

Edgar Filing: FIRST TENNESSEE NATIONAL CORP - Form 13F-HR/A

FIRST TENNESSEE NATIONAL CORP

Form 13F-HR/A

October 28, 2003

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES OF PRINCIPAL AMOUNT	INVESTMENT DISCRETION				MANAG INSTR
					(A) SOL	(B) SHR	(C) OTH		
COOPER INDS LTD	CL A	G24182100	289,525 19,212 ----- 308,737	6,028 400 ----- 6,428	X		X		1 1
GLOBALSANTAFE CORP	SHS	G3930E101	178,404 32,068 6,371 ----- 216,843	7,449 1,339 266 ----- 9,054	X		X		1 1 2
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1,433,581 773,010 ----- 2,206,591	26,826 14,465 ----- 41,291	X		X		1 1
NOBLE CORPORATION	SHS	G65422100	180,149 30,592 8,498 ----- 219,239	5,300 900 250 ----- 6,450	X		X		1 1 2
XL CAP LTD	CL A	G98255105	5,932,678 539,370 ----- 6,472,048	76,610 6,965 ----- 83,575	X		X		1 1
FLEXTRONICS INTL LTD	ORD	Y2573F102	473,528 174,764 7,821 ----- 656,113	33,300 12,290 550 ----- 46,140	X		X		1 1 2
AFLAC INC	COM	001055102	4,594,066 565,573 ----- 5,159,639	142,231 17,510 ----- 159,741	X		X		1 1
AGCO CORP	COM	001084102	227,962 ----- 227,962	13,300 ----- 13,300	X				1
AT&T CORP	COM NEW	001957505	241,084 83,808 ----- 324,892	11,187 3,889 ----- 15,076	X		X		1 1
AT&T WIRELESS SVCS INC	COM	00209A106	94,206 26,797 ----- 121,003	11,516 3,276 ----- 14,792	X		X		1 1

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ABBOTT LABS	COM	002824100	3,106,537	73,009	X			1
			1,357,474	31,903		X	X	1
			12,765	300	X			2
			-----	-----				
			4,476,776	105,212				
ADAMS EXPRESS CO	COM	006212104	1,857	157	X			1
			235,511	19,908		X	X	1
			-----	-----				
			237,368	20,065				
AEGON N V	ORD AMER REG	007924103	239,289	20,452	X			1
			19,165	1,638		X	X	1
			-----	-----				
			258,454	22,090				
AETNA INC NEW	COM	00817Y108	159,106	2,607	X			1
			54,927	900		X	X	1
			-----	-----				
			214,033	3,507				
AIR PRODS & CHEMS INC	COM	009158106	892,531	19,790	X			1
			180,400	4,000		X	X	1
			-----	-----				
			1,072,931	23,790				
ALBERTO CULVER CO	CL A	013068200	728,739	12,698	X			1
			126,258	2,200		X	X	1
			-----	-----				
			854,997	14,898				
ALCOA INC	COM	013817101	1,196,063	45,721	X			1
			886,929	33,904		X	X	1
			3,924	150	X			2
			-----	-----				
			2,086,916	79,775				
ALLSTATE CORP	COM	020002101	285,775	7,823	X			1
			120,842	3,308		X	X	1
			-----	-----				
			406,617	11,131				
ALLTEL CORP	COM	020039103	528,651	11,408	X			1
			183,230	3,954		X	X	1
			6,951	150	X			2
			-----	-----				
			718,832	15,512				
ALTRIA GROUP INC	COM	02209S103	4,404,222	100,553	X			1
			1,978,446	45,170		X	X	1
			-----	-----				
			6,382,668	145,723				
AMEREN CORP	COM	023608102	77,752	1,812	X			1
			125,512	2,925		X	X	1
			-----	-----				
			203,264	4,737				
AMERICAN ELEC PWR INC	COM	025537101	237,360	7,912	X			1
			-----	-----				
			237,360	7,912				

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AMERICAN EXPRESS CO	COM	025816109	517,063	11,475	X			1
			722,312	16,030		X	X	1
			-----	-----				
			1,239,375	27,505				
AMERICAN INTL GROUP INC	COM	026874107	7,655,014	132,669	X			1
			1,477,414	25,605		X	X	1
			10,098	175	X			2
			-----	-----				
AMERICAN PWR CONVERSION CORP	COM	029066107	9,142,526	158,449				
			220,579	12,750	X			1
			22,923	1,325		X	X	1
			4,758	275	X			2
AMGEN INC	COM	031162100	-----	-----				
			248,260	14,350				
			252,661	3,916	X			1
			88,714	1,375		X	X	1
AMSOUTH BANCORPORATION	COM	032165102	-----	-----				
			341,375	5,291				
			4,187,471	197,336	X			1
			2,059,593	97,059		X	X	1
ANADARKO PETE CORP	COM	032511107	-----	-----				
			6,247,064	294,395				
			231,809	5,551	X			1
			45,519	1,090		X	X	1
ANDREW CORP	COM	034425108	-----	-----				
			277,328	6,641				
			268,019	22,187	X			1
			268,019	22,187				
ANHEUSER BUSCH COS INC	COM	035229103	-----	-----				
			1,091,649	22,125	X			1
			664,412	13,466		X	X	1
			-----	-----				
APPLIED MATLS INC	COM	038222105	1,756,061	35,591				
			646,065	35,635	X			1
			63,456	3,500		X	X	1
			4,533	250	X			2
ARCHER DANIELS MIDLAND CO	COM	039483102	-----	-----				
			714,054	39,385				
			258,596	19,725	X			1
			88,768	6,771		X	X	1
ATLANTIS PLASTICS INC	COM	049156102	-----	-----				
			347,364	26,496				
			116,708	16,300	X			1
			116,708	16,300				
AUTOMATIC DATA PROCESSING IN	COM	053015103	-----	-----				
			498,566	13,907	X			1
			419,230	11,694		X	X	1
			-----	-----				
			917,796	25,601				

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AVON PRODS INC	COM	054303102	1,084,608	16,800	X			1
			74,244	1,150		X	X	1
			-----	-----				
			1,158,852	17,950				
BB&T CORP	COM	054937107	704,412	19,616	X			1
			4,884	136		X	X	1
			-----	-----				
			709,296	19,752				
BP PLC	SPONSORED ADR	055622104	4,791,070	113,802	X			1
			2,604,140	61,856		X	X	1
			7,368	175	X			2
			-----	-----				
			7,402,578	175,833				
BANK OF AMERICA CORPORATION	COM	060505104	2,541,998	32,573	X			1
			745,673	9,555		X	X	1
			9,833	126	X			2
			-----	-----				
			3,297,504	42,254				
BANK ONE CORP	COM	06423A103	1,150,267	29,761	X			1
			307,730	7,962		X	X	1
			11,595	300	X			2
			-----	-----				
			1,469,592	38,023				
BARD C R INC	COM	067383109	427,775	6,025	X			1
			173,240	2,440		X	X	1
			-----	-----				
			601,015	8,465				
BAXTER INTL INC	COM	071813109	538,193	18,520	X			1
			783,544	26,963		X	X	1
			5,812	200	X			2
			-----	-----				
			1,327,549	45,683				
BECTON DICKINSON & CO	COM	075887109	242,004	6,700	X			1
			37,926	1,050		X	X	1
			7,224	200	X			2
			-----	-----				
			287,154	7,950				
BELDEN INC	COM	077459105	165,092	9,450	X			1
			15,723	900		X	X	1
			-----	-----				
			180,815	10,350				
BELLSOUTH CORP	COM	079860102	5,033,535	212,565	X			1
			2,121,159	89,576		X	X	1
			-----	-----				
			7,154,694	302,141				
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	252,096	101	X			1
			52,416	21		X	X	1
			-----	-----				
			304,512	122				
BEST BUY INC	COM	086516101	270,864	5,700	X			1
			46,570	980		X	X	1

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			7,128	150	X		2
			-----	-----			
			324,562	6,830			
BOEING CO	COM	097023105	922,622	26,875	X		1
			684,198	19,930		X X	1
			-----	-----			
			1,606,820	46,805			
BRISTOL MYERS SQUIBB CO	COM	110122108	5,025,053	195,832	X		1
			3,460,995	134,879		X X	1
			11,547	450	X		2
			-----	-----			
			8,497,595	331,161			
CBL & ASSOC PPTYS INC	COM	124830100	476,545	9,550	X		1
			204,590	4,100		X X	1
			-----	-----			
			681,135	13,650			
CSX CORP	COM	126408103	314,614	10,756	X		1
			122,850	4,200		X X	1
			-----	-----			
			437,464	14,956			
CAPITAL ONE FINL CORP	COM	14040H105	6,180,227	108,349	X		1
			566,122	9,925		X X	1
			-----	-----			
			6,746,349	118,274			
CARAUSTAR INDS INC	COM	140909102	110,336	12,800	X		1
			-----	-----			
			110,336	12,800			
CARDINAL HEALTH INC	COM	14149Y108	4,445,351	76,132	X		1
			849,752	14,553		X X	1
			-----	-----			
			5,295,103	90,685			
CASCADE CORP	COM	147195101	286,650	13,000	X		1
			-----	-----			
			286,650	13,000			
CATERPILLAR INC DEL	COM	149123101	154,821	2,249	X		1
			214,092	3,110		X X	1
			-----	-----			
			368,913	5,359			
CENDANT CORP	COM	151313103	454,784	24,333	X		1
			55,136	2,950		X X	1
			11,214	600	X		2
			-----	-----			
			521,134	27,883			
CHEVRONTXACO CORP	COM	166764100	3,650,323	51,089	X		1
			1,568,402	21,951		X X	1
			-----	-----			
			5,218,725	73,040			
CHUBB CORP	COM	171232101	444,428	6,850	X		1
			68,124	1,050		X X	1
			12,976	200	X		2

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			----- 525,528	----- 8,100				
CISCO SYS INC	COM	17275R102	4,193,891	214,083	X			1
			1,150,269	58,717		X	X	1
			14,203	725	X			2
			----- 5,358,363	----- 273,525				
CITIGROUP INC	COM	172967101	2,895,036	63,613	X			1
			1,118,455	24,576		X	X	1
			9,421	207	X			2
			----- 4,022,912	----- 88,396				
COCA COLA CO	COM	191216100	5,620,757	130,837	X			1
			5,598,032	130,308		X	X	1
			8,592	200	X			2
			----- 11,227,381	----- 261,345				
COLGATE PALMOLIVE CO	COM	194162103	504,351	9,024	X			1
			161,243	2,885		X	X	1
			----- 665,594	----- 11,909				
COMCAST CORP NEW	CL A	20030N101	673,201	21,843	X			1
			277,939	9,018		X	X	1
			----- 951,140	----- 30,861				
COMCAST CORP NEW	CL A SPL	20030N200	6,369,459	214,894	X			1
			677,600	22,861		X	X	1
			10,374	350	X			2
			----- 7,057,433	----- 238,105				
COMPUTER SCIENCES CORP	COM	205363104	299,057	7,960	X			1
			52,598	1,400		X	X	1
			----- 351,655	----- 9,360				
CONAGRA FOODS INC	COM	205887102	314,352	14,800	X			1
			47,790	2,250		X	X	1
			----- 362,142	----- 17,050				
CONOCOPHILLIPS	COM	20825C104	259,355	4,737	X			1
			222,835	4,070		X	X	1
			----- 482,190	----- 8,807				
CORNING INC	COM	219350105	81,219	8,622	X			1
			224,667	23,850		X	X	1
			----- 305,886	----- 32,472				
COSTCO WHSL CORP NEW	COM	22160K105	5,502,002	176,629	X			1
			536,189	17,213		X	X	1
			4,673	150	X			2
			----- 6,042,864	----- 193,992				

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COX COMMUNICATIONS INC NEW	CL A	224044107	312,124	9,871	X			1
			39,526	1,250		X	X	1
			5,534	175	X			2
			-----	-----				
			357,184	11,296				
DNP SELECT INCOME FD	COM	23325P104	52,850	5,000	X			1
			71,876	6,800		X	X	1
			-----	-----				
			124,726	11,800				
DANAHER CORP DEL	COM	235851102	39,515	535	X			1
			199,422	2,700		X	X	1
			-----	-----				
			238,937	3,235				
DEAN FOODS CO NEW	COM	242370104	21,721	700	X			1
			523,073	16,857		X	X	1
			-----	-----				
			544,794	17,557				
DEERE & CO	COM	244199105	405,158	7,600	X			1
			245,226	4,600		X	X	1
			-----	-----				
			650,384	12,200				
DELL INC	COM	24702R101	738,820	22,107	X			1
			119,478	3,575		X	X	1
			9,191	275	X			2
			-----	-----				
			867,489	25,957				
DIAMONDS TR	UNIT SER 1	252787106	2,013,009	21,615	X			1
			1,042,592	11,195		X	X	1
			-----	-----				
			3,055,601	32,810				
DISNEY WALT CO	COM DISNEY	254687106	976,272	48,402	X			1
			358,523	17,775		X	X	1
			5,043	250	X			2
			-----	-----				
			1,339,838	66,427				
DOLLAR GEN CORP	COM	256669102	199,740	9,987	X			1
			26,860	1,343		X	X	1
			-----	-----				
			226,600	11,330				
DOMINION RES INC VA NEW	COM	25746U109	335,127	5,414	X			1
			174,929	2,826		X	X	1
			-----	-----				
			510,056	8,240				
DOVER CORP	COM	260003108	377,221	10,665	X			1
			212,220	6,000		X	X	1
			-----	-----				
			589,441	16,665				
DOW CHEM CO	COM	260543103	1,771,315	54,435	X			1
			796,938	24,491		X	X	1
			-----	-----				

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			2,568,253	78,926				
DOW JONES & CO INC	COM	260561105	312,510	6,600	X	X	1	
			-----	-----				
			312,510	6,600				
DU PONT E I DE NEMOURS & CO	COM	263534109	1,424,081	35,593	X		1	
			1,346,418	33,652		X	1	
			4,001	100	X		2	
			-----	-----				
			2,774,500	69,345				
DUKE ENERGY CORP	COM	264399106	618,097	34,705	X		1	
			236,285	13,267		X	1	
			5,343	300	X		2	
			-----	-----				
			859,725	48,272				
E M C CORP MASS	COM	268648102	3,640,151	288,214	X		1	
			440,714	34,894		X	1	
			-----	-----				
			4,080,865	323,108				
EATON CORP	COM	278058102	215,435	2,431	X		1	
			-----	-----				
			215,435	2,431				
EL PASO CORP	COM	28336L109	123,021	16,852	X		1	
			115,903	15,877		X	1	
			-----	-----				
			238,924	32,729				
ELECTRONIC DATA SYS NEW	COM	285661104	544,127	26,937	X		1	
			309,161	15,305		X	1	
			-----	-----				
			853,288	42,242				
EMERSON ELEC CO	COM	291011104	953,073	18,102	X		1	
			895,050	17,000		X	1	
			-----	-----				
			1,848,123	35,102				
EQUIFAX INC	COM	294429105	1,088,626	48,883	X		1	
			39,507	1,774		X	1	
			-----	-----				
			1,128,133	50,657				
ERICSSON L M TEL CO	ADR B SEK 10	294821608	5,880	400	X		1	
			209,916	14,280		X	1	
			-----	-----				
			215,796	14,680				
EXXON MOBIL CORP	COM	30231G102	17,027,088	465,221	X		1	
			10,938,202	298,858		X	1	
			5,087	139	X		2	
			-----	-----				
			27,970,377	764,218				
FPL GROUP INC	COM	302571104	480,889	7,609	X		1	
			232,260	3,675		X	1	
			-----	-----				
			713,149	11,284				

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FEDERAL HOME LN MTG CORP	COM	313400301	2,780,469	53,113	X			1
			282,690	5,400		X	X	1
			-----	-----				
			3,063,159	58,513				
FEDERAL NATL MTG ASSN	COM	313586109	5,560,262	79,206	X			1
			1,210,178	17,239		X	X	1
			12,285	175	X			2
			-----	-----				
FEDERATED DEPT STORES INC DE	COM	31410H101	1,249,669	29,825	X			1
			349,866	8,350		X	X	1
			-----	-----				
			1,599,535	38,175				
FEDEX CORP	COM	31428X106	540,571	8,390	X			1
			114,363	1,775		X	X	1
			8,054	125	X			2
			-----	-----				
FIFTH THIRD BANCORP	COM	316773100	1,254,427	22,586	X			1
			267,259	4,812		X	X	1
			-----	-----				
			1,521,686	27,398				
FIRST DATA CORP	COM	319963104	502,457	12,574	X			1
			105,894	2,650		X	X	1
			11,988	300	X			2
			-----	-----				
FIRST TENN NATL CORP	COM	337162101	71,868,475	1,692,616	X			1
			15,226,283	358,603		X	X	1
			-----	-----				
			87,094,758	2,051,219				
FLEETBOSTON FINL CORP	COM	339030108	2,550,542	84,595	X			1
			172,911	5,735		X	X	1
			6,030	200	X			2
			-----	-----				
FLUOR CORP NEW	COM	343412102	2,729,483	90,530				
			184,038	4,930	X			1
			22,399	600		X	X	1
			4,666	125	X			2
FORD MTR CO DEL	COM PAR \$0.01	345370860	-----	-----				
			211,103	5,655				
			136,898	12,711	X			1
			88,809	8,246		X	X	1
FORTUNE BRANDS INC	COM	349631101	-----	-----				
			225,707	20,957				
			184,097	3,244	X			1
			45,400	800		X	X	1
FRANKLIN RES INC	COM	354613101	-----	-----				
			229,497	4,044				
			781,903	17,686	X			1

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			54,466	1,232	X	X	1
			-----	-----			
			836,369	18,918			
GANNETT INC	COM	364730101	756,908	9,759	X		1
			531,286	6,850		X	1
			-----	-----			
			1,288,194	16,609			
GENERAL ELEC CO	COM	369604103	22,979,715	770,872	X		1
			10,408,227	349,152		X	1
			17,141	575	X		2
			-----	-----			
			33,405,083	1,120,599			
GENERAL MLS INC	COM	370334104	482,281	10,246	X		1
			413,558	8,786		X	1
			-----	-----			
			895,839	19,032			
GENERAL MTRS CORP	COM	370442105	863,050	21,086	X		1
			251,435	6,143		X	1
			-----	-----			
			1,114,485	27,229			
GILLETTE CO	COM	375766102	532,117	16,639	X		1
			311,296	9,734		X	1
			4,797	150	X		2
			-----	-----			
			848,210	26,523			
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	239,941	5,659	X		1
			1,200,853	28,322		X	1
			-----	-----			
			1,440,794	33,981			
GRAINGER W W INC	COM	384802104	654,101	13,756	X		1
			368,227	7,744		X	1
			-----	-----			
			1,022,328	21,500			
HARLEY DAVIDSON INC	COM	412822108	420,931	8,733	X		1
			60,250	1,250		X	1
			-----	-----			
			481,181	9,983			
HERSHEY FOODS CORP	COM	427866108	72,680	1,000	X		1
			145,360	2,000		X	1
			-----	-----			
			218,040	3,000			
HEWLETT PACKARD CO	COM	428236103	923,144	47,683	X		1
			323,158	16,692		X	1
			-----	-----			
			1,246,302	64,375			
HOME DEPOT INC	COM	437076102	5,471,756	171,797	X		1
			1,272,027	39,938		X	1
			11,944	375	X		2
			-----	-----			
			6,755,727	212,110			

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ILLINOIS TOOL WKS INC	COM	452308109	213,557 106,944 ----- 320,501	3,223 1,614 ----- 4,837	X X X 1			
INTEL CORP	COM	458140100	13,993,784 3,525,202 11,008 ----- 17,529,994	508,495 128,096 400 ----- 636,991	X X X X		X	X 1 1 2
INTERNATIONAL BUSINESS MACHS	COM	459200101	6,707,085 2,808,366 ----- 9,515,451	75,932 31,794 ----- 107,726	X X X 1		X	X 1 1
INTL PAPER CO	COM	460146103	338,499 528,837 ----- 867,336	8,675 13,553 ----- 22,228	X X X 1		X	X 1 1
ISHARES TR	DJ US TELECOMM	464287713	258,476 24,467 ----- 282,943	13,554 1,283 ----- 14,837	X X X 1		X	X 1 1
ISHARES TR	DJ US TECH SEC	464287721	232,902 ----- 232,902	5,400 ----- 5,400	X X X 1			
J P MORGAN CHASE & CO	COM	46625H100	8,875,526 1,574,585 6,008 ----- 10,456,119	258,535 45,866 175 ----- 304,576	X X X X		X	X 1 1 2
JEFFERSON PILOT CORP	COM	475070108	843 252,611 ----- 253,454	19 5,692 ----- 5,711	X X X 1		X	X 1 1
JOHNSON & JOHNSON	COM	478160104	7,458,552 2,526,857 6,190 ----- 9,991,599	150,617 51,027 125 ----- 201,769	X X X X		X	X 1 1 2
KELLOGG CO	COM	487836108	230,115 86,710 ----- 316,825	6,900 2,600 ----- 9,500	X X X 1		X	X 1 1
KEYCORP NEW	COM	493267108	82,949 214,149 ----- 297,098	3,244 8,375 ----- 11,619	X X X 1		X	X 1 1
KIMBERLY CLARK CORP	COM	494368103	1,579,991 714,322 5,132 ----- 2,299,445	30,787 13,919 100 ----- 44,806	X X X X		X	X 1 1 2

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KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	538,082	12,572	X			1
			79,180	1,850		X	X	1
			-----	-----				
			617,262	14,422				
KOHLS CORP	COM	500255104	1,718,856	32,128	X			1
			503,436	9,410		X	X	1
			-----	-----				
			2,222,292	41,538				
KROGER CO	COM	501044101	33,596	1,880	X			1
			228,736	12,800		X	X	1
			-----	-----				
			262,332	14,680				
LA Z BOY INC	COM	505336107	255,455	11,507	X			1
			80,831	3,641		X	X	1
			-----	-----				
			336,286	15,148				
LILLY ELI & CO	COM	532457108	609,325	10,258	X			1
			316,305	5,325		X	X	1
			5,940	100	X			2
			-----	-----				
			931,570	15,683				
LINCOLN NATL CORP IND	COM	534187109	258,274	7,300		X	X	1
			-----	-----				
			258,274	7,300				
LOCKHEED MARTIN CORP	COM	539830109	725,663	15,724	X			1
			371,508	8,050		X	X	1
			-----	-----				
			1,097,171	23,774				
LOWES COS INC	COM	548661107	177,706	3,424	X			1
			62,280	1,200		X	X	1
			-----	-----				
			239,986	4,624				
LUCENT TECHNOLOGIES INC	COM	549463107	137,940	63,861	X			1
			30,080	13,927		X	X	1
			3,564	1,650	X			2
			-----	-----				
			171,584	79,438				
MBIA INC	COM	55262C100	425,250	7,736	X			1
			8,246	150		X	X	1
			-----	-----				
			433,496	7,886				
MBNA CORP	COM	55262L100	352,218	15,448	X			1
			76,928	3,374		X	X	1
			6,544	287	X			2
			-----	-----				
			435,690	19,109				
MGIC INVT CORP WIS	COM	552848103	219,998	4,225	X			1
			45,562	875		X	X	1
			3,905	75	X			2
			-----	-----				

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			269,465	5,175				
MANULIFE FINL CORP	COM	56501R106	185,075	6,404	X			1
			29,102	1,007		X	X	1
			-----	-----				
			214,177	7,411				
MASCO CORP	COM	574599106	470,016	19,200	X			1
			920,448	37,600		X	X	1
			-----	-----				
			1,390,464	56,800				
MAY DEPT STORES CO	COM	577778103	18,473	750	X			1
			213,050	8,650		X	X	1
			-----	-----				
			231,523	9,400				
MAYTAG CORP	COM	578592107	672,891	26,948	X			1
			1,953,305	78,226		X	X	1
			-----	-----				
			2,626,196	105,174				
MCCORMICK & CO INC	COM NON VTG	579780206	378,396	13,800	X			1
			164,520	6,000		X	X	1
			-----	-----				
			542,916	19,800				
MCDONALDS CORP	COM	580135101	984,561	41,825	X			1
			170,665	7,250		X	X	1
			4,708	200	X			2
			-----	-----				
			1,159,934	49,275				
MCGRAW HILL COS INC	COM	580645109	2,297,945	36,986	X			1
			295,430	4,755		X	X	1
			-----	-----				
			2,593,375	41,741				
MCKESSON CORP	COM	58155Q103	256,336	7,700	X			1
			36,619	1,100		X	X	1
			6,658	200	X			2
			-----	-----				
			299,613	9,000				
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	448,789	17,308	X			1
			339,942	13,110		X	X	1
			1,089	42	X			2
			-----	-----				
			789,820	30,460				
MEDTRONIC INC	COM	585055106	5,597,601	119,301	X			1
			2,320,006	49,446		X	X	1
			-----	-----				
			7,917,607	168,747				
MELLON FINL CORP	COM	58551A108	915,684	30,381	X			1
			120,560	4,000		X	X	1
			-----	-----				
			1,036,244	34,381				
MERCK & CO INC	COM	589331107	8,044,788	158,925	X			1
			5,557,267	109,784		X	X	1

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			17,717	350	X		2
			-----	-----			
			13,619,772	269,059			
MICROSOFT CORP	COM	594918104	10,240,130	368,350	X		1
			2,074,741	74,631		X	1
			15,985	575	X		2
			-----	-----			
			12,330,856	443,556			
MID-AMER APT CMNTYS INC	COM	59522J103	11,046	366	X		1
			256,530	8,500		X	1
			-----	-----			
			267,576	8,866			
MIDCAP SPDR TR	UNIT SER 1	595635103	659,332	7,063	X		1
			-----	-----			
			659,332	7,063			
MIDWAY GAMES INC	COM	598148104	35,520	12,000	X		1
			-----	-----			
			35,520	12,000			
MILLENNIUM PHARMACEUTICALS I	COM	599902103	159,135	10,300	X		1
			-----	-----			
			159,135	10,300			
MOODYS CORP	COM	615369105	192,395	3,500	X		1
			54,970	1,000		X	1
			-----	-----			
			247,365	4,500			
MORGAN STANLEY	COM NEW	617446448	1,316,454	26,089	X		1
			79,323	1,572		X	1
			12,615	250	X		2
			-----	-----			
			1,408,392	27,911			
MOTOROLA INC	COM	620076109	1,386,743	116,045	X		1
			428,826	35,885		X	1
			5,975	500	X		2
			-----	-----			
			1,821,544	152,430			
MYLAN LABS INC	COM	628530107	448,766	11,611	X		1
			38,611	999		X	1
			6,261	162	X		2
			-----	-----			
			493,638	12,772			
NASDAQ 100 TR	UNIT SER 1	631100104	437,670	13,500	X		1
			292,915	9,035		X	1
			-----	-----			
			730,585	22,535			
NATIONAL CITY CORP	COM	635405103	284,082	9,643	X		1
			-----	-----			
			284,082	9,643			
NATIONAL COMMERCE FINL CORP	COM	63545P104	1,850,250	74,367	X		1
			1,766,181	70,988		X	1
			-----	-----			

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			3,616,431	145,355				
NOKIA CORP	SPONSORED ADR	654902204	103,880	6,659	X			1
			87,360	5,600		X	X	1
			-----	-----				
			191,240	12,259				
NORFOLK SOUTHERN CORP	COM	655844108	439,412	23,752	X			1
			424,299	22,935		X	X	1
			-----	-----				
			863,711	46,687				
OLD NATL BANCORP IND	COM	680033107	217,980	9,753	X			1
			52,902	2,367		X	X	1
			-----	-----				
			270,882	12,120				
OMNICOM GROUP INC	COM	681919106	3,035,883	42,253	X			1
			99,009	1,378		X	X	1
			-----	-----				
			3,134,892	43,631				
ORACLE CORP	COM	68389X105	316,634	28,145	X			1
			193,702	17,218		X	X	1
			3,938	350	X			2
			-----	-----				
			514,274	45,713				
PNC FINL SVCS GROUP INC	COM	693475105	295,234	6,205	X			1
			77,460	1,628		X	X	1
			-----	-----				
			372,694	7,833				
PPG INDS INC	COM	693506107	349,874	6,700	X			1
			229,768	4,400		X	X	1
			-----	-----				
			579,642	11,100				
PARKER HANNIFIN CORP	COM	701094104	367,434	8,220	X			1
			-----	-----				
			367,434	8,220				
PENNEY J C INC	NOTE	5.000%10 708160BV7	30,510	30,000	X			1
			-----	-----				
			30,510	30,000				
PENNEY J C INC	COM	708160106	339,570	15,890	X			1
			109,842	5,140		X	X	1
			-----	-----				
			449,412	21,030				
PEPSICO INC	COM	713448108	8,303,259	181,175	X			1
			1,786,457	38,980		X	X	1
			11,458	250	X			2
			-----	-----				
			10,101,174	220,405				
PERFORMANCE FOOD GROUP CO	COM	713755106	285,110	7,000	X			1
			-----	-----				
			285,110	7,000				
PFIZER INC	COM	717081103	10,388,148	341,940	X			1

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			5,691,848	187,355	X	X	1
			-----	-----			
			16,079,996	529,295			
PIER 1 IMPORTS INC	COM	720279108	269,841	14,025	X		1
			-----	-----			
			269,841	14,025			
PITNEY BOWES INC	COM	724479100	402,360	10,500	X		1
			-----	-----			
			402,360	10,500			
PLUM CREEK TIMBER CO INC	COM	729251108	455,579	17,908	X		1
			48,260	1,897		X	1
			-----	-----			
			503,839	19,805			
PROCTER & GAMBLE CO	COM	742718109	6,365,969	68,584	X		1
			1,951,077	21,020		X	1
			6,962	75	X		2
			-----	-----			
			8,324,008	89,679			
PROGRESS ENERGY INC	COM	743263105	246,086	5,535	X		1
			261,337	5,878		X	1
			-----	-----			
			507,423	11,413			
PROVIDIAN FINL CORP	COM	74406A102	231,084	19,600	X		1
			12,580	1,067		X	1
			-----	-----			
			243,664	20,667			
PRUDENTIAL FINL INC	COM	744320102	681,894	18,252	X		1
			-----	-----			
			681,894	18,252			
QUALCOMM INC	COM	747525103	258,396	6,201	X		1
			83,091	1,994		X	1
			-----	-----			
			341,487	8,195			
QWEST COMMUNICATIONS INTL IN	COM	749121109	45,693	13,439	X		1
			16,633	4,892		X	1
			-----	-----			
			62,326	18,331			
RADIOSHACK CORP	COM	750438103	318,192	11,200	X		1
			-----	-----			
			318,192	11,200			
RAYTHEON CO	COM NEW	755111507	629,860	22,495	X		1
			459,984	16,428		X	1
			-----	-----			
			1,089,844	38,923			
REGIONS FINL CORP	COM	758940100	437,956	12,787	X		1
			4,976,903	145,311		X	1
			10,275	300	X		2
			-----	-----			
			5,425,134	158,398			

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REPSOL YPF S A	SPONSORED ADR	76026T205	132,089	8,020	X			1
			41,175	2,500		X	X	1
			-----	-----				
			173,264	10,520				
ROYAL CARIBBEAN CRUISES LTD	NOTE	5 780153AM4	9,120	19,000	X			1
			-----	-----				
			9,120	19,000				
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	743,046	16,811	X			1
			845,325	19,125		X	X	1
			6,630	150	X			2
			-----	-----				
			1,595,001	36,086				
RUBY TUESDAY INC	COM	781182100	253,107	10,498		X	X	1
			-----	-----				
			253,107	10,498				
SBC COMMUNICATIONS INC	COM	78387G103	1,694,483	76,156	X			1
			1,175,047	52,811		X	X	1
			-----	-----				
			2,869,530	128,967				
SPDR TR	UNIT SER 1	78462F103	3,299,956	33,016	X			1
			1,268,970	12,696		X	X	1
			-----	-----				
			4,568,926	45,712				
SAFECO CORP	COM	786429100	480,407	13,590	X			1
			169,680	4,800		X	X	1
			-----	-----				
			650,087	18,390				
SARA LEE CORP	COM	803111103	726,524	39,571	X			1
			101,898	5,550		X	X	1
			5,967	325	X			2
			-----	-----				
			834,389	45,446				
SCHERING PLOUGH CORP	COM	806605101	1,870,528	122,738	X			1
			650,443	42,680		X	X	1
			4,191	275	X			2
			-----	-----				
			2,525,162	165,693				
SCHLUMBERGER LTD	COM	806857108	967,226	19,984	X			1
			346,060	7,150		X	X	1
			7,260	150	X			2
			-----	-----				
			1,320,546	27,284				
SEARS ROEBUCK & CO	COM	812387108	783,380	17,914	X			1
			148,507	3,396		X	X	1
			-----	-----				
			931,887	21,310				
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	312,890	14,333	X			1
			16,787	769		X	X	1
			-----	-----				
			329,677	15,102				

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SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	671,576 59,090 ----- 730,666	33,050 2,908 ----- 35,958	X		X	X	1 1
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	262,011 ----- 262,011	9,500 ----- 9,500	X				1
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	231,144 55,988 ----- 287,132	9,611 2,328 ----- 11,939	X		X	X	1 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	345,576 92,238 ----- 437,814	13,600 3,630 ----- 17,230	X		X	X	1 1
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	531,713 23,543 ----- 555,256	24,279 1,075 ----- 25,354	X		X	X	1 1
SERVICE CORP INTL	COM	817565104	100,083 ----- 100,083	21,900 ----- 21,900	X				1
SOUTHERN CO	COM	842587107	459,328 361,034 ----- 820,362	15,650 12,301 ----- 27,951	X		X	X	1 1
SPRINT CORP	COM FON GROUP	852061100	249,150 101,548 ----- 350,698	16,500 6,725 ----- 23,225	X		X	X	1 1
STREETTRACKS SER TR	FORTUNE 500	86330E885	156,345 172,407 ----- 328,752	2,190 2,415 ----- 4,605	X		X	X	1 1
SUN MICROSYSTEMS INC	COM	866810104	73,767 32,949 ----- 106,716	22,286 9,954 ----- 32,240	X		X	X	1 1
SUNTRUST BKS INC	COM	867914103	1,894,234 1,717,348 6,037 ----- 3,617,619	31,377 28,447 100 ----- 59,924	X X		X	X	1 1 2
SYSCO CORP	COM	871829107	2,485,732 101,402 ----- 2,587,134	75,993 3,100 ----- 79,093	X		X	X	1 1
TARGET CORP	COM	87612E106	589,476 77,142 9,408	15,665 2,050 250	X X		X	X	1 1 2

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			-----	-----				
			676,026	17,965				
TELECOM CORP NEW ZEALAND LTD	SPONSORED ADR	879278208	221,489	9,070	X			1
			-----	-----				
			221,489	9,070				
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403780	197,965	6,480	X			1
			27,495	900		X	X	1
			-----	-----				
			225,460	7,380				
TELLABS INC	COM	879664100	192,270	28,225	X			1
			25,035	3,675		X	X	1
			5,109	750	X			2
			-----	-----				
			222,414	32,650				
TEMPLETON GLOBAL INCOME FD I	COM	880198106	89,358	10,600	X			1
			-----	-----				
			89,358	10,600				
TEXAS INSTRS INC	COM	882508104	4,584,214	201,062	X			1
			1,212,117	53,163		X	X	1
			9,120	400	X			2
			-----	-----				
			5,805,451	254,625				
3M CO	COM	88579Y101	1,756,588	25,432	X			1
			5,089,630	73,688		X	X	1
			-----	-----				
			6,846,218	99,120				
TRACTOR SUPPLY CO	COM	892356106	419,968	12,800	X			1
			-----	-----				
			419,968	12,800				
TYCO INTL LTD NEW	COM	902124106	328,497	16,079	X			1
			45,538	2,229		X	X	1
			-----	-----				
			374,035	18,308				
UST INC	COM	902911106	187,158	5,320	X			1
			56,288	1,600		X	X	1
			-----	-----				
			243,446	6,920				
UNILEVER N V	N Y SHS NEW	904784709	221,985	3,751	X			1
			203,638	3,441		X	X	1
			-----	-----				
			425,623	7,192				
UNION PAC CORP	COM	907818108	672,736	11,565	X			1
			172,532	2,966		X	X	1
			-----	-----				
			845,268	14,531				
UNION PLANTERS CORP	COM	908068109	777,300	24,567	X			1
			1,046,872	33,087		X	X	1
			-----	-----				
			1,824,172	57,654				

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UNITED TECHNOLOGIES CORP	COM	913017109	1,155,958	14,958	X			1
			340,032	4,400		X	X	1
			-----	-----				
			1,495,990	19,358				
UNITEDHEALTH GROUP INC	COM	91324P102	523,127	10,396	X			1
			-----	-----				
			523,127	10,396				
UNOCAL CORP	COM	915289102	371,778	11,795	X			1
			174,558	5,538		X	X	1
			-----	-----				
			546,336	17,333				
UNUMPROVIDENT CORP	COM	91529Y106	650,872	44,067	X			1
			509,639	34,505		X	X	1
			-----	-----				
			1,160,511	78,572				
VERIZON COMMUNICATIONS	COM	92343V104	5,485,729	169,104	X			1
			1,814,821	55,944		X	X	1
			6,488	200	X			2
			-----	-----				
			7,307,038	225,248				
VIACOM INC	CL B	925524308	680,285	17,762	X			1
			302,149	7,889		X	X	1
			-----	-----				
			982,434	25,651				
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	7,359,316	363,422	X			1
			1,227,763	60,630		X	X	1
			-----	-----				
			8,587,079	424,052				
VULCAN MATLS CO	COM	929160109	669,331	16,771	X			1
			7,532,813	188,745		X	X	1
			-----	-----				
			8,202,144	205,516				
WACHOVIA CORP 2ND NEW	COM	929903102	1,242,953	30,176	X			1
			752,953	18,280		X	X	1
			6,179	150	X			2
			-----	-----				
			2,002,085	48,606				
WAL MART STORES INC	COM	931142103	5,557,139	99,501	X			1
			1,604,908	28,736		X	X	1
			11,170	200	X			2
			-----	-----				
			7,173,217	128,437				
WALGREEN CO	COM	931422109	4,308,504	140,617	X			1
			3,885,673	126,817		X	X	1
			-----	-----				
			8,194,177	267,434				
WASTE MGMT INC DEL	COM	94106L109	1,032,407	39,450	X			1
			149,957	5,730		X	X	1
			-----	-----				
			1,182,364	45,180				

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WATSON PHARMACEUTICALS INC	COM	942683103	244,933	5,875	X			1
			31,268	750		X	X	1
			6,254	150	X			2
			-----	-----				
			282,455	6,775				
WAUSAU-MOSINEE PAPER CORP	COM	943315101	307,839	25,212	X			1
			64,102	5,250		X	X	1
			-----	-----				
			371,941	30,462				
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	221,605	2,875	X			1
			23,124	300		X	X	1
			7,708	100	X			2
			-----	-----				
			252,437	3,275				
WELLS FARGO & CO NEW	COM	949746101	10,908,432	211,814	X			1
			2,230,983	43,320		X	X	1
			-----	-----				
			13,139,415	255,134				
WEYERHAEUSER CO	COM	962166104	663,705	11,355	X			1
			298,275	5,103		X	X	1
			-----	-----				
			961,980	16,458				
WORTHINGTON INDS INC	COM	981811102	179,608	14,300	X			1
			84,152	6,700		X	X	1
			-----	-----				
			263,760	21,000				
WRIGLEY WM JR CO	COM	982526105	227,836	4,120	X			1
			160,370	2,900		X	X	1
			-----	-----				
			388,206	7,020				
WYETH	COM	983024100	1,320,350	28,641	X			1
			170,570	3,700		X	X	1
			-----	-----				
			1,490,920	32,341				
ZIMMER HLDGS INC	COM	98956P102	807,160	14,649	X			1
			569,624	10,338		X	X	1
			-----	-----				
			1,376,784	24,987				
GRAND TOTAL			628,472,730					