

RAYMOND JAMES FINANCIAL INC
Form 4
January 21, 2003

FORM

4

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

OMB APPROVAL

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**

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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)

| | | | | |
|-----------------------------|-----------------------|--------------------------------------|-------------------------------------|-----------|
| Greene | Milton Anthony | Raymond James Financial (RJF) | <input checked="" type="checkbox"/> | 10% |
| (Last) | (First) (Middle) | | Director | Owner |
| 880 Carillon Parkway | | | Officer | Other |
| (Street) | | | (give title below) | (specify) |
| St. | | | | |
| Petersburg FL 33716 | | | | |
| (City) (State) (ZIP) | | | | |

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Day/Year
January 21, 2003

5. If Amendment Date of Original (Month/Day/Year)

7. 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. Trans- action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/Year (Instr. 8)) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Owner- ship Beneficially Owned at Reporting (Instr. 3 and 4) | 6. Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|----------------------------------|---|---|---------------------------------|---|
| Raymond James Financial, Inc. (RJF) RJF Common Stock | 1/17/2003 | | M | 9,000 A | 22.167 | 415,090 | D |
| RJF Common Stock | | | | | | 176,568 | I ESOP |
| RJF Common Stock | | | | | | 8,263 | I Spouse |

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

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

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

| 1. Title of Derivative Security | 2. Action | 3. Trans-Action | 3.A Deemed Execution Date, if any (Month/Day/Year) | 4. Trans-Action Code (Instr. 8) | 5. Number or 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 Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Beneficial Ownership (Instr. 4) |
|--------------------------------------|-----------|-----------------|--|---------------------------------|---|--|---|---------------------------------|--|---|---|
| Employee Stock Option (Right to buy) | | | \$ 22.167 1/17/2003 | M | 9,000 | | | | | | |
| Employee Stock Option (Right to buy) | | | | | | 11/18/02-11/18/04 1/18/2005 | Common stock | 6,000 20.6250 | | | |
| Employee Stock Option (Right to buy) | | | | | | 11/28/04-1/02/07 1/28/2007 | Common stock | 10,000 32.0000 | 16,000 | 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/ M. ANTHONY GREENE
**Signature of Reporting Person

1/21/2003
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.

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