

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

VERIZON COMMUNICATIONS INC  
Form 13F-HR  
August 09, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2006  
-----

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.  
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.  
-----  
Address: 695 Main Street, 6th Floor  
-----  
Stamford, Connecticut 06901  
-----

Form 13F File Number: 28-04063  
-----

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: David L. Beik  
-----  
Title: Chief Operating Officer  
-----  
Phone: 203 965-3361  
-----

Signature, Place, and Date of Signing:

/S/ David L. Beik                      Stamford, Connecticut                      8/8/2006  
-----  
[Signature]                                      [City, State]                                      [Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

// 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:  
 [If there are no entries in this list, omit this section.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 -----  
 Form 13F Information Table Entry Total: 1,029  
 -----  
 Form 13F Information Table Value Total: 6,549,912  
 -----  
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

GOLDMAN SACHS PRIME BROKERAGE

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

VERIZON INVESTMENT MANAGEMENT CORP.  
 FORM 13F - SOLE INSTR V. NONE AUTHORITY  
 June 30, 2006

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6:		
					INV. DISCRETION (A)	SHARED (B)	AS DEF. SHAR (C)
ACE LTD	ORD	G0070K103	1,007	19,900	X		
COOPER INDS LTD	CL A	G24182100	4,367	47,000	X		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	3,286	76,800	X		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,403	54,200	X		
NOBLE CORPORATION	SHS	G65422100	1,228	16,500	X		
TRANSOCEAN INC	ORD	G90078109	2,562	31,900	X		
WHITE MTNS INS GROUP LTD	COM	G9618E107	877	1,800	X		
ALCON INC	COM SHS	H01301102	729	7,400	X		
KERZNER INTERNATIONAL LTD	SHS	P6065Y107	1,744	22,000	X		
ROYAL CARIBBEAN CRUISES							

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

LTD	COM	V7780T103	1,228	32,100	X
A D C TELECOMMUNICATIONS	COM NEW	000886309	492	29,161	X
AFLAC INC	COM	001055102	9,556	206,166	X
AGCO CORP	COM	001084102	378	14,344	X
AGL RES INC	COM	001204106	450	11,806	X
AES CORP	COM	00130H105	5,151	279,193	X
AMB PROPERTY CORP	COM	00163T109	673	13,322	X
AMR CORP	COM	001765106	1,260	49,553	X
AT&T INC	COM	00206R102	44,942	1,611,419	X
AVX CORP NEW	COM	002444107	161	10,184	X
ABBOTT LABS	COM	002824100	40,544	929,706	X
ABERCROMBIE & FITCH CO	CL A	002896207	4,012	72,379	X
ACTIVISION INC NEW	COM NEW	004930202	2,500	219,723	X
ACXIOM CORP	COM	005125109	567	22,660	X
ADESA INC	COM	00686U104	527	23,712	X
ADOBE SYS INC	COM	00724F101	14,799	487,442	X
ADVANCE AUTO PARTS INC	COM	00751Y106	3,718	128,651	X
ADVANCED MEDICAL OPTICS INC	COM	00763M108	908	17,918	X
AEROPOSTALE	COM	007865108	1,031	35,700	X
ADVANCED MICRO DEVICES INC	COM	007903107	3,418	139,971	X
AETNA INC NEW	COM	00817Y108	11,603	290,580	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	3,453	66,911	X
AFFILIATED MANAGERS GROUP	COM	008252108	710	8,170	X
AFFYMETRIX INC	COM	00826T108	878	34,300	X
AGERE SYS INC	COM	00845V308	650	44,210	X
AGILENT TECHNOLOGIES INC	COM	00846U101	3,554	112,597	X
AIR PRODS & CHEMS INC	COM	009158106	6,411	100,292	X
AIRGAS INC	COM	009363102	640	17,194	X
AKAMAI TECHNOLOGIES INC	COM	00971T101	1,458	40,288	X
ALBEMARLE CORP	COM	012653101	285	5,957	X
ALBERTO CULVER CO	COM	013068101	1,853	38,025	X
ALCOA INC	COM	013817101	11,275	348,434	X
ALEXANDER & BALDWIN INC	COM	014482103	297	6,708	X
ALLEGHANY CORP DEL	COM	017175100	3,174	11,486	X
ALLEGHENY ENERGY INC	COM	017361106	3,815	102,910	X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1,854	26,777	X
ALLERGAN INC	COM	018490102	11,028	102,816	X
ALLETE INC	COM NEW	018522300	1,455	30,733	X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	2,035	34,598	X
ALLIANT ENERGY CORP	COM	018802108	942	27,473	X
ALLIANT TECHSYSTEMS INC	COM	018804104	687	8,998	X
ALLIED CAP CORP NEW	COM	01903Q108	1,924	66,890	X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	447	39,349	X
ALLSTATE CORP	COM	020002101	26,312	480,755	X
ALLTEL CORP	COM	020039103	15,078	236,223	X

1

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

INV. DISCRETION  
(A) (B) (C)  
PENSION FAIR SHARES OR SHARED

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE (\$000)	PRINCIPAL AMOUNT	AS DEF. SHAR SOLE INSTR. V OTH
ALTERA CORP	COM	021441100	1,687	96,148	X
ALTRIA GROUP INC	COM	02209S103	87,024	1,185,135	X
AMAZON COM INC	COM	023135106	5,449	140,879	X
AMBAC FINL GROUP INC	COM	023139108	5,183	63,908	X
AMEREN CORP	COM	023608102	1,728	34,223	X
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	622	18,700	X
AMERICAN CAPITAL STRATEGIES	COM	024937104	1,688	50,404	X
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	2,159	63,435	X
AMERICAN ELEC PWR INC	COM	025537101	4,617	134,791	X
AMERICAN EXPRESS CO	COM	025816109	33,572	630,819	X
AMERICAN FINL GROUP INC OHIO	COM	025932104	370	8,620	X
AMERICAN INTL GROUP INC	COM	026874107	60,883	1,031,044	X
AMERICAN NATL INS CO	COM	028591105	278	2,144	X
AMERICAN PWR CONVERSION CORP	COM	029066107	1,192	61,174	X
AMERICAN STD COS INC DEL	COM	029712106	5,270	121,788	X
AMERICAN TOWER CORP	CL A	029912201	7,954	255,594	X
AMERICREDIT CORP	COM	03060R101	647	23,176	X
AMERUS GROUP CO	COM	03072M108	343	5,861	X
AMERISOURCEBERGEN CORP	COM	03073E105	5,320	126,915	X
AMERIPRISE FINL INC	COM	03076C106	4,572	102,348	X
AMETEK INC NEW	COM	031100100	6,460	136,346	X
AMGEN INC	COM	031162100	39,776	609,775	X
AMPHENOL CORP NEW	CL A	032095101	6,540	116,875	X
AMSOUTH BANCORPORATION	COM	032165102	1,389	52,513	X
AMYLIN PHARMACEUTICALS INC	COM	032346108	1,379	27,929	X
ANADARKO PETE CORP	COM	032511107	10,418	218,461	X
ANALOG DEVICES INC	COM	032654105	5,648	175,737	X
ANDREW CORP	COM	034425108	251	28,382	X
ANHEUSER BUSCH COS INC	COM	035229103	12,789	280,531	X
ANNALY MTG MGMT INC	COM	035710409	316	24,642	X
ANN TAYLOR STORES CORP	COM	036115103	1,092	25,177	X
AON CORP	COM	037389103	1,682	48,305	X
APACHE CORP	COM	037411105	4,528	66,347	X
APARTMENT INVT & MGMT CO	CL A	03748R101	640	14,721	X
APOLLO GROUP INC	CL A	037604105	5,028	97,312	X
APPLE COMPUTER INC	COM	037833100	26,060	455,038	X
APPLEBEES INTL INC	COM	037899101	336	17,500	X
APPLERA CORP	COM AP BIO GRP	038020103	1,438	44,442	X
APPLIED MATLS INC	COM	038222105	12,817	787,257	X
AQUA AMERICA INC	COM	03836W103	1,851	81,239	X
ARAMARK CORP	CL B	038521100	1,023	30,905	X
ARCH COAL INC	COM	039380100	1,585	37,414	X
ARCHER DANIELS MIDLAND CO	COM	039483102	8,667	209,948	X
ARCHSTONE SMITH TR	COM	039583109	6,165	121,190	X
ARMOR HOLDINGS INC	COM	042260109	249	4,536	X
ARROW ELECTRS INC	COM	042735100	1,050	32,596	X
ASHLAND INC NEW	COM	044209104	645	9,664	X
ASSOCIATED BANC CORP	COM	045487105	783	24,848	X
ASSURANT INC	COM	04621X108	5,949	122,907	X
ASTORIA FINL CORP	COM	046265104	664	21,803	X
ATMEL CORP	COM	049513104	361	65,091	X
ATMOS ENERGY CORP	COM	049560105	343	12,294	X
AUTODESK INC	COM	052769106	6,338	183,935	X
AUTOLIV INC	COM	052800109	1,548	27,357	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

2

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION
					(A) SOLE
AUTOMATIC DATA					
PROCESSING IN	COM	053015103	11,771	259,569	X
AUTONATION INC	COM	05329W102	1,428	66,610	X
AUTOZONE INC	COM	053332102	2,872	32,563	X
AVALONBAY CMNTYS INC	COM	053484101	2,716	24,555	X
AVAYA INC	COM	053499109	920	80,578	X
AVERY DENNISON CORP	COM	053611109	1,462	25,185	X
AVID TECHNOLOGY INC	COM	05367P100	233	7,000	X
AVNET INC	COM	053807103	1,185	59,213	X
AVON PRODS INC	COM	054303102	7,916	255,361	X
BB&T CORP	COM	054937107	3,443	82,796	X
BJS WHOLESALE CLUB INC	COM	05548J106	764	26,955	X
BJ SVCS CO	COM	055482103	3,500	93,933	X
BOK FINL CORP	COM NEW	05561Q201	229	4,608	X
BP PLC	SPONSORED ADR	055622104	7,260	104,300	X
BRE PROPERTIES INC	CL A	05564E106	427	7,767	X
BMC SOFTWARE INC	COM	055921100	1,841	77,044	X
BAKER HUGHES INC	COM	057224107	12,681	154,931	X
BALL CORP	COM	058498106	3,155	85,168	X
BANCORPSOUTH INC	COM	059692103	327	12,015	X
BANK OF AMERICA					
CORPORATION	COM	060505104	121,855	2,533,374	X
BANK HAWAII CORP	COM	062540109	2,927	59,013	X
BANK NEW YORK INC	COM	064057102	4,242	131,725	X
BARD C R INC	COM	067383109	11,995	163,738	X
BARNES & NOBLE INC	COM	067774109	2,178	59,680	X
BARR PHARMACEUTICALS INC	COM	068306109	1,578	33,080	X
BAUSCH & LOMB INC	COM	071707103	4,937	100,675	X
BAXTER INTL INC	COM	071813109	8,067	219,442	X
BEA SYS INC	COM	073325102	1,330	101,631	X
BEAR STEARNS COS INC	COM	073902108	24,960	178,181	X
BEAZER HOMES USA INC	COM	07556Q105	383	8,342	X
BECKMAN COULTER INC	COM	075811109	2,749	49,489	X
BECTON DICKINSON & CO	COM	075887109	15,633	255,735	X
BED BATH & BEYOND INC	COM	075896100	5,274	158,995	X
BELLSOUTH CORP	COM	079860102	29,155	805,391	X
BELO CORP	COM SER A	080555105	488	31,300	X
BEMIS INC	COM	081437105	1,371	44,790	X
BERKLEY W R CORP	COM	084423102	5,954	174,461	X
BERKSHIRE HATHAWAY INC					
DEL	CL A	084670108	9,899	108	X
BEST BUY INC	COM	086516101	12,313	224,528	X
BIOMET INC	COM	090613100	2,123	67,842	X
BIOGEN IDEC INC	COM	09062X103	3,277	70,744	X
BLACK & DECKER CORP	COM	091797100	9,286	109,944	X
BLACKROCK INC	CL A	09247X101	3,391	24,365	X
BLOCK H & R INC	COM	093671105	3,096	129,763	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

BOEING CO	COM	097023105	37,737	460,709	X
BORG WARNER INC	COM	099724106	4,598	70,634	X
BOSTON PROPERTIES INC	COM	101121101	1,562	17,282	X
BOSTON SCIENTIFIC CORP	COM	101137107	8,084	480,021	X
BOYD GAMING CORP	COM	103304101	460	11,390	X
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	442	13,754	X
BRINKER INTL INC	COM	109641100	805	22,167	X
BRINKS CO	COM	109696104	645	11,432	X
BRISTOL MYERS SQUIBB CO	COM	110122108	24,522	948,242	X
BROADCOM CORP	CL A	111320107	4,244	139,924	X

3

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR SOLE INSTR. V OTHE
BROWN & BROWN INC	COM	115236101	3,205	109,696	X
BROWN FORMAN CORP	CL B	115637209	7,015	98,185	X
BRUNSWICK CORP	COM	117043109	722	21,700	X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	20,108	253,731	X
CBL & ASSOC PPTYS INC	COM	124830100	2,913	74,818	X
CBS CORP NEW	CL B	124857202	6,326	233,860	X
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,201	48,224	X
C D W CORP	COM	12512N105	866	15,852	X
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	6,810	127,764	X
CIGNA CORP	COM	125509109	10,730	108,919	X
CIT GROUP INC	COM	125581108	8,025	153,474	X
CMS ENERGY CORP	COM	125896100	434	33,521	X
CNX GAS CORP	COM	12618H309	219	7,285	X
CSX CORP	COM	126408103	5,731	81,367	X
CVS CORP	COM	126650100	19,212	625,782	X
CA INC	COM	12673P105	2,711	131,936	X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,238	104,358	X
CABOT CORP	COM	127055101	495	14,354	X
CABOT OIL & GAS CORP	COM	127097103	363	7,418	X
CADENCE DESIGN SYSTEM INC	COM	127387108	1,179	68,838	X
CAMDEN PPTY TR	SH BEN INT	133131102	649	8,828	X
CAMERON INTERNATIONAL CORP	COM	13342B105	1,709	35,771	X
CAMPBELL SOUP CO	COM	134429109	4,798	129,280	X
CAPITAL ONE FINL CORP	COM	14040H105	9,918	116,068	X
CAPITALSOURCE INC	COM	14055X102	489	20,832	X
CARDINAL HEALTH INC	COM	14149Y108	12,649	196,630	X
CAREER EDUCATION CORP	COM	141665109	846	28,304	X
CAREMARK RX INC	COM	141705103	7,314	146,659	X
CARLISLE COS INC	COM	142339100	598	7,540	X
CARMAX INC	COM	143130102	975	27,483	X
CARNIVAL CORP	PAIRED CTF	143658300	1,966	47,100	X
CARPENTER TECHNOLOGY CORP	COM	144285103	749	6,483	X
CARRAMERICA RLTY CORP	COM	144418100	398	8,943	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CATERPILLAR INC DEL	COM	149123101	30,290	406,690	X
CBOT HLDGS INC	CL A	14984K106	1,650	13,799	X
CELANESE CORP DEL	COM SER A	150870103	326	15,967	X
CELGENE CORP	COM	151020104	6,670	140,628	X
CENDANT CORP	COM	151313103	11,202	687,644	X
CENTERPOINT ENERGY INC	COM	15189T107	805	64,381	X
CENTEX CORP	COM	152312104	3,522	70,019	X
CENTURYTEL INC	COM	156700106	2,054	55,300	X
CEPHALON INC	COM	156708109	953	15,863	X
CERIDIAN CORP NEW	COM	156779100	898	36,728	X
CERNER CORP	COM	156782104	623	16,793	X
CHARLES RIV LABS INTL INC	COM	159864107	4,721	128,290	X
CHECKFREE CORP NEW	COM	162813109	1,243	25,082	X
CHEESECAKE FACTORY INC	COM	163072101	556	20,644	X
CHEMTURA CORP	COM	163893100	340	36,444	X
CHENIERE ENERGY INC	COM NEW	16411R208	558	14,314	X
CHESAPEAKE ENERGY CORP	COM	165167107	1,710	56,525	X
CHEVRON CORP NEW	COM	166764100	63,386	1,021,360	X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	16,672	33,944	X
CHICOS FAS INC	COM	168615102	2,889	107,070	X
CHOICE HOTELS INTL INC	COM	169905106	834	13,764	X

4

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) INSTR.	(C) SHARED AS DEF. SHAR V OTHE
CHOICEPOINT INC	COM	170388102	938	22,450	X		
CHUBB CORP	COM	171232101	15,845	317,531	X		
CHURCH & DWIGHT INC	COM	171340102	4,807	131,988	X		
CIENA CORP	COM	171779101	497	103,336	X		
CIMAREX ENERGY CO	COM	171798101	538	12,514	X		
CINCINNATI FINL CORP	COM	172062101	1,544	32,834	X		
CIRCUIT CITY STORE INC	COM	172737108	1,523	55,948	X		
CISCO SYS INC	COM	17275R102	70,215	3,595,251	X		
CINTAS CORP	COM	172908105	2,083	52,392	X		
CITIGROUP INC	COM	172967101	131,720	2,729,950	X		
CITIZENS COMMUNICATIONS CO	COM	17453B101	833	63,849	X		
CITRIX SYS INC	COM	177376100	2,063	51,451	X		
CITY NATL CORP	COM	178566105	743	11,409	X		
CLAIRES STORES INC	COM	179584107	705	27,634	X		
CLARCOR INC	COM	179895107	1,311	44,000	X		
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,551	147,055	X		
CLOROX CO DEL	COM	189054109	3,670	60,193	X		
COACH INC	COM	189754104	10,838	362,490	X		
COCA COLA CO	COM	191216100	46,199	1,073,907	X		
COCA COLA ENTERPRISES INC	COM	191219104	1,981	97,229	X		
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	8,662	128,568	X		
COLDWATER CREEK INC	COM	193068103	418	15,618	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

COLGATE PALMOLIVE CO	COM	194162103	9,843	164,323	X
COLONIAL BANCGROUP INC	COM	195493309	601	23,422	X
COLONIAL PPTYS TR	COM SH BEN INT	195872106	341	6,911	X
COMCAST CORP NEW	CL A	20030N101	20,323	620,744	X
COMCAST CORP NEW	CL A SPL	20030N200	1,639	50,000	X
COMERICA INC	COM	200340107	5,383	103,548	X
COMMERCE BANCORP INC NJ	COM	200519106	3,226	90,446	X
COMMERCE BANCSHARES INC	COM	200525103	506	10,104	X
COMMERCIAL METALS CO	COM	201723103	467	18,182	X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1,432	38,955	X
COMPASS BANCSHARES INC	COM	20449H109	1,087	19,554	X
COMPUTER SCIENCES CORP	COM	205363104	6,751	139,016	X
COMPUWARE CORP	COM	205638109	388	57,980	X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	1,904	96,309	X
CONAGRA FOODS INC	COM	205887102	2,010	90,924	X
CON-WAY INC	COM	205944101	783	13,508	X
CONOCOPHILLIPS	COM	20825C104	80,711	1,231,661	X
CONSECO INC	COM NEW	208464883	529	22,906	X
CONSOL ENERGY INC	COM	20854P109	2,956	63,272	X
CONSOLIDATED EDISON INC	COM	209115104	3,212	72,274	X
CONSTELLATION BRANDS INC	CL A	21036P108	9,414	376,557	X
CONSTELLATION ENERGY GROUP I	COM	210371100	6,307	115,690	X
CONTINENTAL AIRLS INC	CL B	210795308	683	22,908	X
CONVERGYS CORP	COM	212485106	430	22,066	X
COOPER COS INC	COM NEW	216648402	638	14,402	X
COPART INC	COM	217204106	454	18,503	X
CORN PRODS INTL INC	COM	219023108	2,115	69,125	X
CORNING INC	COM	219350105	18,925	782,349	X
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,379	23,740	X
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	475	8,971	X
COSTCO WHSL CORP NEW	COM	22160K105	14,293	250,187	X
COUNTRYWIDE FINANCIAL CORP	COM	222372104	16,654	437,335	X

5

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6:		
					INV. (A)	DISCRETION (B)	SHARED AS DEF. SHAR (C)
COVANCE INC	COM	222816100	5,181	84,628	X		
COVANTA HLDG CORP	COM	22282E102	526	29,818	X		
COVENTRY HEALTH CARE INC	COM	222862104	11,663	212,279	X		
CRANE CO	COM	224399105	335	8,042	X		
CREE INC	COM	225447101	449	18,880	X		
CROWN CASTLE INTL CORP	COM	228227104	4,103	118,785	X		
CROWN HOLDINGS INC	COM	228368106	681	43,742	X		
CULLEN FROST BANKERS INC	COM	229899109	1,250	21,812	X		
CUMMINS INC	COM	231021106	6,012	49,174	X		
CURTISS WRIGHT CORP	COM	231561101	1,544	50,000	X		
CYPRESS SEMICONDUCTOR							



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CORP	COM	232806109	507	34,866	X
CYTEC INDS INC	COM	232820100	335	6,240	X
CYTYC CORP	COM	232946103	758	29,874	X
DPL INC	COM	233293109	2,562	95,615	X
DRS TECHNOLOGIES INC	COM	23330X100	357	7,333	X
D R HORTON INC	COM	23331A109	1,570	65,926	X
DST SYS INC DEL	COM	233326107	1,287	21,628	X
DTE ENERGY CO	COM	233331107	3,574	87,721	X
DADE BEHRING HLDGS INC	COM	23342J206	2,963	71,157	X
DANAHER CORP DEL	COM	235851102	9,105	141,558	X
DARDEN RESTAURANTS INC	COM	237194105	3,898	98,933	X
DAVITA INC	COM	23918K108	4,978	100,171	X
DEAN FOODS CO NEW	COM	242370104	2,075	55,786	X
DEERE & CO	COM	244199105	7,543	90,342	X
DEL MONTE FOODS CO	COM	24522P103	340	30,235	X
DELL INC	COM	24702R101	45,693	1,868,078	X
DENBURY RES INC	COM NEW	247916208	984	31,066	X
DENTSPLY INTL INC NEW	COM	249030107	2,588	42,705	X
DEVELOPERS DIVERSIFIED					
RLTY	COM	251591103	1,700	32,586	X
DEVON ENERGY CORP NEW	COM	25179M103	13,423	222,197	X
DIAMOND OFFSHORE					
DRILLING IN	COM	25271C102	6,201	73,879	X
DICKS SPORTING GOODS INC	COM	253393102	377	9,532	X
DIEBOLD INC	COM	253651103	655	16,122	X
DILLARDS INC	CL A	254067101	741	23,278	X
DIRECTV GROUP INC	COM	25459L106	3,725	225,764	X
DISCOVERY HOLDING CO	CL A COM	25468Y107	1,196	81,725	X
DISNEY WALT CO	COM DISNEY	254687106	42,282	1,409,394	X
DOLBY LABORATORIES INC	COM	25659T107	213	9,125	X
DOLLAR GEN CORP	COM	256669102	1,880	134,474	X
DOLLAR TREE STORES INC	COM	256747106	488	18,411	X
DOMINION RES INC VA NEW	COM	25746U109	12,088	161,624	X
DONALDSON INC	COM	257651109	3,125	92,254	X
DONNELLEY R R & SONS CO	COM	257867101	2,568	80,370	X
DOVER CORP	COM	260003108	2,605	52,703	X
DOW CHEM CO	COM	260543103	14,005	358,817	X
DOW JONES & CO INC	COM	260561105	590	16,852	X
DREAMWORKS ANIMATION SKG					
INC	CL A	26153C103	205	8,933	X
DU PONT E I DE NEMOURS &					
CO	COM	263534109	15,898	382,159	X
DUKE ENERGY CORP NEW	COM	26441C105	18,385	625,976	X
DUKE REALTY CORP	COM NEW	264411505	718	20,433	X
DUN & BRADSTREET CORP					
DEL NE	COM	26483E100	1,317	18,899	X
DYNEGY INC NEW	CL A	26816Q101	312	57,109	X
E M C CORP MASS	COM	268648102	10,199	929,703	X
ENSCO INTL INC	COM	26874Q100	1,881	40,864	X

6

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
		CUSIP	PENSION FAIR MARKET VALUE	SHARES OR PRINCIPAL	INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	NUMBER	(\$000)	AMOUNT	SOLE INSTR. V OTH
ENI S P A	SPONSORED ADR	26874R108	3,819	65,000	X
EOG RES INC	COM	26875P101	13,385	193,033	X
E TRADE FINANCIAL CORP	COM	269246104	2,458	107,715	X
EAGLE MATERIALS INC	COM	26969P108	625	13,165	X
EAST WEST BANCORP INC	COM	27579R104	581	15,331	X
EASTMAN CHEM CO	COM	277432100	1,478	27,368	X
EASTMAN KODAK CO	COM	277461109	2,071	87,098	X
EATON CORP	COM	278058102	5,184	68,750	X
EATON VANCE CORP	COM NON VTG	278265103	844	33,834	X
EBAY INC	COM	278642103	21,864	746,479	X
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,655	53,715	X
ECOLAB INC	COM	278865100	5,436	133,960	X
EDISON INTL	COM	281020107	7,771	199,264	X
EDWARDS LIFESCIENCES CORP	COM	28176E108	699	15,383	X
EDWARDS AG INC	COM	281760108	641	11,595	X
EL PASO CORP	COM	28336L109	2,892	192,818	X
ELECTRONIC ARTS INC	COM	285512109	8,317	193,239	X
ELECTRONIC DATA SYS NEW	COM	285661104	5,681	236,125	X
EMBARQ CORP	COM	29078E105	2,393	58,380	X
EMDEON CORP	COM	290849108	889	71,613	X
EMERSON ELEC CO	COM	291011104	16,999	202,829	X
ENCANA CORP	COM	292505104	2,706	51,400	X
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1,144	34,698	X
ENERGEN CORP	COM	29265N108	1,576	41,032	X
ENERGY EAST CORP	COM	29266M109	714	29,855	X
ENERGIZER HLDGS INC	COM	29266R108	3,273	55,885	X
ENTERGY CORP NEW	COM	29364G103	12,824	181,257	X
EQUIFAX INC	COM	294429105	3,672	106,920	X
EQUITABLE RES INC	COM	294549100	2,281	68,093	X
EQUITY OFFICE PROPERTIES TRU	COM	294741103	3,037	83,179	X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,974	44,131	X
ERIE INDY CO	CL A	29530P102	423	8,136	X
ESSEX PPTY TR INC	COM	297178105	513	4,598	X
EXELON CORP	COM	30161N101	20,282	356,892	X
EXPEDIA INC DEL	COM	30212P105	584	38,979	X
EXPEDITORS INTL WASH INC	COM	302130109	7,377	131,711	X
EXPRESS SCRIPTS INC	COM	302182100	3,338	46,534	X
EXXON MOBIL CORP	COM	30231G102	187,964	3,063,791	X
FMC TECHNOLOGIES INC	COM	30249U101	1,373	20,359	X
F M C CORP	COM NEW	302491303	382	5,931	X
FPL GROUP INC	COM	302571104	7,917	191,324	X
FACTSET RESH SYS INC	COM	303075105	1,215	25,685	X
FAIR ISAAC CORP	COM	303250104	2,326	64,051	X
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	459	25,264	X
FAMILY DLR STORES INC	COM	307000109	870	35,607	X
FASTENAL CO	COM	311900104	3,295	81,778	X
FEDERAL HOME LN MTG CORP	COM	313400301	21,310	373,796	X
FEDERAL NATL MTG ASSN	COM	313586109	14,847	308,666	X
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	3,274	46,769	X
FEDERATED DEPT STORES INC DE	COM	31410H101	14,168	387,096	X
FEDERATED INVS INC PA	CL B	314211103	773	24,524	X
FEDEX CORP	COM	31428X106	18,701	160,030	X
F5 NETWORKS INC	COM	315616102	566	10,587	X
FIDELITY NATL INFORMATION SV	COM	31620M106	589	16,640	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

7

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION
					(A) SOLE
FIDELITY NATL FINL INC	COM	316326107	1,361	34,942	X
FIFTH THIRD BANCORP	COM	316773100	2,744	74,266	X
FIRST AMERN CORP CALIF	COM	318522307	1,948	46,075	X
FIRST DATA CORP	COM	319963104	16,313	362,185	X
FIRST HORIZON NATL CORP	COM	320517105	1,551	38,582	X
FIRST MARBLEHEAD CORP	COM	320771108	2,214	38,879	X
FISERV INC	COM	337738108	4,538	100,047	X
FIRSTENERGY CORP	COM	337932107	5,849	107,890	X
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	1,960	26,837	X
FLORIDA ROCK INDS INC	COM	341140101	2,401	48,332	X
FLUOR CORP NEW	COM	343412102	5,564	59,875	X
FLOWSERVE CORP	COM	34354P105	540	9,494	X
FOOT LOCKER INC	COM	344849104	687	28,071	X
FORD MTR CO DEL	COM PAR \$0.01	345370860	4,503	649,845	X
FOREST CITY ENTERPRISES INC	CL A	345550107	920	18,426	X
FOREST LABS INC	COM	345838106	4,243	109,665	X
FOREST OIL CORP	COM PAR \$0.01	346091705	276	8,327	X
FORTUNE BRANDS INC	COM	349631101	7,708	108,542	X
FOUNDATION COAL HLDGS INC	COM	35039W100	558	11,894	X
FRANKLIN RES INC	COM	354613101	9,932	114,412	X
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	3,201	57,777	X
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	5,592	190,205	X
FRONTIER OIL CORP	COM	35914P105	771	23,800	X
FULTON FINL CORP PA	COM	360271100	419	26,292	X
GATX CORP	COM	361448103	1,343	31,604	X
GALLAGHER ARTHUR J & CO	COM	363576109	738	29,124	X
GAMESTOP CORP NEW	CL A	36467W109	719	17,112	X
GANNETT INC	COM	364730101	5,518	98,660	X
GAP INC DEL	COM	364760108	3,027	173,949	X
GARDNER DENVER INC	COM	365558105	526	13,665	X
GEN-PROBE INC NEW	COM	36866T103	1,181	21,879	X
GENENTECH INC	COM NEW	368710406	18,422	225,213	X
GENERAL DYNAMICS CORP	COM	369550108	12,918	197,344	X
GENERAL ELECTRIC CO	COM	369604103	182,975	5,551,422	X
GENERAL GROWTH PPTYS INC	COM	370021107	8,433	187,144	X
GENERAL MLS INC	COM	370334104	5,017	97,119	X
GENERAL MTRS CORP	COM	370442105	6,826	229,128	X
GENTEX CORP	COM	371901109	540	38,565	X
GENUINE PARTS CO	COM	372460105	5,168	124,043	X
GENWORTH FINL INC	COM CL A	37247D106	6,198	177,886	X
GENZYME CORP	COM	372917104	4,255	69,702	X
GETTY IMAGES INC	COM	374276103	3,744	58,953	X
GILEAD SCIENCES INC	COM	375558103	12,205	206,297	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

GLOBAL INDS LTD	COM	379336100	385	23,059	X
GLOBAL PMTS INC	COM	37940X102	5,525	113,808	X
GLOBAL SIGNAL INC	COM	37944Q103	206	4,454	X
GOLDEN WEST FINL CORP DEL	COM	381317106	12,604	169,870	X
GOLDMAN SACHS GROUP INC	COM	38141G104	41,411	275,286	X
GOODRICH CORP	COM	382388106	2,312	57,382	X
GOODYEAR TIRE & RUBR CO	COM	382550101	521	46,930	X
GOOGLE INC	CL A	38259P508	45,222	107,843	X
GRACO INC	COM	384109104	1,630	35,458	X
GRAINGER W W INC	COM	384802104	4,356	57,909	X
GRANT PRIDECO INC	COM	38821G101	4,567	102,065	X

8

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) INSTR.	(C) SHARED AS DEF. SHAR V OTH
GREAT PLAINS ENERGY INC	COM	391164100	388	13,924	X		
GREIF INC	CL A	397624107	979	13,060	X		
GTECH HLDGS CORP	COM	400518106	1,157	33,254	X		
HCA INC	COM	404119109	6,332	146,741	X		
HCC INS HLDGS INC	COM	404132102	1,772	60,194	X		
HNI CORP	COM	404251100	3,226	71,128	X		
HRPT PPTYS TR	COM SH BEN INT	40426W101	368	31,807	X		
HALLIBURTON CO	COM	406216101	20,372	274,521	X		
HANOVER INS GROUP INC	COM	410867105	460	9,696	X		
HANSEN NAT CORP	COM	411310105	758	3,982	X		
HARLEY DAVIDSON INC	COM	412822108	14,393	262,224	X		
HARMAN INTL INDS INC	COM	413086109	3,617	42,374	X		
HARRAHS ENTMT INC	COM	413619107	4,779	67,145	X		
HARRIS CORP DEL	COM	413875105	4,944	119,114	X		
HARSCO CORP	COM	415864107	878	11,261	X		
HARTE-HANKS INC	COM	416196103	1,472	57,398	X		
HARTFORD FINL SVCS GROUP INC	COM	416515104	14,909	176,227	X		
HASBRO INC	COM	418056107	473	26,100	X		
HAWAIIAN ELEC INDUSTRIES	COM	419870100	385	13,797	X		
HEALTH CARE PPTY INVS INC	COM	421915109	554	20,716	X		
HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,220	61,914	X		
HEALTH CARE REIT INC	COM	42217K106	329	9,407	X		
HEALTH NET INC	COM	42222G108	1,316	29,132	X		
HEARST-ARGYLE TELEVISION INC	COM	422317107	342	15,519	X		
HEINZ H J CO	COM	423074103	3,466	84,083	X		
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	826	20,464	X		
HELMERICH & PAYNE INC	COM	423452101	869	14,420	X		
HENRY JACK & ASSOC INC	COM	426281101	910	46,300	X		
HERSHEY CO	COM	427866108	3,280	59,559	X		
HESS CORP	COM	42809H107	5,440	102,930	X		
HEWLETT PACKARD CO	COM	428236103	55,519	1,752,486	X		
HILLENBRAND INDS INC	COM	431573104	588	12,130	X		
HILTON HOTELS CORP	COM	432848109	3,616	127,879	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

HOLLY CORP	COM PAR \$0.01	435758305	604	12,526	X
HOME DEPOT INC	COM	437076102	50,910	1,422,470	X
HONEYWELL INTL INC	COM	438516106	15,068	373,887	X
HORMEL FOODS CORP	COM	440452100	415	11,171	X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	1,002	22,813	X
HOSPIRA INC	COM	441060100	3,395	79,065	X
HOST HOTELS & RESORTS INC	COM	44107P104	3,351	153,240	X
HUBBELL INC	CL B	443510201	1,761	36,961	X
HUDSON CITY BANCORP	COM	443683107	3,167	237,569	X
HUMANA INC	COM	444859102	4,618	85,993	X
HUNT J B TRANS SVCS INC	COM	445658107	872	34,993	X
HUNTINGTON BANCSHARES INC	COM	446150104	877	37,195	X
HUNTSMAN CORP	COM	447011107	357	20,632	X
IAC INTERACTIVECORP	COM NEW	44919P300	999	37,722	X
IMS HEALTH INC	COM	449934108	1,274	47,439	X
ISTAR FINL INC	COM	45031U101	648	17,170	X
ITT EDUCATIONAL SERVICES INC	COM	45068B109	751	11,412	X
ITT INDS INC IND	COM	450911102	12,494	252,403	X
IDEX CORP	COM	45167R104	1,884	39,921	X
IDEXX LABS INC	COM	45168D104	619	8,238	X
ILLINOIS TOOL WKS INC	COM	452308109	13,625	286,840	X

9

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) INSTR.	(C) SHARED AS DEF. SHAR V OTHE
IMCLONE SYS INC	COM	45245W109	704	18,214	X		
IMPERIAL TOBACCO GROUP PLC	SPONSORED ADR	453142101	1,043	16,900	X		
INDYMAC BANCORP INC	COM	456607100	526	11,477	X		
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	756	9,900	X		
INGRAM MICRO INC	CL A	457153104	385	21,221	X		
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	567	40,003	X		
INTEL CORP	COM	458140100	72,980	3,841,070	X		
INTERCONTINENTALEXCHANGE INC	COM	45865V100	309	5,333	X		
INTERNATIONAL BANCSHARES COR	COM	459044103	224	8,143	X		
INTERNATIONAL BUSINESS MACHS	COM	459200101	61,586	801,690	X		
INTERNATIONAL  FLAVORS&FRAGRA	COM	459506101	734	20,823	X		
INTERNATIONAL GAME TECHNOLOG	COM	459902102	3,632	95,742	X		
INTL PAPER CO	COM	460146103	6,340	196,286	X		
INTERNATIONAL RECTIFIER CORP	COM	460254105	2,480	63,461	X		
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	2,293	49,442	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

INTERSIL CORP	CL A	46069S109	656	28,205	X
INTERPUBLIC GROUP COS INC	COM	460690100	954	114,292	X
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,098	9,552	X
INTUIT	COM	461202103	2,938	48,537	X
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	577	11,349	X
INVITROGEN CORP	COM	46185R100	2,033	30,773	X
INVESTORS FINL SERVICES CORP	COM	461915100	771	17,170	X
IRON MTN INC	COM	462846106	1,221	32,671	X
ISHARES TR	RUSSELL1000VAL	464287598	457	6,250	X
ISHARES TR	RUSSELL1000GRW	464287614	294	5,820	X
JDS UNIPHASE CORP	COM	46612J101	1,100	434,983	X
JLG INDS INC	COM	466210101	624	27,739	X
JP MORGAN CHASE & CO	COM	46625H100	50,833	1,210,320	X
JABIL CIRCUIT INC	COM	466313103	2,975	116,210	X
JACOBS ENGR GROUP INC DEL	COM	469814107	1,766	22,175	X
JANUS CAP GROUP INC	COM	47102X105	782	43,716	X
JARDEN CORP	COM	471109108	303	9,944	X
JEFFERIES GROUP INC NEW	COM	472319102	532	17,956	X
JOHNSON & JOHNSON	COM	478160104	124,704	2,081,181	X
JOHNSON CTLS INC	COM	478366107	12,324	149,886	X
JONES APPAREL GROUP INC	COM	480074103	2,320	72,981	X
JONES LANG LASALLE INC	COM	48020Q107	818	9,340	X
JOY GLOBAL INC	COM	481165108	1,683	32,301	X
JUNIPER NETWORKS INC	COM	48203R104	3,258	203,750	X
KLA-TENCOR CORP	COM	482480100	1,968	47,345	X
KANSAS CITY SOUTHERN	COM NEW	485170302	399	14,400	X
KB HOME	COM	48666K109	2,743	59,831	X
KELLOGG CO	COM	487836108	5,208	107,540	X
KENNAMETAL INC	COM	489170100	373	5,995	X
KERR MCGEE CORP	COM	492386107	4,798	69,190	X
KEYCORP NEW	COM	493267108	5,649	158,323	X
KEYSPAN CORP	COM	49337W100	1,071	26,512	X
KILROY RLTY CORP	COM	49427F108	605	8,370	X
KIMBERLY CLARK CORP	COM	494368103	15,573	252,402	X
KIMCO REALTY CORP	COM	49446R109	7,505	205,676	X
KINDER MORGAN INC KANS	COM	49455P101	6,953	69,608	X
KINETIC CONCEPTS INC	COM NEW	49460W208	1,733	39,242	X
KING PHARMACEUTICALS INC	COM	495582108	624	36,697	X
KIRBY CORP	COM	497266106	545	13,787	X

10

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR SOLE INSTR. V OTH
KOHL'S CORP	COM	500255104	5,332	90,186	X
KRAFT FOODS INC	CL A	50075N104	988	31,960	X
KROGER CO	COM	501044101	5,049	230,984	X
LSI LOGIC CORP	COM	502161102	819	91,502	X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,217	29,402	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,026	32,563	X
LAILAW INTL INC	COM	50730R102	373	14,814	X
LAM RESEARCH CORP	COM	512807108	4,353	93,179	X
LAMAR ADVERTISING CO	CL A	512815101	1,163	21,595	X
LANDSTAR SYS INC	COM	515098101	728	15,408	X
LAS VEGAS SANDS CORP	COM	517834107	2,820	36,221	X
LAUDER ESTEE COS INC	CL A	518439104	2,374	61,390	X
LAUREATE EDUCATION INC	COM	518613104	454	10,639	X
LEAP WIRELESS INTL INC	COM NEW	521863308	404	8,510	X
LEAR CORP	COM	521865105	464	20,900	X
LEE ENTERPRISES INC	COM	523768109	964	35,766	X
LEGGETT & PLATT INC	COM	524660107	964	38,597	X
LEGG MASON INC	COM	524901105	8,352	83,919	X
LEHMAN BROS HLDGS INC	COM	524908100	26,975	414,048	X
LENNAR CORP	CL A	526057104	1,210	27,266	X
LENNOX INTL INC	COM	526107107	242	9,144	X
LEUCADIA NATL CORP	COM	527288104	1,498	51,336	X
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,165	262,384	X
LEXMARK INTL NEW	CL A	529771107	3,706	66,382	X
LIBERTY GLOBAL INC	COM SER A	530555101	3,685	171,376	X
LIBERTY GLOBAL INC	COM SER C	530555309	1,276	62,047	X
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	4,193	242,944	X
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	3,078	36,748	X
LIBERTY PPTY TR	SH BEN INT	531172104	598	13,527	X
LIFEPOINT HOSPITALS INC	COM	53219L109	434	13,522	X
LILLY ELI & CO	COM	532457108	27,828	503,487	X
LIMITED BRANDS INC	COM	532716107	4,061	158,693	X
LINCARE HLDGS INC	COM	532791100	6,413	169,474	X
LINCOLN ELEC HLDGS INC	COM	533900106	694	11,080	X
LINCOLN NATL CORP IND	COM	534187109	3,324	58,891	X
LINEAR TECHNOLOGY CORP	COM	535678106	7,049	210,491	X
LIZ CLAIBORNE INC	COM	539320101	1,729	46,660	X
LOCKHEED MARTIN CORP	COM	539830109	8,379	116,801	X
LOEWS CORP	COM	540424108	11,930	336,537	X
LOEWS CORP	CAROLNA GP STK	540424207	726	14,131	X
LOUISIANA PAC CORP	COM	546347105	552	25,187	X
LOWES COS INC	COM	548661107	24,721	407,470	X
LUBRIZOL CORP	COM	549271104	1,018	25,538	X
LUCENT TECHNOLOGIES INC	COM	549463107	4,116	1,700,934	X
LYONDELL CHEMICAL CO	COM	552078107	1,672	73,800	X
M & T BK CORP	COM	55261F104	5,769	48,920	X
MBIA INC	COM	55262C100	3,853	65,815	X
M D C HLDGS INC	COM	552676108	1,168	22,483	X
MDU RES GROUP INC	COM	552690109	1,885	51,499	X
MEMC ELECTR MATLS INC	COM	552715104	1,358	36,216	X
MGIC INVT CORP WIS	COM	552848103	1,467	22,575	X
MGM MIRAGE	COM	552953101	1,907	46,746	X
MSC INDL DIRECT INC	CL A	553530106	578	12,156	X
MACERICH CO	COM	554382101	1,315	18,734	X

11

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

INV. DISCRETION  
(A) (B) (C)

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SHARED AS DEF. INSTR. V OTH
MACK CALI RLTY CORP	COM	554489104	433	9,434	X
MANITOWOC INC	COM	563571108	712	15,989	X
MANOR CARE INC NEW	COM	564055101	969	20,648	X
MANPOWER INC	COM	56418H100	1,777	27,513	X
MANULIFE FINL CORP	COM	56501R106	1,644	51,748	X
MARATHON OIL CORP	COM	565849106	19,610	235,414	X
MARKEL CORP	COM	570535104	575	1,657	X
MARSH & MCLENNAN COS INC	COM	571748102	2,512	93,403	X
MARSHALL & ILSLEY CORP	COM	571834100	3,931	85,941	X
MARRIOTT INTL INC NEW	CL A	571903202	7,956	208,709	X
MARTIN MARIETTA MATLS INC	COM	573284106	1,087	11,925	X
MASCO CORP	COM	574599106	5,339	180,120	X
MASSEY ENERGY CORP	COM	576206106	771	21,430	X
MASTERCARD INC	COM	57636Q104	770	16,050	X
MATTEL INC	COM	577081102	1,034	62,617	X
MAXIM INTEGRATED PRODS INC	COM	57772K101	4,374	136,213	X
MCAFFEE INC	COM	579064106	1,917	78,993	X
MCCLATCHY CO	CL A	579489105	881	21,954	X
MCCORMICK & CO INC	COM NON VTG	579780206	1,259	37,516	X
MCDONALDS CORP	COM	580135101	25,077	746,336	X
MCGRAW HILL COS INC	COM	580645109	9,004	179,256	X
MCKESSON CORP	COM	58155Q103	4,579	96,857	X
MEADWESTVACO CORP	COM	583334107	2,416	86,520	X
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	12,892	225,070	X
MEDIA GEN INC	CL A	584404107	1,914	45,700	X
MEDIMMUNE INC	COM	584699102	1,806	66,652	X
MEDTRONIC INC	COM	585055106	22,778	485,465	X
MELLON FINL CORP	COM	58551A108	3,590	104,273	X
MERCANTILE BANKSHARES CORP	COM	587405101	666	18,681	X
MERCK & CO INC	COM	589331107	45,755	1,255,981	X
MERCURY GENL CORP NEW	COM	589400100	226	4,017	X
MEREDITH CORP	COM	589433101	416	8,407	X
MERRILL LYNCH & CO INC	COM	590188108	26,758	384,676	X
METLIFE INC	COM	59156R108	13,136	256,519	X
METTLER TOLEDO INTERNATIONAL	COM	592688105	645	10,653	X
MICHAELS STORES INC	COM	594087108	2,626	63,680	X
MICROSOFT CORP	COM	594918104	129,027	5,537,649	X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,878	55,973	X
MICRON TECHNOLOGY INC	COM	595112103	2,198	145,980	X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	661	66,326	X
MILLIPORE CORP	COM	601073109	887	14,079	X
MILLS CORP	COM	601148109	690	25,800	X
MIRANT CORP NEW	COM	60467R100	1,217	45,398	X
MOHAWK INDS INC	COM	608190104	2,477	35,208	X
MOLEX INC	COM	608554101	1,205	35,895	X
MOLSON COORS BREWING CO	CL B	60871R209	828	12,191	X
MONEYGRAM INTL INC	COM	60935Y109	751	22,122	X
MONSANTO CO NEW	COM	61166W101	19,272	228,909	X
MONSTER WORLDWIDE INC	COM	611742107	1,396	32,714	X
MOODYS CORP	COM	615369105	9,038	165,959	X
MORGAN STANLEY	COM NEW	617446448	27,375	433,084	X
MOSAIC CO	COM	61945A107	311	19,888	X



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

MOTOROLA INC	COM	620076109	29,676	1,472,771	X
MURPHY OIL CORP	COM	626717102	6,455	115,559	X

12

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION
					(A) SOLE
MYLAN LABS INC	COM	628530107	2,088	104,380	X
NCR CORP NEW	COM	62886E108	4,495	122,675	X
NII HLDGS INC	CL B NEW	62913F201	7,297	129,429	X
NRG ENERGY INC	COM NEW	629377508	1,216	25,238	X
NTL INC DEL	COM	62941W101	2,290	91,956	X
NVR INC	COM	62944T105	593	1,208	X
NYSE GROUP INC	COM	62949W103	2,210	32,272	X
NALCO HOLDING COMPANY	COM	62985Q101	489	27,716	X
NASDAQ STOCK MARKET INC	COM	631103108	739	24,708	X
NATIONAL CITY CORP	COM	635405103	10,119	279,619	X
NATIONAL FUEL GAS CO N J	COM	636180101	448	12,740	X
NATIONAL INSTRS CORP	COM	636518102	402	14,671	X
NATIONAL OILWELL VARCO INC	COM	637071101	4,957	78,282	X
NATIONAL SEMICONDUCTOR CORP	COM	637640103	3,113	130,522	X
NATIONWIDE FINL SVCS INC	CL A	638612101	546	12,394	X
NAVTEQ CORP	COM	63936L100	1,085	24,282	X
NETWORK APPLIANCE INC	COM	64120L104	8,031	227,509	X
NEUSTAR INC	CL A	64126X201	550	16,305	X
NEW CENTURY FINANCIAL CORP M	COM	6435EV108	327	7,153	X
NEW PLAN EXCEL RLTY TR INC	COM	648053106	391	15,842	X
NEW YORK CMNTY BANCORP INC	COM	649445103	745	45,133	X
NEW YORK TIMES CO	CL A	650111107	504	20,520	X
NEWELL RUBBERMAID INC	COM	651229106	1,594	61,724	X
NEWFIELD EXPL CO	COM	651290108	953	19,475	X
NEWMONT MINING CORP	COM	651639106	10,993	207,691	X
NEWS CORP	CL A	65248E104	12,189	635,520	X
NICOR INC	COM	654086107	452	10,900	X
NIKE INC	CL B	654106103	14,722	181,747	X
NISOURCE INC	COM	65473P105	930	42,580	X
NOKIA CORP	SPONSORED ADR	654902204	1,011	49,900	X
NOBLE ENERGY INC	COM	655044105	1,256	26,798	X
NORDSTROM INC	COM	655664100	4,248	116,375	X
NORFOLK SOUTHERN CORP	COM	655844108	9,514	178,772	X
NORTEL NETWORKS CORP NEW NORTH FORK	COM	656568102	1,148	512,300	X
NORTEL NETWORKS CORP NEW NORTH FORK BANCORPORATION NY	COM	659424105	2,528	83,799	X
NORTHEAST UTILS	COM	664397106	482	23,296	X
NORTHERN TR CORP	COM	665859104	3,097	56,006	X
NORTHROP GRUMMAN CORP	COM	666807102	14,372	224,359	X
NOVELL INC	COM	670006105	341	51,471	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NOVELLUS SYS INC	COM	670008101	613	24,819	X
NSTAR	COM	67019E107	1,649	57,660	X
NUCOR CORP	COM	670346105	8,942	164,829	X
NVIDIA CORP	COM	67066G104	2,152	101,067	X
NUTRI SYS INC NEW	COM	67069D108	521	8,386	X
OGE ENERGY CORP	COM	670837103	712	20,324	X
NUVEEN INVTS INC	CL A	67090F106	889	20,642	X
OSI RESTAURANT PARTNERS INC	COM	67104A101	560	16,191	X
OCCIDENTAL PETE CORP DEL	COM	674599105	40,214	392,138	X
OCEANEERING INTL INC	COM	675232102	643	14,034	X
OFFICEMAX INC DEL	COM	67622P101	602	14,775	X
OFFICE DEPOT INC	COM	676220106	4,191	110,290	X
OLD REP INTL CORP	COM	680223104	1,092	51,100	X
OMNICARE INC	COM	681904108	2,072	43,693	X
OMNICOM GROUP INC	COM	681919106	9,265	103,994	X

13

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) INSTR.	(C) SHAR V OTH
ONEOK INC NEW	COM	682680103	2,087	61,298	X		
ORACLE CORP	COM	68389X105	34,097	2,353,130	X		
O REILLY AUTOMOTIVE INC	COM	686091109	2,618	83,946	X		
OSHKOSH TRUCK CORP	COM	688239201	3,013	63,414	X		
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	2,314	39,120	X		
OWENS ILL INC	COM NEW	690768403	671	40,018	X		
PDL BIOPHARMA INC	COM	69329Y104	550	29,889	X		
PG&E CORP	COM	69331C108	7,561	192,490	X		
PMC-SIERRA INC	COM	69344F106	513	54,614	X		
PMI GROUP INC	COM	69344M101	1,255	28,142	X		
PNC FINL SVCS GROUP INC	COM	693475105	4,535	64,623	X		
PPG INDS INC	COM	693506107	4,187	63,443	X		
PPL CORP	COM	69351T106	7,525	232,969	X		
PACCAR INC	COM	693718108	6,379	77,429	X		
PACKAGING CORP AMER	COM	695156109	467	21,223	X		
PACTIV CORP	COM	695257105	1,138	45,980	X		
PALL CORP	COM	696429307	2,396	85,580	X		
PAN PACIFIC RETAIL PPTYS INC	COM	69806L104	493	7,102	X		
PANAMSAT HLDG CORP	COM	69831Y105	259	10,381	X		
PANERA BREAD CO	CL A	69840W108	527	7,836	X		
PARKER HANNIFIN CORP	COM	701094104	2,148	27,681	X		
PATTERSON COMPANIES INC	COM	703395103	1,576	45,129	X		
PATTERSON UTI ENERGY INC	COM	703481101	1,687	59,590	X		
PAYCHEX INC	COM	704326107	5,688	145,914	X		
PEABODY ENERGY CORP	COM	704549104	7,059	126,620	X		
PEDIATRIX MED GROUP	COM	705324101	574	12,667	X		
PENN NATL GAMING INC	COM	707569109	732	18,883	X		
PENNEY J C INC	COM	708160106	9,138	135,352	X		
PENTAIR INC	COM	709631105	2,023	59,177	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PEOPLES BK BRIDGEPORT CONN	COM	710198102	1,135	34,545	X
PEPCO HOLDINGS INC	COM	713291102	680	28,842	X
PEPSI BOTTLING GROUP INC	COM	713409100	2,390	74,348	X
PEPSIAMERICAS INC	COM	71343P200	2,800	126,655	X
PEPSICO INC	COM	713448108	53,536	891,675	X
PERKINELMER INC	COM	714046109	1,396	66,771	X
PETSMART INC	COM	716768106	936	36,575	X
PFIZER INC	COM	717081103	91,042	3,879,099	X
PHARMACEUTICAL PROD DEV INC	COM	717124101	2,495	71,041	X
PHELPS DODGE CORP	COM	717265102	6,286	76,504	X
PHILADELPHIA CONS HLDG CORP	COM	717528103	405	13,339	X
PILGRIMS PRIDE CORP	COM	721467108	1,850	71,700	X
PINNACLE WEST CAP CORP	COM	723484101	3,380	84,693	X
PIONEER NAT RES CO	COM	723787107	907	19,538	X
PITNEY BOWES INC	COM	724479100	3,743	90,628	X
PLAINS EXPL& PRODTN CO	COM	726505100	833	20,541	X
PLANTRONICS INC NEW	COM	727493108	431	19,400	X
PLUM CREEK TIMBER CO INC	COM	729251108	992	27,936	X
POGO PRODUCING CO	COM	730448107	437	9,469	X
POLO RALPH LAUREN CORP	CL A	731572103	2,254	41,054	X
POOL CORPORATION	COM	73278L105	603	13,821	X
POPULAR INC	COM	733174106	1,370	71,337	X
PRAXAIR INC	COM	74005P104	8,803	163,015	X
PRECISION CASTPARTS CORP	COM	740189105	14,540	243,308	X
PRICE T ROWE GROUP INC	COM	74144T108	3,786	100,138	X

14

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6:		
					INV. DISCRETION (A)	DISCRETION (B)	SHARED (C)
					SOLE INSTR.	AS DEF. SHAR	V OTHER
PRIDE INTL INC DEL PRINCIPAL FINANCIAL GROUP IN	COM	74153Q102	1,215	38,918	X		
PROCTER & GAMBLE CO	COM	74251V102	6,860	123,270	X		
PROGRESS ENERGY INC	COM	742718109	97,167	1,747,612	X		
PROGRESSIVE CORP OHIO	COM	743263105	1,708	39,840	X		
PROLOGIS	SH BEN INT	743315103	6,547	254,650	X		
PROLOGIS	SH BEN INT	743410102	1,930	37,031	X		
PROTECTIVE LIFE CORP	COM	743674103	1,376	29,506	X		
PRUDENTIAL FINL INC	COM	743674103	1,376	29,506	X		
PRUDENTIAL FINL INC	COM	744320102	19,297	248,350	X		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,431	82,136	X		
PUBLIC STORAGE INC	COM	74460D109	3,568	47,008	X		
PUGET ENERGY INC NEW	COM	745310102	377	17,548	X		
PULTE HOMES INC	COM	745867101	3,801	132,029	X		
QLOGIC CORP	COM	747277101	1,267	73,476	X		
QUALCOMM INC	COM	747525103	47,366	1,182,081	X		
QUANTA SVCS INC	COM	74762E102	380	21,943	X		
QUEST DIAGNOSTICS INC	COM	74834L100	7,019	117,147	X		
QUESTAR CORP	COM	748356102	8,223	102,167	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

QUICKSILVER RESOURCES INC	COM	74837R104	600	16,296	X
QWEST COMMUNICATIONS					
INTL IN	COM	749121109	3,992	493,491	X
R H DONNELLEY CORP	COM NEW	74955W307	418	7,723	X
RPM INTL INC	COM	749685103	589	32,749	X
RADIAN GROUP INC	COM	750236101	6,102	98,772	X
RADIOSHACK CORP	COM	750438103	481	34,356	X
RAMBUS INC DEL	COM	750917106	501	21,981	X
RANGE RES CORP	COM	75281A109	978	35,966	X
RAYMOND JAMES FINANCIAL					
INC	COM	754730109	415	13,702	X
RAYONIER INC	COM	754907103	1,228	32,386	X
RAYTHEON CO	COM NEW	755111507	6,245	140,108	X
RECKSON ASSOCS RLTY CORP	COM	75621K106	522	12,611	X
RED HAT INC	COM	756577102	1,198	51,180	X
REGAL ENTMT GROUP	CL A	758766109	335	16,466	X
REGENCY CTRS CORP	COM	758849103	645	10,377	X
REGIONS FINANCIAL CORP					
NEW	COM	7591EP100	5,043	152,261	X
REINSURANCE GROUP AMER					
INC	COM	759351109	231	4,697	X
RELIANCE STEEL &					
ALUMINUM CO	COM	759509102	413	4,983	X
RELIANT ENERGY INC	COM	75952B105	692	57,725	X
REPUBLIC SVCS INC	COM	760759100	2,739	67,897	X
RESMED INC	COM	761152107	922	19,631	X
RESPIRONICS INC	COM	761230101	1,748	51,075	X
REYNOLDS & REYNOLDS CO	CL A	761695105	1,683	54,876	X
REYNOLDS AMERICAN INC	COM	761713106	4,788	41,523	X
RITE AID CORP	COM	767754104	340	80,108	X
ROBERT HALF INTL INC	COM	770323103	1,785	42,496	X
ROCKWELL AUTOMATION INC	COM	773903109	6,096	84,661	X
ROCKWELL COLLINS INC	COM	774341101	6,332	113,333	X
ROHM & HAAS CO	COM	775371107	2,411	48,099	X
ROPER INDS INC NEW	COM	776696106	3,303	70,663	X
ROSS STORES INC	COM	778296103	1,051	37,482	X
ROWAN COS INC	COM	779382100	1,030	28,938	X
RYDER SYS INC	COM	783549108	540	9,245	X
RYLAND GROUP INC	COM	783764103	1,181	27,111	X
SBA COMMUNICATIONS CORP	COM	78388J106	704	26,914	X
SEI INVESTMENTS CO	COM	784117103	2,058	42,108	X
SL GREEN RLTY CORP	COM	78440X101	1,234	11,276	X

15

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHAR SOLE INSTR. V OTHE
SLM CORP	COM	78442P106	11,654	220,219	X
SPX CORP	COM	784635104	1,223	21,866	X
SABRE HLDGS CORP	CL A	785905100	795	36,136	X
SAFECO CORP	COM	786429100	1,019	18,075	X
SAFeway INC	COM NEW	786514208	3,558	136,848	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ST JOE CO	COM	790148100	2,190	47,049	X
ST JUDE MED INC	COM	790849103	9,469	292,065	X
ST MARY LD & EXPL CO	COM	792228108	601	14,925	X
ST PAUL TRAVELERS INC	COM	792860108	6,407	143,714	X
SAKS INC	COM	79377W108	333	20,601	X
SALESFORCE COM INC	COM	79466L302	587	22,025	X
SANDISK CORP	COM	80004C101	5,558	109,023	X
SANMINA SCI CORP	COM	800907107	741	161,036	X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	1,024	19,500	X
SARA LEE CORP	COM	803111103	4,768	297,647	X
SCANA CORP NEW	COM	80589M102	2,650	68,694	X
SCHEIN HENRY INC	COM	806407102	1,802	38,558	X
SCHERING PLOUGH CORP	COM	806605101	13,885	729,654	X
SCHLUMBERGER LTD	COM	806857108	326	5,000	X
SCHWAB CHARLES CORP NEW	COM	808513105	6,157	385,280	X