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VERIZON COMMUNICATIONS INC
Form 13F-HR
August 15, 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: June 30, 2011

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: 908 559-5590

Signature, Place, and Date of Signing:

/s/ David Beik ----- [Signature]	Basking Ridge Jersey ----- [City, State]	August 12, 2011 ----- [Date]
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Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report)
- 13F NOTICE. (Check here if no holdings reported are in this report, 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

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Report summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 571

 Form 13F Information Table Value Total: 716,196.00

 (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.

Goldman Sachs Prime Brokerage

Verizon Investment Management Corp.
 FORM 13F-SOLE INSTR V. NONE AUTHORITY
 30-Jun-11

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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	M
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1,907	31,564				
BUNGE LIMITED	COM	G16962105	271	3,929				
COOPER INDUSTRIES PLC	SHS	G24140108	380	6,360				
COVIDIEN PLC	SHS	G2554F113	922	17,329				
HERBALIFE LTD	COM USD SHS	G4412G101	1,894	32,860				
INGERSOLL-RAND PLC	SHS	G47791101	642	14,143				
INVESCO LTD	SHS	G491BT108	206	8,784				
LAZARD LTD	SHS A	G54050102	201	5,419				
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	458	31,008				
NABORS INDUSTRIES LTD	SHS	G6359F103	217	8,817				
ACE LTD	SHS	H0023R105	778	11,819				
TYCO INTERNATIONAL LTD	SHS	H89128104	440	8,911				
CORE LABORATORIES N V	COM	N22717107	249	2,230				
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	254	6,589				
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	355	9,354				
AFLAC INC	COM	001055102	1,008	21,592				
AES CORP	COM	00130H105	269	21,128				
AT&T INC	COM	00206R102	6,784	215,973				
ABBOTT LABS	COM	002824100	5,030	95,584				
ABERCROMBIE & FITCH CO	CL A	002896207	263	3,923				
ADOBE SYS INC	COM	00724F101	1,209	38,447				
ADVANCE AUTO PARTS INC	COM	00751Y106	223	3,807				
ADVANCED MICRO DEVICES INC	COM	007903107	210	30,060				

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AETNA INC NEW	COM	00817Y108	788	17,862
AFFILIATED MANAGERS GROUP	COM	008252108	213	2,101
AGILENT TECHNOLOGIES INC	COM	00846U101	870	17,015
AIR PRODS & CHEMS INC	COM	009158106	1,352	14,143
AIRGAS INC	COM	009363102	269	3,834
AKAMAI TECHNOLOGIES INC	COM	00971T101	271	8,627
ALBEMARLE CORP	COM	012653101	310	4,480
ALCOA INC	COM	013817101	579	36,536
ALEXION PHARMACEUTICALS INC	COM	015351109	423	8,992
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	604	9,512
ALLERGAN INC	COM	018490102	2,348	28,199
ALLIANCE DATA SYSTEMS CORP	COM	018581108	235	2,494
ALLSTATE CORP	COM	020002101	716	23,453
ALPHA NATURAL RESOURCES INC	COM	02076X102	552	12,158
ALTERA CORP	COM	021441100	730	15,751
ALTRIA GROUP INC	COM	02209S103	3,169	119,975
AMAZON COM INC	COM	023135106	5,147	25,172
AMERICAN ELEC PWR INC	COM	025537101	535	14,187
AMERICAN EXPRESS CO	COM	025816109	3,454	66,807
AMERICAN INTL GROUP INC	COM NEW	026874784	246	8,396
AMERICAN TOWER CORP	CL A	029912201	1,015	19,387
AMERISOURCEBERGEN CORP	COM	03073E105	1,282	30,966
AMERIPRISE FINL INC	COM	03076C106	266	4,605
AMETEK INC NEW	COM	031100100	823	18,323
AMGEN INC	COM	031162100	2,403	41,188
AMPHENOL CORP NEW	CL A	032095101	465	8,611
ANADARKO PETE CORP	COM	032511107	1,376	17,932
ANALOG DEVICES INC	COM	032654105	802	20,483
ANNALY CAP MGMT INC	COM	035710409	571	31,674
ANSYS INC	COM	03662Q105	245	4,487
AON CORP	COM	037389103	669	13,038
APACHE CORP	COM	037411105	2,240	18,157
APOLLO GROUP INC	CL A	037604105	257	5,893
APPLE INC	COM	037833100	21,002	62,568
APPLIED MATLS INC	COM	038222105	358	27,538
ARCHER DANIELS MIDLAND CO	COM	039483102	897	29,744
ASHLAND INC NEW	COM	044209104	377	5,828
ATMEL CORP	COM	049513104	302	21,499
AUTODESK INC	COM	052769106	434	11,233
AUTOLIV INC	COM	052800109	472	6,020
AUTOMATIC DATA PROCESSING IN	COM	053015103	1,856	35,237
AUTOZONE INC	COM	053332102	543	1,843
AVALONBAY CMNTYS INC	COM	053484101	213	1,658
AVON PRODS INC	COM	054303102	816	29,143
BB&T CORP	COM	054937107	669	24,917
BMC SOFTWARE INC	COM	055921100	917	16,759
BABCOCK & WILCOX CO NEW	COM	05615F102	265	9,558
BAKER HUGHES INC	COM	057224107	1,257	17,320
BALL CORP	COM	058498106	411	10,698
BANK OF AMERICA CORPORATION	COM	060505104	3,823	348,820
BANK HAWAII CORP	COM	062540109	362	7,785
BANK OF NEW YORK MELLON CORP	COM	064058100	1,301	50,788
BARD C R INC	COM	067383109	460	4,188

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BAXTER INTL INC	COM	071813109	2,386	39,967
BECKMAN COULTER INC	COM	075811109	677	8,110
BECTON DICKINSON & CO	COM	075887109	1,452	16,854
BED BATH & BEYOND INC	COM	075896100	1,011	17,314
BEMIS INC	COM	081437105	223	6,598
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	4,960	64,087
BEST BUY INC	COM	086516101	579	18,447
BIOGEN IDEC INC	COM	09062X103	1,882	17,599
BLACKROCK INC	COM	09247X101	803	4,187
BLOCK H & R INC	COM	093671105	179	11,164
BOEING CO	COM	097023105	3,435	46,465
BORGWARNER INC	COM	099724106	651	8,054
BOSTON PROPERTIES INC	COM	101121101	960	9,042
BOSTON SCIENTIFIC CORP	COM	101137107	201	29,043
BRISTOL MYERS SQUIBB CO	COM	110122108	1,777	61,346
BROADCOM CORP	CL A	111320107	1,438	42,754
BROOKFIELD OFFICE PPTYS INC	COM	112900105	264	13,695
BROWN FORMAN CORP	CL B	115637209	341	4,560
BUCYRUS INTL INC NEW	COM	118759109	339	3,699
CBS CORP NEW	CL A	124857103	260	9,039
CBS CORP NEW	CL B	124857202	758	26,620
CB RICHARD ELLIS GROUP INC	CL A	12497T101	359	14,290
CF INDS HLDGS INC	COM	125269100	568	4,010
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	979	12,417
CIGNA CORP	COM	125509109	264	5,142
CIT GROUP INC	COM NEW	125581801	312	7,053
CME GROUP INC	COM	12572Q105	797	2,734
CMS ENERGY CORP	COM	125896100	302	15,343
CSX CORP	COM	126408103	2,051	78,237
CVS CAREMARK CORPORATION	COM	126650100	2,072	55,126
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	580	16,027
CABOT OIL & GAS CORP	COM	127097103	339	5,105
CADENCE DESIGN SYSTEM INC	COM	127387108	139	13,158
CALPINE CORP	COM NEW	131347304	173	10,727
CAMERON INTERNATIONAL CORP	COM	13342B105	1,106	22,002
CAMPBELL SOUP CO	COM	134429109	255	7,384
CAPITAL ONE FINL CORP	COM	14040H105	1,010	19,539
CARDINAL HEALTH INC	COM	14149Y108	540	11,900
CARNIVAL CORP	PAIRED CTF	143658300	305	8,104
CARPENTER TECHNOLOGY CORP	COM	144285103	232	4,018
CATERPILLAR INC DEL	COM	149123101	4,593	43,140
CELANESE CORP DEL	COM SER A	150870103	638	11,960
CELGENE CORP	COM	151020104	2,425	40,195
CENTURYLINK INC	COM	156700106	761	18,817
CERNER CORP	COM	156782104	1,911	31,274
CHESAPEAKE ENERGY CORP	COM	165167107	837	28,178
CHEVRON CORP NEW	COM	166764100	8,084	78,607
CHICOS FAS INC	COM	168615102	283	18,575
CHIMERA INVT CORP	COM	16934Q109	67	19,489
CHIPOTLE MEXICAN GRILL INC	COM	169656105	468	1,520
CHUBB CORP	COM	171232101	348	5,560
CHURCH & DWIGHT INC	COM	171340102	272	6,702
CIMAREX ENERGY CO	COM	171798101	207	2,305

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CISCO SYS INC	COM	17275R102	3,238	207,424
CITIGROUP INC	COM NEW	172967424	2,919	70,094
CITRIX SYS INC	COM	177376100	735	9,191
CLIFFS NATURAL RESOURCES INC	COM	18683K101	613	6,631
COACH INC	COM	189754104	1,429	22,355
COCA COLA CO	COM	191216100	9,682	143,886
COCA COLA ENTERPRISES INC NE	COM	19122T109	397	13,620
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,983	27,039
COLGATE PALMOLIVE CO	COM	194162103	2,578	29,498
COMCAST CORP NEW	CL A	20030N101	3,430	135,374
CONAGRA FOODS INC	COM	205887102	240	9,313
CONCHO RES INC	COM	20605P101	464	5,052
CONOCOPHILLIPS	COM	20825C104	4,052	53,896
CONSOL ENERGY INC	COM	20854P109	721	14,867
CONSOLIDATED EDISON INC	COM	209115104	555	10,427
CONSTELLATION ENERGY GROUP I	COM	210371100	282	7,435
CORN PRODS INTL INC	COM	219023108	765	13,834
CORNING INC	COM	219350105	984	54,209
COSTCO WHSL CORP NEW	COM	22160K105	2,609	32,114
CRANE CO	COM	224399105	323	6,546
CROWN CASTLE INTL CORP	COM	228227104	769	18,849
CROWN HOLDINGS INC	COM	228368106	296	7,620
CUMMINS INC	COM	231021106	1,535	14,836
DPL INC	COM	233293109	352	11,679
DTE ENERGY CO	COM	233331107	634	12,677
DANAHER CORP DEL	COM	235851102	2,110	39,825
DARDEN RESTAURANTS INC	COM	237194105	480	9,640
DAVITA INC	COM	23918K108	404	4,669
DEERE & CO	COM	244199105	2,485	30,140
DELL INC	COM	24702R101	1,580	94,765
DELTA AIR LINES INC DEL	COM NEW	247361702	287	31,279
DENBURY RES INC	COM NEW	247916208	353	17,640
DENDREON CORP	COM	24823Q107	281	7,131
DEVON ENERGY CORP NEW	COM	25179M103	1,511	19,175
DIGITAL RLTY TR INC	COM	253868103	287	4,650
DISNEY WALT CO	COM DISNEY	254687106	3,218	82,417
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	558	13,615
DISH NETWORK CORP	CL A	25470M109	503	16,407
DISCOVER FINL SVCS	COM	254709108	321	11,984
DIRECTV	COM CL A	25490A101	2,457	48,348
DOLBY LABORATORIES INC	COM	25659T107	354	8,343
DOLLAR TREE INC	COM	256746108	398	5,977
DOMINION RES INC VA NEW	COM	25746U109	1,168	24,190
DONALDSON INC	COM	257651109	636	10,489
DOVER CORP	COM	260003108	897	13,235
DOW CHEM CO	COM	260543103	1,709	47,482
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	930	22,176
DRESSER-RAND GROUP INC	COM	261608103	210	3,899
DU PONT E I DE NEMOURS & CO	COM	263534109	3,418	63,242
DUKE ENERGY CORP NEW	COM	26441C105	1,138	60,447
E M C CORP MASS	COM	268648102	3,888	141,139
EOG RES INC	COM	26875P101	2,242	21,449
EQT CORP	COM	26884L109	387	7,368
EASTMAN CHEM CO	COM	277432100	769	7,530
EATON CORP	COM	278058102	533	10,351

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EBAY INC	COM	278642103	2,357	73,037
ECOLAB INC	COM	278865100	914	16,204
EDISON INTL	COM	281020107	240	6,192
EDWARDS LIFESCIENCES CORP	COM	28176E108	489	5,606
EL PASO CORP	COM	28336L109	1,054	52,192
ELECTRONIC ARTS INC	COM	285512109	575	24,366
EMERSON ELEC CO	COM	291011104	2,979	52,967
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	229	5,696
ENERGIZER HLDGS INC	COM	29266R108	260	3,594
ENTERGY CORP NEW	COM	29364G103	718	10,517
EQUINIX INC	COM NEW	29444U502	231	2,291
EQUITY RESIDENTIAL	SH BEN INT	29476L107	375	6,243
EXELON CORP	COM	30161N101	956	22,320
EXPEDIA INC DEL	COM	30212P105	270	9,307
EXPEDITORS INTL WASH INC	COM	302130109	877	17,140
EXPRESS SCRIPTS INC	COM	302182100	2,855	52,899
EXXON MOBIL CORP	COM	30231G102	23,888	293,538
FLIR SYS INC	COM	302445101	263	7,809
FMC TECHNOLOGIES INC	COM	30249U101	768	17,152
F M C CORP	COM NEW	302491303	302	3,508
FACTSET RESH SYS INC	COM	303075105	231	2,256
FAMILY DLR STORES INC	COM	307000109	692	13,171
FASTENAL CO	COM	311900104	519	14,417
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	220	2,588
FEDEX CORP	COM	31428X106	1,262	13,302
F5 NETWORKS INC	COM	315616102	437	3,965
FIFTH THIRD BANCORP	COM	316773100	516	40,434
FIRST HORIZON NATL CORP	COM	320517105	115	12,095
FIRST SOLAR INC	COM	336433107	385	2,911
FISERV INC	COM	337738108	549	8,762
FIRSTENERGY CORP	COM	337932107	432	9,784
FLUOR CORP NEW	COM	343412102	831	12,846
FLOWSERVE CORP	COM	34354P105	711	6,472
FORD MTR CO DEL	COM PAR \$0.01	345370860	2,636	191,132
FOREST LABS INC	COM	345838106	641	16,303
FOSSIL INC	COM	349882100	301	2,557
FRANKLIN RES INC	COM	354613101	1,640	12,489
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	3,394	64,154
FRONTIER COMMUNICATIONS CORP	COM	35906A108	247	30,632
GAMESTOP CORP NEW	CL A	36467W109	399	14,957
GAP INC DEL	COM	364760108	384	21,188
GARDNER DENVER INC	COM	365558105	215	2,558
GENERAL DYNAMICS CORP	COM	369550108	1,176	15,775
GENERAL ELECTRIC CO	COM	369604103	7,462	395,644
GENERAL GROWTH PPTYS INC NEW	COM	370023103	251	15,043
GENERAL MLS INC	COM	370334104	1,438	38,627
GENERAL MTRS CO	COM	37045V100	438	14,441
GENTEX CORP	COM	371901109	211	6,976
GENON ENERGY INC	COM	37244E107	57	14,679
GENUINE PARTS CO	COM	372460105	233	4,275
GILEAD SCIENCES INC	COM	375558103	2,522	60,915
GOLDMAN SACHS GROUP INC	COM	38141G104	2,864	21,516
GOODRICH CORP	COM	382388106	992	10,385
GOODYEAR TIRE & RUBR CO	COM	382550101	200	11,927
GOOGLE INC	CL A	38259P508	8,493	16,772
GRAINGER W W INC	COM	384802104	428	2,784

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GREAT PLAINS ENERGY INC	COM	391164100	216	10,423
GREEN MTN COFFEE				
ROASTERS IN	COM	393122106	536	6,005
GREIF INC	CL A	397624107	223	3,428
HCP INC	COM	40414L109	769	20,962
HALLIBURTON CO	COM	406216101	3,624	71,058
HANSEN NAT CORP	COM	411310105	277	3,422
HARLEY DAVIDSON INC	COM	412822108	675	16,471
HARTFORD FINL SVCS GROUP				
INC	COM	416515104	223	8,463
HASBRO INC	COM	418056107	261	5,950
HEALTH MGMT ASSOC INC				
NEW	CL A	421933102	134	12,393
HEINZ H J CO	COM	423074103	847	15,897
HELMERICH & PAYNE INC	COM	423452101	294	4,452
HERSHEY CO	COM	427866108	784	13,791
HERTZ GLOBAL HOLDINGS				
INC	COM	42805T105	190	11,941
HESS CORP	COM	42809H107	795	10,633
HEWLETT PACKARD CO	COM	428236103	3,065	84,212
HOME DEPOT INC	COM	437076102	3,206	88,520
HONEYWELL INTL INC	COM	438516106	2,976	49,934
HOSPIRA INC	COM	441060100	419	7,392
HOST HOTELS & RESORTS				
INC	COM	44107P104	221	13,039
HUDSON CITY BANCORP	COM	443683107	86	10,440
HUMANA INC	COM	444859102	258	3,200
HUMAN GENOME SCIENCES				
INC	COM	444903108	227	9,269
HUNT J B TRANS SVCS INC	COM	445658107	210	4,468
HUNTINGTON BANCSHARES				
INC	COM	446150104	108	16,389
ITT CORP NEW	COM	450911102	206	3,498
IDEX CORP	COM	45167R104	236	5,146
IDEXX LABS INC	COM	45168D104	217	2,803
IHS INC	CL A	451734107	202	2,416
ILLINOIS TOOL WKS INC	COM	452308109	1,716	30,384
ILLUMINA INC	COM	452327109	452	6,021
INFORMATICA CORP	COM	45666Q102	302	5,168
INTEL CORP	COM	458140100	4,424	199,645
INTERCONTINENTALEXCHANGE				
INC	COM	45865V100	684	5,485
INTERNATIONAL BUSINESS				
MACHS	COM	459200101	14,127	82,351
INTERNATIONAL				
FLAVORS&FRAGRA	COM	459506101	687	10,688
INTERNATIONAL GAME				
TECHNOLOG	COM	459902102	181	10,314
INTL PAPER CO	COM	460146103	677	22,700
INTERPUBLIC GROUP COS				
INC	COM	460690100	184	14,750
INTUITIVE SURGICAL INC	COM NEW	46120E602	714	1,920
INTUIT	COM	461202103	1,117	21,547
IRON MTN INC	COM	462846106	300	8,810
ISHARES TR	RUSSELL			
	1000GRW	464287614	713	11,710
ISHARES TR	RUSSELL 1000	464287622	959	12,981
JDS UNIPHASE CORP	COM PAR			
	\$0.001	46612J507	184	11,069
JPMORGAN CHASE & CO	COM	46625H100	6,222	151,970
JACOBS ENGR GROUP INC				
DEL	COM	469814107	200	4,626

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JOHNSON & JOHNSON	COM	478160104	8,065	121,248
JOHNSON CTLS INC	COM	478366107	1,370	32,890
JOY GLOBAL INC	COM	481165108	817	8,580
JUNIPER NETWORKS INC	COM	48203R104	821	26,063
KBR INC	COM	48242W106	427	11,332
KLA-TENCOR CORP	COM	482480100	286	7,066
KANSAS CITY SOUTHERN	COM NEW	485170302	270	4,544
KELLOGG CO	COM	487836108	639	11,549
KEYCORP NEW	COM	493267108	151	18,074
KIMBERLY CLARK CORP	COM	494368103	1,811	27,211
KOHL'S CORP	COM	500255104	643	12,857
KRAFT FOODS INC	CL A	50075N104	1,775	50,376
KROGER CO	COM	501044101	1,143	46,079
LSI CORPORATION	COM	502161102	256	35,912
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	474	4,899
LAM RESEARCH CORP	COM	512807108	269	6,085
LAS VEGAS SANDS CORP	COM	517834107	1,599	37,878
LAUDER ESTEE COS INC	CL A	518439104	580	5,517
LEUCADIA NATL CORP	COM	527288104	264	7,751
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	79	32,367
LIBERTY GLOBAL INC	COM SER A	530555101	540	11,989
LIFE TECHNOLOGIES CORP	COM	53217V109	581	11,157
LILLY ELI & CO	COM	532457108	1,894	50,463
LIMITED BRANDS INC	COM	532716107	1,072	27,881
LIN TV CORP	CL A	532774106	537	110,251
LINCOLN NATL CORP IND	COM	534187109	413	14,504
LINEAR TECHNOLOGY CORP	COM	535678106	368	11,136
LOCKHEED MARTIN CORP	COM	539830109	1,439	17,773
LOEWS CORP	COM	540424108	743	17,642
LORILLARD INC	COM	544147101	297	2,732
LOWES COS INC	COM	548661107	1,248	53,560
LUBRIZOL CORP	COM	549271104	894	6,656
M & T BK CORP	COM	55261F104	566	6,441
MSCI INC	CL A	55354G100	221	5,870
MACERICH CO	COM	554382101	208	3,888
MACYS INC	COM	55616P104	670	22,907
MANPOWERGROUP INC	COM	56418H100	504	9,402
MARATHON OIL CORP	COM	565849106	1,895	35,972
MARSH & MCLENNAN COS INC	COM	571748102	325	10,427
MARSHALL & ILSLEY CORP NEW	COM	571837103	80	10,069
MARRIOTT INTL INC NEW	CL A	571903202	483	13,603
MASCO CORP	COM	574599106	211	17,515
MASTERCARD INC	CL A	57636Q104	2,215	7,352
MATTEL INC	COM	577081102	1,063	38,652
MAXIM INTEGRATED PRODS INC	COM	57772K101	369	14,433
MCCORMICK & CO INC	COM NON VTG	579780206	259	5,226
MCDERMOTT INTL INC	COM	580037109	344	17,354
MCDONALDS CORP	COM	580135101	5,809	68,889
MCGRAW HILL COS INC	COM	580645109	1,153	27,503
MCKESSON CORP	COM	58155Q103	1,031	12,324
MEAD JOHNSON NUTRITION CO	COM	582839106	338	5,000
MEADWESTVACO CORP	COM	583334107	226	6,790
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1,105	19,546
MEDTRONIC INC	COM	585055106	2,732	70,917
MERCK & CO INC NEW	COM	58933Y105	4,238	120,078
METLIFE INC	COM	59156R108	1,100	25,070

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METROPICS COMMUNICATIONS INC	COM	591708102	234	13,571
METTLER TOLEDO INTERNATIONAL	COM	592688105	265	1,571
MICROSOFT CORP	COM	594918104	13,149	505,732
MICROCHIP TECHNOLOGY INC	COM	595017104	353	9,316
MICRON TECHNOLOGY INC	COM	595112103	123	16,492
MONSANTO CO NEW	COM	61166W101	2,567	35,391
MONSTER WORLDWIDE INC	COM	611742107	170	11,624
MOODYS CORP	COM	615369105	560	14,608
MORGAN STANLEY	COM NEW	617446448	1,117	48,548
MOSAIC CO NEW	COM	61945C103	1,092	16,117
MOTOROLA SOLUTIONS INC	COM NEW	620076307	548	11,894
MOTOROLA MOBILITY HLDGS INC	COM	620097105	228	10,359
MURPHY OIL CORP	COM	626717102	299	4,561
MYLAN INC	COM	628530107	499	20,228
NII HLDGS INC	CL B NEW	62913F201	495	11,687
NVR INC	COM	62944T105	669	922
NYSE EURONEXT	COM	629491101	253	7,392
NATIONAL OILWELL VARCO INC	COM	637071101	1,162	14,852
NATIONAL SEMICONDUCTOR CORP	COM	637640103	292	11,865
NAVISTAR INTL CORP NEW	COM	63934E108	415	7,359
NETAPP INC	COM	64110D104	1,509	28,584
NETFLIX INC	COM	64110L106	674	2,567
NEWFIELD EXPL CO	COM	651290108	331	4,873
NEWMONT MINING CORP	COM	651639106	931	17,245
NEWS CORP	CL A	65248E104	1,675	94,658
NEXTERA ENERGY INC	COM	65339F101	740	12,884
NIKE INC	CL B	654106103	1,570	17,451
NOBLE ENERGY INC	COM	655044105	686	7,659
NORDSTROM INC	COM	655664100	374	7,972
NORFOLK SOUTHERN CORP	COM	655844108	1,062	14,173
NORTHERN TR CORP	COM	665859104	612	13,316
NORTHROP GRUMMAN CORP	COM	666807102	386	5,563
NOVELLUS SYS INC	COM	670008101	540	14,946
NSTAR	COM	67019E107	322	6,994
NUANCE COMMUNICATIONS INC	COM	67020Y100	250	11,645
NUCOR CORP	COM	670346105	580	14,064
NVIDIA CORP	COM	67066G104	468	29,345
OGE ENERGY CORP	COM	670837103	434	8,616
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	441	6,739
OCCIDENTAL PETE CORP DEL	COM	674599105	4,473	42,989
OCEANEERING INTL INC	COM	675232102	653	16,119
OMNICOM GROUP INC	COM	681919106	1,305	27,099
OMNOVA SOLUTIONS INC	COM	682129101	421	60,435
ON SEMICONDUCTOR CORP	COM	682189105	228	21,753
ONEOK INC NEW	COM	682680103	669	9,035
ORACLE CORP	COM	68389X105	8,426	256,017
PG&E CORP	COM	69331C108	677	16,106
PNC FINL SVCS GROUP INC	COM	693475105	796	13,352
PPG INDS INC	COM	693506107	1,193	13,139
PPL CORP	COM	69351T106	427	15,346
PACCAR INC	COM	693718108	913	17,865
PALL CORP	COM	696429307	319	5,676
PARKER HANNIFIN CORP	COM	701094104	897	10,000
PAYCHEX INC	COM	704326107	669	21,774
PEABODY ENERGY CORP	COM	704549104	1,178	19,989

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PEPSICO INC	COM	713448108	7,670	108,899
PERRIGO CO	COM	714290103	357	4,058
PETROHAWK ENERGY CORP	COM	716495106	328	13,288
PETSMART INC	COM	716768106	251	5,540
PFIZER INC	COM	717081103	5,989	290,734
PHARMASSET INC	COM	71715N106	204	1,817
PHILIP MORRIS INTL INC	COM	718172109	8,414	126,009
PINNACLE WEST CAP CORP	COM	723484101	345	7,746
PIONEER NAT RES CO	COM	723787107	743	8,290
PLUM CREEK TIMBER CO INC	COM	729251108	243	5,993
POLO RALPH LAUREN CORP	CL A	731572103	407	3,069
POLYCOM INC	COM	73172K104	277	4,314
POPULAR INC	COM	733174106	54	19,410
POTASH CORP SASK INC	COM	73755L107	878	15,400
PRAXAIR INC	COM	74005P104	2,193	20,236
PRECISION CASTPARTS CORP	COM	740189105	2,223	13,500
PRICE T ROWE GROUP INC	COM	74144T108	766	12,698
PRICELINE COM INC	COM NEW	741503403	1,241	2,425
PRINCIPAL FINL GROUP INC	COM	74251V102	589	19,354
PROCTER & GAMBLE CO	COM	742718109	6,958	109,459
PROGRESS ENERGY INC	COM	743263105	450	9,383
PROGRESSIVE CORP OHIO	COM	743315103	770	36,036
PROLOGIS INC	COM	74340W103	289	8,062
PROTECTIVE LIFE CORP	COM	743674103	231	10,002
PRUDENTIAL FINL INC	COM	744320102	1,670	26,266
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	464	14,210
PUBLIC STORAGE	COM	74460D109	1,957	17,164
QEP RES INC	COM	74733V100	484	11,560
QUALCOMM INC	COM	747525103	6,701	118,002
QUEST DIAGNOSTICS INC	COM	74834L100	432	7,306
RACKSPACE HOSTING INC	COM	750086100	215	5,037
RANGE RES CORP	COM	75281A109	652	11,748
RAYONIER INC	COM	754907103	376	5,750
RAYTHEON CO	COM NEW	755111507	337	6,768
RED HAT INC	COM	756577102	681	14,842
REGENERON PHARMACEUTICALS	COM	75886F107	202	3,567
REGIONS FINANCIAL CORP NEW	COM	7591EP100	148	23,890
RELIANCE STEEL & ALUMINUM CO	COM	759509102	261	5,262
REPUBLIC SVCS INC	COM	760759100	513	16,638
RESMED INC	COM	761152107	231	7,469
REYNOLDS AMERICAN INC	COM	761713106	349	9,424
RIVERBED TECHNOLOGY INC	COM	768573107	297	7,501
ROCK-TENN CO	CL A	772739207	225	3,385
ROCKWELL AUTOMATION INC	COM	773903109	1,292	14,892
ROCKWELL COLLINS INC	COM	774341101	1,132	18,345
ROPER INDS INC NEW	COM	776696106	391	4,689
ROSS STORES INC	COM	778296103	460	5,742
ROVI CORP	COM	779376102	583	10,168
SBA COMMUNICATIONS CORP	COM	78388J106	211	5,537
SLM CORP	COM	78442P106	611	36,357
SM ENERGY CO	COM	78454L100	202	2,745
ST JUDE MED INC	COM	790849103	766	16,075
SALESFORCE COM INC	COM	79466L302	1,700	11,412
SANDISK CORP	COM	80004C101	435	10,479
SANDRIDGE ENERGY INC	COM	80007P307	213	20,026
SANOFI	RIGHT 12/31/20	80105N113	31	12,954
SARA LEE CORP	COM	803111103	487	25,635

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SCHEIN HENRY INC	COM	806407102	474	6,618
SCHLUMBERGER LTD	COM	806857108	7,413	85,800
SCHWAB CHARLES CORP NEW	COM	808513105	1,119	68,014
SCRIPPS NETWORKS				
INTERACT IN	CL A COM	811065101	224	4,574
SEARS HLDGS CORP	COM	812350106	303	4,247
SEMPRA ENERGY	COM	816851109	492	9,310
SHERWIN WILLIAMS CO	COM	824348106	368	4,385
SIGMA ALDRICH CORP	COM	826552101	437	5,954
SIMON PPTY GROUP INC NEW	COM	828806109	2,266	19,494
SIRIUS XM RADIO INC	COM	82967N108	423	193,243
SKYLINE CORP	COM	830830105	231	13,191
SKYWORKS SOLUTIONS INC	COM	83088M102	212	9,244
SOLERA HOLDINGS INC	COM	83421A104	204	3,454
SOUTHERN CO	COM	842587107	1,239	30,681
SOUTHERN COPPER CORP	COM	84265V105	424	12,908
SOUTHWEST AIRLS CO	COM	844741108	364	31,902
SOUTHWESTERN ENERGY CO	COM	845467109	864	20,142
SPECTRA ENERGY CORP	COM	847560109	832	30,356
SPRINT NEXTEL CORP	COM SER 1	852061100	619	114,923
STANLEY BLACK & DECKER INC	COM	854502101	230	3,194
STAPLES INC	COM	855030102	214	13,551
STARBUCKS CORP	COM	855244109	2,572	65,137
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	822	14,673
STATE STR CORP	COM	857477103	822	18,229
STEEL DYNAMICS INC	COM	858119100	169	10,375
STERICYCLE INC	COM	858912108	374	4,197
STRYKER CORP	COM	863667101	899	15,326
SUNTRUST BKS INC	COM	867914103	752	29,132
SYMANTEC CORP	COM	871503108	1,210	61,379
SYSCO CORP	COM	871829107	889	28,523
TD AMERITRADE HLDG CORP	COM	87236Y108	209	10,690
TJX COS INC NEW	COM	872540109	1,761	33,527
TARGET CORP	COM	87612E106	1,432	30,516
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	827	53,200
TELECOMUNICACOES DE SAO PAUL	SPON ADR PFD	87929A102	1,321	44,485
TELEPHONE & DATA SYS INC	COM	879433100	264	8,479
TELLABS INC	COM	879664100	74	15,950
TEMPUR PEDIC INTL INC	COM	88023U101	227	3,347
TENET HEALTHCARE CORP	COM	88033G100	63	10,129
TERADATA CORP DEL	COM	88076W103	497	8,251
TEXAS INSTRS INC	COM	882508104	2,602	79,243
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,252	19,448
THOMAS & BETTS CORP	COM	884315102	307	5,703
THOMSON REUTERS CORP	COM	884903105	468	12,451
3M CO	COM	88579Y101	4,249	44,797
TIBCO SOFTWARE INC	COM	88632Q103	235	8,105
TIFFANY & CO NEW	COM	886547108	490	6,241
TIM PARTICIPACOES S A	SPONS ADR PFD	88706P106	1,245	25,300
TIME WARNER INC	COM NEW	887317303	1,466	40,302
TIME WARNER CABLE INC	COM	88732J207	1,283	16,445
TRACTOR SUPPLY CO	COM	892356106	236	3,533
TRANSDIGM GROUP INC	COM	893641100	223	2,442
TRAVELERS COMPANIES INC	COM	89417E109	1,854	31,750
TRIMBLE NAVIGATION LTD	COM	896239100	238	5,994
TUPPERWARE BRANDS CORP	COM	899896104	206	3,051
US BANCORP DEL	COM NEW	902973304	1,997	78,301

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URS CORP NEW	COM	903236107	263	5,872
ULTRA PETROLEUM CORP	COM	903914109	342	7,472
UNION PAC CORP	COM	907818108	2,318	22,199
UNITED CONTL HLDGS INC	COM	910047109	334	14,744
UNITED PARCEL SERVICE INC	CL B	911312106	3,625	49,704
UNITED STATES CELLULAR CORP	COM	911684108	259	5,353
UNITED STATES STL CORP NEW	COM	912909108	300	6,518
UNITED TECHNOLOGIES CORP	COM	913017109	5,390	60,893
UNITEDHEALTH GROUP INC	COM	91324P102	2,981	57,786
UNIVERSAL HLTH SVCS INC	CL B	913903100	228	4,419
UNUM GROUP	COM	91529Y106	514	20,178
VALEANT PHARMACEUTICALS INTL	COM	91911K102	686	13,200
VALERO ENERGY CORP NEW	COM	91913Y100	628	24,571
VALSPAR CORP	COM	920355104	274	7,595
VARIAN MED SYS INC	COM	92220P105	969	13,839
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	227	3,690
VENTAS INC	COM	92276F100	396	7,522
VERISIGN INC	COM	92343E102	276	8,234
VERIZON COMMUNICATIONS INC	COM	92343V104	49,536	1,330,548
VERTEX PHARMACEUTICALS INC	COM	92532F100	779	14,986
VIACOM INC NEW	CL A	92553P102	3,210	55,842
VIACOM INC NEW	CL B	92553P201	1,721	33,742
VIRGIN MEDIA INC	COM	92769L101	464	15,507
VISA INC	COM CL A	92826C839	2,014	23,907
VMWARE INC	CL A COM	928563402	415	4,143
VORNADO RLTY TR	SH BEN INT	929042109	912	9,785
WABCO HLDGS INC	COM	92927K102	228	3,296
WADDELL & REED FINL INC	CL A	930059100	330	9,088
WAL MART STORES INC	COM	931142103	6,077	114,355
WALGREEN CO	COM	931422109	2,994	70,525
WALTER ENERGY INC	COM	93317Q105	352	3,044
WASTE MGMT INC DEL	COM	94106L109	719	19,283
WATERS CORP	COM	941848103	429	4,478
WATSON PHARMACEUTICALS INC	COM	942683103	410	5,970
WELLPOINT INC	COM	94973V107	1,891	24,007
WELLS FARGO & CO NEW	COM	949746101	5,332	190,010
WESTAR ENERGY INC	COM	95709T100	204	7,569
WESTERN DIGITAL CORP	COM	958102105	479	13,176
WESTERN UN CO	COM	959802109	890	44,425
WEYERHAEUSER CO	COM	962166104	326	14,909
WHIRLPOOL CORP	COM	963320106	272	3,340
WHITING PETE CORP NEW	COM	966387102	327	5,739
WHOLE FOODS MKT INC	COM	966837106	479	7,557
WILLIAMS COS INC DEL	COM	969457100	338	11,173
WINDSTREAM CORP	COM	97381W104	235	18,152
WYNN RESORTS LTD	COM	983134107	1,332	9,280
XCEL ENERGY INC	COM	98389B100	224	9,202
XILINX INC	COM	983919101	473	12,981
XEROX CORP	COM	984121103	277	26,634
YAHOO INC	COM	984332106	627	41,678
YUM BRANDS INC	COM	988498101	1,834	33,195
ZIMMER HLDGS INC	COM	98956P102	231	3,648
Total			716,196	