

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-09** | Period of Report: **2012-12-31**
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FILER

BANK OF THE WEST

CIK:[59951](#) | IRS No.: [940475440](#) | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: [028-00898](#) | Film No.: **13520685**

Mailing Address
*PO BOX 60078
LOS ANGELES CA 90060*

Business Address
*1977 SATURN STREET
SC-MPK-03-M
MONTEREY PARK CA 91755
3237273868*

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31 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: Bank of the West
Address: 1977 Saturn Street
Monterey Park, CA 91755

13F File Number: 28-898

The institutional investment manager filing this report and the person by who 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: Peri Pentz-Brown
Title: Senior Vice President
Phone: (415) 765-4809

Signature, Place, and Date of Signing:

Peri Pentz-Brown Monterey Park, CA 01/09/2013

(Signature) (City, State) (Date)

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: None
Form 13F Information Table Entry Total: 443
Form 13F Information Table Value Total: \$521,558

List of Other Included Managers:

No. Form 13F File Number Name

NONE

<TABLE>

BANK OF THE WEST

SECURITIES AND EXCHANGE COMMISSION FORM 13F AS OF 12/31/12													
COL1	COL2	COL3	COL4	COL5	COL6	COL7	COL8	COL9	COL10	COL11			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	MARKET			INVESTMENT DISCRETION			VOTING AUTHORITY				
			VALUE	SHS OR	PUT	SOLE	SHR	OTH	OTH	SOLE	SHARED	NONE	
			(X\$1000)	PRN	AMT	CALL	(A)	(B)	(C)	MGR	(A)	(B)	(C)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
DE MASTER BLENDE		B7WCX92	13	1,120	SH	X					1,120		
DE MASTER BLENDE		B7WCX92	103	9,000	SH			X			9,000		
AON PLC	SHS CL A	G0408V102	6	101	SH	X					101		
AON PLC	SHS CL A	G0408V102	209	3,750	SH				X		3,750		
COVIDIEN PLC	SHS	G2554F113	433	7,492	SH	X					7,492		

COVIDIEN PLC	SHS	G2554F113	352	6,097	SH		X	6,097
INVESCO LTD	SHS	G491BT108	3,329	127,592	SH	X		127,592
INVESCO LTD	SHS	G491BT108	107	4,093	SH		X	4,093
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	260	8,541	SH	X		8,541
35% INTEREST IN DYFN PROPERT		SU2884009	218	0	SH		X	
12.99% INT IN BONANZA LAND C		SU7799004	1,298	1	SH	X		1
SEASPAN CORP	SHS	Y75638109	400	24,965	SH		X	24,965
AFLAC INC	COM	001055102	5,271	99,225	SH	X		99,225
AFLAC INC	COM	001055102	164	3,083	SH		X	3,083
AES CORP	COM	00130H105	218	20,391	SH	X		20,391
AES CORP	COM	00130H105	1	62	SH		X	62
ALPS ETF TR	ALERIAN MLP	00162Q866	268	16,800	SH		X	16,800
ALJ REGIONAL HLDGS INC	COM	001627108	18	25,000	SH	X		25,000
AT&T INC	COM	00206R102	5,976	177,272	SH	X		177,272
AT&T INC	COM	00206R102	1,462	43,356	SH		X	43,356
ABBOTT LABS	COM	002824100	5,783	88,296	SH	X		87,546
ABBOTT LABS	COM	002824100	3,308	50,508	SH		X	50,508
ADOBE SYS INC	COM	00724F101	426	11,307	SH	X		11,307
ADOBE SYS INC	COM	00724F101	60	1,600	SH		X	1,600
AIR PRODS & CHEMS INC	COM	009158106	1,087	12,934	SH	X		12,934
AIR PRODS & CHEMS INC	COM	009158106	567	6,745	SH		X	6,745
ALTERA CORP	COM	021441100	3,227	93,838	SH	X		93,838
ALTERA CORP	COM	021441100	101	2,928	SH		X	2,928
ALTERNATE ENERGY HLDGS INC	COM	02147K105	2	175,000	SH	X		175,000
ALTRIA GROUP INC	COM	02209S103	1,547	49,198	SH	X		49,198
ALTRIA GROUP INC	COM	02209S103	1,629	51,820	SH		X	51,820
AMAZON COM INC	COM	023135106	227	903	SH	X		903
AMAZON COM INC	COM	023135106	113	450	SH		X	450
AMERICAN ELEC PWR INC	COM	025537101	1,554	36,402	SH	X		36,402
AMERICAN ELEC PWR INC	COM	025537101	31	736	SH		X	736
AMERICAN EXPRESS CO	COM	025816109	57	995	SH	X		995
AMERICAN EXPRESS CO	COM	025816109	472	8,207	SH		X	8,207
AMERICAN TOWER CORP NEW	COM	03027X100	2,316	29,972	SH	X		29,972
AMERICAN TOWER CORP NEW	COM	03027X100	712	9,218	SH		X	9,218
AMGEN INC	COM	031162100	51	592	SH	X		592
AMGEN INC	COM	031162100	175	2,035	SH		X	2,035
ANALOG DEVICES INC	COM	032654105	770	18,317	SH	X		18,317
ANALOG DEVICES INC	COM	032654105	18	439	SH		X	439
APACHE CORP	COM	037411105	1,869	23,812	SH	X		23,812
APACHE CORP	COM	037411105	79	1,007	SH		X	1,007
APPLE INC	COM	037833100	17,236	32,388	SH	X		32,388
APPLE INC	COM	037833100	2,222	4,175	SH		X	4,175
APPLIED MATLS INC	COM	038222105	71	6,173	SH	X		6,173
APPLIED MATLS INC	COM	038222105	290	25,375	SH		X	25,375
AUTOMATIC DATA PROCESSING IN	COM	053015103	264	4,635	SH	X		4,635
AUTOMATIC DATA PROCESSING IN	COM	053015103	1,252	22,000	SH		X	22,000
AVALONBAY CMNTYS INC	COM	053484101	1,253	9,242	SH	X		9,242
AVALONBAY CMNTYS INC	COM	053484101	18	136	SH		X	136
BP PLC	SPONSORED ADR	055622104	192	4,622	SH	X		4,622
BP PLC	SPONSORED ADR	055622104	50	1,200	SH		X	1,200
BABCOCK & WILCOX CO NEW	COM	05615F102	303	11,550	SH		X	11,550
BAKER HUGHES INC	COM	057224107	1,672	40,925	SH	X		40,925
BAKER HUGHES INC	COM	057224107	105	2,564	SH		X	2,564
BANK OF AMERICA CORPORATION	COM	060505104	243	20,938	SH	X		20,938
BANK OF AMERICA CORPORATION	COM	060505104	88	7,556	SH		X	7,556
BARCLAYS BANK PLC	CARRY ETN 38	06739H412	4,056	86,519	SH	X		86,519
BARCLAYS BANK PLC	CARRY ETN 38	06739H412	26	548	SH		X	548
BAXTER INTL INC	COM	071813109	1,626	24,394	SH	X		24,394
BAXTER INTL INC	COM	071813109	70	1,049	SH		X	1,049
BEAM INC	COM	073730103	297	4,863	SH	X		4,863
BEAM INC	COM	073730103	76	1,245	SH		X	1,245
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1,072	8	SH			8
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	102	1,137	SH	X		506
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	602	6,708	SH		X	6,708
BIOGEN IDEC INC	COM	09062X103	3,126	21,360	SH	X		21,360
BIOGEN IDEC INC	COM	09062X103	122	832	SH		X	832
BLACKROCK INC	COM	09247X101	1,403	6,785	SH	X		6,785
BLACKROCK INC	COM	09247X101	91	438	SH		X	438
91.01% INT FIRST RELATED		107002990	2,348	1	SH	X		1
BRISTOL MYERS SQUIBB CO	COM	110122108	3,049	93,558	SH	X		93,558
BRISTOL MYERS SQUIBB CO	COM	110122108	898	27,552	SH		X	27,552
BROADCOM CORP	CL A	111320107	1,472	44,333	SH	X		44,333
BROADCOM CORP	CL A	111320107	12	351	SH		X	351
CEO AMERICA INC	COM	12516R102	0	250,000	SH	X		250,000
CVS CAREMARK CORPORATION	COM	126650100	3,007	62,198	SH	X		62,198
CVS CAREMARK CORPORATION	COM	126650100	649	13,418	SH		X	13,418
CARDINAL HEALTH INC	COM	14149Y108	762	18,504	SH	X		18,504
CATERPILLAR INC DEL	COM	149123101	1,341	14,969	SH	X		14,969
CATERPILLAR INC DEL	COM	149123101	199	2,224	SH		X	2,224
CELGENE CORP	COM	151020104	1,602	20,417	SH	X		20,417
CELGENE CORP	COM	151020104	36	463	SH		X	463
CHAMBERS STR PPTYS COM		157842105	169	18,673	SH	X		18,673
CHEVRON CORP NEW	COM	166764100	6,225	57,560	SH	X		57,560
CHEVRON CORP NEW	COM	166764100	2,590	23,946	SH		X	23,946
CISCO SYS INC	COM	17275R102	2,941	149,661	SH	X		149,661
CISCO SYS INC	COM	17275R102	1,067	54,327	SH		X	54,327
CINTAS CORP	COM	172908105	335	8,200	SH		X	8,200
CLAYMORE EXCHANGE TRD FD TR	GUGG FRNTR MKT	18383Q838	1,642	83,073	SH	X		83,073
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,189	30,839	SH	X		30,839
CLIFFS NATURAL RESOURCES INC	COM	18683K101	27	693	SH		X	693
COACH INC	COM	189754104	2,300	41,434	SH	X		41,434
COACH INC	COM	189754104	107	1,921	SH		X	1,921
COCA COLA CO	COM	191216100	728	20,074	SH	X		20,074
COCA COLA CO	COM	191216100	4,772	131,648	SH		X	131,648
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,088	41,797	SH	X		41,797
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	128	1,729	SH		X	1,729

750

631

COLGATE PALMOLIVE CO	COM	194162103	57	544 SH	X		544
COLGATE PALMOLIVE CO	COM	194162103	316	3,025 SH		X	3,025
COMCAST CORP NEW	CL A	20030N101	5,235	140,131 SH	X		140,131
COMCAST CORP NEW	CL A	20030N101	175	4,684 SH		X	4,684
CONOCOPHILLIPS	COM	20825C104	1,293	22,291 SH	X		22,291
CONOCOPHILLIPS	COM	20825C104	300	5,174 SH		X	5,174
COSTCO WHSL CORP NEW	COM	22160K105	490	4,962 SH	X		4,962
COSTCO WHSL CORP NEW	COM	22160K105	25	250 SH		X	250
CROWN CASTLE INTL CORP	COM	228227104	296	4,100 SH		X	4,100
DANAHER CORP DEL	COM	235851102	3,304	59,114 SH	X		59,114
DANAHER CORP DEL	COM	235851102	211	3,771 SH		X	3,771
DEERE & CO	COM	244199105	168	1,945 SH	X		1,945
DEERE & CO	COM	244199105	288	3,330 SH		X	3,330
DENTSPLY INTL INC NEW	COM	249030107	168	4,250 SH	X		4,250
DENTSPLY INTL INC NEW	COM	249030107	44	1,100 SH		X	1,100
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,990	29,288 SH	X		29,288
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	65	951 SH		X	951
DISNEY WALT CO	COM DISNEY	254687106	857	17,221 SH	X		17,221
DISNEY WALT CO	COM DISNEY	254687106	1,605	32,228 SH		X	32,228
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	369	6,300 SH		X	6,300
DIRECTV	COM	25490A309	3,676	73,295 SH	X		73,295
DIRECTV	COM	25490A309	79	1,569 SH		X	1,569
DOLLAR TREE INC	COM	256746108	211	5,200 SH	X		5,200
DOVER CORP	COM	260003108	529	8,056 SH	X		8,056
DOVER CORP	COM	260003108	3	42 SH		X	42
DOW CHEM CO	COM	260543103	433	13,383 SH	X		13,383
DOW CHEM CO	COM	260543103	149	4,615 SH		X	4,615
DU PONT E I DE NEMOURS & CO	COM	263534109	4,148	92,221 SH	X		92,221
DU PONT E I DE NEMOURS & CO	COM	263534109	849	18,886 SH		X	18,886
DUN & BRADSTREET CORP DEL NE	COM	26483E100	47	600 SH	X		600
DUN & BRADSTREET CORP DEL NE	COM	26483E100	472	6,000 SH		X	6,000
E M C CORP MASS	COM	268648102	3,474	137,305 SH	X		137,305
E M C CORP MASS	COM	268648102	554	21,910 SH		X	21,910
EOG RES INC	COM	26875P101	2,050	16,974 SH	X		16,974
EOG RES INC	COM	26875P101	68	567 SH		X	567
ERHC ENERGY INC	COM	26884J104	1	10,000 SH	X		10,000
ECOLAB INC	COM	278865100	422	5,864 SH	X		5,864
ECOLAB INC	COM	278865100	417	5,794 SH		X	5,794
1867 WESTN FINL CORP	COM	282518109	1,044	750 SH	X		750
ELECTRONICS FOR IMAGING INC	COM	286082102	272	14,300 SH		X	14,300
EMERSON ELEC CO	COM	291011104	2,316	43,727 SH	X		43,727
EMERSON ELEC CO	COM	291011104	1,381	26,068 SH		X	26,068
ENSIGN GROUP INC	COM	29358P101	395	14,537 SH	X		14,537
ENTERPRISE PRODS PARTNERS L	COM	293792107	338	6,749 SH	X		6,749
EXELON CORP	COM	30161N101	132	4,438 SH	X		4,438
EXELON CORP	COM	30161N101	154	5,173 SH		X	5,173
EXPRESS SCRIPTS HLDG CO	COM	30219G108	2,009	37,212 SH	X		37,212
EXPRESS SCRIPTS HLDG CO	COM	30219G108	319	5,905 SH		X	5,905
EXXON MOBIL CORP	COM	30231G102	9,602	110,945 SH	X		110,945
EXXON MOBIL CORP	COM	30231G102	2,916	33,691 SH		X	33,691
F.R.A. LTD PARTNERSHIP		30261STG4	329	117 SH	X		117
F5 NETWORKS INC	COM	315616102	1,639	16,868 SH	X		16,868
F5 NETWORKS INC	COM	315616102	42	437 SH		X	437
FIDELITY NATL INFORMATION SV	COM	31620M106	438	12,590 SH	X		12,590
FIDELITY NATL INFORMATION SV	COM	31620M106	2	50 SH		X	50
FIFTH THIRD BANCORP	COM	316773100	2,649	174,295 SH	X		174,295
FIFTH THIRD BANCORP	COM	316773100	70	4,637 SH		X	4,637
FIRSTENERGY CORP	COM	337932107	945	22,633 SH	X		22,633
FIRSTENERGY CORP	COM	337932107	173	4,135 SH		X	4,135
FLUOR CORP NEW	COM	343412102	441	7,500 SH		X	7,500
FLOWSERVE CORP	COM	34354P105	2,466	16,795 SH	X		16,795
FLOWSERVE CORP	COM	34354P105	963	6,559 SH		X	6,559
GENERAL DYNAMICS CORP	COM	369550108	365	5,271 SH	X		5,271
GENERAL DYNAMICS CORP	COM	369550108	13	187 SH		X	187
GENERAL ELECTRIC CO	COM	369604103	3,747	178,512 SH	X		177,012
GENERAL ELECTRIC CO	COM	369604103	3,604	171,685 SH		X	171,685
GENERAL MLS INC	COM	370334104	2,692	66,603 SH	X		66,603
GENERAL MLS INC	COM	370334104	155	3,843 SH		X	3,843
GENUINE PARTS CO	COM	372460105	419	6,588 SH	X		6,588
GENUINE PARTS CO	COM	372460105	223	3,500 SH		X	3,500
GILEAD SCIENCES INC	COM	375558103	3,605	49,075 SH	X		49,075
GILEAD SCIENCES INC	COM	375558103	155	2,116 SH		X	2,116
GOLDMAN SACHS GROUP INC	COM	38141G104	222	1,739 SH	X		1,739
GOLDMAN SACHS GROUP INC	COM	38141G104	41	322 SH		X	322
GOOGLE INC	CL A	38259P508	6,277	8,873 SH	X		8,873
GOOGLE INC	CL A	38259P508	244	345 SH		X	345
HCP INC	COM	40414L109	1,014	22,452 SH	X		22,452
HCP INC	COM	40414L109	2	40 SH		X	40
HALLIBURTON CO	COM	406216101	306	8,827 SH	X		8,827
HALLIBURTON CO	COM	406216101	11	323 SH		X	323
10.6032% LIMITED PARTNERSHIP		40652A906	724	1 SH	X		1
37.62446% LIMITED PARTNERSHI		40652A922	2,571	1 SH	X		1
HEINZ H J CO	COM	423074103	731	12,674 SH	X		12,674
HEINZ H J CO	COM	423074103	2,007	34,800 SH		X	34,800
HEWLETT PACKARD CO	COM	428236103	92	6,480 SH	X		5,280
HEWLETT PACKARD CO	COM	428236103	139	9,744 SH		X	9,744
HOME DEPOT INC	COM	437076102	375	6,061 SH	X		6,061
HOME DEPOT INC	COM	437076102	326	5,269 SH		X	5,269
HONEYWELL INTL INC	COM	438516106	505	7,958 SH	X		7,958
HONEYWELL INTL INC	COM	438516106	63	1,000 SH		X	1,000
INLAND AMERN REAL ESTATE TR		457281103	147	15,370 SH	X		15,370
INTEL CORP	COM	458140100	3,042	147,510 SH	X		147,510
INTEL CORP	COM	458140100	1,560	75,668 SH		X	75,668
INTERCONTINENTALEXCHANGE INC	COM	45865V100	3,382	27,314 SH	X		27,314
INTERCONTINENTALEXCHANGE INC	COM	45865V100	85	687 SH		X	687
INTERNATIONAL BUSINESS MACHS	COM	459200101	1,097	5,727 SH	X		5,727

INTERNATIONAL BUSINESS MACHS	COM	459200101	1,057	5,520	SH	X	5,520
INTUITIVE SURGICAL INC	COM NEW	46120E602	672	1,370	SH	X	1,370
INVESTORS REAL ESTATE TR	SH BEN INT	461730103	145	16,625	SH	X	4,749
IRON MNG GROUP INC	COM	462843103	1	20,000	SH	X	20,000
ISHARES TR	DJ SEL DIV INX	464287168	1,652	28,864	SH	X	28,864
ISHARES TR	DJ SEL DIV INX	464287168	144	2,515	SH	X	2,515
ISHARES TR	CORE S&P500 ETF	464287200	1,848	12,912	SH	X	12,912
ISHARES TR	CORE S&P500 ETF	464287200	101	706	SH	X	706
ISHARES TR	CORE TOTUSBD ETF	464287226	4,529	40,774	SH	X	40,774
ISHARES TR	CORE TOTUSBD ETF	464287226	5	41	SH	X	41
ISHARES TR	MSCI EMERG MKT	464287234	7,578	170,879	SH	X	170,879
ISHARES TR	MSCI EMERG MKT	464287234	445	10,044	SH	X	10,044
ISHARES TR	IBOXX INV CPBD	464287242	342	2,827	SH	X	2,827
ISHARES TR	IBOXX INV CPBD	464287242	70	575	SH	X	575
ISHARES TR	S&P NA NAT RES	464287374	308	8,059	SH	X	8,059
ISHARES TR	S&P NA NAT RES	464287374	76	1,980	SH	X	1,980
ISHARES TR	BARCLYS 1-3 YR	464287457	407	4,824	SH	X	4,824
ISHARES TR	MSCI EAFE INDEX	464287465	11,330	199,254	SH	X	199,254
ISHARES TR	MSCI EAFE INDEX	464287465	794	13,956	SH	X	13,956
ISHARES TR	CORE S&P MCP ETF	464287507	511	5,021	SH	X	5,021
ISHARES TR	CORE S&P MCP ETF	464287507	39	386	SH	X	386
ISHARES TR	PHLX SOX SEMICND	464287523	533	10,242	SH	X	10,242
ISHARES TR	COHEN&ST RLTY	464287564	5,501	70,041	SH	X	70,041
ISHARES TR	COHEN&ST RLTY	464287564	35	451	SH	X	451
ISHARES TR	S&P MC 400 GRW	464287606	313	2,732	SH	X	2,732
ISHARES TR	RUSSELL 2000	464287655	3,625	42,992	SH	X	42,992
ISHARES TR	RUSSELL 2000	464287655	556	6,596	SH	X	6,596
ISHARES TR	S&P MIDCP VALU	464287705	217	2,458	SH	X	2,458
ISHARES TR	DJ US REAL EST	464287739	6,195	95,793	SH	X	95,792
ISHARES TR	DJ US REAL EST	464287739	105	1,619	SH	X	1,619
ISHARES TR	CORE S&P SCP ETF	464287804	2,070	26,501	SH	X	26,501
ISHARES TR	CORE S&P SCP ETF	464287804	245	3,143	SH	X	2,861
ISHARES TR	DJ US BAS MATL	464287838	259	3,736	SH	X	3,736
ISHARES TR	S&P SMLCP GROW	464287887	200	2,381	SH	X	2,381
ISHARES TR	S&P CAL AMTFR MN	464288356	883	7,660	SH	X	7,660
ISHARES TR	S&P CAL AMTFR MN	464288356	28	240	SH	X	240
ISHARES TR	HIGH YLD CORP	464288513	4,095	43,862	SH	X	43,862
ISHARES TR	HIGH YLD CORP	464288513	30	323	SH	X	323
ISHARES TR	BARCLYS MBS BD	464288588	695	6,436	SH	X	6,436
ISHARES TR	BARCLYS MBS BD	464288588	28	260	SH	X	260
JPMORGAN CHASE & CO	COM	46625H100	1,465	33,327	SH	X	33,327
JPMORGAN CHASE & CO	COM	46625H100	430	9,781	SH	X	9,781
JABIL CIRCUIT INC	COM	466313103	576	29,836	SH	X	29,836
JACOBS ENGR GROUP INC DEL	COM	469814107	12	275	SH	X	275
JACOBS ENGR GROUP INC DEL	COM	469814107	234	5,500	SH	X	5,500
JOHNSON & JOHNSON	COM	478160104	1,868	26,653	SH	X	26,153
JOHNSON & JOHNSON	COM	478160104	3,936	56,142	SH	X	56,142
JOHNSON CTLS INC	COM	478366107	4,969	162,018	SH	X	162,018
JOHNSON CTLS INC	COM	478366107	85	2,779	SH	X	2,779
KLA-TENCOR CORP	COM	482480100	547	11,447	SH	X	11,447
KIMBERLY CLARK CORP	COM	494368103	496	5,869	SH	X	5,869
KIMBERLY CLARK CORP	COM	494368103	664	7,865	SH	X	7,865
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	275	3,450	SH	X	3,450
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	41	512	SH	X	512
KRAFT FOODS GROUP INC	COM	50076Q106	45	994	SH	X	994
KRAFT FOODS GROUP INC	COM	50076Q106	488	10,734	SH	X	10,734
LILLY ELI & CO	COM	532457108	217	4,395	SH	X	4,395
LOCKHEED MARTIN CORP	COM	539830109	959	10,388	SH	X	10,388
LOCKHEED MARTIN CORP	COM	539830109	1	15	SH	X	15
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	22	520	SH	X	520
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	294	6,800	SH	X	6,800
MARKET VECTORS ETF TR	MKTVEC INTMUETF	57060U845	1,114	47,113	SH	X	47,113
MARKET VECTORS ETF TR	MKTVEC INTMUETF	57060U845	6	271	SH	X	271
MARSH & MCLENNAN COS INC	COM	571748102	13	373	SH	X	373
MARSH & MCLENNAN COS INC	COM	571748102	252	7,300	SH	X	7,300
MASTERCARD INC	CL A	57636Q104	3,594	7,315	SH	X	7,315
MASTERCARD INC	CL A	57636Q104	76	154	SH	X	154
MATTEL INC	COM	577081102	780	21,306	SH	X	21,306
MATTEL INC	COM	577081102	3	95	SH	X	95
MCDONALDS CORP	COM	580135101	941	10,668	SH	X	10,668
MCDONALDS CORP	COM	580135101	3,965	44,955	SH	X	44,955
MCKESSON CORP	COM	58155Q103	2,543	26,232	SH	X	26,232
MCKESSON CORP	COM	58155Q103	91	935	SH	X	935
MEDTRONIC INC	COM	585055106	2,057	50,144	SH	X	50,144
MEDTRONIC INC	COM	585055106	111	2,712	SH	X	2,712
MERCK & CO INC NEW	COM	58933Y105	468	11,432	SH	X	11,432
MERCK & CO INC NEW	COM	58933Y105	1,584	38,698	SH	X	38,698
MICROSOFT CORP	COM	594918104	2,173	81,356	SH	X	81,356
MICROSOFT CORP	COM	594918104	2,808	105,135	SH	X	105,135
MICROCHIP TECHNOLOGY INC	COM	595017104	3,444	105,686	SH	X	105,686
MICROCHIP TECHNOLOGY INC	COM	595017104	412	12,645	SH	X	12,645
MONDELEZ INTL INC	CL A	609207105	76	2,992	SH	X	2,992
MONDELEZ INTL INC	CL A	609207105	820	32,214	SH	X	32,214
MONSANTO CO NEW	COM	61166W101	38	398	SH	X	398
MONSANTO CO NEW	COM	61166W101	402	4,250	SH	X	4,250
MOODYS CORP	COM	615369105	31	610	SH	X	610
MOODYS CORP	COM	615369105	1,006	20,000	SH	X	20,000
MURPHY OIL CORP	COM	626717102	1,749	29,371	SH	X	29,371
MURPHY OIL CORP	COM	626717102	64	1,079	SH	X	1,079
MYLAN INC	COM	628530107	2,911	106,056	SH	X	106,056
MYLAN INC	COM	628530107	94	3,408	SH	X	3,408
NYSE EURONEXT	COM	629491101	122	3,867	SH	X	3,867
NYSE EURONEXT	COM	629491101	253	8,020	SH	X	8,020
NATIONAL CINEMEDIA INC	COM	635309107	365	25,800	SH	X	25,800
NATIONAL OILWELL VARCO INC	COM	637071101	3,887	56,875	SH	X	56,875
NATIONAL OILWELL VARCO INC	COM	637071101	104	1,518	SH	X	1,518

METROPOLITAN BANK & TR CO SH		6514442	81	32,750 SH		X		32,750
NEXTERA ENERGY INC	COM	65339F101	3,617	52,281 SH	X			52,281
NEXTERA ENERGY INC	COM	65339F101	625	9,033 SH		X		9,033
NIKE INC	CL B	654106103	149	2,892 SH	X			2,892
NIKE INC	CL B	654106103	576	11,170 SH		X		11,170
NISOURCE INC	COM	65473P105	212	8,506 SH	X			8,506
NOBLE ENERGY INC	COM	655044105	214	2,105 SH	X			2,105
NOBLE ENERGY INC	COM	655044105	41	400 SH		X		400
NORFOLK SOUTHERN CORP	COM	655844108	1,197	19,355 SH	X			19,355
NORFOLK SOUTHERN CORP	COM	655844108	407	6,583 SH		X		6,583
NORTHERN TR CORP	COM	665859104	155	3,089 SH	X			3,089
NORTHERN TR CORP	COM	665859104	161	3,200 SH		X		3,200
NOVARTIS A G	SPONSORED ADR	66987V109	35	556 SH	X			556
NOVARTIS A G	SPONSORED ADR	66987V109	296	4,670 SH		X		4,670
OCCIDENTAL PETE CORP DEL	COM	674599105	2,613	34,102 SH	X			34,102
OCCIDENTAL PETE CORP DEL	COM	674599105	94	1,232 SH		X		1,232
ORACLE CORP	COM	68389X105	4,736	142,143 SH	X			142,143
ORACLE CORP	COM	68389X105	687	20,612 SH		X		20,612
ORIGINAL SIXTEEN TO ONE MINE	COM	686203100	5	22,500 SH		X		22,500
PALL CORP	COM	696429307	2,071	34,371 SH	X			34,371
PALL CORP	COM	696429307	62	1,021 SH		X		1,021
PEPSICO INC	COM	713448108	5,665	82,790 SH	X			82,190
PEPSICO INC	COM	713448108	779	11,381 SH		X		11,381
PFIZER INC	COM	717081103	1,600	63,783 SH	X			63,783
PFIZER INC	COM	717081103	3,788	151,043 SH		X		151,043
PHILIP MORRIS INTL INC	COM	718172109	5,273	63,047 SH	X			63,047
PHILIP MORRIS INTL INC	COM	718172109	4,586	54,828 SH		X		54,828
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	291	4,750 SH		X		4,750
PHILLIPS 66	COM	718546104	120	2,268 SH	X			2,268
PHILLIPS 66	COM	718546104	137	2,586 SH		X		2,586
POWERSHARES ETF TRUST	WDRHLL CLN EN	73935X500	41	10,025 SH	X			10,025
PRECISION CASTPARTS CORP	COM	740189105	2,654	14,010 SH	X			14,010
PRECISION CASTPARTS CORP	COM	740189105	88	467 SH		X		467
PRICELINE COM INC	COM NEW	741503403	1,280	2,063 SH	X			2,063
PRICELINE COM INC	COM NEW	741503403	6	9 SH		X		9
PROCTER & GAMBLE CO	COM	742718109	5,846	86,110 SH	X			85,510
PROCTER & GAMBLE CO	COM	742718109	4,809	70,839 SH		X		70,839
PRUDENTIAL FINL INC	COM	744320102	3,062	57,418 SH	X			57,418
PRUDENTIAL FINL INC	COM	744320102	141	2,642 SH		X		2,642
QUALCOMM INC	COM	747525103	1,156	18,685 SH	X			18,685
QUALCOMM INC	COM	747525103	445	7,186 SH		X		7,186
QUANTA SVCS INC	COM	74762E102	292	10,690 SH		X		10,690
RPM INTL INC	COM	749685103	255	8,700 SH	X			8,700
RPM INTL INC	COM	749685103	864	29,437 SH		X		29,437
RAYTHEON CO	COM NEW	755111507	229	3,985 SH	X			3,985
RAYTHEON CO	COM NEW	755111507	351	6,100 SH		X		6,100
ROCKWELL AUTOMATION INC	COM	773903109	287	3,420 SH	X			3,420
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	4	52 SH	X			52
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	284	4,000 SH		X		4,000
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	162	2,351 SH	X			2,351
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	764	11,087 SH		X		11,087
SPDR S&P 500 ETF TR	TR UNIT	78462F103	18,246	128,120 SH	X			128,120
SPDR S&P 500 ETF TR	TR UNIT	78462F103	676	4,746 SH		X		4,746
SPDR GOLD TRUST	GOLD SHS	78463V107	1,411	8,709 SH	X			8,709
SPDR GOLD TRUST	GOLD SHS	78463V107	1,137	7,020 SH		X		7,020
SPDR SERIES TRUST	S&P OILGAS EXP	78464A730	258	4,763 SH		X		4,763
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	4,657	25,078 SH	X			25,078
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	979	5,272 SH		X		5,272
SANOFI	SPONSORED ADR	80105N105	4	77 SH	X			77
SANOFI	SPONSORED ADR	80105N105	286	6,040 SH		X		6,040
SCHLUMBERGER LTD	COM	806857108	669	9,658 SH	X			9,658
SCHLUMBERGER LTD	COM	806857108	1,057	15,248 SH		X		15,248
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	586	15,609 SH	X			15,609
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	2	43 SH		X		43
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	219	5,495 SH	X			5,495
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	33	825 SH		X		825
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	566	11,931 SH	X			11,931
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	2	32 SH		X		32
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	1,148	16,067 SH	X			16,067
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	7	96 SH		X		96
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	672	40,984 SH	X			40,984
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	13	815 SH		X		815
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	335	8,826 SH	X			8,826
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	1	21 SH		X		21
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	544	18,846 SH	X			18,846
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	1	36 SH		X		36
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	236	6,768 SH	X			6,768
SELF STORAGE INCOME FUND LLC		81631A906	240	1 SH	X			1
SHERWIN WILLIAMS CO	COM	824348106	185	1,200 SH	X			1,200
SHERWIN WILLIAMS CO	COM	824348106	41	266 SH		X		266
SIMON PPTY GROUP INC NEW	COM	828806109	1,994	12,616 SH	X			12,616
SIMON PPTY GROUP INC NEW	COM	828806109	28	176 SH		X		176
SNAP ON INC	COM	833034101	2,615	33,102 SH	X			33,102
SNAP ON INC	COM	833034101	308	3,900 SH		X		3,900
SPECTRA ENERGY CORP	COM	847560109	1,706	62,320 SH	X			62,320
SPECTRA ENERGY CORP	COM	847560109	1,015	37,075 SH		X		37,075
SPROTT PHYSICAL GOLD TRUST	UNIT	85207H104	58	4,111 SH	X			4,111
SPROTT PHYSICAL GOLD TRUST	UNIT	85207H104	114	8,000 SH		X		8,000
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2,330	40,614 SH	X			40,614
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	10	173 SH		X		173
STATOIL ASA	SPONSORED ADR	85771P102	248	9,900 SH		X		9,900
STRYKER CORP	COM	863667101	173	3,147 SH	X			3,147
STRYKER CORP	COM	863667101	103	1,881 SH		X		1,881
SUNTRUST BKS INC	COM	867914103	2,525	89,076 SH	X			89,028
SUNTRUST BKS INC	COM	867914103	67	2,368 SH		X		2,368
SYNGENTA AG	SPONSORED ADR	87160A100	4	46 SH	X			46

SYNGENTA AG	SPONSORED ADR	87160A100	428	5,300 SH		X		5,300
SYS CO CORP	COM	871829107	90	2,840 SH	X			2,840
SYS CO CORP	COM	871829107	557	17,600 SH		X		17,600
TARGET CORP	COM	87612E106	3,670	62,032 SH	X			62,032
TARGET CORP	COM	87612E106	1,684	28,458 SH		X		28,458
TELEFLEX INC	COM	879369106	7	102 SH	X			102
TELEFLEX INC	COM	879369106	371	5,200 SH		X		5,200
THERMO FISHER SCIENTIFIC INC	COM	883556102	361	5,657 SH	X			5,657
3M CO	COM	88579Y101	2,043	22,000 SH	X			22,000
3M CO	COM	88579Y101	2,457	26,464 SH		X		26,464
THUNDER MTN GOLD INC	COM	886043108	2	18,330 SH	X			18,330
TIFFANY & CO NEW	COM	886547108	532	9,286 SH	X			9,286
TIFFANY & CO NEW	COM	886547108	12	205 SH		X		205
TIME WARNER CABLE INC	COM	88732J207	841	8,652 SH	X			8,652
TIME WARNER CABLE INC	COM	88732J207	4	41 SH		X		41
US BANCORP DEL	COM NEW	902973304	479	15,007 SH	X			15,007
UNION PAC CORP	COM	907818108	1,025	8,154 SH	X			8,154
UNION PAC CORP	COM	907818108	71	562 SH		X		562
UNITED PARCEL SERVICE INC	CL B	911312106	1,894	25,682 SH	X			25,682
UNITED PARCEL SERVICE INC	CL B	911312106	438	5,947 SH		X		5,947
UNITED TECHNOLOGIES CORP	COM	913017109	6,231	75,983 SH	X			75,983
UNITED TECHNOLOGIES CORP	COM	913017109	3,345	40,785 SH		X		40,785
V F CORP	COM	918204108	2,152	14,255 SH	X			14,255
V F CORP	COM	918204108	344	2,277 SH		X		2,277
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	3,203	39,542 SH		X		39,542
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	1,857	41,697 SH	X			41,697
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	901	20,224 SH		X		20,224
VANGUARD INDEX FDS	EXTEND MKT ETF	922908652	671	11,085 SH	X			11,085
VANGUARD INDEX FDS	EXTEND MKT ETF	922908652	12	200 SH		X		200
VERIZON COMMUNICATIONS INC	COM	92343V104	679	15,703 SH	X			15,103
VERIZON COMMUNICATIONS INC	COM	92343V104	511	11,820 SH		X		11,820
VIACOM INC NEW	CL B	92553P201	801	15,185 SH	X			15,185
VIACOM INC NEW	CL B	92553P201	3	57 SH		X		57
VISA INC	COM CL A	92826C839	912	6,015 SH	X			6,015
VISA INC	COM CL A	92826C839	33	220 SH		X		220
WAL-MART STORES INC	COM	931142103	4,796	70,295 SH	X			70,295
WAL-MART STORES INC	COM	931142103	1,748	25,619 SH		X		25,619
BEWLEY-MOTLUK FAMILY L.P.		932001993	3,535	622,884 SH	X			622,884
WATERS CORP	COM	941848103	1,091	12,528 SH	X			12,528
WATERS CORP	COM	941848103	66	761 SH		X		761
WELLPOINT INC	COM	94973V107	2,124	34,871 SH	X			34,871
WELLPOINT INC	COM	94973V107	57	929 SH		X		929
WELLS FARGO & CO NEW	COM	949746101	8,015	234,483 SH	X			234,483
WELLS FARGO & CO NEW	COM	949746101	1,459	42,688 SH		X		42,688
WEYERHAEUSER CO	COM	962166104	34	1,220 SH	X			1,220
WEYERHAEUSER CO	COM	962166104	363	13,050 SH		X		13,050
WINDSTREAM CORP	COM	97381W104	1,095	132,248 SH	X			132,248
WINDSTREAM CORP	COM	97381W104	16	1,904 SH		X		1,904
WISCONSIN ENERGY CORP	COM	976657106	473	12,839 SH	X			12,839
WISCONSIN ENERGY CORP	COM	976657106	2	55 SH		X		55
WOODSON FAMILY LLC		97823A918	0	122,156 SH	X			122,156
WYNN RESORTS LTD	COM	983134107	847	7,527 SH	X			7,527
WYNN RESORTS LTD	COM	983134107	54	484 SH		X		484
XSUNX INC	COM	98385L102	0	30,000 SH	X			30,000
FINAL TOTALS			521,558					

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FORM 13F INFORMATION TABLE ENTRY TOTAL 443