

# SECURITIES AND EXCHANGE COMMISSION

## FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**  
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### FILER

#### **RICHARDS & TIERNEY INC/IL**

CIK: **1058021** | IRS No.: **363293941** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
Type: **13F-HR** | Act: **34** | File No.: **028-07062** | Film No.: **04969867**

Mailing Address  
*111 WEST JACKSON BLVD  
14TH FLOOR  
CHICAGO IL 60604*

Business Address  
*111 WEST JACKSON BLVD  
14TH FL  
CHICAGO IL 60604  
3124611100*

<TABLE>

NAME OF ISSUER	-TITLE OF CLASS- <C>	--CUSIP--	VALUE	SHARES/	SH/	PUT/	INVTMT	-----VOTING AUTHORITY-----			
			X\$1000	PRN	AMT	PRN	CALL	DISCRETN	-MANAGERS-	SOLE	SHARED
D EXXON MOBIL CORP	COM	30231G10	10170	229000	SH		SOLE		229000		
D PROCTER & GAMBLE CO	COM	74271810	6255	114900	SH		SOLE		114900		
D GENERAL ELECTRIC CO	COM	36960410	5890	181800	SH		SOLE		181800		
D CITIGROUP INC	COM	17296710	5775	124200	SH		SOLE		124200		
D PFIZER INC	COM	71708110	5262	153500	SH		SOLE		153500		
D CHEVRONTEXACO CORP	COM	16676410	5204	55300	SH		SOLE		55300		
D BANK AMER CORP	COM	06050510	4654	55000	SH		SOLE		55000		
D JOHNSON & JOHNSON	COM	47816010	4205	75500	SH		SOLE		75500		
D SBC COMMUNICATIONS INC	COM	78387G10	3970	163700	SH		SOLE		163700		
D AMERICAN INTL GROUP	COM	02687410	3942	55300	SH		SOLE		55300		
D ALTRIA GROUP INC	COM	02209S10	3939	78700	SH		SOLE		78700		
D WAL MART STORES INC	COM	93114210	3472	65800	SH		SOLE		65800		
D INTEL CORP	COM	45814010	3017	109300	SH		SOLE		109300		
D MERCK & CO INC	COM	58933110	2864	60300	SH		SOLE		60300		
D J P MORGAN CHASE & CO	COM	46625H10	2617	67492	SH		SOLE		67492		
D COCA COLA CO	COM	19121610	2600	51500	SH		SOLE		51500		
D VERIZON COMMUNICATIONS	COM	92343V10	2512	69400	SH		SOLE		69400		
D CONOCOPHILLIPS	COM	20825C10	2296	30100	SH		SOLE		30100		
D MICROSOFT CORP	COM	59491810	2179	76300	SH		SOLE		76300		
D SOUTHERN CO	COM	84258710	2148	73700	SH		SOLE		73700		
D WELLS FARGO & CO NEW	COM	94974610	2123	37100	SH		SOLE		37100		
D GENERAL MTRS CORP	COM	37044210	2106	45200	SH		SOLE		45200		
D CISCO SYS INC	COM	17275R10	1811	76400	SH		SOLE		76400		
D LILLY ELI & CO	COM	53245710	1811	25900	SH		SOLE		25900		
D WACHOVIA CORP 2ND NEW	COM	92990310	1798	40400	SH		SOLE		40400		
D PEPSICO INC	COM	71344810	1724	32000	SH		SOLE		32000		
D TYCO INTL LTD NEW	COM	90212410	1723	52000	SH		SOLE		52000		
D TIME WARNER INC	COM	88731710	1609	91500	SH		SOLE		91500		
D UNITED PARCEL SVC CL-B	COM	91131210	1586	21100	SH		SOLE		21100		
D INTL BUSINESS MACHINES	COM	45920010	1560	17700	SH		SOLE		17700		
D BELL SOUTH CORP	COM	07986010	1466	55900	SH		SOLE		55900		
D MOTOROLA INC	COM	62007610	1447	79300	SH		SOLE		79300		
D 3M CO	COM	88579Y10	1422	15800	SH		SOLE		15800		
D FORD MTR CO NEW	COM	34537086	1297	82900	SH		SOLE		82900		
D U S BANCORP DEL	COM	90297330	1287	46700	SH		SOLE		46700		
D WRIGLEY WM JR CO	COM	98252610	1192	18900	SH		SOLE		18900		
D CONSOLIDATED EDISON	COM	20911510	1165	29300	SH		SOLE		29300		
D REGIONS FINANCIAL CO	COM	7591EP10	1163	31600	SH		SOLE		31600		
D ST PAUL TRAVELERS INC	COM	79286010	1159	28600	SH		SOLE		28600		
D AT&T WIRELESS SVCS INC	COM	00209A10	1154	80600	SH		SOLE		80600		
D ALLSTATE CORP	COM	02000210	1145	24600	SH		SOLE		24600		
D HEWLETT PACKARD CO	COM	42823610	1114	52800	SH		SOLE		52800		
D KIMBERLY CLARK CORP	COM	49436810	1107	16800	SH		SOLE		16800		
D FEDERAL NATL MTG ASSN	COM	31358610	1092	15300	SH		SOLE		15300		
D JEFFERSON PILOT CORP	COM	47507010	1087	21400	SH		SOLE		21400		
D QUALCOMM INC	COM	74752510	1073	14700	SH		SOLE		14700		
D HOME DEPOT INC	COM	43707610	1060	30100	SH		SOLE		30100		
D COMCAST CORP NEW-CL A	COM	20030N10	1054	37500	SH		SOLE		37500		
D YAHOO INC	COM	98433210	1034	28400	SH		SOLE		28400		
D EBAY INC	COM	27864210	956	10400	SH		SOLE		10400		
D ABBOTT LABS	COM	00282410	921	22600	SH		SOLE		22600		
D DAIMLERCHRYSLER AG	COM	D1668R12	918	19500	SH		SOLE		19500		
D MORGAN STANLEY	COM	61744644	913	17300	SH		SOLE		17300		
D DOW CHEMICAL CO	COM	26054310	912	22400	SH		SOLE		22400		
D MERRILL LYNCH & CO INC	COM	59018810	896	16600	SH		SOLE		16600		
D AT&T CORP	COM	00195750	892	61000	SH		SOLE		61000		
D GENUINE PARTS CO	COM	37246010	889	22400	SH		SOLE		22400		
D DUKE ENERGY CORP	COM	26439910	826	40700	SH		SOLE		40700		
D ALLTEL CORP	COM	02003910	795	15700	SH		SOLE		15700		
D AMERICAN EXPRESS CO	COM	02581610	776	15100	SH		SOLE		15100		
D UNITEDHEALTH GROUP INC	COM	91324P10	772	12400	SH		SOLE		12400		
D VIACOM INC NON-VTG-B	COM	92552430	764	21400	SH		SOLE		21400		
D SCHLUMBERGER LTD	COM	80685710	762	12000	SH		SOLE		12000		
D BOEING CO	COM	09702310	756	14800	SH		SOLE		14800		
D NEXTEL COMMUNCTNS CL-A	COM	65332V10	741	27800	SH		SOLE		27800		
D SPRINT CORP	COM	85206110	741	42100	SH		SOLE		42100		
D DU PONT E I DE NEMOURS	COM	26353410	733	16500	SH		SOLE		16500		
D BRISTOL MYERS SQUIBB	COM	11012210	720	29400	SH		SOLE		29400		
D UNITED TECHNOLOGIES	COM	91301710	695	7600	SH		SOLE		7600		
D ALCOA INC	COM	01381710	687	20800	SH		SOLE		20800		
D NORTHROP GRUMMAN CORP	COM	66680710	671	12500	SH		SOLE		12500		
D ERICSSON L M TEL CO	COM	29482160	670	22400	SH		SOLE		22400		
D GOLDMAN SACHS GROUP	COM	38141G10	669	7100	SH		SOLE		7100		
D DISNEY WALT CO	COM	25468710	660	25900	SH		SOLE		25900		
D CATERPILLAR INC	COM	14912310	643	8100	SH		SOLE		8100		
D METLIFE INC	COM	59156R10	642	17900	SH		SOLE		17900		
D PRUDENTIAL FINL INC	COM	74432010	637	13700	SH		SOLE		13700		
D SARA LEE CORP	COM	80311110	621	27000	SH		SOLE		27000		
D BOSTON SCIENTIFIC CORP	COM	10113710	595	13900	SH		SOLE		13900		

D TEXAS GENCO HLDGS INC	COM	88244310	586	13000SH	SOLE	13000
D MCDONALDS CORP	COM	58013510	577	22200SH	SOLE	22200
D HSBC HLDGS PLC	COM	40428040	577	7700SH	SOLE	7700
D WASHINGTON MUTUAL INC	COM	93932210	572	14800SH	SOLE	14800
D EXELON CORP	COM	30161N10	566	17000SH	SOLE	17000
D FED HOME LOAN MTG CORP	COM	31340030	557	8800SH	SOLE	8800
D TARGET CORP	COM	87612E10	556	13100SH	SOLE	13100
D AVON PRODS INC	COM	05430310	540	11700SH	SOLE	11700
D GILLETTE CO	COM	37576610	538	12700SH	SOLE	12700
D BIOGEN IDEC INC	COM	09062X10	531	8400SH	SOLE	8400
D TOTAL S A	COM	89151E10	528	5500SH	SOLE	5500
D TEXAS INSTRUMENTS INC	COM	88250810	522	21600SH	SOLE	21600
D MBNA CORP	COM	55262L10	521	20200SH	SOLE	20200
D OCCIDENTAL PETROLEUM	COM	67459910	518	10700SH	SOLE	10700
D HONEYWELL INTL INC	COM	43851610	513	14000SH	SOLE	14000
D LOWES COS INC	COM	54866110	510	9700SH	SOLE	9700
D DELL INC	COM	24702R10	509	14200SH	SOLE	14200
D CENDANT CORP	COM	15131310	504	20600SH	SOLE	20600
D SYMANTEC CORP	COM	87150310	503	11500SH	SOLE	11500
D BURLINGTON RESOURCES	COM	12201410	499	13800SH	SOLE	13800
D GENERAL DYNAMICS CORP	COM	36955010	497	5000SH	SOLE	5000
D COUNTRYWIDE FINANCIAL	COM	22237210	492	7000SH	SOLE	7000
D AMEREN CORP	COM	02360810	490	11400SH	SOLE	11400
D BB&T CORP	COM	05493710	488	13200SH	SOLE	13200
D GENENTECH INC NEW	COM	36871040	478	8500SH	SOLE	8500
D STRYKER CORP	COM	86366710	473	8600SH	SOLE	8600
D DEVON ENERGY CORP NEW	COM	25179M10	469	7100SH	SOLE	7100
D CARNIVAL CORP PRD CTF	COM	14365830	465	9900SH	SOLE	9900
D CINCINNATI FINL CORP	COM	17206210	464	10660SH	SOLE	10660
D ZIMMER HOLDINGS	COM	98956P10	459	5200SH	SOLE	5200
D HERSHEY FOODS CORP	COM	42786610	458	9900SH	SOLE	9900
D DOMINION RES VA NEW	COM	25746U10	442	7000SH	SOLE	7000
D ILLINOIS TOOL WKS INC	COM	45230810	441	4600SH	SOLE	4600
D KMART HOLDING CORP	COM	49878010	431	6000SH	SOLE	6000
D WYETH	COM	98302410	416	11500SH	SOLE	11500
D HARTFORD FINL SVCS	COM	41651510	412	6000SH	SOLE	6000
D PG&E CORP	COM	69331C10	397	14200SH	SOLE	14200
D PETROCHINA CO LTD	COM	71646E10	389	8400SH	SOLE	8400
D EMERSON ELECTRIC CO	COM	29101110	388	6100SH	SOLE	6100
D UNION PACIFIC CORP	COM	90781810	386	6500SH	SOLE	6500
D ERIE INDTY CO CL-A	COM	29530P10	384	8200SH	SOLE	8200
D ANHEUSER BUSCH COS INC	COM	03522910	383	7100SH	SOLE	7100
D MARATHON OIL CORP	COM	56584910	378	10000SH	SOLE	10000
D NATIONAL CITY CORP	COM	63540510	378	10800SH	SOLE	10800
D WALGREEN CO	COM	93142210	373	10300SH	SOLE	10300
D DEERE & CO	COM	24419910	372	5300SH	SOLE	5300
D MEDTRONIC INC	COM	58505510	370	7600SH	SOLE	7600
D FIRSTENERGY CORP	COM	33793210	367	9800SH	SOLE	9800
D WEYERHAEUSER CO	COM	96216610	366	5800SH	SOLE	5800
D MICRON TECHNOLOGY INC	COM	59511210	363	23700SH	SOLE	23700
D AMERICAN ELEC PWR INC	COM	02553710	362	11300SH	SOLE	11300
D EMC CORP MASS	COM	26864810	361	31700SH	SOLE	31700
D CORNING INC	COM	21935010	360	27600SH	SOLE	27600
D INTL PAPER CO	COM	46014610	358	8000SH	SOLE	8000
D ALCON INC	COM	H0130110	354	4500SH	SOLE	4500
D APPLIED MATERIALS INC	COM	03822210	347	17700SH	SOLE	17700
D CLEAR CHANNEL COMM	COM	18450210	340	9200SH	SOLE	9200
D SUNTRUST BANKS INC	COM	86791410	338	5200SH	SOLE	5200
D ENTERGY CORP NEW	COM	29364G10	336	6000SH	SOLE	6000
D GOLDEN WEST FINL CORP	COM	38131710	330	3100SH	SOLE	3100
D APACHE CORP	COM	03741110	327	7500SH	SOLE	7500
D MERCANTILE BANKSHARES	COM	58740510	323	6900SH	SOLE	6900
D CAPITAL ONE FINL CORP	COM	14040H10	321	4700SH	SOLE	4700
D WELLPOINT HLTH NTWK	COM	94973H10	314	2800SH	SOLE	2800
D GAP INC	COM	36476010	313	12900SH	SOLE	12900
D NATIONAL SEMICONDUCTOR	COM	63764010	310	14100SH	SOLE	14100
D JUNIPER NETWORKS	COM	48203R10	310	12600SH	SOLE	12600
D LOCKHEED MARTIN CORP	COM	53983010	307	5900SH	SOLE	5900
D CVS CORP	COM	12665010	307	7300SH	SOLE	7300
D TXU CORP	COM	87316810	304	7500SH	SOLE	7500
D HCA INC	COM	40411910	304	7300SH	SOLE	7300
D MITSUBISHI TOKYO FINL	COM	60681610	304	32400SH	SOLE	32400
D BROADCOM CORP CL-A	COM	11132010	303	6500SH	SOLE	6500
D APPLE COMPUTER INC	COM	03783310	303	9300SH	SOLE	9300
D FEDEX CORP	COM	31428X10	302	3700SH	SOLE	3700
D KEYCORP NEW	COM	49326710	302	10100SH	SOLE	10100
D LEHMAN BROS HLDGS INC	COM	52490810	301	4000SH	SOLE	4000
D AMGEN	COM	03116210	300	5500SH	SOLE	5500
D GEORGIA PACIFIC CORP	COM	37329810	300	8100SH	SOLE	8100
D ANADARKO PETROLEUM	COM	03251110	299	5100SH	SOLE	5100
D BURLINGTON NRTHN SANTA	COM	12189T10	295	8400SH	SOLE	8400
D RESEARCH IN MOTION LTD	COM	76097510	294	4300SH	SOLE	4300
D CARDINAL HEALTH INC	COM	14149Y10	294	4200SH	SOLE	4200
D ENEL SOCIETA PER AZION	COM	29265W10	290	7200SH	SOLE	7200
D AUTOMATIC DATA PROCESS	COM	05301510	289	6900SH	SOLE	6900

D ARCHER DANIELS MIDLAND	COM	03948310	287	17100SH	SOLE	17100
D PNC FINANCIAL CORP	COM	69347510	287	5400SH	SOLE	5400
D FIFTH THIRD BANCORP	COM	31677310	285	5300SH	SOLE	5300
D ACE LTD	COM	G0070K10	283	6700SH	SOLE	6700
D NEWMONT MNG CORP	COM	65163910	283	7300SH	SOLE	7300
D PROGRESS ENERGY INC	COM	74326310	278	6300SH	SOLE	6300
D BAXTER INTL INC	COM	07181310	276	8000SH	SOLE	8000
D FPL GROUP INC	COM	30257110	275	4300SH	SOLE	4300
D SEARS ROEBUCK & CO	COM	81238710	272	7200SH	SOLE	7200
D WASTE MGMT INC DEL	COM	94106L10	270	8800SH	SOLE	8800
D ANTHEM INC	COM	03674B10	269	3000SH	SOLE	3000
D INGERSOLL-RAND CO LTD	COM	G4776G10	266	3900SH	SOLE	3900
D VALERO ENERGY CORP NEW	COM	91913Y10	266	3600SH	SOLE	3600
D SYSCO CORP	COM	87182910	265	7400SH	SOLE	7400
D CONAGRA INC	COM	20588710	265	9800SH	SOLE	9800
D AETNA INC NEW	COM	00817Y10	264	3100SH	SOLE	3100
D ADVANCED MICRO DEVICES	COM	00790310	262	16500SH	SOLE	16500
D COCA COLA ENTERPRISES	COM	19121910	261	9000SH	SOLE	9000
D SCHERING PLOUGH CORP	COM	80660510	259	14000SH	SOLE	14000
D AVAYA INC	COM	05349910	257	16300SH	SOLE	16300
D STARBUCKS CORP	COM	85524410	257	5900SH	SOLE	5900
D KELLOGG CO	COM	48783610	251	6000SH	SOLE	6000
D AFLAC INC	COM	00105510	249	6100SH	SOLE	6100
D GANNETT INC	COM	36473010	246	2900SH	SOLE	2900
D COLGATE PALMOLIVE CO	COM	19416210	245	4200SH	SOLE	4200
D BANK NOVA SCOTIA HALFX	COM	06414910	245	9100SH	SOLE	9100
D LUCENT TECHNOLOGIES	COM	54946310	244	64600SH	SOLE	64600
D ALBERTSONS INC	COM	01310410	244	9200SH	SOLE	9200
D PUBLIC SVC ENTERPRISE	COM	74457310	240	6000SH	SOLE	6000
D MEDCO HEALTH SOLUTIONS	COM	58405U10	240	6400SH	SOLE	6400
D BANK OF NEW YORK INC	COM	06405710	239	8100SH	SOLE	8100
D APOLLO GROUP CL-A	COM	03760410	238	2700SH	SOLE	2700
D EDISON INTL	COM	28102010	238	9300SH	SOLE	9300
D AMERADA HESS CORP	COM	02355110	238	3000SH	SOLE	3000
D RAYTHEON CO NEW	COM	75511150	236	6600SH	SOLE	6600
D FIRST DATA CORP	COM	31996310	236	5300SH	SOLE	5300
D UNOCAL CORP	COM	91528910	236	6200SH	SOLE	6200
D FOREST LABS INC	COM	34583810	232	4100SH	SOLE	4100
D TRANSOCEAN SEDCO FOREX	COM	G9007810	229	7900SH	SOLE	7900
D INTL GAME TECHNOLOGY	COM	45990210	228	5900SH	SOLE	5900
D PHELPS DODGE CORP	COM	71726510	225	2900SH	SOLE	2900
D KERR MCGEE CORP	COM	49238610	224	4175SH	SOLE	4175
D EQUITY OFFICE PPTYS	COM	29474110	220	8100SH	SOLE	8100
D COMPUTER SCIENCES CORP	COM	20536310	218	4700SH	SOLE	4700
D ELECTRONIC ARTS	COM	28551210	218	4000SH	SOLE	4000
D DANAHER CORP	COM	23585110	218	4200SH	SOLE	4200
D ELECTRONIC DATA SYS NW	COM	28566110	216	11300SH	SOLE	11300
D FEDERATED DEPT STORES	COM	31410H10	216	4400SH	SOLE	4400
D CANADIAN IMPERIAL BK	COM	13606910	215	4400SH	SOLE	4400
D JOHNSON CONTROLS INC	COM	47836610	214	4000SH	SOLE	4000
D SEMPRA ENERGY	COM	81685110	213	6200SH	SOLE	6200
D COMPUTER ASSOC INTL	COM	20491210	213	7600SH	SOLE	7600
D KROGER CO	COM	50104410	213	11700SH	SOLE	11700
D TOYOTA MOTOR CORP	COM	89233130	212	2600SH	SOLE	2600
D FORTUNE BRANDS	COM	34963110	211	2800SH	SOLE	2800
D XCEL ENERGY INC	COM	98389B10	209	12500SH	SOLE	12500
D BEST BUY INC	COM	08651610	208	4100SH	SOLE	4100
D MANULIFE FINL CORP	COM	56501R10	207	5111SH	SOLE	5111
D MAY DEPT STORES CO	COM	57777810	206	7500SH	SOLE	7500
D SAP AKTIENGESELLSCHAFT	COM	80305420	205	4900SH	SOLE	4900
D CHUBB CORP	COM	17123210	205	3000SH	SOLE	3000
D NIKE INC CL-B	COM	65410610	205	2700SH	SOLE	2700
D BARD C R INC	COM	06738310	204	3600SH	SOLE	3600
D STAPLES INC	COM	85503010	203	6900SH	SOLE	6900
D MASCO CORP	COM	57459910	203	6500SH	SOLE	6500
D STATE STREET CORP	COM	85747710	201	4100SH	SOLE	4100
S REPORT SUMMARY	230 DATA RECORDS		196450		0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED	

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