

VERIZON COMMUNICATIONS INC
Form 13F-HR
February 12, 2007

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, 2006

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

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

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.

Address: 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/ Basking Ridge, New Jersey 2/9/2007

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1	
Form 13F Information Table Entry Total:	987	
Form 13F Information Table Value Total:	5,789,566	
	(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.

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

No.	Form 13F File Number	Name
28-		Goldman Sachs Prime Brokerage

[Repeat as necessary.]

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL	INVESTMENT DISCRETION
ACE LTD	ORD	G0070K103	1,211	20,000		X
COOPER INDS LTD	CL A	G24182100	868	9,600		X
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	732	20,000		X
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	960	50,000		X
NABORS INDUSTRIES LTD	SHS	G6359F103	357	12,000		X
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,800	30,000		X
TRANSOCEAN INC	ORD	G90078109	1,310	16,200		X
UBS AG	SHS NEW	H89231338	2,413	40,000		X
CNH GLOBAL N V	SHS NEW	N20935206	273	10,000		X
A D C TELECOMMUNICATIONS	COM NEW	000886309	318	21,870		X
AFLAC INC	COM	001055102	5,923	128,754		X

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

AGCO CORP	COM	001084102	295	9,531		X
AGL RES INC	COM	001204106	299	7,688		X
AES CORP	COM	00130H105	6,180	280,386		X
AMB PROPERTY CORP	COM	00163T109	508	8,660		X
AMR CORP	COM	001765106	2,245	74,275		X
AT&T INC	COM	00206R102	55,447	1,550,971		X
ABBOTT LABS	COM	002824100	32,371	664,574		X
ABERCROMBIE & FITCH CO	CL A	002896207	1,213	17,414		X
ACTIVISION INC NEW	COM NEW	004930202	944	54,771		X
ACXIOM CORP	COM	005125109	573	22,332		X
ADESA INC	COM	00686U104	246	8,861		X
ADOBE SYS INC	COM	00724F101	18,590	452,083		X
ADVANCE AUTO PARTS INC	COM	00751Y106	760	21,370		X
ADVANCED MEDICAL OPTICS INC	COM	00763M108	413	11,740		X
ADVANCED MICRO DEVICES INC	COM	007903107	4,511	221,652		X
AETNA INC NEW	COM	00817Y108	6,371	147,534		X
AFFILIATED COMPUTER SERVICES	CL A	008190100	1,183	24,222		X
AFFILIATED MANAGERS GROUP	COM	008252108	650	6,186		X
AGERE SYS INC	COM	00845V308	1,658	86,475		X
AGILENT TECHNOLOGIES INC	COM	00846U101	2,940	84,370		X
AGILYSYS INC	COM	00847J105	670	40,000		X
AIR PRODS & CHEMS INC	COM	009158106	5,440	77,410		X
AIRGAS INC	COM	009363102	1,275	31,462		X
AKAMAI TECHNOLOGIES INC	COM	00971T101	2,953	55,599		X
ALBEMARLE CORP	COM	012653101	278	3,867		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ALBERTO CULVER CO NEW	COM	013078100	200	9,325			X
ALCOA INC	COM	013817101	9,608	320,160			X
ALLEGHENY ENERGY INC	COM	017361106	6,167	134,336			X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,396	37,452			X
ALLERGAN INC	COM	018490102	6,011	50,200			X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1,004	16,075			X
ALLIANT ENERGY CORP	COM	018802108	438	11,589			X
ALLIANT TECHSYSTEMS INC	COM	018804104	1,351	17,274			X
ALLIED CAP CORP NEW	COM	01903Q108	451	13,804			X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	319	25,992			X
ALLSTATE CORP	COM	020002101	9,289	142,665			X
ALLTEL CORP	COM	020039103	4,081	67,474			X
ALTERA CORP	COM	021441100	2,777	141,123			X
ALTRIA GROUP INC	COM	02209S103	74,801	871,608			X
AMAZON COM INC	COM	023135106	8,713	220,808			X
AMBAC FINL GROUP INC	COM	023139108	18,082	203,009			X
AMEREN CORP	COM	023608102	1,088	20,249			X
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	1,537	34,000			X
AMERICAN CAPITAL STRATEGIES	COM	024937104	649	14,029			X

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

AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1,058	33,906		X
AMERICAN ELEC PWR INC	COM	025537101	9,276	217,843		X
AMERICAN EXPRESS CO	COM	025816109	27,260	449,317		X
AMERICAN FINL GROUP INC OHIO	COM	025932104	302	8,404		X
AMERICAN INTL GROUP INC	COM	026874107	63,480	885,844		X
AMERICAN PWR CONVERSION CORP	COM	029066107	717	23,451		X
AMERICAN STD COS INC DEL	COM	029712106	1,618	35,282		X
AMERICAN TOWER CORP	CL A	029912201	6,639	178,094		X
AMERICREDIT CORP	COM	03060R101	369	14,652		X
AMERISOURCEBERGEN CORP	COM	03073E105	8,643	192,241		X
AMERIPRISE FINL INC	COM	03076C106	1,154	21,173		X
AMETEK INC NEW	COM	031100100	3,163	99,348		X
AMGEN INC	COM	031162100	42,253	618,549		X
AMPCO-PITTSBURGH CORP	COM	032037103	268	8,000		X
AMPHENOL CORP NEW	CL A	032095101	1,101	17,733		X
AMYLIN PHARMACEUTICALS INC	COM	032346108	804	22,282		X
ANADARKO PETE CORP	COM	032511107	10,800	248,166		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ANALOG DEVICES INC	COM	032654105	2,227	67,751			X
ANHEUSER BUSCH COS INC	COM	035229103	13,549	275,391			X
ANNALY CAP MGMT INC	COM	035710409	274	19,672			X
ANNTAYLOR STORES CORP	COM	036115103	1,123	34,212			X
AON CORP	COM	037389103	1,110	31,423			X
APACHE CORP	COM	037411105	8,525	128,172			X
APARTMENT INVT & MGMT CO	CL A	03748R101	1,657	29,575			X
APOLLO GROUP INC	CL A	037604105	1,076	27,617			X
APPLE COMPUTER INC	COM	037833100	35,077	413,449			X
APPLERA CORP	COM AP BIO GRP	038020103	4,148	113,052			X
APPLIED MATLS INC	COM	038222105	7,257	393,311			X
AQUA AMERICA INC	COM	03836W103	467	20,514			X
ARAMARK CORP	CL B	038521100	2,791	83,432			X
ARCH COAL INC	COM	039380100	850	28,316			X
ARCHER DANIELS MIDLAND CO	COM	039483102	16,269	509,044			X
ARCHSTONE SMITH TR	COM	039583109	7,921	136,069			X
ARMOR HOLDINGS INC	COM	042260109	1,807	32,952			X
ARROW ELECTRS INC	COM	042735100	432	13,688			X
ASHLAND INC NEW	COM	044209104	434	6,274			X
ASSOCIATED BANC CORP	COM	045487105	455	13,039			X
ASSURANT INC	COM	04621X108	12,167	220,211			X
ASTORIA FINL CORP	COM	046265104	271	9,001			X
ATMEL CORP	COM	049513104	619	102,302			X
ATMOS ENERGY CORP	COM	049560105	255	8,002			X
AUTODESK INC	COM	052769106	6,989	172,747			X
AUTOLIV INC	COM	052800109	492	8,167			X
AUTOMATIC DATA PROCESSING IN	COM	053015103	13,477	273,650			X
AUTONATION INC	COM	05329W102	330	15,497			X

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

AUTOZONE INC	COM	053332102	2,893	25,038			X
AVALONBAY CMNTYS INC	COM	053484101	21,956	168,831			X
AVAYA INC	COM	053499109	1,386	99,129			X
AVERY DENNISON CORP	COM	053611109	2,626	38,664			X
AVIS BUDGET GROUP	COM	053774105	243	11,225			X
AVNET INC	COM	053807103	3,281	128,512			X
AVON PRODS INC	COM	054303102	2,947	89,183			X
BB&T CORP	COM	054937107	2,368	53,895			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BJS WHOLESALE CLUB INC	COM	05548J106	207	6,655			X
BJ SVCS CO	COM	055482103	1,737	59,246			X
BOK FINL CORP	COM NEW	05561Q201	2,839	51,644			X
BP PLC	SPONSORED ADR	055622104	1,342	20,000			X
BRE PROPERTIES INC	CL A	05564E106	329	5,053			X
BMC SOFTWARE INC	COM	055921100	2,967	92,141			X
BAKER HUGHES INC	COM	057224107	9,522	127,538			X
BALL CORP	COM	058498106	2,853	65,430			X
BANCORPSOUTH INC	COM	059692103	210	7,821			X
BANK OF AMERICA CORPORATION	COM	060505104	97,321	1,822,830			X
BANK HAWAII CORP	COM	062540109	448	8,296			X
BANK NEW YORK INC	COM	064057102	11,445	290,700			X
BARD C R INC	COM	067383109	5,277	63,606			X
BARNES & NOBLE INC	COM	067774109	251	6,314			X
BARR PHARMACEUTICALS INC	COM	068306109	1,053	21,017			X
BAUSCH & LOMB INC	COM	071707103	320	6,145			X
BAXTER INTL INC	COM	071813109	8,568	184,688			X
BEA SYS INC	COM	073325102	971	77,157			X
BEAR STEARNS COS INC	COM	073902108	9,260	56,888			X
BEAZER HOMES USA INC	COM	07556Q105	282	5,992			X
BECKMAN COULTER INC	COM	075811109	716	11,977			X
BECTON DICKINSON & CO	COM	075887109	15,522	221,272			X
BED BATH & BEYOND INC	COM	075896100	4,579	120,194			X
BELLSOUTH CORP	COM	079860102	32,280	685,213			X
BEMIS INC	COM	081437105	759	22,331			X
BERKLEY W R CORP	COM	084423102	4,109	119,077			X
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	649	177			X
BEST BUY INC	COM	086516101	11,848	240,856			X
BIOMET INC	COM	090613100	2,011	48,728			X
BIOGEN IDEC INC	COM	09062X103	8,157	165,829			X
BLACK & DECKER CORP	COM	091797100	3,416	42,711			X
BLACKROCK INC	COM	09247X101	5,229	34,421			X
BLOCK H & R INC	COM	093671105	1,499	65,043			X
BOEING CO	COM	097023105	31,748	357,362			X
BORG WARNER INC	COM	099724106	706	11,962			X
BOSTON PROPERTIES INC	COM	101121101	4,615	41,249			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BOSTON SCIENTIFIC CORP	COM	101137107	4,199	244,424			X
BOYD GAMING CORP	COM	103304101	392	8,645			X
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	298	8,960			X
BRINKER INTL INC	COM	109641100	1,363	45,191			X
BRINKS CO	COM	109696104	1,118	17,484			X
BRISTOL MYERS SQUIBB CO	COM	110122108	16,731	635,690			X
BROADCOM CORP	CL A	111320107	7,376	228,280			X
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,038	42,300			X
BROWN & BROWN INC	COM	115236101	627	22,243			X
BROWN FORMAN CORP	CL B	115637209	808	12,196			X
BRUNSWICK CORP	COM	117043109	354	11,097			X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	10,424	141,226			X
CBL & ASSOC PPTYS INC	COM	124830100	274	6,331			X
CBS CORP NEW	CL B	124857202	8,292	265,929			X
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,217	36,642			X
C D W CORP	COM	12512N105	818	11,633			X
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,005	122,405			X
CIGNA CORP	COM	125509109	2,694	20,477			X
CIT GROUP INC	COM	125581108	2,490	44,654			X
CMS ENERGY CORP	COM	125896100	1,700	101,802			X
CSX CORP	COM	126408103	6,082	176,651			X
CTS CORP	COM	126501105	314	20,000			X
CVS CORP	COM	126650100	10,397	336,355			X
CA INC	COM	12673P105	1,067	47,127			X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,712	95,219			X
CABOT CORP	COM	127055101	385	8,847			X
CABOT OIL & GAS CORP	COM	127097103	292	4,812			X
CADENCE DESIGN SYSTEM INC	COM	127387108	2,712	151,450			X
CAMDEN PPTY TR	SH BEN INT	133131102	410	5,554			X
CAMERON INTERNATIONAL CORP	COM	13342B105	3,202	60,364			X
CAMPBELL SOUP CO	COM	134429109	3,969	102,068			X
CAPITAL ONE FINL CORP	COM	14040H105	12,654	164,722			X
CAPITALSOURCE INC	COM	14055X102	416	15,251			X
CARDINAL HEALTH INC	COM	14149Y108	5,330	82,722			X
CAREER EDUCATION CORP	COM	141665109	479	19,342			X
CAREMARK RX INC	COM	141705103	16,743	293,179			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CARLISLE COS INC	COM	142339100	442	5,635			X
CARMAX INC	COM	143130102	1,118	20,844			X

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

CARPENTER TECHNOLOGY CORP	COM	144285103	498	4,862			X
CATERPILLAR INC DEL	COM	149123101	15,861	258,620			X
CBOT HLDGS INC	CL A	14984K106	1,583	10,451			X
CELANESE CORP DEL	COM SER A	150870103	881	34,044			X
CELGENE CORP	COM	151020104	6,545	113,759			X
CENTERPOINT ENERGY INC	COM	15189T107	1,338	80,722			X
CENTEX CORP	COM	152312104	1,938	34,449			X
CENTURYTEL INC	COM	156700106	5,084	116,444			X
CEPHALON INC	COM	156708109	846	12,021			X
CERIDIAN CORP NEW	COM	156779100	732	26,151			X
CERNER CORP	COM	156782104	579	12,734			X
CHARLES RIV LABS INTL INC	COM	159864107	379	8,765			X
CHECKFREE CORP NEW	COM	162813109	2,666	66,377			X
CHEESECAKE FACTORY INC	COM	163072101	385	15,659			X
CHEMTURA CORP	COM	163893100	228	23,708			X
CHENIERE ENERGY INC	COM NEW	16411R208	313	10,854			X
CHESAPEAKE ENERGY CORP	COM	165167107	1,069	36,807			X
CHEVRON CORP NEW	COM	166764100	64,606	878,633			X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	10,122	19,857			X
CHICOS FAS INC	COM	168615102	734	35,475			X
CHOICE HOTELS INTL INC	COM	169905106	280	6,648			X
CHOICEPOINT INC	COM	170388102	622	15,806			X
CHUBB CORP	COM	171232101	12,482	235,911			X
CHURCH & DWIGHT INC	COM	171340102	2,465	57,795			X
CIENA CORP	COM NEW	171779309	278	10,034			X
CIMAREX ENERGY CO	COM	171798101	297	8,132			X
CINCINNATI FINL CORP	COM	172062101	696	15,354			X
CIRCUIT CITY STORE INC	COM	172737108	1,113	58,615			X
CISCO SYS INC	COM	17275R102	81,208	2,971,387			X
CINTAS CORP	COM	172908105	1,103	27,765			X
CITIGROUP INC	COM	172967101	117,184	2,103,850			X
CITIZENS COMMUNICATIONS CO	COM	17453B101	651	45,337			X
CITRIX SYS INC	COM	177376100	976	36,077			X
CITY NATL CORP	COM	178566105	292	4,105			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CLAIRES STORES INC	COM	179584107	2,684	80,991			X
CLARCOR INC	COM	179895107	1,116	33,000			X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,715	132,669			X
CLOROX CO DEL	COM	189054109	2,333	36,365			X
COACH INC	COM	189754104	8,731	203,238			X
COCA COLA CO	COM	191216100	46,808	970,116			X
COCA COLA ENTERPRISES INC	COM	191219104	615	30,119			X
COGNIZANT TECHNOLOGY SOLUTION	CL A	192446102	6,003	77,796			X
COLDWATER CREEK INC	COM	193068103	290	11,828			X
COLGATE PALMOLIVE CO	COM	194162103	15,534	238,099			X
COLONIAL BANCGROUP INC	COM	195493309	392	15,240			X
COLONIAL PPTYS TR	COM SH BEN INT	195872106	211	4,500			X

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

COMCAST CORP NEW	CL A	20030N101	27,091	639,995			X
COMERICA INC	COM	200340107	940	16,013			X
COMMERCE BANCORP INC NJ	COM	200519106	3,544	100,477			X
COMMERCE BANCSHARES INC	COM	200525103	334	6,906			X
COMMERCIAL METALS CO	COM	201723103	2,127	82,460			X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	571	15,645			X
COMPASS BANCSHARES INC	COM	20449H109	5,531	92,725			X
COMPUTER SCIENCES CORP	COM	205363104	9,176	171,930			X
COMPUWARE CORP	COM	205638109	301	36,097			X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	762	36,077			X
CONAGRA FOODS INC	COM	205887102	1,383	51,219			X
CON-WAY INC	COM	205944101	418	9,485			X
CONOCOPHILLIPS	COM	20825C104	55,525	771,715			X
CONSECO INC	COM NEW	208464883	298	14,929			X
CONSOL ENERGY INC	COM	20854P109	2,130	66,281			X
CONSOLIDATED EDISON INC	COM	209115104	2,900	60,334			X
CONSTELLATION BRANDS INC	CL A	21036P108	6,910	238,118			X
CONSTELLATION ENERGY GROUP I	COM	210371100	5,847	84,897			X
CONTINENTAL AIRLS INC	CL B	210795308	716	17,365			X
CONVERGYS CORP	COM	212485106	2,618	110,073			X
COOPER COS INC	COM NEW	216648402	294	6,602			X
COPART INC	COM	217204106	420	14,014			X
CORN PRODS INTL INC	COM	219023108	1,634	47,303			X
CORNING INC	COM	219350105	14,191	758,491			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,580	29,420			X
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	446	9,867			X
COSTCO WHSL CORP NEW	COM	22160K105	11,485	217,238			X
COUNTRYWIDE FINANCIAL CORP	COM	222372104	6,364	149,928			X
COVANCE INC	COM	222816100	3,210	54,496			X
COVANTA HLDG CORP	COM	22282E102	498	22,583			X
COVENTRY HEALTH CARE INC	COM	222862104	5,645	112,781			X
CRANE CO	COM	224399105	1,694	46,226			X
CREE INC	COM	225447101	244	14,107			X
CROWN CASTLE INTL CORP	COM	228227104	4,816	149,117			X
CROWN HOLDINGS INC	COM	228368106	695	33,219			X
CULLEN FROST BANKERS INC	COM	229899109	436	7,804			X
CUMMINS INC	COM	231021106	2,521	21,336			X
CURTISS WRIGHT CORP	COM	231561101	3,385	91,300			X
CYPRESS SEMICONDUCTOR CORP	COM	232806109	441	26,159			X
CYTEC INDS INC	COM	232820100	229	4,061			X
CYTYC CORP	COM	232946103	641	22,646			X
DPL INC	COM	233293109	1,063	38,279			X
DRS TECHNOLOGIES INC	COM	23330X100	269	5,109			X
D R HORTON INC	COM	23331A109	2,319	87,561			X
DST SYS INC DEL	COM	233326107	1,898	30,312			X

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

DTE ENERGY CO	COM	233331107	4,610	95,220		X
DADE BEHRING HLDGS INC	COM	23342J206	2,279	57,257		X
DANAHER CORP DEL	COM	235851102	7,049	97,312		X
DARDEN RESTAURANTS INC	COM	237194105	7,036	175,155		X
DAVITA INC	COM	23918K108	4,699	82,606		X
DEAN FOODS CO NEW	COM	242370104	566	13,396		X
DEERE & CO	COM	244199105	6,382	67,130		X
DEL MONTE FOODS CO	COM	24522P103	217	19,698		X
DELL INC	COM	24702R101	23,959	954,931		X
DENBURY RES INC	COM NEW	247916208	655	23,580		X
DENTSPLY INTL INC NEW	COM	249030107	933	31,262		X
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	5,377	85,425		X
DEVON ENERGY CORP NEW	COM	25179M103	16,823	250,797		X
DIAGEO P L C	SPON ADR NEW	25243Q205	1,586	20,000		X
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	4,691	58,681		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
DICKS SPORTING GOODS INC	COM	253393102	1,578	32,220			X
DIEBOLD INC	COM	253651103	559	11,998			X
DILLARDS INC	CL A	254067101	1,306	37,359			X
DIRECTV GROUP INC	COM	25459L106	3,977	159,468			X
DISCOVERY HOLDING CO	CL A COM	25468Y107	572	35,548			X
DISNEY WALT CO	COM DISNEY	254687106	29,670	865,784			X
DOLBY LABORATORIES INC	COM	25659T107	215	6,920			X
DOLLAR GEN CORP	COM	256669102	2,411	150,123			X
DOLLAR TREE STORES INC	COM	256747106	347	11,520			X
DOMINION RES INC VA NEW	COM	25746U109	10,922	130,270			X
DONALDSON INC	COM	257651109	3,320	95,639			X
DONNELLEY R R & SONS CO	COM	257867101	1,628	45,799			X
DOVER CORP	COM	260003108	3,346	68,251			X
DOW CHEM CO	COM	260543103	14,119	353,856			X
DOW JONES & CO INC	COM	260561105	446	11,725			X
DU PONT E I DE NEMOURS & CO	COM	263534109	19,943	409,431			X
DUKE ENERGY CORP NEW	COM	26441C105	20,186	607,820			X
DUKE REALTY CORP	COM NEW	264411505	544	13,297			X
DUN & BRADSTREET CORP DEL NE	COM	26483E100	5,310	64,133			X
DUQUESNE LT HLDGS INC	COM	266233105	1,787	90,000			X
DYNEGY INC NEW	CL A	26816Q101	344	47,581			X
E M C CORP MASS	COM	268648102	6,860	519,696			X
ENSCO INTL INC	COM	26874Q100	4,303	85,954			X
EOG RES INC	COM	26875P101	6,794	108,791			X
E TRADE FINANCIAL CORP	COM	269246104	1,821	81,233			X
EAGLE MATERIALS INC	COM	26969P108	431	9,962			X
EAST WEST BANCORP INC	COM	27579R104	905	25,541			X
EASTMAN CHEM CO	COM	277432100	2,227	37,551			X
EASTMAN KODAK CO	COM	277461109	731	28,328			X
EATON CORP	COM	278058102	4,231	56,311			X
EATON VANCE CORP	COM NON VTG	278265103	756	22,909			X

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

EBAY INC	COM	278642103	17,086	568,201		X
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,551	40,782		X
ECOLAB INC	COM	278865100	2,970	65,704		X
EDISON INTL	COM	281020107	5,191	114,131		X
EDWARDS LIFESCIENCES CORP	COM	28176E108	549	11,670		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
EDWARDS AG INC	COM	281760108	477	7,544			X
EL PASO CORP	COM	28336L109	2,537	166,027			X
ELECTRONIC ARTS INC	COM	285512109	4,037	80,164			X
ELECTRONIC DATA SYS NEW	COM	285661104	4,547	165,050			X
EMBARQ CORP	COM	29078E105	2,553	48,578			X
EMDEON CORP	COM	290849108	673	54,335			X
EMERSON ELEC CO	COM	291011104	15,511	351,812			X
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	4,864	176,351			X
ENERGEN CORP	COM	29265N108	2,682	57,143			X
ENERGY CONVERSION DEVICES IN	COM	292659109	510	15,000			X
ENERGY EAST CORP	COM	29266M109	361	14,555			X
ENERGIZER HLDGS INC	COM	29266R108	2,366	33,326			X
ENTERGY CORP NEW	COM	29364G103	16,073	174,103			X
EQUIFAX INC	COM	294429105	2,888	71,131			X
EQUITABLE RES INC	COM	294549100	931	22,294			X
EQUITY OFFICE PROPERTIES TRU	COM	294741103	2,413	50,103			X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,457	28,718			X
ERIE INDY CO	CL A	29530P102	282	4,867			X
ESSEX PPTY TR INC	COM	297178105	423	3,272			X
EXELON CORP	COM	30161N101	15,115	244,219			X
EXPEDIA INC DEL	COM	30212P105	1,647	78,485			X
EXPEDITORS INTL WASH INC	COM	302130109	4,607	113,756			X
EXPRESS SCRIPTS INC	COM	302182100	7,005	97,834			X
EXXON MOBIL CORP	COM	30231G102	177,274	2,313,379			X
FMC TECHNOLOGIES INC	COM	30249U101	2,251	36,532			X
F M C CORP	COM NEW	302491303	295	3,850			X
FPL GROUP INC	COM	302571104	2,986	54,872			X
FTD GROUP INC	COM	30267U108	1,070	59,800			X
FACTSET RESH SYS INC	COM	303075105	465	8,240			X
FAIR ISAAC CORP	COM	303250104	474	11,654			X
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	306	18,197			X
FAMILY DLR STORES INC	COM	307000109	1,630	55,569			X
FASTENAL CO	COM	311900104	893	24,895			X
FEDERAL HOME LN MTG CORP	COM	313400301	25,598	376,991			X
FEDERAL NATL MTG ASSN	COM	313586109	16,581	279,193			X
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	678	7,973			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
FEDERATED DEPT STORES INC DE	COM	31410H101	6,589	172,791			X
FEDERATED INVS INC PA	CL B	314211103	613	18,141			X
FEDEX CORP	COM	31428X106	16,773	154,423			X
F5 NETWORKS INC	COM	315616102	595	8,021			X
FIDELITY NATL INFORMATION SV	COM	31620M106	829	20,670			X
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	1,221	51,150			X
FIFTH THIRD BANCORP	COM	316773100	4,383	107,084			X
FIRST AMERN CORP CALIF	COM	318522307	344	8,448			X
FIRST DATA CORP	COM	319963104	3,869	151,614			X
FIRST HORIZON NATL CORP	COM	320517105	507	12,144			X
FIRST MARBLEHEAD CORP	COM	320771108	1,097	20,068			X
FISERV INC	COM	337738108	2,767	52,794			X
FIRSTENERGY CORP	COM	337932107	10,307	170,922			X
FLORIDA ROCK INDS INC	COM	341140101	409	9,498			X
FLUOR CORP NEW	COM	343412102	1,415	17,336			X
FLOWSERVE CORP	COM	34354P105	1,519	30,107			X
FOOT LOCKER INC	COM	344849104	723	32,975			X
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,500	465,988			X
FOREST CITY ENTERPRISES INC	CL A	345550107	2,566	43,944			X
FOREST LABS INC	COM	345838106	8,847	174,838			X
FORTUNE BRANDS INC	COM	349631101	2,172	25,441			X
FOUNDATION COAL HLDGS INC	COM	35039W100	890	28,022			X
FRANKLIN RES INC	COM	354613101	13,791	125,175			X
FREEPORT-MCMORAN COPPER & GO	CL B	35671D857	5,810	104,256			X
FRONTIER OIL CORP	COM	35914P105	2,363	82,216			X
FULTON FINL CORP PA	COM	360271100	286	17,141			X
GATX CORP	COM	361448103	294	6,778			X
GALLAGHER ARTHUR J & CO	COM	363576109	368	12,442			X
GALLAHER GROUP PLC	SPONSORED ADR	363595109	1,349	15,000			X
GAMESTOP CORP NEW	CL A	36467W109	717	13,002			X
GANNETT INC	COM	364730101	5,408	89,447			X
GAP INC DEL	COM	364760108	2,671	136,965			X
GARDNER DENVER INC	COM	365558105	2,107	56,460			X
GEN-PROBE INC NEW	COM	36866T103	535	10,211			X
GENENTECH INC	COM NEW	368710406	33,462	412,447			X
GENERAL DYNAMICS CORP	COM	369550108	15,414	207,316			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
GENERAL ELECTRIC CO	COM	369604103	143,595	3,859,036			X

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

GENERAL GROWTH PPTYS INC	COM	370021107	1,347	25,781			X
GENERAL MLS INC	COM	370334104	15,701	272,586			X
GENERAL MTRS CORP	COM	370442105	3,888	126,573			X
GENTEX CORP	COM	371901109	421	27,087			X
GENUINE PARTS CO	COM	372460105	1,898	40,023			X
GENWORTH FINL INC	COM CL A	37247D106	7,063	206,470			X
GENZYME CORP	COM	372917104	7,639	124,051			X
GETTY IMAGES INC	COM	374276103	440	10,281			X
GILEAD SCIENCES INC	COM	375558103	18,305	281,919			X
GLOBAL INDS LTD	COM	379336100	228	17,477			X
GLOBAL PMTS INC	COM	37940X102	9,415	203,349			X
GLOBAL SIGNAL INC	COM	37944Q103	4,655	88,373			X
GOLDMAN SACHS GROUP INC	COM	38141G104	46,903	235,282			X
GOODRICH CORP	COM	382388106	1,990	43,682			X
GOODYEAR TIRE & RUBR CO	COM	382550101	2,017	96,100			X
GOOGLE INC	CL A	38259P508	53,945	117,149			X
GRACO INC	COM	384109104	1,630	41,143			X
GRAINGER W W INC	COM	384802104	1,678	23,987			X
GRANT PRIDECO INC	COM	38821G101	1,827	45,934			X
GREAT PLAINS ENERGY INC	COM	391164100	249	7,838			X
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,621	60,000			X
HCC INS HLDGS INC	COM	404132102	544	16,953			X
HNI CORP	COM	404251100	428	9,645			X
HRPT PPTYS TR	COM SH BEN INT	40426W101	256	20,710			X
HALLIBURTON CO	COM	406216101	11,553	372,071			X
HANESBRANDS INC	COM	410345102	338	14,326			X
HANOVER INS GROUP INC	COM	410867105	333	6,825			X
HANSEN NAT CORP	COM	411310105	407	12,081			X
HARLEY DAVIDSON INC	COM	412822108	11,092	157,406			X
HARMAN INTL INDS INC	COM	413086109	1,323	13,247			X
HARRAHS ENTMT INC	COM	413619107	3,960	47,875			X
HARRIS CORP DEL	COM	413875105	1,792	39,086			X
HARSCO CORP	COM	415864107	631	8,296			X
HARTE-HANKS INC	COM	416196103	307	11,068			X
HARTFORD FINL SVCS GROUP INC	COM	416515104	18,186	194,894			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
HASBRO INC	COM	418056107	1,596	58,551			X
HAWAIIAN ELEC INDUSTRIES	COM	419870100	217	7,999			X
HEALTH CARE PPTY INVS INC	COM	421915109	721	19,578			X
HEALTH MGMT ASSOC INC NEW	CL A	421933102	631	29,889			X
HEALTH CARE REIT INC	COM	42217K106	264	6,126			X
HEALTH NET INC	COM	42222G108	1,067	21,928			X
HEINZ H J CO	COM	423074103	8,176	181,657			X
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	565	18,027			X
HELMERICH & PAYNE INC	COM	423452101	509	20,807			X
HERCULES INC	COM	427056106	276	14,300			X
HERSHEY CO	COM	427866108	4,124	82,810			X
HESS CORP	COM	42809H107	3,270	65,962			X
HEWITT ASSOCS INC	COM	42822Q100	249	9,665			X

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

HEWLETT PACKARD CO	COM	428236103	55,370	1,344,265			X
HILLENBRAND INDS INC	COM	431573104	490	8,612			X
HILTON HOTELS CORP	COM	432848109	5,981	171,372			X
HOLLY CORP	COM PAR \$0.01	435758305	489	9,514			X
HOME DEPOT INC	COM	437076102	32,267	803,454			X
HONEYWELL INTL INC	COM	438516106	11,398	251,945			X
HORMEL FOODS CORP	COM	440452100	3,259	87,273			X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	337	7,086			X
HOSPIRA INC	COM	441060100	1,039	30,931			X
HOST HOTELS & RESORTS INC	COM	44107P104	1,990	81,040			X
HUBBELL INC	CL B	443510201	348	7,688			X
HUDSON CITY BANCORP	COM	443683107	1,192	85,882			X
HUMANA INC	COM	444859102	5,012	90,613			X
HUNT J B TRANS SVCS INC	COM	445658107	421	20,285			X
HUNTINGTON BANCSHARES INC	COM	446150104	574	24,185			X
HUNTSMAN CORP	COM	447011107	289	15,244			X
IAC INTERACTIVECORP	COM NEW	44919P300	4,600	123,801			X
IMS HEALTH INC	COM	449934108	931	33,887			X
ISTAR FINL INC	COM	45031U101	595	12,450			X
ITT EDUCATIONAL SERVICES INC	COM	45068B109	545	8,207			X
ITT CORP NEW	COM	450911102	4,717	83,021			X
IDEARC INC	COM	451663108	310	10,820			X
IDEX CORP	COM	45167R104	710	14,969			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
IDEXX LABS INC	COM	45168D104	494	6,233			X
ILLINOIS TOOL WKS INC	COM	452308109	9,094	196,877			X
IMCLONE SYS INC	COM	45245W109	368	13,764			X
INDYMAC BANCORP INC	COM	456607100	1,731	38,323			X
INGRAM MICRO INC	CL A	457153104	282	13,832			X
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	1,061	68,533			X
INTEL CORP	COM	458140100	53,179	2,626,136			X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	435	4,033			X
INTERNATIONAL BUSINESS MACHS	COM	459200101	68,786	708,041			X
INTERNATIONAL FLAVORS& FRAGRA	COM	459506101	741	15,077			X
INTERNATIONAL GAME TECHNOLOG	COM	459902102	7,288	157,751			X
INTL PAPER CO	COM	460146103	4,957	145,362			X
INTERNATIONAL RECTIFIER CORP	COM	460254105	2,156	55,955			X
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	1,284	25,157			X
INTERSIL CORP	CL A	46069S109	481	20,111			X
INTERPUBLIC GROUP COS INC	COM	460690100	1,058	86,404			X
INTUITIVE SURGICAL INC	COM NEW	46120E602	693	7,231			X
INTUIT	COM	461202103	2,562	83,967			X
INVESTMENT TECHNOLOGY GRP							

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

NE	COM	46145F105	2,512	58,575		X
INVITROGEN CORP	COM	46185R100	375	6,628		X
INVESTORS FINL SERVICES CORP	COM	461915100	556	13,022		X
IRON MTN INC	COM	462846106	1,765	42,690		X
ISHARES TR	RUSSELL1000VAL	464287598	12,131	146,688		X
ISHARES TR	RUSSELL1000GRW	464287614	7,930	144,100		X
ISHARES TR	RUSSELL 1000	464287622	22,865	297,560		X
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	673	40,410		X
JP MORGAN CHASE & CO	COM	46625H100	56,401	1,167,722		X
JABIL CIRCUIT INC	COM	466313103	1,624	66,139		X
JACOBS ENGR GROUP INC DEL	COM	469814107	3,612	44,293		X
JANUS CAP GROUP INC	COM	47102X105	643	29,784		X
JARDEN CORP	COM	471109108	264	7,596		X
JEFFERIES GROUP INC NEW	COM	472319102	313	11,685		X
JOHNSON & JOHNSON	COM	478160104	90,288	1,367,582		X
JOHNSON CTLS INC	COM	478366107	10,923	127,127		X
JONES APPAREL GROUP INC	COM	480074103	1,802	53,894		X
JONES LANG LASALLE INC	COM	48020Q107	653	7,080		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
JOY GLOBAL INC	COM	481165108	1,183	24,471			X
JUNIPER NETWORKS INC	COM	48203R104	1,630	86,062			X
KLA-TENCOR CORP	COM	482480100	1,754	35,249			X
KANSAS CITY SOUTHERN	COM NEW	485170302	293	10,121			X
KB HOME	COM	48666K109	877	17,097			X
KELLOGG CO	COM	487836108	4,521	90,311			X
KENNAMETAL INC	COM	489170100	1,130	19,200			X
KEYCORP NEW	COM	493267108	1,516	39,856			X
KEYSPAN CORP	COM	49337W100	710	17,236			X
KILROY RLTY CORP	COM	49427F108	495	6,341			X
KIMBERLY CLARK CORP	COM	494368103	8,279	121,841			X
KIMCO REALTY CORP	COM	49446R109	13,859	308,325			X
KINDER MORGAN INC KANS	COM	49455P101	2,230	21,083			X
KINETIC CONCEPTS INC	COM NEW	49460W208	344	8,690			X
KING PHARMACEUTICALS INC	COM	495582108	3,962	248,885			X
KIRBY CORP	COM	497266106	356	10,428			X
KOHL'S CORP	COM	500255104	4,438	64,861			X
KRAFT FOODS INC	CL A	50075N104	742	20,776			X
KROGER CO	COM	501044101	2,313	100,270			X
LSI LOGIC CORP	COM	502161102	1,508	167,527			X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,054	12,893			X
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	15,774	214,694			X
LAIDLAW INTL INC	COM	50730R102	556	18,288			X
LAM RESEARCH CORP	COM	512807108	4,953	97,842			X
LAMAR ADVERTISING CO	CL A	512815101	1,072	16,387			X
LANDSTAR SYS INC	COM	515098101	446	11,684			X
LAS VEGAS SANDS CORP	COM	517834107	6,353	71,003			X
LAUDER ESTEE COS INC	CL A	518439104	1,005	24,615			X
LAUREATE EDUCATION INC	COM	518613104	386	7,938			X

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

LEAP WIRELESS INTL INC	COM NEW	521863308	2,868	48,231		X
LEGGETT & PLATT INC	COM	524660107	668	27,963		X
LEGG MASON INC	COM	524901105	9,236	97,174		X
LEHMAN BROS HLDGS INC	COM	524908100	14,818	189,677		X
LENNAR CORP	CL A	526057104	992	18,908		X
LEUCADIA NATL CORP	COM	527288104	454	16,091		X
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,805	322,310		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
LEXMARK INTL NEW	CL A	529771107	6,813	93,071			X
LIBERTY GLOBAL INC	COM SER A	530555101	2,820	96,757			X
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	2,488	115,351			X
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	3,292	33,601			X
LIBERTY PPTY TR	SH BEN INT	531172104	432	8,796			X
LIFEPOINT HOSPITALS INC	COM	53219L109	258	7,670			X
LILLY ELI & CO	COM	532457108	11,508	220,880			X
LIMITED BRANDS INC	COM	532716107	2,792	96,464			X
LINCARE HLDGS INC	COM	532791100	2,348	58,933			X
LINCOLN ELEC HLDGS INC	COM	533900106	2,695	44,599			X
LINCOLN NATL CORP IND	COM	534187109	1,842	27,737			X
LINEAR TECHNOLOGY CORP	COM	535678106	1,823	60,132			X
LIZ CLAIBORNE INC	COM	539320101	4,563	104,999			X
LOCKHEED MARTIN CORP	COM	539830109	10,820	117,522			X
LOEWS CORP	COM	540424108	13,217	318,710			X
LOEWS CORP	CAROLNA GP STK	540424207	11,047	170,695			X
LOUISIANA PAC CORP	COM	546347105	225	10,463			X
LOWES COS INC	COM	548661107	28,219	905,909			X
LUBRIZOL CORP	COM	549271104	653	13,036			X
LYONDELL CHEMICAL CO	COM	552078107	853	33,376			X
M & T BK CORP	COM	55261F104	5,191	42,492			X
MBIA INC	COM	55262C100	11,162	152,781			X
M D C HLDGS INC	COM	552676108	1,421	24,909			X
MDU RES GROUP INC	COM	552690109	901	35,143			X
MEMC ELECTR MATLS INC	COM	552715104	1,137	29,051			X
MGIC INVT CORP WIS	COM	552848103	3,820	61,084			X
MGM MIRAGE	COM	552953101	2,248	39,194			X
MSC INDL DIRECT INC	CL A	553530106	293	7,485			X
MACERICH CO	COM	554382101	1,230	14,212			X
MACK CALI RLTY CORP	COM	554489104	1,843	36,135			X
MANITOWOC INC	COM	563571108	720	12,113			X
MANOR CARE INC NEW	COM	564055101	684	14,585			X
MANPOWER INC	COM	56418H100	6,542	87,305			X
MARATHON OIL CORP	COM	565849106	17,690	191,243			X
MARKEL CORP	COM	570535104	534	1,113			X
MARSH & MCLENNAN COS INC	COM	571748102	1,661	54,191			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
MARSHALL & ILSLEY CORP	COM	571834100	7,479	155,462			X
MARRIOTT INTL INC NEW	CL A	571903202	10,137	212,428			X
MARTIN MARIETTA MATLS INC	COM	573284106	940	9,044			X
MASCO CORP	COM	574599106	3,079	103,092			X
MASSEY ENERGY CORP	COM	576206106	377	16,235			X
MASTERCARD INC	CL A	57636Q104	1,199	12,178			X
MATTEL INC	COM	577081102	3,628	160,119			X
MAXIM INTEGRATED PRODS INC	COM	57772K101	1,945	63,510			X
MCAFEЕ INC	COM	579064106	862	30,388			X
MCCLATCHY CO	CL A	579489105	903	20,864			X
MCCORMICK & CO INC	COM NON VTG	579780206	5,146	133,453			X
MCDONALDS CORP	COM	580135101	20,706	467,083			X
MCGRAW HILL COS INC	COM	580645109	10,533	154,853			X
MCKESSON CORP	COM	58155Q103	3,858	76,092			X
MEADWESTVACO CORP	COM	583334107	4,054	134,859			X
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2,575	48,186			X
MEDIMMUNE INC	COM	584699102	1,595	49,263			X
MEDTRONIC INC	COM	585055106	29,113	544,058			X
MELLON FINL CORP	COM	58551A108	8,457	200,633			X
MENTOR GRAPHICS CORP	COM	587200106	1,082	60,000			X
MERCANTILE BANKSHARES CORP	COM	587405101	569	12,153			X
MERCK & CO INC	COM	589331107	43,446	996,458			X
MEREDITH CORP	COM	589433101	347	6,161			X
MERRILL LYNCH & CO INC	COM	590188108	32,970	354,135			X
METLIFE INC	COM	59156R108	15,610	264,539			X
METTLER TOLEDO INTERNATIONAL	COM	592688105	636	8,064			X
MICROSOFT CORP	COM	594918104	127,586	4,272,812			X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,388	42,455			X
MICRON TECHNOLOGY INC	COM	595112103	3,691	264,388			X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	522	47,881			X
MILLIPORE CORP	COM	601073109	701	10,530			X
MIRANT CORP NEW	COM	60467R100	858	27,165			X
MOHAWK INDS INC	COM	608190104	2,293	30,637			X
MOLEX INC	COM	608554101	1,493	47,198			X
MOLSON COORS BREWING CO	CL B	60871R209	367	4,800			X
MONEYGRAM INTL INC	COM	60935Y109	526	16,773			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
MONSANTO CO NEW	COM	61166W101	17,974	342,175			X
MONSTER WORLDWIDE INC	COM	611742107	1,892	40,573			X
MOODYS CORP	COM	615369105	9,536	138,081			X

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

MORGAN STANLEY	COM NEW	617446448	33,976	417,246			X
MOSAIC CO	COM	61945A107	310	14,526			X
MOTOROLA INC	COM	620076109	22,218	1,080,646			X
MUELLER WTR PRODS INC	COM SER B	624758207	212	14,225			X
MURPHY OIL CORP	COM	626717102	936	18,404			X
MYLAN LABS INC	COM	628530107	3,416	171,143			X
NCR CORP NEW	COM	62886E108	3,238	75,735			X
NII HLDGS INC	CL B NEW	62913F201	6,004	93,173			X
NRG ENERGY INC	COM NEW	629377508	928	16,562			X
NTL INC DEL	COM	62941W101	724	28,672			X
NVR INC	COM	62944T105	916	1,420			X
NYSE GROUP INC	COM	62949W103	5,175	53,241			X
NALCO HOLDING COMPANY	COM	62985Q101	430	21,018			X
NASDAQ STOCK MARKET INC	COM	631103108	1,808	58,715			X
NATIONAL CITY CORP	COM	635405103	11,162	305,320			X
NATIONAL FUEL GAS CO N J	COM	636180101	319	8,277			X
NATIONAL INSTRS CORP	COM	636518102	303	11,126			X
NATIONAL OILWELL VARCO INC	COM	637071101	3,425	55,988			X
NATIONAL SEMICONDUCTOR CORP	COM	637640103	3,674	161,863			X
NATIONWIDE FINL SVCS INC	CL A	638612101	3,404	62,798			X
NAVTEQ CORP	COM	63936L100	643	18,394			X
NETWORK APPLIANCE INC	COM	64120L104	7,907	201,296			X
NEUSTAR INC	CL A	64126X201	401	12,353			X
NEW PLAN EXCEL RLTY TR INC	COM	648053106	283	10,308			X
NEW YORK CMNTY BANCORP INC	COM	649445103	468	29,087			X
NEW YORK TIMES CO	CL A	650111107	318	13,039			X
NEWELL RUBBERMAID INC	COM	651229106	3,573	123,411			X
NEWFIELD EXPL CO	COM	651290108	582	12,675			X
NEWMONT MINING CORP	COM	651639106	7,452	165,057			X
NEWS CORP	CL A	65248E104	20,734	965,264			X
NIKE INC	CL B	654106103	14,825	149,698			X
NISOURCE INC	COM	65473P105	1,130	46,886			X
NOKIA CORP	SPONSORED ADR	654902204	1,219	60,000			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
NOBLE ENERGY INC	COM	655044105	857	17,459			X
NORDSTROM INC	COM	655664100	6,302	127,732			X
NORFOLK SOUTHERN CORP	COM	655844108	8,340	165,836			X
NORTHEAST UTILS	COM	664397106	1,834	65,139			X
NORTHERN TR CORP	COM	665859104	11,652	191,986			X
NORTHROP GRUMMAN CORP	COM	666807102	15,630	230,874			X
NOVELL INC	COM	670006105	207	33,447			X
NOVELLUS SYS INC	COM	670008101	604	17,538			X
NSTAR	COM	67019E107	1,049	30,523			X
NUCOR CORP	COM	670346105	8,676	158,723			X
NVIDIA CORP	COM	67066G104	7,765	209,819			X
NUTRI SYS INC NEW	COM	67069D108	403	6,350			X
OGE ENERGY CORP	COM	670837103	2,146	53,640			X

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

NUVEEN INVTS INC	CL A	67090F106	2,889	55,683		X
OSI RESTAURANT PARTNERS INC	COM	67104A101	393	10,024		X
OCCIDENTAL PETE CORP DEL	COM	674599105	28,540	584,478		X
OCEANEERING INTL INC	COM	675232102	423	10,645		X
OFFICEMAX INC DEL	COM	67622P101	348	7,008		X
OFFICE DEPOT INC	COM	676220106	5,599	146,676		X
OLD REP INTL CORP	COM	680223104	528	22,659		X
OMNICARE INC	COM	681904108	687	17,772		X
OMNICOM GROUP INC	COM	681919106	16,244	155,388		X
OMNOVA SOLUTIONS INC	COM	682129101	46	10,000		X
ONEOK INC NEW	COM	682680103	482	11,185		X
ORACLE CORP	COM	68389X105	32,106	1,873,165		X
O REILLY AUTOMOTIVE INC	COM	686091109	1,761	54,914		X
OSHKOSH TRUCK CORP	COM	688239201	705	14,570		X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	835	14,828		X
OWENS ILL INC	COM NEW	690768403	560	30,372		X
PDL BIOPHARMA INC	COM	69329Y104	457	22,671		X
PG&E CORP	COM	69331C108	8,843	186,843		X
PMC-SIERRA INC	COM	69344F106	274	40,909		X
PMI GROUP INC	COM	69344M101	2,748	58,265		X
PNC FINL SVCS GROUP INC	COM	693475105	7,714	104,182		X
PPG INDS INC	COM	693506107	2,820	43,920		X
PPL CORP	COM	69351T106	7,273	202,934		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PACCAR INC	COM	693718108	5,406	83,302			X
PACKAGING CORP AMER	COM	695156109	355	16,078			X
PACTIV CORP	COM	695257105	1,230	34,474			X
PALL CORP	COM	696429307	503	14,549			X
PANERA BREAD CO	CL A	69840W108	332	5,947			X
PARKER HANNIFIN CORP	COM	701094104	2,381	30,969			X
PATTERSON COMPANIES INC	COM	703395103	975	27,453			X
PATTERSON UTI ENERGY INC	COM	703481101	731	31,483			X
PAYCHEX INC	COM	704326107	5,874	148,567			X
PEABODY ENERGY CORP	COM	704549104	3,735	92,430			X
PEDIATRIX MED GROUP	COM	705324101	470	9,607			X
PENN NATL GAMING INC	COM	707569109	596	14,312			X
PENNEY J C INC	COM	708160106	8,816	113,962			X
PENTAIR INC	COM	709631105	705	22,443			X
PEOPLES BK BRIDGEPORT CONN	COM	710198102	515	11,543			X
PEPCO HOLDINGS INC	COM	713291102	488	18,768			X
PEPSI BOTTLING GROUP INC	COM	713409100	4,640	150,126			X
PEPSIAMERICAS INC	COM	71343P200	1,178	56,154			X
PEPSICO INC	COM	713448108	50,433	806,291			X
PERKINELMER INC	COM	714046109	422	19,000			X
PETSMART INC	COM	716768106	800	27,731			X
PFIZER INC	COM	717081103	75,441	2,912,772			X
PHARMACEUTICAL PROD DEV INC	COM	717124101	644	19,996			X

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

PHELPS DODGE CORP	COM	717265102	7,099	59,300			X
PHILADELPHIA CONS HLDG CORP	COM	717528103	443	9,934			X
PINNACLE WEST CAP CORP	COM	723484101	4,018	79,271			X
PIONEER NAT RES CO	COM	723787107	2,080	52,396			X
PITNEY BOWES INC	COM	724479100	2,532	54,823			X
PLAINS EXPL& PRODTN CO	COM	726505100	740	15,573			X
PLUM CREEK TIMBER CO INC	COM	729251108	725	18,181			X
POGO PRODUCING CO	COM	730448107	276	5,707			X
POLO RALPH LAUREN CORP	CL A	731572103	939	12,085			X
POOL CORPORATION	COM	73278L105	410	10,476			X
POPULAR INC	COM	733174106	493	27,462			X
PRAXAIR INC	COM	74005P104	8,803	148,375			X
PRECISION CASTPARTS CORP	COM	740189105	15,206	194,256			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PRICE T ROWE GROUP INC	COM	74144T108	2,302	52,594			X
PRIDE INTL INC DEL	COM	74153Q102	872	29,048			X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,647	79,157			X
PROCTER & GAMBLE CO	COM	742718109	88,641	1,379,198			X
PROGRESS ENERGY INC	COM	743263105	1,823	37,135			X
PROGRESSIVE CORP OHIO	COM	743315103	5,769	238,194			X
PROLOGIS	SH BEN INT	743410102	2,379	39,155			X
PROTECTIVE LIFE CORP	COM	743674103	327	6,883			X
PRUDENTIAL FINL INC	COM	744320102	13,095	152,519			X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,574	68,899			X
PUBLIC STORAGE INC	COM	74460D109	4,868	49,931			X
PUGET ENERGY INC NEW	COM	745310102	290	11,442			X
PULTE HOMES INC	COM	745867101	4,841	146,156			X
QLOGIC CORP	COM	747277101	700	31,957			X
QUALCOMM INC	COM	747525103	28,875	764,084			X
QUANTA SVCS INC	COM	74762E102	308	15,675			X
QUEST DIAGNOSTICS INC	COM	74834L100	1,661	31,348			X
QUEST RESOURCE CORP	COM NEW	748349305	431	42,700			X
QUESTAR CORP	COM	748356102	5,994	72,168			X
QUICKSILVER RESOURCES INC	COM	74837R104	1,130	30,884			X
QWEST COMMUNICATIONS INTL IN	COM	749121109	3,983	475,900			X
R H DONNELLEY CORP	COM NEW	74955W307	366	5,841			X
RPM INTL INC	COM	749685103	683	32,688			X
RADIAN GROUP INC	COM	750236101	6,400	118,724			X
RADIOSHACK CORP	COM	750438103	396	23,628			X
RAMBUS INC DEL	COM	750917106	313	16,545			X
RANGE RES CORP	COM	75281A109	750	27,318			X
RAYMOND JAMES FINANCIAL INC	COM	754730109	271	8,933			X
RAYONIER INC	COM	754907103	1,528	37,234			X
RAYTHEON CO	COM NEW	755111507	9,701	183,728			X
REALOGY CORP	COM	75605E100	734	24,214			X
RECKSON ASSOCS RLTY CORP	COM	75621K106	374	8,193			X

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

RED HAT INC	COM	756577102	1,873	81,420	X
REGAL ENTMT GROUP	CL A	758766109	266	12,478	X
REGENCY CTRS CORP	COM	758849103	528	6,756	X
REGIONS FINANCIAL CORP NEW	COM	7591EP100	2,700	72,198	X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
RELIANCE STEEL & ALUMINUM CO	COM	759509102	255	6,484			X
RELIANT ENERGY INC	COM	75952B105	430	30,241			X
REPUBLIC SVCS INC	COM	760759100	1,743	42,861			X
RESMED INC	COM	761152107	735	14,929			X
RESPIRONICS INC	COM	761230101	543	14,385			X
REYNOLDS AMERICAN INC	COM	761713106	6,018	91,918			X
RITE AID CORP	COM	767754104	284	52,167			X
ROBERT HALF INTL INC	COM	770323103	1,814	48,868			X
ROCKWELL AUTOMATION INC	COM	773903109	5,354	87,651			X
ROCKWELL COLLINS INC	COM	774341101	4,676	73,883			X
ROHM & HAAS CO	COM	775371107	3,401	66,521			X
ROPER INDS INC NEW	COM	776696106	3,351	66,697			X
ROSS STORES INC	COM	778296103	1,764	60,214			X
ROWAN COS INC	COM	779382100	699	21,066			X
RYDER SYS INC	COM	783549108	664	13,003			X
RYLAND GROUP INC	COM	783764103	314	5,754			X
SBA COMMUNICATIONS CORP	COM	78388J106	561	20,401			X
SEI INVESTMENTS CO	COM	784117103	6,030	101,241			X
SL GREEN RLTY CORP	COM	78440X101	1,203	9,058			X
SLM CORP	COM	78442P106	5,188	106,368			X
SPX CORP	COM	784635104	1,063	17,388			X
SABRE HLDGS CORP	CL A	785905100	2,171	68,089			X
SAFECO CORP	COM	786429100	734	11,741			X
SAFEWAY INC	COM NEW	786514208	1,534	44,383			X
ST JOE CO	COM	790148100	791	14,757			X
ST JUDE MED INC	COM	790849103	5,897	161,291			X
ST MARY LD & EXPL CO	COM	792228108	417	11,308			X
ST PAUL TRAVELERS INC	COM	792860108	15,767	293,664			X
SAKS INC	COM	79377W108	239	13,408			X
SALESFORCE COM INC	COM	79466L302	609	16,716			X
SANDISK CORP	COM	80004C101	2,955	68,677			X
SANMINA SCI CORP	COM	800907107	254	73,764			X
SARA LEE CORP	COM	803111103	1,954	114,734			X
SCANA CORP NEW	COM	80589M102	463	11,388			X
SCHEIN HENRY INC	COM	806407102	2,815	57,474			X
SCHERING PLOUGH CORP	COM	806605101	9,417	398,339			X

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
SCHLUMBERGER LTD	COM	806857108	2,716	43,000			X
SCHWAB CHARLES CORP NEW	COM	808513105	7,966	411,918			X
SCIENTIFIC GAMES CORP	CL A	80874P109	396	13,102			X
SCOTTS MIRACLE GRO CO	CL A	810186106	1,064	20,600			X
SCRIPPS E W CO OHIO	CL A	811054204	832	16,650			X
SEACOR HOLDINGS INC	COM	811904101	220	2,222			X
SEALED AIR CORP NEW	COM	81211K100	739	11,381			X
SEARS HLDGS CORP	COM	812350106	8,614	51,296			X
SEMPRA ENERGY	COM	816851109	3,785	67,542			X
SENSIENT TECHNOLOGIES CORP	COM	81725T100	246	10,000			X
SEPRACOR INC	COM	817315104	1,326	21,532			X
SERVICE CORP INTL	COM	817565104	299	29,168			X
SERVICEMASTER CO	COM	81760N109	490	37,405			X
SHAW GROUP INC	COM	820280105	265	7,916			X
SHERWIN WILLIAMS CO	COM	824348106	5,402	84,962			X
SIERRA HEALTH SVCS INC	COM	826322109	399	11,080			X
SIERRA PAC RES NEW	COM	826428104	787	46,789			X
SIGMA ALDRICH CORP	COM	826552101	2,903	37,352			X
SILICON LABORATORIES INC	COM	826919102	343	9,906			X
SIMON PPTY GROUP INC NEW	COM	828806109	9,011	88,966			X
SIRIUS SATELLITE RADIO INC	COM	82966U103	985	278,223			X
SKY FINL GROUP INC	COM	83080P103	284	9,943			X
SMITH INTL INC	COM	832110100	2,680	65,261			X
SMITHFIELD FOODS INC	COM	832248108	250	9,734			X
SMUCKER J M CO	COM NEW	832696405	278	5,734			X
SMURFIT-STONE CONTAINER CORP	COM	832727101	265	25,091			X
SNAP ON INC	COM	833034101	307	6,443			X
SOLETRON CORP	COM	834182107	414	128,731			X
SONOCO PRODS CO	COM	835495102	847	22,266			X
SOUTHERN CO	COM	842587107	3,398	92,190			X
SOUTHERN COPPER CORP	COM	84265V105	812	15,066			X
SOUTHERN UN CO NEW	COM	844030106	285	10,207			X
SOUTHWEST AIRLS CO	COM	844741108	3,359	219,238			X
SOUTHWEST GAS CORP	COM	844895102	1,754	45,710			X
SOUTHWESTERN ENERGY CO	COM	845467109	1,164	33,198			X
SOVEREIGN BANCORP INC	COM	845905108	2,747	108,189			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
SPRINT NEXTEL CORP	COM FON	852061100	18,741	992,113			X
STANCORP FINL GROUP INC	COM	852891100	243	5,393			X
STANDARD PAC CORP NEW	COM	85375C101	243	9,054			X
STANLEY WKS	COM	854616109	1,743	34,663			X
STAPLES INC	COM	855030102	6,481	242,716			X
STARBUCKS CORP	COM	855244109	16,017	452,202			X
STARWOOD HOTELS&RESORTS							

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

WRLD	COM	85590A401	5,437	86,994		X
STATE STR CORP	COM	857477103	7,299	108,237		X
STATION CASINOS INC	COM	857689103	776	9,497		X
STEEL DYNAMICS INC	COM	858119100	1,561	48,104		X
STEELCASE INC	CL A	858155203	247	13,575		X
STERICYCLE INC	COM	858912108	3,643	48,258		X
STRYKER CORP	COM	863667101	10,514	190,779		X
SUN MICROSYSTEMS INC	COM	866810104	4,066	750,262		X
SUNOCO INC	COM	86764P109	1,154	18,501		X
SUNTRUST BKS INC	COM	867914103	14,851	175,859		X
SUPERIOR ENERGY SVCS INC	COM	868157108	517	15,807		X
SUPERVALU INC	COM	868536103	3,696	103,386		X
SWIFT TRANSN CO	COM	870756103	597	22,707		X
SYMANTEC CORP	COM	871503108	6,607	316,892		X
SYMBOL TECHNOLOGIES INC	COM	871508107	1,199	80,250		X
SYNOPSYS INC	COM	871607107	1,215	45,460		X
SYNOVUS FINL CORP	COM	87161C105	1,192	38,664		X
SYSCO CORP	COM	871829107	7,720	210,000		X
TCF FINL CORP	COM	872275102	493	17,996		X
TD BANKNORTH INC	COM	87235A101	320	9,926		X
TD AMERITRADE HLDG CORP	COM	87236Y108	2,778	171,710		X
TECO ENERGY INC	COM	872375100	355	20,583		X
TJX COS INC NEW	COM	872540109	6,508	228,197		X
TXU CORP	COM	873168108	14,038	258,955		X
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	959	87,700		X
TARGET CORP	COM	87612E106	31,205	546,972		X
TAUBMAN CTRS INC	COM	876664103	407	8,012		X
TECH DATA CORP	COM	878237106	207	5,479		X
TECHNE CORP	COM	878377100	432	7,791		X
TEKTRONIX INC	COM	879131100	413	14,173		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
TELEFLEX INC	COM	879369106	256	3,965			X
TELEPHONE & DATA SYS INC	COM	879433100	3,052	56,171			X
TELEPHONE & DATA SYS INC	SPL COM	879433860	992	20,000			X
TELLABS INC	COM	879664100	453	44,198			X
TEMPLE INLAND INC	COM	879868107	1,832	39,792			X
TENET HEALTHCARE CORP	COM	88033G100	546	78,282			X
TERADYNE INC	COM	880770102	520	34,736			X
TEREX CORP NEW	COM	880779103	2,397	37,118			X
TESORO CORP	COM	881609101	444	6,755			X
TETRA TECHNOLOGIES INC DEL	COM	88162F105	362	14,140			X
TEXAS INSTRS INC	COM	882508104	22,671	787,175			X
TEXTRON INC	COM	883203101	8,749	93,298			X
THERMO FISHER SCIENTIFIC INC	COM	883556102	4,964	109,615			X
THOMAS & BETTS CORP	COM	884315102	3,539	74,848			X
THOR INDS INC	COM	885160101	1,190	27,043			X
THORNBURG MTG INC	COM	885218107	277	11,038			X
3M CO	COM	88579Y101	27,378	351,319			X

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

TIDEWATER INC	COM	886423102	455	9,412		X
TIFFANY & CO NEW	COM	886547108	888	22,618		X
TIM HORTONS INC	COM	88706M103	1,098	37,900		X
TIME WARNER INC	COM	887317105	30,786	1,413,488		X
TIMKEN CO	COM	887389104	419	14,343		X
TITANIUM METALS CORP	COM NEW	888339207	463	15,703		X
TODCO	COM	88889T107	391	11,445		X
TOLL BROTHERS INC	COM	889478103	491	15,225		X
TORCHMARK CORP	COM	891027104	4,991	78,284		X
TORO CO	COM	891092108	394	8,439		X
TRACTOR SUPPLY CO	COM	892356106	318	7,108		X
TRANSATLANTIC HLDGS INC	COM	893521104	224	3,615		X
TRIAD HOSPITALS INC	COM	89579K109	421	10,053		X
TRIBUNE CO NEW	COM	896047107	553	17,979		X
TRIMBLE NAVIGATION LTD	COM	896239100	549	10,816		X
TRINITY INDS INC	COM	896522109	534	15,169		X
TYSON FOODS INC	CL A	902494103	360	21,906		X
UAL CORP	COM NEW	902549807	468	10,639		X
UGI CORP NEW	COM	902681105	283	10,388		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
UST INC	COM	902911106	5,228	89,822			X
US BANCORP DEL	COM NEW	902973304	30,166	833,552			X
URS CORP NEW	COM	903236107	228	5,318			X
U S G CORP	COM NEW	903293405	605	11,036			X
U S AIRWAYS GROUP INC	COM	90341W108	648	12,035			X
ULTRA PETROLEUM CORP	COM	903914109	821	17,200			X
UNION PAC CORP	COM	907818108	8,254	89,703			X
UNIONBANCAL CORP	COM	908906100	323	5,278			X
UNISYS CORP	COM	909214108	265	33,837			X
UNIT CORP	COM	909218109	443	9,148			X
UNITED DOMINION REALTY TR IN	COM	910197102	845	26,580			X
UNITED PARCEL SERVICE INC	CL B	911312106	18,190	242,600			X
UNITED STATES CELLULAR CORP	COM	911684108	1,215	17,465			X
UNITED STATES STL CORP NEW	COM	912909108	1,326	18,135			X
UNITED TECHNOLOGIES CORP	COM	913017109	37,340	597,257			X
UNITEDHEALTH GROUP INC	COM	91324P102	32,871	611,783			X
UNITRIN INC	COM	913275103	234	4,678			X
UNIVERSAL HLTH SVCS INC	CL B	913903100	308	5,549			X
UNIVISION COMMUNICATIONS INC	CL A	914906102	2,600	73,417			X
UNUMPROVIDENT CORP	COM	91529Y106	702	33,780			X
URBAN OUTFITTERS INC	COM	917047102	523	22,731			X
VCA ANTECH INC	COM	918194101	530	16,452			X
V F CORP	COM	918204108	6,735	82,051			X
VALERO ENERGY CORP NEW	COM	91913Y100	10,780	210,702			X
VALLEY NATL BANCORP	COM	919794107	2,373	89,527			X
VALSPAR CORP	COM	920355104	277	10,021			X
VARIAN MED SYS INC	COM	92220P105	1,238	26,024			X

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

VECTREN CORP	COM	92240G101	213	7,518			X
VENTAS INC	COM	92276F100	694	16,402			X
VERIFONE HLDGS INC	COM	92342Y109	2,219	62,687			X
VERISIGN INC	COM	92343E102	1,131	47,034			X
VERIZON COMMUNICATIONS	COM	92343V104	40,294	1,081,997			X
VERTEX PHARMACEUTICALS INC	COM	92532F100	887	23,700			X
VIACOM INC NEW	CL B	92553P201	5,156	125,668			X
VISHAY INTERTECHNOLOGY INC	COM	928298108	272	20,104			X
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	458	16,500			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
VORNADO RLTY TR	SH BEN INT	929042109	1,463	12,043			X
VULCAN MATLS CO	COM	929160109	5,502	61,219			X
WPS RESOURCES CORP	COM	92931B106	229	4,233			X
WACHOVIA CORP 2ND NEW	COM	929903102	38,526	676,483			X
WAL MART STORES INC	COM	931142103	45,661	988,770			X
WALGREEN CO	COM	931422109	15,693	341,969			X
WALTER INDS INC	COM	93317Q105	233	8,609			X
WARNER MUSIC GROUP CORP	COM	934550104	322	14,033			X
WASHINGTON FED INC	COM	938824109	202	8,593			X
WASHINGTON GROUP INTL INC	COM NEW	938862208	240	4,010			X
WASHINGTON MUT INC	COM	939322103	19,645	431,843			X
WASHINGTON POST CO	CL B	939640108	1,605	2,153			X
WASTE MGMT INC DEL	COM	94106L109	7,906	215,007			X
WATERS CORP	COM	941848103	1,821	37,196			X
WATSON PHARMACEUTICALS INC	COM	942683103	262	10,055			X
WATTS WATER TECHNOLOGIES INC	CL A	942749102	1,020	24,800			X
WEBSTER FINL CORP CONN	COM	947890109	281	5,766			X
WEIGHT WATCHERS INTL INC NEW	COM	948626106	481	9,162			X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	1,377	29,874			X
WELLCARE HEALTH PLANS INC	COM	94946T106	4,235	61,472			X
WELLPOINT INC	COM	94973V107	19,752	251,009			X
WELLS FARGO & CO NEW	COM	949746101	40,278	1,132,666			X
WENDYS INTL INC	COM	950590109	537	16,216			X
WESCO INTL INC	COM	95082P105	564	9,582			X
WESTERN DIGITAL CORP	COM	958102105	3,707	181,202			X
WESTERN UN CO	COM	959802109	5,193	231,624			X
WEYERHAEUSER CO	COM	962166104	4,471	63,277			X
WHIRLPOOL CORP	COM	963320106	1,319	15,884			X
WHITNEY HLDG CORP	COM	966612103	211	6,474			X
WHOLE FOODS MKT INC	COM	966837106	1,302	27,735			X
WILEY JOHN & SONS INC	CL A	968223206	337	8,763			X
WILLIAMS COS INC DEL	COM	969457100	5,307	203,174			X
WILLIAMS SONOMA INC	COM	969904101	599	19,050			X
WILMINGTON TRUST CORP	COM	971807102	283	6,720			X
WINDSTREAM CORP	COM	97381W104	835	58,751			X
WISCONSIN ENERGY CORP	COM	976657106	3,371	71,025			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
WRIGLEY WM JR CO	COM	982526105	7,060	136,495			X
WYETH	COM	983024100	25,181	494,524			X
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,905	59,481			X
WYNN RESORTS LTD	COM	983134107	2,275	24,240			X
XM SATELLITE RADIO HLDGS INC	CL A	983759101	827	57,234			X
XTO ENERGY INC	COM	98385X106	6,781	144,123			X
XCEL ENERGY INC	COM	98389B100	4,381	189,992			X
XILINX INC	COM	983919101	3,287	138,039			X
XEROX CORP	COM	984121103	4,326	255,210			X
YRC WORLDWIDE INC	COM	984249102	213	5,658			X
YAHOO INC	COM	984332106	18,607	728,531			X
YUM BRANDS INC	COM	988498101	4,719	80,252			X
ZEBRA TECHNOLOGIES CORP	CL A	989207105	487	14,012			X
ZIMMER HLDGS INC	COM	98956P102	7,378	94,132			X
ZIONS BANCORPORATION	COM	989701107	862	10,455			X