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## Raymond James Financial Electronic EDGAR Proof

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<b>Job Number:</b>	<b>-NOT DEFINED-</b>
<b>Filer:</b>	<b>-NOT DEFINED-</b>
<b>Form Type:</b>	<b>8-K/A</b>
<b>Reporting Period / Event Date:</b>	<b>02/24/11</b>
<b>Customer Service Representative:</b>	<b>-NOT DEFINED-</b>
<b>Revision Number:</b>	<b>-NOT DEFINED-</b>

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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.

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(this header is not part of the document)

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## EDGAR Submission Header Summary

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Return Copy	on
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Submission Contact Phone Number	727-567-4303
Exchange	NONE
Confirming Copy	off
Filer CIK	0000720005
Filer CCC	xxxxxxx
Period of Report	02/24/11
Item IDs	5.07
Notify via Filing website Only	off
Emails	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 nancy.coan@raymondjames.com jesus.jimenez@raymondjames.com

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### Documents

8-K/A	k8a051811.htm
	8-K/A
8-K/A	submissionpdf.pdf
	PDF

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### Module and Segment References

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## SEC EDGAR XFDL Submission Header

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**February 24, 2011**

Date of report (date of earliest event reported)

**Raymond James Financial, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Florida**

(State or Other Jurisdiction of Incorporation)

**1-9109**

(Commission File Number)

**59-1517485**

(IRS Employer Identification No.)

**880 Carillon Parkway St. Petersburg, FL 33716**

(Address of Principal Executive Offices) (Zip Code)

**(727) 567-1000**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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#### EXPLANATORY NOTE

Raymond James Financial, Inc. ("RJF") is filing this Amendment No. 1 on Form 8-K/A to RJF's Current Report on Form 8-K dated February 24, 2011, which was originally filed on February 28, 2011 (the "Original 8-K"), to update disclosures made under Item 5.07 regarding the frequency of future shareholder non-binding advisory votes on the compensation of RJF's named executive officers.

Except for the foregoing, this Amendment No. 1 does not amend the Original 8-K in any way and does not modify or update any other disclosures contained in the Original 8-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 8-K.

#### Item 5.07 Submission of Matters to a Vote of Security Holders

At RJF's Annual Meeting of Shareholders held on February 24, 2011, a majority of votes of RJF's shareholders were cast in favor of holding an annual non-binding advisory vote on the compensation of RJF's named executive officers. In light of this result and other factors considered by the Board of Directors of RJF, the Board of Directors has determined at its regular meeting held on May 17, 2011 that RJF will include a non-binding advisory resolution in its proxy materials every year for a shareholder vote to approve the compensation of its named executive officers, as disclosed pursuant to the Securities and Exchange Commission's compensation disclosure rules. RJF will hold annual non-binding advisory votes until the next required vote on the frequency of shareholder votes on named executive officer compensation occurs. The next non-binding advisory vote regarding such frequency will be held no later than RJF's 2017 Annual Meeting of Shareholders, although an earlier vote regarding the frequency may be held at the Board of Directors discretion.

#### 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 hereunto duly authorized.

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RAYMOND JAMES FINANCIAL, INC.

Date: May 18, 2011

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

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