

RIESS RICHARD K
Form 4
February 01, 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 *
RIESS RICHARD K

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)
02/01/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 13,530 | D | |
| Common Stock | 02/01/2006 | | S | 250 D \$ 42.68 | 9,500 | I | Spouse |
| Common Stock | 02/01/2006 | | S | 9,500 D \$ 42.50 | 0 | I | Spouse |
| Common Stock | | | | | 26,405 ⁽¹⁾ | I | ESOP |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 21.33 | | | | | 11/28/2004 01/28/2007 | Common Stock | 6,150 |
| Employee Stock Option (right to buy) | \$ 21.33 | | | | | 11/28/2004 ⁽²⁾ 01/28/2007 | Common Stock | 8,850 |
| Employee Stock Option (right to buy) | \$ 25.2 | | | | | 12/04/2006 ⁽³⁾ 02/04/2009 | Common Stock | 12,000 |
| Employee Stock Option (right to buy) | \$ 37.46 | | | | | 12/01/2008 ⁽⁴⁾ 02/01/2011 | Common Stock | 7,506 |
| Employee Stock Option (right to buy) | \$ 37.46 | | | | | 12/01/2008 ⁽⁵⁾ 02/01/2011 | Common Stock | 2,494 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RIESS RICHARD K 880 CARILLON PARKWAY ST. PETERSBURG, FL 33716 | | | Executive Vice President | |

Signatures

Richard K.
Riess

02/01/2006

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) Includes number of shares acquired under ESOP through 01/2006
- (2) Options currently exercisable - 5,850, Options Becoming exercisable - 3,000 on 11/28/2006
- (3) Options Becoming exercisable - 1,200 on 12/04/2006, 3,600 on 01/04/2007, 3,600 on 01/04/2008 and 3,600 on 01/04/2009
- (4) Options Becoming exercisable - 5,753 on 12/01/2008, and 1,753 on 12/01/2009
- (5) Options Becoming exercisable - 247 on 12/1/2008, 247 on 12/1/2009 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. 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.