

RAYMOND JAMES FINANCIAL INC  
Form FWP  
March 01, 2012

Filed Pursuant to Rule 433

Registration No. 333-159583

## Raymond James Financial, Inc.

### 6.90% SENIOR NOTES DUE 2042

### FINAL TERMS AND CONDITIONS

Issuer:	Raymond James Financial, Inc.
Type of Security:	Senior Notes
Expected Ratings (Moody's/S&P):	Baa2/BBB, negative watch/negative watch
Principal Amount:	\$350,000,000
Over allotment Option:	\$52,500,000
Trade Date:	February 29, 2012
Settlement Date:	March 7, 2012 (T+5)
Final Maturity:	March 15, 2042
Coupon:	6.90%
Issue Price to Investors:	\$25.00 per note
Underwriters' Discount:	3.15%
Proceeds to Issuer (before expenses)	\$338,975,000 (or \$389,821,250 if the underwriters exercise their over allotment option in full)
Interest Payment Dates:	Quarterly in arrears on March 15, June 15, September 15, and December 15, commencing on June 15, 2012
Day Count Convention:	30/360
Redemption Provisions:	On or after March 15, 2017 in whole or in part at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued interest thereon to the redemption date.
Denominations:	\$25 denominations and integral multiples of \$25
Listing:	We intend to list the notes on the New York Stock Exchange and expect trading in the notes on the New York Stock Exchange to begin within 30 days after the notes are first issued.
Use of Proceeds:	The net proceeds of this offering are expected to be used to fund a portion of the purchase price for the Issuer's acquisition of Morgan Keegan & Company, Inc. and MK Holding, Inc.
CUSIP/ISIN:	754730208 / US7547302080
Joint Book-Running Managers:	J.P. Morgan Securities LLC  Citigroup Global Markets Inc.  Raymond James & Associates, Inc.

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Co-Managers:

Fifth Third Securities, Inc.

U.S. Bancorp Investments, Inc.

BB&T Capital Markets, a division of Scott & Stringfellow, LLC

BNY Mellon Capital Markets, LLC

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in the registration statement and the other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, you can request the prospectus by calling J.P. Morgan Securities LLC collect at 212-834-4533, Citigroup Global Markets Inc. toll-free in the United States at 1-877-858-5407 or Raymond James & Associates, Inc. at 1-800-248-8863.**