FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

(Mark one)
[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended March 30, 2001

OR

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from To

Commission file number 1-9109

RAYMOND JAMES FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Florida	No. 59-1517485
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

880 Carillon Parkway, St. Petersburg, Florida 33716
(Address of principal executive offices) (Zip Code)

(727) 573-3800
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No___

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the close of the latest practicable date.

47,775,093 shares of Common Stock and 239,886 exchangeable shares as of May 4, 2001.

The exchangeable shares were issued on January 2, 2001 in connection with the acquisition of Goepel McDermid Inc. They are exchangeable into shares of common stock on a one-for-one basis and entitle holders to payments equivalent to cash dividends paid on shares of common stock.

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES

Form 10-Q for the Quarter Ended March 30, 2001

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All other items required in Part II have been previously filed or are not applicable for the quarter ended March 30, 2001.

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL CONDITION
(in thousands, except per share amounts)

	March 30, 2001 (unaudited)	September 29, 2000 (audited)
ASSETS		
Cash and cash equivalents	$ 406,308	$ 305,284
Assets segregated pursuant to Federal Regulations:		
Cash and cash equivalents	297	183
Securities purchased under agreements to resell	1,679,409	814,050
Securities owned:		
Trading and investment account securities	293,572	121,584
Available for sale securities	375,612	398,537
Receivables:		
Clients, net	1,661,870	2,037,049
Stock borrowed	2,092,243	2,143,452
Brokers, dealers and clearing organizations	110,548	123,874
Other	118,041	97,415
Investment in leveraged leases	24,664	24,407
Property and equipment, net	103,308	91,064
Deferred income taxes, net	54,433	44,228
Deposits with clearing organizations	17,771	24,621
Intangible assets	68,040	32,448
Prepaid expenses and other assets	90,656	50,620
	$ 7,096,772	$ 6,308,816
LIABILITIES AND SHAREHOLDERS' EQUITY		
Loans payable	$ 194,245	$ 132,470
Payables:		
Clients	3,635,686	2,962,786
Stock loaned	2,035,064	2,109,506
Brokers, dealers and clearing organizations	82,552	69,190
Trade and other	185,387	152,937
Trading account securities sold but not yet purchased	69,417	29,740
Accrued compensation and commissions	139,050	199,678
Income taxes payable	17,432	1,991
	6,358,833	5,658,298
Commitments and contingencies (Note 10)	-	-
Shareholders' equity		
Preferred stock; $.10 par value; authorized 10,000,000 shares; issued and outstanding -0- shares	-	-
Common Stock; $.01 par value; authorized 100,000,000 shares; issued 48,997,995 shares	490	490
Shares exchangeable into common stock	7,819	-
Additional paid-in capital	65,878	56,380
Accumulated other comprehensive income (loss)	(2,403)	(1,618)
Retained earnings	688,534	642,202
	760,318	697,454
Less: 1,284,679 and 2,710,636 common shares in treasury, at cost	(22,379)	(46,936)
	737,939	650,518
	$ 7,096,772	$ 6,308,816

See Notes to Consolidated Financial Statements.

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
(UNAUDITED)
(in thousands, except per share amounts)

	Three Months Ended		Six Months Ended	
	March 30, 2001	March 31, 2000	March 30, 2001	March 31, 2000
Revenues:				
Securities commissions and fees	$ 256,309	$ 293,776	$ 501,548	$ 537,799
Investment banking	23,904	18,548	36,892	34,705
Investment advisory fees	31,484	29,363	65,012	54,830
Interest	94,998	84,595	197,463	160,500
Correspondent clearing	1,013	1,626	2,065	2,942
Net trading profits	7,125	7,066	14,106	12,300
Financial service fees	12,287	12,099	23,029	22,195
Other	7,884	9,114	15,912	14,842
Total revenues	435,004	456,187	856,027	840,113
Expenses				
Compensation and benefits	260,872	275,048	506,068	512,839
Communication and information processing	19,305	16,642	32,873	30,752
Occupancy and equipment	15,888	12,451	29,163	24,395
Clearance and floor brokerage	3,863	3,823	7,016	7,105
Interest	67,281	56,086	138,094	104,969
Business development	13,883	9,586	25,948	20,065
Other	16,986	20,376	30,810	34,586
Total expenses	398,078	394,012	769,972	734,711
Income before provision for income taxes	36,926	62,175	86,055	105,402
Provision for income taxes	14,261	23,939	31,209	40,350
Net income	$ 22,665	$ 38,236	$ 54,846	$ 65,052
Net income per share-basic	$ 0.47	$ 0.83	$ 1.16	$ 1.40
Net income per share-diluted	$ 0.46	$ 0.82	$ 1.13	$ 1.38
Cash dividends declared per common share	$ 0.09	$ 0.075	$ 0.18	$ 0.15
Weighted average common shares outstanding-basic	47,827	46,011	47,238	46,444
Weighted average common and common equivalent shares outstanding-diluted	49,247	46,547	48,571	47,024

See notes to Consolidated Financial Statements

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

(in thousands)

	Six Months Ended	
	March 30, 2001	March 31, 2000
Cash Flows from operating activities:		
Net Income	$ 54,846	$ 65,052
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	12,236	10,388
Amortization of goodwill	2,183	633
Deferred income taxes	(10,116)	1,468
(Increase) decrease in assets:		
Deposits with clearing organizations	6,850	(605)
Receivables:		
Clients, net	471,127	(497,627)
Stock borrowed	51,209	(405,198)
Brokers, dealers and clearing organizations	32,368	(66,323)
Other	(20,626)	(16,106)
Trading account securities, net	(97,691)	24,738
Prepaid expenses and other assets	(32,057)	8,610
Increase (decrease) in liabilities:		
Payables:		
Clients	568,671	622,603
Stock loaned	(74,442)	299,513
Brokers, dealers and clearing organizations	1,847	24,738
Trade and other	20,888	30,932
Accrued compensation	(53,591)	(10,616)
Income taxes payable	15,441	10,318
Total adjustments	894,297	37,466
Net cash provided by operating activities	949,143	102,518
Cash Flows from investing activities:		
Additions to property & equipment, net	(11,696)	(11,006)
Securities available for sale, net	23,161	(11,013)
Acquisition of Goepel	(48,769)	-
Net cash used in investing activities	(37,304)	(22,019)
Cash Flows from financing activities:		
Borrowings from banks and financial institutions	95,922	137,509
Repayments on mortgage and loans payable	(38,695)	(107,630)
Exercise of stock options, stock grants and employee stock purchases	7,473	3,784
Purchase of treasury stock	(507)	(26,624)
Corporate sale of put options	-	556
Cash dividends on common stock	(8,514)	(6,949)
Net cash provided by financing activities	55,679	646
Currency adjustments:		
Effect of exchange rate changes on cash	(1,021)	(451)
Net increase (decrease) in cash and cash equivalents	966,497	80,694
Cash and cash equivalents at beginning of year	1,119,517	1,353,843
Cash and cash equivalents at end of period	$ 2,086,014	$ 1,434,537
Supplemental disclosures of cash flow information		
Cash paid for interest	$ 123,455	$ 90,477
Cash paid for taxes	$ 28,454	$ 28,565

In conjunction with the acquisitiion of Goepel McDermid Inc. on January 1, 2001, the Company utilized one million shares of common stock. (See Notes to Consolidated Financial Statements.)

Basis of Consolidation

The consolidated financial statements include the accounts of Raymond James Financial, Inc. and its consolidated subsidiaries (the "Company"). All material intercompany balances and transactions have been eliminated in consolidation. These statements reflect all adjustments which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. All such adjustments made are of a normal, recurring nature. The nature of the Company's business is such that the results of any interim period are not necessarily indicative of results for a full year.

Commitments and Contingencies

The Company has committed to lend to, or guarantee other debt for, Raymond James Tax Credit Funds, Inc. ("RJTCF") up to $60 million upon request. RJTCF, a wholly-owned subsidiary of the Company, is a sponsor of limited partnerships qualifying for low income housing tax credits. The borrowings are secured by properties under development. The commitment expires in November 2001, at which time any outstanding balances will be due and payable. At March 30, 2001, there were loans of $15,059,000 outstanding and guarantees of $2,740,000.

The Company has guaranteed lines of credit for its various foreign joint ventures as follows: three lines of credit totaling $12.5 million in Turkey, two lines of credit not to exceed $11 million in Argentina and a $325,000 letter of credit in India. In addition, the Company has twenty-two limited guarantees to customers totaling $57 million in Turkey and four comfort letters totaling $8 million in Argentina.

The Company is a defendant or co-defendant in various lawsuits incidental to its securities business. The Company is contesting the allegations in these cases and believes that there are meritorious defenses in each of these lawsuits. In view of the number and diversity of claims against the Company, the number of jurisdictions in which litigation is pending and the inherent difficulty of predicting the outcome of litigation and other claims, the Company cannot state with certainty what the eventual outcome of pending litigation or other claims will be.

On June 19, 2000 a judgment in the amount of $40.7 million was entered in the United States District Court for the Eastern District of Kentucky, Covington Division, against two of the Company's subsidiaries: Raymond James & Associates, Inc (RJA) and RJ Mortgage Acceptance Corp., a subsidiary which has been inactive since 1995. The judgment was based on a jury verdict that found that both companies had breached a contractual obligation made in 1994 to provide financing in the amount of $18 million to Corporex Realty and Investment Corporation and a related entity. The jury also found that both defendants had defrauded the plaintiffs in failing to provide financing; the jury awarded the plaintiffs compensatory damages of approximately $10 million (including $7.6 million for "lost investment opportunity") and $30 million in punitive damages. The Company has filed a notice of appeal with the U.S. Court of Appeals for the Sixth Circuit and has posted a bond securing the judgment. The Company is unable to predict the ultimate outcome of this matter. If the Company is unsuccessful in setting aside all of this judgment, the Company will be required to pay interest from June 19, 2000 on the amount sustained by the Court of Appeals at the statutory rate of 6.375% per year. The Company has provided for this judgment in the accompanying consolidated financial statements.

In the opinion of the Company's management, based in part on outside legal counsel, and after consideration of amounts provided for in the accompanying financial statements, ultimate resolution of these matters will not have a material adverse impact on the Company's financial position or results of operations.

Capital Transactions

The Company's Board of Directors has, from time to time, adopted resolutions authorizing the Company to repurchase its common stock for the funding of its incentive stock option and stock purchase plans and other corporate purposes. A total of 1,754,000 shares remained available to purchase as of March 30, 2001.

At their meeting on November 29, 2000, the Board of Directors of the Company increased the annual dividend to $.36 per share, a 20% increase. Quarterly dividends of $.09 have been paid to shareholders of record December 13, 2000 and March 21, 2001.

Acquisition of Goepel McDermid Inc.

Effective January 1, 2001, the Company purchased 100% of Goepel McDermid Inc., a Canadian broker-dealer, for $78 million plus the establishment of CDN $ 17.5 million in deferred compensation. The $78 million consisted of $48 million in cash and one million shares exchangeable for RJF common stock. The exchangeable shares have dividend rights equivalent to those of common shares.

As of January 23, 2001 Goepel McDermid Inc. changed its name to Raymond James Ltd. For consolidated financial statement purposes the acquisition was accounted for as a purchase and, accordingly, Raymond James Ltd.'s results are included in the consolidated financial statements since the date of acquisition. The aggregate purchase price has been allocated to the assets based on their estimated fair value, with the remainder of the purchase price (approximately $35 million) recorded as goodwill, which is being amortized over 15 years.

The unaudited pro forma results of operations as though Goepel McDermid Inc. had been acquired as of the beginning of fiscal 2000 are as follows:

	Six months ended March 30, 2001	Six months ended March 31, 2000
Revenues (000s)	$876,648	$905,263
Net Income (000s)	$ 54,537	$ 69,397
Net income per share:		
Basic	$ 1.15	$ 1.49
Diluted	$ 1.12	$ 1.47

	Three months ended March 30, 2001 (as reported herein)	Three months ended March 31, 2000
Revenues (000s)	$435,004	$499,416
Net Income (000s)	$ 22,665	$ 41,310
Net income per share:		
Basic	$ .47	$ .90
Diluted	$ .46	$ .89

Net Capital Requirements

The U.S. broker-dealer subsidiaries of the Company are subject to the requirements of Rule 15c3-1 under the Securities Exchange Act of 1934. This rule requires that aggregate indebtedness, as defined, shall not exceed fifteen times net capital, as defined. Rule 15c3-1 also provides for an "alternative net capital requirement" which, if elected, requires that net capital be equal to the greater of $250,000 or two percent of aggregate debit items computed in applying the formula for determination of reserve requirements. The New York Stock Exchange may require a member organization to reduce its business if its net capital is less than four percent of aggregate debit items and may prohibit a member firm from expanding its business and declaring cash dividends if its net capital is less than five percent of aggregate debit items. The net capital position of the Company's clearing broker-dealer subsidiary at March 30, 2001 was as follows (dollar amounts in thousands):

Raymond James & Associates, Inc.:	
(alternative method elected)	
Net capital as a percent of aggregate debit items	23.18%
Net capital	$296,630
Required net capital	$25,595

The other U.S. broker-dealer subsidiary was in compliance at March 30, 2001.

The Canadian broker-dealer subsidiary of the Company is subject to the Investment Dealers Association of Canada's capital requirements and was in compliance at March 30, 2001.

Earnings Per Share

	Three Months Ended		Six Months Ended	
	March 30, 2001	March 31, 2000	March 30, 2001	March 31, 2000
Net income	$ 22,665	$ 38,236	$ 54,846	$ 65,052
Weighted average common shares outstanding - basic	47,827	46,011	47,238	46,444
Additional shares assuming:				
Exercise of stock options and warrants (1)	1,120	536	1,033	580
Issuance of contingent exchangeable shares (2)	300		300	
Weighted average common and common equivalent shares - diluted	49,247	46,547	48,571	47,024
Net income per share - basic	**$ 0.47**	**$ 0.83**	**$ 1.16**	**$ 1.40**
Net income per share - diluted	**$ 0.46**	**$ 0.82**	**$ 1.13**	**$ 1.38**

(1) Represents the number of shares of common stock issuable on the exercise of dilutive employee stock options less the number of shares which could have been purchased with the proceeds from the exercise of such options. These purchases were assumed to have been made at the average market price of the common stock during the period, or that part of the period forwhich the option was outstanding.

(2) Represents the exchangeable shares issued on January 2, 2001 in connection with the acquisition of Goepel McDermid Inc. They are exchangeable on a one-for-one basis and entitle holders to dividends equivalent to that paid on shares of common stock.

Comprehensive Income

Total comprehensive income for the three and six months ended March 30, 2001 and March 31, 2000 is as follows (in thousands):

	Three Months Ended		Six Months Ended	
	March 30, 2001	March 31, 2000	March 30, 2001	March 31, 2000
Net income	$22,665	$38,236	$54,846	$65,052
Other comprehensive income:				
Unrealized gains(loss) on securities held for sale, net of tax	650	95	923	(492)
Unrealized loss on interest rate swaps accounted for as hedges	(646)		(687)	
Foreign currency translation adjustment	(1,664)	(196)	(1,021)	(451)
Total comprehensive income	$ 21,005	$38,135	$54,061	$64,109

Derivative Financial Instruments

The Company has only limited involvement with derivative financial instruments. Certain derivative financial instruments are used to manage well-defined interest rate risk at RJBank, others are used to hedge fixed income inventories.

RJBank uses interest rate swap agreements to hedge against the potential impact on earnings from increases in market interest rates during the initial fixed rate period of certain purchased whole loan pools. Under the interest rate swap agreements, RJBank receives or makes payments on a monthly basis, based on the differential between a specified interest rate and one month LIBOR. Loan pools totaling $137,435,000 are designated as hedged items for interest rate swaps at March 30, 2001. These interest rate swaps are accounted for as cash flow hedges in accordance with FAS 133 and FAS 138, which were implemented as of the beginning of the fiscal year. As of the report date all swaps met effectiveness tests, and as such no gains or losses were included in net income during the quarter related to hedge ineffectiveness and there was no income adjustment related to any portion excluded from the assessment of hedge effectiveness. A $687,000 loss was included in other comprehensive income. The original terms of the contracts are four to five years.

During the current year the Company has begun using interest rate swaps and total return swaps to hedge certain fixed income inventory positions. The hedged positions and the swaps are marked to market with the gain or loss recorded in income for the period. In addition to these hedging transactions the Company is entering into swaps with some of its institutional customers. The Company's management performs evaluations of its potential interest rate risk, including an exposure analysis on municipal bond inventories, and is of the opinion that the exposure to interest rate risk is not material to its financial position.

Segment Information

The Company's reportable segments are: retail distribution, institutional distribution, investment banking, asset management and other. Segment data include charges allocating corporate overhead to each segment. Intersegment revenues and charges are eliminated between segments. The Company has not disclosed asset information by segment as the information is not produced.

Information concerning operations in these segments of business is as follows:

	Three Months Ended		Six Months Ended	
	March 30 2001	March 31 2000	March 30 2001	March 31 2000
Revenues:(000's)				
Retail distribution	$283,775	$334,139	$569,019	$613,383
Institutional distribution	62,542	44,431	110,158	88,402
Investment banking	12,661	8,935	19,247	15,728
Asset management	30,149	30,060	62,752	56,532
Other	45,877	38,622	94,851	66,068
Total	$435,004	$456,187	$856,027	$840,113
Pre-tax Income:(000's)				
Retail distribution	$ 23,787	$ 48,267	$ 66,153	$ 83,081
Institutional distribution	9,475	4,581	13,710	8,963
Investment banking	(195)	(559)	(3,045)	(919)
Asset management	6,351	6,151	13,638	11,494
Other	(2,492)	3,735	(4,401)	2,783
Total	$ 36,926	$ 62,175	$ 86,055	$105,402

Item 2.

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

(Any statements containing forward looking information should be read in conjunction with Management's Discussion and Analysis of Results of Operations and Financial Condition in the Company's Annual Report on Form 10-K for the year ended September 29, 2000).

Results of Operations - Three months ended March 30, 2001 compared with three months ended March 31, 2000.

Quarterly revenues of $435,004,000 declined from the prior year quarter's $456,187,000 by 4.6%. Net income of $22,665,000, or $.46 per diluted share, was a 41% decrease from the record $38,236,000, or $.82 per share, in the prior year. Results for the current quarter include the Company's newly acquired Canadian subsidiary Raymond James Ltd. ("RJ Ltd."), which had revenues of $22.2 million and expenses of $22.1 million for the quarter.

Despite $14 million in commissions from RJ Ltd., continued poor equity markets resulted in 13% lower commission revenue in the quarter as compared to the record prior year quarter. The number of Financial Advisors at the end of March was 4,737, including 243 in RJ Ltd., representing a 12% increase from the prior year.

Investment banking increased 28% from the comparable quarter last year , including $4 million from RJ Ltd. While underwriting activity continues to be extremely slow, merger and acquisition fees have increased, again including $1.3 million from RJ Ltd..

Financial assets under management have decreased 5% since the prior year while related investment advisory fees increased 7% as certain fees are billed in advance based on beginning-of-quarter balances. The fees reflected in the March quarters are based largely on the December balances. The balances at the end of December 2000 were 8% higher than in December of the prior year, and 3% higher then at March 30, 2001, reflecting the asset depreciation during the current quarter.

	March 30, 2001	March 31, 2000	% Increase (Decrease)
Assets Under Management (000's):			
Eagle Asset Management, Inc.	$ 4,874,000	$ 5,965,000	(18%)
Heritage Family of Mutual Funds	6,605,000	6,126,000	8%
Investment Advisory Services	4,323,000	4,501,000	(4%)
Awad Asset Management	557,000	659,000	(15%)
Total Financial Assets Under Management	$16,359,000	$17,251,000	(5%)

Net interest income of $27.7 million represented the first decline in net interest in nine quarters, 3% below the comparable prior year quarter and 12% below the immediately preceding quarter. An increase of 15% in RJBank net interest earnings was more than offset by declining client margin account balances, a significant source of interest income for the Company, as investors continued to opt to use less leverage in the face of declining equity markets.

Trading profits were flat with the prior year as fixed income activities continue to generate gains in both corporate and municipal trading.

Other revenues reflect decreased postage and handling fees a result of the decreased trade volume as compared to the prior year's record quarter.

Increased business development expenses reflect the further implementation of the Company's branding efforts, including the production and launch of two television advertisements and various expenses surrounding Superbowl XXXV which was held in Raymond James Stadium in Tampa.

Data communications and occupancy and equipment expenses have increased 16% and 28%, respectively, in comparison to last year's March quarter, a result of growth in the support structure and back office operations, including upgrades of computers and workstations at the Company headquarters. These increases also reflect the additions and upgrades of retail and institutional branches as well as the addition of over $2 million in cash of these line items from RJ Ltd.

Results of Operations Six months ended March 30, 2001 compared with six months ended March 31, 2000.

Revenues for the six months ended March 30, 2001 were up only 2% to $856,027,000 from $840,113,000 in the same period of the prior year. Net income declined 16% to $54,846,000, or $1.13 per diluted share compared to $1.38 per diluted share last year.

(Except as discussed below, the underlying reasons for the variances to the prior year period are substantially the same as the comparative quarterly discussion above and the statements contained in such foregoing discussion also apply to the six month comparison.)

The modest 6% increase in investment banking revenues is due to the $4 million in revenues from RJ Ltd.

Trading profits in year to year comparison show a significant increase of 15% as fixed income generated profits in both quarters of the current period vs. only in the March quarter in the prior period.

While the six month expense line items reflect the same trends as the quarter, the percentage increase in business development expense was greater in this quarter than for the six month period due to the timing of the expenses for Superbowl XXXV and the launch of the two new television advertisements.

Financial Condition

The Company's total assets have increased 12% since fiscal year end. This increase is due almost entirely to cash balances arising from increased client liquidity.

In addition to the $38 million mortgage on the corporate headquarters complex, loans payable at March 30, 2001 include $1.2 million to finance customer borrowing in a finance subsidiary, $24 million to fund brokerage settlements in the US broker-dealer subsidiary, $65 million at the parent company ($15 million short-term and $50 million on a term loan), $60 million in advances from the Federal Home Loan Bank to RJBank and $5 million in short-term financing within the Canadian broker-dealer subsidiary.

Liquidity and Capital Resources

Net cash provided by operating activities for the six months was $949,143,000, almost entirely the result of the increased cash balances (reflected as client payables) combined with lower customer margin loans.

Investing and financing activities provided a net cash inflow of $18,375,000 over the past six months. Cash was provided by net borrowings and used in the acquisition of Goepel McDermid Inc.

The Company has a term loan and two committed lines of credit. The parent company has a $50 million three-year term loan and a committed, unsecured $125 million line for general corporate purposes. In addition, Raymond James Credit Corporation, a finance subsidiary which provides loans collateralized by restricted or control shares of public companies, has a $50 million line of credit. Raymond James & Associates, Inc., the Company's clearing broker-dealer, also maintains uncommitted lines of credit aggregating $430 million with commercial banks. RJBank's pre-approved borrowing availability related to FHLB advances is 20 percent of RJBank's total assets which are approximately $878 million at March 30, 2001.

The Company's U.S. broker-dealer subsidiaries are subject to requirements of the Securities and Exchange Commission relating to liquidity and capital standards and its Canadian broker-dealer subsidiary is subject to the regulations of the Investment Dealers Association of Canada, (see Notes to Consolidated Financial Statements).

Effects of Inflation

The Company's assets are primarily liquid in nature and are not significantly affected by inflation. Management believes that the changes in replacement cost of property and equipment are adequately insured and therefore would not materially affect operating results. However, the rate of inflation affects the Company's expenses, including employee compensation, communications and occupancy, which may not be readily recoverable through charges for services provided by the Company.

Item 3. Quantitative and Qualitative Disclosure of Market Risk

Information about market risks for the six months ended March 30, 2001 does not differ materially from that discussed under Item 7a of the Company's Annual Report on Form 10-K for the year ended September 29, 2000. Additional information is discussed under Derivative Financial Instruments in the notes to the consolidated financial statements of this Form 10-Q.

PART II

Item 4

SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

Proxies for the Annual meeting of Shareholders held on February 8, 2001 were solicited by the Company pursant to Regulation 14A of the Securities Act of 1934, as amended. Matters voted upon at the Annual Meeting of Shareholders:

1. The election of twelve directors to the Board of Directors to hold office for a term of one year. There was no solicitation in opposition of the nominees and all such nominees were elected.

	For Individual Director	Against Individual Director
Biever, Angela M.	41,626,234	1,025,548
Bulkley, Jonathan A.	42,623,254	1,028,528
Franke, Thomas S.	41,511,060	1,140,722
Godbold, Francis S.	41,595,904	1,055,878
Greene M. Anthony	41,597,605	1,054,177
Hill Jr., Harvard H.	41,042,668	1,609,114
James, Huntington A.	41,538,280	1,113,502
James, Thomas A.	41,746,110	905,672
Marshall, Paul W.	41,617,025	1,034,757
Putnam, J. Stephen	41,710,812	940,970
Shuck, Robert F.	41,586,639	1,065,143
Zank, Dennis W.	41,594,600	1,057,182

Elaine Chao was listed among the nominees for re-election to the board in the Company's proxy statement, but resigned from the Board prior to the annual meeting as a result of her nomination to serve as U.S. Secretary of Labor.

2. The proposal to ratify Incentive Compensation Criteria for the Company's Executive Officers.

For	Against	Abstain
40,506,409	2,006,728	138,644

3. To approve an amendment to Article VII(A) of the Company's Articles of Incorporation which will permit the Board of Directors to fix the size of the Board of Directors.

For	Against	Abstain
31,345,068	3,419,046	75,435

4. To approve an amendment to Article IV of the Company's Articles of Incorporation permitting the Board of Directors to issue shares of preferred stock in series.

For	Against	Abstain
29,179,644	5,520,527	139,378

Item 5.

The proxy statement dated December 13, 2000 for the Company's annual meeting of shareholders to be held on February 8, 2001 disclosed fiscal 2000 bonus amounts for M. Anthony Greene and J. Stephen Putnam that were calculated incorrectly. The corrected bonus amounts are $2,360,000 and $ 1,560,000 for Mr. Greene and Mr. Putnam, respectively. The overpayment amounts of $210,000 and $146,000, respectively, have been reimbursed to the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RAYMOND JAMES FINANCIAL, INC.
(Registrant)

Date: May 11, 2001

/s/ Thomas A. James
Thomas A. James
Chairman and Chief
Executive Officer

/s/ Jeffrey P. Julien
Jeffrey P. Julien
Vice President - Finance
and Chief Financial
Officer

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RAYMOND JAMES FINANCIAL, INC.

ARTICLE I

Name

The name of this corporation shall be: RAYMOND JAMES FINANCIAL, INC.

ARTICLE II

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes

The principal purposes of the corporation shall be:

To engage in and carry on a general securities brokerage and financial business.

To underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals and to do any other act or thing permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations including the right to vote thereon.

To undertake and carry on any business transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men or agents.

To promote or assist financially or otherwise, corporations, syndicates, partnerships, individuals or associations of all kinds and to give any guarantee in connection therewith for the payment of money or for the performance of any obligation or undertaking.

To deal in shares, stocks, bonds, notes, debentures, or other evidence of indebtedness or securities of any domestic or foreign corporations, or mutual investment companies, either as principal, or as agent or broker, or otherwise. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

To acquire, and to make payment therefore in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade-marks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise, and property of every kind, nature and description.

To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.

To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Florida; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

To engage in any other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by law.

In general to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of this Certificate of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article in this Certificate of Incorporation, but that the objects, purposes and powers specified in this article and in each of the articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or implied by any reasonable construction of said law.

ARTICLE IV

Stock Clause

Shares Authorized. (A) The aggregate number of shares of stock which this corporation shall have authority to issue shall be one hundred million (100,000,000) shares of common stock, each with a par value of one cent ($.01) and ten million (10,000,000) shares of preferred stock, each with a par value of ten cents ($.10).

(B) The Preferred Stock may be created and issued from time to time in one or more series with such designations, preferences, limitations, conversion rights, dividend rights, redemption provisions, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as determined by the Board of Directors of the corporation, and set forth in the resolution or resolutions providing for the creation and issuance of the stock in such series. Shares of one class or series of the corporation's capital stock may be issued through a stock dividend or stock split on shares of another class or series of the corporation's capital stock. In addition to the right to establish one or more such series of Preferred Stock, the Board of Directors shall have full authority to increase or decrease the number of shares of Preferred Stock designated for any series.

ARTICLE V

Vote to Effect Business Combination

The affirmative vote of two-thirds (2/3) of all the shares outstanding and entitled to vote shall be required to approve any of the following:

(a). any merger or consolidation of the corporation with or into any other corporation;

(b). any share exchange in which a corporation, person, or entity acquires the issued or outstanding shares of stock of this corporation pursuant to a vote of stockholders;

(c). any sale, lease, exchange or other transfer of all, or substantially all, of the assets of this corporation to any other corporation, person or entity;

(d). any transaction similar to, or having a similar effect as, any of the foregoing transactions.

Such affirmative vote shall be in lieu of the vote of stockholders otherwise required by law.

ARTICLE VI

Pre-Emptive Rights

No holder of any shares of stock of the corporation shall have any pre-emptive rights whatsoever to subscribe for or acquire additional shares of the corporation of any class, whether such shares shall be hereby or hereafter authorized; and no holder of shares shall have any right to subscribe to or acquire any shares which may be held in the treasury of the corporation; nor shall any holder have a right to subscribe to or acquire any bonds, certificates of indebtedness, debentures or other securities convertible into stock, or carrying any right to purchase stock. All such additional or treasury shares or securities convertible into stock or carrying any right to purchase stock may be sold for such consideration, at such time, on such terms and to such person or persons, firms, corporations or associations as the Board of Directors may from time to time determine.

ARTICLE VII

Directors

A. Number

The business of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed from time to time by resolution of the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

B. Interested Directors

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

C. Authority to Make Long-Term Employment Contracts

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contract.

D. Reliance on Corporation Books

Each officer, director, or member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the company by any of its officials or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee or in relying in good faith upon other records of the company.

ARTICLE VIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon; provided, however, that the provisions set forth in Article V may not be altered, amended or repealed unless such alteration, amendment or repeal is approved by the affirmative vote of two-thirds (2/3) of all of the shares outstanding and entitled to vote.

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AMENDED
BY-LAWS
OF
RAYMOND JAMES FINANCIAL, INC.

Section 2. The number of directors may at any time be increased (to a maximum of twenty) or decreased by vote of a majority of the Board of Directors at any regular or special meeting, if the notice of such meeting contains a statement of the proposed increase or decrease of directors. In case of any such increase, the Board of Directors at any meeting shall have power to elect such additional directors to hold office until the next annual meeting of the stockholders, and until their successors are elected and qualify.