

RAYMOND JAMES FINANCIAL INC
Form 4
March 30, 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 *
SHIELDS KENNETH 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 - RJLtd

ST. PETERSBURG, FL 33716
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					6,266 ⁽¹⁾	D	
Common Stock					8,708 ⁽²⁾	I	Registered Retirement Plan (RRSP, CA)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.2222					11/28/2004	12/28/2006	Common Stock	4,500 (3) (4)
Employee Stock Option (right to buy)	\$ 16.8					12/04/2006	01/04/2009	Common Stock	18,000 (5) (6)
Employee Stock Option (right to buy)	\$ 24.9733					12/01/2008	02/01/2011	Common Stock	15,000 (7) (8)
RJF Class D Exchangeable Shares	\$ 0					01/01/2001	01/31/2011	Common Stock	82,198 (9)
RJF Class E Exchangeable Shares	\$ 0					01/01/2003	01/31/2011	Common Stock	35,227 (10)
RJF Class D Exchangeable Shares	\$ 0					01/01/2001	01/31/2011	Common Stock	3,574 (11)
RJF Class E Exchangeable Shares	\$ 0					01/01/2003	01/31/2011	Common Stock	6,489 (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS KENNETH A 880 CARILLON PARKWAY ST. PETERSBURG, FL 33716	X		Chairman - RJLtd	

Signatures

Kenneth A.
Shields

03/29/2006

 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 2,089 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 2,903 additional shares of common stock.
- (3) Options Becoming exercisable - 4,500 on 11/28/2006
- (4) This option was previously reported as covering 3,000 shares at an exercise price of \$21.33, but was adjusted to reflect the stock split on March 22, 2006
- (5) Options Becoming exercisable - 10,800 on 12/04/2006, 3,600 on 12/04/2007 and 3,600 on 12/04/2008
- (6) This option was previously reported as covering 12,000 shares at an exercise price of \$25.20, but was adjusted to reflect the stock split on March 22, 2006
- (7) Options Becoming exercisable - 9,000 on 12/01/2008, 3,000 on 12/01/2009 and 3,000 on 12/01/2010
- (8) This option was previously reported as covering 10,000 shares at an exercise price of \$37.46, but was adjusted to reflect the stock split on March 22, 2006
- (9) This option was previously reported as covering 54,799 shares at an exercise price of \$0.00, but was adjusted to reflect the stock split on March 22, 2006
- (10) This option was previously reported as covering 23,485 shares at an exercise price of \$0.00, but was adjusted to reflect the stock split on March 22, 2006
- (11) This option was previously reported as covering 2,383 shares at an exercise price of \$0.00, but was adjusted to reflect the stock split on March 22, 2006
- (12) This option was previously reported as covering 4,326 shares at an exercise price of \$0.00, but was adjusted to reflect the stock split on March 22, 2006

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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