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VERIZON COMMUNICATIONS INC
Form 13F-HR
May 12, 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: March 31, 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: 28-04063

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

Person Signing this Report on Behalf of Reporting Manager:

Name: David L. Beik

Title: Chief Operating Officer

Phone: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik Basking Ridge, New Jersey May 9, 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.)

// 13F NOTICE. (Check here if no holdings reported are in this report,

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

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

List of Other Managers Reporting for this Manager:
 [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
28- -----	-----

[Repeat as necessary.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	514
Form 13F Information Table Value Total:	901,106.00
	(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

Verizon Investment Management Corp.
 FORM 13F-SOLE INSTR V. NONE AUTHORITY
 31-Mar-10

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	CO	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	MA
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2,176	39,579			
COOPER INDUSTRIES PLC	SHS	G24140108	1,172	18,064			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	312	6,392			

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HERBALIFE LTD	COM USD SHS	G4412G101	1,510	18,556
INGERSOLL-RAND PLC	SHS	G47791101	448	9,270
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	740	47,591
NABORS INDUSTRIES LTD	SHS	G6359F103	241	7,949
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	205	14,217
SINA CORP	ORD	G81477104	203	1,900
WHITE MTNS INS GROUP LTD	COM	G9618E107	508	1,395
ACE LTD	SHS	H0023R105	872	13,483
ALCON INC	COM SHS	H01301102	463	2,799
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	272	12,054
GARMIN LTD	SHS	H2906T109	279	8,241
TYCO INTERNATIONAL LTD	SHS	H89128104	518	11,578
AFLAC INC	COM	001055102	2,570	48,689
AT&T INC	COM	00206R102	7,413	242,187
ABBOTT LABS	COM	002824100	6,424	130,962
ABERCROMBIE & FITCH CO	CL A	002896207	202	3,434
ACTIVISION BLIZZARD INC	COM	00507V109	179	16,358
ADOBE SYS INC	COM	00724F101	1,839	55,444
ADVANCE AUTO PARTS INC	COM	00751Y106	233	3,549
AEROPOSTALE	COM	007865108	389	15,996
AETNA INC NEW	COM	00817Y108	887	23,698
AFFILIATED MANAGERS GROUP	COM	008252108	221	2,017
AGILENT TECHNOLOGIES INC	COM	00846U101	973	21,722
AIR PRODS & CHEMS INC	COM	009158106	1,667	18,481
AIRGAS INC	COM	009363102	389	5,859
AKAMAI TECHNOLOGIES INC	COM	00971T101	279	7,349
ALBEMARLE CORP	COM	012653101	369	6,173
ALBERTO CULVER CO NEW	COM	013078100	323	8,660
ALCOA INC	COM	013817101	810	45,869
ALEXION PHARMACEUTICALS INC	COM	015351109	357	3,621
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	879	12,983
ALLERGAN INC	COM	018490102	2,804	39,476
ALLSTATE CORP	COM	020002101	755	23,772
ALPHA NATURAL RESOURCES INC	COM	02076X102	395	6,660
ALTERA CORP	COM	021441100	537	12,190
ALTRIA GROUP INC	COM	02209S103	2,876	110,497
AMAZON COM INC	COM	023135106	5,804	32,223
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	199	12,537
AMERICAN ELEC PWR INC	COM	025537101	575	16,366
AMERICAN EXPRESS CO	COM	025816109	5,398	119,417
AMERICAN TOWER CORP	CL A	029912201	844	16,285
AMERISOURCEBERGEN CORP	COM	03073E105	1,793	45,329
AMETEK INC NEW	COM	031100100	1,093	24,919
AMGEN INC	COM	031162100	2,963	55,430
AMPHENOL CORP NEW	CL A	032095101	381	7,011
ANADARKO PETE CORP	COM	032511107	1,181	14,416
ANALOG DEVICES INC	COM	032654105	1,215	30,849
ANNALY CAP MGMT INC	COM	035710409	587	33,664
AON CORP	COM	037389103	901	17,021
APACHE CORP	COM	037411105	2,247	17,162
APOLLO GROUP INC	CL A	037604105	565	13,556
APPLE INC	COM	037833100	29,479	84,585
APPLIED MATLS INC	COM	038222105	1,488	95,271
ARCHER DANIELS MIDLAND CO	COM	039483102	1,156	32,089

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ASHLAND INC NEW	COM	044209104	669	11,591
ATEL CORP	COM	049513104	227	16,675
AUTODESK INC	COM	052769106	549	12,445
AUTOLIV INC	COM	052800109	409	5,508
AUTOMATIC DATA PROCESSING IN	COM	053015103	2,237	43,601
AUTOZONE INC	COM	053332102	1,072	3,918
AVALONBAY CMNTYS INC	COM	053484101	390	3,244
AVON PRODS INC	COM	054303102	1,084	40,100
BB&T CORP	COM	054937107	919	33,481
BMC SOFTWARE INC	COM	055921100	770	15,471
BABCOCK & WILCOX CO NEW	COM	05615F102	397	11,885
BAKER HUGHES INC	COM	057224107	938	12,774
BALL CORP	COM	058498106	466	12,987
BANK OF AMERICA CORPORATION	COM	060505104	4,495	337,244
BANK HAWAII CORP	COM	062540109	761	15,921
BANK OF NEW YORK MELLON CORP	COM	064058100	1,977	66,187
BARD C R INC	COM	067383109	806	8,113
BAXTER INTL INC	COM	071813109	2,986	55,531
BECKMAN COULTER INC	COM	075811109	694	8,356
BECTON DICKINSON & CO	COM	075887109	1,958	24,591
BED BATH & BEYOND INC	COM	075896100	918	19,014
BEMIS INC	COM	081437105	260	7,910
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	5,886	70,383
BEST BUY INC	COM	086516101	1,187	41,332
BIOGEN IDEC INC	COM	09062X103	1,410	19,186
BLACKROCK INC	COM	09247X101	827	4,113
BOEING CO	COM	097023105	4,790	64,797
BORGWARNER INC	COM	099724106	566	7,098
BOSTON PROPERTIES INC	COM	101121101	802	8,459
BOSTON SCIENTIFIC CORP	COM	101137107	289	40,225
BRISTOL MYERS SQUIBB CO	COM	110122108	1,854	70,154
BROADCOM CORP	CL A	111320107	2,594	65,876
BROOKFIELD PPTYS CORP	COM	112900105	306	17,277
BROWN FORMAN CORP	CL B	115637209	221	3,230
BUCYRUS INTL INC NEW	COM	118759109	278	3,036
CBS CORP NEW	CL B	124857202	746	29,779
CB RICHARD ELLIS GROUP INC	CL A	12497T101	459	17,193
CF INDS HLDGS INC	COM	125269100	638	4,663
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,449	19,547
CIGNA CORP	COM	125509109	494	11,164
CIT GROUP INC	COM NEW	125581801	325	7,640
CME GROUP INC	COM	12572Q105	1,082	3,588
CMS ENERGY CORP	COM	125896100	207	10,542
CSX CORP	COM	126408103	1,455	18,506
CVS CAREMARK CORPORATION	COM	126650100	2,788	81,222
CA INC	COM	12673P105	310	12,834
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	338	9,767
CADENCE DESIGN SYSTEM INC	COM	127387108	108	11,035
CALPINE CORP	COM NEW	131347304	223	14,030
CAMERON INTERNATIONAL CORP	COM	13342B105	1,542	27,007
CAMPBELL SOUP CO	COM	134429109	283	8,558
CAPITAL ONE FINL CORP	COM	14040H105	1,330	25,595
CARDINAL HEALTH INC	COM	14149Y108	451	10,961
CARMAX INC	COM	143130102	290	9,033

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CARNIVAL CORP	PAIRED CTF	143658300	253	6,602
CARPENTER TECHNOLOGY CORP	COM	144285103	365	8,539
CATERPILLAR INC DEL	COM	149123101	6,408	57,552
CELANESE CORP DEL	COM SER A	150870103	607	13,681
CELGENE CORP	COM	151020104	3,043	52,856
CENTURYLINK INC	COM	156700106	587	14,125
CERNER CORP	COM	156782104	1,779	15,998
CHESAPEAKE ENERGY CORP	COM	165167107	1,216	36,262
CHEVRON CORP NEW	COM	166764100	9,787	91,047
CHICOS FAS INC	COM	168615102	282	18,965
CHIPOTLE MEXICAN GRILL INC	COM	169656105	347	1,273
CHURCH & DWIGHT INC	COM	171340102	510	6,428
CIMAREX ENERGY CO	COM	171798101	676	5,868
CISCO SYS INC	COM	17275R102	8,963	522,595
CITIGROUP INC	COM	172967101	2,304	521,271
CITRIX SYS INC	COM	177376100	552	7,521
CLIFFS NATURAL RESOURCES INC	COM	18683K101	903	9,189
CLOROX CO DEL	COM	189054109	675	9,635
COACH INC	COM	189754104	1,799	34,575
COCA COLA CO	COM	191216100	12,260	184,812
COCA COLA ENTERPRISES INC NE	COM	19122T109	372	13,639
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,515	30,892
COLGATE PALMOLIVE CO	COM	194162103	3,584	44,382
COMCAST CORP NEW	CL A	20030N101	2,826	114,317
CONCHO RES INC	COM	20605P101	440	4,101
CONOCOPHILLIPS	COM	20825C104	7,360	92,160
CONSOL ENERGY INC	COM	20854P109	908	16,939
CONSOLIDATED EDISON INC	COM	209115104	769	15,157
CORN PRODS INTL INC	COM	219023108	991	19,124
CORNING INC	COM	219350105	1,477	71,595
COSTCO WHSL CORP NEW	COM	22160K105	3,322	45,312
CRANE CO	COM	224399105	272	5,623
CREE INC	COM	225447101	201	4,347
CROWN CASTLE INTL CORP	COM	228227104	889	20,901
CROWN HOLDINGS INC	COM	228368106	252	6,533
CULLEN FROST BANKERS INC	COM	229899109	321	5,442
CUMMINS INC	COM	231021106	2,497	22,781
CYTEC INDS INC	COM	232820100	207	3,811
DPL INC	COM	233293109	259	9,461
DTE ENERGY CO	COM	233331107	796	16,264
DANAHER CORP DEL	COM	235851102	2,834	54,598
DARDEN RESTAURANTS INC	COM	237194105	688	13,998
DAVITA INC	COM	23918K108	335	3,921
DEERE & CO	COM	244199105	4,292	44,300
DELL INC	COM	24702R101	2,172	149,710
DELTA AIR LINES INC DEL	COM NEW	247361702	313	31,934
DENDREON CORP	COM	24823Q107	218	5,834
DENTSPLY INTL INC NEW	COM	249030107	219	5,914
DEVON ENERGY CORP NEW	COM	25179M103	2,430	26,480
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	236	3,032
DISNEY WALT CO	COM DISNEY	254687106	4,412	102,379
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	500	12,529
DISH NETWORK CORP	CL A	25470M109	318	13,063
DIRECTV	COM CL A	25490A101	3,137	67,035
DOLBY LABORATORIES INC	COM	25659T107	525	10,672

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DOLLAR TREE INC	COM	256746108	591	10,644
DOMINION RES INC VA NEW	COM	25746U109	1,403	31,386
DONALDSON INC	COM	257651109	1,016	16,576
DOVER CORP	COM	260003108	1,039	15,800
DOW CHEM CO	COM	260543103	2,188	57,973
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	845	22,731
DRESSER-RAND GROUP INC	COM	261608103	275	5,123
DU PONT E I DE NEMOURS & CO	COM	263534109	3,363	61,179
DUKE ENERGY CORP NEW	COM	26441C105	1,163	64,099
DUN & BRADSTREET CORP DEL NE	COM	26483E100	232	2,890
E M C CORP MASS	COM	268648102	4,558	171,605
EOG RES INC	COM	26875P101	3,793	32,009
EQT CORP	COM	26884L109	602	12,068
EASTMAN CHEM CO	COM	277432100	730	7,346
EATON CORP	COM	278058102	950	17,138
EATON VANCE CORP	COM NON VTG	278265103	269	8,355
EBAY INC	COM	278642103	3,065	98,738
ECOLAB INC	COM	278865100	1,002	19,636
EDISON INTL	COM	281020107	332	9,070
EDWARDS LIFESCIENCES CORP	COM	28176E108	399	4,583
EL PASO CORP	COM	28336L109	380	21,137
ELECTRONIC ARTS INC	COM	285512109	774	39,625
EMERSON ELEC CO	COM	291011104	4,022	68,827
ENTERGY CORP NEW	COM	29364G103	1,031	15,335
EXELON CORP	COM	30161N101	905	21,941
EXPEDITORS INTL WASH INC	COM	302130109	981	19,565
EXPRESS SCRIPTS INC	COM	302182100	4,156	74,728
EXXON MOBIL CORP	COM	30231G102	37,887	450,340
FLIR SYS INC	COM	302445101	215	6,199
FMC TECHNOLOGIES INC	COM	30249U101	958	10,144
FAMILY DLR STORES INC	COM	307000109	1,367	26,642
FASTENAL CO	COM	311900104	490	7,562
FEDERATED INVS INC PA	CL B	314211103	378	14,136
FEDEX CORP	COM	31428X106	2,676	28,606
F5 NETWORKS INC	COM	315616102	333	3,242
FIFTH THIRD BANCORP	COM	316773100	687	49,492
FIRST SOLAR INC	COM	336433107	584	3,629
FISERV INC	COM	337738108	745	11,876
FIRSTENERGY CORP	COM	337932107	463	12,492
FLUOR CORP NEW	COM	343412102	879	11,929
FLOWSERVE CORP	COM	34354P105	1,061	8,236
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	294	5,008
FORD MTR CO DEL	COM PAR \$0.01	345370860	4,574	306,799
FOREST LABS INC	COM	345838106	543	16,798
FRANKLIN RES INC	COM	354613101	2,441	19,514
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4,357	78,429
FRONTIER COMMUNICATIONS CORP	COM	35906A108	358	43,501
GAMESTOP CORP NEW	CL A	36467W109	437	19,393
GAP INC DEL	COM	364760108	1,263	55,751
GENERAL DYNAMICS CORP	COM	369550108	2,154	28,133
GENERAL ELECTRIC CO	COM	369604103	10,902	543,760
GENERAL GROWTH PPTYS INC NEW	COM	370023103	277	17,917
GENERAL MLS INC	COM	370334104	2,433	66,554
GENZYME CORP	COM	372917104	987	12,954

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GILEAD SCIENCES INC	COM	375558103	3,672	86,460
GLOBAL PMTS INC	COM	37940X102	501	10,242
GOLDMAN SACHS GROUP INC	COM	38141G104	3,783	23,853
GOODRICH CORP	COM	382388106	847	9,903
GOODYEAR TIRE & RUBR CO	COM	382550101	219	14,648
GOOGLE INC	CL A	38259P508	13,081	22,294
GRAINGER W W INC	COM	384802104	326	2,369
GREAT PLAINS ENERGY INC	COM	391164100	349	17,433
GREEN MTN COFFEE ROASTERS IN	COM	393122106	290	4,484
GREIF INC	CL A	397624107	325	4,971
HCP INC	COM	40414L109	1,098	28,944
HALLIBURTON CO	COM	406216101	4,500	90,293
HANSEN NAT CORP	COM	411310105	467	7,759
HARLEY DAVIDSON INC	COM	412822108	1,014	23,856
HARRIS CORP DEL	COM	413875105	260	5,234
HARTFORD FINL SVCS GROUP INC	COM	416515104	276	10,232
HASBRO INC	COM	418056107	846	18,065
HEALTH MGMT ASSOC INC NEW	CL A	421933102	110	10,105
HEINZ H J CO	COM	423074103	1,189	24,360
HERSHEY CO	COM	427866108	749	13,781
HESS CORP	COM	42809H107	1,009	11,843
HEWLETT PACKARD CO	COM	428236103	8,986	219,341
HOLOGIC INC	COM	436440101	203	9,147
HOME DEPOT INC	COM	437076102	5,830	157,308
HONEYWELL INTL INC	COM	438516106	3,924	65,719
HOSPIRA INC	COM	441060100	370	6,701
HUMAN GENOME SCIENCES INC	COM	444903108	355	12,945
ITT CORP NEW	COM	450911102	632	10,527
IDEX CORP	COM	45167R104	271	6,205
IDEXX LABS INC	COM	45168D104	497	6,431
ILLINOIS TOOL WKS INC	COM	452308109	2,196	40,886
ILLUMINA INC	COM	452327109	345	4,929
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	187	25,311
INTEL CORP	COM	458140100	8,994	445,711
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,088	8,806
INTERNATIONAL BUSINESS MACHS	COM	459200101	18,879	115,775
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	973	15,610
INTERNATIONAL GAME TECHNOLOG	COM	459902102	340	20,941
INTL PAPER CO	COM	460146103	1,203	39,863
INTERPUBLIC GROUP COS INC	COM	460690100	249	19,808
INTUITIVE SURGICAL INC	COM NEW	46120E602	528	1,583
INTUIT	COM	461202103	962	18,110
IRON MTN INC	COM	462846106	231	7,403
ISHARES TR	RUSSELL1000VAL	464287598	1,356	19,740
ISHARES TR	RUSSELL1000GRW	464287614	1,436	23,743
ISHARES TR	RUSSELL 1000	464287622	4,213	57,034
JPMORGAN CHASE & CO	COM	46625H100	7,796	169,113
JACOBS ENGR GROUP INC DEL	COM	469814107	445	8,655
JOHNSON & JOHNSON	COM	478160104	8,409	141,923
JOHNSON CTLS INC	COM	478366107	2,402	57,794
JOY GLOBAL INC	COM	481165108	1,387	14,033

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JUNIPER NETWORKS INC	COM	48203R104	895	21,263
KBR INC	COM	48242W106	817	21,639
KELLOGG CO	COM	487836108	502	9,304
KIMBERLY CLARK CORP	COM	494368103	1,988	30,454
KIMCO RLTY CORP	COM	49446R109	283	15,449
KOHL'S CORP	COM	500255104	982	18,512
KRAFT FOODS INC	CL A	50075N104	1,705	54,371
KROGER CO	COM	501044101	724	30,221
LSI CORPORATION	COM	502161102	258	37,935
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	213	2,721
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	388	4,213
LAM RESEARCH CORP	COM	512807108	290	5,113
LAS VEGAS SANDS CORP	COM	517834107	1,329	31,489
LAUDER ESTEE COS INC	CL A	518439104	430	4,459
LEUCADIA NATL CORP	COM	527288104	614	16,348
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	91	61,913
LIFE TECHNOLOGIES CORP	COM	53217V109	986	18,810
LILLY ELI & CO	COM	532457108	2,026	57,593
LIMITED BRANDS INC	COM	532716107	844	25,659
LINCOLN NATL CORP IND	COM	534187109	440	14,648
LINEAR TECHNOLOGY CORP	COM	535678106	304	9,036
LOCKHEED MARTIN CORP	COM	539830109	2,438	30,326
LOEWS CORP	COM	540424108	1,334	30,954
LOWES COS INC	COM	548661107	3,031	114,681
LUBRIZOL CORP	COM	549271104	980	7,315
M & T BK CORP	COM	55261F104	1,053	11,904
MDU RES GROUP INC	COM	552690109	371	16,160
MACYS INC	COM	55616P104	637	26,269
MAGNA INTL INC	COM	559222401	234	4,884
MANPOWER INC	COM	56418H100	917	14,589
MARATHON OIL CORP	COM	565849106	3,297	61,845
MARSH & MCLENNAN COS INC	COM	571748102	602	20,194
MARRIOTT INTL INC NEW	CL A	571903202	694	19,501
MASSEY ENERGY COMPANY	COM	576206106	465	6,803
MASTERCARD INC	CL A	57636Q104	2,131	8,465
MATTEL INC	COM	577081102	1,554	62,332
MAXIM INTEGRATED PRODS INC	COM	57772K101	469	18,312
MCDERMOTT INTL INC	COM	580037109	581	22,886
MCDONALDS CORP	COM	580135101	7,527	98,924
MCGRAW HILL COS INC	COM	580645109	1,625	41,251
MCKESSON CORP	COM	58155Q103	1,156	14,623
MEADWESTVACO CORP	COM	583334107	239	7,894
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1,933	34,425
MEDTRONIC INC	COM	585055106	4,129	104,925
MERCK & CO INC NEW	COM	58933Y105	4,475	135,554
METLIFE INC	COM	59156R108	1,507	33,691
METTLER TOLEDO INTERNATIONAL	COM	592688105	234	1,359
MICROSOFT CORP	COM	594918104	15,402	606,601
MICROCHIP TECHNOLOGY INC	COM	595017104	283	7,445
MONSANTO CO NEW	COM	61166W101	3,639	50,353
MONSTER WORLDWIDE INC	COM	611742107	476	29,949
MOODYS CORP	COM	615369105	664	19,577
MORGAN STANLEY	COM NEW	617446448	1,987	72,740
MOSAIC CO	COM	61945A107	1,087	13,802
MOTOROLA SOLUTIONS INC	COM NEW	620076307	681	15,249
MOTOROLA MOBILITY HLDGS				

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INC	COM	620097105	326	13,343
MURPHY OIL CORP	COM	626717102	459	6,249
MYLAN INC	COM	628530107	336	14,823
NCR CORP NEW	COM	62886E108	518	27,488
NII HLDGS INC	CL B NEW	62913F201	419	10,066
NVR INC	COM	62944T105	1,146	1,516
NYSE EURONEXT	COM	629491101	467	13,289
NALCO HOLDING COMPANY	COM	62985Q101	230	8,430
NATIONAL OILWELL VARCO INC	COM	637071101	1,088	13,721
NATIONAL SEMICONDUCTOR CORP	COM	637640103	263	18,345
NATIONWIDE HEALTH PPTYS INC	COM	638620104	227	5,340
NAVISTAR INTL CORP NEW	COM	63934E108	869	12,540
NETAPP INC	COM	64110D104	2,261	46,958
NETFLIX INC	COM	64110L106	384	1,614
NEWMONT MINING CORP	COM	651639106	2,261	41,427
NEWS CORP	CL A	65248E104	2,239	127,382
NEXTERA ENERGY INC	COM	65339F101	691	12,541
NIKE INC	CL B	654106103	2,529	33,409
NOBLE ENERGY INC	COM	655044105	1,140	11,791
NORDSTROM INC	COM	655664100	418	9,319
NORFOLK SOUTHERN CORP	COM	655844108	1,119	16,149
NORTHERN TR CORP	COM	665859104	1,018	20,054
NORTHROP GRUMMAN CORP	COM	666807102	328	5,233
NOVELLUS SYS INC	COM	670008101	612	16,476
NSTAR	COM	67019E107	515	11,133
NUCOR CORP	COM	670346105	1,169	25,394
NVIDIA CORP	COM	67066G104	829	44,907
OGE ENERGY CORP	COM	670837103	342	6,758
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	321	5,586
OCCIDENTAL PETE CORP DEL	COM	674599105	5,577	53,374
OCEANEERING INTL INC	COM	675232102	1,002	11,206
OMNICOM GROUP INC	COM	681919106	2,311	47,099
ON SEMICONDUCTOR CORP	COM	682189105	171	17,358
ONEOK INC NEW	COM	682680103	790	11,816
ORACLE CORP	COM	68389X105	10,881	325,469
OXFORD INDS INC	COM	691497309	256	7,501
PG&E CORP	COM	69331C108	797	18,032
PMC-SIERRA INC	COM	69344F106	88	11,691
PNC FINL SVCS GROUP INC	COM	693475105	980	15,562
PPG INDS INC	COM	693506107	1,022	10,732
PPL CORP	COM	69351T106	313	12,372
PACCAR INC	COM	693718108	1,489	28,438
PALL CORP	COM	696429307	272	4,727
PARKER HANNIFIN CORP	COM	701094104	1,136	11,994
PAYCHEX INC	COM	704326107	1,181	37,615
PEABODY ENERGY CORP	COM	704549104	860	11,953
PENNEY J C INC	COM	708160106	237	6,597
PEPSICO INC	COM	713448108	7,528	116,881
PERRIGO CO	COM	714290103	260	3,269
PETROHAWK ENERGY CORP	COM	716495106	397	16,165
PFIZER INC	COM	717081103	6,674	328,600
PHILIP MORRIS INTL INC	COM	718172109	11,438	174,284
PINNACLE WEST CAP CORP	COM	723484101	243	5,677
PIONEER NAT RES CO	COM	723787107	331	3,244
POLO RALPH LAUREN CORP	CL A	731572103	280	2,262
PRAXAIR INC	COM	74005P104	2,655	26,130
PRECISION CASTPARTS CORP	COM	740189105	3,532	24,000
PRICE T ROWE GROUP INC	COM	74144T108	1,265	19,042

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PRICELINE COM INC	COM NEW	741503403	1,656	3,270
PRINCIPAL FINL GROUP INC	COM	74251V102	643	20,039
PROCTER & GAMBLE CO	COM	742718109	7,830	127,115
PROGRESS ENERGY INC	COM	743263105	368	7,971
PROGRESSIVE CORP OHIO	COM	743315103	937	44,330
PROTECTIVE LIFE CORP	COM	743674103	266	10,002
PRUDENTIAL FINL INC	COM	744320102	1,946	31,598
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	376	11,922
PUBLIC STORAGE	COM	74460D109	3,441	31,024
QEP RES INC	COM	74733V100	317	7,809
QUALCOMM INC	COM	747525103	8,654	157,842
QUEST DIAGNOSTICS INC	COM	74834L100	285	4,929
QWEST COMMUNICATIONS INTL IN	COM	749121109	126	18,385
RANGE RES CORP	COM	75281A109	605	10,352
RAYONIER INC	COM	754907103	302	4,853
RAYTHEON CO	COM NEW	755111507	423	8,313
RED HAT INC	COM	756577102	592	13,053
REGENERON PHARMACEUTICALS	COM	75886F107	213	4,746
RELIANCE STEEL & ALUMINUM CO	COM	759509102	536	9,275
REPUBLIC SVCS INC	COM	760759100	733	24,399
ROCKWELL AUTOMATION INC	COM	773903109	1,480	15,632
ROCKWELL COLLINS INC	COM	774341101	1,274	19,649
ROPER INDS INC NEW	COM	776696106	636	7,355
ROSS STORES INC	COM	778296103	351	4,941
ROVI CORP	COM	779376102	482	8,987
SBA COMMUNICATIONS CORP	COM	78388J106	294	7,399
SAIC INC	COM	78390X101	508	29,998
SEI INVESTMENTS CO	COM	784117103	295	12,344
SLM CORP	COM	78442P106	872	57,022
SXC HEALTH SOLUTIONS CORP	COM	78505P100	272	4,967
ST JUDE MED INC	COM	790849103	1,214	23,674
SALESFORCE COM INC	COM	79466L302	3,067	22,957
SANDISK CORP	COM	80004C101	703	15,247
SARA LEE CORP	COM	803111103	627	35,463
SCHEIN HENRY INC	COM	806407102	748	10,657
SCHLUMBERGER LTD	COM	806857108	9,834	105,451
SCHWAB CHARLES CORP NEW	COM	808513105	1,551	85,996
SCOTTS MIRACLE GRO CO	CL A	810186106	372	6,429
SEALED AIR CORP NEW	COM	81211K100	204	7,666
SEARS HLDGS CORP	COM	812350106	773	9,348
SEMPRA ENERGY	COM	816851109	643	12,014
SHERWIN WILLIAMS CO	COM	824348106	373	4,443
SIGMA ALDRICH CORP	COM	826552101	598	9,399
SIMON PPTY GROUP INC NEW	COM	828806109	2,890	26,972
SIRIUS XM RADIO INC	COM	82967N108	259	157,203
SKYWORKS SOLUTIONS INC	COM	83088M102	232	7,149
SONOCO PRODS CO	COM	835495102	202	5,564
SOUTHERN CO	COM	842587107	1,384	36,313
SOUTHERN COPPER CORP	COM	84265V105	788	19,574
SOUTHWEST AIRLS CO	COM	844741108	211	16,672
SOUTHWESTERN ENERGY CO	COM	845467109	1,257	29,248
SPECTRA ENERGY CORP	COM	847560109	1,253	46,089
SPRINT NEXTEL CORP	COM SER 1	852061100	577	124,345
STANLEY BLACK & DECKER INC	COM	854502101	214	2,791
STAPLES INC	COM	855030102	953	49,062
STARBUCKS CORP	COM	855244109	3,704	100,255

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STARWOOD HOTELS&RESORTS					
WRLD	COM	85590A401	1,113		19,145
STATE STR CORP	COM	857477103	879		19,560
STERICYCLE INC	COM	858912108	303		3,417
STRYKER CORP	COM	863667101	1,098		18,067
SUNTRUST BKS INC	COM	867914103	546		18,924
SYMANTEC CORP	COM	871503108	1,260		67,939
SYSCO CORP	COM	871829107	663		23,928
TD AMERITRADE HLDG CORP	COM	87236Y108	531		25,467
TJX COS INC NEW	COM	872540109	2,483		49,927
TARGET CORP	COM	87612E106	3,668		73,336
TECH DATA CORP	COM	878237106	222		4,360
TELEPHONE & DATA SYS INC	COM	879433100	267		7,909
TELLABS INC	COM	879664100	131		24,916
TENET HEALTHCARE CORP	COM	88033G100	105		14,107
TERADATA CORP DEL	COM	88076W103	488		9,628
TEXAS INSTRS INC	COM	882508104	4,600		133,112
TEXTRON INC	COM	883203101	347		12,663
THERMO FISHER SCIENTIFIC					
INC	COM	883556102	1,149		20,677
THOMAS & BETTS CORP	COM	884315102	520		8,737
3M CO	COM	88579Y101	6,350		67,911
TIFFANY & CO NEW	COM	886547108	314		5,107
TIME WARNER INC	COM NEW	887317303	2,219		62,157
TIME WARNER CABLE INC	COM	88732J207	373		5,233
TORCHMARK CORP	COM	891027104	244		3,663
TORO CO	COM	891092108	308		4,655
TRAVELERS COMPANIES INC	COM	89417E109	2,824		47,472
TRIMBLE NAVIGATION LTD	COM	896239100	248		4,913
TUPPERWARE BRANDS CORP	COM	899896104	329		5,518
US BANCORP DEL	COM NEW	902973304	2,383		90,177
URS CORP NEW	COM	903236107	444		9,638
ULTRA PETROLEUM CORP	COM	903914109	507		10,295
UNION PAC CORP	COM	907818108	2,328		23,674
UNITED CONTL HLDGS INC	COM	910047109	253		11,021
UNITED PARCEL SERVICE					
INC	CL B	911312106	5,021		67,555
UNITED STATES CELLULAR					
CORP	COM	911684108	276		5,353
UNITED STATES STL CORP					
NEW	COM	912909108	451		8,361
UNITED TECHNOLOGIES CORP	COM	913017109	6,267		74,039
UNITEDHEALTH GROUP INC	COM	91324P102	3,343		73,971
UNUM GROUP	COM	91529Y106	765		29,154
VALEANT PHARMACEUTICALS					
INTL	COM	91911K102	387		7,765
VALERO ENERGY CORP NEW	COM	91913Y100	895		30,025
VALSPAR CORP	COM	920355104	228		5,827
VARIAN MED SYS INC	COM	92220P105	886		13,104
VERISIGN INC	COM	92343E102	252		6,958
VERIZON COMMUNICATIONS					
INC	COM	92343V104	51,279		1,330,548
VERTEX PHARMACEUTICALS					
INC	COM	92532F100	662		13,806
VIACOM INC NEW	CL B	92553P201	1,137		24,435
VIRGIN MEDIA INC	COM	92769L101	242		8,721
VISA INC	COM CL A	92826C839	3,066		41,645
VMWARE INC	CL A COM	928563402	243		2,982
VORNADO RLTY TR	SH BEN INT	929042109	549		6,273
WADDELL & REED FINL INC	CL A	930059100	562		13,849
WAL MART STORES INC	COM	931142103	8,388		161,162
WALGREEN CO	COM	931422109	3,655		91,058

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WALTER ENERGY INC	COM	93317Q105	230	1,701
WASTE MGMT INC DEL	COM	94106L109	682	18,265
WATERS CORP	COM	941848103	605	6,958
WELLPOINT INC	COM	94973V107	2,493	35,726
WELLS FARGO & CO NEW	COM	949746101	6,372	200,933
WESCO INTL INC	COM	95082P105	255	4,082
WESTAR ENERGY INC	COM	95709T100	276	10,465
WESTERN DIGITAL CORP	COM	958102105	813	21,815
WESTERN UN CO	COM	959802109	1,245	59,937
WHIRLPOOL CORP	COM	963320106	272	3,190
WHOLE FOODS MKT INC	COM	966837106	374	5,676
WILLIAMS COS INC DEL	COM	969457100	303	9,732
WISCONSIN ENERGY CORP	COM	976657106	526	17,240
WYNN RESORTS LTD	COM	983134107	2,013	15,829
XCEL ENERGY INC	COM	98389B100	279	11,687
XILINX INC	COM	983919101	343	10,457
XEROX CORP	COM	984121103	278	26,106
YAHOO INC	COM	984332106	1,259	75,460
YUM BRANDS INC	COM	988498101	2,421	47,115
ZIMMER HLDGS INC	COM	98956P102	565	9,326

Total

901,106