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VERIZON COMMUNICATIONS INC
Form 13F-HR
February 14, 2011

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

FORM 13F

FORM 13F COVER PAGE

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

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.

Address: 1 Verizon Way, Building 7, 1st Floor South

Basking Ridge, New Jersey 07920

Form 13F File Number: 028-04063

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

/s/David L. Beik Basking Ridge, New Jersey February 11, 2011

[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.)

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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: 1

 Form 13F Information Table Entry Total: 521

 Form 13F Information Table Value Total: 980,703.00

 (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.

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	C	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	M
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2,214	45,657			
COOPER INDUSTRIES PLC	SHS	G24140108	1,210	20,762			
COVIDIEN PLC	SHS	G2554F105	1,862	40,771			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	311	6,748			
HERBALIFE LTD	COM USD SHS	G4412G101	1,481	21,660			
INGERSOLL-RAND PLC	SHS	G47791101	474	10,057			
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,007	54,303			
NABORS INDUSTRIES LTD	SHS	G6359F103	213	9,084			

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SEAGATE TECHNOLOGY PLC	SHS	G7945M107	235	15,657
WARNER CHILCOTT PLC				
IRELAND	SHS A	G94368100	206	9,127
WHITE MTNS INS GROUP LTD	COM	G9618E107	468	1,395
ACE LTD	SHS	H0023R105	923	14,827
ALCON INC	COM SHS	H01301102	508	3,110
WEATHERFORD				
INTERNATIONAL LT	REG	H27013103	302	13,245
GARMIN LTD	SHS	H2906T109	256	8,265
TYCO INTERNATIONAL LTD	SHS	H89128104	503	12,128
AFLAC INC	COM	001055102	3,187	56,481
AES CORP	COM	00130H105	128	10,477
AT&T INC	COM	00206R102	7,760	264,126
ABBOTT LABS	COM	002824100	7,339	153,183
ABERCROMBIE & FITCH CO	CL A	002896207	222	3,856
ACTIVISION BLIZZARD INC	COM	00507V109	241	19,388
ADOBE SYS INC	COM	00724F101	1,995	64,829
ADVANCE AUTO PARTS INC	COM	00751Y106	256	3,865
AEROPOSTALE	COM	007865108	479	19,450
ADVANCED MICRO DEVICES				
INC	COM	007903107	84	10,220
AETNA INC NEW	COM	00817Y108	792	25,947
AFFILIATED MANAGERS				
GROUP	COM	008252108	201	2,024
AGILENT TECHNOLOGIES INC	COM	00846U101	1,037	25,032
AIR PRODS & CHEMS INC	COM	009158106	1,991	21,895
AIRGAS INC	COM	009363102	427	6,839
AKAMAI TECHNOLOGIES INC	COM	00971T101	360	7,657
ALBEMARLE CORP	COM	012653101	401	7,181
ALBERTO CULVER CO NEW	COM	013078100	389	10,491
ALCOA INC	COM	013817101	799	51,902
ALEXION PHARMACEUTICALS				
INC	COM	015351109	321	3,987
ALLEGHENY TECHNOLOGIES				
INC	COM	01741R102	851	15,418
ALLERGAN INC	COM	018490102	3,218	46,868
ALLSTATE CORP	COM	020002101	849	26,626
ALPHA NATURAL RESOURCES				
INC	COM	02076X102	482	8,035
ALTERA CORP	COM	021441100	477	13,418
ALTRIA GROUP INC	COM	02209S103	3,069	124,637
AMAZON COM INC	COM	023135106	6,801	37,781
AMERICAN EAGLE				
OUTFITTERS NE	COM	02553E106	215	14,730
AMERICAN ELEC PWR INC	COM	025537101	627	17,427
AMERICAN EXPRESS CO	COM	025816109	5,897	137,406
AMERICAN INTL GROUP INC	COM NEW	026874784	202	3,500
AMERICAN TOWER CORP	CL A	029912201	929	17,990
AMERISOURCEBERGEN CORP	COM	03073E105	1,775	52,026
AMETEK INC NEW	COM	031100100	1,165	29,685
AMGEN INC	COM	031162100	3,421	62,305
AMPHENOL CORP NEW	CL A	032095101	406	7,684
ANADARKO PETE CORP	COM	032511107	1,198	15,729
ANALOG DEVICES INC	COM	032654105	1,372	36,424
ANNALY CAP MGMT INC	COM	035710409	665	37,088
ANSYS INC	COM	03662Q105	210	4,026
AON CORP	COM	037389103	858	18,655
APACHE CORP	COM	037411105	2,237	18,760
APOLLO GROUP INC	CL A	037604105	649	16,442
APPLE INC	COM	037833100	32,025	99,284
APPLIED MATLS INC	COM	038222105	1,554	110,603
ARCHER DANIELS MIDLAND				

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CO	COM	039483102	1,077	35,810
ASHLAND INC NEW	COM	044209104	637	12,515
ATEL CORP	COM	049513104	226	18,336
AUTODESK INC	COM	052769106	510	13,338
AUTOLIV INC	COM	052800109	514	6,506
AUTOMATIC DATA PROCESSING IN	COM	053015103	2,357	50,921
AUTOZONE INC	COM	053332102	1,268	4,652
AVALONBAY CMNTYS INC	COM	053484101	365	3,244
AVON PRODS INC	COM	054303102	1,351	46,498
BB&T CORP	COM	054937107	945	35,947
BMC SOFTWARE INC	COM	055921100	844	17,900
BABCOCK & WILCOX CO NEW	COM	05615F102	353	13,792
BAKER HUGHES INC	COM	057224107	864	15,115
BALL CORP	COM	058498106	537	7,891
BANK OF AMERICA CORPORATION	COM	060505104	4,939	370,232
BANK HAWAII CORP	COM	062540109	831	17,598
BANK OF NEW YORK MELLON CORP	COM	064058100	2,172	71,929
BARD C R INC	COM	067383109	860	9,373
BAXTER INTL INC	COM	071813109	3,305	65,300
BECKMAN COULTER INC	COM	075811109	736	9,783
BECTON DICKINSON & CO	COM	075887109	2,413	28,548
BED BATH & BEYOND INC	COM	075896100	1,079	21,948
BEMIS INC	COM	081437105	290	8,880
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	6,160	76,889
BEST BUY INC	COM	086516101	1,712	49,920
BIOGEN IDEC INC	COM	09062X103	1,488	22,186
BLACKROCK INC	COM	09247X101	852	4,472
BOEING CO	COM	097023105	4,929	75,533
BORGWARNER INC	COM	099724106	589	8,139
BOSTON PROPERTIES INC	COM	101121101	777	9,030
BOSTON SCIENTIFIC CORP	COM	101137107	320	42,268
BRISTOL MYERS SQUIBB CO	COM	110122108	2,019	76,261
BROADCOM CORP	CL A	111320107	3,415	78,406
BROOKFIELD PPTYS CORP	COM	112900105	327	18,647
BROWN FORMAN CORP	CL B	115637209	245	3,525
BUCYRUS INTL INC NEW	COM	118759109	299	3,345
CBS CORP NEW	CL B	124857202	617	32,384
CB RICHARD ELLIS GROUP INC	CL A	12497T101	403	19,679
CF INDS HLDGS INC	COM	125269100	705	5,220
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,832	22,840
CIGNA CORP	COM	125509109	409	11,164
CIT GROUP INC	COM NEW	125581801	392	8,325
CME GROUP INC	COM	12572Q105	1,254	3,896
CMS ENERGY CORP	COM	125896100	237	12,768
CSX CORP	COM	126408103	1,306	20,218
CVS CAREMARK CORPORATION	COM	126650100	3,185	91,595
CA INC	COM	12673P105	344	14,088
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	369	10,908
CADENCE DESIGN SYSTEM INC	COM	127387108	99	12,032
CALPINE CORP	COM NEW	131347304	219	16,395
CAMERON INTERNATIONAL CORP	COM	13342B105	1,568	30,911
CAMPBELL SOUP CO	COM	134429109	347	9,980
CAPITAL ONE FINL CORP	COM	14040H105	1,186	27,878
CARDINAL HEALTH INC	COM	14149Y108	440	11,481

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CARMAX INC	COM	143130102	318	9,984
CARNIVAL CORP	PAIRED CTF	143658300	336	7,295
CARPENTER TECHNOLOGY CORP	COM	144285103	374	9,306
CATERPILLAR INC DEL	COM	149123101	6,323	67,515
CELANESE CORP DEL	COM SER A	150870103	656	15,932
CELGENE CORP	COM	151020104	3,690	62,387
CENTURYLINK INC	COM	156700106	729	15,795
CERNER CORP	COM	156782104	1,785	18,839
CHESAPEAKE ENERGY CORP	COM	165167107	1,025	39,572
CHEVRON CORP NEW	COM	166764100	9,074	99,444
CHICOS FAS INC	COM	168615102	266	22,135
CHIPOTLE MEXICAN GRILL INC	COM	169656105	305	1,436
CHURCH & DWIGHT INC	COM	171340102	510	7,382
CIMAREX ENERGY CO	COM	171798101	599	6,769
CISCO SYS INC	COM	17275R102	12,401	613,022
CITIGROUP INC	COM	172967101	2,614	552,661
CITRIX SYS INC	COM	177376100	565	8,263
CLIFFS NATURAL RESOURCES INC	COM	18683K101	827	10,605
CLOROX CO DEL	COM	189054109	701	11,082
COACH INC	COM	189754104	2,266	40,961
COCA COLA CO	COM	191216100	14,157	215,249
COCA COLA ENTERPRISES INC NE	COM	19122T109	348	13,905
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,658	36,263
COLGATE PALMOLIVE CO	COM	194162103	4,170	51,879
COMCAST CORP NEW	CL A	20030N101	2,772	126,164
CONCHO RES INC	COM	20605P101	361	4,115
CONOCOPHILLIPS	COM	20825C104	7,022	103,115
CONSOL ENERGY INC	COM	20854P109	950	19,483
CONSOLIDATED EDISON INC	COM	209115104	802	16,184
CORN PRODS INTL INC	COM	219023108	982	21,350
CORNING INC	COM	219350105	1,547	80,057
COSTCO WHSL CORP NEW	COM	22160K105	3,817	52,855
CRANE CO	COM	224399105	280	6,810
CREE INC	COM	225447101	315	4,782
CROWN CASTLE INTL CORP	COM	228227104	1,059	24,156
CROWN HOLDINGS INC	COM	228368106	241	7,212
CULLEN FROST BANKERS INC	COM	229899109	347	5,670
CUMMINS INC	COM	231021106	2,967	26,967
CYTEC INDS INC	COM	232820100	223	4,211
DPL INC	COM	233293109	295	11,459
DTE ENERGY CO	COM	233331107	828	18,262
DANAHER CORP DEL	COM	235851102	2,978	63,136
DARDEN RESTAURANTS INC	COM	237194105	765	16,468
DAVITA INC	COM	23918K108	306	4,410
DEERE & CO	COM	244199105	4,255	51,230
DEL MONTE FOODS CO	COM	24522P103	710	37,748
DELL INC	COM	24702R101	2,375	175,310
DELTA AIR LINES INC DEL	COM NEW	247361702	443	35,122
DENDREON CORP	COM	24823Q107	210	6,016
DENTSPLY INTL INC NEW	COM	249030107	223	6,513
DEVON ENERGY CORP NEW	COM	25179M103	2,289	29,156
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	245	3,664
DIEBOLD INC	COM	253651103	204	6,361
DISNEY WALT CO	COM DISNEY	254687106	4,237	112,966
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	598	14,351

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DISH NETWORK CORP	CL A	25470M109	290	14,775
DIRECTV	COM CL A	25490A101	3,124	78,235
DOLBY LABORATORIES INC	COM	25659T107	818	12,265
DOLLAR TREE INC	COM	256746108	707	12,611
DOMINION RES INC VA NEW	COM	25746U109	1,460	34,182
DONALDSON INC	COM	257651109	1,118	19,177
DOVER CORP	COM	260003108	1,061	18,147
DOW CHEM CO	COM	260543103	2,175	63,710
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	900	25,601
DRESSER-RAND GROUP INC	COM	261608103	254	5,973
DU PONT E I DE NEMOURS & CO	COM	263534109	3,614	72,458
DUKE ENERGY CORP NEW	COM	26441C105	1,274	71,518
DUN & BRADSTREET CORP DEL NE	COM	26483E100	270	3,289
E M C CORP MASS	COM	268648102	4,581	200,053
EOG RES INC	COM	26875P101	3,362	36,775
EQT CORP	COM	26884L109	633	14,122
EASTMAN CHEM CO	COM	277432100	693	8,244
EATON VANCE CORP	COM NON VTG	278265103	291	9,628
EBAY INC	COM	278642103	3,133	112,593
ECOLAB INC	COM	278865100	1,153	22,862
EDISON INTL	COM	281020107	350	9,070
EDWARDS LIFESCIENCES CORP	COM	28176E108	404	4,996
EL PASO CORP	COM	28336L109	346	25,148
ELECTRONIC ARTS INC	COM	285512109	752	45,888
EMERSON ELEC CO	COM	291011104	4,594	80,358
ENERGIZER HLDGS INC	COM	29266R108	200	2,750
ENTERGY CORP NEW	COM	29364G103	1,193	16,842
EXELON CORP	COM	30161N101	999	23,996
EXPEDIA INC DEL	COM	30212P105	201	7,994
EXPEDITORS INTL WASH INC	COM	302130109	1,248	22,860
EXPRESS SCRIPTS INC	COM	302182100	4,746	87,800
EXXON MOBIL CORP	COM	30231G102	38,511	526,681
FLIR SYS INC	COM	302445101	203	6,822
FMC TECHNOLOGIES INC	COM	30249U101	1,055	11,863
FAMILY DLR STORES INC	COM	307000109	1,524	30,656
FASTENAL CO	COM	311900104	517	8,629
FEDERATED INVS INC PA	CL B	314211103	446	17,043
FEDEX CORP	COM	31428X106	2,984	32,084
F5 NETWORKS INC	COM	315616102	464	3,565
FIFTH THIRD BANCORP	COM	316773100	798	54,343
FIRST SOLAR INC	COM	336433107	545	4,189
FISERV INC	COM	337738108	825	14,083
FLUOR CORP NEW	COM	343412102	914	13,794
FLOWERVE CORP	COM	34354P105	1,175	9,854
FORD MTR CO DEL	COM PAR \$0.01	345370860	5,764	343,302
FOREST LABS INC	COM	345838106	611	19,092
FRANKLIN RES INC	COM	354613101	2,439	21,927
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	5,437	45,274
FRONTIER COMMUNICATIONS CORP	COM	35906A108	466	47,903
GAMESTOP CORP NEW	CL A	36467W109	542	23,694
GAP INC DEL	COM	364760108	1,478	66,779
GENERAL DYNAMICS CORP	COM	369550108	2,326	32,773
GENERAL ELECTRIC CO	COM	369604103	11,215	613,197
GENERAL GROWTH PPTYS INC NEW	COM	370023103	306	19,767
GENERAL MLS INC	COM	370334104	2,740	76,984

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GENZYME CORP	COM	372917104	1,022	14,352
GILEAD SCIENCES INC	COM	375558103	3,726	102,801
GLOBAL PMTS INC	COM	37940X102	566	12,254
GOLDMAN SACHS GROUP INC	COM	38141G104	4,426	26,319
GOODRICH CORP	COM	382388106	1,008	11,444
GOODYEAR TIRE & RUBR CO	COM	382550101	199	16,754
GOOGLE INC	CL A	38259P508	15,533	26,151
GRAINGER W W INC	COM	384802104	387	2,800
GREAT PLAINS ENERGY INC	COM	391164100	370	19,088
GREIF INC	CL A	397624107	343	5,542
GUESS INC	COM	401617105	217	4,583
HCP INC	COM	40414L109	1,168	31,740
HALLIBURTON CO	COM	406216101	4,326	105,949
HANOVER INS GROUP INC	COM	410867105	204	4,360
HANSEN NAT CORP	COM	411310105	485	9,285
HARLEY DAVIDSON INC	COM	412822108	975	28,116
HARRIS CORP DEL	COM	413875105	263	5,814
HARTFORD FINL SVCS GROUP INC	COM	416515104	274	10,350
HASBRO INC	COM	418056107	1,010	21,406
HEALTH MGMT ASSOC INC NEW	CL A	421933102	106	11,117
HEINZ H J CO	COM	423074103	1,355	27,393
HERSHEY CO	COM	427866108	741	15,718
HESS CORP	COM	42809H107	985	12,870
HEWLETT PACKARD CO	COM	428236103	11,171	265,340
HOME DEPOT INC	COM	437076102	6,478	184,755
HONEYWELL INTL INC	COM	438516106	4,059	76,359
HOSPIRA INC	COM	441060100	410	7,363
HUMAN GENOME SCIENCES INC	COM	444903108	358	14,995
ITT CORP NEW	COM	450911102	630	12,092
IDEX CORP	COM	45167R104	283	7,239
IDEXX LABS INC	COM	45168D104	529	7,643
ILLINOIS TOOL WKS INC	COM	452308109	2,562	47,976
ILLUMINA INC	COM	452327109	343	5,418
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	209	31,392
INTEL CORP	COM	458140100	10,886	517,631
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,247	10,467
INTERNATIONAL BUSINESS MACHS	COM	459200101	19,919	135,724
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	999	17,971
INTERNATIONAL GAME TECHNOLOG	COM	459902102	430	24,285
INTL PAPER CO	COM	460146103	1,241	45,542
INTERPUBLIC GROUP COS INC	COM	460690100	231	21,724
INTUITIVE SURGICAL INC	COM NEW	46120E602	449	1,743
INTUIT	COM	461202103	1,019	20,665
IRON MTN INC	COM	462846106	203	8,105
ISHARES TR	RUSSELL1000VAL	464287598	3,918	60,398
ISHARES TR	RUSSELL1000GRW	464287614	3,476	60,703
ISHARES TR	RUSSELL 1000	464287622	7,227	103,456
JPMORGAN CHASE & CO	COM	46625H100	7,879	185,741
JACOBS ENGR GROUP INC DEL	COM	469814107	468	10,205
JOHNSON & JOHNSON	COM	478160104	9,851	159,269
JOHNSON CTLS INC	COM	478366107	2,535	66,369
JOY GLOBAL INC	COM	481165108	1,403	16,178

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JUNIPER NETWORKS INC	COM	48203R104	865	23,417
KBR INC	COM	48242W106	754	24,735
KELLOGG CO	COM	487836108	507	9,931
KIMBERLY CLARK CORP	COM	494368103	2,232	35,407
KIMCO RLTY CORP	COM	49446R109	285	15,808
KOHL'S CORP	COM	500255104	1,179	21,699
KRAFT FOODS INC	CL A	50075N104	1,839	58,378
KROGER CO	COM	501044101	775	34,654
LSI CORPORATION	COM	502161102	279	46,497
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	387	4,407
LAM RESEARCH CORP	COM	512807108	292	5,632
LAS VEGAS SANDS CORP	COM	517834107	1,688	36,729
LAUDER ESTEE COS INC	CL A	518439104	394	4,888
LEUCADIA NATL CORP	COM	527288104	540	18,492
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	71	72,816
LIFE TECHNOLOGIES CORP	COM	53217V109	1,243	22,396
LILLY ELI & CO	COM	532457108	2,275	64,916
LIMITED BRANDS INC	COM	532716107	917	29,845
LINCOLN NATL CORP IND	COM	534187109	458	16,451
LINEAR TECHNOLOGY CORP	COM	535678106	345	9,984
LOCKHEED MARTIN CORP	COM	539830109	2,496	35,702
LOEWS CORP	COM	540424108	1,366	35,118
LOWES COS INC	COM	548661107	3,295	131,368
LUBRIZOL CORP	COM	549271104	891	8,333
M & T BK CORP	COM	55261F104	1,111	12,760
MDU RES GROUP INC	COM	552690109	345	17,016
MACYS INC	COM	55616P104	739	29,216
MAGNA INTL INC	COM	559222401	254	4,884
MANPOWER INC	COM	56418H100	1,058	16,860
MARATHON OIL CORP	COM	565849106	2,571	69,431
MARSH & MCLENNAN COS INC	COM	571748102	606	22,173
MARRIOTT INTL INC NEW	CL A	571903202	943	22,704
MASSEY ENERGY COMPANY	COM	576206106	365	6,803
MASTERCARD INC	CL A	57636Q104	2,233	9,963
MATTEL INC	COM	577081102	1,829	71,935
MAXIM INTEGRATED PRODS INC	COM	57772K101	462	19,555
MCAFEE INC	COM	579064106	319	6,890
MCDERMOTT INTL INC	COM	580037109	547	26,446
MCDONALDS CORP	COM	580135101	8,911	116,091
MCGRAW HILL COS INC	COM	580645109	1,768	48,552
MCKESSON CORP	COM	58155Q103	1,191	16,917
MEADWESTVACO CORP	COM	583334107	226	8,647
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2,493	40,689
MEDNAX INC	COM	58502B106	205	3,041
MEDTRONIC INC	COM	585055106	4,591	123,783
MERCK & CO INC NEW	COM	58933Y105	5,409	150,094
METLIFE INC	COM	59156R108	1,597	35,934
METTLER TOLEDO INTERNATIONAL	COM	592688105	225	1,486
MICROSOFT CORP	COM	594918104	19,698	705,765
MICROCHIP TECHNOLOGY INC	COM	595017104	281	8,202
MONSANTO CO NEW	COM	61166W101	4,081	58,606
MONSTER WORLDWIDE INC	COM	611742107	827	34,983
MOODYS CORP	COM	615369105	610	22,974
MORGAN STANLEY	COM NEW	617446448	2,163	79,486
MOSAIC CO	COM	61945A107	1,234	16,160
MOTOROLA INC	COM	620076109	1,051	115,878
MURPHY OIL CORP	COM	626717102	571	7,653

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MYLAN INC	COM	628530107	345	16,325
NCR CORP NEW	COM	62886E108	509	33,136
NII HLDGS INC	CL B NEW	62913F201	519	11,627
NVR INC	COM	62944T105	1,249	1,807
NYSE EURONEXT	COM	629491101	422	14,068
NALCO HOLDING COMPANY	COM	62985Q101	313	9,786
NATIONAL OILWELL VARCO INC	COM	637071101	1,019	15,159
NATIONAL SEMICONDUCTOR CORP	COM	637640103	296	21,534
NATIONWIDE HEALTH PPTYS INC	COM	638620104	241	6,623
NAVISTAR INTL CORP NEW	COM	63934E108	849	14,656
NETAPP INC	COM	64110D104	3,077	55,981
NETFLIX INC	COM	64110L106	312	1,777
NEWMONT MINING CORP	COM	651639106	2,980	48,508
NEWS CORP	CL A	65248E104	2,097	144,055
NEXTERA ENERGY INC	COM	65339F101	705	13,568
NIKE INC	CL B	654106103	3,368	39,431
NOBLE ENERGY INC	COM	655044105	1,074	12,476
NORDSTROM INC	COM	655664100	451	10,631
NORFOLK SOUTHERN CORP	COM	655844108	1,113	17,724
NORTHERN TR CORP	COM	665859104	1,291	23,300
NORTHROP GRUMMAN CORP	COM	666807102	339	5,233
NOVELLUS SYS INC	COM	670008101	641	19,835
NSTAR	COM	67019E107	514	12,194
NUANCE COMMUNICATIONS INC	COM	67020Y100	184	10,115
NUCOR CORP	COM	670346105	1,258	28,699
NVIDIA CORP	COM	67066G104	787	51,073
OGE ENERGY CORP	COM	670837103	373	8,185
OCCIDENTAL PETE CORP DEL	COM	674599105	5,806	59,186
OCEANEERING INTL INC	COM	675232102	947	12,860
OMNICOM GROUP INC	COM	681919106	2,559	55,864
ON SEMICONDUCTOR CORP	COM	682189105	189	19,120
ONEOK INC NEW	COM	682680103	735	13,243
ORACLE CORP	COM	68389X105	11,900	380,203
PG&E CORP	COM	69331C108	949	19,835
PMC-SIERRA INC	COM	69344F106	101	11,704
PNC FINL SVCS GROUP INC	COM	693475105	988	16,270
PPG INDS INC	COM	693506107	1,011	12,020
PPL CORP	COM	69351T106	350	13,297
PACCAR INC	COM	693718108	1,903	33,186
PALL CORP	COM	696429307	260	5,237
PARKER HANNIFIN CORP	COM	701094104	1,138	13,183
PAYCHEX INC	COM	704326107	1,379	44,615
PEABODY ENERGY CORP	COM	704549104	856	13,380
PENNEY J C INC	COM	708160106	223	6,897
PEPSICO INC	COM	713448108	8,762	134,112
PERRIGO CO	COM	714290103	228	3,595
PETROHAWK ENERGY CORP	COM	716495106	344	18,835
PETSMART INC	COM	716768106	210	5,265
PFIZER INC	COM	717081103	6,328	361,369
PHILIP MORRIS INTL INC	COM	718172109	11,994	204,927
PINNACLE WEST CAP CORP	COM	723484101	285	6,875
PIONEER NAT RES CO	COM	723787107	341	3,929
POLO RALPH LAUREN CORP	CL A	731572103	277	2,494
PRAXAIR INC	COM	74005P104	2,912	30,497
PRECISION CASTPARTS CORP	COM	740189105	3,982	28,604
PRICE T ROWE GROUP INC	COM	74144T108	1,429	22,143
PRICELINE COM INC	COM NEW	741503403	1,514	3,789
PRINCIPAL FINL GROUP INC	COM	74251V102	744	22,835

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PROCTER & GAMBLE CO	COM	742718109	9,015	140,130
PROGRESS ENERGY INC	COM	743263105	381	8,770
PROGRESSIVE CORP OHIO	COM	743315103	980	49,307
PROTECTIVE LIFE CORP	COM	743674103	323	12,114
PRUDENTIAL FINL INC	COM	744320102	2,066	35,194
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	410	12,892
PUBLIC STORAGE	COM	74460D109	3,617	35,662
QEP RES INC	COM	74733V100	315	8,665
QUALCOMM INC	COM	747525103	9,179	185,471
QUEST DIAGNOSTICS INC	COM	74834L100	311	5,756
QWEST COMMUNICATIONS INTL IN	COM	749121109	140	18,385
RANGE RES CORP	COM	75281A109	532	11,836
RAYONIER INC	COM	754907103	297	5,663
RAYTHEON CO	COM NEW	755111507	385	8,313
RED HAT INC	COM	756577102	683	14,959
RELIANCE STEEL & ALUMINUM CO	COM	759509102	540	10,559
REPUBLIC SVCS INC	COM	760759100	832	27,859
RESMED INC	COM	761152107	259	7,470
ROBERT HALF INTL INC	COM	770323103	204	6,681
ROCKWELL AUTOMATION INC	COM	773903109	1,319	18,389
ROCKWELL COLLINS INC	COM	774341101	1,299	22,301
ROPER INDS INC NEW	COM	776696106	657	8,594
ROSS STORES INC	COM	778296103	344	5,445
ROVI CORP	COM	779376102	631	10,171
SBA COMMUNICATIONS CORP	COM	78388J106	349	8,520
SAIC INC	COM	78390X101	564	35,530
SEI INVESTMENTS CO	COM	784117103	343	14,426
SLM CORP	COM	78442P106	798	63,401
SXC HEALTH SOLUTIONS CORP	COM	78505P100	248	5,796
ST JUDE MED INC	COM	790849103	1,171	27,388
SALESFORCE COM INC	COM	79466L302	3,651	27,658
SANDISK CORP	COM	80004C101	869	17,432
SARA LEE CORP	COM	803111103	655	37,414
SCHEIN HENRY INC	COM	806407102	774	12,605
SCHLUMBERGER LTD	COM	806857108	10,316	123,546
SCHWAB CHARLES CORP NEW	COM	808513105	1,719	100,440
SCOTTS MIRACLE GRO CO	CL A	810186106	387	7,627
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	206	3,984
SEALED AIR CORP NEW	COM	81211K100	220	8,636
SEARS HLDGS CORP	COM	812350106	783	10,612
SEMPRA ENERGY	COM	816851109	683	13,018
SHERWIN WILLIAMS CO	COM	824348106	436	5,208
SIGMA ALDRICH CORP	COM	826552101	734	11,034
SIMON PPTY GROUP INC NEW	COM	828806109	3,006	30,218
SIRIUS XM RADIO INC	COM	82967N108	282	172,848
SKYWORKS SOLUTIONS INC	COM	83088M102	225	7,867
SONOCO PRODS CO	COM	835495102	207	6,135
SOUTHERN CO	COM	842587107	1,506	39,383
SOUTHERN COPPER CORP	COM	84265V105	1,105	22,675
SOUTHWEST AIRLS CO	COM	844741108	257	19,808
SOUTHWESTERN ENERGY CO	COM	845467109	1,280	34,208
SPECTRA ENERGY CORP	COM	847560109	1,247	49,890
SPRINT NEXTEL CORP	COM SER 1	852061100	579	136,903
STAPLES INC	COM	855030102	1,292	56,751
STARBUCKS CORP	COM	855244109	3,834	119,313
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,345	22,130

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STATE STR CORP	COM	857477103	991	21,386
STERICYCLE INC	COM	858912108	296	3,661
STRYKER CORP	COM	863667101	1,106	20,604
SUNTRUST BKS INC	COM	867914103	676	22,919
SYMANTEC CORP	COM	871503108	1,318	78,727
SYSCO CORP	COM	871829107	775	26,356
TD AMERITRADE HLDG CORP	COM	87236Y108	574	30,238
TJX COS INC NEW	COM	872540109	2,597	58,511
TARGET CORP	COM	87612E106	5,131	85,324
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	297	20,200
TELEPHONE & DATA SYS INC	COM	879433100	341	9,336
TELLABS INC	COM	879664100	192	28,283
TENET HEALTHCARE CORP	COM	88033G100	104	15,585
TERADATA CORP DEL	COM	88076W103	453	11,008
TEXAS INSTRS INC	COM	882508104	5,084	156,426
TEXTRON INC	COM	883203101	313	13,241
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,287	23,245
THOMAS & BETTS CORP	COM	884315102	485	10,035
THOMSON REUTERS CORP	COM	884903105	202	5,418
3M CO	COM	88579Y101	6,858	79,467
TIFFANY & CO NEW	COM	886547108	348	5,582
TIME WARNER INC	COM NEW	887317303	2,219	68,968
TIME WARNER CABLE INC	COM	88732J207	346	5,233
TORCHMARK CORP	COM	891027104	219	3,663
TORO CO	COM	891092108	350	5,674
TRAVELERS COMPANIES INC	COM	89417E109	2,957	53,070
TRIMBLE NAVIGATION LTD	COM	896239100	215	5,395
TUPPERWARE BRANDS CORP	COM	899896104	274	5,758
US BANCORP DEL	COM NEW	902973304	2,669	98,978
URS CORP NEW	COM	903236107	462	11,097
ULTRA PETROLEUM CORP	COM	903914109	566	11,854
UNION PAC CORP	COM	907818108	2,520	27,201
UNITED CONTL HLDGS INC	COM	910047109	284	11,908
UNITED PARCEL SERVICE INC	CL B	911312106	5,762	79,383
UNITED STATES CELLULAR CORP	COM	911684108	324	6,483
UNITED STATES STL CORP NEW	COM	912909108	544	9,304
UNITED TECHNOLOGIES CORP	COM	913017109	6,808	86,488
UNITEDHEALTH GROUP INC	COM	91324P102	3,016	83,534
UNUM GROUP	COM	91529Y106	779	32,179
VALEANT PHARMACEUTICALS INTL	COM	91911K102	220	7,765
VALERO ENERGY CORP NEW	COM	91913Y100	761	32,924
VALSPAR CORP	COM	920355104	242	7,025
VARIAN MED SYS INC	COM	92220P105	1,061	15,310
VERISIGN INC	COM	92343E102	265	8,124
VERIZON COMMUNICATIONS INC	COM	92343V104	47,607	1,330,548
VERTEX PHARMACEUTICALS INC	COM	92532F100	554	15,804
VIACOM INC NEW	CL B	92553P201	1,031	26,022
VIRGIN MEDIA INC	COM	92769L101	238	8,721
VISA INC	COM CL A	92826C839	3,465	49,227
VMWARE INC	CL A COM	928563402	292	3,288
VORNADO RLTY TR	SH BEN INT	929042109	630	7,560
WADDELL & REED FINL INC	CL A	930059100	585	16,564
WAL MART STORES INC	COM	931142103	10,221	189,527
WALGREEN CO	COM	931422109	4,184	107,392

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WALTER ENERGY INC	COM	93317Q105	239	1,866
WASTE MGMT INC DEL	COM	94106L109	753	20,434
WATERS CORP	COM	941848103	628	8,087
WELLPOINT INC	COM	94973V107	2,301	40,461
WELLS FARGO & CO NEW	COM	949746101	6,791	219,139
WESCO INTL INC	COM	95082P105	264	5,004
WESTAR ENERGY INC	COM	95709T100	292	11,606
WESTERN DIGITAL CORP	COM	958102105	873	25,746
WESTERN UN CO	COM	959802109	1,303	70,156
WHIRLPOOL CORP	COM	963320106	327	3,677
WHOLE FOODS MKT INC	COM	966837106	315	6,225
WILLIAMS COS INC DEL	COM	969457100	266	10,741
WYNN RESORTS LTD	COM	983134107	1,978	19,049
XCEL ENERGY INC	COM	98389B100	275	11,687
XILINX INC	COM	983919101	354	12,202
XEROX CORP	COM	984121103	327	28,363
YAHOO INC	COM	984332106	1,446	86,944
YUM BRANDS INC	COM	988498101	2,725	55,556
ZIMMER HLDGS INC	COM	98956P102	576	10,729
Total			980,703	