

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-17** | Period of Report: **2012-12-31**  
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FILER

**FIRST MIDWEST BANK TRUST DIVISION**

CIK:[872732](#) | IRS No.: [361495255](#) | Fiscal Year End: [1231](#)  
Type: **13F-HR** | Act: [34](#) | File No.: [028-02869](#) | Film No.: [13534557](#)

Mailing Address  
*2801 WEST JEFFERSON  
STREET  
JOLIET IL 60435*

Business Address  
*2801 WEST JEFFERSPN  
STREET  
JOLIET IL 60435  
8157732648*

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

This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: First Midwest Bank Trust  
Address: 2801 W Jefferson Street  
Joliet, IL 60435

13F File Number: 028-02869

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 submission. Person Signing this Report on Behalf of Reporting Manager:

Name: Nancy Schaefer  
Title: Sr. Vice President  
Phone: 815-773-2642

Signature, Place, and Date of Signing:

/s/ Nancy Schaefer Joliet, IL 1/17/2013

Report Type (Check only one.):

13F HOLDINGS REPORT.  
 13F NOTICE.  
 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager: None

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0  
Form 13F Information Table Entry Total: 607  
Form 13F Information Table Value Total: \$539,826 (thousands)

List of Other Included Managers: None

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AS OF: 12/31/2012

ITEM 1: NAME OF ISSUER	ITEM 2: CLASS	ITEM 3: FAIR MARKET CUSIP NUMBER (in thousands)	ITEM 4: VALUE	ITEM 5: INVESTMENT SHARE/ SH/PRN PUT/CALL	ITEM 6: VOTING AUTHORITY DISCRETION MANAGERS	ITEM 7: SOLE	ITEM 8: SHARED	NONE
ASPEN INSURANCE HLDGS	SHS	G05384105	285	8870	SH	SOLE	8870	
ACCENTURE PLC IRELAND	SHS CLA	G1151C101	164	2470	SH	SOLE	2470	
ACCENTURE PLC IRELAND	SHS CLA	G1151C101	109	1640	SH	OTHER	1640	
EATON CORP PLC	SHS	G29183103	151	2781	SH	SOLE	2781	
EATON CORP PLC	SHS	G29183103	62	1136	SH	OTHER	1136	
EVEREST RE GROUP LTD	COM	G3223R108	456	4150	SH	SOLE	4150	
INDICO RESOURCES LTD.	COM	G476M1108	3	20000	SH	OTHER	20000	
AGL RES INC	COM	001204106	200	5006	SH	SOLE	5006	
AGL RES INC	COM	001204106	16	409	SH	OTHER	409	
AT&T INC	COM	00206R102	6803	201797	SH	SOLE	200981	816
AT&T INC	COM	00206R102	1174	34815	SH	OTHER	34815	
ABBOTT LABORATORIES	COM	002824100	4803	73331	SH	SOLE	65959	7,372
ABBOTT LABORATORIES	COM	002824100	2452	37438	SH	OTHER	37438	

ACXIOM CORP	COM	005125109	323	18510	SH	SOLE	18510		
AETNA U S HEALTHCARE	COM	00817Y108	519	11200	SH	SOLE	11200		
AETNA U S HEALTHCARE	COM	00817Y108	39	840	SH	OTHER	840		
AKAMAI TECHNOLOGIES INC	COM	00971T101	1773	43330	SH	SOLE	43330		
AKAMAI TECHNOLOGIES INC	COM	00971T101	11	260	SH	OTHER	260		
ALEXION PHARMACEUTICALS	COM	015351109	352	3750	SH	SOLE		3,750	
ALLERGAN INC	COM	018490102	449	4900	SH	SOLE			4,900
THE ALLSTATE CORP	COM	020002101	2524	62840	SH	SOLE	62840		
THE ALLSTATE CORP	COM	020002101	22	550	SH	OTHER	550		
ALTRIA GROUP, INC	COM	022098103	626	19915	SH	SOLE	19915		
ALTRIA GROUP, INC	COM	022098103	34	1091	SH	OTHER	1091		
AMAZON COM INC	COM	023135106	411	1637	SH	SOLE	37		1,600
AMAZON COM INC	COM	023135106	4	17	SH	OTHER	17		
AMERICAN EAGLE OUTFIT	COM	02553E106	432	21070	SH	SOLE	21070		
AMERICAN ELECTRIC POWER	COM	025537101	368	8613	SH	SOLE	8613		
AMERICAN ELECTRIC POWER	COM	025537101	102	2401	SH	OTHER	2401		
AMERICAN EXPRESS CO	COM	025816109	581	10100	SH	SOLE	10100		
AMERICAN EXPRESS CO	COM	025816109	317	5520	SH	OTHER	5520		
AMERICAN WTR WKS CO	COM	030420103	1409	37960	SH	SOLE	37960		
AMERICAN WTR WKS CO	COM	030420103	16	420	SH	OTHER	420		
AMERISOURCEBERGEN CORP	COM	03073E105	3482	80645	SH	SOLE	80645		
AMERISOURCEBERGEN CORP	COM	03073E105	131	3035	SH	OTHER	3035		
AMERIPRISE FINL INC	COM	03076C106	474	7570	SH	SOLE		7,570	
AMGEN INC	COM	031162100	204	2372	SH	SOLE	2372		
AMGEN INC	COM	031162100	40	460	SH	OTHER	460		
ANDERSONS INC COM	COM	034164103	240	5595	SH	SOLE	5595		
ANHEUSER BUSCH INBEV	SP ADR	03524A108	493	5640	SH	SOLE			5,640
ANIXTER INTERNATIONAL	COM	035290105	328	5120	SH	SOLE	5120		
ANN INC	COM	035623107	286	8460	SH	SOLE	8460		
APACHE CORP	COM	037411105	818	10423	SH	SOLE	10423		
APACHE CORP	COM	037411105	166	2110	SH	OTHER	2110		
APOLLO INVT CORP	COM	03761U106	320	38262	SH	SOLE	38262		
APPLE COMPUTER INC	COM	037833100	12502	23493	SH	SOLE	20513		2,980
APPLE COMPUTER INC	COM	037833100	668	1256	SH	OTHER	1256		
APPLIED INDUSTRIAL TECH	COM	03820C105	274	6518	SH	SOLE	6518		
APPLIED INDUSTRIAL TECH	COM	03820C105	96	2277	SH	OTHER	2277		
ARCELORMITTAL SA LUX	NYREGSH	03938L104	201	11500	SH	SOLE	11500		
ARCHER-DANIELS-MIDLAND	COM	039483102	394	14371	SH	SOLE	14371		
ARCHER-DANIELS-MIDLAND	COM	039483102	122	4466	SH	OTHER	4466		
ARRIS GROUP INC	COM	04269Q100	177	11821	SH	SOLE	11821		
AUTOZONE INC	COM	053332102	468	1320	SH	SOLE	1320		
AUTOZONE INC	COM	053332102	94	265	SH	OTHER	265		
BP AMOCO P L C	SP ADR	055622104	561	13476	SH	SOLE	13476		
BP AMOCO P L C	SP ADR	055622104	1704	40912	SH	OTHER	40912		
BALL CORP	COM	058498106	608	13580	SH	SOLE	13580		
BALL CORP	COM	058498106	130	2900	SH	OTHER	2900		
BANK OF AMERICA CORP	COM	060505104	2739	235930	SH	SOLE	235930		
BANK OF AMERICA CORP	COM	060505104	168	14432	SH	OTHER	14432		
BANK MONTREAL QUE	COM	063671101	61	999	SH	SOLE	999		
BANK MONTREAL QUE	COM	063671101	197	3208	SH	OTHER	3208		
BANK OF THE OZARKS INC	COM	063904106	348	10412	SH	SOLE	10412		

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:			
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER (in thousands)	FAIR MARKET VALUE	INVESTMENT SHARE/SH/PRN	VOTING AUTHORITY PUT/CALL	MANAGERS	SOLE	SHARED	NONE	
<s>	<c>	<c>	<c>	<c>	<c>	<c>	<c>	<c>	<c>	<c>
C R BARD INC	COM	067383109	346	3539	SH	SOLE	3539			
C R BARD INC	COM	067383109	42	425	SH	OTHER	425			
BAXTER INTERNATIONAL	COM	071813109	1916	28750	SH	SOLE	28750			
BAXTER INTERNATIONAL	COM	071813109	66	995	SH	OTHER	995			
BECTON DICKINSON AND CO	COM	075887109	580	7424	SH	SOLE	7424			
BECTON DICKINSON AND CO	COM	075887109	41	525	SH	OTHER	525			
BELDEN CDT INC	COM	077454106	275	6120	SH	SOLE	6120			
BEMIS INC	COM	081437105	1002	29956	SH	SOLE	29956			
BEMIS INC	COM	081437105	20	595	SH	OTHER	595			
BERKSHIRE HATHAWAY INC	CL A	084670108	938	7	SH	SOLE	7			
BERKSHIRE HATHAWAY INC	CL A	084670108	268	2	SH	OTHER	1			1
BERKSHIRE HATHAWAY INC	CL B	084670702	264	2938	SH	SOLE	2938			
BERKSHIRE HATHAWAY INC	CL B	084670702	376	4189	SH	OTHER	4189			
BIOGEN IDEC INC	COM	09062X103	2912	19895	SH	SOLE	19895			
BIOGEN IDEC INC	COM	09062X103	181	1240	SH	OTHER	1240			
BLACK HILLS CORP	COM	092113109	480	13200	SH	SOLE	13200			
BLACK HILLS CORP	COM	092113109	11	300	SH	OTHER	300			
BOSTON SCIENTIFIC	COM	101137107	1378	240530	SH	SOLE	240530			
BOSTON SCIENTIFIC	COM	101137107	8	1460	SH	OTHER	1460			
BRISTOL MYERS SQUIBB CO	COM	110122108	479	14692	SH	SOLE	14692			
BRISTOL MYERS SQUIBB CO	COM	110122108	460	14116	SH	OTHER	14116			
BROADCOM CORPORATION	CL A	111320107	359	10810	SH	SOLE				10,810
CBS CORP NEW	CL B	124857202	403	10580	SH	SOLE				10,580
CF INDS HDGS INC	COM	125269100	1904	9371	SH	SOLE	9371			
CF INDS HDGS INC	COM	125269100	149	734	SH	OTHER	734			
CSX CORPORATION	COM	126408103	151	7646	SH	SOLE	7646			
CSX CORPORATION	COM	126408103	49	2502	SH	OTHER	2502			
CVR ENERGY INC	COM	12662P108	229	4699	SH	SOLE	4699			
CA INC	COM	12673P105	138	6299	SH	SOLE	6299			
CA INC	COM	12673P105	76	3461	SH	OTHER	3461			
CADENCE DESIGN SYSTEM	COM	127387108	2818	208610	SH	SOLE	208610			
CADENCE DESIGN SYSTEM	COM	127387108	21	1560	SH	OTHER	1560			
CANTEL MEDICAL CORP	COM	138098108	275	9254	SH	SOLE	9254			
CAPITAL ONE FINL CORP	COM	14040H105	2492	43013	SH	SOLE	37143			5,870
CAPITAL ONE FINL CORP	COM	14040H105	45	780	SH	OTHER	780			
CARDERO RES CORP	COM	14140U105	19	45000	SH	OTHER	45000			
CATERPILLAR INC	COM	149123101	897	10006	SH	SOLE	10006			
CATERPILLAR INC	COM	149123101	67	753	SH	OTHER	553			200
CATO CORP NEW CL A	CL A	149205106	207	7530	SH	SOLE	7530			
CBEYOND INC	COM	149847105	120	13267	SH	SOLE	13267			
CELGENE CORP	COM	151020104	171	2176	SH	SOLE	2176			
CELGENE CORP	COM	151020104	67	859	SH	OTHER	859			

CENTERPOINT ENERGY INC	COM	15189T107	1713	88990	SH	SOLE	88990			
CENTERPOINT ENERGY INC	COM	15189T107	81	4223	SH	OTHER	4223			
CENTURYLINK, INC	COM	156700106	282	7197	SH	SOLE	7197			
CENTURYLINK, INC	COM	156700106	8	210	SH	OTHER	210			
CHARLES RIVER LABS INTL	COM	159864107	202	5400	SH	SOLE	5400			
CHEVRONTXACO CORP	COM	166764100	9261	85638	SH	SOLE	85638			
CHEVRONTXACO CORP	COM	166764100	746	6896	SH	OTHER	6896			
CHICAGO BRIDGE & IRON	NYREGSH	167250109	70	1506	SH	SOLE	1506			
CHICAGO BRIDGE & IRON	NYREGSH	167250109	195	4215	SH	OTHER	4215			
CHIMERA INVT CORP	COM	16934Q109	72	27504	SH	OTHER	27504			
CINCINNATI FINANCIAL	COM	172062101	208	5300	SH	SOLE	5300			
CISCO SYSTEMS INC	COM	17275R102	439	22363	SH	SOLE	22363			
CISCO SYSTEMS INC	COM	17275R102	106	5396	SH	OTHER	4596			800
CIRRUS LOGIC INC	COM	172755100	237	8172	SH	SOLE	8172			
CITIGROUP INC	COM NEW	172967424	322	8145	SH	SOLE	8145			
CITIGROUP INC	COM NEW	172967424	5	134	SH	OTHER	134			
CLIFFS NATL RESOURCES	COM	18683K101	9	225	SH	SOLE	225			
CLIFFS NATL RESOURCES	COM	18683K101	371	9608	SH	OTHER	9608			
CLOROX CO	COM	189054109	497	6793	SH	SOLE	6793			
CLOROX CO	COM	189054109	72	990	SH	OTHER	990			
COACH INC	COM	189754104	743	13384	SH	SOLE	13384			
COACH INC	COM	189754104	100	1809	SH	OTHER	1809			
COCA COLA COMPANY	COM	191216100	556	15334	SH	SOLE	15334			
COCA COLA COMPANY	COM	191216100	397	10944	SH	OTHER	10944			
COCA-COLA ENTERPRISES	COM	19122T109	226	7129	SH	SOLE	7129			
COCA-COLA ENTERPRISES	COM	19122T109	10	300	SH	OTHER	300			
COLGATE PALMOLIVE	COM	194162103	617	5905	SH	SOLE	5905			
COLGATE PALMOLIVE	COM	194162103	50	480	SH	OTHER	480			
COMCAST CORP NEW	CL A	20030N101	3611	96654	SH	SOLE	96654			
COMCAST CORP NEW	CL A	20030N101	90	2402	SH	OTHER	2402			
COMMERCIAL METALS CO	COM	201723103	324	21790	SH	SOLE	21790			
COMMUNITY HEALTH SYS	COM	203668108	339	11020	SH	SOLE	11020			
COMPUTER SCIENCES CORP	COM	205363104	839	20960	SH	SOLE	20960			
COMPUTER SCIENCES CORP	COM	205363104	49	1220	SH	OTHER	1220			
CON-WAY INC	COM	205944101	283	10170	SH	SOLE	10170			
CONOCOPHILLIPS	COM	20825C104	3216	55455	SH	SOLE	55455			
CONOCOPHILLIPS	COM	20825C104	467	8056	SH	OTHER	7906			150
CONSOLIDATED EDISON INC	COM	209115104	263	4744	SH	SOLE	4744			
CONSOLIDATED EDISON INC	COM	209115104	16	295	SH	OTHER	295			
CONVERGYS CORP COM	COM	212485106	316	19270	SH	SOLE	19270			
COOPER COS INC	COM NEW	216648402	580	6270	SH	SOLE	6270			
CORELOGIC, INC.	COM	21871D103	363	13480	SH	SOLE	13480			
CORPORATE EXEC BOARD	COM	21988R102	326	6860	SH	SOLE	6860			
CRACKER BARREL OLDENRY	COM	22410J106	313	4876	SH	SOLE	4876			
CROWN CASTLE INTL CORP	COM	228227104	742	10285	SH	SOLE	1115			9,170
CUMMINS ENGINE CO INC	COM	231021106	5430	50120	SH	SOLE	46080			4,040
CUMMINS ENGINE CO INC	COM	231021106	393	3624	SH	OTHER	3624			

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:			
NAME OF ISSUER	CLASS	TITLE OF FAIR MARKET CUSIP NUMBER (in thousands)	VALUE	PRIN	SHARE/ SH/PRN PUT/CALL	VOTING AUTHORITY DISCRETION MANAGERS	SOLE	SHARED	NONE	
DNP SELECT INCOME FUND	COM	23325P104	145	15300	SH	SOLE	15300			
D R HORTON INC	COM	23331A109	1694	85630	SH	SOLE	85630			
D R HORTON INC	COM	23331A109	10	510	SH	OTHER	510			
DTE ENERGY CO	COM	233331107	2860	47630	SH	SOLE	47630			
DTE ENERGY CO	COM	233331107	134	2235	SH	OTHER	2235			
DANAHER CORPORATION	COM	235851102	560	10010	SH	SOLE	120			9,890
DANAHER CORPORATION	COM	235851102	55	980	SH	OTHER	980			
DARDEN RESTAURANTS INC	COM	237194105	176	3900	SH	SOLE	3900			
DARDEN RESTAURANTS INC	COM	237194105	38	835	SH	OTHER	835			
DEERE & COMPANY	COM	244199105	8804	101873	SH	SOLE	101873			
DEERE & COMPANY	COM	244199105	59	677	SH	OTHER	677			
DIAMOND OFFSHORE DRILL	COM	25271C102	2200	32375	SH	SOLE	32375			
DIAMOND OFFSHORE DRILL	COM	25271C102	13	190	SH	OTHER	190			
DIEBOLD INC	COM	253651103	269	8800	SH	SOLE	8800			
DILLARDS INC	CL A	254067101	1389	16580	SH	SOLE	16580			
DILLARDS INC	CL A	254067101	94	1125	SH	OTHER	1125			
DINEQUITY INC	COM	254423106	215	3209	SH	SOLE	3209			
DISNEY	COM DISN	254687106	462	9285	SH	SOLE	9285			
DISNEY	COM DISN	254687106	59	1180	SH	OTHER	1180			
DISH NETWORK CORP	CL A	25470M109	2062	56640	SH	SOLE	56640			
DISH NETWORK CORP	CL A	25470M109	12	340	SH	OTHER	340			
DISCOVER FINL SVCS	COM	254709108	3819	99072	SH	SOLE	99072			
DISCOVER FINL SVCS	COM	254709108	156	4052	SH	OTHER	4052			
DIRECTV	COM	25490A309	364	7256	SH	SOLE	7256			
DIRECTV	COM	25490A309	12	231	SH	OTHER	231			
DOLLAR GEN CORP NEW	COM	256677105	591	13400	SH	SOLE				13,400
DOMINION RESOURCES INC	COM	25746U109	234	4511	SH	SOLE	4511			
DOMINION RESOURCES INC	COM	25746U109	93	1805	SH	OTHER	1805			
DR PEPPER SNAPPLE GROUP	COM	26138E109	2418	54735	SH	SOLE	54735			
DR PEPPER SNAPPLE GROUP	COM	26138E109	23	510	SH	OTHER	510			
E I DUPONT DE NEMOURS	COM	263534109	732	16283	SH	SOLE	16283			
E I DUPONT DE NEMOURS	COM	263534109	197	4391	SH	OTHER	4391			
DUKE ENERGY CORP NEW	COM NEW	26441C204	869	13627	SH	SOLE	13627			
DUKE ENERGY CORP NEW	COM NEW	26441C204	182	2859	SH	OTHER	2859			
EAST WEST BANCORP INC	COM	27579R104	299	13900	SH	SOLE	13900			
EASTMAN CHEMICAL CO	COM	277432100	2309	33924	SH	SOLE	33924			
EASTMAN CHEMICAL CO	COM	277432100	22	320	SH	OTHER	320			
EBAY INC	COM	278642103	747	14645	SH	SOLE	35			14,610
EDISON INTERNATIONAL	COM	281020107	258	5701	SH	SOLE	5701			
EDISON INTERNATIONAL	COM	281020107	5	100	SH	OTHER	100			
EL PASO ELECTRIC CO	COM NEW	283677854	250	7830	SH	SOLE	7830			
EMCOR GROUP INC	COM	29084Q100	310	8970	SH	SOLE	8970			
EMERSON ELECTRIC CO	COM	291011104	612	11557	SH	SOLE	11557			
EMERSON ELECTRIC CO	COM	291011104	483	9120	SH	OTHER	9120			
ENTERGY CORP NEW	COM	29364G103	196	3070	SH	SOLE	3070			
ENTERGY CORP NEW	COM	29364G103	31	492	SH	OTHER	492			

EXELON CORP	COM	30161N101	414	13922	SH	SOLE	13922		
EXELON CORP	COM	30161N101	198	6647	SH	OTHER	6647		
EXELIS INC	COM	30162A108	178	15760	SH	SOLE	15760		
EXTRA SPACE STORAGE INC	COM	30225T102	370	10179	SH	SOLE	10179		
EXXON MOBIL CORP	COM	30231G102	13754	158909	SH	SOLE	158909		
EXXON MOBIL CORP	COM	30231G102	3243	37465	SH	OTHER	37465		
FAIR ISAAC & CO INC	COM	303250104	232	5510	SH	SOLE	5510		
FIDELITY NATL TITLE GR	CL A	31620R105	481	20438	SH	SOLE	20438		
FIFTH THIRD BANCORP	COM	316773100	2486	163520	SH	SOLE	163520		
FIFTH THIRD BANCORP	COM	316773100	15	960	SH	OTHER	960		
FIRST AMERN FINL CORP	COM	31847R102	309	12830	SH	SOLE	12830		
FIRST MIDWEST BANCORP	COM	320867104	1879	150111	SH	SOLE	137708		12,403
FIRST MIDWEST BANCORP	COM	320867104	211	16860	SH	OTHER	15756		1,104
FISERV INC	COM	337738108	264	3345	SH	SOLE	3345		
FLUOR CORP NEW	COM	343412102	483	8219	SH	SOLE	8219		
FLUOR CORP NEW	COM	343412102	25	421	SH	OTHER	221		200
FLOWSERVE CORP	COM	34354P105	1868	12725	SH	SOLE	12725		
FLOWSERVE CORP	COM	34354P105	70	480	SH	OTHER	480		

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NAME OF ISSUER	CLASS	TITLE OF CUSIP	FAIR MARKET VALUE	INVESTMENT SHARE/SH/PRN PUT/CALL	VOTING AUTHORITY DISCRETION MANAGERS	SOLE	SHARED	NONE		
		NUMBER (in thousands)	PRIN							
FOOT LOCKER INC	COM	344849104	432	13453	SH	SOLE	13453			
FORD MTR CO DEL	COM PAR \$0.01	345370860	2042	157722	SH	SOLE	157722			
FORD MTR CO DEL	COM PAR \$0.01	345370860	69	5296	SH	OTHER	5296			
FORTUNE BRANDS H&S	COM	34964C106	141	4810	SH	SOLE	4810			
FORTUNE BRANDS H&S	COM	34964C106	62	2120	SH	OTHER	2120			
FRANKLIN RESOURCES	COM	354613101	187	1485	SH	SOLE	1485			
FRANKLIN RESOURCES	COM	354613101	35	275	SH	OTHER	275			
FREEPORT MCMORAN C&G	COM	35671D857	1404	41055	SH	SOLE	41055			
FREEPORT MCMORAN C&G	COM	35671D857	77	2255	SH	OTHER	2255			
FRONTIER COMMUNICATIONS	COM	35906A108	75	17517	SH	SOLE	17517			
FRONTIER COMMUNICATIONS	COM	35906A108	1	273	SH	OTHER	273			
FULLER H B CO	COM	359694106	275	7895	SH	SOLE	7895			
GT ADVANCED TECH	COM	36191U106	64	20984	SH	SOLE	20984			
GARTNER INC COM	COM	366651107	373	8101	SH	SOLE	8101			
GENERAL DYNAMICS CORP	COM	369550108	264	3805	SH	SOLE	3805			
GENERAL DYNAMICS CORP	COM	369550108	59	850	SH	OTHER	850			
GENERAL ELECTRIC CORP	COM	369604103	5138	244776	SH	SOLE	244776			
GENERAL ELECTRIC CORP	COM	369604103	982	46779	SH	OTHER	46779			
GENERAL MILLS INC	COM	370334104	558	13810	SH	SOLE	13810			
GENERAL MILLS INC	COM	370334104	86	2125	SH	OTHER	2125			
GILEAD SCIENCES INC	COM	375558103	4187	57002	SH	SOLE	49332		7,670	
GILEAD SCIENCES INC	COM	375558103	241	3285	SH	OTHER	3285			
GOOGLE INC	CL A	38259P508	853	1206	SH	SOLE	116		1,090	
GOOGLE INC	CL A	38259P508	11	15	SH	OTHER	15			
W W GRAINGER INC	COM	384802104	523	2585	SH	SOLE	2585			
W W GRAINGER INC	COM	384802104	98	485	SH	OTHER	485			
GRANITE CONSTRUCTION	COM	387328107	282	8390	SH	SOLE	8390			
GREAT PLAINS ENERGY INC	COM	391164100	284	13990	SH	SOLE	13990			
GROUP 1 AUTOMOTIVE INC	COM	398905109	203	3281	SH	SOLE	3281			
HSN INC	COM	404303109	290	5270	SH	SOLE	5270			
HAIN CELESTIAL GROUP	COM	405217100	468	8623	SH	SOLE	8623			
HARRIS CORPORATION	COM	413875105	2430	49627	SH	SOLE	49627			
HARRIS CORPORATION	COM	413875105	14	290	SH	OTHER	290			
HEALTHCARE SVCS GRP INC	COM	421906108	333	14348	SH	SOLE	14348			
H.J. HEINZ CO.	COM	423074103	400	6933	SH	SOLE	6933			
H.J. HEINZ CO.	COM	423074103	209	3615	SH	OTHER	3615			
HELIX ENERGY SOLUTIONS	COM	42330P107	412	19983	SH	SOLE	19983			
HERSHEY FOODS CORP	COM	427866108	3481	48205	SH	SOLE	42935		5,270	
HERSHEY FOODS CORP	COM	427866108	273	3775	SH	OTHER	3775			
HERTZ GLOBAL HOLDINGS	COM	42805T105	463	28436	SH	SOLE	166		28,270	
HIGHWOOD PPTYS INC	COM	431284108	299	8930	SH	SOLE	8930			
HOLLYFRONTIER CORP	COM	436106108	395	8478	SH	SOLE	8478			
HOME DEPOT INC	COM	437076102	663	10720	SH	SOLE	4630		6,090	
HOME DEPOT INC	COM	437076102	85	1369	SH	OTHER	1369			
HONEYWELL INTERNATIONAL	COM	438516106	3277	51624	SH	SOLE	51624			
HONEYWELL INTERNATIONAL	COM	438516106	76	1197	SH	OTHER	1197			
HORACE MANN EDUCATORS	COM	440327104	298	14949	SH	SOLE	14949			
HOSPITALITY PROPERTCOM	SHBNINT	44106M102	493	21056	SH	SOLE	21056			
HOSPITALITY PROPERTCOM	SHBNINT	44106M102	47	1994	SH	OTHER	1994			
HUBBELL INC CL B	CL B	443510201	344	4070	SH	SOLE	4070			
HUMANA INC	COM	444859102	1344	19580	SH	SOLE	19580			
HUMANA INC	COM	444859102	190	2772	SH	OTHER	2772			
HUNT J B TRANSPORTATION	COM	445658107	433	7246	SH	SOLE	7246			
HUNTINGTON INGALLS INDS	COM	446413106	209	4829	SH	SOLE	4829			
IAC INTERACTIVE	COM PAR \$0.01	44919P508	312	6600	SH	SOLE	6600			
ITT CORP	COM NEW	450911201	206	8780	SH	SOLE	8780			
IDACORP INC	COM	451107106	330	7610	SH	SOLE	7610			
ILLINOIS TOOL WORKS INC	COM	452308109	156	2566	SH	SOLE	2566			
ILLINOIS TOOL WORKS INC	COM	452308109	85	1400	SH	OTHER	1400			
INGREDION INC	COM	457187102	454	7039	SH	SOLE	7039			
INTEL CORPORATION	COM	458140100	3520	170686	SH	SOLE	169186		1,500	
INTEL CORPORATION	COM	458140100	735	35664	SH	OTHER	35664			
INTEGRYS ENERGY GROUP	COM	45822P105	652	12481	SH	SOLE	12481			
INTEGRYS ENERGY GROUP	COM	45822P105	109	2079	SH	OTHER	2079			
INTL BUSINESS MACHINES	COM	459200101	9672	50495	SH	SOLE	50495			
INTL BUSINESS MACHINES	COM	459200101	1718	8969	SH	OTHER	8969			
INTERNATIONAL PAPER CO	COM	460146103	479	12014	SH	SOLE	12014			
INTERNATIONAL PAPER CO	COM	460146103	50	1252	SH	OTHER	952		300	
INTUITIVE SURGICAL INC	COM NEW	46120E602	332	678	SH	SOLE	7		671	
INTUITIVE SURGICAL INC	COM NEW	46120E602	20	40	SH	OTHER	40			
INTUIT INC	COM	461202103	282	4743	SH	SOLE	4743			
INTUIT INC	COM	461202103	6	100	SH	OTHER	100			

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ISHARES TR	DJ SEL DIV INX	464287168	1896	33131	SH	SOLE	33131
ISHARES TR	DJ SEL DIV INX	464287168	11	200	SH	OTHER	200
ISHARES TR	CORE S&P500 ETF	464287200	680	4748	SH	SOLE	4748
ISHARES MSCI EMRGMK MSCI EMG MK		464287234	12852	289790	SH	SOLE	289790
ISHARES MSCI EMRGMK MSCI EMG MK		464287234	100	2245	SH	OTHER	2245
ISHARES TR	MSCI EAFE INDEX	464287465	1205	21200	SH	SOLE	21200
ISHARES TR	MSCI EAFE INDEX	464287465	31	550	SH	OTHER	550
ISHARES S&P MC 400	S&P MC 400	464287507	1518	14926	SH	SOLE	14926
ISHARES S&P MC 400	S&P MC 400	464287507	10	100	SH	OTHER	100
ISHARES RUSL 2000	RUSL 2000	464287655	1269	15053	SH	SOLE	15053
ISHARES TR INDEXT	S&P SC GR	464287887	2892	34411	SH	SOLE	34411
ISHARES	HGH DIV EQT FD	46429B663	206	3500	SH	SOLE	3500
J P MORGAN CHASE & CO	COM	46625H100	5874	133602	SH	SOLE	133602
J P MORGAN CHASE & CO	COM	46625H100	671	15261	SH	OTHER	15261
JABIL CIRCUIT INC	COM	466313103	2527	131020	SH	SOLE	131020
JABIL CIRCUIT INC	COM	466313103	93	4820	SH	OTHER	4820
JARDEN CORP	COM	471109108	2260	43710	SH	SOLE	43710
JARDEN CORP	COM	471109108	13	260	SH	OTHER	260
JOHN BEAN TECHNOLOGIES	COM	477839104	202	11348	SH	SOLE	11348
JOHNSON & JOHNSON CO	COM	478160104	3675	52429	SH	SOLE	52429
JOHNSON & JOHNSON CO	COM	478160104	2106	30043	SH	OTHER	30043
JOY GLOBAL INC	COM	481165108	2231	34985	SH	SOLE	34985
JOY GLOBAL INC	COM	481165108	28	435	SH	OTHER	435
KLA-TENCOR CORP	COM	482480100	3050	63856	SH	SOLE	63856
KLA-TENCOR CORP	COM	482480100	112	2344	SH	OTHER	2344
KIMBERLY-CLARK CORP	COM	494368103	3158	37399	SH	SOLE	37399
KIMBERLY-CLARK CORP	COM	494368103	216	2554	SH	OTHER	2554
KINDER MORGAN ENRG	UT LTD PRT	494550106	551	6911	SH	SOLE	6911
KINDER MORGAN ENRG	UT LTD PRT	494550106	51	645	SH	OTHER	645
LAUDER ESTEE COS INC	CL A	518439104	646	10786	SH	SOLE	10786
LAUDER ESTEE COS INC	CL A	518439104	22	366	SH	OTHER	366
LEGGETT & PLATT INC	COM	524660107	319	11732	SH	SOLE	11732
LEGGETT & PLATT INC	COM	524660107	10	370	SH	OTHER	370
LENDER PROCESSING SVCS	COM	52602E102	278	11280	SH	SOLE	11280
LENNOX INTL INC	COM	526107107	338	6430	SH	SOLE	6430
LEXMARK INTL GROUP INC	CL A	529771107	1647	71030	SH	SOLE	71030
LEXMARK INTL GROUP INC	CL A	529771107	26	1120	SH	OTHER	1120
LIBERTY MEDIA	LIB CAP COM A	530322106	573	4940	SH	SOLE	531
LIBERTY MEDIA	LIB CAP COM A	530322106	5	44	SH	OTHER	44
LIBERTY PTTY TR	SHBNINT	531172104	356	9949	SH	SOLE	9949
LILLY ELI & CO	COM	532457108	4664	94564	SH	SOLE	94564
LILLY ELI & CO	COM	532457108	367	7432	SH	OTHER	7432
LIMITED INC	COM	532716107	620	13170	SH	SOLE	13,170
LINCOLN NATL CORP IND	COM	534187109	2784	107500	SH	SOLE	107500
LINCOLN NATL CORP IND	COM	534187109	128	4940	SH	OTHER	4940
LINDSAY MANUFACTURING	COM	535555106	210	2620	SH	SOLE	2620
LINKEDIN CORP	COM CLA	53578A108	340	2957	SH	SOLE	17
LOCKHEED MARTIN CORP	COM	539830109	641	6941	SH	SOLE	6941
LOCKHEED MARTIN CORP	COM	539830109	29	312	SH	OTHER	312
LORILLARD INC COM	COM	544147101	454	3889	SH	SOLE	3889
LOUISIANA-PACIFIC CORP	COM	546347105	500	25905	SH	SOLE	25905
LUCAS ENERGY INC	COM NEW	549333201	21	14000	SH	OTHER	14000
LULULEMON ATHLETICA INC	COM	550021109	355	4660	SH	SOLE	4,660
M & T BK CORP	COM	55261F104	109	1103	SH	SOLE	1103
M & T BK CORP	COM	55261F104	121	1230	SH	OTHER	1230
MDC HOLDINGS INC	COM	552676108	268	7300	SH	SOLE	7300
MWI VETERINARY SUPPLY	COM	55402X105	315	2866	SH	SOLE	2866
MACY'S INC	COM	55616P104	310	7940	SH	SOLE	7940
MACY'S INC	COM	55616P104	63	1620	SH	OTHER	1620
MAGELLAN HEALTH SVCS	COM NEW	559079207	225	4594	SH	SOLE	4594
MANHATTAN ASSOCIATES	COM	562750109	291	4830	SH	SOLE	4830
MARATHON PETE CORP	COM	56585A102	3853	61152	SH	SOLE	61152
MARATHON PETE CORP	COM	56585A102	106	1683	SH	OTHER	1683

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MATTEL INC	COM	577081102	316	8641	SH	SOLE	8641
MATTEL INC	COM	577081102	38	1026	SH	OTHER	1026
MAXIMUS INC	COM	577933104	355	5610	SH	SOLE	5610
MCDONALDS CORP	COM	580135101	2814	31899	SH	SOLE	31899
MCDONALDS CORP	COM	580135101	489	5539	SH	OTHER	5539
MCKESSON HBOC INC	COM	58155Q103	3928	40514	SH	SOLE	40514
MCKESSON HBOC INC	COM	58155Q103	192	1976	SH	OTHER	1976
MENTOR GRAPHICS CORP	COM	587200106	335	19690	SH	SOLE	19690
MERCK & CO INC	COM	58933Y105	628	15340	SH	SOLE	15340
MERCK & CO INC	COM	58933Y105	190	4637	SH	OTHER	4637
METHODE ELECTRIC CL A	COM	591520200	105	10460	SH	SOLE	10460
MICREL INC	COM	594793101	242	25510	SH	SOLE	25510
MICROSOFT CORP	COM	594918104	5195	194490	SH	SOLE	194490
MICROSOFT CORP	COM	594918104	733	27459	SH	OTHER	27459
MID-AMER APT CMNTYS INC	COM	59522J103	248	3830	SH	SOLE	3830
MONDELEZ INTL INC	CL A	609207105	179	7047	SH	SOLE	7047
MONDELEZ INTL INC	CL A	609207105	36	1429	SH	OTHER	1429
MONSANTO CO NEW	COM	61166W101	735	7762	SH	SOLE	932
MONSANTO CO NEW	COM	61166W101	105	1106	SH	OTHER	1106
MONSTER BEVERAGE CORP	COM	611740101	291	5503	SH	SOLE	5503

MONSTER BEVERAGE CORP	COM	611740101	58	1100	SH	OTHER	1100			
MOVADO GROUP INC	COM	624580106	239	7776	SH	SOLE	7776			
MUELLER INDUSTRIES INC	COM	624756102	268	5358	SH	SOLE	5358			
NATIONAL FINL PARTNERS	COM	63607P208	301	17566	SH	SOLE	17566			
NATIONAL RETAIL PROP	COM	637417106	436	13980	SH	SOLE	13980			
NETSPEND HOLDINGS INC	COM	64118V106	130	10980	SH	SOLE	10980			
NEWELL RUBBERMAID INC	COM	651229106	2457	110315	SH	SOLE	110315			
NEWELL RUBBERMAID INC	COM	651229106	15	660	SH	OTHER	660			
NEWMARKET CORP	COM	651587107	372	1420	SH	SOLE	1420			
NEWS CORP	CL A	65248E104	1712	67100	SH	SOLE	67100			
NEWS CORP	CL A	65248E104	20	790	SH	OTHER	790			
NEXTERA ENERGY INC	COM	65339F101	1010	14598	SH	SOLE	14598			
NEXTERA ENERGY INC	COM	65339F101	78	1125	SH	OTHER	1125			
NISOURCE INC	COM	65473P105	1775	71316	SH	SOLE	71316			
NISOURCE INC	COM	65473P105	262	10534	SH	OTHER	9908			626
NORANDA ALUMINUM HLDG	COM	65542W107	102	16620	SH	SOLE	16620			
NORDSTROM INC	COM	655664100	490	9165	SH	SOLE	9165			
NORDSTROM INC	COM	655664100	80	1500	SH	OTHER	1500			
NORTHROP GRUMMAN CORP	COM	666807102	2732	40425	SH	SOLE	40425			
NORTHROP GRUMMAN CORP	COM	666807102	170	2510	SH	OTHER	2510			
NUCOR CORP	COM	670346105	205	4740	SH	SOLE	4740			
NUCOR CORP	COM	670346105	13	290	SH	OTHER	290			
NV ENERGY INC	COM	67073Y106	318	17547	SH	SOLE	17547			
OCCIDENTAL PETROLEUM	COM	674599105	209	2733	SH	SOLE	2733			
OCCIDENTAL PETROLEUM	COM	674599105	19	242	SH	OTHER	242			
OCEANEERING INTL INC	COM	675232102	313	5824	SH	SOLE	5824			
OCEANEERING INTL INC	COM	675232102	9	161	SH	OTHER	161			
OLD DOMINION FGHT LINES	COM	679580100	347	10122	SH	SOLE	10122			
OLD REPUBLIC INTL	COM	680223104	220	20625	SH	OTHER	20625			
OMEGA HEALTHCARE INVS	COM	681936100	481	20170	SH	SOLE	20170			
ONEOK INC COMMON STOCK	COM	682680103	1307	30578	SH	SOLE	30578			
ONEOK INC COMMON STOCK	COM	682680103	6	150	SH	OTHER	150			
ORACLE SYSTEMS CORP	COM	68389X105	2735	82094	SH	SOLE	82094			
ORACLE SYSTEMS CORP	COM	68389X105	322	9670	SH	OTHER	8720			950
OSHKOSH TRUCK CORP	COM	688239201	407	13720	SH	SOLE	13720			
OWENS & MINOR INC NEW	COM	690732102	231	8100	SH	SOLE	8100			
PG&E CORP	COM	69331C108	181	4500	SH	SOLE	4500			
PG&E CORP	COM	69331C108	21	533	SH	OTHER	533			
PNM RES INC	COM	69349H107	330	16080	SH	SOLE	16080			
PPG IND INC	COM	693506107	2000	14780	SH	SOLE	14780			
PPG IND INC	COM	693506107	27	203	SH	OTHER	203			
PPL CORP	COM	69351T106	2492	87040	SH	SOLE	87040			
PPL CORP	COM	69351T106	37	1300	SH	OTHER	1300			
PAC BIOSCIENCES OF CAL	COM	69404D108	64	37911	SH	SOLE	37911			
PACKAGING CORP AMER	COM	695156109	238	6180	SH	SOLE	6180			
PANERA BREAD CO	CL A	69840W108	286	1800	SH	SOLE	1800			
PARKWAY PTYS INC	COM	70159Q104	223	15947	SH	SOLE	15947			
PEPSICO INC	COM	713448108	1605	23455	SH	SOLE	23455			
PEPSICO INC	COM	713448108	821	11998	SH	OTHER	11998			
PETROQUEST ENERGY INC	COM	716748108	67	13600	SH	SOLE	13600			
PETSMART	COM	716768106	1898	27778	SH	SOLE	27778			
PETSMART	COM	716768106	27	389	SH	OTHER	389			
PFIZER INC	COM	717081103	1485	59219	SH	SOLE	59219			
PFIZER INC	COM	717081103	686	27348	SH	OTHER	27348			
PHILIP MORRIS INTL INC	COM	718172109	2024	24196	SH	SOLE	24196			
PHILIP MORRIS INTL INC	COM	718172109	117	1400	SH	OTHER	1400			
PHILLIPS 66	COM	718546104	848	15970	SH	SOLE	15970			
PHILLIPS 66	COM	718546104	118	2215	SH	OTHER	2215			

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PINNACLE WEST CAPITAL	COM	723484101	243	4776	SH	SOLE	4776			
PINNACLE WEST CAPITAL	COM	723484101	29	560	SH	OTHER	560			
PIONEER NAT RES CO	COM	723787107	435	4080	SH	SOLE				4,080
PLAINS EXPL& PRODTN CO	COM	726505100	321	6840	SH	SOLE	6840			
PLANTRONICS INC NEW	COM	727493108	211	5720	SH	SOLE	5720			
PLANTRONICS INC NEW	COM	727493108	15	400	SH	OTHER	400			
POLARIS INDUSTRIES INC	COM	731068102	2726	32395	SH	SOLE	32395			
POLARIS INDUSTRIES INC	COM	731068102	12	140	SH	OTHER	140			
PRECISION CASTPARTS	COM	740189105	622	3285	SH	SOLE	35			3,250
PRECISION CASTPARTS	COM	740189105	19	100	SH	OTHER				100
PRICELINE COM INC	COM NEW	741503403	372	600	SH	SOLE				600
PRICELINE COM INC	COM NEW	741503403	5	8	SH	OTHER	8			
PROASSURANCE CORP	COM	74267C106	296	3511	SH	SOLE	3511			
PROCTER & GAMBLE CO	COM	742718109	6047	89070	SH	SOLE	89070			
PROCTER & GAMBLE CO	COM	742718109	802	11819	SH	OTHER	11819			
PROSHARES TR	PSHS ULT SP 500	74347R107	10658	176600	SH	SOLE				176600
PROSHARES TR	PSHS ULT SP 500	74347R107	16	265	SH	OTHER	265			
PROSPECT CAPITAL CORP	COM	74348T102	205	18902	SH	SOLE	18902			
PROSPECT CAPITAL CORP	COM	74348T102	11	1009	SH	OTHER	1009			
PROTALIX BIOTHERAPEUTIC	COM	74365A101	168	32395	SH	SOLE	32395			
PROTECTIVE LIFE CORP	COM	743674103	476	16650	SH	SOLE	16650			
PUBLIC STORAGE INC	COM	74460D109	830	5725	SH	SOLE	5725			
PUBLIC STORAGE INC	COM	74460D109	87	600	SH	OTHER	600			
QUALCOMM INC	COM	747525103	3037	49097	SH	SOLE	42027			7,070
QUALCOMM INC	COM	747525103	67	1086	SH	OTHER	1086			
RAYMOND JAMES FINANCIAL	COM	754730109	237	6145	SH	SOLE	6145			
RAYTHEON CO	COM NEW	755111507	2883	50081	SH	SOLE	50081			
RAYTHEON CO	COM NEW	755111507	24	410	SH	OTHER	410			
REGENERON PHARM	COM	75886F107	282	1650	SH	SOLE	1650			
RESMED INC	COM	761152107	498	11970	SH	SOLE	11970			
RITE AID CORP	COM	767754104	43	31690	SH	OTHER	31690			
ROCKWELL AUTOMATION INC	COM	773903109	1532	18235	SH	SOLE	18235			
ROCKWELL AUTOMATION INC	COM	773903109	72	859	SH	OTHER	859			
ROYAL DUTCH SHELL PLC	SPADR A	780259206	133	1930	SH	SOLE	1930			
ROYAL DUTCH SHELL PLC	SPADR A	780259206	75	1084	SH	OTHER	1084			

GUGGENHEIMSP500PURE	SP500PUGR	78355W403	1147	23275	SH	SOLE	23275					
GUGGENHEIMSPMC400PURE	SPMC400PG	78355W601	319	3500	SH	SOLE	3500					
SLM CORP	COM	78442P106	1496	87330	SH	SOLE	87330					
SPDR S&P 500 ETF TRUST	TR UNIT	78462F103	34094	239411	SH	OTHER	510					
SPDR S&P 500 ETF TRUST	TR UNIT	78462F103	273	1920	SH	OTHER						
SPDR GOLD TRUST	GOLD SHS	78463V107	548	3380	SH	SOLE	3380					
SPDR GOLD TRUST	GOLD SHS	78463V107	407	2513	SH	OTHER	2513					
SPDR SP MC 400	UTSER1 S&PDCRP	78467Y107	148	795	SH	SOLE	795					
SPDR SP MC 400	UTSER1 S&PDCRP	78467Y107	73	393	SH	OTHER	393					
SALESFORCE COM INC	COM	79466L302	1752	10420	SH	SOLE	7950					2,470
SALESFORCE COM INC	COM	79466L302	8	50	SH	OTHER	50					
SANOFI	SP ADR	80105N105	482	10164	SH	SOLE	270					9,894
SCHWEITZER-MAUDUIT INTL COM	COM	808541106	301	7718	SH	SOLE	7718					
CNSM STPL SLSCST SPDR	SBI STPLS	81369Y308	2660	76215	SH	SOLE	76215					
CNSM STPL SLSCST SPDR	SBI STPLS	81369Y308	19	552	SH	OTHER	552					
SLCT SCTR SPDR	SBI CONS DISCR	81369Y407	2339	49307	SH	SOLE	49307					
SLCT SCTR SPDR	SBI CONS DISCR	81369Y407	21	440	SH	OTHER	440					
SLCT SCTR SPDR	SBI INT-ENERGY	81369Y506	1807	25299	SH	SOLE	25299					
SLCT SCTR SPDR	SBI INT-ENERGY	81369Y506	10	144	SH	OTHER	144					
SLCT SCTR SPDR	SBI INT-FINL	81369Y605	211	12850	SH	SOLE	12850					
TECH SLSCST	TECHNOLOGY	81369Y803	3149	109155	SH	SOLE	109155					
TECH SLSCST	TECHNOLOGY	81369Y803	76	2630	SH	OTHER	2630					
SEMPRA ENERGY INC	COM	816851109	292	4120	SH	SOLE	4120					
SEMPRA ENERGY INC	COM	816851109	71	1004	SH	OTHER	1004					
SHERWIN-WILLIAMS CO	COM	824348106	3387	22020	SH	SOLE	22020					
SHERWIN-WILLIAMS CO	COM	824348106	172	1120	SH	OTHER	1120					
SIGNATURE BK NEW YORK	COM	82669G104	223	3127	SH	SOLE	3127					
SILICON LABORATORIES	COM	826919102	242	5800	SH	SOLE	5800					
SIMON PROPERTY GROUP	COM	828806109	1946	12311	SH	SOLE	12311					
SIMON PROPERTY GROUP	COM	828806109	93	591	SH	OTHER	591					
SKYWORKS SOLUTIONS INC	COM	83088M102	253	12460	SH	SOLE	12460					
SMITHFIELD FOODS INC	COM	832248108	225	10429	SH	SOLE	10429					
SNAP ON INC	COM	833034101	316	4000	SH	SOLE	4000					
SOLARWINDS INC	COM	83416B109	363	6930	SH	SOLE	6930					
SONIC AUTOMOTIVE INC	CL A	83545G102	419	20050	SH	SOLE	20050					
SOURCEFIRE INC	COM	83616T108	202	4286	SH	SOLE	4286					
SOUTHERN CO	COM	842587107	223	5215	SH	SOLE	5215					
SOUTHERN CO	COM	842587107	49	1133	SH	OTHER	1133					
STARBUCKS CORP	COM	855244109	3932	73323	SH	SOLE	64255					9,068
STARBUCKS CORP	COM	855244109	245	4565	SH	OTHER	4565					
SUNTRUST BANKS, INC.	COM	867914103	1491	52600	SH	SOLE	52600					
SUNTRUST BANKS, INC.	COM	867914103	52	1820	SH	OTHER	1820					
SYNAPTICS INC	COM	87157D109	209	6980	SH	SOLE	6980					
SYNOVUS FINL CORP	COM	87161C105	199	81160	SH	SOLE	81160					
SYSCO CORPORATION	COM	871829107	2700	85270	SH	SOLE	85270					
SYSCO CORPORATION	COM	871829107	143	4520	SH	OTHER	4520					

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:				
NAME OF ISSUER	CLASS	TITLE OF CUSIP	FAIR MARKET NUMBER (in thousands)	VALUE	PRIN	SHARE/ SH/PRN	INVESTMENT PUT/CALL	VOTING AUTHORITY DISCRETION MANAGERS	SOLE	SHARED	NONE
TECO ENERGY INC CS	COM	872375100	173	10310	SH		SOLE	10310			
TECO ENERGY INC CS	COM	872375100	34	2000	SH		OTHER	2000			
THQ INC	COM PAR \$0.01	872443601	3	10000	SH		SOLE	10000			
TJX COMPANIES (NEW)	COM	872540109	5069	119400	SH		SOLE	107010			12,390
TJX COMPANIES (NEW)	COM	872540109	573	13495	SH		OTHER	13495			
TW TELECOM INC	COM	87311L104	998	39200	SH		SOLE	39200			
TW TELECOM INC	COM	87311L104	5	210	SH		OTHER	210			
TARGET CORP	COM	87612E106	186	3140	SH		SOLE	3140			
TARGET CORP	COM	87612E106	28	477	SH		OTHER	477			
TAUBMAN CENTERS INC	COM	876664103	351	4460	SH		SOLE	4460			
TECH DATA CORP	COM	878237106	208	4575	SH		SOLE	4575			
TEREX CORP NEW	COM	880779103	331	11790	SH		SOLE	11790			
TESORO PETE CORP	COM	881609101	2482	56345	SH		SOLE	56345			
TESORO PETE CORP	COM	881609101	85	1930	SH		OTHER	1930			
TEXAS CAPITAL BANCSHS	COM	88224Q107	225	5028	SH		SOLE	5028			
TEXTRON INC	COM	883203101	1766	71235	SH		SOLE	71235			
TEXTRON INC	COM	883203101	80	3230	SH		OTHER	3230			
THOR INDUSTRIES INC	COM	885160101	292	7810	SH		SOLE	7810			
3M CO	COM	88579Y101	664	7156	SH		SOLE	7156			
3M CO	COM	88579Y101	230	2481	SH		OTHER	2481			
TIDEWATER INC	COM	886423102	220	4920	SH		SOLE	4920			
TIDEWATER INC	COM	886423102	4	100	SH		OTHER	100			
TORCHMARK CORP	COM	891027104	3111	60207	SH		SOLE	60207			
TORCHMARK CORP	COM	891027104	23	450	SH		OTHER	450			
TORO CO	COM	891092108	373	8684	SH		SOLE	8684			
TRACTOR SUPPLY CO	COM	892356106	325	3675	SH		SOLE	3675			
TRACTOR SUPPLY CO	COM	892356106	14	162	SH		OTHER	162			
TRAVELERS COMPANIES INC	COM	89417E109	2544	35417	SH		SOLE	35417			
TRAVELERS COMPANIES INC	COM	89417E109	155	2154	SH		OTHER	2154			
TRIMBLE NAVIGATION LTD	COM	896239100	292	4890	SH		SOLE	4890			
TRINITY INDUSTRIES INC	COM	896522109	346	9660	SH		SOLE	9660			
TRIQUINT SEMICONDUCTOR	COM	89674K103	77	15865	SH		SOLE	15865			
TUPPERWARE CORPORATION	COM	899896104	426	6640	SH		SOLE	6640			
UMB FINANCIAL CORP	COM	902788108	276	6290	SH		SOLE	6290			
US BANCORP DEL NEW	COM NEW	902973304	5282	165380	SH		SOLE	165380			
US BANCORP DEL NEW	COM NEW	902973304	175	5465	SH		OTHER	5465			
UNS ENERGY CORP	COM	903119105	435	10260	SH		SOLE	10260			
ULTA SALON COSMETCS	COM	90384S303	390	3974	SH		SOLE	3974			
UNION PACIFIC CORP	COM	907818108	3685	29313	SH		SOLE	24272			5,041
UNION PACIFIC CORP	COM	907818108	61	485	SH		OTHER	485			
UNITED BANKSHARES INC	COM	909907107	281	11555	SH		SOLE	11555			
UNITED RENTALS INC	COM	911363109	341	7500	SH		SOLE	7500			
UNITED TECHNOLOGIES	COM	913017109	1058	12901	SH		SOLE	12901			
UNITED TECHNOLOGIES	COM	913017109	226	2750	SH		OTHER	2750			
UNITED THERAPEUTICS	COM	91307C102	315	5888	SH		SOLE	5888			
UNITED THERAPEUTICS	COM	91307C102	4	80	SH		OTHER	80			



UNITEDHEALTH GROUP INC	COM	91324P102	3194	58880	SH	SOLE	52070	6,810
UNITEDHEALTH GROUP INC	COM	91324P102	16	290	SH	OTHER	290	
UNIVERSAL CORP VA	COM	913456109	483	9670	SH	SOLE	9670	
VALEANT PHARMACEUTICALS	COM	91911K102	287	4794	SH	SOLE	4794	
VALEANT PHARMACEUTICALS	COM	91911K102	34	575	SH	OTHER	575	
VALMONT INDS INC	COM	920253101	2148	15730	SH	SOLE	15730	
VALMONT INDS INC	COM	920253101	11	80	SH	OTHER	80	
VALSPAR CORP	COM	920355104	308	4940	SH	SOLE	4940	
VALUECLICK INC	COM	92046N102	263	13572	SH	SOLE	13572	
VARIAN MEDICAL SYSTEMS	COM	92220P105	2274	32375	SH	SOLE	32375	
VARIAN MEDICAL SYSTEMS	COM	92220P105	24	340	SH	OTHER	340	
VANGUARD MC ETF	MD CAP ETF	922908629	206	2500	SH	SOLE	2500	
VERIZON COMMUNICATIONS	COM	92343V104	3463	80036	SH	SOLE	80036	
VERIZON COMMUNICATIONS	COM	92343V104	302	6985	SH	OTHER	6985	
VERTEX PHARMACEUTICALS	COM	92532F100	202	4815	SH	SOLE	4815	
VISA INC	COM CL A	92826C839	776	5122	SH	SOLE	302	4,820
VISA INC	COM CL A	92826C839	30	200	SH	OTHER		200
VMWARE INC	CL A COM	928563402	506	5370	SH	SOLE		5,370
VODAFONE GROUP PLC	SP ADR NEW	92857W209	227	9006	SH	SOLE	9006	
VODAFONE GROUP PLC	SP ADR NEW	92857W209	15	599	SH	OTHER	599	
WABTEC	COM	929740108	314	3590	SH	SOLE	3590	
WAL-MART STORES, INC.	COM	931142103	2329	34142	SH	SOLE	34142	
WAL-MART STORES, INC.	COM	931142103	89	1305	SH	OTHER	1305	
WALGREEN CO	COM	931422109	428	11560	SH	SOLE	11560	
WALGREEN CO	COM	931422109	1403	37910	SH	OTHER	37510	400
WASTE MGMT INC DEL	COM	94106L109	177	5240	SH	SOLE	5240	
WASTE MGMT INC DEL	COM	94106L109	310	9192	SH	OTHER	9192	
WATSCO INC	COM	942622200	274	3656	SH	SOLE	3656	
WEINGARTEN RLTY INVS	SHBNINT	948741103	285	10660	SH	SOLE	10660	
WELLPOINT INC	COM	94973V107	141	2322	SH	SOLE	2322	
WELLPOINT INC	COM	94973V107	182	2982	SH	OTHER	2982	
WELLS FARGO & CO	COM	949746101	4261	124663	SH	SOLE	124663	
WELLS FARGO & CO	COM	949746101	328	9610	SH	OTHER	8810	800
WEYERHAEUSER CO	COM	962166104	1895	68114	SH	SOLE	68114	
WEYERHAEUSER CO	COM	962166104	11	410	SH	OTHER	410	
WHIRLPOOL CORP	COM	963320106	1807	17760	SH	SOLE	17760	
WHIRLPOOL CORP	COM	963320106	77	760	SH	OTHER	760	
WHOLE FOODS MKT	COM	966837106	533	5850	SH	SOLE		5,850
WILLIAMS COMPANIES	COM	969457100	351	10715	SH	SOLE	125	10,590
WINNEBAGO INDUSTRIES,	COM	974637100	575	33580	SH	SOLE	33580	
WISDOMTREE EMG MKTS EMRG MK ETF	97717W315	11183	195546	SH	SOLE	195546		
WISDOMTREE EMG MKTS EMRG MK ETF	97717W315	17	290	SH	OTHER	290		
WORTHINGTON INDUSTRIES	COM	981811102	241	9290	SH	SOLE	9290	
WYNDHAM WORLDWIDE CORP	COM	98310W108	3702	69580	SH	SOLE	69580	
WYNDHAM WORLDWIDE CORP	COM	98310W108	154	2900	SH	OTHER	2900	
YUM BRANDS INC	COM	988498101	113	1708	SH	SOLE	1708	
YUM BRANDS INC	COM	988498101	116	1740	SH	OTHER	1740	
ZIMMER HOLDINGS INC	COM	98956P102	2312	34678	SH	SOLE	34678	
ZIMMER HOLDINGS INC	COM	98956P102	71	1067	SH	OTHER	1067	

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