

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**
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FILER

WOODBURN R ROBERT JR

CIK: **1135022**

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Mailing Address

C/O EDWARDS ANGELL

PALMER & DODGE LLP

111 HUNTINGTON AVENUE

BOSTON MA 02199

Business Address

617-239-0123

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

Report for the Calendar Year or Quarter Ended: 12/31/2008

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

Institutional Investment Manager Filing this Report:

Name: R. ROBERT WOODBURN JR.
Address: 111 HUNTINGTON AVENUE
BOSTON, MA 02199

13F File Number: 97-00001

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: EDWARD TIERNEY
Title: DIRECTOR TRUST SERVICES
Phone: 617-239-0671
Signature, Place, and Date of Signing:

EDWARD TIERNEY BOSTON, MA T

Report Type (Check only one)
 [X] 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: 69
Form 13F Information Table Value Total: \$ 62,016

List of Other Included Managers:

NONE

<TABLE>		<C>		<C>						VOTING AUTHORITY	
FORM 13F INFORMATION TABLE			VALUE	SHARES/	SH/	PUT/	INVSTMT	OTHER	SOLE	SHARED	NONE
NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X \$1000)	PRN	AMOUNT	CALL	DISCRTN	MANAGERS			
ADC TELECOMMUNICATIONS	COM	000886309	912	166705	SH		OTHER		166705		
ABBOTT LABORATORIES INC	COM	002824100	64	1200	SH		SOLE		1200		
ABBOTT LABORATORIES INC	COM	002824100	1323	24791	SH		OTHER		21791		
							OTHER				3000
AMGEN INC.	COM	031162100	1406	24339	SH		OTHER		24339		
ANADARKO PETROLEUM	COM	032511107	418	10848	SH		OTHER		5848		
							OTHER				5000
APPLIED MATERIALS	COM	038222105	151	14900	SH		SOLE		14900		
APPLIED MATERIALS	COM	038222105	212	20900	SH		OTHER		20900		
ARCHER DANIELS MIDLAND CO	COM	039483102	441	15300	SH		OTHER		15300		
AUTOMATIC DATA PROCESSING INC	COM	053015103	902	22925	SH		SOLE		22925		
AUTOMATIC DATA PROCESSING INC	COM	053015103	707	17966	SH		OTHER		14766		
							OTHER				3200
BP AMOCO PLC	FOR	055622104	1596	34136	SH		OTHER		32496		

BAKER HUGHES INC	COM	057224107	244	7600 SH	OTHER		1640
BANK OF AMERICA CORP	COM	060505104	15	1077 SH	OTHER	7600	
BANK OF AMERICA CORP	COM	060505104	382	27138 SH	SOLE		1077
					OTHER	23757	
					OTHER		3381
BERKSHIRE HATHAWAY INC DEL	COM	084670207	479	149 SH	OTHER	147	
					OTHER		2
BRISTOL MYERS SQUIBB CO.	COM	110122108	284	12199 SH	OTHER	12199	
CHEVRON CORP	COM	166764100	334	4520 SH	OTHER	4520	
CISCO SYSTEMS INC	COM	17275R102	476	29175 SH	OTHER	22975	
					OTHER		6200
COCA COLA CO	COM	191216100	215	4750 SH	OTHER	3950	
					OTHER		800
COLGATE PALMOLIVE	COM	194162103	216	3150 SH	OTHER	250	
					OTHER		2900
DOVER CORP	COM	260003108	211	6400 SH	OTHER	6400	
DOW CHEMICAL CO.	COM	260543103	280	18550 SH	OTHER	18550	
DYAX CORP	COM	26746E103	415	114100 SH	OTHER		114100
EMERSON ELECTRIC CO	COM	291011104	1560	42600 SH	OTHER	42600	
EXXON MOBIL CORPORATION	COM	30231G102	7102	88970 SH	OTHER	87970	
					OTHER		1000
FISERV INC	COM	337738108	589	16200 SH	OTHER	16200	
GENERAL ELECTRIC	COM	369604103	2557	157834 SH	OTHER	153334	
					OTHER		4500
GENERAL MILLS	COM	370334104	450	7400 SH	OTHER	7400	
HEWLETT PACKARD	COM	428236103	109	3000 SH	SOLE	3000	
HEWLETT PACKARD	COM	428236103	423	11650 SH	OTHER	11550	
					OTHER		100
HOME DEPOT INC	COM	437076102	360	15650 SH	OTHER	9800	
					OTHER		5850
INTEL CORP	COM	458140100	1076	73400 SH	SOLE	73400	
INTEL CORP	COM	458140100	229	15634 SH	OTHER	15634	
INTERNATIONAL BUSINESS MACHS	COM	459200101	460	5471 SH	OTHER	5371	
					OTHER		100
ISHARES TR	MUT	464287184	204	7005 SH	OTHER	7005	
JOHNSON & JOHNSON	COM	478160104	4865	81307 SH	OTHER	78677	
					OTHER		2630
KIMBERLY-CLARK	COM	494368103	385	7300 SH	OTHER	5400	
					OTHER		1900
MAC-GRAY CORPORATION	COM	554153106	5683	904902 SH	OTHER	904902	
MEDTRONIC INC	COM	585055106	1405	44720 SH	OTHER	40520	
					OTHER		4200
MERCK	COM	589331107	407	13400 SH	OTHER	13400	
MICROSOFT CORP	COM	594918104	808	41555 SH	OTHER	36755	
					OTHER		4800
NOKIA CORP	FOR	654902204	623	39925 SH	OTHER	39925	
NUCOR	COM	670346105	432	9356 SH	OTHER	9356	
PNC FINANCIAL CORP	COM	693475105	210	4280 SH	OTHER	4280	
PEPSICO INC	COM	713448108	1161	21204 SH	OTHER	18754	
					OTHER		2450
PFIZER INC	COM	717081103	955	53915 SH	SOLE	49115	
					SOLE		4800
PROCTER & GAMBLE	COM	742718109	2348	37982 SH	SOLE	36582	
					SOLE		1400
PROCTER & GAMBLE	COM	742718109	2654	42928 SH	OTHER	40553	
					OTHER		2375
QUALCOMM INC	COM	747525103	317	8850 SH	OTHER	8850	
ROYAL DUTCH SHELL	FOR	780259206	244	4600 SH	OTHER	3600	
					OTHER		1000
SPDR TR	MUT	78462F103	590	6535 SH	SOLE	6535	
SPDR TR	MUT	78462F103	618	6850 SH	OTHER	6850	
SPDR GOLD TRUST	MUT	78463V107	218	2515 SH	OTHER	2515	
SPDR SERIES TRUST	MUT	78464A805	1748	26748 SH	OTHER	26748	
SCHLUMBERGER LTD	FOR	806857108	684	16152 SH	OTHER	16102	
					OTHER		50
SIGMA ALDRICH CORP	COM	826552101	220	5200 SH	OTHER		5200
STATE STREET CORP	COM	857477103	1153	29310 SH	OTHER	25510	
					OTHER		3800
STATOILHYDRO ASA SPONSORED ADR	FOR	85771P102	237	14250 SH	OTHER	14250	
STRYKER CORP	COM	863667101	605	15150 SH	OTHER	14700	
					OTHER		450
SYSCO CORP	COM	871829107	843	36766 SH	OTHER	30116	
					OTHER		6650
TARGET CORP	COM	87612E106	271	7835 SH	OTHER	7835	
3M CO COM	COM	88579Y101	1212	21061 SH	OTHER	20111	
					OTHER		950
TOTAL S A	FOR	89151E109	243	4400 SH	OTHER	4400	
UNITED TECHNOLOGIES	COM	913017109	697	13000 SH	OTHER	12800	
					OTHER		200
VANGUARD INTERNATIONAL EQUITY	MUT	922042775	251	7764 SH	OTHER	7764	
WAL MART STORES INC	COM	931142103	1423	25390 SH	OTHER	25290	
					OTHER		100
WALGREEN CO.	COM	931422109	598	24241 SH	OTHER	23241	

WYETH COM
XILINX INC
</TABLE>

COM
COM

983024100
983919101

509
597

13560 SH
33500 SH

OTHER
OTHER
OTHER

13560
33500

1000