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STATE STREET CORP  
Form 13F-HR  
April 25, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for Calendar Year or Quarter Ended: MARCH 31, 2013

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

Institutional Investment Manager filing this report:

Name: STATE STREET CORPORATION  
Address: ONE LINCOLN STREET  
BOSTON, MASSACHUSETTS 02111

Form 13F File Number: 28-00399

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

Person signing this report on behalf of the reporting manager:

Name: JAMES J. MALERBA  
Title: EXECUTIVE VICE PRESIDENT AND CORPORATE CONTROLLER  
Telephone: 617-664-8697

Signature, Place, and Date of Signing:

/s/ James J. Malerba	Boston, Massachusetts	April 23, 2013
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[Signature]	[City, State]	[Date]

Report Type (Check only one):

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

FORM 13F SUMMARY PAGE

REPORT SUMMARY:

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Number of Other Included Managers: 10  
 Form 13F Information Table Entry Total: 3,609  
 Form 13F Information Table Value Total: 746,559,422 (thousands)

List of Other Included Managers:

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

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

FORM 13F		
FILE		
NO.	NUMBER	NAME
1	28-00733	State Street Bank and Trust Company
2	28-11338	SSgA Funds Management, Inc.
5	28-11326	State Street Global Advisors LTD
6	28-11327	State Street Global Advisors Ltd.
8	28-11330	State Street Global Advisors, Australia
10	28-11332	State Street Global Advisors (Japan) Co., Ltd.
12	28-11331	State Street Global Advisors Asia LTD
13	28-11334	State Street Global Advisors GmbH
18	28-13812	State Street Global Advisors France, S.A.
19	28-14459	State Street Global Advisors Ireland Limited

FORM 13F INFORMATION TABLE AS OF 3/29/2013

ISSUER	CLASS	CUSIP	VALUE	SHS/PRN VAL	SH/ PUT/ PRN CALL	DISCRETION	MANAGERS
ADOBE SYSTEMS INC	Common equity shares	00724F101	842360	19360024	SH	DEFINED	1,2,5,6,8,10,
AGILENT TECHNOLOGIES INC	Common equity shares	00846U101	563917	13436225	SH	DEFINED	1,2,5,6,8,10,
ANALOG DEVICES	Common Stock	032654105	576858	12408179	SH	DEFINED	1,2,5,6,8,10,
AON PLC	Common equity shares	G0408V102	943828	15346845	SH	DEFINED	1,2,5,6,8,10, 18
APOLLO GROUP INC - CL A	Common equity shares	037604105	66909	3847463	SH	DEFINED	1,2,5,6,8,10,
BB&T CORP	Common equity shares	054937107	968907	30866877	SH	DEFINED	1,2,5,6,8,10,
CARDINAL HEALTH INC	Common equity shares	14149Y108	767584	18442548	SH	DEFINED	1,2,5,6,8,10,
CARMAX INC	Common equity shares	143130102	367069	8802531	SH	DEFINED	1,2,5,6,8,10,
CATERPILLAR INC	Common equity shares	149123101	6049339	69556670	SH	DEFINED	1,2,5,6,8,10,
CHUBB CORP	Common equity shares	171232101	1104471	12618223	SH	DEFINED	1,2,5,6,8,10, 18
CIENA CORP	Common equity shares	171779309	58203	3635296	SH	DEFINED	1,2,5,6,8,12,
COMPUWARE CORP	Common equity						

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CONAGRA FOODS INC	shares	205638109	77715	6216338	SH	DEFINED	1,2,5,6,8,12
DANAHER CORP	Common equity shares	205887102	862389	24082535	SH	DEFINED	1,2,5,6,8,10,18
DARDEN RESTAURANTS INC	Common equity shares	235851102	1407781	22651283	SH	DEFINED	1,2,5,6,8,10,18
DEAN FOODS CO	Common equity shares	237194105	270607	5236264	SH	DEFINED	1,2,5,6,8,10,18
DELL INC	Common equity shares	242370104	135619	7480282	SH	DEFINED	1,2,5,6,8,10,18
DONNELLEY (R R) & SONS CO	Common Stock	24702R101	869731	60692744	SH	DEFINED	1,2,5,6,8,10,18
EATON CORP PLC	Common equity shares	257867101	66461	5515419	SH	DEFINED	1,2,5,6,8,10,18
DISH NETWORK CORP	Common equity shares	G29183103	1122287	18323112	SH	DEFINED	1,2,5,6,8,10,18
ECOLAB INC	Common equity shares	25470M109	133834	3531214	SH	DEFINED	1,2,5,6,8,10,18
FIRSTENERGY CORP	Common equity shares	278865100	984127	12274005	SH	DEFINED	1,2,5,6,8,10,18
FOOT LOCKER INC	Common equity shares	337932107	1376864	32627130	SH	DEFINED	1,2,5,6,8,10,19
FORD MOTOR CO	Common equity shares	344849104	162394	4742965	SH	DEFINED	1,2,5,6,8,12,18
INTEL CORP	Common equity shares	345370860	2009441	152808701	SH	DEFINED	1,2,5,6,8,10,18
LIFE TECHNOLOGIES CORP	Common equity shares	458140100	4435132	202981044	SH	DEFINED	1,2,5,6,8,10,18,19
KELLOGG CO	Common equity shares	53217V109	471010	7287861	SH	DEFINED	1,2,5,6,8,10,18
KROGER CO	Common equity shares	487836108	670579	10407931	SH	DEFINED	1,2,5,6,8,10,18
LEGG MASON INC	Common equity shares	501044101	758520	22888161	SH	DEFINED	1,2,5,6,8,10,18
LINEAR TECHNOLOGY CORP	Common equity shares	524901105	169359	5267649	SH	DEFINED	1,2,5,6,8,10,18
LOWE`S COMPANIES INC	Common equity shares	535678106	548263	14288836	SH	DEFINED	1,2,5,6,8,10,18
MANPOWERGROUP	Common equity shares	548661107	1822778	48069087	SH	DEFINED	1,2,5,6,8,10,19
MARATHON OIL CORP	Common equity shares	56418H100	145245	2560601	SH	DEFINED	1,2,5,6,8,10,18
MARVELL TECHNOLOGY GROUP LTD	Common equity shares	565849106	1042438	30914659	SH	DEFINED	1,2,5,6,8,10,18
MAXIM INTEGRATED PRODUCTS	Common Stock	G5876H105	99065	9363513	SH	DEFINED	1,2,5,6,8,10,18
MCDONALD`S CORP	Common equity shares	57772K101	194955	5970992	SH	DEFINED	1,2,5,6,8,10,18
MEDTRONIC INC	Common equity shares	580135101	4804681	48196226	SH	DEFINED	1,2,5,6,8,10,18
MICROCHIP TECHNOLOGY INC	Common equity shares	585055106	2121825	45183749	SH	DEFINED	1,2,5,6,8,10,18
MONSANTO CO	Common equity shares	595017104	296625	8069438	SH	DEFINED	1,2,5,6,8,10,18
MOTOROLA SOLUTIONS INC	Common equity shares	61166W101	2453976	23231808	SH	DEFINED	1,2,5,6,8,10,18
NEW YORK CMNTY BANCORP INC	Common equity shares	620076307	694320	10843666	SH	DEFINED	1,2,5,6,8,10,18
NEW YORK TIMES CO - CL A	Common equity shares	649445103	266769	18589783	SH	DEFINED	1,2,5,6,8,10,18
	Common equity shares	650111107	45436	4636434	SH	DEFINED	1,2,5,6,8,12

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NORTHROP GRUMMAN CORP	Common equity shares	666807102	1855409	26449467	SH	DEFINED	1,2,5,6,8,10,18,19
NVIDIA CORP	Common equity shares	670666G104	329994	25739977	SH	DEFINED	1,2,5,6,8,10,
OLD REPUBLIC INTL CORP	Common equity shares	680223104	235592	18536056	SH	DEFINED	1,2,5,6,8,10,
OMNICARE INC	Common equity shares	681904108	158772	3899262	SH	DEFINED	1,2,5,6,8,10,
PATTERSON COMPANIES INC	Common equity shares	703395103	151028	3970473	SH	DEFINED	1,2,5,6,8,10,
PEPCO HOLDINGS INC	Common equity shares	713291102	260841	12188468	SH	DEFINED	1,2,5,6,8,10,
PETSMART INC	Common equity shares	716768106	290314	4674890	SH	DEFINED	1,2,5,6,8,10,18
PIONEER NATURAL RESOURCES CO	Common equity shares	723787107	771706	6210899	SH	DEFINED	1,2,5,6,8,10,
RADIAN GROUP INC	Common equity shares	750236101	32546	3038740	SH	DEFINED	1,2,5,6,8
RENAISSANCERE HOLDINGS LTD	Common equity shares	G7496G103	104284	1133586	SH	DEFINED	1,2,5,6,8,10,
REPUBLIC SERVICES INC	Common equity shares	760759100	414136	12549416	SH	DEFINED	1,2,5,6,8,10,18
ROSS STORES INC	Common equity shares	778296103	556807	9185190	SH	DEFINED	1,2,5,6,8,10,
SANDISK CORP	Common equity shares	80004C101	552536	10045472	SH	DEFINED	1,2,5,6,8,10,18
SCANA CORP	Common equity shares	80589M102	339442	6635002	SH	DEFINED	1,2,5,6,8,10,
SPX CORP	Common equity shares	784635104	120680	1528470	SH	DEFINED	1,2,5,6,8,10,
SYNOPSIS INC	Common equity shares	871607107	192701	5370806	SH	DEFINED	1,2,5,6,8,10,18
TCF FINANCIAL CORP	Common equity shares	872275102	148566	9930691	SH	DEFINED	1,2,5,6,8,12,
TELEPHONE & DATA SYSTEMS INC	Common equity shares	879433829	131844	6257443	SH	DEFINED	1,2,5,6,8,10,
3M CO	Common equity shares	88579Y101	5406334	50854442	SH	DEFINED	1,2,5,6,8,10,
ABBOTT LABORATORIES	Common equity shares	002824100	2335782	66132157	SH	DEFINED	1,2,5,6,8,10,
ACCENTURE PLC	Common equity shares	G1151C101	1883112	24787582	SH	DEFINED	1,2,5,6,8,10,
AES CORP	Common equity shares	00130H105	390058	31030927	SH	DEFINED	1,2,5,6,8,10,
AMERICAN INTERNATIONAL GROUP	Common equity shares	026874784	2407972	62029019	SH	DEFINED	1,2,5,6,8,10,
ANADARKO PETROLEUM CORP	Common equity shares	032511107	1875672	21448452	SH	DEFINED	1,2,5,6,8,10,
ARCHER-DANIELS-MIDLAND CO	Common equity shares	039483102	1146731	33997439	SH	DEFINED	1,2,5,6,8,10,18
AUTOZONE INC	Common equity shares	053332102	581745	1466187	SH	DEFINED	1,2,5,6,8,10,
BALL CORP	Common equity shares	058498106	331468	6966350	SH	DEFINED	1,2,5,6,8,10,
BANK OF AMERICA CORP	Common equity shares	060505104	5552918	455904347	SH	DEFINED	1,2,5,6,8,10,18
BANK OF NEW YORK MELLON CORP	Common equity shares	064058100	1402137	50094336	SH	DEFINED	1,2,5,6,8,10,19
BED BATH & BEYOND INC	Common equity shares	075896100	689977	10710586	SH	DEFINED	1,2,5,6,8,10,
BOEING CO	Common equity						

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	shares	097023105	2762950	32183405	SH	DEFINED	1,2,5,6,8,10,
BOSTON PROPERTIES INC	Real Estate Investment Trust						
	Trust	101121101	638885	6321781	SH	DEFINED	1,2,5,6,8,10,
CABLEVISION SYS CORP -CL A	Common equity shares	12686C109	141318	9446923	SH	DEFINED	1,2,5,6,8,10,
CAREER EDUCATION CORP	Common equity shares	141665109	2731	1152355	SH	DEFINED	1,2,5,6,8
CINCINNATI FINANCIAL CORP	Common equity shares	172062101	503209	10663423	SH	DEFINED	1,2,5,6,8,10,
CITIGROUP INC	Common equity shares	172967424	5455134	123307919	SH	DEFINED	1,2,5,6,8,10,18
CLOROX CO/DE	Common equity shares	189054109	744541	8409930	SH	DEFINED	1,2,5,6,8,10,18
COACH INC	Common equity shares	189754104	615583	12314005	SH	DEFINED	1,2,5,6,8,10,
COMPUTER SCIENCES CORP	Common equity shares	205363104	310493	6306963	SH	DEFINED	1,2,5,6,8,10,18
CONVERGYS CORP	Common equity shares	212485106	67105	3940344	SH	DEFINED	1,2,5,6,8,12,
DISNEY (WALT) CO	Common equity shares	254687106	4217976	74260262	SH	DEFINED	1,2,5,6,8,10,
DST SYSTEMS INC	Common equity shares	233326107	64741	908444	SH	DEFINED	1,2,5,6,8,12,
DTE ENERGY CO	Common equity shares	233331107	602086	8810104	SH	DEFINED	1,2,5,6,8,10,18
DUN & BRADSTREET CORP	Common equity shares	26483E100	166768	1993730	SH	DEFINED	1,2,5,6,8,10,
EVEREST RE GROUP LTD	Common equity shares	G3223R108	252048	1940876	SH	DEFINED	1,2,5,6,8,10,
EXPRESS SCRIPTS HOLDING CO	Common equity shares	30219G108	1875655	32534979	SH	DEFINED	1,2,5,6,8,10,18
FIRST HORIZON NATIONAL CORP	Common equity shares	320517105	175342	16418511	SH	DEFINED	1,2,5,6,8,10,
FLEXTRONICS INTERNATIONAL	Common equity shares	Y2573F102	53660	7937544	SH	DEFINED	1,2,5,8,10,12
FLUOR CORP	Common equity shares	343412102	442941	6677790	SH	DEFINED	1,2,5,6,8,10,
BEAM INC	Common Stock	073730103	415942	6546087	SH	DEFINED	1,2,5,6,8,10,18
GENUINE PARTS CO	Common equity shares	372460105	684727	8778641	SH	DEFINED	1,2,5,6,8,10,
GOLDMAN SACHS GROUP INC	Common equity shares	38141G104	2772138	18838793	SH	DEFINED	1,2,5,6,8,10,
HARTFORD FINANCIAL SERVICES	Common equity shares	416515104	660560	25602769	SH	DEFINED	1,2,5,6,8,10,19
HEALTH MANAGEMENT ASSOC	Common equity shares	421933102	96856	7525545	SH	DEFINED	1,2,5,6,8,12,
HERSHEY CO	Common equity shares	427866108	677746	7743009	SH	DEFINED	1,2,5,6,8,10,18
HOME DEPOT INC	Common equity shares	437076102	4758180	68188295	SH	DEFINED	1,2,5,6,8,10,18
HOST HOTELS & RESORTS INC	Real Estate Investment Trust	44107P104	519674	29712682	SH	DEFINED	1,2,5,6,8,10,18
ILLINOIS TOOL WORKS	Common equity shares	452308109	1145587	18798727	SH	DEFINED	1,2,5,6,8,10,
INTL FLAVORS & FRAGRANCES	Common equity shares	459506101	286324	3734462	SH	DEFINED	1,2,5,6,8,10,19
INTUIT INC	Common equity shares	461202103	747730	11389482	SH	DEFINED	1,2,5,6,8,10,18

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ISTAR FINANCIAL INC	Real Estate Investment Trust	45031U101	18702	1717360	SH	DEFINED	1, 2, 5, 6, 8
JABIL CIRCUIT INC	Common equity shares	466313103	124518	6737924	SH	DEFINED	1, 2, 5, 6, 8, 10,
JOHNSON CONTROLS INC	Common equity shares	478366107	909569	25935717	SH	DEFINED	1, 2, 5, 6, 8, 10,
JONES GROUP INC	Common equity shares	48020T101	20904	1643324	SH	DEFINED	1, 2, 5, 6, 8, 17,
JPMORGAN CHASE & CO	Common equity shares	46625H100	7875354	165936636	SH	DEFINED	1, 2, 5, 6, 8, 10,
LABORATORY CP OF AMER HLDGS	Common equity shares	50540R409	359224	3982749	SH	DEFINED	18, 19
LAUDER (ESTEE) COS INC--CL A	Common equity shares	518439104	608014	9495779	SH	DEFINED	1, 2, 5, 6, 8, 10,
LILLY (ELI) & CO	Common equity shares	532457108	2558993	45060556	SH	DEFINED	1, 2, 5, 6, 8, 10,
L BRANDS INC	Common equity shares	501797104	436317	9769592	SH	DEFINED	18, 19
MCCORMICK & CO INC	Common equity shares	579780206	564534	7675579	SH	DEFINED	1, 2, 5, 6, 8, 10,
MOODY`S CORP	Common equity shares	615369105	416779	7816703	SH	DEFINED	1, 2, 5, 6, 8, 10,
AFLAC INC	Common equity shares	001055102	1160918	22316843	SH	DEFINED	1, 2, 5, 6, 8, 10,
AIR PRODUCTS & CHEMICALS INC	Common equity shares	009158106	956374	10977720	SH	DEFINED	1, 2, 5, 6, 8, 10,
AMERICAN EXPRESS CO	Common equity shares	025816109	3025893	44854693	SH	DEFINED	1, 2, 5, 6, 8, 10,
AMERISOURCEBERGEN CORP	Common equity shares	03073E105	504006	9796188	SH	DEFINED	1, 2, 5, 6, 8, 10,
AMGEN INC	Common equity shares	031162100	3301307	32204697	SH	DEFINED	18
APACHE CORP	Common equity shares	037411105	1300254	16851290	SH	DEFINED	1, 2, 5, 6, 8, 10,
APARTMENT INVST & MGMT CO	Real Estate Investment Trust	03748R101	176732	5764412	SH	DEFINED	1, 2, 5, 6, 8, 10,
AVERY DENNISON CORP	Common equity shares	053611109	192090	4459862	SH	DEFINED	1, 2, 5, 6, 8, 10,
AVON PRODUCTS	Common equity shares	054303102	366867	17697355	SH	DEFINED	18
BIOGEN IDEC INC	Common equity shares	09062X103	2045195	10601839	SH	DEFINED	1, 2, 5, 6, 8, 10,
BLOCK H & R INC	Common equity shares	093671105	334641	11374267	SH	DEFINED	18
BMC SOFTWARE INC	Common Stock	055921100	269909	5825989	SH	DEFINED	1, 2, 5, 6, 8, 10,
BRINKER INTL INC	Common equity shares	109641100	75068	1993851	SH	DEFINED	1, 2, 5, 6, 8, 12,
AVIS BUDGET GROUP INC	Common Stock	053774105	59746	2146903	SH	DEFINED	1, 2, 5, 6, 8, 12,
CA INC	Common equity shares	12673P105	395652	15719058	SH	DEFINED	1, 2, 5, 6, 8, 10,
CAMERON INTERNATIONAL CORP	Common equity shares	13342B105	727676	11160515	SH	DEFINED	19
CSX CORP	Common equity shares	126408103	1020912	41450157	SH	DEFINED	1, 2, 5, 6, 8, 10,
D R HORTON INC	Common equity shares	23331A109	368952	15183285	SH	DEFINED	1, 2, 5, 6, 8, 10,
DOVER CORP	Common equity shares	260003108	663823	9108580	SH	DEFINED	18

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DOW CHEMICAL	Common equity shares	260543103	1606673	50460791 SH	DEFINED	1,2,5,6,8,10,
DUKE REALTY CORP	Real Estate Investment Trust	264411505	191597	11284133 SH	DEFINED	1,2,5,6,8,10,
EMERSON ELECTRIC CO	Common equity shares	291011104	1789576	32031227 SH	DEFINED	1,2,5,6,8,10,
EQUITY RESIDENTIAL	Real Estate Investment Trust	29476L107	732497	13303308 SH	DEFINED	1,2,5,6,8,10,
EXPEDITORS INTL WASH INC	Common equity shares	302130109	301066	8430944 SH	DEFINED	1,2,5,6,8,10,
FRANKLIN RESOURCES INC	Common equity shares	354613101	934704	6197839 SH	DEFINED	1,2,5,6,8,10,
GENERAL ELECTRIC CO	Common equity shares	369604103	9479730	410022831 SH	DEFINED	1,2,5,6,8,10, 18,19
GENERAL MILLS INC	Common equity shares	370334104	2002252	40605331 SH	DEFINED	1,2,5,6,8,10,
HASBRO INC	Common Stock	418056107	204339	4650247 SH	DEFINED	1,2,5,6,8,10,
HONEYWELL INTERNATIONAL INC	Common equity shares	438516106	5393245	71575808 SH	DEFINED	1,2,5,6,8,10,
INTERPUBLIC GROUP OF COS	Common equity shares	460690100	221888	17028909 SH	DEFINED	1,2,5,6,8,10,
LENNAR CORP	Common equity shares	526057104	368905	8893549 SH	DEFINED	1,2,5,6,8,10,
LEVEL 3 COMMUNICATIONS INC	Common Stock	52729N308	56194	2769806 SH	DEFINED	1,2,5,6,8,10,
LSI CORP	Common Stock	502161102	167455	24696630 SH	DEFINED	1,2,5,6,8,10,
MERCK & CO	Common equity shares	58933Y105	5724673	129429710 SH	DEFINED	1,2,5,6,8,10, 19
MOHAWK INDUSTRIES INC	Common equity shares	608190104	305711	2702609 SH	DEFINED	1,2,5,6,8,10, 18
MORGAN STANLEY	Common equity shares	617446448	3084275	140321977 SH	DEFINED	1,2,5,6,8,10,
ADVANCED MICRO DEVICES	Common equity shares	007903107	57272	22459294 SH	DEFINED	1,2,5,6,8,10,
AMAZON.COM INC	Common equity shares	023135106	3694452	13863384 SH	DEFINED	1,2,5,6,8,10,
AMEREN CORP	Common equity shares	023608102	445355	12716853 SH	DEFINED	1,2,5,6,8,10, 18
AVALONBAY COMMUNITIES INC	Real Estate Investment Trust	053484101	602429	4755952 SH	DEFINED	1,2,5,6,8,10,
BARD (C.R.) INC	Common equity shares	067383109	394064	3910191 SH	DEFINED	1,2,5,6,8,10,
BECTON DICKINSON & CO	Common equity shares	075887109	1251663	13091352 SH	DEFINED	1,2,5,6,8,10,
BOSTON SCIENTIFIC CORP	Common equity shares	101137107	446555	57177388 SH	DEFINED	1,2,5,6,8,10,
BRUNSWICK CORP	Common equity shares	117043109	62629	1830060 SH	DEFINED	1,2,5,6,8
CAMPBELL SOUP CO	Common equity shares	134429109	388077	8555496 SH	DEFINED	1,2,5,6,8,10,
CARNIVAL CORP/PLC (USA)	Composition of more than 1 security	143658300	697384	20332197 SH	DEFINED	1,2,5,6,8,10, 19
CHEVRON CORP	Common equity shares	166764100	12268287	103250898 SH	DEFINED	1,2,5,6,8,10, 18,19
CHICOS FAS INC	Common equity shares	168615102	95115	5661598 SH	DEFINED	1,2,5,6,8,12,

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COMCAST CORP	Common equity shares	20030N101	4110463	97844646 SH	DEFINED	1,2,5,6,8,10,18
CONSOLIDATED EDISON INC	Common equity shares	209115104	1184729	19412087 SH	DEFINED	1,2,5,6,8,10,18
DEERE & CO	Common equity shares	244199105	1278318	14867566 SH	DEFINED	1,2,5,6,8,10,18
DU PONT (E I) DE NEMOURS	Common equity shares	263534109	2193773	44625128 SH	DEFINED	1,2,5,6,8,10,18
EDISON INTERNATIONAL	Common equity shares	281020107	1548636	30775949 SH	DEFINED	1,2,5,6,8,10,19
ENCANA CORP	Common equity shares	292505104	344	17720 SH	DEFINED	1,18
FIFTH THIRD BANCORP	Common equity shares	316773100	700724	42962587 SH	DEFINED	1,2,5,6,8,10,18
NEXTERA ENERGY INC	Common equity shares	65339F101	1567271	20175885 SH	DEFINED	1,2,5,6,8,10,18
FREEMONT-MCMORAN COP&GOLD	Common equity shares	35671D857	1484077	44836033 SH	DEFINED	1,2,5,6,8,10,19
GANNETT CO	Common equity shares	364730101	195981	8960940 SH	DEFINED	1,2,5,6,8,10,18
GENERAL DYNAMICS CORP	Common equity shares	369550108	1121887	15911031 SH	DEFINED	1,2,5,6,8,10,19
GENERAL GROWTH PPTYS INC	Real Estate Investment Trust	370023103	177526	8929519 SH	DEFINED	1,2,5,6,8,10,18
HARLEY-DAVIDSON INC	Common equity shares	412822108	470814	8833191 SH	DEFINED	1,2,5,6,8,10,18
HEALTH NET INC	Common equity shares	42222G108	69507	2428556 SH	DEFINED	1,2,5,6,8,10,18
HOSPIRA INC	Common equity shares	441060100	228317	6954645 SH	DEFINED	1,2,5,6,8,10,18
INTL BUSINESS MACHINES CORP	Common equity shares	459200101	12689028	59489111 SH	DEFINED	1,2,5,6,8,10,18
JDS UNIPHASE CORP	Common equity shares	46612J507	107585	8046592 SH	DEFINED	1,2,5,6,8,10,18
JUNIPER NETWORKS INC	Common Stock	48203R104	370284	19972028 SH	DEFINED	1,2,5,6,8,10,18
KIMCO REALTY CORP	Real Estate Investment Trust	49446R109	390342	17426033 SH	DEFINED	1,2,5,6,8,10,18
KLA-TENCOR CORP	Common equity shares	482480100	369613	7008183 SH	DEFINED	1,2,5,6,8,10,18
LEGGETT & PLATT INC	Common equity shares	524660107	543530	16090469 SH	DEFINED	1,2,5,6,8,10,18
LEXMARK INTL INC - CL A	Common equity shares	529771107	53482	2025657 SH	DEFINED	1,2,5,6,8,10,18
LIBERTY PROPERTY TRUST	Real Estate Investment Trust	531172104	155887	3921507 SH	DEFINED	1,2,5,6,8,10,18
MICRON TECHNOLOGY INC	Common Stock	595112103	390687	39146440 SH	DEFINED	1,2,5,6,8,10,18
PUBLIC STORAGE	Real Estate Investment Trust	74460D109	937677	6156022 SH	DEFINED	1,2,5,6,8,10,18
TYSON FOODS INC -CL A	Common equity shares	902494103	316865	12766513 SH	DEFINED	1,2,5,6,8,10,18
VARIAN MEDICAL SYSTEMS INC	Common equity shares	92220P105	340782	4733039 SH	DEFINED	1,2,5,6,8,10,18
VERISIGN INC	Common equity shares	92343E102	317187	6708843 SH	DEFINED	1,2,5,6,8,10,18
VORNADO REALTY TRUST	Real Estate Investment Trust					



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	Trust	929042109	605828	7243370	SH	DEFINED	1, 2, 5, 6, 8, 10,
WASHINGTON POST - CL B	Common equity shares	939640108	72638	162493	SH	DEFINED	1, 2, 5, 6, 8, 10,
WEATHERFORD INTERNATIONAL	Common equity shares	H27013103	87001	7167045	SH	DEFINED	1, 2, 5, 6, 8, 10,
WHOLE FOODS MARKET INC	Common equity shares	966837106	650004	7492851	SH	DEFINED	1, 2, 5, 6, 8, 10,
WISCONSIN ENERGY CORP	Common equity shares	976657106	506191	11801767	SH	DEFINED	1, 2, 5, 6, 8, 10,
ALTERA CORP	Common equity shares	021441100	445284	12553682	SH	DEFINED	1, 2, 5, 6, 8, 10,
ALTRIA GROUP INC	Common equity shares	02209S103	2861810	83216367	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
HESS CORP	Common equity shares	42809H107	940943	13139828	SH	DEFINED	1, 2, 5, 6, 8, 10,
AMERICAN AXLE & MFG HOLDINGS	Common equity shares	024061103	16444	1204928	SH	DEFINED	1, 2, 5, 6, 8
AMERN EAGLE OUTFITTERS INC	Common equity shares	02553E106	108010	5775892	SH	DEFINED	1, 2, 5, 6, 8, 12,
WELLPOINT INC	Common equity shares	94973V107	833734	12588355	SH	DEFINED	1, 2, 5, 6, 8, 10,
AVNET INC	Common equity shares	053807103	173413	4790292	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
BARNES & NOBLE INC	Common equity shares	067774109	27359	1662829	SH	DEFINED	1, 2, 5, 6, 8, 12
CAPITAL ONE FINANCIAL CORP	Common equity shares	14040H105	1367050	24878313	SH	DEFINED	1, 2, 5, 6, 8, 10,
CHARLES RIVER LABS INTL INC	Common equity shares	159864107	70841	1600158	SH	DEFINED	1, 2, 5, 6, 8, 10,
CIGNA CORP	Common equity shares	125509109	810130	12989246	SH	DEFINED	1, 2, 5, 6, 8, 10, 18, 19
CON-WAY INC	Common equity shares	205944101	52062	1478422	SH	DEFINED	1, 2, 5, 6, 8, 12
COVENTRY HEALTH CARE INC	Common equity shares	222862104	273053	5805902	SH	DEFINED	1, 2, 5, 6, 8, 10,
DORAL FINANCIAL CORP	Common equity shares	25811P886	1271	1803241	SH	DEFINED	1, 2, 6
EXELON CORP	Common equity shares	30161N101	1799803	52198194	SH	DEFINED	1, 2, 5, 6, 8, 10,
KIMBERLY-CLARK CORP	Common equity shares	494368103	1807038	18442848	SH	DEFINED	1, 2, 5, 6, 8, 10,
TORONTO DOMINION BANK	Common equity shares	891160509	1756	21115	SH	DEFINED	1, 10
AETNA INC	Common equity shares	00817Y108	1086427	21252555	SH	DEFINED	1, 2, 5, 6, 8, 10,
ALLSTATE CORP	Common equity shares	020002101	980857	19989006	SH	DEFINED	1, 2, 5, 6, 8, 10,
APPLIED MATERIALS INC	Common equity shares	038222105	642144	47637180	SH	DEFINED	1, 2, 5, 6, 8, 10,
BAKER HUGHES INC	Common equity shares	057224107	854148	18404489	SH	DEFINED	1, 2, 5, 6, 8, 10,
CADENCE DESIGN SYSTEMS INC	Common equity shares	127387108	114288	8204536	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
CORNING INC	Common equity shares	219350105	877526	65830306	SH	DEFINED	1, 2, 5, 6, 8, 10,
CVS CAREMARK CORP	Common equity shares	126650100	2821699	51313093	SH	DEFINED	1, 2, 5, 6, 8, 10, 18, 19
DIRECTV	Common equity shares	25490A309	1573330	27792370	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
ENERGIZER HOLDINGS INC	Common equity shares	29266R108	216948	2175287	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
EQUIFAX INC	Common equity						

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FISERV INC	shares	294429105	297970	5173972	SH	DEFINED	1, 2, 5, 6, 8, 10,
	Common equity						1, 2, 5, 6, 8, 10,
HALLIBURTON CO	shares	337738108	529175	6024972	SH	DEFINED	18
	Common equity						1, 2, 5, 6, 8, 10,
HUNTINGTON	shares	406216101	1664246	41183787	SH	DEFINED	19
BANCSHARES	Common equity						1, 2, 5, 6, 8, 10,
INTL GAME	shares	446150104	324275	43880019	SH	DEFINED	1, 2, 5, 6, 8, 10,
TECHNOLOGY	Common equity						1, 2, 5, 6, 8, 10,
ITT CORP	shares	459902102	175759	10651179	SH	DEFINED	1, 2, 5, 6, 8, 10,
	Common equity						1, 2, 5, 6, 8, 12
LIBERTY GLOBAL INC	shares	450911201	68250	2400715	SH	DEFINED	1, 2, 5, 6, 8, 10,
	Common equity						1, 2, 5, 6, 8, 10,
FIFTH & PACIFIC	shares	530555101	274201	3735767	SH	DEFINED	1, 2, 5, 6, 8
COS INC	Common equity						1, 2, 5, 6, 8, 10,
MICROSOFT CORP	shares	316645100	43765	2318138	SH	DEFINED	18, 19
	Common equity						18, 19
ALCOA INC	shares	594918104	9503790	332184341	SH	DEFINED	1, 2, 5, 6, 8, 10,
	Common equity						1, 2, 5, 6, 8, 10,
FIDELITY NATIONAL	shares	013817101	484215	56833348	SH	DEFINED	1, 2, 5, 6, 8, 10,
INFO SVCS	Common equity						1, 2, 5, 6, 8, 10,
COSTCO WHOLESALE	shares	31620M106	480611	12130507	SH	DEFINED	18
CORP	Common equity						1, 2, 5, 6, 8, 10,
DOMINION	shares	22160K105	1860225	17531143	SH	DEFINED	18
RESOURCES INC	Common equity						1, 2, 5, 6, 8, 10,
ELECTRONIC ARTS	shares	25746U109	1606858	27618680	SH	DEFINED	1, 2, 5, 6, 8, 10,
INC	Common equity						1, 2, 5, 6, 8, 10,
	shares	285512109	208396	11774380	SH	DEFINED	1, 2, 5, 6, 8, 10,

ISSUER	CLASS	CUSIP	VALUE	SHS/PRN VAL	SH/ PRN	PUT/ CALL	DISCRETION	MANAGERS
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FEDEX CORP	Common equity							
	shares	31428X106	1148146	11691881	SH		DEFINED	1, 2, 5, 6, 8, 10,
HARMAN	Common equity							
INTERNATIONAL	shares	413086109	113559	2544635	SH		DEFINED	1, 2, 5, 6, 8, 10,
INDS	Common equity							
HEWLETT- PACKARD	shares	428236103	2442008	102433305	SH		DEFINED	1, 2, 5, 6, 8, 10,
CO	Common equity							
HILL-ROM HOLDINGS	shares	431475102	57155	1622801	SH		DEFINED	1, 2, 5, 6, 8, 12,
INC	Common equity							
INTL PAPER CO	shares	460146103	1463379	31416446	SH		DEFINED	1, 2, 5, 6, 8, 10,
	Common equity							
MONDELEZ	shares	609207105	2615727	85452976	SH		DEFINED	1, 2, 5, 6, 8, 10,
INTERNATIONAL	Common equity							
INC	shares							19
LINCOLN NATIONAL	Common equity							
CORP	shares	534187109	384856	11801885	SH		DEFINED	1, 2, 5, 6, 8, 10,
MARSH & MCLENNAN	Common equity							
COS	shares	571748102	914380	24081721	SH		DEFINED	1, 2, 5, 6, 8, 10,
METLIFE INC	Common equity							
	shares	59156R108	1632881	42947635	SH		DEFINED	1, 2, 5, 6, 8, 10,
	Common equity							19
ALLEGHENY	Common equity							
TECHNOLOGIES INC	shares	01741R102	169485	5344833	SH		DEFINED	1, 2, 5, 6, 8, 10,
ALLERGAN INC	Common equity							
	shares	018490102	1378728	12350886	SH		DEFINED	1, 2, 5, 6, 8, 10,
AMERICAN ELECTRIC	Common equity							

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POWER CO	shares	025537101	1182191	24309738	SH	DEFINED	1,2,5,6,8,10,
APPLE INC	Common equity shares	037833100	16463464	37194631	SH	DEFINED	1,2,5,6,8,10,
ASHLAND INC	Common equity shares	044209104	158380	2131643	SH	DEFINED	1,2,5,6,8,12,
AUTODESK INC	Common equity shares	052769106	372094	9022648	SH	DEFINED	1,2,5,6,8,10,
AUTOMATIC DATA PROCESSING	Common equity shares	053015103	1676442	25783207	SH	DEFINED	1,2,5,6,8,10,18
AUTONATION INC	Common equity shares	05329W102	73148	1671728	SH	DEFINED	1,2,5,6,8,10,
BEMIS CO INC	Common equity shares	081437105	432226	10709339	SH	DEFINED	1,2,5,6,8,10,
BEST BUY CO INC	Common equity shares	086516101	252365	11393348	SH	DEFINED	1,2,5,6,8,10,
BIG LOTS INC	Common equity shares	089302103	69672	1975400	SH	DEFINED	1,2,5,6,8,12,
OFFICEMAX INC	Common equity shares	67622P101	30825	2654976	SH	DEFINED	1,2,5,6,8,12
BRISTOL- MYERS SQUIBB CO	Common equity shares	110122108	2746966	66690176	SH	DEFINED	1,2,5,6,8,10,
BROADCOM CORP	Common equity shares	111320107	774643	22343307	SH	DEFINED	1,2,5,6,8,10,
BROWN- FORMAN -CL B	Common equity shares	115637209	539715	7558987	SH	DEFINED	1,2,5,6,8,10,18
CENTERPOINT ENERGY INC	Common equity shares	15189T107	527375	22011086	SH	DEFINED	1,2,5,6,8,10,
CENTURYLINK INC	Common equity shares	156700106	1220702	34748109	SH	DEFINED	1,2,5,6,8,10,
CINTAS CORP	Common equity shares	172908105	305396	6920566	SH	DEFINED	1,2,5,6,8,10,
CISCO SYSTEMS INC	Common equity shares	17275R102	4803754	229734321	SH	DEFINED	1,2,5,6,8,10,18,19
FRONTIER COMMUNICATIONS CORP	Common Stock	35906A108	170479	42834255	SH	DEFINED	1,2,5,6,8,10,
CITRIX SYSTEMS INC	Common equity shares	177376100	528650	7326092	SH	DEFINED	1,2,5,6,8,10,18
CMS ENERGY CORP	Common equity shares	125896100	375875	13453002	SH	DEFINED	1,2,5,6,8,10,
COCA-COLA CO	Common equity shares	191216100	6869735	169874828	SH	DEFINED	1,2,5,6,8,10,
COLGATE- PALMOLIVE CO	Common equity shares	194162103	4175076	35373046	SH	DEFINED	1,2,5,6,8,10,
COMERICA INC	Common equity shares	200340107	332663	9253555	SH	DEFINED	1,2,5,6,8,10,
CONOCOPHILLIPS	Common equity shares	20825C104	3044184	50652097	SH	DEFINED	1,2,5,6,8,10,19
COOPER TIRE & RUBBER CO	Common equity shares	216831107	39099	1523735	SH	DEFINED	1,2,5,6,8,17,
MOLSON COORS BREWING CO	Common equity shares	60871R209	315725	6452421	SH	DEFINED	1,2,5,6,8,10,
CRANE CO	Common equity shares	224399105	74180	1327936	SH	DEFINED	1,2,5,6,8,12
CUMMINS INC	Common equity shares	231021106	1522787	13148996	SH	DEFINED	1,2,5,6,8,10,
DELUXE CORP	Common equity shares	248019101	80643	1947942	SH	DEFINED	1,2,5,6,8,12,
DEVON ENERGY CORP	Common equity shares	25179M103	898666	15928125	SH	DEFINED	1,2,5,6,8,10,
DILLARDS INC - CL A	Common equity shares	254067101	46289	589289	SH	DEFINED	1,2,5,6,8,17

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DUKE ENERGY CORP	Common equity shares	26441C204	3047571	41983429 SH	DEFINED	1, 2, 5, 6, 8, 10,
DYNEGY INC	Common Stock	26817R108	1502	62633 SH	DEFINED	1
E TRADE FINANCIAL CORP	Common equity shares	269246401	108806	10159131 SH	DEFINED	1, 2, 5, 6, 8, 10,
EASTMAN CHEMICAL CO	Common equity shares	277432100	468584	6706327 SH	DEFINED	1, 2, 5, 6, 8, 10,
EBAY INC	Common equity shares	278642103	2583691	47651975 SH	DEFINED	18
EMC CORP/MA	Common equity shares	268648102	2053172	85942430 SH	DEFINED	1, 2, 5, 6, 8, 10,
ENTERGY CORP	Common equity shares	29364G103	576855	9121659 SH	DEFINED	1, 2, 5, 6, 8, 10,
EOG RESOURCES INC	Common equity shares	26875P101	1455023	11361134 SH	DEFINED	1, 2, 5, 6, 8, 10,
EXXON MOBIL CORP	Common equity shares	30231G102	16741930	185794362 SH	DEFINED	18
FAMILY DOLLAR STORES	Common equity shares	307000109	325068	5504852 SH	DEFINED	1, 2, 5, 6, 8, 10,
MACY`S INC	Common equity shares	55616P104	707782	16916395 SH	DEFINED	1, 2, 5, 6, 8, 10,
FEDERATED INVESTORS INC	Common equity shares	314211103	63141	2667600 SH	DEFINED	18
FOREST LABORATORIES --CL A	Common equity shares	345838106	386230	10153382 SH	DEFINED	1, 2, 5, 6, 8, 12,
GAP INC	Common equity shares	364760108	427016	12062632 SH	DEFINED	1, 2, 5, 6, 8, 10,
GILEAD SCIENCES INC	Common equity shares	375558103	3028374	61892042 SH	DEFINED	1, 2, 5, 6, 8, 10,
GOODYEAR TIRE & RUBBER CO	Common Stock	382550101	133454	10582913 SH	DEFINED	1, 2, 5, 6, 8, 10,
GRAINGER (W W) INC	Common equity shares	384802104	636531	2829422 SH	DEFINED	18
HEINZ (H J) CO	Common equity shares	423074103	946729	13099846 SH	DEFINED	1, 2, 5, 6, 8, 10,
HUMANA INC	Common equity shares	444859102	460193	6658902 SH	DEFINED	1, 2, 5, 6, 8, 10,
INGERSOLL- RAND PLC	Common equity shares	G47791101	626401	11386852 SH	DEFINED	1, 2, 5, 6, 8, 10,
JANUS CAPITAL GROUP INC	Common equity shares	47102X105	54164	5762317 SH	DEFINED	1, 2, 5, 6, 8, 12,
JOHNSON & JOHNSON	Common equity shares	478160104	12292321	150770557 SH	DEFINED	1, 2, 5, 6, 8, 10,
KB HOME	Common equity shares	48666K109	57632	2647250 SH	DEFINED	19
KEYCORP	Common equity shares	493267108	499794	50180105 SH	DEFINED	1, 2, 5, 6, 8, 12,
KOHL`S CORP	Common equity shares	500255104	499626	10830810 SH	DEFINED	18
LOCKHEED MARTIN CORP	Common equity shares	539830109	5749243	59565245 SH	DEFINED	1, 2, 5, 6, 8, 10,
LOEWS CORP	Common equity shares	540424108	579204	13142974 SH	DEFINED	19
LOUISIANA- PACIFIC CORP	Common equity shares	546347105	97549	4516384 SH	DEFINED	1, 2, 5, 6, 8, 10,
M & T BANK CORP	Common equity shares	55261F104	599024	5806737 SH	DEFINED	1, 2, 5, 6, 8, 12,
MARRIOTT INTL INC	Common equity shares	571903202	404631	9581547 SH	DEFINED	1, 2, 5, 6, 8, 10,
MASCO CORP	Common equity shares	574599106	370541	18298493 SH	DEFINED	18
					DEFINED	1, 2, 5, 6, 8, 10,

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MATTEL INC	Common Stock	577081102	599140	13682240	SH	DEFINED	1, 2, 5, 6, 8, 10,
MBIA INC	Common equity shares	55262C100	22937	2233961	SH	DEFINED	1, 2, 5, 6, 8
MCGRAW-HILL COMPANIES	Common equity shares	580645109	706892	13573441	SH	DEFINED	1, 2, 5, 6, 8, 10,
MCKESSON CORP	Common equity shares	58155Q103	1062628	9842770	SH	DEFINED	1, 2, 5, 6, 8, 10,
MEADWESTVACO CORP	Common equity shares	583334107	285553	7866441	SH	DEFINED	1, 2, 5, 6, 8, 10,
MEREDITH CORP	Common equity shares	589433101	50412	1317732	SH	DEFINED	1, 2, 5, 6, 8, 12,
MGIC INVESTMENT CORP/WI	Common equity shares	552848103	26374	5327868	SH	DEFINED	1, 2, 5, 6, 8
MOLEX INC	Common equity shares	608554101	144842	4946898	SH	DEFINED	1, 2, 5, 6, 8, 10,
MONSTER WORLDWIDE INC	Common Stock	611742107	20679	4078564	SH	DEFINED	1, 2, 5, 6, 8, 10,
MYLAN INC	Common Stock	628530107	481654	16643063	SH	DEFINED	1, 2, 5, 6, 8, 10,
NABORS INDUSTRIES LTD	Common equity shares	G6359F103	237461	14640110	SH	DEFINED	18
NAVISTAR INTERNATIONAL CORP	Common Stock	63934E108	36026	1042199	SH	DEFINED	1, 2, 5, 6, 8, 12
NCR CORP	Common equity shares	62886E108	121531	4409698	SH	DEFINED	1, 2, 5, 6, 8, 12,
NETAPP INC	Common equity shares	64110D104	514829	15071240	SH	DEFINED	1, 2, 5, 6, 8, 10,
NEWELL RUBBERMAID INC	Common equity shares	651229106	319155	12228213	SH	DEFINED	1, 2, 5, 6, 8, 10,
NEWMONT MINING CORP	Common equity shares	651639106	898624	21451946	SH	DEFINED	1, 2, 5, 6, 8, 10,
NIKE INC	Common equity shares	654106103	1634277	27694983	SH	DEFINED	1, 2, 5, 6, 8, 10,
NISOURCE INC	Common equity shares	65473P105	459762	15670229	SH	DEFINED	18
NOBLE CORP	Common equity shares	65473P105	459762	15670229	SH	DEFINED	1, 2, 5, 6, 8, 10,
NORDSTROM INC	Common equity shares	H5833N103	340333	8920890	SH	DEFINED	1, 2, 5, 6, 8, 10,
NORFOLK SOUTHERN CORP	Common equity shares	655664100	336173	6086804	SH	DEFINED	1, 2, 5, 6, 8, 10,
NORFOLK SOUTHERN CORP	Common equity shares	655844108	970595	12592113	SH	DEFINED	1, 2, 5, 6, 8, 10,
NORTHERN TRUST CORP	Common equity shares	665859104	550472	10089114	SH	DEFINED	1, 2, 5, 6, 8, 10,
NUCOR CORP	Common equity shares	665859104	550472	10089114	SH	DEFINED	19
NUCOR CORP	Common equity shares	670346105	842465	18254879	SH	DEFINED	1, 2, 5, 6, 8, 10,
OCCIDENTAL PETROLEUM CORP	Common equity shares	674599105	2753573	35135545	SH	DEFINED	1, 2, 5, 6, 8, 10,
OFFICE DEPOT INC	Common equity shares	674599105	2753573	35135545	SH	DEFINED	19
OFFICE DEPOT INC	Common equity shares	676220106	46473	11826132	SH	DEFINED	1, 2, 5, 6, 8, 12,
OMNICOM GROUP	Common equity shares	681919106	608015	10322787	SH	DEFINED	1, 2, 5, 6, 8, 10,
ORACLE CORP	Common equity shares	681919106	608015	10322787	SH	DEFINED	1, 2, 5, 6, 8, 10,
ORACLE CORP	Common equity shares	68389X105	4971782	153734400	SH	DEFINED	18, 19
PACCAR INC	Common equity shares	68389X105	4971782	153734400	SH	DEFINED	18, 19
PACCAR INC	Common equity shares	693718108	686984	13587489	SH	DEFINED	1, 2, 5, 6, 8, 10,
PALL CORP	Common equity shares	693718108	686984	13587489	SH	DEFINED	1, 2, 5, 6, 8, 10,
PALL CORP	Common equity shares	696429307	315309	4611724	SH	DEFINED	18
PTC INC	Common equity shares	696429307	315309	4611724	SH	DEFINED	18
PTC INC	Common equity shares	69370C100	100572	3945412	SH	DEFINED	1, 2, 5, 6, 8, 12
PARKER- HANNIFIN CORP	Common equity shares	701094104	575850	6288021	SH	DEFINED	1, 2, 5, 6, 8, 10,

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PAYCHEX INC	Common equity shares	704326107	452373	12898885	SH	DEFINED	1, 2, 5, 6, 8, 10,
PENNEY (J C) CO	Common equity shares	708160106	266458	17634222	SH	DEFINED	1, 2, 5, 6, 8, 10,
PEPSICO INC	Common equity shares	713448108	4942019	62470120	SH	DEFINED	1, 2, 5, 6, 8, 10, 19
PERKINELMER INC	Common equity shares	714046109	143373	4262007	SH	DEFINED	1, 2, 5, 6, 8, 10,
PFIZER INC	Common equity shares	717081103	9007034	312093885	SH	DEFINED	1, 2, 5, 6, 8, 10, 18, 19
PG&E CORP	Common equity shares	69331C108	965609	21684569	SH	DEFINED	1, 2, 5, 6, 8, 10,
PINNACLE WEST CAPITAL CORP	Common equity shares	723484101	447757	7734490	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
PITNEY BOWES INC	Common equity shares	724479100	490354	32998337	SH	DEFINED	1, 2, 5, 6, 8, 10,
PLUM CREEK TIMBER CO INC	Real Estate Investment Trust	729251108	354503	6791072	SH	DEFINED	1, 2, 5, 6, 8, 10,
PMC-SIERRA INC	Common equity shares	69344F106	22082	3252045	SH	DEFINED	1, 2, 5, 6, 8, 1, 2, 5, 6, 8, 10, 19
PNC FINANCIAL SVCS GROUP INC	Common equity shares	693475105	1604908	24133941	SH	DEFINED	19
POWER-ONE INC	Common Stock	73930R102	6130	1476743	SH	DEFINED	1, 2, 5, 6, 8
PPG INDUSTRIES INC	Common equity shares	693506107	923984	6898492	SH	DEFINED	1, 2, 5, 6, 8, 10,
PPL CORP	Common equity shares	69351T106	891863	28484902	SH	DEFINED	1, 2, 5, 6, 8, 10,
PRAXAIR INC	Common equity shares	74005P104	1485491	13317992	SH	DEFINED	1, 2, 5, 6, 8, 10,
PRICE (T. ROWE) GROUP	Common equity shares	74144T108	926563	12375689	SH	DEFINED	1, 2, 5, 6, 8, 10,
PRINCIPAL FINANCIAL GRP INC	Common equity shares	74251V102	415069	12197415	SH	DEFINED	1, 2, 5, 6, 8, 10,
PROCTER & GAMBLE CO	Common equity shares	742718109	9173393	119042354	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
PROGRESSIVE CORP-OHIO	Common equity shares	743315103	583919	23107065	SH	DEFINED	1, 2, 5, 6, 8, 10,
PRUDENTIAL FINANCIAL INC	Common equity shares	744320102	1126596	19098161	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
PUBLIC SERVICE ENTRP GRP INC	Common equity shares	744573106	852720	24831661	SH	DEFINED	1, 2, 5, 6, 8, 10,
PULTEGROUP INC	Common equity shares	745867101	365429	18054684	SH	DEFINED	1, 2, 5, 6, 8, 10,
QLOGIC CORP	Common equity shares	747277101	38379	3308829	SH	DEFINED	1, 2, 5, 6, 8, 12
QUALCOMM INC	Common equity shares	747525103	4585310	68488534	SH	DEFINED	1, 2, 5, 6, 8, 10,
QUEST DIAGNOSTICS INC	Common equity shares	74834L100	371231	6576397	SH	DEFINED	1, 2, 5, 6, 8, 10,
RADIOSHACK CORP	Common equity shares	750438103	7050	2099080	SH	DEFINED	1, 2, 5, 6, 8
RAYTHEON CO	Common equity shares	755111507	806434	13717116	SH	DEFINED	1, 2, 5, 6, 8, 10,
REGIONS FINANCIAL CORP	Common equity shares	7591EP100	568406	69402553	SH	DEFINED	1, 2, 5, 6, 8, 10,
REYNOLDS AMERICAN INC	Common equity shares	761713106	563668	12669778	SH	DEFINED	1, 2, 5, 6, 8, 10,
ROBERT HALF INTL INC	Common equity shares	770323103	232986	6207839	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
ROCKWELL	Common equity						

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AUTOMATION	shares	773903109	472555	5472582	SH	DEFINED	1, 2, 5, 6, 8, 10,
ROCKWELL COLLINS INC	Common equity shares	774341101	354815	5621271	SH	DEFINED	1, 2, 5, 6, 8, 10,
ROWAN COMPANIES PLC	Common Stock	G7665A101	223010	6306890	SH	DEFINED	1, 2, 5, 6, 8, 10,
RYDER SYSTEM INC	Common equity shares	783549108	126135	2110963	SH	DEFINED	1, 2, 5, 6, 8, 10,
SAFEWAY INC	Common equity shares	786514208	312028	11841644	SH	DEFINED	1, 2, 5, 6, 8, 10,
HILLSHIRE BRANDS CO	Common equity shares	432589109	140377	3993627	SH	DEFINED	1, 2, 5, 6, 8, 12,
AT&T INC	Common equity shares	00206R102	8585978	234014334	SH	DEFINED	1, 2, 5, 6, 8, 10, 19
SCHLUMBERGER LTD	Common equity shares	806857108	4088238	54589877	SH	DEFINED	1, 2, 5, 6, 8, 10,
SCHWAB (CHARLES) CORP	Common equity shares	808513105	768180	43424674	SH	DEFINED	1, 2, 5, 6, 8, 10,
SEALED AIR CORP	Common equity shares	81211K100	201780	8368874	SH	DEFINED	1, 2, 5, 6, 8, 10,
SEMPRA ENERGY	Common equity shares	816851109	897783	11230431	SH	DEFINED	1, 2, 5, 6, 8, 10,
SHERWIN- WILLIAMS CO	Common equity shares	824348106	703934	4167977	SH	DEFINED	1, 2, 5, 6, 8, 10,
SIGMA- ALDRICH CORP	Common equity shares	826552101	471014	6063406	SH	DEFINED	1, 2, 5, 6, 8, 10,
SIMON PROPERTY GROUP INC	Real Estate Investment Trust	828806109	2068561	13045894	SH	DEFINED	1, 2, 5, 6, 8, 10,
SLM CORP	Common Stock	78442P106	433095	21147077	SH	DEFINED	1, 2, 5, 6, 8, 10,
SNAP-ON INC	Common equity shares	833034101	161449	1952179	SH	DEFINED	1, 2, 5, 6, 8, 10,
SOUTHERN CO	Common equity shares	842587107	1977384	42143775	SH	DEFINED	1, 2, 5, 6, 8, 10,
SOUTHWEST AIRLINES	Common equity shares	844741108	357189	26498187	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
SPRINT NEXTEL CORP	Common equity shares	852061100	893715	143914902	SH	DEFINED	1, 2, 5, 6, 8, 10, 18, 19
ST JUDE MEDICAL INC	Common equity shares	790849103	550686	13617292	SH	DEFINED	1, 2, 5, 6, 8, 10, 18, 19
TRAVELERS COS INC	Common equity shares	89417E109	1852997	22009750	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
STANLEY BLACK & DECKER INC	Common equity shares	854502101	686015	8472499	SH	DEFINED	1, 2, 5, 6, 8, 10,
STAPLES INC	Common equity shares	855030102	383700	28570698	SH	DEFINED	1, 2, 5, 6, 8, 10,
STARBUCKS CORP	Common equity shares	855244109	1636985	28739274	SH	DEFINED	1, 2, 5, 6, 8, 10,
STARWOOD HOTELS&RESORTS WRLD	Common equity shares	85590A401	573698	9001978	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
STATE STREET CORP	Common equity shares	857477103	1293972	21898308	SH	DEFINED	1, 2, 5, 6, 8, 10, 19
STRYKER CORP	Common equity shares	863667101	827423	12682496	SH	DEFINED	1, 2, 5, 6, 8, 10, 19
SUNTRUST BANKS INC	Common equity shares	867914103	762031	26450286	SH	DEFINED	1, 2, 5, 6, 8, 10, 19
SUPERVALU INC	Common equity shares	868536103	81611	16192207	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
SYMANTEC CORP	Common equity shares	871503108	702179	28451155	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
SYNOVUS FINANCIAL CORP	Common equity shares	87161C105	90146	32544216	SH	DEFINED	1, 2, 5, 6, 8, 12

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SYSCO CORP	Common equity shares	871829107	1082702	30784884	SH	DEFINED	1, 2, 5, 6, 8, 10,
TARGET CORP	Common equity shares	87612E106	4100496	59904878	SH	DEFINED	1, 2, 5, 6, 8, 10,
TECO ENERGY INC	Common equity shares	872375100	165840	9306321	SH	DEFINED	1, 2, 5, 6, 8, 10,
TELLABS INC	Common equity shares	879664100	24346	11649389	SH	DEFINED	1, 2, 5, 6, 8, 12
TENET HEALTHCARE CORP	Common equity shares	88033G407	176155	3702372	SH	DEFINED	1, 2, 5, 6, 8, 10,
TERADYNE INC	Common equity shares	880770102	114942	7086377	SH	DEFINED	1, 2, 5, 6, 8, 10,
TEXAS INSTRUMENTS INC	Common Stock	882508104	1549974	43686012	SH	DEFINED	1, 2, 5, 6, 8, 10,
TEXTRON INC	Common equity shares	883203101	335639	11259185	SH	DEFINED	1, 2, 5, 6, 8, 10,
THERMO FISHER SCIENTIFIC INC	Common equity shares	883556102	1104594	14441146	SH	DEFINED	1, 2, 5, 6, 8, 10,
TIFFANY & CO	Common equity shares	886547108	337691	4856005	SH	DEFINED	1, 2, 5, 6, 8, 10,
TIME WARNER INC	Common equity shares	887317303	2070037	35925633	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
TJX COMPANIES INC	Common equity shares	872540109	1356396	29013927	SH	DEFINED	1, 2, 5, 6, 8, 10,
TORCHMARK CORP	Common equity shares	891027104	256577	4290444	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
TRANSOCEAN LTD	Common equity shares	H8817H100	39681	763695	SH	DEFINED	1, 2, 5, 6, 8, 12
TYCO INTERNATIONAL LTD	Common equity shares	H89128104	580200	18131634	SH	DEFINED	1, 2, 5, 6, 8, 10, 1, 2, 5, 6, 8, 10,
U S BANCORP	Common equity shares	902973304	2659453	78380692	SH	DEFINED	19
UNION PACIFIC CORP	Common equity shares	907818108	2617081	18377149	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
UNISYS CORP	Common equity shares	909214306	23269	1022673	SH	DEFINED	1, 2, 5, 6, 8, 17
UNITED PARCEL SERVICE INC	Common equity shares	911312106	2572580	29948690	SH	DEFINED	1, 2, 5, 6, 8, 10,
UNITED STATES STEEL CORP	Common equity shares	912909108	142052	7284350	SH	DEFINED	1, 2, 5, 6, 8, 10,
UNITED TECHNOLOGIES CORP	Common equity shares	913017109	9908953	106057524	SH	DEFINED	1, 2, 5, 6, 8, 10, 1, 2, 5, 6, 8, 10,
UNITEDHEALTH GROUP INC	Common equity shares	91324P102	2763057	48296844	SH	DEFINED	18, 19
UNUM GROUP	Common equity shares	91529Y106	342169	12112161	SH	DEFINED	1, 2, 5, 6, 8, 10, 1, 2, 5, 6, 8, 10,
VALERO ENERGY CORP	Common equity shares	91913Y100	1245564	27381070	SH	DEFINED	18
VERIZON COMMUNICATIONS INC	Common equity shares	92343V104	5843454	118890110	SH	DEFINED	1, 2, 5, 6, 8, 10, 19
VF CORP	Common equity shares	918204108	723525	4313038	SH	DEFINED	1, 2, 5, 6, 8, 10,
CBS CORP	Common equity shares	124857202	1081449	23162467	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
VULCAN MATERIALS CO	Common equity shares	929160109	285999	5531963	SH	DEFINED	1, 2, 5, 6, 8, 10,
WAL-MART STORES INC	Common equity shares	931142103	5602683	74872232	SH	DEFINED	1, 2, 5, 6, 8, 10, 18, 19
WALGREEN CO	Common equity						



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	shares	931422109	1905144	39956949	SH	DEFINED	1,2,5,6,8,10,
WASTE MANAGEMENT	Common equity						1,2,5,6,8,10,
INC	shares	94106L109	798516	20365038	SH	DEFINED	18
WATERS CORP	Common equity						
	shares	941848103	340085	3621408	SH	DEFINED	1,2,5,6,8,10,
ACTAVIS INC	Common equity						
	shares	00507K103	492210	5343814	SH	DEFINED	1,2,5,6,8,10,
WELLS FARGO & CO	Common equity						
	shares	949746101	7545515	203987884	SH	DEFINED	1,2,5,6,8,10,
WEYERHAEUSER CO	Common equity						
	shares	962166104	697736	22234981	SH	DEFINED	1,2,5,6,8,10,
WHIRLPOOL CORP	Common equity						
	shares	963320106	476099	4019055	SH	DEFINED	1,2,5,6,8,10,
WILLIAMS COS INC	Common equity						
	shares	969457100	1263865	33739383	SH	DEFINED	1,2,5,6,8,10,
WORTHINGTON	Common equity						
INDUSTRIES	shares	981811102	77476	2500845	SH	DEFINED	1,2,5,6,8,12,
XCEL ENERGY INC	Common equity						
	shares	98389B100	725069	24413028	SH	DEFINED	1,2,5,6,8,10,
XEROX CORP	Common equity						
	shares	984121103	659613	76700179	SH	DEFINED	1,2,5,6,8,10,
XILINX INC	Common equity						
	shares	983919101	405353	10619632	SH	DEFINED	1,2,5,6,8,10,
XL GROUP PLC	Common equity						
	shares	G98290102	395198	13043129	SH	DEFINED	1,2,5,6,8,10,
YAHOO INC	Common equity						
	shares	984332106	1086733	46185579	SH	DEFINED	1,2,5,6,8,10,
YUM BRANDS INC	Common equity						
	shares	988498101	1492282	20743463	SH	DEFINED	1,2,5,6,8,10,
ZIMMER HOLDINGS	Common equity						
INC	shares	98956P102	534526	7106135	SH	DEFINED	1,2,5,6,8,10,
ZIONS	Common equity						
BANCORPORATION	shares	989701107	244818	9796988	SH	DEFINED	1,2,5,6,8,10,
NEWS CORP	Common Stock	65248E104	2237152	73301178	SH	DEFINED	1,2,5,6,8,10,
SHIP FINANCE INTL	Common equity						
LTD	shares	G81075106	15666	888073	SH	DEFINED	1,2,5,6
CNO FINANCIAL	Common equity						
GROUP INC	shares	12621E103	58439	5103716	SH	DEFINED	1,2,5,6,8,12,
HARRIS CORP	Common equity						
	shares	413875105	230632	4977148	SH	DEFINED	1,2,5,6,8,10,
SEARS HOLDINGS	Common equity						
CORP	shares	812350106	124217	2485730	SH	DEFINED	1,2,5,6,8,10,
KINROSS GOLD CORP	Common equity						
	shares	496902404	313	39470	SH	DEFINED	1,18
MEMC ELECTRONIC	Common equity						
MATERIALS INC	shares	552715104	34193	7771136	SH	DEFINED	1,2,5,6,8,12
CREE INC	Common equity						
	shares	225447101	207954	3801233	SH	DEFINED	1,2,5,6,8,10,
CHESAPEAKE ENERGY	Common equity						
CORP	shares	165167107	490549	24035000	SH	DEFINED	1,2,5,6,8,10,
ALLIANT	Common equity						
TECHSYSTEMS INC	shares	018804104	69759	963127	SH	DEFINED	1,2,5,6,12,17
ABERCROMBIE &	Common equity						
FITCH -CL A	shares	002896207	141274	3057870	SH	DEFINED	1,2,5,6,8,10,
ACXIOM CORP	Common equity						
	shares	005125109	57774	2832080	SH	DEFINED	1,2,5,6,8,12,
AFFYMETRIX INC	Common equity						
	shares	00826T108	6519	1381730	SH	DEFINED	1,2,6,8
HUBBELL INC - CL B	Common equity						
	shares	443510201	152153	1566723	SH	DEFINED	1,2,5,6,8,12,
LANCASTER COLONY	Common equity						
CORP	shares	513847103	51439	668019	SH	DEFINED	1,2,5,6,8,12

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PENTAIR LTD	Common equity shares	H6169Q108	539300	10223808 SH	DEFINED	1, 2, 5, 6, 8, 10,
TOTAL SYSTEM SERVICES INC	Common equity shares	891906109	184654	7451573 SH	DEFINED	1, 2, 5, 6, 8, 10,
KEY ENERGY SERVICES INC	Common equity shares	492914106	33978	4204934 SH	DEFINED	1, 2, 5, 6, 8
EAGLE MATERIALS INC	Common equity shares	26969P108	74654	1120453 SH	DEFINED	1, 2, 5, 6, 8
NORTHEAST UTILITIES	Common equity shares	664397106	683707	15731634 SH	DEFINED	1, 2, 5, 6, 8, 10,
PIPER JAFFRAY COS INC	Common equity shares	724078100	12981	378336 SH	DEFINED	1, 2, 5, 6, 8
L-3 COMMUNICATIONS HLDGS INC	Common equity shares	502424104	337432	4169821 SH	DEFINED	1, 2, 5, 6, 8, 10,
WILEY (JOHN) & SONS -CL A	Common equity shares	968223206	50413	1293890 SH	DEFINED	1, 2, 5, 6, 8, 12,
ATMEL CORP	Common equity shares	049513104	81187	11664655 SH	DEFINED	1, 2, 5, 6, 8, 12
SEI INVESTMENTS CO	Common equity shares	784117103	232217	8049229 SH	DEFINED	1, 2, 5, 6, 8, 10,
ADTRAN INC	Common equity shares	00738A106	44090	2243677 SH	DEFINED	1, 2, 5, 6, 8, 12
ADVANCE AUTO PARTS INC	Common equity shares	00751Y106	219111	2651075 SH	DEFINED	1, 2, 5, 6, 8, 10, 18

ISSUER	CLASS	CUSIP	VALUE	SHS/PRN VAL	SH/ PUT/ PRN CALL	DISCRETION	MANAGERS
CONSTELLATION BRANDS	Common equity shares	21036P108	315691	6626597 SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18	
CYTEC INDUSTRIES INC	Common equity shares	232820100	125052	1688118 SH	DEFINED	1, 2, 5, 6, 8, 12	
DOLLAR TREE INC	Common equity shares	256746108	634364	13098486 SH	DEFINED	1, 2, 5, 6, 8, 10, 12	
HARTE HANKS INC	Common equity shares	416196103	7540	967946 SH	DEFINED	1, 2, 5, 6, 8	
ITT EDUCATIONAL SERVICES INC	Common equity shares	45068B109	5161	374781 SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18	
NVR INC	Common equity shares	62944T105	254625	235740 SH	DEFINED	1, 2, 5, 6, 8, 12, 18	
PACKAGING CORP OF AMERICA	Common equity shares	695156109	122100	2721239 SH	DEFINED	1, 2, 5, 6, 8, 12, 17	
POPULAR INC	Common equity shares	733174700	117714	4263538 SH	DEFINED	1, 2, 5, 6, 8, 12	
PRECISION CASTPARTS CORP	Common equity shares	740189105	1047324	5523257 SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18	
RAYONIER INC	Real Estate Investment Trust	754907103	247808	4152949 SH	DEFINED	1, 2, 5, 6, 8, 10, 12	
RENT-A-CENTER INC	Common equity shares	76009N100	91067	2465218 SH	DEFINED	1, 2, 5, 6, 8, 12, 18	
RYLAND GROUP INC	Common equity shares	783764103	137798	3310920 SH	DEFINED	1, 2, 5, 6, 8	

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SAKS INC	Common equity shares	79377W108	52347	4564016	SH	DEFINED	1, 2, 5, 6, 8, 12
SPDR S&P 500 ETF	USA: Common Stock	78462F103	1562938	9983633	SH	DEFINED	1, 2, 10, 12, 17
PATTERSON-UTII ENERGY INC	Common equity shares	703481101	112567	4721811	SH	DEFINED	1, 2, 5, 6, 8, 12, 17
BIOTA PHARMACEUTICALS INC	Common Stock	090694100	129	32083	SH	DEFINED	1, 2
WMS INDUSTRIES INC	Common equity shares	929297109	48911	1940192	SH	DEFINED	1, 2, 5, 6, 8
PANERA BREAD CO	Common equity shares	69840W108	149591	905298	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
AFFILIATED MANAGERS GRP INC	Common equity shares	008252108	275468	1793801	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
ANSYS INC	Common equity shares	03662Q105	242913	2983453	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
APTARGROUP INC	Common equity shares	038336103	109572	1910614	SH	DEFINED	1, 2, 5, 6, 8, 12
AXCELIS TECHNOLOGIES INC	Common equity shares	054540109	2172	1736253	SH	DEFINED	1, 2
BENCHMARK ELECTRONICS INC	Common equity shares	08160H101	25302	1404171	SH	DEFINED	1, 2, 5, 8
BROCADE COMMUNICATIONS SYS	Common equity shares	111621306	54189	9391570	SH	DEFINED	1, 2, 5, 6, 8, 17, 18
BROOKS AUTOMATION INC	Common equity shares	114340102	14487	1423046	SH	DEFINED	1, 2, 5, 6, 8
CARTER`S INC	Common equity shares	146229109	83060	1450327	SH	DEFINED	1, 2, 5, 6, 8, 12
CUMULUS MEDIA INC	Common equity shares	231082108	3006	891306	SH	DEFINED	1, 2, 6
EMULEX CORP	Common equity shares	292475209	11187	1713793	SH	DEFINED	1, 2, 5, 6, 8
ENTEGRIS INC	Common equity shares	29362U104	26978	2736257	SH	DEFINED	1, 2, 5, 6, 8
EXTREME NETWORKS INC	Common Stock	30226D106	5698	1690928	SH	DEFINED	1, 2, 5, 6, 8
FORWARD AIR CORP	Common equity shares	349853101	25347	679808	SH	DEFINED	1, 2, 5, 6, 8
GATX CORP	Common equity shares	361448103	71895	1383417	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
GENTEX CORP	Common equity shares	371901109	82470	4121925	SH	DEFINED	1, 2, 5, 6, 8, 12
IDEX CORP	Common equity shares	45167R104	127557	2387848	SH	DEFINED	1, 2, 5, 6, 8, 12
LTX-CREDENCE CORP	Common Stock	502403207	5115	846735	SH	DEFINED	1, 2, 5, 6, 8
MANHATTAN ASSOCIATES INC	Common equity shares	562750109	32679	439816	SH	DEFINED	1, 2, 5, 6, 8
MICROS SYSTEMS INC	Common equity shares	594901100	99416	2184458	SH	DEFINED	1, 2, 5, 6, 8, 12
MYRIAD GENETICS INC	Common equity shares	62855J104	45738	1800879	SH	DEFINED	1, 2, 5, 6, 8, 17
NATIONAL INSTRUMENTS CORP	Common equity shares	636518102	80296	2451805	SH	DEFINED	1, 2, 5, 6, 8, 12
NPS PHARMACEUTICALS INC	Common equity shares	62936P103	37846	3714171	SH	DEFINED	1, 2, 5, 6, 8
OSHKOSH CORP	Common equity shares	688239201	106483	2506163	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
PLEXUS CORP	Common equity shares	729132100	17333	713155	SH	DEFINED	1, 2, 5, 6, 8

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ROPER INDUSTRIES INC/DE	Common equity shares	776696106	531405	4174159	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
RUBY TUESDAY INC	Common equity shares	781182100	9589	1301515	SH	DEFINED	1, 2, 5, 6, 8
TEEKAY CORP	Common equity shares	Y8564W103	20212	562020	SH	DEFINED	1, 2, 5, 6
VISHAY INTERTECHNOLOGY INC	Common equity shares	928298108	53585	3937329	SH	DEFINED	1, 2, 5, 6, 8, 12, 17
GREATBATCH INC	Common equity shares	39153L106	14278	477983	SH	DEFINED	1, 2, 5, 6, 8
WINTRUST FINANCIAL CORP	Common equity shares	97650W108	54778	1478852	SH	DEFINED	1, 2, 5, 6, 8
ST JOE CO	Common equity shares	790148100	16781	789864	SH	DEFINED	1, 2, 5, 6, 8
MACERICH CO	Real Estate Investment Trust	554382101	290460	4511659	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
ACADIA REALTY TRUST	Real Estate Investment Trust	004239109	29847	1074904	SH	DEFINED	1, 2, 5, 6, 8
BROOKFIELD OFFICE PPTYS INC	Common equity shares	112900105	10058	585824	SH	DEFINED	1, 2
CAMDEN PROPERTY TRUST	Real Estate Investment Trust	133131102	188655	2746919	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
CORP OFFICE PPTYS TR INC	Real Estate Investment Trust	22002T108	65420	2452004	SH	DEFINED	1, 2, 5, 6, 8, 12
DDR CORP	Real Estate Investment Trust	23317H102	61594	3535740	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
EASTGROUP PROPERTIES	Real Estate Investment Trust	277276101	41633	715263	SH	DEFINED	1, 2, 5, 6, 8
ESSEX PROPERTY TRUST	Real Estate Investment Trust	297178105	162136	1076702	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
HOSPITALITY PROPERTIES TRUST	Real Estate Investment Trust	44106M102	116407	4242114	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
LASALLE HOTEL PROPERTIES	Real Estate Investment Trust	517942108	59221	2333300	SH	DEFINED	1, 2, 5, 6, 8
RAMCO- GERSHENSON PROPERTIES	Real Estate Investment Trust	751452202	17773	1057995	SH	DEFINED	1, 2, 5, 6, 8
REGENCY CENTERS CORP	Real Estate Investment Trust	758849103	166891	3154257	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
TANGER FACTORY OUTLET CTRS	Real Estate Investment Trust	875465106	58925	1628619	SH	DEFINED	1, 2, 5, 6, 8, 17
MECHEL OAO	American Depository Receipt	583840103	9077	1793267	SH	DEFINED	1, 2, 5, 8, 10, 12, 18
MOBILE TELESYSTEMS OJSC	American Depository Receipt	607409109	142065	6850051	SH	DEFINED	1, 2, 5, 8, 10, 12, 18
LAM RESEARCH CORP	Common equity shares	512807108	270486	6524163	SH	DEFINED	18
RAMBUS INC	Common equity						

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	shares	750917106	11678	2081194	SH	DEFINED	1,2,5,6,8
METTLER- TOLEDO INTL INC	Common equity shares	592688105	189715	889761	SH	DEFINED	1,2,5,6,8,12,18
NEENAH PAPER INC	Common equity shares	640079109	10447	339675	SH	DEFINED	1,2,5,8
EW SCRIPPS -CL A	Common equity shares	811054402	7739	643372	SH	DEFINED	1,2,5,8
FMC TECHNOLOGIES INC	Common equity shares	30249U101	599495	11022163	SH	DEFINED	1,2,5,6,8,10,12 18
AMPHENOL CORP	Common equity shares	032095101	477405	6395288	SH	DEFINED	1,2,5,6,8,10,12 18
CME GROUP INC	Common equity shares	12572Q105	788757	12848379	SH	DEFINED	1,2,5,6,8,10,12 18
COMMUNITY HEALTH SYSTEMS INC	Common equity shares	203668108	121835	2570763	SH	DEFINED	1,2,5,6,8,12,17
COVANCE INC	Common equity shares	222816100	113393	1525761	SH	DEFINED	1,2,5,6,8,12
REGIS CORP/MN	Common equity shares	758932107	37040	2036542	SH	DEFINED	1,2,5,6,8,12,18
SL GREEN REALTY CORP	Real Estate Investment Trust	78440X101	257520	2990592	SH	DEFINED	1,2,5,6,8,10,12
STANCORP FINANCIAL GROUP INC	Common equity shares	852891100	54880	1283446	SH	DEFINED	1,2,5,6,8,12,18
TELEFLEX INC	Common equity shares	879369106	97506	1153772	SH	DEFINED	1,2,5,6,8,12
URBAN OUTFITTERS INC	Common equity shares	917047102	180399	4656797	SH	DEFINED	1,2,5,6,8,10,12
AGCO CORP	Common equity shares	001084102	235734	4522935	SH	DEFINED	1,2,5,6,8,10,12 19
EDWARDS LIFESCIENCES CORP	Common equity shares	28176E108	403100	4906376	SH	DEFINED	1,2,5,6,8,10,12
AAON INC	Common equity shares	000360206	9606	348188	SH	DEFINED	1,2,5,6,8
AAR CORP	Common equity shares	000361105	17069	928120	SH	DEFINED	1,2,5,6,8
AMERIS BANCORP	Common equity shares	03076K108	5854	408073	SH	DEFINED	1,2
ABM INDUSTRIES INC	Common equity shares	000957100	28061	1261502	SH	DEFINED	1,2,5,6,8
AEP INDUSTRIES INC	Common equity shares	001031103	5328	74196	SH	DEFINED	1,2,5
AGL RESOURCES INC	Common equity shares	001204106	220959	5267277	SH	DEFINED	1,2,5,6,8,10,12
AK STEEL HOLDING CORP	Common equity shares	001547108	26727	8074811	SH	DEFINED	1,2,5,6,8
PROLOGIS INC	Real Estate Investment Trust	74340W103	764768	19128714	SH	DEFINED	1,2,5,6,8,10,12
ATMI INC	Common equity shares	00207R101	14187	632656	SH	DEFINED	1,2,5,6,8
SAREPTA THERAPEUTICS INC	Common equity shares	803607100	22601	611651	SH	DEFINED	1,2,5,8
AVX CORP	Common equity shares	002444107	7021	589890	SH	DEFINED	1,2,5,6,8
AXT INC	Common Stock	00246W103	1555	528621	SH	DEFINED	1,2,6
AZZ INC	Common equity shares	002474104	24196	501963	SH	DEFINED	1,2,5,6,8,17
AARON`S INC	Common equity shares	002535300	123646	4311219	SH	DEFINED	1,2,5,6,8,12,18

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AASTROM BIOSCIENCES INC	Common equity shares	00253U305	14	19746	SH	DEFINED	1
ABAXIS INC	Common equity shares	002567105	20684	437124	SH	DEFINED	1, 2, 5, 6, 8
ABIOMED INC	Common Stock	003654100	12770	684131	SH	DEFINED	1, 2, 5, 6, 8
ABRAXAS PETROLEUM CORP/NV	Common equity shares	003830106	3149	1363980	SH	DEFINED	1, 2, 6, 8
ACETO CORP	Common equity shares	004446100	6082	549514	SH	DEFINED	1, 2, 5, 8
ACTUATE CORP	Common equity shares	00508B102	5676	945960	SH	DEFINED	1, 2, 5, 6, 8
ACTUANT CORP -CL A	Common equity shares	00508X203	46747	1526891	SH	DEFINED	1, 2, 5, 6, 8
ADAMS RESOURCES & ENERGY INC	Common equity shares	006351308	1812	35542	SH	DEFINED	1, 2
INSPERITY INC	Common equity shares	45778Q107	12859	453332	SH	DEFINED	1, 2, 5, 6, 8
AFP PROVIDA SA	American Depository Receipt	00709P108	1549	14545	SH	DEFINED	1, 2, 5
AMAG PHARMACEUTICALS INC	Common Stock	00163U106	9468	397028	SH	DEFINED	1, 2, 5, 6, 8
ADVANCED PHOTONIX INC -CL A	Common equity shares	00754E107	5	11300	SH	DEFINED	1
ADVANCED SEMICON ENGINEERING	American Depository Receipt	00756M404	4331	1053314	SH	DEFINED	1, 2, 5, 6, 8, 10
DENNYS CORP	Common equity shares	24869P104	12995	2252119	SH	DEFINED	1, 2, 5, 6, 8
AEGON NV	Similar to ADR Certificates representing ordinary shares	007924103	128	21252	SH	DEFINED	1, 2
ADVANCED ENERGY INDS INC	Common equity shares	007973100	16327	892128	SH	DEFINED	1, 2, 5, 6, 8
ADVENT SOFTWARE INC	Common equity shares	007974108	29229	1045077	SH	DEFINED	1, 2, 5, 6, 8, 12
AGREE REALTY CORP	Real Estate Investment Trust	008492100	7826	260042	SH	DEFINED	1, 2, 5, 8
AIR METHODS CORP	Common equity shares	009128307	36864	764247	SH	DEFINED	1, 2, 5, 6, 8
AIRGAS INC	Common equity shares	009363102	300722	3032732	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
AKAMAI TECHNOLOGIES INC	Common equity shares	00971T101	279152	7910033	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
AKORN INC	Common Stock	009728106	23003	1663240	SH	DEFINED	1, 2, 5, 6, 8
ALAMO GROUP INC	Common equity shares	011311107	5820	152150	SH	DEFINED	1, 2, 5
ALASKA AIR GROUP INC	Common equity shares	011659109	177189	2770246	SH	DEFINED	1, 2, 5, 6, 8, 12, 17
ALASKA COMMUNICATIONS SYS GP	Common equity shares	01167P101	58	34393	SH	DEFINED	1
ALBANY INTL CORP -CL A	Common equity shares	012348108	15512	536732	SH	DEFINED	1, 2, 5, 8
ALBANY MOLECULAR RESH INC	Common Stock	012423109	197	18699	SH	DEFINED	1
ALBEMARLE CORP	Common equity shares	012653101	173078	2768231	SH	DEFINED	1, 2, 5, 6, 8, 10, 12

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ALCATEL- LUCENT	American Depository Receipt	013904305	28	20705	SH	DEFINED	1
MATSON INC	Common Stock	57686G105	33009	1341964	SH	DEFINED	1, 2, 5, 6, 8, 12
ALEXANDER`S INC	Real Estate Investment Trust	014752109	14648	44429	SH	DEFINED	1, 2, 5, 6, 8
ALEXANDRIA R E EQUITIES INC	Real Estate Investment Trust	015271109	122120	1720506	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
ALEXION PHARMACEUTICALS INC	Common Stock	015351109	718195	7794640	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
ALICO INC	Common equity shares	016230104	2782	60091	SH	DEFINED	1, 2
ALIGN TECHNOLOGY INC	Common equity shares	016255101	50439	1505183	SH	DEFINED	1, 2, 5, 6, 8, 17
ALKERMES PLC	Common equity shares	G01767105	74753	3152825	SH	DEFINED	1, 2, 5, 6, 8
ALLEGHANY CORP	Common equity shares	017175100	209459	529037	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
ALLETE INC	Common equity shares	018522300	43886	895211	SH	DEFINED	1, 2, 5, 6, 8
BALLY TECHNOLOGIES INC	Common equity shares	05874B107	61101	1175657	SH	DEFINED	1, 2, 5, 6, 8, 18
ALLIANCE RESOURCE PTNRS -LP	Limited Partnership	01877R108	1645	25825	SH	DEFINED	1
ALLIANT ENERGY CORP	Common equity shares	018802108	205235	4090169	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
HANOVER INSURANCE GROUP INC	Common equity shares	410867105	67926	1367282	SH	DEFINED	1, 2, 5, 6, 8, 12
ALLSCRIPTS HEALTHCARE SOLTNS	Common equity shares	01988P108	58229	4284144	SH	DEFINED	1, 2, 5, 6, 8, 12
JARDEN CORP	Common equity shares	471109108	156238	3646187	SH	DEFINED	1, 2, 5, 6, 8, 12, 17
ALMOST FAMILY INC	Common Stock	020409108	3702	181315	SH	DEFINED	1, 2, 8
SKYWORKS SOLUTIONS INC	Common equity shares	83088M102	120405	5465587	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
AMBIENT CORP	Common equity shares	02318N201	71	28712	SH	DEFINED	1, 2
AMCOL INTERNATIONAL CORP	Common equity shares	02341W103	19491	645706	SH	DEFINED	1, 2, 5, 6, 8
AMEDISYS INC	Common equity shares	023436108	6890	619741	SH	DEFINED	1, 2, 5, 6, 8
AMERCO	Common equity shares	023586100	29972	172713	SH	DEFINED	1, 2, 5, 6, 8
AMERICA MOVIL SA DE CV	American Depository Receipt	02364W105	77050	3676006	SH	DEFINED	1, 2, 5, 6, 8, 10, 18
US AIRWAYS GROUP INC	Common equity shares	90341W108	62064	3657265	SH	DEFINED	1, 2, 5, 6, 8, 12
MFA FINANCIAL INC	Real Estate Investment Trust	55272X102	48457	5199289	SH	DEFINED	1, 2, 5, 6, 8
AMERICAN CAPITAL LTD	Common equity shares	02503Y103	66992	4590131	SH	DEFINED	1, 2, 5, 6, 8
NEOGENOMICS INC	Common equity shares	64049M209	86	21700	SH	DEFINED	1
US ECOLOGY INC	Common equity shares	91732J102	8740	329076	SH	DEFINED	1, 2, 5, 8

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AMERICAN FINANCIAL GROUP INC	Common equity shares	025932104	115586	2439626	SH	DEFINED	1, 2, 5, 6, 8, 12, 18
AMERICAN GREETINGS - CL A HEALTHWAYS INC	Common equity shares	026375105	11788	731892	SH	DEFINED	1, 2, 5, 6, 8
AMERICAN NATL BANKSHARES	Common equity shares	422245100	8078	659960	SH	DEFINED	1, 2, 5, 6, 8
AMERICAN NATIONAL INSURANCE	Common equity shares	027745108	2273	105343	SH	DEFINED	1, 2
AMERICAN SCIENCE ENGINEERING	Common equity shares	028591105	8810	101387	SH	DEFINED	1, 2, 5, 6
AMERICAN SOFTWARE - CL A	Common equity shares	029429107	10530	172717	SH	DEFINED	1, 2, 5, 6, 8
AMERICAN STATES WATER CO	Common equity shares	029683109	3151	378700	SH	DEFINED	1, 2
AMERICAN TOWER CORP	Common equity shares	029899101	23540	408864	SH	DEFINED	1, 2, 5, 6, 8
AMERICAN SUPERCONDUCTOR CP	Common Stock	03027X100	1257245	16344787	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
LRAD CORP	Common equity shares	030111108	2056	772864	SH	DEFINED	1, 2, 5, 6, 8
AMERICAN VANGUARD CORP	Common equity shares	50213V109	19	17497	SH	DEFINED	1
AMERICAN WOODMARK CORP	Common equity shares	030371108	16196	530307	SH	DEFINED	1, 2, 5, 6, 8
AMERISTAR CASINOS INC	Common equity shares	030506109	6128	180170	SH	DEFINED	1, 2, 5, 6, 8
TD AMERITRADE HOLDING CORP	Common Stock	03070Q101	15674	597557	SH	DEFINED	1, 2, 5, 6, 8
AMERIGAS PARTNERS -LP	Limited Partnership	87236Y108	83430	4046005	SH	DEFINED	1, 2, 5, 8, 10, 12, 18
AMES NATIONAL CORP	Common equity shares	030975106	2135	47524	SH	DEFINED	1
AMETEK INC	Common equity shares	031001100	2596	124533	SH	DEFINED	1, 2
AMKOR TECHNOLOGY INC	Common equity shares	031100100	334433	7712821	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
AMPCO- PITTSBURGH CORP	Common equity shares	031652100	7696	1923838	SH	DEFINED	1, 2, 5, 6, 8
CALIF FIRST NATIONAL BANCORP	Common equity shares	032037103	3613	190995	SH	DEFINED	1, 2, 8
AMSURG CORP	Common equity shares	130222102	683	39667	SH	DEFINED	1, 2
ANADIGICS INC	Common Stock	03232P405	21595	641926	SH	DEFINED	1, 2, 5, 6, 8, 17
ANALOGIC CORP	Common equity shares	032515108	2446	1222059	SH	DEFINED	1, 2
ANAREN INC	Common equity shares	032657207	20854	263896	SH	DEFINED	1, 2, 5, 6, 8
ANDERSONS INC	Common equity shares	032744104	5344	275436	SH	DEFINED	1, 2, 5, 6, 8
ANGLOGOLD ASHANTI LTD	American Depository Receipt	034164103	20055	374647	SH	DEFINED	1, 2, 5, 6, 8, 17
ANIKA THERAPEUTICS INC	Common equity shares	035128206	13912	590676	SH	DEFINED	1, 2, 5, 6, 10
ANIXTER INTL INC	Common equity shares	035255108	2748	189325	SH	DEFINED	1, 2
ANNALY CAPITAL MANAGEMENT	Real Estate Investment	035290105	45431	649668	SH	DEFINED	1, 2, 5, 6, 8, 12



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	Trust	035710409	286100	18005341	SH	DEFINED	18
ANN INC	Common equity						
	shares	035623107	55742	1920746	SH	DEFINED	1, 2, 5, 6, 8, 12
ANTARES PHARMA INC	Common Stock	036642106	6593	1841159	SH	DEFINED	1, 2, 5, 6, 8
ARRIS GROUP INC	Common equity						
	shares	04269Q100	48901	2848410	SH	DEFINED	1, 2, 5, 6, 8, 17, 18
HACKETT GROUP INC	Common equity						
	shares	404609109	1899	414970	SH	DEFINED	1, 2, 5
AGENUS INC	Common Stock	00847G705	1482	380426	SH	DEFINED	1, 2
ANWORTH MTG ASSET CORP	Real Estate Investment						
	Trust	037347101	18589	2936611	SH	DEFINED	1, 2, 5, 6, 8
APCO OIL AND GAS INTL INC	Common equity						
	shares	G0471F109	2091	168675	SH	DEFINED	1, 2, 6
APOGEE ENTERPRISES INC	Common equity						
	shares	037598109	59742	2063579	SH	DEFINED	1, 2, 5, 6, 8
APPLIED INDUSTRIAL TECH INC	Common equity						
	shares	03820C105	44577	990425	SH	DEFINED	1, 2, 5, 6, 8
ARABIAN AMERICAN DEVELOPMENT	Common Stock						
		038465100	2406	285448	SH	DEFINED	1, 2, 6
ARCH COAL INC	Common equity						
	shares	039380100	62247	11463508	SH	DEFINED	1, 2, 5, 6, 8, 12
ARCTIC CAT INC	Common Stock	039670104	11941	273260	SH	DEFINED	1, 2, 5, 6, 8
ARDEN GROUP INC -CL A	Common equity						
	shares	039762109	2259	22384	SH	DEFINED	1, 2, 6
ARENA PHARMACEUTICALS INC	Common Stock						
		040047102	49684	6051773	SH	DEFINED	1, 2, 5, 6, 8
ARIAD PHARMACEUTICALS INC	Common Stock						
		04033A100	60623	3351387	SH	DEFINED	1, 2, 5, 6, 8
CARDIUM THERAPEUTICS INC	Common equity						
	shares	141916106	6	38600	SH	DEFINED	1
ARKANSAS BEST CORP	Common equity						
	shares	040790107	5682	486396	SH	DEFINED	1, 2, 6, 8
ARM HOLDINGS PLC	American Depository Receipt						
		042068106	560	13221	SH	DEFINED	1, 17
ARQULE INC	Common equity						
	shares	04269E107	2749	1060564	SH	DEFINED	1, 2, 6
ARRAY BIOPHARMA INC	Common equity						
	shares	04269X105	15587	3168612	SH	DEFINED	1, 2, 5, 6, 8
ARROW ELECTRONICS INC	Common equity						
	shares	042735100	144858	3566113	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
ARROW FINANCIAL CORP	Common equity						
	shares	042744102	4344	176260	SH	DEFINED	1, 2, 5, 6, 8
ARTESIAN RESOURCES - CL A	Common Stock						
		043113208	2971	132417	SH	DEFINED	1, 2, 6
ARTHROCARE CORP	Common Stock	043136100	18953	545276	SH	DEFINED	1, 2, 5, 6, 8
MERITOR INC	Common equity						
	shares	59001K100	11425	2415025	SH	DEFINED	1, 2, 5, 6, 8
ASIAINFO- LINKAGE INC	Common Stock						
		04518A104	2579	217259	SH	DEFINED	1, 2
ASPEN TECHNOLOGY INC	Common Stock						
		045327103	66618	2063117	SH	DEFINED	1, 2, 5, 6, 8, 17
ASSOCIATED BANC-CORP	Common equity						
	shares	045487105	154613	10178650	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
ASSOCIATED ESTATES RLTY CORP	Real Estate Investment Trust						
		045604105	17514	939568	SH	DEFINED	1, 2, 5, 6, 8
ASTA FUNDING INC	Common equity						

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	shares	046220109	1325	138001	SH	DEFINED	1,2
ASTEC INDUSTRIES INC	Common equity shares	046224101	13705	392435	SH	DEFINED	1,2,5,6,8
ASTORIA FINANCIAL CORP	Common equity shares	046265104	27570	2796095	SH	DEFINED	1,2,5,6,8,12
ASTRONICS CORP	Common Stock	046433108	5970	200090	SH	DEFINED	1,2,6
ATLANTIC TELE-NETWORK INC	Common equity shares	049079205	9432	194405	SH	DEFINED	1,2,5,6,8
ATLAS PIPELINE PARTNER LP	Limited Partnership	049392103	1768	51136	SH	DEFINED	1
ATMOS ENERGY CORP	Common equity shares	049560105	202400	4741169	SH	DEFINED	1,2,5,6,8,12,18
ATRION CORP	Common equity shares	049904105	5942	30941	SH	DEFINED	1,2,6
ATWOOD OCEANICS	Common equity shares	050095108	91877	1748588	SH	DEFINED	1,2,5,6,8,12
VOXX INTERNATIONAL CORP	Common Stock	91829F104	4555	425454	SH	DEFINED	1,2
AUTOLIV INC	Common equity shares	052800109	44021	636679	SH	DEFINED	1,2,5,8,10,12,1
SCIENTIFIC GAMES CORP	Common equity shares	80874P109	15070	1721678	SH	DEFINED	1,2,5,6,8
AVANIR PHARMACEUTICALS INC	Common Stock	05348P401	8319	3036561	SH	DEFINED	1,2,5,6,8
CELLEX THERAPEUTICS INC	Common Stock	15117B103	31514	2721323	SH	DEFINED	1,2,5,8
A V HOMES INC	Common equity shares	00234P102	2654	199098	SH	DEFINED	1,2,5
AVID TECHNOLOGY INC	Common equity shares	05367P100	3670	585163	SH	DEFINED	1,2,5,6,8
AVISTA CORP	Common equity shares	05379B107	38876	1419012	SH	DEFINED	1,2,5,6,8
AWARE INC	Common equity shares	05453N100	680	146807	SH	DEFINED	1,2
BCE INC	Common Stock	05534B760	511	10937	SH	DEFINED	2
BOK FINANCIAL CORP	Common equity shares	05561Q201	36267	582213	SH	DEFINED	1,2,5,6,8
BP PLC	American Depository Receipt	055622104	1595296	37669327	SH	DEFINED	1,2
BRE PROPERTIES INC	Real Estate Investment Trust	05564E106	111525	2291038	SH	DEFINED	1,2,5,6,8,12
BADGER METER INC	Common equity shares	056525108	16143	301654	SH	DEFINED	1,2,5,6,8
BAKER (MICHAEL) CORP	Common equity shares	057149106	3796	154971	SH	DEFINED	1,2,8
BALCHEM CORP -CL B	Common equity shares	057665200	25739	585796	SH	DEFINED	1,2,5,6,8
BALDWIN & LYONS -CL B	Common equity shares	057755209	3726	156591	SH	DEFINED	1,2,6
DIAMOND HILL INVESTMENT GRP	Common Stock	25264R207	3599	46230	SH	DEFINED	1,2
BANCFIRST CORP/OK	Common equity shares	05945F103	4609	110492	SH	DEFINED	1,2,5,8

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ISSUER	CLASS	CUSIP	VALUE	SHS/PRN VAL	SH/ PRN	PUT/ CALL	DISCRETION	MANAGERS
BRDESCO BANCO	American Depository Receipt	059460303	121381	7131559	SH		DEFINED	1, 2, 5, 6, 8, 10, 18
BBVA	American Depository Receipt	05946K101	395	45091	SH		DEFINED	1, 5, 8, 12
BANCO SANTANDER SA	American Depository Receipt	05964H105	3180	466765	SH		DEFINED	1, 2, 5, 8, 12
BANCO SANTANDER- CHILE	American Depository Receipt	05965X109	21338	749447	SH		DEFINED	1, 2, 5, 6, 10
BANCOLOMBIA SA	American Depository Receipt	05968L102	49728	786201	SH		DEFINED	1, 2, 5, 6, 10, 18
BANCORPSOUTH INC	Common equity shares	059692103	76901	4717826	SH		DEFINED	1, 2, 5, 6, 8, 12
HAMPTON ROADS BANKSHARES INC	Common equity shares	409321502	62	48174	SH		DEFINED	1
BANK KY FINANCIAL CORP	Common Stock	062896105	2261	82479	SH		DEFINED	1, 2
BANK OF MARIN BANCORP	Common equity shares	063425102	3416	85259	SH		DEFINED	1, 2, 6
BANK OF MONTREAL	Common equity shares	063671101	3106	49343	SH		DEFINED	1, 5, 12, 18
BANK MUTUAL CORP	Common equity shares	063750103	4884	883832	SH		DEFINED	1, 2, 5, 8
BANK OF THE OZARKS INC	Common equity shares	063904106	41664	939484	SH		DEFINED	1, 2, 5, 6, 8
BNC BANCORP	Common equity shares	05566T101	164	16361	SH		DEFINED	1
SIERRA BANCORP/CA	Common equity shares	82620P102	2404	182837	SH		DEFINED	1, 2
MITSUBISHI UFJ FINANCIAL GRP	American Depository Receipt	606822104	154	25370	SH		DEFINED	1, 2
BAR HARBOR BANKSHARES	Common equity shares	066849100	1894	51791	SH		DEFINED	1, 2
BARNES GROUP INC	Common equity shares	067806109	30273	1046372	SH		DEFINED	1, 2, 5, 6, 8
BARRICK GOLD CORP	Common equity shares	067901108	10937	372019	SH		DEFINED	1, 2, 5
BARRETT BUSINESS SVCS INC	Common equity shares	068463108	7293	138463	SH		DEFINED	1, 2
BARRY (R G) CORP	Common Stock	068798107	2042	152538	SH		DEFINED	1, 2
BASSETT FURNITURE INDS	Common equity shares	070203104	2468	154481	SH		DEFINED	1, 2
B/E AEROSPACE INC	Common equity shares	073302101	178382	2958793	SH		DEFINED	1, 2, 5, 6, 8, 12, 17
BEASLEY BROADCAST GROUP INC	Common equity shares	074014101	290	49164	SH		DEFINED	1, 2
BEAZER HOMES USA INC	Common equity shares	07556Q881	6571	414919	SH		DEFINED	1, 2, 5, 6, 8
BEBE STORES INC	Common equity shares	075571109	2649	635255	SH		DEFINED	1, 2, 8
BEL FUSE INC	Common equity shares	077347300	3373	216217	SH		DEFINED	1, 2

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BELO CORP -SER A COM	Common equity shares	080555105	18661	1898203	SH	DEFINED	1, 2, 5, 6, 8
HARVEST NATURAL RESOURCES	Common equity shares	41754V103	2403	684478	SH	DEFINED	1, 2, 5, 6, 8
BERKLEY (W R) CORP	Common equity shares	084423102	177760	4006373	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
BERKSHIRE BANCORP INC	Common equity shares	084597202	393	46837	SH	DEFINED	1, 2, 6
BERKSHIRE HATHAWAY INC DEL	Common equity shares	084670108	127056	813	SH	DEFINED	1, 5, 8, 12
BERKSHIRE HATHAWAY	Common equity shares	084670702	7703713	73931948	SH	DEFINED	1, 2, 5, 6, 8, 10, 12
BERKSHIRE HILLS BANCORP INC	Common Stock	084680107	11518	450937	SH	DEFINED	1, 2, 5, 6, 8
BERRY PETROLEUM - CL A	Common equity shares	085789105	60573	1308458	SH	DEFINED	1, 2, 5, 6, 8
BHP BILLITON GROUP (AUS)	American Depository Receipt	088606108	1505	21990	SH	DEFINED	1, 5
CAMAC ENERGY INC	Common equity shares	131745101	7	10700	SH	DEFINED	1
BIO-RAD LABORATORIES INC	Common equity shares	090572207	70712	561197	SH	DEFINED	1, 2, 5, 6, 8, 12
SAVIENT PHARMACEUTICALS INC	Common equity shares	80517Q100	42	51732	SH	DEFINED	1, 2, 6
BIO REFERENCE LABS	Common equity shares	09057G602	13251	509994	SH	DEFINED	1, 2, 5, 6, 8
BIOANALYTICAL SYSTEMS INC	Common Stock	09058M103	17	11400	SH	DEFINED	1
BIOCRYST PHARMACEUTICALS INC	Common Stock	09058V103	790	663203	SH	DEFINED	1, 2, 5
MAST THERAPEUTICS INC	Common equity shares	576314108	10	14624	SH	DEFINED	1
BIOMARIN PHARMACEUTICAL INC	Common Stock	09061G101	244937	3934165	SH	DEFINED	1, 2, 5, 6, 8, 17, 1
BIOTIME INC	Common equity shares	09066L105	1796	469590	SH	DEFINED	1, 2, 6
VALEANT PHARMACEUTICALS INTL	Common equity shares	91911K102	3358	44725	SH	DEFINED	1, 5
SYNUTRA INTERNATIONAL INC	Common equity shares	87164C102	1269	269839	SH	DEFINED	1, 2
BIOLASE INC	Common Stock	090911108	80	20168	SH	DEFINED	1, 2
BIOSPECIFICS TECHNOLOGIES CP	Common Stock	090931106	1244	73034	SH	DEFINED	1, 2, 6
ONCOTHYREON INC	Common Stock	682324108	1739	836579	SH	DEFINED	1, 2, 5, 6
AUTHENTIDATE HOLDING CORP	Common equity shares	052666203	12	11950	SH	DEFINED	1
BLACK BOX CORP	Common equity shares	091826107	8665	397573	SH	DEFINED	1, 2, 5, 6, 8
BLACK HILLS CORP	Common equity shares	092113109	71466	1622759	SH	DEFINED	1, 2, 5, 6, 8, 12, 1
BLACKROCK INC	Common equity shares	09247X101	1324089	5154498	SH	DEFINED	1, 2, 5, 6, 8, 10, 12, 18
BLOUNT INTL INC	Common equity shares	095180105	12161	908862	SH	DEFINED	1, 2, 5, 6, 8
BLUEGREEN CORP	Common equity shares	096231105	1794	182013	SH	DEFINED	1, 2

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BLYTH INC	Common equity shares	09643P207	3562	205323 SH	DEFINED	1,2,5,6,8
BOB EVANS FARMS	Common equity shares	096761101	42003	985515 SH	DEFINED	1,2,5,6,8,12,18
BOLT TECHNOLOGY CORP	Common equity shares	097698104	1989	114013 SH	DEFINED	1,2
BON-TON STORES INC	Common equity shares	09776J101	2541	195088 SH	DEFINED	1,2
OCLARO INC	Common Stock	67555N206	1617	1284553 SH	DEFINED	1,2,6,8
BORGWARNER INC	Common equity shares	099724106	353048	4564833 SH	DEFINED	1,2,5,6,8,10,12
BOSTON BEER INC -CL A	Common equity shares	100557107	25498	159719 SH	DEFINED	1,2,5,6,8,17
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