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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
August 13, 2008

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, 2008

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: 1 Verizon Way, Building 7, 1st Floor South  
Basking Ridge, New Jersey 07920

Form 13F File Number: 028-04063

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: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik	Basking Ridge, New Jersey	8/12/2008
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

- 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).)
- 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).)

Form 13F SUMMARY PAGE

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Report summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 884  
 Form 13F Information Table Value Total: 4,074,151  
 (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

VERIZON INVESTMENT MANAGEMENT CORP.  
 FORM 13F-SOLE INSTR V. NONE AUTHORITY  
 30-Jun-08

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 AS DEF.	(B) SHARED INSTR. V	(C) SHARED OTHER
ACE LTD	ORD	G0070K103	2,778	50,432			
AMDOCS LTD	ORD	G02602103	573	19,469			
AXIS CAPITAL HOLDINGS	SHS	G0692U109	344	11,542			
ACCENTURE LTD BERMUDA	CL A	G1150G111	3,997	98,170			
BUNGE LIMITED	COM	G16962105	670	6,225			
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	536	5,919			
COOPER INDS LTD	CL A	G24182100	3,070	77,729			
COVIDIEN LTD	COM	G2552X108	1,225	25,586			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	560	18,174			
EVEREST RE GROUP LTD	COM	G3223R108	253	3,172			
FOSTER WHEELER LTD	SHS NEW	G36535139	1,733	23,694			
FRONTLINE LTD	SHS	G3682E127	559	8,006			
GARMIN LTD	ORD	G37260109	902	21,057			
HERBALIFE LTD	COM USD SHS	G4412G101	415	10,703			
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2,611	69,749			
INVESCO LTD	SHS	G491BT108	609	25,386			
LAZARD LTD	SHS A	G54050102	290	8,505			
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,092	118,476			
MF GLOBAL LTD	SHS	G60642108	64	10,068			
NABORS INDUSTRIES LTD	SHS	G6359F103	1,389	28,209			
NOBLE CORPORATION	SHS	G65422100	7,253	111,656			
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	271	6,229			
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,186	26,550			
SEAGATE TECHNOLOGY	SHS	G7945J104	983	51,371			
UTI WORLDWIDE INC	ORD	G87210103	305	15,277			
TRANSOCEAN INC NEW	SHS	G90073100	16,334	107,184			
TYCO INTL LTD BERMUDA	SHS	G9143X208	5,775	144,233			
TYCO ELECTRONICS LTD	COM NEW	G9144P105	877	24,483			
WARNER CHILCOTT LIMITED	COM CL A	G9435N108	256	15,088			

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WEATHERFORD INTERNATIONAL LT	COM	G95089101	7,939	160,085
XL CAP LTD	CL A	G98255105	513	24,948
UBS AG	SHS NEW	H89231338	672	32,544
CNH GLOBAL N V	SHS NEW	N20935206	263	7,748
AFLAC INC	COM	001055102	8,477	134,977
AGCO CORP	COM	001084102	641	12,234
AES CORP	COM	00130H105	3,701	192,657
AK STL HLDG CORP	COM	001547108	1,270	18,412
AMB PROPERTY CORP	COM	00163T109	253	5,018

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					(A) SOLE	(B) INSTR. V	(C) SHARED AS DEF. SHARED OTHER
AMR CORP	COM	001765106	253	49,371			
AT&T INC	COM	00206R102	59,568	1,768,110			
ABBOTT LABS	COM	002824100	29,405	555,128			
ABERCROMBIE & FITCH CO	CL A	002896207	1,463	23,348			
ACTIVISION INC NEW	COM NEW	004930202	1,662	48,778			
ADOBE SYS INC	COM	00724F101	12,724	323,035			
ADVANCE AUTO PARTS INC	COM	00751Y106	608	15,662			
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	502	15,439			
ADVANCED MICRO DEVICES INC	COM	007903107	742	127,209			
AETNA INC NEW	COM	00817Y108	7,165	176,791			
AFFILIATED COMPUTER SERVICES	CL A	008190100	749	13,995			
AFFILIATED MANAGERS GROUP	COM	008252108	606	6,729			
AGILENT TECHNOLOGIES INC	COM	00846U101	2,133	60,004			
AGILYSYS INC	COM	00847J105	351	30,995			
AIR PRODS & CHEMS INC	COM	009158106	8,272	83,675			
AIRGAS INC	COM	009363102	1,742	29,829			
AKAMAI TECHNOLOGIES INC	COM	00971T101	1,741	50,053			
ALBEMARLE CORP	COM	012653101	2,408	60,328			
ALBERTO CULVER CO NEW	COM	013078100	508	19,327			
ALCOA INC	COM	013817101	11,120	312,186			
ALLEGHANY CORP DEL	COM	017175100	3,899	11,741			
ALLEGHENY ENERGY INC	COM	017361106	3,566	71,159			
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	2,016	34,011			
ALLERGAN INC	COM	018490102	4,468	85,844			
ALLIANCE DATA SYSTEMS CORP	COM	018581108	737	13,034			
ALLIANT TECHSYSTEMS INC	COM	018804104	336	3,301			
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	246	19,491			
ALLSTATE CORP	COM	020002101	4,975	109,131			
ALPHA NATURAL RESOURCES INC	COM	02076X102	1,205	11,556			
ALTERA CORP	COM	021441100	2,318	111,989			
ALTRIA GROUP INC	COM	02209S103	14,459	703,274			
AMAZON COM INC	COM	023135106	13,354	182,111			
AMBAC FINL GROUP INC	COM	023139108	182	135,647			
AMEREN CORP	COM	023608102	453	10,728			
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1,196	22,666			
AMERICAN CAPITAL STRATEGIES	COM	024937104	247	10,391			
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	421	30,895			

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AMERICAN ELEC PWR INC COM 025537101 6,097 151,566

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AMERICAN EXPRESS CO	COM	025816109	13,431	356,556			
AMERICAN INTL GROUP INC	COM	026874107	16,859	637,161			
AMERICAN TOWER CORP	CL A	029912201	6,020	142,493			
AMERISOURCEBERGEN CORP	COM	03073E105	5,898	147,479			
AMERIPRISE FINL INC	COM	03076C106	463	11,378			
AMETEK INC NEW	COM	031100100	3,796	80,399			
AMGEN INC	COM	031162100	17,373	368,388			
AMPCO-PITTSBURGH CORP	COM	032037103	276	6,199			
AMPHENOL CORP NEW	CL A	032095101	1,294	28,826			
AMYLIN PHARMACEUTICALS INC	COM	032346108	572	22,531			
ANADARKO PETE CORP	COM	032511107	14,705	196,486			
ANALOG DEVICES INC	COM	032654105	2,295	72,223			
ANHEUSER BUSCH COS INC	COM	035229103	13,236	213,064			
ANNALY CAP MGMT INC	COM	035710409	427	27,538			
ANNTAYLOR STORES CORP	COM	036115103	510	21,296			
ANSYS INC	COM	03662Q105	607	12,891			
AON CORP	COM	037389103	703	15,300			
APACHE CORP	COM	037411105	13,852	99,655			
APARTMENT INVT & MGMT CO	CL A	03748R101	815	23,922			
APOLLO GROUP INC	CL A	037604105	984	22,238			
APPLE INC	COM	037833100	53,996	322,477			
APPLERA CORP	COM AP BIO GRP	038020103	3,004	89,715			
APPLIED MATLS INC	COM	038222105	7,104	372,152			
APTARGROUP INC	COM	038336103	206	4,914			
ARCH COAL INC	COM	039380100	1,778	23,692			
ARCHER DANIELS MIDLAND CO	COM	039483102	12,660	375,110			
ARROW ELECTRS INC	COM	042735100	1,327	43,209			
ASSURANT INC	COM	04621X108	7,141	108,268			
ATMEL CORP	COM	049513104	353	101,478			
ATWOOD OCEANICS INC	COM	050095108	571	4,594			
AUTODESK INC	COM	052769106	2,696	79,732			
AUTOMATIC DATA PROCESSING IN	COM	053015103	9,270	221,237			
AUTOZONE INC	COM	053332102	2,444	20,198			
AVALONBAY CMNTYS INC	COM	053484101	10,370	116,305			
AVERY DENNISON CORP	COM	053611109	920	20,951			
AVNET INC	COM	053807103	2,783	102,012			
AVON PRODS INC	COM	054303102	2,527	70,148			
BB&T CORP	COM	054937107	638	28,008			

ITEM 1: ITEM 2: ITEM 3: ITEM 4: ITEM 5: ITEM 6:

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					SOLE	INSTR. V	SHARED AS DEF. SHARED OTHER
BJ SVCS CO	COM	055482103	481	15,051			
BOK FINL CORP	COM NEW	05561Q201	1,915	35,828			
BP PLC	SPONSORED ADR	055622104	1,078	15,498			
BMC SOFTWARE INC	COM	055921100	2,525	70,140			
BAKER HUGHES INC	COM	057224107	9,282	106,275			
BALL CORP	COM	058498106	2,072	43,406			
BANK OF AMERICA CORPORATION	COM	060505104	31,469	1,318,343			
BANK OF NEW YORK MELLON CORP	COM	064058100	11,324	299,331			
BARD C R INC	COM	067383109	4,831	54,931			
BARR PHARMACEUTICALS INC	COM	068306109	413	9,155			
BAXTER INTL INC	COM	071813109	11,639	182,026			
BE AEROSPACE INC	COM	073302101	339	14,562			
BECKMAN COULTER INC	COM	075811109	606	8,968			
BECTON DICKINSON & CO	COM	075887109	14,626	179,899			
BED BATH & BEYOND INC	COM	075896100	1,793	63,793			
BERKLEY W R CORP	COM	084423102	1,981	81,977			
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	550	137			
BEST BUY INC	COM	086516101	6,443	162,694			
BIG LOTS INC	COM	089302103	418	13,375			
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	469	16,199			
BIOGEN IDEC INC	COM	09062X103	7,647	136,829			
BLACK & DECKER CORP	COM	091797100	2,195	38,163			
BLACKROCK INC	COM	09247X101	2,196	12,405			
BLOCK H & R INC	COM	093671105	1,145	53,482			
BOEING CO	COM	097023105	19,119	290,912			
BORGWARNER INC	COM	099724106	1,179	26,561			
BOSTON PROPERTIES INC	COM	101121101	2,650	29,376			
BOSTON SCIENTIFIC CORP	COM	101137107	1,077	87,639			
BRINKER INTL INC	COM	109641100	607	32,142			
BRINKS CO	COM	109696104	979	14,972			
BRISTOL MYERS SQUIBB CO	COM	110122108	11,875	578,409			
BROADCOM CORP	CL A	111320107	5,418	198,547			
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	786	37,325			
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	208	25,262			
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1,600	49,166			
BROWN FORMAN CORP	CL B	115637209	848	11,223			
BUCYRUS INTL INC NEW	COM	118759109	899	12,308			
BURGER KING HLDGS INC	COM	121208201	353	13,184			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:			ITEM 6:
							INV. DISCRETION
							(A) (B) (C)

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BURLINGTON NORTHN SANTA FE C	COM	12189T104	11,785	117,976
CBS CORP NEW	CL B	124857202	3,888	199,486
CB RICHARD ELLIS GROUP INC	CL A	12497T101	413	21,499
CF INDS HLDGS INC	COM	125269100	1,416	9,267
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,549	101,184
CIGNA CORP	COM	125509109	1,488	42,046
CIT GROUP INC	COM	125581108	230	33,847
CME GROUP INC	COM	12572Q105	7,355	19,193
CMS ENERGY CORP	COM	125896100	1,096	73,530
CSX CORP	COM	126408103	11,423	181,873
CTC MEDIA INC	COM	12642X106	213	8,654
CTS CORP	COM	126501105	156	15,498
CVS CAREMARK CORPORATION	COM	126650100	25,828	652,728
CA INC	COM	12673P105	933	40,415
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,362	104,518
CABOT OIL & GAS CORP	COM	127097103	681	10,048
CADENCE DESIGN SYSTEM INC	COM	127387108	916	90,695
CALPINE CORP	COM NEW	131347304	1,313	58,187
CAMDEN PPTY TR	SH BEN INT	133131102	289	6,529
CAMERON INTERNATIONAL CORP	COM	13342B105	5,755	103,969
CAMPBELL SOUP CO	COM	134429109	2,735	81,735
CAPITAL ONE FINL CORP	COM	14040H105	2,961	77,910
CARDINAL HEALTH INC	COM	14149Y108	2,501	48,483
CARLISLE COS INC	COM	142339100	429	14,783
CARMAX INC	COM	143130102	510	35,944
CARNIVAL CORP	PAIRED CTF	143658300	1,068	32,408
CATERPILLAR INC DEL	COM	149123101	15,216	206,128
CELANESE CORP DEL	COM SER A	150870103	3,402	74,505
CELGENE CORP	COM	151020104	8,134	127,359
CENTERPOINT ENERGY INC	COM	15189T107	1,269	79,065
CENTEX CORP	COM	152312104	294	22,011
CENTRAL EUROPEAN DIST CORP	COM	153435102	460	6,209
CENTURY ALUM CO	COM	156431108	210	3,157
CENTURYTEL INC	COM	156700106	3,377	94,885
CEPHALON INC	COM	156708109	743	11,136
CERNER CORP	COM	156782104	502	11,111
CHARLES RIV LABS INTL INC	COM	159864107	447	6,989
CHEMTURA CORP	COM	163893100	85	14,625

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CHESAPEAKE ENERGY CORP	COM	165167107	3,439	52,138			
CHEVRON CORP NEW	COM	166764100	66,150	667,303			
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	448	5,420			
CHOICEPOINT INC	COM	170388102	487	10,110			
CHUBB CORP	COM	171232101	9,227	188,278			
CHURCH & DWIGHT INC	COM	171340102	1,222	21,678			
CIENA CORP	COM NEW	171779309	332	14,309			

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CIMAREX ENERGY CO	COM	171798101	296	4,243
CIRCUIT CITY STORE INC	COM	172737108	56	19,380
CISCO SYS INC	COM	17275R102	55,055	2,366,934
CITADEL BROADCASTING CORP	COM	17285T106	36	29,851
CITIGROUP INC	COM	172967101	26,185	1,562,337
CITIZENS COMMUNICATIONS CO	COM	17453B101	281	24,749
CITRIX SYS INC	COM	177376100	887	30,168
CLARCOR INC	COM	179895107	898	25,571
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	3,460	98,305
CLEARWIRE CORP	CL A	185385309	133	10,229
CLEVELAND CLIFFS INC	COM	185896107	1,773	14,875
CLOROX CO DEL	COM	189054109	620	11,877
COACH INC	COM	189754104	5,020	173,830
COCA COLA CO	COM	191216100	44,962	864,982
COCA COLA ENTERPRISES INC	COM	191219104	282	16,308
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4,456	137,075
COLGATE PALMOLIVE CO	COM	194162103	14,103	204,100
COMCAST CORP NEW	CL A	20030N101	11,689	616,200
COMMERCIAL METALS CO	COM	201723103	2,576	68,317
COMMSCOPE INC	COM	203372107	606	11,481
COMMUNITY HEALTH SYS INC NEW	COM	203668108	243	7,378
COMPUTER SCIENCES CORP	COM	205363104	6,265	133,754
COMPUWARE CORP	COM	205638109	294	30,781
CONAGRA FOODS INC	COM	205887102	482	24,975
CONOCOPHILLIPS	COM	20825C104	57,522	609,413
CONSOL ENERGY INC	COM	20854P109	6,396	56,920
CONSOLIDATED EDISON INC	COM	209115104	1,077	27,547
CONSTELLATION BRANDS INC	CL A	21036P108	2,416	121,668
CONSTELLATION ENERGY GROUP I	COM	210371100	7,219	87,924
CONTINENTAL RESOURCES INC	COM	212015101	339	4,891
CONVERGYS CORP	COM	212485106	1,328	89,396

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COPART INC	COM	217204106	471	11,003			
CORN PRODS INTL INC	COM	219023108	1,709	34,792			
CORNING INC	COM	219350105	14,736	639,310			
CORPORATE EXECUTIVE BRD CO	COM	21988R102	1,046	24,866			
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	520	18,937			
COSTCO WHSL CORP NEW	COM	22160K105	13,088	186,599			
COUNTRYWIDE FINANCIAL CORP	COM	222372104	292	68,619			
COVANCE INC	COM	222816100	3,663	42,585			
COVANTA HLDG CORP	COM	22282E102	587	21,977			
COVENTRY HEALTH CARE INC	COM	222862104	1,237	40,655			
CRANE CO	COM	224399105	1,452	37,690			
CREE INC	COM	225447101	200	8,783			
CROWN CASTLE INTL CORP	COM	228227104	7,773	200,708			
CROWN HOLDINGS INC	COM	228368106	686	26,382			
CUMMINS INC	COM	231021106	4,449	67,907			

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CURTISS WRIGHT CORP	COM	231561101	1,432	32,003
CYPRESS SEMICONDUCTOR CORP	COM	232806109	613	24,749
DPL INC	COM	233293109	691	26,181
D R HORTON INC	COM	23331A109	576	53,080
DST SYS INC DEL	COM	233326107	1,052	19,116
DTE ENERGY CO	COM	233331107	1,571	37,017
DANAHER CORP DEL	COM	235851102	5,782	74,800
DARDEN RESTAURANTS INC	COM	237194105	4,697	147,068
DAVITA INC	COM	23918K108	1,462	27,511
DEAN FOODS CO NEW	COM	242370104	371	18,913
DEERE & CO	COM	244199105	10,721	148,638
DEL MONTE FOODS CO	COM	24522P103	72	10,104
DELL INC	COM	24702R101	15,762	720,389
DELTA AIR LINES INC DEL	COM NEW	247361702	233	40,877
DENBURY RES INC	COM NEW	247916208	1,476	40,435
DENTSPLY INTL INC NEW	COM	249030107	900	24,465
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1,624	46,799
DEVON ENERGY CORP NEW	COM	25179M103	25,639	213,377
DEVRY INC DEL	COM	251893103	540	10,071
DIAGEO P L C	SPON ADR NEW	25243Q205	1,145	15,498
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	2,848	20,466
DICKS SPORTING GOODS INC	COM	253393102	652	36,727
DIEBOLD INC	COM	253651103	341	9,593

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DIGITAL RLTY TR INC	COM	253868103	347	8,470			
DILLARDS INC	CL A	254067101	197	16,984			
DIRECTV GROUP INC	COM	25459L106	4,836	186,634			
DISCOVERY HOLDING CO	CL A COM	25468Y107	316	14,405			
DISNEY WALT CO	COM DISNEY	254687106	19,399	621,771			
DISH NETWORK CORP	CL A	25470M109	982	33,524			
DISCOVER FINL SVCS	COM	254709108	834	63,294			
DOLBY LABORATORIES INC	COM	25659T107	334	8,290			
DOLLAR TREE INC	COM	256746108	484	14,792			
DOMINION RES INC VA NEW	COM	25746U109	10,483	220,750			
DOMTAR CORP	COM	257559104	374	68,688			
DONALDSON INC	COM	257651109	3,068	68,721			
DONNELLEY R R & SONS CO	COM	257867101	1,350	45,469			
DOVER CORP	COM	260003108	1,376	28,450			
DOW CHEM CO	COM	260543103	9,807	280,930			
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	272	12,983			
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	391	13,133			
DRESSER-RAND GROUP INC	COM	261608103	553	14,137			
DU PONT E I DE NEMOURS & CO	COM	263534109	11,391	265,596			
DUKE ENERGY CORP NEW	COM	26441C105	7,727	444,566			
DUN & BRADSTREET CORP DEL NE	COM	26483E100	4,573	52,182			
DYNEGY INC DEL	CL A	26817G102	285	33,340			
E M C CORP MASS	COM	268648102	5,196	353,697			



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ENSCO INTL INC	COM	26874Q100	5,529	68,483
EOG RES INC	COM	26875P101	8,284	63,137
E TRADE FINANCIAL CORP	COM	269246104	94	29,955
EASTMAN CHEM CO	COM	277432100	2,025	29,412
EASTMAN KODAK CO	COM	277461109	213	14,761
EATON CORP	COM	278058102	4,572	53,806
EATON VANCE CORP	COM NON VTG	278265103	670	16,842
EBAY INC	COM	278642103	12,879	471,225
ECOLAB INC	COM	278865100	2,388	55,558
EDISON INTL	COM	281020107	2,245	43,699
EDWARDS LIFESCIENCES CORP	COM	28176E108	559	9,017
EL PASO CORP	COM	28336L109	1,466	67,455
ELECTRONIC ARTS INC	COM	285512109	3,014	67,838
ELECTRONIC DATA SYS NEW	COM	285661104	2,513	101,971
EMBARQ CORP	COM	29078E105	2,267	47,962

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. V	(C) SHARED AS DEF. SHARED OTHER
EMERSON ELEC CO	COM	291011104	15,302	309,439			
ENCORE ACQUISITION CO	COM	29255W100	319	4,249			
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	3,133	129,497			
ENERGEN CORP	COM	29265N108	3,768	48,287			
ENERGY CONVERSION DEVICES IN	COM	292659109	856	11,623			
ENERGY EAST CORP	COM	29266M109	200	8,107			
ENERGIZER HLDGS INC	COM	29266R108	2,263	30,956			
ENTERGY CORP NEW	COM	29364G103	16,155	134,091			
EQUIFAX INC	COM	294429105	1,992	59,257			
EQUINIX INC	COM NEW	29444U502	479	5,374			
EQUITABLE RES INC	COM	294549100	1,486	21,511			
EQUITY RESIDENTIAL	SH BEN INT	29476L107	530	13,855			
ESSEX PPTY TR INC	COM	297178105	206	1,934			
EXELON CORP	COM	30161N101	14,587	162,148			
EXPEDIA INC DEL	COM	30212P105	1,041	56,633			
EXPEDITORS INTL WASH INC	COM	302130109	4,096	95,245			
EXPRESS SCRIPTS INC	COM	302182100	9,460	150,826			
EXTERRAN HLDGS INC	COM	30225X103	240	3,361			
EXXON MOBIL CORP	COM	30231G102	150,508	1,707,791			
FLIR SYS INC	COM	302445101	916	22,571			
FMC TECHNOLOGIES INC	COM	30249U101	4,790	62,260			
F M C CORP	COM NEW	302491303	551	7,109			
FPL GROUP INC	COM	302571104	2,133	32,526			
FTD GROUP INC	COM	30267U108	618	46,337			
FTI CONSULTING INC	COM	302941109	564	8,243			
FACTSET RESH SYS INC	COM	303075105	396	7,019			
FAIRPOINT COMMUNICATIONS INC	COM	305560104	88	12,172			
FAMILY DLR STORES INC	COM	307000109	662	33,184			
FASTENAL CO	COM	311900104	916	21,227			
FEDERAL HOME LN MTG CORP	COM	313400301	5,245	319,814			
FEDERAL NATL MTG ASSN	COM	313586109	5,950	304,975			

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FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	343	4,967
FEDERATED INVS INC PA	CL B	314211103	494	14,344
FEDEX CORP	COM	31428X106	8,234	104,505
F5 NETWORKS INC	COM	315616102	383	13,462
FIDELITY NATL INFORMATION SV	COM	31620M106	554	15,005
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	431	34,201
FIFTH THIRD BANCORP	COM	316773100	735	72,229

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 INSTR.	(B) SHARED AS DEF. V	(C) SHARED OTHER
FIRST HORIZON NATL CORP	COM	320517105	74	10,027			
FIRST SOLAR INC	COM	336433107	2,003	7,341			
FISERV INC	COM	337738108	2,434	53,646			
FIRSTENERGY CORP	COM	337932107	10,035	121,888			
FLUOR CORP NEW	COM	343412102	3,677	19,759			
FLOWERVE CORP	COM	34354P105	2,986	21,845			
FOOT LOCKER INC	COM	344849104	207	16,590			
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,748	363,441			
FOREST CITY ENTERPRISES INC	CL A	345550107	393	12,199			
FOREST LABS INC	COM	345838106	3,112	89,593			
FOREST OIL CORP	COM PAR \$0.01	346091705	339	4,545			
FORTUNE BRANDS INC	COM	349631101	781	12,520			
FOUNDATION COAL HLDGS INC	COM	35039W100	1,470	16,594			
FRANKLIN RES INC	COM	354613101	8,332	90,906			
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	14,682	125,283			
FRONTIER OIL CORP	COM	35914P105	1,685	70,480			
GATX CORP	COM	361448103	682	15,393			
GAMESTOP CORP NEW	CL A	36467W109	1,084	26,836			
GANNETT INC	COM	364730101	1,477	68,170			
GAP INC DEL	COM	364760108	1,580	94,762			
GARDNER DENVER INC	COM	365558105	813	14,311			
GEN-PROBE INC NEW	COM	36866T103	422	8,877			
GENENTECH INC	COM NEW	368710406	24,604	324,164			
GENERAL CABLE CORP DEL NEW	COM	369300108	528	8,670			
GENERAL DYNAMICS CORP	COM	369550108	12,108	143,804			
GENERAL ELECTRIC CO	COM	369604103	73,599	2,757,545			
GENERAL GROWTH PPTYS INC	COM	370021107	881	25,141			
GENERAL MLS INC	COM	370334104	10,987	180,801			
GENERAL MTRS CORP	COM	370442105	1,106	96,158			
GENTEX CORP	COM	371901109	339	23,473			
GENUINE PARTS CO	COM	372460105	1,040	26,212			
GENWORTH FINL INC	COM CL A	37247D106	2,808	157,688			
GENZYME CORP	COM	372917104	4,318	60,066			
GILEAD SCIENCES INC	COM	375558103	22,042	416,275			
GLOBAL INDS LTD	COM	379336100	255	14,227			
GLOBAL PMTS INC	COM	37940X102	8,466	181,669			
GOLDMAN SACHS GROUP INC	COM	38141G104	29,559	169,008			
GOODRICH CORP	COM	382388106	1,711	36,057			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INV. DISCRETION		
					(A)	(B)	(C)
					PENSION FAIR	SHARES OR	SHARED
					MARKET	PRINCIPAL	AS DEF. SHARED
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR.	V	OTHER
GOODYEAR TIRE & RUBR CO	COM	382550101	1,375	77,093			
GOOGLE INC	CL A	38259P508	53,387	101,416			
GRACO INC	COM	384109104	674	17,704			
GRAINGER W W INC	COM	384802104	1,726	21,099			
GREIF INC	CL A	397624107	351	5,477			
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,098	46,493			
GUESS INC	COM	401617105	371	9,915			
HCP INC	COM	40414L109	482	15,167			
HLTH CORPORATION	COM	40422Y101	174	15,365			
HRPT PPTYS TR	COM SH BEN INT	40426W101	78	11,546			
HALLIBURTON CO	COM	406216101	15,193	286,287			
HANESBRANDS INC	COM	410345102	420	15,463			
HANSEN NAT CORP	COM	411310105	343	11,899			
HARLEY DAVIDSON INC	COM	412822108	4,494	123,926			
HARMAN INTL INDS INC	COM	413086109	327	7,891			
HARRIS CORP DEL	COM	413875105	1,859	36,811			
HARSCO CORP	COM	415864107	754	13,851			
HARTFORD FINL SVCS GROUP INC	COM	416515104	9,869	152,835			
HASBRO INC	COM	418056107	1,686	47,213			
HEALTH MGMT ASSOC INC NEW	CL A	421933102	200	30,678			
HEALTH CARE REIT INC	COM	42217K106	256	5,747			
HEINZ H J CO	COM	423074103	7,105	148,475			
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	233	5,587			
HELMERICH & PAYNE INC	COM	423452101	385	5,344			
HERCULES INC	COM	427056106	188	11,080			
HERSHEY CO	COM	427866108	1,720	52,473			
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	178	18,536			
HESS CORP	COM	42809H107	5,835	46,239			
HEWITT ASSOCS INC	COM	42822Q100	614	16,010			
HEWLETT PACKARD CO	COM	428236103	50,323	1,138,280			
HILLENBRAND INC	COM	431571108	220	10,263			
HOLLY CORP	COM PAR \$0.01	435758305	259	7,017			
HOLOGIC INC	COM	436440101	601	27,580			
HOME DEPOT INC	COM	437076102	10,088	430,763			
HONEYWELL INTL INC	COM	438516106	12,179	242,233			
HOSPIRA INC	COM	441060100	431	10,740			
HOST HOTELS & RESORTS INC	COM	44107P104	682	49,992			
HUBBELL INC	CL B	443510201	225	5,632			

ITEM 1: ITEM 2: ITEM 3: ITEM 4: ITEM 5: ITEM 6:  
INV. DISCRETION

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A)	(B)	(C)
					SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
HUDSON CITY BANCORP	COM	443683107	783	46,971			
HUMANA INC	COM	444859102	2,613	65,711			
HUNT J B TRANS SVCS INC	COM	445658107	446	13,407			
HUNTINGTON BANCSHARES INC	COM	446150104	108	18,755			
HUNTSMAN CORP	COM	447011107	117	10,290			
IAC INTERACTIVECORP	COM NEW	44919P300	1,728	89,618			
IMS HEALTH INC	COM	449934108	321	13,758			
ITT EDUCATIONAL SERVICES INC	COM	45068B109	527	6,382			
ITT CORP NEW	COM	450911102	3,819	60,299			
IDEX CORP	COM	45167R104	649	17,612			
IDEXX LABS INC	COM	45168D104	483	9,911			
IHS INC	CL A	451734107	495	7,116			
ILLINOIS TOOL WKS INC	COM	452308109	4,998	105,206			
ILLUMINA INC	COM	452327109	813	9,328			
IMCLONE SYS INC	COM	45245W109	288	7,117			
INDYMAC BANCORP INC	COM	456607100	14	23,247			
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	482	48,491			
INTEL CORP	COM	458140100	45,234	2,105,848			
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,404	12,317			
INTERNATIONAL BUSINESS MACHS	COM	459200101	68,517	578,054			
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	706	18,075			
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2,979	119,272			
INTL PAPER CO	COM	460146103	2,657	114,043			
INTERNATIONAL RECTIFIER CORP	COM	460254105	404	21,018			
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	721	18,476			
INTERSIL CORP	CL A	46069S109	1,061	43,628			
INTERPUBLIC GROUP COS INC	COM	460690100	601	69,883			
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,714	6,362			
INTUIT	COM	461202103	1,775	64,388			
INTREPID POTASH INC	COM	46121Y102	262	3,977			
INVERNESS MED INNOVATIONS IN	COM	46126P106	279	8,416			
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1,523	45,511			
INVITROGEN CORP	COM	46185R100	305	7,761			
IRON MTN INC	COM	462846106	1,398	52,656			
ISHARES TR	RUSSELL1000GRW	464287614	2,680	48,509			
ISHARES TR	RUSSELL 1000	464287622	3,214	45,610			
ITRON INC	COM	465741106	552	5,611			
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	285	25,131			

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:  
INV. DISCRETION

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A)	(B)	(C)
					SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
JP MORGAN CHASE & CO	COM	46625H100	30,577	891,185			

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JABIL CIRCUIT INC	COM	466313103	744	45,368
JACOBS ENGR GROUP INC DEL	COM	469814107	6,825	84,570
JANUS CAP GROUP INC	COM	47102X105	1,445	54,586
JOHNSON & JOHNSON	COM	478160104	55,907	868,931
JOHNSON CTLS INC	COM	478366107	6,999	244,022
JONES APPAREL GROUP INC	COM	480074103	347	25,201
JOY GLOBAL INC	COM	481165108	1,349	17,794
JUNIPER NETWORKS INC	COM	48203R104	1,914	86,289
KBR INC	COM	48242W106	848	24,279
KLA-TENCOR CORP	COM	482480100	1,088	26,723
KANSAS CITY SOUTHERN	COM NEW	485170302	492	11,195
KELLOGG CO	COM	487836108	1,799	37,465
KENNAMETAL INC	COM	489170100	1,080	33,173
KEYCORP NEW	COM	493267108	225	20,509
KIMBERLY CLARK CORP	COM	494368103	3,437	57,497
KIMCO REALTY CORP	COM	49446R109	7,947	230,229
KINETIC CONCEPTS INC	COM NEW	49460W208	371	9,291
KING PHARMACEUTICALS INC	COM	495582108	1,958	186,979
KIRBY CORP	COM	497266106	426	8,865
KOHL'S CORP	COM	500255104	2,426	60,602
KRAFT FOODS INC	CL A	50075N104	11,312	397,603
KROGER CO	COM	501044101	2,378	82,362
LKQ CORP	COM	501889208	402	22,267
LSI CORPORATION	COM	502161102	1,140	185,735
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,881	31,709
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	10,150	145,765
LAM RESEARCH CORP	COM	512807108	2,835	78,424
LAMAR ADVERTISING CO	CL A	512815101	456	12,646
LANDSTAR SYS INC	COM	515098101	479	8,669
LAS VEGAS SANDS CORP	COM	517834107	2,580	54,386
LAUDER ESTEE COS INC	CL A	518439104	747	16,092
LEAP WIRELESS INTL INC	COM NEW	521863308	1,347	31,213
LEGG MASON INC	COM	524901105	3,009	69,053
LEHMAN BROS HLDGS INC	COM	524908100	2,705	136,563
LENNOX INTL INC	COM	526107107	222	7,668
LEUCADIA NATL CORP	COM	527288104	427	9,093
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,005	340,563

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. V	(C) SHARED AS DEF. SHARED OTHER
LEXMARK INTL NEW	CL A	529771107	2,357	70,495			
LIBERTY GLOBAL INC	COM SER A	530555101	3,288	104,620			
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	449	30,421			
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	315	21,883			
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	3,537	145,981			
LILLY ELI & CO	COM	532457108	4,647	100,675			
LIMITED BRANDS INC	COM	532716107	978	58,061			
LINCARE HLDGS INC	COM	532791100	1,201	42,290			
LINCOLN ELEC HLDGS INC	COM	533900106	1,842	23,403			

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LINCOLN NATL CORP IND	COM	534187109	602	13,280
LINEAR TECHNOLOGY CORP	COM	535678106	1,188	36,464
LIZ CLAIBORNE INC	COM	539320101	1,029	72,739
LOCKHEED MARTIN CORP	COM	539830109	9,228	93,536
LOEWS CORP	COM	540424108	11,371	242,460
LORILLARD INC	COM	544147101	8,711	125,948
LOWES COS INC	COM	548661107	8,310	400,479
LUBRIZOL CORP	COM	549271104	388	8,371
M & T BK CORP	COM	55261F104	2,060	29,199
MBIA INC	COM	55262C100	416	94,712
M D C HLDGS INC	COM	552676108	494	12,641
MDU RES GROUP INC	COM	552690109	797	22,849
MEMC ELECTR MATLS INC	COM	552715104	2,304	37,436
MGIC INVT CORP WIS	COM	552848103	300	49,107
MGM MIRAGE	COM	552953101	663	19,563
MSC INDL DIRECT INC	CL A	553530106	321	7,275
MSCI INC	CL A	55354G100	263	7,234
MACERICH CO	COM	554382101	763	12,286
MACK CALI RLTY CORP	COM	554489104	909	26,610
MACYS INC	COM	55616P104	2,261	116,423
MANITOWOC INC	COM	563571108	3,091	95,008
MANPOWER INC	COM	56418H100	3,936	67,581
MARATHON OIL CORP	COM	565849106	14,552	280,557
MARINER ENERGY INC	COM	56845T305	434	11,748
MARSH & MCLENNAN COS INC	COM	571748102	696	26,202
MARSHALL & ILSLEY CORP NEW	COM	571837103	1,256	81,908
MARRIOTT INTL INC NEW	CL A	571903202	4,480	170,717
MARTIN MARIETTA MATLS INC	COM	573284106	668	6,447
MASCO CORP	COM	574599106	657	41,771

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. V	(C) SHARED AS DEF. SHARED OTHER
MASSEY ENERGY CORP	COM	576206106	1,242	13,244			
MASTERCARD INC	CL A	57636Q104	3,172	11,946			
MATTEL INC	COM	577081102	2,121	123,915			
MCAFEE INC	COM	579064106	1,300	38,197			
MCCLATCHY CO	CL A	579489105	79	11,623			
MCCORMICK & CO INC	COM NON VTG	579780206	3,947	110,676			
MCDERMOTT INTL INC	COM	580037109	4,992	80,659			
MCDONALDS CORP	COM	580135101	27,436	488,016			
MCGRAW HILL COS INC	COM	580645109	4,229	105,400			
MCKESSON CORP	COM	58155Q103	3,704	66,245			
MEADWESTVACO CORP	COM	583334107	2,569	107,772			
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	8,160	172,871			
MEDTRONIC INC	COM	585055106	22,443	433,688			
MENTOR GRAPHICS CORP	COM	587200106	735	46,493			
MERCK & CO INC	COM	589331107	27,210	721,953			
MERRILL LYNCH & CO INC	COM	590188108	8,478	267,362			
METAVANTE TECHNOLOGIES INC	COM	591407101	851	37,636			

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METLIFE INC	COM	59156R108	11,020	208,839
METROPCS COMMUNICATIONS INC	COM	591708102	728	41,119
METTLER TOLEDO INTERNATIONAL	COM	592688105	1,603	16,899
MICROSOFT CORP	COM	594918104	92,658	3,368,150
MICROCHIP TECHNOLOGY INC	COM	595017104	928	30,401
MICRON TECHNOLOGY INC	COM	595112103	1,109	184,789
MILLIPORE CORP	COM	601073109	614	9,055
MIRANT CORP NEW	COM	60467R100	1,002	25,601
MOHAWK INDS INC	COM	608190104	715	11,149
MOLEX INC	COM	608554101	654	26,776
MOLSON COORS BREWING CO	CL B	60871R209	1,473	27,107
MONSANTO CO NEW	COM	61166W101	37,243	294,553
MONSTER WORLDWIDE INC	COM	611742107	662	32,129
MOODYS CORP	COM	615369105	2,592	75,252
MORGAN STANLEY	COM NEW	617446448	11,641	322,738
MOSAIC CO	COM	61945A107	3,693	25,524
MOTOROLA INC	COM	620076109	3,671	500,147
MURPHY OIL CORP	COM	626717102	3,062	31,229
MYLAN INC	COM	628530107	1,013	83,923
NBTY INC	COM	628782104	812	25,332
NCR CORP NEW	COM	62886E108	1,797	71,324

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					(A) SOLE	(B) INSTR. V	(C) SHARED AS DEF. SHARED OTHER
NII HLDGS INC	CL B NEW	62913F201	3,447	72,591			
NRG ENERGY INC	COM NEW	629377508	950	22,148			
NVR INC	COM	62944T105	318	635			
NYMEX HOLDINGS INC	COM	62948N104	1,316	15,580			
NYSE EURONEXT	COM	629491101	2,970	58,634			
NALCO HOLDING COMPANY	COM	62985Q101	466	22,050			
NASDAQ OMX GROUP INC	COM	631103108	1,228	46,256			
NATIONAL CITY CORP	COM	635405103	1,177	246,852			
NATIONAL FUEL GAS CO N J	COM	636180101	247	4,161			
NATIONAL HEALTH INVS INC	COM	63633D104	578	20,269			
NATIONAL INSTRS CORP	COM	636518102	264	9,312			
NATIONAL OILWELL VARCO INC	COM	637071101	9,989	112,588			
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1,707	83,110			
NATIONWIDE FINL SVCS INC	CL A	638612101	3,038	63,270			
NAVTEQ CORP	COM	63936L100	1,253	16,268			
NETAPP INC	COM	64110D104	3,508	161,953			
NEUSTAR INC	CL A	64126X201	275	12,748			
NEW YORK CMNTY BANCORP INC	COM	649445103	313	17,557			
NEWELL RUBBERMAID INC	COM	651229106	761	45,331			
NEWFIELD EXPL CO	COM	651290108	440	6,748			
NEWMONT MINING CORP	COM	651639106	6,508	124,776			
NEWS CORP	CL A	65248E104	11,081	736,741			
NIKE INC	CL B	654106103	13,069	219,238			
NISOURCE INC	COM	65473P105	529	29,541			
NOKIA CORP	SPONSORED ADR	654902204	1,512	61,715			

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NOBLE ENERGY INC	COM	655044105	1,012	10,068
NORDSTROM INC	COM	655664100	2,946	97,216
NORFOLK SOUTHERN CORP	COM	655844108	7,045	112,413
NORTHEAST UTILS	COM	664397106	1,192	46,706
NORTHERN TR CORP	COM	665859104	9,456	137,901
NORTHROP GRUMMAN CORP	COM	666807102	12,557	187,702
NORTHWEST AIRLS CORP	COM	667280408	83	12,493
NOVELL INC	COM	670006105	212	35,965
NSTAR	COM	67019E107	709	20,968
NUANCE COMMUNICATIONS INC	COM	67020Y100	444	28,333
NUCOR CORP	COM	670346105	10,028	134,297
NVIDIA CORP	COM	67066G104	5,065	270,543
OGE ENERGY CORP	COM	670837103	764	24,083

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. V	(C) SHARED AS DEF. SHARED OTHER
OCCIDENTAL PETE CORP DEL	COM	674599105	50,003	556,454			
OCEANEERING INTL INC	COM	675232102	698	9,060			
OFFICE DEPOT INC	COM	676220106	805	73,566			
OIL STS INTL INC	COM	678026105	397	6,255			
OLD REP INTL CORP	COM	680223104	140	11,806			
OMNICOM GROUP INC	COM	681919106	9,959	221,899			
ON SEMICONDUCTOR CORP	COM	682189105	598	65,198			
ONEOK INC NEW	COM	682680103	261	5,340			
ORACLE CORP	COM	68389X105	32,842	1,563,915			
O REILLY AUTOMOTIVE INC	COM	686091109	421	18,837			
OSHKOSH CORP	COM	688239201	201	9,694			
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,383	17,395			
OWENS ILL INC	COM NEW	690768403	581	13,935			
PG&E CORP	COM	69331C108	5,610	141,358			
PMI GROUP INC	COM	69344M101	90	46,128			
PNC FINL SVCS GROUP INC	COM	693475105	4,962	86,904			
PPG INDS INC	COM	693506107	3,143	54,791			
PPL CORP	COM	69351T106	8,691	166,280			
PACCAR INC	COM	693718108	4,761	113,821			
PACKAGING CORP AMER	COM	695156109	481	22,342			
PACTIV CORP	COM	695257105	269	12,678			
PALL CORP	COM	696429307	800	20,162			
PANERA BREAD CO	CL A	69840W108	202	4,360			
PARKER HANNIFIN CORP	COM	701094104	3,127	43,843			
PATRIOT COAL CORP	COM	70336T104	1,224	7,982			
PATTERSON COMPANIES INC	COM	703395103	625	21,261			
PATTERSON UTI ENERGY INC	COM	703481101	676	18,710			
PAYCHEX INC	COM	704326107	4,127	131,929			
PEABODY ENERGY CORP	COM	704549104	7,085	80,465			
PEDIATRIX MED GROUP	COM	705324101	344	6,981			
PENN NATL GAMING INC	COM	707569109	392	12,190			
PENNEY J C INC	COM	708160106	2,583	71,167			
PENTAIR INC	COM	709631105	456	13,009			



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PEOPLES UNITED FINANCIAL INC	COM	712704105	276	17,721
PEPCO HOLDINGS INC	COM	713291102	265	10,314
PEPSI BOTTLING GROUP INC	COM	713409100	2,871	102,829
PEPSIAMERICAS INC	COM	71343P200	825	41,718
PEPSICO INC	COM	713448108	40,466	636,361

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A)	(B)	(C)
					SHARED AS DEF. INSTR. V	SHARED OTHER	
PERKINELMER INC	COM	714046109	336	12,052			
PERRIGO CO	COM	714290103	407	12,804			
PETROHAWK ENERGY CORP	COM	716495106	1,594	34,431			
PETSMART INC	COM	716768106	418	20,928			
PFIZER INC	COM	717081103	34,189	1,956,997			
PHARMACEUTICAL PROD DEV INC	COM	717124101	753	17,563			
PHARMERICA CORP	COM	71714F104	241	10,665			
PHILIP MORRIS INTL INC	COM	718172109	37,806	765,459			
PHILLIPS VAN HEUSEN CORP	COM	718592108	283	7,724			
PINNACLE WEST CAP CORP	COM	723484101	635	20,652			
PIONEER NAT RES CO	COM	723787107	2,906	37,118			
PITNEY BOWES INC	COM	724479100	1,087	31,863			
PLAINS EXPL& PRODTN CO	COM	726505100	1,211	16,600			
PLUM CREEK TIMBER CO INC	COM	729251108	644	15,076			
POLO RALPH LAUREN CORP	CL A	731572103	579	9,217			
POPULAR INC	COM	733174106	95	14,394			
PRAXAIR INC	COM	74005P104	11,098	117,763			
PRECISION CASTPARTS CORP	COM	740189105	12,156	126,142			
PRICE T ROWE GROUP INC	COM	74144T108	2,411	42,689			
PRICELINE COM INC	COM NEW	741503403	731	6,332			
PRIDE INTL INC DEL	COM	74153Q102	1,050	22,205			
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	2,493	59,388			
PROCTER & GAMBLE CO	COM	742718109	57,767	949,965			
PROGRESS ENERGY INC	COM	743263105	955	22,837			
PROGRESSIVE CORP OHIO	COM	743315103	2,680	143,183			
PROLOGIS	SH BEN INT	743410102	1,425	26,222			
PRUDENTIAL FINL INC	COM	744320102	7,178	120,150			
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	6,805	148,163			
PUBLIC STORAGE	COM	74460D109	2,427	30,038			
PULTE HOMES INC	COM	745867101	868	90,125			
QUALCOMM INC	COM	747525103	25,747	580,281			
QUANTA SVCS INC	COM	74762E102	795	23,909			
QUEST DIAGNOSTICS INC	COM	74834L100	1,105	22,800			
QUEST RESOURCE CORP	COM NEW	748349305	378	33,087			
QUESTAR CORP	COM	748356102	6,280	88,396			
QUICKSILVER RESOURCES INC	COM	74837R104	1,938	50,168			
QWEST COMMUNICATIONS INTL IN	COM	749121109	1,751	445,612			
RPM INTL INC	COM	749685103	464	22,517			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INV. DISCRETION		
					(A)	(B)	(C)
					SHARED		
					AS DEF. SHARED		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	OTHER
RADIAN GROUP INC	COM	750236101	106	73,009			
RAMBUS INC DEL	COM	750917106	327	17,165			
RANGE RES CORP	COM	75281A109	1,663	25,367			
RAYONIER INC	COM	754907103	1,353	31,865			
RAYTHEON CO	COM NEW	755111507	7,839	139,278			
RED HAT INC	COM	756577102	1,370	66,205			
REGENCY CTRS CORP	COM	758849103	212	3,581			
REGIONS FINANCIAL CORP NEW	COM	7591EP100	388	35,585			
RELIANCE STEEL & ALUMINUM CO	COM	759509102	248	3,212			
RELIANT ENERGY INC	COM	75952B105	377	17,723			
REPUBLIC SVCS INC	COM	760759100	864	29,079			
RESMED INC	COM	761152107	454	12,701			
REYNOLDS AMERICAN INC	COM	761713106	1,632	34,973			
RITE AID CORP	COM	767754104	41	26,033			
ROBERT HALF INTL INC	COM	770323103	918	38,295			
ROCKWELL AUTOMATION INC	COM	773903109	2,964	67,772			
ROCKWELL COLLINS INC	COM	774341101	2,754	57,417			
ROHM & HAAS CO	COM	775371107	2,795	60,194			
ROPER INDS INC NEW	COM	776696106	3,783	57,430			
ROSS STORES INC	COM	778296103	1,653	46,549			
ROWAN COS INC	COM	779382100	478	10,228			
RYDER SYS INC	COM	783549108	1,304	18,925			
SBA COMMUNICATIONS CORP	COM	78388J106	743	20,639			
SAIC INC	COM	78390X101	269	12,946			
SEI INVESTMENTS CO	COM	784117103	2,802	119,126			
SL GREEN RLTY CORP	COM	78440X101	247	2,990			
SLM CORP	COM	78442P106	1,880	97,180			
SPX CORP	COM	784635104	3,327	25,255			
SAFECO CORP	COM	786429100	309	4,606			
SAFEWAY INC	COM NEW	786514208	640	22,433			
ST JOE CO	COM	790148100	464	13,524			
ST JUDE MED INC	COM	790849103	5,566	136,151			
ST MARY LD & EXPL CO	COM	792228108	389	6,025			
SALESFORCE COM INC	COM	79466L302	1,179	17,282			
SANDISK CORP	COM	80004C101	744	39,768			
SANDRIDGE ENERGY INC	COM	80007P307	979	15,163			
SARA LEE CORP	COM	803111103	443	36,175			
SCANA CORP NEW	COM	80589M102	221	5,975			

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6: INV. DISCRETION		
					(A)	(B)	(C)

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR	SHARES OR	SHARED	
			MARKET VALUE (\$000)	PRINCIPAL AMOUNT	SOLE INSTR.	AS DEF. V
SCHEIN HENRY INC	COM	806407102	2,326	45,096		
SCHERING PLOUGH CORP	COM	806605101	8,437	428,514		
SCHLUMBERGER LTD	COM	806857108	35,464	330,112		
SCHWAB CHARLES CORP NEW	COM	808513105	5,531	269,258		
SCIENTIFIC GAMES CORP	CL A	80874P109	314	10,611		
SCOTTS MIRACLE GRO CO	CL A	810186106	299	17,028		
SEARS HLDGS CORP	COM	812350106	2,402	32,614		
SEMPRA ENERGY	COM	816851109	3,718	65,867		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	218	7,748		
SEPRACOR INC	COM	817315104	353	17,715		
SERVICE CORP INTL	COM	817565104	132	13,374		
SHAW GROUP INC	COM	820280105	842	13,626		
SHERWIN WILLIAMS CO	COM	824348106	3,442	74,940		
SIERRA PAC RES NEW	COM	826428104	487	38,345		
SIGMA ALDRICH CORP	COM	826552101	2,989	55,489		
SILICON LABORATORIES INC	COM	826919102	289	8,006		
SIMON PPTY GROUP INC NEW	COM	828806109	7,253	80,693		
SIRIUS SATELLITE RADIO INC	COM	82966U103	473	246,421		
SMITH INTL INC	COM	832110100	5,749	69,144		
SMURFIT-STONE CONTAINER CORP	COM	832727101	53	13,104		
SOHU COM INC	COM	83408W103	328	4,656		
SONOCO PRODS CO	COM	835495102	555	17,920		
SOUTHERN CO	COM	842587107	1,886	54,017		
SOUTHERN COPPER CORP	COM	84265V105	2,379	22,310		
SOUTHWEST AIRLS CO	COM	844741108	982	75,294		
SOUTHWEST GAS CORP	COM	844895102	1,053	35,420		
SOUTHWESTERN ENERGY CO	COM	845467109	2,676	56,211		
SOVEREIGN BANCORP INC	COM	845905108	273	37,117		
SPECTRA ENERGY CORP	COM	847560109	5,549	193,081		
SPRINT NEXTEL CORP	COM SER 1	852061100	6,377	671,240		
STANLEY WKS	COM	854616109	1,070	23,867		
STAPLES INC	COM	855030102	4,463	187,914		
STARBUCKS CORP	COM	855244109	5,353	340,086		
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2,925	73,007		
STATE STR CORP	COM	857477103	3,834	59,920		
STEEL DYNAMICS INC	COM	858119100	3,160	80,882		
STERICYCLE INC	COM	858912108	1,821	35,226		
STRAYER ED INC	COM	863236105	489	2,337		

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:  
INV. DISCRETION

(A) (B) (C)

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR	SHARES OR	SHARED	
			MARKET VALUE (\$000)	PRINCIPAL AMOUNT	SOLE INSTR.	AS DEF. V
STRYKER CORP	COM	863667101	10,055	159,902		
SUN MICROSYSTEMS INC	COM NEW	866810203	1,324	121,730		
SUNOCO INC	COM	86764P109	563	13,839		

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SUNPOWER CORP	COM CL A	867652109	641	8,909
SUNTRUST BKS INC	COM	867914103	4,896	135,164
SUPERIOR ENERGY SVCS INC	COM	868157108	732	13,272
SUPERVALU INC	COM	868536103	2,259	73,144
SYMANTEC CORP	COM	871503108	4,080	210,844
SYNOPSYS INC	COM	871607107	729	30,507
SYNOVUS FINL CORP	COM	87161C105	126	14,392
SYSCO CORP	COM	871829107	2,716	98,731
TD AMERITRADE HLDG CORP	COM	87236Y108	2,265	125,199
TECO ENERGY INC	COM	872375100	232	10,795
TJX COS INC NEW	COM	872540109	5,776	183,554
TARGET CORP	COM	87612E106	20,520	441,381
TAUBMAN CTRS INC	COM	876664103	422	8,679
TECHNE CORP	COM	878377100	492	6,352
TELEPHONE & DATA SYS INC	COM	879433100	3,486	73,752
TELEPHONE & DATA SYS INC	SPL COM	879433860	683	15,498
TELLABS INC	COM	879664100	95	20,356
TEMPLE INLAND INC	COM	879868107	308	27,323
TENET HEALTHCARE CORP	COM	88033G100	307	55,219
TERADATA CORP DEL	COM	88076W103	1,500	64,836
TERADYNE INC	COM	880770102	232	20,962
TEREX CORP NEW	COM	880779103	1,210	23,562
TERRA INDS INC	COM	880915103	741	15,020
TESORO CORP	COM	881609101	229	11,589
TETRA TECHNOLOGIES INC DEL	COM	88162F105	291	12,260
TEXAS INSTRS INC	COM	882508104	18,041	640,657
TEXTRON INC	COM	883203101	6,963	145,281
THERMO FISHER SCIENTIFIC INC	COM	883556102	5,149	92,401
THOMAS & BETTS CORP	COM	884315102	2,648	69,950
THOR INDS INC	COM	885160101	393	18,507
3M CO	COM	88579Y101	17,833	256,254
TIDEWATER INC	COM	886423102	1,287	19,795
TIFFANY & CO NEW	COM	886547108	845	20,725
TIM HORTONS INC	COM	88706M103	871	30,362
TIME WARNER INC	COM	887317105	15,254	1,030,668

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. V	(C) SHARED AS DEF. SHARED OTHER
TIME WARNER CABLE INC	CL A	88732J108	443	16,714			
TIMKEN CO	COM	887389104	293	8,892			
TORCHMARK CORP	COM	891027104	1,932	32,940			
TORO CO	COM	891092108	205	6,157			
TORONTO DOMINION BK ONT	COM NEW	891160509	1,037	16,660			
TOTAL SYS SVCS INC	COM	891906109	597	26,876			
TRAVELERS COMPANIES INC	COM	89417E109	9,712	223,777			
TRIMBLE NAVIGATION LTD	COM	896239100	712	19,948			
TUPPERWARE BRANDS CORP	COM	899896104	761	22,234			
TYSON FOODS INC	CL A	902494103	266	17,802			
UST INC	COM	902911106	3,484	63,795			

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US BANCORP DEL	COM NEW	902973304	18,202	652,624
URS CORP NEW	COM	903236107	254	6,042
U S G CORP	COM NEW	903293405	226	7,640
ULTRA PETROLEUM CORP	COM	903914109	1,309	13,328
UNION PAC CORP	COM	907818108	16,288	215,729
UNISYS CORP	COM	909214108	160	40,456
UNIT CORP	COM	909218109	538	6,486
UNITED PARCEL SERVICE INC	CL B	911312106	12,947	210,616
UNITED STATES CELLULAR CORP	COM	911684108	750	13,266
UNITED STATES STL CORP NEW	COM	912909108	4,304	23,292
UNITED TECHNOLOGIES CORP	COM	913017109	26,360	427,222
UNITEDHEALTH GROUP INC	COM	91324P102	9,619	366,433
UNIVERSAL HLTH SVCS INC	CL B	913903100	367	5,804
UNUM GROUP	COM	91529Y106	363	17,739
URBAN OUTFITTERS INC	COM	917047102	582	18,663
VCA ANTECH INC	COM	918194101	385	13,866
V F CORP	COM	918204108	4,379	61,518
VALERO ENERGY CORP NEW	COM	91913Y100	4,670	113,417
VALLEY NATL BANCORP	COM	919794107	1,103	69,919
VALMONT INDS INC	COM	920253101	324	3,111
VARIAN MED SYS INC	COM	92220P105	1,071	20,649
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	424	12,187
VENTAS INC	COM	92276F100	396	9,298
VERISIGN INC	COM	92343E102	1,210	32,004
VERIZON COMMUNICATIONS INC	COM	92343V104	28,018	791,464
VERTEX PHARMACEUTICALS INC	COM	92532F100	773	23,106
VIACOM INC NEW	CL B	92553P201	2,690	88,086

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. V	(C) SHARED AS DEF. SHARED OTHER
VIRGIN MEDIA INC	COM	92769L101	205	15,056			
VISA INC	COM CL A	92826C839	5,983	73,586			
VMWARE INC	CL A COM	928563402	367	6,817			
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	377	12,786			
VORNADO RLTY TR	SH BEN INT	929042109	613	6,969			
VULCAN MATLS CO	COM	929160109	2,381	39,830			
W & T OFFSHORE INC	COM	92922P106	290	4,958			
WABCO HLDGS INC	COM	92927K102	501	10,781			
WACHOVIA CORP NEW	COM	929903102	8,064	519,283			
WADDELL & REED FINL INC	CL A	930059100	499	14,247			
WAL MART STORES INC	COM	931142103	41,855	744,745			
WALGREEN CO	COM	931422109	9,205	283,146			
WALTER INDS INC	COM	93317Q105	937	8,611			
WASHINGTON MUT INC	COM	939322103	1,682	341,122			
WASHINGTON POST CO	CL B	939640108	867	1,477			
WASTE MGMT INC DEL	COM	94106L109	6,528	173,124			
WATERS CORP	COM	941848103	2,361	36,612			
WATSON PHARMACEUTICALS INC	COM	942683103	304	11,187			
WATTS WATER TECHNOLOGIES INC	CL A	942749102	479	19,217			

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WEINGARTEN RLTY INVS	SH BEN INT	948741103	501	16,532
WELLCARE HEALTH PLANS INC	COM	94946T106	1,898	52,499
WELLPOINT INC	COM	94973V107	8,111	170,191
WELLS FARGO & CO NEW	COM	949746101	22,961	966,774
WENDYS INTL INC	COM	950590109	352	12,923
WESCO INTL INC	COM	95082P105	226	5,651
WESTERN DIGITAL CORP	COM	958102105	6,942	201,034
WESTERN UN CO	COM	959802109	3,007	121,631
WEYERHAEUSER CO	COM	962166104	2,717	53,137
WHIRLPOOL CORP	COM	963320106	654	10,590
WHITING PETE CORP NEW	COM	966387102	738	6,956
WHOLE FOODS MKT INC	COM	966837106	546	23,047
WILEY JOHN & SONS INC	CL A	968223206	298	6,619
WILLIAMS COS INC DEL	COM	969457100	6,076	150,744
WINDSTREAM CORP	COM	97381W104	737	59,734
WISCONSIN ENERGY CORP	COM	976657106	2,686	59,403
WRIGLEY WM JR CO	COM	982526105	8,168	105,018
WYETH	COM	983024100	15,053	313,862
WYNDHAM WORLDWIDE CORP	COM	98310W108	523	29,200

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. V	(C) SHARED AS DEF. SHARED OTHER
WYNN RESORTS LTD	COM	983134107	1,881	23,120			
XM SATELLITE RADIO HLDGS INC	CL A	983759101	395	50,412			
XTO ENERGY INC	COM	98385X106	9,939	145,080			
XCEL ENERGY INC	COM	98389B100	3,042	151,589			
XILINX INC	COM	983919101	2,529	100,144			
XEROX CORP	COM	984121103	2,799	206,387			
YAHOO INC	COM	984332106	11,722	567,396			
YUM BRANDS INC	COM	988498101	6,997	199,413			
ZEBRA TECHNOLOGIES CORP	CL A	989207105	333	10,201			
ZIMMER HLDGS INC	COM	98956P102	4,748	69,774			
GRAND TOTAL			4,074,151				