

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
SEC Accession No. [0000898358-13-000021](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

KORNITZER CAPITAL MANAGEMENT INC /KS

CIK:[898358](#) | IRS No.: [481069845](#) | State of Incorp.:**KS** | Fiscal Year End: **0331**
Type: **13F-HR** | Act: **34** | File No.: [028-03620](#) | Film No.: [13549752](#)

Mailing Address

PO BOX 918
SHAWNEE MISSION KS
66201

Business Address

P O BOX 918
SHAWNEE MISSION KS
66201
9136777778

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: December 31, 2012

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[XX] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Kornitzer Capital Management, Inc.
Address: 5420 W 61st Place
Shawnee Mission, KS 66205

13F File Number: 028-03620 Kornitzer Capital Management, Inc.

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 the Report on Behalf of Reporting Manager:

Name: John C. Kornitzer
Title: President
Phone: 913-677-7778
Signature, Place, and Date of Signing:

John C. Kornitzer Overland Park, KS January 25, 2013

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

List of Other Included Managers:

13F File Number:

Form 13F Information Table Entry Total: 383

Form 13F Information Table Value Total: 6,290,905

<TABLE>

<C><C>

KORNITZER CAPITAL MANAGEMENT, INC

FORM 13F
December 31, 2012

Name of Issuer	Title of class	CUSIP	Value (x\$1000)	Shares/ Prn Amt	Sh/ Prn	Put/ Call	Invstmt Dcretm	Other Managers	Voting Authority		
									Sole	Shared	None
21VIANTET GROUP INC-ADR	COM	90138A103	442	46000	SH		Sole	46000			

3M CO	COM	88579Y101	13376	144057	SH	Sole	144057	
3SBIO INC-ADR	COM	88575Y105	1652	121093	SH	Sole	121093	
8X8 INC.	COM	282914100	1010	136900	SH	Sole	136900	
A T & T INC	COM	00206R102	4573	135665	SH	Sole	135665	
ABB LTD (SW)	COM	000375204	3869	186120	SH	Sole	186120	
ABBOTT LABORATORIES	COM	002824100	42202	644310	SH	Sole	644310	
ABERCROMBIE & FITCH CO. CL A	COM	002896207	15544	324028	SH	Sole	324028	
ABRAXAS PETROLEUM CORP	COM	003830106	142	65000	SH	Sole	65000	
ACI WORLDWIDE INC	COM	004498101	91314	2090050	SH	Sole	2057825	32225
ADELPHIA 13% PFD *ESCROWED FOR	COM	006esc982	0	22985	SH	Sole	22985	
ADELPHIA RECOVER TR SER ACC-6B	COM	00685r839	0	2298500	SH	Sole	2298500	
ADIDAS AG - SPONSORED ADR (GE)	COM	00687A107	654	14740	SH	Sole	14740	
ADTRAN INC	COM	00738A106	126097	6453296	SH	Sole	6356321	96975
ADVENT SOFTWARE	COM	007974108	18342	857925	SH	Sole	842800	15125
ADVISORY BOARD CO	COM	00762W107	14978	320111	SH	Sole	320111	
AFFILIATED MANAGERS GROUP	COM	008252108	25291	194325	SH	Sole	194325	
AGILENT TECHNOLOGIES INC	COM	00846U101	18153	443411	SH	Sole	443411	
AKAMAI TECHNOLOGIES	COM	00971T101	48621	1188475	SH	Sole	1188475	
AKORN INC	COM	009728106	34355	2571456	SH	Sole	2531781	39675
ALCATEL-LUCENT SPONS ADR	COM	013904305	277	199000	SH	Sole	199000	
ALIGN TECHNOLOGY INC	COM	016255101	156477	5638800	SH	Sole	5557725	81075
ALLERGAN INC	COM	018490102	17378	189442	SH	Sole	189442	
ALLSTATE CORP	COM	020002101	16063	399865	SH	Sole	399865	
ALPHA NATURAL RESOURCES INC	COM	02076X102	97	10000	SH	Sole	10000	
ALTERA CORP	COM	021441100	20992	610400	SH	Sole	610400	
AMERESCO INC - CL A	COM	02361E108	416	42400	SH	Sole	42400	
AMERICA MOVIL SAB DE CV ADR (M	COM	02364W105	477	20600	SH	Sole	20600	
AMERICAN EXPRESS COMPANY	COM	025816109	944	16425	SH	Sole	16425	
AMGEN	COM	031162100	1800	20880	SH	Sole	20880	
ANGIES'S LIST INC.	COM	034754101	20161	1681500	SH	Sole	1652125	29375
ANSYS INC	COM	03662q105	14348	213075	SH	Sole	213075	
APACHE CORP	COM	037411105	11047	140720	SH	Sole	140720	
APPLE INC	COM	037833100	47478	89215	SH	Sole	89215	
APPLIED MATERIALS	COM	038222105	2917	255015	SH	Sole	255015	
APPROACH RESOURCES	COM	03834A103	1376	55000	SH	Sole	55000	
ARUBA NETWORKS, INC.	COM	043176106	55286	2665650	SH	Sole	2619775	45875
ASML HOLDING NV ORD	COM	N07059186	659	10241	SH	Sole	10241	
ATHENAHEALTH INC	COM	04685W103	81299	1109275	SH	Sole	1092125	17150
AUTOLIV INC (SE)	COM	052800109	16952	251550	SH	Sole	251550	
AVAGO TECHNOLOGIES	COM	Y0486S104	730	23070	SH	Sole	23070	
BAKER HUGHES INC	COM	057224107	38825	950493	SH	Sole	950493	
BANK OF AMERICA CORP	COM	060505104	318	27400	SH	Sole	27400	
BAXTER INTL INC	COM	071813109	30526	457930	SH	Sole	457930	
BAYER AKTIENGES - SPONSORED AD	COM	072730302	2470	26064	SH	Sole	26064	
BECTON DICKINSON & CO.	COM	075887109	791	10110	SH	Sole	10110	
BMW GROUP-UNSPONSORED ADR	COM	072743206	240	7500	SH	Sole	7500	
BOARDWALK PIPELINE (Annual K-1	COM	096627104	2051	82350	SH	Sole	82350	
BOEING CO.	COM	097023105	35133	466208	SH	Sole	466208	
BORG WARNER INC	COM	099724106	18576	259375	SH	Sole	259375	
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	1120	42450	SH	Sole	42450	
BP PLC, INC ADR (UK)	COM	055622104	20188	484814	SH	Sole	484814	
BRISTOL MYERS SQUIBB CO	COM	110122108	269	8250	SH	Sole	8250	
BROADCOM CORP	COM	111320107	19767	595200	SH	Sole	595200	
BROADSOFT INC.	COM	11133B409	32807	903025	SH	Sole	889325	13700
CABOT MICROELECTRONICS CORP	COM	12709P103	37897	1067211	SH	Sole	1048986	18225
CAMECO CORP (CA)	COM	13321L108	355	18000	SH	Sole	18000	
CAMPBELL SOUP CO	COM	134429109	8666	248375	SH	Sole	248375	
CANADIAN PACIFIC RAILWAY LTD A	COM	13645T100	406	4000	SH	Sole	4000	
CANON INC - SPONS ADR	COM	138006309	478	12200	SH	Sole	12200	
CERNER CORP	COM	156782104	8809	113650	SH	Sole	113650	
CHARLES RIVER LABS	COM	159864107	19558	521975	SH	Sole	521975	
CHART INDUSTRIES INC	COM	16115Q308	70979	1064329	SH	Sole	1050754	13575
CHECKPOINT SOFTWARE TECH LTD A	COM	M22465104	10409	218500	SH	Sole	218500	
CHEVRON CORP	COM	166764100	41696	385577	SH	Sole	385577	
CHUBB CORP	COM	171232101	12437	165117	SH	Sole	165117	
CIA CERVECERIAS UNIDAS-ADR	COM	204429104	1692	53500	SH	Sole	53500	
CINCINNATI FINANCIAL CORP	COM	172062101	9752	249041	SH	Sole	249041	
CISCO SYS INC COM	COM	17275R102	18625	947891	SH	Sole	947891	
CITRIX	COM	177376100	7159	109100	SH	Sole	109100	
CLIFFS NATURAL RESOURCES	COM	18683K101	364	9444	SH	Sole	9444	
CLOROX CO	COM	189054109	11553	157780	SH	Sole	157780	
COACH INC	COM	189754104	7422	133700	SH	Sole	133700	
COCA-COLA	COM	191216100	38092	1050805	SH	Sole	1050805	
COLGATE PALMOLIVE CO	COM	194162103	10517	100605	SH	Sole	100605	
COMPANHIA DE BEBIDAS (AMBEV)-AD	COM	20441W203	2246	53500	SH	Sole	53500	
COMPUTER PROGRAMS & SYSTEMS	COM	205306103	1007	20000	SH	Sole	20000	
COMSCORE INC.	COM	20564W105	858	62300	SH	Sole	62300	
CONAGRA INC	COM	205887102	6424	217775	SH	Sole	217775	
CONOCOPHILLIPS	COM	20825C104	28889	498165	SH	Sole	498165	
CORNERSTONE ONDEMAND INC.	COM	21925Y103	37353	1264914	SH	Sole	1239014	25900
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	109968	2317076	SH	Sole	2277901	39175
COSTAR GROUP INC	COM	22160N109	87069	974250	SH	Sole	957250	17000
COSTCO WHOLESALE	COM	22160K105	20933	212020	SH	Sole	212020	
COVANTA HOLDING CORP.	COM	22282E102	12292	667300	SH	Sole	667300	
CSX CORP	COM	126408103	1442	73111	SH	Sole	73111	

DEALERTRACK TECHNOLOGIES INC.	COM	242309102	88567	3083818	SH	Sole	3031568	52250
DECKERS OUTDOOR	COM	243537107	43788	1087350	SH	Sole	1071900	15450
DELEK LOGISTICS PARTNERS LP (A	COM	24664T103	4634	201500	SH	Sole	201500	
DIAGEO PLC ADR (UK)	COM	25243Q205	4455	38210	SH	Sole	38210	
DICE HOLDINGS, INC.	COM	253017107	34811	3792025	SH	Sole	3727325	64700
DISNEY (WALT) CO.	COM	254687106	640	12850	SH	Sole	12850	
DOCTOR REDDY'S LAB - ADR (IN)	COM	256135203	942	28300	SH	Sole	28300	
DOLBY LABORATORIES INC - CL A	COM	25659T107	20954	714439	SH	Sole	714439	
DOVER CORP	COM	260003108	846	12880	SH	Sole	12880	
DOW CHEMICAL	COM	260543103	15846	490150	SH	Sole	490150	
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	7033	159185	SH	Sole	159185	
DTS, INC	COM	23335C101	14778	884900	SH	Sole	870475	14425
DYAX CORP.	COM	26746E103	1227	352468	SH	Sole	352468	
E I DUPONT DE NEMOURS & CO	COM	263534109	28657	637133	SH	Sole	637133	
E2OPEN, INC.	COM	29788A104	899	63500	SH	Sole	63500	
EATON VANCE CORP-NON VTG	COM	278265103	10786	338650	SH	Sole	338650	
EBAY INC	COM	278642103	12148	238200	SH	Sole	238200	
ELECTRO SCIENTIFIC INDS INC	COM	285229100	578	58100	SH	Sole	58100	
ELECTRONIC ARTS INC	COM	285512109	15796	1087875	SH	Sole	1087875	
ELI LILLY & CO COM	COM	532457108	28434	576527	SH	Sole	576527	
ELLIE MAE INC	COM	28849F100	907	32700	SH	Sole	32700	
EMC CORPORATION MASSACHUSETTS	COM	268648102	24153	954650	SH	Sole	954650	
EMERALD OIL, INC	COM	29101U209	78	14800	SH	Sole	14800	
EMERSON ELECTRIC CO	COM	291011104	16720	315712	SH	Sole	315712	
ENTERPRISE PRODUCTS PARTNERS	COM	293792107	316	6300	SH	Sole	6300	
ENVESTNET INC	COM	29404K106	848	60800	SH	Sole	60800	
EQT MIDSTREAM PARTNERS LP	COM	26885B100	3894	125000	SH	Sole	125000	
EQUINIX INC	COM	29444U502	16666	80825	SH	Sole	80825	
ERICSSON L.M. CO CLASS B-SPON	COM	294821608	893	88400	SH	Sole	88400	
EXA CORP.	COM	300614500	777	79900	SH	Sole	79900	
EXELIS INC.	COM	30162A108	1031	91525	SH	Sole	91525	
EXELON CORP	COM	30161N101	330	11100	SH	Sole	11100	
EXFO INC.	COM	302046107	918	172000	SH	Sole	172000	
EXPONENT INC	COM	30214U102	927	16600	SH	Sole	16600	
EXXON MOBIL CORP COM	COM	30231G102	25139	290459	SH	Sole	290459	
F5 NETWORKS INC	COM	315616102	5887	60600	SH	Sole	60600	
FACEBOOK, INC.	COM	30303M102	18240	685200	SH	Sole	685200	
FARO TECHNOLOGIES INC	COM	311642102	7012	196518	SH	Sole	196518	
FEDEX CORPORATION	COM	31428X106	7842	85500	SH	Sole	85500	
FERRELLGAS PARTNERS L P	COM	315293100	303	18000	SH	Sole	18000	
FGBC BANCSHARES INC *private s	COM	30246U104	0	30000	SH	Sole	30000	
FINANCIAL ENGINES INC.	COM	317485100	63545	2290750	SH	Sole	2256075	34675
FIRSTSERVICE CORPORATION	COM	33761N109	42007	1488039	SH	Sole	1462089	25950
FISERV INC	COM	337738108	6860	86800	SH	Sole	86800	
FLEETMatics GROUP LTD	COM	G35569105	1069	42500	SH	Sole	42500	
FLUOR CORP 'NEW'	COM	343412102	1886	32100	SH	Sole	32100	
FMC CORP	COM	302491303	24119	412150	SH	Sole	412150	
FORD MOTOR CO	COM	345370860	1190	91875	SH	Sole	91875	
FOREST LABS	COM	345838106	24541	694825	SH	Sole	694825	
FOREST OIL CORP	COM	346091705	210	31450	SH	Sole	31450	
FORTINET INC.	COM	34959E109	20521	976275	SH	Sole	976275	
FORUM ENERGY TECHNOLOGIES, INC	COM	34984V100	20708	836675	SH	Sole	836675	
FRANKLIN RESOURCES INC	COM	354613101	1106	8800	SH	Sole	8800	
FREEPORT MCMORAN COPPER & GOLD	COM	35671D857	281	8225	SH	Sole	8225	
FRESH MARKET INC/THE	COM	35804H106	75308	1565977	SH	Sole	1539602	26375
FRONTIER COMMUNICATIONS CORP	COM	35906A108	82	19167	SH	Sole	19167	
GALLAGHER ARTHUR J & CO	COM	363576109	1854	53500	SH	Sole	53500	
GENERAL CABLE CORP. (DE) (NEW)	COM	369300108	248	8150	SH	Sole	8150	
GENERAL DYNAMICS CORP	COM	369550108	237	3417	SH	Sole	3417	
GENERAL ELECTRIC	COM	369604103	47099	2243864	SH	Sole	2243864	
GENERAL MILLS	COM	370334104	18624	460760	SH	Sole	460760	
GENESE & WYOMING INC - CL A	COM	371559105	36449	479085	SH	Sole	473610	5475
GENTEX CORP	COM	371901109	66833	3545530	SH	Sole	3504530	41000
GENUINE PARTS CO	COM	372460105	235	3698	SH	Sole	3698	
GILEAD SCIENCES INC	COM	375558103	10738	146200	SH	Sole	146200	
GLAXO SMITHKLINE ADR	COM	37733W105	18964	436252	SH	Sole	436252	
GOLDMAN SACHS GROUP INC.	COM	38141G104	9695	76000	SH	Sole	76000	
GOOGLE INC-CL A	COM	38259P508	17143	24234	SH	Sole	24234	
GRAINGER W W INC	COM	384802104	8358	41300	SH	Sole	41300	
GREAT PLAINS ENERGY INC	COM	391164100	355	17500	SH	Sole	17500	
GUIDEWIRE SOFTWARE INC	COM	40171V100	1427	48000	SH	Sole	48000	
H. J. HEINZ	COM	423074103	1877	32550	SH	Sole	32550	
HAEMONETICS	COM	405024100	73600	1802150	SH	Sole	1772650	29500
HALLIBURTON CO.	COM	406216101	209	6025	SH	Sole	6025	
HARMAN INTERNATIONAL INDUSTRIE	COM	413086109	88801	1989275	SH	Sole	1963300	25975
HEALTHSTREAM INC	COM	42222N103	700	28800	SH	Sole	28800	
HECLA MINING CO DEL	COM	422704106	87	15000	SH	Sole	15000	
HERBALIFE LTD.	COM	G4412G101	7863	238700	SH	Sole	238700	
HERITAGE-CRYSTAL CLEAN INC.	COM	42726M106	1094	72900	SH	Sole	72900	
HERSHEY FOODS	COM	427866108	448	6200	SH	Sole	6200	
HESS CORP	COM	42809H107	3464	65410	SH	Sole	65410	
HEXCEL CORP	COM	428291108	117945	4374800	SH	Sole	4301675	73125
HIBBETT SPORTS INC	COM	428567101	30274	574450	SH	Sole	563650	10800
HOLLYFRONTIER CORP (HFC)	COM	436106108	11342	243649	SH	Sole	243649	
HORSEHEAD HOLDING CORP.	COM	440694305	883	86500	SH	Sole	86500	

HOSPIRA	COM	441060100	32359	1035825	SH	Sole	1035825	
HUANENG POWER INTERNATIONAL IN	COM	443304100	446	12000	SH	Sole	12000	
ICON PLC - SPONSORED ADR	COM	45103T107	63374	2282925	SH	Sole	2242900	40025
ICU MEDICAL, INC.	COM	44930G107	1066	17500	SH	Sole	17500	
ILLINOIS TOOL WORKS INC	COM	452308109	1088	17900	SH	Sole	17900	
ILLUMINA INC	COM	452327109	29134	524089	SH	Sole	524089	
IMPERVA INC	COM	45321L100	653	20700	SH	Sole	20700	
INFOBLOX	COM	45672H104	19984	1112075	SH	Sole	1092450	19625
INSULET CORP	COM	45784P101	18267	860819	SH	Sole	847394	13425
INT'L BUSINESS MACHINES	COM	459200101	11399	59507	SH	Sole	59507	
INTEL CORP	COM	458140100	36574	1773693	SH	Sole	1773693	
INTERNAP NETWORK SERVICES CORP	COM	45885A300	29271	4226275	SH	Sole	4159625	66650
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	14724	1039108	SH	Sole	1039108	
INTERXION HOLDINGS NV	COM	N47279109	6848	288211	SH	Sole	288211	
IROBOT CORP	COM	462726100	901	48100	SH	Sole	48100	
ITT CORPORATION	COM	450911201	446	19025	SH	Sole	19025	
J P MORGAN CHASE	COM	46625H100	15767	358600	SH	Sole	358600	
JOHNSON & JOHNSON	COM	478160104	34639	494133	SH	Sole	494133	
JOHNSON CONTROLS INC	COM	478366107	4041	131745	SH	Sole	131745	
JUNIPER NETWORKS	COM	48203R104	43875	2230575	SH	Sole	2230575	
KANSAS CITY SOUTHERN INC	COM	485170302	1364	16338	SH	Sole	16338	
KELLOGG CO	COM	487836108	17549	314225	SH	Sole	314225	
KEYNOTE SYSTEMS	COM	493308100	1230	87300	SH	Sole	87300	
KIMBERLY-CLARK CORP	COM	494368103	14759	174812	SH	Sole	174812	
KINDER MORGAN INC	COM	49456B101	2503	70850	SH	Sole	70850	
KLA TENCOR CORP	COM	482480100	22396	468925	SH	Sole	468925	
KRAFT FOODS GROUP INC	COM	50076Q106	5440	119647	SH	Sole	119647	
LANDAUER INC	COM	51476K103	1145	18700	SH	Sole	18700	
LANDMARK BANCORP INC.	COM	51504L107	972	48847	SH	Sole	48847	
LENTUO INTERNATIONAL INC - SPO	COM	526353107	510	418210	SH	Sole	418210	
LIFE TIME FITNESS INC	COM	53217R207	130045	2642655	SH	Sole	2601930	40725
LIFELock, INC.	COM	53224V100	5475	673400	SH	Sole	673400	
LINN ENERGY	COM	536020100	2995	85000	SH	Sole	85000	
LIONS GATE ENTERTAINMENT	COM	535919203	49622	3025762	SH	Sole	3025762	
LKQ CORP	COM	501889208	10430	494300	SH	Sole	494300	
LOGMEIN INC	COM	54142L109	48668	2171707	SH	Sole	2134582	37125
LUFKIN INDUSTRIES INC	COM	549764108	99347	1709050	SH	Sole	1683725	25325
LUXOTTICA GROUP SPA SPONSORED	COM	55068R202	810	19600	SH	Sole	19600	
MAGELLAN PETROLEUM CORP	COM	559091301	357	387000	SH	Sole	387000	
MAGNUM HUNTER RESOURCES CORP	COM	55973B102	399	100000	SH	Sole	100000	
MANHATTAN ASSOCIATES	COM	562750109	43608	722700	SH	Sole	710300	12400
MARATHON OIL CORP	COM	565849106	13713	447253	SH	Sole	447253	
MARATHON PETROLEUM CORP	COM	56585A102	5738	91075	SH	Sole	91075	
MARKETAXESS HOLDINGS, INC.	COM	57060D108	77547	2196806	SH	Sole	2160631	36175
MARRIOTT INTERNATIONAL CLASS A	COM	571903202	1209	32450	SH	Sole	32450	
MCDONALD'S CORP	COM	580135101	43335	491266	SH	Sole	491266	
MEDIDATA SOLUTIONS INC	COM	58471A105	1164	29700	SH	Sole	29700	
MERCK & CO NEW	COM	58933Y105	8246	201411	SH	Sole	201411	
MERIDIAN BIOSCIENCE	COM	589584101	908	44825	SH	Sole	44825	
MGP INGREDIENTS INC	COM	55303J106	100	29300	SH	Sole	29300	
MICROCHIP TECHNOLOGY INC.	COM	595017104	3500	107400	SH	Sole	107400	
MICROS SYSTEMS INC	COM	594901100	12484	294150	SH	Sole	294150	
MICROSOFT CORP	COM	594918104	30392	1137846	SH	Sole	1137846	
MILLENNIAL MEDIA INC	COM	60040N105	23475	1873525	SH	Sole	1846425	27100
MINDRAY MEDICAL INTL LTD -ADR	COM	602675100	556	17000	SH	Sole	17000	
MITEK SYSTEMS INC	COM	606710200	440	137100	SH	Sole	137100	
MKS INSTRUMENTS, INC	COM	55306N104	70189	2722621	SH	Sole	2675596	47025
MONDELEZ INTL INC	COM	609207105	9385	368706	SH	Sole	368706	
MONSANTO CO	COM	61166W101	26237	277196	SH	Sole	277196	
MOODY'S CORPORATION	COM	615369105	16511	328125	SH	Sole	328125	
MORNINGSTAR INC.	COM	617700109	86998	1384654	SH	Sole	1367629	17025
MOTOROLA SOLUTIONS INC	COM	620076307	7545	135500	SH	Sole	135500	
MPLX LP (Annual K1s)	COM	55336V100	2386	76500	SH	Sole	76500	
MSCI INC	COM	55354G100	16458	531085	SH	Sole	531085	
MYR GROUP INC.	COM	55405W104	1456	65450	SH	Sole	65450	
NATIONAL INSTRUMENTS CORP	COM	636518102	76654	2969932	SH	Sole	2935107	34825
NATIONAL OILWELL VARCO INC	COM	637071101	836	12230	SH	Sole	12230	
NATIONAL RESEARCH CORP	COM	637372103	1122	20700	SH	Sole	20700	
NEOGEN CORP	COM	640491106	995	21950	SH	Sole	21950	
NESTLE S A SPONSORED ADR REPST	COM	641069406	365	5600	SH	Sole	5600	
NETAPP INC	COM	64110D104	19803	590250	SH	Sole	590250	
NEUSTAR, INC.	COM	64126X201	112837	2691077	SH	Sole	2655137	35940
NEWMONT MINING CORP	COM	651639106	36946	795556	SH	Sole	795556	
NIKE INC	COM	654106103	11411	221150	SH	Sole	221150	
NORFOLK SOUTHERN CORP	COM	655844108	1013	16375	SH	Sole	16375	
NORTHERN TRUST CORP	COM	665859104	36604	729745	SH	Sole	729745	
NORTHROP GRUMMAN CORP	COM	666807102	335	4950	SH	Sole	4950	
NUSTAR ENERGY LP (Annual K1s)	COM	67058H102	3404	80125	SH	Sole	80125	
NVE CORP	COM	629445206	1021	18400	SH	Sole	18400	
OGE ENERGY CORP	COM	670837103	1413	25100	SH	Sole	25100	
OMNICELL INC	COM	68213N109	1417	95300	SH	Sole	95300	
ORACLE CORP	COM	68389X105	22579	677650	SH	Sole	677650	
OXFORD INDUSTRIES INC	COM	691497309	59434	1282009	SH	Sole	1260459	21550
PANDORA MEDIA, INC.	COM	698354107	52691	5739750	SH	Sole	5649425	90325
PATTERSON-UTI ENERGY INC.	COM	703481101	6318	339115	SH	Sole	339115	

PAYCHEX COM	COM	704326107	1747	56162	SH	Sole	56162	
PDF SOLUTIONS, INC	COM	693282105	1410	102350	SH	Sole	102350	
PENTAIR LTD	COM	H6169Q108	7549	153600	SH	Sole	153600	
PEPSICO INC.	COM	713448108	21549	314912	SH	Sole	314912	
PERRIGO COMPANY	COM	714290103	702	6750	SH	Sole	6750	
PETROLEO BRASILEIRO S.A. ADR	COM	71654V408	495	25400	SH	Sole	25400	
PETROLEO BRASILEIRO S.A.-ADR C	COM	71654V101	999	51725	SH	Sole	51725	
PETSMART	COM	716768106	7690	112525	SH	Sole	112525	
PFIZER	COM	717081103	13538	539824	SH	Sole	539824	
PHILLIPS 66	COM	718546104	12329	232192	SH	Sole	232192	
PIONEER NATURAL RESOURCES CO.	COM	723787107	2558	24000	SH	Sole	24000	
PITNEY BOWES INC	COM	724479100	11212	1053765	SH	Sole	1053765	
PLUM CREEK TIMBER CO LP	COM	729251108	1198	27000	SH	Sole	27000	
POLYPORE INTERNATIONAL	COM	73179V103	85381	1836150	SH	Sole	1805050	31100
POTASH CORP OF SASKATCHEWAN	COM	73755L107	211	5178	SH	Sole	5178	
PRAXAIR INC	COM	74005P104	6141	56105	SH	Sole	56105	
PRECISION CASTPARTS CORP	COM	740189105	1231	6500	SH	Sole	6500	
PROCERA NETWORKS, INC.	COM	74269U203	1185	63900	SH	Sole	63900	
PROCTER & GAMBLE	COM	742718109	30245	445495	SH	Sole	445495	
PROOFPOINT, INC.	COM	743424103	865	70300	SH	Sole	70300	
PROS HOLDINGS INC	COM	74346Y103	1211	66200	SH	Sole	66200	
PROTO LABS INC	COM	743713109	1084	27500	SH	Sole	27500	
QEP RESOURCES INC	COM	74733V100	7549	249375	SH	Sole	249375	
QUALCOMM INC	COM	747525103	21269	343825	SH	Sole	343825	
QUANTA SERVICES INC	COM	74762E102	29606	1084875	SH	Sole	1084875	
QUESTAR CORP	COM	748356102	17043	862480	SH	Sole	862480	
QUIDEL CORPORATION	COM	74838J101	6835	366100	SH	Sole	366100	
RALPH LAUREN CORP	COM	751212101	6581	43900	SH	Sole	43900	
RAYTHEON COMPANY	COM	755111507	420	7300	SH	Sole	7300	
REALPAGE INC.	COM	75606N109	7745	359050	SH	Sole	343975	15075
RED HAT INC	COM	756577102	9072	171300	SH	Sole	171300	
REPUBLIC SERVICES INC	COM	760759100	3713	126598	SH	Sole	126598	
ROPER INDUSTRIES INC	COM	776696106	7335	65800	SH	Sole	65800	
ROYAL DUTCH SHELL PLC CL A ADR	COM	780259206	39672	575378	SH	Sole	575378	
RealD, Inc	COM	756041105	31958	2850875	SH	Sole	2800875	50000
SAMSON OIL & GAS LTD-SP ADR	COM	796043107	58	75000	SH	Sole	75000	
SAP AKTIENGESLLSCHAFT AG ADR (COM	803054204	1921	23900	SH	Sole	23900	
SCHLUMBERGER LTD	COM	806857108	39240	566251	SH	Sole	566251	
SCIQEST INC	COM	80908T101	1320	83200	SH	Sole	83200	
SEADRILL PARTNERS LLC (Annual	COM	Y7545W109	1924	75000	SH	Sole	75000	
SEMTECH CORP	COM	816850101	91062	3145490	SH	Sole	3095415	50075
SEQUANS COMMUNICATIONS - ADR	COM	817323108	115	49000	SH	Sole	49000	
SERVESOURCE INTERNATIONAL IN	COM	81763U100	12054	2060575	SH	Sole	2029200	31375
SHFL ENTERTAINMENT INC	COM	78423R105	1240	85500	SH	Sole	85500	
SIEMENS AG ADR (GE)	COM	826197501	493	4500	SH	Sole	4500	
SMART BALANCE INC.	COM	83169Y108	1232	95475	SH	Sole	95475	
SMITH & NEPHEW PLC - SPONSORED	COM	83175M205	825	14900	SH	Sole	14900	
SOLERA HOLDINGS INC	COM	83421A104	17097	319750	SH	Sole	319750	
SPS COMMERCE INC	COM	78463M107	1509	40500	SH	Sole	40500	
STARWOOD HOTELS AND RESORTS	COM	85590A401	7421	129375	SH	Sole	129375	
STERICYCLE INC	COM	858912108	9552	102400	SH	Sole	102400	
STIFEL FINANCIAL CORP	COM	860630102	52615	1645775	SH	Sole	1617600	28175
STRATASYS LTD	COM	M85548101	117718	1468725	SH	Sole	1443525	25200
SUNCOR ENERGY INC	COM	867224107	3554	107775	SH	Sole	107775	
SUSSER PETROLEUM PARTNERS LP (COM	869239103	9164	364215	SH	Sole	364215	
SWIFT ENERGY	COM	870738101	491	31900	SH	Sole	31900	
SYNCHRONOSS TECHNOLOGIES INC.	COM	87157B103	812	38500	SH	Sole	38500	
SYNGENTA ADR (SW)	COM	87160A100	1429	17690	SH	Sole	17690	
SYSO CORP	COM	871829107	9134	288515	SH	Sole	288515	
TAIWAN SEMICONDUCTOR MFG CO LT	COM	874039100	1880	109576	SH	Sole	109576	
TANGOE INC/CT	COM	87582Y108	941	79300	SH	Sole	79300	
TECHNE CORP	COM	878377100	69196	1012525	SH	Sole	995875	16650
TECK RESOURCES LTD ADR	COM	878742204	305	8400	SH	Sole	8400	
TEVA PHARMACEUTICAL ADR (IS)	COM	881624209	590	15800	SH	Sole	15800	
THERMON GROUP HOLDINGS INC	COM	88362T103	1446	64200	SH	Sole	64200	
TIDEWATER INC	COM	886423102	5762	128970	SH	Sole	128970	
TIM PARTICIPACOES S.A.	COM	88706P205	1425	71880	SH	Sole	71880	
TOYOTA MOTOR CORP ADR	COM	892331307	1492	16000	SH	Sole	16000	
U S ENERGY CORP WYOMING	COM	911805109	217	145000	SH	Sole	145000	
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	52855	559850	SH	Sole	550025	9825
UNDER ARMOUR, INC.	COM	904311107	24908	513250	SH	Sole	513250	
UNILEVER NV NY -ADR (NA)	COM	904784709	1417	37000	SH	Sole	37000	
UNILEVER PLC ADR	COM	904767704	840	21700	SH	Sole	21700	
UNIT CORP	COM	909218109	822	18250	SH	Sole	18250	
UNITED PARCEL SERVICE - CL B	COM	911312106	2094	28407	SH	Sole	28407	
UNITED TECHNOLOGIES CORP	COM	913017109	6025	73465	SH	Sole	73465	
URBAN OUTFITTERS INC	COM	917047102	21017	533975	SH	Sole	533975	
VAALCO ENERGY, INC	COM	91851C201	5336	616865	SH	Sole	616865	
VALMONT INDUSTRIES	COM	920253101	68500	501650	SH	Sole	493250	8400
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	9684	137875	SH	Sole	137875	
VENTAS INC	COM	92276f100	201	3100	SH	Sole	3100	
VERA BRADLEY INC	COM	92335C106	46379	1847775	SH	Sole	1815175	32600
VERIFONE HLDGS INC	COM	92342Y109	13394	451275	SH	Sole	451275	
VERISK ANALYTICS INC- CLASS A	COM	92345Y106	15538	304850	SH	Sole	304850	
VERIZON COMM	COM	92343V104	4212	97350	SH	Sole	97350	

VISA INC	COM	92826C839	10633	70150	SH	Sole	70150	
WADDELL & REED FINANCIAL	COM	930059100	85550	2456925	SH	Sole	2415275	41650
WAL MART STORES INC.	COM	931142103	27652	405271	SH	Sole	405271	
WAL-MART DE MEXICO SA DE CV SP	COM	93114W107	513	15800	SH	Sole	15800	
WALGREEN CO	COM	931422109	9851	266175	SH	Sole	266175	
WALKER & DUNLOP INC (WD)	COM	93148F102	167	10000	SH	Sole	10000	
WARNER CHILCOTT PLC	COM	G94368100	5605	465525	SH	Sole	465525	
WASTE MANAGEMENT	COM	94106L109	21506	637415	SH	Sole	637415	
WATERS CORPORATION	COM	941848103	225	2582	SH	Sole	2582	
WHOLE FOODS MARKET INC	COM	966837106	12931	141850	SH	Sole	141850	
WPP PLC-SPONS ADR	COM	92933H101	467	6400	SH	Sole	6400	
XYLEM INC.	COM	98419M100	2325	85810	SH	Sole	85810	
YUM! BRANDS INC	COM	988498101	6004	90420	SH	Sole	90420	
ZIXIT CORP	COM	98974P100	987	353700	SH	Sole	353700	
MAGNUM HUNTER buy \$10.50 sh, e WT		55973G119	0	10000	SH	Sole	10000	
AMG CAPITAL TR I CONV PRFD 5.1 PFD CV		00169X203	2914	55342	SH	Sole	55342	
CARRIAGE SERVICES CAP 7% PFD CV		14444T309	4731	101875	SH	Sole	101875	
HEALTHSOUTH CORP (HLS) 6.5% CO PFD CV		421924408	2594	2500	SH	Sole	2500	
INTERPUBLIC GRP 5.25% CONV PRF PFD CV		460690803	2150	2005	SH	Sole	2005	
OMNICARE CAPITAL 4% 06/15/33 S PFD CV		68214Q200	5047	105000	SH	Sole	105000	
CHARLES RIVER LABORATORIES (CR CONV		159864AB3	3499	3490000	PRN	Sole	3490000	
CHART INDUSTRIES (GTLS) CONV		16115QAC4	308	250000	PRN	Sole	250000	
COVANTA HOLDING (CVA) CONV		22282EAC6	1208	1000000	PRN	Sole	1000000	
DEALERTRACK TECHNOLOGIES (TRAK CONV		242309AA0	3167	3000000	PRN	Sole	3000000	
GENERAL CABLE CORP (BGC) CONV		369300AL2	2157	2000000	PRN	Sole	2000000	
GREENBRIER COS INC (GBX) CONV		393657AH4	908	1000000	PRN	Sole	1000000	
GROUP 1 AUTOMOTIVE (GPI) - Dis CONV		398905AE9	540	460000	PRN	Sole	460000	
HOLOGIC INC (HOLX) Discrete P CONV		436440AA9	2931	2940000	PRN	Sole	2940000	
HORNBECK OFFSHORE SERVICES (HO CONV		440543AE6	4545	4500000	PRN	Sole	4500000	
INTERPUBLIC GROUP (IPG) - Disc CONV		460690BE9	1024	1000000	PRN	Sole	1000000	
JANUS CAPITAL GROUP (JNS) non CONV		47102XAG0	1387	1335000	PRN	Sole	1335000	
LIBERTY MEDIA INC SR EXCHANGEA CONV		530715AR2	969	1025000	PRN	Sole	1025000	
LIONS GATE ENTERTAINMENT (LGF) CONV		53626YAA6	2193	1065000	PRN	Sole	1065000	
LIONS GATE ENTERTAINMENT (LGF) CONV		53626YAH1	73659	45000000	PRN	Sole	45000000	
LIVE NATION INC (LYV) - Discre CONV		538034AB5	4752	4800000	PRN	Sole	4800000	
MOLYCORP INC (MCP) CONV		608753AF6	14345	15250000	PRN	Sole	15250000	
NUVASIVE INC (NUVA) CONV		670704AB1	1992	2000000	PRN	Sole	2000000	
OMNICARE INC CONV		681904AP3	2036	2000000	PRN	Sole	2000000	
PHILIP SERVICES CORP 3% BEGINS CONV		718193AB1	0	21178	PRN	Sole	21178	
ROVI CORP (ROVI) CONV		779376AB8	10640	10700000	PRN	Sole	10700000	
STEEL DYMANICS (STLD) CONV		858119AP5	218	200000	PRN	Sole	200000	
WESCO INTL (WCC) CONV		95082PAH8	1945	785000	PRN	Sole	785000	
REPORT SUMMARY	383 DATA RECORDS		6290905			0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED		

<c><c>
</TABLE>