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VERIZON COMMUNICATIONS INC
Form 13F-HR
November 10, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2009

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-04063

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

Person Signing this Report on Behalf of Reporting manager:

Name: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik Basking Ridge, New Jersey November 10, 2009

[Signature] [City, State] [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report-)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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Form 13F SUMMARY PAGE

Report summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 614

 Form 13F Information Table Value Total: 1,686,693.00

 (thousands)

List of Other Included Managers:

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

Goldman Sachs Prime Brokerage

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
					INV. DISCRETI
					(B)
					SHARED
					(A) AS DEF. S
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE OR PRINCIPAL (x\$1000)	SHARES OR AMOUNT	SOLE INSTR. V O
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	887	18,500	
ARCH CAP GROUP LTD	ORD	G0450A105	675	10,000	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1,066	28,600	
COOPER INDUSTRIES PLC	SHS	G24140108	1,360	36,200	
COVIDIEN PLC	SHS	G2554F105	2,018	46,646	
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	1,501	41,150	
GARMIN LTD	ORD	G37260109	323	8,551	
INGERSOLL-RAND PLC	SHS	G47791101	1,011	32,956	
LAZARD LTD	SHS A	G54050102	293	7,097	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	821	50,684	
NABORS INDUSTRIES LTD	SHS	G6359F103	203	9,700	
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	493	9,000	
SEAGATE TECHNOLOGY	SHS	G7945J104	625	41,066	
TRANSOCEAN LTD	REG SHS	H8817H100	641	7,500	
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	668	30,000	
AFLAC INC	COM	001055102	5,208	121,851	
AGCO CORP	COM	001084102	550	19,900	
AES CORP	COM	00130H105	1,411	95,232	
AMR CORP	COM	001765106	210	26,422	
AT&T INC	COM	00206R102	16,806	622,200	
ABBOTT LABS	COM	002824100	17,415	352,025	
ACTIVISION BLIZZARD INC	COM	00507V109	1,438	116,045	
ADOBE SYS INC	COM	00724F101	3,944	119,372	

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ADVANCE AUTO PARTS INC	COM	00751Y106	347	8,833
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	238	8,767
AEROPOSTALE	COM	007865108	1,337	30,754
ADVANCED MICRO DEVICES INC	COM	007903107	154	27,293
AETNA INC NEW	COM	00817Y108	2,305	82,812
AFFILIATED COMPUTER SERVICES	CL A	008190100	1,306	24,104
AFFILIATED MANAGERS GROUP	COM	008252108	249	3,829
AGILENT TECHNOLOGIES INC	COM	00846U101	1,484	53,310
AIR PRODS & CHEMS INC	COM	009158106	2,142	27,614
AKAMAI TECHNOLOGIES INC	COM	00971T101	315	16,029
ALBERTO CULVER CO NEW	COM	013078100	795	28,723
ALCOA INC	COM	013817101	1,537	117,135
ALEXION PHARMACEUTICALS INC	COM	015351109	339	7,612
ALLEGHENY ENERGY INC	COM	017361106	607	22,900
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	840	24,000
ALLERGAN INC	COM	018490102	4,986	87,838
ALLIANCE DATA SYSTEMS CORP	COM	018581108	329	5,387
ALLIANT TECHSYSTEMS INC	COM	018804104	237	3,041
ALLSTATE CORP	COM	020002101	2,471	80,686
ALPHA NATURAL RESOURCES INC	COM	02076X102	583	16,612
ALTERA CORP	COM	021441100	558	27,212
ALTRIA GROUP INC	COM	02209S103	6,635	372,553
AMAZON COM INC	COM	023135106	6,926	74,182
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	806	47,822
AMERICAN ELEC PWR INC	COM	025537101	824	26,600
AMERICAN EXPRESS CO	COM	025816109	5,208	153,621
AMERICAN INTL GROUP INC	COM NEW	026874784	595	13,500
AMERICAN RAILCAR INDS INC	COM	02916P103	228	21,500
AMERICAN TOWER CORP	CL A	029912201	1,736	47,682
AMERISOURCEBERGEN CORP	COM	03073E105	3,428	153,164
AMETEK INC NEW	COM	031100100	1,322	37,863
AMGEN INC	COM	031162100	14,858	246,688
AMPHENOL CORP NEW	CL A	032095101	599	15,887
AMYLIN PHARMACEUTICALS INC	COM	032346108	179	13,068
ANADARKO PETE CORP	COM	032511107	2,917	46,500
ANALOG DEVICES INC	COM	032654105	2,278	82,612
ANNALY CAP MGMT INC	COM	035710409	1,478	81,500
ANSYS INC	COM	03662Q105	304	8,129
APACHE CORP	COM	037411105	3,490	38,000
APOLLO GROUP INC	CL A	037604105	3,058	41,506
APPLE INC	COM	037833100	37,744	203,634
APPLIED MATLS INC	COM	038222105	1,425	106,480
APTARGROUP INC	COM	038336103	224	6,000
ARCHER DANIELS MIDLAND CO	COM	039483102	4,652	159,203
ARROW ELECTRS INC	COM	042735100	400	14,203
AUTODESK INC	COM	052769106	341	14,325
AUTOMATIC DATA PROCESSING IN	COM	053015103	3,990	101,524
AUTOZONE INC	COM	053332102	2,044	13,977
AVALONBAY CMNTYS INC	COM	053484101	1,331	18,300
AVON PRODS INC	COM	054303102	3,005	88,492
BB&T CORP	COM	054937107	1,703	62,500
BJS WHOLESALE CLUB INC	COM	05548J106	394	10,889
BOK FINL CORP	COM NEW	05561Q201	432	9,333
BMC SOFTWARE INC	COM	055921100	1,207	32,151
BAKER HUGHES INC	COM	057224107	1,314	30,800
BALL CORP	COM	058498106	1,450	29,466
BANK OF AMERICA CORPORATION	COM	060505104	11,250	664,900
BANK HAWAII CORP	COM	062540109	2,048	49,300
BANK OF NEW YORK MELLON CORP	COM	064058100	5,628	194,129
BARD C R INC	COM	067383109	1,667	21,211
BAXTER INTL INC	COM	071813109	8,130	142,611
BECKMAN COULTER INC	COM	075811109	465	6,740

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BECTON DICKINSON & CO	COM	075887109	4,116	59,016
BED BATH & BEYOND INC	COM	075896100	1,606	42,792
BEMIS INC	COM	081437105	466	18,000
BEST BUY INC	COM	086516101	3,697	98,533
BIOGEN IDEC INC	COM	09062X103	4,868	96,361
BLACKROCK INC	COM	09247X101	679	3,132
BLOCK H & R INC	COM	093671105	579	31,501
BOEING CO	COM	097023105	5,243	96,823
BORGWARNER INC	COM	099724106	455	15,030
BOSTON PROPERTIES INC	COM	101121101	800	12,200
BOSTON SCIENTIFIC CORP	COM	101137107	3,224	304,436
BRISTOL MYERS SQUIBB CO	COM	110122108	6,312	280,275
BROADCOM CORP	CL A	111320107	5,057	164,763
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	484	61,634
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	606	26,700
BROWN FORMAN CORP	CL B	115637209	335	6,946
BURLINGTON NORTHN SANTA FE C	COM	12189T104	3,145	39,400
CBS CORP NEW	CL B	124857202	783	65,000
CB RICHARD ELLIS GROUP INC	CL A	12497T101	425	36,194
CF INDS HLDGS INC	COM	125269100	321	3,722
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,900	50,215
CIGNA CORP	COM	125509109	1,330	47,345
CME GROUP INC	COM	12572Q105	2,822	9,158
CMS ENERGY CORP	COM	125896100	261	19,500
CSX CORP	COM	126408103	1,875	44,800
CVS CAREMARK CORPORATION	COM	126650100	7,726	216,181
CA INC	COM	12673P105	618	28,120
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	594	25,000
CADENCE DESIGN SYSTEM INC	COM	127387108	179	24,437
CALPINE CORP	COM NEW	131347304	361	31,303
CAMERON INTERNATIONAL CORP	COM	13342B105	1,506	39,824
CAMPBELL SOUP CO	COM	134429109	894	27,396
CAPITAL ONE FINL CORP	COM	14040H105	2,173	60,813
CARMAX INC	COM	143130102	303	14,517
CARNIVAL CORP	PAIRED CTF	143658300	614	18,448
CATERPILLAR INC DEL	COM	149123101	6,211	121,004
CELANESE CORP DEL	COM SER A	150870103	670	26,809
CELGENE CORP	COM	151020104	6,327	113,188
CENTERPOINT ENERGY INC	COM	15189T107	515	41,405
CENTURYTEL INC	COM	156700106	1,876	55,827
CEPHALON INC	COM	156708109	399	6,848
CERNER CORP	COM	156782104	466	6,224
CHESAPEAKE ENERGY CORP	COM	165167107	2,670	94,001
CHEVRON CORP NEW	COM	166764100	16,727	237,500
CHICOS FAS INC	COM	168615102	200	15,423
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	287	2,955
CHOICE HOTELS INTL INC	COM	169905106	355	11,442
CHUBB CORP	COM	171232101	882	17,500
CHURCH & DWIGHT INC	COM	171340102	937	16,512
CISCO SYS INC	COM	17275R102	31,275	1,328,610
CITIGROUP INC	COM	172967101	3,131	646,800
CITRIX SYS INC	COM	177376100	658	16,784
CLEARWIRE CORP NEW	CL A	18538Q105	100	12,301
CLIFFS NATURAL RESOURCES INC	COM	18683K101	297	9,167
CLOROX CO DEL	COM	189054109	1,379	23,439
COACH INC	COM	189754104	2,286	69,453
COCA COLA CO	COM	191216100	25,623	477,148
COCA COLA ENTERPRISES INC	COM	191219104	521	24,343
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,443	63,193
COLGATE PALMOLIVE CO	COM	194162103	9,835	128,931
COMCAST CORP NEW	CL A	20030N101	5,992	354,997
COMMERCIAL METALS CO	COM	201723103	179	10,000

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COMPUTER SCIENCES CORP	COM	205363104	474	9,000
CONOCOPHILLIPS	COM	20825C104	8,129	180,000
CONSOL ENERGY INC	COM	20854P109	1,753	38,853
CONSOLIDATED EDISON INC	COM	209115104	1,195	29,200
CONSTELLATION ENERGY GROUP I	COM	210371100	604	18,667
CONTINENTAL AIRLS INC	CL B	210795308	189	11,467
COPART INC	COM	217204106	206	6,193
CORN PRODS INTL INC	COM	219023108	1,258	44,100
CORNING INC	COM	219350105	4,934	322,267
COSTCO WHSL CORP NEW	COM	22160K105	6,419	113,852
COVANCE INC	COM	222816100	321	5,929
COVENTRY HEALTH CARE INC	COM	222862104	201	10,083
CRANE CO	COM	224399105	329	12,759
CREE INC	COM	225447101	303	8,249
CROWN CASTLE INTL CORP	COM	228227104	1,194	38,084
CROWN HOLDINGS INC	COM	228368106	404	14,836
CULLEN FROST BANKERS INC	COM	229899109	491	9,500
CUMMINS INC	COM	231021106	2,329	51,977
CYPRESS SEMICONDUCTOR CORP	COM	232806109	125	12,094
DPL INC	COM	233293109	244	9,366
D R HORTON INC	COM	23331A109	297	26,000
DTE ENERGY CO	COM	233331107	717	20,400
DANAHER CORP DEL	COM	235851102	3,878	57,611
DARDEN RESTAURANTS INC	COM	237194105	946	27,718
DAVITA INC	COM	23918K108	543	9,591
DEAN FOODS CO NEW	COM	242370104	297	16,686
DEERE & CO	COM	244199105	2,919	68,021
DEL MONTE FOODS CO	COM	24522P103	573	49,500
DELL INC	COM	24702R101	6,430	421,364
DELTA AIR LINES INC DEL	COM NEW	247361702	641	71,560
DENDREON CORP	COM	24823Q107	300	10,703
DENTSPLY INTL INC NEW	COM	249030107	476	13,775
DEVON ENERGY CORP NEW	COM	25179M103	4,767	70,800
DEVRY INC DEL	COM	251893103	319	5,772
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,518	15,895
DIEBOLD INC	COM	253651103	1,014	30,783
DIGITAL RLTY TR INC	COM	253868103	323	7,060
DIRECTV GROUP INC	COM	25459L106	1,865	67,626
DISNEY WALT CO	COM DISNEY	254687106	6,027	219,501
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	631	24,259
DISH NETWORK CORP	CL A	25470M109	1,065	55,300
DOLLAR TREE INC	COM	256746108	1,321	27,137
DOMINION RES INC VA NEW	COM	25746U109	3,015	87,400
DONALDSON INC	COM	257651109	944	27,261
DONNELLEY R R & SONS CO	COM	257867101	360	16,911
DOVER CORP	COM	260003108	1,349	34,815
DOW CHEM CO	COM	260543103	3,042	116,700
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	1,248	35,100
DRESSER-RAND GROUP INC	COM	261608103	915	29,444
DU PONT E I DE NEMOURS & CO	COM	263534109	4,003	124,538
DUKE ENERGY CORP NEW	COM	26441C105	2,868	182,200
DUN & BRADSTREET CORP DEL NE	COM	26483E100	552	7,332
E M C CORP MASS	COM	268648102	4,524	265,516
ENSCO INTL INC	COM	26874Q100	2,387	56,123
EOG RES INC	COM	26875P101	4,343	52,000
EQT CORP	COM	26884L109	1,420	33,340
EXCO RESOURCES INC	COM	269279402	213	11,391
EASTMAN CHEM CO	COM	277432100	771	14,400
EATON CORP	COM	278058102	639	11,300
EATON VANCE CORP	COM NON VTG	278265103	582	20,809
EBAY INC	COM	278642103	5,510	233,460
ECOLAB INC	COM	278865100	1,707	36,932

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EDISON INTL	COM	281020107	1,034	30,800
EDWARDS LIFESCIENCES CORP	COM	28176E108	363	5,196
EL PASO CORP	COM	28336L109	187	18,073
ELECTRONIC ARTS INC	COM	285512109	1,996	104,751
EMERSON ELEC CO	COM	291011104	6,497	162,089
ENERGIZER HLDGS INC	COM	29266R108	1,193	17,985
ENTERGY CORP NEW	COM	29364G103	3,011	37,700
EQUIFAX INC	COM	294429105	637	21,856
EQUINIX INC	COM NEW	29444U502	324	3,521
EXELON CORP	COM	30161N101	3,525	71,044
EXPEDIA INC DEL	COM	30212P105	886	36,994
EXPEDITORS INTL WASH INC	COM	302130109	1,705	48,494
EXPRESS SCRIPTS INC	COM	302182100	5,367	69,184
EXXON MOBIL CORP	COM	30231G102	47,770	696,256
FLIR SYS INC	COM	302445101	390	13,935
FMC TECHNOLOGIES INC	COM	30249U101	1,231	23,562
F M C CORP	COM NEW	302491303	323	5,736
FPL GROUP INC	COM	302571104	2,713	49,115
FTI CONSULTING INC	COM	302941109	203	4,762
FACTSET RESH SYS INC	COM	303075105	256	3,869
FAMILY DLR STORES INC	COM	307000109	1,201	45,506
FASTENAL CO	COM	311900104	714	18,460
FEDERATED INVS INC PA	CL B	314211103	924	35,037
FEDEX CORP	COM	31428X106	2,407	32,000
F5 NETWORKS INC	COM	315616102	289	7,286
FIDELITY NATL INFORMATION SV	COM	31620M106	1,537	60,270
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	237	15,702
FIFTH THIRD BANCORP	COM	316773100	1,216	120,000
FIRST AMERN CORP CALIF	COM	318522307	324	10,000
FIRST SOLAR INC	COM	336433107	1,584	10,364
FISERV INC	COM	337738108	2,358	48,931
FIRSTENERGY CORP	COM	337932107	1,326	29,000
FLUOR CORP NEW	COM	343412102	2,119	41,679
FLOWSERVE CORP	COM	34354P105	1,675	16,998
FORD MTR CO DEL	COM PAR \$0.01	345370860	2,343	325,000
FOREST LABS INC	COM	345838106	1,387	47,100
FRANKLIN RES INC	COM	354613101	4,707	46,788
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4,431	64,579
FRONTIER COMMUNICATIONS CORP	COM	35906A108	122	16,199
FRONTIER OIL CORP	COM	35914P105	211	15,138
GALLAGHER ARTHUR J & CO	COM	363576109	210	8,618
GAMESTOP CORP NEW	CL A	36467W109	1,279	48,321
GAP INC DEL	COM	364760108	3,418	159,726
GEN-PROBE INC NEW	COM	36866T103	200	4,830
GENERAL DYNAMICS CORP	COM	369550108	4,345	67,255
GENERAL ELECTRIC CO	COM	369604103	15,607	950,500
GENERAL MLS INC	COM	370334104	7,041	109,371
GENTEX CORP	COM	371901109	181	12,770
GENWORTH FINL INC	COM CL A	37247D106	205	17,116
GENZYME CORP	COM	372917104	2,321	40,918
GILEAD SCIENCES INC	COM	375558103	9,591	206,260
GLG PARTNERS INC	COM	37929X107	71	17,629
GLOBAL PMTS INC	COM	37940X102	1,959	41,957
GOLDMAN SACHS GROUP INC	COM	38141G104	11,189	60,696
GOODRICH CORP	COM	382388106	1,276	23,487
GOODYEAR TIRE & RUBR CO	COM	382550101	978	57,427
GOOGLE INC	CL A	38259P508	26,930	54,310
GRAINGER W W INC	COM	384802104	510	5,704
GREEN MTN COFFEE ROASTERS IN	COM	393122106	205	2,771
GREIF INC	CL A	397624107	501	9,100
GUESS INC	COM	401617105	200	5,411
HCP INC	COM	40414L109	3,089	107,498

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HALLIBURTON CO	COM	406216101	2,598	95,800
HANOVER INS GROUP INC	COM	410867105	330	7,996
HANSEN NAT CORP	COM	411310105	800	21,785
HARLEY DAVIDSON INC	COM	412822108	745	32,400
HARRIS CORP DEL	COM	413875105	362	9,615
HARTFORD FINL SVCS GROUP INC	COM	416515104	814	30,700
HASBRO INC	COM	418056107	1,807	65,119
HEALTH MGMT ASSOC INC NEW	CL A	421933102	171	22,869
HEALTH CARE REIT INC	COM	42217K106	216	5,186
HEINZ H J CO	COM	423074103	3,468	87,236
HELMERICH & PAYNE INC	COM	423452101	338	8,552
HERSHEY CO	COM	427866108	324	8,328
HESS CORP	COM	42809H107	1,395	26,100
HEWITT ASSOCS INC	COM	42822Q100	1,291	35,440
HEWLETT PACKARD CO	COM	428236103	24,698	523,158
HOME DEPOT INC	COM	437076102	5,777	216,842
HONEYWELL INTL INC	COM	438516106	6,289	169,286
HORMEL FOODS CORP	COM	440452100	999	28,135
HOSPIRA INC	COM	441060100	664	14,883
HUDSON CITY BANCORP	COM	443683107	317	24,077
HUMANA INC	COM	444859102	922	24,706
HUNT J B TRANS SVCS INC	COM	445658107	260	8,105
ITT EDUCATIONAL SERVICES INC	COM	45068B109	393	3,555
ITT CORP NEW	COM	450911102	1,511	28,972
IDEX CORP	COM	45167R104	434	15,516
IDEXX LABS INC	COM	45168D104	849	16,973
IHS INC	CL A	451734107	227	4,431
ILLINOIS TOOL WKS INC	COM	452308109	2,456	57,500
ILLUMINA INC	COM	452327109	1,229	28,911
INGRAM MICRO INC	CL A	457153104	721	42,800
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	712	105,364
INTEL CORP	COM	458140100	22,247	1,136,777
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,066	21,255
INTERNATIONAL BUSINESS MACHS	COM	459200101	34,573	289,047
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,156	30,489
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,379	64,212
INTL PAPER CO	COM	460146103	963	43,300
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,786	6,812
INTUIT	COM	461202103	1,210	42,462
IRON MTN INC	COM	462846106	712	26,723
ISHARES TR INDEX	RUSSELL1000VAL	464287598	704	12,684
ISHARES TR INDEX	RUSSELL1000GRW	464287614	1,539	33,230
ITC HLDGS CORP	COM	465685105	373	8,215
ITRON INC	COM	465741106	219	3,410
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	72	10,188
JPMORGAN CHASE & CO	COM	46625H100	18,930	432,000
JABIL CIRCUIT INC	COM	466313103	253	18,869
JACOBS ENGR GROUP INC DEL	COM	469814107	1,151	25,050
JANUS CAP GROUP INC	COM	47102X105	184	12,996
JEFFERIES GROUP INC NEW	COM	472319102	222	8,144
JOHNSON & JOHNSON	COM	478160104	33,672	552,995
JOHNSON CTLS INC	COM	478366107	2,342	91,613
JOY GLOBAL INC	COM	481165108	1,635	33,415
JUNIPER NETWORKS INC	COM	48203R104	1,811	67,019
KBR INC	COM	48242W106	1,220	52,400
KELLOGG CO	COM	487836108	1,161	23,592
KIMBERLY CLARK CORP	COM	494368103	4,525	76,720
KIMCO REALTY CORP	COM	49446R109	413	31,700
KING PHARMACEUTICALS INC	COM	495582108	775	72,000
KOHL'S CORP	COM	500255104	3,479	60,980
KRAFT FOODS INC	CL A	50075N104	3,885	147,900
KROGER CO	COM	501044101	1,373	66,501

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LKQ CORP	COM	501889208	241	13,003
LSI CORPORATION	COM	502161102	671	122,300
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	803	10,000
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	660	10,044
LAM RESEARCH CORP	COM	512807108	400	11,723
LAS VEGAS SANDS CORP	COM	517834107	556	33,009
LAUDER ESTEE COS INC	CL A	518439104	382	10,289
LENDER PROCESSING SVCS INC	COM	52602E102	338	8,863
LEUCADIA NATL CORP	COM	527288104	1,869	75,621
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	140	100,400
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	622	20,000
LIFE TECHNOLOGIES CORP	COM	53217V109	1,599	34,353
LILLY ELI & CO	COM	532457108	5,937	179,749
LIMITED BRANDS INC	COM	532716107	697	41,049
LINCOLN NATL CORP IND	COM	534187109	600	23,140
LINEAR TECHNOLOGY CORP	COM	535678106	570	20,612
LOCKHEED MARTIN CORP	COM	539830109	6,325	81,001
LOEWS CORP	COM	540424108	3,425	100,000
LORILLARD INC	COM	544147101	1,692	22,772
LOWES COS INC	COM	548661107	4,036	192,761
LUBRIZOL CORP	COM	549271104	655	9,161
MBIA INC	COM	55262C100	126	16,200
MDU RES GROUP INC	COM	552690109	932	44,700
MEMC ELECTR MATLS INC	COM	552715104	345	20,727
MSCI INC	CL A	55354G100	273	9,211
MACYS INC	COM	55616P104	640	35,000
MANPOWER INC	COM	56418H100	1,911	33,700
MARATHON OIL CORP	COM	565849106	4,252	133,300
MARRIOTT INTL INC NEW	CL A	571903202	1,265	45,861
MARVEL ENTERTAINMENT INC	COM	57383T103	225	4,527
MASCO CORP	COM	574599106	203	15,695
MASTERCARD INC	CL A	57636Q104	3,759	18,595
MATRIX INITIATIVES INC	COM	57685L105	236	41,600
MATTEL INC	COM	577081102	3,107	168,304
MAXIM INTEGRATED PRODS INC	COM	57772K101	748	41,219
MCAFFEE INC	COM	579064106	631	14,410
MCCORMICK & CO INC	COM NON VTG	579780206	410	12,085
MCDERMOTT INTL INC	COM	580037109	947	37,494
MCDONALDS CORP	COM	580135101	14,337	251,215
MCGRAW HILL COS INC	COM	580645109	2,727	108,468
MCKESSON CORP	COM	58155Q103	3,313	55,635
MEADWESTVACO CORP	COM	583334107	277	12,400
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5,102	92,236
MEDIACOM COMMUNICATIONS CORP	CL A	58446K105	110	19,100
MEDTRONIC INC	COM	585055106	10,503	285,402
MERCK & CO INC	COM	589331107	8,679	274,388
METAVANTE TECHNOLOGIES INC	COM	591407101	286	8,308
METLIFE INC	COM	59156R108	2,436	64,000
METROPCS COMMUNICATIONS INC	COM	591708102	372	39,691
METTLER TOLEDO INTERNATIONAL	COM	592688105	283	3,124
MICROS SYS INC	COM	594901100	225	7,457
MICROSOFT CORP	COM	594918104	47,666	1,853,256
MICROCHIP TECHNOLOGY INC	COM	595017104	410	15,467
MICRON TECHNOLOGY INC	COM	595112103	113	13,822
MILLIPORE CORP	COM	601073109	362	5,142
MIRANT CORP NEW	COM	60467R100	912	55,501
MONSANTO CO NEW	COM	61166W101	9,382	121,214
MONSTER WORLDWIDE INC	COM	611742107	1,277	73,039
MOODYS CORP	COM	615369105	908	44,400
MORGAN STANLEY	COM NEW	617446448	5,058	163,785
MOSAIC CO	COM	61945A107	1,619	33,673
MOTOROLA INC	COM	620076109	2,436	283,606

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MURPHY OIL CORP	COM	626717102	864	15,000
MYLAN INC	COM	628530107	324	20,227
MYRIAD GENETICS INC	COM	62855J104	243	8,858
NCR CORP NEW	COM	62886E108	1,184	85,709
NII HLDGS INC	CL B NEW	62913F201	572	19,016
NVR INC	COM	62944T105	1,885	2,957
NYSE EURONEXT	COM	629491101	714	24,698
NALCO HOLDING COMPANY	COM	62985Q101	447	21,812
NATIONAL OILWELL VARCO INC	COM	637071101	1,859	43,101
NATIONAL SEMICONDUCTOR CORP	COM	637640103	689	48,295
NATIONWIDE HEALTH PPTYS INC	COM	638620104	687	22,181
NAVISTAR INTL CORP NEW	COM	63934E108	794	21,219
NETAPP INC	COM	64110D104	3,505	131,361
NEWMONT MINING CORP	COM	651639106	4,349	98,792
NEWS CORP	CL A	65248E104	2,862	239,302
NIKE INC	CL B	654106103	7,279	112,510
NOBLE ENERGY INC	COM	655044105	1,418	21,500
NORDSTROM INC	COM	655664100	687	22,499
NORFOLK SOUTHERN CORP	COM	655844108	2,536	58,826
NORTHERN TR CORP	COM	665859104	3,580	61,547
NORTHROP GRUMMAN CORP	COM	666807102	1,582	30,571
NOVELL INC	COM	670006105	66	14,533
NSTAR	COM	67019E107	853	26,800
NUANCE COMMUNICATIONS INC	COM	67020Y100	274	18,318
NUCOR CORP	COM	670346105	1,669	35,500
NVIDIA CORP	COM	67066G104	1,438	95,655
NV ENERGY INC	COM	67073Y106	276	23,783
OGE ENERGY CORP	COM	670837103	232	7,000
OCCIDENTAL PETE CORP DEL	COM	674599105	9,055	115,500
OCEANEERING INTL INC	COM	675232102	912	16,076
OMNICOM GROUP INC	COM	681919106	4,447	120,386
ON ASSIGNMENT INC	COM	682159108	102	17,363
ON SEMICONDUCTOR CORP	COM	682189105	322	38,984
ORACLE CORP	COM	68389X105	16,146	774,777
O REILLY AUTOMOTIVE INC	COM	686091109	455	12,582
OWENS ILL INC	COM NEW	690768403	469	12,721
PG&E CORP	COM	69331C108	2,320	57,300
PMC-SIERRA INC	COM	69344F106	306	32,000
PNC FINL SVCS GROUP INC	COM	693475105	1,710	35,200
PPG INDS INC	COM	693506107	815	14,000
PPL CORP	COM	69351T106	2,059	67,875
PACCAR INC	COM	693718108	3,151	83,557
PACTIV CORP	COM	695257105	670	25,721
PALL CORP	COM	696429307	352	10,905
PARKER HANNIFIN CORP	COM	701094104	1,166	22,500
PATTERSON COMPANIES INC	COM	703395103	254	9,321
PAYCHEX INC	COM	704326107	2,930	100,850
PEABODY ENERGY CORP	COM	704549104	2,222	59,695
PENNEY J C INC	COM	708160106	975	28,900
PENTAIR INC	COM	709631105	281	9,535
PEPSI BOTTLING GROUP INC	COM	713409100	380	10,440
PEPSIAMERICAS INC	COM	71343P200	314	11,000
PEPSICO INC	COM	713448108	20,618	351,475
PERRIGO CO	COM	714290103	251	7,388
PETROHAWK ENERGY CORP	COM	716495106	1,127	46,559
PETSMART INC	COM	716768106	254	11,690
PFIZER INC	COM	717081103	12,988	784,800
PHARMACEUTICAL PROD DEV INC	COM	717124101	214	9,743
PHILIP MORRIS INTL INC	COM	718172109	22,952	470,916
PIEDMONT NAT GAS INC	COM	720186105	498	20,800
PINNACLE WEST CAP CORP	COM	723484101	263	8,000
PIONEER NAT RES CO	COM	723787107	425	11,700

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POLO RALPH LAUREN CORP	CL A	731572103	369	4,810
PRAXAIR INC	COM	74005P104	5,107	62,515
PRECISION CASTPARTS CORP	COM	740189105	6,172	60,590
PRICE T ROWE GROUP INC	COM	74144T108	2,180	47,695
PRICELINE COM INC	COM NEW	741503403	1,271	7,664
PRIDE INTL INC DEL	COM	74153Q102	229	7,520
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	1,882	68,712
PROCTER & GAMBLE CO	COM	742718109	31,459	543,152
PROGRESS ENERGY INC	COM	743263105	1,309	33,500
PROGRESSIVE CORP OHIO	COM	743315103	1,816	109,542
PRUDENTIAL FINL INC	COM	744320102	4,492	90,003
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,264	40,200
PUBLIC STORAGE	COM	74460D109	5,151	68,466
PULTE HOMES INC	COM	745867101	388	35,315
QLOGIC CORP	COM	747277101	190	11,020
QUALCOMM INC	COM	747525103	16,975	377,387
QUEST DIAGNOSTICS INC	COM	74834L100	752	14,407
QUESTAR CORP	COM	748356102	868	23,100
QUICKSILVER RESOURCES INC	COM	74837R104	154	10,877
QWEST COMMUNICATIONS INTL IN	COM	749121109	373	98,000
RAYONIER INC	COM	754907103	729	17,818
RAYTHEON CO	COM NEW	755111507	1,614	33,641
RED HAT INC	COM	756577102	761	27,524
RELIANCE STEEL & ALUMINUM CO	COM	759509102	958	22,500
REPUBLIC SVCS INC	COM	760759100	1,251	47,068
RESMED INC	COM	761152107	316	6,989
ROBERT HALF INTL INC	COM	770323103	355	14,173
ROCKWELL AUTOMATION INC	COM	773903109	1,274	29,917
ROCKWELL COLLINS INC	COM	774341101	1,762	34,689
ROPER INDS INC NEW	COM	776696106	877	17,206
ROSS STORES INC	COM	778296103	1,159	24,257
ROVI CORP	COM	779376102	621	18,492
SBA COMMUNICATIONS CORP	COM	78388J106	495	18,296
SAIC INC	COM	78390X101	1,113	63,463
SEI INVESTMENTS CO	COM	784117103	567	28,825
SLM CORP	COM	78442P106	769	88,208
ST JOE CO	COM	790148100	250	8,579
ST JUDE MED INC	COM	790849103	2,384	61,122
SALESFORCE COM INC	COM	79466L302	2,724	47,845
SANDISK CORP	COM	80004C101	871	40,141
SARA LEE CORP	COM	803111103	178	16,000
SCHEIN HENRY INC	COM	806407102	1,354	24,663
SCHERING PLOUGH CORP	COM	806605101	8,190	289,923
SCHLUMBERGER LTD	COM	806857108	12,950	217,274
SCHNITZER STL INDS	CL A	806882106	461	8,664
SCHWAB CHARLES CORP NEW	COM	808513105	3,812	199,055
SCOTTS MIRACLE GRO CO	CL A	810186106	564	13,143
SEALED AIR CORP NEW	COM	81211K100	501	25,500
SEARS HLDGS CORP	COM	812350106	1,430	21,900
SEMPRA ENERGY	COM	816851109	1,863	37,400
SEPRACOR INC	COM	817315104	232	10,138
SHAW GROUP INC	COM	820280105	202	6,301
SHERWIN WILLIAMS CO	COM	824348106	1,376	22,865
SIGMA ALDRICH CORP	COM	826552101	1,587	29,395
SIMON PPTY GROUP INC NEW	COM	828806109	3,333	48,012
SMITH INTL INC	COM	832110100	778	27,102
SONOCO PRODS CO	COM	835495102	496	18,000
SOUTHERN CO	COM	842587107	2,860	90,300
SOUTHERN COPPER CORP	COM	84265V105	1,559	50,810
SOUTHWEST AIRLS CO	COM	844741108	431	44,940
SOUTHWESTERN ENERGY CO	COM	845467109	3,558	83,369
SPECTRA ENERGY CORP	COM	847560109	2,256	119,100

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SPRINT NEXTEL CORP	COM SER 1	852061100	1,433	362,900
STANDEX INTL CORP	COM	854231107	274	13,800
STANLEY WKS	COM	854616109	666	15,600
STAPLES INC	COM	855030102	2,818	121,341
STARBUCKS CORP	COM	855244109	5,015	242,847
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	919	27,823
STATE STR CORP	COM	857477103	3,961	75,309
STEEL DYNAMICS INC	COM	858119100	430	28,000
STERICYCLE INC	COM	858912108	381	7,872
STRAYER ED INC	COM	863236105	283	1,301
STRYKER CORP	COM	863667101	2,948	64,881
SUN MICROSYSTEMS INC	COM NEW	866810203	662	72,865
SUNPOWER CORP	COM CL A	867652109	267	8,948
SUPERVALU INC	COM	868536103	527	35,000
SYBASE INC	COM	871130100	300	7,713
SYMANTEC CORP	COM	871503108	4,332	263,039
SYNOPSYS INC	COM	871607107	390	17,381
SYSCO CORP	COM	871829107	1,359	54,707
TD AMERITRADE HLDG CORP	COM	87236Y108	1,821	92,743
TJX COS INC NEW	COM	872540109	3,567	96,028
TW TELECOM INC	COM	87311L104	186	13,828
TARGET CORP	COM	87612E106	7,321	156,840
TECH DATA CORP	COM	878237106	891	21,410
TECHNE CORP	COM	878377100	216	3,455
TELEPHONE & DATA SYS INC	COM	879433100	515	16,601
TELLABS INC	COM	879664100	446	64,500
TENET HEALTHCARE CORP	COM	88033G100	178	30,219
TERADATA CORP DEL	COM	88076W103	582	21,149
TERADYNE INC	COM	880770102	148	16,054
TERRA INDS INC	COM	880915103	911	26,276
TESORO CORP	COM	881609101	224	14,924
TEXAS INSTRS INC	COM	882508104	10,817	456,602
TEXTRON INC	COM	883203101	205	10,800
THERMO FISHER SCIENTIFIC INC	COM	883556102	3,574	81,844
THOMAS & BETTS CORP	COM	884315102	633	21,053
3M CO	COM	88579Y101	12,686	171,897
TIDEWATER INC	COM	886423102	433	9,200
TIFFANY & CO NEW	COM	886547108	406	10,528
TIME WARNER INC	COM NEW	887317303	3,695	128,400
TIME WARNER CABLE INC	COM	88732J207	862	20,000
TOLL BROTHERS INC	COM	889478103	225	11,500
TORCHMARK CORP	COM	891027104	760	17,500
TORO CO	COM	891092108	510	12,820
TOTAL SYS SVCS INC	COM	891906109	174	10,824
TRAVELERS COMPANIES INC	COM	89417E109	5,691	115,600
TRIMBLE NAVIGATION LTD	COM	896239100	265	11,086
TUPPERWARE BRANDS CORP	COM	899896104	339	8,500
US BANCORP DEL	COM NEW	902973304	4,962	227,000
URS CORP NEW	COM	903236107	933	21,365
UNION PAC CORP	COM	907818108	5,860	100,425
UNITED PARCEL SERVICE INC	CL B	911312106	9,015	159,634
UNITED STATES STL CORP NEW	COM	912909108	710	16,000
UNITED TECHNOLOGIES CORP	COM	913017109	11,810	193,836
UNITED THERAPEUTICS CORP DEL	COM	91307C102	212	4,324
UNITEDHEALTH GROUP INC	COM	91324P102	4,530	180,900
UNIVERSAL HLTH SVCS INC	CL B	913903100	669	10,810
UNUM GROUP	COM	91529Y106	911	42,500
URBAN OUTFITTERS INC	COM	917047102	359	11,907
VCA ANTECH INC	COM	918194101	211	7,856
V F CORP	COM	918204108	677	9,348
VALERO ENERGY CORP NEW	COM	91913Y100	374	19,300
VARIAN MED SYS INC	COM	92220P105	490	11,628

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VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	223	6,784
VERISIGN INC	COM	92343E102	424	17,884
VERIZON COMMUNICATIONS INC	COM	92343V104	40,472	1,337,028
VERTEX PHARMACEUTICALS INC	COM	92532F100	609	16,056
VIACOM INC NEW	CL B	92553P201	906	32,300
VISA INC	COM CL A	92826C839	6,709	97,072
VULCAN MATLS CO	COM	929160109	865	16,000
WADDELL & REED FINL INC	CL A	930059100	1,598	56,182
WAL MART STORES INC	COM	931142103	25,062	510,527
WALGREEN CO	COM	931422109	8,973	239,472
WALTER ENERGY INC	COM	93317Q105	295	4,904
WASTE MGMT INC DEL	COM	94106L109	3,218	107,930
WASTE SERVICES INC DEL	COM NEW	941075202	50	10,800
WATERS CORP	COM	941848103	1,002	17,941
WELLPOINT INC	COM	94973V107	5,003	105,630
WELLS FARGO & CO NEW	COM	949746101	14,915	529,279
WENDYS ARBYS GROUP INC	COM	950587105	64	13,607
WESCO INTL INC	COM	95082P105	345	11,962
WESTERN DIGITAL CORP	COM	958102105	3,117	85,325
WESTERN UN CO	COM	959802109	2,479	131,037
WEYERHAEUSER CO	COM	962166104	330	9,000
WHOLE FOODS MKT INC	COM	966837106	260	8,514
WINDSTREAM CORP	COM	97381W104	273	26,992
WISCONSIN ENERGY CORP	COM	976657106	430	9,518
WYETH	COM	983024100	7,642	157,304
WYNN RESORTS LTD	COM	983134107	2,361	33,300
XTO ENERGY INC	COM	98385X106	2,107	51,000
XCEL ENERGY INC	COM	98389B100	433	22,500
XILINX INC	COM	983919101	595	25,422
XEROX CORP	COM	984121103	480	62,000
YAHOO INC	COM	984332106	5,200	291,969
YUM BRANDS INC	COM	988498101	3,785	112,107
ZIMMER HLDGS INC	COM	98956P102	1,411	26,400
GRAND TOTAL			1,686,693.00	