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VERIZON COMMUNICATIONS INC  
Form 13F-HR  
October 25, 2002

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2002  
-----

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: Marie LoGiudice  
-----  
Title: Vice President-Operations  
-----  
Phone: 203 965-3726  
-----

Signature, Place, and Date of Signing:

/S/	Stamford, Connecticut	10/29/02
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0  
 -----  
 Form 13F Information Table Entry Total: 906  
 -----  
 Form 13F Information Table Value Total: \$5,190,163  
 -----  
 (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.

NONE

FORM 13F INFORMATION TABLE

VERIZON INVESTMENT MANAGEMENT CORP.  
 FORM 13F - SOLE INSTR V. NONE AUTHORITY  
 SEPTEMBER 30, 2002

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) SHARED AS DEF. INSTR. V OTHER (B) (C)
ACE LTD	ORD	G0070K103	948	32,005	X
COOPER INDS LTD	CL A	G24182100	1,121	36,930	X
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	2,687	105,000	X
GLOBALSANTAFE CORP	SHS	G3930E101	380	17,022	X
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	2,304	66,904	X
NABORS INDUSTRIES LTD	SHS	G6359F103	786	23,994	X
NOBLE CORPORATION	SHS	G65422100	732	23,623	X
TRANSOCEAN INC	ORD	G90078109	810	38,937	X
WEATHERFORD INTERNATIONAL LT	COM	G95089101	969	26,100	X
WHITE MTNS INS GROUP LTD	COM	G9618E107	295	1,000	X

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XL CAP LTD	CL A	G98255105	2,015	27,410	X
A D C TELECOMMUNICATIONS	COM	000886101	227	197,701	X
AFLAC INC	COM	001055102	9,797	319,215	X
AGCO CORP	COM	001084102	1,224	52,760	X
AGL RES INC	COM	001204106	552	25,000	X
AES CORP	COM	00130H105	344	137,149	X
AMR CORP	COM	001765106	119	28,376	X
AOL TIME WARNER INC	COM	00184A105	28,708	2,453,646	X
AT&T CORP	COM	001957109	24,454	2,036,128	X
AT & T CDA INC	DEPS RCPT CL B	00207Q202	1,366	42,600	X
AT&T WIRELESS SVCS INC	COM	00209A106	4,079	989,935	X
ABBOTT LABS	COM	002824100	42,919	1,062,342	X
ABERCROMBIE & FITCH CO	CL A	002896207	441	22,406	X
ACCREDO HEALTH INC	COM	00437V104	310	6,506	X
ACTIVISION INC NEW	COM NEW	004930202	3,066	128,114	X
ACXIOM CORP	COM	005125109	196	13,827	X
ADAPTEC INC	COM	00651F108	66	15,078	X
ADOBE SYS INC	COM	00724F101	2,356	123,361	X
ADVANCED FIBRE COMMUNICATION	COM	00754A105	158	11,917	X
ADVANCEPCS	COM	00790K109	488	21,660	X
ADVANCED MICRO DEVICES INC	COM	007903107	549	102,799	X
ADVENT SOFTWARE INC	COM	007974108	129	11,243	X
AETNA INC NEW	COM	00817Y108	2,101	58,681	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	7,157	168,196	X
AFFYMETRIX INC	COM	00826T108	233	11,222	X
AGERE SYS INC	CL B	00845V209	320	323,659	X
AGILENT TECHNOLOGIES INC	COM	00846U101	1,579	120,922	X
AIR PRODS & CHEMS INC	COM	009158106	6,415	152,691	X
ALBEMARLE CORP	COM	012653101	1,008	39,873	X
ALBERTO CULVER CO	CL B CONV	013068101	3,735	76,178	X
ALBERTSONS INC	COM	013104104	5,103	211,222	X
ALCOA INC	COM	013817101	10,279	532,599	X
ALLEGHENY ENERGY INC	COM	017361106	485	37,004	X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	103	14,817	X
ALLERGAN INC	COM	018490102	2,628	48,302	X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	168	11,076	X
ALLIANT TECHSYSTEMS INC	COM	018804104	4,782	69,049	X
ALLIED CAP CORP NEW	COM	01903Q108	423	19,317	X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	368	50,015	X
ALLSTATE CORP	COM	020002101	21,128	594,327	X
ALLTEL CORP	COM	020039103	9,291	231,525	X
ALTERA CORP	COM	021441100	1,471	169,662	X
AMAZON COM INC	COM	023135106	2,283	143,289	X
AMBAC FINL GROUP INC	COM	023139108	8,317	154,331	X
AMERADA HESS CORP	COM	023551104	5,927	87,318	X
AMEREN CORP	COM	023608102	3,013	72,353	X
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	1,022	40,911	X
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	133	11,065	X

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) (B) (C) SHARED AS DEF. SHARE V OTHER
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AMERICAN ELEC PWR INC	COM	025537101	3,964	139,037	X
AMERICAN EXPRESS CO	COM	025816109	21,665	694,825	X
AMERICAN GREETINGS CORP	CL A	026375105	197	12,205	X
AMERICAN INTL GROUP INC	COM	026874107	74,361	1,359,429	X
AMERICAN NATL INS CO	COM	028591105	1,141	16,529	X
AMERICAN PWR CONVERSION CORP	COM	029066107	359	37,533	X
AMERICAN STD COS INC DEL	COM	029712106	3,597	56,541	X
AMERICAN WTR WKS INC	COM	030411102	4,565	102,213	X
AMERICREDIT CORP	COM	03060R101	129	15,939	X
AMERISOURCEBERGEN CORP	COM	03073E105	6,972	97,620	X
AMETEK INC NEW	COM	031100100	1,273	43,700	X
AMGEN INC	COM	031162100	36,846	883,591	X
AMKOR TECHNOLOGY INC	COM	031652100	34	14,283	X
AMPHENOL CORP NEW	CL A	032095101	2,156	69,560	X
AMSOUTH BANCORPORATION	COM	032165102	3,429	165,340	X
ANADARKO PETE CORP	COM	032511107	4,410	99,008	X
ANALOG DEVICES INC	COM	032654105	3,557	180,542	X
ANDREW CORP	COM	034425108	240	36,666	X
ANDRX GROUP	COM	034553107	312	14,081	X
ANHEUSER BUSCH COS INC	COM	035229103	35,657	704,684	X
ANN TAYLOR STORES CORP	COM	036115103	902	39,150	X
ANSYS INC	COM	03662Q105	283	16,400	X
ANTHEM INC	COM	03674B104	4,604	70,824	X
AON CORP	COM	037389103	977	47,687	X
APACHE CORP	COM	037411105	5,877	98,851	X
APOGENT TECHNOLOGIES INC	COM	03760A101	278	14,900	X
APOLLO GROUP INC	CL A	037604105	11,602	267,140	X
APOLLO GROUP INC	COM UNV PHOENX	037604204	444	13,812	X
APPLE COMPUTER INC	COM	037833100	1,958	135,049	X
APPLEBEES INTL INC	COM	037899101	1,848	84,323	X
APPLERA CORP	COM AP BIO GRP	038020103	1,469	80,299	X
APPLIED MICRO CIRCUITS CORP	COM	03822W109	226	78,850	X
APPLIED MATLS INC	COM	038222105	15,551	1,346,443	X
ARCHER DANIELS MIDLAND CO	COM	039483102	2,180	174,237	X
ARCHSTONE SMITH TR	COM	039583109	256	10,740	X
ARROW ELECTRS INC	COM	042735100	439	34,733	X
ARVINMERITOR INC	COM	043353101	616	32,923	X
ASHLAND INC	COM	044204105	695	25,949	X
ASSOCIATED BANC CORP	COM	045487105	1,892	59,639	X
ATMEL CORP	COM	049513104	75	71,181	X
AUTODESK INC	COM	052769106	330	26,023	X
AUTOLIV INC	COM	052800109	1,022	48,480	X
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,710	250,493	X
AUTONATION INC	COM	05329W102	140	12,125	X
AUTOZONE INC	COM	053332102	6,571	83,327	X
AVAYA INC	COM	053499109	105	73,350	X
AVERY DENNISON CORP	COM	053611109	8,761	153,751	X
AVID TECHNOLOGY INC	COM	05367P100	337	32,700	X
AVNET INC	COM	053807103	973	90,187	X
AVON PRODS INC	COM	054303102	5,695	123,538	X
AZTAR CORP	COM	054802103	448	33,900	X
BB&T CORP	COM	054937107	3,071	87,643	X
BISYS GROUP INC	COM	055472104	1,445	86,494	X
BJS WHOLESALE CLUB INC	COM	05548J106	301	15,831	X
BJ SVCS CO	COM	055482103	3,037	116,811	X
BMC SOFTWARE INC	COM	055921100	863	66,013	X
BAKER HUGHES INC	COM	057224107	4,450	153,292	X
BALL CORP	COM	058498106	6,754	134,034	X

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BANK OF AMERICA CORPORATION	COM	060505104	86,906	1,362,170	X
BANK HAWAII CORP	COM	062540109	3,031	108,652	X
BANK NEW YORK INC	COM	064057102	5,018	174,584	X
BANK ONE CORP	COM	06423A103	27,721	741,204	X
BANKNORTH GROUP INC NEW	COM	06646R107	8,252	347,465	X
BARD C R INC	COM	067383109	1,673	30,632	X
BARR LABS INC	COM	068306109	2,019	32,411	X
BAUSCH & LOMB INC	COM	071707103	318	9,583	X
BAXTER INTL INC	COM	071813109	11,000	360,071	X
BEA SYS INC	COM	073325102	416	80,270	X
BEAR STEARNS COS INC	COM	073902108	12,414	220,111	X
BECKMAN COULTER INC	COM	075811109	5,429	140,272	X
BECTON DICKINSON & CO	COM	075887109	3,016	106,201	X
BED BATH & BEYOND INC	COM	075896100	5,183	159,132	X
BELLSOUTH CORP	COM	079860102	18,416	1,003,073	X
BELO CORP	COM SER A	080555105	991	45,270	X
BEMIS INC	COM	081437105	2,455	49,703	X
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	8,203	111	X
BEST BUY INC	COM	086516101	4,501	201,755	X
BIG LOTS INC	COM	089302103	499	31,526	X
BIOGEN INC	COM	090597105	1,499	51,198	X
BIOMET INC	COM	090613100	2,459	92,340	X
BLACK & DECKER CORP	COM	091797100	1,129	26,929	X
BLACKROCK INC	CL A	09247X101	2,666	64,373	X
BLOCK H & R INC	COM	093671105	10,438	248,473	X
BLOCKBUSTER INC	CL A	093679108	801	32,302	X
BOEING CO	COM	097023105	18,267	535,216	X
BOISE CASCADE CORP	COM	097383103	464	20,362	X
BORG WARNER INC	COM	099724106	3,695	74,433	X
BOSTON SCIENTIFIC CORP	COM	101137107	6,858	217,296	X
BOWATER INC	COM	102183100	1,611	45,646	X
BRINKER INTL INC	COM	109641100	2,475	95,574	X
BRISTOL MYERS SQUIBB CO	COM	110122108	20,552	863,520	X
BROADCOM CORP	CL A	111320107	800	74,920	X
BROCADE COMMUNICATIONS SYS I	COM	111621108	396	52,629	X
BROWN & BROWN INC	COM	115236101	482	16,065	X
BROWN FORMAN CORP	CL B	115637209	2,603	38,873	X
BRUNSWICK CORP	COM	117043109	347	16,482	X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	5,988	250,329	X
BURLINGTON RES INC	COM	122014103	1,673	43,602	X
CDW COMPUTER CTRS INC	COM	125129106	1,885	44,507	X
C H ROBINSON WORLDWIDE INC	COM	12541W100	535	19,805	X
CIGNA CORP	COM	125509109	11,706	165,458	X
CMS ENERGY CORP	COM	125896100	673	83,456	X
CSG SYS INTL INC	COM	126349109	148	13,535	X
CSX CORP	COM	126408103	1,028	38,961	X
CVS CORP	COM	126650100	2,879	113,585	X
CABOT CORP	COM	127055101	561	26,732	X
CACI INTL INC	CL A	127190304	1,726	48,700	X
CADENCE DESIGN SYSTEM INC	COM	127387108	1,742	171,327	X

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CALPINE CORP	COM	131347106	266	107,747	X
CAMPBELL SOUP CO	COM	134429109	1,406	63,685	X
CANADIAN NATL RY CO	COM	136375102	1,191	31,900	X
CAPITAL ONE FINL CORP	COM	14040H105	6,190	177,273	X
CARDINAL HEALTH INC	COM	14149Y108	21,905	352,171	X
CAREER EDUCATION CORP	COM	141665109	1,754	36,532	X
CAREMARK RX INC	COM	141705103	1,241	73,005	X
CARLISLE COS INC	COM	142339100	1,742	47,500	X

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					INV. DISCRETION		
					(A)	(B)	(C)
					SHARES OR	SHARED	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	AS DEF. INSTR.	SHARE V OTHER
CARNIVAL CORP	COM	143658102	2,459	97,983	X		
CATALINA MARKETING CORP	COM	148867104	496	17,672	X		
CATELLUS DEV CORP	COM	149111106	282	15,277	X		
CATERPILLAR INC DEL	COM	149123101	7,330	196,941	X		
CELGENE CORP	COM	151020104	283	16,813	X		
CENDANT CORP	COM	151313103	4,294	399,054	X		
CENTEX CORP	COM	152312104	1,530	34,500	X		
CENTURYTEL INC	COM	156700106	3,944	175,832	X		
CEPHALON INC	COM	156708109	714	17,490	X		
CERIDIAN CORP NEW	COM	156779100	538	37,748	X		
CERNER CORP	COM	156782104	474	13,475	X		
CERTEGY INC	COM	156880106	284	14,117	X		
CHARLES RIV LABS INTL INC	COM	159864107	385	9,820	X		
CHARTER ONE FINL INC	COM	160903100	1,927	64,830	X		
CHEESECAKE FACTORY INC	COM	163072101	431	14,434	X		
CHEVRONTEXACO CORP	COM	166764100	41,763	603,078	X		
CHICOS FAS INC	COM	168615102	830	52,120	X		
CHIRON CORP	COM	170040109	1,755	50,220	X		
CHOICEPOINT INC	COM	170388102	5,810	163,023	X		
CHUBB CORP	COM	171232101	1,687	30,762	X		
CHURCH & DWIGHT INC	COM	171340102	792	23,892	X		
CIENA CORP	COM	171779101	354	119,287	X		
CINCINNATI FINL CORP	COM	172062101	3,939	110,698	X		
CINERGY CORP	COM	172474108	4,121	131,116	X		
CIRCUIT CITY STORE INC	CIRCT CITY GRP	172737108	643	42,449	X		
CISCO SYS INC	COM	17275R102	61,150	5,834,911	X		
CINTAS CORP	COM	172908105	2,678	63,876	X		
CITIGROUP INC	COM	172967101	101,711	3,430,395	X		
CITIZENS COMMUNICATIONS CO	COM	17453B101	527	77,774	X		
CITRIX SYS INC	COM	177376100	356	59,074	X		
CITY HLDG CO	COM	177835105	1,151	44,700	X		
CLARCOR INC	COM	179895107	2,121	69,100	X		
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	5,152	148,266	X		
CLOROX CO DEL	COM	189054109	3,683	91,668	X		
COACH INC	COM	189754104	3,976	155,300	X		
COCA COLA CO	COM	191216100	73,160	1,525,434	X		
COCA COLA ENTERPRISES INC	COM	191219104	2,384	112,245	X		
COLGATE PALMOLIVE CO	COM	194162103	14,260	264,321	X		
COLUMBIA SPORTSWEAR CO	COM	198516106	547	15,768	X		

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COMCAST CORP	CL A SPL	200300200	5,596	268,276	X
COMERICA INC	COM	200340107	7,039	145,983	X
COMMERCE BANCORP INC NJ	COM	200519106	3,320	79,975	X
COMMERCE BANCSHARES INC	COM	200525103	1,253	32,077	X
COMMERCIAL FEDERAL CORPORATI	COM	201647104	570	26,200	X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	234	8,798	X
COMPASS BANCSHARES INC	COM	20449H109	1,477	50,087	X
COMPUTER ASSOC INTL INC	COM	204912109	1,439	149,847	X
COMPUTER SCIENCES CORP	COM	205363104	1,902	68,448	X
COMPUWARE CORP	COM	205638109	361	118,403	X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	452	64,633	X
CONAGRA FOODS INC	COM	205887102	8,124	326,908	X
CONCORD EFS INC	COM	206197105	5,279	332,415	X
CONEXANT SYSTEMS INC	COM	207142100	41	36,623	X
CONOCOPHILLIPS	COM	20825C104	23,211	501,963	X
CONSOLIDATED EDISON INC	COM	209115104	4,829	120,053	X
CONSTELLATION BRANDS INC	CL A	21036P108	3,855	166,881	X
CONSTELLATION ENERGY GROUP I	COM	210371100	872	35,171	X
CONVERGYS CORP	COM	212485106	1,116	74,256	X

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COOPER CAMERON CORP	COM	216640102	2,859	68,463	X
COOPER TIRE & RUBR CO	COM	216831107	737	45,664	X
COORS ADOLPH CO	CL B	217016104	3,350	59,496	X
COPART INC	COM	217204106	162	14,889	X
CORNING INC	COM	219350105	444	277,235	X
COSTCO WHSL CORP NEW	COM	22160K105	6,354	196,290	X
COUNTRYWIDE CR INDS INC DEL	COM	222372104	10,094	214,085	X
COVENTRY HEALTH CARE INC	COM	222862104	2,073	63,792	X
COX COMMUNICATIONS INC NEW	CL A	224044107	543	22,102	X
COX RADIO INC	CL A	224051102	1,984	75,838	X
CRANE CO	COM	224399105	505	25,576	X
CYPRESS SEMICONDUCTOR CORP	COM	232806109	274	41,803	X
CYTYC CORP	COM	232946103	693	64,654	X
D R HORTON INC	COM	23331A109	361	19,399	X
DST SYS INC DEL	COM	233326107	1,150	39,032	X
DTE ENERGY CO	COM	233331107	10,567	259,630	X
DAISYTEK INTL CORP	COM	234053106	138	10,600	X
DANA CORP	COM	235811106	355	27,179	X
DANAHER CORP DEL	COM	235851102	4,574	80,464	X
DARDEN RESTAURANTS INC	COM	237194105	1,612	66,498	X
DAVITA INC	COM	23918K108	309	13,113	X
DEAN FOODS CO NEW	COM	242370104	5,545	139,392	X
DEERE & CO	COM	244199105	5,077	111,698	X
DELL COMPUTER CORP	COM	247025109	53,487	2,275,056	X
DELPHI CORP	COM	247126105	877	102,526	X
DELTA AIR LINES INC DEL	COM	247361108	209	22,551	X
DELUXE CORP	COM	248019101	6,376	141,511	X
DENTSPLY INTL INC NEW	COM	249030107	2,760	68,709	X

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DEVON ENERGY CORP NEW	COM	25179M103	6,272	129,981	X
DEVRY INC DEL	COM	251893103	237	12,709	X
DIAGEO P L C	SPON ADR NEW	25243Q205	898	18,000	X
DIAGNOSTIC PRODS CORP	COM	252450101	222	4,825	X
DIAL CORP NEW	COM	25247D101	969	45,169	X
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	847	42,463	X
DIEBOLD INC	COM	253651103	2,913	88,492	X
DIGITAL INSIGHT CORP	COM	25385P106	179	11,400	X
DILLARDS INC	CL A	254067101	669	33,159	X
DISNEY WALT CO	COM DISNEY	254687106	17,999	1,188,850	X
DOCUCORP INTL INC	COM	255911109	520	48,100	X
DOLE FOOD INC	COM	256605106	2,826	97,360	X
DOLLAR GEN CORP	COM	256669102	1,386	103,243	X
DOLLAR TREE STORES INC	COM	256747106	939	42,589	X
DOMINION RES INC VA NEW	COM	25746U109	5,416	106,758	X
DONALDSON INC	COM	257651109	3,123	90,980	X
DONNELLEY R R & SONS CO	COM	257867101	532	22,617	X
DORAL FINL CORP	COM	25811P100	3,157	130,795	X
DOVER CORP	COM	260003108	940	37,055	X
DOW CHEM CO	COM	260543103	17,536	642,094	X
DOW JONES & CO INC	COM	260561105	705	18,366	X
DREYERS GRAND ICE CREAM INC	COM	261878102	287	4,107	X
DU PONT E I DE NEMOURS & CO	COM	263534109	18,223	505,225	X
DUKE ENERGY CORP	COM	264399106	7,270	371,883	X
DUKE REALTY CORP	COM NEW	264411505	202	8,195	X
DUN & BRADSTREET CORP DEL NE	COM	26483E100	3,851	114,568	X
DYNEGY INC NEW	CL A	26816Q101	105	90,554	X
E M C CORP MASS	COM	268648102	4,227	925,055	X
ENSCO INTL INC	COM	26874Q100	3,255	129,975	X
ENI S P A	SPONSORED ADR	26874R108	3,397	49,500	X

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
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EOG RES INC	COM	26875P101	1,200	33,359	X
E TRADE GROUP INC	COM	269246104	171	38,464	X
EASTMAN CHEM CO	COM	277432100	3,612	94,618	X
EASTMAN KODAK CO	COM	277461109	4,333	159,074	X
EATON CORP	COM	278058102	2,253	35,350	X
EATON VANCE CORP	COM NON VTG	278265103	361	13,045	X
EBAY INC	COM	278642103	9,522	180,316	X
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	931	53,820	X
ECOLAB INC	COM	278865100	4,686	112,298	X
EDISON INTL	COM	281020107	1,997	199,717	X
EDUCATION MGMT CORP	COM	28139T101	240	5,424	X
J D EDWARDS & CO	COM	281667105	366	39,576	X
EDWARDS LIFESCIENCES CORP	COM	28176E108	263	10,260	X
EDWARDS AG INC	COM	281760108	2,281	71,319	X
EL PASO CORP	COM	28336L109	2,302	278,402	X
ELECTRONIC ARTS INC	COM	285512109	7,717	116,995	X
ELECTRONIC DATA SYS NEW	COM	285661104	3,227	230,829	X



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EMERSON ELEC CO	COM	291011104	9,008	204,998	X
EMULEX CORP	COM NEW	292475209	243	21,555	X
ENERGEN CORP	COM	29265N108	671	26,500	X
ENERGY EAST CORP	COM	29266M109	1,068	53,929	X
ENERGIZER HLDGS INC	COM	29266R108	3,884	127,760	X
ENGELHARD CORP	COM	292845104	2,153	90,340	X
ENGINEERED SUPPORT SYS INC	COM	292866100	4,164	73,000	X
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	1,955	41,267	X
ENTERGY CORP NEW	COM	29364G103	11,356	272,977	X
EQUIFAX INC	COM	294429105	1,271	58,481	X
EQUITABLE RES INC	COM	294549100	2,362	68,366	X
EQUITY OFFICE PROPERTIES TRU	COM	294741103	5,175	200,443	X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,205	50,323	X
ERIE INDTY CO	CL A	29530P102	2,262	54,302	X
EXELON CORP	COM	30161N101	5,328	112,173	X
EXPEDIA INC	CL A	302125109	808	15,961	X
EXPEDITORS INTL WASH INC	COM	302130109	1,001	35,818	X
EXPRESS SCRIPTS INC	COM	302182100	766	14,055	X
EXXON MOBIL CORP	COM	30231G102	132,413	4,150,871	X
FLIR SYS INC	COM	302445101	1,690	48,300	X
F M C CORP	COM NEW	302491303	328	12,700	X
FPL GROUP INC	COM	302571104	4,863	90,383	X
FAIR ISAAC & CO INC	COM	303250104	366	11,197	X
FAIRCHILD SEMICONDUCTOR INTL	CL A	303726103	524	55,290	X
FAMILY DLR STORES INC	COM	307000109	2,733	101,693	X
FASTENAL CO	COM	311900104	902	28,551	X
FEDERAL HOME LN MTG CORP	COM	313400301	28,136	503,331	X
FEDERAL NATL MTG ASSN	COM	313586109	43,534	731,178	X
FEDERATED DEPT STORES INC DE	COM	31410H101	1,749	59,396	X
FEDERATED INVS INC PA	CL B	314211103	1,096	40,591	X
FEDEX CORP	COM	31428X106	8,189	163,561	X
FERRO CORP	COM	315405100	3,583	155,100	X
FIFTH THIRD BANCORP	COM	316773100	21,097	344,556	X
FIRST AMERN CORP CALIF	COM	318522307	641	31,360	X
FIRST DATA CORP	COM	319963104	23,019	823,577	X
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	806	26,003	X
FIRST HEALTH GROUP CORP	COM	320960107	612	22,550	X
FIRST TENN NATL CORP	COM	337162101	9,588	276,547	X
FISERV INC	COM	337738108	3,637	129,540	X
FLAGSTAR BANCORP INC	COM	337930101	932	45,000	X
FIRSTENERGY CORP	COM	337932107	4,762	159,305	X

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FISHER SCIENTIFIC INTL INC	COM NEW	338032204	369	12,143	X
FLEETBOSTON FINL CORP	COM	339030108	12,465	613,116	X
FLUOR CORP NEW	COM	343412102	410	16,781	X
FLOWERS FOODS INC	COM	343498101	330	14,500	X
FLOWSERVE CORP	COM	34354P105	418	41,754	X
FOOT LOCKER INC	COM	344849104	172	17,187	X

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FORD MTR CO DEL	COM PAR \$0.01	345370860	6,821	696,050	X
FOREST LABS INC	COM	345838106	14,637	178,481	X
FORTUNE BRANDS INC	COM	349631101	10,629	224,764	X
FOX ENTMT GROUP INC	CL A	35138T107	3,612	163,975	X
FRANKLIN RES INC	COM	354613101	2,248	72,298	X
FREEPOR-T-MCMORAN COPPER & GO	CL B	35671D857	827	61,476	X
GALLAGHER ARTHUR J & CO	COM	363576109	1,598	64,809	X
GALLAHER GROUP PLC	SPONSORED ADR	363595109	1,624	42,400	X
GANNETT INC	COM	364730101	18,150	251,448	X
GAP INC DEL	COM	364760108	2,923	269,396	X
GATEWAY INC	COM	367626108	149	50,306	X
GAYLORD ENTMT CO NEW	COM	367905106	329	17,400	X
GEMSTAR-TV GUIDE INTL INC	COM	36866W106	80	31,887	X
GENENTECH INC	COM NEW	368710406	1,494	45,791	X
GENERAL DYNAMICS CORP	COM	369550108	6,309	77,570	X
GENERAL ELEC CO	COM	369604103	177,874	7,215,970	X
GENERAL GROWTH PPTYS INC	COM	370021107	2,018	39,193	X
GENERAL MLS INC	COM	370334104	6,848	154,160	X
GENERAL MTRS CORP	COM	370442105	18,951	487,174	X
GENERAL MTRS CORP	CL H NEW	370442832	1,168	127,611	X
GENTEX CORP	COM	371901109	456	16,778	X
GENUINE PARTS CO	COM	372460105	4,156	135,644	X
GENZYME CORP	COM GENL DIV	372917104	1,426	69,175	X
GEORGIA PAC CORP	COM	373298108	2,356	179,964	X
GILEAD SCIENCES INC	COM	375558103	3,840	114,533	X
GILLETTE CO	COM	375766102	10,339	349,307	X
GLOBAL PMTS INC	COM	37940X102	281	10,963	X
GOLDEN WEST FINL CORP DEL	COM	381317106	10,609	170,623	X
GOLDMAN SACHS GROUP INC	COM	38141G104	16,260	246,251	X
GOODRICH CORP	COM	382388106	486	25,707	X
GOODYEAR TIRE & RUBR CO	COM	382550101	254	28,584	X
GRACO INC	COM	384109104	416	16,785	X
GRAFTECH INTL LTD	COM	384313102	125	17,200	X
GRAINGER W W INC	COM	384802104	1,164	27,361	X
GRANT PRIDECO INC	COM	38821G101	169	19,796	X
GREAT LAKES CHEM CORP	COM	390568103	2,763	115,020	X
GREENPOINT FINL CORP	COM	395384100	2,362	56,595	X
GTECH HLDGS CORP	COM	400518106	697	28,089	X
GUIDANT CORP	COM	401698105	5,619	173,912	X
HCA INC	COM	404119109	15,301	321,389	X
HALLIBURTON CO	COM	406216101	2,220	171,947	X
HANCOCK JOHN FINL SVCS INC	COM	41014S106	1,497	53,848	X
HARLEY DAVIDSON INC	COM	412822108	11,285	242,954	X
HARMAN INTL INDS INC	COM	413086109	296	5,717	X
HARRAHS ENTMT INC	COM	413619107	4,933	102,319	X
HARRIS CORP DEL	COM	413875105	3,651	109,021	X
HARTE-HANKS INC	COM	416196103	2,466	132,504	X
HARTFORD FINL SVCS GROUP INC	COM	416515104	3,680	89,745	X
HASBRO INC	COM	418056107	330	29,645	X
HAWAIIAN ELEC INDUSTRIES	COM	419870100	4,625	107,306	X
HEALTH CARE PPTY INVS INC	COM	421915109	1,154	27,091	X
HEALTHSOUTH CORP	COM	421924101	317	76,308	X

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

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INV. DISCRETION  
(A) (B) (C)

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HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,682	83,165	X	
HEALTH NET INC	COM	42222G108	211	9,843	X	
HEINZ H J CO	COM	423074103	3,054	91,531	X	
HELMERICH & PAYNE INC	COM	423452101	2,651	77,445	X	
HENRY JACK & ASSOC INC	COM	426281101	188	15,119	X	
HERCULES INC	COM	427056106	308	33,480	X	
HERSHEY FOODS CORP	COM	427866108	3,490	56,247	X	
HEWLETT PACKARD CO	COM	428236103	12,656	1,084,458	X	
HIBERNIA CORP	CL A	428656102	2,136	106,869	X	
HILLENBRAND INDS INC	COM	431573104	3,082	56,750	X	
HILTON HOTELS CORP	COM	432848109	866	76,066	X	
HISPANIC BROADCASTING CORP	CL A	43357B104	371	19,901	X	
HOME DEPOT INC	COM	437076102	40,356	1,546,191	X	
HONEYWELL INTL INC	COM	438516106	8,454	390,309	X	
HORMEL FOODS CORP	COM	440452100	887	40,556	X	
HOST MARRIOTT CORP NEW	COM	44107P104	133	14,345	X	
HOUSEHOLD INTL INC	COM	441815107	3,721	131,441	X	
HUBBELL INC	CL B	443510201	1,058	36,383	X	
HUDSON CITY BANCORP	COM	443683107	1,327	81,743	X	
HUDSON UNITED BANCORP	COM	444165104	1,243	46,719	X	
HUMANA INC	COM	444859102	383	30,895	X	
HUMAN GENOME SCIENCES INC	COM	444903108	206	17,074	X	
HUNTINGTON BANCSHARES INC	COM	446150104	832	45,763	X	
IDT CORP	COM	448947101	622	38,131	X	
IDEC PHARMACEUTICALS CORP	COM	449370105	3,012	72,538	X	
IMS HEALTH INC	COM	449934108	1,564	104,463	X	
ITT INDS INC IND	COM	450911102	9,459	151,754	X	
IDEX CORP	COM	45167R104	311	10,900	X	
IKON OFFICE SOLUTIONS INC	COM	451713101	325	41,284	X	
ILLINOIS TOOL WKS INC	COM	452308109	6,756	115,820	X	
IMATION CORP	COM	45245A107	742	26,200	X	
INCO LTD	COM	453258402	289	18,000	X	
INDEPENDENCE CMNTY BK CORP	COM	453414104	2,435	97,059	X	
INGRAM MICRO INC	CL A	457153104	1,101	82,802	X	
INTEGRATED CIRCUIT SYS INC	COM	45811K208	786	50,056	X	
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	551	52,740	X	
INTEL CORP	COM	458140100	72,953	5,252,185	X	
INTER TEL INC	COM	458372109	861	42,300	X	
INTERACTIVE DATA CORP	COM	45840J107	616	50,306	X	
INTERNATIONAL BUSINESS MACHS	COM	459200101	71,207	1,221,177	X	
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	2,771	86,998	X	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	3,476	50,279	X	
INTL PAPER CO	COM	460146103	8,987	269,138	X	
INTERNATIONAL RECTIFIER CORP	COM	460254105	395	25,301	X	
INTERSIL CORP	CL A	46069S109	448	34,575	X	
INTERPUBLIC GROUP COS INC	COM	460690100	2,219	140,018	X	
INTUIT	COM	461202103	5,519	121,209	X	
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1,553	53,066	X	
INVITROGEN CORP	COM	46185R100	237	6,961	X	
INVESTORS FINL SERVICES CORP	COM	461915100	387	14,291	X	
IOMEGA CORP	COM NEW	462030305	571	53,400	X	
IRON MTN INC PA	COM	462846106	256	10,230	X	
I2 TECHNOLOGIES INC	COM	465754109	22	42,324	X	
IVAX CORP	COM	465823102	414	33,761	X	
JDS UNIPHASE CORP	COM	46612J101	1,432	734,981	X	
J P MORGAN CHASE & CO	COM	46625H100	18,509	974,676	X	
JABIL CIRCUIT INC	COM	466313103	940	63,576	X	

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JACOBS ENGR GROUP INC DEL COM 469814107 3,241 104,946 X

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JEFFERSON PILOT CORP	COM	475070108	1,103	27,518	X
JETBLUE AWYS CORP	COM	477143101	968	24,007	X
JOHN NUVEEN CO	CL A	478035108	3,364	147,855	X
JOHNSON & JOHNSON	COM	478160104	140,232	2,593,046	X
JOHNSON CTLS INC	COM	478366107	16,655	216,811	X
JONES APPAREL GROUP INC	COM	480074103	6,056	197,249	X
JUNIPER NETWORKS INC	COM	48203R104	340	70,734	X
KLA-TENCOR CORP	COM	482480100	3,557	127,300	X
K MART CORP	COM	482584109	10	20,100	X
KPMG CONSULTING INC	COM	48265R109	205	31,761	X
KANSAS CITY SOUTHERN	COM NEW	485170302	308	24,800	X
KB HOME	COM	48666K109	2,970	60,813	X
KELLOGG CO	COM	487836108	3,722	111,938	X
KERR MCGEE CORP	COM	492386107	1,005	23,136	X
KEYCORP NEW	COM	493267108	8,787	351,914	X
KEYSPAN CORP	COM	49337W100	855	25,533	X
KIMBERLY CLARK CORP	COM	494368103	10,238	180,758	X
KINDER MORGAN INC KANS	COM	49455P101	1,970	55,583	X
KING PHARMACEUTICALS INC	COM	495582108	1,882	103,581	X
KNIGHT RIDDER INC	COM	499040103	8,160	144,647	X
KOHL'S CORP	COM	500255104	17,780	292,394	X
KRAFT FOODS INC	CL A	50075N104	8,162	223,863	X
KRISPY KREME DOUGHNUTS INC	COM	501014104	286	9,141	X
KROGER CO	COM	501044101	4,343	308,045	X
LNR PPTY CORP	COM	501940100	1,734	52,000	X
LSI LOGIC CORP	COM	502161102	620	97,636	X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	4,872	92,456	X
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1,432	42,382	X
LAFARGE NORTH AMERICA INC	COM	505862102	615	21,227	X
LAM RESEARCH CORP	COM	512807108	729	81,933	X
LAMAR ADVERTISING CO	CL A	512815101	514	16,933	X
LANCASTER COLONY CORP	COM	513847103	1,644	39,022	X
LANDAUER INC	COM	51476K103	1,091	32,900	X
LAUDER ESTEE COS INC	CL A	518439104	537	18,698	X
LEAR CORP	COM	521865105	4,706	112,982	X
LEGGETT & PLATT INC	COM	524660107	908	45,865	X
LEGG MASON INC	COM	524901105	2,916	68,505	X
LEHMAN BROS HLDGS INC	COM	524908100	12,186	248,439	X
LENNAR CORP	COM	526057104	210	3,756	X
LEUCADIA NATL CORP	COM	527288104	1,911	56,198	X
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	282	72,419	X
LEXMARK INTL NEW	CL A	529771107	3,340	71,055	X
LIBERTY MEDIA CORP NEW	COM SER A	530718105	3,729	519,353	X
LIFEPPOINT HOSPITALS INC	COM	53219L109	271	8,701	X
LILLY ELI & CO	COM	532457108	30,652	553,884	X
LIMITED BRANDS INC	COM	532716107	1,659	115,658	X
LINCARE HLDGS INC	COM	532791100	743	23,947	X

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LINCOLN NATL CORP IND	COM	534187109	1,448	47,408	X
LINEAR TECHNOLOGY CORP	COM	535678106	4,897	236,349	X
LIZ CLAIBORNE INC	COM	539320101	1,153	46,202	X
LOCKHEED MARTIN CORP	COM	539830109	18,635	288,163	X
LOEWS CORP	COM	540424108	6,461	150,635	X
LOUISIANA PAC CORP	COM	546347105	82	12,738	X
LOWES COS INC	COM	548661107	27,806	671,654	X
LUCENT TECHNOLOGIES INC	COM	549463107	1,724	2,268,701	X
M & T BK CORP	COM	55261F104	4,376	55,520	X
MBIA INC	COM	55262C100	2,176	54,470	X
MBNA CORP	COM	55262L100	12,309	669,721	X

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MGIC INVT CORP WIS	COM	552848103	3,831	93,837	X
MTS SYS CORP	COM	553777103	251	26,500	X
MACROMEDIA INC	COM	556100105	86	11,141	X
MANOR CARE INC NEW	COM	564055101	834	37,085	X
MANPOWER INC	COM	56418H100	565	19,252	X
MARATHON OIL CORP	COM	565849106	4,482	197,629	X
MARSH & MCLENNAN COS INC	COM	571748102	13,089	314,342	X
MARSHALL & ILSLEY CORP	COM	571834100	1,349	48,368	X
MARRIOTT INTL INC NEW	CL A	571903202	1,751	60,384	X
MASCO CORP	COM	574599106	3,639	186,159	X
MATTEL INC	COM	577081102	6,897	382,940	X
MAXIM INTEGRATED PRODS INC	COM	57772K101	6,501	262,545	X
MAY DEPT STORES CO	COM	577778103	1,195	52,470	X
MAYTAG CORP	COM	578592107	618	26,679	X
MCCLATCHY CO	CL A	579489105	2,622	43,020	X
MCCORMICK & CO INC	COM NON VTG	579780206	1,526	66,918	X
MCDONALDS CORP	COM	580135101	7,894	446,996	X
MCGRAW HILL COS INC	COM	580645109	5,878	96,020	X
MCKESSON CORP	COM	58155Q103	3,519	124,215	X
MEADWESTVACO CORP	COM	583334107	2,652	138,033	X
MEDIA GEN INC	CL A	584404107	1,483	29,173	X
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	232	5,668	X
MEDIMMUNE INC	COM	584699102	2,473	118,198	X
MEDTRONIC INC	COM	585055106	22,855	542,622	X
MELLON FINL CORP	COM	58551A108	4,157	160,318	X
MERCK & CO INC	COM	589331107	70,922	1,551,575	X
MERCURY INTERACTIVE CORP	COM	589405109	539	31,401	X
MEREDITH CORP	COM	589433101	864	20,065	X
MERRILL LYNCH & CO INC	COM	590188108	11,213	340,305	X
METLIFE INC	COM	59156R108	4,242	186,363	X
METTLER TOLEDO INTERNATIONAL	COM	592688105	204	7,852	X
MICHAELS STORES INC	COM	594087108	673	14,735	X
MICREL INC	COM	594793101	86	13,910	X
MICROSOFT CORP	COM	594918104	166,114	3,797,755	X
MICROCHIP TECHNOLOGY INC	COM	595017104	3,011	147,248	X
MICRON TECHNOLOGY INC	COM	595112103	1,925	155,659	X

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MID ATLANTIC MED SVCS INC	COM	59523C107	3,429	94,710	X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	402	43,084	X
MILLER HERMAN INC	COM	600544100	300	16,888	X
MILLIPORE CORP	COM	601073109	527	16,588	X
MIRANT CORP	COM	604675108	185	83,876	X
MODINE MFG CO	COM	607828100	719	37,800	X
MOHAWK INDS INC	COM	608190104	1,085	21,847	X
MOLEX INC	COM	608554101	1,169	49,717	X
MONSANTO CO NEW	COM	61166W101	2,909	190,250	X
MOODYS CORP	COM	615369105	5,311	109,499	X
MOOG INC	CL A	615394202	359	12,700	X
MORGAN STANLEY	COM NEW	617446448	18,835	555,941	X
MOTOROLA INC	COM	620076109	13,981	1,373,382	X
MURPHY OIL CORP	COM	626717102	5,971	72,750	X
MYLAN LABS INC	COM	628530107	4,795	146,464	X
NCR CORP NEW	COM	62886E108	1,126	56,855	X
NVR INC	COM	62944T105	1,078	3,595	X
NATIONAL CITY CORP	COM	635405103	15,752	552,129	X
NATIONAL COMMERCE FINL CORP	COM	63545P104	315	12,590	X
NATIONAL GRID GROUP PLC	SPONSORED ADR	636274102	1,179	33,115	X
NATIONAL-OILWELL INC	COM	637071101	256	13,220	X
NATIONAL SEMICONDUCTOR CORP	COM	637640103	802	67,188	X

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) SHARED AS DEF. INSTR. V OTHER (B) SHARE (C)
NATIONWIDE FINL SVCS INC	CL A	638612101	242	9,059	X
NATIONWIDE HEALTH PPTYS INC	COM	638620104	605	35,500	X
NAVISTAR INTL CORP NEW	COM	63934E108	852	39,304	X
NEOWARE SYS INC	COM	64065P102	203	14,600	X
NETWORKS ASSOCS INC	COM	640938106	453	42,624	X
NETWORK APPLIANCE INC	COM	64120L104	835	113,943	X
NEUBERGER BERMAN INC	COM	641234109	653	24,238	X
NEW CENTURY FINANCIAL CORP	COM	64352D101	753	32,200	X
NEW YORK CMNTY BANCORP INC	COM	649445103	344	12,221	X
NEW YORK TIMES CO	CL A	650111107	1,894	41,676	X
NEWELL RUBBERMAID INC	COM	651229106	3,935	127,484	X
NEWFIELD EXPL CO	COM	651290108	231	6,880	X
NEWMONT MINING CORP	COM	651639106	6,553	238,204	X
NEXTEL COMMUNICATIONS INC	CL A	65332V103	2,223	294,480	X
NICOR INC	COM	654086107	230	8,170	X
NIKE INC	CL B	654106103	3,204	74,209	X
99 CENTS ONLY STORES	COM	65440K106	310	14,955	X
NISOURCE INC	COM	65473P105	653	37,873	X
NOKIA CORP	SPONSORED ADR	654902204	3,430	258,900	X
NOBLE ENERGY INC	COM	655044105	294	8,646	X
NORDSTROM INC	COM	655664100	398	22,166	X
NORFOLK SOUTHERN CORP	COM	655844108	3,001	148,660	X
NORTEL NETWORKS CORP NEW	COM	656568102	526	973,828	X
NORTH FORK BANCORPORATION NY	COM	659424105	6,748	178,331	X
NORTHERN TR CORP	COM	665859104	2,061	54,630	X

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NORTHROP GRUMMAN CORP	COM	666807102	15,601	125,775	X
NOVELL INC	COM	670006105	93	44,164	X
NOVELLUS SYS INC	COM	670008101	1,002	48,160	X
NSTAR	COM	67019E107	1,160	29,336	X
NUCOR CORP	COM	670346105	1,124	29,646	X
NVIDIA CORP	COM	67066G104	719	84,044	X
OCCIDENTAL PETE CORP DEL	COM	674599105	12,111	426,730	X
OCEAN ENERGY INC DEL	COM	67481E106	1,326	66,451	X
OFFICE DEPOT INC	COM	676220106	1,136	92,041	X
OLD REP INTL CORP	COM	680223104	207	7,286	X
OMNICARE INC	COM	681904108	263	12,462	X
OMNICOM GROUP INC	COM	681919106	6,449	115,819	X
OMNOVA SOLUTIONS INC	COM	682129101	243	53,000	X
ORACLE CORP	COM	68389X105	25,555	3,251,295	X
O REILLY AUTOMOTIVE INC	COM	686091109	227	7,935	X
OUTBACK STEAKHOUSE INC	COM	689899102	237	8,626	X
OWENS ILL INC	COM NEW	690768403	255	22,483	X
OXFORD HEALTH PLANS INC	COM	691471106	3,330	85,525	X
PG&E CORP	COM	69331C108	2,052	182,266	X
PMC-SIERRA INC	COM	69344F106	222	57,305	X
PMI GROUP INC	COM	69344M101	2,767	101,699	X
PNC FINL SVCS GROUP INC	COM	693475105	3,433	81,402	X
PPG INDS INC	COM	693506107	3,197	71,528	X
PPL CORP	COM	69351T106	3,083	94,732	X
PACCAR INC	COM	693718108	2,903	85,926	X
PACTIV CORP	COM	695257105	951	57,790	X
PALL CORP	COM	696429307	361	22,861	X
PALM INC	COM	696642107	38	51,500	X
PARAMETRIC TECHNOLOGY CORP	COM	699173100	57	31,677	X
PARK PL ENTMT CORP	COM	700690100	132	16,573	X
PARKER HANNIFIN CORP	COM	701094104	821	21,483	X
PATINA OIL & GAS CORP	COM	703224105	483	16,950	X
PATTERSON DENTAL CO	COM	703412106	4,123	80,552	X

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PATTERSON UTI ENERGY INC	COM	703481101	762	29,863	X
PAYCHEX INC	COM	704326107	4,251	175,145	X
PENNEY J C INC	COM	708160106	825	51,827	X
PENTAIR INC	COM	709631105	937	25,201	X
PEOPLES ENERGY CORP	COM	711030106	218	6,480	X
PEOPLESOFT INC	COM	712713106	1,347	108,897	X
PEPSI BOTTLING GROUP INC	COM	713409100	5,063	216,358	X
PEPSIAMERICAS INC	COM	71343P200	613	43,171	X
PEPSICO INC	COM	713448108	48,733	1,318,893	X
PERFORMANCE FOOD GROUP CO	COM	713755106	481	14,157	X
PERKINELMER INC	COM	714046109	160	29,344	X
PEROT SYS CORP	CL A	714265105	137	14,772	X
PETSMART INC	COM	716768106	528	29,646	X
PFIZER INC	COM	717081103	124,720	4,297,720	X

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PHARMACEUTICAL PROD DEV INC	COM	717124101	293	15,168	X
PHARMACIA CORP	COM	71713U102	45,851	1,179,292	X
PHELPS DODGE CORP	COM	717265102	392	15,306	X
PHILIP MORRIS COS INC	COM	718154107	62,127	1,601,200	X
PIER 1 IMPORTS INC	COM	720279108	204	10,702	X
PINNACLE WEST CAP CORP	COM	723484101	6,697	241,231	X
PIONEER NAT RES CO	COM	723787107	619	25,515	X
PITNEY BOWES INC	COM	724479100	2,060	67,569	X
PITTSTON CO	COM BRINKS GRP	725701106	722	32,211	X
PIXAR	COM	725811103	2,799	58,196	X
PLANTRONICS INC NEW	COM	727493108	1,038	63,700	X
PLUM CREEK TIMBER CO INC	COM	729251108	991	43,825	X
POGO PRODUCING CO	COM	730448107	2,133	62,634	X
POLARIS INDS INC	COM	731068102	2,159	34,830	X
POLYCOM INC	COM	73172K104	143	20,997	X
POPULAR INC	COM	733174106	2,381	75,334	X
PRAXAIR INC	COM	74005P104	7,957	155,683	X
PRICE T ROWE GROUP INC	COM	74144T108	1,436	57,547	X
PRIDE INTL INC DEL	COM	74153Q102	204	15,705	X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	1,633	62,374	X
PROCTER & GAMBLE CO	COM	742718109	96,975	1,084,973	X
PROGRESS ENERGY INC	COM	743263105	5,822	142,440	X
PROGRESSIVE CORP OHIO	COM	743315103	9,350	184,671	X
PROLOGIS	SH BEN INT	743410102	244	9,796	X
PROTECTIVE LIFE CORP	COM	743674103	2,590	84,189	X
PROVIDIAN FINL CORP	COM	74406A102	895	182,739	X
PRUDENTIAL FINL INC	COM	744320102	9,340	327,020	X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,100	68,855	X
PUBLIC STORAGE INC	COM	74460D109	247	7,758	X
PUGET ENERGY INC NEW	COM	745310102	984	48,229	X
PULITZER INC	COM	745769109	383	9,200	X
PULTE HOMES INC	COM	745867101	1,352	31,726	X
QLOGIC CORP	COM	747277101	2,083	79,977	X
QUALCOMM INC	COM	747525103	14,540	526,432	X
QUANTUM CORP	COM DSSG	747906204	45	20,300	X
QUEST DIAGNOSTICS INC	COM	74834L100	2,499	40,614	X
QUESTAR CORP	COM	748356102	205	8,979	X
QUINTILES TRANSNATIONAL CORP	COM	748767100	299	31,424	X
QWEST COMMUNICATIONS INTL IN	COM	749121109	906	397,219	X
RPM INC OHIO	COM	749685103	451	32,090	X
RF MICRODEVICES INC	COM	749941100	192	32,015	X
RADIAN GROUP INC	COM	750236101	4,938	151,182	X
RADIO ONE INC	CL D NON VTG	75040P405	176	10,690	X
RADIOSHACK CORP	COM	750438103	1,201	59,874	X

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RATIONAL SOFTWARE CORP	COM NEW	75409P202	253	58,631	X
RAYTHEON CO	COM NEW	755111507	7,126	243,220	X
READERS DIGEST ASSN INC	CL A NON VTG	755267101	165	10,524	X



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REALNETWORKS INC	COM	75605L104	63	17,393	X
REEBOK INTL LTD	COM	758110100	255	10,195	X
REGENCY CTRS CORP	COM	758849103	1,248	40,254	X
REGIONS FINL CORP	COM	758940100	7,570	231,713	X
RELIANT ENERGY INC	COM	75952J108	535	53,430	X
RENAL CARE GROUP INC	COM	759930100	297	9,030	X
RENT A CTR INC NEW	COM	76009N100	1,506	28,998	X
REPUBLIC SVCS INC	COM	760759100	1,378	73,301	X
REYNOLDS & REYNOLDS CO	CL A	761695105	819	36,513	X
REYNOLDS R J TOB HLDGS INC	COM	76182K105	1,875	46,506	X
RITE AID CORP	COM	767754104	106	50,497	X
ROBERT HALF INTL INC	COM	770323103	1,065	67,110	X
ROCKWELL AUTOMATION INC	COM	773903109	1,946	119,577	X
ROCKWELL COLLINS INC	COM	774341101	878	40,023	X
ROHM & HAAS CO	COM	775371107	4,456	143,730	X
ROSLYN BANCORP INC	COM	778162107	1,140	65,488	X
ROSS STORES INC	COM	778296103	4,497	126,166	X
ROUSE CO	COM	779273101	207	6,488	X
ROWAN COS INC	COM	779382100	483	25,935	X
ROYAL DUTCH PETE CO	NY REG EUR .56	780257804	1,956	48,700	X
RUBY TUESDAY INC	COM	781182100	272	14,488	X
RYDER SYS INC	COM	783549108	1,375	55,166	X
SBC COMMUNICATIONS INC	COM	78387G103	38,889	1,934,784	X
SEI INVESTMENTS CO	COM	784117103	401	16,788	X
SLM CORP	COM	78442P106	14,385	154,441	X
SPX CORP	COM	784635104	892	8,840	X
SABRE HLDGS CORP	CL A	785905100	1,121	57,912	X
SAFECO CORP	COM	786429100	3,883	122,181	X
SAFeway INC	COM NEW	786514208	8,583	384,897	X
ST JOE CO	COM	790148100	1,008	36,511	X
ST JUDE MED INC	COM	790849103	8,272	231,699	X
ST PAUL COS INC	COM	792860108	1,250	43,541	X
SANMINA SCI CORP	COM	800907107	391	141,233	X
SARA LEE CORP	COM	803111103	6,935	379,158	X
SCANA CORP NEW	COM	80589M102	281	10,791	X
SCHEIN HENRY INC	COM	806407102	2,267	42,972	X
SCHERING PLOUGH CORP	COM	806605101	18,067	847,408	X
SCHLUMBERGER LTD	COM	806857108	4,254	110,599	X
SCHOLASTIC CORP	COM	807066105	988	22,108	X
SCHWAB CHARLES CORP NEW	COM	808513105	5,198	597,511	X
SCIENTIFIC ATLANTA INC	COM	808655104	2,358	188,512	X
SCOTTS CO	CL A	810186106	860	20,634	X
SCRIPPS E W CO OHIO	CL A	811054204	4,525	65,289	X
SEALED AIR CORP NEW	COM	81211K100	466	27,580	X
SEARS ROEBUCK & CO	COM	812387108	7,741	198,477	X
SEMTECH CORP	COM	816850101	393	40,515	X
SEMPRA ENERGY	COM	816851109	2,536	129,040	X
SEQUA CORPORATION	CL A	817320104	2,272	43,600	X
SERVICEMASTER CO	COM	81760N109	200	18,418	X
SHERWIN WILLIAMS CO	COM	824348106	5,707	241,022	X
SICOR INC	COM	825846108	239	15,705	X
SIEBEL SYS INC	COM	826170102	1,240	215,665	X
SIGMA ALDRICH CORP	COM	826552101	2,893	58,711	X
SIMON PPTY GROUP INC NEW	COM	828806109	1,092	30,573	X
SKYWEST INC	COM	830879102	659	50,306	X

ITEM 1:

ITEM 2:

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR. V	(C) SHARE OTHER
SMITH INTL INC	COM	832110100	1,464	49,951	X		
SMITHFIELD FOODS INC	COM	832248108	1,166	74,254	X		
SMUCKER J M CO	COM NEW	832696405	1,849	50,392	X		
SMURFIT-STONE CONTAINER CORP	COM	832727101	132	10,525	X		
SNAP ON INC	COM	833034101	244	10,609	X		
SOLECTRON CORP	COM	834182107	530	251,017	X		
SONOCO PRODS CO	COM	835495102	407	19,082	X		
SOUTHERN CO	COM	842587107	12,660	439,900	X		
SOUTHTRUST CORP	COM	844730101	11,192	461,519	X		
SOUTHWEST AIRLS CO	COM	844741108	11,974	916,816	X		
SOUTHWEST GAS CORP	COM	844895102	1,762	79,200	X		
SOVEREIGN BANCORP INC	COM	845905108	1,922	148,992	X		
SOVRAN SELF STORAGE INC	COM	84610H108	648	21,300	X		
SPRINT CORP	COM FON GROUP	852061100	2,897	317,668	X		
SPRINT CORP	PCS COM SER 1	852061506	706	360,113	X		
SS&C TECHNOLOGIES INC	COM	85227Q100	450	56,600	X		
STANLEY WKS	COM	854616109	706	21,604	X		
STAPLES INC	COM	855030102	2,060	161,085	X		
STARBUCKS CORP	COM	855244109	3,250	157,476	X		
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	1,903	85,339	X		
STATE STR CORP	COM	857477103	4,364	112,928	X		
STERICYCLE INC	COM	858912108	1,021	30,100	X		
STERIS CORP	COM	859152100	1,277	51,263	X		
STILWELL FINL INC	COM	860831106	540	44,764	X		
STORAGE TECHNOLOGY CORP	COM PAR \$0.10	862111200	304	28,960	X		
STRYKER CORP	COM	863667101	4,723	81,989	X		
STUDENT LN CORP	COM	863902102	348	3,844	X		
SUN MICROSYSTEMS INC	COM	866810104	4,194	1,619,208	X		
SUNGARD DATA SYS INC	COM	867363103	4,366	224,483	X		
SUNOCO INC	COM	86764P109	3,295	109,241	X		
SUNTRUST BKS INC	COM	867914103	13,493	219,472	X		
SUPERVALU INC	COM	868536103	1,160	71,816	X		
SYBASE INC	COM	871130100	342	29,471	X		
SYMANTEC CORP	COM	871503108	3,155	93,808	X		
SYMBOL TECHNOLOGIES INC	COM	871508107	463	60,354	X		
SYNOPSYS INC	COM	871607107	1,847	48,420	X		
SYNOVUS FINL CORP	COM	87161C105	2,233	108,297	X		
SYSCO CORP	COM	871829107	17,579	619,198	X		
TCF FINL CORP	COM	872275102	1,333	31,482	X		
TECO ENERGY INC	COM	872375100	431	27,140	X		
TJX COS INC NEW	COM	872540109	10,136	596,234	X		
TRW INC	COM	872649108	3,160	53,975	X		
TMP WORLDWIDE INC	COM	872941109	245	27,258	X		
TXU CORP	COM	873168108	7,277	174,470	X		
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	612	96,300	X		
TARGET CORP	COM	87612E106	18,964	642,399	X		
TECH DATA CORP	COM	878237106	1,797	68,076	X		
TEKTRONIX INC	COM	879131100	309	18,833	X		
TELEPHONE & DATA SYS INC	COM	879433100	1,810	35,885	X		
TELLABS INC	COM	879664100	436	107,207	X		
TEMPLE INLAND INC	COM	879868107	352	9,119	X		
TENET HEALTHCARE CORP	COM	88033G100	22,704	458,665	X		
TERADYNE INC	COM	880770102	663	69,056	X		
TEXAS INSTRS INC	COM	882508104	17,099	1,157,675	X		

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TEXTRON INC	COM	883203101	1,503	44,075	X
THERMO ELECTRON CORP	COM	883556102	1,238	76,722	X
THOMAS & BETTS CORP	COM	884315102	241	17,090	X
THOMAS INDS INC	COM	884425109	992	40,000	X

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					INV. DISCRETION		
					(A)	(B)	(C)
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3COM CORP	COM	885535104	204	51,856	X		
3M CO	COM	88579Y101	32,010	291,075	X		
TIDEWATER INC	COM	886423102	485	17,983	X		
TIFFANY & CO NEW	COM	886547108	1,034	48,237	X		
TITAN CORP	COM	888266103	144	15,011	X		
TORCHMARK CORP	COM	891027104	7,650	223,304	X		
TOYS R US INC	COM	892335100	405	39,778	X		
TRANSKARYOTIC THERAPIES INC	COM	893735100	444	13,700	X		
TRAVELERS PPTY CAS CORP NEW	CL A	89420G109	1,342	101,691	X		
TRAVELERS PPTY CAS CORP NEW	CL B	89420G406	5,254	388,338	X		
TRIAD HOSPITALS INC	COM	89579K109	685	18,040	X		
TRIBUNE CO NEW	COM	896047107	2,619	62,631	X		
TRUSTMARK CORP	COM	898402102	1,235	54,156	X		
TYCO INTL LTD NEW	COM	902124106	9,080	643,999	X		
TYSON FOODS INC	CL A	902494103	160	13,718	X		
UST INC	COM	902911106	7,982	282,967	X		
US BANCORP DEL	COM NEW	902973304	8,747	470,760	X		
USA INTERACTIVE	COM	902984103	977	50,425	X		
UNILEVER N V	N Y SHS NEW	904784709	5,755	96,800	X		
UNION PAC CORP	COM	907818108	8,422	145,541	X		
UNION PLANTERS CORP	COM	908068109	2,630	95,784	X		
UNIONBANCAL CORP	COM	908906100	10,301	245,201	X		
UNISYS CORP	COM	909214108	474	67,786	X		
UNITED ONLINE INC	COM	911268100	346	36,100	X		
UNITED PARCEL SERVICE INC	CL B	911312106	21,786	348,415	X		
UNITED STATES CELLULAR CORP	COM	911684108	368	12,429	X		
UNITED STATES STL CORP NEW	COM	912909108	214	18,466	X		
UNITED TECHNOLOGIES CORP	COM	913017109	23,301	412,473	X		
UNITEDHEALTH GROUP INC	COM	91324P102	18,374	210,662	X		
UNITRIN INC	COM	913275103	682	22,224	X		
UNIVERSAL HLTH SVCS INC	CL B	913903100	2,393	46,782	X		
UNIVISION COMMUNICATIONS INC	CL A	914906102	1,411	61,874	X		
UNOCAL CORP	COM	915289102	2,461	78,415	X		
UNUMPROVIDENT CORP	COM	91529Y106	902	44,336	X		
UTSTARCOM INC	COM	918076100	213	13,921	X		
V F CORP	COM	918204108	1,760	48,917	X		
VALASSIS COMMUNICATIONS INC	COM	918866104	1,290	36,789	X		
VALERO ENERGY CORP NEW	COM	91913Y100	258	9,765	X		
VALLEY NATL BANCORP	COM	919794107	1,589	59,742	X		
VALSPAR CORP	COM	920355104	1,467	39,335	X		
VARCO INTL INC DEL	COM	922122106	327	19,300	X		
VARIAN MED SYS INC	COM	92220P105	2,627	61,111	X		
VECTREN CORP	COM	92240G101	1,655	75,233	X		

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VERISIGN INC	COM	92343E102	159	31,412	X
VERIZON COMMUNICATIONS	COM	92343V104	47,195	1,719,941	X
VERITAS SOFTWARE CO	COM	923436109	3,135	213,682	X
VERTEX PHARMACEUTICALS INC	COM	92532F100	608	32,891	X
VIAD CORP	COM	92552R109	351	17,166	X
VIACOM INC	CL A	925524100	4,967	122,500	X
VIACOM INC	CL B	925524308	38,676	953,780	X
VISHAY INTERTECHNOLOGY INC	COM	928298108	136	15,463	X
VISTEON CORP	COM	92839U107	227	23,966	X
VIVENDI UNIVERSAL	SPON ADR NEW	92851S204	133	11,700	X
VULCAN MATLS CO	COM	929160109	2,058	56,903	X
WACHOVIA CORP 2ND NEW	COM	929903102	26,455	809,262	X
WADDELL & REED FINL INC	CL A	930059100	286	16,185	X
WAL MART STORES INC	COM	931142103	133,822	2,717,751	X
WALGREEN CO	COM	931422109	21,245	690,663	X

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) SHARED AS DEF. INSTR. V OTHER (B) SHARE (C)
WASHINGTON MUT INC	COM	939322103	22,210	705,761	X
WASHINGTON POST CO	CL B	939640108	7,291	11,234	X
WASTE MGMT INC DEL	COM	94106L109	6,809	291,978	X
WATERS CORP	COM	941848103	1,570	64,755	X
WATSON PHARMACEUTICALS INC	COM	942683103	616	25,130	X
WATTS INDS INC	CL A	942749102	569	34,700	X
WEBMD CORP	COM	94769M105	207	41,073	X
WEIGHT WATCHERS INTL INC NEW	COM	948626106	3,102	71,538	X
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	10,157	138,574	X
WELLS FARGO & CO NEW	COM	949746101	36,820	764,528	X
WENDYS INTL INC	COM	950590109	1,549	46,794	X
WESTAMERICA BANCORPORATION	COM	957090103	1,043	25,895	X
WESTWOOD ONE INC	COM	961815107	2,931	81,973	X
WEYERHAEUSER CO	COM	962166104	5,532	126,395	X
WHIRLPOOL CORP	COM	963320106	817	17,808	X
WHOLE FOODS MKT INC	COM	966837106	4,352	101,585	X
WILEY JOHN & SONS INC	CL A	968223206	229	10,396	X
WILLIAMS COS INC DEL	COM	969457100	229	101,121	X
WILLIAMS SONOMA INC	COM	969904101	1,017	43,019	X
WILMINGTON TRUST CORP	COM	971807102	581	20,105	X
WINN DIXIE STORES INC	COM	974280109	277	21,089	X
WISCONSIN ENERGY CORP	COM	976657106	8,106	333,585	X
WORTHINGTON INDS INC	COM	981811102	1,056	56,474	X
WRIGLEY WM JR CO	COM	982526105	2,850	57,583	X
WYETH	COM	983024100	25,906	814,648	X
XTO ENERGY CORP	COM	98385X106	1,850	89,752	X
XCEL ENERGY INC	COM	98389B100	1,130	121,425	X
XILINX INC	COM	983919101	2,419	152,765	X
XEROX CORP	COM	984121103	1,285	259,544	X
YAHOO INC	COM	984332106	2,486	259,750	X
YUM BRANDS INC	COM	988498101	3,823	137,966	X
ZEBRA TECHNOLOGIES CORP	CL A	989207105	3,683	69,898	X

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ZIMMER HLDGS INC	COM	98956P102	7,266	189,514	X
ZIONS BANCORPORATION	COM	989701107	731	16,789	X
GRAND TOTAL			5,190,163		