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M&T BANK CORP  
Form 13F-HR  
July 23, 2012

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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: 6/30/2012

Check here is Amendment ; Amendment Number:

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

Institutional Investment Manager Filing this Report:

Name: M&T BANK CORPORATION

Address: One M&T Plaza  
Buffalo, NY 14240

Form 13-F File Number: 028-00267

This 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 part of this form.

Person Signing this Report on Behalf of Reporting Manager

Name: Mark Czarnecki  
Title: President  
Phone: (716) 842-5291

Signature, Place & Date of Signing:

/s/ Mark Czarnecki, President ----- [Signature]	Buffalo, New York ----- [City, State]	7/16/2012 ----- [Date]
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Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting managers are reported in this report).
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting managers are reported in this report and a portion are reported by other reporting managers(s).)

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List of Other Included Managers:

Form 13F File Number	Name
028-03980	Manufacturers & Traders Trust Company
028-11878	M&T Trust Company of Delaware, Inc.
028-10909	Wilmington Trust Investment Advisors, Inc.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
028-03742	Wilmington Trust Company
028-12629	Wilmington Trust Investment Management, LLC
028-06601	Wilmington Funds Management Corporation
028-03740	Wilmington Trust NA
028-10909	WTIA Investment Advisors, Inc.

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FORM 13-F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	3
Form 13-F Information Table Entry Total:	2,079
Form 13-F Information Table Value Total:	1,881,303
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	(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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	028-39800	Manufacturers & Traders Trust Company
3	028-10909	Wilmington Trust Investment Advisors, Inc.
4	028-11878	M&T Trust Company of Delaware, Inc.

SEC USE

COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
				INVESTMENT AUTHORITY
-----				
SHARES				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - DEFINED	SHARED - OTHER
ABBOTT LABORATORIES...	COMMON STOCK	002824100	10132	157155	SHARES			X	
ABBOTT LABORATORIES...	COMMON STOCK	002824100	4575	70967	SHARES				X
ACCO BRANDS CORP.....	COMMON STOCK	00081T108	438	42346	SHARES			X	
ACCO BRANDS CORP.....	COMMON STOCK	00081T108	19	1861	SHARES				X
ACME PACKET INC.....	COMMON STOCK	004764106	23	1230	SHARES			X	
ACME PACKET INC.....	COMMON STOCK	004764106	5	284	SHARES				X
ACNB CORP.....	COMMON STOCK	000868109	287	19745	SHARES			X	
ACTIVE NETWORK INC/THE.....	COMMON STOCK	00506D100	31	2025	SHARES			X	
ACTIVISION BLIZZARD INC...	COMMON STOCK	00507V109	97	8120	SHARES			X	
ACTIVISION BLIZZARD INC...	COMMON STOCK	00507V109	42	3500	SHARES				X
ADOBE SYSTEMS COMMON.....	COMMON STOCK	00724F101	45	1400	SHARES			X	
ADOBE SYSTEMS COMMON.....	COMMON STOCK	00724F101	9	265	SHARES				X
ADTRAN INC COM..	COMMON STOCK	00738A106	379	12560	SHARES			X	
ADVANCED MICRO DEVICES INC COM.....	COMMON STOCK	007903107	639	111508	SHARES			X	
ADVANCED MICRO DEVICES INC COM.....	COMMON STOCK	007903107	3	500	SHARES				X
ADVISORY BOARD CO (THE).....	COMMON STOCK	00762W107	35	700	SHARES			X	
AES CORP COM....	COMMON STOCK	00130H105	17	1300	SHARES			X	
AETNA INC NEW COM.....	COMMON STOCK	00817Y108	404	10427	SHARES			X	
AFFILIATED MANAGERS GROUP.....	COMMON STOCK	008252108	1271	11612	SHARES			X	
AFFILIATED MANAGERS GROUP.....	COMMON STOCK	008252108	56	511	SHARES				X
AFFYMAX INC.....	COMMON STOCK	00826A109	28	2175	SHARES			X	
AFLAC INC.....	COMMON STOCK	001055102	361	8466	SHARES			X	
AFLAC INC.....	COMMON STOCK	001055102	547	12835	SHARES				X
AGILENT TECHNOLOGIES INC COM.....	COMMON STOCK	00846U101	2	43	SHARES			X	
AGILENT TECHNOLOGIES INC COM.....	COMMON STOCK	00846U101	33	853	SHARES				X
AGL RESOURCES INC.....	COMMON STOCK	001204106	8	209	SHARES			X	
AGL RESOURCES INC.....	COMMON STOCK	001204106	22	567	SHARES				X
AIR METHODS CORPORATION....	COMMON STOCK	009128307	34	350	SHARES			X	
AIR PRODUCTS &									

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CHEMICALS INC..	COMMON STOCK	009158106	2102	26043	SHARES		X	
AIR PRODUCTS & CHEMICALS INC..	COMMON STOCK	009158106	1158	14339	SHARES			X
AK STEEL HOLDING CORP COM.....	COMMON STOCK	001547108	2	291	SHARES		X	
ALASKA AIR GROUP INC.....	COMMON STOCK	011659109	38	1050	SHARES		X	
ALBEMARLE CORP COM.....	COMMON STOCK	012653101	2741	45958	SHARES		X	
ALBEMARLE CORP COM.....	COMMON STOCK	012653101	1376	23072	SHARES			X
ALCOA INC COM...	COMMON STOCK	013817101	234	26748	SHARES		X	
ALCOA INC COM...	COMMON STOCK	013817101	180	20620	SHARES			X
ALERE INC.....	COMMON STOCK	01449J105	230	11856	SHARES		X	
ALEXANDER & BALDWIN HOLDINGS, INC..	COMMON STOCK	014481105	1562	29325	SHARES		X	
ALEXANDER & BALDWIN HOLDINGS, INC..	COMMON STOCK	014481105	78	1466	SHARES			X
ALEXION PHARMACEUTICALS INC COM.....	COMMON STOCK	015351109	2460	24774	SHARES		X	
ALEXION PHARMACEUTICALS INC COM.....	COMMON STOCK	015351109	114	1144	SHARES			X
ALLEGHANY CORPORATION....	COMMON STOCK	017175100	1	3	SHARES		X	
ALLEGHANY CORPORATION....	COMMON STOCK	017175100	7	21	SHARES			X
ALLERGAN INC....	COMMON STOCK	018490102	2895	31277	SHARES		X	
ALLERGAN INC....	COMMON STOCK	018490102	131	1414	SHARES			X
ALLETE INC.....	COMMON STOCK	018522300	47	1125	SHARES			X
ALLIANCE DATA SYSTEMS CORP...	COMMON STOCK	018581108	150	1108	SHARES		X	
ALLIANCE DATA SYSTEMS CORP...	COMMON STOCK	018581108	4	28	SHARES			X
ALLIANT TECH SYSTEMS INC....	COMMON STOCK	018804104	20	405	SHARES			X
ALLISON TRANSMISSION HOLDINGS.....	COMMON STOCK	01973R101	8	430	SHARES		X	
ALLSCRIPTS HEALTHCARE SOLUTIONS INC..	COMMON STOCK	01988P108	245	22397	SHARES		X	
ALLSCRIPTS HEALTHCARE SOLUTIONS INC..	COMMON STOCK	01988P108	38	3450	SHARES			X
ALLSTATE CORP...	COMMON STOCK	020002101	312	8894	SHARES		X	
ALLSTATE CORP...	COMMON STOCK	020002101	163	4658	SHARES			X
ALPHA NATURAL RESOURCES.....	COMMON STOCK	02076X102	192	22079	SHARES		X	
ALPHA NATURAL RESOURCES.....	COMMON STOCK	02076X102	13	1500	SHARES			X
ALTERA CORP COM.....	COMMON STOCK	021441100	445	13156	SHARES		X	
ALTRIA GROUP INC.....	COMMON STOCK	02209S103	9699	280714	SHARES		X	
ALTRIA GROUP INC.....	COMMON STOCK	02209S103	4020	116360	SHARES			X
AMAZON.COM INC..	COMMON STOCK	023135106	8476	37117	SHARES		X	
AMAZON.COM INC..	COMMON STOCK	023135106	390	1709	SHARES			X

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NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY		
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED	SHARED OTHER
AMC NETWORKS INC A.....	COMMON STOCK	00164V103	17	475	SHARES			X	
AMERICAN CAMPUS COMMUNITIES INC-REIT.....	COMMON STOCK	024835100	115	2550	SHARES			X	
AMERICAN CAMPUS COMMUNITIES INC-REIT.....	COMMON STOCK	024835100	32	712	SHARES				X
AMERICAN CAPITAL AGENCY CORP....	COMMON STOCK	02503X105	8	250	SHARES			X	
AMERICAN CAPITAL AGENCY CORP....	COMMON STOCK	02503X105	10	300	SHARES				X
AMERICAN EAGLE OUTFITTER INC..	COMMON STOCK	02553E106	12	600	SHARES			X	
AMERICAN ELECTRIC POWER CO INC...	COMMON STOCK	025537101	168	4223	SHARES			X	
AMERICAN ELECTRIC POWER CO INC...	COMMON STOCK	025537101	108	2706	SHARES				X
AMERICAN ELECTRIC TECHNOLOGIES INC.....	COMMON STOCK	025576109	0	100	SHARES			X	
AMERICAN EXPRESS CO.....	COMMON STOCK	025816109	1105	18977	SHARES			X	
AMERICAN EXPRESS CO.....	COMMON STOCK	025816109	677	11623	SHARES				X
AMERICAN FINANCIAL GROUP INC.....	COMMON STOCK	025932104	24	600	SHARES				X
AMERICAN INTERNATIONAL GROUP.....	COMMON STOCK	026874784	2	75	SHARES			X	
AMERICAN INTERNATIONAL GROUP.....	COMMON STOCK	026874784	5	145	SHARES				X
AMERICAN WATER WORKS CO INC...	COMMON STOCK	030420103	27	800	SHARES			X	
AMERICAN WATER WORKS CO INC...	COMMON STOCK	030420103	106	3090	SHARES				X
AMERIPRISE FINANCIAL INC..	COMMON STOCK	03076C106	69	1327	SHARES			X	
AMERIPRISE FINANCIAL INC..	COMMON STOCK	03076C106	71	1351	SHARES				X

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AMERIS BANCORP..	COMMON STOCK	03076K108	2	123	SHARES		X
AMERISOURCE							
BERGEN CORP....	COMMON STOCK	03073E105	12	300	SHARES		X
AMGEN INC COM...	COMMON STOCK	031162100	4548	62380	SHARES		X
AMGEN INC COM...	COMMON STOCK	031162100	1597	21898	SHARES		X
AMPAL-AMERICAN							
ISRAEL CORP A..	COMMON STOCK	032015109	3	25359	SHARES		X
AMPHENOL CORP							
NEW CL A.....	COMMON STOCK	032095101	2	30	SHARES		X
ANADARKO							
PETROLEUM							
CORP.....	COMMON STOCK	032511107	2483	37502	SHARES		X
ANADARKO							
PETROLEUM							
CORP.....	COMMON STOCK	032511107	282	4258	SHARES		X
ANALOG DEVICES							
INC.....	COMMON STOCK	032654105	4	108	SHARES		X
ANALOG DEVICES							
INC.....	COMMON STOCK	032654105	14	360	SHARES		X
ANNALY CAPITAL							
MANAGEMENT INC							
(REIT).....	COMMON STOCK	035710409	86	5130	SHARES		X
ANNALY CAPITAL							
MANAGEMENT INC							
(REIT).....	COMMON STOCK	035710409	13	800	SHARES		X
ANSYS INC.....	COMMON STOCK	03662Q105	438	6941	SHARES		X
AOL INC.....	COMMON STOCK	00184X105	2	62	SHARES		X
AOL INC.....	COMMON STOCK	00184X105	3	95	SHARES		X
AON PLC.....	COMMON STOCK	G0408V102	164	3500	SHARES		X
APACHE CORP							
COM.....	COMMON STOCK	037411105	3110	35381	SHARES		X
APACHE CORP							
COM.....	COMMON STOCK	037411105	805	9156	SHARES		X
APOLLO GROUP							
INC CL A.....	COMMON STOCK	037604105	18	500	SHARES		X
APPLE INC.....	COMMON STOCK	037833100	40934	70092	SHARES		X
APPLE INC.....	COMMON STOCK	037833100	6224	10657	SHARES		X
APPLIED							
MATERIALS INC							
COM.....	COMMON STOCK	038222105	65	5689	SHARES		X
APPLIED							
MATERIALS INC							
COM.....	COMMON STOCK	038222105	50	4400	SHARES		X
AQUA AMERICA							
INC.....	COMMON STOCK	03836W103	45	1783	SHARES		X
AQUA AMERICA							
INC.....	COMMON STOCK	03836W103	30	1200	SHARES		X
ARCH COAL INC...	COMMON STOCK	039380100	10	1520	SHARES		X
ARCHER DANIELS							
MIDLAND CO							
COM.....	COMMON STOCK	039483102	133	4500	SHARES		X
ARCHER DANIELS							
MIDLAND CO							
COM.....	COMMON STOCK	039483102	351	11900	SHARES		X
ARCTIC CAT INC..	COMMON STOCK	039670104	18	500	SHARES		X
ARMSTRONG WORLD							
INDUSTRIES.....	COMMON STOCK	04247X102	31	625	SHARES		X
ARRIS GROUP.....	COMMON STOCK	04269Q100	274	19720	SHARES		X
ARTESIAN							
RESOURCES							
CORPORATION							
CL A.....	COMMON STOCK	043113208	19	885	SHARES		X

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ARUBA NETWORKS										
INC.....	COMMON	STOCK	043176106	473	31422	SHARES			X	
ASHLAND INC.....	COMMON	STOCK	044209104	196	2830	SHARES			X	
ASHLAND INC.....	COMMON	STOCK	044209104	33	474	SHARES				X
ASPEN TECHNOLOGY										
INC.....	COMMON	STOCK	045327103	35	1500	SHARES			X	
AT&T INC.....	COMMON	STOCK	00206R102	15551	436086	SHARES			X	
AT&T INC.....	COMMON	STOCK	00206R102	11173	313311	SHARES				X
ATHENAHEALTH										
INC.....	COMMON	STOCK	04685W103	36	450	SHARES			X	
ATLAS AIR										
WORLDWIDE										
HOLDINGS.....	COMMON	STOCK	049164205	33	750	SHARES			X	
ATMOS ENERGY										
CORP.....	COMMON	STOCK	049560105	1	30	SHARES			X	
AUTODESK COM....	COMMON	STOCK	052769106	436	12459	SHARES			X	
AUTODESK COM....	COMMON	STOCK	052769106	35	1000	SHARES				X
AUTOMATIC DATA										
PROCESSING										
INC.....	COMMON	STOCK	053015103	1908	34273	SHARES			X	
AUTOMATIC DATA										
PROCESSING										
INC.....	COMMON	STOCK	053015103	2139	38434	SHARES				X
AUTOZONE INC										
COM.....	COMMON	STOCK	053332102	111	302	SHARES			X	
AUTOZONE INC										
COM.....	COMMON	STOCK	053332102	76	208	SHARES				X
AUXILIUM										
PHARMACEUTICALS										
INC.....	COMMON	STOCK	05334D107	177	6575	SHARES			X	
AVALONBAY										
COMMUNITIES										
INC.....	COMMON	STOCK	053484101	36	257	SHARES			X	

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NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED	SHARED OTHER	
AVI BIOPHARMA										
INC.....	COMMON	STOCK	002346104	8	12000	SHARES			X	
AVIS BUDGET										
GROUP INC.....	COMMON	STOCK	053774105	1	50	SHARES			X	
AVON PRODUCTS										
INC.....	COMMON	STOCK	054303102	93	5734	SHARES			X	
AVON PRODUCTS										
INC.....	COMMON	STOCK	054303102	30	1874	SHARES				X
AXCELIS										
TECHNOLOGIES										
INC COM.....	COMMON	STOCK	054540109	0	330	SHARES			X	

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BABCOCK & WILCOX CO.....	COMMON STOCK	05615F102	311	12692	SHARES		X	
BABCOCK & WILCOX CO.....	COMMON STOCK	05615F102	7	275	SHARES			X
BAKER HUGHES INC COM.....	COMMON STOCK	057224107	134	3262	SHARES		X	
BAKER HUGHES INC COM.....	COMMON STOCK	057224107	18	450	SHARES			X
BALL CORPORATION....	COMMON STOCK	058498106	1457	35500	SHARES			X
BANK AMER CORP..	COMMON STOCK	060505104	3263	398926	SHARES		X	
BANK AMER CORP..	COMMON STOCK	060505104	1101	134607	SHARES			X
BANK NEW YORK MELLON CORP....	COMMON STOCK	064058100	1415	64446	SHARES		X	
BANK NEW YORK MELLON CORP....	COMMON STOCK	064058100	247	11244	SHARES			X
BANK OF THE OZARKS INC.....	COMMON STOCK	063904106	29	950	SHARES		X	
BARD C R INC COM.....	COMMON STOCK	067383109	27	250	SHARES		X	
BARD C R INC COM.....	COMMON STOCK	067383109	441	4100	SHARES			X
BAXTER INTERNATIONAL..	COMMON STOCK	071813109	930	17491	SHARES		X	
BAXTER INTERNATIONAL..	COMMON STOCK	071813109	306	5750	SHARES			X
BB&T CORP COM...	COMMON STOCK	054937107	492	15934	SHARES		X	
BB&T CORP COM...	COMMON STOCK	054937107	476	15443	SHARES			X
BEACON ROOFING SUPPLY INC.....	COMMON STOCK	073685109	28	1125	SHARES		X	
BEAM INC.....	COMMON STOCK	073730103	482	7718	SHARES		X	
BEAM INC.....	COMMON STOCK	073730103	205	3278	SHARES			X
BECTON DICKINSON & CO COM.....	COMMON STOCK	075887109	1086	14533	SHARES		X	
BECTON DICKINSON & CO COM.....	COMMON STOCK	075887109	357	4779	SHARES			X
BED BATH & BEYOND INC COM.....	COMMON STOCK	075896100	497	8038	SHARES		X	
BELO CORPORATION CL A.....	COMMON STOCK	080555105	13	1975	SHARES		X	
BERKSHIRE HATHAWAY INC CLASS A.....	COMMON STOCK	084670108	375	3	SHARES			X
BERKSHIRE HATHAWAY INC DEL CL B.....	COMMON STOCK	084670702	3483	41800	SHARES		X	
BERKSHIRE HATHAWAY INC DEL CL B.....	COMMON STOCK	084670702	1092	13103	SHARES			X
BERRY PETROLEUM COMPANY CLASS A.....	COMMON STOCK	085789105	9	230	SHARES		X	
BEST BUY COMPANY INC.....	COMMON STOCK	086516101	164	7838	SHARES		X	
BEST BUY COMPANY INC.....	COMMON STOCK	086516101	56	2649	SHARES			X
BIOGEN IDEC INC.....	COMMON STOCK	09062X103	3121	21618	SHARES		X	
BIOGEN IDEC INC.....	COMMON STOCK	09062X103	336	2325	SHARES			X
BIOMARIN								



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PHARMACEUTICAL INC.....	COMMON STOCK	09061G101	8	200	SHARES	X	
BLACK HILLS CORP.....	COMMON STOCK	092113109	51	1600	SHARES	X	
BLACKROCK INC...	COMMON STOCK	09247X101	1934	11391	SHARES	X	
BLACKROCK INC...	COMMON STOCK	09247X101	231	1360	SHARES		X
BLACKROCK KELSO CAPITAL CORP...	COMMON STOCK	092533108	4	420	SHARES		X
BOEING CO COM...	COMMON STOCK	097023105	6445	86740	SHARES	X	
BOEING CO COM...	COMMON STOCK	097023105	1221	16430	SHARES		X
BOK FINANCIAL CORPORATION....	COMMON STOCK	05561Q201	1	11	SHARES	X	
BORG WARNER INC COM.....	COMMON STOCK	099724106	929	14164	SHARES	X	
BOSTON BEER INCORPORATED CLASS A.....	COMMON STOCK	100557107	6	50	SHARES	X	
BOSTON PROPERTIES INC (REIT).....	COMMON STOCK	101121101	22	200	SHARES	X	
BOSTON PROPERTIES INC (REIT).....	COMMON STOCK	101121101	65	600	SHARES		X
BRANDYWINE REALTY TRUST (REIT).....	COMMON STOCK	105368203	19	1500	SHARES	X	
BRAVO BRIO RESTAURANT GROUP.....	COMMON STOCK	10567B109	29	1650	SHARES	X	
BRIGGS & STRATTON CORP..	COMMON STOCK	109043109	14	800	SHARES	X	
BRINKER INTL INC COM.....	COMMON STOCK	109641100	24	750	SHARES	X	
BRINKER INTL INC COM.....	COMMON STOCK	109641100	45	1425	SHARES		X
BRISTOL-MYERS SQUIBB CO.....	COMMON STOCK	110122108	11295	314185	SHARES	X	
BRISTOL-MYERS SQUIBB CO.....	COMMON STOCK	110122108	7076	196828	SHARES		X
BROADCOM CORP CL A.....	COMMON STOCK	111320107	1159	34321	SHARES	X	
BROADCOM CORP CL A.....	COMMON STOCK	111320107	23	670	SHARES		X
BROADRIDGE FINANCIAL SOLUTIONS INC..	COMMON STOCK	11133T103	3	150	SHARES		X
BROADSOFT INC...	COMMON STOCK	11133B409	33	1150	SHARES	X	
BROCADE COMMUNICATIONS SYSTEM.....	COMMON STOCK	111621306	2	500	SHARES	X	
BROWN & BROWN INC COMMON.....	COMMON STOCK	115236101	301	11055	SHARES	X	
BROWN-FORMAN CORP CL B.....	COMMON STOCK	115637209	725	7484	SHARES	X	
BROWN-FORMAN CORP CL B.....	COMMON STOCK	115637209	72	743	SHARES		X
BUFFALO WILD WINGS INC.....	COMMON STOCK	119848109	71	825	SHARES	X	
CA INC.....	COMMON STOCK	12673P105	135	5000	SHARES	X	
CABOT OIL & GAS CORP.....	COMMON STOCK	127097103	268	6792	SHARES	X	
CALLAWAY GOLF CO							

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COM..... COMMON STOCK 131193104 0 23 SHARES X

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NAME OF ISSUER	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	
	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED - OTHER
CAMDEN PROPERTY TRUST (REIT)...	COMMON STOCK	133131102	68	1000	SHARES		X	
CAMERON INTERNATIONAL CORP.....	COMMON STOCK	13342B105	2435	57004	SHARES		X	
CAMERON INTERNATIONAL CORP.....	COMMON STOCK	13342B105	62	1454	SHARES			X
CAMPBELL SOUP CO COM.....	COMMON STOCK	134429109	37	1100	SHARES		X	
CAMPBELL SOUP CO COM.....	COMMON STOCK	134429109	102	3050	SHARES			X
CAPITAL ONE FINANCIAL CORP.....	COMMON STOCK	14040H105	387	7071	SHARES		X	
CAPITAL ONE FINANCIAL CORP.....	COMMON STOCK	14040H105	507	9275	SHARES			X
CAPITALSOURCE INC.....	COMMON STOCK	14055X102	7	1000	SHARES		X	
CARDINAL HEALTH INC.....	COMMON STOCK	14149Y108	153	3636	SHARES		X	
CARDINAL HEALTH INC.....	COMMON STOCK	14149Y108	54	1297	SHARES			X
CARDTRONICS INC.....	COMMON STOCK	14161H108	37	1225	SHARES		X	
CAREFUSION CORP.....	COMMON STOCK	14170T101	8	298	SHARES			X
CARLISLE COMPANIES INC.....	COMMON STOCK	142339100	106	2000	SHARES			X
CARMAX INC.....	COMMON STOCK	143130102	1433	55261	SHARES		X	
CARMAX INC.....	COMMON STOCK	143130102	67	2576	SHARES			X
CARNIVAL CORPORATION....	COMMON STOCK	143658300	557	16264	SHARES		X	
CARNIVAL CORPORATION....	COMMON STOCK	143658300	211	6150	SHARES			X
CARPENTER TECHNOLOGY CORP COM.....	COMMON STOCK	144285103	37	776	SHARES			X
CASH AMERICA INTL INC.....	COMMON STOCK	14754D100	33	750	SHARES		X	
CATALYST HEALTH								

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SOLUTIONS INC.....	COMMON STOCK	14888B103	37	400	SHARES		X
CATERPILLAR INC.....	COMMON STOCK	149123101	11745	138328	SHARES		X
CATERPILLAR INC.....	COMMON STOCK	149123101	2100	24730	SHARES		X
CBRE GROUP INC..	COMMON STOCK	12504L109	1764	107835	SHARES		X
CBRE GROUP INC..	COMMON STOCK	12504L109	16	984	SHARES		X
CBS CORP CL B...	COMMON STOCK	124857202	4154	126730	SHARES		X
CBS CORP CL B...	COMMON STOCK	124857202	109	3339	SHARES		X
CELANESE CORP...	COMMON STOCK	150870103	30	875	SHARES		X
CELGENE CORP COM.....	COMMON STOCK	151020104	1280	19949	SHARES		X
CELGENE CORP COM.....	COMMON STOCK	151020104	196	3050	SHARES		X
CENTURYLINK INC.....	COMMON STOCK	156700106	841	21292	SHARES		X
CENTURYLINK INC.....	COMMON STOCK	156700106	230	5815	SHARES		X
CERNER CORP.....	COMMON STOCK	156782104	3673	44441	SHARES		X
CERNER CORP.....	COMMON STOCK	156782104	1080	13065	SHARES		X
CH ENERGY GROUP INC COM.....	COMMON STOCK	12541M102	7	100	SHARES		X
CH ENERGY GROUP INC COM.....	COMMON STOCK	12541M102	125	1900	SHARES		X
CH ROBINSON WORLDWIDE INC..	COMMON STOCK	12541W209	1021	17442	SHARES		X
CHARLES RIVER LABS INTL INC COM.....	COMMON STOCK	159864107	29	900	SHARES		X
CHART INDUSTRIES INC.....	COMMON STOCK	16115Q308	34	500	SHARES		X
CHESAPEAKE ENERGY CORP COM.....	COMMON STOCK	165167107	107	5760	SHARES		X
CHESAPEAKE ENERGY CORP COM.....	COMMON STOCK	165167107	42	2275	SHARES		X
CHEVRON CORP....	COMMON STOCK	166764100	25794	244495	SHARES		X
CHEVRON CORP....	COMMON STOCK	166764100	18564	175961	SHARES		X
CHIMERA INVESTMENT CORP.....	COMMON STOCK	16934Q109	3	1250	SHARES		X
CHIPOTLE MEXICAN GRILL-CL A.....	COMMON STOCK	169656105	1736	4568	SHARES		X
CHIPOTLE MEXICAN GRILL-CL A.....	COMMON STOCK	169656105	59	156	SHARES		X
CHUBB CORP.....	COMMON STOCK	171232101	520	7143	SHARES		X
CHUBB CORP.....	COMMON STOCK	171232101	51	700	SHARES		X
CHURCH & DWIGHT CO INC.....	COMMON STOCK	171340102	338	6094	SHARES		X
CIGNA CORP.....	COMMON STOCK	125509109	138	3125	SHARES		X
CINCINNATI FINANCIAL CORP COMMON.....	COMMON STOCK	172062101	31	807	SHARES		X
CINCINNATI FINANCIAL CORP COMMON.....	COMMON STOCK	172062101	21	550	SHARES		X
CINEMARK HOLDINGS INC...	COMMON STOCK	17243V102	58	2550	SHARES		X
CIRRUS LOGIC INC.....	COMMON STOCK	172755100	25	850	SHARES		X

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CISCO SYSTEMS INC.....	COMMON STOCK	17275R102	9938	578800	SHARES				X	
CISCO SYSTEMS INC.....	COMMON STOCK	17275R102	2945	171547	SHARES					X
CITIGROUP INC...	COMMON STOCK	172967424	146	5336	SHARES				X	
CITIGROUP INC...	COMMON STOCK	172967424	61	2209	SHARES					X
CITRIX SYSTEMS INC COM.....	COMMON STOCK	177376100	3004	35783	SHARES				X	
CITRIX SYSTEMS INC COM.....	COMMON STOCK	177376100	94	1122	SHARES					X
CLEAN ENERGY FUELS CORPORATION....	COMMON STOCK	184499101	24	1525	SHARES				X	
CLIFFS NATURAL RESOURCES INC..	COMMON STOCK	18683K101	1538	31205	SHARES				X	
CLIFFS NATURAL RESOURCES INC..	COMMON STOCK	18683K101	82	1670	SHARES					X
CLOROX COMPANY..	COMMON STOCK	189054109	495	6828	SHARES				X	
CLOROX COMPANY..	COMMON STOCK	189054109	408	5635	SHARES					X
CME GROUP INC...	COMMON STOCK	12572Q105	188	701	SHARES				X	
CME GROUP INC...	COMMON STOCK	12572Q105	3	10	SHARES					X
COACH INC COMMON.....	COMMON STOCK	189754104	957	16373	SHARES				X	

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NAME OF ISSUER	TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY			
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED	OTHER	
COACH INC COMMON.....	COMMON STOCK	189754104	277	4737	SHARES					X
COCA COLA BOTTLING CO CONSOLIDATED...	COMMON STOCK	191098102	8	125	SHARES					X
COCA COLA CO COM.....	COMMON STOCK	191216100	19801	253236	SHARES					X
COCA COLA CO COM.....	COMMON STOCK	191216100	7915	101229	SHARES					X
COCA-COLA ENTERPRISES INC.....	COMMON STOCK	19122T109	28	1000	SHARES					X
CODORUS VALLEY BANCORP INC....	COMMON STOCK	192025104	209	15100	SHARES					X
CODORUS VALLEY BANCORP INC....	COMMON STOCK	192025104	101	7274	SHARES					X
COGENT COMMUNICATIONS GROUP.....	COMMON STOCK	19239V302	15	800	SHARES					X
COGNIZANT TECHNOLOGY										

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SOLUTIONS CORP.....	COMMON STOCK	192446102	2334	38908	SHARES		X
COGNIZANT TECHNOLOGY SOLUTIONS CORP.....	COMMON STOCK	192446102	263	4382	SHARES		X
COHU INCORPORATED...	COMMON STOCK	192576106	12	1200	SHARES		X
COLFAX CORPORATION....	COMMON STOCK	194014106	33	1200	SHARES		X
COLGATE PALMOLIVE CO COM.....	COMMON STOCK	194162103	6048	58102	SHARES		X
COLGATE PALMOLIVE CO COM.....	COMMON STOCK	194162103	4222	40557	SHARES		X
COLLECTORS UNIVERSE INC...	COMMON STOCK	19421R200	2	150	SHARES		X
COMCAST CORP NEW A.....	COMMON STOCK	20030N101	3946	123441	SHARES		X
COMCAST CORP NEW A.....	COMMON STOCK	20030N101	984	30771	SHARES		X
COMCAST CORP-SPECIAL CL A.....	COMMON STOCK	20030N200	78	2475	SHARES		X
COMCAST CORP-SPECIAL CL A.....	COMMON STOCK	20030N200	113	3597	SHARES		X
COMMERCIAL NATL FINANCIAL CORP.....	COMMON STOCK	202217105	17	820	SHARES		X
COMMONWEALTH REIT.....	COMMON STOCK	203233101	8	400	SHARES		X
COMMUNITY BANK SYSTEM INC.....	COMMON STOCK	203607106	94	3480	SHARES		X
COMPUTER TASK GROUP.....	COMMON STOCK	205477102	881	58750	SHARES		X
COMVERSE TECHNOLOGY INC COM.....	COMMON STOCK	205862402	1	200	SHARES		X
CON-WAY INC.....	COMMON STOCK	205944101	18	500	SHARES		X
CONAGRA FOODS INC.....	COMMON STOCK	205887102	9	360	SHARES		X
CONAGRA FOODS INC.....	COMMON STOCK	205887102	35	1346	SHARES		X
CONCUR TECHNOLOGIES INCORPORATED...	COMMON STOCK	206708109	41	600	SHARES		X
CONOCOPHILLIPS..	COMMON STOCK	20825C104	7907	141496	SHARES		X
CONOCOPHILLIPS..	COMMON STOCK	20825C104	3290	58882	SHARES		X
CONSOL ENERGY INC.....	COMMON STOCK	20854P109	35	1150	SHARES		X
CONSOL ENERGY INC.....	COMMON STOCK	20854P109	26	850	SHARES		X
CONSOLIDATED EDISON INC.....	COMMON STOCK	209115104	125	2016	SHARES		X
CONSOLIDATED EDISON INC.....	COMMON STOCK	209115104	48	774	SHARES		X
CONSTELLATION BRANDS INC CL A.....	COMMON STOCK	21036P108	7	270	SHARES		X
CONTINENTAL							

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RESOURCES INC..	COMMON STOCK	212015101	37	550	SHARES			X
CORNING INC.....	COMMON STOCK	219350105	2190	169358	SHARES		X	
CORNING INC.....	COMMON STOCK	219350105	388	30001	SHARES			X
COSTCO WHOLESALE CORP COM.....	COMMON STOCK	22160K105	1100	11580	SHARES		X	
COSTCO WHOLESALE CORP COM.....	COMMON STOCK	22160K105	224	2362	SHARES			X
COVANCE INC COM.....	COMMON STOCK	222816100	28	575	SHARES		X	
COVANCE INC COM.....	COMMON STOCK	222816100	48	1000	SHARES			X
CRANE CO.....	COMMON STOCK	224399105	255	7000	SHARES		X	
CREE RESEARCH INC COM.....	COMMON STOCK	225447101	5	176	SHARES		X	
CREE RESEARCH INC COM.....	COMMON STOCK	225447101	19	750	SHARES			X
CROWN CASTLE INTL CORP COM..	COMMON STOCK	228227104	5	82	SHARES		X	
CROWN HOLDINGS INC.....	COMMON STOCK	228368106	420	12178	SHARES		X	
CSX CORP COMMON.....	COMMON STOCK	126408103	2563	114602	SHARES		X	
CSX CORP COMMON.....	COMMON STOCK	126408103	1479	66139	SHARES			X
CUMMINS INC COM.....	COMMON STOCK	231021106	1647	16999	SHARES		X	
CUMMINS INC COM.....	COMMON STOCK	231021106	180	1859	SHARES			X
CURTISS WRIGHT CORP.....	COMMON STOCK	231561101	17	552	SHARES		X	
CUTERA INC.....	COMMON STOCK	232109108	3	400	SHARES		X	
CVS/CAREMARK CORP.....	COMMON STOCK	126650100	2629	56266	SHARES		X	
CVS/CAREMARK CORP.....	COMMON STOCK	126650100	1034	22135	SHARES			X
D R HORTON INC..	COMMON STOCK	23331A109	2332	126893	SHARES		X	
D R HORTON INC..	COMMON STOCK	23331A109	300	16304	SHARES			X
DANA HOLDING CORPORATION....	COMMON STOCK	235825205	15	1175	SHARES		X	
DANAHER CORP COM.....	COMMON STOCK	235851102	2682	51491	SHARES		X	
DANAHER CORP COM.....	COMMON STOCK	235851102	261	5015	SHARES			X
DARDEN RESTAURANTS INC COM.....	COMMON STOCK	237194105	749	14789	SHARES		X	
DARDEN RESTAURANTS INC COM.....	COMMON STOCK	237194105	109	2150	SHARES			X
DAVITA INC COMMON.....	COMMON STOCK	23918K108	5	48	SHARES		X	
DAVITA INC COMMON.....	COMMON STOCK	23918K108	10	100	SHARES			X
DEALERTRACK HOLDINGS INC...	COMMON STOCK	242309102	18	600	SHARES		X	
DEERE & CO COMMON.....	COMMON STOCK	244199105	2433	30082	SHARES		X	
DEERE & CO COMMON.....	COMMON STOCK	244199105	475	5870	SHARES			X

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NAME OF ISSUER	TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY	
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED OTHER
DELL INC.....	COMMON STOCK	24702R101	1192	95274	SHARES		X	
DELL INC.....	COMMON STOCK	24702R101	108	8643	SHARES			X
DELTA AIR LINES INC.....	COMMON STOCK	247361702	0	18	SHARES		X	
DENTSPLY INTERNATIONAL INC COM.....	COMMON STOCK	249030107	1013	26789	SHARES		X	
DENTSPLY INTERNATIONAL INC COM.....	COMMON STOCK	249030107	159	4200	SHARES			X
DEVON ENERGY CORP.....	COMMON STOCK	25179M103	80	1379	SHARES		X	
DEVON ENERGY CORP.....	COMMON STOCK	25179M103	106	1836	SHARES			X
DIAMOND OFFSHORE DRILLING COM...	COMMON STOCK	25271C102	33	550	SHARES		X	
DIEBOLD INC COMMON.....	COMMON STOCK	253651103	3	90	SHARES		X	
DINEEQUITY INC..	COMMON STOCK	254423106	260	5826	SHARES		X	
DISCOVER FINANCIAL SERVICES.....	COMMON STOCK	254709108	11	321	SHARES			X
DISCOVERY COMMUNICATIONS INC.....	COMMON STOCK	25470F104	13	234	SHARES		X	
DISCOVERY COMMUNICATIONS INC.....	COMMON STOCK	25470F104	38	696	SHARES			X
DISCOVERY COMMUNICATIONS INC - C.....	COMMON STOCK	25470F302	12	234	SHARES		X	
DISCOVERY COMMUNICATIONS INC - C.....	COMMON STOCK	25470F302	62	1239	SHARES			X
DISH NETWORK CORP CL A.....	COMMON STOCK	25470M109	103	3594	SHARES		X	
DISH NETWORK CORP CL A.....	COMMON STOCK	25470M109	3	92	SHARES			X
DISNEY WALT CO..	COMMON STOCK	254687106	6372	131390	SHARES		X	
DISNEY WALT CO..	COMMON STOCK	254687106	2254	46477	SHARES			X
DNB FINANCIAL CORPORATION....	COMMON STOCK	233237106	25	1878	SHARES		X	
DOLLAR GENERAL CORPORATION....	COMMON STOCK	256677105	86	1582	SHARES		X	
DOLLAR GENERAL CORPORATION....	COMMON STOCK	256677105	3	48	SHARES			X

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DOLLAR TREE INC.....	COMMON STOCK	256746108	1954	36328	SHARES		X
DOLLAR TREE INC.....	COMMON STOCK	256746108	79	1466	SHARES		X
DOMINION RESOURCES INC..	COMMON STOCK	25746U109	5654	104709	SHARES		X
DOMINION RESOURCES INC..	COMMON STOCK	25746U109	3216	59549	SHARES		X
DOVER CORP COMMON.....	COMMON STOCK	260003108	593	11053	SHARES		X
DOVER CORP COMMON.....	COMMON STOCK	260003108	21	394	SHARES		X
DOW CHEMICAL CO.....	COMMON STOCK	260543103	3458	109786	SHARES		X
DOW CHEMICAL CO.....	COMMON STOCK	260543103	1448	45966	SHARES		X
DSW INC-CL A....	COMMON STOCK	23334L102	20	375	SHARES		X
DTE ENERGY COMPANY COMMON.....	COMMON STOCK	233331107	166	2800	SHARES		X
DTE ENERGY COMPANY COMMON.....	COMMON STOCK	233331107	59	1001	SHARES		X
DUKE ENERGY CORP.....	COMMON STOCK	26441C105	2382	103295	SHARES		X
DUKE ENERGY CORP.....	COMMON STOCK	26441C105	642	27826	SHARES		X
DUN & BRADSTREET CORP.....	COMMON STOCK	26483E100	19	266	SHARES		X
DUN & BRADSTREET CORP.....	COMMON STOCK	26483E100	31	433	SHARES		X
E I DUPONT DE NEMOURS & CO COMMON.....	COMMON STOCK	263534109	9548	188804	SHARES		X
E I DUPONT DE NEMOURS & CO COMMON.....	COMMON STOCK	263534109	6435	127243	SHARES		X
EASTERN INSURANCE HOLDINGS.....	COMMON STOCK	276534104	9	500	SHARES		X
EASTMAN CHEMICAL COMPANY COM....	COMMON STOCK	277432100	11	215	SHARES		X
EASTMAN CHEMICAL COMPANY COM....	COMMON STOCK	277432100	50	1000	SHARES		X
EATON CORP COM..	COMMON STOCK	278058102	384	9701	SHARES		X
EATON CORP COM..	COMMON STOCK	278058102	24	600	SHARES		X
EATON VANCE CORP.....	COMMON STOCK	278265103	1791	66457	SHARES		X
EATON VANCE CORP.....	COMMON STOCK	278265103	90	3334	SHARES		X
EBAY INC COM....	COMMON STOCK	278642103	1169	27819	SHARES		X
EBAY INC COM....	COMMON STOCK	278642103	26	626	SHARES		X
ECOLAB INC COM..	COMMON STOCK	278865100	1236	18036	SHARES		X
ECOLAB INC COM..	COMMON STOCK	278865100	137	2000	SHARES		X
EDISON INTERNATIONAL COM.....	COMMON STOCK	281020107	46	992	SHARES		X
EDISON INTERNATIONAL COM.....	COMMON STOCK	281020107	46	1000	SHARES		X
EDWARDS LIFESCIENCES							



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CORP COM.....	COMMON STOCK	28176E108	62	600	SHARES				X
ELECTRONICS ARTS COM.....	COMMON STOCK	285512109	14	1135	SHARES				X
ELECTRONICS ARTS COM.....	COMMON STOCK	285512109	18	1425	SHARES				X
EMC CORP MASS COM.....	COMMON STOCK	268648102	10916	425911	SHARES				X
EMC CORP MASS COM.....	COMMON STOCK	268648102	1259	49121	SHARES				X
EMERSON ELECTRIC CO.....	COMMON STOCK	291011104	5098	109455	SHARES				X
EMERSON ELECTRIC CO.....	COMMON STOCK	291011104	4086	87726	SHARES				X
ENCORE CAPITAL GROUP INC.....	COMMON STOCK	292554102	56	1900	SHARES				X
ENERGIZER HLDGS INC COM.....	COMMON STOCK	29266R108	1529	20316	SHARES				X
ENERGIZER HLDGS INC COM.....	COMMON STOCK	29266R108	67	896	SHARES				X
ENTERGY CORP COM NEW.....	COMMON STOCK	29364G103	119	1759	SHARES				X
ENTERGY CORP COM NEW.....	COMMON STOCK	29364G103	119	1760	SHARES				X
EOG RESOURCES INC COM.....	COMMON STOCK	26875P101	301	3336	SHARES				X
EOG RESOURCES INC COM.....	COMMON STOCK	26875P101	111	1231	SHARES				X
EQT CORPORATION....	COMMON STOCK	26884L109	50	940	SHARES				X

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NAME OF ISSUER	TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY		
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED	OTHER
EQT CORPORATION....	COMMON STOCK	26884L109	70	1300	SHARES				X
EQUIFAX INC COM.....	COMMON STOCK	294429105	317	6800	SHARES				X
EQUIFAX INC COM.....	COMMON STOCK	294429105	56	1200	SHARES				X
EQUINIX INC.....	COMMON STOCK	29444U502	138	787	SHARES				X
EQUINIX INC.....	COMMON STOCK	29444U502	4	22	SHARES				X
EQUITY RESIDENTIAL REIT.....	COMMON STOCK	29476L107	106	1699	SHARES				X
EQUITY RESIDENTIAL REIT.....	COMMON STOCK	29476L107	194	3103	SHARES				X
ERIE INDEMNITY									

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CO CL A.....	COMMON STOCK	29530P102	107	1500	SHARES		X
ESTEE LAUDER							
COMPANIES INC..	COMMON STOCK	518439104	1555	28736	SHARES		X
ESTEE LAUDER							
COMPANIES INC..	COMMON STOCK	518439104	124	2300	SHARES		X
EVERCORE							
PARTNERS INC							
CL A.....	COMMON STOCK	29977A105	38	1625	SHARES		X
EXELIS INC.....	COMMON STOCK	30162A108	26	2620	SHARES		X
EXELON CORP.....	COMMON STOCK	30161N101	2924	77721	SHARES		X
EXELON CORP.....	COMMON STOCK	30161N101	2128	56573	SHARES		X
EXPEDITORS INTL							
WASH INC COM...	COMMON STOCK	302130109	542	13997	SHARES		X
EXPEDITORS INTL							
WASH INC COM...	COMMON STOCK	302130109	21	542	SHARES		X
EXPRESS INC.....	COMMON STOCK	30219E103	17	925	SHARES		X
EXPRESS SCRIPTS							
HOLDING C.....	COMMON STOCK	30219G108	14866	266275	SHARES		X
EXPRESS SCRIPTS							
HOLDING C.....	COMMON STOCK	30219G108	5016	89845	SHARES		X
EXXON MOBIL							
CORP.....	COMMON STOCK	30231G102	59635	696918	SHARES		X
EXXON MOBIL							
CORP.....	COMMON STOCK	30231G102	48940	571928	SHARES		X
FACEBOOK INC-A..	COMMON STOCK	30303M102	62	2000	SHARES		X
FACTSET RESEARCH							
SYSTEMS INC....	COMMON STOCK	303075105	13	144	SHARES		X
FACTSET RESEARCH							
SYSTEMS INC....	COMMON STOCK	303075105	46	500	SHARES		X
FAMILY DOLLAR							
STORES.....	COMMON STOCK	307000109	2	33	SHARES		X
FAMILY DOLLAR							
STORES.....	COMMON STOCK	307000109	5	75	SHARES		X
FASTENAL CO.....	COMMON STOCK	311900104	310	7692	SHARES		X
FASTENAL CO.....	COMMON STOCK	311900104	81	2000	SHARES		X
FEDERAL REALTY							
INV TR (REIT)..	COMMON STOCK	313747206	104	1000	SHARES		X
FEDEX CORP COM..	COMMON STOCK	31428X106	1671	18235	SHARES		X
FEDEX CORP COM..	COMMON STOCK	31428X106	179	1949	SHARES		X
FIDELITY NATL							
INFORMATION							
SERVICES.....	COMMON STOCK	31620M106	55	1620	SHARES		X
FIFTH & PACIFIC							
COMPANIES,							
INC.....	COMMON STOCK	316645100	39	3600	SHARES		X
FIFTH THIRD							
BANCORP COM....	COMMON STOCK	316773100	137	10219	SHARES		X
FINISAR							
CORPORATION....	COMMON STOCK	31787A507	48	3210	SHARES		X
FIRST CASH							
FINANCIAL							
SERVICES INC...	COMMON STOCK	31942D107	50	1250	SHARES		X
FIRST NIAGARA							
FINANCIAL							
GROUP.....	COMMON STOCK	33582V108	10	1292	SHARES		X
FIRST NIAGARA							
FINANCIAL							
GROUP.....	COMMON STOCK	33582V108	2	225	SHARES		X
FIRSTENERGY							
CORP.....	COMMON STOCK	337932107	179	3638	SHARES		X
FIRSTENERGY							
CORP.....	COMMON STOCK	337932107	162	3299	SHARES		X

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FISERV INC.....	COMMON STOCK	337738108	4	50	SHARES	X	
FISERV INC.....	COMMON STOCK	337738108	14	200	SHARES		X
FLIR SYSTEMS INC.....	COMMON STOCK	302445101	1	40	SHARES	X	
FLOWERS FOODS INC COM.....	COMMON STOCK	343498101	17	750	SHARES	X	
FLOWSERVE CORP COM.....	COMMON STOCK	34354P105	5	40	SHARES	X	
FLUOR CORP.....	COMMON STOCK	343412102	4	73	SHARES	X	
FLUOR CORP.....	COMMON STOCK	343412102	148	3000	SHARES		X
FMC CORPORATION COMMON NEW.....	COMMON STOCK	302491303	15	272	SHARES	X	
FMC TECHNOLOGIES INC COM.....	COMMON STOCK	30249U101	178	4530	SHARES	X	
FNB CORP PA.....	COMMON STOCK	302520101	70	6463	SHARES	X	
FNB CORP PA.....	COMMON STOCK	302520101	53	4907	SHARES		X
FOOT LOCKER INC.....	COMMON STOCK	344849104	32	1050	SHARES	X	
FORD MOTOR CO...	COMMON STOCK	345370860	3387	353222	SHARES	X	
FORD MOTOR CO...	COMMON STOCK	345370860	321	33468	SHARES		X
FOREST LABS INC COM.....	COMMON STOCK	345838106	55	1575	SHARES	X	
FOREST LABS INC COM.....	COMMON STOCK	345838106	57	1630	SHARES		X
FORESTAR GROUP INC.....	COMMON STOCK	346233109	1	42	SHARES	X	
FORTUNE HOME BRANDS HOME & SEC INC.....	COMMON STOCK	34964C106	47	2110	SHARES	X	
FORTUNE HOME BRANDS HOME & SEC INC.....	COMMON STOCK	34964C106	64	2871	SHARES		X
FRANCESCA'S HOLDINGS CORP..	COMMON STOCK	351793104	25	925	SHARES	X	
FRANKLIN RESOURCES INC..	COMMON STOCK	354613101	194	1747	SHARES	X	
FREEPORT-MCMORAN COPPER & GOLD INC.....	COMMON STOCK	35671D857	5420	159086	SHARES	X	
FREEPORT-MCMORAN COPPER & GOLD INC.....	COMMON STOCK	35671D857	550	16154	SHARES		X
FRONTIER COMMUNICATIONS CORP.....	COMMON STOCK	35906A108	47	12226	SHARES	X	
FRONTIER COMMUNICATIONS CORP.....	COMMON STOCK	35906A108	36	9341	SHARES		X
FULL HOUSE RESORTS INC....	COMMON STOCK	359678109	1	500	SHARES	X	
FULTON FINANCIAL CORP.....	COMMON STOCK	360271100	856	85680	SHARES	X	

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							INVESTMENT AUTHORITY			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1,000)	SHARES			PUT OR CALL	SHARED - SOLE	SHARED DEFINED	SHARED OTHER
				OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL					
FULTON FINANCIAL CORP.....	COMMON STOCK	360271100	111	11132	SHARES					X
F5 NETWORKS INC.....	COMMON STOCK	315616102	609	6119	SHARES			X		
F5 NETWORKS INC.....	COMMON STOCK	315616102	109	1094	SHARES					X
GALLAGHER ARTHUR J. & CO.....	COMMON STOCK	363576109	184	5258	SHARES			X		
GALLAGHER ARTHUR J. & CO.....	COMMON STOCK	363576109	33	928	SHARES					X
GAMESTOP CORP - CLASS A.....	COMMON STOCK	36467W109	219	11917	SHARES			X		
GANNET CO COMMON.....	COMMON STOCK	364730101	29	2000	SHARES					X
GAP INC COM.....	COMMON STOCK	364760108	41	1500	SHARES			X		
GAP INC COM.....	COMMON STOCK	364760108	68	2500	SHARES					X
GATX CORP COMMON.....	COMMON STOCK	361448103	18	475	SHARES			X		
GENERAL DYNAMICS CORP COM.....	COMMON STOCK	369550108	1659	25156	SHARES			X		
GENERAL DYNAMICS CORP COM.....	COMMON STOCK	369550108	617	9355	SHARES					X
GENERAL ELECTRIC COMPANY.....	COMMON STOCK	369604103	24730	1186671	SHARES			X		
GENERAL ELECTRIC COMPANY.....	COMMON STOCK	369604103	24820	1191002	SHARES					X
GENERAL MILLS INC.....	COMMON STOCK	370334104	3016	78252	SHARES			X		
GENERAL MILLS INC.....	COMMON STOCK	370334104	1579	40963	SHARES					X
GENERAL MOTORS CO.....	COMMON STOCK	37045V100	8	425	SHARES			X		
GENERAL MOTORS CO.....	COMMON STOCK	37045V100	8	406	SHARES					X
GENESCO INC COM.....	COMMON STOCK	371532102	18	300	SHARES			X		
GENUINE PARTS INC.....	COMMON STOCK	372460105	116	1925	SHARES			X		
GENUINE PARTS INC.....	COMMON STOCK	372460105	75	1250	SHARES					X
GILEAD SCIENCES INC COM.....	COMMON STOCK	375558103	2146	41848	SHARES			X		
GILEAD SCIENCES INC COM.....	COMMON STOCK	375558103	507	9889	SHARES					X
GLACIER BANCORP INC NEW.....	COMMON STOCK	37637Q105	75	4860	SHARES			X		
GLACIER BANCORP INC NEW.....	COMMON STOCK	37637Q105	22	1430	SHARES					X
GLATFELTER.....	COMMON STOCK	377316104	266	16225	SHARES			X		
GLOBAL PAYMENTS INC.....	COMMON STOCK	37940X102	246	5679	SHARES			X		
GOLDMAN SACHS GROUP INC COM.....	COMMON STOCK	38141G104	4774	49802	SHARES			X		

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GOLDMAN SACHS						
GROUP INC						
COM.....	COMMON STOCK	38141G104	382	3989	SHARES	X
GOODYEAR TIRE &						
RUBBER CO.....	COMMON STOCK	382550101	15	1275	SHARES	X
GOOGLE INC						
CL A.....	COMMON STOCK	38259P508	7357	12683	SHARES	X
GOOGLE INC						
CL A.....	COMMON STOCK	38259P508	727	1253	SHARES	X
GOVERNMENT						
PROPERTIES						
INCOME TRUST...	COMMON STOCK	38376A103	23	1000	SHARES	X
GOVERNMENT						
PROPERTIES						
INCOME TRUST...	COMMON STOCK	38376A103	61	2700	SHARES	X
GRACO INC COM...	COMMON STOCK	384109104	328	7108	SHARES	X
GRACO INC COM...	COMMON STOCK	384109104	2	50	SHARES	X
GREAT PLAINS						
ENERGY INC.....	COMMON STOCK	391164100	16	770	SHARES	X
GREEN DOT CORP						
CL A.....	COMMON STOCK	39304D102	0	18	SHARES	X
GREEN MOUNTAIN						
COFFEE						
ROASTERS INC...	COMMON STOCK	393122106	306	14031	SHARES	X
GROUP 1						
AUTOMOTIVE						
INC.....	COMMON STOCK	398905109	14	300	SHARES	X
GSV CAPITAL						
CORP.....	COMMON STOCK	36191J101	9	1000	SHARES	X
GULFPORT ENERGY						
CORP.....	COMMON STOCK	402635304	13	650	SHARES	X
H & R BLOCK						
COMMON.....	COMMON STOCK	093671105	105	6600	SHARES	X
H&E EQUIPMENT						
SERVICES INC...	COMMON STOCK	404030108	56	3700	SHARES	X
HALLIBURTON HLDG						
CO COM.....	COMMON STOCK	406216101	719	25317	SHARES	X
HALLIBURTON HLDG						
CO COM.....	COMMON STOCK	406216101	142	5000	SHARES	X
HANESBRANDS						
INC.....	COMMON STOCK	410345102	14	500	SHARES	X
HARLEY DAVIDSON						
COMMON.....	COMMON STOCK	412822108	255	5586	SHARES	X
HARLEY DAVIDSON						
COMMON.....	COMMON STOCK	412822108	155	3400	SHARES	X
HARRIS CORP						
COMMON.....	COMMON STOCK	413875105	0	1	SHARES	X
HARRIS CORP						
COMMON.....	COMMON STOCK	413875105	210	5025	SHARES	X
HARSCO CORP						
COMMON.....	COMMON STOCK	415864107	2498	122569	SHARES	X
HARSCO CORP						
COMMON.....	COMMON STOCK	415864107	1027	50381	SHARES	X
HARTFORD						
FINANCIAL SVCS						
GRP INC.....	COMMON STOCK	416515104	46	2584	SHARES	X
HARTFORD						
FINANCIAL SVCS						
GRP INC.....	COMMON STOCK	416515104	28	1570	SHARES	X
HATTERAS						
FINANCIAL						
CORP.....	COMMON STOCK	41902R103	970	33931	SHARES	X

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HATTERAS FINANCIAL CORP.....	COMMON STOCK	41902R103	50	1734	SHARES				X
HAWAIIAN ELECTRIC INDUSTRIES COMMON.....	COMMON STOCK	419870100	20	714	SHARES			X	
HCP INCORPORATED REITS.....	COMMON STOCK	40414L109	77	1754	SHARES			X	
HCP INCORPORATED REITS.....	COMMON STOCK	40414L109	9	208	SHARES				X
HEALTH CARE REIT INC.....	COMMON STOCK	42217K106	45	768	SHARES			X	
HEALTH CARE REIT INC.....	COMMON STOCK	42217K106	11	190	SHARES				X
HEALTH MANAGEMENT- CLASS A.....	COMMON STOCK	421933102	0	50	SHARES				X
HEARTLAND PAYMENT SYSTEMS INC....	COMMON STOCK	42235N108	27	900	SHARES			X	
HEICO CORPORATION - CLASS A.....	COMMON STOCK	422806208	217	6718	SHARES			X	
HEINZ H J CO COM.....	COMMON STOCK	423074103	1324	24355	SHARES			X	
HEINZ H J CO COM.....	COMMON STOCK	423074103	526	9679	SHARES				X

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NAME OF ISSUER	TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY		
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED	SHARED OTHER
HENRY JACK & ASSOC INC COM.....	COMMON STOCK	426281101	45	1300	SHARES				X
HENRY SCHEIN INC COM.....	COMMON STOCK	806407102	90	1149	SHARES				X
HERCULES TECHNOLOGY GROWTH.....	COMMON STOCK	427096508	9	812	SHARES				X
HERITAGE-CRYSTAL CLEAN INC.....	COMMON STOCK	42726M106	15	900	SHARES				X
HESS CORPORATION....	COMMON STOCK	42809H107	9	217	SHARES				X
HESS CORPORATION....	COMMON STOCK	42809H107	43	1000	SHARES				X
HEWLETT-PACKARD CO.....	COMMON STOCK	428236103	1248	62067	SHARES				X

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HEWLETT-PACKARD CO.....	COMMON STOCK	428236103	652	32443	SHARES		X
HEXCEL CORP.....	COMMON STOCK	428291108	37	1450	SHARES	X	
HOLOGIC INC COM.....	COMMON STOCK	436440101	119	6600	SHARES		X
HOME DEPOT INC COM.....	COMMON STOCK	437076102	6508	122823	SHARES	X	
HOME DEPOT INC COM.....	COMMON STOCK	437076102	4430	83609	SHARES		X
HOME PROPERTIES INC (REIT).....	COMMON STOCK	437306103	153	2500	SHARES		X
HONEYWELL INTL INC COM.....	COMMON STOCK	438516106	789	14138	SHARES	X	
HONEYWELL INTL INC COM.....	COMMON STOCK	438516106	1653	29599	SHARES		X
HOSPIRA INC.....	COMMON STOCK	441060100	72	2065	SHARES	X	
HOSPIRA INC.....	COMMON STOCK	441060100	32	924	SHARES		X
HUDSON TECHNOLOGIES INC.....	COMMON STOCK	444144109	2	500	SHARES	X	
HUGOTON ROYALTY TRUST.....	COMMON STOCK	444717102	1	150	SHARES		X
HUMAN GENOME SCIENCES INC COMMON.....	COMMON STOCK	444903108	1	100	SHARES		X
HUNTINGTON INGALLS INDUSTRIES WI.....	COMMON STOCK	446413106	11	265	SHARES		X
IBM CORPORATION....	COMMON STOCK	459200101	43790	223896	SHARES	X	
IBM CORPORATION....	COMMON STOCK	459200101	18314	93641	SHARES		X
IDEXX LABS COMMON.....	COMMON STOCK	45168D104	4	39	SHARES	X	
ILLINOIS TOOL WKS INC COM....	COMMON STOCK	452308109	232	4380	SHARES	X	
ILLINOIS TOOL WKS INC COM....	COMMON STOCK	452308109	354	6700	SHARES		X
ILLUMINA INC....	COMMON STOCK	452327109	28	688	SHARES	X	
IMMUNOGEN INC...	COMMON STOCK	45253H101	2	100	SHARES		X
INGREDION INC...	COMMON STOCK	457187102	20	400	SHARES		X
INSULET CORP....	COMMON STOCK	45784P101	19	875	SHARES	X	
INTEGRYS ENERGY GROUP INC.....	COMMON STOCK	45822P105	20	350	SHARES		X
INTEL CORP COM..	COMMON STOCK	458140100	13998	525244	SHARES	X	
INTEL CORP COM..	COMMON STOCK	458140100	6515	244449	SHARES		X
INTERCONTINENTAL EXCHANGE INC...	COMMON STOCK	45865V100	790	5806	SHARES	X	
INTERDIGITAL INC.....	COMMON STOCK	45867G101	15	500	SHARES	X	
INTERNATIONAL PAPER CO COM...	COMMON STOCK	460146103	123	4264	SHARES	X	
INTERNATIONAL PAPER CO COM...	COMMON STOCK	460146103	116	4023	SHARES		X
INTERNATIONAL SPEEDWAY CORP CL A.....	COMMON STOCK	460335201	1	50	SHARES	X	
INTL FLAVORS & FRAGRANCES INC COM.....	COMMON STOCK	459506101	38	700	SHARES	X	
INTUIT INC COM..	COMMON STOCK	461202103	52	875	SHARES	X	

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INTUITIVE									
SURGICAL INC...	COMMON	STOCK	46120E602	6163	11129	SHARES			X
INTUITIVE									
SURGICAL INC...	COMMON	STOCK	46120E602	296	535	SHARES			X
IPG PHOTONICS									
CORP.....	COMMON	STOCK	44980X109	357	8192	SHARES			X
IRON MTN INC PA									
COM.....	COMMON	STOCK	462846106	2	67	SHARES			X
IRON MTN INC PA									
COM.....	COMMON	STOCK	462846106	11	329	SHARES			X
ISIS									
PHARMACEUTICALS									
COM.....	COMMON	STOCK	464330109	4	350	SHARES			X
ITT CORP.....	COMMON	STOCK	450911201	23	1310	SHARES			X
ITT EDUCATIONAL									
SERVICES INC									
COM.....	COMMON	STOCK	45068B109	216	3552	SHARES			X
J B HUNT									
TRANSPORT									
SERVICES INC...	COMMON	STOCK	445658107	6	95	SHARES			X
J C PENNEY									
COMPANY									
COMMON.....	COMMON	STOCK	708160106	45	1940	SHARES			X
JACOBS									
ENGINEERING									
GROUP INC COM..	COMMON	STOCK	469814107	89	2350	SHARES			X
JACOBS									
ENGINEERING									
GROUP INC									
COM.....	COMMON	STOCK	469814107	49	1290	SHARES			X
JETBLUE AIRWAYS									
CORPORATION....	COMMON	STOCK	477143101	1	100	SHARES			X
JM SMUCKER CO...	COMMON	STOCK	832696405	68	900	SHARES			X
JM SMUCKER CO...	COMMON	STOCK	832696405	248	3278	SHARES			X
JOHNSON &									
JOHNSON.....	COMMON	STOCK	478160104	21681	320914	SHARES			X
JOHNSON &									
JOHNSON.....	COMMON	STOCK	478160104	19420	287444	SHARES			X
JOHNSON CONTROLS									
INC COM.....	COMMON	STOCK	478366107	741	26733	SHARES			X
JOHNSON CONTROLS									
INC COM.....	COMMON	STOCK	478366107	255	9200	SHARES			X
JOY GLOBAL									
INCORPORATED...	COMMON	STOCK	481165108	1465	25822	SHARES			X
JOY GLOBAL									
INCORPORATED...	COMMON	STOCK	481165108	115	2035	SHARES			X
JPMORGAN CHASE &									
CO.....	COMMON	STOCK	46625H100	9803	274369	SHARES			X
JPMORGAN CHASE &									
CO.....	COMMON	STOCK	46625H100	4115	115163	SHARES			X
JUNIPER NETWORKS									
INC.....	COMMON	STOCK	48203R104	359	21996	SHARES			X
JUNIPER NETWORKS									
INC.....	COMMON	STOCK	48203R104	6	350	SHARES			X
KELLOGG CO COM..	COMMON	STOCK	487836108	819	16600	SHARES			X
KELLOGG CO COM..	COMMON	STOCK	487836108	635	12875	SHARES			X



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NAME OF ISSUER	TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY	
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED OTHER
KIMBERLY CLARK CORP.....	COMMON STOCK	494368103	2878	34361	SHARES		X	
KIMBERLY CLARK CORP.....	COMMON STOCK	494368103	3055	36463	SHARES			X
KIRBY CORP COM..	COMMON STOCK	497266106	16	350	SHARES		X	
KOHL'S CORP COM..	COMMON STOCK	500255104	97	2123	SHARES		X	
KOHL'S CORP COM..	COMMON STOCK	500255104	97	2130	SHARES			X
KRAFT FOODS INC CL A.....	COMMON STOCK	50075N104	6906	178807	SHARES		X	
KRAFT FOODS INC CL A.....	COMMON STOCK	50075N104	3334	86319	SHARES			X
KROGER COMPANY COMMON.....	COMMON STOCK	501044101	130	5596	SHARES		X	
KROGER COMPANY COMMON.....	COMMON STOCK	501044101	12	500	SHARES			X
LABORATORY CRP OF AMER HLDGS COM NEW.....	COMMON STOCK	50540R409	20	215	SHARES		X	
LAM RESEARCH CORP COMMON....	COMMON STOCK	512807108	304	8045	SHARES		X	
LAS VEGAS SANDS CORP.....	COMMON STOCK	517834107	214	4926	SHARES		X	
LCA-VISION INC..	COMMON STOCK	501803308	9	2150	SHARES		X	
LEGG MASON INC..	COMMON STOCK	524901105	14	545	SHARES		X	
LEGG MASON INC..	COMMON STOCK	524901105	5	175	SHARES			X
LEGGETT & PLATT INC.....	COMMON STOCK	524660107	169	8000	SHARES		X	
LEXINGTON REALTY TRUST.....	COMMON STOCK	529043101	15	1800	SHARES		X	
LIBERTY GLOBAL INC - CL A.....	COMMON STOCK	530555101	11	213	SHARES		X	
LIBERTY GLOBAL INC - CL A.....	COMMON STOCK	530555101	44	877	SHARES			X
LIBERTY GLOBAL INC CL C.....	COMMON STOCK	530555309	10	216	SHARES		X	
LIBERTY GLOBAL INC CL C.....	COMMON STOCK	530555309	68	1420	SHARES			X
LIBERTY GLOBAL INC-CL B.....	COMMON STOCK	530555200	27	543	SHARES			X
LIBERTY INTERACTIV CORPORATION....	COMMON STOCK	53071M104	9	500	SHARES		X	
LIBERTY INTERACTIV CORPORATION....	COMMON STOCK	53071M104	71	3967	SHARES			X
LIBERTY INTERACTIVE CORPORATION....	COMMON STOCK	53071M203	48	2714	SHARES			X
LIBERTY MEDIA CORP.....	COMMON STOCK	530322205	48	543	SHARES			X

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LIBERTY MEDIA							
CORP -							
LIBERTY A.....	COMMON STOCK	530322106	36	415	SHARES		X
LIBERTY MEDIA							
CORP -							
LIBERTY A.....	COMMON STOCK	530322106	91	1037	SHARES		X
LIFE							
TECHNOLOGIES							
CORP.....	COMMON STOCK	53217V109	217	4830	SHARES		X
LILLY ELY &							
COMPANY							
COMMON.....	COMMON STOCK	532457108	4605	107320	SHARES		X
LILLY ELY &							
COMPANY							
COMMON.....	COMMON STOCK	532457108	3526	82177	SHARES		X
LIMITED BRANDS,							
INC COM.....	COMMON STOCK	532716107	1923	45221	SHARES		X
LIMITED BRANDS,							
INC COM.....	COMMON STOCK	532716107	138	3256	SHARES		X
LINCOLN NATIONAL							
CORP COMMON....	COMMON STOCK	534187109	24	1100	SHARES		X
LINEAR							
TECHNOLOGY CORP							
COM.....	COMMON STOCK	535678106	17	550	SHARES		X
LINEAR							
TECHNOLOGY CORP							
COM.....	COMMON STOCK	535678106	3	110	SHARES		X
LINKEDIN CORP							
A.....	COMMON STOCK	53578A108	11	100	SHARES		X
LKQ							
CORPORATION....	COMMON STOCK	501889208	384	11506	SHARES		X
LOCKHEED MARTIN							
CORPORATION							
COM.....	COMMON STOCK	539830109	3038	34893	SHARES		X
LOCKHEED MARTIN							
CORPORATION							
COM.....	COMMON STOCK	539830109	857	9840	SHARES		X
LOEWS CORP.....	COMMON STOCK	540424108	165	4030	SHARES		X
LOEWS CORP.....	COMMON STOCK	540424108	17	405	SHARES		X
LORILLARD INC...	COMMON STOCK	544147101	99	748	SHARES		X
LORILLARD INC...	COMMON STOCK	544147101	8	60	SHARES		X
LOWES COMPANIES							
INC.....	COMMON STOCK	548661107	2689	94557	SHARES		X
LOWES COMPANIES							
INC.....	COMMON STOCK	548661107	287	10102	SHARES		X
LSI							
CORPORATION....	COMMON STOCK	502161102	0	14	SHARES		X
LUFKIN							
INDUSTRIES							
INC.....	COMMON STOCK	549764108	210	3872	SHARES		X
LUMBER							
LIQUIDATORS							
HOLDINGS.....	COMMON STOCK	55003T107	38	1125	SHARES		X
LUMINEX							
CORPORATION....	COMMON STOCK	55027E102	15	600	SHARES		X
M & T BANK							
CORP.....	COMMON STOCK	55261F104	117342	1421124	SHARES		X
M & T BANK							
CORP.....	COMMON STOCK	55261F104	10945	132552	SHARES		X
MACY'S INC.....	COMMON STOCK	55616P104	179	5217	SHARES		X
MACY'S INC.....	COMMON STOCK	55616P104	2	72	SHARES		X
MAGNUM HUNTER							

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RESOURCES CORP.....	COMMON STOCK	55973B102	0	100	SHARES				X
MAKO SURGICAL CORP.....	COMMON STOCK	560879108	8	300	SHARES				X
MANITOWOC CO INC COM.....	COMMON STOCK	563571108	42	3587	SHARES			X	
MANPOWER INC WIS.....	COMMON STOCK	56418H100	55	1500	SHARES			X	
MAP PHARMACEUTICALS INC.....	COMMON STOCK	56509R108	227	15157	SHARES			X	
MARATHON OIL CORP.....	COMMON STOCK	565849106	120	4690	SHARES			X	
MARATHON OIL CORP.....	COMMON STOCK	565849106	28	1106	SHARES				X
MARATHON PETROLEUM CORPORATION....	COMMON STOCK	56585A102	159	3540	SHARES			X	
MARATHON PETROLEUM CORPORATION....	COMMON STOCK	56585A102	24	537	SHARES				X
MARKEL CORP COM.....	COMMON STOCK	570535104	2	4	SHARES			X	
MARKETAXESS HOLDINGS INC...	COMMON STOCK	57060D108	21	800	SHARES			X	
MARRIOTT INTL INC CL A.....	COMMON STOCK	571903202	27	700	SHARES			X	
MARSH & MCLENNAN COS INC COM....	COMMON STOCK	571748102	58	1800	SHARES				X

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NAME OF ISSUER	TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (X \$1,000)	COLUMN 5			COLUMN 6 INVESTMENT AUTHORITY		
				SHARES OR PRINCIPAL AMOUNT	SHARES OR PRINCIPAL	PUT OR CALL	SHARED - SOLE	SHARED DEFINED	SHARED OTHER
MASCO CORP.....	COMMON STOCK	574599106	17	1217	SHARES			X	
MASCO CORP.....	COMMON STOCK	574599106	17	1200	SHARES				X
MASTERCARD INC CL A.....	COMMON STOCK	57636Q104	1306	3037	SHARES			X	
MASTERCARD INC CL A.....	COMMON STOCK	57636Q104	51	119	SHARES				X
MATTEL COMMON...	COMMON STOCK	577081102	174	5374	SHARES			X	
MATTEL COMMON...	COMMON STOCK	577081102	32	978	SHARES				X
MAXIM INTEGRATED PRODS INC COM..	COMMON STOCK	57772K101	11	415	SHARES			X	
MAXIM INTEGRATED PRODS INC COM..	COMMON STOCK	57772K101	5	200	SHARES				X
MCCORMICK & CO-NON VTG SHS.....	COMMON STOCK	579780206	3086	50875	SHARES			X	

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MCCORMICK & CO-NON VTG SHS.....	COMMON STOCK	579780206	186	3075	SHARES		X
MCDERMOTT INTL INC.....	COMMON STOCK	580037109	45	4050	SHARES	X	
MCDERMOTT INTL INC.....	COMMON STOCK	580037109	6	550	SHARES		X
MCDONALD'S CORPORATION....	COMMON STOCK	580135101	8655	97766	SHARES	X	
MCDONALD'S CORPORATION....	COMMON STOCK	580135101	3881	43837	SHARES		X
MCGRAW HILL COMPANIES INC COMMON.....	COMMON STOCK	580645109	217	4830	SHARES	X	
MCGRAW HILL COMPANIES INC COMMON.....	COMMON STOCK	580645109	805	17895	SHARES		X
MCKESSON CORPORATION COM.....	COMMON STOCK	58155Q103	38	400	SHARES		X
MCMORAN EXPLORATION CO.....	COMMON STOCK	582411104	127	10000	SHARES		X
MEAD JOHNSON NUTRITION CO...	COMMON STOCK	582839106	939	11662	SHARES	X	
MEAD JOHNSON NUTRITION CO...	COMMON STOCK	582839106	24	292	SHARES		X
MEADWESTVACO CORP COMMON....	COMMON STOCK	583334107	1243	43250	SHARES	X	
MEADWESTVACO CORP COMMON....	COMMON STOCK	583334107	64	2224	SHARES		X
MEDASSETS INC...	COMMON STOCK	584045108	24	1750	SHARES	X	
MEDIDATA SOLUTIONS INC..	COMMON STOCK	58471A105	7	200	SHARES	X	
MEDIVATION INC..	COMMON STOCK	58501N101	34	375	SHARES	X	
MEDTRONIC INC...	COMMON STOCK	585055106	958	24739	SHARES	X	
MEDTRONIC INC...	COMMON STOCK	585055106	733	18930	SHARES		X
MERCK & CO INC..	COMMON STOCK	58933Y105	12826	307213	SHARES	X	
MERCK & CO INC..	COMMON STOCK	58933Y105	6770	162159	SHARES		X
METLIFE INC.....	COMMON STOCK	59156R108	3788	122786	SHARES	X	
METLIFE INC.....	COMMON STOCK	59156R108	364	11789	SHARES		X
METROPOLITAN HEALTH NETWORKS INC...	COMMON STOCK	592142103	5	500	SHARES	X	
MICROCHIP TECHNOLOGY INC COM.....	COMMON STOCK	595017104	273	8259	SHARES	X	
MICROCHIP TECHNOLOGY INC COM.....	COMMON STOCK	595017104	68	2050	SHARES		X
MICROSOFT CORP..	COMMON STOCK	594918104	20052	655520	SHARES	X	
MICROSOFT CORP..	COMMON STOCK	594918104	7337	239841	SHARES		X
MID PENN BANCORP INCORPORATED...	COMMON STOCK	59540G107	16	1570	SHARES	X	
MKS INSTRUMENTS INC.....	COMMON STOCK	55306N104	257	8920	SHARES	X	
MOLSON COORS BREWING COMPANY.....	COMMON STOCK	60871R209	25	600	SHARES		X
MONSANTO COMPANY.....	COMMON STOCK	61166W101	2301	27796	SHARES	X	
MONSANTO							

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COMPANY.....	COMMON STOCK	61166W101	911	11002	SHARES		X
MONSTER BEVERAGE							
CORP.....	COMMON STOCK	611740101	262	3679	SHARES	X	
MONSTER BEVERAGE							
CORP.....	COMMON STOCK	611740101	3	48	SHARES		X
MOODYS CORP.....	COMMON STOCK	615369105	41	1123	SHARES	X	
MOODYS CORP.....	COMMON STOCK	615369105	6	170	SHARES		X
MOOG INC CL A...	COMMON STOCK	615394202	12	300	SHARES	X	
MORGAN STANLEY							
GROUP INC.....	COMMON STOCK	617446448	540	37041	SHARES	X	
MORGAN STANLEY							
GROUP INC.....	COMMON STOCK	617446448	141	9667	SHARES		X
MOSAIC CO THE...	COMMON STOCK	61945C103	612	11176	SHARES	X	
MOSAIC CO THE...	COMMON STOCK	61945C103	52	955	SHARES		X
MOTOROLA							
SOLUTIONS INC..	COMMON STOCK	620076307	136	2834	SHARES	X	
MOTOROLA							
SOLUTIONS INC..	COMMON STOCK	620076307	134	2782	SHARES		X
MURPHY OIL CORP							
COMMON.....	COMMON STOCK	626717102	33	650	SHARES	X	
MURPHY OIL CORP							
COMMON.....	COMMON STOCK	626717102	75	1500	SHARES		X
MYLAN INC.....	COMMON STOCK	628530107	11	533	SHARES	X	
MYRIAD GENETICS							
INC.....	COMMON STOCK	62855J104	7	300	SHARES	X	
NATIONAL FUEL							
GAS CO COMMON..	COMMON STOCK	636180101	80	1700	SHARES		X
NATIONAL OILWELL							
VARCO INC.....	COMMON STOCK	637071101	5745	89147	SHARES	X	
NATIONAL OILWELL							
VARCO INC.....	COMMON STOCK	637071101	424	6585	SHARES		X
NATIONAL PENN							
BANCSHARES							
INC.....	COMMON STOCK	637138108	14	1500	SHARES	X	
NATIONAL RETAIL							
PROPERTIES							
INC.....	COMMON STOCK	637417106	85	3000	SHARES	X	
NAVISTAR							
INTERNATIONAL							
CORP.....	COMMON STOCK	63934E108	3	100	SHARES	X	
NETAPP APPLIANCE							
INC.....	COMMON STOCK	64110D104	12	376	SHARES	X	
NETFLIX.COM							
INC.....	COMMON STOCK	64110L106	5	68	SHARES	X	
NETSPEND							
HOLDINGS							
INC.....	COMMON STOCK	64118V106	43	4700	SHARES	X	
NEUROCRINE							
BIOSCIENCES							
INC.....	COMMON STOCK	64125C109	4	500	SHARES		X
NEW YORK							
COMMUNITY							
BANCORP INC....	COMMON STOCK	649445103	175	13988	SHARES	X	

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	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	
							INVESTMENT AUTHORITY	
				SHARES				
				OR	SHARES	PUT		
NAME OF	TITLE OF		VALUE	PRINCIPAL	OR	OR	SHARED -	SHARED
ISSUER	CLASS	CUSIP	(X \$1,000)	AMOUNT	PRINCIPAL	CALL	SOLE	OTHER
NEW YORK								
COMMUNITY								
BANCORP INC....	COMMON STOCK	649445103	74	5876	SHARES			X
NEWELL								
RUBBERMAID INC								
COM.....	COMMON STOCK	651229106	54	3000	SHARES			X
NEWFIELD								
EXPLORATION CO								
COMMON.....	COMMON STOCK	651290108	5	170	SHARES		X	
NEWFIELD								
EXPLORATION CO								
COMMON.....	COMMON STOCK	651290108	4	125	SHARES			X
NEWMARKET								
CORPORATION....	COMMON STOCK	651587107	3013	13911	SHARES		X	
NEWMARKET								
CORPORATION....	COMMON STOCK	651587107	1709	7888	SHARES			X
NEWMONT MINING								
CORP COMMON....	COMMON STOCK	651639106	16	340	SHARES		X	
NEWMONT MINING								
CORP COMMON....	COMMON STOCK	651639106	44	900	SHARES			X
NEWS CORP								
INC-A.....	COMMON STOCK	65248E104	19	850	SHARES		X	
NEWS CORP								
INC-A.....	COMMON STOCK	65248E104	24	1073	SHARES			X
NEXTERA ENERGY								
INC.....	COMMON STOCK	65339F101	4302	62520	SHARES		X	
NEXTERA ENERGY								
INC.....	COMMON STOCK	65339F101	3482	50598	SHARES			X
NIKE INC CL B...	COMMON STOCK	654106103	2131	24272	SHARES		X	
NIKE INC CL B...	COMMON STOCK	654106103	206	2346	SHARES			X
NISOURCE INC....	COMMON STOCK	65473P105	159	6416	SHARES		X	
NISOURCE INC....	COMMON STOCK	65473P105	101	4061	SHARES			X
NOBLE ENERGY								
INC.....	COMMON STOCK	655044105	425	5016	SHARES		X	
NORANDA ALUMINUM								
HOLDING CORP...	COMMON STOCK	65542W107	26	3250	SHARES		X	
NORDSTROM INC								
COM.....	COMMON STOCK	655664100	1228	24711	SHARES		X	
NORFOLK SOUTHERN								
CORP.....	COMMON STOCK	655844108	1408	19613	SHARES		X	
NORFOLK SOUTHERN								
CORP.....	COMMON STOCK	655844108	390	5440	SHARES			X
NORTHEAST								
UTILITIES COM..	COMMON STOCK	664397106	18	461	SHARES		X	
NORTHERN TRUST								
CORP COM.....	COMMON STOCK	665859104	2	52	SHARES		X	
NORTHROP GRUMMAN								
CORP.....	COMMON STOCK	666807102	131	2052	SHARES		X	
NORTHROP GRUMMAN								
CORP.....	COMMON STOCK	666807102	127	1998	SHARES			X
NORTHWEST								
BANCSHARES								
INC.....	COMMON STOCK	667340103	52	4417	SHARES		X	

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NOVAVAX INC.....	COMMON STOCK	670002104	16	10000	SHARES		X
NUANCE COMMUNICATIONS INC.....	COMMON STOCK	67020Y100	17	724	SHARES		X
NUCOR CORP COMMON.....	COMMON STOCK	670346105	55	1448	SHARES		X
NUCOR CORP COMMON.....	COMMON STOCK	670346105	438	11550	SHARES		X
NV ENERGY INC...	COMMON STOCK	67073Y106	16	920	SHARES		X
NVIDIA CORP COM.....	COMMON STOCK	67066G104	47	3411	SHARES		X
NXSTAGE MEDICAL INC.....	COMMON STOCK	67072V103	22	1300	SHARES		X
O'REILLY AUTOMOTIVE INC.....	COMMON STOCK	67103H107	83	986	SHARES		X
O'REILLY AUTOMOTIVE INC.....	COMMON STOCK	67103H107	2	28	SHARES		X
OCCIDENTAL PETROLEUM CORP COMMON.....	COMMON STOCK	674599105	1814	21151	SHARES		X
OCCIDENTAL PETROLEUM CORP COMMON.....	COMMON STOCK	674599105	430	5018	SHARES		X
ODYSSEY MARINE..	COMMON STOCK	676118102	19	5000	SHARES		X
OGE ENERGY CORP COM.....	COMMON STOCK	670837103	25	475	SHARES		X
OGE ENERGY CORP COM.....	COMMON STOCK	670837103	21	400	SHARES		X
OLD LINE BANCSHARES INC.....	COMMON STOCK	67984M100	13	1250	SHARES		X
OLD NATIONAL BANCORP COM....	COMMON STOCK	680033107	24	2000	SHARES		X
OLD REPUBLIC INTL CORP COM..	COMMON STOCK	680223104	84	10188	SHARES		X
OLD REPUBLIC INTL CORP COM..	COMMON STOCK	680223104	22	2656	SHARES		X
OLIN CORP COM...	COMMON STOCK	680665205	16	750	SHARES		X
OMNICOM GROUP INC COM.....	COMMON STOCK	681919106	96	1975	SHARES		X
OMNICOM GROUP INC COM.....	COMMON STOCK	681919106	46	950	SHARES		X
ONEOK INC.....	COMMON STOC						