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WADDELL & REED FINANCIAL INC  
Form 13F-HR  
May 15, 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 No. \_\_\_\_\_  
This Amendment (check one only):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Waddell & Reed Financial, Inc.  
Address: 6300 Lamar Avenue  
Overland Park, KS 66202

Form 13F File Number: 28-7592

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.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Kristen A. Richards  
Title: Attorney-In-Fact  
Phone: (913) 236-1923

Signature, Place and Date of Signing:

/s/ Kristen A. Richards Overland Park, Kansas May 15, 2012  
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The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts that are advised by Waddell & Reed Investment Management Company ("WRIMCO") or Ivy Investment Management Company ("IICO"). WRIMCO is an investment advisory subsidiary of Waddell & Reed, Inc. ("WRI"). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ("WRFSI"). WRFSI is a subsidiary of Waddell & Reed Financial, Inc., a publicly traded company ("WDR"). IICO is an investment advisory subsidiary of WDR. WDR, WRFSI and WRI are deemed to have "investment discretion" over the securities due to their control relationship, as applicable, with IICO and WRIMCO pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

13F HOLDINGS. (Check here if all holdings of this reporting manager are reported in this report.)

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[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4  
 Form 13F Information Table Entry Total 825  
 Form 13F Information Table Value Total \$45,398,323 (\$ 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.

No.	Form 13F File Number	Name
1	28-7594	Waddell & Reed Financial Services, Inc.
2	28-375	Waddell & Reed, Inc.
3	28-4466	Waddell & Reed Investment Management Company
4	28-10368	Ivy Investment Management Company

		31-Mar-12					
		ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
		NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ INVESTMENT DISCRETIO
		AAR CORP	COM	361105	4,030	220,800 SH	DEFINED
		AAR CORP	COM	361105	3,665	200,800 SH	DEFINED
		AT&T INC	COM	00206R102	18,338	587,200 SH	DEFINED
		AT&T INC	COM	00206R102	64,737	2,072,900 SH	DEFINED
		ACCRETIVE HEALTH INC	COM	00438V103	13,690	685,542 SH	DEFINED
		ACCRETIVE HEALTH INC	COM	00438V103	13,662	684,150 SH	DEFINED
		ACCURIDE CORP NEW	COM NEW	00439T206	1,118	128,700 SH	DEFINED
		ACI WORLDWIDE INC	COM	4498101	89,887	2,232,109 SH	DEFINED
		ACI WORLDWIDE INC	COM	4498101	176,382	4,379,984 SH	DEFINED
		ACME PACKET INC	COM	4764106	25,963	943,417 SH	DEFINED
		ACME PACKET INC	COM	4764106	35,648	1,295,360 SH	DEFINED
		ACUITY BRANDS INC	COM	00508Y102	26,712	425,150 SH	DEFINED
		ACUITY BRANDS INC	COM	00508Y102	75,189	1,196,712 SH	DEFINED
		ACXIOM CORP	COM	5125109	38,754	2,639,900 SH	DEFINED

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ACXIOM CORP	COM	5125109	71,941	4,900,614	SH	DEFINED
AEGION CORP	COM	00770F104	2,801	157,100	SH	DEFINED
AEGION CORP	COM	00770F104	5,333	299,101	SH	DEFINED
AETNA INC NEW	COM	00817Y108	3,215	64,100	SH	DEFINED
AETNA INC NEW	COM	00817Y108	19,036	379,500	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	21,848	195,400	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	24,729	221,170	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	27,890	626,600	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	26,590	597,400	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	8,409	91,600	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	62,283	678,465	SH	DEFINED
AKORN INC	COM	9728106	3,812	325,770	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	15351109	58,307	627,900	SH	DEFINED
ALLERGAN INC	COM	18490102	104,478	1,094,817	SH	DEFINED
ALLERGAN INC	COM	18490102	468,542	4,909,800	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	107,016	849,600	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	203,532	1,615,850	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	5,284	347,400	SH	DEFINED
ALTERA CORP	COM	21441100	28,919	726,240	SH	DEFINED
ALTERA CORP	COM	21441100	181,038	4,546,421	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	10,491	339,850	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	33,193	1,075,250	SH	DEFINED
AMAZON COM INC	COM	23135106	5,894	29,105	SH	DEFINED
AMAZON COM INC	COM	23135106	35,036	173,010	SH	DEFINED
AMERICA MOVIL SAB DE C V	SPON ADR					
	L SHS	02364W105	20,379	820,750	SH	DEFINED
AMERICA MOVIL SAB DE C V	SPON ADR					
	L SHS	02364W105	7,764	312,670	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	304,414	10,305,150	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	88,394	2,992,360	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	330	5,710	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	23,445	405,200	SH	DEFINED
AMERICAN VANGUARD CORP	COM	30371108	2,576	118,769	SH	DEFINED
AMGEN INC	COM	31162100	4,066	59,800	SH	DEFINED
AMGEN INC	COM	31162100	24,125	354,834	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	4,240	54,125	SH	DEFINED

31-Mar-12

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL	INVESTMENT DISCRETION
ANADARKO PETE CORP	COM	32511107	10,353	132,150	SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	27,884	383,450	SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	167,107	2,297,949	SH	DEFINED
ANN INC	COM	35623107	6,175	215,600	SH	DEFINED
ANN INC	COM	35623107	5,699	199,000	SH	DEFINED
ANSYS INC	COM	03662Q105	35,160	540,750	SH	DEFINED
ANSYS INC	COM	03662Q105	32,790	504,300	SH	DEFINED
APACHE CORP	COM	37411105	9,466	94,250	SH	DEFINED

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APACHE CORP	COM	37411105	25,764	256,509	SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	192,666	13,492,050	SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	32,442	2,271,850	SH	DEFINED
APPLE INC	COM	37833100	1,285,040	2,143,627	SH	DEFINED
APPLE INC	COM	37833100	1,693,159	2,824,427	SH	DEFINED
ARCH COAL INC	COM	39380100	586	54,675	SH	DEFINED
ARCH COAL INC	COM	39380100	1,427	133,200	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	32,113	1,014,300	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	53,705	1,696,300	SH	DEFINED
ARM HLDGS PLC	SPONSORED					
	ADR	42068106	25,897	915,395	SH	DEFINED
ARM HLDGS PLC	SPONSORED					
	ADR	42068106	49,303	1,742,757	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	50,087	2,248,050	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	48,172	2,162,110	SH	DEFINED
ASHLAND INC NEW	COM	44209104	4,873	79,800	SH	DEFINED
ASHLAND INC NEW	COM	44209104	4,409	72,200	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	105,786	5,152,747	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	204,247	9,948,711	SH	DEFINED
ATHENAHEALTH INC	COM	04685W103	9,183	123,900	SH	DEFINED
ATHENAHEALTH INC	COM	04685W103	8,613	116,200	SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P					
	INT	49392103	7,578	214,200	SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P					
	INT	49392103	6,988	197,500	SH	DEFINED
AUTOZONE INC	COM	53332102	44,819	120,545	SH	DEFINED
AUTOZONE INC	COM	53332102	150,531	404,871	SH	DEFINED
BP PLC	SPONSORED					
	ADR	55622104	1,028	22,850	SH	DEFINED
BP PLC	SPONSORED					
	ADR	55622104	2,498	55,500	SH	DEFINED
BAIDU INC	SPON ADR					
	REP A	56752108	896,692	6,151,420	SH	DEFINED
BAIDU INC	SPON ADR					
	REP A	56752108	150,497	1,032,430	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	3,058	80,465	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	2,775	73,000	SH	DEFINED
BANK OF THE OZARKS INC	COM	63904106	10,200	326,300	SH	DEFINED
BANK OF THE OZARKS INC	COM	63904106	9,528	304,800	SH	DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	979	56,450	SH	DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	2,317	133,550	SH	DEFINED
BEAM INC	COM	73730103	12,165	207,700	SH	DEFINED
BEAM INC	COM	73730103	90,210	1,540,215	SH	DEFINED
BED BATH & BEYOND INC	COM	75896100	1,315	20,000	SH	DEFINED
BELO CORP	COM SER A	80555105	5,823	812,200	SH	DEFINED
BELO CORP	COM SER A	80555105	5,350	746,100	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	84670702	6,638	81,800	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	84670702	14,388	177,300	SH	DEFINED

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BHP BILLITON LTD	SPONSORED					
	ADR	88606108	3,711	51,250	SH	DEFINED
BHP BILLITON LTD	SPONSORED					
	ADR	88606108	9,347	129,100	SH	DEFINED
BJS RESTAURANTS INC	COM	09180C106	4,451	88,400	SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT					
	LTD	09253U108	426,757	26,772,730	SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT					
	LTD	09253U108	70,406	4,416,910	SH	DEFINED
BOEING CO	COM	97023105	29,512	396,831	SH	DEFINED
BOEING CO	COM	97023105	166,070	2,233,019	SH	DEFINED
BOISE INC	COM	09746Y105	6,432	783,400	SH	DEFINED
BOISE INC	COM	09746Y105	5,935	722,900	SH	DEFINED
BONA FILM GROUP LTD	SPONSORED					
	ADS	09777B107	3,137	600,930	SH	DEFINED
BORG WARNER INC	COM	99724106	80,588	955,510	SH	DEFINED
BORG WARNER INC	COM	99724106	203,597	2,414,006	SH	DEFINED
BOSTON BEER INC	CL A	100557107	28,294	264,951	SH	DEFINED
BOSTON BEER INC	CL A	100557107	61,198	573,068	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	4,592	767,900	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	8,716	1,457,600	SH	DEFINED
BROADCOM CORP	CL A	111320107	7,528	191,554	SH	DEFINED
BROADCOM CORP	CL A	111320107	52,233	1,329,095	SH	DEFINED
BROADSOFT INC	COM	11133B409	2,314	60,500	SH	DEFINED
BROADSOFT INC	COM	11133B409	37,419	978,266	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	31,294	375,275	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	40,167	481,680	SH	DEFINED
CBS CORP NEW	CL B	124857202	743,659	21,930,377	SH	DEFINED
CBS CORP NEW	CL B	124857202	665,847	19,635,723	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	35,258	1,766,447	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	28,201	1,412,860	SH	DEFINED
CME GROUP INC	COM	12572Q105	71,465	247,000	SH	DEFINED
CME GROUP INC	COM	12572Q105	16,963	58,630	SH	DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	1,491	7,300	SH	DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	3,596	17,600	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	5,264	117,500	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	31,184	696,069	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	1,747	56,050	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	4,314	138,400	SH	DEFINED
CAMECO CORP	COM	13321L108	1,187	55,250	SH	DEFINED
CAMECO CORP	COM	13321L108	2,811	130,800	SH	DEFINED
CAMELOT INFORMATION SYS INC	ADS RP ORD					
	SHS	13322V105	1,297	342,212	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	4,034	76,350	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	9,552	180,800	SH	DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	3,493	299,600	SH	DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	3,220	276,200	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	32,708	586,787	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	298,037	5,346,921	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	5,097	429,800	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,609	388,600	SH	DEFINED
CARBO CERAMICS INC	COM	140781105	1,803	17,100	SH	DEFINED
CARBO CERAMICS INC	COM	140781105	20,932	198,500	SH	DEFINED
CARIBOU COFFEE INC	COM	142042209	1,852	99,335	SH	DEFINED

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CARMAX INC	COM	143130102	68,824	1,986,250 SH		DEFINED
CARMAX INC	COM	143130102	61,048	1,761,850 SH		DEFINED
CATERPILLAR INC DEL	COM	149123101	513,591	4,821,548 SH		DEFINED
CATERPILLAR INC DEL	COM	149123101	135,154	1,268,810 SH		DEFINED
CAVIUM INC	COM	14964U108	40,479	1,308,300 SH		DEFINED
CAVIUM INC	COM	14964U108	36,231	1,171,020 SH		DEFINED
CENTURYTEL INC	COM	156700106	8,472	219,200 SH		DEFINED
CENTURYTEL INC	COM	156700106	16,129	417,300 SH		DEFINED
CEPHEID	COM	15670R107	8,027	191,900 SH		DEFINED
CEPHEID	COM	15670R107	7,550	180,500 SH		DEFINED
CERNER CORP	COM	156782104	25,879	339,800 SH		DEFINED
CERNER CORP	COM	156782104	50,243	659,700 SH		DEFINED
CHART INDS INC	COM PAR					
	\$0.01	16115Q308	4,630	63,140 SH		DEFINED
CHICAGO BRIDGE & IRON CO	N Y					
	REGISTRY					
	SH	167250109	17,101	395,950 SH		DEFINED
CHICAGO BRIDGE & IRON CO	N Y					
	REGISTRY					
	SH	1.67E+08	16,457	381,030 SH		DEFINED
CHINA ZENIX AUTO INTL LTD	ADS	1.70E+108	2,148	600,000 SH		DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	7,423	338,200 SH		DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	6,862	312,600 SH		DEFINED
CISCO SYS INC	COM	17275R102	103,163	4,877,700 SH		DEFINED
CISCO SYS INC	COM	17275R102	17,000	803,790 SH		DEFINED
CINTAS CORP	COM	172908105	1,596	40,800 SH		DEFINED
CINTAS CORP	COM	172908105	4,057	103,700 SH		DEFINED
CITIGROUP INC	COM NEW	172967424	3,527	96,500 SH		DEFINED
CITIGROUP INC	COM NEW	172967424	20,943	573,000 SH		DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	1,247	58,600 SH		DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	3,070	144,250 SH		DEFINED
CLEARWIRE CORP NEW	CL A	18538Q105	7,871	3,452,300 SH		DEFINED
CLEARWIRE CORP NEW	CL A	18538Q105	18,108	7,942,275 SH		DEFINED
COBALT INTL ENERGY INC	COM	19075F106	1,387	46,200 SH		DEFINED
COBALT INTL ENERGY INC	COM	19075F106	3,237	107,800 SH		DEFINED
COCA COLA CO	COM	191216100	41,454	560,116 SH		DEFINED
COCA COLA CO	COM	191216100	159,761	2,158,639 SH		DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	758,675	9,859,320 SH		DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	372,418	4,839,740 SH		DEFINED
COLGATE PALMOLIVE CO	COM	194162103	18,791	192,175 SH		DEFINED
COLGATE PALMOLIVE CO	COM	194162103	74,523	762,152 SH		DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	3,153	160,400 SH		DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	2,505	127,400 SH		DEFINED
COLUMBIA SPORTSWEAR CO	COM	1.99E+08	1,153	24,300 SH		DEFINED
COLUMBIA SPORTSWEAR CO	COM	1.99E+08	22,378	471,621 SH		DEFINED
COMCAST CORP NEW	CL A	20030N101	2,251	75,000 SH		DEFINED
COMERICA INC	COM	200340107	809	25,000 SH		DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	12,208	548,900 SH		DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	11,313	508,700 SH		DEFINED
CONCHO RES INC	COM	20605P101	1,419	13,900 SH		DEFINED

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CONCHO RES INC	COM	20605P101	3,440	33,700	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	1,317,142	17,328,535	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	478,700	6,297,862	SH	DEFINED

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CONSTANT CONTACT INC	COM	210313102	10,931	366,942	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	37,117	432,500	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	41,395	482,350	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,488	213,700	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,166	194,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	7,368	81,146	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	128,344	1,413,479	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	5,296	76,700	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	4,937	71,500	SH	DEFINED
CREE INC	COM	225447101	51,734	1,635,600	SH	DEFINED
CREE INC	COM	225447101	93,317	2,950,280	SH	DEFINED
CUMMINS INC	COM	231021106	457,911	3,814,650	SH	DEFINED
CUMMINS INC	COM	231021106	88,444	736,790	SH	DEFINED
CYBERONICS INC	COM	23251P102	3,313	86,900	SH	DEFINED
CYBERONICS INC	COM	23251P102	47,884	1,255,818	SH	DEFINED
CYTEC INDS INC	COM	232820100	4,298	70,700	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,921	64,500	SH	DEFINED
D R HORTON INC	COM	23331A109	5,761	379,750	SH	DEFINED
D R HORTON INC	COM	23331A109	15,031	990,850	SH	DEFINED
DANA HLDG CORP	COM	235825205	3,656	235,900	SH	DEFINED
DANAHER CORP DEL	COM	235851102	7,433	132,725	SH	DEFINED
DANAHER CORP DEL	COM	235851102	79,690	1,423,030	SH	DEFINED
DARLING INTL INC	COM	237266101	9,436	541,700	SH	DEFINED
DARLING INTL INC	COM	237266101	17,924	1,028,924	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	20,584	680,250	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	30,767	1,016,768	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	4,305	355,500	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	3,979	328,600	SH	DEFINED
DEERE & CO	COM	244199105	13,566	167,690	SH	DEFINED
DEERE & CO	COM	244199105	20,267	250,518	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	3,043	102,100	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	2,834	95,100	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	7,885	110,875	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	73,381	1,031,785	SH	DEFINED
DEXCOM INC	COM	252131107	12,003	1,150,800	SH	DEFINED
DEXCOM INC	COM	252131107	32,236	3,090,700	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	7,604	78,800	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	19,869	205,900	SH	DEFINED
DICE HLDGS INC	COM	253017107	9,534	1,021,900	SH	DEFINED
DICE HLDGS INC	COM	253017107	30,168	3,233,390	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	278	6,360	SH	DEFINED

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DISNEY WALT CO	COM DISNEY	254687106	3,288	75,100	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	5,866	115,920	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	98,239	1,941,490	SH	DEFINED
DOLE FOOD CO INC NEW	COM	256603101	1,155	115,700	SH	DEFINED
DONALDSON INC	COM	257651109	16,415	459,426	SH	DEFINED
DONALDSON INC	COM	257651109	14,985	419,400	SH	DEFINED
DOW CHEM CO	COM	260543103	5,710	164,850	SH	DEFINED

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DOW CHEM CO	COM	260543103	15,082	435,400	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	2,875	71,500	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	16,931	421,063	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	29,170	628,800	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	26,644	574,350	SH	DEFINED
DRIL-QUIP INC	COM	262037104	44,381	682,571	SH	DEFINED
DRIL-QUIP INC	COM	262037104	99,121	1,524,476	SH	DEFINED
EOG RES INC	COM	26875P101	2,511	22,600	SH	DEFINED
EOG RES INC	COM	26875P101	5,949	53,550	SH	DEFINED
EQT CORP	COM	26884L109	13,017	270,000	SH	DEFINED
EV ENERGY PARTNERS LP	COM UNITS	26926V107	4,579	65,800	SH	DEFINED
EBAY INC	COM	278642103	3,305	89,600	SH	DEFINED
EBAY INC	COM	278642103	13,170	357,000	SH	DEFINED
EL PASO CORP	COM	28336L109	4,162	140,850	SH	DEFINED
EL PASO CORP	COM	28336L109	10,242	346,600	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	1,771	50,750	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	4,433	127,050	SH	DEFINED
ELSTER GROUP SE	SPONSORED					
	ADR	290348101	7,692	486,500	SH	DEFINED
ELSTER GROUP SE	SPONSORED					
	ADR	290348101	15,064	952,800	SH	DEFINED
EMERSON ELEC CO	COM	291011104	5,643	108,154	SH	DEFINED
EMERSON ELEC CO	COM	291011104	14,724	282,168	SH	DEFINED
ENBRIDGE INC	COM	29250N105	3,190	82,100	SH	DEFINED
ENBRIDGE INC	COM	29250N105	7,809	201,000	SH	DEFINED
ENSCO INTL PLC	SPONSORED					
	ADR	29358Q109	1,534	28,975	SH	DEFINED
ENSCO INTL PLC	SPONSORED					
	ADR	29358Q109	3,634	68,650	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	4,022	619,683	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,712	572,000	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	40,543	1,102,600	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	78,288	2,129,118	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	30,270	1,449,000	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	63,716	3,050,053	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	44,086	947,875	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	56,153	1,207,325	SH	DEFINED



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EXPRESS INC	COM	3.02E+107	17,074	683,500	SH	DEFINED
EXPRESS INC	COM	3.02E+107	16,090	644,100	SH	DEFINED
EZCORP INC	CL A NON					
	VTG	3.02E+08	9,981	307,530	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	124,480	1,435,255	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	61,499	709,087	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	3,151	62,500	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	7,414	147,050	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	2,872	29,000	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	34,962	353,007	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	2,526	43,300	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	40,607	696,155	SH	DEFINED
FASTENAL CO	COM	311900104	79,573	1,470,850	SH	DEFINED
FASTENAL CO	COM	311900104	66,697	1,232,850	SH	DEFINED
FEDEX CORP	COM	31428X106	15,633	170,000	SH	DEFINED
F5 NETWORKS INC	COM	315616102	24,424	180,969	SH	DEFINED

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F5 NETWORKS INC	COM	315616102	20,507	151,950	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	11,447	568,100	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	33,370	1,656,100	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	13,627	317,725	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	12,850	299,600	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	5,780	556,838	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	5,319	512,474	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	41,947	1,273,422	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	36,666	1,113,100	SH	DEFINED
FISERV INC	COM	337738108	45,780	659,750	SH	DEFINED
FISERV INC	COM	337738108	35,104	505,900	SH	DEFINED
FLUOR CORP NEW	COM	343412102	3,152	52,500	SH	DEFINED
FLUOR CORP NEW	COM	343412102	7,559	125,900	SH	DEFINED
FOCUS MEDIA HLDG LTD	SPONSORED					
	ADR	34415V109	14,037	558,800	SH	DEFINED
FORD MTR CO DEL	COM PAR					
	\$0.01	345370860	15,050	1,205,000	SH	DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	1,585	1,000,000	PRN	DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	9,510	6,000,000	PRN	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	254,465	6,689,400	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	47,478	1,248,110	SH	DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	19,468	544,700	SH	DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	17,169	480,400	SH	DEFINED
GARDNER DENVER INC	COM	365558105	2,578	40,900	SH	DEFINED
GARDNER DENVER INC	COM	365558105	30,086	477,400	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	4,435	144,000	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	4,066	132,000	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	44,305	667,150	SH	DEFINED

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GEN-PROBE INC NEW	COM	36866T103	34,793	523,913	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	9,404	128,150	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	38,231	521,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	19,891	991,106	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	162,379	8,090,620	SH	DEFINED
GENTEX CORP	COM	371901109	4,712	192,310	SH	DEFINED
GENTEX CORP	COM	371901109	6,333	258,500	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	12,059	96,963	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	58,042	466,685	SH	DEFINED
GOOGLE INC	CL A	38259P508	509,435	794,453	SH	DEFINED
GOOGLE INC	CL A	38259P508	555,824	866,795	SH	DEFINED
GRAFTECH INTL LTD	COM	384313102	1,361	114,000	SH	DEFINED
GRAFTECH INTL LTD	COM	384313102	16,654	1,394,826	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	35,468	812,745	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	68,064	1,559,659	SH	DEFINED
GROUPON INC	COM CL A	399473107	14,983	815,200	SH	DEFINED
GROUPON INC	COM CL A	399473107	58,484	3,181,920	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	3,711	150,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	314,275	9,468,978	SH	DEFINED
HALLIBURTON CO	COM	406216101	269,449	8,118,382	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	22,546	459,373	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	206,927	4,216,109	SH	DEFINED

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HARMAN INTL INDS INC	COM	413086109	42,365	905,050	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	42,473	907,350	SH	DEFINED
HEADWATERS INC	NOTE					
	2.500% 2/0	42210PAD4	6,863	7,500,000	PRN	DEFINED
HEADWATERS INC	NOTE					
	2.500% 2/0	42210PAD4	4,072	4,450,000	PRN	DEFINED
HEALTHSTREAM INC	COM	42222N103	4,661	201,000	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,862	53,050	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	6,822	126,450	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	14,245	417,500	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	13,423	393,400	SH	DEFINED
HERSHEY CO	COM	427866108	5,047	82,300	SH	DEFINED
HERSHEY CO	COM	427866108	13,039	212,600	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	3,770	158,200	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	22,270	934,533	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	1,483	27,300	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	18,233	335,728	SH	DEFINED
HOME DEPOT INC	COM	437076102	24,164	480,300	SH	DEFINED
HOME DEPOT INC	COM	437076102	137,628	2,735,590	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	20,586	337,200	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	131,745	2,157,990	SH	DEFINED
HUB GROUP INC	CL A	443320106	15,338	425,700	SH	DEFINED
HUB GROUP INC	CL A	443320106	14,462	401,400	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	832	15,300	SH	DEFINED

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HUNT J B TRANS SVCS INC	COM	445658107	32,631	600,160	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	20,483	3,175,600	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	18,492	2,866,950	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	8,134	190,400	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	25,846	605,000	SH	DEFINED
IPG PHOTONICS CORP	COM	44980X109	10,191	195,800	SH	DEFINED
IPG PHOTONICS CORP	COM	44980X109	16,976	326,150	SH	DEFINED
IDEX CORP	COM	45167R104	41,533	985,829	SH	DEFINED
IDEX CORP	COM	45167R104	36,829	874,175	SH	DEFINED
IDEXX LABS INC	COM	45168D104	20,852	238,450	SH	DEFINED
IDEXX LABS INC	COM	45168D104	22,607	258,518	SH	DEFINED
IGATE CORP	COM	45169U105	11,189	667,600	SH	DEFINED
IGATE CORP	COM	45169U105	22,034	1,314,700	SH	DEFINED
INCYTE CORP	COM	45337C102	19,412	1,005,800	SH	DEFINED
INCYTE CORP	COM	45337C102	18,156	940,700	SH	DEFINED
INERGY L P	UNIT LTD					
	PTNR	456615103	3,356	205,000	SH	DEFINED
INFORMATICA CORP	COM	45666Q102	14,696	277,800	SH	DEFINED
INFORMATICA CORP	COM	45666Q102	28,095	531,100	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	4,068	185,500	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	3,737	170,400	SH	DEFINED
INTEL CORP	COM	458140100	75,198	2,675,150	SH	DEFINED
INTEL CORP	COM	458140100	19,710	701,160	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,523	160,800	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,325	148,200	SH	DEFINED
INTUIT	COM	4.61E+08	90,561	1,506,090	SH	DEFINED
INTUIT	COM	4.61E+08	329,485	5,479,542	SH	DEFINED

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INTUITIVE SURGICAL INC	COM NEW	46120E602	54,771	101,100	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	59,674	110,150	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	9,849	740,000	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	13,298	999,100	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	4,233	482,700	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	11,450	1,305,600	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	36,024	783,477	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	157,585	3,427,253	SH	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	5,042	9,230,000	PRN	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	9,789	17,920,000	PRN	DEFINED
JOHNSON & JOHNSON	COM	478160104	25,602	388,150	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	146,239	2,217,090	SH	DEFINED
JONES GROUP INC	COM	48020T101	5,319	423,500	SH	DEFINED
JONES GROUP INC	COM	48020T101	4,945	393,700	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	4,522	83,100	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	11,526	211,800	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	191,058	12,883,200	SH	DEFINED

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KKR & CO L P DEL	COM UNITS	48248M102	31,516	2,125,170	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	32,566	454,265	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	176,921	2,467,861	SH	DEFINED
KELLOGG CO	COM	487836108	2,682	50,000	SH	DEFINED
KFORCE INC	COM	493732101	8,679	582,500	SH	DEFINED
KFORCE INC	COM	493732101	8,183	549,200	SH	DEFINED
LKQ CORP	COM	501889208	1,693	54,300	SH	DEFINED
LKQ CORP	COM	501889208	20,687	663,685	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	58,988	1,322,007	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	83,153	1,863,571	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	19,642	340,300	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	18,580	321,900	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	636	27,150	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	1,538	65,600	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	225,594	3,918,600	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	213,849	3,714,594	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	67,170	1,084,429	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	316,804	5,114,693	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	5,397	600,300	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	4,972	553,100	SH	DEFINED
LIFE TIME FITNESS INC	COM	53217R207	1,906	37,700	SH	DEFINED
LIFE TIME FITNESS INC	COM	53217R207	30,962	612,256	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	12,376	313,800	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	11,528	292,300	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	10,018	208,700	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	28,118	585,800	SH	DEFINED
LIQUIDITY SERVICES INC	COM	53635B107	2,449	54,660	SH	DEFINED
LOGMEIN INC	COM	54142L109	2,572	73,000	SH	DEFINED
LOGMEIN INC	COM	54142L109	31,391	891,039	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	4,794	512,700	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	4,424	473,200	SH	DEFINED

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LULULEMON ATHLETICA INC	COM	550021109	3,839	51,400	SH	DEFINED
LULULEMON ATHLETICA INC	COM	550021109	9,708	130,000	SH	DEFINED
M D C HLDGS INC	COM	552676108	3,299	127,900	SH	DEFINED
M D C HLDGS INC	COM	552676108	3,043	118,000	SH	DEFINED
MACYS INC	COM	55616P104	18,166	457,245	SH	DEFINED
MACYS INC	COM	55616P104	143,921	3,622,480	SH	DEFINED
MANITOWOC INC	COM	563571108	4,906	353,990	SH	DEFINED
MANPOWER INC	COM	56418H100	6,395	135,000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	4,685	147,800	SH	DEFINED
MARATHON OIL CORP	COM	565849106	27,692	873,555	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	5,357	123,550	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	31,737	731,950	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	8,019	137,200	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD					

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	PARTN	570759100	27,025	462,355	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	4,162	188,600	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	3,825	173,300	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	25,638	299,400	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	22,760	265,800	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	102,153	242,910	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	407,071	967,971	SH	DEFINED
MATADOR RES CO	COM	576485205	499	45,550	SH	DEFINED
MATADOR RES CO	COM	576485205	1,173	107,100	SH	DEFINED
MCDONALDS CORP	COM	580135101	65,327	665,925	SH	DEFINED
MCDONALDS CORP	COM	580135101	358,825	3,657,748	SH	DEFINED
MCKESSON CORP	COM	58155Q103	3,423	39,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	20,164	229,736	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	62,479	757,510	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	271,735	3,294,558	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	14,587	149,163	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	4,142	107,855	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	10,806	281,400	SH	DEFINED
METLIFE INC	COM	59156R108	1,401	37,500	SH	DEFINED
METLIFE INC	COM	59156R108	8,239	220,600	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	31,976	173,075	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	61,309	331,850	SH	DEFINED
MICROS SYS INC	COM	594901100	50,939	921,304	SH	DEFINED
MICROS SYS INC	COM	594901100	117,827	2,131,077	SH	DEFINED
MICROSOFT CORP	COM	594918104	4,779	148,200	SH	DEFINED
MICROSOFT CORP	COM	594918104	12,497	387,500	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	112,538	3,025,202	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	339,410	9,123,927	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	64,844	8,005,400	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	123,125	15,200,600	SH	DEFINED
MOBILE MINI INC	COM	60740F105	1,690	80,000	SH	DEFINED
MOBILE MINI INC	COM	60740F105	27,981	1,324,836	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	86,685	1,086,828	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	395,786	4,962,207	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	1,119	57,000	SH	DEFINED

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MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	8,877	451,973	SH	DEFINED
NANOMETRICS INC	COM	630077105	6,225	336,300	SH	DEFINED
NANOMETRICS INC	COM	630077105	12,100	653,692	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	417,312	5,251,195	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	450,093	5,663,680	SH	DEFINED
NEOGEN CORP	COM	640491106	10,127	259,200	SH	DEFINED
NETAPP INC	COM	64110D104	4,909	109,660	SH	DEFINED
NETAPP INC	COM	64110D104	60,082	1,342,005	SH	DEFINED
NETFLIX INC	COM	64110L106	50,928	442,700	SH	DEFINED
NETFLIX INC	COM	64110L106	74,960	651,600	SH	DEFINED
NETSUITE INC	COM	64118Q107	13,870	275,800	SH	DEFINED

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NETSUITE INC	COM	64118Q107	13,221	262,900	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	8,054	1,037,900	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	15,526	2,000,777	SH	DEFINED
NIKE INC	CL B	654106103	67,021	618,045	SH	DEFINED
NIKE INC	CL B	654106103	262,774	2,423,222	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	10,040	102,675	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	107,022	1,094,514	SH	DEFINED
NORDSTROM INC	COM	655664100	26,227	470,700	SH	DEFINED
NORDSTROM INC	COM	655664100	22,764	408,550	SH	DEFINED
NORTEK INC	COM NEW	656559309	660	15,000	SH	DEFINED
NORTHERN TR CORP	COM	665859104	37,236	784,750	SH	DEFINED
NORTHERN TR CORP	COM	665859104	36,112	761,050	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	1,572	31,500	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	9,333	187,000	SH	DEFINED
NUVASIVE INC	COM	670704105	6,196	367,945	SH	DEFINED
NV ENERGY INC	COM	67073Y106	4,870	302,100	SH	DEFINED
NV ENERGY INC	COM	67073Y106	4,415	273,900	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	13,766	150,700	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	54,822	600,136	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	34,944	570,045	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	50,767	828,170	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	4,498	145,900	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	5,981	194,000	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	411,539	4,321,525	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	80,625	846,630	SH	DEFINED
OMNICELL INC	COM	68213N109	5,368	352,913	SH	DEFINED
ORACLE CORP	COM	68389X105	57,242	1,963,036	SH	DEFINED
ORACLE CORP	COM	68389X105	184,790	6,337,122	SH	DEFINED
PC&E CORP	COM	69331C108	7,621	175,550	SH	DEFINED
PC&E CORP	COM	69331C108	30,517	703,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	8,119	125,900	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	20,211	313,400	SH	DEFINED
PPL CORP	COM	69351T106	6,375	225,600	SH	DEFINED
PPL CORP	COM	69351T106	22,049	780,209	SH	DEFINED
PALL CORP	COM	696429307	52,776	885,058	SH	DEFINED
PALL CORP	COM	696429307	110,877	1,859,415	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	25,892	160,900	SH	DEFINED

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PANERA BREAD CO	CL A	69840W108	62,179	386,400	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	21,287	1,231,150	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	26,980	1,560,425	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,012	34,950	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,488	85,900	SH	DEFINED
PENTAIR INC	COM	709631105	28,933	607,700	SH	DEFINED
PENTAIR INC	COM	709631105	54,214	1,138,700	SH	DEFINED
PEPSICO INC	COM	713448108	151	2,270	SH	DEFINED
PEPSICO INC	COM	713448108	13,964	210,460	SH	DEFINED

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PETSMART INC	COM	716768106	34,163	597,050	SH	DEFINED
PETSMART INC	COM	716768106	33,148	579,300	SH	DEFINED
PFIZER INC	COM	717081103	19,081	842,056	SH	DEFINED
PFIZER INC	COM	717081103	139,416	6,152,535	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	692,323	7,813,144	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	610,812	6,893,258	SH	DEFINED
PHOTRONICS INC	COM	719405102	13,163	1,979,400	SH	DEFINED
PHOTRONICS INC	COM	719405102	23,121	3,476,834	SH	DEFINED
PINNACLE ENTMT INC	COM	723456109	1,329	115,500	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	658	5,900	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,534	13,750	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD					
	PARTN	726503105	965	12,300	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD					
	PARTN	726503105	5,703	72,700	SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	1,787	41,900	SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	4,369	102,450	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	27,754	789,367	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	25,506	725,420	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	20,943	292,016	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	70,241	979,379	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	16,919	370,300	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	6,479	141,800	SH	DEFINED
POWER INTEGRATIONS INC	COM	739276103	4,276	115,200	SH	DEFINED
POWER INTEGRATIONS INC	COM	739276103	4,035	108,700	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	5,423	1,191,800	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	31,903	7,011,600	SH	DEFINED
PRAXAIR INC	COM	74005P104	41,588	362,771	SH	DEFINED
PRAXAIR INC	COM	74005P104	203,921	1,778,792	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	105,740	611,570	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	593,126	3,430,459	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	39,813	609,688	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	143,840	2,202,754	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	6,049	90,000	SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	17,978	561,800	SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	16,944	529,500	SH	DEFINED
QUALCOMM INC	COM	747525103	89,251	1,312,135	SH	DEFINED
QUALCOMM INC	COM	747525103	338,375	4,974,634	SH	DEFINED
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	1,501	39,900	SH	DEFINED
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	21,392	568,640	SH	DEFINED
QUIKSILVER INC	COM	74838C106	4,671	1,156,300	SH	DEFINED

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QUIKSILVER INC	COM	74838C106	4,366	1,080,600	SH	DEFINED
RPM INTL INC	COM	749685103	5,293	202,100	SH	DEFINED
RPM INTL INC	COM	749685103	4,895	186,900	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	5,526	31,700	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	67,676	388,205	SH	DEFINED

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RED HAT INC	COM	756577102	25,220	421,100	SH	DEFINED
RED HAT INC	COM	756577102	21,815	364,250	SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS					
	L P	75885Y107	7,143	290,500	SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS					
	L P	75885Y107	25,880	1,052,465	SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,685	95,600	SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,257	88,400	SH	DEFINED
RIO TINTO PLC	SPONSORED					
	ADR	767204100	6,421	115,500	SH	DEFINED
RIO TINTO PLC	SPONSORED					
	ADR	767204100	16,691	300,250	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	21,675	771,900	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	18,711	666,350	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	23,332	235,300	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	21,746	219,300	SH	DEFINED
ROSETTA RESOURCES INC	COM	777779307	3,199	65,600	SH	DEFINED
ROSETTA RESOURCES INC	COM	777779307	3,028	62,100	SH	DEFINED
ROUNDYS INC	COM	779268101	16,094	1,504,100	SH	DEFINED
ROUNDYS INC	COM	779268101	9,094	849,900	SH	DEFINED
SM ENERGY CO	COM	78454L100	1,472	20,800	SH	DEFINED
SM ENERGY CO	COM	78454L100	3,592	50,750	SH	DEFINED
SPX CORP	COM	784635104	1,558	20,100	SH	DEFINED
SPX CORP	COM	784635104	9,094	117,300	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	4,636	28,590	SH	DEFINED
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	7,118	305,100	SH	DEFINED
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	6,651	285,100	SH	DEFINED
SVB FINL GROUP	COM	78486Q101	28,303	439,900	SH	DEFINED
SVB FINL GROUP	COM	78486Q101	26,450	411,100	SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	10,808	628,400	SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	10,260	596,500	SH	DEFINED
SAGENT PHARMACEUTICALS INC	COM	786692103	1,784	99,858	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	51	330	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	649	4,200	SH	DEFINED
SALIX PHARMACEUTICALS INC	COM	795435106	11,245	214,190	SH	DEFINED
SAPIENT CORP	COM	803062108	2,094	168,200	SH	DEFINED
SAPIENT CORP	COM	803062108	29,727	2,387,744	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	44,288	585,200	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	48,969	647,050	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	106,670	1,525,383	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	407,668	5,829,661	SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	4,360	441,761	SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	4,024	407,700	SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	2,151	236,606	SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	1,936	213,000	SH	DEFINED
SELECT COMFORT CORP	COM	81616X103	3,964	122,370	SH	DEFINED
SEMTECH CORP	COM	816850101	29,967	1,052,950	SH	DEFINED

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SEMTECH CORP	COM	816850101	24,944	876,461	SH	DEFINED
SHUTTERFLY INC	COM	82568P304	5,046	161,046	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	53,603	850,306	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	47,302	750,350	SH	DEFINED
SKULLCANDY INC	COM	83083J104	17,741	1,120,700	SH	DEFINED
SKULLCANDY INC	COM	83083J104	15,911	1,005,100	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	33,780	736,117	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	43,637	950,894	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	7,485	236,058	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	11,116	350,555	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	4,120	500,000	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	3,939	92,158	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	3,579	83,728	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	2,612	85,350	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	17,281	564,750	SH	DEFINED
SPANSION INC	COM CL A					
	NEW	84649R200	9,051	743,100	SH	DEFINED
SPANSION INC	COM CL A					
	NEW	84649R200	17,903	1,469,890	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	24,786	1,502,210	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	32,190	1,950,920	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	16,991	5,961,900	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	29,883	10,485,284	SH	DEFINED
STARBUCKS CORP	COM	855244109	596,234	10,667,985	SH	DEFINED
STARBUCKS CORP	COM	855244109	552,016	9,876,836	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	601,820	10,668,681	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	148,031	2,624,193	SH	DEFINED
STERICYCLE INC	COM	858912108	5,497	65,725	SH	DEFINED
STERICYCLE INC	COM	858912108	34,079	407,447	SH	DEFINED
STIFEL FINL CORP	COM	860630102	6,888	182,020	SH	DEFINED
STRATASYS	COM	862685104	2,836	77,663	SH	DEFINED
STRATASYS	COM	862685104	40,486	1,108,604	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	14,031	2,132,300	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	13,213	2,008,100	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	1,485	45,400	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	3,626	110,900	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,738	71,900	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	10,183	421,300	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	6,479	245,800	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	14,468	548,860	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,091	165,300	SH	DEFINED
SYMANTEC CORP	COM	871503108	18,217	974,183	SH	DEFINED
SYNACOR INC	COM	871561106	1,297	171,600	SH	DEFINED
SYNACOR INC	COM	871561106	1,217	161,000	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	13,161	412,300	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	22,193	695,260	SH	DEFINED
THL CR INC	COM	872438106	3,394	263,900	SH	DEFINED
THL CR INC	COM	872438106	3,076	239,200	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	2,657	57,200	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	15,682	337,600	SH	DEFINED

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TANGOE INC	COM	87582Y108	2,675	142,200	SH		DEFINED
TANGOE INC	COM	87582Y108	5,135	273,000	SH		DEFINED
TARGET CORP	COM	8.76E+110	5,507	94,500	SH		DEFINED
TARGET CORP	COM	8.76E+110	24,045	412,650	SH		DEFINED
TARGA RES CORP	COM	87612G101	4,177	91,908	SH		DEFINED
TARGA RES CORP	COM	87612G101	11,729	258,054	SH		DEFINED
TEAM INC	COM	878155100	10,449	337,600	SH		DEFINED
TEAM INC	COM	878155100	9,728	314,300	SH		DEFINED
TELEFONICA BRASIL SA	SPONSORED						
	ADR	87936R106	24,472	798,950	SH		DEFINED
TELEFONICA BRASIL SA	SPONSORED						
	ADR	87936R106	7,744	252,820	SH		DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	4,399	52,100	SH		DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	64,344	762,095	SH		DEFINED
TENARIS S A	SPONSORED						
	ADR	88031M109	1,575	41,200	SH		DEFINED
TENARIS S A	SPONSORED						
	ADR	88031M109	3,806	99,550	SH		DEFINED
TENET HEALTHCARE CORP	COM	88033G100	33,860	6,376,600	SH		DEFINED
TENET HEALTHCARE CORP	COM	88033G100	63,362	11,932,600	SH		DEFINED
TENNECO INC	COM	880349105	4,462	120,100	SH		DEFINED
TENNECO INC	COM	8.80E+08	4,072	109,600	SH		DEFINED
TERADATA CORP DEL	COM	88076W103	44,430	651,950	SH		DEFINED
TERADATA CORP DEL	COM	88076W103	37,053	543,700	SH		DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	26,276	583,140	SH		DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	21,734	482,340	SH		DEFINED
TIFFANY & CO NEW	COM	886547108	4,220	61,045	SH		DEFINED
TIFFANY & CO NEW	COM	886547108	23,764	343,754	SH		DEFINED
TIME WARNER CABLE INC	COM	88732J207	17,099	209,800	SH		DEFINED
TIME WARNER CABLE INC	COM	88732J207	186,489	2,288,213	SH		DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	5,139	86,800	SH		DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	11,597	195,900	SH		DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	51,836	952,510	SH		DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	45,498	836,044	SH		DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	7,056	112,600	SH		DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	6,410	102,300	SH		DEFINED
21VIANET GROUP INC	SPONSORED						
	ADR	90138A103	6,635	584,600	SH		DEFINED
21VIANET GROUP INC	SPONSORED						
	ADR	90138A103	12,209	1,075,700	SH		DEFINED
TYLER TECHNOLOGIES INC	COM	902252105	18,753	488,220	SH		DEFINED
UMB FINL CORP	COM	902788108	6,361	142,200	SH		DEFINED
UMB FINL CORP	COM	902788108	5,945	132,900	SH		DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	41,159	443,096	SH		DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	36,478	392,700	SH		DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	36,918	503,790	SH		DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	72,946	995,438	SH		DEFINED
ULTRA PETROLEUM CORP	COM	903914109	25,617	1,131,997	SH		DEFINED
ULTRA PETROLEUM CORP	COM	903914109	28,174	1,245,000	SH		DEFINED
UNDER ARMOUR INC	CL A	904311107	45,769	486,908	SH		DEFINED
UNDER ARMOUR INC	CL A	904311107	226,366	2,408,146	SH		DEFINED
UNION PAC CORP	COM	907818108	36,774	342,151	SH		DEFINED
UNION PAC CORP	COM	907818108	186,929	1,739,196	SH		DEFINED
UNITED NAT FOODS INC	COM	911163103	20,036	429,400	SH		DEFINED

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UNITED NAT FOODS INC	COM	911163103	18,907	405,200 SH		DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	18,969	235,000 SH		DEFINED
UNITED STATIONERS INC	COM	913004107	8,605	277,300 SH		DEFINED
UNITED STATIONERS INC	COM	913004107	8,139	262,300 SH		DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	46,772	793,555 SH		DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	130,566	2,215,233 SH		DEFINED
VAIL RESORTS INC	COM	91879Q109	14,247	329,400 SH		DEFINED
VAIL RESORTS INC	COM	91879Q109	14,783	341,800 SH		DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	5,870	255,200 SH		DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	5,391	234,400 SH		DEFINED
VARIAN MED SYS INC	COM	92220P105	62,174	901,600 SH		DEFINED
VARIAN MED SYS INC	COM	92220P105	55,209	800,600 SH		DEFINED
VERA BRADLEY INC	COM	92335C106	14,481	479,650 SH		DEFINED
VERA BRADLEY INC	COM	92335C106	35,952	1,190,853 SH		DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	40,264	981,800 SH		DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	77,029	1,878,300 SH		DEFINED
VISA INC	COM CL A	92826C839	96,751	819,924 SH		DEFINED
VISA INC	COM CL A	92826C839	286,248	2,425,830 SH		DEFINED
VISTEON CORP	COM NEW	92839U206	6,577	124,100 SH		DEFINED
VISTEON CORP	COM NEW	92839U206	6,063	114,400 SH		DEFINED
VMWARE INC	COM	928563402	22,264	198,130 SH		DEFINED
VMWARE INC	COM	928563402	87,089	775,024 SH		DEFINED
VOCUS INC	COM	92858J108	2,360	178,100 SH		DEFINED
VOCUS INC	COM	92858J108	2,197	165,800 SH		DEFINED
VOLCANO CORPORATION	COM	928645100	27,369	965,386 SH		DEFINED
VOLCANO CORPORATION	COM	928645100	73,282	2,584,910 SH		DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	11,989	994,900 SH		DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	22,607	1,876,074 SH		DEFINED
WABTAC CORP	COM	929740108	29,945	397,300 SH		DEFINED
WABTAC CORP	COM	929740108	115,486	1,532,253 SH		DEFINED
WALTER ENERGY INC	COM	93317Q105	5,631	95,100 SH		DEFINED
WARNACO GROUP INC	COM NEW	934390402	25,340	433,900 SH		DEFINED
WARNACO GROUP INC	COM NEW	934390402	73,208	1,253,564 SH		DEFINED
WASHINGTON POST CO	CL B	939640108	2,690	7,200 SH		DEFINED
WASHINGTON POST CO	CL B	939640108	2,428	6,500 SH		DEFINED
WASTE CONNECTIONS INC	COM	941053100	19,079	586,500 SH		DEFINED
WASTE CONNECTIONS INC	COM	941053100	47,708	1,466,570 SH		DEFINED
WATSCO INC	COM	942622200	13,298	179,600 SH		DEFINED
WELLPOINT INC	COM	94973V107	4,044	54,800 SH		DEFINED
WELLPOINT INC	COM	94973V107	33,182	449,615 SH		DEFINED
WELLS FARGO & CO NEW	COM	949746101	16,989	497,633 SH		DEFINED
WELLS FARGO & CO NEW	COM	949746101	68,329	2,001,423 SH		DEFINED
WERNER ENTERPRISES INC	COM	950755108	4,517	181,700 SH		DEFINED
WERNER ENTERPRISES INC	COM	950755108	4,084	164,300 SH		DEFINED
WHOLE FOODS MKT INC	COM	966837106	37,519	450,950 SH		DEFINED
WHOLE FOODS MKT INC	COM	966837106	119,523	1,436,570 SH		DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,431	46,450 SH		DEFINED
WILLIAMS COS INC DEL	COM	969457100	3,508	113,850 SH		DEFINED

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31-Mar-12						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
WINTRUST FINANCIAL CORP	COM	97650W108	2,827	79,000	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	2,611	72,947	SH	DEFINED
WISDOMTREE INVTS INC	COM	97717P104	4,401	525,770	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	50,366	1,082,900	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	50,173	1,078,750	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,676,766	13,427,015	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	444,666	3,560,748	SH	DEFINED
XEROX CORP	COM	984121103	3,730	461,622	SH	DEFINED
XEROX CORP	COM	984121103	21,998	2,722,561	SH	DEFINED
XUEDA ED GROUP	SPONSORED					
	ADR	98418W109	976	238,020	SH	DEFINED
YUM BRANDS INC	COM	988498101	13,354	187,615	SH	DEFINED
YUM BRANDS INC	COM	988498101	43,433	610,185	SH	DEFINED
ZUMIEZ INC	COM	989817101	28,357	785,303	SH	DEFINED
ZUMIEZ INC	COM	989817101	51,569	1,428,097	SH	DEFINED
ZOLL MED CORP	COM	989922109	16,942	182,900	SH	DEFINED
ZOLL MED CORP	COM	989922109	45,933	495,872	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS					
	-A -	G0457F107	18,169	1,004,376	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS					
	-A -	G0457F107	19,586	1,082,700	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,899	164,000	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,525	151,500	SH	DEFINED
BUNGE LIMITED	COM	G16962105	30,011	438,500	SH	DEFINED
BUNGE LIMITED	COM	G16962105	57,643	842,247	SH	DEFINED
COSAN LTD	SHS A	G25343107	6,436	433,400	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	5,791	105,900	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	70,889	1,296,440	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,818	143,100	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,371	132,100	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	11,924	774,820	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	29,528	1,918,627	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	3,664	88,600	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	21,622	522,914	SH	DEFINED
INVESCO LTD	SHS	G491BT108	22,670	850,000	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	6,541	494,000	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	2,023	152,800	SH	DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	15,787	338,840	SH	DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	23,328	500,700	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	1,603	91,650	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	3,883	222,000	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	4,480	439,200	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	6,740	660,800	SH	DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	3,044	40,200	SH	DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	17,916	236,580	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	12,101	322,600	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	31,880	849,900	SH	DEFINED

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SINA CORP	ORD	G81477104	63,033	969,740 SH	DEFINED
SINA CORP	ORD	G81477104	62,478	961,200 SH	DEFINED
XL GROUP PLC	SHS	G98290102	2,837	130,800 SH	DEFINED
XL GROUP PLC	SHS	G98290102	16,745	771,996 SH	DEFINED

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ACE LTD	SHS	H0023R105	10,665	145,700 SH		DEFINED
ACE LTD	SHS	H0023R105	46,783	639,111 SH		DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	1,938	128,400 SH		DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	4,645	307,850 SH		DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	2,185	39,950 SH		DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	5,246	95,900 SH		DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	9,619	413,700 SH		DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	18,323	788,100 SH		DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	5,641	112,510 SH		DEFINED
			=====			
			45,398,323	966,976,279		