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VERIZON COMMUNICATIONS INC
Form 13F-HR
May 11, 2012

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, 2012

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: 28-04063

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 May 8, 2012
----- ----- -----
 [Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 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,

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and all holdings are reported by other reporting manager(s).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 405

 Form 13F Information Table Value Total: 681,507.00

 (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.

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

GOLDMAN SACHS PRIME BROKERAGE

Verizon Investment Management Corp.
 FORM 13F-SOLE INSTR V. NONE AUTHORITY
 31-Mar-12

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	1,191	18,460			
COVIDIEN PLC	SHS	G2554F113	414	7,569			
HERBALIFE LTD	COM USD SHS	G4412G101	1,198	17,409			
INGERSOLL-RAND PLC	SHS	G47791101	748	18,078			
MAIDEN HOLDINGS LTD	SHS	G5753U112	351	39,000			
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,003	2,000			
CNH GLOBAL N V	SHS NEW	N20935206	393	9,900			
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	213	5,470			
AFLAC INC	COM	001055102	584	12,700			
AOL INC	COM	00184X105	431	22,700			

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AT&T INC	COM	00206R102	5,559	178,000
ABBOTT LABS	COM	002824100	5,745	93,729
ADOBE SYS INC	COM	00724F101	968	28,223
ADVANCED MICRO DEVICES INC	COM	007903107	141	17,574
AGILENT TECHNOLOGIES INC	COM	00846U101	443	9,950
AIR PRODS & CHEMS INC	COM	009158106	1,300	14,158
ALBEMARLE CORP	COM	012653101	519	8,122
ALCOA INC	COM	013817101	521	52,000
ALEXION PHARMACEUTICALS INC	COM	015351109	488	5,256
ALLEGHANY CORP DEL	COM	017175100	494	1,500
ALLERGAN INC	COM	018490102	3,294	34,514
ALLSTATE CORP	COM	020002101	444	13,500
ALTERA CORP	COM	021441100	964	24,213
ALTRIA GROUP INC	COM	02209S103	3,663	118,650
AMAZON COM INC	COM	023135106	4,858	23,991
AMERICAN ELEC PWR INC	COM	025537101	386	10,000
AMERICAN EXPRESS CO	COM	025816109	3,337	57,674
AMERICAN TOWER CORP NEW	COM	03027X100	715	11,340
AMERISOURCEBERGEN CORP	COM	03073E105	769	19,386
AMETEK INC NEW	COM	031100100	1,009	20,798
AMGEN INC	COM	031162100	2,991	44,000
AMPHENOL CORP NEW	CL A	032095101	283	4,739
ANADARKO PETE CORP	COM	032511107	1,697	21,662
ANALOG DEVICES INC	COM	032654105	580	14,367
AON CORP	COM	037389103	334	6,800
APACHE CORP	COM	037411105	2,215	22,057
APPLE INC	COM	037833100	33,779	56,340
APPLIED MATLS INC	COM	038222105	3,350	269,175
ARCHER DANIELS MIDLAND CO	COM	039483102	558	17,626
ARROW ELECTRS INC	COM	042735100	586	13,966
ASHLAND INC NEW	COM	044209104	264	4,325
ATMEL CORP	COM	049513104	121	12,243
AUTODESK INC	COM	052769106	278	6,570
AUTOMATIC DATA PROCESSING IN	COM	053015103	1,975	35,787
AUTOZONE INC	COM	053332102	1,756	4,723
AVON PRODS INC	COM	054303102	395	20,400
BB&T CORP	COM	054937107	1,475	47,000
BMC SOFTWARE INC	COM	055921100	891	22,196
BAIDU INC	SPON ADR REP A	056752108	1,093	7,500
BAKER HUGHES INC	COM	057224107	648	15,446
BALL CORP	COM	058498106	556	12,963
BANK OF AMERICA CORPORATION	COM	060505104	1,675	175,000
BANK HAWAII CORP	COM	062540109	377	7,800
BANK OF NEW YORK MELLON CORP	COM	064058100	656	27,200
BARD C R INC	COM	067383109	242	2,449
BAXTER INTL INC	COM	071813109	1,702	28,477
BECTON DICKINSON & CO	COM	075887109	967	12,454
BED BATH & BEYOND INC	COM	075896100	797	12,123
BERKLEY W R CORP	COM	084423102	433	12,000
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	4,139	51,000
BEST BUY INC	COM	086516101	403	17,000
BIOGEN IDEC INC	COM	09062X103	871	6,909
BLACKROCK INC	COM	09247X101	1,580	7,712
BOEING CO	COM	097023105	3,214	43,223
BORGWARNER INC	COM	099724106	981	11,631

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BOSTON PROPERTIES INC	COM	101121101	1,619	15,418
BRISTOL MYERS SQUIBB CO	COM	110122108	2,109	62,500
BROADCOM CORP	CL A	111320107	1,251	31,828
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	552	17,500
BROWN FORMAN CORP	CL B	115637209	208	2,500
CBS CORP NEW	CL B	124857202	1,508	44,464
CF INDS HLDGS INC	COM	125269100	1,198	6,561
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	899	13,734
CME GROUP INC	COM	12572Q105	2,025	7,000
CMS ENERGY CORP	COM	125896100	330	15,000
CSX CORP	COM	126408103	1,137	52,830
CVS CAREMARK CORPORATION	COM	126650100	3,091	69,000
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	205	13,938
CALPINE CORP	COM NEW	131347304	250	14,500
CAMERON INTERNATIONAL CORP	COM	13342B105	904	17,111
CAPITAL ONE FINL CORP	COM	14040H105	1,533	27,500
CARDINAL HEALTH INC	COM	14149Y108	1,121	26,012
CAREFUSION CORP	COM	14170T101	817	31,500
CARNIVAL CORP	PAIRED CTF	143658300	1,219	38,000
CATERPILLAR INC DEL	COM	149123101	4,073	38,233
CELANESE CORP DEL	COM SER A	150870103	784	16,967
CELGENE CORP	COM	151020104	3,996	51,546
CENTERPOINT ENERGY INC	COM	15189T107	483	24,500
CENTURYLINK INC	COM	156700106	673	17,400
CERNER CORP	COM	156782104	2,747	36,064
CHESAPEAKE ENERGY CORP	COM	165167107	514	22,200
CHEVRON CORP NEW	COM	166764100	7,320	68,276
CHIPOTLE MEXICAN GRILL INC	COM	169656105	372	890
CHUBB CORP	COM	171232101	691	10,000
CISCO SYS INC	COM	17275R102	2,644	125,000
CITIGROUP INC	COM NEW	172967424	2,193	60,000
CITRIX SYS INC	COM	177376100	1,134	14,375
CLIFFS NATURAL RESOURCES INC	COM	18683K101	490	7,075
COACH INC	COM	189754104	1,537	19,895
COCA COLA CO	COM	191216100	9,361	126,486
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,824	23,699
COLGATE PALMOLIVE CO	COM	194162103	1,233	12,608
COMCAST CORP NEW	CL A	20030N101	3,192	106,380
CONCHO RES INC	COM	20605P101	302	2,956
CONOCOPHILLIPS	COM	20825C104	3,610	47,500
CONSOL ENERGY INC	COM	20854P109	1,172	34,380
CONSOLIDATED EDISON INC	COM	209115104	818	14,000
CORN PRODS INTL INC	COM	219023108	1,918	33,263
CORNING INC	COM	219350105	760	54,000
COSTCO WHSL CORP NEW	COM	22160K105	3,549	39,091
CROWN CASTLE INTL CORP	COM	228227104	971	18,204
CROWN HOLDINGS INC	COM	228368106	625	16,958
CULLEN FROST BANKERS INC	COM	229899109	727	12,500
CUMMINS INC	COM	231021106	1,298	10,811
CYPRESS SEMICONDUCTOR CORP	COM	232806109	374	23,911
DTE ENERGY CO	COM	233331107	743	13,500
DANAHER CORP DEL	COM	235851102	2,279	40,702
DARDEN RESTAURANTS INC	COM	237194105	572	11,172
DAVITA INC	COM	23918K108	246	2,730
DECKERS OUTDOOR CORP	COM	243537107	480	7,606

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DEERE & CO	COM	244199105	1,749	21,623
DELL INC	COM	24702R101	1,593	95,988
DELTA AIR LINES INC DEL	COM NEW	247361702	144	14,534
DEVON ENERGY CORP NEW	COM	25179M103	960	13,500
DIGITAL RLTY TR INC	COM	253868103	213	2,876
DISNEY WALT CO	COM DISNEY	254687106	2,714	62,000
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	382	7,556
DISH NETWORK CORP	CL A	25470M109	800	24,297
DISCOVER FINL SVCS	COM	254709108	1,368	41,044
DIRECTV	COM CL A	25490A101	2,604	52,774
DOLLAR TREE INC	COM	256746108	330	3,496
DOMINION RES INC VA NEW	COM	25746U109	1,408	27,500
DONALDSON INC	COM	257651109	870	24,363
DOVER CORP	COM	260003108	954	15,150
DOW CHEM CO	COM	260543103	1,334	38,500
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1,557	38,729
DU PONT E I DE NEMOURS & CO	COM	263534109	2,886	54,553
DUKE ENERGY CORP NEW	COM	26441C105	1,366	65,000
E M C CORP MASS	COM	268648102	3,775	126,329
EOG RES INC	COM	26875P101	2,153	19,375
EQT CORP	COM	26884L109	229	4,750
EASTMAN CHEM CO	COM	277432100	396	7,664
EATON CORP	COM	278058102	757	15,197
EBAY INC	COM	278642103	2,140	57,992
ECOLAB INC	COM	278865100	830	13,444
EDWARDS LIFESCIENCES CORP	COM	28176E108	238	3,279
EL PASO CORP	COM	28336L109	2,384	80,689
EL PASO ELEC CO	COM NEW	283677854	292	9,000
ELECTRONIC ARTS INC	COM	285512109	404	24,505
EMERSON ELEC CO	COM	291011104	2,687	51,491
ENERGIZER HLDGS INC	COM	29266R108	371	5,000
EQUINIX INC	COM NEW	29444U502	211	1,339
EXELON CORP	COM	30161N101	630	16,055
EXPEDIA INC DEL	COM NEW	30212P303	230	6,876
EXPEDITORS INTL WASH INC	COM	302130109	980	21,072
EXPRESS SCRIPTS INC	COM	302182100	2,221	40,993
EXXON MOBIL CORP	COM	30231G102	22,285	256,943
FMC TECHNOLOGIES INC	COM	30249U101	1,239	24,571
F M C CORP	COM NEW	302491303	217	2,051
FAMILY DLR STORES INC	COM	307000109	221	3,497
FASTENAL CO	COM	311900104	456	8,431
FEDEX CORP	COM	31428X106	526	5,724
F5 NETWORKS INC	COM	315616102	313	2,319
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	388	21,500
FISERV INC	COM	337738108	776	11,189
FIRSTENERGY CORP	COM	337932107	456	10,000
FLUOR CORP NEW	COM	343412102	689	11,483
FLOWERVE CORP	COM	34354P105	618	5,346
FOOT LOCKER INC	COM	344849104	543	17,500
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,468	117,664
FOREST LABS INC	COM	345838106	458	13,200
FRANKLIN RES INC	COM	354613101	1,816	14,642
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	2,381	62,585
GENERAL DYNAMICS CORP	COM	369550108	697	9,500
GENERAL ELECTRIC CO	COM	369604103	6,804	339,000
GENERAL MLS INC	COM	370334104	1,431	36,263

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GENERAL MTRS CO	COM	37045V100	408	15,900
GILEAD SCIENCES INC	COM	375558103	2,565	52,503
GOLDMAN SACHS GROUP INC	COM	38141G104	1,455	11,700
GOODRICH CORP	COM	382388106	997	7,947
GOOGLE INC	CL A	38259P508	10,386	16,196
GRAFTECH INTL LTD	COM	384313102	273	22,894
GRAINGER W W INC	COM	384802104	350	1,628
GREAT PLAINS ENERGY INC	COM	391164100	367	18,100
GUESS INC	COM	401617105	308	9,853
HCP INC	COM	40414L109	521	13,200
HALLIBURTON CO	COM	406216101	2,362	71,162
HARLEY DAVIDSON INC	COM	412822108	1,171	23,855
HEINZ H J CO	COM	423074103	850	15,874
HEWLETT PACKARD CO	COM	428236103	1,463	61,400
HOME DEPOT INC	COM	437076102	4,832	96,052
HONEYWELL INTL INC	COM	438516106	3,175	52,002
HUMANA INC	COM	444859102	925	10,000
ITT EDUCATIONAL SERVICES INC	COM	45068B109	381	5,762
IDEX CORP	COM	45167R104	490	11,623
ILLINOIS TOOL WKS INC	COM	452308109	1,937	33,911
INTEL CORP	COM	458140100	3,346	119,000
INTEGRYS ENERGY GROUP INC	COM	45822P105	360	6,800
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,663	12,102
INTERNATIONAL BUSINESS MACHS	COM	459200101	15,885	76,130
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	533	9,098
INTL PAPER CO	COM	460146103	412	11,750
INTUITIVE SURGICAL INC	COM NEW	46120E602	2,830	5,223
INTUIT	COM	461202103	1,423	23,651
ISHARES TR	RUSSELL 1000	464287622	3,878	49,744
JPMORGAN CHASE & CO	COM	46625H100	5,564	121,000
JOHNSON & JOHNSON	COM	478160104	7,387	111,988
JOHNSON CTLS INC	COM	478366107	790	24,308
JOY GLOBAL INC	COM	481165108	477	6,496
JUNIPER NETWORKS INC	COM	48203R104	349	15,241
KBR INC	COM	48242W106	632	17,782
KLA-TENCOR CORP	COM	482480100	202	3,711
KELLOGG CO	COM	487836108	353	6,577
KIMBERLY CLARK CORP	COM	494368103	1,798	24,340
KOHL'S CORP	COM	500255104	1,197	23,930
KRAFT FOODS INC	CL A	50075N104	2,262	59,500
KROGER CO	COM	501044101	1,624	67,040
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	262	2,865
LAM RESEARCH CORP	COM	512807108	502	11,259
LAS VEGAS SANDS CORP	COM	517834107	1,509	26,213
LAUDER ESTEE COS INC	CL A	518439104	400	6,452
LEUCADIA NATL CORP	COM	527288104	496	19,000
LIBERTY GLOBAL INC	COM SER A	530555101	397	7,925
LIFE TECHNOLOGIES CORP	COM	53217V109	1,242	25,445
LILLY ELI & CO	COM	532457108	2,242	55,674
LIMITED BRANDS INC	COM	532716107	1,077	22,447
LINEAR TECHNOLOGY CORP	COM	535678106	219	6,511
LOCKHEED MARTIN CORP	COM	539830109	594	6,615
LOEWS CORP	COM	540424108	1,495	37,500
LOWES COS INC	COM	548661107	1,255	40,000
M & T BK CORP	COM	55261F104	1,043	12,000
MACYS INC	COM	55616P104	457	11,510

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MANPOWERGROUP INC	COM	56418H100	237	5,000
MARATHON OIL CORP	COM	565849106	2,167	68,362
MARSH & MCLENNAN COS INC	COM	571748102	590	18,000
MARRIOTT INTL INC NEW	CL A	571903202	281	7,416
MASCO CORP	COM	574599106	137	10,238
MASTERCARD INC	CL A	57636Q104	3,392	8,067
MATTEL INC	COM	577081102	1,578	46,884
MAXIM INTEGRATED PRODS INC	COM	57772K101	241	8,445
MCDERMOTT INTL INC	COM	580037109	162	12,668
MCDONALDS CORP	COM	580135101	6,589	67,166
MCGRAW HILL COS INC	COM	580645109	826	17,042
MCKESSON CORP	COM	58155Q103	2,169	24,709
MEAD JOHNSON NUTRITION CO	COM	582839106	913	11,069
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	804	11,431
MEDTRONIC INC	COM	585055106	1,936	49,406
MERCK & CO INC NEW	COM	58933Y105	3,272	85,200
METLIFE INC	COM	59156R108	355	9,500
METROPICS COMMUNICATIONS INC	COM	591708102	266	29,439
MICROSOFT CORP	COM	594918104	14,230	441,173
MICROCHIP TECHNOLOGY INC	COM	595017104	203	5,446
MOHAWK INDS INC	COM	608190104	499	7,500
MONSANTO CO NEW	COM	61166W101	2,841	35,624
MONSTER BEVERAGE CORP	COM	611740101	250	4,034
MONSTER WORLDWIDE INC	COM	611742107	113	11,624
MOODYS CORP	COM	615369105	240	5,699
MORGAN STANLEY	COM NEW	617446448	377	19,200
MOSAIC CO NEW	COM	61945C103	712	12,878
MYLAN INC	COM	628530107	267	11,366
NII HLDGS INC	CL B NEW	62913F201	239	13,058
NVR INC	COM	62944T105	581	800
NASDAQ OMX GROUP INC	COM	631103108	775	29,931
NATIONAL FUEL GAS CO N J	COM	636180101	281	5,845
NATIONAL OILWELL VARCO INC	COM	637071101	954	12,000
NETAPP INC	COM	64110D104	945	21,118
NETFLIX INC	COM	64110L106	757	6,583
NEWMONT MINING CORP	COM	651639106	882	17,200
NEWS CORP	CL A	65248E104	1,801	91,400
NIKE INC	CL B	654106103	1,649	15,208
NOBLE ENERGY INC	COM	655044105	686	7,014
NORDSTROM INC	COM	655664100	245	4,404
NORFOLK SOUTHERN CORP	COM	655844108	941	14,300
NOVELLUS SYS INC	COM	670008101	1,572	31,500
NSTAR	COM	67019E107	681	14,000
NUCOR CORP	COM	670346105	301	7,000
NVIDIA CORP	COM	67066G104	264	17,163
OGE ENERGY CORP	COM	670837103	535	10,000
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	335	3,669
OCCIDENTAL PETE CORP DEL	COM	674599105	3,980	41,794
OCEANEERING INTL INC	COM	675232102	1,116	20,703
OMNICOM GROUP INC	COM	681919106	1,253	24,738
ON SEMICONDUCTOR CORP	COM	682189105	115	12,715
ONEOK INC NEW	COM	682680103	672	8,230
ORACLE CORP	COM	68389X105	7,165	245,718
PG&E CORP	COM	69331C108	369	8,500
PNC FINL SVCS GROUP INC	COM	693475105	1,902	29,500
PNM RES INC	COM	69349H107	275	15,000

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PPG INDS INC	COM	693506107	1,295	13,522
PACCAR INC	COM	693718108	873	18,649
PARKER HANNIFIN CORP	COM	701094104	996	11,782
PAYCHEX INC	COM	704326107	474	15,300
PEABODY ENERGY CORP	COM	704549104	224	7,741
PENNEY J C INC	COM	708160106	443	12,500
PEPSICO INC	COM	713448108	6,648	100,193
PERRIGO CO	COM	714290103	245	2,373
PFIZER INC	COM	717081103	5,435	240,000
PHILIP MORRIS INTL INC	COM	718172109	10,059	113,517
PINNACLE WEST CAP CORP	COM	723484101	431	9,000
PIONEER NAT RES CO	COM	723787107	302	2,707
PRAXAIR INC	COM	74005P104	1,740	15,174
PRECISION CASTPARTS CORP	COM	740189105	3,735	21,602
PRICE T ROWE GROUP INC	COM	74144T108	485	7,427
PRICELINE COM INC	COM NEW	741503403	2,525	3,519
PRINCIPAL FINL GROUP INC	COM	74251V102	390	13,200
PROCTER & GAMBLE CO	COM	742718109	6,744	100,347
PROGRESS ENERGY INC	COM	743263105	526	9,900
PROGRESSIVE CORP OHIO	COM	743315103	547	23,600
PRUDENTIAL FINL INC	COM	744320102	1,382	21,800
PUBLIC STORAGE	COM	74460D109	2,733	19,782
QEP RES INC	COM	74733V100	365	11,967
QUALCOMM INC	COM	747525103	8,353	122,735
QUEST DIAGNOSTICS INC	COM	74834L100	253	4,130
RALPH LAUREN CORP	CL A	751212101	313	1,795
RANGE RES CORP	COM	75281A109	1,569	26,995
RAYONIER INC	COM	754907103	649	14,730
RAYTHEON CO	COM NEW	755111507	924	17,500
RED HAT INC	COM	756577102	331	5,519
REGENERON PHARMACEUTICALS	COM	75886F107	243	2,084
RELIANCE STEEL & ALUMINUM CO	COM	759509102	216	3,824
REPUBLIC SVCS INC	COM	760759100	322	10,542
ROCKWELL AUTOMATION INC	COM	773903109	1,285	16,126
ROCKWELL COLLINS INC	COM	774341101	862	14,983
ROPER INDS INC NEW	COM	776696106	272	2,742
ROSS STORES INC	COM	778296103	390	6,720
SLM CORP	COM	78442P106	827	52,500
ST JUDE MED INC	COM	790849103	417	9,402
SALESFORCE COM INC	COM	79466L302	1,519	9,828
SANDISK CORP	COM	80004C101	1,413	28,500
SANDRIDGE ENERGY INC	COM	80007P307	92	11,723
SARA LEE CORP	COM	803111103	299	13,885
SCHEIN HENRY INC	COM	806407102	363	4,795
SCHLUMBERGER LTD	COM	806857108	5,860	83,797
SCHWAB CHARLES CORP NEW	COM	808513105	702	48,870
SEMPRA ENERGY	COM	816851109	288	4,800
SHERWIN WILLIAMS CO	COM	824348106	279	2,566
SIGMA ALDRICH CORP	COM	826552101	912	12,483
SIMON PPTY GROUP INC NEW	COM	828806109	2,747	18,853
SIRIUS XM RADIO INC	COM	82967N108	261	112,834
SOTHEBYS	COM	835898107	393	10,000
SOUTHERN CO	COM	842587107	1,415	31,500
SOUTHWESTERN ENERGY CO	COM	845467109	400	13,083
SPECTRA ENERGY CORP	COM	847560109	773	24,500
SPRINT NEXTEL CORP	COM SER 1	852061100	426	149,500
STARBUCKS CORP	COM	855244109	3,294	58,932
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,020	18,078
STATE STR CORP	COM	857477103	1,229	27,000

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STERICYCLE INC	COM	858912108	205	2,455
STRYKER CORP	COM	863667101	497	8,964
SUNTRUST BKS INC	COM	867914103	906	37,500
SYMANTEC CORP	COM	871503108	860	46,002
SYSCO CORP	COM	871829107	498	16,683
TJX COS INC NEW	COM	872540109	2,040	51,383
TARGET CORP	COM	87612E106	1,809	31,044
TECH DATA CORP	COM	878237106	461	8,500
TERADATA CORP DEL	COM	88076W103	942	13,826
TERADYNE INC	COM	880770102	659	39,000
TESORO CORP	COM	881609101	510	19,000
TEXAS INSTRS INC	COM	882508104	1,888	56,182
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,325	23,500
THOMAS & BETTS CORP	COM	884315102	637	8,863
3M CO	COM	88579Y101	3,956	44,340
TIFFANY & CO NEW	COM	886547108	252	3,652
TIME WARNER INC	COM NEW	887317303	1,321	35,000
TIME WARNER CABLE INC	COM	88732J207	1,078	13,224
TOLL BROTHERS INC	COM	889478103	348	14,500
TORCHMARK CORP	COM	891027104	1,264	25,350
TOWERS WATSON & CO	CL A	891894107	848	12,838
TRAVELERS COMPANIES INC	COM	89417E109	1,184	20,000
TRIPADVISOR INC	COM	896945201	245	6,876
US BANCORP DEL	COM NEW	902973304	2,123	67,000
URS CORP NEW	COM	903236107	234	5,500
UNION PAC CORP	COM	907818108	2,180	20,286
UNITED CONTL HLDGS INC	COM	910047109	410	19,074
UNITED PARCEL SERVICE INC	CL B	911312106	2,624	32,507
UNITED STATES CELLULAR CORP	COM	911684108	332	8,100
UNITED TECHNOLOGIES CORP	COM	913017109	4,857	58,556
UNITEDHEALTH GROUP INC	COM	91324P102	3,672	62,300
UNUM GROUP	COM	91529Y106	759	31,000
VALERO ENERGY CORP NEW	COM	91913Y100	354	13,733
VARIAN MED SYS INC	COM	92220P105	1,534	22,251
VENTAS INC	COM	92276F100	251	4,400
VERIZON COMMUNICATIONS INC	COM	92343V104	50,867	1,330,548
VERTEX PHARMACEUTICALS INC	COM	92532F100	214	5,213
VIACOM INC NEW	CL B	92553P201	1,770	37,288
VIRGIN MEDIA INC	COM	92769L101	462	18,477
VISA INC	COM CL A	92826C839	2,222	18,829
VMWARE INC	CL A COM	928563402	1,845	16,423
VORNADO RLTY TR	SH BEN INT	929042109	529	6,279
WAL MART STORES INC	COM	931142103	5,083	83,059
WALGREEN CO	COM	931422109	2,736	81,709
WASTE CONNECTIONS INC	COM	941053100	499	15,345
WASTE MGMT INC DEL	COM	94106L109	489	14,000
WATERS CORP	COM	941848103	243	2,620
WATSON PHARMACEUTICALS INC	COM	942683103	229	3,410
WELLPOINT INC	COM	94973V107	1,070	14,500
WELLS FARGO & CO NEW	COM	949746101	4,945	144,845
WESTERN DIGITAL CORP	COM	958102105	363	8,759
WESTERN UN CO	COM	959802109	823	46,777
WHOLE FOODS MKT INC	COM	966837106	368	4,421
WISCONSIN ENERGY CORP	COM	976657106	440	12,500
WYNN RESORTS LTD	COM	983134107	903	7,232
XILINX INC	COM	983919101	277	7,595

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YAHOO INC	COM	984332106	257	16,900
YUM BRANDS INC	COM	988498101	2,385	33,511

TOTAL			681,507	
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