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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
August 12, 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: June 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	8/12/09
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

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

Form 13F SUMMARY PAGE

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Report summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 603  
 Form 13F Information Table Value Total: 1,611,816.95  
 (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. NONE AUTHORITY  
 30-JUN-09

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(B)
					SHARED (C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) SHARED AS DEF. INSTR. V OTHER
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	755.35	18,500	
ARCH CAP GROUP LTD	ORD	G0450A105	585.80	10,000	
ACCENTURE LTD BERMUDA	CL A	G1150G111	2,859.21	85,452	
COOPER INDS LTD	CL A	G24182100	1,124.00	36,200	
COVIDIEN PLC	SHS	G2554F105	1,746.42	46,646	
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	1,205.68	41,150	
GARMIN LTD	ORD	G37260109	203.68	8,551	
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	688.78	32,956	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	589.95	50,684	
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	418.86	9,000	
SEAGATE TECHNOLOGY	SHS	G7945J104	429.55	41,066	
TRANSOCEAN LTD	REG SHS	H8817H100	557.17	7,500	
AFLAC INC	COM	001055102	3,788.34	121,851	
AGCO CORP	COM	001084102	578.48	19,900	
AES CORP	COM	00130H105	1,105.62	95,232	
AMR CORP	COM	001765106	106.21	26,422	
AT&T INC	COM	00206R102	15,455.44	622,200	
ABBOTT LABS	COM	002824100	16,559.24	352,025	
ACTIVISION BLIZZARD INC	COM	00507V109	1,465.64	116,045	
ADOBE SYS INC	COM	00724F101	3,378.22	119,372	
ADVANCE AUTO PARTS INC	COM	00751Y106	366.48	8,833	
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	280.54	8,767	
AEROPOSTALE	COM	007865108	1,053.93	30,754	
ADVANCED MICRO DEVICES INC	COM	007903107	105.62	27,293	
AETNA INC NEW	COM	00817Y108	2,074.42	82,812	
AFFILIATED COMPUTER SERVICES	CL A	008190100	1,070.68	24,104	
AFFILIATED MANAGERS GROUP	COM	008252108	222.80	3,829	

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AGILENT TECHNOLOGIES INC	COM	00846U101	1,082.72	53,310
AIR PRODS & CHEMS INC	COM	009158106	1,783.57	27,614
AKAMAI TECHNOLOGIES INC	COM	00971T101	307.43	16,029
ALBERTO CULVER CO NEW	COM	013078100	730.42	28,723
ALCOA INC	COM	013817101	1,209.99	117,135
ALEXION PHARMACEUTICALS INC	COM	015351109	312.92	7,612
ALLEGHENY ENERGY INC	COM	017361106	587.38	22,900
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	838.32	24,000
ALLERGAN INC	COM	018490102	4,179.32	87,838
ALLIANCE DATA SYSTEMS CORP	COM	018581108	221.89	5,387
ALLIANT TECHSYSTEMS INC	COM	018804104	250.45	3,041
ALLSTATE CORP	COM	020002101	1,968.73	80,686
ALPHA NATURAL RESOURCES INC	COM	02076X102	318.33	12,118
ALTERA CORP	COM	021441100	443.28	27,212
ALTRIA GROUP INC	COM	02209S103	6,106.13	372,553
AMAZON COM INC	COM	023135106	6,206.06	74,182
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	677.62	47,822
AMERICAN ELEC PWR INC	COM	025537101	768.46	26,600
AMERICAN EXPRESS CO	COM	025816109	3,570.14	153,621
AMERICAN INTL GROUP INC	COM	026874107	313.22	270,028
AMERICAN TOWER CORP	CL A	029912201	1,503.40	47,682
AMERISOURCEBERGEN CORP	COM	03073E105	2,717.12	153,164
AMETEK INC NEW	COM	031100100	1,309.30	37,863
AMGEN INC	COM	031162100	13,059.65	246,688
AMPHENOL CORP NEW	CL A	032095101	502.66	15,887
AMYLIN PHARMACEUTICALS INC	COM	032346108	176.41	13,068
ANADARKO PETE CORP	COM	032511107	2,110.63	46,500
ANALOG DEVICES INC	COM	032654105	2,047.11	82,612
ANNALY CAP MGMT INC	COM	035710409	1,233.91	81,500
ANSYS INC	COM	03662Q105	253.29	8,129
APACHE CORP	COM	037411105	2,741.70	38,000
APOLLO GROUP INC	CL A	037604105	2,951.90	41,506
APPLE INC	COM	037833100	29,003.58	203,634
APPLIED MATLS INC	COM	038222105	1,172.34	106,480
APTARGROUP INC	COM	038336103	202.62	6,000
ARCHER DANIELS MIDLAND CO	COM	039483102	4,261.84	159,203
ARROW ELECTRS INC	COM	042735100	301.66	14,203
AUTODESK INC	COM	052769106	271.88	14,325
AUTOMATIC DATA PROCESSING IN	COM	053015103	3,598.01	101,524
AUTOZONE INC	COM	053332102	2,112.05	13,977
AVALONBAY CMNTYS INC	COM	053484101	1,023.70	18,300
AVON PRODS INC	COM	054303102	2,281.32	88,492
BB&T CORP	COM	054937107	1,373.75	62,500
BJS WHOLESALE CLUB INC	COM	05548J106	350.95	10,889
BOK FINL CORP	COM NEW	05561Q201	351.56	9,333
BMC SOFTWARE INC	COM	055921100	1,086.38	32,151
BAKER HUGHES INC	COM	057224107	1,122.35	30,800
BALL CORP	COM	058498106	1,330.66	29,466
BANK OF AMERICA CORPORATION	COM	060505104	8,776.68	664,900
BANK HAWAII CORP	COM	062540109	1,766.41	49,300
BANK OF NEW YORK MELLON CORP	COM	064058100	5,689.90	194,129
BARD C R INC	COM	067383109	1,579.15	21,211
BAXTER INTL INC	COM	071813109	7,552.67	142,611
BECKMAN COULTER INC	COM	075811109	385.12	6,740
BECTON DICKINSON & CO	COM	075887109	4,208.42	59,016
BED BATH & BEYOND INC	COM	075896100	1,315.84	42,792
BELO CORP	COM SER A	080555105	174.61	97,552
BEMIS INC	COM	081437105	453.60	18,000
BEST BUY INC	COM	086516101	3,299.86	98,533

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BIOGEN IDEC INC	COM	09062X103	4,350.69	96,361
BLACKROCK INC	COM	09247X101	549.41	3,132
BLOCK H & R INC	COM	093671105	542.76	31,501
BOEING CO	COM	097023105	4,114.96	96,823
BORGWARNER INC	COM	099724106	513.27	15,030
BOSTON PROPERTIES INC	COM	101121101	581.94	12,200
BOSTON SCIENTIFIC CORP	COM	101137107	3,086.97	304,436
BRISTOL MYERS SQUIBB CO	COM	110122108	5,692.38	280,275
BROADCOM CORP	CL A	111320107	4,084.46	164,763
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	483.21	61,634
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	455.76	26,700
BROWN FORMAN CORP	CL B	115637209	298.53	6,946
BURLINGTON NORTHN SANTA FE C	COM	12189T104	2,897.47	39,400
CBS CORP NEW	CL A	124857103	149.14	21,398
CBS CORP NEW	CL B	124857202	449.80	65,000
CB RICHARD ELLIS GROUP INC	CL A	12497T101	338.77	36,194
CF INDS HLDGS INC	COM	125269100	275.94	3,722
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,618.70	50,215
CIGNA CORP	COM	125509109	1,140.53	47,345
CME GROUP INC	COM	12572Q105	2,849.23	9,158
CMS ENERGY CORP	COM	125896100	235.56	19,500
CSX CORP	COM	126408103	1,551.42	44,800
CVS CAREMARK CORPORATION	COM	126650100	6,889.67	216,181
CA INC	COM	12673P105	490.13	28,120
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	485.24	25,000
CADENCE DESIGN SYSTEM INC	COM	127387108	144.17	24,437
CALPINE CORP	COM NEW	131347304	349.02	31,303
CAMERON INTERNATIONAL CORP	COM	13342B105	1,127.01	39,824
CAMPBELL SOUP CO	COM	134429109	805.99	27,396
CAPITAL ONE FINL CORP	COM	14040H105	1,330.58	60,813
CARMAX INC	COM	143130102	213.39	14,517
CARNIVAL CORP	PAIRED CTF	143658300	475.40	18,448
CATERPILLAR INC DEL	COM	149123101	3,997.95	121,004
CAVALIER HOMES INC	COM	149507105	117.93	43,200
CELANESE CORP DEL	COM SER A	150870103	636.70	26,809
CELGENE CORP	COM	151020104	5,414.90	113,188
CENTERPOINT ENERGY INC	COM	15189T107	458.76	41,405
CENTURYTEL INC	COM	156700106	911.79	29,700
CEPHALON INC	COM	156708109	387.93	6,848
CERNER CORP	COM	156782104	387.69	6,224
CHESAPEAKE ENERGY CORP	COM	165167107	1,864.03	94,001
CHEVRON CORP NEW	COM	166764100	15,734.37	237,500
CHICOS FAS INC	COM	168615102	150.06	15,423
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	236.40	2,955
CHOICE HOTELS INTL INC	COM	169905106	304.46	11,442
CHUBB CORP	COM	171232101	697.90	17,500
CHURCH & DWIGHT INC	COM	171340102	896.76	16,512
CISCO SYS INC	COM	17275R102	24,778.57	1,328,610
CITIGROUP INC	COM	172967101	1,920.99	646,800
CITRIX SYS INC	COM	177376100	535.24	16,784
CLARCOR INC	COM	179895107	202.40	6,934
CLEARWIRE CORP NEW	CL A	18538Q105	68.01	12,301
CLIFFS NATURAL RESOURCES INC	COM	18683K101	224.31	9,167
CLOROX CO DEL	COM	189054109	1,308.59	23,439
COACH INC	COM	189754104	1,866.89	69,453
COCA COLA CO	COM	191216100	22,898.31	477,148
COCA COLA ENTERPRISES INC	COM	191219104	405.31	24,343
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,687.25	63,193
COLGATE PALMOLIVE CO	COM	194162103	9,120.56	128,931

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COMCAST CORP NEW	CL A	20030N101	5,133.24	354,997
COMMERCIAL METALS CO	COM	201723103	160.30	10,000
COMPUTER SCIENCES CORP	COM	205363104	398.70	9,000
CONOCOPHILLIPS	COM	20825C104	7,570.80	180,000
CONSOL ENERGY INC	COM	20854P109	1,319.44	38,853
CONSOLIDATED EDISON INC	COM	209115104	1,092.66	29,200
CONSTELLATION ENERGY GROUP I	COM	210371100	496.16	18,667
CONTINENTAL AIRLS INC	CL B	210795308	101.59	11,467
COPART INC	COM	217204106	214.71	6,193
CORN PRODS INTL INC	COM	219023108	1,181.43	44,100
CORNING INC	COM	219350105	5,175.59	322,267
COSTCO WHSL CORP NEW	COM	22160K105	5,212.13	113,852
COVANCE INC	COM	222816100	291.70	5,929
COVENTRY HEALTH CARE INC	COM	222862104	188.65	10,083
CRANE CO	COM	224399105	284.64	12,759
CREE INC	COM	225447101	242.52	8,249
CROWN CASTLE INTL CORP	COM	228227104	914.76	38,084
CROWN HOLDINGS INC	COM	228368106	358.14	14,836
CULLEN FROST BANKERS INC	COM	229899109	438.14	9,500
CUMMINS INC	COM	231021106	1,830.09	51,977
CURTISS WRIGHT CORP	COM	231561101	494.40	16,630
CYPRESS SEMICONDUCTOR CORP	COM	232806109	111.26	12,094
DPL INC	COM	233293109	217.01	9,366
D R HORTON INC	COM	23331A109	243.36	26,000
DTE ENERGY CO	COM	233331107	652.80	20,400
DANAHER CORP DEL	COM	235851102	3,556.89	57,611
DARDEN RESTAURANTS INC	COM	237194105	914.13	27,718
DAVITA INC	COM	23918K108	474.37	9,591
DEAN FOODS CO NEW	COM	242370104	320.20	16,686
DEERE & CO	COM	244199105	2,717.42	68,021
DEL MONTE FOODS CO	COM	24522P103	464.31	49,500
DELL INC	COM	24702R101	5,785.32	421,364
DELTA AIR LINES INC DEL	COM NEW	247361702	414.33	71,560
DENDREON CORP	COM	24823Q107	267.57	10,703
DENTSPLY INTL INC NEW	COM	249030107	421.10	13,775
DEVON ENERGY CORP NEW	COM	25179M103	3,858.60	70,800
DEVRY INC DEL	COM	251893103	288.83	5,772
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,320.07	15,895
DIEBOLD INC	COM	253651103	811.43	30,783
DIGITAL RLTY TR INC	COM	253868103	253.10	7,060
DIRECTV GROUP INC	COM	25459L106	1,671.03	67,626
DISNEY WALT CO	COM DISNEY	254687106	5,120.95	219,501
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	498.03	24,259
DISH NETWORK CORP	CL A	25470M109	896.41	55,300
DOLLAR TREE INC	COM	256746108	1,142.46	27,137
DOMINION RES INC VA NEW	COM	25746U109	2,920.90	87,400
DONALDSON INC	COM	257651109	944.31	27,261
DONNELLEY R R & SONS CO	COM	257867101	196.50	16,911
DOVER CORP	COM	260003108	1,152.01	34,815
DOW CHEM CO	COM	260543103	1,883.52	116,700
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	968.39	35,100
DRESSER-RAND GROUP INC	COM	261608103	768.47	29,444
DU PONT E I DE NEMOURS & CO	COM	263534109	3,190.65	124,538
DUKE ENERGY CORP NEW	COM	26441C105	2,658.29	182,200
DUN & BRADSTREET CORP DEL NE	COM	26483E100	595.42	7,332
E M C CORP MASS	COM	268648102	3,478.24	265,516
ENSCO INTL INC	COM	26874Q100	1,956.99	56,123
EOG RES INC	COM	26875P101	3,531.84	52,000
EQT CORP	COM	26884L109	1,163.88	33,340
EXCO RESOURCES INC	COM	269279402	147.17	11,391

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EASTMAN CHEM CO	COM	277432100	545.76	14,400
EATON CORP	COM	278058102	504.09	11,300
EATON VANCE CORP	COM NON VTG	278265103	556.64	20,809
EBAY INC	COM	278642103	3,999.16	233,460
ECOLAB INC	COM	278865100	1,439.97	36,932
EDISON INTL	COM	281020107	968.96	30,800
EDWARDS LIFESCIENCES CORP	COM	28176E108	353.48	5,196
EL PASO CORP	COM	28336L109	166.81	18,073
ELECTRONIC ARTS INC	COM	285512109	2,275.18	104,751
EMBARQ CORP	COM	29078E105	802.12	19,071
EMERSON ELEC CO	COM	291011104	5,251.68	162,089
ENERGIZER HLDGS INC	COM	29266R108	939.52	17,985
ENERGY CORP NEW	COM	29364G103	2,922.50	37,700
EQUIFAX INC	COM	294429105	570.44	21,856
EQUINIX INC	COM NEW	29444U502	256.11	3,521
EXELON CORP	COM	30161N101	3,638.15	71,044
EXPEDIA INC DEL	COM	30212P105	558.97	36,994
EXPEDITORS INTL WASH INC	COM	302130109	1,616.78	48,494
EXPRESS SCRIPTS INC	COM	302182100	4,756.40	69,184
EXXON MOBIL CORP	COM	30231G102	48,675.24	696,256
FLIR SYS INC	COM	302445101	314.37	13,935
FMC TECHNOLOGIES INC	COM	30249U101	885.45	23,562
F M C CORP	COM NEW	302491303	271.31	5,736
FPL GROUP INC	COM	302571104	2,792.67	49,115
FTI CONSULTING INC	COM	302941109	241.52	4,762
FAMILY DLR STORES INC	COM	307000109	1,287.81	45,506
FASTENAL CO	COM	311900104	612.31	18,460
FEDERATED INVS INC PA	CL B	314211103	844.03	35,037
FEDEX CORP	COM	31428X106	1,779.83	32,000
F5 NETWORKS INC	COM	315616102	252.16	7,286
FIDELITY NATL INFORMATION SV	COM	31620M106	1,202.97	60,270
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	212.44	15,702
FIFTH THIRD BANCORP	COM	316773100	852.00	120,000
FIRST AMERN CORP CALIF	COM	318522307	259.10	10,000
FIRST HORIZON NATL CORP	COM	320517105	166.77	13,899
FIRST SOLAR INC	COM	336433107	1,681.04	10,364
FISERV INC	COM	337738108	2,236.63	48,931
FIRSTENERGY CORP	COM	337932107	1,123.75	29,000
FLUOR CORP NEW	COM	343412102	2,137.71	41,679
FLOWERVE CORP	COM	34354P105	1,186.62	16,998
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,972.75	325,000
FOREST LABS INC	COM	345838106	1,182.68	47,100
FRANKLIN RES INC	COM	354613101	3,369.18	46,788
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	3,236.04	64,579
FRONTIER COMMUNICATIONS CORP	COM	35906A108	115.65	16,199
FRONTIER OIL CORP	COM	35914P105	198.45	15,138
GAMESTOP CORP NEW	CL A	36467W109	1,063.53	48,321
GAP INC DEL	COM	364760108	2,619.49	159,726
GEN-PROBE INC NEW	COM	36866T103	207.73	4,830
GENERAL DYNAMICS CORP	COM	369550108	3,725.23	67,255
GENERAL ELECTRIC CO	COM	369604103	11,139.85	950,500
GENERAL MLS INC	COM	370334104	6,126.94	109,371
GENTEX CORP	COM	371901109	148.13	12,770
GENWORTH FINL INC	COM CL A	37247D106	119.64	17,116
GENZYME CORP	COM	372917104	2,277.90	40,918
GILEAD SCIENCES INC	COM	375558103	9,661.21	206,260
GLG PARTNERS INC	COM	37929X107	72.10	17,629
GLOBAL PMTS INC	COM	37940X102	1,571.70	41,957
GOLDMAN SACHS GROUP INC	COM	38141G104	8,949.00	60,696
GOODRICH CORP	COM	382388106	1,173.64	23,487
GOODYEAR TIRE & RUBR CO	COM	382550101	646.62	57,427

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GOOGLE INC	CL A	38259P508	22,896.54	54,310
GRAINGER W W INC	COM	384802104	467.04	5,704
GREIF INC	CL A	397624107	402.40	9,100
HCP INC	COM	40414L109	2,277.86	107,498
HALLIBURTON CO	COM	406216101	1,983.06	95,800
HANOVER INS GROUP INC	COM	410867105	304.71	7,996
HANSEN NAT CORP	COM	411310105	672.28	21,785
HARLEY DAVIDSON INC	COM	412822108	525.20	32,400
HARRIS CORP DEL	COM	413875105	272.68	9,615
HARTFORD FINL SVCS GROUP INC	COM	416515104	364.40	30,700
HASBRO INC	COM	418056107	1,578.46	65,119
HEALTH MGMT ASSOC INC NEW	CL A	421933102	112.97	22,869
HEINZ H J CO	COM	423074103	3,114.31	87,236
HELMERICH & PAYNE INC	COM	423452101	263.99	8,552
HERSHEY CO	COM	427866108	299.80	8,328
HESS CORP	COM	42809H107	1,402.87	26,100
HEWITT ASSOCS INC	COM	42822Q100	1,055.39	35,440
HEWLETT PACKARD CO	COM	428236103	20,220.04	523,158
HOME DEPOT INC	COM	437076102	5,123.95	216,842
HONEYWELL INTL INC	COM	438516106	5,315.58	169,286
HORMEL FOODS CORP	COM	440452100	971.78	28,135
HOSPIRA INC	COM	441060100	573.29	14,883
HUDSON CITY BANCORP	COM	443683107	319.98	24,077
HUMANA INC	COM	444859102	797.00	24,706
HUNT J B TRANS SVCS INC	COM	445658107	247.60	8,105
ITT EDUCATIONAL SERVICES INC	COM	45068B109	357.84	3,555
ITT CORP NEW	COM	450911102	1,289.25	28,972
IDEX CORP	COM	45167R104	381.22	15,516
IDEXX LABS INC	COM	45168D104	784.15	16,973
IHS INC	CL A	451734107	220.97	4,431
ILLINOIS TOOL WKS INC	COM	452308109	2,147.05	57,500
ILLUMINA INC	COM	452327109	1,125.79	28,911
INGRAM MICRO INC	CL A	457153104	749.00	42,800
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	636.39	105,364
INTEL CORP	COM	458140100	18,813.64	1,136,777
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,428.17	21,255
INTERNATIONAL BUSINESS MACHS	COM	459200101	30,182.28	289,047
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	997.58	30,489
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,020.96	64,212
INTL PAPER CO	COM	460146103	655.12	43,300
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,114.84	6,812
INTUIT	COM	461202103	1,196.99	42,462
IRON MTN INC	COM	462846106	768.28	26,723
ISHARES TR	RUSSELL1000VAL	464287598	34,710.86	729,373
ISHARES TR	RUSSELL1000GRW	464287614	47,247.02	1,151,524
ISHARES TR	RUSSELL 1000	464287622	47,916.76	945,850
ITC HLDGS CORP	COM	465685105	372.62	8,215
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	58.27	10,188
JPMORGAN CHASE & CO	COM	46625H100	14,735.50	432,000
JABIL CIRCUIT INC	COM	466313103	140.00	18,869
JACOBS ENGR GROUP INC DEL	COM	469814107	1,054.34	25,050
JANUS CAP GROUP INC	COM	47102X105	148.15	12,996
JOHNSON & JOHNSON	COM	478160104	31,410.10	552,995
JOHNSON CTLS INC	COM	478366107	1,989.81	91,613
JOY GLOBAL INC	COM	481165108	1,193.56	33,415
JUNIPER NETWORKS INC	COM	48203R104	1,581.64	67,019
KBR INC	COM	48242W106	966.24	52,400
KELLOGG CO	COM	487836108	1,098.67	23,592
KIMBERLY CLARK CORP	COM	494368103	4,022.41	76,720

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KIMCO REALTY CORP	COM	49446R109	318.58	31,700
KING PHARMACEUTICALS INC	COM	495582108	693.36	72,000
KOHL'S CORP	COM	500255104	2,606.88	60,980
KRAFT FOODS INC	CL A	50075N104	3,747.78	147,900
KROGER CO	COM	501044101	1,466.34	66,501
LKQ CORP	COM	501889208	213.89	13,003
LSI CORPORATION	COM	502161102	557.68	122,300
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	693.80	10,000
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	680.88	10,044
LAM RESEARCH CORP	COM	512807108	304.79	11,723
LAS VEGAS SANDS CORP	COM	517834107	259.45	33,009
LAUDER ESTEE COS INC	CL A	518439104	336.14	10,289
LEAP WIRELESS INTL INC	COM NEW	521863308	210.74	6,400
LENDER PROCESSING SVCS INC	COM	52602E102	246.12	8,863
LEUCADIA NATL CORP	COM	527288104	1,594.83	75,621
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	151.60	100,400
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	534.00	20,000
LIFE TECHNOLOGIES CORP	COM	53217V109	1,433.20	34,353
LILLY ELI & CO	COM	532457108	6,226.49	179,749
LIMITED BRANDS INC	COM	532716107	491.35	41,049
LINCOLN NATL CORP IND	COM	534187109	398.23	23,140
LINEAR TECHNOLOGY CORP	COM	535678106	481.29	20,612
LOCKHEED MARTIN CORP	COM	539830109	6,532.72	81,001
LOEWS CORP	COM	540424108	2,740.00	100,000
LORILLARD INC	COM	544147101	1,543.25	22,772
LOWES COS INC	COM	548661107	3,741.47	192,761
LUBRIZOL CORP	COM	549271104	433.39	9,161
MBIA INC	COM	55262C100	70.14	16,200
MDU RES GROUP INC	COM	552690109	847.95	44,700
MEMC ELECTR MATLS INC	COM	552715104	369.14	20,727
MSCI INC	CL A	55354G100	225.11	9,211
MACROVISION SOLUTIONS CORP	COM	55611C108	403.31	18,492
MACYS INC	COM	55616P104	411.60	35,000
MANPOWER INC	COM	56418H100	1,426.85	33,700
MARATHON OIL CORP	COM	565849106	4,016.32	133,300
MARRIOTT INTL INC NEW	CL A	571903202	1,008.38	45,691
MASCO CORP	COM	574599106	150.35	15,695
MASTERCARD INC	CL A	57636Q104	3,111.11	18,595
MATTEL INC	COM	577081102	2,701.26	168,304
MAXIM INTEGRATED PRODS INC	COM	57772K101	646.72	41,219
MCAFEE INC	COM	579064106	607.95	14,410
MCCORMICK & CO INC	COM NON VTG	579780206	393.12	12,085
MCDERMOTT INTL INC	COM	580037109	761.50	37,494
MCDONALDS CORP	COM	580135101	14,442.33	251,215
MCGRAW HILL COS INC	COM	580645109	3,265.96	108,468
MCKESSON CORP	COM	58155Q103	2,447.94	55,635
MEADWESTVACO CORP	COM	583334107	203.48	12,400
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4,206.87	92,236
MEDTRONIC INC	COM	585055106	9,957.66	285,402
MERCK & CO INC	COM	589331107	7,671.87	274,388
METAVANTE TECHNOLOGIES INC	COM	591407101	214.84	8,308
METLIFE INC	COM	59156R108	1,920.62	64,000
METROPCS COMMUNICATIONS INC	COM	591708102	528.28	39,691
METTLER TOLEDO INTERNATIONAL	COM	592688105	241.01	3,124
MICROSOFT CORP	COM	594918104	44,051.89	1,853,256
MICROCHIP TECHNOLOGY INC	COM	595017104	348.78	15,467
MICRON TECHNOLOGY INC	COM	595112103	69.93	13,822
MILLIPORE CORP	COM	601073109	361.01	5,142
MIRANT CORP NEW	COM	60467R100	873.58	55,501



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MONSANTO CO NEW	COM	61166W101	9,011.04	121,214
MONSTER WORLDWIDE INC	COM	611742107	862.57	73,039
MOODYS CORP	COM	615369105	1,169.94	44,400
MORGAN STANLEY	COM NEW	617446448	4,669.50	163,785
MOSAIC CO	COM	61945A107	1,491.70	33,673
MOTOROLA INC	COM	620076109	1,880.30	283,606
MURPHY OIL CORP	COM	626717102	814.80	15,000
MYLAN INC	COM	628530107	263.96	20,227
MYRIAD GENETICS INC	COM	62855J104	315.78	8,858
NCR CORP NEW	COM	62886E108	1,013.93	85,709
NII HLDGS INC	CL B NEW	62913F201	362.61	19,016
NVR INC	COM	62944T105	1,485.55	2,957
NYSE EURONEXT	COM	629491101	673.01	24,698
NALCO HOLDING COMPANY	COM	62985Q101	367.31	21,812
NATIONAL OILWELL VARCO INC	COM	637071101	1,407.67	43,101
NATIONAL SEMICONDUCTOR CORP	COM	637640103	606.10	48,295
NATIONWIDE HEALTH PPTYS INC	COM	638620104	570.93	22,181
NAVISTAR INTL CORP NEW	COM	63934E108	925.14	21,219
NETAPP INC	COM	64110D104	2,590.43	131,361
NEWMONT MINING CORP	COM	651639106	4,037.62	98,792
NEWS CORP	CL A	65248E104	2,180.03	239,302
NIKE INC	CL B	654106103	5,825.76	112,510
NOBILITY HOMES INC	COM	654892108	99.12	11,943
NOBLE ENERGY INC	COM	655044105	1,267.85	21,500
NORDSTROM INC	COM	655664100	447.49	22,499
NORFOLK SOUTHERN CORP	COM	655844108	2,215.95	58,826
NORTHERN TR CORP	COM	665859104	3,303.83	61,547
NORTHROP GRUMMAN CORP	COM	666807102	1,396.48	30,571
NOVELL INC	COM	670006105	65.83	14,533
NSTAR	COM	67019E107	860.54	26,800
NUANCE COMMUNICATIONS INC	COM	67020Y100	221.64	18,318
NUCOR CORP	COM	670346105	1,577.26	35,500
NVIDIA CORP	COM	67066G104	1,079.94	95,655
NV ENERGY INC	COM	67073Y106	256.61	23,783
OCCIDENTAL PETE CORP DEL	COM	674599105	7,601.04	115,500
OCEANEERING INTL INC	COM	675232102	726.63	16,076
OMNICOM GROUP INC	COM	681919106	3,801.77	120,386
ON SEMICONDUCTOR CORP	COM	682189105	267.43	38,984
ORACLE CORP	COM	68389X105	16,595.71	774,777
O REILLY AUTOMOTIVE INC	COM	686091109	479.12	12,582
OWENS ILL INC	COM NEW	690768403	356.31	12,721
PG&E CORP	COM	69331C108	2,202.61	57,300
PMC-SIERRA INC	COM	69344F106	254.72	32,000
PNC FINL SVCS GROUP INC	COM	693475105	1,366.11	35,200
PPG INDS INC	COM	693506107	614.60	14,000
PPL CORP	COM	69351T106	2,237.15	67,875
PACCAR INC	COM	693718108	2,709.75	83,557
PACTIV CORP	COM	695257105	558.13	25,721
PALL CORP	COM	696429307	289.63	10,905
PALM HARBOR HOMES	COM	696639103	41.92	19,500
PARKER HANNIFIN CORP	COM	701094104	966.60	22,500
PATTERSON COMPANIES INC	COM	703395103	202.26	9,321
PAYCHEX INC	COM	704326107	2,541.42	100,850
PEABODY ENERGY CORP	COM	704549104	1,800.39	59,695
PENNEY J C INC	COM	708160106	829.71	28,900
PENTAIR INC	COM	709631105	244.28	9,535
PEPSI BOTTLING GROUP INC	COM	713409100	353.28	10,440
PEPSIAMERICAS INC	COM	71343P200	2,413.32	90,016
PEPSICO INC	COM	713448108	19,317.06	351,475

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PERRIGO CO	COM	714290103	205.23	7,388
PETROHAWK ENERGY CORP	COM	716495106	1,038.26	46,559
PETSMART INC	COM	716768106	250.86	11,690
PFIZER INC	COM	717081103	11,772.00	784,800
PHARMACEUTICAL PROD DEV INC	COM	717124101	226.23	9,743
PHILIP MORRIS INTL INC	COM	718172109	20,541.35	470,916
PIEDMONT NAT GAS INC	COM	720186105	501.48	20,800
PINNACLE WEST CAP CORP	COM	723484101	241.20	8,000
PIONEER NAT RES CO	COM	723787107	298.35	11,700
POLO RALPH LAUREN CORP	CL A	731572103	257.52	4,810
PRAXAIR INC	COM	74005P104	4,442.93	62,515
PRECISION CASTPARTS CORP	COM	740189105	4,424.86	60,590
PRICE T ROWE GROUP INC	COM	74144T108	1,987.45	47,695
PRICELINE COM INC	COM NEW	741503403	854.91	7,664
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	1,294.52	68,712
PROCTER & GAMBLE CO	COM	742718109	27,755.05	543,152
PROGRESS ENERGY INC	COM	743263105	1,267.30	33,500
PROGRESSIVE CORP OHIO	COM	743315103	1,655.16	109,542
PROLIANCE INTL INC	COM	74340R104	46.16	53,676
PRUDENTIAL FINL INC	COM	744320102	3,349.89	90,003
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,311.72	40,200
PUBLIC STORAGE	COM	74460D109	4,483.15	68,466
PULTE HOMES INC	COM	745867101	311.83	35,315
QLOGIC CORP	COM	747277101	139.73	11,020
QUALCOMM INC	COM	747525103	17,057.89	377,387
QUEST DIAGNOSTICS INC	COM	74834L100	812.98	14,407
QUESTAR CORP	COM	748356102	717.48	23,100
QUICKSILVER RESOURCES INC	COM	74837R104	101.04	10,877
QWEST COMMUNICATIONS INTL IN	COM	749121109	406.70	98,000
RAYONIER INC	COM	754907103	647.66	17,818
RAYTHEON CO	COM NEW	755111507	1,494.66	33,641
RED HAT INC	COM	756577102	554.05	27,524
RELIANCE STEEL & ALUMINUM CO	COM	759509102	863.76	22,500
REPUBLIC SVCS INC	COM	760759100	1,148.91	47,068
RESMED INC	COM	761152107	284.66	6,989
ROBERT HALF INTL INC	COM	770323103	334.76	14,173
ROCKWELL AUTOMATION INC	COM	773903109	960.92	29,917
ROCKWELL COLLINS INC	COM	774341101	1,447.57	34,689
ROPER INDS INC NEW	COM	776696106	779.60	17,206
ROSS STORES INC	COM	778296103	936.32	24,257
SBA COMMUNICATIONS CORP	COM	78388J106	448.98	18,296
SAIC INC	COM	78390X101	1,177.23	63,463
SEI INVESTMENTS CO	COM	784117103	519.99	28,825
SLM CORP	COM	78442P106	905.88	88,208
ST JOE CO	COM	790148100	227.25	8,579
ST JUDE MED INC	COM	790849103	2,512.11	61,122
SALESFORCE COM INC	COM	79466L302	1,826.23	47,845
SANDISK CORP	COM	80004C101	590.07	40,141
SARA LEE CORP	COM	803111103	156.16	16,000
SCHEIN HENRY INC	COM	806407102	1,182.58	24,663
SCHERING PLOUGH CORP	COM	806605101	7,282.85	289,923
SCHLUMBERGER LTD	COM	806857108	11,756.67	217,274
SCHNITZER STL INDS	CL A	806882106	457.96	8,664
SCHWAB CHARLES CORP NEW	COM	808513105	3,491.42	199,055
SCOTTS MIRACLE GRO CO	CL A	810186106	460.65	13,143
SEALED AIR CORP NEW	COM	81211K100	470.47	25,500
SEARS HLDGS CORP	COM	812350106	1,456.78	21,900
SEMPRA ENERGY	COM	816851109	1,856.14	37,400
SEPRACOR INC	COM	817315104	175.79	10,138

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SHERWIN WILLIAMS CO	COM	824348106	1,228.99	22,865
SIGMA ALDRICH CORP	COM	826552101	1,456.80	29,395
SIMON PPTY GROUP INC NEW	COM	828806109	2,454.01	47,716
SMITH INTL INC	COM	832110100	697.87	27,102
SONOCO PRODS CO	COM	835495102	431.10	18,000
SOUTHERN CO	COM	842587107	2,813.74	90,300
SOUTHERN COPPER CORP	COM	84265V105	1,038.54	50,810
SOUTHWEST AIRLS CO	COM	844741108	302.44	44,940
SOUTHWESTERN ENERGY CO	COM	845467109	3,238.88	83,369
SPECTRA ENERGY CORP	COM	847560109	2,015.17	119,100
SPRINT NEXTEL CORP	COM SER 1	852061100	1,745.54	362,900
STANLEY WKS	COM	854616109	527.90	15,600
STAPLES INC	COM	855030102	2,448.66	121,341
STARBUCKS CORP	COM	855244109	3,373.14	242,847
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	617.67	27,823
STATE STR CORP	COM	857477103	3,554.57	75,309
STEEL DYNAMICS INC	COM	858119100	414.40	28,000
STERICYCLE INC	COM	858912108	405.64	7,872
STRAYER ED INC	COM	863236105	283.76	1,301
STRYKER CORP	COM	863667101	2,578.37	64,881
SUN MICROSYSTEMS INC	COM NEW	866810203	671.80	72,865
SUNPOWER CORP	COM CL A	867652109	238.10	8,948
SUPERVALU INC	COM	868536103	453.25	35,000
SYBASE INC	COM	871130100	241.72	7,713
SYMANTEC CORP	COM	871503108	4,098.13	263,039
SYNOPSIS INC	COM	871607107	339.10	17,381
SYSCO CORP	COM	871829107	1,229.81	54,707
TD AMERITRADE HLDG CORP	COM	87236Y108	1,627.63	92,743
TJX COS INC NEW	COM	872540109	3,021.03	96,028
TW TELECOM INC	COM	87311L104	142.15	13,828
TARGET CORP	COM	87612E106	6,190.46	156,840
TECH DATA CORP	COM	878237106	700.32	21,410
TECHNE CORP	COM	878377100	220.46	3,455
TELEPHONE & DATA SYS INC	COM	879433100	469.80	16,601
TELEPHONE & DATA SYS INC	SPL COM	879433860	264.94	10,206
TELLABS INC	COM	879664100	369.58	64,500
TENET HEALTHCARE CORP	COM	88033G100	85.21	30,219
TERADATA CORP DEL	COM	88076W103	495.51	21,149
TERADYNE INC	COM	880770102	110.13	16,054
TERRA INDS INC	COM	880915103	636.40	26,276
TESORO CORP	COM	881609101	189.98	14,924
TEXAS INSTRS INC	COM	882508104	9,725.61	456,602
TEXTRON INC	COM	883203101	104.32	10,800
THERMO FISHER SCIENTIFIC INC	COM	883556102	3,336.77	81,844
THOMAS & BETTS CORP	COM	884315102	607.57	21,053
3M CO	COM	88579Y101	10,331.00	171,897
TIDEWATER INC	COM	886423102	394.40	9,200
TIFFANY & CO NEW	COM	886547108	266.99	10,528
TIM HORTONS INC	COM	88706M103	411.92	16,786
TIME WARNER INC	COM NEW	887317303	3,234.39	128,400
TIME WARNER CABLE INC	COM	88732J207	633.40	20,000
TOLL BROTHERS INC	COM	889478103	195.15	11,500
TORCHMARK CORP	COM	891027104	648.20	17,500
TORO CO	COM	891092108	383.31	12,820
TOTAL SYS SVCS INC	COM	891906109	144.93	10,824
TRAVELERS COMPANIES INC	COM	89417E109	4,744.22	115,600
TRIMBLE NAVIGATION LTD	COM	896239100	217.61	11,086
TUPPERWARE BRANDS CORP	COM	899896104	221.17	8,500
US BANCORP DEL	COM NEW	902973304	4,067.84	227,000

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URS CORP NEW	COM	903236107	1,057.98	21,365
UNION PAC CORP	COM	907818108	5,228.11	100,425
UNITED PARCEL SERVICE INC	CL B	911312106	7,980.09	159,634
UNITED STATES STL CORP NEW	COM	912909108	571.84	16,000
UNITED TECHNOLOGIES CORP	COM	913017109	10,071.70	193,836
UNITEDHEALTH GROUP INC	COM	91324P102	4,518.88	180,900
UNIVERSAL HLTH SVCS INC	CL B	913903100	528.06	10,810
UNUM GROUP	COM	91529Y106	674.05	42,500
URBAN OUTFITTERS INC	COM	917047102	248.73	11,907
VCA ANTECH INC	COM	918194101	209.75	7,856
V F CORP	COM	918204108	517.40	9,348
VALERO ENERGY CORP NEW	COM	91913Y100	325.97	19,300
VARIAN MED SYS INC	COM	92220P105	408.60	11,628
VERISIGN INC	COM	92343E102	331.21	17,884
VERIZON COMMUNICATIONS INC	COM	92343V104	41,086.86	1,337,028
VERTEX PHARMACEUTICALS INC	COM	92532F100	577.53	16,056
VIACOM INC NEW	CL B	92553P201	733.21	32,300
VISA INC	COM CL A	92826C839	6,043.69	97,072
VULCAN MATLS CO	COM	929160109	689.60	16,000
WADDELL & REED FINL INC	CL A	930059100	1,481.50	56,182
WAL MART STORES INC	COM	931142103	24,729.92	510,527
WALGREEN CO	COM	931422109	7,040.47	239,472
WASTE MGMT INC DEL	COM	94106L109	3,039.30	107,930
WATERS CORP	COM	941848103	923.42	17,941
WELLPOINT INC	COM	94973V107	5,375.49	105,630
WELLS FARGO & CO NEW	COM	949746101	12,840.29	529,279
WENDYS ARBYS GROUP INC	COM	950587105	54.42	13,607
WESCO INTL INC	COM	95082P105	299.52	11,962
WESTERN DIGITAL CORP	COM	958102105	2,261.10	85,325
WESTERN UN CO	COM	959802109	2,149.00	131,037
WEYERHAEUSER CO	COM	962166104	273.87	9,000
WINDSTREAM CORP	COM	97381W104	225.65	26,992
WISCONSIN ENERGY CORP	COM	976657106	387.47	9,518
WYETH	COM	983024100	7,140.01	157,304
WYNN RESORTS LTD	COM	983134107	1,175.48	33,300
XTO ENERGY INC	COM	98385X106	1,945.13	51,000
XCEL ENERGY INC	COM	98389B100	414.22	22,500
XILINX INC	COM	983919101	520.13	25,422
XEROX CORP	COM	984121103	401.76	62,000
YAHOO INC	COM	984332106	4,572.22	291,969
YUM BRANDS INC	COM	988498101	3,737.64	112,107
ZIMMER HLDGS INC	COM	98956P102	1,124.64	26,400
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GRAND TOTAL			1,611,816.95	=====