

VERIZON COMMUNICATIONS INC

Form 13F-HR

February 14, 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: December 31, 2007

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: 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: 908 559-5890

Signature, Place, and Date of Signing:

 /S/ David L. Beik Basking Ridge, New Jersey 2/13/2008

 [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).)

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// 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

Report Summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 887

 Form 13F Information Table Value Total: 5,126,035

 (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
 31-Dec-07

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARES OR	SHARED	SHARED
					PRINCIPAL	AS DEF.	OTHER
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	
ACE LTD	ORD	G0070K103	3,535	57,221			
AMDOCS LTD	ORD	G02602103	1,068	30,992			
AXIS CAPITAL HOLDINGS	SHS	G0692U109	304	7,807			
ACCENTURE LTD BERMUDA	CL A	G1150G111	3,352	93,036			
BUNGE LIMITED	COM	G16962105	710	6,102			
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	578	4,983			
COOPER INDS LTD	CL A	G24182100	4,069	76,945			
COVIDIEN LTD	COM	G2552X108	1,111	25,091			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	931	22,304			
EVEREST RE GROUP LTD	COM	G3223R108	321	3,199			
FOSTER WHEELER LTD	SHS NEW	G36535139	1,711	11,035			
FRONTLINE LTD	SHS	G3682E127	365	7,605			
GARMIN LTD	ORD	G37260109	1,756	18,100			
HERBALIFE LTD	COM USD SHS	G4412G101	320	7,948			
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2,915	62,728			
INVESCO LTD	SHS	G491BT108	1,748	55,700			

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LAZARD LTD	SHS A	G54050102	329	8,092
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,710	122,318
MF GLOBAL LTD	SHS	G60642108	332	10,551
NABORS INDUSTRIES LTD	SHS	G6359F103	1,428	52,143
NOBLE CORPORATION	SHS	G65422100	6,629	117,312
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	369	6,408
PARTNERRE LTD	COM	G6852T105	346	4,194
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,966	32,640
SEAGATE TECHNOLOGY	SHS	G7945J104	1,259	49,392
UTI WORLDWIDE INC	ORD	G87210103	304	15,523
TRANSOCEAN INC NEW	SHS	G90073100	15,898	111,059
TYCO INTL LTD BERMUDA	SHS	G9143X208	4,915	123,960
TYCO ELECTRONICS LTD	COM NEW	G9144P105	932	25,095
WARNER CHILCOTT LIMITED	COM CL A	G9435N108	252	14,239
WEATHERFORD INTERNATIONAL LT	COM	G95089101	5,477	79,844
WHITE MTNS INS GROUP LTD	COM	G9618E107	231	449
XL CAP LTD	CL A	G98255105	1,448	28,787
UBS AG	SHS NEW	H89231338	1,778	38,642
CNH GLOBAL N V	SHS NEW	N20935206	636	9,660
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	332	7,818
AFLAC INC	COM	001055102	8,689	138,739
AGCO CORP	COM	001084102	746	10,968
AES CORP	COM	00130H105	4,265	199,413
AK STL HLDG CORP	COM	001547108	806	17,441
AMB PROPERTY CORP	COM	00163T109	290	5,030
AMR CORP	COM	001765106	880	62,694
AT&T INC	COM	00206R102	82,992	1,996,917
ABBOTT LABS	COM	002824100	33,205	591,368
ABERCROMBIE & FITCH CO	CL A	002896207	1,915	23,950
ACTIVISION INC NEW	COM NEW	004930202	1,318	44,390
ACXIOM CORP	COM	005125109	196	16,703
ADOBE SYS INC	COM	00724F101	15,551	363,927
ADVANCE AUTO PARTS INC	COM	00751Y106	634	16,679
ADVANCED MEDICAL OPTICS INC	COM	00763M108	230	9,396
ADVANCED MICRO DEVICES INC	COM	007903107	1,208	161,010
AETNA INC NEW	COM	00817Y108	11,767	203,831
AFFILIATED COMPUTER SERVICES	CL A	008190100	766	16,987
AFFILIATED MANAGERS GROUP	COM	008252108	544	4,633
AGILENT TECHNOLOGIES INC	COM	00846U101	2,323	63,241
AGILYSYS INC	COM	00847J105	584	38,642
AIR PRODS & CHEMS INC	COM	009158106	7,565	76,703
AIRGAS INC	COM	009363102	1,530	29,366
AKAMAI TECHNOLOGIES INC	COM	00971T101	1,759	50,840
ALBEMARLE CORP	COM	012653101	2,578	62,505
ALBERTO CULVER CO NEW	COM	013078100	501	20,409
ALCOA INC	COM	013817101	10,009	273,836
ALLEGHANY CORP DEL	COM	017175100	5,002	12,444
ALLEGHENY ENERGY INC	COM	017361106	5,000	78,605
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,105	35,932
ALLERGAN INC	COM	018490102	5,631	87,657
ALLIANCE DATA SYSTEMS CORP	COM	018581108	925	12,333
ALLIANT ENERGY CORP	COM	018802108	234	5,744
ALLIANT TECHSYSTEMS INC	COM	018804104	528	4,643
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	210	19,097
ALLSTATE CORP	COM	020002101	6,714	128,547
ALTERA CORP	COM	021441100	2,427	125,625
ALTRIA GROUP INC	COM	02209S103	54,697	723,701
AMAZON COM INC	COM	023135106	18,833	203,295
AMBAC FINL GROUP INC	COM	023139108	4,091	158,747
AMEREN CORP	COM	023608102	568	10,482
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1,677	27,321
AMERICAN CAPITAL STRATEGIES	COM	024937104	314	9,540

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AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	798	38,408
AMERICAN ELEC PWR INC	COM	025537101	7,845	168,492
AMERICAN EXPRESS CO	COM	025816109	21,058	404,812
AMERICAN INTL GROUP INC	COM	026874107	42,165	723,250
AMERICAN TOWER CORP	CL A	029912201	6,735	158,089
AMERISOURCEBERGEN CORP	COM	03073E105	8,229	183,395
AMERIPRISE FINL INC	COM	03076C106	657	11,929
AMETEK INC NEW	COM	031100100	4,234	90,400
AMGEN INC	COM	031162100	23,597	508,114
AMPCO-PITTSBURGH CORP	COM	032037103	295	7,728
AMPHENOL CORP NEW	CL A	032095101	1,300	28,033
AMYLIN PHARMACEUTICALS INC	COM	032346108	763	20,612
ANADARKO PETE CORP	COM	032511107	14,653	223,056
ANALOG DEVICES INC	COM	032654105	2,482	78,310
ANHEUSER BUSCH COS INC	COM	035229103	12,618	241,082
ANNALY CAP MGMT INC	COM	035710409	370	20,343
ANNTAYLOR STORES CORP	COM	036115103	728	28,477
AON CORP	COM	037389103	709	14,863
APACHE CORP	COM	037411105	11,945	111,071
APARTMENT INVT & MGMT CO	CL A	03748R101	860	24,773
APOLLO GROUP INC	CL A	037604105	1,589	22,656
APPLE INC	COM	037833100	67,703	341,794

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	
					INV. DISCRETION	
				(A)	(B)	(C)
			PENSION FAIR	SHARES OR	SHARED	
		CUSIP	MARKET	PRINCIPAL	AS DEF.	SHARED
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR. V	OTHER
APPLERA CORP	COM AP BIO GRP	038020103	3,056	90,093		
APPLIED MATLS INC	COM	038222105	7,027	395,677		
ARCH COAL INC	COM	039380100	1,004	22,344		
ARCHER DANIELS MIDLAND CO	COM	039483102	20,254	436,227		
ARROW ELECTRS INC	COM	042735100	2,063	52,520		
ASSURANT INC	COM	04621X108	8,411	125,730		
ATMEL CORP	COM	049513104	357	82,732		
AUTODESK INC	COM	052769106	4,374	87,895		
AUTOLIV INC	COM	052800109	475	9,017		
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,872	244,148		
AUTOZONE INC	COM	053332102	2,670	22,265		
AVALONBAY CMNTYS INC	COM	053484101	12,616	134,014		
AVERY DENNISON CORP	COM	053611109	1,826	34,359		
AVNET INC	COM	053807103	4,058	116,054		
AVON PRODS INC	COM	054303102	2,574	65,116		
BB&T CORP	COM	054937107	855	27,892		
BJ SVCS CO	COM	055482103	1,115	45,955		
BOK FINL CORP	COM NEW	05561Q201	2,001	38,708		
BP PLC	SPONSORED ADR	055622104	1,414	19,321		
BMC SOFTWARE INC	COM	055921100	2,841	79,725		
BAKER HUGHES INC	COM	057224107	9,222	113,709		
BALL CORP	COM	058498106	2,610	58,006		
BANK OF AMERICA CORPORATION	COM	060505104	60,747	1,472,310		
BANK HAWAII CORP	COM	062540109	217	4,249		

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BANK OF NEW YORK MELLON CORP	COM	064058100	17,940	367,933
BARD C R INC	COM	067383109	5,623	59,314
BARR PHARMACEUTICALS INC	COM	068306109	913	17,194
BAXTER INTL INC	COM	071813109	11,351	195,532
BE AEROSPACE INC	COM	073302101	764	14,444
BEA SYS INC	COM	073325102	970	61,441
BEAR STEARNS COS INC	COM	073902108	2,089	23,676
BECKMAN COULTER INC	COM	075811109	616	8,465
BECTON DICKINSON & CO	COM	075887109	16,958	202,893
BED BATH & BEYOND INC	COM	075896100	2,209	75,159
BERKLEY W R CORP	COM	084423102	2,773	93,029
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	810	171
BEST BUY INC	COM	086516101	9,554	181,466
BIG LOTS INC	COM	089302103	268	16,746
BIOGEN IDEC INC	COM	09062X103	7,485	131,504
BLACK & DECKER CORP	COM	091797100	3,210	46,090
BLACKROCK INC	COM	09247X101	4,260	19,648
BLOCK H & R INC	COM	093671105	940	50,605
BOEING CO	COM	097023105	27,926	319,304
BORGWARNER INC	COM	099724106	958	19,788
BOSTON PROPERTIES INC	COM	101121101	3,136	34,153
BOSTON SCIENTIFIC CORP	COM	101137107	784	67,440
BOYD GAMING CORP	COM	103304101	300	8,814
BRINKER INTL INC	COM	109641100	700	35,797
BRINKS CO	COM	109696104	946	15,832
BRISTOL MYERS SQUIBB CO	COM	110122108	16,545	623,888
BROADCOM CORP	CL A	111320107	5,458	208,784
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	879	39,211
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	461	62,785
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,186	61,295
BROWN & BROWN INC	COM	115236101	412	17,535
BROWN FORMAN CORP	CL B	115637209	722	9,741
BURGER KING HLDGS INC	COM	121208201	284	9,953
BURLINGTON NORTHN SANTA FE C	COM	12189T104	11,425	137,276
CBS CORP NEW	CL B	124857202	6,230	228,632
CB RICHARD ELLIS GROUP INC	CL A	12497T101	802	37,234
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	6,111	112,916
CIGNA CORP	COM	125509109	3,980	74,069
CIT GROUP INC	COM	125581108	814	33,861
CME GROUP INC	COM	12572Q105	15,984	23,300
CMS ENERGY CORP	COM	125896100	1,541	88,655
CSX CORP	COM	126408103	7,160	162,795
CTC MEDIA INC	COM	12642X106	246	8,145
CTS CORP	COM	126501105	192	19,321
CVS CAREMARK CORPORATION	COM	126650100	29,189	734,305
CA INC	COM	12673P105	1,201	48,140
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	3,166	129,245
CABOT CORP	COM	127055101	287	8,595
CABOT OIL & GAS CORP	COM	127097103	613	15,182
CADENCE DESIGN SYSTEM INC	COM	127387108	2,022	118,847
CAMERON INTERNATIONAL CORP	COM	13342B105	5,430	112,830
CAMPBELL SOUP CO	COM	134429109	3,239	90,648
CAPITAL ONE FINL CORP	COM	14040H105	4,367	92,409
CAPITALSOURCE INC	COM	14055X102	250	14,231
CARDINAL HEALTH INC	COM	14149Y108	3,298	57,110
CAREER EDUCATION CORP	COM	141665109	374	14,888
CARLISLE COS INC	COM	142339100	619	16,717
CARMAX INC	COM	143130102	669	33,875
CARNIVAL CORP	PAIRED CTF	143658300	1,842	41,411
CARPENTER TECHNOLOGY CORP	COM	144285103	428	5,688
CATERPILLAR INC DEL	COM	149123101	16,262	224,122
CELANESE CORP DEL	COM SER A	150870103	3,049	72,036

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CELGENE CORP	COM	151020104	5,811	125,750
CENTERPOINT ENERGY INC	COM	15189T107	1,688	98,550
CENTEX CORP	COM	152312104	599	23,705
CENTURYTEL INC	COM	156700106	4,512	108,835
CEPHALON INC	COM	156708109	744	10,372
CERNER CORP	COM	156782104	581	10,308
CHARLES RIV LABS INTL INC	COM	159864107	381	5,797
CHEESECAKE FACTORY INC	COM	163072101	267	11,279
CHEMTURA CORP	COM	163893100	108	13,826
CHENIERE ENERGY INC	COM NEW	16411R208	218	6,664
CHESAPEAKE ENERGY CORP	COM	165167107	2,031	51,811
CHEVRON CORP NEW	COM	166764100	70,301	753,253
CHICOS FAS INC	COM	168615102	249	27,580
CHOICEPOINT INC	COM	170388102	434	11,922

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 MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
CHUBB CORP	COM	171232101	11,622	212,939			
CHURCH & DWIGHT INC	COM	171340102	1,184	21,903			
CIENA CORP	COM NEW	171779309	456	13,373			
CINCINNATI FINL CORP	COM	172062101	344	8,701			
CIRCUIT CITY STORE INC	COM	172737108	171	40,616			
CISCO SYS INC	COM	17275R102	69,847	2,580,244			
CITADEL BROADCASTING CORP	COM	17285T106	71	34,615			
CINTAS CORP	COM	172908105	599	17,805			
CITIGROUP INC	COM	172967101	50,846	1,727,105			
CITIZENS COMMUNICATIONS CO	COM	17453B101	302	23,732			
CITRIX SYS INC	COM	177376100	1,075	28,293			
CLARCOR INC	COM	179895107	1,210	31,879			
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,092	118,528			
CLEVELAND CLIFFS INC	COM	185896107	648	6,428			
CLOROX CO DEL	COM	189054109	1,336	20,504			
COACH INC	COM	189754104	6,016	196,736			
COCA COLA CO	COM	191216100	56,891	927,015			
COCA COLA ENTERPRISES INC	COM	191219104	411	15,776			
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4,923	145,051			
COLGATE PALMOLIVE CO	COM	194162103	16,650	213,573			
COMCAST CORP NEW	CL A	20030N101	14,318	784,139			
COMERICA INC	COM	200340107	344	7,893			
COMMERCE BANCORP INC NJ	COM	200519106	2,458	64,441			
COMMERCIAL METALS CO	COM	201723103	2,209	75,001			
COMMSCOPE INC	COM	203372107	472	9,595			
COMMUNITY HEALTH SYS INC NEW	COM	203668108	210	5,697			
COMPUTER SCIENCES CORP	COM	205363104	7,909	159,870			
COMPUWARE CORP	COM	205638109	365	41,136			
CONAGRA FOODS INC	COM	205887102	600	25,217			
CON-WAY INC	COM	205944101	251	6,032			
CONOCOPHILLIPS	COM	20825C104	61,889	700,896			
CONSOL ENERGY INC	COM	20854P109	4,186	58,528			

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CONSOLIDATED EDISON INC	COM	209115104	1,441	29,502
CONSTELLATION BRANDS INC	CL A	21036P108	3,137	132,705
CONSTELLATION ENERGY GROUP I	COM	210371100	9,295	90,654
CONTINENTAL AIRLS INC	CL B	210795308	339	15,217
CONVERGYS CORP	COM	212485106	1,642	99,765
COPART INC	COM	217204106	435	10,226
CORN PRODS INTL INC	COM	219023108	1,558	42,402
CORNING INC	COM	219350105	16,417	684,345
CORPORATE EXECUTIVE BRD CO	COM	21988R102	1,645	27,364
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	568	19,243
COSTCO WHSL CORP NEW	COM	22160K105	13,357	191,464
COUNTRYWIDE FINANCIAL CORP	COM	222372104	700	78,354
COVANCE INC	COM	222816100	3,981	45,956
COVANTA HLDG CORP	COM	22282E102	587	21,224
COVENTRY HEALTH CARE INC	COM	222862104	3,330	56,211
CRANE CO	COM	224399105	1,964	45,772
CROCS INC	COM	227046109	461	12,524
CROWN CASTLE INTL CORP	COM	228227104	10,318	248,018
CROWN HOLDINGS INC	COM	228368106	657	25,617
CUMMINS INC	COM	231021106	4,643	36,452
CURTISS WRIGHT CORP	COM	231561101	2,003	39,898
CYPRESS SEMICONDUCTOR CORP	COM	232806109	853	23,687
DPL INC	COM	233293109	1,077	36,335
D R HORTON INC	COM	23331A109	736	55,909
DST SYS INC DEL	COM	233326107	1,871	22,665
DTE ENERGY CO	COM	233331107	1,814	41,264
DANAHER CORP DEL	COM	235851102	7,571	86,292
DARDEN RESTAURANTS INC	COM	237194105	4,597	165,910
DAVITA INC	COM	23918K108	1,703	30,217
DEERE & CO	COM	244199105	10,708	114,988
DEL MONTE FOODS CO	COM	24522P103	97	10,228
DELL INC	COM	24702R101	20,762	847,101
DELTA AIR LINES INC DEL	COM NEW	247361702	712	47,810
DENBURY RES INC	COM NEW	247916208	1,129	37,946
DENTSPLY INTL INC NEW	COM	249030107	1,071	23,797
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1,934	50,511
DEVON ENERGY CORP NEW	COM	25179M103	21,490	241,710
DIAGEO P L C	SPON ADR NEW	25243Q205	1,658	19,321
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	2,927	20,614
DICKS SPORTING GOODS INC	COM	253393102	1,059	38,165
DIEBOLD INC	COM	253651103	299	10,310
DILLARDS INC	CL A	254067101	404	21,506
DIRECTV GROUP INC	COM	25459L106	5,019	217,105
DISCOVERY HOLDING CO	CL A COM	25468Y107	769	30,581
DISNEY WALT CO	COM DISNEY	254687106	24,652	763,679
DISCOVER FINL SVCS	COM	254709108	1,136	75,313
DOLBY LABORATORIES INC	COM	25659T107	308	6,185
DOLLAR TREE STORES INC	COM	256747106	396	15,276
DOMINION RES INC VA NEW	COM	25746U109	11,700	246,574
DOMTAR CORP	COM	257559104	731	95,091
DONALDSON INC	COM	257651109	3,569	76,961
DONNELLEY R R & SONS CO	COM	257867101	1,836	48,646
DOVER CORP	COM	260003108	798	17,311
DOW CHEM CO	COM	260543103	12,417	314,993
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	227	8,886
DRESSER-RAND GROUP INC	COM	261608103	525	13,448
DU PONT E I DE NEMOURS & CO	COM	263534109	13,846	314,049
DUKE ENERGY CORP NEW	COM	26441C105	10,149	503,196
DUKE REALTY CORP	COM NEW	264411505	487	18,655
DUN & BRADSTREET CORP DEL NE	COM	26483E100	5,371	60,599
DYNEGY INC DEL	CL A	26817G102	234	32,776
E M C CORP MASS	COM	268648102	8,045	434,161

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ENSCO INTL INC	COM	26874Q100	4,567	76,609
EOG RES INC	COM	26875P101	4,231	47,403
E TRADE FINANCIAL CORP	COM	269246104	137	38,676
EAGLE MATERIALS INC	COM	26969P108	247	6,949
EAST WEST BANCORP INC	COM	27579R104	232	9,581
EASTMAN CHEM CO	COM	277432100	2,010	32,905

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) SOLE (B) SHARED AS DEF. INSTR. V (C) SHARED OTHER
EASTMAN KODAK CO	COM	277461109	319	14,571	
EATON CORP	COM	278058102	5,070	52,294	
EATON VANCE CORP	COM NON VTG	278265103	786	17,300	
EBAY INC	COM	278642103	17,180	517,624	
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,230	32,617	
ECOLAB INC	COM	278865100	2,939	57,383	
EDISON INTL	COM	281020107	2,557	47,917	
EDWARDS LIFESCIENCES CORP	COM	28176E108	415	9,029	
EL PASO CORP	COM	28336L109	890	51,618	
ELECTRONIC ARTS INC	COM	285512109	3,979	68,121	
ELECTRONIC DATA SYS NEW	COM	285661104	2,993	144,372	
EMBARQ CORP	COM	29078E105	2,160	43,612	
EMERSON ELEC CO	COM	291011104	18,182	320,895	
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	4,025	150,921	
ENERGEN CORP	COM	29265N108	3,394	52,839	
ENERGY CONVERSION DEVICES IN	COM	292659109	488	14,491	
ENERGY EAST CORP	COM	29266M109	218	7,997	
ENERGIZER HLDGS INC	COM	29266R108	3,585	31,976	
ENTERGY CORP NEW	COM	29364G103	16,191	135,465	
EQUIFAX INC	COM	294429105	2,570	70,692	
EQUITABLE RES INC	COM	294549100	849	15,944	
EQUITY RESIDENTIAL	SH BEN INT	29476L107	537	14,720	
ESSEX PPTY TR INC	COM	297178105	233	2,392	
EXELON CORP	COM	30161N101	13,961	171,007	
EXPEDIA INC DEL	COM	30212P105	2,121	67,064	
EXPEDITORS INTL WASH INC	COM	302130109	4,638	103,802	
EXPRESS SCRIPTS INC	COM	302182100	13,094	179,365	
EXXON MOBIL CORP	COM	30231G102	181,288	1,934,979	
FMC TECHNOLOGIES INC	COM	30249U101	3,762	66,346	
F M C CORP	COM NEW	302491303	211	3,867	
FPL GROUP INC	COM	302571104	2,377	35,069	
FTD GROUP INC	COM	30267U108	744	57,769	
FACTSET RESH SYS INC	COM	303075105	375	6,731	
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	168	11,662	
FAMILY DLR STORES INC	COM	307000109	1,050	54,580	
FASTENAL CO	COM	311900104	801	19,815	
FEDERAL HOME LN MTG CORP	COM	313400301	10,898	319,885	
FEDERAL NATL MTG ASSN	COM	313586109	13,328	333,365	
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	485	5,906	
FEDERATED INVS INC PA	CL B	314211103	563	13,677	

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FEDEX CORP	COM	31428X106	13,048	146,331
F5 NETWORKS INC	COM	315616102	373	13,084
FIDELITY NATL INFORMATION SV	COM	31620M106	1,121	26,959
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	587	40,202
FIFTH THIRD BANCORP	COM	316773100	2,156	85,811
FIRST MARBLEHEAD CORP	COM	320771108	309	20,213
FIRST SOLAR INC	COM	336433107	1,476	5,525
FISERV INC	COM	337738108	3,152	56,798
FIRSTENERGY CORP	COM	337932107	9,723	134,413
FLUOR CORP NEW	COM	343412102	2,855	19,595
FLOWERVE CORP	COM	34354P105	2,609	27,119
FOOT LOCKER INC	COM	344849104	236	17,253
FORD MTR CO DEL	COM PAR \$0.01	345370860	2,607	387,329
FOREST CITY ENTERPRISES INC	CL A	345550107	502	11,296
FOREST LABS INC	COM	345838106	4,772	130,918
FOREST OIL CORP	COM PAR \$0.01	346091705	203	3,984
FORESTAR REAL ESTATE GROUP I	COM	346233109	243	10,318
FORTUNE BRANDS INC	COM	349631101	979	13,528
FOUNDATION COAL HLDGS INC	COM	35039W100	907	17,285
FRANKLIN RES INC	COM	354613101	13,106	114,530
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	17,926	174,994
FRONTIER OIL CORP	COM	35914P105	3,047	75,083
GATX CORP	COM	361448103	666	18,164
GAMESTOP CORP NEW	CL A	36467W109	1,532	24,662
GANNETT INC	COM	364730101	2,997	76,859
GAP INC DEL	COM	364760108	1,777	83,489
GARDNER DENVER INC	COM	365558105	566	17,155
GEN-PROBE INC NEW	COM	36866T103	517	8,217
GENENTECH INC	COM NEW	368710406	24,969	372,289
GENERAL CABLE CORP DEL NEW	COM	369300108	600	8,191
GENERAL DYNAMICS CORP	COM	369550108	14,723	165,443
GENERAL ELECTRIC CO	COM	369604103	118,798	3,204,705
GENERAL GROWTH PPTYS INC	COM	370021107	972	23,612
GENERAL MLS INC	COM	370334104	11,971	210,016
GENERAL MTRS CORP	COM	370442105	2,591	104,095
GENTEX CORP	COM	371901109	397	22,363
GENUINE PARTS CO	COM	372460105	1,428	30,839
GENWORTH FINL INC	COM CL A	37247D106	4,555	178,993
GENZYME CORP	COM	372917104	4,419	59,367
GILEAD SCIENCES INC	COM	375558103	21,363	464,308
GLOBAL INDS LTD	COM	379336100	309	14,424
GLOBAL PMTS INC	COM	37940X102	9,621	206,814
GOLDMAN SACHS GROUP INC	COM	38141G104	44,691	207,819
GOODRICH CORP	COM	382388106	2,749	38,929
GOODYEAR TIRE & RUBR CO	COM	382550101	2,590	91,787
GOOGLE INC	CL A	38259P508	76,203	110,203
GRACO INC	COM	384109104	727	19,514
GRAINGER W W INC	COM	384802104	1,751	20,006
GRANT PRIDECO INC	COM	38821G101	1,663	29,966
GRUPO TELEVIS SA DE CV	SP ADR REP ORD	40049J206	1,378	57,963
GUARANTY FINL GROUP INC	COM	40108N106	165	10,318
GUESS INC	COM	401617105	323	8,517
HCC INS HLDGS INC	COM	404132102	310	10,797
HCP INC	COM	40414L109	363	10,433
HLTH CORPORATION	COM	40422Y101	381	28,428
HNI CORP	COM	404251100	263	7,508
HRPT PPTYS TR	COM SH BEN INT	40426W101	88	11,420
HALLIBURTON CO	COM	406216101	11,705	308,764
HANESBRANDS INC	COM	410345102	410	15,104
HANSEN NAT CORP	COM	411310105	473	10,682

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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
		CUSIP	MARKET	PRINCIPAL	AS DEF. SHARED
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR. V OTHER
HARLEY DAVIDSON INC	COM	412822108	6,560	140,433	
HARMAN INTL INDS INC	COM	413086109	752	10,208	
HARRAHS ENTMT INC	COM	413619107	3,227	36,356	
HARRIS CORP DEL	COM	413875105	2,315	36,938	
HARSCO CORP	COM	415864107	845	13,183	
HARTFORD FINL SVCS GROUP INC	COM	416515104	15,473	177,462	
HASBRO INC	COM	418056107	1,460	57,086	
HEALTH MGMT ASSOC INC NEW	CL A	421933102	73	12,277	
HEALTH CARE REIT INC	COM	42217K106	229	5,123	
HEALTH NET INC	COM	42222G108	849	17,584	
HEINZ H J CO	COM	423074103	8,129	174,140	
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	512	12,345	
HELMERICH & PAYNE INC	COM	423452101	209	5,213	
HERCULES INC	COM	427056106	267	13,814	
HERSHEY CO	COM	427866108	2,408	61,127	
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	610	38,388	
HESS CORP	COM	42809H107	1,418	14,055	
HEWITT ASSOCS INC	COM	42822Q100	425	11,102	
HEWLETT PACKARD CO	COM	428236103	64,142	1,270,650	
HILLENBRAND INDS INC	COM	431573104	235	4,211	
HOLLY CORP	COM PAR \$0.01	435758305	360	7,082	
HOME DEPOT INC	COM	437076102	15,903	590,308	
HONEYWELL INTL INC	COM	438516106	15,363	249,518	
HOSPIRA INC	COM	441060100	1,046	24,537	
HOST HOTELS & RESORTS INC	COM	44107P104	944	55,405	
HUBBELL INC	CL B	443510201	263	5,097	
HUDSON CITY BANCORP	COM	443683107	759	50,546	
HUMANA INC	COM	444859102	5,978	79,377	
HUNT J B TRANS SVCS INC	COM	445658107	378	13,712	
HUNTINGTON BANCSHARES INC	COM	446150104	273	18,495	
IAC INTERACTIVECORP	COM NEW	44919P300	2,872	106,673	
IMS HEALTH INC	COM	449934108	657	28,520	
ITT EDUCATIONAL SERVICES INC	COM	45068B109	544	6,380	
ITT CORP NEW	COM	450911102	3,542	53,627	
IDEX CORP	COM	45167R104	690	19,087	
IDEXX LABS INC	COM	45168D104	562	9,586	
ILLINOIS TOOL WKS INC	COM	452308109	8,322	155,441	
IMCLONE SYS INC	COM	45245W109	403	9,379	
INDYMAC BANCORP INC	COM	456607100	195	32,702	
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	630	55,689	
INTEL CORP	COM	458140100	63,070	2,365,717	
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,276	11,824	
INTERNATIONAL BUSINESS MACHS	COM	459200101	64,178	593,690	
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	809	16,812	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	5,735	130,549	
INTL PAPER CO	COM	460146103	4,119	127,216	
INTERNATIONAL RECTIFIER CORP	COM	460254105	839	24,690	
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	935	22,695	

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INTERSIL CORP	CL A	46069S109	1,222	49,909
INTERPUBLIC GROUP COS INC	COM	460690100	442	54,446
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,896	5,870
INTUIT	COM	461202103	2,126	67,251
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	2,630	55,261
INVITROGEN CORP	COM	46185R100	392	4,197
IRON MTN INC	COM	462846106	2,100	56,720
ISHARES TR	RUSSELL1000VAL	464287598	18,276	227,735
ISHARES TR	RUSSELL1000GRW	464287614	16,251	267,380
ISHARES TR	RUSSELL 1000	464287622	4,965	62,375
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	298	22,385
JP MORGAN CHASE & CO	COM	46625H100	42,863	981,962
JABIL CIRCUIT INC	COM	466313103	771	50,514
JACOBS ENGR GROUP INC DEL	COM	469814107	8,838	92,434
JANUS CAP GROUP INC	COM	47102X105	1,833	55,799
JOHNSON & JOHNSON	COM	478160104	67,235	1,008,023
JOHNSON CTLS INC	COM	478366107	11,421	316,893
JONES APPAREL GROUP INC	COM	480074103	502	31,395
JONES LANG LASALLE INC	COM	48020Q107	410	5,767
JOY GLOBAL INC	COM	481165108	1,120	17,017
JUNIPER NETWORKS INC	COM	48203R104	2,161	65,099
KBR INC	COM	48242W106	332	8,545
KLA-TENCOR CORP	COM	482480100	1,446	30,017
KANSAS CITY SOUTHERN	COM NEW	485170302	301	8,779
KELLOGG CO	COM	487836108	1,993	38,020
KENNAMETAL INC	COM	489170100	1,478	39,046
KEYCORP NEW	COM	493267108	466	19,857
KILROY RLTY CORP	COM	49427F108	278	5,060
KIMBERLY CLARK CORP	COM	494368103	4,135	59,630
KIMCO REALTY CORP	COM	49446R109	9,242	253,912
KINETIC CONCEPTS INC	COM NEW	49460W208	392	7,319
KING PHARMACEUTICALS INC	COM	495582108	2,352	229,700
KIRBY CORP	COM	497266106	388	8,350
KOHL'S CORP	COM	500255104	3,232	70,562
KRAFT FOODS INC	CL A	50075N104	14,759	452,329
KROGER CO	COM	501044101	2,756	103,166
LSI CORPORATION	COM	502161102	1,083	203,909
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,827	26,684
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	12,695	168,077
LAM RESEARCH CORP	COM	512807108	3,819	88,333
LAMAR ADVERTISING CO	CL A	512815101	623	12,962
LANDSTAR SYS INC	COM	515098101	367	8,704
LAS VEGAS SANDS CORP	COM	517834107	6,111	59,301
LAUDER ESTEE COS INC	CL A	518439104	747	17,122
LEAP WIRELESS INTL INC	COM NEW	521863308	1,796	38,500
LEGG MASON INC	COM	524901105	6,446	88,126
LEHMAN BROS HLDGS INC	COM	524908100	9,949	152,037
LEUCADIA NATL CORP	COM	527288104	391	8,299
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,019	335,128
LEXMARK INTL NEW	CL A	529771107	2,974	85,304
LIBERTY GLOBAL INC	COM SER A	530555101	4,752	121,268
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	1,419	74,384

ITEM 1:

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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
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	2,976	25,544			
LILLY ELI & CO	COM	532457108	8,014	150,108			
LIMITED BRANDS INC	COM	532716107	1,473	77,811			
LINCARE HLDGS INC	COM	532791100	1,820	51,776			
LINCOLN ELEC HLDGS INC	COM	533900106	1,796	25,231			
LINCOLN NATL CORP IND	COM	534187109	798	13,709			
LINEAR TECHNOLOGY CORP	COM	535678106	1,107	34,773			
LIZ CLAIBORNE INC	COM	539320101	1,737	85,338			
LOCKHEED MARTIN CORP	COM	539830109	10,908	103,627			
LOEWS CORP	COM	540424108	14,637	290,758			
LOEWS CORP	CAROLNA GP STK	540424207	11,698	137,142			
LOWES COS INC	COM	548661107	14,014	619,540			
LUBRIZOL CORP	COM	549271104	621	11,472			
M & T BK CORP	COM	55261F104	2,567	31,464			
MBIA INC	COM	55262C100	2,003	107,491			
M D C HLDGS INC	COM	552676108	503	13,560			
MDU RES GROUP INC	COM	552690109	718	26,011			
MEMC ELECTR MATLS INC	COM	552715104	3,111	35,154			
MGIC INVT CORP WIS	COM	552848103	1,281	57,129			
MGM MIRAGE	COM	552953101	1,557	18,531			
MSC INDL DIRECT INC	CL A	553530106	292	7,215			
MACERICH CO	COM	554382101	798	11,229			
MACK CALI RLTY CORP	COM	554489104	1,102	32,412			
MACYS INC	COM	55616P104	3,478	134,445			
MANITOWOC INC	COM	563571108	4,933	101,022			
MANPOWER INC	COM	56418H100	4,782	84,040			
MARATHON OIL CORP	COM	565849106	19,324	317,522			
MARKEL CORP	COM	570535104	241	491			
MARSH & MCLENNAN COS INC	COM	571748102	744	28,125			
MARSHALL & ILSLEY CORP NEW	COM	571837103	2,484	93,814			
MARRIOTT INTL INC NEW	CL A	571903202	6,635	194,128			
MARTIN MARIETTA MATLS INC	COM	573284106	885	6,677			
MASCO CORP	COM	574599106	1,089	50,393			
MASSEY ENERGY CORP	COM	576206106	454	12,707			
MASTERCARD INC	CL A	57636Q104	2,687	12,486			
MATTEL INC	COM	577081102	3,022	158,715			
MCAFEE INC	COM	579064106	1,507	40,179			
MCCLATCHY CO	CL A	579489105	210	16,776			
MCCORMICK & CO INC	COM NON VTG	579780206	4,769	125,791			
MCDERMOTT INTL INC	COM	580037109	4,920	83,353			
MCDONALDS CORP	COM	580135101	26,174	444,300			
MCGRAW HILL COS INC	COM	580645109	5,981	136,532			
MCKESSON CORP	COM	58155Q103	5,212	79,568			
MEADWESTVACO CORP	COM	583334107	3,852	123,069			
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	9,520	93,888			
MEDTRONIC INC	COM	585055106	23,890	475,241			
MENTOR GRAPHICS CORP	COM	587200106	625	57,963			
MERCK & CO INC	COM	589331107	53,932	928,105			
MEREDITH CORP	COM	589433101	414	7,536			
MERRILL LYNCH & CO INC	COM	590188108	16,835	313,619			
METAVANTE TECHNOLOGIES INC	COM	591407101	729	31,274			
METLIFE INC	COM	59156R108	14,729	239,038			
METROPCS COMMUNICATIONS INC	COM	591708102	199	10,218			
METTLER TOLEDO INTERNATIONAL	COM	592688105	2,095	18,408			
MICROSOFT CORP	COM	594918104	131,645	3,697,895			
MICROCHIP TECHNOLOGY INC	COM	595017104	1,075	34,205			

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MICRON TECHNOLOGY INC	COM	595112103	1,606	221,558
MILLENNIUM PHARMACEUTICALS I	COM	599902103	525	35,064
MILLIPORE CORP	COM	601073109	619	8,457
MIRANT CORP NEW	COM	60467R100	1,229	31,531
MOHAWK INDS INC	COM	608190104	975	13,107
MOLEX INC	COM	608554101	944	34,587
MOLSON COORS BREWING CO	CL B	60871R209	1,501	29,087
MONEYGRAM INTL INC	COM	60935Y109	201	13,078
MONSANTO CO NEW	COM	61166W101	36,495	326,754
MONSTER WORLDWIDE INC	COM	611742107	1,142	35,259
MOODYS CORP	COM	615369105	3,974	111,317
MORGAN STANLEY	COM NEW	617446448	18,767	353,354
MOSAIC CO	COM	61945A107	1,402	14,860
MOTOROLA INC	COM	620076109	9,020	562,326
MURPHY OIL CORP	COM	626717102	808	9,525
MYLAN INC	COM	628530107	1,634	116,246
NBTY INC	COM	628782104	838	30,596
NCR CORP NEW	COM	62886E108	1,561	62,174
NII HLDGS INC	CL B NEW	62913F201	3,861	79,911
NRG ENERGY INC	COM NEW	629377508	1,428	32,939
NVR INC	COM	62944T105	476	908
NYMEX HOLDINGS INC	COM	62948N104	1,928	14,433
NYSE EURONEXT	COM	629491101	6,542	74,533
NALCO HOLDING COMPANY	COM	62985Q101	547	22,618
NASDAQ STOCK MARKET INC	COM	631103108	2,668	53,911
NATIONAL CITY CORP	COM	635405103	4,308	261,719
NATIONAL HEALTH INVS INC	COM	63633D104	613	21,970
NATIONAL INSTRS CORP	COM	636518102	300	9,007
NATIONAL OILWELL VARCO INC	COM	637071101	7,394	100,653
NATIONAL SEMICONDUCTOR CORP	COM	637640103	2,131	94,127
NATIONWIDE FINL SVCS INC	CL A	638612101	3,092	68,689
NAVTEQ CORP	COM	63936L100	1,157	15,307
NETWORK APPLIANCE INC	COM	64120L104	4,567	182,960
NEUSTAR INC	CL A	64126X201	341	11,891
NEW YORK CMNTY BANCORP INC	COM	649445103	286	16,274
NEW YORK TIMES CO	CL A	650111107	193	11,013
NEWELL RUBBERMAID INC	COM	651229106	1,738	67,163
NEWFIELD EXPL CO	COM	651290108	346	6,565
NEWMONT MINING CORP	COM	651639106	5,069	103,810
NEWS CORP	CL A	65248E104	17,815	869,472
NIKE INC	CL B	654106103	15,545	241,978
NISOURCE INC	COM	65473P105	627	33,188
NOKIA CORP	SPONSORED ADR	654902204	2,859	74,463
NOBLE ENERGY INC	COM	655044105	890	11,191

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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
NORDSTROM INC	COM	655664100	4,326	117,784			
NORFOLK SOUTHERN CORP	COM	655844108	6,786	134,541			

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NORTHEAST UTILS	COM	664397106	1,757	56,129
NORTHERN TR CORP	COM	665859104	11,446	149,470
NORTHROP GRUMMAN CORP	COM	666807102	16,502	209,846
NORTHWEST AIRLS CORP	COM	667280408	462	31,820
NOVELL INC	COM	670006105	152	22,166
NOVELLUS SYS INC	COM	670008101	416	15,105
NSTAR	COM	67019E107	895	24,715
NUCOR CORP	COM	670346105	8,938	150,928
NVIDIA CORP	COM	67066G104	10,254	301,413
OGE ENERGY CORP	COM	670837103	1,045	28,788
OCCIDENTAL PETE CORP DEL	COM	674599105	41,065	533,383
OCEANEERING INTL INC	COM	675232102	575	8,543
OFFICE DEPOT INC	COM	676220106	1,566	112,610
OLD REP INTL CORP	COM	680223104	180	11,710
OMNICOM GROUP INC	COM	681919106	12,048	253,475
ONEOK INC NEW	COM	682680103	235	5,245
ORACLE CORP	COM	68389X105	37,926	1,679,620
O REILLY AUTOMOTIVE INC	COM	686091109	925	28,509
OSHKOSH TRUCK CORP	COM	688239201	548	11,603
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,426	19,155
OWENS ILL INC	COM NEW	690768403	1,149	23,211
PDL BIOPHARMA INC	COM	69329Y104	320	18,272
PG&E CORP	COM	69331C108	7,167	166,317
PMI GROUP INC	COM	69344M101	722	54,391
PNC FINL SVCS GROUP INC	COM	693475105	6,080	92,605
PPG INDS INC	COM	693506107	3,990	56,810
PPL CORP	COM	69351T106	8,806	169,052
PACCAR INC	COM	693718108	6,687	122,747
PACKAGING CORP AMER	COM	695156109	858	30,441
PACTIV CORP	COM	695257105	717	26,910
PALL CORP	COM	696429307	731	18,134
PARKER HANNIFIN CORP	COM	701094104	2,190	29,081
PATRIOT COAL CORP	COM	70336T104	339	8,126
PATTERSON COMPANIES INC	COM	703395103	740	21,797
PAYCHEX INC	COM	704326107	5,262	145,276
PEABODY ENERGY CORP	COM	704549104	5,024	81,512
PEDIATRIX MED GROUP	COM	705324101	518	7,598
PENN NATL GAMING INC	COM	707569109	685	11,503
PENNEY J C INC	COM	708160106	4,518	102,698
PENTAIR INC	COM	709631105	475	13,640
PEOPLES UNITED FINANCIAL INC	COM	712704105	479	26,906
PEPCO HOLDINGS INC	COM	713291102	287	9,777
PEPSI BOTTLING GROUP INC	COM	713409100	4,923	124,752
PEPSIAMERICAS INC	COM	71343P200	1,708	51,272
PEPSICO INC	COM	713448108	53,427	703,916
PERKINELMER INC	COM	714046109	239	9,199
PETSMART INC	COM	716768106	501	21,303
PFIZER INC	COM	717081103	50,173	2,207,338
PHARMACEUTICAL PROD DEV INC	COM	717124101	655	16,216
PHARMERICA CORP	COM	71714F104	181	13,042
PHILADELPHIA CONS HLDG CORP	COM	717528103	295	7,491
PHILLIPS VAN HEUSEN CORP	COM	718592108	323	8,772
PINNACLE WEST CAP CORP	COM	723484101	1,034	24,386
PIONEER NAT RES CO	COM	723787107	2,192	44,878
PITNEY BOWES INC	COM	724479100	1,147	30,160
PLUM CREEK TIMBER CO INC	COM	729251108	478	10,387
POLO RALPH LAUREN CORP	CL A	731572103	593	9,593
POPULAR INC	COM	733174106	150	14,151
PRAXAIR INC	COM	74005P104	11,213	126,399
PRECISION CASTPARTS CORP	COM	740189105	19,694	141,987
PRICE T ROWE GROUP INC	COM	74144T108	2,534	41,630
PRIDE INTL INC DEL	COM	74153Q102	726	21,413

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PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,484	65,137
PROCTER & GAMBLE CO	COM	742718109	78,065	1,063,260
PROGRESS ENERGY INC	COM	743263105	1,203	24,840
PROGRESSIVE CORP OHIO	COM	743315103	3,268	170,584
PROLOGIS	SH BEN INT	743410102	3,237	51,069
PRUDENTIAL FINL INC	COM	744320102	12,308	132,287
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,700	47,838
PUBLIC STORAGE	COM	74460D109	2,693	36,679
PULTE HOMES INC	COM	745867101	1,108	105,101
QLOGIC CORP	COM	747277101	317	22,346
QUALCOMM INC	COM	747525103	25,060	636,839
QUANTA SVCS INC	COM	74762E102	676	25,772
QUEST DIAGNOSTICS INC	COM	74834L100	1,231	23,268
QUEST RESOURCE CORP	COM NEW	748349305	296	41,250
QUESTAR CORP	COM	748356102	5,151	95,210
QUICKSILVER RESOURCES INC	COM	74837R104	1,570	26,352
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,729	389,322
RPM INTL INC	COM	749685103	760	37,430
RADIAN GROUP INC	COM	750236101	1,032	88,363
RADIOSHACK CORP	COM	750438103	286	16,944
RAMBUS INC DEL	COM	750917106	288	13,764
RANGE RES CORP	COM	75281A109	1,191	23,193
RAYONIER INC	COM	754907103	1,578	33,396
RAYTHEON CO	COM NEW	755111507	9,899	163,088
RED HAT INC	COM	756577102	1,537	73,743
REGAL ENTMT GROUP	CL A	758766109	193	10,680
REGENCY CTRS CORP	COM	758849103	226	3,508
REGIONS FINANCIAL CORP NEW	COM	7591EP100	844	35,687
RELIANCE STEEL & ALUMINUM CO	COM	759509102	217	4,007
RELIANT ENERGY INC	COM	75952B105	454	17,301
REPUBLIC SVCS INC	COM	760759100	930	29,677
RESMED INC	COM	761152107	641	12,197
RESPIRONICS INC	COM	761230101	755	11,536
REYNOLDS AMERICAN INC	COM	761713106	2,612	39,601
RITE AID CORP	COM	767754104	96	34,485
ROBERT HALF INTL INC	COM	770323103	1,122	41,480

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) SOLE (B) SHARED AS DEF. INSTR. V (C) SHARED OTHER
ROCKWELL AUTOMATION INC	COM	773903109	5,225	75,762	
ROCKWELL COLLINS INC	COM	774341101	4,668	64,858	
ROHM & HAAS CO	COM	775371107	3,205	60,393	
ROPER INDS INC NEW	COM	776696106	3,848	61,532	
ROSS STORES INC	COM	778296103	1,342	52,486	
ROWAN COS INC	COM	779382100	551	13,968	
RYDER SYS INC	COM	783549108	843	17,937	
SBA COMMUNICATIONS CORP	COM	78388J106	650	19,208	
SEI INVESTMENTS CO	COM	784117103	4,385	136,311	
SL GREEN RLTY CORP	COM	78440X101	280	3,001	

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SLM CORP	COM	78442P106	1,944	96,527
SPX CORP	COM	784635104	2,183	21,229
SAFECO CORP	COM	786429100	298	5,350
SAFeway INC	COM NEW	786514208	765	22,349
ST JOE CO	COM	790148100	414	11,653
ST JUDE MED INC	COM	790849103	5,804	142,804
SAKS INC	COM	79377W108	415	19,973
SALESFORCE COM INC	COM	79466L302	933	14,877
SANDISK CORP	COM	80004C101	1,821	54,900
SANMINA SCI CORP	COM	800907107	72	39,388
SARA LEE CORP	COM	803111103	1,252	77,927
SCANA CORP NEW	COM	80589M102	248	5,891
SCHEIN HENRY INC	COM	806407102	3,227	52,559
SCHERING PLOUGH CORP	COM	806605101	11,548	433,488
SCHLUMBERGER LTD	COM	806857108	33,055	336,030
SCHWAB CHARLES CORP NEW	COM	808513105	7,536	294,940
SCIENTIFIC GAMES CORP	CL A	80874P109	338	10,165
SCOTTS MIRACLE GRO CO	CL A	810186106	559	14,932
SCRIPPS E W CO OHIO	CL A	811054204	205	4,549
SEALED AIR CORP NEW	COM	81211K100	243	10,497
SEARS HLDGS CORP	COM	812350106	3,874	37,958
SEMPRA ENERGY	COM	816851109	4,384	70,852
SENSIENT TECHNOLOGIES CORP	COM	81725T100	273	9,660
SEPRACOR INC	COM	817315104	438	16,677
SERVICE CORP INTL	COM	817565104	209	14,884
SHAW GROUP INC	COM	820280105	721	11,923
SHERWIN WILLIAMS CO	COM	824348106	4,860	83,735
SIERRA HEALTH SVCS INC	COM	826322109	365	8,688
SIERRA PAC RES NEW	COM	826428104	658	38,742
SIGMA ALDRICH CORP	COM	826552101	3,116	57,075
SILICON LABORATORIES INC	COM	826919102	321	8,581
SIMON PTY GROUP INC NEW	COM	828806109	6,259	72,054
SIRIUS SATELLITE RADIO INC	COM	82966U103	694	229,123
SMITH INTL INC	COM	832110100	5,297	71,728
SMURFIT-STONE CONTAINER CORP	COM	832727101	136	12,918
SONOCO PRODS CO	COM	835495102	619	18,950
SOUTHERN CO	COM	842587107	2,186	56,417
SOUTHERN COPPER CORP	COM	84265V105	2,475	23,542
SOUTHWEST AIRLS CO	COM	844741108	1,228	100,648
SOUTHWEST GAS CORP	COM	844895102	1,315	44,158
SOUTHWESTERN ENERGY CO	COM	845467109	1,483	26,610
SOVEREIGN BANCORP INC	COM	845905108	425	37,310
SPECTRA ENERGY CORP	COM	847560109	5,681	220,016
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	334	9,689
SPRINT NEXTEL CORP	COM SER 1	852061100	9,819	747,794
STANLEY WKS	COM	854616109	1,383	28,526
STAPLES INC	COM	855030102	4,759	206,279
STARBUCKS CORP	COM	855244109	7,671	374,733
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	3,475	78,932
STATE STR CORP	COM	857477103	6,957	85,679
STEEL DYNAMICS INC	COM	858119100	2,753	46,210
STEELCASE INC	CL A	858155203	221	13,957
STERICYCLE INC	COM	858912108	2,212	37,246
STRYKER CORP	COM	863667101	13,201	176,676
SUN MICROSYSTEMS INC	COM NEW	866810203	2,937	161,972
SUNOCO INC	COM	86764P109	1,378	19,027
SUNPOWER CORP	COM CL A	867652109	833	6,392
SUNTRUST BKS INC	COM	867914103	9,531	152,516
SUPERIOR ENERGY SVCS INC	COM	868157108	435	12,643
SUPERVALU INC	COM	868536103	2,932	78,134
SYMANTEC CORP	COM	871503108	4,004	248,060
SYNOPSIS INC	COM	871607107	1,340	51,659

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SYNOVUS FINL CORP	COM	87161C105	605	25,124
SYSCO CORP	COM	871829107	3,022	96,815
TD AMERITRADE HLDG CORP	COM	87236Y108	2,913	145,194
TECO ENERGY INC	COM	872375100	183	10,608
TJX COS INC NEW	COM	872540109	5,921	206,080
TARGET CORP	COM	87612E106	25,341	506,822
TAUBMAN CTRS INC	COM	876664103	285	5,803
TECHNE CORP	COM	878377100	408	6,181
TELEPHONE & DATA SYS INC	COM	879433100	5,249	83,846
TELEPHONE & DATA SYS INC	SPL COM	879433860	1,113	19,321
TELLABS INC	COM	879664100	145	22,183
TEMPLE INLAND INC	COM	879868107	645	30,954
TENET HEALTHCARE CORP	COM	88033G100	319	62,784
TERADATA CORP DEL	COM	88076W103	1,704	62,184
TERADYNE INC	COM	880770102	204	19,757
TEREX CORP NEW	COM	880779103	2,499	38,110
TESORO CORP	COM	881609101	1,021	21,406
TETRA TECHNOLOGIES INC DEL	COM	88162F105	177	11,382
TEXAS INSTRS INC	COM	882508104	23,940	716,778
TEXTRON INC	COM	883203101	11,196	157,021
THERMO FISHER SCIENTIFIC INC	COM	883556102	5,947	103,100
THOMAS & BETTS CORP	COM	884315102	4,281	87,289
THOR INDS INC	COM	885160101	926	24,371
3M CO	COM	88579Y101	23,244	275,663
TIDEWATER INC	COM	886423102	1,370	24,982
TIFFANY & CO NEW	COM	886547108	983	21,354
TIM HORTONS INC	COM	88706M103	1,095	29,664
TIME WARNER INC	COM	887317105	19,270	1,167,171

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(A) (B) (C)
			PENSION FAIR	SHARES OR	SHARED
		CUSIP	MARKET	PRINCIPAL	AS DEF. SHARED
NAME OF ISSUER	TITLE OF CLASS	NUMBER	VALUE (\$000)	AMOUNT	SOLE INSTR. V OTHER
TIME WARNER CABLE INC	CL A	88732J108	468	16,948	
TIMKEN CO	COM	887389104	329	10,009	
TITANIUM METALS CORP	COM NEW	888339207	283	10,683	
TORCHMARK CORP	COM	891027104	2,151	35,537	
TORO CO	COM	891092108	344	6,313	
TRANE INC	COM	892893108	2,573	55,079	
TRAVELERS COMPANIES INC	COM	89417E109	13,730	255,213	
TRIMBLE NAVIGATION LTD	COM	896239100	566	18,717	
TRINITY INDS INC	COM	896522109	319	11,508	
TUPPERWARE BRANDS CORP	COM	899896104	796	24,100	
TYSON FOODS INC	CL A	902494103	205	13,380	
UAL CORP	COM NEW	902549807	467	13,105	
UDR INC	COM	902653104	423	21,290	
UST INC	COM	902911106	4,563	83,266	
US BANCORP DEL	COM NEW	902973304	22,821	718,991	
URS CORP NEW	COM	903236107	289	5,323	
ULTRA PETROLEUM CORP	COM	903914109	1,188	16,616	
UNION PAC CORP	COM	907818108	13,446	107,034	

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UNISYS CORP	COM	909214108	83	17,641
UNIT CORP	COM	909218109	286	6,193
UNITED PARCEL SERVICE INC	CL B	911312106	15,476	218,829
UNITED STATES CELLULAR CORP	COM	911684108	1,338	15,913
UNITED STATES STL CORP NEW	COM	912909108	1,423	11,770
UNITED TECHNOLOGIES CORP	COM	913017109	37,021	483,677
UNITEDHEALTH GROUP INC	COM	91324P102	29,132	500,545
UNIVERSAL HLTH SVCS INC	CL B	913903100	372	7,274
UNUM GROUP	COM	91529Y106	434	18,261
URBAN OUTFITTERS INC	COM	917047102	484	17,742
VCA ANTECH INC	COM	918194101	582	13,167
V F CORP	COM	918204108	4,811	70,064
VALERO ENERGY CORP NEW	COM	91913Y100	12,070	172,353
VALLEY NATL BANCORP	COM	919794107	1,365	71,604
VARIAN MED SYS INC	COM	92220P105	1,042	19,971
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	456	12,316
VENTAS INC	COM	92276F100	945	20,879
VERIFONE HLDGS INC	COM	92342Y109	226	9,736
VERISIGN INC	COM	92343E102	1,431	38,056
VERIZON COMMUNICATIONS	COM	92343V104	38,708	885,962
VERTEX PHARMACEUTICALS INC	COM	92532F100	477	20,527
VIACOM INC NEW	CL B	92553P201	4,192	95,439
VIRGIN MEDIA INC	COM	92769L101	254	14,847
VISHAY INTERTECHNOLOGY INC	COM	928298108	144	12,635
VMWARE INC	CL A COM	928563402	442	5,204
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	595	15,940
VORNADO RLTY TR	SH BEN INT	929042109	593	6,740
VULCAN MATLS CO	COM	929160109	4,451	56,275
WABCO HLDGS INC	COM	92927K102	472	9,428
WACHOVIA CORP NEW	COM	929903102	21,634	568,862
WAL MART STORES INC	COM	931142103	38,229	804,320
WALGREEN CO	COM	931422109	11,639	305,657
WASHINGTON MUT INC	COM	939322103	5,059	371,744
WASHINGTON POST CO	CL B	939640108	1,376	1,738
WASTE MGMT INC DEL	COM	94106L109	6,766	207,114
WATERS CORP	COM	941848103	3,029	38,309
WATSON PHARMACEUTICALS INC	COM	942683103	312	11,496
WATTS WATER TECHNOLOGIES INC	CL A	942749102	714	23,958
WEIGHT WATCHERS INTL INC NEW	COM	948626106	248	5,480
WEINGARTEN RLTY INVS	SH BEN INT	948741103	825	26,253
WELLCARE HEALTH PLANS INC	COM	94946T106	2,564	60,463
WELLPOINT INC	COM	94973V107	18,525	211,158
WELLS FARGO & CO NEW	COM	949746101	32,809	1,086,757
WENDYS INTL INC	COM	950590109	353	13,672
WESCO INTL INC	COM	95082P105	283	7,145
WESTERN DIGITAL CORP	COM	958102105	6,410	212,193
WESTERN UN CO	COM	959802109	2,825	116,370
WEYERHAEUSER CO	COM	962166104	4,365	59,195
WHIRLPOOL CORP	COM	963320106	1,501	18,385
WHOLE FOODS MKT INC	COM	966837106	904	22,147
WILEY JOHN & SONS INC	CL A	968223206	341	7,955
WILLIAMS COS INC DEL	COM	969457100	5,136	143,537
WILLIAMS SONOMA INC	COM	969904101	369	14,257
WINDSTREAM CORP	COM	97381W104	867	66,599
WISCONSIN ENERGY CORP	COM	976657106	3,169	65,066
WRIGLEY WM JR CO	COM	982526105	7,110	121,429
WYETH	COM	983024100	18,727	423,784
WYNDHAM WORLDWIDE CORP	COM	98310W108	765	32,470
WYNN RESORTS LTD	COM	983134107	2,589	23,093
XM SATELLITE RADIO HLDGS INC	CL A	983759101	548	44,753
XTO ENERGY INC	COM	98385X106	10,278	200,126
XCEL ENERGY INC	COM	98389B100	3,807	168,661

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XILINX INC	COM	983919101	2,499	114,289
XEROX CORP	COM	984121103	3,582	221,254
YAHOO INC	COM	984332106	13,728	590,196
YUM BRANDS INC	COM	988498101	8,537	223,067
ZEBRA TECHNOLOGIES CORP	CL A	989207105	376	10,824
ZIMMER HLDGS INC	COM	98956P102	5,431	82,095
ZIONS BANCORPORATION	COM	989701107	255	5,459
GRAND TOTAL			5,126,035	