

# SECURITIES AND EXCHANGE COMMISSION

## FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2001-08-03** | Period of Report: **2001-06-30**  
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### FILER

#### EDGEWOOD MANAGEMENT CO/NY/

CIK: **860561** | IRS No.: **222032238**

Type: **13F-HR** | Act: **34** | File No.: **028-02602** | Film No.: **01696991**

#### Mailing Address

675 THIRO AVENUE  
NEW YORK NY 10017

#### Business Address

675 THIRD AVENUE 17TH FL  
NEW YORK NY 10017  
2126877480

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2001

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: Edgewood Management Company  
Address: 350 Park Avenue  
New York, New York 10022

Form 13F File Number: 28-02602

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: Nicholas Stephens  
Title: Managing Director  
Phone: (212) 652-9100

Signature, Place, and Date of Signing:

/s/ Nicholas Stephens New York, New York August 3, 2001

[Signature]

[City, State]

[Date]

Report Type (Check only one.):

- [ X ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None

## Form 13F SUMMARY PAGE

## Report Summary:

Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 208  
Form 13F Information Table Value Total: \$1,712,731  
[thousands]

List of Other Included Managers: 2

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name                     |
|-----|----------------------|--------------------------|
| (1) | 28-                  | Wolverine Capital, L.P.  |
| (2) | 28-                  | Rockridge Partners, L.P. |

&lt;TABLE&gt;

EDGEWOOD MANAGEMENT COMPANY  
Form 13F INFORMATION TABLE  
June 30, 2001

| <CAPTION>                      |                   |           |                  |               |                      |            |       |       |               |                  |        |         |
|--------------------------------|-------------------|-----------|------------------|---------------|----------------------|------------|-------|-------|---------------|------------------|--------|---------|
| COLUMN 1                       | COLUMN 2          | COLUMN 3  | COLUMN 4         | COLUMN 5      |                      | COLUMN 6   |       |       | COLUMN 7      | COLUMN 8         |        |         |
| NAME OF ISSUER                 | TITLE<br>OF CLASS | CUSIP     | MARKET           | SHRS          | SH/ PUT/<br>PRN CALL | INVESTMENT |       |       | OTHER<br>MGRS | VOTING AUTHORITY |        |         |
|                                |                   |           | VALUE<br>(X1000) | OR<br>PRN AMT |                      | DISCRETION | OTHER | SOLE  |               | SHARED           | NONE   |         |
| -----                          | -----             | -----     | -----            | -----         | -----                | -----      | ----- | ----- | -----         | -----            | -----  | -----   |
| <s>                            | <c>               | <c>       | <c>              | <c>           | <c>                  | <c>        | <c>   | <c>   | <c>           | <c>              | <c>    | <c>     |
| ABBOTT LABS                    | COMMON            | 002824100 | 47,693,751       | 993,431       | SH                   | X          | X     | X     | NONE          | 884,973          | 54,508 | 53,950  |
| AES CORP                       | COMMON            | 00130H105 | 47,049,001       | 1,092,892     | SH                   | X          | X     | X     | NONE          | 980,745          | 61,987 | 50,160  |
| AES JR SUB DEB CONV 4          | CONVERT           | 00130HAN5 | 2,228,632        | 1,360,000     | SH                   | X          |       |       | NONE          | 1,360,000        | 0      | 0       |
| AFFYMETRIX INC OC-CAP          | COMMON            | 00826T108 | 776,160          | 35,200        | SH                   | X          |       |       | NONE          | 35,200           | 0      | 0       |
| AGILENT TECHNOLOGIES           | COMMON            | 00846U101 | 1,673,945        | 51,506        | SH                   | X          |       |       | NONE          | 51,506           | 0      | 0       |
| ALLTEL CORP                    | COMMON            | 020039103 | 411,790          | 6,722         | SH                   |            |       | X     | NONE          | 0                | 0      | 6,722   |
| AMERADA HESS CORP              | COMMON            | 023551104 | 565,600          | 7,000         | SH                   | X          |       |       | NONE          | 7,000            | 0      | 0       |
| AMERICAN CLASSIC<br>VOYAGES    | COMMON            | 024928103 | 203,162          | 58,046        | SH                   |            |       | X     | (1) (2)       | 0                | 0      | 58,046  |
| AMERICAN ELECTRIC POW          | COMMON            | 025537101 | 390,598          | 8,460         | SH                   | X          |       | X     | NONE          | 7,460            | 0      | 1,000   |
| AMERICAN EXPRESS CO            | COMMON            | 025816109 | 964,840          | 24,867        | SH                   | X          |       |       | NONE          | 24,867           | 0      | 0       |
| AMERICAN GENERAL CORP          | COMMON            | 026351106 | 35,859,957       | 772,012       | SH                   | X          | X     | X     | NONE          | 729,200          | 32,812 | 10,000  |
| AMERICAN HOME PRODS C          | COMMON            | 026609107 | 4,030,256        | 68,964        | SH                   | X          |       | X     | NONE          | 51,020           | 0      | 17,944  |
| AMERICAN INTL GROUP I          | COMMON            | 026874107 | 3,723,972        | 43,302        | SH                   | X          |       |       | NONE          | 43,302           | 0      | 0       |
| AMERICAN TOWER CORP            | COMMON            | 029912201 | 23,083,388       | 1,116,758     | SH                   | X          | X     | X     | (1) (2)       | 776,433          | 46,547 | 293,778 |
| AMGEN INC                      | COMMON            | 031162100 | 358,315          | 5,905         | SH                   | X          |       |       | NONE          | 5,605            | 0      | 300     |
| AMYLIN PHARMACEUTICAL          | COMMON            | 032346108 | 146,250          | 13,000        | SH                   | X          |       |       | NONE          | 13,000           | 0      | 0       |
| ANADARKO PETE CORP             | COMMON            | 032511107 | 680,994          | 12,604        | SH                   | X          |       |       | NONE          | 12,604           | 0      | 0       |
| ANHEUSER BUSCH COS IN          | COMMON            | 035229103 | 1,165,672        | 28,293        | SH                   | X          |       | X     | NONE          | 20,893           | 0      | 7,400   |
| ANTEC CORP                     | COMMON            | 03664P105 | 3,959,580        | 319,321       | SH                   | X          |       | X     | (1) (2)       | 82,510           | 0      | 236,811 |
| AOL TIME WARNER                | COMMON            | 00184A105 | 64,174,838       | 1,210,846     | SH                   | X          | X     | X     | NONE          | 1,094,953        | 49,281 | 66,612  |
| APOGENT TECHNOLOGIES           | COMMON            | 03760A101 | 305,040          | 12,400        | SH                   | X          |       | X     | NONE          | 0                | 0      | 12,400  |
| APPLIED MATLS INC              | COMMON            | 038222105 | 8,011,107        | 163,159       | SH                   | X          |       | X     | NONE          | 161,159          | 0      | 2,000   |
| ARADIGM CORP                   | COMMON            | 038505103 | 750,015          | 107,145       | SH                   | X          |       |       | NONE          | 107,145          | 0      | 0       |
| ARCHSTONE COMMUNITIES          | COMMON            | 039581103 | 9,612,305        | 372,859       | SH                   | X          |       | X     | NONE          | 366,146          | 0      | 6,713   |
| ASM LITHOGRAPHY<br>HOLDINGS NV | COMMON            | N07059111 | 3,003,416        | 134,985       | SH                   | X          |       | X     | (1) (2)       | 127,945          | 0      | 7,040   |
| AT&T CORP LIBERTY MED          | COMMON            | 001957208 | 18,937,000       | 1,082,733     | SH                   | X          | X     | X     | NONE          | 881,127          | 98,716 | 102,890 |
| AT&T WRLSS GRP                 | COMMON            | 001957406 | 1,414,831        | 86,534        | SH                   | X          |       | X     | NONE          | 82,477           | 0      | 4,057   |
| AUTOMATIC DATA PROCES          | COMMON            | 053015103 | 239,405          | 4,817         | SH                   | X          |       |       | NONE          | 4,817            | 0      | 0       |
| BAKER HUGHES INC               | COMMON            | 057224107 | 285,822          | 8,532         | SH                   | X          |       |       | NONE          | 8,532            | 0      | 0       |
| BANK NEW YORK INC              | COMMON            | 064057102 | 61,012,704       | 1,271,098     | SH                   | X          | X     | X     | NONE          | 1,141,100        | 53,918 | 76,080  |
| BANK OF AMERICA                | COMMON            | 060505104 | 350,755          | 5,843         | SH                   | X          |       |       | NONE          | 5,843            | 0      | 0       |
| BANK OF NEW YORK CAP           | PREFERR           | 096564208 | 414,835          | 16,300        | SH                   | X          |       |       | NONE          | 16,300           | 0      | 0       |
| BANK OF NY CAP III TR          | PREFERR           | 05563W206 | 996,400          | 40,000        | SH                   | X          |       |       | NONE          | 40,000           | 0      | 0       |

|                       |        |           |            |           |    |   |   |   |         |           |        |        |
|-----------------------|--------|-----------|------------|-----------|----|---|---|---|---------|-----------|--------|--------|
| BARRICK GOLD CORP     | COMMON | 067901108 | 909,000    | 60,000    | SH |   |   | X | NONE    | 60,000    | 0      | 0      |
| BAXTER INTL INC       | COMMON | 071813109 | 374,000    | 7,627     | SH |   |   | X | NONE    | 4,627     | 0      | 3,000  |
| BEA SYSTEMS INC.      | COMMON | 073325102 | 2,548,930  | 83,000    | SH |   |   | X | (1) (2) | 0         | 0      | 83,000 |
| BELLSOUTH CORP        | COMMON | 079860102 | 998,374    | 24,792    | SH | X |   | X | NONE    | 9,584     | 0      | 15,208 |
| BERKSHIRE HATHAWAY IN | COMMON | 084670108 | 624,600    | 9         | SH | X | X | X | NONE    | 7         | 1      | 1      |
| BERKSHIRE HATHAWAY IN | COMMON | 084670207 | 1,918,200  | 834       | SH | X |   |   | NONE    | 834       | 0      | 0      |
| BIOMIRA INC COM       | COMMON | 09161R106 | 71,900     | 10,000    | SH | X |   |   | NONE    | 10,000    | 0      | 0      |
| BMC SOFTWARE INC      | COMMON | 055921100 | 635,628    | 28,200    | SH | X |   |   | NONE    | 28,200    | 0      | 0      |
| BOEING CO             | COMMON | 097023105 | 1,807,667  | 32,512    | SH | X |   |   | NONE    | 32,512    | 0      | 0      |
| BP PLC SPONS ADR      | COMMON | 055622104 | 5,960,056  | 119,560   | SH | X |   | X | NONE    | 109,041   | 0      | 10,519 |
| BRISTOL MYERS SQUIBB  | COMMON | 110122108 | 61,062,290 | 1,167,539 | SH |   | X | X | NONE    | 1,039,830 | 38,189 | 89,520 |

|                       |        |           |             |           |    |   |   |   |         |           |        |         |
|-----------------------|--------|-----------|-------------|-----------|----|---|---|---|---------|-----------|--------|---------|
| CEPHALON INC          | COMMON | 156708109 | 1,471,053   | 20,866    | SH | X |   |   | NONE    | 20,866    | 0      | 0       |
| CHARTER COMMUNICATION | COMMON | 16117M107 | 233,500     | 10,000    | SH | X |   |   | NONE    | 10,000    | 0      | 0       |
| CHEVRON CORP          | COMMON | 166751107 | 5,556,428   | 61,397    | SH | X |   |   | NONE    | 59,397    | 0      | 2,000   |
| CHUBB CORP            | COMMON | 171232101 | 907,480     | 11,720    | SH | X |   |   | NONE    | 11,720    | 0      | 0       |
| CIPHERGEN BIOSYSTEMS  | COMMON | 17252Y104 | 469,260     | 69,520    | SH | X |   |   | NONE    | 69,520    | 0      | 0       |
| CISCO SYS INC         | COMMON | 17275R102 | 39,724,522  | 2,182,666 | SH | X | X | X | NONE    | 1,976,091 | 78,479 | 128,096 |
| CITIGROUP INC.        | COMMON | 172967101 | 22,954,578  | 434,417   | SH | X | X |   | NONE    | 351,332   | 39,809 | 43,276  |
| CLEAR CHANNEL COMMUNI | COMMON | 184502102 | 19,379,880  | 309,089   | SH | X | X |   | NONE    | 239,830   | 33,430 | 35,829  |
| COCA COLA CO          | COMMON | 191216100 | 8,558,460   | 190,188   | SH | X |   | X | NONE    | 167,383   | 0      | 22,805  |
| COLGATE PALMOLIVE CO  | COMMON | 194162103 | 235,416,348 | 3,990,784 | SH | X | X | X | NONE    | 3,883,570 | 42,034 | 65,180  |
| COMCAST CORP CL A SPL | COMMON | 200300200 | 475,664     | 10,960    | SH | X |   |   | NONE    | 10,960    | 0      | 0       |
| COMERICA INC          | COMMON | 200340107 | 358,560     | 6,225     | SH |   |   | X | NONE    | 0         | 0      | 6,225   |
| COMPAQ COMPUTER CORP  | COMMON | 204493100 | 355,960     | 22,980    | SH | X |   | X | NONE    | 19,980    | 0      | 3,000   |
| COMPUTER ASSOC INTL I | COMMON | 204912109 | 2,260,620   | 62,795    | SH | X |   | X | (2)     | 50,187    | 0      | 12,608  |
| CONCORD EFS INC       | COMMON | 206197105 | 65,919,972  | 1,267,448 | SH | X | X |   | NONE    | 1,135,180 | 72,428 | 59,840  |
| CONOCO INC CL B       | COMMON | 208251405 | 206,664     | 7,151     | SH | X |   |   | NONE    | 7,151     | 0      | 0       |
| CONSOLIDATED EDISON I | COMMON | 209115104 | 282,739     | 7,104     | SH | X |   | X | NONE    | 104       | 0      | 7,000   |
| CORNING INC           | COMMON | 219350105 | 509,404     | 30,485    | SH | X |   |   | NONE    | 25,485    | 0      | 5,000   |
| CROWN CASTLE INTL COR | COMMON | 228227104 | 15,356,386  | 936,365   | SH | X | X |   | NONE    | 845,286   | 47,089 | 43,990  |
| CYTYC CORP            | COMMON | 232946103 | 2,702,313   | 117,237   | SH | X |   |   | NONE    | 117,237   | 0      | 0       |
| DELTA & PINE LD CO    | COMMON | 247357106 | 850,511     | 43,283    | SH | X |   |   | NONE    | 43,283    | 0      | 0       |
| DISNEY WALT PRODTNS   | COMMON | 254687106 | 3,602,034   | 124,681   | SH | X |   | X | NONE    | 118,681   | 0      | 6,000   |
| DOUBLECLICK INC.      | COMMON | 258609304 | 1,486,391   | 106,475   | SH |   |   | X | (1)     | 106,475   | 0      | 0       |
| DOW CHEMICAL CORP     | COMMON | 260543103 | 1,345,761   | 40,474    | SH | X |   |   | NONE    | 40,474    | 0      | 0       |
| DU PONT E I DE NEMOUR | COMMON | 263534109 | 560,308     | 11,615    | SH | X |   |   | NONE    | 11,615    | 0      | 0       |
| E M C CORP MASS       | COMMON | 268648102 | 16,081,799  | 553,225   | SH | X | X |   | NONE    | 476,149   | 37,326 | 39,750  |
| EL PASO CORPORATION   | COMMON | 28336L109 | 681,234     | 12,966    | SH | X |   |   | NONE    | 12,966    | 0      | 0       |
| EMERSON ELEC CO       | COMMON | 291011104 | 1,202,135   | 19,870    | SH | X |   | X | NONE    | 13,458    | 0      | 6,412   |
| ENRON CORP            | COMMON | 293561106 | 220,500     | 4,500     | SH | X |   |   | NONE    | 4,500     | 0      | 0       |
| EQUIFAX INC           | COMMON | 294429105 | 53,957,564  | 1,471,035 | SH | X | X | X | NONE    | 1,289,342 | 81,411 | 100,282 |
| EUROTUNNEL PLC / SA A | COMMON | 298799305 | 37,625      | 17,500    | SH | X |   |   | NONE    | 17,500    | 0      | 0       |
| EXODUS COMMUNICATIONS | COMMON | 302088109 | 1,819,120   | 883,068   | SH | X | X | X | (1) (2) | 84,240    | 130    | 798,698 |
| EXXON MOBIL CORPORATI | COMMON | 30231G102 | 28,352,325  | 324,583   | SH | X |   | X | NONE    | 306,465   | 0      | 18,118  |
| FEDERAL HOME LN MTG C | COMMON | 313400301 | 319,200     | 4,560     | SH | X |   |   | NONE    | 4,560     | 0      | 0       |
| FEDERAL NAT MORTGAGE  | COMMON | 313586109 | 2,019,503   | 23,717    | SH | X |   | X | NONE    | 1,933     | 0      | 21,784  |
| FIFTH 3RD BANCORP     | COMMON | 316773100 | 216,450     | 3,605     | SH | X |   |   | NONE    | 3,605     | 0      | 0       |
| FIRST DATA CORP       | COMMON | 319963104 | 49,738,672  | 774,042   | SH | X | X | X | NONE    | 683,863   | 43,699 | 46,480  |

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|                         |         |           |            |         |    |   |   |   |         |         |        |         |
|-------------------------|---------|-----------|------------|---------|----|---|---|---|---------|---------|--------|---------|
| FIRSTENERGY CORP        | COMMON  | 337932107 | 321,600    | 10,000  | SH | X |   |   | NONE    | 10,000  | 0      | 0       |
| FLEETBOSTON FINANCIAL   | COMMON  | 339030108 | 1,934,430  | 49,035  | SH | X |   |   | NONE    | 49,035  | 0      | 0       |
| FLEXTRONICS INTL LTD    | COMMON  | Y2573F102 | 725,858    | 27,800  | SH | X |   |   | NONE    | 27,800  | 0      | 0       |
| FORD MOTOR CO. 8.25%    | PREFERR | 345370407 | 214,000    | 8,000   | SH | X |   |   | NONE    | 8,000   | 0      | 0       |
| FREEMPORT MCMORAN COPP  | COMMON  | 35671D857 | 620,325    | 56,138  | SH | X |   |   | NONE    | 56,138  | 0      | 0       |
| GANNETT INC DEL         | COMMON  | 364730101 | 337,078    | 5,115   | SH | X |   |   | NONE    | 5,115   | 0      | 0       |
| GEMSTAR TV GUIDE INTE   | COMMON  | 36866W106 | 4,842,470  | 113,673 | SH | X |   | X | (1) (2) | 34,548  | 0      | 79,125  |
| GENERAL ELEC CO         | COMMON  | 369604103 | 36,983,213 | 758,630 | SH | X |   | X | NONE    | 705,022 | 0      | 53,608  |
| GENERAL MILLS INC       | COMMON  | 370334104 | 679,378    | 15,518  | SH | X |   | X | NONE    | 8,788   | 0      | 6,730   |
| GENZYME CORP            | COMMON  | 372917104 | 59,392,528 | 973,648 | SH | X | X |   | NONE    | 851,740 | 64,888 | 57,020  |
| GILLETTE CO             | COMMON  | 375766102 | 256,562    | 8,850   | SH | X |   |   | NONE    | 8,850   | 0      | 0       |
| GUIDANT CORP            | COMMON  | 401698105 | 1,964,016  | 54,556  | SH | X |   |   | NONE    | 45,508  | 9,048  | 0       |
| HEWLETT PACKARD CO      | COMMON  | 428236103 | 7,367,131  | 257,592 | SH | X |   |   | NONE    | 257,592 | 0      | 0       |
| HISPANIC BROADCASTING   | COMMON  | 43357B104 | 25,568,183 | 891,188 | SH | X | X | X | (1) (2) | 740,257 | 11,936 | 138,995 |
| HOME DEPOT INC          | COMMON  | 437076102 | 43,153,154 | 927,028 | SH | X | X |   | NONE    | 841,203 | 41,163 | 44,662  |
| HONEYWELL INTERNATIONAL | COMMON  | 438516106 | 581,604    | 16,622  | SH | X |   |   | NONE    | 16,622  | 0      | 0       |
| HOUSEHOLD INTL CORP     | COMMON  | 441815107 | 309,021    | 4,633   | SH | X |   |   | NONE    | 4,633   | 0      | 0       |
| IDEXX LABORATORIES CO   | COMMON  | 45168D104 | 1,911,188  | 61,158  | SH | X |   |   | NONE    | 61,158  | 0      | 0       |
| IGEN INC                | COMMON  | 449536101 | 1,471,600  | 56,600  | SH | X |   |   | NONE    | 56,600  | 0      | 0       |
| IMMUNEX CORP NEW        | COMMON  | 452528102 | 1,778,532  | 100,199 | SH | X |   |   | NONE    | 100,199 | 0      | 0       |
| INTEL CORP              | COMMON  | 458140100 | 2,597,517  | 88,804  | SH | X |   |   | NONE    | 86,804  | 0      | 2,000   |
| INTERNATIONAL BUSINES   | COMMON  | 459200101 | 4,614,016  | 40,832  | SH | X |   | X | NONE    | 37,620  | 0      | 3,212   |
| INTERNATIONAL PAPER C   | COMMON  | 460146103 | 214,307    | 6,003   | SH | X |   |   | NONE    | 6,003   | 0      | 0       |
| J.P. MORGAN CHASE & C   | COMMON  | 46625H100 | 10,226,066 | 229,284 | SH | X | X | X | NONE    | 199,049 | 3,985  | 26,250  |
| JOHNSON & JOHNSON       | COMMON  | 478160104 | 20,881,880 | 417,638 | SH | X |   | X | NONE    | 400,998 | 0      | 16,640  |
| JUNIPER NETWORKS INC.   | COMMON  | 48203R104 | 2,214,880  | 71,218  | SH | X |   | X | (1) (2) | 0       | 0      | 71,218  |
| KELLOGG CO              | COMMON  | 487836108 | 253,460    | 8,740   | SH | X |   | X | NONE    | 5,000   | 0      | 3,740   |
| KIMBERLY CLARK CORP     | COMMON  | 494368103 | 343,002    | 6,136   | SH | X |   | X | NONE    | 512     | 0      | 5,624   |
| LIBERTY PROPERTIES SE   | PREFERR | 531172203 | 805,760    | 32,000  | SH | X |   |   | NONE    | 32,000  | 0      | 0       |
| LILLY ELI & CO          | COMMON  | 532457108 | 3,122,504  | 42,196  | SH | X |   | X | NONE    | 36,308  | 0      | 5,888   |
| LONE STAR TECHNOLOGIE   | COMMON  | 542312103 | 571,960    | 15,800  | SH | X |   |   | NONE    | 15,800  | 0      | 0       |
| LUCENT TECHNOLOGIES I   | COMMON  | 549463107 | 385,094    | 62,112  | SH | X |   | X | NONE    | 58,012  | 0      | 4,100   |
| MARRIOTT INTL INC NEW   | COMMON  | 571903202 | 866,322    | 18,300  | SH | X |   |   | NONE    | 18,300  | 0      | 0       |
| MARSHALL & ILSLEY COR   | COMMON  | 571834100 | 431,200    | 8,000   | SH | X |   |   | NONE    | 8,000   | 0      | 0       |
| MATRIXONE INC COM       | COMMON  | 57685P304 | 488,822    | 21,079  | SH | X |   |   | NONE    | 21,079  | 0      | 0       |

|                       |         |           |             |         |    |  |   |   |         |         |         |         |        |
|-----------------------|---------|-----------|-------------|---------|----|--|---|---|---------|---------|---------|---------|--------|
| MCDATA CORP CL A      | COMMON  | 580031201 | 4,509,192   | 256,934 | SH |  | X | X | (1) (2) | 120,614 | 0       | 136,320 |        |
| MCGRAW HILL INC       | COMMON  | 580645109 | 6,355,824   | 96,082  | SH |  | X | X | NONE    | 95,732  | 350     | 0       |        |
| MEDIAPLEX INC         | COMMON  | 58446B105 | 68,250      | 75,000  | SH |  |   | X | NONE    | 0       | 75,000  | 0       |        |
| MEDTRONIC INC         | COMMON  | 585055106 | 1,868,926   | 40,620  | SH |  | X |   | NONE    | 40,620  | 0       | 0       |        |
| MELLON FINL CORP      | COMMON  | 58551A108 | 2,436,298   | 52,963  | SH |  | X |   | NONE    | 52,963  | 0       | 0       |        |
| MERCANTILE BANKSHARES | COMMON  | 587405101 | 665,210     | 17,000  | SH |  | X |   | NONE    | 17,000  | 0       | 0       |        |
| MERCK & CO            | COMMON  | 589331107 | 29,307,912  | 458,581 | SH |  | X | X | NONE    | 445,781 | 0       | 12,800  |        |
| MEREDITH CORP         | COMMON  | 589433101 | 954,587     | 26,657  | SH |  | X |   | NONE    | 26,657  | 0       | 0       |        |
| MERRILL LYNCH PFD 7.2 | PREFERR | 59021K205 | 350,280     | 14,000  | SH |  | X |   | NONE    | 14,000  | 0       | 0       |        |
| MICROSOFT CORP        | COMMON  | 594918104 | 28,810,910  | 394,670 | SH |  | X | X | X       | NONE    | 343,322 | 26,248  | 25,100 |
| MID-ATLANTIC RLTY TR  | CONVERT | 595232AA7 | 277,500     | 250,000 | SH |  | X |   | NONE    | 250,000 | 0       | 0       |        |
| MILLENNIUM PHARMACTCL | COMMON  | 599902103 | 3,660,755   | 102,888 | SH |  | X | X | NONE    | 102,788 | 100     | 0       |        |
| MINNESOTA MNG & MFG C | COMMON  | 604059105 | 105,908,989 | 928,212 | SH |  | X |   | X       | NONE    | 921,912 | 0       | 6,300  |

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|                             |         |           |            |         |    |  |   |   |      |         |         |        |         |
|-----------------------------|---------|-----------|------------|---------|----|--|---|---|------|---------|---------|--------|---------|
| MKS INSTRUMENTS INC.        | COMMON  | 55306N104 | 292,435    | 10,154  | SH |  |   |   | X    | (1)     | 10,154  | 0      | 0       |
| MORGAN STANLEY DEAN W       | COMMON  | 617446448 | 2,470,543  | 38,464  | SH |  | X | X | NONE | 37,264  | 1,200   | 0      |         |
| MOTOROLA CAP TR. PFD        | PREFERR | 620074203 | 913,920    | 42,000  | SH |  | X |   | NONE | 42,000  | 0       | 0      |         |
| MOTOROLA INC                | COMMON  | 620076109 | 184,478    | 11,140  | SH |  | X |   | NONE | 11,140  | 0       | 0      |         |
| N S GROUP INC               | COMMON  | 628916108 | 767,625    | 57,500  | SH |  | X |   | NONE | 57,500  | 0       | 0      |         |
| NATIONAL CITY CORP          | COMMON  | 635405103 | 744,507    | 24,188  | SH |  | X | X | NONE | 14,140  | 0       | 10,048 |         |
| NETWORK APPLIANCE INC       | COMMON  | 64120L104 | 276,740    | 20,200  | SH |  | X |   | NONE | 20,200  | 0       | 0      |         |
| NOKIA CORP CL A ADR         | COMMON  | 654902204 | 14,868,106 | 674,257 | SH |  | X | X | NONE | 608,159 | 32,888  | 33,210 |         |
| NOVARTIS AG SPONSORED       | COMMON  | 66987V109 | 18,781,588 | 519,546 | SH |  | X | X | X    | NONE    | 410,732 | 52,344 | 56,470  |
| NRG ENERGY INC COM          | COMMON  | 629377102 | 859,619    | 38,932  | SH |  | X |   | NONE | 38,932  | 0       | 0      |         |
| NTL INC                     | COMMON  | 629407107 | 1,793,064  | 148,802 | SH |  | X |   | X    | (1) (2) | 18,262  | 0      | 130,540 |
| OCEAN ENERGY INC.           | COMMON  | 67481E106 | 1,574,618  | 90,236  | SH |  | X |   | NONE | 90,236  | 0       | 0      |         |
| OMNICOM GROUP               | COMMON  | 681919106 | 455,800    | 5,300   | SH |  | X |   | NONE | 5,300   | 0       | 0      |         |
| OPENWAVE SYSTEMS INC.       | COMMON  | 683718100 | 3,599,952  | 103,745 | SH |  |   |   | X    | (1) (2) | 0       | 0      | 103,745 |
| ORACLE SYS CORP             | COMMON  | 68389X105 | 16,874,774 | 888,146 | SH |  | X | X | NONE | 721,340 | 87,986  | 78,820 |         |
| ORION PWR HLDG INC CO       | COMMON  | 686286105 | 1,037,164  | 43,560  | SH |  | X |   | NONE | 43,560  | 0       | 0      |         |
| OSMOTICS CORP WARRANT       | WARRANT | 0         | 0          | 120,000 | SH |  | X |   | NONE | 120,000 | 0       | 0      |         |
| P N C FINANCIAL CORP        | COMMON  | 693475105 | 4,601,484  | 69,942  | SH |  | X |   | X    | NONE    | 68,142  | 0      | 1,800   |
| PALL CORP                   | COMMON  | 696429307 | 933,106    | 39,656  | SH |  | X |   | NONE | 39,656  | 0       | 0      |         |
| PEPSICO INC                 | COMMON  | 713448108 | 5,753,735  | 130,175 | SH |  | X |   | X    | NONE    | 117,075 | 0      | 13,100  |
| PFIZER INC                  | COMMON  | 717081103 | 19,092,636 | 476,720 | SH |  | X | X | X    | NONE    | 454,413 | 107    | 22,200  |
| PHARMACIA CORP              | COMMON  | 71713U102 | 251,576    | 5,475   | SH |  | X |   | NONE | 4,000   | 0       | 1,475  |         |
| PHILIP MORRIS CO.           | COMMON  | 718154107 | 1,994,881  | 39,308  | SH |  | X |   | X    | NONE    | 19,958  | 0      | 19,350  |
| PITNEY BOWES INC            | COMMON  | 724479100 | 518,076    | 12,300  | SH |  | X |   | NONE | 12,300  | 0       | 0      |         |
| PREPAID LEGAL SERVICES INC. | COMMON  | 740065107 | 528,000    | 24,000  | SH |  |   |   | X    | (1) (2) | 0       | 0      | 24,000  |
| PROCTER & GAMBLE CO         | COMMON  | 742718109 | 8,719,801  | 136,674 | SH |  | X |   | X    | NONE    | 117,426 | 0      | 19,248  |
| PROLOGIS TR PFD SH BN       | PREFERR | 743410508 | 331,800    | 14,000  | SH |  | X |   | NONE | 14,000  | 0       | 0      |         |
| PROLOGIS TR SH BEN IN       | COMMON  | 743410102 | 8,810,225  | 387,774 | SH |  | X |   | NONE | 387,774 | 0       | 0      |         |
| PROTON ENERGY SYS INC       | COMMON  | 74371K101 | 2,006,962  | 167,247 | SH |  | X | X | NONE | 156,927 | 10,320  | 0      |         |
| RADIOSHACK CORP             | COMMON  | 750438103 | 247,172    | 8,104   | SH |  | X |   | NONE | 8,104   | 0       | 0      |         |
| REGENCY CTRS CORP COM       | COMMON  | 758849103 | 1,575,232  | 62,017  | SH |  | X |   | NONE | 62,017  | 0       | 0      |         |
| REPSOL S A ADR SPONSO       | COMMON  | 76026T205 | 1,635,745  | 98,184  | SH |  | X |   | NONE | 98,184  | 0       | 0      |         |
| RIVERSTONE NETWORKS I       | COMMON  | 769320102 | 427,635    | 21,500  | SH |  | X |   | NONE | 21,500  | 0       | 0      |         |
| ROYAL BANK SCOTLAND G       | PREFERR | 780097820 | 215,900    | 8,500   | SH |  | X |   | NONE | 8,500   | 0       | 0      |         |
| ROYAL DUTCH PETRO-NY        | COMMON  | 780257804 | 1,777,293  | 30,501  | SH |  | X | X | NONE | 16,121  | 0       | 14,380 |         |
| ROYCE VALUE TRUST 8.0       | PREFERR | 780910204 | 307,320    | 12,000  | SH |  | X |   | NONE | 12,000  | 0       | 0      |         |
| SBC COMMUNICATIONS 7.       | PREFERR | 78387G301 | 386,415    | 15,500  | SH |  | X |   | NONE | 15,500  | 0       | 0      |         |
| SBC COMMUNICATIONS, I       | COMMON  | 78387G103 | 1,204,684  | 30,072  | SH |  | X |   | X    | NONE    | 24,105  | 0      | 5,967   |
| SCHERING PLOUGH CORP        | COMMON  | 806605101 | 966,340    | 26,665  | SH |  | X |   | NONE | 26,665  | 0       | 0      |         |
| SCHLUMBERGER                | COMMON  | 806857108 | 19,394,996 | 368,376 | SH |  | X | X | X    | NONE    | 308,326 | 30,838 | 29,212  |
| SCHWAB CHARLES CORP N       | COMMON  | 808513105 | 680,161    | 44,455  | SH |  | X |   | NONE | 44,455  | 0       | 0      |         |
| SEALED AIR CORP NEW P       | CONVERT | 81211K209 | 207,740    | 5,200   | SH |  | X |   | NONE | 5,200   | 0       | 0      |         |
| SHELL TRANS & TRADING       | COMMON  | 822703609 | 327,411    | 6,504   | SH |  | X |   | NONE | 6,504   | 0       | 0      |         |
| SIEBEL SYS INC              | COMMON  | 826170102 | 356,440    | 7,600   | SH |  | X |   | NONE | 7,600   | 0       | 0      |         |
| SOLETRON CORP COM           | COMMON  | 834182107 | 433,710    | 23,700  | SH |  | X |   | NONE | 23,700  | 0       | 0      |         |
| SOUTHERN UN CO NEW          | COMMON  | 844030106 | 756,330    | 37,075  | SH |  | X |   | NONE | 37,075  | 0       | 0      |         |
| STOCKER & YALE INC NE       | COMMON  | 86126T203 | 215,000    | 20,000  | SH |  | X |   | NONE | 20,000  | 0       | 0      |         |

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|                               |         |           |            |           |    |   |   |         |           |         |         |
|-------------------------------|---------|-----------|------------|-----------|----|---|---|---------|-----------|---------|---------|
| STORAGENETWORKS INC O         | COMMON  | 86211E103 | 678,581    | 39,940    | SH | X |   | NONE    | 39,940    | 0       | 0       |
| SYMBOL TECHNOLOGIES I         | COMMON  | 871508107 | 1,490,930  | 67,159    | SH | X | X | NONE    | 11,323    | 0       | 55,836  |
| TARGET CORP                   | COMMON  | 87612E106 | 2,014,412  | 58,220    | SH | X |   | NONE    | 58,220    | 0       | 0       |
| TCI COMMUNICATIONS FI         | PREFERR | 87228U205 | 635,000    | 25,000    | SH | X |   | NONE    | 25,000    | 0       | 0       |
| TEXACO INC                    | COMMON  | 881694103 | 375,624    | 5,640     | SH | X |   | NONE    | 5,640     | 0       | 0       |
| TIBCO SOFTWARE INC            | COMMON  | 88632Q103 | 386,599    | 30,274    | SH | X |   | NONE    | 30,274    | 0       | 0       |
| TRAVELERS P & C CAPIT         | PREFERR | 893931204 | 599,280    | 24,000    | SH |   | X | NONE    | 24,000    | 0       | 0       |
| TRIBUNE CO                    | COMMON  | 896047107 | 32,612,632 | 815,112   | SH | X | X | NONE    | 706,274   | 58,128  | 50,710  |
| U S BANCORP                   | COMMON  | 902973304 | 7,145,897  | 313,554   | SH | X |   | NONE    | 313,554   | 0       | 0       |
| UBS PFD FDG TR II GTD         | PREFERR | 90347V203 | 201,200    | 8,000     | SH | X |   | NONE    | 8,000     | 0       | 0       |
| UNION PAC CORP                | COMMON  | 907818108 | 503,580    | 9,171     | SH | X |   | NONE    | 7,171     | 0       | 2,000   |
| UNITED PARCEL SVC INC         | COMMON  | 911312106 | 294,780    | 5,100     | SH | X |   | NONE    | 5,100     | 0       | 0       |
| UNITED TECHNOLOGIES C         | COMMON  | 913017109 | 263,736    | 3,600     | SH | X |   | NONE    | 3,600     | 0       | 0       |
| UNIVERSAL ACCESS INC          | COMMON  | 913363107 | 5,653,513  | 911,857   | SH | X | X | (1) (2) | 468,160   | 128,220 | 315,477 |
| UST INC                       | COMMON  | 902911106 | 317,460    | 11,000    | SH | X |   | NONE    | 11,000    | 0       | 0       |
| US INTERNET<br>WORKING INC.   | COMMON  | 917311805 | 897,995    | 748,329   | SH |   | X | (1) (2) | 0         | 0       | 748,329 |
| VALUEVISION INTL INC.<br>CL A | COMMON  | 92047K107 | 3,945,080  | 181,383   | SH |   | X | (1) (2) | 0         | 0       | 181,383 |
| VERITY INC.                   | COMMON  | 92343C106 | 2,589,371  | 129,793   | SH |   | X | (1) (2) | 0         | 0       | 129,793 |
| VERIZON COMMUNICATION         | COMMON  | 92343V104 | 3,210,268  | 60,005    | SH | X | X | NONE    | 46,353    | 0       | 13,652  |
| VERTEX PHARMACEUTICAL         | COMMON  | 92532F100 | 4,352,683  | 87,933    | SH | X |   | NONE    | 87,933    | 0       | 0       |
| VIACOM INC CL B               | COMMON  | 925524308 | 2,116,005  | 40,889    | SH | X | X | NONE    | 37,194    | 3,695   | 0       |
| VIROPHARMA INC                | COMMON  | 928241108 | 9,394,200  | 276,300   | SH | X | X | NONE    | 276,100   | 200     | 0       |
| VODAFONE GROUP PLC            | COMMON  | 92857W100 | 34,975,022 | 1,632,557 | SH | X | X | NONE    | 1,399,021 | 133,756 | 99,780  |
| VODAFONE GROUP PLC OR         | COMMON  | G9387S105 | 2,487,625  | 698,771   | SH | X |   | NONE    | 698,771   | 0       | 0       |
| WAL MART STORES INC           | COMMON  | 931142103 | 5,753,032  | 117,890   | SH | X |   | NONE    | 117,890   | 0       | 0       |
| WALGREEN CO                   | COMMON  | 931422109 | 1,082,555  | 31,700    | SH | X | X | NONE    | 2,100     | 0       | 29,600  |
| WASHINGTON MUT INC            | COMMON  | 939322103 | 4,426,394  | 117,880   | SH | X |   | NONE    | 117,880   | 0       | 0       |
| WAVE SYS CORP CL A            | COMMON  | 943526103 | 306,090    | 57,000    | SH | X |   | NONE    | 57,000    | 0       | 0       |
| WELLS FARGO NEW               | COMMON  | 949746101 | 824,271    | 17,753    | SH | X |   | NONE    | 11,753    | 0       | 6,000   |
| WESTAIM CORP                  | COMMON  | 956909105 | 916,816    | 137,867   | SH | X | X | NONE    | 137,107   | 760     | 0       |
| WESTWOOD ONE INC              | COMMON  | 961815107 | 1,548,474  | 42,021    | SH | X |   | NONE    | 42,021    | 0       | 0       |

1,712,731,042

</TABLE>