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VERIZON COMMUNICATIONS INC
Form 13F-HR
May 12, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2010

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 ----- [Signature]	Basking Ridge, New Jersey ----- [City, State]	May 10, 2010 ----- [Date]
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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: 622

Form 13F Information Table Value Total: 1,787,870.00

(thousands)

List of Other Included Managers:

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

GOLDMAN SACHS

PRIME BROKERAGE

Verizon Investment Management Corp.
FORM 13F-SOLE INSTR V. NOTH AUTHORITY
31-Mar-10

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	CO	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	O MA
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	757	18,034			
COOPER INDUSTRIES PLC	SHS	G24140108	937	19,548			
COVIDIEN PLC	SHS	G2554F105	469	9,330			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	860	23,137			
GARMIN LTD	ORD	G37260109	886	22,934			
HERBALIFE LTD	COM USD SHS	G4412G101	1,462	31,697			
INGERSOLL-RAND PLC	SHS	G47791101	442	12,683			
LAZARD LTD	SHS A	G54050102	253	7,083			
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,757	86,039			
SEAGATE TECHNOLOGY	SHS	G7945J104	748	40,985			
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,037	2,920			
AFLAC INC	COM	001055102	6,141	113,107			
AGCO CORP	COM	001084102	266	7,423			
AES CORP	COM	00130H105	953	86,643			
AMR CORP	COM	001765106	240	26,370			
AT&T INC	COM	00206R102	15,846	613,234			
ABBOTT LABS	COM	002824100	16,697	316,961			
ABERCROMBIE & FITCH CO	CL A	002896207	263	5,766			
ACTIVISION BLIZZARD INC	COM	00507V109	927	76,968			
ACTUANT CORP	CL A NEW	00508X203	266	13,600			
ADOBE SYS INC	COM	00724F101	4,310	121,841			
ADVANCE AUTO PARTS INC	COM	00751Y106	370	8,816			

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AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	248	8,750
AEROPOSTALE	COM	007865108	1,100	38,171
ADVANCED MICRO DEVICES INC	COM	007903107	253	27,239
AETNA INC NEW	COM	00817Y108	2,826	80,488
AFFILIATED MANAGERS GROUP	COM	008252108	302	3,821
AGILENT TECHNOLOGIES INC	COM	00846U101	1,729	50,281
AIR PRODS & CHEMS INC	COM	009158106	2,114	28,589
AKAMAI TECHNOLOGIES INC	COM	00971T101	503	15,997
ALBERTO CULVER CO NEW	COM	013078100	687	26,255
ALCOA INC	COM	013817101	1,740	122,202
ALEXION PHARMACEUTICALS INC	COM	015351109	413	7,597
ALLEGHENY ENERGY INC	COM	017361106	500	21,750
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1,142	21,150
ALLERGAN INC	COM	018490102	5,592	85,603
ALLIANCE DATA SYSTEMS CORP	COM	018581108	344	5,376
ALLIANT TECHSYSTEMS INC	COM	018804104	247	3,035
ALLSTATE CORP	COM	020002101	1,928	59,658
ALPHA NATURAL RESOURCES INC	COM	02076X102	1,089	21,831
ALTERA CORP	COM	021441100	660	27,158
ALTRIA GROUP INC	COM	02209S103	7,459	363,496
AMAZON COM INC	COM	023135106	9,502	69,984
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	799	43,145
AMERICAN ELEC PWR INC	COM	025537101	1,325	38,760
AMERICAN EXPRESS CO	COM	025816109	6,843	165,853
AMERICAN INTL GROUP INC	COM NEW	026874784	445	13,031
AMERICAN TOWER CORP	CL A	029912201	1,660	38,969
AMERISOURCEBERGEN CORP	COM	03073E105	3,141	108,613
AMETEK INC NEW	COM	031100100	1,483	35,774
AMGEN INC	COM	031162100	14,101	235,661
AMPHENOL CORP NEW	CL A	032095101	669	15,856
AMYLIN PHARMACEUTICALS INC	COM	032346108	293	13,042
ANADARKO PETE CORP	COM	032511107	2,717	37,300
ANALOG DEVICES INC	COM	032654105	2,043	70,884
ANNALY CAP MGMT INC	COM	035710409	1,380	80,300
ANSYS INC	COM	03662Q105	350	8,113
AON CORP	COM	037389103	1,196	28,000
APACHE CORP	COM	037411105	4,141	40,800
APOLLO GROUP INC	CL A	037604105	2,093	34,144
APPLE INC	COM	037833100	44,967	191,347
APPLIED MATLS INC	COM	038222105	1,451	107,713
ARCHER DANIELS MIDLAND CO	COM	039483102	3,838	132,805
ARROW ELECTRS INC	COM	042735100	297	9,853
ASHLAND INC NEW	COM	044209104	1,209	22,915
AUTODESK INC	COM	052769106	632	21,497
AUTOLIV INC	COM	052800109	330	6,400
AUTOMATIC DATA PROCESSING IN	COM	053015103	4,296	96,604
AUTOZONE INC	COM	053332102	1,778	10,274
AVALONBAY CMNTYS INC	COM	053484101	958	11,100
AVON PRODS INC	COM	054303102	3,039	89,738
BB&T CORP	COM	054937107	2,584	79,780
BMC SOFTWARE INC	COM	055921100	1,220	32,117

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BAKER HUGHES INC	COM	057224107	1,027	21,920
BALDOR ELEC CO	COM	057741100	239	6,400
BALL CORP	COM	058498106	1,098	20,575
BANK OF AMERICA CORPORATION	COM	060505104	13,909	779,220
BANK HAWAII CORP	COM	062540109	1,734	38,580
BANK OF NEW YORK MELLON CORP	COM	064058100	5,900	191,059
BANRO CORP	COM	066800103	70	33,000
BARD C R INC	COM	067383109	1,692	19,538
BAXTER INTL INC	COM	071813109	7,844	134,776
BECKMAN COULTER INC	COM	075811109	1,050	16,727
BECTON DICKINSON & CO	COM	075887109	4,421	56,158
BED BATH & BEYOND INC	COM	075896100	1,816	41,489
BEMIS INC	COM	081437105	517	18,000
BEST BUY INC	COM	086516101	3,929	92,361
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	216	9,255
BIOGEN IDEC INC	COM	09062X103	4,495	78,319
BLACKROCK INC	COM	09247X101	1,517	6,967
BLOCK H & R INC	COM	093671105	560	31,439
BOEING CO	COM	097023105	6,784	93,430
BORGWARNER INC	COM	099724106	573	15,010
BOSTON PROPERTIES INC	COM	101121101	1,482	19,640
BOSTON SCIENTIFIC CORP	COM	101137107	1,409	195,113
BRISTOL MYERS SQUIBB CO	COM	110122108	5,730	214,622
BROADCOM CORP	CL A	111320107	4,921	148,215
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	128	22,409
BROWN FORMAN CORP	CL B	115637209	412	6,932
BURGER KING HLDGS INC	COM	121208201	209	9,840
CBS CORP NEW	CL B	124857202	906	65,000
CB RICHARD ELLIS GROUP INC	CL A	12497T101	538	33,961
CF INDS HLDGS INC	COM	125269100	645	7,075
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,537	45,425
CIGNA CORP	COM	125509109	1,331	36,382
CME GROUP INC	COM	12572Q105	2,895	9,157
CMS ENERGY CORP	COM	125896100	301	19,500
CSX CORP	COM	126408103	2,280	44,800
CVS CAREMARK CORPORATION CA INC	COM	126650100	8,155	223,054
CABLEVISION SYS CORP	CL A NY CABLVS	12673P105	659	28,065
CADENCE DESIGN SYSTEM INC	COM	127387108	163	24,389
CALPINE CORP	COM NEW	131347304	381	32,026
CAMERON INTERNATIONAL CORP	COM	13342B105	2,647	61,765
CAMPBELL SOUP CO	COM	134429109	894	25,303
CAPITAL ONE FINL CORP	COM	14040H105	2,733	65,990
CARDINAL HEALTH INC	COM	14149Y108	490	13,600
CARMAX INC	COM	143130102	364	14,488
CARNIVAL CORP	PAIRED CTF	143658300	716	18,412
CARPENTER TECHNOLOGY CORP	COM	144285103	486	13,280
CATERPILLAR INC DEL	COM	149123101	6,727	107,040
CELANESE CORP DEL	COM SER A	150870103	892	28,011
CELGENE CORP	COM	151020104	7,036	113,556
CENTERPOINT ENERGY INC	COM	15189T107	566	39,392
CENTURYTEL INC	COM	156700106	1,324	37,343
CEPHALON INC	COM	156708109	463	6,834

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CERNER CORP	COM	156782104	2,260	26,612
CHESAPEAKE ENERGY CORP	COM	165167107	2,109	89,201
CHEVRON CORP NEW	COM	166764100	17,103	225,544
CHICOS FAS INC	COM	168615102	472	32,753
CHIPOTLE MEXICAN GRILL INC	COM	169656105	332	2,949
CHURCH & DWIGHT INC	COM	171340102	1,012	15,120
CISCO SYS INC	COM	17275R102	31,653	1,216,020
CITIGROUP INC	COM	172967101	4,875	1,203,760
CITRIX SYS INC	COM	177376100	795	16,751
CLARCOR INC	COM	179895107	207	6,000
CLEARWIRE CORP NEW	CL A	18538Q105	87	12,123
CLEARWIRE CORP NEW	RIGHT 06/21/20	18538Q139	2	12,301
CLIFFS NATURAL RESOURCES INC	COM	18683K101	906	12,765
CLOROX CO DEL	COM	189054109	1,396	21,761
COACH INC	COM	189754104	2,992	75,718
COCA COLA CO	COM	191216100	24,871	452,193
COCA COLA ENTERPRISES INC	COM	191219104	1,004	36,295
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,292	64,574
COLGATE PALMOLIVE CO	COM	194162103	9,812	115,080
COMCAST CORP NEW	CL A	20030N101	5,833	309,788
CONOCOPHILLIPS	COM	20825C104	8,801	172,000
CONSOL ENERGY INC	COM	20854P109	1,567	36,737
CONSOLIDATED EDISON INC	COM	209115104	1,632	36,640
CONSTELLATION ENERGY GROUP I	COM	210371100	835	23,792
CONTINENTAL AIRLS INC	CL B	210795308	251	11,444
COPART INC	COM	217204106	220	6,181
CORN PRODS INTL INC	COM	219023108	1,529	44,100
CORNING INC	COM	219350105	5,903	292,101
COSTCO WHSL CORP NEW	COM	22160K105	6,431	107,704
COVANCE INC	COM	222816100	363	5,917
COVENTRY HEALTH CARE INC	COM	222862104	228	9,220
CRANE CO	COM	224399105	453	12,754
CREE INC	COM	225447101	578	8,233
CROWN CASTLE INTL CORP	COM	228227104	1,377	36,028
CROWN HOLDINGS INC	COM	228368106	399	14,807
CULLEN FROST BANKERS INC	COM	229899109	753	13,500
CUMMINS INC	COM	231021106	2,827	45,635
CYPRESS SEMICONDUCTOR CORP	COM	232806109	139	12,070
CYTEC INDS INC	COM	232820100	337	7,200
DPL INC	COM	233293109	461	16,963
DTE ENERGY CO	COM	233331107	1,502	33,680
DANAHER CORP DEL	COM	235851102	4,359	54,547
DARDEN RESTAURANTS INC	COM	237194105	1,337	30,024
DAVITA INC	COM	23918K108	607	9,572
DEAN FOODS CO NEW	COM	242370104	261	16,653
DEERE & CO	COM	244199105	3,871	65,105
DEL MONTE FOODS CO	COM	24522P103	1,009	69,100
DELL INC	COM	24702R101	5,274	351,161
DELTA AIR LINES INC DEL	COM NEW	247361702	1,042	71,419
DENDREON CORP	COM	24823Q107	390	10,682
DENTSPLY INTL INC NEW	COM	249030107	480	13,748
DEVON ENERGY CORP NEW	COM	25179M103	4,203	65,236
DEVRY INC DEL	COM	251893103	376	5,761
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,088	12,254
DICKS SPORTING GOODS INC	COM	253393102	208	7,950

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DIEBOLD INC	COM	253651103	603	18,993
DIGITAL RLTY TR INC	COM	253868103	382	7,046
DISNEY WALT CO	COM DISNEY	254687106	8,415	241,059
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	713	24,259
DISH NETWORK CORP	CL A	25470M109	717	34,420
DIRECTV	COM CL A	25490A101	2,843	84,096
DOLBY LABORATORIES INC	COM	25659T107	1,106	18,856
DOLLAR TREE INC	COM	256746108	1,119	18,900
DOMINION RES INC VA NEW	COM	25746U109	3,267	79,480
DONALDSON INC	COM	257651109	1,579	34,988
DOVER CORP	COM	260003108	1,696	36,270
DOW CHEM CO	COM	260543103	4,017	135,859
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1,280	36,400
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	438	11,125
DRESSER-RAND GROUP INC	COM	261608103	500	15,908
DU PONT E I DE NEMOURS & CO	COM	263534109	4,889	131,287
DUKE ENERGY CORP NEW	COM	26441C105	2,543	155,800
DUN & BRADSTREET CORP DEL NE	COM	26483E100	520	6,991
E M C CORP MASS	COM	268648102	4,299	238,289
EOG RES INC	COM	26875P101	4,643	49,961
EQT CORP	COM	26884L109	1,112	27,128
EXCO RESOURCES INC	COM	269279402	209	11,369
EASTMAN CHEM CO	COM	277432100	958	15,040
EATON CORP	COM	278058102	1,050	13,860
EATON VANCE CORP	COM NON VTG	278265103	651	19,409
EBAY INC	COM	278642103	5,828	216,098
ECOLAB INC	COM	278865100	1,847	42,020
EDISON INTL	COM	281020107	921	26,960
EDWARDS LIFESCIENCES CORP	COM	28176E108	513	5,186
EL PASO CORP	COM	28336L109	451	41,637
ELECTRONIC ARTS INC	COM	285512109	1,759	94,273
EMERSON ELEC CO	COM	291011104	7,747	153,897
ENERGIZER HLDGS INC	COM	29266R108	1,055	16,815
ENSCO INTL PLC	SPONSORED ADR	29358Q109	694	15,504
ENTERGY CORP NEW	COM	29364G103	3,056	37,562
EQUIFAX INC	COM	294429105	719	20,086
EQUINIX INC	COM NEW	29444U502	342	3,514
EXELON CORP	COM	30161N101	2,813	64,213
EXPEDIA INC DEL	COM	30212P105	633	25,360
EXPEDITORS INTL WASH INC	COM	302130109	1,596	43,227
EXPRESS SCRIPTS INC	COM	302182100	8,024	78,853
EXXON MOBIL CORP	COM	30231G102	42,243	630,685
FLIR SYS INC	COM	302445101	392	13,908
FMC TECHNOLOGIES INC	COM	30249U101	1,458	22,560
F M C CORP	COM NEW	302491303	347	5,725
FPL GROUP INC	COM	302571104	1,905	39,408
FACTSET RESH SYS INC	COM	303075105	283	3,861
FAMILY DLR STORES INC	COM	307000109	2,198	60,032
FASTENAL CO	COM	311900104	844	17,581
FEDERATED INVS INC PA	CL B	314211103	862	32,677
FEDEX CORP	COM	31428X106	3,400	36,400
F5 NETWORKS INC	COM	315616102	448	7,272
FIDELITY NATL INFORMATION SV	COM	31620M106	1,377	58,766
FIFTH THIRD BANCORP	COM	316773100	1,611	118,800
FIRST AMERN CORP CALIF	COM	318522307	338	10,000

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FIRST HORIZON NATL CORP	COM	320517105	161	11,462
FIRST SOLAR INC	COM	336433107	1,037	8,457
FISERV INC	COM	337738108	1,881	37,060
FIRSTENERGY CORP	COM	337932107	696	17,800
FLUOR CORP NEW	COM	343412102	1,828	39,301
FLOWSERVE CORP	COM	34354P105	1,964	17,810
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,995	317,800
FOREST LABS INC	COM	345838106	1,226	39,100
FRANKLIN RES INC	COM	354613101	4,403	39,702
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	5,629	67,384
FRONTIER COMMUNICATIONS CORP	COM	35906A108	117	15,677
GALLAGHER ARTHUR J & CO	COM	363576109	211	8,601
GAMESTOP CORP NEW	CL A	36467W109	1,134	51,776
GAP INC DEL	COM	364760108	3,135	135,637
GEN-PROBE INC NEW	COM	36866T103	241	4,820
GENERAL DYNAMICS CORP	COM	369550108	5,618	72,774
GENERAL ELECTRIC CO	COM	369604103	18,668	1,025,700
GENERAL MLS INC	COM	370334104	5,614	79,309
GENTEX CORP	COM	371901109	248	12,745
GENWORTH FINL INC	COM CL A	37247D106	313	17,082
GENZYME CORP	COM	372917104	2,005	38,676
GILEAD SCIENCES INC	COM	375558103	8,985	197,611
GLG PARTNERS INC	COM	37929X107	54	17,629
GLOBAL PMTS INC	COM	37940X102	1,241	27,252
GOLDMAN SACHS GROUP INC	COM	38141G104	10,581	62,009
GOODRICH CORP	COM	382388106	1,655	23,464
GOODYEAR TIRE & RUBR CO	COM	382550101	484	38,321
GOOGLE INC	CL A	38259P508	28,704	50,614
GRAINGER W W INC	COM	384802104	616	5,693
GREAT PLAINS ENERGY INC	COM	391164100	624	33,600
GREEN MTN COFFEE ROASTERS IN	COM	393122106	268	2,766
GREIF INC	CL A	397624107	605	11,020
GUESS INC	COM	401617105	351	7,480
HCP INC	COM	40414L109	3,194	96,786
HALLIBURTON CO	COM	406216101	4,065	134,920
HANESBRANDS INC	COM	410345102	244	8,765
HANOVER INS GROUP INC	COM	410867105	518	11,886
HANSEN NAT CORP	COM	411310105	852	19,648
HARLEY DAVIDSON INC	COM	412822108	825	29,409
HARRIS CORP DEL	COM	413875105	456	9,596
HARTFORD FINL SVCS GROUP INC	COM	416515104	743	26,140
HASBRO INC	COM	418056107	1,688	44,087
HEALTH MGMT ASSOC INC NEW	CL A	421933102	196	22,824
HEALTH CARE REIT INC	COM	42217K106	234	5,176
HEINZ H J CO	COM	423074103	3,388	74,274
HERSHEY CO	COM	427866108	1,089	25,432
HESS CORP	COM	42809H107	1,778	28,420
HEWITT ASSOCS INC	COM	42822Q100	1,257	31,604
HEWLETT PACKARD CO	COM	428236103	25,437	478,592
HOLOGIC INC	COM	436440101	437	23,568
HOME DEPOT INC	COM	437076102	6,767	209,181
HONEYWELL INTL INC	COM	438516106	6,799	150,198
HORMEL FOODS CORP	COM	440452100	258	6,134
HOSPIRA INC	COM	441060100	841	14,854
HUDSON CITY BANCORP	COM	443683107	341	24,030
HUMANA INC	COM	444859102	674	14,404
HUNT J B TRANS SVCS INC	COM	445658107	290	8,089

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ITT EDUCATIONAL SERVICES INC	COM	45068B109	534	4,748
ITT CORP NEW	COM	450911102	1,525	28,445
IDEX CORP	COM	45167R104	417	12,599
IDEXX LABS INC	COM	45168D104	885	15,376
IHS INC	CL A	451734107	236	4,422
ILLINOIS TOOL WKS INC	COM	452308109	2,647	55,900
ILLUMINA INC	COM	452327109	579	14,888
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	434	70,751
INTEL CORP	COM	458140100	23,087	1,035,747
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,213	19,725
INTERNATIONAL BUSINESS MACHS	COM	459200101	34,405	268,267
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,591	33,367
INTERNATIONAL GAME TECHNOLOG	COM	459902102	879	47,640
INTL PAPER CO	COM	460146103	1,375	55,860
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,450	4,165
INTUIT	COM	461202103	1,455	42,403
IRON MTN INC	COM	462846106	512	18,690
ISHARES TR INDEX	RUSSELL1000VAL	464287598	10,341	169,324
ISHARES TR INDEX	RUSSELL1000GRW	464287614	299	5,752
ISHARES TR INDEX	RUSSELL 1000	464287622	9,574	148,160
ITC HLDGS CORP	COM	465685105	424	7,709
ITRON INC	COM	465741106	247	3,403
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	127	10,168
JPMORGAN CHASE & CO	COM	46625H100	18,398	411,134
JABIL CIRCUIT INC	COM	466313103	173	10,692
JACOBS ENGR GROUP INC DEL	COM	469814107	1,072	23,717
JANUS CAP GROUP INC	COM	47102X105	185	12,970
JOHNSON & JOHNSON	COM	478160104	33,236	509,749
JOHNSON CTLS INC	COM	478366107	3,420	103,678
JOY GLOBAL INC	COM	481165108	1,775	31,374
JUNIPER NETWORKS INC	COM	48203R104	1,599	52,123
KBR INC	COM	48242W106	1,115	50,317
KELLOGG CO	COM	487836108	1,258	23,545
KIMBERLY CLARK CORP	COM	494368103	4,574	72,745
KIMCO REALTY CORP	COM	49446R109	643	41,121
KING PHARMACEUTICALS INC	COM	495582108	169	14,400
KOHL'S CORP	COM	500255104	2,777	50,693
KRAFT FOODS INC	CL A	50075N104	10,807	357,360
KROGER CO	COM	501044101	1,842	85,040
LKQ CORP	COM	501889208	263	12,977
LSI CORPORATION	COM	502161102	537	87,814
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	755	8,240
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	759	10,024
LAM RESEARCH CORP	COM	512807108	437	11,700
LAS VEGAS SANDS CORP	COM	517834107	1,080	51,048
LAUDER ESTEE COS INC	CL A	518439104	666	10,269
LENDER PROCESSING SVCS INC	COM	52602E102	334	8,846
LEUCADIA NATL CORP	COM	527288104	1,292	52,065
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	140	86,552
LEXMARK INTL NEW	CL A	529771107	212	5,884
LIFE TECHNOLOGIES CORP	COM	53217V109	2,214	42,366

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LILLY ELI & CO	COM	532457108	6,111	168,712
LIMITED BRANDS INC	COM	532716107	1,256	51,016
LINCARE HLDGS INC	COM	532791100	231	5,151
LINCOLN NATL CORP IND	COM	534187109	1,140	37,126
LINEAR TECHNOLOGY CORP	COM	535678106	581	20,571
LOCKHEED MARTIN CORP	COM	539830109	6,083	73,095
LOEWS CORP	COM	540424108	2,924	78,441
LORILLARD INC	COM	544147101	1,618	21,504
LOWES COS INC	COM	548661107	4,830	199,247
LUBRIZOL CORP	COM	549271104	1,265	13,790
M & T BK CORP	COM	55261F104	1,905	24,000
MDU RES GROUP INC	COM	552690109	921	42,700
MEMC ELECTR MATLS INC	COM	552715104	317	20,686
MSC INDL DIRECT INC	CL A	553530106	201	3,957
MSCI INC	CL A	55354G100	332	9,193
MACYS INC	COM	55616P104	1,145	52,600
MAGNA INTL INC	CL A	559222401	346	5,600
MANPOWER INC	COM	56418H100	1,868	32,707
MARATHON OIL CORP	COM	565849106	4,285	135,427
MARRIOTT INTL INC NEW	CL A	571903202	852	27,043
MASCO CORP	COM	574599106	243	15,664
MASSEY ENERGY CORP	COM	576206106	1,147	21,931
MASTERCARD INC	CL A	57636Q104	4,481	17,641
MATTEL INC	COM	577081102	3,441	151,315
MAXIM INTEGRATED PRODS INC	COM	57772K101	798	41,172
MCAFFEE INC	COM	579064106	577	14,382
MCCORMICK & CO INC	COM NON VTG	579780206	463	12,061
MCDERMOTT INTL INC	COM	580037109	1,400	52,004
MCDONALDS CORP	COM	580135101	15,276	228,958
MCGRAW HILL COS INC	COM	580645109	3,611	101,293
MCKESSON CORP	COM	58155Q103	2,675	40,701
MEAD JOHNSON NUTRITION CO	COM	582839106	494	9,487
MEADWESTVACO CORP	COM	583334107	452	17,680
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5,526	85,596
MEDTRONIC INC	COM	585055106	11,978	266,011
MERCK & CO INC NEW	COM	58933Y105	16,437	440,073
METLIFE INC	COM	59156R108	2,739	63,209
METROPICS COMMUNICATIONS INC	COM	591708102	265	37,410
METTLER TOLEDO INTERNATIONAL	COM	592688105	340	3,118
MICROS SYS INC	COM	594901100	245	7,442
MICROSOFT CORP	COM	594918104	49,910	1,704,126
MICROCHIP TECHNOLOGY INC	COM	595017104	435	15,436
MICRON TECHNOLOGY INC	COM	595112103	143	13,795
MILLIPORE CORP	COM	601073109	542	5,132
MIRANT CORP NEW	COM	60467R100	121	11,101
MONSANTO CO NEW	COM	61166W101	7,919	110,879
MONSTER WORLDWIDE INC	COM	611742107	1,149	69,155
MOODYS CORP	COM	615369105	1,246	41,883
MORGAN STANLEY	COM NEW	617446448	4,631	158,113
MOSAIC CO	COM	61945A107	1,898	31,231
MOTOROLA INC	COM	620076109	1,946	277,179
MURPHY OIL CORP	COM	626717102	727	12,931
MYLAN INC	COM	628530107	458	20,187
MYRIAD GENETICS INC	COM	62855J104	213	8,841
NCR CORP NEW	COM	62886E108	938	67,942
NII HLDGS INC	CL B NEW	62913F201	872	20,928
NVR INC	COM	62944T105	2,077	2,859

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NYSE EURONEXT	COM	629491101	1,010	34,123
NALCO HOLDING COMPANY	COM	62985Q101	500	20,546
NATIONAL OILWELL VARCO INC	COM	637071101	1,402	34,541
NATIONAL SEMICONDUCTOR CORP	COM	637640103	644	44,529
NATIONWIDE HEALTH PPTYS INC	COM	638620104	706	20,098
NAVISTAR INTL CORP NEW	COM	63934E108	1,145	25,602
NETAPP INC	COM	64110D104	3,524	108,290
NETFLIX INC	COM	64110L106	288	3,910
NEWMONT MINING CORP	COM	651639106	4,800	94,240
NEWS CORP	CL A	65248E104	3,681	255,462
NIKE INC	CL B	654106103	6,199	84,334
NISOURCE INC	COM	65473P105	272	17,200
NOBLE ENERGY INC	COM	655044105	2,095	28,700
NORDSTROM INC	COM	655664100	877	21,476
NORFOLK SOUTHERN CORP	COM	655844108	2,833	50,683
NORTHERN TR CORP	COM	665859104	3,229	58,441
NORTHROP GRUMMAN CORP	COM	666807102	1,375	20,964
NOVELL INC	COM	670006105	87	14,504
NOVELLUS SYS INC	COM	670008101	626	25,068
NSTAR	COM	67019E107	949	26,800
NUANCE COMMUNICATIONS INC	COM	67020Y100	304	18,282
NUCOR CORP	COM	670346105	1,731	38,137
NVIDIA CORP	COM	67066G104	1,784	102,548
NV ENERGY INC	COM	67073Y106	284	23,006
OGE ENERGY CORP	COM	670837103	444	11,400
OSI PHARMACEUTICALS INC	COM	671040103	319	5,365
OCCIDENTAL PETE CORP DEL	COM	674599105	9,466	111,974
OCEANEERING INTL INC	COM	675232102	1,755	27,638
OMNICOM GROUP INC	COM	681919106	4,362	112,389
ON SEMICONDUCTOR CORP	COM	682189105	311	38,907
ONEOK INC NEW	COM	682680103	986	21,600
ORACLE CORP	COM	68389X105	18,873	734,078
O REILLY AUTOMOTIVE INC	COM	686091109	524	12,557
OWENS ILL INC	COM NEW	690768403	636	17,896
OXFORD INDS INC	COM	691497309	350	17,200
PG&E CORP	COM	69331C108	1,945	45,860
PMC-SIERRA INC	COM	69344F106	285	32,000
PNC FINL SVCS GROUP INC	COM	693475105	2,388	40,000
PPG INDS INC	COM	693506107	1,339	20,480
PPL CORP	COM	69351T106	1,784	64,371
PACCAR INC	COM	693718108	2,904	66,999
PACTIV CORP	COM	695257105	578	22,967
PALL CORP	COM	696429307	441	10,883
PARKER HANNIFIN CORP	COM	701094104	1,540	23,780
PATTERSON COMPANIES INC	COM	703395103	289	9,303
PAYCHEX INC	COM	704326107	2,676	87,094
PEABODY ENERGY CORP	COM	704549104	2,585	56,556
PENNEY J C INC	COM	708160106	443	13,780
PEPCO HOLDINGS INC	COM	713291102	261	15,200
PEPSICO INC	COM	713448108	22,400	338,577
PERRIGO CO	COM	714290103	433	7,373
PETROHAWK ENERGY CORP	COM	716495106	884	43,612
PETSMART INC	COM	716768106	373	11,667
PFIZER INC	COM	717081103	14,310	834,422
PHARMACEUTICAL PROD DEV INC	COM	717124101	231	9,724
PHILIP MORRIS INTL INC	COM	718172109	23,005	441,050
PINNACLE WEST CAP CORP	COM	723484101	377	10,000

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PIONEER NAT RES CO	COM	723787107	402	7,140
PLUM CREEK TIMBER CO INC	COM	729251108	209	5,380
POLO RALPH LAUREN CORP	CL A	731572103	408	4,801
PRAXAIR INC	COM	74005P104	4,948	59,618
PRECISION CASTPARTS CORP	COM	740189105	6,883	54,323
PRICE T ROWE GROUP INC	COM	74144T108	2,437	44,338
PRICELINE COM INC	COM NEW	741503403	1,819	7,132
PRIDE INTL INC DEL	COM	74153Q102	226	7,505
PRINCIPAL FINL GROUP INC	COM	74251V102	2,051	70,207
PROCTER & GAMBLE CO	COM	742718109	31,633	499,976
PROGRESS ENERGY INC	COM	743263105	862	21,900
PROGRESSIVE CORP OHIO	COM	743315103	2,091	109,529
PROTECTIVE LIFE CORP	COM	743674103	325	14,800
PRUDENTIAL FINL INC	COM	744320102	6,031	99,692
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	934	31,640
PUBLIC STORAGE	COM	74460D109	6,526	70,938
QLOGIC CORP	COM	747277101	223	10,998
QUALCOMM INC	COM	747525103	14,925	355,704
QUEST DIAGNOSTICS INC	COM	74834L100	838	14,379
QUESTAR CORP	COM	748356102	863	19,980
QUICKSILVER RESOURCES INC	COM	74837R104	153	10,856
QWEST COMMUNICATIONS INTL IN	COM	749121109	322	61,760
RAMBUS INC DEL	COM	750917106	211	9,669
RANGE RES CORP	COM	75281A109	370	7,891
RAYONIER INC	COM	754907103	591	13,007
RAYTHEON CO	COM NEW	755111507	1,918	33,586
RED HAT INC	COM	756577102	805	27,489
RELIANCE STEEL & ALUMINUM CO	COM	759509102	1,045	21,230
REPUBLIC SVCS INC	COM	760759100	1,561	53,776
RESMED INC	COM	761152107	444	6,975
ROBERT HALF INTL INC	COM	770323103	430	14,145
ROCKWELL AUTOMATION INC	COM	773903109	1,984	35,202
ROCKWELL COLLINS INC	COM	774341101	2,670	42,660
ROPER INDS INC NEW	COM	776696106	915	15,813
ROSS STORES INC	COM	778296103	761	14,234
ROVI CORP	COM	779376102	585	15,759
SBA COMMUNICATIONS CORP	COM	78388J106	622	17,241
SAIC INC	COM	78390X101	1,231	69,523
SEI INVESTMENTS CO	COM	784117103	579	26,375
SLM CORP	COM	78442P106	1,665	133,012
ST JOE CO	COM	790148100	277	8,562
ST JUDE MED INC	COM	790849103	2,342	57,059
SALESFORCE COM INC	COM	79466L302	3,708	49,811
SALLY BEAUTY HLDGS INC	COM	79546E104	186	20,800
SANDISK CORP	COM	80004C101	1,190	34,361
SARA LEE CORP	COM	803111103	746	53,568
SCHEIN HENRY INC	COM	806407102	1,370	23,268
SCHLUMBERGER LTD	COM	806857108	11,846	186,673
SCHNITZER STL INDS	CL A	806882106	200	3,817
SCHWAB CHARLES CORP NEW	COM	808513105	3,521	188,398
SCOTT'S MIRACLE GRO CO	CL A	810186106	644	13,892
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	214	4,833
SEALED AIR CORP NEW	COM	81211K100	399	18,940
SEARS HLDGS CORP	COM	812350106	2,388	22,019
SEMPRA ENERGY	COM	816851109	1,575	31,557
SHAW GROUP INC	COM	820280105	216	6,289
SHERWIN WILLIAMS CO	COM	824348106	1,003	14,821

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SIGMA ALDRICH CORP	COM	826552101	1,287	23,986
SILICON LABORATORIES INC	COM	826919102	445	9,338
SIMON PPTY GROUP INC NEW	COM	828806109	4,456	53,117
SMITH INTL INC	COM	832110100	646	15,078
SONOCO PRODS CO	COM	835495102	436	14,160
SOUTHERN CO	COM	842587107	2,994	90,300
SOUTHERN COPPER CORP	COM	84265V105	1,348	42,559
SOUTHWEST AIRLS CO	COM	844741108	594	44,898
SOUTHWESTERN ENERGY CO	COM	845467109	2,820	69,256
SPECTRA ENERGY CORP	COM	847560109	2,588	114,860
SPRINT NEXTEL CORP	COM SER 1	852061100	1,213	319,217
STANLEY BLACK & DECKER INC	COM	854502101	896	15,600
STAPLES INC	COM	855030102	2,660	113,624
STARBUCKS CORP	COM	855244109	5,404	222,654
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,297	27,817
STATE STR CORP	COM	857477103	3,301	73,138
STEEL DYNAMICS INC	COM	858119100	328	18,800
STERICYCLE INC	COM	858912108	428	7,856
STRAYER ED INC	COM	863236105	316	1,298
STRYKER CORP	COM	863667101	2,744	47,950
SUNTRUST BKS INC	COM	867914103	750	28,000
SYBASE INC	COM	871130100	1,198	25,698
SYMANTEC CORP	COM	871503108	4,160	245,758
SYNOPSIS INC	COM	871607107	354	15,844
SYSCO CORP	COM	871829107	1,611	54,599
TCF FINL CORP	COM	872275102	198	12,440
TD AMERITRADE HLDG CORP	COM	87236Y108	1,290	67,688
TECO ENERGY INC	COM	872375100	350	22,000
TJX COS INC NEW	COM	872540109	4,584	107,803
TW TELECOM INC	COM	87311L104	251	13,801
TARGET CORP	COM	87612E106	8,613	163,753
TECH DATA CORP	COM	878237106	598	14,283
TECHNE CORP	COM	878377100	219	3,448
TELEPHONE & DATA SYS INC	COM	879433100	540	15,961
TELLABS INC	COM	879664100	432	57,060
TENET HEALTHCARE CORP	COM	88033G100	173	30,159
TERADATA CORP DEL	COM	88076W103	578	20,006
TERADYNE INC	COM	880770102	179	16,022
TERRA INDS INC	COM	880915103	1,233	26,945
TEXAS INSTRS INC	COM	882508104	9,815	401,087
TEXTRON INC	COM	883203101	386	18,160
THERMO FISHER SCIENTIFIC INC	COM	883556102	3,694	71,816
THOMAS & BETTS CORP	COM	884315102	805	20,513
3M CO	COM	88579Y101	12,904	154,407
TIFFANY & CO NEW	COM	886547108	499	10,507
TIME WARNER INC	COM NEW	887317303	4,015	128,400
TIME WARNER CABLE INC	COM	88732J207	853	16,000
TORCHMARK CORP	COM	891027104	637	11,900
TORO CO	COM	891092108	566	11,503
TOTAL SYS SVCS INC	COM	891906109	169	10,803
TRAVELERS COMPANIES INC	COM	89417E109	5,826	108,000
TRIMBLE NAVIGATION LTD	COM	896239100	318	11,064
TUPPERWARE BRANDS CORP	COM	899896104	410	8,500
US BANCORP DEL	COM NEW	902973304	5,649	218,280
URS CORP NEW	COM	903236107	1,122	22,617
UNION PAC CORP	COM	907818108	6,554	89,420
UNITED PARCEL SERVICE INC	CL B	911312106	9,652	149,853
UNITED STATES CELLULAR				

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CORP	COM	911684108	358	8,661
UNITED STATES STL CORP				
NEW	COM	912909108	1,067	16,800
UNITED TECHNOLOGIES CORP	COM	913017109	11,964	162,533
UNITED THERAPEUTICS CORP				
DEL	COM	91307C102	239	4,315
UNITEDHEALTH GROUP INC	COM	91324P102	5,634	172,461
UNUM GROUP	COM	91529Y106	1,578	63,700
URBAN OUTFITTERS INC	COM	917047102	452	11,884
VCA ANTECH INC	COM	918194101	220	7,841
V F CORP	COM	918204108	268	3,344
VALEANT PHARMACEUTICALS				
INTL	COM	91911X104	699	16,299
VALERO ENERGY CORP NEW	COM	91913Y100	1,212	61,540
VALSPAR CORP	COM	920355104	236	8,000
VARIAN MED SYS INC	COM	92220P105	1,306	23,605
VARIAN SEMICONDUCTOR				
EQUIPMN	COM	922207105	224	6,771
VERISIGN INC	COM	92343E102	464	17,849
VERIZON COMMUNICATIONS				
INC	COM	92343V104	41,475	1,337,028
VERTEX PHARMACEUTICALS				
INC	COM	92532F100	995	24,344
VIACOM INC NEW	CL B	92553P201	1,625	47,260
VIRGIN MEDIA INC	COM	92769L101	345	20,000
VISA INC	COM CL A	92826C839	8,341	91,624
VMWARE INC	CL A COM	928563402	253	4,754
VORNADO RLTY TR	SH BEN INT	929042109	676	8,924
VULCAN MATLS CO	COM	929160109	491	10,400
WADDELL & REED FINL INC	CL A	930059100	1,261	35,001
WAL MART STORES INC	COM	931142103	26,321	473,403
WALGREEN CO	COM	931422109	8,389	226,187
WALTER ENERGY INC	COM	93317Q105	452	4,894
WASTE MGMT INC DEL	COM	94106L109	3,462	100,566
WATERS CORP	COM	941848103	1,127	16,682
WEBMD HEALTH CORP	COM	94770V102	232	5,012
WELLPOINT INC	COM	94973V107	6,269	97,373
WELLS FARGO & CO NEW	COM	949746101	16,617	533,977
WENDYS ARBYS GROUP INC	COM	950587105	68	13,580
WESCO INTL INC	COM	95082P105	368	10,592
WESTAR ENERGY INC	COM	95709T100	437	19,600
WESTERN DIGITAL CORP	COM	958102105	3,049	78,200
WESTERN UN CO	COM	959802109	2,270	133,861
WEYERHAEUSER CO	COM	962166104	407	9,000
WHIRLPOOL CORP	COM	963320106	244	2,800
WHOLE FOODS MKT INC	COM	966837106	307	8,497
WINDSTREAM CORP	COM	97381W104	281	25,824
WISCONSIN ENERGY CORP	COM	976657106	470	9,518
WYNN RESORTS LTD	COM	983134107	2,369	31,243
XTO ENERGY INC	COM	98385X106	3,645	77,247
XCEL ENERGY INC	COM	98389B100	664	31,300
XILINX INC	COM	983919101	647	25,372
XEROX CORP	COM	984121103	1,317	135,126
YAHOO INC	COM	984332106	4,147	250,866
YUM BRANDS INC	COM	988498101	4,029	105,126
ZIMMER HLDGS INC	COM	98956P102	1,429	24,138
GRAND TOTAL			1,787,870	