#### RAYMOND JAMES FINANCIAL INC

Form 5

Stock

November 12, 2008

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JAMES THOMAS A Symbol RAYMOND JAMES FINANCIAL (Check all applicable) INC [RJF] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner \_ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2008 Chairman/CEO 880 CARILLON PARKWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ST. PETERSBURG, Â FLÂ 33716 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Form: Direct Indirect Security Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Price Amount (D) Common Â Â Â Â Â Â Â 13,379,712 D Stock Common Â Â Â Â Â Â  $1,056,247 \stackrel{(1)}{=} I$ **ESOP** Stock Common Â Â Â Â Â Â 48,087 I **Spouse** Stock Helen W. Common Â Â Â Â Â Â 315.893 Ι James

Trust

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Common Stock Â Â Â Â Â Â 7,566,030 I Robert A. James Trust

Reminder: Report on a separate line for each class of Persons who respond to the collection of information SEC 2270

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

contained in this form are not required to respond unless

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(9-02)

9. of D

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>rlying                       | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---|---|---------------------|--------------------|--|--|--|
|   |   |   |   |   | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |

## **Reporting Owners**

securities beneficially owned directly or indirectly.

Reporting Owner Name / Address

Director 10% Owner Officer Other

JAMES THOMAS A
880 CARILLON PARKWAY Â Â Â Chairman/CEO Â
ST. PETERSBURG, FLÂ 33716

### **Signatures**

Thomas A.

James

\*\*Signature of Reporting Person

Thomas A.

11/11/2008

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 # of Shares acquired under ESOP through 09/06/2008

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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