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BB&T CORP
Form 13F-HR
October 03, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2007

Check here if Amendment Amendment Number:
This Amendment is a restatement
 adds new holding entries

Institutional Investment Manager Filing this Report:

Name: BRANCH BANKING & TRUST COMPANY
Address: 223 WEST NASH STREET
WILSON, NC 27894

13F File Number: 28-03501

The institutional investment Manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: PATRICIA P BALENTINE
Title: SENIOR VICE PRESIDENT
Phone: (919) 716-9296
Signature, Place, and Date of Signing:

1 WILSON, NC 10/03/2007

Report Type (Check only one)
 13F HOLDINGS REPORT
 13F NOTICE
 13F COMBINATION REPORT

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 981
Form 13F Information Table Value Total: \$ 2,653,548

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List of Other Included Managers:

NONE

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1000)	SHARES/ PRN AMOUNT	SH/ TPRN	PUT/ CALL	INVTMT DISCRTN	OT MA
AFLAC INC	COM	001055102	11275	197665	SH		SOLE	
AFLAC INC	COM	001055102	114	2000	SH		SOLE	
AFLAC INC	COM	001055102	610	10690	SH		DEFINED	
							OTHER	
AT&T INC	COM	00206R102	25820	610255	SH		OTHER	
							SOLE	
AT&T INC	COM	00206R102	98	2320	SH		SOLE	
AT&T INC	COM	00206R102	10237	241952	SH		DEFINED	
							OTHER	
							OTHER	
ABBOTT	COM	002824100	13831	257948	SH		SOLE	
							SOLE	
ABBOTT	COM	002824100	54	1000	SH		DEFINED	
ABBOTT	COM	002824100	3154	58816	SH		OTHER	
							OTHER	
ABBOTT	COM	002824100	6	110	SH		DEF/OTH	
ADOBE SYSTEM INC	COM	00724F101	413	9452	SH		SOLE	
ADOBE SYSTEM INC	COM	00724F101	11	258	SH		OTHER	
ADVANCED MICRO DEVICES, INC	COM	007903107	3096	234548	SH		SOLE	
							SOLE	
ADVANCED MICRO DEVICES, INC	COM	007903107	67	5070	SH		OTHER	
AEGON NV	FOR	007924103	390	20501	SH		SOLE	
							SOLE	
AEGON NV	FOR	007924103	481	25273	SH		OTHER	
AETNA INC	COM	00817Y108	1178	21713	SH		SOLE	
AETNA INC	COM	00817Y108	71	1300	SH		OTHER	
AFFINITY	COM	00826F108	0	23150	SH		SOLE	
AGILENT	COM	00846U101	335	9076	SH		SOLE	
							SOLE	
AGILENT	COM	00846U101	131	3543	SH		OTHER	
AIR	COM	009158106	13264	135684	SH		SOLE	
							SOLE	
AIR	COM	009158106	84	858	SH		DEFINED	
AIR	COM	009158106	2403	24585	SH		OTHER	
							OTHER	
AIR	COM	009158106	12	120	SH		DEF/OTH	
AKAMAI TECHNOLOGIES	COM	00971T101	213	7415	SH		SOLE	
							SOLE	
AKAMAI TECHNOLOGIES	COM	00971T101	10	335	SH		OTHER	
ALCOA INC COMMON	COM	013817101	3906	99846	SH		SOLE	
							SOLE	
ALCOA INC COMMON	COM	013817101	6	150	SH		DEFINED	
ALCOA INC COMMON	COM	013817101	349	8921	SH		OTHER	
							OTHER	
ALLEGHENY ENERGY INC	COM	017361106	342	6549	SH		SOLE	
							SOLE	
ALLEGHENY ENERGY INC	COM	017361106	510	9751	SH		OTHER	
ALLERGAN INC	COM	018490102	279	4326	SH		SOLE	
ALLERGAN INC	COM	018490102	11	164	SH		OTHER	
ALLIANCEBERNSTEIN HOLDING LP	COM	01881G106	181	2050	SH		SOLE	
ALLIANCEBERNSTEIN HOLDING LP	COM	01881G106	126	1425	SH		OTHER	

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ALLIED CAPITAL	COM	01903Q108	162	5500 SH	SOLE
ALLIED CAPITAL	COM	01903Q108	138	4700 SH	OTHER
ALLSTATE CORP	COM	020002101	1847	32299 SH	SOLE
					SOLE
ALLSTATE CORP	COM	020002101	98	1711 SH	OTHER
ALLTEL	COM	020039103	4633	66492 SH	SOLE
					SOLE
ALLTEL	COM	020039103	71	1018 SH	DEFINED
ALLTEL	COM	020039103	1233	17691 SH	OTHER
					OTHER
ALTRIA GROUP INC	COM	02209S103	14648	210671 SH	SOLE
					SOLE
ALTRIA GROUP INC	COM	02209S103	121	1734 SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	7853	112943 SH	OTHER
					OTHER
AMEREN CORPORATION	COM	023608102	746	14213 SH	SOLE
					SOLE
AMEREN CORPORATION	COM	023608102	91	1727 SH	DEFINED
AMEREN CORPORATION	COM	023608102	90	1715 SH	OTHER
AMERICAN CAPITAL STRATEGIES	COM	024937104	1231	28805 SH	SOLE
					SOLE
AMERICAN CAPITAL STRATEGIES	COM	024937104	62	1450 SH	OTHER
AMERICAN ELECTRIC POWER	COM	025537101	1331	28888 SH	SOLE
AMERICAN ELECTRIC POWER	COM	025537101	14	300 SH	DEFINED
AMERICAN ELECTRIC POWER	COM	025537101	182	3960 SH	OTHER
AMERICAN EXPRESS COMPANY COMMON	COM	025816109	4958	83515 SH	SOLE
					SOLE
AMERICAN EXPRESS COMPANY COMMON	COM	025816109	24	400 SH	DEFINED
AMERICAN EXPRESS COMPANY COMMON	COM	025816109	1537	25894 SH	OTHER
					OTHER
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	26389	390081 SH	SOLE
					SOLE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	115	1700 SH	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	3232	47771 SH	OTHER
					OTHER
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	8	120 SH	DEF/OTH
AMERICAN STANDARD CO	COM	029712106	387	10854 SH	SOLE
					SOLE
AMERICAN STANDARD CO	COM	029712106	5	140 SH	OTHER
AMERISOURCEBERGEN CORP.	COM	03073E105	569	12545 SH	SOLE
					SOLE
AMERISOURCEBERGEN CORP.	COM	03073E105	277	6100 SH	OTHER
					OTHER
AMERIPRISE FINANCIAL INC	COM	03076C106	169	2680 SH	SOLE
AMERIPRISE FINANCIAL INC	COM	03076C106	157	2480 SH	OTHER
					OTHER
AMGEN INC	COM	031162100	22272	393700 SH	SOLE
					SOLE
AMGEN INC	COM	031162100	83	1475 SH	DEFINED
AMGEN INC	COM	031162100	1735	30674 SH	OTHER
					OTHER
AMGEN INC	COM	031162100	3	60 SH	DEF/OTH
ANADARKO	COM	032511107	18250	339537 SH	SOLE
					SOLE
ANADARKO	COM	032511107	2525	46973 SH	OTHER
					OTHER
ANADARKO	COM	032511107	6	120 SH	DEF/OTH
ANALOG DEVICES INC.	COM	032654105	121	3349 SH	SOLE
ANALOG DEVICES INC.	COM	032654105	217	6000 SH	OTHER
ANGLOGOLD ASHANTI LIMITED	FOR	035128206	220	4700 SH	SOLE
ANHEUSER BUSCH COMPANY INC	COM	035229103	2783	55661 SH	SOLE
					SOLE

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ANHEUSER BUSCH COMPANY INC	COM	035229103	296	5930	SH	OTHER
ANNALY MORTGAGE MANAGEMENT	COM	035710409	192	12050	SH	SOLE
AON	COM	037389103	588	13132	SH	SOLE
AON	COM	037389103	773	17261	SH	OTHER
APACHE	COM	037411105	1075	11935	SH	SOLE
APACHE	COM	037411105	343	3810	SH	OTHER
APPLE COMPUTER CORPORATION	COM	037833100	1008	6571	SH	SOLE
APPLE COMPUTER CORPORATION	COM	037833100	353	2300	SH	OTHER
APPLIED MATERIALS	COM	038222105	1252	60470	SH	SOLE
APPLIED MATERIALS	COM	038222105	234	11317	SH	OTHER
ARCELOR MITTAL	FOR	03937E101	209	2661	SH	SOLE
ARCH COAL INC	COM	039380100	280	8302	SH	SOLE
ARCH COAL INC	COM	039380100	86	2550	SH	OTHER
ARCHER	COM	039483102	1924	58162	SH	SOLE
ARCHER	COM	039483102	299	9051	SH	OTHER
ARCHSTONE-SMITH TRUST COMMON	COM	039583109	45	740	SH	SOLE
ARCHSTONE-SMITH TRUST COMMON	COM	039583109	168	2800	SH	OTHER
ASHLAND INC	COM	044209104	2040	33874	SH	SOLE
ASHLAND INC	COM	044209104	981	16300	SH	OTHER
ATLANTIC SOUTHERN FINANCIAL	COM	048877104	250	10000	SH	SOLE
ATMOSPHERIC GLOW	COM	049567100	0	24802	SH	SOLE
AUTOMATIC DATA PROCESSING COMMON	COM	053015103	12575	273786	SH	SOLE
AUTOMATIC DATA PROCESSING COMMON	COM	053015103	64	1387	SH	DEFINED
AUTOMATIC DATA PROCESSING COMMON	COM	053015103	1249	27192	SH	OTHER
AUTOMATIC DATA PROCESSING COMMON	COM	053015103	5	100	SH	DEF/OTH
AVERY DENNISON CORP.	COM	053611109	1067	18716	SH	SOLE
AVERY DENNISON CORP.	COM	053611109	197	3450	SH	OTHER
AVON PRODUCTS	COM	054303102	514	13688	SH	SOLE
AVON PRODUCTS	COM	054303102	160	4255	SH	OTHER
AXCELIS TECHNOLOGIES	COM	054540109	245	47950	SH	SOLE
BB&T	COM	054937107	132689	3285194	SH	SOLE
BB&T	COM	054937107	828	20500	SH	DEFINED
BB&T	COM	054937107	184667	4572103	SH	OTHER
BP P.L.C.	FOR	055622104	12048	173732	SH	SOLE
BP P.L.C.	FOR	055622104	42	603	SH	DEFINED
BP P.L.C.	FOR	055622104	8513	122750	SH	OTHER
BAKER HUGHES INC	COM	057224107	7941	87867	SH	SOLE
BAKER HUGHES INC	COM	057224107	19	215	SH	DEFINED
BAKER HUGHES INC	COM	057224107	697	7710	SH	OTHER
BANCO BILBAO VIZCAYA - SP ADR	FOR	05946K101	282	12116	SH	SOLE
BANCO BILBAO VIZCAYA - SP ADR	FOR	05946K101	130	5600	SH	DEFINED
BANCO BILBAO VIZCAYA - SP ADR	FOR	05946K101	75	3220	SH	OTHER
BANK OF AMERICA CORP	COM	060505104	39055	776898	SH	SOLE

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BANK OF AMERICA CORP	COM	060505104	110	2190	SH	DEFINED
BANK OF AMERICA CORP	COM	060505104	6604	131366	SH	OTHER
						OTHER
BANK OF AMERICA CORP	COM	060505104	8	150	SH	DEF/OTH
BANK OF NEW YORK MELLON	COM	064058100	10021	227036	SH	SOLE
						SOLE
BANK OF NEW YORK MELLON	COM	064058100	12	283	SH	DEFINED
BANK OF NEW YORK MELLON	COM	064058100	462	10471	SH	OTHER
BARCLAYS PLC - SPONS ADR	FOR	06738E204	454	9345	SH	SOLE
						SOLE
BARCLAYS PLC - SPONS ADR	FOR	06738E204	45	925	SH	OTHER
BASSETT FURNITURE	COM	070203104	464	44731	SH	SOLE
BAXTER	COM	071813109	1838	32667	SH	SOLE
						SOLE
BAXTER	COM	071813109	80	1424	SH	DEFINED
BAXTER	COM	071813109	220	3916	SH	OTHER
BEAR STEARNS	COM	073902108	443	3607	SH	SOLE
						SOLE
BECTON DICKINSON & CO.	COM	075887109	1012	12339	SH	SOLE
						SOLE
BECTON DICKINSON & CO.	COM	075887109	135	1650	SH	OTHER
						OTHER
BERKSHIRE HATHAWAY INC DEL	COM	084670108	711	6	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	COM	084670108	119	1	SH	OTHER
BERKSHIRE HATHAWAY INC DEL	COM	084670207	1439	364	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	COM	084670207	174	44	SH	OTHER
BEST BUY INC.	COM	086516101	2019	43873	SH	SOLE
						SOLE
BEST BUY INC.	COM	086516101	18	400	SH	DEFINED
BEST BUY INC.	COM	086516101	49	1075	SH	OTHER
						OTHER
BIOGEN IDEC INC	COM	09062X103	423	6381	SH	SOLE
H & R BLOCK INC	COM	093671105	262	12355	SH	SOLE
						SOLE
H & R BLOCK INC	COM	093671105	40	1900	SH	OTHER
THE BOEING COMPANY CAPITAL	COM	097023105	2623	24983	SH	SOLE
						SOLE
THE BOEING COMPANY CAPITAL	COM	097023105	626	5959	SH	OTHER
						OTHER
BOSTON SCIENTIFIC	COM	101137107	340	24406	SH	SOLE
						SOLE
BOSTON SCIENTIFIC	COM	101137107	17	1242	SH	OTHER
BRISTOL MYERS SQUIBB CO. COMMON	COM	110122108	7380	256062	SH	SOLE
						SOLE
BRISTOL MYERS SQUIBB CO. COMMON	COM	110122108	52	1789	SH	DEFINED
BRISTOL MYERS SQUIBB CO. COMMON	COM	110122108	4550	157881	SH	OTHER
						OTHER
BROOKFIELD ASSET MANAGEMENT INC	FOR	112585104	217	5625	SH	SOLE
BURLINGTON	COM	12189T104	2378	29298	SH	SOLE
						SOLE
BURLINGTON	COM	12189T104	1024	12613	SH	OTHER
						OTHER
CBS CORPORATION	COM	124857202	313	9952	SH	SOLE
						SOLE
CBS CORPORATION	COM	124857202	2	50	SH	DEFINED
CBS CORPORATION	COM	124857202	20	628	SH	OTHER
CIGNA	COM	125509109	215	4041	SH	SOLE
CME GROUP INC	COM	12572Q105	295	502	SH	SOLE
						SOLE
CME GROUP INC	COM	12572Q105	13	22	SH	OTHER
CNOOC LTD - ADR	FOR	126132109	333	2000	SH	SOLE
CNB FINANCIAL SERVICES, INC.	COM	12613N103	554	7920	SH	SOLE

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CSX	COM	126408103	1490	34863	SH	SOLE
						SOLE
CSX	COM	126408103	85	2000	SH	DEFINED
CSX	COM	126408103	1162	27196	SH	OTHER
						OTHER
CVS CAREMARK CORP	COM	126650100	6051	152683	SH	SOLE
						SOLE
CVS CAREMARK CORP	COM	126650100	1391	35093	SH	OTHER
						OTHER
CVS CAREMARK CORP	COM	126650100	6	140	SH	DEF/OTH
CALLAWAY GOLF CO	COM	131193104	196	12250	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	304	8227	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	117	3149	SH	OTHER
CANADIAN	FOR	136385101	205	2700	SH	SOLE
CANETIC RESOURCES TRUST	FOR	137513107	184	12000	SH	OTHER
CHESTER TELEPHONE	COM	138002993	2380	62624	SH	OTHER
CAPITAL ONE	COM	14040H105	1271	19131	SH	SOLE
CAPITAL ONE	COM	14040H105	220	3311	SH	OTHER
CARDINAL HEALTH INC	COM	14149Y108	825	13200	SH	SOLE
						SOLE
CARDINAL HEALTH INC	COM	14149Y108	184	2938	SH	OTHER
CARLISLE CORP	COM	142339100	362	7455	SH	SOLE
						SOLE
CARNIVAL	COM	143658300	309	6382	SH	SOLE
						SOLE
CARNIVAL	COM	143658300	242	5000	SH	OTHER
CATERPILLAR TRACTOR COMPANY	COM	149123101	2514	32054	SH	SOLE
						SOLE
CATERPILLAR TRACTOR COMPANY	COM	149123101	374	4771	SH	OTHER
CELGENE CORP	COM	151020104	515	7224	SH	SOLE
						SOLE
CELGENE CORP	COM	151020104	18	250	SH	DEFINED
CEMEX SA	FOR	151290889	518	17327	SH	SOLE
						SOLE
CEMEX SA	FOR	151290889	21	700	SH	OTHER
CHAMPION ENTERPRISES INC	COM	158496109	153	13900	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	513	14542	SH	SOLE
						SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	116	3300	SH	OTHER
						OTHER
CHEVRON CORP	COM	166764100	27437	293195	SH	SOLE
						SOLE
CHEVRON CORP	COM	166764100	340	3631	SH	DEFINED
CHEVRON CORP	COM	166764100	8076	86301	SH	OTHER
						OTHER
CHEVRON CORP	COM	166764100	5	50	SH	DEF/OTH
CHOICE HOTELS INTERNATIONAL INC	COM	169905106	145	3850	SH	SOLE
CHOICE HOTELS INTERNATIONAL INC	COM	169905106	1106	29350	SH	OTHER
CHUBB	COM	171232101	734	13691	SH	SOLE
CHUBB	COM	171232101	231	4310	SH	OTHER
CIRCUIT CITY STORES	COM	172737108	17	2200	SH	SOLE
CIRCUIT CITY STORES	COM	172737108	85	10800	SH	OTHER
						OTHER
CISCO	COM	17275R102	40983	1237029	SH	SOLE
						SOLE
CISCO	COM	17275R102	205	6199	SH	DEFINED
CISCO	COM	17275R102	4059	122514	SH	OTHER
						OTHER
CINTAS CORPORATION	COM	172908105	640	17250	SH	SOLE
CITIGROUP INC COMMON	COM	172967101	32619	698930	SH	SOLE
						SOLE
CITIGROUP INC COMMON	COM	172967101	219	4689	SH	DEFINED

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CITIGROUP INC COMMON	COM	172967101	4871	104377	SH	OTHER
						OTHER
CITIGROUP INC COMMON	COM	172967101	7	150	SH	DEF/OTH
CITY HOLDING	COM	177835105	496	13630	SH	SOLE
						SOLE
CITY HOLDING	COM	177835105	3139	86224	SH	OTHER
CLOROX	COM	189054109	572	9384	SH	SOLE
CLOROX	COM	189054109	149	2440	SH	OTHER
COACH INC	COM	189754104	292	6168	SH	SOLE
						SOLE
COACH INC	COM	189754104	31	650	SH	OTHER
COCA COLA COMPANY COMMON	COM	191216100	23408	407302	SH	SOLE
						SOLE
COCA COLA COMPANY COMMON	COM	191216100	152	2641	SH	DEFINED
COCA COLA COMPANY COMMON	COM	191216100	4482	77989	SH	OTHER
						OTHER
COLGATE PALMOLIVE COMPANY	COM	194162103	4769	66864	SH	SOLE
						SOLE
COLGATE PALMOLIVE COMPANY	COM	194162103	5916	82949	SH	OTHER
COMCAST CORP	COM	20030N101	6738	278651	SH	SOLE
						SOLE
COMCAST CORP	COM	20030N101	364	15055	SH	OTHER
						OTHER
COMCAST CORP	COM	20030N200	193	8047	SH	SOLE
COMCAST CORP	COM	20030N200	42	1762	SH	OTHER
COMPUTER	COM	205363104	470	8400	SH	SOLE
						SOLE
COMPUTER	COM	205363104	110	1975	SH	OTHER
COMPUTER SVCS INC COM	COM	20539A105	14	369	SH	SOLE
COMPUTER SVCS INC COM	COM	20539A105	650	16595	SH	OTHER
CONAGRA FOODS, INC COMMON	COM	205887102	206	7879	SH	SOLE
CONAGRA FOODS, INC COMMON	COM	205887102	38	1459	SH	DEFINED
CONAGRA FOODS, INC COMMON	COM	205887102	61	2333	SH	OTHER
						OTHER
CONOCOPHILLIPS	COM	20825C104	39134	445863	SH	SOLE
						SOLE
CONOCOPHILLIPS	COM	20825C104	147	1680	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	5059	57634	SH	OTHER
						OTHER
CONOCOPHILLIPS	COM	20825C104	11	120	SH	DEF/OTH
CONSOLIDATED EDISON INC COMMON	COM	209115104	2037	43996	SH	SOLE
						SOLE
CONSOLIDATED EDISON INC COMMON	COM	209115104	87	1877	SH	DEFINED
CONSOLIDATED EDISON INC COMMON	COM	209115104	757	16347	SH	OTHER
						OTHER
CONSTELLATION ENERGY GROUP	COM	210371100	2623	30575	SH	SOLE
						SOLE
CONSTELLATION ENERGY GROUP	COM	210371100	15	170	SH	DEFINED
CONSTELLATION ENERGY GROUP	COM	210371100	1274	14849	SH	OTHER
COPYTELE INC	COM	217721109	21	26000	SH	SOLE
CORNING INC	COM	219350105	348	14098	SH	SOLE
						SOLE
CORNING INC	COM	219350105	17	700	SH	OTHER
COSTCO WHOLESALE CORP	COM	22160K105	391	6372	SH	SOLE
COSTCO WHOLESALE CORP	COM	22160K105	94	1525	SH	OTHER
COUNTRYWIDE CREDIT IND.	COM	222372104	6537	343892	SH	SOLE
						SOLE
COUNTRYWIDE CREDIT IND.	COM	222372104	6	300	SH	DEFINED
COUNTRYWIDE CREDIT IND.	COM	222372104	231	12174	SH	OTHER
DPL INCORPORATED	COM	233293109	171	6504	SH	SOLE
DPL INCORPORATED	COM	233293109	34	1300	SH	OTHER
DANAHER CORP	COM	235851102	2050	24783	SH	SOLE

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DANAHER CORP	COM	235851102	423	5115	SH	SOLE OTHER OTHER
DEAN FOODS INC	COM	242370104	281	10982	SH	SOLE
DEERE &	COM	244199105	1225	8256	SH	SOLE
DEERE &	COM	244199105	89	600	SH	DEFINED
DEERE &	COM	244199105	63	425	SH	OTHER
DELL INC	COM	24702R101	15851	574322	SH	SOLE SOLE
DELL INC	COM	24702R101	86	3128	SH	DEFINED
DELL INC	COM	24702R101	1776	64350	SH	OTHER OTHER
DEVON ENERGY	COM	25179M103	4013	48234	SH	SOLE SOLE
DEVON ENERGY	COM	25179M103	42	510	SH	DEFINED
DEVON ENERGY	COM	25179M103	506	6086	SH	OTHER OTHER
DIAGEO	FOR	25243Q205	149	1697	SH	SOLE
DIAGEO	FOR	25243Q205	54	620	SH	OTHER
DIAMOND OFFSHORE	COM	25271C102	250	2205	SH	SOLE SOLE
DIAMOND OFFSHORE	COM	25271C102	45	400	SH	OTHER
THE WALT DISNEY COMPANY COMMON	COM	254687106	17652	513290	SH	SOLE SOLE
THE WALT DISNEY COMPANY COMMON	COM	254687106	120	3482	SH	DEFINED
THE WALT DISNEY COMPANY COMMON	COM	254687106	1524	44306	SH	OTHER OTHER
DISCOVER FINANCIAL SERVICES	COM	254709108	688	33099	SH	SOLE SOLE
DISCOVER FINANCIAL SERVICES	COM	254709108	10	500	SH	DEFINED
DISCOVER FINANCIAL SERVICES	COM	254709108	33	1574	SH	OTHER
DOLLAR TREE STORES INC	COM	256747106	5	111	SH	SOLE
DOLLAR TREE STORES INC	COM	256747106	217	5350	SH	OTHER
DOMINION	COM	25746U109	5475	64948	SH	SOLE SOLE
DOMINION	COM	25746U109	84	1000	SH	DEFINED
DOMINION	COM	25746U109	2337	27724	SH	OTHER OTHER
R.R. DONNELLEY & SONS	COM	257867101	141	3864	SH	SOLE
R.R. DONNELLEY & SONS	COM	257867101	329	9000	SH	OTHER
DOVER	COM	260003108	366	7177	SH	SOLE SOLE
DOVER	COM	260003108	15	300	SH	OTHER
DOW	COM	260543103	8270	192048	SH	SOLE SOLE
DOW	COM	260543103	9	200	SH	DEFINED
DOW	COM	260543103	937	21755	SH	OTHER OTHER
E. I. DUPONT DE NEMOURS COMPANY	COM	263534109	9036	182333	SH	OTHER SOLE
E. I. DUPONT DE NEMOURS COMPANY	COM	263534109	129	2600	SH	DEFINED
E. I. DUPONT DE NEMOURS COMPANY	COM	263534109	2659	53658	SH	OTHER OTHER
DUKE ENERGY CORPORATION	COM	26441C105	14794	791552	SH	SOLE SOLE
DUKE ENERGY CORPORATION	COM	26441C105	117	6240	SH	DEFINED
DUKE ENERGY CORPORATION	COM	26441C105	2166	115883	SH	OTHER OTHER
EMC CORPORATION	COM	268648102	3351	161101	SH	OTHER SOLE
EMC CORPORATION	COM	268648102	350	16827	SH	SOLE OTHER

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ENI SPA - SPONSORED ADR	FOR	26874R108	251	3398	SH	SOLE
						SOLE
EOG RESOURCES INC	COM	26875P101	582	8044	SH	SOLE
						SOLE
EOG RESOURCES INC	COM	26875P101	200	2765	SH	OTHER
EARTHLINK INC	COM	270321102	236	29800	SH	SOLE
						SOLE
EATON CORP	COM	278058102	490	4947	SH	SOLE
						SOLE
EATON CORP	COM	278058102	10	100	SH	DEFINED
EATON CORP	COM	278058102	149	1500	SH	OTHER
EBAY INC COMMON	COM	278642103	21325	546520	SH	SOLE
						SOLE
EBAY INC COMMON	COM	278642103	51	1315	SH	DEFINED
EBAY INC COMMON	COM	278642103	1356	34759	SH	OTHER
						OTHER
ECOLAB INC	COM	278865100	396	8387	SH	SOLE
ECOLAB INC	COM	278865100	249	5265	SH	OTHER
						OTHER
EDISON INTL	COM	281020107	350	6314	SH	SOLE
A.G EDWARD INC	COM	281760108	332	3962	SH	SOLE
A.G EDWARD INC	COM	281760108	193	2300	SH	OTHER
ELECTRONIC ARTS INC	COM	285512109	481	8583	SH	SOLE
						SOLE
ELECTRONIC ARTS INC	COM	285512109	99	1775	SH	OTHER
EMERSON	COM	291011104	14677	275786	SH	SOLE
						SOLE
EMERSON	COM	291011104	311	5840	SH	DEFINED
EMERSON	COM	291011104	2899	54481	SH	OTHER
						OTHER
ENERGIZER HOLDINGS INC	COM	29266R108	296	2666	SH	OTHER
						OTHER
ENERPLUS RESOURCES FUND	FOR	29274D604	157	3325	SH	SOLE
ENERPLUS RESOURCES FUND	FOR	29274D604	363	7700	SH	OTHER
						OTHER
ENERGY SOUTH INC	COM	292970100	447	8866	SH	SOLE
ENTERGY CORP	COM	29364G103	634	5852	SH	SOLE
						SOLE
ENTERGY CORP	COM	29364G103	36	332	SH	OTHER
EQUITY RESIDENTIAL	COM	29476L107	598	14107	SH	SOLE
						SOLE
EQUITY RESIDENTIAL	COM	29476L107	366	8650	SH	OTHER
						OTHER
EXELON	COM	30161N101	2243	29760	SH	SOLE
						SOLE
EXELON	COM	30161N101	784	10409	SH	OTHER
						OTHER
EXPRESS SCRIPTS	COM	302182100	387	6930	SH	SOLE
						SOLE
EXPRESS SCRIPTS	COM	302182100	64	1150	SH	OTHER
EXXON MOBIL CORPORATION COMMON	COM	30231G102	80487	869562	SH	SOLE
						SOLE
EXXON MOBIL CORPORATION COMMON	COM	30231G102	547	5914	SH	DEFINED
EXXON MOBIL CORPORATION COMMON	COM	30231G102	32042	346173	SH	OTHER
						OTHER
FMC TECHNOLOGIES INC	COM	30249U101	22	388	SH	SOLE
FMC TECHNOLOGIES INC	COM	30249U101	347	6013	SH	OTHER
						OTHER
FPL GROUP	COM	302571104	6287	103272	SH	SOLE
						SOLE
FPL GROUP	COM	302571104	16	270	SH	DEFINED
FPL GROUP	COM	302571104	1224	20099	SH	OTHER

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FPL GROUP	COM	302571104	9	150 SH	OTHER
FAMILY DOLLAR STORES	COM	307000109	270	10152 SH	DEF/OTH
					SOLE
					SOLE
FAMILY DOLLAR STORES	COM	307000109	13	500 SH	OTHER
FARMERS & MERCHANTS BANK	COM	30810N106	214	6270 SH	OTHER
FAUQUIER BANKSHARES INC COM	COM	312059108	311	15200 SH	OTHER
FEDERAL HOME LOAN MORTGAGE	COM	313400301	388	6576 SH	SOLE
					SOLE
FEDERAL HOME LOAN MORTGAGE	COM	313400301	59	1000 SH	DEFINED
FEDERAL HOME LOAN MORTGAGE	COM	313400301	75	1275 SH	OTHER
FEDERAL NATIONAL MORTGAGE	COM	313586109	867	14261 SH	SOLE
					SOLE
FEDERAL NATIONAL MORTGAGE	COM	313586109	414	6813 SH	OTHER
FEDERAL REALTY	COM	313747206	263	2963 SH	SOLE
FEDERAL REALTY	COM	313747206	89	1000 SH	OTHER
FEDEX	COM	31428X106	1462	13958 SH	SOLE
					SOLE
FEDEX	COM	31428X106	105	1000 SH	DEFINED
FEDEX	COM	31428X106	470	4491 SH	OTHER
					OTHER
FIELDCREST	COM	3165498B3	0	12000 SH	SOLE
FIFTH THIRD BANCORP COMMON	COM	316773100	413	12201 SH	SOLE
					SOLE
FIFTH THIRD BANCORP COMMON	COM	316773100	435	12836 SH	OTHER
FIRST BANCORP	COM	318910106	208	10192 SH	SOLE
					SOLE
FIRST CHARTER CORPORATION	COM	319439105	285	9431 SH	SOLE
FIRST CHARTER CORPORATION	COM	319439105	70	2311 SH	OTHER
FIRST CITIZENS BANCORPORATION OF	COM	319460101	391	582 SH	SOLE
FIRST CITIZENS BANCORPORATION OF	COM	319460101	113	168 SH	OTHER
FIRST CITIZENS BANCSHARES INC	COM	31946M103	705	4045 SH	SOLE
					SOLE
FIRST CITIZENS BANCSHARES INC	COM	31946M202	205	990 SH	SOLE
FIRST FINL HLDS INC	COM	320239106	257	8223 SH	SOLE
FIRST NATL BANCSHARES INC	COM	32111B104	569	40269 SH	SOLE
FISERV	COM	337738108	1120	22024 SH	SOLE
FISERV	COM	337738108	177	3477 SH	OTHER
					OTHER
FIRST ENERGY CORP	COM	337932107	239	3771 SH	SOLE
FIRST ENERGY CORP	COM	337932107	416	6566 SH	OTHER
FLORIDA ROCK	COM	341140101	1536	24581 SH	SOLE
FLUOR CORP (NEW)	COM	343412102	572	3975 SH	SOLE
					SOLE
FLUOR CORP (NEW)	COM	343412102	68	475 SH	OTHER
					OTHER
FLOWERS FOOD INC WI	COM	343498101	11587	531532 SH	SOLE
					SOLE
FORD	COM	345370860	211	24816 SH	SOLE
					SOLE
FORD	COM	345370860	0	87 SH	OTHER
FOREST OIL CORP	COM	346091705	281	6525 SH	SOLE
					SOLE
FORTUNE BRANDS INC	COM	349631101	3351	41116 SH	SOLE
					SOLE
FORTUNE BRANDS INC	COM	349631101	994	12200 SH	OTHER
					OTHER
FRANKLIN STREET PROPERTIES CORP	COM	35471R106	4000	229031 SH	OTHER
FREEPORT MCMORAN CPR & GOLD	COM	35671D857	679	6472 SH	SOLE
FREEPORT MCMORAN CPR & GOLD	COM	35671D857	239	2283 SH	OTHER
					OTHER
GANNETT	COM	364730101	1295	29624 SH	SOLE

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GANNETT	COM	364730101	11	250	SH	SOLE
GANNETT	COM	364730101	290	6635	SH	DEFINED
THE GAP INC COMMON	COM	364760108	305	16535	SH	OTHER
THE GAP INC COMMON	COM	364760108	21	1140	SH	OTHER
GENENTECH, INC COMMON	COM	368710406	2336	29936	SH	SOLE
GENENTECH, INC COMMON	COM	368710406	113	1447	SH	SOLE
GENERAL DYNAMICS	COM	369550108	3442	40743	SH	OTHER
GENERAL DYNAMICS	COM	369550108	9	110	SH	SOLE
GENERAL DYNAMICS	COM	369550108	275	3259	SH	DEFINED
GENERAL ELECTRIC COMPANY COMMON	COM	369604103	75602	1826148	SH	OTHER
GENERAL ELECTRIC COMPANY COMMON	COM	369604103	1435	34661	SH	SOLE
GENERAL ELECTRIC COMPANY COMMON	COM	369604103	23236	561268	SH	DEFINED
GENERAL ELECTRIC COMPANY COMMON	COM	369604103	10	240	SH	OTHER
GENERAL MILLS INC	COM	370334104	1267	21842	SH	DEF/OTH
GENERAL MILLS INC	COM	370334104	425	7325	SH	SOLE
GENERAL	COM	370442105	664	18089	SH	OTHER
GENERAL	COM	370442105	105	2850	SH	SOLE
GENUINE PARTS COMPANY	COM	372460105	1763	35259	SH	OTHER
GENUINE PARTS COMPANY	COM	372460105	271	5411	SH	SOLE
GILEAD SCIENCES, INC.	COM	375558103	712	17414	SH	OTHER
GILEAD SCIENCES, INC.	COM	375558103	72	1750	SH	SOLE
GLAXOSMITHKLINE PLC	FOR	37733W105	1404	26390	SH	OTHER
GLAXOSMITHKLINE PLC	FOR	37733W105	146	2744	SH	SOLE
GOLD FIELDS LTD	FOR	38059T106	1302	71985	SH	OTHER
GOLD FIELDS LTD	FOR	38059T106	47	2600	SH	SOLE
GOLDMAN SACHS GROUP	COM	38141G104	10824	49940	SH	OTHER
GOLDMAN SACHS GROUP	COM	38141G104	13	60	SH	SOLE
GOLDMAN SACHS GROUP	COM	38141G104	819	3778	SH	DEFINED
GOOGLE INC	COM	38259P508	277	488	SH	OTHER
HSBC	FOR	404280406	537	5803	SH	SOLE
HSBC	FOR	404280406	1034	11167	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	368	9591	SH	OTHER
HALLIBURTON COMPANY	COM	406216101	77	2000	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	188	4900	SH	DEFINED
HANCOCK HOLDING COMPANY	COM	410120109	286	7132	SH	OTHER
HARLEY-DAVIDSON INC.	COM	412822108	877	18978	SH	SOLE
HARLEY-DAVIDSON INC.	COM	412822108	12	250	SH	SOLE
HARLEY-DAVIDSON INC.	COM	412822108	83	1800	SH	DEFINED
HARRAH'S ENTERTAINMENT INC	COM	413619107	337	3874	SH	OTHER
						SOLE

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HARRAH'S ENTERTAINMENT INC	COM	413619107	26	300 SH	OTHER
HARRIS CORPORATION	COM	413875105	222	3846 SH	SOLE
					SOLE
HARRIS CORPORATION	COM	413875105	14	235 SH	OTHER
HARSCO CORPORATION	COM	415864107	344	5812 SH	SOLE
					SOLE
HARTFORD FINL SVCS GROUP INC	COM	416515104	5274	56983 SH	SOLE
					SOLE
HARTFORD FINL SVCS GROUP INC	COM	416515104	7817	84458 SH	OTHER
					OTHER
HEALTH CARE REIT INC	COM	42217K106	476	10750 SH	SOLE
HEALTH CARE REIT INC	COM	42217K106	22	500 SH	OTHER
H. J. HEINZ COMPANY COMMON	COM	423074103	1461	31614 SH	SOLE
					SOLE
H. J. HEINZ COMPANY COMMON	COM	423074103	724	15679 SH	OTHER
					OTHER
HENRY COUNTY PLYWOOD	COM	426650107	0	9491 SH	SOLE
HENRY COUNTY PLYWOOD	COM	426650107	0	1917 SH	OTHER
HERSHEY	COM	427866108	2715	58506 SH	SOLE
					SOLE
HERSHEY	COM	427866108	423	9125 SH	OTHER
HEWLETT PACKARD COMPANY COMMON	COM	428236103	7183	144262 SH	SOLE
					SOLE
HEWLETT PACKARD COMPANY COMMON	COM	428236103	216	4337 SH	DEFINED
HEWLETT PACKARD COMPANY COMMON	COM	428236103	2295	46098 SH	OTHER
					OTHER
HEWLETT PACKARD COMPANY COMMON	COM	428236103	5	100 SH	DEF/OTH
HOME DEPOT INC COMMON	COM	437076102	18974	584894 SH	SOLE
					SOLE
HOME DEPOT INC COMMON	COM	437076102	130	4000 SH	DEFINED
HOME DEPOT INC COMMON	COM	437076102	2151	66307 SH	OTHER
					OTHER
HOME DEPOT INC COMMON	COM	437076102	5	150 SH	DEF/OTH
HONEYWELL	COM	438516106	4732	79577 SH	SOLE
					SOLE
HONEYWELL	COM	438516106	24	400 SH	DEFINED
HONEYWELL	COM	438516106	653	10973 SH	OTHER
					OTHER
HONEYWELL	COM	438516106	6	100 SH	DEF/OTH
HOOKER FURNITURE CORPORATION	COM	439038100	12901	644422 SH	SOLE
HOOKER FURNITURE CORPORATION	COM	439038100	2439	121845 SH	OTHER
HUNTINGTON BANCSHARES INC	COM	446150104	201	11855 SH	SOLE
					SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	1240	73053 SH	OTHER
					OTHER
IMS HEALTH INC	COM	449934108	840	27430 SH	SOLE
					SOLE
IMS HEALTH INC	COM	449934108	69	2240 SH	OTHER
ISTAR	COM	45031U101	949	27928 SH	SOLE
					SOLE
ISTAR	COM	45031U101	99	2920 SH	OTHER
					OTHER
ITT INDUSTRIES INC	COM	450911102	4836	71198 SH	SOLE
ITT INDUSTRIES INC	COM	450911102	5527	81361 SH	OTHER
					OTHER
ILLINOIS TOOL WORKS	COM	452308109	4807	80607 SH	SOLE
					SOLE
ILLINOIS TOOL WORKS	COM	452308109	30	500 SH	DEFINED
ILLINOIS TOOL WORKS	COM	452308109	714	11977 SH	OTHER
					OTHER
IMPERIAL OIL	FOR	453038408	268	5400 SH	SOLE
ING GROEP N.V.	FOR	456837103	31932	720644 SH	SOLE

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INTEGRAL TECHNOLOGIES INC	COM	45810J103	203	106817	SH	SOLE
INTAC INTERNATIONAL INC	FOR	45811T100	90	10000	SH	SOLE
INTEL COMMON	COM	458140100	38873	1503207	SH	SOLE
						SOLE
INTEL COMMON	COM	458140100	179	6922	SH	DEFINED
INTEL COMMON	COM	458140100	5006	193568	SH	OTHER
						OTHER
INTERNATIONAL BUSINESS MACHINES	COM	459200101	21116	179251	SH	SOLE
						SOLE
INTERNATIONAL BUSINESS MACHINES	COM	459200101	198	1679	SH	DEFINED
INTERNATIONAL BUSINESS MACHINES	COM	459200101	5207	44203	SH	OTHER
						OTHER
INTERNATIONAL GAME TECH	COM	459902102	150	3485	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	112	2600	SH	OTHER
INTERNATIONAL PAPER COMPANY	COM	460146103	1684	46936	SH	SOLE
						SOLE
INTERNATIONAL PAPER COMPANY	COM	460146103	211	5890	SH	OTHER
INTERPUBLIC GROUP	COM	460690100	113	10888	SH	SOLE
						SOLE
INTERPUBLIC GROUP	COM	460690100	2	200	SH	OTHER
J P MORGAN CHASE & CO COMMON	COM	46625H100	21528	469836	SH	SOLE
						SOLE
J P MORGAN CHASE & CO COMMON	COM	46625H100	83	1820	SH	DEFINED
J P MORGAN CHASE & CO COMMON	COM	46625H100	5766	125837	SH	OTHER
						OTHER
JOHNSON & JOHNSON COMMON	COM	478160104	54710	832722	SH	SOLE
						SOLE
JOHNSON & JOHNSON COMMON	COM	478160104	331	5045	SH	DEFINED
JOHNSON & JOHNSON COMMON	COM	478160104	10531	160283	SH	OTHER
						OTHER
JOHNSON & JOHNSON COMMON	COM	478160104	7	100	SH	DEF/OTH
JOHNSON CONTROLS	COM	478366107	2922	24738	SH	SOLE
						SOLE
JOHNSON CONTROLS	COM	478366107	68	572	SH	DEFINED
JOHNSON CONTROLS	COM	478366107	173	1467	SH	OTHER
KLA-TENCOR CORP	COM	482480100	562	10082	SH	SOLE
						SOLE
KLA-TENCOR CORP	COM	482480100	21	375	SH	OTHER
KB HOME	COM	48666K109	8079	322367	SH	SOLE
						SOLE
KB HOME	COM	48666K109	21	850	SH	DEFINED
KB HOME	COM	48666K109	292	11639	SH	OTHER
KELLOGG	COM	487836108	2412	43080	SH	SOLE
						SOLE
KELLOGG	COM	487836108	503	8983	SH	OTHER
KEYCORP	COM	493267108	480	14843	SH	SOLE
KEYCORP	COM	493267108	13	408	SH	OTHER
KIMBERLY-CLARK CORP. COMMON	COM	494368103	5111	72749	SH	SOLE
						SOLE
KIMBERLY-CLARK CORP. COMMON	COM	494368103	526	7485	SH	OTHER
						OTHER
KINDER MORGAN	COM	494550106	659	13336	SH	SOLE
KINDER MORGAN	COM	494550106	300	6075	SH	OTHER
KOHL'S CORP COMMON	COM	500255104	3205	55908	SH	SOLE
						SOLE
KOHL'S CORP COMMON	COM	500255104	127	2210	SH	OTHER
KRAFT FOODS	COM	50075N104	19243	557594	SH	SOLE
						SOLE
KRAFT FOODS	COM	50075N104	79	2292	SH	DEFINED
KRAFT FOODS	COM	50075N104	3530	102300	SH	OTHER
						OTHER

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KRISPY KREME DOUGHNUTS INC	COM	501014104	135	33730	SH	SOLE
L 3 COMMUNICATIONS HOLDINGS INC	COM	502424104	484	4740	SH	SOLE
L 3 COMMUNICATIONS HOLDINGS INC	COM	502424104	209	2050	SH	OTHER
LA Z BOY INC	COM	505336107	1186	160672	SH	SOLE
THE LATIN AMERICAN DISCOVERY	EQU	51828C106	358	11200	SH	SOLE
THE LATIN AMERICAN DISCOVERY	EQU	51828C106	48	1500	SH	OTHER
LEGETT & PLATT INC	COM	524660107	227	11827	SH	SOLE
LEGETT & PLATT INC	COM	524660107	4	200	SH	OTHER
LEGG MASON INC	COM	524901105	775	9198	SH	SOLE
LEGG MASON INC	COM	524901105	42	500	SH	OTHER
LEHMAN BROTHERS HLDGS COMPANY	COM	524908100	735	11909	SH	SOLE
LEHMAN BROTHERS HLDGS COMPANY	COM	524908100	323	5240	SH	OTHER
LEVEL 3 COMMUNICATIONS	COM	52729N100	90	19400	SH	SOLE
LEXMARK INTERNATIONAL, INC	COM	529771107	632	15209	SH	SOLE
ELI LILLY & COMPANY COMMON	COM	532457108	22023	386844	SH	SOLE
ELI LILLY & COMPANY COMMON	COM	532457108	108	1905	SH	DEFINED
ELI LILLY & COMPANY COMMON	COM	532457108	1510	26519	SH	OTHER
LIMITED	COM	532716107	299	13075	SH	SOLE
LIMITED	COM	532716107	56	2425	SH	OTHER
LINCOLN NATIONAL	COM	534187109	25073	380064	SH	SOLE
LINCOLN NATIONAL	COM	534187109	146	2219	SH	DEFINED
LINCOLN NATIONAL	COM	534187109	8092	122667	SH	OTHER
LINEAR TECHNOLOGY CORP	COM	535678106	472	13475	SH	SOLE
LINEAR TECHNOLOGY CORP	COM	535678106	12	329	SH	OTHER
LOCKHEED MARTIN CORP	COM	539830109	988	9111	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	108	1000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	48	445	SH	OTHER
LOWE'S COMPANIES INC COMMON	COM	548661107	5942	212075	SH	SOLE
LOWE'S COMPANIES INC COMMON	COM	548661107	137	4900	SH	DEFINED
LOWE'S COMPANIES INC COMMON	COM	548661107	1122	40035	SH	OTHER
LYONDELL	COM	552078107	3027	65315	SH	SOLE
LYONDELL	COM	552078107	53	1148	SH	OTHER
M&T BK CORP COM	COM	55261F104	280	2710	SH	SOLE
MBIA	COM	55262C100	263	4310	SH	SOLE
MBIA	COM	55262C100	25	405	SH	OTHER
MDU RESOURCES GROUP, INC.	COM	552690109	171	6150	SH	SOLE
MDU RESOURCES GROUP, INC.	COM	552690109	31	1125	SH	OTHER
MEMC ELECTR MATLS INC COM	COM	552715104	556	9445	SH	SOLE
MANOR CARE INC	COM	564055101	174	2705	SH	SOLE
MANOR CARE INC	COM	564055101	663	10300	SH	OTHER
MANULIFE FINL CORP	FOR	56501R106	1615	39150	SH	SOLE
MANULIFE FINL CORP	FOR	56501R106	205	4964	SH	OTHER
MARATHON OIL	COM	565849106	3041	53329	SH	SOLE
MARATHON OIL	COM	565849106	781	13694	SH	OTHER

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MARKEL	COM	570535104	215	445	SH	OTHER
						SOLE
						SOLE
MARKEL	COM	570535104	194	400	SH	OTHER
MARRIOTT INTERNATIONAL INC	COM	571903202	274	6296	SH	SOLE
MARRIOTT INTERNATIONAL INC	COM	571903202	426	9800	SH	OTHER
MASCO	COM	574599106	1253	54062	SH	SOLE
						SOLE
MASCO	COM	574599106	154	6655	SH	OTHER
						OTHER
MATTEL INC	COM	577081102	1509	64309	SH	SOLE
						SOLE
MATTEL INC	COM	577081102	56	2375	SH	OTHER
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	267	9110	SH	SOLE
						SOLE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	9	300	SH	OTHER
MBT FINANCIAL CORP	COM	578877102	324	27136	SH	SOLE
MCDONALDS CORP. COMMON	COM	580135101	4618	84784	SH	SOLE
						SOLE
MCDONALDS CORP. COMMON	COM	580135101	1683	30902	SH	OTHER
						OTHER
MCGRAW HILL COMPANIES INC	COM	580645109	2050	40276	SH	SOLE
						SOLE
MCGRAW HILL COMPANIES INC	COM	580645109	39	768	SH	DEFINED
MCGRAW HILL COMPANIES INC	COM	580645109	591	11615	SH	OTHER
						OTHER
MEADWESTVACO CORP	COM	583334107	423	14330	SH	SOLE
MEADWESTVACO CORP	COM	583334107	428	14493	SH	OTHER
						OTHER
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3116	34471	SH	SOLE
						SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	447	4941	SH	OTHER
						OTHER
MEDIVATION INC	COM	58501N101	584	29150	SH	OTHER
MEDTRONIC INC COMMON	COM	585055106	27398	485693	SH	SOLE
						SOLE
MEDTRONIC INC COMMON	COM	585055106	202	3574	SH	DEFINED
MEDTRONIC INC COMMON	COM	585055106	3364	59628	SH	OTHER
						OTHER
MERCK & CO INC COMMON	COM	589331107	22412	433581	SH	SOLE
						SOLE
MERCK & CO INC COMMON	COM	589331107	67	1299	SH	DEFINED
MERCK & CO INC COMMON	COM	589331107	3431	66373	SH	OTHER
						OTHER
MERRILL LYNCH & COMPANY INC	COM	590188108	12320	172834	SH	SOLE
						SOLE
MERRILL LYNCH & COMPANY INC	COM	590188108	52	730	SH	DEFINED
MERRILL LYNCH & COMPANY INC	COM	590188108	1019	14299	SH	OTHER
						OTHER
ML PFD CAPITAL TRUST III PFD	PRE	59021F206	385	15600	SH	SOLE
ML PFD CAPITAL TRUST III PFD	PRE	59021F206	109	4400	SH	OTHER
MERRILL LYNCH CAP TR IV 7.12%	PRE	59021G204	132	5300	SH	SOLE
MERRILL LYNCH CAP TR IV 7.12%	PRE	59021G204	110	4400	SH	OTHER
METLIFE INC	COM	59156R108	1715	24600	SH	SOLE
						SOLE
METLIFE INC	COM	59156R108	193	2769	SH	OTHER
MICROSOFT	COM	594918104	36701	1245792	SH	SOLE
						SOLE
MICROSOFT	COM	594918104	182	6164	SH	DEFINED
MICROSOFT	COM	594918104	5920	200937	SH	OTHER
						OTHER
MICROSOFT	COM	594918104	9	300	SH	DEF/OTH

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MICROCHIP TECHNOLOGY INC	COM	595017104	3709	102116	SH	SOLE
						SOLE
MICROCHIP TECHNOLOGY INC	COM	595017104	11	300	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	124	3420	SH	OTHER
MONSANTO CO	COM	61166W101	1612	18803	SH	SOLE
						SOLE
MONSANTO CO	COM	61166W101	372	4342	SH	OTHER
						OTHER
MORGAN	COM	617446448	7249	115060	SH	SOLE
						SOLE
MORGAN	COM	617446448	87	1380	SH	DEFINED
MORGAN	COM	617446448	484	7685	SH	OTHER
MOTOROLA	COM	620076109	4723	254857	SH	SOLE
						SOLE
MOTOROLA	COM	620076109	331	17840	SH	OTHER
						OTHER
MURPHY OIL	COM	626717102	10	146	SH	SOLE
MURPHY OIL	COM	626717102	3467	49600	SH	OTHER
MYLAN LABORATORIES	COM	628530107	2647	165851	SH	SOLE
						SOLE
MYLAN LABORATORIES	COM	628530107	16	1000	SH	DEFINED
MYLAN LABORATORIES	COM	628530107	131	8225	SH	OTHER
NATIONAL CITY CORP	COM	635405103	1782	71020	SH	SOLE
						SOLE
NATIONAL CITY CORP	COM	635405103	398	15853	SH	OTHER
						OTHER
NATIONAL-OILWELL INC	COM	637071101	477	3304	SH	SOLE
NATIONAL-OILWELL INC	COM	637071101	14	100	SH	OTHER
NATIONAL SEMICONDUCTOR	COM	637640103	730	26924	SH	SOLE
						SOLE
NATIONAL SEMICONDUCTOR	COM	637640103	50	1850	SH	OTHER
NESTLE	FOR	641069406	282	2524	SH	SOLE
						SOLE
NESTLE	FOR	641069406	783	7000	SH	OTHER
						OTHER
NEW YORK COMMUNITY BANCORP INC.	COM	649445103	287	15075	SH	SOLE
NEW YORK COMMUNITY BANCORP INC.	COM	649445103	14	740	SH	OTHER
NEWELL RUBBERMAID INC	COM	651229106	1374	47658	SH	SOLE
NEWELL RUBBERMAID INC	COM	651229106	14	500	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	142	4917	SH	OTHER
NEWMONT MINING	COM	651639106	125	2801	SH	SOLE
NEWMONT MINING	COM	651639106	161	3608	SH	OTHER
NEWS CORP	COM	65248E104	1047	47631	SH	SOLE
NEWS CORP	COM	65248E104	47	2154	SH	OTHER
NIKE INC	COM	654106103	6863	116990	SH	SOLE
						SOLE
NIKE INC	COM	654106103	18	300	SH	DEFINED
NIKE INC	COM	654106103	419	7145	SH	OTHER
NIPPON TELEG & TEL CORP	FOR	654624105	2751	118206	SH	SOLE
						SOLE
NIPPON TELEG & TEL CORP	FOR	654624105	66	2815	SH	OTHER
NISOURCE INC	COM	65473P105	3496	182651	SH	SOLE
						SOLE
NISOURCE INC	COM	65473P105	55	2860	SH	DEFINED
NISOURCE INC	COM	65473P105	426	22257	SH	OTHER
						OTHER
NOKIA CORP	FOR	654902204	3997	105389	SH	SOLE
						SOLE
NOKIA CORP	FOR	654902204	23	610	SH	DEFINED
NOKIA CORP	FOR	654902204	368	9692	SH	OTHER
NOMURA HOLDINGS INC.	FOR	65535H208	3922	235542	SH	SOLE
						SOLE

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NOMURA HOLDINGS INC.	FOR	65535H208	94	5675 SH	OTHER
NORFOLK SOUTHERN CORPORATION	COM	655844108	3536	68115 SH	SOLE
					SOLE
NORFOLK SOUTHERN CORPORATION	COM	655844108	104	2000 SH	DEFINED
NORFOLK SOUTHERN CORPORATION	COM	655844108	2162	41645 SH	OTHER
					OTHER
NORTH STATE BANCORP	COM	662585108	348	20667 SH	OTHER
NORTHERN TRUST GROUP	COM	665859104	560	8450 SH	SOLE
					SOLE
NORTHERN TRUST GROUP	COM	665859104	23	350 SH	OTHER
NORTHROP GRUMMAN CORP	COM	666807102	921	11811 SH	SOLE
					SOLE
NORTHROP GRUMMAN CORP	COM	666807102	105	1348 SH	OTHER
NOVARTIS A G	FOR	66987V109	2146	39044 SH	SOLE
					SOLE
NOVARTIS A G	FOR	66987V109	457	8321 SH	OTHER
NUCOR CORPORATION	COM	670346105	2541	42720 SH	SOLE
					SOLE
NUCOR CORPORATION	COM	670346105	131	2200 SH	DEFINED
NUCOR CORPORATION	COM	670346105	64	1080 SH	OTHER
NUVEEN QUALITY PREFERRED INCOME	PRE	67072C402	500	20 SH	SOLE
OCCIDENTAL PETROLEUM CO. COMMON	COM	674599105	379	5907 SH	SOLE
OCCIDENTAL PETROLEUM CO. COMMON	COM	674599105	203	3170 SH	OTHER
					OTHER
OFFICE DEPOT INC	COM	676220106	1123	54470 SH	SOLE
					SOLE
OFFICE DEPOT INC	COM	676220106	26	1270 SH	OTHER
OLD POINT FINANCIAL CORPORATION	COM	680194107	210	8500 SH	SOLE
OLD REPUBLIC INTERNATIONAL CORP.	COM	680223104	217	11605 SH	SOLE
					SOLE
OMNICOM GROUP COMMON	COM	681919106	205	4262 SH	SOLE
ORACLE SYS CORP	COM	68389X105	13410	619376 SH	SOLE
					SOLE
ORACLE SYS CORP	COM	68389X105	52	2400 SH	DEFINED
ORACLE SYS CORP	COM	68389X105	1704	78705 SH	OTHER
					OTHER
ORACLE SYS CORP	COM	68389X105	6	300 SH	DEF/OTH
PG&E CORP	COM	69331C108	233	4881 SH	SOLE
PG&E CORP	COM	69331C108	4	85 SH	OTHER
PNC	COM	693475105	5155	75693 SH	SOLE
					SOLE
PNC	COM	693475105	1681	24687 SH	OTHER
PPG INDUSTRIES	COM	693506107	2226	29468 SH	SOLE
					SOLE
PPG INDUSTRIES	COM	693506107	24	318 SH	DEFINED
PPG INDUSTRIES	COM	693506107	653	8638 SH	OTHER
					OTHER
PACCAR INC	COM	693718108	426	4996 SH	SOLE
					SOLE
PALL CORPORATION	COM	696429307	31	800 SH	SOLE
PALL CORPORATION	COM	696429307	191	4900 SH	OTHER
PARKER HANNIFIN CORP	COM	701094104	1657	14814 SH	SOLE
					SOLE
PARKER HANNIFIN CORP	COM	701094104	337	3015 SH	OTHER
PAYCHEX INC	COM	704326107	966	23549 SH	SOLE
					SOLE
PAYCHEX INC	COM	704326107	144	3500 SH	DEFINED
PAYCHEX INC	COM	704326107	74	1800 SH	OTHER
					OTHER
PEABODY ENERGY CORPORATION	COM	704549104	4889	102135 SH	SOLE
					SOLE
PEABODY ENERGY CORPORATION	COM	704549104	105	2190 SH	OTHER

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PENN VIRGINIA CORP	COM	707882106	594	13500	SH	SOLE
J.C. PENNEY COMPANY INC COMMON	COM	708160106	170	2682	SH	SOLE
J.C. PENNEY COMPANY INC COMMON	COM	708160106	38	600	SH	OTHER
PEPCO HOLDINGS, INC.	COM	713291102	256	9449	SH	SOLE
PEPCO HOLDINGS, INC.	COM	713291102	5	200	SH	DEFINED
PEPCO HOLDINGS, INC.	COM	713291102	296	10914	SH	OTHER
PEPSICO INC COMMON	COM	713448108	29406	401390	SH	SOLE
PEPSICO INC COMMON	COM	713448108	176	2400	SH	DEFINED
PEPSICO INC COMMON	COM	713448108	5774	78815	SH	OTHER
PEPSICO INC COMMON	COM	713448108	11	150	SH	DEF/OTH
PERMA-FIX ENVIRONMENTAL SVCS	COM	714157104	27	10000	SH	SOLE
PFIZER INC	COM	717081103	31700	1297598	SH	SOLE
PFIZER INC	COM	717081103	116	4744	SH	DEFINED
PFIZER INC	COM	717081103	6476	265086	SH	OTHER
PFIZER INC	COM	717081103	7	300	SH	DEF/OTH
PHARMANETICS INC COM	COM	71713J107	0	24900	SH	SOLE
PIEDMONT NATURAL GAS COMPANY	COM	720186105	687	27400	SH	SOLE
PIEDMONT NATURAL GAS COMPANY	COM	720186105	15	600	SH	OTHER
PIER 1 IMPORTS INCORPORATED	COM	720279108	55	11648	SH	SOLE
PITNEY BOWES	COM	724479100	2713	59731	SH	SOLE
PITNEY BOWES	COM	724479100	518	11406	SH	OTHER
PLUM CREEK TIMBER CO	COM	729251108	614	13711	SH	SOLE
PLUM CREEK TIMBER CO	COM	729251108	198	4422	SH	OTHER
PRAXAIR INC	COM	74005P104	2225	26569	SH	SOLE
PRAXAIR INC	COM	74005P104	110	1313	SH	OTHER
T ROWE PRICE GROUP INC	COM	74144T108	1060	19033	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	483	8666	SH	OTHER
PRIMEWEST ENERGY TRUST	FOR	741930309	264	10000	SH	OTHER
PROCTER AND GAMBLE COMMON	COM	742718109	40473	575387	SH	SOLE
PROCTER AND GAMBLE COMMON	COM	742718109	473	6720	SH	DEFINED
PROCTER AND GAMBLE COMMON	COM	742718109	8500	120842	SH	OTHER
PROGRESS ENERGY INC	COM	743263105	6031	128728	SH	SOLE
PROGRESS ENERGY INC	COM	743263105	45	950	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	1019	21751	SH	OTHER
PROGRESSIVE CORP	COM	743315103	10164	523627	SH	SOLE
PROGRESSIVE CORP	COM	743315103	18	950	SH	DEFINED
PROGRESSIVE CORP	COM	743315103	605	31190	SH	OTHER
PROLOGIS	COM	743410102	418	6300	SH	SOLE
PROVIDENT BANKSHARES CORP	COM	743859100	494	15780	SH	SOLE
PROVIDENT ENERGY TRUST	FOR	74386K104	98	7700	SH	SOLE
PROVIDENT ENERGY TRUST	FOR	74386K104	63	5000	SH	OTHER
PRUDENTIAL FINANCIAL	COM	744320102	350	3591	SH	SOLE
PRUDENTIAL FINANCIAL	COM	744320102	168	1725	SH	OTHER
PUBLIC SERVICE ENTERPRISE GROUP	COM	744573106	129	1466	SH	SOLE

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PUBLIC SERVICE ENTERPRISE GROUP	COM	744573106	18	200	SH	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP	COM	744573106	265	3017	SH	OTHER
						OTHER
QLOGIC CORP	COM	747277101	2445	181783	SH	SOLE
						SOLE
QLOGIC CORP	COM	747277101	51	3770	SH	OTHER
QUALCOMM	COM	747525103	17066	403842	SH	SOLE
						SOLE
QUALCOMM	COM	747525103	40	950	SH	DEFINED
QUALCOMM	COM	747525103	1173	27763	SH	OTHER
						OTHER
QUESTAR CORPORATION	COM	748356102	12	225	SH	SOLE
QUESTAR CORPORATION	COM	748356102	278	5300	SH	OTHER
RAYONIER INC	COM	754907103	1727	35939	SH	SOLE
						SOLE
RAYONIER INC	COM	754907103	1106	23016	SH	OTHER
						OTHER
RAYTHEON	COM	755111507	978	15324	SH	SOLE
RAYTHEON	COM	755111507	50	778	SH	OTHER
						OTHER
REGIONS FINANCIAL CORP	COM	7591EP100	1069	36247	SH	SOLE
REGIONS FINANCIAL CORP	COM	7591EP100	47	1594	SH	DEFINED
REGIONS FINANCIAL CORP	COM	7591EP100	791	26846	SH	OTHER
						OTHER
ROCKWELL	COM	773903109	283	4078	SH	SOLE
ROPER INDS INC	COM	776696106	255	3888	SH	SOLE
						SOLE
ROYAL BK CDA MONTREAL QUE	FOR	780087102	4772	85944	SH	SOLE
						SOLE
ROYAL BK CDA MONTREAL QUE	FOR	780087102	716	12902	SH	OTHER
ROYAL DUTCH SHELL PLC	FOR	780259206	1496	18204	SH	SOLE
						SOLE
ROYAL DUTCH SHELL PLC	FOR	780259206	550	6695	SH	OTHER
SCBT FINANCIAL CORP	COM	78401V102	295	8542	SH	SOLE
SHC BLOCKING CORP	COM	78422Q108	56	15208	SH	SOLE
SLM	COM	78442P106	17	350	SH	SOLE
SLM	COM	78442P106	2474	49810	SH	OTHER
S & P 500 DEPOSITORY RECEIPT	EQU	78462F103	33339	218501	SH	SOLE
						SOLE
S & P 500 DEPOSITORY RECEIPT	EQU	78462F103	463	3034	SH	OTHER
ST JUDE MEDICAL INC	COM	790849103	527	11955	SH	SOLE
						SOLE
ST JUDE MEDICAL INC	COM	790849103	18	415	SH	OTHER
SARA LEE	COM	803111103	873	52297	SH	SOLE
						SOLE
SARA LEE	COM	803111103	346	20712	SH	OTHER
						OTHER
SCANA CORP NEW	COM	80589M102	1654	42696	SH	SOLE
SCANA CORP NEW	COM	80589M102	391	10104	SH	OTHER
SCHERING-PLOUGH CORP. COMMON	COM	806605101	2953	93356	SH	SOLE
						SOLE
SCHERING-PLOUGH CORP. COMMON	COM	806605101	5	150	SH	DEFINED
SCHERING-PLOUGH CORP. COMMON	COM	806605101	871	27550	SH	OTHER
						OTHER
SCHLUMBERGER LTD	COM	806857108	11772	112110	SH	SOLE
						SOLE
SCHLUMBERGER LTD	COM	806857108	57	546	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	2451	23344	SH	OTHER
						OTHER
SCHLUMBERGER LTD	COM	806857108	5	50	SH	DEF/OTH
SCHWAB CHARLES CORP	COM	808513105	417	19306	SH	SOLE
						SOLE

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SCHWAB CHARLES CORP	COM	808513105	92	4237 SH	OTHER
SEMPRA ENERGY	COM	816851109	484	8328 SH	SOLE
SEMPRA ENERGY	COM	816851109	134	2300 SH	OTHER
SHERWIN-WILLIAMS COMPANY COMMON	COM	824348106	744	11318 SH	SOLE
SHERWIN-WILLIAMS COMPANY COMMON	COM	824348106	66	1009 SH	DEFINED
SHERWIN-WILLIAMS COMPANY COMMON	COM	824348106	402	6120 SH	OTHER
					OTHER
SIGMA ALDRICH CORP.	COM	826552101	416	8543 SH	SOLE
					SOLE
SIGMA ALDRICH CORP.	COM	826552101	292	6000 SH	OTHER
SIMON	COM	828806109	70	695 SH	SOLE
SIMON	COM	828806109	147	1465 SH	OTHER
SMITH INTL INC	COM	832110100	1048	14680 SH	SOLE
					SOLE
SMITH INTL INC	COM	832110100	121	1700 SH	OTHER
SONOCO	COM	835495102	1179	39070 SH	SOLE
SONOCO	COM	835495102	34	1114 SH	OTHER
SOUTH FINANCIAL GROUP, INC.	COM	837841105	440	19330 SH	SOLE
SOUTHERN COMPANY	COM	842587107	3344	92175 SH	SOLE
					SOLE
SOUTHERN COMPANY	COM	842587107	73	2000 SH	DEFINED
SOUTHERN COMPANY	COM	842587107	1056	29094 SH	OTHER
					OTHER
SOUTHERN COPPER CORPORATION	COM	84265V105	161	1300 SH	SOLE
SOUTHERN COPPER CORPORATION	COM	84265V105	50	400 SH	OTHER
SOUTHERN FIRST BANCSHARES INC	COM	842873101	228	12022 SH	SOLE
SOUTHWEST AIRLINES	COM	844741108	99	6715 SH	SOLE
					SOLE
SOUTHWEST AIRLINES	COM	844741108	264	17840 SH	OTHER
SPECTRA ENERGY CORP	COM	847560109	3778	154321 SH	SOLE
					SOLE
SPECTRA ENERGY CORP	COM	847560109	9	350 SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	817	33376 SH	OTHER
					OTHER
SPRINT	COM	852061100	3147	165640 SH	SOLE
					SOLE
SPRINT	COM	852061100	11	600 SH	DEFINED
SPRINT	COM	852061100	441	23194 SH	OTHER
STAPLES INC	COM	855030102	820	38165 SH	SOLE
					SOLE
STAPLES INC	COM	855030102	113	5268 SH	OTHER
					OTHER
STARBUCKS CORPORATIONS	COM	855244109	168	6415 SH	SOLE
STARBUCKS CORPORATIONS	COM	855244109	86	3300 SH	OTHER
STATE STREET CORP	COM	857477103	535	7848 SH	SOLE
STATE STREET CORP	COM	857477103	54	796 SH	OTHER
					OTHER
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	409	19884 SH	SOLE
STRYKER CORP	COM	863667101	2463	35823 SH	SOLE
					SOLE
STRYKER CORP	COM	863667101	69	1000 SH	DEFINED
STRYKER CORP	COM	863667101	515	7490 SH	OTHER
SUN LIFE FINANCIAL SERVICES OF	FOR	866796105	444	8458 SH	SOLE
SUN LIFE FINANCIAL SERVICES OF	FOR	866796105	67	1275 SH	OTHER
SUN MICROSYSTEMS	COM	866810104	69	12216 SH	SOLE
					SOLE
SUNCOR ENERGY INC	FOR	867229106	284	3000 SH	SOLE
SUNOCO INC	COM	86764P109	1509	21320 SH	SOLE
					SOLE
SUNOCO INC	COM	86764P109	43	604 SH	OTHER
SUNTRUST	COM	867914103	5608	74116 SH	SOLE
					SOLE

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SUNTRUST	COM	867914103	634	8379	SH	OTHER
SUPERVALU INC COMMON	COM	868536103	181	4648	SH	SOLE
						SOLE
SUPERVALU INC COMMON	COM	868536103	291	7469	SH	OTHER
SYMANTEC CORP	COM	871503108	492	25396	SH	SOLE
						SOLE
SYMANTEC CORP	COM	871503108	32	1666	SH	OTHER
SYNOVUS FINANCIAL	COM	87161C105	1370	48848	SH	SOLE
						SOLE
SYNOVUS FINANCIAL	COM	87161C105	54	1915	SH	OTHER
SYSCO	COM	871829107	4486	126049	SH	SOLE
						SOLE
SYSCO	COM	871829107	114	3199	SH	DEFINED
SYSCO	COM	871829107	894	25110	SH	OTHER
						OTHER
THOM-TEX INC	COM	872000997	688	2361	SH	SOLE
TD AMERITRADE HOLDING CORP	COM	87236Y108	527	28900	SH	SOLE
						SOLE
TD AMERITRADE HOLDING CORP	COM	87236Y108	15	800	SH	OTHER
TJX COMPANIES	COM	872540109	319	10972	SH	SOLE
						SOLE
TJX COMPANIES	COM	872540109	142	4900	SH	OTHER
TXU CORP	COM	873168108	280	4093	SH	SOLE
TXU CORP	COM	873168108	298	4350	SH	OTHER
						OTHER
TAIWAN SEMICONDUCTOR	FOR	874039100	56	5558	SH	SOLE
TAIWAN SEMICONDUCTOR	FOR	874039100	81	8023	SH	OTHER
TARGET CORP	COM	87612E106	24702	388584	SH	SOLE
						SOLE
TARGET CORP	COM	87612E106	92	1440	SH	DEFINED
TARGET CORP	COM	87612E106	3169	49846	SH	OTHER
						OTHER
TARGET CORP	COM	87612E106	10	150	SH	DEF/OTH
TENNESSEE VALLEY AUTH SER D PFD	PRE	880591300	268	11775	SH	SOLE
TENNESSEE VALLEY AUTH SER D PFD	PRE	880591300	46	2000	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD ADR	FOR	881624209	698	15697	SH	SOLE
						SOLE
TEVA PHARMACEUTICAL INDS LTD ADR	FOR	881624209	217	4869	SH	OTHER
TEXAS	COM	882508104	6350	173539	SH	SOLE
						SOLE
TEXAS	COM	882508104	15	400	SH	DEFINED
TEXAS	COM	882508104	746	20384	SH	OTHER
						OTHER
TEXTRON INC	COM	883203101	2276	36579	SH	SOLE
						SOLE
TEXTRON INC	COM	883203101	230	3700	SH	OTHER
						OTHER
3 COM CORP	COM	885535104	58	11825	SH	SOLE
						SOLE
3M	COM	88579Y101	16093	171971	SH	SOLE
						SOLE
3M	COM	88579Y101	21	220	SH	DEFINED
3M	COM	88579Y101	3083	32950	SH	OTHER
						OTHER
TIFFANY AND COMPANY	COM	886547108	23953	457561	SH	SOLE
						SOLE
TIFFANY AND COMPANY	COM	886547108	42	800	SH	DEFINED
TIFFANY AND COMPANY	COM	886547108	2077	39667	SH	OTHER
						OTHER
TIME WARNER INC	COM	887317105	6719	365964	SH	SOLE
						SOLE
TIME WARNER INC	COM	887317105	9	500	SH	DEFINED

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TIME WARNER INC	COM	887317105	680	37010	SH	OTHER
						OTHER
TOTAL SYSTEM SERVICES, INC.	COM	891906109	758	27300	SH	SOLE
TRANSATLANTIC HOLDINGS INC	COM	893521104	132	1875	SH	SOLE
TRANSATLANTIC HOLDINGS INC	COM	893521104	136	1937	SH	OTHER
COMMUNITY FINANCIAL OF KY INC	COM	893990200	681	98	SH	SOLE
THE TRAVELERS COMPANIES, INC	COM	89417E109	15522	308351	SH	SOLE
						SOLE
THE TRAVELERS COMPANIES, INC	COM	89417E109	1345	26727	SH	OTHER
						OTHER
THE TRAVELERS COMPANIES, INC	COM	89417E109	8	150	SH	DEF/OTH
TRUSTMARK CORP	COM	898402102	31	1100	SH	SOLE
TRUSTMARK CORP	COM	898402102	185	6607	SH	DEFINED
UMB FINANCIAL CORP	COM	902788108	363	8468	SH	SOLE
UST	COM	902911106	467	9420	SH	SOLE
UST	COM	902911106	58	1162	SH	OTHER
						OTHER
US BANCORP COMMON	COM	902973304	1293	39751	SH	SOLE
						SOLE
US BANCORP COMMON	COM	902973304	788	24233	SH	OTHER
						OTHER
USG	COM	903293405	7454	198512	SH	SOLE
						SOLE
USG	COM	903293405	8	200	SH	DEFINED
USG	COM	903293405	345	9200	SH	OTHER
ULTRA PETROLEUM CORP	COM	903914109	103	1662	SH	SOLE
ULTRA PETROLEUM CORP	COM	903914109	186	3000	SH	OTHER
UNILEVER N V	FOR	904784709	153	4955	SH	SOLE
						SOLE
UNILEVER N V	FOR	904784709	66	2142	SH	DEFINED
UNION PACIFIC CORP. COMMON	COM	907818108	1845	16315	SH	SOLE
						SOLE
UNION PACIFIC CORP. COMMON	COM	907818108	1422	12574	SH	OTHER
						OTHER
UNITED BANKSHARE, INC.	COM	909907107	1125	36964	SH	SOLE
UNITED BANKSHARE, INC.	COM	909907107	12290	403731	SH	OTHER
						OTHER
UNITED PARCEL	COM	911312106	2582	34386	SH	SOLE
						SOLE
UNITED PARCEL	COM	911312106	141	1877	SH	DEFINED
UNITED PARCEL	COM	911312106	236	3145	SH	OTHER
US WIRELESS ONLINE INC	COM	91274M109	0	134000	SH	SOLE
UNITED	COM	913017109	13995	173891	SH	SOLE
						SOLE
UNITED	COM	913017109	77	954	SH	DEFINED
UNITED	COM	913017109	2745	34102	SH	OTHER
						OTHER
UNITED HEALTH GROUP INC COMMON	COM	91324P102	2370	48935	SH	SOLE
						SOLE
UNITED HEALTH GROUP INC COMMON	COM	91324P102	48	1000	SH	DEFINED
UNITED HEALTH GROUP INC COMMON	COM	91324P102	323	6660	SH	OTHER
UNIVERSAL CORP	COM	913456109	268	5470	SH	SOLE
UNIVERSAL HEALTH SERVICES INC CL	COM	913903100	227	4180	SH	SOLE
URSTADT BIDDLE	COM	917286205	371	24000	SH	OTHER
V F CORP COMMON	COM	918204108	97	1200	SH	SOLE
V F CORP COMMON	COM	918204108	162	2000	SH	OTHER
VALERO ENERGY CORP	COM	91913Y100	6424	95623	SH	SOLE
						SOLE
VALERO ENERGY CORP	COM	91913Y100	527	7845	SH	OTHER
VIRGINIA MIRROR CO	CLO	921994158	2243	37388	SH	SOLE
VIRGINIA MIRROR CO	CLO	921994158	1761	29343	SH	OTHER
VERISIGN INC	COM	92343E102	972	28802	SH	SOLE

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VERISIGN INC	COM	92343E102	21	620	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	25251	570265	SH	OTHER
VERIZON COMMUNICATIONS	COM	92343V104	151	3405	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	4757	107425	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	9	200	SH	OTHER
VIACOM INC	COM	92553P201	665	17055	SH	DEF/OTH
VIACOM INC	COM	92553P201	55	1418	SH	SOLE
VIRGINIA SAVINGS BANK FSB	COM	92808T107	403	15488	SH	OTHER
VODAFONE GROUP PLC	FOR	92857W209	1136	31296	SH	SOLE
VODAFONE GROUP PLC	FOR	92857W209	205	5660	SH	SOLE
VORNADO REALTY LP	COM	929042109	361	3303	SH	OTHER
VORNADO REALTY LP	COM	929042109	109	1000	SH	SOLE
VORNADO REALTY LP	COM	929042109	33	300	SH	DEFINED
VOYAGER LEARNING CO	COM	92908U103	94	11400	SH	OTHER
WGL HOLDINGS INC	COM	92924F106	186	5492	SH	SOLE
WGL HOLDINGS INC	COM	92924F106	168	4962	SH	SOLE
WACHOVIA	COM	929903102	18823	375324	SH	OTHER
WACHOVIA	COM	929903102	75	1500	SH	SOLE
WACHOVIA	COM	929903102	6489	129399	SH	DEFINED
WACHOVIA	PRE	929903201	0	152103	SH	OTHER
WACHOVIA	PRE	929903201	0	4663	SH	SOLE
WAL - MART STORES COMMON	COM	931142103	9194	210622	SH	OTHER
WAL - MART STORES COMMON	COM	931142103	44	1000	SH	SOLE
WAL - MART STORES COMMON	COM	931142103	2295	52582	SH	DEFINED
WAL - MART STORES COMMON	COM	931142103	4	100	SH	OTHER
WALGREENS COMMON	COM	931422109	2517	53286	SH	DEF/OTH
WALGREENS COMMON	COM	931422109	118	2500	SH	SOLE
WALGREENS COMMON	COM	931422109	399	8450	SH	DEFINED
WASHINGTON MUTUAL	COM	939322103	2654	75164	SH	OTHER
WASHINGTON MUTUAL	COM	939322103	62	1753	SH	SOLE
WASHINGTON MUTUAL	COM	939322103	962	27237	SH	DEFINED
WASHINGTON REAL ESTATE INVT	COM	939653101	81	2430	SH	OTHER
WASHINGTON REAL ESTATE INVT	COM	939653101	217	6550	SH	SOLE
WASTE INDUSTRIES USA, INC.	COM	941057101	1288	45000	SH	OTHER
WASTE	COM	94106L109	400	10607	SH	SOLE
WASTE	COM	94106L109	92	2441	SH	SOLE
WELLPOINT INC	COM	94973V107	6729	85261	SH	OTHER
WELLPOINT INC	COM	94973V107	20	250	SH	SOLE
WELLPOINT INC	COM	94973V107	712	9028	SH	DEFINED
WELLPOINT INC	COM	94973V107	4	50	SH	OTHER
WELLS FARGO & CO COMMON	COM	949746101	22570	633617	SH	DEF/OTH
WELLS FARGO & CO COMMON	COM	949746101	309	8680	SH	SOLE
WELLS FARGO & CO COMMON	COM	949746101	4186	117527	SH	DEFINED
WESBANCO INC	COM	950810101	49	1980	SH	OTHER
WESBANCO INC	COM	950810101	406	16243	SH	SOLE
						OTHER

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WESTERN UNION COMPANY	COM	959802109	661	31511	SH	SOLE
						SOLE
WESTERN UNION COMPANY	COM	959802109	42	2000	SH	DEFINED
WESTERN UNION COMPANY	COM	959802109	10	500	SH	OTHER
WEYERHAEUSER COMPANY COMMON	COM	962166104	2765	38241	SH	SOLE
						SOLE
WEYERHAEUSER COMPANY COMMON	COM	962166104	459	6342	SH	OTHER
WILLIAMS	COM	969457100	138	4066	SH	SOLE
WILLIAMS	COM	969457100	148	4354	SH	OTHER
WINDSTREAM CORPORATION	COM	97381W104	134	9459	SH	SOLE
WINDSTREAM CORPORATION	COM	97381W104	9	619	SH	DEFINED
WINDSTREAM CORPORATION	COM	97381W104	69	4855	SH	OTHER
						OTHER
WORLDCOM INC. / WORLDCOM GROUP	COM	98157D106	0	20543	SH	SOLE
WORLDCOM INC. / WORLDCOM GROUP	COM	98157D106	0	565	SH	OTHER
W.M. WRIGLEY JR CO COMMON	COM	982526105	585	9114	SH	SOLE
						SOLE
W.M. WRIGLEY JR CO COMMON	COM	982526105	64	1000	SH	DEFINED
WYETH COMMON	COM	983024100	6394	143533	SH	SOLE
						SOLE
WYETH COMMON	COM	983024100	25	550	SH	DEFINED
WYETH COMMON	COM	983024100	3649	81897	SH	OTHER
						OTHER
WYETH COMMON	COM	983024100	2	50	SH	DEF/OTH
XCEL ENERGY	COM	98389B100	571	26491	SH	SOLE
XCEL ENERGY	COM	98389B100	167	7769	SH	OTHER
YAHOO INC	COM	984332106	12581	468699	SH	SOLE
						SOLE
YAHOO INC	COM	984332106	35	1300	SH	DEFINED
YAHOO INC	COM	984332106	606	22580	SH	OTHER
						OTHER
YUM BRANDS INC. COMMON	COM	988498101	666	19698	SH	SOLE
						SOLE
YUM BRANDS INC. COMMON	COM	988498101	432	12779	SH	OTHER
ZIMMER HOLDINGS INC	COM	98956P102	2620	32351	SH	SOLE
						SOLE
ZIMMER HOLDINGS INC	COM	98956P102	1153	14235	SH	OTHER
						OTHER
ACE	COM	G0070K103	203	3350	SH	SOLE
ACCENTURE LTD, CLASS A	COM	G1150G111	399	9913	SH	SOLE
ACCENTURE LTD, CLASS A	COM	G1150G111	11	275	SH	OTHER
COVIDIEN LTD	FOR	G2552X108	408	9828	SH	SOLE
						SOLE
COVIDIEN LTD	FOR	G2552X108	63	1523	SH	OTHER
						OTHER
GARMIN LTD	COM	G37260109	386	3237	SH	SOLE
GARMIN LTD	COM	G37260109	248	2074	SH	OTHER
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	6752	123958	SH	SOLE
						SOLE
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	796	14610	SH	OTHER
						OTHER
NABORS INDUSTRIES LTD.	COM	G6359F103	943	30662	SH	SOLE
						SOLE
NABORS INDUSTRIES LTD.	COM	G6359F103	285	9260	SH	OTHER
						OTHER
NOBLE CORPORATION	COM	G65422100	731	14896	SH	SOLE
NOBLE CORPORATION	COM	G65422100	40	810	SH	OTHER
TRANSOCEAN INC.	COM	G90078109	1295	11451	SH	SOLE
						SOLE
TRANSOCEAN INC.	COM	G90078109	337	2979	SH	OTHER
TYCO INTERNATIONAL LTD	FOR	G9143X208	408	9206	SH	SOLE
						SOLE

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TYCO INTERNATIONAL LTD	FOR	G9143X208	68	1523 SH	OTHER
TYCO ELECTRONICS LTD	COM	G9144P105	283	7974 SH	OTHER
TYCO ELECTRONICS LTD	COM	G9144P105	54	1523 SH	SOLE
					SOLE
					OTHER
					OTHER