

## FORM 4

Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

(Print or Type Responses)

Holding Company Act of 1934 or Section 30(f) of the Investment Company Act of 1940

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)
<b>James Thomas A.</b> (Last) (First) (Middle)	<b>Raymond James Financial (RJF)</b>	<input checked="" type="checkbox"/> <u>X</u> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <u>X</u> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>880 Carillon Parkway</b> (Street)	3. IRS or Social Security Number of Reporting Person (Voluntary)	<b>Chairman/CEO</b>
<b>St. Petersburg FL 33716</b> (City) (State) (ZIP)	4. Statement for Month/Day/Year <b>December 16, 2002</b>	7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> <u>X</u> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	5. If Amendment Date of Original (Month/Day/Year)	

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)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at Following Reported Transactions (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Raymond James Financial, Inc. (RJF)										
RJF Common Stock								6,034,131	D	TTEE 12/20/76 Thomas A. James
RJF Common Stock								460,559 (1)	I	Employee Stock Ownership Plan & Trust
RJF Common Stock								21,372	I	Mary S. James (wife)
RJF Common Stock								323,508	I	Helen W. James Annuity Trust
RJF Common Stock								152,909	I	Grandchildren Trust
RJF Common Stock								3,362,680	I	Robert A. James Trust
RJF Common Stock	12/13/2002		A		3,937	A	\$ -	23,550	D	

(1) Shares held indirectly through RJF's ESOP..gives effect to a diversification election made under the Internal Revenue Code on 12/13/02.[romeo &amp; dye, form 120]

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

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

(Over)  
SEC 1474 (7-96)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned

FORM 4 (continued)

(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)	3.A Deemed Execution Date if any (Month/Day/Year)	4. Transaction		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 Security (Instr. 3 and 4)		8. Price of derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned at End of deriv-Month (Instr. 4)	10. Ownership Form of Security Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date	Expiration Date	Title	Amount and Number of Shares				

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/ Thomas A. James  
\*\*Signature of Reporting Person

12/16/2002  
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.