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REGIONS FINANCIAL CORP  
Form 13F-HR  
August 10, 2004

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

FORM 13F

Form 13F COVER PAGE

Report for the Quarter Ended: June 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: Regions Financial Corporation  
Address: 417 North 20th Street  
Birmingham, AL 35202

Form 13F File Number: 28-01129

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Ronald C. Jackson  
Title: Senior Vice President and Comptroller  
Phone: 205/326-7090

Signature, Place, and Date of Signing:

/s/Ronald C. Jackson                      Birmingham, Alabama                      August 10, 2004  
[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: None

Form 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 832

Form 13F Information Table Value Total: \$1,584,203 (thousands)

List of Other Included Managers: None

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.

### 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 PUT/ CALL
ACE LTD ADR	COM	G0070K103	288	6,817
ACE LTD ADR	COM	G0070K103	10	240
AMDOCS LTD ORD ADR	ORD	G02602103	241	10,273
AMDOCS LTD ORD ADR	ORD	G02602103	8	350
COOPER INDS LTD CL A ADR	CL A	G24182100	417	7,014
COOPER INDS LTD CL A ADR	CL A	G24182100	10	170
XCELERA INC COM ADR	COM	G31611109	26	18,036
GLOBALSANTAFE CORPORATION ADR	SHS	G3930E101	6,388	241,052
GLOBALSANTAFE CORPORATION ADR	SHS	G3930E101	564	21,300
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	5,774	84,521
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	572	8,379
NABORS INDUSTRIES LTD	SHS	G6359F103	275	6,074
NABORS INDUSTRIES LTD	SHS	G6359F103	11	240
WILLIS GROUP HLDGS LTD	SHS	G96655108	235	6,280
XL CAPITAL LTD ADR SEDOL	CL A	G98255105	249	3,300
FLEXTRONICS INTL ADR	ORD	Y2573F102	1,184	74,258
AFLAC INC	COM	001055102	8,899	218,052
AFLAC INC	COM	001055102	1,672	40,973
AGL RES INC	COM	001204106	73	2,500
AGL RES INC	COM	001204106	327	11,272
AT&T CORP	COM NEW	001957505	122	8,335
AT&T CORP	COM NEW	001957505	28	1,901
AT & T WIRELESS SERVICES INC	COM	00209A106	232	16,180
AT & T WIRELESS SERVICES INC	COM	00209A106	49	3,404
ABBOTT LABORATORIES	COM	002824100	7,635	187,318
ABBOTT LABORATORIES	COM	002824100	1,388	34,065
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	2,812	72,565
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	244	6,300
ABERDEEN ASIA PAC PRIME INC	COM	003009107	9	1,550
ABERDEEN ASIA PAC PRIME INC	COM	003009107	144	25,000
AEGON N V ADR	ORD AMER REG	007924103	195	16,053
AEGON N V ADR	ORD AMER REG	007924103	274	22,593
AFFILIATED COMPUTER SVCS INC	CL A	008190100	804	15,186
AFFILIATED COMPUTER SVCS INC	CL A	008190100	9	170
AIR PRODUCTS & CHEMICALS INC	COM	009158106	244	4,652
AIR PRODUCTS & CHEMICALS INC	COM	009158106	56	1,065
AKZO NOBEL N. V. ADR	SPONSORED ADR	010199305	332	8,915
ALABAMA NATL BANCORPORATION DEL	COM	010317105	354	6,376

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ALABAMA NATL BANCORPORATION DEL	COM	010317105	28	500	S
ALCOA INC	COM	013817101	936	28,337	S
ALCOA INC	COM	013817101	323	9,785	S
ALFA CORP	COM	015385107	564	40,316	S
ALFA CORP	COM	015385107	20	1,396	S
ALLERGAN INC	COM	018490102	346	3,869	S
ALLERGAN INC	COM	018490102	21	234	S
ALLIED CAP CORP NEW	COM	01903Q108	221	9,030	S
ALLIED CAP CORP NEW	COM	01903Q108	56	2,302	S
ALLSTATE CORP	COM	020002101	2,841	61,028	S
ALLSTATE CORP	COM	020002101	332	7,138	S
ALLTEL CORP	COM	020039103	1,209	23,889	S
ALLTEL CORP	COM	020039103	1,126	22,247	S
ALTRIA GROUP INC	COM	02209S103	6,957	138,995	S
ALTRIA GROUP INC	COM	02209S103	2,962	59,174	S
AMAZON COM INC	COM	023135106	726	13,340	S
AMAZON COM INC	COM	023135106	20	372	S
AMBAC FINANCIAL GROUP INC	COM	023139108	299	4,065	S
AMBAC FINANCIAL GROUP INC	COM	023139108	7	100	S
AMEREN CORP	COM	023608102	99	2,311	S
AMEREN CORP	COM	023608102	232	5,400	S
AMERICAN ELECTRIC POWER INC	COM	025537101	360	11,235	S
AMERICAN ELECTRIC POWER INC	COM	025537101	81	2,520	S
AMERICAN EXPRESS CO	COM	025816109	7,242	140,948	S
AMERICAN EXPRESS CO	COM	025816109	3,272	63,677	S
AMERICAN INTL GROUP INC	COM	026874107	16,761	235,139	S
AMERICAN INTL GROUP INC	COM	026874107	3,278	45,985	S
AMGEN INC	COM	031162100	6,333	116,062	S
AMGEN INC	COM	031162100	548	10,036	S
AMSOUTH BANCORPORATION	COM	032165102	10,819	424,763	S
AMSOUTH BANCORPORATION	COM	032165102	7,525	295,446	S
ANADARKO PETE CORP	COM	032511107	1,892	32,284	S
ANADARKO PETE CORP	COM	032511107	119	2,025	S
ANHEUSER BUSCH COS INC	COM	035229103	7,428	137,556	S
ANHEUSER BUSCH COS INC	COM	035229103	992	18,368	S
AON CORP	COM	037389103	1,448	50,845	S
APACHE CORP	COM	037411105	7,098	162,978	S
APACHE CORP	COM	037411105	278	6,385	S
APOLLO GROUP INC	CL A	037604105	359	4,061	S
APOLLO GROUP INC	CL A	037604105	270	3,056	S
APPLE COMPUTER INC	COM	037833100	237	7,278	S
APPLIED MATLS INC	COM	038222105	5,941	302,788	S
APPLIED MATLS INC	COM	038222105	857	43,670	S
ARCHER DANIELS MIDLAND CO	COM	039483102	689	41,068	S
ARCHER DANIELS MIDLAND CO	COM	039483102	162	9,650	S
ASTRAZENECA PLC	SPONSORED ADR	046353108	258	5,646	S
ASTRAZENECA PLC	SPONSORED ADR	046353108	5	110	S
ATMOS ENERGY CORP	COM	049560105	217	8,496	S
AUBURN NATIONAL BANCORPORATION	COM	050473107	119	5,775	S
AUBURN NATIONAL BANCORPORATION	COM	050473107	436	21,215	S
AUTOLIV INC	COM	052800109	359	8,513	S
AUTOMATIC DATA PROCESSING INC	COM	053015103	996	23,791	S
AUTOMATIC DATA PROCESSING INC	COM	053015103	461	10,999	S
AUTOZONE INC	COM	053332102	149	1,857	S
AUTOZONE INC	COM	053332102	88	1,100	S
AVANT IMMUNOTHERAPEUTICS INC	COM	053491106	36	13,459	S
AVENTIS	SPONSORED ADR	053561106	163	2,141	S
AVENTIS	SPONSORED ADR	053561106	152	2,000	S
AVERY DENNISON CORP	COM	053611109	228	3,559	S
AVERY DENNISON CORP	COM	053611109	64	1,000	S
AVOCENT CORP	COM	053893103	4,626	125,910	S
AVOCENT CORP	COM	053893103	28	763	S

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AVON PRODS INC	COM	054303102	831	18,012	S
BP PLC ADR	SPONSORED ADR	055622104	15,393	287,343	S
BP PLC ADR	SPONSORED ADR	055622104	5,106	95,316	S
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	130	4,000	S
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	111	3,400	S
BANCO BILBAO VIZCAYA S.A. ADR	SPONSORED ADR	05946K101	173	12,805	S
BANCO BILBAO VIZCAYA S.A. ADR	SPONSORED ADR	05946K101	3	220	S
BANCORPSOUTH INC	COM	059692103	51	2,263	S
BANCORPSOUTH INC	COM	059692103	225	10,000	S
BANCTRUST FINANCIAL GP	COM	05978R107	106	6,075	S
BANCTRUST FINANCIAL GP	COM	05978R107	183	10,455	S
BANK AMER CORP	COM	060505104	14,925	176,371	S
BANK AMER CORP	COM	060505104	26,768	316,330	S
BANK NEW YORK INC	COM	064057102	1,192	40,427	S
BANK NEW YORK INC	COM	064057102	65	2,200	S
BANK ONE CORP	COM	06423A103	1,632	32,003	S
BANK ONE CORP	COM	06423A103	64	1,250	S
BARD C R INC	COM	067383109	382	6,747	S
BARD C R INC	COM	067383109	2	30	S
BARRICK GOLD CORP ADR	COM	067901108	1,252	63,389	S
BARRICK GOLD CORP ADR	COM	067901108	51	2,580	S
BAUSCH & LOMB INC	COM	071707103	294	4,517	S
BAUSCH & LOMB INC	COM	071707103	111	1,712	S
BAXTER INTERNATIONAL INC	COM	071813109	1,018	29,512	S
BAXTER INTERNATIONAL INC	COM	071813109	530	15,360	S
BECKMAN COULTER INC	COM	075811109	264	4,336	S
BECKMAN COULTER INC	COM	075811109	9	150	S
BECTON DICKINSON & CO	COM	075887109	570	11,000	S
BECTON DICKINSON & CO	COM	075887109	52	1,008	S
BED BATH & BEYOND INC	COM	075896100	915	23,796	S
BED BATH & BEYOND INC	COM	075896100	274	7,128	S
BELLSOUTH CORP	COM	079860102	6,079	231,849	S
BELLSOUTH CORP	COM	079860102	2,549	97,229	S
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	2,935	33	S
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1,957	22	S
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	4,802	1,625	S
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1,197	405	S
BEST BUY INC	COM	086516101	2,089	41,171	S
BEST BUY INC	COM	086516101	46	900	S
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	17	2,500	S
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	752	109,054	S
BIOGEN IDEC INC	COM	09062X103	256	4,048	S
BIOGEN IDEC INC	COM	09062X103	66	1,038	S
BLACK & DECKER MFG CO	COM	091797100	388	6,247	S
BLACK & DECKER MFG CO	COM	091797100	10	165	S
BLACKROCK INSD MUN TERM TR INC	COM	092474105	270	25,000	S
BLACKROCK INSD MUN INCOME TR	COM	092479104	254	19,500	S
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	201	15,000	S
BLACKROCK MUNI 2020 TER TRS	COM SHS	09249X109	416	30,000	S
BLOCK H & R INC	COM	093671105	117	2,460	S
BLOCK H & R INC	COM	093671105	229	4,800	S
BLOUNT INTL INC NEW	COM	095180105	533	41,851	S
BOEING CO	COM	097023105	1,569	30,716	S
BOEING CO	COM	097023105	379	7,411	S
BOSTON PPTYS INC COM (REIT)	COM	101121101	239	4,768	S
BOSTON SCIENTIFIC CORP	COM	101137107	147	3,438	S
BOSTON SCIENTIFIC CORP	COM	101137107	353	8,252	S
BRIGGS & STRATTON CORP	COM	109043109	91	1,032	S
BRIGGS & STRATTON CORP	COM	109043109	212	2,400	S
BRISTOL MYERS SQUIBB CO	COM	110122108	13,750	561,241	S
BRISTOL MYERS SQUIBB CO	COM	110122108	4,170	170,210	S
BROWN FORMAN CORP CL B	CL B	115637209	97	2,000	S

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BROWN FORMAN CORP CL B	CL B	115637209	174	3,600	S
BUCKEYE PARTNERS LP UNITS	UNIT LTD PARTN	118230101	68	1,665	S
BUCKEYE PARTNERS LP UNITS	UNIT LTD PARTN	118230101	219	5,400	S
BUCKEYE TECHNOLOGIES INC	COM	118255108	135	11,780	S
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	3,306	94,268	S
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	161	4,581	S
BURLINGTON RESOURCES INC	COM	122014103	4,119	113,836	S
BURLINGTON RESOURCES INC	COM	122014103	339	9,380	S
CIGNA CORP	COM	125509109	1,171	17,011	S
CIGNA CORP	COM	125509109	151	2,196	S
CVS CORPORATION (DEL)	COM	126650100	6,237	148,441	S
CVS CORPORATION (DEL)	COM	126650100	1,031	24,539	S
CADBURY SCHWEPPE PLC	ADR	127209302	206	5,881	S
CADBURY SCHWEPPE PLC	ADR	127209302	53	1,500	S
CAMPBELL SOUP CO	COM	134429109	246	9,158	S
CAMPBELL SOUP CO	COM	134429109	70	2,600	S
CAPITAL ONE FINL CORP	COM	14040H105	260	3,801	S
CAPITAL ONE FINL CORP	COM	14040H105	13	190	S
CARDINAL HEALTH INC	COM	14149Y108	5,236	74,752	S
CARDINAL HEALTH INC	COM	14149Y108	365	5,205	S
CATERPILLAR INC	COM	149123101	978	12,315	S
CATERPILLAR INC	COM	149123101	540	6,800	S
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	536	17,000	S
CENDANT CORP	COM	151313103	250	10,210	S
CENDANT CORP	COM	151313103	61	2,500	S
CENTERPOINT ENERGY INC	COM	15189T107	124	10,823	S
CENTERPOINT ENERGY INC	COM	15189T107	141	12,293	S
CENTURYTEL INC	COM	156700106	463	15,419	S
CENTURYTEL INC	COM	156700106	24	800	S
CHEVRON TEXACO CORP	COM	166764100	11,273	119,782	S
CHEVRON TEXACO CORP	COM	166764100	4,556	48,411	S
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	96	665	S
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	171	1,185	S
CHUBB CORP	COM	171232101	213	3,119	S
CINERGY CORP	COM	172474108	312	8,211	S
CINERGY CORP	COM	172474108	450	11,850	S
CISCO SYS INC	COM	17275R102	10,215	430,994	S
CISCO SYS INC	COM	17275R102	2,920	123,205	S
CITIGROUP INC	COM	172967101	13,257	285,100	S
CITIGROUP INC	COM	172967101	6,196	133,245	S
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,070	110,163	S
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	530	14,355	S
CLOROX CO	COM	189054109	2,764	51,397	S
CLOROX CO	COM	189054109	494	9,194	S
COACH INC	COM	189754104	754	16,692	S
COACH INC	COM	189754104	31	679	S
COCA COLA CO	COM	191216100	40,777	807,783	S
COCA COLA CO	COM	191216100	33,292	659,515	S
COCA COLA ENTERPRISES INC	COM	191219104	4,201	144,900	S
COEUR D ALENE MINES CORP IDAHO	COM	192108108	90	22,000	S
COLGATE PALMOLIVE CO	COM	194162103	9,443	161,551	S
COLGATE PALMOLIVE CO	COM	194162103	16,424	280,993	S
COLONIAL BANCGROUP INC	COM	195493309	166	9,146	S
COLONIAL BANCGROUP INC	COM	195493309	86	4,745	S
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	67	1,750	S
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	223	5,800	S
COMCAST CORP NEW CL A	CL A	20030N101	773	27,494	S
COMCAST CORP NEW CL A	CL A	20030N101	401	14,263	S
COMCAST CORP NEW	CL A SPL	20030N200	6,499	235,402	S
COMCAST CORP NEW	CL A SPL	20030N200	681	24,675	S
COMERICA INC	COM	200340107	191	3,482	S
COMERICA INC	COM	200340107	55	1,000	S

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COMPASS BANCSHARES, INC.	COM	20449H109	2,428	56,471	S
COMPASS BANCSHARES, INC.	COM	20449H109	4,654	108,243	S
COMPUTER SCIENCES CORP	COM	205363104	271	5,846	S
COMPUTER SCIENCES CORP	COM	205363104	5	100	S
CONAGRA FOODS INC COM	COM	205887102	1,737	64,135	S
CONAGRA FOODS INC COM	COM	205887102	966	35,662	S
CONCURRENT COMPUTER CORP NEW	COM	206710204	30	15,000	S
CONOCO/PHILLIPS	COM	20825C104	11,728	153,724	S
CONOCO/PHILLIPS	COM	20825C104	1,771	23,219	S
CONSOLIDATED EDISON INC	COM	209115104	120	3,010	S
CONSOLIDATED EDISON INC	COM	209115104	175	4,400	S
COOPER CAMERON CORP	COM	216640102	308	6,330	S
COOPER CAMERON CORP	COM	216640102	110	2,260	S
COSTCO WHSL CORP	COM	22160K105	308	7,471	S
COSTCO WHSL CORP	COM	22160K105	98	2,385	S
COX COMMUNICATIONS INC NEW	CL A	224044107	23,340	839,882	S
CROSS TIMBERS RTY TR	TR UNIT	22757R109	72	2,605	S
CROSS TIMBERS RTY TR	TR UNIT	22757R109	138	5,000	S
DNP SELECT INCOME FD	COM	23325P104	2,994	284,575	S
DNP SELECT INCOME FD	COM	23325P104	643	61,155	S
DTE ENERGY CO	COM	233331107	259	6,388	S
DTE ENERGY CO	COM	233331107	50	1,225	S
DANAHER CORP	COM	235851102	289	5,575	S
DANAHER CORP	COM	235851102	8	156	S
DEERE & CO	COM	244199105	317	4,515	S
DEERE & CO	COM	244199105	168	2,400	S
DEL MONTE FOODS CO	COM	24522P103	149	14,689	S
DEL MONTE FOODS CO	COM	24522P103	7	667	S
DELL INC	COM	24702R101	4,890	136,521	S
DELL INC	COM	24702R101	590	16,481	S
DELPHI CORP	COM	247126105	200	18,733	S
DELPHI CORP	COM	247126105	26	2,457	S
DELTIC TIMBER CORP	COM	247850100	2,056	53,528	S
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	245	13,831	S
DEVON ENERGY CORPORATION NEW	COM	25179M103	251	3,797	S
DEVON ENERGY CORPORATION NEW	COM	25179M103	2	30	S
DIAMONDS TR	UNIT SER 1	252787106	126	1,200	S
DIAMONDS TR	UNIT SER 1	252787106	115	1,098	S
DIRECTV GROUP INC	COM	25459L106	1,392	81,389	S
DIRECTV GROUP INC	COM	25459L106	43	2,488	S
WALT DISNEY COMPANY	COM DISNEY	254687106	3,363	131,925	S
WALT DISNEY COMPANY	COM DISNEY	254687106	1,049	41,169	S
DOMINION RES INC VA NEW	COM	25746U109	941	14,910	S
DOMINION RES INC VA NEW	COM	25746U109	206	3,268	S
DOVER CORP	COM	260003108	506	12,021	S
DOVER CORP	COM	260003108	160	3,805	S
DOW CHEM CO COM	COM	260543103	651	15,995	S
DOW CHEM CO COM	COM	260543103	653	16,034	S
DREYFUS STRATEGIC MUNS INC	COM	261932107	407	50,000	S
DREYFUS STRATEGIC MUNS INC	COM	261932107	28	3,400	S
DREYFUS STRATEGIC MUN BD FD INC	COM	26202F107	420	51,548	S
DU PONT E I DE NEMOURS & CO	COM	263534109	8,474	190,769	S
DU PONT E I DE NEMOURS & CO	COM	263534109	2,916	65,647	S
DUKE ENERGY CORP	COM	264399106	1,061	52,270	S
DUKE ENERGY CORP	COM	264399106	841	41,448	S
DUN & BRADSTREET CORP DEL NE	COM	26483E100	249	4,613	S
DUN & BRADSTREET CORP DEL NE	COM	26483E100	22	400	S
DURECT CORP	COM	266605104	174	50,281	S
E M C CORP MASS	COM	268648102	918	80,533	S
E M C CORP MASS	COM	268648102	473	41,499	S
E TRADE FINL CORP	COM	269246104	166	14,850	S
E TRADE FINL CORP	COM	269246104	67	6,000	S

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EASTMAN CHEM CO	COM	277432100	310	6,712	S
EASTMAN CHEM CO	COM	277432100	72	1,565	S
EATON CORP	COM	278058102	565	8,730	S
EATON CORP	COM	278058102	25	390	S
EATON VANCE MUNI INCOME TR FD	SH BEN INT	27826U108	528	35,732	S
EATON VANCE INS MUN BD FD	COM	27827X101	255	20,000	S
EBAY INC	COM	278642103	815	8,867	S
EBAY INC	COM	278642103	335	3,646	S
ECOLAB INC	COM	278865100	241	7,611	S
ECOLAB INC	COM	278865100	2	70	S
EL PASO CORP	COM	28336L109	111	14,059	S
EL PASO CORP	COM	28336L109	70	8,897	S
ELECTRONIC ARTS	COM	285512109	153	2,800	S
ELECTRONIC ARTS	COM	285512109	256	4,700	S
ELECTRONIC DATA SYS CORP NEW	COM	285661104	641	33,457	S
ELECTRONIC DATA SYS CORP NEW	COM	285661104	259	13,518	S
EMERSON ELECTRIC CO	COM	291011104	5,745	90,400	S
EMERSON ELECTRIC CO	COM	291011104	1,272	20,020	S
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	155	3,350	S
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	93	2,000	S
ENERGEN CORP	COM	29265N108	367	7,656	S
ENERGEN CORP	COM	29265N108	312	6,500	S
ENERGYSOUTH INC	COM	292970100	1,790	44,727	S
ENERGYSOUTH INC	COM	292970100	160	4,000	S
THE ENSTAR GROUP INC	COM	29358R107	1,015	19,500	S
ENTERGY CORP	COM	29364G103	437	7,804	S
ENTERGY CORP	COM	29364G103	274	4,900	S
EXELON CORP	COM	30161N101	785	23,582	S
EXELON CORP	COM	30161N101	84	2,524	S
EXXON MOBIL CORP	COM	30231G102	51,909	1,168,861	S
EXXON MOBIL CORP	COM	30231G102	17,482	393,652	S
FPL GROUP INC	COM	302571104	1,272	19,890	S
FPL GROUP INC	COM	302571104	182	2,840	S
FAMILY DOLLAR STORES INC	COM	307000109	629	20,690	S
FAMILY DOLLAR STORES INC	COM	307000109	174	5,710	S
FREDDIE MAC	COM	313400301	647	10,223	S
FREDDIE MAC	COM	313400301	102	1,610	S
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	2,212	30,998	S
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	1,226	17,175	S
FEDERAL REALTY INV TR (REIT)	SH BEN INT NEW	313747206	200	4,814	S
FEDERATED DEPT STORES INC NEW	COM	31410H101	305	6,218	S
FEDERATED DEPT STORES INC NEW	COM	31410H101	11	225	S
FEDEX CORP	COM	31428X106	8,095	99,100	S
FEDEX CORP	COM	31428X106	736	9,015	S
FIRST DATA CORP	COM	319963104	4,786	107,507	S
FIRST DATA CORP	COM	319963104	575	12,909	S
FIRST HORIZON NATL CORP	COM	320517105	2,428	53,401	S
FIRST HORIZON NATL CORP	COM	320517105	492	10,825	S
FIRSTENERGY CORP	COM	337932107	398	10,643	S
FIRSTENERGY CORP	COM	337932107	7	190	S
FORD MTR CO DEL COM	PAR \$0.01	345370860	269	17,200	S
FORD MTR CO DEL COM	PAR \$0.01	345370860	379	24,201	S
FOREST LABS INC	COM	345838106	8,838	156,073	S
FOREST LABS INC	COM	345838106	1,001	17,685	S
FORTUNE BRANDS INC	COM	349631101	676	8,956	S
FORTUNE BRANDS INC	COM	349631101	136	1,800	S
FRANKLIN RES INC	COM	354613101	1,762	35,193	S
FRANKLIN RES INC	COM	354613101	278	5,550	S
GALLAGHER ARTHUR J & CO	COM	363576109	273	8,979	S
GALLAGHER ARTHUR J & CO	COM	363576109	40	1,300	S
GANNETT INC	COM	364730101	1,783	21,008	S
GANNETT INC	COM	364730101	1,499	17,667	S

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GAP INC	COM	364760108	5,554	229,032	S
GAP INC	COM	364760108	869	35,823	S
GEMSTAR-TV GUIDE INTL INC	COM	36866W106	87	18,081	S
GENENTECH INC	COM NEW	368710406	951	16,913	S
GENENTECH INC	COM NEW	368710406	433	7,704	S
GENERAL DYNAMICS CORP	COM	369550108	1,808	18,209	S
GENERAL DYNAMICS CORP	COM	369550108	39	390	S
GENERAL ELECTRIC CO	COM	369604103	36,416	1,123,953	S
GENERAL ELECTRIC CO	COM	369604103	19,321	596,334	S
GENERAL MILLS INC	COM	370334104	7,913	166,478	S
GENERAL MILLS INC	COM	370334104	1,077	22,669	S
GENERAL MOTORS CORP	COM	370442105	2,530	54,305	S
GENERAL MOTORS CORP	COM	370442105	655	14,056	S
GENUINE PARTS CO	COM	372460105	2,266	57,106	S
GENUINE PARTS CO	COM	372460105	861	21,701	S
GEORGIA PAC CORP (GA PAC GR)	COM	373298108	3,756	101,560	S
GEORGIA PAC CORP (GA PAC GR)	COM	373298108	4	100	S
GILLETTE CO	COM	375766102	4,721	111,346	S
GILLETTE CO	COM	375766102	2,300	54,255	S
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	770	18,583	S
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	145	3,500	S
GOLDMAN SACHS GROUP INC	COM	38141G104	514	5,454	S
GOLDMAN SACHS GROUP INC	COM	38141G104	19	200	S
GOODRICH CORP	COM	382388106	464	14,350	S
GOODRICH CORP	COM	382388106	145	4,500	S
GOODYEAR TIRE & RUBBER CO	COM	382550101	25	2,725	S
GOODYEAR TIRE & RUBBER CO	COM	382550101	92	10,100	S
GRAINGER W W INC	COM	384802104	288	5,000	S
GREY WOLF INC	COM	397888108	46	10,900	S
HCA-INC	COM	404119109	801	19,258	S
HSBC HLDGS PLC	SPON ADR NEW	404280406	348	4,646	S
HSBC HLDGS PLC	COM	404280406	278	3,705	S
HARLEY DAVIDSON INC	COM	412822108	754	12,181	S
HARLEY DAVIDSON INC	COM	412822108	25	398	S
HARTFORD FINL SVCS GROUP INC	COM	416515104	405	5,893	S
HARTFORD FINL SVCS GROUP INC	COM	416515104	124	1,800	S
HEINZ H J CO	COM	423074103	1,645	41,961	S
HEINZ H J CO	COM	423074103	241	6,145	S
HERSHEY FOODS CORP	COM	427866108	685	14,802	S
HERSHEY FOODS CORP	COM	427866108	148	3,200	S
HEWLETT PACKARD CO	COM	428236103	4,981	236,054	S
HEWLETT PACKARD CO	COM	428236103	1,143	54,191	S
HIBERNIA CORP	CL A	428656102	613	25,212	S
HILTON HOTELS	COM	432848109	1,535	82,245	S
HILTON HOTELS	COM	432848109	106	5,700	S
HOME DEPOT INC	COM	437076102	4,415	125,438	S
HOME DEPOT INC	COM	437076102	1,233	35,024	S
HONEYWELL INTERNATIONAL INC	COM	438516106	750	20,478	S
HONEYWELL INTERNATIONAL INC	COM	438516106	441	12,031	S
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	34	1,500	S
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	229	10,000	S
HUMANA INC	COM	444859102	198	11,730	S
HUMANA INC	COM	444859102	8	450	S
ILLINOIS TOOL WKS INC	COM	452308109	590	6,158	S
ILLINOIS TOOL WKS INC	COM	452308109	273	2,850	S
INTEL CORP	COM	458140100	16,223	587,777	S
INTEL CORP	COM	458140100	5,627	203,869	S
INTERACTIVECORP	COM	45840Q101	238	7,885	S
INTNL BUSINESS MACHINES CORP	COM	459200101	12,263	139,121	S
INTNL BUSINESS MACHINES CORP	COM	459200101	4,527	51,352	S
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	598	15,488	S
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	23	604	S



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INTERNATIONAL PAPER CO	COM	460146103	6,551	146,565	S
INTERNATIONAL PAPER CO	COM	460146103	1,572	35,160	S
ISHARES INC	MSCI JAPAN	464286848	254	23,959	S
ISHARES INC	MSCI JAPAN	464286848	116	10,900	S
ISHARES TR	DJ SEL DIV INX	464287168	375	6,745	S
ISHARES TR	S&P 500 INDEX	464287200	176	1,535	S
ISHARES TR	S&P 500 INDEX	464287200	69	605	S
ISHARES TR	MSCI EAFE IDX	464287465	260	1,820	S
ISHARES TR	MSCI EAFE IDX	464287465	14	100	S
ISHARES TR	DJ US UTILS	464287697	109	1,850	S
ISHARES TR	DJ US UTILS	464287697	127	2,163	S
ISHARES TR	S&P SMLCP VALU	464287879	186	1,700	S
ISHARES TR	S&P SMLCP VALU	464287879	165	1,500	S
JDS UNIPHASE CORP	COM	46612J101	37	9,739	S
JDS UNIPHASE CORP	COM	46612J101	13	3,530	S
JP MORGAN CHASE & CO	COM	46625H100	4,070	104,974	S
JP MORGAN CHASE & CO	COM	46625H100	1,615	41,654	S
JEFFERSON PILOT CORP	COM	475070108	3,711	73,049	S
JEFFERSON PILOT CORP	COM	475070108	4,992	98,277	S
JOHNSON & JOHNSON	COM	478160104	22,393	402,030	S
JOHNSON & JOHNSON	COM	478160104	6,455	115,895	S
KLA - TENCOR CORPORATION	COM	482480100	744	15,060	S
KANEB PIPE LINE PARTNERS L P	SP PREF UNIT	484169107	196	4,273	S
KANEB PIPE LINE PARTNERS L P	SP PREF UNIT	484169107	28	600	S
KELLOGG CO	COM	487836108	697	16,650	S
KELLOGG CO	COM	487836108	335	8,000	S
KEYCORP NEW	COM	493267108	1,028	34,387	S
KEYCORP NEW	COM	493267108	124	4,150	S
KEYSPAN CORP	COM	49337W100	146	3,986	S
KEYSPAN CORP	COM	49337W100	70	1,910	S
KIMBERLY CLARK CORP	COM	494368103	4,540	68,918	S
KIMBERLY CLARK CORP	COM	494368103	2,539	38,538	S
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	415	10,196	S
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	360	8,845	S
KNIGHT RIDDER INC	COM	499040103	1,328	18,443	S
KOHL'S CORP	COM	500255104	237	5,611	S
KOHL'S CORP	COM	500255104	386	9,130	S
KONINKLIJKE AHOLD N V	SPON ADR NEW	500467303	130	16,385	S
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	378	13,879	S
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	5	190	S
KRAFT FOODS INC	CL A	50075N104	693	21,865	S
KRAFT FOODS INC	CL A	50075N104	59	1,870	S
KROGER CO	COM	501044101	484	26,611	S
KROGER CO	COM	501044101	2	130	S
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	300	7,550	S
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	20	500	S
LEHMAN BROS HLDGS INC	COM	524908100	2,199	29,228	S
LEHMAN BROS HLDGS INC	COM	524908100	141	1,879	S
LENNAR CORP	CL A	526057104	263	5,880	S
LENNAR CORP	CL A	526057104	9	210	S
LEXMARK INTL INC	CL A	529771107	340	3,522	S
LEXMARK INTL INC	CL A	529771107	11	115	S
LILLY ELI & CO	COM	532457108	9,201	131,611	S
LILLY ELI & CO	COM	532457108	2,465	35,256	S
LIMITED BRANDS INC	COM	532716107	1,018	54,440	S
LIMITED BRANDS INC	COM	532716107	137	7,350	S
LINCOLN NATIONAL CORP IND	COM	534187109	1,152	24,375	S
LINCOLN NATIONAL CORP IND	COM	534187109	454	9,602	S
LIZ CLAIBORNE INC	COM	539320101	1,283	35,655	S
LIZ CLAIBORNE INC	COM	539320101	68	1,880	S
LOCKHEED MARTIN CORP	COM	539830109	332	6,369	S
LOCKHEED MARTIN CORP	COM	539830109	183	3,517	S

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LOEWS CORP	COM	540424108	67	1,110	S
LOEWS CORP	COM	540424108	1,079	18,000	S
LOUISIANA PACIFIC CORP	COM	546347105	2,237	94,574	S
LOWES COS INC	COM	548661107	3,116	59,300	S
LOWES COS INC	COM	548661107	431	8,210	S
LUCENT TECHNOLOGIES INC	COM	549463107	97	25,555	S
LUCENT TECHNOLOGIES INC	COM	549463107	45	11,905	S
LUFKIN INDUSTRIES INCORPORATED	COM	549764108	1,861	58,184	S
MBNA CORP	COM	55262L100	1,122	43,523	S
MBNA CORP	COM	55262L100	285	11,059	S
MANULIFE FINL CORP ADR	COM	56501R106	601	14,833	S
MANULIFE FINL CORP ADR	COM	56501R106	31	772	S
MARATHON OIL CORP	COM	565849106	490	12,938	S
MARATHON OIL CORP	COM	565849106	262	6,922	S
MARSH & MCLENNAN COS INC	COM	571748102	2,995	65,994	S
MARSH & MCLENNAN COS INC	COM	571748102	334	7,350	S
MARRIOTT INTL INC NEW	CL A	571903202	1,058	21,206	S
MARRIOTT INTL INC NEW	CL A	571903202	259	5,200	S
MASCO CORP	COM	574599106	560	17,954	S
MASCO CORP	COM	574599106	152	4,880	S
MATTEL, INC.	COM	577081102	178	9,743	S
MATTEL, INC.	COM	577081102	9	500	S
MAXIM INTEGRATED PRODS INC	COM	57772K101	529	10,091	S
MAXIM INTEGRATED PRODS INC	COM	57772K101	434	8,271	S
MAYTAG CORP	COM	578592107	14,840	605,458	S
MAYTAG CORP	COM	578592107	58	2,350	S
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	1,144	33,656	S
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	60	1,776	S
MCDONALDS CORP	COM	580135101	1,111	42,749	S
MCDONALDS CORP	COM	580135101	460	17,700	S
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	1,028	13,425	S
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	96	1,250	S
MCKESSON CORPORATION	COM	58155Q103	2,135	62,178	S
MCKESSON CORPORATION	COM	58155Q103	191	5,572	S
MEADWESTVACO CORP	COM	583334107	161	5,466	S
MEADWESTVACO CORP	COM	583334107	2,349	79,914	S
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	180	4,793	S
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	349	9,308	S
MEDTRONIC INC	COM	585055106	7,663	157,285	S
MEDTRONIC INC	COM	585055106	2,421	49,695	S
MELLON FINL CORP	COM	58551A108	243	8,285	S
MERCK & CO INC	COM	589331107	12,488	262,911	S
MERCK & CO INC	COM	589331107	7,276	153,187	S
MERRILL LYNCH & CO INC	COM	590188108	692	12,814	S
MERRILL LYNCH & CO INC	COM	590188108	135	2,500	S
METLIFE INC	COM	59156R108	458	12,764	S
METLIFE INC	COM	59156R108	17	488	S
MICROSOFT CORP	COM	594918104	16,671	583,711	S
MICROSOFT CORP	COM	594918104	4,583	160,454	S
MID-AMER APT CMNTYS INC (REIT)	COM	59522J103	260	6,860	S
MIDCAP SPDR TR	UNIT SER 1	595635103	233	2,100	S
MILLEA HOLDINGS INC	ADR	60032R106	210	2,809	S
MINIBISHI TOKYO FINL GROUP	SPONSORED ADR	606816106	158	16,820	S
MONSANTO CO NEW	COM	61166W101	245	6,375	S
MONSANTO CO NEW	COM	61166W101	99	2,562	S
MOODYS CORP	COM	615369105	478	7,390	S
MOODYS CORP	COM	615369105	52	800	S
MORGAN STANLEY	COM NEW	617446448	8,830	167,330	S
MORGAN STANLEY	COM NEW	617446448	813	15,406	S
MOTOROLA INC	COM	620076109	1,715	93,998	S
MOTOROLA INC	COM	620076109	418	22,900	S
MUNIVEST FD INC	COM	626295109	25	2,956	S

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MUNIVEST FD INC	COM	626295109	96	11,200	S
MURPHY OIL CORP	COM	626717102	2,687	36,464	S
MURPHY OIL CORP	COM	626717102	27	368	S
NASDAQ 100 TR	UNIT SER 1	631100104	200	5,300	S
NASDAQ 100 TR	UNIT SER 1	631100104	86	2,270	S
NATIONAL CITY CORP	COM	635405103	466	13,320	S
NATIONAL CITY CORP	COM	635405103	187	5,346	S
NATIONAL COMM FINL CORP	COM	63545P104	2,353	72,411	S
NATIONAL COMM FINL CORP	COM	63545P104	151	4,638	S
NETWORK APPLIANCE INC DELEWARE	COM	64120L104	731	33,956	S
NETWORK APPLIANCE INC DELEWARE	COM	64120L104	26	1,185	S
NEWMONT MINING CORP (NEW)	COM	651639106	9,477	244,505	S
NEWMONT MINING CORP (NEW)	COM	651639106	1,074	27,711	S
NEXTEL COMMUNICATIONS INC	CL A	65332V103	610	22,889	S
NEXTEL COMMUNICATIONS INC	CL A	65332V103	11	410	S
NIKE INC CL B	CL B	654106103	2,650	34,986	S
NIKE INC CL B	CL B	654106103	180	2,374	S
NOKIA CORP	SPONSORED ADR	654902204	966	66,425	S
NOKIA CORP	SPONSORED ADR	654902204	240	16,494	S
NORFOLK SOUTHERN CORPORATION	COM	655844108	434	16,378	S
NORFOLK SOUTHERN CORPORATION	COM	655844108	449	16,917	S
NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	241	6,040	S
NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	220	5,500	S
NORTHROP GRUMMAN CORP	COM	666807102	3,962	73,778	S
NORTHROP GRUMMAN CORP	COM	666807102	659	12,278	S
NOVARTIS AG ADR	SPONSORED ADR	66987V109	438	9,832	S
NOVARTIS AG ADR	SPONSORED ADR	66987V109	5	120	S
NUCOR CORP	COM	670346105	102	1,325	S
NUCOR CORP	COM	670346105	123	1,600	S
NUVEEN DIVIDEND ADV MUNI 3	COM SH BEN INT	67070X101	267	20,000	S
NUVEEN INSD DIVID ADVANTAGE	COM	67071L106	135	10,000	S
OGE ENERGY CORP	COM	670837103	157	6,152	S
OGE ENERGY CORP	COM	670837103	202	7,950	S
NUVEEN MUN VALUE FD INC	COM	670928100	118	13,500	S
NUVEEN MUN VALUE FD INC	COM	670928100	12	1,333	S
NUVEEN TEX QUAL INCM MUN FD	COM	670983105	695	49,800	S
OCCIDENTAL PETE CORP	COM	674599105	714	14,750	S
OCCIDENTAL PETE CORP	COM	674599105	36	740	S
OLD REPUBLIC INTL CORP	COM	680223104	120	5,050	S
OLD REPUBLIC INTL CORP	COM	680223104	11,285	475,779	S
OMNICOM GROUP	COM	681919106	274	3,616	S
OMNICOM GROUP	COM	681919106	571	7,521	S
ORACLE CORPORATION	COM	68389X105	2,883	241,635	S
ORACLE CORPORATION	COM	68389X105	245	20,555	S
OXFORD HEALTH PLANS INC	COM	691471106	204	3,700	S
PNC FINANCIAL SERVICES GROUP	COM	693475105	669	12,600	S
PNC FINANCIAL SERVICES GROUP	COM	693475105	67	1,260	S
PPG INDUSTRIES INC	COM	693506107	75	1,200	S
PPG INDUSTRIES INC	COM	693506107	312	5,000	S
PPL CORP	COM	69351T106	205	4,457	S
PACCAR INC	COM	693718108	303	5,225	S
PACCAR INC	COM	693718108	105	1,809	S
PACIFICARE HLTH SYS INC DEL	COM	695112102	379	9,800	S
PARKER HANNIFIN CORP	COM	701094104	626	10,533	S
PARKER HANNIFIN CORP	COM	701094104	10	170	S
PAYCHEX INC	COM	704326107	261	7,695	S
PENTAIR INC	COM	709631105	102	3,040	S
PENTAIR INC	COM	709631105	121	3,600	S
PEPSICO INC	COM	713448108	17,467	324,176	S
PEPSICO INC	COM	713448108	4,093	75,962	S
PERKINELMER INC	COM	714046109	289	14,404	S
PERKINELMER INC	COM	714046109	9	450	S

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PFIZER INC	COM	717081103	28,960	844,820	S
PFIZER INC	COM	717081103	7,481	218,222	S
PHELPS DODGE CORP	COM	717265102	2,234	28,827	S
PHELPS DODGE CORP	COM	717265102	136	1,759	S
PHILADELPHIA CONS HLDG CORP	COM	717528103	207	3,445	S
PIMCO MUN INCOME FD II	COM	72200W106	267	20,000	S
PIMCO MUN INCOME FD III	COM	72201A103	272	20,525	S
PIONEER NATURAL RESOURCES CO	COM	723787107	877	25,000	S
PITNEY BOWES INC	COM	724479100	1,441	32,576	S
PITNEY BOWES INC	COM	724479100	571	12,900	S
PIXAR INC	COM	725811103	247	3,554	S
PIXAR INC	COM	725811103	7	103	S
PLUM CREEK TIMBER CO INC (REIT)	COM	729251108	3,186	97,776	S
PLUM CREEK TIMBER CO INC (REIT)	COM	729251108	104	3,177	S
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	121	11,143	S
PRAXAIR INC	COM	74005P104	512	12,834	S
PRAXAIR INC	COM	74005P104	219	5,480	S
PROASSURANCE CORP	COM	74267C106	435	12,767	S
PROASSURANCE CORP	COM	74267C106	73	2,136	S
PROCTER & GAMBLE CO	COM	742718109	17,097	314,053	S
PROCTER & GAMBLE CO	COM	742718109	8,646	158,814	S
PROGRESS ENERGY INC	COM	743263105	624	14,173	S
PROGRESS ENERGY INC	COM	743263105	266	6,032	S
PROGRESSIVE CORP OHIO	COM	743315103	740	8,679	S
PROGRESSIVE CORP OHIO	COM	743315103	36	424	S
PROTECTIVE LIFE CORP	COM	743674103	1,525	39,444	S
PROTECTIVE LIFE CORP	COM	743674103	4,278	110,637	S
PROVIDIAN FINL CORP	COM	74406A102	161	11,009	S
PROVIDIAN FINL CORP	COM	74406A102	208	14,200	S
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	406	10,139	S
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	171	4,278	S
PUTNAM INVT GRADE MUN TR	COM	746805100	292	31,000	S
PUTNAM MANAGED MUN INCOME TR	COM	746823103	285	41,000	S
QUALCOMM INC	COM	747525103	1,876	25,710	S
QUALCOMM INC	COM	747525103	1,414	19,378	S
QUESTAR CORP	COM	748356102	2	50	S
QUESTAR CORP	COM	748356102	348	9,000	S
RMK HIGH INCOME FD INC	COM SHS	74963B105	426	26,325	S
RMK HIGH INCOME FD INC	COM SHS	74963B105	32	2,000	S
RADIOSHACK CORP	COM	750438103	238	8,318	S
RADIOSHACK CORP	COM	750438103	186	6,490	S
RAYTHEON CO (NEW)	COM NEW	755111507	1,900	53,120	S
RAYTHEON CO (NEW)	COM NEW	755111507	465	12,990	S
REGIS CORP MINN	COM	758932107	223	5,000	S
REGIONS FINANCIAL CORP	COM	758940100	87,089	2,382,745	S
REGIONS FINANCIAL CORP	COM	758940100	52,551	1,437,797	S
RELIANT ENERGY INC	COM	75952B105	74	6,820	S
RELIANT ENERGY INC	COM	75952B105	95	8,744	S
ROCKWELL AUTOMATION INC	COM	773903109	260	6,921	S
ROCKWELL AUTOMATION INC	COM	773903109	27	732	S
ROCKWELL COLLINS INC	COM	774341101	192	5,750	S
ROCKWELL COLLINS INC	COM	774341101	22	666	S
ROPER INDS INC NEW	COM	776696106	284	4,993	S
ROPER INDS INC NEW	COM	776696106	9	160	S
ROYAL DUTCH PETROLEUM CO ADR	NY REG EUR.56	780257804	2,914	56,389	S
ROYAL DUTCH PETROLEUM CO ADR	NY REG EUR.56	780257804	772	14,934	S
RUBY TUESDAY INC	COM	781182100	6,102	222,288	S
RUBY TUESDAY INC	COM	781182100	207	7,528	S
RUSSELL CORP	COM	782352108	85	4,750	S
RUSSELL CORP	COM	782352108	111	6,171	S
SBC COMMUNICATIONS INC NEW	COM	78387G103	2,941	121,282	S
SBC COMMUNICATIONS INC NEW	COM	78387G103	1,280	52,798	S

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SPDR TR	UNIT SER 1	78462F103	2,684	23,436	S
SPDR TR	UNIT SER 1	78462F103	410	3,579	S
SABINE ROYALTY TRUST INTEREST	UNIT BEN INT	785688102	382	11,176	S
SABINE ROYALTY TRUST INTEREST	UNIT BEN INT	785688102	17	500	S
SAFeway INC	COM NEW	786514208	288	11,380	S
THE ST. PAUL TRAVELERS CO	COM	792860108	366	9,017	S
THE ST. PAUL TRAVELERS CO	COM	792860108	527	13,007	S
SAKS INC	COM	79377W108	7	460	S
SAKS INC	COM	79377W108	177	11,832	S
SARA LEE CORP	COM	803111103	6,513	283,291	S
SARA LEE CORP	COM	803111103	411	17,871	S
SCANA CORP NEW	COM	80589M102	638	17,542	S
SCANA CORP NEW	COM	80589M102	545	14,997	S
SCHERING A G	SPONSORED ADR	806585204	211	3,570	S
SCHERING-PLOUGH CORP	COM	806605101	1,443	78,060	S
SCHERING-PLOUGH CORP	COM	806605101	520	28,115	S
SCHLUMBERGER LTD ADR	COM	806857108	4,008	63,113	S
SCHLUMBERGER LTD ADR	COM	806857108	1,970	31,026	S
SCHWAB CHARLES CORP NEW	COM	808513105	673	69,999	S
SCHWAB CHARLES CORP NEW	COM	808513105	10	1,026	S
SCIENTIFIC ATLANTA INC	COM	808655104	428	12,400	S
SCIENTIFIC ATLANTA INC	COM	808655104	17	500	S
SCUDDER MUN INCOME TR	COM SH BEN INT	81118R604	460	41,000	S
SHELL TRANS & TRADING PLC	ADR NY SHS NEW	822703609	81	1,805	S
SHELL TRANS & TRADING PLC	ADR NY SHS NEW	822703609	134	3,000	S
SHERWIN WILLIAMS CO	COM	824348106	353	8,496	S
SHERWIN WILLIAMS CO	COM	824348106	53	1,270	S
SIMON PPTY GROUP INC NEW (REIT)	COM	828806109	153	2,972	S
SIMON PPTY GROUP INC NEW (REIT)	COM	828806109	228	4,425	S
SMITH INTL INC	COM	832110100	6,347	113,820	S
SMITH INTL INC	COM	832110100	443	7,950	S
SOLECTRON CORP	COM	834182107	83	12,904	S
SOLECTRON CORP	COM	834182107		9	S
SOUTHERN CO	COM	842587107	5,787	198,524	S
SOUTHERN CO	COM	842587107	2,775	95,198	S
SOUTHTRUST CORP	COM	844730101	7,199	185,492	S
SOUTHTRUST CORP	COM	844730101	7,213	185,851	S
SOUTHWEST AIRLINES CO	COM	844741108	649	38,715	S
SOUTHWEST AIRLINES CO	COM	844741108	31	1,868	S
SPRINT CORP (FON GROUP)	COM FON GROUP	852061100	255	14,498	S
SPRINT CORP (FON GROUP)	COM FON GROUP	852061100	88	4,980	S
STARBUCKS CORP	COM	855244109	457	10,505	S
STARBUCKS CORP	COM	855244109	21	479	S
STATE STR CORP	COM	857477103	371	7,570	S
STRYKER CORP	COM	863667101	920	16,725	S
STRYKER CORP	COM	863667101	11	200	S
SUN LIFE FINL INC	COM	866796105	328	11,331	S
SUN MICROSYSTEMS INC	COM	866810104	28	6,454	S
SUN MICROSYSTEMS INC	COM	866810104	55	12,800	S
SUNGARD DATA SYS INC	COM	867363103	176	6,785	S
SUNGARD DATA SYS INC	COM	867363103	31	1,195	S
SUNOCO INC	COM	86764P109	158	2,486	S
SUNOCO INC	COM	86764P109	48	748	S
SUNTRUST BANKS INC	COM	867914103	2,056	31,633	S
SUNTRUST BANKS INC	COM	867914103	323	4,963	S
SYMANTEC CORP	COM	871503108	378	8,646	S
SYMANTEC CORP	COM	871503108	200	4,560	S
SYNOVUS FINANCIAL CORP	COM	87161C105	545	21,537	S
SYNOVUS FINANCIAL CORP	COM	87161C105	2,786	110,021	S
SYSCO CORP	COM	871829107	2,159	60,180	S
SYSCO CORP	COM	871829107	154	4,280	S
TEPPCO PARTNERS LP	UT LTD PARTNER	872384102	409	10,740	S

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TEPPCO PARTNERS LP	UT LTD PARTNER	872384102	137	3,600	S
TXU CORP	COM	873168108	628	15,497	S
TXU CORP	COM	873168108	166	4,107	S
TARGET CORP	COM	87612E106	3,419	80,509	S
TARGET CORP	COM	87612E106	1,232	29,005	S
TELEFONICA S. A.	SPONSORED ADR	879382208	552	12,369	S
TELEFONICA S. A.	SPONSORED ADR	879382208	4	100	S
TELEFONOS DE MEXICO S A ADR	SPON ADR ORD L	879403780	163	4,888	S
TELEFONOS DE MEXICO S A ADR	SPON ADR ORD L	879403780	37	1,125	S
TELEPHONE & DATA SYS INC	COM	879433100	923	12,957	S
TEMPLETON GLOBAL INCOME FD INC	COM	880198106	109	13,707	S
TEMPLETON GLOBAL INCOME FD INC	COM	880198106	8	1,000	S
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	208	3,098	S
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	37	555	S
TEXAS INSTRUMENTS INC	COM	882508104	3,952	163,457	S
TEXAS INSTRUMENTS INC	COM	882508104	1,176	48,655	S
TEXTRON INC	COM	883203101	273	4,605	S
THERMO ELECTRON CORP	COM	883556102	338	10,987	S
THERMO ELECTRON CORP	COM	883556102	14	453	S
THOR INDS INC	COM	885160101	271	8,100	S
3M CO	COM	88579Y101	4,590	50,999	S
3M CO	COM	88579Y101	2,984	33,149	S
TIFFANY & CO NEW COM	COM	886547108	225	6,104	S
TIME WARNER INC	COM	887317105	515	29,307	S
TIME WARNER INC	COM	887317105	115	6,551	S
TORCHMARK CORP	COM	891027104	4,495	83,559	S
TORCHMARK CORP	COM	891027104	10,623	197,450	S
TRIZEC PROPERTIES INC (REIT)	COM	89687P107	944	58,045	S
TYCO INTL LTD NEW ADR	COM	902124106	279	8,420	S
TYCO INTL LTD NEW ADR	COM	902124106	25	740	S
TYSON FOODS CLASS A	CL A	902494103	184	8,791	S
TYSON FOODS CLASS A	CL A	902494103	130	6,200	S
UST INC	COM	902911106	1,481	41,134	S
UST INC	COM	902911106	365	10,150	S
US BANCORP DEL COM NEW	COM NEW	902973304	2,632	95,483	S
US BANCORP DEL COM NEW	COM NEW	902973304	49	1,770	S
ULTRA PETE CORP	COM	903914109	417	11,166	S
UNILEVER N V ADR	NY SHS NEW	904784709	181	2,640	S
UNILEVER N V ADR	NY SHS NEW	904784709	88	1,285	S
UNION PACIFIC CORP	COM	907818108	1,427	24,000	S
UNION PACIFIC CORP	COM	907818108	187	3,150	S
UNION PLANTERS CORP	COM	908068109	1,942	65,138	S
UNION PLANTERS CORP	COM	908068109	6,485	217,555	S
UNITED PARCEL SVC INC	CL B	911312106	145	1,923	S
UNITED PARCEL SVC INC	CL B	911312106	516	6,862	S
UNITED SEC BANCSHARES INC	SHS	911459105	2,246	112,640	S
UNITED SEC BANCSHARES INC	SHS	911459105	35	1,736	S
UNITED TECHNOLOGIES CORP	COM	913017109	1,833	20,032	S
UNITED TECHNOLOGIES CORP	COM	913017109	708	7,736	S
UNITEDHEALTH GROUP INC	COM	91324P102	1,226	19,702	S
UNITEDHEALTH GROUP INC	COM	91324P102	49	784	S
UNOCAL CORP	COM	915289102	220	5,788	S
UNOCAL CORP	COM	915289102	38	1,000	S
UNUMPROVIDENT CORP	COM	91529Y106	65	4,110	S
UNUMPROVIDENT CORP	COM	91529Y106	381	23,983	S
URBAN OUTFITTERS INC	COM	917047102	280	4,600	S
V F CORP	COM	918204108	2,173	44,616	S
V F CORP	COM	918204108	195	4,000	S
VERISIGN INC	COM	92343E102	209	10,503	S
VERISIGN INC	COM	92343E102	6	301	S
VERIZON COMMUNICATIONS	COM	92343V104	5,106	141,089	S
VERIZON COMMUNICATIONS	COM	92343V104	2,434	67,250	S

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VIACOM INC	CL A	925524100	661	18,198	S
VIACOM INC	CL A	925524100	64	1,750	S
VIACOM INC	CL B	925524308	2,270	63,564	S
VIACOM INC	CL B	925524308	306	8,580	S
VIVENDI UNIVERSAL	SPON ADR NEW	92851S204	1,590	57,000	S
VIVENDI UNIVERSAL	SPON ADR NEW	92851S204	107	3,840	S
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	902	40,814	S
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	609	27,535	S
VULCAN MATERIALS CO	COM	929160109	7,495	157,623	S
VULCAN MATERIALS CO	COM	929160109	12,799	269,159	S
WACHOVIA CORP	COM	929903102	3,804	85,492	S
WACHOVIA CORP	COM	929903102	986	22,155	S
WADDELL & REED FINL INC CL A	COM	930059100	269	12,180	S
WADDELL & REED FINL INC CL A	COM	930059100	1,310	59,257	S
WAL MART STORES INC	COM	931142103	10,311	195,427	S
WAL MART STORES INC	COM	931142103	4,004	75,886	S
WALGREEN CO	COM	931422109	2,482	68,557	S
WALGREEN CO	COM	931422109	127	3,508	S
WASHINGTON MUTUAL INC	COM	939322103	1,039	26,887	S
WASHINGTON MUTUAL INC	COM	939322103	410	10,606	S
WASTE MANAGEMENT COM	COM	94106L109	2,275	74,218	S
WASTE MANAGEMENT COM	COM	94106L109	3	100	S
WELLPOINT HEALTH NETWORKS INC	COM	94973H108	220	1,960	S
WELLS FARGO & CO NEW	COM	949746101	9,030	157,780	S
WELLS FARGO & CO NEW	COM	949746101	1,538	26,875	S
WESBANCO INC	COM	950810101	914	31,362	S
WEYERHAEUSER CO	COM	962166104	6,155	97,520	S
WEYERHAEUSER CO	COM	962166104	819	12,969	S
WHOLE FOODS MKT INC	COM	966837106	228	2,393	S
WILMINGTON TR CORP	COM	971807102	195	5,250	S
WILMINGTON TR CORP	COM	971807102	7	200	S
WISCONSIN ENERGY CORP	COM	976657106	278	8,525	S
WISCONSIN ENERGY CORP	COM	976657106	101	3,110	S
WRIGLEY WM JR CO	COM	982526105	3,022	47,932	S
WRIGLEY WM JR CO	COM	982526105	794	12,600	S
WYETH	COM	983024100	6,138	169,736	S
WYETH	COM	983024100	2,802	77,485	S
XM SATELLITE RADIO INC	CL A	983759101	274	10,044	S
XM SATELLITE RADIO INC	CL A	983759101	40	1,472	S
XTO ENERGY INC	COM	98385X106	670	22,492	S
XTO ENERGY INC	COM	98385X106	2	81	S
XILINX INC	COM	983919101	1,152	34,583	S
XILINX INC	COM	983919101	9	264	S
XEROX CORP	COM	984121103	170	11,695	S
YAHOO INC	COM	984332106	1,044	28,668	S
YAHOO INC	COM	984332106	199	5,479	S
YUM BRANDS INC	COM	988498101	1,777	47,733	S
YUM BRANDS INC	COM	988498101	27	732	S
ZIMMER HLDGS INC	COM	98956P102	664	7,525	S
ZIMMER HLDGS INC	COM	98956P102	259	2,932	S