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STATE STREET CORP
Form 13F-HR
February 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Form 13F

Form 13F Cover Page

Report for Calendar Year or Quarter Ended: December 31, 2012

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: State Street Corporation
Address: One Lincoln Street
Boston, Massachusetts 02111

Form 13F File Number: 28-00399

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 the reporting manager:

Name: James J. Malerba
Title: Executive Vice President and Corporate Controller
Telephone: 617-664-8697

Signature, Place, and Date of Signing:

/s/ James J. Malerba	Boston, Massachusetts	February 11, 2013
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[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 12
 Form 13F Information Table Entry Total: 3,602
 Form 13F Information Table Value Total: 680,044,351 (thousands)

List of Other Included Managers:

Provide a numbered list of the names(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.]

Form 13F File		
No.	Number	Name
1	28-00733	State Street Bank and Trust Company
2	28-11338	SSgA Funds Management, Inc.
3	28-11339	Tuckerman Group, LLC
4	28-11328	Rexiter Capital Management LTD
5	28-11326	State Street Global Advisors LTD
6	28-11327	State Street Global Advisors Ltd.
8	28-11330	State Street Global Advisors, Australia
10	28-11332	State Street Global Advisors (Japan) Co., Ltd.
12	28-11331	State Street Global Advisors Asia LTD
13	28-11334	State Street Global Advisors GmbH
18	28-13812	State Street Global Advisors France, S.A.
19	28-14459	State Street Global Advisors Ireland Limited

FORM 13F INFORMATION TABLE AS OF 12/31/2012

Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ PRN Call	Discretion	Managers
ADOBE SYSTEMS INC	Common equity shares	00724F101	740028	19639947	SH	DEFINED	1,2,5,6,8,10,12,1
AGILENT TECHNOLOGIES INC	Common equity shares	00846U101	550062	13435828	SH	DEFINED	1,2,5,6,8,10,12,1
ANALOG DEVICES AON PLC	Common Stock Common equity shares	032654105 G0408V102	516169 863463	12272194 15529957	SH SH	DEFINED DEFINED	1,2,5,6,8,10,12,1 1,2,5,6,8,10,12,1
APOLLO GROUP INC -CL A	Common equity shares	037604105	82719	3953935	SH	DEFINED	1,2,5,6,8,10,12,1
BB&T CORP	Common equity shares	054937107	874933	30055998	SH	DEFINED	1,2,5,6,8,10,12,1
CARDINAL HEALTH INC	Common equity shares	14149Y108	743000	18042774	SH	DEFINED	1,2,5,6,8,10,12,1
CARMAX INC	Common equity shares	143130102	329226	8769936	SH	DEFINED	1,2,5,6,8,10,12,1
CATERPILLAR INC	Common equity shares	149123101	6386301	71291539	SH	DEFINED	1,2,5,6,8,10,12,1
CHUBB CORP	Common equity shares	171232101	948293	12590169	SH	DEFINED	1,2,5,6,8,10,12,1

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CIENA CORP	Common equity shares	171779309	56668	3609708	SH	DEFINED	1, 2, 5, 6, 8, 12, 17
COMPUWARE CORP	Common equity shares	205638109	68087	6263515	SH	DEFINED	1, 2, 5, 6, 8, 12
COMVERSE TECHNOLOGY INC	Common Stock	205862402	14761	3845395	SH	DEFINED	1, 2, 6
CONAGRA FOODS INC	Common equity shares	205887102	695902	23589760	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
DANAHER CORP	Common equity shares	235851102	1278564	22872329	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
DARDEN RESTAURANTS INC	Common equity shares	237194105	233902	5189319	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
DEAN FOODS CO	Common equity shares	242370104	120921	7324138	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
DELL INC	Common equity shares	24702R101	630445	62236059	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
DONNELLEY (R R) & SONS CO	Common Stock	257867101	50271	5584085	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
EATON CORP PLC	Common equity shares	G29183103	984236	18159526	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
DISH NETWORK CORP	Common equity shares	25470M109	124605	3423336	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
ECOLAB INC	Common equity shares	278865100	879869	12237335	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
FIRSTENERGY CORP	Common equity shares	337932107	1365917	32709014	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
FOOT LOCKER INC	Common equity shares	344849104	145665	4535130	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
FORD MOTOR CO	Common equity shares	345370860	1844393	142424614	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
INTEL CORP	Common equity shares	458140100	4389794	212786564	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
LIFE TECHNOLOGIES CORP	Common equity shares	53217V109	362911	7394204	SH	DEFINED	19
KELLOGG CO	Common equity shares	53217V109	362911	7394204	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
KROGER CO	Common equity shares	487836108	575747	10308907	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
LEGG MASON INC	Common equity shares	501044101	613819	23590125	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
LEGG MASON INC	Common equity shares	524901105	139825	5436451	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
LINEAR TECHNOLOGY CORP	Common equity shares	535678106	324609	9463777	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
LOWE'S COMPANIES INC	Common equity shares	548661107	1756595	49453808	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MANPOWERGROUP	Common equity shares	56418H100	109291	2575349	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MARATHON OIL CORP	Common equity shares	565849106	951997	31050153	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MARVELL TECHNOLOGY GROUP LTD	Common equity shares	G5876H105	61912	8527382	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MAXIM INTEGRATED PRODUCTS	Common Stock	57772K101	171768	5842288	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MCDONALD'S CORP	Common equity shares	580135101	4457667	50534654	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MEDTRONIC INC	Common equity shares	585055106	1832332	44669183	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1

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MICROCHIP TECHNOLOGY INC	Common equity shares	595017104	262331	8049458	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MONSANTO CO	Common equity shares	61166W101	2162845	22850966	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
MOTOROLA SOLUTIONS INC	Common equity shares	620076307	622913	11187269	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
NEW YORK CMNTY BANCORP INC	Common equity shares	649445103	234618	17909830	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
NEW YORK TIMES CO -CL A	Common equity shares	650111107	39871	4673800	SH	DEFINED	1, 2, 5, 6, 8, 12
NORTHROP GRUMMAN CORP	Common equity shares	666807102	1786058	26428624	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 19
NVIDIA CORP	Common equity shares	67066G104	313368	25498564	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
OLD REPUBLIC INTL CORP	Common equity shares	680223104	204714	19221788	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
OMNICARE INC	Common equity shares	681904108	144677	4007600	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
PATTERSON COMPANIES INC	Common equity shares	703395103	137508	4017168	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
PEPCO HOLDINGS INC	Common equity shares	713291102	237198	12096128	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
PETSMART INC	Common equity shares	716768106	316278	4627815	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
PIONEER NATURAL RESOURCES CO	Common equity shares	723787107	622685	5841927	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
RADIAN GROUP INC	Common equity shares	750236101	16744	2740797	SH	DEFINED	1, 2, 5, 6, 8
RENAISSANCERE HOLDINGS LTD	Common equity shares	G7496G103	91692	1128260	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
REPUBLIC SERVICES INC	Common equity shares	760759100	372348	12695417	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
ROSS STORES INC	Common equity shares	778296103	480042	8865063	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
SANDISK CORP	Common equity shares	80004C101	415300	9533906	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
SCANA CORP	Common equity shares	80589M102	303187	6643039	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
SPX CORP	Common equity shares	784635104	110716	1578419	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
SYNOPSYS INC	Common equity shares	871607107	161483	5071558	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
TCF FINANCIAL CORP	Common equity shares	872275102	119622	9845316	SH	DEFINED	1, 2, 5, 6, 8, 12
TELEPHONE & DATA SYSTEMS INC	Common equity shares	879433829	143771	6493763	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
3M CO	Common equity shares	88579Y101	4809280	51796286	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
ABBOTT LABORATORIES	Common equity shares	002824100	4315785	65889831	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
ACCENTURE PLC	Common equity shares	G1151C101	1645524	24744705	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
AES CORP	Common equity shares	00130H105	334307	31242583	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
AMERICAN INTERNATIONAL GROUP	Common equity shares	026874784	1922015	54448117	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
ANADARKO PETROLEUM	Common equity shares						

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CORP ARCHER- DANIELS- MIDLAND CO AUTOZONE INC	Common equity shares	032511107 1689881 22741045 SH	DEFINED	1,2,5,6,8,10,12,1
BANK OF AMERICA CORP	Common equity shares	039483102 897439 32765237 SH	DEFINED	1,2,5,6,8,10,12,1
BANK OF NEW YORK MELLON CORP	Common equity shares	053332102 530458 1496668 SH	DEFINED	1,2,5,6,8,10,12,1
BED BATH & BEYOND INC	Common equity shares	058498106 315330 7046303 SH	DEFINED	1,2,5,6,8,10,12,1
BOEING CO	Common equity shares	060505104 5224101 450353705 SH	DEFINED	1,2,5,6,8,10,12,1
BOSTON PROPERTIES INC	Real Estate Investment Trust	064058100 1302882 50695567 SH	DEFINED	19
CABLEVISION SYS CORP -CL A	Common equity shares	075896100 582050 10410458 SH	DEFINED	1,2,5,6,8,10,12,1
CAREER EDUCATION CORP	Common equity shares	097023105 2442562 32411858 SH	DEFINED	1,2,5,6,8,10,12,1
CINCINNATI FINANCIAL CORP	Common equity shares	101121101 849261 8026260 SH	DEFINED	1,2,3,5,6,8,10,12
		12686C109 140975 9436780 SH	DEFINED	1,2,5,6,8,10,12,1
		141665109 4021 1141819 SH	DEFINED	1,2,5,6,8
		172062101 428612 10945065 SH	DEFINED	1,2,5,6,8,10,12,1

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ PRN	Put/ Call	Discretion	Manage
CITIGROUP INC	Common equity shares	172967424	4758319	120281148 SH			DEFINED	1,2,5,6,8,10
CLOROX CO/DE	Common equity shares	189054109	607782	8300705 SH			DEFINED	1,2,5,6,8,10 18
COACH INC	Common equity shares	189754104	608993	10970787 SH			DEFINED	1,2,5,6,8,10
COMPUTER SCIENCES CORP	Common equity shares	205363104	254189	6347155 SH			DEFINED	1,2,5,6,8,10 18
CONVERGYS CORP	Common equity shares	212485106	66222	4035109 SH			DEFINED	1,2,5,6,8,12
DISNEY (WALT) CO	Common equity shares	254687106	3655148	73411302 SH			DEFINED	1,2,5,6,8,10
DST SYSTEMS INC	Common equity shares	233326107	55286	912359 SH			DEFINED	1,2,5,6,8,12
DTE ENERGY CO	Common equity shares	233331107	531588	8852597 SH			DEFINED	1,2,5,6,8,10 18
DUN & BRADSTREET CORP	Common equity shares	26483E100	161717	2056137 SH			DEFINED	1,2,5,6,8,10
EVEREST RE GROUP LTD	Common equity shares	G3223R108	206317	1876432 SH			DEFINED	1,2,5,6,8,10 18
EXPRESS SCRIPTS	Common equity							

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HOLDING CO	shares	30219G108	1746592	32344413	SH	DEFINED	1,2,5,6,8,10
FIRST HORIZON NATIONAL CORP	Common equity shares	320517105	161478	16294116	SH	DEFINED	1,2,5,6,8,10
FLEXTRONICS INTERNATIONAL	Common equity shares	Y2573F102	54412	8761623	SH	DEFINED	1,2,5,8,10,11
FLUOR CORP	Common equity shares	343412102	403820	6874859	SH	DEFINED	1,2,5,6,8,10
BEAM INC	Common Stock	073730103	401881	6578487	SH	DEFINED	1,2,5,6,8,10
GENUINE PARTS CO	Common equity shares	372460105	575425	9050410	SH	DEFINED	1,2,5,6,8,10
GOLDMAN SACHS GROUP INC	Common equity shares	38141G104	2441998	19143921	SH	DEFINED	1,2,5,6,8,10
HARTFORD FINANCIAL SERVICES	Common equity shares	416515104	576418	25687060	SH	DEFINED	1,2,5,6,8,10
HEALTH MANAGEMENT ASSOC	Common equity shares	421933102	69273	7432829	SH	DEFINED	19
HERSHEY CO	Common equity shares	421933102	69273	7432829	SH	DEFINED	1,2,5,6,8,12
HOME DEPOT INC	Common equity shares	427866108	465670	6447914	SH	DEFINED	1,2,5,6,8,10
HOST HOTELS & RESORTS INC	Real Estate Investment Trust	437076102	4315395	69771843	SH	DEFINED	18
ILLINOIS TOOL WORKS	Common equity shares	44107P104	593681	37886571	SH	DEFINED	1,2,3,5,6,8,10
INTL FLAVORS & FRAGRANCES	Common equity shares	452308109	1166970	19190380	SH	DEFINED	1,2,5,6,8,10
INTUIT INC	Common equity shares	459506101	244756	3678228	SH	DEFINED	1,2,5,6,8,10
ISTAR FINANCIAL INC	Common equity shares	461202103	676448	11368794	SH	DEFINED	19
JABIL CIRCUIT INC	Real Estate Investment Trust	461202103	676448	11368794	SH	DEFINED	18
JOHNSON CONTROLS INC	Common equity shares	45031U101	13967	1714264	SH	DEFINED	1,2,5,6,8
JONES GROUP INC	Common equity shares	466313103	133894	6940930	SH	DEFINED	1,2,5,6,8,10
JPMORGAN CHASE & CO	Common equity shares	478366107	805075	26223925	SH	DEFINED	1,2,5,6,8,10
LABORATORY CP OF AMER HLDGS	Common equity shares	48020T101	20507	1854314	SH	DEFINED	1,2,5,6,8,17
LAUDER (ESTEE) COS INC -CL A	Common equity shares	46625H100	7254734	164992861	SH	DEFINED	1,2,5,6,8,10
LILLY (ELI) & CO	Common equity shares	46625H100	7254734	164992861	SH	DEFINED	18,19
LIMITED BRANDS INC	Common equity shares	50540R409	345104	3984037	SH	DEFINED	1,2,5,6,8,10
MCCORMICK & CO INC	Common equity shares	518439104	571341	9544452	SH	DEFINED	1,2,5,6,8,10
MOODY'S CORP	Common equity shares	518439104	571341	9544452	SH	DEFINED	1,2,5,6,8,10
AFLAC INC	Common equity shares	532457108	2088082	42337359	SH	DEFINED	18,19
AIR PRODUCTS & CHEMICALS INC	Common equity shares	532716107	457865	9729449	SH	DEFINED	1,2,5,6,8,10
AMERICAN EXPRESS CO	Common equity shares	532716107	457865	9729449	SH	DEFINED	18
AMERISOURCEBERGEN CORP	Common equity shares	579780206	468914	7381168	SH	DEFINED	1,2,5,6,8,10
AMGEN INC	Common equity shares	579780206	468914	7381168	SH	DEFINED	18
	Common equity shares	615369105	404574	8040000	SH	DEFINED	1,2,5,6,8,10
	Common equity shares	001055102	1191635	22432929	SH	DEFINED	1,2,5,6,8,10
	Common equity shares	009158106	917820	10923904	SH	DEFINED	18
	Common equity shares	025816109	2634228	45828679	SH	DEFINED	1,2,5,6,8,10
	Common equity shares	03073E105	435202	10078891	SH	DEFINED	1,2,5,6,8,10
	Common equity shares	031162100	2683329	31085899	SH	DEFINED	18
	Common equity shares	031162100	2683329	31085899	SH	DEFINED	1,2,5,6,8,10

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APACHE CORP	Common equity shares	037411105	1325659	16887291	SH	DEFINED	1,2,5,6,8,10
APARTMENT INVST & MGMT CO	Real Estate Investment Trust	03748R101	201026	7428967	SH	DEFINED	1,2,3,5,6,8,
AVERY DENNISON CORP	Common equity shares	053611109	151421	4336442	SH	DEFINED	1,2,5,6,8,10
AVON PRODUCTS	Common equity shares	054303102	511706	35633470	SH	DEFINED	1,2,5,6,8,10
BIOGEN IDEC INC	Common equity shares	09062X103	1474986	10056540	SH	DEFINED	1,2,5,6,8,10
BLOCK H & R INC	Common equity shares	093671105	218215	11750994	SH	DEFINED	1,2,5,6,8,10
BMC SOFTWARE INC	Common Stock	055921100	249507	6291224	SH	DEFINED	1,2,5,6,8,10
BRINKER INTL INC	Common equity shares	109641100	68737	2218156	SH	DEFINED	1,2,5,6,8,12
AVIS BUDGET GROUP INC	Common Stock	053774105	41597	2098595	SH	DEFINED	1,2,5,6,8,12
CA INC	Common equity shares	12673P105	348355	15848365	SH	DEFINED	1,2,5,6,8,10 19
CAMERON INTERNATIONAL CORP	Common equity shares	13342B105	620240	10985557	SH	DEFINED	1,2,5,6,8,10
CSX CORP	Common equity shares	126408103	829483	42041478	SH	DEFINED	1,2,5,6,8,10
D R HORTON INC	Common equity shares	23331A109	290647	14694035	SH	DEFINED	1,2,5,6,8,10
DOVER CORP	Common equity shares	260003108	652116	9923997	SH	DEFINED	1,2,5,6,8,10
DOW CHEMICAL	Common equity shares	260543103	1618755	50085254	SH	DEFINED	1,2,5,6,8,10
DUKE REALTY CORP	Real Estate Investment Trust	264411505	174371	12572032	SH	DEFINED	1,2,3,5,6,8, 18
EMERSON ELECTRIC CO	Common equity shares	291011104	1743035	32912279	SH	DEFINED	1,2,5,6,8,10
EQUITY RESIDENTIAL	Real Estate Investment Trust	29476L107	964476	17019105	SH	DEFINED	1,2,3,5,6,8, 18
EXPEDITORS INTL WASH INC	Common equity shares	302130109	334684	8462124	SH	DEFINED	1,2,5,6,8,10
FRANKLIN RESOURCES INC	Common equity shares	354613101	774855	6164313	SH	DEFINED	1,2,5,6,8,10
GENERAL ELECTRIC CO	Common equity shares	369604103	8633737	411326516	SH	DEFINED	1,2,5,6,8,10 19
GENERAL MILLS INC	Common equity shares	370334104	1677556	41513391	SH	DEFINED	1,2,5,6,8,10 18
HASBRO INC	Common Stock	418056107	166788	4646137	SH	DEFINED	1,2,5,6,8,10
HONEYWELL INTERNATIONAL INC	Common equity shares	438516106	4668058	73547438	SH	DEFINED	1,2,5,6,8,10
INTERPUBLIC GROUP OF COS	Common equity shares	460690100	196091	17794115	SH	DEFINED	1,2,5,6,8,10
LENNAR CORP	Common equity shares	526057104	324260	8385216	SH	DEFINED	1,2,5,6,8,10
LEVEL 3 COMMUNICATIONS INC	Common Stock	52729N308	61487	2660695	SH	DEFINED	1,2,5,6,8,10
LSI CORP	Common Stock	502161102	180399	25481819	SH	DEFINED	1,2,5,6,8,10
MERCK & CO	Common equity shares	58933Y105	5384571	131523514	SH	DEFINED	1,2,5,6,8,10 18,19
MOHAWK INDUSTRIES INC	Common equity shares	608190104	243959	2696690	SH	DEFINED	1,2,5,6,8,10 18
MORGAN STANLEY	Common equity shares	617446448	3421017	178923589	SH	DEFINED	1,2,5,6,8,10

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ADVANCED MICRO DEVICES	Common equity shares	007903107	54902	22874104	SH	DEFINED	1, 2, 5, 6, 8, 10
AMAZON.COM INC	Common equity shares	023135106	3473279	13830096	SH	DEFINED	1, 2, 5, 6, 8, 10
AMEREN CORP	Common equity shares	023608102	400285	13030106	SH	DEFINED	18
AVALONBAY COMMUNITIES INC	Real Estate Investment Trust	053484101	818469	6036359	SH	DEFINED	1, 2, 3, 5, 6, 8, 18
BARD (C.R.) INC	Common equity shares	067383109	379483	3882569	SH	DEFINED	1, 2, 5, 6, 8, 10
BECTON DICKINSON & CO	Common equity shares	075887109	1029571	13167525	SH	DEFINED	18
BOSTON SCIENTIFIC CORP	Common equity shares	101137107	349312	60962697	SH	DEFINED	1, 2, 5, 6, 8, 10
BRUNSWICK CORP	Common equity shares	117043109	60614	2083499	SH	DEFINED	1, 2, 5, 6, 8, 17
CAMPBELL SOUP CO	Common equity shares	134429109	299418	8581767	SH	DEFINED	18
CARNIVAL CORP/PLC (USA)	Composition of more than 1 security	143658300	688714	18730546	SH	DEFINED	1, 2, 5, 6, 8, 10, 19

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ Call	Discretion	Managers
CHEVRON CORP	Common equity shares	166764100	11519111	106520361	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
CHICOS FAS INC	Common equity shares	168615102	99578	5393971	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
COMCAST CORP	Common equity shares	20030N101	3674710	98306881	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
CONSOLIDATED EDISON INC	Common equity shares	209115104	1025220	18458985	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
DEERE & CO	Common equity shares	244199105	1296995	15008050	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
DU PONT (E I) DE NEMOURS	Common equity shares	263534109	2014478	44796086	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
EDISON INTERNATIONAL	Common equity shares	281020107	1424530	31523081	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ENCANA CORP	Common equity shares	292505104	259	13120	SH	DEFINED	1, 18
FIFTH THIRD BANCORP	Common equity shares	316773100	656257	43203131	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
NEXTERA ENERGY INC	Common equity shares	65339F101	1399331	20224453	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
FREEMPORT-MCMORAN COP&GOLD	Common equity shares	35671D857	1472145	43045114	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
GANNETT CO	Common equity shares	364730101	163130	9057760	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
GENERAL DYNAMICS CORP	Common equity shares	369550108	1066828	15401004	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
GENERAL GROWTH	Real Estate						

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PPTYS INC	Investment Trust	370023103	271210	13662949	SH	DEFINED	1,2,3,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
HARLEY-DAVIDSON INC	Common equity shares	412822108	434003	8886262	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
HEALTH NET INC	Common equity shares	42222G108	52578	2163878	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
HOSPIRA INC	Common equity shares	441060100	217781	6971579	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
INTL BUSINESS MACHINES CORP	Common equity shares	459200101	11953634	62404792	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
JDS UNIPHASE CORP	Common equity shares	46612J507	106970	7899763	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
JUNIPER NETWORKS INC	Common Stock	48203R104	407302	20707016	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
KIMCO REALTY CORP	Real Estate Investment Trust	49446R109	427442	22123847	SH	DEFINED	1,2,3,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
KLA-TENCOR CORP	Common equity shares	482480100	329555	6900039	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
LEGGETT & PLATT INC	Common equity shares	524660107	457595	16811234	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
LEXMARK INTL INC -CL A	Common equity shares	529771107	47366	2042468	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
LIBERTY PROPERTY TRUST	Real Estate Investment Trust	531172104	187518	5242495	SH	DEFINED	1,2,3,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
MICRON TECHNOLOGY INC	Common Stock	595112103	252840	39818518	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
PUBLIC STORAGE	Real Estate Investment Trust	74460D109	1122035	7740374	SH	DEFINED	1,2,3,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
TYSON FOODS INC -CL A	Common equity shares	902494103	253010	13041797	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
VARIAN MEDICAL SYSTEMS INC	Common equity shares	92220P105	319803	4553180	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
VERISIGN INC	Common equity shares	92343E102	260850	6719493	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
VORNADO REALTY TRUST	Real Estate Investment Trust	929042109	748948	9352524	SH	DEFINED	1,2,3,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
WASHINGTON POST -CL B	Common equity shares	939640108	63196	173006	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
WEATHERFORD INTERNATIONAL	Common equity shares	H27013103	81683	7299758	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
WHOLE FOODS MARKET INC	Common equity shares	966837106	647719	7092048	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
WISCONSIN ENERGY CORP	Common equity shares	976657106	431586	11712004	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
ALTERA CORP	Common equity shares	021441100	429723	12477431	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
ALTRIA GROUP INC	Common equity shares	02209S103	2664414	84800030	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
HESS CORP	Common equity shares	42809H107	695968	13141307	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
AMERICAN AXLE & MFG HOLDINGS	Common equity shares	024061103	13475	1203250	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
AMERN EAGLE OUTFITTERS INC	Common equity shares	02553E106	113127	5515707	SH	DEFINED	1,2,5,6,8,10,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26,27,28,29,30,31,32,33,34,35,36,37,38,39,40,41,42,43,44,45,46,47,48,49,50,51,52,53,54,55,56,57,58,59,60,61,62,63,64,65,66,67,68,69,70,71,72,73,74,75,76,77,78,79,80,81,82,83,84,85,86,87,88,89,90,91,92,93,94,95,96,97,98,99,100
WELLPOINT INC	Common equity						

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AVNET INC	Common equity shares	94973V107	771327	12661368	SH	DEFINED	1,2,5,6,8,10,12,
BARNES & NOBLE INC	Common equity shares	053807103	146249	4777983	SH	DEFINED	1,2,5,6,8,10,12,
CAPITAL ONE FINANCIAL CORP	Common equity shares	067774109	22517	1491738	SH	DEFINED	1,2,5,6,8,12
CHARLES RIVER LABS INTL INC	Common equity shares	14040H105	1362264	23515760	SH	DEFINED	1,2,5,6,8,10,12,
CIGNA CORP	Common equity shares	159864107	49434	1319397	SH	DEFINED	1,2,5,6,8,10,12,
CON-WAY INC	Common equity shares	125509109	676243	12649604	SH	DEFINED	1,2,5,6,8,10,12,
COVENTRY HEALTH CARE INC	Common equity shares	205944101	40109	1441703	SH	DEFINED	1,2,5,6,8,12
DORAL FINANCIAL CORP	Common equity shares	222862104	253190	5648125	SH	DEFINED	1,2,5,6,8,10,12,
EXELON CORP	Common equity shares	25811P886	1381	1909083	SH	DEFINED	1,2,6
KIMBERLY-CLARK CORP	Common equity shares	30161N101	1574104	52928662	SH	DEFINED	1,2,5,6,8,10,12,
TORONTO DOMINION BANK	Common equity shares	494368103	1548708	18343112	SH	DEFINED	1,2,5,6,8,10,12,
AETNA INC	Common equity shares	891160509	1676	19884	SH	DEFINED	1,10
ALLSTATE CORP	Common equity shares	00817Y108	1005138	21709251	SH	DEFINED	1,2,5,6,8,10,12,
APPLIED MATERIALS INC	Common equity shares	020002101	807168	20094004	SH	DEFINED	1,2,5,6,8,10,12,
BAKER HUGHES INC	Common equity shares	038222105	561603	49091863	SH	DEFINED	1,2,5,6,8,10,12,
CADENCE DESIGN SYSTEMS INC	Common equity shares	057224107	759463	18595864	SH	DEFINED	1,2,5,6,8,10,12,
CORNING INC	Common equity shares	127387108	109909	8135401	SH	DEFINED	1,2,5,6,8,10,12,
CVS CAREMARK CORP	Common equity shares	219350105	816096	64666434	SH	DEFINED	1,2,5,6,8,10,12,
DIRECTV	Common equity shares	126650100	2502052	51748795	SH	DEFINED	1,2,5,6,8,10,12,
ENERGIZER HOLDINGS INC	Common equity shares	25490A309	1469667	29299637	SH	DEFINED	1,2,5,6,8,10,12,
EQUIFAX INC	Common equity shares	29266R108	174132	2177097	SH	DEFINED	1,2,5,6,8,10,12,
FISERV INC	Common equity shares	294429105	296372	5476157	SH	DEFINED	1,2,5,6,8,10,12,
HALLIBURTON CO	Common equity shares	337738108	466810	5906659	SH	DEFINED	1,2,5,6,8,10,12,
HUNTINGTON BANCSHARES	Common equity shares	406216101	1358688	39166495	SH	DEFINED	1,2,5,6,8,10,12,
INTL GAME TECHNOLOGY	Common equity shares	446150104	276172	43219281	SH	DEFINED	1,2,5,6,8,10,12,
ITT CORP	Common equity shares	459902102	150986	10655240	SH	DEFINED	1,2,5,6,8,10,12,
LIBERTY GLOBAL INC	Common equity shares	450911201	104339	4447593	SH	DEFINED	1,2,5,6,8,12,19
FIFTH & PACIFIC COS INC	Common equity shares	530555101	227075	3605017	SH	DEFINED	1,2,5,6,8,10,12,
MICROSOFT CORP	Common equity shares	316645100	26391	2120271	SH	DEFINED	1,2,5,6,8

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ALCOA INC	shares	594918104	8714387	326015245	SH	DEFINED	1,2,5,6,8,10,12,
	Common equity						
	shares	013817101	561348	64671895	SH	DEFINED	1,2,5,6,8,10,12,
FIDELITY NATIONAL INFO SVCS	Common equity						
	shares	31620M106	393354	11300017	SH	DEFINED	1,2,5,6,8,10,12,
COSTCO WHOLESALE CORP	Common equity						
	shares	22160K105	1728146	17496692	SH	DEFINED	1,2,5,6,8,10,12,
DOMINION RESOURCES INC	Common equity						
	shares	25746U109	1429502	27596438	SH	DEFINED	1,2,5,6,8,10,12,
ELECTRONIC ARTS INC	Common equity						
	shares	285512109	176281	12132523	SH	DEFINED	1,2,5,6,8,10,12,
FEDEX CORP	Common equity						
	shares	31428X106	1086436	11844985	SH	DEFINED	1,2,5,6,8,10,12,
HARMAN INTERNATIONAL INDS	Common equity						
	shares	413086109	112805	2527126	SH	DEFINED	1,2,5,6,8,10,12,
HEWLETT-PACKARD CO	Common equity						
	shares	428236103	1513702	106224728	SH	DEFINED	1,2,5,6,8,10,12,
HILL-ROM HOLDINGS INC	Common equity						
	shares	431475102	45939	1611617	SH	DEFINED	1,2,5,6,8,12,17
INTL PAPER CO	Common equity						
	shares	460146103	1253698	31468252	SH	DEFINED	1,2,5,6,8,10,12,
MONDELEZ INTERNATIONAL INC	Common equity						
	shares	609207105	2195898	86215008	SH	DEFINED	1,2,5,6,8,10,12,
LINCOLN NATIONAL CORP	Common equity						
	shares	534187109	310260	11978932	SH	DEFINED	1,2,5,6,8,10,12,

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ PRN Call	Discretion	Managers
MARSH & MCLENNAN COS	Common equity						
	shares	571748102	775147	22487698	SH	DEFINED	1,2,5,6,8,10,12,
METLIFE INC	Common equity						
	shares	59156R108	1594886	48417921	SH	DEFINED	1,2,5,6,8,10,12,19
ALLEGHENY TECHNOLOGIES INC	Common equity						
	shares	01741R102	173518	5715578	SH	DEFINED	1,2,5,6,8,10,12,
ALLERGAN INC	Common equity						
	shares	018490102	1132987	12351342	SH	DEFINED	1,2,5,6,8,10,12,
AMERICAN ELECTRIC POWER CO	Common equity						
	shares	025537101	1038147	24324024	SH	DEFINED	1,2,5,6,8,10,12,18
APPLE INC	Common equity						
	shares	037833100	19636171	36838788	SH	DEFINED	1,2,5,6,8,10,12,
ASHLAND INC	Common equity						
	shares	044209104	168751	2098681	SH	DEFINED	1,2,5,6,8,12,18
AUTODESK INC	Common equity						
	shares	052769106	320814	9075453	SH	DEFINED	1,2,5,6,8,10,12,18
AUTOMATIC DATA PROCESSING	Common equity						
	shares	053015103	1404229	24631098	SH	DEFINED	1,2,5,6,8,10,12,
AUTONATION INC	Common equity						

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BEMIS CO INC	Common equity shares	05329W102	66219	1667807	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
BEST BUY CO INC	Common equity shares	081437105	296281	8854782	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
BIG LOTS INC	Common equity shares	086516101	141058	11903501	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
OFFICEMAX INC	Common equity shares	089302103	71709	2519416	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
BRISTOL-MYERS SQUIBB CO	Common equity shares	67622P101	23013	2357818	SH	DEFINED	1, 2, 5, 6, 8, 12
BROADCOM CORP	Common equity shares	110122108	2168582	66541052	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
BROWN-FORMAN -CL B	Common equity shares	111320107	708136	21323121	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
CENTERPOINT ENERGY INC	Common equity shares	115637209	464351	7341530	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
CENTURYLINK INC	Common equity shares	15189T107	431055	22392341	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
CINTAS CORP	Common equity shares	156700106	1365049	34894026	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
CISCO SYSTEMS INC	Common equity shares	172908105	265151	6483000	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
FRONTIER COMMUNICATIONS CORP	Common Stock shares	17275R102	4420766	224975361	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 19
CITRIX SYSTEMS INC	Common equity shares	35906A108	181814	42477288	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
CMS ENERGY CORP	Common equity shares	177376100	508004	7726221	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
COCA-COLA CO	Common equity shares	125896100	320410	13142188	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
COLGATE-PALMOLIVE CO	Common equity shares	191216100	6235952	172025763	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
COMERICA INC	Common equity shares	194162103	3698533	35379142	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
CONOCOPHILLIPS	Common equity shares	200340107	287176	9465532	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
COOPER TIRE & RUBBER CO	Common equity shares	20825C104	2943962	50766639	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18, 19
MOLSON COORS BREWING CO	Common equity shares	216831107	39142	1543468	SH	DEFINED	1, 2, 5, 6, 8, 17, 18
CRANE CO	Common equity shares	60871R209	280098	6545958	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
CUMMINS INC	Common equity shares	224399105	57933	1251697	SH	DEFINED	1, 2, 5, 6, 8, 12
DELUXE CORP	Common equity shares	231021106	1452764	13407979	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
DEVON ENERGY CORP	Common equity shares	248019101	62833	1948758	SH	DEFINED	1, 2, 5, 6, 8, 12, 17
DILLARDS INC -CL A	Common equity shares	25179M103	838773	16117716	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
DUKE ENERGY CORP	Common equity shares	254067101	38615	460959	SH	DEFINED	1, 2, 5, 6, 8, 17
E TRADE FINANCIAL CORP	Common equity shares	26441C204	2720501	42641163	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
EASTMAN CHEMICAL CO	Common equity shares	269246401	84311	9420034	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
EBAY INC	Common equity shares	277432100	454303	6676091	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
EMC CORP/MA	Common equity shares	278642103	2417274	47379061	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18

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	shares	268648102	2237519	88439652	SH	DEFINED	1,2,5,6,8,10,12
ENTERGY CORP	Common equity						1,2,5,6,8,10,12
	shares	29364G103	576549	9043655	SH	DEFINED	18
EOG RESOURCES	Common equity						1,2,5,6,8,10,12
INC	shares	26875P101	1381302	11435490	SH	DEFINED	18
EXXON MOBIL	Common equity						1,2,5,6,8,10,12
CORP	shares	30231G102	16553896	191264000	SH	DEFINED	18,19
FAMILY DOLLAR	Common equity						1,2,5,6,8,10,12
STORES	shares	307000109	326780	5153549	SH	DEFINED	1,2,5,6,8,10,12
MACY'S INC	Common equity						1,2,5,6,8,10,12
	shares	55616P104	648187	16611705	SH	DEFINED	18
FEDERATED	Common equity						1,2,5,6,8,12
INVESTORS INC	shares	314211103	52936	2616933	SH	DEFINED	1,2,5,6,8,12
FOREST	Common equity						1,2,5,6,8,10,12
LABORATORIES	shares	345838106	359105	10166933	SH	DEFINED	1,2,5,6,8,10,12
-CL A							1,2,5,6,8,10,12
GAP INC	Common equity						1,2,5,6,8,10,12
	shares	364760108	381222	12281868	SH	DEFINED	1,2,5,6,8,10,12
GILEAD	Common equity						1,2,5,6,8,10,12
SCIENCES INC	shares	375558103	2194230	29873840	SH	DEFINED	1,2,5,6,8,10,12
GOODYEAR	Common Stock						1,2,5,6,8,10,12
TIRE &							1,2,5,6,8,10,12
RUBBER CO		382550101	143033	10356940	SH	DEFINED	1,2,5,6,8,10,12
GRAINGER (W W)	Common equity						1,2,5,6,8,10,12
INC	shares	384802104	564065	2787360	SH	DEFINED	1,2,5,6,8,10,12
HEINZ (H J) CO	Common equity						1,2,5,6,8,10,12
	shares	423074103	762296	13215947	SH	DEFINED	18
HUMANA INC	Common equity						1,2,5,6,8,10,12
	shares	444859102	453028	6600936	SH	DEFINED	1,2,5,6,8,10,12
INGERSOLL-	Common equity						1,2,5,6,8,10,12
RAND PLC	shares	G47791101	554124	11553782	SH	DEFINED	1,2,5,6,8,10,12
JANUS CAPITAL	Common equity						1,2,5,6,8,10,12
GROUP INC	shares	47102X105	46998	5516672	SH	DEFINED	1,2,5,6,8,10,12
JOHNSON &	Common equity						1,2,5,6,8,10,12
JOHNSON	shares	478160104	10635737	151722340	SH	DEFINED	18,19
KB HOME	Common equity						1,2,5,6,8,12
	shares	48666K109	39955	2528905	SH	DEFINED	1,2,5,6,8,10,12
KEYCORP	Common equity						1,2,5,6,8,10,12
	shares	493267108	425412	50522993	SH	DEFINED	18
KOHL'S CORP	Common equity						1,2,5,6,8,10,12
	shares	500255104	455786	10604571	SH	DEFINED	18,19
LOCKHEED	Common equity						1,2,5,6,8,10,12
MARTIN CORP	shares	539830109	5636673	61075638	SH	DEFINED	18
LOEWS CORP	Common equity						1,2,5,6,8,10,12
	shares	540424108	537763	13196668	SH	DEFINED	1,2,5,6,8,10,12
LOUISIANA-	Common equity						1,2,5,6,8,12
PACIFIC CORP	shares	546347105	94903	4912086	SH	DEFINED	1,2,5,6,8,12
M & T BANK CORP	Common equity						1,2,5,6,8,10,12
	shares	55261F104	567077	5758819	SH	DEFINED	1,2,5,6,8,10,12
MARRIOTT INTL	Common equity						1,2,5,6,8,10,12
INC	shares	571903202	369159	9905073	SH	DEFINED	1,2,5,6,8,10,12
MASCO CORP	Common equity						1,2,5,6,8,10,12
	shares	574599106	305908	18361325	SH	DEFINED	1,2,5,6,8,10,12
MATTEL INC	Common Stock	577081102	504934	13788417	SH	DEFINED	1,2,5,6,8,10,12
MBIA INC	Common equity						1,2,5,6,8
	shares	55262C100	17255	2197738	SH	DEFINED	1,2,5,6,8
MCGRAW-HILL	Common equity						1,2,5,6,8,10,12
COMPANIES	shares	580645109	698085	12769142	SH	DEFINED	1,2,5,6,8,10,12
MCKESSON CORP	Common equity						1,2,5,6,8,10,12
	shares	58155Q103	972597	10030914	SH	DEFINED	18
MEADWESTVACO	Common equity						1,2,5,6,8,10,12
CORP	shares	583334107	256056	8034667	SH	DEFINED	1,2,5,6,8,10,12

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MEREDITH CORP	Common equity shares	589433101	45494	1320621	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
MGIC INVESTMENT CORP/WI	Common equity shares	552848103	9235	3472648	SH	DEFINED	1, 2, 5, 6, 8
MOLEX INC	Common equity shares	608554101	133891	4898971	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
MONSTER WORLDWIDE INC	Common Stock	611742107	24302	4324158	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
MYLAN INC	Common Stock	628530107	462440	16828253	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
NABORS INDUSTRIES LTD	Common equity shares	G6359F103	207748	14376874	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
NAVISTAR INTERNATIONAL CORP	Common Stock	63934E108	22325	1025357	SH	DEFINED	1, 2, 5, 6, 8, 12
NCR CORP	Common equity shares	62886E108	110867	4351271	SH	DEFINED	1, 2, 5, 6, 8, 12
NETAPP INC	Common equity shares	64110D104	494023	14725000	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
NEWELL RUBBERMAID INC	Common equity shares	651229106	272364	12229651	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
NEWMONT MINING CORP	Common equity shares	651639106	991140	21342269	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
NIKE INC	Common equity shares	654106103	1448619	28073882	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ PRN Call	Discretion	Managers
NISOURCE INC	Common equity shares	65473P105	388233	15598293	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
NOBLE CORP	Common equity shares	H5833N103	334180	9597259	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
NORDSTROM INC	Common equity shares	655664100	330870	6184428	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
NORFOLK SOUTHERN CORP	Common equity shares	655844108	798258	12908517	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
NORTHERN TRUST CORP	Common equity shares	665859104	511223	10191868	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
NUCOR CORP	Common equity shares	670346105	850050	19686328	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
OCCIDENTAL PETROLEUM CORP	Common equity shares	674599105	2638374	34439054	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
OFFICE DEPOT INC	Common equity shares	676220106	37836	11535459	SH	DEFINED	1, 2, 5, 6, 8, 12
OMNICOM GROUP	Common equity shares	681919106	510647	10220956	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ORACLE CORP	Common equity shares	68389X105	5304571	159200761	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PACCAR INC	Common equity shares	693718108	614675	13595893	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,

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PALL CORP	Common equity shares	696429307	280171	4649465	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PARAMETRIC TECHNOLOGY CORP	Common equity shares	699173209	89065	3956436	SH	DEFINED	1, 2, 5, 6, 8, 12
PARKER-HANNIFIN CORP	Common equity shares	701094104	511297	6010888	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PAYCHEX INC	Common equity shares	704326107	402515	12925795	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PENNEY (J C) CO	Common equity shares	708160106	352995	17909178	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PEPSICO INC	Common equity shares	713448108	4318453	63107587	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PERKINELMER INC	Common equity shares	714046109	134328	4232110	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PFIZER INC	Common equity shares	717081103	8038125	320499418	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PG&E CORP	Common equity shares	69331C108	859674	21395779	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PINNACLE WEST CAPITAL CORP	Common equity shares	723484101	403489	7914637	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PITNEY BOWES INC	Common equity shares	724479100	291590	27405915	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PLUM CREEK TIMBER CO INC	Real Estate Investment Trust	729251108	297310	6700763	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PMC-SIERRA INC	Common equity shares	69344F106	16723	3209238	SH	DEFINED	1, 2, 5, 6, 8
PNC FINANCIAL SVCS GROUP INC	Common equity shares	693475105	1395535	23933176	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
POWER-ONE INC	Common Stock	73930R102	6353	1545328	SH	DEFINED	1, 2, 5, 6, 8
PPG INDUSTRIES INC	Common equity shares	693506107	1027120	7588609	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PPL CORP	Common equity shares	69351T106	814291	28441969	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PRAXAIR INC	Common equity shares	74005P104	1347400	12310620	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PRICE (T. ROWE) GROUP	Common equity shares	74144T108	802502	12321371	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PRINCIPAL FINANCIAL GRP INC	Common equity shares	74251V102	349591	12257775	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PROCTER & GAMBLE CO	Common equity shares	742718109	8370927	123301338	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PROGRESSIVE CORP-OHIO	Common equity shares	743315103	487191	23089949	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PRUDENTIAL FINANCIAL INC	Common equity shares	744320102	1020600	19137440	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PUBLIC SERVICE ENTRP GRP INC	Common equity shares	744573106	754121	24644300	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
PULTEGROUP INC	Common equity shares	745867101	304944	16792447	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
QLOGIC CORP	Common equity shares	747277101	33496	3442447	SH	DEFINED	1, 2, 5, 6, 8, 12
QUALCOMM INC	Common equity shares	747525103	4344987	70057897	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
QUEST DIAGNOSTICS INC	Common equity shares	74834L100	366107	6283016	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
RADIOSHACK CORP	Common equity shares	750438103	4496	2119914	SH	DEFINED	1, 2, 5, 6, 8

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RAYTHEON CO	Common equity shares	755111507	794489	13802778	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
REGIONS FINANCIAL CORP	Common equity shares	7591EP100	490627	68908685	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
REYNOLDS AMERICAN INC	Common equity shares	761713106	528284	12751257	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ROBERT HALF INTL INC	Common equity shares	770323103	198560	6240150	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ROCKWELL AUTOMATION	Common equity shares	773903109	470128	5597498	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ROCKWELL COLLINS INC	Common equity shares	774341101	334656	5753050	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ROWAN COMPANIES PLC	Common Stock	G7665A101	198229	6339212	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
RYDER SYSTEM INC	Common equity shares	783549108	105349	2109744	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SAFEWAY INC	Common equity shares	786514208	216113	11946309	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
HILLSHIRE BRANDS CO	Common equity shares	432589109	86201	3063210	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
AT&T INC	Common equity shares	00206R102	8101943	240342310	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SCHLUMBERGER LTD	Common equity shares	806857108	3767826	54377650	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SCHWAB (CHARLES) CORP	Common equity shares	808513105	626135	43602260	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SEALED AIR CORP	Common equity shares	81211K100	148381	8473057	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SEMPRA ENERGY	Common equity shares	816851109	798647	11257924	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SHERWIN-WILLIAMS CO	Common equity shares	824348106	643582	4183974	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SIGMA-ALDRICH CORP	Common equity shares	826552101	445226	6050906	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SIMON PROPERTY GROUP INC	Real Estate Investment Trust	828806109	2598964	16439792	SH	DEFINED	1, 2, 3, 5, 6, 8, 10, 12,
SLM CORP	Common Stock	78442P106	364375	21271197	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SNAP-ON INC	Common equity shares	833034101	160147	2027506	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SOUTHERN CO	Common equity shares	842587107	1811338	42311125	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SOUTHWEST AIRLINES	Common equity shares	844741108	276027	26955621	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SPRINT NEXTEL CORP	Common equity shares	852061100	716381	126346627	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
ST JUDE MEDICAL INC	Common equity shares	790849103	515242	14256800	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
TRAVELERS COS INC	Common equity shares	89417E109	1624553	22619819	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
STANLEY BLACK & DECKER INC	Common equity shares	854502101	625770	8459702	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
STAPLES INC	Common equity shares	855030102	328547	28820037	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
STARBUCKS CORP	Common equity shares	855244109	1531741	28566744	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
STARWOOD HOTELS&RESORTS WRLD	Common equity shares	85590A401	515116	8980404	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,

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STATE STREET CORP	Common equity shares	857477103	1054544	22432290	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
STRYKER CORP	Common equity shares	863667101	701712	12800422	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SUNTRUST BANKS INC	Common equity shares	867914103	721702	25456937	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SUPERVALU INC	Common equity shares	868536103	42201	17087093	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
SYMANTEC CORP	Common equity shares	871503108	661244	35154024	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
SYNOVUS FINANCIAL CORP	Common equity shares	87161C105	78026	31847955	SH	DEFINED	1, 2, 5, 6, 8, 12
SYSCO CORP	Common equity shares	871829107	955258	30172518	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
TARGET CORP	Common equity shares	87612E106	3596556	60783464	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
TECO ENERGY INC	Common equity shares	872375100	156721	9351242	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
TELLABS INC	Common equity shares	879664100	29220	12814458	SH	DEFINED	1, 2, 5, 6, 8, 12
TENET HEALTHCARE CORP	Common equity shares	88033G407	131834	4060211	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
TERADYNE INC	Common equity shares	880770102	118979	7043967	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
TEXAS INSTRUMENTS INC	Common Stock	882508104	1371262	44320082	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ PRN Call	Discretion	Managers
TEXTRON INC	Common equity shares	883203101	282927	11413075	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
THERMO FISHER SCIENTIFIC INC	Common equity shares	883556102	925262	14507059	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
TIFFANY & CO	Common equity shares	886547108	279088	4867237	SH	DEFINED	1, 2, 5, 6, 8, 10, 12,
TIME WARNER INC	Common equity shares	887317303	1744556	36474078	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
TJX COMPANIES INC	Common equity shares	872540109	1219272	28722755	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
TORCHMARK CORP	Common equity shares	891027104	219606	4250064	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
TRANSOCEAN LTD	Common equity shares	H8817H100	36501	817474	SH	DEFINED	1, 2, 5, 6, 8, 12
TYCO INTERNATIONAL LTD	Common equity shares	H89128104	534697	18280214	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 19
U S BANCORP	Common equity shares	902973304	2514741	78733391	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18, 19
UNION PACIFIC	Common equity						

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CORP	shares	907818108	2329414	18528646	SH	DEFINED	1,2,5,6,8,10,12
UNISYS CORP	Common equity shares	909214306	16961	980457	SH	DEFINED	1,2,5,6,8,17
UNITED PARCEL SERVICE INC	Common equity shares	911312106	2077469	28176593	SH	DEFINED	1,2,5,6,8,10,12
UNITED STATES STEEL CORP	Common equity shares	912909108	179757	7530681	SH	DEFINED	1,2,5,6,8,10,12
UNITED TECHNOLOGIES CORP	Common equity shares	913017109	9099450	110955329	SH	DEFINED	1,2,5,6,8,10,12
UNITEDHEALTH GROUP INC	Common equity shares	91324P102	2645269	48769656	SH	DEFINED	1,2,5,6,8,10,12 19
UNUM GROUP	Common equity shares	91529Y106	253565	12178894	SH	DEFINED	1,2,5,6,8,10,12
VALERO ENERGY CORP	Common equity shares	91913Y100	895928	26258069	SH	DEFINED	1,2,5,6,8,10,12 18
VERIZON COMMUNICATIONS INC	Common equity shares	92343V104	5177726	119660877	SH	DEFINED	1,2,5,6,8,10,12 18,19
VF CORP	Common equity shares	918204108	604229	4002324	SH	DEFINED	1,2,5,6,8,10,12 18
CBS CORP	Common equity shares	124857202	902204	23710925	SH	DEFINED	1,2,5,6,8,10,12
VULCAN MATERIALS CO	Common equity shares	929160109	286018	5495022	SH	DEFINED	1,2,5,6,8,10,12 18
WAL-MART STORES INC	Common equity shares	931142103	5234311	76715549	SH	DEFINED	1,2,5,6,8,10,12 18,19
WALGREEN CO	Common equity shares	931422109	1494183	40372504	SH	DEFINED	1,2,5,6,8,10,12
WASTE MANAGEMENT INC	Common equity shares	94106L109	693342	20549685	SH	DEFINED	1,2,5,6,8,10,12 18
WATERS CORP	Common equity shares	941848103	315898	3625987	SH	DEFINED	1,2,5,6,8,10,12
WATSON PHARMACEUTICALS INC	Common equity shares	942683103	475085	5524240	SH	DEFINED	1,2,5,6,8,10,12
WELLS FARGO & CO	Common equity shares	949746101	7032498	205749010	SH	DEFINED	1,2,5,6,8,10,12 19
WEYERHAEUSER CO	Common equity shares	962166104	611647	21985914	SH	DEFINED	1,2,5,6,8,10,12
WHIRLPOOL CORP	Common equity shares	963320106	392075	3853370	SH	DEFINED	1,2,5,6,8,10,12 18
WILLIAMS COS INC	Common equity shares	969457100	967070	29537781	SH	DEFINED	1,2,5,6,8,10,12
WORTHINGTON INDUSTRIES	Common equity shares	981811102	80066	3080628	SH	DEFINED	1,2,5,6,8,12
XCEL ENERGY INC	Common equity shares	98389B100	643953	24109376	SH	DEFINED	1,2,5,6,8,10,12
XEROX CORP	Common equity shares	984121103	541501	79398801	SH	DEFINED	1,2,5,6,8,10,12
XILINX INC	Common equity shares	983919101	386008	10752307	SH	DEFINED	1,2,5,6,8,10,12
XL GROUP PLC	Common equity shares	G98290102	324702	12956771	SH	DEFINED	1,2,5,6,8,10,12
YAHOO INC	Common equity shares	984332106	926684	46566856	SH	DEFINED	1,2,5,6,8,10,12 18
YUM BRANDS INC	Common equity shares	988498101	1396468	21031128	SH	DEFINED	1,2,5,6,8,10,12
ZIMMER HOLDINGS INC	Common equity shares	98956P102	484360	7265877	SH	DEFINED	1,2,5,6,8,10,12 18
ZIONS	Common equity						

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BANCORPORATION	shares	989701107	210379	9830598	SH	DEFINED	1,2,5,6,8,10,12
NEWS CORP	Common Stock	65248E104	2001679	78374408	SH	DEFINED	1,2,5,6,8,10,12
SHIP FINANCE	Common equity						
INTL LTD	shares	G81075106	14799	890033	SH	DEFINED	1,2,5,6
CNO FINANCIAL	Common equity						
GROUP INC	shares	12621E103	47292	5068263	SH	DEFINED	1,2,5,6,8,12,17
HARRIS CORP	Common equity						
	shares	413875105	243045	4963893	SH	DEFINED	1,2,5,6,8,10,12
SEARS HOLDINGS	Common equity						
CORP	shares	812350106	104053	2515679	SH	DEFINED	1,2,5,8,10,12,17
KINROSS GOLD	Common equity						
CORP	shares	496902404	328	33670	SH	DEFINED	1,18
MEMC	Common equity						
ELECTRONIC	shares						
MATERIALS INC		552715104	24921	7763752	SH	DEFINED	1,2,5,6,8,12
YRC WORLDWIDE	Common equity						
INC	shares	984249607	128	18891	SH	DEFINED	1,5
CREE INC	Common equity						
	shares	225447101	127621	3755639	SH	DEFINED	1,2,5,6,8,10,12
CHESAPEAKE	Common equity						
ENERGY CORP	shares	165167107	409843	24659068	SH	DEFINED	1,2,5,6,8,10,12
ALLIANT	Common equity						
TECHSYSTEMS	shares						
INC		018804104	64010	1033061	SH	DEFINED	1,2,5,6,12,17,18
ABERCROMBIE &	Common equity						
FITCH -CL A	shares	002896207	143223	2985676	SH	DEFINED	1,2,5,6,8,10,12
ACXIOM CORP	Common equity						
	shares	005125109	50130	2871164	SH	DEFINED	1,2,5,6,8,12,17
AFFYMETRIX INC	Common equity						
	shares	00826T108	4512	1422655	SH	DEFINED	1,2,6,8
HUBBELL INC	Common equity						
-CL B	shares	443510201	125905	1487721	SH	DEFINED	1,2,5,6,8,12,17
LANCASTER	Common equity						
COLONY CORP	shares	513847103	46630	673970	SH	DEFINED	1,2,5,6,8,12,17
PENTAIR LTD	Common equity						
	shares	H6169Q108	528581	10754436	SH	DEFINED	1,2,5,6,8,10,12
TOTAL SYSTEM	Common equity						
SERVICES INC	shares	891906109	161654	7546727	SH	DEFINED	1,2,5,6,8,10,12
KEY ENERGY	Common equity						
SERVICES INC	shares	492914106	29221	4204945	SH	DEFINED	1,2,5,6,8
EAGLE	Common equity						
MATERIALS INC	shares	26969P108	64352	1099989	SH	DEFINED	1,2,5,6,8,17
NORTHEAST	Common equity						
UTILITIES	shares	664397106	613444	15697183	SH	DEFINED	1,2,5,6,8,10,12
PIPER JAFFRAY	Common equity						
COS INC	shares	724078100	11174	347879	SH	DEFINED	1,2,5,6,8
L-3	Common equity						
COMMUNICATIONS	shares						
HLDGS INC		502424104	329175	4296101	SH	DEFINED	1,2,5,6,8,10,12
WILEY (JOHN) &	Common equity						
SONS -CL A	shares	968223206	51881	1332579	SH	DEFINED	1,2,5,6,8,12,18
ATMEL CORP	Common equity						
	shares	049513104	75311	11498330	SH	DEFINED	1,2,5,6,8,12
SEI	Common equity						
INVESTMENTS	shares						
CO		784117103	196684	8426851	SH	DEFINED	1,2,5,6,8,10,12
ADTRAN INC	Common equity						
	shares	00738A106	40429	2069075	SH	DEFINED	1,2,5,6,8,12
ADVANCE AUTO	Common equity						
PARTS INC	shares	00751Y106	187028	2585083	SH	DEFINED	1,2,5,6,8,10,12
CONSTELLATION	Common equity						
BRANDS	shares	21036P108	251946	7119009	SH	DEFINED	1,2,5,6,8,10,12

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CYTEC INDUSTRIES INC	Common equity shares	232820100	87944	1277711	SH	DEFINED	1,2,5,6,8,12
DOLLAR TREE INC	Common equity shares	256746108	433401	10685494	SH	DEFINED	1,2,5,6,8,10,12
HARTE HANKS INC	Common equity shares	416196103	6004	1017321	SH	DEFINED	1,2,5,6,8
ITT EDUCATIONAL SERVICES INC	Common equity shares	45068B109	6260	361846	SH	DEFINED	1,2,5,6,8,10,18
JEFFERIES GROUP INC	Common equity shares	472319102	66570	3584858	SH	DEFINED	1,2,5,6,8,10,12
NVR INC	Common equity shares	62944T105	202204	219786	SH	DEFINED	1,2,5,6,8,12
PACKAGING CORP OF AMERICA	Common equity shares	695156109	103727	2696207	SH	DEFINED	1,2,5,6,8,12,18
POPULAR INC	Common equity shares	733174700	94329	4537465	SH	DEFINED	1,2,5,6,8,12
PRECISION CASTPARTS CORP	Common equity shares	740189105	1049048	5538184	SH	DEFINED	1,2,5,6,8,10,12
RAYONIER INC	Real Estate Investment Trust	754907103	204328	3942178	SH	DEFINED	1,2,5,6,8,10,12
RENT-A-CENTER INC	Common equity shares	76009N100	82874	2412048	SH	DEFINED	1,2,5,6,8,12,18
RYLAND GROUP INC	Common equity shares	783764103	107060	2933102	SH	DEFINED	1,2,5,6,8
SAKS INC	Common equity shares	79377W108	45741	4352180	SH	DEFINED	1,2,5,6,8,12
SPDR S&P 500 ETF	USA: Common Stock	78462F103	1556028	10917965	SH	DEFINED	1,2,5,10,12,17

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ PRN Call	Discretion	Managers
UTSTARCOM HOLDINGS CORP	Common Stock	G9310A106	19	17668	SH	DEFINED	1
PATTERSON-UTI ENERGY INC	Common equity shares	703481101	90933	4880975	SH	DEFINED	1,2,5,6,8,12,18
BIOTA PHARMACEUTIALS INC	Common Stock	090694100	1097	275128	SH	DEFINED	1,2,8
WMS INDUSTRIES INC	Common equity shares	929297109	34240	1956183	SH	DEFINED	1,2,5,6,8
PANERA BREAD CO	Common equity shares	69840W108	123748	779074	SH	DEFINED	1,2,5,6,8,12,18
AFFILIATED MANAGERS GRP INC	Common equity shares	008252108	223704	1718914	SH	DEFINED	1,2,5,6,8,10,12,18
ANSYS INC	Common equity shares	03662Q105	192442	2857789	SH	DEFINED	1,2,5,6,8,10,12,18
APTARGROUP INC	Common equity shares	038336103	90383	1894037	SH	DEFINED	1,2,5,6,8,12

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AXCELIS TECHNOLOGIES INC	Common equity shares	054540109	2459	1769453	SH	DEFINED	1,2
BENCHMARK ELECTRONICS INC	Common equity shares	08160H101	22741	1368139	SH	DEFINED	1,2,5,6,8
BROCADE COMMUNICATIONS SYS	Common equity shares	111621306	34092	6395986	SH	DEFINED	1,2,5,6,8,17,18
BROOKS AUTOMATION INC	Common equity shares	114340102	11127	1382443	SH	DEFINED	1,2,5,6,8
CARTER'S INC	Common equity shares	146229109	79159	1422451	SH	DEFINED	1,2,5,6,8,12
CUMULUS MEDIA INC	Common equity shares	231082108	2064	773567	SH	DEFINED	1,2,6
EMULEX CORP	Common equity shares	292475209	12356	1692545	SH	DEFINED	1,2,5,6,8
ENTEGRIS INC	Common equity shares	29362U104	24898	2711648	SH	DEFINED	1,2,5,6,8
EXTREME NETWORKS INC	Common Stock	30226D106	6185	1699641	SH	DEFINED	1,2,5,6,8
FORWARD AIR CORP	Common equity shares	349853101	20690	590922	SH	DEFINED	1,2,5,6,8
GATX CORP	Common equity shares	361448103	58988	1362364	SH	DEFINED	1,2,5,6,8,12
GENTEX CORP	Common equity shares	371901109	76463	4062749	SH	DEFINED	1,2,5,6,8,12
IDEX CORP	Common equity shares	45167R104	109592	2355209	SH	DEFINED	1,2,5,6,8,12
LTX-CREDENCE CORP	Common Stock	502403207	5504	839657	SH	DEFINED	1,2,5,6,8
MANHATTAN ASSOCIATES INC	Common equity shares	562750109	26799	444216	SH	DEFINED	1,2,5,6,8
MICROS SYSTEMS INC	Common equity shares	594901100	91764	2162290	SH	DEFINED	1,2,5,6,8,12
MYRIAD GENETICS INC	Common equity shares	62855J104	43773	1606208	SH	DEFINED	1,2,5,6,8
NATIONAL INSTRUMENTS CORP	Common equity shares	636518102	62969	2439626	SH	DEFINED	1,2,5,6,8,12
NPS PHARMACEUTICALS INC	Common equity shares	62936P103	29879	3283267	SH	DEFINED	1,2,5,6,8
OSHKOSH CORP	Common equity shares	688239201	74281	2505091	SH	DEFINED	1,2,5,6,8,12
PLEXUS CORP	Common equity shares	729132100	21063	816404	SH	DEFINED	1,2,5,6,8
ROPER INDUSTRIES INC/DE	Common equity shares	776696106	447381	4013123	SH	DEFINED	1,2,5,6,8,10,12,1
RUBY TUESDAY INC	Common equity shares	781182100	10166	1293322	SH	DEFINED	1,2,5,6,8
SPARTECH CORP	Common equity shares	847220209	5562	613004	SH	DEFINED	1,2
TEEKAY CORP	Common equity shares	Y8564W103	17576	547515	SH	DEFINED	1,2,5,6
VISHAY INTERTECHNOLOGY INC	Common equity shares	928298108	42629	4010111	SH	DEFINED	1,2,5,6,8,12
GREATBATCH INC	Common equity						

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WINTRUST FINANCIAL CORP	Common equity shares	39153L106	11301	486096	SH	DEFINED	1,2,5,6,8
ST JOE CO	Common equity shares	97650W108	45666	1244214	SH	DEFINED	1,2,5,6,8
MACERICH CO	Real Estate Investment Trust	790148100	17443	755840	SH	DEFINED	1,2,5,6,8
ACADIA REALTY TRUST	Real Estate Investment Trust	554382101	352255	6042151	SH	DEFINED	1,2,3,5,6,8,10,12
BROOKFIELD OFFICE PPTYS INC	Common equity shares	004239109	37812	1507432	SH	DEFINED	1,2,3,5,6,8
CAMDEN PROPERTY TRUST	Real Estate Investment Trust	112900105	13760	808875	SH	DEFINED	1,2,3
CORP OFFICE PPTYS TR INC	Real Estate Investment Trust	133131102	249811	3662511	SH	DEFINED	1,2,3,5,6,8,10,12
DDR CORP	Real Estate Investment Trust	22002T108	78961	3161327	SH	DEFINED	1,2,3,5,6,8,12
EASTGROUP PROPERTIES	Real Estate Investment Trust	23317H102	99745	6369301	SH	DEFINED	1,2,3,5,6,8,12,18
ESSEX PROPERTY TRUST	Real Estate Investment Trust	277276101	52119	968593	SH	DEFINED	1,2,3,5,6,8
HOSPITALITY PROPERTIES TRUST	Real Estate Investment Trust	297178105	213262	1454210	SH	DEFINED	1,2,3,5,6,8,12,18
LASALLE HOTEL PROPERTIES	Real Estate Investment Trust	44106M102	124270	5306074	SH	DEFINED	1,2,3,5,6,8,12,18
RAMCO-GERSHENSON PROPERTIES	Real Estate Investment Trust	517942108	73885	2910209	SH	DEFINED	1,2,3,5,6,8
REGENCY CENTERS CORP	Real Estate Investment Trust	751452202	18024	1354192	SH	DEFINED	1,2,3,5,6,8
TANGER FACTORY OUTLET CTRS	Real Estate Investment Trust	758849103	191142	4056367	SH	DEFINED	1,2,3,5,6,8,10,12
MECHEL OAO	American Depository Receipt	875465106	83793	2449991	SH	DEFINED	1,2,3,5,6,8,17
MOBILE TELESYSTEMS OJSC	American Depository Receipt	583840103	12070	1741232	SH	DEFINED	1,2,4,5,8,10,12,1
LAM RESEARCH CORP	Common equity shares	607409109	129290	6932496	SH	DEFINED	1,2,4,5,8,10,12,1
RAMBUS INC	Common equity shares	512807108	249377	6902273	SH	DEFINED	1,2,5,6,8,10,12,1
METTLER-TOLEDO INTL INC	Common equity shares	750917106	9630	1974059	SH	DEFINED	1,2,5,6,8
NEENAH PAPER INC	Common equity shares	592688105	170988	884545	SH	DEFINED	1,2,5,6,8,12,18
EW SCRIPPS -CL A	Common equity shares	640079109	9693	340532	SH	DEFINED	1,2,5,6,8
FMC	Common equity shares	811054402	6915	639702	SH	DEFINED	1,2,5,8

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TECHNOLOGIES INC	shares	30249U101	474792	11085546	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
AMPHENOL CORP	Common equity shares	032095101	417904	6459106	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
CME GROUP INC	Common equity shares	12572Q105	653346	12884177	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
COMMUNITY HEALTH SYSTEMS INC	Common equity shares	203668108	79208	2576816	SH	DEFINED	1, 2, 5, 6, 8, 12, 17, 1
COVANCE INC	Common equity shares	222816100	87807	1519989	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
REGIS CORP/MN	Common equity shares	758932107	34975	2067158	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
SL GREEN REALTY CORP	Real Estate Investment Trust	78440X101	300851	3924931	SH	DEFINED	1, 2, 3, 5, 6, 8, 10, 12
STANCORP FINANCIAL GROUP INC	Common equity shares	852891100	47293	1289723	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
TELEFLEX INC	Common equity shares	879369106	82925	1162909	SH	DEFINED	1, 2, 5, 6, 8, 12
URBAN OUTFITTERS INC	Common equity shares	917047102	181525	4611945	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
AGCO CORP	Common equity shares	001084102	215960	4396546	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
EDWARDS LIFESCIENCES CORP	Common equity shares	28176E108	443023	4913378	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
AAON INC	Common equity shares	000360206	7167	343339	SH	DEFINED	1, 2, 5, 6, 8
AAR CORP	Common equity shares	000361105	17037	912051	SH	DEFINED	1, 2, 5, 6, 8
AMERIS BANCORP	Common equity shares	03076K108	5179	414721	SH	DEFINED	1, 2
ABM INDUSTRIES INC	Common equity shares	000957100	24561	1230757	SH	DEFINED	1, 2, 5, 6, 8
AEP INDUSTRIES INC	Common equity shares	001031103	4530	76486	SH	DEFINED	1, 2, 5
AGL RESOURCES INC	Common equity shares	001204106	211029	5279610	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 1
AK STEEL HOLDING CORP	Common equity shares	001547108	45990	9998513	SH	DEFINED	1, 2, 5, 6, 8, 17
PROLOGIS INC	Real Estate Investment Trust	74340W103	896240	24561322	SH	DEFINED	1, 2, 3, 5, 6, 8, 10, 12
ATMI INC	Common equity shares	00207R101	12947	620276	SH	DEFINED	1, 2, 5, 6, 8
SAREPTA THERAPEUTICS INC	Common equity shares	803607100	17554	680308	SH	DEFINED	1, 2, 5, 8
AVX CORP	Common equity shares	002444107	6653	617380	SH	DEFINED	1, 2, 5, 6, 8
AXT INC	Common Stock	00246W103	1517	539354	SH	DEFINED	1, 2, 6
AZZ INC	Common equity shares	002474104	19145	498208	SH	DEFINED	1, 2, 5, 6, 8, 17

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ PRN	Put/ Call	Discretion	Managers
AARON'S INC	Common equity shares	002535300	115798	4094631	SH		DEFINED	1,2,5,6,8,12,17,
AASTROM BIOSCIENCES INC	Common equity shares	00253U305	25	19746	SH		DEFINED	1
ABAXIS INC	Common equity shares	002567105	16260	438274	SH		DEFINED	1,2,5,6,8
ABIOMED INC	Common Stock	003654100	9057	672914	SH		DEFINED	1,2,5,6,8
ABRAXAS PETROLEUM CORP/NV	Common equity shares	003830106	3018	1378286	SH		DEFINED	1,2,6,8
ACETO CORP	Common equity shares	004446100	5341	532242	SH		DEFINED	1,2,5,8
ACTUATE CORP	Common equity shares	00508B102	5479	978810	SH		DEFINED	1,2,5,6,8
ACTUANT CORP -CL A	Common equity shares	00508X203	42046	1506491	SH		DEFINED	1,2,5,6,8
ADAMS RESOURCES & ENERGY INC	Common equity shares	006351308	1067	30324	SH		DEFINED	1,2
INSPERITY INC	Common equity shares	45778Q107	14806	454716	SH		DEFINED	1,2,5,6,8
AFP PROVIDA SA	American Depository Receipt	00709P108	240	2304	SH		DEFINED	1
AMAG PHARMACEUTICALS INC	Common Stock	00163U106	5839	396872	SH		DEFINED	1,2,5,6,8
ADVANCED PHOTONIX INC -CL A	Common equity shares	00754E107	5	11300	SH		DEFINED	1
ADVANCED SEMICON ENGINEERING	American Depository Receipt	00756M404	4994	1166718	SH		DEFINED	1,2,4,5,6,8
DENNYS CORP	Common equity shares	24869P104	11413	2338040	SH		DEFINED	1,2,5,6,8
AEGON NV	Similar to ADR Certificates representing ordinary shares	007924103	111	17435	SH		DEFINED	1,2
ADVANCED ENERGY INDS INC	Common equity shares	007973100	12291	890178	SH		DEFINED	1,2,5,6,8
ADVENT SOFTWARE INC	Common equity shares	007974108	22507	1052784	SH		DEFINED	1,2,5,6,8,12
AGREE REALTY CORP	Real Estate Investment Trust	008492100	6098	227459	SH		DEFINED	1,2,3,5,8
AIR METHODS CORP	Common equity shares	009128307	27650	749564	SH		DEFINED	1,2,5,6,8
AIRGAS INC	Common equity shares	009363102	274305	3004708	SH		DEFINED	1,2,5,6,8,10,12,
AKAMAI TECHNOLOGIES INC	Common equity shares	00971T101	322185	7875699	SH		DEFINED	1,2,5,6,8,10,12,

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AKORN INC	Common Stock	009728106	22295	1668698	SH	DEFINED	1,2,5,6,8
ALAMO GROUP INC	Common equity shares	011311107	5267	161464	SH	DEFINED	1,2,5
ALASKA AIR GROUP INC	Common equity shares	011659109	112369	2607667	SH	DEFINED	1,2,5,6,8,12,17,
ALASKA COMMUNICATIONS SYS GP	Common equity shares	01167P101	67	34793	SH	DEFINED	1
ALBANY INTL CORP -CL A	Common equity shares	012348108	11868	523441	SH	DEFINED	1,2,5,6,8
ALBANY MOLECULAR RESH INC	Common Stock	012423109	100	18999	SH	DEFINED	1
ALBEMARLE CORP	Common equity shares	012653101	170427	2743467	SH	DEFINED	1,2,5,6,8,10,12,
ALCATEL-LUCENT	American Depository Receipt	013904305	26	18093	SH	DEFINED	1
MATSON INC	Common Stock	57686G105	32178	1301760	SH	DEFINED	1,2,5,6,8,12
ALEXANDER'S INC	Real Estate Investment Trust	014752109	14946	45201	SH	DEFINED	1,2,3,5,6,8
ALEXANDRIA R E EQUITIES INC	Real Estate Investment Trust	015271109	172565	2489312	SH	DEFINED	1,2,3,5,6,8,12,1
ALEXION PHARMACEUTICALS INC	Common Stock	015351109	723746	7715016	SH	DEFINED	1,2,5,6,8,10,12,
ALICO INC	Common equity shares	016230104	2230	60830	SH	DEFINED	1,2
ALIGN TECHNOLOGY INC	Common equity shares	016255101	39262	1414741	SH	DEFINED	1,2,5,6,8,17
ALKERMES PLC	Common equity shares	G01767105	64300	3471989	SH	DEFINED	1,2,5,6,8
ALLEGHANY CORP	Common equity shares	017175100	182537	544160	SH	DEFINED	1,2,5,6,8,10,12,
ALLETE INC	Common equity shares	018522300	36050	879689	SH	DEFINED	1,2,5,6,8
BALLY TECHNOLOGIES INC	Common equity shares	05874B107	52053	1164220	SH	DEFINED	1,2,5,6,8,18
ALLIANCE RESOURCE PTNRS -LP	Limited Partnership	01877R108	1486	25592	SH	DEFINED	1
ALLIANT ENERGY CORP	Common equity shares	018802108	175583	3998466	SH	DEFINED	1,2,5,6,8,10,12,
ALLIANCE FINANCIAL CORP/NY	Common equity shares	019205103	3482	80076	SH	DEFINED	1,2
HANOVER INSURANCE GROUP INC	Common equity shares	410867105	54079	1396056	SH	DEFINED	1,2,5,6,8,12,18
ALLSCRIPTS HEALTHCARE SOLTNS	Common equity shares	01988P108	42549	4516934	SH	DEFINED	1,2,5,6,8,12
JARDEN CORP	Common equity shares	471109108	104091	2013302	SH	DEFINED	1,2,5,6,8,12,17,
ALMOST FAMILY INC	Common Stock	020409108	4097	202302	SH	DEFINED	1,2,8
SKYWORKS SOLUTIONS INC	Common equity shares	83088M102	101375	4993781	SH	DEFINED	1,2,5,6,8,12,18

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AMBIENT CORP	Common equity shares	02318N201	86	28812	SH	DEFINED	1,2
AMCOL INTERNATIONAL CORP	Common equity shares	02341W103	21058	686461	SH	DEFINED	1,2,5,6,8
AMEDISYS INC	Common equity shares	023436108	6526	579133	SH	DEFINED	1,2,5,6,8
AMERCO	Common equity shares	023586100	21065	166098	SH	DEFINED	1,2,5,6,8
AMERICA MOVIL SA DE CV	American Depository Receipt	02364W105	73616	3181259	SH	DEFINED	1,2,4,5,6,8,10,11
US AIRWAYS GROUP INC	Common equity shares	90341W108	48330	3579959	SH	DEFINED	1,2,5,6,8
MFA FINANCIAL INC	Real Estate Investment Trust	55272X102	41141	5072647	SH	DEFINED	1,2,5,6,8
AMERICAN CAPITAL LTD.	Common equity shares	02503Y103	40746	3395744	SH	DEFINED	1,2,5,6,8
US ECOLOGY INC	Common equity shares	91732J102	7871	334447	SH	DEFINED	1,2,5,8
AMERICAN FINANCIAL GROUP INC	Common equity shares	025932104	95237	2409785	SH	DEFINED	1,2,5,6,8,12,18
AMERICAN GREETINGS -CL A	Common equity shares	026375105	12877	762514	SH	DEFINED	1,2,5,6,8
HEALTHWAYS INC	Common equity shares	422245100	7136	666755	SH	DEFINED	1,2,5,6,8
AMERICAN NATL BANKSHARES	Common equity shares	027745108	2047	101437	SH	DEFINED	1,2
AMERICAN NATIONAL INSURANCE	Common equity shares	028591105	6596	96557	SH	DEFINED	1,2,5,6,17
AMERICAN SCIENCE ENGINEERING	Common equity shares	029429107	11423	175116	SH	DEFINED	1,2,5,6,8
AMERICAN SOFTWARE -CL A	Common equity shares	029683109	2909	374928	SH	DEFINED	1,2
AMERICAN STATES WATER CO	Common equity shares	029899101	19102	398125	SH	DEFINED	1,2,5,6,8
AMERICAN TOWER CORP	Common equity shares	03027X100	1259506	16299926	SH	DEFINED	1,2,5,6,8,10,12,18
AMERICAN SUPERCONDUCTOR CP	Common Stock	030111108	2101	802979	SH	DEFINED	1,2,5,6,8
LRAD CORP	Common equity shares	50213V109	19	17497	SH	DEFINED	1
AMERICAN VANGUARD CORP	Common equity shares	030371108	16010	515375	SH	DEFINED	1,2,5,6,8
AMERICAN WOODMARK CORP	Common equity shares	030506109	5131	184470	SH	DEFINED	1,2,5,6,8
AMERISTAR CASINOS INC	Common equity shares	03070Q101	15420	587732	SH	DEFINED	1,2,5,6,8
TD AMERITRADE HOLDING CORP	Common Stock	87236Y108	66349	3947190	SH	DEFINED	1,2,5,8,10,12,18
AMERIGAS PARTNERS -LP	Limited Partnership	030975106	1822	47045	SH	DEFINED	1
AMES NATIONAL CORP	Common equity shares	031001100	2733	124923	SH	DEFINED	1,2

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AMETEK INC	Common equity shares	031100100	289695	7710710	SH	DEFINED	1,2,5,6,8,10,12,
AMKOR TECHNOLOGY INC	Common equity shares	031652100	7639	1796832	SH	DEFINED	1,2,5,6,8
AMPCO-PITTSBURGH CORP	Common equity shares	032037103	4041	202236	SH	DEFINED	1,2,8
CALIF FIRST NATIONAL BANCORP	Common equity shares	130222102	647	43205	SH	DEFINED	1,2,17
AMSURG CORP	Common equity shares	03232P405	19153	638151	SH	DEFINED	1,2,5,6,8,17
ANADIGICS INC	Common Stock	032515108	3131	1241469	SH	DEFINED	1,2
ANALOGIC CORP	Common equity shares	032657207	19273	259360	SH	DEFINED	1,2,5,6,8
ANAREN INC	Common equity shares	032744104	5423	278691	SH	DEFINED	1,2,5,6,8

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ Put/ PRN Call	Discretion	Managers
ANDERSONS INC	Common equity shares	034164103	16395	382188	SH	DEFINED	1,2,5,6,8
ANGLOGOLD ASHANTI LTD	American Depository Receipt	035128206	17049	543510	SH	DEFINED	1,2,4,5,6
ANIKA THERAPEUTICS INC	Common equity shares	035255108	1745	175455	SH	DEFINED	1,2
ANIXTER INTL INC	Common equity shares	035290105	41450	647843	SH	DEFINED	1,2,5,6,8,12
ANNALY CAPITAL MANAGEMENT	Real Estate Investment Trust	035710409	235246	16755438	SH	DEFINED	1,2,5,6,8,10,12,
ANN INC	Common equity shares	035623107	62395	1843770	SH	DEFINED	1,2,5,6,8,12,17,
ANTARES PHARMA INC	Common Stock	036642106	6901	1811154	SH	DEFINED	1,2,5,6,8
ARRIS GROUP INC	Common equity shares	04269Q100	42618	2852669	SH	DEFINED	1,2,5,6,8,17,18
HACKETT GROUP INC	Common equity shares	404609109	1831	427270	SH	DEFINED	1,2,5
AGENUS INC	Common Stock	00847G705	1412	344496	SH	DEFINED	1,2
ANWORTH MTG ASSET CORP	Real Estate Investment Trust	037347101	17299	2992631	SH	DEFINED	1,2,5,6,8
APCO OIL AND GAS INTL INC	Common equity shares	G0471F109	2066	167669	SH	DEFINED	1,2,6
APOGEE ENTERPRISES INC	Common equity shares	037598109	27377	1142068	SH	DEFINED	1,2,5,6,8
APPLIED INDUSTRIAL	Common equity shares						

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TECH INC		03820C105	40632	967223	SH	DEFINED	1,2,5,6,8
ARABIAN	Common Stock						
AMERICAN							
DEVELOPMENT		038465100	2275	273631	SH	DEFINED	1,2,6
ARCH COAL INC	Common equity						
	shares	039380100	82743	11303428	SH	DEFINED	1,2,5,6,8,12
ARCTIC CAT INC	Common Stock	039670104	9076	271944	SH	DEFINED	1,2,5,6,8
ARDEN GROUP	Common equity						
INC -CL A	shares	039762109	2088	23199	SH	DEFINED	1,2,6,17
ARENA	Common Stock						
PHARMACEUTICALS							
INC		040047102	51470	5706053	SH	DEFINED	1,2,5,6,8
ARIAD	Common Stock						
PHARMACEUTICALS							
INC		04033A100	60415	3149847	SH	DEFINED	1,2,5,6,8
CARDIUM	Common equity						
THERAPEUTICS	shares						
INC		141916106	7	38600	SH	DEFINED	1
ARKANSAS BEST	Common equity						
CORP	shares	040790107	4617	483164	SH	DEFINED	1,2,6,8
ARM HOLDINGS	American						
PLC	Depository						
	Receipt	042068106	429	11343	SH	DEFINED	1,17
ARQULE INC	Common equity						
	shares	04269E107	3164	1133412	SH	DEFINED	1,2,6
ARRAY	Common equity						
BIOPHARMA INC	shares	04269X105	13350	3589585	SH	DEFINED	1,2,5,6,8
ARROW	Common equity						
ELECTRONICS	shares						
INC		042735100	136864	3594167	SH	DEFINED	1,2,5,6,8,10,12,
ARROW	Common equity						
FINANCIAL	shares						
CORP		042744102	4462	178943	SH	DEFINED	1,2,5,6,8
ARTESIAN	Common Stock						
RESOURCES							
-CL A		043113208	2913	129994	SH	DEFINED	1,2,5,6
ARTHROCARE CORP	Common Stock	043136100	18396	531843	SH	DEFINED	1,2,5,6,8
MERITOR INC	Common equity						
	shares	59001K100	10690	2259571	SH	DEFINED	1,2,5,6,8
ASIAINFO-	Common Stock						
LINKAGE INC		04518A104	2281	210242	SH	DEFINED	1,2
ASPEN	Common Stock						
TECHNOLOGY							
INC		045327103	55403	2004429	SH	DEFINED	1,2,5,6,8,17
ASSOCIATED	Common equity						
BANC-CORP	shares	045487105	130343	9934845	SH	DEFINED	1,2,5,6,8,10,12,
ASSOCIATED	Real Estate						
ESTATES RLTY	Investment						
CORP	Trust	045604105	15719	975046	SH	DEFINED	1,2,3,5,6,8
ASTA FUNDING	Common equity						
INC	shares	046220109	1227	129011	SH	DEFINED	1,2
ASTECH	Common equity						
INDUSTRIES	shares						
INC		046224101	12498	374878	SH	DEFINED	1,2,5,6,8
ASTORIA	Common equity						
FINANCIAL	shares						
CORP		046265104	29433	3144322	SH	DEFINED	1,2,5,6,8,12
ASTRONICS CORP	Common Stock	046433108	4456	194761	SH	DEFINED	1,2,6
ATLANTIC TELE-	Common equity						
NETWORK INC	shares	049079205	7004	190814	SH	DEFINED	1,2,5,6,8
ATLAS PIPELINE	Limited						
PARTNER LP	Partnership	049392103	1597	50584	SH	DEFINED	1

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ATMOS ENERGY CORP	Common equity shares	049560105	176248	5018377	SH	DEFINED	1,2,5,6,8,12,17,
ATRION CORP	Common equity shares	049904105	5992	30563	SH	DEFINED	1,2,6,17
ATWOOD OCEANICS	Common equity shares	050095108	79438	1734893	SH	DEFINED	1,2,5,6,8,12
VOXX INTERNATIONAL CORP	Common Stock	91829F104	2915	433517	SH	DEFINED	1,2
AUTOLIV INC	Common equity shares	052800109	49358	732403	SH	DEFINED	1,2,5,8,10,12,18
SCIENTIFIC GAMES CORP	Common equity shares	80874P109	15295	1764494	SH	DEFINED	1,2,5,6,8
AVANIR PHARMACEUTICALS INC	Common Stock	05348P401	8085	3072725	SH	DEFINED	1,2,5,6,8
CELLDEX THERAPEUTICS INC	Common Stock	15117B103	6342	945458	SH	DEFINED	1,2,5
A V HOMES INC	Common equity shares	00234P102	2869	201891	SH	DEFINED	1,2,5
AVID TECHNOLOGY INC	Common equity shares	05367P100	4459	588445	SH	DEFINED	1,2,5,6,8
AVISTA CORP	Common equity shares	05379B107	33952	1408393	SH	DEFINED	1,2,5,6,8,17
AWARE INC	Common equity shares	05453N100	737	134507	SH	DEFINED	1,2
BCE INC	Common Stock	05534B760	484	11281	SH	DEFINED	1,2
BOK FINANCIAL CORP	Common equity shares	05561Q201	25708	472127	SH	DEFINED	1,2,5,6,8
BP PLC	American Depository Receipt	055622104	1611769	38707267	SH	DEFINED	1,2
BRE PROPERTIES INC	Real Estate Investment Trust	05564E106	160514	3157846	SH	DEFINED	1,2,3,5,6,8,12
BADGER METER INC	Common equity shares	056525108	13889	292974	SH	DEFINED	1,2,5,6,8
BAKER (MICHAEL) CORP	Common equity shares	057149106	3996	160419	SH	DEFINED	1,2,8
BALCHEM CORP -CL B	Common equity shares	057665200	21199	582445	SH	DEFINED	1,2,5,6,8
BALDWIN & LYONS -CL B	Common equity shares	057755209	3702	155135	SH	DEFINED	1,2,6
DIAMOND HILL INVESTMENT GRP	Common Stock	25264R207	3019	44470	SH	DEFINED	1,2
BANCFIRST CORP/OK	Common equity shares	05945F103	4699	111051	SH	DEFINED	1,2,5,8
BRADESCO BANCO	American Depository Receipt	059460303	111346	6410105	SH	DEFINED	1,2,4,5,6,8,10,1
BANCO BILBAO VIZCAYA ARGENTA	American Depository Receipt	05946K101	386	40816	SH	DEFINED	1,5,8,12
BANCO SANTANDER SA	American Depository Receipt	05964H105	3731	456708	SH	DEFINED	1,2,5,8,12
BANCO SANTANDER-	American Depository						

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CHILE BANCOLOMBIA SA	Receipt American Depository	05965X109	23814	835883	SH	DEFINED	1,2,4,5,6,10
BANCORPSOUTH INC	Receipt Common equity shares	05968L102	50554	759315	SH	DEFINED	1,2,4,5,6,10,18
HAMPTON ROADS BANKSHARES INC	Common equity shares	059692103	63838	4390301	SH	DEFINED	1,2,5,6,8,12
BANK KY FINANCIAL CORP	Common Stock	409321502	105	88004	SH	DEFINED	1
BANK OF MARIN BANCORP	Common equity shares	062896105	2079	84146	SH	DEFINED	1,2
BANK OF MONTREAL	Common equity shares	063425102	3216	85877	SH	DEFINED	1,2,6
BANK MUTUAL CORP	Common equity shares	063671101	3169	51655	SH	DEFINED	1,5,12,18
BANK OF THE OZARKS INC	Common equity shares	063750103	3728	867099	SH	DEFINED	1,2,5,8
BNC BANCORP	Common equity shares	063904106	30074	898439	SH	DEFINED	1,2,5,6,8
SIERRA BANCORP/CA	Common equity shares	05566T101	131	16361	SH	DEFINED	1
MITSUBISHI UFJ FINANCIAL GRP	Common equity shares American Depository Receipt	82620P102	2121	185759	SH	DEFINED	1,2
BAR HARBOR BANKSHARES	Common equity shares	606822104	116	21450	SH	DEFINED	1,2
BARNES GROUP INC	Common equity shares	066849100	1781	52991	SH	DEFINED	1,2
BARRICK GOLD CORP	Common equity shares	067806109	22900	1019577	SH	DEFINED	1,2,5,6,8
BARRETT BUSINESS SVCS INC	Common equity shares	067901108	12031	343649	SH	DEFINED	1,2,5,10
BARRY (R G) CORP	Common equity shares	068463108	5358	140729	SH	DEFINED	1,2
	Common Stock	068798107	2382	168255	SH	DEFINED	1,2

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Issuer	Class	Cusip	Value	SHS/PRN VAL	SH/ PRN	Put/ Call	Discretion	Managers
BASSETT FURNITURE INDS	Common equity shares	070203104	1747	140312	SH		DEFINED	1,2
B/E AEROSPACE INC	Common equity shares	073302101	137809	2789695	SH		DEFINED	1,2,5,6,8,12,17
BEASLEY BROADCAST GROUP INC	Common equity shares	074014101	246	50464	SH		DEFINED	1,2
BEAZER HOMES USA INC	Common equity shares	07556Q881	6672	394940	SH		DEFINED	1,2,5,6,8
BEBE STORES INC	Common equity shares	075571109	2550	639235	SH		DEFINED	1,2,8

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BEL FUSE INC	Common equity shares	077347300	4266	218280	SH	DEFINED	1,2
BELO CORP -SER A COM	Common equity shares	080555105	13757	1793629	SH	DEFINED	1,2,5,6,8
HARVEST NATURAL RESOURCES	Common equity shares	41754V103	5865	646578	SH	DEFINED	1,2,5,6,8
BERKLEY (W R) CORP	Common equity shares	084423102	149892	3971684	SH	DEFINED	1,2,5,6,8,10,12,
BERKSHIRE BANCORP INC	Common equity shares	084597202	402	48917	SH	DEFINED	1,2,6
BERKSHIRE HATHAWAY INC DEL	Common equity shares	084670108	134461	1003	SH	DEFINED	1,5,8,12
BERKSHIRE HATHAWAY	Common equity shares	084670702	6762545	75390686	SH	DEFINED	1,2,5,6,8,10,12,
BERKSHIRE HILLS BANCORP INC	Common Stock	084680107	10115	423942	SH	DEFINED	1,2,5,8
BERRY PETROLEUM -CL A	Common equity shares	085789105	46539	1387171	SH	DEFINED	1,2,5,6,8
BHP BILLITON GROUP (AUS)	American Depository Receipt	088606108	1689	21530	SH	DEFINED	1,5
CAMAC ENERGY INC	Common equity shares	131745101	7	10700	SH	DEFINED	1
BIO-RAD LABORATORIES INC	Common equity shares	090572207	58718	558893	SH	DEFINED	1,2,5,6,8,12
SAVIENT PHARMACEUTICALS INC	Common equity shares	80517Q100	55	52232	SH	DEFINED	1,2,6
BIO REFERENCE LABS	Common equity shares	09057G602	13925	485381	SH	DEFINED	1,2,5,6,8
BIOANALYTICAL SYSTEMS INC	Common Stock	09058M103	15	11400	SH	DEFINED	1
BIOCRYST PHARMACEUTICALS INC	Common Stock	09058V103	970	682003	SH	DEFINED	1,2,5
ADVENTRX PHARMACEUTICALS INC	Common equity shares	00764X202	8	14624	SH	DEFINED	1
BIOMARIN PHARMACEUTICAL INC	Common Stock	09061G101	98127	1992430	SH	DEFINED	1,2,5,6,8,18
BIOTIME INC	Common equity shares	09066L105	1409	449190	SH	DEFINED	1,2,6
VALEANT PHARMACEUTICALS INTL	Common equity shares	91911K102	2469	41318	SH	DEFINED	1,5
SYNUTRA INTERNATIONAL INC	Common equity shares	87164C102	1268	273768	SH	DEFINED	1,2
BIOLASE INC	Common Stock	090911108	37	20373	SH	DEFINED	1,2,6
BIOSPECIFICS TECHNOLOGIES CP	Common Stock	090931106	1096	73488	SH	DEFINED	1,2,6
ONCOTHYREON INC	Common Stock	682324108	1627	848145	SH	DEFINED	1,2,5,6
AUTHENTIDATE HOLDING CORP	Common equity shares	052666203	11	11950	SH	DEFINED	1
BLACK BOX CORP	Common equity						

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	shares	091826107	9496	390091	SH	DEFINED	1,2,5,6,8
BLACK HILLS	Common equity						
CORP	shares	092113109	58856	1619521	SH	DEFINED	1,2,5,6,8,12,18
BLACKROCK INC	Common equity						
	shares	09247X101	1063223	5143585	SH	DEFINED	1,2,5,6,8,10,12,
BLOUNT INTL INC	Common equity						
	shares	095180105	14145	894081	SH	DEFINED	1,2,5,6,8
BLUEGREEN CORP	Common equity						
	shares	096231105	1734	184912	SH	DEFINED	1,2
BLYTH INC	Common equi						