

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-23** | Period of Report: **2012-12-31**
SEC Accession No. [0001114618-13-000002](#)

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FILER

GATEWAY INVESTMENT ADVISERS LLC

CIK: **1114618** | IRS No.: **261136210** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-05733** | Film No.: **13541769**

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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: 0

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

Institutional Investment Manager Filing this Report:

Name: Gateway Investment Advisers, LLC
Address: 312 Walnut Street, suite 3500
Cincinnati, OH 45202

Form 13F File Number: 28-05733

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: Geoffrey Keenan
Title: Executive Vice President
Phone: 513-719-1100

Signature, Place, and Date of Signing:

/s/ Geoffrey Keenan Cincinnati, Ohio January 23, 2013

[Signature] [City, State] [Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manger(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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 653

Form 13F Information Table Value Total: 103278020 (x\$1000)

List of Other Included Managers:

NONE

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE						OTHER MANAGERS	VOTING AUTHORITY		
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	SOLE		SHARED	NONE	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
3M Co.	STOCK	88579Y101	60839	655243	SH		Sole			655243		
Abbott Laboratories	STOCK	002824100	105178	1605767	SH		Sole			1605767		
Abercrombie & Fitch Co. - Clas	STOCK	002896207	8927	186089	SH		Sole			186089		
Accenture Plc. Class A	STOCK	G1151C101	3667	55136	SH		Sole			55136		
ACE Limited	STOCK	H0023R105	2281	28587	SH		Sole			28587		
Activision Blizzard, Inc.	STOCK	00507V109	11361	1069742	SH		Sole			1069742		
Adobe Systems Incorporated	STOCK	00724F101	27713	735477	SH		Sole			735477		
ADT Corporation	STOCK	00101J106	10708	230339	SH		Sole			230339		
ADTRAN, Inc.	STOCK	00738A106	1204	61608	SH		Sole			61608		
Advanced Micro Devices, Inc.	STOCK	007903107	2049	853634	SH		Sole			853634		
Aegon NV - ADR	STOCK	007924103	371	57572	SH		Sole			57572		

AES Corporation	STOCK	00130H105	570	53244	SH	Sole	53244
Aetna Inc.	STOCK	00817Y108	28976	625836	SH	Sole	625836
AFLAC Incorporated	STOCK	001055102	15181	285795	SH	Sole	285795
Agilent Technologies, Inc.	STOCK	00846U101	1869	45657	SH	Sole	45657
AGL Resources Inc.	STOCK	001204106	8625	215783	SH	Sole	215783
Air Products and Chemicals, In	STOCK	009158106	1601	19056	SH	Sole	19056
Airgas, Inc.	STOCK	009363102	547	5992	SH	Sole	5992
Akamai Technologies, Inc.	STOCK	00971T101	13022	318299	SH	Sole	318299
Alcoa Inc.	STOCK	013817101	17785	2048966	SH	Sole	2048966
Alexion Pharmaceuticals, Inc.	STOCK	015351109	1683	17945	SH	Sole	17945
Allegheny Technologies Incorpo	STOCK	01741R102	280	9232	SH	Sole	9232
Allergan, Inc.	STOCK	018490102	3620	39462	SH	Sole	39462
Allstate Corporation	STOCK	020002101	33044	822615	SH	Sole	822615
Altera Corporation	STOCK	021441100	12941	375747	SH	Sole	375747
Altria Group, Inc.	STOCK	02209S103	59934	1907507	SH	Sole	1907507
Amazon.com, Inc.	STOCK	023135106	107306	427276	SH	Sole	427276
Ameren Corporation	STOCK	023608102	24480	796865	SH	Sole	796865
American Axle & Manufacturing	STOCK	024061103	113	10102	SH	Sole	10102
American Capital Agency Corp	STOCK	02503X105	21886	756252	SH	Sole	756252
American Eagle Outfitters, Inc	STOCK	02553E106	10984	535551	SH	Sole	535551
American Electric Power Compan	STOCK	025537101	1876	43944	SH	Sole	43944
American Express Company	STOCK	025816109	49539	861852	SH	Sole	861852
American International Group,	STOCK	026874784	27844	788769	SH	Sole	788769
American Tower Corporation - C	STOCK	03027X100	2645	34236	SH	Sole	34236
Ameriprise Financial, Inc.	STOCK	03076C106	1244	19859	SH	Sole	19859
AmerisourceBergen Corporation	STOCK	03073E105	918	21250	SH	Sole	21250
Amgen Inc.	STOCK	031162100	74520	863304	SH	Sole	863304
Amphenol Corporation- Class A	STOCK	032095101	2076	32087	SH	Sole	32087
Anadarko Petroleum Corporation	STOCK	032511107	3662	49279	SH	Sole	49279
Analogue Devices, Inc.	STOCK	032654105	20630	490478	SH	Sole	490478
ANGLOGOLD ASHANTI-SPON ADR	STOCK	035128206	281	8955	SH	Sole	8955
Annaly Capital Management Inc.	STOCK	035710409	29469	2098939	SH	Sole	2098939
Aon PLC	STOCK	G04008V102	8913	160313	SH	Sole	160313
Apache Corporation	STOCK	037411105	2823	35956	SH	Sole	35956
Apartment Investment & Managem	STOCK	03748R101	2491	92065	SH	Sole	92065
Apollo Group, Inc. - Class A	STOCK	037604105	465	22236	SH	Sole	22236
Apple Computer, Inc.	STOCK	037833100	450873	845868	SH	Sole	845868
Applied Materials, Inc.	STOCK	038222105	11052	966102	SH	Sole	966102
Archer-Daniels-Midland Company	STOCK	039483102	2244	81939	SH	Sole	81939
Arthur J. Gallagher & Co.	STOCK	363576109	12475	360032	SH	Sole	360032
Associated Banc-Corp	STOCK	045487105	2325	177185	SH	Sole	177185
Assurant, Inc.	STOCK	04621X108	248	7150	SH	Sole	7150
AT&T Inc.	STOCK	00206R102	162189	4811315	SH	Sole	4811315
Atmel Corporation	STOCK	049513104	613	93518	SH	Sole	93518
Atmos Energy Corporation	STOCK	049560105	1711	48705	SH	Sole	48705
Autodesk, Inc.	STOCK	052769106	17726	501438	SH	Sole	501438
Automatic Data Processing, Inc	STOCK	053015103	54539	956662	SH	Sole	956662
AutoZone, Inc.	STOCK	053332102	1107	3122	SH	Sole	3122
Avalon Bay Communities Inc.	STOCK	053484101	1263	9312	SH	Sole	9312
Avery Dennison Corporation	STOCK	053611109	11104	317982	SH	Sole	317982
Aviat Networks Inc.	STOCK	05366Y102	68	20788	SH	Sole	20788
Avon Products, Inc.	STOCK	054303102	8798	612651	SH	Sole	612651
Baidu, Inc. - ADR	STOCK	056752108	8028	80050	SH	Sole	80050
Baker Hughes Incorporated	STOCK	057224107	18065	442342	SH	Sole	442342
Ball Corporation	STOCK	058498106	589	13172	SH	Sole	13172
Bank of America Corporation	STOCK	060505104	99758	8599842	SH	Sole	8599842
Bank of New York Mellon Corp	STOCK	064058100	3488	135703	SH	Sole	135703
Barrick Gold Corporation	STOCK	067901108	1166	33313	SH	Sole	33313
Baxter International Inc.	STOCK	071813109	40222	603389	SH	Sole	603389
BB&T Corporation	STOCK	054937107	1769	60760	SH	Sole	60760
Beam Inc.	STOCK	073730103	828	13554	SH	Sole	13554
Becton, Dickinson and Company	STOCK	075887109	1345	17208	SH	Sole	17208
Bed Bath & Beyond Inc.	STOCK	075896100	1132	20251	SH	Sole	20251
Bemis Company, Inc.	STOCK	081437105	291	8702	SH	Sole	8702
Berkshire Hathaway Inc. - Clas	STOCK	084670702	90256	1006198	SH	Sole	1006198
Best Buy Co., Inc.	STOCK	086516101	4176	352431	SH	Sole	352431
Biogen Idec Inc.	STOCK	09062X103	26078	177801	SH	Sole	177801
BlackRock, Inc.-Class A	STOCK	09247X101	2363	11431	SH	Sole	11431
BMC Software, Inc.	STOCK	055921100	493	12440	SH	Sole	12440
Boeing Company	STOCK	097023105	58255	773028	SH	Sole	773028
BorgWarner, Inc.	STOCK	099724106	742	10356	SH	Sole	10356
Boston Properties Inc.	STOCK	101121101	1342	12683	SH	Sole	12683
Boston Scientific Corporation	STOCK	101137107	7882	1375632	SH	Sole	1375632
Brandywine Realty Trust	STOCK	105368203	1772	145353	SH	Sole	145353
Bristol-Myers Squibb Company	STOCK	110122108	49800	1528081	SH	Sole	1528081
Broadcom Corporation - Class A	STOCK	111320107	7405	222990	SH	Sole	222990
Broadridge Financial Solutions	STOCK	11133T103	3762	164428	SH	Sole	164428
Brookdale Senior Living	STOCK	112463104	2142	84590	SH	Sole	84590
Brown-Forman Corporation - Cla	STOCK	115637209	798	12613	SH	Sole	12613
C. R. Bard, Inc.	STOCK	067383109	676	6920	SH	Sole	6920
C.H. Robinson Worldwide, Inc.	STOCK	12541W209	891	14097	SH	Sole	14097
CA, Inc.	STOCK	12673P105	2049	93213	SH	Sole	93213
Cablevision Systems - NY Grp -	STOCK	12686C109	276	18482	SH	Sole	18482
Cabot Oil & Gas Corporation -	STOCK	127097103	1120	22513	SH	Sole	22513
Cadence Design Systems, Inc.	STOCK	127387108	479	35426	SH	Sole	35426

Cameron International Corp.	STOCK	13342B105	2723	48230	SH	Sole	48230
Campbell Soup Company	STOCK	134429109	578	16567	SH	Sole	16567
Capital One Financial Corporat	STOCK	14040H105	3535	61026	SH	Sole	61026
Caplease, Inc	STOCK	140288101	246	44183	SH	Sole	44183
CARBO Ceramics Inc.	STOCK	140781105	5007	63918	SH	Sole	63918
Cardinal Health, Inc.	STOCK	14149Y108	2223	53989	SH	Sole	53989
CareFusion Corporation	STOCK	14170T101	813	28457	SH	Sole	28457
CarMax, Inc.	STOCK	143130102	3003	80006	SH	Sole	80006
Carnival Corporation	STOCK	143658300	3001	81606	SH	Sole	81606
Caterpillar Inc.	STOCK	149123101	56678	632708	SH	Sole	632708
CBL & Associates Properties, I	STOCK	124830100	736	34687	SH	Sole	34687
CBRE Group, Inc.	STOCK	12504L109	503	25300	SH	Sole	25300
CBS Corporation- Class B	STOCK	124857202	5517	145006	SH	Sole	145006
Celgene Corporation	STOCK	151020104	18709	237661	SH	Sole	237661
Cenovus Energy Inc.	STOCK	15135U109	331	9875	SH	Sole	9875
CenterPoint Energy, Inc.	STOCK	15189T107	8054	418389	SH	Sole	418389
CenturyTel, Inc.	STOCK	156700106	3479	88925	SH	Sole	88925
Cerner Corporation	STOCK	156782104	1028	13240	SH	Sole	13240
CF Industries Holdings, Inc.	STOCK	125269100	1432	7048	SH	Sole	7048
Charles Schwab Corporation	STOCK	808513105	23425	1631247	SH	Sole	1631247
Chesapeake Energy Corporation	STOCK	165167107	16708	1005307	SH	Sole	1005307
Chevron Corporation	STOCK	166764100	196365	1815841	SH	Sole	1815841
China Mobile HK Limited - ADR	STOCK	16941M109	236	4018	SH	Sole	4018
Chipotle Mexican Grill, Inc.	STOCK	169656105	794	2668	SH	Sole	2668
Chubb Corporation	STOCK	171232101	1936	25710	SH	Sole	25710
CIGNA Corporation	STOCK	125509109	1331	24891	SH	Sole	24891
Cincinnati Financial Corporati	STOCK	172062101	565	14424	SH	Sole	14424
Cintas Corporation	STOCK	172908105	428	10460	SH	Sole	10460
Cisco Systems, Inc.	STOCK	17275R102	92429	4703776	SH	Sole	4703776
Citigroup Inc.	STOCK	172967424	92436	2336598	SH	Sole	2336598
Citrix Systems, Inc.	STOCK	177376100	1042	15847	SH	Sole	15847
Cliffs Natural Resources Inc.	STOCK	18683K101	812	21054	SH	Sole	21054
Clorox Company	STOCK	189054109	808	11040	SH	Sole	11040
CME Group Inc.	STOCK	12572Q105	31235	615945	SH	Sole	615945
CMS Energy Corporation	STOCK	125896100	535	21926	SH	Sole	21926
CNO Financial Group Inc.	STOCK	12621E103	866	92800	SH	Sole	92800
CNOOC Limited - ADR	STOCK	126132109	11710	53226	SH	Sole	53226
Coach, Inc.	STOCK	189754104	2295	41342	SH	Sole	41342
Coca-Cola Company	STOCK	191216100	125484	3461633	SH	Sole	3461633
Coca-Cola Enterprises Inc.	STOCK	19122T109	727	22918	SH	Sole	22918
Cognizant Technology Solutions	STOCK	192446102	29250	394997	SH	Sole	394997
Colgate-Palmolive Company	STOCK	194162103	39560	378415	SH	Sole	378415
Comcast Corporation - Class A	STOCK	20030N101	16278	435478	SH	Sole	435478
Comcast Corporation - Class A	STOCK	20030N200	17672	491575	SH	Sole	491575
Comerica Incorporated	STOCK	200340107	1916	63167	SH	Sole	63167
Commonwealth REIT	STOCK	203233101	408	25731	SH	Sole	25731
Companhia Energetica de Minas	STOCK	204409601	422	38821	SH	Sole	38821
Companhia Siderurgica Nacional	STOCK	20440W105	355	60198	SH	Sole	60198
Computer Sciences Corporation	STOCK	205363104	558	13922	SH	Sole	13922
ConAgra Foods, Inc.	STOCK	205887102	27848	943987	SH	Sole	943987
ConocoPhillips	STOCK	20825C104	90064	1553093	SH	Sole	1553093
CONSOL Energy Inc.	STOCK	20854P109	14795	460919	SH	Sole	460919
Consolidated Edison, Inc.	STOCK	209115104	35648	641847	SH	Sole	641847
Constellation Brands, Inc. - C	STOCK	21036P108	461	13020	SH	Sole	13020
Continental Resources, Inc	STOCK	212015101	1659	22581	SH	Sole	22581
Cooper Tire & Rubber Company	STOCK	216831107	5248	206958	SH	Sole	206958
Corning Incorporated	STOCK	219350105	20019	1586322	SH	Sole	1586322
Costco Wholesale Corporation	STOCK	22160K105	3810	38578	SH	Sole	38578
Coventry Health Care, Inc.	STOCK	222862104	12556	280081	SH	Sole	280081
Covidien PLC	STOCK	G2554F113	15201	263260	SH	Sole	263260
Crown Castle International Cor	STOCK	228227104	2539	35186	SH	Sole	35186
CSX Corporation	STOCK	126408103	30698	1555912	SH	Sole	1555912
CubeSmart	STOCK	229663109	3328	228416	SH	Sole	228416
Cummins, Inc.	STOCK	231021106	32774	302479	SH	Sole	302479
CVS Caremark Corporation	STOCK	126650100	70488	1457863	SH	Sole	1457863
Cypress Semiconductor Corporat	STOCK	232806109	127	11761	SH	Sole	11761
D.R. Horton, Inc.	STOCK	23331A109	468	23670	SH	Sole	23670
Danaher Corporation	STOCK	235851102	3564	63758	SH	Sole	63758
Darden Restaurants, Inc.	STOCK	237194105	489	10840	SH	Sole	10840
DaVita, Inc.	STOCK	23918K108	892	8073	SH	Sole	8073
DCT Industrial Trust Inc.	STOCK	233153105	742	114294	SH	Sole	114294
Dean Foods Company	STOCK	242370104	257	15549	SH	Sole	15549
Deere & Company	STOCK	244199105	44086	510131	SH	Sole	510131
Dell Inc.	STOCK	24702R101	11253	1110895	SH	Sole	1110895
Delphi Automotive PLC	STOCK	G27823106	465	12160	SH	Sole	12160
Delta Air Lines, Inc.	STOCK	247361702	176	14804	SH	Sole	14804
Deluxe Corporation	STOCK	248019101	3052	94656	SH	Sole	94656
Denbury Resources Inc.	STOCK	247916208	567	35019	SH	Sole	35019
DENTSPLY International Inc.	STOCK	249030107	571	14423	SH	Sole	14423
Devon Energy Corporation	STOCK	25179M103	1838	35313	SH	Sole	35313
Diamond Offshore Drilling, Inc	STOCK	25271C102	8909	131088	SH	Sole	131088
DIRECTV	STOCK	25490A309	6894	137432	SH	Sole	137432
Discover Financial Services	STOCK	254709108	27397	710687	SH	Sole	710687
Discovery Communications, Inc.	STOCK	25470F104	1415	22286	SH	Sole	22286
DISH Network Corp.	STOCK	25470M109	255	7013	SH	Sole	7013

Dollar General Corporation	STOCK	256677105	922	20920	SH	Sole	20920
Dollar Tree, Inc.	STOCK	256746108	832	20504	SH	Sole	20504
Dominion Resources, Inc.	STOCK	25746U109	4021	77635	SH	Sole	77635
Dover Corporation	STOCK	260003108	1020	15516	SH	Sole	15516
Dow Chemical Company	STOCK	260543103	42132	1303599	SH	Sole	1303599
Dr. Pepper Snapple Group, Inc.	STOCK	26138E109	797	18036	SH	Sole	18036
DTE Energy Company	STOCK	233331107	862	14349	SH	Sole	14349
Duke Energy Corporation	STOCK	26441C204	96403	1511018	SH	Sole	1511018
Duke Realty Corporation	STOCK	264411505	15973	1151626	SH	Sole	1151626
Dun & Bradstreet Corporation	STOCK	26483E100	6155	78264	SH	Sole	78264
E*TRADE Financial Corporation	STOCK	269246401	210	23442	SH	Sole	23442
E. I. du Pont de Nemours and C	STOCK	263534109	46216	1027706	SH	Sole	1027706
EarthLink, Inc.	STOCK	270321102	377	58343	SH	Sole	58343
Eastman Chemical Company	STOCK	277432100	33446	491488	SH	Sole	491488
Eaton Corporation PLC	STOCK	G29183103	36619	675621	SH	Sole	675621
Eaton Vance Corp.	STOCK	278265103	14381	451519	SH	Sole	451519
eBay Inc.	STOCK	278642103	66639	1306130	SH	Sole	1306130
Ecolab Inc.	STOCK	278865100	1606	22343	SH	Sole	22343
Edison International	STOCK	281020107	1242	27493	SH	Sole	27493
Edwards Lifesciences Corporati	STOCK	28176E108	889	9858	SH	Sole	9858
Electronic Arts Inc.	STOCK	285512109	430	29626	SH	Sole	29626
Eli Lilly and Company	STOCK	532457108	46408	940960	SH	Sole	940960
EMC Corporation	STOCK	268648102	42841	1693333	SH	Sole	1693333
Emerson Electric Co.	STOCK	291011104	46482	877672	SH	Sole	877672
Encana Corporation	STOCK	292505104	319	16156	SH	Sole	16156
ENSCO International PLC ADR -	STOCK	G3157S106	4448	75039	SH	Sole	75039
Entergy Corporation	STOCK	29364G103	1061	16644	SH	Sole	16644
EOG Resources, Inc.	STOCK	26875P101	7034	58234	SH	Sole	58234
EQT Corp.	STOCK	26884L109	877	14862	SH	Sole	14862
Equifax Inc.	STOCK	294429105	550	10167	SH	Sole	10167
Equity Residential	STOCK	29476L107	1504	26548	SH	Sole	26548
Ericsson LM Telephone Company	STOCK	294821608	4012	397252	SH	Sole	397252
Estee Lauder Companies Inc. -	STOCK	518439104	1176	19644	SH	Sole	19644
Exelon Corporation	STOCK	30161N101	2294	77138	SH	Sole	77138
Expedia, Inc.	STOCK	30212P303	635	10335	SH	Sole	10335
Expeditors International of Wa	STOCK	302130109	725	18328	SH	Sole	18328
Express Scripts Holdings Co	STOCK	30219G108	46797	866612	SH	Sole	866612
Exxon Mobil Corporation	STOCK	30231G102	330548	3819151	SH	Sole	3819151
F5 Networks, Inc.	STOCK	315616102	661	6803	SH	Sole	6803
Fairchild Semiconductor Intern	STOCK	303726103	417	28948	SH	Sole	28948
Family Dollar Stores, Inc.	STOCK	307000109	1509	23805	SH	Sole	23805
Fastenal Company	STOCK	311900104	1343	28768	SH	Sole	28768
Federated Investors, Inc. - Cl	STOCK	314211103	658	32522	SH	Sole	32522
FedEx Corp.	STOCK	31428X106	2464	26863	SH	Sole	26863
Fidelity National Financial, I	STOCK	31620R105	11892	504964	SH	Sole	504964
Fidelity National Information	STOCK	31620M106	16713	480121	SH	Sole	480121
Fifth Third Bancorp	STOCK	316773100	2561	168599	SH	Sole	168599
First Horizon National Corpora	STOCK	320517105	1186	119656	SH	Sole	119656
First Solar, Inc	STOCK	336433107	2304	74614	SH	Sole	74614
FirstEnergy Corp.	STOCK	337932107	1611	38586	SH	Sole	38586
FirstMerit Corporation	STOCK	337915102	2075	146256	SH	Sole	146256
Fiserv, Inc.	STOCK	337738108	934	11815	SH	Sole	11815
Flir Systems Inc.	STOCK	302445101	331	14855	SH	Sole	14855
Flowserve Corp.	STOCK	34354P105	792	5398	SH	Sole	5398
Fluor Corporation	STOCK	343412102	875	14897	SH	Sole	14897
FMC Corporation	STOCK	302491303	757	12942	SH	Sole	12942
FMC Technologies, Inc.	STOCK	30249U101	880	20550	SH	Sole	20550
Foot Locker, Inc.	STOCK	344849104	6139	191123	SH	Sole	191123
Ford Motor Company	STOCK	345370860	40875	3156374	SH	Sole	3156374
Forest Laboratories, Inc.	STOCK	345838106	1193	33767	SH	Sole	33767
Fossil, Inc.	STOCK	349882100	566	6079	SH	Sole	6079
Franklin Resources, Inc.	STOCK	354613101	1586	12618	SH	Sole	12618
Freeport-McMoRan Copper & Gold	STOCK	35671D857	31441	919335	SH	Sole	919335
Frontier Communications Corp	STOCK	35906A108	7378	1723921	SH	Sole	1723921
GameStop Corporation - Class A	STOCK	36467W109	289	11505	SH	Sole	11505
Gannett Co., Inc.	STOCK	364730101	520	28874	SH	Sole	28874
Gap, Inc.	STOCK	364760108	14119	454852	SH	Sole	454852
Garmin Ltd.	STOCK	H2906T109	526	12893	SH	Sole	12893
GATX Corporation	STOCK	361448103	5855	135225	SH	Sole	135225
General Dynamics Corporation	STOCK	369550108	2203	31801	SH	Sole	31801
General Electric Company	STOCK	369604103	173200	8251549	SH	Sole	8251549
General Mills, Inc.	STOCK	370334104	2282	56464	SH	Sole	56464
Gentex Corporation	STOCK	371901109	1300	69065	SH	Sole	69065
Genuine Parts Company	STOCK	372460105	25265	397377	SH	Sole	397377
Genworth Financial Inc. - Clas	STOCK	37247D106	958	127574	SH	Sole	127574
Gerdau SA - ADR	STOCK	373737105	3574	397596	SH	Sole	397596
Gilead Sciences, Inc.	STOCK	375558103	55619	757237	SH	Sole	757237
GlaxoSmithKline PLC - ADR	STOCK	37733W105	6527	150147	SH	Sole	150147
Global Payments Inc.	STOCK	37940X102	374	8247	SH	Sole	8247
Goldman Sachs Group, Inc.	STOCK	38141G104	62276	488213	SH	Sole	488213
Goodyear Tire & Rubber Company	STOCK	382550101	286	20717	SH	Sole	20717
Google Inc. - Class A	STOCK	38259P508	176366	248623	SH	Sole	248623
Graco Inc.	STOCK	384109104	4144	80476	SH	Sole	80476
Great Plains Energy Incorporat	STOCK	391164100	5170	254565	SH	Sole	254565
H&R Block, Inc.	STOCK	093671105	443	23866	SH	Sole	23866

H. J. Heinz Company	STOCK	423074103	1682	29155	SH	Sole	29155
Halliburton Company	STOCK	406216101	41776	1204257	SH	Sole	1204257
Harley-Davidson, Inc.	STOCK	412822108	4952	101393	SH	Sole	101393
Harman International Industrie	STOCK	413086109	265	5934	SH	Sole	5934
Harris Corporation	STOCK	413875105	1469	30009	SH	Sole	30009
Hartford Financial Services Gr	STOCK	416515104	2149	95754	SH	Sole	95754
Hasbro, Inc.	STOCK	418056107	354	9854	SH	Sole	9854
Hatteras Financial Corporation	STOCK	41902R103	6374	256903	SH	Sole	256903
Hawaiian Electric Industries,	STOCK	419870100	2068	82272	SH	Sole	82272
HCA Holdings, Inc.	STOCK	40412C101	9345	309759	SH	Sole	309759
HCP Inc.	STOCK	40414L109	1823	40354	SH	Sole	40354
Health Care REIT, Inc.	STOCK	42217K106	5054	82468	SH	Sole	82468
Healthcare Realty Trust, Inc.	STOCK	421946104	4171	173718	SH	Sole	173718
Hecla Mining Co	STOCK	422704106	866	148596	SH	Sole	148596
Helmerich and Payne, Inc.	STOCK	423452101	510	9109	SH	Sole	9109
Henry Schein, Inc.	STOCK	806407102	205	2549	SH	Sole	2549
Herbalife Ltd.	STOCK	G4412G101	2834	86050	SH	Sole	86050
Hershey Foods Corporation	STOCK	427866108	932	12910	SH	Sole	12910
Hertz Global Holdings, Inc.	STOCK	42805T105	8354	513460	SH	Sole	513460
Hess Corporation	STOCK	42809H107	3675	69384	SH	Sole	69384
Hewlett-Packard Company	STOCK	428236103	20137	1413137	SH	Sole	1413137
Hillenbrand, Inc.	STOCK	431571108	826	36513	SH	Sole	36513
Hill-Rom Holdings, Inc.	STOCK	431475102	1415	49650	SH	Sole	49650
HollyFrontier Corporation	STOCK	436106108	11489	246820	SH	Sole	246820
Hologic, Inc.	STOCK	436440101	2285	114093	SH	Sole	114093
Home Depot, Inc.	STOCK	437076102	92038	1488082	SH	Sole	1488082
Honeywell International Inc.	STOCK	438516106	61203	964288	SH	Sole	964288
Hormel Foods Corp	STOCK	440452100	365	11697	SH	Sole	11697
Hospira, Inc.	STOCK	441060100	436	13950	SH	Sole	13950
Hospitality Properties Trust	STOCK	44106M102	1484	63375	SH	Sole	63375
Host Hotels & Resorts, Inc.	STOCK	44107P104	958	61133	SH	Sole	61133
HSBC Holdings PLC - ADR	STOCK	404280406	910	17141	SH	Sole	17141
HSN, Inc.	STOCK	404303109	2252	40888	SH	Sole	40888
Hubbell Incorporated - Class B	STOCK	443510201	11002	129997	SH	Sole	129997
Hudson City Bancorp, Inc.	STOCK	443683107	708	87124	SH	Sole	87124
Humana Inc.	STOCK	444859102	1351	19691	SH	Sole	19691
Huntington Bancshares Incorpor	STOCK	446150104	807	126215	SH	Sole	126215
Huntington Ingalls Industries	STOCK	446413106	390	9010	SH	Sole	9010
IAC/InterActiveCorp	STOCK	44919P508	2101	44426	SH	Sole	44426
Illinois Tool Works Inc.	STOCK	452308109	3355	55174	SH	Sole	55174
Infosys Technologies Limited-	STOCK	456788108	668	15791	SH	Sole	15791
Ingersoll-Rand Company Plc	STOCK	G47791101	1815	37843	SH	Sole	37843
Integrated Device Technology,	STOCK	458118106	130	17789	SH	Sole	17789
Integrus Energy Group, Inc.	STOCK	45822P105	21477	411273	SH	Sole	411273
Intel Corporation	STOCK	458140100	101789	4934022	SH	Sole	4934022
Intercontinental Exchange Inc.	STOCK	45865V100	1296	10468	SH	Sole	10468
International Business Machine	STOCK	459200101	181160	945759	SH	Sole	945759
International Flavors & Fragra	STOCK	459506101	457	6875	SH	Sole	6875
International Game Technology	STOCK	459902102	12458	879171	SH	Sole	879171
International Paper Company	STOCK	460146103	2459	61715	SH	Sole	61715
Interpublic Group of Companies	STOCK	460690100	412	37369	SH	Sole	37369
Intersil Corporation - Class A	STOCK	46069S109	378	45587	SH	Sole	45587
Intuit Inc.	STOCK	461202103	1456	24466	SH	Sole	24466
Intuitive Surgical, Inc.	STOCK	46120E602	25764	52539	SH	Sole	52539
Invesco Limited	STOCK	G491BT108	1016	38945	SH	Sole	38945
Iron Mountain Inc.	STOCK	462846106	452	14552	SH	Sole	14552
J. C. Penney Company, Inc.	STOCK	708160106	6246	316876	SH	Sole	316876
J. M. Smucker Company	STOCK	832696405	834	9676	SH	Sole	9676
Jabil Circuit, Inc.	STOCK	466313103	298	15470	SH	Sole	15470
Jacobs Engineering Group Inc	STOCK	469814107	476	11170	SH	Sole	11170
JDS Uniphase Corporation	STOCK	46612J507	418	30877	SH	Sole	30877
Jefferies Group, Inc.	STOCK	472319102	917	49363	SH	Sole	49363
Johnson & Johnson	STOCK	478160104	166551	2375909	SH	Sole	2375909
Johnson Controls, Inc.	STOCK	478366107	1819	59250	SH	Sole	59250
Joy Global Inc.	STOCK	481165108	2316	36320	SH	Sole	36320
JPMorgan Chase & Co.	STOCK	46625H100	140283	3190417	SH	Sole	3190417
Juniper Networks, Inc.	STOCK	48203R104	929	47251	SH	Sole	47251
KB HOME	STOCK	48666K109	1884	119210	SH	Sole	119210
Kellogg Company	STOCK	487836108	1192	21348	SH	Sole	21348
Kemper Corp.	STOCK	488401100	1196	40545	SH	Sole	40545
KeyCorp	STOCK	493267108	667	79264	SH	Sole	79264
Kimberly-Clark Corporation	STOCK	494368103	27826	329578	SH	Sole	329578
Kimco Realty Corp.	STOCK	49446R109	686	35509	SH	Sole	35509
Kinder Morgan, Inc.	STOCK	49456B101	1902	53837	SH	Sole	53837
Kinder Healthcare, Inc	STOCK	494580103	425	39267	SH	Sole	39267
KLATENCOR Corporation	STOCK	482480100	884	18512	SH	Sole	18512
Kohl's Corporation	STOCK	500255104	1053	24506	SH	Sole	24506
Kraft Foods Group Inc.	STOCK	50076Q106	31915	701899	SH	Sole	701899
Kroger Co.	STOCK	501044101	4153	159617	SH	Sole	159617
L-3 Communications Holdings, I	STOCK	502424104	645	8414	SH	Sole	8414
Laboratory Corporation of Amer	STOCK	50540R409	729	8411	SH	Sole	8411
Lam Research Corporation	STOCK	512807108	1092	30229	SH	Sole	30229
Lamar Advertising Company	STOCK	512815101	305	7882	SH	Sole	7882
Lan Airlines SA- ADR	STOCK	51817R106	311	13205	SH	Sole	13205
Las Vegas Sands Corp.	STOCK	517834107	8173	177048	SH	Sole	177048

Legg Mason, Inc.	STOCK	524901105	17787	691559	SH	Sole	691559
Leggett & Platt, Incorporated	STOCK	524660107	16281	598132	SH	Sole	598132
Lender Processing Services, In	STOCK	52602E102	832	33777	SH	Sole	33777
Lennar Corporation - Class A	STOCK	526057104	815	21063	SH	Sole	21063
Leucadia National Corporation	STOCK	527288104	400	16796	SH	Sole	16796
Lexington Realty Trust	STOCK	529043101	2328	222735	SH	Sole	222735
Liberty Property Trust	STOCK	531172104	22028	615830	SH	Sole	615830
Life Technologies Corporation	STOCK	53217V109	1129	23000	SH	Sole	23000
Limited Brands	STOCK	532716107	31964	679228	SH	Sole	679228
Lincoln National Corporation	STOCK	534187109	15339	592229	SH	Sole	592229
Linear Technology Corporation	STOCK	535678106	15909	463827	SH	Sole	463827
Linkedin Corp.	STOCK	53578A108	5207	45350	SH	Sole	45350
Lockheed Martin Corporation	STOCK	539830109	3866	41895	SH	Sole	41895
Loews Corporation	STOCK	540424108	1055	25886	SH	Sole	25886
Lorillard, Inc.	STOCK	544147101	1392	11931	SH	Sole	11931
Lowe's Companies, Inc.	STOCK	548661107	47119	1326553	SH	Sole	1326553
LSI Logic Corporation	STOCK	502161102	591	83499	SH	Sole	83499
LyondellBasell Industries NV	STOCK	N53745100	13533	237043	SH	Sole	237043
M&T Bank Corporation	STOCK	55261F104	1054	10701	SH	Sole	10701
Mack Cali Realty Corporation	STOCK	554489104	11969	458419	SH	Sole	458419
Macy's Inc.	STOCK	55616P104	22984	589023	SH	Sole	589023
Manpower Inc.	STOCK	56418H100	2251	53045	SH	Sole	53045
Marathon Oil Corporation	STOCK	565849106	2667	86982	SH	Sole	86982
Marathon Petroleum Corporation	STOCK	56585A102	2588	41086	SH	Sole	41086
Marriott International, Inc. -	STOCK	571903202	811	21765	SH	Sole	21765
Marsh & McLennan Companies, In	STOCK	571748102	29097	844117	SH	Sole	844117
Masco Corporation	STOCK	574599106	1215	72929	SH	Sole	72929
MasterCard, Inc.	STOCK	57636Q104	7509	15284	SH	Sole	15284
Mattel, Inc.	STOCK	577081102	33943	926889	SH	Sole	926889
Maxim Integrated Products, Inc	STOCK	57772K101	241	8212	SH	Sole	8212
McCormick & Company, Incorpore	STOCK	579780206	715	11250	SH	Sole	11250
McDonald's Corporation	STOCK	580135101	111015	1258526	SH	Sole	1258526
McGraw-Hill Companies, Inc.	STOCK	580645109	1311	23984	SH	Sole	23984
McKesson Corporation	STOCK	58155Q103	2116	21819	SH	Sole	21819
Mead Johnson Nutrition Company	STOCK	582839106	1133	17196	SH	Sole	17196
MeadWestvaco Corporation	STOCK	583334107	17714	555811	SH	Sole	555811
Medical Properties Trust Inc.	STOCK	58463J304	206	17263	SH	Sole	17263
Medtronic Inc.	STOCK	585055106	41674	1015942	SH	Sole	1015942
Melco Crown Entertainment, Ltd	STOCK	585464100	6927	411320	SH	Sole	411320
Merck & Co., Inc.	STOCK	58933Y105	114870	2805823	SH	Sole	2805823
Mercury General Corporation	STOCK	589400100	4441	111904	SH	Sole	111904
MetLife, Inc.	STOCK	59156R108	3326	100974	SH	Sole	100974
MetroPCS Communications Inc.	STOCK	591708102	275	27667	SH	Sole	27667
MFA Financial Inc	STOCK	55272X102	230	28311	SH	Sole	28311
MGIC Investment Corporation	STOCK	552848103	109	40800	SH	Sole	40800
MGM MIRAGE	STOCK	552953101	6391	549061	SH	Sole	549061
Microchip Technology Incorpore	STOCK	595017104	14735	452118	SH	Sole	452118
Micron Technology, Inc.	STOCK	595112103	549	86449	SH	Sole	86449
Microsoft Corporation	STOCK	594918104	201295	7530676	SH	Sole	7530676
Molex Incorporated	STOCK	608554101	344	12595	SH	Sole	12595
Molson Coors Brewing Company -	STOCK	60871R209	576	13457	SH	Sole	13457
Mondelez International Inc.	STOCK	609207105	56365	2212977	SH	Sole	2212977
Monsanto Company	STOCK	61166W101	49348	521372	SH	Sole	521372
Monster Beverage Corporation	STOCK	611740101	14879	281368	SH	Sole	281368
Moody's Corporation	STOCK	615369105	1570	31192	SH	Sole	31192
Morgan Stanley	STOCK	617446448	31053	1624085	SH	Sole	1624085
Mosaic Co	STOCK	61945C103	1719	30350	SH	Sole	30350
Motorola Solutions, Inc.	STOCK	620076307	18688	335635	SH	Sole	335635
Murphy Oil Corporation	STOCK	626717102	986	16563	SH	Sole	16563
Mylan Laboratories Inc.	STOCK	628530107	981	35710	SH	Sole	35710
Nabors Industries, Ltd.	STOCK	G6359F103	368	25493	SH	Sole	25493
Nasdaq Stock Market Inc.	STOCK	631103108	308	12330	SH	Sole	12330
National Fuel Gas Company	STOCK	636180101	13324	262853	SH	Sole	262853
National Oilwell Varco Inc.	STOCK	637071101	3308	48393	SH	Sole	48393
NetApp Inc	STOCK	64110D104	3474	103560	SH	Sole	103560
Netflix Inc.	STOCK	64110L106	455	4908	SH	Sole	4908
New York Community Bancorp, In	STOCK	649445103	14825	1131653	SH	Sole	1131653
New York Times Company - Class	STOCK	650111107	1412	165551	SH	Sole	165551
Newell Rubbermaid Inc.	STOCK	651229106	17723	795840	SH	Sole	795840
Newfield Exploration Company	STOCK	651290108	329	12288	SH	Sole	12288
Newmont Mining Corporation(Hol	STOCK	651639106	2391	51489	SH	Sole	51489
News Corporation - Class A	STOCK	65248E104	12506	489649	SH	Sole	489649
News Corporation- Class B	STOCK	65248E203	26189	998051	SH	Sole	998051
NextEra Energy Inc.	STOCK	65339F101	2454	35471	SH	Sole	35471
NIKE, Inc. - Class B	STOCK	654106103	3458	67022	SH	Sole	67022
NiSource Inc.	STOCK	65473P105	688	27623	SH	Sole	27623
Noble Corporation	STOCK	H5833N103	1195	34310	SH	Sole	34310
Noble Energy, Inc.	STOCK	655044105	1552	15256	SH	Sole	15256
Nordstrom, Inc.	STOCK	655664100	25057	468355	SH	Sole	468355
Norfolk Southern Corporation	STOCK	655844108	2945	47630	SH	Sole	47630
Northeast Utilities	STOCK	664397106	1126	28814	SH	Sole	28814
Northern Trust Corporation	STOCK	665859104	904	18015	SH	Sole	18015
Northrop Grumman Corporation	STOCK	666807102	3836	56757	SH	Sole	56757
NorthWestern Corporation	STOCK	668074305	588	16931	SH	Sole	16931
Novartis AG - ADR	STOCK	66987V109	394	6218	SH	Sole	6218

NRG Energy, Inc.	STOCK	629377508	578	25124	SH	Sole	25124
Nuance Communications, Inc.	STOCK	67020Y100	4022	180194	SH	Sole	180194
Nucor Corporation	STOCK	670346105	16261	376591	SH	Sole	376591
NVIDIA Corporation	STOCK	670666104	8070	656622	SH	Sole	656622
NYSE Euronext	STOCK	629491101	9822	311416	SH	Sole	311416
Occidental Petroleum Corporati	STOCK	674599105	75341	983431	SH	Sole	983431
OGE Energy Corp.	STOCK	670837103	13685	243023	SH	Sole	243023
Old National Bancorp	STOCK	680033107	2144	180616	SH	Sole	180616
Old Republic International Cor	STOCK	680223104	5310	498634	SH	Sole	498634
Olin Corporation	STOCK	680665205	10010	463638	SH	Sole	463638
Omnicare, Inc.	STOCK	681904108	429	11897	SH	Sole	11897
Omnicom Group Inc.	STOCK	681919106	25990	520217	SH	Sole	520217
ONEOK, Inc.	STOCK	682680103	26180	612402	SH	Sole	612402
Oracle Corporation	STOCK	68389X105	135027	4052422	SH	Sole	4052422
O'Reilly Automotive, Inc.	STOCK	67103H107	945	10570	SH	Sole	10570
Owens-Illinois, Inc.	STOCK	690768403	300	14100	SH	Sole	14100
PACCAR Inc.	STOCK	693718108	1463	32353	SH	Sole	32353
Packaging Corporation of Ameri	STOCK	695156109	5658	147080	SH	Sole	147080
Pall Corporation	STOCK	696429307	602	9983	SH	Sole	9983
Parker-Hannifin Corporation	STOCK	701094104	23789	279673	SH	Sole	279673
Patterson Companies Inc.	STOCK	703395103	263	7683	SH	Sole	7683
Patterson-UTI Energy, Inc.	STOCK	703481101	11725	629341	SH	Sole	629341
Paychex, Inc.	STOCK	704326107	35082	1126596	SH	Sole	1126596
PDL BioPharma Inc.	STOCK	69329Y104	86	12181	SH	Sole	12181
Peabody Energy Corporation	STOCK	704549104	1251	47026	SH	Sole	47026
Pentair, Ltd.	STOCK	H6169Q108	11939	242911	SH	Sole	242911
People's United Financial Inc.	STOCK	712704105	374	30972	SH	Sole	30972
Pepco Holdings, Inc.	STOCK	713291102	18250	930655	SH	Sole	930655
PepsiCo, Inc.	STOCK	713448108	123867	1810131	SH	Sole	1810131
PerkinElmer, Inc.	STOCK	714046109	306	9649	SH	Sole	9649
Perrigo Company	STOCK	714290103	903	8677	SH	Sole	8677
PetroChina Company Limited- AD	STOCK	71646E100	512	3561	SH	Sole	3561
PETSMART, Inc.	STOCK	716768106	801	11717	SH	Sole	11717
Pfizer Inc.	STOCK	717081103	154229	6149462	SH	Sole	6149462
PG&E Corporation	STOCK	69331C108	1465	36462	SH	Sole	36462
Phillip Morris International I	STOCK	718172109	119232	1425536	SH	Sole	1425536
Phillips 66	STOCK	718546104	38067	716902	SH	Sole	716902
Piedmont Natural Gas Company,	STOCK	720186105	488	15594	SH	Sole	15594
Pinnacle West Capital Corporat	STOCK	723484101	3253	63809	SH	Sole	63809
Pioneer Natural Resources Comp	STOCK	723787107	1142	10715	SH	Sole	10715
Pitney Bowes Inc.	STOCK	724479100	612	57535	SH	Sole	57535
Plum Creek Timber Company, Inc	STOCK	729251108	608	13700	SH	Sole	13700
PNC Financial Services Group,	STOCK	693475105	3939	67557	SH	Sole	67557
Polaris Industries Inc.	STOCK	731068102	5409	64273	SH	Sole	64273
Potash Corporation of Saskatch	STOCK	73755L107	5704	140190	SH	Sole	140190
PPG Industries, Inc.	STOCK	693506107	2940	21721	SH	Sole	21721
PPL Corporation	STOCK	69351T106	1412	49302	SH	Sole	49302
Praxair, Inc.	STOCK	74005P104	2945	26906	SH	Sole	26906
Precision Castparts Corp.	STOCK	740189105	2366	12493	SH	Sole	12493
Priceline.com Incorporated	STOCK	741503403	4576	7367	SH	Sole	7367
Principal Financial Group, Inc	STOCK	74251V102	8404	294654	SH	Sole	294654
Procter & Gamble Company	STOCK	742718109	142500	2098981	SH	Sole	2098981
Progressive Corporation	STOCK	743315103	1010	47860	SH	Sole	47860
ProLogis Inc.	STOCK	74340W103	1516	41543	SH	Sole	41543
Prudential Financial, Inc.	STOCK	744320102	4458	83596	SH	Sole	83596
Public Service Enterprise Grou	STOCK	744573106	31554	1031190	SH	Sole	1031190
Public Storage Inc.	STOCK	74460D109	1770	12212	SH	Sole	12212
Pulte Homes, Inc.	STOCK	745867101	518	28509	SH	Sole	28509
QEP Resources Inc.	STOCK	74733V100	467	15415	SH	Sole	15415
QUALCOMM Incorporated	STOCK	747525103	115114	1856083	SH	Sole	1856083
Quanta Services Inc.	STOCK	74762E102	505	18506	SH	Sole	18506
Quest Diagnostics Incorporated	STOCK	74834L100	805	13816	SH	Sole	13816
R. R. Donnelley & Sons Company	STOCK	257867101	4207	467476	SH	Sole	467476
Ralph Lauren Corporation	STOCK	751212101	855	5705	SH	Sole	5705
Range Resources Corporation	STOCK	75281A109	871	13862	SH	Sole	13862
Raytheon Company	STOCK	755111507	26195	455098	SH	Sole	455098
Red Hat, Inc.	STOCK	756577102	1027	19388	SH	Sole	19388
Regal Entertainment Group - Cl	STOCK	758766109	3492	250299	SH	Sole	250299
Regions Financial Corporation	STOCK	7591EP100	1102	154818	SH	Sole	154818
Republic Services, Inc.	STOCK	760759100	820	27967	SH	Sole	27967
Resources Connection, Inc.	STOCK	76122Q105	306	25641	SH	Sole	25641
Reynolds American Inc.	STOCK	761713106	19540	471638	SH	Sole	471638
Robert Half International Inc.	STOCK	770323103	1410	44315	SH	Sole	44315
Rockwell Automation, Inc.	STOCK	773903109	6865	81736	SH	Sole	81736
Rockwell Collins	STOCK	774341101	724	12438	SH	Sole	12438
Roper Industries, Inc.	STOCK	776696106	7314	65604	SH	Sole	65604
Ross Stores, Inc.	STOCK	778296103	1244	22964	SH	Sole	22964
Rowan Companies, PLC	STOCK	G7665A101	337	10781	SH	Sole	10781
Royal Dutch Shell PLC-Class A-	STOCK	780259206	535	7766	SH	Sole	7766
RPM International, Inc.	STOCK	749685103	14852	505867	SH	Sole	505867
Ryder System, Inc.	STOCK	783549108	229	4589	SH	Sole	4589
Safeway Inc.	STOCK	786514208	382	21130	SH	Sole	21130
SAIC, Inc.	STOCK	78390X101	266	23534	SH	Sole	23534
Salesforce.com Inc.	STOCK	79466L302	4469	26583	SH	Sole	26583
Sandisk Corporation	STOCK	80004C101	936	21484	SH	Sole	21484

SandRidge Energy, Inc.	STOCK	80007P307	781	123014	SH	Sole	123014
Sanofi-Synthelabo SA - ADR	STOCK	80105N105	258	5452	SH	Sole	5452
SCANA Corporation	STOCK	80589M102	514	11265	SH	Sole	11265
Schlumberger Limited	STOCK	806857108	93617	1351083	SH	Sole	1351083
Scripps Networks Interactive	STOCK	811065101	483	8347	SH	Sole	8347
Seagate Technology	STOCK	G7945M107	7862	257943	SH	Sole	257943
Sealed Air Corporation	STOCK	81211K100	283	16157	SH	Sole	16157
Sears Holding Corporation	STOCK	812350106	3715	89813	SH	Sole	89813
Sempra Energy	STOCK	816851109	1430	20152	SH	Sole	20152
Senior Housing Properties Trus	STOCK	81721M109	14497	613230	SH	Sole	613230
Service Corporation Internatio	STOCK	817565104	297	21475	SH	Sole	21475
Sherwin-Williams Company	STOCK	824348106	1118	7270	SH	Sole	7270
Ship Finance International LTD	STOCK	G81075106	400	24031	SH	Sole	24031
Sigma-Aldrich Corporation	STOCK	826552101	754	10250	SH	Sole	10250
Silver Wheaton Corporation	STOCK	828336107	9706	269020	SH	Sole	269020
Simon Property Group, Inc.	STOCK	828806109	4279	27064	SH	Sole	27064
Sirius XM Radio Inc.	STOCK	82967N108	7263	2513262	SH	Sole	2513262
Skyworks Solutions, Inc.	STOCK	83088M102	4369	215222	SH	Sole	215222
SLM Corporation	STOCK	78442P106	2473	144390	SH	Sole	144390
Snap-on Incorporated	STOCK	833034101	11197	141754	SH	Sole	141754
Sonoco Products Company	STOCK	835495102	5435	182806	SH	Sole	182806
Southern Company	STOCK	842587107	4386	102448	SH	Sole	102448
Southern Copper Corporation	STOCK	84265V105	10896	287784	SH	Sole	287784
Southwest Airlines Co.	STOCK	844741108	922	90068	SH	Sole	90068
Southwestern Energy Company	STOCK	845467109	21939	656670	SH	Sole	656670
SPDR TR	UNIT SER 1	78462F103	137233	962902	SH	Sole	962902
Spectra Energy Corporation	STOCK	847560109	1550	56601	SH	Sole	56601
Sprint Nextel Corporation	STOCK	852061100	4311	760357	SH	Sole	760357
SPX Corporation	STOCK	784635104	17541	250052	SH	Sole	250052
St. Jude Medical, Inc.	STOCK	790849103	1392	38529	SH	Sole	38529
Stanley Black & Decker, Inc.	STOCK	854502101	27807	375928	SH	Sole	375928
Staples, Inc.	STOCK	855030102	761	66746	SH	Sole	66746
Starbucks Corporation	STOCK	855244109	4003	74652	SH	Sole	74652
Starwood Hotels & Resorts Worl	STOCK	85590A401	3714	64743	SH	Sole	64743
Starz - Liberty Capital	STOCK	85571Q102	397	3426	SH	Sole	3426
State Street Corporation	STOCK	857477103	2125	45203	SH	Sole	45203
Statoil ASA- ADR	STOCK	85771P102	4793	191411	SH	Sole	191411
Steel Dynamics, Inc.	STOCK	858119100	7184	523205	SH	Sole	523205
Stericycle, Inc	STOCK	858912108	760	8148	SH	Sole	8148
Stryker Corporation	STOCK	863667101	1436	26198	SH	Sole	26198
Sun Communities Inc.	STOCK	866674104	447	11215	SH	Sole	11215
Suncor Energy, Inc	STOCK	867224107	957	29019	SH	Sole	29019
SunTrust Banks, Inc.	STOCK	867914103	1342	47345	SH	Sole	47345
Supervalu, Inc.	STOCK	868536103	253	102328	SH	Sole	102328
Symantec Corporation	STOCK	871503108	12353	656702	SH	Sole	656702
SYSCO Corporation	STOCK	871829107	1613	50939	SH	Sole	50939
T. Rowe Price Group Inc.	STOCK	74144T108	1570	24109	SH	Sole	24109
Target Corporation	STOCK	87612E106	24629	416247	SH	Sole	416247
TD Ameritrade Holding Corporat	STOCK	87236Y108	6875	408981	SH	Sole	408981
TE Connectivity Ltd.	STOCK	H84989104	11803	317974	SH	Sole	317974
TECO Energy, Inc.	STOCK	872375100	302	18012	SH	Sole	18012
Tenet Healthcare Corporation	STOCK	88033G407	879	27060	SH	Sole	27060
Teradata Corporation	STOCK	88076W103	892	14411	SH	Sole	14411
Teradyne, Inc.	STOCK	880770102	267	15816	SH	Sole	15816
Tesoro Petroleum Corporation	STOCK	881609101	530	12042	SH	Sole	12042
Texas Instruments Incorporated	STOCK	882508104	27888	901352	SH	Sole	901352
Textron Inc.	STOCK	883203101	587	23690	SH	Sole	23690
Thermo Electron Corporation	STOCK	883556102	1994	31259	SH	Sole	31259
TIBCO Software Inc.	STOCK	88632Q103	5195	236040	SH	Sole	236040
Tidewater Inc.	STOCK	886423102	7437	166452	SH	Sole	166452
Tiffany & Co.	STOCK	886547108	14162	246980	SH	Sole	246980
Tim Hortons, Inc.	STOCK	88706M103	4041	82162	SH	Sole	82162
Time Warner Cable	STOCK	88732J207	36266	373147	SH	Sole	373147
Time Warner Inc.	STOCK	887317303	48416	1012244	SH	Sole	1012244
Timken Company	STOCK	887389104	12612	263690	SH	Sole	263690
TJX Companies, Inc.	STOCK	872540109	21650	510019	SH	Sole	510019
Toll Brothers, Inc.	STOCK	889478103	11052	341838	SH	Sole	341838
Torchmark Corporation	STOCK	891027104	433	8385	SH	Sole	8385
Total SA - ADR	STOCK	89151E109	4501	86534	SH	Sole	86534
Total System Services, Inc.	STOCK	891906109	306	14278	SH	Sole	14278
Travelers Companies, Inc.	STOCK	89417E109	33803	470667	SH	Sole	470667
TripAdvisor Inc.	STOCK	896945201	461	10997	SH	Sole	10997
Tupperware Brands Corporation	STOCK	899896104	11977	186850	SH	Sole	186850
Tyco International Ltd.	STOCK	H89128104	11906	407053	SH	Sole	407053
Tyson Foods Inc - Class A	STOCK	902494103	475	24500	SH	Sole	24500
U. S. Bancorp	STOCK	902973304	72586	2272571	SH	Sole	2272571
Union Pacific Corporation	STOCK	907818108	15581	123932	SH	Sole	123932
United Online, Inc.	STOCK	911268100	378	67566	SH	Sole	67566
United Parcel Service, Inc. -	STOCK	911312106	89511	1214042	SH	Sole	1214042
United States Steel Corporatio	STOCK	912909108	563	23575	SH	Sole	23575
United Technologies Corporatio	STOCK	913017109	71241	868686	SH	Sole	868686
UnitedHealth Group Incorporate	STOCK	91324P102	59804	1102581	SH	Sole	1102581
Universal Health Services, Inc	STOCK	913903100	8417	174082	SH	Sole	174082
UnumProvident Corporation	STOCK	91529Y106	503	24175	SH	Sole	24175
Urban Outfitters, Inc.	STOCK	917047102	1888	47960	SH	Sole	47960

Valero Energy Corporation	STOCK	91913Y100	4876	142897	SH	Sole	142897
Varian Medical Systems Inc.	STOCK	92220P105	663	9435	SH	Sole	9435
Vector Group Ltd.	STOCK	92240M108	2521	169529	SH	Sole	169529
Ventas, Inc.	STOCK	92276F100	42695	659682	SH	Sole	659682
VeriSign, Inc.	STOCK	92343E102	13089	337159	SH	Sole	337159
Verizon Communications Inc.	STOCK	92343V104	122059	2820875	SH	Sole	2820875
Vertex Pharmaceuticals Incorpo	STOCK	92532F100	2470	58891	SH	Sole	58891
VF Corporation	STOCK	918204108	4517	29921	SH	Sole	29921
Viacom Inc. - Class B	STOCK	92553P201	2253	42723	SH	Sole	42723
Virgin Media Inc.	STOCK	92769L101	11849	322413	SH	Sole	322413
Visa Inc., Class A	STOCK	92826C839	72517	478409	SH	Sole	478409
Vornado Realty Trust SBI	STOCK	929042109	1289	16091	SH	Sole	16091
Vulcan Materials Company	STOCK	929160109	574	11034	SH	Sole	11034
W. W. Grainger, Inc.	STOCK	384802104	1694	8370	SH	Sole	8370
Waddell & Reed Financial, Inc.	STOCK	930059100	13248	380485	SH	Sole	380485
Walgreen Co.	STOCK	931422109	6412	173248	SH	Sole	173248
Wal-Mart Stores, Inc.	STOCK	931142103	110184	1614892	SH	Sole	1614892
Walt Disney Company	STOCK	254687106	99260	1993580	SH	Sole	1993580
Waste Management, Inc.	STOCK	94106L109	20461	606423	SH	Sole	606423
Waters Corporation	STOCK	941848103	658	7550	SH	Sole	7550
Watson Pharmaceuticals, Inc.	STOCK	942683103	925	10750	SH	Sole	10750
WellPoint, Inc.	STOCK	94973V107	18490	303510	SH	Sole	303510
Wells Fargo & Company	STOCK	949746101	147980	4329435	SH	Sole	4329435
Wendy's Company	STOCK	95058W100	1679	357284	SH	Sole	357284
Western Digital Corporation	STOCK	958102105	934	21992	SH	Sole	21992
Western Union Company	STOCK	959802109	12065	886453	SH	Sole	886453
Weyerhaeuser Company	STOCK	962166104	3421	122961	SH	Sole	122961
WGL Holdings Inc.	STOCK	92924F106	5403	137878	SH	Sole	137878
Whirlpool Corporation	STOCK	963320106	15576	153077	SH	Sole	153077
Whole Foods Market, Inc.	STOCK	966837106	1863	20398	SH	Sole	20398
Williams Companies, Inc.	STOCK	969457100	1877	57345	SH	Sole	57345
Windstream Corporation	STOCK	97381W104	584	70513	SH	Sole	70513
Wisconsin Energy Corp	STOCK	976657106	876	23778	SH	Sole	23778
World Wrestling Entertainment,	STOCK	98156Q108	196	24892	SH	Sole	24892
Worthington Industries, Inc.	STOCK	981811102	3168	121891	SH	Sole	121891
WPX Energy Inc.	STOCK	98212B103	267	17944	SH	Sole	17944
Wyndham Worldwide Corporation	STOCK	98310W108	964	18114	SH	Sole	18114
Wynn Resorts, Limited	STOCK	983134107	14807	131633	SH	Sole	131633
Xcel Energy, Inc.	STOCK	98389B100	1099	41130	SH	Sole	41130
Xerox Corporation	STOCK	984121103	739	108319	SH	Sole	108319
Xilinx, Inc.	STOCK	983919101	9377	261201	SH	Sole	261201
XL Group Plc	STOCK	G98290102	15613	623012	SH	Sole	623012
Xylem Inc.	STOCK	98419M100	424	15642	SH	Sole	15642
Yahoo! Inc.	STOCK	984332106	5475	275106	SH	Sole	275106
Yum! Brands, Inc.	STOCK	988498101	2645	39829	SH	Sole	39829
Zimmer Holdings, Inc.	STOCK	98956P102	1595	23932	SH	Sole	23932
Zions Bancorporation	STOCK	989701107	368	17203	SH	Sole	17203

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