



## Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 1,079

Form 13F Information Table Value Total: \$2,372,320 (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.

No.	13F File Number	Name
1	28-04225	Morgan Asset Management

### Form 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (THOUSANDS)	COLUMN 5 SHRS OR SH/ PRN AMT PRN CALL
DAIMLERCHRYSLER AG ADR	ORD	D1668R123	334	6,761
DAIMLERCHRYSLER AG ADR	ORD	D1668R123	242	4,910
ACE LTD ADR	ORD	G0070K103	543	10,739
ACE LTD ADR	ORD	G0070K103	13	258
AMDOCS LTD ORD ADR	ORD	G02602103	817	22,311
AMDOCS LTD ORD ADR	ORD	G02602103	27	733
COOPER INDS LTD CL A ADR	CL A	G24182100	608	6,547
COOPER INDS LTD CL A ADR	CL A	G24182100	32	349
GARMIN LTD ORD ADR	ORD	G37260109	748	7,092
GARMIN LTD ORD ADR	ORD	G37260109	18	175
GLOBALSANTAFE CORPORATION ADR	SHS	G3930E101	18,617	322,381
GLOBALSANTAFE CORPORATION ADR	SHS	G3930E101	1,750	30,310
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	14,159	330,966
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1,075	25,124
MARVELL TECHNOLOGY GROUP	ORD	G5876H105	510	11,500
MARVELL TECHNOLOGY GROUP	ORD	G5876H105	91	2,050
NABORS INDUSTRIES LTD	SHS	G6359F103	2,334	69,064
NABORS INDUSTRIES LTD	SHS	G6359F103	165	4,880
TRANSOCEAN INC ADR	ORD	G90078109	1,840	22,903
TRANSOCEAN INC ADR	ORD	G90078109	200	2,489
WEATHERFORD INTL LTD ADR	COM	G95089101	500	10,075
WEATHERFORD INTL LTD ADR	COM	G95089101	36	716
UBS AG NEW ADR	NAMEN AKT	H8920M855	129	1,177
UBS AG NEW ADR	NAMEN AKT	H8920M855	146	1,333
FLEXTRONICS INTL ADR	ORD	Y2573F102	374	35,200
ABN AMRO HLDG N V ADR	SPONSORED ADR	000937102	258	9,448
AFLAC INC	COM	001055102	9,905	213,710
AFLAC INC	COM	001055102	1,567	33,810
AGL RES INC	COM	001204106	118	3,101
AGL RES INC	COM	001204106	430	11,272
AES CORP	COM	00130H105	169	9,187
AES CORP	COM	00130H105	18	1,000
AT&T INC COM	COM	00206R102	10,515	377,017
AT&T INC COM	COM	00206R102	2,988	107,152
ABBOTT LABORATORIES	COM	002824100	20,274	464,891

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

ABBOTT LABORATORIES	COM	002824100	3,787	86,836
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	589	10,625
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	26	471
ADOBE SYS INC	COM	00724F101	669	22,024
ADOBE SYS INC	COM	00724F101	31	1,025
AEGON N V ADR	ORD AMER REG	007924103	421	24,684
AEGON N V ADR	ORD AMER REG	007924103	389	22,766
AETNA INC	COM	00817Y108	788	19,746
AETNA INC	COM	00817Y108	128	3,216
AFFILIATED COMPUTER SVCS INC	CL A	008190100	4,362	84,523
AFFILIATED COMPUTER SVCS INC	CL A	008190100	197	3,820
AFFILIATED MANAGERS GROUP IN	COM	008252108	325	3,741
AFFILIATED MANAGERS GROUP IN	COM	008252108	5	55
AGILENT TECHNOLOGIES INC	COM	00846U101	271	8,601
AGILENT TECHNOLOGIES INC	COM	00846U101	44	1,399
AGRIUM INC COM	COM	008916108	374	16,850
AIR PRODUCTS & CHEMICALS INC	COM	009158106	496	7,752
AIR PRODUCTS & CHEMICALS INC	COM	009158106	29	455
AKZO NOBEL N. V. ADR	SPONSORED ADR	010199305	382	7,106
ALBEMARLE CORP	COM	012653101	228	4,760
ALCAN INC ADR	COM	013716105	184	4,200
ALCAN INC ADR	COM	013716105	39	900
ALCOA INC	COM	013817101	1,015	31,365
ALCOA INC	COM	013817101	411	12,701
ALCATEL ADR	SPONSORED ADR	013904305	266	21,110
ALFA CORP	COM	015385107	1,354	81,737
ALFA CORP	COM	015385107	10	621
ALLIANT CORP	COM	018802108	232	6,770
ALLIANT CORP	COM	018802108	94	2,755
ALLIED IRISH BKS P L C ADR	SPONSORED ADR	019228402	169	3,490
ALLIED IRISH BKS P L C ADR	SPONSORED ADR	019228402	145	3,005
ALLSTATE CORP	COM	020002101	1,873	34,229
ALLSTATE CORP	COM	020002101	484	8,844
ALLTEL CORP	COM	020039103	2,522	39,515
ALLTEL CORP	COM	020039103	310	4,863
ALTRIA GROUP INC	COM	02209S103	19,591	266,806
ALTRIA GROUP INC	COM	02209S103	8,415	114,594
AMAZON COM INC	COM	023135106	232	6,003
AMAZON COM INC	COM	023135106	54	1,400
AMBAC FINANCIAL GROUP INC	COM	023139108	362	4,460
AMBAC FINANCIAL GROUP INC	COM	023139108	4	48
AMEREN CORP	COM	023608102	1,427	28,248
AMEREN CORP	COM	023608102	347	6,874
AMERICAN ELECTRIC POWER INC	COM	025537101	455	13,296
AMERICAN ELECTRIC POWER INC	COM	025537101	42	1,220
AMERICAN EXPRESS CO	COM	025816109	13,861	260,441
AMERICAN EXPRESS CO	COM	025816109	4,379	82,280
AMERICAN INTL GROUP INC	COM	026874107	8,881	150,403
AMERICAN INTL GROUP INC	COM	026874107	3,567	60,408
AMERISOURCEBERGEN CORP	COM	03073E105	306	7,300
AMERISOURCEBERGEN CORP	COM	03073E105	29	682
AMERIPRISE FINL INC COM	COM	03076C106	2,800	62,681
AMERIPRISE FINL INC COM	COM	03076C106	890	19,918
AMGEN INC	COM	031162100	11,408	174,897
AMGEN INC	COM	031162100	1,592	24,411
AMPHENOL CORP NEW	CL A	032095101	355	6,349
AMPHENOL CORP NEW	CL A	032095101	5	95
AMSOUTH BANCORPORATION	COM	032165102	10,085	381,304
AMSOUTH BANCORPORATION	COM	032165102	7,299	275,938
ANADARKO PETE CORP	COM	032511107	3,704	77,668
ANADARKO PETE CORP	COM	032511107	398	8,352
ANHEUSER BUSCH COS INC	COM	035229103	7,023	154,048

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

ANHEUSER BUSCH COS INC	COM	035229103	2,336	51,233
ANSYS INC	COM	03662Q105	385	8,060
ANSYS INC	COM	03662Q105	6	120
ANSWERTHINK CONSULTING GROUP	COM	036916104	121	30,000
AON CORP	COM	037389103	530	15,235
AON CORP	COM	037389103	101	2,888
APACHE CORP	COM	037411105	14,625	214,291
APACHE CORP	COM	037411105	1,064	15,597
APPLE COMPUTER INC	COM	037833100	812	14,184
APPLE COMPUTER INC	COM	037833100	130	2,263
APPLERA CORP APPLID BIOSYS	COM AP BIO GRP	038020103	605	18,714
APPLERA CORP APPLID BIOSYS	COM AP BIO GRP	038020103	61	1,889
APPLIED MATLS INC	COM	038222105	6,770	415,838
APPLIED MATLS INC	COM	038222105	919	56,473
AQUILA INC	COM	03840P102	54	12,850
ARCH COAL INC	COM	039380100	867	20,470
ARCH COAL INC	COM	039380100	21	500
ARCHER DANIELS MIDLAND CO	COM	039483102	13,688	331,598
ARCHER DANIELS MIDLAND CO	COM	039483102	1,196	28,969
ASTRAZENECA PLC	SPONSORED ADR	046353108	221	3,700
ASTRAZENECA PLC	SPONSORED ADR	046353108	18	300
ATMOS ENERGY CORP	COM	049560105	226	8,096
AUBURN NATIONAL BANCORPORATION	COM	050473107	129	5,500
AUBURN NATIONAL BANCORPORATION	COM	050473107	258	10,977
AUTOMATIC DATA PROCESSING INC	COM	053015103	1,805	39,805
AUTOMATIC DATA PROCESSING INC	COM	053015103	990	21,834
AVANEX CORP	COM	05348W109	19	10,800
AVANT IMMUNOTHERAPEUTICS INC	COM	053491106	22	13,585
AVERY DENNISON CORP	COM	053611109	408	7,030
AVERY DENNISON CORP	COM	053611109	77	1,330
AVON PRODS INC	COM	054303102	2,221	71,635
AVON PRODS INC	COM	054303102	119	3,828
AXA ADR	SPONSORED ADR	054536107	116	3,529
AXA ADR	SPONSORED ADR	054536107	149	4,545
BB&T CORP COM	COM	054937107	408	9,809
BB&T CORP COM	COM	054937107	381	9,155
BJ SVCS CO	COM	055482103	3,188	85,550
BJ SVCS CO	COM	055482103	568	15,246
BP PLC ADR	SPONSORED ADR	055622104	20,967	301,207
BP PLC ADR	SPONSORED ADR	055622104	9,617	138,153
BAKER HUGHES INC	COM	057224107	1,215	14,839
BAKER HUGHES INC	COM	057224107	141	1,723
BANCORPSOUTH INC	COM	059692103	226	8,277
BANCORPSOUTH INC	COM	059692103	191	7,000
BANCTRUST FINANCIAL GP	COM	05978R107	62	2,650
BANCTRUST FINANCIAL GP	COM	05978R107	157	6,680
BANK AMER CORP	COM	060505104	43,774	910,069
BANK AMER CORP	COM	060505104	26,584	552,691
BANK NEW YORK INC	COM	064057102	1,182	36,716
BANK NEW YORK INC	COM	064057102	169	5,245
BARCLAYS PLC	ADR	06738E204	314	6,867
BARCLAYS PLC	ADR	06738E204	284	6,214
BARD C R INC	COM	067383109	556	7,589
BARD C R INC	COM	067383109	8	110
BARRICK GOLD CORP ADR	COM	067901108	2,207	78,255
BARRICK GOLD CORP ADR	COM	067901108	255	9,034
BAXTER INTERNATIONAL INC	COM	071813109	7,211	196,154
BAXTER INTERNATIONAL INC	COM	071813109	858	23,333
BEAR STEARNS COS INC	COM	073902108	233	1,660
BECTON DICKINSON & CO	COM	075887109	1,328	21,732
BECTON DICKINSON & CO	COM	075887109	93	1,524
BED BATH & BEYOND INC	COM	075896100	883	26,608

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

BED BATH & BEYOND INC	COM	075896100	83	2,510
BELLSOUTH CORP	COM	079860102	9,736	268,960
BELLSOUTH CORP	COM	079860102	3,899	107,714
BERKSHIRE HATHAWAY INC DEL CL A CL A		084670108	6,141	67
BERKSHIRE HATHAWAY INC DEL CL A CL A		084670108	2,291	25
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	2,930	963
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1,424	468
BEST BUY INC	COM	086516101	3,322	60,569
BEST BUY INC	COM	086516101	225	4,107
BHP BILLITON LIMITED ADR	SPONSORED ADR	088606108	154	3,587
BHP BILLITON LIMITED ADR	SPONSORED ADR	088606108	317	7,360
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	11	750
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	731	51,000
BIOMET INC	COM	090613100	395	12,629
BIOMET INC	COM	090613100	81	2,575
BIOGEN IDEC INC	COM	09062X103	130	2,803
BIOGEN IDEC INC	COM	09062X103	110	2,372
BLACK & DECKER MFG CO	COM	091797100	402	4,764
BLACK & DECKER MFG CO	COM	091797100	30	360
BLACKROCK INSD MUN TERM TR INC	COM	092474105	235	25,000
BLACKROCK INSD MUN TERM TR INC	COM	092474105	19	2,000
BLACKROCK INSD MUN INCOME TR	COM	092479104	270	19,500
BLACKROCK MUN INCOME TR	SH BEN INT	09248F109	280	17,067
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	257	15,000
BLACKROCK MUNI 2020 TER TRS	COM SHS	09249X109	442	30,000
BLOCK H & R INC	COM	093671105	202	8,460
BLOCK H & R INC	COM	093671105	215	9,025
BOEING CO	COM	097023105	3,484	42,529
BOEING CO	COM	097023105	441	5,380
BOSTON PRIVATE FINL HLDGS IN	COM	101119105	880	31,542
BOSTON PPTYS INC COM (REIT)	COM	101121101	312	3,455
BOSTON SCIENTIFIC CORP	COM	101137107	208	12,334
BOSTON SCIENTIFIC CORP	COM	101137107	3	167
BRIGGS & STRATTON CORP	COM	109043109	222	7,125
BRIGGS & STRATTON CORP	COM	109043109	112	3,600
BRISTOL MYERS SQUIBB CO	COM	110122108	19,675	760,825
BRISTOL MYERS SQUIBB CO	COM	110122108	5,383	208,146
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	195	4,594
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	8	195
BROADCOM CORPORATION	CL A	111320107	378	12,474
BROADCOM CORPORATION	CL A	111320107	50	1,661
BROWN & BROWN INC	COM	115236101	206	7,055
BROWN & BROWN INC	COM	115236101	5	170
BROWN FORMAN CORP CL B	CL B	115637209	165	2,303
BROWN FORMAN CORP CL B	CL B	115637209	993	13,900
BUCKEYE PARTNERS LP UNITS	UNIT LTD PARTN	118230101	449	10,665
BUCKEYE PARTNERS LP UNITS	UNIT LTD PARTN	118230101	253	6,000
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	1,893	23,884
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	363	4,581
CBS CORP CLASS B	CL B	124857202	425	15,699
CBS CORP CLASS B	CL B	124857202	90	3,337
CIGNA CORP	COM	125509109	4,596	46,659
CIGNA CORP	COM	125509109	303	3,079
CSX CORP	COM	126408103	647	9,180
CSX CORP	COM	126408103	99	1,400
CVS CORPORATION (DEL)	COM	126650100	12,197	397,313
CVS CORPORATION (DEL)	COM	126650100	1,694	55,172
CADBURY SCHWEPPEES PLC	ADR	127209302	165	4,253
CADBURY SCHWEPPEES PLC	ADR	127209302	148	3,805
CAMERON INTERNATIONAL CORP COM	COM	13342B105	1,064	22,274
CAMERON INTERNATIONAL CORP COM	COM	13342B105	54	1,120
CAMPBELL SOUP CO	COM	134429109	320	8,625

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

CAMPBELL SOUP CO	COM	134429109	22	600
CANADIAN NATL RY CO ADR	COM	136375102	14	329
CANADIAN NATL RY CO ADR	COM	136375102	200	4,729
CANON INC	ADR	138006309	270	3,679
CANON INC	ADR	138006309	259	3,540
CAPITAL ONE FINL CORP	COM	14040H105	771	9,020
CAPITAL ONE FINL CORP	COM	14040H105	73	856
CARDINAL HEALTH INC	COM	14149Y108	1,162	18,071
CARDINAL HEALTH INC	COM	14149Y108	200	3,102
CAREMARK RX INC	COM	141705103	5,300	106,272
CAREMARK RX INC	COM	141705103	306	6,145
CATERPILLAR INC	COM	149123101	15,181	203,833
CATERPILLAR INC	COM	149123101	1,467	19,694
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	227	8,550
CELGENE CORPORATION	COM	151020104	205	4,317
CELGENE CORPORATION	COM	151020104	34	708
CEMEX S A ADR	SPON ADR 5 ORD	151290889	367	6,436
CEMEX S A ADR	SPON ADR 5 ORD	151290889	20	357
CENDANT CORP	COM	151313103	252	15,461
CENDANT CORP	COM	151313103	118	7,240
CENTERPOINT ENERGY INC	COM	15189T107	244	19,515
CENTERPOINT ENERGY INC	COM	15189T107	66	5,307
CENTRAL FD CDA LTD	CL A	153501101	218	25,370
CENTURYTEL INC	COM	156700106	566	15,239
CENTURYTEL INC	COM	156700106	19	500
CERNER CORPORATION	COM	156782104	409	11,018
CERNER CORPORATION	COM	156782104	11	300
CHESAPEAKE ENERGY CORP	COM	165167107	212	7,000
CHEVRON CORPORATION	COM	166764100	21,066	339,453
CHEVRON CORPORATION	COM	166764100	7,215	116,261
CHUBB CORP	COM	171232101	5,769	115,612
CHUBB CORP	COM	171232101	230	4,614
CISCO SYS INC	COM	17275R102	10,920	559,166
CISCO SYS INC	COM	17275R102	2,382	121,966
CITIGROUP INC	COM	172967101	17,931	371,628
CITIGROUP INC	COM	172967101	7,663	158,829
CITIZENS COMMUNICATIONS CO CL B	COM	17453B101	527	40,387
CITIZENS COMMUNICATIONS CO CL B	COM	17453B101	6	441
CITRIX SYS INC	COM	177376100	5,264	131,270
CITRIX SYS INC	COM	177376100	188	4,680
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	395	12,759
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	112	3,605
CLOROX CO	COM	189054109	2,510	41,172
CLOROX CO	COM	189054109	554	9,081
COACH INC	COM	189754104	352	11,778
COACH INC	COM	189754104	61	2,046
COCA COLA CO	COM	191216100	28,610	665,048
COCA COLA CO	COM	191216100	15,478	359,793
COCA COLA ENTERPRISES INC	COM	191219104	24	1,201
COCA COLA ENTERPRISES INC	COM	191219104	2,277	111,763
COEUR D ALENE MINES CORP IDAHO	COM	192108108	61	12,765
COLGATE PALMOLIVE CO	COM	194162103	5,388	89,952
COLGATE PALMOLIVE CO	COM	194162103	9,735	162,526
COLONIAL BANCGROUP INC	COM	195493309	927	36,117
COLONIAL BANCGROUP INC	COM	195493309	120	4,657
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	96	1,944
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	603	12,200
COMCAST CORP NEW CL A	CL A	20030N101	977	29,852
COMCAST CORP NEW CL A	CL A	20030N101	376	11,490
COMCAST CORP NEW	CL A SPL	20030N200	3,035	92,573
COMCAST CORP NEW	CL A SPL	20030N200	504	15,386
COMERICA INC	COM	200340107	309	5,936

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

COMERICA INC	COM	200340107	169	3,257
COMMERCE BANCSHARES INC	COM	200525103	297	5,934
COMMERCIAL METALS CO	COM	201723103	257	10,000
COMMSCOPE INC	COM	203372107	323	10,266
COMMSCOPE INC	COM	203372107	8	261
COMPASS BANCSHARES, INC.	COM	20449H109	6,761	121,598
COMPASS BANCSHARES, INC.	COM	20449H109	5,208	93,661
COMPUTER SCIENCES CORP	COM	205363104	1,503	30,952
COMPUTER SCIENCES CORP	COM	205363104	109	2,249
CONAGRA FOODS INC COM	COM	205887102	1,624	73,458
CONAGRA FOODS INC COM	COM	205887102	675	30,522
CONOCO/PHILLIPS	COM	20825C104	34,684	529,280
CONOCO/PHILLIPS	COM	20825C104	6,185	94,389
CONSOL ENERGY INC	COM	20854P109	749	16,028
CONSOL ENERGY INC	COM	20854P109	47	1,000
CONSOLIDATED EDISON INC	COM	209115104	308	6,936
CONSOLIDATED EDISON INC	COM	209115104	284	6,385
CONSTELLATION BRANDS	CL A	21036P108	234	9,365
CONSTELLATION BRANDS	CL A	21036P108	22	880
CONSTELLATION ENERGY GROUP I	COM	210371100	247	4,532
CONSTELLATION ENERGY GROUP I	COM	210371100	7	136
CORN PRODS INTL INC	COM	219023108	446	14,588
CORN PRODS INTL INC	COM	219023108	47	1,550
CORNING INC	COM	219350105	827	34,206
CORNING INC	COM	219350105	65	2,702
COSTCO WHSL CORP	COM	22160K105	7,425	129,971
COSTCO WHSL CORP	COM	22160K105	1,530	26,787
COVENTRY HEALTH CARE INC	COM	222862104	216	3,925
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	175	3,132
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	149	2,655
CUMMINS INC	COM	231021106	882	7,215
CUMMINS INC	COM	231021106	56	455
DNP SELECT INCOME FD	COM	23325P104	3,222	315,904
DNP SELECT INCOME FD	COM	23325P104	839	82,297
DTE ENERGY CO	COM	233331107	308	7,572
DTE ENERGY CO	COM	233331107	30	725
DANAHER CORP	COM	235851102	1,177	18,294
DANAHER CORP	COM	235851102	107	1,667
DARDEN RESTAURANTS INC	COM	237194105	353	8,956
DARDEN RESTAURANTS INC	COM	237194105	49	1,250
DEERE & CO	COM	244199105	1,373	16,442
DEERE & CO	COM	244199105	301	3,600
DEL MONTE FOODS CO	COM	24522P103	163	14,477
DEL MONTE FOODS CO	COM	24522P103	67	6,003
DELL INC	COM	24702R101	5,193	212,293
DELL INC	COM	24702R101	727	29,703
DENTSPLY INTL INC NEW	COM	249030107	257	4,244
DENTSPLY INTL INC NEW	COM	249030107	7	115
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	365	22,742
DEVON ENERGY CORPORATION NEW	COM	25179M103	7,882	130,477
DEVON ENERGY CORPORATION NEW	COM	25179M103	872	14,438
DIAGEO PLC	SPON ADR NEW	25243Q205	338	5,002
DIAGEO PLC	SPON ADR NEW	25243Q205	371	5,487
DIAMOND OFFSHORE DRILLNG INC	COM	25271C102	211	2,512
DIAMOND OFFSHORE DRILLNG INC	COM	25271C102	655	7,800
DIAMONDS TR	UNIT SER 1	252787106	168	1,500
DIAMONDS TR	UNIT SER 2	252787106	49	438
DIRECTV GROUP INC	COM	25459L106	36	2,168
DIRECTV GROUP INC	COM	25459L106	159	9,633
WALT DISNEY COMPANY	COM DISNEY	254687106	2,581	86,034
WALT DISNEY COMPANY	COM DISNEY	254687106	1,495	49,834
DOMINION RES INC VA NEW	COM	25746U109	1,932	25,826

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

DOMINION RES INC VA NEW	COM	25746U109	478	6,389
DONNELLEY R R & SONS CO	COM	257867101	252	7,880
DONNELLEY R R & SONS CO	COM	257867101	14	450
DOVER CORP	COM	260003108	229	4,625
DOVER CORP	COM	260003108	271	5,480
DOW CHEM CO COM	COM	260543103	2,213	56,693
DOW CHEM CO COM	COM	260543103	561	14,366
DU PONT E I DE NEMOURS & CO	COM	263534109	8,231	197,856
DU PONT E I DE NEMOURS & CO	COM	263534109	2,759	66,326
DUKE ENERGY CORP NEW COM	COM	26441C105	11,290	384,394
DUKE ENERGY CORP NEW COM	COM	26441C105	1,559	53,063
DUN & BRADSTREET CORP DEL NE	COM	26483E100	392	5,620
DUN & BRADSTREET CORP DEL NE	COM	26483E100	11	153
DURECT CORP	COM	266605104	195	50,281
E M C CORP MASS	COM	268648102	4,695	427,961
E M C CORP MASS	COM	268648102	490	44,702
ENSCO INTL INC	COM	26874Q100	456	9,915
ENSCO INTL INC	COM	26874Q100	32	700
ENI S P A	SPONSORED ADR	26874R108	248	4,214
ENI S P A	SPONSORED ADR	26874R108	212	3,611
EOG RES INC	COM	26875P101	125	1,800
EOG RES INC	COM	26875P101	268	3,870
E TRADE FINL CORP	COM	269246104	4,263	186,805
E TRADE FINL CORP	COM	269246104	142	6,235
EASTMAN CHEM CO	COM	277432100	238	4,408
EASTMAN CHEM CO	COM	277432100	82	1,521
EATON CORP	COM	278058102	646	8,572
EATON CORP	COM	278058102	17	222
EATON VANCE MUNI INCOME TR FD	SH BEN INT	27826U108	553	35,732
EBAY INC	COM	278642103	1,471	50,213
EBAY INC	COM	278642103	170	5,795
ECOLAB INC	COM	278865100	765	18,852
ECOLAB INC	COM	278865100	26	630
EDWARDS LIFESCIENCES CORP	COM	28176E108	191	4,205
EDWARDS LIFESCIENCES CORP	COM	28176E108	26	571
EL PASO CORP	COM	28336L109	1,231	82,048
EL PASO CORP	COM	28336L109	145	9,665
ELDORADO GOLD CORP NEW	COM	284902103	97	20,000
ELECTRONIC DATA SYS CORP NEW	COM	285661104	1,066	44,298
ELECTRONIC DATA SYS CORP NEW	COM	285661104	144	5,968
ELIZABETH ARDEN INC COM	COM	28660G106	340	19,000
EMERSON ELECTRIC CO	COM	291011104	9,533	113,747
EMERSON ELECTRIC CO	COM	291011104	2,197	26,219
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	196	4,500
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	87	2,000
ENCANA CORP	COM	292505104	201	3,989
ENCANA CORP	COM	292505104	10	200
ENERGEN CORP	COM	29265N108	259	6,739
ENERGEN CORP	COM	29265N108	434	11,300
ENERGIZER HLDGS INC	COM	29266R108	230	3,929
ENERGIZER HLDGS INC	COM	29266R108	188	3,210
ENERGY TRANSFER PRITNRS L P	UNIT LTD PARTN	29273R109	346	7,750
ENERPLUS RES FD	UNIT TR G NEW	29274D604	434	8,295
ENERPLUS RES FD	UNIT TR G NEW	29274D604	523	10,000
ENERGYSOUTH INC	COM	292970100	1,716	54,948
ENERGYSOUTH INC	COM	292970100	141	4,500
THE ENSTAR GROUP INC	COM	29358R107	1,337	14,500
ENERGY CORP	COM	29364G103	1,092	15,430
ENERGY CORP	COM	29364G103	51	721
ENTERPRISE PRODS PARTNERS L	COM	293792107	753	30,221
ENTERPRISE PRODS PARTNERS L	COM	293792107	10	400
ERICSSON L M TEL CO	ADR B SEK 10	294821608	89	2,690



Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

ERICSSON L M TEL CO	ADR B SEK 10	294821608	148	4,465
EXELON CORP	COM	30161N101	8,281	145,710
EXELON CORP	COM	30161N101	597	10,510
EXPRESS SCRIPTS INC	COM	302182100	316	4,407
EXPRESS SCRIPTS INC	COM	302182100	77	1,080
EXXON MOBIL CORP	COM	30231G102	99,563	1,622,867
EXXON MOBIL CORP	COM	30231G102	28,482	464,260
FMC TECHNOLOGIES INC	COM	30249U101	525	7,786
FMC TECHNOLOGIES INC	COM	30249U101	29	428
FPL GROUP INC	COM	302571104	2,579	62,328
FPL GROUP INC	COM	302571104	784	18,940
FACTSET RESH SYS INC	COM	303075105	216	4,571
FAIR ISAAC CORP	COM	303250104	222	6,111
FAIRPOINT COMMUNICATIONS INC	COM	305560104	159	11,050
FAMILY DOLLAR STORES INC	COM	307000109	132	5,400
FAMILY DOLLAR STORES INC	COM	307000109	76	3,100
FREDDIE MAC	COM	313400301	297	5,216
FREDDIE MAC	COM	313400301	105	1,840
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	743	15,438
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	672	13,971
FEDERATED DEPT STORES INC NEW	COM	31410H101	178	4,856
FEDERATED DEPT STORES INC NEW	COM	31410H101	139	3,810
FEDEX CORP	COM	31428X106	13,753	117,690
FEDEX CORP	COM	31428X106	1,444	12,361
FIFTH THIRD BANCORP	COM	316773100	305	8,252
FIFTH THIRD BANCORP	COM	316773100	179	4,850
FIRST DATA CORP	COM	319963104	4,263	94,641
FIRST DATA CORP	COM	319963104	1,266	28,101
FIRST FINANCIAL BANCORP OHIO	COM	320209109	308	20,644
FIRST FINANCIAL BANCORP OHIO	COM	320209109	47	3,159
FIRST HORIZON NATL CORP	COM	320517105	1,159	28,823
FIRST HORIZON NATL CORP	COM	320517105	1,508	37,501
FIRST MARBLEHEAD CORP COM	COM	320771108	245	4,300
FIRSTENERGY CORP	COM	337932107	578	10,657
FIRSTENERGY CORP	COM	337932107	10	190
FORD MTR CO DEL	COM PAR \$0.01	345370860	116	16,681
FORD MTR CO DEL	COM PAR \$0.01	345370860	138	19,921
FORDING CDN COAL TR	TR UNIT	345425102	390	12,160
FORDING CDN COAL TR	TR UNIT	345425102	93	2,900
FOREST LABS INC	COM	345838106	1,197	30,947
FOREST LABS INC	COM	345838106	75	1,950
FOREST OIL CORP	COM PAR \$0.01	346091705	230	6,945
FOREST OIL CORP	COM PAR \$0.01	346091705	3	80
FORTUNE BRANDS INC	COM	349631101	1,173	16,523
FORTUNE BRANDS INC	COM	349631101	379	5,335
FORWARD AIR CORP	COM	349853101	333	8,177
FRANCE TELECOM SPONSORED ADR	SPONSORED ADR	35177Q105	245	11,222
FRANKLIN RES INC	COM	354613101	6,541	75,348
FRANKLIN RES INC	COM	354613101	605	6,975
FREEMPORT-MCMORAN COPPER & GOLD	CL B	35671D857	4,821	87,004
FREEMPORT-MCMORAN COPPER & GOLD	CL B	35671D857	114	2,060
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	481	16,359
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	29	990
GABELLI EQUITY TRUST INC	COM	362397101	67	8,144
GABELLI EQUITY TRUST INC	COM	362397101	27	3,234
GALLAGHER ARTHUR J & CO	COM	363576109	288	11,385
GALLAGHER ARTHUR J & CO	COM	363576109	208	8,220
GALLAHER GROUP PLC	SPONSORED ADR	363595109	434	6,943
GALLAHER GROUP PLC	SPONSORED ADR	363595109	471	7,535
GANNETT INC	COM	364730101	894	15,984
GANNETT INC	COM	364730101	626	11,193
GAP INC	COM	364760108	1,369	78,686

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

GAP INC	COM	364760108	69	3,950
GENENTECH INC	COM NEW	368710406	601	7,342
GENENTECH INC	COM NEW	368710406	131	1,596
GENERAL DYNAMICS CORP	COM	369550108	2,617	39,978
GENERAL DYNAMICS CORP	COM	369550108	222	3,390
GENERAL ELECTRIC CO	COM	369604103	63,546	1,927,989
GENERAL ELECTRIC CO	COM	369604103	23,226	704,660
GENERAL GROWTH PPTYS INC (REIT)	COM	370021107	289	6,410
GENERAL GROWTH PPTYS INC (REIT)	COM	370021107	69	1,525
GENERAL MILLS INC	COM	370334104	8,780	169,968
GENERAL MILLS INC	COM	370334104	1,751	33,887
GENERAL MOTORS CORP	COM	370442105	404	13,551
GENERAL MOTORS CORP	COM	370442105	327	10,985
GENUINE PARTS CO	COM	372460105	856	20,537
GENUINE PARTS CO	COM	372460105	282	6,768
GENZYME CORP	COM	372917104	221	3,622
GENZYME CORP	COM	372917104	61	1,000
GILEAD SCIENCES INC	COM	375558103	2,986	50,475
GILEAD SCIENCES INC	COM	375558103	343	5,794
GLAMIS GOLD LTD ADR	COM	376775102	443	12,500
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	1,379	24,717
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	443	7,932
GLENCAIRN GOLD CORP COM	COM	377903109	97	180,000
GOLDEN WEST FINL CORP DEL	COM	381317106	267	3,595
GOLDEN WEST FINL CORP DEL	COM	381317106	394	5,315
GOLDMAN SACHS GROUP INC	COM	38141G104	12,784	84,985
GOLDMAN SACHS GROUP INC	COM	38141G104	790	5,251
GOODYEAR TIRE & RUBBER CO	COM	382550101	248	22,385
GOOGLE INC CL A	CL A	38259P508	296	706
GOOGLE INC CL A	CL A	38259P508	78	186
GRAINGER W W INC	COM	384802104	122	1,620
GRAINGER W W INC	COM	384802104	376	5,000
GREAT BASIN GOLD LTD COM	COM	390124105	310	180,000
GREAT PLAINS ENERGY INC	COM	391164100	283	10,170
GREAT PLAINS ENERGY INC	COM	391164100	190	6,820
GREENE CNTY BANCSHARES INC	COM NEW	394361208	619	20,000
HCA-INC	COM	404119109	1,297	30,059
HCA-INC	COM	404119109	276	6,405
HCC INS HLDGS INC	COM	404132102	224	7,602
HCC INS HLDGS INC	COM	404132102	5	178
HSBC HLDGS PLC	SPON ADR NEW	404280406	1,093	12,367
HSBC HLDGS PLC	SPON ADR NEW	404280406	1,526	17,273
HALLIBURTON CO	COM	406216101	1,568	21,129
HALLIBURTON CO	COM	406216101	296	3,985
HANSEN NAT CORP	COM	411310105	727	3,817
HANSEN NAT CORP	COM	411310105	16	86
HARLEY DAVIDSON INC	COM	412822108	888	16,186
HARLEY DAVIDSON INC	COM	412822108	255	4,641
HARRAH'S ENTERTAINMENT, INC.	COM	413619107	226	3,181
HARRAH'S ENTERTAINMENT, INC.	COM	413619107	45	632
HARRIS CORP DEL	COM	413875105	499	12,025
HARRIS CORP DEL	COM	413875105	13	321
HARTFORD FINL SVCS GROUP INC	COM	416515104	949	11,214
HARTFORD FINL SVCS GROUP INC	COM	416515104	25	300
HEALTH NET INC	COM	42222G108	208	4,605
HEINZ H J CO	COM	423074103	3,070	74,485
HEINZ H J CO	COM	423074103	1,031	25,020
THE HERSHEY COMPANY	COM	427866108	3,329	60,457
THE HERSHEY COMPANY	COM	427866108	433	7,860
HEWLETT PACKARD CO	COM	428236103	5,730	180,883
HEWLETT PACKARD CO	COM	428236103	2,389	75,425
HILTON HOTELS	COM	432848109	384	13,588

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

HITACHI LTD	ADR 10 COM	433578507	203	3,070
HOME DEPOT INC	COM	437076102	9,430	263,492
HOME DEPOT INC	COM	437076102	3,877	108,330
HONEYWELL INTERNATIONAL INC	COM	438516106	978	24,273
HONEYWELL INTERNATIONAL INC	COM	438516106	849	21,079
HOSPIRA INC	COM	441060100	178	4,157
HOSPIRA INC	COM	441060100	71	1,650
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	421	14,176
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	4	133
HUMANA INC	COM	444859102	542	10,085
HUNT J B TRANS SVCS INC	COM	445658107	194	7,785
HUNT J B TRANS SVCS INC	COM	445658107	7	275
ITT INDUSTRIES INC	COM	450911102	1,548	31,264
ITT INDUSTRIES INC	COM	450911102	61	1,242
ILLINOIS TOOL WKS INC	COM	452308109	941	19,809
ILLINOIS TOOL WKS INC	COM	452308109	122	2,561
IMAX CORP ADR	COM	45245E109	136	16,000
IMMUCOR INC	COM	452526106	288	15,000
IMPERIAL TOB GROUP PLC	SPONSORED ADR	453142101	111	1,790
IMPERIAL TOB GROUP PLC	SPONSORED ADR	453142101	160	2,598
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	185	16,570
INFORMATICA CORP	COM	45666Q102	355	26,974
INFORMATICA CORP	COM	45666Q102	8	605
INSIGNIA SOLUTIONS PLC	SPONSORED ADR	45766J107	1	10,000
UBS INSURED MUNI INCOME FUND	COM	45809F104	204	16,322
INTEL CORP	COM	458140100	17,852	939,603
INTEL CORP	COM	458140100	4,600	242,093
INTERLEUKIN GENETICS INC COM	COM	458738101	115	20,000
INTNL BUSINESS MACHINES CORP	COM	459200101	12,938	168,418
INTNL BUSINESS MACHINES CORP	COM	459200101	3,734	48,602
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	1,271	33,501
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	237	6,237
INTERNATIONAL PAPER CO	COM	460146103	3,683	114,028
INTERNATIONAL PAPER CO	COM	460146103	1,029	31,865
IOWA TELECOMMUNICATIONS SERVICE	COM	462594201	227	12,000
IRON MTN INC PA	COM	462846106	63	1,685
IRON MTN INC PA	COM	462846106	161	4,320
ISHARES INC	MSCI PAC J IDX	464286665	477	4,447
ISHARES INC	MSCI JAPAN	464286848	4,491	329,220
ISHARES INC	MSCI JAPAN	464286848	323	23,715
ISHARES TR	S&P100 IDX FD	464287101	339	5,841
ISHARES TR	DJ SEL DIV INX	464287168	1,576	24,998
ISHARES TR	DJ SEL DIV INX	464287168	682	10,810
ISHARES TR	US TIPS BD FD	464287176	167	1,675
ISHARES TR	US TIPS BD FD	464287176	38	380
ISHARES TR	RUSSELL MCP GR	464287499	352	3,840
ISHARES TR	RUSSELL MCP GR	464287499	37	400
ISHARES TR	RUSSELL1000GRW	464287614	328	6,490
ISHARES TR	RUSSELL1000GRW	464287614	76	1,500
ISHARES TR	RUSSELL 2000	464287655	1,182	16,475
ISHARES TR	RUSSELL 2000	464287655	47	659
ISHARES TR	DJ US UTILS	464287697	117	1,480
ISHARES TR	DJ US UTILS	464287697	145	1,835
ISHARES TR	S&P SMLCP VALU	464287879	476	6,860
ISHARES TR	S&P SMLCP VALU	464287879	59	850
JPMORGAN CHASE & CO COM	COM	46625H100	11,270	268,324
JPMORGAN CHASE & CO COM	COM	46625H100	5,199	123,792
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E205	362	11,600
JABIL CIRCUIT INC	COM	466313103	332	12,976
JABIL CIRCUIT INC	COM	466313103	3	114
JOHNSON & JOHNSON	COM	478160104	35,200	587,454
JOHNSON & JOHNSON	COM	478160104	9,233	154,085

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

JOHNSON CTLS INC	COM	478366107	357	4,346
JOHNSON CTLS INC	COM	478366107	475	5,780
JUNIPER NETWORKS INC	COM	48203R104	161	10,078
KKR FINL CORP COM (REIT)	COM	482476306	307	14,745
KKR FINL CORP COM (REIT)	COM	482476306	8	390
KLA - TENCOR CORPORATION	COM	482480100	1,263	30,390
KLA - TENCOR CORPORATION	COM	482480100	52	1,250
KELLOGG CO	COM	487836108	1,384	28,587
KELLOGG CO	COM	487836108	245	5,064
KERR MCGEE CORP	COM	492386107	217	3,132
KERR MCGEE CORP	COM	492386107	277	3,996
KEYCORP NEW	COM	493267108	809	22,682
KEYCORP NEW	COM	493267108	216	6,058
KIMBERLY CLARK CORP	COM	494368103	3,903	63,251
KIMBERLY CLARK CORP	COM	494368103	2,904	47,066
KIMCO REALTY CORP (REITS)	COM	49446R109	171	4,693
KIMCO REALTY CORP (REITS)	COM	49446R109	47	1,300
KINDER MORGAN INC KANS	COM	49455P101	413	4,131
KINDER MORGAN INC KANS	COM	49455P101	168	1,680
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	721	15,698
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	451	9,804
KOHL'S CORP	COM	500255104	126	2,139
KOHL'S CORP	COM	500255104	324	5,475
KONINKLIJKE AHOLD N V	SPON ADR NEW	500467303	233	26,900
KRAFT FOODS INC	CL A	50075N104	253	8,193
KRAFT FOODS INC	CL A	50075N104	32	1,045
KROGER CO	COM	501044101	243	11,127
KROGER CO	COM	501044101	108	4,930
KRONOS INC	COM	501052104	261	7,202
KRONOS INC	COM	501052104	3	95
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	256	4,120
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	4	70
LAM RESEARCH CORP	COM	512807108	3,112	66,618
LAM RESEARCH CORP	COM	512807108	220	4,715
LEGG MASON INC	COM	524901105	931	9,351
LEGG MASON INC	COM	524901105	21	206
LEHMAN BROS HLDGS INC	COM	524908100	3,953	60,682
LEHMAN BROS HLDGS INC	COM	524908100	624	9,576
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1	243
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	44	10,000
LILLY ELI & CO	COM	532457108	8,922	161,418
LILLY ELI & CO	COM	532457108	2,182	39,482
LIMITED BRANDS INC	COM	532716107	960	37,497
LIMITED BRANDS INC	COM	532716107	134	5,252
LINCOLN ELEC HLDGS INC COM	COM	533900106	235	3,750
LINCOLN NATIONAL CORP IND	COM	534187109	3,480	61,660
LINCOLN NATIONAL CORP IND	COM	534187109	4,697	83,227
LINEAR TECHNOLOGY CORP DELAWARE	COM	535678106	417	12,460
LINEAR TECHNOLOGY CORP DELAWARE	COM	535678106	5	155
LIZ CLAIBORNE INC	COM	539320101	793	21,393
LIZ CLAIBORNE INC	COM	539320101	39	1,050
LLOYDS TSB GROUP PLC ADR	SPONSORED ADR	539439109	121	3,055
LLOYDS TSB GROUP PLC ADR	SPONSORED ADR	539439109	162	4,100
LOCKHEED MARTIN CORP	COM	539830109	1,653	23,046
LOCKHEED MARTIN CORP	COM	539830109	490	6,824
LOEWS CORP	COM	540424108	620	17,485
LOEWS CORP	COM	540424108	1,236	34,860
LOWES COS INC	COM	548661107	8,487	139,888
LOWES COS INC	COM	548661107	1,160	19,114
LUCENT TECHNOLOGIES INC	COM	549463107	73	30,229
LUCENT TECHNOLOGIES INC	COM	549463107	23	9,341
LUFKIN INDUSTRIES INCORPORATED	COM	549764108	594	10,000

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

M & T BK CORP	COM	55261F104	1,441	12,218
M & T BK CORP	COM	55261F104	12	101
MDU RES GROUP INC	COM	552690109	155	4,235
MDU RES GROUP INC	COM	552690109	227	6,212
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	212	6,230
MAINSOURCE FINANCIAL GROUP INC	COM	56062Y102	3,245	186,179
MANAGED MUNS PORTFOLIO INC	COM	561662107	373	35,266
MANAGED MUNS PORTFOLIO INC	COM	561662107	43	4,111
MANITOWOC INC	COM	563571108	526	11,814
MANPOWER INC	COM	56418H100	648	10,024
MANPOWER INC	COM	56418H100	16	254
MANULIFE FINANCIAL CORP COM	COM	56501R106	331	10,759
MANULIFE FINANCIAL CORP COM	COM	56501R106	115	3,734
MARATHON OIL CORP	COM	565849106	9,897	118,814
MARATHON OIL CORP	COM	565849106	1,209	14,509
MARSH & MCLENNAN COS INC	COM	571748102	496	18,451
MARSH & MCLENNAN COS INC	COM	571748102	105	3,900
MARRIOTT INTL INC NEW	CL A	571903202	1,362	35,732
MARRIOTT INTL INC NEW	CL A	571903202	188	4,922
MASCO CORP	COM	574599106	322	10,870
MASCO CORP	COM	574599106	62	2,075
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	1,707	50,868
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	63	1,876
MCDONALDS CORP	COM	580135101	2,140	63,703
MCDONALDS CORP	COM	580135101	1,159	34,497
MCG CAPITAL CORP	COM	58047P107	191	12,000
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	2,069	41,192
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	195	3,875
MCKESSON CORPORATION	COM	58155Q103	144	3,045
MCKESSON CORPORATION	COM	58155Q103	165	3,482
MEADWESTVACO CORP	COM	583334107	84	3,021
MEADWESTVACO CORP	COM	583334107	750	26,856
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	653	11,408
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	464	8,096
MEDTRONIC INC	COM	585055106	13,639	290,698
MEDTRONIC INC	COM	585055106	2,565	54,678
MELLON FINL CORP	COM	58551A108	1,242	36,082
MELLON FINL CORP	COM	58551A108	70	2,044
MERCANTILE TRUST & SAVINGS BANK	COM	58734P105	1,137	51,000
MERCANTILE BANKSHARES	COM	587405101	699	19,584
MERCANTILE BANKSHARES	COM	587405101	7	200
MERCK & CO INC	COM	589331107	4,242	116,447
MERCK & CO INC	COM	589331107	4,357	119,596
MERCURY GEN CORP NEW	COM	589400100	1,491	26,450
MERCURY GEN CORP NEW	COM	589400100	285	5,050
MERRILL LYNCH & CO INC	COM	590188108	6,221	89,430
MERRILL LYNCH & CO INC	COM	590188108	408	5,870
METLIFE INC	COM	59156R108	676	13,203
METLIFE INC	COM	59156R108	173	3,381
MICROSOFT CORP	COM	594918104	18,701	802,603
MICROSOFT CORP	COM	594918104	4,660	199,990
MIDCAP SPDR TR	UNIT SER 1	595635103	699	5,025
MIDCAP SPDR TR	UNIT SER 1	595635103	349	2,510
MITSUBISHI UFJ FINL GROUP	SPONSORED ADR	606822104	302	21,685
MITSUBISHI UFJ FINL GROUP	SPONSORED ADR	606822104	219	15,675
MONSANTO CO NEW	COM	61166W101	2,863	34,010
MONSANTO CO NEW	COM	61166W101	877	10,419
MOODYS CORP	COM	615369105	688	12,631
MOODYS CORP	COM	615369105	175	3,208
MORGAN STANLEY EMER MKTS DEB	COM	61744H105	132	14,500
MORGAN STANLEY	COM NEW	617446448	5,416	85,683
MORGAN STANLEY	COM NEW	617446448	1,040	16,448

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

MOTOROLA INC	COM	620076109	5,333	264,665
MOTOROLA INC	COM	620076109	580	28,802
MURPHY OIL CORP	COM	626717102	332	5,936
MURPHY OIL CORP	COM	626717102	20	350
NII HOLDINGS INC CL B	CL B	62913F201	195	3,455
NII HOLDINGS INC CL B	CL B	62913F201	14	248
NATIONAL CITY CORP	COM	635405103	1,604	44,329
NATIONAL CITY CORP	COM	635405103	456	12,590
NATIONAL SEMICONDUCTOR CORP	COM	637640103	4,846	203,178
NATIONAL SEMICONDUCTOR CORP	COM	637640103	261	10,930
NETWORK APPLIANCE, INC.	COM	64120L104	5,495	155,675
NETWORK APPLIANCE, INC.	COM	64120L104	209	5,916
NEWELL RUBBERMAID INC	COM	651229106	198	7,647
NEWELL RUBBERMAID INC	COM	651229106	38	1,454
NEWMONT MINING CORP (NEW)	COM	651639106	20,085	379,468
NEWMONT MINING CORP (NEW)	COM	651639106	2,315	43,733
NIKE INC CL B	CL B	654106103	7,622	94,097
NIKE INC CL B	CL B	654106103	837	10,331
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	285	11,645
NISSAN MTR LTD ADR	SPONSORED ADR	654744408	147	6,705
NISSAN MTR LTD ADR	SPONSORED ADR	654744408	203	9,235
NOKIA CORP	SPONSORED ADR	654902204	2,484	122,615
NOKIA CORP	SPONSORED ADR	654902204	391	19,305
NOMURA HLDGS INC	SPONSORED ADR	65535H208	206	10,958
NOMURA HLDGS INC	SPONSORED ADR	65535H208	237	12,600
NORDSTROM INC	COM	655664100	436	11,943
NORDSTROM INC	COM	655664100	65	1,769
NORFOLK SOUTHERN CORPORATION	COM	655844108	1,260	23,675
NORFOLK SOUTHERN CORPORATION	COM	655844108	811	15,247
NORTEL NETWORKS CORP NEW ADR	COM	656568102	163	75,285
NORTEL NETWORKS CORP NEW ADR	COM	656568102	113	52,454
NORTHERN TRUST CORP	COM	665859104	592	10,712
NORTHERN TRUST CORP	COM	665859104	50	910
NORTHROP GRUMMAN CORP	COM	666807102	3,079	48,072
NORTHROP GRUMMAN CORP	COM	666807102	618	9,645
NOVARTIS AG ADR	SPONSORED ADR	66987V109	359	6,667
NOVARTIS AG ADR	SPONSORED ADR	66987V109	224	4,151
NOVELLUS SYS INC	COM	670008101	261	10,575
NOVELLUS SYS INC	COM	670008101	72	2,900
NUCOR CORP	COM	670346105	10,134	186,795
NUCOR CORP	COM	670346105	1,123	20,698
NVIDIA CORP	COM	67066G104	628	29,500
NVIDIA CORP	COM	67066G104	213	10,000
NUVEEN DIV ADVANTAGE MUN FD	COM	67070F100	1,223	76,130
NUVEEN DIVIDEND ADV MUNI 3	COM SH BEN INT	67070X101	744	50,620
NUVEEN INSD DIVID ADVANTAGE	COM	67071L106	141	10,000
OGE ENERGY CORP	COM	670837103	464	13,258
OGE ENERGY CORP	COM	670837103	251	7,178
NUVEEN MUN VALUE FD INC	COM	670928100	99	10,400
NUVEEN MUN VALUE FD INC	COM	670928100	10	1,000
NUVEEN TEX QUAL INCM MUN FD	COM	670983105	652	45,900
OCCIDENTAL PETROLEUM CORP.	COM	674599105	3,139	30,611
OCCIDENTAL PETROLEUM CORP.	COM	674599105	489	4,773
ODYSSEY MARINE EXPLORATION I	COM	676118102	42	16,742
OFFICE DEPOT INC	COM	676220106	500	13,168
OFFICE DEPOT INC	COM	676220106	65	1,718
OIL SVC HOLDRS TR	DEPOSITRY RCPT	678002106	299	2,000
OIL SVC HOLDRS TR	DEPOSITRY RCPT	678002106	30	200
OLD REPUBLIC INTL CORP	COM	680223104	53	2,498
OLD REPUBLIC INTL CORP	COM	680223104	12,343	577,592
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	273	5,540
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	257	5,200

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

ONEOK INC NEW	COM	682680103	166	4,885
ONEOK INC NEW	COM	682680103	100	2,927
ORACLE CORPORATION	COM	68389X105	1,636	112,911
ORACLE CORPORATION	COM	68389X105	297	20,464
PG&E CORP	COM	69331C108	201	5,107
PG&E CORP	COM	69331C108	14	354
PNC FINANCIAL SERVICES GROUP	COM	693475105	1,003	14,290
PNC FINANCIAL SERVICES GROUP	COM	693475105	119	1,702
PPG INDUSTRIES INC	COM	693506107	203	3,080
PPG INDUSTRIES INC	COM	693506107	710	10,757
PPL CORP	COM	69351T106	354	10,946
PPL CORP	COM	69351T106	19	583
PACCAR INC	COM	693718108	6,906	83,836
PACCAR INC	COM	693718108	411	4,994
PARKER HANNIFIN CORP	COM	701094104	349	4,500
PEABODY ENERGY CORP	COM	704549104	5,656	101,458
PEABODY ENERGY CORP	COM	704549104	295	5,292
PENTAIR INC	COM	709631105	274	8,021
PENTAIR INC	COM	709631105	7	195
PEPSICO INC	COM	713448108	35,798	596,236
PEPSICO INC	COM	713448108	6,751	112,434
PERKINELMER INC	COM	714046109	2,029	97,060
PERKINELMER INC	COM	714046109	37	1,790
PETROLEUM & RESOURCES CORP	COM	716549100	237	6,960
PFIZER INC	COM	717081103	17,614	750,484
PFIZER INC	COM	717081103	6,248	266,210
PHARMACEUTICAL HOLDRS TR	DEPOSITRY RCPT	71712A206	2,191	31,170
PHARMACEUTICAL HOLDRS TR	DEPOSITRY RCPT	71712A206	38	540
PHELPS DODGE CORP	COM	717265102	6,439	78,369
PHELPS DODGE CORP	COM	717265102	480	5,840
PHILADELPHIA CONS HLDG CORP	COM	717528103	384	12,651
PIMCO MUN INCOME FD II	COM	72200W106	307	21,000
PIMCO MUN INCOME FD II	COM	72200W106	24	1,650
PIMCO MUN INCOME FD III	COM	72201A103	395	27,040
PIONEER NATURAL RESOURCES CO	COM	723787107	405	8,721
PITNEY BOWES INC	COM	724479100	1,285	31,108
PITNEY BOWES INC	COM	724479100	487	11,780
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	293	6,710
PLUM CREEK TIMBER CO INC (REIT)	COM	729251108	659	18,553
PLUM CREEK TIMBER CO INC (REIT)	COM	729251108	236	6,651
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	135	11,180
PRAXAIR INC	COM	74005P104	1,097	20,310
PRAXAIR INC	COM	74005P104	316	5,854
PRINCIPAL FINANCIAL GROUP INC	COM	74251V102	708	12,728
PRINCIPAL FINANCIAL GROUP INC	COM	74251V102	32	569
PROASSURANCE CORP	COM	74267C106	435	9,029
PROASSURANCE CORP	COM	74267C106	24	503
PROCTER & GAMBLE CO	COM	742718109	33,173	596,644
PROCTER & GAMBLE CO	COM	742718109	10,556	189,849
PROGRESS ENERGY INC	COM	743263105	888	20,722
PROGRESS ENERGY INC	COM	743263105	335	7,807
PROGRESSIVE CORP OHIO	COM	743315103	276	10,736
PROGRESSIVE CORP OHIO	COM	743315103	312	12,140
PROTECTIVE LIFE CORP	COM	743674103	1,651	35,417
PROTECTIVE LIFE CORP	COM	743674103	4,837	103,749
PROVIDENT ENERGY TR	TR UNIT	74386K104	121	10,000
PRUDENTIAL FINL INC	COM	744320102	3,306	42,547
PRUDENTIAL FINL INC	COM	744320102	169	2,177
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	974	14,735
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	250	3,780
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	73	12,198
QUALCOMM INC	COM	747525103	9,386	234,237

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

QUALCOMM INC	COM	747525103	1,262	31,500
QUEST DIAGNOSTICS INC	COM	74834L100	12,135	202,516
QUEST DIAGNOSTICS INC	COM	74834L100	708	11,815
QUESTAR CORP	COM	748356102	11	135
QUESTAR CORP	COM	748356102	723	8,980
QWEST COMM INTL INC	COM	749121109	67	8,301
QWEST COMM INTL INC	COM	749121109	15	1,843
RMK HIGH INCOME FD INC	COM SHS	74963B105	642	37,147
RMK STRATEGIC INCOME FD INC	COM	74963H102	716	42,371
RMK STRATEGIC INCOME FD INC	COM	74963H102	25	1,500
RMK ADVANTAGE INCOME FD INC	COM	74963L103	655	38,563
RMK ADVANTAGE INCOME FD INC	COM	74963L103	235	13,815
RMK MULTI-SECTOR HIGH INCOME FD	COM	74963Q102	390	24,090
RMK MULTI-SECTOR HIGH INCOME FD	COM	74963Q102	274	16,891
RAYTHEON CO (NEW)	COM NEW	755111507	1,787	40,091
RAYTHEON CO (NEW)	COM NEW	755111507	274	6,159
REGIONS FINANCIAL CORP NEW	COM	7591EP100	126,672	3,824,629
REGIONS FINANCIAL CORP NEW	COM	7591EP100	68,908	2,080,558
RELIANT ENERGY INC	COM	75952B105	174	14,486
RELIANT ENERGY INC	COM	75952B105	44	3,708
REYNOLDS AMERICAN INC	COM	761713106	447	3,880
REYNOLDS AMERICAN INC	COM	761713106	63	550
ROBERT HALF INTL INC	COM	770323103	239	5,694
ROCKWELL AUTOMATION INC	COM	773903109	743	10,324
ROCKWELL AUTOMATION INC	COM	773903109	159	2,213
ROCKWELL COLLINS INC	COM	774341101	452	8,083
ROCKWELL COLLINS INC	COM	774341101	98	1,752
ROPER INDS INC NEW	COM	776696106	262	5,604
ROYAL BK CDA MONTREAL QUE ADR	COM	780087102	188	4,806
ROYAL BK CDA MONTREAL QUE ADR	COM	780087102	26	672
ROYAL DUTCH SHELL PLC	SPON ADR A	780259206	3,664	54,700
ROYAL DUTCH SHELL PLC	SPON ADR A	780259206	1,362	20,333
RUBY TUESDAY INC	COM	781182100	5,141	210,630
RUBY TUESDAY INC	COM	781182100	83	3,413
SLM CORP	COM	78442P106	123	2,315
SLM CORP	COM	78442P106	1,440	27,218
SPDR TR	UNIT SER 1	78462F103	5,568	43,760
SPDR TR	UNIT SER 1	78462F103	667	5,241
SABINE ROYALTY TRUST INTEREST	UNIT BEN INT	785688102	340	7,802
SABINE ROYALTY TRUST INTEREST	UNIT BEN INT	785688102	22	500
SAFECO CORP	COM	786429100	357	6,332
SAFEWAY INC	COM NEW	786514208	264	10,151
SAFEWAY INC	COM NEW	786514208	2	60
ST JUDE MEDICAL INC	COM	790849103	2,391	73,761
ST JUDE MEDICAL INC	COM	790849103	168	5,175
THE ST. PAUL TRAVELERS CO INC	COM	792860108	1,135	25,456
THE ST. PAUL TRAVELERS CO INC	COM	792860108	734	16,476
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	151	3,875
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	939	24,100
SAN PAOLO-IMI SPA SPON ADR	SPONSORED ADR	799175104	115	3,255
SAN PAOLO-IMI SPA SPON ADR	SPONSORED ADR	799175104	148	4,205
SANOFI-AVENTIS	SPONSORED ADR	80105N105	2,131	43,760
SANOFI-AVENTIS	SPONSORED ADR	80105N105	307	6,314
SARA LEE CORP	COM	803111103	1,391	86,801
SARA LEE CORP	COM	803111103	354	22,120
SCANA CORP NEW	COM	80589M102	412	10,691
SCANA CORP NEW	COM	80589M102	607	15,727
SCHERING-PLOUGH CORP	COM	806605101	3,634	190,976
SCHERING-PLOUGH CORP	COM	806605101	1,183	62,150
SCHLUMBERGER LTD ADR	COM	806857108	12,108	185,958
SCHLUMBERGER LTD ADR	COM	806857108	4,507	69,228
SCHWAB CHARLES CORP NEW	COM	808513105	919	57,483



Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

SCHWAB CHARLES CORP NEW	COM	808513105	64	4,016
SEALED AIR CORP NEW	COM	81211K100	131	2,520
SEALED AIR CORP NEW	COM	81211K100	309	5,924
SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	660	11,633
SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	86	1,517
SIEMENS A G ADR	SPONSORED ADR	826197501	166	1,907
SIEMENS A G ADR	SPONSORED ADR	826197501	221	2,547
SIERRA PAC RES NEW	COM	826428104	152	10,863
SIERRA PAC RES NEW	COM	826428104	27	1,944
SIMON PPTY GROUP INC NEW (REIT)	COM	828806109	123	1,478
SIMON PPTY GROUP INC NEW (REIT)	COM	828806109	83	1,000
SMITH INTL INC	COM	832110100	7,839	176,270
SMITH INTL INC	COM	832110100	1,112	25,000
SOLETRON CORP	COM	834182107	37	10,681
SOLETRON CORP	COM	834182107	35	10,290
SONIC CORP	COM	835451105	635	30,560
SONIC CORP	COM	835451105	13	631
SOURCE CAPITAL INC FUND	COM	836144105	221	3,063
SOUTHERN CO	COM	842587107	10,310	321,673
SOUTHERN CO	COM	842587107	3,766	117,496
SOUTHWEST AIRLINES CO	COM	844741108	1,907	116,488
SOUTHWEST AIRLINES CO	COM	844741108	292	17,839
SPRINT NEXTEL CORP	COM FON	852061100	1,859	92,986
SPRINT NEXTEL CORP	COM FON	852061100	470	23,516
STAPLES INC	COM	855030102	6,166	253,233
STAPLES INC	COM	855030102	468	19,231
STARBUCKS CORP	COM	855244109	418	11,083
STARBUCKS CORP	COM	855244109	22	574
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	698	11,569
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	97	1,600
STATE STR CORP	COM	857477103	193	3,320
STATE STR CORP	COM	857477103	1,311	22,572
STMICROELECTRONICS N V	NY REGISTRY	861012102	186	11,565
STREETTRACKS GOLD TR GOLD SHS	GOLD SHS	863307104	6,599	107,770
STREETTRACKS GOLD TR GOLD SHS	GOLD SHS	863307104	251	4,100
STRYKER CORP	COM	863667101	828	19,659
STRYKER CORP	COM	863667101	166	3,944
SUN LIFE FINL INC	COM	866796105	395	10,162
SUN MICROSYSTEMS INC	COM	866810104	28	6,839
SUN MICROSYSTEMS INC	COM	866810104	30	7,300
SUNCOR ENERGY INC ADR	COM	867229106	1,375	18,710
SUNCOR ENERGY INC ADR	COM	867229106	34	458
SUNOCO INC	COM	86764P109	3,342	48,239
SUNOCO INC	COM	86764P109	305	4,397
SUNTRUST BANKS INC	COM	867914103	8,373	109,801
SUNTRUST BANKS INC	COM	867914103	1,126	14,762
SUPERIOR BANCORP COM	COM	86806M106	863	78,492
SUPER VALU, INC.	COM	868536103	210	6,849
SUPER VALU, INC.	COM	868536103	8	261
SYNOVUS FINANCIAL CORP	COM	87161C105	483	18,051
SYNOVUS FINANCIAL CORP	COM	87161C105	960	35,860
SYSCO CORP	COM	871829107	3,354	109,738
SYSCO CORP	COM	871829107	1,097	35,902
TEPPCO PARTNERS LP	UT LTD PARTNER	872384102	524	14,861
TEPPCO PARTNERS LP	UT LTD PARTNER	872384102	148	4,200
TJX COMPANIES INC	COM	872540109	226	9,880
TJX COMPANIES INC	COM	872540109	50	2,180
TXU CORP	COM	873168108	3,301	55,217
TXU CORP	COM	873168108	741	12,395
TARGET CORP	COM	87612E106	13,861	283,627
TARGET CORP	COM	87612E106	1,896	38,801
TASEKO MINES LTD	COM	876511106	24	10,600

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

TELECOM ITALIA S P A NEW	SPON ADR ORD	87927Y102	264	9,459
TELEFONICA S. A.	SPONSORED ADR	879382208	518	10,422
TELEFONICA S. A.	SPONSORED ADR	879382208	8	154
TELEFONOS DE MEXICO S A ADR	SPON ADR ORD L	879403780	164	7,895
TELEFONOS DE MEXICO S A ADR	SPON ADR ORD L	879403780	74	3,538
TELLABS INC	COM	879664100	483	36,302
TELLABS INC	COM	879664100	47	3,531
TEMPLETON GLOBAL INCOME FD INC	COM	880198106	72	8,375
TEMPLETON GLOBAL INCOME FD INC	COM	880198106	25	2,857
TEMPUR PEDIC INTL INC	COM	88023U101	171	12,635
TENARIS S A SPONSORED ADR	SPONSORED ADR	88031M109	271	6,700
TEREX CORP NEW COM	COM	880779103	756	7,663
TEREX CORP NEW COM	COM	880779103	20	200
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	910	28,811
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	60	1,913
TEXAS INSTRUMENTS INC	COM	882508104	6,860	226,493
TEXAS INSTRUMENTS INC	COM	882508104	1,697	56,022
TEXTRON INC	COM	883203101	191	2,072
TEXTRON INC	COM	883203101	54	589
3M CO	COM	88579Y101	8,703	107,744
3M CO	COM	88579Y101	3,740	46,306
TIDEWATER INC	COM	886423102	289	5,881
TIDEWATER INC	COM	886423102	11	233
TIME WARNER INC	COM	887317105	1,114	64,381
TIME WARNER INC	COM	887317105	187	10,825
TORCHMARK CORP	COM	891027104	4,729	77,876
TORCHMARK CORP	COM	891027104	7,680	126,480
TOTAL S.A. ADR	SPONSORED ADR	89151E109	391	5,968
TOTAL S.A. ADR	SPONSORED ADR	89151E109	238	3,626
TOYOTA MTR CORP	SP ADR REP2COM	892331307	369	3,524
TOYOTA MTR CORP	SP ADR REP2COM	892331307	122	1,167
TRIAD GTY INC	COM	895925105	448	9,170
TRUSTMARK CORP	COM	898402102	258	8,326
TYCO INTL LTD NEW ADR	COM	902124106	843	30,644
TYCO INTL LTD NEW ADR	COM	902124106	643	23,385
TYSON FOODS CLASS A	CL A	902494103	215	14,440
UCBH HLDGS INC	COM	90262T308	187	11,306
UST INC	COM	902911106	2,854	63,155
UST INC	COM	902911106	709	15,700
US BANCORP DEL COM NEW	COM	902973304	3,565	115,433
US BANCORP DEL COM NEW	COM	902973304	697	22,568
ULTRA PETE CORP	COM	903914109	329	5,551
UNILEVER PLC	SPON ADR NEW	904767704	115	5,092
UNILEVER PLC	SPON ADR NEW	904767704	191	8,479
UNILEVER N V ADR	NY SHS NEW	904784709	640	28,400
UNILEVER N V ADR	NY SHS NEW	904784709	87	3,855
UNION PACIFIC CORP	COM	907818108	3,326	35,784
UNION PACIFIC CORP	COM	907818108	634	6,822
UNITED PARCEL SVC INC	CL B	911312106	560	6,796
UNITED PARCEL SVC INC	CL B	911312106	1,077	13,077
UNITED SEC BANCSHARES INC	SHS	911459105	3,332	112,640
UNITED SEC BANCSHARES INC	SHS	911459105	51	1,736
UNITED STS STL CORP NEW	COM	912909108	1,933	27,561
UNITED STS STL CORP NEW	COM	912909108	50	719
UNITED TECHNOLOGIES CORP	COM	913017109	14,191	223,765
UNITED TECHNOLOGIES CORP	COM	913017109	1,781	28,080
UNITEDHEALTH GROUP INC	COM	91324P102	2,570	57,391
UNITEDHEALTH GROUP INC	COM	91324P102	411	9,179
UNUMPROVIDENT CORP COM	COM	91529Y106	124	6,850
UNUMPROVIDENT CORP COM	COM	91529Y106	368	20,283
V F CORP	COM	918204108	11,189	164,743
V F CORP	COM	918204108	639	9,415

Edgar Filing: REGIONS FINANCIAL CORP - Form 13F-HR

VALERO L P	COM UT LTD PRT	91913W104	380	7,705
VALERO L P	COM UT LTD PRT	91913W104	30	613
VALERO REFNG & MARKETING CO	COM	91913Y100	11,820	177,692
VALERO REFNG & MARKETING CO	COM	91913Y100	784	11,793
VANGUARD INDEX TR	STK MRK VIPERS	922908769	1,137	9,000
VERIZON COMMUNICATIONS	COM	92343V104	7,610	227,249
VERIZON COMMUNICATIONS	COM	92343V104	3,083	92,051
VIACOM INC CLASS B	CL B	92553P201	619	17,280
VIACOM INC CLASS B	CL B	92553P201	71	1,972
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	1,010	47,427
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	911	42,765
VULCAN MATERIALS CO	COM	929160109	19,905	255,193
VULCAN MATERIALS CO	COM	929160109	6,647	85,212
WACHOVIA CORP	COM	929903102	14,912	275,748
WACHOVIA CORP	COM	929903102	7,905	146,182
WADDELL & REED FINL INC CL A	CL A	930059100	268	13,030
WADDELL & REED FINL INC CL A	CL A	930059100	598	29,069
WAL MART STORES INC	COM	931142103	11,956	248,208
WAL MART STORES INC	COM	931142103	4,408	91,512
WALGREEN CO	COM	931422109	5,490	122,442
WALGREEN CO	COM	931422109	725	16,178
WASHINGTON MUTUAL INC	COM	939322103	2,259	49,563
WASHINGTON MUTUAL INC	COM	939322103	705	15,474
WASTE MANAGEMENT COM	COM	94106L109	977	27,224
WASTE MANAGEMENT COM	COM	94106L109	49	1,365
WEINGARTEN RLTY INVS SBI (REIT)	SH BEN INT	948741103	211	5,500
WEINGARTEN RLTY INVS SBI (REIT)	SH BEN INT	948741103	131	3,432
WELLPOINT INC	COM	94973V107	1,832	25,174
WELLPOINT INC	COM	94973V107	442	6,074
WELLS FARGO & CO NEW	COM	949746101	18,856	281,096
WELLS FARGO & CO NEW	COM	949746101	3,279	48,880
WEYERHAEUSER CO	COM	962166104	4,769	76,619
WEYERHAEUSER CO	COM	962166104	1,109	17,814
WHIRLPOOL CORP	COM	963320106	1,094	13,237
WHIRLPOOL CORP	COM	963320106	97	1,179
WILLIAMS SONOMA INC	COM	969904101	413	12,135
WILLIAMS SONOMA INC	COM	969904101	10	300
WISCONSIN ENERGY CORP	COM	976657106	407	10,093
WISCONSIN ENERGY CORP	COM	976657106	174	4,318
WRIGLEY WM JR CO	COM	982526105	2,005	44,200
WRIGLEY WM JR CO	COM	982526105	448	9,880
WYETH	COM	983024100	15,758	354,828
WYETH	COM	983024100	3,481	78,375
XTO ENERGY INC	COM	98385X106	3,713	83,864
XTO ENERGY INC	COM	98385X106	95	2,143
XILINX INC	COM	983919101	412	18,189
YAHOO INC	COM	984332106	705	21,373
YAHOO INC	COM	984332106	118	3,572
YUM BRANDS INC	COM	988498101	847	16,842
YUM BRANDS INC	COM	988498101	139	2,760
ZIMMER HLDGS INC	COM	98956P102	664	11,702
ZIMMER HLDGS INC	COM	98956P102	354	6,243