

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**  
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FILER

**FIRST CITIZENS BANK & TRUST CO**

CIK: **1092203** | IRS No.: **560223230** | State of Incorporation: **NC** | Fiscal Year End: **1231**  
Type: **13F-HR** | Act: **34** | File No.: **028-04913** | Film No.: **09544543**

Mailing Address  
*P O BOX 29522*  
*MC-DAC61*  
*RALEIGH NC 27626*

Business Address  
*P O BOX 29522*  
*MC-DAC61*  
*RALEIGH NC 27626*  
*9197162028*

SYLVIA.RIVERS@firstcitizens.com  
 NASD  
 0001092203  
 k4s#hwhm  
 12/31/2008  
 13F-HR

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, 2008

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: First-Citizens Bank & Trust Company  
 Address: 100 E. Tryon Street  
 Raleigh, N.C. 27603

13F File Number: 28-04913

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, to the best of his or her knowledge, 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: MAUREEN G. TOMSHACK  
 Title: Senior Vice President  
 Phone: 919-716-7505  
 Signature, Place, and Date of Signing

MAUREEN G. TOMSHACK Raleigh, North Carolina May, 2005

Report Type (Check only one.):

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

List of Other managers Reporting for this Manager:

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0  
 Form 13F Information Table Entry Total: 755  
 Form 13F Information Table Value Total: \$2,977,190

List of Other Included Managers:

No. 13F File Number Name

<TABLE>

COL1	COL2	COL3	COL4	COL5	COL6	COL7	COL8
NAME OF ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (X\$1000)	SHS OR PRN AMT	INVESTMENT DISCRETION	VOTING AUTHORITY	
<S>	<C>	<C>	<C>	<C>	PUT CALL (A) (B) (C) MGR	SOLE SHARED NONE (A) (B) (C)	<C>
DEUTSCHE BANK AG	NAMEN AKT	D18190898	2,430	59,722 SH	X	59,696	26
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	311	7,666 SH	X	7,588	78
ACCENTURE LTD BERMUDA	CL A	G1150G111	5,292	161,395 SH	X	161,229	101 65

COOPER INDS LTD	CL A	G24182100	1,598	54,682	SH	X		54,682		
COVIDIEN LTD	COM	G2552X108	4,965	137,005	SH	X		137,005		
HERBALIFE LTD	COM USD SHS	G4412G101	499	23,025	SH	X		22,953		72
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1,564	90,164	SH	X		90,164		
INVESCO LTD	SHS	G491BT108	1,512	104,694	SH	X		104,694		
IPC HLDGS LTD	ORD	G4933P101	342	11,424	SH	X		11,424		
NABORS INDUSTRIES LTD	SHS	G6359F103	1,940	162,038	SH	X		161,943	59	36
NOBLE CORPORATION	SHS	G65422100	1,587	71,830	SH	X		71,830		
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	330	6,396	SH	X		6,396		
SEAGATE TECHNOLOGY	SHS	G7945J104	79	17,831	SH	X		17,659		172
TYCO INTL LTD BERMUDA	SHS	G9143X208	2,778	128,615	SH	X		128,615		
TYCO ELECTRONICS LTD	COM NEW	G9144P105	2,017	124,453	SH	X		124,453		
WEATHERFORD INTERNATIONAL LT	COM	G95089101	2,005	185,288	SH	X		185,288		
XL CAP LTD	CL A	G98255105	333	89,961	SH	X		89,961		
ELBIT SYS LTD	ORD	M3760D101	463	9,954	SH	X		9,954		
AF BANKSHARES, INC.	COM	001046101	450	45,000	SH	X		45,000		
AFLAC INC	COM	001055102	5,811	126,764	SH	X		126,764		
AGCO CORP	COM	001084102	1,532	64,935	SH	X		64,862	45	28
AES CORP	COM	00130H105	1,508	182,957	SH	X		182,957		
AK STL HLDG CORP	COM	001547108	284	30,463	SH	X		30,463		
AMB PROPERTY CORP	COM	00163T109	725	30,965	SH	X		27,014		3,951
AT&T INC	COM	00206R102	47,654	1,672,078	SH	X		1,653,517		18,561
AT&T INC	COM	00206R102	38	1,325	SH		X		1,325	
ABBOTT LABS	COM	002824100	22,592	423,303	SH	X		423,303		
ABBOTT LABS	COM	002824100	10	180	SH		X		180	
ABERCROMBIE & FITCH CO	CL A	002896207	546	23,669	SH	X		23,669		
ACTIVISION BLIZZARD INC	COM	00507V109	85	9,890	SH	X		9,890		
ACTIVISION BLIZZARD INC	COM	00507V109	5	545	SH		X		545	
ACUITY BRANDS INC	COM	00508Y102	753	21,578	SH	X		21,578		
ACXIOM CORP	COM	005125109	205	25,299	SH	X		25,299		
ADOBE SYS INC	COM	00724F101	3,135	147,258	SH	X		147,258		
ADVANCED MICRO DEVICES INC	COM	007903107	357	165,477	SH	X		165,477		
AETNA INC NEW	COM	00817Y108	5,629	197,495	SH	X		197,417	48	30
AFFILIATED COMPUTER SERVICES	CL A	008190100	1,219	26,529	SH	X		26,529		
AGILENT TECHNOLOGIES INC	COM	00846U101	3,427	219,256	SH	X		218,995	76	185
AIR PRODS & CHEMS INC	COM	009158106	2,866	57,010	SH	X		57,010		
AKAMAI TECHNOLOGIES INC	COM	00971T101	694	45,994	SH	X		45,994		
ALASKA AIR GROUP INC	COM	011659109	499	17,066	SH	X		17,066		
ALCOA INC	COM	013817101	2,480	220,229	SH	X		220,229		
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	397	6,576	SH	X		5,690		886
ALKERMES INC	COM	01642T108	391	36,736	SH	X		36,736		
ALLEGHENY ENERGY INC	COM	017361106	1,566	46,254	SH	X		46,254		
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	669	26,187	SH	X		26,187		
ALLERGAN INC	COM	018490102	3,372	83,629	SH	X		83,629		
ALLIANT ENERGY CORP	COM	018802108	690	23,644	SH	X		23,588		56
ALLIANZ FDS	NFJ SMCP VAL A	018918714	337	17,680	SH	X		17,680		
ALLSTATE CORP	COM	020002101	10,498	320,453	SH	X		320,257	121	75
ALTERA CORP	COM	021441100	3,850	230,413	SH	X		230,354		59
ALTRIA GROUP INC	COM	02209S103	8,568	568,896	SH	X		568,683		213
AMAZON COM INC	COM	023135106	4,620	90,089	SH	X		90,089		
AMAZON COM INC	COM	023135106	4	80	SH		X		80	
AMEREN CORP	COM	023608102	1,913	57,505	SH	X		57,505		
AMERICAN CAP LTD	COM	02503Y103	184	56,729	SH	X		56,729		
AMERICAN ELEC PWR INC	COM	025537101	8,270	248,504	SH	X		248,360	89	55
AMERICAN EXPRESS CO	COM	025816109	5,851	315,437	SH	X		315,437		
AMERICAN FINL GROUP INC OHIO	COM	025932104	355	15,522	SH	X		15,373		149
AMERICAN GREETINGS CORP	CL A	026375105	250	32,995	SH	X		32,995		
AMERICAN INTL GROUP INC	COM	026874107	1,148	731,236	SH	X		731,236		
AMERICAN TOWER CORP	CL A	029912201	3,163	107,882	SH	X		107,882		
AMERISOURCEBERGEN CORP	COM	03073E105	5,382	150,929	SH	X		150,817	69	43
AMERIGROUP CORP	COM	03073T102	571	19,341	SH	X		19,341		
AMERIPRISE FINL INC	COM	03076C106	1,835	78,548	SH	X		78,398		150
AMGEN INC	COM	031162100	19,797	342,797	SH	X		342,740	35	22
AMPHENOL CORP NEW	CL A	03209S101	1,146	47,804	SH	X		47,804		
ANADARKO PETE CORP	COM	032511107	4,813	124,861	SH	X		124,861		
ANALOG DEVICES INC	COM	032654105	1,793	94,258	SH	X		94,116		142
ANALOGIC CORP	COM PAR \$0.05	032657207	459	16,813	SH	X		16,813		
AON CORP	COM	037389103	3,512	76,880	SH	X		76,880		
APACHE CORP	COM	037411105	8,432	113,137	SH	X		113,113	15	9
APARTMENT INVT & MGMT CO	CL A	03748R101	318	27,535	SH	X		27,535		
APOLLO GROUP INC	CL A	037604105	2,631	34,344	SH	X		34,298		46
APPLE INC	COM	037833100	20,868	244,496	SH	X		244,496		
APPLE INC	COM	037833100	3	31	SH		X		31	
APPLIED MATLS INC	COM	038222105	3,702	365,476	SH	X		365,476		
APPLIED MATLS INC	COM	038222105	5	485	SH		X		485	
ARCHER DANIELS MIDLAND CO	COM	039483102	7,796	270,397	SH	X		270,357		40
ARKANSAS BEST CORP DEL	COM	040790107	252	8,384	SH	X		8,384		
ARROW ELECTRS INC	COM	042735100	194	10,312	SH	X		10,312		
ARVINMERITOR INC	COM	043353101	62	21,747	SH	X		21,747		
ASSURANT INC	COM	04621X108	1,003	33,423	SH	X		33,423		
ASSURANT INC	COM	04621X108	3	110	SH		X		110	
AUTODESK INC	COM	052769106	3,371	171,541	SH	X		171,493		48
AUTOMATIC DATA PROCESSING IN	COM	053015103	5,577	141,765	SH	X		141,765		
AUTONATION INC	COM	05329W102	290	29,339	SH	X		29,339		
AUTOZONE INC	COM	053332102	9,735	69,799	SH	X		69,717	38	44
AVALONBAY CMNTYS INC	COM	053484101	2,018	33,308	SH	X		31,919		1,389
AVERY DENNISON CORP	COM	053611109	946	28,905	SH	X		28,905		

AVNET INC	COM	053807103	221	12,145	SH	X		12,145		
AVOCENT CORP	COM	053893103	316	17,642	SH	X		17,642		
AVON PRODS INC	COM	054303102	2,786	115,933	SH	X		115,933		
BB&T CORP	COM	054937107	4,224	153,840	SH	X		153,840		
BJ SVCS CO	COM	055482103	928	79,521	SH	X		79,521		
BJ SVCS CO	COM	055482103	2	150	SH		X		150	
BP PLC	SPONSORED ADR	055622104	2,942	62,937	SH	X		57,528	43	5,366
BP PLC	SPONSORED ADR	055622104	1	32	SH		X		32	
BRE PROPERTIES INC	CL A	05564E106	491	17,566	SH	X		15,201		2,365
BMC SOFTWARE INC	COM	055921100	1,497	55,619	SH	X		55,619		
BAKER HUGHES INC	COM	057224107	2,682	83,634	SH	X		83,634		
BALL CORP	COM	058498106	1,070	25,724	SH	X		25,724		
BANK OF AMERICA CORPORATION	COM	060505104	23,093	1,640,149	SH	X		1,612,379	174	27,596
BANK OF NEW YORK MELLON CORP	COM	064058100	9,484	334,779	SH	X		334,779		
BARCLAYS PLC	ADR	06738E204	2,239	228,446	SH	X		228,347		99
BARD C R INC	COM	067383109	2,273	26,978	SH	X		26,978		
BASIC ENERGY SVCS INC NEW	COM	06985P100	176	13,507	SH	X		13,507		
BAXTER INTL INC	COM	071813109	9,268	172,952	SH	X		172,952		
BAXTER INTL INC	COM	071813109	5	85	SH		X		85	
BECTON DICKINSON & CO	COM	075887109	4,533	66,285	SH	X		66,285		
BED BATH & BEYOND INC	COM	075896100	1,795	70,625	SH	X		70,625		
BEMIS INC	COM	081437105	642	27,107	SH	X		27,107		
BERKLEY W R CORP	COM	084423102	487	15,718	SH	X		15,718		
BEST BUY INC	COM	086516101	2,662	94,707	SH	X		94,707		
BIG LOTS INC	COM	089302103	781	53,907	SH	X		53,907		
BIODEN IDEC INC	COM	09062X103	8,668	181,996	SH	X		181,884	69	43
BIOMED REALTY TRUST INC	COM	09063H107	264	22,507	SH	X		20,147		2,360
BLACK & DECKER CORP	COM	091797100	683	16,343	SH	X		16,343		
BLOCK H & R INC	COM	093671105	2,094	92,177	SH	X		92,177		
BLYTH INC	COM	09643P108	140	17,901	SH	X		17,901		
BOB EVANS FARMS INC	COM	096761101	537	26,279	SH	X		26,279		
BOEING CO	COM	097023105	8,592	201,358	SH	X		201,358		
BOSTON PROPERTIES INC	COM	101121101	2,761	50,204	SH	X		48,232		1,972
BOSTON SCIENTIFIC CORP	COM	101137107	3,161	408,345	SH	X		408,345		
BRINKER INTL INC	COM	109641100	231	21,962	SH	X		21,755		207
BRISTOL MYERS SQUIBB CO	COM	110122108	12,591	541,531	SH	X		541,531		
BROADCOM CORP	CL A	111320107	4,742	279,417	SH	X		279,234	114	69
BROOKFIELD PPTYS CORP	COM	112900105	300	38,796	SH	X		34,330		4,466
BROWN FORMAN CORP	CL B	115637209	1,373	26,672	SH	X		26,672		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	5,780	76,339	SH	X		76,339		
CBS CORP NEW	CL B	124857202	1,514	184,906	SH	X		184,906		
CB RICHARD ELLIS GROUP INC	CL A	12497T101	262	60,646	SH	X		60,646		
CEC ENMT INC	COM	125137109	583	24,031	SH	X		24,031		
CF INDS HLDGS INC	COM	125269100	765	15,557	SH	X		15,557		
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,535	46,070	SH	X		46,070		
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	3	60	SH		X		60	
CIGNA CORP	COM	125509109	1,476	87,572	SH	X		87,572		
CIT GROUP INC	COM	125581108	444	97,803	SH	X		97,803		
CME GROUP INC	COM	12572Q105	3,860	18,546	SH	X		18,546		
CME GROUP INC	COM	12572Q105	3	14	SH		X		14	
CMS ENERGY CORP	COM	125896100	912	90,161	SH	X		90,161		
CNOOC LTD	SPONSORED ADR	126132109	2,589	27,182	SH	X		27,170		12
CSG SYS INTL INC	COM	126349109	646	36,979	SH	X		36,979		
CSX CORP	COM	126408103	3,483	107,277	SH	X		107,277		
CVS CAREMARK CORPORATION	COM	126650100	11,315	393,695	SH	X		393,695		
CA INC	COM	12673P105	2,369	127,833	SH	X		127,703		130
CABOT MICROELECTRONICS CORP	COM	12709P103	293	11,226	SH	X		11,226		
CABOT OIL & GAS CORP	COM	127097103	731	28,107	SH	X		28,107		
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	186	17,311	SH	X		17,311		
CAMERON INTERNATIONAL CORP	COM	13342B105	1,224	59,698	SH	X		59,698		
CAMPBELL SOUP CO	COM	134429109	1,770	58,987	SH	X		58,987		
CAPITAL BANK CORP	COM	139793103	586	95,403	SH	X		95,403		
CAPITAL ONE FINL CORP	COM	14040H105	3,397	106,512	SH	X		106,512		
CARDINAL HEALTH INC	COM	14149Y108	3,371	97,797	SH	X		97,797		
CARNIVAL CORP	PAIRED CTF	143658300	2,890	118,845	SH	X		118,845		
CATERPILLAR INC DEL	COM	149123101	7,470	167,220	SH	X		167,220		
CELGENE CORP	COM	151020104	7,104	128,515	SH	X		128,515		
CENTENE CORP DEL	COM	15135B101	502	25,489	SH	X		25,489		
CENTERPOINT ENERGY INC	COM	15189T107	1,402	111,085	SH	X		111,085		
CENTEX CORP	COM	152312104	360	33,807	SH	X		33,807		
CENTRAL PAC FINL CORP	COM	154760102	327	32,529	SH	X		32,529		
CENTURYTEL INC	COM	156700106	1,334	48,803	SH	X		46,949		1,854
CEPHALON INC	COM	156708109	1,941	25,201	SH	X		25,165		36
CHESAPEAKE ENERGY CORP	COM	165167107	2,434	150,519	SH	X		150,519		
CHESAPEAKE ENERGY CORP	COM	165167107	1	90	SH		X		90	
CHEVRON CORP NEW	COM	166764100	50,080	677,028	SH	X		665,599	77	11,352
CHEVRON CORP NEW	COM	166764100	69	928	SH		X		928	
CHUBB CORP	COM	171232101	5,426	106,384	SH	X		106,384		
CIENA CORP	COM NEW	171779309	165	24,561	SH	X		24,561		
CIMAREX ENERGY CO	COM	171798101	459	17,130	SH	X		17,060		70
CINCINNATI FINL CORP	COM	172062101	1,284	44,160	SH	X		44,160		
CISCO SYS INC	COM	17275R102	26,261	1,611,119	SH	X		1,611,119		
CISCO SYS INC	COM	17275R102	6	338	SH		X		338	
CINTAS CORP	COM	172908105	830	35,734	SH	X		35,734		
CITIGROUP INC	COM	172967101	11,184	1,666,822	SH	X		1,651,444	114	15,264
CITIGROUP INC	COM	172967101	2	277	SH		X		277	
CITRIX SYS INC	COM	177376100	1,164	49,401	SH	X		49,401		

CLOROX CO DEL	COM	189054109	2,096	37,724	SH	X		37,724		
COACH INC	COM	189754104	1,938	93,323	SH	X		93,323		
COCA COLA CO	COM	191216100	31,217	689,579	SH	X		689,445	83	51
COCA COLA ENTERPRISES INC	COM	191219104	1,038	86,251	SH	X		86,251		
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,430	79,189	SH	X		79,189		
COLGATE PALMOLIVE CO	COM	194162103	9,548	139,299	SH	X		139,299		
COLUMBIA ACORN TR	USA CL Z	197199805	2,270	138,485	SH	X		138,390		95
COMCAST CORP NEW	CL A	20030N101	13,447	796,643	SH	X		796,643		
COMERICA INC	COM	200340107	2,939	148,060	SH	X		147,966	58	36
COMPUTER SCIENCES CORP	COM	205363104	4,896	139,333	SH	X		139,230	64	39
COMPUWARE CORP	COM	205638109	452	67,034	SH	X		67,034		
CONAGRA FOODS INC	COM	205887102	2,006	121,586	SH	X		121,586		
CONOCOPHILLIPS	COM	20825C104	25,374	489,854	SH	X		483,082	52	6,720
CONSOL ENERGY INC	COM	20854P109	1,409	49,298	SH	X		49,298		
CONSOLIDATED EDISON INC	COM	209115104	2,901	74,515	SH	X		74,515		
CONSTELLATION BRANDS INC	CL A	21036P108	835	52,938	SH	X		52,938		
CONSTELLATION ENERGY GROUP I	COM	210371100	1,217	48,521	SH	X		48,521		
CONVERGYS CORP	COM	212485106	213	33,198	SH	X		33,198		
CORNING INC	COM	219350105	4,077	427,832	SH	X		427,832		
CORPORATE EXECUTIVE BRD CO	COM	21988R102	462	20,961	SH	X		20,873		88
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	640	20,855	SH	X		18,558		2,297
COSTCO WHSL CORP NEW	COM	22160K105	6,298	119,955	SH	X		119,955		
COVENTRY HEALTH CARE INC	COM	222862104	603	40,515	SH	X		40,515		
CUMMINS INC	COM	231021106	1,482	55,434	SH	X		55,434		
DPL INC	COM	233293109	328	14,380	SH	X		14,238		142
D R HORTON INC	COM	23331A109	530	74,921	SH	X		74,921		
DTE ENERGY CO	COM	233331107	2,148	60,210	SH	X		60,210		
DANAHER CORP DEL	COM	235851102	3,967	70,083	SH	X		70,083		
DARDEN RESTAURANTS INC	COM	237194105	1,065	37,797	SH	X		37,797		
DAVITA INC	COM	23918K108	1,396	28,158	SH	X		28,158		
DEAN FOODS CO NEW	COM	242370104	752	41,867	SH	X		41,867		
DEERE & CO	COM	244199105	4,542	118,530	SH	X		118,530		
DELL INC	COM	24702R101	7,634	745,485	SH	X		743,726	191	1,568
DENTSPLY INTL INC NEW	COM	249030107	1,595	56,480	SH	X		56,480		
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	160	32,709	SH	X		32,709		
DEVON ENERGY CORP NEW	COM	25179M103	7,981	121,458	SH	X		121,458		
DIAMONDROCK HOSPITALITY CO	COM	252784301	142	27,946	SH	X		24,903		3,043
DIGITAL RIV INC	COM	25388B104	411	16,584	SH	X		16,584		
DIRECTV GROUP INC	COM	25459L106	3,685	160,864	SH	X		160,864		
DISNEY WALT CO	COM DISNEY	254687106	11,463	505,201	SH	X		505,201		
DISCOVER FINL SVCS	COM	254709108	1,458	153,038	SH	X		152,830		208
DOLLAR TREE INC	COM	256746108	1,192	28,585	SH	X		28,533		52
DOMINION RES INC VA NEW	COM	25746U109	5,762	160,781	SH	X		159,381		1,400
DONNELLEY R R & SONS CO	COM	257867101	1,073	78,985	SH	X		78,812		173
DOUGLAS EMMETT INC	COM	25960P109	226	17,339	SH	X		15,192		2,147
DOVER CORP	COM	260003108	2,013	61,150	SH	X		61,072		78
DOW CHEM CO	COM	260543103	5,413	358,727	SH	X		358,614	70	43
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1,121	68,991	SH	X		68,991		
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	211	8,348	SH	X		8,348		
DU PONT E I DE NEMOURS & CO	COM	263534109	6,285	248,400	SH	X		248,400		
DUKE ENERGY CORP NEW	COM	26441C105	8,304	553,231	SH	X		552,074	144	1,013
DUN & BRADSTREET CORP DEL NE	COM	26483E100	1,242	16,089	SH	X		16,089		
DYNEGY INC DEL	CL A	26817G102	275	137,534	SH	X		137,534		
E M C CORP MASS	COM	268648102	5,848	558,564	SH	X		558,564		
E M C CORP MASS	COM	268648102	2	176	SH	X	X		176	
ENSCO INTL INC	COM	26874Q100	2,637	92,900	SH	X		92,839	38	23
EOG RES INC	COM	26875P101	4,519	67,874	SH	X		67,874		
E TRADE FINANCIAL CORP	COM	269246104	176	153,049	SH	X		153,049		
EASTMAN CHEM CO	COM	277432100	687	21,677	SH	X		21,677		
EASTMAN KODAK CO	COM	277461109	480	73,007	SH	X		73,007		
EATON CORP	COM	278058102	2,248	45,217	SH	X		45,217		
EBAY INC	COM	278642103	4,072	291,706	SH	X		291,706		
ECOLAB INC	COM	278865100	1,603	45,594	SH	X		45,594		
EDISON INTL	COM	281020107	6,274	195,334	SH	X		186,682	68	8,584
EL PASO CORP	COM	28336L109	1,709	218,270	SH	X		218,110		160
ELECTRONIC ARTS INC	COM	285512109	1,400	87,265	SH	X		87,265		
EMBARQ CORP	COM	29078E105	2,022	56,241	SH	X		56,123		118
EMCOR GROUP INC	COM	29084Q100	321	14,300	SH	X		14,300		
EMERGENCY MEDICAL SVCS CORP	CL A	29100P102	306	8,367	SH	X		8,367		
EMERSON ELEC CO	COM	291011104	7,639	208,669	SH	X		208,669		
ENCORE ACQUISITION CO	COM	29255W100	278	10,885	SH	X		10,783		102
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	419	16,195	SH	X		16,195		
ENTERGY CORP NEW	COM	29364G103	4,286	51,556	SH	X		51,556		
EQUIFAX INC	COM	294429105	911	34,350	SH	X		34,350		
EQUITABLE RES INC	COM	294549100	1,206	35,951	SH	X		35,951		
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	251	6,553	SH	X		5,756		797
EQUITY RESIDENTIAL	SH BEN INT	29476L107	3,407	114,236	SH	X		109,336		4,900
ESSEX PPTY TR INC	COM	297178105	736	9,593	SH	X		8,489		1,104
EXELON CORP	COM	30161N101	10,052	180,764	SH	X		180,764		
EXPEDIA INC DEL	COM	30212P105	498	60,434	SH	X		60,434		
EXPEDITORS INTL WASH INC	COM	302130109	1,919	57,668	SH	X		57,668		
EXPRESS SCRIPTS INC	COM	302182100	4,075	74,117	SH	X		74,065		52
EXXON MOBIL CORP	COM	30231G102	137,229	1,719,017	SH	X		1,683,181	217	35,619
EXXON MOBIL CORP	COM	30231G102	96	1,200	SH	X	X		1,200	
FIRST NATIOAL BANK & TR	COM	302519103	40	12,895	SH	X		12,895		
FPL GROUP INC	COM	302571104	5,653	112,321	SH	X		112,321		
FPL GROUP INC	COM	302571104	4	85	SH	X	X		85	

FAIR ISAAC CORP	COM	303250104	419	24,831	SH	X		24,831		
FAMILY DLR STORES INC	COM	307000109	997	38,253	SH	X		38,253		
FASTENAL CO	COM	311900104	1,225	35,142	SH	X		35,142		
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	732	11,792	SH	X		10,407		1,385
FEDERATED INVS INC PA	CL B	314211103	409	24,089	SH	X		24,089		
FEDEX CORP	COM	31428X106	5,430	84,643	SH	X		84,643		
FIDELITY CONCORD STR	SP INTL INDX I	315911602	26,908	1,006,298	SH	X		989,308		16,990
FIDELITY NATL INFORMATION SV	COM	31620M106	934	57,377	SH	X		57,377		
FIFTH THIRD BANCORP	COM	316773100	1,297	157,049	SH	X		157,049		
FIRST AMERN INVT FDS INC	REAL EST SEC Y	318530268	19,898	1,737,843	SH	X		1,717,836	7,097	12,909
FIRST AMERN INVT FDS INC	REAL EST SEC Y	318530268	172	15,059	SH		X	918	12,817	1,323
FIRST BANCORP P R	COM	318672102	499	44,798	SH	X		44,798		
FIRST CITIZENS BANCORP	COM	319460101	12,759	36,042	SH	X		36,042		
FIRST HORIZON NATL CORP	COM	320517105	790	74,769	SH	X		74,595		174
FISERV INC	COM	337738108	1,584	43,554	SH	X		43,554		
FIRSTENERGY CORP	COM	337932107	4,052	83,407	SH	X		83,407		
FLUOR CORP NEW	COM	343412102	4,736	105,554	SH	X		105,531		23
FLOWSERVE CORP	COM	34354P105	792	15,376	SH	X		15,376		
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,488	649,658	SH	X		649,658		
FOREST LABS INC	COM	345838106	6,011	236,018	SH	X		235,845	107	66
FORTUNE BRANDS INC	COM	349631101	1,683	40,768	SH	X		40,768		
FRANKLIN RES INC	COM	354613101	2,664	41,770	SH	X		41,770		
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	2,617	107,099	SH	X		107,099		
FRONTIER COMMUNICATIONS CORP	COM	35906A108	740	84,664	SH	X		84,664		
FRONTIER OIL CORP	COM	35914P105	138	10,888	SH	X		10,888		
FULLER H B CO	COM	359694106	262	16,249	SH	X		16,249		
GAMESTOP CORP NEW	CL A	36467W109	966	44,591	SH	X		44,591		
GANNETT INC	COM	364730101	496	62,036	SH	X		62,036		
GAP INC DEL	COM	364760108	5,050	377,178	SH	X		376,751	145	282
CITIZENS SOUTH BANKING CORP	COM	367304102	72	11,969	SH	X				
GENERAL DYNAMICS CORP	COM	369550108	6,106	106,020	SH	X		106,020		
GENERAL ELECTRIC CO	COM	369604103	50,263	3,102,685	SH	X		3,075,266	127	27,292
GENERAL ELECTRIC CO	COM	369604103	7	405	SH		X	405		
GENERAL GROWTH PPTYS INC	COM	370021107	87	67,081	SH	X		58,105		8,976
GENERAL MLS INC	COM	370334104	5,722	94,189	SH	X		94,189		
GENERAL MTRS CORP	COM	370442105	531	166,016	SH	X		166,016		
GENESCO INC	COM	371532102	428	25,307	SH	X		25,307		
GENUINE PARTS CO	COM	372460105	2,098	55,423	SH	X		55,423		
GENWORTH FINL INC	COM CL A	37247D106	334	118,090	SH	X		118,090		
GENZYME CORP	COM	372917104	4,988	75,160	SH	X		75,160		
GIBALTAR INDS INC	COM	374689107	178	14,882	SH	X		14,882		
GILEAD SCIENCES INC	COM	375558103	13,193	257,983	SH	X		257,983		
GOLDMAN SACHS GROUP INC	COM	38141G104	12,594	149,235	SH	X		149,202	20	13
GOODRICH CORP	COM	382388106	1,403	37,910	SH	X		37,910		
GOODYEAR TIRE & RUBR CO	COM	382550101	1,975	330,745	SH	X		330,470	170	105
GOOGLE INC	CL A	38259P508	20,197	65,650	SH	X		65,650		
GOOGLE INC	CL A	38259P508	4	12	SH		X		12	
GRAINGER W W INC	COM	384802104	6,069	76,975	SH	X		76,908	41	26
GYMBOREE CORP	COM	403777105	604	23,158	SH	X		23,158		
HCP INC	COM	40414L109	1,965	70,762	SH	X		70,762		
HALLIBURTON CO	COM	406216101	4,471	245,916	SH	X		245,916		
HARLEY DAVIDSON INC	COM	412822108	1,075	63,332	SH	X		63,332		
HARMAN INTL INDS INC	COM	413086109	266	15,922	SH	X		15,922		
HARRIS CORP DEL	COM	413875105	1,664	43,722	SH	X		42,300		1,422
HARTFORD FINL SVCS GROUP INC	COM	416515104	1,348	82,088	SH	X		82,088		
HASBRO INC	COM	418056107	6,006	205,890	SH	X		205,632	88	170
HEALTH CARE REIT INC	COM	42217K106	243	5,752	SH	X		5,691		61
HEINZ H J CO	COM	423074103	3,798	101,008	SH	X		100,960		48
HERSHEY CO	COM	427866108	1,567	45,105	SH	X		45,105		
HESS CORP	COM	42809H107	6,743	125,707	SH	X		125,652	34	21
HEWITT ASSOCS INC	COM	42822Q100	299	10,528	SH	X		10,425		103
HEWLETT PACKARD CO	COM	428236103	32,791	903,574	SH	X		882,900	159	20,515
HOLLY CORP	COM PAR \$0.01	435758305	234	12,815	SH	X		12,815		
HOME DEPOT INC	COM	437076102	11,087	481,616	SH	X		481,616		
HONEYWELL INTL INC	COM	438516106	13,060	397,814	SH	X		397,605	129	80
HOSPIRA INC	COM	441060100	1,164	43,403	SH	X		43,403		
HOST HOTELS & RESORTS INC	COM	44107P104	1,530	202,054	SH	X		195,067		6,987
HUDSON CITY BANCORP	COM	443683107	2,262	141,755	SH	X		141,755		
HUMANA INC	COM	444859102	1,710	45,882	SH	X		45,882		
HUNTINGTON BANCSHARES INC	COM	446150104	763	99,549	SH	X		99,549		
HUTCHINSON TECHNOLOGY INC	COM	448407106	68	19,499	SH	X		19,499		
ING SER FD INC	BAL FD CL B	44981M607	301	36,241	SH	X		36,241		
IMS HEALTH INC	COM	449934108	750	49,461	SH	X		49,461		
ITT EDUCATIONAL SERVICES INC	COM	45068B109	293	3,087	SH	X		3,087		
ITT CORP NEW	COM	450911102	2,276	49,484	SH	X		49,484		
ITT CORP NEW	COM	450911102	5	115	SH		X		115	
ILLINOIS TOOL WKS INC	COM	452308109	3,859	110,106	SH	X		110,106		
INFOSPACE INC	COM NEW	45678T201	156	20,724	SH	X		20,724		
ING GROEP N V	SPONSORED ADR	456837103	333	29,957	SH	X		29,957		
INTEL CORP	COM	458140100	22,270	1,519,079	SH	X		1,519,079		
INTEL CORP	COM	458140100	4	276	SH		X		276	
INTEGRYS ENERGY GROUP INC	COM	45822P105	893	20,784	SH	X		20,784		
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,620	19,647	SH	X		19,647		
INTERNATIONAL BUSINESS MACHS	COM	459200101	38,717	460,035	SH	X		451,426	63	8,546
INTERNATIONAL BUSINESS MACHS	COM	459200101	34	400	SH		X	400		
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	803	27,011	SH	X		26,957		54
INTERNATIONAL GAME TECHNOLOG	COM	459902102	953	80,144	SH	X		80,144		

INTL PAPER CO	COM	460146103	1,372	116,275	SH	X		116,275		
INTERPUBLIC GROUP COS INC	COM	460690100	513	129,597	SH	X		129,597		
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,351	10,637	SH	X		10,637		
INTUIT	COM	461202103	2,284	96,021	SH	X		95,933		88
ISHARES TR	S&P 500 INDEX	464287200	581	6,438	SH	X		6,438		
ISHARES TR	MSCI EMERG MKT	464287234	3,566	142,807	SH	X		142,807		
ISHARES TR	S&P 500 VALUE	464287408	1,763	39,013	SH	X		39,013		
ISHARES TR	MSCI EAFE IDX	464287465	31,838	709,715	SH	X		709,715		
ISHARES TR	S&P MIDCAP 400	464287507	1,539	28,856	SH	X		28,856		
ISHARES TR	RUSSELL 1000	464287622	591	12,100	SH	X		12,100		
ISHARES TR	RUSL 2000 GROW	464287648	316	6,215	SH	X		6,215		
ISHARES TR	S&P SMLCAP 600	464287804	4,184	95,146	SH	X		95,146		
ISIS PHARMACEUTICALS INC	COM	464330109	490	34,580	SH	X		34,427		153
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	218	59,790	SH	X		59,790		
JPMORGAN & CHASE & CO	COM	46625H100	36,211	1,148,450	SH	X		1,137,314	83	11,053
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E205	305	15,232	SH	X		15,232		
JABIL CIRCUIT INC	COM	466313103	536	79,431	SH	X		79,431		
JACK IN THE BOX INC	COM	466367109	242	10,965	SH	X		10,965		
JACOBS ENGR GROUP INC DEL	COM	469814107	1,609	33,454	SH	X		33,454		
JACOBS ENGR GROUP INC DEL	COM	469814107	2	45	SH		X		45	
JANUS CAP GROUP INC	COM	47102X105	345	43,007	SH	X		43,007		
JO-ANN STORES INC	COM	47758P307	427	27,549	SH	X		27,549		
JOHNSON & JOHNSON	COM	478160104	63,099	1,054,636	SH	X		1,026,987	201	27,448
JOHNSON CTLS INC	COM	478366107	2,992	164,740	SH	X		164,740		
JONES APPAREL GROUP INC	COM	480074103	291	49,681	SH	X		49,427		254
JPMORGAN TR I	INTL VA SMA SH	4812A4831	395	46,436	SH	X		46,436		
ARTIO GLOBAL INVT FDS	INTL EQ CL I	481370500	83,567	3,401,160	SH	X		3,380,262		20,898
ARTIO GLOBAL INVT FDS	INTL EQ CL I	481370500	268	10,898	SH		X	1,316	8,127	1,453
JUNIPER NETWORKS INC	COM	48203R104	2,514	143,578	SH	X		143,578		
KLA-TENCOR CORP	COM	482480100	1,001	45,922	SH	X		45,922		
KB HOME	COM	48666K109	279	20,474	SH	X		20,474		
KELLOGG CO	COM	487836108	3,007	68,572	SH	X		68,572		
KEYCORP NEW	COM	493267108	1,459	171,298	SH	X		171,298		
KILROY RLTG CORP	COM	49427F108	406	12,119	SH	X		10,593		1,526
KIMBERLY CLARK CORP	COM	494368103	6,104	115,736	SH	X		115,736		
KIMCO REALTY CORP	COM	49446R109	1,138	62,279	SH	X		62,279		
KING PHARMACEUTICALS INC	COM	495582108	1,516	142,765	SH	X		142,581		184
KOHL'S CORP	COM	500255104	3,055	84,392	SH	X		84,392		
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	235	11,824	SH	X		11,824		
KRAFT FOODS INC	CL A	50075N104	10,731	399,682	SH	X		399,534		148
KROGER CO	COM	501044101	5,004	189,492	SH	X		189,434		58
LSI CORPORATION	COM	502161102	577	175,436	SH	X		175,436		
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,864	38,814	SH	X		38,776		38
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,052	31,855	SH	X		31,831		24
LAUDER ESTEE COS INC	CL A	518439104	975	31,508	SH	X		31,508		
LEGGETT & PLATT INC	COM	524660107	645	42,479	SH	X		42,479		
LEGG MASON INC	COM	524901105	846	38,598	SH	X		38,598		
LENNAR CORP	CL A	526057104	453	52,193	SH	X		52,193		
LEUCADIA NATL CORP	COM	527288104	953	48,134	SH	X		48,134		
LEXMARK INTL NEW	CL A	529771107	1,036	38,516	SH	X		38,516		
LIFE TECHNOLOGIES CORP	COM	53217V109	2,892	124,063	SH	X		123,945		118
LILLY ELI & CO	COM	532457108	11,443	284,161	SH	X		284,161		
LIMITED BRANDS INC	COM	532716107	4,130	411,310	SH	X		410,952	221	137
LINCARE HLDGS INC	COM	532791100	3,715	137,945	SH	X		137,819	78	48
LINCOLN NATL CORP IND	COM	534187109	1,311	69,588	SH	X		69,588		
LINEAR TECHNOLOGY CORP	COM	535678106	1,337	60,454	SH	X		60,454		
LOCKHEED MARTIN CORP	COM	539830109	11,693	139,068	SH	X		139,015	33	20
LOEWS CORP	COM	540424108	2,781	98,435	SH	X		98,435		
LORILLARD INC	COM	544147101	2,576	45,708	SH	X		45,708		
LOUISIANA PAC CORP	COM	546347105	106	68,096	SH	X		68,096		
LOWES COS INC	COM	548661107	8,632	401,125	SH	X		401,125		
LUBRIZOL CORP	COM	549271104	361	9,916	SH	X		9,916		
M & T BK CORP	COM	55261F104	1,205	20,995	SH	X		20,995		
MBIA INC	COM	55262C100	209	51,232	SH	X		51,232		
MEMC ELECTR MATLS INC	COM	552715104	913	63,904	SH	X		63,904		
MFS SER TR V	TOTAL RETURN A	552981300	191	16,725	SH	X		16,725		
MSC INDL DIRECT INC	CL A	553530106	267	7,244	SH	X		7,176		68
MACERICH CO	COM	554382101	325	17,908	SH	X		15,762		2,146
MACYS INC	COM	55616P104	2,728	263,537	SH	X		263,287	86	164
MAGELLAN MIDSTREAM PRTNRS LP	COM UNIT RP LP	559080106	420	13,890	SH	X		13,890		
MANITOWOC INC	COM	563571108	307	35,451	SH	X		35,451		
MANPOWER INC	COM	56418H100	1,930	56,796	SH	X		56,743	33	20
MARATHON OIL CORP	COM	565849106	7,873	287,770	SH	X		287,676	58	36
MARSH & MCLENNAN COS INC	COM	571748102	3,674	151,397	SH	X		151,325		72
MARSHALL & ILSLEY CORP NEW	COM	571837103	3,541	259,594	SH	X		259,513		81
MARRIOTT INTL INC NEW	CL A	571903202	1,551	79,749	SH	X		79,749		
MARTEK BIOSCIENCES CORP	COM	572901106	265	8,731	SH	X		8,731		
MASCO CORP	COM	574599106	1,089	97,877	SH	X		97,877		
MASSEY ENERGY CORP	COM	576206106	319	23,152	SH	X		23,152		
MASTERCARD INC	CL A	57636Q104	4,685	32,781	SH	X		32,767	9	5
MATTEL INC	COM	577081102	1,880	117,508	SH	X		117,314		194
MAXIMUS INC	COM	577933104	280	7,984	SH	X		7,984		
MCAFFEE INC	COM	579064106	1,417	41,000	SH	X		41,000		
MCCORMICK & CO INC	COM NON VTG	579780206	1,126	35,352	SH	X		35,352		
MCDONALDS CORP	COM	580135101	24,742	397,843	SH	X		390,454	58	7,331
MCGRAW HILL COS INC	COM	580645109	1,982	85,474	SH	X		85,474		
MCKESSON CORP	COM	58155Q103	3,008	77,671	SH	X		77,671		



MEADWESTVACO CORP	COM		583334107	772	68,984	SH	X		68,772		212
MEDCO HEALTH SOLUTIONS INC	COM		58405U102	10,833	258,473	SH	X		258,339	83	51
MEDICIS PHARMACEUTICAL CORP	CL A NEW		584690309	321	23,110	SH	X		23,110		
MEDTRONIC INC	COM		585055106	9,603	305,625	SH	X		305,625		
MERCK & CO INC	COM		589331107	24,400	802,641	SH	X		781,874	142	20,625
MERRILL LYNCH & CO INC			590188108	5,069	435,443	SH	X		435,443		
METHANEX CORP	COM		59151K108	181	16,100	SH	X		16,100		
METHODE ELECTRS INC	COM		591520200	235	34,839	SH	X		34,839		
METLIFE INC	COM		59156R108	7,611	218,336	SH	X		218,336		
METTLER TOLEDO INTERNATIONAL	COM		592688105	718	10,659	SH	X		10,637		22
MICREL INC	COM		594793101	256	35,078	SH	X		35,078		
MICROSOFT CORP	COM		594918104	50,036	2,573,890	SH	X		2,529,423	323	44,144
MICROSOFT CORP	COM		594918104	3	175	SH		X		175	
MICROCHIP TECHNOLOGY INC	COM		595017104	968	49,553	SH	X		49,553		
MICRON TECHNOLOGY INC	COM		595112103	548	207,705	SH	X		207,705		
MIDCAP SPDR TR	UNIT SER 1		595635103	4,192	43,149	SH	X		43,149		
MILLIPORE CORP	COM		601073109	778	15,102	SH	X		15,102		
MILLIPORE CORP	COM		601073109	5	90	SH		X		90	
MIRANT CORP NEW	COM		60467R100	2,294	121,553	SH	X		121,416	85	52
MOLEX INC	COM		608554101	556	38,392	SH	X		38,392		
MOLSON COORS BREWING CO	CL B		60871R209	1,983	40,538	SH	X		40,538		
MONSANTO CO NEW	COM		61166W101	10,685	151,882	SH	X		151,882		
MONSANTO CO NEW	COM		61166W101	5	70	SH		X		70	
MONSTER WORLDWIDE INC	COM		611742107	405	33,509	SH	X		33,509		
MOODYS CORP	COM		615369105	1,061	52,823	SH	X		52,823		
MORGAN STANLEY	COM NEW		617446448	6,191	385,982	SH	X		385,885	57	40
MOTOROLA INC	COM		620076109	2,730	616,341	SH	X		616,341		
MOTOROLA INC	COM		620076109	1	150	SH		X		150	
MURPHY OIL CORP	COM		626717102	2,297	51,803	SH	X		51,803		
MYLAN INC	COM		628530107	820	82,864	SH	X		82,864		
NRG ENERGY INC	COM NEW		629377508	212	9,099	SH	X		9,013		86
NYSE EURONEXT	COM		629491101	1,973	72,067	SH	X		72,067		
NASDAQ OMX GROUP INC	COM		631103108	3,876	156,865	SH	X		156,740	77	48
NASH FINCH CO	COM		631158102	513	11,419	SH	X		11,419		
NATIONAL CITY CORP			635405103	1,002	553,713	SH	X		553,713		
NATIONAL OILWELL VARCO INC	COM		637071101	2,866	117,282	SH	X		117,282		
NATIONAL SEMICONDUCTOR CORP	COM		637640103	2,727	270,813	SH	X		270,569	147	97
NATIONWIDE HEALTH PPTYS INC	COM		638620104	757	26,364	SH	X		23,304		3,060
NETAPP INC	COM		64110D104	1,254	89,789	SH	X		89,789		
NEW YORK TIMES CO	CL A		650111107	232	31,674	SH	X		31,674		
NEWELL RUBBERMAID INC	COM		651229106	737	75,385	SH	X		75,385		
NEWMONT MINING CORP	COM		651639106	5,031	123,616	SH	X		123,616		
NEWPORT CORP	COM		651824104	211	31,168	SH	X		31,168		
NEWS CORP	CL A		65248E104	5,736	630,993	SH	X		630,993		
NICOR INC	COM		654086107	427	12,290	SH	X		12,290		
NIKE INC	CL B		654106103	5,445	106,772	SH	X		106,772		
NIKE INC	CL B		654106103	20	400	SH		X		400	
NISOURCE INC	COM		65473P105	818	74,581	SH	X		74,581		
NOBLE ENERGY INC	COM		655044105	2,594	52,703	SH	X		52,667		36
NORDSTROM INC	COM		655664100	577	43,346	SH	X		43,346		
NORFOLK SOUTHERN CORP	COM		655844108	5,016	106,607	SH	X		106,607		
NORTHERN TR CORP	COM		665859104	3,555	68,175	SH	X		68,125		50
NORTHROP GRUMMAN CORP	COM		666807102	8,927	198,210	SH	X		198,087	76	47
NOVELL INC	COM		670006105	365	93,891	SH	X		93,891		
NOVELLUS SYS INC	COM		670008101	328	26,560	SH	X		26,560		
NUCOR CORP	COM		670346105	3,945	85,380	SH	X		85,380		
NVIDIA CORP	COM		67066G104	3,343	414,235	SH	X		414,120		115
OCCIDENTAL PETE CORP DEL	COM		674599105	15,904	265,108	SH	X		265,058	31	19
OFFICE DEPOT INC	COM		676220106	223	74,753	SH	X		74,753		
OLIN CORP	COM PAR \$1		680665205	358	19,806	SH	X		19,806		
OMNICARE INC	COM		681904108	750	27,031	SH	X		26,880		151
OMNICOM GROUP INC	COM		681919106	2,313	85,938	SH	X		85,938		
OMNICELL INC	COM		68213N109	211	17,289	SH	X		17,289		
ORACLE CORP	COM		68389X105	19,042	1,074,009	SH	X		1,073,186		823
ORACLE CORP	COM		68389X105	6	362	SH		X		362	
OPPENHEIMER DEVELOPING MKTS	CL A		683974109	29,908	1,882,186	SH	X		1,879,332		2,854
OPPENHEIMER DEVELOPING MKTS	CL A		683974109	13	800	SH		X	800		
OPPENHEIMER DEVELOPING MKTS	CL Y		683974505	218	13,847	SH	X		13,847		
OVERSEAS SHIPHOLDING GROUP I	COM		690368105	237	5,638	SH	X		5,638		
OWENS & MINOR INC NEW	COM		690732102	201	5,334	SH	X		5,334		
OWENS CORNING NEW	COM		690742101	232	13,434	SH	X		13,306		128
OWENS ILL INC	COM NEW		690768403	242	8,841	SH	X		8,761		80
PG&E CORP	COM		69331C108	4,274	110,407	SH	X		110,321		86
PNC FINL SVCS GROUP INC	COM		693475105	4,678	95,467	SH	X		95,467		
PPG INDS INC	COM		693506107	1,909	44,980	SH	X		44,980		
PPL CORP	COM		69351T106	3,130	101,982	SH	X		101,982		
PACCAR INC	COM		693718108	2,821	98,632	SH	X		98,632		
PACTIV CORP	COM		695257105	1,251	50,271	SH	X		50,175		96
PALL CORP	COM		696429307	913	32,112	SH	X		32,112		
PARK ELECTROCHEMICAL CORP	COM		700416209	217	11,445	SH	X		11,445		
PARKER HANNIFIN CORP	COM		701094104	4,356	102,408	SH	X		102,345	39	24
PATTERSON COMPANIES INC	COM		703395103	465	24,797	SH	X		24,797		
PATTERSON UTI ENERGY INC	COM		703481101	345	29,975	SH	X		29,847		128
PAYCHEX INC	COM		704326107	2,295	87,326	SH	X		87,326		
PEABODY ENERGY CORP	COM		704549104	1,650	72,511	SH	X		72,511		
PENNEY J C INC	COM		708160106	1,190	60,424	SH	X		60,424		
PEOPLES UNITED FINANCIAL INC	COM		712704105	1,686	94,580	SH	X		94,580		



PEPCO HOLDINGS INC	COM		713291102	1,044	58,799	SH	X		58,799		
PEPSI BOTTLING GROUP INC	COM		713409100	827	36,755	SH	X		36,755		
PEPSICO INC	COM		713448108	23,310	425,594	SH	X		425,594		
PEPSICO INC	COM		713448108	7	120	SH		X		120	
PERKINELMER INC	COM		714046109	976	70,170	SH	X		70,170		
PFIZER INC	COM		717081103	40,643	2,294,923	SH	X		2,254,948	291	39,684
PHARMACEUTICAL PROD DEV INC	COM		717124101	273	9,398	SH	X		9,310		88
PHILIP MORRIS INTL INC	COM		718172109	24,070	553,217	SH	X		553,004		213
PIMCO FDS PAC INVT MGMT SER	ALL ASSET INST		722005626	863	85,570	SH	X		85,570		
PINNACLE WEST CAP CORP	COM		723484101	881	27,417	SH	X		27,417		
PIONEER NAT RES CO	COM		723787107	518	32,006	SH	X		32,006		
PITNEY BOWES INC	COM		724479100	1,428	56,057	SH	X		56,057		
PLAINS EXPL& PRODTN CO	COM		726505100	211	9,094	SH	X		9,094		
PLEXUS CORP	COM		729132100	341	20,147	SH	X		20,147		
PLUM CREEK TIMBER CO INC	COM		729251108	1,576	45,359	SH	X		45,359		
MARINER ACCESS LTD CLASS I(H			73GH09996	798	799,173	SH	X		799,173		
POLARIS INDS INC	COM		731068102	316	11,036	SH	X		11,036		
POLO RALPH LAUREN CORP	CL A		731572103	2,778	61,176	SH	X		61,156		20
PORTLAND GEN ELEC CO	COM NEW		736508847	339	17,395	SH	X		17,395		
POST PPTYS INC	COM		737464107	263	15,921	SH	X		13,982		1,939
POTLATCH CORP NEW	COM		737630103	834	32,075	SH	X		32,075		
PRAXAIR INC	COM		74005P104	5,104	85,983	SH	X		85,983		
PRECISION CASTPARTS CORP	COM		740189105	2,352	39,536	SH	X		39,536		
PRICE T ROWE GROUP INC	COM		74144T108	2,490	70,272	SH	X		70,272		
PRINCIPAL FINANCIAL GROUP IN	COM		74251V102	1,592	70,529	SH	X		70,529		
PROCTER & GAMBLE CO	COM		742718109	59,874	968,519	SH	X		968,359	99	61
PROCTER & GAMBLE CO	COM		742718109	8	130	SH		X		130	
PROGRESS ENERGY INC	COM		743263105	2,851	71,548	SH	X		71,548		
PROGRESSIVE CORP OHIO	COM		743315103	2,721	183,739	SH	X		183,739		
PROLOGIS	SH BEN INT		743410102	1,483	106,769	SH	X		102,258		4,511
PRUDENTIAL FINL INC	COM		744320102	3,489	115,308	SH	X		115,308		
PUBLIC SVC ENTERPRISE GROUP	COM		744573106	4,111	140,948	SH	X		140,948		
PUBLIC STORAGE	COM		74460D109	3,807	47,890	SH	X		46,546		1,344
PULTE HOMES INC	COM		745867101	635	58,120	SH	X		58,120		
QLOGIC CORP	COM		747277101	824	61,281	SH	X		61,281		
QUALCOMM INC	COM		747525103	16,338	455,999	SH	X		455,999		
QUALCOMM INC	COM		747525103	6	170	SH		X		170	
QUEST DIAGNOSTICS INC	COM		74834L100	2,237	43,089	SH	X		43,089		
QUESTAR CORP	COM		748356102	1,618	49,503	SH	X		49,503		
QWEST COMMUNICATIONS INTL IN	COM		749121109	1,452	398,856	SH	X		398,856		
RLI CORP	COM		749607107	719	11,750	SH	X		11,750		
RADIOSHACK CORP	COM		750438103	586	49,068	SH	X		49,068		
RALCORP HLDGS INC NEW	COM		751028101	330	5,644	SH	X		5,644		
RANGE RES CORP	COM		75281A109	1,453	42,244	SH	X		42,244		
RAYMOND JAMES FINANCIAL INC	COM		754730109	183	10,656	SH	X		10,656		
RAYTHEON CO	COM NEW		755111507	5,883	115,269	SH	X		115,269		
REGIONS FINANCIAL CORP NEW	COM		7591EP100	1,498	188,179	SH	X		188,179		
REINSURANCE GROUP AMER INC	COM NEW		759351604	265	6,198	SH	X		6,136		62
REPUBLIC SVCS INC	COM		760759100	2,841	114,616	SH	X		112,736		1,880
RES-CARE INC	COM		760943100	240	15,964	SH	X		15,964		
REYNOLDS AMERICAN INC	COM		761713106	1,853	45,972	SH	X		45,972		
ROBERT HALF INTL INC	COM		770323103	878	42,191	SH	X		42,191		
ROCKWELL AUTOMATION INC	COM		773903109	1,241	38,481	SH	X		38,481		
ROCKWELL COLLINS INC	COM		774341101	1,683	43,053	SH	X		43,053		
ROHM & HAAS CO	COM		775371107	2,099	33,974	SH	X		33,974		
ROSS STORES INC	COM		778296103	317	10,661	SH	X		10,661		
ROWAN COS INC	COM		779382100	489	30,731	SH	X		30,731		
ROWE T PRICE CAP OPPRTUNITY	COM		77954P108	73,808	7,322,263	SH	X		7,232,001		90,261
ROWE T PRICE CAP OPPRTUNITY	COM		77954P108	385	38,227	SH		X	3,449	29,214	5,562
RYDER SYS INC	COM		783549108	843	21,729	SH	X		20,427		1,302
SAIC INC	COM		78390X101	304	15,587	SH	X		15,438		149
SEI INSTL MANAGED TR	MID CAP PTF A		783925795	7,597	691,262	SH	X		691,124		138
SEI INSTL MANAGED TR	MID CAP PTF A		783925795	8	738	SH		X	738		
SL GREEN RLTY CORP	COM		78440X101	320	12,340	SH	X		10,736		1,604
SLM CORP	COM		78442P106	1,131	127,079	SH	X		127,079		
SPDR TR	UNIT SER 1		78462F103	34,164	378,586	SH	X		368,929		9,657
SPSS INC	COM		78462K102	439	16,301	SH	X		16,301		
SPX CORP	COM		784635104	2,093	51,614	SH	X		51,564	31	19
sPDR SERIES TRUST	DJ WLSH REIT ETF		78464A607	1,614	39,819	SH	X		39,819		
SVB FINL GROUP	COM		78486Q101	405	15,442	SH	X		15,390		52
SAFEWAY INC	COM NEW		786514208	2,877	121,024	SH	X		121,024		
ST JUDE MED INC	COM		790849103	3,578	108,548	SH	X		108,462		86
ST MARY LD & EXPL CO	COM		792228108	332	16,358	SH	X		16,256		102
SALESFORCE COM INC	COM		79466L302	1,002	31,318	SH	X		31,318		
COAST ACCESS II LTD (UL) CLA			8EBS59997	203	180,245	SH	X		180,245		
COAST ACCESS II LTD CLASS I			8EBT09990	174	164,859	SH	X		164,859		
PERMAL PIH ACCESS LTD CLASS			8ECA79993	347	478,978	SH	X		478,978		
SANDISK CORP	COM		80004C101	590	61,472	SH	X		61,472		
SARA LEE CORP	COM		803111103	1,882	192,249	SH	X		192,249		
SAUL CTRS INC	COM		804395101	434	10,982	SH	X		9,560		1,422
SCHERING PLOUGH CORP	COM		806605101	7,634	448,271	SH	X		448,271		
SCHLUMBERGER LTD	COM		806857108	13,775	325,409	SH	X		325,409		
SCHLUMBERGER LTD	COM		806857108	5	115	SH		X		115	
SCHWAB CHARLES CORP NEW	COM		808513105	4,232	261,695	SH	X		261,695		
SCHWAB CHARLES CORP NEW	COM		808513105	7	450	SH		X		450	
SCRIPPS NETWORKS INTERACT IN	CL A COM		811065101	539	24,493	SH	X		24,493		
SEALED AIR CORP NEW	COM		81211K100	641	42,934	SH	X		42,934		

SEARS HLDGS CORP	COM	812350106	588	15,132	SH	X		15,132		
SEMTECH CORP	COM	816850101	221	19,578	SH	X		19,578		
SEMPRA ENERGY	COM	816851109	3,377	79,226	SH	X		79,170		56
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	298	9,201	SH	X		9,201		
SHERWIN WILLIAMS CO	COM	824348106	2,087	34,936	SH	X		34,936		
SIGMA ALDRICH CORP	COM	826552101	1,444	34,191	SH	X		34,191		
SILICON LABORATORIES INC	COM	826919102	244	9,856	SH	X		9,762		94
SIMON PTY GROUP INC NEW	COM	828806109	4,821	90,741	SH	X		87,146		3,595
SMITH INTL INC	COM	832110100	1,363	59,535	SH	X		59,535		
SMUCKER J M CO	COM NEW	832696405	1,414	32,606	SH	X		32,606		
SNAP ON INC	COM	833034101	615	15,621	SH	X		15,621		
SOHU COM INC	COM	83408W103	234	4,937	SH	X		4,893		44
SOUTH STREET FINANCIAL CORP	COM	840468102	421	102,700	SH	X				
SOUTHERN CO	COM	842587107	7,814	211,192	SH	X		211,192		
SOUTHWEST AIRLS CO	COM	844741108	3,351	388,751	SH	X		388,670		81
SOUTHWESTERN ENERGY CO	COM	845467109	2,746	94,790	SH	X		94,790		
SOVEREIGN BANCORP INC	COM	845905108	441	148,058	SH	X		148,058		
SPECTRA ENERGY CORP	COM	847560109	2,623	166,620	SH	X		166,177		443
SPRINT NEXTEL CORP	COM SER 1	852061100	2,162	1,181,639	SH	X		1,181,464		175
STAMPS COM INC	COM NEW	852857200	319	32,473	SH	X		32,473		
STANLEY WKS	COM	854616109	731	21,428	SH	X		21,428		
STAPLES INC	COM	855030102	3,543	197,686	SH	X		197,686		
STARBUCKS CORP	COM	855244109	1,892	200,022	SH	X		200,022		
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1,541	86,102	SH	X		82,799		3,303
STATE STR CORP	COM	857477103	4,706	119,663	SH	X		119,663		
STERICYCLE INC	COM	858912108	1,219	23,406	SH	X		23,406		
STERICYCLE INC	COM	858912108	8	155	SH		X		155	
STERIS CORP	COM	859152100	391	16,379	SH	X		16,305		74
STERLING FINL CORP WASH	COM	859319105	251	28,575	SH	X		28,575		
STRYKER CORP	COM	863667101	2,632	65,878	SH	X		65,878		
SUN MICROSYSTEMS INC	COM NEW	866810203	767	200,861	SH	X		200,861		
SUNOCO INC	COM	86764P109	3,915	90,093	SH	X		90,068		25
SUNTRUST BKS INC	COM	867914103	5,616	190,121	SH	X		190,081		40
SUPERVALU INC	COM	868536103	841	57,587	SH	X		57,587		
SYMANTEC CORP	COM	871503108	6,316	467,170	SH	X		466,815	154	201
SYSCO CORP	COM	871829107	3,836	167,206	SH	X		167,206		
TCF FINL CORP	COM	872275102	217	15,915	SH	X		15,765		150
TECO ENERGY INC	COM	872375100	715	57,867	SH	X		57,867		
TJX COS INC NEW	COM	872540109	2,329	113,225	SH	X		113,225		
TARGET CORP	COM	87612E106	7,069	204,721	SH	X		204,721		
TAUBMAN CTRS INC	COM	876664103	665	26,105	SH	X		22,995		3,110
TELEFLEX INC	COM	879369106	272	5,436	SH	X		5,436		
TELLABS INC	COM	879664100	446	108,242	SH	X		108,242		
TENET HEALTHCARE CORP	COM	88033G100	130	112,896	SH	X		112,896		
TERADATA CORP DEL	COM	88076W103	714	48,176	SH	X		48,058		118
TERADYNE INC	COM	880770102	194	46,038	SH	X		46,038		
TERRA INDS INC	COM	880915103	638	38,270	SH	X		38,182		88
TESORO CORP	COM	881609101	978	74,244	SH	X		74,244		
TEXAS INSTRS INC	COM	882508104	5,475	352,767	SH	X		352,767		
TEXTRON INC	COM	883203101	909	65,567	SH	X		65,567		
THERMO FISHER SCIENTIFIC INC	COM	883556102	4,032	118,356	SH	X		118,356		
3M CO	COM	88579Y101	13,830	240,361	SH	X		240,305	34	22
TIDEWATER INC	COM	886423102	893	22,174	SH	X		22,128		46
TIFFANY & CO NEW	COM	886547108	791	33,480	SH	X		33,480		
TIME WARNER INC	COM	887317105	11,873	1,180,238	SH	X		1,162,902	137	17,199
TIMKEN CO	COM	887389104	279	14,198	SH	X		14,198		
TITANIUM METALS CORP	COM NEW	888339207	204	23,143	SH	X		23,143		
TORCHMARK CORP	COM	891027104	1,034	23,125	SH	X		23,125		
TORO CO	COM	891092108	728	22,048	SH	X		21,956		92
TOTAL SYS SVCS INC	COM	891906109	749	53,529	SH	X		53,529		
TRAVELERS COMPANIES INC	COM	89417E109	7,914	175,089	SH	X		175,002	87	
TREDEGAR CORP	COM	894650100	670	36,840	SH	X		36,840		
TYSON FOODS INC	CL A	902494103	720	82,158	SH	X		82,158		
UGI CORP NEW	COM	902681105	1,236	50,609	SH	X		50,609		
UST INC	COM	902911106	2,800	40,356	SH	X		40,356		
US BANCORP DEL	COM NEW	902973304	11,982	479,071	SH	X		479,071		
UNION PAC CORP	COM	907818108	6,583	137,725	SH	X		137,725		
UNITED ONLINE INC	COM	911268100	374	61,681	SH	X		61,681		
UNITED PARCEL SERVICE INC	CL B	911312106	14,929	270,644	SH	X		270,644		
UNITED STATES STL CORP NEW	COM	912909108	1,225	32,923	SH	X		32,923		
UNITED STATIONERS INC	COM	913004107	633	18,888	SH	X		18,888		
UNITED TECHNOLOGIES CORP	COM	913017109	17,896	333,881	SH	X		328,286	44	5,551
UNITEDHEALTH GROUP INC	COM	91324P102	8,737	328,468	SH	X		328,468		
UNITRIN INC	COM	913275103	219	13,713	SH	X		13,713		
UNUM GROUP	COM	91529Y106	2,092	112,469	SH	X		112,300		169
V F CORP	COM	918204108	1,358	24,798	SH	X		24,798		
VALERO ENERGY CORP NEW	COM	91913Y100	3,182	147,044	SH	X		147,044		
VANGUARD SPECIALIZED PORTFOL	REIT IDX SHS	921908836	1,785	129,247	SH	X		129,138		109
VANGUARD GROWTH & INCOME FD	GR&INCOME ADML	921913208	2,491	78,454	SH	X		78,454		
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	319	11,600	SH	X		11,600		
VANGUARD HORIZON FD INC	STRATEGIC EQ	922038104	1,292	110,392	SH	X		110,392		
VANGUARD HORIZON FD INC	STRATEGIC EQ	922038104	38	3,227	SH		X		1,959	1,268
VANGUARD INTL EQUITY INDEX F	EMERG STK INST	922042601	7,302	490,070	SH	X		490,070		
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	1,503	46,500	SH	X		46,500		
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	2,405	102,042	SH	X		96,542		5,500
VARIAN MED SYS INC	COM	92220P105	1,190	33,950	SH	X		33,950		
VARIAN MED SYS INC	COM	92220P105	6	180	SH		X		180	

VANGUARD INDEX FDS	500 IDX FD SHS	922908496	5,099	74,280	SH	X	74,280		
VANGUARD INDEX FDS	REIT ETF	922908553	643	17,631	SH	X	17,631		
VERISIGN INC	COM	92343E102	3,301	172,997	SH	X	172,827		170
VERIZON COMMUNICATIONS INC	COM	92343V104	33,184	978,880	SH	X	958,416	135	20,329
VIACOM INC NEW	CL B	92553P201	3,180	166,851	SH	X	166,851		
VIOPHARMA INC	COM	928241108	165	12,656	SH	X	12,656		
VISHAY INTERTECHNOLOGY INC	COM	928298108	236	69,024	SH	X	68,373		651
VOLT INFORMATION SCIENCES IN	COM	928703107	116	16,047	SH	X	16,047		
VORNADO RLTY TR	SH BEN INT	929042109	3,575	59,234	SH	X	56,449		2,785
VULCAN MATLS CO	COM	929160109	2,084	29,954	SH	X	29,954		
W & T OFFSHORE INC	COM	92922P106	144	10,077	SH	X	10,077		
WACHOVIA CORP 2ND NEW		929903102	3,271	590,483	SH	X	588,157		2,326
WACHOVIA CORP 2ND NEW		929903102	3	510	SH			510	
WAL MART STORES INC	COM	931142103	34,780	620,401	SH	X	620,401		
WAL MART STORES INC	COM	931142103	56	1,000	SH			1,000	
WALGREEN CO	COM	931422109	6,749	273,551	SH	X	273,551		
WASHINGTON POST CO	CL B	939640108	621	1,591	SH	X	1,591		
WASTE MGMT INC DEL	COM	94106L109	4,421	133,412	SH	X	133,412		
WATERS CORP	COM	941848103	1,190	32,479	SH	X	32,479		
WATSON PHARMACEUTICALS INC	COM	942683103	759	28,550	SH	X	28,550		
WELLPOINT INC	COM	94973V107	5,832	138,435	SH	X	138,435		
WELLS FARGO & CO NEW	COM	949746101	34,712	1,177,471	SH	X	1,165,076	98	12,297
WELLS FARGO & CO NEW	COM	949746101	3	85	SH			85	
WERNER ENTERPRISES INC	COM	950755108	200	11,538	SH	X	11,428		110
WESTERN DIGITAL CORP	COM	958102105	1,973	172,356	SH	X	172,183	107	66
WESTERN UN CO	COM	959802109	2,791	194,603	SH	X	194,603		
WEYERHAEUSER CO	COM	962166104	1,759	57,460	SH	X	57,460		
WHIRLPOOL CORP	COM	963320106	828	20,033	SH	X	20,033		
WHOLE FOODS MKT INC	COM	966837106	361	38,259	SH	X	38,259		
WILLIAMS COS INC DEL	COM	969457100	2,440	168,519	SH	X	168,419		100
WINDSTREAM CORP	COM	97381W104	1,099	119,503	SH	X	119,503		
WISCONSIN ENERGY CORP	COM	976657106	1,350	32,164	SH	X	32,164		
WOLVERINE WORLD WIDE INC	COM	978097103	489	23,232	SH	X	23,232		
WORTHINGTON INDS INC	COM	981811102	631	57,235	SH	X	57,235		
WYETH	COM	983024100	18,242	486,329	SH	X	483,106	76	3,147
WYETH	COM	983024100	38	1,000	SH			1,000	
WYNDHAM WORLDWIDE CORP	COM	98310W108	316	48,222	SH	X	48,222		
WYNN RESORTS LTD	COM	983134107	708	16,754	SH	X	16,754		
XTO ENERGY INC	COM	98385X106	5,638	159,856	SH	X	159,856		
XCEL ENERGY INC	COM	98389B100	2,265	122,120	SH	X	122,120		
XILINX INC	COM	983919101	5,188	291,117	SH	X	290,766	112	239
XEROX CORP	COM	984121103	4,122	517,233	SH	X	492,372	212	24,649
YAHOO INC	COM	984332106	4,604	377,393	SH	X	377,393		
YUM BRANDS INC	COM	988498101	3,963	125,794	SH	X	125,794		
ZIMMER HLDGS INC	COM	98956P102	2,541	62,870	SH	X	62,870		
ZIONS BANCORPORATION	COM	989701107	769	31,368	SH	X	31,368		
WILCO (PARTNERSHIP)		990077LP2	264	1	SH	X	1		
STATE STEET GLOBAL ADVISORS		997543MI1	8,179	1,298,421	SH	X	1,298,421		
STATE STREET GLOBAL ADVISORS		997544MI9	4,121	283,044	SH	X	283,044		
STATE STREET GLOBAL ADVISORS		997545MI6	6,041	566,972	SH	X	566,972		
NAILLING LLC		999099LP7	2,303	40	SH		40		
LUCKY IKE LLC		999111LP0	1,155	0	SH	X			
BENEFICIAL INTEREST IN		999118LP5	219	9,105	SH	X	9,105		
DIXIE RIVER LLC		999122LP7	262	2,500	SH	X	2,500		
WYLIE RESOURCES, ILLINOIS, L		999125LP0	401	1	SH	X	1		
CONSERVATION SECURITIES INTL		999128LP4	1,200	1	SH				1

FINAL TOTALS

2,977,190

FORM 13F INFORMATION TABLE ENTRY TOTAL 755

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