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REGIONS FINANCIAL CORP  
Form 13F-HR  
August 13, 2002

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

FORM 13F

Form 13F COVER PAGE

Report for the Quarter Ended: June 30, 2002

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 Director of Investor Relations  
Phone: 205/326-7090

Signature, Place, and Date of Signing:

/s/Ronald C. Jackson                      Birmingham, Alabama                      August 13, 2002  
[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: 760

Form 13F Information Table Value Total: \$2,118,752 (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 SHRS OR (THOUSANDS)	COLUMN 5 SH/ PUT/ PRN AMT PRN CALL
XCELERA INC	COM	G31611109	15	18,036
GLOBALSANTAFE CORPORATION	SHS	G3930E101	458	16,763
GLOBALSANTAFE CORPORATION	SHS	G3930E101	101	3,700
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2,377	52,050
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	28	609
NOBLE CORPORATION	SHS	G65422100	1,698	44,000
HILFIGER TOMMY CORP	ORD	G8915Z102	4,010	280,000
TRANSOCEAN SEDCO FOREX INC	ORD	G90078109	255	8,183
TRANSOCEAN SEDCO FOREX INC	ORD	G90078109	281	9,033
ACM GOVT INCOME FD INC	COM	000912105	129	16,137
ACM GOVT INCOME FD INC	COM	000912105	25	3,074
AFLAC INC	COM	001055102	6,620	206,868
AFLAC INC	COM	001055102	444	13,890
AGL RES INC	COM	001204106	87	3,748
AGL RES INC	COM	001204106	340	14,672
AOL TIME WARNER INC	COM	00184A105	1,000	67,957
AOL TIME WARNER INC	COM	00184A105	156	10,631
A T & T CORP	COM	001957109	1,763	164,769
A T & T CORP	COM	001957109	340	31,764
AT & T WIRELESS SERVICES INC	COM	00209A106	123	21,089
AT & T WIRELESS SERVICES INC	COM	00209A106	55	9,412
ABBOTT LABORATORIES	COM	002824100	5,535	147,018
ABBOTT LABORATORIES	COM	002824100	1,063	28,232
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	2,156	89,385
ABERCROMBIE & FITCH CO CLASS A	CL A	002896207	68	2,800
ABERDEEN ASIA PAC PRIME INC	COM	003009107	57	11,905
ABERDEEN ASIA PAC PRIME INC	COM	003009107	119	25,000
AEGON N V	ORD AMER REG	007924103	542	26,626
AEGON N V	ORD AMER REG	007924103	452	22,228
AFFILIATED COMPUTER SVCS INC	CL A	008190100	1,899	40,000
AGERE SYS INC	CL B	00845V209	9	5,707
AGERE SYS INC	CL B	00845V209	9	5,686
AGILENT TECHNOLOGIES INC	COM	00846U101	183	7,747
AGILENT TECHNOLOGIES INC	COM	00846U101	110	4,639
AGNICO EAGLE MINES LTD	COM	008474108	2,355	161,650
AIR PRODUCTS & CHEMICALS INC	COM	009158106	146	2,900
AIR PRODUCTS & CHEMICALS INC	COM	009158106	254	5,032
AKZO NOBEL N. V. ADR	SPONSORED ADR	010199305	213	4,896

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AKZO NOBEL N. V. ADR	SPONSORED ADR	010199305	8	190
ALABAMA NATL BANCORPORATION DEL	COM	010317105	417	9,625
ALABAMA NATL BANCORPORATION DEL	COM	010317105	22	500
ALBERTSONS INC	COM	013104104	3,976	130,523
ALBERTSONS INC	COM	013104104	23	745
ALCOA INC	COM	013817101	1,475	44,490
ALCOA INC	COM	013817101	234	7,065
ALFA CORP	COM	015385107	518	44,248
ALFA CORP	COM	015385107	16	1,396
ALLSTATE CORP	COM	020002101	2,352	63,609
ALLSTATE CORP	COM	020002101	436	11,791
ALLTEL CORP	COM	020039103	1,141	24,264
ALLTEL CORP	COM	020039103	321	6,835
AMERADA HESS CORP	COM	023551104	945	11,450
AMERADA HESS CORP	COM	023551104	50	600
AMEREN CORP	COM	023608102	205	4,759
AMEREN CORP	COM	023608102	69	1,600
AMERICAN EAGLE OUTFITTERS IN	COM	02553E106	2,748	130,000
AMERICAN ELECTRIC POWER INC	COM	025537101	859	21,459
AMERICAN ELECTRIC POWER INC	COM	025537101	18	452
AMERICAN EXPRESS CO	COM	025816109	10,096	277,978
AMERICAN EXPRESS CO	COM	025816109	1,616	44,506
AMERICAN INTL GROUP INC	COM	026874107	13,981	204,911
AMERICAN INTL GROUP INC	COM	026874107	2,775	40,667
AMERICAN STD COS INC DEL	COM	029712106	2,253	30,000
AMERISOURCEBERGEN CORP	COM	03073E105	635	8,350
AMGEN INC	COM	031162100	1,950	46,567
AMGEN INC	COM	031162100	383	9,148
AMSOUTH BANCORPORATION	COM	032165102	10,263	458,586
AMSOUTH BANCORPORATION	COM	032165102	8,272	369,622
ANADARKO PETE CORP	COM	032511107	4,120	83,577
ANADARKO PETE CORP	COM	032511107	52	1,047
ANHEUSER BUSCH COS INC	COM	035229103	17,087	341,732
ANHEUSER BUSCH COS INC	COM	035229103	945	18,896
AON CORP	COM	037389103	825	28,000
APACHE CORP	COM	037411105	5,769	100,362
APACHE CORP	COM	037411105	36	622
APPLERA CORP APPLID BIOSYS	COM AP BIO GRP	038020103	118	6,050
APPLERA CORP APPLID BIOSYS	COM AP BIO GRP	038020103	82	4,200
APPLIED MATLS INC	COM	038222105	4,870	256,042
APPLIED MATLS INC	COM	038222105	126	6,650
ARCHER DANIELS MIDLAND CO	COM	039483102	526	41,099
ARCHER DANIELS MIDLAND CO	COM	039483102	50	3,903
ASTORIA FINL CORP	COM	046265104	962	30,000
ASTRAZENECA PLC	SPONSORED ADR	046353108	254	6,205
AUBURN NATIONAL BANCORPORATION	COM	050473107	174	12,000
AUBURN NATIONAL BANCORPORATION	COM	050473107	365	25,150
AUTOMATIC DATA PROCESSING INC	COM	053015103	3,854	88,491
AUTOMATIC DATA PROCESSING INC	COM	053015103	481	11,055
AVANT IMMUNOTHERAPEUTICS INC	COM	053491106	13	11,542
AVERY DENNISON CORP	COM	053611109	159	2,529
AVERY DENNISON CORP	COM	053611109	63	1,000
AVOCENT CORP	COM	053893103	8,988	564,549
AVON PRODS INC	COM	054303102	97	1,850
AVON PRODS INC	COM	054303102	268	5,136
BISYS GROUP INC	COM	055472104	2,664	80,000
BJS WHSL CLUB INC	COM	05548J106	2,741	71,200
BJ SVCS CO	COM	055482103	8,817	260,245
BP PLC ADR	SPONSORED ADR	055622104	12,235	242,322
BP PLC ADR	SPONSORED ADR	055622104	3,218	63,727
BAKER HUGHES INC	COM	057224107	950	28,535
BAKER HUGHES INC	COM	057224107	31	923

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BANCORPSOUTH INC	COM	059692103	62	3,064
BANCORPSOUTH INC	COM	059692103	202	10,000
BANCTRUST FINANCIAL GP	COM	05978R107	269	22,105
BANK AMER CORP	COM	060505104	32,373	460,105
BANK AMER CORP	COM	060505104	16,594	235,847
BANK NEW YORK INC	COM	064057102	6,175	182,960
BANK NEW YORK INC	COM	064057102	259	7,680
BANK ONE CORP	COM	06423A103	354	9,193
BANK ONE CORP	COM	06423A103	370	9,623
BANKNORTH GROUP INC	COM	06646R107	1,062	40,800
BARRICK GOLD CORP	COM	067901108	18,259	961,487
BARRICK GOLD CORP	COM	067901108	154	8,090
BAXTER INTERNATIONAL INC	COM	071813109	4,107	92,400
BAXTER INTERNATIONAL INC	COM	071813109	595	13,388
BEA SYS INC	COM	073325102	154	16,200
BEAR STEARNS COS INC	COM	073902108	166	2,716
BEAR STEARNS COS INC	COM	073902108	72	1,177
BECTON DICKINSON & CO	COM	075887109	265	7,700
BECTON DICKINSON & CO	COM	075887109	35	1,008
BED BATH & BEYOND INC	COM	075896100	5,899	156,300
BED BATH & BEYOND INC	COM	075896100	30	800
BELLSOUTH CORP	COM	079860102	8,240	261,596
BELLSOUTH CORP	COM	079860102	4,071	129,238
BERKSHIRE HATHAWAY INC DEL CL A CL A		084670108	1,202	18
BERKSHIRE HATHAWAY INC DEL CL A CL A		084670108	1,470	22
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1,597	715
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	561	251
BEST BUY INC	COM	086516101	863	23,775
BEST BUY INC	COM	086516101	7	180
BETHLEHEM STEEL	PFD CV \$2.50	087509402		200
BETHLEHEM STEEL	PFD CV \$2.50	087509402	18	10,000
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	1	1,500
BIOCRYST PHARMACEUTICALS INC	COM	09058V103	99	114,054
BIOGEN INC	COM	090597105	197	4,750
BIOGEN INC	COM	090597105	27	650
BLACKROCK INSD MUN TERM TR INC	COM	092474105	269	25,000
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	211	15,000
BLOCK H & R INC	COM	093671105	231	5,001
BLOCK H & R INC	COM	093671105	222	4,800
BLOUNT INTL INC NEW	COM	095180105	176	41,851
BOEING CO	COM	097023105	15,280	339,546
BOEING CO	COM	097023105	486	10,803
BRINKER INTL INC	COM	109641100	1,597	50,300
BRISTOL MYERS SQUIBB CO	COM	110122108	9,227	359,021
BRISTOL MYERS SQUIBB CO	COM	110122108	3,153	122,685
BUCKEYE PARTNERS LP UNITS	UNIT LTD PARTN	118230101	227	6,400
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	2,924	97,451
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	223	7,444
BURLINGTON RESOURCES INC	COM	122014103	457	12,024
BURLINGTON RESOURCES INC	COM	122014103	165	4,354
CIGNA CORP	COM	125509109	2,095	21,500
CIGNA CORP	COM	125509109	214	2,196
CSX CORP	COM	126408103	306	8,720
CSX CORP	COM	126408103	71	2,020
CVS CORPORATION (DEL)	COM	126650100	5,229	170,890
CVS CORPORATION (DEL)	COM	126650100	144	4,714
CAMPBELL SOUP CO	COM	134429109	238	8,600
CAMPBELL SOUP CO	COM	134429109	36	1,300
CARLISLE COS INC	COM	142339100	261	5,800
CATELLUS DEV CORP	COM	149111106	1,310	64,134
CATERPILLAR INC	COM	149123101	488	9,967
CATERPILLAR INC	COM	149123101	512	10,468

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CENDANT CORP	COM	151313103	397	25,000
CENTURYTEL INC	COM	156700106	7,414	251,311
CENTURYTEL INC	COM	156700106	24	800
CHEVRONTEXACO CORP	COM	166764100	22,059	249,251
CHEVRONTEXACO CORP	COM	166764100	4,556	51,477
CHUBB CORP	COM	171232101	205	2,901
CINERGY CORP	COM	172474108	122	3,387
CINERGY CORP	COM	172474108	396	11,000
CIRCUIT CITY STORES GROUP	CIRCT CITY GRP	172737108	2,174	115,935
CIRCUIT CITY STORES GROUP	CIRCT CITY GRP	172737108	30	1,600
CISCO SYS INC	COM	17275R102	8,721	625,129
CISCO SYS INC	COM	17275R102	674	48,295
CITIGROUP INC	COM	172967101	20,512	529,331
CITIGROUP INC	COM	172967101	4,991	128,790
CLOROX CO	COM	189054109	4,746	114,777
CLOROX CO	COM	189054109	387	9,354
COACH INC	COM	189754104	230	4,192
COACH INC	COM	189754104	13	238
COCA COLA CO	COM	191216100	52,347	934,760
COCA COLA CO	COM	191216100	47,505	848,295
COCA COLA ENTERPRISES INC	COM	191219104	3	125
COCA COLA ENTERPRISES INC	COM	191219104	6,824	309,060
COLGATE PALMOLIVE CO	COM	194162103	6,830	136,473
COLGATE PALMOLIVE CO	COM	194162103	13,965	279,028
COLONIAL BANCGROUP INC	COM	195493309	212	14,166
COLONIAL BANCGROUP INC	COM	195493309	66	4,388
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	80	2,050
COLONIAL PPTYS TR (REIT)	COM SH BEN INT	195872106	464	11,925
COMCAST CORP CL A SPL	CL A SPL	200300200	1,144	48,000
COMCAST CORP CL A SPL	CL A SPL	200300200	97	4,080
COMERICA INC	COM	200340107	6,921	112,728
COMPASS BANCSHARES, INC.	COM	20449H109	2,381	70,866
COMPASS BANCSHARES, INC.	COM	20449H109	3,481	103,616
CONAGRA FOODS INC COM	COM	205887102	8,153	294,873
CONAGRA FOODS INC COM	COM	205887102	339	12,252
CONEXANT SYS INC	COM	207142100	25	15,210
CONEXANT SYS INC	COM	207142100	2	1,448
CONOCO INC	COM	208251504	5,401	194,266
CONOCO INC	COM	208251504	200	7,212
CONSOLIDATED EDISON INC	COM	209115104	129	3,101
CONSOLIDATED EDISON INC	COM	209115104	173	4,150
COOPER CAMERON CORP	COM	216640102	4,998	103,214
COOPER CAMERON CORP	COM	216640102	21	425
COORS ADOLPH CO CL B	CL B	217016104	8,096	129,950
CORNING INC	COM	219350105	106	29,989
CORNING INC	COM	219350105	27	7,625
COSTCO WHSL CORP	COM	22160K105	902	23,350
COSTCO WHSL CORP	COM	22160K105	309	8,000
COX COMMUNICATIONS INC NEW	CL A	224044107	231	8,372
CYPRESS SEMICONDUCTOR CORP	COM	232806109	607	40,000
DNP SELECT INCOME FD	COM	23325P104	407	40,025
DNP SELECT INCOME FD	COM	23325P104	145	14,280
DST SYS INC DEL	COM	233326107	1,371	30,000
DTE ENERGY CO	COM	233331107	216	4,833
DTE ENERGY CO	COM	233331107	2	50
DEERE & CO	COM	244199105	184	3,850
DEERE & CO	COM	244199105	115	2,400
DELL COMPUTER CORP	COM	247025109	2,118	81,038
DELL COMPUTER CORP	COM	247025109	408	15,590
DELPHI AUTOMOTIVE SYS CORP	COM	247126105	1,275	96,580
DELPHI AUTOMOTIVE SYS CORP	COM	247126105	203	15,385
DELTA AIR LINES INC	COM	247361108	179	8,960

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DELTA AIR LINES INC	COM	247361108	54	2,688
DELTIC TIMBER CORP	COM	247850100	634	18,385
DEVON ENERGY CORPORATION NEW	COM	25179M103	754	15,300
DIAL CORP NEW COM	COM	25247D101	949	47,389
DIAL CORP NEW COM	COM	25247D101	145	7,261
DIAMOND OFFSHORE DRILLNG INC	COM	25271C102	1,248	43,785
DIAMOND OFFSHORE DRILLNG INC	COM	25271C102	3	100
DIEBOLD INC	COM	253651103	276	7,423
DILLARDS INC	CL A	254067101	114	4,350
DILLARDS INC	CL A	254067101	131	5,000
WALT DISNEY COMPANY	COM DISNEY	254687106	2,105	111,377
WALT DISNEY COMPANY	COM DISNEY	254687106	1,324	70,039
DOLLAR TREE STORES INC	COM	256747106	3,153	80,000
DOMINION RES INC VA NEW	COM	25746U109	5,236	79,087
DOMINION RES INC VA NEW	COM	25746U109	79	1,200
DOVER CORP	COM	260003108	1,095	31,294
DOVER CORP	COM	260003108	131	3,745
DOW CHEM CO COM	COM	260543103	705	20,493
DOW CHEM CO COM	COM	260543103	546	15,886
DREYFUS STRATEGIC MUNS INC	COM	261932107	498	50,183
DREYFUS STRATEGIC MUNS INC	COM	261932107	34	3,400
DREYFUS STRATEGIC MUN BD FD INC	COM	26202F107	454	51,548
DU PONT E I DE NEMOURS & CO	COM	263534109	15,510	349,314
DU PONT E I DE NEMOURS & CO	COM	263534109	2,609	58,772
DUKE ENERGY CORP	COM	264399106	4,670	150,157
DUKE ENERGY CORP	COM	264399106	812	26,109
DURECT CORP	COM	266605104	402	50,281
E M C CORP MASS	COM	268648102	1,035	137,026
E M C CORP MASS	COM	268648102	349	46,249
E TRADE GROUP INC	COM	269246104	97	17,750
E TRADE GROUP INC	COM	269246104	4	750
EASTMAN CHEM CO	COM	277432100	2,912	62,086
EASTMAN CHEM CO	COM	277432100	30	630
EATON CORP	COM	278058102	286	3,932
EATON VANCE MUNICIPAL INCOME FD	SH BEN INT	27826U108	467	33,332
EL PASO CORP	COM	28336L109	212	10,266
EL PASO CORP	COM	28336L109	237	11,493
ELECTRONIC ARTS	COM	285512109	1,982	30,000
ELECTRONIC ARTS	COM	285512109	264	4,000
ELECTRONIC DATA SYS CORP NEW	COM	285661104	726	19,537
ELECTRONIC DATA SYS CORP NEW	COM	285661104	530	14,256
EMERSON ELECTRIC CO	COM	291011104	1,118	20,894
EMERSON ELECTRIC CO	COM	291011104	471	8,810
ENERGEN CORP	COM	29265N108	180	6,550
ENERGEN CORP	COM	29265N108	206	7,500
ENERGYSOUTH INC	COM	292970100	1,736	54,198
ENERGYSOUTH INC	COM	292970100	64	2,000
ENTERGY CORP	COM	29364G103	641	15,099
ENTERGY CORP	COM	29364G103	59	1,400
EQUITABLE RES INC	COM	294549100	1,449	42,250
EQUITY INCOME FUND	UT 1 EX SR-ATT	294700703	284	3,333
ERICSSON L M TEL CO	ADR CL B SEK10	294821400	30	20,560
ERICSSON L M TEL CO	ADR CL B SEK10	294821400	7	4,800
EXELON CORP	COM	30161N101	353	6,753
EXELON CORP	COM	30161N101	113	2,159
EXXON MOBIL CORP	COM	30231G102	59,466	1,453,219
EXXON MOBIL CORP	COM	30231G102	17,465	426,821
FPL GROUP INC	COM	302571104	3,727	62,127
FPL GROUP INC	COM	302571104	84	1,400
FAIRCHILD SEMICONDUCTOR INTL	CL A	303726103	1,458	60,000
FAMILY DOLLAR STORES INC	COM	307000109	6,643	188,450
FAMILY DOLLAR STORES INC	COM	307000109	11	300

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FREDDIE MAC	COM	313400301	1,850	30,229
FREDDIE MAC	COM	313400301	37	600
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	13,826	187,477
FEDERAL NATIONAL MORTGAGE ASSN	COM	313586109	751	10,182
FEDEX CORP	COM	31428X106	2,282	42,734
FEDEX CORP	COM	31428X106	50	929
FIRST DATA CORP	COM	319963104	2,376	63,870
FIRST DATA CORP	COM	319963104	205	5,504
FIRST HEALTH GROUP CORP	COM	320960107	1,402	50,000
FIRST TENNESSEE NATIONAL CORP	COM	337162101	3,314	86,526
FIRST TENNESSEE NATIONAL CORP	COM	337162101	283	7,392
FIRST VIRGINIA BANKSHARES, INC.	COM	337477103	981	18,300
FIRSTENERGY CORP	COM	337932107	227	6,791
FIRSTENERGY CORP	COM	337932107	6	190
FLEETBOSTON FINL CORP	COM	339030108	4,014	124,069
FLEETBOSTON FINL CORP	COM	339030108	78	2,402
FLEMING COMPANIES INC	COM	339130106	300	16,550
FLORIDA ROCK INDS INC	COM	341140101	316	8,824
FLORIDA ROCK INDS INC	COM	341140101	38	1,057
FOOT LOCKER INC	COM	344849104	185	12,800
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,465	91,573
FORD MTR CO DEL	COM PAR \$0.01	345370860	455	28,449
FOREST LABS INC	COM	345838106	1,020	14,410
FOREST LABS INC	COM	345838106	14	200
FORTUNE BRANDS INC	COM	349631101	959	17,125
FORTUNE BRANDS INC	COM	349631101	101	1,800
GALLAGHER ARTHUR J & CO	COM	363576109	3,524	101,700
GALLAHER GROUP PLC	SPONSORED ADR	363595109	618	16,552
GALLAHER GROUP PLC	SPONSORED ADR	363595109	60	1,600
GANNETT INC	COM	364730101	1,499	19,753
GANNETT INC	COM	364730101	1,061	13,978
GAP INC	COM	364760108	4,983	350,900
GAP INC	COM	364760108	3	200
GENERAL DYNAMICS CORP	COM	369550108	9,405	88,438
GENERAL DYNAMICS CORP	COM	369550108	219	2,060
GENERAL ELECTRIC CO	COM	369604103	49,501	1,703,998
GENERAL ELECTRIC CO	COM	369604103	17,460	601,047
GENERAL MILLS INC	COM	370334104	8,065	182,957
GENERAL MILLS INC	COM	370334104	590	13,389
GENERAL MOTORS CORP	COM	370442105	2,766	51,752
GENERAL MOTORS CORP	COM	370442105	717	13,414
GENERAL MTRS CORP CLASS H NEW	CL H NEW	370442832	898	86,363
GENERAL MTRS CORP CLASS H NEW	CL H NEW	370442832	17	1,608
GENUINE PARTS CO	COM	372460105	1,281	36,728
GENUINE PARTS CO	COM	372460105	647	18,541
GEORGIA PAC CORP (GA PAC GR)	COM	373298108	2,611	106,238
GEORGIA PAC CORP (GA PAC GR)	COM	373298108	10	400
GILEAD SCIENCES INC	COM	375558103	658	20,000
GILLETTE CO	COM	375766102	10,650	314,447
GILLETTE CO	COM	375766102	2,241	66,155
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	343	7,956
GLAXO SMITHKLINE	SPONSORED ADR	37733W105	71	1,650
GOODRICH CORP	COM	382388106	7,666	280,610
GOODRICH CORP	COM	382388106	83	3,055
GRAY COMMUNICATIONS SYSTEM INC	COM	389190109	1,273	70,316
HCA-INC	COM	404119109	363	7,650
HCA-INC	COM	404119109	10	200
HCB BANCSHARES INC	COM	40413N106	2,961	198,086
HARTFORD FINL SVCS GROUP INC	COM	416515104	307	5,165
HARTFORD FINL SVCS GROUP INC	COM	416515104	13	225
HEALTHSOUTH CORP	COM	421924101	282	22,051
HEALTHSOUTH CORP	COM	421924101	6	500

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HEINZ H J CO	COM	423074103	2,325	56,561
HEINZ H J CO	COM	423074103	368	8,945
HERSHEY FOODS CORP	COM	427866108	546	8,735
HERSHEY FOODS CORP	COM	427866108	646	10,332
HEWLETT PACKARD CO	COM	428236103	1,679	109,907
HEWLETT PACKARD CO	COM	428236103	758	49,600
HIBERNIA CORP	CL A	428656102	533	26,910
HILTON HOTELS	COM	432848109	1,377	99,050
HOME DEPOT INC	COM	437076102	8,439	229,760
HOME DEPOT INC	COM	437076102	1,530	41,648
HONEYWELL INTERNATIONAL INC	COM	438516106	861	24,447
HONEYWELL INTERNATIONAL INC	COM	438516106	380	10,781
HOST MARRIOTT CORP NEW (REIT)	COM	44107P104	900	79,663
HOUSEHOLD INTERNATIONAL CORP	COM	441815107	273	5,488
HOUSEHOLD INTERNATIONAL CORP	COM	441815107	344	6,927
HOUSTON EXPL CO	COM	442120101	1,856	64,000
ILLINOIS TOOL WKS INC	COM	452308109	367	5,378
INSURED MUNICIPAL INCOME FUND	COM	45809F104	635	44,583
INSURED MUNICIPAL INCOME FUND	COM	45809F104	12	865
INTEL CORP	COM	458140100	18,731	1,025,220
INTEL CORP	COM	458140100	3,919	214,494
INTERGRAPH CORP	COM	458683109	240	13,750
INTERGRAPH CORP	COM	458683109	61	3,500
INTL BUSINESS MACHINES CORP	COM	459200101	19,736	274,116
INTL BUSINESS MACHINES CORP	COM	459200101	4,164	57,827
INTL FLAVORS & FRAGRANCES INC	COM	459506101	127	3,908
INTL FLAVORS & FRAGRANCES INC	COM	459506101	104	3,201
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2,325	41,000
INTERNATIONAL PAPER CO	COM	460146103	6,610	151,664
INTERNATIONAL PAPER CO	COM	460146103	1,881	43,154
INTERPUBLIC GROUP COS INC	COM	460690100	95	3,844
INTERPUBLIC GROUP COS INC	COM	460690100	120	4,842
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1,177	36,000
ISHARES TR	S&P SMLCP VALU	464287879	198	2,200
ISHARES TR	S&P SMLCP VALU	464287879	135	1,500
JDS UNIPHASE CORP	COM	46612J101	38	14,153
JDS UNIPHASE CORP	COM	46612J101	19	7,250
JP MORGAN CHASE & CO	COM	46625H100	4,663	137,464
JP MORGAN CHASE & CO	COM	46625H100	1,089	32,100
JEFFERSON PILOT CORP	COM	475070108	11,685	248,626
JEFFERSON PILOT CORP	COM	475070108	4,590	97,652
JOHNSON & JOHNSON	COM	478160104	34,725	664,461
JOHNSON & JOHNSON	COM	478160104	4,590	87,835
JONES APPAREL GROUP INC	COM	480074103	1,875	50,000
KLA - TENCOR CORPORATION	COM	482480100	1,966	44,690
KELLOGG CO	COM	487836108	278	7,750
KELLOGG CO	COM	487836108	459	12,800
KEYCORP NEW	COM	493267108	9,690	354,927
KEYCORP NEW	COM	493267108	19	700
KIMBERLY CLARK CORP	COM	494368103	23,309	375,953
KIMBERLY CLARK CORP	COM	494368103	4,222	68,095
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	255	8,120
KINDER MORGAN EGY PTNS L P	UT LTD PARTNER	494550106	31	1,000
KNIGHT RIDDER INC	COM	499040103	2,027	32,197
KRAFT FOODS INC	CL A	50075N104	11,696	285,620
KRAFT FOODS INC	CL A	50075N104	53	1,295
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,592	48,000
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	32	600
LAM RESEARCH CORP	COM	512807108	2,337	130,000
LEGGETT & PLATT INC	COM	524660107	1,292	55,195
LEGG MASON INC	COM	524901105	2,467	50,000
LEHMAN BROS HLDGS INC	COM	524908100	134	2,138



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LEHMAN BROS HLDGS INC	COM	524908100	97	1,554
LILLY ELI & CO	COM	532457108	2,097	37,175
LILLY ELI & CO	COM	532457108	1,850	32,802
LIMITED INC	COM	532716107	270	12,676
LIMITED INC	COM	532716107	28	1,300
LINCARE HLDGS INC	COM	532791100	1,615	50,000
LINCOLN NATIONAL CORP IND	COM	534187109	6,547	155,870
LINCOLN NATIONAL CORP IND	COM	534187109	83	1,969
LIZ CLAIBORNE INC	COM	539320101	4,546	142,963
LIZ CLAIBORNE INC	COM	539320101	51	1,600
LOCKHEED MARTIN CORP	COM	539830109	177	2,549
LOCKHEED MARTIN CORP	COM	539830109	290	4,173
LOEWS CORP	COM	540424108	7	130
LOEWS CORP	COM	540424108	954	18,000
LONE STAR TECHNOLOGIES INC	COM	542312103	3,664	160,000
LOUISIANA PACIFIC CORP	COM	546347105	1,003	94,747
LOWES COS INC	COM	548661107	9,005	198,350
LOWES COS INC	COM	548661107	243	5,360
LUCENT TECHNOLOGIES INC	COM	549463107	36	21,581
LUCENT TECHNOLOGIES INC	COM	549463107	34	20,626
LUFKIN INDUSTRIES INCORPORATED	COM	549764108	822	28,484
LUFKIN INDUSTRIES INCORPORATED	COM	549764108	1,061	36,765
M & T BK CORP	COM	55261F104	359	4,190
MBNA CORP	COM	55262L100	652	19,724
MBNA CORP	COM	55262L100	233	7,054
MFS MULTIMARKET INCOME TRUST	SH BEN INT	552737108	56	9,565
MFS MULTIMARKET INCOME TRUST	SH BEN INT	552737108	4	600
MANAGED MUNS PORTFOLIO INC	COM	561662107	65	6,137
MANAGED MUNS PORTFOLIO INC	COM	561662107	44	4,121
MANULIFE FINL CORP	COM	56501R106	217	7,599
MARATHON OIL CORP	COM	565849106	1,643	60,583
MARATHON OIL CORP	COM	565849106	108	3,983
MARCONI PLC	SPONSORED ADR	566306205	1	5,000
MARCONI PLC	SPONSORED ADR	566306205	1	10,000
MARSH & MCLENNAN COS INC	COM	571748102	3,493	36,162
MARSH & MCLENNAN COS INC	COM	571748102	374	3,875
MARRIOTT INTL INC NEW	CL A	571903202	5,187	136,321
MARRIOTT INTL INC NEW	CL A	571903202	244	6,400
MASCO CORP	COM	574599106	252	9,280
MASCO CORP	COM	574599106	526	19,400
MAYTAG CORP	COM	578592107	27,321	640,594
MAYTAG CORP	COM	578592107	100	2,350
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	925	35,928
MCCORMICK & CO INC COMMON STOCK	COM NON VTG	579780206	46	1,776
MCDONALDS CORP	COM	580135101	13,839	486,440
MCDONALDS CORP	COM	580135101	1,540	54,115
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	1,311	21,954
MCGRAW-HILL COMPANIES INC NEW	COM	580645109	72	1,200
MCKESSON CORPORATION	COM	58155Q103	162	4,968
MCKESSON CORPORATION	COM	58155Q103	111	3,383
MEADWESTVACO CORP	COM	583334107	875	26,072
MEADWESTVACO CORP	COM	583334107	2,876	85,696
MEDTRONIC INC	COM	585055106	1,072	25,006
MEDTRONIC INC	COM	585055106	694	16,200
MELLON FINL CORP	COM	58551A108	3,663	116,536
MELLON FINL CORP	COM	58551A108	38	1,200
MERCK & CO INC	COM	589331107	15,812	312,254
MERCK & CO INC	COM	589331107	8,137	160,678
MERIDIAN GOLD INC	COM	589975101	2,568	160,000
MERRILL LYNCH & CO INC	COM	590188108	301	7,442
MERRILL LYNCH & CO INC	COM	590188108	14	350
MICROSOFT CORP	COM	594918104	17,358	317,327

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MICROSOFT CORP	COM	594918104	3,101	56,699
MICROCHIP TECHNOLOGY INC	COM	595017104	1,112	40,532
MICRON TECHNOLOGY INC	COM	595112103	293	14,510
MICRON TECHNOLOGY INC	COM	595112103	82	4,050
MILLENNIUM PHARMACTCLS INC	COM	599902103	730	60,100
MIRANT CORP	COM	604675108	475	65,026
MIRANT CORP	COM	604675108	155	21,190
MOODYS CORP	COM	615369105	345	6,935
MOODYS CORP	COM	615369105	40	800
MORGAN STANLEY DEAN WITTER & CO	COM NEW	617446448	8,293	192,496
MORGAN STANLEY DEAN WITTER & CO	COM NEW	617446448	468	10,868
MOTOROLA INC	COM	620076109	617	42,314
MOTOROLA INC	COM	620076109	538	36,895
MUNI HOLDINGS FD II INC	COM	625935101	139	10,900
MUNI HOLDINGS INSD FD II INC	COM	62625A102	130	10,000
MUNI HOLDINGS INSD FD II INC	COM	62625A102	9	700
MURPHY OIL CORP	COM	626717102	1,620	19,639
MYLAN LABORATORIES INC	COM	628530107	1,881	60,000
NABORS INDS INC	COM	629568106	6,732	190,700
NABORS INDS INC	COM	629568106	8	240
NASDAQ 100 TR	UNIT SER 1	631100104	6,924	265,269
NASDAQ 100 TR	UNIT SER 1	631100104	123	4,705
NATIONAL COMM FINL CORP	COM	63545P104	3,234	122,955
NATIONAL COMM FINL CORP	COM	63545P104	119	4,528
NATIONAL-OILWELL INC	COM	637071101	1,010	48,000
NETWORK APPLIANCE INC DELEWARE	COM	64120L104	135	10,825
NETWORK APPLIANCE INC DELEWARE	COM	64120L104	5	400
NEW YORK TIMES CO CL A	CL A	650111107	324	6,300
NEW YORK TIMES CO CL A	CL A	650111107	15	300
NEWELL RUBBERMAID INC	COM	651229106	177	5,046
NEWELL RUBBERMAID INC	COM	651229106	217	6,200
NEWMONT MINING CORP (NEW)	COM	651639106	21,602	820,441
NEWMONT MINING CORP (NEW)	COM	651639106	325	12,348
NOKIA CORP	SPONSORED ADR	654902204	839	57,943
NOKIA CORP	SPONSORED ADR	654902204	392	27,100
NORFOLK SOUTHERN CORPORATION	COM	655844108	493	21,066
NORFOLK SOUTHERN CORPORATION	COM	655844108	488	20,859
NORTH FORK BANCORP INC N Y	COM	659424105	3,981	100,000
NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	204	5,700
NORTHERN BORDER PARTNERS L P	UNIT LTD PARTN	664785102	72	2,000
NORTHROP GRUMMAN CORP	COM	666807102	10,777	86,213
NORTHROP GRUMMAN CORP	COM	666807102	226	1,811
NOVELLUS SYS INC	COM	670008101	1,760	51,750
NUCOR CORP	COM	670346105	950	14,600
NUCOR CORP	COM	670346105	104	1,600
NVIDIA CORP	COM	67066G104	515	30,000
NUVEEN DIVIDEND ADV MUNI 3	COM SH BEN INT	67070X101	282	20,000
NUVEEN INSD DIVID ADVANTAGE	COM	67071L106	150	10,000
NUVEEN MUN VALUE FD INC	COM	670928100	229	23,918
NUVEEN MUN VALUE FD INC	COM	670928100	13	1,333
NUVEEN TEX QUAL INCM MUN FD	COM	670983105	767	49,800
OCCIDENTAL PETE CORP	COM	674599105	627	20,896
OLD REPUBLIC INTL CORP	COM	680223104	234	7,425
OLD REPUBLIC INTL CORP	COM	680223104	10,268	325,960
OMNICOM GROUP	COM	681919106	55	1,200
OMNICOM GROUP	COM	681919106	247	5,402
ONEOK INC NEW	COM	682680103	408	18,606
ORACLE CORPORATION	COM	68389X105	2,884	304,540
ORACLE CORPORATION	COM	68389X105	250	26,410
OUTBACK STEAKHOUSE INC	COM	689899102	1,486	42,350
PNC FINANCIAL SERVICES GROUP	COM	693475105	698	13,360
PNC FINANCIAL SERVICES GROUP	COM	693475105	74	1,410

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PPG INDUSTRIES INC	COM	693506107	70	1,126
PPG INDUSTRIES INC	COM	693506107	384	6,200
PARKER HANNIFIN CORP	COM	701094104	292	6,112
PENNEY J C INC	COM	708160106	194	8,813
PENNEY J C INC	COM	708160106	15	700
PEOPLES BANCTRUST INC	COM	709796106	5,457	405,100
PEOPLES BANCTRUST INC	COM	709796106	66	4,928
PEPSICO INC	COM	713448108	23,882	495,478
PEPSICO INC	COM	713448108	2,416	50,117
PFIZER INC	COM	717081103	28,298	808,506
PFIZER INC	COM	717081103	5,263	150,377
PHARMACIA CORP	COM	71713U102	2,425	64,747
PHARMACIA CORP	COM	71713U102	1,565	41,793
PHELPS DODGE CORP	COM	717265102	5,375	130,455
PHILIP MORRIS COS INC	COM	718154107	22,756	520,973
PHILIP MORRIS COS INC	COM	718154107	3,003	68,753
PHILLIPS PETE CO	COM	718507106	18,634	316,482
PHILLIPS PETE CO	COM	718507106	150	2,550
PIONEER NATURAL RESOURCES CO	COM	723787107	1,211	46,500
PITNEY BOWES INC	COM	724479100	1,381	34,771
PITNEY BOWES INC	COM	724479100	441	11,100
PLUM CREEK TIMBER CO INC	COM	729251108	3,761	122,514
PLUM CREEK TIMBER CO INC	COM	729251108	216	7,034
PROASSURANCE CORP	COM	74267C106	417	23,706
PROASSURANCE CORP	COM	74267C106	29	1,633
PROCTER & GAMBLE CO	COM	742718109	26,501	296,769
PROCTER & GAMBLE CO	COM	742718109	7,734	86,606
PROGRESS ENERGY INC	COM	743263105	919	17,663
PROGRESS ENERGY INC	COM	743263105	152	2,922
PROTECTIVE LIFE CORP	COM	743674103	1,625	49,098
PROTECTIVE LIFE CORP	COM	743674103	3,521	106,360
PROVIDIAN FINL CORP	COM	74406A102	6	985
PROVIDIAN FINL CORP	COM	74406A102	175	29,680
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	3,865	89,252
PUBLIC SVC ENTERPRISE GROUP INC	COM	744573106	37	844
PUTNAM INVT GRADE MUN TR	COM	746805100	360	31,000
PUTNAM MANAGED MUN INCOME TR	COM	746823103	2,649	332,333
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	77	12,268
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	10	1,600
QUALCOMM INC	COM	747525103	491	17,869
QUALCOMM INC	COM	747525103	694	25,250
QUEST DIAGNOSTICS INC	COM	74834L100	2,926	34,000
QUESTAR CORP	COM	748356102	300	12,150
QUESTAR CORP	COM	748356102	25	1,000
QWEST COMM INTL INC	COM	749121109	40	14,141
QWEST COMM INTL INC	COM	749121109	5	1,882
RADIOSHACK CORP	COM	750438103	20	659
RADIOSHACK CORP	COM	750438103	204	6,800
RAYTHEON CO (NEW)	COM NEW	755111507	21,392	524,962
RAYTHEON CO (NEW)	COM NEW	755111507	588	14,437
REGIONS FINANCIAL CORP	COM	758940100	102,923	2,928,108
REGIONS FINANCIAL CORP	COM	758940100	60,131	1,710,711
RELIANT ENERGY INC	COM	75952J108	388	22,931
RELIANT ENERGY INC	COM	75952J108	108	6,373
ROCKWELL INTL CORP NEW	COM	773903109	304	15,210
ROCKWELL INTL CORP NEW	COM	773903109	34	1,714
ROCKWELL COLLINS INC	COM	774341101	425	15,510
ROCKWELL COLLINS INC	COM	774341101	47	1,714
ROSS STORES INC	COM	778296103	2,445	60,000
ROYAL DUTCH PETROLEUM COMPANY	NY REG GLD1.25	780257804	3,257	58,930
ROYAL DUTCH PETROLEUM COMPANY	NY REG GLD1.25	780257804	712	12,884
RUBY TUESDAY INC	COM	781182100	4,931	254,183

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RUBY TUESDAY INC	COM	781182100	1,459	75,228
RUSSELL CORP	COM	782352108	64	3,315
RUSSELL CORP	COM	782352108	197	10,246
SBC COMMUNICATIONS INC NEW	COM	78387G103	5,100	167,204
SBC COMMUNICATIONS INC NEW	COM	78387G103	1,791	58,718
SPDR TR	UNIT SER 1	78462F103	3,647	36,851
SPDR TR	UNIT SER 1	78462F103	319	3,220
SABINE ROYALTY TRUST INTEREST	UNIT BEN INT	785688102	273	12,010
SAFeway INC	COM NEW	786514208	300	10,269
SAFeway INC	COM NEW	786514208	7	225
ST PAUL COS INC	COM	792860108	329	8,446
ST PAUL COS INC	COM	792860108	177	4,548
SAKS INC	COM	79377W108	355	27,666
SAKS INC	COM	79377W108	2	132
SANMINA CORP	COM	800907107	34	5,446
SANMINA CORP	COM	800907107	58	9,196
SARA LEE CORP	COM	803111103	684	33,145
SARA LEE CORP	COM	803111103	357	17,309
SCANA CORP NEW	COM	80589M102	838	27,135
SCANA CORP NEW	COM	80589M102	216	6,997
SCHERING-PLOUGH CORP	COM	806605101	2,570	104,457
SCHERING-PLOUGH CORP	COM	806605101	648	26,357
SCHLUMBERGER LTD	COM	806857108	4,867	104,662
SCHLUMBERGER LTD	COM	806857108	1,169	25,141
SCHWAB CHARLES CORP NEW	COM	808513105	2,515	224,550
SCHWAB CHARLES CORP NEW	COM	808513105	2	200
SCUDDER MUN INCOME TR	COM SH BEN INT	81118R604	473	42,185
SEARS ROEBUCK & CO	COM	812387108	838	15,442
SEARS ROEBUCK & CO	COM	812387108	300	5,524
SEMPRA ENERGY	COM	816851109	233	10,515
SERVICEMASTER CO	COM	81760N109	1,542	112,375
SHELL TRANS & TRADING PLC	ADR NY SHS NEW	822703609	37	825
SHELL TRANS & TRADING PLC	ADR NY SHS NEW	822703609	243	5,400
SHERWIN WILLIAMS CO	COM	824348106	76	2,549
SHERWIN WILLIAMS CO	COM	824348106	124	4,150
SIEBEL SYS INC	COM	826170102	154	10,800
SIMMONS FIRST NATIONAL CORP	CL A \$5 PAR	828730200	236	5,536
SIMMONS FIRST NATIONAL CORP	CL A \$5 PAR	828730200	21	500
SIMON PPTY GROUP INC NEW (REIT)	COM	828806109	118	3,215
SIMON PPTY GROUP INC NEW (REIT)	COM	828806109	126	3,425
SMITH INTL INC	COM	832110100	4,139	60,700
SMITH INTL INC	COM	832110100	3	50
SMUCKER J M CO	COM NEW	832696405	174	5,095
SMUCKER J M CO	COM NEW	832696405	53	1,543
SOLECTRON CORP	COM	834182107	61	9,950
SOLECTRON CORP	COM	834182107	52	8,509
SONOCO PRODUCTS CO	COM	835495102	98	3,462
SONOCO PRODUCTS CO	COM	835495102	202	7,122
SOUTHERN CO	COM	842587107	7,383	269,437
SOUTHERN CO	COM	842587107	2,599	94,852
SOUTHSIDE BANCSHARES INC	COM	84470P109	213	13,334
SOUTHTRUST CORP	COM	844730101	5,726	219,232
SOUTHTRUST CORP	COM	844730101	7,884	301,850
SOUTHWEST AIRLINES CO	COM	844741108	758	46,929
SOUTHWEST AIRLINES CO	COM	844741108	140	8,687
SPRINT CORP (FON GROUP)	COM FON GROUP	852061100	541	50,964
SPRINT CORP (FON GROUP)	COM FON GROUP	852061100	105	9,938
SPRINT CORP	PCS COM SER 1	852061506	116	26,028
SPRINT CORP	PCS COM SER 1	852061506	16	3,582
STATE STR CORP	COM	857477103	340	7,604
STATE STR CORP	COM	857477103	7	150
STRYKER CORP	COM	863667101	430	8,040

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SUN MICROSYSTEMS INC	COM	866810104	1,451	289,631
SUN MICROSYSTEMS INC	COM	866810104	187	37,332
SUNGARD DATA SYS INC	COM	867363103	3,875	146,330
SUNGARD DATA SYS INC	COM	867363103	19	700
SUNTRUST BANKS INC	COM	867914103	7,387	109,075
SUNTRUST BANKS INC	COM	867914103	2,753	40,655
SYNOVUS FINANCIAL CORP	COM	87161C105	1,208	43,895
SYNOVUS FINANCIAL CORP	COM	87161C105	3,041	110,505
SYSCO CORP	COM	871829107	1,943	71,395
SYSCO CORP	COM	871829107	131	4,800
TCF FINL CORP	COM	872275102	3,437	70,000
TECO ENERGY INC	COM	872375100	740	29,890
TECO ENERGY INC	COM	872375100	35	1,400
TEPPCO PARTNERS LP	UT LTD PARTNER	872384102	436	13,600
TRW INC	COM	872649108	99	1,740
TRW INC	COM	872649108	239	4,198
TXU CORP	COM	873168108	9,072	175,984
TXU CORP	COM	873168108	274	5,307
TARGET CORP	COM	87612E106	12,726	334,005
TARGET CORP	COM	87612E106	805	21,118
TELEFONICA S. A.	SPONSORED ADR	879382208	331	13,326
TELEFONICA S. A.	SPONSORED ADR	879382208	7	266
TELEPHONE & DATA SYS INC	COM	879433100	910	15,025
TELLABS INC	COM	879664100	98	15,769
TELLABS INC	COM	879664100	17	2,818
TEXAS INSTRUMENTS INC	COM	882508104	9,870	416,437
TEXAS INSTRUMENTS INC	COM	882508104	833	35,147
TEXTRON INC	COM	883203101	361	7,700
3M CO	COM	88579Y101	3,052	24,813
3M CO	COM	88579Y101	2,280	18,535
TIMBERLAND CO	CL A	887100105	860	24,000
TORCHMARK CORP	COM	891027104	17,439	456,527
TORCHMARK CORP	COM	891027104	9,775	255,900
TRIZEC PROPERTIES INC (REITS)	COM	89687P107	1,153	68,400
TYCO INTL LTD NEW	COM	902124106	281	20,816
TYCO INTL LTD NEW	COM	902124106	34	2,535
UST INC	COM	902911106	21,674	637,464
UST INC	COM	902911106	105	3,075
US BANCORP DEL COM NEW	COM NEW	902973304	5,638	241,443
US BANCORP DEL COM NEW	COM NEW	902973304	517	22,161
UNION PACIFIC CORP	COM	907818108	3,370	53,249
UNION PACIFIC CORP	COM	907818108	284	4,481
UNION PLANTERS CORP	COM	908068109	2,961	91,472
UNION PLANTERS CORP	COM	908068109	7,667	236,849
UNITED PARCEL SVC INC	CL B	911312106	59	950
UNITED PARCEL SVC INC	CL B	911312106	346	5,600
UNITED SEC BANCSHARES INC	SHS	911459105	3,017	108,793
UNITED SEC BANCSHARES INC	SHS	911459105	14	500
UNITED TECHNOLOGIES CORP	COM	913017109	1,268	18,671
UNITED TECHNOLOGIES CORP	COM	913017109	609	8,964
UNITEDHEALTH GROUP INC	COM	91324P102	3,930	42,928
UNITEDHEALTH GROUP INC	COM	91324P102	56	616
UNOCAL CORP	COM	915289102	4,573	123,799
UNOCAL CORP	COM	915289102	37	1,000
UNUMPROVIDENT CORP	COM	91529Y106	347	13,623
UNUMPROVIDENT CORP	COM	91529Y106	631	24,795
V F CORP	COM	918204108	2,708	69,054
VERIZON COMMUNICATIONS	COM	92343V104	10,711	266,786
VERIZON COMMUNICATIONS	COM	92343V104	2,966	73,867
VIACOM INC	CL A	925524100	2,343	52,700
VIACOM INC	CL B	925524308	1,577	35,543
VIACOM INC	CL B	925524308	63	1,419

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VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	382	27,988
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	223	16,366
VULCAN MATERIALS CO	COM	929160109	12,262	279,946
VULCAN MATERIALS CO	COM	929160109	5,784	132,047
WACHOVIA CORP	COM	929903102	11,218	293,829
WACHOVIA CORP	COM	929903102	982	25,709
WADDELL & REED FINL INC CL A	CL A	930059100	384	16,760
WADDELL & REED FINL INC CL A	CL A	930059100	2,315	100,995
WAL MART STORES INC	COM	931142103	30,734	558,694
WAL MART STORES INC	COM	931142103	5,778	105,037
WALGREEN CO	COM	931422109	3,733	96,642
WALGREEN CO	COM	931422109	104	2,700
WASHINGTON MUTUAL INC	COM	939322103	981	26,440
WASHINGTON MUTUAL INC	COM	939322103	141	3,789
WASTE MANAGEMENT COM	COM	94106L109	1,389	53,337
WEATHERFORD INTL INC NEW	COM	947074100	2,657	61,500
WELLS FARGO & CO NEW	COM	949746101	10,770	215,144
WELLS FARGO & CO NEW	COM	949746101	1,163	23,227
WESTAMERICA BANCORPORATION	COM	957090103	2,743	70,000
WEYERHAEUSER CO	COM	962166104	6,504	101,866
WEYERHAEUSER CO	COM	962166104	173	2,704
WILLIAMS COS INC	COM	969457100	35	5,798
WILLIAMS COS INC	COM	969457100	27	4,575
WILMINGTON TR CORP	COM	971807102	2,471	81,000
WISCONSIN ENERGY CORP	COM	976657106	435	17,203
WISCONSIN ENERGY CORP	COM	976657106	26	1,010
WORLDCOM INC/WORLDCOM GROUP	WRLDCOM GP COM	98157D106	40	48,480
WORLDCOM INC/WORLDCOM GROUP	WRLDCOM GP COM	98157D106	42	50,228
WRIGLEY WM JR CO	COM	982526105	3,107	56,142
WRIGLEY WM JR CO	COM	982526105	675	12,200
WYETH	COM	983024100	20,797	406,196
WYETH	COM	983024100	5,293	103,385
XCEL ENERGY INC	COM	98389B100	159	9,460
XCEL ENERGY INC	COM	98389B100	12	702
XEROX CORP	COM	984121103	98	14,100
XEROX CORP	COM	984121103	16	2,300
YUM BRANDS INC	WHEN ISSUED	988498101	1,722	58,884
YUM BRANDS INC	WHEN ISSUED	988498101	20	700
ZIMMER HLDGS INC	COM	98956P102	393	11,014
ZIMMER HLDGS INC	COM	98956P102	153	4,291