

SHIELDS KENNETH A  
Form 4  
December 08, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
12/06/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO - RJLtd

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) |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                                       |
| Common Stock                    | 12/06/2005                           |  | M                              | V   | 30,000  | D  | \$ 23.25 34,177                                       | D                                     |
| Common Stock                    | 12/06/2005                           |  | S                              |   | 20,300  | D  | \$ 37.27 13,877                                       | D                                     |
| Common Stock                    | 12/07/2005                           |  | S                              |   | 9,700   | D  | \$ 37.16 4,177  | D                                     |
| Common Stock                    |                                      |  |                                |   |   |  | 5,805   | I                                     |
|                                 |                                      |  |                                |   |   |  |   | Registered Retirement Plan (RRSP, CA) |

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

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SEC 1474  
(9-02)

**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 Underlying (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Employee Stock Option (right to buy)       | \$ 23.25   | 12/05/2005                           |  | M                              | 30,000  | 12/29/2003 <sup>(1)</sup>                                | 01/29/2006                               | Common Stock |
| Employee Stock Option (right to buy)       | \$ 21.33   |                                      |  |                                |   | 11/28/2004 <sup>(2)</sup>                                | 12/28/2006                               | Common Stock |
| Employee Stock Option (right to buy)       | \$ 25.2  |                                      |  |                                |   | 12/04/2006 <sup>(3)</sup>                                | 01/04/2009                               | Common Stock |
| Employee Stock Option (right to buy)       | \$ 37.46   | 12/01/2005                           |  | M                              | 10,000  | 12/01/2008 <sup>(4)</sup>                                | 02/01/2011                               | Common Stock |
| RJF Class D Exchangeable Shares            | \$ 0   |                                      |  |                                |   | 01/01/2001   | 01/31/2011                               | Common Stock |
| RJF Class E Exchangeable Shares            | \$ 0   |                                      |  |                                |   | 01/01/2003   | 01/31/2011                               | Common Stock |
| RJF Class D Exchangeable Shares            | \$ 0   |                                      |  |                                |   | 01/01/2001   | 01/31/2011                               | Common Stock |
| RJF Class E Exchangeable Shares            | \$ 0   |                                      |  |                                |   | 01/01/2003   | 01/31/2011                               | Common Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

SHIELDS KENNETH A  
880 CARILLON PARKWAY    X    Chairman & CEO - RJLtd  
ST. PETERSBURG, FL 33716

## Signatures

Kenneth A.    12/07/2005  
Shields

\_\_Signature of    Date  
Reporting Person

## 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) Options Currently exercisable - 25,000. Options Becoming exercisable - 21,000 on 12/29/2005
- (2) Options Currently exercisable - 12,000. Options Becoming exercisable - 3,000 on 11/28/2006
- (3) Options Becoming exercisable - 7,200 on 12/04/2006, 2,400 on 12/04/2007 and 2,400 on 12/04/2008
- (4) Options Becoming exercisable - 6,000 on 12/01/2008, 2,000 on 12/01/2009 and 2,000 on 12/01/2010

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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