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STATE STREET CORP  
Form 13F-HR  
February 06, 2004

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, 2003

Check here if amendment [ ] Amendment Number [ ]

Institutional Investment Manager filing this report:

Name: State Street Corporation  
Address: 225 Franklin Street  
Boston, Massachusetts 02110

Form 13F File Number: 28-399

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: Fred P. Baughman  
Title: Senior Vice President, Controller, and Chief Accounting Officer  
Telephone: 617-786-3000

Signature, Place, and Date of Signing:

|                           |                       |                  |
|---------------------------|-----------------------|------------------|
| /s/ Frederick P. Baughman | Boston, Massachusetts | February 2, 2004 |
| -----                     | -----                 | -----            |
| [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).)

List of Other Managers Reporting for this Manager:  
(if there are no entries in this list, omit this section.)

|                 |       |
|-----------------|-------|
| -----           | ----- |
| 13F File Number | Name  |
| -----           | ----- |

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28-5798

Roy A. Hammer

## Form 13F SUMMARY PAGE

### Report Summary:

Number of Other Included Managers: 13  
Form 13F Information Table Entry Total: 3,388  
Form 13F Information Table Value Total: 408,489,862  
(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.]

| No. | Form 13F File Number | Name                  |
|-----|----------------------|-----------------------|
| 1   | 28-1932              | Frederick Ballou      |
| 2   | 28-3602              | Francis L. Coolidge   |
| 3   | 28-2710              | F. Davis Dossori, Jr. |
| 4   | 28-3488              | Nicholas A. Grace     |
| 5   | 28-5798              | Roy A. Hammer         |
| 6   | 28-6740              | Edward J. Joyce       |
| 7   | 28-5796              | George H. Kidder      |
| 8   | 28-1487              | Peter B. Loring       |
| 9   | 28-4282              | Dean Ridlon           |
| 10  | 28-6281              | Michael B. Elefante   |
| 11  | 28-5362              | John Cornish          |
| 12  | 28-6476              | William A. Lowell     |
| 13  | 28-4918              | Thomas H.P. Whitney   |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | SOLE       | INVESTMENT           | DISCR      |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|------------|----------------------|------------|
|                      |                |          |                    |                    |                      |            | SHARED AS<br>DEFINED | SHA<br>OTH |
| 1 800 FLOWERS COM    | CL A           | 68243Q10 | 3,679              | 332,620            | SH                   | 332,620    |                      |            |
| 1-800 CONTACTS INC   | COM            | 68197710 | 2,016              | 95,980             | SH                   | 95,980     |                      |            |
| 1ST SOURCE CORP      | COM            | 33690110 | 5,422              | 252,048            | SH                   | 252,048    |                      |            |
| 21ST CENTY INS GROUP | COM            | 90130N10 | 6,601              | 480,065            | SH                   | 479,825    | 240                  |            |
| 3COM CORP            | COM            | 88553510 | 43,369             | 5,308,358          | SH                   | 5,282,001  | 15,872               | 10,        |
| 3M CO                | COM            | 88579Y10 | 5,252,161          | 61,768,328         | SH                   | 52,931,230 | 8,212,249            | 624,       |
| 4 KIDS ENTMT INC     | COM            | 35086510 | 5,528              | 212,460            | SH                   | 212,460    |                      |            |
| 7-ELEVEN INC         | COM NEW        | 81782620 | 7,936              | 494,480            | SH                   | 494,480    |                      |            |
| 99 CENTS ONLY STORES | COM            | 65440K10 | 21,115             | 775,446            | SH                   | 774,426    | 900                  |            |
| A C MOORE ARTS & CRA | COM            | 00086T10 | 3,888              | 201,857            | SH                   | 201,857    |                      |            |
| A D C TELECOMMUNICAT | COM            | 00088610 | 61,112             | 20,576,440         | SH                   | 20,540,340 | 35,520               |            |
| A S V INC            | COM            | 00196310 | 3,686              | 98,942             | SH                   | 98,942     |                      |            |
| AAIPHARMA INC        | COM            | 00252W10 | 13,935             | 554,278            | SH                   | 554,278    |                      |            |
| AAON INC             | COM PAR \$0    | 00036020 | 2,930              | 150,943            | SH                   | 150,943    |                      |            |
| AAR CORP             | COM            | 00036110 | 8,536              | 570,970            | SH                   | 570,970    |                      |            |
| AARON RENTS INC      | COM            | 00253520 | 7,972              | 396,004            | SH                   | 395,854    | 150                  |            |
| ABAXIS INC           | COM            | 00256710 | 314                | 17,356             | SH                   | 17,356     |                      |            |
| ABB LTD              | SPONSORED      | 00037520 | 286                | 56,253             | SH                   | 56,253     |                      |            |
| ABBOTT LABS          | COM            | 00282410 | 2,009,446          | 43,121,163         | SH                   | 41,771,125 | 686,775              | 663,       |
| ABC BANCORP          | COM            | 00040010 | 2,735              | 169,852            | SH                   | 169,852    |                      |            |
| ABERCROMBIE & FITCH  | CL A           | 00289620 | 38,644             | 1,563,899          | SH                   | 1,553,688  | 8,261                | 1,         |
| ABGENIX INC          | COM            | 00339B10 | 18,712             | 1,515,124          | SH                   | 1,514,224  | 800                  |            |
| ABITIBI-CONSOLIDATED | COM            | 00392410 | 355                | 43,717             | SH                   | 43,717     |                      |            |
| ABLE LABORATORIES IN | COM NEW        | 00371N40 | 4,464              | 247,026            | SH                   | 247,026    |                      |            |
| ABM INDS INC         | COM            | 00095710 | 10,880             | 624,941            | SH                   | 624,941    |                      |            |
| ABN AMRO HLDG NV     | SPONSORED      | 00093710 | 3,299              | 140,489            | SH                   | 140,489    |                      |            |
| ACADIA RLTY TR       | COM SH BEN     | 00423910 | 3,373              | 269,873            | SH                   | 269,873    |                      |            |
| ACCENTURE LTD BERMUD | CL A           | G1150G11 | 16,615             | 631,271            | SH                   | 631,271    |                      |            |
| ACCREDITED HOME LEND | COM            | 00437P10 | 5,169              | 168,930            | SH                   | 168,930    |                      |            |
| ACCREDO HEALTH INC   | COM            | 00437V10 | 27,999             | 885,766            | SH                   | 885,066    | 700                  |            |
| ACE CASH EXPRESS INC | COM            | 00440310 | 249                | 11,700             | SH                   | 11,700     |                      |            |
| ACE LTD              | ORD            | G0070K10 | 300,827            | 7,262,838          | SH                   | 7,262,838  |                      |            |
| ACETO CORP           | COM            | 00444610 | 3,864              | 151,284            | SH                   | 151,284    |                      |            |
| ACLARA BIOSCIENCES I | COM            | 00461P10 | 1,325              | 363,073            | SH                   | 363,073    |                      |            |
| ACME COMMUNICATION I | COM            | 00463110 | 1,588              | 180,865            | SH                   | 178,465    | 2,400                |            |
| ACTEL CORP           | COM            | 00493410 | 10,044             | 416,936            | SH                   | 416,936    |                      |            |
| ACTION PERFORMANCE C | COM            | 00493310 | 5,262              | 268,451            | SH                   | 268,201    | 100                  |            |
| ACTIVCARD CORP       | COM            | 00506J10 | 5,990              | 760,195            | SH                   | 760,195    |                      |            |
| ACTIVISION INC NEW   | COM NEW        | 00493020 | 41,056             | 2,254,601          | SH                   | 2,254,301  | 300                  |            |
| ACTUANT CORP         | CL A NEW       | 00508X20 | 14,675             | 405,384            | SH                   | 401,204    | 1,980                | 2,         |
| ACUITY BRANDS INC    | COM            | 00508Y10 | 19,540             | 757,368            | SH                   | 757,368    |                      |            |
| ACXIOM CORP          | COM            | 00512510 | 18,984             | 1,019,003          | SH                   | 1,014,853  | 4,050                |            |
| ADAPTEC INC          | COM            | 00651F10 | 17,556             | 1,985,975          | SH                   | 1,983,135  | 2,540                |            |
| ADE CORP MASS        | COM            | 00089C10 | 256                | 13,814             | SH                   | 13,814     |                      |            |
| ADECCO SA            | SPONSORED      | 00675410 | 295                | 18,311             | SH                   | 18,311     |                      |            |
| ADMINISTAFF INC      | COM            | 00709410 | 7,270              | 418,284            | SH                   | 418,284    |                      |            |
| ADOBE SYS INC        | COM            | 00724F10 | 268,346            | 6,866,587          | SH                   | 6,847,912  | 16,970               | 1,         |
| ADOLOR CORP          | COM            | 00724X10 | 14,870             | 743,867            | SH                   | 741,367    | 2,500                |            |
| ADTRAN INC           | COM            | 00738A10 | 36,839             | 1,184,527          | SH                   | 1,181,727  | 2,600                |            |
| ADVANCED AUTO PARTS  | COM            | 00751Y10 | 68,393             | 840,214            | SH                   | 839,214    | 300                  |            |
| ADVANCED DIGITAL INF | COM            | 00752510 | 14,975             | 1,069,620          | SH                   | 1,066,020  | 3,500                |            |
| Page Total           |                |          | 8,444,378          |                    |                      |            |                      |            |

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State Street Corporation (STT)  
SEC13F Report - December 2003

| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DIS S O |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------|
| ADVANCED ENERGY INDS | COM            | 00797310 | 8,660           | 332,436         | SH                | 332,436    |                              |         |
| ADVANCED FIBRE COMMU | COM            | 00754A10 | 32,107          | 1,593,386       | SH                | 1,587,541  | 2,420                        | 3,4     |
| ADVANCED MARKETING S | COM            | 00753T10 | 2,788           | 244,542         | SH                | 244,542    |                              |         |
| ADVANCED MEDICAL OPT | COM            | 00763M10 | 14,345          | 730,001         | SH                | 728,698    | 1,237                        |         |
| ADVANCED MICRO DEVIC | COM            | 00790310 | 133,569         | 8,964,331       | SH                | 8,949,581  | 14,510                       | 2       |
| ADVANCED NEUROMODULA | COM            | 00757T10 | 14,406          | 313,304         | SH                | 312,854    | 450                          |         |
| ADVANCED SEMICONDUCT | SPONSORED      | 00756M40 | 541             | 107,212         | SH                | 107,212    |                              |         |
| ADVANCEPCS           | COM            | 00790K10 | 55,579          | 1,052,830       | SH                | 1,050,710  | 1,700                        | 4       |
| ADVANTA CORP         | CL B           | 00794220 | 4,032           | 316,990         | SH                | 316,990    |                              |         |
| ADVANTA CORP         | CL A           | 00794210 | 755             | 58,417          | SH                | 58,417     |                              |         |
| ADVENT SOFTWARE INC  | COM            | 00797410 | 14,213          | 815,448         | SH                | 812,151    | 3,297                        |         |
| ADVISORY BRD CO      | COM            | 00762W10 | 6,462           | 185,544         | SH                | 185,544    |                              |         |
| ADVO INC             | COM            | 00758510 | 17,758          | 559,126         | SH                | 558,976    | 150                          |         |
| AEGON N V            | ORD AMER R     | 00792410 | 1,346           | 90,914          | SH                | 90,914     |                              |         |
| AEROFLEX INC         | COM            | 00776810 | 19,119          | 1,632,682       | SH                | 1,632,282  | 300                          | 1       |
| AEROPOSTALE          | COM            | 00786510 | 12,758          | 465,279         | SH                | 465,279    |                              |         |
| AES CORP             | COM            | 00130H10 | 154,337         | 16,349,241      | SH                | 16,310,286 | 38,215                       | 7       |
| AETHER SYS INC       | COM            | 00808V10 | 3,055           | 643,260         | SH                | 636,660    | 6,600                        |         |
| AETNA INC NEW        | COM            | 00817Y10 | 267,668         | 3,960,756       | SH                | 3,948,613  | 12,119                       |         |
| AFFILIATED COMPUTER  | CL A           | 00819010 | 88,046          | 1,616,701       | SH                | 1,611,731  | 4,410                        | 5       |
| AFFILIATED MANAGERS  | COM            | 00825210 | 36,449          | 523,765         | SH                | 519,515    | 1,070                        | 3,1     |
| AFFYMETRIX INC       | COM            | 00826T10 | 15,141          | 615,249         | SH                | 613,899    | 1,250                        | 1       |
| AFLAC INC            | COM            | 00105510 | 568,824         | 15,722,049      | SH                | 15,481,013 | 179,612                      | 61,4    |
| AFTERMARKET TECHNOLO | COM            | 00831810 | 4,241           | 309,133         | SH                | 309,133    |                              |         |
| AGCO CORP            | COM            | 00108410 | 19,508          | 968,615         | SH                | 967,375    | 1,240                        |         |
| AGERE SYS INC        | CL B           | 00845V20 | 44,596          | 15,377,791      | SH                | 15,337,938 | 37,061                       | 2,7     |
| AGERE SYS INC        | CL A           | 00845V10 | 7,444           | 2,440,703       | SH                | 2,413,035  | 6,127                        | 21,5    |
| AGILE SOFTWARE CORP  | COM            | 00846X10 | 7,367           | 742,673         | SH                | 739,773    | 2,900                        |         |
| AGILENT TECHNOLOGIES | COM            | 00846U10 | 371,489         | 12,704,822      | SH                | 12,496,108 | 112,155                      | 96,5    |
| AGILYSYS INC         | COM            | 00847J10 | 5,941           | 532,810         | SH                | 532,810    |                              |         |
| AGL RES INC          | COM            | 00120410 | 29,599          | 1,017,156       | SH                | 1,016,176  | 980                          |         |
| AGRIUM INC           | COM            | 00891610 | 274             | 16,629          | SH                | 16,629     |                              |         |
| AIR PRODS & CHEMS IN | COM            | 00915810 | 793,346         | 15,016,953      | SH                | 6,906,710  | 7,911,267                    | 198,9   |
| AIRGAS INC           | COM            | 00936310 | 34,480          | 1,605,199       | SH                | 1,605,199  |                              |         |
| AIRTRAN HLDGS INC    | COM            | 00949P10 | 18,121          | 1,522,790       | SH                | 1,522,740  | 50                           |         |
| AK STL HLDG CORP     | COM            | 00154710 | 8,073           | 1,582,897       | SH                | 1,582,717  | 100                          |         |
| AKAMAI TECHNOLOGIES  | COM            | 00971T10 | 20,094          | 1,867,469       | SH                | 1,817,344  | 25                           | 50,1    |
| AKSYS LTD            | COM            | 01019610 | 4,395           | 498,298         | SH                | 498,298    |                              |         |
| AKZO NOBEL NV        | SPONSORED      | 01019930 | 958             | 25,063          | SH                | 25,063     |                              |         |
| ALABAMA NATL BANCORP | COM            | 01031710 | 9,093           | 173,043         | SH                | 173,043    |                              |         |
| ALAMO GROUP INC      | COM            | 01131110 | 1,201           | 78,709          | SH                | 78,709     |                              |         |
| ALARIS MEDICAL SYSTE | COM            | 01163710 | 5,052           | 332,160         | SH                | 332,160    |                              |         |
| ALASKA AIR GROUP INC | COM            | 01165910 | 13,697          | 501,889         | SH                | 501,489    | 400                          |         |
| ALBANY INTL CORP     | CL A           | 01234810 | 16,277          | 480,133         | SH                | 479,929    | 100                          | 1       |
| ALBANY MOLECULAR RES | COM            | 01242310 | 6,381           | 425,115         | SH                | 425,015    | 100                          |         |
| ALBEMARLE CORP       | COM            | 01265310 | 20,255          | 675,830         | SH                | 674,830    | 1,000                        |         |
| ALBERTO CULVER CO    | CL B CONV      | 01306810 | 83,383          | 1,321,859       | SH                | 1,318,884  | 2,475                        | 5       |
| ALBERTSONS INC       | COM            | 01310410 | 213,973         | 9,446,910       | SH                | 9,420,226  | 17,810                       | 8,8     |
| ALCAN INC            | COM            | 01371610 | 5,095           | 108,527         | SH                | 108,527    |                              |         |
| ALCATEL              | SPONSORED      | 01390430 | 652             | 50,776          | SH                | 50,776     |                              |         |

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ALCOA INC COM 01381710 1,120,592 29,489,254 SH 29,396,714 79,124 13,4  
 Page Total 4,337,531

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State Street Corporation (STT)  
 SEC13F Report - December 2003

| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| ALCON INC            | COM SHS        | H0130110 | 740             | 12,217          | SH                | 12,217     |                              |               |
| ALDERWOODS GROUP INC | COM            | 01438310 | 9,693           | 1,028,934       | SH                | 1,028,934  |                              |               |
| ALEXANDER & BALDWIN  | COM            | 01448210 | 29,049          | 860,711         | SH                | 860,711    |                              |               |
| ALEXANDERS INC       | COM            | 01475210 | 5,227           | 41,930          | SH                | 41,930     |                              |               |
| ALEXANDRIA REAL ESTA | COM            | 01527110 | 24,919          | 430,388         | SH                | 430,388    |                              |               |
| ALEXION PHARMACEUTIC | COM            | 01535110 | 6,271           | 368,667         | SH                | 366,067    | 2,600                        |               |
| ALFA CORP            | COM            | 01538510 | 8,618           | 670,162         | SH                | 670,162    |                              |               |
| ALICO INC            | COM            | 01623010 | 1,792           | 51,574          | SH                | 51,574     |                              |               |
| ALIGN TECHNOLOGY INC | COM            | 01625510 | 12,507          | 757,518         | SH                | 744,262    |                              | 13,25         |
| ALKERMES INC         | COM            | 01642T10 | 15,176          | 1,124,120       | SH                | 1,122,420  | 1,600                        | 10            |
| ALLEGHANY CORP DEL   | COM            | 01717510 | 9,506           | 42,723          | SH                | 42,005     | 718                          |               |
| ALLEGHENY ENERGY INC | COM            | 01736110 | 66,512          | 5,212,564       | SH                | 5,192,076  | 19,900                       | 58            |
| ALLEGHENY TECHNOLOGI | COM            | 01741R10 | 36,512          | 2,761,869       | SH                | 2,758,549  | 3,320                        |               |
| ALLEGIANT BANCORP IN | COM            | 01747610 | 6,213           | 221,504         | SH                | 221,504    |                              |               |
| ALLERGAN INC         | COM            | 01849010 | 257,325         | 3,350,149       | SH                | 3,339,099  | 10,350                       | 70            |
| ALLETE INC           | COM            | 01852210 | 37,744          | 1,233,450       | SH                | 1,224,510  | 6,660                        | 2,28          |
| ALLIANCE CAP MGMT HL | UNIT LTD P     | 01855A10 | 5,394           | 159,813         | SH                | 149,788    | 6,235                        | 3,79          |
| ALLIANCE DATA SYSTEM | COM            | 01858110 | 9,337           | 337,335         | SH                | 337,035    | 300                          |               |
| ALLIANCE GAMING CORP | COM NEW        | 01859P60 | 22,829          | 926,131         | SH                | 925,331    |                              | 80            |
| ALLIANCE IMAGING INC | COM NEW        | 01860620 | 775             | 209,519         | SH                | 209,519    |                              |               |
| ALLIANCE RES PARTNER | UT LTD PAR     | 01877R10 | 388             | 11,300          | SH                | 11,300     |                              |               |
| ALLIANCE SEMICONDUCT | COM            | 01877H10 | 4,113           | 578,449         | SH                | 578,449    |                              |               |
| ALLIANT ENERGY CORP  | COM            | 01880210 | 41,738          | 1,676,241       | SH                | 1,662,191  | 9,450                        | 4,60          |
| ALLIANT TECHSYSTEMS  | COM            | 01880410 | 25,552          | 442,386         | SH                | 441,276    | 440                          | 67            |
| ALLIANZ AKTIENGESELL | SP ADR 1/1     | 01880510 | 970             | 76,274          | SH                | 76,274     |                              |               |
| ALLIED CAP CORP NEW  | COM            | 01903Q10 | 36,300          | 1,301,998       | SH                | 1,291,423  | 4,835                        | 5,74          |
| ALLIED DOMEQ PLC     | SPON ADR N     | 01912120 | 393             | 12,439          | SH                | 12,439     |                              |               |
| ALLIED IRISH BKS P L | SPON ADR O     | 01922840 | 651             | 20,510          | SH                | 20,510     |                              |               |
| ALLIED WASTE INDS IN | COM PAR\$.0    | 01958930 | 109,222         | 7,869,048       | SH                | 7,844,928  | 17,845                       | 6,27          |
| ALLMERICA FINL CORP  | COM            | 01975410 | 65,421          | 2,126,143       | SH                | 1,281,820  | 840,185                      | 4,13          |
| ALLOS THERAPEUTICS I | COM            | 01977710 | 689             | 191,971         | SH                | 191,971    |                              |               |
| ALLOY INC            | COM            | 01985510 | 3,064           | 588,167         | SH                | 588,167    |                              |               |
| ALLSCRIPTS HEALTHCAR | COM            | 01988P10 | 2,047           | 384,695         | SH                | 384,695    |                              |               |
| ALLSTATE CORP        | COM            | 02000210 | 906,468         | 21,070,856      | SH                | 21,004,769 | 56,915                       | 9,17          |
| ALLSTREAM INC        | CL B LT VT     | 02004C20 | 6,017           | 104,924         | SH                | 104,924    |                              |               |
| ALLTEL CORP          | COM            | 02003910 | 414,403         | 8,896,589       | SH                | 8,113,312  | 634,436                      | 148,84        |
| ALPHARMA INC         | CL A           | 02081310 | 22,642          | 1,126,448       | SH                | 1,125,248  | 1,200                        |               |
| ALTEON INC           | COM            | 02144G10 | 764             | 486,438         | SH                | 486,438    |                              |               |
| ALTERA CORP          | COM            | 02144110 | 276,879         | 12,224,227      | SH                | 12,104,907 | 80,420                       | 38,90         |
| ALTIRIS INC          | COM            | 02148M10 | 6,004           | 164,596         | SH                | 164,596    |                              |               |
| ALTRIA GROUP INC     | COM            | 02209S10 | 4,075,329       | 74,886,609      | SH                | 53,151,049 | 21,472,766                   | 262,79        |
| ALUMINA LTD          | SPONSORED      | 02220510 | 241             | 11,999          | SH                | 11,999     |                              |               |
| AMAZON COM INC       | COM            | 02313510 | 161,371         | 3,066,732       | SH                | 3,057,172  | 8,420                        | 1,14          |
| AMB PROPERTY CORP    | COM            | 00163T10 | 49,632          | 1,509,477       | SH                | 1,509,477  |                              |               |

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|                      |     |          |           |           |    |           |       |      |
|----------------------|-----|----------|-----------|-----------|----|-----------|-------|------|
| AMBAC FINL GROUP INC | COM | 02313910 | 205,048   | 2,955,013 | SH | 2,939,838 | 7,425 | 7,75 |
| AMBASSADORS GROUP IN | COM | 02317710 | 1,839     | 78,295    | SH | 78,195    |       | 10   |
| AMBASSADORS INTL INC | COM | 02317810 | 1,016     | 80,974    | SH | 80,874    |       | 10   |
| AMC ENTMT INC        | COM | 00166910 | 8,288     | 544,910   | SH | 544,910   |       |      |
| AMCOL INTL CORP      | COM | 02341W10 | 6,818     | 335,838   | SH | 335,838   |       |      |
| AMCORE FINL INC      | COM | 02391210 | 11,710    | 431,786   | SH | 431,786   |       |      |
| AMDOCS LTD           | ORD | G0260210 | 2,439     | 108,500   | SH | 108,500   |       |      |
| Page Total           |     |          | 7,013,597 |           |    |           |       |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| AMERADA HESS CORP    | COM            | 02355110 | 148,067         | 2,784,779       | SH                | 2,775,944  | 5,560                        | 3,            |
| AMERCO               | COM            | 02358610 | 673             | 31,313          | SH                | 31,313     |                              |               |
| AMEREN CORP          | COM            | 02360810 | 231,398         | 5,030,381       | SH                | 5,023,486  | 6,495                        |               |
| AMERICA MOVIL S A DE | SPON ADR L     | 02364W10 | 9,737           | 356,130         | SH                | 356,130    |                              |               |
| AMERICA SVC GROUP IN | COM            | 02364L10 | 404             | 13,067          | SH                | 13,067     |                              |               |
| AMERICA WEST HLDG CO | CL B           | 02365720 | 7,019           | 566,048         | SH                | 566,048    |                              |               |
| AMERICAN AXLE & MFG  | COM            | 02406110 | 36,578          | 904,951         | SH                | 904,701    | 250                          |               |
| AMERICAN CAPITAL STR | COM            | 02493710 | 18,571          | 624,668         | SH                | 622,728    | 1,940                        |               |
| AMERICAN EAGLE OUTFI | COM            | 02553E10 | 22,952          | 1,399,482       | SH                | 1,397,742  | 1,700                        |               |
| AMERICAN ELEC PWR IN | COM            | 02553710 | 359,187         | 11,772,756      | SH                | 11,729,648 | 37,138                       | 5,            |
| AMERICAN EXPRESS CO  | COM            | 02581610 | 2,018,000       | 41,841,172      | SH                | 40,855,038 | 806,036                      | 180,          |
| AMERICAN FINL GROUP  | COM            | 02593210 | 17,590          | 664,788         | SH                | 662,808    | 1,980                        |               |
| AMERICAN FINL RLTY T | COM            | 02607P30 | 921             | 54,000          | SH                | 54,000     |                              |               |
| AMERICAN GREETINGS C | CL A           | 02637510 | 46,293          | 2,116,733       | SH                | 2,112,713  | 4,020                        |               |
| AMERICAN HEALTHWAYS  | COM            | 02649V10 | 11,681          | 489,372         | SH                | 489,372    |                              |               |
| AMERICAN HOME MTG IN | COM            | 02660R10 | 7,071           | 314,140         | SH                | 314,140    |                              |               |
| AMERICAN INTL GROUP  | COM            | 02687410 | 4,947,721       | 74,648,780      | SH                | 71,521,004 | 2,028,297                    | 1,099,        |
| AMERICAN ITALIAN PAS | CL A           | 02707010 | 11,247          | 268,421         | SH                | 266,271    | 150                          | 2,            |
| AMERICAN LD LEASE IN | COM            | 02711810 | 1,839           | 92,185          | SH                | 92,185     |                              |               |
| AMERICAN MED SEC GRO | COM            | 02744P10 | 5,088           | 226,946         | SH                | 194,931    | 32,015                       |               |
| AMERICAN MED SYS HLD | COM            | 02744M10 | 8,727           | 399,937         | SH                | 399,937    |                              |               |
| AMERICAN MGMT SYS IN | COM            | 02735210 | 11,289          | 748,635         | SH                | 746,635    | 2,000                        |               |
| AMERICAN MTG ACCEP C | SH BEN INT     | 02756810 | 2,118           | 129,955         | SH                | 129,955    |                              |               |
| AMERICAN NATL BANKSH | COM            | 02774510 | 1,971           | 75,571          | SH                | 75,571     |                              |               |
| AMERICAN NATL INS CO | COM            | 02859110 | 11,345          | 134,288         | SH                | 133,518    | 770                          |               |
| AMERICAN PHARMACEUTI | COM            | 02886P10 | 6,315           | 187,949         | SH                | 187,709    | 240                          |               |
| AMERICAN PHYSICIANS  | COM            | 02888410 | 2,548           | 138,503         | SH                | 138,503    |                              |               |
| AMERICAN PWR CONVERS | COM            | 02906610 | 134,236         | 5,479,013       | SH                | 5,458,648  | 16,140                       | 4,            |
| AMERICAN REAL ESTATE | DEPOSITRY      | 02916910 | 725             | 42,625          | SH                | 42,625     |                              |               |
| AMERICAN RLTY INVS I | COM            | 02917410 | 446             | 48,903          | SH                | 48,903     |                              |               |
| AMERICAN SOFTWARE IN | CL A           | 02968310 | 220             | 30,700          | SH                | 30,700     |                              |               |
| AMERICAN STD COS INC | COM            | 02971210 | 190,528         | 1,892,032       | SH                | 1,886,037  | 5,695                        |               |
| AMERICAN STS WTR CO  | COM            | 02989910 | 6,247           | 249,896         | SH                | 249,896    |                              |               |
| AMERICAN SUPERCONduc | COM            | 03011110 | 383             | 27,650          | SH                | 18,850     | 8,800                        |               |
| AMERICAN TOWER CORP  | CL A           | 02991220 | 22,257          | 2,056,992       | SH                | 2,016,522  | 34,150                       | 6,            |
| AMERICAN WOODMARK CO | COM            | 03050610 | 6,901           | 125,350         | SH                | 125,250    |                              |               |
| AMERICANWEST BANCORP | COM            | 03058P10 | 3,278           | 143,785         | SH                | 143,785    |                              |               |
| AMERICAS CAR MART IN | COM            | 03062T10 | 1,892           | 70,620          | SH                | 70,620     |                              |               |

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|                      |            |          |            |            |    |            |         |      |
|----------------------|------------|----------|------------|------------|----|------------|---------|------|
| AMERICREDIT CORP     | COM        | 03060R10 | 38,469     | 2,414,856  | SH | 2,401,616  | 12,780  |      |
| AMERIGROUP CORP      | COM        | 03073T10 | 19,482     | 456,787    | SH | 456,787    |         |      |
| AMERISOURCEBERGEN CO | COM        | 03073E10 | 159,974    | 2,849,044  | SH | 2,838,337  | 10,422  |      |
| AMERISTAR CASINOS IN | COM        | 03070Q10 | 4,387      | 179,266    | SH | 179,266    |         |      |
| AMERITRADE HLDG CORP | COM        | 03074K10 | 37,093     | 2,629,063  | SH | 2,624,983  | 2,580   | 1,   |
| AMERON INTL INC      | COM        | 03071010 | 4,313      | 124,336    | SH | 124,336    |         |      |
| AMERSHAM PLC         | SPONSORED  | 03071910 | 1,033      | 15,126     | SH | 15,126     |         |      |
| AMERUS GROUP CO      | COM        | 03072M10 | 28,299     | 809,232    | SH | 807,172    | 2,060   |      |
| AMETEK INC NEW       | COM        | 03110010 | 20,115     | 416,796    | SH | 414,756    | 2,040   |      |
| AMGEN INC            | COM        | 03116210 | 2,301,376  | 37,245,121 | SH | 36,598,304 | 471,409 | 175, |
| AMIS HLDGS INC       | COM        | 03153810 | 512        | 28,000     | SH | 28,000     |         |      |
| AMKOR TECHNOLOGY INC | COM        | 03165210 | 35,747     | 1,970,628  | SH | 1,965,583  | 220     | 4,   |
| AMLI RESIDENTIAL PPT | SH BEN INT | 00173510 | 10,464     | 390,466    | SH | 390,466    |         |      |
| Page Total           |            |          | 10,974,725 |            |    |            |         |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| AMN HEALTHCARE SERVI | COM            | 00174410 | 5,804           | 338,211         | SH                | 337,625    | 586                          |               |
| AMPCO-PITTSBURGH COR | COM            | 03203710 | 964             | 70,542          | SH                | 70,542     |                              |               |
| AMPHENOL CORP NEW    | CL A           | 03209510 | 18,348          | 287,007         | SH                | 283,754    | 620                          | 2,            |
| AMR CORP             | COM            | 00176510 | 35,736          | 2,759,499       | SH                | 2,755,679  | 3,680                        |               |
| AMSOUTH BANCORPORATI | COM            | 03216510 | 228,404         | 9,322,592       | SH                | 9,250,122  | 42,911                       | 29,           |
| AMSURG CORP          | COM            | 03232P40 | 13,059          | 344,115         | SH                | 344,115    |                              |               |
| AMVESCAP PLC         | SPONSORED      | 03235E10 | 377             | 25,601          | SH                | 25,601     |                              |               |
| AMYLIN PHARMACEUTICA | COM            | 03234610 | 21,084          | 948,889         | SH                | 945,653    | 1,000                        | 2,            |
| ANADARKO PETE CORP   | COM            | 03251110 | 372,321         | 7,298,978       | SH                | 6,937,444  | 215,805                      | 145,          |
| ANALOG DEVICES INC   | COM            | 03265410 | 528,618         | 11,579,811      | SH                | 11,078,278 | 361,063                      | 140,          |
| ANALOGIC CORP        | COM PAR \$0    | 03265720 | 6,006           | 146,309         | SH                | 146,109    | 200                          |               |
| ANAREN INC           | COM            | 03274410 | 5,264           | 372,785         | SH                | 372,785    |                              |               |
| ANCHOR BANCORP WIS I | COM            | 03283910 | 13,795          | 554,016         | SH                | 554,016    |                              |               |
| ANDREW CORP          | COM            | 03442510 | 56,734          | 4,895,119       | SH                | 4,879,856  | 13,892                       | 1,            |
| ANDRX CORP DEL       | ANDRX GROU     | 03455310 | 17,369          | 722,515         | SH                | 718,095    | 4,420                        |               |
| ANGELICA CORP        | COM            | 03466310 | 5,377           | 244,422         | SH                | 243,842    |                              |               |
| ANHEUSER BUSCH COS I | COM            | 03522910 | 1,243,650       | 23,607,626      | SH                | 23,104,370 | 295,454                      | 207,          |
| ANIXTER INTL INC     | COM            | 03529010 | 15,376          | 594,135         | SH                | 593,815    | 320                          |               |
| ANNALY MTG MGMT INC  | COM            | 03571040 | 20,304          | 1,103,494       | SH                | 1,103,494  |                              |               |
| ANNTAYLOR STORES COR | COM            | 03611510 | 38,497          | 987,112         | SH                | 986,062    | 900                          |               |
| ANSOFT CORP          | COM            | 03638410 | 1,446           | 114,117         | SH                | 101,003    |                              | 13,           |
| ANSYS INC            | COM            | 03662Q10 | 17,730          | 446,610         | SH                | 446,510    | 100                          |               |
| ANTEON INTL CORP     | COM            | 03674E10 | 11,966          | 331,915         | SH                | 331,915    |                              |               |
| ANTHEM INC           | COM            | 03674B10 | 304,043         | 4,053,906       | SH                | 3,913,862  | 138,989                      | 1,            |
| ANTHRACITE CAP INC   | COM            | 03702310 | 8,940           | 807,619         | SH                | 801,019    | 6,600                        |               |
| ANTIGENICS INC DEL   | COM            | 03703210 | 4,880           | 430,320         | SH                | 430,220    | 100                          |               |
| ANWORTH MORTGAGE ASS | COM            | 03734710 | 8,827           | 633,668         | SH                | 631,868    |                              | 1,            |
| AO TATNEFT           | SPON ADR R     | 03737P30 | 1,303           | 57,145          | SH                | 57,145     |                              |               |
| AON CORP             | COM            | 03738910 | 711,268         | 29,710,442      | SH                | 9,468,513  | 20,231,920                   | 10,           |
| APAC CUSTOMER SERVIC | COM            | 00185E10 | 967             | 371,954         | SH                | 371,954    |                              |               |
| APACHE CORP          | COM            | 03741110 | 363,100         | 4,477,194       | SH                | 4,354,011  | 102,358                      | 20,           |
| APARTMENT INVT & MGM | CL A           | 03748R10 | 105,793         | 3,066,454       | SH                | 3,066,454  |                              |               |

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|                      |            |          |           |            |    |            |         |      |
|----------------------|------------|----------|-----------|------------|----|------------|---------|------|
| APHTON CORP          | COM        | 03759P10 | 2,159     | 359,898    | SH | 359,898    |         |      |
| APOGEE ENTERPRISES I | COM        | 03759810 | 14,668    | 1,292,292  | SH | 1,292,192  |         |      |
| APOGENT TECHNOLOGIES | COM        | 03760A10 | 28,086    | 1,219,029  | SH | 1,217,379  | 550     | 1,   |
| APOLLO GROUP INC     | CL A       | 03760410 | 283,627   | 4,182,674  | SH | 4,171,242  | 10,982  |      |
| APOLLO GROUP INC     | COM UNV PH | 03760420 | 10,351    | 150,161    | SH | 149,661    | 500     |      |
| APPLE COMPUTER INC   | COM        | 03783310 | 207,533   | 9,711,399  | SH | 9,684,779  | 23,860  | 2,   |
| APPLEBEES INTL INC   | COM        | 03789910 | 34,691    | 881,822    | SH | 856,322    | 25,500  |      |
| APPLERA CORP         | COM AP BIO | 03802010 | 142,439   | 6,877,785  | SH | 6,690,872  | 175,793 | 11,  |
| APPLERA CORP         | COM CE GEN | 03802020 | 26,201    | 1,883,580  | SH | 1,880,580  | 2,800   |      |
| APPLICA INC          | COM        | 03815A10 | 2,709     | 356,513    | SH | 356,513    |         |      |
| APPLIED FILMS CORP   | COM        | 03819710 | 7,983     | 241,748    | SH | 241,748    |         |      |
| APPLIED INDL TECHNOL | COM        | 03820C10 | 6,734     | 282,215    | SH | 279,415    | 2,800   |      |
| APPLIED MATLS INC    | COM        | 03822210 | 1,042,061 | 46,437,651 | SH | 45,233,291 | 839,767 | 364, |
| APPLIED MICRO CIRCUI | COM        | 03822W10 | 44,596    | 7,469,969  | SH | 7,453,611  | 14,338  | 2,   |
| APPLIED MOLECULAR EV | COM        | 03823E10 | 424       | 23,791     | SH | 23,791     |         |      |
| APPLIED SIGNAL TECHN | COM        | 03823710 | 3,118     | 134,524    | SH | 134,524    |         |      |
| APRIA HEALTHCARE GRO | COM        | 03793310 | 22,253    | 781,621    | SH | 781,621    |         |      |
| APTARGROUP INC       | COM        | 03833610 | 24,659    | 632,270    | SH | 476,292    | 76,228  | 79,  |
| AQUANTIVE INC        | COM        | 03839G10 | 7,928     | 773,418    | SH | 773,418    |         |      |
| Page Total           |            |          | 6,099,569 |            |    |            |         |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |            |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHA<br>OTH |
| AQUILA INC           | COM            | 03840P10 | 12,747             | 3,760,241          | SH                   | 3,756,746             | 3,015                | 48         |
| ARACRUZ CELULOSE S A | SPON ADR P     | 03849620 | 2,217              | 63,268             | SH                   | 63,268                |                      |            |
| ARAMARK CORP         | CL B           | 03852110 | 36,953             | 1,347,675          | SH                   | 1,342,405             | 3,320                | 1,95       |
| ARBITRON INC         | COM            | 03875Q10 | 22,525             | 539,909            | SH                   | 538,139               | 1,769                |            |
| ARCH CAP GROUP LTD   | ORD            | G0450A10 | 1,251              | 31,376             | SH                   | 31,376                |                      |            |
| ARCH CHEMICALS INC   | COM            | 03937R10 | 9,089              | 354,203            | SH                   | 354,103               |                      | 10         |
| ARCH COAL INC        | COM            | 03938010 | 30,340             | 973,356            | SH                   | 973,163               | 86                   | 10         |
| ARCHER DANIELS MIDLA | COM            | 03948310 | 256,500            | 16,852,829         | SH                   | 16,812,668            | 32,081               | 8,08       |
| ARCHSTONE SMITH TR   | COM            | 03958310 | 81,815             | 2,924,042          | SH                   | 2,924,042             |                      |            |
| ARCTIC CAT INC       | COM            | 03967010 | 6,923              | 283,373            | SH                   | 283,373               |                      |            |
| ARDEN GROUP INC      | CL A           | 03976210 | 2,068              | 26,679             | SH                   | 26,679                |                      |            |
| ARDEN RLTY INC       | COM            | 03979310 | 29,618             | 976,195            | SH                   | 976,195               |                      |            |
| ARENA PHARMACEUTICAL | COM            | 04004710 | 1,817              | 293,081            | SH                   | 293,081               |                      |            |
| ARGONAUT GROUP INC   | COM            | 04015710 | 6,428              | 413,672            | SH                   | 413,672               |                      |            |
| ARGOSY GAMING CO     | COM            | 04022810 | 11,555             | 444,579            | SH                   | 444,479               | 100                  |            |
| ARIAD PHARMACEUTICAL | COM            | 04033A10 | 4,908              | 658,729            | SH                   | 658,729               |                      |            |
| ARIBA INC            | COM            | 04033V10 | 13,854             | 4,618,143          | SH                   | 4,613,523             | 4,500                | 12         |
| ARKANSAS BEST CORP D | COM            | 04079010 | 11,082             | 352,266            | SH                   | 352,266               |                      |            |
| ARMOR HOLDINGS INC   | COM            | 04226010 | 17,127             | 650,962            | SH                   | 650,962               |                      |            |
| ARRIS GROUP INC      | COM            | 04269Q10 | 8,781              | 1,212,852          | SH                   | 1,212,852             |                      |            |
| ARROW ELECTRS INC    | COM            | 04273510 | 39,427             | 1,703,843          | SH                   | 1,697,483             | 6,060                | 30         |
| ARROW FINL CORP      | COM            | 04274410 | 3,765              | 135,628            | SH                   | 135,628               |                      |            |
| ARROW INTL INC       | COM            | 04276410 | 11,617             | 465,046            | SH                   | 461,046               | 4,000                |            |
| ARTESYN TECHNOLOGIES | COM            | 04312710 | 5,387              | 632,310            | SH                   | 632,310               |                      |            |
| ARTHROCARE CORP      | COM            | 04313610 | 8,646              | 352,912            | SH                   | 352,912               |                      |            |
| ARTISAN COMPONENTS I | COM            | 04292310 | 6,067              | 295,956            | SH                   | 295,456               | 500                  |            |



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|                      |           |          |           |            |    |            |         |       |
|----------------------|-----------|----------|-----------|------------|----|------------|---------|-------|
| ARVINMERITOR INC     | COM       | 04335310 | 21,463    | 889,854    | SH | 886,245    | 3,410   | 19    |
| ASBURY AUTOMOTIVE GR | COM       | 04343610 | 3,887     | 217,057    | SH | 217,057    |         |       |
| ASCENTIAL SOFTWARE C | COM NEW   | 04362P20 | 30,919    | 1,191,925  | SH | 1,188,505  | 3,370   | 5     |
| ASHLAND INC          | COM       | 04420410 | 95,750    | 2,173,171  | SH | 2,170,003  | 2,630   | 53    |
| ASHWORTH INC         | COM       | 04516H10 | 265       | 32,813     | SH | 32,813     |         |       |
| ASIAINFO HLDGS INC   | COM       | 04518A10 | 3,100     | 464,145    | SH | 464,145    |         |       |
| ASK JEEVES INC       | COM       | 04517410 | 14,423    | 795,976    | SH | 793,601    |         | 2,37  |
| ASML HLDG NV         | N Y SHS   | N0705911 | 4,507     | 224,799    | SH | 29,799     | 195,000 |       |
| ASPECT COMMUNICATION | COM       | 04523Q10 | 13,961    | 886,396    | SH | 886,396    |         |       |
| ASPECT MED SYS INC   | COM       | 04523510 | 1,734     | 151,667    | SH | 151,467    |         | 20    |
| ASPEN TECHNOLOGY INC | COM       | 04532710 | 6,351     | 619,036    | SH | 619,036    |         |       |
| ASSOCIATED BANC CORP | COM       | 04548710 | 40,605    | 948,710    | SH | 945,860    | 2,652   | 19    |
| ASSOCIATED ESTATES R | COM       | 04560410 | 2,696     | 368,768    | SH | 368,768    |         |       |
| ASTEC INDS INC       | COM       | 04622410 | 3,277     | 266,453    | SH | 266,393    |         | 6     |
| ASTORIA FINL CORP    | COM       | 04626510 | 41,240    | 1,108,613  | SH | 1,100,713  | 7,300   | 60    |
| ASTRAZENECA PLC      | SPONSORED | 04635310 | 8,869     | 183,327    | SH | 183,327    |         |       |
| ASYST TECHNOLOGY COR | COM       | 04648X10 | 13,540    | 785,392    | SH | 785,392    |         |       |
| AT RD INC            | COM       | 04648K10 | 6,543     | 491,970    | SH | 491,970    |         |       |
| AT&T CORP            | COM NEW   | 00195750 | 536,150   | 26,411,350 | SH | 26,237,003 | 152,222 | 22,12 |
| AT&T WIRELESS SVCS I | COM       | 00209A10 | 561,021   | 70,215,381 | SH | 69,581,010 | 571,091 | 63,28 |
| ATARI INC            | COM       | 04651M10 | 770       | 183,229    | SH | 183,229    |         |       |
| ATHEROGENICS INC     | COM       | 04743910 | 8,881     | 597,646    | SH | 597,646    |         |       |
| ATLANTIC COAST AIRLI | COM       | 04839610 | 7,661     | 777,741    | SH | 777,741    |         |       |
| ATMEL CORP           | COM       | 04951310 | 51,701    | 8,602,448  | SH | 8,598,268  | 3,880   | 30    |
| ATMI INC             | COM       | 00207R10 | 11,821    | 509,326    | SH | 505,226    | 4,100   |       |
| Page Total           |           |          | 2,133,643 |            |    |            |         |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETIO |                   |         |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|----------------------|-------------------|---------|
|                      |                |          |                 |                 |                   | SOLE                 | SHARED AS DEFINED | SHA OTH |
| ATMOS ENERGY CORP    | COM            | 04956010 | 22,346          | 919,580         | SH                | 919,130              | 300               | 1       |
| ATRIX LABS INC       | COM            | 04962L10 | 8,318           | 346,008         | SH                | 344,608              | 1,400             |         |
| ATWOOD OCEANICS INC  | COM            | 05009510 | 4,971           | 155,643         | SH                | 154,243              | 1,400             |         |
| AUDIOVOX CORP        | CL A           | 05075710 | 4,786           | 372,703         | SH                | 372,703              |                   |         |
| AUGUST TECHNOLOGY CO | COM            | 05106U10 | 293             | 15,726          | SH                | 15,726               |                   |         |
| AUSTRALIA&NEW ZEALAN | SPONSORED      | 05252830 | 873             | 13,059          | SH                | 13,059               |                   |         |
| AUTHENTIDATE HLDG CO | COM            | 05266610 | 300             | 25,200          | SH                | 25,200               |                   |         |
| AUTOBYTEL INC        | COM            | 05275N10 | 8,797           | 965,618         | SH                | 965,618              |                   |         |
| AUTODESK INC         | COM            | 05276910 | 69,764          | 2,838,238       | SH                | 2,825,688            | 9,850             | 2,7     |
| AUTOLIV INC          | COM            | 05280010 | 38,034          | 1,010,208       | SH                | 979,689              | 23,429            | 7,0     |
| AUTOMATIC DATA PROCE | COM            | 05301510 | 783,388         | 19,777,527      | SH                | 17,099,594           | 1,750,370         | 927,5   |
| AUTONATION INC       | COM            | 05329W10 | 123,781         | 6,738,240       | SH                | 6,721,310            | 16,290            | 6       |
| AUTOZONE INC         | COM            | 05333210 | 248,711         | 2,918,795       | SH                | 2,913,799            | 4,896             | 1       |
| AVALONBAY CMNTYS INC | COM            | 05348A10 | 63,555          | 1,329,599       | SH                | 1,329,599            |                   |         |
| AVANEX CORP          | COM            | 05348W10 | 5,086           | 1,019,331       | SH                | 1,019,143            | 188               |         |
| AVANT IMMUNOTHERAPEU | COM            | 05349110 | 2,797           | 1,020,816       | SH                | 1,020,816            |                   |         |
| AVATAR HLDGS INC     | COM            | 05349410 | 2,583           | 69,952          | SH                | 69,952               |                   |         |
| AVAYA INC            | COM            | 05349910 | 130,594         | 10,092,236      | SH                | 10,060,826           | 24,679            | 6,7     |
| AVENTIS              | SPONSORED      | 05356110 | 4,521           | 68,234          | SH                | 33,234               | 35,000            |         |
| AVERY DENNISON CORP  | COM            | 05361110 | 175,664         | 3,135,734       | SH                | 2,863,737            | 174,444           | 97,5    |

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|                      |            |          |           |            |    |            |         |  |       |
|----------------------|------------|----------|-----------|------------|----|------------|---------|--|-------|
| AVI BIOPHARMA INC    | COM        | 00234610 | 1,170     | 287,348    | SH | 287,348    |         |  |       |
| AVIALL INC NEW       | COM        | 05366B10 | 7,611     | 490,732    | SH | 490,732    |         |  |       |
| AVID TECHNOLOGY INC  | COM        | 05367P10 | 27,693    | 576,944    | SH | 576,844    |         |  | 1     |
| AVISTA CORP          | COM        | 05379B10 | 15,305    | 844,624    | SH | 844,424    |         |  | 2     |
| AVNET INC            | COM        | 05380710 | 62,430    | 2,882,259  | SH | 2,872,563  | 8,024   |  | 1,6   |
| AVOCENT CORP         | COM        | 05389310 | 21,490    | 588,434    | SH | 585,834    | 2,400   |  | 2     |
| AVON PRODS INC       | COM        | 05430310 | 428,316   | 6,346,356  | SH | 6,263,027  | 76,224  |  | 7,1   |
| AVX CORP NEW         | COM        | 00244410 | 11,181    | 672,758    | SH | 666,983    | 900     |  | 4,8   |
| AXA                  | SPONSORED  | 05453610 | 6,454     | 300,610    | SH | 105,610    | 195,000 |  |       |
| AXCELIS TECHNOLOGIES | COM        | 05454010 | 20,360    | 1,982,452  | SH | 1,981,977  | 375     |  | 1     |
| AXONYX INC           | COM        | 05461R10 | 271       | 55,557     | SH | 55,557     |         |  |       |
| AZTAR CORP           | COM        | 05480210 | 11,337    | 503,869    | SH | 503,019    |         |  | 8     |
| B A S F A G          | SPONSORED  | 05526250 | 2,682     | 48,102     | SH | 48,102     |         |  |       |
| BAKER HUGHES INC     | COM        | 05722410 | 306,855   | 9,541,516  | SH | 9,149,357  | 354,668 |  | 37,4  |
| BALDOR ELEC CO       | COM        | 05774110 | 12,738    | 557,465    | SH | 557,465    |         |  |       |
| BALDWIN & LYONS INC  | CL B       | 05775520 | 3,718     | 132,517    | SH | 132,517    |         |  |       |
| BALL CORP            | COM        | 05849810 | 91,546    | 1,536,785  | SH | 1,532,155  | 4,430   |  | 2     |
| BALLY TOTAL FITNESS  | COM        | 05873K10 | 3,560     | 508,598    | SH | 508,598    |         |  |       |
| BANCFIRST CORP       | COM        | 05945F10 | 3,662     | 63,419     | SH | 63,419     |         |  |       |
| BANCO BILBAO VIZCAYA | SPONSORED  | 05946K10 | 2,234     | 161,297    | SH | 161,297    |         |  |       |
| BANCO BRADESCO S A   | SP ADR PFD | 05946020 | 3,742     | 141,693    | SH | 141,693    |         |  |       |
| BANCO SANTANDER CENT | ADR        | 05964H10 | 2,492     | 207,495    | SH | 207,495    |         |  |       |
| BANCO SANTANDER CHIL | SP ADR REP | 05965X10 | 2,152     | 90,487     | SH | 90,487     |         |  |       |
| BANCORPSOUTH INC     | COM        | 05969210 | 18,654    | 786,407    | SH | 785,197    | 1,210   |  |       |
| BANCTRUST FINANCIAL  | COM        | 05978R10 | 1,450     | 90,530     | SH | 90,530     |         |  |       |
| BANDAG INC           | COM        | 05981510 | 15,038    | 365,004    | SH | 364,504    | 300     |  | 2     |
| BANK HAWAII CORP     | COM        | 06254010 | 32,291    | 765,198    | SH | 759,348    | 5,850   |  |       |
| BANK MUTUAL CORP NEW | COM        | 06375010 | 7,803     | 685,114    | SH | 685,114    |         |  |       |
| BANK NEW YORK INC    | COM        | 06405710 | 671,593   | 20,277,568 | SH | 20,038,576 | 181,708 |  | 57,2  |
| BANK OF AMERICA CORP | COM        | 06050510 | 3,587,000 | 44,597,782 | SH | 43,950,691 | 493,472 |  | 153,6 |
| BANK OF GRANITE CORP | COM        | 06240110 | 5,319     | 244,312    | SH | 244,312    |         |  |       |
| Page Total           |            |          | 7,087,308 |            |    |            |         |  |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| BANK OF THE OZARKS I | COM            | 06390410 | 3,473           | 154,128         | SH                | 154,128    |                              |               |
| BANK ONE CORP        | COM            | 06423A10 | 1,453,779       | 31,888,122      | SH                | 31,763,600 | 94,246                       | 30,           |
| BANK SOUTH CAROLINA  | COM            | 06506610 | 207             | 14,806          | SH                | 14,806     |                              |               |
| BANKATLANTIC BANCORP | CL A           | 06590850 | 25,794          | 1,357,597       | SH                | 1,357,597  |                              |               |
| BANKNORTH GROUP INC  | COM            | 06646R10 | 111,096         | 3,415,190       | SH                | 2,485,439  | 888,925                      | 40,           |
| BANKRATE INC         | COM            | 06646V10 | 1,044           | 84,350          | SH                | 84,350     |                              |               |
| BANKUNITED FINL CORP | CL A           | 06652B10 | 12,568          | 487,328         | SH                | 487,328    |                              |               |
| BANNER CORP          | COM            | 06652V10 | 6,020           | 239,375         | SH                | 239,375    |                              |               |
| BANTA CORP           | COM            | 06682110 | 30,907          | 763,140         | SH                | 758,120    | 4,120                        |               |
| BARCLAYS PLC         | ADR            | 06738E20 | 7,056           | 194,111         | SH                | 107,111    | 87,000                       |               |
| BARD C R INC         | COM            | 06738310 | 164,236         | 2,021,369       | SH                | 2,018,609  | 2,760                        |               |
| BARNES & NOBLE INC   | COM            | 06777410 | 107,077         | 3,259,562       | SH                | 3,254,332  | 2,530                        | 2,            |
| BARNES GROUP INC     | COM            | 06780610 | 7,331           | 226,897         | SH                | 225,897    | 1,000                        |               |
| BARR LABS INC        | COM            | 06830610 | 67,571          | 878,113         | SH                | 872,501    | 2,375                        | 3,            |

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|                      |             |          |           |             |    |             |           |      |
|----------------------|-------------|----------|-----------|-------------|----|-------------|-----------|------|
| BARRA INC            | COM         | 06831310 | 10,096    | 283,840     | SH | 283,590     | 250       |      |
| BARRICK GOLD CORP    | COM         | 06790110 | 585       | 25,745      | SH | 25,745      |           |      |
| BASSETT FURNITURE IN | COM         | 07020310 | 3,473     | 210,472     | SH | 209,832     |           |      |
| BAUSCH & LOMB INC    | COM         | 07170710 | 104,560   | 2,014,646   | SH | 2,012,136   | 2,010     |      |
| BAXTER INTL INC      | COM         | 07181310 | 622,660   | 20,401,706  | SH | 15,701,018  | 4,672,131 | 28,  |
| BAY VIEW CAP CORP DE | COM         | 07262L10 | 2,292     | 1,071,140   | SH | 1,070,940   | 200       |      |
| BAYER A G            | SPONSORED   | 07273030 | 1,450     | 49,311      | SH | 49,311      |           |      |
| BB&T CORP            | COM         | 05493710 | 529,086   | 13,692,714  | SH | 13,654,478  | 36,869    | 1,   |
| BEA SYS INC          | COM         | 07332510 | 58,382    | 4,746,486   | SH | 4,723,271   | 15,075    | 8,   |
| BEAR STEARNS COS INC | COM         | 07390210 | 200,201   | 2,504,072   | SH | 2,495,524   | 8,448     |      |
| BEARINGPOINT INC     | COM         | 07400210 | 15,777    | 1,563,640   | SH | 1,556,300   | 7,240     |      |
| BEASLEY BROADCAST GR | CL A        | 07401410 | 1,042     | 63,001      | SH | 63,001      |           |      |
| BEAZER HOMES USA INC | COM         | 07556Q10 | 22,700    | 232,440     | SH | 232,440     |           |      |
| BEBE STORES INC      | COM         | 07557110 | 2,371     | 91,221      | SH | 91,221      |           |      |
| BECKMAN COULTER INC  | COM         | 07581110 | 133,795   | 2,632,215   | SH | 2,627,741   | 1,074     | 3,   |
| BECTON DICKINSON & C | COM         | 07588710 | 467,249   | 11,357,527  | SH | 11,333,112  | 18,635    | 5,   |
| BED BATH & BEYOND IN | COM         | 07589610 | 334,464   | 7,715,437   | SH | 7,655,322   | 43,970    | 16,  |
| BEDFORD PPTY INVS IN | COM PAR \$0 | 07644630 | 10,374    | 362,354     | SH | 362,354     |           |      |
| BEI TECHNOLOGIES INC | COM         | 05538P10 | 4,826     | 241,275     | SH | 241,275     |           |      |
| BEL FUSE INC         | CL B        | 07734730 | 4,872     | 149,321     | SH | 149,321     |           |      |
| BEL FUSE INC         | CL A        | 07734720 | 307       | 10,271      | SH | 10,271      |           |      |
| BELDEN INC           | COM         | 07745910 | 9,065     | 429,848     | SH | 429,848     |           |      |
| BELLSOUTH CORP       | COM         | 07986010 | 4,160,782 | 147,024,110 | SH | 144,060,906 | 2,644,680 | 318, |
| BELO CORP            | COM SER A   | 08055510 | 38,795    | 1,368,930   | SH | 1,365,640   | 2,890     |      |
| BEMIS INC            | COM         | 08143710 | 70,519    | 1,410,382   | SH | 1,397,937   | 6,645     | 5,   |
| BENCHMARK ELECTRS IN | COM         | 08160H10 | 46,278    | 1,329,451   | SH | 1,328,251   | 1,200     |      |
| BENTLEY PHARMACEUTIC | COM         | 08265710 | 2,924     | 219,878     | SH | 219,878     |           |      |
| BERKLEY W R CORP     | COM         | 08442310 | 41,546    | 1,188,715   | SH | 1,188,275   | 440       |      |
| BERKSHIRE HATHAWAY I | CL B        | 08467020 | 472,270   | 167,769     | SH | 164,176     | 1,527     | 2,   |
| BERKSHIRE HILLS BANC | COM         | 08468010 | 3,284     | 90,719      | SH | 90,719      |           |      |
| BERRY PETE CO        | CL A        | 08578910 | 6,690     | 330,363     | SH | 330,163     | 200       |      |
| BEST BUY INC         | COM         | 08651610 | 437,968   | 8,383,761   | SH | 8,329,443   | 49,522    | 4,   |
| BEVERLY ENTERPRISES  | COM NEW     | 08785130 | 14,257    | 1,659,666   | SH | 1,659,666   |           |      |
| BG PLC               | ADR FIN IN  | 05543420 | 1,032     | 39,613      | SH | 39,613      |           |      |
| BHA GROUP HLDGS INC  | COM         | 05544610 | 1,784     | 70,942      | SH | 70,942      |           |      |
| BHP BILLITON LTD     | SPONSORED   | 08860610 | 1,555     | 85,167      | SH | 85,167      |           |      |
| BIG 5 SPORTING GOODS | COM         | 08915P10 | 4,750     | 226,730     | SH | 226,730     |           |      |
| Page Total           |             |          | 9,842,223 |             |    |             |           |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | SOLE      | INVESTMENT DISCR  |         |
|----------------------|----------------|----------|-----------------|-----------------|---------------|-----------|-------------------|---------|
|                      |                |          |                 |                 |               |           | SHARED AS DEFINED | SHA OTH |
| BIG LOTS INC         | COM            | 08930210 | 39,421          | 2,774,198       | SH            | 2,770,288 | 3,810             | 1       |
| BIO RAD LABS INC     | CL A           | 09057220 | 11,701          | 202,896         | SH            | 202,896   |                   |         |
| BIOGEN IDEC INC      | COM            | 09062X10 | 339,912         | 9,261,902       | SH            | 8,408,747 | 836,172           | 16,9    |
| BIOLASE TECHNOLOGY I | COM            | 09091110 | 5,601           | 337,412         | SH            | 337,412   |                   |         |
| BIOMARIN PHARMACEUTI | COM            | 09061G10 | 8,918           | 1,149,251       | SH            | 1,149,251 |                   |         |
| BIOMET INC           | COM            | 09061310 | 252,131         | 6,961,088       | SH            | 6,934,704 | 24,954            | 1,4     |
| BIOPURE CORP         | CL A           | 09065H10 | 1,273           | 519,493         | SH            | 514,493   | 3,000             | 2,0     |
| BIORELIANCE CORP     | COM            | 09095110 | 5,262           | 110,051         | SH            | 110,051   |                   |         |

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|                      |            |          |           |            |    |            |            |      |  |
|----------------------|------------|----------|-----------|------------|----|------------|------------|------|--|
| BIOSITE INC          | COM        | 09094510 | 6,268     | 216,501    | SH | 215,501    | 1,000      |      |  |
| BIOVAIL CORP         | COM        | 09067J10 | 3,808     | 177,207    | SH | 177,207    |            |      |  |
| BISYS GROUP INC      | COM        | 05547210 | 22,592    | 1,518,282  | SH | 1,516,762  | 1,320      | 2    |  |
| BJ SVCS CO           | COM        | 05548210 | 155,060   | 4,319,215  | SH | 4,311,185  | 6,350      | 1,6  |  |
| BJS WHOLESALE CLUB I | COM        | 05548J10 | 37,899    | 1,650,637  | SH | 1,644,819  | 5,718      | 1    |  |
| BKF CAP GROUP INC    | COM        | 05548G10 | 878       | 35,586     | SH | 35,586     |            |      |  |
| BLACK & DECKER CORP  | COM        | 09179710 | 135,198   | 2,741,235  | SH | 2,732,925  | 8,210      | 1    |  |
| BLACK BOX CORP DEL   | COM        | 09182610 | 13,884    | 301,432    | SH | 301,432    |            |      |  |
| BLACK HILLS CORP     | COM        | 09211310 | 19,815    | 664,255    | SH | 659,505    | 4,650      | 1    |  |
| BLACKROCK INC        | CL A       | 09247X10 | 10,013    | 188,542    | SH | 188,542    |            |      |  |
| BLAIR CORP           | COM        | 09282810 | 4,239     | 174,178    | SH | 174,178    |            |      |  |
| BLOCK H & R INC      | COM        | 09367110 | 282,600   | 5,103,851  | SH | 5,059,750  | 30,310     | 13,7 |  |
| BLOCKBUSTER INC      | CL A       | 09367910 | 9,410     | 524,210    | SH | 523,860    | 350        |      |  |
| BLOUNT INTL INC NEW  | COM        | 09518010 | 412       | 52,297     | SH | 52,297     |            |      |  |
| BLUE RHINO CORP      | COM        | 09581110 | 2,473     | 178,006    | SH | 177,106    |            | 9    |  |
| BLYTH INC            | COM        | 09643P10 | 15,979    | 495,936    | SH | 494,440    | 1,496      |      |  |
| BMC SOFTWARE INC     | COM        | 05592110 | 138,723   | 7,438,218  | SH | 7,417,614  | 16,734     | 3,8  |  |
| BOB EVANS FARMS INC  | COM        | 09676110 | 23,505    | 724,132    | SH | 722,432    | 1,700      |      |  |
| BOC GROUP PLC        | SPONSORED  | 05561760 | 361       | 11,617     | SH | 11,617     |            |      |  |
| BOCA RESORTS INC     | CL A       | 09688T10 | 6,459     | 431,740    | SH | 431,240    | 500        |      |  |
| BOEING CO            | COM        | 09702310 | 3,857,876 | 91,549,016 | SH | 30,182,288 | 61,337,460 | 29,2 |  |
| BOISE CASCADE CORP   | COM        | 09738310 | 104,869   | 3,191,379  | SH | 2,152,317  | 1,038,729  | 3    |  |
| BOK FINL CORP        | COM NEW    | 05561Q20 | 7,920     | 204,545    | SH | 204,218    | 327        |      |  |
| BOMBAY CO INC        | COM        | 09792410 | 4,728     | 580,807    | SH | 580,807    |            |      |  |
| BONE CARE INTL INC   | COM        | 09807210 | 2,054     | 161,233    | SH | 161,233    |            |      |  |
| BORDERS GROUP INC    | COM        | 09970910 | 33,030    | 1,506,860  | SH | 1,503,560  | 3,000      | 3    |  |
| BORG WARNER INC      | COM        | 09972410 | 36,445    | 428,414    | SH | 426,174    | 2,040      | 2    |  |
| BORLAND SOFTWARE COR | COM        | 09984910 | 13,615    | 1,399,302  | SH | 1,396,102  | 3,200      |      |  |
| BOSTON BEER INC      | CL A       | 10055710 | 2,705     | 149,128    | SH | 134,958    | 14,170     |      |  |
| BOSTON COMMUNICATION | COM        | 10058210 | 2,633     | 283,423    | SH | 283,423    |            |      |  |
| BOSTON PRIVATE FINL  | COM        | 10111910 | 9,034     | 363,686    | SH | 362,686    |            | 1,0  |  |
| BOSTON PROPERTIES IN | COM        | 10112110 | 80,585    | 1,672,236  | SH | 1,672,236  |            |      |  |
| BOSTON SCIENTIFIC CO | COM        | 10113710 | 778,162   | 21,168,723 | SH | 21,116,201 | 48,600     | 3,9  |  |
| BOTTOMLINE TECH DEL  | COM        | 10138810 | 268       | 29,796     | SH | 29,796     |            |      |  |
| BOWATER INC          | COM        | 10218310 | 36,928    | 797,418    | SH | 793,878    | 540        | 3,0  |  |
| BOWNE & CO INC       | COM        | 10304310 | 7,921     | 584,153    | SH | 584,153    |            |      |  |
| BOYD GAMING CORP     | COM        | 10330410 | 12,652    | 783,885    | SH | 783,885    |            |      |  |
| BOYDS COLLECTION LTD | COM        | 10335410 | 1,400     | 329,365    | SH | 329,365    |            |      |  |
| BOYKIN LODGING CO    | COM        | 10343010 | 4,837     | 528,592    | SH | 528,592    |            |      |  |
| BP PLC               | SPONSORED  | 05562210 | 3,018,407 | 61,163,264 | SH | 61,063,951 | 99,313     |      |  |
| BP PRUDHOE BAY RTY T | UNIT BEN I | 05563010 | 683       | 23,967     | SH | 23,967     |            |      |  |
| BRADLEY PHARMACEUTIC | COM        | 10457610 | 8,686     | 341,577    | SH | 341,577    |            |      |  |
| BRADY CORP           | CL A       | 10467410 | 14,076    | 345,413    | SH | 343,513    | 1,800      | 1    |  |
| Page Total           |            |          | 9,593,307 |            |    |            |            |      |  |

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| NAME OF ISSUER     | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE    | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|--------------------|----------------|----------|-----------------|-----------------|-------------------|---------|------------------------------|---------------|
| BRANDYWINE RLTY TR | SH BEN INT     | 10536820 | 25,002          | 933,967         | SH                | 933,967 |                              |               |
| BRASCAN CORP       | CL A LTD V     | 10549P60 | 599             | 19,605          | SH                | 19,605  |                              |               |

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|                       |            |          |           |            |    |            |           |        |
|-----------------------|------------|----------|-----------|------------|----|------------|-----------|--------|
| BRASIL TELECOM PARTI  | SPON ADR P | 10553010 | 1,035     | 27,381     | SH | 27,381     |           |        |
| BRE PROPERTIES INC    | CL A       | 05564E10 | 26,012    | 778,812    | SH | 778,812    |           |        |
| BRIGGS & STRATTON CO  | COM        | 10904310 | 40,953    | 607,605    | SH | 607,105    | 500       |        |
| BRIGHT HORIZON FAMIL  | COM        | 10919510 | 9,057     | 215,654    | SH | 206,649    | 9,005     |        |
| BRIGHTPOINT INC       | COM NEW    | 10947340 | 945       | 54,774     | SH | 54,774     |           |        |
| BRINKER INTL INC      | COM        | 10964110 | 48,638    | 1,466,781  | SH | 1,452,913  | 10,606    | 3,     |
| BRINKS CO             | COM        | 10969610 | 29,804    | 1,318,180  | SH | 1,317,200  | 980       |        |
| BRISTOL MYERS SQUIBB  | COM        | 11012210 | 1,518,357 | 53,089,403 | SH | 51,431,362 | 860,312   | 797,   |
| BRITISH AMERN TOB PL  | SPONSORED  | 11044810 | 32,700    | 1,181,769  | SH | 31,395     | 1,150,374 |        |
| BRITISH SKY BROADCAST | SPONSORED  | 11101310 | 4,366     | 85,709     | SH | 19,709     | 66,000    |        |
| BROADCOM CORP         | CL A       | 11132010 | 248,803   | 7,313,422  | SH | 7,298,532  | 14,630    |        |
| BROADVISION INC       | COM NEW    | 11141260 | 1,632     | 383,037    | SH | 383,022    |           |        |
| BROCADE COMMUNICATIO  | COM        | 11162110 | 16,378    | 2,833,552  | SH | 2,820,767  | 12,365    |        |
| BROOKFIELD HOMES COR  | COM        | 11272310 | 7,289     | 282,846    | SH | 282,846    |           |        |
| BROOKFIELD PPTYS COR  | COM        | 11290010 | 348       | 12,122     | SH | 12,122     |           |        |
| BROOKLINE BANCORP IN  | COM        | 11373M10 | 15,397    | 1,003,747  | SH | 1,003,747  |           |        |
| BROOKS AUTOMATION IN  | COM        | 11434010 | 18,407    | 775,378    | SH | 768,738    | 3,845     | 2,     |
| BROOKSTONE INC        | COM        | 11453710 | 4,601     | 215,915    | SH | 215,915    |           |        |
| BROOKTROUT INC        | COM        | 11458010 | 344       | 27,289     | SH | 27,289     |           |        |
| BROWN & BROWN INC     | COM        | 11523610 | 30,306    | 929,337    | SH | 927,937    | 1,400     |        |
| BROWN FORMAN CORP     | CL B       | 11563720 | 123,172   | 1,318,049  | SH | 1,315,059  | 2,990     |        |
| BROWN SHOE INC NEW    | COM        | 11573610 | 12,854    | 338,889    | SH | 338,789    |           |        |
| BROWN TOM INC         | COM NEW    | 11566020 | 20,077    | 622,551    | SH | 622,451    |           |        |
| BRT RLTY TR           | SH BEN INT | 05564530 | 1,874     | 64,945     | SH | 64,945     |           |        |
| BRUKER BIOSCIENCES C  | COM        | 11679410 | 1,672     | 367,430    | SH | 361,630    | 5,800     |        |
| BRUNSWICK CORP        | COM        | 11704310 | 81,001    | 2,544,801  | SH | 2,539,246  | 4,280     | 1,     |
| BRUSH ENGINEERED MAT  | COM        | 11742110 | 3,151     | 205,789    | SH | 205,789    |           |        |
| BRYN MAWR BK CORP     | COM        | 11766510 | 2,670     | 110,786    | SH | 109,986    | 800       |        |
| BSB BANCORP           | COM        | 05565210 | 6,015     | 152,277    | SH | 152,177    | 100       |        |
| BT GROUP PLC          | ADR        | 05577E10 | 1,290     | 37,688     | SH | 37,688     |           |        |
| BUCKEYE PARTNERS L P  | UNIT LTD P | 11823010 | 1,828     | 40,300     | SH | 30,500     | 8,800     | 1,     |
| BUCKEYE TECHNOLOGIES  | COM        | 11825510 | 4,596     | 457,308    | SH | 457,308    |           |        |
| BUCKLE INC            | COM        | 11844010 | 3,006     | 135,703    | SH | 135,603    | 100       |        |
| BUILDING MATLS HLDG   | COM        | 12011310 | 2,951     | 189,990    | SH | 189,990    |           |        |
| BUNGE LIMITED         | COM        | G1696210 | 4,590     | 139,425    | SH | 139,425    |           |        |
| BURLINGTON COAT FACT  | COM        | 12157910 | 8,434     | 398,595    | SH | 388,629    | 9,966     |        |
| BURLINGTON NORTHN SA  | COM        | 12189T10 | 392,626   | 12,136,826 | SH | 11,923,190 | 180,088   | 33,    |
| BURLINGTON RES INC    | COM        | 12201410 | 307,225   | 5,547,574  | SH | 5,467,439  | 71,776    | 8,     |
| BUTLER MFG CO DEL     | COM        | 12365510 | 237       | 10,781     | SH | 10,781     |           |        |
| C & F FINL CORP       | COM        | 12466Q10 | 2,159     | 54,393     | SH | 54,393     |           |        |
| C COR NET CORP        | COM        | 12501010 | 6,460     | 580,385    | SH | 580,385    |           |        |
| C D I CORP            | COM        | 12507110 | 7,742     | 236,396    | SH | 236,096    | 300       |        |
| C D W CORP            | COM        | 12512N10 | 66,325    | 1,148,285  | SH | 1,143,850  | 2,510     | 1,     |
| C H ROBINSON WORLDWI  | COM        | 12541W10 | 39,346    | 1,037,878  | SH | 1,034,428  | 3,150     |        |
| C&D TECHNOLOGIES INC  | COM        | 12466110 | 7,691     | 401,223    | SH | 401,223    |           |        |
| CABLE & WIRELESS PUB  | SPONSORED  | 12683020 | 304       | 43,404     | SH | 43,404     |           |        |
| CABLE DESIGN TECHNOL  | COM        | 12692410 | 6,969     | 775,211    | SH | 775,211    |           |        |
| CABLEVISION SYS CORP  | CL A NY CA | 12686C10 | 28,027    | 1,198,255  | SH | 1,187,168  | 6,790     | 4,     |
| CABOT CORP            | COM        | 12705510 | 304,205   | 9,554,187  | SH | 852,508    | 7,641,940 | 1,059, |
| Page Total            |            |          | 3,529,469 |            |    |            |           |        |

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INVESTMENT DISCR

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | SOLE       | SHARED AS DEFINED | SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|---------------|------------|-------------------|---------|
| CABOT MICROELECTRONI | COM            | 12709P10 | 32,909          | 671,621         | SH            | 422,140    | 24,006            | 225,47  |
| CABOT OIL & GAS CORP | COM            | 12709710 | 25,627          | 873,147         | SH            | 847,794    | 6,985             | 18,36   |
| CACI INTL INC        | CL A           | 12719030 | 32,158          | 661,423         | SH            | 661,423    |                   |         |
| CADBURY SCHWEPPE PL  | ADR            | 12720930 | 725             | 24,271          | SH            | 24,271     |                   |         |
| CADENCE DESIGN SYSTE | COM            | 12738710 | 111,746         | 6,215,006       | SH            | 6,136,106  | 77,320            | 1,58    |
| CADMUS COMMUNICATION | COM            | 12758710 | 460             | 35,415          | SH            | 35,415     |                   |         |
| CAL DIVE INTL INC    | COM            | 12791410 | 14,756          | 611,755         | SH            | 610,755    | 1,000             |         |
| CALGON CARBON CORP   | COM            | 12960310 | 3,658           | 589,043         | SH            | 589,043    |                   |         |
| CALIFORNIA AMPLIFIER | COM            | 12990010 | 238             | 16,889          | SH            | 16,556     | 333               |         |
| CALIFORNIA FIRST NTN | COM            | 13022210 | 283             | 20,020          | SH            | 20,020     |                   |         |
| CALIFORNIA PIZZA KIT | COM            | 13054D10 | 5,271           | 261,845         | SH            | 261,745    |                   | 10      |
| CALIFORNIA WTR SVC G | COM            | 13078810 | 7,302           | 266,486         | SH            | 263,086    | 3,400             |         |
| CALLAWAY GOLF CO     | COM            | 13119310 | 23,949          | 1,421,277       | SH            | 1,420,107  | 1,170             |         |
| CALLON PETE CO DEL   | COM            | 13123X10 | 204             | 19,661          | SH            | 19,661     |                   |         |
| CALPINE CORP         | COM            | 13134710 | 53,324          | 11,086,093      | SH            | 11,054,643 | 21,250            | 10,20   |
| CAMBREX CORP         | COM            | 13201110 | 8,958           | 354,640         | SH            | 354,380    | 160               | 10      |
| CAMCO FINL CORP      | COM            | 13261810 | 2,345           | 135,311         | SH            | 135,311    |                   |         |
| CAMDEN NATL CORP     | COM            | 13303410 | 4,058           | 133,651         | SH            | 133,051    | 600               |         |
| CAMDEN PPTY TR       | SH BEN INT     | 13313110 | 35,024          | 790,618         | SH            | 790,618    |                   |         |
| CAMPBELL SOUP CO     | COM            | 13442910 | 264,827         | 9,881,600       | SH            | 9,839,782  | 32,626            | 9,19    |
| CANADIAN NATL RY CO  | COM            | 13637510 | 751             | 11,861          | SH            | 11,861     |                   |         |
| CANADIAN PAC RY LTD  | COM            | 13645T10 | 561             | 19,939          | SH            | 19,939     |                   |         |
| CANDELA CORP         | COM            | 13690710 | 2,538           | 139,597         | SH            | 138,797    |                   | 80      |
| CANON INC            | ADR            | 13800630 | 11,889          | 249,564         | SH            | 162,564    | 87,000            |         |
| CANTEL MEDICAL CORP  | COM            | 13809810 | 1,566           | 96,726          | SH            | 96,726     |                   |         |
| CAPITAL AUTOMOTIVE R | COM SH BEN     | 13973310 | 25,876          | 808,630         | SH            | 808,630    |                   |         |
| CAPITAL CITY BK GROU | COM            | 13967410 | 6,434           | 139,902         | SH            | 139,902    |                   |         |
| CAPITAL CORP OF THE  | COM            | 14006510 | 3,125           | 79,060          | SH            | 79,060     |                   |         |
| CAPITAL ONE FINL COR | COM            | 14040H10 | 413,672         | 6,749,419       | SH            | 6,698,809  | 36,860            | 13,75   |
| CAPITAL SOUTHWEST CO | COM            | 14050110 | 1,405           | 22,660          | SH            | 22,660     |                   |         |
| CAPITALSOURCE INC    | COM            | 14055X10 | 470             | 21,700          | SH            | 21,700     |                   |         |
| CAPITOL BANCORP LTD  | COM            | 14056D10 | 4,322           | 152,189         | SH            | 152,189    |                   |         |
| CAPITOL FED FINL     | COM            | 14057C10 | 11,078          | 307,128         | SH            | 303,688    | 3,440             |         |
| CAPSTEAD MTG CORP    | COM NO PAR     | 14067E50 | 2,820           | 168,043         | SH            | 167,993    |                   | 5       |
| CAPTIVA SOFTWARE COR | COM            | 14073T10 | 244             | 19,260          | SH            | 19,260     |                   |         |
| CARAUSTAR INDS INC   | COM            | 14090910 | 13,924          | 1,009,002       | SH            | 504,746    | 504,256           |         |
| CARBO CERAMICS INC   | COM            | 14078110 | 12,285          | 239,699         | SH            | 238,899    | 800               |         |
| CARDIAC SCIENCE INC  | COM NEW        | 14141020 | 3,342           | 837,490         | SH            | 837,490    |                   |         |
| CARDINAL HEALTH INC  | COM            | 14149Y10 | 790,878         | 12,931,294      | SH            | 12,421,826 | 426,479           | 82,98   |
| CARDIODYNAMICS INTL  | COM            | 14159710 | 3,424           | 573,490         | SH            | 573,490    |                   |         |
| CAREER EDUCATION COR | COM            | 14166510 | 53,045          | 1,317,897       | SH            | 1,314,707  | 3,190             |         |
| CAREMARK RX INC      | COM            | 14170510 | 96,221          | 3,798,679       | SH            | 3,179,949  | 606,462           | 12,26   |
| CARLISLE COS INC     | COM            | 14233910 | 48,436          | 795,859         | SH            | 794,871    | 988               |         |
| CARLTON COMMUNICATIO | ADR            | 14287220 | 396             | 19,596          | SH            | 19,596     |                   |         |
| CARMAX INC           | COM            | 14313010 | 49,470          | 1,599,423       | SH            | 1,593,913  | 5,120             | 39      |
| CARMIKE CINEMAS INC  | COM            | 14343640 | 1,544           | 44,294          | SH            | 44,294     |                   |         |
| CARNIVAL CORP        | PAIRED CTF     | 14365830 | 464,475         | 11,690,781      | SH            | 11,609,192 | 75,359            | 6,23    |
| CARPENTER TECHNOLOGY | COM            | 14428510 | 15,928          | 538,648         | SH            | 537,248    | 1,400             |         |
| CARRAMERICA RLTY COR | COM            | 14441810 | 30,919          | 1,038,254       | SH            | 1,038,254  |                   |         |
| CARREKER CORP        | COM            | 14443310 | 710             | 50,649          | SH            | 50,649     |                   |         |
| CARRIAGE SVCS INC    | COM            | 14390510 | 205             | 55,400          | SH            | 55,400     |                   |         |
| Page Total           |                |          | 2,699,774       |                 |               |            |                   |         |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>PRN CALL | SOLE       | INVESTMENT           | DISCR      |
|----------------------|----------------|----------|--------------------|--------------------|-------------------------|------------|----------------------|------------|
|                      |                |          |                    |                    |                         |            | SHARED AS<br>DEFINED | SHA<br>OTH |
| CARRIER ACCESS CORP  | COM            | 14446010 | 245                | 19,523             | SH                      | 19,523     |                      |            |
| CARRINGTON LABS INC  | COM            | 14452510 | 215                | 52,300             | SH                      | 52,300     |                      |            |
| CARTER INC           | COM            | 14622910 | 698                | 27,434             | SH                      | 26,554     |                      | 88         |
| CASCADE BANCORP      | COM            | 14715410 | 3,777              | 196,087            | SH                      | 196,087    |                      |            |
| CASCADE CORP         | COM            | 14719510 | 4,107              | 184,190            | SH                      | 184,190    |                      |            |
| CASCADE NAT GAS CORP | COM            | 14733910 | 4,052              | 192,151            | SH                      | 191,451    |                      | 70         |
| CASELLA WASTE SYS IN | CL A           | 14744810 | 3,315              | 242,176            | SH                      | 242,156    |                      | 2          |
| CASEYS GEN STORES IN | COM            | 14752810 | 13,933             | 788,956            | SH                      | 787,496    | 720                  | 74         |
| CASH AMER INTL INC   | COM            | 14754D10 | 10,447             | 493,246            | SH                      | 493,246    |                      |            |
| CASUAL MALE RETAIL G | COM            | 14871110 | 3,628              | 522,713            | SH                      | 522,713    |                      |            |
| CATALINA MARKETING C | COM            | 14886710 | 17,228             | 854,580            | SH                      | 854,580    |                      |            |
| CATAPULT COMMUNICATI | COM            | 14901610 | 1,246              | 85,922             | SH                      | 85,922     |                      |            |
| CATELLUS DEV CORP NE | COM            | 14911310 | 22,662             | 939,559            | SH                      | 939,559    |                      |            |
| CATERPILLAR INC DEL  | COM            | 14912310 | 1,163,924          | 14,019,805         | SH                      | 13,920,483 | 72,365               | 26,95      |
| CATHAY GENERAL BANCO | COM            | 14915010 | 20,118             | 359,184            | SH                      | 359,099    | 85                   |            |
| CATO CORP NEW        | CL A           | 14920510 | 6,788              | 331,123            | SH                      | 331,123    |                      |            |
| CAVALRY BANCORP INC  | COM            | 14954710 | 1,511              | 85,474             | SH                      | 85,474     |                      |            |
| CB BANCSHARES INC HA | COM            | 12478510 | 4,410              | 70,429             | SH                      | 70,329     | 100                  |            |
| CBL & ASSOC PPTYS IN | COM            | 12483010 | 23,160             | 409,918            | SH                      | 409,918    |                      |            |
| CBRL GROUP INC       | COM            | 12489V10 | 77,429             | 2,022,697          | SH                      | 2,018,697  | 3,800                | 20         |
| CCBT FINL COS INC    | COM            | 12500Q10 | 5,720              | 163,664            | SH                      | 148,412    | 14,852               | 40         |
| CCC INFORMATION SVCS | COM            | 12487Q10 | 3,615              | 213,894            | SH                      | 213,894    |                      |            |
| CCF HLDG CO          | COM            | 12487X10 | 253                | 11,250             | SH                      | 11,250     |                      |            |
| CDN IMPERIAL BK OF C | COM            | 13606910 | 980                | 19,605             | SH                      | 19,605     |                      |            |
| CEC ENTMT INC        | COM            | 12513710 | 22,216             | 468,787            | SH                      | 468,627    | 160                  |            |
| CEDAR FAIR L P       | DEPOSITRY      | 15018510 | 2,019              | 65,662             | SH                      | 52,462     | 8,200                | 5,00       |
| CELANESE AG          | ORD            | D1497A10 | 41,328             | 1,015,683          | SH                      | 2,653      | 1,013,030            |            |
| CELESTICA INC        | SUB VTG SH     | 15101Q10 | 1,281              | 85,024             | SH                      | 85,024     |                      |            |
| CELGENE CORP         | COM            | 15102010 | 42,540             | 947,853            | SH                      | 926,078    | 20,305               | 1,47       |
| CELL GENESYS INC     | COM            | 15092110 | 8,132              | 635,781            | SH                      | 635,681    |                      | 10         |
| CELL THERAPEUTICS IN | COM            | 15093410 | 5,917              | 682,470            | SH                      | 682,470    |                      |            |
| CELLSTAR CORP        | COM NEW        | 15092520 | 290                | 22,950             | SH                      | 22,950     |                      |            |
| CELLTECH GROUP PLC   | SPONSORED      | 15115810 | 248                | 18,542             | SH                      | 18,542     |                      |            |
| CEMEX S A            | SPON ADR 5     | 15129088 | 3,451              | 131,713            | SH                      | 131,713    |                      |            |
| CENDANT CORP         | COM            | 15131310 | 616,695            | 27,691,737         | SH                      | 27,600,385 | 86,417               | 4,93       |
| CENTENE CORP DEL     | COM            | 15135B10 | 8,949              | 319,510            | SH                      | 319,510    |                      |            |
| CENTENNIAL COMMUNCTN | CL A NEW       | 15133V20 | 1,162              | 220,879            | SH                      | 220,879    |                      |            |
| CENTER BANCORP INC   | COM            | 15140810 | 2,269              | 115,463            | SH                      | 115,463    |                      |            |
| CENTER FINL CORP CAL | COM            | 15146E10 | 1,783              | 65,437             | SH                      | 65,437     |                      |            |
| CENTERPOINT ENERGY I | COM            | 15189T10 | 86,836             | 8,961,420          | SH                      | 8,931,714  | 25,314               | 4,39       |
| CENTERPOINT PPTYS TR | COM            | 15189510 | 32,748             | 437,225            | SH                      | 437,225    |                      |            |
| CENTEX CONSTRUCTION  | COM            | 15231R10 | 7,362              | 122,144            | SH                      | 121,944    | 200                  |            |
| CENTEX CORP          | COM            | 15231210 | 186,439            | 1,731,901          | SH                      | 1,726,561  | 4,940                | 40         |
| CENTILLIUM COMMUNICA | COM            | 15231910 | 4,222              | 751,201            | SH                      | 750,801    | 400                  |            |
| CENTRAL COAST BANCOR | COM            | 15314510 | 2,264              | 125,574            | SH                      | 125,574    |                      |            |
| CENTRAL EUROPEAN DIS | COM            | 15343510 | 4,102              | 129,818            | SH                      | 129,818    |                      |            |
| CENTRAL GARDEN & PET | COM            | 15352710 | 7,354              | 262,371            | SH                      | 262,371    |                      |            |
| CENTRAL PAC FINL COR | COM            | 15476010 | 8,530              | 283,965            | SH                      | 283,965    |                      |            |
| CENTRAL PKG CORP     | COM            | 15478510 | 5,031              | 336,940            | SH                      | 333,820    | 2,600                | 52         |
| CENTRAL VT PUB SVC C | COM            | 15577110 | 7,084              | 301,459            | SH                      | 300,819    |                      | 64         |
| CENTURY ALUM CO      | COM            | 15643110 | 4,921              | 258,848            | SH                      | 258,848    |                      |            |
| Page Total           |                |          | 2,508,635          |                    |                         |            |                      |            |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| CENTURY BANCORP INC  | CL A NON V     | 15643210 | 3,632           | 102,438         | SH                | 48,438     |                              | 54,0          |
| CENTURY BUSINESS SVC | COM            | 15649010 | 5,473           | 1,224,295       | SH                | 1,174,295  | 50,000                       |               |
| CENTURYTEL INC       | COM            | 15670010 | 141,368         | 4,333,776       | SH                | 4,210,486  | 92,505                       | 30,7          |
| CEPHALON INC         | COM            | 15670810 | 30,279          | 625,479         | SH                | 619,419    | 5,290                        | 7             |
| CEPHEID              | COM            | 15670R10 | 4,879           | 509,321         | SH                | 509,321    |                              |               |
| CERADYNE INC         | COM            | 15671010 | 4,662           | 136,879         | SH                | 136,879    |                              |               |
| CERIDIAN CORP NEW    | COM            | 15677910 | 43,125          | 2,059,462       | SH                | 2,055,442  | 3,720                        | 3             |
| CERNER CORP          | COM            | 15678210 | 20,811          | 549,839         | SH                | 549,639    | 200                          |               |
| CERTEGY INC          | COM            | 15688010 | 30,278          | 923,119         | SH                | 920,909    | 1,950                        | 2             |
| CERUS CORP           | COM            | 15708510 | 1,121           | 247,003         | SH                | 243,103    | 3,900                        |               |
| CEVA INC             | COM            | 15721010 | 2,338           | 224,621         | SH                | 224,588    |                              |               |
| CFS BANCORP INC      | COM            | 12525D10 | 2,595           | 175,329         | SH                | 175,329    |                              |               |
| CH ENERGY GROUP INC  | COM            | 12541M10 | 11,722          | 249,935         | SH                | 248,559    | 1,266                        | 1             |
| CHAMPION ENTERPRISES | COM            | 15849610 | 9,689           | 1,384,150       | SH                | 1,384,050  |                              | 1             |
| CHARLES RIV LABS INT | COM            | 15986410 | 20,660          | 601,802         | SH                | 597,962    | 3,640                        | 2             |
| CHARLES RIVER ASSOCI | COM            | 15985210 | 4,332           | 135,421         | SH                | 135,421    |                              |               |
| CHARLOTTE RUSSE HLDG | COM            | 16104810 | 2,645           | 191,543         | SH                | 191,543    |                              |               |
| CHARMING SHOPPES INC | COM            | 16113310 | 10,019          | 1,828,300       | SH                | 1,828,300  |                              |               |
| CHARTER COMMUNICATIO | CL A           | 16117M10 | 17,300          | 4,303,387       | SH                | 4,301,292  | 2,095                        |               |
| CHARTER FINL CORP WE | COM            | 16122M10 | 2,983           | 78,506          | SH                | 78,506     |                              |               |
| CHARTER ONE FINL INC | COM            | 16090310 | 219,457         | 6,351,869       | SH                | 6,191,707  | 124,738                      | 35,4          |
| CHARTERMAC           | SH BEN INT     | 16090810 | 14,333          | 678,341         | SH                | 678,321    |                              |               |
| CHATTEM INC          | COM            | 16245610 | 4,060           | 226,803         | SH                | 225,303    | 1,500                        |               |
| CHECK POINT SOFTWARE | ORD            | M2246510 | 2,216           | 131,428         | SH                | 131,428    |                              |               |
| CHECKERS DRIVE-IN RE | COM NEW        | 16280930 | 603             | 57,900          | SH                | 57,900     |                              |               |
| CHECKFREE CORP NEW   | COM            | 16281310 | 52,115          | 1,884,796       | SH                | 1,877,236  | 5,225                        | 2,3           |
| CHECKPOINT SYS INC   | COM            | 16282510 | 19,127          | 1,011,467       | SH                | 1,009,967  | 1,500                        |               |
| CHEESECAKE FACTORY I | COM            | 16307210 | 31,739          | 720,691         | SH                | 715,221    | 5,320                        | 1             |
| CHELSEA PPTY GROUP I | COM            | 16342110 | 43,512          | 793,869         | SH                | 793,869    |                              |               |
| CHEMICAL FINL CORP   | COM            | 16373110 | 14,095          | 387,322         | SH                | 387,322    |                              |               |
| CHEROKEE INC DEL NEW | COM            | 16444H10 | 2,498           | 110,253         | SH                | 98,453     | 11,800                       |               |
| CHESAPEAKE CORP      | COM            | 16515910 | 6,834           | 258,081         | SH                | 257,801    | 200                          |               |
| CHESAPEAKE ENERGY CO | COM            | 16516710 | 25,888          | 1,906,347       | SH                | 1,904,517  | 1,830                        |               |
| CHESAPEAKE UTILS COR | COM            | 16530310 | 2,625           | 100,753         | SH                | 94,253     | 6,500                        |               |
| CHEVRONTEXACO CORP   | COM            | 16676410 | 3,373,068       | 39,044,662      | SH                | 31,536,187 | 7,338,116                    | 170,3         |
| CHICAGO MERCANTILE H | CL A           | 16776010 | 6,019           | 83,175          | SH                | 83,025     | 150                          |               |
| CHICAGO PIZZA & BREW | COM            | 16788910 | 2,399           | 160,813         | SH                | 160,813    |                              |               |
| CHICOS FAS INC       | COM            | 16861510 | 45,013          | 1,218,206       | SH                | 1,211,396  | 4,630                        | 2,1           |
| CHILDRENS PL RETAIL  | COM            | 16890510 | 6,863           | 256,742         | SH                | 256,742    |                              |               |
| CHIPPAC INC          | CL A           | 16965710 | 6,767           | 891,574         | SH                | 891,574    |                              |               |
| CHIQUITA BRANDS INTL | COM            | 17003280 | 16,421          | 728,836         | SH                | 728,836    |                              |               |
| CHIRON CORP          | COM            | 17004010 | 253,562         | 4,450,021       | SH                | 4,434,947  | 13,153                       | 1,9           |
| CHITTENDEN CORP      | COM            | 17022810 | 25,992          | 772,665         | SH                | 730,667    | 14,610                       | 27,3          |
| CHOICE HOTELS INTL I | COM            | 16990510 | 21,692          | 615,373         | SH                | 613,023    | 2,200                        | 1             |
| CHOICEPOINT INC      | COM            | 17038810 | 51,879          | 1,362,018       | SH                | 1,356,316  | 3,387                        | 2,3           |
| CHOLESTECH CORP      | COM            | 17039310 | 1,567           | 205,112         | SH                | 205,012    | 100                          |               |



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|                      |     |          |           |           |    |           |        |      |
|----------------------|-----|----------|-----------|-----------|----|-----------|--------|------|
| CHORDIANT SOFTWARE I | COM | 17040410 | 251       | 46,012    | SH | 46,012    |        |      |
| CHRISTOPHER & BANKS  | COM | 17104610 | 13,614    | 697,097   | SH | 696,597   | 500    |      |
| CHRONIMED INC        | COM | 17116410 | 1,667     | 196,605   | SH | 196,605   |        |      |
| CHUBB CORP           | COM | 17123210 | 349,914   | 5,138,233 | SH | 5,086,862 | 37,485 | 13,8 |
| CHURCH & DWIGHT INC  | COM | 17134010 | 23,514    | 593,798   | SH | 593,398   | 400    |      |
| Page Total           |     |          | 5,009,217 |           |    |           |        |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE        | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|-------------|------------------------------|---------------|
| CHURCHILL DOWNS INC  | COM            | 17148410 | 3,797           | 104,406         | SH                | 103,506     | 900                          |               |
| CIBA SPECIALTY CHEMI | SPONSORED      | 17162W20 | 6,353           | 163,996         | SH                | 6,319       | 157,677                      |               |
| CIBER INC            | COM            | 17163B10 | 8,112           | 936,749         | SH                | 935,249     | 500                          | 1,000         |
| CIENA CORP           | COM            | 17177910 | 80,802          | 12,317,306      | SH                | 12,291,115  | 25,211                       | 980           |
| CIGNA CORP           | COM            | 12550910 | 232,254         | 4,039,197       | SH                | 3,996,815   | 22,780                       | 19,602        |
| CIMA LABS INC        | COM            | 17179610 | 8,175           | 250,624         | SH                | 250,404     | 200                          | 20            |
| CIMAREX ENERGY CO    | COM            | 17179810 | 19,219          | 720,084         | SH                | 718,805     | 961                          | 318           |
| CINCINNATI BELL INC  | COM            | 17187110 | 21,120          | 4,182,206       | SH                | 4,172,730   | 7,640                        | 1,836         |
| CINCINNATI FINL CORP | COM            | 17206210 | 198,867         | 4,763,273       | SH                | 4,744,488   | 6,665                        | 12,120        |
| CINERGY CORP         | COM            | 17247410 | 208,272         | 5,366,448       | SH                | 5,355,742   | 9,734                        | 972           |
| CINTAS CORP          | COM            | 17290810 | 208,109         | 4,153,863       | SH                | 4,111,406   | 11,457                       | 31,000        |
| CIPHERGEN BIOSYSTEMS | COM            | 17252Y10 | 4,285           | 374,896         | SH                | 374,896     |                              |               |
| CIRCOR INTL INC      | COM            | 17273K10 | 4,628           | 192,036         | SH                | 192,036     |                              |               |
| CIRCUIT CITY STORE I | COM            | 17273710 | 53,409          | 5,272,394       | SH                | 5,261,274   | 10,960                       | 160           |
| CIRRUS LOGIC INC     | COM            | 17275510 | 9,064           | 1,178,683       | SH                | 1,178,583   |                              | 100           |
| CISCO SYS INC        | COM            | 17275R10 | 4,885,270       | 201,620,716     | SH                | 197,252,849 | 2,911,880                    | 1,455,987     |
| CIT GROUP INC        | COM            | 12558110 | 83,308          | 2,317,339       | SH                | 2,310,799   | 6,540                        |               |
| CITADEL BROADCASTING | COM            | 17285T10 | 465             | 20,800          | SH                | 20,800      |                              |               |
| CITIGROUP INC        | COM            | 17296710 | 12,422,480      | 255,922,536     | SH                | 241,021,931 | 14,303,407                   | 597,198       |
| CITIZENS BKG CORP MI | COM            | 17442010 | 24,455          | 747,392         | SH                | 744,932     | 2,460                        |               |
| CITIZENS COMMUNICATI | COM            | 17453B10 | 90,628          | 7,296,923       | SH                | 7,273,333   | 23,390                       | 200           |
| CITIZENS FIRST BANCO | COM            | 17461R10 | 3,488           | 152,969         | SH                | 152,969     |                              |               |
| CITIZENS INC         | CL A           | 17474010 | 4,479           | 475,015         | SH                | 475,015     |                              |               |
| CITIZENS SOUTH BKG C | COM            | 17668210 | 1,900           | 136,171         | SH                | 136,171     |                              |               |
| CITRIX SYS INC       | COM            | 17737610 | 154,064         | 7,280,893       | SH                | 7,265,323   | 15,450                       | 120           |
| CITY BK LYNNWOOD WAS | COM            | 17770A10 | 4,357           | 132,869         | SH                | 132,869     |                              |               |
| CITY HLDG CO         | COM            | 17783510 | 11,264          | 321,282         | SH                | 320,982     | 300                          |               |
| CITY NATL CORP       | COM            | 17856610 | 36,762          | 591,788         | SH                | 591,388     | 400                          |               |

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|                         |     |          |            |            |    |            |         |        |
|-------------------------|-----|----------|------------|------------|----|------------|---------|--------|
| CKE RESTAURANTS<br>INC  | COM | 12561E10 | 5,098      | 797,740    | SH | 797,740    |         |        |
| CLAIRES STORES<br>INC   | COM | 17958410 | 27,318     | 1,449,993  | SH | 1,448,193  | 1,400   | 400    |
| CLARCOR INC             | COM | 17989510 | 25,578     | 579,994    | SH | 579,054    | 500     | 440    |
| CLARK INC               | COM | 18145710 | 4,916      | 255,491    | SH | 255,491    |         |        |
| CLEAN HARBORS<br>INC    | COM | 18449610 | 1,112      | 124,778    | SH | 124,778    |         |        |
| CLEAR CHANNEL<br>COMMUN | COM | 18450210 | 795,666    | 16,990,521 | SH | 16,761,406 | 210,230 | 18,885 |
| CLECO CORP NEW          | COM | 12561W10 | 19,238     | 1,069,965  | SH | 1,069,765  |         | 200    |
| CLEVELAND CLIFFS<br>INC | COM | 18589610 | 10,425     | 204,618    | SH | 204,018    | 600     |        |
| CLOROX CO DEL           | COM | 18905410 | 268,089    | 5,520,770  | SH | 5,506,115  | 12,575  | 2,080  |
| CLOSURE MED CORP        | COM | 18909310 | 4,855      | 142,414    | SH | 142,414    |         |        |
| CMGI INC                | COM | 12575010 | 11,071     | 6,219,484  | SH | 6,218,154  | 1,125   | 205    |
| CMS ENERGY CORP         | COM | 12589610 | 47,990     | 5,632,605  | SH | 5,632,265  | 340     |        |
| CNA FINL CORP           | COM | 12611710 | 15,529     | 644,367    | SH | 643,167    | 1,200   |        |
| CNA SURETY CORP         | COM | 12612L10 | 2,616      | 275,110    | SH | 275,110    |         |        |
| CNB FINL CORP PA        | COM | 12612810 | 2,159      | 51,305     | SH | 51,305     |         |        |
| CNET NETWORKS<br>INC    | COM | 12613R10 | 12,877     | 1,888,188  | SH | 1,887,988  | 100     | 100    |
| CNF INC                 | COM | 12612W10 | 32,231     | 950,754    | SH | 949,394    | 1,260   | 100    |
| COACH INC               | COM | 18975410 | 108,619    | 2,877,312  | SH | 2,840,896  | 23,506  | 12,910 |
| COACHMEN INDS<br>INC    | COM | 18987310 | 4,220      | 233,023    | SH | 233,023    |         |        |
| COASTAL BANCORP<br>INC  | COM | 19041P10 | 2,776      | 67,499     | SH | 67,499     |         |        |
| COASTAL FINL<br>CORP DE | COM | 19046E10 | 2,945      | 166,678    | SH | 166,678    |         |        |
| COBIZ INC               | COM | 19089710 | 2,184      | 118,588    | SH | 118,588    |         |        |
| COCA COLA<br>BOTTLING C | COM | 19109810 | 4,717      | 89,244     | SH | 89,044     |         | 200    |
| Page Total              |     |          | 20,201,613 |            |    |            |         |        |

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|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| COCA COLA CO         | COM            | 19121610 | 3,649,392       | 71,909,198      | SH                | 69,392,719 | 1,288,843                    | 1,227,        |
| COCA COLA ENTERPRISE | COM            | 19121910 | 208,635         | 9,539,781       | SH                | 9,511,490  | 27,911                       |               |
| COCA-COLA FEMSA S A  | SPON ADR R     | 19124110 | 2,065           | 97,232          | SH                | 97,232     |                              |               |
| COEUR D ALENE MINES  | COM            | 19210810 | 19,460          | 3,366,861       | SH                | 3,366,433  | 400                          |               |
| COGNEX CORP          | COM            | 19242210 | 18,942          | 669,555         | SH                | 652,975    | 4,320                        | 12,           |
| COGNIZANT TECHNOLOGY | CL A           | 19244610 | 30,086          | 659,201         | SH                | 658,501    | 700                          |               |
| COGNOS INC           | COM            | 19244C10 | 348             | 11,380          | SH                | 11,380     |                              |               |
| COHERENT INC         | COM            | 19247910 | 12,094          | 508,139         | SH                | 507,639    | 500                          |               |
| COHU INC             | COM            | 19257610 | 7,678           | 400,117         | SH                | 396,017    | 4,100                        |               |
| COINSTAR INC         | COM            | 19259P30 | 7,219           | 398,602         | SH                | 398,602    |                              |               |
| COLDWATER CREEK INC  | COM            | 19306810 | 2,184           | 198,516         | SH                | 198,516    |                              |               |
| COLE KENNETH PRODTNS | CL A           | 19329410 | 5,467           | 185,965         | SH                | 185,965    |                              |               |

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|                           |            |          |           |            |    |            |         |      |
|---------------------------|------------|----------|-----------|------------|----|------------|---------|------|
| COLE NATIONAL CORP N CL A |            | 19329010 | 3,600     | 179,984    | SH | 179,784    | 200     |      |
| COLES MYER LTD            | SPON ADR N | 19387040 | 520       | 11,450     | SH | 11,450     |         |      |
| COLGATE PALMOLIVE CO      | COM        | 19416210 | 759,034   | 15,165,524 | SH | 14,617,146 | 423,604 | 124, |
| COLLAGENEX PHARMACEU      | COM        | 19419B10 | 3,201     | 287,564    | SH | 284,664    | 2,900   |      |
| COLLINS & AIKMAN COR      | COM NEW    | 19483020 | 2,250     | 519,533    | SH | 519,531    |         |      |
| COLONIAL BANCGROUP I      | COM        | 19549330 | 30,663    | 1,770,389  | SH | 1,767,049  | 3,340   |      |
| COLONIAL PPTYS TR         | COM SH BEN | 19587210 | 17,635    | 445,331    | SH | 445,331    |         |      |
| COLUMBIA BANCORP          | COM        | 19722710 | 2,947     | 92,230     | SH | 92,230     |         |      |
| COLUMBIA BANCORP ORE      | COM        | 19723110 | 2,039     | 118,204    | SH | 118,204    |         |      |
| COLUMBIA BKG SYS INC      | COM        | 19723610 | 4,863     | 224,503    | SH | 224,503    |         |      |
| COLUMBIA LABS INC         | COM        | 19777910 | 3,389     | 537,924    | SH | 536,924    | 1,000   |      |
| COLUMBIA SPORTSWEAR       | COM        | 19851610 | 10,159    | 186,407    | SH | 185,607    | 450     |      |
| COMARCO INC               | COM        | 20008010 | 366       | 33,300     | SH | 33,300     |         |      |
| COMCAST CORP NEW          | CL A       | 20030N10 | 1,866,145 | 56,912,009 | SH | 56,416,676 | 414,971 | 80,  |
| COMCAST CORP NEW          | CL A SPL   | 20030N20 | 62,724    | 2,004,589  | SH | 1,722,583  | 249,450 | 32,  |
| COMERICA INC              | COM        | 20034010 | 274,202   | 4,891,230  | SH | 4,838,885  | 49,505  | 2,   |
| COMFORT SYS USA INC       | COM        | 19990810 | 264       | 48,205     | SH | 48,205     |         |      |
| COMMERCE BANCORP INC      | COM        | 20051910 | 55,465    | 1,052,860  | SH | 1,050,073  | 1,567   | 1,   |
| COMMERCE BANCSHARES       | COM        | 20052510 | 38,334    | 782,015    | SH | 734,987    | 44,661  | 2,   |
| COMMERCE GROUP INC M      | COM        | 20064110 | 18,812    | 476,253    | SH | 439,853    | 36,400  |      |
| COMMERCIAL BANKSHARE      | COM        | 20160710 | 1,757     | 52,360     | SH | 52,360     |         |      |
| COMMERCIAL CAP BANCO      | COM        | 20162L10 | 2,766     | 129,189    | SH | 129,189    |         |      |
| COMMERCIAL FEDERAL C      | COM        | 20164710 | 29,822    | 1,116,494  | SH | 1,116,294  | 100     |      |
| COMMERCIAL METALS CO      | COM        | 20172310 | 15,079    | 496,018    | SH | 496,018    |         |      |
| COMMERCIAL NET LEASE      | COM        | 20221810 | 12,705    | 713,789    | SH | 713,789    |         |      |
| COMMONWEALTH TEL ENT      | COM        | 20334910 | 18,358    | 486,315    | SH | 484,815    | 1,500   |      |
| COMMSCOPE INC             | COM        | 20337210 | 18,724    | 1,146,614  | SH | 1,146,514  |         |      |
| COMMUNITY BK NORTHN       | COM        | 20356610 | 1,353     | 72,517     | SH | 72,517     |         |      |
| COMMUNITY BK SYS INC      | COM        | 20360710 | 13,891    | 283,484    | SH | 282,884    | 600     |      |
| COMMUNITY BKS INC MI      | COM        | 20362810 | 6,259     | 159,226    | SH | 159,226    |         |      |
| COMMUNITY FIRST BANK      | COM        | 20390210 | 21,002    | 725,716    | SH | 725,716    |         |      |
| COMMUNITY HEALTH SYS      | COM        | 20366810 | 24,953    | 938,778    | SH | 932,923    | 2,245   | 3,   |
| COMMUNITY TR BANCORP      | COM        | 20414910 | 6,991     | 231,495    | SH | 231,495    |         |      |
| COMPANHIA BRASILEIRA      | SPON ADR P | 20440T20 | 2,229     | 88,611     | SH | 88,611     |         |      |
| COMPANHIA DE BEBIDAS      | SPON ADR P | 20441W20 | 11,935    | 467,861    | SH | 467,861    |         |      |
| COMPANHIA DE BEBIDAS      | SPONSORED  | 20441W10 | 253       | 14,901     | SH | 14,901     |         |      |
| COMPANHIA ENERGETICA      | SP ADR N-V | 20440960 | 2,188     | 118,926    | SH | 118,926    |         |      |
| COMPANHIA SIDERURGIC      | SPONSORED  | 20440W10 | 3,129     | 58,375     | SH | 58,375     |         |      |
| COMPANHIA VALE DO RI      | SPON ADR P | 20441210 | 18,869    | 366,309    | SH | 366,309    |         |      |
| Page Total                |            |          | 7,332,445 |            |    |            |         |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETI |                      |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|---------------------|----------------------|
|                      |                |          |                    |                    |                      | SOLE                | SHARED AS<br>DEFINED |
| COMPANIA DE TELECOMU | SPON ADR N     | 20444930 | 2,551              | 170,615            | SH                   | 170,615             |                      |
| COMPASS BANCSHARES I | COM            | 20449H10 | 74,246             | 1,886,819          | SH                   | 1,881,919           | 4,500                |
| COMPUCOM SYS INC     | COM            | 20478010 | 1,738              | 334,838            | SH                   | 334,838             |                      |
| COMPUCREDIT CORP     | COM            | 20478N10 | 7,362              | 345,953            | SH                   | 345,953             |                      |
| COMPUTER ASSOC INTL  | COM            | 20491210 | 461,695            | 16,887,153         | SH                   | 16,819,872          | 66,481               |
| COMPUTER HORIZONS CO | COM            | 20590810 | 1,809              | 461,516            | SH                   | 461,516             |                      |

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|                      |             |          |           |            |    |            |            |     |
|----------------------|-------------|----------|-----------|------------|----|------------|------------|-----|
| COMPUTER NETWORK TEC | COM         | 20492510 | 5,812     | 607,961    | SH | 607,961    |            |     |
| COMPUTER PROGRAMS &  | COM         | 20530610 | 1,919     | 95,367     | SH | 95,367     |            |     |
| COMPUTER SCIENCES CO | COM         | 20536310 | 228,992   | 5,177,290  | SH | 5,107,607  | 36,433     | 33, |
| COMPUWARE CORP       | COM         | 20563810 | 61,693    | 10,214,078 | SH | 10,187,358 | 26,480     |     |
| COMSTOCK RES INC     | COM NEW     | 20576820 | 13,226    | 685,279    | SH | 685,179    | 100        |     |
| COMTECH TELECOMMUNIC | COM NEW     | 20582620 | 7,127     | 247,564    | SH | 247,264    | 300        |     |
| COMVERSE TECHNOLOGY  | COM PAR \$0 | 20586240 | 86,016    | 4,890,047  | SH | 4,872,287  | 13,150     | 4,  |
| CONAGRA FOODS INC    | COM         | 20588710 | 1,020,515 | 38,670,527 | SH | 19,623,249 | 19,014,256 | 33, |
| CONCEPTUS INC        | COM         | 20601610 | 3,146     | 296,236    | SH | 296,236    |            |     |
| CONCORD CAMERA CORP  | COM         | 20615610 | 3,964     | 428,520    | SH | 428,520    |            |     |
| CONCORD COMMUNICATIO | COM         | 20618610 | 6,246     | 316,589    | SH | 313,589    | 3,000      |     |
| CONCORD EFS INC      | COM         | 20619710 | 189,617   | 12,777,402 | SH | 12,751,456 | 24,886     | 1,  |
| CONCUR TECHNOLOGIES  | COM         | 20670810 | 3,958     | 407,642    | SH | 407,642    |            |     |
| CONCURRENT COMPUTER  | COM         | 20671020 | 4,520     | 1,034,311  | SH | 1,034,311  |            |     |
| CONEXANT SYSTEMS INC | COM         | 20714210 | 23,892    | 4,807,146  | SH | 4,789,466  | 9,050      | 8,  |
| CONEMANT CORP        | COM         | 20741010 | 12,346    | 518,753    | SH | 518,303    | 450        |     |
| CONNECTICUT BANCSHAR | COM         | 20754010 | 10,674    | 207,107    | SH | 207,007    | 100        |     |
| CONNECTICUT WTR SVC  | COM         | 20779710 | 3,358     | 121,462    | SH | 121,462    |            |     |
| CONNETICS CORP       | COM         | 20819210 | 9,034     | 497,474    | SH | 497,474    |            |     |
| CONOCOPHILLIPS       | COM         | 20825C10 | 1,220,781 | 18,617,986 | SH | 18,484,659 | 115,605    | 17, |
| CONSECO INC          | COM NEW     | 20846488 | 7,779     | 356,814    | SH | 356,814    |            |     |
| CONSOL ENERGY INC    | COM         | 20854P10 | 8,189     | 316,193    | SH | 316,193    |            |     |
| CONSOLIDATED EDISON  | COM         | 20911510 | 289,069   | 6,720,963  | SH | 6,631,906  | 47,024     | 42, |
| CONSOLIDATED GRAPHIC | COM         | 20934110 | 13,326    | 421,986    | SH | 282,987    | 138,999    |     |
| CONSOLIDATED TOMOKA  | COM         | 21022610 | 3,140     | 96,013     | SH | 96,013     |            |     |
| CONSTELLATION BRANDS | CL A        | 21036P10 | 50,671    | 1,538,758  | SH | 1,533,878  | 3,055      | 1,  |
| CONSTELLATION ENERGY | COM         | 21037110 | 201,450   | 5,144,278  | SH | 5,117,859  | 23,003     | 3,  |
| CONTINENTAL AIRLS IN | CL B        | 21079530 | 20,776    | 1,276,947  | SH | 1,270,327  | 6,620      |     |
| CONVERA CORP         | CL A        | 21191910 | 429       | 125,800    | SH | 123,300    | 2,500      |     |
| CONVERGYS CORP       | COM         | 21248510 | 103,039   | 5,901,426  | SH | 5,813,060  | 22,470     | 65, |
| COOPER CAMERON CORP  | COM         | 21664010 | 35,461    | 760,973    | SH | 760,173    | 800        |     |
| COOPER COS INC       | COM NEW     | 21664840 | 28,345    | 601,417    | SH | 600,417    | 1,000      |     |
| COOPER INDS LTD      | CL A        | G2418210 | 124,909   | 2,156,207  | SH | 2,149,930  | 5,177      | 1,  |
| COOPER TIRE & RUBR C | COM         | 21683110 | 47,439    | 2,218,835  | SH | 2,211,930  | 6,105      |     |
| COORS ADOLPH CO      | CL B        | 21701610 | 47,672    | 849,768    | SH | 846,468    | 3,100      |     |
| COPART INC           | COM         | 21720410 | 30,590    | 1,842,775  | SH | 1,842,685  | 90         |     |
| CORE LABORATORIES N  | COM         | N2271710 | 216       | 12,932     | SH | 12,932     |            |     |
| CORINTHIAN COLLEGES  | COM         | 21886810 | 32,199    | 580,056    | SH | 578,207    | 1,649      |     |
| CORIXA CORP          | COM         | 21887F10 | 5,027     | 832,355    | SH | 832,255    |            |     |
| CORN PRODS INTL INC  | COM         | 21902310 | 29,433    | 854,369    | SH | 849,062    | 1,640      | 3,  |
| CORNELL COMPANIES IN | COM         | 21914110 | 3,002     | 219,902    | SH | 219,902    |            |     |
| CORNERSTONE RLTY INC | COM         | 21922V10 | 10,738    | 1,225,790  | SH | 1,225,790  |            |     |
| CORNING INC          | COM         | 21935010 | 356,995   | 34,227,669 | SH | 34,081,968 | 111,921    | 33, |
| CORPORATE EXECUTIVE  | COM         | 21988R10 | 21,515    | 461,004    | SH | 458,584    | 2,420      |     |
| CORPORATE OFFICE PPT | SH BEN INT  | 22002T10 | 21,654    | 1,031,149  | SH | 1,031,149  |            |     |
| Page Total           |             |          | 4,959,299 |            |    |            |            |     |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE | INVESTMENT DISC SHARED AS DEFINED | S O |
|----------------|----------------|-------|-----------------|-----------------|-------------------|------|-----------------------------------|-----|
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|                      |           |          |           |            |    |            |         |     |
|----------------------|-----------|----------|-----------|------------|----|------------|---------|-----|
| CORRECTIONAL PPTYS T | COM       | 22025E10 | 4,860     | 168,759    | SH | 168,759    |         |     |
| CORRECTIONS CORP AME | COM NEW   | 22025Y40 | 18,046    | 625,932    | SH | 625,932    |         |     |
| CORUS BANKSHARES INC | COM       | 22087310 | 12,252    | 394,984    | SH | 394,984    |         |     |
| CORVEL CORP          | COM       | 22100610 | 4,091     | 108,805    | SH | 108,805    |         |     |
| CORVIS CORP          | COM       | 22100910 | 9,548     | 5,616,387  | SH | 5,615,807  | 400     |     |
| COST PLUS INC CALIF  | COM       | 22148510 | 17,068    | 416,295    | SH | 416,095    | 200     |     |
| COSTAR GROUP INC     | COM       | 22160N10 | 10,155    | 243,530    | SH | 243,530    |         |     |
| COSTCO WHSL CORP NEW | COM       | 22160K10 | 439,435   | 11,819,117 | SH | 11,754,457 | 57,600  | 7,  |
| COTT CORP QUE        | COM       | 22163N10 | 985       | 35,164     | SH | 35,164     |         |     |
| COUNTRYWIDE FINANCIA | COM       | 22237210 | 353,644   | 4,662,408  | SH | 4,648,432  | 13,710  |     |
| COURIER CORP         | COM       | 22266010 | 3,579     | 93,038     | SH | 93,038     |         |     |
| COUSINS PPTYS INC    | COM       | 22279510 | 19,929    | 651,273    | SH | 651,273    |         |     |
| COVANCE INC          | COM       | 22281610 | 35,275    | 1,316,237  | SH | 1,310,157  | 3,105   | 2,  |
| COVANSYS CORP        | COM       | 22281W10 | 341       | 31,029     | SH | 31,029     |         |     |
| COVENANT TRANS INC   | CL A      | 22284P10 | 2,330     | 122,556    | SH | 122,556    |         |     |
| COVENTRY HEALTH CARE | COM       | 22286210 | 80,250    | 1,244,379  | SH | 1,240,444  | 2,120   | 1,  |
| COX COMMUNICATIONS I | CL A      | 22404410 | 135,668   | 3,938,113  | SH | 3,785,170  | 140,575 | 12, |
| COX RADIO INC        | CL A      | 22405110 | 10,329    | 409,376    | SH | 404,856    | 4,520   |     |
| CPI CORP             | COM       | 12590210 | 2,962     | 146,565    | SH | 144,265    | 2,300   |     |
| CRANE CO             | COM       | 22439910 | 46,006    | 1,496,613  | SH | 1,493,663  | 2,950   |     |
| CRAWFORD & CO        | CL B      | 22463310 | 2,029     | 287,437    | SH | 287,437    |         |     |
| CRAY INC             | COM       | 22522310 | 11,672    | 1,175,441  | SH | 1,175,261  | 180     |     |
| CREDENCE SYS CORP    | COM       | 22530210 | 17,500    | 1,329,775  | SH | 1,329,675  |         |     |
| CREDIT ACCEP CORP MI | COM       | 22531010 | 4,258     | 278,293    | SH | 278,293    |         |     |
| CREDIT SUISSE GROUP  | SPONSORED | 22540110 | 2,202     | 60,623     | SH | 60,623     |         |     |
| CREE INC             | COM       | 22544710 | 17,634    | 996,856    | SH | 993,096    | 3,660   |     |
| CRESCENT REAL ESTATE | COM       | 22575610 | 27,297    | 1,593,492  | SH | 1,593,492  |         |     |
| CRH PLC              | ADR       | 12626K20 | 6,095     | 303,238    | SH | 31,709     | 271,529 |     |
| CRIIMI MAE INC       | COM NEW   | 22660350 | 2,322     | 222,625    | SH | 222,625    |         |     |
| CROMPTON CORP        | COM       | 22711610 | 26,777    | 3,734,623  | SH | 3,730,036  | 3,340   | 1,  |
| CROSS CTRY HEALTHCAR | COM       | 22748310 | 5,813     | 388,061    | SH | 387,561    | 500     |     |
| CROSS TIMBERS RTY TR | TR UNIT   | 22757R10 | 374       | 13,068     | SH | 13,068     |         |     |
| CROWN CASTLE INTL CO | COM       | 22822710 | 11,288    | 1,023,423  | SH | 1,017,907  | 5,416   |     |
| CROWN HOLDINGS INC   | COM       | 22836810 | 25,886    | 2,857,173  | SH | 2,855,773  | 1,400   |     |
| CROWN MEDIA HLDGS IN | CL A      | 22841110 | 2,726     | 329,659    | SH | 329,579    |         |     |
| CRYOLIFE INC         | COM       | 22890310 | 1,576     | 272,620    | SH | 267,020    | 5,600   |     |
| CSG SYS INTL INC     | COM       | 12634910 | 15,597    | 1,248,758  | SH | 1,246,358  | 2,300   |     |
| CSK AUTO CORP        | COM       | 12596510 | 17,611    | 938,262    | SH | 938,262    |         |     |
| CSS INDS INC         | COM       | 12590610 | 4,592     | 148,093    | SH | 146,143    | 1,950   |     |
| CSX CORP             | COM       | 12640810 | 209,467   | 5,828,255  | SH | 5,804,651  | 18,996  | 4,  |
| CT COMMUNICATIONS IN | COM NEW   | 12642640 | 3,888     | 287,966    | SH | 287,566    | 400     |     |
| CTI MOLECULAR IMAGIN | COM       | 22943D10 | 7,494     | 443,185    | SH | 440,185    | 3,000   |     |
| CTS CORP             | COM       | 12650110 | 6,629     | 576,440    | SH | 576,440    |         |     |
| CUBIC CORP           | COM       | 22966910 | 8,244     | 358,433    | SH | 358,433    |         |     |
| CUBIST PHARMACEUTICA | COM       | 22967810 | 7,639     | 626,143    | SH | 626,143    |         |     |
| CULLEN FROST BANKERS | COM       | 22989910 | 27,473    | 677,163    | SH | 675,363    | 1,700   |     |
| CUMMINS INC          | COM       | 23102110 | 52,036    | 1,063,264  | SH | 1,061,594  | 1,670   |     |
| CUMULUS MEDIA INC    | CL A      | 23108210 | 18,892    | 858,743    | SH | 850,373    | 3,930   | 4,  |
| CUNO INC             | COM       | 12658310 | 12,761    | 283,399    | SH | 283,399    |         |     |
| CURAGEN CORP         | COM       | 23126R10 | 7,769     | 1,059,837  | SH | 723,755    | 335,782 |     |
| CURATIVE HEALTH SRVC | COM       | 23126W10 | 2,284     | 165,515    | SH | 165,515    |         |     |
| Page Total           |           |          | 1,774,580 |            |    |            |         |     |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISC S O |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|----------|
| CURTISS WRIGHT CORP  | COM            | 23156110 | 13,270          | 294,828         | SH                | 291,428    | 3,400                        |          |
| CV THERAPEUTICS INC  | COM            | 12666710 | 7,575           | 514,631         | SH                | 514,456    | 175                          |          |
| CVB FINL CORP        | COM            | 12660010 | 11,907          | 617,285         | SH                | 617,285    |                              |          |
| CVS CORP             | COM            | 12665010 | 387,966         | 10,741,043      | SH                | 10,607,361 | 84,840                       | 48,      |
| CYBERGUARD CORP      | COM            | 23191010 | 1,379           | 158,195         | SH                | 158,195    |                              |          |
| CYBERONICS INC       | COM            | 23251P10 | 11,471          | 358,465         | SH                | 358,465    |                              |          |
| CYMER INC            | COM            | 23257210 | 32,068          | 694,254         | SH                | 693,214    | 940                          |          |
| CYPRESS BIOSCIENCES  | COM PAR \$.    | 23267450 | 245             | 16,325          | SH                | 16,325     |                              |          |
| CYPRESS SEMICONDUCTO | COM            | 23280610 | 40,641          | 1,902,670       | SH                | 1,893,450  | 9,000                        |          |
| CYTEC INDS INC       | COM            | 23282010 | 29,106          | 758,176         | SH                | 756,846    | 1,030                        |          |
| CYTYC CORP           | COM            | 23294610 | 32,356          | 2,337,869       | SH                | 2,328,419  | 9,350                        |          |
| D & E COMMUNICATIONS | COM            | 23286010 | 3,177           | 218,979         | SH                | 218,979    |                              |          |
| D & K HEALTHCARE RES | COM            | 23286110 | 4,793           | 353,432         | SH                | 353,432    |                              |          |
| D R HORTON INC       | COM            | 23331A10 | 76,781          | 1,774,871       | SH                | 1,767,255  | 5,520                        | 2,       |
| DADE BEHRING HLDGS I | COM            | 23342J20 | 24,164          | 676,098         | SH                | 674,973    |                              | 1,       |
| DAIMLERCHRYSLER AG   | ORD            | D1668R12 | 1,994           | 43,136          | SH                | 43,136     |                              |          |
| DAKTRONICS INC       | COM            | 23426410 | 6,031           | 239,803         | SH                | 239,303    | 500                          |          |
| DANA CORP            | COM            | 23581110 | 67,065          | 3,654,784       | SH                | 3,643,258  | 6,460                        | 5,       |
| DANAHER CORP DEL     | COM            | 23585110 | 395,434         | 4,309,912       | SH                | 4,198,444  | 94,953                       | 16,      |
| DARDEN RESTAURANTS I | COM            | 23719410 | 91,501          | 4,348,902       | SH                | 4,340,225  | 7,327                        | 1,       |
| DARLING INTL INC     | COM            | 23726610 | 2,387           | 865,019         | SH                | 865,019    |                              |          |
| DATASCOPE CORP       | COM            | 23811310 | 8,702           | 242,725         | SH                | 242,725    |                              |          |
| DATASTREAM SYS INC   | COM            | 23812410 | 2,556           | 325,571         | SH                | 325,571    |                              |          |
| DAVE & BUSTERS INC   | COM            | 23833N10 | 2,852           | 224,911         | SH                | 224,911    |                              |          |
| DAVITA INC           | COM            | 23918K10 | 45,775          | 1,173,720       | SH                | 1,168,599  | 1,920                        | 3,       |
| DEAN FOODS CO NEW    | COM            | 24237010 | 95,652          | 2,910,012       | SH                | 2,902,930  | 6,530                        |          |
| DEB SHOPS INC        | COM            | 24272810 | 2,916           | 135,480         | SH                | 135,380    | 100                          |          |
| DECKERS OUTDOOR CORP | COM            | 24353710 | 286             | 13,962          | SH                | 13,962     |                              |          |
| DECODE GENETICS INC  | COM            | 24358610 | 5,626           | 686,967         | SH                | 686,967    |                              |          |
| DEERE & CO           | COM            | 24419910 | 509,987         | 7,839,930       | SH                | 7,819,204  | 18,071                       | 2,       |
| DEL LABS INC         | COM            | 24509110 | 1,628           | 65,125          | SH                | 65,125     |                              |          |
| DEL MONTE FOODS CO   | COM            | 24522P10 | 20,590          | 1,979,769       | SH                | 1,957,260  | 15,853                       | 6,       |
| DELL INC             | COM            | 24702R10 | 2,433,620       | 71,619,199      | SH                | 70,320,902 | 1,078,915                    | 219,     |
| DELPHI CORP          | COM            | 24712610 | 833,488         | 81,634,479      | SH                | 81,441,723 | 180,671                      | 12,      |
| DELPHI FINL GROUP IN | CL A           | 24713110 | 19,017          | 528,259         | SH                | 527,809    | 450                          |          |
| DELTA & PINE LD CO   | COM            | 24735710 | 17,434          | 686,391         | SH                | 686,191    | 200                          |          |
| DELTA AIR LINES INC  | COM            | 24736110 | 40,829          | 3,457,159       | SH                | 3,449,219  | 7,840                        |          |
| DELTA FINANCIAL CORP | COM            | 24791810 | 368             | 51,399          | SH                | 25,700     | 25,699                       |          |
| DELTA PETE CORP      | COM NEW        | 24790720 | 202             | 33,200          | SH                | 33,200     |                              |          |
| DELTIC TIMBER CORP   | COM            | 24785010 | 4,582           | 150,731         | SH                | 150,231    |                              |          |
| DELUXE CORP          | COM            | 24801910 | 61,297          | 1,483,112       | SH                | 1,470,672  | 6,050                        | 6,       |
| DENBURY RES INC      | COM NEW        | 24791620 | 8,348           | 600,130         | SH                | 600,130    |                              |          |
| DENDREON CORP        | COM            | 24823Q10 | 1,111           | 137,841         | SH                | 137,741    |                              |          |
| DENDRITE INTL INC    | COM            | 24823910 | 14,423          | 918,631         | SH                | 918,631    |                              |          |
| DENTSPLY INTL INC NE | COM            | 24903010 | 48,662          | 1,077,308       | SH                | 1,072,008  | 5,140                        |          |
| DEPARTMENT 56 INC    | COM            | 24950910 | 2,630           | 200,778         | SH                | 200,778    |                              |          |
| DESERT CMNTY BK VICT | COM            | 25037Y10 | 574             | 26,246          | SH                | 26,246     |                              |          |
| DEUTSCHE BANK AG NAM | ORD            | D1819089 | 1,686           | 20,511          | SH                | 20,511     |                              |          |
| DEUTSCHE TELEKOM AG  | SPONSORED      | 25156610 | 1,821           | 100,460         | SH                | 100,460    |                              |          |
| DEVELOPERS DIVERSIFI | COM            | 25159110 | 50,557          | 1,506,017       | SH                | 1,506,017  |                              |          |
| DEVON ENERGY CORP NE | COM            | 25179M10 | 371,602         | 6,489,725       | SH                | 6,455,556  | 27,614                       | 6,       |
| Page Total           |                |          | 5,850,134       |                 |                   |            |                              |          |

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|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED |
| DEVRY INC DEL        | COM            | 25189310 | 22,815             | 907,894            | SH                   | 903,614               | 3,980                |
| DHB INDS INC         | COM            | 23321E10 | 2,022              | 288,871            | SH                   | 288,871               |                      |
| DIAGEO P L C         | SPON ADR N     | 25243Q20 | 5,892              | 111,471            | SH                   | 57,471                | 54,000               |
| DIAGNOSTIC PRODS COR | COM            | 25245010 | 18,547             | 403,985            | SH                   | 399,785               | 4,200                |
| DIAL CORP NEW        | COM            | 25247D10 | 45,768             | 1,607,576          | SH                   | 1,605,646             | 1,630                |
| DIAMOND OFFSHORE DRI | COM            | 25271C10 | 18,783             | 915,815            | SH                   | 908,635               | 7,040                |
| DIAMONDCLUSTER INTL  | COM            | 25278P10 | 282                | 27,647             | SH                   | 26,647                |                      |
| DICKS SPORTING GOODS | COM            | 25339310 | 10,059             | 206,710            | SH                   | 206,710               |                      |
| DIEBOLD INC          | COM            | 25365110 | 53,970             | 1,001,862          | SH                   | 989,468               | 4,075                |
| DIGENE CORP          | COM            | 25375210 | 9,386              | 234,068            | SH                   | 234,068               |                      |
| DIGI INTL INC        | COM            | 25379810 | 323                | 33,613             | SH                   | 33,251                | 362                  |
| DIGIMARC CORP        | COM            | 25380710 | 2,336              | 175,644            | SH                   | 175,644               |                      |
| DIGITAL GENERATION S | COM            | 25392110 | 817                | 364,903            | SH                   | 364,903               |                      |
| DIGITAL INSIGHT CORP | COM            | 25385P10 | 16,414             | 659,461            | SH                   | 659,461               |                      |
| DIGITAL RIV INC      | COM            | 25388B10 | 18,600             | 841,625            | SH                   | 841,275               | 350                  |
| DIGITAL THEATER SYS  | COM            | 25389G10 | 296                | 12,000             | SH                   | 12,000                |                      |
| DIGITALTHINK INC     | COM            | 25388M10 | 1,764              | 627,712            | SH                   | 627,712               |                      |
| DIGITAS INC          | COM            | 25388K10 | 2,868              | 307,738            | SH                   | 286,549               | 21,189               |
| DILLARDS INC         | CL A           | 25406710 | 44,835             | 2,723,860          | SH                   | 2,720,840             | 2,920                |
| DIME CMNTY BANCSHARE | COM            | 25392210 | 18,634             | 605,773            | SH                   | 605,773               |                      |
| DIMON INC            | COM            | 25439410 | 3,511              | 520,128            | SH                   | 520,128               |                      |
| DIODES INC           | COM            | 25454310 | 1,880              | 98,933             | SH                   | 98,933                |                      |
| DIONEX CORP          | COM            | 25454610 | 15,702             | 341,204            | SH                   | 341,104               |                      |
| DISCOVERY LABORATORI | COM            | 25466810 | 5,891              | 561,627            | SH                   | 561,627               |                      |
| DISNEY WALT CO       | COM DISNEY     | 25468710 | 1,481,479          | 63,501,013         | SH                   | 61,056,371            | 1,647,773            |
| DISTRIBUCION Y SERVI | SPONSORED      | 25475310 | 226                | 10,950             | SH                   | 10,950                |                      |
| DITECH COMMUNICATION | COM            | 25500M10 | 8,659              | 453,369            | SH                   | 450,760               | 2,609                |
| DIVERSA CORP         | COM            | 25506410 | 4,025              | 435,099            | SH                   | 433,692               | 1,407                |
| DJ ORTHOPEDICS INC   | COM            | 23325G10 | 2,898              | 108,145            | SH                   | 108,145               |                      |
| DNP SELECT INCOME FD | COM            | 23325P10 | 205                | 18,721             | SH                   | 18,721                |                      |
| DOBSON COMMUNICATION | CL A           | 25606910 | 3,961              | 602,966            | SH                   | 602,966               |                      |
| DOLLAR GEN CORP      | COM            | 25666910 | 177,335            | 8,448,525          | SH                   | 8,429,151             | 16,034               |
| DOLLAR THRIFTY AUTOM | COM            | 25674310 | 11,508             | 443,632            | SH                   | 443,032               | 600                  |
| DOLLAR TREE STORES I | COM            | 25674710 | 51,608             | 1,716,261          | SH                   | 1,696,583             | 17,228               |
| DOMINION HOMES INC   | COM            | 25738610 | 1,602              | 52,825             | SH                   | 52,825                |                      |
| DOMINION RES INC VA  | COM            | 25746U10 | 635,931            | 9,962,887          | SH                   | 9,850,526             | 68,791               |
| DOMTAR INC           | COM            | 25756110 | 290                | 23,204             | SH                   | 23,204                |                      |
| DONALDSON INC        | COM            | 25765110 | 33,019             | 558,132            | SH                   | 552,717               | 5,415                |
| DONEGAL GROUP INC    | CL A           | 25770120 | 724                | 32,897             | SH                   | 32,897                |                      |
| DONEGAL GROUP INC    | CL B           | 25770130 | 211                | 10,966             | SH                   | 10,966                |                      |
| DONNELLEY R R & SONS | COM            | 25786710 | 91,803             | 3,044,871          | SH                   | 3,040,031             | 3,680                |
| DORAL FINL CORP      | COM            | 25811P10 | 46,737             | 1,447,871          | SH                   | 1,447,871             |                      |
| DORCHESTER MINERALS  | COM UNIT       | 25820R10 | 578                | 29,765             | SH                   | 29,765                |                      |
| DOT HILL SYS CORP    | COM            | 25848T10 | 8,617              | 568,786            | SH                   | 568,786               |                      |
| DOUBLECLICK INC      | COM            | 25860930 | 11,912             | 1,156,527          | SH                   | 1,152,147             | 4,280                |
| DOV PHARMACEUTICAL I | COM            | 25985810 | 2,935              | 219,528            | SH                   | 219,528               |                      |
| DOVER CORP           | COM            | 26000310 | 223,961            | 5,634,246          | SH                   | 5,540,277             | 20,996               |
| DOVER DOWNS GAMING & | COM            | 26009510 | 2,743              | 289,975            | SH                   | 289,775               | 200                  |
| DOVER MOTORSPORTS IN | COM            | 26017410 | 586                | 167,522            | SH                   | 167,522               |                      |
| DOW CHEM CO          | COM            | 26054310 | 1,077,906          | 25,929,892         | SH                   | 25,730,418            | 111,781              |

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DOW JONES & CO INC COM 26056110 205,513 4,122,625 SH 1,895,582 43,783 2,183  
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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION |                   |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|-----------------------|-------------------|
|                      |                |          |                 |                 |                   | SOLE                  | SHARED AS DEFINED |
| DOWNEY FINL CORP     | COM            | 26101810 | 15,098          | 306,255         | SH                | 305,505               | 750               |
| DPL INC              | COM            | 23329310 | 45,775          | 2,192,304       | SH                | 2,183,600             | 7,980             |
| DR REDDYS LABS LTD   | ADR            | 25613520 | 530             | 16,743          | SH                | 16,743                |                   |
| DRESS BARN INC       | COM            | 26157010 | 5,180           | 345,591         | SH                | 345,591               |                   |
| DREW INDS INC        | COM NEW        | 26168L20 | 2,403           | 86,437          | SH                | 86,137                | 300               |
| DREXLER TECHNOLOGY C | COM            | 26187610 | 2,097           | 156,010         | SH                | 155,060               | 950               |
| DRIL-QUIP INC        | COM            | 26203710 | 1,842           | 113,014         | SH                | 112,914               | 100               |
| DRS TECHNOLOGIES INC | COM            | 23330X10 | 11,023          | 396,801         | SH                | 396,053               | 648               |
| DRUGSTORE COM INC    | COM            | 26224110 | 3,156           | 570,765         | SH                | 570,765               |                   |
| DSP GROUP INC        | COM            | 23332B10 | 15,189          | 608,797         | SH                | 607,997               | 600               |
| DST SYS INC DEL      | COM            | 23332610 | 56,232          | 1,346,547       | SH                | 1,293,200             | 47,572 5,         |
| DTE ENERGY CO        | COM            | 23333110 | 196,145         | 4,978,304       | SH                | 4,961,284             | 15,920 1,         |
| DU PONT E I DE NEMOU | COM            | 26353410 | 1,997,623       | 43,530,672      | SH                | 42,673,914            | 523,699 333,      |
| DUANE READE INC      | COM            | 26357810 | 6,102           | 360,646         | SH                | 360,246               | 300               |
| DUCOMMUN INC DEL     | COM            | 26414710 | 2,836           | 126,908         | SH                | 126,908               |                   |
| DUKE ENERGY CORP     | COM            | 26439910 | 1,570,816       | 76,812,494      | SH                | 27,878,188            | 48,896,489 37,    |
| DUKE REALTY CORP     | COM NEW        | 26441150 | 74,687          | 2,409,258       | SH                | 2,409,258             |                   |
| DUN & BRADSTREET COR | COM            | 26483E10 | 55,403          | 1,092,552       | SH                | 1,087,940             | 3,887             |
| DUPONT PHOTOMASKS IN | COM            | 26613X10 | 5,062           | 209,699         | SH                | 209,599               | 100               |
| DUQUESNE LT HLDGS IN | COM            | 26623310 | 21,041          | 1,147,252       | SH                | 1,147,177             | 75                |
| DURA AUTOMOTIVE SYST | CL A           | 26590310 | 6,158           | 474,445         | SH                | 474,445               |                   |
| DURATEK INC          | COM            | 26658Q10 | 1,453           | 111,454         | SH                | 111,454               |                   |
| DURECT CORP          | COM            | 26660510 | 1,032           | 412,717         | SH                | 412,717               |                   |
| DYAX CORP            | COM            | 26746E10 | 297             | 36,499          | SH                | 33,254                | 3,145             |
| DYCOM INDS INC       | COM            | 26747510 | 37,883          | 1,412,478       | SH                | 1,411,558             | 920               |
| DYNACQ HEALTHCARE IN | COM            | 26779V10 | 710             | 92,411          | SH                | 92,411                |                   |
| DYNEGY INC NEW       | CL A           | 26816Q10 | 43,494          | 10,162,037      | SH                | 10,151,942            | 9,935             |
| E M C CORP MASS      | COM            | 26864810 | 910,078         | 70,439,454      | SH                | 69,224,892            | 891,390 323,      |
| E ON AG              | SPONSORED      | 26878010 | 5,268           | 80,496          | SH                | 38,496                | 42,000            |
| E PIPHANY INC        | COM            | 26881V10 | 7,782           | 1,079,305       | SH                | 1,079,205             |                   |
| E TRADE FINANCIAL CO | COM            | 26924610 | 62,978          | 4,978,516       | SH                | 4,965,776             | 10,000 2,         |
| EARTHLINK INC        | COM            | 27032110 | 26,132          | 2,613,163       | SH                | 2,606,748             | 4,700 1,          |
| EAST WEST BANCORP IN | COM            | 27579R10 | 25,972          | 483,823         | SH                | 483,823               |                   |
| EASTERN AMERN NAT GA | SPERS RCT      | 27621710 | 836             | 32,100          | SH                | 32,100                |                   |
| EASTERN VA BANKSHARE | COM            | 27719610 | 1,844           | 63,445          | SH                | 63,445                |                   |
| EASTGROUP PPTY INC   | COM            | 27727610 | 14,999          | 463,227         | SH                | 463,227               |                   |
| EASTMAN CHEM CO      | COM            | 27743210 | 80,415          | 2,034,274       | SH                | 2,028,205             | 4,663 1,          |
| EASTMAN KODAK CO     | COM            | 27746110 | 344,351         | 13,414,539      | SH                | 13,378,585            | 20,216 15,        |
| EATON CORP           | COM            | 27805810 | 233,669         | 2,164,007       | SH                | 2,152,722             | 11,185            |
| EATON VANCE CORP     | COM NON VT     | 27826510 | 36,119          | 985,784         | SH                | 982,204               | 2,740             |
| EBAY INC             | COM            | 27864210 | 952,904         | 14,748,558      | SH                | 14,717,952            | 29,840            |
| ECHELON CORP         | COM            | 27874N10 | 5,376           | 482,588         | SH                | 481,968               | 620               |
| ECHOSTAR COMMUNICATI | CL A           | 27876210 | 88,602          | 2,606,699       | SH                | 2,579,774             | 26,425            |
| ECLIPSYS CORP        | COM            | 27885610 | 7,179           | 616,748         | SH                | 616,708               |                   |



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|                      |           |          |           |            |    |            |         |      |
|----------------------|-----------|----------|-----------|------------|----|------------|---------|------|
| ECOLAB INC           | COM       | 27886510 | 217,338   | 7,940,726  | SH | 7,003,451  | 713,462 | 223, |
| ECOLLEGE COM         | COM       | 27887E10 | 4,120     | 223,176    | SH | 223,176    |         |      |
| EDISON INTL          | COM       | 28102010 | 897,031   | 40,904,279 | SH | 40,886,119 | 17,480  |      |
| EDO CORP             | COM       | 28134710 | 6,462     | 262,146    | SH | 262,146    |         |      |
| EDP-ELECTRICIDADE DE | SPONSORED | 26835310 | 888       | 33,664     | SH | 33,664     |         |      |
| EDUCATION MGMT CORP  | COM       | 28139T10 | 27,600    | 889,189    | SH | 883,799    | 640     | 4,   |
| EDWARDS AG INC       | COM       | 28176010 | 46,041    | 1,270,790  | SH | 1,266,600  | 3,690   |      |
| Page Total           |           |          | 8,183,250 |            |    |            |         |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |                   |         |
|----------------------|----------------|----------|-----------------|-----------------|---------------|-----------------------|-------------------|---------|
|                      |                |          |                 |                 |               | SOLE                  | SHARED AS DEFINED | SHA OTH |
| EDWARDS LIFESCIENCES | COM            | 28176E10 | 52,082          | 1,731,456       | SH            | 839,882               | 890,455           | 1,      |
| EFUNDS CORP          | COM            | 28224R10 | 15,280          | 880,712         | SH            | 875,718               | 1,471             | 3,      |
| EGL INC              | COM            | 26848410 | 14,302          | 813,525         | SH            | 811,495               | 2,030             |         |
| EL PASO CORP         | COM            | 28336L10 | 303,612         | 37,071,017      | SH            | 17,571,967            | 19,495,990        | 3,      |
| EL PASO ELEC CO      | COM NEW        | 28367785 | 13,202          | 988,946         | SH            | 988,446               | 400               |         |
| ELECTRO RENT CORP    | COM            | 28521810 | 4,505           | 337,731         | SH            | 337,731               |                   |         |
| ELECTRO SCIENTIFIC I | COM            | 28522910 | 10,994          | 461,923         | SH            | 461,923               |                   |         |
| ELECTRONIC ARTS INC  | COM            | 28551210 | 383,795         | 8,049,391       | SH            | 8,031,511             | 16,350            | 1,      |
| ELECTRONIC DATA SYS  | COM            | 28566110 | 715,443         | 29,154,168      | SH            | 16,250,129            | 12,902,103        | 1,      |
| ELECTRONICS BOUTIQUE | COM            | 28604510 | 5,951           | 259,967         | SH            | 259,567               | 400               |         |
| ELECTRONICS FOR IMAG | COM            | 28608210 | 30,596          | 1,175,882       | SH            | 1,168,534             | 2,400             | 4,      |
| ELIZABETH ARDEN INC  | COM            | 28660G10 | 5,177           | 259,900         | SH            | 259,900               |                   |         |
| ELKCORP              | COM            | 28745610 | 9,932           | 371,973         | SH            | 371,973               |                   |         |
| ELLIS PERRY INTL INC | COM            | 28885310 | 1,159           | 44,957          | SH            | 44,957                |                   |         |
| E-LOAN INC           | COM            | 26861P10 | 2,273           | 762,636         | SH            | 762,636               |                   |         |
| EMBARCADERO TECHNOLO | COM            | 29078710 | 3,199           | 200,589         | SH            | 200,589               |                   |         |
| EMBOTELLADORA ANDINA | SPON ADR B     | 29081P30 | 2,060           | 187,978         | SH            | 187,978               |                   |         |
| EMBRAER-EMPRESA BRAS | SP ADR PFD     | 29081M10 | 6,371           | 181,879         | SH            | 181,879               |                   |         |
| EMBREX INC           | COM            | 29081710 | 1,698           | 123,605         | SH            | 122,105               | 1,500             |         |
| EMC INS GROUP INC    | COM            | 26866410 | 1,207           | 57,112          | SH            | 57,112                |                   |         |
| EMCOR GROUP INC      | COM            | 29084Q10 | 10,318          | 235,038         | SH            | 235,038               |                   |         |
| EMERSON ELEC CO      | COM            | 29101110 | 794,845         | 12,275,596      | SH            | 11,300,265            | 639,242           | 336,    |
| EMERSON RADIO CORP   | COM NEW        | 29108720 | 938             | 249,477         | SH            | 249,477               |                   |         |
| EMMIS COMMUNICATIONS | CL A           | 29152510 | 26,736          | 988,409         | SH            | 988,309               | 100               |         |
| EMPIRE DIST ELEC CO  | COM            | 29164110 | 8,914           | 406,483         | SH            | 406,383               |                   |         |
| EMPRESA NACIONAL DE  | SPONSORED      | 29244T10 | 2,610           | 223,088         | SH            | 223,088               |                   |         |
| EMS TECHNOLOGIES INC | COM            | 26873N10 | 3,534           | 172,048         | SH            | 172,048               |                   |         |
| EMULEX CORP          | COM NEW        | 29247520 | 25,483          | 955,138         | SH            | 946,653               | 5,055             | 3,      |
| ENBRIDGE ENERGY MANA | SHS UNITS      | 29250X10 | 774             | 16,020          | SH            | 16,020                |                   |         |
| ENBRIDGE INC         | COM            | 29250N10 | 617             | 14,913          | SH            | 14,913                |                   |         |
| ENCANA CORP          | COM            | 29250510 | 1,468           | 37,229          | SH            | 37,229                |                   |         |
| ENCORE ACQUISITION C | COM            | 29255W10 | 3,797           | 154,025         | SH            | 153,825               | 200               |         |
| ENCORE MED CORP      | COM            | 29256E10 | 258             | 31,611          | SH            | 31,611                |                   |         |
| ENCORE WIRE CORP     | COM            | 29256210 | 3,772           | 211,303         | SH            | 199,003               | 12,300            |         |
| ENCYSIVE PHARMACEUTI | COM            | 29256X10 | 6,672           | 745,436         | SH            | 745,436               |                   |         |
| ENDESA S A           | SPONSORED      | 29258N10 | 4,209           | 220,384         | SH            | 130,384               | 90,000            |         |
| ENDO PHARMACEUTICALS | COM            | 29264F20 | 13,071          | 675,176         | SH            | 674,776               | 400               |         |
| ENERGEN CORP         | COM            | 29265N10 | 36,562          | 891,108         | SH            | 889,108               | 500               | 1,      |

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|                      |           |          |           |           |    |           |        |     |
|----------------------|-----------|----------|-----------|-----------|----|-----------|--------|-----|
| ENERGIZER HLDGS INC  | COM       | 29266R10 | 83,488    | 2,222,799 | SH | 2,220,325 | 2,174  |     |
| ENERGY CONVERSION DE | COM       | 29265910 | 2,441     | 270,321   | SH | 270,321   |        |     |
| ENERGY EAST CORP     | COM       | 29266M10 | 46,788    | 2,088,750 | SH | 2,071,098 | 7,652  | 10, |
| ENERGY PARTNERS LTD  | COM       | 29270U10 | 5,105     | 367,297   | SH | 367,297   |        |     |
| ENERGYSOUTH INC      | COM       | 29297010 | 2,272     | 64,914    | SH | 64,914    |        |     |
| ENERSIS S A          | SPONSORED | 29274F10 | 2,802     | 380,681   | SH | 380,681   |        |     |
| ENESCO GROUP INC     | COM       | 29297310 | 469       | 45,480    | SH | 45,480    |        |     |
| ENGELHARD CORP       | COM       | 29284510 | 117,610   | 3,926,884 | SH | 3,916,866 | 7,825  | 2,  |
| ENGINEERED SUPPORT S | COM       | 29286610 | 28,727    | 521,748   | SH | 521,598   | 150    |     |
| ENNIS BUSINESS FORMS | COM       | 29338910 | 3,810     | 249,028   | SH | 243,528   | 5,500  |     |
| ENPRO INDS INC       | COM       | 29355X10 | 5,302     | 380,042   | SH | 378,457   | 1,473  |     |
| ENSCO INTL INC       | COM       | 26874Q10 | 60,062    | 2,210,615 | SH | 2,199,365 | 10,950 |     |
| ENSTAR GROUP INC GA  | COM       | 29358R10 | 2,077     | 44,186    | SH | 44,186    |        |     |
| Page Total           |           |          | 2,888,374 |           |    |           |        |     |

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|----------------------|----------------|----------|-----------------|-----------------|-------------------|-----------------------|-------------------|---------|
|                      |                |          |                 |                 |                   | SOLE                  | SHARED AS DEFINED | SHA OTH |
| ENTEGRIS INC         | COM            | 29362U10 | 16,522          | 1,285,793       | SH                | 1,285,793             |                   |         |
| ENTERASYS NETWORKS I | COM            | 29363710 | 13,073          | 3,486,057       | SH                | 3,479,837             | 6,100             | 12      |
| ENTERCOM COMMUNICATI | CL A           | 29363910 | 30,382          | 573,676         | SH                | 569,326               | 2,205             | 2,14    |
| ENERGY CORP NEW      | COM            | 29364G10 | 456,591         | 7,992,148       | SH                | 7,831,283             | 140,319           | 20,54   |
| ENTERPRISE PRODS PAR | COM            | 29379210 | 4,963           | 202,176         | SH                | 202,176               |                   |         |
| ENTERTAINMENT PPTYS  | COM SH BEN     | 29380T10 | 12,225          | 352,193         | SH                | 352,193               |                   |         |
| ENTRAVISION COMMUNIC | CL A           | 29382R10 | 4,958           | 446,684         | SH                | 445,734               | 950               |         |
| ENTRUST INC          | COM            | 29384810 | 3,181           | 779,692         | SH                | 779,592               |                   | 10      |
| ENZO BIOCHEM INC     | COM            | 29410010 | 8,981           | 501,467         | SH                | 501,467               |                   |         |
| ENZON PHARMACEUTICAL | COM            | 29390410 | 10,406          | 869,346         | SH                | 846,146               | 23,200            |         |
| EOG RES INC          | COM            | 26875P10 | 160,931         | 3,485,612       | SH                | 3,437,480             | 40,127            | 8,00    |
| EON LABS INC         | COM            | 29412E10 | 7,354           | 144,329         | SH                | 144,109               | 220               |         |
| EPICOR SOFTWARE CORP | COM            | 29426L10 | 8,350           | 654,420         | SH                | 654,420               |                   |         |
| EPIQ SYS INC         | COM            | 26882D10 | 3,624           | 211,669         | SH                | 211,669               |                   |         |
| EPIX MEDICAL INC     | COM            | 26881Q10 | 4,170           | 256,130         | SH                | 256,130               |                   |         |
| EQUIFAX INC          | COM            | 29442910 | 103,174         | 4,211,183       | SH                | 4,196,523             | 9,660             | 5,00    |
| EQUITABLE RES INC    | COM            | 29454910 | 38,255          | 891,315         | SH                | 882,791               | 5,100             | 3,42    |
| EQUITY INNS INC      | COM            | 29470310 | 8,259           | 912,605         | SH                | 912,605               |                   |         |
| EQUITY OFFICE PROPER | COM            | 29474110 | 382,009         | 13,333,639      | SH                | 13,333,639            |                   |         |
| EQUITY ONE           | COM            | 29475210 | 15,002          | 888,741         | SH                | 888,741               |                   |         |
| EQUITY RESIDENTIAL   | SH BEN INT     | 29476L10 | 259,788         | 8,803,374       | SH                | 8,803,374             |                   |         |
| ERESEARCHTECHNOLOGY  | COM            | 29481V10 | 12,046          | 473,876         | SH                | 473,126               | 750               |         |
| ERICSSON L M TEL CO  | ADR B SEK      | 29482160 | 2,060           | 116,394         | SH                | 116,394               |                   |         |
| ERIE INDTY CO        | CL A           | 29530P10 | 12,078          | 284,997         | SH                | 284,197               | 800               |         |
| ESB FINL CORP        | COM            | 26884F10 | 1,656           | 102,858         | SH                | 102,858               |                   |         |
| ESCO TECHNOLOGIES IN | COM            | 29631510 | 8,574           | 196,422         | SH                | 196,421               | 1                 |         |
| ESPEED INC           | CL A           | 29664310 | 10,020          | 426,735         | SH                | 426,735               |                   |         |
| ESPERION THERAPEUTIC | COM            | 29664R10 | 19,598          | 566,421         | SH                | 565,921               | 500               |         |
| ESS TECHNOLOGY INC   | COM            | 26915110 | 21,452          | 1,259,669       | SH                | 1,259,669             |                   |         |
| ESSEX PPTY TR INC    | COM            | 29717810 | 33,476          | 521,270         | SH                | 521,270               |                   |         |
| ESTERLINE TECHNOLOGI | COM            | 29742510 | 9,468           | 354,994         | SH                | 354,994               |                   |         |
| ETHAN ALLEN INTERIOR | COM            | 29760210 | 23,209          | 554,180         | SH                | 552,924               | 1,156             | 10      |

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|                      |            |          |           |            |    |            |        |      |
|----------------------|------------|----------|-----------|------------|----|------------|--------|------|
| ETHYL CORP           | COM NEW    | 29765960 | 5,042     | 230,555    | SH | 230,555    |        |      |
| EURONET WORLDWIDE IN | COM        | 29873610 | 5,100     | 282,716    | SH | 280,716    | 2,000  |      |
| EVEREST RE GROUP LTD | COM        | G3223R10 | 22,791    | 269,403    | SH | 269,403    |        |      |
| EVERGREEN RES INC    | COM NO PAR | 29990030 | 23,532    | 723,830    | SH | 723,830    |        |      |
| EVERGREEN SOLAR INC  | COM        | 30033R10 | 225       | 133,672    | SH | 133,672    |        |      |
| EVERTRUST FINL GROUP | COM        | 30041210 | 2,049     | 64,877     | SH | 64,877     |        |      |
| EVOLVING SYS INC     | COM        | 30049R10 | 224       | 16,830     | SH | 16,830     |        |      |
| EXACT SCIENCES CORP  | COM        | 30063P10 | 2,392     | 236,319    | SH | 236,119    | 200    |      |
| EXACTECH INC         | COM        | 30064E10 | 2,213     | 150,000    | SH | 150,000    |        |      |
| EXAR CORP            | COM        | 30064510 | 14,341    | 836,205    | SH | 832,205    | 4,000  |      |
| EXCEL TECHNOLOGY INC | COM        | 30067T10 | 4,910     | 149,410    | SH | 149,310    | 100    |      |
| EXCHANGE NATL BANCSH | COM        | 30130910 | 2,561     | 70,742     | SH | 70,742     |        |      |
| EXELIXIS INC         | COM        | 30161Q10 | 7,053     | 1,000,378  | SH | 996,578    | 3,700  | 10   |
| EXELON CORP          | COM        | 30161N10 | 805,092   | 12,132,190 | SH | 12,088,105 | 39,606 | 4,47 |
| EXPEDITORS INTL WASH | COM        | 30213010 | 59,282    | 1,574,126  | SH | 1,568,016  | 5,750  | 36   |
| EXPRESS SCRIPTS INC  | COM        | 30218210 | 138,973   | 2,092,018  | SH | 2,055,980  | 33,698 | 2,34 |
| EXPRESSJET HOLDINGS  | CL A       | 30218U10 | 86,830    | 5,788,662  | SH | 5,788,662  |        |      |
| EXTENDED STAY AMER I | COM        | 30224P10 | 22,534    | 1,556,198  | SH | 1,555,148  | 970    | 8    |
| EXTREME NETWORKS INC | COM        | 30226D10 | 13,015    | 1,805,169  | SH | 1,804,429  | 660    | 8    |
| Page Total           |            |          | 2,923,991 |            |    |            |        |      |

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| NAME OF ISSUER                           | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE        | INVESTMENT SHARED AS DEFINED | DISCRET SHARE OTHER |
|------------------------------------------|----------------|----------|-----------------|-----------------|-------------------|-------------|------------------------------|---------------------|
| EXULT INC DEL                            | COM            | 30228410 | 5,009           | 697,681         | SH                | 697,481     | 100                          | 1                   |
| EXXON MOBIL CORP                         | COM            | 30231G10 | 8,213,147       | 200,320,668     | SH                | 193,298,890 | 3,946,260                    | 3,075,5             |
| F M C CORP                               | COM NEW        | 30249130 | 30,503          | 893,736         | SH                | 893,206     | 530                          |                     |
| F N B CORP N C                           | COM            | 30251910 | 1,545           | 72,957          | SH                | 72,957      |                              |                     |
| F N B CORP VA                            | COM            | 30293010 | 3,205           | 107,899         | SH                | 107,899     |                              |                     |
| F5 NETWORKS INC                          | COM            | 31561610 | 11,469          | 456,938         | SH                | 454,713     | 100                          | 2,1                 |
| FACTSET RESH<br>SYS INC                  | COM            | 30307510 | 11,702          | 306,247         | SH                | 306,147     |                              | 1                   |
| FAIR ISAAC CORP                          | COM            | 30325010 | 32,530          | 661,724         | SH                | 657,519     | 1,655                        | 2,5                 |
| FAIRCHILD CORP<br>FAIRCHILD<br>SEMICONDC | COM            | 30369810 | 690             | 136,893         | SH                | 136,893     |                              |                     |
| FALCONSTOR<br>SOFTWARE                   | COM            | 30372610 | 34,063          | 1,364,161       | SH                | 1,355,776   | 4,810                        | 3,5                 |
| FAMILY DLR<br>STORES IN                  | COM            | 30613710 | 5,217           | 596,956         | SH                | 596,956     |                              |                     |
| FARGO<br>ELECTRONICS IN                  | COM            | 30700010 | 154,887         | 4,316,810       | SH                | 4,301,290   | 10,920                       | 4,6                 |
| FARMER BROS CO                           | COM            | 30744P10 | 2,275           | 179,867         | SH                | 179,867     |                              |                     |
| FARMERS CAP BK<br>CORP                   | COM            | 30767510 | 4,268           | 13,591          | SH                | 13,491      | 100                          |                     |
| FARO<br>TECHNOLOGIES IN                  | COM            | 30956210 | 3,245           | 95,426          | SH                | 95,426      |                              |                     |
| FASTENAL CO                              | COM            | 31164210 | 357             | 14,300          | SH                | 14,300      |                              |                     |
| FBL FINL GROUP<br>INC                    | COM            | 31190010 | 50,778          | 1,020,660       | SH                | 1,004,569   | 9,816                        | 6,2                 |
|                                          | CL A           | 30239F10 | 5,409           | 209,670         | SH                | 209,670     |                              |                     |

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|                         |            |          |            |            |    |            |         |       |
|-------------------------|------------|----------|------------|------------|----|------------|---------|-------|
| FEDDERS CORP            | COM NEW    | 31313550 | 517        | 71,793     | SH | 71,793     |         |       |
| FEDERAL AGRIC<br>MTG CO | CL C       | 31314830 | 4,055      | 126,888    | SH | 126,788    |         | 1     |
| FEDERAL HOME<br>LN MTG  | COM        | 31340030 | 1,193,069  | 20,457,285 | SH | 20,176,250 | 193,127 | 87,9  |
| FEDERAL NATL<br>MTG ASS | COM        | 31358610 | 2,133,178  | 28,419,634 | SH | 28,224,009 | 154,625 | 41,0  |
| FEDERAL REALTY<br>INVT  | SH BEN INT | 31374720 | 26,963     | 702,344    | SH | 702,344    |         |       |
| FEDERAL SIGNAL<br>CORP  | COM        | 31385510 | 17,004     | 970,571    | SH | 965,121    | 5,250   | 2     |
| FEDERATED DEPT<br>STORE | COM        | 31410H10 | 390,547    | 8,286,592  | SH | 8,269,252  | 16,200  | 1,1   |
| FEDERATED INVS<br>INC P | CL B       | 31421110 | 74,638     | 2,542,158  | SH | 2,542,158  |         |       |
| FEDEX CORP              | COM        | 31428X10 | 546,147    | 8,091,060  | SH | 7,983,245  | 29,345  | 78,4  |
| FEI CO                  | COM        | 30241L10 | 14,781     | 656,937    | SH | 655,737    | 1,100   | 1     |
| FELCOR LODGING<br>TR IN | COM        | 31430F10 | 13,084     | 1,180,911  | SH | 1,180,911  |         |       |
| FERRO CORP              | COM        | 31540510 | 20,784     | 763,841    | SH | 763,321    | 520     |       |
| FFLC BANCORP<br>INC     | COM        | 30242W10 | 1,916      | 66,643     | SH | 66,643     |         |       |
| FIDELITY<br>BANKSHARES  | COM        | 31604Q10 | 7,308      | 232,735    | SH | 232,735    |         |       |
| FIDELITY NATL<br>FINL I | COM        | 31632610 | 123,611    | 3,187,503  | SH | 3,176,482  | 5,550   | 5,4   |
| FIFTH THIRD<br>BANCORP  | COM        | 31677310 | 919,527    | 15,558,826 | SH | 14,246,830 | 883,245 | 428,7 |
| FILENET CORP            | COM        | 31686910 | 18,122     | 669,188    | SH | 668,488    | 300     | 4     |
| FINANCIAL FED<br>CORP   | COM        | 31749210 | 7,496      | 245,379    | SH | 245,379    |         |       |
| FINANCIAL INDS<br>CORP  | COM        | 31757410 | 1,653      | 119,779    | SH | 119,779    |         |       |
| FINANCIAL INSTNS<br>INC | COM        | 31758540 | 3,534      | 125,173    | SH | 125,173    |         |       |
| FINDWHAT COM            | COM        | 31779410 | 3,945      | 210,404    | SH | 210,404    |         |       |
| FINISAR                 | COM        | 31787A10 | 7,426      | 2,372,591  | SH | 2,371,791  | 700     | 1     |
| FINISH LINE INC         | CL A       | 31792310 | 8,985      | 299,808    | SH | 299,808    |         |       |
| FINLAY<br>ENTERPRISES I | COM NEW    | 31788420 | 1,531      | 108,333    | SH | 108,333    |         |       |
| FIRST ALBANY COS<br>INC | COM        | 31846510 | 1,500      | 107,079    | SH | 107,079    |         |       |
| FIRST AMERN CORP<br>CAL | COM        | 31852230 | 37,122     | 1,246,968  | SH | 1,245,808  | 1,000   | 1     |
| FIRST<br>BANCORP N C    | COM        | 31891010 | 3,781      | 121,187    | SH | 120,287    | 900     |       |
| FIRST<br>BANCORP P R    | COM        | 31867210 | 21,774     | 550,550    | SH | 550,550    |         |       |
| FIRST BANCTRUST<br>CORP | COM        | 31868F10 | 347        | 14,320     | SH | 14,320     |         |       |
| FIRST BUSEY CORP        | COM        | 31938310 | 3,772      | 139,718    | SH | 139,718    |         |       |
| FIRST CASH FINL<br>SVCS | COM        | 31942D10 | 297        | 11,600     | SH | 11,600     |         |       |
| FIRST CHARTER<br>CORP   | COM        | 31943910 | 9,886      | 505,661    | SH | 505,661    |         |       |
| FIRST CMNTY<br>BANCORP  | COM        | 31983B10 | 8,535      | 236,164    | SH | 236,164    |         |       |
| Page Total              |            |          | 14,197,138 |            |    |            |         |       |

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| NAME OF ISSUER        | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCRETI SHARED OTHER |
|-----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|-----------------------|
| FIRST CMNTY BANC SHAR | COM            | 31983A10 | 4,826           | 145,527         | SH                | 145,527    |                              |                       |
| FIRST COMWLTH FINL C  | COM            | 31982910 | 13,967          | 979,423         | SH                | 979,423    |                              |                       |
| FIRST CONSULTING GRO  | COM            | 31986R10 | 1,649           | 292,854         | SH                | 292,854    |                              |                       |
| FIRST CTZNS BANC COR  | COM NO PAR     | 31945920 | 1,756           | 62,015          | SH                | 62,015     |                              |                       |
| FIRST CTZNS BANC SHAR | CL A           | 31946M10 | 12,543          | 104,091         | SH                | 104,091    |                              |                       |
| FIRST DATA CORP       | COM            | 31996310 | 1,030,281       | 25,073,773      | SH                | 20,582,343 | 4,352,642                    | 138,788               |
| FIRST DEFIANCE FINL   | COM            | 32006W10 | 2,301           | 88,846          | SH                | 88,846     |                              |                       |
| FIRST ESSEX BANCORP   | COM            | 32010310 | 7,079           | 121,753         | SH                | 118,653    | 3,100                        |                       |
| FIRST FED CAP CORP    | COM            | 31996010 | 7,078           | 313,758         | SH                | 313,758    |                              |                       |
| FIRST FED FINL CORP   | COM            | 31996110 | 1,140           | 45,862          | SH                | 45,862     |                              |                       |
| FIRST FINL BANCORP O  | COM            | 32020910 | 9,043           | 566,929         | SH                | 564,329    | 2,600                        |                       |
| FIRST FINL BANKSHARE  | COM            | 32020R10 | 9,812           | 238,621         | SH                | 238,621    |                              |                       |
| FIRST FINL CORP IND   | COM            | 32021810 | 7,067           | 235,566         | SH                | 235,566    |                              |                       |
| FIRST FINL HLDGS INC  | COM            | 32023910 | 6,259           | 200,153         | SH                | 200,153    |                              |                       |
| FIRST HEALTH GROUP C  | COM            | 32096010 | 27,939          | 1,431,308       | SH                | 1,429,008  | 2,100                        | 200                   |
| FIRST HORIZON PHARMA  | COM            | 32051K10 | 3,787           | 336,638         | SH                | 336,638    |                              |                       |
| FIRST IND CORP        | COM            | 32054R10 | 3,993           | 213,080         | SH                | 213,080    |                              |                       |
| FIRST INDUSTRIAL REA  | COM            | 32054K10 | 29,863          | 884,840         | SH                | 884,840    |                              |                       |
| FIRST LONG IS CORP    | COM            | 32073410 | 2,442           | 56,791          | SH                | 56,791     |                              |                       |
| FIRST M & F CORP      | COM            | 32074410 | 1,853           | 48,892          | SH                | 48,892     |                              |                       |
| FIRST MARBLEHEAD COR  | COM            | 32077110 | 289             | 13,200          | SH                | 13,200     |                              |                       |
| FIRST MERCHANTS CORP  | COM            | 32081710 | 7,638           | 299,404         | SH                | 299,404    |                              |                       |
| FIRST MIDWEST BANCOR  | COM            | 32086710 | 20,750          | 639,851         | SH                | 637,191    | 2,000                        | 660                   |
| FIRST NATL CORP ORAN  | COM            | 32094210 | 3,433           | 114,394         | SH                | 114,394    |                              |                       |
| FIRST NIAGARA FINL G  | COM            | 33582V10 | 18,138          | 1,211,597       | SH                | 1,211,597  |                              |                       |
| FIRST OAK BROOK       |                |          |                 |                 |                   |            |                              |                       |

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|                  |         |          |           |            |    |            |         |         |
|------------------|---------|----------|-----------|------------|----|------------|---------|---------|
| BANC             | COM     | 33584720 | 3,275     | 109,121    | SH | 109,121    |         |         |
| FIRST PL FINL    |         |          |           |            |    |            |         |         |
| CORP             | COM     | 33610T10 | 4,869     | 249,305    | SH | 249,305    |         |         |
| FIRST REP BK SAN |         |          |           |            |    |            |         |         |
| FRA              | COM     | 33615810 | 6,044     | 168,837    | SH | 167,977    | 800     | 60      |
| FIRST SENTINEL   |         |          |           |            |    |            |         |         |
| BANCO            | COM     | 33640T10 | 7,950     | 375,889    | SH | 375,889    |         |         |
| FIRST SOUTH      |         |          |           |            |    |            |         |         |
| BANCORP          | COM     | 33646W10 | 1,772     | 48,539     | SH | 48,539     |         |         |
| FIRST ST         |         |          |           |            |    |            |         |         |
| BANCORPORAT      | COM     | 33645310 | 5,901     | 169,811    | SH | 169,811    |         |         |
| FIRST TENN NATL  |         |          |           |            |    |            |         |         |
| CORP             | COM     | 33716210 | 181,206   | 4,108,970  | SH | 4,098,690  | 8,930   | 1,350   |
| FIRST UTD CORP   | COM     | 33741H10 | 2,366     | 97,080     | SH | 97,080     |         |         |
| FIRSTBANK CORP   |         |          |           |            |    |            |         |         |
| MICH             | COM     | 33761G10 | 3,851     | 123,598    | SH | 123,598    |         |         |
| FIRSTENERGY CORP | COM     | 33793210 | 808,774   | 22,976,528 | SH | 22,835,457 | 140,199 | 872     |
| FIRSTFED AMER    |         |          |           |            |    |            |         |         |
| BANCOR           | COM     | 33792910 | 6,519     | 250,439    | SH | 249,939    | 500     |         |
| FIRSTFED FINL    |         |          |           |            |    |            |         |         |
| CORP             | COM     | 33790710 | 20,784    | 477,797    | SH | 477,097    | 700     |         |
| FIRSTMERIT CORP  | COM     | 33791510 | 30,795    | 1,135,916  | SH | 1,098,696  | 36,820  | 400     |
| FISERV INC       | COM     | 33773810 | 207,535   | 5,248,725  | SH | 5,233,225  | 15,200  | 300     |
| FISHER           |         |          |           |            |    |            |         |         |
| COMMUNICATION    | COM     | 33775620 | 4,167     | 82,491     | SH | 82,491     |         |         |
| FISHER           |         |          |           |            |    |            |         |         |
| SCIENTIFIC IN    | COM NEW | 33803220 | 40,601    | 981,416    | SH | 980,256    | 1,060   | 100     |
| FLAG FINL CORP   | COM     | 33832H10 | 1,187     | 90,925     | SH | 90,925     |         |         |
| FLAGSTAR BANCORP |         |          |           |            |    |            |         |         |
| INC              | COM     | 33793010 | 31,461    | 1,468,755  | SH | 1,463,805  | 4,950   |         |
| FLEETBOSTON FINL |         |          |           |            |    |            |         |         |
| COR              | COM     | 33903010 | 1,318,304 | 30,201,691 | SH | 29,343,107 | 494,407 | 364,177 |
| FLEETWOOD        |         |          |           |            |    |            |         |         |
| ENTERPRISE       | COM     | 33909910 | 7,115     | 693,516    | SH | 693,516    |         |         |
| FLEXTRONICS INTL |         |          |           |            |    |            |         |         |
| LTD              | ORD     | Y2573F10 | 46,013    | 3,108,997  | SH | 2,899,176  | 209,821 |         |
| FLIR SYS INC     | COM     | 30244510 | 22,639    | 620,260    | SH | 620,260    |         |         |
| FLORIDA EAST     |         |          |           |            |    |            |         |         |
| COAST I          | COM     | 34063210 | 9,795     | 295,910    | SH | 291,010    | 900     | 4,000   |
| FLORIDA ROCK     |         |          |           |            |    |            |         |         |
| INDS IN          | COM     | 34114010 | 14,440    | 263,259    | SH | 262,509    | 600     | 150     |
| FLORIDAFIRST     |         |          |           |            |    |            |         |         |
| BANCORP          | COM     | 34325810 | 3,094     | 93,479     | SH | 93,479     |         |         |
| FLOWERS FOODS    |         |          |           |            |    |            |         |         |
| INC              | COM     | 34349810 | 14,773    | 572,582    | SH | 571,658    | 789     | 135     |
| Page Total       |         |          | 4,040,154 |            |    |            |         |         |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                                   |
|----------------|----------------|-------|--------------------|--------------------|----------------------|-----------------------|-----------------------------------|
|                |                |       |                    |                    |                      | SOLE                  | SHARED AS SHARED<br>DEFINED OTHER |

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|                            |             |          |         |            |    |            |         |        |
|----------------------------|-------------|----------|---------|------------|----|------------|---------|--------|
| FLOWSERVE CORP             | COM         | 34354P10 | 22,245  | 1,065,350  | SH | 1,062,830  | 2,520   |        |
| FLUOR CORP NEW             | COM         | 34341210 | 85,772  | 2,163,771  | SH | 2,160,301  | 3,470   |        |
| FLUSHING FINL<br>CORP      | COM         | 34387310 | 7,675   | 419,883    | SH | 419,883    |         |        |
| FMC<br>TECHNOLOGIES<br>INC | COM         | 30249U10 | 20,177  | 865,983    | SH | 864,309    | 1,589   | 85     |
| FMS FINL CORP              | COM         | 30250910 | 922     | 51,218     | SH | 51,218     |         |        |
| FNB CORP PA                | COM         | 30252010 | 16,668  | 470,194    | SH | 468,733    | 1,461   |        |
| FOMENTO<br>ECONOMICO<br>ME | SPON ADR U  | 34441910 | 2,317   | 62,834     | SH | 62,834     |         |        |
| FOOT LOCKER<br>INC         | COM         | 34484910 | 35,482  | 1,513,101  | SH | 1,504,641  | 6,180   | 2,280  |
| FOOTHILL INDPT<br>BANCO    | COM         | 34490510 | 1,358   | 57,414     | SH | 57,414     |         |        |
| FOOTSTAR INC               | COM         | 34491210 | 671     | 174,344    | SH | 174,344    |         |        |
| FORD MTR CO<br>DEL         | COM PAR \$0 | 34537086 | 903,051 | 56,440,679 | SH | 56,276,384 | 140,842 | 23,453 |
| FOREST CITY<br>ENTERPRI    | CL A        | 34555010 | 15,286  | 321,736    | SH | 319,146    | 2,590   |        |
| FOREST LABS<br>INC         | COM         | 34583810 | 567,667 | 9,185,558  | SH | 9,123,078  | 30,290  | 32,190 |
| FOREST OIL<br>CORP         | COM PAR \$0 | 34609170 | 26,555  | 929,470    | SH | 928,690    | 680     | 100    |
| FORMFACTOR INC             | COM         | 34637510 | 620     | 31,300     | SH | 31,300     |         |        |
| FORRESTER RESH<br>INC      | COM         | 34656310 | 4,438   | 250,049    | SH | 250,049    |         |        |
| FORTUNE BRANDS<br>INC      | COM         | 34963110 | 350,950 | 4,909,076  | SH | 4,505,228  | 354,250 | 49,598 |
| FORWARD AIR<br>CORP        | COM         | 34985310 | 7,176   | 260,945    | SH | 260,045    | 900     |        |
| FOSSIL INC                 | COM         | 34988210 | 13,926  | 495,049    | SH | 495,049    |         |        |
| FOUNDRY<br>NETWORKS INC    | COM         | 35063R10 | 55,772  | 2,040,696  | SH | 2,032,216  | 8,380   | 100    |
| FOX ENTMT<br>GROUP INC     | CL A        | 35138T10 | 76,677  | 2,630,443  | SH | 2,624,963  | 5,380   | 100    |
| FPIC INS GROUP<br>INC      | COM         | 30256310 | 253     | 10,097     | SH | 10,097     |         |        |
| FPL GROUP<br>INC           | COM         | 30257110 | 397,668 | 6,078,697  | SH | 5,934,391  | 98,762  | 45,544 |
| FRANCE TELECOM             | SPONSORED   | 35177Q10 | 697     | 24,394     | SH | 24,394     |         |        |
| FRANKLIN<br>BANCORP INC    | COM         | 35242V10 | 269     | 12,500     | SH | 12,500     |         |        |
| FRANKLIN ELEC<br>INC       | COM         | 35351410 | 8,303   | 137,264    | SH | 137,264    |         |        |
| FRANKLIN FINL<br>CORP T    | COM NEW     | 35352320 | 1,729   | 56,510     | SH | 56,510     |         |        |
| FRANKLIN RES<br>INC        | COM         | 35461310 | 333,095 | 6,398,282  | SH | 6,077,116  | 259,197 | 61,969 |
| FREDS INC                  | CL A        | 35610810 | 22,550  | 727,646    | SH | 727,421    |         | 225    |
| FREEMARKETS<br>INC         | COM         | 35660210 | 4,398   | 656,389    | SH | 639,700    | 16,689  |        |
| FREEPORT-<br>MCMORAN COP   | CL B        | 35671D85 | 240,507 | 5,708,682  | SH | 5,682,479  | 6,780   | 19,423 |
| FREMONT GEN<br>CORP        | COM         | 35728810 | 21,582  | 1,276,268  | SH | 1,276,268  |         |        |
| FRESENIUS MED<br>CARE A    | SPONSORED   | 35802910 | 332     | 14,212     | SH | 14,212     |         |        |
| FRESH DEL<br>MONTE PROD    | ORD         | G3673810 | 1,412   | 59,267     | SH | 59,267     |         |        |
| FRIEDMAN                   |             |          |         |            |    |            |         |        |

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|                         |       |          |         |           |    |           |       |        |
|-------------------------|-------|----------|---------|-----------|----|-----------|-------|--------|
| BILLINGS RA             | CL A  | 35843410 | 18,066  | 782,742   | SH | 782,742   |       |        |
| FRIEDMANS INC           | CL A  | 35843810 | 3,357   | 500,278   | SH | 500,278   |       |        |
| FRONTIER<br>AIRLINES IN | COM   | 35906510 | 7,948   | 556,213   | SH | 556,013   | 200   |        |
| FRONTIER FINL<br>CORP W | COM   | 35907K10 | 8,738   | 263,183   | SH | 263,183   |       |        |
| FRONTIER OIL<br>CORP    | COM   | 35914P10 | 12,424  | 721,485   | SH | 721,485   |       |        |
| FSI INTL<br>INC         | COM   | 30263310 | 234     | 31,652    | SH | 31,652    |       |        |
| FTD INC                 | CL A  | 30265Q10 | 1,226   | 49,757    | SH | 49,757    |       |        |
| FTI CONSULTING<br>INC   | COM   | 30294110 | 16,892  | 722,809   | SH | 722,809   |       |        |
| FUELCELL<br>ENERGY INC  | COM   | 35952H10 | 8,860   | 680,455   | SH | 616,255   | 200   | 64,000 |
| FUJI PHOTO<br>FILM LTD  | ADR   | 35958630 | 1,061   | 32,342    | SH | 32,342    |       |        |
| FULLER H B CO           | COM   | 35969410 | 14,933  | 502,126   | SH | 501,326   | 600   | 200    |
| FULTON FINL<br>CORP PA  | COM   | 36027110 | 23,721  | 1,083,150 | SH | 1,079,446 | 3,704 |        |
| FURNITURE<br>BRANDS INT | COM   | 36092110 | 20,697  | 705,675   | SH | 703,315   | 2,360 |        |
| G & K SVCS<br>INC       | CL A  | 36126810 | 11,387  | 309,853   | SH | 309,678   | 55    | 120    |
| G B & T<br>BANCSHARES I | COM   | 36146210 | 2,006   | 84,900    | SH | 84,900    |       |        |
| GA FINL INC             | COM   | 36143710 | 2,367   | 68,165    | SH | 68,165    |       |        |
| GABELLI ASSET<br>MGMT I | C L A | 36239Y10 | 4,628   | 116,269   | SH | 115,869   | 400   |        |
| Page Total              |       |          | 406,747 |           |    |           |       |        |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL SOLE | INVESTMENT SHARED AS DEFINED | DISCRE SHAR OTHE |
|----------------------|----------------|----------|-----------------|-----------------|------------------------|------------------------------|------------------|
| GABLES RESIDENTIAL T | SH BEN INT     | 36241810 | 21,859          | 629,209         | SH                     | 629,209                      |                  |
| GALLAGHER ARTHUR J & | COM            | 36357610 | 42,460          | 1,306,864       | SH                     | 1,304,144                    | 2,720            |
| GALLAHER GROUP PLC   | SPONSORED      | 36359510 | 855             | 20,099          | SH                     | 20,099                       |                  |
| GALYANS TRADING INC  | COM            | 36458R10 | 1,751           | 145,467         | SH                     | 145,467                      |                  |
| GAMESTOP CORP        | CL A           | 36466R10 | 5,499           | 356,823         | SH                     | 356,823                      |                  |
| GANNETT INC          | COM            | 36473010 | 645,032         | 7,234,541       | SH                     | 7,073,486                    | 82,880 78,17     |
| GAP INC DEL          | COM            | 36476010 | 582,480         | 25,096,060      | SH                     | 25,046,242                   | 49,418 40        |
| GARDNER DENVER INC   | COM            | 36555810 | 6,454           | 270,381         | SH                     | 270,306                      | 75               |
| GARMIN LTD           | ORD            | G3726010 | 804             | 14,753          | SH                     | 14,753                       |                  |
| GARTNER INC          | COM            | 36665110 | 15,563          | 1,376,078       | SH                     | 1,370,319                    | 5,759            |
| GARTNER INC          | CL B           | 36665120 | 4,171           | 383,402         | SH                     | 383,092                      | 310              |
| GATEWAY INC          | COM            | 36762610 | 41,883          | 9,104,903       | SH                     | 9,100,785                    | 2,640 1,47       |
| GATX CORP            | COM            | 36144810 | 33,506          | 1,197,506       | SH                     | 1,195,031                    | 350 2,12         |
| GAYLORD ENTMT CO NEW | COM            | 36790510 | 7,492           | 250,977         | SH                     | 250,727                      | 150 10           |
| GEMSTAR-TV GUIDE INT | COM            | 36866W10 | 11,560          | 2,278,825       | SH                     | 2,267,459                    | 11,366           |
| GENAERA CORP         | COM            | 36867G10 | 245             | 74,982          | SH                     | 74,982                       |                  |



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|                      |             |          |            |             |    |             |           |          |      |
|----------------------|-------------|----------|------------|-------------|----|-------------|-----------|----------|------|
| GENCORP INC          | COM         | 36868210 | 5,708      | 529,950     | SH | 529,950     |           |          |      |
| GENE LOGIC INC       | COM         | 36868910 | 2,555      | 492,337     | SH | 492,237     | 100       |          |      |
| GENELABS TECHNOLOGIE | COM         | 36870610 | 233        | 82,425      | SH | 79,425      | 3,000     |          |      |
| GENENCOR INTL INC    | COM         | 36870910 | 3,359      | 213,922     | SH | 213,922     |           |          |      |
| GENENTECH INC        | COM NEW     | 36871040 | 242,336    | 2,589,893   | SH | 2,528,642   | 50,640    | 10,61    |      |
| GENERAL BINDING CORP | COM         | 36915410 | 1,583      | 87,942      | SH | 87,942      |           |          |      |
| GENERAL CABLE CORP D | COM         | 36930010 | 5,127      | 629,124     | SH | 629,124     |           |          |      |
| GENERAL COMMUNICATIO | CL A        | 36938510 | 6,274      | 721,123     | SH | 721,123     |           |          |      |
| GENERAL DYNAMICS COR | COM         | 36955010 | 535,789    | 5,927,523   | SH | 5,809,657   | 90,810    | 27,05    |      |
| GENERAL ELEC CO      | COM         | 36960410 | 8,986,599  | 290,077,451 | SH | 279,246,601 | 6,234,831 | 4,596,01 |      |
| GENERAL GROWTH PPTYS | COM         | 37002110 | 114,099    | 4,111,669   | SH | 4,111,669   |           |          |      |
| GENERAL MARITIME COR | SHS         | Y2692M10 | 609        | 34,579      | SH | 34,579      |           |          |      |
| GENERAL MLS INC      | COM         | 37033410 | 446,129    | 9,848,325   | SH | 9,425,911   | 200,302   | 222,11   |      |
| GENERAL MTRS CORP    | COM         | 37044210 | 5,406,751  | 101,250,013 | SH | 101,151,179 | 74,397    | 24,43    |      |
| GENERAL MTRS CORP    | CL H NEW    | 37044283 | 1,991      | 124,682     | SH | 124,682     |           |          |      |
| GENESCO INC          | COM         | 37153210 | 5,332      | 352,419     | SH | 352,419     |           |          |      |
| GENESE & WYO INC     | CL A        | 37155910 | 6,257      | 198,649     | SH | 198,649     |           |          |      |
| GENESIS HEALTHCARE C | COM         | 37184D10 | 5,016      | 220,182     | SH | 220,000     |           |          | 18   |
| GENESIS MICROCHIP IN | COM         | 37184C10 | 9,485      | 525,464     | SH | 525,464     |           |          |      |
| GENLYTE GROUP INC    | COM         | 37230210 | 14,385     | 246,404     | SH | 246,104     | 300       |          |      |
| GEN-PROBE INC NEW    | COM         | 36866T10 | 43,185     | 1,184,132   | SH | 1,183,132   |           |          | 1,00 |
| GENTA INC            | COM NEW     | 37245M20 | 8,709      | 835,021     | SH | 835,021     |           |          |      |
| GENTEX CORP          | COM         | 37190110 | 66,127     | 1,497,440   | SH | 1,193,066   | 178,521   | 125,85   |      |
| GENTIVA HEALTH SERVI | COM         | 37247A10 | 5,278      | 417,531     | SH | 417,531     |           |          |      |
| GENUINE PARTS CO     | COM         | 37246010 | 154,351    | 4,649,123   | SH | 4,627,594   | 15,829    | 5,70     |      |
| GENZYME CORP         | COM GENL D  | 37291710 | 269,083    | 5,459,187   | SH | 5,431,203   | 24,297    | 3,68     |      |
| GEORGIA GULF CORP    | COM PAR \$0 | 37320020 | 15,810     | 547,449     | SH | 547,449     |           |          |      |
| GEORGIA PAC CORP     | COM         | 37329810 | 293,693    | 9,575,912   | SH | 9,546,040   | 27,712    | 2,16     |      |
| GERBER SCIENTIFIC IN | COM         | 37373010 | 2,839      | 356,640     | SH | 352,622     | 2,018     | 2,00     |      |
| GERDAU S A           | SPONSORED   | 37373710 | 1,202      | 59,422      | SH | 59,422      |           |          |      |
| GERMAN AMERN BANCORP | COM         | 37386510 | 2,505      | 143,117     | SH | 143,117     |           |          |      |
| GERON CORP           | COM         | 37416310 | 6,512      | 653,145     | SH | 653,145     |           |          |      |
| GETTY IMAGES INC     | COM         | 37427610 | 18,288     | 364,811     | SH | 363,511     | 300       | 1,00     |      |
| GETTY RLTY CORP NEW  | COM         | 37429710 | 7,837      | 299,691     | SH | 299,691     |           |          |      |
| GEVITY HR INC        | COM         | 37439310 | 4,936      | 221,956     | SH | 221,956     |           |          |      |
| Page Total           |             |          | 18,121,585 |             |    |             |           |          |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN | AMT | SH/ PRN | PUT/ CALL | SOLE       | INVESTMENT DISCRETION |         |
|----------------------|----------------|----------|-----------------|-------------|-----|---------|-----------|------------|-----------------------|---------|
|                      |                |          |                 |             |     |         |           |            | SHARED AS DEFINED     | SHA OTH |
| GIANT INDS INC       | COM            | 37450810 | 222             | 18,496      | SH  |         |           | 18,496     |                       |         |
| GIBALTAR STL CORP    | COM            | 37476F10 | 3,767           | 149,673     | SH  |         |           | 149,673    |                       |         |
| GILEAD SCIENCES INC  | COM            | 37555810 | 194,657         | 3,340,032   | SH  |         |           | 3,263,493  | 60,364                | 16,17   |
| GILLETTE CO          | COM            | 37576610 | 1,134,360       | 30,883,741  | SH  |         |           | 29,830,740 | 810,942               | 242,05  |
| GLACIER BANCORP INC  | COM            | 37637Q10 | 9,701           | 298,760     | SH  |         |           | 298,760    |                       |         |
| GLADSTONE CAPITAL CO | COM            | 37653510 | 2,986           | 133,590     | SH  |         |           | 133,590    |                       |         |
| GLAMIS GOLD LTD      | COM            | 37677510 | 2,810           | 164,107     | SH  |         |           | 164,107    |                       |         |
| GLATFELTER           | COM            | 37731610 | 8,022           | 644,329     | SH  |         |           | 643,409    | 920                   |         |

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|                      |            |          |           |            |    |            |         |       |
|----------------------|------------|----------|-----------|------------|----|------------|---------|-------|
| GLAXOSMITHKLINE PLC  | SPONSORED  | 37733W10 | 900,562   | 19,317,079 | SH | 19,195,079 | 122,000 |       |
| GLENBOROUGH RLTY TR  | COM        | 37803P10 | 9,090     | 455,650    | SH | 455,650    |         |       |
| GLIMCHER RLTY TR     | SH BEN INT | 37930210 | 16,042    | 716,812    | SH | 716,812    |         |       |
| GLOBAL IMAGING SYSTE | COM        | 37934A10 | 9,168     | 288,745    | SH | 287,945    | 800     |       |
| GLOBAL INDS LTD      | COM        | 37933610 | 6,542     | 1,275,170  | SH | 1,275,170  |         |       |
| GLOBAL PMTS INC      | COM        | 37940X10 | 19,154    | 406,499    | SH | 404,792    | 760     | 94    |
| GLOBAL POWER EQUIPME | COM        | 37941P10 | 3,100     | 464,111    | SH | 458,411    | 5,700   |       |
| GLOBALSANTAFE CORP   | SHS        | G3930E10 | 15,459    | 622,609    | SH | 621,435    | 1,095   | 7     |
| GLOBESPANVIRATA INC  | COM        | 37957V10 | 11,916    | 2,036,937  | SH | 2,031,707  | 5,230   |       |
| GOLD BANC CORP INC   | COM        | 37990710 | 8,694     | 618,381    | SH | 615,081    | 3,300   |       |
| GOLDCORP INC NEW     | COM        | 38095640 | 478       | 29,993     | SH | 29,993     |         |       |
| GOLDEN TELECOM INC   | COM        | 38122G10 | 5,637     | 202,419    | SH | 202,419    |         |       |
| GOLDEN WEST FINL COR | COM        | 38131710 | 390,811   | 3,787,295  | SH | 3,778,259  | 8,936   | 10    |
| GOLDMAN SACHS GROUP  | COM        | 38141G10 | 1,131,619 | 11,461,752 | SH | 10,910,139 | 500,571 | 51,04 |
| GOODRICH CORP        | COM        | 38238810 | 104,254   | 3,511,413  | SH | 3,498,445  | 12,408  | 56    |
| GOODYEAR TIRE & RUBR | COM        | 38255010 | 41,382    | 5,264,866  | SH | 5,247,996  | 16,870  |       |
| GOODYS FAMILY CLOTHI | COM        | 38258810 | 2,986     | 319,005    | SH | 319,005    |         |       |
| GORMAN RUPP CO       | COM        | 38308210 | 5,053     | 191,404    | SH | 191,404    |         |       |
| GRACE W R & CO DEL N | COM        | 38388F10 | 2,630     | 1,023,243  | SH | 1,010,244  | 12,799  | 20    |
| GRACO INC            | COM        | 38410910 | 29,250    | 729,414    | SH | 724,512    | 4,292   | 61    |
| GRAFTECH INTL LTD    | COM        | 38431310 | 18,687    | 1,384,186  | SH | 1,383,886  | 300     |       |
| GRAINGER W W INC     | COM        | 38480210 | 109,477   | 2,310,138  | SH | 2,296,832  | 11,481  | 1,82  |
| GRANITE CONSTR INC   | COM        | 38732810 | 16,710    | 711,361    | SH | 711,361    |         |       |
| GRANT PRIDECO INC    | COM        | 38821G10 | 19,546    | 1,501,195  | SH | 1,498,375  | 2,720   | 10    |
| GRAY TELEVISION INC  | COM        | 38937510 | 9,786     | 647,252    | SH | 637,752    | 9,500   |       |
| GRAY TELEVISION INC  | CL A       | 38937520 | 361       | 23,783     | SH | 23,783     |         |       |
| GREAT AMERN FINL RES | COM        | 38991510 | 2,319     | 142,950    | SH | 142,950    |         |       |
| GREAT ATLANTIC & PAC | COM        | 39006410 | 3,779     | 449,824    | SH | 444,424    | 5,400   |       |
| GREAT LAKES CHEM COR | COM        | 39056810 | 43,054    | 1,583,461  | SH | 1,582,391  | 1,070   |       |
| GREAT LAKES REIT INC | COM        | 39075210 | 4,937     | 314,430    | SH | 314,430    |         |       |
| GREAT NORTHN IRON OR | CTFS BEN I | 39106410 | 1,234     | 13,300     | SH | 13,300     |         |       |
| GREAT PLAINS ENERGY  | COM        | 39116410 | 32,707    | 1,027,886  | SH | 1,025,286  | 1,700   | 90    |
| GREAT SOUTHN BANCORP | COM        | 39090510 | 4,218     | 90,966     | SH | 90,966     |         |       |
| GREATER BAY BANCORP  | COM        | 39164810 | 33,241    | 1,167,182  | SH | 1,163,998  | 439     | 2,74  |
| GREATER COMMUNITY BA | COM        | 39167M10 | 1,103     | 65,288     | SH | 65,288     |         |       |
| GREEN MOUNTAIN PWR C | COM        | 39315410 | 799       | 33,863     | SH | 33,583     |         | 28    |
| GREEN MTN COFFEE ROA | COM        | 39312210 | 2,462     | 107,400    | SH | 107,400    |         |       |
| GREENBRIER COS INC   | COM        | 39365710 | 1,680     | 100,324    | SH | 100,324    |         |       |
| GREENE CNTY BANCSHAR | COM NEW    | 39436120 | 2,076     | 89,170     | SH | 89,170     |         |       |
| GREENPOINT FINL CORP | COM        | 39538410 | 94,779    | 2,683,426  | SH | 2,672,136  | 10,840  | 45    |
| GREIF INC            | CL A       | 39762410 | 7,907     | 222,669    | SH | 222,569    | 100     |       |
| GREY GLOBAL GROUP IN | COM        | 39787M10 | 11,664    | 17,076     | SH | 17,076     |         |       |
| GREY WOLF INC        | COM        | 39788810 | 11,876    | 3,175,413  | SH | 3,175,413  |         |       |
| Page Total           |            |          | 4,504,752 |            |    |            |         |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL SOLE | INVESTMENT DISCRE SHARED AS DEFINED | SH OT |
|----------------------|----------------|----------|-----------------|-----------------|--------------------|-------------------------------------|-------|
| GRIFFON CORP         | COM            | 39843310 | 8,722           | 430,488         | SH                 | 430,488                             |       |
| GROUP 1 AUTOMOTIVE I | COM            | 39890510 | 10,439          | 288,449         | SH                 | 288,449                             |       |



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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP        | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL SOLE | SHARED AS DEFINED | SH OT |
|----------------------|----------------|--------------|-----------------|-----------------|---------|----------------|-------------------|-------|
| HEADWATERS INC       | COM            | 42210P10     | 13,603          | 697,257         | SH      | 697,257        |                   |       |
| HEALTH CARE PPTY INV | COM            | 42191510     | 32,155          | 632,979         | SH      | 632,979        |                   |       |
| HEALTH CARE REIT INC | COM            | 42217K10     | 28,628          | 795,217         | SH      | 795,217        |                   |       |
| HEALTH MGMT ASSOC IN | CL A           | 42193310     | 154,809         | 6,450,391       | SH      | 6,425,867      | 22,419            | 2,    |
| HEALTH NET INC       | COM            | 42222G10     | 94,884          | 2,901,650       | SH      | 2,894,175      | 7,210             |       |
| HEALTHCARE RLTY TR   | COM            | 42194610     | 17,057          | 477,120         | SH      | 477,120        |                   |       |
| HEALTHCARE SVCS GRP  | COM            | 42190610     | 4,032           | 209,674         | SH      | 209,674        |                   |       |
| HEALTH EXTRAS INC    | COM            | 42221110     | 3,983           | 297,218         | SH      | 297,218        |                   |       |
| HEARST-ARGYLE TELEVI | COM            | 42231710     | 19,082          | 692,388         | SH      | 691,828        | 560               |       |
| HEARTLAND EXPRESS IN | COM            | 42234710     | 14,075          | 581,853         | SH      | 581,853        |                   |       |
| HEARTLAND FINL USA I | COM            | 42234Q10     | 2,379           | 127,909         | SH      | 127,909        |                   |       |
| HECLA MNG CO         | COM            | 42270410     | 15,754          | 1,900,370       | SH      | 1,900,370      |                   |       |
| HEICO CORP NEW       | COM            | 42280610     | 3,597           | 197,625         | SH      | 197,625        |                   |       |
| HEICO CORP NEW       | CL A           | 42280620     | 268             | 19,002          | SH      | 19,002         |                   |       |
| HEIDRICK & STRUGGLES | COM            | 42281910     | 6,549           | 300,413         | SH      | 299,413        | 1,000             |       |
| HEINZ H J CO         | COM            | 42307410     | 371,592         | 10,200,177      | SH      | 10,126,081     | 46,669            | 27,   |
| HELEN OF TROY CORP L | COM            | G4388N10     | 837             | 36,159          | SH      | 35,959         | 200               |       |
| HELIX TECHNOLOGY COR | COM            | 42331910     | 10,408          | 505,718         | SH      | 505,218        | 400               |       |
| HELLENIC TELECOM ORG | SPONSORED      | 42332530     | 321             | 47,912          | SH      | 47,912         |                   |       |
| HELMERICH & PAYNE IN | COM            | 42345210     | 18,812          | 673,540         | SH      | 671,550        | 1,390             |       |
| HENRY JACK & ASSOC I | COM            | 42628110     | 20,300          | 986,395         | SH      | 985,495        | 700               |       |
| HERCULES INC         | COM            | 42705610     | 42,271          | 3,464,856       | SH      | 3,458,126      | 6,730             |       |
| HERITAGE COMMERCE CO | COM            | 42692710     | 1,833           | 149,012         | SH      | 149,012        |                   |       |
| HERITAGE FINL CORP W | COM            | 42722X10     | 1,724           | 80,055          | SH      | 80,055         |                   |       |
| HERITAGE PPTY INVT T | COM            | 42725M10     | 22,053          | 775,156         | SH      | 775,156        |                   |       |
| HERLEY INDS INC DEL  | COM            | 42739810     | 3,326           | 160,694         | SH      | 160,694        |                   |       |
| HERSHEY FOODS CORP   | COM            | 42786610     | 265,878         | 3,453,413       | SH      | 3,398,524      | 27,199            | 27,   |
| HEWITT ASSOCS INC    | COM            | 42822Q10     | 5,307           | 177,502         | SH      | 177,502        |                   |       |
| HEWLETT PACKARD CO   | COM            | 42823610     | 2,130,844       | 92,766,400      | SH      | 90,537,434     | 1,230,400         | 998,  |
| HEXCEL CORP NEW      | COM            | 42829110     | 2,323           | 313,477         | SH      | 313,477        |                   |       |
| HIBBETT SPORTING GOO | COM            | 42856510     | 5,604           | 188,050         | SH      | 188,050        |                   |       |
| HIBERNIA CORP        | CL A           | 42865610     | 67,160          | 2,856,673       | SH      | 2,843,753      | 12,220            |       |
| HICKORY TECH CORP    | COM            | 42906010     | 2,578           | 224,786         | SH      | 224,586        | 200               |       |
| HIGHWOODS PPTYS INC  | COM            | 43128410     | 35,571          | 1,400,423       | SH      | 1,400,423      |                   |       |
| HILB ROGAL & HAMILTO | COM            | 43129410     | 21,270          | 663,247         | SH      | 663,172        | 75                |       |
| HILFIGER TOMMY CORP  | ORD            | G8915Z10     | 640             | 43,190          | SH      | 43,190         |                   |       |
| HILLENBRAND INDS INC | COM            | 43157310     | 64,343          | 1,036,783       | SH      | 1,031,543      | 4,740             |       |
| HILTON HOTELS CORP   | COM            | 43284810     | 172,491         | 10,069,548      | SH      | 9,949,116      | 107,362           | 13,   |
| HITACHI LIMITED      | ADR 10         | COM 43357850 | 1,136           | 18,919          | SH      | 18,919         |                   |       |
| HI-TECH PHARMACAL IN | COM            | 42840B10     | 1,860           | 79,158          | SH      | 79,158         |                   |       |
| HOLLINGER INTL INC   | CL A           | 43556910     | 12,530          | 802,170         | SH      | 801,970        | 200               |       |
| HOLLIS-EDEN PHARMACE | COM            | 43590210     | 1,618           | 146,950         | SH      | 146,950        |                   |       |
| HOLLY CORP           | COM PAR \$0    | 43575830     | 4,632           | 168,435         | SH      | 168,435        |                   |       |
| HOLLYWOOD ENTMT CORP | COM            | 43614110     | 12,779          | 929,416         | SH      | 929,416        |                   |       |
| HOLOGIC INC          | COM            | 43644010     | 6,548           | 379,580         | SH      | 379,580        |                   |       |
| HOME DEPOT INC       | COM            | 43707610     | 2,544,368       | 71,692,522      | SH      | 69,380,519     | 1,711,719         | 600,  |
| HOME PROPERTIES INC  | COM            | 43730610     | 28,274          | 700,015         | SH      | 700,015        |                   |       |
| HOMESTORE INC        | COM            | 43785210     | 7,126           | 1,506,652       | SH      | 1,506,452      | 100               |       |
| HON INDS INC         | COM            | 43809210     | 35,419          | 817,608         | SH      | 813,248        | 4,160             |       |
| HONDA MOTOR LTD      | AMERN SHS      | 43812830     | 7,012           | 311,644         | SH      | 207,644        | 104,000           |       |
| HONEYWELL INTL INC   | COM            | 43851610     | 3,390,050       | 101,407,409     | SH      | 27,443,366     | 73,913,053        | 50,   |
| Page Total           |                |              | 9,731,694       |                 |         |                |                   |       |

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| NAME OF ISSUER         | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | SOLE      | INVESTMENT DISCREPANCY |          |
|------------------------|----------------|----------|--------------------|--------------------|------------|--------------|-----------|------------------------|----------|
|                        |                |          |                    |                    |            |              |           | SHARED AS<br>DEFINED   | SH<br>OT |
| HOOKEER FURNITURE CORP | COM            | 43903810 | 1,528              | 37,440             | SH         |              | 37,440    |                        |          |
| HOOPER HOLMES INC      | COM            | 43910410 | 6,395              | 1,034,772          | SH         |              | 1,034,772 |                        |          |
| HORACE MANN EDUCATOR   | COM            | 44032710 | 10,936             | 782,788            | SH         |              | 782,702   | 86                     |          |
| HORIZON FINL CORP WA   | COM            | 44041F10 | 2,807              | 160,334            | SH         |              | 160,334   |                        |          |
| HORIZON OFFSHORE INC   | COM            | 44043J10 | 1,611              | 366,049            | SH         |              | 366,049   |                        |          |
| HORIZON ORGANIC HOLD   | COM            | 44043T10 | 2,620              | 109,396            | SH         |              | 109,396   |                        |          |
| HORMEL FOODS CORP      | COM            | 44045210 | 36,979             | 1,432,751          | SH         |              | 1,428,796 | 3,830                  |          |
| HOSPITALITY PPTYS TR   | COM SH BEN     | 44106M10 | 52,139             | 1,263,049          | SH         |              | 1,263,049 |                        |          |
| HOST MARRIOTT CORP N   | COM            | 44107P10 | 69,132             | 5,611,358          | SH         |              | 5,611,358 |                        |          |
| HOT TOPIC INC          | COM            | 44133910 | 25,671             | 871,671            | SH         |              | 871,671   |                        |          |
| HOUSTON EXPL CO        | COM            | 44212010 | 8,959              | 245,321            | SH         |              | 245,221   | 100                    |          |
| HOVNANIAN ENTERPRISE   | CL A           | 44248720 | 23,958             | 275,195            | SH         |              | 274,895   | 300                    |          |
| HRPT PPTYS TR          | COM SH BEN     | 40426W10 | 17,919             | 1,775,877          | SH         |              | 1,775,877 |                        |          |
| HSBC HLDGS PLC         | SPON ADR N     | 40428040 | 27,120             | 344,080            | SH         |              | 255,080   | 89,000                 |          |
| HUBBELL INC            | CL B           | 44351020 | 32,042             | 726,580            | SH         |              | 714,932   | 6,720                  | 4,9      |
| HUDSON CITY BANCORP    | COM            | 44368310 | 32,159             | 842,302            | SH         |              | 838,942   | 3,360                  |          |
| HUDSON HIGHLAND GROU   | COM            | 44379210 | 3,897              | 164,444            | SH         |              | 163,946   | 491                    |          |
| HUDSON RIV BANCORP I   | COM            | 44412810 | 11,423             | 292,682            | SH         |              | 290,582   | 2,100                  |          |
| HUDSON UNITED BANCOR   | COM            | 44416510 | 19,813             | 536,215            | SH         |              | 535,005   | 1,210                  |          |
| HUGHES ELECTRONICS     | COM            | 44441810 | 917,666            | 55,448,071         | SH         |              | 8,892,153 | 46,555,918             |          |
| HUGHES SUPPLY INC      | COM            | 44448210 | 26,327             | 530,575            | SH         |              | 530,374   | 201                    |          |
| HUGOTON RTY TR TEX     | UNIT BEN I     | 44471710 | 933                | 42,619             | SH         |              | 42,619    |                        |          |
| HUMAN GENOME SCIENCE   | COM            | 44490310 | 17,672             | 1,333,745          | SH         |              | 1,329,320 | 4,325                  | 1        |
| HUMANA INC             | COM            | 44485910 | 118,757            | 5,197,253          | SH         |              | 5,189,729 | 7,030                  | 4        |
| HUMBOLDT BANCORP       | COM            | 44506910 | 3,170              | 180,599            | SH         |              | 180,599   |                        |          |
| HUNGARIAN TEL & CABL   | COM            | 44554210 | 360                | 36,487             | SH         |              | 36,487    |                        |          |
| HUNT J B TRANS SVCS    | COM            | 44565810 | 25,728             | 952,539            | SH         |              | 952,299   | 240                    |          |
| HUNTINGTON BANCSHARE   | COM            | 44615010 | 154,240            | 6,855,104          | SH         |              | 6,841,444 | 12,840                 | 8        |
| HUTCHINSON TECHNOLOG   | COM            | 44840710 | 14,261             | 463,772            | SH         |              | 462,272   | 1,500                  |          |
| HYDRIL                 | COM            | 44877410 | 6,321              | 263,278            | SH         |              | 263,078   | 200                    |          |
| HYPERCOM CORP          | COM            | 44913M10 | 2,371              | 498,165            | SH         |              | 498,165   |                        |          |
| HYPERION SOLUTIONS C   | COM            | 44914M10 | 25,680             | 852,015            | SH         |              | 851,815   |                        | 2        |
| IBERIABANK CORP        | COM            | 45082810 | 7,672              | 130,030            | SH         |              | 129,630   | 400                    |          |
| IBT BANCORP INC        | COM            | 44923F10 | 2,409              | 40,676             | SH         |              | 40,676    |                        |          |
| ICICI BK LTD           | ADR            | 45104G10 | 1,407              | 81,917             | SH         |              | 81,917    |                        |          |
| ICOS CORP              | COM            | 44929510 | 24,193             | 586,065            | SH         |              | 578,380   | 5,110                  | 2,5      |
| ICT GROUP INC          | COM            | 44929Y10 | 2,067              | 176,031            | SH         |              | 176,031   |                        |          |
| ICU MED INC            | COM            | 44930G10 | 6,554              | 191,130            | SH         |              | 191,130   |                        |          |
| IDACORP INC            | COM            | 45110710 | 26,503             | 885,793            | SH         |              | 881,195   | 1,480                  | 3,1      |
| IDENTIX INC            | COM            | 45190610 | 6,891              | 1,548,651          | SH         |              | 1,548,651 |                        |          |
| IDEX CORP              | COM            | 45167R10 | 21,435             | 515,379            | SH         |              | 511,179   | 2,300                  | 1,9      |
| IDEXX LABS INC         | COM            | 45168D10 | 32,582             | 704,010            | SH         |              | 695,847   | 520                    | 7,6      |
| IDT CORP               | COM            | 44894710 | 11,624             | 524,769            | SH         |              | 521,169   | 3,600                  |          |
| IDX SYS CORP           | COM            | 44949110 | 8,250              | 307,762            | SH         |              | 305,762   | 2,000                  |          |
| I-FLOW CORP            | COM NEW        | 44952030 | 264                | 19,000             | SH         |              | 19,000    |                        |          |
| IGATE CORP             | COM            | 45169U10 | 2,495              | 317,834            | SH         |              | 313,834   | 4,000                  |          |
| IGEN INC               | COM            | 44953610 | 19,318             | 328,140            | SH         |              | 327,740   | 400                    |          |
| IHOP CORP              | COM            | 44962310 | 13,252             | 344,396            | SH         |              | 341,896   | 2,500                  |          |
| II VI INC              | COM            | 90210410 | 4,955              | 192,064            | SH         |              | 192,064   |                        |          |
| IKON OFFICE SOLUTION   | COM            | 45171310 | 300,523            | 25,339,222         | SH         |              | 1,668,313 | 23,670,709             | 2        |
| ILEX ONCOLOGY INC      | COM            | 45192310 | 14,024             | 659,957            | SH         |              | 659,957   |                        |          |
| Page Total             |                |          | 2,207,011          |                    |            |              |           |                        |          |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | SOLE      | INVESTMENT           | DISCR      |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------|----------------------|------------|
|                      |                |          |                    |                    |                      |           | SHARED AS<br>DEFINED | SHA<br>OTH |
| ILLINOIS TOOL WKS IN | COM            | 45230810 | 730,038            | 8,700,247          | SH                   | 7,862,450 | 553,714              | 284,083    |
| IMAGISTICS INTERNATI | COM            | 45247T10 | 19,781             | 527,499            | SH                   | 507,693   | 19,724               | 82         |
| IMATION CORP         | COM            | 45245A10 | 20,976             | 596,746            | SH                   | 594,386   | 1,500                | 860        |
| IMC GLOBAL INC       | COM            | 44966910 | 21,916             | 2,207,065          | SH                   | 2,204,738 | 825                  | 1,502      |
| IMCLONE SYS INC      | COM            | 45245W10 | 22,321             | 562,815            | SH                   | 558,897   | 1,840                | 2,078      |
| IMMUCOR INC          | COM            | 45252610 | 8,894              | 436,181            | SH                   | 432,281   |                      | 3,900      |
| IMMUNOGEN INC        | COM            | 45253H10 | 3,411              | 675,491            | SH                   | 675,491   |                      |            |
| IMMUNOMEDICS INC     | COM            | 45290710 | 3,367              | 738,464            | SH                   | 737,164   | 1,300                |            |
| IMPAC MED SYS INC    | COM            | 45255A10 | 2,453              | 95,983             | SH                   | 95,983    |                      |            |
| IMPAC MTG HLDGS INC  | COM            | 45254P10 | 26,631             | 1,462,424          | SH                   | 1,462,424 |                      |            |
| IMPAX LABORATORIES I | COM            | 45256B10 | 7,591              | 527,551            | SH                   | 527,551   |                      |            |
| IMPERIAL CHEM INDS P | ADR NEW        | 45270450 | 500                | 34,906             | SH                   | 34,906    |                      |            |
| IMPERIAL OIL LTD     | COM NEW        | 45303840 | 924                | 20,804             | SH                   | 20,804    |                      |            |
| IMPERIAL TOBACCO GRO | SPONSORED      | 45314210 | 492                | 12,382             | SH                   | 12,382    |                      |            |
| IMS HEALTH INC       | COM            | 44993410 | 164,782            | 6,628,409          | SH                   | 6,610,465 | 14,524               | 3,420      |
| INAMED CORP          | COM            | 45323510 | 32,125             | 668,572            | SH                   | 668,572   |                      |            |
| INCO LTD             | COM            | 45325840 | 1,112              | 27,932             | SH                   | 27,932    |                      |            |
| INCYTE CORP          | COM            | 45337C10 | 8,886              | 1,299,078          | SH                   | 1,298,978 |                      | 100        |
| INDEPENDENCE CMNTY B | COM            | 45341410 | 25,290             | 703,082            | SH                   | 703,082   |                      |            |
| INDEPENDENCE HLDG CO | COM NEW        | 45344030 | 968                | 40,346             | SH                   | 40,346    |                      |            |
| INDEPENDENT BANK COR | COM            | 45383810 | 9,727              | 342,983            | SH                   | 342,983   |                      |            |
| INDEPENDENT BANK COR | COM            | 45383610 | 5,949              | 210,219            | SH                   | 206,798   | 3,421                |            |
| INDEVUS PHARMACEUTIC | COM            | 45407210 | 3,718              | 630,222            | SH                   | 630,122   |                      | 100        |
| INDYMAC BANCORP INC  | COM            | 45660710 | 22,090             | 741,517            | SH                   | 741,517   |                      |            |
| INET TECHNOLOGIES IN | COM            | 45662V10 | 3,309              | 275,750            | SH                   | 275,750   |                      |            |
| INFINEON TECHNOLOGIE | SPONSORED      | 45662N10 | 990                | 72,200             | SH                   | 72,200    |                      |            |
| INFINITY PPTY & CAS  | COM            | 45665Q10 | 6,942              | 210,043            | SH                   | 210,043   |                      |            |
| INFOCUS CORP         | COM            | 45665B10 | 7,057              | 728,981            | SH                   | 728,881   |                      | 100        |
| INFONET SVCS CORP    | CL B           | 45666T10 | 2,047              | 1,203,985          | SH                   | 1,203,985 |                      |            |
| INFORMATICA CORP     | COM            | 45666Q10 | 11,196             | 1,087,017          | SH                   | 1,086,917 |                      | 100        |
| INFORMATION HLDGS IN | COM            | 45672710 | 5,021              | 227,191            | SH                   | 227,091   | 100                  |            |
| INFOSPACE INC        | COM NEW        | 45678T20 | 10,730             | 465,494            | SH                   | 465,476   |                      | 18         |
| INFOSYS TECHNOLOGIES | SPONSORED      | 45678810 | 2,531              | 26,533             | SH                   | 26,533    |                      |            |
| INFOUSA INC NEW      | COM            | 45681830 | 3,770              | 508,777            | SH                   | 508,777   |                      |            |
| ING GROUP N V        | SPONSORED      | 45683710 | 7,634              | 326,113            | SH                   | 101,113   | 225,000              |            |
| INGERSOLL-RAND COMPA | CL A           | G4776G10 | 291,641            | 4,296,426          | SH                   | 4,113,210 | 167,281              | 15,935     |
| INGLES MKTS INC      | CL A           | 45703010 | 1,503              | 146,397            | SH                   | 145,897   |                      | 500        |
| INGRAM MICRO INC     | CL A           | 45715310 | 23,660             | 1,488,039          | SH                   | 1,487,029 | 1,010                |            |
| INKINE PHARMACEUTICA | COM            | 45721410 | 307                | 63,538             | SH                   | 63,538    |                      |            |
| INNKEEPERS USA TR    | COM            | 4576J010 | 5,122              | 611,972            | SH                   | 611,972   |                      |            |
| INNKEEPERS USA TR    | PFD CV A 8     | 4576J030 | 622                | 24,800             | SH                   |           | 400                  | 24,400     |
| INNOVATIVE SOLUTIONS | COM            | 45769N10 | 291                | 17,900             | SH                   | 12,000    | 5,800                | 100        |
| INNOVEX INC          | COM            | 45764710 | 2,500              | 297,616            | SH                   | 297,616   |                      |            |
| INPUT/OUTPUT INC     | COM            | 45765210 | 3,388              | 751,214            | SH                   | 751,214   |                      |            |
| INSIGHT COMMUNICATIO | CL A           | 45768V10 | 7,685              | 743,216            | SH                   | 742,716   | 500                  |            |
| INSIGHT ENTERPRISES  | COM            | 45765U10 | 26,594             | 1,414,548          | SH                   | 1,412,748 | 1,800                |            |

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|                      |      |          |           |           |    |           |        |
|----------------------|------|----------|-----------|-----------|----|-----------|--------|
| INSITUFORM TECHNOLOG | CL A | 45766710 | 6,435     | 390,001   | SH | 390,001   |        |
| INSPIRE PHARMACEUTIC | COM  | 45773310 | 6,704     | 473,748   | SH | 473,748   |        |
| INSTINET GROUP INC   | COM  | 45775010 | 7,133     | 1,385,140 | SH | 1,366,380 | 18,760 |
| INSURANCE AUTO AUCTI | COM  | 45787510 | 2,063     | 158,083   | SH | 158,083   |        |
| INTEGRA BK CORP      | COM  | 45814P10 | 6,110     | 277,710   | SH | 277,710   |        |
| Page Total           |      |          | 1,596,928 |           |    |           |        |

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| NAME OF ISSUER   | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION |                   |              |
|------------------|----------------|----------|-----------------|-----------------|-------------------|-----------------------|-------------------|--------------|
|                  |                |          |                 |                 |                   | SOLE                  | SHARED AS DEFINED | SHARED OTHER |
| INTEGRA          |                |          |                 |                 |                   |                       |                   |              |
| LIFESCIENCES     | COM NEW        | 45798520 | 14,983          | 522,772         | SH                | 522,672               | 100               |              |
| INTEGRAL SYS     |                |          |                 |                 |                   |                       |                   |              |
| INC MD           | COM            | 45810H10 | 3,529           | 166,365         | SH                | 166,265               | 100               |              |
| INTEGRATED       |                |          |                 |                 |                   |                       |                   |              |
| CIRCUIT S        | COM            | 45811K20 | 24,824          | 871,002         | SH                | 869,282               | 1,720             |              |
| INTEGRATED       |                |          |                 |                 |                   |                       |                   |              |
| DEVICE TE        | COM            | 45811810 | 28,516          | 1,660,810       | SH                | 1,650,470             | 4,400             | 5,94         |
| INTEGRATED       |                |          |                 |                 |                   |                       |                   |              |
| ELECTRICA        | COM            | 45811E10 | 5,428           | 586,822         | SH                | 583,222               | 3,600             |              |
| INTEGRATED       |                |          |                 |                 |                   |                       |                   |              |
| SILICON S        | COM            | 45812P10 | 6,907           | 441,363         | SH                | 441,363               |                   |              |
| INTEL CORP       | COM            | 45814010 | 6,360,364       | 198,451,286     | SH                | 192,034,336           | 4,045,382         | 2,371,56     |
| INTELIDATA       |                |          |                 |                 |                   |                       |                   |              |
| TECHNOLOG        | COM            | 45814T10 | 1,145           | 734,166         | SH                | 732,478               | 1,688             |              |
| INTER PARFUMS    |                |          |                 |                 |                   |                       |                   |              |
| INC              | COM            | 45833410 | 1,452           | 64,255          | SH                | 64,255                |                   |              |
| INTER TEL INC    | COM            | 45837210 | 16,612          | 665,003         | SH                | 664,703               | 300               |              |
| INTERACTIVE      |                |          |                 |                 |                   |                       |                   |              |
| DATA COR         | COM            | 45840J10 | 6,938           | 418,955         | SH                | 418,805               | 150               |              |
| INTERACTIVECORP  | COM            | 45840Q10 | 174,653         | 5,147,447       | SH                | 5,131,884             | 12,813            | 2,75         |
| INTERCEPT INC    | COM            | 45845L10 | 3,018           | 268,064         | SH                | 264,464               | 3,500             | 10           |
| INTERCHANGE FINL |                |          |                 |                 |                   |                       |                   |              |
| SVC              | COM            | 45844710 | 4,625           | 182,809         | SH                | 182,809               |                   |              |
| INTERCONTINENTAL |                |          |                 |                 |                   |                       |                   |              |
| HOT              | SPONSORED      | 45857310 | 668             | 69,768          | SH                | 69,768                |                   |              |
| INTERDIGITAL     |                |          |                 |                 |                   |                       |                   |              |
| COMMUNI          | COM            | 45866A10 | 11,851          | 575,285         | SH                | 574,585               | 600               | 10           |
| INTERFACE INC    | CL A           | 45866510 | 4,215           | 762,150         | SH                | 762,150               |                   |              |
| INTERGRAPH CORP  | COM            | 45868310 | 21,883          | 914,464         | SH                | 913,364               | 1,100             |              |
| INTERLAND INC    | COM NEW        | 45872720 | 1,503           | 230,199         | SH                | 227,899               | 2,300             |              |
| INTERMAGNETICS   |                |          |                 |                 |                   |                       |                   |              |
| GEN C            | COM            | 45877110 | 6,936           | 312,995         | SH                | 312,995               |                   |              |
| INTERMUNE INC    | COM            | 45884X10 | 18,783          | 810,992         | SH                | 808,992               | 2,000             |              |
| INTERNAP NETWORK |                |          |                 |                 |                   |                       |                   |              |
| SVC              | COM            | 45885A10 | 274             | 111,649         | SH                | 111,649               |                   |              |
| INTERNATIONAL    |                |          |                 |                 |                   |                       |                   |              |
| BANCSH           | COM            | 45904410 | 14,398          | 305,375         | SH                | 304,597               | 778               |              |
| INTERNATIONAL    |                |          |                 |                 |                   |                       |                   |              |
| BUSINE           | COM            | 45920010 | 11,672,314      | 125,942,098     | SH                | 103,020,230           | 22,588,371        | 333,49       |

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|                      |            |          |            |            |    |            |            |        |
|----------------------|------------|----------|------------|------------|----|------------|------------|--------|
| INTERNATIONAL FLAVOR | COM        | 45950610 | 85,489     | 2,448,151  | SH | 2,437,856  | 3,695      | 6,600  |
| INTERNATIONAL GAME T | COM        | 45990210 | 376,035    | 10,533,183 | SH | 10,517,075 | 13,908     | 2,200  |
| INTERNATIONAL MULTIF | COM        | 46004310 | 5,564      | 309,118    | SH | 308,818    | 300        |        |
| INTERNATIONAL RECTIF | COM        | 46025410 | 43,385     | 878,057    | SH | 874,032    | 3,465      | 560    |
| INTERNATIONAL SPEEDW | CL A       | 46033520 | 22,575     | 507,992    | SH | 506,612    | 1,180      | 200    |
| INTERNET SEC SYS INC | COM        | 46060X10 | 15,676     | 832,514    | SH | 830,814    | 1,700      |        |
| INTERPOOL INC        | COM        | 46062R10 | 1,757      | 121,150    | SH | 115,045    | 6,105      |        |
| INTERPORE INTL       | COM        | 46062W10 | 3,841      | 295,428    | SH | 295,028    | 400        |        |
| INTERPUBLIC GROUP CO | COM        | 46069010 | 157,662    | 10,106,565 | SH | 9,962,534  | 88,060     | 55,970 |
| INTERSIL CORP        | CL A       | 46069S10 | 44,778     | 1,801,941  | SH | 1,796,751  | 4,910      | 280    |
| INTERSTATE BAKERIES  | COM        | 46072H10 | 20,021     | 1,406,973  | SH | 1,406,323  | 650        |        |
| INTERTAN INC         | COM        | 46112010 | 3,605      | 356,225    | SH | 356,225    |            |        |
| INTERVOICE INC NEW   | COM        | 46114210 | 7,319      | 616,627    | SH | 616,627    |            |        |
| INTERWOVEN INC       | COM NEW    | 46114T50 | 5,767      | 446,377    | SH | 446,127    | 225        | 200    |
| INTL PAPER CO        | COM        | 46014610 | 1,613,704  | 37,432,253 | SH | 18,042,770 | 19,379,077 | 10,400 |
| INTRADO INC          | COM        | 46117A10 | 6,322      | 288,023    | SH | 288,023    |            |        |
| INTROGEN THERAPEUTIC | COM        | 46119F10 | 385        | 45,400     | SH | 45,400     |            |        |
| INTUIT               | COM        | 46120210 | 303,426    | 5,740,176  | SH | 5,719,804  | 19,004     | 1,360  |
| INTUITIVE SURGICAL I | COM NEW    | 46120E60 | 6,779      | 396,662    | SH | 394,081    | 81         | 2,500  |
| INVACARE CORP        | COM        | 46120310 | 19,115     | 473,490    | SH | 473,090    | 400        |        |
| INVERESK RESH GROUP  | COM        | 46123810 | 12,316     | 498,036    | SH | 498,036    |            |        |
| INVERNESS MED INNOVA | COM        | 46126P10 | 4,763      | 218,706    | SH | 216,657    | 2,049      |        |
| INVESTMENT TECHNOLOG | COM        | 46145F10 | 18,896     | 1,170,036  | SH | 1,169,166  | 720        | 150    |
| INVESTORS FINL SERVI | COM        | 46191510 | 34,668     | 902,570    | SH | 902,090    | 480        |        |
| INVESTORS REAL ESTAT | SH BEN INT | 46173010 | 5,832      | 589,060    | SH | 581,360    | 7,700      |        |
| INVISION TECHNOLOGIE | COM        | 46185110 | 11,105     | 330,793    | SH | 330,693    | 100        |        |
| INVITROGEN CORP      | COM        | 46185R10 | 113,931    | 1,629,680  | SH | 1,561,691  | 60,634     | 7,350  |
| Page Total           |            |          | 21,350,534 |            |    |            |            |        |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE      | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------|----------------|----------|-----------------|-----------------|-------------------|-----------|------------------------------|---------------|
| IOMEGA CORP    | COM NEW        | 46203030 | 6,745           | 1,127,854       | SH                | 1,127,854 |                              |               |



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|                      |            |          |            |             |    |             |           |     |        |
|----------------------|------------|----------|------------|-------------|----|-------------|-----------|-----|--------|
| IONICS INC           | COM        | 46221810 | 9,442      | 296,455     | SH | 295,455     |           |     | 1,     |
| IPAYMENT INC         | COM        | 46262E10 | 3,185      | 93,971      | SH | 93,971      |           |     |        |
| IRELAND BK           | SPONSORED  | 46267Q10 | 677        | 12,326      | SH | 12,326      |           |     |        |
| IRON MTN INC PA      | COM        | 46284610 | 33,199     | 839,623     | SH | 696,623     | 119,350   |     | 23,    |
| IRWIN FINL CORP      | COM        | 46411910 | 20,165     | 642,189     | SH | 642,189     |           |     |        |
| ISHARES TR           | RUSSELL100 | 46428759 | 8,329      | 142,700     | SH | 142,700     |           |     |        |
| ISIS PHARMACEUTICALS | COM        | 46433010 | 5,222      | 803,312     | SH | 803,312     |           |     |        |
| ISLE OF CAPRI CASINO | COM        | 46459210 | 10,584     | 492,981     | SH | 492,981     |           |     |        |
| ISTAR FINL INC       | COM        | 45031U10 | 38,343     | 985,682     | SH | 985,682     |           |     |        |
| I-STAT CORP          | COM        | 45031210 | 3,964      | 259,110     | SH | 259,110     |           |     |        |
| ITLA CAP CORP        | COM        | 45056510 | 4,109      | 82,012      | SH | 82,012      |           |     |        |
| ITRON INC            | COM        | 46574110 | 7,979      | 434,599     | SH | 434,599     |           |     |        |
| ITT EDUCATIONAL SERV | COM        | 45068B10 | 44,545     | 948,372     | SH | 948,052     |           | 120 |        |
| ITT INDS INC IND     | COM        | 45091110 | 759,625    | 10,236,158  | SH | 2,368,814   | 7,856,023 |     | 11,    |
| IVAX CORP            | COM        | 46582310 | 51,993     | 2,177,254   | SH | 2,163,932   | 7,297     |     | 6,     |
| IXIA                 | COM        | 45071R10 | 5,414      | 462,763     | SH | 462,763     |           |     |        |
| IXYS CORP            | COM        | 46600W10 | 2,401      | 256,831     | SH | 256,831     |           |     |        |
| J & J SNACK FOODS CO | COM        | 46603210 | 4,877      | 129,166     | SH | 129,166     |           |     |        |
| J JILL GROUP INC     | COM        | 46618910 | 3,685      | 289,962     | SH | 289,772     |           | 40  |        |
| J P MORGAN CHASE & C | COM        | 46625H10 | 2,388,745  | 65,035,252  | SH | 64,148,246  | 556,926   |     | 330,   |
| J2 GLOBAL COMMUNICAT | COM NEW    | 46626E20 | 8,187      | 330,246     | SH | 330,246     |           |     |        |
| JABIL CIRCUIT INC    | COM        | 46631310 | 167,821    | 5,930,064   | SH | 5,880,764   | 33,825    |     | 15,    |
| JACK IN THE BOX INC  | COM        | 46636710 | 12,893     | 603,592     | SH | 603,592     |           |     |        |
| JACOBS ENGR GROUP IN | COM        | 46981410 | 38,205     | 795,778     | SH | 772,863     | 18,765    |     | 4,     |
| JACUZZI BRANDS INC   | COM        | 46986510 | 8,932      | 1,259,739   | SH | 1,259,239   |           |     |        |
| JAKKS PAC INC        | COM        | 47012E10 | 5,415      | 411,770     | SH | 411,770     |           |     |        |
| JANUS CAP GROUP INC  | COM        | 47102X10 | 100,646    | 6,133,192   | SH | 6,103,748   | 29,244    |     |        |
| JARDEN CORP          | COM        | 47110910 | 16,548     | 605,280     | SH | 603,930     | 1,350     |     |        |
| JDA SOFTWARE GROUP I | COM        | 46612K10 | 15,429     | 934,547     | SH | 931,947     | 2,600     |     |        |
| JDS UNIPHASE CORP    | COM        | 46612J10 | 128,480    | 35,296,680  | SH | 35,229,946  | 64,506    |     | 2,     |
| JEFFERIES GROUP INC  | COM        | 47231910 | 39,704     | 1,202,423   | SH | 1,199,543   | 2,880     |     |        |
| JEFFERSON PILOT CORP | COM        | 47507010 | 190,169    | 3,754,563   | SH | 3,690,318   | 12,507    |     | 51,    |
| JETBLUE AWYS CORP    | COM        | 47714310 | 33,336     | 1,257,004   | SH | 1,256,404   | 600       |     |        |
| JLG INDS INC         | COM        | 46621010 | 11,911     | 782,089     | SH | 782,089     |           |     |        |
| JO-ANN STORES INC    | COM        | 47758P30 | 8,462      | 414,827     | SH | 414,827     |           |     |        |
| JOHNSON & JOHNSON    | COM        | 47816010 | 6,812,812  | 131,877,891 | SH | 126,109,925 | 4,077,118 |     | 1,690, |
| JOHNSON CTLS INC     | COM        | 47836610 | 273,507    | 2,355,379   | SH | 2,331,409   | 19,170    |     | 4,     |
| JONES APPAREL GROUP  | COM        | 48007410 | 135,964    | 3,859,315   | SH | 3,853,063   | 5,952     |     |        |
| JONES LANG LASALLE I | COM        | 48020Q10 | 11,051     | 533,099     | SH | 533,099     |           |     |        |
| JOS A BANK CLOTHIERS | COM        | 48083810 | 3,012      | 86,822      | SH | 86,822      |           |     |        |
| JOURNAL COMMUNICATIO | CL A       | 48113010 | 313        | 16,900      | SH | 16,900      |           |     |        |
| JOURNAL REGISTER CO  | COM        | 48113810 | 10,463     | 505,447     | SH | 503,067     | 2,380     |     |        |
| JOY GLOBAL INC       | COM        | 48116510 | 21,560     | 824,465     | SH | 824,465     |           |     |        |
| JUNIPER NETWORKS INC | COM        | 48203R10 | 76,297     | 4,084,416   | SH | 4,070,677   | 13,559    |     |        |
| JUNO LTG INC         | COM NEW    | 48204720 | 260        | 11,558      | SH | 11,558      |           |     |        |
| K V PHARMACEUTICAL C | CL A       | 48274020 | 13,956     | 547,302     | SH | 546,152     | 1,150     |     |        |
| K V PHARMACEUTICAL C | CL B CONV  | 48274010 | 785        | 30,298      | SH | 30,298      |           |     |        |
| K2 INC               | COM        | 48273210 | 6,459      | 424,630     | SH | 424,630     |           |     |        |
| KADANT INC           | COM        | 48282T10 | 6,014      | 277,794     | SH | 277,486     | 294       |     |        |
| KAMAN CORP           | CL A       | 48354810 | 4,918      | 386,350     | SH | 386,350     |           |     |        |
| Page Total           |            |          | 11,576,736 |             |    |             |           |     |        |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | SOLE       | INVESTMENT           | DISCR      |
|----------------------|----------------|----------|--------------------|--------------------|---------------------|------------|----------------------|------------|
|                      |                |          |                    |                    |                     |            | SHARED AS<br>DEFINED | SHA<br>OTH |
| KANA SOFTWARE INC    | COM NEW        | 48360030 | 1,209              | 358,633            | SH                  | 358,633    |                      |            |
| KANEB SERVICES LLC   | COM            | 48417310 | 683                | 21,439             | SH                  | 21,439     |                      |            |
| KANSAS CITY LIFE INS | COM            | 48483610 | 2,919              | 63,182             | SH                  | 63,182     |                      |            |
| KANSAS CITY SOUTHERN | COM NEW        | 48517030 | 16,223             | 1,132,895          | SH                  | 1,109,932  | 22,963               |            |
| KAYDON CORP          | COM            | 48658710 | 18,009             | 696,928            | SH                  | 696,008    | 920                  |            |
| KB HOME              | COM            | 48666K10 | 130,748            | 1,802,928          | SH                  | 1,800,958  | 1,970                |            |
| KCS ENERGY INC       | COM            | 48243420 | 5,829              | 552,531            | SH                  | 552,531    |                      |            |
| KEANE INC            | COM            | 48666510 | 25,745             | 1,758,555          | SH                  | 1,754,855  | 2,900                | 80         |
| KEITHLEY INSTRS INC  | COM            | 48758410 | 4,963              | 271,213            | SH                  | 271,213    |                      |            |
| KELLOGG CO           | COM            | 48783610 | 376,879            | 9,897,024          | SH                  | 9,865,824  | 26,515               | 4,68       |
| KELLWOOD CO          | COM            | 48804410 | 25,826             | 629,906            | SH                  | 629,606    | 300                  |            |
| KELLY SVCS INC       | CL A           | 48815220 | 12,148             | 425,642            | SH                  | 425,642    |                      |            |
| KEMET CORP           | COM            | 48836010 | 23,809             | 1,739,155          | SH                  | 1,735,455  | 3,600                | 10         |
| KENNAMETAL INC       | COM            | 48917010 | 26,869             | 675,949            | SH                  | 675,449    | 500                  |            |
| KENSEY NASH CORP     | COM            | 49005710 | 3,037              | 130,622            | SH                  | 130,622    |                      |            |
| KERR MCGEE CORP      | COM            | 49238610 | 238,006            | 5,119,516          | SH                  | 5,107,400  | 11,077               | 1,03       |
| KEY ENERGY SVCS INC  | COM            | 49291410 | 13,463             | 1,305,777          | SH                  | 1,305,677  | 100                  |            |
| KEYCORP NEW          | COM            | 49326710 | 358,700            | 12,233,959         | SH                  | 12,180,230 | 34,427               | 19,30      |
| KEYNOTE SYS INC      | COM            | 49330810 | 3,876              | 327,370            | SH                  | 327,370    |                      |            |
| KEYSPAN CORP         | COM            | 49337W10 | 180,107            | 4,894,225          | SH                  | 4,875,782  | 16,923               | 1,52       |
| KEYSTONE AUTOMOTIVE  | COM            | 49338N10 | 4,689              | 184,763            | SH                  | 184,763    |                      |            |
| KEYSTONE PPTY TR COR | COM            | 49359610 | 9,367              | 424,026            | SH                  | 424,026    |                      |            |
| KFORCE INC           | COM            | 49373210 | 259                | 27,723             | SH                  | 27,723     |                      |            |
| KFX INC              | COM            | 48245L10 | 2,886              | 382,233            | SH                  | 382,233    |                      |            |
| KILROY RLTY CORP     | COM            | 49427F10 | 26,023             | 794,598            | SH                  | 794,598    |                      |            |
| KIMBALL INTL INC     | CL B           | 49427410 | 6,209              | 399,269            | SH                  | 399,269    |                      |            |
| KIMBERLY CLARK CORP  | COM            | 49436810 | 855,568            | 14,479,071         | SH                  | 14,027,990 | 274,086              | 176,99     |
| KIMCO REALTY CORP    | COM            | 49446R10 | 80,078             | 1,789,463          | SH                  | 1,789,463  |                      |            |
| KINDER MORGAN ENERGY | UT LTD PAR     | 49455010 | 2,131              | 43,247             | SH                  | 19,611     | 19,036               | 4,60       |
| KINDER MORGAN INC KA | COM            | 49455P10 | 237,006            | 4,010,253          | SH                  | 4,000,080  | 8,473                | 1,70       |
| KINDER MORGAN MANAGE | SHS            | 49455U10 | 2,590              | 60,298             | SH                  | 60,298     |                      |            |
| KINDRED HEALTHCARE I | COM            | 49458010 | 13,987             | 269,079            | SH                  | 267,979    | 1,100                |            |
| KING PHARMACEUTICALS | COM            | 49558210 | 95,833             | 6,279,994          | SH                  | 6,267,251  | 12,410               | 33         |
| KINROSS GOLD CORP    | COM NEW        | 49690220 | 284                | 35,496             | SH                  | 35,496     |                      |            |
| KIRBY CORP           | COM            | 49726610 | 12,818             | 367,479            | SH                  | 366,979    | 500                  |            |
| KIRKLANDS INC        | COM            | 49749810 | 3,270              | 185,136            | SH                  | 185,136    |                      |            |
| KLAMATH FIRST BANCOR | COM            | 49842P10 | 2,604              | 98,988             | SH                  | 98,988     |                      |            |
| KLA-TENCOR CORP      | COM            | 48248010 | 335,043            | 5,723,321          | SH                  | 5,701,631  | 21,450               | 24         |
| KMART HLDG CORPORATI | COM            | 49878010 | 1,978              | 82,592             | SH                  | 82,592     |                      |            |
| KNBT BANCORP INC     | COM            | 48292110 | 527                | 29,990             | SH                  | 29,990     |                      |            |
| KNIGHT RIDDER INC    | COM            | 49904010 | 162,675            | 2,102,565          | SH                  | 2,094,270  | 8,115                | 18         |
| KNIGHT TRADING GROUP | COM            | 49906310 | 20,109             | 1,371,709          | SH                  | 1,366,409  | 5,200                | 10         |
| KNIGHT TRANSN INC    | COM            | 49906410 | 12,635             | 492,604            | SH                  | 492,604    |                      |            |
| KOGER EQUITY INC     | COM            | 50022810 | 9,672              | 462,126            | SH                  | 462,126    |                      |            |
| KOHL'S CORP          | COM            | 50025510 | 362,641            | 8,069,453          | SH                  | 8,048,298  | 20,200               | 95         |
| KOMAG INC            | COM NEW        | 50045320 | 8,856              | 606,173            | SH                  | 606,173    |                      |            |
| KONINKLIJKE AHOLD N  | SPON ADR N     | 50046730 | 410                | 52,889             | SH                  | 52,889     |                      |            |
| KONINKLIJKE PHILIPS  | NY REG SH      | 50047230 | 2,252              | 77,406             | SH                  | 77,406     |                      |            |
| KOPIN CORP           | COM            | 50060010 | 9,767              | 1,455,622          | SH                  | 1,277,722  |                      | 177,90     |
| KOREA ELECTRIC PWR   | SPONSORED      | 50063110 | 1,528              | 147,066            | SH                  | 147,066    |                      |            |
| KORN FERRY INTL      | COM NEW        | 50064320 | 9,599              | 719,597            | SH                  | 719,587    | 10                   |            |
| Page Total           |                |          | 3,762,345          |                    |                     |            |                      |            |

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|----------------------|----------------|----------|--------------------|--------------------|-------------------------|------------|----------------------|------------|
|                      |                |          |                    |                    |                         |            | SHARED AS<br>DEFINED | SHA<br>OTH |
| KOS PHARMACEUTICALS  | COM            | 50064810 | 16,310             | 379,221            | SH                      | 379,221    |                      |            |
| KOSAN BIOSCIENCES IN | COM            | 50064W10 | 3,362              | 340,975            | SH                      | 340,975    |                      |            |
| KRAFT FOODS INC      | CL A           | 50075N10 | 255,915            | 7,942,737          | SH                      | 3,943,818  | 3,966,821            | 32,09      |
| KRAMONT RLTY TR      | COM SH BEN     | 50075Q10 | 6,837              | 377,733            | SH                      | 377,733    |                      |            |
| KRISPY KREME DOUGHNU | COM            | 50101410 | 30,219             | 825,651            | SH                      | 823,296    | 1,330                | 1,02       |
| KROGER CO            | COM            | 50104410 | 388,802            | 21,004,988         | SH                      | 20,933,243 | 70,845               | 90         |
| KROLL INC            | COM            | 50104910 | 16,677             | 641,411            | SH                      | 641,411    |                      |            |
| KRONOS INC           | COM            | 50105210 | 30,911             | 780,379            | SH                      | 779,104    | 1,275                |            |
| KRONOS WORLDWIDE INC | COM            | 50105F10 | 2,140              | 96,393             | SH                      | 95,949     |                      | 44         |
| K-SWISS INC          | CL A           | 48268610 | 11,226             | 465,794            | SH                      | 465,794    |                      |            |
| KT CORP              | SPONSORED      | 48268K10 | 4,306              | 225,786            | SH                      | 225,786    |                      |            |
| KUBOTA CORP          | ADR            | 50117320 | 737                | 35,200             | SH                      | 35,200     |                      |            |
| KULICKE & SOFFA INDS | COM            | 50124210 | 13,455             | 935,659            | SH                      | 935,659    |                      |            |
| KVH INDS INC         | COM            | 48273810 | 4,664              | 169,158            | SH                      | 169,158    |                      |            |
| KYOCERA CORP         | ADR            | 50155620 | 746                | 11,133             | SH                      | 11,133     |                      |            |
| KYPHON INC           | COM            | 50157710 | 7,978              | 321,287            | SH                      | 321,037    | 250                  |            |
| L S B BANCSHARES N C | COM            | 50215810 | 2,155              | 123,986            | SH                      | 123,986    |                      |            |
| L-3 COMMUNICATIONS H | COM            | 50242410 | 57,588             | 1,121,271          | SH                      | 1,118,791  | 2,280                | 20         |
| LA JOLLA PHARMACEUTI | COM            | 50345910 | 3,704              | 869,471            | SH                      | 869,471    |                      |            |
| LA QUINTA CORP       | PAIRED CTF     | 50419U20 | 16,453             | 2,566,700          | SH                      | 2,566,700  |                      |            |
| LA Z BOY INC         | COM            | 50533610 | 11,713             | 558,303            | SH                      | 556,143    | 2,160                |            |
| LABONE INC NEW       | COM            | 50540L10 | 6,518              | 200,750            | SH                      | 200,650    | 100                  |            |
| LABOR READY INC      | COM NEW        | 50540120 | 9,647              | 736,414            | SH                      | 736,414    |                      |            |
| LABORATORY CORP AMER | COM NEW        | 50540R40 | 62,966             | 1,704,093          | SH                      | 1,699,773  | 4,240                | 8          |
| LABRANCHE & CO INC   | COM            | 50544710 | 11,324             | 970,317            | SH                      | 967,217    | 3,000                | 10         |
| LACLEDE GROUP INC    | COM            | 50559710 | 9,779              | 342,539            | SH                      | 339,439    | 3,100                |            |
| LAFARGE COPPEE S A   | SPON ADR N     | 50586140 | 369                | 16,501             | SH                      | 16,501     |                      |            |
| LAFARGE NORTH AMERIC | COM            | 50586210 | 26,178             | 646,056            | SH                      | 644,096    | 1,960                |            |
| LAKELAND BANCORP INC | COM            | 51163710 | 2,699              | 168,500            | SH                      | 168,500    |                      |            |
| LAKELAND FINL CORP   | COM            | 51165610 | 2,972              | 84,140             | SH                      | 84,140     |                      |            |
| LAKES ENTMNT INC     | COM            | 51206P10 | 502                | 31,112             | SH                      | 31,112     |                      |            |
| LAM RESEARCH CORP    | COM            | 51280710 | 60,330             | 1,867,816          | SH                      | 1,862,196  | 4,120                | 1,50       |
| LAMAR ADVERTISING CO | CL A           | 51281510 | 28,303             | 758,383            | SH                      | 754,733    | 3,550                | 10         |
| LANCASTER COLONY COR | COM            | 51384710 | 23,951             | 530,351            | SH                      | 529,751    | 600                  |            |
| LANCE INC            | COM            | 51460610 | 6,723              | 447,281            | SH                      | 446,561    |                      | 72         |
| LANDAMERICA FINL GRO | COM            | 51493610 | 28,420             | 543,817            | SH                      | 543,817    |                      |            |
| LANDAUER INC         | COM            | 51476K10 | 7,304              | 179,110            | SH                      | 140,078    | 39,032               |            |
| LANDRYS RESTAURANTS  | COM            | 51508L10 | 9,753              | 379,180            | SH                      | 379,080    |                      | 10         |
| LANDSTAR SYS INC     | COM            | 51509810 | 27,597             | 725,471            | SH                      | 725,471    |                      |            |
| LANNET INC           | COM            | 51601210 | 1,436              | 85,431             | SH                      | 85,431     |                      |            |
| LASALLE HOTEL PPTYS  | COM SH BEN     | 51794210 | 14,166             | 763,657            | SH                      | 763,657    |                      |            |
| LASERSCOPE           | COM            | 51808110 | 3,324              | 213,192            | SH                      | 213,192    |                      |            |
| LATTICE SEMICONDUCTO | COM            | 51841510 | 20,962             | 2,165,513          | SH                      | 2,155,013  | 7,800                | 2,70       |
| LAUDER ESTEE COS INC | CL A           | 51843910 | 73,935             | 1,883,206          | SH                      | 1,750,178  | 123,023              | 10,00      |
| LAWSON PRODS INC     | COM            | 52077610 | 4,292              | 129,798            | SH                      | 129,798    |                      |            |
| LAWSON SOFTWARE INC  | COM            | 52078010 | 11,438             | 1,378,060          | SH                      | 1,378,060  |                      |            |
| LEAPFROG ENTERPRISES | CL A           | 52186N10 | 7,577              | 285,600            | SH                      | 285,450    | 150                  |            |
| LEAR CORP            | COM            | 52186510 | 87,496             | 1,426,637          | SH                      | 1,416,011  | 6,906                | 3,72       |
| LEARNING TREE INTL I | COM            | 52201510 | 3,263              | 187,628            | SH                      | 187,628    |                      |            |
| LEE ENTERPRISES INC  | COM            | 52376810 | 29,423             | 674,075            | SH                      | 671,415    | 2,660                |            |
| LEGG MASON INC       | COM            | 52490110 | 83,456             | 1,081,317          | SH                      | 1,076,702  | 3,225                | 1,39       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| LEGETT & PLATT INC   | COM            | 52466010 | 114,243         | 5,281,680       | SH                | 5,121,356  | 155,794                      | 4,5           |
| LEHMAN BROS HLDGS IN | COM            | 52490810 | 664,435         | 8,604,436       | SH                | 8,541,856  | 59,324                       | 3,2           |
| LENNAR CORP          | CL A           | 52605710 | 101,841         | 1,060,848       | SH                | 1,058,748  | 2,000                        | 1             |
| LENNOX INTL INC      | COM            | 52610710 | 13,995          | 838,046         | SH                | 838,046    |                              |               |
| LEUCADIA NATL CORP   | COM            | 52728810 | 34,586          | 750,230         | SH                | 750,030    | 200                          |               |
| LEVEL 3 COMMUNICATIO | COM            | 52729N10 | 34,750          | 6,096,578       | SH                | 6,077,718  | 16,140                       | 2,7           |
| LEXAR MEDIA INC      | COM            | 52886P10 | 17,667          | 1,014,200       | SH                | 1,014,200  |                              |               |
| LEXICON GENETICS INC | COM            | 52887210 | 3,827           | 649,688         | SH                | 647,988    | 1,700                        |               |
| LEXINGTON CORP PPTYS | COM            | 52904310 | 11,780          | 583,449         | SH                | 583,449    |                              |               |
| LEXMARK INTL NEW     | CL A           | 52977110 | 332,077         | 4,222,746       | SH                | 4,207,005  | 11,666                       | 4,0           |
| LIBBEY INC           | COM            | 52989810 | 6,943           | 243,775         | SH                | 243,575    | 200                          |               |
| LIBERTY CORP S C     | COM            | 53037010 | 12,550          | 277,706         | SH                | 276,206    | 1,500                        |               |
| LIBERTY MEDIA CORP N | COM SER A      | 53071810 | 403,531         | 33,938,705      | SH                | 30,925,376 | 2,957,181                    | 56,1          |
| LIBERTY PPTY TR      | SH BEN INT     | 53117210 | 57,885          | 1,488,038       | SH                | 1,488,038  |                              |               |
| LIFELINE SYS INC     | COM            | 53219210 | 7,223           | 380,144         | SH                | 151,526    | 228,618                      |               |
| LIFEPOINT HOSPITALS  | COM            | 53219L10 | 22,634          | 768,552         | SH                | 768,409    | 43                           | 1             |
| LIGAND PHARMACEUTICA | CL B           | 53220K20 | 15,172          | 1,032,834       | SH                | 1,032,826  |                              |               |
| LIGHTBRIDGE INC      | COM            | 53222610 | 4,085           | 448,866         | SH                | 448,866    |                              |               |
| LILLY ELI & CO       | COM            | 53245710 | 2,079,604       | 29,569,230      | SH                | 29,325,199 | 209,580                      | 34,4          |
| LIMITED BRANDS INC   | COM            | 53271610 | 236,008         | 13,089,754      | SH                | 12,972,879 | 116,435                      | 4             |
| LIN TV CORP          | CL A           | 53277410 | 12,368          | 479,183         | SH                | 479,183    |                              |               |
| LINCARE HLDGS INC    | COM            | 53279110 | 44,332          | 1,473,812       | SH                | 1,468,467  | 3,445                        | 1,9           |
| LINCOLN ELEC HLDGS I | COM            | 53390010 | 14,232          | 575,267         | SH                | 569,107    | 6,160                        |               |
| LINCOLN NATL CORP IN | COM            | 53418710 | 195,749         | 4,848,876       | SH                | 4,815,771  | 25,454                       | 7,6           |
| LINDSAY MFG CO       | COM            | 53555510 | 4,959           | 196,402         | SH                | 196,402    |                              |               |
| LINEAR TECHNOLOGY CO | COM            | 53567810 | 376,711         | 8,954,389       | SH                | 8,273,498  | 503,698                      | 177,1         |
| LINENS N THINGS INC  | COM            | 53567910 | 25,209          | 838,059         | SH                | 825,279    | 240                          | 12,5          |
| LIONBRIDGE TECHNOLOG | COM            | 53625210 | 4,588           | 477,918         | SH                | 477,918    |                              |               |
| LIQUIDMETAL TECHNOLO | COM            | 53634X10 | 773             | 272,269         | SH                | 266,569    | 5,700                        |               |

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|                         |            |          |            |               |            |            |         |       |
|-------------------------|------------|----------|------------|---------------|------------|------------|---------|-------|
| LITHIA MTRS INC         | CL A       | 53679710 | 10,222     | 405,459 SH    | 246,788    | 158,671    |         |       |
| LITTELFUSE INC          | COM        | 53700810 | 10,227     | 354,858 SH    | 354,858    |            |         |       |
| LIZ CLAIBORNE INC       | COM        | 53932010 | 100,952    | 2,846,939 SH  | 2,837,439  | 9,300      |         | 2     |
| LKQ CORP                | COM        | 50188920 | 221        | 12,300 SH     | 12,300     |            |         |       |
| LLOYDS TSB GROUP<br>PLC | SPONSORED  | 53943910 | 2,490      | 76,506 SH     | 76,506     |            |         |       |
| LNB BANCORP INC         | COM        | 50210010 | 1,400      | 68,984 SH     | 68,984     |            |         |       |
| LNR PPTY CORP           | COM        | 50194010 | 10,744     | 217,013 SH    | 216,713    | 300        |         |       |
| LOCAL FINL CORP         | COM        | 53955310 | 7,332      | 352,311 SH    | 352,311    |            |         |       |
| LOCKHEED MARTIN<br>CORP | COM        | 53983010 | 4,353,464  | 84,697,742 SH | 82,136,814 | 77,192     | 2,483,7 |       |
| LODGENET ENTMT<br>CORP  | COM        | 54021110 | 3,446      | 188,504 SH    | 188,504    |            |         |       |
| LOEWS CORP              | COM        | 54042410 | 209,237    | 4,231,276 SH  | 4,222,206  | 7,870      |         | 1,2   |
| LOEWS CORP              | CAROLNA GP | 54042420 | 11,081     | 439,009 SH    | 427,829    | 11,180     |         |       |
| LONE STAR<br>STEAKHOUSE | COM        | 54230710 | 8,580      | 369,511 SH    | 369,511    |            |         |       |
| LONE STAR<br>TECHNOLOGI | COM        | 54231210 | 7,016      | 439,075 SH    | 438,975    |            |         | 1     |
| LONGS DRUG STORES<br>CO | COM        | 54316210 | 17,007     | 687,449 SH    | 685,449    | 2,000      |         |       |
| LONGVIEW FIBRE CO       | COM        | 54321310 | 13,150     | 1,064,803 SH  | 1,064,803  |            |         |       |
| LOOKSMART LTD           | COM        | 54344210 | 1,921      | 1,239,163 SH  | 1,239,163  |            |         |       |
| LOUISIANA PAC CORP      | COM        | 54634710 | 103,550    | 5,791,412 SH  | 5,786,604  | 2,150      |         | 2,6   |
| LOWES COS INC           | COM        | 54866110 | 3,589,306  | 64,800,620 SH | 20,195,624 | 44,504,616 |         | 100,3 |
| LSI INDS INC            | COM        | 50216C10 | 3,475      | 257,423 SH    | 256,673    | 750        |         |       |
| LSI LOGIC CORP          | COM        | 50216110 | 106,147    | 11,967,002 SH | 11,949,212 | 17,550     |         | 2     |
| LTC PPTYS INC           | COM        | 50217510 | 4,336      | 294,175 SH    | 294,175    |            |         |       |
| Page Total              |            |          | 13,429,062 |               |            |            |         |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCR     |            |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|----------------------|------------|
|                      |                |          |                    |                    |                      | SHARED AS<br>DEFINED | SHA<br>OTH |
| LTX CORP             | COM            | 50239210 | 16,590             | 1,103,796 SH       | 1,103,196            | 500                  | 10         |
| LUBRIZOL CORP        | COM            | 54927110 | 86,284             | 2,653,260 SH       | 901,716              | 1,751,344            | 20         |
| LUCENT TECHNOLOGIES  | COM            | 54946310 | 304,975            | 107,385,485 SH     | 107,102,956          | 266,245              | 16,28      |
| LUFKIN INDS INC      | COM            | 54976410 | 2,588              | 89,987 SH          | 89,987               |                      |            |
| LUMINEX CORP DEL     | COM            | 55027E10 | 3,104              | 330,904 SH         | 330,904              |                      |            |
| LYDALL INC DEL       | COM            | 55081910 | 2,443              | 239,754 SH         | 239,754              |                      |            |
| LYON WILLIAM HOMES   | COM            | 55207410 | 5,050              | 80,459 SH          | 80,459               |                      |            |
| LYONDELL CHEMICAL CO | COM            | 55207810 | 33,962             | 2,003,654 SH       | 1,996,584            | 6,150                | 92         |
| M & F WORLDWIDE CORP | COM            | 55254110 | 2,434              | 182,154 SH         | 182,113              |                      | 4          |
| M & T BK CORP        | COM            | 55261F10 | 127,871            | 1,300,823 SH       | 1,288,538            | 12,074               | 21         |
| M D C HLDGS INC      | COM            | 55267610 | 11,822             | 183,290 SH         | 183,060              | 120                  | 11         |
| M/I SCHOTTENSTEIN HO | COM            | 55305B10 | 8,864              | 226,980 SH         | 226,980              |                      |            |
| MACATAWA BK CORP     | COM            | 55422510 | 3,440              | 121,173 SH         | 121,173              |                      |            |
| MACDERMID INC        | COM            | 55427310 | 17,323             | 505,923 SH         | 505,723              | 200                  |            |
| MACERICH CO          | COM            | 55438210 | 39,196             | 880,798 SH         | 880,798              |                      |            |
| MACK CALI RLTY CORP  | COM            | 55448910 | 46,505             | 1,117,365 SH       | 1,117,365            |                      |            |
| MACROMEDIA INC       | COM            | 55610010 | 15,445             | 870,138 SH         | 869,128              | 850                  | 16         |

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|                      |             |          |           |            |    |            |           |      |
|----------------------|-------------|----------|-----------|------------|----|------------|-----------|------|
| MACROVISION CORP     | COM         | 55590410 | 20,286    | 897,998    | SH | 897,358    | 600       | 4    |
| MADDEN STEVEN LTD    | COM         | 55626910 | 4,387     | 215,065    | SH | 215,065    |           |      |
| MAF BANCORP INC      | COM         | 55261R10 | 19,793    | 472,383    | SH | 471,203    | 500       | 68   |
| MAGELLAN MIDSTREAM P | COM UNIT R  | 55908010 | 1,009     | 20,179     | SH | 20,179     |           |      |
| MAGMA DESIGN AUTOMAT | COM         | 55918110 | 9,569     | 409,990    | SH | 409,990    |           |      |
| MAGMA ENTMT CORP     | CL A        | 55921110 | 3,324     | 658,271    | SH | 658,271    |           |      |
| MAGNA INTL INC       | CL A        | 55922240 | 987       | 12,331     | SH | 12,331     |           |      |
| MAGNUM HUNTER RES IN | COM PAR \$0 | 55972F20 | 10,281    | 1,081,055  | SH | 1,081,055  |           |      |
| MAGUIRE PPTYS INC    | COM         | 55977510 | 6,832     | 281,167    | SH | 281,167    |           |      |
| MAIL-WELL INC        | COM         | 56032120 | 2,123     | 460,417    | SH | 460,417    |           |      |
| MAIN STR BKS INC NEW | COM         | 56034R10 | 5,762     | 217,261    | SH | 217,261    |           |      |
| MAINE & MARITIMES CO | COM         | 56037710 | 378       | 10,800     | SH | 10,500     | 300       |      |
| MAINSOURCE FINANCIAL | COM         | 56062Y10 | 3,121     | 101,764    | SH | 101,764    |           |      |
| MAIR HOLDINGS INC    | COM         | 56063510 | 1,344     | 184,590    | SH | 184,590    |           |      |
| MANDALAY RESORT GROU | COM         | 56256710 | 36,401    | 813,966    | SH | 810,761    | 1,540     | 1,66 |
| MANHATTAN ASSOCS INC | COM         | 56275010 | 15,396    | 557,029    | SH | 555,229    | 200       | 1,60 |
| MANITOWOC INC        | COM         | 56357110 | 14,468    | 463,733    | SH | 463,233    | 400       | 10   |
| MANOR CARE INC NEW   | COM         | 56405510 | 86,110    | 2,490,893  | SH | 2,483,423  | 4,995     | 2,47 |
| MANPOWER INC         | COM         | 56418H10 | 79,680    | 1,692,435  | SH | 1,688,425  | 3,670     | 34   |
| MANTECH INTL CORP    | CL A        | 56456310 | 7,133     | 285,893    | SH | 285,893    |           |      |
| MANUFACTURED HOME CM | COM         | 56468210 | 14,945    | 396,945    | SH | 396,945    |           |      |
| MANUFACTURERS SVCS L | COM         | 56500510 | 1,970     | 324,026    | SH | 322,126    | 1,900     |      |
| MANUGISTICS GROUP IN | COM         | 56501110 | 6,841     | 1,092,848  | SH | 1,092,788  |           | 6    |
| MANULIFE FINL CORP   | COM         | 56501R10 | 2,318     | 71,758     | SH | 71,758     |           |      |
| MAPICS INC           | COM         | 56491010 | 4,272     | 326,385    | SH | 326,385    |           |      |
| MAPINFO CORP         | COM         | 56510510 | 210       | 20,799     | SH | 20,799     |           |      |
| MARATHON OIL CORP    | COM         | 56584910 | 341,432   | 10,318,279 | SH | 10,297,784 | 19,355    | 1,14 |
| MARCUS CORP          | COM         | 56633010 | 7,857     | 479,071    | SH | 479,071    |           |      |
| MARINE PRODS CORP    | COM         | 56842710 | 1,788     | 95,122     | SH | 95,122     |           |      |
| MARINEMAX INC        | COM         | 56790810 | 2,419     | 124,514    | SH | 124,514    |           |      |
| MARITRANS INC        | COM         | 57036310 | 1,488     | 89,058     | SH | 89,058     |           |      |
| MARKEL CORP          | COM         | 57053510 | 31,174    | 122,968    | SH | 122,328    | 640       |      |
| MARKETWATCH COM INC  | COM         | 57061910 | 602       | 69,979     | SH | 69,879     | 100       |      |
| MARRIOTT INTL INC NE | CL A        | 57190320 | 314,970   | 6,817,527  | SH | 5,689,585  | 1,127,277 | 66   |
| Page Total           |             |          | 1,788,565 |            |    |            |           |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT DISCR  |         |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|-------------------|---------|
|                      |                |          |                 |                 |                   |            | SHARED AS DEFINED | SHA OTH |
| MARSH & MCLENNAN COS | COM            | 57174810 | 2,042,373       | 42,647,180      | SH                | 14,177,509 | 28,211,796        | 257,    |
| MARSHALL & ILSLEY CO | COM            | 57183410 | 208,416         | 5,448,776       | SH                | 5,439,956  | 8,220             |         |
| MARTEK BIOSCIENCES C | COM            | 57290110 | 26,846          | 412,444         | SH                | 412,244    | 200               |         |
| MARTEN TRANS LTD     | COM            | 57307510 | 202             | 13,050          | SH                | 13,050     |                   |         |
| MARTHA STEWART LIVIN | CL A           | 57308310 | 1,974           | 200,390         | SH                | 199,590    | 700               |         |
| MARTIN MARIETTA MATL | COM            | 57328410 | 59,148          | 1,259,262       | SH                | 1,257,402  | 1,760             |         |
| MARVEL ENTERPRISES I | COM            | 57383M10 | 15,925          | 547,060         | SH                | 544,810    | 2,250             |         |
| MARVELL TECHNOLOGY G | ORD            | G5876H10 | 616             | 16,230          | SH                | 14,580     |                   | 1,      |
| MASCO CORP           | COM            | 57459910 | 351,070         | 12,808,109      | SH                | 12,753,180 | 34,545            | 20,     |
| MASISA S A           | SPONSORED      | 57479910 | 295             | 23,694          | SH                | 23,694     |                   |         |
| MASSBANK CORP READ M | COM            | 57615210 | 2,594           | 60,307          | SH                | 60,307     |                   |         |

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|                      |            |          |           |            |    |            |         |      |
|----------------------|------------|----------|-----------|------------|----|------------|---------|------|
| MASSEY ENERGY CORP   | COM        | 57620610 | 23,328    | 1,121,559  | SH | 1,120,859  | 700     |      |
| MASTEC INC           | COM        | 57632310 | 5,035     | 339,964    | SH | 339,964    |         |      |
| MATERIAL SCIENCES CO | COM        | 57667410 | 2,288     | 226,340    | SH | 226,340    |         |      |
| MATRIA HEALTHCARE IN | COM NEW    | 57681720 | 3,088     | 146,139    | SH | 146,139    |         |      |
| MATRIX SVC CO        | COM        | 57685310 | 4,989     | 275,485    | SH | 275,485    |         |      |
| MATRIXONE INC        | COM        | 57685P30 | 5,395     | 875,892    | SH | 765,917    | 109,975 |      |
| MATSUSHITA ELEC INDL | ADR        | 57687920 | 1,994     | 143,016    | SH | 143,016    |         |      |
| MATTEL INC           | COM        | 57708110 | 255,224   | 13,244,626 | SH | 13,212,109 | 23,596  | 8,   |
| MATTHEWS INTL CORP   | CL A       | 57712810 | 15,467    | 522,696    | SH | 522,696    |         |      |
| MATTSON TECHNOLOGY I | COM        | 57722310 | 5,336     | 440,976    | SH | 440,976    |         |      |
| MAUI LD & PINEAPPLE  | COM        | 57734510 | 1,454     | 42,051     | SH | 42,051     |         |      |
| MAVERICK TUBE CORP   | COM        | 57791410 | 13,898    | 721,949    | SH | 721,849    |         |      |
| MAXIM INTEGRATED PRO | COM        | 57772K10 | 419,395   | 8,458,948  | SH | 8,409,727  | 44,286  | 4,   |
| MAXIMUS INC          | COM        | 57793310 | 12,332    | 315,158    | SH | 315,158    |         |      |
| MAXTOR CORP          | COM NEW    | 57772920 | 25,279    | 2,277,383  | SH | 2,269,409  | 7,632   |      |
| MAXWELL SHOE INC     | CL A       | 57776610 | 5,386     | 317,569    | SH | 317,569    |         |      |
| MAXYGEN INC          | COM        | 57777610 | 4,737     | 445,581    | SH | 445,274    | 307     |      |
| MAY DEPT STORES CO   | COM        | 57777810 | 276,351   | 9,506,382  | SH | 9,328,109  | 102,072 | 76,  |
| MAYTAG CORP          | COM        | 57859210 | 63,956    | 2,296,436  | SH | 2,291,956  | 3,040   | 1,   |
| MB FINANCIAL INC NEW | COM        | 55264U10 | 12,727    | 349,631    | SH | 341,231    | 8,400   |      |
| MBIA INC             | COM        | 55262C10 | 234,641   | 3,961,519  | SH | 3,933,010  | 18,984  | 9,   |
| MBNA CORP            | COM        | 55262L10 | 895,187   | 36,023,620 | SH | 35,759,708 | 170,916 | 92,  |
| MBT FINL CORP        | COM        | 57887710 | 4,017     | 243,288    | SH | 243,288    |         |      |
| MCCLATCHY CO         | CL A       | 57948910 | 14,852    | 215,875    | SH | 212,795    | 2,980   |      |
| MCCORMICK & CO INC   | COM NON VT | 57978020 | 102,094   | 3,391,843  | SH | 3,367,463  | 23,780  |      |
| MCDATA CORP          | CL A       | 58003120 | 13,457    | 1,412,076  | SH | 1,410,121  | 1,471   |      |
| MCDERMOTT INTL INC   | COM        | 58003710 | 1,262     | 105,608    | SH | 105,608    |         |      |
| MCDONALDS CORP       | COM        | 58013510 | 1,031,823 | 41,555,491 | SH | 40,755,325 | 605,283 | 194, |
| MCG CAPITAL CORP     | COM        | 58047P10 | 8,324     | 424,915    | SH | 424,915    |         |      |
| MCGRATH RENTCORP     | COM        | 58058910 | 4,018     | 147,452    | SH | 147,077    | 375     |      |
| MCGRAW HILL COS INC  | COM        | 58064510 | 389,767   | 5,574,476  | SH | 5,338,089  | 184,547 | 51,  |
| MCKESSON CORP        | COM        | 58155Q10 | 240,533   | 7,479,266  | SH | 7,456,571  | 22,495  |      |
| MCLEODUSA INC        | CL A       | 58226670 | 1,385     | 935,885    | SH | 935,458    | 409     |      |
| MCMORAN EXPLORATION  | COM        | 58241110 | 4,257     | 227,016    | SH | 226,442    |         |      |
| MDU RES GROUP INC    | COM        | 55269010 | 35,297    | 1,482,428  | SH | 1,441,838  | 20,265  | 20,  |
| MEADWESTVACO CORP    | COM        | 58333410 | 174,114   | 5,852,585  | SH | 5,836,926  | 11,155  | 4,   |
| MEDALLION FINL CORP  | COM        | 58392810 | 1,911     | 201,370    | SH | 201,370    |         |      |
| MEDAREX INC          | COM        | 58391610 | 8,563     | 1,374,501  | SH | 1,374,401  |         |      |
| MEDCATH CORP         | COM        | 58404W10 | 349       | 33,350     | SH | 33,350     |         |      |
| MEDCO HEALTH SOLUTIO | COM        | 58405U10 | 265,738   | 7,818,135  | SH | 7,593,443  | 121,062 | 103, |
| Page Total           |            |          | 7,298,705 |            |    |            |         |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION |                   |         |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|-----------------------|-------------------|---------|
|                      |                |          |                 |                 |                   | SOLE                  | SHARED AS DEFINED | SHA OTH |
| MEDIA GEN INC        | CL A           | 58440410 | 20,872          | 320,612         | SH                | 319,822               | 690               |         |
| MEDIACOM COMMUNICATI | CL A           | 58446K10 | 8,074           | 933,361         | SH                | 933,361               |                   |         |
| MEDICAL ACTION INDS  | COM            | 58449L10 | 2,247           | 120,090         | SH                | 120,090               |                   |         |
| MEDICAL STAFFING NET | COM            | 58463F10 | 2,466           | 225,230         | SH                | 221,030               | 4,200             |         |
| MEDICINES CO         | COM            | 58468810 | 21,262          | 721,738         | SH                | 721,738               |                   |         |

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|                      |          |          |           |            |    |            |            |        |
|----------------------|----------|----------|-----------|------------|----|------------|------------|--------|
| MEDICIS PHARMACEUTIC | CL A NEW | 58469030 | 23,084    | 323,762    | SH | 318,687    | 3,850      | 1,     |
| MEDIMMUNE INC        | COM      | 58469910 | 165,991   | 6,540,230  | SH | 6,510,279  | 18,741     | 11,    |
| MEDIS TECHNOLOGIES L | COM      | 58500P10 | 1,997     | 186,610    | SH | 186,610    |            |        |
| MEDQUIST INC         | COM      | 58494910 | 4,391     | 273,410    | SH | 273,410    |            |        |
| MEDTRONIC INC        | COM      | 58505510 | 1,693,255 | 34,833,476 | SH | 33,499,175 | 1,022,667  | 311,   |
| MELLON FINL CORP     | COM      | 58551A10 | 364,034   | 11,337,082 | SH | 11,195,049 | 104,723    | 37,    |
| MEMBERWORKS INC      | COM      | 58600210 | 5,166     | 190,141    | SH | 190,141    |            |        |
| MEMC ELECTR MATLS IN | COM      | 55271510 | 4,049     | 420,869    | SH | 420,869    |            |        |
| MENS WEARHOUSE INC   | COM      | 58711810 | 16,516    | 660,378    | SH | 660,278    |            |        |
| MENTOR CORP MINN     | COM      | 58718810 | 18,865    | 784,097    | SH | 784,097    |            |        |
| MENTOR GRAPHICS CORP | COM      | 58720010 | 20,528    | 1,411,796  | SH | 1,407,996  | 3,400      |        |
| MERCANTILE BANK CORP | COM      | 58737610 | 3,570     | 97,800     | SH | 97,800     |            |        |
| MERCANTILE BANKSHARE | COM      | 58740510 | 53,395    | 1,171,447  | SH | 1,164,570  | 6,577      |        |
| MERCHANTS BANCSHARES | COM      | 58844810 | 2,196     | 72,102     | SH | 53,772     |            | 18,    |
| MERCK & CO INC       | COM      | 58933110 | 3,308,020 | 71,602,169 | SH | 68,445,649 | 1,756,867  | 1,399, |
| MERCURY COMPUTER SYS | COM      | 58937810 | 12,143    | 487,658    | SH | 487,658    |            |        |
| MERCURY GENL CORP NE | COM      | 58940010 | 31,543    | 677,610    | SH | 315,270    | 362,340    |        |
| MERCURY INTERACTIVE  | COM      | 58940510 | 116,003   | 2,384,940  | SH | 2,370,261  | 6,635      | 8,     |
| MEREDITH CORP        | COM      | 58943310 | 58,063    | 1,189,570  | SH | 1,186,876  | 890        | 1,     |
| MERGE TECHNOLOGIES I | COM      | 58998110 | 265       | 15,000     | SH | 14,000     | 1,000      |        |
| MERIDIAN BIOSCIENCE  | COM      | 58958410 | 3,002     | 287,550    | SH | 287,150    | 400        |        |
| MERIDIAN GOLD INC    | COM      | 58997510 | 2,220     | 151,978    | SH | 151,978    |            |        |
| MERIDIAN RESOURCE CO | COM      | 58977Q10 | 3,864     | 650,519    | SH | 650,519    |            |        |
| MERISTAR HOSPITALITY | COM      | 58984Y10 | 8,319     | 1,277,884  | SH | 1,277,884  |            |        |
| MERIT MED SYS INC    | COM      | 58988910 | 9,829     | 441,538    | SH | 441,538    |            |        |
| MERITAGE CORP        | COM      | 59001A10 | 10,618    | 160,128    | SH | 160,128    |            |        |
| MERIX CORP           | COM      | 59004910 | 458       | 18,653     | SH | 18,653     |            |        |
| MERRILL LYNCH & CO I | COM      | 59018810 | 5,549,339 | 94,617,881 | SH | 27,197,743 | 67,405,902 | 14,    |
| MESA AIR GROUP INC   | COM      | 59047910 | 6,817     | 542,344    | SH | 542,344    |            |        |
| MESTEK INC           | COM      | 59082910 | 1,507     | 78,227     | SH | 78,227     |            |        |
| MET PRO CORP         | COM      | 59087630 | 236       | 14,665     | SH | 14,665     |            |        |
| META GROUP INC       | COM      | 59100210 | 452       | 71,720     | SH | 9,672      | 13,986     | 48,    |
| METHODE ELECTRS INC  | CL A     | 59152020 | 7,819     | 639,296    | SH | 637,696    | 1,600      |        |
| METLIFE INC          | COM      | 59156R10 | 656,316   | 19,492,597 | SH | 19,464,659 | 26,815     | 1,     |
| METRIS COS INC       | COM      | 59159810 | 2,894     | 651,706    | SH | 651,606    |            |        |
| METRO GOLDWYN MAYER  | COM      | 59161010 | 17,658    | 1,033,244  | SH | 1,025,984  | 5,060      | 2,     |
| METRO ONE TELECOMMUN | COM      | 59163F10 | 767       | 300,893    | SH | 300,293    |            |        |
| METROLOGIC INSTRS IN | COM      | 59167610 | 4,757     | 176,174    | SH | 176,174    |            |        |
| METTLER TOLEDO INTER | COM      | 59268810 | 18,574    | 440,034    | SH | 436,414    | 1,020      | 2,     |
| MFA MTG INVTS INC    | COM      | 55272X10 | 9,049     | 928,092    | SH | 928,092    |            |        |
| MGE ENERGY INC       | COM      | 55277P10 | 10,426    | 331,526    | SH | 328,276    | 2,800      |        |
| MGI PHARMA INC       | COM      | 55288010 | 23,941    | 581,805    | SH | 581,605    | 100        |        |
| MGIC INVT CORP WIS   | COM      | 55284810 | 141,630   | 2,487,347  | SH | 2,473,367  | 10,080     | 3,     |
| MGM MIRAGE           | COM      | 55295310 | 32,741    | 870,548    | SH | 866,333    | 3,140      | 1,     |
| MICHAELS STORES INC  | COM      | 59408710 | 63,203    | 1,429,934  | SH | 963,916    | 465,037    |        |
| MICREL INC           | COM      | 59479310 | 20,718    | 1,331,490  | SH | 1,320,920  | 9,330      | 1,     |
| Page Total           |          |          |           | 12,565,146 |    |            |            |        |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |            |
|----------------|----------------|-------|--------------------|--------------------|----------------------|-----------------------|----------------------|------------|
|                |                |       |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHA<br>OTH |



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|                      |           |          |           |             |    |             |           |         |  |
|----------------------|-----------|----------|-----------|-------------|----|-------------|-----------|---------|--|
| MICRO THERAPEUTICS I | COM       | 59500W10 | 369       | 114,100     | SH | 114,100     |           |         |  |
| MICROCHIP TECHNOLOGY | COM       | 59501710 | 104,424   | 3,129,280   | SH | 3,111,390   | 12,440    | 5,4     |  |
| MICROMUSE INC        | COM       | 59509410 | 7,092     | 1,027,763   | SH | 1,023,703   | 4,000     |         |  |
| MICRON TECHNOLOGY IN | COM       | 59511210 | 207,922   | 15,435,931  | SH | 15,398,001  | 37,550    | 3       |  |
| MICROS SYS INC       | COM       | 59490110 | 14,977    | 345,401     | SH | 344,381     | 50        | 9       |  |
| MICROSEMI CORP       | COM       | 59513710 | 14,660    | 598,115     | SH | 598,115     |           |         |  |
| MICROSOFT CORP       | COM       | 59491810 | 8,250,267 | 301,434,673 | SH | 295,836,348 | 3,913,266 | 1,685,0 |  |
| MICROSTRATEGY INC    | CL A NEW  | 59497240 | 9,856     | 187,796     | SH | 187,696     | 100       |         |  |
| MID ATLANTIC MED SVC | COM       | 59523C10 | 52,751    | 814,051     | SH | 812,868     | 580       | 6       |  |
| MID-AMER APT CMNTYS  | COM       | 59522J10 | 14,029    | 417,775     | SH | 417,775     |           |         |  |
| MIDAS GROUP INC      | COM       | 59562610 | 3,878     | 271,170     | SH | 267,270     | 3,900     |         |  |
| MIDDLESEX WATER CO   | COM       | 59668010 | 3,291     | 162,142     | SH | 162,142     |           |         |  |
| MIDLAND CO           | COM       | 59748610 | 3,005     | 127,219     | SH | 127,219     |           |         |  |
| MID-STATE BANCSHARES | COM       | 59544010 | 9,744     | 383,030     | SH | 383,030     |           |         |  |
| MIDWAY GAMES INC     | COM       | 59814810 | 2,144     | 552,451     | SH | 551,151     | 1,300     |         |  |
| MIDWEST BANC HOLDING | COM       | 59825110 | 3,823     | 171,758     | SH | 171,758     |           |         |  |
| MILACRON INC         | COM       | 59870910 | 2,642     | 633,590     | SH | 633,578     |           |         |  |
| MILLEA HOLDINGS INC  | ADR       | 60032R10 | 1,510     | 22,500      | SH | 22,500      |           |         |  |
| MILLENNIUM CHEMICALS | COM       | 59990310 | 13,511    | 1,065,521   | SH | 1,065,521   |           |         |  |
| MILLENNIUM PHARMACEU | COM       | 59990210 | 79,469    | 4,261,088   | SH | 4,236,760   | 21,860    | 2,4     |  |
| MILLER HERMAN INC    | COM       | 60054410 | 27,353    | 1,127,976   | SH | 1,127,356   | 320       | 3       |  |
| MILLIPORE CORP       | COM       | 60107310 | 53,701    | 1,247,420   | SH | 1,234,020   | 2,440     | 10,9    |  |
| MILLS CORP           | COM       | 60114810 | 36,815    | 836,704     | SH | 836,704     |           |         |  |
| MIM CORP             | COM       | 55304410 | 2,635     | 374,883     | SH | 374,883     |           |         |  |
| MINDSPEED TECHNOLOGI | COM       | 60268210 | 10,581    | 1,544,655   | SH | 1,538,323   | 2,932     | 3,4     |  |
| MINE SAFETY APPLIANC | COM       | 60272010 | 9,405     | 118,281     | SH | 118,281     |           |         |  |
| MINERALS TECHNOLOGIE | COM       | 60315810 | 70,063    | 1,182,499   | SH | 1,182,499   |           |         |  |
| MIPS TECHNOLOGIES IN | COM       | 60456710 | 224       | 40,703      | SH | 40,401      | 101       | 2       |  |
| MISSION WEST PPTYS I | COM       | 60520310 | 3,233     | 249,617     | SH | 249,617     |           |         |  |
| MITCHELLS & BUTLERS  | SPONS ADR | 60668M20 | 289       | 71,199      | SH | 71,199      |           |         |  |
| MITSUBISHI TOKYO FIN | SPONSORED | 60681610 | 2,073     | 264,696     | SH | 264,696     |           |         |  |
| MKS INSTRUMENT INC   | COM       | 55306N10 | 13,619    | 469,617     | SH | 469,317     | 300       |         |  |
| MMO2 PLC             | ADR       | 55309W10 | 515       | 37,688      | SH | 37,688      |           |         |  |
| MOBILE MINI INC      | COM       | 60740F10 | 4,307     | 218,402     | SH | 218,302     | 100       |         |  |
| MOBILE TELESYSTEMS O | SPONSORED | 60740910 | 1,365     | 16,489      | SH | 16,489      |           |         |  |
| MOBIUS MGMT SYSTEMS  | COM       | 60692510 | 1,316     | 104,050     | SH | 104,050     |           |         |  |
| MOCON INC            | COM       | 60749410 | 322       | 39,980      | SH | 10,400      |           | 29,5    |  |
| MODINE MFG CO        | COM       | 60782810 | 16,129    | 597,801     | SH | 597,701     |           | 1       |  |
| MODTECH HLDGS INC    | COM       | 60783C10 | 1,172     | 139,337     | SH | 139,337     |           |         |  |
| MOHAWK INDS INC      | COM       | 60819010 | 53,304    | 755,654     | SH | 753,073     | 2,381     | 2       |  |
| MOLDFLOW CORP        | COM       | 60850710 | 1,456     | 128,300     | SH | 128,300     |           |         |  |
| MOLECULAR DEVICES CO | COM       | 60851C10 | 4,841     | 254,927     | SH | 254,927     |           |         |  |
| MOLEX INC            | COM       | 60855410 | 156,657   | 4,490,018   | SH | 4,482,845   | 6,097     | 1,0     |  |
| MOLEX INC            | CL A      | 60855420 | 1,354     | 46,190      | SH | 41,471      | 4,469     | 2       |  |
| MONACO COACH CORP    | COM       | 60886R10 | 11,558    | 485,627     | SH | 485,627     |           |         |  |
| MONARCH CASINO & RES | COM       | 60902710 | 1,086     | 97,400      | SH | 97,400      |           |         |  |
| MONDAVI ROBERT CORP  | CL A      | 60920010 | 6,287     | 161,858     | SH | 161,858     |           |         |  |
| MONOLITHIC SYS TECHN | COM       | 60984210 | 3,344     | 390,196     | SH | 390,196     |           |         |  |
| MONRO MUFFLER BRAKE  | COM       | 61023610 | 3,096     | 155,106     | SH | 155,106     |           |         |  |
| MONSANTO CO NEW      | COM       | 61166W10 | 313,237   | 10,883,840  | SH | 10,855,203  | 24,322    | 4,3     |  |
| MONSTER WORLDWIDE IN | COM       | 61174210 | 60,452    | 2,752,829   | SH | 2,745,499   | 3,230     | 4,1     |  |
| Page Total           |           |          | 9,671,150 |             |    |             |           |         |  |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |            |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHA<br>OTH |
| MONY GROUP INC       | COM            | 61533710 | 18,181             | 581,057            | SH                   | 579,964               | 1,093                |            |
| MOODYS CORP          | COM            | 61536910 | 252,635            | 4,172,345          | SH                   | 3,878,789             | 248,139              | 45,        |
| MOOG INC             | CL A           | 61539420 | 12,425             | 251,513            | SH                   | 251,513               |                      |            |
| MOORE WALLACE INC    | COM            | 61585710 | 1,373              | 73,309             | SH                   | 73,309                |                      |            |
| MORGAN STANLEY       | COM NEW        | 61744644 | 5,455,265          | 94,267,589         | SH                   | 28,475,012            | 65,742,964           | 49,        |
| MOTHERS WK INC       | COM            | 61990310 | 1,370              | 55,979             | SH                   | 55,379                | 600                  |            |
| MOTOROLA INC         | COM            | 62007610 | 886,979            | 63,355,665         | SH                   | 62,327,370            | 667,357              | 360,       |
| MOVADO GROUP INC     | COM            | 62458010 | 4,859              | 172,119            | SH                   | 172,119               |                      |            |
| MOVIE GALLERY INC    | COM            | 62458110 | 9,004              | 482,020            | SH                   | 482,020               |                      |            |
| MPS GROUP INC        | COM            | 55340910 | 21,458             | 2,294,977          | SH                   | 2,285,417             | 9,260                |            |
| MRO SOFTWARE INC     | COM            | 55347W10 | 4,468              | 331,184            | SH                   | 331,184               |                      |            |
| MRV COMMUNICATIONS I | COM            | 55347710 | 6,731              | 1,790,226          | SH                   | 1,790,126             |                      |            |
| MSC INDL DIRECT INC  | CL A           | 55353010 | 7,227              | 262,785            | SH                   | 260,685               | 2,100                |            |
| MSC SOFTWARE CORP    | COM            | 55353110 | 3,562              | 376,881            | SH                   | 376,881               |                      |            |
| MTC TECHNOLOGIES INC | COM            | 55377A10 | 3,117              | 96,703             | SH                   | 96,703                |                      |            |
| MTR GAMING GROUP INC | COM            | 55376910 | 3,468              | 336,738            | SH                   | 336,738               |                      |            |
| MTS SYS CORP         | COM            | 55377710 | 7,973              | 414,593            | SH                   | 414,593               |                      |            |
| MUELLER INDS INC     | COM            | 62475610 | 19,899             | 579,145            | SH                   | 578,745               | 300                  |            |
| MULTIMEDIA GAMES INC | COM            | 62545310 | 7,160              | 174,260            | SH                   | 174,260               |                      |            |
| MUNICIPAL MTG & EQUI | GROWTH SHS     | 62624B10 | 495                | 20,000             | SH                   | 4,000                 | 11,000               | 5,         |
| MURPHY OIL CORP      | COM            | 62671710 | 78,835             | 1,207,093          | SH                   | 1,181,727             | 15,030               | 10,        |
| MUTUALFIRST FINL INC | COM            | 62845B10 | 1,658              | 66,030             | SH                   | 66,030                |                      |            |
| MYERS INDS INC       | COM            | 62846410 | 3,926              | 323,948            | SH                   | 323,948               |                      |            |
| MYKROLIS CORP        | COM            | 62852P10 | 9,631              | 598,915            | SH                   | 586,781               | 4,962                | 7,         |
| MYLAN LABS INC       | COM            | 62853010 | 155,473            | 6,154,911          | SH                   | 6,139,302             | 12,797               | 2,         |
| MYRIAD GENETICS INC  | COM            | 62855J10 | 7,354              | 571,866            | SH                   | 571,866               |                      |            |
| NABI BIOPHARMACEUTIC | COM            | 62951910 | 10,734             | 844,551            | SH                   | 844,551               |                      |            |
| NABORS INDUSTRIES LT | SHS            | G6359F10 | 132,928            | 3,203,080          | SH                   | 3,203,080             |                      |            |
| NACCO INDS INC       | CL A           | 62957910 | 9,606              | 107,352            | SH                   | 94,715                | 12,297               |            |
| NARA BANCORP INC     | COM            | 63080P10 | 4,397              | 159,369            | SH                   | 159,369               |                      |            |
| NASB FINL INC        | COM            | 62896810 | 2,318              | 55,299             | SH                   | 55,299                |                      |            |
| NASH FINCH CO        | COM            | 63115810 | 4,539              | 203,159            | SH                   | 203,159               |                      |            |
| NASSDA CORP          | COM            | 63172M10 | 1,567              | 216,178            | SH                   | 215,278               | 900                  |            |
| NATIONAL AUSTRALIA B | SPONSORED      | 63252540 | 1,721              | 15,361             | SH                   | 15,361                |                      |            |
| NATIONAL BANKSHARES  | COM            | 63486510 | 2,421              | 49,045             | SH                   | 49,045                |                      |            |
| NATIONAL BEVERAGE CO | COM            | 63501710 | 1,109              | 68,032             | SH                   | 68,032                |                      |            |
| NATIONAL BK GREECE S | SPONSORED      | 63364340 | 628                | 117,440            | SH                   | 117,440               |                      |            |
| NATIONAL CITY CORP   | COM            | 63540510 | 642,210            | 18,921,930         | SH                   | 18,859,463            | 56,635               | 5,         |
| NATIONAL COMMERCE FI | COM            | 63545P10 | 84,247             | 3,088,231          | SH                   | 3,081,316             | 6,125                |            |
| NATIONAL FINL PARTNE | COM            | 63607P20 | 774                | 28,100             | SH                   | 28,100                |                      |            |
| NATIONAL FUEL GAS CO | COM            | 63618010 | 30,399             | 1,243,833          | SH                   | 1,228,573             | 14,460               |            |
| NATIONAL GRID TRANSC | SPONSORED      | 63627410 | 611                | 16,865             | SH                   | 16,865                |                      |            |
| NATIONAL HEALTH INVS | COM            | 63633D10 | 15,359             | 617,331            | SH                   | 617,331               |                      |            |
| NATIONAL HEALTH REAL | COM            | 63590510 | 1,872              | 95,030             | SH                   | 95,030                |                      |            |
| NATIONAL HEALTHCARE  | COM            | 63590610 | 2,344              | 117,813            | SH                   | 117,813               |                      |            |
| NATIONAL INSTRS CORP | COM            | 63651810 | 27,510             | 605,023            | SH                   | 603,493               | 1,190                |            |
| NATIONAL PENN BANCSH | COM            | 63713810 | 12,064             | 375,586            | SH                   | 375,586               |                      |            |
| NATIONAL PRESTO INDS | COM            | 63721510 | 3,312              | 91,619             | SH                   | 90,899                | 400                  |            |
| NATIONAL PROCESSING  | COM            | 63722910 | 4,947              | 210,082            | SH                   | 208,382               | 1,700                |            |
| NATIONAL SEMICONDUCT | COM            | 63764010 | 197,161            | 5,002,826          | SH                   | 4,987,593             | 12,788               | 2,         |
| NATIONAL WESTN LIFE  | CL A           | 63852210 | 6,292              | 40,650             | SH                   | 40,650                |                      |            |
| Page Total           |                |          | 8,185,600          |                    |                      |                       |                      |            |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |            |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHA<br>OTH |
| NATIONAL-OILWELL INC | COM            | 63707110 | 24,812             | 1,109,673          | SH                   | 1,094,060             | 11,920               | 3,         |
| NATIONWIDE FINL SVCS | CL A           | 63861210 | 22,435             | 678,627            | SH                   | 676,277               | 1,160                | 1,         |
| NATIONWIDE HEALTH PP | COM            | 63862010 | 20,417             | 1,044,370          | SH                   | 1,044,370             |                      |            |
| NATURAL RESOURCE PAR | COM UNIT L     | 63900P10 | 464                | 11,200             | SH                   | 11,200                |                      |            |
| NATURES SUNSHINE PRO | COM            | 63902710 | 2,934              | 348,462            | SH                   | 348,462               |                      |            |
| NAUTILUS GROUP INC   | COM            | 63910B10 | 6,775              | 482,238            | SH                   | 481,600               | 638                  |            |
| NAVIGANT CONSULTING  | COM            | 63935N10 | 13,898             | 736,899            | SH                   | 735,199               | 1,700                |            |
| NAVIGANT INTL INC    | COM            | 63935R10 | 2,794              | 201,730            | SH                   | 201,730               |                      |            |
| NAVIGATORS GROUP INC | COM            | 63890410 | 4,384              | 142,025            | SH                   | 142,025               |                      |            |
| NAVISTAR INTL CORP N | COM            | 63934E10 | 77,222             | 1,612,486          | SH                   | 1,610,916             | 1,470                |            |
| NBC CAP CORP         | COM            | 62872910 | 2,977              | 111,630            | SH                   | 111,630               |                      |            |
| NBT BANCORP INC      | COM            | 62877810 | 11,645             | 543,152            | SH                   | 543,152               |                      |            |
| NBTY INC             | COM            | 62878210 | 27,008             | 1,005,499          | SH                   | 1,005,339             |                      |            |
| NCI BUILDING SYS INC | COM            | 62885210 | 8,949              | 374,441            | SH                   | 374,341               | 100                  |            |
| NCO GROUP INC        | COM            | 62885810 | 7,964              | 350,509            | SH                   | 347,109               | 3,400                |            |
| NCR CORP NEW         | COM            | 62886E10 | 103,886            | 2,677,479          | SH                   | 2,643,616             | 33,542               |            |
| NDCHEALTH CORP       | COM            | 63948010 | 17,439             | 680,684            | SH                   | 680,384               | 300                  |            |
| NEC CORP             | ADR            | 62905020 | 912                | 121,470            | SH                   | 121,470               |                      |            |
| NEIGHBORCARE INC     | COM            | 64015Y10 | 8,641              | 437,530            | SH                   | 437,165               |                      |            |
| NEIMAN MARCUS GROUP  | CL A           | 64020420 | 30,429             | 566,959            | SH                   | 563,817               | 2,842                |            |
| NEKTAR THERAPEUTICS  | COM            | 64026810 | 11,822             | 868,602            | SH                   | 864,502               | 4,100                |            |
| NELSON THOMAS INC    | COM            | 64037610 | 3,271              | 169,231            | SH                   | 169,191               |                      |            |
| NEOFORMA COM INC     | COM NEW        | 64047550 | 1,274              | 119,691            | SH                   | 119,691               |                      |            |
| NEOPHARM INC         | COM            | 64091910 | 4,118              | 226,018            | SH                   | 226,018               |                      |            |
| NEOSE TECHNOLOGIES I | COM            | 64052210 | 2,139              | 232,470            | SH                   | 232,370               |                      |            |
| NEOWARE SYS INC      | COM            | 64065P10 | 3,512              | 255,608            | SH                   | 249,608               | 6,000                |            |
| NET2PHONE            | COM            | 64108N10 | 2,703              | 397,449            | SH                   | 397,449               |                      |            |
| NETBANK INC          | COM            | 64093310 | 11,489             | 860,579            | SH                   | 856,579               | 4,000                |            |
| NETEGRITY INC        | COM            | 64110P10 | 4,848              | 477,198            | SH                   | 477,178               |                      |            |
| NETFLIX COM INC      | COM            | 64110L10 | 17,808             | 325,622            | SH                   | 325,622               |                      |            |
| NETGEAR INC          | COM            | 64111Q10 | 427                | 26,700             | SH                   | 26,700                |                      |            |
| NETIQ CORP           | COM            | 64115P10 | 19,181             | 1,447,650          | SH                   | 1,447,250             | 300                  |            |
| NETOPIA INC          | COM            | 64114K10 | 280                | 19,227             | SH                   | 19,227                |                      |            |
| NETRATINGS INC       | COM            | 64116M10 | 1,766              | 155,062            | SH                   | 155,062               |                      |            |
| NETSCOUT SYS INC     | COM            | 64115T10 | 1,982              | 260,726            | SH                   | 260,726               |                      |            |
| NETSCREEN TECHNOLOGI | COM            | 64117V10 | 13,019             | 526,016            | SH                   | 524,916               | 1,100                |            |
| NETWORK APPLIANCE IN | COM            | 64120L10 | 182,549            | 8,930,950          | SH                   | 8,910,050             | 20,460               |            |
| NETWORK EQUIP TECHNO | COM            | 64120810 | 3,939              | 358,095            | SH                   | 358,095               |                      |            |
| NETWORKS ASSOCS INC  | COM            | 64093810 | 32,891             | 2,186,881          | SH                   | 2,180,481             | 5,900                |            |
| NEUROCRINE BIOSCIENC | COM            | 64125C10 | 17,306             | 317,310            | SH                   | 316,440               | 870                  |            |
| NEW CENTURY FINANCI  | COM            | 64352D10 | 41,284             | 1,040,685          | SH                   | 1,039,485             | 450                  |            |
| NEW ENGLAND BUSINESS | COM            | 64387210 | 5,864              | 198,773            | SH                   | 198,453               |                      |            |
| NEW FOCUS INC        | COM            | 64438310 | 5,049              | 1,005,687          | SH                   | 1,000,687             |                      | 5,         |
| NEW FRONTIER MEDIA I | COM            | 64439810 | 216                | 23,257             | SH                   | 23,257                |                      |            |
| NEW JERSEY RES       | COM            | 64602510 | 19,280             | 500,650            | SH                   | 494,745               | 2,136                | 3,         |
| NEW PLAN EXCEL RLTY  | COM            | 64805310 | 44,851             | 1,818,046          | SH                   | 1,818,046             |                      |            |
| NEW YORK CMNTY BANCO | COM            | 64944510 | 100,339            | 2,637,023          | SH                   | 2,632,418             | 4,605                |            |
| NEW YORK TIMES CO    | CL A           | 65011110 | 189,953            | 3,974,754          | SH                   | 3,838,118             | 135,816              |            |
| NEWCASTLE INVT CORP  | COM            | 65105M10 | 11,698             | 431,672            | SH                   | 431,672               |                      |            |

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|                      |     |          |           |           |    |           |         |     |
|----------------------|-----|----------|-----------|-----------|----|-----------|---------|-----|
| NEWELL RUBBERMAID IN | COM | 65122910 | 163,843   | 7,195,572 | SH | 6,918,179 | 195,043 | 82, |
| NEWFIELD EXPL CO     | COM | 65129010 | 22,516    | 505,514   | SH | 504,074   | 1,180   |     |
| Page Total           |     |          | 1,337,203 |           |    |           |         |     |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETIO |                      |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|----------------------|----------------------|
|                      |                |          |                    |                    |                      | SOLE                 | SHARED AS<br>DEFINED |
| NEWHALL LAND & FARMI | DEPOSITARY     | 65142610 | 1,123              | 27,800             | SH                   | 27,800               |                      |
| NEWMONT MINING CORP  | COM            | 65163910 | 570,390            | 11,734,004         | SH                   | 11,681,497           | 21,765               |
| NEWPARK RES INC      | COM PAR \$.    | 65171850 | 6,357              | 1,327,218          | SH                   | 1,327,218            |                      |
| NEWPORT CORP         | COM            | 65182410 | 13,074             | 786,649            | SH                   | 786,229              | 400                  |
| NEWS CORP LTD        | SP ADR PFD     | 65248780 | 4,874              | 161,114            | SH                   | 161,114              |                      |
| NEWS CORP LTD        | ADR NEW        | 65248770 | 1,538              | 42,608             | SH                   | 42,608               |                      |
| NEWTEK BUSINESS SVCS | COM            | 65252610 | 1,753              | 252,600            | SH                   | 252,600              |                      |
| NEXEN INC            | COM            | 65334H10 | 488                | 13,512             | SH                   | 13,512               |                      |
| NEXTEL COMMUNICATION | CL A           | 65332V10 | 863,360            | 30,768,339         | SH                   | 30,670,442           | 59,752               |
| NEXTEL PARTNERS INC  | CL A           | 65333F10 | 15,230             | 1,132,337          | SH                   | 1,121,877            | 6,860                |
| NIC INC              | COM            | 62914B10 | 3,370              | 419,685            | SH                   | 419,685              |                      |
| NICOR INC            | COM            | 65408610 | 44,045             | 1,293,919          | SH                   | 1,293,159            | 560                  |
| NII HLDGS INC        | CL B NEW       | 62913F20 | 16,185             | 216,865            | SH                   | 216,765              | 100                  |
| NIKE INC             | CL B           | 65410610 | 415,829            | 6,074,047          | SH                   | 6,060,207            | 12,215               |
| NIPPON TELEG & TEL C | SPONSORED      | 65462410 | 447                | 18,200             | SH                   | 18,200               |                      |
| NISOURCE INC         | COM            | 65473P10 | 176,571            | 8,047,925          | SH                   | 8,031,388            | 15,737               |
| NISSAN MOTORS        | SPONSORED      | 65474440 | 649                | 28,912             | SH                   | 28,912               |                      |
| NL INDS INC          | COM NEW        | 62915640 | 2,196              | 187,696            | SH                   | 186,808              |                      |
| NMS COMMUNICATIONS C | COM            | 62924810 | 264                | 42,272             | SH                   | 35,772               | 6,500                |
| NN INC               | COM            | 62933710 | 2,036              | 162,067            | SH                   | 162,067              |                      |
| NOBLE CORPORATION    | SHS            | G6542210 | 118,554            | 3,313,419          | SH                   | 3,242,911            | 65,418               |
| NOBLE ENERGY INC     | COM            | 65504410 | 34,709             | 781,212            | SH                   | 771,987              | 8,675                |
| NOBLE INTL LTD       | COM            | 65505310 | 259                | 11,300             | SH                   | 11,300               |                      |
| NOKIA CORP           | SPONSORED      | 65490220 | 13,971             | 821,806            | SH                   | 556,806              | 265,000              |
| NOLAND CO            | COM            | 65528610 | 664                | 15,999             | SH                   | 15,999               |                      |
| NOMURA HLDGS INC     | SPONSORED      | 65535H20 | 3,911              | 231,000            | SH                   | 14,000               | 217,000              |
| NORDSON CORP         | COM            | 65566310 | 20,247             | 584,990            | SH                   | 584,690              | 300                  |
| NORDSTROM INC        | COM            | 65566410 | 107,274            | 3,127,531          | SH                   | 3,119,186            | 4,265                |
| NORFOLK SOUTHERN COR | COM            | 65584410 | 248,756            | 10,518,207         | SH                   | 10,387,499           | 95,497               |
| NORSK HYDRO A S      | SPONSORED      | 65653160 | 902                | 14,600             | SH                   | 14,600               |                      |
| NORTEL NETWORKS CORP | NOTE 4.25      | 656568AB | 2,588              | 2,750,000          | SH                   | 2,750,000            |                      |
| NORTEL NETWORKS CORP | COM            | 65656810 | 2,159              | 510,415            | SH                   | 510,415              |                      |
| NORTH COAST ENERGY I | COM NEW        | 65864970 | 427                | 39,900             | SH                   | 39,800               | 100                  |
| NORTH FORK BANCORPOR | COM            | 65942410 | 165,757            | 4,095,799          | SH                   | 4,057,224            | 21,525               |
| NORTH PITTSBURGH SYS | COM            | 66156210 | 6,230              | 319,476            | SH                   | 317,576              | 1,900                |
| NORTHEAST UTILS      | COM            | 66439710 | 38,981             | 1,932,613          | SH                   | 1,920,901            | 10,152               |
| NORTHERN STS FINL CO | COM            | 66575110 | 1,108              | 38,700             | SH                   | 38,700               |                      |
| NORTHERN TR CORP     | COM            | 66585910 | 314,986            | 6,806,095          | SH                   | 5,518,481            | 978,326              |
| NORTHROP GRUMMAN COR | COM            | 66680710 | 959,320            | 10,034,730         | SH                   | 10,016,751           | 15,000               |
| NORTHWAY FINL INC    | COM            | 66727010 | 601                | 17,500             | SH                   | 1,000                | 16,500               |
| NORTHWEST AIRLS CORP | CL A           | 66728010 | 29,576             | 2,339,885          | SH                   | 1,153,812            | 1,186,073            |
| NORTHWEST BANCORP IN | COM            | 66732810 | 4,533              | 212,409            | SH                   | 212,409              |                      |
| NORTHWEST NAT GAS CO | COM            | 66765510 | 14,059             | 457,214            | SH                   | 456,014              | 600                  |

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|                      |           |          |           |           |    |           |         |    |
|----------------------|-----------|----------|-----------|-----------|----|-----------|---------|----|
| NORTHWEST PIPE CO    | COM       | 66774610 | 964       | 72,400    | SH | 72,400    |         |    |
| NOVA CHEMICALS CORP  | COM       | 66977W10 | 402       | 14,935    | SH | 14,935    |         |    |
| NOVARTIS A G         | SPONSORED | 66987V10 | 10,924    | 238,045   | SH | 107,045   | 131,000 |    |
| NOVASTAR FINL INC    | COM       | 66994740 | 17,181    | 399,934   | SH | 398,234   | 1,700   |    |
| NOVAVAX INC          | COM       | 67000210 | 237       | 39,500    | SH | 19,500    | 20,000  |    |
| NOVELL INC           | COM       | 67000610 | 95,948    | 9,111,918 | SH | 9,087,128 | 18,800  | 5, |
| NOVELLUS SYS INC     | COM       | 67000810 | 166,862   | 3,968,178 | SH | 3,955,113 | 10,275  | 2, |
| NOVEN PHARMACEUTICAL | COM       | 67000910 | 6,894     | 453,227   | SH | 453,227   |         |    |
| Page Total           |           |          | 4,528,763 |           |    |           |         |    |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DI SH OT |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|----------|
| NOVO-NORDISK A S     | ADR            | 67010020 | 794             | 19,377          | SH                | 19,377     |                              |          |
| NOVOSTE CORP         | COM            | 67010C10 | 1,188           | 248,118         | SH                | 248,118    |                              |          |
| NPS PHARMACEUTICALS  | COM            | 62936P10 | 17,781          | 579,552         | SH                | 577,822    | 395                          | 1,       |
| NS GROUP INC         | COM            | 62891610 | 2,753           | 283,854         | SH                | 283,854    |                              |          |
| NSTAR                | COM            | 67019E10 | 36,149          | 745,335         | SH                | 724,164    | 10,801                       | 10,      |
| NTL INC DEL          | COM            | 62940M10 | 36,004          | 516,187         | SH                | 514,725    | 1,462                        |          |
| NTT DOCOMO INC       | SPONS ADR      | 62942M20 | 7,351           | 320,987         | SH                | 102,987    | 218,000                      |          |
| NU SKIN ENTERPRISES  | CL A           | 67018T10 | 9,998           | 585,048         | SH                | 585,048    |                              |          |
| NUANCE COMMUNICATION | COM            | 66996710 | 1,079           | 141,241         | SH                | 136,741    | 4,400                        |          |
| NUCOR CORP           | COM            | 67034610 | 124,551         | 2,224,123       | SH                | 2,178,297  | 21,421                       | 24,      |
| NUEVO ENERGY CO      | COM            | 67050910 | 7,846           | 324,620         | SH                | 324,620    |                              |          |
| NUI CORP             | COM            | 62943110 | 5,891           | 365,422         | SH                | 365,422    |                              |          |
| NUVEEN INVTS INC     | CL A           | 67090F10 | 8,574           | 321,604         | SH                | 321,384    | 220                          |          |
| NUVELO INC           | COM            | 67072M10 | 2,504           | 715,443         | SH                | 715,443    |                              |          |
| NVIDIA CORP          | COM            | 67066G10 | 90,578          | 3,904,228       | SH                | 3,892,788  | 11,360                       |          |
| NVR INC              | COM            | 62944T10 | 88,235          | 189,346         | SH                | 188,926    | 420                          |          |
| NYFIX INC            | COM            | 67071210 | 3,221           | 406,648         | SH                | 405,628    |                              | 1,       |
| NYMAGIC INC          | COM            | 62948410 | 2,529           | 92,232          | SH                | 92,232     |                              |          |
| O CHARLEYS INC       | COM            | 67082310 | 5,637           | 314,040         | SH                | 314,040    |                              |          |
| O REILLY AUTOMOTIVE  | COM            | 68609110 | 23,699          | 614,591         | SH                | 611,851    | 2,380                        |          |
| OAK HILL FINL INC    | COM            | 67133710 | 1,573           | 52,228          | SH                | 52,228     |                              |          |
| OAKLEY INC           | COM            | 67366210 | 8,968           | 647,943         | SH                | 647,943    |                              |          |
| OCCIDENTAL PETE CORP | COM            | 67459910 | 525,210         | 12,433,954      | SH                | 12,396,333 | 36,612                       | 1,       |
| OCEANEERING INTL INC | COM            | 67523210 | 18,135          | 647,675         | SH                | 647,675    |                              |          |
| OCEANFIRST FINL CORP | COM            | 67523410 | 3,790           | 139,593         | SH                | 139,593    |                              |          |
| OCTEL CORP           | COM            | 67572710 | 3,406           | 172,967         | SH                | 172,967    |                              |          |
| OCULAR SCIENCES INC  | COM            | 67574410 | 9,058           | 315,513         | SH                | 315,513    |                              |          |
| OCWEN FINL CORP      | COM            | 67574610 | 6,732           | 759,765         | SH                | 758,565    | 1,200                        |          |
| ODYSSEY HEALTHCARE I | COM            | 67611V10 | 17,819          | 604,856         | SH                | 604,856    |                              |          |
| ODYSSEY RE HLDGS COR | COM            | 67612W10 | 5,183           | 229,857         | SH                | 229,707    | 150                          |          |
| OFFICE DEPOT INC     | COM            | 67622010 | 181,855         | 10,883,000      | SH                | 10,853,905 | 28,475                       |          |
| OFFSHORE LOGISTICS I | COM            | 67625510 | 7,945           | 324,012         | SH                | 322,712    | 1,300                        |          |
| OGE ENERGY CORP      | COM            | 67083710 | 35,470          | 1,466,322       | SH                | 1,457,144  | 7,578                        | 1,       |
| OHIO CAS CORP        | COM            | 67724010 | 20,176          | 1,162,215       | SH                | 1,157,885  | 4,330                        |          |
| OIL STS INTL INC     | COM            | 67802610 | 6,383           | 457,858         | SH                | 457,858    |                              |          |
| OLD DOMINION FGHT LI | COM            | 67958010 | 6,440           | 188,962         | SH                | 188,962    |                              |          |
| OLD NATL BANCORP IND | COM            | 68003310 | 14,699          | 643,273         | SH                | 638,502    | 4,771                        |          |

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|                      |             |          |           |           |    |           |        |       |
|----------------------|-------------|----------|-----------|-----------|----|-----------|--------|-------|
| OLD POINT FINL CORP  | COM         | 68019410 | 1,408     | 44,353    | SH | 44,353    |        |       |
| OLD REP INTL CORP    | COM         | 68022310 | 107,051   | 4,221,270 | SH | 4,210,799 | 9,421  | 1,    |
| OLD SECOND BANCORP I | COM         | 68027710 | 6,134     | 123,928   | SH | 123,928   |        |       |
| OLIN CORP            | COM PAR \$1 | 68066520 | 22,871    | 1,140,142 | SH | 1,139,842 |        | 100   |
| OLYMPIC STEEL INC    | COM         | 68162K10 | 275       | 33,554    | SH | 6,800     | 26,754 |       |
| OM GROUP INC         | COM         | 67087210 | 14,691    | 560,935   | SH | 558,195   |        | 2,300 |
| OMEGA FINL CORP      | COM         | 68209210 | 5,188     | 136,283   | SH | 136,283   |        |       |
| OMEGA HEALTHCARE INV | COM         | 68193610 | 2,743     | 293,979   | SH | 293,979   |        |       |
| OMEGA PROTEIN CORP   | COM         | 68210P10 | 670       | 86,736    | SH | 86,736    |        |       |
| OMI CORP NEW         | COM         | Y6476W10 | 809       | 90,608    | SH | 90,608    |        |       |
| OMNI ENERGY SERVICES | COM NEW     | 68210T20 | 355       | 55,000    | SH | 55,000    |        |       |
| OMNICARE INC         | COM         | 68190410 | 52,986    | 1,311,864 | SH | 1,309,024 | 2,440  |       |
| OMNICELL INC         | COM         | 68213N10 | 4,068     | 251,120   | SH | 251,120   |        |       |
| OMNICOM GROUP INC    | COM         | 68191910 | 454,605   | 5,205,594 | SH | 5,129,440 | 62,829 | 13,   |
| Page Total           |             |          | 2,023,057 |           |    |           |        |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVESTMENT DISCRETION |                   |          |
|----------------------|----------------|----------|-----------------|-------------|---------------|-----------------------|-------------------|----------|
|                      |                |          |                 |             |               | SOLE                  | SHARED AS DEFINED | SHAR OTH |
| OMNIVISION TECHNOLOG | COM            | 68212810 | 24,268          | 439,235     | SH            | 439,235               |                   |          |
| OMNOVA SOLUTIONS INC | COM            | 68212910 | 2,687           | 559,827     | SH            | 559,827               |                   |          |
| ON SEMICONDUCTOR COR | COM            | 68218910 | 4,131           | 637,543     | SH            | 637,543               |                   |          |
| ONE LIBERTY PPTYS IN | COM            | 68240610 | 215             | 10,800      | SH            | 10,800                |                   |          |
| ONEIDA FINL CORP     | COM            | 68247810 | 388             | 17,541      | SH            | 17,541                |                   |          |
| ONEIDA LTD           | COM            | 68250510 | 1,700           | 288,706     | SH            | 288,706               |                   |          |
| ONEOK INC NEW        | COM            | 68268010 | 43,262          | 1,959,337   | SH            | 1,956,367             | 2,070             | 90       |
| ONYX PHARMACEUTICALS | COM            | 68339910 | 14,991          | 531,015     | SH            | 531,015               |                   |          |
| OPEN JT STK CO-VIMPE | SPONSORED      | 68370R10 | 2,551           | 34,704      | SH            | 34,704                |                   |          |
| OPENTV CORP          | CL A           | G6754310 | 324             | 96,868      | SH            | 96,868                |                   |          |
| OPENWAVE SYS INC     | COM NEW        | 68371830 | 11,451          | 1,041,036   | SH            | 1,040,884             | 99                | 5        |
| OPLINK COMMUNICATION | COM            | 68375Q10 | 4,165           | 1,742,886   | SH            | 1,742,886             |                   |          |
| OPNET TECHNOLOGIES I | COM            | 68375710 | 3,279           | 199,328     | SH            | 199,328               |                   |          |
| OPSWARE INC          | COM            | 68383A10 | 6,152           | 831,295     | SH            | 831,295               |                   |          |
| OPTICAL COMMUNICATIO | CL A           | 68382T10 | 561             | 151,686     | SH            | 151,686               |                   |          |
| OPTION CARE INC      | COM            | 68394810 | 2,341           | 219,171     | SH            | 219,171               |                   |          |
| ORACLE CORP          | COM            | 68389X10 | 1,775,865       | 134,230,180 | SH            | 133,483,180           | 555,521           | 191,47   |
| ORASURE TECHNOLOGIES | COM            | 68554V10 | 5,063           | 636,111     | SH            | 636,111               |                   |          |
| ORBITAL SCIENCES COR | COM            | 68556410 | 9,452           | 786,396     | SH            | 784,896               | 1,500             |          |
| ORBOTECH LTD         | ORD            | M7525310 | 338             | 14,142      | SH            | 14,142                |                   |          |
| ORIENTAL FINL GROUP  | COM            | 68618W10 | 6,432           | 250,258     | SH            | 250,258               |                   |          |
| ORIX CORP            | SPONSORED      | 68633010 | 442             | 10,835      | SH            | 10,835                |                   |          |
| ORLEANS HOMEBUILDERS | COM            | 68658810 | 1,043           | 36,800      | SH            | 36,800                |                   |          |
| ORTHODONTIC CTRS AME | COM            | 68750P10 | 7,003           | 869,972     | SH            | 869,972               |                   |          |
| ORTHOLOGIC CORP      | COM            | 68750J10 | 3,213           | 524,217     | SH            | 523,917               | 300               |          |
| OSHKOSH B GOSH INC   | CL A           | 68822220 | 3,763           | 175,362     | SH            | 175,362               |                   |          |
| OSHKOSH TRUCK CORP   | COM            | 68823920 | 31,500          | 617,292     | SH            | 614,712               | 450               | 2,13     |
| OSI PHARMACEUTICALS  | COM            | 67104010 | 22,645          | 702,183     | SH            | 701,583               | 600               |          |
| OSI SYSTEMS INC      | COM            | 67104410 | 4,187           | 217,935     | SH            | 217,935               |                   |          |
| OSTEOTECH INC        | COM            | 68858210 | 2,072           | 235,412     | SH            | 235,412               |                   |          |
| OTTER TAIL CORP      | COM            | 68964810 | 11,727          | 438,710     | SH            | 436,695               | 365               | 1,65     |

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|                      |           |          |           |            |    |            |           |      |
|----------------------|-----------|----------|-----------|------------|----|------------|-----------|------|
| OUTBACK STEAKHOUSE I | COM       | 68989910 | 47,037    | 1,063,951  | SH | 1,046,246  | 14,880    | 2,82 |
| OVERLAND STORAGE INC | COM       | 69031010 | 3,000     | 159,651    | SH | 159,651    |           |      |
| OVERNITE CORP        | COM       | 69032210 | 614       | 27,000     | SH | 27,000     |           |      |
| OVERSEAS SHIPHOLDING | COM       | 69036810 | 14,240    | 418,200    | SH | 417,800    | 400       |      |
| OVERSTOCK COM INC DE | COM       | 69037010 | 2,871     | 144,475    | SH | 144,475    |           |      |
| OWENS & MINOR INC NE | COM       | 69073210 | 13,283    | 606,259    | SH | 606,259    |           |      |
| OWENS ILL INC        | COM NEW   | 69076840 | 229,483   | 19,300,497 | SH | 11,566,345 | 7,734,152 |      |
| OXFORD HEALTH PLANS  | COM       | 69147110 | 60,529    | 1,391,475  | SH | 1,387,230  | 3,945     | 30   |
| OXFORD INDS INC      | COM       | 69149730 | 8,062     | 237,953    | SH | 237,753    | 200       |      |
| P & F INDS INC       | CL A NEW  | 69283050 | 230       | 26,300     | SH | 26,300     |           |      |
| P A M TRANSN SVCS IN | COM       | 69314910 | 1,593     | 74,509     | SH | 74,509     |           |      |
| P C CONNECTION       | COM       | 69318J10 | 781       | 94,923     | SH | 94,923     |           |      |
| P F CHANGS CHINA BIS | COM       | 69333Y10 | 34,199    | 672,149    | SH | 670,499    | 860       | 79   |
| P T TELEKOMUNIKASI I | SPONSORED | 71568410 | 393       | 23,951     | SH | 23,951     |           |      |
| PAB BANKSHARES INC   | COM       | 69313P10 | 1,685     | 108,442    | SH | 108,442    |           |      |
| PACCAR INC           | COM       | 69371810 | 259,637   | 3,050,248  | SH | 3,038,473  | 8,400     | 3,37 |
| PACER INTL INC TENN  | COM       | 69373H10 | 7,862     | 388,847    | SH | 388,847    |           |      |
| PACIFIC CAP BANCORP  | COM       | 69404P10 | 20,763    | 563,918    | SH | 563,918    |           |      |
| PACIFIC ENERGY PARTN | COM UNIT  | 69422R10 | 733       | 25,000     | SH | 25,000     |           |      |
| PACIFIC SUNWEAR CALI | COM       | 69487310 | 30,542    | 1,447,504  | SH | 1,441,654  | 5,625     | 22   |
| Page Total           |           |          | 2,744,752 |            |    |            |           |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRET |                   |    |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|--------------------|-------------------|----|
|                      |                |          |                 |                 |                   | SOLE               | SHARED AS DEFINED | S  |
| PACIFIC UN BK CALIF  | COM            | 69502510 | 3,594           | 141,116         | SH                | 141,116            |                   |    |
| PACIFICARE HEALTH SY | COM            | 69511210 | 40,371          | 597,206         | SH                | 596,926            | 280               |    |
| PACKAGING CORP AMER  | COM            | 69515610 | 48,625          | 2,224,368       | SH                | 1,143,265          | 1,081,103         |    |
| PACKETEER INC        | COM            | 69521010 | 6,963           | 410,054         | SH                | 410,054            |                   |    |
| PACTIV CORP          | COM            | 69525710 | 134,432         | 5,624,760       | SH                | 5,159,964          | 464,546           |    |
| PAIN THERAPEUTICS IN | COM            | 69562K10 | 2,755           | 396,392         | SH                | 394,892            | 1,500             |    |
| PALATIN TECHNOLOGIES | COM NEW        | 69607730 | 1,587           | 634,653         | SH                | 634,653            |                   |    |
| PALL CORP            | COM            | 69642930 | 83,326          | 3,105,698       | SH                | 3,101,138          | 4,560             |    |
| PALM HARBOR HOMES    | COM            | 69663910 | 6,042           | 345,047         | SH                | 345,047            |                   |    |
| PALMONE INC          | COM            | 69713P10 | 7,866           | 669,414         | SH                | 662,379            | 7,014             |    |
| PALMSOURCE INC       | COM            | 69715410 | 3,655           | 167,875         | SH                | 165,823            | 2,046             |    |
| PAN PACIFIC RETAIL P | COM            | 69806L10 | 35,295          | 740,709         | SH                | 736,388            | 4,321             |    |
| PANAMSAT CORP NEW    | COM            | 69793310 | 22,537          | 1,045,322       | SH                | 1,044,722          | 600               |    |
| PANERA BREAD CO      | CL A           | 69840W10 | 23,966          | 606,437         | SH                | 601,337            | 2,800             | 2  |
| PANTRY INC           | COM            | 69865710 | 2,356           | 103,782         | SH                | 103,782            |                   |    |
| PAPA JOHNS INTL INC  | COM            | 69881310 | 15,368          | 460,405         | SH                | 459,061            | 1,344             |    |
| PARAMETRIC TECHNOLOG | COM            | 69917310 | 31,510          | 7,997,519       | SH                | 7,976,598          | 20,741            |    |
| PAREXEL INTL CORP    | COM            | 69946210 | 7,045           | 433,267         | SH                | 433,267            |                   |    |
| PARK ELECTROCHEMICAL | COM            | 70041620 | 7,593           | 286,634         | SH                | 286,184            | 450               |    |
| PARK NATL CORP       | COM            | 70065810 | 13,492          | 119,238         | SH                | 118,938            | 300               |    |
| PARKER DRILLING CO   | COM            | 70108110 | 3,568           | 1,399,069       | SH                | 1,398,069          | 1,000             |    |
| PARKER HANNIFIN CORP | COM            | 70109410 | 193,403         | 3,250,477       | SH                | 3,197,654          | 31,431            | 21 |
| PARKVALE FINL CORP   | COM            | 70149210 | 1,916           | 71,366          | SH                | 70,866             | 500               |    |
| PARKWAY PPTYS INC    | COM            | 70159Q10 | 9,068           | 217,988         | SH                | 217,988            |                   |    |
| PARTNERS TRUST FINCL | COM            | 70213A10 | 3,999           | 117,611         | SH                | 117,611            |                   |    |

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|                      |            |          |           |           |    |           |  |        |
|----------------------|------------|----------|-----------|-----------|----|-----------|--|--------|
| PARTY CITY CORP      | COM        | 70214510 | 1,818     | 141,071   | SH | 141,070   |  | 1      |
| PATHMARK STORES INC  | COM        | 70322A10 | 3,632     | 477,839   | SH | 475,439   |  | 2,400  |
| PATINA OIL & GAS COR | COM        | 70322410 | 40,246    | 821,514   | SH | 821,514   |  |        |
| PATRIOT BANK CORP PA | COM        | 70335P10 | 3,078     | 107,574   | SH | 107,574   |  |        |
| PATTERSON DENTAL CO  | COM        | 70341210 | 55,597    | 868,833   | SH | 862,133   |  | 6,340  |
| PATTERSON UTI ENERGY | COM        | 70348110 | 37,020    | 1,124,188 | SH | 1,119,386 |  | 2,340  |
| PAXAR CORP           | COM        | 70422710 | 8,196     | 611,626   | SH | 611,626   |  |        |
| PAXSON COMMUNICATION | COM        | 70423110 | 2,041     | 530,198   | SH | 530,198   |  |        |
| PAYCHEX INC          | COM        | 70432610 | 354,279   | 9,523,624 | SH | 9,344,326 |  | 95,266 |
| PAYLESS SHOESOURCE I | COM        | 70437910 | 18,397    | 1,372,911 | SH | 1,371,291 |  |        |
| PC-TEL INC           | COM        | 69325Q10 | 3,923     | 364,931   | SH | 364,931   |  |        |
| PDF SOLUTIONS INC    | COM        | 69328210 | 3,697     | 248,119   | SH | 248,119   |  |        |
| PDI INC              | COM        | 69329V10 | 3,210     | 119,729   | SH | 119,729   |  |        |
| PEABODY ENERGY CORP  | COM        | 70454910 | 22,518    | 539,868   | SH | 539,868   |  |        |
| PEAPACK-GLADSTONE FI | COM        | 70469910 | 3,401     | 109,714   | SH | 109,714   |  |        |
| PEARSON PLC          | SPONSORED  | 70501510 | 509       | 45,374    | SH | 45,374    |  |        |
| PEC SOLUTIONS INC    | COM        | 70510710 | 4,053     | 239,103   | SH | 239,003   |  | 100    |
| PEDIATRIX MED GROUP  | COM        | 70532410 | 29,716    | 539,400   | SH | 539,400   |  |        |
| PEETS COFFEE & TEA I | COM        | 70556010 | 3,072     | 175,962   | SH | 175,962   |  |        |
| PEGASUS COMMUNICATIO | CL A NEW   | 70590460 | 2,480     | 88,306    | SH | 88,296    |  |        |
| PEGASUS SOLUTIONS IN | COM        | 70590610 | 4,450     | 425,021   | SH | 425,021   |  |        |
| PEGASYSTEMS INC      | COM        | 70557310 | 1,323     | 153,112   | SH | 148,112   |  | 5,000  |
| PEMSTAR INC          | COM        | 70655210 | 1,178     | 358,030   | SH | 358,030   |  |        |
| PENN ENGR & MFG CORP | COM NON VT | 70738930 | 3,897     | 204,803   | SH | 204,803   |  |        |
| PENN NATL GAMING INC | COM        | 70756910 | 12,273    | 530,852   | SH | 530,852   |  |        |
| PENN VA CORP         | COM        | 70788210 | 7,595     | 136,485   | SH | 135,785   |  | 700    |
| Page Total           |            |          | 1,341,928 |           |    |           |  |        |

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| NAME OF ISSUER          | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |              |
|-------------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|--------------|
|                         |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHAR<br>OTHE |
| PENN-AMER GROUP<br>INC  | COM            | 70724710 | 2,206              | 166,268            | SH                   | 166,268               |                      |              |
| PENNEY J C INC          | COM            | 70816010 | 1,093,439          | 41,607,259         | SH                   | 41,589,623            | 15,936               | 1,700        |
| PENNFED FINL SVCS<br>IN | COM            | 70816710 | 2,589              | 77,297             | SH                   | 77,297                |                      |              |
| PENNROCK FINL SVCS<br>C | COM            | 70835210 | 3,834              | 123,353            | SH                   | 123,353               |                      |              |
| PENNS WOODS<br>BANCORP  | COM            | 70843010 | 2,407              | 51,683             | SH                   | 51,683                |                      |              |
| PENNSYLVANIA RL<br>ESTA | SH BEN INT     | 70910210 | 26,215             | 722,180            | SH                   | 722,080               | 100                  |              |
| PENTAIR INC             | COM            | 70963110 | 32,464             | 710,374            | SH                   | 708,314               | 2,060                |              |
| PENWEST<br>PHARMACEUTIC | COM            | 70975410 | 4,422              | 255,895            | SH                   | 255,795               | 100                  |              |
| PEOPLES BANCORP<br>INC  | COM            | 70978910 | 4,830              | 163,676            | SH                   | 163,676               |                      |              |
| PEOPLES BK<br>BRIDGEPOR | COM            | 71019810 | 9,926              | 304,940            | SH                   | 300,850               | 3,840                | 250          |
| PEOPLES ENERGY          |                |          |                    |                    |                      |                       |                      |              |



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|                         |           |          |           |             |    |             |           |          |  |
|-------------------------|-----------|----------|-----------|-------------|----|-------------|-----------|----------|--|
| CORP                    | COM       | 71103010 | 45,723    | 1,087,611   | SH | 1,083,604   | 4,007     |          |  |
| PEOPLES HLDG CO         | COM       | 71114810 | 5,837     | 176,865     | SH | 176,865     |           |          |  |
| PEOPLESOFT INC          | COM       | 71271310 | 216,762   | 9,511,261   | SH | 9,479,560   | 28,734    | 2,96     |  |
| PEP BOYS MANNY<br>MOE & | COM       | 71327810 | 21,174    | 925,844     | SH | 916,936     | 8,908     |          |  |
| PEPCO HOLDINGS<br>INC   | COM       | 71329110 | 48,985    | 2,506,917   | SH | 2,497,533   | 8,053     | 1,33     |  |
| PEPSI BOTTLING<br>GROUP | COM       | 71340910 | 328,800   | 13,597,998  | SH | 13,590,058  | 7,740     | 20       |  |
| PEPSIAMERICAS<br>INC    | COM       | 71343P20 | 27,215    | 1,589,647   | SH | 1,586,827   | 2,420     | 40       |  |
| PEPSICO INC             | COM       | 71344810 | 2,363,119 | 50,688,946  | SH | 48,132,392  | 1,599,397 | 957,15   |  |
| PEREGRINE<br>PHARMACEUT | COM       | 71366110 | 4,318     | 1,953,879   | SH | 1,953,879   |           |          |  |
| PERFORMANCE FOOD<br>GRO | COM       | 71375510 | 16,698    | 461,643     | SH | 458,583     | 2,880     | 18       |  |
| PERFORMANCE<br>TECHNOLO | COM       | 71376K10 | 307       | 21,517      | SH | 21,517      |           |          |  |
| PERICOM<br>SEMICONDUCTO | COM       | 71383110 | 4,198     | 386,518     | SH | 386,518     |           |          |  |
| PERINI CORP             | COM       | 71383910 | 2,062     | 225,384     | SH | 225,334     |           | 5        |  |
| PERKINELMER INC         | COM       | 71404610 | 60,128    | 3,522,433   | SH | 3,513,763   | 8,550     | 12       |  |
| PEROT SYS CORP          | CL A      | 71426510 | 17,171    | 1,273,840   | SH | 1,270,840   | 3,000     |          |  |
| PERRIGO CO              | COM       | 71429010 | 20,622    | 1,311,815   | SH | 1,308,135   | 3,680     |          |  |
| PER-SE<br>TECHNOLOGIES  | COM NEW   | 71356930 | 7,439     | 486,155     | SH | 480,158     | 5,997     |          |  |
| PETCO ANIMAL<br>SUPPLIE | COM NEW   | 71601620 | 17,999    | 591,098     | SH | 590,898     | 200       |          |  |
| PETRO-CDA               | COM       | 71644E10 | 1,014     | 20,553      | SH | 20,553      |           |          |  |
| PETROCORP INC           | COM       | 71645N10 | 1,236     | 91,859      | SH | 91,859      |           |          |  |
| PETROLEO<br>BRASILEIRO  | SPONSORED | 71654V10 | 21,788    | 817,239     | SH | 817,239     |           |          |  |
| PETROLEO<br>BRASILEIRO  | SPONSORED | 71654V40 | 14,889    | 509,213     | SH | 509,213     |           |          |  |
| PETROLEUM DEV<br>CORP   | COM       | 71657810 | 6,553     | 276,513     | SH | 276,513     |           |          |  |
| PETROLEUM<br>HELICOPTER | COM VTG   | 71660410 | 1,034     | 42,192      | SH | 42,192      |           |          |  |
| PETSMART INC            | COM       | 71676810 | 46,162    | 1,939,598   | SH | 1,924,918   | 14,500    | 18       |  |
| PFF BANCORP INC         | COM       | 69331W10 | 11,124    | 306,612     | SH | 306,612     |           |          |  |
| PFIZER INC              | COM       | 71708110 | 7,840,646 | 221,925,999 | SH | 215,694,347 | 3,814,997 | 2,416,65 |  |
| PG&E CORP               | COM       | 69331C10 | 878,271   | 31,626,606  | SH | 31,591,120  | 34,906    | 58       |  |
| PHARMACEUTICAL<br>PROD  | COM       | 71712410 | 16,976    | 629,427     | SH | 628,777     | 650       |          |  |
| PHARMACEUTICAL<br>RES I | COM       | 71712510 | 45,733    | 701,970     | SH | 699,630     | 2,240     | 10       |  |
| PHARMACOPEIA INC        | COM       | 71713B10 | 5,673     | 398,685     | SH | 398,685     |           |          |  |
| PHARMACYCLICS<br>INC    | COM       | 71693310 | 282       | 38,088      | SH | 38,088      |           |          |  |
| PHARMOS CORP            | COM NEW   | 71713920 | 260       | 74,224      | SH | 74,224      |           |          |  |
| PHELPS DODGE<br>CORP    | COM       | 71726510 | 187,696   | 2,466,762   | SH | 2,461,123   | 4,765     | 87       |  |
| PHILADELPHIA<br>CONS HL | COM       | 71752810 | 13,573    | 277,968     | SH | 277,968     |           |          |  |
| PHILLIPS VAN<br>HEUSEN  | COM       | 71859210 | 8,489     | 478,503     | SH | 478,503     |           |          |  |
| PHOENIX COS INC<br>NEW  | COM       | 71902E10 | 20,886    | 1,734,710   | SH | 1,726,257   | 7,678     | 77       |  |
| PHOTON DYNAMICS<br>INC  | COM       | 71936410 | 12,591    | 312,896     | SH | 312,596     | 300       |          |  |
| PHOTRONICS INC          | COM       | 71940510 | 15,592    | 782,729     | SH | 778,529     | 4,200     |          |  |
| PICO HLDGS INC          | COM NEW   | 69336620 | 1,475     | 94,154      | SH | 94,154      |           |          |  |

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PIEDMONT NAT GAS INC COM 72018610 13,738 316,112 SH 315,282 630 20  
 Page Total 13,556,568

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE      | INVESTMENT SHARED AS DEFINED | DISC S O |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|-----------|------------------------------|----------|
| PIER 1 IMPORTS INC   | COM            | 72027910 | 28,572          | 1,307,046       | SH                | 1,299,981 | 6,090                        |          |
| PILGRIMS PRIDE CORP  | COM            | 72146710 | 4,379           | 268,136         | SH                | 268,136   |                              |          |
| PINNACLE ENTMT INC   | COM            | 72345610 | 3,523           | 377,983         | SH                | 377,763   |                              |          |
| PINNACLE SYS INC     | COM            | 72348110 | 8,744           | 1,025,056       | SH                | 1,025,056 |                              |          |
| PINNACLE WEST CAP CO | COM            | 72348410 | 103,599         | 2,588,682       | SH                | 2,573,482 | 7,700                        | 7        |
| PIONEER NAT RES CO   | COM            | 72378710 | 58,877          | 1,843,952       | SH                | 1,836,841 | 5,732                        | 1        |
| PITNEY BOWES INC     | COM            | 72447910 | 276,195         | 6,799,477       | SH                | 6,679,902 | 100,195                      | 19       |
| PIXAR                | COM            | 72581110 | 20,685          | 298,531         | SH                | 297,071   | 1,400                        |          |
| PIXELWORKS INC       | COM            | 72581M10 | 6,670           | 604,132         | SH                | 604,132   |                              |          |
| PLACER DOME INC      | COM            | 72590610 | 378             | 21,092          | SH                | 21,092    |                              |          |
| PLAINS ALL AMERN PIP | UNIT LTD P     | 72650310 | 1,662           | 51,189          | SH                | 46,189    | 3,000                        | 2        |
| PLAINS EXPL& PRODTN  | COM            | 72650510 | 10,671          | 693,358         | SH                | 692,773   | 400                          |          |
| PLAINS RES INC       | COM PAR \$0    | 72654050 | 6,593           | 410,773         | SH                | 410,773   |                              |          |
| PLANAR SYS INC       | COM            | 72690010 | 9,938           | 408,787         | SH                | 408,587   | 200                          |          |
| PLANTRONICS INC NEW  | COM            | 72749310 | 33,764          | 1,034,113       | SH                | 1,032,713 | 1,000                        |          |
| PLATINUM UNDERWRITER | COM            | G7127P10 | 381             | 12,713          | SH                | 12,713    |                              |          |
| PLAYBOY ENTERPRISES  | CL B           | 72811730 | 4,332           | 268,074         | SH                | 268,074   |                              |          |
| PLAYTEX PRODS INC    | COM            | 72813P10 | 3,901           | 504,638         | SH                | 504,538   |                              |          |
| PLEXUS CORP          | COM            | 72913210 | 19,675          | 1,145,906       | SH                | 1,143,096 | 2,710                        |          |
| PLUG POWER INC       | COM            | 72919P10 | 4,140           | 571,100         | SH                | 570,700   | 400                          |          |
| PLUM CREEK TIMBER CO | COM            | 72925110 | 141,233         | 4,638,196       | SH                | 4,638,196 |                              |          |
| PLX TECHNOLOGY INC   | COM            | 69341710 | 227             | 25,701          | SH                | 25,701    |                              |          |
| PMA CAP CORP         | CL A           | 69341920 | 1,994           | 389,502         | SH                | 387,302   | 2,200                        |          |
| PMC-SIERRA INC       | COM            | 69344F10 | 84,881          | 4,222,923       | SH                | 4,216,093 | 6,710                        |          |
| PMI GROUP INC        | COM            | 69344M10 | 46,141          | 1,239,359       | SH                | 1,234,709 | 4,450                        |          |
| PNC FINL SVCS GROUP  | COM            | 69347510 | 431,144         | 7,877,648       | SH                | 7,799,858 | 57,410                       | 20       |
| PNM RES INC          | COM            | 69349H10 | 25,561          | 909,648         | SH                | 909,406   | 40                           |          |
| POGO PRODUCING CO    | COM            | 73044810 | 45,740          | 947,002         | SH                | 944,692   | 1,810                        |          |
| POLARIS INDS INC     | COM            | 73106810 | 24,393          | 275,377         | SH                | 273,317   | 1,980                        |          |
| POLO RALPH LAUREN CO | CL A           | 73157210 | 12,266          | 425,887         | SH                | 425,087   | 700                          |          |
| POLYCOM INC          | COM            | 73172K10 | 29,565          | 1,514,615       | SH                | 1,503,213 | 5,777                        | 5        |
| POLYMEDICA CORP      | COM            | 73173810 | 9,141           | 347,576         | SH                | 342,876   | 4,700                        |          |
| POLYONE CORP         | COM            | 73179P10 | 10,907          | 1,706,856       | SH                | 1,706,856 |                              |          |
| POMEROY IT SOLUTIONS | COM            | 73182210 | 2,093           | 142,016         | SH                | 142,016   |                              |          |
| POPE & TALBOT INC    | COM            | 73282710 | 6,196           | 351,845         | SH                | 351,845   |                              |          |
| POPULAR INC          | COM            | 73317410 | 66,917          | 1,492,014       | SH                | 1,492,014 |                              |          |
| PORTAL SOFTWARE INC  | COM NEW        | 73612630 | 3,509           | 521,429         | SH                | 521,289   | 120                          |          |
| PORTFOLIO RECOVERY A | COM            | 73640Q10 | 5,240           | 197,356         | SH                | 197,356   |                              |          |
| PORTUGAL TELECOM SGP | SPONSORED      | 73727310 | 388             | 38,713          | SH                | 38,713    |                              |          |
| POSCO                | SPONSORED      | 69348310 | 9,308           | 274,000         | SH                | 274,000   |                              |          |
| POSSIS MEDICAL INC   | COM            | 73740710 | 7,945           | 402,292         | SH                | 402,292   |                              |          |
| POST PPTYS INC       | COM            | 73746410 | 21,942          | 785,886         | SH                | 785,886   |                              |          |
| POTLATCH CORP        | COM            | 73762810 | 20,781          | 597,676         | SH                | 597,576   | 100                          |          |

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|                      |     |          |           |           |    |           |        |   |
|----------------------|-----|----------|-----------|-----------|----|-----------|--------|---|
| POWELL INDS INC      | COM | 73912810 | 3,702     | 193,318   | SH | 193,318   |        |   |
| POWER INTEGRATIONS I | COM | 73927610 | 16,976    | 507,361   | SH | 503,361   | 4,000  |   |
| POWER-ONE INC        | COM | 73930810 | 26,417    | 2,439,277 | SH | 2,436,432 | 2,745  |   |
| POWERWAVE TECHNOLOGI | COM | 73936310 | 10,402    | 1,343,959 | SH | 1,343,959 |        |   |
| POZEN INC            | COM | 73941U10 | 3,833     | 375,781   | SH | 375,781   |        |   |
| PPG INDS INC         | COM | 69350610 | 330,599   | 5,163,989 | SH | 5,137,176 | 21,743 | 5 |
| PPL CORP             | COM | 69351T10 | 254,725   | 5,822,278 | SH | 5,803,433 | 16,465 | 2 |
| PRAECIS PHARMACEUTIC | COM | 73942110 | 5,054     | 784,716   | SH | 777,416   | 7,200  |   |
| Page Total           |     |          | 2,265,898 |           |    |           |        |   |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |             |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|-------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHAR<br>OTH |
| PRAXAIR INC          | COM            | 74005P10 | 363,034            | 9,503,501          | SH                   | 9,453,232             | 49,729               | 5           |
| PRE PAID LEGAL SVCS  | COM            | 74006510 | 7,792              | 298,318            | SH                   | 298,318               |                      |             |
| PRECISION CASTPARTS  | COM            | 74018910 | 98,498             | 2,169,071          | SH                   | 2,166,511             | 1,835                | 7           |
| PREFORMED LINE PRODS | COM            | 74044410 | 803                | 27,800             | SH                   | 6,800                 |                      | 21,0        |
| PREMCOR INC          | COM            | 74045Q10 | 9,401              | 361,593            | SH                   | 359,083               | 1,060                | 1,4         |
| PRENTISS PPTYS TR    | SH BEN INT     | 74070610 | 26,257             | 795,909            | SH                   | 795,909               |                      |             |
| PRESIDENTIAL LIFE CO | COM            | 74088410 | 5,311              | 403,595            | SH                   | 402,655               | 500                  | 4           |
| PRESSTEK INC         | COM            | 74111310 | 3,791              | 525,818            | SH                   | 525,818               |                      |             |
| PRG-SCHULTZ INTERNAT | COM            | 69357C10 | 3,090              | 630,589            | SH                   | 630,589               |                      |             |
| PRICE COMMUNICATIONS | COM NEW        | 74143730 | 12,517             | 911,640            | SH                   | 906,930               | 4,710                |             |
| PRICE LEGACY CORP    | COM            | 74144P10 | 919                | 241,128            | SH                   | 241,128               |                      |             |
| PRICE T ROWE GROUP I | COM            | 74144T10 | 151,387            | 3,193,140          | SH                   | 3,104,156             | 53,104               | 35,8        |
| PRICELINE COM INC    | COM NEW        | 74150340 | 7,116              | 397,557            | SH                   | 397,241               | 300                  |             |
| PRIDE INTL INC DEL   | COM            | 74153Q10 | 32,552             | 1,746,343          | SH                   | 1,744,843             | 940                  | 5           |
| PRIMA ENERGY CORP    | COM PAR \$0    | 74190120 | 5,621              | 159,866            | SH                   | 159,866               |                      |             |
| PRIME HOSPITALITY CO | COM            | 74191710 | 9,476              | 928,993            | SH                   | 928,993               |                      |             |
| PRIMEDIA INC         | COM            | 74157K10 | 6,926              | 2,447,260          | SH                   | 2,444,840             | 2,300                | 1           |
| PRIMUS TELECOMMUNICA | COM            | 74192910 | 12,306             | 1,211,176          | SH                   | 1,210,876             | 300                  |             |
| PRINCETON REVIEW INC | COM            | 74235210 | 2,545              | 261,050            | SH                   | 261,050               |                      |             |
| PRINCIPAL FINANCIAL  | COM            | 74251V10 | 347,011            | 10,493,215         | SH                   | 10,475,385            | 16,630               | 1,2         |
| PRIORITY HEALTHCARE  | CL B           | 74264T10 | 16,450             | 684,295            | SH                   | 683,195               | 1,100                |             |
| PRIVATEBANCORP INC   | COM            | 74296210 | 5,019              | 110,826            | SH                   | 110,826               |                      |             |
| PROASSURANCE CORP    | COM            | 74267C10 | 13,396             | 416,660            | SH                   | 416,660               |                      |             |
| PROCTER & GAMBLE CO  | COM            | 74271810 | 4,384,398          | 43,896,651         | SH                   | 42,042,899            | 1,082,261            | 771,4       |
| PROGENICS PHARMACEUT | COM            | 74318710 | 2,747              | 145,635            | SH                   | 145,635               |                      |             |
| PROGRESS ENERGY INC  | COM            | 74326310 | 1,096,281          | 24,221,855         | SH                   | 24,200,554            | 19,489               | 1,8         |
| PROGRESS FINL CORP   | COM            | 74326610 | 340                | 11,025             | SH                   | 11,025                |                      |             |
| PROGRESS SOFTWARE CO | COM            | 74331210 | 11,563             | 565,167            | SH                   | 556,288               | 8,879                |             |
| PROGRESSIVE CORP OHI | COM            | 74331510 | 493,058            | 5,898,525          | SH                   | 5,877,574             | 11,651               | 9,3         |
| PROLOGIS             | SH BEN INT     | 74341010 | 177,091            | 5,518,565          | SH                   | 5,518,565             |                      |             |
| PROQUEST COMPANY     | COM            | 74346P10 | 12,173             | 413,329            | SH                   | 413,329               |                      |             |
| PROSPERITY BANCSHARE | COM            | 74360610 | 5,051              | 223,088            | SH                   | 223,088               |                      |             |
| PROTECTIVE LIFE CORP | COM            | 74367410 | 44,937             | 1,327,917          | SH                   | 1,325,292             | 700                  | 1,9         |
| PROTEIN DESIGN LABS  | COM            | 74369L10 | 27,119             | 1,515,055          | SH                   | 1,514,555             | 500                  |             |
| PROVIDENT BANCORP IN | COM            | 74383510 | 2,762              | 58,760             | SH                   | 58,760                |                      |             |
| PROVIDENT BANKSHARES | COM            | 74385910 | 17,124             | 578,907            | SH                   | 578,907               |                      |             |
| PROVIDENT FINL GROUP | COM            | 74386610 | 22,351             | 699,565            | SH                   | 697,125               | 2,440                |             |

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|                      |      |          |           |            |    |            |        |     |
|----------------------|------|----------|-----------|------------|----|------------|--------|-----|
| PROVIDENT FINL HLDGS | COM  | 74386810 | 1,649     | 45,474     | SH | 45,474     |        |     |
| PROVIDENT FINL SVCS  | COM  | 74386T10 | 14,246    | 753,776    | SH | 753,776    |        |     |
| PROVIDIAN FINL CORP  | COM  | 74406A10 | 108,835   | 9,350,122  | SH | 9,311,787  | 38,115 | 2   |
| PROVINCE HEALTHCARE  | COM  | 74397710 | 17,624    | 1,101,487  | SH | 1,098,652  | 170    | 2,6 |
| PROXIM CORP          | CL A | 74428310 | 3,416     | 2,045,431  | SH | 2,045,431  |        |     |
| PRUDENTIAL FINL INC  | COM  | 74432010 | 656,162   | 15,708,926 | SH | 15,670,593 | 37,618 | 7   |
| PRUDENTIAL PLC       | ADR  | 74435K20 | 1,065     | 62,459     | SH | 62,459     |        |     |
| PS BUSINESS PKS INC  | COM  | 69360J10 | 21,771    | 527,654    | SH | 527,654    |        |     |
| PSS WORLD MED INC    | COM  | 69366A10 | 20,637    | 1,711,175  | SH | 1,711,075  | 100    |     |
| PTEK HLDGS INC       | COM  | 69366M10 | 7,413     | 841,470    | SH | 767,948    | 73,522 |     |
| PUBLIC STORAGE INC   | COM  | 74460D10 | 89,876    | 2,071,343  | SH | 2,071,343  |        |     |
| PUBLIC SVC ENTERPRIS | COM  | 74457310 | 331,358   | 7,565,242  | SH | 7,544,689  | 14,718 | 5,8 |
| PUGET ENERGY INC NEW | COM  | 74531010 | 33,631    | 1,414,866  | SH | 1,406,901  | 7,590  | 3   |
| PULITZER INC         | COM  | 74576910 | 5,765     | 106,755    | SH | 105,655    | 1,000  | 1   |
| Page Total           |      |          | 8,751,658 |            |    |            |        |     |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | SOLE       | INVESTMENT SHARED AS DEFINED | DISCR SHA OTH |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|------------|------------------------------|---------------|
| PULTE HOMES INC      | COM            | 74586710 | 134,764         | 1,439,482       | SH                | 1,433,203  | 6,090                        | 1             |
| PUMATECH INC         | COM            | 74588710 | 2,500           | 628,036         | SH                | 628,036    |                              |               |
| QAD INC              | COM            | 74727D10 | 2,208           | 180,074         | SH                | 180,074    |                              |               |
| QLOGIC CORP          | COM            | 74727710 | 146,887         | 2,848,303       | SH                | 2,841,362  | 5,541                        | 1,4           |
| QRS CORP             | COM            | 74726X10 | 401             | 49,379          | SH                | 49,379     |                              |               |
| QUAKER CHEM CORP     | COM            | 74731610 | 4,129           | 134,290         | SH                | 133,750    |                              | 5             |
| QUAKER CITY BANCORP  | COM            | 74731K10 | 3,983           | 86,339          | SH                | 86,339     |                              |               |
| QUALCOMM INC         | COM            | 74752510 | 1,153,606       | 21,390,805      | SH                | 21,310,882 | 52,008                       | 27,9          |
| QUALITY SYS INC      | COM            | 74758210 | 2,582           | 57,897          | SH                | 57,897     |                              |               |
| QUANEX CORP          | COM            | 74762010 | 12,934          | 280,555         | SH                | 280,555    |                              |               |
| QUANTA SVCS INC      | COM            | 74762E10 | 12,018          | 1,646,301       | SH                | 1,646,201  |                              | 1             |
| QUANTUM CORP         | COM DSSG       | 74790620 | 9,513           | 3,049,189       | SH                | 3,049,189  |                              |               |
| QUANTUM FUEL SYS TEC | COM            | 74765E10 | 281             | 34,889          | SH                | 34,889     |                              |               |
| QUEST DIAGNOSTICS IN | COM            | 74834L10 | 180,244         | 2,465,381       | SH                | 2,459,657  | 5,074                        | 6             |
| QUEST SOFTWARE INC   | COM            | 74834T10 | 10,559          | 743,568         | SH                | 742,268    | 1,300                        |               |
| QUESTAR CORP         | COM            | 74835610 | 44,825          | 1,275,242       | SH                | 1,152,728  | 116,039                      | 6,4           |
| QUICKSILVER RESOURCE | COM            | 74837R10 | 7,286           | 225,587         | SH                | 225,187    | 400                          |               |
| QUIDEL CORP          | COM            | 74838J10 | 5,047           | 468,653         | SH                | 468,653    |                              |               |
| QUIKSILVER INC       | COM            | 74838C10 | 17,632          | 994,478         | SH                | 990,078    | 4,400                        |               |
| QUIXOTE CORP         | COM            | 74905610 | 2,749           | 112,614         | SH                | 112,614    |                              |               |
| QWEST COMMUNICATIONS | COM            | 74912110 | 561,987         | 130,089,641     | SH                | 42,011,536 | 88,074,250                   | 3,8           |
| R & G FINANCIAL CORP | CL B           | 74913610 | 18,073          | 454,097         | SH                | 454,097    |                              |               |
| R H DONNELLEY CORP   | COM NEW        | 74955W30 | 14,381          | 360,961         | SH                | 360,412    | 549                          |               |
| RADIANT GROUP INC    | COM            | 75023610 | 69,993          | 1,435,764       | SH                | 1,431,734  | 3,630                        | 4             |
| RADIANT SYSTEMS INC  | COM            | 75025N10 | 4,133           | 492,013         | SH                | 492,013    |                              |               |
| RADIO ONE INC        | CL D NON V     | 75040P40 | 13,142          | 680,943         | SH                | 676,903    | 4,040                        |               |
| RADIO ONE INC        | CL A           | 75040P10 | 3,275           | 167,527         | SH                | 165,707    | 1,000                        | 8             |
| RADIO SHACK CORP     | COM            | 75043810 | 235,033         | 7,660,795       | SH                | 7,645,713  | 9,842                        | 5,2           |
| RADISYS CORP         | COM            | 75045910 | 5,291           | 313,643         | SH                | 313,643    |                              |               |
| RAILAMERICA INC      | COM            | 75075310 | 5,439           | 460,960         | SH                | 460,960    |                              |               |
| RAINBOW TECHNOLOGIES | COM            | 75086210 | 5,821           | 516,964         | SH                | 516,964    |                              |               |

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|                       |            |          |           |            |    |            |           |      |
|-----------------------|------------|----------|-----------|------------|----|------------|-----------|------|
| RAINDANCE COMM        | COM        | 75086X10 | 1,939     | 704,936    | SH | 704,936    |           |      |
| RAIT INVT TR          | COM        | 74922710 | 8,625     | 336,896    | SH | 336,896    |           |      |
| RALCORP HLDGS INC NE  | COM        | 75102810 | 19,893    | 634,353    | SH | 634,353    |           |      |
| RAMBUS INC DEL        | COM        | 75091710 | 27,199    | 885,951    | SH | 882,531    | 3,340     |      |
| RAMCO-GERSHENSON PPT  | COM SH BEN | 75145220 | 8,123     | 287,016    | SH | 287,016    |           |      |
| RANGE RES CORP        | COM        | 75281A10 | 8,184     | 866,019    | SH | 866,019    |           |      |
| RANK GROUP PLC        | SPONSORED  | 75303710 | 239       | 23,380     | SH | 23,380     |           |      |
| RARE HOSPITALITY INT  | COM        | 75382010 | 13,701    | 560,600    | SH | 548,544    | 12,056    |      |
| RAVEN INDS INC        | COM        | 75421210 | 3,099     | 105,041    | SH | 105,041    |           |      |
| RAYMOND JAMES FINANC  | COM        | 75473010 | 20,679    | 548,512    | SH | 547,112    | 1,000     | 4    |
| RAYONIER INC          | COM        | 75490710 | 75,681    | 1,823,198  | SH | 1,821,333  | 1,565     | 3    |
| RAYOVAC CORP          | COM        | 75508110 | 11,734    | 560,103    | SH | 559,803    | 300       |      |
| RAYTECH CORP DEL      | COM        | 75510310 | 1,239     | 373,126    | SH | 373,126    |           |      |
| RAYTHEON CO           | COM NEW    | 75511150 | 456,501   | 15,196,424 | SH | 13,629,543 | 1,550,045 | 16,8 |
| RC2 CORP              | COM        | 74938810 | 4,560     | 218,894    | SH | 218,894    |           |      |
| RCN CORP              | COM        | 74936110 | 600       | 882,273    | SH | 882,273    |           |      |
| READERS DIGEST ASSN   | COM        | 75526710 | 27,582    | 1,881,431  | SH | 1,872,401  | 7,130     | 1,9  |
| READING INTERNATIONAL | CL A       | 75540810 | 1,192     | 201,300    | SH | 201,300    |           |      |
| REALNETWORKS INC      | COM        | 75605L10 | 5,340     | 935,140    | SH | 930,340    | 4,700     | 1    |
| REALTY INCOME CORP    | COM        | 75610910 | 17,190    | 429,741    | SH | 429,741    |           |      |
| Page Total            |            |          | 3,404,013 |            |    |            |           |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |                   |      |
|----------------------|----------------|----------|-----------------|-----------------|---------------|-----------------------|-------------------|------|
|                      |                |          |                 |                 |               | SOLE                  | SHARED AS DEFINED | S O  |
| RECKSON ASSOCS RLTY  | COM            | 75621K10 | 28,653          | 1,179,122       | SH            | 1,179,122             |                   |      |
| RED HAT INC          | COM            | 75657710 | 26,983          | 1,437,535       | SH            | 1,432,985             | 4,250             | 3    |
| RED ROBIN GOURMET BU | COM            | 75689M10 | 4,984           | 163,585         | SH            | 163,585               |                   |      |
| REDBACK NETWORKS INC | COM            | 75720910 | 489             | 2,116,336       | SH            | 2,116,236             |                   | 1    |
| REDWOOD TR INC       | COM            | 75807540 | 11,705          | 230,179         | SH            | 229,879               | 300               |      |
| REEBOK INTL LTD      | COM            | 75811010 | 53,640          | 1,364,198       | SH            | 1,361,048             | 1,500             | 1,6  |
| REED ELSEVIER N V    | SPONSORED      | 75820410 | 2,476           | 100,058         | SH            | 100,058               |                   |      |
| REED ELSEVIER P L C  | SPONSORED      | 75820510 | 4,725           | 140,221         | SH            | 98,221                | 42,000            |      |
| REGAL BELOIT CORP    | COM            | 75875010 | 9,017           | 409,848         | SH            | 409,848               |                   |      |
| REGAL ENTMT GROUP    | CL A           | 75876610 | 9,306           | 453,489         | SH            | 453,489               |                   |      |
| REGENCY CTRS CORP    | COM            | 75884910 | 31,472          | 789,768         | SH            | 789,768               |                   |      |
| REGENERATION TECH IN | COM            | 75886N10 | 4,397           | 401,146         | SH            | 401,146               |                   |      |
| REGENERON PHARMACEUT | COM            | 75886F10 | 9,925           | 674,696         | SH            | 674,596               | 100               |      |
| REGENT COMMUNICATION | COM            | 75886510 | 4,275           | 673,188         | SH            | 673,188               |                   |      |
| REGIONS FINL CORP    | COM            | 75894010 | 223,717         | 6,013,887       | SH            | 5,977,122             | 26,385            | 10,3 |
| REGIS CORP MINN      | COM            | 75893210 | 32,481          | 821,879         | SH            | 821,379               | 500               |      |
| REGISTER COM INC     | COM            | 75914G10 | 2,573           | 503,487         | SH            | 503,487               |                   |      |
| REHABCARE GROUP INC  | COM            | 75914810 | 7,251           | 341,047         | SH            | 341,047               |                   |      |
| REINSURANCE GROUP AM | COM            | 75935110 | 11,644          | 301,271         | SH            | 301,031               | 240               |      |
| RELIANCE STEEL & ALU | COM            | 75950910 | 15,044          | 453,000         | SH            | 451,400               | 1,600             |      |
| RELIANT RES INC      | COM            | 75952B10 | 23,580          | 3,203,772       | SH            | 3,152,379             | 47,907            | 3,4  |
| REMEC INC            | COM            | 75954310 | 8,376           | 979,668         | SH            | 975,168               | 4,500             |      |
| REMINGTON OIL & GAS  | COM            | 75959430 | 7,217           | 366,522         | SH            | 366,522               |                   |      |
| RENAISSANCE LEARNING | COM            | 75968L10 | 7,844           | 325,876         | SH            | 325,876               |                   |      |
| RENAISSANCE RE HLDGS | COM            | G7496G10 | 491             | 10,004          | SH            | 10,004                |                   |      |

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|                      |           |          |         |           |    |           |        |     |
|----------------------|-----------|----------|---------|-----------|----|-----------|--------|-----|
| RENAL CARE GROUP INC | COM       | 75993010 | 26,628  | 646,302   | SH | 640,082   | 2,150  | 4,0 |
| RENT A CTR INC NEW   | COM       | 76009N10 | 38,973  | 1,299,096 | SH | 1,294,821 | 2,850  | 1,4 |
| RENT WAY INC         | COM       | 76009U10 | 3,456   | 421,980   | SH | 421,980   |        |     |
| REPLIGEN CORP        | COM       | 75991610 | 1,896   | 433,788   | SH | 433,788   |        |     |
| REPSOL YPF S A       | SPONSORED | 76026T20 | 924     | 47,243    | SH | 47,243    |        |     |
| REPUBLIC BANCORP INC | COM       | 76028210 | 18,167  | 1,346,705 | SH | 1,346,318 | 387    |     |
| REPUBLIC BANCORP KY  | CL A      | 76028120 | 3,005   | 153,788   | SH | 153,788   |        |     |
| REPUBLIC BANCSHARES  | COM       | 75992910 | 4,581   | 145,559   | SH | 145,559   |        |     |
| REPUBLIC SVCS INC    | COM       | 76075910 | 67,339  | 2,627,362 | SH | 2,617,752 | 9,210  | 4   |
| RESEARCH FRONTIERS I | COM       | 76091110 | 1,174   | 126,416   | SH | 125,916   | 500    |     |
| RESEARCH IN MOTION L | COM       | 76097510 | 886     | 13,264    | SH | 13,264    |        |     |
| RESMED INC           | COM       | 76115210 | 16,046  | 386,270   | SH | 385,370   | 800    | 1   |
| RESOURCE AMERICA INC | CL A      | 76119520 | 3,785   | 252,332   | SH | 252,332   |        |     |
| RESOURCES BANKSHARES | COM       | 76121R10 | 2,411   | 76,459    | SH | 76,459    |        |     |
| RESOURCES CONNECTION | COM       | 76122Q10 | 9,163   | 335,510   | SH | 335,510   |        |     |
| RESPIRONICS INC      | COM       | 76123010 | 20,393  | 451,074   | SH | 449,607   | 1,467  |     |
| RESTORATION HARDWARE | COM       | 76098110 | 1,193   | 253,334   | SH | 253,334   |        |     |
| RETEK INC            | COM       | 76128Q10 | 10,343  | 1,114,598 | SH | 1,114,498 |        | 1   |
| RETRACTABLE TECHNOLO | COM       | 76129W10 | 494     | 82,140    | SH | 82,140    |        |     |
| REUTERS GROUP PLC    | SPONSORED | 76132M10 | 306     | 12,066    | SH | 12,066    |        |     |
| REVLON INC           | CL A      | 76152550 | 207     | 92,242    | SH | 87,242    | 5,000  |     |
| REWARDS NETWORK INC  | COM       | 76155710 | 4,479   | 420,187   | SH | 420,187   |        |     |
| REX STORES CORP      | COM       | 76162410 | 1,820   | 128,521   | SH | 128,521   |        |     |
| REYNOLDS & REYNOLDS  | CL A      | 76169510 | 27,082  | 932,268   | SH | 931,108   | 960    | 2   |
| REYNOLDS R J TOB HLD | COM       | 76182K10 | 112,102 | 1,927,810 | SH | 1,912,932 | 14,598 | 2   |
| RF MICRODEVICES INC  | COM       | 74994110 | 36,550  | 3,633,203 | SH | 3,623,963 | 9,140  | 1   |
| Page Total           |           |          | 955,665 |           |    |           |        |     |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETIO |               |     |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|----------------------|---------------|-----|
|                      |                |          |                    |                    |                      | SOLE                 | SHARED AS SHA | OTH |
| RICHARDSON ELECTRS L | COM            | 76316510 | 804                | 65,397             | SH                   | 65,397               |               |     |
| RIGGS NATL CORP WASH | COM            | 76657010 | 5,089              | 307,874            | SH                   | 307,754              |               |     |
| RIGHT MGMT CONSULTAN | COM            | 76657310 | 5,755              | 308,406            | SH                   | 308,406              |               |     |
| RIO TINTO PLC        | SPONSORED      | 76720410 | 11,639             | 104,565            | SH                   | 82,565               | 22,000        |     |
| RITE AID CORP        | COM            | 76775410 | 29,304             | 4,851,713          | SH                   | 4,821,493            | 20,000        | 10  |
| RIVIANA FOODS INC    | COM            | 76953610 | 2,718              | 99,242             | SH                   | 99,242               |               |     |
| RLI CORP             | COM            | 74960710 | 93,779             | 2,503,447          | SH                   | 318,359              | 2,185,088     |     |
| ROBBINS & MYERS INC  | COM            | 77019610 | 4,041              | 212,783            | SH                   | 212,783              |               |     |
| ROBERT HALF INTL INC | COM            | 77032310 | 103,248            | 4,423,655          | SH                   | 4,396,514            | 25,200        | 1   |
| ROCK-TENN CO         | CL A           | 77273920 | 8,653              | 501,307            | SH                   | 501,307              |               |     |
| ROCKWELL AUTOMATION  | COM            | 77390310 | 170,781            | 4,797,226          | SH                   | 4,762,250            | 15,904        | 19  |
| ROCKWELL COLLINS INC | COM            | 77434110 | 172,893            | 5,757,335          | SH                   | 5,721,639            | 19,664        | 16  |
| ROFIN SINAR TECHNOLO | COM            | 77504310 | 6,616              | 191,448            | SH                   | 191,448              |               |     |
| ROGERS COMMUNICATION | CL B           | 77510920 | 303                | 18,345             | SH                   | 18,345               |               |     |
| ROGERS CORP          | COM            | 77513310 | 12,711             | 288,090            | SH                   | 287,890              | 200           |     |
| ROHM & HAAS CO       | COM            | 77537110 | 266,629            | 6,242,780          | SH                   | 6,227,175            | 13,930        | 1   |
| ROLLINS INC          | COM            | 77571110 | 11,588             | 513,870            | SH                   | 513,870              |               |     |
| ROPER INDS INC NEW   | COM            | 77669610 | 33,185             | 673,672            | SH                   | 671,002              | 895           | 1   |
| ROSS STORES INC      | COM            | 77829610 | 64,004             | 2,418,910          | SH                   | 2,412,030            | 6,080         |     |

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|                      |            |          |           |            |    |            |        |
|----------------------|------------|----------|-----------|------------|----|------------|--------|
| ROTO ROOTER INC NEW  | COM        | 77878710 | 7,574     | 164,305    | SH | 162,805    | 1,500  |
| ROUSE CO             | COM        | 77927310 | 74,007    | 1,574,618  | SH | 1,566,736  | 7,882  |
| ROWAN COS INC        | COM        | 77938210 | 63,986    | 2,761,588  | SH | 2,752,043  | 6,885  |
| ROXIO INC            | COM        | 78000810 | 2,415     | 503,124    | SH | 503,122    | 2      |
| ROYAL BANCSHARES PA  | CL A       | 78008110 | 1,725     | 67,652     | SH | 67,652     |        |
| ROYAL BK CDA MONTREA | COM        | 78008710 | 3,774     | 79,147     | SH | 79,147     |        |
| ROYAL CARIBBEAN CRUI | COM        | V7780T10 | 9,386     | 269,795    | SH | 269,795    |        |
| ROYAL DUTCH PETE CO  | NY REG EUR | 78025780 | 7,121     | 135,914    | SH | 104,914    | 31,000 |
| ROYAL GOLD INC       | COM        | 78028710 | 7,080     | 338,260    | SH | 337,660    | 600    |
| RPC INC              | COM        | 74966010 | 3,025     | 275,249    | SH | 275,249    |        |
| RPM INTL INC         | COM        | 74968510 | 30,254    | 1,838,005  | SH | 1,827,693  | 7,100  |
| RSA SEC INC          | COM        | 74971910 | 17,532    | 1,230,316  | SH | 1,225,296  | 20     |
| RTI INTL METALS INC  | COM        | 74973W10 | 6,237     | 369,690    | SH | 368,970    | 720    |
| RUBY TUESDAY INC     | COM        | 78118210 | 25,531    | 896,132    | SH | 893,532    | 2,600  |
| RUDDICK CORP         | COM        | 78125810 | 15,773    | 881,181    | SH | 881,081    |        |
| RUDOLPH TECHNOLOGIES | COM        | 78127010 | 5,625     | 229,217    | SH | 229,217    |        |
| RUSS BERRIE & CO     | COM        | 78223310 | 5,887     | 173,669    | SH | 172,469    | 1,200  |
| RUSSELL CORP         | COM        | 78235210 | 8,906     | 507,171    | SH | 507,171    |        |
| RYANAIR HLDGS PLC    | SPONSORED  | 78351310 | 4,230     | 83,489     | SH | 58,489     | 25,000 |
| RYANS FAMILY STEAK H | COM        | 78351910 | 10,695    | 707,365    | SH | 701,875    | 4,050  |
| RYDER SYS INC        | COM        | 78354910 | 60,325    | 1,766,470  | SH | 1,764,540  | 1,930  |
| RYERSON TULL INC NEW | COM        | 78375P10 | 4,405     | 384,730    | SH | 384,430    |        |
| RYLAND GROUP INC     | COM        | 78376410 | 53,960    | 608,755    | SH | 607,705    | 1,050  |
| S & T BANCORP INC    | COM        | 78385910 | 13,244    | 444,435    | SH | 443,935    | 500    |
| S Y BANCORP INC      | COM        | 78506010 | 3,643     | 177,185    | SH | 177,185    |        |
| S1 CORPORATION       | COM        | 78463B10 | 9,946     | 1,232,459  | SH | 1,232,359  |        |
| SABRE HLDGS CORP     | CL A       | 78590510 | 77,984    | 3,612,058  | SH | 3,600,431  | 10,697 |
| SAFECO CORP          | COM        | 78642910 | 141,616   | 3,637,710  | SH | 3,631,230  | 6,480  |
| SAFEGUARD SCIENTIFIC | COM        | 78644910 | 8,186     | 2,026,256  | SH | 2,026,156  |        |
| SAFENET INC          | COM        | 78645R10 | 5,408     | 176,315    | SH | 176,315    |        |
| SAFETY INS GROUP INC | COM        | 78648T10 | 3,845     | 224,716    | SH | 224,716    |        |
| SAFEWAY INC          | COM NEW    | 78651420 | 261,947   | 11,955,600 | SH | 11,921,533 | 33,392 |
| Page Total           |            |          | 1,959,012 |            |    |            |        |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRET |                   |
|----------------------|----------------|----------|-----------------|-----------------|---------------|--------------------|-------------------|
|                      |                |          |                 |                 |               | SOLE               | SHARED AS DEFINED |
| SAFLINK CORP         | COM NEW        | 78657830 | 1,097           | 409,317         | SH            | 409,317            |                   |
| SAGA COMMUNICATIONS  | CL A           | 78659810 | 4,541           | 245,073         | SH            | 244,973            | 100               |
| SAKS INC             | COM            | 79377W10 | 36,682          | 2,438,977       | SH            | 2,429,657          | 8,120             |
| SALEM COMMUNICATIONS | CL A           | 79409310 | 4,432           | 163,427         | SH            | 163,427            |                   |
| SALIX PHARMACEUTICAL | COM            | 79543510 | 6,303           | 277,927         | SH            | 272,127            | 5,300             |
| SALTON INC           | COM            | 79575710 | 213             | 16,344          | SH            | 16,344             |                   |
| SAN PAOLO-IMI S P A  | SPONSORED      | 79917510 | 2,710           | 104,502         | SH            | 32,502             | 72,000            |
| SANCHEZ COMPUTER ASS | COM            | 79970210 | 791             | 190,579         | SH            | 190,459            | 120               |
| SANDERS MORRIS HARRI | COM            | 80000Q10 | 1,673           | 134,884         | SH            | 134,884            |                   |
| SANDERSON FARMS INC  | COM            | 80001310 | 4,305           | 106,828         | SH            | 106,528            | 300               |
| SANDISK CORP         | COM            | 80004C10 | 84,489          | 1,380,544       | SH            | 1,376,334          | 3,750             |
| SANDY SPRING BANCORP | COM            | 80036310 | 10,376          | 277,795         | SH            | 277,795            |                   |
| SANFILIPPO JOHN B &  | COM            | 80042210 | 4,790           | 93,855          | SH            | 93,855             |                   |

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|                      |            |          |           |             |    |            |           |     |
|----------------------|------------|----------|-----------|-------------|----|------------|-----------|-----|
| SANMINA SCI CORP     | COM        | 80090710 | 250,297   | 19,864,872  | SH | 19,808,176 | 49,740    | 6   |
| SANOFI-SYNTHELABO    | SPONSORED  | 80105N10 | 4,655     | 123,300     | SH | 8,300      | 115,000   |     |
| SANTANDER BANCORP    | COM        | 80280910 | 3,260     | 133,883     | SH | 133,883    |           |     |
| SANYO ELEC LTD       | ADR 5 COM  | 80303830 | 310       | 11,960      | SH | 11,960     |           |     |
| SAP AKTIENGESELLSCHA | SPONSORED  | 80305420 | 4,853     | 116,759     | SH | 15,759     | 101,000   |     |
| SAPIENT CORP         | COM        | 80306210 | 8,089     | 1,434,173   | SH | 1,434,073  |           |     |
| SARA LEE CORP        | COM        | 80311110 | 495,744   | 22,834,828  | SH | 22,696,189 | 82,393    | 56  |
| SATYAM COMPUTER SERV | ADR        | 80409810 | 598       | 20,384      | SH | 20,384     |           |     |
| SAUER-DANFOSS INC    | COM        | 80413710 | 3,067     | 189,299     | SH | 189,299    |           |     |
| SAUL CTRS INC        | COM        | 80439510 | 7,932     | 276,649     | SH | 276,649    |           |     |
| SAVIENT PHARMACEUTIC | COM        | 80517Q10 | 4,514     | 979,257     | SH | 979,257    |           |     |
| SAXON CAPITAL INC    | COM        | 80556P30 | 9,254     | 441,699     | SH | 441,699    |           |     |
| SBA COMMUNICATIONS C | COM        | 78388J10 | 2,957     | 786,513     | SH | 786,413    |           |     |
| SBC COMMUNICATIONS I | COM        | 78387G10 | 2,660,716 | 102,060,465 | SH | 98,389,320 | 3,242,797 | 428 |
| SBS TECHNOLOGIES INC | COM        | 78387P10 | 3,254     | 220,467     | SH | 220,467    |           |     |
| SCANA CORP NEW       | COM        | 80589M10 | 50,384    | 1,471,057   | SH | 1,463,371  | 7,086     |     |
| SCANSOFT INC         | COM        | 80603P10 | 6,710     | 1,261,193   | SH | 1,258,163  | 3,030     |     |
| SCANSOURCE INC       | COM        | 80603710 | 8,353     | 183,094     | SH | 183,094    |           |     |
| SCHAWK INC           | CL A       | 80637310 | 1,470     | 107,878     | SH | 107,878    |           |     |
| SCHEIN HENRY INC     | COM        | 80640710 | 47,528    | 703,291     | SH | 702,251    | 940       |     |
| SCHERING A G         | SPONSORED  | 80658520 | 526       | 10,292      | SH | 10,292     |           |     |
| SCHERING PLOUGH CORP | COM        | 80660510 | 640,628   | 36,838,855  | SH | 36,457,613 | 243,027   | 138 |
| SCHLUMBERGER LTD     | COM        | 80685710 | 682,191   | 12,466,932  | SH | 11,675,888 | 471,105   | 319 |
| SCHNITZER STL INDS   | CL A       | 80688210 | 9,210     | 152,232     | SH | 152,132    | 100       |     |
| SCHOLASTIC CORP      | COM        | 80706610 | 18,155    | 533,332     | SH | 532,232    | 1,000     |     |
| SCHOOL SPECIALTY INC | COM        | 80786310 | 14,264    | 419,400     | SH | 419,200    | 200       |     |
| SCHULMAN A INC       | COM        | 80819410 | 12,248    | 574,484     | SH | 574,384    | 100       |     |
| SCHWAB CHARLES CORP  | COM        | 80851310 | 390,504   | 32,981,785  | SH | 32,849,297 | 50,625    | 81  |
| SCHWEITZER-MAUDUIT I | COM        | 80854110 | 6,266     | 210,423     | SH | 210,283    | 100       |     |
| SCICLONE PHARMACEUTI | COM        | 80862K10 | 4,633     | 683,354     | SH | 683,354    |           |     |
| SCIENTIFIC ATLANTA I | COM        | 80865510 | 186,220   | 6,821,234   | SH | 6,810,134  | 10,980    |     |
| SCIENTIFIC GAMES COR | CL A       | 80874P10 | 20,677    | 1,218,447   | SH | 1,218,447  |           |     |
| SCO GROUP INC        | COM        | 78403A10 | 323       | 19,017      | SH | 19,017     |           |     |
| SCOTTISH PWR PLC     | SPON ADR F | 81013T70 | 203,799   | 7,498,134   | SH | 25,149     | 7,472,985 |     |
| SCOTTS CO            | CL A       | 81018610 | 19,682    | 332,694     | SH | 330,974    | 1,620     |     |
| SCP POOL CORP        | COM        | 78402810 | 19,231    | 588,479     | SH | 584,737    | 3,187     |     |
| SCRIPPS E W CO OHIO  | CL A       | 81105420 | 35,919    | 381,551     | SH | 379,631    | 1,920     |     |
| SCS TRANSN INC       | COM        | 81111T10 | 5,300     | 301,506     | SH | 241,286    | 60,000    |     |
| Page Total           |            |          | 6,006,124 |             |    |            |           |     |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCR  |         |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|-------------------|---------|
|                      |                |          |                 |                 |                   | SHARED AS DEFINED | SHA OTH |
| SEABULK INTL INC     | COM            | 81169P10 | 1,650           | 202,203         | SH                | 202,203           |         |
| SEACHANGE INTL INC   | COM            | 81169910 | 5,862           | 380,624         | SH                | 380,424           | 200     |
| SEACOAST BKG CORP FL | COM            | 81170730 | 3,203           | 184,628         | SH                | 184,628           |         |
| SEACOAST FINL SVCS C | COM            | 81170Q10 | 12,031          | 439,560         | SH                | 426,045           | 10,915  |
| SEACOR SMIT INC      | COM            | 81190410 | 12,662          | 301,266         | SH                | 301,016           | 250     |
| SEAGATE TECHNOLOGY   | SHS            | G7945J10 | 2,718           | 143,825         | SH                | 143,825           |         |
| SEALED AIR CORP NEW  | COM            | 81211K10 | 170,166         | 3,143,072       | SH                | 3,123,241         | 17,224  |



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|                      |            |          |           |            |    |            |        |      |
|----------------------|------------|----------|-----------|------------|----|------------|--------|------|
| SEARS ROEBUCK & CO   | COM        | 81238710 | 1,189,481 | 26,148,192 | SH | 26,118,893 | 28,729 | 5    |
| SEATTLE GENETICS INC | COM        | 81257810 | 2,461     | 286,780    | SH | 283,925    |        | 2,8  |
| SECOND BANCORP INC   | COM        | 81311410 | 3,404     | 128,938    | SH | 128,938    |        |      |
| SECURE COMPUTING COR | COM        | 81370510 | 10,250    | 572,308    | SH | 572,308    |        |      |
| SECURITY BANK CORP   | COM        | 81404710 | 1,283     | 40,732     | SH | 40,732     |        |      |
| SEEBEYOND TECHNOLOGI | COM        | 81570410 | 3,668     | 855,047    | SH | 855,047    |        |      |
| SEI INVESTMENTS CO   | COM        | 78411710 | 44,624    | 1,464,509  | SH | 1,451,542  | 12,707 | 2    |
| SELECT COMFORT CORP  | COM        | 81616X10 | 14,584    | 589,026    | SH | 588,126    | 800    | 1    |
| SELECT MEDICAL CORP  | COM        | 81619610 | 14,254    | 875,540    | SH | 875,540    |        |      |
| SELECT SECTOR SPDR T | SBI INT-EN | 81369Y50 | 782       | 28,368     | SH | 19,490     | 8,078  | 8    |
| SELECTIVE INS GROUP  | COM        | 81630010 | 15,474    | 478,187    | SH | 478,087    |        | 1    |
| SEMCO ENERGY INC     | COM        | 78412D10 | 1,659     | 338,582    | SH | 338,582    |        |      |
| SEMITOOL INC         | COM        | 81690910 | 3,095     | 287,665    | SH | 286,465    | 1,200  |      |
| SEMPRA ENERGY        | COM        | 81685110 | 212,185   | 7,058,702  | SH | 7,047,132  | 11,570 |      |
| SEMTECH CORP         | COM        | 81685010 | 34,551    | 1,518,067  | SH | 1,516,657  | 1,310  | 1    |
| SENIOR HSG PPTYS TR  | SH BEN INT | 81721M10 | 13,350    | 774,825    | SH | 774,825    |        |      |
| SENSIENT TECHNOLOGIE | COM        | 81725T10 | 18,650    | 943,366    | SH | 936,866    | 6,500  |      |
| SEPRACOR INC         | COM        | 81731510 | 27,117    | 1,133,195  | SH | 1,100,175  | 3,120  | 29,9 |
| SEQUA CORPORATION    | CL A       | 81732010 | 5,777     | 117,893    | SH | 117,873    | 20     |      |
| SERENA SOFTWARE INC  | COM        | 81749210 | 8,520     | 464,323    | SH | 464,223    | 100    |      |
| SEROLOGICALS CORP    | COM        | 81752310 | 8,687     | 467,037    | SH | 467,037    |        |      |
| SERVICE CORP INTL    | COM        | 81756510 | 16,320    | 3,027,828  | SH | 3,024,508  | 3,100  | 2    |
| SERVICEMASTER CO     | COM        | 81760N10 | 47,169    | 4,048,842  | SH | 4,030,116  | 18,506 | 2    |
| SFBC INTL INC        | COM        | 78412110 | 2,690     | 101,266    | SH | 101,266    |        |      |
| SHARPER IMAGE CORP   | COM        | 82001310 | 5,141     | 157,942    | SH | 157,942    |        |      |
| SHAW COMMUNICATIONS  | CL B CONV  | 82028K20 | 399       | 25,682     | SH | 25,682     |        |      |
| SHAW GROUP INC       | COM        | 82028010 | 13,252    | 972,956    | SH | 972,656    | 300    |      |
| SHELL TRANS & TRADIN | ADR NY SHS | 82270360 | 3,666     | 81,412     | SH | 81,412     |        |      |
| SHENANDOAH TELECOMMU | COM        | 82312B10 | 3,319     | 64,744     | SH | 64,744     |        |      |
| SHERWIN WILLIAMS CO  | COM        | 82434810 | 200,379   | 5,767,967  | SH | 5,756,767  | 9,000  | 2,2  |
| SHOE CARNIVAL INC    | COM        | 82488910 | 3,301     | 186,483    | SH | 186,483    |        |      |
| SHOPKO STORES INC    | COM        | 82491110 | 8,661     | 567,931    | SH | 567,931    |        |      |
| SHORE BANCSHARES INC | COM        | 82510710 | 3,290     | 86,378     | SH | 86,378     |        |      |
| SHUFFLE MASTER INC   | COM        | 82554910 | 11,276    | 326,642    | SH | 326,642    |        |      |
| SHURGARD STORAGE CTR | COM        | 82567D10 | 25,609    | 680,188    | SH | 680,188    |        |      |
| SI INTL INC          | COM        | 78427V10 | 211       | 10,800     | SH | 10,800     |        |      |
| SICOR INC            | COM        | 82584610 | 34,706    | 1,275,970  | SH | 1,273,670  | 2,300  |      |
| SIEBEL SYS INC       | COM        | 82617010 | 167,343   | 12,021,750 | SH | 11,984,925 | 29,790 | 7,0  |
| SIEMENS A G          | SPONSORED  | 82619750 | 5,774     | 72,227     | SH | 36,227     | 36,000 |      |
| SIERRA BANCORP       | COM        | 82620P10 | 1,751     | 111,580    | SH | 111,580    |        |      |
| SIERRA HEALTH SVCS I | COM        | 82632210 | 22,293    | 812,137    | SH | 812,137    |        |      |
| SIERRA PAC RES NEW   | COM        | 82642810 | 24,219    | 3,299,644  | SH | 3,299,644  |        |      |
| SIGMA ALDRICH CORP   | COM        | 82655210 | 122,504   | 2,142,420  | SH | 2,111,823  | 28,132 | 2,4  |
| SIGMA DESIGNS INC    | COM        | 82656510 | 2,141     | 284,392    | SH | 284,392    |        |      |
| Page Total           |            |          |           | 2,567,562  |    |            |        |      |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | SOLE   | SHARED AS DEFINED | INVEST SHAR OTHE |
|----------------|----------------|----------|-----------------|-----------------|---------------|--------|-------------------|------------------|
| SIGMATEL INC   | COM            | 82661W10 | 344             | 13,954          | SH            | 13,954 |                   |                  |

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|                      |             |          |           |            |    |            |           |      |
|----------------------|-------------|----------|-----------|------------|----|------------|-----------|------|
| SILGAN HOLDINGS INC  | COM         | 82704810 | 8,554     | 201,261    | SH | 201,261    |           |      |
| SILICON GRAPHICS INC | COM         | 82705610 | 4,558     | 3,326,693  | SH | 3,326,693  |           |      |
| SILICON IMAGE INC    | COM         | 82705T10 | 8,511     | 1,188,671  | SH | 1,187,371  | 1,300     |      |
| SILICON LABORATORIES | COM         | 82691910 | 29,061    | 671,473    | SH | 670,773    | 700       |      |
| SILICON STORAGE TECH | COM         | 82705710 | 20,067    | 1,824,240  | SH | 1,824,240  |           |      |
| SILICON VY BANCSHARE | COM         | 82706410 | 39,143    | 1,085,196  | SH | 1,084,576  | 620       |      |
| SILICONIX INC        | COM NEW     | 82707920 | 5,856     | 128,146    | SH | 128,146    |           |      |
| SIMMONS 1ST NATL COR | CL A \$5 PA | 82873020 | 6,592     | 239,112    | SH | 239,112    |           |      |
| SIMON PPTY GROUP INC | COM         | 82880610 | 272,995   | 5,891,128  | SH | 5,891,128  |           |      |
| SIMPLETECH INC       | COM         | 82882310 | 720       | 119,526    | SH | 119,526    |           |      |
| SIMPSON MANUFACTURIN | COM         | 82907310 | 16,807    | 330,448    | SH | 330,448    |           |      |
| SINCLAIR BROADCAST G | CL A        | 82922610 | 10,793    | 720,466    | SH | 720,466    |           |      |
| SIPEX CORP           | COM         | 82990910 | 2,826     | 366,572    | SH | 366,572    |           |      |
| SIRIUS SATELLITE RAD | COM         | 82966U10 | 30,003    | 9,494,592  | SH | 9,473,892  | 20,500    | 2    |
| SIRNA THERAPEUTICS I | COM         | 82966910 | 702       | 135,068    | SH | 135,068    |           |      |
| SIX FLAGS INC        | COM         | 83001P10 | 15,205    | 2,021,894  | SH | 2,016,794  | 5,000     | 1    |
| SIZELER PPTY INVS IN | COM         | 83013710 | 2,416     | 225,603    | SH | 225,603    |           |      |
| SJW CORP             | COM         | 78430510 | 2,941     | 32,954     | SH | 32,954     |           |      |
| SK TELECOM LTD       | SPONSORED   | 78440P10 | 770       | 41,312     | SH | 41,312     |           |      |
| SKECHERS U S A INC   | CL A        | 83056610 | 2,863     | 351,303    | SH | 351,303    |           |      |
| SKY FINL GROUP INC   | COM         | 83080P10 | 24,648    | 950,185    | SH | 946,605    | 3,580     |      |
| SKYLINE CORP         | COM         | 83083010 | 3,635     | 104,244    | SH | 104,244    |           |      |
| SKYWEST INC          | COM         | 83087910 | 18,434    | 1,020,153  | SH | 1,016,153  | 3,350     | 6    |
| SKYWORKS SOLUTIONS I | COM         | 83088M10 | 22,653    | 2,603,744  | SH | 2,590,195  | 10,198    | 3,3  |
| SL GREEN RLTY CORP   | COM         | 78440X10 | 37,374    | 910,445    | SH | 910,445    |           |      |
| SLM CORP             | COM         | 78442P10 | 432,954   | 11,490,298 | SH | 11,465,228 | 24,410    | 6    |
| SM&A                 | COM         | 78465D10 | 2,393     | 204,493    | SH | 204,493    |           |      |
| SMART & FINAL INC    | COM         | 83168310 | 2,166     | 214,913    | SH | 214,913    |           |      |
| SMITH A O            | COM         | 83186520 | 10,496    | 299,459    | SH | 299,459    |           |      |
| SMITH INTL INC       | COM         | 83211010 | 69,667    | 1,677,906  | SH | 1,666,641  | 9,445     | 1,8  |
| SMITHFIELD FOODS INC | COM         | 83224810 | 26,008    | 1,256,426  | SH | 1,253,816  | 2,410     | 2    |
| SMUCKER J M CO       | COM NEW     | 83269640 | 30,635    | 676,415    | SH | 668,494    | 2,394     | 5,5  |
| SMURFIT-STONE CONTAI | COM         | 83272710 | 55,915    | 3,011,016  | SH | 2,992,286  | 11,130    | 7,6  |
| SNAP ON INC          | COM         | 83303410 | 45,558    | 1,413,081  | SH | 1,409,711  | 3,370     |      |
| SOIEDAD QUIMICA MIN  | SPON ADR S  | 83363510 | 1,564     | 37,617     | SH | 37,617     |           |      |
| SOHU COM INC         | COM         | 83408W10 | 8,484     | 283,650    | SH | 283,650    |           |      |
| SOLA INTL INC        | COM         | 83409210 | 8,353     | 444,322    | SH | 444,322    |           |      |
| SOLECTRON CORP       | COM         | 83418210 | 129,533   | 21,917,561 | SH | 21,796,251 | 104,690   | 16,6 |
| SONIC AUTOMOTIVE INC | CL A        | 83545G10 | 10,592    | 462,133    | SH | 462,133    |           |      |
| SONIC CORP           | COM         | 83545110 | 22,987    | 748,286    | SH | 748,286    |           |      |
| SONIC SOLUTIONS      | COM         | 83546010 | 3,477     | 227,225    | SH | 227,225    |           |      |
| SONICWALL INC        | COM         | 83547010 | 7,070     | 906,393    | SH | 902,593    | 3,800     |      |
| SONOCO PRODS CO      | COM         | 83549510 | 116,766   | 4,742,728  | SH | 1,461,294  | 3,279,699 | 1,7  |
| SONOSITE INC         | COM         | 83568G10 | 5,394     | 251,008    | SH | 250,908    |           | 1    |
| SONUS NETWORKS INC   | COM         | 83591610 | 27,593    | 3,659,579  | SH | 3,657,859  | 1,500     | 2    |
| SONY CORP            | ADR NEW     | 83569930 | 1,577     | 45,488     | SH | 45,488     |           |      |
| SOTHEBYS HLDGS INC   | CL A        | 83589810 | 14,013    | 1,025,860  | SH | 1,022,860  | 3,000     |      |
| SOUND FED BANCORP IN | COM         | 83607V10 | 3,439     | 220,559    | SH | 220,559    |           |      |
| SOUNDVIEW TECHNOLOGY | COM NEW     | 83611Q40 | 4,520     | 291,785    | SH | 291,785    |           |      |
| SOURCE INTERLINK COS | COM NEW     | 83615120 | 1,812     | 170,628    | SH | 170,628    |           |      |
| Page Total           |             |          | 1,631,435 |            |    |            |           |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT<br>PRN CAL | INVESTMENT DISCRETION |                      |                |
|----------------------|----------------|----------|--------------------|--------------------|-----------------------|-----------------------|----------------------|----------------|
|                      |                |          |                    |                    |                       | SOLE                  | SHARED AS<br>DEFINED | SHARE<br>OTHER |
| SOURCECORP           | COM            | 83616710 | 8,292              | 325,800            | SH                    | 325,700               |                      | 10             |
| SOUTH FINL GROUP INC | COM            | 83784110 | 28,906             | 1,041,642          | SH                    | 1,040,625             | 1,017                |                |
| SOUTH JERSEY INDS IN | COM            | 83851810 | 9,395              | 231,986            | SH                    | 230,886               | 1,100                |                |
| SOUTHERN CO          | COM            | 84258710 | 692,683            | 22,898,618         | SH                    | 22,845,322            | 48,326               | 4,97           |
| SOUTHERN FINL BANCOR | COM            | 84287010 | 4,338              | 100,720            | SH                    | 100,720               |                      |                |
| SOUTHERN PERU COPPER | COM            | 84361110 | 6,963              | 147,648            | SH                    | 147,648               |                      |                |
| SOUTHERN UN CO NEW   | COM            | 84403010 | 18,727             | 1,017,785          | SH                    | 1,010,716             |                      | 7,06           |
| SOUTHSIDE BANCSHARES | COM            | 84470P10 | 2,379              | 128,611            | SH                    | 128,611               |                      |                |
| SOUTHTRUST CORP      | COM            | 84473010 | 284,102            | 8,677,530          | SH                    | 8,652,220             | 25,070               | 24             |
| SOUTHWEST AIRLS CO   | COM            | 84474110 | 1,527,907          | 94,665,837         | SH                    | 94,566,908            | 71,097               | 27,83          |
| SOUTHWEST BANCORP IN | COM            | 84476710 | 4,315              | 242,120            | SH                    | 241,720               | 400                  |                |
| SOUTHWEST BANCORPORA | COM            | 84476R10 | 22,692             | 584,104            | SH                    | 582,184               | 225                  | 1,69           |
| SOUTHWEST GAS CORP   | COM            | 84489510 | 13,494             | 601,048            | SH                    | 599,148               | 1,900                |                |
| SOUTHWEST WTR CO     | COM            | 84533110 | 2,538              | 159,014            | SH                    | 159,014               |                      |                |
| SOUTHWESTERN ENERGY  | COM            | 84546710 | 17,375             | 727,000            | SH                    | 726,300               |                      | 70             |
| SOVEREIGN BANCORP IN | COM            | 84590510 | 103,071            | 4,339,845          | SH                    | 4,313,481             | 20,970               | 5,39           |
| SOVRAN SELF STORAGE  | COM            | 84610H10 | 13,945             | 375,358            | SH                    | 375,358               |                      |                |
| SPANISH BROADCASTING | CL A           | 84642588 | 5,983              | 567,082            | SH                    | 567,082               |                      |                |
| SPARTECH CORP        | COM NEW        | 84722020 | 10,985             | 445,818            | SH                    | 444,068               | 115                  | 1,63           |
| SPDR TR              | UNIT SER 1     | 78462F10 | 109,652            | 985,366            | SH                    | 985,366               |                      |                |
| SPECIALTY LABORATORI | COM            | 84749R10 | 2,481              | 147,760            | SH                    | 147,760               |                      |                |
| SPECTRALINK CORP     | COM            | 84758010 | 10,509             | 548,184            | SH                    | 548,034               | 150                  |                |
| SPEEDWAY MOTORSPORTS | COM            | 84778810 | 7,828              | 270,692            | SH                    | 270,592               | 100                  |                |
| SPHERION CORP        | COM            | 84842010 | 9,752              | 996,125            | SH                    | 994,925               | 1,200                |                |
| SPINNAKER EXPL CO    | COM            | 84855W10 | 13,805             | 427,786            | SH                    | 427,486               | 300                  |                |
| SPORTS AUTH INC NEW  | COM            | 84917U10 | 14,850             | 386,720            | SH                    | 386,350               | 370                  |                |
| SPORTS RESORTS INTL  | COM            | 84918U10 | 1,248              | 241,411            | SH                    | 241,411               |                      |                |
| SPRINT CORP          | COM FON GR     | 85206110 | 419,449            | 25,545,032         | SH                    | 25,435,882            | 98,894               | 10,25          |
| SPRINT CORP          | PCS COM SE     | 85206150 | 137,031            | 24,382,807         | SH                    | 24,325,072            | 50,859               | 6,87           |
| SPSS INC             | COM            | 78462K10 | 4,078              | 228,088            | SH                    | 228,088               |                      |                |
| SPX CORP             | COM            | 78463510 | 131,009            | 2,227,669          | SH                    | 2,205,901             | 11,880               | 9,88           |
| SRA INTL INC         | CL A           | 78464R10 | 6,801              | 157,797            | SH                    | 157,597               | 200                  |                |
| SS&C TECHNOLOGIES IN | COM            | 85227Q10 | 3,866              | 138,336            | SH                    | 138,336               |                      |                |
| ST JOE CO            | COM            | 79014810 | 14,796             | 396,787            | SH                    | 391,527               | 1,860                | 3,40           |
| ST JUDE MED INC      | COM            | 79084910 | 293,603            | 4,785,703          | SH                    | 4,768,766             | 10,592               | 6,34           |
| ST MARY LD & EXPL CO | COM            | 79222810 | 14,098             | 494,652            | SH                    | 494,052               | 600                  |                |
| ST PAUL COS INC      | COM            | 79286010 | 253,024            | 6,381,439          | SH                    | 6,362,701             | 16,446               | 2,29           |
| STAAR SURGICAL CO    | COM PAR \$0    | 85231230 | 3,238              | 287,567            | SH                    | 287,567               |                      |                |
| STAGE STORES INC     | COM NEW        | 85254C30 | 8,398              | 300,998            | SH                    | 300,998               |                      |                |
| STAMPS COM INC       | COM            | 85285710 | 3,962              | 638,984            | SH                    | 638,784               | 200                  |                |
| STANCORP FINL GROUP  | COM            | 85289110 | 33,030             | 525,283            | SH                    | 524,993               | 290                  |                |
| STANDARD COML CORP   | COM            | 85325810 | 2,533              | 126,222            | SH                    | 126,222               |                      |                |
| STANDARD MICROSYSTEM | COM            | 85362610 | 5,829              | 230,413            | SH                    | 230,413               |                      |                |
| STANDARD MTR PRODS I | COM            | 85366610 | 1,460              | 120,199            | SH                    | 120,199               |                      |                |
| STANDARD PAC CORP NE | COM            | 85375C10 | 27,224             | 560,734            | SH                    | 557,954               | 2,780                |                |
| STANDARD REGISTER CO | COM            | 85388710 | 4,615              | 274,199            | SH                    | 274,149               | 50                   |                |
| STANDEX INTL CORP    | COM            | 85423110 | 5,427              | 193,838            | SH                    | 193,838               |                      |                |
| STANLEY FURNITURE IN | COM NEW        | 85430520 | 2,864              | 90,926             | SH                    | 90,926                |                      |                |
| STANLEY WKS          | COM            | 85461610 | 119,015            | 3,142,723          | SH                    | 3,121,739             | 20,224               | 76             |
| STAPLES INC          | COM            | 85503010 | 404,460            | 14,815,383         | SH                    | 14,554,270            | 165,445              | 95,66          |
| STAR SCIENTIFIC INC  | COM            | 85517P10 | 523                | 280,966            | SH                    | 280,966               |                      |                |
| Page Total           |                |          | 4,848,548          |                    |                       |                       |                      |                |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVESTMENT DISCRETION |                      |            |
|----------------------|----------------|----------|--------------------|--------------------|------------|--------------|-----------------------|----------------------|------------|
|                      |                |          |                    |                    |            |              | SOLE                  | SHARED AS<br>DEFINED | SHA<br>OTH |
| STARBUCKS CORP       | COM            | 85524410 | 343,658            | 10,363,632         | SH         |              | 10,265,111            | 82,651               | 15,        |
| STARTEK INC          | COM            | 85569C10 | 8,049              | 197,319            | SH         |              | 197,319               |                      |            |
| STARWOOD HOTELS&RESO | PAIRED CTF     | 85590A20 | 224,371            | 6,237,713          | SH         |              | 5,072,100             | 1,165,613            |            |
| STATE AUTO FINL CORP | COM            | 85570710 | 5,419              | 232,181            | SH         |              | 232,181               |                      |            |
| STATE BANCORP INC N. | COM            | 85571610 | 2,734              | 112,711            | SH         |              | 112,711               |                      |            |
| STATE FINL SVCS CORP | CL A           | 85685510 | 2,325              | 87,528             | SH         |              | 87,528                |                      |            |
| STATE STR CORP       | COM            | 85747710 | 845,068            | 16,226,347         | SH         |              | 8,678,907             | 7,241,279            | 306,       |
| STATEN IS BANCORP IN | COM            | 85755010 | 20,864             | 927,275            | SH         |              | 927,275               |                      |            |
| STATION CASINOS INC  | COM            | 85768910 | 11,837             | 386,445            | SH         |              | 386,445               |                      |            |
| STEAK N SHAKE CO     | COM            | 85787310 | 7,113              | 398,477            | SH         |              | 398,477               |                      |            |
| STEEL DYNAMICS INC   | COM            | 85811910 | 14,572             | 633,585            | SH         |              | 633,585               |                      |            |
| STEELCASE INC        | CL A           | 85815520 | 6,305              | 439,049            | SH         |              | 438,849               | 200                  |            |
| STEIN MART INC       | COM            | 85837510 | 3,336              | 404,839            | SH         |              | 404,839               |                      |            |
| STEINWAY MUSICAL INS | COM ORD        | 85849510 | 1,983              | 80,277             | SH         |              | 80,077                | 200                  |            |
| STELLENT INC         | COM            | 85856W10 | 2,639              | 266,053            | SH         |              | 265,953               |                      |            |
| STEPAN CO            | COM            | 85858610 | 4,063              | 158,394            | SH         |              | 158,394               |                      |            |
| STERICYCLE INC       | COM            | 85891210 | 23,590             | 505,129            | SH         |              | 496,077               | 6,039                | 3,         |
| STERIS CORP          | COM            | 85915210 | 27,521             | 1,217,762          | SH         |              | 1,216,562             | 1,200                |            |
| STERLING BANCORP     | COM            | 85915810 | 6,346              | 222,680            | SH         |              | 222,680               |                      |            |
| STERLING BANCSHARES  | COM            | 85890710 | 8,954              | 673,270            | SH         |              | 673,270               |                      |            |
| STERLING FINL CORP   | COM            | 85931710 | 7,747              | 279,189            | SH         |              | 279,189               |                      |            |
| STERLING FINL CORP W | COM            | 85931910 | 8,641              | 252,500            | SH         |              | 252,500               |                      |            |
| STEWART & STEVENSON  | COM            | 86034210 | 7,212              | 513,336            | SH         |              | 512,236               | 1,100                |            |
| STEWART ENTERPRISES  | CL A           | 86037010 | 9,666              | 1,701,742          | SH         |              | 1,701,742             |                      |            |
| STEWART INFORMATION  | COM            | 86037210 | 15,150             | 373,604            | SH         |              | 373,304               | 300                  |            |
| STEWART W P & CO LTD | COM            | G8492210 | 234                | 10,878             | SH         |              | 10,878                |                      |            |
| STILLWATER MNG CO    | COM            | 86074Q10 | 7,518              | 785,550            | SH         |              | 784,050               | 1,400                |            |
| STMICROELECTRONICS N | NY REGISTR     | 86101210 | 1,268              | 46,937             | SH         |              | 46,937                |                      |            |
| STONE ENERGY CORP    | COM            | 86164210 | 17,154             | 404,102            | SH         |              | 403,002               | 1,000                |            |
| STONERIDGE INC       | COM            | 86183P10 | 3,907              | 259,602            | SH         |              | 259,602               |                      |            |
| STORA ENSO CORP      | SPON ADR R     | 86210M10 | 1,816              | 133,944            | SH         |              | 40,944                | 93,000               |            |
| STORAGE TECHNOLOGY C | COM PAR \$0    | 86211120 | 64,698             | 2,512,542          | SH         |              | 2,505,942             | 6,200                |            |
| STRATASYS INC        | COM            | 86268510 | 3,728              | 137,823            | SH         |              | 137,823               |                      |            |
| STRATEX NETWORKS INC | COM            | 86279T10 | 5,943              | 1,382,205          | SH         |              | 1,382,105             |                      |            |
| STRATTEC SEC CORP    | COM            | 86311110 | 5,634              | 92,496             | SH         |              | 92,496                |                      |            |
| STRAYER ED INC       | COM            | 86323610 | 20,311             | 186,629            | SH         |              | 186,329               | 300                  |            |
| STRIDE RITE CORP     | COM            | 86331410 | 7,276              | 639,374            | SH         |              | 639,374               |                      |            |
| STRYKER CORP         | COM            | 86366710 | 451,479            | 5,310,892          | SH         |              | 4,722,799             | 432,791              | 155,       |
| STUDENT LN CORP      | COM            | 86390210 | 8,122              | 55,631             | SH         |              | 55,631                |                      |            |
| STURM RUGER & CO INC | COM            | 86415910 | 3,842              | 337,948            | SH         |              | 334,048               | 3,900                |            |
| SUFFOLK BANCORP      | COM            | 86473910 | 6,711              | 192,575            | SH         |              | 192,575               |                      |            |
| SUMMIT AMER TELEVISI | COM            | 86600T10 | 2,312              | 588,203            | SH         |              | 588,203               |                      |            |
| SUMMIT BANCSHARES IN | COM            | 86601110 | 2,336              | 84,615             | SH         |              | 84,615                |                      |            |
| SUMMIT PPTYS INC     | COM            | 86623910 | 14,058             | 585,271            | SH         |              | 585,271               |                      |            |
| SUN BANCORP INC      | COM            | 86663B10 | 3,503              | 131,413            | SH         |              | 131,413               |                      |            |
| SUN BANCORP INC      | COM            | 86663410 | 1,656              | 87,325             | SH         |              | 87,325                |                      |            |
| SUN COMMUNITIES INC  | COM            | 86667410 | 13,973             | 361,061            | SH         |              | 361,061               |                      |            |
| SUN LIFE FINL INC    | COM            | 86679610 | 527                | 21,049             | SH         |              | 21,049                |                      |            |
| SUN MICROSYSTEMS INC | COM            | 86681010 | 382,442            | 85,557,433         | SH         |              | 85,127,940            | 350,989              | 78,        |
| SUNCOR ENERGY INC    | COM            | 86722910 | 1,229              | 49,054             | SH         |              | 49,054                |                      |            |
| SUNGARD DATA SYS INC | COM            | 86736310 | 221,963            | 8,010,209          | SH         |              | 7,461,060             | 474,249              | 74,        |

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|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|--------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHAR<br>OTHE |
| SUNOCO INC           | COM            | 86764P10 | 181,781            | 3,553,871          | SH                   | 3,547,485             | 6,286                |              |
| SUNRISE SENIOR LIVIN | COM            | 86768K10 | 11,288             | 291,366            | SH                   | 290,066               | 300                  | 1,           |
| SUNTRUST BKS INC     | COM            | 86791410 | 521,570            | 7,294,691          | SH                   | 7,257,881             | 35,684               | 1,           |
| SUPERCONDUCTOR TECHN | COM            | 86793110 | 4,561              | 820,373            | SH                   | 820,373               |                      |              |
| SUPERGEN INC         | COM            | 86805910 | 5,981              | 543,697            | SH                   | 543,697               |                      |              |
| SUPERIOR ENERGY SVCS | COM            | 86815710 | 7,918              | 842,288            | SH                   | 841,768               |                      |              |
| SUPERIOR INDS INTL I | COM            | 86816810 | 20,285             | 466,098            | SH                   | 466,098               |                      |              |
| SUPERTEX INC         | COM            | 86853210 | 3,278              | 170,276            | SH                   | 170,276               |                      |              |
| SUPERVALU INC        | COM            | 86853610 | 133,018            | 4,652,614          | SH                   | 4,645,204             | 5,200                | 2,           |
| SUPPORTSOFT INC      | COM            | 86858710 | 6,171              | 468,895            | SH                   | 468,595               | 300                  |              |
| SUREWEST COMMUNICATI | COM            | 86873310 | 9,786              | 242,115            | SH                   | 241,015               | 1,100                |              |
| SURMODICS INC        | COM            | 86887310 | 6,058              | 255,183            | SH                   | 255,183               |                      |              |
| SUSQUEHANNA BANCSHAR | COM            | 86909910 | 16,761             | 670,158            | SH                   | 669,498               |                      |              |
| SWIFT ENERGY CO      | COM            | 87073810 | 7,409              | 439,706            | SH                   | 439,706               |                      |              |
| SWIFT TRANSN CO      | COM            | 87075610 | 18,639             | 886,727            | SH                   | 884,617               | 1,910                |              |
| SWS GROUP INC        | COM            | 78503N10 | 4,765              | 267,672            | SH                   | 267,672               |                      |              |
| SYBASE INC           | COM            | 87113010 | 38,435             | 1,867,588          | SH                   | 1,863,108             | 4,380                |              |
| SYBRON DENTAL SPECIA | COM            | 87114210 | 23,736             | 844,704            | SH                   | 843,951               | 600                  |              |
| SYCAMORE NETWORKS IN | COM            | 87120610 | 14,710             | 2,818,091          | SH                   | 2,814,641             | 3,350                |              |
| SYKES ENTERPRISES IN | COM            | 87123710 | 3,801              | 442,467            | SH                   | 442,467               |                      |              |
| SYLVAN LEARNING SYS  | COM            | 87139910 | 21,455             | 745,224            | SH                   | 744,724               | 500                  |              |
| SYMANTEC CORP        | COM            | 87150310 | 277,107            | 8,032,075          | SH                   | 7,975,368             | 41,807               | 14,          |
| SYMBOL TECHNOLOGIES  | COM            | 87150810 | 100,296            | 5,938,175          | SH                   | 5,922,010             | 13,540               | 2,           |
| SYMMETRICOM INC      | COM            | 87154310 | 4,508              | 619,233            | SH                   | 619,233               |                      |              |
| SYMYX TECHNOLOGIES   | COM            | 87155810 | 8,193              | 398,682            | SH                   | 398,682               |                      |              |
| SYNAPTICS INC        | COM            | 87157D10 | 6,245              | 416,901            | SH                   | 416,901               |                      |              |
| SYNGENTA AG          | SPONSORED      | 87160A10 | 933                | 69,211             | SH                   | 69,211                |                      |              |
| SYNOPSIS INC         | COM            | 87160710 | 78,345             | 2,313,791          | SH                   | 2,295,425             | 9,886                | 8,           |
| SYNOVIS LIFE TECHNOL | COM            | 87162G10 | 3,493              | 172,493            | SH                   | 172,493               |                      |              |
| SYNOVUS FINL CORP    | COM            | 87161C10 | 224,201            | 7,752,472          | SH                   | 7,739,172             | 13,100               |              |
| SYNPLICITY INC       | COM            | 87160Y10 | 946                | 120,493            | SH                   | 120,493               |                      |              |
| SYNTEL INC           | COM            | 87162H10 | 3,086              | 124,927            | SH                   | 124,927               |                      |              |
| SYPRIS SOLUTIONS INC | COM            | 87165510 | 1,386              | 82,440             | SH                   | 82,440                |                      |              |
| SYSCO CORP           | COM            | 87182910 | 778,670            | 20,915,129         | SH                   | 17,566,977            | 2,038,667            | 1,309,       |
| SYSTEMAX INC         | COM            | 87185110 | 774                | 116,182            | SH                   | 116,182               |                      |              |
| SYSTEMS & COMPUTER T | COM            | 87187310 | 9,390              | 573,600            | SH                   | 573,600               |                      |              |
| TAIWAN SEMICONDUCTOR | SPONSORED      | 87403910 | 17,891             | 1,747,201          | SH                   | 1,306,201             | 441,000              |              |
| TAKE-TWO INTERACTIVE | COM            | 87405410 | 26,374             | 915,114            | SH                   | 913,614               | 1,500                |              |
| TALBOTS INC          | COM            | 87416110 | 8,904              | 289,286            | SH                   | 288,626               | 260                  |              |
| TALISMAN ENERGY INC  | COM            | 87425E10 | 940                | 16,599             | SH                   | 16,599                |                      |              |
| TALK AMERICA HLDGS I | COM NEW        | 87426R20 | 10,572             | 917,745            | SH                   | 917,745               |                      |              |
| TALX CORP            | COM            | 87491810 | 6,103              | 265,021            | SH                   | 265,021               |                      |              |
| TANGER FACTORY OUTLE | COM            | 87546510 | 11,806             | 290,075            | SH                   | 290,075               |                      |              |
| TANOX INC            | COM            | 87588Q10 | 6,695              | 450,822            | SH                   | 448,722               | 2,100                |              |
| TARAGON RLTY INVS IN | COM            | 87628710 | 1,267              | 76,724             | SH                   | 76,724                |                      |              |

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|                      |            |          |           |            |    |            |         |      |
|----------------------|------------|----------|-----------|------------|----|------------|---------|------|
| TARGET CORP          | COM        | 87612E10 | 3,311,494 | 86,236,811 | SH | 85,263,880 | 780,928 | 192, |
| TAUBMAN CTRS INC     | COM        | 87666410 | 18,905    | 917,736    | SH | 917,736    |         |      |
| TAYLOR CAP GROUP INC | COM        | 87685110 | 1,677     | 65,414     | SH | 65,414     |         |      |
| TBC CORP             | COM        | 87218010 | 7,799     | 302,181    | SH | 302,181    |         |      |
| TC PIPELINES LP      | UT COM LTD | 87233Q10 | 648       | 19,873     | SH | 19,873     |         |      |
| TCF FINL CORP        | COM        | 87227510 | 51,104    | 995,206    | SH | 987,939    | 4,845   | 2,   |
| Page Total           |            |          | 6,041,155 |            |    |            |         |      |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETIONARY |                   |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|--------------------------|-------------------|
|                      |                |          |                    |                    |                      | SOLE                     | SHARED AS DEFINED |
| TECH DATA CORP       | COM            | 87823710 | 34,077             | 858,571            | SH                   | 855,396                  | 2,875             |
| TECHNE CORP          | COM            | 87837710 | 30,413             | 803,715            | SH                   | 802,295                  | 1,000             |
| TECHNICAL OLYMPIC US | COM            | 87848310 | 1,396              | 50,956             | SH                   | 50,956                   |                   |
| TECHNITROL INC       | COM            | 87855510 | 14,637             | 705,725            | SH                   | 703,725                  | 1,500             |
| TECHNOLOGY RESH CORP | COM NEW        | 87872730 | 211                | 11,800             | SH                   | 11,800                   |                   |
| TECO ENERGY INC      | COM            | 87237510 | 75,978             | 5,272,580          | SH                   | 5,216,288                | 22,428            |
| TECUMSEH PRODS CO    | CL A           | 87889520 | 15,564             | 321,362            | SH                   | 321,032                  | 230               |
| TEEKAY SHIPPING MARS | COM            | Y8564W10 | 1,785              | 31,300             | SH                   | 29,600                   | 275               |
| TEJON RANCH CO DEL   | COM            | 87908010 | 5,116              | 124,751            | SH                   | 124,751                  |                   |
| TEKELEC              | COM            | 87910110 | 14,801             | 951,832            | SH                   | 948,732                  | 3,100             |
| TEKTRONIX INC        | COM            | 87913110 | 69,598             | 2,202,476          | SH                   | 2,200,126                | 2,250             |
| TELE NORTE LESTE PAR | SPON ADR P     | 87924610 | 5,851              | 379,168            | SH                   | 379,168                  |                   |
| TELE2 AB             | SPON ADR R     | 87952P20 | 856                | 16,151             | SH                   | 16,151                   |                   |
| TELECOM ITALIA S P A | SPON ADR O     | 87927Y10 | 1,127              | 37,960             | SH                   | 37,960                   |                   |
| TELEDYNE TECHNOLOGIE | COM            | 87936010 | 16,471             | 873,811            | SH                   | 873,526                  | 285               |
| TELEFLEX INC         | COM            | 87936910 | 27,215             | 563,109            | SH                   | 561,979                  | 930               |
| TELEFONICA S A       | SPONSORED      | 87938220 | 7,518              | 170,128            | SH                   | 80,128                   | 90,000            |
| TELEFONOS DE MEXICO  | SPON ADR O     | 87940378 | 14,915             | 451,546            | SH                   | 451,546                  |                   |
| TELEPHONE & DATA SYS | COM            | 87943310 | 50,621             | 809,290            | SH                   | 799,740                  | 9,320             |
| TELETECH HOLDINGS IN | COM            | 87993910 | 8,201              | 725,718            | SH                   | 725,718                  |                   |
| TELIK INC            | COM            | 87959M10 | 15,801             | 686,980            | SH                   | 686,380                  | 600               |
| TELLABS INC          | COM            | 87966410 | 90,952             | 10,814,730         | SH                   | 10,789,560               | 24,310            |
| TEMPLE INLAND INC    | COM            | 87986810 | 118,929            | 1,897,697          | SH                   | 1,514,254                | 383,343           |
| TENARIS S A          | SPONSORED      | 88031M10 | 3,311              | 99,378             | SH                   | 99,378                   |                   |
| TENET HEALTHCARE COR | COM            | 88033G10 | 209,282            | 13,039,371         | SH                   | 13,011,663               | 27,048            |
| TENNANT CO           | COM            | 88034510 | 6,716              | 155,115            | SH                   | 155,115                  |                   |
| TENNECO AUTOMOTIVE I | COM            | 88034910 | 5,422              | 810,495            | SH                   | 708,416                  | 102,029           |
| TEPPCO PARTNERS L P  | UT LTD PAR     | 87238410 | 2,836              | 70,360             | SH                   | 66,360                   | 1,600             |
| TERADYNE INC         | COM            | 88077010 | 147,973            | 5,814,266          | SH                   | 5,669,242                | 135,744           |
| TERAYON COMMUNICATIO | COM            | 88077510 | 4,886              | 1,085,854          | SH                   | 1,085,854                |                   |
| TEREX CORP NEW       | COM            | 88077910 | 25,016             | 878,378            | SH                   | 877,978                  | 400               |
| TERRA INDS INC       | COM            | 88091510 | 257                | 77,540             | SH                   | 77,540                   |                   |
| TESORO PETE CORP     | COM            | 88160910 | 23,535             | 1,615,295          | SH                   | 1,610,595                | 4,700             |
| TESSERA TECHNOLOGIES | COM            | 88164L10 | 519                | 27,594             | SH                   | 27,594                   |                   |
| TETRA TECH INC NEW   | COM            | 88162G10 | 34,430             | 1,384,966          | SH                   | 1,384,966                |                   |
| TETRA TECHNOLOGIES I | COM            | 88162F10 | 9,709              | 400,520            | SH                   | 400,520                  |                   |
| TEVA PHARMACEUTICAL  | ADR            | 88162420 | 1,165              | 20,545             | SH                   | 20,545                   |                   |
| TEXAS CAPITAL BANCSH | COM            | 88224Q10 | 206                | 14,200             | SH                   | 14,200                   |                   |
| TEXAS GENCO HLDGS IN | COM            | 88244310 | 5,957              | 183,302            | SH                   | 181,449                  | 1,747             |

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|                      |           |          |           |            |    |            |         |
|----------------------|-----------|----------|-----------|------------|----|------------|---------|
| TEXAS INDS INC       | COM       | 88249110 | 15,948    | 431,029    | SH | 430,629    | 400     |
| TEXAS INSTRS INC     | COM       | 88250810 | 1,446,565 | 49,236,379 | SH | 48,996,768 | 196,887 |
| TEXAS REGL BANCSHARE | CL A VTG  | 88267310 | 17,081    | 461,655    | SH | 461,541    | 114     |
| TEXTRON INC          | COM       | 88320310 | 222,394   | 3,897,547  | SH | 3,876,083  | 16,115  |
| THERAGENICS CORP     | COM       | 88337510 | 2,657     | 485,760    | SH | 485,760    |         |
| THERASENSE INC       | COM       | 88338110 | 8,824     | 437,260    | SH | 436,960    | 300     |
| THERMO ELECTRON CORP | COM       | 88355610 | 110,112   | 4,369,528  | SH | 4,353,406  | 15,632  |
| THESTREET COM        | COM       | 88368Q10 | 783       | 192,803    | SH | 192,803    |         |
| THIRD WAVE TECHNOLOG | COM       | 88428W10 | 1,520     | 334,038    | SH | 334,038    |         |
| THOMAS & BETTS CORP  | COM       | 88431510 | 39,802    | 1,738,849  | SH | 1,735,795  | 2,054   |
| THOMAS INDS INC      | COM       | 88442510 | 6,672     | 192,507    | SH | 192,507    |         |
| THOMSON              | SPONSORED | 88511810 | 242       | 11,380     | SH | 11,380     |         |
| Page Total           |           |          | 2,975,852 |            |    |            |         |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |                   |            |
|----------------------|----------------|----------|-----------------|-----------------|---------------|-----------------------|-------------------|------------|
|                      |                |          |                 |                 |               | SOLE                  | SHARED AS DEFINED | SHAR OTHER |
| THOR INDS INC        | COM            | 88516010 | 20,565          | 365,802         | SH            | 365,702               | 100               |            |
| THORATEC CORP        | COM NEW        | 88517530 | 11,250          | 870,040         | SH            | 870,040               |                   |            |
| THORNBURG MTG INC    | COM            | 88521810 | 18,912          | 695,300         | SH            | 695,300               |                   |            |
| THQ INC              | COM NEW        | 87244340 | 11,362          | 671,918         | SH            | 671,418               | 500               |            |
| THREE FIVE SYS INC   | COM            | 88554L10 | 1,911           | 364,701         | SH            | 364,701               |                   |            |
| TIBCO SOFTWARE INC   | COM            | 88632Q10 | 10,567          | 1,560,892       | SH            | 1,549,494             | 11,298            | 1          |
| TIDEWATER INC        | COM            | 88642310 | 27,023          | 904,392         | SH            | 899,732               | 4,100             | 5          |
| TIER TECHNOLOGIES IN | CL B           | 88650Q10 | 1,774           | 217,103         | SH            | 217,103               |                   |            |
| TIERONE CORP         | COM            | 88650R10 | 7,835           | 341,266         | SH            | 341,266               |                   |            |
| TIFFANY & CO NEW     | COM            | 88654710 | 162,062         | 3,585,437       | SH            | 3,571,302             | 8,635             | 5,5        |
| TIMBERLAND CO        | CL A           | 88710010 | 21,230          | 407,721         | SH            | 406,921               | 580               | 2          |
| TIME WARNER INC      | COM            | 88731710 | 2,327,329       | 129,367,912     | SH            | 128,859,880           | 483,217           | 24,8       |
| TIME WARNER TELECOM  | CL A           | 88731910 | 7,537           | 744,033         | SH            | 743,933               |                   | 1          |
| TIMKEN CO            | COM            | 88738910 | 11,101          | 553,380         | SH            | 551,860               | 1,020             | 5          |
| TITAN CORP           | COM            | 88826610 | 35,466          | 1,626,138       | SH            | 1,624,038             | 2,000             | 1          |
| TIVO INC             | COM            | 88870610 | 4,446           | 600,796         | SH            | 597,296               | 3,500             |            |
| TJX COS INC NEW      | COM            | 87254010 | 320,631         | 14,541,080      | SH            | 14,126,082            | 373,848           | 41,1       |
| TOLL BROTHERS INC    | COM            | 88947810 | 30,302          | 762,127         | SH            | 760,997               | 830               | 3          |
| TOLLGRADE COMMUNICAT | COM            | 88954210 | 5,434           | 309,973         | SH            | 309,973               |                   |            |
| TOMPKINSTRUSTCO INC  | COM            | 89011010 | 6,159           | 133,744         | SH            | 133,744               |                   |            |
| TOO INC              | COM            | 89033310 | 10,656          | 631,251         | SH            | 629,423               | 1,828             |            |
| TOOTSIE ROLL INDS IN | COM            | 89051610 | 16,917          | 469,914         | SH            | 467,651               | 2,151             | 1          |
| TOPPS INC            | COM            | 89078610 | 5,619           | 547,699         | SH            | 546,699               | 1,000             |            |
| TORCHMARK CORP       | COM            | 89102710 | 147,560         | 3,240,222       | SH            | 3,222,072             | 12,750            | 5,4        |
| TORO CO              | COM            | 89109210 | 21,601          | 465,537         | SH            | 464,537               | 1,000             |            |
| TORONTO DOMINION BK  | COM NEW        | 89116050 | 3,272           | 97,899          | SH            | 97,899                |                   |            |
| TOTAL S A            | SPONSORED      | 89151E10 | 17,497          | 189,139         | SH            | 145,139               | 44,000            |            |
| TOTAL SYS SVCS INC   | COM            | 89190610 | 17,074          | 548,484         | SH            | 546,894               | 1,590             |            |
| TOWER AUTOMOTIVE INC | COM            | 89170710 | 6,999           | 1,024,758       | SH            | 1,024,758             |                   |            |
| TOWN & CTRY TR       | SH BEN INT     | 89208110 | 8,164           | 322,049         | SH            | 322,049               |                   |            |
| TOYOTA MOTOR CORP    | SP ADR REP     | 89233130 | 9,762           | 141,999         | SH            | 78,999                | 63,000            |            |
| TOYS R US INC        | COM            | 89233510 | 68,361          | 5,408,311       | SH            | 5,392,301             | 15,870            | 1          |
| TPG N V              | SPONSORED      | 89233910 | 364             | 15,444          | SH            | 15,444                |                   |            |

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|                      |           |          |           |            |    |            |           |     |
|----------------------|-----------|----------|-----------|------------|----|------------|-----------|-----|
| TRACTOR SUPPLY CO    | COM       | 89235610 | 22,110    | 566,998    | SH | 547,407    | 16,966    | 2,6 |
| TRADESTATION GROUP I | COM       | 89267P10 | 2,607     | 294,208    | SH | 294,208    |           |     |
| TRAMMELL CROW CO     | COM       | 89288R10 | 7,067     | 533,348    | SH | 533,348    |           |     |
| TRANS WORLD ENTMT CO | COM       | 89336Q10 | 1,276     | 179,234    | SH | 155,166    | 24,068    |     |
| TRANSACTION SYS ARCH | CL A      | 89341610 | 20,771    | 932,682    | SH | 932,682    |           |     |
| TRANSATLANTIC HLDGS  | COM       | 89352110 | 23,864    | 295,344    | SH | 292,924    | 2,420     |     |
| TRANSCONTINENTAL RLT | COM NEW   | 89361720 | 416       | 24,867     | SH | 24,867     |           |     |
| TRANSKARYOTIC THERAP | COM       | 89373510 | 8,194     | 524,917    | SH | 520,417    | 4,500     |     |
| TRANSMETA CORP DEL   | COM       | 89376R10 | 6,908     | 2,031,653  | SH | 2,031,653  |           |     |
| TRANSMONTAIGNE INC   | COM       | 89393410 | 3,322     | 515,032    | SH | 511,532    | 3,500     |     |
| TRANSOCEAN INC       | ORD       | G9007810 | 173,130   | 7,210,758  | SH | 7,186,936  | 13,990    | 9,8 |
| TRAVELERS PPTY CAS C | CL B      | 89420G40 | 473,370   | 27,894,532 | SH | 25,470,703 | 2,421,397 | 2,4 |
| TRAVELERS PPTY CAS C | CL A      | 89420G10 | 50,033    | 2,981,732  | SH | 829,768    | 2,150,790 | 1,1 |
| TRC COS INC          | COM       | 87262510 | 5,705     | 270,906    | SH | 270,906    |           |     |
| TREDEGAR CORP        | COM       | 89465010 | 8,038     | 517,600    | SH | 517,600    |           |     |
| TREND MICRO INC      | SPONS ADR | 89486M20 | 493       | 18,697     | SH | 18,697     |           |     |
| TREX INC             | COM       | 89531P10 | 5,164     | 135,956    | SH | 135,956    |           |     |
| TRI CONTL CORP       | COM       | 89543610 | 975       | 59,469     | SH | 59,469     |           |     |
| Page Total           |           |          | 4,190,185 |            |    |            |           |     |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN | AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |                   |          |
|----------------------|----------------|----------|-----------------|-------------|-----|---------------|-----------------------|-------------------|----------|
|                      |                |          |                 |             |     |               | SOLE                  | SHARED AS DEFINED | SHAR OTH |
| TRIAD GTY INC        | COM            | 89592510 | 7,006           | 139,145     | SH  | 139,145       |                       |                   |          |
| TRIAD HOSPITALS INC  | COM            | 89579K10 | 33,720          | 1,013,511   | SH  | 1,008,416     | 4,993                 |                   |          |
| TRIARC COS INC       | CL B SER 1     | 89592730 | 5,955           | 552,436     | SH  | 549,836       | 1,600                 | 1,                |          |
| TRIBUNE CO NEW       | COM            | 89604710 | 390,420         | 7,566,278   | SH  | 7,422,972     | 78,380                | 64,               |          |
| TRICO BANCSHARES     | COM            | 89609510 | 2,771           | 87,787      | SH  | 87,787        |                       |                   |          |
| TRIDENT MICROSYSTEMS | COM            | 89591910 | 513             | 29,443      | SH  | 29,443        |                       |                   |          |
| TRIMBLE NAVIGATION L | COM            | 89623910 | 22,189          | 595,850     | SH  | 595,450       | 400                   |                   |          |
| TRIMERIS INC         | COM            | 89626310 | 5,565           | 265,770     | SH  | 265,670       | 100                   |                   |          |
| TRINITY INDS INC     | COM            | 89652210 | 23,293          | 755,283     | SH  | 754,983       |                       |                   |          |
| TRIPATH IMAGING INC  | COM            | 89694210 | 2,950           | 378,222     | SH  | 378,222       |                       |                   |          |
| TRIQUINT SEMICONDUCT | COM            | 89674K10 | 19,376          | 2,740,613   | SH  | 2,729,313     | 11,200                |                   |          |
| TRITON PCS HLDGS INC | CL A           | 89677M10 | 2,480           | 444,408     | SH  | 444,208       | 100                   |                   |          |
| TRIUMPH GROUP INC NE | COM            | 89681810 | 9,012           | 247,574     | SH  | 247,374       | 200                   |                   |          |
| TRIZEC PROPERTIES IN | COM            | 89687P10 | 27,390          | 1,778,559   | SH  | 1,778,559     |                       |                   |          |
| TRIZETTO GROUP INC   | COM            | 89688210 | 3,468           | 537,620     | SH  | 537,620       |                       |                   |          |
| TROY FINL CORP       | COM            | 89732910 | 3,839           | 110,574     | SH  | 110,574       |                       |                   |          |
| TRUST CO NJ JERSEY C | COM            | 89830410 | 16,529          | 416,562     | SH  | 316,563       | 99,999                |                   |          |
| TRUSTCO BK CORP N Y  | COM            | 89834910 | 18,060          | 1,373,388   | SH  | 1,367,488     | 5,900                 |                   |          |
| TRUSTMARK CORP       | COM            | 89840210 | 14,792          | 505,367     | SH  | 501,267       | 4,100                 |                   |          |
| TTM TECHNOLOGIES IN  | COM            | 87305R10 | 5,345           | 316,672     | SH  | 316,672       |                       |                   |          |
| TUESDAY MORNING CORP | COM NEW        | 89903550 | 9,982           | 329,983     | SH  | 329,983       |                       |                   |          |
| TULARIK INC          | COM            | 89916510 | 13,748          | 852,870     | SH  | 846,890       | 5,900                 |                   |          |
| TUMBLEWEED COMMUNICA | COM            | 89969010 | 310             | 37,031      | SH  | 37,031        |                       |                   |          |
| TUPPERWARE CORP      | COM            | 89989610 | 30,985          | 1,786,895   | SH  | 1,785,125     | 770                   | 1,                |          |
| TWEETER HOME ENTMT G | COM            | 90116710 | 3,458           | 365,978     | SH  | 365,578       | 400                   |                   |          |
| TXU CORP             | COM            | 87316810 | 272,689         | 11,496,167  | SH  | 11,465,571    | 28,330                | 2,                |          |
| TYCO INTL LTD NEW    | COM            | 90212410 | 1,105,903       | 41,732,172  | SH  | 41,732,172    |                       |                   |          |
| TYLER TECHNOLOGIES I | COM            | 90225210 | 6,382           | 662,680     | SH  | 662,680       |                       |                   |          |
| TYSON FOODS INC      | CL A           | 90249410 | 55,449          | 4,187,996   | SH  | 4,178,191     | 8,506                 | 1,                |          |



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|                      |            |          |           |         |    |         |  |         |
|----------------------|------------|----------|-----------|---------|----|---------|--|---------|
| U S B HLDG INC       | COM        | 90291010 | 4,123     | 212,646 | SH | 212,646 |  |         |
| U S CONCRETE INC     | COM        | 90333L10 | 222       | 34,500  | SH | 34,500  |  |         |
| U S G CORP           | COM NEW    | 90329340 | 10,811    | 652,436 | SH | 652,304 |  |         |
| U S I HLDGS          | COM        | 90333H10 | 6,369     | 488,082 | SH | 488,082 |  |         |
| U S PHYSICAL THERAPY | COM        | 90337L10 | 4,245     | 269,895 | SH | 269,795 |  | 100     |
| U S RESTAURANT PPTYS | COM        | 90297110 | 6,526     | 383,000 | SH | 383,000 |  |         |
| U S XPRESS ENTERPRIS | CL A       | 90338N10 | 1,065     | 86,956  | SH | 86,956  |  |         |
| UBS AG               | NAMEN AKT  | H8920M85 | 50,912    | 748,817 | SH | 123,146 |  | 625,671 |
| UCBH HOLDINGS INC    | COM        | 90262T30 | 31,148    | 799,269 | SH | 790,269 |  | 9,000   |
| UGI CORP NEW         | COM        | 90268110 | 18,803    | 554,664 | SH | 552,804 |  | 1,860   |
| UICI                 | COM        | 90273710 | 11,642    | 876,626 | SH | 876,626 |  |         |
| UIL HLDG CORP        | COM        | 90274810 | 9,931     | 220,203 | SH | 219,003 |  | 1,100   |
| ULTICOM INC          | COM        | 90384410 | 2,151     | 222,923 | SH | 222,923 |  |         |
| ULTIMATE ELECTRS INC | COM        | 90384910 | 1,468     | 192,334 | SH | 192,334 |  |         |
| ULTRA PETROLEUM CORP | COM        | 90391410 | 2,299     | 93,375  | SH | 93,375  |  |         |
| ULTRATECH INC        | COM        | 90403410 | 11,659    | 396,965 | SH | 396,965 |  |         |
| UMB FINL CORP        | COM        | 90278810 | 14,314    | 301,091 | SH | 300,986 |  |         |
| UMPQUA HLDGS CORP    | COM        | 90421410 | 9,729     | 467,964 | SH | 467,964 |  |         |
| UNIBANCO-UNIAO DE BA | GDR REP PF | 90458E10 | 5,969     | 239,230 | SH | 239,230 |  |         |
| UNIFI INC            | COM        | 90467710 | 6,174     | 957,158 | SH | 957,158 |  |         |
| UNIFIRST CORP MASS   | COM        | 90470810 | 5,606     | 236,420 | SH | 205,220 |  | 31,200  |
| UNILEVER N V         | N Y SHS NE | 90478470 | 2,766     | 42,624  | SH | 42,624  |  |         |
| Page Total           |            |          | 2,331,511 |         |    |         |  |         |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT DISCRETION |                      |          |
|----------------------|----------------|----------|--------------------|--------------------|---------------------|-----------------------|----------------------|----------|
|                      |                |          |                    |                    |                     | SOLE                  | SHARED AS<br>DEFINED | SH<br>OT |
| UNILEVER PLC         | SPON ADR N     | 90476770 | 1,279              | 34,014             | SH                  | 34,014                |                      |          |
| UNION BANKSHARES COR | COM            | 90539910 | 5,079              | 166,529            | SH                  | 166,529               |                      |          |
| UNION PAC CORP       | COM            | 90781810 | 476,758            | 6,861,803          | SH                  | 6,749,023             | 57,086               | 55,      |
| UNION PLANTERS CORP  | COM            | 90806810 | 165,897            | 5,268,245          | SH                  | 5,256,105             | 12,140               |          |
| UNIONBANCAL CORP     | COM            | 90890610 | 74,123             | 1,288,205          | SH                  | 1,287,105             | 1,100                |          |
| UNISOURCE ENERGY COR | COM            | 90920510 | 13,695             | 555,353            | SH                  | 555,113               |                      |          |
| UNISYS CORP          | COM            | 90921410 | 127,000            | 8,552,196          | SH                  | 8,525,361             | 25,940               |          |
| UNIT CORP            | COM            | 90921810 | 16,200             | 687,902            | SH                  | 687,344               | 558                  |          |
| UNITED AUTO GROUP IN | COM            | 90944010 | 9,413              | 300,732            | SH                  | 300,232               | 500                  |          |
| UNITED BANKSHARES IN | COM            | 90990710 | 13,954             | 447,387            | SH                  | 446,287               | 500                  |          |
| UNITED BUSINESS MEDI | ADR            | 90969M10 | 238                | 27,312             | SH                  | 27,312                |                      |          |
| UNITED CAPITAL CORP  | COM            | 90991210 | 940                | 45,362             | SH                  | 45,362                |                      |          |
| UNITED CMNTY BKS BLA | CAP STK        | 90984P10 | 10,112             | 307,632            | SH                  | 307,632               |                      |          |
| UNITED CMNTY FINL CO | COM            | 90983910 | 5,907              | 517,673            | SH                  | 517,673               |                      |          |
| UNITED DEFENSE INDS  | COM            | 91018B10 | 23,763             | 745,392            | SH                  | 744,167               | 100                  | 1,       |
| UNITED DOMINION REAL | COM            | 91019710 | 45,798             | 2,385,292          | SH                  | 2,385,292             |                      |          |
| UNITED FIRE & CAS CO | COM            | 91033110 | 5,288              | 131,014            | SH                  | 125,077               | 5,937                |          |
| UNITED INDL CORP     | COM            | 91067110 | 2,952              | 163,540            | SH                  | 163,540               |                      |          |
| UNITED MICROELECTRON | SPONSORED      | 91087320 | 712                | 143,893            | SH                  | 143,893               |                      |          |
| UNITED MOBILE HOMES  | COM            | 91102410 | 1,656              | 97,353             | SH                  | 97,353                |                      |          |
| UNITED NAT FOODS INC | COM            | 91116310 | 12,803             | 356,538            | SH                  | 355,738               | 800                  |          |
| UNITED NATL BANCORP  | COM            | 91090910 | 11,255             | 314,021            | SH                  | 314,021               |                      |          |
| UNITED ONLINE INC    | COM            | 91126810 | 23,493             | 1,399,237          | SH                  | 1,398,937             | 300                  |          |

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|                      |            |          |            |            |    |            |            |     |  |
|----------------------|------------|----------|------------|------------|----|------------|------------|-----|--|
| UNITED PANAM FINANCI | COM        | 91130110 | 941        | 56,393     | SH | 56,393     |            |     |  |
| UNITED PARCEL SERVIC | CL B       | 91131210 | 1,946,271  | 26,106,921 | SH | 25,873,852 | 202,507    | 30, |  |
| UNITED RENTALS INC   | COM        | 91136310 | 29,789     | 1,546,690  | SH | 1,545,809  | 881        |     |  |
| UNITED SEC BANCSHARE | SHS        | 91145910 | 2,495      | 86,166     | SH | 86,166     |            |     |  |
| UNITED SECURITY BANC | COM        | 91146010 | 1,182      | 43,313     | SH | 43,313     |            |     |  |
| UNITED STATES CELLUL | COM        | 91168410 | 8,142      | 229,364    | SH | 227,254    | 1,710      |     |  |
| UNITED STATES STL CO | COM        | 91290910 | 137,257    | 3,919,402  | SH | 3,914,332  | 4,970      |     |  |
| UNITED STATIONERS IN | COM        | 91300410 | 40,363     | 986,383    | SH | 986,283    | 100        |     |  |
| UNITED SURGICAL PART | COM        | 91301630 | 11,198     | 334,456    | SH | 334,456    |            |     |  |
| UNITED TECHNOLOGIES  | COM        | 91301710 | 5,704,922  | 60,197,550 | SH | 17,654,897 | 42,452,857 | 89, |  |
| UNITED THERAPEUTICS  | COM        | 91307C10 | 6,949      | 302,788    | SH | 302,788    |            |     |  |
| UNITED UTILS PLC     | SPONSORED  | 91311Q10 | 236        | 13,071     | SH | 13,071     |            |     |  |
| UNITEDGLOBALCOM      | CL A       | 91324750 | 6,892      | 812,694    | SH | 812,444    | 150        |     |  |
| UNITEDHEALTH GROUP I | COM        | 91324P10 | 984,026    | 16,913,473 | SH | 16,866,393 | 42,200     | 4,  |  |
| UNITRIN INC          | COM        | 91327510 | 31,799     | 767,914    | SH | 766,154    | 760        | 1,  |  |
| UNIVERSAL AMERN FINL | COM        | 91337710 | 4,160      | 420,189    | SH | 420,189    |            |     |  |
| UNIVERSAL COMPRESSIO | COM        | 91343110 | 8,184      | 312,829    | SH | 312,429    | 400        |     |  |
| UNIVERSAL CORP VA    | COM        | 91345610 | 18,639     | 421,983    | SH | 420,733    | 1,250      |     |  |
| UNIVERSAL DISPLAY CO | COM        | 91347P10 | 3,856      | 281,047    | SH | 281,047    |            |     |  |
| UNIVERSAL ELECTRS IN | COM        | 91348310 | 2,848      | 223,551    | SH | 223,551    |            |     |  |
| UNIVERSAL FST PRODS  | COM        | 91354310 | 9,226      | 284,742    | SH | 280,892    | 3,850      |     |  |
| UNIVERSAL HEALTH RLT | SH BEN INT | 91359E10 | 5,449      | 181,029    | SH | 180,129    | 900        |     |  |
| UNIVERSAL HLTH SVCS  | CL B       | 91390310 | 40,469     | 753,330    | SH | 751,700    | 1,310      |     |  |
| UNIVISION COMMUNICAT | CL A       | 91490610 | 286,134    | 7,209,229  | SH | 7,084,492  | 112,578    | 12, |  |
| UNIZAN FINANCIAL COR | COM        | 91528W10 | 7,852      | 387,756    | SH | 387,756    |            |     |  |
| UNOCAL CORP          | COM        | 91528910 | 254,389    | 6,907,124  | SH | 6,877,981  | 25,363     | 3,  |  |
| UNOVA INC            | COM        | 91529B10 | 24,596     | 1,071,726  | SH | 1,069,126  | 2,600      |     |  |
| UNUMPROVIDENT CORP   | COM        | 91529Y10 | 135,254    | 8,576,643  | SH | 8,548,325  | 24,558     | 3,  |  |
| Page Total           |            |          | 10,761,831 |            |    |            |            |     |  |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/ PUT/<br>PRN CALL | INVESTMENT DISCRETION |                      |              |
|----------------------|----------------|----------|--------------------|--------------------|----------------------|-----------------------|----------------------|--------------|
|                      |                |          |                    |                    |                      | SOLE                  | SHARED AS<br>DEFINED | SHAR<br>OTHE |
| UPM KYMMENE CORP     | SPONSORED      | 91543610 | 712                | 36,986             | SH                   | 36,986                |                      |              |
| URBAN OUTFITTERS INC | COM            | 91704710 | 18,605             | 502,163            | SH                   | 502,063               | 100                  |              |
| URS CORP NEW         | COM            | 90323610 | 9,464              | 378,408            | SH                   | 378,408               |                      |              |
| URSTADT BIDDLE PPTYS | CL A           | 91728620 | 5,059              | 357,512            | SH                   | 353,512               | 4,000                |              |
| URSTADT BIDDLE PPTYS | COM            | 91728610 | 241                | 17,672             | SH                   | 17,672                |                      |              |
| US BANCORP DEL       | COM NEW        | 90297330 | 1,646,095          | 55,275,188         | SH                   | 54,875,939            | 312,075              | 87,1         |
| US LEC CORP          | CL A           | 90331S10 | 288                | 36,550             | SH                   | 36,550                |                      |              |
| US ONCOLOGY INC      | COM            | 90338W10 | 13,279             | 1,234,091          | SH                   | 1,233,991             |                      | 1            |
| USANA HEALTH SCIENCE | COM            | 90328M10 | 5,570              | 182,012            | SH                   | 182,012               |                      |              |
| USEC INC             | COM            | 90333E10 | 11,849             | 1,410,636          | SH                   | 1,410,636             |                      |              |
| USF CORP             | COM            | 91729Q10 | 15,875             | 464,331            | SH                   | 464,131               | 100                  | 1            |
| UST INC              | COM            | 90291110 | 127,508            | 3,572,647          | SH                   | 3,549,851             | 18,116               | 4,6          |
| UTSTARCOM INC        | COM            | 91807610 | 36,641             | 988,433            | SH                   | 984,628               | 1,280                | 2,5          |
| V F CORP             | COM            | 91820410 | 138,469            | 3,202,331          | SH                   | 3,193,146             | 5,785                | 3,4          |
| VAIL RESORTS INC     | COM            | 91879Q10 | 5,918              | 348,126            | SH                   | 348,126               |                      |              |
| VALASSIS COMMUNICATI | COM            | 91886610 | 18,054             | 615,135            | SH                   | 614,035               | 1,000                | 1            |
| VALASSIS COMMUNICATI | NOTE           | 918866AH | 593                | 1,000,000          | SH                   | 1,000,000             |                      |              |

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|                      |            |          |           |            |    |            |         |       |
|----------------------|------------|----------|-----------|------------|----|------------|---------|-------|
| VALEANT PHARMACEUTIC | COM        | 91911X10 | 36,357    | 1,445,625  | SH | 1,440,233  | 5,292   | 1     |
| VALENCE TECHNOLOGY I | COM        | 91891410 | 3,249     | 824,559    | SH | 822,799    |         | 1,7   |
| VALERO ENERGY CORP N | COM        | 91913Y10 | 81,666    | 1,762,317  | SH | 1,756,727  | 5,261   | 3     |
| VALERO L P           | COM UT LTD | 91913W10 | 662       | 13,300     | SH | 13,300     |         |       |
| VALHI INC NEW        | COM        | 91890510 | 7,375     | 492,978    | SH | 492,978    |         |       |
| VALLEY NATL BANCORP  | COM        | 91979410 | 28,290    | 968,851    | SH | 962,545    | 6,195   | 1     |
| VALMONT INDS INC     | COM        | 92025310 | 7,464     | 322,399    | SH | 322,399    |         |       |
| VALSPAR CORP         | COM        | 92035510 | 33,800    | 683,934    | SH | 682,104    | 1,330   | 5     |
| VALUE LINE INC       | COM        | 92043710 | 1,944     | 38,949     | SH | 38,949     |         |       |
| VALUECLICK INC       | COM        | 92046N10 | 10,527    | 1,160,642  | SH | 1,160,542  | 100     |       |
| VALUEVISION MEDIA IN | CL A       | 92047K10 | 5,430     | 325,152    | SH | 325,152    |         |       |
| VANS INC             | COM        | 92193010 | 4,252     | 372,627    | SH | 371,427    | 1,200   |       |
| VARCO INTL INC DEL   | COM        | 92212210 | 26,198    | 1,269,884  | SH | 1,267,684  | 2,140   |       |
| VARIAN INC           | COM        | 92220610 | 39,044    | 937,209    | SH | 937,109    | 100     |       |
| VARIAN MED SYS INC   | COM        | 92220P10 | 75,534    | 1,093,116  | SH | 1,088,336  | 2,320   | 2,4   |
| VARIAN SEMICONDUCTOR | COM        | 92220710 | 24,739    | 564,819    | SH | 563,419    | 1,400   |       |
| VASTERA INC          | COM        | 92239N10 | 1,934     | 483,444    | SH | 483,444    |         |       |
| VAXGEN INC           | COM NEW    | 92239020 | 223       | 28,153     | SH | 28,153     |         |       |
| VCA ANTECH INC       | COM        | 91819410 | 16,720    | 539,708    | SH | 539,608    | 100     |       |
| VECTOR GROUP LTD     | COM        | 92240M10 | 5,691     | 348,730    | SH | 328,322    | 20,408  |       |
| VECTREN CORP         | COM        | 92240G10 | 28,508    | 1,156,526  | SH | 1,152,006  | 1,720   | 2,8   |
| VEECO INSTRS INC DEL | COM        | 92241710 | 13,173    | 467,777    | SH | 463,592    | 4,185   |       |
| VENTANA MED SYS INC  | COM        | 92276H10 | 9,154     | 232,334    | SH | 232,334    |         |       |
| VENTAS INC           | COM        | 92276F10 | 35,898    | 1,631,726  | SH | 1,631,726  |         |       |
| VERINT SYS INC       | COM        | 92343X10 | 2,608     | 115,610    | SH | 115,610    |         |       |
| VERISIGN INC         | COM        | 92343E10 | 41,458    | 2,543,431  | SH | 2,529,098  | 14,100  | 2     |
| VERISITY LTD         | ORD        | M9738511 | 280       | 21,990     | SH | 21,990     |         |       |
| VERITAS DGC INC      | COM        | 92343P10 | 6,511     | 621,296    | SH | 621,271    | 25      |       |
| VERITAS SOFTWARE CO  | COM        | 92343610 | 460,983   | 12,452,271 | SH | 12,405,070 | 43,511  | 3,6   |
| VERITY INC           | COM        | 92343C10 | 6,789     | 406,769    | SH | 406,769    |         |       |
| VERIZON COMMUNICATIO | COM        | 92343V10 | 2,854,792 | 81,379,486 | SH | 80,006,208 | 894,952 | 478,3 |
| VERSO TECHNOLOGIES I | COM        | 92531710 | 5,820     | 1,801,987  | SH | 1,801,987  |         |       |
| VERTEX PHARMACEUTICA | COM        | 92532F10 | 16,671    | 1,610,683  | SH | 1,609,283  | 1,300   | 1     |
| VIACOM INC           | CL B       | 92552430 | 2,100,297 | 47,325,305 | SH | 47,077,090 | 213,838 | 34,3  |
| Page Total           |            |          | 8,048,261 |            |    |            |         |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRET |           |
|----------------------|----------------|----------|-----------------|-----------------|-------------------|--------------------|-----------|
|                      |                |          |                 |                 |                   | SHARED AS SOLE     | SHAR OTHE |
| VIACOM INC           | CL A           | 92552410 | 1,179           | 26,622          | SH                | 26,322             | 300       |
| VIAD CORP            | COM            | 92552R10 | 31,210          | 1,248,388       | SH                | 1,246,748          | 1,440     |
| VIASAT INC           | COM            | 92552V10 | 7,874           | 411,410         | SH                | 411,310            | 100       |
| VIASYS HEALTHCARE IN | COM NEW        | 92553Q20 | 9,907           | 480,945         | SH                | 479,695            | 1,215     |
| VICOR CORP           | COM            | 92581510 | 4,148           | 363,569         | SH                | 361,469            |           |
| VICURON PHARMACEUTIC | COM            | 92647110 | 14,406          | 772,442         | SH                | 772,242            | 100       |
| VIGNETTE CORP        | COM            | 92673410 | 8,186           | 3,606,152       | SH                | 3,605,892          | 100       |
| VINTAGE PETE INC     | COM            | 92746010 | 12,110          | 1,006,630       | SH                | 1,006,630          |           |
| VIRAGE LOGIC CORP    | COM            | 92763R10 | 2,272           | 223,380         | SH                | 223,380            |           |
| VIRBAC CORP          | COM            | 92764910 | 853             | 131,295         | SH                | 131,295            |           |
| VIRGINIA COMM BANCOR | COM            | 92778Q10 | 2,416           | 75,941          | SH                | 75,941             |           |

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|                      |            |          |            |             |    |             |           |        |
|----------------------|------------|----------|------------|-------------|----|-------------|-----------|--------|
| VIRGINIA FINL CORP   | COM        | 92781010 | 4,341      | 122,215     | SH | 122,215     |           |        |
| VISHAY INTERTECHNOLO | COM        | 92829810 | 51,116     | 2,232,141   | SH | 2,218,552   | 2,255     | 11,    |
| VISTACARE INC        | CL A       | 92839Y10 | 6,856      | 196,211     | SH | 196,211     |           |        |
| VISTEON CORP         | COM        | 92839U10 | 44,575     | 4,281,893   | SH | 4,269,324   | 11,619    |        |
| VISX INC DEL         | COM        | 92844S10 | 30,052     | 1,298,134   | SH | 1,297,434   | 700       |        |
| VITAL IMAGES INC     | COM        | 92846N10 | 2,247      | 125,815     | SH | 125,815     |           |        |
| VITAL SIGNS INC      | COM        | 92846910 | 3,618      | 110,641     | SH | 110,541     | 100       |        |
| VITALWORKS INC       | COM        | 92848310 | 2,433      | 550,519     | SH | 550,519     |           |        |
| VITESSE SEMICONDUCTO | COM        | 92849710 | 21,116     | 3,609,600   | SH | 3,608,830   | 630       |        |
| VITRIA TECHNOLOGY    | COM NEW    | 92849Q40 | 2,090      | 294,403     | SH | 294,403     |           |        |
| VIVENDI UNIVERSAL    | SPON ADR N | 92851S20 | 884        | 36,414      | SH | 36,414      |           |        |
| VIVUS INC            | COM        | 92855110 | 2,064      | 544,529     | SH | 544,529     |           |        |
| VODAFONE GROUP PLC N | SPONSORED  | 92857W10 | 27,815     | 1,110,827   | SH | 788,827     | 322,000   |        |
| VOLT INFORMATION SCI | COM        | 92870310 | 3,957      | 175,102     | SH | 175,102     |           |        |
| VOLVO AKTIEBOLAGET   | ADR B      | 92885640 | 580        | 18,937      | SH | 18,937      |           |        |
| VORNADO RLTY TR      | SH BEN INT | 92904210 | 101,753    | 1,858,494   | SH | 1,858,494   |           |        |
| VOTORANTIM CELULOSE  | SPONSORED  | 92906P10 | 2,397      | 76,450      | SH | 76,450      |           |        |
| VULCAN MATLS CO      | COM        | 92916010 | 132,380    | 2,782,853   | SH | 2,774,667   | 8,186     |        |
| W HLDG CO INC        | COM        | 92925110 | 22,627     | 1,215,853   | SH | 1,215,853   |           |        |
| W P CAREY & CO LLC   | COM        | 92930Y10 | 1,150      | 37,667      | SH | 35,518      |           | 2,     |
| WABASH NATL CORP     | COM        | 92956610 | 23,212     | 792,202     | SH | 792,102     | 100       |        |
| WABTEC CORP          | COM        | 92974010 | 9,601      | 563,442     | SH | 563,442     |           |        |
| WACHOVIA CORP 2ND NE | COM        | 92990310 | 1,818,436  | 39,030,616  | SH | 38,540,300  | 357,375   | 132,   |
| WADDELL & REED FINL  | CL A       | 93005910 | 24,323     | 1,036,774   | SH | 1,030,588   | 3,010     | 3,     |
| WAL MART STORES INC  | COM        | 93114210 | 5,876,734  | 110,777,269 | SH | 108,004,902 | 1,755,029 | 1,017, |
| WALGREEN CO          | COM        | 93142210 | 1,032,825  | 28,389,916  | SH | 26,772,907  | 1,011,251 | 605,   |
| WALTER INDS INC      | COM        | 93317Q10 | 7,120      | 533,315     | SH | 533,315     |           |        |
| WARNACO GROUP INC    | COM NEW    | 93439040 | 9,263      | 580,732     | SH | 580,332     | 400       |        |
| WARWICK CMNTY BANCOR | COM        | 93655910 | 1,933      | 56,187      | SH | 54,387      | 1,800     |        |
| WARWICK VALLEY TEL C | COM        | 93675010 | 2,429      | 82,100      | SH | 82,100      |           |        |
| WASHINGTON FED INC   | COM        | 93882410 | 32,070     | 1,130,024   | SH | 1,122,662   | 2,222     | 5,     |
| WASHINGTON GROUP INT | COM NEW    | 93886220 | 12,960     | 381,505     | SH | 381,505     |           |        |
| WASHINGTON MUT INC   | COM        | 93932210 | 1,055,236  | 26,301,985  | SH | 26,223,460  | 75,246    | 3,     |
| WASHINGTON POST CO   | CL B       | 93964010 | 84,223     | 106,423     | SH | 100,019     | 2,638     | 3,     |
| WASHINGTON REAL ESTA | SH BEN INT | 93965310 | 24,941     | 854,147     | SH | 854,147     |           |        |
| WASHINGTON TR BANCOR | COM        | 94061010 | 5,635      | 215,074     | SH | 215,074     |           |        |
| WASTE CONNECTIONS IN | COM        | 94105310 | 19,094     | 505,536     | SH | 505,336     | 100       |        |
| WASTE MGMT INC DEL   | COM        | 94106L10 | 595,454    | 20,116,680  | SH | 16,567,918  | 3,547,430 | 1,     |
| WATCHGUARD TECHNOLOG | COM        | 94110510 | 3,008      | 516,759     | SH | 516,759     |           |        |
| WATERS CORP          | COM        | 94184810 | 116,363    | 3,509,123   | SH | 3,505,333   | 3,690     |        |
| Page Total           |            |          | 11,313,469 |             |    |             |           |        |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETIO |                   |         |
|----------------------|----------------|----------|-----------------|-----------------|---------------|----------------------|-------------------|---------|
|                      |                |          |                 |                 |               | SOLE                 | SHARED AS DEFINED | SHA OTH |
| WATSCO INC           | COM            | 94262220 | 9,202           | 404,844         | SH            | 404,844              |                   |         |
| WATSON PHARMACEUTICA | COM            | 94268310 | 151,339         | 3,289,974       | SH            | 3,278,855            | 10,019            | 1,      |
| WATSON WYATT & CO HL | CL A           | 94271210 | 14,504          | 600,565         | SH            | 600,565              |                   |         |
| WATTS WATER TECHNOLO | CL A           | 94274910 | 4,682           | 210,888         | SH            | 210,613              | 275               |         |
| WAUSAU-MOSINEE PAPER | COM            | 94331510 | 11,327          | 837,809         | SH            | 837,509              | 300               |         |

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|                      |            |          |           |            |    |            |           |      |
|----------------------|------------|----------|-----------|------------|----|------------|-----------|------|
| WAYNE BANCORP INC OH | COM        | 94429310 | 2,334     | 86,653     | SH | 86,653     |           |      |
| WAYPOINT FINL CORP   | COM        | 94675610 | 11,686    | 538,793    | SH | 538,793    |           |      |
| WCI CMNTYS INC       | COM        | 92923C10 | 6,462     | 313,548    | SH | 313,548    |           |      |
| WD-40 CO             | COM        | 92923610 | 10,760    | 304,289    | SH | 304,189    | 100       |      |
| WEATHERFORD INTERNAT | COM        | G9508910 | 26,957    | 748,819    | SH | 742,884    | 4,985     |      |
| WEBEX COMMUNICATIONS | COM        | 94767L10 | 15,758    | 782,423    | SH | 782,423    |           |      |
| WEBMD CORP           | COM        | 94769M10 | 28,697    | 3,192,073  | SH | 3,181,123  | 10,750    |      |
| WEBMETHODS INC       | COM        | 94768C10 | 7,683     | 844,245    | SH | 844,245    |           |      |
| WEBSENSE INC         | COM        | 94768410 | 14,311    | 488,937    | SH | 488,437    | 500       |      |
| WEBSTER FINL CORP CO | COM        | 94789010 | 35,215    | 767,888    | SH | 759,079    | 8,555     |      |
| WEIGHT WATCHERS INTL | COM        | 94862610 | 19,942    | 519,724    | SH | 496,649    | 13,975    | 9,   |
| WEINGARTEN RLTY INVS | SH BEN INT | 94874110 | 32,784    | 739,205    | SH | 739,205    |           |      |
| WEIS MKTS INC        | COM        | 94884910 | 7,377     | 203,222    | SH | 203,022    | 200       |      |
| WELLCHOICE INC       | COM        | 94947510 | 13,448    | 389,808    | SH | 389,748    | 60        |      |
| WELLMAN INC          | COM        | 94970210 | 5,680     | 556,332    | SH | 556,332    |           |      |
| WELLPOINT HEALTH NET | COM        | 94973H10 | 429,474   | 4,428,023  | SH | 4,414,067  | 10,680    | 3,   |
| WELLS FARGO & CO NEW | COM        | 94974610 | 2,945,562 | 50,018,039 | SH | 48,159,637 | 1,278,024 | 580, |
| WELLSFORD REAL PPTYS | COM NEW    | 95024020 | 258       | 13,876     | SH | 13,876     |           |      |
| WENDYS INTL INC      | COM        | 95059010 | 124,121   | 3,163,130  | SH | 3,156,000  | 7,130     |      |
| WERNER ENTERPRISES I | COM        | 95075510 | 16,516    | 847,388    | SH | 846,528    | 110       |      |
| WESBANCO INC         | COM        | 95081010 | 10,699    | 386,820    | SH | 383,420    | 3,400     |      |
| WESCO FINL CORP      | COM        | 95081710 | 11,941    | 33,922     | SH | 33,272     | 100       |      |
| WESCO INTL INC       | COM        | 95082P10 | 2,503     | 282,839    | SH | 282,839    |           |      |
| WEST BANCORPORATION  | CAP STK    | 95123P10 | 4,249     | 245,897    | SH | 245,897    |           |      |
| WEST COAST BANCORP O | COM        | 95214510 | 7,164     | 336,976    | SH | 336,976    |           |      |
| WEST CORP            | COM        | 95235510 | 6,032     | 259,666    | SH | 259,666    |           |      |
| WEST MARINE INC      | COM        | 95423510 | 5,261     | 191,326    | SH | 190,826    |           |      |
| WEST PHARMACEUTICAL  | COM        | 95530610 | 6,748     | 199,049    | SH | 199,049    |           |      |
| WESTAMERICA BANCORPO | COM        | 95709010 | 23,908    | 480,269    | SH | 479,169    | 1,100     |      |
| WESTAR ENERGY INC    | COM        | 95709T10 | 34,446    | 1,701,026  | SH | 1,693,326  | 7,500     |      |
| WESTBANK CORP        | COM        | 95711610 | 454       | 24,879     | SH | 7,245      | 17,634    |      |
| WESTCORP INC         | COM        | 95790710 | 10,180    | 278,525    | SH | 278,525    |           |      |
| WESTELL TECHNOLOGIES | CL A       | 95754110 | 8,178     | 1,296,033  | SH | 1,296,033  |           |      |
| WESTERN DIGITAL CORP | COM        | 95810210 | 24,411    | 2,070,511  | SH | 2,060,311  | 10,200    |      |
| WESTERN GAS RES INC  | COM        | 95825910 | 14,461    | 306,047    | SH | 305,747    | 300       |      |
| WESTERN SIERRA BANCO | COM        | 95952210 | 2,711     | 57,673     | SH | 57,673     |           |      |
| WESTERN WIRELESS COR | CL A       | 95988E20 | 21,423    | 1,166,852  | SH | 1,162,452  | 4,300     |      |
| WESTFIELD FINANCIAL  | COM        | 96008D10 | 1,574     | 66,242     | SH | 66,242     |           |      |
| WESTMORELAND COAL CO | COM        | 96087810 | 1,708     | 97,577     | SH | 97,577     |           |      |
| WESTPAC BKG CORP     | SPONSORED  | 96121430 | 1,251     | 20,697     | SH | 20,697     |           |      |
| WESTPORT RES CORP NE | COM        | 96141810 | 13,108    | 438,992    | SH | 438,212    | 780       |      |
| WESTWOOD ONE INC     | COM        | 96181510 | 50,637    | 1,480,188  | SH | 1,463,404  | 14,623    | 2,   |
| WET SEAL INC         | CL A       | 96184010 | 3,880     | 392,316    | SH | 392,316    |           |      |
| WEYCO GROUP INC      | COM        | 96214910 | 1,608     | 47,791     | SH | 47,791     |           |      |
| WEYERHAEUSER CO      | COM        | 96216610 | 390,659   | 6,104,045  | SH | 6,068,154  | 18,131    | 17,  |
| WFS FINL INC         | COM        | 92923B10 | 11,592    | 273,015    | SH | 273,015    |           |      |
| Page Total           |            |          | 4,616,865 |            |    |            |           |      |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | OR AMT | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION |                   |         |
|----------------|----------------|-------|-----------------|-------------|--------|-------------------|-----------------------|-------------------|---------|
|                |                |       |                 |             |        |                   | SOLE                  | SHARED AS DEFINED | SHA OTH |

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|                      |            |          |           |            |    |            |            |       |
|----------------------|------------|----------|-----------|------------|----|------------|------------|-------|
| WGL HLDGS INC        | COM        | 92924F10 | 18,364    | 660,824    | SH | 657,504    | 3,000      | 3     |
| W-H ENERGY SVCS INC  | COM        | 92925E10 | 6,211     | 383,377    | SH | 383,377    |            |       |
| WHIRLPOOL CORP       | COM        | 96332010 | 136,137   | 1,873,868  | SH | 1,832,723  | 28,245     | 12,9  |
| WHITE ELECTR DESIGNS | COM        | 96380110 | 4,022     | 457,018    | SH | 457,018    |            |       |
| WHITE MTNS INS GROUP | COM        | G9618E10 | 5,530     | 12,022     | SH | 12,002     | 20         |       |
| WHITEHALL JEWELLERS  | COM        | 96506310 | 1,669     | 169,093    | SH | 169,093    |            |       |
| WHITNEY HLDG CORP    | COM        | 96661210 | 16,352    | 398,929    | SH | 395,905    | 756        | 2,2   |
| WHOLE FOODS MKT INC  | COM        | 96683710 | 52,368    | 780,091    | SH | 774,341    | 4,310      | 1,4   |
| WILD OATS MARKETS IN | COM        | 96808B10 | 5,690     | 440,047    | SH | 440,047    |            |       |
| WILEY JOHN & SONS IN | CL A       | 96822320 | 20,236    | 777,397    | SH | 532,812    | 226,085    | 18,5  |
| WILLIAMS CLAYTON ENE | COM        | 96949010 | 2,238     | 77,365     | SH | 77,365     |            |       |
| WILLIAMS COS INC DEL | COM        | 96945710 | 149,746   | 15,249,079 | SH | 15,188,516 | 58,648     | 1,9   |
| WILLIAMS SONOMA INC  | COM        | 96990410 | 47,807    | 1,374,957  | SH | 1,369,562  | 2,040      | 3,3   |
| WILLIS GROUP HOLDING | SHS        | G9665510 | 801       | 23,514     | SH | 23,514     |            |       |
| WILLOW GROVE BANCORP | COM        | 97111W10 | 2,982     | 167,886    | SH | 167,386    | 500        |       |
| WILMINGTON TRUST COR | COM        | 97180710 | 30,744    | 854,003    | SH | 847,743    | 5,660      | 6     |
| WILSON GREATBATCH TE | COM        | 97223210 | 21,266    | 503,108    | SH | 503,108    |            |       |
| WILSONS THE LEATHER  | COM        | 97246310 | 816       | 235,888    | SH | 235,888    |            |       |
| WIND RIVER SYSTEMS I | COM        | 97314910 | 14,144    | 1,614,653  | SH | 1,614,553  |            | 1     |
| WINN DIXIE STORES IN | COM        | 97428010 | 37,931    | 3,812,130  | SH | 3,802,970  | 9,060      | 1     |
| WINNEBAGO INDS INC   | COM        | 97463710 | 24,286    | 353,247    | SH | 352,747    | 500        |       |
| WINSTON HOTELS INC   | COM        | 97563A10 | 4,777     | 468,327    | SH | 468,327    |            |       |
| WINTRUST FINANCIAL C | COM        | 97650W10 | 17,357    | 384,864    | SH | 383,399    | 100        | 1,3   |
| WIPRO LTD            | SPON ADR 1 | 97651M10 | 533       | 11,049     | SH | 11,049     |            |       |
| WIRELESS FACILITIES  | COM        | 97653A10 | 9,120     | 613,739    | SH | 610,959    | 2,780      |       |
| WISCONSIN ENERGY COR | COM        | 97665710 | 58,230    | 1,740,810  | SH | 1,726,706  | 10,211     | 3,8   |
| WITNESS SYS INC      | COM        | 97742410 | 460       | 49,641     | SH | 46,641     | 3,000      |       |
| WJ COMMUNICATIONS IN | COM        | 92928410 | 223       | 44,226     | SH | 44,226     |            |       |
| WMC RES LTD          | SPONSORED  | 92928R10 | 205       | 11,999     | SH | 11,999     |            |       |
| WMS INDS INC         | COM        | 92929710 | 11,592    | 442,458    | SH | 442,458    |            |       |
| WOLVERINE WORLD WIDE | COM        | 97809710 | 21,347    | 1,047,427  | SH | 1,046,151  | 1,276      |       |
| WOODHEAD INDS INC    | COM        | 97943810 | 3,236     | 191,489    | SH | 191,489    |            |       |
| WOODWARD GOVERNOR CO | COM        | 98074510 | 10,907    | 191,916    | SH | 191,916    |            |       |
| WORLD ACCEP CORP DEL | COM        | 98141910 | 4,699     | 236,267    | SH | 236,267    |            |       |
| WORLD FUEL SVCS CORP | COM        | 98147510 | 6,451     | 190,018    | SH | 189,568    | 300        | 1     |
| WORLD WRESTLING ENTM | CL A       | 98156Q10 | 2,767     | 211,186    | SH | 208,786    | 2,400      |       |
| WORTHINGTON INDS INC | COM        | 98181110 | 41,412    | 2,296,833  | SH | 2,282,888  | 11,945     | 2,0   |
| WPP GROUP PLC        | SPON ADR N | 92930930 | 5,286     | 107,223    | SH | 107,223    |            |       |
| WPS RESOURCES CORP   | COM        | 92931B10 | 21,427    | 463,489    | SH | 460,429    | 2,940      | 1     |
| WRIGHT MED GROUP INC | COM        | 98235T10 | 14,807    | 487,087    | SH | 485,587    | 1,500      |       |
| WRIGLEY WM JR CO     | COM        | 98252610 | 296,573   | 5,276,164  | SH | 5,253,690  | 17,274     | 5,2   |
| WSFS FINL CORP       | COM        | 92932810 | 5,204     | 116,038    | SH | 116,038    |            |       |
| WYETH                | COM        | 98302410 | 1,543,661 | 36,364,210 | SH | 35,014,643 | 797,244    | 552,3 |
| WYNN RESORTS LTD     | COM        | 98313410 | 8,365     | 298,660    | SH | 298,660    |            |       |
| XCEL ENERGY INC      | COM        | 98389B10 | 198,575   | 11,694,663 | SH | 11,644,684 | 48,208     | 1,7   |
| XEROX CORP           | COM        | 98412110 | 674,160   | 48,852,153 | SH | 22,404,969 | 26,446,484 | 7     |
| XICOR INC            | COM        | 98490310 | 4,844     | 423,777    | SH | 423,677    |            | 1     |
| XILINX INC           | COM        | 98391910 | 393,091   | 10,175,794 | SH | 10,124,294 | 39,480     | 12,0  |
| XL CAP LTD           | CL A       | G9825510 | 203,386   | 2,622,649  | SH | 2,622,649  |            |       |
| XM SATELLITE RADIO H | CL A       | 98375910 | 28,954    | 1,101,333  | SH | 1,099,813  | 1,420      | 1     |
| XOMA LTD             | ORD        | G9825R10 | 833       | 126,165    | SH | 126,165    |            |       |
| Page Total           |            |          | 4,191,822 |            |    |            |            |       |

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| NAME OF ISSUER       | TITLE OF CLASS | CUSIP    | VALUE<br>(x\$1000) | SHRS<br>PRN | OR<br>AMT | SH/<br>PRN | PUT/<br>CALL | INVESTMENT DISCRETION |                      |
|----------------------|----------------|----------|--------------------|-------------|-----------|------------|--------------|-----------------------|----------------------|
|                      |                |          |                    |             |           |            |              | SOLE                  | SHARED AS<br>DEFINED |
| X-RITE INC           | COM            | 98385710 | 4,069              | 359,467     |           | SH         |              | 359,467               |                      |
| XTO ENERGY INC       | COM            | 98385X10 | 86,511             | 3,056,934   |           | SH         |              | 3,048,095             | 5,531                |
| YADKIN VY BK&TR CO E | COM            | 98430810 | 2,047              | 119,681     |           | SH         |              | 119,681               |                      |
| YAHOO INC            | COM            | 98433210 | 764,288            | 16,972,872  |           | SH         |              | 16,938,101            | 32,991               |
| YANKEE CANDLE INC    | COM            | 98475710 | 14,460             | 529,096     |           | SH         |              | 528,330               | 600                  |
| YARDVILLE NATL BANCO | COM            | 98502110 | 3,459              | 134,386     |           | SH         |              | 134,386               |                      |
| YELLOW ROADWAY CORP  | COM            | 98557710 | 30,561             | 844,927     |           | SH         |              | 724,487               | 120,000              |
| YORK INTL CORP NEW   | COM            | 98667010 | 36,283             | 985,939     |           | SH         |              | 982,689               | 3,050                |
| YOUNG BROADCASTING I | CL A           | 98743410 | 4,503              | 224,702     |           | SH         |              | 224,702               |                      |
| YOUNG INNOVATIONS IN | COM            | 98752010 | 2,555              | 70,959      |           | SH         |              | 70,959                |                      |
| YUM BRANDS INC       | COM            | 98849810 | 374,696            | 10,892,340  |           | SH         |              | 10,848,869            | 37,451               |
| ZALE CORP NEW        | COM            | 98885810 | 56,576             | 1,063,452   |           | SH         |              | 1,062,852             | 400                  |
| ZEBRA TECHNOLOGIES C | CL A           | 98920710 | 39,387             | 593,452     |           | SH         |              | 592,097               | 1,055                |
| ZENITH NATL INS CORP | COM            | 98939010 | 5,785              | 177,712     |           | SH         |              | 177,212               | 500                  |
| ZHONE TECHNOLOGIES I | COM            | 98950P10 | 2,614              | 529,081     |           | SH         |              | 528,581               | 500                  |
| ZIMMER HLDGS INC     | COM            | 98956P10 | 464,306            | 6,595,259   |           | SH         |              | 6,434,056             | 86,599               |
| ZIONS BANCORPORATION | COM            | 98970110 | 147,321            | 2,401,718   |           | SH         |              | 2,397,578             | 3,940                |
| ZIX CORP             | COM            | 98974P10 | 461                | 53,065      |           | SH         |              | 53,065                |                      |
| ZOLL MED CORP        | COM            | 98992210 | 5,077              | 143,430     |           | SH         |              | 143,430               |                      |
| ZORAN CORP           | COM            | 98975F10 | 12,706             | 730,647     |           | SH         |              | 730,547               | 100                  |
| ZYGO CORP            | COM            | 98985510 | 4,139              | 250,998     |           | SH         |              | 250,998               |                      |
| ZYMOGENETICS INC     | COM            | 98985T10 | 3,740              | 241,301     |           | SH         |              | 241,301               |                      |
| Page Total           |                |          | 2,065,545          |             |           |            |              |                       |                      |
| Grand Total          |                |          | 408,489,862        |             |           |            |              |                       |                      |
| TOTAL MARKET VALUE   |                |          | 408,489,862        |             |           |            |              |                       |                      |

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