

DONEGAL GROUP INC
Form 4
November 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WAGNER DANIEL J

2. Issuer Name and Ticker or Trading Symbol
DONEGAL GROUP INC [DGICA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1195 RIVER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP & Treasurer

MARIETTA, PA 17547

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Class A Common Stock ⁽¹⁾	11/15/2013		J	V 274 A \$ 16.27	35,230	I	401(k) Plan
Class A Common Stock					3,220	D	
Class B Common Stock					166	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER DANIEL J 1195 RIVER ROAD MARIETTA, PA 17547			Sr. VP & Treasurer	

Signatures

Jeffrey D. Miller, by power of attorney
11/20/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Dividend Reinvestment Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

6,500.000	238,461.32	297,765.00	COM	STK	USD0.01	C H ROBINSON WORLDWIDE
INC 6,350.000	187,859.92	225,044.00	COM			CIGNA CORP COM 35,200.000 1,369,860.07 1,652,288.00 CLECO CORP
NEW 21,200.000	315,083.60	367,184.00	COM			CVS CORP 15,200.000 760,723.24 426,056.00 COM CABOT
MICROELECTRONICS	19,200.000	967,996.04				968,256.00 COMMON STOCK CAMPBELL SOUP CO
COM 74,000.000	2,504,967.67	1,813,000.00				CAPITAL AUTOMOTIVE REIT 16,900.000 422,476.78 473,031.00 CARDINAL
HEALTH INC 11,000.000	469,019.03	707,300.00	COM	STK	NPV	CENDANT
CORPORATION 16,200.000	307,512.04	296,784.00				COMMON STOCK
(REREF TO 2214638)	CEPHALON INC 1,400.000	63,309.82				57,470.00 COM STK USD0.01 CHARLES RIV ASSOCS

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INC 16,575.000 315,777.05 468,575.25 COM STK

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DEUTSCHE BANK TRUST COMPANY
AMERICAS
NEW YORK

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GLOBAL ASSETS - EB
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ACCOUNT 124079 - COMBINED

HARRIS COROPORATION

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
CHARLES RIV LABS INTL INC COMMON STOCK	10,750.000	317,781.91	345,935.00
CHECKPOINT SYS INC COM	10,800.000	150,002.52	152,820.00
CHEVRONTEXACO CORP COM STK	115,640.000	8,603,107.19	8,349,208.00
CHICAGO MERCANTIL EXCHANGE HLDGS COMMON STOCK USD0.01	325.000	11,375.00	22,629.75
CHICO S FAS INC COMMON STOCK USD0.01	22,327.000	340,907.40	469,983.35
CHOICEPOINT INC COM	4,000.000	138,274.98	138,080.00
CHRISTOPHER & BANKS CORP COMMON STOCK USD0.01 (FORMERLY BRUANS FASHIONS)	17,525.000	455,933.88	648,249.75
CHUBB CORP COM	30,700.000	1,939,374.12	1,842,000.00
CISCO SYSTEMS COMMON STOCK NPV	498,630.000	9,068,317.08	8,371,997.70
CINTAS CORP COM	6,700.000	305,150.18	237,381.00
CITIGROUP INC COM	266,057.000	8,416,652.16	11,387,239.60
CLEAR CHANNEL COMMUNICATIONS INC COM	18,400.000	1,050,240.01	779,976.00
CLOROX CO COM	30,900.000	974,107.59	1,317,885.00
COCA COLA CO COM	62,400.000	3,551,850.72	2,895,984.00

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IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
COGNIZANT TECHNOLOGY SOLUTIONS CORP COM STK USD0.01	19,181.000	331,767.91	467,824.59
COLGATE PALMOLIVE CO COM	25,100.000	1,310,534.40	1,454,545.00
COLONIAL BANCGROUP INC COM	10,510.000	146,471.49	145,773.70
COMCAST CORP CLASS A CM	95,318.000	2,949,831.54	2,876,697.24
COMCAST CORP SPECIAL CL A COM STK NEW	28,800.000	906,488.52	834,912.00
COMMONWEALTH TEL ENTERPRISES INC NEW COM	4,600.000	169,693.67	202,124.00
COMPUTER SCIENCES COM \$US1	20,600.000	1,303,903.29	785,272.00
CONNECTICUT BANCSHARES INC COMMON STOCK	2,700.000	108,993.19	105,732.00
CONOCOPHILLIPS COM \$US1.25 (FORMERLY PHILLIPS PETROLEUM CO)	11,800.000	747,970.73	646,640.00
CONSTELLATION ENERGY GROUP NPV FRMLY (BALTIMORE GAS & ELECTRIC COM)	65,300.000	1,744,115.05	2,239,790.00
COOPER COS INC COM STK USD0.10	10,940.000	258,729.99	380,383.80
COPART INC COM STK NPV	27,525.000	506,219.98	260,111.25
CORPORATE OFFICE PPTYS TR CORRECTION CORP OF AMERICA COMMON STOCK FRMLY (CCA PRISON REALTY CORP)	6,600.000 42.000	91,571.68 0.00	111,738.00 1,063.86

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COSTAR GROUP INC COM STK	3,575.000	99,209.81	106,106.00
COX COMMUNICATIONS INC CLASS A COM STK USD0.01	9,000.000	293,061.40	287,100.00
CREE INC COMMON STOCK USD 0.005 (FORMERLY CREE RESEARCH INC)	8,775.000	161,968.65	142,593.75
CTI MOLECULAR IMAGING INC COM	16,850.000	309,930.12	314,252.50
CURTISS-WRIGHT CORP COM STK USD1	2,410.000	133,822.77	152,312.00
DANAHER CORP COM	4,600.000	255,466.42	313,030.00
DEERE & CO COM \$US1	34,380.000	1,400,293.13	1,571,166.00
DELL COMPUTER COM USD1	179,170.000	5,814,133.64	5,704,772.80
DELPHI FINANCIAL GROUP INC CLASS A COM STK USD0.01	3,540.000	125,917.97	165,672.00
DENBURY RES INC COM NEW	9,200.000	99,985.67	123,556.00
DEVON ENERGY CORPORATION NEW COM	7,900.000	368,102.48	421,860.00
DISNEY WALT CO DISNEY COM	146,617.000	3,833,412.20	2, 895, 685.75
DODGE & COX STK FD COM	284,306.674	26,756,464.93	27,378,732.71
DOLLAR THRIFTY AUTOMOTIVE GROUP INC COM	6,130.000	130,254.35	113,711.50

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DOLLAR TREE STORES INC COM STK USD0.01	37,744.000	932,330.83	1,199,126.88
DONNELLEY R R & SONS CO COM	35,100.000	1,071,996.10	917,514.00
DORAL FINL CORP COM	5,762.000	145,368.84	257,273.30
DOW CHEM CO COM	88,100.000	2,562,975.00	2,727,576.00
DOW JONES COM USD1	56,700.000	2,708,558.66	2,439,801.00
DOWNEY FINL CORP COM	5,820.000	239,616.85	240,366.00
DU- PONT DE NEMOURS COM USD0.60	112,700.000	4,674,225.70	4,692,828.00
DUKE ENERGY CORPORATION	87,600.000	2,419,583.03	1,747,620.00
DUN & BRADSTREET CORP DEL NEW COMMON STOCK	24,500.000	439,495.45	1,006,950.00
EMC CORP MASSACHUSETTS COM STK USD0.01	130,500.000	6,427,639.34	1,366,335.00
EAST WEST BANCORP INC COM	4,450.000	127,538.75	160,778.50
EASTMAN KODAK CO COM	57,800.000	2,792,235.07	1,580,830.00
EATON CORP COM	13,500.000	869,952.04	1,061,235.00
EBAY INC COM STK USD0.01	5,800.000	392,967.17	603,200.00
ECHOSTAR COMMUNICATIONS CORP CLASS A COM STK USD0.01	12,800.000	727,283.21	443,136.00

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EL PASO CORPORATION COMMON STOCK USD3 (FORMERLY EL PASO ENERGY CORP)	83,000.000	1,578,452.14	670,640.00
ELECTRONIC ARTS COM STK NPV	8,600.000	450,914.21	635,540.00
EMCOR GROUP COM STK USD0.10	4,980.000	250,661.43	245,812.80
EMERSON ELEC CO COM	50,820.000	2,462,061.67	2,596,902.00
ENTEGRIS INC COMMON STOCK	12,000.000	92,960.40	161,880.00
ERICSSON (LM) (TELEFONAKTIEBOLAGET) ADR B SEK 10	29,400.000	214,173.67	312,522.00
EXPEDITORS INTERN OF WASHINGTON INC COM STK US\$0.01	7,375.000	211,613.69	254,142.50
EXPRESS SCRIPTS INC CLASS A COMON STOCK USD0.01	11,700.000	568,035.58	800,397.00
EXXON MOBIL CORP COMMON STOCK	304,044.000	9,183,971.38	10,918,220.04
FTI CONSOLTING INC COM	10,575.000	158,233.72	264,057.75
FACTSET RESH SYS INC COM	13,675.000	424,599.33	602,383.75
FAMILY DOLLAR STORES, INC COM STK USD0.10	11,270.000	295,602.60	429,950.50
FREDDIE MAC COM	57,600.000	2,546,239.47	2,924,352.00

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FEDERAL NATIONAL MORTGAGE ASSOC COM NPV	125,830.000	6,818,634.61	8,485,975.20
FIFTH THIRD BANCORP COM STK NPV	30,920.000	1,888,493.02	1,775,426.40
FIRST BANCORP P R COM	3,600.000	108,702.00	98,820.00
FIRST DATA CORP COM	49,900.000	1,793,826.63	2,067,856.00
FLAGSTAR BANCORP INC COM	16,460.000	170,804.09	402,447.00
FIRST ENERGY CORP COMMON STOCK	33,035.000	710,811.04	1,270,195.75
FLEET BOSTON FIN CORP COM STK USD.01 (FORMERLY FLEET BOSTON CORP)	88,899.000	2,429,438.37	2,641,189.29
FORD MOTOR COMMON STOCK	64,300.000	1,491,649.93	706,657.00
FORD CAPITAL TRUST 6.500% CNV PREFERRED STOCK	12,500.000	625,000.00	543,125.00
FOREST LABS INC COM	9,600.000	371,854.86	525,600.00
FORTUNE BRANDS INC COM	36,600.000	1,024,102.36	1,910,520.00
FOX ENTERTAINMENT GROUP INC-A SHS COMMON STOCK	15,900.000	416,551.25	457,602.00
FRED S INC	2,600.000	73,583.94	97,318.00
FREMONT GEN CORP COM	9,500.000	114,322.08	130,150.00

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FRIEDMAN BILLINGS RAMSEY GROUP INC CLASS A COM USD0.01 (REIT)	26,061.000	224,857.11	349,217.40
FRONTIER OIL CORP COM	6,700.000	108,652.73	101,840.00
GENENTECH INC COM STK	5,000.000	347,331.50	360,600.00
GENERAL ELECTRIC CO (U.S.)	570,500.000	17,230,139.12	16,361,940.00
GENERAL MILLS INC COM	33,300.000	1,169,114.51	1,578,753.00
GENUINE PARTS CO COM	42,400.000	1,260,511.18	1,357,224.00
GENZYME CORP COM	0.295	57.77	12.35
GEORGIA GULF CORP COM PAR \$0.01	7,520.000	188,175.10	148,896.00
GILLETTE CO COM	118,600.000	4,120,269.81	3,778,596.00
GOLDEN WEST FINANCIAL COM USD0.10	6,200.000	383,595.50	496,062.00
GOLDMAN SACHS GROUP INC COMMOM STOCK	47,610.000	3,916,366.45	3,987,337.50
GRACO INC COM	7,710.000	196,455.53	246,720.00
GREAT LAKES CHEM COM USD1	53,400.000	2,265,596.12	1,089,360.00
HRPT PPTYS TR COM SH BEN INT	32,480.000	286,801.39	298,816.00
HANCOCK JOHN FINL SVCS INC COM	24,623.000	707,035.03	756,664.79
HANDLEMAN CO COM STK USD0.01	5,400.000	81,990.73	86,400.00

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HARBOR FLA BANCSHARES INC COM	11,600.000	279,094.56	278,052.00
HARRIS CORP DEL COM	1,470,415.000	41,627,815.64	44,185,970.75
HASBRO INC COM	96,300.000	1,463,854.97	1,684,287.00
HEALTH MANAGEMENT ASSOC CLASS A USD0.01	19,300.000	393,205.33	356,085.00
HEADWATERS INC COM STK USD0.001	9,300.000	141,490.19	135,315.00
HELMERICH & PAYNE INC COM	3,600.000	95,045.62	105,120.00
HERCULES INC COM	91,300.000	2,845,590.52	903,870.00
HERSHEY FOODS CORP COM	6,500.000	351,394.38	452,790.00
HEWLETT PACKARD CO COM	163,704.000	4,257,331.19	3,485,895.20
HIBBETT SPORTING GOODS INC COM STK USD0.01	10,425.000	212,631.48	343,399.50
HIGHWOODS PPTYS INC COM	9,000.000	232,620.12	200,700.00
HILTON HOTELS CORP COM USD2.50	102,700.000	1,457,449.91	1,313,533.00
HOME DEPOT INC COM	214,190.000	6,629,970.46	7,093,972.80
HONEYWELL INTERNATIONAL COM STK USD1	228,920.000	7,329,495.19	6,146,502.00
FORMERLY ALLIEDSIGNAL INC			
HOUSTON EXPL CO COM	6,300.000	211,767.40	218,610.00

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HOVNIANIAN ENTERPRISES INC CL A COM	3,000.000	103,702.46	176,850.00
HUBBELL HARVEY INC CL B	39,000.000	1,202,610.88	1,290,900.00
ICU MEDICAL INC COMMON STOCK USD0.01	18,300.000	558,317.11	568,947.00
ICON PUB LTD CO	1,100.000	33,419.92	35,002.00
IKON OFFICE SOLUTIONS INC (FORMERLY ALCO STANDARD CORP)	39,800.000	368,889.45	354,220.00
ILEX ONCOLOGY INC COMMON STOCK USD0.01	26,550.000	400,152.33	514,273.50
ILLINOIS TOOL WKS INC COM	7,700.000	461,729.01	507,045.00
INDEPENDENT BK CORP MICH COM	3,400.000	91,152.04	87,380.00
INTERGRATED CIRCUIT SYSTEMS COMMON STOCK	14,550.000	283,533.10	457,015.50
INTEL CORP COMMON STOCK USD0.001	326,900.000	8,825,292.14	6,802,789.00
INTERACTIVECORP USD 0.01 (FORMERLY USA INTERACTIVE)	8,600.000	325,537.22	338,238.00
INTERGRAPH COM USD0.10	13,200.000	237,167.33	279,048.00
INTERNATIONAL BUSINESS MACHS CORP COM	29,600.000	2,864,101.15	2,442,000.00
INTERNATIONAL FLAVORS & FRAGRANCES INC COM	41,600.000	1,642,296.19	1,328,288.00

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INTERNATIONAL PAPER CO COM	152,196.000	5,551,251.50	5,437,963.08
INTERSIL CORP	17,800.000	369,652.23	473,658.00
CL A COMMON STOCK USD0.01			
INVERESK RESH GROUP INC COM	30,575.000	441,857.30	547,292.50
INVISION TECHNOLOGY COM STK USD0.01	3,300.000	89,628.18	81,147.00
IRWIN FINANCIAL CORP COM NPV	10,000.000	214,590.35	259,000.00
JP MORGAN CHASE & CO COMMON STOCK (FORMERLY CHASE MAHATTAN CORP)	91,160.000	2,886,922.18	3,115,848.80
JABIL CIRCUIT INC	118,760.000	2,971,433.58	2,624,596.00
JOHNSON & JOHNSON COMMON STOCK	163,400.000	8,034,286.64	8,447,780.00
JOHNSON CTLS INC COM	14,600.000	1,178,248.22	1,249,760.00
KLA-TENCOR CORPORATION COM STK USD0.001 (FORMERLY KLA INSTRUMENTS)	12,600.000	703,766.81	585,396.00
KANEB PIPELINE PARTNERS COM UNITS NPV	3,620.000	125,911.51	157,651.00
KELLOGG CO COM	17,900.000	593,779.16	615,223.00
KIMBERLY CLARK CORP COM	37,700.000	1,895,915.30	1,965,678.00
KINDER MORGAN MANAGEMENT LLC SHS	4,277.000	141,388.28	160,216.42

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HARRIS COROPORATION

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
KNIGHT RIDDER INC	32,700.000	1,504,885.73	2,254,011.00
KNIGHT TRANSPORTATION INC COM	24,700.000	472,449.20	613,054.00
KOHL S CORP COM	47,870.000	3,072,077.01	2,459,560.60
LNR PPTY CORP COM	3,900.000	121,952.44	145,860.00
LABORATORY CORP AMER HLDGS COM	12,400.000	362,215.35	373,860.00
LAM RESEARCH CORPORATION COM. STK. NPV	11,500.000	318,984.26	209,415.00
LANDAMERICA FINL GROUP INC COM	7,300.000	267,357.14	346,750.00
LANDRYS SEAFOOD RESTAURANTS COM	11,850.000	243,358.60	279,660.00
LANDSTAR SYS INC COM	3,600.000	149,909.98	225,216.00
LEGGET & PLATT INC COM	18,100.000	389,430.84	371,050.00
LENNAR CORP CL A COM	4,500.000	225,121.10	321,750.00
LILLY ELI & CO COM	12,359.000	764,540.43	852,400.23
LINCARE HOLDINGS INC COM	7,500.000	224,169.18	237,075.00
LINCOLN NATIONAL CORP COM USD1.25	50,523.000	1,609,728.17	1,800,134.49

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LINEAR TECHNOLOGY CORP COM	11,900.000	342,771.20	385,322.00
LIZ CLAIBORNE COM USD1	14,000.000	367,540.93	493,500.00
LOCKHEED MARTIN CORP COM	31,200.000	1,243,051.76	1,484,184.00
LOWES COS INC COM	13,900.000	454,505.45	597,005.00
LUCENT TECHNOLOGIES INC COM STK USD0.01	234,900.000	1,972,823.73	476,847.00
LUCENT PFD CONV 8.00%	1,055.000	867,095.90	1,079,539.30
MBIA COM	7,250.000	284,874.83	353,437.50
MBNA CORP COM	175,150.000	3,504,766.89	3,650,126.00
MGIC INVT CORP WIS COM	25,920.000	973,360.21	1,208,908.80
MACROVISION CORP COM STK	21,525.000	427,050.18	428,993.25
MAGMA DESIGN AUTOMATION INC COM USD0.0005	13,900.000	146,448.56	238,385.00
MANHATTAN ASSOCS INC COM	12,650.000	284,251.70	328,773.50
MARATHON OIL CORP COM STK (FORMERLY USX -MARATHON GROUP)	35,500.000	892,900.45	935,425.00
MASCO CORP COM	195,240.000	4,857,135.55	4,656,474.00

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MAXIM INTERGRATED PRODUCTS COM STK NPV	34,470.000	563,473.09	1,175,427.00
MAY DEPT STORES CO COM	53,150.000	1,562,829.86	1,183,119.00
MCCORMICK & CO, INC COM NON.V NPV	20,600.000	270,704.60	560,320.00
MCDONALDS CORP COM NPV	119,700.000	2,712,367.67	2,640,582.00
MCKESSON CORP COM	13,000.000	425,590.75	464,620.00
MEADWESTVACO CORPORATION COM NPV	18,000.000	425,534.81	444,600.00
MEDIACOM COMMUNICATIONS CORP CL A	21,625.000	259,369.49	210,627.50
MEDICIS PHARMACEUTICAL CORP CL A NEW	5,025.000	195,721.64	284,917.50
MEDIMMUNE INC COM	6,300.000	214,391.84	229,131.00
MEDTRONIC INC COM	117,596.000	4,322,326.10	5,641,080.12
MELLON FINL CORP COM	77,000.000	1,662,619.79	2,136,750.00
MERCANTILE BANKSHARES CORP COM	36,700.000	1,027,630.27	1,444,145.00
MERCK & CO INC COM	199,110.000	10,927,668.61	12,056,110.50
MERITAGE CORP COM	5,825.000	174,127.76	286,939.50
MERRILL LYNCH & CO INC COM	23,700.000	1,499,723.36	1,106,316.00

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METHANEX CORP COM NPV	11,400.000	120,318.10	121,752.00
MICREL INC COM	59,800.000	668,947.94	621,920.00
MICROSOFT CORP COMMON STOCK	583,164.000	15,855,138.79	14,952,324.96
MICROCHIP TECHNOLOGY INC COM	7,200.000	164,875.26	178,200.00
MICRON TECHNOLOGY INC COM STK USD0 .10	29,500.000	1,187,110.33	343,085.00
MILLIPORE CORP COM	6,400.000	322,471.00	283,968.00
MONOLITHIC SYSTEMS TECHNOLOGY INC COM STK USD0.01	16,050.000	181,095.58	146,857.50
MOODYS CORP COMMON STOCK	16,500.000	403,437.68	869,715.00
MORGAN STANLEY DEAN WITTER DISCOVER & CO COM NEW	80,490.000	5,896,998.99	3,440,947.50
MOTOROLA INC M COM USD3.00	211,478.000	3,968,348.83	1,994,237.54
MOVIE GALLERY INC COM	14,900.000	246,943.46	277,587.00
MUELLER INDS INC	3,710.000	122,836.90	100,578.10
MYLAN LABORATORIES COM USD0.50	8,700.000	211,579.49	302,499.00
MYRIAD GENETICS INC COM STK USD0.01	21,825.000	720,282.00	296,601.75

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NVR INC	1,310.000	347,251.52	538,410.00
COM STK USD0.01			
NASSDA CORP	25,100.000	257,840.40	197,537.00
COM STK USD0.001			
NATIONAL CITY CORP	33,700.000	695,292.89	1,102,327.00
COM USD4			
NATIONS FDS INC	3,816,553.080	57,287,503.65	56,179,661.33
INTL VAL INV A			
NETBANK INC	11,600.000	156,247.95	151,380.00
COM			
NETWORKS ASSOCS INC	12,700.000	270,044.57	161,036.00
COM			
NEW CENTURY FINANCIAL CORP	9,110.000	246,815.64	395,738.40
COM			
NEW PLAN EXCEL RLTY TR INC	10,470.000	201,075.90	223,534.50
COM			
NEW YORK TIMES CO CL A	27,200.000	1,201,259.35	1,237,600.00
NEWELL RUBBERMAID INC	54,030.000	1,429,647.02	1,512,840.00
COM			
NEXTEL PARTNERS INC	48,425.000	262,732.85	355,439.50
COMMON STOCK .001			
NIKE INC	9,400.000	484,886.09	502,806.00
COM STK CLASS B NPV			
99 CENTS ONLY STORES	10,991.000	295,542.59	377,211.12
COM			
NISOURCE INC	92,100.000	2,001,050.55	1,749,900.00
COM			

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NORFOLK SOUTHN CORP COM	76,000.000	2,112,010.45	1,459,200.00
NORTEL NETWORKS CORP NEW COMMON STOCK	32,200.000	103,181.49	86,940.00
NTGI-QM COLLECTIVE DAILY S&P500 EQUITY INDEX-FUND-LENDING	97,104.026	251,766,046.10	240,212,919.40
NTGI-QM COLLECTIVE DAILY AGGREGATE BOND INDEX FUND LENDING	581,106.685	139,668,784.21	176,756,382.59
NORTHERN TRUST CORP COM	29,900.000	1,004,982.07	1,243,840.00
NORTHROP GRUMMAN CORP COM NPV (FORMERLY NORTHROP CORP)	8,400.000	946,733.42	724,836.00
ODYSSEY HEALTHCARE INC COM USD0.001	22,862.000	439,512.87	845,894.00
OFFICE DEPOT INC COMMON STOCK USD0.01	16,100.000	240,712.00	233,611.00
OMNICOM GROUP COM USD0. 5	8,300.000	459,222.17	595,110.00
ONEOK INC NEW COM	8,900.000	166,305.98	174,707.00
OPEN TEXT CORP COM NPV	10,000.000	268,572.17	282,500.00
ORACLE CORP COM	262,250.000	7,259,621.39	3,149,622.50
O REILLY AUTOMOTIVE INC COM STK USD0.01	47,492.000	1,409,674.16	1,589,557.24
ORTHODONTIC CTRS AMER INC COM	19,750.000	483,148.05	158,197.50

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OVERSEAS SHIPHOLDING GP USD COMMON STOCK USD1	7,400.000	128,978.86	162,874.00
OWENS & MINOR INC COM	11,000.000	177,458.87	245,850.00
OWENS ILLINOIS COM USD0.001 (REREF FROM 2664909)	29,210,000	376,252.79	402,221.70
PMI GROUP INC COM STK NPV	82,000.000	1,391,998.46	2,200,880.00
PPG INDUSTRIES COM USD1.666	32,860.000	1,651,577.63	1,667,316.40
PPL CORP COMMON STOCK	14,634.000	567,492.64	629,262.00
PACIFIC CAP BANCORP NEW COM	5,400.000	189,109.90	188,676.00
PACIFICARE HEALTH SYSTEMS INC COM STK	8,200.000	282,646.29	404,506.00
PALL CORP COM USD0.25	83,800.000	1,857,286.91	1,885,500.00
PAN PAC RETAIL PPTYS INC COM	2,800.000	104,105.93	110,180.00
PAPA JOHNS INTERNATIONAL INC COM STK NPV	6,190.000	180,032.12	173,877.10
PARKER HANNIFIN CORP COM NPV	14,200.000	615,903.55	596,258.00
PATINA OIL & GAS CORP COM	13,125.000	240,834.39	421,968.75
PAYCHEX INC COM	14,800.000	518,371.49	434,972.00

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PEC SOLUTIONS INC COMMON STOCK USD0.01	11,049.000	210,869.76	177,446.94
PEDIATRIX MED GROUP COM	6,825.000	205,007.94	243,311.25
PENNEY (JC) COM USD0.50	15,000.000	635,985.27	252,750.00
PEOPLESOFT INC COM	5,400.000	133,309.61	94,824.00
PEPSICO INC COM	118,460.000	5,577,506.76	5,271,470.00
PFIZER INC COM	330,955.000	11,394,459.57	11,302,113.25
PHARMACEUTICAL PRODUCT DEVELOPMENT COM STK USD0.01	17,975.000	487,821.18	516,062.25
PHELPS DODGE CORP USD6. 2 5	42,360.000	1,096,233.98	1,624,082.40
PIMCO FDS MULTI MANAGER SER RCM GLOBAL TECHNOLOGY FD	317,883.070	6,635,354.58	7,819,923.52
PRAXAIR INC. COM STK USD0.01	64,889.000	2,858,429.19	3,899,828.90
PRIORITY HEALTHCARE CORP CL B	17,000.000	439,506.13	316,200.00
PROASSURANCE CORP COM (FORMERLY MEDICAL ASSURANCE INC)	6,700.000	151,572.16	180,833.00
PROCTER & GAMBLE CO COM	46,530.000	3,911,454.37	4,149,545.40
PROSPERITY BANCSHARES INC COM	8,950.000	166,391.16	171,929.50

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PRUDENTIAL FINANCIAL INC COM USD0.01	18,900.000	552,614.12	635,985.00
QUALCOMM INC COM STK USD0.0001	72,040.000	3,772,443.34	2,589,117.60
QUEST DIAGNOSTICS INC COM	6,500.000	359,404.70	414,700.00
QWEST COMMUNICATIONS INTL INC COM	434,500.000	3,977,810.22	2,076,910.00
R & G FINL CORP CL B	3,900.000	93,722.61	115,830.00
RADIAN GROUP INC COM	80,783.000	1,775,190.53	2,960,696.95
RAMBUS INC COMMON STOCK (USD0.001)	13,900.000	186,822.70	229,628.00
RAYTHEON CO NEW COM STK USD0.01	32,800.000	1,012,356.82	1,077,152.00
READERS DIGEST ASSN INC COM FORMERLY CL A NON VTG	52,900.000	1,042,296.37	713,092.00
REHABCARE GROUP INC COM	7,125.000	175,863.45	104,381.25
RENAISSANCE LEARNNING INC COMMON STOCK USD0.01 (FORMERLY ADVANTAGE LEARNING SYS INC)	4,675.000	95,997.77	101,447.50
RENT A CTR INC COM	3,525.000	134,642.79	267,230.25
RESEARCH IN MOTION LTD COM	9,900.000	167,475.30	214,038.00

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RESOURCES CONNECTION INC COM	18,000.000	372,058.15	429,660.00
ROCKWELL AUTOMATION INC NEW COM STK USD1	54,700.000	862,154.83	1,304,048.00
ROCKWELL COLLINS INC COM STK USD0.01	81,500.000	1,733,419.42	2,007,345.00
ROLLINS, INC COM STK USD1	10,350.000	212,493.82	195,097.50
ROYAL DUTCH PETE CO N Y REGISTRY SH PAR N CLDR 1.25	59,200.000	2,638,253.03	2,759,904.00
SBC COMMUNICATIONS INC COM	154,692.000	5,773,673.13	3,952,380.60
SLM CORP COM STK (FORMERLY USA EDUCATION INC)	15,600.000	537,528.96	611,052.00
SAFECO CORP	62,800.000	2,185,034.96	2,216,212.00
ST.JUDE MEDICAL INC COM STK USD0.10	15,500.000	596,114.75	891,250.00
ST PAUL COS INC COM	40,454.000	1,286,338.28	1,476,975.54
SALIX PHARMACEUTICALS LTD COMMON STOCK	12,700.000	152,247.54	131,953.00
SAN JUAN BASIN ROYALTY TRUST UNITS OF BNF INT NPV	15,700.000	239,804.37	281,815.00
SCHERING PLOUGH CORP COM	156,000.000	4,996,198.95	2,901,600.00
SCHLUMBERGER LTD COM	61,650.000	2,912,834.31	2,932,690.50

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SCHWAB CHARLES CORP NEW COM	26,050.000	650,024.79	262,844.50
SEMTECH CORP COM STK USD0.01	13,500.000	214,023.96	192,375.00
SHOPKO STORES INC COM	19,380.000	344,851.66	251,940.00
SICOR INC COM	10,075.000	197,035.05	204,925.50
SIEBEL SYS INC COM	7,200.000	77,404.55	68,277.60
SIERRA HEALTH SERVICES INC COM STK USD0.01	14,700.000	193,850.83	294,000.00
SILICON VY BANKSHARES COM	9,100.000	230,934.19	216,671.00
SIMON PPTY GROUP INC NEW COM	37,368.000	913,057.32	1,458,473.04
SMURFIT-STONE CONTAINER CORP COM	19,100.000	274,075.32	248,491.00
SOUTHWEST AIRLS CO COM COMMON STOCK	28,900.000	529,359.79	497,080.00
SOUTHWESTERN ENERGY CO COM STK USD2.50	10,900.000	138,729.36	163,609.00
SPRINT CORP COM	111,400.000	2,548,414.52	1,604,160.00
STANLEY WORKS COM USD2.50	32,000.000	697,600.00	883,200.00
STAR GAS PARTNERS L P UNIT LTD PARTNERSHIP INT	5,300.000	112,663.14	116,441.00

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STARWOOD HOTELS & RESORTS WORLDWIDE INC COM	71,602.000	2,720,313.55	2,047,101.18
STATE STREET PASSIVE BOND MARKET INDEX FUND	1,976,678.628	28,810,793.57	30,462,594.34
STATE STREET CORP COM	64,770.000	2,732,572.52	2,551,938.00
STATEN IS BANCORP INC COM	13,240.000	241,581.05	257,915.20
STEEL DYNAMICS INC COM STK USD0.01	9,400.000	127,654.57	129,626.00
STEWART INFORMATION SERVICES CORP COM STK USD 0.01	7,900.000	183,704.50	220,015.00
STONE ENERGY CORP COM	10,200.000	347,739.45	427,584.00
SUN MICROSYSTEMS COM USD0. 0006	51,600.000	756,929.03	239,940.00
SUNRISE SENIOR LIVING INC COM	9,340.000	261,164.33	209,029.20
(FORMERLY SUNRISE ASSISTED LIVING INC) SYMXY TECHNOLOGIES INC COM	13,425.000	191,163.21	221,378.25
SYNOPSIS INC COM STK USD0.01	7,805.000	401,425.89	483,363.65
SYSCO CORP USD1	23,800.000	705,632.37	714,952.00
TCF FINANCIAL CORP COM	5,350.000	228,774.05	213,144.00
TXU CORP COM	76,100.000	1,218,530.44	1,708,445.00

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TARGET CORP COMMON STOCK USD.1667 FORMERLY DAYTON HUDSON CORP	100,070.000	2,782,323.80	3,786,648.80
TECHNE CORP COM	25,525.000	768,860.20	774,683.75
TERADYNE,INC COM	9,000.000	349,594.10	155,790.00
STK USD0.125 TETRA TECH INC NEW COM	7,600.000	98,979.36	132,240.00
TEXAS INSTRS INC COM 3M CO	115,900.000	3,495,809.60	2,039,840.00
COM STK NPV (FORMERLY MINNESOTA MINING & MFG)	13,300.000	1,624,378.81	1,715,434.00
TOLL BROS INC	7,200.000	167,653.89	203,832.00
TORO CO	10,080.000	273,078.43	400,680.00
TOYS R US COM USD0.10	92,300.000	1,605,055.24	1,118,676.00
TRAVELERS PPTY CAS COM	3,593.000	64,699.01	57,128.70
STK USD0.01 CL A TRAVELERS PPTY CAS CORP COMMON STOCK CL B	7,383.000	143,648.67	116,429.91
TRIMBLE NAVIGATION COM STK NPV	6,800.000	160,683.18	156,604.00
TYCO INTL LTD NEW COM	72,700.000	1,713,917.68	1,379,846.00
UST INC COM USD0.5	50,100.000	1,499,210.78	1,755,003.00

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ACCOUNT 124079 - COMBINED

HARRIS COROPORATION

<u>IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY</u>	<u>DESCRIPTION OF INTEREST</u>	<u>COST</u>	<u>MARKET VALUE</u>
UNION PAC CORP COM	46,000.000	2,441,699.47	2,668,920.00
UNISOURCE ENERGY CORP COM	8,400.000	144,459.92	157,920.00
UNITED AUTO GROUP COM STK USD0.0001	12,600.000	233,239.96	274,428.00
UNITED ONLINE INC COMMON STOCK (FORMERLY NETZERO INC)	4,700.000	47,709.68	119,098.00
UNITED PARCEL SERVICES CLASS B SHARS	12,300.000	759,653.99	783,510.00
UNITED RENTALS INC COM STK USD0.01	25,200.000	241,393.74	350,028.00
UNITED TECHNOLOGIES CORP COM	23,830.000	1,529,879.14	1,687,878.90
UNITEDHEALTH GROUP INC COMMON STOCK USD0.01	35,200.000	1,416,402.47	1,768,800.00
UNIVERSAL CORP VA COM	4,710.000	165,983.87	199,233.00
UNIVISION COMMUNICATIONS INC CL A	14,700.000	423,325.98	446,880.00
UNOCAL CORP COM	58,500.000	2,039,705.70	1,678,365.00
UNUMPROVIDENT CORP COM	113,600.000	2,728,719.73	1,523,376.00
USTARCOM INC USD0.00125 (REREF FROM RUTSTAR)	21,550.000	436,059.62	768,042.00
VALERO ENERGY CORP NEW COM	2,000.000	85,664.56	72,660.00

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IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
VERITAS DOC INC COM STK USD0.01	11,600.000	119,915.86	133,400.00
VERIZON COMMUNICATIONS COMMON STOCK	138,134.000	5,073,736.84	5,449,386.30
VERITAS SOFTWARE CO COM	17,599.000	916,784.58	507,203.18
VIACOM INC CLASS B COMMON	26,007.000	1,064,167.64	1,135,465.62
VISX COM STK NPV	10,000.000	161,184.18	173,500.00
WGL HOLDINGS INC W HLDG CO INC COM	12,300.000 11,200.000	318,135.63 189,847.41	328,410.00 189,504.00
WACHOVIA CORP 2ND NEW COM	18,800.000	688,518.85	751,248.00
WAL MART STORES INC COM	179,620.000	6,140,823.24	9,640,205.40
WALGREEN CO COM	96,560.000	2,381,809.33	2,906,456.00
WASTE MGMT INC DEL COM	107,172.000	2,709,590.01	2,581,773.48
WATERS CORP COM	13,200.000	409,845.42	384,516.00
STK USD0.01			
WELLS FARGO & CO NEW COM	33,300.000	1,176,036.54	1,678,320.00
WEST CORPORATION COMMON STOCK USD1 (FORMERLY WEST TELESERVICES CORP)	19,950.000	417,396.06	531,667.50

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WESTAR ENERGY INC COM STK USD5 (FORMERLY WESTERN RESOURCES INC)	9,900.000	98,680.50	160,677.00
WEYERHAEUSER CO COM	37,620.000	1,731,934.70	2,031,480.00
WHOLE FOODS MARKET INC COM STK NPV	2,500.000	102,302.57	118,825.00
WILLIAMS ENERGY PARTNERS L P COM UN PRT LTD	3,500.000	110,950.00	165,760.00
WILMINGTON TRUST CORPORATION NEW	18,300.000	504,138.03	537,105.00
WRIGLEY (WILLIAM) JUNIOR CO COM STK NPV	43,250.000	2,378,479.50	2,431,947.50
WYETH USD0.3333 (FORMERLY AMERICAN HOME PRODUCTS CORP)	182,700.000	7,566,951.65	8,321,985.00
XILINX INC COMMON STOCK	13,600.000	505,411.10	344,080.00
XEROX CORP COM	41,000.000	944,991.26	434,190.00
YAHOO INC COM STK USD0.01	23,000.000	786,492.59	752,100.00
YANKEE CANDLE INC COM	12,125.000	250,283.16	281,542.50
ZALE CORP COM NEW	3,280.000	120,634.19	131,200.00
ZIMMER HLDGS INC COM	8,560.000	275,117.25	385,628.00

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HARRIS COROPORATION

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
ALLSTATE LIFE INSURANCE GIC #77064 5.430%	63,206,133.130	63,206,133.13	63,206,133.13
STATE STREET BANK & TRUST GAC #97019 SYNTHETIC GIC #172481	74,675,489.580	74,675,489.58	74,675,489.58
PRUDENTIAL LIFE INSURANCE #10010-215 4.740% 02/11/2005	5,329,503.830	5,329,503.83	5,329,503.83
GE LIFE & ANNUITY ASSURANCE CO 7.160% 12/08/2003	12,792,805.540	12,792,805.54	12,792,805.54
MONUMENTAL LIFE INS CO MDA 00076FR 6.000% 04/19/2004	8,091,191.830	8,091,191.83	8,091,191.83
MONUMENTAL LIFE CONTRACT #00245TR 6.410% DTD 01JUL2000 DUE 01JUL2002	83,451,008.760	83,451,008.76	83,451,008.76
ALLSTATE LIFE INS #GA-6316 6.030% DTD 25JAN2001 DUE 27JAN2005	3,458,174.960	3,458,174.96	3,458,174.96
CAISSE DES DEPOT BRIC 121-07	8,020,762.310	8,020,762.31	8,020,762.31
ALLSTATE LIFE INS #GA-6326 5.930% DTD 19APR2001 DUE 19APR2005	5,675,599.530	5,675,599.53	5,675,599.53
MASS MUTUAL #35083 4.000% DTD 16NOV2001 DUE 22NOV2004	5,326,680.900	5,326,680.90	5,326,680.90
SECURITY LIFE OF DENVER #SA-0286 5.540% 07/12/2004	4,449,556.880	4,449,556.88	4,449,556.88

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HARRIS COROPORATION

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
PRUDENTIAL CAP-MAC INSD #10010-214 4.960% DTD 09/06/2001 DUE 09/07/2004	5,455,951.280	5,455,951.28	5,455,951.28
SECURITY LIFE OF DENVER #SA-0240 5.360% 04/07/2004	5,619,068.290	5,619,068.29	5,619,068.29
METLIFE #GAC-28220 5.400% DTD 09AUG2001 DUE 10AUG2004	2,209,381.500	2,209,381.50	2,209,381.50
UBS AG #5012 5.898% 05/03/2005	73,382,967.750	73,382,967.75	73,382,967.75
NEW YORK LIFE GA30972-002 5.330% DTD 19JUN2001 DUE 28JUN2004	6,667,042.520	6,667,042.52	6,667,042.52
BANK OF AMERICA NT&SA CONTRACT #99-220 GIC 5.96%	74,131,426.880	74,131,426.88	74,131,426.88
CHASE SYNTHETIC GIC# 433121-LT 5.710% DTD 01JUN2000 DUE 01SEP2003	60,514,495.050	60,514,495.05	60,514,495.05
JOHN HANCOCK LIFE INS GAC #15017 7.420% 15AUG2005	9,582,862.180	9,582,862.18	9,582,862.18
METROPOLITAN LIFE INS CO GAC 28845 1.790% DTD 25JUN2003 DUE 23JUN2005	5,251,531.350	5,251,531.35	5,251,531.35
NEW YORK LIFE INS # 31340 4.190% 31JAN2005	5,355,024.540	5,355,024.54	5,355,024.54
TRAVELERS INSURANCE COMPANY GR-18502 2.920% DTD 01JAN2003 DUE 28JAN2010	5,061,087.930	5,061,087.93	5,061,087.93

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IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST	MARKET VALUE
NEW YORK LIFE INS CO GA 31340-002 4.120% DTD 15APR2002 DUE 15APR2004	2,100,163.160	2,100,163.16	2,100,163.16
METROPOLITAN LIFE INS CO CONTRACT #28813 2.830% DTD 01APR2003 DUE 27MAR2006	6,041,891.310	6,041,891.31	6,041,891.31
METROPOLITAN LIFE INS CO GAC 28590 4.830% DTD 30APR2002 DUE 26APR2005	3,170,199.430	3,170,199.43	3,170,199.43
MONUMENTAL LIFE INSURANCE COMPANY SV04304Q 2.190% DTD 26FEB2003 DUE 26FEB2013	7,555,849.830	7,555,849.83	7,555,849.83
ACCOUNT TOTAL		1,831,373,283.71	1,850,532,530.23
LESS AMOUNTS INCLUDED IN CASH AND CASH EQUIVALENTS ON THE BALANCE SHEET		(93,850,131.23)	(93,850,131.23)
		1,737,523,152.48	1,756,682,399.00

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HARRIS COROPORATION
RETIREMENT PLAN
COMBINED REPORT

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST OF ACQUISITIONS	PROCEEDS OF DISPOSITIONS
FRESH DELMONTE PRODUCE COM STK	10,700.000 24,200.000	247,479.04	583,815.40
02MICRO INTERNATIONAL LIMITED COMMON STOCK	14,625.000 2,550.000	129,101.15	31,803.96
TARO PHARMACEUTICAL INDS LTD ORD	4,475.000 9,875.000	170,287.35	395,212.45
QIAGEN INC ADR COM	50,825.000 14,700.000	326,371.64	105,084.35
RESERVE INVSTMT FUND INC 05/20/2000	8,512,305.140 10,121,000.000	8,512,305.14	10,121,000.00
HARRIS RETIREMENT PLAN LOAN	14,401,717.910 11,652,285.840	14,401,717.91	11,652,285.84
AGRIUM INC COM NPV USD	16,200.000 16,200.000	190,229.44	176,028.19
ALCATEL ALSTHOM & SPONSORED ADR	40,200.000 40,200.000	258,288.53	359,132.18
BALLARD PWR SYS INC COM	33,100.000 33,100.000	340,438.21	373,272.10
HURRICANE HYDROCARBONS LTD CL A	9,880.000 25,680.000	65,921.78	241,828.72
PHARMACIA CORP COMMON STOCK (ACQUIRED)	9,000.000 29,300.000	385,985.09	1,192,442.93
ROYAL DUTCH PETE CO N Y REGISTRY SH PAR N CLDR 1.25	19,400.000 6,500.000	843,732.76	273,481.86

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HARRIS CORP RETIREMENT PLAN
COMBINED

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST OF ACQUISITIONS	PROCEEDS OF DISPOSITIONS
TYCO INTL GROUP S A CONV 2.750% DTD 09JAN2003 DUE 15JAN2018	342,000.000 342,000.000	342,000.00	362,520.00
TYCO INTL GROUP S A CONV 3.125% DTD 09JAN2003 DUE 15JAN2023	171,000.000 171,000.000	171,000.00	181,687.50
ALLSTATE LIFE INSURANCE GIC #77064 5.430%	21,875,777.020 11,780,098.010	21,875,777.02	11,780,098.01
BUSINESS MEN S ASSURANCE #1309 5.410% 05/05/2003	276,818.920 6,365,759.240	276,818.92	6,365,759.24
CDC INVESTMENT MGMT CORP BRIC #121-05 @ 6.020 % 22/DEC/2002	85,539.910 5,097,109.330	85,539.91	5,097,109.33
STATE STREET BANK & TRUST GAC #97019 SYNTHETIC GIC #172481	13,488,298.940 3,665,160.360	13,488,298.94	3,665,160.36
CDC INVESTMENT MGMT CORP BRIC #121-06 5.890% 06/08/2003	243,299.990 7,764,538.950	243,299.99	7,764,538.95
MONUMENTAL LIFE INS CO MDA 00076FR 6.000% 04/19/2004	480,124.160 482,707.940	480,124.16	482,707.94
MONUMENTAL LIFE CONTRACT #00245TR 6.410% DTD 01JUL2000 DUE 01JUL2002	27,977,123.710 4,413,535.940	27,977,123.71	4,413,535.94
SUNAMERICA LIFE #4993 7.530% DTD 28MAY2000 DUE 23JUN2003	255,423.210 3,726,303.970	255,423.21	3,726,303.97

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HARRIS CORP RETIREMENT PLAN
COMBINED

IDENTITY OF ISSUE, BORROWER, OR SIMILAR PARTY	DESCRIPTION OF INTEREST	COST OF ACQUISITIONS	PROCEED OF DISPOSITIONS
METROPOLITAN LIFE # GAC 25857 5.430% DTD 03/01/2001 DUE 03/31/2003	215,545.310 5,558,547.660	215,545.31	5,558,547.66
CAISSE DES DEPOT BRIC 121-07	289,670.220 305,542.410	289,670.22	305,542.41
UBS AG #5012 5.898% 05/03/2005	28,048,964.400 11,087,069.170	28,048,964.40	11,087,069.17
MASS MUTUAL LIFE INS CO #35069 5.030% DTD 04/06/2001 DUE 04/07/2003	204,557.930 5,517,133.850	204,557.93	5,517,133.85
BANK OF AMERICA NT&SA CONTRACT #99-220 GIC 5.96%	29,467,703.610 8,075,804.300	29,467,703.61	8,075,804.30
SUN AMERICA GIC #4991 7.530% DTD 14JUN2000 DUE 09JUN03	409,574.280 6,210,506.620	409,574.28	6,210,506.62
CHASE SYNTHETIC GIC# 433121-LT 5.710% DTD 01JUN2000 DUE 01SEP2003	13,305,281.840 15,315,260.800	13,305,281.84	15,315,260.80
JOHN HANCOCK LIFE INS GAC #15017 7.420% 15AUG2005	667,800.000 667,800.000	667,800.00	667,800.00
PRUDENTIAL GA#10010 6.170% 06/17/2003	378,292.980 6,742,743.140	378,292.98	6,742,743.14

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HARRIS COROPORATION
RETIREMENT PLAN
COMBINED REPORT

MARKET VALUE 06/30/2002 \$1,845,771,576.16

SECURITY DESCRIPTION	DISPOSED			ACQUIRED	
	SALES	PROCEEDS	GAIN OR LOSS-	PURCHASES	COST
PYRAMID DIRECTED ACCOUNT CASH FUND	861	388,216,789.47	0.00	956	378,780,696.27
STI CLASSIC INSTITUTIONAL CASH MGMT MONEY MARKET FUND	329	104,469,951.37	0.00	243	109,731,627.48
PYRAMID EQUITY INDEX FUND	82	75,001,683.19	17,737,876.41-	79	58,176,847.67

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Harris Corporation Retirement Plan
By: Retirement Plan Administrative Committee,
as Plan Administrator

/s/ David S. Wasserman

David S. Wasserman

Date: December 23, 2003