

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-15** | Period of Report: **2012-12-31**  
SEC Accession No. **0000045319-13-000001**

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FILER

**MEYER HANDELMAN CO**

CIK: **45319** | IRS No.: **135600575** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **13F-HR** | Act: **34** | File No.: **028-00923** | Film No.: **13530086**

Mailing Address

*RECKSON EXECUTIVE  
PARK  
4 INTERNATIONAL DRIVE  
RYE BROOK NY 10573*

Business Address

*ROYAL EXECUTIVE PARK  
4 INTERNATIONAL DRIVE  
RYE BROOK NY 10573-1056  
2122692840*

FORM 13F

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR YEAR OR QUARTER ENDED: December 31, 2012

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: MEYER HANDELMAN COMPANY  
ADDRESS: ROYAL EXECUTIVE PARK  
4 INTERNATIONAL DRIVE  
RYE BROOK, N Y 10573-1056

13F FILE NUMBER: 80100661

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: WILLIAM HANDELMAN  
TITLE: PARTNER  
PHONE: 914-939-4060  
SIGNATURE, PLACE, AND DATE OF SIGNING:

WILLIAM R. HANDELMAN RYEBROOK, NEW YORK, January 15, 2012

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: 2  
FORM 13F INFORMATION TABLE ENTRY TOTAL: 270  
FORM 13F INFORMATION TABLE VALUE TOTAL: \$1,410,629

LIST OF OTHER INCLUDED MANAGERS:

NO. 13F FILE NUMBER NAME  
01 SUNTRUST BANK  
02 BECK, MACK & OLIVER LLC

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE					OTHER MANAGERS	VOTING AUTHORITY		
			VALUE (\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	SOLE		SHARED	NONE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	

*** ABERDEEN INTERNATIONAL	COM	003069101	82	250000.000SH	OTHER		250000.000	
*** CENOVUS ENERGY INC	COM	15135u109	3703	110400.000SH	SOLE		110400.000	
			241	7200.000 SH	OTHER	02	7200.000	
*** INGERSOLL-RAND PUBLIC LTD	COM	g47791101	23867	497650.000SH	SOLE		497650.000	
			2878	60000.000SH	OTHER		60000.000	
*** LOMBARD MED TECH ORD GBP	COM	g5559q109	192	67500.000SH	OTHER		67500.000	
*** SCHLUMBERGER LTD	COM	806857108	2548	36769.000SH	SOLE		36769.000	
			3822	55150.000SH	OTHER	02 01	3150.000	52000.000
*** TE CONNECTIVITY LTD-CHF	COM	h84989104	5159	138980.000SH	SOLE		138980.000	
			116	3127.000 SH	OTHER		3127.000	
3M COMPANY	COM	88579Y101	19898	214304.000SH	SOLE		214304.000	
			3305	35600.000SH	OTHER	01	600.000	35000.000
ABBOTT LABORATORIES	COM	002824100	4912	75000.000SH	SOLE		75000.000	
			364	5550.000 SH	OTHER	02	5550.000	
ADT CORPORATION	COM	00101J106	4123	88693.000SH	SOLE		88693.000	
			127	2722.000 SH	OTHER	02	2722.000	
AIR PRODUCTS & CHEMICALS INC	COM	009158106	3411	40600.000SH	SOLE		40600.000	
ALBEMARLE CORP COM	COM	012653101	398	6400.000 SH	SOLE		6400.000	
ALCOA INC	COM	013817101	3193	367848.000SH	SOLE		367848.000	
			1229	141600.000SH	OTHER	01	1600.000	140000.000
ALLSTATE CORP	COM	020002101	6686	166446.000SH	SOLE		166446.000	
			2440	60740.000SH	OTHER	01	5740.000	55000.000
ALTRIA GROUP INC	COM	02209S103	2821	89732.000SH	SOLE		89732.000	
			2672	85000.000SH	OTHER	01		85000.000
AMARILLO BIOSCIENCES	COM	02301P106	2	100000.000SH	OTHER		100000.000	
AMAZON COM INC COM	COM	023135106	1154	4600.000 SH	SOLE		4600.000	
			50	200.000 SH	OTHER		200.000	
AMERICAN ELECTRIC POWER CO INC	COM	025537101	3325	77906.000SH	SOLE		77906.000	
AMERICAN EXPRESS CO	COM	025816109	2632	45792.000SH	SOLE		45792.000	
AMGEN INC	COM	031162100	5071	58823.000SH	SOLE		58823.000	
			4896	56800.000SH	OTHER	01	1800.000	55000.000
ANADARKO PETE CORP COM	COM	032511107	1235	16620.000SH	SOLE		16620.000	
			3715	50000.000SH	OTHER	01		50000.000
ANHEUSER-BUSCH INBEV SPN ADR	COM	03524a108	507	5800.000 SH	OTHER	02	5800.000	
APACHE CORP COM	COM	037411105	380	4838.000 SH	SOLE		4838.000	
APPLE INC	COM	037833100	3220	6050.000 SH	SOLE		6050.000	
			3725	7000.000 SH	OTHER	01		7000.000
AT&T INC	COM	00206r102	5908	175256.000SH	SOLE		175256.000	
AUTOLIV INC	COM	052800109	662	9827.000 SH	SOLE		9827.000	
AUTOMATIC DATA PROCESSING INC.	COM	053015103	6686	117434.000SH	SOLE		117434.000	
			57	1000.000 SH	OTHER	02	1000.000	
AVERY DENNISON CORP	COM	053611109	454	13000.000SH	SOLE		13000.000	
AVIS BUDGET GROUP INC	COM	053774105	2180	110000.000SH	SOLE		110000.000	
AXIS CAPITAL HOLDINGS SHS	COM	g0692u109	327	9450.000 SH	OTHER	02	9450.000	
BARD C R INC COM	COM	067383109	557	5700.000 SH	SOLE		5700.000	
			6451	66000.000SH	OTHER	01		66000.000
BAXTER INTERNATIONAL INC	COM	071813109	14857	222884.000SH	SOLE		222884.000	
			4276	64150.000SH	OTHER	02 01	6150.000	58000.000
BOEING CO	COM	097023105	1811	24033.000SH	SOLE		24033.000	
			2336	31000.000SH	OTHER	02 01	1000.000	30000.000
BP PLC	COM	055622104	16004	384345.000SH	SOLE		384345.000	
			2126	51058.000SH	OTHER	01	1058.000	50000.000
BRISTOL MYERS SQUIBB CO	COM	110122108	22331	685197.000SH	SOLE		685197.000	
			3840	117840.000SH	OTHER	02 01	17840.000	100000.000
BUNGE LIMITED COM	COM	G16962105	654	9000.000 SH	SOLE		9000.000	
CAMPBELL SOUP CO COM	COM	134429109	7156	205100.000SH	SOLE		205100.000	
CATERPILLAR INC	COM	149123101	8483	94666.000SH	SOLE		94666.000	
			6721	75000.000SH	OTHER	01		75000.000
CBS CORP NEW CL B	COM	124857202	5518	145028.000SH	SOLE		145028.000	
CHEVRON CORP	COM	166764100	29864	276160.000SH	SOLE		276160.000	
			8059	74520.000SH	OTHER	02 01	35520.000	39000.000
CIGNA CORP COM	COM	125509109	733	13720.000SH	SOLE		13720.000	
CISCO SYS INC COM	COM	17275R102	698	35500.000SH	SOLE		35500.000	
			2947	150000.000SH	OTHER	01		150000.000
CITIGROUP INC	COM	172967424	1075	27181.000SH	SOLE		27181.000	
			87	2204.000 SH	OTHER		2204.000	
COCA COLA CO COM	COM	191216100	8678	239400.000SH	SOLE		239400.000	
			6706	185000.000SH	OTHER	01		185000.000
COLGATE PALMOLIVE CO	COM	194162103	19956	190894.000SH	SOLE		190894.000	
COMERICA INC COM	COM	200340107	646	21304.000SH	SOLE		21304.000	
CONAGRA FOODS INC	COM	205887102	8712	295333.000SH	SOLE		295333.000	
			3304	112000.000SH	OTHER	01	2000.000	110000.000
CONOCOPHILLIPS	COM	20825C104	7271	125384.001SH	SOLE		125384.001	
			235	4050.000 SH	OTHER	02	4050.000	
CORNING INC	COM	219350105	5238	415033.000SH	SOLE		415033.000	
			1577	125000.000SH	OTHER	01		125000.000
COVIDIEN PLC NEW	COM	G2554F113	11201	193993.000SH	SOLE		193993.000	
			3068	53127.000SH	OTHER	01	3127.000	50000.000
CVS CAREMARK CORP COM	COM	126650100	2201	45521.000SH	SOLE		45521.000	
			2717	56200.000SH	OTHER	01		56200.000
DANAHER CORP	COM	235851102	151	2700.000 SH	SOLE		2700.000	
			5031	90000.000SH	OTHER	01		90000.000
DEVON ENERGY CORP NEW	COM	25179M103	3752	72100.000SH	SOLE		72100.000	
			1574	30250.000SH	OTHER	02 01	5250.000	25000.000
DISNEY WALT CO COM DISNEY	COM	254687106	695	13961.000SH	SOLE		13961.000	

DOMINION RES VA NEW COM	COM	25746U109	852	16452.000SH	SOLE		16452.000	
DOW CHEMICAL CO	COM	260543103	9190	284259.000SH	SOLE		284259.000	
			2910	90000.000SH	OTHER	01		90000.000
DUKE ENERGY CORP NEW	COM	26441c204	5638	88363.998SH	SOLE		88363.998	
			3020	47331.999SH	OTHER	01	666.000	46666.000
DUN & BRADSTREET DE NW COM	COM	26483E100	338	4300.000 SH	SOLE		4300.000	
E I DU PONT DE NEMOURS & CO	COM	263534109	20615	458328.000SH	SOLE		458328.000	
			3078	68434.000SH	OTHER	01	8434.000	60000.000
E M C CORP MASS COM	COM	268648102	278	11000.000SH	SOLE		11000.000	
EASTMAN CHEMICAL CO	COM	277432100	544	8000.000 SH	SOLE		8000.000	
EATON CORP PLC	COM	g29183103	10274	189618.000SH	SOLE		189618.000	
ELI LILLY & CO	COM	532457108	3022	61268.000SH	SOLE		61268.000	
EMERSON ELECTRIC CO	COM	291011104	7985	150780.000SH	SOLE		150780.000	
			172	3250.000 SH	OTHER	02 01	2450.000	800.000
ENSTAR GROUP LIMITED SHS	COM	G3075P101	649	5800.000 SH	OTHER	02	5800.000	
ENTERGY CORPORATION-NEW	COM	29364G103	8606	135000.000SH	SOLE		135000.000	
EXELIS INC	COM	30162a108	507	44990.000SH	SOLE		44990.000	
EXPRESS SCRIPTS INC COM	COM	30219g108	863	15990.000SH	SOLE		15990.000	
EXXON MOBIL CORP	COM	30231G102	57962	669690.000SH	SOLE		669690.000	
			3081	35600.000SH	OTHER		35600.000	
FLUOR CORP NEW COM	COM	343412102	308	5250.000 SH	OTHER	02	5250.000	
FREEPORT MCMORAN COPPER & GOLD	COM	35671D857	13073	382254.000SH	SOLE		382254.000	
			2462	72000.000SH	OTHER	01		72000.000
FRESENIUS MED CARE AG SPONSORE	COM	358029106	1098	32000.000SH	SOLE		32000.000	
			228	6660.000 SH	OTHER		6660.000	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	673	157201.999SH	SOLE		157201.999	
			1	297.000 SH	OTHER		297.000	
GENERAL ELECTRIC CO	COM	369604103	57479	2738410.000SH	SOLE		2738410.000	
			4408	210000.000SH	OTHER	01	35000.000	175000.000
GENERAL MILLS INC	COM	370334104	5253	129956.000SH	SOLE		129956.000	
			89	2200.000 SH	OTHER	02 01	1200.000	1000.000
GENUINE PARTS CO	COM	372460105	4749	74688.000SH	SOLE		74688.000	
			2861	45000.000SH	OTHER	01		45000.000
GILEAD SCIENCES INC COM	COM	375558103	3763	51226.000SH	SOLE		51226.000	
			5362	73000.000SH	OTHER	01	3000.000	70000.000
GLAXOSMITHKLINE PLC SPONSORED	COM	37733W105	2237	51469.000SH	SOLE		51469.000	
GOLDMAN SACHS GROUP INC	COM	38141G104	2806	22000.000SH	OTHER	01		22000.000
GOOGLE INC CL A	COM	38259p508	492	695.000 SH	SOLE		695.000	
			1394	1971.000 SH	OTHER	02 01	471.000	1500.000
GRACE W R & CO DEL NEW COM	COM	38388F108	660	9810.000 SH	OTHER		9810.000	
H J HEINZ CO	COM	423074103	4338	75200.000SH	SOLE		75200.000	
			211	3650.000 SH	OTHER	02	3650.000	
HALLIBURTON CO	COM	406216101	9051	260900.000SH	SOLE		260900.000	
			208	6000.000 SH	OTHER		6000.000	
HERSHEY FOODS CORP COM	COM	427866108	347	4800.000 SH	SOLE		4800.000	
HESS CORP	COM	42809h107	1109	20938.000SH	SOLE		20938.000	
HEWLETT PACKARD CO	COM	428236103	3591	252030.000SH	SOLE		252030.000	
			1617	113500.000SH	OTHER	01	3500.000	110000.000
HOME DEPOT INC	COM	437076102	6624	107100.000SH	SOLE		107100.000	
			3092	50000.000SH	OTHER	01		50000.000
HONEYWELL INTL INC	COM	438516106	34559	544499.000SH	SOLE		544499.000	
			7128	112300.000SH	OTHER	02 01	6300.000	106000.000
ILLINOIS TOOL WORKS INC	COM	452308109	12565	206630.000SH	SOLE		206630.000	
INTEL CORP	COM	458140100	8584	416278.000SH	SOLE		416278.000	
			3093	150000.000SH	OTHER	01		150000.000
INTERNATIONAL PAPER CO	COM	460146103	10892	273396.000SH	SOLE		273396.000	
INTL BUSINESS MACHINES CORP	COM	459200101	66645	347924.000SH	SOLE		347924.000	
			9556	49890.000SH	OTHER	02 01	2890.000	47000.000
ITT CORP	COM	450911201	415	17695.000SH	SOLE		17695.000	
			19	800.000 SH	OTHER	02	800.000	
JOHNSON & JOHNSON	COM	478160104	7722	110158.000SH	SOLE		110158.000	
			3365	48000.000SH	OTHER	02 01	1000.000	47000.000
JOHNSON CTLS INC COM	COM	478366107	603	19650.000SH	SOLE		19650.000	
			2914	95000.000SH	OTHER	01		95000.000
JPMORGAN CHASE & CO	COM	46625H100	10442	237477.000SH	SOLE		237477.000	
			3122	71000.000SH	OTHER	01	1000.000	70000.000
KELLOGG CO COM	COM	487836108	6808	121900.000SH	SOLE		121900.000	
KEMPER CORP DEL COM	COM	488401100	462	15670.000SH	SOLE		15670.000	
KIMBERLY CLARK CORP	COM	494368103	46212	547345.000SH	SOLE		547345.000	
			4589	54350.000SH	OTHER	02 01	2350.000	52000.000
KRAFT FOODS GROUP INC	COM	50076Q106	2629	57811.000SH	SOLE		57811.000	
			1819	40000.000SH	OTHER	01		40000.000
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	0	15000.000SH	SOLE		15000.000	
LEUCADIA NATL CORP COM	COM	527288104	688	28900.000SH	OTHER	02	28900.000	
LIFE TECHNOLOGIES CORP	COM	53217V109	1876	38259.000SH	SOLE		38259.000	
			1716	35000.000SH	OTHER	01		35000.000
LIVEPERSON INC	COM	538146101	973	74056.000SH	OTHER		74056.000	
LOUISIANA PAC CORP COM	COM	546347105	290	15000.000SH	SOLE		15000.000	
LOWES COS INC COM	COM	548661107	46	1300.000 SH	SOLE		1300.000	
			215	6050.000 SH	OTHER	02	6050.000	
MARATHON OIL CORP	COM	565849106	8638	281726.000SH	SOLE		281726.000	
			2759	90000.000SH	OTHER	01		90000.000
MARATHON PETROLEUM CORPORATION	COM	56585A102	8881	140963.000SH	SOLE		140963.000	
			3780	60000.000SH	OTHER	01		60000.000
MATERION CORPORATION	COM	576690101	296	11500.000SH	SOLE		11500.000	

MC DONALDS CORP	COM	580135101	10873	123258.000SH	SOLE		123258.000	
			3087	35000.000SH	OTHER	01		35000.000
MCKESSON CORPORATION	COM	58155Q103	16755	172800.000SH	SOLE		172800.000	
			3878	40000.000SH	OTHER	01		40000.000
MERCK & CO INC COM	COM	58933y105	14820	362000.000SH	SOLE		362000.000	
			5007	122291.000SH	OTHER	02 01	12291.000	110000.000
MICROSOFT CORP	COM	594918104	15266	571530.000SH	SOLE		571530.000	
			3275	122600.000SH	OTHER	01	1400.000	121200.000
MONDELEZ INTERNATIONAL-W/I	COM	609207105	4102	161166.000SH	SOLE		161166.000	
			2673	105000.000SH	OTHER	01		105000.000
MONSANTO CO NEW COM	COM	61166W101	4996	52782.000SH	SOLE		52782.000	
			3786	40000.000SH	OTHER	01		40000.000
MORGAN STANLEY	COM	617446448	1915	100158.000SH	SOLE		100158.000	
			12	624.000 SH	OTHER		624.000	
MOTOROLA SOLUTIONS INC	COM	620076307	1067	19163.000SH	SOLE		19163.000	
MTS SYS CORP COM	COM	553777103	255	5000.000 SH	SOLE		5000.000	
MURPHY OIL CORP COM	COM	626717102	715	12000.000SH	SOLE		12000.000	
			415	6975.000 SH	OTHER		6975.000	
NEWMONT MINING CORP	COM	651639106	8231	177235.000SH	SOLE		177235.000	
			2322	50000.000SH	OTHER	01		50000.000
NEXTERA ENERGY INC	COM	65339f101	6732	97300.000SH	SOLE		97300.000	
NOBLE CORPORATION	COM	h5833n103	320	9200.000 SH	OTHER	02	9200.000	
NUCOR CORP COM	COM	670346105	3496	81000.000SH	SOLE		81000.000	
			3927	90980.000SH	OTHER	02 01	6980.000	84000.000
OCCIDENTAL PETE CP DEL COM	COM	674599105	130	1700.000 SH	SOLE		1700.000	
			1456	19000.000SH	OTHER	01		19000.000
PENNEY J C INC COM	COM	708160106	812	41192.000SH	SOLE		41192.000	
			1380	70000.000SH	OTHER	01		70000.000
PENTAIR LTD	COM	H6169Q108	1936	39382.758SH	SOLE		39382.758	
			37	750.000 SH	OTHER		750.000	
PEPCO HOLDINGS INC COM	COM	713291102	202	10303.000SH	SOLE		10303.000	
PEPSICO INC	COM	713448108	19478	284642.000SH	SOLE		284642.000	
			4154	60700.000SH	OTHER	02 01	700.000	60000.000
PFIZER INC	COM	717081103	46083	1837531.000SH	SOLE		1837531.000	
			3935	156911.000SH	OTHER	01	27160.000	129751.000
PHH CORP	COM	693320202	1592	70000.000SH	SOLE		70000.000	
PHILIP MORRIS INTERNATIONAL	COM	718172109	5908	70632.000SH	SOLE		70632.000	
			4182	50000.000SH	OTHER	01		50000.000
PHILLIPS 66	COM		2887	54377.001SH	SOLE		54377.001	
PITNEY BOWES INC COM	COM	724479100	663	62300.000SH	SOLE		62300.000	
PLAINS EXPL & PRODTN COM	COM	726505100	4239	90309.000SH	SOLE		90309.000	
PLUM CREEK TIMBER CO COM	COM	729251108	360	8110.000 SH	SOLE		8110.000	
PPG INDUSTRIES INC	COM	693506107	23102	170683.000SH	SOLE		170683.000	
PROCTER & GAMBLE CO	COM	742718109	51732	761997.000SH	SOLE		761997.000	
			7651	112700.000SH	OTHER	02 01	2700.000	110000.000
QUALCOMM INC COM	COM	747525103	80	1300.000 SH	SOLE		1300.000	
			1475	23850.000SH	OTHER	02 01	3100.000	20750.000
RAYONIER INC	COM	754907103	505	9750.000 SH	SOLE		9750.000	
RENAISSANCERE HOLDINGS COM	COM	g7496g103	410	5050.000 SH	OTHER	02	5050.000	
ROYAL DUTCH SHELL PLAC-ADR A	COM	780259206	521	7554.000 SH	SOLE		7554.000	
SEALED AIR CORP NEW COM	COM	81211K100	1486	84880.000SH	SOLE		84880.000	
			410	23440.000SH	OTHER		23440.000	
SEMPRA ENERGY	COM	816851109	3574	50384.000SH	SOLE		50384.000	
SENSIENT TECH CORP COM	COM	81725T100	1070	30100.000SH	SOLE		30100.000	
SIEMENS A G SPONSORED ADR	COM	826197501	460	4200.000 SH	SOLE		4200.000	
SPECTRA ENERGY CORP	COM	847560109	4860	177517.000SH	SOLE		177517.000	
			376	13750.000SH	OTHER	02	13750.000	
STANLEY BLACK & DECKER, INC.	COM	854502101	10729	145044.000SH	SOLE		145044.000	
			2452	33150.000SH	OTHER	01		33150.000
STARWOOD HOTELS & RESORTS	COM	85590a401	333	5800.000 SH	SOLE		5800.000	
SUBSEA 7 S A SPONSORED ADR	COM	864323100	267	11025.000SH	OTHER	02	11025.000	
SYSCO CORP	COM	871829107	19200	606432.000SH	SOLE		606432.000	
			2881	91000.000SH	OTHER	01	1000.000	90000.000
TARGET CORP COM	COM	87612e106	707	11950.000SH	SOLE		11950.000	
			2663	45000.000SH	OTHER	01		45000.000
TEVA PHARMACEUTCL INDS ADR	COM	881624209	233	6250.000 SH	SOLE		6250.000	
			45	1200.000 SH	OTHER	01		1200.000
TEXAS INSTRS INC COM	COM	882508104	3132	101400.000SH	SOLE		101400.000	
			6178	200000.000SH	OTHER	01		200000.000
THE BANK OF NEW YORK MELLON CO	COM	064058100	182	7096.000 SH	SOLE		7096.000	
			136	5280.000 SH	OTHER	01		5280.000
TIME WARNER INC	COM	887317303	3813	79722.005SH	SOLE		79722.005	
TRAVELERS COMPANIES COM	COM	89417e109	2133	29700.000SH	SOLE		29700.000	
TUPPERWARE CORP COM	COM	899896104	318	4955.000 SH	SOLE		4955.000	
TYCO INTERNATIONAL LTD	COM	H89128104	5547	189642.000SH	SOLE		189642.000	
			130	4446.000 SH	OTHER	02	4446.000	
UNION PAC CORP COM	COM	907818108	2095	16664.000SH	SOLE		16664.000	
UNITED PARCEL SERVICE CL B	COM	911312106	251	3400.000 SH	SOLE		3400.000	
UNITED TECHNOLOGIES CORP	COM	913017109	11227	136900.000SH	SOLE		136900.000	
			3805	46400.000SH	OTHER	02 01	1400.000	45000.000
US BANCORP DEL COM NEW	COM	902973304	287	9000.000 SH	OTHER	02	9000.000	
VERISIGN INC	COM		212	5456.000 SH	OTHER		5456.000	
VERIZON COMMUNICATIONS INC	COM	92343V104	30826	712403.000SH	SOLE		712403.000	
			4000	92439.000SH	OTHER	01	1239.000	91200.000
VIACOM INC CL B	COM	92553p201	2986	56625.000SH	SOLE		56625.000	

VISA INC COM CL A	COM	92826c839	606 4000.000 SH	SOLE		4000.000	
VODAFONE GROUP PLC NEW SPONSOR	COM	92857w209	937 37187.000SH	SOLE		37187.000	
WAL-MART STORES INC	COM	931142103	12114 177541.000SH	SOLE		177541.000	
			3753 55000.000SH	OTHER	01		55000.000
WELLS FARGO & CO	COM	949746101	2094 61268.000SH	SOLE		61268.000	
			2085 61000.000SH	OTHER	01		61000.000
WEYERHAEUSER CO	COM	962166104	3767 135402.000SH	SOLE		135402.000	
			2763 99306.000SH	OTHER	01		99306.000
WISCONSIN ENERGY CORP COM	COM	976657106	1865 50610.000SH	SOLE		50610.000	
WYNDHAM WORLDWIDE CORP	COM	98310W108	4842 91000.000SH	SOLE		91000.000	
XCEL ENERGY INC	COM	98389B100	2532 94797.000SH	SOLE		94797.000	
XEROX CORP	COM	984121103	200 29310.000SH	SOLE		29310.000	
XYLEM INC	COM	98419m100	1558 57490.000SH	SOLE		57490.000	
YUM BRANDS INC COM	COM	988498101	435 6550.000 SH	SOLE		6550.000	
ZIMMER HOLDINGS INC	COM	98956P102	2095 31435.000SH	SOLE		31435.000	

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