

---

## Raymond James Financial Electronic EDGAR Proof

---

**Job Number:**

**Filer:**

**Form Type:** DEF 14A

**Reporting Period / Event Date:** 02/17/11

**Customer Service Representative:**

**Revision Number:**

---

This proof may not fit on letter-sized (8.5 x 11 inch) paper. If copy is cut off, please print to a larger format, e.g., legal-sized (8.5 x 14 inch) paper or oversized (11 x 17 inch) paper.

Accuracy of proof is guaranteed ONLY if printed to a PostScript printer using the correct PostScript driver for that printer make and model.

---

(this header is not part of the document)

---

## EDGAR Submission Header Summary

---

Submission Type	DEF 14A
Live File	on
Return Copy	on
Submission Contact	Jennifer Ackart
Submission Contact Phone Number	727-567-4303
Exchange	NONE
Confirming Copy	off
Filer CIK	0000720005
Filer CCC	xxxxxxx
Period of Report	02/17/11
Inv. Company Or Bus. Company	off
Notify via Filing website Only	off
Emails	rjbank-finance@raymondjames.com doug.krueger@raymondjames.com michael.castellani@raymondjames.com jennifer.ackart@raymondjames.com jonathan.oorlog@raymondjames.com mike.badal@raymondjames.com megan.nelson@raymondjames.com rjbank-finance@rjlan.rjf.com

---

### Documents

DEF 14A	def14a021711.htm
	Def14A proxy- Institutional Shareholder Communication
DEF 14A	submissionpdf.pdf
	PDF

---

### Module and Segment References

---

## SEC EDGAR XFDL Submission Header

---

```
<?xml version="1.0"?>
<XFDL version="5.0.0">
  <page sid="PAGE1">
    <combobox sid="SubTable_submissionType_"><value>DEF 14A</value></combobox>
    <radio sid="SubTable_live_"><value>on</value></radio>
    <check sid="SubFlag_returnCopyFlag_"><value>on</value></check>
    <field sid="SubContact_contactName_"><value>Jennifer Ackart</value></field>
    <field sid="SubContact_contactPhoneNumber_"><value>727-567-4303</value></field>
    <popup sid="SubSro_sroId_"><value>NONE</value></popup>
    <check sid="SubFlag_confirmingCopyFlag_"><value>off</value></check>
    <field sid="SubFiler_filerId_"><value>0000720005</value></field>
    <field sid="SubFiler_filerCcc_"><value>aw6c#pmc</value></field>

    <field sid="SubTable_periodOfReport_"><value>02/17/11</value></field>
    <check sid="SubInvCompany_isImCompany_"><value>off</value></check>
  </page>
  <page sid="PAGE2">
    <field sid="SubDocument_conformedName_"><value>def14a021711.htm</value></field>
    <combobox sid="SubDocument_conformedDocumentType_"><value>DEF 14A</value></combobox>
    <field sid="SubDocument_description_"><value>Def14A proxy- Institutional Shareholder Communication</value></field>
    <data sid="data1"><filename>def14a021711.htm</filename><mimedata /></data>
    <field sid="SubDocument_conformedName_1"><value>submissionpdf.pdf</value></field>
    <combobox sid="SubDocument_conformedDocumentType_1"><value>DEF 14A</value></combobox>
    <field sid="SubDocument_description_1"><value>PDF</value></field>
    <data sid="data2"><filename>submissionpdf.pdf</filename><mimedata /></data>
  </page>
  <page sid="PAGE3">
    <check sid="SubFlag_overrideInternetFlag_"><value>off</value></check>
    <field sid="SubInternet_internetAddress_"><value>rjbank-finance@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_1"><value>doug.krueger@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_2"><value>michael.castellani@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_3"><value>jennifer.ackart@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_4"><value>jonathan.oorlog@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_5"><value>mike.badal@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_6"><value>megan.nelson@raymondjames.com</value></field>
    <field sid="SubInternet_internetAddress_7"><value>rjbank-finance@rjlan.rjf.com</value></field>
  </page>
</XFDL>
```

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. \_\_ )

Filed by the Registrant ☒  
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

[Missing Graphic Reference]

**Raymond James Financial, Inc.**  
(Name of Registrant as Specified In Its Charter)

[Missing Graphic Reference]

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

---

(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

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 control number.

[The following is the script for contacting institutional shareholders regarding ISS recommendation on Raymond James Financial proxy proposal number 3.]

Hello, I am \_\_\_\_\_ of Raymond James Financial. I am calling to ask you to not follow the recommendation of Institutional Shareholder Services to vote no on the approval of amendments to the Raymond James Financial 2005 Restricted Stock plan. Those amendments would permit non-employee directors to participate in the plan. ISS is recommending a no vote because its estimated shareholder value transfer from the Company's plans of 13 % exceeds the 12% cap formulated by ISS. I want to point out that in calendar year 2010 84% of the stock options and 31% of the restricted stock/restricted stock units granted were to financial advisors/branch managers (none of whom were members of senior management) as recruiting inducements or retention awards. Those figures were lower in calendar year 2009 (16% and 25%, respectively), the year in which management personnel received biannual option grants. However, in both years a significant portion of equity awards were to financial advisors/branch managers as recruiting and retention awards. Often, the Company uses restricted stock and restricted stock units in lieu of loans to financial advisors because in cases where a financial advisor leaves Raymond James, it is much easier to recapture unvested restricted equity awards by forfeiture than it is to recover unpaid loans from the former advisor. Since financial advisors are at the heart of our business, it is highly desirable for us to employ restricted equity as inducement and retention tools as they help align the interests of financial advisors with shareholders and minimize losses from the departure of financial advisors. Please take this into account in your voting. If you have already voted and your institution is on Broadridge's Proxy Edge system, you can easily change your vote on that system.

---