

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR/A

Initial quarterly Form 13F holdings report filed by institutional managers [amend]

Filing Date: **2013-05-16** | Period of Report: **2013-03-31**
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FILER

HARRIS ASSOCIATES L P

CIK:[813917](#) | IRS No.: **043276558** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **13F-HR/A** | Act: **34** | File No.: **028-02013** | Film No.: **13850975**

Mailing Address

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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: March 31, 2013

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one): [X] is a restatement
[] adds new holdings entries

Institutional Investment Manager Filing this Report:

Name: Harris Associates L.P.
Address: Two North LaSalle Street, Suite 500
Chicago, IL 60602-3790

13F File Number: 28-2013

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: Janet L. Reali
Title: Vice President and General Counsel
Phone: 312-621-0676

Signature, Place, and Date of Signing:
/s/ Janet L. Reali Chicago, IL May 16, 2013

*I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

Report Type (Check only one.):

[] 13F HOLDINGS REPORT.
[] 13F NOTICE
[X] 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

13F File Number	Name
28-5788	Natixis Asset Management Advisors, L.P.*

*Natixis Asset Management Advisors, L.P. ("Natixis Asset Management Advisors") and Harris Associates L.P. ("Harris Associates") share investment discretion for these securities pursuant to a contractual arrangement whereby Natixis Asset Management Advisors provides discretionary investment management services to a client according to a model portfolio provided by Harris Associates. Natixis Asset Management Advisors and Harris Associates are under common control by Natixis Global Asset Management, L.P.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 261
Form 13F Information Table Value Total: 45,033,455.95 (x1000)

List of Other Included Managers:

No.	13F File Number	Name
01	28-5788	Natixis Asset Management Advisors, L.P.

<TABLE>
<CAPTION>

FORM 13F INFORMATION TABLE

-----NAME OF ISSUER-----	-TITLE OF CLASS-	--CUSIP--	VALUE	SHARES/	SH/	PUT/	INVSTMT	-----VOTING AUTHORITY-----			
<S>	<C>	<C>	-X\$1000-	-PRN AMT-	PRN	CALL	DISCRTN	MANAGERS	---SOLE---	---SHARED---	---NONE---
			<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AFLAC INC	COM	001055102	229073	4403560	SH		SOLE		4378160	0	25400
ABBOTT LABS	COM	002824100	1715	48559	SH		SOLE		48559	0	0
ABBVIE INC	COM	00287Y109	1858	45559	SH		SOLE		45559	0	0
ACUITY BRANDS INC	COM	00508Y102	499	7200	SH		SOLE		7200	0	0
ADVANCE AUTO PARTS INC	COM	00751Y106	38901	470676	SH		SOLE		88401	0	382275
ADVANCE AUTO PARTS INC	COM	00751Y106	9192	111218	SH		OTHER	01	0	94300	16918
ALLSTATE CORP	COM	020002101	308	6273	SH		SOLE		6273	0	0
ALTRIA GROUP INC	COM	02209S103	295	8582	SH		SOLE		8582	0	0
AMERICAN INTL GROUP INC	COM NEW	026874784	932861	24030430	SH		SOLE		19762330	0	4268100
AMERICAN INTL GROUP INC	COM NEW	026874784	58458	1505871	SH		OTHER	01	0	1401200	104671
AMGEN INC	COM	031162100	332	3236	SH		SOLE		3236	0	0
APACHE CORP	COM	037411105	1282	16616	SH		SOLE		16616	0	0
APPLE INC	COM	037833100	161922	365819	SH		SOLE		365819	0	0
APPLIED MATLS INC	COM	038222105	878057	65137772	SH		SOLE		47913802	0	17223970
APPLIED MATLS INC	COM	038222105	93582	6942298	SH		OTHER	01	0	5734500	1207798
ARCHER DANIELS MIDLAND CO	COM	039483102	305	9050	SH		SOLE		9050	0	0
ARRIS GROUP INC	COM	04269Q100	77981	4541719	SH		SOLE		4463419	0	78300
ATLAS AIR WORLDWIDE HLDGS IN	COM NEW	049164205	51309	1258800	SH		SOLE		1234700	0	24100
AUTOLIV INC	COM	052800109	172943	2501350	SH		SOLE		799800	0	1701550
AUTOLIV INC	COM	052800109	29089	420730	SH		OTHER	01	0	380850	39880
AUTOMATIC DATA PROCESSING IN	COM	053015103	108759	1672700	SH		SOLE		1668300	0	4400
BP PLC	SPONSORED ADR	055622104	245	5774	SH		SOLE		5774	0	0
BAKER HUGHES INC	COM	057224107	502441	10826131	SH		SOLE		10825231	0	900
BANCO SANTANDER SA	ADR	05964H105	135	19887	SH		SOLE		19887	0	0
BANK OF AMERICA CORPORATION	COM	060505104	842043	69133216	SH		SOLE		69127616	0	5600
BANK NEW YORK MELLON CORP	COM	064058100	144171	5150819	SH		SOLE		5150619	0	200
BARD C R INC	COM	067383109	96517	957700	SH		SOLE		957700	0	0
BAXTER INTL INC	COM	071813109	93066	1281200	SH		SOLE		1280600	0	600
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	8439	54	SH		SOLE		54	0	0
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2524	24218	SH		SOLE		24218	0	0
BLACKROCK INC	COM	09247X101	55512	216100	SH		SOLE		87800	0	128300
BLACKROCK INC	COM	09247X101	9578	37285	SH		OTHER	01	0	31900	5385
BLOUNT INTL INC NEW	COM	095180105	20804	1554823	SH		SOLE		1554823	0	0
BOEING CO	COM	097023105	510869	5950715	SH		SOLE		3887815	0	2062900
BOEING CO	COM	097023105	63975	745192	SH		OTHER	01	0	692700	52492
BORGWARNER INC	COM	099724106	258741	3345499	SH		SOLE		3345499	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	47173	1145261	SH		SOLE		1139663	0	5598
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	173074	6967560	SH		SOLE		6967560	0	0
BRUKER CORP	COM	116794108	96186	5035940	SH		SOLE		5007440	0	28500
CME GROUP INC	COM	12572Q105	84032	1368820	SH		SOLE		139725	0	1229095
CME GROUP INC	COM	12572Q105	22057	359295	SH		OTHER	01	0	304600	54695
CNO FINL GROUP INC	COM	12621E103	16125	1408300	SH		SOLE		1408300	0	0
CVS CAREMARK CORPORATION	COM	126650100	306864	5580360	SH		SOLE		5580360	0	0
CYS INVTS INC	COM	12673A108	671	57142	SH		SOLE		57142	0	0
CALPINE CORP	COM NEW	131347304	164576	7989104	SH		SOLE		7937504	0	51600
CANADIAN NATL RY CO	COM	136375102	226	2250	SH		SOLE		2250	0	0
CAPITAL ONE FINL CORP	COM	14040H105	507428	9234350	SH		SOLE		8081950	0	1152400
CAPITAL ONE FINL CORP	COM	14040H105	18465	336030	SH		OTHER	01	0	285200	50830
CAPITAL SOUTHWEST CORP	COM	140501107	1637	14232	SH		SOLE		14232	0	0
CARMAX INC	COM	143130102	246683	5915666	SH		SOLE		4680887	0	1234779
CARMAX INC	COM	143130102	27162	651369	SH		OTHER	01	0	604200	47169
CARNIVAL CORP	PAIRED CTF	143658300	62208	1813638	SH		SOLE		1807438	0	6200
CARTER INC	COM	146229109	149795	2615600	SH		SOLE		2602700	0	12900
CATERPILLAR INC DEL	COM	149123101	64413	740640	SH		SOLE		285699	0	454941
CATERPILLAR INC DEL	COM	149123101	13016	149658	SH		OTHER	01	0	130100	19558
CELGENE CORP	COM	151020104	609	5258	SH		SOLE		5258	0	0
CENOVUS ENERGY INC	COM	15135U109	808760	26097463	SH		SOLE		26093963	0	3500
CHEVRON CORP NEW	COM	166764100	790	6652	SH		SOLE		6652	0	0
CIMAREX ENERGY CO	COM	171798101	395111	5237422	SH		SOLE		4845622	0	391800
CIMAREX ENERGY CO	COM	171798101	22315	295800	SH		OTHER	01	0	149200	146600
COCA COLA CO	COM	191216100	2104	52040	SH		SOLE		52040	0	0
COMCAST CORP NEW	CL A	20030N101	59863	1425979	SH		SOLE		1424879	0	1100
COMCAST CORP NEW	CL A SPL	20030N200	397944	10044015	SH		SOLE		8320015	0	1724000
COMCAST CORP NEW	CL A SPL	20030N200	19778	499189	SH		OTHER	01	0	422400	76789
COMERICA INC	COM	200340107	3451	96000	SH		SOLE		64800	0	31200
CONAGRA FOODS INC	COM	205887102	1808	50500	SH		SOLE		50500	0	0
CONCHO RES INC	COM	20605P101	155981	1600955	SH		SOLE		1600955	0	0
CONOCOPHILLIPS	COM	20825C104	816	13576	SH		SOLE		13576	0	0
CRANE CO	COM	224399105	15361	274990	SH		SOLE		274990	0	0
CUMMINS INC	COM	231021106	247370	2136000	SH		SOLE		1541700	0	594300
CUMMINS INC	COM	231021106	20163	174104	SH		OTHER	01	0	147800	26304
DANAHER CORP DEL	COM	235851102	392	6300	SH		SOLE		6300	0	0
DELL INC	COM	24702R101	397371	27729975	SH		SOLE		27729975	0	0
DEVON ENERGY CORP NEW	COM	25179M103	917821	16267655	SH		SOLE		15519355	0	748300
DEVON ENERGY CORP NEW	COM	25179M103	33212	588660	SH		OTHER	01	0	308960	279700

DIAGEO P L C	SPON ADR NEW	25243Q205	591605	4701245	SH	SOLE		4698125	0	3120
DIEBOLD INC	COM	253651103	1795	59200	SH	SOLE		46100	0	13100
DISNEY WALT CO	COM DISNEY	254687106	154829	2725871	SH	SOLE		2451573	0	274298
DISNEY WALT CO	COM DISNEY	254687106	4369	76920	SH	OTHER	01	0	64800	12120
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	8058	102337	SH	SOLE		102337	0	0
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	320947	4615285	SH	SOLE		4128630	0	486655
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	24426	351254	SH	OTHER	01	0	175700	175554
DIRECTV	COM	25490A309	417266	7370883	SH	SOLE		7370883	0	0
DOVER CORP	COM	260003108	652709	8955943	SH	SOLE		8943643	0	12300
DRESSER-RAND GROUP INC	COM	261608103	132212	2144212	SH	SOLE		2057647	0	86565
DRESSER-RAND GROUP INC	COM	261608103	11241	182300	SH	OTHER	01	0	182300	0
DU PONT E I DE NEMOURS & CO	COM	263534109	519	10550	SH	SOLE		10550	0	0
EBAY INC	COM	278642103	5834	107595	SH	SOLE		106795	0	800
EMERSON ELEC CO	COM	291011104	12054	215750	SH	SOLE		208350	0	7400
ENCANA CORP	COM	292505104	314264	16149247	SH	SOLE		16139647	0	9600
EQUIFAX INC	COM	294429105	115822	2011150	SH	SOLE		1535650	0	475500
EQUIFAX INC	COM	294429105	22627	392900	SH	OTHER	01	0	189700	203200
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1537	20300	SH	SOLE		11200	0	9100
EXPRESS SCRIPTS HLDG CO	COM	30219G108	574	9962	SH	SOLE		9962	0	0
EXXON MOBIL CORP	COM	30231G102	349266	3875999	SH	SOLE		3048963	0	827036
EXXON MOBIL CORP	COM	30231G102	21597	239675	SH	OTHER	01	0	203500	36175
FAMILY DLR STORES INC	COM	307000109	213201	3610515	SH	SOLE		2809515	0	801000
FAMILY DLR STORES INC	COM	307000109	23698	401314	SH	OTHER	01	0	370500	30814
FEDEX CORP	COM	31428X106	1215261	12375362	SH	SOLE		10807879	0	1567483
FEDEX CORP	COM	31428X106	69273	705430	SH	OTHER	01	0	461087	244343
FIFTH & PAC COS INC	COM	316645100	31530	1670000	SH	SOLE		1670000	0	0
FLOWERVE CORP	COM	34354P105	511604	3050525	SH	SOLE		3042425	0	8100
FOOT LOCKER INC	COM	344849104	216544	6324300	SH	SOLE		6295600	0	28700
FOREST LABS INC	COM	345838106	290569	7638500	SH	SOLE		7609500	0	29000
FRANKLIN RES INC	COM	354613101	672102	4456617	SH	SOLE		3017532	0	1439085
FRANKLIN RES INC	COM	354613101	72564	481162	SH	OTHER	01	0	449100	32062
GENERAL DYNAMICS CORP	COM	369550108	592181	8398540	SH	SOLE		8398540	0	0
GENERAL ELECTRIC CO	COM	369604103	1789	77377	SH	SOLE		77377	0	0
GOLDMAN SACHS GROUP INC	COM	38141G104	285319	1938968	SH	SOLE		1274568	0	664400
GOLDMAN SACHS GROUP INC	COM	38141G104	28482	193560	SH	OTHER	01	0	164200	29360
GOOGLE INC	CL A	38259P508	168095	211698	SH	SOLE		181958	0	29740
GOOGLE INC	CL A	38259P508	6812	8579	SH	OTHER	01	0	7300	1279
GRAINGER W W INC	COM	384802104	225	1000	SH	SOLE		1000	0	0
GREIF INC	CL A	397624107	28289	527575	SH	SOLE		504525	0	23050
GRUPO TELEVIS SA	SPON ADR REP ORD	40049J206	35421	1331118	SH	SOLE		1300818	0	30300
GRUPO TELEVIS SA	SPON ADR REP ORD	40049J206	194	7300	SH	OTHER	01	0	7300	0
HNI CORP	COM	404251100	23257	655300	SH	SOLE		602400	0	52900
HSN INC	COM	404303109	99663	1816676	SH	SOLE		1794576	0	22100
HALLIBURTON CO	COM	406216101	129360	3201200	SH	SOLE		3201200	0	0
HARLEY DAVIDSON INC	COM	412822108	59351	1113534	SH	SOLE		1113534	0	0
HEALTH NET INC	COM	42222G108	161004	5625560	SH	SOLE		4525160	0	1100400
HEALTH NET INC	COM	42222G108	25606	894700	SH	OTHER	01	0	456100	438600
HOME DEPOT INC	COM	437076102	177502	2543735	SH	SOLE		2542935	0	800
HONEYWELL INTL INC	COM	438516106	437	5800	SH	SOLE		5800	0	0
HOSPIRA INC	COM	441060100	213147	6492431	SH	SOLE		6466431	0	26000
HOWARD HUGHES CORP	COM	44267D107	77253	921760	SH	SOLE		911160	0	10600
HUBBELL INC	CL B	443510201	1158	11920	SH	SOLE		11920	0	0
ILLINOIS TOOL WKS INC	COM	452308109	958552	15729433	SH	SOLE		12894767	0	2834666
ILLINOIS TOOL WKS INC	COM	452308109	60990	1000820	SH	OTHER	01	0	921900	78920
INTEL CORP	COM	458140100	1359807	62233739	SH	SOLE		47520539	0	14713200
INTEL CORP	COM	458140100	120661	5522260	SH	OTHER	01	0	4619700	902560
INTERNATIONAL BUSINESS MACHS	COM	459200101	3066	14376	SH	SOLE		14376	0	0
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	121192	1580700	SH	SOLE		1200700	0	380000
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	22794	297300	SH	OTHER	01	0	150800	146500
JPMORGAN CHASE & CO	COM	46625H100	1130686	23823979	SH	SOLE		19321877	0	4502102
JPMORGAN CHASE & CO	COM	46625H100	76475	1611347	SH	OTHER	01	0	1492500	118847
JOHNSON & JOHNSON	COM	478160104	1696	20798	SH	SOLE		20798	0	0
KAPSTONE PAPER & PACKAGING C	COM	48562P103	284	10200	SH	SOLE		10200	0	0
KAYDON CORP	COM	486587108	25137	982678	SH	SOLE		982678	0	0
KELLOGG CO	COM	487836108	412	6400	SH	SOLE		6400	0	0
KENNAMETAL INC	COM	489170100	105226	2695335	SH	SOLE		2695335	0	0
KIMBERLY CLARK CORP	COM	494368103	245	2500	SH	SOLE		2500	0	0
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	853	9500	SH	SOLE		9500	0	0
KOHL'S CORP	COM	500255104	86933	1884520	SH	SOLE		1875620	0	8900
KROGER CO	COM	501044101	298	9000	SH	SOLE		9000	0	0
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	506469	5614955	SH	SOLE		5095755	0	519200
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	36310	402550	SH	OTHER	01	0	210850	191700
LAM RESEARCH CORP	COM	512807108	62465	1506628	SH	SOLE		176500	0	1330128
LAM RESEARCH CORP	COM	512807108	15846	382209	SH	OTHER	01	0	324400	57809
LEAR CORP	COM NEW	521865204	257206	4687554	SH	SOLE		4687554	0	0
LEGGETT & PLATT INC	COM	524660107	223686	6621853	SH	SOLE		6608303	0	13550
LIBERTY GLOBAL INC	COM SER A	530555101	398	5425	SH	SOLE		5425	0	0
LIBERTY INTERACTIVE CORP	INT COM SER A	53071M104	442027	20674770	SH	SOLE		20579670	0	95100
LILLY ELI & CO	COM	532457108	329	5800	SH	SOLE		5800	0	0
LIVE NATION ENTERTAINMENT IN	COM	538034109	130916	10583325	SH	SOLE		8008525	0	2574800
LIVE NATION ENTERTAINMENT IN	COM	538034109	26273	2123900	SH	OTHER	01	0	1090900	1033000
MB FINANCIAL INC NEW	COM	552640108	236	9769	SH	SOLE		9769	0	0
MARRIOTT INTL INC NEW	CL A	571903202	104393	2472018	SH	SOLE		217418	0	2254600
MARRIOTT INTL INC NEW	CL A	571903202	27864	659804	SH	OTHER	01	0	559400	100404
MASTERCARD INC	CL A	57636Q104	1379356	2549028	SH	SOLE		2047858	0	501170

MASTERCARD INC	CL A	57636Q104	106953	197647	SH	OTHER	01	0	142820	54827
MCDONALDS CORP	COM	580135101	184945	1855204	SH	SOLE		1374104	0	481100
MCDONALDS CORP	COM	580135101	13988	140313	SH	OTHER	01	0	118900	21413
MCGRAW HILL COS INC	COM	580645109	417	8000	SH	SOLE		8000	0	0
MEDTRONIC INC	COM	585055106	582804	12410651	SH	SOLE		11728551	0	682100
MEDTRONIC INC	COM	585055106	9282	197652	SH	OTHER	01	0	168700	28952
MERCK & CO INC NEW	COM	58933Y105	74532	1685103	SH	SOLE		1685103	0	0
MICROSOFT CORP	COM	594918104	183956	6429772	SH	SOLE		6429472	0	300
MILLER HERMAN INC	COM	600544100	27979	1011174	SH	SOLE		1011174	0	0
MOLEX INC	CL A	608554200	3599	149212	SH	SOLE		101512	0	47700
NATIONAL OILWELL VARCO INC	COM	637071101	414287	5855640	SH	SOLE		3818740	0	2036900
NATIONAL OILWELL VARCO INC	COM	637071101	53856	761222	SH	OTHER	01	0	711400	49822
NEWFIELD EXPL CO	COM	651290108	158795	7082738	SH	SOLE		7058638	0	24100
NIKE INC	CL B	654106103	30213	512000	SH	SOLE		47100	0	464900
NIKE INC	CL B	654106103	9245	156670	SH	OTHER	01	0	133900	22770
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	247	10200	SH	SOLE		10200	0	0
NORTHERN TR CORP	COM	665859104	1219	22350	SH	SOLE		22350	0	0
NORTHROP GRUMMAN CORP	COM	666807102	420128	5989000	SH	SOLE		5988400	0	600
OMNICARE INC	COM	681904108	309923	7611087	SH	SOLE		7574787	0	36300
OMNICOM GROUP INC	COM	681919106	241891	4106804	SH	SOLE		3263204	0	843600
OMNICOM GROUP INC	COM	681919106	14525	246597	SH	OTHER	01	0	209000	37597
ORACLE CORP	COM	68389X105	1205466	37274763	SH	SOLE		31181263	0	6093500
ORACLE CORP	COM	68389X105	102960	3183684	SH	OTHER	01	0	2252400	931284
PARKER HANNIFIN CORP	COM	701094104	549545	6000707	SH	SOLE		5606207	0	394500
PARKER HANNIFIN CORP	COM	701094104	10490	114546	SH	OTHER	01	0	97000	17546
PATTERSON UTI ENERGY INC	COM	703481101	41968	1760400	SH	SOLE		1760400	0	0
PENN NATL GAMING INC	COM	707569109	227555	4180694	SH	SOLE		4031694	0	149000
PENN NATL GAMING INC	COM	707569109	19132	351500	SH	OTHER	01	0	351500	0
PEPSICO INC	COM	713448108	1505	19029	SH	SOLE		19029	0	0
PFIZER INC	COM	717081103	1241	43017	SH	SOLE		43017	0	0
PHARMERICA CORP	COM	71714F104	11119	794231	SH	SOLE		794231	0	0
PHILIP MORRIS INTL INC	COM	718172109	560138	6041827	SH	SOLE		6041827	0	0
PHILLIPS 66	COM	718546104	423	6050	SH	SOLE		6050	0	0
PLUM CREEK TIMBER CO INC	COM	729251108	355	6800	SH	SOLE		6800	0	0
PRINCIPAL FINL GROUP INC	COM	74251V102	327991	9638300	SH	SOLE		9599700	0	38600
PROCTER & GAMBLE CO	COM	742718109	3397	44085	SH	SOLE		44085	0	0
QUALCOMM INC	COM	747525103	228	3400	SH	SOLE		3400	0	0
QUEST DIAGNOSTICS INC	COM	74834L100	289385	5126400	SH	SOLE		5123700	0	2700
RANGE RES CORP	COM	75281A109	304427	3756500	SH	SOLE		3755900	0	600
ROCKWELL AUTOMATION INC	COM	773903109	538591	6237300	SH	SOLE		5615700	0	621600
ROCKWELL AUTOMATION INC	COM	773903109	14696	170193	SH	OTHER	01	0	145300	24893
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	262	4022	SH	SOLE		4022	0	0
SCHLUMBERGER LTD	COM	806857108	292	3900	SH	SOLE		3900	0	0
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	387327	6020000	SH	SOLE		6019800	0	200
SNAP ON INC	COM	833034101	291324	3522660	SH	SOLE		2846860	0	675800
SNAP ON INC	COM	833034101	43099	521150	SH	OTHER	01	0	254350	266800
STAPLES INC	COM	855030102	174152	12967400	SH	SOLE		12967400	0	0
STARBUCKS CORP	COM	855244109	1259	22100	SH	SOLE		22100	0	0
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	452541	7100914	SH	SOLE		4840093	0	2260821
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	54723	858677	SH	OTHER	01	0	826800	31877
STATE STR CORP	COM	857477103	167644	2837100	SH	SOLE		2821500	0	15600
TD AMERITRADE HLDG CORP	COM	87236Y108	260967	12656010	SH	SOLE		12579610	0	76400
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	330146	6002650	SH	SOLE		5135250	0	867400
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	13767	250307	SH	OTHER	01	0	212100	38207
TELEDYNE TECHNOLOGIES INC	COM	879360105	94124	1199950	SH	SOLE		1199950	0	0
TENET HEALTHCARE CORP	COM NEW	88033G407	321854	6764486	SH	SOLE		5514911	0	1249575
TENET HEALTHCARE CORP	COM NEW	88033G407	47906	1006850	SH	OTHER	01	0	493825	513025
TEXAS INSTRS INC	COM	882508104	741990	20912911	SH	SOLE		17929111	0	2983800
TEXAS INSTRS INC	COM	882508104	53291	1502005	SH	OTHER	01	0	933800	568205
THERMO FISHER SCIENTIFIC INC	COM	883556102	895	11698	SH	SOLE		11698	0	0
THOR INDS INC	COM	885160101	7119	193494	SH	SOLE		193494	0	0
3M CO	COM	88579Y101	165455	1556346	SH	SOLE		1556346	0	0
TIFFANY & CO NEW	COM	886547108	386616	5559614	SH	SOLE		3656644	0	1902970
TIFFANY & CO NEW	COM	886547108	50074	720080	SH	OTHER	01	0	682100	37980
TIME WARNER INC	COM NEW	887317303	3903	67733	SH	SOLE		66533	0	1200
TORCHMARK CORP	COM	891027104	19231	321596	SH	SOLE		308246	0	13350
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	79786	777340	SH	SOLE		333650	0	443690
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	13249	129087	SH	OTHER	01	0	109500	19587
TRIUMPH GROUP INC NEW	COM	896818101	159106	2026825	SH	SOLE		1947025	0	79800
TRIUMPH GROUP INC NEW	COM	896818101	12144	154700	SH	OTHER	01	0	154700	0
US BANCORP DEL	COM NEW	902973304	9252	272667	SH	SOLE		272667	0	0
ULTRA PETROLEUM CORP	COM	903914109	15393	765800	SH	SOLE		728400	0	37400
UNILEVER PLC	SPON ADR NEW	904767704	255492	6048570	SH	SOLE		6041570	0	7000
UNILEVER N V	N Y SHS NEW	904784709	287	6989	SH	SOLE		6989	0	0
UNION PAC CORP	COM	907818108	143543	1007958	SH	SOLE		765258	0	242700
UNION PAC CORP	COM	907818108	27072	190100	SH	OTHER	01	0	96900	93200
UNITEDHEALTH GROUP INC	COM	91324P102	836914	14628800	SH	SOLE		14628400	0	400
VARIAN MED SYS INC	COM	92220P105	332691	4620715	SH	SOLE		4620715	0	0
VIACOM INC NEW	CL B	92553P201	35126	571344	SH	SOLE		565044	0	6300
VISA INC	COM CL A	92826C839	551682	3248247	SH	SOLE		2139937	0	1108310
VISA INC	COM CL A	92826C839	65110	383361	SH	OTHER	01	0	360600	22761
WMS INDS INC	COM	929297109	9348	370800	SH	SOLE		370800	0	0
WAL-MART STORES INC	COM	931142103	154148	2059979	SH	SOLE		2059279	0	700
WALGREEN CO	COM	931422109	968	20300	SH	SOLE		20300	0	0
WALTER ENERGY INC	COM	93317Q105	122794	4308571	SH	SOLE		4308571	0	0

WELLS FARGO & CO NEW	COM	949746101	995443	26911141	SH	SOLE		19639000	0	7272141
WELLS FARGO & CO NEW	COM	949746101	92736	2507057	SH	OTHER	01	0	2324400	182657
AON PLC	SHS CL A	G0408V102	109380	1778540	SH	SOLE		1778540	0	0
COVIDIEN PLC	SHS	G2554F113	210132	3097459	SH	SOLE		3096059	0	1400
DELPHI AUTOMOTIVE PLC	SHS	G27823106	583160	13134227	SH	SOLE		9933827	0	3200400
DELPHI AUTOMOTIVE PLC	SHS	G27823106	56244	1266763	SH	OTHER	01	0	1184500	82263
SIGNET JEWELERS LIMITED	SHS	G81276100	127911	1909120	SH	SOLE		1864520	0	44600
SIGNET JEWELERS LIMITED	SHS	G81276100	663	9900	SH	OTHER	01	0	9900	0
UTI WORLDWIDE INC	ORD	G87210103	1344	92800	SH	SOLE		50900	0	41900
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	545349	13809800	SH	SOLE		13494700	0	315100
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	3021	76500	SH	OTHER	01	0	76500	0
TE CONNECTIVITY LTD	REG SHS	H84989104	1060242	25286008	SH	SOLE		24168250	0	1117758
TE CONNECTIVITY LTD	REG SHS	H84989104	38215	911400	SH	OTHER	01	0	450400	461000
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	359356	7647500	SH	SOLE		7471900	0	175600
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2016	42900	SH	OTHER	01	0	42900	0
ORBOTECH LTD	ORD	M75253100	56666	5621598	SH	SOLE		4132800	0	1488798

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