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STATE STREET CORP
Form 13F-HR
February 05, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

Form 13F

Form 13F Cover Page

Report for Calendar Year or Quarter Ended: December 31, 2002

Check here if amendment Amendment Number

Institutional Investment Manager filing this report:

Name: State Street Corporation
Address: 225 Franklin Street
Boston, Massachusetts 02110

Form 13F File Number: 28-399

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 the reporting manager:

Name: Frederick P. Baughman
Title: Senior Vice President, Controller and Chief Accounting Officer
Telephone: 617-786-3000

Signature, Place, and Date of Signing:

| | | |
|---------------------------|-----------------------|------------------|
| /s/ FREDERICK P. BAUGHMAN | Boston, Massachusetts | January 28, 2003 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

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).)

List of Other Managers Reporting for this Manager:
(if there are no entries in this list, omit this section.)

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| 13F File Number | Name |
|-----------------|---------------|
| 28-5798 | Roy A. Hammer |

Form 13F SUMMARY PAGE

Report Summary:

| | |
|---|-------------|
| Number of Other Included Managers: | 13 |
| Form 13F Information Table Entry Total: | 3,265 |
| Form 13F Information Table Value Total: | 292,135,808 |
| | (thousands) |

List of Other Included Managers:

Provide a numbered list of the names(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. [If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-----|----------------------|-----------------------|
| 1 | 28-1932 | Frederick Ballou |
| 2 | 28-3602 | Francis L. Coolidge |
| 3 | 28-2710 | F. Davis Dossori, Jr. |
| 4 | 28-3488 | Nicholas A. Grace |
| 5 | 28-5798 | Roy A. Hammer |
| 6 | 28-6740 | Edward J. Joyce |
| 7 | 28-5796 | George H. Kidder |
| 8 | 28-1487 | Peter B. Loring |
| 9 | 28-4282 | Dean Ridlon |
| 10 | 28-6281 | Michael B. Elefante |
| 11 | 28-5362 | John Cornish |
| 12 | 28-6476 | William A. Lowell |
| 13 | 28-4918 | Thomas H.P. Whitney |

State Street Corporation (STT)
SEC13F Report - December 31, 2002

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|-----------------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------|
| | | | | | Sole | Shared as Defined | Shared Other |
| CITIGROUP INC INTERNATIONAL | COM | 17296710 | 8,550,641,023 | 242,984,968 | 226,825,775 | 15,563,337 | 595,856 |
| BUSINE | COM | 45920010 | 8,239,937,485 | 106,321,774 | 80,850,649 | 25,145,958 | 325,167 |
| MICROSOFT CORP | COM | 59491810 | 7,358,800,720 | 142,336,571 | 139,214,662 | 2,291,263 | 830,646 |
| GENERAL ELEC CO | COM | 36960410 | 6,673,782,912 | 274,077,327 | 262,119,789 | 6,799,152 | 5,158,386 |
| JOHNSON & JOHNSON | COM | 47816010 | 6,650,383,371 | 123,820,208 | 119,103,664 | 2,877,877 | 1,838,667 |
| EXXON MOBIL CORP | COM | 30231G10 | 6,390,287,464 | 182,893,173 | 175,170,554 | 4,300,798 | 3,421,821 |
| WAL MART STORES INC | COM | 93114210 | 5,395,965,419 | 106,829,646 | 103,481,513 | 2,153,709 | 1,194,424 |
| MORGAN STANLEY | COM NEW | 61744644 | 5,350,625,503 | 100,121,729 | 26,924,552 | 107,038,153 | 71,000 |
| PFIZER INC | COM | 71708110 | 5,057,532,898 | 165,441,050 | 159,004,687 | 3,798,481 | 2,637,882 |
| LOCKHEED MARTIN CORP | COM | 53983010 | 4,787,185,441 | 82,894,986 | 82,797,866 | 88,254 | 8,866 |
| BELLSOUTH CORP | COM | 07986010 | 4,052,741,942 | 156,657,980 | 153,187,600 | 3,115,265 | 355,115 |
| 3M CO | COM | 88579Y10 | 3,970,618,309 | 32,202,906 | 27,501,523 | 4,400,250 | 301,133 |
| MERRILL LYNCH & CO I | COM | 59018810 | 3,910,593,802 | 103,045,950 | 22,032,666 | 81,000,324 | 12,960 |
| AMERICAN INTL GROUP | COM | 02687410 | 3,871,175,292 | 66,917,464 | 63,662,799 | 2,120,531 | 1,134,134 |
| MERCK & CO INC | COM | 58933110 | 3,712,074,170 | 65,572,764 | 61,876,147 | 2,096,664 | 1,599,953 |
| GENERAL MTRS CORP | COM | 37044210 | 3,606,003,663 | 97,829,725 | 97,744,657 | 57,370 | 27,698 |
| PROCTER & GAMBLE CO | COM | 74271810 | 3,414,071,518 | 39,726,222 | 37,735,480 | 1,128,572 | 862,170 |
| BOEING CO | COM | 09702310 | 3,077,582,534 | 93,288,346 | 92,138,895 | 1,104,453 | 44,998 |
| COCA COLA CO | COM | 19121610 | 2,914,502,577 | 66,480,442 | 63,684,537 | 1,497,807 | 1,298,098 |
| INTEL CORP | COM | 45814010 | 2,898,597,270 | 186,165,528 | 179,060,148 | 4,589,440 | 2,515,940 |
| VERIZON COMMUNICATIO | COM | 92343V10 | 2,870,176,075 | 74,069,060 | 72,486,407 | 1,020,847 | 561,806 |
| BANK OF AMERICA CORP | COM | 06050510 | 2,835,491,831 | 40,757,393 | 40,220,015 | 451,714 | 85,664 |
| BP PLC | SPONSORED | 05562210 | 2,767,972,889 | 68,092,814 | 67,977,284 | 115,530 | |
| TARGET CORP | COM | 87612E10 | 2,617,191,150 | 87,239,705 | 86,316,751 | 718,676 | 204,278 |
| CISCO SYS INC | COM | 17275R10 | 2,585,317,592 | 197,352,488 | 192,305,354 | 3,512,282 | 1,534,852 |
| SBC COMMUNICATIONS I | COM | 78387G10 | 2,578,836,987 | 95,124,935 | 90,683,890 | 3,917,651 | 523,394 |
| LOWES COS INC | COM | 54866110 | 2,537,513,587 | 67,667,029 | 19,033,606 | 48,516,262 | 117,161 |
| HONEYWELL INTL INC | COM | 43851610 | 2,340,414,912 | 97,517,288 | 24,083,832 | 73,391,400 | 42,056 |
| CHEVRONTXACO CORP | COM | 16676410 | 2,333,076,443 | 35,094,411 | 27,589,713 | 7,320,911 | 183,787 |
| PHILIP MORRIS COS IN | COM | 71815410 | 2,188,169,752 | 53,988,891 | 53,156,551 | 543,561 | 288,779 |
| WELLS FARGO & CO NEW | COM | 94974610 | 2,098,484,590 | 44,772,447 | 42,884,037 | 1,304,308 | 584,102 |
| PEPSICO INC | COM | 71344810 | 2,054,818,141 | 48,669,307 | 45,932,905 | 1,740,633 | 995,769 |
| DELL COMPUTER CORP | COM | 24702510 | 1,862,214,940 | 69,641,546 | 68,002,647 | 1,403,386 | 235,513 |
| VIACOM INC | CL B | 92552430 | 1,748,876,521 | 42,906,686 | 42,671,812 | 209,271 | 25,603 |
| LILLY ELI & CO | COM | 53245710 | 1,731,137,190 | 27,262,003 | 27,008,854 | 209,525 | 43,624 |
| FEDERAL NATL MTG ASS | COM | 31358610 | 1,711,852,307 | 26,610,482 | 26,367,131 | 194,799 | 48,552 |

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Page Total

136,744,648,220

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------------|
| | | | | | Sole | Shared as Defined | Share Other |
| DU PONT E I DE NEMOU | COM | 26353410 | 1,680,507,464 | 39,634,610 | 38,863,921 | 471,802 | 298,88 |
| AMGEN INC | COM | 03116210 | 1,624,058,097 | 33,596,568 | 33,093,962 | 354,420 | 148,18 |
| ABBOTT LABS | COM | 00282410 | 1,591,745,480 | 39,793,637 | 38,398,013 | 710,230 | 685,39 |
| HOME DEPOT INC | COM | 43707610 | 1,566,494,709 | 65,216,266 | 62,532,403 | 2,020,500 | 663,36 |
| AOL TIME WARNER INC | COM | 00184A10 | 1,474,606,071 | 112,565,349 | 111,951,218 | 554,684 | 59,44 |
| DUKE ENERGY CORP | COM | 26439910 | 1,460,383,255 | 74,738,140 | 24,298,868 | 50,313,582 | 125,69 |
| HEWLETT PACKARD CO | COM | 42823610 | 1,459,247,904 | 84,058,059 | 81,878,790 | 1,067,716 | 1,111,55 |
| AMERICAN EXPRESS CO | COM | 02581610 | 1,456,665,152 | 41,206,935 | 40,111,484 | 911,171 | 184,28 |
| MEDTRONIC INC | COM | 58505510 | 1,423,865,654 | 31,225,124 | 30,049,282 | 918,774 | 257,06 |
| UNITED PARCEL SERVIC | CL B | 91131210 | 1,416,965,724 | 22,462,995 | 22,245,188 | 186,360 | 31,44 |
| ORACLE CORP | COM | 68389X10 | 1,409,774,014 | 130,534,631 | 129,782,607 | 608,734 | 143,29 |
| J P MORGAN CHASE & C | COM | 46625H10 | 1,403,852,184 | 58,493,841 | 57,524,865 | 590,044 | 378,93 |
| PHARMACIA CORP | COM | 71713U10 | 1,381,279,035 | 33,044,953 | 32,713,960 | 260,055 | 70,93 |
| INTL PAPER CO | COM | 46014610 | 1,358,003,648 | 38,833,390 | 15,895,631 | 22,928,047 | 9,71 |
| SOUTHWEST AIRLS CO | COM | 84474110 | 1,314,506,139 | 94,568,787 | 94,469,468 | 71,487 | 27,83 |
| WACHOVIA CORP 2ND NE | COM | 92990310 | 1,272,350,700 | 34,916,320 | 34,411,009 | 378,645 | 126,66 |
| WYETH | COM | 98302410 | 1,254,336,571 | 33,538,411 | 32,149,234 | 752,137 | 637,04 |
| COMCAST CORP NEW | CL A | 20030N10 | 1,214,352,986 | 51,521,128 | 48,315,825 | 3,131,839 | 73,46 |
| BRISTOL MYERS SQUIBB | COM | 11012210 | 1,171,724,864 | 50,614,465 | 48,755,587 | 904,950 | 953,92 |
| GILLETTE CO | COM | 37576610 | 1,143,830,882 | 37,675,589 | 27,208,411 | 10,179,080 | 288,09 |
| US BANCORP DEL | COM NEW | 90297330 | 1,095,851,664 | 51,642,397 | 50,957,947 | 606,318 | 78,13 |
| BANK ONE CORP | COM | 06423A10 | 1,082,891,448 | 29,627,673 | 29,483,346 | 112,594 | 31,73 |
| FEDERAL HOME LN MTG | COM | 31340030 | 1,082,821,403 | 18,337,365 | 17,820,781 | 403,221 | 113,36 |
| ANHEUSER BUSCH COS I | COM | 03522910 | 1,066,413,946 | 22,033,346 | 21,445,444 | 367,914 | 219,98 |
| PROGRESS ENERGY INC | COM | 74326310 | 1,056,837,409 | 24,379,179 | 24,357,716 | 16,353 | 5,11 |
| UNITED TECHNOLOGIES | COM | 91301710 | 1,016,983,569 | 16,418,850 | 16,214,203 | 120,331 | 84,31 |
| PENNEY J C INC | COM | 70816010 | 1,009,553,119 | 43,874,538 | 43,833,695 | 40,643 | 20 |
| KEYCORP NEW | COM | 49326710 | 993,446,670 | 39,516,574 | 39,431,659 | 63,013 | 21,90 |
| CONAGRA FOODS INC | COM | 20588710 | 961,333,704 | 38,437,973 | 16,711,217 | 21,700,486 | 26,27 |
| DISNEY WALT CO | COM DISNEY | 25468710 | 939,158,587 | 57,581,765 | 55,056,769 | 1,685,641 | 839,35 |
| WASHINGTON MUT INC | COM | 93932210 | 895,249,296 | 25,926,710 | 25,814,228 | 106,803 | 5,67 |

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|------------------|-----|----------|----------------|------------|------------|-----------|----------|--|
| FIFTH THIRD | | | | | | | | |
| BANCORP | COM | 31677310 | 867,364,910 | 14,814,089 | 13,557,969 | 883,085 | 373,03 | |
| FIRST DATA CORP | COM | 31996310 | 861,897,211 | 24,340,503 | 19,993,864 | 4,259,785 | 86,85 | |
| NORTHROP GRUMMAN | | | | | | | | |
| COR | COM | 66680710 | 777,723,593 | 8,017,769 | 8,003,671 | 11,220 | 2,87 | |
| WALGREEN CO | COM | 93142210 | 776,291,703 | 26,594,440 | 24,961,432 | 1,043,326 | 589,68 | |
| CONOCOPHILLIPS | COM | 20825C10 | 769,430,227 | 15,900,604 | 15,755,573 | 100,266 | 44,76 | |
| AUTOMATIC DATA | | | | | | | | |
| PROCE | COM | 05301510 | 760,119,896 | 19,366,112 | 16,319,081 | 2,044,024 | 1,003,00 | |
| SCHERING PLOUGH | | | | | | | | |
| CORP | COM | 80660510 | 756,664,000 | 34,083,964 | 33,578,305 | 317,645 | 188,01 | |
| QUALCOMM INC | COM | 74752510 | 748,190,699 | 20,560,338 | 20,466,211 | 68,347 | 25,78 | |
| Page Total | | | 45,596,773,587 | | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| COLGATE PALMOLIVE CO | COM | 19416210 | 725,343,673 | 13,834,516 | 13,126,423 | 590,988 | 117, |
| TYCO INTL LTD NEW | COM | 90212410 | 724,329,494 | 42,408,050 | 42,389,834 | 18,216 | |
| SEARS ROEBUCK & CO | COM | 81238710 | 723,391,619 | 30,204,243 | 30,183,198 | 18,725 | 2, |
| FIRSTENERGY CORP | COM | 33793210 | 714,607,341 | 21,674,472 | 21,502,010 | 170,282 | 2, |
| GLAXOSMITHKLINE PLC | SPONSORED | 37733W10 | 713,801,798 | 19,055,040 | 18,764,149 | 290,891 | |
| FLEETBOSTON FINL COR | COM | 33903010 | 710,474,360 | 29,237,628 | 28,431,257 | 570,339 | 236, |
| CARDINAL HEALTH INC | COM | 14149Y10 | 701,173,204 | 11,846,143 | 11,468,881 | 325,952 | 51, |
| GOLDMAN SACHS GROUP | COM | 38141G10 | 700,351,840 | 10,284,168 | 9,875,965 | 371,474 | 36, |
| AT&T CORP | COM NEW | 00195750 | 697,685,075 | 26,720,991 | 24,769,578 | 1,908,655 | 42, |
| MARSH & MCLENNAN COS | COM | 57174810 | 697,400,026 | 15,091,972 | 13,784,491 | 1,029,018 | 278, |
| DOW CHEM CO | COM | 26054310 | 691,729,780 | 23,290,565 | 23,091,509 | 115,222 | 83, |
| TEXAS INSTRS INC | COM | 88250810 | 681,003,279 | 45,369,972 | 45,110,646 | 191,302 | 68, |
| KIMBERLY CLARK CORP | COM | 49436810 | 679,727,534 | 14,319,097 | 13,584,563 | 521,417 | 213, |
| ALLSTATE CORP | COM | 02000210 | 651,895,632 | 17,623,564 | 17,558,168 | 57,513 | 7, |
| UNITEDHEALTH GROUP I | COM | 91324P10 | 647,410,069 | 7,753,414 | 7,721,973 | 28,901 | 2, |
| DELPHI CORP | COM | 24712610 | 644,971,361 | 80,120,666 | 79,845,251 | 254,282 | 21, |
| AIR PRODS & CHEMS IN | COM | 00915810 | 637,994,416 | 14,923,846 | 5,736,861 | 9,008,628 | 178, |
| STATE STR CORP | COM | 85747710 | 629,821,998 | 16,149,282 | 7,880,475 | 7,939,369 | 329, |
| SYSCO CORP | COM | 87182910 | 616,086,841 | 20,680,995 | 17,024,232 | 2,223,008 | 1,433, |
| MBNA CORP | COM | 55262L10 | 610,131,624 | 32,078,424 | 31,817,081 | 181,926 | 79, |
| CLEAR CHANNEL COMMUN | COM | 18450210 | 601,527,786 | 16,131,075 | 15,822,293 | 284,604 | 24, |
| BAXTER INTL INC | COM | 07181310 | 591,501,764 | 21,125,063 | 15,695,002 | 5,405,393 | 24, |
| EMERSON ELEC CO | COM | 29101110 | 589,144,540 | 11,585,930 | 10,586,889 | 641,489 | 357, |
| APPLIED MATLS INC | COM | 03822210 | 582,601,751 | 44,712,337 | 42,980,391 | 1,382,488 | 349, |
| ALCOA INC | COM | 01381710 | 580,662,655 | 25,490,020 | 25,410,576 | 68,804 | 10, |
| MCDONALDS CORP | COM | 58013510 | 580,477,081 | 36,099,321 | 35,127,930 | 724,417 | 246, |
| CATERPILLAR INC DEL | COM | 14912310 | 563,342,317 | 12,321,573 | 12,192,091 | 91,580 | 37, |
| GENERAL MTRS CORP | CL H NEW | 37044283 | 550,840,889 | 51,480,457 | 51,428,111 | 38,913 | 13, |
| HCA INC | COM | 40411910 | 543,633,939 | 13,099,613 | 12,622,697 | 416,202 | 60, |
| ILLINOIS TOOL WKS IN | COM | 45230810 | 536,225,963 | 8,267,437 | 7,349,484 | 631,291 | 286, |
| SOUTHERN CO | COM | 84258710 | 530,963,322 | 18,702,477 | 18,621,733 | 73,839 | 6, |
| MEADWESTVACO CORP | COM | 58333410 | 524,904,275 | 21,242,585 | 21,226,298 | 11,783 | 4, |
| MOTOROLA INC | COM | 62007610 | 519,734,116 | 60,084,869 | 58,718,470 | 868,728 | 497, |
| PG&E CORP | COM | 69331C10 | 499,868,311 | 35,961,749 | 35,929,359 | 31,810 | |

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|---------------------|-----|----------|----------------|------------|------------|------------|-----|
| ELECTRONIC DATA SYS | COM | 28566110 | 498,852,403 | 27,067,412 | 15,220,237 | 11,845,351 | 1, |
| EXELON CORP | COM | 30161N10 | 495,105,131 | 9,382,322 | 9,326,599 | 48,299 | 7, |
| EDISON INTL | COM | 28102010 | 490,284,601 | 41,374,228 | 41,357,028 | 16,360 | |
| SCHLUMBERGER LTD | COM | 80685710 | 480,446,827 | 11,414,750 | 11,410,350 | 4,400 | |
| GANNETT INC | COM | 36473010 | 480,035,126 | 6,685,726 | 6,551,758 | 63,149 | 70, |
| Page Total | | | 23,839,483,761 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | Sole | Shared as Defined | Shares Outstanding |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|------------|-------------------|--------------------|
| SARA LEE CORP | COM | 80311110 | 469,231,304 | 20,845,460 | 20,670,477 | 92,920 | 82, | |
| EBAY INC | COM | 27864210 | 461,485,598 | 6,804,565 | 6,793,256 | 11,109 | | |
| NATIONAL CITY CORP | COM | 63540510 | 458,926,004 | 16,798,170 | 16,211,305 | 78,282 | 508, | |
| AON CORP | COM | 03738910 | 458,640,189 | 24,279,523 | 10,841,332 | 13,428,620 | 9, | |
| METLIFE INC | COM | 59156R10 | 456,098,660 | 16,867,554 | 16,827,683 | 38,576 | 1, | |
| TRAVELERS PTY CAS C | CL B | 89420G40 | 453,553,876 | 30,959,309 | 22,571,186 | 8,379,879 | 8, | |
| EASTMAN KODAK CO | COM | 27746110 | 453,473,593 | 12,941,598 | 12,882,724 | 36,694 | 22, | |
| KOHL'S CORP | COM | 50025510 | 453,447,278 | 8,104,509 | 8,068,064 | 33,780 | 2, | |
| FORD MTR CO DEL | COM PAR \$0 | 34537086 | 448,367,740 | 48,211,585 | 48,032,722 | 150,947 | 27, | |
| FEDEX CORP | COM | 31428X10 | 444,912,891 | 8,205,697 | 8,103,325 | 28,477 | 73, | |
| GENERAL MLS INC | COM | 37033410 | 444,412,220 | 9,465,649 | 9,026,360 | 195,357 | 243, | |
| DOMINION RES INC VA | COM | 25746U10 | 444,318,107 | 8,093,226 | 7,990,496 | 64,001 | 38, | |
| FOREST LABS INC | COM | 34583810 | 437,374,543 | 4,453,009 | 4,418,589 | 12,600 | 21, | |
| ALLTEL CORP | COM | 02003910 | 436,820,763 | 8,565,113 | 7,624,607 | 786,358 | 154, | |
| PRUDENTIAL FINL INC | COM | 74432010 | 435,234,273 | 13,712,485 | 13,673,900 | 36,753 | 1, | |
| AFLAC INC | COM | 00105510 | 432,266,908 | 14,351,491 | 14,135,355 | 166,326 | 49, | |
| BANK NEW YORK INC | COM | 06405710 | 428,269,689 | 17,874,361 | 17,675,023 | 107,601 | 91, | |
| WASTE MGMT INC DEL | COM | 94106L10 | 427,547,067 | 18,653,886 | 14,780,634 | 3,871,337 | 1, | |
| BERKSHIRE HATHAWAY I | CL B | 08467020 | 413,717,558 | 170,746 | 166,724 | 1,637 | 2, | |
| GENERAL DYNAMICS COR | COM | 36955010 | 413,234,031 | 5,206,426 | 4,990,041 | 185,041 | 31, | |
| BOSTON SCIENTIFIC CO | COM | 10113710 | 399,610,273 | 9,398,172 | 9,370,872 | 25,700 | 1, | |
| RAYTHEON CO | COM NEW | 75511150 | 390,553,843 | 12,700,938 | 12,536,859 | 140,315 | 23, | |
| SUNTRUST BKS INC | COM | 86791410 | 389,846,161 | 6,849,019 | 6,808,455 | 38,424 | 2, | |
| XEROX CORP | COM | 98412110 | 388,937,851 | 48,315,261 | 18,881,577 | 29,432,984 | | |
| BB&T CORP | COM | 05493710 | 386,542,947 | 10,449,931 | 10,420,558 | 29,073 | | |
| UNION PAC CORP | COM | 90781810 | 383,480,042 | 6,405,212 | 6,296,050 | 47,575 | 61, | |
| AT&T WIRELESS SVCS I | COM | 00209A10 | 374,578,439 | 66,297,069 | 65,935,892 | 314,279 | 46, | |
| BECTON DICKINSON & C | COM | 07588710 | 368,960,980 | 12,022,189 | 11,993,794 | 22,515 | 5, | |
| HARLEY DAVIDSON INC | COM | 41282210 | 368,794,595 | 7,982,567 | 7,703,993 | 244,718 | 33, | |
| SLM CORP | COM | 78442P10 | 363,876,210 | 3,503,526 | 3,492,803 | 10,503 | | |
| STRYKER CORP | COM | 86366710 | 363,699,720 | 5,418,649 | 4,734,924 | 530,117 | 153, | |
| ANADARKO PETE CORP | COM | 03251110 | 360,564,376 | 7,527,440 | 6,928,110 | 439,381 | 159, | |
| E M C CORP MASS | COM | 26864810 | 353,518,052 | 57,576,230 | 56,459,364 | 776,505 | 340, | |
| SCHWAB CHARLES CORP | COM | 80851310 | 346,127,716 | 31,901,172 | 31,739,346 | 147,238 | 14, | |
| PNC FINL SVCS GROUP | COM | 69347510 | 339,530,406 | 8,103,351 | 8,006,140 | 61,639 | 35, | |
| TRIBUNE CO NEW | COM | 89604710 | 334,470,404 | 7,357,466 | 7,202,536 | 83,703 | 71, | |
| AVON PRODS INC | COM | 05430310 | 334,290,177 | 6,205,498 | 6,165,334 | 35,059 | 5, | |
| HOUSEHOLD INTL INC | COM | 44181510 | 334,047,740 | 12,011,785 | 11,965,940 | 39,445 | 6, | |
| MCGRAW HILL COS INC | COM | 58064510 | 332,178,602 | 5,496,006 | 5,257,178 | 135,197 | 103, | |
| Page Total | | | 15,784,940,826 | | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| ENERGY CORP NEW | COM | 29364G10 | 329,484,264 | 7,227,117 | 6,934,130 | 262,557 | 30, |
| PEPSI BOTTLING GROUP | COM | 71340910 | 327,946,803 | 12,760,576 | 12,740,981 | 19,395 | 18, |
| KROGER CO | COM | 50104410 | 326,274,768 | 21,118,108 | 21,041,913 | 74,815 | 1, |
| DEERE & CO | COM | 24419910 | 324,229,742 | 7,071,532 | 7,050,679 | 17,898 | 2, |
| GAP INC DEL | COM | 36476010 | 320,543,996 | 20,653,608 | 20,590,406 | 62,502 | 63, |
| HARTFORD FINL SVCS G | COM | 41651510 | 319,983,388 | 7,043,438 | 6,799,424 | 180,824 | 18, |
| OMNICOM GROUP INC | COM | 68191910 | 319,115,537 | 4,939,869 | 4,798,193 | 123,486 | 1, |
| LEHMAN BROS HLDGS IN | COM | 52490810 | 316,260,642 | 5,934,709 | 5,905,497 | 27,451 | 41, |
| HEINZ H J CO | COM | 42307410 | 314,352,179 | 9,563,498 | 9,474,546 | 47,354 | 12, |
| EQUITY OFFICE PROPER | COM | 29474110 | 313,910,095 | 12,566,457 | 12,419,293 | 147,164 | 5, |
| WELLPOINT HEALTH NET | COM | 94973H10 | 313,798,948 | 4,409,766 | 4,398,748 | 10,738 | 2, |
| SPRINT CORP | COM FON GR | 85206110 | 313,450,920 | 21,647,163 | 21,547,205 | 94,060 | 58, |
| COSTCO WHSL CORP NEW | COM | 22160K10 | 305,759,101 | 10,896,618 | 10,850,838 | 42,790 | 44, |
| BURLINGTON NORTHN SA | COM | 12189T10 | 301,996,309 | 11,610,777 | 11,246,598 | 305,387 | 9, |
| FPL GROUP INC | COM | 30257110 | 299,914,249 | 4,987,764 | 4,882,942 | 60,012 | 32, |
| PROGRESSIVE CORP OHI | COM | 74331510 | 297,458,695 | 5,993,526 | 5,965,015 | 19,193 | 2, |
| OCCIDENTAL PETE CORP | COM | 67459910 | 295,766,143 | 10,395,998 | 10,362,536 | 32,582 | 64, |
| KELLOGG CO | COM | 48783610 | 294,082,761 | 8,581,347 | 8,553,067 | 25,595 | 51, |
| BAKER HUGHES INC | COM | 05722410 | 291,096,745 | 9,043,080 | 8,444,377 | 534,272 | 42, |
| MELLON FINL CORP | COM | 58551A10 | 286,783,284 | 10,983,657 | 10,741,564 | 190,175 | 18, |
| CENDANT CORP | COM | 15131310 | 283,814,549 | 27,081,541 | 26,978,873 | 59,733 | 7, |
| NEXTEL COMMUNICATION | CL A | 65332V10 | 280,590,791 | 24,293,575 | 24,174,828 | 100,552 | 24, |
| OWENS ILL INC | COM NEW | 69076840 | 279,740,788 | 19,186,611 | 11,451,289 | 7,735,322 | 4, |
| NEWMONT MINING CORP | COM | 65163910 | 277,133,443 | 9,546,450 | 9,503,669 | 18,445 | 7, |
| CARNIVAL CORP | COM | 14365810 | 276,436,843 | 11,079,633 | 11,037,096 | 37,637 | 25, |
| SAFeway INC | COM NEW | 78651420 | 274,010,627 | 11,729,907 | 11,677,372 | 45,095 | 12, |
| TJX COS INC NEW | COM | 87254010 | 273,547,755 | 14,013,717 | 13,650,868 | 337,229 | 13, |
| WEYERHAEUSER CO | COM | 96216610 | 271,277,752 | 5,512,655 | 5,480,711 | 19,234 | 2, |
| MAXIM INTEGRATED PRO | COM | 57772K10 | 267,900,875 | 8,108,380 | 8,052,873 | 42,076 | 64, |
| DANAHER CORP DEL | COM | 23585110 | 267,105,649 | 4,065,535 | 3,999,089 | 64,446 | 13, |
| PRAXAIR INC | COM | 74005P10 | 264,937,090 | 4,586,067 | 4,572,482 | 13,315 | 9, |
| GOLDEN WEST FINL COR | COM | 38131710 | 264,365,858 | 3,681,463 | 3,672,137 | 9,226 | 2, |
| GUIDANT CORP | COM | 40169810 | 263,118,446 | 8,528,961 | 8,494,390 | 32,116 | 19, |
| MASCO CORP | COM | 57459910 | 262,211,703 | 12,456,613 | 12,402,946 | 34,483 | 5, |
| WRIGLEY WM JR CO | COM | 98252610 | 259,805,322 | 4,734,062 | 4,710,401 | 18,661 | 70, |
| CVS CORP | COM | 12665010 | 259,543,973 | 10,394,232 | 10,226,932 | 96,856 | 14, |
| BED BATH & BEYOND IN | COM | 07589610 | 256,815,217 | 7,437,452 | 7,328,544 | 94,853 | 80, |
| LIBERTY MEDIA CORP N | COM SER A | 53071810 | 253,948,629 | 28,405,887 | 25,301,359 | 3,023,932 | 83, |
| PAYCHEX INC | COM | 70432610 | 253,833,893 | 9,097,989 | 8,908,773 | 105,746 | |
| Page Total | | | 11,302,347,772 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |
| INTUIT | COM | 46120210 | 253,575,855 | 5,404,430 | 5,386,465 | 16,045 | 1, |
| CLOROX CO DEL | COM | 18905410 | 249,789,705 | 6,055,508 | 6,036,128 | 11,300 | 8, |
| ANTHEM INC | COM | 03674B10 | 249,554,869 | 3,967,486 | 3,890,817 | 76,563 | |
| SUN MICROSYSTEMS INC | COM | 86681010 | 249,497,401 | 80,224,245 | 79,588,716 | 476,606 | 158, |
| YUM BRANDS INC | COM | 98849810 | 247,120,099 | 10,203,142 | 10,165,333 | 31,429 | 6, |
| CAMPBELL SOUP CO | COM | 13442910 | 246,131,392 | 10,487,064 | 10,447,522 | 28,702 | 10, |
| AMERICAN ELEC PWR IN | COM | 02553710 | 244,957,997 | 8,962,971 | 8,928,553 | 27,387 | 7, |
| CONSOLIDATED EDISON | COM | 20911510 | 242,466,194 | 5,662,452 | 5,628,495 | 22,099 | 11, |
| ANALOG DEVICES INC | COM | 03265410 | 242,189,746 | 10,146,198 | 9,644,834 | 390,899 | 110, |
| HARRAHS ENTMT INC | COM | 41361910 | 239,719,392 | 6,053,520 | 6,047,948 | 5,472 | |
| NIKE INC | CL B | 65410610 | 239,593,687 | 5,387,760 | 5,374,075 | 6,685 | 7, |
| PPG INDS INC | COM | 69350610 | 237,703,176 | 4,739,844 | 4,703,099 | 28,325 | 8, |
| MATTEL INC | COM | 57708110 | 237,628,768 | 12,408,813 | 12,355,289 | 51,739 | 1, |
| BURLINGTON RES INC | COM | 12201410 | 237,112,376 | 5,559,493 | 5,480,958 | 67,618 | 10, |
| NORTHERN TR CORP | COM | 66585910 | 235,528,429 | 6,719,784 | 5,218,159 | 1,165,155 | 336, |
| STAPLES INC | COM | 85503010 | 232,611,812 | 12,711,028 | 12,359,409 | 246,163 | 105, |
| YAHOO INC | COM | 98433210 | 231,053,131 | 14,131,690 | 14,102,445 | 28,215 | 1, |
| LINEAR TECHNOLOGY CO | COM | 53567810 | 228,628,706 | 8,889,141 | 8,066,708 | 637,490 | 184, |
| APACHE CORP | COM | 03741110 | 227,311,624 | 3,988,623 | 3,896,077 | 70,191 | 22, |
| HALLIBURTON CO | COM | 40621610 | 227,293,364 | 12,148,229 | 12,113,796 | 32,253 | 2, |
| PRINCIPAL FINANCIAL | COM | 74251V10 | 224,066,294 | 7,436,651 | 7,414,471 | 20,980 | 1, |
| NEWELL RUBBERMAID IN | COM | 65122910 | 223,399,375 | 7,365,624 | 7,308,607 | 54,717 | 2, |
| AGILENT TECHNOLOGIES | COM | 00846U10 | 220,712,074 | 12,289,091 | 12,044,266 | 121,424 | 123, |
| CHUBB CORP | COM | 17123210 | 220,051,918 | 4,215,554 | 4,147,669 | 43,612 | 24, |
| ALBERTSONS INC | COM | 01310410 | 216,371,741 | 9,720,204 | 9,667,742 | 32,245 | 20, |
| ST PAUL COS INC | COM | 79286010 | 215,305,641 | 6,323,220 | 6,294,531 | 25,733 | 2, |
| HANCOCK JOHN FINL SV | COM | 41014S10 | 214,977,395 | 7,705,283 | 7,676,519 | 16,419 | 12, |
| HERSHEY FOODS CORP | COM | 42786610 | 214,101,700 | 3,174,699 | 3,109,851 | 34,624 | 30, |
| TENET HEALTHCARE COR | COM | 88033G10 | 213,464,630 | 13,016,136 | 12,985,953 | 29,523 | |
| ZIMMER HLDGS INC | COM | 98956P10 | 212,453,189 | 5,116,888 | 4,996,084 | 59,607 | 61, |
| PITNEY BOWES INC | COM | 72447910 | 211,430,160 | 6,473,673 | 6,442,608 | 26,235 | 4, |
| ST JUDE MED INC | COM | 79084910 | 208,898,641 | 5,259,281 | 5,240,563 | 12,290 | 6, |
| SOUTHTRUST CORP | COM | 84473010 | 207,093,936 | 8,333,760 | 8,308,122 | 25,398 | |
| LEXMARK INTL NEW | CL A | 52977110 | 206,665,701 | 3,415,962 | 3,386,626 | 29,236 | |
| DOW JONES & CO INC | COM | 26056110 | 206,441,968 | 4,775,433 | 1,929,673 | 48,752 | 2,797, |
| COMCAST CORP NEW | CL A SPL | 20030N20 | 205,913,633 | 9,115,256 | 8,743,521 | 328,609 | 43, |
| DTE ENERGY CO | COM | 23333110 | 204,358,406 | 4,404,276 | 4,394,153 | 9,123 | 1, |
| FORTUNE BRANDS INC | COM | 34963110 | 204,298,895 | 4,392,580 | 4,010,354 | 335,080 | 47, |
| KERR MCGEE CORP | COM | 49238610 | 203,953,966 | 4,603,927 | 4,594,295 | 8,117 | 1, |
| Page Total | | | 8,833,426,986 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-----------------|
| | | | | | Sole | Shared as Defined | Shared as Other |

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|----------------------|------------|----------|---------------|------------|------------|---------|-------|
| BLOCK H & R INC | COM | 09367110 | 202,963,167 | 5,048,835 | 5,004,613 | 29,022 | 15,20 |
| AVERY DENNISON CORP | COM | 05361110 | 202,938,055 | 3,322,496 | 3,037,739 | 216,503 | 68,25 |
| ARCHER DANIELS MIDLA | COM | 03948310 | 202,804,467 | 16,355,199 | 16,308,754 | 36,665 | 9,78 |
| COMERICA INC | COM | 20034010 | 202,155,172 | 4,675,189 | 4,652,804 | 15,345 | 7,04 |
| CONCORD EFS INC | COM | 20619710 | 201,667,616 | 12,812,428 | 12,780,479 | 31,429 | 52 |
| COMPUTER ASSOC INTL | COM | 20491210 | 201,357,616 | 14,915,379 | 14,870,368 | 44,211 | 80 |
| XL CAP LTD | CL A | G9825510 | 199,075,026 | 2,577,023 | 2,576,223 | 800 | |
| AUTOZONE INC | COM | 05333210 | 197,094,565 | 2,789,732 | 2,783,287 | 6,345 | 10 |
| FRANKLIN RES INC | COM | 35461310 | 196,265,765 | 5,758,972 | 5,474,840 | 228,695 | 55,43 |
| CAPITAL ONE FINL COR | COM | 14040H10 | 196,251,978 | 6,603,364 | 6,395,336 | 180,968 | 27,06 |
| MCKESSON CORP | COM | 58155Q10 | 196,217,203 | 7,259,238 | 7,244,233 | 14,805 | 20 |
| NORFOLK SOUTHERN COR | COM | 65584410 | 195,556,133 | 9,782,698 | 9,673,595 | 69,583 | 39,52 |
| PUBLIC SVC ENTERPRIS | COM | 74457310 | 194,498,650 | 6,059,148 | 6,043,235 | 14,778 | 1,13 |
| UNOCAL CORP | COM | 91528910 | 193,751,485 | 6,335,889 | 6,271,356 | 25,053 | 39,48 |
| STARBUCKS CORP | COM | 85524410 | 193,548,187 | 9,496,967 | 9,446,953 | 40,464 | 9,55 |
| COCA COLA ENTERPRISE | COM | 19121910 | 193,192,862 | 8,894,699 | 8,863,189 | 30,980 | 53 |
| ECOLAB INC | COM | 27886510 | 193,016,241 | 3,899,318 | 3,386,169 | 416,455 | 96,69 |
| QWEST COMMUNICATIONS | COM | 74912110 | 192,727,055 | 38,545,411 | 38,430,074 | 110,049 | 5,28 |
| BIOMET INC | COM | 09061310 | 191,457,455 | 6,680,302 | 6,640,606 | 38,766 | 93 |
| MARATHON OIL CORP | COM | 56584910 | 187,982,034 | 8,829,593 | 8,803,488 | 20,465 | 5,64 |
| SIMON PPTY GROUP INC | COM | 82880610 | 186,658,150 | 5,478,666 | 5,376,716 | 101,950 | |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L10 | 185,588,168 | 7,550,373 | 7,549,973 | 400 | |
| MAY DEPT STORES CO | COM | 57777810 | 184,644,897 | 8,035,026 | 7,795,734 | 152,767 | 86,52 |
| JOHNSON CTLS INC | COM | 47836610 | 182,980,088 | 2,282,401 | 2,272,712 | 6,489 | 3,20 |
| SUNGARD DATA SYS INC | COM | 86736310 | 181,764,151 | 7,714,947 | 7,120,114 | 509,808 | 85,02 |
| BEST BUY INC | COM | 08651610 | 180,868,019 | 7,489,359 | 7,444,788 | 38,457 | 6,11 |
| MARRIOTT INTL INC NE | CL A | 57190320 | 180,176,905 | 5,481,500 | 5,443,755 | 36,580 | 1,16 |
| PPL CORP | COM | 69351T10 | 179,670,906 | 5,180,822 | 5,165,147 | 13,295 | 2,38 |
| NEW YORK TIMES CO | CL A | 65011110 | 179,354,340 | 3,922,028 | 3,673,477 | 248,231 | 32 |
| ROHM & HAAS CO | COM | 77537110 | 179,197,941 | 5,517,178 | 5,367,084 | 127,469 | 22,62 |
| BIOGEN INC | COM | 09059710 | 178,550,184 | 4,457,069 | 3,730,647 | 725,122 | 1,30 |
| FEDERATED DEPT STORE | COM | 31410H10 | 178,310,044 | 6,199,932 | 6,181,147 | 18,645 | 14 |
| XILINX INC | COM | 98391910 | 177,990,859 | 8,640,333 | 8,583,533 | 40,880 | 15,92 |
| DEVON ENERGY CORP NE | COM | 25179M10 | 177,940,621 | 3,876,702 | 3,858,022 | 11,968 | 6,71 |
| ELECTRONIC ARTS INC | COM | 28551210 | 177,377,741 | 3,563,949 | 3,557,994 | 5,590 | 36 |
| ALLERGAN INC | COM | 01849010 | 176,967,960 | 3,071,294 | 3,062,001 | 8,993 | 30 |
| CINTAS CORP | COM | 17290810 | 176,725,845 | 3,862,860 | 3,818,375 | 15,085 | 29,40 |
| LIMITED BRANDS INC | COM | 53271610 | 175,064,745 | 12,567,462 | 12,533,698 | 33,324 | 44 |
| INTERNATIONAL GAME T | COM | 45990210 | 173,757,648 | 2,288,694 | 2,285,077 | 3,317 | 30 |
| Page Total | | | 7,348,109,944 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Sole | Discretion Shared as Defined | Shares Oth |
|------------------|----------------|--------------|-------------------|-----------------|-----------------|------------------------------|------------|
| FISERV INC | COM | 33773810 | 172,340,045 | 5,076,290 | 5,059,700 | 16,140 | 45 |
| MEDIMMUNE INC | COM | 58469910 | 171,130,869 | 6,298,523 | 6,254,047 | 30,653 | 13,82 |
| KLA-TENCOR CORP | COM | 48248010 | 168,456,734 | 4,762,701 | 4,745,454 | 17,007 | 24 |
| AMEREN CORP | COM | 02360810 | 166,962,620 | 4,016,421 | 4,009,446 | 6,975 | |
| TXU CORP | COM | 87316810 | 166,246,975 | 8,899,731 | 8,881,514 | 16,018 | 2,19 |
| CHIRON CORP | COM | 17004010 | 165,800,283 | 4,409,582 | 4,391,594 | 15,127 | 2,86 |
| APOLLO GROUP INC | CL A | 03760410 | 164,939,940 | 3,748,635 | 3,735,787 | 12,398 | 45 |

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|-----------------------|------------|----------|---------------|------------|------------|-----------|--------|
| REGIONS FINL CORP | COM | 75894010 | 164,903,650 | 4,943,155 | 4,899,385 | 32,990 | 10,778 |
| VERITAS SOFTWARE CO | COM | 92343610 | 164,629,801 | 10,539,680 | 10,507,365 | 31,675 | 64 |
| ACE LTD | ORD | G0070K10 | 164,280,381 | 5,599,195 | 5,598,515 | 680 | |
| EATON CORP | COM | 27805810 | 163,499,852 | 2,093,200 | 2,042,736 | 50,364 | 10 |
| MBIA INC | COM | 55262C10 | 162,015,638 | 3,693,927 | 3,669,796 | 14,606 | 9,52 |
| AM SOUTH BANCORPORATI | COM | 03216510 | 159,968,121 | 8,331,673 | 8,267,076 | 42,001 | 22,59 |
| DOVER CORP | COM | 26000310 | 159,236,403 | 5,460,782 | 5,372,442 | 21,794 | 66,54 |
| LOEWS CORP | COM | 54042410 | 157,634,130 | 3,545,527 | 3,534,887 | 9,440 | 1,20 |
| BEAR STEARNS COS INC | COM | 07390210 | 156,406,615 | 2,633,108 | 2,622,583 | 10,425 | 10 |
| TRANSOCEAN INC | ORD | G9007810 | 156,360,692 | 6,739,685 | 6,686,814 | 26,728 | 26,14 |
| NORTH FORK BANCORPOR | COM | 65942410 | 155,955,760 | 4,622,281 | 4,598,596 | 11,785 | 11,90 |
| CSX CORP | COM | 12640810 | 155,665,309 | 5,498,598 | 5,466,689 | 27,001 | 4,90 |
| COUNTRYWIDE FINANCIA | COM | 22237210 | 155,080,158 | 3,002,520 | 2,995,590 | 6,830 | 10 |
| OFFICE DEPOT INC | COM | 67622010 | 154,593,169 | 10,473,792 | 10,437,630 | 25,542 | 10,62 |
| MOODY'S CORP | COM | 61536910 | 154,589,099 | 3,743,984 | 3,630,288 | 102,377 | 11,31 |
| CINERGY CORP | COM | 17247410 | 153,899,631 | 4,564,046 | 4,553,602 | 9,664 | 78 |
| COMPUTER SCIENCES CO | COM | 20536310 | 153,413,360 | 4,453,218 | 4,376,630 | 34,538 | 42,05 |
| CIGNA CORP | COM | 12550910 | 153,254,034 | 3,726,995 | 3,688,190 | 22,107 | 16,69 |
| ADOBE SYS INC | COM | 00724F10 | 152,187,690 | 6,136,353 | 6,118,873 | 16,700 | 78 |
| TEXTRON INC | COM | 88320310 | 151,622,978 | 3,526,936 | 3,499,146 | 21,999 | 5,79 |
| GENZYME CORP | COM GENL D | 37291710 | 151,071,858 | 5,108,957 | 5,078,610 | 25,672 | 4,67 |
| INGERSOLL-RAND COMPA | CL A | G4776G10 | 150,795,689 | 3,501,990 | 3,488,546 | 8,574 | 4,87 |
| CHARTER ONE FINL INC | COM | 16090310 | 150,282,665 | 5,230,862 | 5,211,054 | 19,379 | 42 |
| AETNA INC NEW | COM | 00817Y10 | 149,931,949 | 3,646,205 | 3,634,950 | 10,005 | 1,25 |
| LINCOLN NATL CORP IN | COM | 53418710 | 149,300,481 | 4,727,691 | 4,694,736 | 25,004 | 7,95 |
| AMBAC FINL GROUP INC | COM | 02313910 | 146,887,238 | 2,611,793 | 2,601,323 | 5,640 | 4,83 |
| CINCINNATI FINL CORP | COM | 17206210 | 144,233,793 | 3,841,113 | 3,832,518 | 8,475 | 12 |
| MICRON TECHNOLOGY IN | COM | 59511210 | 144,098,030 | 14,794,459 | 14,774,329 | 19,750 | 38 |
| JONES APPAREL GROUP | COM | 48007410 | 143,576,229 | 4,051,248 | 4,043,106 | 7,842 | 30 |
| STARWOOD HOTELS&RESO | PAIRED CTF | 85590A20 | 143,272,727 | 6,035,077 | 4,796,437 | 1,238,640 | |
| MONSANTO CO NEW | COM | 61166W10 | 142,222,542 | 7,388,184 | 7,356,536 | 26,509 | 5,13 |
| PEOPLESOFT INC | COM | 71271310 | 141,733,683 | 7,745,010 | 7,717,725 | 27,025 | 26 |
| Page Total | | | 6,082,480,821 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| PARKER HANNIFIN CORP | COM | 70109410 | 140,090,628 | 3,036,866 | 2,973,603 | 32,611 | 30 |
| KINDER MORGAN INC KA | COM | 49455P10 | 139,389,171 | 3,297,591 | 3,286,718 | 8,423 | 2 |
| V F CORP | COM | 91820410 | 138,921,919 | 3,853,590 | 3,843,885 | 6,305 | 3 |
| SHERWIN WILLIAMS CO | COM | 82434810 | 138,869,852 | 4,915,747 | 4,897,372 | 9,500 | 8 |
| JEFFERSON PILOT CORP | COM | 47507010 | 138,039,755 | 3,622,140 | 3,594,223 | 14,229 | 13 |
| UNIVISION COMMUNICAT | CL A | 91490610 | 135,911,863 | 5,547,423 | 5,161,415 | 342,562 | 43 |
| NABORS INDUSTRIES LT | SHS | G6359F10 | 135,267,997 | 3,835,214 | 3,634,342 | 200,872 | |
| GENUINE PARTS CO | COM | 37246010 | 135,219,884 | 4,390,256 | 4,355,082 | 30,374 | 4 |
| AMERISOURCEBERGEN CO | COM | 03073E10 | 135,148,425 | 2,488,463 | 2,482,301 | 4,952 | 1 |
| KNIGHT RIDDER INC | COM | 49904010 | 134,894,729 | 2,132,723 | 2,123,918 | 8,625 | |
| SEMPRA ENERGY | COM | 81685110 | 134,268,830 | 5,677,329 | 5,662,679 | 14,650 | |
| KEYSPAN CORP | COM | 49337W10 | 134,082,244 | 3,804,831 | 3,787,028 | 14,503 | 3 |
| ITT INDS INC IND | COM | 45091110 | 133,440,620 | 2,198,725 | 2,179,936 | 7,820 | 10 |
| BJ SVCS CO | COM | 05548210 | 132,603,729 | 4,104,108 | 4,097,638 | 5,990 | |

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|----------------------|------------|----------|---------------|-----------|-----------|---------|-----|
| APPLERA CORP | COM AP BIO | 03802010 | 131,492,731 | 7,496,735 | 6,963,768 | 482,877 | 50 |
| UNION PLANTERS CORP | COM | 90806810 | 130,652,584 | 4,642,949 | 4,626,589 | 16,360 | |
| INTERPUBLIC GROUP CO | COM | 46069010 | 130,299,685 | 9,254,239 | 8,854,690 | 276,888 | 122 |
| SAFECO CORP | COM | 78642910 | 129,737,774 | 3,742,076 | 3,728,327 | 7,350 | 6 |
| MARSHALL & ILSLEY CO | COM | 57183410 | 129,706,562 | 4,737,274 | 4,727,854 | 8,820 | |
| SPDR TR | UNIT SER 1 | 78462F10 | 129,626,280 | 1,469,186 | 1,235,182 | 234,004 | |
| APPLE COMPUTER INC | COM | 03783310 | 129,417,167 | 9,031,205 | 9,000,525 | 28,380 | 2 |
| NISOURCE INC | COM | 65473P10 | 127,260,040 | 6,363,002 | 6,348,599 | 12,703 | 1 |
| SYNOVUS FINL CORP | COM | 87161C10 | 126,829,168 | 6,537,586 | 6,523,226 | 14,160 | |
| FIRST TENN NATL CORP | COM | 33716210 | 126,723,972 | 3,525,987 | 3,516,047 | 8,590 | 1 |
| UNUMPROVIDENT CORP | COM | 91529Y10 | 125,547,917 | 7,157,806 | 7,130,134 | 23,712 | 3 |
| CENTURYTEL INC | COM | 15670010 | 125,112,673 | 4,258,430 | 4,087,577 | 126,503 | 44 |
| QUEST DIAGNOSTICS IN | COM | 74834L10 | 125,078,205 | 2,198,211 | 2,193,821 | 4,190 | |
| NOBLE CORPORATION | SHS | G6542210 | 125,076,916 | 3,558,376 | 3,379,942 | 149,109 | 29 |
| CONSTELLATION ENERGY | COM | 21037110 | 123,965,669 | 4,455,991 | 4,438,517 | 14,154 | 3 |
| ALTERA CORP | COM | 02144110 | 122,717,173 | 9,952,731 | 9,624,439 | 270,242 | 58 |
| BMC SOFTWARE INC | COM | 05592110 | 122,680,941 | 7,170,131 | 7,148,666 | 20,945 | |
| MGIC INVT CORP WIS | COM | 55284810 | 122,464,494 | 2,965,242 | 2,952,691 | 8,651 | 3 |
| FAMILY DLR STORES IN | COM | 30700010 | 121,700,398 | 3,899,404 | 3,885,544 | 10,260 | 3 |
| KRAFT FOODS INC | CL A | 50075N10 | 120,642,979 | 3,098,972 | 2,815,272 | 235,694 | 48 |
| IMS HEALTH INC | COM | 44993410 | 118,591,008 | 7,411,938 | 7,387,204 | 17,914 | 6 |
| GRAINGER W W INC | COM | 38480210 | 118,333,437 | 2,295,508 | 2,282,543 | 12,241 | |
| EOG RES INC | COM | 26875P10 | 118,170,704 | 2,960,188 | 2,877,575 | 64,348 | 18 |
| UST INC | COM | 90291110 | 118,070,581 | 3,531,875 | 3,511,589 | 15,606 | 4 |
| BLACK & DECKER CORP | COM | 09179710 | 117,256,156 | 2,733,881 | 2,727,891 | 5,890 | |
| Page Total | | | 5,023,304,860 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------------|
| | | | | | Sole | Shared as Defined | Share Othe |
| PACCAR INC | COM | 69371810 | 116,898,724 | 2,534,115 | 2,521,480 | 9,260 | 3,37 |
| AMERICAN STD COS INC | COM | 02971210 | 115,565,720 | 1,624,483 | 1,620,767 | 3,416 | 30 |
| EL PASO CORP | COM | 28336L10 | 112,215,293 | 16,122,887 | 16,068,625 | 49,171 | 5,09 |
| SONOCO PRODS CO | COM | 83549510 | 112,010,275 | 4,884,879 | 1,232,048 | 3,651,096 | 1,73 |
| TORCHMARK CORP | COM | 89102710 | 110,319,175 | 3,019,961 | 2,999,581 | 13,580 | 6,80 |
| WHIRLPOOL CORP | COM | 96332010 | 109,485,757 | 2,096,625 | 2,075,820 | 18,705 | 2,10 |
| HUNTINGTON BANCSHARE | COM | 44615010 | 109,065,622 | 5,829,269 | 5,812,339 | 16,110 | 82 |
| HILTON HOTELS CORP | COM | 43284810 | 108,290,267 | 8,520,084 | 8,491,820 | 26,624 | 1,64 |
| AMERADA HESS CORP | COM | 02355110 | 107,413,945 | 1,951,207 | 1,943,447 | 4,485 | 3,27 |
| HEALTH MGMT ASSOC IN | CL A | 42193310 | 107,177,503 | 5,987,570 | 5,965,961 | 20,929 | 68 |
| ROCKWELL COLLINS INC | COM | 77434110 | 106,830,505 | 4,592,885 | 4,559,041 | 14,929 | 18,91 |
| GEORGIA PAC CORP | COM | 37329810 | 106,594,026 | 6,596,165 | 6,567,075 | 25,642 | 3,44 |
| LUCENT TECHNOLOGIES | COM | 54946310 | 106,564,137 | 84,574,712 | 84,117,189 | 422,650 | 34,87 |
| XCEL ENERGY INC | COM | 98389B10 | 106,191,789 | 9,653,799 | 9,603,827 | 44,296 | 5,67 |
| SPRINT CORP | PCS COM SE | 85206150 | 105,456,756 | 24,076,885 | 24,023,662 | 45,415 | 7,80 |
| KING PHARMACEUTICALS | COM | 49558210 | 104,864,517 | 6,100,321 | 6,086,764 | 13,224 | 33 |
| BARD C R INC | COM | 06738310 | 102,179,818 | 1,761,721 | 1,756,276 | 5,445 | |
| LEGGETT & PLATT INC | COM | 52466010 | 100,967,097 | 4,499,425 | 4,348,536 | 142,959 | 7,93 |
| NOVELLUS SYS INC | COM | 67000810 | 100,543,725 | 3,580,617 | 3,563,347 | 11,770 | 5,50 |
| VULCAN MATLS CO | COM | 92916010 | 99,592,875 | 2,655,810 | 2,650,569 | 5,241 | |
| JABIL CIRCUIT INC | COM | 46631310 | 99,507,537 | 5,552,876 | 5,488,177 | 37,674 | 27,02 |

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|----------------------|------|----------|---------------|-----------|-----------|-----------|-------|
| TRAVELERS PPTY CAS C | CL A | 89420G10 | 98,906,838 | 6,751,320 | 1,240,452 | 5,506,390 | 4,47 |
| LIZ CLAIBORNE INC | COM | 53932010 | 98,160,564 | 3,310,643 | 3,299,993 | 8,850 | 1,80 |
| SIGMA ALDRICH CORP | COM | 82655210 | 97,859,387 | 2,009,433 | 1,982,641 | 25,302 | 1,49 |
| BROADCOM CORP | CL A | 11132010 | 97,824,594 | 6,495,657 | 6,478,242 | 17,120 | 29 |
| LEAR CORP | COM | 52186510 | 97,478,650 | 2,929,046 | 2,916,994 | 8,682 | 3,37 |
| SEALED AIR CORP NEW | COM | 81211K10 | 95,999,084 | 2,573,702 | 2,545,522 | 28,080 | 10 |
| SYMANTEC CORP | COM | 87150310 | 95,756,079 | 2,363,764 | 2,352,390 | 10,649 | 72 |
| WPS RESOURCES CORP | COM | 92931B10 | 95,730,779 | 2,466,017 | 490,239 | 1,975,658 | 12 |
| PLUM CREEK TIMBER CO | COM | 72925110 | 94,146,158 | 3,989,244 | 3,983,790 | 5,454 | |
| ROCKWELL AUTOMATION | COM | 77390310 | 93,064,754 | 4,493,711 | 4,457,405 | 13,849 | 22,45 |
| NUCOR CORP | COM | 67034610 | 92,479,744 | 2,239,219 | 2,191,956 | 23,176 | 24,08 |
| QLOGIC CORP | COM | 74727710 | 92,453,566 | 2,679,037 | 2,665,516 | 7,321 | 6,20 |
| MOLEX INC | COM | 60855410 | 91,505,226 | 3,971,581 | 3,962,551 | 7,542 | 1,48 |
| PACTIV CORP | COM | 69525710 | 91,457,255 | 4,183,772 | 4,175,542 | 8,230 | |
| GREENPOINT FINL CORP | COM | 39538410 | 90,259,158 | 1,997,768 | 1,991,218 | 6,250 | 30 |
| RADIOSHACK CORP | COM | 75043810 | 89,976,999 | 4,801,334 | 4,789,562 | 5,532 | 6,24 |
| DOLLAR GEN CORP | COM | 25666910 | 89,144,227 | 7,459,768 | 7,445,047 | 11,381 | 3,34 |
| COOPER INDS LTD | CL A | G2418210 | 89,074,395 | 2,443,742 | 2,432,775 | 10,867 | 10 |
| Page Total | | | 3,939,012,520 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|---------|
| | | | | | Sole | Shared as Defined | Sha Oth |
| CORNING INC | COM | 21935010 | 88,888,083 | 26,854,406 | 26,736,426 | 91,016 | 26,9 |
| BROWN FORMAN CORP | CL B | 11563720 | 88,783,847 | 1,358,382 | 1,356,202 | 2,180 | |
| EQUIFAX INC | COM | 29442910 | 88,402,181 | 3,820,319 | 3,804,549 | 9,770 | 6,0 |
| ZIONS BANCORPORATION | COM | 98970110 | 87,578,675 | 2,225,690 | 2,220,834 | 4,656 | 2 |
| BALL CORP | COM | 05849810 | 87,076,084 | 1,701,037 | 1,696,927 | 3,910 | 2 |
| THERMO ELECTRON CORP | COM | 88355610 | 85,866,445 | 4,267,716 | 4,248,515 | 16,882 | 2,3 |
| PINNACLE WEST CAP CO | COM | 72348410 | 85,233,215 | 2,500,241 | 2,487,571 | 6,670 | 6,0 |
| SIEBEL SYS INC | COM | 82617010 | 84,514,734 | 11,420,910 | 11,398,694 | 21,956 | 2 |
| WATSON PHARMACEUTICA | COM | 94268310 | 84,068,562 | 2,973,773 | 2,943,839 | 28,834 | 1,1 |
| NETWORK APPLIANCE IN | COM | 64120L10 | 83,035,850 | 8,303,585 | 8,279,745 | 23,150 | 6 |
| CENTEX CORP | COM | 15231210 | 81,623,894 | 1,625,974 | 1,620,704 | 4,970 | 3 |
| DARDEN RESTAURANTS I | COM | 23719410 | 81,157,890 | 3,968,601 | 3,955,580 | 11,671 | 1,3 |
| CITRIX SYS INC | COM | 17737610 | 80,099,465 | 6,501,580 | 6,481,825 | 19,635 | 1 |
| TIFFANY & CO NEW | COM | 88654710 | 79,880,225 | 3,340,871 | 3,328,381 | 8,490 | 4,0 |
| INTERNATIONAL FLAVOR | COM | 45950610 | 79,597,463 | 2,267,734 | 2,258,379 | 3,755 | 5,6 |
| JDS UNIPHASE CORP | COM | 46612J10 | 79,438,996 | 32,161,537 | 31,951,556 | 206,653 | 3,3 |
| UNISYS CORP | COM | 90921410 | 79,013,771 | 7,981,189 | 7,958,694 | 21,620 | 8 |
| AMERICAN PWR CONVERS | COM | 02906610 | 78,564,506 | 5,185,776 | 5,170,386 | 15,150 | 2 |
| M & T BK CORP | COM | 55261F10 | 78,217,516 | 985,728 | 948,653 | 6,864 | 30,2 |
| MYLAN LABS INC | COM | 62853010 | 77,640,494 | 2,224,656 | 2,217,816 | 5,990 | 8 |
| SUNOCO INC | COM | 86764P10 | 76,853,639 | 2,316,264 | 2,308,875 | 7,289 | 1 |
| WATERS CORP | COM | 94184810 | 76,765,504 | 3,524,587 | 3,513,002 | 4,185 | 7,4 |
| REYNOLDS R J TOB HLD | COM | 76182K10 | 76,403,752 | 1,814,385 | 1,804,297 | 9,808 | 2 |
| SOLETRON CORP | COM | 83418210 | 76,258,327 | 21,481,219 | 21,360,854 | 96,700 | 23,6 |
| TEMPLE INLAND INC | COM | 87986810 | 76,151,682 | 1,699,435 | 1,314,582 | 384,753 | 1 |
| ENGELHARD CORP | COM | 29284510 | 75,296,010 | 3,368,949 | 3,363,744 | 5,205 | |
| TELLABS INC | COM | 87966410 | 74,891,432 | 10,301,435 | 10,267,475 | 33,100 | 8 |
| DONNELLEY R R & SONS | COM | 25786710 | 74,808,163 | 3,436,296 | 3,424,976 | 6,960 | 4,3 |

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|----------------------|---------|----------|---------------|-----------|-----------|--------|------|
| CITIZENS COMMUNICATI | COM | 17453B10 | 73,598,751 | 6,976,185 | 6,955,117 | 20,868 | 2 |
| GENENTECH INC | COM NEW | 36871040 | 73,581,343 | 2,218,979 | 2,177,630 | 32,114 | 9,2 |
| COX COMMUNICATIONS I | CL A | 22404410 | 73,173,849 | 2,576,544 | 2,556,336 | 15,340 | 4,8 |
| PRICE T ROWE GROUP I | COM | 74144T10 | 72,721,741 | 2,665,753 | 2,584,185 | 58,918 | 22,6 |
| SUPERVALU INC | COM | 86853610 | 72,564,884 | 4,395,208 | 4,381,008 | 6,200 | 8,0 |
| GILEAD SCIENCES INC | COM | 37555810 | 70,877,352 | 2,084,628 | 2,062,134 | 11,454 | 11,0 |
| PHELPS DODGE CORP | COM | 71726510 | 70,662,802 | 2,232,632 | 2,227,266 | 5,091 | 2 |
| EASTMAN CHEM CO | COM | 27743210 | 70,572,109 | 1,919,285 | 1,915,779 | 1,998 | 1,5 |
| OLD REP INTL CORP | COM | 68022310 | 69,867,224 | 2,495,258 | 2,487,967 | 6,591 | 7 |
| STANLEY WKS | COM | 85461610 | 68,997,543 | 1,995,302 | 1,976,858 | 17,684 | 7 |
| WENDYS INTL INC | COM | 95059010 | 68,530,628 | 2,531,608 | 2,525,848 | 5,760 | |
| Page Total | | | 3,051,258,631 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| CENTERPOINT ENERGY I | COM | 15189T10 | 68,137,377 | 8,016,162 | 7,978,856 | 33,970 | 3 |
| ROBERT HALF INTL INC | COM | 77032310 | 67,511,113 | 4,190,634 | 4,182,814 | 7,580 | |
| CABOT CORP | COM | 12705510 | 67,266,718 | 2,534,541 | 721,984 | 67,818 | 1,744 |
| BOISE CASCADE CORP | COM | 09738310 | 66,460,702 | 2,635,238 | 1,249,015 | 1,386,223 | |
| NATIONAL SEMICONDUCT | COM | 63764010 | 66,314,375 | 4,418,013 | 4,406,305 | 10,788 | |
| DELUXE CORP | COM | 24801910 | 66,006,906 | 1,567,860 | 1,547,560 | 8,710 | 11 |
| CONVERGYS CORP | COM | 21248510 | 65,391,066 | 4,316,242 | 4,204,566 | 52,080 | 59 |
| TECO ENERGY INC | COM | 87237510 | 65,344,552 | 4,223,953 | 4,091,254 | 75,308 | 57 |
| BANKNORTH GROUP INC | COM | 06646R10 | 64,483,811 | 2,853,266 | 2,090,325 | 725,598 | 37 |
| GENTEX CORP | COM | 37190110 | 64,479,409 | 2,037,908 | 1,465,164 | 446,960 | 125 |
| PROLOGIS | SH BEN INT | 74341010 | 64,001,393 | 2,544,787 | 2,336,021 | 208,766 | |
| MERCURY INTERACTIVE | COM | 58940510 | 63,365,756 | 2,137,125 | 2,087,962 | 43,163 | 6 |
| AFFILIATED COMPUTER | CL A | 00819010 | 63,282,088 | 1,201,939 | 1,197,529 | 3,710 | |
| WILEY JOHN & SONS IN | CL A | 96822320 | 63,208,293 | 2,632,582 | 347,723 | 247,355 | 2,037 |
| MAYTAG CORP | COM | 57859210 | 62,473,311 | 2,192,046 | 2,181,280 | 5,526 | 5 |
| FLUOR CORP NEW | COM | 34341210 | 62,221,432 | 2,222,194 | 2,219,274 | 2,920 | |
| WINN DIXIE STORES IN | COM | 97428010 | 62,122,276 | 4,065,594 | 4,048,376 | 7,118 | 10 |
| BEMIS INC | COM | 08143710 | 61,440,748 | 1,237,976 | 1,221,506 | 6,395 | 10 |
| FREEMONT-MCMORAN COP | CL B | 35671D85 | 61,125,730 | 3,642,773 | 3,623,466 | 6,090 | 13 |
| SABRE HLDGS CORP | CL A | 78590510 | 60,963,185 | 3,366,272 | 3,358,847 | 7,245 | |
| NATIONAL COMMERCE FI | COM | 63545P10 | 60,560,587 | 2,539,228 | 2,527,298 | 11,140 | |
| IDEC PHARMACEUTICALS | COM | 44937010 | 60,409,568 | 1,821,211 | 1,790,074 | 11,404 | 19 |
| MICROCHIP TECHNOLOGY | COM | 59501710 | 60,377,587 | 2,469,431 | 2,455,686 | 13,145 | |
| PULTE HOMES INC | COM | 74586710 | 59,834,532 | 1,249,938 | 1,245,109 | 4,640 | |
| DST SYS INC DEL | COM | 23332610 | 59,731,323 | 1,680,206 | 1,627,187 | 48,119 | 4 |
| TERADYNE INC | COM | 88077010 | 59,295,976 | 4,557,723 | 4,541,400 | 16,203 | |
| ALBERTO CULVER CO | CL B CONV | 01306810 | 58,708,087 | 1,164,843 | 1,163,173 | 1,670 | |
| WASHINGTON POST CO | CL B | 93964010 | 58,601,628 | 79,406 | 70,247 | 2,348 | 6 |
| KB HOME | COM | 48666K10 | 58,080,132 | 1,355,429 | 1,352,779 | 2,650 | |
| SANMINA SCI CORP | COM | 80090710 | 57,439,968 | 12,792,866 | 12,748,276 | 44,234 | |
| ROWAN COS INC | COM | 77938210 | 56,930,828 | 2,507,966 | 2,501,366 | 6,340 | |
| WESTWOOD ONE INC | COM | 96181510 | 56,154,545 | 1,503,066 | 1,491,990 | 10,776 | |
| CIENA CORP | COM | 17177910 | 56,077,600 | 10,910,039 | 10,887,998 | 21,061 | |
| COMPUWARE CORP | COM | 20563810 | 55,633,425 | 11,590,297 | 11,563,027 | 26,830 | |
| COORS ADOLPH CO | CL B | 21701610 | 54,830,693 | 895,195 | 893,465 | 1,730 | |

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|----------------------|-----|----------|---------------|-----------|-----------|---------|
| ADVANCED MICRO DEVIC | COM | 00790310 | 54,291,894 | 8,404,318 | 8,384,918 | 18,640 |
| ROSS STORES INC | COM | 77829610 | 54,291,458 | 1,280,761 | 1,277,771 | 2,590 |
| OXFORD HEALTH PLANS | COM | 69147110 | 54,274,779 | 1,489,020 | 1,483,765 | 4,715 |
| EDWARDS LIFESCIENCES | COM | 28176E10 | 54,077,853 | 2,123,198 | 1,127,708 | 995,090 |
| Page Total | | | 2,375,202,704 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion Sole | Shared as Defined | Shar Oth |
|----------------------|----------------|--------------|-------------------|-----------------|----------------------------|-------------------|----------|
| NORDSTROM INC | COM | 65566410 | 54,069,470 | 2,850,262 | 2,840,252 | 5,930 | 4,0 |
| SCIENTIFIC ATLANTA I | COM | 80865510 | 53,768,626 | 4,533,611 | 4,522,471 | 11,020 | 1 |
| PROVIDIAN FINL CORP | COM | 74406A10 | 53,240,306 | 8,203,437 | 8,167,887 | 35,330 | 2 |
| GOODRICH CORP | COM | 38238810 | 53,167,296 | 2,902,145 | 2,888,917 | 12,668 | 5 |
| FIDELITY NATL FINL I | COM | 31632610 | 51,561,353 | 1,570,556 | 1,563,294 | 2,965 | 4,2 |
| XTO ENERGY CORP | COM | 98385X10 | 51,508,737 | 2,085,374 | 2,082,094 | 2,980 | 3 |
| NCR CORP NEW | COM | 62886E10 | 51,138,903 | 2,154,124 | 2,135,163 | 18,640 | 3 |
| ENSCO INTL INC | COM | 26874Q10 | 51,094,778 | 1,734,967 | 1,726,057 | 8,610 | 3 |
| RATIONAL SOFTWARE CO | COM NEW | 75409P20 | 50,896,973 | 4,898,650 | 4,681,495 | 202,380 | 14,7 |
| REEBOK INTL LTD | COM | 75811010 | 50,666,519 | 1,723,351 | 1,718,991 | 2,460 | 1,9 |
| DANA CORP | COM | 23581110 | 50,492,583 | 4,293,587 | 4,279,899 | 11,022 | 2,6 |
| TOYS R US INC | COM | 89233510 | 50,103,670 | 5,010,367 | 4,998,367 | 11,860 | 1 |
| ARCHSTONE SMITH TR | COM | 03958310 | 49,777,990 | 2,114,613 | 2,114,255 | 358 | |
| GENERAL GROWTH PPTYS | COM | 37002110 | 48,964,812 | 941,631 | 873,111 | 68,520 | |
| LSI LOGIC CORP | COM | 50216110 | 48,699,203 | 8,440,070 | 8,410,410 | 29,420 | 2 |
| ASHLAND INC | COM | 04420410 | 48,554,236 | 1,701,866 | 1,698,162 | 1,810 | 1,8 |
| PALL CORP | COM | 69642930 | 48,491,512 | 2,907,165 | 2,898,925 | 8,240 | |
| BRUNSWICK CORP | COM | 11704310 | 48,161,314 | 2,425,041 | 2,422,341 | 2,700 | |
| MINERALS TECHNOLOGIE | COM | 60315810 | 48,027,158 | 1,113,028 | 1,113,028 | | |
| PUBLIC STORAGE INC | COM | 74460D10 | 47,893,242 | 1,482,304 | 1,457,274 | 25,030 | |
| SYNOPSIS INC | COM | 87160710 | 47,254,231 | 1,023,927 | 980,269 | 35,383 | 8,2 |
| SMITH INTL INC | COM | 83211010 | 47,015,891 | 1,441,321 | 1,420,731 | 11,515 | 9,0 |
| AMAZON COM INC | COM | 02313510 | 47,007,840 | 2,488,504 | 2,480,274 | 8,090 | 1 |
| APARTMENT INVT & MGM | CL A | 03748R10 | 46,756,037 | 1,247,493 | 1,133,213 | 114,280 | |
| SYMBOL TECHNOLOGIES | COM | 87150810 | 46,744,920 | 5,686,730 | 5,669,360 | 17,070 | 3 |
| CONVERSE TECHNOLOGY | COM PAR \$0 | 20586240 | 46,609,212 | 4,651,618 | 4,632,678 | 18,380 | 5 |
| MEREDITH CORP | COM | 58943310 | 46,500,014 | 1,131,112 | 1,128,208 | 700 | 2,2 |
| HASBRO INC | COM | 41805610 | 46,280,076 | 4,006,933 | 3,957,294 | 49,639 | |
| HIBERNIA CORP | CL A | 42865610 | 45,926,086 | 2,384,532 | 2,337,482 | 10,350 | 36,7 |
| MANOR CARE INC NEW | COM | 56405510 | 45,735,768 | 2,457,591 | 2,451,956 | 4,385 | 1,2 |
| COMPASS BANCSHARES I | COM | 20449H10 | 45,610,672 | 1,458,608 | 1,451,348 | 6,060 | 1,2 |
| SERVICEMASTER CO | COM | 81760N10 | 45,068,819 | 4,060,254 | 4,052,344 | 7,690 | 2 |
| BAUSCH & LOMB INC | COM | 07170710 | 45,027,900 | 1,250,775 | 1,248,625 | 2,050 | 1 |
| POPULAR INC | COM | 73317410 | 44,783,580 | 1,324,958 | 1,324,658 | 300 | |
| PEOPLES ENERGY CORP | COM | 71103010 | 44,154,726 | 1,142,425 | 1,141,028 | 1,097 | 3 |
| HEALTHSOUTH CORP | COM | 42192410 | 43,853,443 | 10,441,296 | 10,306,136 | 134,880 | 2 |
| SPX CORP | COM | 78463510 | 42,900,997 | 1,145,554 | 1,013,567 | 100,449 | 31,5 |
| BEA SYS INC | COM | 07332510 | 42,748,609 | 3,726,993 | 3,701,319 | 25,394 | 2 |
| CABOT MICROELECTRONI | COM | 12709P10 | 42,222,240 | 894,539 | 451,595 | 27,236 | 415,7 |
| Page Total | | | 1,872,479,742 | | | | |

| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | | Other |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|------|-------|
| | | | | | Sole | Shared as Defined | | |
| MILLIPORE CORP | COM | 60107310 | 42,205,934 | 1,241,351 | 1,238,911 | 1,840 | 6 | |
| AVALONBAY CMNTYS INC | COM | 05348410 | 41,943,676 | 1,071,632 | 998,552 | 73,080 | | |
| L-3 COMMUNICATIONS H | COM | 50242410 | 41,775,820 | 930,212 | 927,392 | 2,620 | 2 | |
| STORAGE TECHNOLOGY C | COM PAR \$0 | 86211120 | 41,771,934 | 1,950,137 | 1,942,417 | 7,320 | 4 | |
| BOSTON PROPERTIES IN | COM | 10112110 | 41,481,506 | 1,125,380 | 1,065,060 | 60,320 | | |
| ALLIED WASTE INDS IN | COM PAR\$.0 | 01958930 | 41,311,910 | 4,131,191 | 4,119,401 | 11,790 | | |
| CBL & ASSOC PPTYS IN | COM | 12483010 | 41,247,655 | 1,029,904 | 932,324 | 97,580 | | |
| VALERO ENERGY CORP N | COM | 91913Y10 | 41,143,033 | 1,113,780 | 1,108,314 | 5,137 | 3 | |
| CNF INC | COM | 12612W10 | 40,994,293 | 1,233,282 | 1,231,292 | 1,890 | 1 | |
| RADIAN GROUP INC | COM | 75023610 | 40,961,701 | 1,102,603 | 1,099,538 | 2,905 | 1 | |
| DEAN FOODS CO NEW | COM | 24237010 | 40,636,520 | 1,095,324 | 1,082,294 | 11,862 | 1,1 | |
| ENERGIZER HLDGS INC | COM | 29266R10 | 40,498,105 | 1,451,545 | 1,449,306 | 1,939 | 3 | |
| A D C TELECOMMUNICAT | COM | 00088610 | 40,264,190 | 19,265,163 | 19,242,847 | 20,206 | 2,1 | |
| CADENCE DESIGN SYSTE | COM | 12738710 | 40,023,006 | 3,394,657 | 3,377,917 | 16,060 | 6 | |
| NICOR INC | COM | 65408610 | 39,950,062 | 1,173,966 | 1,171,596 | 2,370 | | |
| EXPRESS SCRIPTS INC | COM | 30218210 | 39,831,405 | 829,130 | 826,670 | 2,260 | 2 | |
| SOVEREIGN BANCORP IN | COM | 84590510 | 39,766,628 | 2,830,365 | 2,808,194 | 15,250 | 6,9 | |
| CHOICEPOINT INC | COM | 17038810 | 39,736,536 | 1,006,243 | 1,001,724 | 3,386 | 1,1 | |
| DUKE REALTY CORP | COM NEW | 26441150 | 39,677,720 | 1,559,046 | 1,558,846 | 200 | | |
| CIRCUIT CITY STORE I | COM | 17273710 | 39,606,520 | 5,337,806 | 5,330,116 | 7,530 | 1 | |
| UBS AG | NAMEN AKT | H8920M85 | 39,329,919 | 817,330 | 202,445 | 614,885 | | |
| RYDER SYS INC | COM | 78354910 | 39,160,111 | 1,745,103 | 1,743,373 | 1,730 | | |
| ECHOSTAR COMMUNICATI | CL A | 27876210 | 39,090,852 | 1,756,103 | 1,748,483 | 7,520 | 1 | |
| QUINTILES TRANSNATIO | COM | 74876710 | 39,058,848 | 3,228,004 | 3,201,101 | 26,803 | 1 | |
| MOHAWK INDS INC | COM | 60819010 | 38,949,187 | 683,919 | 681,578 | 2,141 | 2 | |
| HUMANA INC | COM | 44485910 | 38,858,110 | 3,885,811 | 3,879,101 | 6,590 | 1 | |
| WORTHINGTON INDS INC | COM | 98181110 | 38,854,334 | 2,549,497 | 2,531,162 | 9,135 | 9,2 | |
| MURPHY OIL CORP | COM | 62671710 | 38,812,501 | 905,776 | 870,912 | 17,640 | 17,2 | |
| INVITROGEN CORP | COM | 46185R10 | 38,686,111 | 1,236,373 | 981,435 | 220,233 | 34,7 | |
| CAREMARK RX INC | COM | 14170510 | 38,390,040 | 2,362,464 | 1,760,811 | 601,493 | 1 | |
| AMERICAN WTR WKS INC | COM | 03041110 | 38,128,749 | 838,363 | 834,683 | 2,380 | 1,3 | |
| VORNADO RLTY TR | SH BEN INT | 92904210 | 38,087,034 | 1,023,845 | 1,022,725 | 1,120 | | |
| MICHAELS STORES INC | COM | 59408710 | 38,086,810 | 1,216,831 | 696,772 | 519,899 | 1 | |
| PIONEER NAT RES CO | COM | 72378710 | 37,962,769 | 1,503,476 | 1,498,354 | 3,690 | 1,4 | |
| LENNAR CORP | COM | 52605710 | 37,877,702 | 734,064 | 723,288 | 10,176 | 6 | |
| USA INTERACTIVE | COM | 90298410 | 37,839,384 | 1,650,933 | 1,628,039 | 22,794 | 1 | |
| NVIDIA CORP | COM | 67066G10 | 37,804,330 | 3,284,477 | 3,272,657 | 10,940 | 8 | |
| AES CORP | COM | 00130H10 | 37,779,728 | 12,509,844 | 12,470,693 | 38,411 | 7 | |
| AUTODESK INC | COM | 05276910 | 37,500,305 | 2,622,399 | 2,615,019 | 7,180 | 2 | |
| Page Total | | | 1,545,084,978 | | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discret | | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------------|-------------------|----|
| | | | | | Sole | Shared as Defined | S |
| TYSON FOODS INC | CL A | 90249410 | 37,465,206 | 3,339,145 | 3,331,894 | 6,185 | 1 |
| CDW COMPUTER CTRS IN | COM | 12512910 | 37,391,728 | 852,719 | 850,109 | 2,310 | |
| MARTIN MARIETTA MATL | COM | 57328410 | 37,187,084 | 1,212,886 | 1,210,786 | 2,000 | |
| TEKTRONIX INC | COM | 87913110 | 37,133,829 | 2,041,442 | 2,038,492 | 2,850 | |
| REPUBLIC SVCS INC | COM | 76075910 | 36,984,593 | 1,762,850 | 1,752,160 | 10,290 | |
| BIG LOTS INC | COM | 08930210 | 36,924,519 | 2,790,969 | 2,786,059 | 4,810 | |
| GTECH HLDGS CORP | COM | 40051810 | 36,885,079 | 1,323,944 | 1,323,344 | 360 | |
| BARR LABS INC | COM | 06830610 | 36,769,926 | 564,909 | 564,079 | 730 | |
| VARIAN MED SYS INC | COM | 92220P10 | 36,756,873 | 741,066 | 737,386 | 2,320 | 1 |
| HILLENBRAND INDS INC | COM | 43157310 | 36,616,081 | 757,940 | 753,720 | 3,720 | |
| TCF FINL CORP | COM | 87227510 | 36,375,245 | 832,576 | 815,185 | 6,944 | 10 |
| FOX ENTMT GROUP INC | CL A | 35138T10 | 36,240,182 | 1,397,616 | 1,391,586 | 5,930 | |
| PENTAIR INC | COM | 70963110 | 36,060,836 | 1,043,729 | 1,042,209 | 1,520 | |
| BRINKER INTL INC | COM | 10964110 | 35,961,620 | 1,115,089 | 1,082,511 | 21,543 | 11 |
| ENERGY EAST CORP | COM | 29266M10 | 35,888,430 | 1,624,646 | 1,613,583 | 8,436 | 2 |
| WILLIAMS COS INC DEL | COM | 96945710 | 35,826,683 | 13,269,142 | 13,201,902 | 64,650 | 2 |
| UNIONBANCAL CORP | COM | 90890610 | 35,818,324 | 912,104 | 910,904 | 1,200 | |
| LINCARE HLDGS INC | COM | 53279110 | 35,793,966 | 1,132,004 | 1,127,114 | 2,990 | 1 |
| KIMCO REALTY CORP | COM | 49446R10 | 35,711,839 | 1,165,530 | 1,165,530 | | |
| DELTA AIR LINES INC | COM | 24736110 | 35,688,962 | 2,949,501 | 2,939,041 | 10,360 | |
| LIBERTY PPTY TR | SH BEN INT | 53117210 | 35,676,980 | 1,117,000 | 1,116,200 | 800 | |
| HOSPITALITY PPTYS TR | COM SH BEN | 44106M10 | 35,585,123 | 1,010,941 | 1,010,541 | 400 | |
| SCANA CORP NEW | COM | 80589M10 | 35,579,944 | 1,149,223 | 1,139,897 | 8,926 | |
| SNAP ON INC | COM | 83303410 | 35,482,690 | 1,262,280 | 1,259,700 | 2,580 | |
| LAUDER ESTEE COS INC | CL A | 51843910 | 35,352,530 | 1,339,111 | 1,225,369 | 102,642 | 11 |
| OCEAN ENERGY INC DEL | COM | 67481E10 | 35,337,014 | 1,769,505 | 1,759,915 | 9,190 | |
| EXPEDITORS INTL WASH | COM | 30213010 | 35,184,129 | 1,077,615 | 1,071,525 | 5,730 | |
| LEGG MASON INC | COM | 52490110 | 34,540,238 | 711,583 | 699,543 | 5,195 | 6 |
| WHOLE FOODS MKT INC | COM | 96683710 | 34,497,284 | 654,225 | 649,005 | 4,780 | |
| EDWARDS AG INC | COM | 28176010 | 34,433,213 | 1,044,697 | 1,022,637 | 20,735 | 1 |
| WISCONSIN ENERGY COR | COM | 97665710 | 34,223,212 | 1,358,064 | 1,334,434 | 4,220 | 19 |
| NEW YORK CMNTY BANCO | COM | 64944510 | 34,074,790 | 1,179,875 | 1,179,775 | 100 | |
| DOLLAR TREE STORES I | COM | 25674710 | 34,067,508 | 1,386,549 | 1,373,008 | 13,191 | |
| PEPCO HOLDINGS INC | COM | 71329110 | 34,041,277 | 1,755,610 | 1,739,465 | 14,462 | 1 |
| MCCORMICK & CO INC | COM NON VT | 57978020 | 33,891,488 | 1,460,840 | 1,438,920 | 21,320 | |
| NOVELL INC | COM | 67000610 | 33,791,905 | 10,117,337 | 10,095,861 | 21,236 | |
| HEALTH NET INC | COM | 42222G10 | 32,836,108 | 1,243,792 | 1,238,527 | 5,000 | |
| CRESCENT REAL ESTATE | COM | 22575610 | 32,715,488 | 1,966,075 | 1,771,555 | 194,520 | |
| COVANCE INC | COM | 22281610 | 32,679,642 | 1,328,981 | 1,214,848 | 107,858 | 6 |
| Page Total | | | 1,383,471,568 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discreti | | |
|---------------------|----------------|--------------|-------------------|-----------------|---------------------|-------------------|---|
| | | | | | Sole | Shared as Defined | S |
| WILLIAMS SONOMA INC | COM | 96990410 | 32,521,138 | 1,197,832 | 1,195,572 | 1,980 | |

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|----------------------|------------|----------|---------------|-----------|-----------|-----------|-------|
| COACH INC | COM | 18975410 | 32,480,452 | 986,648 | 969,944 | 10,674 | 6 |
| CARLISLE COS INC | COM | 14233910 | 32,367,104 | 782,192 | 781,792 | 400 | |
| DIEBOLD INC | COM | 25365110 | 32,175,301 | 780,575 | 760,601 | 9,550 | 10 |
| HOST MARRIOTT CORP N | COM | 44107P10 | 32,055,301 | 3,622,068 | 3,622,068 | | |
| NAVISTAR INTL CORP N | COM | 63934E10 | 31,970,299 | 1,315,109 | 1,313,219 | 1,790 | |
| MANPOWER INC | COM | 56418H10 | 31,966,575 | 1,002,087 | 998,787 | 3,100 | |
| PMI GROUP INC | COM | 69344M10 | 31,963,731 | 1,064,039 | 1,059,551 | 4,288 | |
| UNITED DOMINION REAL | COM | 91019710 | 31,871,390 | 1,948,129 | 1,777,039 | 171,090 | |
| CALPINE CORP | COM | 13134710 | 31,812,426 | 9,758,413 | 9,720,913 | 30,300 | 7 |
| CHELSEA PPTY GROUP I | COM | 16342110 | 31,789,098 | 954,341 | 812,311 | 142,030 | |
| WEATHERFORD INTERNAT | COM | G9508910 | 31,702,183 | 793,944 | 781,279 | 10,940 | 1 |
| DILLARDS INC | CL A | 25406710 | 31,640,097 | 1,994,962 | 1,990,742 | 4,120 | |
| GREAT LAKES CHEM COR | COM | 39056810 | 31,199,936 | 1,306,530 | 1,303,610 | 1,420 | 1 |
| CMS ENERGY CORP | COM | 12589610 | 31,198,057 | 3,304,879 | 3,292,089 | 12,790 | |
| THOMAS & BETTS CORP | COM | 88431510 | 31,156,282 | 1,843,567 | 1,840,263 | 2,504 | |
| POLYONE CORP | COM | 73179P10 | 31,072,852 | 7,926,748 | 1,232,404 | 6,694,344 | |
| MGM MIRAGE | COM | 55295310 | 30,883,493 | 936,715 | 933,275 | 3,340 | |
| ROUSE CO | COM | 77927310 | 30,850,440 | 973,200 | 970,000 | 3,200 | |
| PROTECTIVE LIFE CORP | COM | 74367410 | 30,837,701 | 1,120,556 | 1,117,731 | 900 | 1 |
| AMERICAN GREETINGS C | CL A | 02637510 | 30,749,596 | 1,946,177 | 1,938,857 | 7,320 | |
| WILEY JOHN & SONS IN | CL B | 96822330 | 30,743,557 | 1,287,958 | | 4,000 | 1,283 |
| CONSTELLATION BRANDS | CL A | 21036P10 | 30,284,308 | 1,277,280 | 1,209,868 | 51,147 | 16 |
| UNITED STATES STL CO | COM | 91290910 | 30,223,940 | 2,303,654 | 2,298,484 | 5,070 | |
| OUTBACK STEAKHOUSE I | COM | 68989910 | 30,192,859 | 876,680 | 856,195 | 17,035 | 3 |
| AIRGAS INC | COM | 00936310 | 30,168,197 | 1,748,881 | 1,748,781 | 100 | |
| CENTERPOINT PPTYS TR | SH BEN INT | 15189510 | 30,005,293 | 525,027 | 444,807 | 80,220 | |
| PARK PL ENTMT CORP | COM | 70069010 | 29,989,864 | 3,570,222 | 3,555,292 | 14,330 | |
| DPL INC | COM | 23329310 | 29,969,650 | 1,953,693 | 1,943,098 | 10,345 | |
| SMUCKER J M CO | COM NEW | 83269640 | 29,767,887 | 747,749 | 737,623 | 2,812 | 7 |
| FASTENAL CO | COM | 31190010 | 29,648,026 | 792,940 | 783,370 | 1,370 | 8 |
| DIAL CORP NEW | COM | 25247D10 | 29,615,902 | 1,453,898 | 1,452,008 | 1,590 | |
| GOODYEAR TIRE & RUBR | COM | 38255010 | 29,497,099 | 4,331,439 | 4,320,323 | 11,116 | |
| TELEPHONE & DATA SYS | COM | 87943310 | 29,315,841 | 623,476 | 617,246 | 6,150 | |
| ASTORIA FINL CORP | COM | 04626510 | 29,270,034 | 1,078,086 | 1,069,636 | 7,450 | 1 |
| CABLEVISION SYS CORP | CL A NY CA | 12686C10 | 29,134,329 | 1,740,402 | 1,725,446 | 10,927 | 4 |
| MILLENNIUM PHARMACEU | COM | 59990210 | 29,037,477 | 3,657,113 | 3,638,084 | 17,051 | 1 |
| DENTSPLY INTL INC NE | COM | 24903010 | 29,003,277 | 779,658 | 773,355 | 6,143 | |
| IMATION CORP | COM | 45245A10 | 28,853,019 | 822,492 | 820,082 | 1,510 | |
| Page Total | | | 1,198,984,011 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discr | | |
|----------------------|----------------|--------------|-------------------|-----------------|------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Sh Ot |
| OVERTURE SVCS INC | COM | 69039R10 | 28,826,442 | 1,055,527 | 1,054,587 | 940 | |
| RPM INTL INC | COM | 74968510 | 28,813,114 | 1,885,675 | 1,879,583 | 2,880 | 3 |
| FLEXTRONICS INTL LTD | ORD | Y2573F10 | 28,612,764 | 3,493,622 | 2,492,914 | 1,000,708 | |
| FIRST VA BANKS INC | COM | 33747710 | 28,611,925 | 768,518 | 755,963 | 9,405 | 3 |
| PAN PACIFIC RETAIL P | COM | 69806L10 | 28,597,839 | 782,859 | 702,823 | 80,036 | |
| SMURFIT-STONE CONTAI | COM | 83272710 | 28,484,431 | 1,850,720 | 1,839,829 | 10,291 | |
| COMMERCE BANCORP INC | COM | 20051910 | 28,343,567 | 656,253 | 651,571 | 4,482 | |
| LUBRIZOL CORP | COM | 54927110 | 28,329,498 | 928,836 | 919,915 | 7,521 | 1 |

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|-----------------------|------|----------|---------------|-----------|-----------|---------|
| CBRL GROUP INC | COM | 12489V10 | 28,167,241 | 934,857 | 929,677 | 4,780 |
| TMP WORLDWIDE INC | COM | 87294110 | 28,113,979 | 2,485,763 | 2,482,293 | 3,370 |
| ASSOCIATED BANC CORP | COM | 04548710 | 28,097,975 | 827,872 | 825,462 | 2,212 |
| PUGET ENERGY INC NEW | COM | 74531010 | 27,990,181 | 1,269,396 | 1,256,061 | 12,960 |
| CERIDIAN CORP NEW | COM | 15677910 | 27,986,581 | 1,940,817 | 1,934,313 | 6,204 |
| MERCANTILE BANKSHARE | COM | 58740510 | 27,953,245 | 724,365 | 713,105 | 7,360 |
| SEI INVESTMENTS CO | COM | 78411710 | 27,905,869 | 1,026,706 | 1,010,132 | 14,439 |
| PATTERSON UTI ENERGY | COM | 70348110 | 27,706,046 | 918,331 | 858,976 | 50,550 |
| COOPER CAMERON CORP | COM | 21664010 | 27,518,674 | 552,362 | 551,962 | 300 |
| PATTERSON DENTAL CO | COM | 70341210 | 27,507,036 | 628,876 | 625,296 | 3,220 |
| COOPER TIRE & RUBR C | COM | 21683110 | 27,387,207 | 1,785,346 | 1,778,001 | 6,545 |
| FAIR ISAAC & CO INC | COM | 30325010 | 27,364,465 | 640,854 | 639,499 | 1,205 |
| QUESTAR CORP | COM | 74835610 | 27,287,747 | 980,868 | 961,268 | 7,595 |
| INGRAM MICRO INC | CL A | 45715310 | 27,187,969 | 2,201,455 | 2,198,245 | 3,210 |
| DUN & BRADSTREET COR | COM | 26483E10 | 27,183,810 | 788,165 | 783,383 | 3,657 |
| SCHEIN HENRY INC | COM | 80640710 | 27,169,290 | 603,762 | 602,862 | 800 |
| NETWORKS ASSOCS INC | COM | 64093810 | 26,943,010 | 1,674,519 | 1,667,839 | 5,980 |
| CHECKFREE CORP NEW | COM | 16281310 | 26,920,562 | 1,682,430 | 1,677,645 | 4,585 |
| GALLAGHER ARTHUR J & | COM | 36357610 | 26,912,109 | 916,001 | 896,321 | 3,900 |
| APPLIED MICRO CIRCUIT | COM | 03822W10 | 26,826,805 | 7,270,137 | 7,241,283 | 18,674 |
| CRANE CO | COM | 22439910 | 26,729,996 | 1,341,194 | 1,337,954 | 3,240 |
| HORMEL FOODS CORP | COM | 44045210 | 26,675,755 | 1,143,410 | 1,139,335 | 3,830 |
| FIRST HEALTH GROUP C | COM | 32096010 | 26,562,660 | 1,090,869 | 1,086,019 | 4,370 |
| SL GREEN RLTY CORP | COM | 78440X10 | 26,513,948 | 839,049 | 718,359 | 120,690 |
| AMB PROPERTY CORP | COM | 00163T10 | 26,502,346 | 968,653 | 968,253 | 400 |
| EQUITABLE RES INC | COM | 29454910 | 26,325,306 | 751,293 | 743,769 | 3,600 |
| ALEXANDRIA REAL ESTA | COM | 01527110 | 26,187,498 | 614,730 | 501,480 | 113,250 |
| CUMMINS INC | COM | 23102110 | 26,147,932 | 929,539 | 927,529 | 2,010 |
| UNIVERSAL HLTH SVCS | CL B | 91390310 | 26,137,614 | 579,548 | 577,768 | 1,460 |
| PRECISION CASTPARTS | COM | 74018910 | 26,099,911 | 1,076,285 | 1,066,959 | 9,026 |
| TECH DATA CORP | COM | 87823710 | 26,063,337 | 966,741 | 964,491 | 1,950 |
| Page Total | | | 1,068,695,684 | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|-----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|-------|
| | | | | | Sole | Shared as Defined | Other |
| NEW PLAN EXCEL RLTY | COM | 64805310 | 26,054,585 | 1,364,829 | 1,364,409 | 420 | |
| INTERSTATE BAKERIES | COM | 46072H10 | 25,965,138 | 1,702,632 | 1,702,632 | | |
| AGL RES INC | COM | 00120410 | 25,950,188 | 1,067,909 | 1,067,209 | 700 | |
| HILB ROGAL & HAMILTON | COM | 43129410 | 25,643,850 | 626,989 | 591,810 | 28,359 | 6, |
| PETSMART INC | COM | 71676810 | 25,375,268 | 1,481,335 | 1,475,395 | 5,600 | |
| NSTAR | COM | 67019E10 | 25,238,422 | 568,561 | 551,615 | 9,891 | 7, |
| LOUISIANA PAC CORP | COM | 54634710 | 25,202,273 | 3,126,833 | 3,117,248 | 6,195 | 3, |
| MILLS CORP | COM | 60114810 | 25,084,966 | 854,975 | 725,095 | 129,880 | |
| PERKINELMER INC | COM | 71404610 | 24,998,490 | 3,030,120 | 3,019,610 | 10,390 | |
| MACERICH CO | COM | 55438210 | 24,800,582 | 806,523 | 806,323 | 200 | |
| BOWATER INC | COM | 10218310 | 24,540,162 | 584,986 | 579,726 | 3,160 | 2, |
| FISHER SCIENTIFIC INC | COM NEW | 33803220 | 24,465,748 | 813,356 | 812,256 | 1,000 | |
| ALLEGHENY ENERGY INC | COM | 01736110 | 24,412,993 | 3,229,232 | 3,193,512 | 23,220 | 12, |
| DOLE FOOD INC | COM | 25660510 | 24,408,219 | 749,178 | 748,458 | 520 | |
| STATEN IS BANCORP INC | COM | 85755010 | 24,402,993 | 1,211,668 | 1,211,668 | | |

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|----------------------|------------|----------|-------------|-----------|-----------|---------|-----|
| ENTERCOM COMMUNICATI | CL A | 29363910 | 24,306,765 | 518,047 | 515,622 | 2,125 | |
| PRIDE INTL INC DEL | COM | 74153Q10 | 24,279,773 | 1,629,515 | 1,623,785 | 5,170 | |
| C H ROBINSON WORLDWI | COM | 12541W10 | 24,216,597 | 776,173 | 772,073 | 3,800 | |
| PIER 1 IMPORTS INC | COM | 72027910 | 24,112,598 | 1,273,777 | 1,269,517 | 3,960 | |
| MDU RES GROUP INC | COM | 55269010 | 24,057,681 | 932,107 | 798,422 | 106,910 | 26, |
| SANDISK CORP | COM | 80004C10 | 23,959,947 | 1,180,293 | 1,176,133 | 3,700 | |
| CARMAX INC | COM | 14313010 | 23,919,399 | 1,337,774 | 1,333,981 | 3,403 | |
| BELO CORP | COM SER A | 08055510 | 23,902,001 | 1,121,107 | 1,117,807 | 2,900 | |
| D R HORTON INC | COM | 23331A10 | 23,881,737 | 1,376,469 | 1,372,231 | 3,978 | |
| DEVELOPERS DIVERSIFI | COM | 25159110 | 23,874,630 | 1,085,704 | 958,854 | 126,850 | |
| NATIONAL FUEL GAS CO | COM | 63618010 | 23,864,417 | 1,151,202 | 1,132,652 | 17,750 | |
| TUPPERWARE CORP | COM | 89989610 | 23,814,411 | 1,579,205 | 1,577,355 | 1,850 | |
| AGCO CORP | COM | 00108410 | 23,797,766 | 1,076,822 | 1,074,482 | 2,220 | |
| PRENTISS PPTYS TR | SH BEN INT | 74070610 | 23,750,844 | 839,846 | 746,496 | 93,350 | |
| LABORATORY CORP AMER | COM NEW | 50540R40 | 23,710,029 | 1,020,225 | 1,016,285 | 3,860 | |
| SCRIPPS E W CO OHIO | CL A | 81105420 | 23,625,265 | 307,021 | 305,801 | 1,220 | |
| COMMERCE BANCSHARES | COM | 20052510 | 23,523,826 | 598,723 | 554,007 | 42,204 | 2, |
| LEE ENTERPRISES INC | COM | 52376810 | 23,506,134 | 701,257 | 699,537 | 1,720 | |
| NOBLE ENERGY INC | COM | 65504410 | 23,453,429 | 624,592 | 599,676 | 6,535 | 18, |
| MID ATLANTIC MED SVC | COM | 59523C10 | 23,303,797 | 719,253 | 719,213 | 40 | |
| APTARGROUP INC | COM | 03833610 | 23,255,868 | 744,426 | 477,850 | 177,531 | 89, |
| TRINITY INDS INC | COM | 89652210 | 23,248,998 | 1,226,213 | 1,225,413 | 500 | |
| ALLETE INC | COM | 01852210 | 23,207,559 | 1,023,261 | 1,017,921 | 3,540 | 1, |
| AMR CORP | COM | 00176510 | 23,142,543 | 3,506,446 | 3,486,786 | 19,520 | |
| Page Total | | | 946,259,891 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------|
| | | | | | Sole | Shared as Defined | Sha Ot |
| AUTONATION INC | COM | 05329W10 | 23,127,268 | 1,841,343 | 1,824,223 | 16,480 | |
| VODAFONE GROUP PLC N | SPONSORED | 92857W10 | 23,039,471 | 1,271,494 | 455,034 | 816,460 | |
| SMITHFIELD FOODS INC | COM | 83224810 | 22,986,524 | 1,158,595 | 1,155,705 | 2,490 | |
| OMNICARE INC | COM | 68190410 | 22,819,441 | 957,593 | 952,953 | 4,240 | |
| SCIOS INC | COM | 80890510 | 22,814,829 | 700,271 | 636,136 | 64,135 | |
| NORTHEAST UTILS | COM | 66439710 | 22,804,514 | 1,503,264 | 1,472,312 | 10,942 | 20, |
| DEL MONTE FOODS CO | COM | 24522P10 | 22,780,827 | 2,958,549 | 2,917,654 | 22,318 | 18, |
| JUNIPER NETWORKS INC | COM | 48203R10 | 22,760,422 | 3,347,121 | 3,335,421 | 11,520 | |
| PAYLESS SHOESOURCE I | COM | 70437910 | 22,736,203 | 441,737 | 440,092 | 1,545 | |
| ANDREW CORP | COM | 03442510 | 22,599,880 | 2,198,432 | 2,190,872 | 7,460 | |
| NVR INC | COM | 62944T10 | 22,590,535 | 69,190 | 68,350 | 840 | |
| NEUBERGER BERMAN INC | COM | 64123410 | 22,589,708 | 674,521 | 673,801 | 720 | |
| WEBMD CORP | COM | 94769M10 | 22,565,202 | 2,639,205 | 2,625,162 | 10,450 | 3, |
| VISTEON CORP | COM | 92839U10 | 22,561,362 | 3,241,575 | 3,227,700 | 12,679 | 1, |
| CEPHALON INC | COM | 15670810 | 22,546,181 | 463,265 | 437,214 | 23,556 | 2, |
| ZALE CORP NEW | COM | 98885810 | 22,540,157 | 706,588 | 705,588 | 800 | |
| JACOBS ENGR GROUP IN | COM | 46981410 | 22,503,329 | 632,116 | 629,876 | 2,040 | |
| APOGENT TECHNOLOGIES | COM | 03760A10 | 22,458,030 | 1,079,713 | 1,076,213 | 2,400 | 1, |
| VIAD CORP | COM | 92552R10 | 22,418,681 | 1,003,073 | 987,573 | 2,300 | 13, |
| TIDEWATER INC | COM | 88642310 | 22,395,732 | 720,120 | 715,800 | 4,020 | |
| VALSPAR CORP | COM | 92035510 | 22,378,804 | 506,537 | 504,397 | 1,640 | |
| BRITISH AMERN TOB PL | SPONSORED | 11044810 | 22,360,603 | 1,135,056 | 31,395 | 1,103,661 | |

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|----------------------|------|----------|-------------|-----------|-----------|---------|-----|
| GREATER BAY BANCORP | COM | 39164810 | 22,346,408 | 1,292,447 | 1,194,493 | 85,064 | 12, |
| WEBSTER FINL CORP CO | COM | 94789010 | 22,277,498 | 640,158 | 631,569 | 8,335 | |
| DREYERS GRAND ICE CR | COM | 26187810 | 22,219,775 | 313,131 | 272,568 | 33,336 | 7, |
| IVAX CORP | COM | 46582310 | 22,047,245 | 1,817,580 | 1,809,048 | 6,032 | 2, |
| TRIAD HOSPITALS INC | COM | 89579K10 | 22,027,158 | 738,423 | 736,215 | 2,008 | |
| VISHAY INTERTECHNOLO | COM | 92829810 | 21,999,243 | 1,967,732 | 1,860,536 | 92,507 | 14, |
| STERIS CORP | COM | 85915210 | 21,986,286 | 906,651 | 905,251 | 1,400 | |
| REGIS CORP MINN | COM | 75893210 | 21,956,326 | 844,799 | 844,759 | 40 | |
| MERCURY GENL CORP NE | COM | 58940010 | 21,931,537 | 583,596 | 209,534 | 365,462 | 8, |
| CATELLUS DEV CORP | COM | 14911110 | 21,892,842 | 1,102,914 | 905,984 | 196,930 | |
| IDEXX LABS INC | COM | 45168D10 | 21,842,950 | 664,930 | 655,183 | 900 | 8, |
| OSHKOSH TRUCK CORP | COM | 68823920 | 21,795,600 | 354,400 | 309,726 | 40,304 | 4, |
| MANDALAY RESORT GROU | COM | 56256710 | 21,744,486 | 710,372 | 684,486 | 25,686 | |
| BANK HAWAII CORP | COM | 06254010 | 21,590,697 | 710,454 | 703,654 | 6,800 | |
| HERCULES INC | COM | 42705610 | 21,561,460 | 2,450,166 | 2,444,933 | 5,233 | |
| INTERSIL CORP | CL A | 46069S10 | 21,523,346 | 1,543,999 | 1,537,149 | 6,590 | |
| CORINTHIAN COLLEGES | COM | 21886810 | 21,324,039 | 563,234 | 563,034 | | |
| Page Total | | | 870,444,599 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discret | | |
|----------------------|----------------|--------------|-------------------|-----------------|--------------------|-------------------|----|
| | | | | | Sole | Shared as Defined | |
| RENT A CTR INC NEW | COM | 76009N10 | 21,210,368 | 424,632 | 423,172 | 1,360 | |
| GATEWAY INC | COM | 36762610 | 21,188,365 | 6,747,887 | 6,736,454 | 9,955 | 1, |
| SHURGARD STORAGE CTR | COM | 82567D10 | 21,138,767 | 674,498 | 674,298 | 200 | |
| REYNOLDS & REYNOLDS | CL A | 76169510 | 21,122,041 | 829,291 | 827,371 | 1,720 | |
| WILMINGTON TRUST COR | COM | 97180710 | 21,083,958 | 665,529 | 653,909 | 7,020 | 4, |
| COMMERCIAL FEDERAL C | COM | 20164710 | 21,031,625 | 900,712 | 900,612 | | |
| WESTERN DIGITAL CORP | COM | 95810210 | 20,952,004 | 3,278,874 | 3,271,674 | 7,200 | |
| DQE INC | COM | 23329J10 | 20,948,523 | 1,374,575 | 1,371,600 | 2,975 | |
| FEDERATED INVS INC P | CL B | 31421110 | 20,948,161 | 825,706 | 825,206 | 500 | |
| NBTY INC | COM | 62878210 | 20,915,717 | 1,189,745 | 1,189,585 | | |
| PHARMACEUTICAL PROD | COM | 71712410 | 20,913,151 | 714,491 | 713,671 | 680 | |
| CHARLES RIV LABS INT | COM | 15986410 | 20,893,793 | 542,978 | 524,173 | 18,805 | |
| WEINGARTEN RLTY INVS | SH BEN INT | 94874110 | 20,832,092 | 565,168 | 565,168 | | |
| ONEOK INC NEW | COM | 68268010 | 20,792,160 | 1,082,925 | 1,082,655 | 70 | |
| FIRSTMERIT CORP | COM | 33791510 | 20,773,889 | 959,090 | 923,990 | 34,700 | |
| INVESTORS FINL SERVI | COM | 46191510 | 20,745,049 | 757,395 | 755,775 | 1,420 | |
| PMC-SIERRA INC | COM | 69344F10 | 20,697,672 | 3,722,603 | 3,717,260 | 5,223 | |
| STANCORP FINL GROUP | COM | 85289110 | 20,552,025 | 420,717 | 420,517 | 200 | |
| CAMDEN PPTY TR | SH BEN INT | 13313110 | 20,486,532 | 620,804 | 560,064 | 60,740 | |
| CITY NATL CORP | COM | 17856610 | 20,471,846 | 465,375 | 462,975 | 2,400 | |
| HELMERICH & PAYNE IN | COM | 42345210 | 20,446,614 | 732,591 | 730,511 | 1,480 | |
| AMETEK INC NEW | COM | 03110010 | 20,430,607 | 530,803 | 528,353 | 2,200 | |
| CREE INC | COM | 22544710 | 20,301,108 | 1,241,658 | 1,232,598 | 6,940 | 2, |
| CERTEGY INC | COM | 15688010 | 20,293,030 | 826,600 | 823,690 | 2,650 | |
| PITTSTON CO | COM BRINKS | 72570110 | 20,258,755 | 1,096,253 | 1,094,463 | 1,590 | |
| GREAT PLAINS ENERGY | COM | 39116410 | 20,198,097 | 882,784 | 879,237 | 2,847 | |
| ABERCROMBIE & FITCH | CL A | 00289620 | 20,120,793 | 983,421 | 974,728 | 6,543 | 2, |
| HUBBELL INC | CL B | 44351020 | 20,089,573 | 571,701 | 560,193 | 6,580 | 4, |
| HSBC HLDGS PLC | SPON ADR N | 40428040 | 20,086,943 | 365,350 | 193,825 | 171,525 | |

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|----------------------|------------|----------|-------------|-----------|-----------|---------|-----|
| LYONDELL CHEMICAL CO | COM | 55207810 | 19,988,997 | 1,581,408 | 1,574,658 | 6,450 | |
| CANON INC | ADR | 13800630 | 19,925,937 | 540,731 | 197,500 | 343,231 | |
| OGE ENERGY CORP | COM | 67083710 | 19,890,886 | 1,130,164 | 1,122,574 | 6,290 | 1, |
| COMMUNITY FIRST BANK | COM | 20390210 | 19,850,106 | 750,193 | 750,193 | | |
| BRIGGS & STRATTON CO | COM | 10904310 | 19,844,787 | 467,266 | 466,566 | 700 | |
| CHEESECAKE FACTORY I | COM | 16307210 | 19,835,215 | 548,692 | 529,530 | 5,312 | 13, |
| NATIONAL-OILWELL INC | COM | 63707110 | 19,759,215 | 904,726 | 878,725 | 18,411 | 7, |
| NEUROCRINE BIOSCIENC | COM | 64125C10 | 19,755,757 | 432,671 | 431,831 | 840 | |
| AVAYA INC | COM | 05349910 | 19,718,577 | 8,048,399 | 7,992,597 | 54,097 | 1, |
| FEDERAL REALTY INVT | SH BEN INT | 31374720 | 19,689,455 | 700,194 | 700,194 | | |
| Page Total | | | 798,182,190 | | | | |

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| Name of Issuer | Title of Class | Cusip Number | Fair Market Value | Shares Prin Amt | Investment Discretion | | |
|----------------------|----------------|--------------|-------------------|-----------------|-----------------------|-------------------|----------|
| | | | | | Sole | Shared as Defined | Shar Oth |
| PNM RES INC | COM | 69349H10 | 19,643,401 | 824,660 | 824,620 | 40 | |
| BROWN & BROWN INC | COM | 11523610 | 19,629,358 | 607,344 | 607,344 | | |
| HARRIS CORP DEL | COM | 41387510 | 19,588,082 | 744,794 | 743,734 | 760 | |
| BECKMAN COULTER INC | COM | 07581110 | 19,542,240 | 662,000 | 647,566 | 1,434 | 13, |
| BANTA CORP | COM | 06682110 | 19,529,991 | 624,560 | 615,240 | 4,220 | 5, |
| CAREER EDUCATION COR | COM | 14166510 | 19,519,000 | 487,975 | 486,235 | 1,740 | |
| GLOBALSANTAFE CORP | SHS | G3930E10 | 19,497,344 | 801,700 | 778,413 | 1,478 | 21, |
| BENCHMARK ELECTRS IN | COM | 08160H10 | 19,424,458 | 677,755 | 631,721 | 46,034 | |
| AIRBORNE INC | COM | 00926910 | 19,353,580 | 1,305,029 | 1,303,529 | 1,500 | |
| YORK INTL CORP NEW | COM | 98667010 | 19,252,931 | 752,950 | 749,900 | 2,850 | |
| READERS DIGEST ASSN | CL A NON V | 75526710 | 19,234,032 | 1,273,777 | 1,268,127 | 5,050 | |
| SONY CORP | ADR NEW | 83569930 | 19,199,152 | 464,758 | 194,441 | 270,317 | |
| ITT EDUCATIONAL SERV | COM | 45068B10 | 19,138,425 | 812,672 | 812,472 | | |
| CYTEC INDS INC | COM | 23282010 | 19,111,958 | 700,585 | 699,655 | 930 | |
| TELEFLEX INC | COM | 87936910 | 19,109,853 | 445,555 | 444,775 | 580 | |
| HONDA MOTOR LTD | AMERN SHS | 43812830 | 19,074,339 | 1,056,165 | 353,219 | 702,946 | |
| MIRANT CORP | COM | 60467510 | 19,049,875 | 10,187,099 | 10,132,757 | 31,319 | 23, |
| KENNAMETAL INC | COM | 48917010 | 19,016,926 | 551,535 | 551,115 | 420 | |
| ROPER INDS INC NEW | COM | 77669610 | 19,005,428 | 519,274 | 509,509 | 4,640 | 5, |
| HON INDS INC | COM | 43809210 | 18,973,645 | 670,921 | 667,751 | 2,970 | |
| LAMAR ADVERTISING CO | CL A | 51281510 | 18,936,436 | 562,747 | 560,797 | 1,850 | |
| WGL HLDGS INC | COM | 92924F10 | 18,869,292 | 788,850 | 785,115 | 3,415 | |
| PARAMETRIC TECHNOLOG | COM | 69917310 | 18,715,410 | 7,426,750 | 7,404,348 | 22,222 | |
| ADVANCEPCS | COM | 00790K10 | 18,703,307 | 842,112 | 840,042 | | |