



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

/ / 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:	1	
Form 13F Information Table Entry Total:	987	
Form 13F Information Table Value Total:	5,789,566	
	(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.

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

No.	Form 13F File Number	Name
28-		Goldman Sachs Prime Brokerage

[Repeat as necessary.]

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL	INVESTMENT DISCRETION
ACE LTD	ORD	G0070K103	1,211	20,000		X
COOPER INDS LTD	CL A	G24182100	868	9,600		X
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	732	20,000		X
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	960	50,000		X
NABORS INDUSTRIES LTD	SHS	G6359F103	357	12,000		X
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,800	30,000		X
TRANSOCEAN INC	ORD	G90078109	1,310	16,200		X
UBS AG	SHS NEW	H89231338	2,413	40,000		X
CNH GLOBAL N V	SHS NEW	N20935206	273	10,000		X
A D C TELECOMMUNICATIONS	COM NEW	000886309	318	21,870		X
AFLAC INC	COM	001055102	5,923	128,754		X

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

AGCO CORP	COM	001084102	295	9,531		X
AGL RES INC	COM	001204106	299	7,688		X
AES CORP	COM	00130H105	6,180	280,386		X
AMB PROPERTY CORP	COM	00163T109	508	8,660		X
AMR CORP	COM	001765106	2,245	74,275		X
AT&T INC	COM	00206R102	55,447	1,550,971		X
ABBOTT LABS	COM	002824100	32,371	664,574		X
ABERCROMBIE & FITCH CO	CL A	002896207	1,213	17,414		X
ACTIVISION INC NEW	COM NEW	004930202	944	54,771		X
ACXIOM CORP	COM	005125109	573	22,332		X
ADESA INC	COM	00686U104	246	8,861		X
ADOBE SYS INC	COM	00724F101	18,590	452,083		X
ADVANCE AUTO PARTS INC	COM	00751Y106	760	21,370		X
ADVANCED MEDICAL OPTICS INC	COM	00763M108	413	11,740		X
ADVANCED MICRO DEVICES INC	COM	007903107	4,511	221,652		X
AETNA INC NEW	COM	00817Y108	6,371	147,534		X
AFFILIATED COMPUTER SERVICES	CL A	008190100	1,183	24,222		X
AFFILIATED MANAGERS GROUP	COM	008252108	650	6,186		X
AGERE SYS INC	COM	00845V308	1,658	86,475		X
AGILENT TECHNOLOGIES INC	COM	00846U101	2,940	84,370		X
AGILYSYS INC	COM	00847J105	670	40,000		X
AIR PRODS & CHEMS INC	COM	009158106	5,440	77,410		X
AIRGAS INC	COM	009363102	1,275	31,462		X
AKAMAI TECHNOLOGIES INC	COM	00971T101	2,953	55,599		X
ALBEMARLE CORP	COM	012653101	278	3,867		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ALBERTO CULVER CO NEW	COM	013078100	200	9,325			X
ALCOA INC	COM	013817101	9,608	320,160			X
ALLEGHENY ENERGY INC	COM	017361106	6,167	134,336			X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,396	37,452			X
ALLERGAN INC	COM	018490102	6,011	50,200			X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1,004	16,075			X
ALLIANT ENERGY CORP	COM	018802108	438	11,589			X
ALLIANT TECHSYSTEMS INC	COM	018804104	1,351	17,274			X
ALLIED CAP CORP NEW	COM	01903Q108	451	13,804			X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	319	25,992			X
ALLSTATE CORP	COM	020002101	9,289	142,665			X
ALLTEL CORP	COM	020039103	4,081	67,474			X
ALTERA CORP	COM	021441100	2,777	141,123			X
ALTRIA GROUP INC	COM	02209S103	74,801	871,608			X
AMAZON COM INC	COM	023135106	8,713	220,808			X
AMBAC FINL GROUP INC	COM	023139108	18,082	203,009			X
AMEREN CORP	COM	023608102	1,088	20,249			X
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	1,537	34,000			X
AMERICAN CAPITAL STRATEGIES	COM	024937104	649	14,029			X

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

AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1,058	33,906		X
AMERICAN ELEC PWR INC	COM	025537101	9,276	217,843		X
AMERICAN EXPRESS CO	COM	025816109	27,260	449,317		X
AMERICAN FINL GROUP INC OHIO	COM	025932104	302	8,404		X
AMERICAN INTL GROUP INC	COM	026874107	63,480	885,844		X
AMERICAN PWR CONVERSION CORP	COM	029066107	717	23,451		X
AMERICAN STD COS INC DEL	COM	029712106	1,618	35,282		X
AMERICAN TOWER CORP	CL A	029912201	6,639	178,094		X
AMERICREDIT CORP	COM	03060R101	369	14,652		X
AMERISOURCEBERGEN CORP	COM	03073E105	8,643	192,241		X
AMERIPRISE FINL INC	COM	03076C106	1,154	21,173		X
AMETEK INC NEW	COM	031100100	3,163	99,348		X
AMGEN INC	COM	031162100	42,253	618,549		X
AMPCO-PITTSBURGH CORP	COM	032037103	268	8,000		X
AMPHENOL CORP NEW	CL A	032095101	1,101	17,733		X
AMYLIN PHARMACEUTICALS INC	COM	032346108	804	22,282		X
ANADARKO PETE CORP	COM	032511107	10,800	248,166		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ANALOG DEVICES INC	COM	032654105	2,227	67,751			X
ANHEUSER BUSCH COS INC	COM	035229103	13,549	275,391			X
ANNALY CAP MGMT INC	COM	035710409	274	19,672			X
ANNTAYLOR STORES CORP	COM	036115103	1,123	34,212			X
AON CORP	COM	037389103	1,110	31,423			X
APACHE CORP	COM	037411105	8,525	128,172			X
APARTMENT INVT & MGMT CO	CL A	03748R101	1,657	29,575			X
APOLLO GROUP INC	CL A	037604105	1,076	27,617			X
APPLE COMPUTER INC	COM	037833100	35,077	413,449			X
APPLERA CORP	COM AP BIO GRP	038020103	4,148	113,052			X
APPLIED MATLS INC	COM	038222105	7,257	393,311			X
AQUA AMERICA INC	COM	03836W103	467	20,514			X
ARAMARK CORP	CL B	038521100	2,791	83,432			X
ARCH COAL INC	COM	039380100	850	28,316			X
ARCHER DANIELS MIDLAND CO	COM	039483102	16,269	509,044			X
ARCHSTONE SMITH TR	COM	039583109	7,921	136,069			X
ARMOR HOLDINGS INC	COM	042260109	1,807	32,952			X
ARROW ELECTRS INC	COM	042735100	432	13,688			X
ASHLAND INC NEW	COM	044209104	434	6,274			X
ASSOCIATED BANC CORP	COM	045487105	455	13,039			X
ASSURANT INC	COM	04621X108	12,167	220,211			X
ASTORIA FINL CORP	COM	046265104	271	9,001			X
ATMEL CORP	COM	049513104	619	102,302			X
ATMOS ENERGY CORP	COM	049560105	255	8,002			X
AUTODESK INC	COM	052769106	6,989	172,747			X
AUTOLIV INC	COM	052800109	492	8,167			X
AUTOMATIC DATA PROCESSING IN	COM	053015103	13,477	273,650			X
AUTONATION INC	COM	05329W102	330	15,497			X

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

AUTOZONE INC	COM	053332102	2,893	25,038			X
AVALONBAY CMNTYS INC	COM	053484101	21,956	168,831			X
AVAYA INC	COM	053499109	1,386	99,129			X
AVERY DENNISON CORP	COM	053611109	2,626	38,664			X
AVIS BUDGET GROUP	COM	053774105	243	11,225			X
AVNET INC	COM	053807103	3,281	128,512			X
AVON PRODS INC	COM	054303102	2,947	89,183			X
BB&T CORP	COM	054937107	2,368	53,895			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BJS WHOLESALE CLUB INC	COM	05548J106	207	6,655			X
BJ SVCS CO	COM	055482103	1,737	59,246			X
BOK FINL CORP	COM NEW	05561Q201	2,839	51,644			X
BP PLC	SPONSORED ADR	055622104	1,342	20,000			X
BRE PROPERTIES INC	CL A	05564E106	329	5,053			X
BMC SOFTWARE INC	COM	055921100	2,967	92,141			X
BAKER HUGHES INC	COM	057224107	9,522	127,538			X
BALL CORP	COM	058498106	2,853	65,430			X
BANCORPSOUTH INC	COM	059692103	210	7,821			X
BANK OF AMERICA CORPORATION	COM	060505104	97,321	1,822,830			X
BANK HAWAII CORP	COM	062540109	448	8,296			X
BANK NEW YORK INC	COM	064057102	11,445	290,700			X
BARD C R INC	COM	067383109	5,277	63,606			X
BARNES & NOBLE INC	COM	067774109	251	6,314			X
BARR PHARMACEUTICALS INC	COM	068306109	1,053	21,017			X
BAUSCH & LOMB INC	COM	071707103	320	6,145			X
BAXTER INTL INC	COM	071813109	8,568	184,688			X
BEA SYS INC	COM	073325102	971	77,157			X
BEAR STEARNS COS INC	COM	073902108	9,260	56,888			X
BEAZER HOMES USA INC	COM	07556Q105	282	5,992			X
BECKMAN COULTER INC	COM	075811109	716	11,977			X
BECTON DICKINSON & CO	COM	075887109	15,522	221,272			X
BED BATH & BEYOND INC	COM	075896100	4,579	120,194			X
BELLSOUTH CORP	COM	079860102	32,280	685,213			X
BEMIS INC	COM	081437105	759	22,331			X
BERKLEY W R CORP	COM	084423102	4,109	119,077			X
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	649	177			X
BEST BUY INC	COM	086516101	11,848	240,856			X
BIOMET INC	COM	090613100	2,011	48,728			X
BIOGEN IDEC INC	COM	09062X103	8,157	165,829			X
BLACK & DECKER CORP	COM	091797100	3,416	42,711			X
BLACKROCK INC	COM	09247X101	5,229	34,421			X
BLOCK H & R INC	COM	093671105	1,499	65,043			X
BOEING CO	COM	097023105	31,748	357,362			X
BORG WARNER INC	COM	099724106	706	11,962			X
BOSTON PROPERTIES INC	COM	101121101	4,615	41,249			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BOSTON SCIENTIFIC CORP	COM	101137107	4,199	244,424			X
BOYD GAMING CORP	COM	103304101	392	8,645			X
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	298	8,960			X
BRINKER INTL INC	COM	109641100	1,363	45,191			X
BRINKS CO	COM	109696104	1,118	17,484			X
BRISTOL MYERS SQUIBB CO	COM	110122108	16,731	635,690			X
BROADCOM CORP	CL A	111320107	7,376	228,280			X
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,038	42,300			X
BROWN & BROWN INC	COM	115236101	627	22,243			X
BROWN FORMAN CORP	CL B	115637209	808	12,196			X
BRUNSWICK CORP	COM	117043109	354	11,097			X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	10,424	141,226			X
CBL & ASSOC PPTYS INC	COM	124830100	274	6,331			X
CBS CORP NEW	CL B	124857202	8,292	265,929			X
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,217	36,642			X
C D W CORP	COM	12512N105	818	11,633			X
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,005	122,405			X
CIGNA CORP	COM	125509109	2,694	20,477			X
CIT GROUP INC	COM	125581108	2,490	44,654			X
CMS ENERGY CORP	COM	125896100	1,700	101,802			X
CSX CORP	COM	126408103	6,082	176,651			X
CTS CORP	COM	126501105	314	20,000			X
CVS CORP	COM	126650100	10,397	336,355			X
CA INC	COM	12673P105	1,067	47,127			X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,712	95,219			X
CABOT CORP	COM	127055101	385	8,847			X
CABOT OIL & GAS CORP	COM	127097103	292	4,812			X
CADENCE DESIGN SYSTEM INC	COM	127387108	2,712	151,450			X
CAMDEN PPTY TR	SH BEN INT	133131102	410	5,554			X
CAMERON INTERNATIONAL CORP	COM	13342B105	3,202	60,364			X
CAMPBELL SOUP CO	COM	134429109	3,969	102,068			X
CAPITAL ONE FINL CORP	COM	14040H105	12,654	164,722			X
CAPITALSOURCE INC	COM	14055X102	416	15,251			X
CARDINAL HEALTH INC	COM	14149Y108	5,330	82,722			X
CAREER EDUCATION CORP	COM	141665109	479	19,342			X
CAREMARK RX INC	COM	141705103	16,743	293,179			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CARLISLE COS INC	COM	142339100	442	5,635			X
CARMAX INC	COM	143130102	1,118	20,844			X

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

CARPENTER TECHNOLOGY CORP	COM	144285103	498	4,862			X
CATERPILLAR INC DEL	COM	149123101	15,861	258,620			X
CBOT HLDGS INC	CL A	14984K106	1,583	10,451			X
CELANESE CORP DEL	COM SER A	150870103	881	34,044			X
CELGENE CORP	COM	151020104	6,545	113,759			X
CENTERPOINT ENERGY INC	COM	15189T107	1,338	80,722			X
CENTEX CORP	COM	152312104	1,938	34,449			X
CENTURYTEL INC	COM	156700106	5,084	116,444			X
CEPHALON INC	COM	156708109	846	12,021			X
CERIDIAN CORP NEW	COM	156779100	732	26,151			X
CERNER CORP	COM	156782104	579	12,734			X
CHARLES RIV LABS INTL INC	COM	159864107	379	8,765			X
CHECKFREE CORP NEW	COM	162813109	2,666	66,377			X
CHEESECAKE FACTORY INC	COM	163072101	385	15,659			X
CHEMTURA CORP	COM	163893100	228	23,708			X
CHENIERE ENERGY INC	COM NEW	16411R208	313	10,854			X
CHESAPEAKE ENERGY CORP	COM	165167107	1,069	36,807			X
CHEVRON CORP NEW	COM	166764100	64,606	878,633			X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	10,122	19,857			X
CHICOS FAS INC	COM	168615102	734	35,475			X
CHOICE HOTELS INTL INC	COM	169905106	280	6,648			X
CHOICEPOINT INC	COM	170388102	622	15,806			X
CHUBB CORP	COM	171232101	12,482	235,911			X
CHURCH & DWIGHT INC	COM	171340102	2,465	57,795			X
CIENA CORP	COM NEW	171779309	278	10,034			X
CIMAREX ENERGY CO	COM	171798101	297	8,132			X
CINCINNATI FINL CORP	COM	172062101	696	15,354			X
CIRCUIT CITY STORE INC	COM	172737108	1,113	58,615			X
CISCO SYS INC	COM	17275R102	81,208	2,971,387			X
CINTAS CORP	COM	172908105	1,103	27,765			X
CITIGROUP INC	COM	172967101	117,184	2,103,850			X
CITIZENS COMMUNICATIONS CO	COM	17453B101	651	45,337			X
CITRIX SYS INC	COM	177376100	976	36,077			X
CITY NATL CORP	COM	178566105	292	4,105			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CLAIRES STORES INC	COM	179584107	2,684	80,991			X
CLARCOR INC	COM	179895107	1,116	33,000			X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,715	132,669			X
CLOROX CO DEL	COM	189054109	2,333	36,365			X
COACH INC	COM	189754104	8,731	203,238			X
COCA COLA CO	COM	191216100	46,808	970,116			X
COCA COLA ENTERPRISES INC	COM	191219104	615	30,119			X
COGNIZANT TECHNOLOGY SOLUTION	CL A	192446102	6,003	77,796			X
COLDWATER CREEK INC	COM	193068103	290	11,828			X
COLGATE PALMOLIVE CO	COM	194162103	15,534	238,099			X
COLONIAL BANCGROUP INC	COM	195493309	392	15,240			X
COLONIAL PPTYS TR	COM SH BEN INT	195872106	211	4,500			X

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

COMCAST CORP NEW	CL A	20030N101	27,091	639,995			X
COMERICA INC	COM	200340107	940	16,013			X
COMMERCE BANCORP INC NJ	COM	200519106	3,544	100,477			X
COMMERCE BANCSHARES INC	COM	200525103	334	6,906			X
COMMERCIAL METALS CO	COM	201723103	2,127	82,460			X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	571	15,645			X
COMPASS BANCSHARES INC	COM	20449H109	5,531	92,725			X
COMPUTER SCIENCES CORP	COM	205363104	9,176	171,930			X
COMPUWARE CORP	COM	205638109	301	36,097			X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	762	36,077			X
CONAGRA FOODS INC	COM	205887102	1,383	51,219			X
CON-WAY INC	COM	205944101	418	9,485			X
CONOCOPHILLIPS	COM	20825C104	55,525	771,715			X
CONSECO INC	COM NEW	208464883	298	14,929			X
CONSOL ENERGY INC	COM	20854P109	2,130	66,281			X
CONSOLIDATED EDISON INC	COM	209115104	2,900	60,334			X
CONSTELLATION BRANDS INC	CL A	21036P108	6,910	238,118			X
CONSTELLATION ENERGY GROUP I	COM	210371100	5,847	84,897			X
CONTINENTAL AIRLS INC	CL B	210795308	716	17,365			X
CONVERGYS CORP	COM	212485106	2,618	110,073			X
COOPER COS INC	COM NEW	216648402	294	6,602			X
COPART INC	COM	217204106	420	14,014			X
CORN PRODS INTL INC	COM	219023108	1,634	47,303			X
CORNING INC	COM	219350105	14,191	758,491			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,580	29,420			X
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	446	9,867			X
COSTCO WHSL CORP NEW	COM	22160K105	11,485	217,238			X
COUNTRYWIDE FINANCIAL CORP	COM	222372104	6,364	149,928			X
COVANCE INC	COM	222816100	3,210	54,496			X
COVANTA HLDG CORP	COM	22282E102	498	22,583			X
COVENTRY HEALTH CARE INC	COM	222862104	5,645	112,781			X
CRANE CO	COM	224399105	1,694	46,226			X
CREE INC	COM	225447101	244	14,107			X
CROWN CASTLE INTL CORP	COM	228227104	4,816	149,117			X
CROWN HOLDINGS INC	COM	228368106	695	33,219			X
CULLEN FROST BANKERS INC	COM	229899109	436	7,804			X
CUMMINS INC	COM	231021106	2,521	21,336			X
CURTISS WRIGHT CORP	COM	231561101	3,385	91,300			X
CYPRESS SEMICONDUCTOR CORP	COM	232806109	441	26,159			X
CYTEC INDS INC	COM	232820100	229	4,061			X
CYTYC CORP	COM	232946103	641	22,646			X
DPL INC	COM	233293109	1,063	38,279			X
DRS TECHNOLOGIES INC	COM	23330X100	269	5,109			X
D R HORTON INC	COM	23331A109	2,319	87,561			X
DST SYS INC DEL	COM	233326107	1,898	30,312			X



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

DTE ENERGY CO	COM	233331107	4,610	95,220		X
DADE BEHRING HLDGS INC	COM	23342J206	2,279	57,257		X
DANAHER CORP DEL	COM	235851102	7,049	97,312		X
DARDEN RESTAURANTS INC	COM	237194105	7,036	175,155		X
DAVITA INC	COM	23918K108	4,699	82,606		X
DEAN FOODS CO NEW	COM	242370104	566	13,396		X
DEERE & CO	COM	244199105	6,382	67,130		X
DEL MONTE FOODS CO	COM	24522P103	217	19,698		X
DELL INC	COM	24702R101	23,959	954,931		X
DENBURY RES INC	COM NEW	247916208	655	23,580		X
DENTSPLY INTL INC NEW	COM	249030107	933	31,262		X
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	5,377	85,425		X
DEVON ENERGY CORP NEW	COM	25179M103	16,823	250,797		X
DIAGEO P L C	SPON ADR NEW	25243Q205	1,586	20,000		X
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	4,691	58,681		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
DICKS SPORTING GOODS INC	COM	253393102	1,578	32,220			X
DIEBOLD INC	COM	253651103	559	11,998			X
DILLARDS INC	CL A	254067101	1,306	37,359			X
DIRECTV GROUP INC	COM	25459L106	3,977	159,468			X
DISCOVERY HOLDING CO	CL A COM	25468Y107	572	35,548			X
DISNEY WALT CO	COM DISNEY	254687106	29,670	865,784			X
DOLBY LABORATORIES INC	COM	25659T107	215	6,920			X
DOLLAR GEN CORP	COM	256669102	2,411	150,123			X
DOLLAR TREE STORES INC	COM	256747106	347	11,520			X
DOMINION RES INC VA NEW	COM	25746U109	10,922	130,270			X
DONALDSON INC	COM	257651109	3,320	95,639			X
DONNELLEY R R & SONS CO	COM	257867101	1,628	45,799			X
DOVER CORP	COM	260003108	3,346	68,251			X
DOW CHEM CO	COM	260543103	14,119	353,856			X
DOW JONES & CO INC	COM	260561105	446	11,725			X
DU PONT E I DE NEMOURS & CO	COM	263534109	19,943	409,431			X
DUKE ENERGY CORP NEW	COM	26441C105	20,186	607,820			X
DUKE REALTY CORP	COM NEW	264411505	544	13,297			X
DUN & BRADSTREET CORP DEL NE	COM	26483E100	5,310	64,133			X
DUQUESNE LT HLDGS INC	COM	266233105	1,787	90,000			X
DYNEGY INC NEW	CL A	26816Q101	344	47,581			X
E M C CORP MASS	COM	268648102	6,860	519,696			X
ENSCO INTL INC	COM	26874Q100	4,303	85,954			X
EOG RES INC	COM	26875P101	6,794	108,791			X
E TRADE FINANCIAL CORP	COM	269246104	1,821	81,233			X
EAGLE MATERIALS INC	COM	26969P108	431	9,962			X
EAST WEST BANCORP INC	COM	27579R104	905	25,541			X
EASTMAN CHEM CO	COM	277432100	2,227	37,551			X
EASTMAN KODAK CO	COM	277461109	731	28,328			X
EATON CORP	COM	278058102	4,231	56,311			X
EATON VANCE CORP	COM NON VTG	278265103	756	22,909			X

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

EBAY INC	COM	278642103	17,086	568,201		X
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,551	40,782		X
ECOLAB INC	COM	278865100	2,970	65,704		X
EDISON INTL	COM	281020107	5,191	114,131		X
EDWARDS LIFESCIENCES CORP	COM	28176E108	549	11,670		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
EDWARDS AG INC	COM	281760108	477	7,544			X
EL PASO CORP	COM	28336L109	2,537	166,027			X
ELECTRONIC ARTS INC	COM	285512109	4,037	80,164			X
ELECTRONIC DATA SYS NEW	COM	285661104	4,547	165,050			X
EMBARQ CORP	COM	29078E105	2,553	48,578			X
EMDEON CORP	COM	290849108	673	54,335			X
EMERSON ELEC CO	COM	291011104	15,511	351,812			X
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	4,864	176,351			X
ENERGEN CORP	COM	29265N108	2,682	57,143			X
ENERGY CONVERSION DEVICES IN	COM	292659109	510	15,000			X
ENERGY EAST CORP	COM	29266M109	361	14,555			X
ENERGIZER HLDGS INC	COM	29266R108	2,366	33,326			X
ENTERGY CORP NEW	COM	29364G103	16,073	174,103			X
EQUIFAX INC	COM	294429105	2,888	71,131			X
EQUITABLE RES INC	COM	294549100	931	22,294			X
EQUITY OFFICE PROPERTIES TRU	COM	294741103	2,413	50,103			X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,457	28,718			X
ERIE INDY CO	CL A	29530P102	282	4,867			X
ESSEX PPTY TR INC	COM	297178105	423	3,272			X
EXELON CORP	COM	30161N101	15,115	244,219			X
EXPEDIA INC DEL	COM	30212P105	1,647	78,485			X
EXPEDITORS INTL WASH INC	COM	302130109	4,607	113,756			X
EXPRESS SCRIPTS INC	COM	302182100	7,005	97,834			X
EXXON MOBIL CORP	COM	30231G102	177,274	2,313,379			X
FMC TECHNOLOGIES INC	COM	30249U101	2,251	36,532			X
F M C CORP	COM NEW	302491303	295	3,850			X
FPL GROUP INC	COM	302571104	2,986	54,872			X
FTD GROUP INC	COM	30267U108	1,070	59,800			X
FACTSET RESH SYS INC	COM	303075105	465	8,240			X
FAIR ISAAC CORP	COM	303250104	474	11,654			X
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	306	18,197			X
FAMILY DLR STORES INC	COM	307000109	1,630	55,569			X
FASTENAL CO	COM	311900104	893	24,895			X
FEDERAL HOME LN MTG CORP	COM	313400301	25,598	376,991			X
FEDERAL NATL MTG ASSN	COM	313586109	16,581	279,193			X
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	678	7,973			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
FEDERATED DEPT STORES INC DE	COM	31410H101	6,589	172,791			X
FEDERATED INVS INC PA	CL B	314211103	613	18,141			X
FEDEX CORP	COM	31428X106	16,773	154,423			X
F5 NETWORKS INC	COM	315616102	595	8,021			X
FIDELITY NATL INFORMATION SV	COM	31620M106	829	20,670			X
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	1,221	51,150			X
FIFTH THIRD BANCORP	COM	316773100	4,383	107,084			X
FIRST AMERN CORP CALIF	COM	318522307	344	8,448			X
FIRST DATA CORP	COM	319963104	3,869	151,614			X
FIRST HORIZON NATL CORP	COM	320517105	507	12,144			X
FIRST MARBLEHEAD CORP	COM	320771108	1,097	20,068			X
FISERV INC	COM	337738108	2,767	52,794			X
FIRSTENERGY CORP	COM	337932107	10,307	170,922			X
FLORIDA ROCK INDS INC	COM	341140101	409	9,498			X
FLUOR CORP NEW	COM	343412102	1,415	17,336			X
FLOWSERVE CORP	COM	34354P105	1,519	30,107			X
FOOT LOCKER INC	COM	344849104	723	32,975			X
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,500	465,988			X
FOREST CITY ENTERPRISES INC	CL A	345550107	2,566	43,944			X
FOREST LABS INC	COM	345838106	8,847	174,838			X
FORTUNE BRANDS INC	COM	349631101	2,172	25,441			X
FOUNDATION COAL HLDGS INC	COM	35039W100	890	28,022			X
FRANKLIN RES INC	COM	354613101	13,791	125,175			X
FREEPORT-MCMORAN COPPER & GO	CL B	35671D857	5,810	104,256			X
FRONTIER OIL CORP	COM	35914P105	2,363	82,216			X
FULTON FINL CORP PA	COM	360271100	286	17,141			X
GATX CORP	COM	361448103	294	6,778			X
GALLAGHER ARTHUR J & CO	COM	363576109	368	12,442			X
GALLAHER GROUP PLC	SPONSORED ADR	363595109	1,349	15,000			X
GAMESTOP CORP NEW	CL A	36467W109	717	13,002			X
GANNETT INC	COM	364730101	5,408	89,447			X
GAP INC DEL	COM	364760108	2,671	136,965			X
GARDNER DENVER INC	COM	365558105	2,107	56,460			X
GEN-PROBE INC NEW	COM	36866T103	535	10,211			X
GENENTECH INC	COM NEW	368710406	33,462	412,447			X
GENERAL DYNAMICS CORP	COM	369550108	15,414	207,316			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
GENERAL ELECTRIC CO	COM	369604103	143,595	3,859,036			X

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

GENERAL GROWTH PPTYS INC	COM	370021107	1,347	25,781			X
GENERAL MLS INC	COM	370334104	15,701	272,586			X
GENERAL MTRS CORP	COM	370442105	3,888	126,573			X
GENTEX CORP	COM	371901109	421	27,087			X
GENUINE PARTS CO	COM	372460105	1,898	40,023			X
GENWORTH FINL INC	COM CL A	37247D106	7,063	206,470			X
GENZYME CORP	COM	372917104	7,639	124,051			X
GETTY IMAGES INC	COM	374276103	440	10,281			X
GILEAD SCIENCES INC	COM	375558103	18,305	281,919			X
GLOBAL INDS LTD	COM	379336100	228	17,477			X
GLOBAL PMTS INC	COM	37940X102	9,415	203,349			X
GLOBAL SIGNAL INC	COM	37944Q103	4,655	88,373			X
GOLDMAN SACHS GROUP INC	COM	38141G104	46,903	235,282			X
GOODRICH CORP	COM	382388106	1,990	43,682			X
GOODYEAR TIRE & RUBR CO	COM	382550101	2,017	96,100			X
GOOGLE INC	CL A	38259P508	53,945	117,149			X
GRACO INC	COM	384109104	1,630	41,143			X
GRAINGER W W INC	COM	384802104	1,678	23,987			X
GRANT PRIDECO INC	COM	38821G101	1,827	45,934			X
GREAT PLAINS ENERGY INC	COM	391164100	249	7,838			X
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,621	60,000			X
HCC INS HLDGS INC	COM	404132102	544	16,953			X
HNI CORP	COM	404251100	428	9,645			X
HRPT PPTYS TR	COM SH BEN INT	40426W101	256	20,710			X
HALLIBURTON CO	COM	406216101	11,553	372,071			X
HANESBRANDS INC	COM	410345102	338	14,326			X
HANOVER INS GROUP INC	COM	410867105	333	6,825			X
HANSEN NAT CORP	COM	411310105	407	12,081			X
HARLEY DAVIDSON INC	COM	412822108	11,092	157,406			X
HARMAN INTL INDS INC	COM	413086109	1,323	13,247			X
HARRAHS ENTMT INC	COM	413619107	3,960	47,875			X
HARRIS CORP DEL	COM	413875105	1,792	39,086			X
HARSCO CORP	COM	415864107	631	8,296			X
HARTE-HANKS INC	COM	416196103	307	11,068			X
HARTFORD FINL SVCS GROUP INC	COM	416515104	18,186	194,894			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
HASBRO INC	COM	418056107	1,596	58,551			X
HAWAIIAN ELEC INDUSTRIES	COM	419870100	217	7,999			X
HEALTH CARE PPTY INVS INC	COM	421915109	721	19,578			X
HEALTH MGMT ASSOC INC NEW	CL A	421933102	631	29,889			X
HEALTH CARE REIT INC	COM	42217K106	264	6,126			X
HEALTH NET INC	COM	42222G108	1,067	21,928			X
HEINZ H J CO	COM	423074103	8,176	181,657			X
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	565	18,027			X
HELMERICH & PAYNE INC	COM	423452101	509	20,807			X
HERCULES INC	COM	427056106	276	14,300			X
HERSHEY CO	COM	427866108	4,124	82,810			X
HESS CORP	COM	42809H107	3,270	65,962			X
HEWITT ASSOCS INC	COM	42822Q100	249	9,665			X

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

HEWLETT PACKARD CO	COM	428236103	55,370	1,344,265			X
HILLENBRAND INDS INC	COM	431573104	490	8,612			X
HILTON HOTELS CORP	COM	432848109	5,981	171,372			X
HOLLY CORP	COM PAR \$0.01	435758305	489	9,514			X
HOME DEPOT INC	COM	437076102	32,267	803,454			X
HONEYWELL INTL INC	COM	438516106	11,398	251,945			X
HORMEL FOODS CORP	COM	440452100	3,259	87,273			X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	337	7,086			X
HOSPIRA INC	COM	441060100	1,039	30,931			X
HOST HOTELS & RESORTS INC	COM	44107P104	1,990	81,040			X
HUBBELL INC	CL B	443510201	348	7,688			X
HUDSON CITY BANCORP	COM	443683107	1,192	85,882			X
HUMANA INC	COM	444859102	5,012	90,613			X
HUNT J B TRANS SVCS INC	COM	445658107	421	20,285			X
HUNTINGTON BANCSHARES INC	COM	446150104	574	24,185			X
HUNTSMAN CORP	COM	447011107	289	15,244			X
IAC INTERACTIVECORP	COM NEW	44919P300	4,600	123,801			X
IMS HEALTH INC	COM	449934108	931	33,887			X
ISTAR FINL INC	COM	45031U101	595	12,450			X
ITT EDUCATIONAL SERVICES INC	COM	45068B109	545	8,207			X
ITT CORP NEW	COM	450911102	4,717	83,021			X
IDEARC INC	COM	451663108	310	10,820			X
IDEX CORP	COM	45167R104	710	14,969			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
IDEXX LABS INC	COM	45168D104	494	6,233			X
ILLINOIS TOOL WKS INC	COM	452308109	9,094	196,877			X
IMCLONE SYS INC	COM	45245W109	368	13,764			X
INDYMAC BANCORP INC	COM	456607100	1,731	38,323			X
INGRAM MICRO INC	CL A	457153104	282	13,832			X
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	1,061	68,533			X
INTEL CORP	COM	458140100	53,179	2,626,136			X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	435	4,033			X
INTERNATIONAL BUSINESS MACHS	COM	459200101	68,786	708,041			X
INTERNATIONAL FLAVORS& FRAGRA	COM	459506101	741	15,077			X
INTERNATIONAL GAME TECHNOLOG	COM	459902102	7,288	157,751			X
INTL PAPER CO	COM	460146103	4,957	145,362			X
INTERNATIONAL RECTIFIER CORP	COM	460254105	2,156	55,955			X
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	1,284	25,157			X
INTERSIL CORP	CL A	46069S109	481	20,111			X
INTERPUBLIC GROUP COS INC	COM	460690100	1,058	86,404			X
INTUITIVE SURGICAL INC	COM NEW	46120E602	693	7,231			X
INTUIT	COM	461202103	2,562	83,967			X
INVESTMENT TECHNOLOGY GRP							

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

NE	COM	46145F105	2,512	58,575		X
INVITROGEN CORP	COM	46185R100	375	6,628		X
INVESTORS FINL SERVICES CORP	COM	461915100	556	13,022		X
IRON MTN INC	COM	462846106	1,765	42,690		X
ISHARES TR	RUSSELL1000VAL	464287598	12,131	146,688		X
ISHARES TR	RUSSELL1000GRW	464287614	7,930	144,100		X
ISHARES TR	RUSSELL 1000	464287622	22,865	297,560		X
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	673	40,410		X
JP MORGAN CHASE & CO	COM	46625H100	56,401	1,167,722		X
JABIL CIRCUIT INC	COM	466313103	1,624	66,139		X
JACOBS ENGR GROUP INC DEL	COM	469814107	3,612	44,293		X
JANUS CAP GROUP INC	COM	47102X105	643	29,784		X
JARDEN CORP	COM	471109108	264	7,596		X
JEFFERIES GROUP INC NEW	COM	472319102	313	11,685		X
JOHNSON & JOHNSON	COM	478160104	90,288	1,367,582		X
JOHNSON CTLS INC	COM	478366107	10,923	127,127		X
JONES APPAREL GROUP INC	COM	480074103	1,802	53,894		X
JONES LANG LASALLE INC	COM	48020Q107	653	7,080		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
JOY GLOBAL INC	COM	481165108	1,183	24,471			X
JUNIPER NETWORKS INC	COM	48203R104	1,630	86,062			X
KLA-TENCOR CORP	COM	482480100	1,754	35,249			X
KANSAS CITY SOUTHERN	COM NEW	485170302	293	10,121			X
KB HOME	COM	48666K109	877	17,097			X
KELLOGG CO	COM	487836108	4,521	90,311			X
KENNAMETAL INC	COM	489170100	1,130	19,200			X
KEYCORP NEW	COM	493267108	1,516	39,856			X
KEYSPAN CORP	COM	49337W100	710	17,236			X
KILROY RLTY CORP	COM	49427F108	495	6,341			X
KIMBERLY CLARK CORP	COM	494368103	8,279	121,841			X
KIMCO REALTY CORP	COM	49446R109	13,859	308,325			X
KINDER MORGAN INC KANS	COM	49455P101	2,230	21,083			X
KINETIC CONCEPTS INC	COM NEW	49460W208	344	8,690			X
KING PHARMACEUTICALS INC	COM	495582108	3,962	248,885			X
KIRBY CORP	COM	497266106	356	10,428			X
KOHL'S CORP	COM	500255104	4,438	64,861			X
KRAFT FOODS INC	CL A	50075N104	742	20,776			X
KROGER CO	COM	501044101	2,313	100,270			X
LSI LOGIC CORP	COM	502161102	1,508	167,527			X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,054	12,893			X
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	15,774	214,694			X
LAIDLAW INTL INC	COM	50730R102	556	18,288			X
LAM RESEARCH CORP	COM	512807108	4,953	97,842			X
LAMAR ADVERTISING CO	CL A	512815101	1,072	16,387			X
LANDSTAR SYS INC	COM	515098101	446	11,684			X
LAS VEGAS SANDS CORP	COM	517834107	6,353	71,003			X
LAUDER ESTEE COS INC	CL A	518439104	1,005	24,615			X
LAUREATE EDUCATION INC	COM	518613104	386	7,938			X

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

LEAP WIRELESS INTL INC	COM NEW	521863308	2,868	48,231		X
LEGGETT & PLATT INC	COM	524660107	668	27,963		X
LEGG MASON INC	COM	524901105	9,236	97,174		X
LEHMAN BROS HLDGS INC	COM	524908100	14,818	189,677		X
LENNAR CORP	CL A	526057104	992	18,908		X
LEUCADIA NATL CORP	COM	527288104	454	16,091		X
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,805	322,310		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
LEXMARK INTL NEW	CL A	529771107	6,813	93,071			X
LIBERTY GLOBAL INC	COM SER A	530555101	2,820	96,757			X
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	2,488	115,351			X
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	3,292	33,601			X
LIBERTY PPTY TR	SH BEN INT	531172104	432	8,796			X
LIFEPOINT HOSPITALS INC	COM	53219L109	258	7,670			X
LILLY ELI & CO	COM	532457108	11,508	220,880			X
LIMITED BRANDS INC	COM	532716107	2,792	96,464			X
LINCARE HLDGS INC	COM	532791100	2,348	58,933			X
LINCOLN ELEC HLDGS INC	COM	533900106	2,695	44,599			X
LINCOLN NATL CORP IND	COM	534187109	1,842	27,737			X
LINEAR TECHNOLOGY CORP	COM	535678106	1,823	60,132			X
LIZ CLAIBORNE INC	COM	539320101	4,563	104,999			X
LOCKHEED MARTIN CORP	COM	539830109	10,820	117,522			X
LOEWS CORP	COM	540424108	13,217	318,710			X
LOEWS CORP	CAROLNA GP STK	540424207	11,047	170,695			X
LOUISIANA PAC CORP	COM	546347105	225	10,463			X
LOWES COS INC	COM	548661107	28,219	905,909			X
LUBRIZOL CORP	COM	549271104	653	13,036			X
LYONDELL CHEMICAL CO	COM	552078107	853	33,376			X
M & T BK CORP	COM	55261F104	5,191	42,492			X
MBIA INC	COM	55262C100	11,162	152,781			X
M D C HLDGS INC	COM	552676108	1,421	24,909			X
MDU RES GROUP INC	COM	552690109	901	35,143			X
MEMC ELECTR MATLS INC	COM	552715104	1,137	29,051			X
MGIC INVT CORP WIS	COM	552848103	3,820	61,084			X
MGM MIRAGE	COM	552953101	2,248	39,194			X
MSC INDL DIRECT INC	CL A	553530106	293	7,485			X
MACERICH CO	COM	554382101	1,230	14,212			X
MACK CALI RLTY CORP	COM	554489104	1,843	36,135			X
MANITOWOC INC	COM	563571108	720	12,113			X
MANOR CARE INC NEW	COM	564055101	684	14,585			X
MANPOWER INC	COM	56418H100	6,542	87,305			X
MARATHON OIL CORP	COM	565849106	17,690	191,243			X
MARKEL CORP	COM	570535104	534	1,113			X
MARSH & MCLENNAN COS INC	COM	571748102	1,661	54,191			X

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
MARSHALL & ILSLEY CORP	COM	571834100	7,479	155,462			X
MARRIOTT INTL INC NEW	CL A	571903202	10,137	212,428			X
MARTIN MARIETTA MATLS INC	COM	573284106	940	9,044			X
MASCO CORP	COM	574599106	3,079	103,092			X
MASSEY ENERGY CORP	COM	576206106	377	16,235			X
MASTERCARD INC	CL A	57636Q104	1,199	12,178			X
MATTEL INC	COM	577081102	3,628	160,119			X
MAXIM INTEGRATED PRODS INC	COM	57772K101	1,945	63,510			X
MCAFEE INC	COM	579064106	862	30,388			X
MCCLATCHY CO	CL A	579489105	903	20,864			X
MCCORMICK & CO INC	COM NON VTG	579780206	5,146	133,453			X
MCDONALDS CORP	COM	580135101	20,706	467,083			X
MCGRAW HILL COS INC	COM	580645109	10,533	154,853			X
MCKESSON CORP	COM	58155Q103	3,858	76,092			X
MEADWESTVACO CORP	COM	583334107	4,054	134,859			X
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2,575	48,186			X
MEDIMMUNE INC	COM	584699102	1,595	49,263			X
MEDTRONIC INC	COM	585055106	29,113	544,058			X
MELLON FINL CORP	COM	58551A108	8,457	200,633			X
MENTOR GRAPHICS CORP	COM	587200106	1,082	60,000			X
MERCANTILE BANKSHARES CORP	COM	587405101	569	12,153			X
MERCK & CO INC	COM	589331107	43,446	996,458			X
MEREDITH CORP	COM	589433101	347	6,161			X
MERRILL LYNCH & CO INC	COM	590188108	32,970	354,135			X
METLIFE INC	COM	59156R108	15,610	264,539			X
METTLER TOLEDO INTERNATIONAL	COM	592688105	636	8,064			X
MICROSOFT CORP	COM	594918104	127,586	4,272,812			X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,388	42,455			X
MICRON TECHNOLOGY INC	COM	595112103	3,691	264,388			X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	522	47,881			X
MILLIPORE CORP	COM	601073109	701	10,530			X
MIRANT CORP NEW	COM	60467R100	858	27,165			X
MOHAWK INDS INC	COM	608190104	2,293	30,637			X
MOLEX INC	COM	608554101	1,493	47,198			X
MOLSON COORS BREWING CO	CL B	60871R209	367	4,800			X
MONEYGRAM INTL INC	COM	60935Y109	526	16,773			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
MONSANTO CO NEW	COM	61166W101	17,974	342,175			X
MONSTER WORLDWIDE INC	COM	611742107	1,892	40,573			X
MOODYS CORP	COM	615369105	9,536	138,081			X



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

MORGAN STANLEY	COM NEW	617446448	33,976	417,246		X
MOSAIC CO	COM	61945A107	310	14,526		X
MOTOROLA INC	COM	620076109	22,218	1,080,646		X
MUELLER WTR PRODS INC	COM SER B	624758207	212	14,225		X
MURPHY OIL CORP	COM	626717102	936	18,404		X
MYLAN LABS INC	COM	628530107	3,416	171,143		X
NCR CORP NEW	COM	62886E108	3,238	75,735		X
NII HLDGS INC	CL B NEW	62913F201	6,004	93,173		X
NRG ENERGY INC	COM NEW	629377508	928	16,562		X
NTL INC DEL	COM	62941W101	724	28,672		X
NVR INC	COM	62944T105	916	1,420		X
NYSE GROUP INC	COM	62949W103	5,175	53,241		X
NALCO HOLDING COMPANY	COM	62985Q101	430	21,018		X
NASDAQ STOCK MARKET INC	COM	631103108	1,808	58,715		X
NATIONAL CITY CORP	COM	635405103	11,162	305,320		X
NATIONAL FUEL GAS CO N J	COM	636180101	319	8,277		X
NATIONAL INSTRS CORP	COM	636518102	303	11,126		X
NATIONAL OILWELL VARCO INC	COM	637071101	3,425	55,988		X
NATIONAL SEMICONDUCTOR CORP	COM	637640103	3,674	161,863		X
NATIONWIDE FINL SVCS INC	CL A	638612101	3,404	62,798		X
NAVTEQ CORP	COM	63936L100	643	18,394		X
NETWORK APPLIANCE INC	COM	64120L104	7,907	201,296		X
NEUSTAR INC	CL A	64126X201	401	12,353		X
NEW PLAN EXCEL RLTY TR INC	COM	648053106	283	10,308		X
NEW YORK CMNTY BANCORP INC	COM	649445103	468	29,087		X
NEW YORK TIMES CO	CL A	650111107	318	13,039		X
NEWELL RUBBERMAID INC	COM	651229106	3,573	123,411		X
NEWFIELD EXPL CO	COM	651290108	582	12,675		X
NEWMONT MINING CORP	COM	651639106	7,452	165,057		X
NEWS CORP	CL A	65248E104	20,734	965,264		X
NIKE INC	CL B	654106103	14,825	149,698		X
NISOURCE INC	COM	65473P105	1,130	46,886		X
NOKIA CORP	SPONSORED ADR	654902204	1,219	60,000		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
NOBLE ENERGY INC	COM	655044105	857	17,459			X
NORDSTROM INC	COM	655664100	6,302	127,732			X
NORFOLK SOUTHERN CORP	COM	655844108	8,340	165,836			X
NORTHEAST UTILS	COM	664397106	1,834	65,139			X
NORTHERN TR CORP	COM	665859104	11,652	191,986			X
NORTHROP GRUMMAN CORP	COM	666807102	15,630	230,874			X
NOVELL INC	COM	670006105	207	33,447			X
NOVELLUS SYS INC	COM	670008101	604	17,538			X
NSTAR	COM	67019E107	1,049	30,523			X
NUCOR CORP	COM	670346105	8,676	158,723			X
NVIDIA CORP	COM	67066G104	7,765	209,819			X
NUTRI SYS INC NEW	COM	67069D108	403	6,350			X
OGE ENERGY CORP	COM	670837103	2,146	53,640			X

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

NUVEEN INVTS INC	CL A	67090F106	2,889	55,683		X
OSI RESTAURANT PARTNERS INC	COM	67104A101	393	10,024		X
OCCIDENTAL PETE CORP DEL	COM	674599105	28,540	584,478		X
OCEANEERING INTL INC	COM	675232102	423	10,645		X
OFFICEMAX INC DEL	COM	67622P101	348	7,008		X
OFFICE DEPOT INC	COM	676220106	5,599	146,676		X
OLD REP INTL CORP	COM	680223104	528	22,659		X
OMNICARE INC	COM	681904108	687	17,772		X
OMNICOM GROUP INC	COM	681919106	16,244	155,388		X
OMNOVA SOLUTIONS INC	COM	682129101	46	10,000		X
ONEOK INC NEW	COM	682680103	482	11,185		X
ORACLE CORP	COM	68389X105	32,106	1,873,165		X
O REILLY AUTOMOTIVE INC	COM	686091109	1,761	54,914		X
OSHKOSH TRUCK CORP	COM	688239201	705	14,570		X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	835	14,828		X
OWENS ILL INC	COM NEW	690768403	560	30,372		X
PDL BIOPHARMA INC	COM	69329Y104	457	22,671		X
PG&E CORP	COM	69331C108	8,843	186,843		X
PMC-SIERRA INC	COM	69344F106	274	40,909		X
PMI GROUP INC	COM	69344M101	2,748	58,265		X
PNC FINL SVCS GROUP INC	COM	693475105	7,714	104,182		X
PPG INDS INC	COM	693506107	2,820	43,920		X
PPL CORP	COM	69351T106	7,273	202,934		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PACCAR INC	COM	693718108	5,406	83,302			X
PACKAGING CORP AMER	COM	695156109	355	16,078			X
PACTIV CORP	COM	695257105	1,230	34,474			X
PALL CORP	COM	696429307	503	14,549			X
PANERA BREAD CO	CL A	69840W108	332	5,947			X
PARKER HANNIFIN CORP	COM	701094104	2,381	30,969			X
PATTERSON COMPANIES INC	COM	703395103	975	27,453			X
PATTERSON UTI ENERGY INC	COM	703481101	731	31,483			X
PAYCHEX INC	COM	704326107	5,874	148,567			X
PEABODY ENERGY CORP	COM	704549104	3,735	92,430			X
PEDIATRIX MED GROUP	COM	705324101	470	9,607			X
PENN NATL GAMING INC	COM	707569109	596	14,312			X
PENNEY J C INC	COM	708160106	8,816	113,962			X
PENTAIR INC	COM	709631105	705	22,443			X
PEOPLES BK BRIDGEPORT CONN	COM	710198102	515	11,543			X
PEPCO HOLDINGS INC	COM	713291102	488	18,768			X
PEPSI BOTTLING GROUP INC	COM	713409100	4,640	150,126			X
PEPSIAMERICAS INC	COM	71343P200	1,178	56,154			X
PEPSICO INC	COM	713448108	50,433	806,291			X
PERKINELMER INC	COM	714046109	422	19,000			X
PETSMART INC	COM	716768106	800	27,731			X
PFIZER INC	COM	717081103	75,441	2,912,772			X
PHARMACEUTICAL PROD DEV INC	COM	717124101	644	19,996			X

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

PHELPS DODGE CORP	COM	717265102	7,099	59,300			X
PHILADELPHIA CONS HLDG CORP	COM	717528103	443	9,934			X
PINNACLE WEST CAP CORP	COM	723484101	4,018	79,271			X
PIONEER NAT RES CO	COM	723787107	2,080	52,396			X
PITNEY BOWES INC	COM	724479100	2,532	54,823			X
PLAINS EXPL& PRODTN CO	COM	726505100	740	15,573			X
PLUM CREEK TIMBER CO INC	COM	729251108	725	18,181			X
POGO PRODUCING CO	COM	730448107	276	5,707			X
POLO RALPH LAUREN CORP	CL A	731572103	939	12,085			X
POOL CORPORATION	COM	73278L105	410	10,476			X
POPULAR INC	COM	733174106	493	27,462			X
PRAXAIR INC	COM	74005P104	8,803	148,375			X
PRECISION CASTPARTS CORP	COM	740189105	15,206	194,256			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PRICE T ROWE GROUP INC	COM	74144T108	2,302	52,594			X
PRIDE INTL INC DEL	COM	74153Q102	872	29,048			X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,647	79,157			X
PROCTER & GAMBLE CO	COM	742718109	88,641	1,379,198			X
PROGRESS ENERGY INC	COM	743263105	1,823	37,135			X
PROGRESSIVE CORP OHIO	COM	743315103	5,769	238,194			X
PROLOGIS	SH BEN INT	743410102	2,379	39,155			X
PROTECTIVE LIFE CORP	COM	743674103	327	6,883			X
PRUDENTIAL FINL INC	COM	744320102	13,095	152,519			X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,574	68,899			X
PUBLIC STORAGE INC	COM	74460D109	4,868	49,931			X
PUGET ENERGY INC NEW	COM	745310102	290	11,442			X
PULTE HOMES INC	COM	745867101	4,841	146,156			X
QLOGIC CORP	COM	747277101	700	31,957			X
QUALCOMM INC	COM	747525103	28,875	764,084			X
QUANTA SVCS INC	COM	74762E102	308	15,675			X
QUEST DIAGNOSTICS INC	COM	74834L100	1,661	31,348			X
QUEST RESOURCE CORP	COM NEW	748349305	431	42,700			X
QUESTAR CORP	COM	748356102	5,994	72,168			X
QUICKSILVER RESOURCES INC	COM	74837R104	1,130	30,884			X
QWEST COMMUNICATIONS INTL IN	COM	749121109	3,983	475,900			X
R H DONNELLEY CORP	COM NEW	74955W307	366	5,841			X
RPM INTL INC	COM	749685103	683	32,688			X
RADIAN GROUP INC	COM	750236101	6,400	118,724			X
RADIOSHACK CORP	COM	750438103	396	23,628			X
RAMBUS INC DEL	COM	750917106	313	16,545			X
RANGE RES CORP	COM	75281A109	750	27,318			X
RAYMOND JAMES FINANCIAL INC	COM	754730109	271	8,933			X
RAYONIER INC	COM	754907103	1,528	37,234			X
RAYTHEON CO	COM NEW	755111507	9,701	183,728			X
REALOGY CORP	COM	75605E100	734	24,214			X
RECKSON ASSOCS RLTY CORP	COM	75621K106	374	8,193			X

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

RED HAT INC	COM	756577102	1,873	81,420	X
REGAL ENTMT GROUP	CL A	758766109	266	12,478	X
REGENCY CTRS CORP	COM	758849103	528	6,756	X
REGIONS FINANCIAL CORP NEW	COM	7591EP100	2,700	72,198	X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
RELIANCE STEEL & ALUMINUM CO	COM	759509102	255	6,484			X
RELIANT ENERGY INC	COM	75952B105	430	30,241			X
REPUBLIC SVCS INC	COM	760759100	1,743	42,861			X
RESMED INC	COM	761152107	735	14,929			X
RESPIRONICS INC	COM	761230101	543	14,385			X
REYNOLDS AMERICAN INC	COM	761713106	6,018	91,918			X
RITE AID CORP	COM	767754104	284	52,167			X
ROBERT HALF INTL INC	COM	770323103	1,814	48,868			X
ROCKWELL AUTOMATION INC	COM	773903109	5,354	87,651			X
ROCKWELL COLLINS INC	COM	774341101	4,676	73,883			X
ROHM & HAAS CO	COM	775371107	3,401	66,521			X
ROPER INDS INC NEW	COM	776696106	3,351	66,697			X
ROSS STORES INC	COM	778296103	1,764	60,214			X
ROWAN COS INC	COM	779382100	699	21,066			X
RYDER SYS INC	COM	783549108	664	13,003			X
RYLAND GROUP INC	COM	783764103	314	5,754			X
SBA COMMUNICATIONS CORP	COM	78388J106	561	20,401			X
SEI INVESTMENTS CO	COM	784117103	6,030	101,241			X
SL GREEN RLTY CORP	COM	78440X101	1,203	9,058			X
SLM CORP	COM	78442P106	5,188	106,368			X
SPX CORP	COM	784635104	1,063	17,388			X
SABRE HLDGS CORP	CL A	785905100	2,171	68,089			X
SAFECO CORP	COM	786429100	734	11,741			X
SAFEWAY INC	COM NEW	786514208	1,534	44,383			X
ST JOE CO	COM	790148100	791	14,757			X
ST JUDE MED INC	COM	790849103	5,897	161,291			X
ST MARY LD & EXPL CO	COM	792228108	417	11,308			X
ST PAUL TRAVELERS INC	COM	792860108	15,767	293,664			X
SAKS INC	COM	79377W108	239	13,408			X
SALESFORCE COM INC	COM	79466L302	609	16,716			X
SANDISK CORP	COM	80004C101	2,955	68,677			X
SANMINA SCI CORP	COM	800907107	254	73,764			X
SARA LEE CORP	COM	803111103	1,954	114,734			X
SCANA CORP NEW	COM	80589M102	463	11,388			X
SCHEIN HENRY INC	COM	806407102	2,815	57,474			X
SCHERING PLOUGH CORP	COM	806605101	9,417	398,339			X

COLUMN 1    COLUMN 2    COLUMN 3    COLUMN 4    COLUMN 5    COLUMN 6

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
SCHLUMBERGER LTD	COM	806857108	2,716	43,000			X
SCHWAB CHARLES CORP NEW	COM	808513105	7,966	411,918			X
SCIENTIFIC GAMES CORP	CL A	80874P109	396	13,102			X
SCOTTS MIRACLE GRO CO	CL A	810186106	1,064	20,600			X
SCRIPPS E W CO OHIO	CL A	811054204	832	16,650			X
SEACOR HOLDINGS INC	COM	811904101	220	2,222			X
SEALED AIR CORP NEW	COM	81211K100	739	11,381			X
SEARS HLDGS CORP	COM	812350106	8,614	51,296			X
SEMPRA ENERGY	COM	816851109	3,785	67,542			X
SENSIENT TECHNOLOGIES CORP	COM	81725T100	246	10,000			X
SEPRACOR INC	COM	817315104	1,326	21,532			X
SERVICE CORP INTL	COM	817565104	299	29,168			X
SERVICEMASTER CO	COM	81760N109	490	37,405			X
SHAW GROUP INC	COM	820280105	265	7,916			X
SHERWIN WILLIAMS CO	COM	824348106	5,402	84,962			X
SIERRA HEALTH SVCS INC	COM	826322109	399	11,080			X
SIERRA PAC RES NEW	COM	826428104	787	46,789			X
SIGMA ALDRICH CORP	COM	826552101	2,903	37,352			X
SILICON LABORATORIES INC	COM	826919102	343	9,906			X
SIMON PPTY GROUP INC NEW	COM	828806109	9,011	88,966			X
SIRIUS SATELLITE RADIO INC	COM	82966U103	985	278,223			X
SKY FINL GROUP INC	COM	83080P103	284	9,943			X
SMITH INTL INC	COM	832110100	2,680	65,261			X
SMITHFIELD FOODS INC	COM	832248108	250	9,734			X
SMUCKER J M CO	COM NEW	832696405	278	5,734			X
SMURFIT-STONE CONTAINER CORP	COM	832727101	265	25,091			X
SNAP ON INC	COM	833034101	307	6,443			X
SOLETRON CORP	COM	834182107	414	128,731			X
SONOCO PRODS CO	COM	835495102	847	22,266			X
SOUTHERN CO	COM	842587107	3,398	92,190			X
SOUTHERN COPPER CORP	COM	84265V105	812	15,066			X
SOUTHERN UN CO NEW	COM	844030106	285	10,207			X
SOUTHWEST AIRLS CO	COM	844741108	3,359	219,238			X
SOUTHWEST GAS CORP	COM	844895102	1,754	45,710			X
SOUTHWESTERN ENERGY CO	COM	845467109	1,164	33,198			X
SOVEREIGN BANCORP INC	COM	845905108	2,747	108,189			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
SPRINT NEXTEL CORP	COM FON	852061100	18,741	992,113			X
STANCORP FINL GROUP INC	COM	852891100	243	5,393			X
STANDARD PAC CORP NEW	COM	85375C101	243	9,054			X
STANLEY WKS	COM	854616109	1,743	34,663			X
STAPLES INC	COM	855030102	6,481	242,716			X
STARBUCKS CORP	COM	855244109	16,017	452,202			X
STARWOOD HOTELS&RESORTS							

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

WRLD	COM	85590A401	5,437	86,994		X
STATE STR CORP	COM	857477103	7,299	108,237		X
STATION CASINOS INC	COM	857689103	776	9,497		X
STEEL DYNAMICS INC	COM	858119100	1,561	48,104		X
STEELCASE INC	CL A	858155203	247	13,575		X
STERICYCLE INC	COM	858912108	3,643	48,258		X
STRYKER CORP	COM	863667101	10,514	190,779		X
SUN MICROSYSTEMS INC	COM	866810104	4,066	750,262		X
SUNOCO INC	COM	86764P109	1,154	18,501		X
SUNTRUST BKS INC	COM	867914103	14,851	175,859		X
SUPERIOR ENERGY SVCS INC	COM	868157108	517	15,807		X
SUPERVALU INC	COM	868536103	3,696	103,386		X
SWIFT TRANSN CO	COM	870756103	597	22,707		X
SYMANTEC CORP	COM	871503108	6,607	316,892		X
SYMBOL TECHNOLOGIES INC	COM	871508107	1,199	80,250		X
SYNOPSYS INC	COM	871607107	1,215	45,460		X
SYNOVUS FINL CORP	COM	87161C105	1,192	38,664		X
SYSCO CORP	COM	871829107	7,720	210,000		X
TCF FINL CORP	COM	872275102	493	17,996		X
TD BANKNORTH INC	COM	87235A101	320	9,926		X
TD AMERITRADE HLDG CORP	COM	87236Y108	2,778	171,710		X
TECO ENERGY INC	COM	872375100	355	20,583		X
TJX COS INC NEW	COM	872540109	6,508	228,197		X
TXU CORP	COM	873168108	14,038	258,955		X
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	959	87,700		X
TARGET CORP	COM	87612E106	31,205	546,972		X
TAUBMAN CTRS INC	COM	876664103	407	8,012		X
TECH DATA CORP	COM	878237106	207	5,479		X
TECHNE CORP	COM	878377100	432	7,791		X
TEKTRONIX INC	COM	879131100	413	14,173		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
TELEFLEX INC	COM	879369106	256	3,965			X
TELEPHONE & DATA SYS INC	COM	879433100	3,052	56,171			X
TELEPHONE & DATA SYS INC	SPL COM	879433860	992	20,000			X
TELLABS INC	COM	879664100	453	44,198			X
TEMPLE INLAND INC	COM	879868107	1,832	39,792			X
TENET HEALTHCARE CORP	COM	88033G100	546	78,282			X
TERADYNE INC	COM	880770102	520	34,736			X
TEREX CORP NEW	COM	880779103	2,397	37,118			X
TESORO CORP	COM	881609101	444	6,755			X
TETRA TECHNOLOGIES INC DEL	COM	88162F105	362	14,140			X
TEXAS INSTRS INC	COM	882508104	22,671	787,175			X
TEXTRON INC	COM	883203101	8,749	93,298			X
THERMO FISHER SCIENTIFIC INC	COM	883556102	4,964	109,615			X
THOMAS & BETTS CORP	COM	884315102	3,539	74,848			X
THOR INDS INC	COM	885160101	1,190	27,043			X
THORNBURG MTG INC	COM	885218107	277	11,038			X
3M CO	COM	88579Y101	27,378	351,319			X

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

TIDEWATER INC	COM	886423102	455	9,412		X
TIFFANY & CO NEW	COM	886547108	888	22,618		X
TIM HORTONS INC	COM	88706M103	1,098	37,900		X
TIME WARNER INC	COM	887317105	30,786	1,413,488		X
TIMKEN CO	COM	887389104	419	14,343		X
TITANIUM METALS CORP	COM NEW	888339207	463	15,703		X
TODCO	COM	88889T107	391	11,445		X
TOLL BROTHERS INC	COM	889478103	491	15,225		X
TORCHMARK CORP	COM	891027104	4,991	78,284		X
TORO CO	COM	891092108	394	8,439		X
TRACTOR SUPPLY CO	COM	892356106	318	7,108		X
TRANSATLANTIC HLDGS INC	COM	893521104	224	3,615		X
TRIAD HOSPITALS INC	COM	89579K109	421	10,053		X
TRIBUNE CO NEW	COM	896047107	553	17,979		X
TRIMBLE NAVIGATION LTD	COM	896239100	549	10,816		X
TRINITY INDS INC	COM	896522109	534	15,169		X
TYSON FOODS INC	CL A	902494103	360	21,906		X
UAL CORP	COM NEW	902549807	468	10,639		X
UGI CORP NEW	COM	902681105	283	10,388		X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
UST INC	COM	902911106	5,228	89,822			X
US BANCORP DEL	COM NEW	902973304	30,166	833,552			X
URS CORP NEW	COM	903236107	228	5,318			X
U S G CORP	COM NEW	903293405	605	11,036			X
U S AIRWAYS GROUP INC	COM	90341W108	648	12,035			X
ULTRA PETROLEUM CORP	COM	903914109	821	17,200			X
UNION PAC CORP	COM	907818108	8,254	89,703			X
UNIONBANCAL CORP	COM	908906100	323	5,278			X
UNISYS CORP	COM	909214108	265	33,837			X
UNIT CORP	COM	909218109	443	9,148			X
UNITED DOMINION REALTY TR IN	COM	910197102	845	26,580			X
UNITED PARCEL SERVICE INC	CL B	911312106	18,190	242,600			X
UNITED STATES CELLULAR CORP	COM	911684108	1,215	17,465			X
UNITED STATES STL CORP NEW	COM	912909108	1,326	18,135			X
UNITED TECHNOLOGIES CORP	COM	913017109	37,340	597,257			X
UNITEDHEALTH GROUP INC	COM	91324P102	32,871	611,783			X
UNITRIN INC	COM	913275103	234	4,678			X
UNIVERSAL HLTH SVCS INC	CL B	913903100	308	5,549			X
UNIVISION COMMUNICATIONS INC	CL A	914906102	2,600	73,417			X
UNUMPROVIDENT CORP	COM	91529Y106	702	33,780			X
URBAN OUTFITTERS INC	COM	917047102	523	22,731			X
VCA ANTECH INC	COM	918194101	530	16,452			X
V F CORP	COM	918204108	6,735	82,051			X
VALERO ENERGY CORP NEW	COM	91913Y100	10,780	210,702			X
VALLEY NATL BANCORP	COM	919794107	2,373	89,527			X
VALSPAR CORP	COM	920355104	277	10,021			X
VARIAN MED SYS INC	COM	92220P105	1,238	26,024			X

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

VECTREN CORP	COM	92240G101	213	7,518			X
VENTAS INC	COM	92276F100	694	16,402			X
VERIFONE HLDGS INC	COM	92342Y109	2,219	62,687			X
VERISIGN INC	COM	92343E102	1,131	47,034			X
VERIZON COMMUNICATIONS	COM	92343V104	40,294	1,081,997			X
VERTEX PHARMACEUTICALS INC	COM	92532F100	887	23,700			X
VIACOM INC NEW	CL B	92553P201	5,156	125,668			X
VISHAY INTERTECHNOLOGY INC	COM	928298108	272	20,104			X
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	458	16,500			X

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
VORNADO RLTY TR	SH BEN INT	929042109	1,463	12,043			X
VULCAN MATLS CO	COM	929160109	5,502	61,219			X
WPS RESOURCES CORP	COM	92931B106	229	4,233			X
WACHOVIA CORP 2ND NEW	COM	929903102	38,526	676,483			X
WAL MART STORES INC	COM	931142103	45,661	988,770			X
WALGREEN CO	COM	931422109	15,693	341,969			X
WALTER INDS INC	COM	93317Q105	233	8,609			X
WARNER MUSIC GROUP CORP	COM	934550104	322	14,033			X
WASHINGTON FED INC	COM	938824109	202	8,593			X
WASHINGTON GROUP INTL INC	COM NEW	938862208	240	4,010			X
WASHINGTON MUT INC	COM	939322103	19,645	431,843			X
WASHINGTON POST CO	CL B	939640108	1,605	2,153			X
WASTE MGMT INC DEL	COM	94106L109	7,906	215,007			X
WATERS CORP	COM	941848103	1,821	37,196			X
WATSON PHARMACEUTICALS INC	COM	942683103	262	10,055			X
WATTS WATER TECHNOLOGIES INC	CL A	942749102	1,020	24,800			X
WEBSTER FINL CORP CONN	COM	947890109	281	5,766			X
WEIGHT WATCHERS INTL INC NEW	COM	948626106	481	9,162			X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	1,377	29,874			X
WELLCARE HEALTH PLANS INC	COM	94946T106	4,235	61,472			X
WELLPOINT INC	COM	94973V107	19,752	251,009			X
WELLS FARGO & CO NEW	COM	949746101	40,278	1,132,666			X
WENDYS INTL INC	COM	950590109	537	16,216			X
WESCO INTL INC	COM	95082P105	564	9,582			X
WESTERN DIGITAL CORP	COM	958102105	3,707	181,202			X
WESTERN UN CO	COM	959802109	5,193	231,624			X
WEYERHAEUSER CO	COM	962166104	4,471	63,277			X
WHIRLPOOL CORP	COM	963320106	1,319	15,884			X
WHITNEY HLDG CORP	COM	966612103	211	6,474			X
WHOLE FOODS MKT INC	COM	966837106	1,302	27,735			X
WILEY JOHN & SONS INC	CL A	968223206	337	8,763			X
WILLIAMS COS INC DEL	COM	969457100	5,307	203,174			X
WILLIAMS SONOMA INC	COM	969904101	599	19,050			X
WILMINGTON TRUST CORP	COM	971807102	283	6,720			X
WINDSTREAM CORP	COM	97381W104	835	58,751			X
WISCONSIN ENERGY CORP	COM	976657106	3,371	71,025			X



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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
WRIGLEY WM JR CO	COM	982526105	7,060	136,495			X
WYETH	COM	983024100	25,181	494,524			X
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,905	59,481			X
WYNN RESORTS LTD	COM	983134107	2,275	24,240			X
XM SATELLITE RADIO HLDGS INC	CL A	983759101	827	57,234			X
XTO ENERGY INC	COM	98385X106	6,781	144,123			X
XCEL ENERGY INC	COM	98389B100	4,381	189,992			X
XILINX INC	COM	983919101	3,287	138,039			X
XEROX CORP	COM	984121103	4,326	255,210			X
YRC WORLDWIDE INC	COM	984249102	213	5,658			X
YAHOO INC	COM	984332106	18,607	728,531			X
YUM BRANDS INC	COM	988498101	4,719	80,252			X
ZEBRA TECHNOLOGIES CORP	CL A	989207105	487	14,012			X
ZIMMER HLDGS INC	COM	98956P102	7,378	94,132			X
ZIONS BANCORPORATION	COM	989701107	862	10,455			X