

SHIELDS KENNETH A
 Form 4
 February 10, 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)
 02/09/2006

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/09/2006		S	25,000 D \$ 44.0772	4,177	D	
Common Stock					5,805	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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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)	\$ 21.33					11/28/2004 ⁽¹⁾	12/28/2006	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 25.2					12/04/2006 ⁽²⁾	01/04/2009	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 37.46					12/01/2008 ⁽³⁾	02/01/2011	Common Stock	10,000
RJF Class D Exchangeable Shares	\$ 0					01/01/2001	01/31/2011	Common Stock	54,790
RJF Class E Exchangeable Shares	\$ 0					01/01/2003	01/31/2011	Common Stock	23,480
RJF Class D Exchangeable Shares	\$ 0					01/01/2001	01/31/2011	Common Stock	2,380
RJF Class E Exchangeable Shares	\$ 0					01/01/2003	01/31/2011	Common Stock	4,320

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman - RJLtd	

SHIELDS KENNETH A
880 CARILLON PARKWAY
ST. PETERSBURG, FL 33716

Signatures

Kenneth A. 02/10/2006
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 Becoming exercisable - 3,000 on 11/28/2006
- (2) Options Becoming exercisable - 7,200 on 12/04/2006, 2,400 on 12/04/2007 and 2,400 on 12/04/2008
- (3) 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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