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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
February 11, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2009

Check here if Amendment ; Amendment Number-  
This Amendment (Check only one.)  is a restatement  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.  
Address: 1 Verizon Way, Building 7, 1st Floor South  
Basking Ridge, New Jersey 07920

Form 13F File Number: 028-04063

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting manager:

Name: DAVID L. BEIK  
-----  
Title: CHIEF OPERATING OFFICER  
-----  
Phone: 908 559-5890  
-----

Signature, Place, and Date of Signing:

/s/ David L. Beik                      Basking Ridge, New Jersey                      February 8, 2010  
-----  
[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).)

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Form 13F SUMMARY PAGE

Report summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	612
Form 13F Information Table Value Total:	1,787,324.00
	(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

GOLDMAN SACHS

PRIME BROKERAGE

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
31-Dec-09

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
					INV. DISCRETI
					(B)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE OR PRINCIPAL (x\$1000)	SHARES OR AMOUNT	(A) AS DEF. S SOLE INSTR. V O
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	852	18,500	
ARCH CAP GROUP LTD	ORD	G0450A105	716	10,000	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1,187	28,600	
COOPER INDUSTRIES PLC	SHS	G24140108	1,382	32,400	
COVIDIEN PLC	SHS	G2554F105	2,234	46,646	
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	1,532	41,150	
GARMIN LTD	ORD	G37260109	263	8,551	
HERBALIFE LTD	COM USD SHS	G4412G101	232	5,708	
INGERSOLL-RAND PLC	SHS	G47791101	1,178	32,956	
LAZARD LTD	SHS A	G54050102	269	7,097	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,052	50,684	
NABORS INDUSTRIES LTD	SHS	G6359F103	212	9,700	
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	478	9,000	
SEAGATE TECHNOLOGY	SHS	G7945J104	747	41,066	

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TRANSOCEAN LTD	REG SHS	H8817H100	621	7,500
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	737	30,000
AFLAC INC	COM	001055102	5,636	121,851
AGCO CORP	COM	001084102	644	19,900
AES CORP	COM	00130H105	1,268	95,232
AMR CORP	COM	001765106	204	26,422
AOL INC	COM	00184X105	272	11,673
AT&T INC	COM	00206R102	17,440	622,200
ABBOTT LABS	COM	002824100	19,006	352,025
ABERCROMBIE & FITCH CO	CL A	002896207	211	6,050
ACTIVISION BLIZZARD INC	COM	00507V109	1,289	116,045
ADOBE SYS INC	COM	00724F101	4,390	119,372
ADVANCE AUTO PARTS INC	COM	00751Y106	358	8,833
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	241	8,767
AEROPOSTALE	COM	007865108	1,047	30,754
ADVANCED MICRO DEVICES INC	COM	007903107	264	27,293
AETNA INC NEW	COM	00817Y108	2,625	82,812
AFFILIATED COMPUTER SERVICES	CL A	008190100	1,439	24,104
AFFILIATED MANAGERS GROUP	COM	008252108	258	3,829
AGILENT TECHNOLOGIES INC	COM	00846U101	1,656	53,310
AIR PRODS & CHEMS INC	COM	009158106	2,238	27,614
AKAMAI TECHNOLOGIES INC	COM	00971T101	406	16,029
ALBERTO CULVER CO NEW	COM	013078100	841	28,723
ALCOA INC	COM	013817101	1,888	117,135
ALEXION PHARMACEUTICALS INC	COM	015351109	372	7,612
ALLEGHENY ENERGY INC	COM	017361106	538	22,900
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1,074	24,000
ALLERGAN INC	COM	018490102	5,535	87,838
ALLIANCE DATA SYSTEMS CORP	COM	018581108	348	5,387
ALLIANT TECHSYSTEMS INC	COM	018804104	268	3,041
ALLSTATE CORP	COM	020002101	2,424	80,686
ALPHA NATURAL RESOURCES INC	COM	02076X102	721	16,612
ALTERA CORP	COM	021441100	616	27,212
ALTRIA GROUP INC	COM	02209S103	7,313	372,553
AMAZON COM INC	COM	023135106	9,979	74,182
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	812	47,822
AMERICAN ELEC PWR INC	COM	025537101	925	26,600
AMERICAN EXPRESS CO	COM	025816109	6,225	153,621
AMERICAN INTL GROUP INC	COM NEW	026874784	405	13,500
AMERICAN TOWER CORP	CL A	029912201	2,060	47,682
AMERISOURCEBERGEN CORP	COM	03073E105	3,993	153,164
AMETEK INC NEW	COM	031100100	1,448	37,863
AMGEN INC	COM	031162100	13,955	246,688
AMPHENOL CORP NEW	CL A	032095101	734	15,887
AMYLIN PHARMACEUTICALS INC	COM	032346108	185	13,068
ANADARKO PETE CORP	COM	032511107	2,903	46,500
ANALOG DEVICES INC	COM	032654105	2,609	82,612
ANNALY CAP MGMT INC	COM	035710409	1,414	81,500
ANSYS INC	COM	03662Q105	353	8,129
APACHE CORP	COM	037411105	3,920	38,000
APOLLO GROUP INC	CL A	037604105	2,514	41,506
APPLE INC	COM	037833100	42,912	203,634
APPLIED MATLS INC	COM	038222105	1,484	106,480
APTARGROUP INC	COM	038336103	214	6,000
ARCHER DANIELS MIDLAND CO	COM	039483102	4,985	159,203
ARROW ELECTRS INC	COM	042735100	421	14,203
AUTODESK INC	COM	052769106	364	14,325
AUTOMATIC DATA PROCESSING IN	COM	053015103	4,347	101,524
AUTOZONE INC	COM	053332102	2,209	13,977
AVALONBAY CMNTYS INC	COM	053484101	1,503	18,300
AVON PRODS INC	COM	054303102	2,787	88,492
BB&T CORP	COM	054937107	1,586	62,500

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BJS WHOLESALE CLUB INC	COM	05548J106	356	10,889
BOK FINL CORP	COM NEW	05561Q201	444	9,333
BMC SOFTWARE INC	COM	055921100	1,289	32,151
BAKER HUGHES INC	COM	057224107	1,247	30,800
BALL CORP	COM	058498106	1,523	29,466
BANK OF AMERICA CORPORATION	COM	060505104	10,013	664,900
BANK HAWAII CORP	COM	062540109	2,320	49,300
BANK OF NEW YORK MELLON CORP	COM	064058100	5,430	194,129
BARD C R INC	COM	067383109	1,652	21,211
BAXTER INTL INC	COM	071813109	8,368	142,611
BECKMAN COULTER INC	COM	075811109	441	6,740
BECTON DICKINSON & CO	COM	075887109	4,654	59,016
BED BATH & BEYOND INC	COM	075896100	1,652	42,792
BEMIS INC	COM	081437105	534	18,000
BEST BUY INC	COM	086516101	3,888	98,533
BIOGEN IDEC INC	COM	09062X103	5,155	96,361
BLACKROCK INC	COM	09247X101	727	3,132
BLOCK H & R INC	COM	093671105	713	31,501
BOEING CO	COM	097023105	5,241	96,823
BORGWARNER INC	COM	099724106	499	15,030
BOSTON PROPERTIES INC	COM	101121101	818	12,200
BOSTON SCIENTIFIC CORP	COM	101137107	2,740	304,436
BRISTOL MYERS SQUIBB CO	COM	110122108	6,718	266,075
BROADCOM CORP	CL A	111320107	5,185	164,763
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	470	61,634
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	592	26,700
BROWN FORMAN CORP	CL B	115637209	372	6,946
BURLINGTON NORTHN SANTA FE C	COM	12189T104	3,886	39,400
CBS CORP NEW	CL B	124857202	913	65,000
CB RICHARD ELLIS GROUP INC	CL A	12497T101	491	36,194
CF INDS HLDGS INC	COM	125269100	338	3,722
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,949	50,215
CIGNA CORP	COM	125509109	1,670	47,345
CME GROUP INC	COM	12572Q105	3,077	9,158
CMS ENERGY CORP	COM	125896100	305	19,500
CSX CORP	COM	126408103	2,172	44,800
CVS CAREMARK CORPORATION	COM	126650100	6,963	216,181
CA INC	COM	12673P105	632	28,120
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	646	25,000
CADENCE DESIGN SYSTEM INC	COM	127387108	146	24,437
CALPINE CORP	COM NEW	131347304	344	31,303
CAMERON INTERNATIONAL CORP	COM	13342B105	1,665	39,824
CAMPBELL SOUP CO	COM	134429109	926	27,396
CAPITAL ONE FINL CORP	COM	14040H105	2,332	60,813
CARMAX INC	COM	143130102	352	14,517
CARNIVAL CORP	PAIRED CTF	143658300	585	18,448
CATERPILLAR INC DEL	COM	149123101	6,896	121,004
CELANESE CORP DEL	COM SER A	150870103	861	26,809
CELGENE CORP	COM	151020104	6,302	113,188
CENTERPOINT ENERGY INC	COM	15189T107	601	41,405
CENTURYTEL INC	COM	156700106	2,021	55,827
CEPHALON INC	COM	156708109	427	6,848
CERNER CORP	COM	156782104	513	6,224
CHESAPEAKE ENERGY CORP	COM	165167107	2,433	94,001
CHEVRON CORP NEW	COM	166764100	18,285	237,500
CHICOS FAS INC	COM	168615102	217	15,423
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	261	2,955
CHOICE HOTELS INTL INC	COM	169905106	362	11,442
CHUBB CORP	COM	171232101	861	17,500
CHURCH & DWIGHT INC	COM	171340102	998	16,512
CISCO SYS INC	COM	17275R102	31,807	1,328,610
CITIGROUP INC	COM	172967101	2,141	646,800

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CITRIX SYS INC	COM	177376100	698	16,784
CLEARWIRE CORP NEW	CL A	18538Q105	83	12,301
CLIFFS NATURAL RESOURCES INC	COM	18683K101	423	9,167
CLOROX CO DEL	COM	189054109	1,430	23,439
COACH INC	COM	189754104	2,537	69,453
COCA COLA CO	COM	191216100	27,197	477,148
COCA COLA ENTERPRISES INC	COM	191219104	516	24,343
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,865	63,193
COLGATE PALMOLIVE CO	COM	194162103	10,592	128,931
COMCAST CORP NEW	CL A	20030N101	5,985	354,997
COMMERCIAL METALS CO	COM	201723103	157	10,000
COMPUTER SCIENCES CORP	COM	205363104	518	9,000
CONOCOPHILLIPS	COM	20825C104	9,193	180,000
CONSOL ENERGY INC	COM	20854P109	1,935	38,853
CONSOLIDATED EDISON INC	COM	209115104	1,327	29,200
CONSTELLATION ENERGY GROUP I	COM	210371100	657	18,667
CONTINENTAL AIRLS INC	CL B	210795308	205	11,467
COPART INC	COM	217204106	227	6,193
CORN PRODS INTL INC	COM	219023108	1,289	44,100
CORNING INC	COM	219350105	6,223	322,267
COSTCO WHSL CORP NEW	COM	22160K105	6,737	113,852
COVANCE INC	COM	222816100	324	5,929
COVENTRY HEALTH CARE INC	COM	222862104	245	10,083
CRANE CO	COM	224399105	391	12,759
CREE INC	COM	225447101	465	8,249
CROWN CASTLE INTL CORP	COM	228227104	1,487	38,084
CROWN HOLDINGS INC	COM	228368106	380	14,836
CULLEN FROST BANKERS INC	COM	229899109	475	9,500
CUMMINS INC	COM	231021106	2,384	51,977
CYPRESS SEMICONDUCTOR CORP	COM	232806109	128	12,094
DPL INC	COM	233293109	259	9,366
D R HORTON INC	COM	23331A109	283	26,000
DTE ENERGY CO	COM	233331107	889	20,400
DANAHER CORP DEL	COM	235851102	4,332	57,611
DARDEN RESTAURANTS INC	COM	237194105	972	27,718
DAVITA INC	COM	23918K108	563	9,591
DEAN FOODS CO NEW	COM	242370104	301	16,686
DEERE & CO	COM	244199105	3,679	68,021
DEL MONTE FOODS CO	COM	24522P103	561	49,500
DELL INC	COM	24702R101	6,051	421,364
DELTA AIR LINES INC DEL	COM NEW	247361702	814	71,560
DENDREON CORP	COM	24823Q107	281	10,703
DENTSPLY INTL INC NEW	COM	249030107	484	13,775
DEVON ENERGY CORP NEW	COM	25179M103	5,204	70,800
DEVRY INC DEL	COM	251893103	327	5,772
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,564	15,895
DIEBOLD INC	COM	253651103	876	30,783
DIGITAL RLTY TR INC	COM	253868103	355	7,060
DISNEY WALT CO	COM DISNEY	254687106	7,079	219,501
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	643	24,259
DISH NETWORK CORP	CL A	25470M109	1,149	55,300
DIRECTV	COM CL A	25490A101	2,922	87,629
DOLBY LABORATORIES INC	COM	25659T107	232	4,866
DOLLAR TREE INC	COM	256746108	1,311	27,137
DOMINION RES INC VA NEW	COM	25746U109	3,402	87,400
DONALDSON INC	COM	257651109	1,160	27,261
DONNELLEY R R & SONS CO	COM	257867101	377	16,911
DOVER CORP	COM	260003108	1,449	34,815
DOW CHEM CO	COM	260543103	3,224	116,700
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	1,402	35,100
DRESSER-RAND GROUP INC	COM	261608103	931	29,444
DU PONT E I DE NEMOURS & CO	COM	263534109	4,193	124,538

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DUKE ENERGY CORP NEW	COM	26441C105	3,136	182,200
DUN & BRADSTREET CORP DEL NE	COM	26483E100	619	7,332
E M C CORP MASS	COM	268648102	4,639	265,516
EOG RES INC	COM	26875P101	5,060	52,000
EQT CORP	COM	26884L109	1,464	33,340
EXCO RESOURCES INC	COM	269279402	242	11,391
EASTMAN CHEM CO	COM	277432100	867	14,400
EATON CORP	COM	278058102	719	11,300
EATON VANCE CORP	COM NON VTG	278265103	633	20,809
EBAY INC	COM	278642103	5,493	233,460
ECOLAB INC	COM	278865100	1,646	36,932
EDISON INTL	COM	281020107	1,071	30,800
EDWARDS LIFESCIENCES CORP	COM	28176E108	451	5,196
EL PASO CORP	COM	28336L109	178	18,073
ELECTRONIC ARTS INC	COM	285512109	1,859	104,751
EMERSON ELEC CO	COM	291011104	6,905	162,089
ENERGIZER HLDGS INC	COM	29266R108	1,102	17,985
ENTERGY CORP NEW	COM	29364G103	3,085	37,700
EQUIFAX INC	COM	294429105	675	21,856
EQUINIX INC	COM NEW	29444U502	374	3,521
EXELON CORP	COM	30161N101	3,472	71,044
EXPEDIA INC DEL	COM	30212P105	952	36,994
EXPEDITORS INTL WASH INC	COM	302130109	1,686	48,494
EXPRESS SCRIPTS INC	COM	302182100	6,153	71,200
EXXON MOBIL CORP	COM	30231G102	47,478	696,256
FLIR SYS INC	COM	302445101	456	13,935
FMC TECHNOLOGIES INC	COM	30249U101	1,363	23,562
F M C CORP	COM NEW	302491303	320	5,736
FPL GROUP INC	COM	302571104	2,594	49,115
FTI CONSULTING INC	COM	302941109	225	4,762
FACTSET RESH SYS INC	COM	303075105	255	3,869
FAMILY DLR STORES INC	COM	307000109	1,266	45,506
FASTENAL CO	COM	311900104	769	18,460
FEDERATED INVS INC PA	CL B	314211103	964	35,037
FEDEX CORP	COM	31428X106	2,670	32,000
F5 NETWORKS INC	COM	315616102	386	7,286
FIDELITY NATL INFORMATION SV	COM	31620M106	1,676	71,485
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	211	15,702
FIFTH THIRD BANCORP	COM	316773100	1,170	120,000
FIRST AMERN CORP CALIF	COM	318522307	331	10,000
FIRST SOLAR INC	COM	336433107	1,403	10,364
FISERV INC	COM	337738108	2,372	48,931
FIRSTENERGY CORP	COM	337932107	1,347	29,000
FLUOR CORP NEW	COM	343412102	1,877	41,679
FLOWSERVE CORP	COM	34354P105	1,607	16,998
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,250	325,000
FOREST LABS INC	COM	345838106	1,512	47,100
FRANKLIN RES INC	COM	354613101	4,929	46,788
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	5,185	64,579
FRONTIER COMMUNICATIONS CORP	COM	35906A108	127	16,199
FRONTIER OIL CORP	COM	35914P105	182	15,138
GAMESTOP CORP NEW	CL A	36467W109	1,060	48,321
GAP INC DEL	COM	364760108	3,346	159,726
GEN-PROBE INC NEW	COM	36866T103	207	4,830
GENERAL DYNAMICS CORP	COM	369550108	4,585	67,255
GENERAL ELECTRIC CO	COM	369604103	14,381	950,500
GENERAL MLS INC	COM	370334104	7,745	109,371
GENTEX CORP	COM	371901109	228	12,770
GENWORTH FINL INC	COM CL A	37247D106	194	17,116
GENZYME CORP	COM	372917104	2,005	40,918
GILEAD SCIENCES INC	COM	375558103	8,925	206,260
GLG PARTNERS INC	COM	37929X107	57	17,629

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GLOBAL PMTS INC	COM	37940X102	2,260	41,957
GOLDMAN SACHS GROUP INC	COM	38141G104	10,248	60,696
GOODRICH CORP	COM	382388106	1,509	23,487
GOODYEAR TIRE & RUBR CO	COM	382550101	810	57,427
GOOGLE INC	CL A	38259P508	33,671	54,310
GRAINGER W W INC	COM	384802104	552	5,704
GREEN MTN COFFEE ROASTERS IN	COM	393122106	226	2,771
GREIF INC	CL A	397624107	491	9,100
GUESS INC	COM	401617105	229	5,411
HCP INC	COM	40414L109	3,283	107,498
HALLIBURTON CO	COM	406216101	2,883	95,800
HANESBRANDS INC	COM	410345102	212	8,782
HANOVER INS GROUP INC	COM	410867105	355	7,996
HANSEN NAT CORP	COM	411310105	837	21,785
HARLEY DAVIDSON INC	COM	412822108	816	32,400
HARRIS CORP DEL	COM	413875105	457	9,615
HARTFORD FINL SVCS GROUP INC	COM	416515104	714	30,700
HASBRO INC	COM	418056107	2,088	65,119
HEALTH MGMT ASSOC INC NEW	CL A	421933102	166	22,869
HEALTH CARE REIT INC	COM	42217K106	230	5,186
HEINZ H J CO	COM	423074103	3,730	87,236
HELMERICH & PAYNE INC	COM	423452101	341	8,552
HERSHEY CO	COM	427866108	298	8,328
HESS CORP	COM	42809H107	1,579	26,100
HEWITT ASSOCS INC	COM	42822Q100	1,498	35,440
HEWLETT PACKARD CO	COM	428236103	26,948	523,158
HOME DEPOT INC	COM	437076102	6,273	216,842
HONEYWELL INTL INC	COM	438516106	6,636	169,286
HORMEL FOODS CORP	COM	440452100	1,082	28,135
HOSPIRA INC	COM	441060100	759	14,883
HUDSON CITY BANCORP	COM	443683107	331	24,077
HUMANA INC	COM	444859102	1,084	24,706
HUNT J B TRANS SVCS INC	COM	445658107	262	8,105
ITT EDUCATIONAL SERVICES INC	COM	45068B109	341	3,555
ITT CORP NEW	COM	450911102	1,441	28,972
IDEX CORP	COM	45167R104	483	15,516
IDEXX LABS INC	COM	45168D104	907	16,973
IHS INC	CL A	451734107	243	4,431
ILLINOIS TOOL WKS INC	COM	452308109	2,759	57,500
ILLUMINA INC	COM	452327109	887	28,911
INGRAM MICRO INC	CL A	457153104	747	42,800
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	682	105,364
INTEL CORP	COM	458140100	23,190	1,136,777
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,387	21,255
INTERNATIONAL BUSINESS MACHS	COM	459200101	37,836	289,047
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,254	30,489
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,205	64,212
INTL PAPER CO	COM	460146103	1,160	43,300
INTUITIVE SURGICAL INC	COM NEW	46120E602	2,067	6,812
INTUIT	COM	461202103	1,305	42,462
IRON MTN INC	COM	462846106	608	26,723
ISHARES TR INDEX	RUSSELL1000VAL	464287598	728	12,684
ISHARES TR INDEX	RUSSELL1000GRW	464287614	2,110	42,337
ITC HLDGS CORP	COM	465685105	428	8,215
ITRON INC	COM	465741106	230	3,410
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	84	10,188
JPMORGAN CHASE & CO	COM	46625H100	18,001	432,000
JABIL CIRCUIT INC	COM	466313103	328	18,869
JACOBS ENGR GROUP INC DEL	COM	469814107	942	25,050
JANUS CAP GROUP INC	COM	47102X105	175	12,996
JOHNSON & JOHNSON	COM	478160104	35,618	552,995
JOHNSON CTLS INC	COM	478366107	2,496	91,613

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JOY GLOBAL INC	COM	481165108	1,723	33,415
JUNIPER NETWORKS INC	COM	48203R104	1,787	67,019
KBR INC	COM	48242W106	996	52,400
KELLOGG CO	COM	487836108	1,255	23,592
KIMBERLY CLARK CORP	COM	494368103	4,888	76,720
KIMCO REALTY CORP	COM	49446R109	429	31,700
KING PHARMACEUTICALS INC	COM	495582108	883	72,000
KOHL'S CORP	COM	500255104	3,289	60,980
KRAFT FOODS INC	CL A	50075N104	4,020	147,900
KROGER CO	COM	501044101	1,365	66,501
LKQ CORP	COM	501889208	255	13,003
LSI CORPORATION	COM	502161102	735	122,300
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	870	10,000
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	752	10,044
LAM RESEARCH CORP	COM	512807108	460	11,723
LAS VEGAS SANDS CORP	COM	517834107	493	33,009
LAUDER ESTEE COS INC	CL A	518439104	498	10,289
LENDER PROCESSING SVCS INC	COM	52602E102	360	8,863
LEUCADIA NATL CORP	COM	527288104	1,799	75,621
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	154	100,400
LIFE TECHNOLOGIES CORP	COM	53217V109	1,794	34,353
LILLY ELI & CO	COM	532457108	6,419	179,749
LIMITED BRANDS INC	COM	532716107	790	41,049
LINCOLN NATL CORP IND	COM	534187109	576	23,140
LINEAR TECHNOLOGY CORP	COM	535678106	630	20,612
LOCKHEED MARTIN CORP	COM	539830109	6,103	81,001
LOEWS CORP	COM	540424108	3,635	100,000
LORILLARD INC	COM	544147101	1,827	22,772
LOWES COS INC	COM	548661107	4,509	192,761
LUBRIZOL CORP	COM	549271104	668	9,161
MBIA INC	COM	55262C100	64	16,200
MDU RES GROUP INC	COM	552690109	1,055	44,700
MEMC ELECTR MATLS INC	COM	552715104	282	20,727
MSCI INC	CL A	55354G100	293	9,211
MACYS INC	COM	55616P104	587	35,000
MANPOWER INC	COM	56418H100	1,839	33,700
MARATHON OIL CORP	COM	565849106	4,162	133,300
MARRIOTT INTL INC NEW	CL A	571903202	1,254	46,016
MARVEL ENTERTAINMENT INC	COM	57383T103	245	4,527
MASCO CORP	COM	574599106	217	15,695
MASSEY ENERGY CORP	COM	576206106	267	6,344
MASTERCARD INC	CL A	57636Q104	4,760	18,595
MATTEL INC	COM	577081102	3,363	168,304
MAXIM INTEGRATED PRODS INC	COM	57772K101	838	41,219
MCAFEE INC	COM	579064106	585	14,410
MCCORMICK & CO INC	COM NON VTG	579780206	437	12,085
MCDERMOTT INTL INC	COM	580037109	900	37,494
MCDONALDS CORP	COM	580135101	15,686	251,215
MCGRAW HILL COS INC	COM	580645109	3,635	108,468
MCKESSON CORP	COM	58155Q103	3,477	55,635
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	415	9,506
MEADWESTVACO CORP	COM	583334107	355	12,400
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5,895	92,236
MEDTRONIC INC	COM	585055106	12,552	285,402
MERCK & CO INC NEW	COM	58933Y105	16,136	441,585
METLIFE INC	COM	59156R108	2,262	64,000
METROPCS COMMUNICATIONS INC	COM	591708102	303	39,691
METTLER TOLEDO INTERNATIONAL	COM	592688105	328	3,124
MICROS SYS INC	COM	594901100	231	7,457
MICROSOFT CORP	COM	594918104	56,487	1,853,256
MICROCHIP TECHNOLOGY INC	COM	595017104	449	15,467
MICRON TECHNOLOGY INC	COM	595112103	146	13,822



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MILLIPORE CORP	COM	601073109	372	5,142
MIRANT CORP NEW	COM	60467R100	847	55,501
MONSANTO CO NEW	COM	61166W101	9,909	121,214
MONSTER WORLDWIDE INC	COM	611742107	1,271	73,039
MOODYS CORP	COM	615369105	1,190	44,400
MORGAN STANLEY	COM NEW	617446448	4,848	163,785
MOSAIC CO	COM	61945A107	2,011	33,673
MOTOROLA INC	COM	620076109	2,201	283,606
MURPHY OIL CORP	COM	626717102	813	15,000
MYLAN INC	COM	628530107	373	20,227
MYRIAD GENETICS INC	COM	62855J104	231	8,858
NCR CORP NEW	COM	62886E108	954	85,709
NII HLDGS INC	CL B NEW	62913F201	639	19,016
NVR INC	COM	62944T105	2,102	2,957
NYSE EURONEXT	COM	629491101	625	24,698
NALCO HOLDING COMPANY	COM	62985Q101	556	21,812
NATIONAL OILWELL VARCO INC	COM	637071101	1,900	43,101
NATIONAL SEMICONDUCTOR CORP	COM	637640103	742	48,295
NATIONWIDE HEALTH PPTYS INC	COM	638620104	780	22,181
NAVISTAR INTL CORP NEW	COM	63934E108	820	21,219
NETAPP INC	COM	64110D104	4,514	131,361
NETFLIX INC	COM	64110L106	216	3,918
NEWMONT MINING CORP	COM	651639106	4,674	98,792
NEWS CORP	CL A	65248E104	3,276	239,302
NIKE INC	CL B	654106103	7,434	112,510
NOBLE ENERGY INC	COM	655044105	1,531	21,500
NORDSTROM INC	COM	655664100	846	22,499
NORFOLK SOUTHERN CORP	COM	655844108	3,084	58,826
NORTHERN TR CORP	COM	665859104	3,225	61,547
NORTHROP GRUMMAN CORP	COM	666807102	1,707	30,571
NOVELL INC	COM	670006105	60	14,533
NSTAR	COM	67019E107	986	26,800
NUANCE COMMUNICATIONS INC	COM	67020Y100	284	18,318
NUCOR CORP	COM	670346105	1,656	35,500
NVIDIA CORP	COM	67066G104	1,787	95,655
NV ENERGY INC	COM	67073Y106	294	23,783
OGE ENERGY CORP	COM	670837103	258	7,000
OCCIDENTAL PETE CORP DEL	COM	674599105	9,396	115,500
OCEANEERING INTL INC	COM	675232102	941	16,076
OMNICOM GROUP INC	COM	681919106	4,713	120,386
ON SEMICONDUCTOR CORP	COM	682189105	344	38,984
ORACLE CORP	COM	68389X105	19,005	774,777
O REILLY AUTOMOTIVE INC	COM	686091109	480	12,582
OWENS ILL INC	COM NEW	690768403	418	12,721
PG&E CORP	COM	69331C108	2,558	57,300
PMC-SIERRA INC	COM	69344F106	277	32,000
PNC FINL SVCS GROUP INC	COM	693475105	1,858	35,200
PPG INDS INC	COM	693506107	820	14,000
PPL CORP	COM	69351T106	2,193	67,875
PACCAR INC	COM	693718108	3,031	83,557
PACTIV CORP	COM	695257105	621	25,721
PALL CORP	COM	696429307	395	10,905
PARKER HANNIFIN CORP	COM	701094104	1,212	22,500
PATTERSON COMPANIES INC	COM	703395103	261	9,321
PAYCHEX INC	COM	704326107	3,090	100,850
PEABODY ENERGY CORP	COM	704549104	2,699	59,695
PENNEY J C INC	COM	708160106	769	28,900
PENTAIR INC	COM	709631105	308	9,535
PEPSI BOTTLING GROUP INC	COM	713409100	392	10,440
PEPSIAMERICAS INC	COM	71343P200	322	11,000
PEPSICO INC	COM	713448108	21,370	351,475
PERRIGO CO	COM	714290103	294	7,388

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PETROHAWK ENERGY CORP	COM	716495106	1,117	46,559
PETSMART INC	COM	716768106	312	11,690
PFIZER INC	COM	717081103	16,598	912,455
PHARMACEUTICAL PROD DEV INC	COM	717124101	228	9,743
PHILIP MORRIS INTL INC	COM	718172109	22,693	470,916
PIEDMONT NAT GAS INC	COM	720186105	556	20,800
PINNACLE WEST CAP CORP	COM	723484101	293	8,000
PIONEER NAT RES CO	COM	723787107	564	11,700
PLUM CREEK TIMBER CO INC	COM	729251108	204	5,391
POLO RALPH LAUREN CORP	CL A	731572103	390	4,810
PRAXAIR INC	COM	74005P104	5,021	62,515
PRECISION CASTPARTS CORP	COM	740189105	6,686	60,590
PRICE T ROWE GROUP INC	COM	74144T108	2,540	47,695
PRICELINE COM INC	COM NEW	741503403	1,674	7,664
PRIDE INTL INC DEL	COM	74153Q102	240	7,520
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	1,652	68,712
PROCTER & GAMBLE CO	COM	742718109	32,931	543,152
PROGRESS ENERGY INC	COM	743263105	1,374	33,500
PROGRESSIVE CORP OHIO	COM	743315103	1,971	109,542
PRUDENTIAL FINL INC	COM	744320102	4,479	90,003
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,337	40,200
PUBLIC STORAGE	COM	74460D109	5,577	68,466
PULTE HOMES INC	COM	745867101	353	35,315
QLOGIC CORP	COM	747277101	208	11,020
QUALCOMM INC	COM	747525103	17,458	377,387
QUEST DIAGNOSTICS INC	COM	74834L100	870	14,407
QUESTAR CORP	COM	748356102	960	23,100
QUICKSILVER RESOURCES INC	COM	74837R104	163	10,877
QWEST COMMUNICATIONS INTL IN	COM	749121109	413	98,000
RAMBUS INC DEL	COM	750917106	236	9,688
RAYONIER INC	COM	754907103	751	17,818
RAYTHEON CO	COM NEW	755111507	1,733	33,641
RED HAT INC	COM	756577102	850	27,524
RELIANCE STEEL & ALUMINUM CO	COM	759509102	972	22,500
REPUBLIC SVCS INC	COM	760759100	1,332	47,068
RESMED INC	COM	761152107	365	6,989
ROBERT HALF INTL INC	COM	770323103	379	14,173
ROCKWELL AUTOMATION INC	COM	773903109	1,405	29,917
ROCKWELL COLLINS INC	COM	774341101	1,920	34,689
ROPER INDS INC NEW	COM	776696106	901	17,206
ROSS STORES INC	COM	778296103	1,036	24,257
ROVI CORP	COM	779376102	589	18,492
SBA COMMUNICATIONS CORP	COM	78388J106	625	18,296
SAIC INC	COM	78390X101	1,446	76,363
SEI INVESTMENTS CO	COM	784117103	505	28,825
SLM CORP	COM	78442P106	994	88,208
ST JOE CO	COM	790148100	248	8,579
ST JUDE MED INC	COM	790849103	2,248	61,122
SALESFORCE COM INC	COM	79466L302	3,530	47,845
SANDISK CORP	COM	80004C101	1,164	40,141
SARA LEE CORP	COM	803111103	195	16,000
SCHEIN HENRY INC	COM	806407102	1,297	24,663
SCHLUMBERGER LTD	COM	806857108	14,142	217,274
SCHNITZER STL INDS	CL A	806882106	413	8,664
SCHWAB CHARLES CORP NEW	COM	808513105	3,746	199,055
SCOTTS MIRACLE GRO CO	CL A	810186106	517	13,143
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	201	4,843
SEALED AIR CORP NEW	COM	81211K100	557	25,500
SEARS HLDGS CORP	COM	812350106	1,828	21,900
SEMPRA ENERGY	COM	816851109	2,094	37,400
SHERWIN WILLIAMS CO	COM	824348106	1,410	22,865
SIGMA ALDRICH CORP	COM	826552101	1,486	29,395

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SILICON LABORATORIES INC	COM	826919102	201	4,146
SIMON PTY GROUP INC NEW	COM	828806109	3,856	48,315
SMITH INTL INC	COM	832110100	736	27,102
SONOCO PRODS CO	COM	835495102	527	18,000
SOUTHERN CO	COM	842587107	3,009	90,300
SOUTHERN COPPER CORP	COM	84265V105	1,672	50,810
SOUTHWEST AIRLS CO	COM	844741108	514	44,940
SOUTHWESTERN ENERGY CO	COM	845467109	4,018	83,369
SPECTRA ENERGY CORP	COM	847560109	2,443	119,100
SPRINT NEXTEL CORP	COM SER 1	852061100	1,328	362,900
STANLEY WKS	COM	854616109	804	15,600
STAPLES INC	COM	855030102	2,984	121,341
STARBUCKS CORP	COM	855244109	5,600	242,847
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,017	27,823
STATE STR CORP	COM	857477103	3,279	75,309
STEEL DYNAMICS INC	COM	858119100	496	28,000
STERICYCLE INC	COM	858912108	434	7,872
STRAYER ED INC	COM	863236105	276	1,301
STRYKER CORP	COM	863667101	3,268	64,881
SUN MICROSYSTEMS INC	COM NEW	866810203	683	72,865
SUNPOWER CORP	COM CL A	867652109	212	8,948
SUPERVALU INC	COM	868536103	445	35,000
SYBASE INC	COM	871130100	335	7,713
SYMANTEC CORP	COM	871503108	4,706	263,039
SYNOPSYS INC	COM	871607107	387	17,381
SYSCO CORP	COM	871829107	1,529	54,707
TD AMERITRADE HLDG CORP	COM	87236Y108	1,797	92,743
TJX COS INC NEW	COM	872540109	3,510	96,028
TW TELECOM INC	COM	87311L104	237	13,828
TARGET CORP	COM	87612E106	7,586	156,840
TECH DATA CORP	COM	878237106	999	21,410
TECHNE CORP	COM	878377100	237	3,455
TELEPHONE & DATA SYS INC	COM	879433100	563	16,601
TELLABS INC	COM	879664100	366	64,500
TENET HEALTHCARE CORP	COM	88033G100	163	30,219
TERADATA CORP DEL	COM	88076W103	665	21,149
TERADYNE INC	COM	880770102	172	16,054
TERRA INDS INC	COM	880915103	846	26,276
TESORO CORP	COM	881609101	202	14,924
TEXAS INSTRS INC	COM	882508104	11,899	456,602
TEXTRON INC	COM	883203101	203	10,800
THERMO FISHER SCIENTIFIC INC	COM	883556102	3,903	81,844
THOMAS & BETTS CORP	COM	884315102	753	21,053
3M CO	COM	88579Y101	14,211	171,897
TIDEWATER INC	COM	886423102	441	9,200
TIFFANY & CO NEW	COM	886547108	453	10,528
TIME WARNER INC	COM NEW	887317303	3,742	128,400
TIME WARNER CABLE INC	COM	88732J207	828	20,000
TOLL BROTHERS INC	COM	889478103	216	11,500
TORCHMARK CORP	COM	891027104	769	17,500
TORO CO	COM	891092108	536	12,820
TOTAL SYS SVCS INC	COM	891906109	187	10,824
TRAVELERS COMPANIES INC	COM	89417E109	5,764	115,600
TRIMBLE NAVIGATION LTD	COM	896239100	279	11,086
TUPPERWARE BRANDS CORP	COM	899896104	396	8,500
US BANCORP DEL	COM NEW	902973304	5,110	227,000
URS CORP NEW	COM	903236107	951	21,365
UNION PAC CORP	COM	907818108	6,417	100,425
UNITED PARCEL SERVICE INC	CL B	911312106	9,158	159,634
UNITED STATES STL CORP NEW	COM	912909108	882	16,000
UNITED TECHNOLOGIES CORP	COM	913017109	13,454	193,836
UNITED THERAPEUTICS CORP DEL	COM	91307C102	228	4,324

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UNITEDHEALTH GROUP INC	COM	91324P102	5,514	180,900
UNIVERSAL HLTH SVCS INC	CL B	913903100	659	21,620
UNUM GROUP	COM	91529Y106	830	42,500
URBAN OUTFITTERS INC	COM	917047102	417	11,907
V F CORP	COM	918204108	685	9,348
VALEANT PHARMACEUTICALS INTL	COM	91911X104	201	6,311
VALERO ENERGY CORP NEW	COM	91913Y100	323	19,300
VARIAN MED SYS INC	COM	92220P105	545	11,628
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	243	6,784
VERISIGN INC	COM	92343E102	434	17,884
VERIZON COMMUNICATIONS INC	COM	92343V104	44,296	1,337,028
VERTEX PHARMACEUTICALS INC	COM	92532F100	688	16,056
VIACOM INC NEW	CL B	92553P201	960	32,300
VISA INC	COM CL A	92826C839	8,490	97,072
VMWARE INC	CL A COM	928563402	202	4,763
VULCAN MATLS CO	COM	929160109	843	16,000
WADDELL & REED FINL INC	CL A	930059100	1,716	56,182
WAL MART STORES INC	COM	931142103	27,288	510,527
WALGREEN CO	COM	931422109	8,793	239,472
WALTER ENERGY INC	COM	93317Q105	369	4,904
WASTE MGMT INC DEL	COM	94106L109	3,649	107,930
WATERS CORP	COM	941848103	1,112	17,941
WELLPOINT INC	COM	94973V107	6,157	105,630
WELLS FARGO & CO NEW	COM	949746101	14,285	529,279
WENDYS ARBYS GROUP INC	COM	950587105	64	13,607
WESCO INTL INC	COM	95082P105	323	11,962
WESTERN DIGITAL CORP	COM	958102105	3,767	85,325
WESTERN UN CO	COM	959802109	2,470	131,037
WEYERHAEUSER CO	COM	962166104	388	9,000
WHOLE FOODS MKT INC	COM	966837106	234	8,514
WINDSTREAM CORP	COM	97381W104	297	26,992
WISCONSIN ENERGY CORP	COM	976657106	474	9,518
WYNN RESORTS LTD	COM	983134107	1,939	33,300
XTO ENERGY INC	COM	98385X106	2,373	51,000
XCEL ENERGY INC	COM	98389B100	477	22,500
XILINX INC	COM	983919101	637	25,422
XEROX CORP	COM	984121103	525	62,000
YAHOO INC	COM	984332106	4,899	291,969
YUM BRANDS INC	COM	988498101	3,920	112,107
ZIMMER HLDGS INC	COM	98956P102	1,561	26,400
GRAND TOTAL			1,787,324	