

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

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FILER

Livingston Group Asset Management CO (operating as Southport Capital Management)

CIK: **1379119** | IRS No.: **582571803** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE						VOTING AUTHORITY		
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	OTHER MANAGERS	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
3M Company	COM	88579Y101	1427	15368	SH		Sole			15368	
AT&T Corp	COM	00206r102	599	17770	SH		Sole			17770	
Abbott Labs	COM	002824100	516	7880	SH		Sole			7880	
Alcoa Inc	COM	013817101	266	30700	SH		Sole			30700	
Alimera Sciences, Inc	COM	016259103	64	40600	SH		Sole			40600	
Altria Group Inc.	COM	02209S103	289	9185	SH		Sole			9185	
AmTrust Financial Services	COM	032359309	647	22550	SH		Sole			22550	
American International Group	COM	026874784	330	9356	SH		Sole			9356	
Annaly Capital Management	COM	035710409	156	11080	SH		Sole			11080	
Apache Corp	COM	037411105	299	3807	SH		Sole			3807	
Apple Computer, Inc.	COM	037833100	2769	5203	SH		Sole			5203	
BB&T Corp	COM	054937107	595	20455	SH		Sole			20455	
BMC Software, Inc.	COM	055921100	539	13605	SH		Sole			13605	
Baxter Intl Inc.	COM	071813109	1932	28978	SH		Sole			28978	
Blackstone Group LP	COM	09253U108	258	16533	SH		Sole			16533	
Buckle Inc	COM	118440106	210	4710	SH		Sole			4710	
CBL & Assoc Prop	COM	124830100	273	12876	SH		Sole			12876	
CME Group, Inc	COM	12572q105	401	7920	SH		Sole			7920	
CVS Corp	COM	126650100	3597	74400	SH		Sole			74400	
Canadian Natural Resources Ltd	COM	136385101	231	8000	SH		Sole			8000	
CarMax, Inc	COM	143130102	310	8270	SH		Sole			8270	
Cardinal Health, Inc.	COM	14149Y108	307	7458	SH		Sole			7458	
Caterpillar	COM	149123101	492	5495	SH		Sole			5495	
ChevronTexaco Corporation	COM	166764100	238	2200	SH		Sole			2200	
Cincinnati Finl	COM	172062101	1257	32096	SH		Sole			32096	
Cisco Systems, Inc.	COM	17275R102	1078	54839	SH		Sole			54839	
Coca Cola	COM	191216100	1717	47375	SH		Sole			47375	
ConocoPhillips	COM	20825C104	1266	21830	SH		Sole			21830	
Cornerstone Community Bank	COM	218924108	79	34714	SH		Sole			34714	
Corning Inc	COM	219350105	187	14811	SH		Sole			14811	
Costco Wholesale Corp	COM	22160K105	365	3698	SH		Sole			3698	
Danaher Corp	COM	235851102	2578	46116	SH		Sole			46116	
Delta Air Lines Inc New	COM	247361702	146	12272	SH		Sole			12272	
Dentsply Intn'l.	COM	249030107	2358	59522	SH		Sole			59522	
Diamond Hill Financial Trends	COM	25264c101	264	23100	SH		Sole			23100	
Dollar Tree, Inc	COM	256746108	1140	28108	SH		Sole			28108	
Dover Corp	COM	260003108	2207	33594	SH		Sole			33594	
Dow 30	COM	78467x109	1781	13640	SH		Sole			13640	
DuPont	COM	263534109	1256	27920	SH		Sole			27920	
Emerson Electric Co	COM	291011104	1264	23875	SH		Sole			23875	
Exxon Mobil Corp	COM	30231G102	763	8821	SH		Sole			8821	
Facebook Inc.	COM	30303m102	563	21146	SH		Sole			21146	
First Finl Hldgs	COM	320239106	489	37357	SH		Sole			37357	
Ford Mtr Co	COM	345370800	849	65586	SH		Sole			65586	
Gannett Co	COM	364730101	204	11337	SH		Sole			11337	
General Electric Co	COM	369604103	1045	49802	SH		Sole			49802	
Graftech International Ltd	COM	384313102	112	11950	SH		Sole			11950	
Greenville Nat'l Bank	COM	396242109	237	1500	SH		Sole			1500	
Group 1 Automotive, Inc	COM	398905109	499	8045	SH		Sole			8045	
Health Management Assoc.	COM	421933102	113	12075	SH		Sole			12075	
Heilig Meyers Co	COM	422893107	0	10562	SH		Sole			10562	
Home Depot, Inc.	COM	437076102	2523	40792	SH		Sole			40792	
I B M	COM	459200101	1873	9780	SH		Sole			9780	
IShr MSCI Emerg Mkts ETF	COM	464287234	611	13772	SH		Sole			13772	
Intel Corp	COM	458140100	2095	101597	SH		Sole			101597	
Isle of Capri Casinos Inc	COM	464592104	202	36000	SH		Sole			36000	
J.P. Morgan & Co, Inc.	COM	46625H100	595	13535	SH		Sole			13535	
JPMorgan MLP Index	COM	46625H365	1002	26055	SH		Sole			26055	
Johnson & Johnson	COM	478160104	2305	32880	SH		Sole			32880	
Johnson Controls Inc.	COM	478366107	857	27950	SH		Sole			27950	
KeyCorp	COM	493267108	119	14161	SH		Sole			14161	
Kimberly Clark Corp	COM	494368103	1005	11905	SH		Sole			11905	
Kraft Foods Group, Inc.	COM	50076Q106	861	18928	SH		Sole			18928	
L-3 Communications Hldgs Inc	COM	502424104	512	6681	SH		Sole			6681	
Leap Wireless	COM	521863308	118	17700	SH		Sole			17700	
Leggett & Platt, Inc.	COM	524660107	966	35500	SH		Sole			35500	
Lilly Eli & Co	COM	532457108	262	5312	SH		Sole			5312	
MBIA, Inc.	COM	55262C100	88	11155	SH		Sole			11155	
Masco Corp	COM	574599106	358	21470	SH		Sole			21470	
McDonalds Corp	COM	580135101	1120	12695	SH		Sole			12695	
Medtronic, Inc.	COM	585055106	930	22665	SH		Sole			22665	
Merck & Co, Inc.	COM	58933Y105	201	4918	SH		Sole			4918	
Microsoft Corp	COM	594918104	795	29750	SH		Sole			29750	
Midcap Index	COM	78467Y107	303	1631	SH		Sole			1631	
Mondelez International, Inc.	COM	609207105	1048	41160	SH		Sole			41160	
Open Text Corp	COM	683715106	351	6275	SH		Sole			6275	
Oracle Corporation	COM	68389X105	283	8506	SH		Sole			8506	

Pacer Internation Inc	COM	69373h106	163	41625 SH	Sole	41625
Pebblebrook Hotel Trust	COM	70509v100	343	14850 SH	Sole	14850
Pepsico, Inc.	COM	713448108	1485	21708 SH	Sole	21708
Perrigo Co	COM	714290103	3885	37345 SH	Sole	37345
Pfizer, Inc.	COM	717081103	790	31513 SH	Sole	31513
Philip Morris Internation Inc	COM	718172109	325	3880 SH	Sole	3880
Phillips 66	COM	718546104	329	6205 SH	Sole	6205
Procter & Gamble Co	COM	742718109	1864	27449 SH	Sole	27449
Real Estate Investment Trust I	COM	922908553	328	4985 SH	Sole	4985
Rockwood Holdings, Inc.	COM	774415103	533	10775 SH	Sole	10775
S E I Corp	COM	784117103	663	28400 SH	Sole	28400
S&P 500 Index	COM	78462F103	1240	8704 SH	Sole	8704
SPDR Cons Staples Select	COM	81369Y308	228	6525 SH	Sole	6525
SPDR Energy Sel Select	COM	81369Y506	1133	15870 SH	Sole	15870
SPDR Financial Select	COM	81369Y605	1405	85745 SH	Sole	85745
SPDR Industrials Select	COM	81369Y704	707	18663 SH	Sole	18663
SPDR Materials Select	COM	81369Y100	889	23680 SH	Sole	23680
SPDR S&P Oil & Gas Eqmnt	COM	78464A748	541	15639 SH	Sole	15639
SPDR S&P Oil & Gas Exploration	COM	78464A730	565	10445 SH	Sole	10445
SPDR S&P Semicond ETF	COM	78464A862	488	10819 SH	Sole	10819
SPDR Select Technology	COM	81369Y803	563	19509 SH	Sole	19509
SPDR Utilities ETF	COM	81369Y886	1538	44035 SH	Sole	44035
SUPERVALU, Inc.	COM	868536103	78	31600 SH	Sole	31600
Sonoco Prods Co	COM	835495102	341	11471 SH	Sole	11471
Southern Company	COM	842587107	247	5777 SH	Sole	5777
Stanley Black and Decker	COM	854502101	644	8708 SH	Sole	8708
Starbucks Cp	COM	855244109	549	10230 SH	Sole	10230
State Street Corp	COM	857477103	225	4776 SH	Sole	4776
SunTrust Bks Inc	COM	867914103	318	11232 SH	Sole	11232
Teva Pharmaceutical Indus	COM	881624209	1115	29860 SH	Sole	29860
Texas Instruments	COM	882508104	511	16541 SH	Sole	16541
Ultra Petroleum Corp	COM	903914109	317	17460 SH	Sole	17460
UnitedHealth Group Inc	COM	91324P102	252	4638 SH	Sole	4638
Vanguard Emer Mkts ETF	COM	922042858	1966	44144 SH	Sole	44144
Vanguard Info Tech ETF	COM	92204A702	1890	27350 SH	Sole	27350
Vanguard Total Stock Market ET	COM	922908769	2716	37069 SH	Sole	37069
Verizon Communications	COM	92343V104	637	14732 SH	Sole	14732
Watts Water Technologies Inc	COM	942749102	1934	44985 SH	Sole	44985
Wells Fargo & Co	COM	949746101	703	20564 SH	Sole	20564
World Acceptance	COM	981419104	3610	48414 SH	Sole	48414
iShares DJ US Real Estate	COM	464287739	285	4410 SH	Sole	4410
iShr DJ US Consumer Cyclical	COM	464287580	718	8273 SH	Sole	8273
UltraShort 20+ Year Treasury		74347B201	437	6892 SH	Sole	6892
UltraShort S&P 500 Proshares		74347B300	636	11748 SH	Sole	11748

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