



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

and all holdings are reported by other reporting manager(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).)

List of Other Managers Reporting for this Manager:  
[If there are no entries in this list, omit this section.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
-----  
Form 13F Information Table Entry Total: 977  
-----  
Form 13F Information Table Value Total: 7,671,920  
-----  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

Goldman Sachs Prime Brokerage  
-----

FORM 13F INFORMATION TABLE

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F - SOLE INSTR V. NONE AUTHORITY  
MARCH 31, 2005

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ACE LTD	ORD	G0070K103	3,624	87,810		X
ACCENTURE LTD BERMUDA	CL A	G1150G111	782	32,400		X
COOPER INDS LTD	CL A	G24182100	5,598	78,268		X
GLOBALSANTAFE CORP	SHS	G3930E101	293	7,900		X
INGERSOLL-RAND COMPANYLTD	CL A	G4776G101	7,396	92,860		X
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,231	32,100		X
NABORS INDUSTRIES LTD	SHS	G6359F103	2,581	43,643		X
NOBLE CORPORATION	SHS	G65422100	1,824	32,449		X
QUANTA CAPITAL HLDGS LTD	SHS	G7313F106	225	28,200		X
SCOTTISH RE GROUP LTD	ORD	G7885T104	306	13,600		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

TRANSOCEAN INC	ORD	G90078109	5,735	111,437		X
WHITE MTNS INS GROUP LTD	COM	G9618E107	974	1,600		X
XL CAP LTD	CL A	G98255105	2,416	33,386		X
ALCON INC	COM SHS	H01301102	3,000	33,600		X
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	1,582	35,400		X
A D C TELECOMMUNICATIONS	COM	000886101	633	318,317		X
AFLAC INC	COM	001055102	11,256	302,107		X
AES CORP	COM	00130H105	5,279	322,270		X
AMR CORP	COM	001765106	211	19,733		X
AT&T CORP	COM NEW	001957505	6,151	328,035		X
ABBOTT LABS	COM	002824100	51,793	1,110,959		X
ABERCROMBIE & FITCH CO	CL A	002896207	2,919	50,994		X
ACCREDO HEALTH INC	COM	00437V104	416	9,361		X
ACTIVISION INC NEW	COM NEW	004930202	1,498	101,201		X
ACXIOM CORP	COM	005125109	1,056	50,448		X
ADESA INC	COM	00686U104	1,093	46,802		X
ADOBE SYS INC	COM	00724F101	13,861	206,360		X
ADTRAN INC	COM	00738A106	217	12,327		X
ADVANCE AUTO PARTS INC	COM	00751Y106	2,419	47,941		X
AEROPOSTALE	COM	007865108	1,179	36,000		X
ADVANCED MICRO DEVICESINC	COM	007903107	3,275	203,193		X
AETNA INC NEW	COM	00817Y108	12,248	163,410		X
AFFILIATED COMPUTER SERVICES	CL A	008190100	5,194	97,556		X
AFFYMETRIX INC	COM	00826T108	499	11,664		X
AGERE SYS INC	CL B	00845V209	473	333,359		X
AGILENT TECHNOLOGIES INC	COM	00846U101	4,351	195,976		X
AIR PRODS & CHEMS INC	COM	009158106	7,737	122,255		X
AKAMAI TECHNOLOGIES INC	COM	00971T101	263	20,665		X
ALBERTO CULVER CO	COM	013068101	6,511	136,040		X
ALBERTSONS INC	COM	013104104	3,701	179,232		X
ALCOA INC	COM	013817101	15,079	496,195		X
ALLEGHANY CORP DEL	COM	017175100	7,790	28,121		X
ALLEGHENY ENERGY INC	COM	017361106	927	44,870		X
ALLEGHENY TECHNOLOGIESINC	COM	01741R102	519	21,529		X
ALLERGAN INC	COM	018490102	7,591	109,273		X
ALLETE INC	COM NEW	018522300	650	15,533		X
ALLIANCE DATA SYSTEMSCORP	COM	018581108	1,587	39,285		X
ALLIANT ENERGY CORP	COM	018802108	1,819	67,937		X
ALLIANT TECHSYSTEMS INC	COM	018804104	2,785	38,972		X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	713	97,501		X
ALLSTATE CORP	COM	020002101	27,562	509,842		X
ALLTEL CORP	COM	020039103	13,452	245,255		X
ALTERA CORP	COM	021441100	3,361	169,931		X
ALTRIA GROUP INC	COM	02209S103	87,751	1,341,959		X

1

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
AMAZON COM INC	COM	023135106	4,130	120,520		X
AMBAC FINL GROUP INC	COM	023139108	6,867	91,861		X
AMERADA HESS CORP	COM	023551104	8,589	89,269		X
AMEREN CORP	COM	023608102	3,363	68,610		X
AMERICAN CAPITAL STRATEGIES	COM	024937104	298	9,481		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	644	21,804	X
AMERICAN ELEC PWR INC	COM	025537101	7,189	211,080	X
AMERICAN EXPRESS CO	COM	025816109	42,740	832,003	X
AMERICAN INTL GROUP INC	COM	026874107	89,934	1,623,066	X
AMERICAN PHYSICIANS CAPITAL	COM	028884104	288	8,390	X
AMERICAN PWR CONVERSION CORP	COM	029066107	2,286	87,460	X
AMERICAN STD COS INC DEL	COM	029712106	8,686	186,874	X
AMERICAN TOWER CORP	CL A	029912201	996	54,659	X
AMERICREDIT CORP	COM	03060R101	218	9,312	X
AMERISOURCEBERGEN CORP	COM	03073E105	3,230	56,380	X
AMERITRADE HLDG CORP NEW	COM	03074K100	474	46,444	X
AMETEK INC NEW	COM	031100100	4,808	119,442	X
AMGEN INC	COM	031162100	51,429	883,516	X
AMKOR TECHNOLOGY INC	COM	031652100	72	18,780	X
AMPHENOL CORP NEW	CL A	032095101	2,131	57,526	X
AMSOUTH BANCORPORATION	COM	032165102	2,768	106,673	X
AMYLIN PHARMACEUTICALSINC	COM	032346108	348	19,886	X
ANADARKO PETE CORP	COM	032511107	9,960	130,875	X
ANALOG DEVICES INC	COM	032654105	14,459	400,071	X
ANDREW CORP	COM	034425108	1,267	108,240	X
ANDRX CORP DEL	ANDRX GROUP	034553107	343	15,133	X
ANHEUSER BUSCH COS INC	COM	035229103	24,908	525,588	X
ANN TAYLOR STORES CORP	COM	036115103	978	38,218	X
ANSYS INC	COM	03662Q105	862	25,200	X
AON CORP	COM	037389103	2,152	94,206	X
APACHE CORP	COM	037411105	10,076	164,567	X
APARTMENT INVT & MGMT CO	CL A	03748R101	1,061	28,527	X
APOLLO GROUP INC	CL A	037604105	15,431	208,362	X
APPLE COMPUTER INC	COM	037833100	22,475	539,356	X
APPLEBEES INTL INC	COM	037899101	2,077	75,364	X
APPLERA CORP	COM AP BIO GRP	038020103	1,163	58,909	X
APPLIED MICRO CIRCUITSCORP	COM	03822W109	369	112,271	X
APPLIED MATLS INC	COM	038222105	19,944	1,227,313	X
ARAMARK CORP	CL B	038521100	533	20,285	X
ARCH COAL INC	COM	039380100	294	6,825	X
ARCHER DANIELS MIDLAND CO	COM	039483102	5,423	220,611	X
ARCHSTONE SMITH TR	COM	039583109	3,125	91,624	X
ARROW ELECTRS INC	COM	042735100	268	10,565	X
ASHLAND INC	COM	044204105	1,383	20,503	X
ASK JEEVES INC	COM	045174109	312	11,117	X
ASSOCIATED BANC CORP	COM	045487105	1,098	35,172	X
ASTORIA FINL CORP	COM	046265104	1,048	41,426	X
ATMEL CORP	COM	049513104	238	80,647	X
AUTODESK INC	COM	052769106	7,619	256,000	X
AUTOLIV INC	COM	052800109	2,353	49,383	X
AUTOMATIC DATA PROCESSING IN	COM	053015103	15,727	349,869	X
AUTONATION INC	COM	05329W102	1,223	64,578	X
AUTOZONE INC	COM	053332102	3,864	45,084	X
AVALONBAY CMNTYS INC	COM	053484101	1,916	28,639	X

2

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

AVAYA INC	COM	053499109	2,613	223,732	X
AVERY DENNISON CORP	COM	053611109	2,876	46,438	X
AVID TECHNOLOGY INC	COM	05367P100	461	8,524	X
AVNET INC	COM	053807103	202	10,965	X
AVOCENT CORP	COM	053893103	225	8,765	X
AVON PRODS INC	COM	054303102	22,211	517,257	X
AZTAR CORP	COM	054802103	557	19,500	X
BB&T CORP	COM	054937107	6,444	164,884	X
BKF CAP GROUP INC	COM	05548G102	496	12,400	X
BJ SVCS CO	COM	055482103	5,207	100,373	X
BOK FINL CORP	COM NEW	05561Q201	258	6,331	X
BP PLC	SPONSORED ADR	055622104	6,452	103,400	X
BMC SOFTWARE INC	COM	055921100	2,319	154,618	X
BAKER HUGHES INC	COM	057224107	8,945	201,057	X
BALL CORP	COM	058498106	4,651	112,120	X
BANK OF AMERICA CORPORATION	COM	060505104	129,642	2,939,736	X
BANK HAWAII CORP	COM	062540109	3,706	81,881	X
BANK NEW YORK INC	COM	064057102	7,150	246,122	X
BARD C R INC	COM	067383109	12,241	179,799	X
BARNES & NOBLE INC	COM	067774109	994	28,825	X
BARNES GROUP INC	COM	067806109	535	19,700	X
BARR PHARMACEUTICALS INC	COM	068306109	1,809	37,054	X
BAUSCH & LOMB INC	COM	071707103	4,668	63,688	X
BAXTER INTL INC	COM	071813109	10,383	305,575	X
BEA SYS INC	COM	073325102	606	75,996	X
BEAR STEARNS COS INC	COM	073902108	18,525	185,434	X
BEARINGPOINT INC	COM	074002106	113	12,934	X
BECKMAN COULTER INC	COM	075811109	2,818	42,414	X
BECTON DICKINSON & CO	COM	075887109	18,719	320,415	X
BED BATH & BEYOND INC	COM	075896100	6,305	172,557	X
BELLSOUTH CORP	COM	079860102	26,263	998,976	X
BELO CORP	COM SER A	080555105	1,145	47,412	X
BEMIS INC	COM	081437105	2,084	66,970	X
BERKLEY W R CORP	COM	084423102	2,758	55,599	X
BERKSHIRE HATHAWAY INCDEL	CL A	084670108	8,526	98	X
BEST BUY INC	COM	086516101	13,691	253,498	X
BIG LOTS INC	COM	089302103	491	40,884	X
BIOMET INC	COM	090613100	4,528	124,748	X
BIOGEN IDEC INC	COM	09062X103	4,956	143,612	X
BLACK & DECKER CORP	COM	091797100	4,856	61,472	X
BLACKROCK INC	CL A	09247X101	1,839	24,545	X
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	371	4,379	X
BLOCK H & R INC	COM	093671105	3,618	71,525	X
BLOCKBUSTER INC	CL A	093679108	159	18,047	X
BOEING CO	COM	097023105	35,573	608,499	X
BORDERS GROUP INC	COM	099709107	263	9,886	X
BORG WARNER INC	COM	099724106	4,039	82,980	X
BOSTON BEER INC	CL A	100557107	964	44,000	X
BOSTON PROPERTIES INC	COM	101121101	293	4,871	X
BOSTON SCIENTIFIC CORP	COM	101137107	16,531	564,408	X
BRIGGS & STRATTON CORP	COM	109043109	1,032	28,336	X
BRINKER INTL INC	COM	109641100	705	19,468	X
BRINKS CO	COM	109696104	371	10,737	X
BRISTOL MYERS SQUIBB CO	COM	110122108	28,239	1,109,152	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BROADCOM CORP	CL A	111320107	4,742	158,478			X
BROWN & BROWN INC	COM	115236101	2,598	56,361			X
BROWN FORMAN CORP	CL B	115637209	2,912	53,194			X
BRUNSWICK CORP	COM	117043109	3,140	67,017			X
BURLINGTON NORTHN SANTA FE C	COM	12189T104	15,720	291,497			X
BURLINGTON RES INC	COM	122014103	12,794	255,516			X
CBL & ASSOC PPTYS INC	COM	124830100	204	2,857			X
C D W CORP	COM	12512N105	1,984	34,997			X
C H ROBINSON WORLDWIDEINC	COM	12541W100	1,216	23,605			X
CIGNA CORP	COM	125509109	7,838	87,772			X
CIT GROUP INC	COM	125581108	7,586	199,641			X
CMS ENERGY CORP	COM	125896100	614	47,053			X
CNF INC	COM	12612W104	230	4,907			X
CSX CORP	COM	126408103	3,629	87,121			X
CVS CORP	COM	126650100	17,401	330,698			X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	2,051	73,127			X
CABOT CORP	COM	127055101	542	16,200			X
CADENCE DESIGN SYSTEMINC	COM	127387108	551	36,874			X
CAESARS ENTMT INC	COM	127687101	362	18,274			X
CALPINE CORP	COM	131347106	382	136,542			X
CAMDEN PPTY TR	SH BEN INT	133131102	240	5,101			X
CAMPBELL SOUP CO	COM	134429109	3,108	107,097			X
CAPITAL ONE FINL CORP	COM	14040H105	12,358	165,279			X
CAPITALSOURCE INC	COM	14055X102	287	12,480			X
CARDINAL HEALTH INC	COM	14149Y108	14,238	255,163			X
CAREER EDUCATION CORP	COM	141665109	2,659	77,624			X
CAREMARK RX INC	COM	141705103	7,747	194,749			X
CARLISLE COS INC	COM	142339100	272	3,897			X
CARMAX INC	COM	143130102	635	20,162			X
CARNIVAL CORP	PAIRED CTF	143658300	6,519	125,817			X
CATELLUS DEV CORP NEW	COM	149113102	609	22,868			X
CATERPILLAR INC DEL	COM	149123101	21,065	230,375			X
CELGENE CORP	COM	151020104	1,083	31,798			X
CENDANT CORP	COM	151313103	18,093	880,857			X
CENTERPOINT ENERGY INC	COM	15189T107	1,519	126,300			X
CENTEX CORP	COM	152312104	4,803	83,868			X
CENTURYTEL INC	COM	156700106	2,319	70,601			X
CEPHALON INC	COM	156708109	508	10,856			X
CERIDIAN CORP NEW	COM	156779100	685	40,167			X
CERTEGY INC	COM	156880106	427	12,332			X
CHAMPION ENTERPRISES INC	COM	158496109	288	30,600			X
CHARLES RIV LABS INTLINC	COM	159864107	892	18,967			X
CHECKFREE CORP NEW	COM	162813109	567	13,909			X
CHEESECAKE FACTORY INC	COM	163072101	538	15,187			X
CHESAPEAKE ENERGY CORP	COM	165167107	654	29,812			X
CHEVRONTEXACO CORP	COM	166764100	74,883	1,284,230			X
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	10,928	56,322			X
CHICOS FAS INC	COM	168615102	3,195	113,066			X
CHOICE HOTELS INTL INC	COM	169905106	2,390	38,581			X
CHIRON CORP	COM	170040109	2,134	60,862			X
CHOICEPOINT INC	COM	170388102	2,725	67,926			X
CHUBB CORP	COM	171232101	7,334	92,515			X
CHURCH & DWIGHT INC	COM	171340102	468	13,201			X
CIENA CORP	COM	171779101	306	178,090			X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
CINCINNATI FINL CORP	COM	172062101	2,982	68,386		X
CINERGY CORP	COM	172474108	5,032	124,182		X
CIRCUIT CITY STORE INC	COM	172737108	1,393	86,777		X
CISCO SYS INC	COM	17275R102	90,997	5,086,477		X
CINTAS CORP	COM	172908105	3,860	93,451		X
CITIGROUP INC	COM	172967101	158,652	3,530,309		X
CITIZENS COMMUNICATIONS CO	COM	17453B101	1,296	100,139		X
CITRIX SYS INC	COM	177376100	1,996	83,778		X
CITY NATL CORP	COM	178566105	1,687	24,167		X
CLAIRES STORES INC	COM	179584107	1,672	72,554		X
CLARCOR INC	COM	179895107	1,252	24,100		X
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	8,119	235,550		X
CLOROX CO DEL	COM	189054109	5,420	86,044		X
COACH INC	COM	189754104	15,009	265,039		X
COCA COLA CO	COM	191216100	70,661	1,695,739		X
COCA COLA ENTERPRISESINC	COM	191219104	5,306	258,556		X
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,145	111,370		X
COLGATE PALMOLIVE CO	COM	194162103	13,341	255,723		X
COLUMBIA SPORTSWEAR CO	COM	198516106	689	12,952		X
COMCAST CORP NEW	CL A	20030N101	28,750	851,100		X
COMCAST CORP NEW	CL A SPL	20030N200	1,766	52,800		X
COMERICA INC	COM	200340107	4,604	83,591		X
COMMERCE BANCORP INC NJ	COM	200519106	4,411	135,834		X
COMMUNITY HEALTH SYS INC NEW	COM	203668108	350	10,035		X
COMPASS BANCSHARES INC	COM	20449H109	1,706	37,578		X
COMPUTER ASSOC INTL INC	COM	204912109	10,369	382,638		X
COMPUTER SCIENCES CORP	COM	205363104	6,923	150,996		X
COMPUWARE CORP	COM	205638109	830	115,272		X
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	1,918	76,065		X
CONAGRA FOODS INC	COM	205887102	5,985	221,516		X
CONEXANT SYSTEMS INC	COM	207142100	93	62,201		X
CONOCOPHILLIPS	COM	20825C104	66,729	618,782		X
CONSOL ENERGY INC	COM	20854P109	1,836	39,044		X
CONSOLIDATED EDISON INC	COM	209115104	4,157	98,547		X
CONSTELLATION BRANDS INC	CL A	21036P108	3,827	72,389		X
CONSTELLATION ENERGY GROUP I	COM	210371100	5,581	107,944		X
CONVERGYS CORP	COM	212485106	635	42,501		X
COOPER CAMERON CORP	COM	216640102	344	6,019		X
COOPER COS INC	COM NEW	216648402	568	7,789		X
COOPER TIRE & RUBR CO	COM	216831107	309	16,833		X
COPART INC	COM	217204106	303	12,846		X
CORINTHIAN COLLEGES INC	COM	218868107	275	17,501		X
CORN PRODS INTL INC	COM	219023108	3,233	124,400		X
CORNING INC	COM	219350105	11,211	1,007,313		X
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,503	39,133		X
COSTCO WHSL CORP NEW	COM	22160K105	13,687	309,797		X
COUNTRYWIDE FINANCIALCORP	COM	222372104	19,161	590,286		X
COVANCE INC	COM	222816100	2,417	50,757		X
COVENTRY HEALTH CARE INC	COM	222862104	8,828	129,552		X
CRANE CO	COM	224399105	439	15,249		X
CREE INC	COM	225447101	312	14,353		X
CROWN CASTLE INTL CORP	COM	228227104	480	29,859		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CUMMINS INC	COM	231021106	5,748	81,710	X
CURTISS WRIGHT CORP	COM	231561101	1,830	32,100	X

5

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
CYPRESS SEMICONDUCTORCORP	COM	232806109	302	23,957		X
CYTYC CORP	COM	232946103	1,113	48,366		X
DPL INC	COM	233293109	1,378	55,114		X
D R HORTON INC	COM	23331A109	1,208	41,322		X
DST SYS INC DEL	COM	233326107	4,492	97,275		X
DTE ENERGY CO	COM	233331107	5,798	127,474		X
DADE BEHRING HLDGS INC	COM	23342J206	451	7,654		X
DANA CORP	COM	235811106	1,427	111,610		X
DANAHER CORP DEL	COM	235851102	11,485	215,039		X
DARDEN RESTAURANTS INC	COM	237194105	1,776	57,895		X
DAVITA INC	COM	23918K108	1,777	42,461		X
DEAN FOODS CO NEW	COM	242370104	1,817	52,984		X
DEERE & CO	COM	244199105	10,667	158,905		X
DEL MONTE FOODS CO	COM	24522P103	118	10,870		X
DELL INC	COM	24702R101	87,431	2,275,652		X
DELPHI CORP	COM	247126105	728	162,486		X
DELTA AIR LINES INC DEL	COM	247361108	136	33,544		X
DELUXE CORP	COM	248019101	552	13,860		X
DENTSPLY INTL INC NEW	COM	249030107	2,251	41,379		X
DEVELOPERS DIVERSIFIEDRLTY	COM	251591103	2,098	52,784		X
DEVON ENERGY CORP NEW	COM	25179M103	13,697	286,842		X
DEVRY INC DEL	COM	251893103	219	11,562		X
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	459	9,207		X
DIEBOLD INC	COM	253651103	1,086	19,795		X
DILLARDS INC	CL A	254067101	1,484	55,184		X
DIRECTV GROUP INC	COM	25459L106	3,078	213,434		X
DISNEY WALT CO	COM DISNEY	254687106	43,546	1,515,708		X
DOLLAR GEN CORP	COM	256669102	4,348	198,438		X
DOLLAR TREE STORES INC	COM	256747106	1,230	42,806		X
DOMINION RES INC VA NEW	COM	25746U109	13,767	184,972		X
DONALDSON INC	COM	257651109	2,785	86,281		X
DONNELLEY R R & SONS CO	COM	257867101	4,062	128,452		X
DORAL FINL CORP	COM	25811P100	510	23,294		X
DOVER CORP	COM	260003108	3,367	89,090		X
DOW CHEM CO	COM	260543103	26,246	526,505		X
DOW JONES & CO INC	COM	260561105	1,178	31,523		X
DU PONT E I DE NEMOURS& CO	COM	263534109	25,826	504,020		X
DUKE ENERGY CORP	COM	264399106	15,394	549,607		X
DUKE REALTY CORP	COM NEW	264411505	254	8,514		X
DUN & BRADSTREET CORPDEL NE	COM	26483E100	3,177	51,704		X
DUQUESNE LT HLDGS INC	COM	266233105	385	21,500		X
DYNEGY INC NEW	CL A	26816Q101	375	95,980		X
E M C CORP MASS	COM	268648102	19,146	1,554,060		X
ENSCO INTL INC	COM	26874Q100	942	25,017		X
ENI S P A	SPONSORED ADR	26874R108	2,161	16,600		X
EOG RES INC	COM	26875P101	6,524	133,856		X
E TRADE FINANCIAL CORP	COM	269246104	1,658	138,194		X



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

EAGLE MATERIALS INC	COM	26969P108	490	6,049	X
EARTHLINK INC	COM	270321102	140	15,500	X
EASTMAN CHEM CO	COM	277432100	2,363	40,050	X
EASTMAN KODAK CO	COM	277461109	2,872	88,245	X
EATON CORP	COM	278058102	7,470	114,213	X
EATON VANCE CORP	COM NON VTG	278265103	689	29,408	X
EBAY INC	COM	278642103	35,321	947,950	X

6

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,332	45,548		X
ECOLAB INC	COM	278865100	6,397	193,546		X
EDISON INTL	COM	281020107	9,150	263,526		X
EDUCATION MGMT CORP	COM	28139T101	395	14,132		X
EDWARDS LIFESCIENCES CORP	COM	28176E108	521	12,058		X
EDWARDS AG INC	COM	281760108	225	5,024		X
EL PASO CORP	COM	28336L109	2,574	243,333		X
ELECTRONIC ARTS INC	COM	285512109	12,434	240,140		X
ELECTRONIC DATA SYS NEW	COM	285661104	5,108	247,141		X
EMERSON ELEC CO	COM	291011104	14,940	230,100		X
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	206	9,133		X
ENERGEN CORP	COM	29265N108	2,298	34,500		X
ENERGY EAST CORP	COM	29266M109	1,066	40,670		X
ENERGIZER HLDGS INC	COM	29266R108	696	11,643		X
ENGELHARD CORP	COM	292845104	1,799	59,904		X
ENGINEERED SUPPORT SYSINC	COM	292866100	1,600	29,900		X
ENTERGY CORP NEW	COM	29364G103	12,792	181,036		X
EON LABS INC	COM	29412E100	1,294	42,781		X
EQUIFAX INC	COM	294429105	1,603	52,241		X
EQUITABLE RES INC	COM	294549100	3,212	55,913		X
EQUITY OFFICE PROPERTIES TRU	COM	294741103	5,815	192,999		X
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2,739	85,045		X
EXELON CORP	COM	30161N101	16,368	356,683		X
EXPEDITORS INTL WASH INC	COM	302130109	3,495	65,257		X
EXPRESS SCRIPTS INC	COM	302182100	2,975	34,119		X
EXXON MOBIL CORP	COM	30231G102	240,438	4,034,191		X
FLIR SYS INC	COM	302445101	397	13,094		X
FMC TECHNOLOGIES INC	COM	30249U101	1,994	60,087		X
FPL GROUP INC	COM	302571104	8,777	218,608		X
FACTSET RESH SYS INC	COM	303075105	1,248	37,813		X
FAIR ISAAC CORP	COM	303250104	491	14,263		X
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	245	15,997		X
FAMILY DLR STORES INC	COM	307000109	2,987	98,378		X
FASTENAL CO	COM	311900104	1,934	34,969		X
FEDERAL HOME LN MTG CORP	COM	313400301	26,361	417,099		X
FEDERAL NATL MTG ASSN	COM	313586109	40,157	737,506		X
FEDERATED DEPT STORESINC DE	COM	31410H101	13,095	205,761		X
FEDERATED INVS INC PA	CL B	314211103	1,132	39,987		X
FEDEX CORP	COM	31428X106	20,262	215,665		X
FIDELITY NATL FINL INC	COM	316326107	1,134	34,438		X
FIFTH THIRD BANCORP	COM	316773100	9,937	231,191		X
FIRST BANCORP P R	COM	318672102	1,606	38,000		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

FIRST DATA CORP	COM	319963104	23,009	585,332	X
FIRST HORIZON NATL CORP	COM	320517105	3,996	97,962	X
FIRST MARBLEHEAD CORP	COM	320771108	3,284	57,085	X
FIRST MIDWEST BANCORPDEL	COM	320867104	1,065	32,800	X
FISERV INC	COM	337738108	5,428	136,386	X
FIRSTENERGY CORP	COM	337932107	7,303	174,085	X
FISHER SCIENTIFIC INTLINC	COM NEW	338032204	2,803	49,240	X
FLORIDA ROCK INDS INC	COM	341140101	1,242	21,116	X
FLUOR CORP NEW	COM	343412102	3,734	67,361	X
FOOT LOCKER INC	COM	344849104	1,731	59,094	X
FORD MTR CO DEL	COM PAR \$0.01	345370860	10,544	930,630	X
FOREST LABS INC	COM	345838106	8,816	238,582	X

7

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
FORTUNE BRANDS INC	COM	349631101	9,336	115,784		X
FOUNDRY NETWORKS INC	COM	35063R100	174	17,608		X
FRANKLIN RES INC	COM	354613101	5,185	75,529		X
FREEMONT-MCMORAN COPPER & GO	CL B	35671D857	3,412	86,139		X
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	3,961	229,646		X
FREMONT GEN CORP	COM	357288109	252	11,444		X
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	507	31,962		X
GATX CORP	COM	361448103	737	22,200		X
GALLAGHER ARTHUR J & CO	COM	363576109	1,643	57,057		X
GAMESTOP CORP	COM CL B	36466R200	235	10,536		X
GANNETT INC	COM	364730101	12,881	162,880		X
GAP INC DEL	COM	364760108	10,065	460,830		X
GATEWAY INC	COM	367626108	288	71,440		X
GAYLORD ENTMT CO NEW	COM	367905106	945	23,400		X
GEN-PROBE INC NEW	COM	36866T103	424	9,509		X
GEMSTAR-TV GUIDE INTLINC	COM	36866W106	120	27,697		X
GENCORP INC	COM	368682100	296	14,800		X
GENENTECH INC	COM NEW	368710406	9,938	175,551		X
GENERAL DYNAMICS CORP	COM	369550108	14,275	133,351		X
GENERAL ELEC CO	COM	369604103	237,720	6,592,340		X
GENERAL GROWTH PPTYS INC	COM	370021107	5,730	168,030		X
GENERAL MLS INC	COM	370334104	5,424	110,352		X
GENERAL MTRS CORP	COM	370442105	11,315	385,004		X
GENTEX CORP	COM	371901109	510	15,990		X
GENUINE PARTS CO	COM	372460105	7,687	176,752		X
GENWORTH FINL INC	COM CL A	37247D106	312	11,334		X
GENZYME CORP	COM	372917104	6,227	108,791		X
GEORGIA PAC CORP	COM	373298108	6,330	178,357		X
GETTY IMAGES INC	COM	374276103	3,480	48,939		X
GILEAD SCIENCES INC	COM	375558103	10,756	300,434		X
GILLETTE CO	COM	375766102	34,400	681,465		X
GLOBAL PMTS INC	COM	37940X102	352	5,454		X
GOLDEN WEST FINL CORPDEL	COM	381317106	13,158	217,488		X
GOLDMAN SACHS GROUP INC	COM	38141G104	29,438	267,644		X
GOODRICH CORP	COM	382388106	3,747	97,867		X
GOODYEAR TIRE & RUBR CO	COM	382550101	559	41,851		X
GOOGLE INC	CL A	38259P508	650	3,600		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

GRACO INC	COM	384109104	2,008	49,747	X
GRAINGER W W INC	COM	384802104	5,191	83,358	X
GRANT PRIDECO INC	COM	38821G101	1,032	42,710	X
GREAT LAKES CHEM CORP	COM	390568103	494	15,390	X
GREAT PLAINS ENERGY INC	COM	391164100	1,098	35,905	X
GREIF INC	CL A	397624107	1,147	16,460	X
GTECH HLDGS CORP	COM	400518106	627	26,664	X
GUIDANT CORP	COM	401698105	18,180	246,011	X
HCA INC	COM	404119109	10,945	204,307	X
HCC INS HLDGS INC	COM	404132102	373	10,314	X
HNI CORP	COM	404251100	2,269	50,482	X
HRPT PPTYS TR	COM SH BEN INT	40426W101	127	10,650	X
HALLIBURTON CO	COM	406216101	12,825	296,523	X
HARLEY DAVIDSON INC	COM	412822108	19,945	345,314	X
HARMAN INTL INDS INC	COM	413086109	5,355	60,532	X
HARRAHS ENTMT INC	COM	413619107	2,902	44,933	X
HARRIS CORP DEL	COM	413875105	1,189	36,404	X

8

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL INVESTMENT DISCRETION
HARSCO CORP	COM	415864107	394	6,614	X
HARTE-HANKS INC	COM	416196103	350	12,717	X
HARTFORD FINL SVCS GROUP INC	COM	416515104	16,387	239,021	X
HASBRO INC	COM	418056107	1,004	49,110	X
HAWAIIAN ELEC INDUSTRIES	COM	419870100	318	12,446	X
HEALTH MGMT ASSOC INCNEW	CL A	421933102	2,672	102,050	X
HEALTH NET INC	COM	42222G108	299	9,126	X
HEINZ H J CO	COM	423074103	6,361	172,658	X
HENRY JACK & ASSOC INC	COM	426281101	540	30,004	X
HERCULES INC	COM	427056106	403	27,838	X
HERSHEY FOODS CORP	COM	427866108	5,024	83,098	X
HEWITT ASSOCS INC	COM	42822Q100	207	7,775	X
HEWLETT PACKARD CO	COM	428236103	41,718	1,901,451	X
HIBERNIA CORP	CL A	428656102	1,852	57,871	X
HILLENBRAND INDS INC	COM	431573104	427	7,701	X
HILTON HOTELS CORP	COM	432848109	3,561	159,309	X
HOME DEPOT INC	COM	437076102	71,663	1,874,021	X
HONEYWELL INTL INC	COM	438516106	17,048	458,149	X
HORMEL FOODS CORP	COM	440452100	1,083	34,806	X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	1,203	29,785	X
HOSPIRA INC	COM	441060100	1,981	61,387	X
HOST MARRIOTT CORP NEW	COM	44107P104	341	20,611	X
HOVNANIAN ENTERPRISESINC	CL A	442487203	285	5,598	X
HUBBELL INC	CL B	443510201	977	19,113	X
HUDSON CITY BANCORP	COM	443683107	3,152	86,244	X
HUDSON UNITED BANCORP	COM	444165104	296	8,394	X
HUGHES SUPPLY INC	COM	444482103	240	8,058	X
HUMANA INC	COM	444859102	1,774	55,537	X
HUNT J B TRANS SVCS INC	COM	445658107	2,139	48,871	X
HUNTINGTON BANCSHARESINC	COM	446150104	1,651	69,088	X
IDT CORP	CL B	448947309	172	11,657	X
IAC INTERACTIVECORP	COM	44919P102	1,027	46,114	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

IMS HEALTH INC	COM	449934108	2,517	103,212	X
ISTAR FINL INC	COM	45031U101	266	6,462	X
ITT EDUCATIONAL SERVICES INC	COM	45068B109	431	8,881	X
ITT INDS INC IND	COM	450911102	11,016	122,077	X
IDEXX CORP	COM	45167R104	1,049	26,000	X
IDEXX LABS INC	COM	45168D104	367	6,778	X
IKON OFFICE SOLUTIONSINC	COM	451713101	468	47,298	X
ILLINOIS TOOL WKS INC	COM	452308109	18,658	208,396	X
IMCLONE SYS INC	COM	45245W109	985	28,544	X
INAMED CORP	COM	453235103	2,078	29,734	X
INDEPENDENCE CMNTY BKCORP	COM	453414104	366	9,396	X
INDYMAC BANCORP INC	COM	456607100	257	7,566	X
INGRAM MICRO INC	CL A	457153104	270	16,171	X
INTEGRATED CIRCUIT SYSINC	COM	45811K208	270	14,112	X
INTEL CORP	COM	458140100	121,563	5,233,024	X
INTERNATIONAL BANCSHARES COR	COM	459044103	879	25,362	X
INTERNATIONAL BUSINESSMACHS	COM	459200101	97,217	1,063,875	X
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,420	35,950	X
INTERNATIONAL GAME TECHNOLOG	COM	459902102	4,985	186,970	X
INTL PAPER CO	COM	460146103	9,318	253,266	X
INTERNATIONAL RECTIFIER CORP	COM	460254105	642	14,116	X
INTERNATIONAL SPEEDWAYCORP	CL A	460335201	3,806	70,164	X

9

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
INTERSIL CORP	CL A	46069S109	334	19,292		X
INTERPUBLIC GROUP COSINC	COM	460690100	2,011	163,765		X
INTUIT	COM	461202103	3,698	84,495		X
INVITROGEN CORP	COM	46185R100	2,415	34,898		X
INVESTORS FINL SERVICES CORP	COM	461915100	629	12,855		X
IRON MTN INC PA	COM	462846106	1,994	69,150		X
ISHARES TR	RUSSELL1000VAL	464287598	12,963	196,970		X
ISHARES TR	RUSL 2000 VALU	464287630	4,901	26,600		X
IVAX CORP	COM	465823102	725	36,673		X
JDS UNIPHASE CORP	COM	46612J101	1,048	627,646		X
JPMORGAN & CHASE & CO	COM	46625H100	61,554	1,779,030		X
JABIL CIRCUIT INC	COM	466313103	2,188	76,721		X
JACOBS ENGR GROUP INCDEL	COM	469814107	734	14,134		X
JANUS CAP GROUP INC	COM	47102X105	987	70,735		X
JEFFERSON PILOT CORP	COM	475070108	6,124	124,850		X
JETBLUE AWYS CORP	COM	477143101	974	51,134		X
JOHNSON & JOHNSON	COM	478160104	171,665	2,556,067		X
JOHNSON CTLS INC	COM	478366107	10,561	189,397		X
JONES APPAREL GROUP INC	COM	480074103	4,906	146,496		X
JUNIPER NETWORKS INC	COM	48203R104	3,315	150,265		X
KLA-TENCOR CORP	COM	482480100	3,912	85,021		X
KB HOME	COM	48666K109	3,065	26,095		X
KELLOGG CO	COM	487836108	7,106	164,224		X
KERR MCGEE CORP	COM	492386107	4,899	62,539		X
KEYCORP NEW	COM	493267108	4,686	144,415		X
KEYSPAN CORP	COM	49337W100	1,889	48,467		X
KIMBERLY CLARK CORP	COM	494368103	20,291	308,701		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

KIMCO REALTY CORP	COM	49446R109	5,148	95,518		X
KINDER MORGAN INC KANS	COM	49455P101	5,109	67,493		X
KINETIC CONCEPTS INC	COM NEW	49460W208	303	5,081		X
KING PHARMACEUTICALS INC	COM	495582108	598	71,950		X
KNIGHT RIDDER INC	COM	499040103	3,283	48,824		X
KOHL'S CORP	COM	500255104	7,331	141,990		X
KRAFT FOODS INC	CL A	50075N104	854	25,832		X
KROGER CO	COM	501044101	5,385	335,947		X
LSI LOGIC CORP	COM	502161102	770	137,825		X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	6,531	91,956		X
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,848	59,091		X
LAFARGE NORTH AMERICAINC	COM	505862102	1,006	17,210		X
LAM RESEARCH CORP	COM	512807108	900	31,186		X
LAMAR ADVERTISING CO	CL A	512815101	560	13,907		X
LANCASTER COLONY CORP	COM	513847103	617	14,500		X
LAUDER ESTEE COS INC	CL A	518439104	4,555	101,269		X
LAUREATE EDUCATION INC	COM	518613104	279	6,519		X
LEAR CORP	COM	521865105	3,894	87,786		X
LEE ENTERPRISES INC	COM	523768109	3,698	85,200		X
LEGGETT & PLATT INC	COM	524660107	1,936	67,030		X
LEGG MASON INC	COM	524901105	7,408	94,810		X
LEHMAN BROS HLDGS INC	COM	524908100	16,880	179,272		X
LENNAR CORP	CL A	526057104	1,006	17,747		X
LEUCADIA NATL CORP	COM	527288104	2,577	75,030		X
LEVEL 3 COMMUNICATIONSINC	COM	52729N100	272	131,998		X
LEXMARK INTL NEW	CL A	529771107	9,499	118,787		X
LIBERTY MEDIA CORP NEW	COM SER A	530718105	7,695	742,074		X

10

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
LIBERTY MEDIA INTL INC	COM SER A	530719103	2,014	46,054		X
LIFEPOINT HOSPITALS INC	COM	53219L109	1,591	36,300		X
LILLY ELI & CO	COM	532457108	45,196	867,490		X
LIMITED BRANDS INC	COM	532716107	4,363	179,549		X
LINCARE HLDGS INC	COM	532791100	851	19,239		X
LINCOLN NATL CORP IND	COM	534187109	3,088	68,409		X
LINEAR TECHNOLOGY CORP	COM	535678106	9,238	241,140		X
LIZ CLAIBORNE INC	COM	539320101	2,476	61,712		X
LOCKHEED MARTIN CORP	COM	539830109	7,268	119,024		X
LOEWS CORP	COM	540424108	8,760	119,123		X
LONGS DRUG STORES CORP	COM	543162101	890	26,000		X
LOUISIANA PAC CORP	COM	546347105	1,309	52,073		X
LOWES COS INC	COM	548661107	33,749	591,151		X
LUBRIZOL CORP	COM	549271104	788	19,384		X
LUCENT TECHNOLOGIES INC	COM	549463107	6,411	2,331,120		X
LYONDELL CHEMICAL CO	COM	552078107	919	32,903		X
M & T BK CORP	COM	55261F104	6,855	67,165		X
MBIA INC	COM	55262C100	4,584	87,682		X
MBNA CORP	COM	55262L100	16,790	683,909		X
M D C HLDGS INC	COM	552676108	807	11,588		X
MDU RES GROUP INC	COM	552690109	714	25,851		X
MEMC ELECTR MATLS INC	COM	552715104	198	14,737		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

MGIC INVT CORP WIS	COM	552848103	4,493	72,851	X
MGI PHARMA INC	COM	552880106	1,712	67,761	X
MGM MIRAGE	COM	552953101	373	5,271	X
MSC INDL DIRECT INC	CL A	553530106	1,973	64,572	X
MACROMEDIA INC	COM	556100105	478	14,282	X
MANDALAY RESORT GROUP	COM	562567107	1,102	15,639	X
MANOR CARE INC NEW	COM	564055101	1,396	38,390	X
MANPOWER INC	COM	56418H100	1,555	35,729	X
MANULIFE FINL CORP	COM	56501R106	1,527	31,874	X
MARATHON OIL CORP	COM	565849106	14,277	304,289	X
MARKEL CORP	COM	570535104	573	1,660	X
MARSH & MCLENNAN COS INC	COM	571748102	8,954	294,352	X
MARSHALL & ILSLEY CORP	COM	571834100	3,251	77,857	X
MARRIOTT INTL INC NEW	CL A	571903202	5,543	82,905	X
MARTEK BIOSCIENCES CORP	COM	572901106	311	5,343	X
MARVEL ENTERPRISES INC	COM	57383M108	276	13,811	X
MASCO CORP	COM	574599106	8,419	242,837	X
MASSEY ENERGY CORP	COM	576206106	236	5,887	X
MATTEL INC	COM	577081102	3,334	156,167	X
MAXIM INTEGRATED PRODSINC	COM	57772K101	11,781	288,265	X
MAXTOR CORP	COM NEW	577729205	152	28,588	X
MAY DEPT STORES CO	COM	577778103	4,021	108,617	X
MAYTAG CORP	COM	578592107	417	29,825	X
MCAFEE INC	COM	579064106	799	35,409	X
MCCLATCHY CO	CL A	579489105	920	12,399	X
MCCORMICK & CO INC	COM NON VTG	579780206	3,131	90,938	X
MCDONALDS CORP	COM	580135101	29,188	937,330	X
MCGRAW HILL COS INC	COM	580645109	8,969	102,793	X
MCKESSON CORP	COM	58155Q103	5,011	132,738	X
MEADWESTVACO CORP	COM	583334107	2,709	85,148	X
MEDCO HEALTH SOLUTIONSINC	COM	58405U102	8,266	166,752	X
MEDIA GEN INC	CL A	584404107	1,731	27,994	X

11

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
MEDICIS PHARMACEUTICALCORP	CL A NEW	584690309	427	14,250		X
MEDIMMUNE INC	COM	584699102	2,858	120,039		X
MEDTRONIC INC	COM	585055106	33,807	663,533		X
MELLON FINL CORP	COM	58551A108	4,235	148,389		X
MERCANTILE BANKSHARESCORP	COM	587405101	242	4,767		X
MERCK & CO INC	COM	589331107	56,667	1,750,590		X
MERCURY INTERACTIVE CORP	COM	589405109	3,196	67,459		X
MEREDITH CORP	COM	589433101	1,412	30,214		X
MERRILL LYNCH & CO INC	COM	590188108	29,303	517,720		X
METLIFE INC	COM	59156R108	12,505	319,810		X
METRO GOLDWYN MAYER INC	COM	591610100	557	46,593		X
METTLER TOLEDO INTERNATIONAL	COM	592688105	298	6,271		X
MICHAELS STORES INC	COM	594087108	2,392	65,908		X
MICROSOFT CORP	COM	594918104	182,944	7,569,070		X
MICROCHIP TECHNOLOGY INC	COM	595017104	1,587	61,012		X
MICRON TECHNOLOGY INC	COM	595112103	2,249	217,491		X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	338	40,108		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

MILLER HERMAN INC	COM	600544100	421	13,988		X
MILLIPORE CORP	COM	601073109	934	21,515		X
MILLS CORP	COM	601148109	334	6,322		X
MODINE MFG CO	COM	607828100	519	17,700		X
MOHAWK INDS INC	COM	608190104	738	8,754		X
MOLEX INC	COM	608554101	1,678	63,650		X
MOLSON COORS BREWING CO	CL B	60871R209	3,371	43,686		X
MONEYGRAM INTL INC	COM	60935Y109	204	10,776		X
MONSANTO CO NEW	COM	61166W101	15,257	236,548		X
MONSTER WORLDWIDE INC	COM	611742107	1,352	48,256		X
MOODYS CORP	COM	615369105	7,166	88,627		X
MORGAN STANLEY	COM NEW	617446448	31,170	544,450		X
MOTOROLA INC	COM	620076109	24,786	1,655,737		X
MURPHY OIL CORP	COM	626717102	4,840	49,027		X
MYLAN LABS INC	COM	628530107	2,959	167,003		X
NBTY INC	COM	628782104	264	10,526		X
NCR CORP NEW	COM	62886E108	4,567	135,366		X
NII HLDGS INC	CL B NEW	62913F201	836	14,535		X
NTL INC DEL	COM	62940M104	1,113	17,487		X
NVR INC	COM	62944T105	808	1,029		X
NATIONAL CITY CORP	COM	635405103	18,212	543,642		X
NATIONAL FUEL GAS CO NJ	COM	636180101	225	7,881		X
NATIONAL HEALTH INVS INC	COM	63633D104	1,219	46,930		X
NATIONAL INSTRS CORP	COM	636518102	280	10,353		X
NATIONAL OILWELL VARCOINC	COM	637071101	2,760	59,097		X
NATIONAL SEMICONDUCTORCORP	COM	637640103	5,143	249,531		X
NATIONWIDE FINL SVCS INC	CL A	638612101	946	26,361		X
NAVISTAR INTL CORP NEW	COM	63934E108	925	25,407		X
NAVTEQ CORP	COM	63936L100	282	6,500		X
NEENAH PAPER INC	COM	640079109	211	6,264		X
NEIMAN MARCUS GROUP INC	CL A	640204202	3,852	42,091		X
NEKTAR THERAPEUTICS	COM	640268108	226	16,207		X
NETBANK INC	COM	640933107	136	16,000		X
NETWORK APPLIANCE INC	COM	64120L104	6,993	252,818		X
NEUROCRINE BIOSCIENCESINC	COM	64125C109	267	7,016		X
NEW YORK CMNTY BANCORPINC	COM	649445103	314	17,267		X
NEW YORK TIMES CO	CL A	650111107	2,273	62,133		X

12

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
NEWALLIANCE BANCSHARESINC	COM	650203102	246	17,605		X
NEWELL RUBBERMAID INC	COM	651229106	1,874	85,422		X
NEWFIELD EXPL CO	COM	651290108	596	8,027		X
NEWMONT MINING CORP	COM	651639106	9,395	222,374		X
NEWS CORP	CL A	65248E104	15,448	913,021		X
NEXTEL COMMUNICATIONSINC	CL A	65332V103	17,805	626,487		X
NEXTEL PARTNERS INC	CL A	65333F107	791	36,090		X
NICOR INC	COM	654086107	1,428	38,495		X
NIKE INC	CL B	654106103	16,702	200,480		X
NISOURCE INC	COM	65473P105	2,029	89,045		X
NOKIA CORP	SPONSORED ADR	654902204	1,028	66,600		X
NOBLE ENERGY INC	COM	655044105	317	4,657		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NORDSTROM INC	COM	655664100	4,795	86,587	X
NORFOLK SOUTHERN CORP	COM	655844108	9,438	254,732	X
NORTEL NETWORKS CORP NEW	COM	656568102	1,638	600,000	X
NORTH FORK BANCORPORATION NY	COM	659424105	4,191	151,076	X
NORTHERN TR CORP	COM	665859104	3,045	70,090	X
NORTHROP GRUMMAN CORP	COM	666807102	14,541	269,383	X
NOVELL INC	COM	670006105	984	165,068	X
NOVELLUS SYS INC	COM	670008101	1,495	55,932	X
NUCOR CORP	COM	670346105	5,646	98,088	X
NVIDIA CORP	COM	67066G104	1,709	71,937	X
OGE ENERGY CORP	COM	670837103	961	35,666	X
OSI PHARMACEUTICALS INC	COM	671040103	399	9,640	X
OCCIDENTAL PETE CORP DEL	COM	674599105	32,831	461,305	X
OFFICEMAX INC DEL	COM	67622P101	1,487	44,378	X
OFFICE DEPOT INC	COM	676220106	2,135	96,261	X
OLD REP INTL CORP	COM	680223104	1,590	68,271	X
OMNICARE INC	COM	681904108	1,410	39,779	X
OMNICOM GROUP INC	COM	681919106	14,744	166,561	X
ORACLE CORP	COM	68389X105	39,989	3,204,238	X
O REILLY AUTOMOTIVE INC	COM	686091109	1,818	36,707	X
OSHKOSH TRUCK CORP	COM	688239201	535	6,526	X
OUTBACK STEAKHOUSE INC	COM	689899102	3,008	65,700	X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	2,686	42,700	X
PG&E CORP	COM	69331C108	9,472	277,776	X
PHH CORP	COM NEW	693320202	697	31,876	X
PMC-SIERRA INC	COM	69344F106	681	77,359	X
PMI GROUP INC	COM	69344M101	2,563	67,430	X
PNC FINL SVCS GROUP INC	COM	693475105	5,042	97,941	X
PPG INDS INC	COM	693506107	6,307	88,182	X
PPL CORP	COM	69351T106	5,828	107,951	X
PACCAR INC	COM	693718108	6,781	93,673	X
PACIFIC SUNWEAR CALIFINC	COM	694873100	774	27,666	X
PACIFICARE HEALTH SYSDEL	COM	695112102	698	12,260	X
PACTIV CORP	COM	695257105	1,725	73,862	X
PALL CORP	COM	696429307	1,073	39,564	X
PARAMETRIC TECHNOLOGYCORP	COM	699173100	362	64,761	X
PARKER HANNIFIN CORP	COM	701094104	2,910	47,774	X
PATINA OIL & GAS CORP	COM	703224105	975	24,382	X
PATTERSON COMPANIES INC	COM	703395103	4,284	85,756	X
PATTERSON UTI ENERGY INC	COM	703481101	1,837	73,416	X
PAYCHEX INC	COM	704326107	7,721	235,260	X
PEABODY ENERGY CORP	COM	704549104	1,261	27,196	X

13

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
PENNEY J C INC	COM	708160106	7,188	138,438		X
PENTAIR INC	COM	709631105	1,217	31,199		X
PEOPLES ENERGY CORP	COM	711030106	901	21,496		X
PEPCO HOLDINGS INC	COM	713291102	234	11,155		X
PEPSI BOTTLING GROUP INC	COM	713409100	3,346	120,132		X
PEPSICO INC	COM	713448108	63,729	1,201,754		X
PERKINELMER INC	COM	714046109	1,864	90,351		X



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PETCO ANIMAL SUPPLIES	COM NEW	716016209	292	7,940		X
PETSMART INC	COM	716768106	807	28,055		X
PFIZER INC	COM	717081103	155,465	5,917,971		X
PHARMACEUTICAL PROD DEV INC	COM	717124101	447	9,226		X
PHELPS DODGE CORP	COM	717265102	5,227	51,378		X
PIER 1 IMPORTS INC	COM	720279108	193	10,565		X
PILGRIMS PRIDE CORP	COM	721467108	1,185	33,173		X
PINNACLE WEST CAP CORP	COM	723484101	7,021	165,166		X
PIONEER NAT RES CO	COM	723787107	536	12,544		X
PITNEY BOWES INC	COM	724479100	6,237	138,240		X
PIXAR	COM	725811103	3,218	32,991		X
PLANTRONICS INC NEW	COM	727493108	1,088	28,578		X
PLUM CREEK TIMBER CO INC	COM	729251108	1,966	55,078		X
POGO PRODUCING CO	COM	730448107	702	14,260		X
POLARIS INDS INC	COM	731068102	1,924	27,401		X
POLO RALPH LAUREN CORP	CL A	731572103	2,079	53,593		X
POLYCOM INC	COM	73172K104	249	14,666		X
POPULAR INC	COM	733174106	1,727	70,992		X
PRAXAIR INC	COM	74005P104	8,719	182,172		X
PRECISION CASTPARTS CORP	COM	740189105	6,459	83,873		X
PRICE T ROWE GROUP INC	COM	74144T108	3,902	65,710		X
PRIDE INTL INC DEL	COM	74153Q102	353	14,194		X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	3,795	98,595		X
PROCTER & GAMBLE CO	COM	742718109	112,232	2,117,585		X
PROGRESS ENERGY INC	COM	743263105	3,319	79,127		X
PROGRESSIVE CORP OHIO	COM	743315103	8,256	89,976		X
PROLOGIS	SH BEN INT	743410102	2,062	55,592		X
PROTECTIVE LIFE CORP	COM	743674103	3,274	83,308		X
PROVIDIAN FINL CORP	COM	74406A102	1,692	98,614		X
PRUDENTIAL FINL INC	COM	744320102	13,930	242,687		X
PUBLIC SVC ENTERPRISEGROUP	COM	744573106	5,318	97,782		X
PUBLIC STORAGE INC	COM	74460D109	275	4,834		X
PULTE HOMES INC	COM	745867101	8,195	111,302		X
QLOGIC CORP	COM	747277101	1,945	48,029		X
QUALCOMM INC	COM	747525103	54,281	1,481,728		X
QUEST DIAGNOSTICS INC	COM	74834L100	4,091	38,915		X
QUESTAR CORP	COM	748356102	4,624	78,044		X
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,246	607,149		X
RADIAN GROUP INC	COM	750236101	4,058	85,010		X
RADIO ONE INC	CL D NON VTG	75040P405	150	10,159		X
RADIOSHACK CORP	COM	750438103	1,812	73,958		X
RAMBUS INC DEL	COM	750917106	253	16,776		X
RAYONIER INC	COM	754907103	863	17,416		X
RAYTHEON CO	COM NEW	755111507	6,273	162,096		X
REALTY INCOME CORP	COM	756109104	796	34,800		X
RED HAT INC	COM	756577102	820	75,120		X
REEBOK INTL LTD	COM	758110100	830	18,743		X

14

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
REGENCY CTRS CORP	COM	758849103	456	9,578		X
REGIS CORP MINN	COM	758932107	1,048	25,594		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

REGIONS FINANCIAL CORPNEW	COM	7591EP100	6,589	203,351	X
REINSURANCE GROUP AMERINC	COM	759351109	238	5,588	X
RELIANT ENERGY INC	COM	75952B105	201	17,635	X
RENAL CARE GROUP INC	COM	759930100	2,174	57,295	X
RENT A CTR INC NEW	COM	76009N100	261	9,574	X
REPUBLIC SVCS INC	COM	760759100	2,043	61,014	X
RESMED INC	COM	761152107	371	6,586	X
RESPIRONICS INC	COM	761230101	964	16,549	X
REYNOLDS & REYNOLDS CO	CL A	761695105	2,600	96,071	X
REYNOLDS AMERICAN INC	COM	761713106	5,243	65,063	X
RITE AID CORP	COM	767754104	307	77,622	X
ROBERT HALF INTL INC	COM	770323103	2,942	109,137	X
ROCKWELL AUTOMATION INC	COM	773903109	7,125	125,792	X
ROCKWELL COLLINS INC	COM	774341101	3,992	83,878	X
ROHM & HAAS CO	COM	775371107	3,450	71,882	X
ROPER INDS INC NEW	COM	776696106	502	7,670	X
ROSS STORES INC	COM	778296103	2,252	77,268	X
ROWAN COS INC	COM	779382100	1,534	51,242	X
RUBY TUESDAY INC	COM	781182100	312	12,851	X
RYDER SYS INC	COM	783549108	1,075	25,772	X
RYLAND GROUP INC	COM	783764103	243	3,916	X
SBC COMMUNICATIONS INC	COM	78387G103	45,896	1,937,362	X
SEI INVESTMENTS CO	COM	784117103	528	14,607	X
SLM CORP	COM	78442P106	11,122	223,154	X
SPX CORP	COM	784635104	229	5,295	X
SABRE HLDGS CORP	CL A	785905100	1,136	51,919	X
SAFECO CORP	COM	786429100	1,980	40,647	X
SAFeway INC	COM NEW	786514208	4,422	238,661	X
ST JOE CO	COM	790148100	2,577	38,289	X
ST JUDE MED INC	COM	790849103	13,814	383,726	X
ST PAUL TRAVELERS INC	COM	792860108	10,273	279,692	X
SANDISK CORP	COM	80004C101	2,485	89,375	X
SANMINA SCI CORP	COM	800907107	1,390	266,316	X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	782	19,500	X
SARA LEE CORP	COM	803111103	13,129	592,482	X
SCANA CORP NEW	COM	80589M102	2,695	70,524	X
SCHEIN HENRY INC	COM	806407102	928	25,890	X
SCHERING PLOUGH CORP	COM	806605101	17,217	948,615	X
SCHLUMBERGER LTD	COM	806857108	9,963	141,362	X
SCHWAB CHARLES CORP NEW	COM	808513105	5,933	564,478	X
SCIENTIFIC ATLANTA INC	COM	808655104	4,791	169,761	X
SCOTTISH PWR PLC	SPON ADR FINAL	81013T705	1,660	53,200	X
SCRIPPS E W CO OHIO	CL A	811054204	6,893	141,400	X
SEALED AIR CORP NEW	COM	81211K100	2,479	47,726	X
SEARS ROEBUCK & CO	COM	812387108	8,515	170,161	X
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	205	6,800	X
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	2,383	82,700	X
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	2,081	90,400	X
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	1,993	60,000	X
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4,179	147,200	X
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	4,297	141,200	X
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	735	25,200	X

15

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
			VALUE	SHRS OR SH/ PUT/	INVESTMENT

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION
SEMTECH CORP	COM	816850101	1,000	55,977	X
SEMPRA ENERGY	COM	816851109	5,865	147,211	X
SEPRACOR INC	COM	817315104	3,320	57,838	X
SERVICE CORP INTL	COM	817565104	150	20,110	X
SERVICEMASTER CO	COM	81760N109	546	40,417	X
SHERWIN WILLIAMS CO	COM	824348106	9,669	219,795	X
SIEBEL SYS INC	COM	826170102	1,762	193,005	X
SIGMA ALDRICH CORP	COM	826552101	4,326	70,631	X
SILICON LABORATORIES INC	COM	826919102	212	7,120	X
SIMON PPTY GROUP INC NEW	COM	828806109	6,158	101,656	X
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	236	4,254	X
SIRIUS SATELLITE RADIOINC	COM	82966U103	413	73,546	X
SKY FINL GROUP INC	COM	83080P103	206	7,683	X
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	734	15,600	X
SMITH INTL INC	COM	832110100	3,242	51,675	X
SMITHFIELD FOODS INC	COM	832248108	1,303	41,308	X
SMUCKER J M CO	COM NEW	832696405	254	5,058	X
SMURFIT-STONE CONTAINER CORP	COM	832727101	232	15,008	X
SNAP ON INC	COM	833034101	557	17,522	X
SOLETRON CORP	COM	834182107	1,435	413,550	X
SONOCO PRODS CO	COM	835495102	622	21,559	X
SOUTHERN CO	COM	842587107	10,223	321,163	X
SOUTHWEST AIRLS CO	COM	844741108	4,445	312,142	X
SOVEREIGN BANCORP INC	COM	845905108	2,471	111,519	X
SPECTRASITE INC	COM	84761M104	440	7,596	X
SPRINT CORP	COM FON	852061100	18,182	799,202	X
STANLEY WKS	COM	854616109	3,999	88,331	X
STAPLES INC	COM	855030102	6,751	214,782	X
STARBUCKS CORP	COM	855244109	15,671	303,353	X
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	10,629	177,067	X
STATE STR CORP	COM	857477103	5,336	122,051	X
STATION CASINOS INC	COM	857689103	2,728	40,383	X
STERICYCLE INC	COM	858912108	1,534	34,702	X
STORAGE TECHNOLOGY CORP	COM PAR \$0.10	862111200	291	9,438	X
STRYKER CORP	COM	863667101	11,766	263,761	X
STUDENT LN CORP	COM	863902102	801	3,831	X
SUN MICROSYSTEMS INC	COM	866810104	6,059	1,499,745	X
SUNGARD DATA SYS INC	COM	867363103	4,321	125,246	X
SUNOCO INC	COM	86764P109	6,685	64,576	X
SUNTRUST BKS INC	COM	867914103	11,148	154,682	X
SUPERVALU INC	COM	868536103	3,624	108,674	X
SYMANTEC CORP	COM	871503108	11,026	516,946	X
SYMBOL TECHNOLOGIES INC	COM	871508107	1,498	103,385	X
SYNOPSYS INC	COM	871607107	1,344	74,245	X
SYNOVUS FINL CORP	COM	87161C105	3,370	120,980	X
SYSCO CORP	COM	871829107	19,464	543,700	X
TCF FINL CORP	COM	872275102	2,589	95,350	X
TD BANKNORTH INC	COM	87235A101	1,166	37,326	X
TECO ENERGY INC	COM	872375100	1,002	63,903	X
TJX COS INC NEW	COM	872540109	6,690	271,621	X
TXU CORP	COM	873168108	11,656	146,372	X
TARGET CORP	COM	87612E106	42,482	849,305	X
TECH DATA CORP	COM	878237106	1,117	30,152	X
TEKTRONIX INC	COM	879131100	911	37,125	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
TELECOM HLDERS TR	DEPOSITRY RCPT	87927P200	717	26,700		X
TELEPHONE & DATA SYS INC	COM	879433100	1,741	21,341		X
TELLABS INC	COM	879664100	1,189	162,863		X
TEMPLE INLAND INC	COM	879868107	2,088	28,775		X
TENET HEALTHCARE CORP	COM	88033G100	1,608	139,430		X
TERADYNE INC	COM	880770102	1,228	84,113		X
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	308	9,924		X
TEXAS INSTRS INC	COM	882508104	29,698	1,165,074		X
TEXTRON INC	COM	883203101	4,880	65,404		X
THERMO ELECTRON CORP	COM	883556102	1,867	73,808		X
THOMAS & BETTS CORP	COM	884315102	1,360	42,100		X
3COM CORP	COM	885535104	82	23,168		X
3M CO	COM	88579Y101	52,132	608,378		X
TIBCO SOFTWARE INC	COM	88632Q103	262	35,204		X
TIDEWATER INC	COM	886423102	304	7,822		X
TIFFANY & CO NEW	COM	886547108	2,189	63,415		X
TIMBERLAND CO	CL A	887100105	1,171	16,508		X
TIME WARNER INC	COM	887317105	55,601	3,168,173		X
TIMKEN CO	COM	887389104	241	8,832		X
TOLL BROTHERS INC	COM	889478103	456	5,784		X
TORCHMARK CORP	COM	891027104	11,090	212,451		X
TORO CO	COM	891092108	4,372	49,400		X
TORONTO DOMINION BK ONT	COM NEW	891160509	637	15,415		X
TOTAL SYS SVCS INC	COM	891906109	275	10,997		X
TOYS R US INC	COM	892335100	1,653	64,154		X
TRIAD HOSPITALS INC	COM	89579K109	1,561	31,163		X
TRIBUNE CO NEW	COM	896047107	5,787	145,137		X
TYCO INTL LTD NEW	COM	902124106	34,475	1,019,976		X
TYSON FOODS INC	CL A	902494103	2,211	132,547		X
UCBH HOLDINGS INC	COM	90262T308	358	8,964		X
UST INC	COM	902911106	4,176	80,775		X
US BANCORP DEL	COM NEW	902973304	27,705	961,327		X
UNION PAC CORP	COM	907818108	9,211	132,157		X
UNIONBANCAL CORP	COM	908906100	4,688	76,534		X
UNISYS CORP	COM	909214108	749	106,098		X
UNITED DEFENSE INDS INC	COM	91018B104	594	8,094		X
UNITED PARCEL SERVICEINC	CL B	911312106	44,809	616,018		X
UNITED STATES STL CORPNEW	COM	912909108	2,630	51,719		X
UNITED TECHNOLOGIES CORP	COM	913017109	36,849	362,477		X
UNITEDHEALTH GROUP INC	COM	91324P102	47,514	498,156		X
UNITEDGLOBALCOM	CL A	913247508	543	57,375		X
UNITRIN INC	COM	913275103	255	5,610		X
UNIVERSAL HLTH SVCS INC	CL B	913903100	628	11,992		X
UNIVISION COMMUNICATIONS INC	CL A	914906102	2,823	101,941		X
UNOCAL CORP	COM	915289102	5,094	82,573		X
UNUMPROVIDENT CORP	COM	91529Y106	2,806	164,869		X
URBAN OUTFITTERS INC	COM	917047102	3,735	77,866		X
UTSTARCOM INC	COM	918076100	598	54,621		X
VCA ANTECH INC	COM	918194101	1,273	62,944		X
V F CORP	COM	918204108	4,717	79,763		X
VALERO ENERGY CORP NEW	COM	91913Y100	17,225	235,086		X
VALSPAR CORP	COM	920355104	1,018	21,863		X
VARIAN MED SYS INC	COM	92220P105	911	26,568		X
VENTAS INC	COM	92276F100	915	36,640		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

17

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
VERISIGN INC	COM	92343E102	1,088	37,917		X
VERIZON COMMUNICATIONS	COM	92343V104	67,425	1,899,303		X
VERITAS SOFTWARE CO	COM	923436109	6,088	262,202		X
VIACOM INC	CL A	925524100	319	9,100		X
VIACOM INC	CL B	925524308	29,463	845,913		X
VISHAY INTERTECHNOLOGYINC	COM	928298108	166	13,384		X
VISTEON CORP	COM	92839U107	177	30,972		X
VORNADO RLTY TR	SH BEN INT	929042109	391	5,644		X
VULCAN MATLS CO	COM	929160109	2,784	48,985		X
W HLDG CO INC	COM	929251106	155	15,421		X
WPS RESOURCES CORP	COM	92931B106	1,156	21,846		X
WACHOVIA CORP 2ND NEW	COM	929903102	66,266	1,301,629		X
WADDELL & REED FINL INC	CL A	930059100	341	17,291		X
WAL MART STORES INC	COM	931142103	124,170	2,477,944		X
WALGREEN CO	COM	931422109	24,933	561,293		X
WASHINGTON MUT INC	COM	939322103	24,469	619,479		X
WASHINGTON POST CO	CL B	939640108	4,785	5,352		X
WASTE MGMT INC DEL	COM	94106L109	11,510	398,976		X
WATERS CORP	COM	941848103	3,767	105,252		X
WATSON PHARMACEUTICALSINC	COM	942683103	1,204	39,172		X
WATTS WATER TECHNOLOGIES INC	CL A	942749102	843	25,850		X
WEBMD CORP	COM	94769M105	373	43,906		X
WEIGHT WATCHERS INTL INC NEW	COM	948626106	496	11,545		X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	632	18,315		X
WELLPOINT INC	COM	94973V107	22,140	176,623		X

18

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
WELLS FARGO & CO NEW	COM	949746101	56,937	952,132		X
WENDYS INTL INC	COM	950590109	2,757	70,620		X
WEST CORP	COM	952355105	1,486	46,431		X
WESTAR ENERGY INC	COM	95709T100	393	18,144		X
WESTAMERICA BANCORPORATION	COM	957090103	802	15,500		X
WESTERN DIGITAL CORP	COM	958102105	257	20,158		X
WESTERN GAS RES INC	COM	958259103	1,349	39,170		X
WESTERN WIRELESS CORP	CL A	95988E204	2,182	57,477		X
WESTWOOD ONE INC	COM	961815107	298	14,648		X
WEYERHAEUSER CO	COM	962166104	6,952	101,485		X
WHIRLPOOL CORP	COM	963320106	3,117	46,024		X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

WHITNEY HLDG CORP	COM	966612103	2,508	56,348	X
WHOLE FOODS MKT INC	COM	966837106	6,123	59,957	X
WILEY JOHN & SONS INC	CL A	968223206	1,278	36,268	X
WILLIAMS COS INC DEL	COM	969457100	3,182	169,168	X
WILLIAMS SONOMA INC	COM	969904101	700	19,058	X
WILMINGTON TRUST CORP	COM	971807102	1,191	33,939	X
WISCONSIN ENERGY CORP	COM	976657106	365	10,286	X
WOLVERINE WORLD WIDE INC	COM	978097103	752	35,100	X
WORTHINGTON INDS INC	COM	981811102	545	28,266	X
WRIGLEY WM JR CO	COM	982526105	7,819	119,254	X
WYETH	COM	983024100	28,159	667,603	X
WYNN RESORTS LTD	COM	983134107	2,869	42,351	X
XM SATELLITE RADIO HLDGS INC	CL A	983759101	3,891	123,005	X
XTO ENERGY INC	COM	98385X106	8,562	260,709	X
XCEL ENERGY INC	COM	98389B100	2,293	133,462	X
XILINX INC	COM	983919101	4,553	155,778	X
XEROX CORP	COM	984121103	6,334	418,075	X
YAHOO INC	COM	984332106	33,092	976,172	X
YELLOW ROADWAY CORP	COM	985577105	789	13,476	X
YUM BRANDS INC	COM	988498101	9,544	184,221	X
ZEBRA TECHNOLOGIES CORP	CL A	989207105	3,741	78,781	X
ZIMMER HLDGS INC	COM	98956P102	20,499	263,448	X
ZIONS BANCORPORATION	COM	989701107	3,075	44,553	X
TOTAL			7,671,920		