

RAYMOND JAMES FINANCIAL INC
Form 4
April 20, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMES THOMAS A

2. Issuer Name and Ticker or Trading Symbol
RAYMOND JAMES FINANCIAL INC [RJF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
880 CARILLON PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/CEO

ST. PETERSBURG, FL 33716

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 13,426,365 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,055,383 ⁽²⁾ | I | ESOP |
| Common Stock | | | | | 48,087 ⁽³⁾ | I | Spouse |
| Common Stock | | | | | 415,893 ⁽⁴⁾ | I | Helen W. James Trust |
| Common Stock | | | | | 7,566,030 ⁽⁵⁾ | I | Robert A. James |

Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMES THOMAS A 880 CARILLON PARKWAY ST. PETERSBURG, FL 33716 | X | X | Chairman/CEO | |

Signatures

Thomas A. James
04/19/2006
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 22, 2006, the common stock of RJF split 3 - for - 2, resulting in the reporting person's acquisition of 4,475,453 additional shares of common stock.
- (2) On March 22, 2006, the common stock of RJF split 3 - for - 2, resulting in the reporting person's acquisition of 351,812 additional shares of common stock. The shares also included shares acquired under ESOP through March 22, 2006.
- (3)

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On March 22, 2006, the common stock of RJF split 3 - for - 2, resulting in the reporting person's acquisition of 16,029 additional shares of common stock.

- (4) On March 22, 2006, the common stock of RJF split 3 - for - 2, resulting in the reporting person's acquisition of 138,631 additional shares of common stock.
- (5) On March 22, 2006, the common stock of RJF split 3 - for - 2, resulting in the reporting person's acquisition of 2,522,010 additional shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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