

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-15** | Period of Report: **2012-12-31**
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FILER

EVERENCE CAPITAL MANAGEMENT INC

CIK: [1056825](#) | IRS No.: **356038806** | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-06988** | Film No.: **13530649**

Mailing Address
*PO BOX 483
GOSHEN IN 46527*

Business Address
*1110 NORTH MAIN STREET
GOSHEN IN 46528
5745339511*

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: Everence Capital Management, Inc.
Address: 1110 North Main Street
Goshen
Indiana 46528

13F File Number: 28-6988

Person Signing this Report on Behalf of Reporting Manager:

Name: Larry D. Miller
Title: President
Phone: 574/533-9511

Signature, Place, and Date of Signing:

/s/ Larry D. Miller Goshen, IN January 15, 2013
[Signature] [City, State] Date]

Report Type (Check only one.):

13F HOLDINGS REPORT.
 13F NOTICE.
 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: -0-

Form 13F Information Table Entry Total: 252

Form 13F Information Table Value Total: \$ 208,411
(thousands)

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3M Co	Common	88579Y101	1896	20425	SH	Sole	20425
Abbott Laboratories	Common	002824100	2453	37452	SH	Sole	37452
Accenture PLC	Common	G1151C101	941	14152	SH	Sole	14152
Ace Limited	Common	H0023R105	353	4420	SH	Sole	4420
Adobe Systems Inc	Common	00724F101	395	10491	SH	Sole	10491
AES Corp	Common	00130H105	127	11874	SH	Sole	11874
Aetna Inc	Common	00817Y108	387	8358	SH	Sole	8358

AFLAC Inc	Common	001055102	388	7304	SH	Sole	7304
Agilent Technologies Inc	Common	00846U101	237	5785	SH	Sole	5785
AGL Resources Inc.	Common	001204106	426	10653	SH	Sole	10653
Air Products & Chemicals Inc	Common	009158106	753	8961	SH	Sole	8961
Akamai Technologies, Inc.	Common	00971T101	2	5069	SH	Sole	5069
Alexion Pharmaceuticals Inc	Common	015351109	54	5765	SH	Sole	5765
Allergan Inc	Common	018490102	571	6228	SH	Sole	6228
Allstate Corp	Common	020002101	351	8739	SH	Sole	8739
Altera Corporation	Common	021441100	2	5948	SH	Sole	5948
Amazon.com Inc	Common	023135106	1981	7896	SH	Sole	7896
American Express	Common	025816109	1722	29951	SH	Sole	29951
American International Group	Common	026874784	674	19096	SH	Sole	19096
American Tower Corp	Common	03027X100	819	10594	SH	Sole	10594
Ameriprise Financial Inc	Common	03076C106	228	3636	SH	Sole	3636
Amgen Inc	Common	031162100	1634	18952	SH	Sole	18952
Amphenol Corp	Common	032095101	328	5073	SH	Sole	5073
Analog Devices	Common	032654105	4	9534	SH	Sole	9534
Aon	Common	G0408V102	481	8643	SH	Sole	8643
Apache Corp	Common	037411105	695	8852	SH	Sole	8852
Apple Inc	Common	037833100	1	20152	SH	Sole	20152
Applied Materials	Common	038222105	258	22547	SH	Sole	22547
AT&T Inc	Common	00206R102	2937	87119	SH	Sole	87119
Autodesk Inc	Common	052769106	251	7096	SH	Sole	7096
Automatic Data Processing	Common	053015103	627	11012	SH	Sole	11012
Bank of America Corp	Common	060505104	2938	253051	SH	Sole	253051
Baxter International Inc	Common	071813109	787	11801	SH	Sole	11801
BB&T Corp	Common	054937107	294	10104	SH	Sole	10104
Berkshire Hathaway	Common	084670702	266	29653	SH	Sole	29653
Biogen Idec Inc	Common	09062X103	866	5919	SH	Sole	5919
Blackrock, Inc	Common	09247X101	943	4563	SH	Sole	4563
BMC Software Inc	Common	055921100	22	5542	SH	Sole	5542
BP PLC	Common	055622104	1	25892	SH	Sole	25892
Bristol-Myers Squibb Co	Common	110122108	1634	50127	SH	Sole	50127
Broadcom Corp	Common	111320107	385	11602	SH	Sole	11602
C. H. Robinson Worldwide Inc	Common	12541W209	329	5208	SH	Sole	5208
Cabot Oil & Gas Corporation	Common	127097103	3	6032	SH	Sole	6032
Cameron International Corp	Common	13342B105	61	10805	SH	Sole	10805
Campbell Soup Co	Common	134429109	529	15176	SH	Sole	15176
Capital One Financial Corp	Common	14040H105	545	9400	SH	Sole	9400
Carnival Corporation	Common	143658300	3	8393	SH	Sole	8393
CBS Corporation	Common	124857202	8	21162	SH	Sole	21162
Celgene Corp	Common	151020104	9	11499	SH	Sole	11499
CenturyLink Inc	Common	156700106	423	10818	SH	Sole	10818
Cerner Corp	Common	156782104	319	4117	SH	Sole	4117
CF Industries Holdings Inc	Common	125269100	363	1787	SH	Sole	1787
Chesapeake Energy Corporation	Common	165167107	2	12297	SH	Sole	12297
Chubb Corp	Common	171232101	538	7139	SH	Sole	7139
Cigna Corp	Common	125509109	241	4505	SH	Sole	4505
Cisco Systems Inc	Common	17275R102	1574	80100	SH	Sole	80100
Citigroup Inc	Common	172967424	1543	39002	SH	Sole	39002
Citrix Systems Inc	Common	177376100	227	3452	SH	Sole	3452
Coach Inc	Common	189754104	377	6796	SH	Sole	6796
Coca Cola Company	Common	191216100	353	97378	SH	Sole	97378
Cognizant Technology Solutions	Common	192446102	443	5990	SH	Sole	5990
Colgate-Palmolive Co	Common	194162103	966	9245	SH	Sole	9245
Comcast Corp	Common	20030N101	2378	63643	SH	Sole	63643
ConocoPhillips	Common	20825C104	527	90878	SH	Sole	90878
Consolidated Edison Inc	Common	209115104	337	6060	SH	Sole	6060
Corning Inc	Common	219350105	349	27652	SH	Sole	27652
Costco Wholesale Corp	Common	22160K105	549	5561	SH	Sole	5561
Covidien Plc	Common	G2554F113	511	8857	SH	Sole	8857
Crown Castle Intl Corp	Common	228227104	536	7430	SH	Sole	7430
CSX Corp	Common	126408103	1278	64793	SH	Sole	64793
CVS/Caremark Corp	Common	126650100	935	19335	SH	Sole	19335
Davita Inc	Common	23918K108	237	2146	SH	Sole	2146
Deere & Co	Common	244199105	1585	18342	SH	Sole	18342
Dell Inc	Common	24702R101	23	22704	SH	Sole	22704

Devon Energy Corp	Common	25179M103	524	10065	SH	Sole	10065
Diamond Offshore Drilling	Common	25271C102	725	10672	SH	Sole	10672
DirectTV	Common	25490A309	882	17580	SH	Sole	17580
Discover Financial Serv. Comp.	Common	254709108	559	14497	SH	Sole	14497
Discovery Communications Inc	Common	25470F104	431	6791	SH	Sole	6791
Du Pont (E.I.) De Nemours	Common	263534109	1475	32783	SH	Sole	32783
Duke Energy Corp	Common	26441C204	714	11197	SH	Sole	11197
Ebay Inc	Common	278642103	1494	29287	SH	Sole	29287
Ecolab Inc	Common	278865100	667	9278	SH	Sole	9278
Edison International	Common	281020107	267	5917	SH	Sole	5917
Edwards Lifesciences Corp	Common	28176E108	236	2620	SH	Sole	2620
Eli Lilly & Co	Common	532457108	1242	25187	SH	Sole	25187
EMC Corp / Mass	Common	268648102	979	38693	SH	Sole	38693
Emerson Electric Co	Common	291011104	1374	25946	SH	Sole	25946
Ensco PLC	Common	G3157S106	3	5092	SH	Sole	5092
EOG Resources, Inc	Common	26875F101	966	7995	SH	Sole	7995
EQT Corporation	Common	26884L109	43	7288	SH	Sole	7288
Expedia, Inc.	Common	30212P303	271	4418	SH	Sole	4418
Express Scripts Inc	Common	30219G108	891	16498	SH	Sole	16498
FEDEX Corp	Common	31428X106	875	9536	SH	Sole	9536
Fifth Third Bancorp	Common	316773100	2	13500	SH	Sole	13500
First Horizon National Corp	Common	320517105	145	14678.94	SH	Sole	14678.94
Firstenergy Corp	Common	337932107	316	7565	SH	Sole	7565
Fiserv Inc	Common	337738108	213	2700	SH	Sole	2700
Ford Motor Co	Common	345370860	737	56883	SH	Sole	56883
Forest Laboratories	Common	345838106	268	7575	SH	Sole	7575
Franklin Resources Inc	Common	354613101	5	3983	SH	Sole	3983
Frontier Communications Corp	Common	35906A108	137	32028	SH	Sole	32028
Gannett Co	Common	364730101	23	12744	SH	Sole	12744
Gap Inc	Common	364760108	239	7686	SH	Sole	7686
General Mills Inc	Common	370334104	339	8384	SH	Sole	8384
Genworth Financial Inc.	Common	37247D106	96	12732	SH	Sole	12732
Gilead Sciences Inc	Common	375558103	1253	17066	SH	Sole	17066
Goldman Sachs Group Inc	Common	38141G104	744	5835	SH	Sole	5835
Google Inc.	Common	38259P508	4	5749	SH	Sole	5749
Grainger W W Inc	Common	384802104	2	995	SH	Sole	995
Harley-Davidson Inc	Common	412822108	556	11384	SH	Sole	11384
Heinz, H.J. & Co	Common	423074103	549	9523	SH	Sole	9523
Hershey Foods Corp	Common	427866108	391	5414	SH	Sole	5414
Hess	Common	42809H107	487	9195	SH	Sole	9195
Hewlett Packard Co	Common	428236103	4	28296	SH	Sole	28296
Home Depot Inc	Common	437076102	2157	34868	SH	Sole	34868
Hormel Foods Corp	Common	440452100	332	10641	SH	Sole	10641
Host Marriott Corp	Common	44107P104	197	12568	SH	Sole	12568
Humana Inc	Common	444859102	219	3192	SH	Sole	3192
Huntington Bancshares	Common	446150104	117	18304	SH	Sole	18304
IBM Corp	Common	459200101	4268	22281	SH	Sole	22281
Illinois Tool Works Inc	Common	452308109	748	12297	SH	Sole	12297
Ingersoll Rand PLC Com Stk	Common	G47791101	466	9723	SH	Sole	9723
Intel Corp	Common	458140100	2234	108343	SH	Sole	108343
International Paper Co	Common	460146103	361	9061	SH	Sole	9061
Intuit Inc	Common	461202103	4	6883	SH	Sole	6883
Intuitive Surgical Inc	Common	46120E602	437	891	SH	Sole	891
Johnson & Johnson	Common	478160104	5	71785	SH	Sole	71785
Johnson Controls Inc	Common	478366107	421	13721	SH	Sole	13721
JPMorgan Chase & Co	Common	46625H100	2179	49560	SH	Sole	49560
Kansas City Southern	Common	485170302	216	2586	SH	Sole	2586
Kellogg Co	Common	487836108	622	11145	SH	Sole	11145
Keycorp Inc	Common	493267108	159	18938	SH	Sole	18938
Kimberly-Clark Corp	Common	494368103	695	8229	SH	Sole	8229
Kinder Morgan	Common	49456B101	6	17241	SH	Sole	17241
Kroger Co	Common	501044101	2	7732	SH	Sole	7732
Lauder Estee Companies Inc	Common	518439104	2	3350	SH	Sole	3350
Lennar Corp	Common	526057104	21	5428	SH	Sole	5428
Life Technologies	Common	53217V109	228	4642	SH	Sole	4642
Lowe's Companies	Common	548661107	978	27526	SH	Sole	27526
LynondellBasell Industries	Common	N53745100	351	6152	SH	Sole	6152

Macy's Inc	Common	55616P104	238	6103	SH	Sole	6103
Marathon Oil	Common	565849106	791	25815	SH	Sole	25815
Marathon Petroleum Corp	Common	56585A102	247	3923	SH	Sole	3923
Marriott International	Common	571903202	3	8098	SH	Sole	8098
Marsh & McLennan Companies	Common	571748102	2	5930	SH	Sole	5930
Masco Corp	Common	574599106	232	13915	SH	Sole	13915
Mastercard Inc - Class A	Common	57636Q104	134	2728	SH	Sole	2728
McDonalds Corp	Common	580135101	2	22774	SH	Sole	22774
McGraw-Hill Companies, Inc	Common	580645109	575	10516	SH	Sole	10516
McKesson Corp	Common	58155Q103	27	2785	SH	Sole	2785
Medtronic, Inc	Common	585055106	1	26170	SH	Sole	26170
Merck & Co Inc	Common	58933Y105	2946	71947	SH	Sole	71947
MetLife Inc	Common	59156R108	6	18312	SH	Sole	18312
Micron Technology Inc	Common	595112103	1	16646	SH	Sole	16646
Microsoft Corp	Common	594918104	4	149996	SH	Sole	149996
Monster Beverage Corporation	Common	611740101	282	5346	SH	Sole	5346
Morgan Stanley Dean Witter	Common	617446448	345	18045	SH	Sole	18045
Motorola Solutions Inc	Common	620076307	255	4585	SH	Sole	4585
Murphy Oil Corp	Common	626717102	46	7718	SH	Sole	7718
Mylan Laboratories	Common	628530107	228	8313	SH	Sole	8313
National Oilwell Varco	Common	637071101	747	10926	SH	Sole	10926
NetApp Inc	Common	64110D104	349	10414	SH	Sole	10414
NextEra Energy Inc	Common	65339F101	538	7782	SH	Sole	7782
Nike Inc	Common	654106103	869	16850	SH	Sole	16850
Noble Corp	Common	H5833N103	2	5821	SH	Sole	5821
Noble Energy Incorporated	Common	655044105	648	6368	SH	Sole	6368
Norfolk Southern Corp	Common	655844108	587	9494	SH	Sole	9494
Northern Trust	Common	665859104	422	8415	SH	Sole	8415
Nucor Corp	Common	670346105	4	9290	SH	Sole	9290
Nvidia Corp	Common	67066G104	144	11768	SH	Sole	11768
Omnicom Group	Common	681919106	289	5783	SH	Sole	5783
Oneok Inc	Common	682680103	317	7415	SH	Sole	7415
Oracle Corp	Common	68389X105	3	91001	SH	Sole	91001
Paccar Inc	Common	693718108	228	5046	SH	Sole	5046
Parker Hannifin Corp	Common	701094104	832	9781	SH	Sole	9781
Paychex Inc	Common	704326107	3	9654	SH	Sole	9654
Pepsico Inc	Common	713448108	2911	42535	SH	Sole	42535
Perrigo Company	Common	714290103	311	2988	SH	Sole	2988
Phillips 66	Common	718546104	596	11218	SH	Sole	11218
Pioneer Natural Resources Co	Common	723787107	436	4090	SH	Sole	4090
PNC Financial Services Group	Common	693475105	363	6226	SH	Sole	6226
PPG Industries Inc	Common	693506107	474	3500	SH	Sole	3500
PPL Corp	Common	69351T106	424	14801	SH	Sole	14801
Praxair Inc	Common	74005P104	1252	11443	SH	Sole	11443
Priceline.com Inc	Common	741503403	757	1220	SH	Sole	1220
Procter & Gamble Co	Common	742718109	4353	64119	SH	Sole	64119
Prudential Financial Inc	Common	744320102	457	8578	SH	Sole	8578
Public Storage Inc.	Common	74460D109	596	4112	SH	Sole	4112
Pulte Corp	Common	745867101	226	12427	SH	Sole	12427
Qualcomm Inc	Common	747525103	24	38905	SH	Sole	38905
Range Res Corp	Common	75281A109	2	3277	SH	Sole	3277
Robert Half International Inc	Common	770323103	2	6317	SH	Sole	6317
Rockwell Automation Inc	Common	773903109	592	7047	SH	Sole	7047
Roper Industries Inc	Common	776696106	462	4143	SH	Sole	4143
Ross Stores Inc	Common	778296103	371	6861	SH	Sole	6861
Rowan Company Inc	Common	G7665A101	383	12252	SH	Sole	12252
Royal Dutch Shell	Common	780259206	1494	21664	SH	Sole	21664
Salesforce.com Inc	Common	79466L302	521	3099	SH	Sole	3099
SCANA Corporation	Common	80589M102	228	4988	SH	Sole	4988
Schwab (Charles) Corp	Common	808513105	22	15343	SH	Sole	15343
Sempra Energy	Common	816851109	294	4143	SH	Sole	4143
Sherwin-Williams Co	Common	824348106	4	2660	SH	Sole	2660
Simon Property Group Inc	Common	828806109	1229	7773	SH	Sole	7773
Southern Co	Common	842587107	758	17707	SH	Sole	17707
Southwest Airlines Co	Common	844741108	123	11998	SH	Sole	11998
Southwestern Energy	Common	845467109	396	11866	SH	Sole	11866
Spectra Energy Corp	Common	847560109	1148	41915	SH	Sole	41915

Sprint Nextel Corp	Common	852061100	48	84572	SH	Sole	84572
Starbucks Corp	Common	855244109	969	18072	SH	Sole	18072
Starwood Hotels & Resorts	Common	85590A401	451	7863	SH	Sole	7863
State Street Corp	Common	857477103	333	7090	SH	Sole	7090
Stericycle Inc	Common	858912108	2	2156	SH	Sole	2156
Stryker Corp	Common	863667101	287	5228	SH	Sole	5228
Symantec Corp	Common	871503108	194	10288	SH	Sole	10288
Sysco Corp	Common	871829107	236	7463	SH	Sole	7463
T Rowe Price Group Inc	Common	74144T108	524	8045	SH	Sole	8045
Target Corp	Common	87612E106	748	12643	SH	Sole	12643
TE Connectivity	Common	H84989104	267	7186	SH	Sole	7186
Teradata Corp	Common	88076W103	3	4886	SH	Sole	4886
Texas Instruments Inc	Common	882508104	571	18499	SH	Sole	18499
Thermo Electron Corporation	Common	883556102	7	11086	SH	Sole	11086
Time Warner Cable Inc	Common	88732J207	827	8512	SH	Sole	8512
Time Warner Inc	Common	887317303	11	23045	SH	Sole	23045
TJX Companies Inc	Common	872540109	834	19641	SH	Sole	19641
Travelers Cos Inc/The	Common	89417E109	65	9046	SH	Sole	9046
Tyco International	Common	H89128104	234	7992	SH	Sole	7992
U.S. Bancorp	Common	902973304	1256	39315	SH	Sole	39315
United Parcel Service	Common	911312106	1861	25247	SH	Sole	25247
UnitedHealth Group Inc	Common	91324P102	1113	20518	SH	Sole	20518
V F Corp	Common	918204108	268	1774	SH	Sole	1774
Valero Energy Corp	Common	91913Y100	344	10069	SH	Sole	10069
Verisign Incorporated	Common	92343E102	213	5480	SH	Sole	5480
Verizon Communications Inc	Common	92343V104	2571	59420	SH	Sole	59420
Viacom Inc New	Common	92553P201	999	18942	SH	Sole	18942
Visa Inc. - class A	Common	92826C839	1817	11984	SH	Sole	11984
Wal Mart Stores	Common	931142103	19	27865	SH	Sole	27865
Walgreen Co	Common	931422109	719	19427	SH	Sole	19427
Walt Disney Co	Common	254687106	1962	39406	SH	Sole	39406
Waste Management Inc	Common	94106L109	235	6956	SH	Sole	6956
WellPoint Inc	Common	94973V107	328	5386	SH	Sole	5386
Wells Fargo & Company	Common	949746101	2236	65421	SH	Sole	65421
Western Digital Corp	Common	958102105	2	4719	SH	Sole	4719
Western Union	Common	959802109	15	10989	SH	Sole	10989
Weyerhaeuser Co	Common	962166104	357	12833	SH	Sole	12833
Whirlpool Corp	Common	963320106	362	3553	SH	Sole	3553
Whole Foods Market Inc	Common	966837106	338	3706	SH	Sole	3706
Williams Companies Inc	Common	969457100	542	16567	SH	Sole	16567
Windstream Corp	Common	97381W104	122	14690	SH	Sole	14690
Xerox Corp	Common	984121103	1	15601	SH	Sole	15601
Yahoo	Common	984332106	224	11254	SH	Sole	11254
YUM! Brands Inc	Common	988498101	759	11437	SH	Sole	11437

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