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EDWARDS A G INC  
Form 13F-HR  
November 10, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or 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: A.G. Edwards, Inc.  
Address: One North Jefferson  
St. Louis, MO 63103

Form 13F File Number: 28-4192

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Joseph G. Porter St. Louis, MO 11/09/04  
[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

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

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 290

Form 13F Information Table Value Total: \$2,792,790  
(thousands)

List of Other Included Managers:

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

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

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

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	-M
D AFLAC INC	COM	001055102	897	22879			DEFINED	01
D ABBOTT LABORATORIES	COM	002824100	3243	76551			DEFINED	01
D ABERDEEN ASIA-PACIFIC INCOME	COM	003009107	113	18400			DEFINED	01
D ADESA INC	COM	00686U104	15702	955685			DEFINED	01
D ADOBE SYSTEMS INC	COM	00724F101	226	4566			DEFINED	01
D AFFILIATED COMPUTER SVCS INC	COM	008190100	1118	20081			DEFINED	01
D AFFILIATED MANAGERS GROUP INC	COM	008252108	3682	68765			DEFINED	01
D ALCOA INC	COM	013817101	9947	296130			DEFINED	01
D ALLETE INC #	COM	018522300	5152	158516			DEFINED	01
D ALLIED CAPITAL CORP NEW	COM	01903Q108	219	8975			DEFINED	02
D ALLSTATE CORP	COM	020002101	1686	35127			DEFINED	01
D ALTRIA GROUP INC	COM	02209S103	2149	45688			DEFINED	01
D AMBASSADORS GROUP INC	COM	023177108	4099	151825			DEFINED	01
D AMEREN CORP	COM	023608102	1071	23214			DEFINED	01
D * AMERICAN CAP STRATEGIES LTD	COM	024937104	406	12948			DEFINED	02
D AMERICAN EXPRESS CO	COM	025816109	25140	488544			DEFINED	01
D AMERICAN INTL GROUP INC	COM	026874107	8522	125340			DEFINED	01
D * AMGEN	COM	031162100	915	16102			DEFINED	01
D AMSOUTH BANCORPORATION	COM	032165102	399	16346			DEFINED	01
D ANADARKO PETROLEUM CORP	COM	032511107	849	12792			DEFINED	01
D ANHEUSER-BUSCH COS INC	COM	035229103	31169	623998			DEFINED	01
D ANNALY MORTGAGE MANAGEMENT INC	COM	035710409	16200	945713			DEFINED	01
D APOLLO GROUP INC	COM	037604105	558	7600			DEFINED	01
D APOLLO INVESTMENT CORP	COM	03761U106	12249	865660			DEFINED	01

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D AUTOMATIC DATA PROCESSING INC	COM	053015103	3561	86191	DEFINED	01
D AVERY DENNISON CORP	COM	053611109	14183	215616	DEFINED	01
D BP P.L.C. SPONSORED ADR	COM	055622104	21473	373252	DEFINED	01
D BAKER HUGHES INC	COM	057224107	337	7700	DEFINED	01
D BALL CORP	COM	058498106	1210	32330	DEFINED	01
D BANK OF AMERICA CORP	COM	060505104	5050	116552	DEFINED	01
D BECTON DICKINSON CO	COM	075887109	525	10147	DEFINED	01
D * BED BATH & BEYOND INC	COM	075896100	1093	29463	DEFINED	01
D BELLSOUTH CORPORATION	COM	079860102	1319	48649	DEFINED	01
D BERKSHIRE HATHAWAY INC	COM	084670108	260	3	DEFINED	02
D BERKSHIRE HATHAWAY INC DEL	COM	084670207	29502	10276	DEFINED	01
D * BIOMET INC	COM	090613100	1006	21461	DEFINED	01
D BLACK & DECKER CORP	COM	091797100	497	6416	DEFINED	01
D H & R BLOCK INC	COM	093671105	538	10878	DEFINED	01
D BOEING COMPANY	COM	097023105	502	9724	DEFINED	01
D BRISTOL-MYERS SQUIBB CO	COM	110122108	21399	904047	DEFINED	01
D BROWN & BROWN INC	COM	115236101	3240	70895	DEFINED	01
D BROWN SHOE CO INC NEW	COM	115736100	422	16824	DEFINED	01
D BRUNSWICK CORP	COM	117043109	12852	280853	DEFINED	01
D BURLINGTON NORTHERN SANTA FE	COM	12189T104	800	20892	DEFINED	01
D BURLINGTON RESOURCES INC	COM	122014103	344	8432	DEFINED	01
D CPI CORP	COM	125902106	1501	113275	DEFINED	01
D CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	5099	233376	DEFINED	01
D CDN IMPERIAL BK COMMERCE	COM	136069101	214	4000	DEFINED	01
D CANADIAN NATURAL RESOURCES LTD	COM	136385101	335	8400	DEFINED	01
D CAPITAL ONE FINANCIAL CORP	COM	14040H105	36075	488159	DEFINED	01
D CARNIVAL CORP	COM	143658300	435	9199	DEFINED	01
D CATERPILLAR INC	COM	149123101	4435	55128	DEFINED	01
D CHARLES RIVER LABS INTL INC	COM	159864107	9252	202004	DEFINED	02
D CHEVRONTEXACO CORP	COM	166764100	39869	743265	DEFINED	01
D CHOICE HOTELS INTL INC NEW	COM	169905106	1990	34551	DEFINED	01
D * CHIRON CORP	COM	170040109	300	6786	DEFINED	01
D * CINCINNATI FINANCIAL CORP	COM	172062101	261	6322	DEFINED	01
D CINERGY CORP	COM	172474108	587	14815	DEFINED	01
D * CISCO SYSTEMS INC	COM	17275R102	1058	58427	DEFINED	01
D CITIGROUP INC	COM	172967101	2293	51973	DEFINED	01
D CLEAR CHANNEL COMMUNICATIONS	COM	184502102	40855	1310711	DEFINED	01
D CLOROX CO	COM	189054109	240	4501	DEFINED	01
D COCA-COLA CO	COM	191216100	4366	109011	DEFINED	01
D COLGATE-PALMOLIVE CO	COM	194162103	1518	33597	DEFINED	01
D * COMCAST CORP NEW CL A	COM	20030N101	415	14705	DEFINED	01
D * COMCAST CORP NEW CL A SPL	COM	20030N200	27427	982347	DEFINED	01
D CONAGRA FOODS INC	COM	205887102	18170	706745	DEFINED	01
D CONOCOPHILLIPS	COM	20825C104	3089	37290	DEFINED	01
D CONSOLIDATED EDISON INC	COM	209115104	260	6182	DEFINED	01
D CORNING INC	COM	219350105	201	18103	DEFINED	01
D * COSTCO WHSL CORP NEW	COM	22160K105	233	5622	DEFINED	01
D COUNTRYWIDE FINANCIAL CORP	COM	222372104	364	9234	DEFINED	01
D * CROSSTEX ENERGY L.P.	COM	22765U102	337	10651	DEFINED	01
D DNP SELECT INCOME FUND INC	COM	23325P104	280	24890	DEFINED	01
D DARDEN RESTAURANTS INC	COM	237194105	18074	775062	DEFINED	01
D DEAN FOODS COMPANY NEW	COM	242370104	373	12411	DEFINED	01
D DEERE & CO	COM	244199105	365	5660	DEFINED	01
D * DELL INC	COM	24702R101	315	8858	DEFINED	01
D DELTA & PINE LAND CO	COM	247357106	3178	118797	DEFINED	01
D DENTSPLY INTERNATIONAL INC NEW	COM	249030107	1816	34971	DEFINED	01
D DIAGEO PLC NEW	COM	25243Q205	47546	942815	DEFINED	01
D WALT DISNEY CO	COM	254687106	740	32822	DEFINED	01
D DOMINION RES INC NEW (VA)	COM	25746U109	279	4281	DEFINED	01
D DONALDSON CO INC	COM	257651109	1033	36393	DEFINED	01
D DOVER CORPORATION	COM	260003108	241	6205	DEFINED	01
D DOW CHEMICAL COMPANY	COM	260543103	35613	788238	DEFINED	01

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D E.I. DU PONT DE NEMOURS&CO	COM	263534109	290	6765	DEFINED	01
D EMC CORPORATION (MA)	COM	268648102	241	20901	DEFINED	01
D EATON CORP	COM	278058102	219	3456	DEFINED	01
D EBAY INC	COM	278642103	254	2759	DEFINED	01
D A.G. EDWARDS, INC	COM	281760108	2741	79171	DEFINED	01
D EMERSON ELECTRIC CO	COM	291011104	25403	410450	DEFINED	01
D ENERGIZER HOLDINGS INC	COM	29266R108	5678	123158	DEFINED	02
D ENERPLUS RESOURCE FUND #	COM	29274D604	18044	554851	DEFINED	01
D ENTERCOM COMMUNICATIONS CORP	COM	293639100	9116	279129	DEFINED	01
D ENTERGY CORP NEW	COM	29364G103	354	5836	DEFINED	01
D ETHAN ALLEN INTERIORS INC	COM	297602104	3053	87849	DEFINED	01
D * EXPEDITORS INTL WASHINGTON	COM	302130109	8993	173952	DEFINED	01
D EXXON MOBIL CORP	COM	30231G102	49490	1023995	DEFINED	01
D FPL GROUP INC	COM	302571104	573	8385	DEFINED	01
D FACTSET RESEARCH SYSTEMS INC	COM	303075105	1026	21295	DEFINED	01
D FREDDIE MAC	COM	313400301	685	10495	DEFINED	01
D FANNIE MAE	COM	313586109	4187	66038	DEFINED	01
D * FIFTH THIRD BANCORP	COM	316773100	1829	37168	DEFINED	01
D FINANCIAL FEDERAL CORP	COM	317492106	11702	312217	DEFINED	01
D FIRST DATA CORP	COM	319963104	36806	846124	DEFINED	01
D * FISERV INC	COM	337738108	1068	30630	DEFINED	01
D FORD MOTOR CO (NEW)	COM	345370860	790	56251	DEFINED	01
D FORTUNE BRANDS INC	COM	349631101	690	9309	DEFINED	01
D * FORWARD AIR CORP	COM	349853101	3584	89563	DEFINED	01
D * FROZEN FOOD EXPRESS INDS INC	COM	359360104	156	20496	DEFINED	01
D GABELLI GLOBAL MULTIMEDIA TR	COM	36239Q109	5986	670273	DEFINED	01
D GANNETT CO INC	COM	364730101	673	8035	DEFINED	01
D GENERAL ELECTRIC CO	COM	369604103	25510	759664	DEFINED	01
D GENERAL MILLS INC	COM	370334104	899	20015	DEFINED	01
D * GENTEX CORP	COM	371901109	262	7456	DEFINED	01
D GILLETTE CO	COM	375766102	2403	57582	DEFINED	01
D GLADSTONE CAPITAL CORP	COM	376535100	13068	575440	DEFINED	01
D GLADSTONE COMMERCIAL CORP	COM	376536108	5145	317374	DEFINED	01
D GLAXOSMITHKLINE PLC	COM	37733W105	303	6919	DEFINED	01
D GRACO INC	COM	384109104	327	9757	DEFINED	01
D HARLEY DAVIDSON INC	COM	412822108	12129	204057	DEFINED	01
D HARMAN INTL INDUSTRIES INC NEW	COM	413086109	1511	14019	DEFINED	01
D HARSCO CORP	COM	415864107	3542	78882	DEFINED	01
D HEARST-ARGYLE TELEVISION INC	COM	422317107	672	27493	DEFINED	01
D HEARTLAND EXPRESS INC	COM	422347104	8433	457087	DEFINED	01
D H.J. HEINZ CO	COM	423074103	223	6182	DEFINED	01
D HERSHEY FOODS CORP	COM	427866108	17805	381183	DEFINED	01
D HEWLETT-PACKARD CO	COM	428236103	291	15508	DEFINED	01
D HILTON HOTELS CORP	COM	432848109	28317	1503042	DEFINED	01
D HOME DEPOT INC	COM	437076102	8859	225997	DEFINED	01
D HONEYWELL INTERNATIONAL INC	COM	438516106	631	17607	DEFINED	01
D HUBBELL INC CLASS B	COM	443510201	344	7677	DEFINED	01
D IMS HEALTH INC	COM	449934108	267	11147	DEFINED	01
D ISTAR FINANCIAL INC	COM	45031U101	17831	432474	DEFINED	01
D ILL TOOL WORKS INC	COM	452308109	17144	184013	DEFINED	01
D IMPERIAL OIL LTD NEW	COM	453038408	776	15000	DEFINED	01
D * INTEL CORP	COM	458140100	1149	57266	DEFINED	01
D INTL BUSINESS MACHINES CORP	COM	459200101	2920	34060	DEFINED	01
D * INTERNATIONAL SPEEDWAY CORP	COM	460335201	3678	73706	DEFINED	01
D IRON MOUNTAIN INC (PA) NEW	COM	462846106	7935	234412	DEFINED	01
D ISHARES INC	COM	464287234	38785	224843	DEFINED	01
D ISHARES TRUST	COM	464287242	37634	336739	DEFINED	01
D ISHARES TRUST	COM	464287309	19899	369450	DEFINED	01
D ISHARES TRUST	COM	464287408	16982	295024	DEFINED	01
D ISHARES TRUST	COM	464287457	38326	467162	DEFINED	01
D ISHARES TRUST	COM	464287465	173015	1223589	DEFINED	01
D ISHARES TRUST	COM	464287549	1331	32497	DEFINED	01

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D ISHARES TRUST	COM	464287556	354	5067	DEFINED	01
D ISHARES TRUST DOW JONES	COM	464287580	9054	166900	DEFINED	01
D ISHARES INC	COM	464287606	182240	1517657	DEFINED	01
D ISHARES TRUST DOW JONES	COM	464287697	23756	384035	DEFINED	01
D ISHARES INC	COM	464287705	153412	1330896	DEFINED	01
D ISHARES TRUST-DOW JONES U.S.	COM	464287713	7409	327541	DEFINED	01
D ISHARES TRUST DOW JONES U S	COM	464287754	793	15399	DEFINED	01
D ISHARES TRUST DOW JONES U S	COM	464287762	61704	1106989	DEFINED	01
D ISHARES TRUST	COM	464287788	1363	15098	DEFINED	01
D ISHARES TRUST DOW JONES	COM	464287796	847	13575	DEFINED	01
D ISHARES TRUST DOW JONES U S	COM	464287812	32823	682114	DEFINED	01
D ISHARES INC	COM	464287879	23612	215896	DEFINED	01
D ISHARES INC	COM	464287887	28186	298673	DEFINED	01
D JPMORGAN CHASE & CO	COM	46625H100	1469	36972	DEFINED	01
D JEFFERSON PILOT CORP	COM	475070108	303	6096	DEFINED	01
D JOHNSON & JOHNSON	COM	478160104	51104	907220	DEFINED	01
D KELLOGG CO	COM	487836108	332	7774	DEFINED	01
D KERR-MCGEE CORP (HOLDING CO)	COM	492386107	377	6584	DEFINED	01
D KEYCORP NEW	COM	493267108	212	6699	DEFINED	01
D KIMBERLY CLARK CORP	COM	494368103	1311	20298	DEFINED	01
D LEGGETT AND PLATT	COM	524660107	339	12055	DEFINED	01
D LIBERTY MEDIA CORP NEW	COM	530718105	17371	1992104	DEFINED	01
D LIFELINE SYSTEMS INC	COM	532192101	3435	140675	DEFINED	01
D ELI LILLY AND CO	COM	532457108	677	11271	DEFINED	01
D LINCARE HOLDINGS INC	COM	532791100	882	29672	DEFINED	01
D LOWE'S COMPANIES INC	COM	548661107	1744	32089	DEFINED	01
D LUCENT TECHNOLOGIES INC	COM	549463107	95	29923	DEFINED	01
D MBNA CORP	COM	55262L100	1109	43992	DEFINED	01
D MARKEL CORP (HOLDING COMPANY)	COM	570535104	19973	64764	DEFINED	01
D MAY DEPARTMENT STORES CO	COM	577778103	496	19356	DEFINED	01
D MCDONALD'S CORP	COM	580135101	1144	40817	DEFINED	01
D * MEADE INSTRUMENTS CORP	COM	583062104	72	23293	DEFINED	01
D MEDTRONIC INC	COM	585055106	5287	101877	DEFINED	01
D MERCK & COMPANY INC	COM	589331107	34598	1048430	DEFINED	01
D MERCURY GENERAL CORP NEW	COM	589400100	3205	60596	DEFINED	01
D * MICROSOFT CORP	COM	594918104	24379	881711	DEFINED	01
D MOHAWK INDUSTRIES INC	COM	608190104	357	4500	DEFINED	02
D MORGAN STANLEY NEW	COM	617446448	532	10789	DEFINED	01
D MOTOROLA INC	COM	620076109	272	15052	DEFINED	01
D NN INC	COM	629337106	5131	448126	DEFINED	01
D NATIONAL CITY CORP	COM	635405103	209	5409	DEFINED	01
D NATUZZI S P A ADR	COM	63905A101	11112	1028895	DEFINED	01
D NEW YORK TIMES CL A	COM	650111107	15582	398527	DEFINED	01
D NICOR INC	COM	654086107	13861	377694	DEFINED	01
D NOKIA CORP	COM	654902204	339	24689	DEFINED	01
D NORFOLK SOUTHERN CORP	COM	655844108	842	28305	DEFINED	01
D NORTH FORK BANCORPORATION (NY)	COM	659424105	21356	480448	DEFINED	01
D * NORTHERN TRUST CORP	COM	665859104	235	5769	DEFINED	01
D NUVEEN PREFERRED & CONV INCOME	COM	67073D102	161	11445	DEFINED	01
D * ORACLE CORP	COM	68389X105	302	26760	DEFINED	01
D * O'REILLY AUTOMOTIVE INC	COM	686091109	947	24741	DEFINED	01
D PEPSICO INC	COM	713448108	32106	659938	DEFINED	01
D PFIZER INC	COM	717081103	18312	598419	DEFINED	01
D PLANTRONICS INC NEW	COM	727493108	6635	153438	DEFINED	01
D PLUM CREEK TIMBER CO INC	COM	729251108	7835	223671	DEFINED	01
D PROCTER & GAMBLE CO	COM	742718109	12578	232403	DEFINED	01
D PROGRESS ENERGY INC	COM	743263105	291	6884	DEFINED	01
D PULITZER INC	COM	745769109	943	19090	DEFINED	01
D PULTE HOMES INC	COM	745867101	1346	21926	DEFINED	01
D RALCORP HOLDINGS INC NEW	COM	751028101	953	26386	DEFINED	02
D RAYONIER INC	COM	754907103	19451	429950	DEFINED	01
D RAYTHEON CO NEW	COM	755111507	811	21358	DEFINED	01

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D REGIONS FINANCIAL CORP NEW	COM	7591EP100	302	9150	DEFINED	01
D RENAL CARE GROUP INC	COM	759930100	352	10928	DEFINED	01
D RESMED INC	COM	761152107	878	18445	DEFINED	01
D ROCKWELL AUTOMATION INC	COM	773903109	994	25673	DEFINED	01
D ROCKWELL COLLINS INC	COM	774341101	954	25674	DEFINED	01
D ROYAL DUTCH PETROLEUM CO #	COM	780257804	2355	45643	DEFINED	01
D RUBY TUESDAY INC	COM	781182100	984	35290	DEFINED	01
D SBC COMMUNICATIONS INC	COM	78387G103	2857	110112	DEFINED	01
D SLM CORP	COM	78442P106	444	9946	DEFINED	01
D SARA LEE CORP	COM	803111103	1088	47607	DEFINED	01
D SCANA CORP NEW	COM	80589M102	211	5651	DEFINED	01
D SCHERING-PLOUGH CORP	COM	806605101	809	42440	DEFINED	01
D SCHLUMBERGER LTD	COM	806857108	257	3823	DEFINED	01
D A. SCHULMAN INC	COM	808194104	15245	691718	DEFINED	01
D SCOTTS COMPANY	COM	810186106	3960	61733	DEFINED	01
D E W SCRIPPS CO NEW CL A	COM	811054204	5863	122699	DEFINED	01
D SELECT SECTOR SPDR TRUST	COM	81369Y100	285	10353	DEFINED	01
D SELECT SECTOR SPDR TRUST	COM	81369Y209	1128	39176	DEFINED	01
D SECTOR SPDR TRUST	COM	81369Y308	17280	797783	DEFINED	01
D SELECT SECTOR SPDR TRUST	COM	81369Y407	25342	812232	DEFINED	01
D SECTOR SPDR TRUST (ENERGY)	COM	81369Y506	29473	843760	DEFINED	01
D SECTOR SPDR TRUST (FINANCIAL)	COM	81369Y605	73932	2597740	DEFINED	01
D SECTOR SPDR TRUST (INDUSTRIAL)	COM	81369Y704	41088	1447782	DEFINED	01
D SECTOR SPDR TRUST (TECHNOLOGY)	COM	81369Y803	50094	2619988	DEFINED	01
D SECTOR SPDR TRUST (UTILITIES)	COM	81369Y886	208	8296	DEFINED	01
D * SIGMA ALDRICH CORP	COM	826552101	15117	260641	DEFINED	01
D SKY FINANCIAL GROUP INC	COM	83080P103	2628	105102	DEFINED	01
D SMITH & WOLLENSKY RESTAURANT	COM	831758107	2480	442826	DEFINED	01
D SNAP-ON INC	COM	833034101	8749	317462	DEFINED	01
D * SONIC CORP	COM	835451105	3611	140877	DEFINED	01
D SOUTHERN COMPANY	COM	842587107	19572	652833	DEFINED	01
D SOUTHWEST AIRLINES CO	COM	844741108	143	10495	DEFINED	01
D SPRINT CORP FON	COM	852061100	305	15163	DEFINED	01
D STAR GAS PARTNERS L.P.	COM	85512C105	219	9997	DEFINED	01
D STATE STREET CORP	COM	857477103	646	15120	DEFINED	01
D STREETTRACKS SERIES TRUST	COM	86330E604	35406	215027	DEFINED	01
D STRYKER CORP	COM	863667101	373	7757	DEFINED	01
D * SUN MICROSYSTEMS INC	COM	866810104	51	12554	DEFINED	01
D SYSCO CORPORATION	COM	871829107	4685	156571	DEFINED	01
D TCF FINANCIAL CORP	COM	872275102	33337	1100597	DEFINED	01
D TARGET CORP	COM	87612E106	10054	222190	DEFINED	01
D TEXAS INSTRUMENTS INC	COM	882508104	421	19787	DEFINED	01
D 3M COMPANY	COM	88579Y101	4711	58912	DEFINED	01
D TIME WARNER INC	COM	887317105	207	12810	DEFINED	01
D TRANSCANADA CORP	COM	89353D107	240	11001	DEFINED	01
D TRIBUNE CO NEW	COM	896047107	4055	98546	DEFINED	01
D TYCO INTERNATIONAL LTD NEW	COM	902124106	414	13505	DEFINED	01
D US BANCORP NEW	COM	902973304	1218	42156	DEFINED	01
D UNION PACIFIC CORP	COM	907818108	939	16033	DEFINED	01
D * UNITED FIRE & CASUALTY CO	COM	910331107	280	4889	DEFINED	01
D UNITED TECHNOLOGIES CORP	COM	913017109	2225	23824	DEFINED	01
D VARIAN MEDICAL SYSTEMS INC	COM	92220P105	8251	238682	DEFINED	01
D VECTREN CORP	COM	92240G101	14123	560882	DEFINED	01
D VERIZON COMMUNICATIONS	COM	92343V104	2016	51187	DEFINED	01
D **VIACOM INC CL B**	COM	925524308	322	9604	DEFINED	01
D W.P. CAREY & CO LLC	COM	92930Y107	224	7507	DEFINED	01
D WPS RESOURCES CORP	COM	92931B106	466	10355	DEFINED	01
D WACHOVIA CORP (2ND NEW)	COM	929903102	932	19852	DEFINED	01
D WAL-MART STORES INC	COM	931142103	30192	567517	DEFINED	01
D WALGREEN COMPANY	COM	931422109	5260	146806	DEFINED	01
D WASHINGTON MUTUAL INC	COM	939322103	400	10237	DEFINED	01
D WASHINGTON POST CO CL B	COM	939640108	299	325	DEFINED	02

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D WEIGHT WATCHERS INTL INC NEW	COM	948626106	3760	96850	DEFINED 02
D WELLPOINT HEALTH NETWORKS NEW	COM	94973H108	223	2125	DEFINED 01
D WELLS FARGO & CO NEW	COM	949746101	38192	640487	DEFINED 01
D WESTWOOD ONE INC	COM	961815107	1417	71652	DEFINED 01
D JOHN WILEY & SONS INC	COM	968223206	3128	97905	DEFINED 01
D WM. WRIGLEY JR CO	COM	982526105	273	4319	DEFINED 01
D WYETH	COM	983024100	1784	47690	DEFINED 01
D XCEL ENERGY INC	COM	98389B100	186	10763	DEFINED 01
D XEROX CORPORATION	COM	984121103	266	18894	DEFINED 01
D ZEBRA TECHNOLOGIES CORP	COM	989207105	13358	218949	DEFINED 01
D ZIMMER HOLDINGS INC	COM	98956P102	899	11380	DEFINED 01
D COOPER INDUSTRIES LTD	COM	G24182100	470	7975	DEFINED 01
D INGERSOLL-RAND COMPANY LIMITED	COM	G4776G101	22535	331544	DEFINED 01
D MONTPELIER RE HOLDINGS LTD	COM	G62185106	17489	476811	DEFINED 01
D NABORS INDUSTRIES LTD	COM	G6359F103	240	5070	DEFINED 01
D W.P. STEWART & CO LTD	COM	G84922106	18606	930773	DEFINED 01
D WHITE MTNS INS GROUP LTD	COM	G9618E107	17614	33487	DEFINED 01
D WILLIS GROUP HOLDINGS LTD	COM	G96655108	14597	390293	DEFINED 01
S REPORT SUMMARY	290 DATA RECORDS		2792790		2 OTHER MANAGERS