

SHIELDS KENNETH A
 Form 5
 October 07, 2002

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

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

**STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP**

OMB APPROVAL

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

(Print or Type Responses)

| | | | | | |
|--|----------------|---|--|--|---|
| 1. Name and Address of Reporting Person* | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Shields | Kenneth | A. | Raymond James Financial (RJF) | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Last) | (First) | (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| 880 Carillon Parkway | | | | 4. Statement for Sept. 2002 | President and CEO of RJ Ltd. |
| | (Street) | | | 5. If Amendment Date of Original (Month/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line) |
| St. Petersburg | FL | 33716 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (ZIP) | | | |
| Canada | | V6C3L2 | | | |

Table I – Non Derivative Securities Acquired, Disposed of, or beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--------------------------------|---|---|---|--|
| Raymond James Financial, Inc. (RJF) RJF Common Stock | | | (A) | | | |
| | | | Amount (D) Price | | | |
| | | | | 789 | D | |
| RJF Common Stock | | | | 2,000 | I | Registered Retirement Plan (RRSP, CA) |

NO UNREPORTED ACTIVITY

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 2270
(9-96)

FORM 5 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) | 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 Security (Instr. 5) | 9. Number of Derivative Securities Owned at End of Month (Instr. 4) | 10. Ownership Form (Direct (D) or Indirect (I)) (Instr. 4) | 11. Nature of Beneficial Ownership (Instr. 4) |
|---|--|---|-----------------------------------|--|---|--|------------------------------------|--|--|--|
| RJF Class D Exchangeable Shares | | | | (A) 1/2001 | 1/2011 | Common Stock | 36,533 | - 36,533 | D | |
| RJF Class E Exchangeable Shares | | | | 1/2003 | 1/2011 | Common Stock | 15,657 | - 15,657 | D | |
| RJF Class E Exchangeable Shares | | | | 1/2003 | 1/2011 | Common Stock | 1,870 | - 1,870 | I | RRSP |
| RJF Class D Exchangeable Shares | | | | 1/2001 | 1/2011 | Common Stock | 1,589 | - 1,589 | I | Spouse |
| RJF Class E Exchangeable Shares | | | | 1/2003 | 1/2011 | Common Stock | 2,884 | - 2,884 | I | Spouse |
| RJF Class E Exchangeable Shares | | | | 1/2003 | 1/2011 | Common Stock | 212 | - 212 | I | Spouse RRSP |

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| | | | | | | |
|---|-------------------|-----------|-----------------|--------|-------------|----------|
| Employee Stock Option (Right to buy) | 12/2003 | 1/2006 | Common Stock | 42,000 | \$ 34.88 | D |
| Employee Stock Option (Right to buy) | 12/2004 | 1/2006 | Common Stock | 14,000 | \$ 34.88 | D |
| Employee Stock Option (Right to buy) | 12/2005 | 1/2006 | Common Stock | 14,000 | \$ 34.88 | D |
| | 11/28/04-11/28/06 | 1/28/2007 | Common Stock | 10,000 | \$ 32.00 | 80,000 D |

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations,
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/S/ KEN SHIELDS
**Signature of Reporting Person

October 7, 2002
Date

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.