

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
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FILER

VAUGHAN NELSON INVESTMENT MANAGEMENT, L.P.

CIK: [1021642](#) | IRS No.: **043304963**

Type: **13F-HR** | Act: **34** | File No.: [028-05840](#) | Film No.: **13550581**

Mailing Address

600 TRAVIS
SUITE 6300
HOUSTON TX 77002

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HOUSTON TX 77002
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment ; Amendment Number: _____
This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Vaughan Nelson Investment Management, L.P.
Address: 600 Travis, Suite 6300
Houston, Texas 77002

Form 13F File Number: 28-05840

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: Richard Faig
Title: Chief Compliance Officer
Phone: (713)224-2545

Signature, Place, and Date of Signing:

Richard Faig Houston, Texas 77002 1/28/13
[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDING 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:
[If there are no entries in this list, omit this section.]

Form 13F File Number	Name
28-05788	Natixis Asset Management Advisers, L.P.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 8
Form 13F Information Table Entry Total: 928 Data Records
Form 13F Information Table Value Total: 4,254,395 (x1000)

List of Other Included Managers:

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.

No.	Form 13F File Number	Name
1	028-06808	Natixis Global Asset Management, L.P. also a manager on 2 thru 8
2	028-05788	Natixis Asset Management Advisers, L.P.

3	028-10092	Natixis Global Asset Management S.A.
4	028-10946	Vaughan Nelson Trust Company
5	xxx-xxxxx	Prudential Investments, LLC
7	xxx-xxxxx	Principal Management Corporation
8	xxx-xxxxx	Saratoga Capital Management, LLC

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE							VOTING AUTHORITY		
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	SOLE	SHARED	NONE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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			35192	379025	SH			Defined 03				379025
			578	6225	SH			Defined 02		6225		
			4755	51208	SH			Defined 04		51208		
			196	2107	SH			Defined				
AARON'S INC	COM	002535300	28894	1021713	SH			Defined 01		850114		171599
			3390	119862	SH			Defined 03		119862		
			4568	161520	SH			Defined 07		161520		
			4483	158512	SH			Defined 06		158512		
			5773	204122	SH			Defined 02		204122		
			210	7419	SH			Defined 04		7419		
ACI WORLDWIDE INC	COM	004498101	5671	129800	SH			Defined 01		107350		22450
			676	15475	SH			Defined 03		15475		
			919	21025	SH			Defined 07		21025		
			901	20625	SH			Defined 06		20625		
			1156	26450	SH			Defined 02		26450		
			44	1000	SH			Defined 04		1000		
ACTUANT CORP-A	COM	00508X203	31528	1129637	SH			Defined 01		939962		189675
			3702	132650	SH			Defined 03		132650		
			4981	178451	SH			Defined 07		178451		
			4916	176150	SH			Defined 06		176150		
			6299	225675	SH			Defined 02		225675		
			235	8425	SH			Defined 04		8425		
ADVANCE AUTO PARTS INC	COM	00751Y106	11647	160985	SH			Defined 01		155535		5450
			37121	513075	SH			Defined 03				513075
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			5029	69508	SH			Defined 04		69508		
			206	2851	SH			Defined				
AGCO CORP	COM	001084102	6119	124566	SH			Defined 01		124566		
			226	4600	SH			Defined 08		4600		
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			95	1925	SH			Defined 04		1925		
			6	125	SH			Defined				
AIRGAS INC	COM	009363102	4761	52150	SH			Defined 01		52150		
			178	1950	SH			Defined 08		1950		
			509	5575	SH			Defined 03				5575
			2625	28750	SH			Defined 02		28750		
			73	800	SH			Defined 04		800		
			5	50	SH			Defined				
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	3509	372525	SH			Defined 01		372525		
			129	13650	SH			Defined 08		13650		
			373	39575	SH			Defined 03				39575
			1905	202275	SH			Defined 02		202275		
			53	5675	SH			Defined 04		5675		
			4	400	SH			Defined				
AMERICAN EQUITY INVT LIFE HL	COM	025676206	12057	987500	SH			Defined 01		822400		165100
			1411	115525	SH			Defined 03		115525		
			1898	155425	SH			Defined 07		155425		
			1873	153425	SH			Defined 06		153425		
			2400	196550	SH			Defined 02		196550		
			89	7300	SH			Defined 04		7300		
APPLE INC	COM	037833100	9906	18615	SH			Defined 01		18030		585
			30360	57050	SH			Defined 03				57050
			506	950	SH			Defined 02				
			3982	7483	SH			Defined 04		7483		
			154	290	SH			Defined				
ARES CAPITAL CORP	COM	04010L103	51047	2916949	SH			Defined 01		2480071		436878
			5931	338925	SH			Defined 03		305275		33650
			7196	411200	SH			Defined 07		411200		
			200	11425	SH			Defined 08		11425		
			7112	406375	SH			Defined 06		406375		
			12054	688825	SH			Defined 02		688825		
			429	24525	SH			Defined 04		24525		
			6	325	SH			Defined				
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	5797	180700	SH			Defined 01		149650		31050

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			937	29200	SH	Defined	07	29200	
			919	28650	SH	Defined	06	28650	
			1185	36950	SH	Defined	02	36950	
			43	1325	SH	Defined	04	1325	
ASSOCIATED BANC-CORP	COM	045487105	29249	2229330	SH	Defined	01	1855155	374175
			3434	261775	SH	Defined	03	261775	
			4620	352150	SH	Defined	07	352150	
			4561	347625	SH	Defined	06	347625	
			5843	445325	SH	Defined	02	445325	
			218	16600	SH	Defined	04	16600	
ASSOCIATED ESTATES REALTY CP	COM	045604105	14387	892475	SH	Defined	01	742050	150425
			1696	105200	SH	Defined	03	105200	
			2281	141525	SH	Defined	07	141525	
			2252	139675	SH	Defined	06	139675	
			2885	178975	SH	Defined	02	178975	
			108	6675	SH	Defined	04	6675	
AT&T INC	COM	00206R102	753	22325	SH	Defined	01	22325	
			3	84	SH	Defined	04	84	
ATLAS AIR WORLDWIDE HOLDINGS	COM	049164205	26688	602175	SH	Defined	01	501075	101100
			3135	70725	SH	Defined	03	70725	
			4216	95125	SH	Defined	07	95125	
			4162	93900	SH	Defined	06	93900	
			5333	120325	SH	Defined	02	120325	
			199	4500	SH	Defined	04	4500	
ATMOS ENERGY CORP	COM	049560105	33478	953250	SH	Defined	01	793225	160025
			3928	111850	SH	Defined	03	111850	
			5293	150700	SH	Defined	07	150700	
			5194	147900	SH	Defined	06	147900	
			6688	190425	SH	Defined	02	190425	
			242	6900	SH	Defined	04	6900	
AVAGO TECHNOLOGIES LTD	COM	Y0486S104	12383	391243	SH	Defined	01	382968	8275
			160	5050	SH	Defined	08	5050	
			718	22675	SH	Defined	03		22675
			2788	88100	SH	Defined	02	88100	
			3490	110265	SH	Defined	04	110265	
			138	4345	SH	Defined			
B/E AEROSPACE INC	COM	073302101	2386	48300	SH	Defined	01	48300	
			93	1875	SH	Defined	08	1875	
			272	5500	SH	Defined	03		5500
			1365	27625	SH	Defined	02	27625	
			38	775	SH	Defined	04	775	
			2	50	SH	Defined			
BALL CORP	COM	058498106	11059	247135	SH	Defined	01	238985	8150
			35216	786950	SH	Defined	03		786950
			578	12925	SH	Defined	02	12925	
			4772	106646	SH	Defined	04	106646	
			199	4437	SH	Defined			
BERKSHIRE HATHAWAY INC-CL B	COM	084670702	3507	39100	SH	Defined	03		39100
BMC SOFTWARE INC	COM	055921100	3929	99166	SH	Defined	01	99166	
			144	3625	SH	Defined	08	3625	
			414	10450	SH	Defined	03		10450
			2132	53800	SH	Defined	02	53800	
			59	1500	SH	Defined	04	1500	
			5	125	SH	Defined			
BROADRIDGE FINANCIAL SOLUTIO	COM	11133T103	32013	1399183	SH	Defined	01	1204483	194700
			3694	161450	SH	Defined	03	136025	25425
			4187	183000	SH	Defined	07	183000	
			200	8750	SH	Defined	08	8750	
			4150	181400	SH	Defined	06	181400	
			8262	361100	SH	Defined	02	361100	
			280	12250	SH	Defined	04	12250	
			6	250	SH	Defined			
CARPENTER TECHNOLOGY	COM	144285103	4681	90670	SH	Defined	01	90670	
			182	3525	SH	Defined	08	3525	
			519	10050	SH	Defined	03		10050
			2698	52250	SH	Defined	02	52250	
			76	1475	SH	Defined	04	1475	
CBS CORP-CLASS B NON VOTING	COM	124857202	2659	69873	SH	Defined	01	69873	
			129	3400	SH	Defined	08	3400	
			370	9725	SH	Defined	03		9725
			1921	50475	SH	Defined	02	50475	
			54	1425	SH	Defined	04	1425	
			4	100	SH	Defined			
CELANESE CORP-SERIES A	COM	150870103	3142	70564	SH	Defined	01	70564	
			115	2575	SH	Defined	08	2575	
			332	7450	SH	Defined	03		7450
			1690	37950	SH	Defined	02	37950	
			48	1075	SH	Defined	04	1075	
			3	75	SH	Defined			
CHECK POINT SOFTWARE TECH	COM	M22465104	3321	69704	SH	Defined	01	69704	
			121	2550	SH	Defined	08	2550	
			1808	37950	SH	Defined	02	37950	
			50	1050	SH	Defined	04	1050	
			4	75	SH	Defined			

CHEVRON CORP	COM	166764100	352	3257 SH	Defined 01	3257	
			24	225 SH	Defined 04	225	
CHOICE HOTELS INTL INC	COM	169905106	24616	732175 SH	Defined 01	609250	122925
			2887	85875 SH	Defined 03	85875	
			3891	115725 SH	Defined 07	115725	
			3818	113575 SH	Defined 06	113575	
			4917	146250 SH	Defined 02	146250	
			181	5375 SH	Defined 04	5375	
CIT GROUP INC	COM	125581801	11752	304130 SH	Defined 01	298805	5325
			186	4825 SH	Defined 08	4825	
			21808	564400 SH	Defined 03		564400
			3111	80500 SH	Defined 02	80500	
			2925	75700 SH	Defined 04	75700	
			125	3225 SH	Defined		
CME GROUP INC	COM	12572Q105	10377	204795 SH	Defined 01	198345	6450
			33936	669750 SH	Defined 03		669750
			555	10950 SH	Defined 02	10950	
			4185	82600 SH	Defined 04	82600	
			158	3115 SH	Defined		
CNO FINANCIAL GROUP INC	COM	12621E103	28951	3102971 SH	Defined 01	2589621	513350
			3409	365375 SH	Defined 03	365375	
			4593	492300 SH	Defined 07	492300	
			4506	482950 SH	Defined 06	482950	
			5684	609200 SH	Defined 02	609200	
			213	22800 SH	Defined 04	22800	
COGENT COMMUNICATIONS GROUP	COM	19239V302	4748	209725 SH	Defined 01	202675	7050
			14984	661825 SH	Defined 03		661825
			246	10875 SH	Defined 02	10875	
			2029	89625 SH	Defined 04	89625	
			82	3633 SH	Defined		
CONOCOPHILLIPS	COM	20825C104	1560	26900 SH	Defined 01	26900	
CORRECTIONS CORP OF AMERICA	COM	22025Y407	45266	1276172 SH	Defined 01	1096197	179975
			32695	921775 SH	Defined 03	119975	801800
			5729	161525 SH	Defined 07	161525	
			5661	159600 SH	Defined 06	159600	
			7704	217200 SH	Defined 02	217200	
			4096	115475 SH	Defined 04	115475	
			159	4493 SH	Defined		
CROWN HOLDINGS INC	COM	228368106	8022	217925 SH	Defined 01	217925	
			294	8000 SH	Defined 08	8000	
			871	23650 SH	Defined 03		23650
			4368	118650 SH	Defined 02	118650	
			123	3350 SH	Defined 04	3350	
			8	225 SH	Defined		
DARDEN RESTAURANTS INC	COM	237194105	3269	72537 SH	Defined 01	72537	
			119	2650 SH	Defined 08	2650	
			344	7625 SH	Defined 03		7625
			1777	39425 SH	Defined 02	39425	
			50	1100 SH	Defined 04	1100	
			3	75 SH	Defined		
DELPHI AUTOMOTIVE PLC	COM	G27823106	5115	133732 SH	Defined 01	133732	
			193	5050 SH	Defined 08	5050	
			2861	74800 SH	Defined 02	74800	
			80	2100 SH	Defined 04	2100	
			6	150 SH	Defined		
DENBURY RESOURCES INC	COM	247916208	5041	311200 SH	Defined 01	311200	
			185	11425 SH	Defined 08	11425	
			536	33100 SH	Defined 03		33100
			2746	169500 SH	Defined 02	169500	
			77	4750 SH	Defined 04	4750	
			5	325 SH	Defined		
DISCOVERY COMMUNICATIONS-A	COM	25470F104	5369	84574 SH	Defined 01	84574	
			198	3125 SH	Defined 08	3125	
			568	8950 SH	Defined 03		8950
			2947	46425 SH	Defined 02	46425	
			83	1300 SH	Defined 04	1300	
			8	125 SH	Defined		
DOMINION RESOURCES INC/VA	COM	25746U109	787	15200 SH	Defined 01	15200	
DSW INC-CLASS A	COM	23334L102	18771	285750 SH	Defined 01	237825	47925
			2202	33525 SH	Defined 03	33525	
			2964	45125 SH	Defined 07	45125	
			2928	44575 SH	Defined 06	44575	
			3744	57000 SH	Defined 02	57000	
			140	2125 SH	Defined 04	2125	
DUKE ENERGY CORP	COM	26441C204	957	15000 SH	Defined 01	15000	
EDISON INTERNATIONAL	COM	281020107	286	6325 SH	Defined 01	6325	
			6	125 SH	Defined		
ELAN CORP PLC -SPONS ADR	COM	284131208	3839	375975 SH	Defined 01	375975	
			138	13525 SH	Defined 08	13525	
			399	39100 SH	Defined 03		39100
			2047	200450 SH	Defined 02	200450	
			57	5625 SH	Defined 04	5625	
			3	325 SH	Defined		
ENDURANCE SPECIALTY HOLDINGS	COM	G30397106	6107	153855 SH	Defined 01	153855	
			223	5625 SH	Defined 08	5625	

			644	16225	SH	Defined	03		16225
			3305	83275	SH	Defined	02	83275	
			93	2350	SH	Defined	04	2350	
			7	175	SH	Defined			
EXCEL TRUST INC	COM	30068C109	14587	1151275	SH	Defined	01	957175	194100
			1718	135625	SH	Defined	03	135625	
			2315	182750	SH	Defined	07	182750	
			2272	179350	SH	Defined	06	179350	
			2926	230925	SH	Defined	02	230925	
			107	8425	SH	Defined	04	8425	
EXXON MOBIL CORP	COM	30231G102	854	9870	SH	Defined	01	9870	
			315	3635	SH	Defined	04	3635	
EZCORP INC-CL A	COM	302301106	5444	273722	SH	Defined	01	273722	
			199	10000	SH	Defined	08	10000	
			577	29000	SH	Defined	03		29000
			2946	148125	SH	Defined	02	148125	
			83	4175	SH	Defined	04	4175	
			5	250	SH	Defined			
FIFTH THIRD BANCORP	COM	316773100	6493	427175	SH	Defined	01	427175	
			241	15850	SH	Defined	08	15850	
			698	45950	SH	Defined	03		45950
			3573	235075	SH	Defined	02	235075	
			100	6600	SH	Defined	04	6600	
			7	475	SH	Defined			
FIRST CASH FINL SVCS INC	COM	31942D107	32762	660251	SH	Defined	01	549426	110825
			3838	77350	SH	Defined	03	77350	
			5164	104076	SH	Defined	07	104076	
			5118	103150	SH	Defined	06	103150	
			6529	131575	SH	Defined	02	131575	
			244	4925	SH	Defined	04	4925	
FIRST NIAGARA FINANCIAL GRP	COM	33582V108	5469	689669	SH	Defined	01	689669	
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			582	73350	SH	Defined	03		73350
			2972	374725	SH	Defined	02	374725	
			83	10525	SH	Defined	04	10525	
			6	750	SH	Defined			
FIRSTMERIT CORP	COM	337915102	32811	2312285	SH	Defined	01	1923518	388767
			3854	271616	SH	Defined	03	271616	
			5193	365979	SH	Defined	07	365979	
			5097	359192	SH	Defined	06	359192	
			6562	462455	SH	Defined	02	462455	
			240	16882	SH	Defined	04	16882	
FISERV INC	COM	337738108	5816	73589	SH	Defined	01	73589	
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			611	7725	SH	Defined	03		7725
			3116	39425	SH	Defined	02	39425	
			91	1150	SH	Defined	04	1150	
			6	75	SH	Defined			
FLOWSERVE CORP	COM	34354P105	3872	26377	SH	Defined	01	26377	
			143	975	SH	Defined	08	975	
			407	2775	SH	Defined	03		2775
			2110	14375	SH	Defined	02	14375	
			59	400	SH	Defined	04	400	
			4	25	SH	Defined			
FMC CORP	COM	302491303	5050	86300	SH	Defined	01	86300	
			186	3175	SH	Defined	08	3175	
			535	9150	SH	Defined	03		9150
			2759	47150	SH	Defined	02	47150	
			78	1325	SH	Defined	04	1325	
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FULTON FINANCIAL CORP	COM	360271100	5857	609500	SH	Defined	01	507200	102300
			685	71325	SH	Defined	03	71325	
			923	96000	SH	Defined	07	96000	
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GLOBAL PAYMENTS INC	COM	37940X102	5482	121025	SH	Defined	01	121025	
			200	4425	SH	Defined	08	4425	
			581	12825	SH	Defined	03		12825
			2971	65575	SH	Defined	02	65575	
			84	1850	SH	Defined	04	1850	
			6	125	SH	Defined			
GLOBE SPECIALTY METALS INC	COM	37954N206	18034	1311575	SH	Defined	01	1091325	220250
			2116	153900	SH	Defined	03	153900	
			2851	207350	SH	Defined	07	207350	
			2798	203500	SH	Defined	06	203500	
			3603	262050	SH	Defined	02	262050	
			130	9450	SH	Defined	04	9450	
GOOGLE INC-CL A	COM	38259P508	12248	17315	SH	Defined	01	16780	535
			40250	56900	SH	Defined	03		56900
			654	925	SH	Defined	02	925	
			5396	7628	SH	Defined	04	7628	
			209	296	SH	Defined			
GRAFTECH INTERNATIONAL LTD	COM	384313102	6157	655725	SH	Defined	01	545275	110450
			725	77200	SH	Defined	03	77200	

			977	104025	SH	Defined	07	104025	
			959	102100	SH	Defined	06	102100	
			1234	131425	SH	Defined	02	131425	
			43	4575	SH	Defined	04	4575	
GROUP 1 AUTOMOTIVE INC	COM	398905109	27367	441475	SH	Defined	01	367400	74075
			3196	51550	SH	Defined	03	51550	
			4324	69750	SH	Defined	07	69750	
			4254	68625	SH	Defined	06	68625	
			5443	87800	SH	Defined	02	87800	
			203	3275	SH	Defined	04	3275	
HALLIBURTON CO	COM	406216101	333	9600	SH	Defined	01	9600	
HANCOCK HOLDING CO	COM	410120109	22851	720175	SH	Defined	01	599275	120900
			2680	84475	SH	Defined	03	84475	
			3612	113825	SH	Defined	07	113825	
			3544	111700	SH	Defined	06	111700	
			4564	143825	SH	Defined	02	143825	
			165	5200	SH	Defined	04	5200	
HARMAN INTERNATIONAL	COM	413086109	26034	583200	SH	Defined	01	485400	97800
			3036	68000	SH	Defined	03	68000	
			4110	92075	SH	Defined	07	92075	
			4044	90600	SH	Defined	06	90600	
			5195	116375	SH	Defined	02	116375	
			194	4350	SH	Defined	04	4350	
HARTFORD FINANCIAL SVCS GRP	COM	416515104	7348	327450	SH	Defined	01	327450	
			269	11975	SH	Defined	08	11975	
			798	35550	SH	Defined	03		35550
			3985	177600	SH	Defined	02	177600	
			112	5000	SH	Defined	04	5000	
			8	350	SH	Defined			
HCA HOLDINGS INC	COM	40412C101	6666	220950	SH	Defined	01	220950	
			245	8125	SH	Defined	08	8125	
			712	23600	SH	Defined	03		23600
			3635	120475	SH	Defined	02	120475	
			103	3400	SH	Defined	04	3400	
			8	250	SH	Defined			
HCC INSURANCE HOLDINGS INC	COM	404132102	32456	872243	SH	Defined	01	725818	146425
			3811	102425	SH	Defined	03	102425	
			5127	137798	SH	Defined	07	137798	
			5061	136011	SH	Defined	06	136011	
			6484	174262	SH	Defined	02	174262	
			242	6500	SH	Defined	04	6500	
HEALTH MGMT ASSOCIATES INC-A	COM	421933102	7220	774725	SH	Defined	01	639825	134900
			874	93800	SH	Defined	03	93800	
			1183	126950	SH	Defined	07	126950	
			1165	124975	SH	Defined	06	124975	
			1494	160275	SH	Defined	02	160275	
			56	5975	SH	Defined	04	5975	
HELMERICH & PAYNE	COM	423452101	6545	116854	SH	Defined	01	116854	
			238	4250	SH	Defined	08	4250	
			695	12400	SH	Defined	03		12400
			3529	63000	SH	Defined	02	63000	
			99	1775	SH	Defined	04	1775	
			7	125	SH	Defined			
HERSHA HOSPITALITY TRUST	COM	427825104	11134	2226725	SH	Defined	01	1853150	373575
			1307	261350	SH	Defined	03	261350	
			1758	351575	SH	Defined	07	351575	
			1735	347075	SH	Defined	06	347075	
			2223	444600	SH	Defined	02	444600	
			82	16450	SH	Defined	04	16450	
HIGHWOODS PROPERTIES INC	COM	431284108	31469	940775	SH	Defined	01	782275	158500
			3705	110750	SH	Defined	03	110750	
			4988	149125	SH	Defined	07	149125	
			4930	147375	SH	Defined	06	147375	
			6302	188400	SH	Defined	02	188400	
			236	7050	SH	Defined	04	7050	
HITTITE MICROWAVE CORP	COM	43365Y104	16331	263150	SH	Defined	01	218975	44175
			1916	30875	SH	Defined	03	30875	
			2579	41550	SH	Defined	07	41550	
			2544	41000	SH	Defined	06	41000	
			3260	52525	SH	Defined	02	52525	
			123	1975	SH	Defined	04	1975	
HJ HEINZ CO	COM	423074103	3401	58970	SH	Defined	01	56995	1975
			10636	184400	SH	Defined	03		184400
			174	3025	SH	Defined	02	3025	
			1443	25014	SH	Defined	04	25014	
			59	1021	SH	Defined			
HUNTINGTON BANCSHARES INC	COM	446150104	6762	1058225	SH	Defined	01	1058225	
			248	38750	SH	Defined	08	38750	
			722	112950	SH	Defined	03		112950
			3671	574425	SH	Defined	02	574425	
			103	16125	SH	Defined	04	16125	
			7	1125	SH	Defined			
ICF INTERNATIONAL INC	COM	44925C103	9510	405700	SH	Defined	01	337550	68150
			1118	47675	SH	Defined	03	47675	
			1503	64125	SH	Defined	07	64125	

			1484	63300	SH	Defined	06	63300	
			1900	81075	SH	Defined	02	81075	
			70	3000	SH	Defined	04	3000	
INGREDION INC	COM	457187102	6677	103625	SH	Defined	01	103625	
			245	3800	SH	Defined	08	3800	
			704	10925	SH	Defined	03		10925
			3632	56375	SH	Defined	02	56375	
			101	1575	SH	Defined	04	1575	
			6	100	SH	Defined			
INTEL CORP	COM	458140100	1487	72100	SH	Defined	01	72100	
INTUIT INC	COM	461202103	2549	42850	SH	Defined	01	42850	
			92	1550	SH	Defined	08	1550	
			263	4425	SH	Defined	03		4425
			1359	22850	SH	Defined	02	22850	
			37	625	SH	Defined	04	625	
			4	75	SH	Defined			
ISHARES RUSSELL 2000 VALUE	COM	464287630	2577	34125	SH	Defined	01	25700	8425
			16	208	SH	Defined	04	208	
ISHARES RUSSELL MIDCAP VALUE	COM	464287473	1286	25590	SH	Defined	01	25590	
JACK IN THE BOX INC	COM	466367109	8308	290500	SH	Defined	01	241550	48950
			979	34225	SH	Defined	03	34225	
			1318	46075	SH	Defined	07	46075	
			1303	45550	SH	Defined	06	45550	
			1665	58225	SH	Defined	02	58225	
			63	2200	SH	Defined	04	2200	
JARDEN CORP	COM	471109108	5151	99628	SH	Defined	01	99628	
			203	3925	SH	Defined	08	3925	
			584	11300	SH	Defined	03		11300
			3001	58050	SH	Defined	02	58050	
			85	1650	SH	Defined	04	1650	
			5	100	SH	Defined			
JOHNSON & JOHNSON	COM	478160104	967	13800	SH	Defined	01	13800	
			3475	49575	SH	Defined	03		49575
			46	650	SH	Defined	04	650	
KAR AUCTION SERVICES INC	COM	48238T109	32529	1607150	SH	Defined	01	1337400	269750
			3820	188750	SH	Defined	03	188750	
			5139	253900	SH	Defined	07	253900	
			5073	250625	SH	Defined	06	250625	
			6499	321075	SH	Defined	02	321075	
			242	11950	SH	Defined	04	11950	
KRATON PERFORMANCE POLYMERS	COM	50077C106	17582	731650	SH	Defined	01	608800	122850
			2063	85850	SH	Defined	03	85850	
			2780	115675	SH	Defined	07	115675	
			2728	113525	SH	Defined	06	113525	
			3512	146150	SH	Defined	02	146150	
			125	5200	SH	Defined	04	5200	
LASALLE HOTEL PROPERTIES	COM	517942108	14383	566479	SH	Defined	01	471479	95000
			1688	66475	SH	Defined	03	66475	
			2271	89428	SH	Defined	07	89428	
			2241	88275	SH	Defined	06	88275	
			2871	113075	SH	Defined	02	113075	
			107	4200	SH	Defined	04	4200	
LENNAR CORP-A	COM	526057104	4202	108675	SH	Defined	01	108675	
			156	4025	SH	Defined	08	4025	
			444	11475	SH	Defined	03		11475
			2309	59700	SH	Defined	02	59700	
			65	1675	SH	Defined	04	1675	
			4	100	SH	Defined			
LENNOX INTERNATIONAL INC	COM	526107107	25670	488775	SH	Defined	01	406725	82050
			3011	57325	SH	Defined	03	57325	
			4057	77250	SH	Defined	07	77250	
			3982	75825	SH	Defined	06	75825	
			5126	97600	SH	Defined	02	97600	
			186	3550	SH	Defined	04	3550	
LIFEPOINT HOSPITALS INC	COM	53219L109	12663	335450	SH	Defined	01	282725	52725
			1594	42225	SH	Defined	03	42225	
			2149	56925	SH	Defined	07	56925	
			2122	56200	SH	Defined	06	56200	
			2710	71800	SH	Defined	02	71800	
			101	2675	SH	Defined	04	2675	
LITHIA MOTORS INC-CL A	COM	536797103	13317	355875	SH	Defined	01	296175	59700
			1554	41525	SH	Defined	03	41525	
			2102	56175	SH	Defined	07	56175	
			2069	55300	SH	Defined	06	55300	
			2647	70725	SH	Defined	02	70725	
			102	2725	SH	Defined	04	2725	
LITTELFUSE INC	COM	537008104	22765	368900	SH	Defined	01	306950	61950
			2671	43275	SH	Defined	03	43275	
			3599	58325	SH	Defined	07	58325	
			3531	57225	SH	Defined	06	57225	
			4550	73725	SH	Defined	02	73725	
			167	2700	SH	Defined	04	2700	
LKQ CORP	COM	501889208	2798	132609	SH	Defined	01	132609	
			101	4775	SH	Defined	08	4775	
			291	13800	SH	Defined	03		13800

			1493	70750	SH	Defined	02	70750	
			42	1975	SH	Defined	04	1975	
			3	150	SH	Defined			
LOCKHEED MARTIN CORP	COM	539830109	1539	16675	SH	Defined	01	16675	
LORILLARD INC	COM	544147101	4232	36269	SH	Defined	01	36269	
			166	1425	SH	Defined	08	1425	
			481	4125	SH	Defined	03		4125
			2450	21000	SH	Defined	02	21000	
			70	600	SH	Defined	04	600	
			6	50	SH	Defined			
LPL FINANCIAL HOLDINGS INC	COM	50212V100	26150	928625	SH	Defined	01	771700	156925
			3092	109800	SH	Defined	03	109800	
			4159	147700	SH	Defined	07	147700	
			4106	145825	SH	Defined	06	145825	
			5260	186775	SH	Defined	02	186775	
			196	6950	SH	Defined	04	6950	
MANHATTAN ASSOCIATES INC	COM	562750109	24184	400800	SH	Defined	01	333550	67250
			2833	46950	SH	Defined	03	46950	
			3810	63150	SH	Defined	07	63150	
			3776	62575	SH	Defined	06	62575	
			4820	79875	SH	Defined	02	79875	
			181	3000	SH	Defined	04	3000	
MASTEC INC	COM	576323109	29553	1185425	SH	Defined	01	986350	199075
			3471	139225	SH	Defined	03	139225	
			4669	187275	SH	Defined	07	187275	
			4609	184875	SH	Defined	06	184875	
			5905	236850	SH	Defined	02	236850	
			221	8850	SH	Defined	04	8850	
MASTERCARD INC-CLASS A	COM	57636Q104	9990	20334	SH	Defined	01	19635	699
			31675	64475	SH	Defined	03		64475
			516	1050	SH	Defined	02	1050	
			4316	8786	SH	Defined	04	8786	
			183	372	SH	Defined			
MAXIMUS INC	COM	577933104	4440	70233	SH	Defined	01	70233	
			161	2550	SH	Defined	08	2550	
			474	7500	SH	Defined	03		7500
			2399	37950	SH	Defined	02	37950	
			68	1075	SH	Defined	04	1075	
			5	75	SH	Defined			
MCGRATH RENTCORP	COM	580589109	23197	797200	SH	Defined	01	663300	133900
			2723	93575	SH	Defined	03	93575	
			3666	126000	SH	Defined	07	126000	
			3623	124525	SH	Defined	06	124525	
			4632	159200	SH	Defined	02	159200	
			173	5950	SH	Defined	04	5950	
MERCK & CO. INC.	COM	58933Y105	710	17350	SH	Defined	01	17350	
MICROS SYSTEMS INC	COM	594901100	8223	193755	SH	Defined	01	187805	5950
			26095	614875	SH	Defined	03		614875
			429	10100	SH	Defined	02	10100	
			3509	82675	SH	Defined	04	82675	
			143	3375	SH	Defined			
MICROSEMI CORP	COM	595137100	29187	1387225	SH	Defined	01	1154225	233000
			3425	162775	SH	Defined	03	162775	
			4615	219350	SH	Defined	07	219350	
			4529	215250	SH	Defined	06	215250	
			5832	277200	SH	Defined	02	277200	
			215	10225	SH	Defined	04	10225	
MKS INSTRUMENTS INC	COM	55306N104	18319	710575	SH	Defined	01	591350	119225
			2149	83375	SH	Defined	03	83375	
			2893	112225	SH	Defined	07	112225	
			2856	110800	SH	Defined	06	110800	
			3656	141825	SH	Defined	02	141825	
			137	5300	SH	Defined	04	5300	
MOODY'S CORP	COM	615369105	6106	121345	SH	Defined	01	117370	3975
			20946	416250	SH	Defined	03		416250
			342	6800	SH	Defined	02	6800	
			1712	34020	SH	Defined	04	34020	
			33	650	SH	Defined			
NAVISTAR INTERNATIONAL CORP	COM	63934E108	3449	158425	SH	Defined	01	158425	
			135	6200	SH	Defined	08	6200	
			401	18425	SH	Defined	03		18425
			1997	91750	SH	Defined	02	91750	
			57	2600	SH	Defined	04	2600	
			3	125	SH	Defined			
NCR CORPORATION	COM	62886E108	7631	299475	SH	Defined	01	299475	
			280	10975	SH	Defined	08	10975	
			804	31550	SH	Defined	03		31550
			4141	162500	SH	Defined	02	162500	
			117	4575	SH	Defined	04	4575	
			10	375	SH	Defined			
NOBLE ENERGY INC	COM	655044105	5640	55440	SH	Defined	01	55440	
			209	2050	SH	Defined	08	2050	
			600	5900	SH	Defined	03		5900
			3075	30225	SH	Defined	02	30225	
			86	850	SH	Defined	04	850	

			5	50 SH	Defined			
NUANCE COMMUNICATIONS INC	COM	67020Y100	5579	249945 SH	Defined 01	249945		
			204	9150 SH	Defined 08	9150		
			593	26575 SH	Defined 03			26575
			3027	135600 SH	Defined 02	135600		
			85	3825 SH	Defined 04	3825		
			6	275 SH	Defined			
OASIS PETROLEUM INC	COM	674215108	36753	1155750 SH	Defined 01	961775		193975
			4311	135575 SH	Defined 03	135575		
			5815	182850 SH	Defined 07	182850		
			5752	180875 SH	Defined 06	180875		
			7334	230639 SH	Defined 02	230639		
			273	8575 SH	Defined 04	8575		
OIL STATES INTERNATIONAL INC	COM	678026105	39218	548191 SH	Defined 01	473241		74950
			33041	461850 SH	Defined 03	49475		412375
			4770	66682 SH	Defined 07	66682		
			4682	65450 SH	Defined 06	65450		
			6510	91005 SH	Defined 02	91005		
			4186	58509 SH	Defined 04	58509		
			153	2138 SH	Defined			
PACKAGING CORP OF AMERICA	COM	695156109	35545	923962 SH	Defined 01	790837		133125
			4106	106725 SH	Defined 03	93025		13700
			4813	125118 SH	Defined 07	125118		
			184	4775 SH	Defined 08	4775		
			4772	124050 SH	Defined 06	124050		
			8809	228975 SH	Defined 02	228975		
			304	7900 SH	Defined 04	7900		
			7	175 SH	Defined			
PENTAIR LTD-REGISTERED	COM	H6169Q108	4854	98750 SH	Defined 01	98750		
			178	3625 SH	Defined 08	3625		
			517	10525 SH	Defined 03			10525
			2644	53800 SH	Defined 02	53800		
			74	1500 SH	Defined 04	1500		
			5	100 SH	Defined			
PHILLIPS 66	COM	718546104	6653	125300 SH	Defined 01	121410		3890
			21636	407450 SH	Defined 03			407450
			357	6725 SH	Defined 02	6725		
			2891	54450 SH	Defined 04	54450		
			86	1625 SH	Defined			
PIONEER NATURAL RESOURCES CO	COM	723787107	5423	50874 SH	Defined 01	50874		
			200	1875 SH	Defined 08	1875		
			576	5400 SH	Defined 03			5400
			2945	27625 SH	Defined 02	27625		
			83	775 SH	Defined 04	775		
			5	50 SH	Defined			
POST HOLDINGS INC	COM	737446104	26682	779025 SH	Defined 01	648225		130800
			3133	91475 SH	Defined 03	91475		
			4214	123050 SH	Defined 07	123050		
			4160	121450 SH	Defined 06	121450		
			5330	155625 SH	Defined 02	155625		
			198	5775 SH	Defined 04	5775		
PRAXAIR INC	COM	74005P104	5591	51080 SH	Defined 01	49405		1675
			17851	163100 SH	Defined 03			163100
			296	2700 SH	Defined 02	2700		
			2412	22041 SH	Defined 04	22041		
			97	887 SH	Defined			
PRECISION CASTPARTS CORP	COM	740189105	6866	36246 SH	Defined 01	35035		1211
			21717	114650 SH	Defined 03			114650
			355	1875 SH	Defined 02	1875		
			2962	15635 SH	Defined 04	15635		
			127	673 SH	Defined			
PRECISION DRILLING CORP	COM	74022D308	15010	1812825 SH	Defined 01	1511775		301050
			1743	210500 SH	Defined 03	210500		
			2346	283375 SH	Defined 07	283375		
			2318	280000 SH	Defined 06	280000		
			2965	358125 SH	Defined 02	358125		
			110	13325 SH	Defined 04	13325		
PROSPERITY BANCSHARES INC	COM	743606105	29052	691718 SH	Defined 01	575577		116141
			3408	81150 SH	Defined 03	81150		
			4593	109358 SH	Defined 07	109358		
			4508	107325 SH	Defined 06	107325		
			5803	138175 SH	Defined 02	138175		
			211	5025 SH	Defined 04	5025		
PROTHENA CORP PLC	COM	G72800108	67	9147 SH	Defined 01	9147		
			2	331 SH	Defined 08	331		
			7	953 SH	Defined 03			953
			36	4888 SH	Defined 02	4888		
			1	137 SH	Defined 04	137		
			0	7 SH	Defined			
QEP RESOURCES INC	COM	74733V100	4671	154310 SH	Defined 01	149385		4925
			15146	500350 SH	Defined 03			500350
			249	8225 SH	Defined 02	8225		
			2019	66700 SH	Defined 04	66700		
			83	2750 SH	Defined			
QUANTA SERVICES INC	COM	74762E102	5014	183725 SH	Defined 01	183725		

			186	6825 SH	Defined 08	6825	
			534	19575 SH	Defined 03		19575
			2764	101275 SH	Defined 02	101275	
			78	2850 SH	Defined 04	2850	
			5	175 SH	Defined		
REGIONS FINANCIAL CORP	COM	7591EP100	4412	618825 SH	Defined 01	618825	
			162	22675 SH	Defined 08	22675	
			470	65925 SH	Defined 03		65925
			2396	336025 SH	Defined 02	336025	
			67	9450 SH	Defined 04	9450	
			5	650 SH	Defined		
REINSURANCE GROUP OF AMERICA	COM	759351604	7148	133555 SH	Defined 01	133555	
			262	4900 SH	Defined 08	4900	
			765	14300 SH	Defined 03		14300
			3884	72575 SH	Defined 02	72575	
			110	2050 SH	Defined 04	2050	
			8	150 SH	Defined		
RELIANCE STEEL & ALUMINUM	COM	759509102	33458	538775 SH	Defined 01	465250	73525
			3863	62200 SH	Defined 03	51425	10775
			4299	69225 SH	Defined 07	69225	
			230	3700 SH	Defined 08	3700	
			4249	68425 SH	Defined 06	68425	
			8843	142400 SH	Defined 02	142400	
			298	4800 SH	Defined 04	4800	
			6	100 SH	Defined		
RENT-A-CENTER INC	COM	76009N100	4184	121775 SH	Defined 01	121775	
			158	4600 SH	Defined 08	4600	
			452	13150 SH	Defined 03		13150
			2331	67850 SH	Defined 02	67850	
			66	1925 SH	Defined 04	1925	
REPUBLIC SERVICES INC	COM	760759100	6956	237170 SH	Defined 01	229395	7775
			22053	751900 SH	Defined 03		751900
			362	12350 SH	Defined 02	12350	
			2962	101000 SH	Defined 04	101000	
			123	4178 SH	Defined		
ROVI CORP	COM	779376102	5488	355654 SH	Defined 01	355654	
			201	13025 SH	Defined 08	13025	
			580	37600 SH	Defined 03		37600
			2979	193075 SH	Defined 02	193075	
			84	5425 SH	Defined 04	5425	
			6	375 SH	Defined		
RYLAND GROUP INC/THE	COM	783764103	16438	450350 SH	Defined 01	374700	75650
			1933	52950 SH	Defined 03	52950	
			2600	71225 SH	Defined 07	71225	
			2563	70225 SH	Defined 06	70225	
			3367	92250 SH	Defined 02	92250	
			121	3325 SH	Defined 04	3325	
SCANSOURCE INC	COM	806037107	6804	214175 SH	Defined 01	178225	35950
			798	25125 SH	Defined 03	25125	
			1076	33875 SH	Defined 07	33875	
			1062	33425 SH	Defined 06	33425	
			1357	42725 SH	Defined 02	42725	
			51	1600 SH	Defined 04	1600	
SEI INVESTMENTS COMPANY	COM	784117103	9448	404809 SH	Defined 01	397359	7450
			160	6875 SH	Defined 08	6875	
			16528	708150 SH	Defined 03		708150
			2646	113375 SH	Defined 02	113375	
			2244	96125 SH	Defined 04	96125	
			94	4040 SH	Defined		
SEMTECH CORP	COM	816850101	22485	776700 SH	Defined 01	646325	130375
			2641	91225 SH	Defined 03	91225	
			3552	122700 SH	Defined 07	122700	
			3507	121125 SH	Defined 06	121125	
			4492	155175 SH	Defined 02	155175	
			166	5750 SH	Defined 04	5750	
SIGNET JEWELERS LTD	COM	G81276100	6806	127450 SH	Defined 01	127450	
			248	4650 SH	Defined 08	4650	
			725	13575 SH	Defined 03		13575
			3679	68900 SH	Defined 02	68900	
			104	1950 SH	Defined 04	1950	
			7	125 SH	Defined		
SILGAN HOLDINGS INC	COM	827048109	37495	902617 SH	Defined 01	751142	151475
			4402	105975 SH	Defined 03	105975	
			5922	142550 SH	Defined 07	142550	
			5847	140750 SH	Defined 06	140750	
			7489	180275 SH	Defined 02	180275	
			279	6725 SH	Defined 04	6725	
SIRONA DENTAL SYSTEMS INC	COM	82966C103	28492	442015 SH	Defined 01	372990	69025
			3316	51450 SH	Defined 03	48225	3225
			4195	65075 SH	Defined 07	65075	
			74	1150 SH	Defined 08	1150	
			4130	64075 SH	Defined 06	64075	
			6382	99000 SH	Defined 02	99000	
			229	3550 SH	Defined 04	3550	
			3	50 SH	Defined		

SKYWORKS SOLUTIONS INC	COM	83088M102	18027	888050	SH	Defined 01	763425	124625
			27480	1353675	SH	Defined 03	86300	1267375
			2381	117275	SH	Defined 07	117275	
			118	5800	SH	Defined 08	5800	
			2353	115900	SH	Defined 06	115900	
			4742	233600	SH	Defined 02	233600	
			155	7650	SH	Defined 04	7650	
SMITH (A.O.) CORP	COM	831865209	16285	258212	SH	Defined 01	214965	43247
			1906	30225	SH	Defined 03	30225	
			2565	40674	SH	Defined 07	40674	
			2535	40200	SH	Defined 06	40200	
			3244	51437	SH	Defined 02	51437	
			120	1900	SH	Defined 04	1900	
SNAP-ON INC	COM	833034101	4864	61580	SH	Defined 01	61580	
			178	2250	SH	Defined 08	2250	
			511	6475	SH	Defined 03		6475
			2648	33525	SH	Defined 02	33525	
			73	925	SH	Defined 04	925	
			6	75	SH	Defined		
SOLEERA HOLDINGS INC	COM	83421A104	6070	113525	SH	Defined 01	113525	
			222	4150	SH	Defined 08	4150	
			646	12075	SH	Defined 03		12075
			3290	61525	SH	Defined 02	61525	
			101	1890	SH	Defined 04	1890	
			7	125	SH	Defined		
SPECTRUM BRANDS HOLDINGS INC	COM	84763R101	5090	113283	SH	Defined 01	113283	
			186	4150	SH	Defined 08	4150	
			537	11950	SH	Defined 03		11950
			2764	61525	SH	Defined 02	61525	
			78	1725	SH	Defined 04	1725	
			6	125	SH	Defined		
SS&C TECHNOLOGIES HOLDINGS	COM	78467J100	20881	904325	SH	Defined 01	752550	151775
			2452	106200	SH	Defined 03	106200	
			3298	142850	SH	Defined 07	142850	
			3257	141050	SH	Defined 06	141050	
			4172	180675	SH	Defined 02	180675	
			155	6725	SH	Defined 04	6725	
SUPERIOR ENERGY SERVICES INC	COM	868157108	5243	253022	SH	Defined 01	253022	
			193	9325	SH	Defined 08	9325	
			562	27100	SH	Defined 03		27100
			2863	138175	SH	Defined 02	138175	
			81	3900	SH	Defined 04	3900	
			6	275	SH	Defined		
SYMANTEC CORP	COM	871503108	12901	685520	SH	Defined 01	663445	22075
			41808	2221475	SH	Defined 03		2221475
			686	36425	SH	Defined 02	36425	
			5614	298275	SH	Defined 04	298275	
			230	12198	SH	Defined		
			36674	514284	SH	Defined 01	427959	86325
TELEFLEX INC	COM	879369106	4302	60325	SH	Defined 03	60325	
			5794	81253	SH	Defined 07	81253	
			5689	79775	SH	Defined 06	79775	
			7324	102700	SH	Defined 02	102700	
			269	3775	SH	Defined 04	3775	
			3250	92575	SH	Defined 01	92575	
TENNECO INC	COM	880349105	118	3350	SH	Defined 08	3350	
			340	9675	SH	Defined 03		9675
			1747	49750	SH	Defined 02	49750	
			48	1375	SH	Defined 04	1375	
			4	100	SH	Defined		
			21593	1213798	SH	Defined 01	1009923	203875
TOWER GROUP INC	COM	891777104	2535	142475	SH	Defined 03	142475	
			3415	191950	SH	Defined 07	191950	
			3351	188375	SH	Defined 06	188375	
			4315	242575	SH	Defined 02	242575	
			157	8800	SH	Defined 04	8800	
			47163	839058	SH	Defined 01	744658	94400
TOWERS WATSON & CO-CL A	COM	891894107	39357	700175	SH	Defined 03	61775	638400
			4679	83239	SH	Defined 07	83239	
			247	4400	SH	Defined 08	4400	
			4592	81700	SH	Defined 06	81700	
			10157	180700	SH	Defined 02	180700	
			4951	88085	SH	Defined 04	88085	
TRW AUTOMOTIVE HOLDINGS CORP	COM	87264S106	193	3440	SH	Defined		
			789	14725	SH	Defined 03		14725
UNITED RENTALS INC	COM	911363109	45898	1008311	SH	Defined 01	865311	143000
			5304	116525	SH	Defined 03	99975	16550
			6127	134600	SH	Defined 07	134600	
			259	5700	SH	Defined 08	5700	
			6066	133250	SH	Defined 06	133250	
			11583	254450	SH	Defined 02	254450	
			398	8750	SH	Defined 04	8750	
			8	175	SH	Defined		
VALEANT PHARMACEUTICALS INTE	COM	91911K102	13267	221969	SH	Defined 01	217444	4525
			208	3477	SH	Defined 08	3477	

			25892	433197	SH	Defined	03		433197
			3500	58561	SH	Defined	02	58561	
			3511	58746	SH	Defined	04	58746	
			148	2475	SH	Defined			
VALIDUS HOLDINGS LTD	COM	G9319H102	6002	173560	SH	Defined	01	173560	
			220	6375	SH	Defined	08	6375	
			633	18300	SH	Defined	03		18300
			3262	94325	SH	Defined	02	94325	
			92	2650	SH	Defined	04	2650	
			6	175	SH	Defined			
VALMONT INDUSTRIES	COM	920253101	30212	221253	SH	Defined	01	184078	37175
			3540	25925	SH	Defined	03	25925	
			4759	34855	SH	Defined	07	34855	
			4718	34550	SH	Defined	06	34550	
			6018	44075	SH	Defined	02	44075	
			229	1675	SH	Defined	04	1675	
VANGUARD S&P 500 ETF	COM	922908413	897	13767	SH	Defined	04	13767	
			5	70	SH	Defined			
VEECO INSTRUMENTS INC	COM	922417100	5373	182205	SH	Defined	01	176330	5875
			17089	579500	SH	Defined	03		579500
			281	9525	SH	Defined	02	9525	
			2305	78154	SH	Defined	04	78154	
			94	3173	SH	Defined			
VERINT SYSTEMS INC	COM	92343X100	25156	856800	SH	Defined	01	712675	144125
			2959	100775	SH	Defined	03	100775	
			3980	135575	SH	Defined	07	135575	
			3929	133825	SH	Defined	06	133825	
			5034	171450	SH	Defined	02	171450	
			187	6375	SH	Defined	04	6375	
VERIZON COMMUNICATIONS INC	COM	92343V104	757	17500	SH	Defined	01	17500	
VIACOM INC-CLASS B	COM	92553P201	4308	81685	SH	Defined	01	78855	2830
			13662	259050	SH	Defined	03		259050
			224	4250	SH	Defined	02	4250	
			1858	35225	SH	Defined	04	35225	
			75	1428	SH	Defined			
WAL-MART STORES INC	COM	931142103	1735	25425	SH	Defined	03		25425
			2	25	SH	Defined	01	25	
WARNER CHILCOTT PLC-CLASS A	COM	G94368100	4375	363343	SH	Defined	01	363343	
			160	13300	SH	Defined	08	13300	
			461	38325	SH	Defined	03		38325
			2373	197125	SH	Defined	02	197125	
			67	5525	SH	Defined	04	5525	
			4	325	SH	Defined			
WASTE MANAGEMENT INC	COM	94106L109	1591	47150	SH	Defined	01	47150	
WD-40 CO	COM	929236107	18128	384800	SH	Defined	01	320200	64600
			2126	45125	SH	Defined	03	45125	
			2862	60750	SH	Defined	07	60750	
			2832	60125	SH	Defined	06	60125	
			3617	76775	SH	Defined	02	76775	
			134	2850	SH	Defined	04	2850	
WEBSTER FINANCIAL CORP	COM	947890109	28196	1372075	SH	Defined	01	1141725	230350
			3308	160950	SH	Defined	03	160950	
			4457	216875	SH	Defined	07	216875	
			4374	212850	SH	Defined	06	212850	
			5631	274025	SH	Defined	02	274025	
			204	9950	SH	Defined	04	9950	
WESCO INTERNATIONAL INC	COM	95082P105	42733	633735	SH	Defined	01	544435	89300
			4933	73150	SH	Defined	03	62425	10725
			5678	84200	SH	Defined	07	84200	
			249	3700	SH	Defined	08	3700	
			5615	83275	SH	Defined	06	83275	
			10861	161075	SH	Defined	02	161075	
			369	5475	SH	Defined	04	5475	
			7	100	SH	Defined			
WEST PHARMACEUTICAL SERVICES	COM	955306105	6462	118026	SH	Defined	01	98251	19775
			760	13875	SH	Defined	03	13875	
			1021	18651	SH	Defined	07	18651	
			1007	18400	SH	Defined	06	18400	
			1292	23600	SH	Defined	02	23600	
			48	875	SH	Defined	04	875	
WISCONSIN ENERGY CORP	COM	976657106	336	9125	SH	Defined	01	9125	
			6	150	SH	Defined			
WOLVERINE WORLD WIDE INC	COM	978097103	15764	384686	SH	Defined	01	320161	64525
			1850	45150	SH	Defined	03	45150	
			2490	60772	SH	Defined	07	60772	
			2460	60025	SH	Defined	06	60025	
			3147	76800	SH	Defined	02	76800	
			117	2850	SH	Defined	04	2850	
XL GROUP PLC	COM	G98290102	13939	556225	SH	Defined	01	547250	8975
			265	10575	SH	Defined	08	10575	
			22095	881675	SH	Defined	03		881675
			4274	170550	SH	Defined	02	170550	
			3002	119800	SH	Defined	04	119800	
			129	5157	SH	Defined			
ISHARES MSCI ASIA EX-JAPAN		464288182	341	5635	SH	Defined	01	5635	

		402	6650 SH	Defined 04	6650
ISHARES S&P LATIN AMERICA 40	464287390	248	5660 SH	Defined 01	5660
		401	9140 SH	Defined 04	9140
VANGUARD FTSE EMERGING MARKE	922042858	135	3025 SH	Defined 01	3025
		128	2875 SH	Defined 04	2875
HARBOR INTERNATIONAL-INST	411511306	91	1463 SH	Defined 01	1463
		462	7433 SH	Defined 04	7433
ING INTERNATIONAL VALUE FD-A	44980J506	266	24793 SH	Defined 04	24793
NATIXIS VAUGHAN NEL S/C VL-Y	63872R723	1074	55838 SH	Defined 04	55838
VANGUARD TOT BD MKT IDX-INV	921937108	155	13995 SH	Defined 04	13995
VAUGHAN NELSON SELECT-Y	63872T489	3547	340385 SH	Defined 04	340385
		124	11916 SH	Defined	

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