

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

// 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: 3

Form 13F Information Table Entry Total: 683

Form 13F Information Table Value Total: \$9,150,494

(thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
1	028-10147	Scottish Widows Investment Partnership Limited
10	028-10237	Lloyds TSB Offshore Private Clients Limited
11	028-10892	Lloyds TSB Offshore Limited

FORM 13F INFORMATION TABLE

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC EXCHANGE RATE 1.603

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	16,414	310,973	SH	DEFINED
AK STL HLDG CORP	COM	001547108	38	2,472	SH	DEFINED
ABBOTT LABS	COM	002824100	35,588	725,489	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	471	8,033	SH	DEFINED
ACME PACKET INC	COM	004764106	13,641	192,255	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	1,470	171,241	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	10,986	165,565	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	19,797	219,468	SH	DEFINED
AIRGAS INC	COM	009363102	879	13,235	SH	DEFINED
ALBEMARLE CORP	COM	012653101	76	1,273	SH	DEFINED
ALBERTO CULVER CO NEW	COM	013078100	3,894	104,497	SH	DEFINED
ALCOA INC	COM	013817101	16,288	922,618	SH	DEFINED
ALLERGAN INC	COM	018490102	1,970	27,746	SH	DEFINED
ALLSTATE CORP	COM	020002101	18,153	571,029	SH	DEFINED
ALTERA CORP	COM	021441100	2,353	53,476	SH	DEFINED
AMAZON COM INC	COM	023135106	31,745	176,230	SH	DEFINED
AMEREN CORP	COM	023608102	1,218	43,405	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

AMERICAN ELEC PWR INC	COM	025537101	69	1,980	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	26,733	591,309	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	1,190	33,865	SH	DEFINED
AMERICAN TOWER CORP	CL A	029912201	28,048	541,209	SH	DEFINED
AMGEN INC	COM	031162100	3,004	56,193	SH	DEFINED
AMGEN INC	COM	031162100	4	81	SH	DEFINED
AMGEN INC	COM	031162100	219	4,101	SH	DEFINED
AMGEN INC	COM	031162100	26,292	491,807	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	1,596	29,341	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	4,112	50,166	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	216	5,494	SH	DEFINED
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	372	7,760	SH	DEFINED
AON CORP	COM	037389103	2,982	56,331	SH	DEFINED
APACHE CORP	COM	037411105	53,555	408,991	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	905	21,719	SH	DEFINED
APPLE INC	COM	037833100	4,151	11,914	SH	DEFINED
APPLE INC	COM	037833100	5	17	SH	DEFINED
APPLE INC	COM	037833100	304	875	SH	DEFINED
APPLE INC	COM	037833100	270,548	776,411	SH	DEFINED
APPLIED MATLS INC	COM	038222105	70,692	4,524,301	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	6,941	192,728	SH	DEFINED
AUTODESK INC	COM	052769106	960	21,764	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	6,231	121,409	SH	DEFINED
AUTOZONE INC	COM	053332102	1,891	6,918	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	664	15,821	SH	DEFINED
AVON PRODS INC	COM	054303102	1,019	37,737	SH	DEFINED
BB&T CORP	COM	054937107	19,121	696,203	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	2,242	45,079	SH	DEFINED
BAKER HUGHES INC	COM	057224107	27,063	368,412	SH	DEFINED
BALL CORP	COM	058498106	1,123	31,306	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	115,413	8,654,948	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	51	1,713	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	22,916	766,689	SH	DEFINED
BARD C R INC	COM	067383109	2,300	23,161	SH	DEFINED
BAXTER INTL INC	COM	071813109	31,140	579,309	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	4,538	56,996	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	17,129	354,838	SH	DEFINED
BEMIS INC	COM	081437105	35	1,096	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	72,427	865,474	SH	DEFINED
BEST BUY INC	COM	086516101	2,999	104,504	SH	DEFINED
BIG LOTS INC	COM	089302103	1,270	29,253	SH	DEFINED
BLOCK H & R INC	COM	093671105	1,184	70,730	SH	DEFINED
BOEING CO	COM	097023105	23,209	313,918	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	42	5,970	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	22,296	843,438	SH	DEFINED
BROADCOM CORP	CL A	111320107	43,158	1,095,811	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,218	17,814	SH	DEFINED
CBS CORP NEW	CL B	124857202	27,305	1,090,694	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	1,634	11,946	SH	DEFINED
CIGNA CORP	COM	125509109	3,120	70,459	SH	DEFINED
CMS ENERGY CORP	COM	125896100	20,635	1,050,442	SH	DEFINED
CSX CORP	COM	126408103	26,045	331,155	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	7	220	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	29,475	859,357	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	56	1,069	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	15,628	471,794	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

CARMAX INC	COM	143130102	105	3,286	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	49,693	1,295,289	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	31,758	285,280	SH	DEFINED
CELGENE CORP	COM	151020104	18,719	325,356	SH	DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	10,997	1,232,874	SH	DEFINED
CENTURYLINK INC	COM	156700106	3,141	75,789	SH	DEFINED
CEPHALON INC	COM	156708109	1,449	19,115	SH	DEFINED
CERNER CORP	COM	156782104	663	5,965	SH	DEFINED
CHEESECAKE FACTORY INC	COM	163072101	3,861	128,322	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	28,799	859,570	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	118,418	1,101,826	SH	DEFINED
CHUBB CORP	COM	171232101	11,201	182,779	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	14,273	435,103	SH	DEFINED
CINTAS CORP	COM	172908105	693	22,919	SH	DEFINED
CITIGROUP INC	COM	172967101	69,891	15,759,047	SH	DEFINED
CITRIX SYS INC	COM	177376100	24,217	329,598	SH	DEFINED
CLOROX CO DEL	COM	189054109	2,417	34,508	SH	DEFINED
COACH INC	COM	189754104	15,609	300,098	SH	DEFINED
COCA COLA CO	COM	191216100	110,932	1,672,057	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4,129	50,729	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	48	600	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	28,134	348,452	SH	DEFINED
COMERICA INC	COM	200340107	1,084	29,519	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	843	19,600	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	12,434	255,365	SH	DEFINED
COMPUWARE CORP	COM	205638109	468	40,572	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	23,310	982,112	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	1,978	35,690	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	2,452	48,331	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	8,376	240,094	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	1,091	35,078	SH	DEFINED
CORNING INC	COM	219350105	7,578	366,929	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,270	39,852	SH	DEFINED
CUMMINS INC	COM	231021106	46,455	423,688	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	10,062	518,967	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,164	44,213	SH	DEFINED
DANAHER CORP DEL	COM	235851102	2,993	57,711	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,192	24,266	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	231	23,163	SH	DEFINED
DEERE & CO	COM	244199105	2,601	26,857	SH	DEFINED
DEERE & CO	COM	244199105	4	48	SH	DEFINED
DEERE & CO	COM	244199105	192	1,985	SH	DEFINED
DEERE & CO	COM	244199105	26,027	268,670	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	66	2,728	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	778	21,044	SH	DEFINED
DEVRY INC DEL	COM	251893103	7,931	144,090	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	34,283	795,544	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	2,187	90,728	SH	DEFINED
DOLLAR FINL CORP	COM	256664103	2,224	107,225	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	603	31,930	SH	DEFINED
DOVER CORP	COM	260003108	1,136	17,284	SH	DEFINED
DOW CHEM CO	COM	260543103	21,844	578,894	SH	DEFINED
DRIL-QUIP INC	COM	262037104	2,577	32,620	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	15,185	276,334	SH	DEFINED
E M C CORP MASS	COM	268648102	3,535	133,117	SH	DEFINED
E M C CORP MASS	COM	268648102	4	158	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

E M C CORP MASS	COM	268648102	244	9,194	SH	DEFINED
E M C CORP MASS	COM	268648102	48,886	1,840,601	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	527	33,763	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	1,682	16,938	SH	DEFINED
EATON CORP	COM	278058102	22,939	413,583	SH	DEFINED
EBAY INC	COM	278642103	11,235	361,917	SH	DEFINED
ECOLAB INC	COM	278865100	20,837	408,651	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	838	20,100	SH	DEFINED
EDISON INTL	COM	281020107	2,036	55,692	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	587	30,074	SH	DEFINED
EMERSON ELEC CO	COM	291011104	38,528	659,338	SH	DEFINED
EQUIFAX INC	COM	294429105	80,805	2,080,196	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	1,821	36,330	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	23,619	424,509	SH	DEFINED
FLIR SYS INC	COM	302445101	796	23,026	SH	DEFINED
F M C CORP	COM NEW	302491303	1,402	16,516	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	3,524	68,666	SH	DEFINED
FASTENAL CO	COM	311900104	23,816	367,392	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	230	8,610	SH	DEFINED
F5 NETWORKS INC	COM	315616102	1,424	13,889	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,880	135,469	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	239	21,352	SH	DEFINED
FIRST SOLAR INC	COM	336433107	1,346	8,373	SH	DEFINED
FISERV INC	COM	337738108	19,411	309,373	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	8,761	236,326	SH	DEFINED
FLUOR CORP NEW	COM	343412102	2,121	28,783	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	1,981	33,785	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	36,375	2,440,487	SH	DEFINED
FOREST LABS INC	COM	345838106	14,419	446,643	SH	DEFINED
FORTUNE BRANDS INC	COM	349631101	20,297	327,927	SH	DEFINED
FOSSIL INC	COM	349882100	54,773	584,840	SH	DEFINED
FRANKLIN RES INC	COM	354613101	18,211	145,708	SH	DEFINED
GANNETT INC	COM	364730101	1,063	69,796	SH	DEFINED
GAP INC DEL	COM	364760108	2,522	111,326	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	26,523	346,483	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	115,742	5,777,005	SH	DEFINED
GENERAL MLS INC	COM	370334104	3,949	108,041	SH	DEFINED
GENUINE PARTS CO	COM	372460105	48,839	910,930	SH	DEFINED
GENZYME CORP	COM	372917104	83	1,094	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	5,924	139,570	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	27,591	554,374	SH	DEFINED
GOODRICH CORP	COM	382388106	23,886	279,362	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	581	38,826	SH	DEFINED
GRAINGER W W INC	COM	384802104	48,465	352,154	SH	DEFINED
HALLIBURTON CO	COM	406216101	102,296	2,051,884	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	974	22,933	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	394	8,419	SH	DEFINED
HARRIS CORP DEL	COM	413875105	2,474	49,877	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,034	75,541	SH	DEFINED
HASBRO INC	COM	418056107	1,057	22,570	SH	DEFINED
HAWAIIAN ELEC INDUSTRIES	COM	419870100	2,215	89,408	SH	DEFINED
HEICO CORP NEW	COM	422806109	981	15,708	SH	DEFINED
HEINZ H J CO	COM	423074103	3,129	64,102	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	1,229	17,882	SH	DEFINED
HERSHEY CO	COM	427866108	2,672	49,162	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	3,383	82,560	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

HEWLETT PACKARD CO	COM	428236103	5	126	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	251	6,149	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	98,467	2,402,816	SH	DEFINED
HIBBETT SPORTS INC	COM	428567101	1,238	34,584	SH	DEFINED
HOME DEPOT INC	COM	437076102	34,597	933,421	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	8,379	140,316	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	1,430	51,344	SH	DEFINED
HOSPIRA INC	COM	441060100	878	15,904	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	409	42,352	SH	DEFINED
HUMANA INC	COM	444859102	3,954	56,560	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	21,069	463,931	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	758	114,175	SH	DEFINED
ITT CORP NEW	COM	450911102	2,716	45,249	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3,065	57,058	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	5	104	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	255	4,751	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	4,080	75,950	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	12,525	174,700	SH	DEFINED
INTEL CORP	COM	458140100	22	1,100	SH	DEFINED
INTEL CORP	COM	458140100	62,387	3,091,539	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	86	530	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	116,821	715,619	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,112	17,858	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	58	3,586	SH	DEFINED
INTL PAPER CO	COM	460146103	4,035	133,648	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	24,958	1,984,756	SH	DEFINED
INTUIT	COM	461202103	2,576	48,531	SH	DEFINED
IRON MTN INC	COM	462846106	804	25,776	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	184	10,304	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	1,790	100,075	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	134	13,033	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	589	57,108	SH	DEFINED
ISHARES TR	DJ SEL DIV INX	464287168	29	575	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	154	2,370	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	112	2,678	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	62	1,316	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	395	8,266	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	62	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	3,304	48,723	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	4	64	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	233	3,443	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	2,810	54,275	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	1,293	24,975	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	31,604	1,313,839	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	399	19,517	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	1,072	20,846	SH	DEFINED
JETBLUE AIRWAYS CORP	COM	477143101	2,532	403,546	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	5	93	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	159,313	2,687,708	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	13,928	334,983	SH	DEFINED
JOY GLOBAL INC	COM	481165108	1,569	15,896	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	16,343	345,086	SH	DEFINED
KELLOGG CO	COM	487836108	28,423	526,309	SH	DEFINED
KEYCORP NEW	COM	493267108	1,984	223,306	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	20,430	313,140	SH	DEFINED
KOHL'S CORP	COM	500255104	2,686	50,653	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

KROGER CO	COM	501044101	22,176	924,812	SH	DEFINED
LKQ CORP	COM	501889208	10,394	431,380	SH	DEFINED
LSI CORPORATION	COM	502161102	667	98,214	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	15,836	202,189	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	901	9,351	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	648	26,497	SH	DEFINED
LEGG MASON INC	COM	524901105	923	25,582	SH	DEFINED
LENNAR CORP	CL A	526057104	16	924	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	583	15,535	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	1,029	27,770	SH	DEFINED
LILLY ELI & CO	COM	532457108	11,038	313,913	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	2,764	84,003	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	1,550	51,582	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	20,343	605,004	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	3,134	215,241	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	5,887	73,241	SH	DEFINED
LOEWS CORP	COM	540424108	2,347	54,481	SH	DEFINED
LORILLARD INC	COM	544147101	44,289	466,105	SH	DEFINED
LOWES COS INC	COM	548661107	21,384	808,937	SH	DEFINED
MDU RES GROUP INC	COM	552690109	10,262	447,148	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	933	71,967	SH	DEFINED
MAGNA INTL INC	COM	559222401	8,388	175,018	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,879	53,989	SH	DEFINED
MARATHON OIL CORP	COM	565849106	4	87	SH	DEFINED
MARATHON OIL CORP	COM	565849106	218	4,106	SH	DEFINED
MARATHON OIL CORP	COM	565849106	28,933	542,484	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	2,059	167,204	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	74,501	2,497,545	SH	DEFINED
MARSHALL & ILSLEY CORP NEW	COM	571837103	714	89,334	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	884	24,860	SH	DEFINED
MASCO CORP	COM	574599106	41,461	2,979,605	SH	DEFINED
MASSEY ENERGY COMPANY	COM	576206106	34	509	SH	DEFINED
MATTEL INC	COM	577081102	17,666	708,776	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	1,428	29,841	SH	DEFINED
MCDONALDS CORP	COM	580135101	152	2,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	32,635	428,825	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2,720	69,068	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	2,022	34,933	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,181	38,940	SH	DEFINED
MEDTRONIC INC	COM	585055106	24,351	619,088	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	1,323	81,460	SH	DEFINED
MICROSOFT CORP	COM	594918104	158,544	6,249,296	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	2,186	57,509	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	2,279	198,777	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	14,239	669,950	SH	DEFINED
MOHAWK INDS INC	COM	608190104	5,438	88,895	SH	DEFINED
MOLEX INC	COM	608554101	270	10,774	SH	DEFINED
MONRO MUFFLER BRAKE INC	COM	610236101	2,477	75,131	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	12	755	SH	DEFINED
MOODYS CORP	COM	615369105	502	14,797	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	25,272	924,875	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	14,850	332,260	SH	DEFINED
MOTOROLA MOBILITY HLDGS INC	COM	620097105	7,145	292,801	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,563	48,549	SH	DEFINED
MYLAN INC	COM	628530107	127	5,607	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	1,806	83,860	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

NYSE EURONEXT	COM	629491101	717	20,415	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	651	25,210	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	16	212	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	30,263	381,734	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	598	41,776	SH	DEFINED
NEENAH PAPER INC	COM	640079109	1,055	180,807	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	2,142	124,245	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	4,372	228,770	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	1,769	23,278	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	19,090	349,745	SH	DEFINED
NICOR INC	COM	654086107	21,966	409,173	SH	DEFINED
NIKE INC	CL B	654106103	2,898	38,290	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	141	1,467	SH	DEFINED
NORDSTROM INC	COM	655664100	1,707	38,056	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	73,477	1,061,198	SH	DEFINED
NORTHEAST UTILS	COM	664397106	552	15,966	SH	DEFINED
NORTHERN TR CORP	COM	665859104	1,051	20,712	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	6,091	97,183	SH	DEFINED
NOVELL INC	COM	670006105	6	1,030	SH	DEFINED
NOVELL INC	COM	670006105	170	28,733	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	736	19,837	SH	DEFINED
NUCOR CORP	COM	670346105	16,292	353,759	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	146,582	1,402,702	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	1,394	28,445	SH	DEFINED
ONEOK INC NEW	COM	682680103	1,128	16,864	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	1,130	37,429	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	75,037	1,191,734	SH	DEFINED
PPG INDS INC	COM	693506107	24,277	254,947	SH	DEFINED
PACCAR INC	COM	693718108	1,740	33,244	SH	DEFINED
PALL CORP	COM	696429307	89	1,553	SH	DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	2,364	63,733	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	54,846	578,914	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	28,536	885,947	SH	DEFINED
PAYCHEX INC	COM	704326107	882	28,130	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,827	25,390	SH	DEFINED
PENNEY J C INC	COM	708160106	1,460	40,642	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	400	31,851	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	13	726	SH	DEFINED
PEPSICO INC	COM	713448108	2,546	39,527	SH	DEFINED
PEPSICO INC	COM	713448108	3	52	SH	DEFINED
PEPSICO INC	COM	713448108	186	2,889	SH	DEFINED
PEPSICO INC	COM	713448108	30,341	471,031	SH	DEFINED
PERKINELMER INC	COM	714046109	209	7,989	SH	DEFINED
PERRIGO CO	COM	714290103	18,620	234,244	SH	DEFINED
PETROHAWK ENERGY CORP	COM	716495106	1,494	60,970	SH	DEFINED
PFIZER INC	COM	717081103	56	2,793	SH	DEFINED
PFIZER INC	COM	717081103	161,202	7,935,156	SH	DEFINED
PHARMACEUTICAL PROD DEV INC	COM	717124101	945	34,115	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	203	3,100	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	77,243	1,177,317	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	420	9,828	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,129	11,079	SH	DEFINED
PITNEY BOWES INC	COM	724479100	1,227	47,788	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1,155	18,137	SH	DEFINED
POLO RALPH LAUREN CORP	CL A	731572103	22,324	180,628	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,788	12,152	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

PRICELINE COM INC	COM NEW	741503403	17,018	33,586	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	2,940	47,710	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	233	3,791	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	79,314	1,287,057	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	26,690	578,660	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2,431	114,990	SH	DEFINED
PROSPERITY BANCSHARES INC	COM	743606105	5,060	118,362	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	19,171	311,457	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,724	86,409	SH	DEFINED
PULTE GROUP INC	COM	745867101	169	22,903	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	93	2,212	SH	DEFINED
QUALCOMM INC	COM	747525103	2,890	52,694	SH	DEFINED
QUALCOMM INC	COM	747525103	2	42	SH	DEFINED
QUALCOMM INC	COM	747525103	201	3,679	SH	DEFINED
QUALCOMM INC	COM	747525103	100,827	1,837,745	SH	DEFINED
QUESTAR CORP	COM	748356102	180	10,379	SH	DEFINED
QWEST COMMUNICATIONS INTL IN	COM	749121109	10,901	1,590,367	SH	DEFINED
RADIOSHACK CORP	COM	750438103	323	21,513	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	4,666	91,745	SH	DEFINED
RED HAT INC	COM	756577102	109	2,401	SH	DEFINED
REGAL ENTMT GROUP	CL A	758766109	1,001	74,177	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	16,845	560,850	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	5,957	167,702	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	12,024	319,427	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	98	3,202	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1,230	13,003	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,635	25,245	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	803	9,300	SH	DEFINED
ROSS STORES INC	COM	778296103	3,358	47,213	SH	DEFINED
ROVI CORP	COM	779376102	8,681	161,765	SH	DEFINED
ROWAN COS INC	COM	779382100	1,273	28,859	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	346	12,455	SH	DEFINED
RYDER SYS INC	COM	783549108	486	9,630	SH	DEFINED
SAFeway INC	COM NEW	786514208	151	6,447	SH	DEFINED
ST JUDE MED INC	COM	790849103	3,783	73,861	SH	DEFINED
SARA LEE CORP	COM	803111103	21,898	1,239,675	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	65	700	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	64,879	695,793	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	15,263	846,104	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	383	7,667	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	15	193	SH	DEFINED
SEMPRA ENERGY	COM	816851109	51	954	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	1,274	15,181	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,311	20,608	SH	DEFINED
SILICON LABORATORIES INC	COM	826919102	822	19,036	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	2,643	37,020	SH	DEFINED
SNAP ON INC	COM	833034101	334	5,570	SH	DEFINED
SOUTHERN CO	COM	842587107	57,937	1,520,872	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,665	131,851	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	16,306	379,434	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	283	10,431	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	2,888	620,465	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	146	1,917	SH	DEFINED
STAPLES INC	COM	855030102	403	20,806	SH	DEFINED
STARBUCKS CORP	COM	855244109	2,417	65,399	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

STATE STR CORP	COM	857477103	49,536	1,101,668	SH	DEFINED
STERICYCLE INC	COM	858912108	113	1,278	SH	DEFINED
STRYKER CORP	COM	863667101	19,534	321,378	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,464	85,379	SH	DEFINED
SUPERVALU INC	COM	868536103	537	60,280	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,659	197,321	SH	DEFINED
SYSCO CORP	COM	871829107	15,514	560,581	SH	DEFINED
TECO ENERGY INC	COM	872375100	1,256	66,942	SH	DEFINED
TJX COS INC NEW	COM	872540109	5,969	120,048	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	23,476	1,925,879	SH	DEFINED
TATA MTRS LTD	SPONSORED ADR	876568502	780	28,100	SH	DEFINED
TELLABS INC	COM	879664100	529	101,119	SH	DEFINED
TERADYNE INC	COM	880770102	13,682	768,439	SH	DEFINED
TESORO CORP	COM	881609101	14	536	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	27,521	796,213	SH	DEFINED
TEXTRON INC	COM	883203101	408	14,922	SH	DEFINED
TEXTRON INC	COM	883203101	2	101	SH	DEFINED
TEXTRON INC	COM	883203101	44	1,614	SH	DEFINED
TEXTRON INC	COM	883203101	661	24,159	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	4,379	78,819	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	8,768	142,692	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	29,222	818,220	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	229	12,324	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,391	20,962	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	808	44,829	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	2,294	27,400	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	1,198	13,569	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,338	69,792	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	39,834	1,507,449	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	32,464	659,248	SH	DEFINED
UNION PAC CORP	COM	907818108	11,036	112,224	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	42,851	576,736	SH	DEFINED
UNITED RENTALS INC	COM	911363109	1,237	37,154	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	107	1,995	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	60,300	712,475	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	322	10,802	SH	DEFINED
V F CORP	COM	918204108	2,693	27,345	SH	DEFINED
VULCAN MATLS CO	COM	929160109	19	430	SH	DEFINED
WAL MART STORES INC	COM	931142103	106	2,050	SH	DEFINED
WAL MART STORES INC	COM	931142103	111,786	2,146,653	SH	DEFINED
WALGREEN CO	COM	931422109	9,588	238,769	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	634	1,444	SH	DEFINED
WATERS CORP	COM	941848103	1,377	15,842	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	604	10,791	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	177,756	5,606,561	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,583	69,251	SH	DEFINED
WESTERN UN CO	COM	959802109	48,477	2,330,070	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,945	79,077	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,620	18,984	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	1,709	25,948	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,667	53,467	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	1,071	35,134	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	828	6,513	SH	DEFINED
XILINX INC	COM	983919101	2,639	80,479	SH	DEFINED
XEROX CORP	COM	984121103	13,423	1,260,430	SH	DEFINED
YAHOO INC	COM	984332106	16,458	988,202	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

YUM BRANDS INC	COM	988498101	2,619	50,955	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	968	42,023	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	349	4,360	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	15,051	671,214	SH	DEFINED
VERISIGN INC	COM	92343E102	1,054	29,119	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	3,411	86,313	SH	DEFINED
NEWS CORP	CL A	65248E104	34,170	1,944,807	SH	DEFINED
TARGET CORP	COM	87612E106	22,078	441,622	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	1,632	18,750	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	45	1,233	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2,255	60,710	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	17,871	300,482	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	97,730	3,314,600	SH	DEFINED
AES CORP	COM	00130H105	16,844	1,296,243	SH	DEFINED
AT&T INC	COM	00206R102	87,893	2,870,916	SH	DEFINED
ACTIVISION BLIZZARD INC	COM	00507V109	9	838	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	1,852	63,907	SH	DEFINED
ADOBE SYS INC	COM	00724F101	102	3,084	SH	DEFINED
AETNA INC NEW	COM	00817Y108	17,508	467,943	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1,480	33,055	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	661	17,408	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	27	408	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	80	3,100	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	40,135	1,542,209	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	51,932	894,002	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	1,181	29,218	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	2,610	42,732	SH	DEFINED
ANSYS INC	COM	03662Q105	8	151	SH	DEFINED
ASSURANT INC	COM	04621X108	1,499	38,945	SH	DEFINED
AUTONATION INC	COM	05329W102	37	1,059	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	1,144	13,209	SH	DEFINED
BANCOLOMBIA S A	SPON ADR PEF	05968L102	1,646	26,300	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	5,870	79,983	SH	DEFINED
BLUE NILE INC	COM	09578R103	652	12,094	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,221	45,755	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,966	26,534	SH	DEFINED
CME GROUP INC	COM	12572Q105	17,338	57,488	SH	DEFINED
CA INC	COM	12673P105	2,796	115,672	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,402	40,572	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	2,371	41,559	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	20,539	395,417	SH	DEFINED
CAPITALSOURCE INC	COM	14055X102	6,054	860,633	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	23,035	560,269	SH	DEFINED
CAREFUSION CORP	COM	14170T101	80	2,839	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	39,888	2,270,928	SH	DEFINED
CISCO SYS INC	COM	17275R102	32	1,900	SH	DEFINED
CISCO SYS INC	COM	17275R102	51,375	2,994,760	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	3,381	34,394	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	2,320	85,002	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	46,691	1,887,689	SH	DEFINED
COMSCORE INC	COM	20564W105	430	14,589	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	47	600	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	121,014	1,515,048	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	71	1,340	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	895	44,149	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	7,223	98,470	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

COSTAR GROUP INC	COM	22160N109	1,283	20,477	SH	DEFINED
D R HORTON INC	COM	23331A109	773	66,438	SH	DEFINED
DAVITA INC	COM	23918K108	1,953	22,837	SH	DEFINED
DELL INC	COM	24702R101	16,834	1,160,194	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	3,389	36,934	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	5	59	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	257	2,802	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	6,390	69,633	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	494	6,357	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	13,951	349,581	SH	DEFINED
DIRECTV	COM CL A	25490A101	6,610	141,212	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	262	5,882	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	2,197	121,193	SH	DEFINED
EOG RES INC	COM	26875P101	606	5,115	SH	DEFINED
EQT CORP	COM	26884L109	26	533	SH	DEFINED
EL PASO CORP	COM	28336L109	1,167	64,820	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,694	40,067	SH	DEFINED
EXELON CORP	COM	30161N101	32,404	786,039	SH	DEFINED
EXPEDIA INC DEL	COM	30212P105	375	16,573	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	29	345	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	222,862	2,647,447	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	32,760	346,566	SH	DEFINED
FEDEX CORP	COM	31428X106	18,382	196,432	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	1,264	38,685	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	23,383	950,737	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	14,537	112,870	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	42,604	766,812	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	157	19,219	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	1,114	49,494	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	1,142	84,960	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	45,231	285,182	SH	DEFINED
GOOGLE INC	CL A	38259P508	70,940	120,954	SH	DEFINED
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	12,701	517,700	SH	DEFINED
HCP INC	COM	40414L109	1,996	52,638	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,633	50,843	SH	DEFINED
HMS HLDGS CORP	COM	40425J101	1,204	14,710	SH	DEFINED
HESS CORP	COM	42809H107	24,981	293,250	SH	DEFINED
ICICI BK LTD	ADR	45104G104	15,910	319,200	SH	DEFINED
IDEX CORP	COM	45167R104	2,423	55,570	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	596	11,819	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	704	5,707	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	76,712	230,033	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	79,829	3,828,741	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,612	56,646	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	4	87	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	192	4,180	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	105,434	2,285,834	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	194	15,640	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	2,053	48,779	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	67	2,145	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	38	1,231	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	22,607	720,795	SH	DEFINED
LG DISPLAY CO LTD	SPONS ADR REP	50186V102	277	17,600	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,920	31,714	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	11,079	211,359	SH	DEFINED
M & T BK CORP	COM	55261F104	12,171	137,524	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

MACYS INC	COM	55616P104	2,383	98,235	SH	DEFINED
MACYS INC	COM	55616P104	3	148	SH	DEFINED
MACYS INC	COM	55616P104	178	7,374	SH	DEFINED
MACYS INC	COM	55616P104	3,179	131,058	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	31	522	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	73	1,226	SH	DEFINED
MASTERCARD INC	COM	57636Q104	18,996	75,463	SH	DEFINED
MCKESSON CORP	COM	58155Q103	7,902	99,943	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16	288	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16,866	300,307	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	5	160	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	19	600	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	52,990	1,604,797	SH	DEFINED
METLIFE INC	COM	59156R108	26,821	600,241	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	1,872	39,913	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	19,440	269,122	SH	DEFINED
NALCO HOLDING COMPANY	COM	62985Q101	584	21,417	SH	DEFINED
NETAPP INC	COM	64110D104	4,016	83,352	SH	DEFINED
NETFLIX INC	COM	64110L106	1,808	7,618	SH	DEFINED
NETLOGIC MICROSYSTEMS INC	COM	64118B100	9,759	232,275	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,112	38,322	SH	DEFINED
NISOURCE INC	COM	65473P105	948	49,504	SH	DEFINED
NVIDIA CORP	COM	67066G104	79	4,292	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	33,768	587,694	SH	DEFINED
ORACLE CORP	COM	68389X105	79,187	2,372,317	SH	DEFINED
PG&E CORP	COM	69331C108	17,343	392,791	SH	DEFINED
PPL CORP	COM	69351T106	82	3,272	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	1,204	44,387	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	90,823	2,555,900	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	507	12,546	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	2,737	32,170	SH	DEFINED
PRAXAIR INC	COM	74005P104	16,326	160,629	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1,391	20,959	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,750	54,563	SH	DEFINED
QEP RES INC	COM	74733V100	1,015	25,033	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,985	34,396	SH	DEFINED
QUINSTREET INC	COM	74874Q100	2,170	95,406	SH	DEFINED
RANGE RES CORP	COM	75281A109	186	3,195	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM NEW	7591EP100	1,564	215,687	SH	DEFINED
SAIC INC	COM	78390X101	1,221	72,102	SH	DEFINED
SK TELECOM LTD	SPONSORED ADR	78440P108	249	13,300	SH	DEFINED
SLM CORP	COM	78442P106	1,288	84,212	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	174	1,318	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	779	5,883	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	96	2,366	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	608	14,941	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	107	807	SH	DEFINED
SANDISK CORP	COM	80004C101	3,411	73,984	SH	DEFINED
SCANA CORP NEW	COM	80589M102	410	10,446	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	1,010	37,897	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3,533	106,740	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	4	145	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	247	7,472	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,907	238,484	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5	351	SH	DEFINED

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	296	18,066	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	3,243	101,757	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	3	106	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	237	7,462	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	16,034	284,343	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	29,269	902,959	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	2,331	45,646	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	8,705	216,216	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	18,558	319,233	SH	DEFINED
SUNOCO INC	COM	86764P109	539	11,821	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	37,562	741,834	SH	DEFINED
TENARIS S A	SPONSORED ADR	88031M109	48,106	972,731	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	630	84,636	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	1,405	27,730	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	2,215	85,306	SH	DEFINED
3M CO	COM	88579Y101	22,357	239,238	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	19,035	266,794	SH	DEFINED
TREEHOUSE FOODS INC	COM	89469A104	1,165	20,499	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	1,733	35,999	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	65,664	1,452,439	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,519	57,870	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	1,640	55,020	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	17,524	259,026	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	3,625	94,017	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	3	95	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	258	6,705	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	51,751	1,342,094	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	621	13,372	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	3	84	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	62	1,340	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	6,372	137,037	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	39,514	1,422,163	SH	DEFINED
VISA INC	COM CL A	92826C839	18,873	256,307	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	20,986	561,895	SH	DEFINED
WELLPOINT INC	COM	94973V107	19,129	274,076	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	15,601	1,211,755	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,740	54,677	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,028	43,095	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	3,109	51,370	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	12,020	218,778	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	16,805	160,000	SH	DEFINED
COVIDIEN PLC	SHS	G2554F105	4,254	81,900	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	2,865	59,329	SH	DEFINED
INVESCO LTD	SHS	G491BT108	1,025	40,113	SH	DEFINED
LAZARD LTD	SHS A	G54050102	4,936	118,800	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	587	19,333	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,403	57,069	SH	DEFINED
ACE LTD	SHS	H0023R105	5,507	85,163	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1,758	38,567	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	1,894	42,330	SH	DEFINED
TAT TECHNOLOGIES LTD	ORD NEW	M8740S227	113	21,000	SH	DEFINED

9,150,494