

BRASIL TELECOM SA
Form 6-K/A
February 12, 2009

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K/A

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

THROUGH February 12, 2009

(Commission File No. 1-15256)

BRASIL TELECOM S.A.

(Exact name of Registrant as specified in its Charter)

BRAZIL TELECOM COMPANY

(Translation of Registrant's name into English)

**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B
Brasília, D.F., 71.215-000
Federative Republic of Brazil**

(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1) .

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7) .

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes No

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If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

CORPORATE EVENTS AGENDA

Name	Brasil Telecom S.A.
Headquarters Address	SIA/Sul ASP Lote D, Bloco B Brasília, DF
Website	www.brasiltelecom.com.br
Investor Relations Officer	Name: Alex Waldemar Zornig E-mail: alex.zornig@oi.net.br Phone: +55 21 3131-1212 Fax: +55 21 3131-1155
Newspapers for Company Releases	Valor Econômico (national edition) Jornal de Brasília (Brasília) Diário Oficial da União

Annual Financial Statements, including MD&A, relative to December 31, 2008.

EVENT	DATE
Available to shareholders	February 11, 2009
Publishing in newspapers	February 13, 2009
Filing with Bovespa	February 11, 2009

Annual Financial Statements to CVM DFP, relative to December 31, 2008.

EVENT	DATE
Filing with Bovespa	February 11, 2009

Dividends and Interest on Shareholders Equity, relative to December 31, 2008

Type	Event Date	Amount (R\$million)	Gross Value per share		Date of Payment
			Common	Preferred	
Interest on Equity	Board of Directors Meeting March 26, 2008	245.0	0.447588512	0.447588512	To be Defined on the 2009 General Shareholders Meeting
Interest on Equity	Board of Directors Meeting December 16, 2008	79.3	0.144840477	0.144840477	To be Defined on the 2009 General Shareholders Meeting

* The dividends that were provisioned by the Company integrate the proposal for the Destination of Results to be submitted for the approval of the General Shareholders' Meeting.

Annual Information to CVM IAN, relative to December 31, 2008.

EVENT	DATE
Filing with Bovespa	May 06, 2009

Quarterly Press Release Information	
EVENT	DATE
Filing with Bovespa	
Fourth Quarter 2008	February 10, 2009
First Quarter 2009	April 30, 2009
Second quarter 2009	July 30, 2009
Third quarter 2009	October 29, 2009

Quarterly Information to CVM ITR	
EVENT	DATE
Filing with Bovespa	
First Quarter 2009	April 30, 2009
Second quarter 2009	July 30, 2009
Third quarter 2009	October 29, 2009

General Shareholders Meeting	
EVENT	DATE
Publishing of Summons Notice	March 05, 06, and 09, 2009
Filing of Summons Notice with Bovespa	March 04, 2009
General Shareholders Meeting	April 08, 2009
Filing of the minutes with Bovespa	April 08, 2009

Extraordinary Shareholders Meetings already scheduled	
EVENT	DATE
Publishing of Summons Notice	January 16, 19, and 20, 2009
Filing of Summons Notice with Bovespa	January 15, 2009
Extraordinary Shareholders Meeting	February 17, 2009
Filing of the minutes with Bovespa	February 17, 2009

Public Meetings with Analysts	
EVENT	DATE
APIMEC – Investor’s Meeting (Rio de Janeiro, Brazil)	August 13, 2009
APIMEC – Investor’s Meeting (São Paulo, Brazil)	August 14, 2009
APIMEC – Investor’s Meeting (Brasília, Brazil)	August 25, 2009
APIMEC – Investor’s Meeting (Belo Horizonte, Brazil)	August 26, 2009
APIMEC – Investor’s Meeting (Porto Alegre, Brazil)	November 10, 2009
APIMEC – Investor’s Meeting (Fortaleza, Brazil)	November 23, 2009

Board of Directors Meetings already scheduled	
EVENT	DATE
<p>Date of the meeting</p> <ol style="list-style-type: none"> 1. Deliberate on the replacement of the Company’s statutory management, with the election its new members. 2. Deliberate on the Summons of an Extraordinary Shareholders Meeting of the Company, to resolve the following matters: (i) the replacement of Board of Directors Members appointed by the controllers, with election of new members to complement the tenure; (ii) the election of the Chairman and the Vice-President of the Board of Directors; and (iii) the replacement of Fiscal Board Members appointed by the Common Shareholders, with election of new members to complement the tenure; 	January 08, 2009
Filing of the the extract of the minutes with Bovespa	January 09, 2009
<p>Date of the meeting</p> <ol style="list-style-type: none"> 1. To resolve on the change of remuneration of the 5th Issue debentures and the acquisition of 5th Issue debentures from debenture-holders willing to sell them, in accordance with section 5.6.1 of the Private Deed of the 5th Issue, comprising the 4th Public Issue of simple, non-convertible debentures of Brasil Telecom S.A. of June 20, 2006, as amended on December 17, 2008 (“Deed of Issue”); 2. To rectify the Board’s resolution of January 08, 2009. 	January 26, 2009
Filing of the extract of the minutes with Bovespa	January 27, 2009
<p>Date of the meeting</p> <ol style="list-style-type: none"> 1. To decide on the updating of the feasibility study on the realization of deferred tax credits pursuant to CVM Instruction 371 of June 27, 2002; 2. To acknowledge the Management Report, the accounts of the Executive Board, the financial statements, the Company’s capital budget for 2009, the allocation of net income, and dividend and interest-on-equity payments for the fiscal year ended December 31, 2008, to be submitted to the Annual Shareholders’ Meeting; 3. To deliberate on the convening of a BT Annual and Extraordinary Shareholders’ Meeting, to discuss the following: <ol style="list-style-type: none"> 3.1 Annual Shareholders Meeting: <ol style="list-style-type: none"> (i) To verify the management accounts and examine, discuss and vote on the Financial Statements and the Management Report for the fiscal year ended December 31, 2008; (ii) To decide on the year’s net income allocation, dividend distribution and the attribution of interest on equity to dividends; (iii) To decide on the Company’s 2009 capital budget; and 	February 10, 2009

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<p>(iv) To elect the sitting and alternate members of the Fiscal Council and to establish the individual compensation of its members;</p> <p>3.2 Extraordinary Shareholders Meeting:</p> <p>(i) To decide on amending the Company's Bylaws in regard to the allocation of remaining annual net income.</p>	
Filing of the extract of the minutes with Bovespa	February 10, 2009

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 12, 2009

BRASIL TELECOM S.A.

By: /s/ Alex Waldemar Zornig

Name: **Alex Waldemar
Zornig**
Title: Chief Financial
Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

Opt; MARGIN-RIGHT: Opt" align="left">(1) The amount being registered includes an indeterminate number of shares of Common Stock which may be issuable as a result of stock splits, stock dividends and anti-dilution provisions and other terms, in accordance with Rule 416(c) under the Securities Act of 1933, as amended.

(2) Estimated solely for the purpose of calculating the registration fee. Such estimate has been computed in accordance with Rule 457(h) based upon the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on February 22, 2012, namely \$35.01.

(3) In accordance with Rule 457(p) of the Securities Act, \$5,223.07 of the registration fee that was paid and unused in connection with the Registrant's Form S-8s related to the Registrant's 2005 Restricted Stock Plan, 2007 Stock Option Plan for Independent Contractors, and 2007 Stock Bonus Plan originally filed with the Commission on April 10, 2007 (File no.s 333-141998, 333-141999 and 333,142000) and February 25, 2009 (File no. 333-157519) is being applied and offset against the total registration fee required hereunder.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The purpose of this Registration Statement is to register under the Securities Act of 1933, as amended (the “Securities Act”), 24,243,944 shares of the Registrant’s common stock, issuable pursuant to the Raymond James Financial, Inc. 2012 Stock Incentive Plan (the “Plan”). As permitted by Rule 428 under the Securities Act, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the selected participants in the Plan as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission (the “Commission”) as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424(b) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

By this reference, the following documents filed or to be filed by Raymond James Financial, Inc. (the "Company") with the Commission are incorporated into and made a part of this Registration Statement:

1. The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2011 filed with the Commission on November 23, 2011.
2. The Company's Definitive Proxy Statement for the Annual Meeting of Shareholders held February 23, 2012 filed with the Commission on January 25, 2012.
3. The Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2011 filed with the Commission on February 8, 2012.
4. All other reports filed pursuant to Section 13(a) and 15(d) of the 1934 Act since the end of the fiscal year covered by the annual report referenced above.
5. The description of the Company's Common Stock is set forth in Exhibit 4.1 as filed with Form 10-Q on August 10, 2009.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable. The Company's Common Stock is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock issuable by the Company under its Raymond James Financial, Inc. 2012 Stock Incentive Plan (the "Plan") will be passed upon for the Company by Paul Matecki, Senior Vice President and General Counsel of Raymond James Financial, Inc. As of February 22, 2012, Mr. Matecki holds directly and indirectly 38,424 shares of the Company's Common Stock, 502 restricted stock units, and options to purchase 17,000 additional

shares. Of those options, only 4,000 are currently exercisable.

Item 6. Indemnification of Directors and Officers.

The Florida Business Corporation Act, as amended (the "FBCA"), provides that, in general, a business corporation may indemnify any person who is or was a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, provided certain standards are met, including that such officer or director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and provided further that, with respect to any criminal action or proceeding, the officer or director had no reasonable cause to believe his or her conduct was unlawful. In the case of proceedings by or in the right of the corporation, the FBCA provides that, in general, a corporation may indemnify any person who was or is a party to any such proceeding by reason of the fact that he or she is or was a director or officer of the corporation against expenses and amounts paid in settlement actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim as to which such person is adjudged liable unless a court of competent jurisdiction determines upon application that such person is fairly and reasonably entitled to indemnity. To the extent that any officers or directors are successful on the merits or otherwise in the defense of any of the proceedings described above, the FBCA provides that the corporation is required to indemnify such officers or directors against expenses actually and reasonably incurred in connection therewith. However, the FBCA further provides that, in general, indemnification or advancement of expenses shall not be made to or on behalf of any officer or director if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe it was unlawful; (ii) a transaction from which the director or officer derived an improper personal benefit; (iii) in the case of a director, a circumstance under which the director has voted for or assented to a distribution made in violation of the FBCA or the corporation's articles of incorporation; or (iv) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

The FBCA also permits a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify the person against such liability under provisions of this section.

The Company's By-Laws include the following provisions in Article IV:

“Section 12. The Company shall:

(a) Indemnify any person made a party to an action by or in the right of the Company to procure a judgment in its favor by reason of such person being or having been (i) a director or officer of the Company, (ii) a director or officer of any other corporation, firm, association or entity which such person served as such at the request of the Company, but only if such indemnification is approved in writing by the Chief Executive Officer of the Company, or (iii) a Trustee of any employee benefit plan or trust or other program sponsored by the Company or any subsidiary of the Company, against the reasonable expenses, including attorneys' fees, incurred by such person in connection with the defense or settlement of such action, or in connection with an appeal therein, except in any case where such person is adjudged in a final adjudication to have been guilty of conduct as to which, as a matter of law, no such indemnification may be made;

(b) Indemnify any person made a party to an action, suit or proceeding, other than one by or in the right of the Company to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in the capacity of (i) a director or officer of the Company, (ii) a director or officer of any other corporation, firm, association or entity which such person served as such at the request of the Company, but only if such indemnification is approved in writing by the Chief Executive Officer of the Company, or (iii) a Trustee of any employee benefit plan or trust or other program sponsored by the Company or any subsidiary of the Company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred as a result of such action, suit or proceeding, or any appeal therein, unless the Board of Directors determines that such person did not act in good faith in the reasonable belief that such action was in the best interests of the Company. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself disqualify such person from indemnification except in any case where such person is adjudged in a final adjudication to have been guilty of conduct as to which, as a matter of law, no such indemnification may be made;

(c) Advance the payment of expenses, including attorneys' fees, to any person entitled to indemnification hereunder during the pendency of any claim, action or proceeding, unless otherwise determined by the Board of Directors in any case.

The foregoing rights of reimbursement or indemnification shall not be exclusive of other rights to which any such person may otherwise be entitled and, in the event of his or her death, shall extend to his or her legal representatives. Any approval of indemnification by the Chief Executive Officer with respect to the service as a director or officer as described in subsections (a)(ii) and (b)(ii) above, may be revoked, but only prospectively (i.e., such revocation shall apply with respect to indemnification for actions taken after such revocation is communicated in writing to the person affected by the revocation).

(d) In any instance where more than one person is entitled to reimbursement of attorneys' fees pursuant to this Section 12, the Company shall select one attorney to serve as attorney for all such persons, unless, in the opinion of the attorney selected by the Company, a conflict of interest exists which would prevent representation by that attorney of one or more persons. Notwithstanding the foregoing provision, any person may at any time decide to be represented by an attorney of his choosing, at his own expense.

(e) The Company may enter into indemnification agreements with members of the Board of Directors which may provide for further or expanded indemnification rights or otherwise modify the rights provided under this Section 12."

The Company has entered into indemnification agreements with its independent directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company undertakes, unless in the opinion of its counsel the matter has been settled by controlling precedent, to submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and agrees to be governed by the final adjudication of such issue.

Item 7.

Exemption from Registration Claimed.

Not applicable. There are no restricted securities being reoffered or resold pursuant to this Registration Statement.

Item 8. Exhibits.

Please see Exhibit Index attached hereto.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement

relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person against the registrant in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on February 23, 2012.

RAYMOND JAMES FINANCIAL, INC.

By: /s/ PAUL C. REILLY
Paul C. Reilly
Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the individuals whose signature appears below constitutes and appoints Kenneth Armstrong, Jeffrey Julien and Paul Matecki, and each of them (so long as each such individual is an employee of Raymond James Financial, Inc. or an affiliate thereof), his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ PAUL C. REILLY Paul C. Reilly	Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2012
/s/ THOMAS A. JAMES Thomas A. James	Executive Chairman and Director	February 23, 2012
s/ FRANCIS S. GODBOLD Francis S. Godbold	Vice Chairman and Director	February 23, 2012
s/ JEFFREY P. JULIEN Jeffrey P. Julien	Executive Vice President – Finance Chief Financial Officer and Treasurer (Principal Financial Officer)	February 23, 2012
/s/ JENNIFER C. ACKART Jennifer C. Ackart	Senior Vice President and Controller (Principal Accounting Officer)	February 23, 2012
/s/ CHET B. HELCK Chet B. Helck	Executive Vice President and Director	February 23, 2012
/s/ SHELLEY G. BROADER Shelley G. Broader	Director	February 23, 2012

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/s/ H. WILLIAM HABERMEYER, JR. H. William Habermeyer, Jr.	Director	February 23, 2012
/s/ GORDON L. JOHNSON Gordon L. Johnson	Director	February 23, 2012
/s/ ROBERT P. SALTZMAN Robert P. Saltzman	Director	February 23, 2012
/s/ HARDWICK SIMMONS Hardwick Simmons	Director	February 23, 2012
/s/ SUSAN N. STORY Susan N. Story	Director	February 23, 2012

EXHIBIT INDEX

Exhibit No.	Description of Exhibits
4.1	Raymond James Financial, Inc. 2012 Stock Incentive Plan, incorporated by reference to Appendix A to Definitive Proxy Statement for the Annual Meeting of Shareholders held February 23, 2012, filed with the Commission on January 25, 2012.
51	Opinion of Paul Matecki, Esq., General Counsel, regarding legality of securities.
23.11	Consent of KPMG LLP, independent registered public accounting firm.
241	Power of Attorney (included on signature page).

1 Filed herewith.