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REGIONS FINANCIAL CORP  
Form 13F-HR  
May 14, 2003

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

FORM 13F

Form 13F COVER PAGE

Report for the Quarter Ended: March 31, 2003

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                      May 14, 2003  
[Signature]                                      [City, State]                                      [Date]

Report Type (Check only one.):

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: 743

Form 13F Information Table Value Total: \$2,005,857 (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 CALL
XCELERA INC	COM	G31611109	11	18,036
GLOBALSANTAFE CORPORATION	SHS	G3930E101	1,962	95,023
GLOBALSANTAFE CORPORATION	SHS	G3930E101	323	15,660
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	8,770	227,255
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	258	6,684
NABORS INDUSTRIES LTD	SHS	G6359F103	214	5,369
NABORS INDUSTRIES LTD	SHS	G6359F103	10	240
TRANSOCEAN INC	ORD	G90078109	110	5,378
TRANSOCEAN INC	ORD	G90078109	218	10,641
XL CAPITAL LTD	CL A	G98255105	217	3,102
FLEXTRONICS INTL ADR	ORD	Y2573F102	10,391	1,191,608
FLEXTRONICS INTL ADR	ORD	Y2573F102	96	11,000
AFLAC INC	COM	001055102	6,450	201,262
AFLAC INC	COM	001055102	1,401	43,715
AGL RES INC	COM	001204106	42	1,760
AGL RES INC	COM	001204106	347	14,672
AOL TIME WARNER INC	COM	00184A105	356	32,797
AOL TIME WARNER INC	COM	00184A105	76	7,031
AT&T CORP	COM NEW	001957505	164	10,093
AT&T CORP	COM NEW	001957505	88	5,418
AT & T WIRELESS SERVICES INC	COM	00209A106	115	17,361
AT & T WIRELESS SERVICES INC	COM	00209A106	32	4,839
ABBOTT LABORATORIES	COM	002824100	14,774	392,818
ABBOTT LABORATORIES	COM	002824100	864	22,960
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	22,494	749,054
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	183	6,100
ABERDEEN ASIA PAC PRIME INC	COM	003009107	54	11,000
ABERDEEN ASIA PAC PRIME INC	COM	003009107	123	25,000
AEGON N V ADR	ORD AMER REG	007924103	180	23,809
AEGON N V ADR	ORD AMER REG	007924103	170	22,533
AFFILIATED COMPUTER SVCS INC	CL A	008190100	2,912	65,801
AFFILIATED COMPUTER SVCS INC	CL A	008190100	12	268
AIR PRODUCTS & CHEMICALS INC	COM	009158106	121	2,927
AIR PRODUCTS & CHEMICALS INC	COM	009158106	208	5,032
ALABAMA NATL BANCORPORATION DEL	COM	010317105	395	9,625
ALABAMA NATL BANCORPORATION DEL	COM	010317105	21	500
ALBERTSONS INC	COM	013104104	266	14,105
ALBERTSONS INC	COM	013104104	18	970

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ALCOA INC	COM	013817101	2,105	108,595
ALCOA INC	COM	013817101	159	8,225
ALCATEL ADR	SPONSORED ADR	013904305	82	11,965
ALFA CORP	COM	015385107	465	40,008
ALFA CORP	COM	015385107	16	1,396
ALLSTATE CORP	COM	020002101	2,262	68,192
ALLSTATE CORP	COM	020002101	368	11,097
ALLTEL CORP	COM	020039103	926	20,687
ALLTEL CORP	COM	020039103	293	6,535
ALTRIA GROUP INC	COM	02209S103	4,209	140,473
ALTRIA GROUP INC	COM	02209S103	2,000	66,748
AMERICAN EAGLE OUTFITTERS IN	COM	02553E106	4,065	280,000
AMERICAN ELECTRIC POWER INC	COM	025537101	277	12,104
AMERICAN ELECTRIC POWER INC	COM	025537101	9	377
AMERICAN EXPRESS CO	COM	025816109	12,510	376,465
AMERICAN EXPRESS CO	COM	025816109	1,494	44,959
AMERICAN INTL GROUP INC	COM	026874107	10,965	221,576
AMERICAN INTL GROUP INC	COM	026874107	2,248	45,467
AMGEN INC	COM	031162100	15,474	268,875
AMGEN INC	COM	031162100	1,111	19,298
AMSOUTH BANCORPORATION	COM	032165102	9,190	462,264
AMSOUTH BANCORPORATION	COM	032165102	6,859	345,000
ANADARKO PETE CORP	COM	032511107	1,320	29,009
ANADARKO PETE CORP	COM	032511107	70	1,537
ANHEUSER BUSCH COS INC	COM	035229103	12,669	271,806
ANHEUSER BUSCH COS INC	COM	035229103	573	12,299
AON CORP	COM	037389103	983	47,550
APACHE CORP	COM	037411105	4,482	72,600
APACHE CORP	COM	037411105	147	2,380
APPLEBEES INTL INC	COM	037899101	1,130	40,315
APPLIED MATLS INC	COM	038222105	15,484	1,230,870
APPLIED MATLS INC	COM	038222105	294	23,340
ARCHER DANIELS MIDLAND CO	COM	039483102	451	41,719
ARCHER DANIELS MIDLAND CO	COM	039483102	42	3,903
ASTRAZENECA PLC	SPONSORED ADR	046353108	216	6,290
ATLANTIC COAST AIR HLDGS INC	COM	048396105	994	160,000
AUBURN NATIONAL BANCORPORATION	COM	050473107	143	10,800
AUBURN NATIONAL BANCORPORATION	COM	050473107	325	24,450
AUTOMATIC DATA PROCESSING INC	COM	053015103	1,038	33,713
AUTOMATIC DATA PROCESSING INC	COM	053015103	257	8,347
AVANT IMMUNOTHERAPEUTICS INC	COM	053491106	13	11,542
AVERY DENNISON CORP	COM	053611109	254	4,334
AVERY DENNISON CORP	COM	053611109	59	1,000
AVOCENT CORP	COM	053893103	10,036	430,000
AVON PRODS INC	COM	054303102	207	3,635
AVON PRODS INC	COM	054303102	293	5,136
BISYS GROUP INC	COM	055472104	1,142	70,000
BJ SVCS CO	COM	055482103	708	20,573
BP PLC ADR	SPONSORED ADR	055622104	12,200	316,133
BP PLC ADR	SPONSORED ADR	055622104	2,865	74,232
BMC SOFTWARE INC	COM	055921100	287	19,047
BMC SOFTWARE INC	COM	055921100	8	500
BANCO BILBAO VIZCAYA S.A. ADR	SPONSORED ADR	05946K101	104	12,445
BANCO BILBAO VIZCAYA S.A. ADR	SPONSORED ADR	05946K101	2	290
BANCORPSOUTH INC	COM	059692103	56	3,064
BANCORPSOUTH INC	COM	059692103	184	10,000
BANCTRUST FINANCIAL GP	COM	05978R107	322	22,355
BANK AMER CORP	COM	060505104	15,859	237,272
BANK AMER CORP	COM	060505104	20,522	307,033
BANK NEW YORK INC	COM	064057102	810	39,497
BANK NEW YORK INC	COM	064057102	77	3,780
BANK ONE CORP	COM	06423A103	288	8,313

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BANK ONE CORP	COM	06423A103	290	8,363
BANKNORTH GROUP INC	COM	06646R107	890	40,800
BARRICK GOLD CORP ADR	COM	067901108	802	51,520
BARRICK GOLD CORP ADR	COM	067901108	61	3,900
BARR LABS INC	COM	068306109	252	4,416
BARR LABS INC	COM	068306109	10	172
BAXTER INTERNATIONAL INC	COM	071813109	398	21,372
BAXTER INTERNATIONAL INC	COM	071813109	284	15,240
BEAR STEARNS COS INC	COM	073902108	187	2,844
BEAR STEARNS COS INC	COM	073902108	77	1,177
BECTON DICKINSON & CO	COM	075887109	511	14,850
BECTON DICKINSON & CO	COM	075887109	35	1,008
BED BATH & BEYOND INC	COM	075896100	4,790	138,668
BED BATH & BEYOND INC	COM	075896100	72	2,073
BELLSOUTH CORP	COM	079860102	5,371	247,861
BELLSOUTH CORP	COM	079860102	2,671	123,245
BERKSHIRE HATHAWAY INC DEL CL A CL A		084670108	1,978	31
BERKSHIRE HATHAWAY INC DEL CL A CL A		084670108	1,404	22
BERKSHIRE HATHAWAY INC DEL CL B		084670207	3,387	1,585
BERKSHIRE HATHAWAY INC DEL CL B		084670207	752	352
BEST BUY INC	COM	086516101	13,544	502,175
BEST BUY INC	COM	086516101	256	9,480
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	2	1,500
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	166	109,054
BIOGEN INC	COM	090597105	194	6,464
BIOGEN INC	COM	090597105	35	1,171
BLACKROCK INSD MUN TERM TR INC	COM	092474105	277	25,000
BLACKROCK INSD MUN INCOME TR	COM	092479104	272	19,500
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	209	15,000
BLOCK H & R INC	COM	093671105	272	6,365
BLOCK H & R INC	COM	093671105	213	4,980
BLOUNT INTL INC NEW	COM	095180105	269	41,851
BOEING CO	COM	097023105	5,151	205,546
BOEING CO	COM	097023105	302	12,053
BRINKER INTL INC	COM	109641100	1,844	60,470
BRISTOL MYERS SQUIBB CO	COM	110122108	13,085	619,281
BRISTOL MYERS SQUIBB CO	COM	110122108	2,846	134,670
BROWN & BROWN INC	COM	115236101	1,290	41,200
BUCKEYE PARTNERS LP UNITS	UNIT LTD PARTN	118230101	252	7,000
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	2,492	100,061
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	45	1,825
BURLINGTON RESOURCES INC	COM	122014103	7,767	162,807
BURLINGTON RESOURCES INC	COM	122014103	365	7,650
CIGNA CORP	COM	125509109	960	21,000
CIGNA CORP	COM	125509109	100	2,196
CSX CORP	COM	126408103	187	6,548
CSX CORP	COM	126408103	58	2,020
CVS CORPORATION (DEL)	COM	126650100	6,662	279,344
CVS CORPORATION (DEL)	COM	126650100	126	5,294
CABOT MICROELECTRONICS CORP	COM	12709P103	2,994	71,393
CAMPBELL SOUP CO	COM	134429109	168	8,000
CAMPBELL SOUP CO	COM	134429109	145	6,900
CARDINAL HEALTH INC	COM	14149Y108	6,529	114,600
CARDINAL HEALTH INC	COM	14149Y108	345	6,049
CATERPILLAR INC	COM	149123101	8,680	176,413
CATERPILLAR INC	COM	149123101	328	6,668
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	374	15,000
CENDANT CORP	COM	151313103	140	11,045
CENTERPOINT ENERGY INC	COM	15189T107	73	10,405
CENTERPOINT ENERGY INC	COM	15189T107	48	6,824
CENTURYTEL INC	COM	156700106	6,933	251,197
CENTURYTEL INC	COM	156700106	22	800

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CHEVRONTEXACO CORP	COM	166764100	14,559	225,200
CHEVRONTEXACO CORP	COM	166764100	3,465	53,593
CHICOS FAS INC	COM	168615102	4,400	220,000
CINERGY CORP	COM	172474108	144	4,287
CINERGY CORP	COM	172474108	399	11,850
CISCO SYS INC	COM	17275R102	14,857	1,144,328
CISCO SYS INC	COM	17275R102	1,052	81,016
CITIGROUP INC	COM	172967101	19,401	563,176
CITIGROUP INC	COM	172967101	3,934	114,206
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	9,600	283,020
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	203	5,995
CLOROX CO	COM	189054109	2,408	52,152
CLOROX CO	COM	189054109	410	8,889
COCA COLA CO	COM	191216100	30,491	753,247
COCA COLA CO	COM	191216100	33,457	826,504
COCA COLA ENTERPRISES INC	COM	191219104	4,094	219,060
COLGATE PALMOLIVE CO	COM	194162103	6,154	113,050
COLGATE PALMOLIVE CO	COM	194162103	15,186	278,944
COLONIAL BANCGROUP INC	COM	195493309	121	10,758
COLONIAL BANCGROUP INC	COM	195493309	55	4,888
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	68	2,050
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	279	8,425
COMCAST CORP NEW CL A	CL A	20030N101	745	26,049
COMCAST CORP NEW CL A	CL A	20030N101	320	11,198
COMCAST CORP NEW	CL A SPL	20030N200	11,953	434,662
COMCAST CORP NEW	CL A SPL	20030N200	474	17,255
COMPASS BANCSHARES, INC.	COM	20449H109	1,811	57,927
COMPASS BANCSHARES, INC.	COM	20449H109	3,832	122,548
CONAGRA FOODS INC COM	COM	205887102	1,448	72,130
CONAGRA FOODS INC COM	COM	205887102	478	23,812
CONEXANT SYS INC	COM	207142100	17	11,610
CONEXANT SYS INC	COM	207142100	2	1,448
CONOCO/PHILLIPS	COM	20825C104	8,516	158,887
CONOCO/PHILLIPS	COM	20825C104	463	8,638
CONSOLIDATED EDISON INC	COM	209115104	143	3,711
CONSOLIDATED EDISON INC	COM	209115104	113	2,950
COOPER CAMERON CORP	COM	216640102	966	19,509
COOPER CAMERON CORP	COM	216640102	21	425
COSTCO WHSL CORP	COM	22160K105	542	18,055
COSTCO WHSL CORP	COM	22160K105	183	6,095
COX COMMUNICATIONS INC NEW	CL A	224044107	26,205	842,349
CYPRESS SEMICONDUCTOR CORP	COM	232806109	690	100,000
DNP SELECT INCOME FD	COM	23325P104	471	47,425
DNP SELECT INCOME FD	COM	23325P104	186	18,780
DTE ENERGY CO	COM	233331107	196	5,063
DTE ENERGY CO	COM	233331107	28	725
DEERE & CO	COM	244199105	151	3,850
DEERE & CO	COM	244199105	94	2,400
DEL MONTE FOODS CO	COM	24522P103	130	17,406
DEL MONTE FOODS CO	COM	24522P103	27	3,631
DELL COMPUTER CORP	COM	247025109	6,535	239,290
DELL COMPUTER CORP	COM	247025109	721	26,393
DELPHI CORP	COM	247126105	1,101	161,261
DELPHI CORP	COM	247126105	33	4,787
DELTA AIR LINES INC	COM	247361108	80	8,965
DELTA AIR LINES INC	COM	247361108	24	2,688
DELTIC TIMBER CORP	COM	247850100	1,602	67,028
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	159	14,431
DEVON ENERGY CORPORATION NEW	COM	25179M103	1,462	30,325
DIAL CORP NEW COM	COM	25247D101	756	38,991
DIAL CORP NEW COM	COM	25247D101	120	6,211
DIEBOLD INC	COM	253651103	236	6,945

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DILLARDS INC	CL A	254067101	65	5,000
DILLARDS INC	CL A	254067101	65	5,000
WALT DISNEY COMPANY	COM DISNEY	254687106	2,754	161,809
WALT DISNEY COMPANY	COM DISNEY	254687106	987	58,014
DOLLAR TREE STORES INC	COM	256747106	2,390	120,119
DOMINION RES INC VA NEW	COM	25746U109	705	12,726
DOMINION RES INC VA NEW	COM	25746U109	32	580
DOVER CORP	COM	260003108	317	13,071
DOVER CORP	COM	260003108	91	3,745
DOW CHEM CO COM	COM	260543103	736	26,643
DOW CHEM CO COM	COM	260543103	305	11,062
DREYFUS STRATEGIC MUNS INC	COM	261932107	478	50,000
DREYFUS STRATEGIC MUNS INC	COM	261932107	33	3,400
DREYFUS STRATEGIC MUN BD FD INC	COM	26202F107	443	51,548
DU PONT E I DE NEMOURS & CO	COM	263534109	14,382	370,104
DU PONT E I DE NEMOURS & CO	COM	263534109	2,587	66,572
DUKE ENERGY CORP	COM	264399106	2,255	155,094
DUKE ENERGY CORP	COM	264399106	302	20,749
DURECT CORP	COM	266605104	70	50,281
E M C CORP MASS	COM	268648102	4,925	682,245
E M C CORP MASS	COM	268648102	272	37,669
E TRADE GROUP INC	COM	269246104	2,611	620,250
E TRADE GROUP INC	COM	269246104	2	550
EASTMAN CHEM CO	COM	277432100	189	6,536
EASTMAN CHEM CO	COM	277432100	21	740
EASTMAN KODAK CO	COM	277461109	185	6,258
EASTMAN KODAK CO	COM	277461109	41	1,385
EATON CORP	COM	278058102	254	3,632
EATON VANCE MUNI INCOME TR FD	SH BEN INT	27826U108	479	33,332
EL PASO CORP	COM	28336L109	69	11,398
EL PASO CORP	COM	28336L109	38	6,229
ELECTRONIC ARTS	COM	285512109	276	4,700
ELECTRONIC DATA SYS CORP NEW	COM	285661104	7,423	421,777
ELECTRONIC DATA SYS CORP NEW	COM	285661104	697	39,618
EMERSON ELECTRIC CO	COM	291011104	5,458	120,359
EMERSON ELECTRIC CO	COM	291011104	468	10,325
ENERGEN CORP	COM	29265N108	243	7,584
ENERGEN CORP	COM	29265N108	226	7,050
ENERGYSOUTH INC	COM	292970100	1,473	55,672
ENERGYSOUTH INC	COM	292970100	79	3,000
THE ENSTAR GROUP INC	COM	29358R107	881	23,902
ENTERASYS NETWORKS INC	COM	293637104	46	24,777
ENTERGY CORP	COM	29364G103	291	6,041
ENTERGY CORP	COM	29364G103	73	1,520
EXELON CORP	COM	30161N101	543	10,775
EXELON CORP	COM	30161N101	102	2,019
EXPRESS SCRIPTS INC	COM	302182100	5,584	100,245
EXXON MOBIL CORP	COM	30231G102	44,113	1,262,177
EXXON MOBIL CORP	COM	30231G102	14,914	426,724
FPL GROUP INC	COM	302571104	2,687	45,600
FPL GROUP INC	COM	302571104	200	3,400
FAIRCHILD SEMICONDUCTOR INTL	CL A	303726103	1,255	120,000
FAMILY DOLLAR STORES INC	COM	307000109	6,562	212,510
FAMILY DOLLAR STORES INC	COM	307000109	75	2,420
FREDDIE MAC	COM	313400301	1,365	26,006
FREDDIE MAC	COM	313400301	204	3,837
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	8,170	125,017
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	931	14,240
FEDEX CORP	COM	31428X106	11,164	202,717
FEDEX CORP	COM	31428X106	484	8,789
FIRST DATA CORP	COM	319963104	5,292	142,991
FIRST DATA CORP	COM	319963104	204	5,500

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FIRST HEALTH GROUP CORP	COM	320960107	1,281	50,346
FIRST TENNESSEE NATIONAL CORP	COM	337162101	1,131	28,470
FIRST TENNESSEE NATIONAL CORP	COM	337162101	152	3,825
FIRST VIRGINIA BANKSHARES, INC.	COM	337477103	771	19,650
FIRSTENERGY CORP	COM	337932107	254	8,056
FIRSTENERGY CORP	COM	337932107	6	190
FLEETBOSTON FINL CORP	COM	339030108	513	21,494
FLEETBOSTON FINL CORP	COM	339030108	55	2,302
FLEMING COMPANIES INC	COM	339130106	8	16,350
FLORIDA ROCK INDS INC	COM	341140101	367	10,854
FLORIDA ROCK INDS INC	COM	341140101	36	1,057
FOOT LOCKER INC	COM	344849104	132	12,330
FORD MTR CO DEL	COM PAR \$0.01	345370860	151	20,124
FORD MTR CO DEL	COM PAR \$0.01	345370860	108	14,368
FOREST LABS INC	COM	345838106	14,844	275,043
FOREST LABS INC	COM	345838106	306	5,678
FORTUNE BRANDS INC	COM	349631101	668	15,585
FORTUNE BRANDS INC	COM	349631101	109	2,550
FRANKLIN RES INC	COM	354613101	4,933	149,903
FRONTIER AIRLINES	COM	359065109	2,982	600,000
GALLAGHER ARTHUR J & CO	COM	363576109	9,279	377,955
GALLAGHER ARTHUR J & CO	COM	363576109	10	400
GALLAHER GROUP PLC	SPONSORED ADR	363595109	363	9,472
GALLAHER GROUP PLC	SPONSORED ADR	363595109	46	1,200
GANNETT INC	COM	364730101	1,505	21,363
GANNETT INC	COM	364730101	1,253	17,788
GAP INC	COM	364760108	14,744	1,017,559
GAP INC	COM	364760108	216	14,890
GENERAL DYNAMICS CORP	COM	369550108	1,426	25,889
GENERAL DYNAMICS CORP	COM	369550108	17	300
GENERAL ELECTRIC CO	COM	369604103	44,911	1,761,503
GENERAL ELECTRIC CO	COM	369604103	14,296	560,629
GENERAL MILLS INC	COM	370334104	3,087	67,782
GENERAL MILLS INC	COM	370334104	610	13,389
GENERAL MOTORS CORP	COM	370442105	6,941	206,468
GENERAL MOTORS CORP	COM	370442105	437	12,999
GENERAL MTRS CORP CLASS H NEW	CL H NEW	370442832	1,118	99,847
GENERAL MTRS CORP CLASS H NEW	CL H NEW	370442832	17	1,524
GENUINE PARTS CO	COM	372460105	1,218	39,936
GENUINE PARTS CO	COM	372460105	673	22,066
GEORGIA PAC CORP (GA PAC GR)	COM	373298108	1,371	98,661
GEORGIA PAC CORP (GA PAC GR)	COM	373298108	6	400
GILEAD SCIENCES INC	COM	375558103	4,199	100,000
GILLETTE CO	COM	375766102	8,609	278,239
GILLETTE CO	COM	375766102	1,847	59,695
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	314	8,926
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	122	3,455
GOODRICH CORP	COM	382388106	406	28,850
GOODRICH CORP	COM	382388106	14	1,000
GRAY TELEVISION INC	CL A	389375205	298	28,130
HCA-INC	COM	404119109	1,398	33,799
HCA-INC	COM	404119109	17	405
HCB BANCSHARES INC	COM	40413N106	3,392	196,625
HARLEY DAVIDSON INC	COM	412822108	218	5,485
HARLEY DAVIDSON INC	COM	412822108	1	20
HEALTHSOUTH CORP	COM	421924101	2	30,910
HEALTHSOUTH CORP	COM	421924101		500 SH
HEINZ H J CO	COM	423074103	1,392	47,680
HEINZ H J CO	COM	423074103	257	8,795
HERSHEY FOODS CORP	COM	427866108	247	3,935
HERSHEY FOODS CORP	COM	427866108	357	5,700
HEWLETT PACKARD CO	COM	428236103	3,965	255,007

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HEWLETT PACKARD CO	COM	428236103	706	45,385
HIBERNIA CORP	CL A	428656102	529	31,198
HILTON HOTELS	COM	432848109	1,090	93,859
HOME DEPOT INC	COM	437076102	3,970	162,937
HOME DEPOT INC	COM	437076102	809	33,205
HONEYWELL INTERNATIONAL INC	COM	438516106	580	27,173
HONEYWELL INTERNATIONAL INC	COM	438516106	236	11,041
HOUSEHOLD INTERNATIONAL CORP	COM	441815107	120	4,238
HOUSEHOLD INTERNATIONAL CORP	COM	441815107	196	6,927
IDEC PHARMACEUTICALS CORP	COM	449370105	1,711	50,000
ILLINOIS TOOL WKS INC	COM	452308109	264	4,548
INTEL CORP	COM	458140100	26,565	1,631,121
INTEL CORP	COM	458140100	3,523	216,379
INTNL BUSINESS MACHINES CORP	COM	459200101	12,412	158,258
INTNL BUSINESS MACHINES CORP	COM	459200101	3,789	48,306
INTL FLAVORS & FRAGRANCES INC	COM	459506101	106	3,406
INTL FLAVORS & FRAGRANCES INC	COM	459506101	100	3,201
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	15,596	190,433
INTERNATIONAL PAPER CO	COM	460146103	6,064	179,398
INTERNATIONAL PAPER CO	COM	460146103	1,109	32,815
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	838	60,000
ISHARES TR	S&P SMLCP VALU	464287879	113	1,700
ISHARES TR	S&P SMLCP VALU	464287879	100	1,500
JP MORGAN CHASE & CO	COM	46625H100	2,192	91,892
JP MORGAN CHASE & CO	COM	46625H100	732	30,862
JANUS CAP GROUP INC	COM	47102X105	4,591	403,116
JANUS CAP GROUP INC	COM	47102X105	2	169
JEFFERSON PILOT CORP	COM	475070108	7,557	196,400
JEFFERSON PILOT CORP	COM	475070108	3,693	95,975
JOHNSON & JOHNSON	COM	478160104	32,746	565,854
JOHNSON & JOHNSON	COM	478160104	5,393	93,195
KLA - TENCOR CORPORATION	COM	482480100	6,345	176,526
KLA - TENCOR CORPORATION	COM	482480100	144	4,000
KELLOGG CO	COM	487836108	521	17,000
KELLOGG CO	COM	487836108	368	12,000
KEYCORP NEW	COM	493267108	3,358	148,841
KEYCORP NEW	COM	493267108	118	5,250
KIMBERLY CLARK CORP	COM	494368103	4,215	92,709
KIMBERLY CLARK CORP	COM	494368103	1,923	42,296
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	384	10,368
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	19	525
KNIGHT RIDDER INC	COM	499040103	1,837	31,410
KOHL'S CORP	COM	500255104	214	3,790
KOHL'S CORP	COM	500255104	225	3,975
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	268	17,220
KRAFT FOODS INC	CL A	50075N104	1,537	54,495
KRAFT FOODS INC	CL A	50075N104	82	2,895
LAM RESEARCH CORP	COM	512807108	4,795	421,000
LEGGETT & PLATT INC	COM	524660107	981	53,677
LEGG MASON INC	COM	524901105	6,824	140,000
LEHMAN BROS HLDGS INC	COM	524908100	1,535	26,583
LEHMAN BROS HLDGS INC	COM	524908100	84	1,454
LILLY ELI & CO	COM	532457108	12,533	219,293
LILLY ELI & CO	COM	532457108	1,536	26,882
LIMITED BRANDS INC	COM	532716107	120	9,343
LIMITED BRANDS INC	COM	532716107	17	1,300
LINCARE HLDGS INC	COM	532791100	1,228	40,000
LINCOLN NATIONAL CORP IND	COM	534187109	319	11,410
LINCOLN NATIONAL CORP IND	COM	534187109	69	2,469
LIZ CLAIBORNE INC	COM	539320101	5,407	174,878
LIZ CLAIBORNE INC	COM	539320101	58	1,880
LOCKHEED MARTIN CORP	COM	539830109	984	20,689



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LOCKHEED MARTIN CORP	COM	539830109	293	6,167
LOEWS CORP	COM	540424108	30	755
LOEWS CORP	COM	540424108	717	18,000
LOUISIANA PACIFIC CORP	COM	546347105	757	95,464
LOWES COS INC	COM	548661107	9,001	220,496
LOWES COS INC	COM	548661107	385	9,424
LUCENT TECHNOLOGIES INC	COM	549463107	53	36,082
LUCENT TECHNOLOGIES INC	COM	549463107	26	17,363
LUFKIN INDUSTRIES INCORPORATED	COM	549764108	536	27,984
LUFKIN INDUSTRIES INCORPORATED	COM	549764108	704	36,765
MBNA CORP	COM	55262L100	480	31,886
MBNA CORP	COM	55262L100	11	701
MANULIFE FINL CORP ADR	COM	56501R106	615	25,691
MARATHON OIL CORP	COM	565849106	1,989	82,993
MARATHON OIL CORP	COM	565849106	100	4,187
MARSH & MCLENNAN COS INC	COM	571748102	8,196	192,254
MARSH & MCLENNAN COS INC	COM	571748102	436	10,230
MARRIOTT INTL INC NEW	CL A	571903202	2,213	69,584
MARRIOTT INTL INC NEW	CL A	571903202	309	9,700
MASCO CORP	COM	574599106	198	10,633
MASCO CORP	COM	574599106	365	19,590
MATSUSHITA ELEC INDL LTD	ADR	576879209	95	11,120
MATSUSHITA ELEC INDL LTD	ADR	576879209	3	410
MAYTAG CORP	COM	578592107	12,052	633,320
MAYTAG CORP	COM	578592107	38	2,000
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	867	35,928
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	43	1,776
MCDONALDS CORP	COM	580135101	968	66,975
MCDONALDS CORP	COM	580135101	511	35,325
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	665	11,954
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	67	1,200
MCKESSON CORPORATION	COM	58155Q103	152	6,093
MCKESSON CORPORATION	COM	58155Q103	87	3,508
MEADWESTVACO CORP	COM	583334107	285	12,529
MEADWESTVACO CORP	COM	583334107	1,811	79,488
MEDIMMUNE INC	COM	584699102	8,229	250,661
MEDIMMUNE INC	COM	584699102	150	4,570
MEDTRONIC INC	COM	585055106	7,944	176,143
MEDTRONIC INC	COM	585055106	1,462	32,402
MELLON FINL CORP	COM	58551A108	1,753	82,436
MELLON FINL CORP	COM	58551A108	26	1,200
MERCK & CO INC	COM	589331107	25,855	471,988
MERCK & CO INC	COM	589331107	7,889	144,017
MERRILL LYNCH & CO INC	COM	590188108	7,406	209,205
MERRILL LYNCH & CO INC	COM	590188108	4	100
METLIFE INC	COM	59156R108	198	7,507
METLIFE INC	COM	59156R108	13	488
MICROSOFT CORP	COM	594918104	33,542	1,385,054
MICROSOFT CORP	COM	594918104	3,671	151,632
MICROCHIP TECHNOLOGY INC	COM	595017104	2,985	150,025
MIDCAP SPDR TR	UNIT SER 1	595635103	221	2,962
MILLENNIUM PHARMACTCLS INC	COM	599902103	2,358	300,000
MIRANT CORP	COM	604675108	54	33,851
MIRANT CORP	COM	604675108	18	11,170
MITSUBISHI TOKYO FINL GROUP	SPONSORED ADR	606816106	61	16,335
MOODYS CORP	COM	615369105	321	6,935
MOODYS CORP	COM	615369105	37	800
MORGAN STANLEY	COM NEW	617446448	20,451	533,274
MORGAN STANLEY	COM NEW	617446448	486	12,665
MOTOROLA INC	COM	620076109	1,157	140,033
MOTOROLA INC	COM	620076109	327	39,620
MURPHY OIL CORP	COM	626717102	1,625	36,799

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MYLAN LABORATORIES INC	COM	628530107	6,827	237,464
MYLAN LABORATORIES INC	COM	628530107	38	1,322
NASDAQ 100 TR	UNIT SER 1	631100104	22,413	887,658
NASDAQ 100 TR	UNIT SER 1	631100104	74	2,920
NATIONAL CITY CORP	COM	635405103	218	7,816
NATIONAL CITY CORP	COM	635405103	58	2,090
NATIONAL COMM FINL CORP	COM	63545P104	2,204	92,990
NATIONAL COMM FINL CORP	COM	63545P104	120	5,043
NETWORK APPLIANCE INC DELEWARE	COM	64120L104	235	21,023
NETWORK APPLIANCE INC DELEWARE	COM	64120L104	8	730
NEW YORK TIMES CO CL A	CL A	650111107	267	6,182
NEWELL RUBBERMAID INC	COM	651229106	27	958
NEWELL RUBBERMAID INC	COM	651229106	306	10,800
NEWMONT MINING CORP (NEW)	COM	651639106	9,835	376,106
NEWMONT MINING CORP (NEW)	COM	651639106	392	14,998
NIKE INC CL B	CL B	654106103	6,499	126,385
NIKE INC CL B	CL B	654106103	57	1,100
NOKIA CORP	SPONSORED ADR	654902204	813	58,048
NOKIA CORP	SPONSORED ADR	654902204	534	38,123
NORFOLK SOUTHERN CORPORATION	COM	655844108	385	20,765
NORFOLK SOUTHERN CORPORATION	COM	655844108	403	21,714
NORTEL NETWORKS CORP NEW ADR	COM	656568102	93	44,557
NORTEL NETWORKS CORP NEW ADR	COM	656568102	4	2,000
NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	226	5,900
NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	57	1,500
NORTHROP GRUMMAN CORP	COM	666807102	3,788	44,144
NORTHROP GRUMMAN CORP	COM	666807102	558	6,499
NOVELLUS SYS INC	COM	670008101	8,551	313,562
NOVELLUS SYS INC	COM	670008101	19	700
NUCOR CORP	COM	670346105	381	9,985
NUCOR CORP	COM	670346105	61	1,600
NVIDIA CORP	COM	67066G104	5,318	412,885
NVIDIA CORP	COM	67066G104	103	8,000
NUVEEN DIVIDEND ADV MUNI 3	COM SH BEN INT	67070X101	278	20,000
NUVEEN INSD DIVID ADVANTAGE	COM	67071L106	151	10,000
NUVEEN MUN VALUE FD INC	COM	670928100	209	22,761
NUVEEN MUN VALUE FD INC	COM	670928100	12	1,333
NUVEEN TEX QUAL INCM MUN FD	COM	670983105	747	49,800
OCCIDENTAL PETE CORP	COM	674599105	7,020	234,306
OCCIDENTAL PETE CORP	COM	674599105	7	240
OFFICE DEPOT INC	COM	676220106	102	8,620
OFFICE DEPOT INC	COM	676220106	25	2,100
OLD REPUBLIC INTL CORP	COM	680223104	281	10,509
OLD REPUBLIC INTL CORP	COM	680223104	8,572	320,446
OMNICOM GROUP	COM	681919106	119	2,180
OMNICOM GROUP	COM	681919106	246	4,550
ORACLE CORPORATION	COM	68389X105	8,774	808,786
ORACLE CORPORATION	COM	68389X105	438	40,405
OUTBACK STEAKHOUSE INC	COM	689899102	4,361	123,250
PNC FINANCIAL SERVICES GROUP	COM	693475105	536	12,640
PNC FINANCIAL SERVICES GROUP	COM	693475105	60	1,410
PPG INDUSTRIES INC	COM	693506107	105	2,326
PPG INDUSTRIES INC	COM	693506107	171	3,800
PACCAR INC	COM	693718108	166	3,300
PACCAR INC	COM	693718108	61	1,206
PARKER HANNIFIN CORP	COM	701094104	259	6,692
PARKER HANNIFIN CORP	COM	701094104	5	120
PATTERSON DENTAL CO	COM	703412106	3,220	70,098
PEOPLES BANCTRUST INC	COM	709796106	5,817	389,100
PEPSICO INC	COM	713448108	21,703	542,631
PEPSICO INC	COM	713448108	2,710	67,749
PFIZER INC	COM	717081103	37,862	1,215,084

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PFIZER INC	COM	717081103	5,358	171,954
PHARMACIA CORP	COM	71713U102	3,571	82,443
PHARMACIA CORP	COM	71713U102	1,447	33,425
PIER 1 IMPORTS INC	COM	720279108	2,857	180,136
PIMCO MUN INCOME FD II	COM	72200W106	287	20,000
PIMCO MUN INCOME FD III	COM	72201A103	278	19,500
PIONEER NATURAL RESOURCES CO	COM	723787107	1,054	42,000
PITNEY BOWES INC	COM	724479100	1,091	34,171
PITNEY BOWES INC	COM	724479100	354	11,100
PLUM CREEK TIMBER CO INC	COM	729251108	2,085	96,560
PLUM CREEK TIMBER CO INC	COM	729251108	144	6,684
PRAXAIR INC	COM	74005P104	205	3,633
PRAXAIR INC	COM	74005P104	115	2,040
PROASSURANCE CORP	COM	74267C106	435	18,499
PROASSURANCE CORP	COM	74267C106	38	1,633
PROCTER & GAMBLE CO	COM	742718109	19,759	221,888
PROCTER & GAMBLE CO	COM	742718109	7,694	86,396
PROGRESS ENERGY INC	COM	743263105	684	17,468
PROGRESS ENERGY INC	COM	743263105	114	2,922
PROGRESSIVE CORP OHIO	COM	743315103	239	4,035
PROGRESSIVE CORP OHIO	COM	743315103	11	188
PROTECTIVE LIFE CORP	COM	743674103	1,349	47,265
PROTECTIVE LIFE CORP	COM	743674103	5,489	192,257
PROVIDIAN FINL CORP	COM	74406A102	195	29,680
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	218	5,952
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	119	3,244
PUTNAM INVT GRADE MUN TR	COM	746805100	338	31,000
PUTNAM MANAGED MUN INCOME TR	COM	746823103	2,511	330,884
QUALCOMM INC	COM	747525103	562	15,609
QUALCOMM INC	COM	747525103	688	19,105
QUEST DIAGNOSTICS INC	COM	74834L100	215	3,594
QUEST DIAGNOSTICS INC	COM	74834L100	7	115
QUESTAR CORP	COM	748356102	389	13,150
QWEST COMM INTL INC	COM	749121109	30	8,711
QWEST COMM INTL INC	COM	749121109	6	1,655
RF MICRO DEVICES INC	COM	749941100	1,442	240,000
RAYTHEON CO (NEW)	COM NEW	755111507	3,453	121,704
RAYTHEON CO (NEW)	COM NEW	755111507	454	16,015
REGIONS FINANCIAL CORP	COM	758940100	86,033	2,655,332
REGIONS FINANCIAL CORP	COM	758940100	49,105	1,515,584
RELIANT RES INC	COM	75952B105	30	8,489
RELIANT RES INC	COM	75952B105	16	4,432
ROCKWELL AUTOMATION INC	COM	773903109	260	12,560
ROCKWELL AUTOMATION INC	COM	773903109	31	1,494
ROCKWELL COLLINS INC	COM	774341101	219	11,910
ROCKWELL COLLINS INC	COM	774341101	27	1,494
ROYAL DUTCH PETROLEUM CO ADR	NY REG EUR.56	780257804	2,395	58,773
ROYAL DUTCH PETROLEUM CO ADR	NY REG EUR.56	780257804	475	11,664
RUBY TUESDAY INC	COM	781182100	5,948	291,587
RUBY TUESDAY INC	COM	781182100	174	8,528
SBC COMMUNICATIONS INC NEW	COM	78387G103	7,554	376,564
SBC COMMUNICATIONS INC NEW	COM	78387G103	1,144	57,010
SPDR TR	UNIT SER 1	78462F103	13,103	154,621
SPDR TR	UNIT SER 1	78462F103	920	10,860
SABINE ROYALTY TRUST INTEREST	UNIT BEN INT	785688102	253	12,010
ST PAUL COS INC	COM	792860108	234	7,351
ST PAUL COS INC	COM	792860108	145	4,548
SAKS INC	COM	79377W108	173	22,446
SAKS INC	COM	79377W108	1	132
SANMINA CORP	COM	800907107	17	4,258
SANMINA CORP	COM	800907107	37	9,196
SARA LEE CORP	COM	803111103	513	27,440

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SARA LEE CORP	COM		803111103	324	17,309
SCANA CORP NEW	COM		80589M102	788	26,327
SCANA CORP NEW	COM		80589M102	209	6,997
SCHERING-PLOUGH CORP	COM		806605101	1,245	69,690
SCHERING-PLOUGH CORP	COM		806605101	434	24,360
SCHLUMBERGER LTD ADR	COM		806857108	4,016	105,657
SCHLUMBERGER LTD ADR	COM		806857108	1,019	26,801
SCHWAB CHARLES CORP NEW	COM		808513105	3,860	534,573
SCHWAB CHARLES CORP NEW	COM		808513105	3	421
SCUDDER MUN INCOME TR	COM	SH BEN INT	81118R604	484	41,000
SEARS ROEBUCK & CO	COM		812387108	188	7,767
SEARS ROEBUCK & CO	COM		812387108	109	4,509
SEPRACOR INC	COM		817315104	4,333	320,000
SERVICEMASTER CO	COM		81760N109	987	98,680
SHERWIN WILLIAMS CO	COM		824348106	125	4,749
SHERWIN WILLIAMS CO	COM		824348106	117	4,420
SICOR INC	COM		825846108	3,340	200,000
SIEBEL SYS INC	COM		826170102	1,966	245,408
SIEBEL SYS INC	COM		826170102	2	219
SKYWEST INC	COM		830879102	1,657	160,395
SKYWORKS SOLUTIONS INC	COM		83088M102	77	12,359
SKYWORKS SOLUTIONS INC	COM		83088M102	3	507
SMITH INTL INC	COM		832110100	2,163	61,400
SMITH INTL INC	COM		832110100	4	100
SONOCO PRODUCTS CO	COM		835495102	72	3,462
SONOCO PRODUCTS CO	COM		835495102	141	6,720
SOUTHERN CO	COM		842587107	7,609	267,554
SOUTHERN CO	COM		842587107	2,503	88,012
SOUTHSIDE BANCSHARES INC	COM		84470P109	227	14,092
SOUTHTRUST CORP	COM		844730101	5,750	225,216
SOUTHTRUST CORP	COM		844730101	6,702	262,502
SOUTHWEST AIRLINES CO	COM		844741108	4,469	311,245
SOUTHWEST AIRLINES CO	COM		844741108	92	6,413
SOUTHWESTERN ENERGY CO	COM		845467109	236	18,040
SPRINT CORP	PCS	COM SER 1	852061506	94	21,632
SPRINT CORP	PCS	COM SER 1	852061506	6	1,272
STATE STR CORP	COM		857477103	287	9,084
STATE STR CORP	COM		857477103	7	209
STRYKER CORP	COM		863667101	501	7,298
STRYKER CORP	COM		863667101	12	181
SUN LIFE FINANCIAL SVCS CAN ADR	COM		866796105	219	11,667
SUN MICROSYSTEMS INC	COM		866810104	1,787	548,205
SUN MICROSYSTEMS INC	COM		866810104	88	27,065
SUNTRUST BANKS INC	COM		867914103	1,565	29,726
SUNTRUST BANKS INC	COM		867914103	922	17,518
SYMANTEC CORP	COM		871503108	2,459	62,759
SYMANTEC CORP	COM		871503108	87	2,225
SYNOPSIS INC	COM		871607107	2,137	50,210
SYNOPSIS INC	COM		871607107	2	50
SYNOVUS FINANCIAL CORP	COM		87161C105	855	47,793
SYNOVUS FINANCIAL CORP	COM		87161C105	2,057	114,975
SYSCO CORP	COM		871829107	1,662	65,317
SYSCO CORP	COM		871829107	121	4,770
TCF FINL CORP	COM		872275102	1,604	40,065
TECO ENERGY INC	COM		872375100	191	17,950
TECO ENERGY INC	COM		872375100	9	800
TEPPCO PARTNERS LP	UT LTD PARTNER		872384102	430	13,600
TXU CORP	COM		873168108	342	19,142
TXU CORP	COM		873168108	22	1,206
TARGET CORP	COM		87612E106	7,849	268,250
TARGET CORP	COM		87612E106	600	20,498
TELEFONICA S. A.	SPONSORED ADR		879382208	361	12,873

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TELEFONICA S. A.	SPONSORED ADR	879382208	6	212
TELEPHONE & DATA SYS INC	COM	879433100	571	13,957
TEMPLETON GLOBAL INCOME FD INC	COM	880198106	106	13,707
TEMPLETON GLOBAL INCOME FD INC	COM	880198106	8	1,000
TERADYNE INC	COM	880770102	735	63,179
TERADYNE INC	COM	880770102	9	800
TEXAS INSTRUMENTS INC	COM	882508104	8,685	530,569
TEXAS INSTRUMENTS INC	COM	882508104	510	31,178
TEXTRON INC	COM	883203101	211	7,700
3M CO	COM	88579Y101	4,807	36,970
3M CO	COM	88579Y101	2,434	18,722
TIMBERLAND CO	CL A	887100105	2,091	50,000
TORCHMARK CORP	COM	891027104	3,848	107,481
TORCHMARK CORP	COM	891027104	8,951	250,035
TRAVELERS PPTY CAS CORP NEW	CL A	89420G109	155	11,017
TRAVELERS PPTY CAS CORP NEW	CL A	89420G109	56	3,946
TRAVELERS PPTY CAS CORP NEW	CL B	89420G406	52	3,694
TRAVELERS PPTY CAS CORP NEW	CL B	89420G406	101	7,191
TRIZEC PROPERTIES INC (REIT)	COM	89687P107	493	58,045
TYCO INTL LTD NEW ADR	COM	902124106	203	15,775
TYCO INTL LTD NEW ADR	COM	902124106	16	1,274
UST INC	COM	902911106	11,172	404,794
UST INC	COM	902911106	80	2,900
US BANCORP DEL COM NEW	COM NEW	902973304	3,880	204,452
US BANCORP DEL COM NEW	COM NEW	902973304	273	14,401
UNION PACIFIC CORP	COM	907818108	1,472	26,767
UNION PACIFIC CORP	COM	907818108	229	4,171
UNION PLANTERS CORP	COM	908068109	1,936	73,637
UNION PLANTERS CORP	COM	908068109	6,215	236,419
UNITED PARCEL SVC INC	CL B	911312106	60	1,059
UNITED PARCEL SVC INC	CL B	911312106	199	3,492
UNITED SEC BANCSHARES INC	SHS	911459105	2,873	56,320
UNITED SEC BANCSHARES INC	SHS	911459105	26	500
UNITED TECHNOLOGIES CORP	COM	913017109	1,442	24,959
UNITED TECHNOLOGIES CORP	COM	913017109	464	8,032
UNITEDHEALTH GROUP INC	COM	91324P102	455	4,966
UNITEDHEALTH GROUP INC	COM	91324P102	81	888
UNOCAL CORP	COM	915289102	200	7,598
UNOCAL CORP	COM	915289102	26	1,000
UNUMPROVIDENT CORP	COM	91529Y106	10	1,020
UNUMPROVIDENT CORP	COM	91529Y106	243	24,795
V F CORP	COM	918204108	2,526	67,121
V F CORP	COM	918204108	309	8,210
VERIZON COMMUNICATIONS	COM	92343V104	14,683	415,315
VERIZON COMMUNICATIONS	COM	92343V104	2,292	64,829
VIACOM INC	CL B	925524308	1,868	50,958
VIACOM INC	CL B	925524308	60	1,645
VIVENDI UNIVERSAL	SPON ADR NEW	92851S204	994	74,184
VIVENDI UNIVERSAL	SPON ADR NEW	92851S204	9	656
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	608	33,671
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	294	16,151
VULCAN MATERIALS CO	COM	929160109	4,419	146,182
VULCAN MATERIALS CO	COM	929160109	7,966	263,501
WACHOVIA CORP	COM	929903102	7,232	212,280
WACHOVIA CORP	COM	929903102	798	23,413
WADDELL & REED FINL INC CL A	CL A	930059100	266	15,124
WADDELL & REED FINL INC CL A	CL A	930059100	1,777	101,135
WAL MART STORES INC	COM	931142103	33,694	647,587
WAL MART STORES INC	COM	931142103	4,702	90,377
WALGREEN CO	COM	931422109	2,200	74,624
WALGREEN CO	COM	931422109	130	4,409
WASHINGTON MUTUAL INC	COM	939322103	10,864	308,027

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WASHINGTON MUTUAL INC	COM	939322103	372	10,561
WASTE MANAGEMENT COM	COM	94106L109	1,075	50,758
WELLPOINT HEALTH NETWORKS INC	COM	94973H108	209	2,726
WELLPOINT HEALTH NETWORKS INC	COM	94973H108	14	178
WELLS FARGO & CO NEW	COM	949746101	11,521	256,197
WELLS FARGO & CO NEW	COM	949746101	819	18,215
WEYERHAEUSER CO	COM	962166104	7,192	150,375
WEYERHAEUSER CO	COM	962166104	254	5,319
WILLIAMS COS INC	COM	969457100	65	14,100
WILLIAMS COS INC	COM	969457100	31	6,850
WILLIAMS SONOMA INC	COM	969904101	1,093	50,121
WILMINGTON TR CORP	COM	971807102	1,183	42,550
WISCONSIN ENERGY CORP	COM	976657106	393	15,475
WISCONSIN ENERGY CORP	COM	976657106	3	110
WRIGLEY WM JR CO	COM	982526105	2,977	52,682
WRIGLEY WM JR CO	COM	982526105	746	13,200
WYETH	COM	983024100	16,425	434,302
WYETH	COM	983024100	3,672	97,100
XILINX INC	COM	983919101	8,131	347,337
XEROX CORP	COM	984121103	165	18,965
YUM BRANDS INC	COM	988498101	1,192	49,005
ZIMMER HLDGS INC	COM	98956P102	388	7,977
ZIMMER HLDGS INC	COM	98956P102	138	2,831