

VERIZON COMMUNICATIONS INC  
Form 13F-HR  
February 11, 2005

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2004  
-----

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: 695 Main Street, 6th Floor  
-----  
Stamford, Connecticut 06901  
-----

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: Neil O'Sullivan  
-----  
Title: Director-Trust Operations  
-----  
Phone: 203 965-3827  
-----

Signature, Place, and Date of Signing:

/S/ Stamford, Connecticut 2/11/05  
-----  
[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,

# Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

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

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

## FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
-----

Form 13F Information Table Entry Total: 980  
-----

Form 13F Information Table Value Total: \$7,858,179  
-----  
(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  
-----

## FORM 13F INFORMATION TABLE

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F - SOLE INSTR V. NONE AUTHORITY  
December 31, 2004

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN PUT/ CALL	INVESTMENT DISCRETION
ACE LTD	ORD	G0070K103	3,698	86,510		X
ACCENTURE LTD BERMUDA	CL A	G1150G111	875	32,400		X
COOPER INDS LTD	CL A	G24182100	5,273	77,668		X
GLOBALSANTAFE CORP	SHS	G3930E101	262	7,900		X
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	7,417	92,360		X
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,139	32,100		X
NABORS INDUSTRIES LTD	SHS	G6359F103	2,305	44,943		X
NOBLE CORPORATION	SHS	G65422100	1,579	31,749		X
SCOTTISH RE GROUP LTD	ORD	G7885T104	352	13,600		X
TRANSOCEAN INC	ORD	G90078109	4,673	110,237		X
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,034	1,600		X
XL CAP LTD	CL A	G98255105	2,530	32,586		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ALCON INC	COM SHS	H01301102	2,708	33,600	X
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	1,927	35,400	X
A D C TELECOMMUNICATIONS	COM	000886101	841	313,717	X
AFLAC INC	COM	001055102	11,976	300,607	X
AES CORP	COM	00130H105	4,363	319,170	X
AMR CORP	COM	001765106	216	19,733	X
AT&T CORP	COM NEW	001957505	6,161	323,235	X
ABBOTT LABS	COM	002824100	51,444	1,102,759	X
ABERCROMBIE & FITCH CO	CL A	002896207	2,460	52,394	X
ACCREDO HEALTH INC	COM	00437V104	259	9,361	X
ACTIVISION INC NEW	COM NEW	004930202	1,504	74,526	X
ACXIOM CORP	COM	005125109	1,327	50,448	X
ADESA INC	COM	00686U104	993	46,802	X
ADOBE SYS INC	COM	00724F101	12,822	204,360	X
ADTRAN INC	COM	00738A106	236	12,327	X
ADVANCE AUTO PARTS INC	COM	00751Y106	2,094	47,941	X
AEROPOSTALE	COM	007865108	1,059	36,000	X
ADVANCED MICRO DEVICES INC	COM	007903107	4,395	199,593	X
AETNA INC NEW	COM	00817Y108	10,124	81,155	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	5,854	97,256	X
AFFYMETRIX INC	COM	00826T108	426	11,664	X
AGERE SYS INC	CL B	00845V209	448	331,859	X
AGILENT TECHNOLOGIES INC	COM	00846U101	4,974	206,376	X
AIR PRODS & CHEMS INC	COM	009158106	7,012	120,955	X
AKAMAI TECHNOLOGIES INC	COM	00971T101	269	20,665	X
ALBERTO CULVER CO	COM	013068101	6,646	136,840	X
ALBERTSONS INC	COM	013104104	4,239	177,532	X
ALCOA INC	COM	013817101	15,452	491,795	X
ALLEGHANY CORP DEL	COM	017175100	7,836	27,470	X
ALLEGHENY ENERGY INC	COM	017361106	865	43,870	X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	486	22,429	X
ALLERGAN INC	COM	018490102	8,802	108,573	X
ALLETE INC	COM NEW	018522300	567	15,433	X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1,865	39,285	X
ALLIANT ENERGY CORP	COM	018802108	1,943	67,937	X
ALLIANT TECHSYSTEMS INC	COM	018804104	2,522	38,572	X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	995	107,201	X
ALLSTATE CORP	COM	020002101	26,297	508,442	X
ALLTEL CORP	COM	020039103	14,341	244,055	X
ALTERA CORP	COM	021441100	3,478	168,031	X
ALTRIA GROUP INC	COM	02209S103	81,175	1,328,559	X
AMAZON COM INC	COM	023135106	5,329	120,320	X
AMBAC FINL GROUP INC	COM	023139108	7,479	91,061	X
AMERADA HESS CORP	COM	023551104	7,436	90,269	X
AMEREN CORP	COM	023608102	3,380	67,410	X
AMERICAN CAPITAL STRATEGIES	COM	024937104	303	9,081	X

1

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
			VALUE	SHRS OR SH/ PUT/	INVESTMENT

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN	CALL	DISCRETION
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	506	10,752			X
AMERICAN ELEC PWR INC	COM	025537101	7,286	212,180			X
AMERICAN EXPRESS CO	COM	025816109	47,655	845,403			X
AMERICAN INTL GROUP INC	COM	026874107	105,759	1,610,466			X
AMERICAN PHYSICIANS CAPITAL	COM	028884104	302	8,390			X
AMERICAN PWR CONVERSION CORP	COM	029066107	1,908	89,160			X
AMERICAN STD COS INC DEL	COM	029712106	8,015	193,974			X
AMERICAN TOWER CORP	CL A	029912201	1,006	54,659			X
AMERICREDIT CORP	COM	03060R101	228	9,312			X
AMERISOURCEBERGEN CORP	COM	03073E105	3,203	54,580			X
AMERITRADE HLDG CORP NEW	COM	03074K100	658	46,244			X
AMETEK INC NEW	COM	031100100	4,257	119,342			X
AMGEN INC	COM	031162100	56,536	881,316			X
AMKOR TECHNOLOGY INC	COM	031652100	125	18,780			X
AMPHENOL CORP NEW	CL A	032095101	2,113	57,526			X
AMSOUTH BANCORPORATION	COM	032165102	2,716	104,873			X
AMYLIN PHARMACEUTICALS INC	COM	032346108	425	18,186			X
ANADARKO PETE CORP	COM	032511107	8,573	132,275			X
ANALOG DEVICES INC	COM	032654105	14,734	399,071			X
ANDREW CORP	COM	034425108	1,464	107,440			X
ANDRX CORP DEL	ANDRX GROUP	034553107	328	15,033			X
ANHEUSER BUSCH COS INC	COM	035229103	26,622	524,788			X
ANNTAYLOR STORES CORP	COM	036115103	821	38,118			X
ANSYS INC	COM	03662Q105	808	25,200			X
AON CORP	COM	037389103	2,214	92,806			X
APACHE CORP	COM	037411105	8,256	163,267			X
APARTMENT INVT & MGMT CO	CL A	03748R101	1,069	27,727			X
APOLLO GROUP INC	CL A	037604105	17,253	213,762			X
APPLE COMPUTER INC	COM	037833100	16,965	263,428			X
APPLEBEES INTL INC	COM	037899101	1,991	75,264			X
APPLERA CORP	COM AP BIO GRP	038020103	1,209	57,809			X
APPLIED MICRO CIRCUITS CORP	COM	03822W109	465	110,571			X
APPLIED MATLS INC	COM	038222105	20,961	1,225,813			X
ARAMARK CORP	CL B	038521100	538	20,285			X
ARCH COAL INC	COM	039380100	243	6,825			X
ARCHER DANIELS MIDLAND CO	COM	039483102	5,022	225,111			X
ARCHSTONE SMITH TR	COM	039583109	3,433	89,624			X
ARROW ELECTRS INC	COM	042735100	254	10,465			X
ASHLAND INC	COM	044204105	1,238	21,203			X
ASK JEEVES INC	COM	045174109	297	11,117			X
ASSOCIATED BANC CORP	COM	045487105	1,165	35,072			X
ASTORIA FINL CORP	COM	046265104	1,104	27,617			X
ATMEL CORP	COM	049513104	315	80,347			X
AUTODESK INC	COM	052769106	9,677	255,000			X
AUTOLIV INC	COM	052800109	2,385	49,383			X
AUTOMATIC DATA PROCESSING IN	COM	053015103	15,388	346,969			X
AUTONATION INC	COM	05329W102	1,390	72,378			X
AUTOZONE INC	COM	053332102	4,345	47,584			X
AVALONBAY CMNTYS INC	COM	053484101	2,157	28,639			X
AVAYA INC	COM	053499109	3,613	210,032			X
AVERY DENNISON CORP	COM	053611109	2,875	47,938			X
AVID TECHNOLOGY INC	COM	05367P100	526	8,524			X
AVNET INC	COM	053807103	198	10,865			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

AVOCENT CORP	COM	053893103	348	8,565		X
AVON PRODS INC	COM	054303102	19,948	515,457		X
AZTAR CORP	COM	054802103	681	19,500		X
BB&T CORP	COM	054937107	6,858	163,084		X
BKF CAP GROUP INC	COM	05548G102	470	12,400		X

2

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BJ SVCS CO	COM	055482103	4,620	99,273			X
BOK FINL CORP	COM NEW	05561Q201	299	6,131			X
BP PLC	SPONSORED ADR	055622104	6,039	103,400			X
BMC SOFTWARE INC	COM	055921100	2,863	153,918			X
BAKER HUGHES INC	COM	057224107	8,481	198,757			X
BALL CORP	COM	058498106	4,931	112,120			X
BANK OF AMERICA CORPORATION	COM	060505104	137,086	2,917,336			X
BANK HAWAII CORP	COM	062540109	4,160	81,981			X
BANK NEW YORK INC	COM	064057102	8,088	242,022			X
BANKNORTH GROUP INC NEW	COM	06646R107	2,758	75,361			X
BARD C R INC	COM	067383109	11,465	179,199			X
BARNES & NOBLE INC	COM	067774109	924	28,625			X
BARNES GROUP INC	COM	067806109	522	19,700			X
BARR PHARMACEUTICALS INC	COM	068306109	1,687	37,054			X
BAUSCH & LOMB INC	COM	071707103	4,080	63,288			X
BAXTER INTL INC	COM	071813109	10,427	301,875			X
BEA SYS INC	COM	073325102	672	75,796			X
BEAR STEARNS COS INC	COM	073902108	18,624	182,034			X
BEARINGPOINT INC	COM	074002106	102	12,734			X
BECKMAN COULTER INC	COM	075811109	2,841	42,414			X
BECTON DICKINSON & CO	COM	075887109	18,143	319,415			X
BED BATH & BEYOND INC	COM	075896100	6,805	170,857			X
BELLSOUTH CORP	COM	079860102	27,531	990,676			X
BELO CORP	COM SER A	080555105	1,239	47,212			X
BEMIS INC	COM	081437105	1,928	66,270			X
BERKLEY W R CORP	COM	084423102	2,613	55,399			X
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	8,614	98			X
BEST BUY INC	COM	086516101	15,342	258,198			X
BIG LOTS INC	COM	089302103	484	39,884			X
BIOMET INC	COM	090613100	5,365	123,648			X
BIOGEN IDEC INC	COM	09062X103	9,466	142,112			X
BLACK & DECKER CORP	COM	091797100	5,377	60,872			X
BLACKROCK INC	CL A	09247X101	1,881	24,345			X
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	367	4,379			X
BLOCK H & R INC	COM	093671105	3,456	70,525			X
BLOCKBUSTER INC	CL A	093679108	169	17,747			X
BOEING CO	COM	097023105	31,383	606,199			X
BORDERS GROUP INC	COM	099709107	251	9,886			X
BORG WARNER INC	COM	099724106	4,495	82,980			X
BOSTON BEER INC	CL A	100557107	936	44,000			X
BOSTON PROPERTIES INC	COM	101121101	315	4,871			X
BOSTON SCIENTIFIC CORP	COM	101137107	20,637	580,508			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

BRIGGS & STRATTON CORP	COM	109043109	1,162	27,936		X
BRINKER INTL INC	COM	109641100	679	19,368		X
BRINKS CO	COM	109696104	416	10,537		X
BRISTOL MYERS SQUIBB CO	COM	110122108	28,127	1,097,852		X
BROADCOM CORP	CL A	111320107	5,284	163,678		X
BROWN & BROWN INC	COM	115236101	2,455	56,361		X
BROWN FORMAN CORP	CL B	115637209	2,916	59,894		X
BRUNSWICK CORP	COM	117043109	3,288	66,417		X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	13,687	289,297		X
BURLINGTON RES INC	COM	122014103	11,076	254,616		X
C D W CORP	COM	12512N105	2,322	34,997		X
C H ROBINSON WORLDWIDE INC	COM	12541W100	1,305	23,505		X
CIGNA CORP	COM	125509109	7,160	87,772		X
CIT GROUP INC	COM	125581108	9,102	198,641		X
CMS ENERGY CORP	COM	125896100	481	46,053		X
CNF INC	COM	12612W104	246	4,907		X

3

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CSX CORP	COM	126408103	3,444	85,921			X
CVS CORP	COM	126650100	14,823	328,898			X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,818	73,027			X
CABOT CORP	COM	127055101	627	16,200			X
CADENCE DESIGN SYSTEM INC	COM	127387108	508	36,774			X
CAESARS ENTMT INC	COM	127687101	366	18,174			X
CALPINE CORP	COM	131347106	529	134,342			X
CAMDEN PPTY TR	SH BEN INT	133131102	230	4,501			X
CAMPBELL SOUP CO	COM	134429109	3,754	125,597			X
CAPITAL ONE FINL CORP	COM	14040H105	13,741	163,179			X
CAPITALSOURCE INC	COM	14055X102	320	12,480			X
CARDINAL HEALTH INC	COM	14149Y108	14,692	252,663			X
CAREER EDUCATION CORP	COM	141665109	3,105	77,624			X
CAREMARK RX INC	COM	141705103	7,572	192,049			X
CARLISLE COS INC	COM	142339100	253	3,897			X
CARMAX INC	COM	143130102	623	20,062			X
CARNIVAL CORP	PAIRED CTF	143658300	8,571	148,717			X
CATELLUS DEV CORP NEW	COM	149113102	697	22,768			X
CATERPILLAR INC DEL	COM	149123101	22,279	228,475			X
CELGENE CORP	COM	151020104	841	31,698			X
CENDANT CORP	COM	151313103	20,470	875,557			X
CENTERPOINT ENERGY INC	COM	15189T107	1,460	129,200			X
CENTEX CORP	COM	152312104	4,937	82,868			X
CENTURYTEL INC	COM	156700106	2,479	69,901			X
CEPHALON INC	COM	156708109	552	10,856			X
CERIDIAN CORP NEW	COM	156779100	736	40,267			X
CERTEGY INC	COM	156880106	438	12,332			X
CHAMPION ENTERPRISES INC	COM	158496109	362	30,600			X
CHARLES RIV LABS INTL INC	COM	159864107	873	18,967			X
CHECKFREE CORP NEW	COM	162813109	530	13,909			X
CHEESECAKE FACTORY INC	COM	163072101	490	15,087			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CHESAPEAKE ENERGY CORP	COM	165167107	490	29,712		X
CHEVRONTEXACO CORP	COM	166764100	67,083	1,277,530		X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	12,881	56,322		X
CHICOS FAS INC	COM	168615102	2,572	56,483		X
CHOICE HOTELS INTL INC	COM	169905106	2,238	38,581		X
CHIRON CORP	COM	170040109	2,308	69,262		X
CHOICEPOINT INC	COM	170388102	3,124	67,926		X
CHUBB CORP	COM	171232101	7,037	91,515		X
CHURCH & DWIGHT INC	COM	171340102	440	13,101		X
CIENA CORP	COM	171779101	585	175,290		X
CINCINNATI FINL CORP	COM	172062101	3,089	69,786		X
CINERGY CORP	COM	172474108	5,032	120,882		X
CIRCUIT CITY STORE INC	COM	172737108	1,357	86,777		X
CISCO SYS INC	COM	17275R102	98,159	5,081,677		X
CINTAS CORP	COM	172908105	4,292	97,851		X
CITIGROUP INC	COM	172967101	168,529	3,497,909		X
CITIZENS COMMUNICATIONS CO	COM	17453B101	1,359	98,539		X
CITRIX SYS INC	COM	177376100	2,034	83,078		X
CITY NATL CORP	COM	178566105	1,700	24,067		X
CLAIRES STORES INC	COM	179584107	1,538	72,354		X
CLARCOR INC	COM	179895107	1,320	24,100		X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	8,177	244,150		X
CLOROX CO DEL	COM	189054109	5,383	91,344		X
COACH INC	COM	189754104	14,875	263,739		X
COCA COLA CO	COM	191216100	71,644	1,720,639		X
COCA COLA ENTERPRISES INC	COM	191219104	5,927	284,256		X
COGNIZANT TECHNOLOGY SOLUTION	CL A	192446102	4,710	111,270		X

4

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
COLGATE PALMOLIVE CO	COM	194162103	13,011	254,323			X
COLUMBIA SPORTSWEAR CO	COM	198516106	760	12,752			X
COMCAST CORP NEW	CL A	20030N101	28,045	842,700			X
COMCAST CORP NEW	CL A SPL	20030N200	1,734	52,800			X
COMERICA INC	COM	200340107	5,052	82,791			X
COMMERCE BANCORP INC NJ	COM	200519106	4,371	67,867			X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	277	9,935			X
COMPASS BANCSHARES INC	COM	20449H109	1,785	36,678			X
COMPUTER ASSOC INTL INC	COM	204912109	12,175	391,994			X
COMPUTER SCIENCES CORP	COM	205363104	8,444	149,796			X
COMPUWARE CORP	COM	205638109	731	113,572			X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	1,843	75,365			X
CONAGRA FOODS INC	COM	205887102	6,444	218,816			X
CONEXANT SYSTEMS INC	COM	207142100	123	61,801			X
CONOCOPHILLIPS	COM	20825C104	53,338	614,282			X
CONSOL ENERGY INC	COM	20854P109	2,728	66,444			X

7

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CONSOLIDATED EDISON INC	COM	209115104	4,250	97,147		X
CONSTELLATION BRANDS INC	CL A	21036P108	3,367	72,389		X
CONSTELLATION ENERGY GROUP I	COM	210371100	4,670	106,844		X
CONVERGYS CORP	COM	212485106	625	41,701		X
COOPER CAMERON CORP	COM	216640102	308	5,719		X
COOPER COS INC	COM NEW	216648402	444	6,289		X
COOPER TIRE & RUBR CO	COM	216831107	378	17,533		X
COORS ADOLPH CO	CL B	217016104	2,352	31,086		X
COPART INC	COM	217204106	335	12,746		X
CORINTHIAN COLLEGES INC	COM	218868107	330	17,501		X
CORN PRODS INTL INC	COM	219023108	3,331	62,200		X
CORNING INC	COM	219350105	11,755	998,713		X
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,620	39,133		X
COSTCO WHSL CORP NEW	COM	22160K105	14,857	306,897		X
COUNTRYWIDE FINANCIAL CORP	COM	222372104	21,754	587,786		X
COVANCE INC	COM	222816100	1,967	50,757		X
COVENTRY HEALTH CARE INC	COM	222862104	6,700	126,227		X
CRANE CO	COM	224399105	440	15,249		X
CREE INC	COM	225447101	575	14,353		X
CROWN CASTLE INTL CORP	COM	228227104	497	29,859		X
CUMMINS INC	COM	231021106	6,880	82,110		X
CURTISS WRIGHT CORP	COM	231561101	1,843	32,100		X
CYPRESS SEMICONDUCTOR CORP	COM	232806109	280	23,857		X
CYTYC CORP	COM	232946103	1,331	48,266		X
DPL INC	COM	233293109	1,384	55,114		X
D R HORTON INC	COM	23331A109	1,246	30,917		X
DST SYS INC DEL	COM	233326107	5,106	97,975		X
DTE ENERGY CO	COM	233331107	5,459	126,574		X
DADE BEHRING HLDGS INC	COM	23342J206	417	7,454		X
DANA CORP	COM	235811106	1,920	110,810		X
DANAHER CORP DEL	COM	235851102	12,719	221,539		X
DARDEN RESTAURANTS INC	COM	237194105	1,648	59,395		X
DAVITA INC	COM	23918K108	1,675	42,361		X
DEAN FOODS CO NEW	COM	242370104	1,746	52,984		X
DEERE & CO	COM	244199105	11,770	158,205		X
DEL MONTE FOODS CO	COM	24522P103	119	10,770		X
DELL INC	COM	24702R101	95,618	2,269,052		X
DELPHI CORP	COM	247126105	1,442	159,886		X
DELTA AIR LINES INC DEL	COM	247361108	227	30,344		X
DELUXE CORP	COM	248019101	514	13,760		X
DENTSPLY INTL INC NEW	COM	249030107	2,325	41,379		X
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	2,342	52,784		X

5

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
DEVON ENERGY CORP NEW	COM	25179M103	11,144	286,342			X
DEVRY INC DEL	COM	251893103	199	11,462			X



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

DIAMOND OFFSHORE DRILLING					
IN	COM	25271C102	357	8,907	X
DIEBOLD INC	COM	253651103	1,103	19,795	X
DILLARDS INC	CL A	254067101	1,547	57,584	X
DIRECTV GROUP INC	COM	25459L106	3,563	212,834	X
DISNEY WALT CO	COM DISNEY	254687106	41,839	1,505,008	X
DOLLAR GEN CORP	COM	256669102	4,219	203,138	X
DOLLAR TREE STORES INC	COM	256747106	1,232	42,806	X
DOMINION RES INC VA NEW	COM	25746U109	12,279	181,272	X
DONALDSON INC	COM	257651109	2,805	86,081	X
DONNELLEY R R & SONS CO	COM	257867101	4,526	128,252	X
DORAL FINL CORP	COM	25811P100	1,147	23,294	X
DOVER CORP	COM	260003108	3,686	87,890	X
DOW CHEM CO	COM	260543103	25,721	519,505	X
DOW JONES & CO INC	COM	260561105	1,448	33,623	X
DU PONT E I DE					
NEMOURS & CO	COM	263534109	24,457	498,620	X
DUKE ENERGY CORP	COM	264399106	13,922	549,607	X
DUKE REALTY CORP	COM NEW	264411505	291	8,514	X
DUN & BRADSTREET					
CORP DEL NE	COM	26483E100	3,084	51,704	X
DUQUESNE LT HLDGS INC	COM	266233105	405	21,500	X
DYNEGY INC NEW	CL A	26816Q101	489	105,780	X
EGL INC	COM	268484102	227	7,600	X
E M C CORP MASS	COM	268648102	22,899	1,539,960	X
ENSCO INTL INC	COM	26874Q100	785	24,717	X
ENI S P A	SPONSORED ADR	26874R108	2,089	16,600	X
EOG RES INC	COM	26875P101	4,712	66,028	X
E TRADE FINANCIAL CORP	COM	269246104	2,048	136,994	X
EAGLE MATERIALS INC	COM	26969P108	522	6,049	X
EASTMAN CHEM CO	COM	277432100	2,289	39,650	X
EASTMAN KODAK CO	COM	277461109	2,804	86,945	X
EATON CORP	COM	278058102	8,192	113,213	X
EATON VANCE CORP	COM NON VTG	278265103	764	14,654	X
EBAY INC	COM	278642103	56,364	484,525	X
ECHOSTAR COMMUNICATIONS					
NEW	CL A	278762109	1,511	45,448	X
ECOLAB INC	COM	278865100	7,070	201,246	X
EDISON INTL	COM	281020107	8,389	261,926	X
EDUCATION MGMT CORP	COM	28139T101	466	14,132	X
EDWARDS LIFESCIENCES CORP	COM	28176E108	493	11,958	X
EDWARDS AG INC	COM	281760108	217	5,024	X
EL PASO CORP	COM	28336L109	2,500	240,433	X
ELECTRONIC ARTS INC	COM	285512109	14,682	238,040	X
ELECTRONIC DATA SYS NEW	COM	285661104	5,635	243,941	X
EMERSON ELEC CO	COM	291011104	16,011	228,400	X
ENERGEN CORP	COM	29265N108	2,034	34,500	X
ENERGY EAST CORP	COM	29266M109	1,085	40,670	X
ENERGIZER HLDGS INC	COM	29266R108	633	12,743	X
ENGELHARD CORP	COM	292845104	1,822	59,404	X
ENGINEERED SUPPORT SYS					
INC	COM	292866100	1,771	29,900	X
ENTERGY CORP NEW	COM	29364G103	12,338	182,536	X
EON LABS INC	COM	29412E100	1,155	42,781	X
EQUIFAX INC	COM	294429105	1,445	51,441	X
EQUITABLE RES INC	COM	294549100	3,392	55,913	X
EQUITY OFFICE PROPERTIES					
TRU	COM	294741103	5,565	191,099	X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	3,026	83,645	X
EXELON CORP	COM	30161N101	15,569	353,283	X
EXPEDITORS INTL WASH INC	COM	302130109	3,641	65,157	X
EXPRESS SCRIPTS INC	COM	302182100	2,577	33,719	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

6

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
EXXON MOBIL CORP	COM	30231G102	206,090	4,020,491			X
FLIR SYS INC	COM	302445101	418	6,547			X
FMC TECHNOLOGIES INC	COM	30249U101	1,928	59,887			X
FPL GROUP INC	COM	302571104	7,920	105,954			X
FACTSET RESH SYS INC	COM	303075105	1,473	25,209			X
FAIR ISAAC CORP	COM	303250104	516	14,063			X
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	258	15,897			X
FAMILY DLR STORES INC	COM	307000109	3,044	97,478			X
FASTENAL CO	COM	311900104	2,153	34,969			X
FEDERAL HOME LN MTG CORP	COM	313400301	30,534	414,299			X
FEDERAL NATL MTG ASSN	COM	313586109	52,169	732,606			X
FEDERATED DEPT STORES INC DE	COM	31410H101	11,891	205,761			X
FEDERATED INVS INC PA	CL B	314211103	1,276	41,987			X
FEDEX CORP	COM	31428X106	21,093	214,165			X
FIDELITY NATL FINL INC	COM	316326107	1,573	34,438			X
FIFTH THIRD BANCORP	COM	316773100	11,444	241,991			X
FIRST AMERN CORP CALIF	COM	318522307	201	5,716			X
FIRST BANCORP P R	COM	318672102	2,413	38,000			X
FIRST DATA CORP	COM	319963104	25,002	587,732			X
FIRST HORIZON NATL CORP	COM	320517105	4,197	97,362			X
FIRST MARBLEHEAD CORP	COM	320771108	3,200	56,885			X
FIRST MIDWEST BANCORP DEL	COM	320867104	1,190	32,800			X
FISERV INC	COM	337738108	5,457	135,786			X
FIRSTENERGY CORP	COM	337932107	6,819	172,585			X
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	3,034	48,640			X
FLORIDA ROCK INDS INC	COM	341140101	1,251	21,016			X
FLUOR CORP NEW	COM	343412102	3,617	66,361			X
FOOT LOCKER INC	COM	344849104	1,589	58,994			X
FORD MTR CO DEL	COM PAR \$0.01	345370860	13,496	921,830			X
FOREST LABS INC	COM	345838106	10,806	240,882			X
FORTUNE BRANDS INC	COM	349631101	8,851	114,684			X
FOUNDRY NETWORKS INC	COM	35063R100	230	17,508			X
FOX ENTMT GROUP INC	CL A	35138T107	3,719	118,976			X
FRANKLIN RES INC	COM	354613101	6,027	86,529			X
FREEMONT-MCMORAN COPPER & GO	CL B	35671D857	3,255	85,139			X
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	4,132	225,046			X
FREMONT GEN CORP	COM	357288109	283	11,244			X
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	616	31,762			X
GATX CORP	COM	361448103	656	22,200			X
GALLAGHER ARTHUR J & CO	COM	363576109	1,845	56,757			X
GAMESTOP CORP	COM CL B	36466R200	236	10,536			X
GANNETT INC	COM	364730101	13,283	162,580			X
GAP INC DEL	COM	364760108	10,354	490,230			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

GATEWAY INC	COM	367626108	527	87,640		X
GAYLORD ENTMT CO NEW	COM	367905106	972	23,400		X
GEN-PROBE INC NEW	COM	36866T103	430	9,509		X
GEMSTAR-TV GUIDE INTL INC	COM	36866W106	163	27,497		X
GENCORP INC	COM	368682100	275	14,800		X
GENENTECH INC	COM NEW	368710406	9,535	175,151		X
GENERAL DYNAMICS CORP	COM	369550108	13,833	132,251		X
GENERAL ELEC CO	COM	369604103	238,613	6,537,340		X
GENERAL GROWTH PPTYS INC	COM	370021107	6,072	167,930		X
GENERAL MLS INC	COM	370334104	5,391	108,452		X
GENERAL MTRS CORP	COM	370442105	15,327	382,604		X
GENTEX CORP	COM	371901109	592	15,990		X
GENUINE PARTS CO	COM	372460105	7,748	175,852		X
GENWORTH FINL INC	COM CL A	37247D106	306	11,334		X
GENZYME CORP	COM GENL DIV	372917104	6,254	107,691		X

7

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
GEORGIA PAC CORP	COM	373298108	6,621	176,657			X
GETTY IMAGES INC	COM	374276103	3,369	48,939			X
GILEAD SCIENCES INC	COM	375558103	10,435	298,234			X
GILLETTE CO	COM	375766102	30,319	677,065			X
GLOBAL PMTS INC	COM	37940X102	319	5,454			X
GOLDEN WEST FINL CORP DEL	COM	381317106	13,622	221,788			X
GOLDMAN SACHS GROUP INC	COM	38141G104	28,553	274,444			X
GOODRICH CORP	COM	382388106	3,162	96,867			X
GOODYEAR TIRE & RUBR CO	COM	382550101	603	41,151			X
GOOGLE INC	CL A	38259P508	694	3,600			X
GRACO INC	COM	384109104	1,851	49,547			X
GRAINGER W W INC	COM	384802104	5,613	84,258			X
GRANT PRIDECO INC	COM	38821G101	854	42,610			X
GREAT LAKES CHEM CORP	COM	390568103	427	14,990			X
GREAT PLAINS ENERGY INC	COM	391164100	1,087	35,905			X
GREIF INC	CL A	397624107	922	16,460			X
GTECH HLDGS CORP	COM	400518106	689	26,564			X
GUIDANT CORP	COM	401698105	17,564	243,611			X
HCA INC	COM	404119109	8,364	209,307			X
HCC INS HLDGS INC	COM	404132102	325	9,814			X
HNI CORP	COM	404251100	2,165	50,282			X
HRPT PPTYS TR	COM SH BEN INT	40426W101	134	10,450			X
HALLIBURTON CO	COM	406216101	10,968	279,523			X
HARLEY DAVIDSON INC	COM	412822108	20,923	344,414			X
HARMAN INTL INDS INC	COM	413086109	7,688	60,532			X
HARRAHS ENTMT INC	COM	413619107	2,939	43,933			X
HARRIS CORP DEL	COM	413875105	1,125	18,202			X
HARSCO CORP	COM	415864107	363	6,514			X
HARTE-HANKS INC	COM	416196103	320	12,317			X
HARTFORD FINL SVCS GROUP INC	COM	416515104	16,449	237,321			X
HASBRO INC	COM	418056107	981	50,610			X
HAWAIIAN ELEC INDUSTRIES	COM	419870100	360	12,346			X
HEALTH CARE PTY INVS INC	COM	421915109	217	7,832			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

HEALTH MGMT ASSOC INC NEW	CL A	421933102	2,282	100,450		X
HEALTH NET INC	COM	42222G108	263	9,126		X
HEINZ H J CO	COM	423074103	6,654	170,658		X
HENRY JACK & ASSOC INC	COM	426281101	593	29,804		X
HERCULES INC	COM	427056106	406	27,338		X
HERSHEY FOODS CORP	COM	427866108	4,915	88,498		X
HEWITT ASSOCS INC	COM	42822Q100	249	7,775		X
HEWLETT PACKARD CO	COM	428236103	40,196	1,916,851		X
HIBERNIA CORP	CL A	428656102	1,708	57,871		X
HILLENBRAND INDS INC	COM	431573104	417	7,501		X
HILTON HOTELS CORP	COM	432848109	3,579	157,409		X
HOME DEPOT INC	COM	437076102	79,630	1,863,121		X
HONEYWELL INTL INC	COM	438516106	16,163	456,449		X
HORMEL FOODS CORP	COM	440452100	1,088	34,706		X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	1,366	29,685		X
HOSPIRA INC	COM	441060100	2,033	60,687		X
HOST MARRIOTT CORP NEW	COM	44107P104	355	20,511		X
HOVNIANIAN ENTERPRISES INC	CL A	442487203	267	5,398		X
HUBBELL INC	CL B	443510201	1,000	19,113		X
HUDSON CITY BANCORP	COM	443683107	3,168	86,044		X
HUDSON UNITED BANCORP	COM	444165104	331	8,394		X
HUGHES SUPPLY INC	COM	444482103	251	7,758		X
HUMANA INC	COM	444859102	1,622	54,637		X
HUNT J B TRANS SVCS INC	COM	445658107	2,192	48,871		X
HUNTINGTON BANCSHARES INC	COM	446150104	1,676	67,688		X

8

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
IDT CORP	CL B	448947309	177	11,457			X
IAC INTERACTIVECORP	COM	44919P102	1,268	45,914			X
IMS HEALTH INC	COM	449934108	2,365	101,912			X
ISTAR FINL INC	COM	45031U101	292	6,462			X
ITT EDUCATIONAL SERVICES INC	COM	45068B109	422	8,881			X
ITT INDS INC IND	COM	450911102	10,267	121,577			X
IDEX CORP	COM	45167R104	1,053	26,000			X
IDEXX LABS INC	COM	45168D104	365	6,678			X
IKON OFFICE SOLUTIONS INC	COM	451713101	550	47,598			X
ILLINOIS TOOL WKS INC	COM	452308109	19,638	211,896			X
IMCLONE SYS INC	COM	45245W109	1,315	28,544			X
INAMED CORP	COM	453235103	1,881	29,734			X
INDEPENDENCE CMNTY BK CORP	COM	453414104	400	9,396			X
INDYMAC BANCORP INC	COM	456607100	261	7,566			X
INGRAM MICRO INC	CL A	457153104	336	16,171			X
INTEGRATED CIRCUIT SYS INC	COM	45811K208	293	14,012			X
INTEL CORP	COM	458140100	122,181	5,223,624			X
INTERNATIONAL BANCSHARES COR	COM	459044103	995	25,262			X
INTERNATIONAL BUSINESS MACHS	COM	459200101	104,827	1,063,375			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,566	36,550		X
INTERNATIONAL GAME TECHNOLOG	COM	459902102	6,366	185,170		X
INTL PAPER CO	COM	460146103	10,511	250,266		X
INTERNATIONAL RECTIFIER CORP	COM	460254105	620	13,916		X
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	3,689	69,864		X
INTERSIL CORP	CL A	46069S109	321	19,192		X
INTERPUBLIC GROUP COS INC	COM	460690100	2,169	161,865		X
INTUIT	COM	461202103	3,789	86,095		X
INVITROGEN CORP	COM	46185R100	2,343	34,898		X
INVESTORS FINL SERVICES CORP	COM	461915100	637	12,755		X
IRON MTN INC PA	COM	462846106	2,105	69,050		X
ISHARES TR	GLDM SACHS TEC	464287549	1,149	24,600		X
ISHARES TR	RUSSELL1000VAL	464287598	11,291	170,120		X
ISHARES TR	RUSL 2000 GROW	464287648	1,299	19,300		X
IVAX CORP	COM	465823102	579	36,573		X
JDS UNIPHASE CORP	COM	46612J101	1,966	620,346		X
JPMORGAN & CHASE & CO	COM	46625H100	68,826	1,764,330		X
JABIL CIRCUIT INC	COM	466313103	2,049	80,121		X
JACOBS ENGR GROUP INC DEL	COM	469814107	666	13,934		X
JANUS CAP GROUP INC	COM	47102X105	1,171	69,635		X
JEFFERSON PILOT CORP	COM	475070108	6,451	124,150		X
JETBLUE AWYS CORP	COM	477143101	1,185	51,034		X
JOHNSON & JOHNSON	COM	478160104	161,066	2,539,667		X
JOHNSON CTLS INC	COM	478366107	11,933	188,097		X
JONES APPAREL GROUP INC	COM	480074103	5,335	145,896		X
JUNIPER NETWORKS INC	COM	48203R104	4,072	149,765		X
KLA-TENCOR CORP	COM	482480100	3,909	83,921		X
KB HOME	COM	48666K109	2,818	26,995		X
KELLOGG CO	COM	487836108	7,915	177,224		X
KERR MCGEE CORP	COM	492386107	3,418	59,139		X
KEYCORP NEW	COM	493267108	4,831	142,515		X
KEYSPAN CORP	COM	49337W100	1,877	47,567		X
KIMBERLY CLARK CORP	COM	494368103	20,263	307,901		X
KIMCO REALTY CORP	COM	49446R109	5,539	95,518		X
KINDER MORGAN INC KANS	COM	49455P101	5,133	70,193		X
KINETIC CONCEPTS INC	COM NEW	49460W208	388	5,081		X
KING PHARMACEUTICALS INC	COM	495582108	880	70,950		X
KMART HLDG CORPORATION	COM	498780105	2,981	30,131		X
KNIGHT RIDDER INC	COM	499040103	3,248	48,524		X

9

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
KOHL'S CORP	COM	500255104	7,109	144,590			X
KRAFT FOODS INC	CL A	50075N104	916	25,732			X
KROGER CO	COM	501044101	5,861	334,147			X
LSI LOGIC CORP	COM	502161102	746	136,125			X
L-3 COMMUNICATIONS HLDGS							

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

INC	COM	502424104	6,691	91,356	X
LABORATORY CORP AMER					
HLDGS	COM NEW	50540R409	2,934	58,891	X
LAFARGE NORTH AMERICA INC	COM	505862102	878	17,110	X
LAM RESEARCH CORP	COM	512807108	902	31,186	X
LAMAR ADVERTISING CO	CL A	512815101	586	13,707	X
LANCASTER COLONY CORP	COM	513847103	622	14,500	X
LAUDER ESTEE COS INC	CL A	518439104	4,635	101,269	X
LAUREATE EDUCATION INC	COM	518613104	279	6,319	X
LEAR CORP	COM	521865105	5,356	87,786	X
LEE ENTERPRISES INC	COM	523768109	3,926	85,200	X
LEGGETT & PLATT INC	COM	524660107	1,869	65,730	X
LEGG MASON INC	COM	524901105	6,873	93,810	X
LEHMAN BROS HLDGS INC	COM	524908100	15,438	176,472	X
LENNAR CORP	CL A	526057104	1,006	17,747	X
LEUCADIA NATL CORP	COM	527288104	3,475	50,020	X
LEVEL 3 COMMUNICATIONS					
INC	COM	52729N100	446	131,498	X
LEXMARK INTL NEW	CL A	529771107	10,088	118,687	X
LIBERTY MEDIA CORP NEW	COM SER A	530718105	8,128	740,274	X
LIBERTY MEDIA INTL INC	COM SER A	530719103	2,129	46,054	X
LIBERTY PPTY TR	SH BEN INT	531172104	216	4,996	X
LIFEPPOINT HOSPITALS INC	COM	53219L109	1,264	36,300	X
LILLY ELI & CO	COM	532457108	48,907	861,790	X
LIMITED BRANDS INC	COM	532716107	4,310	187,249	X
LINCARE HLDGS INC	COM	532791100	821	19,239	X
LINCOLN NATL CORP IND	COM	534187109	3,151	67,509	X
LINEAR TECHNOLOGY CORP	COM	535678106	9,292	239,740	X
LIZ CLAIBORNE INC	COM	539320101	2,575	61,012	X
LOCKHEED MARTIN CORP	COM	539830109	7,056	127,024	X
LOEWS CORP	COM	540424108	8,747	124,423	X
LONGS DRUG STORES CORP	COM	543162101	717	26,000	X
LOUISIANA PAC CORP	COM	546347105	1,374	51,373	X
LOWES COS INC	COM	548661107	33,826	587,351	X
LUBRIZOL CORP	COM	549271104	714	19,384	X
LUCENT TECHNOLOGIES INC	COM	549463107	8,678	2,307,920	X
LYONDELL CHEMICAL CO	COM	552078107	949	32,803	X
M & T BK CORP	COM	55261F104	7,642	70,865	X
MBIA INC	COM	55262C100	5,504	86,982	X
MBNA CORP	COM	55262L100	19,107	677,809	X
M D C HLDGS INC	COM	552676108	764	8,837	X
MDU RES GROUP INC	COM	552690109	687	25,751	X
MEMC ELECTR MATLS INC	COM	552715104	195	14,737	X
MGIC INVT CORP WIS	COM	552848103	4,986	72,351	X
MGI PHARMA INC	COM	552880106	1,898	67,761	X
MGM MIRAGE	COM	552953101	369	5,071	X
MSC INDL DIRECT INC	CL A	553530106	2,316	64,372	X
MACERICH CO	COM	554382101	219	3,489	X
MACROMEDIA INC	COM	556100105	416	13,382	X
MANDALAY RESORT GROUP	COM	562567107	1,101	15,639	X
MANOR CARE INC NEW	COM	564055101	1,339	37,790	X
MANPOWER INC	COM	56418H100	1,721	35,629	X
MANULIFE FINL CORP	COM	56501R106	1,473	31,874	X
MARATHON OIL CORP	COM	565849106	11,384	302,689	X
MARKEL CORP	COM	570535104	568	1,560	X
MARSH & MCLENNAN COS INC	COM	571748102	9,585	291,352	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
MARSHALL & ILSLEY CORP	COM	571834100	3,561	80,557			X
MARRIOTT INTL INC NEW	CL A	571903202	5,480	87,005			X
MARTEK BIOSCIENCES CORP	COM	572901106	258	5,043			X
MARVEL ENTERPRISES INC	COM	57383M108	283	13,811			X
MASCO CORP	COM	574599106	8,798	240,837			X
MASSEY ENERGY CORP	COM	576206106	206	5,887			X
MATTEL INC	COM	577081102	2,995	153,667			X
MAXIM INTEGRATED PRODS INC	COM	57772K101	12,139	286,365			X
MAXTOR CORP	COM NEW	577729205	151	28,488			X
MAY DEPT STORES CO	COM	577778103	3,158	107,417			X
MAYTAG CORP	COM	578592107	612	29,025			X
MCAFEE INC	COM	579064106	1,021	35,309			X
MCCLATCHY CO	CL A	579489105	876	12,199			X
MCCORMICK & CO INC	COM NON VTG	579780206	3,475	90,038			X
MCDONALDS CORP	COM	580135101	29,749	927,930			X
MCGRAW HILL COS INC	COM	580645109	9,300	101,593			X
MCKESSON CORP	COM	58155Q103	4,129	131,238			X
MEADWESTVACO CORP	COM	583334107	2,852	84,148			X
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	6,862	164,952			X
MEDIA GEN INC	CL A	584404107	1,788	27,594			X
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	500	14,250			X
MEDIMMUNE INC	COM	584699102	3,222	118,839			X
MEDTRONIC INC	COM	585055106	32,645	657,233			X
MELLON FINL CORP	COM	58551A108	4,548	146,189			X
MERCANTILE BANKSHARES CORP	COM	587405101	244	4,667			X
MERCK & CO INC	COM	589331107	55,994	1,742,190			X
MERCURY INTERACTIVE CORP	COM	589405109	3,064	67,259			X
MEREDITH CORP	COM	589433101	1,670	30,814			X
MERRILL LYNCH & CO INC	COM	590188108	30,693	513,520			X
METLIFE INC	COM	59156R108	12,935	319,310			X
METRO GOLDWYN MAYER INC	COM	591610100	551	46,393			X
METTLER TOLEDO INTERNATIONAL	COM	592688105	306	5,971			X
MICHAELS STORES INC	COM	594087108	1,972	65,808			X
MICROSOFT CORP	COM	594918104	205,610	7,695,570			X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,620	60,912			X
MICRON TECHNOLOGY INC	COM	595112103	2,649	214,491			X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	486	40,008			X
MILLER HERMAN INC	COM	600544100	384	13,888			X
MILLIPORE CORP	COM	601073109	1,057	21,215			X
MILLS CORP	COM	601148109	384	6,022			X
MODINE MFG CO	COM	607828100	598	17,700			X
MOHAWK INDS INC	COM	608190104	790	8,654			X
MOLEX INC	COM	608554101	2,027	67,550			X
MONEYGRAM INTL INC	COM	60935Y109	224	10,576			X
MONSANTO CO NEW	COM	61166W101	13,046	234,848			X
MONSTER WORLDWIDE INC	COM	611742107	1,600	47,556			X
MOODYS CORP	COM	615369105	7,854	90,427			X
MORGAN STANLEY	COM NEW	617446448	29,712	535,150			X
MOTOROLA INC	COM	620076109	28,198	1,639,437			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

MURPHY OIL CORP	COM	626717102	3,944	49,027	X
MYLAN LABS INC	COM	628530107	2,930	165,703	X
NBTY INC	COM	628782104	253	10,526	X
NCR CORP NEW	COM	62886E108	4,658	67,283	X
NII HLDGS INC	CL B NEW	62913F201	690	14,535	X
NTL INC DEL	COM	62940M104	1,276	17,487	X
NVR INC	COM	62944T105	792	1,029	X
NATIONAL CITY CORP	COM	635405103	21,033	560,142	X
NATIONAL FUEL GAS CO N J	COM	636180101	218	7,681	X

11

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
NATIONAL HEALTH INVS INC	COM	63633D104	1,369	46,930			X
NATIONAL INSTRS CORP	COM	636518102	282	10,353			X
NATIONAL-OILWELL INC	COM	637071101	438	12,420			X
NATIONAL SEMICONDUCTOR CORP	COM	637640103	4,463	248,631			X
NATIONWIDE FINL SVCS INC	CL A	638612101	1,004	26,261			X
NAVISTAR INTL CORP NEW	COM	63934E108	1,148	26,107			X
NAVTEQ CORP	COM	63936L100	301	6,500			X
NEIMAN MARCUS GROUP INC	CL A	640204202	3,011	42,091			X
NEKTAR THERAPEUTICS	COM	640268108	328	16,207			X
NETWORK APPLIANCE INC	COM	64120L104	8,282	249,318			X
NEUROCRINE BIOSCIENCES INC	COM	64125C109	346	7,016			X
NEW YORK CMNTY BANCORP INC	COM	649445103	353	17,167			X
NEW YORK TIMES CO	CL A	650111107	2,486	60,933			X
NEWALLIANCE BANCSHARES INC	COM	650203102	266	17,405			X
NEWELL RUBBERMAID INC	COM	651229106	2,032	84,022			X
NEWFIELD EXPL CO	COM	651290108	456	7,727			X
NEWMONT MINING CORP	COM	651639106	9,787	220,374			X
NEWS CORP	CL A	65248E104	11,775	631,006			X
NEXTEL COMMUNICATIONS INC	CL A	65332V103	18,526	617,387			X
NEXTEL PARTNERS INC	CL A	65333F107	703	35,990			X
NICOR INC	COM	654086107	1,415	38,295			X
NIKE INC	CL B	654106103	18,789	207,180			X
NISOURCE INC	COM	65473P105	1,994	87,545			X
NOKIA CORP	SPONSORED ADR	654902204	1,044	66,600			X
NOBLE ENERGY INC	COM	655044105	287	4,657			X
NORDSTROM INC	COM	655664100	4,168	89,187			X
NORFOLK SOUTHERN CORP	COM	655844108	9,121	252,032			X
NORTEL NETWORKS CORP NEW	COM	656568102	2,082	600,000			X
NORTH FORK BANCORPORATION NY	COM	659424105	4,298	148,976			X
NORTHERN TR CORP	COM	665859104	3,531	72,690			X
NORTHROP GRUMMAN CORP	COM	666807102	14,660	269,683			X
NOVELL INC	COM	670006105	1,097	162,568			X
NOVELLUS SYS INC	COM	670008101	1,540	55,232			X
NU SKIN ENTERPRISES INC	CL A	67018T105	589	23,200			X
NUCOR CORP	COM	670346105	5,092	97,288			X



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NVIDIA CORP	COM	67066G104	1,681	71,337		X
OGE ENERGY CORP	COM	670837103	943	35,566		X
OSI PHARMACEUTICALS INC	COM	671040103	722	9,640		X
OCCIDENTAL PETE CORP DEL	COM	674599105	26,788	459,005		X
OFFICEMAX INC DEL	COM	67622P101	1,377	43,878		X
OFFICE DEPOT INC	COM	676220106	1,647	94,861		X
OLD REP INTL CORP	COM	680223104	1,725	68,171		X
OMNICARE INC	COM	681904108	1,370	39,579		X
OMNICOM GROUP INC	COM	681919106	13,969	165,661		X
ORACLE CORP	COM	68389X105	45,705	3,331,238		X
O REILLY AUTOMOTIVE INC	COM	686091109	1,654	36,707		X
OSHKOSH TRUCK CORP	COM	688239201	433	6,326		X
OUTBACK STEAKHOUSE INC	COM	689899102	2,989	65,300		X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	2,357	42,700		X
PG&E CORP	COM	69331C108	9,517	285,976		X
PMC-SIERRA INC	COM	69344F106	855	75,959		X
PMI GROUP INC	COM	69344M101	2,815	67,430		X
PNC FINL SVCS GROUP INC	COM	693475105	5,540	96,441		X
PPG INDS INC	COM	693506107	5,922	86,882		X
PPL CORP	COM	69351T106	5,704	107,051		X
PACCAR INC	COM	693718108	7,474	92,873		X
PACIFIC SUNWEAR CALIF INC	COM	694873100	616	27,666		X
PACIFICARE HEALTH SYS DEL	COM	695112102	693	12,260		X

12

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PACTIV CORP	COM	695257105	1,848	73,062			X
PALL CORP	COM	696429307	1,122	38,764			X
PARAMETRIC TECHNOLOGY CORP	COM	699173100	372	63,161			X
PARKER HANNIFIN CORP	COM	701094104	3,558	46,974			X
PATINA OIL & GAS CORP	COM	703224105	914	24,382			X
PATTERSON COMPANIES INC	COM	703395103	3,717	85,656			X
PATTERSON UTI ENERGY INC	COM	703481101	1,422	73,116			X
PAYCHEX INC	COM	704326107	8,137	238,760			X
PEABODY ENERGY CORP	COM	704549104	1,100	13,598			X
PENNEY J C INC	COM	708160106	5,682	137,238			X
PENTAIR INC	COM	709631105	1,359	31,199			X
PEOPLES ENERGY CORP	COM	711030106	936	21,296			X
PEOPLESOFT INC	COM	712713106	675	25,493			X
PEPCO HOLDINGS INC	COM	713291102	236	11,055			X
PEPSI BOTTLING GROUP INC	COM	713409100	3,549	131,232			X
PEPSICO INC	COM	713448108	62,377	1,194,954			X
PERKINELMER INC	COM	714046109	2,007	89,251			X
PETCO ANIMAL SUPPLIES	COM NEW	716016209	313	7,940			X
PETSMART INC	COM	716768106	993	27,955			X
PFIZER INC	COM	717081103	158,551	5,896,271			X
PHARMACEUTICAL PROD DEV INC	COM	717124101	381	9,226			X
PHELPS DODGE CORP	COM	717265102	5,023	50,778			X
PIER 1 IMPORTS INC	COM	720279108	210	10,665			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PILGRIMS PRIDE CORP	COM	721467108	1,015	33,073		X
PINNACLE WEST CAP CORP	COM	723484101	7,308	164,566		X
PIONEER NAT RES CO	COM	723787107	437	12,444		X
PITNEY BOWES INC	COM	724479100	6,342	137,040		X
PIXAR	COM	725811103	2,807	32,791		X
PLANTRONICS INC NEW	COM	727493108	1,185	28,578		X
PLUM CREEK TIMBER CO INC	COM	729251108	2,075	53,978		X
POGO PRODUCING CO	COM	730448107	682	14,060		X
POLARIS INDS INC	COM	731068102	1,864	27,401		X
POLO RALPH LAUREN CORP	CL A	731572103	2,270	53,293		X
POLYCOM INC	COM	73172K104	340	14,566		X
POPULAR INC	COM	733174106	2,044	70,892		X
POWER-ONE INC	COM	739308104	176	19,691		X
PRAXAIR INC	COM	74005P104	7,990	180,972		X
PRECISION CASTPARTS CORP	COM	740189105	5,509	83,873		X
PRICE T ROWE GROUP INC	COM	74144T108	4,118	66,210		X
PRIDE INTL INC DEL	COM	74153Q102	285	13,894		X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,049	98,895		X
PROCTER & GAMBLE CO	COM	742718109	116,119	2,108,185		X
PROGRESS ENERGY INC	COM	743263105	3,521	77,827		X
PROGRESSIVE CORP OHIO	COM	743315103	7,566	89,176		X
PROLOGIS	SH BEN INT	743410102	2,365	54,592		X
PROTECTIVE LIFE CORP	COM	743674103	3,556	83,308		X
PROVIDIAN FINL CORP	COM	74406A102	1,606	97,514		X
PRUDENTIAL FINL INC	COM	744320102	13,063	237,687		X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,990	96,382		X
PUBLIC STORAGE INC	COM	74460D109	269	4,834		X
PULTE HOMES INC	COM	745867101	7,210	113,002		X
QLOGIC CORP	COM	747277101	1,749	47,629		X
QUALCOMM INC	COM	747525103	62,410	1,471,928		X
QUEST DIAGNOSTICS INC	COM	74834L100	3,890	40,715		X
QUESTAR CORP	COM	748356102	3,977	78,044		X
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,812	633,349		X
RADIAN GROUP INC	COM	750236101	4,515	84,810		X
RADIO ONE INC	CL D NON VTG	75040P405	162	10,059		X

13

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
RADIOSHACK CORP	COM	750438103	2,402	73,058			X
RAMBUS INC DEL	COM	750917106	386	16,776			X
RAYONIER INC	COM	754907103	852	17,416			X
RAYTHEON CO	COM NEW	755111507	6,209	159,896			X
REALTY INCOME CORP	COM	756109104	880	17,400			X
RED HAT INC	COM	756577102	1,002	75,020			X
REEBOK INTL LTD	COM	758110100	825	18,743			X
REGENCY CTRS CORP	COM	758849103	508	9,178			X
REGIS CORP MINN	COM	758932107	1,167	25,294			X
REGIONS FINANCIAL CORP NEW	COM	7591EP100	7,159	201,151			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

REINSURANCE GROUP AMER INC	COM	759351109	266	5,488				X
RELIANT ENERGY INC	COM	75952B105	239	17,535				X
RENAL CARE GROUP INC	COM	759930100	2,062	57,295				X
RENT A CTR INC NEW	COM	76009N100	256	9,674				X
REPUBLIC SVCS INC	COM	760759100	2,046	61,014				X
RESMED INC	COM	761152107	337	6,586				X
RESPIRONICS INC	COM	761230101	894	16,449				X
REYNOLDS & REYNOLDS CO	CL A	761695105	2,536	95,671				X
REYNOLDS AMERICAN INC	COM	761713106	5,633	71,663				X
RITE AID CORP	COM	767754104	283	77,322				X
ROBERT HALF INTL INC	COM	770323103	3,274	111,237				X
ROCKWELL AUTOMATION INC	COM	773903109	6,307	127,292				X
ROCKWELL COLLINS INC	COM	774341101	3,257	82,578				X
ROHM & HAAS CO	COM	775371107	3,458	78,182				X
ROPER INDS INC NEW	COM	776696106	399	6,570				X
ROSS STORES INC	COM	778296103	2,228	77,168				X
ROWAN COS INC	COM	779382100	1,304	50,342				X
RUBY TUESDAY INC	COM	781182100	335	12,851				X
RYDER SYS INC	COM	783549108	1,217	25,472				X
RYLAND GROUP INC	COM	783764103	225	3,916				X
SBC COMMUNICATIONS INC	COM	78387G103	49,599	1,924,662				X
SEI INVESTMENTS CO	COM	784117103	608	14,507				X
SLM CORP	COM	78442P106	11,807	221,154				X
SPX CORP	COM	784635104	204	5,095				X
SABRE HLDGS CORP	CL A	785905100	1,155	52,119				X
SAFECO CORP	COM	786429100	2,087	39,947				X
SAFEWAY INC	COM NEW	786514208	4,674	236,761				X
ST JOE CO	COM	790148100	2,458	38,289				X
ST JUDE MED INC	COM	790849103	15,989	381,326				X
ST PAUL TRAVELERS INC	COM	792860108	10,253	276,592				X
SANDISK CORP	COM	80004C101	2,229	89,275				X
SANMINA SCI CORP	COM	800907107	2,230	263,316				X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	862	19,500				X
SARA LEE CORP	COM	803111103	14,189	587,782				X
SCANA CORP NEW	COM	80589M102	2,779	70,524				X
SCHEIN HENRY INC	COM	806407102	895	12,845				X
SCHERING PLOUGH CORP	COM	806605101	19,640	940,615				X
SCHLUMBERGER LTD	COM	806857108	9,297	138,862				X
SCHWAB CHARLES CORP NEW	COM	808513105	7,243	605,578				X
SCIENTIFIC ATLANTA INC	COM	808655104	5,587	169,261				X
SCOTTISH PWR PLC	SPON ADR FINAL	81013T705	1,658	53,200				X
SCRIPPS E W CO OHIO	CL A	811054204	6,817	141,200				X
SEALED AIR CORP NEW	COM	81211K100	2,516	47,226				X
SEARS ROEBUCK & CO	COM	812387108	8,668	169,861				X
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	605	21,000				X
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	554	24,000				X
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	2,361	66,900				X
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4,998	163,700				X

14

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	4,629	149,000	X
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	2,387	85,700	X
SEMTECH CORP	COM	816850101	1,220	55,877	X
SEMPRA ENERGY	COM	816851109	5,319	145,011	X
SEPRACOR INC	COM	817315104	3,434	57,838	X
SERVICE CORP INTL	COM	817565104	148	19,910	X
SERVICEMASTER CO	COM	81760N109	553	40,117	X
SHERWIN WILLIAMS CO	COM	824348106	9,930	222,495	X
SIEBEL SYS INC	COM	826170102	1,984	189,105	X
SIGMA ALDRICH CORP	COM	826552101	4,234	70,031	X
SILICON LABORATORIES INC	COM	826919102	251	7,120	X
SIMON PPTY GROUP INC NEW	COM	828806109	6,503	100,556	X
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	252	4,254	X
SIRIUS SATELLITE RADIO INC	COM	82966U103	556	72,946	X
SKY FINL GROUP INC	COM	83080P103	217	7,583	X
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	807	15,600	X
SMITH INTL INC	COM	832110100	2,806	51,575	X
SMITHFIELD FOODS INC	COM	832248108	1,222	41,308	X
SMUCKER J M CO	COM NEW	832696405	238	5,058	X
SMURFIT-STONE CONTAINER CORP	COM	832727101	278	14,908	X
SNAP ON INC	COM	833034101	581	16,922	X
SOLETRON CORP	COM	834182107	2,179	408,750	X
SONOCO PRODS CO	COM	835495102	636	21,459	X
SOUTHERN CO	COM	842587107	10,625	316,963	X
SOUTHWEST AIRLS CO	COM	844741108	5,187	318,642	X
SOVEREIGN BANCORP INC	COM	845905108	2,280	101,119	X
SPECTRASITE INC	COM	84761M104	440	7,596	X
SPRINT CORP	COM FON	852061100	19,646	790,602	X
STANLEY WKS	COM	854616109	4,386	89,531	X
STAPLES INC	COM	855030102	7,180	212,982	X
STARBUCKS CORP	COM	855244109	18,805	301,553	X
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	10,224	175,067	X
STATE STR CORP	COM	857477103	5,917	120,451	X
STATION CASINOS INC	COM	857689103	2,208	40,383	X
STERICYCLE INC	COM	858912108	1,595	34,702	X
STORAGE TECHNOLOGY CORP	COM PAR \$0.10	862111200	292	9,238	X
STRYKER CORP	COM	863667101	12,953	268,461	X
STUDENT LN CORP	COM	863902102	705	3,831	X
SUN MICROSYSTEMS INC	COM	866810104	7,974	1,480,345	X
SUNGARD DATA SYS INC	COM	867363103	3,506	123,746	X
SUNOCO INC	COM	86764P109	5,309	64,976	X
SUNTRUST BKS INC	COM	867914103	11,871	160,682	X
SUPERVALU INC	COM	868536103	3,720	107,774	X
SYMANTEC CORP	COM	871503108	12,335	478,846	X
SYMBOL TECHNOLOGIES INC	COM	871508107	1,763	101,885	X
SYNOPSYS INC	COM	871607107	1,483	75,845	X
SYNOVUS FINL CORP	COM	87161C105	3,400	118,980	X
SYSCO CORP	COM	871829107	20,661	541,300	X
TCF FINL CORP	COM	872275102	3,055	95,050	X
TECO ENERGY INC	COM	872375100	939	61,203	X
TJX COS INC NEW	COM	872540109	6,766	269,221	X
TXU CORP	COM	873168108	9,385	145,372	X
TARGET CORP	COM	87612E106	43,871	844,805	X
TECH DATA CORP	COM	878237106	1,369	30,152	X
TEKTRONIX INC	COM	879131100	1,109	36,725	X
TELECOM HLDRS TR	DEPOSITRY RCPT	87927P200	2,854	97,800	X
TELEPHONE & DATA SYS INC	COM	879433100	1,642	21,341	X
TELLABS INC	COM	879664100	1,379	160,563	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

15

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
TEMPLE INLAND INC	COM	879868107	1,920	28,075			X
TENET HEALTHCARE CORP	COM	88033G100	1,503	136,930			X
TERADYNE INC	COM	880770102	1,419	83,113			X
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	296	9,924			X
TEXAS INSTRS INC	COM	882508104	28,509	1,157,974			X
TEXTRON INC	COM	883203101	4,805	65,104			X
THERMO ELECTRON CORP	COM	883556102	2,204	73,008			X
THOMAS & BETTS CORP	COM	884315102	1,295	42,100			X
3COM CORP	COM	885535104	96	23,068			X
3M CO	COM	88579Y101	49,741	606,078			X
TIBCO SOFTWARE INC	COM	88632Q103	470	35,204			X
TIDEWATER INC	COM	886423102	264	7,422			X
TIFFANY & CO NEW	COM	886547108	2,002	62,615			X
TIMBERLAND CO	CL A	887100105	1,035	16,508			X
TIME WARNER INC	COM	887317105	61,120	3,142,773			X
TIMKEN CO	COM	887389104	225	8,632			X
TOLL BROTHERS INC	COM	889478103	397	5,784			X
TORCHMARK CORP	COM	891027104	12,105	211,851			X
TORO CO	COM	891092108	4,019	49,400			X
TOTAL SYS SVCS INC	COM	891906109	262	10,797			X
TOYS R US INC	COM	892335100	1,293	63,154			X
TRIAD HOSPITALS INC	COM	89579K109	1,160	31,163			X
TRIBUNE CO NEW	COM	896047107	6,247	148,237			X
TYCO INTL LTD NEW	COM	902124106	36,139	1,011,176			X
TYSON FOODS INC	CL A	902494103	2,439	132,547			X
UCBH HOLDINGS INC	COM	90262T308	402	8,764			X
UST INC	COM	902911106	3,843	79,875			X
US BANCORP DEL	COM NEW	902973304	29,936	955,827			X
UNION PAC CORP	COM	907818108	8,787	130,657			X
UNIONBANCAL CORP	COM	908906100	4,941	76,634			X
UNISYS CORP	COM	909214108	1,059	103,998			X
UNITED DEFENSE INDS INC	COM	91018B104	368	7,794			X
UNITED PARCEL SERVICE INC NEW	CL B COM	911312106 912909108	52,243 2,625	611,318 51,219			X X
UNITED TECHNOLOGIES CORP	COM	913017109	37,193	359,877			X
UNITEDHEALTH GROUP INC	COM	91324P102	43,809	497,656			X
UNITEDGLOBALCOM	CL A	913247508	552	57,175			X
UNITRIN INC	COM	913275103	250	5,510			X
UNIVERSAL HLTH SVCS INC	CL B	913903100	520	11,692			X
UNIVISION COMMUNICATIONS INC	CL A COM	914906102 915289102	3,165 3,449	108,141 79,773			X X
UNOCAL CORP	COM	915289102	3,449	79,773			X
UNUMPROVIDENT CORP	COM	91529Y106	2,929	163,269			X
URBAN OUTFITTERS INC	COM	917047102	3,457	77,866			X
UTSTARCOM INC	COM	918076100	1,203	54,321			X
VCA ANTECH INC	COM	918194101	1,230	62,944			X
V F CORP	COM	918204108	4,534	81,863			X
VALERO ENERGY CORP NEW	COM	91913Y100	10,628	234,086			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

VALSPAR CORP	COM	920355104	1,093	21,863		X
VARCO INTL INC DEL	COM	922122106	219	7,527		X
VARIAN MED SYS INC	COM	92220P105	1,144	26,468		X
VENTAS INC	COM	92276F100	993	36,240		X
VERISIGN INC	COM	92343E102	1,271	37,817		X
VERIZON COMMUNICATIONS	COM	92343V104	76,422	1,886,503		X
VERITAS SOFTWARE CO	COM	923436109	7,432	260,302		X
VIACOM INC	CL A	925524100	337	9,100		X
VIACOM INC	CL B	925524308	30,495	838,013		X
VISHAY INTERTECHNOLOGY INC	COM	928298108	198	13,184		X
VISTEON CORP	COM	92839U107	298	30,472		X

16

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
VORNADO RLTY TR	SH BEN INT	929042109	430	5,644			X
VULCAN MATLS CO	COM	929160109	2,637	48,285			X
W HLDG CO INC	COM	929251106	230	10,015			X
WPS RESOURCES CORP	COM	92931B106	1,081	21,646			X
WACHOVIA CORP 2ND NEW	COM	929903102	68,303	1,298,529			X
WADDELL & REED FINL INC	CL A	930059100	408	17,091			X
WAL MART STORES INC	COM	931142103	140,519	2,660,344			X
WALGREEN CO	COM	931422109	21,345	556,293			X
WASHINGTON MUT INC	COM	939322103	26,022	615,479			X
WASHINGTON POST CO	CL B	939640108	5,163	5,252			X
WASTE MGMT INC DEL	COM	94106L109	11,882	396,876			X
WATERS CORP	COM	941848103	4,901	104,752			X
WATSON PHARMACEUTICALS INC	COM	942683103	1,262	38,472			X
WATTS WATER TECHNOLOGIES INC	CL A	942749102	833	25,850			X
WEBMD CORP	COM	94769M105	357	43,706			X
WEIGHT WATCHERS INTL INC NEW	COM	948626106	474	11,545			X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	718	17,915			X
WELLPOINT INC	COM	94973V107	19,909	173,123			X
WELLS FARGO & CO NEW	COM	949746101	58,628	943,332			X
WENDYS INTL INC	COM	950590109	2,749	70,020			X
WEST CORP	COM	952355105	1,524	46,031			X
WESTAR ENERGY INC	COM	95709T100	413	18,044			X
WESTAMERICA BANCORPORATION	COM	957090103	904	15,500			X
WESTERN DIGITAL CORP	COM	958102105	219	20,158			X
WESTERN GAS RES INC	COM	958259103	1,146	39,170			X
WESTERN WIRELESS CORP	CL A	95988E204	1,684	57,477			X
WESTWOOD ONE INC	COM	961815107	394	14,648			X
WEYERHAEUSER CO	COM	962166104	6,701	99,685			X
WHIRLPOOL CORP	COM	963320106	3,151	45,524			X
WHITNEY HLDG CORP	COM	966612103	2,526	56,148			X
WHOLE FOODS MKT INC	COM	966837106	5,717	59,957			X
WILEY JOHN & SONS INC	CL A	968223206	1,260	36,168			X
WILLIAMS COS INC DEL	COM	969457100	2,661	163,368			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

WILLIAMS SONOMA INC	COM	969904101	668	19,058	X
WILMINGTON TRUST CORP	COM	971807102	1,220	33,739	X
WISCONSIN ENERGY CORP	COM	976657106	343	10,186	X
WOLVERINE WORLD WIDE INC	COM	978097103	735	23,400	X
WORTHINGTON INDS INC	COM	981811102	542	27,666	X
WRIGLEY WM JR CO	COM	982526105	8,639	124,854	X
WYETH	COM	983024100	28,144	660,803	X
WYNN RESORTS LTD	COM	983134107	2,834	42,351	X
XM SATELLITE RADIO HLDGS INC	CL A	983759101	4,624	122,905	X
XTO ENERGY INC	COM	98385X106	6,875	194,308	X
XCEL ENERGY INC	COM	98389B100	2,389	131,262	X
XILINX INC	COM	983919101	4,573	154,178	X
XEROX CORP	COM	984121103	6,829	401,475	X
YAHOO INC	COM	984332106	37,170	986,472	X
YELLOW ROADWAY CORP	COM	985577105	751	13,476	X
YUM BRANDS INC	COM	988498101	8,640	183,121	X
ZEBRA TECHNOLOGIES CORP	CL A	989207105	4,434	78,781	X
ZIMMER HLDGS INC	COM	98956P102	20,987	261,948	X
ZIONS BANCORPORATION	COM	989701107	2,997	44,053	X
GRAND TOTAL			7,858,179		