



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

// 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:

Number of Other Included Managers: 0  
-----

Form 13F Information Table Entry Total: 949  
-----

Form 13F Information Table Value Total: \$5,795,569  
-----  
(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.

NONE

FORM 13F INFORMATION TABLE

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F - SOLE INSTR V. NONE AUTHORITY  
MARCH 31, 2004

ITEM 1: ----- NAME OF ISSUER	ITEM 2: ----- TITLE OF CLASS	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE PRINCIPAL (\$000)	ITEM 5: ----- SHARES OR AMOUNT	ITEM 6: ----- INV. DISCRETION		
					(A) SOLE	(B) INSTR. V	(C) SHARE OTHER
ACE LTD	ORD	G0070K103	1,033	24,205	X		
COOPER INDS LTD	CL A	G24182100	4,020	70,307	X		
EVEREST RE GROUP LTD	COM	G3223R108	752	8,800	X		
GLOBALSANTAFE CORP	SHS	G3930E101	350	12,600	X		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	5,615	83,001	X		
IPC HLDGS LTD	ORD	G4933P101	1,410	35,800	X		
NABORS INDUSTRIES LTD	SHS	G6359F103	766	16,741	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NOBLE CORPORATION	SHS	G65422100	447	11,628	X
SCOTTISH RE GROUP LTD	ORD	G7885T104	525	21,700	X
TRANSOCEAN INC	ORD	G90078109	1,618	58,026	X
WEATHERFORD INTERNATIONAL LT	COM	G95089101	698	16,608	X
XL CAP LTD	CL A	G98255105	949	12,482	X
ALCON INC	COM SHS	H01301102	576	9,100	X
A D C TELECOMMUNICATIONS	COM	000886101	499	172,189	X
AFLAC INC	COM	001055102	6,995	174,257	X
AES CORP	COM	00130H105	1,464	171,594	X
AT&T CORP	COM NEW	001957505	6,996	357,469	X
AT&T WIRELESS SVCS INC	COM	00209A106	13,481	990,554	X
ABBOTT LABS	COM	002824100	34,708	844,489	X
ABERCROMBIE & FITCH CO	CL A	002896207	655	19,347	X
ACTIVISION INC NEW	COM NEW	004930202	985	62,250	X
ACXIOM CORP	COM	005125109	294	13,377	X
ADOBE SYS INC	COM	00724F101	4,128	105,041	X
ADTRAN INC	COM	00738A106	251	8,344	X
ADVANCE AUTO PARTS INC	COM	00751Y106	1,781	43,800	X
ADVANCED FIBRE COMMUNICATION	COM	00754A105	227	10,262	X
ADVANCED MICRO DEVICES INC	COM	007903107	2,950	181,757	X
AETNA INC NEW	COM	00817Y108	8,294	92,446	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	3,736	71,994	X
AFFYMETRIX INC	COM	00826T108	421	12,464	X
AGERE SYS INC	CL B	00845V209	1,083	347,068	X
AGILENT TECHNOLOGIES INC	COM	00846U101	3,394	107,310	X
AIR PRODS & CHEMS INC	COM	009158106	5,003	99,818	X
ALBEMARLE CORP	COM	012653101	218	7,500	X
ALBERTO CULVER CO	COM	013068101	5,068	115,525	X
ALBERTSONS INC	COM	013104104	2,227	100,520	X
ALCOA INC	COM	013817101	14,891	429,268	X
ALLEGHENY ENERGY INC	COM	017361106	159	11,633	X
ALLERGAN INC	COM	018490102	8,034	95,461	X
ALLETE INC	COM	018522102	1,625	46,300	X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	511	15,235	X
ALLIANT TECHSYSTEMS INC	COM	018804104	605	11,128	X
ALLIED CAP CORP NEW	COM	01903Q108	227	7,496	X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	850	63,876	X
ALLSTATE CORP	COM	020002101	18,424	405,274	X
ALLTEL CORP	COM	020039103	9,989	200,213	X
ALTERA CORP	COM	021441100	4,994	243,850	X
ALTRIA GROUP INC	COM	02209S103	56,874	1,044,510	X
AMAZON COM INC	COM	023135106	7,924	183,090	X
AMBAC FINL GROUP INC	COM	023139108	5,601	75,913	X
AMERADA HESS CORP	COM	023551104	2,282	34,961	X
AMEREN CORP	COM	023608102	1,798	39,021	X
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	528	19,600	X
AMERICAN ELEC PWR INC	COM	025537101	5,433	165,032	X
AMERICAN EXPRESS CO	COM	025816109	30,869	595,354	X
AMERICAN INTL GROUP INC	COM	026874107	87,936	1,232,463	X
AMERICAN PHARMACEUTICALS PTN	COM	02886P109	2,285	48,715	X
AMERICAN PHYSICIANS CAPITAL	COM	028884104	842	40,290	X

1

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

-----  
INV. DISCRETION  
-----

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A)	(B)	(C)
					SOLE	SHARED AS DEF. INSTR. V	SHARE OTHER
AMERICAN PWR CONVERSION CORP	COM	029066107	2,493	108,458	X		
AMERICAN STD COS INC DEL	COM	029712106	3,834	33,710	X		
AMERICAN TOWER CORP	CL A	029912201	550	48,502	X		
AMERICREDIT CORP	COM	03060R101	267	15,694	X		
AMERISTAR CASINOS INC	COM	03070Q101	734	21,900	X		
AMERISOURCEBERGEN CORP	COM	03073E105	2,421	44,273	X		
AMERITRADE HLDG CORP NEW	COM	03074K100	1,865	121,087	X		
AMETEK INC NEW	COM	031100100	1,790	69,808	X		
AMGEN INC	COM	031162100	47,096	809,903	X		
AMKOR TECHNOLOGY INC	COM	031652100	283	19,310	X		
AMPHENOL CORP NEW	CL A	032095101	707	23,806	X		
AMSOUTH BANCORPORATION	COM	032165102	1,410	59,989	X		
AMYLIN PHARMACEUTICALS INC	COM	032346108	464	19,588	X		
ANADARKO PETE CORP	COM	032511107	6,194	119,445	X		
ANALOG DEVICES INC	COM	032654105	12,735	265,266	X		
ANDREW CORP	COM	034425108	1,056	60,340	X		
ANDRX CORP DEL	ANDRX GROUP	034553107	544	19,988	X		
ANHEUSER BUSCH COS INC	COM	035229103	23,500	460,791	X		
ANSYS INC	COM	03662Q105	501	12,600	X		
ANTHEM INC	COM	03674B104	9,515	104,974	X		
AON CORP	COM	037389103	1,183	42,391	X		
APACHE CORP	COM	037411105	6,936	160,678	X		
APARTMENT INVT & MGMT CO	CL A	03748R101	427	13,735	X		
APOLLO GROUP INC	CL A	037604105	13,532	157,062	X		
APOLLO GROUP INC	COM UNV PHOENX	037604204	6,125	70,384	X		
APPLE COMPUTER INC	COM	037833100	4,182	154,671	X		
APPLEBEES INTL INC	COM	037899101	3,261	79,009	X		
APRIA HEALTHCARE GROUP INC	COM	037933108	321	10,712	X		
APPLERA CORP	COM AP BIO GRP	038020103	1,142	57,747	X		
APPLIED MICRO CIRCUITS CORP	COM	03822W109	372	65,138	X		
APPLIED MATLS INC	COM	038222105	23,923	1,121,588	X		
APTARGROUP INC	COM	038336103	1,155	30,068	X		
ARAMARK CORP	CL B	038521100	519	18,932	X		
ARCHER DANIELS MIDLAND CO	COM	039483102	1,468	86,991	X		
ARCHSTONE SMITH TR	COM	039583109	318	10,783	X		
ARROW ELECTRS INC	COM	042735100	923	36,257	X		
ASHLAND INC	COM	044204105	487	10,475	X		
ASSOCIATED BANC CORP	COM	045487105	370	8,271	X		
ATMEL CORP	COM	049513104	340	52,343	X		
AUTODESK INC	COM	052769106	663	21,020	X		
AUTOLIV INC	COM	052800109	2,292	55,904	X		
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,478	249,479	X		
AUTONATION INC	COM	05329W102	1,378	80,831	X		
AUTOZONE INC	COM	053332102	3,389	39,417	X		
AVALONBAY CMNTYS INC	COM	053484101	206	3,839	X		
AVAYA INC	COM	053499109	3,025	190,514	X		
AVERY DENNISON CORP	COM	053611109	3,297	52,997	X		
AVID TECHNOLOGY INC	COM	05367P100	586	12,700	X		
AVNET INC	COM	053807103	871	35,568	X		
AVOCENT CORP	COM	053893103	287	7,787	X		
AVON PRODS INC	COM	054303102	12,606	166,147	X		
AZTAR CORP	COM	054802103	483	19,700	X		
BB&T CORP	COM	054937107	3,159	89,491	X		
BISYS GROUP INC	COM	055472104	399	23,792	X		
BJ SVCS CO	COM	055482103	3,945	91,169	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

BOK FINL CORP	COM NEW	05561Q201	1,380	33,655	X
BP PLC	SPONSORED ADR	055622104	1,270	24,800	X
BMC SOFTWARE INC	COM	055921100	2,849	145,715	X

2

ITEM 1: ----- NAME OF ISSUER	ITEM 2: ----- TITLE OF CLASS	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000)	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT	ITEM 6: ----- INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR. V	(C) SHARE OTHER
BAKER HUGHES INC	COM	057224107	7,776	213,164	X		
BALL CORP	COM	058498106	3,488	51,454	X		
BANK OF AMERICA CORPORATION	COM	060505104	72,607	896,600	X		
BANK HAWAII CORP	COM	062540109	3,803	82,076	X		
BANK NEW YORK INC	COM	064057102	4,150	131,732	X		
BANK ONE CORP	COM	06423A103	18,795	344,731	X		
BANKNORTH GROUP INC NEW	COM	06646R107	1,097	32,221	X		
BARD C R INC	COM	067383109	3,675	37,639	X		
BARNES & NOBLE INC	COM	067774109	931	28,561	X		
BARNES GROUP INC	COM	067806109	549	19,700	X		
BARR PHARMACEUTICALS INC	COM	068306109	2,164	47,154	X		
BAUSCH & LOMB INC	COM	071707103	1,689	28,169	X		
BAXTER INTL INC	COM	071813109	6,970	225,633	X		
BEA SYS INC	COM	073325102	2,396	188,349	X		
BEAR STEARNS COS INC	COM	073902108	12,620	143,933	X		
BEARINGPOINT INC	COM	074002106	162	15,147	X		
BECKMAN COULTER INC	COM	075811109	3,232	59,261	X		
BECTON DICKINSON & CO	COM	075887109	5,115	105,515	X		
BED BATH & BEYOND INC	COM	075896100	6,171	147,285	X		
BELLSOUTH CORP	COM	079860102	19,275	696,095	X		
BELO CORP	COM SER A	080555105	336	12,099	X		
BEMIS INC	COM	081437105	597	22,974	X		
BERKLEY W R CORP	COM	084423102	2,461	61,707	X		
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	9,143	98	X		
BEST BUY INC	COM	086516101	9,277	179,375	X		
BIG LOTS INC	COM	089302103	367	25,296	X		
BIO RAD LABS INC	CL A	090572207	204	3,614	X		
BIOMET INC	COM	090613100	2,950	76,898	X		
BIOGEN IDEC INC	COM	09062X103	5,365	96,502	X		
BLACK & DECKER CORP	COM	091797100	1,400	24,596	X		
BLACKROCK INC	CL A	09247X101	743	12,144	X		
BLOCK H & R INC	COM	093671105	3,020	59,190	X		
BOEING CO	COM	097023105	11,361	276,627	X		
BOISE CASCADE CORP	COM	097383103	390	11,251	X		
BORG WARNER INC	COM	099724106	4,016	47,345	X		
BOSTON PROPERTIES INC	COM	101121101	223	4,107	X		
BOSTON SCIENTIFIC CORP	COM	101137107	26,036	614,349	X		
BOWATER INC	COM	102183100	607	13,907	X		
BRINKER INTL INC	COM	109641100	1,493	39,372	X		
BRISTOL MYERS SQUIBB CO	COM	110122108	25,043	1,033,539	X		
BROADCOM CORP	CL A	111320107	2,802	71,817	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

BROCADE COMMUNICATIONS SYS I	COM	111621108	257	38,666	X
BROWN & BROWN INC	COM	115236101	891	22,997	X
BROWN FORMAN CORP	CL B	115637209	2,077	43,590	X
BRUNSWICK CORP	COM	117043109	526	12,882	X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	6,365	202,051	X
BURLINGTON RES INC	COM	122014103	3,909	61,441	X
CBRL GROUP INC	COM	12489V106	294	7,406	X
C D W CORP	COM	12512N105	2,735	40,460	X
C H ROBINSON WORLDWIDE INC	COM	12541W100	882	21,257	X
CIGNA CORP	COM	125509109	1,322	22,401	X
CIT GROUP INC	COM	125581108	5,389	141,624	X
CMS ENERGY CORP	COM	125896100	134	14,933	X
CSX CORP	COM	126408103	2,159	71,264	X
CVS CORP	COM	126650100	5,375	152,257	X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,298	56,716	X
CADENCE DESIGN SYSTEM INC	COM	127387108	387	26,255	X
CAESARS ENTMT INC	COM	127687101	221	16,921	X

3

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					SOLE	SHARED AS DEF. INSTR. V	OTHER
CALPINE CORP	COM	131347106	576	123,438	X		
CAMPBELL SOUP CO	COM	134429109	1,759	64,490	X		
CAPITAL ONE FINL CORP	COM	14040H105	11,244	149,069	X		
CAPITOL FED FINL	COM	14057C106	251	6,978	X		
CARDINAL HEALTH INC	COM	14149Y108	17,766	257,846	X		
CAREER EDUCATION CORP	COM	141665109	6,304	111,478	X		
CAREMARK RX INC	COM	141705103	7,931	238,540	X		
CARLISLE COS INC	COM	142339100	967	17,071	X		
CARMAX INC	COM	143130102	1,290	44,171	X		
CARNIVAL CORP	PAIRED CTF	143658300	2,603	57,966	X		
CATELLUS DEV CORP NEW	COM	149113102	1,218	46,815	X		
CATERPILLAR INC DEL	COM	149123101	15,055	190,401	X		
CELGENE CORP	COM	151020104	2,228	46,760	X		
CENDANT CORP	COM	151313103	17,577	720,680	X		
CENTERPOINT ENERGY INC	COM	15189T107	489	42,755	X		
CENTEX CORP	COM	152312104	3,157	58,402	X		
CENTURYTEL INC	COM	156700106	2,314	84,188	X		
CEPHALON INC	COM	156708109	612	10,680	X		
CERIDIAN CORP NEW	COM	156779100	369	18,745	X		
CERTEGY INC	COM	156880106	400	11,421	X		
CHARLES RIV LABS INTL INC	COM	159864107	411	9,599	X		
CHARTER ONE FINL INC	COM	160903100	1,169	33,051	X		
CHECKFREE CORP NEW	COM	162813109	741	25,146	X		
CHEESECAKE FACTORY INC	COM	163072101	465	10,086	X		
CHELSEA PPTY GROUP INC	COM	163421100	247	3,922	X		
CHESAPEAKE ENERGY CORP	COM	165167107	1,194	89,095	X		
CHEVRONTEXACO CORP	COM	166764100	39,404	448,893	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CHICAGO MERCANTILE HLDGS INC	CL A	167760107	2,726	28,182	X
CHICOS FAS INC	COM	168615102	2,876	61,991	X
CHIRON CORP	COM	170040109	2,930	66,565	X
CHOICEPOINT INC	COM	170388102	1,435	37,733	X
CHUBB CORP	COM	171232101	7,294	104,887	X
CHURCH & DWIGHT INC	COM	171340102	535	12,363	X
CIENA CORP	COM	171779101	566	113,929	X
CINCINNATI FINL CORP	COM	172062101	1,122	25,819	X
CINERGY CORP	COM	172474108	2,611	63,864	X
CIRCUIT CITY STORE INC	COM	172737108	329	29,143	X
CISCO SYS INC	COM	17275R102	107,894	4,577,609	X
CINTAS CORP	COM	172908105	2,893	66,522	X
CITIGROUP INC	COM	172967101	143,503	2,775,689	X
CITIZENS COMMUNICATIONS CO	COM	17453B101	538	41,602	X
CITRIX SYS INC	COM	177376100	2,439	112,794	X
CLAIRES STORES INC	COM	179584107	1,367	65,586	X
CLARCOR INC	COM	179895107	1,611	36,500	X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	12,679	299,380	X
CLOROX CO DEL	COM	189054109	3,873	79,184	X
COACH INC	COM	189754104	15,072	367,690	X
COCA COLA CO	COM	191216100	70,183	1,395,292	X
COCA COLA ENTERPRISES INC	COM	191219104	2,798	115,773	X
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,538	56,092	X
COLGATE PALMOLIVE CO	COM	194162103	14,423	261,760	X
COLUMBIA SPORTSWEAR CO	COM	198516106	587	10,601	X
COMCAST CORP NEW	CL A	20030N101	22,084	767,857	X
COMCAST CORP NEW	CL A SPL	20030N200	4,551	163,400	X
COMERICA INC	COM	200340107	2,630	48,413	X
COMMERCE BANCORP INC NJ	COM	200519106	2,060	31,268	X
COMMERCE BANCSHARES INC	COM	200525103	206	4,324	X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	620	22,280	X

4

ITEM 1: ----- NAME OF ISSUER -----	ITEM 2: ----- TITLE OF CLASS -----	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000)	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT	ITEM 6: ----- INV. DISCRETION ----- (A) (B) (C) ----- SHARED AS DEF. SHARE SOLE INSTR. V OTHER		
COMPASS BANCSHARES INC	COM	20449H109	610	14,710	X		
COMPUTER ASSOC INTL INC	COM	204912109	7,600	282,963	X		
COMPUTER SCIENCES CORP	COM	205363104	5,965	147,900	X		
COMPUWARE CORP	COM	205638109	438	59,151	X		
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	1,035	57,059	X		
CONAGRA FOODS INC	COM	205887102	4,954	183,896	X		
CONEXANT SYSTEMS INC	COM	207142100	70	11,500	X		
CONNECTICUT BANCSHARES INC	COM	207540105	260	5,000	X		
CONOCOPHILLIPS	COM	20825C104	36,923	528,907	X		
CONSOLIDATED EDISON INC	COM	209115104	2,606	59,084	X		
CONSTELLATION BRANDS INC	CL A	21036P108	1,094	34,092	X		
CONSTELLATION ENERGY GROUP I	COM	210371100	3,004	75,205	X		
CONVERGYS CORP	COM	212485106	436	28,714	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

COOPER CAMERON CORP	COM	216640102	1,408	31,972	X
COORS ADOLPH CO	CL B	217016104	739	10,639	X
CORINTHIAN COLLEGES INC	COM	218868107	842	25,512	X
CORNING INC	COM	219350105	8,697	777,907	X
CORPORATE EXECUTIVE BRD CO	COM	21988R102	375	7,987	X
COSTCO WHSL CORP NEW	COM	22160K105	4,546	120,881	X
COUNTRYWIDE FINANCIAL CORP	COM	222372104	16,675	173,879	X
COVENTRY HEALTH CARE INC	COM	222862104	5,578	131,769	X
COX COMMUNICATIONS INC NEW	CL A	224044107	996	31,521	X
COX RADIO INC	CL A	224051102	338	15,847	X
CRANE CO	COM	224399105	670	20,304	X
CREE INC	COM	225447101	344	15,460	X
CROWN CASTLE INTL CORP	COM	228227104	167	13,248	X
CUMMINS INC	COM	231021106	1,959	33,524	X
CURTISS WRIGHT CORP	COM	231561101	216	4,600	X
CYPRESS SEMICONDUCTOR CORP	COM	232806109	358	17,484	X
CYTEC INDS INC	COM	232820100	1,165	32,751	X
CYTYC CORP	COM	232946103	877	39,400	X
DPL INC	COM	233293109	1,350	71,985	X
D R HORTON INC	COM	23331A109	472	13,331	X
DST SYS INC DEL	COM	233326107	892	19,665	X
DTE ENERGY CO	COM	233331107	4,657	113,174	X
DANA CORP	COM	235811106	431	21,723	X
DANAHER CORP DEL	COM	235851102	6,879	73,676	X
DARDEN RESTAURANTS INC	COM	237194105	1,124	45,334	X
DAVITA INC	COM	23918K108	2,811	58,872	X
DEAN FOODS CO NEW	COM	242370104	3,059	91,591	X
DEERE & CO	COM	244199105	6,286	90,692	X
DEL MONTE FOODS CO	COM	24522P103	271	24,086	X
DELL INC	COM	24702R101	63,946	1,902,022	X
DELPHI CORP	COM	247126105	812	81,572	X
DELTA AIR LINES INC DEL	COM	247361108	136	17,123	X
DELUXE CORP	COM	248019101	2,346	58,501	X
DENTSPLY INTL INC NEW	COM	249030107	3,940	88,878	X
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1,675	41,470	X
DEVON ENERGY CORP NEW	COM	25179M103	6,078	104,525	X
DEVRY INC DEL	COM	251893103	367	12,171	X
DIAGNOSTIC PRODS CORP	COM	252450101	662	15,300	X
DIEBOLD INC	COM	253651103	648	13,472	X
DISNEY WALT CO	COM DISNEY	254687106	30,087	1,203,947	X
DOLLAR GEN CORP	COM	256669102	3,909	203,569	X
DOLLAR TREE STORES INC	COM	256747106	1,722	55,786	X
DOMINION RES INC VA NEW	COM	25746U109	6,064	94,309	X
DONALDSON INC	COM	257651109	2,688	101,318	X
DONNELLEY R R & SONS CO	COM	257867101	1,313	43,421	X

5

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(A) (B) (C)
			PENSION FAIR	SHARES OR	SHARED
NAME OF ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE	PRINCIPAL	AS DEF. SHARE
			(\$000)	AMOUNT	SOLE INSTR. V OTHER



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

DORAL FINL CORP	COM	25811P100	4,860	138,061	X
DOUBLECLICK INC	COM	258609304	745	66,263	X
DOVER CORP	COM	260003108	2,992	77,178	X
DOW CHEM CO	COM	260543103	24,660	612,223	X
DOW JONES & CO INC	COM	260561105	762	15,900	X
DU PONT E I DE NEMOURS & CO	COM	263534109	17,048	403,795	X
DUKE ENERGY CORP	COM	264399106	7,963	352,355	X
DUKE REALTY CORP	COM NEW	264411505	309	8,905	X
DUN & BRADSTREET CORP DEL NE	COM	26483E100	1,906	35,623	X
DYNEGY INC NEW	CL A	26816Q101	194	48,986	X
E M C CORP MASS	COM	268648102	17,626	1,295,113	X
ENSCO INTL INC	COM	26874Q100	768	27,265	X
EOG RES INC	COM	26875P101	3,421	74,539	X
E TRADE FINANCIAL CORP	COM	269246104	2,406	180,260	X
EASTMAN CHEM CO	COM	277432100	3,167	74,207	X
EASTMAN KODAK CO	COM	277461109	2,507	95,780	X
EATON CORP	COM	278058102	5,039	89,680	X
EATON VANCE CORP	COM NON VTG	278265103	1,258	33,014	X
EBAY INC	COM	278642103	28,240	407,616	X
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	4,387	133,962	X
ECOLAB INC	COM	278865100	3,545	124,252	X
EDISON INTL	COM	281020107	4,061	167,172	X
EDUCATION MGMT CORP	COM	28139T101	1,672	52,536	X
EDWARDS LIFESCIENCES CORP	COM	28176E108	538	16,853	X
EDWARDS AG INC	COM	281760108	454	11,606	X
EL PASO CORP	COM	28336L109	1,248	175,594	X
ELECTRONIC ARTS INC	COM	285512109	10,219	190,148	X
ELECTRONIC DATA SYS NEW	COM	285661104	2,748	142,019	X
EMERSON ELEC CO	COM	291011104	9,815	163,799	X
EMULEX CORP	COM NEW	292475209	295	13,857	X
ENCANA CORP	COM	292505104	1,337	31,000	X
ENERGEN CORP	COM	29265N108	445	10,800	X
ENERGY EAST CORP	COM	29266M109	1,030	40,616	X
ENERGIZER HLDGS INC	COM	29266R108	1,761	37,721	X
ENGELHARD CORP	COM	292845104	1,353	45,273	X
ENGINEERED SUPPORT SYS INC	COM	292866100	1,330	27,250	X
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	728	16,083	X
ENERGY CORP NEW	COM	29364G103	11,054	185,789	X
EQUIFAX INC	COM	294429105	1,068	41,355	X
EQUITABLE RES INC	COM	294549100	915	20,594	X
EQUITY OFFICE PROPERTIES TRU	COM	294741103	5,236	181,236	X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,356	45,443	X
EVERGREEN RES INC	COM NO PAR	299900308	234	6,800	X
EXELON CORP	COM	30161N101	7,092	102,976	X
EXPEDITORS INTL WASH INC	COM	302130109	1,632	41,454	X
EXPRESS SCRIPTS INC	COM	302182100	3,183	42,691	X
EXXON MOBIL CORP	COM	30231G102	130,473	3,137,116	X
FMC TECHNOLOGIES INC	COM	30249U101	1,527	56,493	X
FPL GROUP INC	COM	302571104	3,665	54,817	X
FACTSET RESH SYS INC	COM	303075105	1,549	36,394	X
FAIR ISAAC CORP	COM	303250104	3,092	85,707	X
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	367	15,273	X
FAMILY DLR STORES INC	COM	307000109	3,519	97,897	X
FASTENAL CO	COM	311900104	1,079	20,091	X
FEDERAL HOME LN MTG CORP	COM	313400301	17,927	303,541	X
FEDERAL NATL MTG ASSN	COM	313586109	45,408	610,728	X
FEDERATED DEPT STORES INC DE	COM	31410H101	8,676	160,514	X
FEDERATED INVS INC PA	CL B	314211103	1,004	31,951	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SHARED AS DEF. INSTR. V	SOLE	SHARE OTHER
FEDEX CORP	COM	31428X106	9,206	122,479	X		
FIDELITY NATL FINL INC	COM	316326107	982	24,786	X		
FIFTH THIRD BANCORP	COM	316773100	11,439	206,585	X		
FIRST AMERN CORP CALIF	COM	318522307	510	16,767	X		
FIRST BANCORP P R	COM	318672102	802	19,288	X		
FIRST DATA CORP	COM	319963104	20,649	489,788	X		
FIRST HEALTH GROUP CORP	COM	320960107	528	24,175	X		
FIRST TENN NATL CORP	COM	337162101	3,305	69,278	X		
FISERV INC	COM	337738108	3,852	107,687	X		
FIRSTFED FINL CORP	COM	337907109	706	15,300	X		
FIRSTFED AMER BANCORP INC	COM	337929103	1,564	56,130	X		
FLAGSTAR BANCORP INC	COM	337930101	575	22,400	X		
FIRSTENERGY CORP	COM	337932107	6,388	163,456	X		
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	539	9,794	X		
FLEETBOSTON FINL CORP	COM	339030108	23,858	531,352	X		
FLORIDA ROCK INDS INC	COM	341140101	1,636	38,825	X		
FLUOR CORP NEW	COM	343412102	1,484	38,344	X		
FLOWERS FOODS INC	COM	343498101	787	30,000	X		
FLOWSERVE CORP	COM	34354P105	409	19,514	X		
FOOT LOCKER INC	COM	344849104	985	38,190	X		
FORD MTR CO DEL	COM PAR \$0.01	345370860	7,829	576,938	X		
FOREST LABS INC	COM	345838106	18,310	255,660	X		
FORTUNE BRANDS INC	COM	349631101	5,283	68,939	X		
FOUNDRY NETWORKS INC	COM	35063R100	1,386	80,719	X		
FOX ENTMT GROUP INC	CL A	35138T107	3,848	141,997	X		
FRANKLIN RES INC	COM	354613101	1,813	32,554	X		
FREEMONT-MCMORAN COPPER & GO	CL B	35671D857	4,269	109,213	X		
FREMONT GEN CORP	COM	357288109	444	14,500	X		
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	1,762	65,291	X		
FURNITURE BRANDS INTL INC	COM	360921100	414	12,871	X		
GALLAGHER ARTHUR J & CO	COM	363576109	996	30,572	X		
GALLAHER GROUP PLC	SPONSORED ADR	363595109	538	11,200	X		
GANNETT INC	COM	364730101	12,221	138,655	X		
GAP INC DEL	COM	364760108	8,731	398,331	X		
GATEWAY INC	COM	367626108	149	28,190	X		
GEMSTAR-TV GUIDE INTL INC	COM	36866W106	100	14,935	X		
GENENTECH INC	COM NEW	368710406	6,928	65,466	X		
GENERAL DYNAMICS CORP	COM	369550108	6,191	69,304	X		
GENERAL ELEC CO	COM	369604103	186,171	6,099,964	X		
GENERAL GROWTH PPTYS INC	COM	370021107	7,260	206,554	X		
GENERAL MLS INC	COM	370334104	7,365	157,772	X		
GENERAL MTRS CORP	COM	370442105	18,701	397,052	X		
GENTEX CORP	COM	371901109	2,220	51,180	X		
GENUINE PARTS CO	COM	372460105	2,039	62,317	X		
GENZYME CORP	COM GENL DIV	372917104	4,644	99,270	X		
GEORGIA PAC CORP	COM	373298108	5,511	163,585	X		
GETTY IMAGES INC	COM	374276103	1,592	29,488	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

GILEAD SCIENCES INC	COM	375558103	7,964	143,620	X
GILLETTE CO	COM	375766102	12,274	313,905	X
GLOBAL PMTS INC	COM	37940X102	259	5,744	X
GOLDEN WEST FINL CORP DEL	COM	381317106	9,776	87,327	X
GOLDMAN SACHS GROUP INC	COM	38141G104	20,836	199,676	X
GOODRICH CORP	COM	382388106	1,496	53,287	X
GOODYEAR TIRE & RUBR CO	COM	382550101	130	15,250	X
GRACO INC	COM	384109104	1,375	47,219	X
GRAINGER W W INC	COM	384802104	1,411	29,388	X
GRANT PRIDECO INC	COM	38821G101	585	37,745	X
GREAT LAKES CHEM CORP	COM	390568103	932	39,098	X

7

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION MARKET VALUE (\$000)	FAIR SHARES OR PRINCIPAL AMOUNT	AS DEF. INSTR.	SHARED V	SHARE OTHER
GREAT PLAINS ENERGY INC	COM	391164100	3,467	102,595	X		
GREENPOINT FINL CORP	COM	395384100	593	13,571	X		
GREIF INC	CL A	397624107	449	12,860	X		
GTECH HLDGS CORP	COM	400518106	2,127	35,972	X		
GUIDANT CORP	COM	401698105	15,794	249,232	X		
HCA INC	COM	404119109	7,352	180,988	X		
HCC INS HLDGS INC	COM	404132102	563	17,421	X		
HRPT PPTYS TR	COM SH BEN INT	40426W101	118	10,412	X		
HSBC HLDGS PLC	SPON ADR NEW	404280406	201	2,685	X		
HALLIBURTON CO	COM	406216101	10,185	335,153	X		
HANCOCK JOHN FINL SVCS INC	COM	41014S106	3,471	79,452	X		
HARLEY DAVIDSON INC	COM	412822108	8,993	168,602	X		
HARMAN INTL INDS INC	COM	413086109	7,137	89,666	X		
HARRAHS ENTMT INC	COM	413619107	2,156	39,286	X		
HARRIS CORP DEL	COM	413875105	352	7,263	X		
HARSCO CORP	COM	415864107	772	16,977	X		
HARTE-HANKS INC	COM	416196103	371	15,854	X		
HARTFORD FINL SVCS GROUP INC	COM	416515104	7,816	122,697	X		
HASBRO INC	COM	418056107	2,063	94,866	X		
HAWAIIAN ELEC INDUSTRIES	COM	419870100	465	8,967	X		
HEALTH CARE PPTY INVS INC	COM	421915109	216	7,626	X		
HEALTH MGMT ASSOC INC NEW	CL A	421933102	2,223	95,764	X		
HEALTH NET INC	COM	42222G108	1,483	59,504	X		
HEINZ H J CO	COM	423074103	4,282	114,820	X		
HELMERICH & PAYNE INC	COM	423452101	1,331	46,455	X		
HENRY JACK & ASSOC INC	COM	426281101	269	14,080	X		
HERCULES INC	COM	427056106	364	31,686	X		
HERSHEY FOODS CORP	COM	427866108	2,183	26,354	X		
HEWLETT PACKARD CO	COM	428236103	37,095	1,624,110	X		
HIBERNIA CORP	CL A	428656102	1,202	51,187	X		
HILLENBRAND INDS INC	COM	431573104	1,635	24,090	X		
HILTON HOTELS CORP	COM	432848109	1,344	82,728	X		
HOLLY CORP	COM PAR \$0.01	435758305	479	15,040	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

HOLLYWOOD ENTMT CORP	COM	436141105	148	10,900	X
HOME DEPOT INC	COM	437076102	53,332	1,427,525	X
HON INDS INC	COM	438092108	1,722	46,342	X
HONEYWELL INTL INC	COM	438516106	8,864	261,859	X
HORMEL FOODS CORP	COM	440452100	416	14,199	X
HOST MARRIOTT CORP NEW	COM	44107P104	212	16,551	X
HUBBELL INC	CL B	443510201	540	13,449	X
HUDSON CITY BANCORP	COM	443683107	3,072	81,543	X
HUDSON UNITED BANCORP	COM	444165104	2,636	69,275	X
HUMANA INC	COM	444859102	1,413	74,317	X
HUMAN GENOME SCIENCES INC	COM	444903108	219	17,498	X
HUNTINGTON BANCSHARES INC	COM	446150104	739	33,526	X
ICOS CORP	COM	449295104	237	6,416	X
IMS HEALTH INC	COM	449934108	2,789	119,896	X
ISTAR FINL INC	COM	45031U101	248	5,869	X
ITT EDUCATIONAL SERVICES INC	COM	45068B109	833	26,708	X
ITT INDS INC IND	COM	450911102	7,197	94,286	X
IDEXX LABS INC	COM	45168D104	378	6,643	X
IKON OFFICE SOLUTIONS INC	COM	451713101	225	17,573	X
ILLINOIS TOOL WKS INC	COM	452308109	7,541	95,180	X
IMCLONE SYS INC	COM	45245W109	551	10,866	X
INAMED CORP	COM	453235103	895	16,800	X
INDEPENDENCE CMNTY BK CORP	COM	453414104	309	7,571	X
INGRAM MICRO INC	CL A	457153104	941	51,975	X
INTEGRATED CIRCUIT SYS INC	COM	45811K208	1,502	60,005	X

8

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	ITEM 6:		
					INV. DISCRETION	SHARED AS DEF. INSTR. V OTHER	
					(A)	(B)	(C)
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	187	12,477	X		
INTEL CORP	COM	458140100	125,655	4,619,651	X		
INTER TEL INC	COM	458372109	497	16,500	X		
INTERACTIVE DATA CORP	COM	45840J107	203	11,409	X		
INTERACTIVECORP	COM	45840Q101	4,707	148,811	X		
INTERDIGITAL COMMUNICATIONS	COM	45866A105	205	11,745	X		
INTERNATIONAL BUSINESS MACHS	COM	459200101	89,485	974,354	X		
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	726	20,438	X		
INTERNATIONAL GAME TECHNOLOG	COM	459902102	14,809	329,372	X		
INTL PAPER CO	COM	460146103	10,559	249,852	X		
INTERNATIONAL RECTIFIER CORP	COM	460254105	1,186	25,792	X		
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	267	5,689	X		
INTERSIL CORP	CL A	46069S109	384	17,237	X		
INTERPUBLIC GROUP COS INC	COM	460690100	958	62,305	X		
INTUIT	COM	461202103	4,543	101,799	X		
INVITROGEN CORP	COM	46185R100	2,558	35,678	X		
INVESTORS FINL SERVICES CORP	COM	461915100	569	13,781	X		
IOMEGA CORP	COM NEW	462030305	94	16,800	X		
IRON MTN INC PA	COM	462846106	720	16,122	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ISHARES TR	RUSSELL 1000VAL	464287598	5,011	83,640	X
ISHARES TR	RUSSELL 1000GRW	464287614	1,318	27,980	X
IVAX CORP	COM	465823102	702	30,825	X
JDS UNIPHASE CORP	COM	46612J101	1,996	490,514	X
J P MORGAN CHASE & CO	COM	46625H100	36,944	880,667	X
JABIL CIRCUIT INC	COM	466313103	1,810	61,489	X
JACOBS ENGR GROUP INC DEL	COM	469814107	2,103	47,162	X
JANUS CAP GROUP INC	COM	47102X105	575	35,077	X
JEFFERSON PILOT CORP	COM	475070108	3,693	67,142	X
JETBLUE AWYS CORP	COM	477143101	1,486	58,855	X
JOHNSON & JOHNSON	COM	478160104	100,214	1,975,838	X
JOHNSON CTLS INC	COM	478366107	12,358	208,928	X
JONES APPAREL GROUP INC	COM	480074103	5,622	155,514	X
JUNIPER NETWORKS INC	COM	48203R104	3,091	118,797	X
KLA-TENCOR CORP	COM	482480100	2,859	56,864	X
KB HOME	COM	48666K109	2,071	25,635	X
KEANE INC	COM	486665102	648	41,200	X
KELLOGG CO	COM	487836108	3,632	92,566	X
KERR MCGEE CORP	COM	492386107	759	14,742	X
KEY ENERGY SVCS INC	COM	492914106	659	59,871	X
KEYCORP NEW	COM	493267108	7,213	238,127	X
KEYSPAN CORP	COM	49337W100	1,013	26,495	X
KIMBERLY CLARK CORP	COM	494368103	7,324	116,068	X
KIMCO REALTY CORP	COM	49446R109	4,234	83,056	X
KINDER MORGAN INC KANS	COM	49455P101	4,032	63,973	X
KING PHARMACEUTICALS INC	COM	495582108	764	45,368	X
KNIGHT RIDDER INC	COM	499040103	4,394	59,987	X
KNIGHT TRADING GROUP INC	COM	499063105	582	46,010	X
KOHL'S CORP	COM	500255104	7,094	146,784	X
KRAFT FOODS INC	CL A	50075N104	2,455	76,693	X
KRISPY KREME DOUGHNUTS INC	COM	501014104	437	12,715	X
KROGER CO	COM	501044101	4,325	259,914	X
LSI LOGIC CORP	COM	502161102	692	74,130	X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3,825	64,314	X
LA QUINTA CORP	PAIRED CTF	50419U202	287	38,000	X
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1,162	29,603	X
LABRANCHE & CO INC	COM	505447102	112	10,001	X
LAM RESEARCH CORP	COM	512807108	1,530	60,927	X
LAMAR ADVERTISING CO	CL A	512815101	535	13,256	X

9

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(A) (B) (C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SHARED AS DEF. INSTR. V OTHER
LANCASTER COLONY CORP	COM	513847103	653	16,159	X
LANDAMERICA FINL GROUP INC	COM	514936103	466	10,300	X
LAUDER ESTEE COS INC	CL A	518439104	916	20,663	X
LEAR CORP	COM	521865105	2,782	44,905	X
LEGGETT & PLATT INC	COM	524660107	929	39,182	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

LEGG MASON INC	COM	524901105	6,375	68,709	X
LEHMAN BROS HLDGS INC	COM	524908100	12,967	156,471	X
LENNAR CORP	CL A	526057104	1,491	27,590	X
LEUCADIA NATL CORP	COM	527288104	286	5,365	X
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	143	35,867	X
LEXAR MEDIA INC	COM	52886P104	517	31,200	X
LEXMARK INTL NEW	CL A	529771107	9,401	102,190	X
LIBERTY CORP S C	COM	530370105	618	13,360	X
LIBERTY MEDIA CORP NEW	COM SER A	530718105	10,048	917,637	X
LIBERTY PPTY TR	SH BEN INT	531172104	209	4,637	X
LILLY ELI & CO	COM	532457108	42,955	642,072	X
LIMITED BRANDS INC	COM	532716107	1,434	71,720	X
LINCARE HLDGS INC	COM	532791100	730	23,254	X
LINCOLN NATL CORP IND	COM	534187109	1,276	26,969	X
LINEAR TECHNOLOGY CORP	COM	535678106	7,048	190,020	X
LIZ CLAIBORNE INC	COM	539320101	1,065	29,027	X
LOCKHEED MARTIN CORP	COM	539830109	5,512	120,777	X
LOEWS CORP	COM	540424108	4,809	81,432	X
LOUISIANA PAC CORP	COM	546347105	929	36,000	X
LOWES COS INC	COM	548661107	29,429	524,308	X
LUCENT TECHNOLOGIES INC	COM	549463107	7,160	1,742,109	X
LYONDELL CHEMICAL CO	COM	552078107	996	67,103	X
M & T BK CORP	COM	55261F104	4,748	52,841	X
MBIA INC	COM	55262C100	2,879	45,923	X
MBNA CORP	COM	55262L100	15,677	567,403	X
M D C HLDGS INC	COM	552676108	1,219	17,316	X
MDU RES GROUP INC	COM	552690109	333	14,189	X
MGIC INVT CORP WIS	COM	552848103	3,497	54,439	X
MGI PHARMA INC	COM	552880106	1,893	30,900	X
MGM MIRAGE	COM	552953101	312	6,890	X
MACROVISION CORP	COM	555904101	359	19,000	X
MACROMEDIA INC	COM	556100105	264	13,138	X
MANDALAY RESORT GROUP	COM	562567107	1,650	28,815	X
MANOR CARE INC NEW	COM	564055101	2,001	56,694	X
MANPOWER INC	COM	56418H100	721	15,507	X
MARATHON OIL CORP	COM	565849106	8,135	241,613	X
MARKEL CORP	COM	570535104	2,259	7,846	X
MARSH & MCLENNAN COS INC	COM	571748102	10,663	230,305	X
MARSHALL & ILSLEY CORP	COM	571834100	1,277	33,786	X
MARRIOTT INTL INC NEW	CL A	571903202	2,412	56,681	X
MARVEL ENTERPRISES INC	COM	57383M108	197	10,262	X
MASCO CORP	COM	574599106	2,939	96,548	X
MASSEY ENERGY CORP	COM	576206106	364	16,500	X
MATTEL INC	COM	577081102	5,782	313,579	X
MAXIM INTEGRATED PRODS INC	COM	57772K101	11,540	245,691	X
MAXTOR CORP	COM NEW	577729205	578	70,950	X
MAY DEPT STORES CO	COM	577778103	2,319	67,060	X
MAYTAG CORP	COM	578592107	737	23,334	X
MCCLATCHY CO	CL A	579489105	872	12,278	X
MCCORMICK & CO INC	COM NON VTG	579780206	1,746	52,095	X
MCDATA CORP	CL A	580031201	153	21,794	X
MCDONALDS CORP	COM	580135101	18,650	652,784	X
MCGRAW HILL COS INC	COM	580645109	7,560	99,294	X

10

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION MARKET VALUE (\$000)	FAIR VALUE SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					(A) SOLE	(B) INSTR.	(C) SHARED AS DEF. SHARE OTHER
MCKESSON CORP	COM	58155Q103	2,014	66,936	X		
MEADWESTVACO CORP	COM	583334107	2,881	101,833	X		
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5,531	162,688	X		
MEDIA GEN INC	CL A	584404107	208	3,088	X		
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	2,851	71,280	X		
MEDIMMUNE INC	COM	584699102	3,192	138,281	X		
MEDTRONIC INC	COM	585055106	30,001	628,291	X		
MELLON FINL CORP	COM	58551A108	4,478	143,112	X		
MERCANTILE BANKSHARES CORP	COM	587405101	252	5,879	X		
MERCK & CO INC	COM	589331107	57,061	1,291,257	X		
MERCURY INTERACTIVE CORP	COM	589405109	1,919	42,830	X		
MEREDITH CORP	COM	589433101	486	9,606	X		
MERRILL LYNCH & CO INC	COM	590188108	28,697	481,825	X		
METLIFE INC	COM	59156R108	6,560	183,852	X		
METTLER TOLEDO INTERNATIONAL	COM	592688105	330	7,431	X		
MICHAELS STORES INC	COM	594087108	595	12,238	X		
MICROSOFT CORP	COM	594918104	154,649	6,203,321	X		
MICROCHIP TECHNOLOGY INC	COM	595017104	1,788	67,695	X		
MICRON TECHNOLOGY INC	COM	595112103	2,060	123,280	X		
MILLENNIUM PHARMACEUTICALS I	COM	599902103	624	36,929	X		
MILLER HERMAN INC	COM	600544100	408	15,340	X		
MILLIPORE CORP	COM	601073109	714	13,892	X		
MILLS CORP	COM	601148109	205	3,850	X		
MOHAWK INDS INC	COM	608190104	2,539	30,837	X		
MOLEX INC	COM	608554101	1,264	41,584	X		
MONSANTO CO NEW	COM	61166W101	7,048	192,189	X		
MONSTER WORLDWIDE INC	COM	611742107	797	30,431	X		
MOODYS CORP	COM	615369105	4,578	64,661	X		
MOOG INC	CL A	615394202	814	23,850	X		
MORGAN STANLEY	COM NEW	617446448	25,533	445,606	X		
MOTOROLA INC	COM	620076109	17,160	975,019	X		
MURPHY OIL CORP	COM	626717102	4,094	65,018	X		
MYLAN LABS INC	COM	628530107	6,044	265,898	X		
NCR CORP NEW	COM	62886E108	588	13,347	X		
NTL INC DEL	COM	62940M104	266	4,468	X		
NVR INC	COM	62944T105	532	1,157	X		
NATIONAL CITY CORP	COM	635405103	15,771	443,267	X		
NATIONAL COMMERCE FINL CORP	COM	63545P104	349	12,206	X		
NATIONAL FUEL GAS CO N J	COM	636180101	809	32,886	X		
NATIONAL HEALTH INVS INC	COM	63633D104	1,784	57,930	X		
NATIONAL INSTRS CORP	COM	636518102	312	9,915	X		
NATIONAL-OILWELL INC	COM	637071101	341	12,062	X		
NATIONAL SEMICONDUCTOR CORP	COM	637640103	2,237	50,353	X		
NAVISTAR INTL CORP NEW	COM	63934E108	1,430	31,179	X		
NEIMAN MARCUS GROUP INC	CL A	640204202	2,194	40,674	X		
NETWORKS ASSOCS INC	COM	640938106	706	39,249	X		
NETSCREEN TECHNOLOGIES INC	COM	64117V107	478	13,126	X		
NETWORK APPLIANCE INC	COM	64120L104	4,953	230,038	X		
NEUROCRINE BIOSCIENCES INC	COM	64125C109	238	4,025	X		
NEW CENTURY FINANCIAL CORP	COM	64352D101	541	11,150	X		
NEW YORK CMNTY BANCORP INC	COM	649445103	1,789	52,195	X		
NEW YORK TIMES CO	CL A	650111107	1,575	35,624	X		
NEWELL RUBBERMAID INC	COM	651229106	1,756	75,693	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NEWFIELD EXPL CO	COM	651290108	286	5,974	X
NEWMONT MINING CORP	COM	651639106	9,234	198,026	X
NEWS CORP LTD	SP ADR PFD	652487802	285	9,003	X
NEXTEL COMMUNICATIONS INC	CL A	65332V103	11,752	476,543	X
NEXTEL PARTNERS INC	CL A	65333F107	421	33,282	X

11

ITEM 1: ----- NAME OF ISSUER -----	ITEM 2: ----- TITLE OF CLASS -----	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000)	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT	ITEM 6: ----- INV. DISCRETION ----- (A) (B) (C) ----- SHARED AS DEF. SHARE SOLE INSTR. V OTHER		
NICOR INC	COM	654086107	233	6,618	X		
NIKE INC	CL B	654106103	9,443	121,265	X		
NISOURCE INC	COM	65473P105	2,101	98,871	X		
NOKIA CORP	SPONSORED ADR	654902204	2,304	113,600	X		
NOBLE ENERGY INC	COM	655044105	1,287	27,321	X		
NORDSTROM INC	COM	655664100	696	17,452	X		
NORFOLK SOUTHERN CORP	COM	655844108	3,201	144,908	X		
NORTEL NETWORKS CORP NEW	COM	656568102	4,260	717,228	X		
NORTH FORK BANCORPORATION NY	COM	659424105	1,522	35,967	X		
NORTHERN TR CORP	COM	665859104	2,548	54,697	X		
NORTHROP GRUMMAN CORP	COM	666807102	9,358	95,086	X		
NOVELL INC	COM	670006105	901	79,218	X		
NOVELLUS SYS INC	COM	670008101	1,285	40,584	X		
NUCOR CORP	COM	670346105	1,778	28,928	X		
NVIDIA CORP	COM	67066G104	1,244	47,109	X		
OCCIDENTAL PETE CORP DEL	COM	674599105	19,020	413,037	X		
OFFICE DEPOT INC	COM	676220106	1,282	68,131	X		
OLD REP INTL CORP	COM	680223104	1,873	76,255	X		
OMNICARE INC	COM	681904108	3,748	84,543	X		
OMNICOM GROUP INC	COM	681919106	7,081	88,233	X		
ORACLE CORP	COM	68389X105	34,912	2,909,324	X		
O REILLY AUTOMOTIVE INC	COM	686091109	299	7,477	X		
OUTBACK STEAKHOUSE INC	COM	689899102	1,203	24,700	X		
OWENS ILL INC	COM NEW	690768403	143	10,233	X		
OXFORD HEALTH PLANS INC	COM	691471106	1,560	31,938	X		
PG&E CORP	COM	69331C108	6,314	217,961	X		
PMC-SIERRA INC	COM	69344F106	858	50,531	X		
PMI GROUP INC	COM	69344M101	1,975	52,861	X		
PNC FINL SVCS GROUP INC	COM	693475105	6,819	123,037	X		
PPG INDS INC	COM	693506107	3,697	63,410	X		
PPL CORP	COM	69351T106	4,493	98,532	X		
PACCAR INC	COM	693718108	6,414	114,433	X		
PACIFIC SUNWEAR CALIF INC	COM	694873100	331	13,400	X		
PACIFICARE HEALTH SYS DEL	COM	695112102	1,356	34,276	X		
PACTIV CORP	COM	695257105	1,429	64,225	X		
PALL CORP	COM	696429307	847	37,332	X		
PARAMETRIC TECHNOLOGY CORP	COM	699173100	105	23,162	X		
PAREXEL INTL CORP	COM	699462107	209	11,700	X		
PARKER HANNIFIN CORP	COM	701094104	976	17,273	X		



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PATTERSON DENTAL CO	COM	703412106	875	12,774	X
PATTERSON UTI ENERGY INC	COM	703481101	1,167	32,959	X
PAYCHEX INC	COM	704326107	6,717	188,677	X
PENNEY J C INC	COM	708160106	2,413	69,379	X
PENTAIR INC	COM	709631105	292	4,949	X
PEOPLES ENERGY CORP	COM	711030106	245	5,491	X
PEOPLESOFT INC	COM	712713106	1,494	80,787	X
PEPSI BOTTLING GROUP INC	COM	713409100	1,640	55,136	X
PEPSICO INC	COM	713448108	53,622	995,771	X
PERFORMANCE FOOD GROUP CO	COM	713755106	810	23,592	X
PERKINELMER INC	COM	714046109	799	38,597	X
PETSMART INC	COM	716768106	808	29,879	X
PFIZER INC	COM	717081103	172,872	4,932,148	X
PHARMACEUTICAL PROD DEV INC	COM	717124101	302	10,155	X
PHARMACEUTICAL RES INC	COM	717125108	3,956	69,566	X
PHELPS DODGE CORP	COM	717265102	2,323	28,443	X
PIER 1 IMPORTS INC	COM	720279108	384	16,199	X
PINNACLE WEST CAP CORP	COM	723484101	4,841	123,026	X
PIONEER NAT RES CO	COM	723787107	460	14,253	X

12

ITEM 1: ----- NAME OF ISSUER -----	ITEM 2: ----- TITLE OF CLASS -----	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000)	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT	ITEM 6: ----- INV. DISCRETION ----- (A) (B) (C) ----- SHARED AS DEF. SHARE SOLE INSTR. V OTHER		
PIPER JAFFRAY COS	COM	724078100	269	4,964	X		
PITNEY BOWES INC	COM	724479100	3,359	78,823	X		
PIXAR	COM	725811103	3,023	46,899	X		
PLANTRONICS INC NEW	COM	727493108	1,702	46,500	X		
PLUM CREEK TIMBER CO INC	COM	729251108	898	27,644	X		
POGO PRODUCING CO	COM	730448107	4,039	88,056	X		
POLARIS INDS INC	COM	731068102	1,077	23,706	X		
POLO RALPH LAUREN CORP	CL A	731572103	944	27,544	X		
POLYCOM INC	COM	73172K104	430	20,279	X		
POPULAR INC	COM	733174106	1,961	45,504	X		
PRAXAIR INC	COM	74005P104	8,638	232,694	X		
PRECISION CASTPARTS CORP	COM	740189105	1,062	24,121	X		
PRICE T ROWE GROUP INC	COM	74144T108	2,667	49,551	X		
PRIDE INTL INC DEL	COM	74153Q102	239	14,006	X		
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	3,803	106,736	X		
PROCTER & GAMBLE CO	COM	742718109	87,726	836,441	X		
PROGRESS ENERGY INC	COM	743263105	3,289	69,864	X		
PROGRESSIVE CORP OHIO	COM	743315103	7,584	86,579	X		
PROLOGIS	SH BEN INT	743410102	1,240	34,565	X		
PROTECTIVE LIFE CORP	COM	743674103	1,227	32,751	X		
PROTEIN DESIGN LABS INC	COM	74369L103	379	15,928	X		
PROVIDIAN FINL CORP	COM	74406A102	1,160	88,523	X		
PRUDENTIAL FINL INC	COM	744320102	5,285	118,023	X		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3,268	69,556	X		
PUBLIC STORAGE INC	COM	74460D109	287	5,900	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PUGET ENERGY INC NEW	COM	745310102	290	12,950	X
PULTE HOMES INC	COM	745867101	1,694	30,462	X
QLOGIC CORP	COM	747277101	2,641	80,025	X
QUALCOMM INC	COM	747525103	40,664	613,429	X
QUEST DIAGNOSTICS INC	COM	74834L100	2,758	33,294	X
QUESTAR CORP	COM	748356102	2,780	76,288	X
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,492	578,159	X
RPM INTL INC	COM	749685103	209	12,639	X
RADIAN GROUP INC	COM	750236101	3,176	74,552	X
RADIO ONE INC	CL D NON VTG	75040P405	190	10,277	X
RADIOSHACK CORP	COM	750438103	1,657	49,984	X
RAMBUS INC DEL	COM	750917106	491	17,518	X
RAYONIER INC	COM	754907103	209	4,784	X
RAYTHEON CO	COM NEW	755111507	5,077	162,005	X
REALNETWORKS INC	COM	75605L104	100	16,738	X
REALTY INCOME CORP	COM	756109104	1,381	30,938	X
RED HAT INC	COM	756577102	612	26,564	X
REEBOK INTL LTD	COM	758110100	1,226	29,653	X
REGENCY CTRS CORP	COM	758849103	556	11,895	X
REGIS CORP MINN	COM	758932107	275	6,188	X
REGIONS FINL CORP	COM	758940100	5,650	154,715	X
REINSURANCE GROUP AMER INC	COM	759351109	1,725	42,099	X
RELIANT RES INC	COM	75952B105	131	16,012	X
RENAL CARE GROUP INC	COM	759930100	332	7,248	X
RENT A CTR INC NEW	COM	76009N100	2,150	65,232	X
REPUBLIC SVCS INC	COM	760759100	1,134	41,892	X
RESMED INC	COM	761152107	319	7,052	X
RESPIRONICS INC	COM	761230101	387	7,166	X
REYNOLDS & REYNOLDS CO	CL A	761695105	1,292	45,474	X
REYNOLDS R J TOB HLDGS INC	COM	76182K105	2,064	34,123	X
RITE AID CORP	COM	767754104	411	75,493	X
ROBERT HALF INTL INC	COM	770323103	1,108	46,900	X
ROCKWELL AUTOMATION INC	COM	773903109	3,806	109,772	X

13

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(A) (B) (C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SHARED AS DEF. INSTR. V OTHER
ROCKWELL COLLINS INC	COM	774341101	3,205	101,407	X
ROHM & HAAS CO	COM	775371107	3,171	79,583	X
ROSS STORES INC	COM	778296103	2,954	96,456	X
ROUSE CO	COM	779273101	2,721	50,766	X
ROWAN COS INC	COM	779382100	1,260	59,731	X
RUBY TUESDAY INC	COM	781182100	413	12,834	X
RYDER SYS INC	COM	783549108	958	24,727	X
SBC COMMUNICATIONS INC	COM	78387G103	37,757	1,538,580	X
SEI INVESTMENTS CO	COM	784117103	1,635	49,550	X
SLM CORP	COM	78442P106	10,409	248,713	X
SPX CORP	COM	784635104	310	6,818	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

SABRE HLDGS CORP	CL A	785905100	505	20,343	X
SAFECO CORP	COM	786429100	2,562	59,416	X
SAFEWAY INC	COM NEW	786514208	4,223	205,222	X
ST JOE CO	COM	790148100	1,630	40,066	X
ST JUDE MED INC	COM	790849103	8,363	115,992	X
ST PAUL COS INC	COM	792860108	2,130	53,244	X
SANDISK CORP	COM	80004C101	6,667	235,084	X
SANMINA SCI CORP	COM	800907107	2,237	202,658	X
SARA LEE CORP	COM	803111103	10,221	467,580	X
SCANA CORP NEW	COM	80589M102	1,098	31,059	X
SCHEIN HENRY INC	COM	806407102	3,854	54,067	X
SCHERING PLOUGH CORP	COM	806605101	10,385	640,238	X
SCHLUMBERGER LTD	COM	806857108	3,472	54,380	X
SCHWAB CHARLES CORP NEW	COM	808513105	5,485	472,451	X
SCIENTIFIC ATLANTA INC	COM	808655104	6,309	195,071	X
SCOTTS CO	CL A	810186106	533	8,313	X
SCRIPPS E W CO OHIO	CL A	811054204	2,337	23,118	X
SEALED AIR CORP NEW	COM	81211K100	2,201	44,269	X
SEARS ROEBUCK & CO	COM	812387108	8,682	202,084	X
SEMPRA ENERGY	COM	816851109	3,990	125,471	X
SEPRACOR INC	COM	817315104	3,296	68,514	X
SERVICE CORP INTL	COM	817565104	133	17,797	X
SERVICEMASTER CO	COM	81760N109	214	17,796	X
SHERWIN WILLIAMS CO	COM	824348106	3,290	85,609	X
SIEBEL SYS INC	COM	826170102	1,217	105,538	X
SIGMA ALDRICH CORP	COM	826552101	1,862	33,623	X
SILICON LABORATORIES INC	COM	826919102	1,328	25,119	X
SILICON STORAGE TECHNOLOGY I	COM	827057100	383	29,600	X
SIMON PPTY GROUP INC NEW	COM	828806109	2,642	45,202	X
SIRIUS SATELLITE RADIO INC	COM	82966U103	193	56,751	X
SKY FINL GROUP INC	COM	83080P103	583	22,458	X
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	991	19,600	X
SMITH INTL INC	COM	832110100	1,888	35,288	X
SMUCKER J M CO	COM NEW	832696405	748	14,179	X
SMURFIT-STONE CONTAINER CORP	COM	832727101	257	14,626	X
SNAP ON INC	COM	833034101	279	8,619	X
SOLECTRON CORP	COM	834182107	952	172,140	X
SOUTHERN CO	COM	842587107	7,271	238,388	X
SOUTHTRUST CORP	COM	844730101	10,511	316,883	X
SOUTHWEST AIRLS CO	COM	844741108	7,926	557,811	X
SOVEREIGN BANCORP INC	COM	845905108	385	17,959	X
SPRINT CORP	COM FON GROUP	852061100	6,719	364,592	X
SPRINT CORP	PCS COM SER 1	852061506	3,605	391,863	X
SS&C TECHNOLOGIES INC	COM	85227Q100	1,028	42,150	X
STANCORP FINL GROUP INC	COM	852891100	409	6,275	X
STANLEY WKS	COM	854616109	474	11,112	X
STAPLES INC	COM	855030102	3,624	143,146	X

14

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(A) (B) (C)
					SHARED AS DEF. SHARE
					PENSION FAIR SHARES OR MARKET VALUE PRINCIPAL

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	NUMBER	(\$000)	AMOUNT	SOLE INSTR. V OTHER
STARBUCKS CORP	COM	855244109	7,791	205,740	X
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	3,880	95,808	X
STATE STR CORP	COM	857477103	5,169	99,152	X
STATION CASINOS INC	COM	857689103	1,188	26,906	X
STERICYCLE INC	COM	858912108	1,269	26,451	X
STERIS CORP	COM	859152100	1,028	39,856	X
STEWART INFORMATION SVCS COR	COM	860372101	817	20,800	X
STORAGE TECHNOLOGY CORP	COM PAR \$0.10	862111200	368	13,231	X
STRYKER CORP	COM	863667101	9,157	103,432	X
STUDENT LN CORP	COM	863902102	3,200	20,644	X
SUN MICROSYSTEMS INC	COM	866810104	4,702	1,127,478	X
SUNGARD DATA SYS INC	COM	867363103	5,383	196,469	X
SUNOCO INC	COM	86764P109	3,876	62,133	X
SUNTRUST BKS INC	COM	867914103	7,903	113,366	X
SUPERVALU INC	COM	868536103	2,894	94,758	X
SYBRON DENTAL SPECIALTIES IN	COM	871142105	262	9,600	X
SYMANTEC CORP	COM	871503108	13,587	293,456	X
SYMBOL TECHNOLOGIES INC	COM	871508107	893	64,716	X
SYNOPSYS INC	COM	871607107	2,327	80,980	X
SYNOVUS FINL CORP	COM	87161C105	2,269	92,792	X
SYSCO CORP	COM	871829107	15,035	385,024	X
TCF FINL CORP	COM	872275102	694	13,580	X
TECO ENERGY INC	COM	872375100	676	46,174	X
TJX COS INC NEW	COM	872540109	6,716	273,445	X
TXU CORP	COM	873168108	2,244	78,281	X
TARGET CORP	COM	87612E106	28,211	626,344	X
TECH DATA CORP	COM	878237106	2,029	49,562	X
TEKTRONIX INC	COM	879131100	470	14,380	X
TELEPHONE & DATA SYS INC	COM	879433100	1,764	24,897	X
TELLABS INC	COM	879664100	742	85,675	X
TEMPLE INLAND INC	COM	879868107	478	7,552	X
TENET HEALTHCARE CORP	COM	88033G100	901	80,732	X
TERADYNE INC	COM	880770102	1,323	55,502	X
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2,111	33,310	X
TEXAS INSTRS INC	COM	882508104	27,956	956,732	X
TEXTRON INC	COM	883203101	1,477	27,781	X
THERMO ELECTRON CORP	COM	883556102	991	35,047	X
3COM CORP	COM	885535104	161	22,746	X
3M CO	COM	88579Y101	42,171	515,096	X
TIDEWATER INC	COM	886423102	206	7,322	X
TIFFANY & CO NEW	COM	886547108	2,284	59,848	X
TIMBERLAND CO	CL A	887100105	234	3,934	X
TIME WARNER INC	COM	887317105	36,240	2,149,489	X
TORCHMARK CORP	COM	891027104	6,944	129,103	X
TOTAL SYS SVCS INC	COM	891906109	1,622	76,992	X
TOYS R US INC	COM	892335100	525	31,271	X
TRAVELERS PPTY CAS CORP NEW	CL A	89420G109	259	15,124	X
TRAVELERS PPTY CAS CORP NEW	CL B	89420G406	3,136	181,612	X
TRIAD HOSPITALS INC	COM	89579K109	716	23,240	X
TRIBUNE CO NEW	COM	896047107	5,795	114,881	X
TRUSTMARK CORP	COM	898402102	507	17,471	X
TYCO INTL LTD NEW	COM	902124106	18,627	650,150	X
TYSON FOODS INC	CL A	902494103	225	12,456	X
UGI CORP NEW	COM	902681105	328	9,970	X
UST INC	COM	902911106	2,299	63,674	X
US BANCORP DEL	COM NEW	902973304	18,105	654,779	X
UNILEVER N V	N Y SHS NEW	904784709	451	6,500	X
UNION PAC CORP	COM	907818108	6,726	112,445	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

15

ITEM 1: ----- NAME OF ISSUER -----	ITEM 2: ----- TITLE OF CLASS -----	ITEM 3: ----- CUSIP NUMBER -----	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000) -----	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT -----	ITEM 6: ----- INV. DISCRETION -----		
					(A) ----- SOLE	(B) ----- SHARED AS DEF. INSTR. V	(C) ----- SHARE OTHER
UNION PLANTERS CORP	COM	908068109	903	30,244	X		
UNIONBANCAL CORP	COM	908906100	675	12,881	X		
UNISYS CORP	COM	909214108	1,462	102,412	X		
UNITED ONLINE INC	COM	911268100	743	44,200	X		
UNITED PARCEL SERVICE INC	CL B	911312106	23,359	334,470	X		
UNITED STATES STL CORP NEW	COM	912909108	2,359	63,293	X		
UNITED TECHNOLOGIES CORP	COM	913017109	28,392	328,988	X		
UNITEDHEALTH GROUP INC	COM	91324P102	23,984	372,196	X		
UNITEDGLOBALCOM	CL A	913247508	381	44,929	X		
UNIVERSAL HLTH SVCS INC	CL B	913903100	3,118	67,670	X		
UNIVISION COMMUNICATIONS INC	CL A	914906102	3,454	104,629	X		
UNOCAL CORP	COM	915289102	2,451	65,740	X		
UNUMPROVIDENT CORP	COM	91529Y106	627	42,876	X		
URBAN OUTFITTERS INC	COM	917047102	1,447	30,100	X		
UTSTARCOM INC	COM	918076100	2,614	90,906	X		
V F CORP	COM	918204108	663	14,205	X		
VALEANT PHARMACEUTICALS INTL	COM	91911X104	202	8,478	X		
VALERO ENERGY CORP NEW	COM	91913Y100	3,055	50,958	X		
VALLEY NATL BANCORP	COM	919794107	321	11,487	X		
VALSPAR CORP	COM	920355104	767	15,571	X		
VARCO INTL INC DEL	COM	922122106	275	15,248	X		
VARIAN MED SYS INC	COM	92220P105	4,585	53,119	X		
VECTREN CORP	COM	92240G101	307	12,428	X		
VERISIGN INC	COM	92343E102	568	34,241	X		
VERIZON COMMUNICATIONS	COM	92343V104	49,210	1,346,730	X		
VERITAS SOFTWARE CO	COM	923436109	7,989	296,865	X		
VIAD CORP	COM	92552R109	287	11,869	X		
VIACOM INC	CL A	925524100	1,989	50,300	X		
VIACOM INC	CL B	925524308	33,330	850,038	X		
VISHAY INTERTECHNOLOGY INC	COM	928298108	313	14,653	X		
VISTEON CORP	COM	92839U107	109	11,372	X		
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	519	21,700	X		
VORNADO RLTY TR	SH BEN INT	929042109	287	4,750	X		
VULCAN MATLS CO	COM	929160109	1,598	33,681	X		
WACHOVIA CORP 2ND NEW	COM	929903102	39,112	832,173	X		
WADDELL & REED FINL INC	CL A	930059100	697	28,423	X		
WAL MART STORES INC	COM	931142103	133,986	2,244,692	X		
WALGREEN CO	COM	931422109	13,130	398,492	X		
WASHINGTON MUT INC	COM	939322103	23,212	543,477	X		
WASHINGTON POST CO	CL B	939640108	459	519	X		
WASTE MGMT INC DEL	COM	94106L109	7,866	260,642	X		
WATERS CORP	COM	941848103	3,301	80,833	X		
WATSON PHARMACEUTICALS INC	COM	942683103	1,427	33,355	X		
WATTS WATER TECHNOLOGIES INC	CL A	942749102	605	25,850	X		
WEBMD CORP	COM	94769M105	941	105,844	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

WEIGHT WATCHERS INTL INC NEW	COM	948626106	1,533	36,276	X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	2,128	61,512	X
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	9,514	83,666	X
WELLS FARGO & CO NEW	COM	949746101	34,747	613,147	X
WENDYS INTL INC	COM	950590109	777	19,097	X
WESTAR ENERGY INC	COM	95709T100	1,794	85,600	X
WESTAMERICA BANCORPORATION	COM	957090103	1,468	29,089	X
WESTERN DIGITAL CORP	COM	958102105	470	41,878	X
WESTERN WIRELESS CORP	CL A	95988E204	1,417	60,600	X
WESTWOOD ONE INC	COM	961815107	710	24,103	X
WEYERHAEUSER CO	COM	962166104	6,657	101,631	X
WHIRLPOOL CORP	COM	963320106	3,707	53,827	X
WHITNEY HLDG CORP	COM	966612103	357	8,552	X

16

ITEM 1: ----- NAME OF ISSUER	ITEM 2: ----- TITLE OF CLASS	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000)	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT	ITEM 6: ----- INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR. V	(C) SHARE OTHER
WHOLE FOODS MKT INC	COM	966837106	3,631	48,452	X		
WILEY JOHN & SONS INC	CL A	968223206	306	10,218	X		
WILLIAMS COS INC DEL	COM	969457100	726	75,893	X		
WILLIAMS SONOMA INC	COM	969904101	1,272	37,197	X		
WILMINGTON TRUST CORP	COM	971807102	276	7,393	X		
WINN DIXIE STORES INC	COM	974280109	130	17,164	X		
WISCONSIN ENERGY CORP	COM	976657106	994	30,930	X		
WORTHINGTON INDS INC	COM	981811102	312	16,295	X		
WRIGLEY WM JR CO	COM	982526105	3,876	65,558	X		
WYETH	COM	983024100	24,230	645,268	X		
XM SATELLITE RADIO HLDGS INC	CL A	983759101	1,248	44,698	X		
XTO ENERGY INC	COM	98385X106	1,832	72,593	X		
XCEL ENERGY INC	COM	98389B100	2,657	149,186	X		
XILINX INC	COM	983919101	5,377	142,395	X		
XEROX CORP	COM	984121103	3,382	232,146	X		
YAHOO INC	COM	984332106	13,934	287,485	X		
YOUNG BROADCASTING INC	CL A	987434107	847	46,800	X		
YUM BRANDS INC	COM	988498101	3,395	89,363	X		
ZEBRA TECHNOLOGIES CORP	CL A	989207105	2,109	30,397	X		
ZIMMER HLDGS INC	COM	98956P102	15,077	204,347	X		
ZIONS BANCORPORATION	COM	989701107	750	13,141	X		
GRAND TOTAL			5,847,544				

17