

ROYAL BANK OF SCOTLAND GROUP PLC

Form 13F-HR

November 13, 2006

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: September 30, 2006

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
36 St Andrew Square
Edinburgh EH2 2YB
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 626 4099
Signature, Place and Date of Signing:

H Campbell Esq Edinburgh, Scotland November 10th, 2006

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:

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

Number of Other Included Managers: 3
 Form 13F Information Table Entry Total: 1182
 Form 13F Information Table Value Total: \$3,377,114,179

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
AFLAC INC	COM	001055102	4837	105707	SH		DEFINED	10
AFLAC INC	COM	001055102	439	9603	SH		DEF/OTH	10
AFLAC INC	COM	001055102	182	3980	SH		DEFINED	7
ATI TECHNOLOGIES INC	COM	001941103	8848	412314	SH		DEFINED	7
AT&T INC	COM	00206R102	10298	316269	SH		DEFINED	10
AT&T INC	COM	00206R102	943	28973	SH		DEF/OTH	10
AT&T INC	COM	00206R102	92872	2852327	SH		DEFINED	7
AT&T INC	COM	00206R102	633	19439	SH		DEFINED	9
ABBOTT LABS	COM	002824100	6428	132368	SH		DEFINED	10
ABBOTT LABS	COM	002824100	816	16798	SH		DEF/OTH	10
ABBOTT LABS	COM	002824100	117	2400	SH		DEFINED	7
ABBOTT LABS	COM	002824100	377	7770	SH		DEFINED	9
ABBOTT LABS	COM	002824100	194	4000	SH		DEF/OTH	9
ABERCROMBIE & FITCH CO	CL A	002896207	933	13423	SH		DEFINED	10
ABERCROMBIE & FITCH CO	CL A	002896207	32	465	SH		DEF/OTH	10
ACTIVISION INC NEW	COM NEW	004930202	562	37229	SH		DEFINED	10
ACTIVISION INC NEW	COM NEW	004930202	24	1601	SH		DEF/OTH	10
ACTIVISION INC NEW	COM NEW	004930202	0	16	SH		DEFINED	9
ADOBE SYS INC	COM	00724F101	319	8519	SH		DEFINED	10
ADOBE SYS INC	COM	00724F101	97	2600	SH		DEF/OTH	10
ADOBE SYS INC	COM	00724F101	639	17050	SH		DEFINED	7
ADVANCED MAGNETICS INC	COM	00753P103	2783	81613	SH		DEFINED	10
ADVANCED MEDICAL OPTICS INC	COM	00763M108	469	11854	SH		DEFINED	10
ADVANCED MEDICAL OPTICS INC	COM	00763M108	17	435	SH		DEF/OTH	10
ADVANCED MEDICAL OPTICS INC	COM	00763M108	396	10000	SH		DEFINED	7
ADVANCED MICRO DEVICES INC	COM	007903107	915	36806	SH		DEFINED	10
ADVANCED MICRO DEVICES INC	COM	007903107	30	1202	SH		DEF/OTH	10
AETNA INC NEW	COM	00817Y108	2779	70276	SH		DEFINED	10
AETNA INC NEW	COM	00817Y108	380	9596	SH		DEF/OTH	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	506	9750	SH		DEFINED	10
AFFILIATED COMPUTER SERVICES	CL A	008190100	150	2900	SH		DEF/OTH	10
AGILENT TECHNOLOGIES INC	COM	00846U101	230	7040	SH		DEFINED	10
AGILENT TECHNOLOGIES INC	COM	00846U101	92	2810	SH		DEF/OTH	10
AIR PRODS & CHEMS INC	COM	009158106	787	11859	SH		DEFINED	10
AIR PRODS & CHEMS INC	COM	009158106	339	5109	SH		DEF/OTH	10
AKORN INC	COM	009728106	108	30000	SH		DEFINED	7
ALBERTO CULVER CO	COM	013068101	1191	23544	SH		DEFINED	10
ALBERTO CULVER CO	COM	013068101	39	780	SH		DEF/OTH	10
ALBERTO CULVER CO	COM	013068101	556	11000	SH		DEFINED	7

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

ALCOA INC	COM		013817101	1829	65240	SH		DEFINED	10
ALCOA INC	COM		013817101	266	9500	SH		DEF/OTH	10
ALCOA INC	COM		013817101	713	25440	SH		DEFINED	7
ALCOA INC	COM		013817101	3544	126388	SH	PUT	DEFINED	7
ALERIS INTL INC	COM		014477103	1440	28500	SH		DEFINED	7
ALLERGAN INC	COM		018490102	858	7620	SH		DEFINED	10
ALLERGAN INC	COM		018490102	135	1200	SH		DEF/OTH	10
ALLIANCE DATA SYSTEMS CORP	COM		018581108	2797	50682	SH		DEFINED	10
ALLIANCE DATA SYSTEMS CORP	COM		018581108	172	3116	SH		DEF/OTH	10
ALLSTATE CORP	COM		020002101	1867	29765	SH		DEFINED	10
ALLSTATE CORP	COM		020002101	302	4812	SH		DEF/OTH	10
ALLTEL CORP	COM		020039103	5523	99517	SH		DEFINED	10
ALLTEL CORP	COM		020039103	357	6428	SH		DEF/OTH	10
ALLTEL CORP	COM		020039103	611	11001	SH		DEFINED	7
ALTRIA GROUP INC	COM		02209S103	825	10774	SH		DEFINED	10
ALTRIA GROUP INC	COM		02209S103	1484	19386	SH		DEF/OTH	10
ALTRIA GROUP INC	COM		02209S103	21639	282675	SH		DEFINED	7
ALTRIA GROUP INC	COM		02209S103	10334	135000	SH	CALL	DEFINED	7
ALTRIA GROUP INC	COM		02209S103	7149	93395	SH	PUT	DEFINED	7
ALTRIA GROUP INC	COM		02209S103	80	1041	SH		DEFINED	9
ALTRIA GROUP INC	COM		02209S103	107	1400	SH		DEF/OTH	9
AMBAC FINL GROUP INC	COM		023139108	4001	48346	SH		DEFINED	10
AMBAC FINL GROUP INC	COM		023139108	180	2171	SH		DEF/OTH	10
AMERICAN ELEC PWR INC	COM		025537101	159	4370	SH		DEFINED	10
AMERICAN ELEC PWR INC	COM		025537101	66	1804	SH		DEF/OTH	10
AMERICAN EQTY INVT LIFE HLD	NOTE	5.250%12/0	025676AE7	397	346021	SH		DEFINED	9
AMERICAN EXPRESS CO	COM		025816109	3190	56884	SH		DEFINED	10
AMERICAN EXPRESS CO	COM		025816109	1005	17924	SH		DEF/OTH	10
AMERICAN EXPRESS CO	COM		025816109	3732	66549	SH		DEFINED	9
AMERICAN EXPRESS CO	DBCV	1.850%12/0	025816AS8	336	332696	SH		DEFINED	9
AMERICAN FINL RLTY TR	NOTE	4.375% 7/1	02607PAB3	264	283344	SH		DEFINED	9
AMERICAN INTL GROUP INC	COM		026874107	11995	181029	SH		DEFINED	10
AMERICAN INTL GROUP INC	COM		026874107	6077	91708	SH		DEF/OTH	10
AMERICAN INTL GROUP INC	COM		026874107	3994	60272	SH		DEFINED	7
AMERICAN INTL GROUP INC	COM		026874107	35780	540000	SH	CALL	DEFINED	7
AMERICAN INTL GROUP INC	COM		026874107	1232	18591	SH		DEFINED	9
AMERICAN PWR CONVERSION CORP	COM		029066107	71	3236	SH		DEFINED	10
AMERICAN PWR CONVERSION CORP	COM		029066107	301	13700	SH		DEFINED	7
AMERUS GROUP CO	COM		03072M108	1510	22200	SH		DEFINED	7
AMERIPRISE FINL INC	COM		03076C106	439	9370	SH		DEFINED	10
AMERIPRISE FINL INC	COM		03076C106	159	3398	SH		DEF/OTH	10
AMERIPRISE FINL INC	COM		03076C106	1618	34500	SH		DEFINED	7
AMGEN INC	COM		031162100	7623	106574	SH		DEFINED	10
AMGEN INC	COM		031162100	623	8703	SH		DEF/OTH	10
AMGEN INC	COM		031162100	2704	37800	SH		DEFINED	7
AMGEN INC	COM		031162100	9299	130000	SH	CALL	DEFINED	7
AMGEN INC	COM		031162100	36	500	SH		DEFINED	9
AMPHENOL CORP NEW	CL A		032095101	869	14028	SH		DEFINED	10
AMPHENOL CORP NEW	CL A		032095101	50	800	SH		DEF/OTH	10
ANADARKO PETE CORP	COM		032511107	228	5196	SH		DEFINED	10
ANADARKO PETE CORP	COM		032511107	110	2504	SH		DEF/OTH	10
ANALOG DEVICES INC	COM		032654105	223	7600	SH		DEFINED	10
ANALOG DEVICES INC	COM		032654105	18	600	SH		DEF/OTH	10
ANDRX CORP DEL	ANDRX GROUP		034553107	2506	102559	SH		DEFINED	7
ANHEUSER BUSCH COS INC	COM		035229103	3165	66625	SH		DEFINED	10
ANHEUSER BUSCH COS INC	COM		035229103	41	868	SH		DEF/OTH	10
ANHEUSER BUSCH COS INC	COM		035229103	580	12200	SH		DEFINED	7
ANORMED INC	COM		035910108	316	25000	SH		DEFINED	7
APACHE CORP	COM		037411105	431	6827	SH		DEFINED	10
APACHE CORP	COM		037411105	27	428	SH		DEF/OTH	10
APACHE CORP	COM		037411105	133	2100	SH		DEFINED	7
APPLE COMPUTER INC	COM		037833100	101	1312	SH		DEFINED	10

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

APPLE COMPUTER INC	COM	037833100	12	150	SH		DEF/OTH	10
APPLE COMPUTER INC	COM	037833100	105	1368	SH		DEFINED	7
APPLE COMPUTER INC	COM	037833100	3573	46419	SH	PUT	DEFINED	7
APPLIED MATLS INC	COM	038222105	999	56348	SH		DEFINED	10
APPLIED MATLS INC	COM	038222105	113	6385	SH		DEF/OTH	10
APPLIED MATLS INC	COM	038222105	85	4800	SH		DEFINED	9
AQUILA INC	COM	03840P102	952	219800	SH		DEFINED	9
ARAMARK CORP	CL B	038521100	2836	86300	SH		DEFINED	7
ARCHER DANIELS MIDLAND CO	COM	039483102	1450	38267	SH		DEFINED	10
ARCHER DANIELS MIDLAND CO	COM	039483102	372	9810	SH		DEF/OTH	10
ARCHER DANIELS MIDLAND CO	COM	039483102	905	23900	SH		DEFINED	7
AUTOMATIC DATA PROCESSING IN	COM	053015103	8819	186282	SH		DEFINED	10
AUTOMATIC DATA PROCESSING IN	COM	053015103	1240	26191	SH		DEF/OTH	10
AVAYA INC	COM	053499109	202	17653	SH		DEFINED	10
AVAYA INC	COM	053499109	7	653	SH		DEF/OTH	10
AVERY DENNISON CORP	COM	053611109	189	3141	SH		DEFINED	10
AVERY DENNISON CORP	COM	053611109	57	950	SH		DEF/OTH	10
AVIS BUDGET GROUP	COM	053774105	5	262	SH		DEFINED	10
AVIS BUDGET GROUP	COM	053774105	183	10000	SH		DEFINED	7
AVIS BUDGET GROUP	COM	053774105	4	200	SH		DEFINED	9
AVON PRODS INC	COM	054303102	227	7390	SH		DEFINED	10
AVON PRODS INC	COM	054303102	7	225	SH		DEF/OTH	10
AZTAR CORP	COM	054802103	615	11600	SH		DEFINED	7
BB&T CORP	COM	054937107	1178	26917	SH		DEFINED	10
BB&T CORP	COM	054937107	148	3375	SH		DEF/OTH	10
BJ SVCS CO	COM	055482103	418	13871	SH		DEFINED	10
BJ SVCS CO	COM	055482103	17	550	SH		DEF/OTH	10
BJ SVCS CO	COM	055482103	838	27800	SH		DEFINED	7
BJ SVCS CO	COM	055482103	7	240	SH		DEFINED	9
BJS WHOLESALE CLUB INC	COM	05548J106	486	16647	SH		DEFINED	10
BJS WHOLESALE CLUB INC	COM	05548J106	12	400	SH		DEF/OTH	10
BP PLC	SPONSORED ADR	055622104	4398	67056	SH		DEFINED	10
BP PLC	SPONSORED ADR	055622104	1743	26576	SH		DEF/OTH	10
BP PLC	SPONSORED ADR	055622104	368	5612	SH		DEFINED	9
BAKER HUGHES INC	COM	057224107	6640	97354	SH		DEFINED	10
BAKER HUGHES INC	COM	057224107	327	4795	SH		DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	19673	367245	SH		DEFINED	10
BANK OF AMERICA CORPORATION	COM	060505104	4852	90570	SH		DEF/OTH	10
BANK OF AMERICA CORPORATION	COM	060505104	40	750	SH		DEFINED	7
BANK OF AMERICA CORPORATION	COM	060505104	917	17116	SH		DEFINED	9
BANK NEW YORK INC	COM	064057102	1153	32703	SH		DEFINED	10
BANK NEW YORK INC	COM	064057102	6	175	SH		DEF/OTH	10
BANK NEW YORK INC	COM	064057102	342	9700	SH		DEFINED	7
BARD C R INC	COM	067383109	6360	84796	SH		DEFINED	10
BARD C R INC	COM	067383109	369	4925	SH		DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	476	12537	SH		DEFINED	10
BARNES & NOBLE INC	COM	067774109	138	3641	SH		DEF/OTH	10
BARNES & NOBLE INC	COM	067774109	497	13100	SH		DEFINED	9
BARRICK GOLD CORP	COM	067901108	31	1025	SH		DEFINED	10
BARRICK GOLD CORP	COM	067901108	673	21920	SH		DEFINED	7
BARRICK GOLD CORP	COM	067901108	9216	300000	SH	PUT	DEFINED	7
BARR PHARMACEUTICALS INC	COM	068306109	3514	67655	SH		DEFINED	10
BARR PHARMACEUTICALS INC	COM	068306109	198	3806	SH		DEF/OTH	10
BAXTER INTL INC	COM	071813109	692	15228	SH		DEFINED	10
BAXTER INTL INC	COM	071813109	181	3982	SH		DEF/OTH	10
BEAR STEARNS COS INC	COM	073902108	4330	30909	SH		DEFINED	10
BEAR STEARNS COS INC	COM	073902108	95	679	SH		DEF/OTH	10
BECTON DICKINSON & CO	COM	075887109	1703	24100	SH		DEFINED	10
BECTON DICKINSON & CO	COM	075887109	320	4525	SH		DEF/OTH	10
BED BATH & BEYOND INC	COM	075896100	231	6025	SH		DEFINED	10
BED BATH & BEYOND INC	COM	075896100	44	1150	SH		DEF/OTH	10
BELLSOUTH CORP	COM	079860102	2366	55337	SH		DEFINED	10

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

BELLSOUTH CORP	COM	079860102	771	18026	SH	DEF/OTH	10
BELLSOUTH CORP	COM	079860102	8550	200000	SH	DEFINED	7
BELO CORP	COM SER A	080555105	1596	100970	SH	DEFINED	10
BEMIS INC	COM	081437105	569	17316	SH	DEFINED	10
BEMIS INC	COM	081437105	12	350	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	136	43	SH	DEFINED	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	835	263	SH	DEF/OTH	10
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	13	4	SH	DEFINED	7
BEST BUY INC	COM	086516101	2670	49855	SH	DEFINED	10
BEST BUY INC	COM	086516101	72	1347	SH	DEF/OTH	10
BEST BUY INC	COM	086516101	750	14000	SH	DEFINED	7
BIOMET INC	COM	090613100	773	24024	SH	DEFINED	10
BIOMET INC	COM	090613100	239	7425	SH	DEF/OTH	10
BIOGEN IDEC INC	COM	09062X103	9	200	SH	DEFINED	10
BIOGEN IDEC INC	COM	09062X103	553	12380	SH	DEFINED	7
BLACK & DECKER CORP	COM	091797100	246	3100	SH	DEFINED	10
BLACK & DECKER CORP	COM	091797100	48	600	SH	DEF/OTH	10
BLACKROCK MUNI 2018 TERM TR	COM	09248C106	699	42500	SH	DEFINED	10
BLACKROCK MUN 2020 TERM TR	COM SHS	09249X109	261	17025	SH	DEFINED	10
BOEING CO	COM	097023105	1923	24386	SH	DEFINED	10
BOEING CO	COM	097023105	778	9867	SH	DEF/OTH	10
BOEING CO	COM	097023105	55	700	SH	DEFINED	9
BORDERS GROUP INC	COM	099709107	19	925	SH	DEFINED	10
BORDERS GROUP INC	COM	099709107	3060	150000	SH	DEFINED	9
BORG WARNER INC	COM	099724106	430	7522	SH	DEFINED	10
BORG WARNER INC	COM	099724106	14	250	SH	DEF/OTH	10
BOSTON SCIENTIFIC CORP	COM	101137107	1	100	SH	DEFINED	10
BOSTON SCIENTIFIC CORP	COM	101137107	1836	124163	SH	DEFINED	7
BOTTOMLINE TECH DEL INC	COM	101388106	515	52800	SH	DEFINED	10
BOWATER INC	COM	102183100	138	6700	SH	DEFINED	7
BOWATER INC	COM	102183100	206	10000	SH	DEFINED	9
BRISTOL MYERS SQUIBB CO	COM	110122108	2124	85234	SH	DEFINED	10
BRISTOL MYERS SQUIBB CO	COM	110122108	564	22636	SH	DEF/OTH	10
BRISTOL MYERS SQUIBB CO	COM	110122108	3738	150000	SH	CALL	DEFINED 7
BRISTOL MYERS SQUIBB CO	COM	110122108	55	2200	SH	DEFINED	9
BROOKFIELD HOMES CORP	COM	112723101	237	8400	SH	DEFINED	7
BURLINGTON NORTHN SANTA FE C	COM	12189T104	416	5671	SH	DEFINED	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	31	419	SH	DEF/OTH	10
BURLINGTON NORTHN SANTA FE C	COM	12189T104	95	1300	SH	DEFINED	9
CBS CORP NEW	CL B	124857202	277	9833	SH	DEFINED	10
CBS CORP NEW	CL B	124857202	32	1131	SH	DEF/OTH	10
CBS CORP NEW	CL B	124857202	28	1000	SH	DEFINED	9
C D W CORP	COM	12512N105	160	2589	SH	DEFINED	10
C D W CORP	COM	12512N105	11	175	SH	DEF/OTH	10
C D W CORP	COM	12512N105	963	15610	SH	DEFINED	7
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	478	10724	SH	DEFINED	10
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	22	485	SH	DEF/OTH	10
CIGNA CORP	COM	125509109	2166	18618	SH	DEFINED	10
CIT GROUP INC	COM	125581108	1030	21180	SH	DEFINED	10
CIT GROUP INC	COM	125581108	43	875	SH	DEF/OTH	10
CSK AUTO CORP	COM	125965103	7050	500000	SH	DEFINED	9
CSX CORP	COM	126408103	147	4490	SH	DEFINED	10
CSX CORP	COM	126408103	118	3600	SH	DEF/OTH	10
CVS CORP	COM	126650100	6933	215862	SH	DEFINED	10
CVS CORP	COM	126650100	630	19619	SH	DEF/OTH	10
CVS CORP	COM	126650100	858	26700	SH	DEFINED	7
CVS CORP	COM	126650100	31	970	SH	DEFINED	9
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	341	15000	SH	DEFINED	7
CADENCE DESIGN SYSTEM INC	NOTE	8/1 127387AB4	513	447153	SH	DEFINED	9
CAMERON INTERNATIONAL CORP	COM	13342B105	4329	89613	SH	DEFINED	9
CAMPBELL SOUP CO	COM	134429109	183	5000	SH	DEFINED	10
CAMPBELL SOUP CO	COM	134429109	68	1855	SH	DEF/OTH	10

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

CAMPBELL SOUP CO	COM		134429109	51	1400	SH	DEFINED	9	
CAPITAL ONE FINL CORP	COM		14040H105	1204	15310	SH	DEFINED	10	
CAPITAL ONE FINL CORP	COM		14040H105	136	1728	SH	DEF/OTH	10	
CAPITAL ONE FINL CORP	COM		14040H105	144	1825	SH	DEFINED	7	
CARDINAL HEALTH INC	COM		14149Y108	1130	17195	SH	DEFINED	10	
CARDINAL HEALTH INC	COM		14149Y108	64	971	SH	DEF/OTH	10	
CARDINAL HEALTH INC	COM		14149Y108	714	10860	SH	DEFINED	7	
CAREMARK RX INC	COM		141705103	646	11391	SH	DEFINED	10	
CAREMARK RX INC	COM		141705103	193	3409	SH	DEFINED	9	
CARNIVAL CORP	PAIRED CTF		143658300	1365	29023	SH	DEFINED	10	
CARNIVAL CORP	PAIRED CTF		143658300	85	1800	SH	DEF/OTH	10	
CARNIVAL CORP	PAIRED CTF		143658300	24	500	SH	DEFINED	7	
CATERPILLAR INC DEL	COM		149123101	7086	107685	SH	DEFINED	10	
CATERPILLAR INC DEL	COM		149123101	476	7235	SH	DEF/OTH	10	
CATERPILLAR INC DEL	COM		149123101	750	11400	SH	DEFINED	7	
CENTURYTEL INC	COM		156700106	513	12929	SH	DEFINED	10	
CENTURYTEL INC	COM		156700106	6	150	SH	DEF/OTH	10	
CENTURYTEL INC	COM		156700106	19	480	SH	DEFINED	7	
CEPHALON INC	NOTE	6/1	156708AK5	96	84034	SH	DEFINED	9	
CERADYNE INC	NOTE	2.875%12/1	156710AA3	43	42758	SH	DEFINED	9	
CHARLES RIV LABS INTL INC	COM		159864107	435	10028	SH	DEFINED	10	
CHARLES RIV LABS INTL INC	COM		159864107	31	725	SH	DEF/OTH	10	
CHEVRON CORP NEW	COM		166764100	14617	225358	SH	DEFINED	10	
CHEVRON CORP NEW	COM		166764100	2907	44821	SH	DEF/OTH	10	
CHEVRON CORP NEW	COM		166764100	1999	30822	SH	DEFINED	7	
CHEVRON CORP NEW	COM		166764100	570	8791	SH	DEFINED	9	
CHINA MOBILE LIMITED	SPONSORED ADR		16941M109	247	6982	SH	DEFINED	7	
CIRCUIT CITY STORE INC	COM		172737108	276	11000	SH	DEFINED	10	
CISCO SYS INC	COM		17275R102	9402	409137	SH	DEFINED	10	
CISCO SYS INC	COM		17275R102	1123	48883	SH	DEF/OTH	10	
CISCO SYS INC	COM		17275R102	5746	250062	SH	DEFINED	7	
CISCO SYS INC	COM		17275R102	11030	480000	SH	CALL	DEFINED	7
CISCO SYS INC	COM		17275R102	1106	48134	SH	DEFINED	9	
CISCO SYS INC	COM		17275R102	37	1615	SH	DEF/OTH	9	
CITADEL BROADCASTING CORP	NOTE	1.875% 2/1	17285TAB2	181	222353	SH	DEFINED	9	
CITIGROUP INC	COM		172967101	14248	286855	SH	DEFINED	10	
CITIGROUP INC	COM		172967101	2025	40774	SH	DEF/OTH	10	
CITIGROUP INC	COM		172967101	34093	686396	SH	DEFINED	7	
CITIGROUP INC	COM		172967101	994	20020	SH	DEFINED	9	
CITIGROUP INC	COM		172967101	35	700	SH	DEF/OTH	9	
CITIZENS COMMUNICATIONS CO	COM		17453B101	171	12193	SH	DEFINED	10	
CLEAR CHANNEL COMMUNICATIONS	COM		184502102	909	31500	SH	DEFINED	7	
CLOROX CO DEL	COM		189054109	1080	17136	SH	DEFINED	10	
CLOROX CO DEL	COM		189054109	93	1470	SH	DEF/OTH	10	
CLOROX CO DEL	COM		189054109	101	1600	SH	DEFINED	7	
COACH INC	COM		189754104	685	19910	SH	DEFINED	10	
COACH INC	COM		189754104	84	2432	SH	DEF/OTH	10	
COCA COLA CO	COM		191216100	4048	90605	SH	DEFINED	10	
COCA COLA CO	COM		191216100	2059	46079	SH	DEF/OTH	10	
COCA COLA CO	COM		191216100	20405	456693	SH	DEFINED	7	
COCA COLA CO	COM		191216100	3720	83248	SH	CALL	DEFINED	7
COGNOS INC	COM		19244C109	510	13964	SH	DEFINED	10	
COGNOS INC	COM		19244C109	23	635	SH	DEF/OTH	10	
COLGATE PALMOLIVE CO	COM		194162103	1130	18197	SH	DEFINED	10	
COLGATE PALMOLIVE CO	COM		194162103	172	2775	SH	DEF/OTH	10	
COLGATE PALMOLIVE CO	COM		194162103	37	600	SH	DEFINED	7	
COLGATE PALMOLIVE CO	COM		194162103	250	4032	SH	DEFINED	9	
COMCAST CORP NEW	CL A		20030N101	917	24854	SH	DEFINED	10	
COMCAST CORP NEW	CL A		20030N101	338	9154	SH	DEF/OTH	10	
COMCAST CORP NEW	CL A		20030N101	17491	474024	SH	DEFINED	7	
COMMUNITY HEALTH SYS INC NEW	COM		203668108	3126	83692	SH	DEFINED	9	
COMPUTER SCIENCES CORP	COM		205363104	704	14327	SH	DEFINED	10	

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

COMPUTER SCIENCES CORP	COM		205363104	42	860	SH	DEF/OTH	10
COMPUTER SCIENCES CORP	COM		205363104	673	13700	SH	DEFINED	7
CONAGRA FOODS INC	COM		205887102	251	10265	SH	DEFINED	10
CONAGRA FOODS INC	COM		205887102	3	125	SH	DEF/OTH	10
CONEXANT SYSTEMS INC	NOTE	4.000% 3/0	207142AH3	6930	8000000	SH	DEFINED	9
CONOCOPHILLIPS	COM		20825C104	12454	209201	SH	DEFINED	10
CONOCOPHILLIPS	COM		20825C104	1595	26787	SH	DEF/OTH	10
CONOCOPHILLIPS	COM		20825C104	34587	581000	SH	CALL	DEFINED 7
CONSOLIDATED EDISON INC	COM		209115104	169	3665	SH	DEFINED	10
CONSOLIDATED EDISON INC	COM		209115104	249	5387	SH	DEF/OTH	10
CONSOLIDATED EDISON INC	COM		209115104	86856	1880000	SH	DEFINED	7
CONSTELLATION BRANDS INC	CL A		21036P108	4950	171983	SH	DEFINED	10
CONSTELLATION BRANDS INC	CL A		21036P108	271	9411	SH	DEF/OTH	10
CONSTELLATION BRANDS INC	CL A		21036P108	1465	50900	SH	DEFINED	7
CONSTAR INTL INC NEW	COM		21036U107	66	11000	SH	DEFINED	9
CONSTELLATION ENERGY GROUP I	COM		210371100	2664	44996	SH	DEFINED	10
CONSTELLATION ENERGY GROUP I	COM		210371100	285	4810	SH	DEF/OTH	10
CONSTELLATION ENERGY GROUP I	COM		210371100	592	10000	SH	DEFINED	7
CORNING INC	COM		219350105	266	10908	SH	DEFINED	10
CORNING INC	COM		219350105	103	4214	SH	DEF/OTH	10
CORNING INC	COM		219350105	1468	60140	SH	DEFINED	7
CYPRESS SEMICONDUCTOR CORP	COM		232806109	27	1500	SH	DEFINED	10
CYPRESS SEMICONDUCTOR CORP	COM		232806109	12	700	SH	DEF/OTH	10
CYPRESS SEMICONDUCTOR CORP	COM		232806109	230	12925	SH	DEFINED	7
CYPRESS SEMICONDUCTOR CORP	NOTE	1.250% 6/1	232806AH2	356	275860	SH	DEFINED	9
D & E COMMUNICATIONS INC	COM		232860106	263	20830	SH	DEFINED	10
DRS TECHNOLOGIES INC	COM		23330X100	360	8245	SH	DEFINED	10
DRS TECHNOLOGIES INC	COM		23330X100	10	238	SH	DEF/OTH	10
DRS TECHNOLOGIES INC	COM		23330X100	607	13899	SH	DEFINED	7
D R HORTON INC	COM		23331A109	74	3083	SH	DEFINED	10
D R HORTON INC	COM		23331A109	1073	44800	SH	DEFINED	9
DST SYS INC DEL	COM		233326107	579	9393	SH	DEFINED	10
DST SYS INC DEL	COM		233326107	35	575	SH	DEF/OTH	10
DTE ENERGY CO	COM		233331107	225	5416	SH	DEFINED	10
DTE ENERGY CO	COM		233331107	29	700	SH	DEF/OTH	10
DANAHER CORP DEL	COM		235851102	316	4600	SH	DEFINED	10
DANAHER CORP DEL	COM		235851102	106	1550	SH	DEF/OTH	10
DANAHER CORP DEL	COM		235851102	806	11740	SH	DEFINED	9
DARDEN RESTAURANTS INC	COM		237194105	208	4900	SH	DEFINED	10
DARDEN RESTAURANTS INC	COM		237194105	206	4850	SH	DEF/OTH	10
DEAN FOODS CO NEW	COM		242370104	194	4624	SH	DEFINED	10
DEAN FOODS CO NEW	COM		242370104	58	1375	SH	DEF/OTH	10
DELL INC	COM		24702R101	259	11335	SH	DEFINED	10
DELL INC	COM		24702R101	31	1350	SH	DEF/OTH	10
DELL INC	COM		24702R101	339	14832	SH	DEFINED	7
DELTA & PINE LD CO	COM		247357106	628	15500	SH	DEFINED	7
DENTSPLY INTL INC NEW	COM		249030107	4788	159015	SH	DEFINED	10
DENTSPLY INTL INC NEW	COM		249030107	409	13590	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM		25179M103	662	10476	SH	DEFINED	10
DEVON ENERGY CORP NEW	COM		25179M103	68	1078	SH	DEF/OTH	10
DEVON ENERGY CORP NEW	COM		25179M103	76	1200	SH	DEFINED	7
DISNEY WALT CO	COM	DISNEY	254687106	6194	200395	SH	DEFINED	10
DISNEY WALT CO	COM	DISNEY	254687106	360	11645	SH	DEF/OTH	10
DOMINION RES INC VA NEW	COM		25746U109	1421	18577	SH	DEFINED	10
DOMINION RES INC VA NEW	COM		25746U109	356	4658	SH	DEF/OTH	10
DONNELLEY R R & SONS CO	COM		257867101	1423	43163	SH	DEFINED	10
DONNELLEY R R & SONS CO	COM		257867101	339	10278	SH	DEF/OTH	10
DOVER CORP	COM		260003108	841	17725	SH	DEFINED	10
DOW CHEM CO	COM		260543103	646	16568	SH	DEFINED	10
DOW CHEM CO	COM		260543103	158	4051	SH	DEF/OTH	10
DOW CHEM CO	COM		260543103	888	22770	SH	DEFINED	7
DOW CHEM CO	COM		260543103	39	1000	SH	DEFINED	9

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

DU PONT E I DE NEMOURS & CO	COM		263534109	1940	45280	SH	DEFINED	10	
DU PONT E I DE NEMOURS & CO	COM		263534109	738	17229	SH	DEF/OTH	10	
DU PONT E I DE NEMOURS & CO	COM		263534109	356	8300	SH	DEFINED	9	
DUKE ENERGY CORP NEW	COM		26441C105	6040	199995	SH	DEFINED	10	
DUKE ENERGY CORP NEW	COM		26441C105	549	18174	SH	DEF/OTH	10	
DUKE ENERGY CORP NEW	COM		26441C105	414	13700	SH	DEFINED	7	
DUKE ENERGY CORP NEW	COM		26441C105	38	1246	SH	DEFINED	9	
DUN & BRADSTREET CORP DEL NE	COM		26483E100	410	5472	SH	DEFINED	10	
DUN & BRADSTREET CORP DEL NE	COM		26483E100	24	325	SH	DEF/OTH	10	
DYCOM INDS INC	COM		267475101	377	17550	SH	DEFINED	10	
DYNEGY INC NEW	CL A		26816Q101	5	940	SH	DEFINED	10	
DYNEGY INC NEW	CL A		26816Q101	980	176900	SH	DEFINED	9	
E M C CORP MASS	COM		268648102	227	18925	SH	DEFINED	10	
E M C CORP MASS	COM		268648102	27	2250	SH	DEF/OTH	10	
E M C CORP MASS	COM		268648102	23	1950	SH	DEFINED	7	
EOG RES INC	COM		26875P101	601	9240	SH	DEFINED	10	
EASTMAN KODAK CO	COM		277461109	9	400	SH	DEFINED	10	
EASTMAN KODAK CO	COM		277461109	3258	145450	SH	DEFINED	7	
EASTMAN KODAK CO	NOTE	3.375%10/1	277461BE8	4888	5000000	SH	DEFINED	9	
EATON CORP	COM		278058102	505	7333	SH	DEFINED	10	
EATON CORP	COM		278058102	3	50	SH	DEF/OTH	10	
EBAY INC	COM		278642103	1378	48572	SH	DEFINED	7	
EBAY INC	COM		278642103	3235	114052	SH	PUT	DEFINED	7
EBAY INC	COM		278642103	385	13558	SH	DEFINED	9	
ECOLAB INC	COM		278865100	7941	185443	SH	DEFINED	10	
ECOLAB INC	COM		278865100	636	14863	SH	DEF/OTH	10	
EDWARDS AG INC	COM		281760108	114	2149	SH	DEFINED	10	
EDWARDS AG INC	COM		281760108	116	2175	SH	DEF/OTH	10	
ELDORADO GOLD CORP NEW	COM		284902103	119	27300	SH	DEFINED	7	
ELECTRONIC DATA SYS NEW	COM		285661104	12	490	SH	DEFINED	10	
ELECTRONIC DATA SYS NEW	COM		285661104	17	700	SH	DEF/OTH	10	
ELECTRONIC DATA SYS NEW	COM		285661104	5092	207659	SH	DEFINED	9	
EMBARQ CORP	COM		29078E105	16	329	SH	DEFINED	10	
EMBARQ CORP	COM		29078E105	11	222	SH	DEF/OTH	10	
EMBARQ CORP	COM		29078E105	489	10104	SH	DEFINED	7	
EMBARQ CORP	COM		29078E105	2001	41375	SH	DEFINED	9	
EMERSON ELEC CO	COM		291011104	5443	64911	SH	DEFINED	10	
EMERSON ELEC CO	COM		291011104	568	6775	SH	DEF/OTH	10	
ENERGIZER HLDGS INC	COM		29266R108	482	6699	SH	DEFINED	10	
ENERGIZER HLDGS INC	COM		29266R108	86	1192	SH	DEF/OTH	10	
ENTERGY CORP NEW	COM		29364G103	2243	28669	SH	DEFINED	10	
ENTERGY CORP NEW	COM		29364G103	175	2242	SH	DEF/OTH	10	
ENTERGY CORP NEW	COM		29364G103	78	1000	SH	DEFINED	7	
EQUITABLE RES INC	COM		294549100	2836	81074	SH	DEFINED	10	
EQUITABLE RES INC	COM		294549100	199	5700	SH	DEF/OTH	10	
EVERGREEN SOLAR INC	COM		30033R108	1087	131000	SH	DEFINED	7	
EXELON CORP	COM		30161N101	3735	61692	SH	DEFINED	10	
EXELON CORP	COM		30161N101	309	5102	SH	DEF/OTH	10	
EXELON CORP	COM		30161N101	1221	20175	SH	DEFINED	9	
EXXON MOBIL CORP	COM		30231G102	31560	470340	SH	DEFINED	10	
EXXON MOBIL CORP	COM		30231G102	12550	187038	SH	DEF/OTH	10	
EXXON MOBIL CORP	COM		30231G102	329	4900	SH	DEFINED	7	
EXXON MOBIL CORP	COM		30231G102	1886	28113	SH	DEFINED	9	
EXXON MOBIL CORP	COM		30231G102	111	1650	SH	DEF/OTH	9	
FPL GROUP INC	COM		302571104	4392	97594	SH	DEFINED	10	
FPL GROUP INC	COM		302571104	930	20668	SH	DEF/OTH	10	
FAIR ISAAC CORP	COM		303250104	272	7441	SH	DEFINED	10	
FAIR ISAAC CORP	COM		303250104	22	600	SH	DEF/OTH	10	
FAIR ISAAC CORP	NOTE	1.500% 8/1	303250AD6	116	113759	SH	DEFINED	9	
FEDERAL HOME LN MTG CORP	COM		313400301	821	12370	SH	DEFINED	10	
FEDERAL HOME LN MTG CORP	COM		313400301	234	3525	SH	DEF/OTH	10	
FEDERAL NATL MTG ASSN	COM		313586109	353	6320	SH	DEFINED	10	

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

FEDERAL NATL MTG ASSN	COM		313586109	53	945	SH		DEF/OTH	10
FEDERAL NATL MTG ASSN	COM		313586109	330	5900	SH		DEFINED	7
FEDERAL NATL MTG ASSN	COM		313586109	8387	150000	SH	CALL	DEFINED	7
FEDERAL NATL MTG ASSN	COM		313586109	8387	150000	SH	PUT	DEFINED	7
FEDERATED DEPT STORES INC DE	COM		31410H101	2150	49750	SH		DEFINED	10
FEDERATED DEPT STORES INC DE	COM		31410H101	108	2500	SH		DEF/OTH	10
FEDEX CORP	COM		31428X106	2660	24476	SH		DEFINED	10
FEDEX CORP	COM		31428X106	254	2333	SH		DEF/OTH	10
FIDELITY NATL FINL INC	COM		316326107	483	11608	SH		DEFINED	7
FILENET CORP	COM		316869106	839	24100	SH		DEFINED	7
FIRST DATA CORP	COM		319963104	1038	24708	SH		DEFINED	10
FIRST DATA CORP	COM		319963104	258	6143	SH		DEF/OTH	10
FIRST DATA CORP	COM		319963104	4171	99311	SH		DEFINED	7
FISERV INC	COM		337738108	4577	97188	SH		DEFINED	10
FISERV INC	COM		337738108	357	7591	SH		DEF/OTH	10
FISHER SCIENTIFIC INTL INC	COM NEW		338032204	102	1299	SH		DEFINED	10
FISHER SCIENTIFIC INTL INC	COM NEW		338032204	44	560	SH		DEF/OTH	10
FISHER SCIENTIFIC INTL INC	COM NEW		338032204	7073	90400	SH		DEFINED	7
FLUOR CORP NEW	COM		343412102	19	253	SH		DEFINED	10
FLUOR CORP NEW	COM		343412102	29	375	SH		DEF/OTH	10
FLUOR CORP NEW	COM		343412102	4448	57844	SH		DEFINED	9
FOOT LOCKER INC	COM		344849104	692	27400	SH		DEFINED	7
FORD MTR CO DEL	COM PAR \$0.01		345370860	11	1380	SH		DEFINED	10
FORD MTR CO DEL	COM PAR \$0.01		345370860	8	936	SH		DEF/OTH	10
FORD MTR CO DEL	COM PAR \$0.01		345370860	28	3500	SH		DEFINED	7
FORD MTR CO DEL	COM PAR \$0.01		345370860	106	13111	SH		DEFINED	9
FORD MTR CO CAP TR II	PFD TR CV6.5%		345395206	28467	847470	SH		DEFINED	9
FOREST CITY ENTERPRISES INC	CL A		345550107	219	4028	SH		DEFINED	10
FOREST OIL CORP	COM PAR \$0.01		346091705	509	16100	SH		DEFINED	7
FORTUNE BRANDS INC	COM		349631101	530	7058	SH		DEFINED	10
FORTUNE BRANDS INC	COM		349631101	165	2200	SH		DEF/OTH	10
FREESCALE SEMICONDUCTOR INC	COM CL A		35687M107	2005	52700	SH		DEFINED	7
GALLAGHER ARTHUR J & CO	COM		363576109	499	18706	SH		DEFINED	9
GAMESTOP CORP NEW	CL B		36467W208	133	2974	SH		DEFINED	10
GAMESTOP CORP NEW	CL B		36467W208	20	454	SH		DEF/OTH	10
GAMESTOP CORP NEW	CL B		36467W208	4212	94205	SH		DEFINED	9
GAP INC DEL	COM		364760108	198	10425	SH		DEFINED	10
GAP INC DEL	COM		364760108	36	1875	SH		DEF/OTH	10
GATEWAY INC	NOTE 1.500%12/3		367626AB4	487	579375	SH		DEFINED	9
GATEWAY INC	NOTE 2.000%12/3		367626AD0	914	1158749	SH		DEFINED	9
GEN-PROBE INC NEW	COM		36866T103	2149	45822	SH		DEFINED	7
GEN-PROBE INC NEW	COM		36866T103	32	688	SH		DEFINED	9
GENCORP INC	COM		368682100	205	16000	SH		DEFINED	7
GENERAL DYNAMICS CORP	COM		369550108	505	7050	SH		DEFINED	10
GENERAL DYNAMICS CORP	COM		369550108	162	2266	SH		DEF/OTH	10
GENERAL ELECTRIC CO	COM		369604103	29687	840996	SH		DEFINED	10
GENERAL ELECTRIC CO	COM		369604103	9729	275610	SH		DEF/OTH	10
GENERAL ELECTRIC CO	COM		369604103	2563	72604	SH		DEFINED	7
GENERAL ELECTRIC CO	COM		369604103	657	18600	SH	PUT	DEFINED	7
GENERAL ELECTRIC CO	COM		369604103	2584	73189	SH		DEFINED	9
GENERAL ELECTRIC CO	COM		369604103	380	10755	SH		DEF/OTH	9
GENERAL MLS INC	COM		370334104	3562	62931	SH		DEFINED	10
GENERAL MLS INC	COM		370334104	556	9824	SH		DEF/OTH	10
GENERAL MTRS CORP	COM		370442105	10	300	SH		DEFINED	10
GENERAL MTRS CORP	COM		370442105	225	6753	SH		DEF/OTH	10
GENERAL MTRS CORP	COM		370442105	133083	4001300	SH		DEFINED	7
GENERAL MTRS CORP	DEB SR CV C 33		370442717	4594	200000	SH		DEFINED	9
GENZYME CORP	COM		372917104	234	3475	SH		DEFINED	10
GENZYME CORP	COM		372917104	16	232	SH		DEF/OTH	10
GETTY IMAGES INC	COM		374276103	309	6223	SH		DEFINED	10
GETTY IMAGES INC	COM		374276103	7	142	SH		DEF/OTH	10
GETTY IMAGES INC	SDCV 0.500% 6/0		374276AH6	88	81860	SH		DEFINED	9

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

GIANT INDS INC	COM		374508109	1949	24000	SH		DEFINED	7
GILEAD SCIENCES INC	COM		375558103	2824	41062	SH		DEFINED	10
GILEAD SCIENCES INC	COM		375558103	125	1819	SH		DEF/OTH	10
GILEAD SCIENCES INC	COM		375558103	3219	46809	SH		DEFINED	9
GLAMIS GOLD LTD	COM		376775102	582	14767	SH		DEFINED	7
GLAXOSMITHKLINE PLC	SPONSORED ADR		37733W105	459	8623	SH		DEFINED	10
GLAXOSMITHKLINE PLC	SPONSORED ADR		37733W105	484	9091	SH		DEF/OTH	10
GLAXOSMITHKLINE PLC	SPONSORED ADR		37733W105	32	600	SH		DEFINED	9
GOLD KIST INC	COM		380614107	365	17500	SH		DEFINED	7
GOLDEN WEST FINL CORP DEL	COM		381317106	208	2690	SH		DEFINED	10
GOLDEN WEST FINL CORP DEL	COM		381317106	31	400	SH		DEF/OTH	10
GOLDEN WEST FINL CORP DEL	COM		381317106	13125	169900	SH		DEFINED	7
GOLDMAN SACHS GROUP INC	COM		38141G104	7254	42880	SH		DEFINED	10
GOLDMAN SACHS GROUP INC	COM		38141G104	724	4280	SH		DEF/OTH	10
GOLDMAN SACHS GROUP INC	COM		38141G104	3502	20700	SH		DEFINED	7
GOLDMAN SACHS GROUP INC	COM		38141G104	2901	17146	SH		DEFINED	9
GOODRICH CORP	COM		382388106	4760	117475	SH		DEFINED	10
GOODRICH CORP	COM		382388106	455	11241	SH		DEF/OTH	10
GOODRICH CORP	COM		382388106	142	3500	SH		DEFINED	7
GOODYEAR TIRE & RUBR CO	NOTE	4.000% 6/1	382550AR2	775	581492	SH		DEFINED	9
GOOGLE INC	CL A		38259P508	149	370	SH		DEFINED	10
GOOGLE INC	CL A		38259P508	20095	50000	SH	PUT	DEFINED	7
GRAINGER W W INC	COM		384802104	3553	53013	SH		DEFINED	10
GRAINGER W W INC	COM		384802104	165	2458	SH		DEF/OTH	10
GRANT PRIDECO INC	COM		38821G101	793	20845	SH		DEFINED	9
GREENBRIER COS INC	NOTE	2.375% 5/1	393657AD3	96	104062	SH		DEFINED	9
HCA INC	COM		404119109	12	237	SH		DEFINED	10
HCA INC	COM		404119109	2734	54800	SH		DEFINED	7
HDFC BANK LTD	ADR REPS	3 SHS	40415F101	3266	53500	SH		DEFINED	9
HNI CORP	COM		404251100	325	7813	SH		DEFINED	10
HNI CORP	COM		404251100	8	200	SH		DEF/OTH	10
HSBC HLDGS PLC	ADR A	1/40PF A	404280604	200	8000	SH		DEFINED	10
HAEMONETICS CORP	COM		405024100	778	16629	SH		DEFINED	10
HAEMONETICS CORP	COM		405024100	14	295	SH		DEF/OTH	10
HALLIBURTON CO	COM		406216101	69	2420	SH		DEFINED	10
HALLIBURTON CO	COM		406216101	239	8400	SH		DEF/OTH	10
HALLIBURTON CO	COM		406216101	478	16800	SH		DEFINED	7
HALLIBURTON CO	NOTE	3.125% 7/1	406216AM3	419	265881	SH		DEFINED	9
HANESBRANDS INC	COM		410345102	23	1008	SH		DEFINED	10
HANESBRANDS INC	COM		410345102	1	37	SH		DEF/OTH	10
HANESBRANDS INC	COM		410345102	588	26100	SH		DEFINED	9
HANOVER INS GROUP INC	COM		410867105	532	11914	SH		DEFINED	10
HANOVER INS GROUP INC	COM		410867105	16	350	SH		DEF/OTH	10
HARLEY DAVIDSON INC	COM		412822108	373	5950	SH		DEFINED	10
HARLEY DAVIDSON INC	COM		412822108	74	1175	SH		DEF/OTH	10
HARMAN INTL INDS INC	COM		413086109	225	2700	SH		DEFINED	10
HARRAHS ENTMT INC	COM		413619107	62	931	SH		DEFINED	10
HARRAHS ENTMT INC	COM		413619107	678	10200	SH		DEFINED	7
HARRIS CORP DEL	COM		413875105	287	6455	SH		DEFINED	10
HARRIS CORP DEL	COM		413875105	23	525	SH		DEF/OTH	10
HARTFORD FINL SVCS GROUP INC	COM		416515104	3985	45931	SH		DEFINED	10
HARTFORD FINL SVCS GROUP INC	COM		416515104	389	4486	SH		DEF/OTH	10
HAWAIIAN HOLDINGS INC	COM		419879101	1081	259975	SH		DEFINED	9
HEALTH MGMT ASSOC INC NEW	CL A		421933102	306	14650	SH		DEFINED	10
HEALTH MGMT ASSOC INC NEW	CL A		421933102	27	1300	SH		DEF/OTH	10
HEADWATERS INC	COM		42210P102	2660	113935	SH		DEFINED	9
HERSHEY CO	COM		427866108	5190	97097	SH		DEFINED	10
HERSHEY CO	COM		427866108	529	9894	SH		DEF/OTH	10
HERSHEY CO	COM		427866108	1069	20000	SH		DEFINED	7
HEWLETT PACKARD CO	COM		428236103	9712	264693	SH		DEFINED	10
HEWLETT PACKARD CO	COM		428236103	1473	40137	SH		DEF/OTH	10
HEWLETT PACKARD CO	COM		428236103	128	3500	SH		DEFINED	7

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

HEWLETT PACKARD CO	COM	428236103	120	3265	SH	DEFINED	9	
HILTON HOTELS CORP	COM	432848109	603	21646	SH	DEFINED	10	
HILTON HOTELS CORP	COM	432848109	3090	110936	SH	DEFINED	9	
HOME DEPOT INC	COM	437076102	1648	45437	SH	DEFINED	10	
HOME DEPOT INC	COM	437076102	493	13585	SH	DEF/OTH	10	
HOME DEPOT INC	COM	437076102	6683	184246	SH	DEFINED	7	
HOME DEPOT INC	COM	437076102	557	15344	SH	DEFINED	9	
HONEYWELL INTL INC	COM	438516106	475	11605	SH	DEFINED	10	
HONEYWELL INTL INC	COM	438516106	425	10384	SH	DEF/OTH	10	
HONEYWELL INTL INC	COM	438516106	1292	31600	SH	DEFINED	7	
I-FLOW CORP	COM NEW	449520303	397	33000	SH	DEFINED	10	
IPCS INC	COM NEW	44980Y305	3213	60000	SH	DEFINED	9	
ILLINOIS TOOL WKS INC	COM	452308109	584	13004	SH	DEFINED	10	
ILLINOIS TOOL WKS INC	COM	452308109	86	1910	SH	DEF/OTH	10	
ILLINOIS TOOL WKS INC	COM	452308109	1244	27708	SH	DEFINED	7	
IMATION CORP	COM	45245A107	646	16100	SH	DEFINED	10	
IMATION CORP	COM	45245A107	22	560	SH	DEF/OTH	10	
IMAX CORP	COM	45245E109	122	25000	SH	DEFINED	7	
INTEL CORP	COM	458140100	7583	368661	SH	DEFINED	10	
INTEL CORP	COM	458140100	902	43863	SH	DEF/OTH	10	
INTEL CORP	COM	458140100	8582	417199	SH	DEFINED	7	
INTEL CORP	COM	458140100	3964	192701	SH	CALL	DEFINED	7
INTEL CORP	COM	458140100	101	4930	SH	DEFINED	9	
INTERGRAPH CORP	COM	458683109	637	14865	SH	DEFINED	7	
INTERNATIONAL BUSINESS MACHS	COM	459200101	9352	114127	SH	DEFINED	10	
INTERNATIONAL BUSINESS MACHS	COM	459200101	1982	24190	SH	DEF/OTH	10	
INTERNATIONAL BUSINESS MACHS	COM	459200101	197962	2415936	SH	DEFINED	7	
INTERNATIONAL BUSINESS MACHS	COM	459200101	8194	100000	SH	CALL	DEFINED	7
INTERNATIONAL BUSINESS MACHS	COM	459200101	324	3957	SH	DEFINED	9	
INTERNATIONAL BUSINESS MACHS	COM	459200101	23	285	SH	DEF/OTH	9	
INTERSIL CORP	CL A	46069S109	225	9185	SH	DEFINED	10	
INTUITIVE SURGICAL INC	COM NEW	46120E602	211	2000	SH	DEFINED	10	
INVITROGEN CORP	COM	46185R100	290	4579	SH	DEFINED	10	
INVITROGEN CORP	COM	46185R100	11	175	SH	DEF/OTH	10	
IRON MTN INC	COM	462846106	53	1224	SH	DEFINED	10	
IRON MTN INC	COM	462846106	152	3550	SH	DEFINED	7	
ISHARES INC	MSCI AUSTRALIA	464286103	1213	57218	SH	DEFINED	9	
ISHARES INC	MSCI CDA INDEX	464286509	410	17100	SH	DEFINED	9	
ISHARES INC	MSCI EMU INDEX	464286608	10797	114625	SH	DEFINED	9	
ISHARES INC	MSCI PAC J IDX	464286665	76	686	SH	DEFINED	10	
ISHARES INC	MSCI PAC J IDX	464286665	39	355	SH	DEF/OTH	10	
ISHARES INC	MSCI PAC J IDX	464286665	2274	20495	SH	DEFINED	9	
ISHARES INC	MSCI UTD KINGD	464286699	46	2100	SH	DEFINED	10	
ISHARES INC	MSCI UTD KINGD	464286699	3721	170002	SH	DEFINED	9	
ISHARES INC	MSCI TAIWAN	464286731	6216	485589	SH	DEFINED	9	
ISHARES INC	MSCI S KOREA	464286772	829	17930	SH	DEFINED	9	
ISHARES INC	MSCI NETHERLND	464286814	201	8000	SH	DEFINED	9	
ISHARES INC	MSCI MALAYSIA	464286830	300	39100	SH	DEFINED	9	
ISHARES INC	MSCI JAPAN	464286848	3213	237286	SH	DEFINED	10	
ISHARES INC	MSCI JAPAN	464286848	246	18191	SH	DEF/OTH	10	
ISHARES INC	MSCI JAPAN	464286848	11349	838197	SH	DEFINED	9	
ISHARES TR	DJ SEL DIV INX	464287168	109	1636	SH	DEFINED	10	
ISHARES TR	DJ SEL DIV INX	464287168	274	4125	SH	DEFINED	9	
ISHARES TR	FTSE XNHUA IDX	464287184	260	3200	SH	DEFINED	9	
ISHARES TR	S&P 500 INDEX	464287200	4203	31425	SH	DEFINED	10	
ISHARES TR	S&P 500 INDEX	464287200	19704	147320	SH	DEFINED	9	
ISHARES TR	LEHMAN AGG BND	464287226	541	5400	SH	DEFINED	10	
ISHARES TR	MSCI EMERG MKT	464287234	811	8381	SH	DEFINED	10	
ISHARES TR	MSCI EMERG MKT	464287234	194	2008	SH	DEF/OTH	10	
ISHARES TR	MSCI EMERG MKT	464287234	1029	10636	SH	DEFINED	9	
ISHARES TR	MSCI EAFE IDX	464287465	14551	214776	SH	DEFINED	10	
ISHARES TR	MSCI EAFE IDX	464287465	2502	36931	SH	DEF/OTH	10	

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

ISHARES TR	MSCI EAFE IDX	464287465	882	13025	SH	DEFINED	9
ISHARES TR	RUSSELL MCP VL	464287473	3603	26470	SH	DEFINED	10
ISHARES TR	RUSSELL MCP VL	464287473	1116	8195	SH	DEF/OTH	10
ISHARES TR	RUSSELL MIDCAP	464287499	800	8575	SH	DEFINED	10
ISHARES TR	RUSSELL MIDCAP	464287499	134	1436	SH	DEF/OTH	10
ISHARES TR	S&P MIDCAP 400	464287507	2186	28983	SH	DEFINED	10
ISHARES TR	S&P MIDCAP 400	464287507	28	369	SH	DEF/OTH	10
ISHARES TR	NASDQ BIO INDX	464287556	306	4150	SH	DEFINED	9
ISHARES TR	RUSSELL1000VAL	464287598	7178	93140	SH	DEFINED	10
ISHARES TR	RUSSELL1000VAL	464287598	647	8395	SH	DEF/OTH	10
ISHARES TR	RUSL 2000 VALU	464287630	2706	36689	SH	DEFINED	10
ISHARES TR	RUSL 2000 VALU	464287630	410	5560	SH	DEF/OTH	10
ISHARES TR	RUSL 2000 GROW	464287648	326	4501	SH	DEFINED	10
ISHARES TR	RUSL 2000 GROW	464287648	182	2515	SH	DEF/OTH	10
ISHARES TR	RUSSELL 2000	464287655	1398	19423	SH	DEFINED	10
ISHARES TR	RUSSELL 2000	464287655	140	1945	SH	DEF/OTH	10
ISHARES TR	RUSSELL 2000	464287655	226	3144	SH	DEFINED	9
ISHARES TR	S&P MIDCP VALU	464287705	1012	13680	SH	DEFINED	10
ISHARES TR	S&P MIDCP VALU	464287705	185	2500	SH	DEF/OTH	10
ISHARES TR	DJ US TECH SEC	464287721	4042	78720	SH	DEFINED	9
ISHARES TR	DJ US FINL SEC	464287788	289	2600	SH	DEFINED	9
ISHARES TR	S&P SMLCAP 600	464287804	6095	99444	SH	DEFINED	10
ISHARES TR	S&P SMLCAP 600	464287804	872	14224	SH	DEF/OTH	10
ISHARES TR	S&P SMLCAP 600	464287804	4880	79616	SH	DEFINED	9
ISHARES TR	CONS GOODS IDX	464287812	2780	49039	SH	DEFINED	9
ISHARES TR	S&P SMLCP VALU	464287879	563	8074	SH	DEFINED	10
ISHARES TR	S&P SMLCP VALU	464287879	201	2880	SH	DEF/OTH	10
JP MORGAN CHASE & CO	COM	46625H100	11101	236402	SH	DEFINED	10
JP MORGAN CHASE & CO	COM	46625H100	2174	46290	SH	DEF/OTH	10
JP MORGAN CHASE & CO	COM	46625H100	1460	31085	SH	DEFINED	7
JP MORGAN CHASE & CO	COM	46625H100	2210	47067	SH	DEFINED	9
JABIL CIRCUIT INC	COM	466313103	304	10640	SH	DEFINED	10
JABIL CIRCUIT INC	COM	466313103	1	45	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	20278	312257	SH	DEFINED	10
JOHNSON & JOHNSON	COM	478160104	4273	65798	SH	DEF/OTH	10
JOHNSON & JOHNSON	COM	478160104	1697	26130	SH	DEFINED	7
JOHNSON & JOHNSON	COM	478160104	1260	19408	SH	DEFINED	9
JOHNSON & JOHNSON	COM	478160104	52	800	SH	DEF/OTH	9
JOHNSON CTLS INC	COM	478366107	5502	76690	SH	DEFINED	10
JOHNSON CTLS INC	COM	478366107	1235	17213	SH	DEF/OTH	10
JUNIPER NETWORKS INC	COM	48203R104	34	1990	SH	DEFINED	10
JUNIPER NETWORKS INC	COM	48203R104	7360	425930	SH	DEFINED	7
KELLOGG CO	COM	487836108	163	3285	SH	DEFINED	10
KELLOGG CO	COM	487836108	30	600	SH	DEF/OTH	10
KELLOGG CO	COM	487836108	59	1200	SH	DEFINED	9
KEYCORP NEW	COM	493267108	315	8419	SH	DEFINED	10
KEYCORP NEW	COM	493267108	4	100	SH	DEF/OTH	10
KEYSPAN CORP	COM	49337W100	374	9096	SH	DEFINED	10
KEYSPAN CORP	COM	49337W100	53	1300	SH	DEF/OTH	10
KEYSPAN CORP	COM	49337W100	2189	53200	SH	DEFINED	7
KIMBERLY CLARK CORP	COM	494368103	1672	25583	SH	DEFINED	10
KIMBERLY CLARK CORP	COM	494368103	473	7237	SH	DEF/OTH	10
KIMBERLY CLARK CORP	COM	494368103	314	4800	SH	DEFINED	9
KINDER MORGAN INC KANS	COM	49455P101	631	6020	SH	DEFINED	10
KINDER MORGAN INC KANS	COM	49455P101	84	800	SH	DEF/OTH	10
KINDER MORGAN INC KANS	COM	49455P101	4084	38950	SH	DEFINED	7
KOHL'S CORP	COM	500255104	293	4509	SH	DEFINED	10
KOHL'S CORP	COM	500255104	19	300	SH	DEF/OTH	10
KOMAG INC	COM NEW	500453204	28620	895500	SH	DEFINED	9
KOOKMIN BK NEW	SPONSORED ADR	50049M109	10	130	SH	DEFINED	7
KOOKMIN BK NEW	SPONSORED ADR	50049M109	6608	84691	SH	DEFINED	9
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	2346	120000	SH	DEFINED	9

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

KROGER CO	COM	501044101	220	9516	SH	DEFINED	10
KROGER CO	COM	501044101	25	1100	SH	DEF/OTH	10
LG PHILIP LCD CO LTD	SPONS ADR REP	50186V102	1394	84000	SH	DEFINED	9
LSI LOGIC CORP	COM	502161102	393	47800	SH	DEFINED	7
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1192	15219	SH	DEFINED	10
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	42	540	SH	DEF/OTH	10
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	439	5600	SH	DEFINED	7
LAMAR ADVERTISING CO	CL A	512815101	2788	52200	SH	DEFINED	9
LAUDER ESTEE COS INC	CL A	518439104	2482	61536	SH	DEFINED	10
LAUDER ESTEE COS INC	CL A	518439104	203	5022	SH	DEF/OTH	10
LEGG MASON INC	COM	524901105	353	3496	SH	DEFINED	10
LEGG MASON INC	COM	524901105	20	200	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM	524908100	3682	49857	SH	DEFINED	10
LEHMAN BROS HLDGS INC	COM	524908100	194	2620	SH	DEF/OTH	10
LEHMAN BROS HLDGS INC	COM	524908100	657	8900	SH	DEFINED	7
LEHMAN BROS HLDGS INC	COM	524908100	673	9108	SH	DEFINED	9
LEVEL 3 COMMUNICATIONS INC	NOTE 10.000% 5/0	52729NBE9	5340	3000000	SH	DEFINED	9
LILLY ELI & CO	COM	532457108	1411	24763	SH	DEFINED	10
LILLY ELI & CO	COM	532457108	68	1199	SH	DEF/OTH	10
LILLY ELI & CO	COM	532457108	1358	23820	SH	DEFINED	7
LILLY ELI & CO	COM	532457108	3848	67500	SH	CALL	DEFINED 7
LIMITED BRANDS INC	COM	532716107	1276	48155	SH	DEFINED	10
LIMITED BRANDS INC	COM	532716107	13	500	SH	DEF/OTH	10
LINCOLN NATL CORP IND	COM	534187109	1136	18295	SH	DEFINED	10
LINCOLN NATL CORP IND	COM	534187109	65	1047	SH	DEF/OTH	10
LOCKHEED MARTIN CORP	COM	539830109	2798	32508	SH	DEFINED	10
LOCKHEED MARTIN CORP	COM	539830109	83	965	SH	DEF/OTH	10
LONE STAR STEAKHOUSE SALOON	COM	542307103	325	11700	SH	DEFINED	7
LORAL SPACE & COMMUNICATNS L	COM	543881106	1670	63440	SH	DEFINED	9
LOUISIANA PAC CORP	COM	546347105	249	13266	SH	DEFINED	10
LOUISIANA PAC CORP	COM	546347105	20	1070	SH	DEF/OTH	10
LOWES COS INC	COM	548661107	2791	99462	SH	DEFINED	10
LOWES COS INC	COM	548661107	341	12160	SH	DEF/OTH	10
LOWES COS INC	COM	548661107	123	4400	SH	DEFINED	7
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	971	33000	SH	DEFINED	7
M & T BK CORP	COM	55261F104	367	3060	SH	DEFINED	10
MANPOWER INC	COM	56418H100	521	8500	SH	DEFINED	10
MANPOWER INC	COM	56418H100	47	775	SH	DEF/OTH	10
MARATHON OIL CORP	COM	565849106	1227	15956	SH	DEFINED	10
MARATHON OIL CORP	COM	565849106	117	1525	SH	DEF/OTH	10
MARINER ENERGY INC	COM	56845T305	395	21500	SH	DEFINED	7
MARSH & MCLENNAN COS INC	COM	571748102	296	10500	SH	DEFINED	10
MARSH & MCLENNAN COS INC	COM	571748102	78	2760	SH	DEFINED	9
MARSH & MCLENNAN COS INC	COM	571748102	809	28752	SH	DEF/OTH	9
MARSHALL & ILSLEY CORP	COM	571834100	2109	43764	SH	DEFINED	10
MARSHALL & ILSLEY CORP	COM	571834100	38	797	SH	DEF/OTH	10
MARRIOTT INTL INC NEW	CL A	571903202	296	7650	SH	DEFINED	10
MARRIOTT INTL INC NEW	CL A	571903202	29	750	SH	DEF/OTH	10
MAXIM INTEGRATED PRODS INC	COM	57772K101	562	20000	SH	DEFINED	7
MCCLATCHY CO	CL A	579489105	43	1022	SH	DEFINED	10
MCCLATCHY CO	CL A	579489105	236	5600	SH	DEFINED	7
MCCORMICK & CO INC	COM NON VTG	579780206	795	20933	SH	DEFINED	10
MCCORMICK & CO INC	COM NON VTG	579780206	27	711	SH	DEF/OTH	10
MCDATA CORP	CL A	580031201	0	29	SH	DEFINED	10
MCDATA CORP	CL A	580031201	1359	270100	SH	DEFINED	7
MCDONALDS CORP	COM	580135101	3170	81031	SH	DEFINED	10
MCDONALDS CORP	COM	580135101	504	12871	SH	DEF/OTH	10
MCDONALDS CORP	COM	580135101	508	12980	SH	DEFINED	7
MCDONALDS CORP	COM	580135101	94	2410	SH	DEFINED	9
MCGRAW HILL COS INC	COM	580645109	9219	158870	SH	DEFINED	10
MCGRAW HILL COS INC	COM	580645109	910	15686	SH	DEF/OTH	10
MCKESSON CORP	COM	58155Q103	654	12401	SH	DEFINED	10

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

MCKESSON CORP	COM	58155Q103	69	1300	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	618	10285	SH	DEFINED	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	293	4867	SH	DEF/OTH	10
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	14	241	SH	DEFINED	9
MEDICSIGHT INC	COM NEW	58470A205	48	12166	SH	DEFINED	7
MEDTRONIC INC	COM	585055106	1427	30729	SH	DEFINED	10
MEDTRONIC INC	COM	585055106	158	3410	SH	DEF/OTH	10
MEDTRONIC INC	COM	585055106	302	6500	SH	DEFINED	7
MELLON FINL CORP	COM	58551A108	466	11915	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM	587405101	479	13211	SH	DEFINED	10
MERCANTILE BANKSHARES CORP	COM	587405101	22	611	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	979	23375	SH	DEFINED	10
MERCK & CO INC	COM	589331107	736	17575	SH	DEF/OTH	10
MERCK & CO INC	COM	589331107	167599	3999966	SH	DEFINED	7
MERCK & CO INC	COM	589331107	16	378	SH	DEFINED	9
MERRILL LYNCH & CO INC	COM	590188108	6207	79350	SH	DEFINED	10
MERRILL LYNCH & CO INC	COM	590188108	559	7146	SH	DEF/OTH	10
MERRILL LYNCH & CO INC	COM	590188108	135	1727	SH	DEFINED	9
METLIFE INC	COM	59156R108	5930	104621	SH	DEFINED	10
METLIFE INC	COM	59156R108	486	8569	SH	DEF/OTH	10
MICHAELS STORES INC	COM	594087108	9	200	SH	DEFINED	10
MICHAELS STORES INC	COM	594087108	9	200	SH	DEF/OTH	10
MICHAELS STORES INC	COM	594087108	3135	72000	SH	DEFINED	7
MICROSOFT CORP	COM	594918104	13549	495400	SH	DEFINED	10
MICROSOFT CORP	COM	594918104	1811	66202	SH	DEF/OTH	10
MICROSOFT CORP	COM	594918104	2717	99353	SH	DEFINED	7
MICROSOFT CORP	COM	594918104	6793	248385	SH	CALL	DEFINED 7
MICROSOFT CORP	COM	594918104	796	29089	SH	DEFINED	9
MIDCAP SPDR TR	UNIT SER 1	595635103	20955	152191	SH	DEFINED	10
MIDCAP SPDR TR	UNIT SER 1	595635103	929	6747	SH	DEF/OTH	10
MILLS CORP	COM	601148109	8	500	SH	DEFINED	10
MILLS CORP	COM	601148109	1292	77300	SH	DEFINED	9
MIRANT CORP NEW	COM	60467R100	96	3511	SH	DEFINED	7
MIRANT CORP NEW	COM	60467R100	3754	137445	SH	DEFINED	9
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	5666	150000	SH	DEFINED	7
MODINE MFG CO	COM	607828100	203	8345	SH	DEFINED	10
MODINE MFG CO	COM	607828100	10	400	SH	DEF/OTH	10
MOHAWK INDS INC	COM	608190104	398	5346	SH	DEFINED	10
MOHAWK INDS INC	COM	608190104	24	325	SH	DEF/OTH	10
MOLEX INC	COM	608554101	19	500	SH	DEF/OTH	10
MOLEX INC	COM	608554101	193	4962	SH	DEFINED	7
MOLEX INC	CL A	608554200	23	700	SH	DEFINED	10
MOLEX INC	CL A	608554200	1396	42429	SH	DEFINED	7
MONSANTO CO NEW	COM	61166W101	296	6300	SH	DEFINED	10
MONSANTO CO NEW	COM	61166W101	93	1976	SH	DEF/OTH	10
MONSANTO CO NEW	COM	61166W101	0	2	SH	DEFINED	9
MOODYS CORP	COM	615369105	165	2525	SH	DEFINED	10
MOODYS CORP	COM	615369105	42	650	SH	DEF/OTH	10
MOODYS CORP	COM	615369105	92	1400	SH	DEFINED	7
MORGAN STANLEY	COM NEW	617446448	3652	50094	SH	DEFINED	10
MORGAN STANLEY	COM NEW	617446448	291	3988	SH	DEF/OTH	10
MORGAN STANLEY	COM NEW	617446448	1458	20000	SH	CALL	DEFINED 7
MOTOROLA INC	COM	620076109	7710	308407	SH	DEFINED	10
MOTOROLA INC	COM	620076109	492	19676	SH	DEF/OTH	10
MOTOROLA INC	COM	620076109	82	3284	SH	DEFINED	7
MOTOROLA INC	COM	620076109	3534	141376	SH	DEFINED	9
MYLAN LABS INC	COM	628530107	461	22900	SH	DEFINED	10
MYLAN LABS INC	COM	628530107	128	6355	SH	DEF/OTH	10
NBT BANCORP INC	COM	628778102	429	18425	SH	DEFINED	10
NCR CORP NEW	COM	62886E108	3536	89567	SH	DEFINED	10
NCR CORP NEW	COM	62886E108	104	2634	SH	DEF/OTH	10
NRG ENERGY INC	COM NEW	629377508	299	6600	SH	DEFINED	7

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

NRG ENERGY INC	PFD CONV MAND	629377870	23698	99874	SH	DEFINED	9
NTL INC DEL	COM	62941W101	305	12000	SH	DEFINED	7
NASDAQ 100 TR	UNIT SER 1	631100104	191	4700	SH	DEFINED	10
NASDAQ 100 TR	UNIT SER 1	631100104	8	200	SH	DEF/OTH	10
NASDAQ 100 TR	UNIT SER 1	631100104	45	1100	SH	DEFINED	9
NATIONAL CITY CORP	COM	635405103	805	21982	SH	DEFINED	10
NATIONAL CITY CORP	COM	635405103	10	275	SH	DEF/OTH	10
NATIONAL CITY CORP	COM	635405103	70	1900	SH	DEFINED	7
NATIONAL FUEL GAS CO N J	COM	636180101	849	23345	SH	DEFINED	10
NATIONAL FUEL GAS CO N J	COM	636180101	54	1475	SH	DEF/OTH	10
NEW HAMPSHIRE THRIFT BANCSHS	COM	644722100	163	10000	SH	DEFINED	10
NEW YORK CMNTY BANCORP INC	COM	649445103	105	6383	SH	DEFINED	10
NEW YORK CMNTY BANCORP INC	COM	649445103	7	400	SH	DEF/OTH	10
NEW YORK CMNTY BANCORP INC	COM	649445103	123	7500	SH	DEFINED	7
NEWELL RUBBERMAID INC	COM	651229106	218	7697	SH	DEFINED	10
NEWELL RUBBERMAID INC	COM	651229106	23	800	SH	DEF/OTH	10
NEWMONT MINING CORP	COM	651639106	177	4130	SH	DEFINED	10
NEWMONT MINING CORP	COM	651639106	244	5698	SH	DEFINED	7
NEWMONT MINING CORP	COM	651639106	4293	100415	SH	DEFINED	9
NEWS CORP	CL A	65248E104	233	11848	SH	DEFINED	10
NEWS CORP	CL A	65248E104	7	350	SH	DEF/OTH	10
NEWS CORP	CL A	65248E104	334	17000	SH	DEFINED	7
NEWS CORP	CL B	65248E203	6	300	SH	DEFINED	10
NEWS CORP	CL B	65248E203	6	300	SH	DEF/OTH	10
NEWS CORP	CL B	65248E203	10	494	SH	DEFINED	7
NEWS CORP	CL B	65248E203	2430	117750	SH	DEFINED	9
NOKIA CORP	SPONSORED ADR	654902204	373	18948	SH	DEFINED	10
NOKIA CORP	SPONSORED ADR	654902204	22	1125	SH	DEF/OTH	10
NOKIA CORP	SPONSORED ADR	654902204	8	400	SH	DEFINED	9
NORDSTROM INC	COM	655664100	2136	50491	SH	DEFINED	10
NORDSTROM INC	COM	655664100	304	7194	SH	DEF/OTH	10
NORDSTROM INC	COM	655664100	600	14179	SH	DEFINED	9
NORFOLK SOUTHERN CORP	COM	655844108	202	4575	SH	DEFINED	10
NORFOLK SOUTHERN CORP	COM	655844108	211	4800	SH	DEF/OTH	10
NORTEL NETWORKS CORP NEW	COM	656568102	49	21300	SH	DEFINED	10
NORTEL NETWORKS CORP NEW	COM	656568102	1	400	SH	DEFINED	9
NORTHROP GRUMMAN CORP	COM	666807102	1087	15972	SH	DEFINED	10
NORTHROP GRUMMAN CORP	COM	666807102	278	4078	SH	DEF/OTH	10
NORTHWESTERN CORP	*W EXP 99/99/999	668074115	164	15788	SH	DEFINED	9
NORTHWESTERN CORP	COM NEW	668074305	455	13000	SH	DEFINED	7
NOVAGOLD RES INC	COM NEW	66987E206	824	52500	SH	DEFINED	7
NSTAR	COM	67019E107	243	7290	SH	DEFINED	10
NSTAR	COM	67019E107	51	1514	SH	DEF/OTH	10
NUCOR CORP	COM	670346105	2550	51522	SH	DEFINED	10
NUCOR CORP	COM	670346105	239	4821	SH	DEF/OTH	10
NUVEEN MUN VALUE FD INC	COM	670928100	150	14885	SH	DEFINED	10
NUVEEN INSD MUN OPPORTUNITY	COM	670984103	195	13189	SH	DEFINED	10
OCCIDENTAL PETE CORP DEL	COM	674599105	185	3850	SH	DEFINED	10
OCCIDENTAL PETE CORP DEL	COM	674599105	43	900	SH	DEF/OTH	10
OFFICE DEPOT INC	COM	676220106	71	1800	SH	DEFINED	10
OFFICE DEPOT INC	COM	676220106	389	9800	SH	DEFINED	9
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	545	4200	SH	DEFINED	7
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	102	785	SH	DEFINED	9
OMNICOM GROUP INC	COM	681919106	4077	43563	SH	DEFINED	10
OMNICOM GROUP INC	COM	681919106	156	1672	SH	DEF/OTH	10
OMNICOM GROUP INC	COM	681919106	42	450	SH	DEFINED	7
ORACLE CORP	COM	68389X105	379	21351	SH	DEFINED	10
ORACLE CORP	COM	68389X105	146	8232	SH	DEF/OTH	10
ORACLE CORP	COM	68389X105	201	11352	SH	DEFINED	9
PHH CORP	COM NEW	693320202	4	128	SH	DEFINED	10
PHH CORP	COM NEW	693320202	203	7400	SH	DEFINED	7
PHH CORP	COM NEW	693320202	5	200	SH	DEFINED	9

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

PMC-SIERRA INC	COM	69344F106	149	25000	SH	DEFINED	9
PNC FINL SVCS GROUP INC	COM	693475105	4214	58171	SH	DEFINED	10
PNC FINL SVCS GROUP INC	COM	693475105	234	3226	SH	DEF/OTH	10
PPG INDS INC	COM	693506107	531	7915	SH	DEFINED	10
PPG INDS INC	COM	693506107	240	3575	SH	DEF/OTH	10
PPL CORP	COM	69351T106	143	4345	SH	DEFINED	10
PPL CORP	COM	69351T106	89	2720	SH	DEF/OTH	10
PACCAR INC	COM	693718108	367	6444	SH	DEFINED	10
PACCAR INC	COM	693718108	13	225	SH	DEF/OTH	10
PALL CORP	COM	696429307	370	12000	SH	DEFINED	10
PALL CORP	COM	696429307	23	750	SH	DEF/OTH	10
PAN PACIFIC RETAIL PPTYS INC	COM	69806L104	1243	17900	SH	DEFINED	7
PANERA BREAD CO	CL A	69840W108	1709	29340	SH	DEFINED	10
PANERA BREAD CO	CL A	69840W108	13	225	SH	DEF/OTH	10
PEPCO HOLDINGS INC	COM	713291102	229	9469	SH	DEFINED	10
PEPCO HOLDINGS INC	COM	713291102	10	400	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	16217	248494	SH	DEFINED	10
PEPSICO INC	COM	713448108	3494	53540	SH	DEF/OTH	10
PEPSICO INC	COM	713448108	78	1200	SH	DEFINED	7
PEPSICO INC	COM	713448108	5640	86427	SH	CALL	DEFINED 7
PEPSICO INC	COM	713448108	157	2400	SH	DEFINED	9
PERKINELMER INC	COM	714046109	371	19600	SH	DEFINED	7
PETCO ANIMAL SUPPLIES	COM NEW	716016209	651	22722	SH	DEFINED	7
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	4006	47789	SH	DEFINED	7
PETSMART INC	COM	716768106	248	8950	SH	DEFINED	10
PFIZER INC	COM	717081103	13068	460788	SH	DEFINED	10
PFIZER INC	COM	717081103	2426	85542	SH	DEF/OTH	10
PFIZER INC	COM	717081103	2897	102167	SH	DEFINED	7
PFIZER INC	COM	717081103	5595	197285	SH	CALL	DEFINED 7
PFIZER INC	COM	717081103	607	21390	SH	DEFINED	9
PFIZER INC	COM	717081103	21	740	SH	DEF/OTH	9
PHELPS DODGE CORP	COM	717265102	2490	29393	SH	DEFINED	10
PHELPS DODGE CORP	COM	717265102	242	2859	SH	DEF/OTH	10
PHILLIPS VAN HEUSEN CORP	COM	718592108	623	14909	SH	DEFINED	10
PHILLIPS VAN HEUSEN CORP	COM	718592108	10	236	SH	DEF/OTH	10
PITNEY BOWES INC	COM	724479100	446	10060	SH	DEFINED	10
PITNEY BOWES INC	COM	724479100	266	6000	SH	DEF/OTH	10
PIXELWORKS INC	SDCV 1.750% 5/1	72581MAB3	87	123188	SH	DEFINED	9
PLUM CREEK TIMBER CO INC	COM	729251108	70	2060	SH	DEFINED	10
PLUM CREEK TIMBER CO INC	COM	729251108	138	4045	SH	DEF/OTH	10
POLYMEDICA CORP	COM	731738100	325	7600	SH	DEFINED	9
POPULAR INC	COM	733174106	389	20000	SH	DEFINED	10
POPULAR INC	COM	733174106	66	3400	SH	DEF/OTH	10
PORTLAND GEN ELEC CO	COM NEW	736508847	1465	60000	SH	DEFINED	9
POWERSHARES ETF TRUST	WNRHLL CLN EN	73935X500	202	12000	SH	DEFINED	9
PRAXAIR INC	COM	74005P104	609	10300	SH	DEFINED	10
PRAXAIR INC	COM	74005P104	169	2850	SH	DEF/OTH	10
PRAXAIR INC	COM	74005P104	67	1125	SH	DEFINED	7
PREMIUM STD FARMS INC	COM	74060C105	772	40500	SH	DEFINED	7
PRICE T ROWE GROUP INC	COM	74144T108	14	300	SH	DEFINED	10
PRICE T ROWE GROUP INC	COM	74144T108	2706	56547	SH	DEFINED	9
PRICELINE COM INC	COM NEW	741503403	516	14015	SH	DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	19466	314069	SH	DEFINED	10
PROCTER & GAMBLE CO	COM	742718109	2493	40222	SH	DEF/OTH	10
PROCTER & GAMBLE CO	COM	742718109	121	1950	SH	DEFINED	7
PROCTER & GAMBLE CO	COM	742718109	6198	100000	SH	CALL	DEFINED 7
PROCTER & GAMBLE CO	COM	742718109	1182	19074	SH	DEFINED	9
PROCTER & GAMBLE CO	COM	742718109	87	1400	SH	DEF/OTH	9
PROGRESS ENERGY INC	COM	743263105	156	3447	SH	DEFINED	10
PROGRESS ENERGY INC	COM	743263105	35	765	SH	DEF/OTH	10
PROGRESS ENERGY INC	COM	743263105	58994	1300000	SH	DEFINED	7
PROLOGIS	SH BEN INT	743410102	8	146	SH	DEFINED	10

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

PROLOGIS	SH BEN INT	743410102	171180	3000000	SH	DEFINED	7	
PRUDENTIAL FINL INC	COM	744320102	99	1296	SH	DEFINED	10	
PRUDENTIAL FINL INC	COM	744320102	133	1749	SH	DEF/OTH	10	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	18	300	SH	DEFINED	10	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	18	300	SH	DEF/OTH	10	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	490	8000	SH	DEFINED	7	
PULTE HOMES INC	COM	745867101	515	16160	SH	DEFINED	10	
PULTE HOMES INC	COM	745867101	118	3700	SH	DEFINED	7	
QUALCOMM INC	COM	747525103	1163	32002	SH	DEFINED	10	
QUALCOMM INC	COM	747525103	288	7917	SH	DEF/OTH	10	
QUALCOMM INC	COM	747525103	1490	41000	SH	DEFINED	7	
QUALCOMM INC	COM	747525103	2784	76586	SH	PUT	DEFINED	7
QUEST DIAGNOSTICS INC	COM	74834L100	6995	114371	SH	DEFINED	10	
QUEST DIAGNOSTICS INC	COM	74834L100	509	8316	SH	DEF/OTH	10	
QUESTAR CORP	COM	748356102	433	5291	SH	DEFINED	10	
QUESTAR CORP	COM	748356102	182	2225	SH	DEF/OTH	10	
RAYTHEON CO	COM NEW	755111507	418	8714	SH	DEFINED	10	
RAYTHEON CO	COM NEW	755111507	38	791	SH	DEF/OTH	10	
RECKSON ASSOCS RLTY CORP	COM	75621K106	7246	169300	SH	DEFINED	7	
REGIONS FINANCIAL CORP NEW	COM	7591EP100	2599	70643	SH	DEFINED	10	
REGIONS FINANCIAL CORP NEW	COM	7591EP100	44	1187	SH	DEF/OTH	10	
RESEARCH IN MOTION LTD	COM	760975102	1934	18840	SH	DEFINED	7	
REYNOLDS & REYNOLDS CO	CL A	761695105	691	17500	SH	DEFINED	7	
ROCKWELL AUTOMATION INC	COM	773903109	909	15637	SH	DEFINED	10	
ROCKWELL AUTOMATION INC	COM	773903109	59	1023	SH	DEF/OTH	10	
ROHM & HAAS CO	COM	775371107	1931	40786	SH	DEFINED	10	
ROHM & HAAS CO	COM	775371107	101	2139	SH	DEF/OTH	10	
ROSS STORES INC	COM	778296103	250	9853	SH	DEFINED	10	
ROSS STORES INC	COM	778296103	10	400	SH	DEF/OTH	10	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	517	7820	SH	DEFINED	10	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	55	825	SH	DEF/OTH	10	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	41	620	SH	DEFINED	9	
SEI INVESTMENTS CO	COM	784117103	446	7942	SH	DEFINED	10	
SEI INVESTMENTS CO	COM	784117103	15	275	SH	DEF/OTH	10	
SLM CORP	COM	78442P106	329	6335	SH	DEFINED	10	
SLM CORP	COM	78442P106	107	2050	SH	DEF/OTH	10	
SLM CORP	COM	78442P106	252670	4860913	SH	DEFINED	7	
SPDR TR	UNIT SER 1	78462F103	33628	251746	SH	DEFINED	10	
SPDR TR	UNIT SER 1	78462F103	4814	36036	SH	DEF/OTH	10	
SPDR TR	UNIT SER 1	78462F103	4037	30220	SH	DEFINED	9	
SAFECO CORP	COM	786429100	513	8698	SH	DEFINED	10	
SAFECO CORP	COM	786429100	15	250	SH	DEF/OTH	10	
SAKS INC	COM	79377W108	487	28200	SH	DEFINED	7	
SANDISK CORP	COM	80004C101	10422	194650	SH	PUT	DEFINED	7
SANDISK CORP	NOTE 1.000% 5/1	80004CAC5	58	60713	SH	DEFINED	9	
SAXON CAP INC NEW	COM	80556T106	1221	87000	SH	DEFINED	7	
SCHEIN HENRY INC	COM	806407102	925	18457	SH	DEFINED	10	
SCHEIN HENRY INC	COM	806407102	18	350	SH	DEF/OTH	10	
SCHERING PLOUGH CORP	COM	806605101	265	11995	SH	DEFINED	10	
SCHERING PLOUGH CORP	COM	806605101	141	6400	SH	DEF/OTH	10	
SCHLUMBERGER LTD	COM	806857108	5968	96209	SH	DEFINED	10	
SCHLUMBERGER LTD	COM	806857108	770	12419	SH	DEF/OTH	10	
SCHLUMBERGER LTD	COM	806857108	409	6600	SH	DEFINED	7	
SCHLUMBERGER LTD	COM	806857108	62	1000	SH	DEFINED	9	
SCHWAB CHARLES CORP NEW	COM	808513105	238	13312	SH	DEFINED	10	
SCHWAB CHARLES CORP NEW	COM	808513105	278	15533	SH	DEF/OTH	10	
SCOTTISH PWR PLC	SP ADR FNL NEW	81013T804	537	11061	SH	DEFINED	10	
SCOTTISH PWR PLC	SP ADR FNL NEW	81013T804	18	364	SH	DEF/OTH	10	
SCRIPPS E W CO OHIO	CL A	811054204	517	10786	SH	DEFINED	10	
SCRIPPS E W CO OHIO	CL A	811054204	5	100	SH	DEF/OTH	10	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	51	950	SH	DEFINED	10	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	273	5100	SH	DEF/OTH	10	

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	308	9229	SH	DEFINED	9
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	1816	82530	SH	DEFINED	10
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	145	6575	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	279	5000	SH	DEFINED	10
SHERWIN WILLIAMS CO	COM	824348106	139	2500	SH	DEF/OTH	10
SHERWIN WILLIAMS CO	COM	824348106	56	1000	SH	DEFINED	7
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	33	31750	SH	DEFINED	9
SMITHFIELD FOODS INC	COM	832248108	207	7672	SH	DEFINED	10
SMITHFIELD FOODS INC	COM	832248108	10	375	SH	DEF/OTH	10
SMITHFIELD FOODS INC	COM	832248108	365	13500	SH	DEFINED	9
SOUTHERN CO	COM	842587107	906	26290	SH	DEFINED	10
SOUTHERN CO	COM	842587107	578	16765	SH	DEF/OTH	10
SOVEREIGN BANCORP INC	COM	845905108	488	22666	SH	DEFINED	10
SOVEREIGN BANCORP INC	COM	845905108	34	1575	SH	DEF/OTH	10
SPRINT NEXTEL CORP	COM FON	852061100	92	5370	SH	DEFINED	10
SPRINT NEXTEL CORP	COM FON	852061100	83	4837	SH	DEF/OTH	10
SPRINT NEXTEL CORP	COM FON	852061100	670	39091	SH	DEFINED	7
SPRINT NEXTEL CORP	COM FON	852061100	52	3004	SH	DEFINED	9
STANLEY WKS	COM	854616109	188	3775	SH	DEFINED	10
STANLEY WKS	COM	854616109	132	2650	SH	DEF/OTH	10
STANLEY WKS	COM	854616109	6	125	SH	DEF/OTH	9
STAPLES INC	COM	855030102	5463	224549	SH	DEFINED	10
STAPLES INC	COM	855030102	826	33948	SH	DEF/OTH	10
STARBUCKS CORP	COM	855244109	41	1200	SH	DEFINED	10
STARBUCKS CORP	COM	855244109	14	400	SH	DEF/OTH	10
STARBUCKS CORP	COM	855244109	395	11600	SH	DEFINED	7
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	3422	59833	SH	DEFINED	10
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	79	1389	SH	DEF/OTH	10
STATE STR CORP	COM	857477103	2809	45021	SH	DEFINED	10
STATE STR CORP	COM	857477103	269	4305	SH	DEF/OTH	10
STONE ENERGY CORP	COM	861642106	579	14300	SH	DEFINED	7
STRYKER CORP	COM	863667101	64	1300	SH	DEFINED	10
STRYKER CORP	COM	863667101	134	2705	SH	DEF/OTH	10
STRYKER CORP	COM	863667101	1768	35650	SH	DEFINED	7
SUN LIFE FINL INC	COM	866796105	35	861	SH	DEFINED	10
SUN LIFE FINL INC	COM	866796105	305	7425	SH	DEF/OTH	10
SUNTRUST BKS INC	COM	867914103	2506	32426	SH	DEFINED	10
SUNTRUST BKS INC	COM	867914103	363	4700	SH	DEF/OTH	10
SUPERVALU INC	COM	868536103	8	255	SH	DEFINED	10
SUPERVALU INC	COM	868536103	18887	637000	SH	DEFINED	7
SYMANTEC CORP	COM	871503108	1065	50029	SH	DEFINED	10
SYMANTEC CORP	COM	871503108	275	12930	SH	DEF/OTH	10
SYMBOL TECHNOLOGIES INC	COM	871508107	27	1835	SH	DEFINED	10
SYMBOL TECHNOLOGIES INC	COM	871508107	141	9500	SH	DEFINED	7
SYSCO CORP	COM	871829107	2462	73593	SH	DEFINED	10
SYSCO CORP	COM	871829107	515	15400	SH	DEF/OTH	10
SYSCO CORP	COM	871829107	950	28400	SH	DEFINED	7
TECO ENERGY INC	COM	872375100	153	9782	SH	DEFINED	10
TECO ENERGY INC	COM	872375100	25	1600	SH	DEF/OTH	10
TECO ENERGY INC	COM	872375100	28170	1800000	SH	DEFINED	7
TJX COS INC NEW	COM	872540109	279	9950	SH	DEFINED	10
TJX COS INC NEW	COM	872540109	57	2025	SH	DEF/OTH	10
TXU CORP	COM	873168108	1075	17195	SH	DEFINED	10
TXU CORP	COM	873168108	225	3595	SH	DEF/OTH	10
TXU CORP	COM	873168108	756	12100	SH	DEFINED	7
TXU CORP	COM	873168108	19	300	SH	DEFINED	9
TARGET CORP	COM	87612E106	3231	58486	SH	DEFINED	10
TARGET CORP	COM	87612E106	451	8154	SH	DEF/OTH	10
TARGET CORP	COM	87612E106	3961	71700	SH	DEFINED	7
TATA MTRS LTD	SPONSORED ADR	876568502	963	51850	SH	DEFINED	7
TELEFLEX INC	COM	879369106	289	5192	SH	DEFINED	10
TELEFLEX INC	COM	879369106	13	225	SH	DEF/OTH	10

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

TELEFONICA S A	SPONSORED ADR	879382208	218	4200	SH	DEFINED	10
TELEPHONE & DATA SYS INC	COM	879433100	220	5230	SH	DEFINED	10
TELEPHONE & DATA SYS INC	SPL COM	879433860	254	6230	SH	DEFINED	10
TERRA INDS INC	COM	880915103	308	40000	SH	DEFINED	9
TEXAS INSTRS INC	COM	882508104	9992	300525	SH	DEFINED	10
TEXAS INSTRS INC	COM	882508104	852	25610	SH	DEF/OTH	10
TEXAS REGL BANCSHARES INC	CL A VTG	882673106	581	15100	SH	DEFINED	7
TEXTRON INC	COM	883203101	662	7565	SH	DEFINED	10
TEXTRON INC	COM	883203101	92	1050	SH	DEF/OTH	10
THERMO ELECTRON CORP	COM	883556102	4412	112174	SH	DEFINED	10
THERMO ELECTRON CORP	COM	883556102	261	6634	SH	DEF/OTH	10
3M CO	COM	88579Y101	7802	104840	SH	DEFINED	10
3M CO	COM	88579Y101	1425	19146	SH	DEF/OTH	10
3M CO	COM	88579Y101	2282	30659	SH	DEFINED	7
TIDEWATER INC	COM	886423102	781	17670	SH	DEFINED	10
TIDEWATER INC	COM	886423102	73	1650	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	859	47109	SH	DEFINED	10
TIME WARNER INC	COM	887317105	103	5650	SH	DEF/OTH	10
TIME WARNER INC	COM	887317105	4558	250000	SH	CALL	DEFINED 7
TIME WARNER INC	COM	887317105	91	5000	SH	DEFINED	9
TODCO	COM	88889T107	10	300	SH	DEFINED	10
TODCO	COM	88889T107	163	4700	SH	DEFINED	7
TODCO	COM	88889T107	1280	37000	SH	DEFINED	9
TRANSOCEAN SEDCO FOREX INC	DBCV 1.500% 5/1	893830AD1	194	180375	SH	DEFINED	9
TRIZEC PROPERTIES INC	COM	89687P107	2177	75300	SH	DEFINED	7
TRONOX INC	CL A	897051108	347	27204	SH	DEFINED	7
TRUSTCO BK CORP N Y	COM	898349105	212	19579	SH	DEFINED	10
TUPPERWARE BRANDS CORP	COM	899896104	183	9400	SH	DEFINED	10
TUPPERWARE BRANDS CORP	COM	899896104	16	800	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	462	16518	SH	DEFINED	10
TYCO INTL LTD NEW	COM	902124106	197	7050	SH	DEF/OTH	10
TYCO INTL LTD NEW	COM	902124106	826	29500	SH	DEFINED	7
TYCO INTL LTD NEW	COM	902124106	57	2050	SH	DEFINED	9
U S B HLDG INC	COM	902910108	647	29330	SH	DEFINED	10
US BANCORP DEL	COM NEW	902973304	4112	123795	SH	DEFINED	10
US BANCORP DEL	COM NEW	902973304	7	218	SH	DEF/OTH	10
US BANCORP DEL	COM NEW	902973304	257	7751	SH	DEFINED	7
USEC INC	COM	90333E108	96	10000	SH	DEFINED	9
UNION PAC CORP	COM	907818108	384	4366	SH	DEFINED	10
UNION PAC CORP	COM	907818108	610	6930	SH	DEF/OTH	10
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	5062	1643366	SH	DEFINED	9
UNITED PARCEL SERVICE INC	CL B	911312106	394	5479	SH	DEFINED	10
UNITED PARCEL SERVICE INC	CL B	911312106	7	100	SH	DEF/OTH	10
UNITED PARCEL SERVICE INC	CL B	911312106	4	50	SH	DEFINED	7
UNITED RENTALS INC	COM	911363109	1046	45000	SH	DEFINED	9
UNITED TECHNOLOGIES CORP	COM	913017109	9127	144072	SH	DEFINED	10
UNITED TECHNOLOGIES CORP	COM	913017109	930	14680	SH	DEF/OTH	10
UNITED TECHNOLOGIES CORP	COM	913017109	279	4400	SH	DEFINED	7
UNITED TECHNOLOGIES CORP	COM	913017109	677	10685	SH	DEFINED	9
UNITEDHEALTH GROUP INC	COM	91324P102	1290	26216	SH	DEFINED	10
UNITEDHEALTH GROUP INC	COM	91324P102	2015	40964	SH	DEF/OTH	10
UNITEDHEALTH GROUP INC	COM	91324P102	295	6000	SH	DEFINED	7
UNITEDHEALTH GROUP INC	COM	91324P102	2655	53965	SH	DEFINED	9
UNIVISION COMMUNICATIONS INC	CL A	914906102	196	5700	SH	DEFINED	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	10	300	SH	DEF/OTH	10
UNIVISION COMMUNICATIONS INC	CL A	914906102	3619	105400	SH	DEFINED	7
V F CORP	COM	918204108	225	3090	SH	DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	112	2185	SH	DEFINED	10
VALERO ENERGY CORP NEW	COM	91913Y100	970	18842	SH	DEFINED	9
VARIAN MED SYS INC	COM	92220P105	1788	33488	SH	DEFINED	10
VARIAN MED SYS INC	COM	92220P105	99	1850	SH	DEF/OTH	10
VARIAN MED SYS INC	COM	92220P105	310	5800	SH	DEFINED	7

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

VANGUARD INDEX FDS	STK MRK ETF	922908769	584	4443	SH	DEFINED	10
VANGUARD INDEX FDS	STK MRK ETF	922908769	37	281	SH	DEF/OTH	10
VERITAS DGC INC	COM	92343P107	434	6600	SH	DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	4902	132030	SH	DEFINED	10
VERIZON COMMUNICATIONS	COM	92343V104	1990	53584	SH	DEF/OTH	10
VERIZON COMMUNICATIONS	COM	92343V104	184985	4982100	SH	DEFINED	7
VERIZON COMMUNICATIONS	COM	92343V104	2599	70000	SH	CALL	DEFINED 7
VERIZON COMMUNICATIONS	COM	92343V104	74	2001	SH	DEFINED	9
VISHAY INTERTECHNOLOGY INC	COM	928298108	123	8726	SH	DEFINED	10
VISHAY INTERTECHNOLOGY INC	COM	928298108	688	49000	SH	DEFINED	9
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	339	14825	SH	DEFINED	10
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	179	7841	SH	DEF/OTH	10
VULCAN MATLS CO	COM	929160109	2218	28342	SH	DEFINED	9
WACHOVIA CORP 2ND NEW	COM	929903102	3218	57667	SH	DEFINED	10
WACHOVIA CORP 2ND NEW	COM	929903102	576	10326	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	5030	101985	SH	DEFINED	10
WAL MART STORES INC	COM	931142103	414	8399	SH	DEF/OTH	10
WAL MART STORES INC	COM	931142103	39295	796738	SH	DEFINED	7
WAL MART STORES INC	COM	931142103	25	500	SH	DEFINED	9
WALGREEN CO	COM	931422109	3491	78654	SH	DEFINED	10
WALGREEN CO	COM	931422109	283	6380	SH	DEF/OTH	10
WALGREEN CO	COM	931422109	864	19455	SH	DEFINED	7
WALGREEN CO	COM	931422109	31	700	SH	DEFINED	9
WARWICK VALLEY TEL CO	COM	936750108	1815	90300	SH	DEFINED	10
WASHINGTON MUT INC	COM	939322103	407	9371	SH	DEFINED	10
WASHINGTON MUT INC	COM	939322103	72	1648	SH	DEF/OTH	10
WASHINGTON TR BANCORP	COM	940610108	64	2400	SH	DEFINED	10
WASHINGTON TR BANCORP	COM	940610108	483	18225	SH	DEF/OTH	10
WASTE CONNECTIONS INC	COM	941053100	1125	29678	SH	DEFINED	10
WASTE CONNECTIONS INC	COM	941053100	17	450	SH	DEF/OTH	10
WASTE MGMT INC DEL	COM	94106L109	3498	95352	SH	DEFINED	10
WASTE MGMT INC DEL	COM	94106L109	127	3472	SH	DEF/OTH	10
WEBEX COMMUNICATIONS INC	COM	94767L109	438	11237	SH	DEFINED	9
WELLPOINT INC	COM	94973V107	1920	24923	SH	DEFINED	10
WELLPOINT INC	COM	94973V107	243	3160	SH	DEF/OTH	10
WELLPOINT INC	COM	94973V107	50	650	SH	DEFINED	7
WELLS FARGO & CO NEW	COM	949746101	7952	219788	SH	DEFINED	10
WELLS FARGO & CO NEW	COM	949746101	751	20770	SH	DEF/OTH	10
WELLS FARGO & CO NEW	COM	949746101	77	2118	SH	DEFINED	7
WENDYS INTL INC	COM	950590109	573	8550	SH	DEFINED	10
WENDYS INTL INC	COM	950590109	2747	41000	SH	DEFINED	7
WEYERHAEUSER CO	COM	962166104	791	12863	SH	DEFINED	10
WEYERHAEUSER CO	COM	962166104	38	625	SH	DEF/OTH	10
WHIRLPOOL CORP	COM	963320106	20	241	SH	DEFINED	10
WHIRLPOOL CORP	COM	963320106	757	9000	SH	DEFINED	7
WILLIAMS COS INC DEL	COM	969457100	98	4100	SH	DEFINED	10
WILLIAMS COS INC DEL	COM	969457100	153	6400	SH	DEFINED	7
WILLIAMS COS INC DEL	COM	969457100	5271	220818	SH	DEFINED	9
WILMINGTON TRUST CORP	COM	971807102	1801	40429	SH	DEFINED	10
WILMINGTON TRUST CORP	COM	971807102	63	1417	SH	DEF/OTH	10
WINDSTREAM CORP	COM	97381W104	336	25442	SH	DEFINED	10
WINDSTREAM CORP	COM	97381W104	76	5772	SH	DEF/OTH	10
WINDSTREAM CORP	COM	97381W104	7	499	SH	DEFINED	7
WISCONSIN ENERGY CORP	COM	976657106	572	13248	SH	DEFINED	10
WISCONSIN ENERGY CORP	COM	976657106	142	3300	SH	DEF/OTH	10
WRIGLEY WM JR CO	COM	982526105	1351	29342	SH	DEFINED	10
WRIGLEY WM JR CO	COM	982526105	33	708	SH	DEF/OTH	10
WYETH	COM	983024100	2653	52185	SH	DEFINED	10
WYETH	COM	983024100	1967	38693	SH	DEF/OTH	10
WYETH	COM	983024100	89	1760	SH	DEFINED	9
WYNDHAM WORLDWIDE CORP	COM	98310W108	15	526	SH	DEFINED	10
WYNDHAM WORLDWIDE CORP	COM	98310W108	699	25000	SH	DEFINED	7

Edgar Filing: ROYAL BANK OF SCOTLAND GROUP PLC - Form 13F-HR

WYNDHAM WORLDWIDE CORP	COM	98310W108	6	200	SH		DEFINED	9
YAHOO INC	COM	984332106	155	6150	SH		DEFINED	10
YAHOO INC	COM	984332106	25	1000	SH		DEF/OTH	10
YAHOO INC	COM	984332106	3797	150192	SH	PUT	DEFINED	7
YAHOO INC	COM	984332106	24	936	SH		DEFINED	9
YUM BRANDS INC	COM	988498101	350	6720	SH		DEFINED	10
YUM BRANDS INC	COM	988498101	188	3620	SH		DEF/OTH	10
ZIMMER HLDGS INC	COM	98956P102	446	6602	SH		DEFINED	10
ZIMMER HLDGS INC	COM	98956P102	270	4007	SH		DEF/OTH	10
BUNGE LIMITED	COM	G16962105	495	8548	SH		DEFINED	10
BUNGE LIMITED	COM	G16962105	13	231	SH		DEF/OTH	10
GLOBALSANTAFE CORP	SHS	G3930E101	3727	74559	SH		DEFINED	10
GLOBALSANTAFE CORP	SHS	G3930E101	169	3386	SH		DEF/OTH	10
GLOBALSANTAFE CORP	SHS	G3930E101	135	2700	SH		DEFINED	7
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2056	54142	SH		DEFINED	10
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	295	7764	SH		DEF/OTH	10
NABORS INDUSTRIES LTD	SHS	G6359F103	3532	118716	SH		DEFINED	10
NABORS INDUSTRIES LTD	SHS	G6359F103	202	6785	SH		DEF/OTH	10
NABORS INDUSTRIES LTD	SHS	G6359F103	131	4400	SH		DEFINED	7
NABORS INDUSTRIES LTD	SHS	G6359F103	1680	56455	SH		DEFINED	9
NOBLE CORPORATION	SHS	G65422100	111	1735	SH		DEFINED	10
NOBLE CORPORATION	SHS	G65422100	257	4000	SH		DEFINED	7
WEATHERFORD INTERNATIONAL LT	COM	G95089101	463	11098	SH		DEFINED	10
WEATHERFORD INTERNATIONAL LT	COM	G95089101	22	525	SH		DEF/OTH	10
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	226	5812	SH		DEFINED	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	2603	205970	SH		DEFINED	10
FLEXTRONICS INTL LTD	ORD	Y2573F102	100	7925	SH		DEF/OTH	10