	78387G103	26	1000	SH	DEFINED	7
SBC COMMUNICATIONS INC	COM	78387G103	705	27154	SH	DEFINED	9
SBC COMMUNICATIONS INC	COM	78387G103	58	2250	SH	DEF/OTH	9
SLM CORP	COM	78442P106	777	17432	SH	DEFINED	10
SLM CORP	COM	78442P106	13	300	SH	DEF/OTH	10
SLM CORP	COM	78442P106	149	3350	SH	DEFINED	9
SPDR TR	UNIT SER 1	78462F103	4377	39165	SH	DEFINED	9
SARA LEE CORP	COM	803111103	345	15090	SH	DEFINED	10
SARA LEE CORP	COM	803111103	47	2054	SH	DEF/OTH	10
SARA LEE CORP	COM	803111103	57	2500	SH	DEFINED	9

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SCHEIN HENRY INC	COM	806407102	1039	16673	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	106	5580	SH	DEFINED	10
SCHERING PLOUGH CORP	COM	806605101	101	5300	SH	DEF/OTH	10
SCHERING PLOUGH CORP	COM	806605101	43	2240	SH	DEFINED	7
SCHLUMBERGER LTD	COM	806857108	2035	30226	SH	DEFINED	10
SCHLUMBERGER LTD	COM	806857108	435	6458	SH	DEF/OTH	10
SCHLUMBERGER LTD	COM	806857108	34	500	SH	DEFINED	9
SCHWAB CHARLES CORP NEW	COM	808513105	165	18000	SH	DEFINED	10
SCHWAB CHARLES CORP NEW	COM	808513105	192	20943	SH	DEF/OTH	10
SEARS ROEBUCK & CO	COM	812387108	230	5775	SH	DEFINED	10
SEARS ROEBUCK & CO	COM	812387108	16	400	SH	DEF/OTH	10
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	587	18830	SH	DEFINED	9
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	294	10350	SH	DEFINED	9
SHERWIN WILLIAMS CO	COM	824348106	542	12325	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	143	3250	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	44	1000	SH	DEFINED	7
SOUTHERN CO	COM	842587107	1965	65550	SH	DEFINED	10
SOUTHERN CO	COM	842587107	675	22525	SH	DEF/OTH	10
SOUTHTRUST CORP	COM	844730101	731	17550	SH	DEFINED	10
SOUTHTRUST CORP	COM	844730101	197	4720	SH	DEF/OTH	10
SOUTHWEST AIRLS CO	COM	844741108	194	14249	SH	DEFINED	10
SOUTHWEST AIRLS CO	COM	844741108	77	5689	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	304	13935	SH	DEFINED	10
SOVEREIGN BANCORP INC	COM	845905108	36	1650	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	175	4125	SH	DEFINED	10
STANLEY WKS	COM	854616109	128	3000	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	19	450	SH	DEF/OTH	9
STAPLES INC	COM	855030102	4759	159580	SH	DEFINED	10
STAPLES INC	COM	855030102	654	21930	SH	DEF/OTH	10
STATE STR CORP	COM	857477103	3261	76361	SH	DEFINED	10
STATE STR CORP	COM	857477103	72	1685	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1414	29415	SH	DEFINED	10
STRYKER CORP	COM	863667101	87	1805	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	2205	45870	SH	DEFINED	7
SUN MICROSYSTEMS INC	COM	866810104	96	23700	SH	DEFINED	10
SUN MICROSYSTEMS INC	COM	866810104	15	3700	SH	DEF/OTH	10
SUN MICROSYSTEMS INC	COM	866810104	13	3310	SH	DEFINED	7
SUN MICROSYSTEMS INC	COM	866810104	2	600	SH	DEFINED	9
SUNGARD DATA SYS INC	COM	867363103	978	41150	SH	DEFINED	10
SUNGARD DATA SYS INC	COM	867363103	61	2550	SH	DEF/OTH	10
SUNTRUST BKS INC	COM	867914103	2412	34263	SH	DEFINED	10
SUNTRUST BKS INC	COM	867914103	407	5775	SH	DEF/OTH	10
SYMANTEC CORP	COM	871503108	7246	132031	SH	DEFINED	10
SYMANTEC CORP	COM	871503108	740	13490	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	2214	73987	SH	DEFINED	10
SYSCO CORP	COM	871829107	696	23275	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	968	32360	SH	DEFINED	7
TJX COS INC NEW	COM	872540109	467	21190	SH	DEFINED	10
TJX COS INC NEW	COM	872540109	88	4000	SH	DEF/OTH	10
TXU CORP	COM	873168108	310	6475	SH	DEFINED	10
TXU CORP	COM	873168108	67	1400	SH	DEF/OTH	10
TXU CORP	COM	873168108	5	106	SH	DEFINED	7
TXU CORP	COM	873168108	7	150	SH	DEFINED	9
TARGET CORP	COM	87612E106	5588	123493	SH	DEFINED	10
TARGET CORP	COM	87612E106	399	8825	SH	DEF/OTH	10
TEXAS INSTRS INC	COM	882508104	5803	272710	SH	DEFINED	10
TEXAS INSTRS INC	COM	882508104	420	19750	SH	DEF/OTH	10
TEXTRON INC	COM	883203101	431	6701	SH	DEFINED	10
TEXTRON INC	COM	883203101	84	1300	SH	DEF/OTH	10
3M CO	COM	88579Y101	10225	127856	SH	DEFINED	10
3M CO	COM	88579Y101	1966	24578	SH	DEF/OTH	10
3M CO	COM	88579Y101	48	600	SH	DEFINED	7

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3M CO	COM	88579Y101	693	8670	SH	DEFINED	9
TIDEWATER INC	COM	886423102	1322	40627	SH	DEFINED	10
TIDEWATER INC	COM	886423102	49	1500	SH	DEF/OTH	10
TIDEWATER INC	COM	886423102	13	400	SH	DEFINED	7
TIME WARNER INC	COM	887317105	715	44309	SH	DEFINED	10
TIME WARNER INC	COM	887317105	51	3160	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	28	1750	SH	DEFINED	7
TIME WARNER INC	COM	887317105	84	5200	SH	DEFINED	9
TOMKINS PLC	SPONSORED ADR	890030208	503	26000	SH	DEFINED	7
TRIBUNE CO NEW	COM	896047107	102	2475	SH	DEFINED	10
TRIBUNE CO NEW	COM	896047107	16	400	SH	DEF/OTH	10
TRIBUNE CO NEW	COM	896047107	181	4400	SH	DEFINED	7
TRIBUNE CO NEW	COM	896047107	884	21490	SH	DEFINED	9
TRITON PCS HLDGS INC	CL A	89677M106	99	38500	SH	DEFINED	9
TUPPERWARE CORP	COM	899896104	583	34325	SH	DEFINED	10
TUPPERWARE CORP	COM	899896104	109	6400	SH	DEF/OTH	10
TURKISH INVT FD INC	COM	900145103	1034	96000	SH	DEFINED	9
TYCO INTL LTD NEW	COM	902124106	5706	186094	SH	DEFINED	10
TYCO INTL LTD NEW	COM	902124106	449	14660	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	99	3220	SH	DEFINED	9
US BANCORP DEL	COM NEW	902973304	1714	59308	SH	DEFINED	10
US BANCORP DEL	COM NEW	902973304	58	2000	SH	DEF/OTH	10
US BANCORP DEL	COM NEW	902973304	224	7751	SH	DEFINED	7
UNION PAC CORP	COM	907818108	372	6340	SH	DEFINED	10
UNION PAC CORP	COM	907818108	472	8048	SH	DEF/OTH	10
UNION PAC CORP	COM	907818108	103	1750	SH	DEFINED	9
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	2611	772627	SH	DEFINED	9
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	27	7943	SH	DEF/OTH	9
UNITED PARCEL SERVICE INC	CL B	911312106	662	8725	SH	DEFINED	10
UNITED PARCEL SERVICE INC	CL B	911312106	146	1919	SH	DEF/OTH	10
UNITED PARCEL SERVICE INC	CL B	911312106	129	1700	SH	DEFINED	9
UNITED TECHNOLOGIES CORP	COM	913017109	9997	107054	SH	DEFINED	10
UNITED TECHNOLOGIES CORP	COM	913017109	858	9185	SH	DEF/OTH	10
UNITED TECHNOLOGIES CORP	COM	913017109	322	3450	SH	DEFINED	7
UNITED TECHNOLOGIES CORP	COM	913017109	372	3984	SH	DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	6996	94871	SH	DEFINED	10
UNITEDHEALTH GROUP INC	COM	91324P102	552	7490	SH	DEF/OTH	10
UNITEDHEALTH GROUP INC	COM	91324P102	221	3000	SH	DEFINED	7
UNITEDHEALTH GROUP INC	COM	91324P102	224	3040	SH	DEFINED	9
UNITIL CORP	COM	913259107	66	2435	SH	DEFINED	10
UNITIL CORP	COM	913259107	162	6009	SH	DEF/OTH	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	613	19400	SH	DEFINED	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	9	300	SH	DEF/OTH	10
VALERO ENERGY CORP NEW	COM	91913Y100	282	3515	SH	DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	19	240	SH	DEFINED	9
VARIAN MED SYS INC	COM	92220P105	1202	34770	SH	DEFINED	10
VARIAN MED SYS INC	COM	92220P105	7	200	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	8721	221468	SH	DEFINED	10
VERIZON COMMUNICATIONS	COM	92343V104	2838	72062	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	308	7820	SH	DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	631	16025	SH	DEFINED	9
VIACOM INC	CL B	925524308	1163	34641	SH	DEFINED	10
VIACOM INC	CL B	925524308	206	6124	SH	DEF/OTH	10
VIACOM INC	CL B	925524308	241	7180	SH	DEFINED	7
VIACOM INC	CL B	925524308	3638	108402	SH	DEFINED	9
VIACOM INC	CL B	925524308	86	2558	SH	DEF/OTH	9
VISHAY INTERTECHNOLOGY INC	COM	928298108	781	60519	SH	DEFINED	10
VISHAY INTERTECHNOLOGY INC	COM	928298108	3	200	SH	DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	3718	154216	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	469	19449	SH	DEF/OTH	10
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	27	1110	SH	DEFINED	9
WACHOVIA CORP 2ND NEW	COM	929903102	1287	27407	SH	DEFINED	10

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WACHOVIA CORP 2ND NEW	COM	929903102	496	10568	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	8487	159525	SH	DEFINED	10
WAL MART STORES INC	COM	931142103	865	16265	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	309	5805	SH	DEFINED	7
WAL MART STORES INC	COM	931142103	4854	91233	SH	DEFINED	9
WAL MART STORES INC	COM	931142103	106	2000	SH	DEF/OTH	9
WALGREEN CO	COM	931422109	2329	65010	SH	DEFINED	10
WALGREEN CO	COM	931422109	264	7365	SH	DEF/OTH	10
WALGREEN CO	COM	931422109	926	25850	SH	DEFINED	7
WALGREEN CO	COM	931422109	186	5202	SH	DEFINED	9
WASHINGTON MUT INC	COM	939322103	455	11644	SH	DEFINED	10
WASHINGTON MUT INC	COM	939322103	49	1248	SH	DEF/OTH	10
WASHINGTON MUT INC	COM	939322103	100	2550	SH	DEFINED	9
WASHINGTON TR BANCORP	COM	940610108	68	2600	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	529	20225	SH	DEF/OTH	10
WASTE MGMT INC DEL	COM	94106L109	816	29850	SH	DEFINED	10
WASTE MGMT INC DEL	COM	94106L109	4	150	SH	DEF/OTH	10
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	1706	16230	SH	DEFINED	10
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	21	200	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	3682	61745	SH	DEFINED	10
WELLS FARGO & CO NEW	COM	949746101	638	10695	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	60	1009	SH	DEFINED	7
WELLS FARGO & CO NEW	COM	949746101	216	3625	SH	DEFINED	9
WENDYS INTL INC	COM	950590109	475	14132	SH	DEFINED	10
WENDYS INTL INC	COM	950590109	10	300	SH	DEF/OTH	10
WEYERHAEUSER CO	COM	962166104	2951	44386	SH	DEFINED	10
WEYERHAEUSER CO	COM	962166104	76	1150	SH	DEF/OTH	10
WISCONSIN ENERGY CORP	COM	976657106	289	9052	SH	DEFINED	10
WISCONSIN ENERGY CORP	COM	976657106	105	3300	SH	DEF/OTH	10
WORTHINGTON INDS INC	COM	981811102	391	18300	SH	DEFINED	10
WORTHINGTON INDS INC	COM	981811102	70	3300	SH	DEF/OTH	10
WYETH	COM	983024100	2059	55044	SH	DEFINED	10
WYETH	COM	983024100	1897	50721	SH	DEF/OTH	10
WYETH	COM	983024100	26	700	SH	DEFINED	7
WYETH	COM	983024100	480	12829	SH	DEFINED	9
WYNDHAM INTL INC	CL A	983101106	103	125000	SH	DEFINED	9
YUM BRANDS INC	COM	988498101	632	15550	SH	DEFINED	10
YUM BRANDS INC	COM	988498101	289	7115	SH	DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	1210	15311	SH	DEFINED	10
ZIMMER HLDGS INC	COM	98956P102	762	9640	SH	DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	17	220	SH	DEFINED	9
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2924	43012	SH	DEFINED	10
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	333	4900	SH	DEF/OTH	10
NABORS INDUSTRIES LTD	SHS	G6359F103	784	16553	SH	DEFINED	10
NABORS INDUSTRIES LTD	SHS	G6359F103	26	550	SH	DEF/OTH	10
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	544	10545	SH	DEFINED	10
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	244	5600	SH	DEFINED	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	2626	198169	SH	DEFINED	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	83	6250	SH	DEF/OTH	10