

FINANCIAL DISCLOSURE REPORT

Calendar Year 2003

Report Required by the Ethics
in Government Act of 1978
(5 U.S.C. app. §§ 101-111)

1. Person Reporting (Last name, First name, Middle initial) PROCTOR, R. David	2. Court or Organization U.S. District Court, ND/AL	3. Date of Report: 5/10/04 AMENDED: 8/12/2004
4. Title (Article III Judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. District Judge - Active	5. Report Type (check appropriate type) <input type="radio"/> Nomination Date <input type="radio"/> Initial <input checked="" type="radio"/> Annual <input type="radio"/> Final	6. Reporting Period 1/1/2003 to 12/31/2003
7. Chambers or Office Address 730 Hugo L. Black U.S. Crthse 1729 5th Avenue North Birmingham, AL 35203	8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____	

IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Sign on last page.

I. POSITIONS. (Reporting individual only; see pp. 9-13 of filing instructions)

NONE - (No reportable positions.)

POSITION	NAME OF ORGANIZATION/ENTITY
1. Shareholder; Vice President; Trustee	Lehr Middlebrooks Price & Proctor, P.C.
2. Member	O'Neill Building, LLC
3. Board Member	The Drew Battle Foundation
4. Steering Committee Member	Project Corporate Leadership
5.	

II. AGREEMENTS. (Reporting individual only; see pp. 14-16 of filing instructions)

NONE - (No reportable agreements.)

DATE	PARTIES AND TERMS
1. 09/22/04	My 25% interest in the O'Neill Building, Birmingham, Alabama. (See Part VIII - Additional Information and Explanation for details.)

RECEIVED
 Aug 26 10 57 AM '04
 FINANCIAL DISCLOSURE OFFICE

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

PROCTOR, R. David

Date of Report: 5/10/04

Amended: 8/12/2004

III. NON-INVESTMENT INCOME. (Reporting individual and spouse; see pp. 17-24 of filing instructions)**A. Filer's Non-Investment Income** **NONE** - (No reportable non-investment income.)

	<u>DATE</u>	<u>SOURCE AND TYPE</u>	<u>GROSS INCOME</u> (yours, not spouse's)
1.	2003	Lehr Middlebrooks Price & Proctor, P.C. - Atty Compensation	123,450.00
2.			

B. Spouse's Non-Investment Income (If you were married during any portion of the reporting year, please complete this section. (dollar amount not required except for honoraria)) **NONE** - (No reportable non-investment income.)

	<u>DATE</u>	<u>SOURCE AND TYPE</u>
1.		

IV. REIMBURSEMENTS -- transportation, lodging, food, entertainment.

(Includes those to spouse and dependent children. See pp. 25-27 of instructions.)

 NONE - (No such reportable reimbursements.)

	<u>SOURCE</u>	<u>DESCRIPTION</u>
1.		

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

PROCTOR, R. David

Date of Report: 5/14/04

AMEND 00: 8/12/2004

V. GIFTS. (Includes those to spouse and dependent children. See pp. 28-31 of instructions.)

NONE - (No such reportable gifts.)

<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
1.		

VI. LIABILITIES. (Includes those of spouse and dependent children. See pp. 32-34 of instructions.)

NONE - (No reportable liabilities.)

<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
I.		

FINANCIAL DISCLOSURE REPORT

Page 1 of 2

Name of Person Reporting
PROCTOR, R. David

Date of Report: 8/18/04
AMEN (DEC) 8/12/2004

VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div. rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
<input type="checkbox"/> NONE (No reportable income, assets, or transactions)									
1. Fidelity Advisor Div. Growth	A	Dividend			Sell	08/04	K	A	
2. Fidelity Advisor Div. Growth	A	Dividend			Sell	11/05	K	A	
3. Oppenheimer Quest Class B	A	Dividend			Sell	11/05	K	A	
4. Evergreen Select Adj.	B	Dividend			Sell	08/04	K	A	
5. Evergreen Select Adj.	B	Dividend			Sell	11/05	L	A	
6. Salomon Capital Fund	A	Dividend	K	T					
7. Fidelity Advisor Small Cap	A	None	K	T					
8. Delaware Corporate Bond	A	Div/STCG	K	T					
9. Merrill Lynch Global Allocation B	A	Dividend			Sell	11/05	K	C	
10. Ener Plus Res. Trust	A	Dividend	K	T					
11. Fidelity Advisor		None	K	T					
12. Delaware Select Growth		None	K	T					
13. Merrill Lynch Global Growth (LB)		None	K	T					
14. United Technologies Corp.	A	Dividend			Sell	08/04	J	B	
15. CMA Money Fund	A	Dividend/Int	L	T					
16. O'Neill Building LLC		Dividend	N	Q					
17. Oppenheimer Quest Class C		None	K	T	Buy	11/14	K		
18. Merrill Lynch Global Allocation Class C	A	Dividend	K	T	Buy	11/14	K		

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$1,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
(See Columns C1 and D3)	N = \$250,000-\$500,000	O = \$500,001-\$1,000,000	P1 = \$1,000,001-\$5,000,000	P2 = \$5,000,001-\$25,000,000	
	P3 = \$25,000,001-\$50,000,000		P4 = \$More than \$50,000,000		
3. Value Method Codes	Q = Appraisal	R = Cost (Real Estate Only)	S = Assessment	T = Cash/Market	
(See Column C2)	U = Book Value	V = Other	W = Estimated		


FINANCIAL DISCLOSURE REPORT

Page 2 of 2

Name of Person Reporting
PROCTOR, R. David

Date of Report: 5/16/04
Amended: 8/12/2004

VII. INVESTMENTS and TRUSTS - income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div. rent. or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
19. Federal Home Loan		None	K	T	Buy	08/04	K		
20. One Market Group	A	STCG/Div	K	T	Buy	05/23	K		
21. Northwestern Mutual Life Ins. 	B	Distribution			Cash Out	11/04	J	B	
22. Calamos Market Neutral	A	Dividend	K	T					

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
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FINANCIAL DISCLOSURE REPORT

Name of Person Reporting PROCTOR, R. David	Date of Report: 8/12/04 Amended: 8/12/2004
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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS (Indicate part of Report.)

Explanation of Part II - Agreements: The other members of O'Neill Building LLC and I agreed to the sale of my 25% interest in the O'Neill Building, located in Birmingham, Alabama. We also agreed the purchase price would be determined by having a professional valuation of the building, subtracting the mortgage balance at the time of sale, and paying me 25% of that amount.

AMENDMENT TO ORIGINAL REPORT FILED 05/10/04:

Explanation of Part VII - Northwestern Mutual Life: This asset was [REDACTED] life insurance policy which was cashed out on November 4, 2003. It was not listed on my nomination report because it was not an insurance policy which covered me. It was included in my 2003 Financial Disclosure Report because it was income reportable by us on [REDACTED] tax return.

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting PROCTOR, R. David	Date of Report: <u>8/10/04</u> <u>Amended: 8/12/2004</u>
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IX. CERTIFICATION.

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signature _____



Date 8/19/04

NOTE: ANY INDIVIDUAL WHO KNOWINGLY AND WILFULLY FALSIFIES OR FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104)

FILING INSTRUCTIONS

Mail signed original and 3 additional copies to:

Committee on Financial Disclosure
Administrative Office of the United States Courts
Suite 2-301
One Columbus Circle, N.E.
Washington, D.C. 20544

FINANCIAL DISCLOSURE REPORT

Calendar Year 2003

Report Required by the Ethics
in Government Act of 1978
(5 U.S.C. app. §§ 101-111)

1. Person Reporting (Last name, First name, Middle initial) PROCTOR, R. David	2. Court or Organization U.S. District Court, ND/AL	3. Date of Report 5/10/2004
4. Title (Article III Judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. District Judge - Active	5. Report Type (check appropriate type) <input type="radio"/> Nomination, <input type="radio"/> Date <input type="radio"/> Initial <input checked="" type="radio"/> Annual <input type="radio"/> Final	6. Reporting Period 1/1/2003 to 12/31/2003
7. Chambers or Office Address 730 Hugo L. Black U.S. Crthse 1729 5th Avenue North Birmingham, AL 35203	8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____	

IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Sign on last page.

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NONE - (No reportable positions.)

POSITION	NAME OF ORGANIZATION/ENTITY
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2. Member	O'Neill Building, LLC
3. Board Member	The Drew Battle Foundation
4. Steering Committee Member	Project Corporate Leadership

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NONE - (No reportable agreements.)

DATE	PARTIES AND TERMS
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PROCTOR, R. David

Date of Report

5/10/2004

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B. Spouse's Non-Investment Income (If you were married during any portion of the reporting year, please complete this section. (dollar amount not required except for honoraria) **NONE** - (No reportable non-investment income.)

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1.	

IV. REIMBURSEMENTS -- transportation, lodging, food, entertainment.

(Includes those to spouse and dependent children. See pp. 25-27 of instructions.)

 NONE - (No such reportable reimbursements.)

<u>SOURCE</u>	<u>DESCRIPTION</u>
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PROCTOR, R. David

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5/10/2004

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NONE - (No such reportable gifts.)

<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
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VI. LIABILITIES. (Includes those of spouse and dependent children. See pp. 32-34 of instructions.)

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9. Merrill Lynch Global Allocation B	A	Dividend			Sell	11/05	K	C	
10. Ener Plus Res. Trust	A	Dividend	K	T					
11. Fidelity Advisor		None	K	T					
12. Delaware Select Growth		None	K	T					
13. Merrill Lynch Global Growth (LB)		None	K	T					
14. United Technologies Corp.	A	Dividend			Sell	08/04	J	B	
15. CMA Money Fund	A	Dividend/Int	L	T					
16. O'Neill Building LLC		Dividend	N	Q					
17. Oppenheimer Quest Class C			K	T	Buy	11/14	K		
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FINANCIAL DISCLOSURE REPORT

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Name of Person Reporting
PROCTOR, R. David

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FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

PROCTOR, R. David

Date of Report

5/10/2004

VIII. ADDITIONAL INFORMATION OR EXPLANATIONS

(Indicate part of Report.)

Explanation of Part II - Agreements: The other members of O'Neill Building LLC and I agreed to the sale of my 25% interest in the O'Neill Building, located in Birmingham, Alabama. We also agreed the purchase price would be determined by having a professional valuation of the building, subtracting the mortgage balance at the time of sale, and paying me 25% of that amount.

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Name of Person Reporting

PROCTOR, R. David

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5/10/2004

IX. CERTIFICATION.

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signature _____



Date _____

5/12/04

NOTE: ANY INDIVIDUAL WHO KNOWINGLY AND WILFULLY FALSIFIES OR FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104)

FILING INSTRUCTIONS**Mail signed original and 3 additional copies to:**

Committee on Financial Disclosure
Administrative Office of the United States Courts
Suite 2-301
One Columbus Circle, N.E.
Washington, D.C. 20544