

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

VERIZON COMMUNICATIONS INC
Form 13F-HR
November 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

Check here if Amendment / /; Amendment Number-
This Amendment (Check only one.) / / is a restatement
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.
Address: 695 Main Street, 6th Floor
Stamford, Connecticut 06901

Form 13F File Number: 028-04063

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting manager:

Name: William J. Raver

Title: Chief Operating Officer

Phone: 203 965-3361

Signature, Place, and Date of Signing:

/S/ William J. Raver

[Signature]

Stamford, Connecticut

[City, State]

11/14/05

[Date]

Report Type (Check only one.):

- /X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager 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 manager are reported in this report and a portion are reported by other reporting manager(s).)

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

Form 13F SUMMARY PAGE

Report summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 980

 Form 13F Information Table Value Total: 8,060,280

 (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

VERIZON INVESTMENT MANAGEMENT CORP.
 FORM 13F - SOLE INSTR V. NONE AUTHORITY
 September 30, 2005

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR.	(C) SHAR V OTH
ACE LTD	ORD	G0070K103	4,189	89,005	X		
ACCENTURE LTD BERMUDA	CL A	G1150G111	323	12,700	X		
COOPER INDS LTD	CL A	G24182100	5,178	74,896	X		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	6,025	157,609	X		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,499	54,200	X		
NABORS INDUSTRIES LTD	SHS	G6359F103	2,811	39,135	X		
NOBLE CORPORATION	SHS	G65422100	3,370	49,228	X		
TRANSOCEAN INC	ORD	G90078109	6,785	110,666	X		
WEATHERFORD INTERNATIONAL LT	COM	G95089101	2,338	34,051	X		
WHITE MTNS INS GROUP LTD	COM	G9618E107	1,087	1,800	X		
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	469	12,500	X		
XL CAP LTD	CL A	G98255105	2,292	33,684	X		
ALCON INC	COM SHS	H01301102	1,125	8,800	X		
KERZNER INTERNATIONAL LTD	SHS	P6065Y107	1,222	22,000	X		
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	1,387	32,100	X		
ACCO BRANDS CORP	COM	00081T108	743	26,341	X		

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

A D C TELECOMMUNICATIONS	COM NEW	000886309	806	35,272	X
AFLAC INC	COM	001055102	12,471	275,291	X
AES CORP	COM	00130H105	6,435	391,677	X
AMB PROPERTY CORP	COM	00163T109	241	5,365	X
AMR CORP	COM	001765106	328	29,324	X
AT&T CORP	COM NEW	001957505	6,677	337,219	X
ABBOTT LABS	COM	002824100	50,701	1,195,780	X
ABERCROMBIE & FITCH CO	CL A	002896207	3,244	65,072	X
ACTIVISION INC NEW	COM NEW	004930202	2,928	143,155	X
ADESA INC	COM	00686U104	347	15,717	X
ADOBE SYS INC	COM	00724F101	16,056	537,898	X
ADVANCE AUTO PARTS INC	COM	00751Y106	4,641	119,987	X
ADVANCED MEDICAL OPTICS INC	COM	00763M108	448	11,811	X
AEROPOSTALE	COM	007865108	759	35,700	X
ADVANCED MICRO DEVICES INC	COM	007903107	3,991	158,359	X
AETNA INC NEW	COM	00817Y108	17,424	202,270	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	4,999	91,563	X
AFFILIATED MANAGERS GROUP	COM	008252108	441	6,089	X
AFFYMETRIX INC	COM	00826T108	2,749	59,461	X
AGERE SYS INC	COM	00845V308	342	32,835	X
AGILENT TECHNOLOGIES INC	COM	00846U101	6,551	200,045	X
AIR PRODS & CHEMS INC	COM	009158106	7,385	133,936	X
AKAMAI TECHNOLOGIES INC	COM	00971T101	358	22,420	X
ALAMOSA HLDGS INC	COM	011589108	562	32,872	X
ALBERTO CULVER CO	COM	013068101	2,218	49,574	X
ALBERTSONS INC	COM	013104104	3,573	139,311	X
ALCOA INC	COM	013817101	10,826	443,342	X
ALLEGHANY CORP DEL	COM	017175100	3,393	11,087	X
ALLEGHENY ENERGY INC	COM	017361106	3,368	109,633	X
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1,186	38,283	X
ALLERGAN INC	COM	018490102	10,887	118,825	X
ALLETE INC	COM NEW	018522300	1,408	30,733	X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1,184	30,249	X
ALLIANT ENERGY CORP	COM	018802108	880	30,194	X
ALLIANT TECHSYSTEMS INC	COM	018804104	581	7,789	X
ALLIED CAP CORP NEW	COM	01903Q108	1,548	54,077	X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	620	73,365	X
ALLSTATE CORP	COM	020002101	32,300	584,198	X

1

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED	AS DEF.	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	INSTR.	V OTH
ALLTEL CORP	COM	020039103	19,337	296,988	X		
ALTERA CORP	COM	021441100	3,042	159,189	X		
ALTRIA GROUP INC	COM	02209S103	110,039	1,492,871	X		
AMAZON COM INC	COM	023135106	5,204	114,884	X		
AMBAC FINL GROUP INC	COM	023139108	5,920	82,153	X		
AMERADA HESS CORP	COM	023551104	6,354	46,212	X		
AMEREN CORP	COM	023608102	3,442	64,349	X		

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

AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	492	18,700	X
AMERICAN CAPITAL STRATEGIES	COM	024937104	1,333	36,357	X
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1,301	55,307	X
AMERICAN ELEC PWR INC	COM	025537101	7,688	193,648	X
AMERICAN EXPRESS CO	COM	025816109	48,534	844,957	X
AMERICAN INTL GROUP INC	COM	026874107	93,784	1,513,615	X
AMERICAN PWR CONVERSION CORP	COM	029066107	2,571	99,252	X
AMERICAN STD COS INC DEL	COM	029712106	7,334	157,556	X
AMERICAN TOWER CORP	CL A	029912201	5,378	215,567	X
AMERICREDIT CORP	COM	03060R101	396	16,606	X
AMERISOURCEBERGEN CORP	COM	03073E105	5,934	76,764	X
AMERITRADE HLDG CORP NEW	COM	03074K100	556	25,910	X
AMETEK INC NEW	COM	031100100	5,610	130,556	X
AMGEN INC	COM	031162100	65,546	822,717	X
AMPHENOL CORP NEW	CL A	032095101	4,418	109,531	X
AMSOUTH BANCORPORATION	COM	032165102	2,687	106,355	X
ANADARKO PETE CORP	COM	032511107	13,990	146,115	X
ANALOG DEVICES INC	COM	032654105	9,044	243,502	X
ANDREW CORP	COM	034425108	919	82,439	X
ANHEUSER BUSCH COS INC	COM	035229103	17,276	401,383	X
ANN TAYLOR STORES CORP	COM	036115103	414	15,592	X
ANSYS INC	COM	03662Q105	239	6,200	X
AON CORP	COM	037389103	3,094	96,454	X
APACHE CORP	COM	037411105	8,724	115,976	X
APARTMENT INVT & MGMT CO	CL A	03748R101	1,121	28,905	X
APOLLO GROUP INC	CL A	037604105	8,098	121,978	X
APOLLO INVT CORP	COM	03761U106	548	27,700	X
APPLE COMPUTER INC	COM	037833100	31,180	581,615	X
APPLEBEES INTL INC	COM	037899101	1,164	56,240	X
APPLERA CORP	COM AP BIO GRP	038020103	1,376	59,225	X
APPLIED MICRO CIRCUITS CORP	COM	03822W109	220	73,230	X
APPLIED MATLS INC	COM	038222105	18,186	1,072,291	X
AQUA AMERICA INC	COM	03836W103	1,790	47,086	X
ARAMARK CORP	CL B	038521100	348	13,020	X
ARCH COAL INC	COM	039380100	451	6,677	X
ARCHER DANIELS MIDLAND CO	COM	039483102	7,605	308,393	X
ARCHSTONE SMITH TR	COM	039583109	6,067	152,170	X
ARROW ELECTRS INC	COM	042735100	620	19,776	X
ASHLAND INC NEW	COM	044209104	1,211	21,923	X
ASSOCIATED BANC CORP	COM	045487105	394	12,917	X
ASSURANT INC	COM	04621X108	4,221	110,895	X
ASTORIA FINL CORP	COM	046265104	376	14,248	X
AUTODESK INC	COM	052769106	10,205	219,744	X
AUTOLIV INC	COM	052800109	971	22,333	X
AUTOMATIC DATA PROCESSING IN	COM	053015103	15,249	354,295	X
AUTONATION INC	COM	05329W102	1,941	97,191	X
AUTOZONE INC	COM	053332102	3,486	41,873	X

2

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED		
					AS DEF. SHAR		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	OTHER

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

AVALONBAY CMNTYS INC	COM	053484101	1,540	17,967	X
AVAYA INC	COM	053499109	1,840	178,611	X
AVERY DENNISON CORP	COM	053611109	2,249	42,927	X
AVID TECHNOLOGY INC	COM	05367P100	589	14,232	X
AVNET INC	COM	053807103	1,397	57,145	X
AVON PRODS INC	COM	054303102	9,085	336,465	X
AZTAR CORP	COM	054802103	234	7,600	X
BB&T CORP	COM	054937107	6,473	165,752	X
BISYS GROUP INC	COM	055472104	184	13,727	X
BJS WHOLESALE CLUB INC	COM	05548J106	585	21,042	X
BJ SVCS CO	COM	055482103	5,266	146,313	X
BP PLC	SPONSORED ADR	055622104	7,390	104,300	X
BMC SOFTWARE INC	COM	055921100	2,093	99,217	X
BAKER HUGHES INC	COM	057224107	12,492	209,319	X
BALL CORP	COM	058498106	3,404	92,662	X
BANK OF AMERICA CORPORATION	COM	060505104	127,473	3,027,860	X
BANK HAWAII CORP	COM	062540109	2,554	51,890	X
BANK NEW YORK INC	COM	064057102	7,267	247,086	X
BARD C R INC	COM	067383109	11,953	181,021	X
BARNES & NOBLE INC	COM	067774109	2,088	55,373	X
BARNES GROUP INC	COM	067806109	298	8,300	X
BARR PHARMACEUTICALS INC	COM	068306109	1,320	24,041	X
BAUSCH & LOMB INC	COM	071707103	9,154	113,457	X
BAXTER INTL INC	COM	071813109	12,380	310,511	X
BEA SYS INC	COM	073325102	245	27,306	X
BEAR STEARNS COS INC	COM	073902108	21,303	194,109	X
BEAZER HOMES USA INC	COM	07556Q105	274	4,675	X
BECKMAN COULTER INC	COM	075811109	2,587	47,931	X
BECTON DICKINSON & CO	COM	075887109	15,571	296,995	X
BED BATH & BEYOND INC	COM	075896100	8,420	209,546	X
BELLSOUTH CORP	COM	079860102	28,705	1,091,444	X
BELO CORP	COM SER A	080555105	1,126	49,256	X
BEMIS INC	COM	081437105	1,512	61,230	X
BERKLEY W R CORP	COM	084423102	4,204	106,493	X
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	8,856	108	X
BEST BUY INC	COM	086516101	12,860	295,434	X
BIG LOTS INC	COM	089302103	299	27,234	X
BIOMET INC	COM	090613100	3,784	109,017	X
BIOGEN IDEC INC	COM	09062X103	4,787	121,261	X
BLACK & DECKER CORP	COM	091797100	9,880	120,362	X
BLACKROCK INC	CL A	09247X101	2,020	22,790	X
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	478	4,379	X
BLOCK H & R INC	COM	093671105	4,361	181,878	X
BOEING CO	COM	097023105	41,203	606,366	X
BORG WARNER INC	COM	099724106	3,789	67,102	X
BOSTON BEER INC	CL A	100557107	270	10,800	X
BOSTON PROPERTIES INC	COM	101121101	497	7,005	X
BOSTON SCIENTIFIC CORP	COM	101137107	7,282	311,579	X
BOWATER INC	COM	102183100	348	12,300	X
BOYD GAMING CORP	COM	103304101	331	7,671	X
BRIGGS & STRATTON CORP	COM	109043109	270	7,800	X
BRINKER INTL INC	COM	109641100	606	16,123	X
BRINKS CO	COM	109696104	351	8,554	X
BRISTOL MYERS SQUIBB CO	COM	110122108	29,789	1,238,125	X

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

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF.	OTHER
BROADCOM CORP	CL A	111320107	6,190	131,928	X		
BROWN & BROWN INC	COM	115236101	2,491	50,134	X		
BROWN FORMAN CORP	CL B	115637209	6,644	111,583	X		
BRUNSWICK CORP	COM	117043109	1,638	43,414	X		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	16,248	271,714	X		
BURLINGTON RES INC	COM	122014103	22,408	275,551	X		
CBL & ASSOC PPTYS INC	COM	124830100	2,784	67,926	X		
CB RICHARD ELLIS GROUP INC	CL A	12497T101	447	9,092	X		
C D W CORP	COM	12512N105	930	15,785	X		
C H ROBINSON WORLDWIDE INC	COM	12541W100	3,653	56,958	X		
CIGNA CORP	COM	125509109	15,311	129,909	X		
CIT GROUP INC	COM	125581108	8,363	185,114	X		
CMS ENERGY CORP	COM	125896100	1,092	66,366	X		
CNF INC	COM	12612W104	502	9,559	X		
CSX CORP	COM	126408103	4,726	101,671	X		
CVS CORP	COM	126650100	22,139	763,156	X		
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	3,113	101,514	X		
CABOT CORP	COM	127055101	211	6,405	X		
CACI INTL INC	CL A	127190304	336	5,540	X		
CADENCE DESIGN SYSTEM INC	COM	127387108	524	32,420	X		
CALPINE CORP	COM	131347106	361	139,505	X		
CAMPBELL SOUP CO	COM	134429109	4,488	150,852	X		
CAPITAL ONE FINL CORP	COM	14040H105	12,661	159,217	X		
CAPITALSOURCE INC	COM	14055X102	214	9,802	X		
CARDINAL HEALTH INC	COM	14149Y108	15,854	249,905	X		
CAREER EDUCATION CORP	COM	141665109	1,012	28,468	X		
CAREMARK RX INC	COM	141705103	10,957	219,452	X		
CARLISLE COS INC	COM	142339100	298	4,686	X		
CARMAX INC	COM	143130102	593	18,969	X		
CARNIVAL CORP	PAIRED CTF	143658300	7,529	150,646	X		
CATERPILLAR INC DEL	COM	149123101	30,456	518,392	X		
CELGENE CORP	COM	151020104	3,005	55,315	X		
CENDANT CORP	COM	151313103	17,562	850,880	X		
CENTERPOINT ENERGY INC	COM	15189T107	1,651	111,051	X		
CENTEX CORP	COM	152312104	5,961	92,298	X		
CENTURYTEL INC	COM	156700106	2,771	79,228	X		
CEPHALON INC	COM	156708109	489	10,541	X		
CERIDIAN CORP NEW	COM	156779100	758	36,509	X		
CERNER CORP	COM	156782104	472	5,432	X		
CERTEGY INC	COM	156880106	412	10,297	X		
CHAMPION ENTERPRISES INC	COM	158496109	177	12,000	X		
CHARLES RIV LABS INTL INC	COM	159864107	5,385	123,463	X		
CHECKFREE CORP NEW	COM	162813109	644	17,029	X		
CHEESECAKE FACTORY INC	COM	163072101	443	14,187	X		
CHEMTURA CORP	COM	163893100	312	25,100	X		
CHESAPEAKE ENERGY CORP	COM	165167107	1,509	39,462	X		
CHEVRON CORP NEW	COM	166764100	88,629	1,369,218	X		
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	10,498	31,124	X		
CHICOS FAS INC	COM	168615102	3,426	93,088	X		
CHOICE HOTELS INTL INC	COM	169905106	341	5,269	X		
CHIRON CORP	COM	170040109	2,027	46,444	X		

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

CHOICEPOINT INC	COM	170388102	1,252	28,995	X
CHUBB CORP	COM	171232101	16,763	187,193	X
CHURCH & DWIGHT INC	COM	171340102	4,678	126,630	X

4

ITEM 1: ----- NAME OF ISSUER	ITEM 2: ----- TITLE OF CLASS	ITEM 3: ----- CUSIP NUMBER	ITEM 4: ----- PENSION FAIR MARKET VALUE (\$000)	ITEM 5: ----- SHARES OR PRINCIPAL AMOUNT	ITEM 6: ----- INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR.	(C) SHAR V OTH
CIENA CORP	COM	171779101	367	138,957	X		
CINCINNATI FINL CORP	COM	172062101	2,604	62,160	X		
CINERGY CORP	COM	172474108	6,330	142,528	X		
CIRCUIT CITY STORE INC	COM	172737108	1,266	73,772	X		
CISCO SYS INC	COM	17275R102	84,896	4,736,992	X		
CINTAS CORP	COM	172908105	3,053	74,382	X		
CITIGROUP INC	COM	172967101	161,468	3,547,182	X		
CITIZENS COMMUNICATIONS CO	COM	17453B101	1,487	109,717	X		
CITRIX SYS INC	COM	177376100	1,907	75,845	X		
CITY NATL CORP	COM	178566105	546	7,793	X		
CLAIRES STORES INC	COM	179584107	682	28,254	X		
CLARCOR INC	COM	179895107	1,295	45,100	X		
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	8,453	257,020	X		
CLOROX CO DEL	COM	189054109	4,639	83,529	X		
COACH INC	COM	189754104	13,242	422,274	X		
COCA COLA CO	COM	191216100	60,491	1,400,573	X		
COCA COLA ENTERPRISES INC	COM	191219104	2,803	143,743	X		
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,428	116,502	X		
COLGATE PALMOLIVE CO	COM	194162103	12,599	238,664	X		
COLONIAL BANCGROUP INC	COM	195493309	222	9,911	X		
COLUMBIA SPORTSWEAR CO	COM	198516106	241	5,187	X		
COMCAST CORP NEW	CL A	20030N101	29,000	987,082	X		
COMCAST CORP NEW	CL A SPL	20030N200	1,459	50,700	X		
COMERICA INC	COM	200340107	7,646	129,819	X		
COMMERCE BANCORP INC NJ	COM	200519106	2,137	69,628	X		
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1,229	31,660	X		
COMPASS BANCSHARES INC	COM	20449H109	1,723	37,585	X		
COMPUTER ASSOC INTL INC	COM	204912109	6,616	237,894	X		
COMPUTER SCIENCES CORP	COM	205363104	7,906	167,110	X		
COMPUWARE CORP	COM	205638109	1,311	137,981	X		
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	3,413	129,908	X		
CONAGRA FOODS INC	COM	205887102	4,187	169,156	X		
CONOCOPHILLIPS	COM	20825C104	90,056	1,288,166	X		
CONSECO INC	COM NEW	208464883	208	9,835	X		
CONSOL ENERGY INC	COM	20854P109	1,603	21,021	X		
CONSOLIDATED EDISON INC	COM	209115104	5,296	109,075	X		
CONSTELLATION BRANDS INC	CL A	21036P108	10,586	407,145	X		
CONSTELLATION ENERGY GROUP I	COM	210371100	8,622	139,974	X		
CONVERGYS CORP	COM	212485106	612	42,578	X		
COOPER CAMERON CORP	COM	216640102	855	11,567	X		
COOPER COS INC	COM NEW	216648402	929	12,128	X		
COOPER TIRE & RUBR CO	COM	216831107	224	14,648	X		

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

COPART INC	COM	217204106	291	12,207	X
CORN PRODS INTL INC	COM	219023108	1,438	71,300	X
CORNING INC	COM	219350105	19,088	987,496	X
CORPORATE EXECUTIVE BRD CO	COM	21988R102	1,623	20,812	X
COSTCO WHSL CORP NEW	COM	22160K105	13,375	310,392	X
COUNTRYWIDE FINANCIAL CORP	COM	222372104	17,511	530,950	X
COVANCE INC	COM	222816100	4,009	83,545	X
COVENTRY HEALTH CARE INC	COM	222862104	13,662	158,820	X
CREE INC	COM	225447101	342	13,673	X
CROWN CASTLE INTL CORP	COM	228227104	2,366	96,049	X
CROWN HOLDINGS INC	COM	228368106	481	30,184	X
CULLEN FROST BANKERS INC	COM	229899109	729	14,783	X

5

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) SHARED INSTR.	(C) SHAR V OTH
CUMMINS INC	COM	231021106	4,855	55,178	X		
CURTISS WRIGHT CORP	COM	231561101	1,648	26,700	X		
CYTYC CORP	COM	232946103	841	31,309	X		
DPL INC	COM	233293109	2,302	82,801	X		
D R HORTON INC	COM	23331A109	3,835	105,881	X		
DST SYS INC DEL	COM	233326107	1,767	32,220	X		
DTE ENERGY CO	COM	233331107	5,247	114,414	X		
DADE BEHRING HLDGS INC	COM	23342J206	2,364	64,492	X		
DANA CORP	COM	235811106	740	78,623	X		
DANAHER CORP DEL	COM	235851102	9,799	182,030	X		
DARDEN RESTAURANTS INC	COM	237194105	3,670	120,845	X		
DAVITA INC	COM	23918K108	4,208	91,342	X		
DEAN FOODS CO NEW	COM	242370104	1,739	44,746	X		
DEERE & CO	COM	244199105	8,037	131,329	X		
DEL MONTE FOODS CO	COM	24522P103	134	12,507	X		
DELL INC	COM	24702R101	78,207	2,286,762	X		
DELPHI CORP	COM	247126105	454	164,523	X		
DENBURY RES INC	COM NEW	247916208	520	10,309	X		
DELUXE CORP	COM	248019101	243	6,043	X		
DENTSPLY INTL INC NEW	COM	249030107	2,015	37,304	X		
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	830	17,774	X		
DEVON ENERGY CORP NEW	COM	25179M103	20,190	294,137	X		
DEX MEDIA INC	COM	25212E100	760	27,330	X		
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	4,234	69,125	X		
DIEBOLD INC	COM	253651103	599	17,379	X		
DILLARDS INC	CL A	254067101	701	33,582	X		
DIRECTV GROUP INC	COM	25459L106	2,042	136,319	X		
DISCOVERY HOLDING CO	CL A COM	25468Y107	879	60,883	X		
DISNEY WALT CO	COM DISNEY	254687106	36,152	1,498,211	X		
DOLLAR GEN CORP	COM	256669102	3,506	191,142	X		
DOLLAR TREE STORES INC	COM	256747106	364	16,832	X		
DOMINION RES INC VA NEW	COM	25746U109	18,284	212,265	X		
DONALDSON INC	COM	257651109	2,881	94,367	X		

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

DONNELLEY R R & SONS CO	COM	257867101	4,170	112,503	X
DORAL FINL CORP	COM	25811P100	136	10,425	X
DOVER CORP	COM	260003108	3,240	79,421	X
DOW CHEM CO	COM	260543103	25,529	612,638	X
DOW JONES & CO INC	COM	260561105	958	25,085	X
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	203	7,335	X
DU PONT E I DE NEMOURS & CO	COM	263534109	18,913	482,853	X
DUKE ENERGY CORP	COM	264399106	17,239	590,970	X
DUKE REALTY CORP	COM NEW	264411505	306	9,024	X
DUN & BRADSTREET CORP DEL NE	COM	26483E100	1,289	19,575	X
DYNEGY INC NEW	CL A	26816Q101	410	87,000	X
E M C CORP MASS	COM	268648102	18,233	1,409,027	X
ENSCO INTL INC	COM	26874Q100	1,081	23,200	X
ENI S P A	SPONSORED ADR	26874R108	3,851	26,000	X
EOG RES INC	COM	26875P101	18,373	245,298	X
E TRADE FINANCIAL CORP	COM	269246104	1,974	112,165	X
EAST WEST BANCORP INC	COM	27579R104	326	9,567	X
EASTMAN CHEM CO	COM	277432100	1,865	39,708	X
EASTMAN KODAK CO	COM	277461109	3,179	130,659	X
EATON CORP	COM	278058102	6,093	95,884	X
EATON VANCE CORP	COM NON VTG	278265103	884	35,599	X

6

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARES OR	SHARED	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	AS DEF. V	OTHE
EBAY INC	COM	278642103	37,215	903,279	X		
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,251	42,317	X		
ECOLAB INC	COM	278865100	5,338	167,189	X		
EDISON INTL	COM	281020107	11,761	248,747	X		
EDUCATION MGMT CORP	COM	28139T101	435	13,503	X		
EDWARDS LIFESCIENCES CORP	COM	28176E108	480	10,813	X		
EDWARDS AG INC	COM	281760108	217	4,952	X		
EL PASO CORP	COM	28336L109	3,116	224,193	X		
ELECTRONIC ARTS INC	COM	285512109	13,801	242,593	X		
ELECTRONIC DATA SYS NEW	COM	285661104	6,667	297,109	X		
EMERSON ELEC CO	COM	291011104	19,043	265,223	X		
ENCANA CORP	COM	292505104	2,997	51,400	X		
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	247	9,273	X		
ENERGEN CORP	COM	29265N108	1,492	34,482	X		
ENERGY EAST CORP	COM	29266M109	418	16,613	X		
ENERGIZER HLDGS INC	COM	29266R108	2,982	52,588	X		
ENGELHARD CORP	COM	292845104	1,148	41,141	X		
ENTERGY CORP NEW	COM	29364G103	15,825	212,925	X		
EQUIFAX INC	COM	294429105	4,393	125,720	X		
EQUITABLE RES INC	COM	294549100	2,310	59,149	X		
EQUITY OFFICE PROPERTIES TRU	COM	294741103	4,965	151,794	X		
EQUITY RESIDENTIAL	SH BEN INT	29476L107	3,289	86,901	X		
EXELON CORP	COM	30161N101	21,196	396,630	X		
EXPEDIA INC DEL	COM	30212P105	498	25,134	X		

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

EXPEDITORS INTL WASH INC	COM	302130109	3,258	57,382	X
EXPRESS SCRIPTS INC	COM	302182100	4,515	72,591	X
EXXON MOBIL CORP	COM	30231G102	255,714	4,024,455	X
FLIR SYS INC	COM	302445101	390	13,185	X
FMC TECHNOLOGIES INC	COM	30249U101	887	21,069	X
FPL GROUP INC	COM	302571104	11,860	249,156	X
FACTSET RESH SYS INC	COM	303075105	522	14,813	X
FAIR ISAAC CORP	COM	303250104	2,658	59,338	X
FAMILY DLR STORES INC	COM	307000109	1,354	68,167	X
FASTENAL CO	COM	311900104	2,190	35,841	X
FEDERAL HOME LN MTG CORP	COM	313400301	24,850	440,142	X
FEDERAL NATL MTG ASSN	COM	313586109	20,610	459,838	X
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	2,524	41,421	X
FEDERATED DEPT STORES INC DE	COM	31410H101	15,336	229,340	X
FEDERATED INVS INC PA	CL B	314211103	1,171	35,228	X
FEDEX CORP	COM	31428X106	18,672	214,297	X
F5 NETWORKS INC	COM	315616102	297	6,825	X
FIDELITY NATL FINL INC	COM	316326107	832	18,690	X
FIFTH THIRD BANCORP	COM	316773100	6,209	168,991	X
FIRST AMERN CORP CALIF	COM	318522307	1,758	38,498	X
FIRST BANCORP P R	COM	318672102	560	33,100	X
FIRST DATA CORP	COM	319963104	19,558	488,953	X
FIRST HORIZON NATL CORP	COM	320517105	2,103	57,849	X
FIRST MARBLEHEAD CORP	COM	320771108	997	39,234	X
FIRST MIDWEST BANCORP DEL	COM	320867104	302	8,100	X
FISERV INC	COM	337738108	6,150	134,065	X
FIRSTENERGY CORP	COM	337932107	8,220	157,715	X
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	2,745	44,235	X
FLORIDA ROCK INDS INC	COM	341140101	2,841	44,328	X
FLUOR CORP NEW	COM	343412102	4,732	73,504	X

7

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF.	V OTHE
FOOT LOCKER INC	COM	344849104	749	34,154	X		
FORD MTR CO DEL	COM PAR \$0.01	345370860	9,196	932,700	X		
FOREST CITY ENTERPRISES INC	CL A	345550107	457	11,985	X		
FOREST LABS INC	COM	345838106	6,625	170,011	X		
FORTUNE BRANDS INC	COM	349631101	11,565	142,197	X		
FRANKLIN RES INC	COM	354613101	11,321	134,843	X		
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	4,536	93,360	X		
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	5,581	236,668	X		
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	135	13,229	X		
GATX CORP	COM	361448103	1,099	27,800	X		
GALLAGHER ARTHUR J & CO	COM	363576109	756	26,227	X		
GANNETT INC	COM	364730101	9,418	136,823	X		
GAP INC DEL	COM	364760108	5,363	307,675	X		
GATEWAY INC	COM	367626108	174	64,429	X		
GAYLORD ENTMT CO NEW	COM	367905106	276	5,800	X		

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

GEN-PROBE INC NEW	COM	36866T103	869	17,580	X
GENCORP INC	COM	368682100	490	26,300	X
GENENTECH INC	COM NEW	368710406	15,797	187,588	X
GENERAL DYNAMICS CORP	COM	369550108	15,417	128,959	X
GENERAL ELEC CO	COM	369604103	255,531	7,589,271	X
GENERAL GROWTH PPTYS INC	COM	370021107	7,775	173,046	X
GENERAL MLS INC	COM	370334104	7,086	147,012	X
GENERAL MTRS CORP	COM	370442105	9,866	322,328	X
GENTEX CORP	COM	371901109	507	29,137	X
GENUINE PARTS CO	COM	372460105	6,456	150,494	X
GENWORTH FINL INC	COM CL A	37247D106	3,978	123,378	X
GENZYME CORP	COM	372917104	7,820	109,159	X
GEORGIA PAC CORP	COM	373298108	4,687	137,606	X
GETTY IMAGES INC	COM	374276103	4,667	54,242	X
GILEAD SCIENCES INC	COM	375558103	13,598	278,886	X
GILLETTE CO	COM	375766102	34,267	588,781	X
GLOBAL PMTS INC	COM	37940X102	4,201	54,058	X
GOLDEN WEST FINL CORP DEL	COM	381317106	12,085	203,491	X
GOLDMAN SACHS GROUP INC	COM	38141G104	40,171	330,408	X
GOODRICH CORP	COM	382388106	3,720	83,897	X
GOODYEAR TIRE & RUBR CO	COM	382550101	960	61,592	X
GOOGLE INC	CL A	38259P508	16,935	53,515	X
GRACO INC	COM	384109104	1,034	30,172	X
GRAINGER W W INC	COM	384802104	4,087	64,948	X
GRANT PRIDECO INC	COM	38821G101	3,680	90,517	X
GREAT PLAINS ENERGY INC	COM	391164100	474	15,864	X
GREIF INC	CL A	397624107	785	13,060	X
GTECH HLDGS CORP	COM	400518106	711	22,184	X
GUIDANT CORP	COM	401698105	13,995	203,145	X
HCA INC	COM	404119109	11,224	234,227	X
HCC INS HLDGS INC	COM	404132102	1,409	49,386	X
HNI CORP	COM	404251100	4,071	67,596	X
HRPT PPTYS TR	COM SH BEN INT	40426W101	146	11,790	X
HALLIBURTON CO	COM	406216101	23,474	342,583	X
HARLAND JOHN H CO	COM	412693103	502	11,300	X
HARLEY DAVIDSON INC	COM	412822108	14,999	309,647	X
HARMAN INTL INDS INC	COM	413086109	4,217	41,238	X
HARRAHS ENTMT INC	COM	413619107	6,077	93,223	X
HARRIS CORP DEL	COM	413875105	4,424	105,844	X

8

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED	AS DEF.	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	OTHE
HARSCO CORP	COM	415864107	473	7,212	X		
HARTE-HANKS INC	COM	416196103	1,403	53,075	X		
HARTFORD FINL SVCS GROUP INC	COM	416515104	17,051	220,952	X		
HASBRO INC	COM	418056107	1,039	52,863	X		
HAWAIIAN ELEC INDUSTRIES	COM	419870100	205	7,358	X		
HEALTH CARE PTY INVS INC	COM	421915109	225	8,328	X		

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

NAME OF ISSUER	TITLE OF CLASS	NUMBER	(\$000)	AMOUNT	SOLE INSTR. V OTH
INTERNATIONAL RECTIFIER CORP	COM	460254105	2,632	58,388	X
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	2,454	46,772	X
INTERSIL CORP	CL A	46069S109	396	18,197	X
INTERPUBLIC GROUP COS INC	COM	460690100	2,002	172,003	X
INTUIT	COM	461202103	3,426	76,461	X
INVITROGEN CORP	COM	46185R100	2,004	26,642	X
INVESTORS FINL SERVICES CORP	COM	461915100	399	12,137	X
IRON MTN INC	COM	462846106	833	22,700	X
ISHARES TR	RUSSELL1000VAL	464287598	25,138	365,160	X
ISHARES TR	RUSSELL1000GRW	464287614	1,485	29,800	X
ISHARES TR	RUSL 2000 GROW	464287648	420	6,100	X
IVAX CORP	COM	465823102	2,206	83,706	X
JDS UNIPHASE CORP	COM	46612J101	1,271	572,461	X
JPMORGAN & CHASE & CO	COM	46625H100	59,342	1,748,945	X
JABIL CIRCUIT INC	COM	466313103	4,311	139,439	X
JACOBS ENGR GROUP INC DEL	COM	469814107	1,080	16,019	X
JANUS CAP GROUP INC	COM	47102X105	979	67,744	X
JEFFERSON PILOT CORP	COM	475070108	3,411	66,651	X
JETBLUE AWYS CORP	COM	477143101	384	21,831	X
JOHNSON & JOHNSON	COM	478160104	164,422	2,598,325	X
JOHNSON CTLS INC	COM	478366107	10,603	170,871	X
JONES APPAREL GROUP INC	COM	480074103	2,665	93,519	X
JOY GLOBAL INC	COM	481165108	736	14,583	X
JUNIPER NETWORKS INC	COM	48203R104	3,959	166,326	X
KLA-TENCOR CORP	COM	482480100	4,053	83,112	X
KB HOME	COM	48666K109	5,466	74,676	X
KELLOGG CO	COM	487836108	6,805	147,529	X
KERR MCGEE CORP	COM	492386107	5,086	52,375	X
KEYCORP NEW	COM	493267108	7,131	221,121	X
KEYSPAN CORP	COM	49337W100	1,942	52,810	X
KIMBERLY CLARK CORP	COM	494368103	19,269	323,692	X
KIMCO REALTY CORP	COM	49446R109	5,858	186,447	X
KINDER MORGAN INC KANS	COM	49455P101	7,809	81,207	X
KINETIC CONCEPTS INC	COM NEW	49460W208	2,075	36,535	X
KING PHARMACEUTICALS INC	COM	495582108	1,125	73,159	X
KNIGHT RIDDER INC	COM	499040103	1,782	30,366	X
KOHL'S CORP	COM	500255104	6,940	138,300	X
KRAFT FOODS INC	CL A	50075N104	875	28,601	X
KROGER CO	COM	501044101	6,824	331,432	X
LSI LOGIC CORP	COM	502161102	1,332	135,258	X
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	4,281	54,142	X
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,769	56,849	X
LAFARGE NORTH AMERICA INC	COM	505862102	1,141	16,874	X
LAM RESEARCH CORP	COM	512807108	2,949	96,784	X
LAMAR ADVERTISING CO	CL A	512815101	616	13,577	X
LANDAUER INC	COM	51476K103	250	5,100	X
LANDSTAR SYS INC	COM	515098101	434	10,846	X
LAUDER ESTEE COS INC	CL A	518439104	1,868	53,642	X
LAUREATE EDUCATION INC	COM	518613104	416	8,485	X
LEAR CORP	COM	521865105	1,309	38,538	X
LEE ENTERPRISES INC	COM	523768109	1,970	46,374	X
LEGGETT & PLATT INC	COM	524660107	1,279	63,293	X
LEGG MASON INC	COM	524901105	8,523	77,701	X
LEHMAN BROS HLDGS INC	COM	524908100	28,607	245,594	X

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

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR.	(C) SHARED V OTH
LENNAR CORP	CL A	526057104	1,089	18,225	X		
LEUCADIA NATL CORP	COM	527288104	1,021	23,693	X		
LEXMARK INTL NEW	CL A	529771107	5,651	92,567	X		
LIBERTY GLOBAL INC	COM SER A	530555101	3,733	137,811	X		
LIBERTY GLOBAL INC	COM SER C	530555309	2,165	84,083	X		
LIBERTY MEDIA CORP NEW	COM SER A	530718105	4,932	612,683	X		
LIBERTY PPTY TR	SH BEN INT	531172104	233	5,468	X		
LIFEPOINT HOSPITALS INC	COM	53219L109	549	12,555	X		
LILLY ELI & CO	COM	532457108	38,309	715,781	X		
LIMITED BRANDS INC	COM	532716107	4,676	228,880	X		
LINCARE HLDGS INC	COM	532791100	6,617	161,204	X		
LINCOLN NATL CORP IND	COM	534187109	3,574	68,712	X		
LINEAR TECHNOLOGY CORP	COM	535678106	9,787	260,350	X		
LIZ CLAIBORNE INC	COM	539320101	2,579	65,589	X		
LOCKHEED MARTIN CORP	COM	539830109	11,255	184,394	X		
LOEWS CORP	COM	540424108	12,173	131,732	X		
LONGS DRUG STORES CORP	COM	543162101	437	10,200	X		
LOUISIANA PAC CORP	COM	546347105	1,186	42,820	X		
LOWES COS INC	COM	548661107	34,300	532,613	X		
LUBRIZOL CORP	COM	549271104	1,586	36,599	X		
LUCENT TECHNOLOGIES INC	COM	549463107	6,844	2,105,726	X		
LYONDELL CHEMICAL CO	COM	552078107	2,097	73,268	X		
M & T BK CORP	COM	55261F104	6,511	61,597	X		
MBIA INC	COM	55262C100	5,276	87,030	X		
MBNA CORP	COM	55262L100	11,025	447,444	X		
M D C HLDGS INC	COM	552676108	1,575	19,964	X		
MDU RES GROUP INC	COM	552690109	1,453	40,770	X		
MEMC ELECTR MATLS INC	COM	552715104	953	41,816	X		
MGIC INVT CORP WIS	COM	552848103	2,407	37,492	X		
MGI PHARMA INC	COM	552880106	469	20,200	X		
MGM MIRAGE	COM	552953101	2,103	48,045	X		
MSC INDL DIRECT INC	CL A	553530106	632	19,048	X		
MACERICH CO	COM	554382101	383	5,897	X		
MACROMEDIA INC	COM	556100105	557	13,700	X		
MANOR CARE INC NEW	COM	564055101	1,346	35,047	X		
MANPOWER INC	COM	56418H100	646	14,542	X		
MANULIFE FINL CORP	COM	56501R106	1,380	25,874	X		
MARATHON OIL CORP	COM	565849106	20,078	291,284	X		
MARKEL CORP	COM	570535104	376	1,139	X		
MARSH & MCLENNAN COS INC	COM	571748102	5,382	177,088	X		
MARSHALL & ILSLEY CORP	COM	571834100	4,864	111,788	X		
MARRIOTT INTL INC NEW	CL A	571903202	8,504	134,992	X		
MARTIN MARIETTA MATLS INC	COM	573284106	595	7,581	X		
MASCO CORP	COM	574599106	8,131	265,022	X		
MASSEY ENERGY CORP	COM	576206106	738	14,447	X		
MATTEL INC	COM	577081102	2,200	131,877	X		
MAXIM INTEGRATED PRODS INC	COM	57772K101	8,459	198,327	X		
MAYTAG CORP	COM	578592107	355	19,443	X		
MCAFEE INC	COM	579064106	2,198	69,970	X		
MCCLATCHY CO	CL A	579489105	641	9,831	X		

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

MCCORMICK & CO INC	COM NON VTG	579780206	1,876	57,491	X
MCDONALDS CORP	COM	580135101	31,399	937,565	X
MCGRAW HILL COS INC	COM	580645109	11,695	243,437	X
MCKESSON CORP	COM	58155Q103	6,373	134,311	X

11

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) SHARED INSTR.	(C) AS DEF. SHAR V OTH
MEADWESTVACO CORP	COM	583334107	3,171	114,819	X		
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	15,170	276,675	X		
MEDIA GEN INC	CL A	584404107	3,353	57,800	X		
MEDIMMUNE INC	COM	584699102	3,558	105,749	X		
MEDTRONIC INC	COM	585055106	36,490	680,523	X		
MELLON FINL CORP	COM	58551A108	4,214	131,803	X		
MENS WEARHOUSE INC	COM	587118100	234	8,769	X		
MERCANTILE BANKSHARES CORP	COM	587405101	268	4,977	X		
MERCK & CO INC	COM	589331107	42,942	1,578,171	X		
MERCURY INTERACTIVE CORP	COM	589405109	1,624	40,998	X		
MEREDITH CORP	COM	589433101	1,018	20,400	X		
MERRILL LYNCH & CO INC	COM	590188108	31,211	508,732	X		
METLIFE INC	COM	59156R108	19,644	394,222	X		
METTLER TOLEDO INTERNATIONAL	COM	592688105	336	6,594	X		
MICHAELS STORES INC	COM	594087108	1,785	54,002	X		
MICROSOFT CORP	COM	594918104	182,989	7,111,895	X		
MICROCHIP TECHNOLOGY INC	COM	595017104	1,385	45,982	X		
MICRON TECHNOLOGY INC	COM	595112103	2,918	219,413	X		
MILLENNIUM PHARMACEUTICALS I	COM	599902103	351	37,654	X		
MILLER HERMAN INC	COM	600544100	802	26,483	X		
MILLIPORE CORP	COM	601073109	1,358	21,600	X		
MILLS CORP	COM	601148109	1,982	35,987	X		
MODINE MFG CO	COM	607828100	253	6,900	X		
MOHAWK INDS INC	COM	608190104	2,505	31,212	X		
MOLEX INC	COM	608554101	1,385	51,900	X		
MOLSON COORS BREWING CO	CL B	60871R209	1,374	21,464	X		
MONSANTO CO NEW	COM	61166W101	16,612	264,741	X		
MONSTER WORLDWIDE INC	COM	611742107	1,484	48,332	X		
MOODYS CORP	COM	615369105	10,675	208,988	X		
MORGAN STANLEY	COM NEW	617446448	32,395	600,575	X		
MOTOROLA INC	COM	620076109	41,117	1,865,405	X		
MURPHY OIL CORP	COM	626717102	7,810	156,598	X		
MYLAN LABS INC	COM	628530107	2,370	123,070	X		
NCR CORP NEW	COM	62886E108	4,874	152,748	X		
NII HLDGS INC	CL B NEW	62913F201	4,898	57,994	X		
NRG ENERGY INC	COM NEW	629377508	243	5,700	X		
NTL INC DEL	COM	62940M104	1,750	26,199	X		
NVR INC	COM	62944T105	862	974	X		
NALCO HOLDING COMPANY	COM	62985Q101	255	15,113	X		
NATIONAL CITY CORP	COM	635405103	12,215	365,279	X		
NATIONAL HEALTH INVS INC	COM	63633D104	324	11,730	X		

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

NATIONAL INSTRS CORP	COM	636518102	246	10,003	X
NATIONAL OILWELL VARCO INC	COM	637071101	6,539	99,375	X
NATIONAL SEMICONDUCTOR CORP	COM	637640103	4,935	188,150	X
NATIONWIDE FINL SVCS INC	CL A	638612101	344	8,592	X
NAVISTAR INTL CORP NEW	COM	63934E108	874	26,943	X
NAVTEQ CORP	COM	63936L100	814	16,295	X
NEIMAN MARCUS GROUP INC	CL A	640204202	2,210	22,115	X
NETWORK APPLIANCE INC	COM	64120L104	6,755	284,552	X
NEW CENTURY FINANCIAL CORP M	COM	6435EV108	223	6,136	X
NEW YORK CMNTY BANCORP INC	COM	649445103	277	16,900	X
NEW YORK TIMES CO	CL A	650111107	1,322	44,433	X
NEWELL RUBBERMAID INC	COM	651229106	2,050	90,510	X
NEWFIELD EXPL CO	COM	651290108	926	18,867	X

12

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION		
					(A) SOLE	(B) SHARED AS DEF. INSTR.	(C) SHAR V OTH
NEWMONT MINING CORP	COM	651639106	11,027	233,775	X		
NEWS CORP	CL A	65248E104	15,000	962,181	X		
NEWS CORP	CL B	65248E203	409	24,800	X		
NEXTEL PARTNERS INC	CL A	65333F107	1,403	55,911	X		
NICOR INC	COM	654086107	905	21,529	X		
NIKE INC	CL B	654106103	17,255	211,248	X		
NISOURCE INC	COM	65473P105	2,032	83,782	X		
NOKIA CORP	SPONSORED ADR	654902204	851	50,300	X		
NOBLE ENERGY INC	COM	655044105	689	14,696	X		
NORDSTROM INC	COM	655664100	5,067	147,652	X		
NORFOLK SOUTHERN CORP	COM	655844108	8,928	220,120	X		
NORTEL NETWORKS CORP NEW	COM	656568102	1,670	512,300	X		
NORTH FORK BANCORPORATION NY	COM	659424105	4,029	157,984	X		
NORTHERN TR CORP	COM	665859104	3,559	70,407	X		
NORTHROP GRUMMAN CORP	COM	666807102	15,100	277,838	X		
NOVELL INC	COM	670006105	861	115,528	X		
NOVELLUS SYS INC	COM	670008101	1,222	48,744	X		
NSTAR	COM	67019E107	1,396	48,258	X		
NUCOR CORP	COM	670346105	6,275	106,372	X		
NVIDIA CORP	COM	67066G104	2,601	75,873	X		
OGE ENERGY CORP	COM	670837103	345	12,289	X		
NUVEEN INVTS INC	CL A	67090F106	414	10,516	X		
OSI PHARMACEUTICALS INC	COM	671040103	272	9,311	X		
OCCIDENTAL PETE CORP DEL	COM	674599105	38,309	448,428	X		
OFFICEMAX INC DEL	COM	67622P101	806	25,448	X		
OFFICE DEPOT INC	COM	676220106	3,887	130,886	X		
OLD REP INTL CORP	COM	680223104	650	24,362	X		
OMNICARE INC	COM	681904108	1,653	29,405	X		
OMNICOM GROUP INC	COM	681919106	11,414	136,479	X		
ONEOK INC NEW	COM	682680103	1,700	49,980	X		
ORACLE CORP	COM	68389X105	36,045	2,907,294	X		
O REILLY AUTOMOTIVE INC	COM	686091109	2,045	72,569	X		

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

OSHKOSH TRUCK CORP	COM	688239201	2,478	57,414	X
OUTBACK STEAKHOUSE INC	COM	689899102	783	21,388	X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	2,131	36,526	X
OWENS ILL INC	COM NEW	690768403	508	24,638	X
PG&E CORP	COM	69331C108	9,941	253,283	X
PHH CORP	COM NEW	693320202	256	9,315	X
PMC-SIERRA INC	COM	69344F106	391	44,358	X
PMI GROUP INC	COM	69344M101	811	20,342	X
PNC FINL SVCS GROUP INC	COM	693475105	6,244	107,616	X
PPG INDS INC	COM	693506107	5,186	87,609	X
PPL CORP	COM	69351T106	9,385	290,291	X
PACCAR INC	COM	693718108	7,560	111,362	X
PACIFICARE HEALTH SYS DEL	COM	695112102	1,200	15,036	X
PACTIV CORP	COM	695257105	987	56,349	X
PALL CORP	COM	696429307	2,835	103,080	X
PANERA BREAD CO	CL A	69840W108	251	4,905	X
PARAMETRIC TECHNOLOGY CORP	COM	699173100	462	66,247	X
PARKER HANNIFIN CORP	COM	701094104	2,972	46,217	X
PATTERSON COMPANIES INC	COM	703395103	1,356	33,867	X
PATTERSON UTI ENERGY INC	COM	703481101	1,931	53,512	X
PAYCHEX INC	COM	704326107	7,363	198,520	X
PEABODY ENERGY CORP	COM	704549104	4,425	52,459	X

13

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARES OR	SHARED	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	AS DEF. V	OTHER
PENN NATL GAMING INC	COM	707569109	383	12,307	X		
PENNEY J C INC	COM	708160106	7,480	157,742	X		
PENTAIR INC	COM	709631105	2,050	56,171	X		
PEOPLES BK BRIDGEPORT CONN	COM	710198102	870	30,035	X		
PEOPLES ENERGY CORP	COM	711030106	555	14,081	X		
PEPCO HOLDINGS INC	COM	713291102	275	11,835	X		
PEPSI BOTTLING GROUP INC	COM	713409100	2,622	91,829	X		
PEPSIAMERICAS INC	COM	71343P200	2,763	121,558	X		
PEPSICO INC	COM	713448108	66,040	1,164,514	X		
PERKINELMER INC	COM	714046109	1,788	87,753	X		
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	944	13,200	X		
PETSMART INC	COM	716768106	569	26,110	X		
PFIZER INC	COM	717081103	124,997	5,005,891	X		
PHARMACEUTICAL PROD DEV INC	COM	717124101	1,787	31,076	X		
PHELPS DODGE CORP	COM	717265102	7,594	58,449	X		
PHILADELPHIA CONS HLDG CORP	COM	717528103	232	2,736	X		
PILGRIMS PRIDE CORP	COM	721467108	2,645	72,654	X		
PINNACLE WEST CAP CORP	COM	723484101	4,387	99,525	X		
PIONEER NAT RES CO	COM	723787107	552	10,059	X		
PITNEY BOWES INC	COM	724479100	5,282	126,553	X		
PIXAR	COM	725811103	3,563	80,040	X		
PLAINS EXPL& PRODTN CO	COM	726505100	602	14,063	X		
PLANTRONICS INC NEW	COM	727493108	598	19,400	X		

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

PLUM CREEK TIMBER CO INC	COM	729251108	2,106	55,562	X
POGO PRODUCING CO	COM	730448107	396	6,721	X
POLARIS INDS INC	COM	731068102	522	10,534	X
POLO RALPH LAUREN CORP	CL A	731572103	1,519	30,204	X
POPULAR INC	COM	733174106	1,121	46,267	X
PRAXAIR INC	COM	74005P104	10,070	210,091	X
PRECISION CASTPARTS CORP	COM	740189105	11,767	221,608	X
PRICE T ROWE GROUP INC	COM	74144T108	4,582	70,170	X
PRIDE INTL INC DEL	COM	74153Q102	576	20,212	X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	7,816	164,992	X
PROCTER & GAMBLE CO	COM	742718109	119,723	2,013,504	X
PROGRESS ENERGY INC	COM	743263105	3,465	77,431	X
PROGRESSIVE CORP OHIO	COM	743315103	11,470	109,481	X
PROLOGIS	SH BEN INT	743410102	3,311	74,716	X
PROTECTIVE LIFE CORP	COM	743674103	960	23,314	X
PROTEIN DESIGN LABS INC	COM	74369L103	540	19,268	X
PROVIDIAN FINL CORP	COM	74406A102	3,233	182,859	X
PRUDENTIAL FINL INC	COM	744320102	22,036	326,169	X
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	7,499	116,513	X
PUBLIC STORAGE INC	COM	74460D109	4,227	63,087	X
PULTE HOMES INC	COM	745867101	6,576	153,210	X
QLOGIC CORP	COM	747277101	1,975	57,747	X
QUALCOMM INC	COM	747525103	64,114	1,432,718	X
QUEST DIAGNOSTICS INC	COM	74834L100	7,322	144,870	X
QUESTAR CORP	COM	748356102	7,814	88,671	X
QUICKSILVER RESOURCES INC	COM	74837R104	488	10,216	X
QUIKSILVER INC	COM	74838C106	310	21,440	X
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,953	720,215	X
R H DONNELLEY CORP	COM NEW	74955W307	304	4,805	X
RPM INTL INC	COM	749685103	410	22,306	X
RADIAN GROUP INC	COM	750236101	4,866	91,630	X

14

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARES OR	SHARED	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP	PENSION FAIR	SHARES OR	SOLE	INSTR.	V OTH
					MARKET VALUE	AS DEF.	OTHER
					(\$000)	AMOUNT	
RADIOSHACK CORP	COM	750438103	1,562	62,972	X		
RANGE RES CORP	COM	75281A109	606	15,697	X		
RAYONIER INC	COM	754907103	952	16,527	X		
RAYTHEON CO	COM NEW	755111507	7,514	197,641	X		
REALTY INCOME CORP	COM	756109104	321	13,425	X		
RED HAT INC	COM	756577102	746	35,213	X		
REEBOK INTL LTD	COM	758110100	1,814	32,071	X		
REGENCY CTRS CORP	COM	758849103	233	4,063	X		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	6,931	222,722	X		
RELIANT ENERGY INC	COM	75952B105	470	30,415	X		
RENAL CARE GROUP INC	COM	759930100	2,700	57,055	X		
RENT A CTR INC NEW	COM	76009N100	204	10,573	X		
REPUBLIC SVCS INC	COM	760759100	2,021	57,281	X		
RESMED INC	COM	761152107	505	6,342	X		

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

RESPIRONICS INC	COM	761230101	2,194	52,005	X
REYNOLDS & REYNOLDS CO	CL A	761695105	1,233	44,977	X
REYNOLDS AMERICAN INC	COM	761713106	4,516	54,393	X
RITE AID CORP	COM	767754104	129	33,365	X
ROBERT HALF INTL INC	COM	770323103	2,670	75,016	X
ROCKWELL AUTOMATION INC	COM	773903109	6,090	115,130	X
ROCKWELL COLLINS INC	COM	774341101	6,928	143,372	X
ROHM & HAAS CO	COM	775371107	2,777	67,520	X
ROPER INDS INC NEW	COM	776696106	2,435	61,979	X
ROSS STORES INC	COM	778296103	1,094	46,143	X
ROWAN COS INC	COM	779382100	1,472	41,467	X
RYDER SYS INC	COM	783549108	762	22,256	X
RYLAND GROUP INC	COM	783764103	1,766	25,810	X
SBC COMMUNICATIONS INC	COM	78387G103	46,972	1,959,635	X
SCP POOL CORP	COM	784028102	333	9,536	X
SEI INVESTMENTS CO	COM	784117103	1,399	37,227	X
SL GREEN RLTY CORP	COM	78440X101	210	3,082	X
SLM CORP	COM	78442P106	15,513	289,209	X
SPX CORP	COM	784635104	808	17,594	X
SABRE HLDGS CORP	CL A	785905100	1,130	55,718	X
SAFECO CORP	COM	786429100	2,041	38,231	X
SAFEWAY INC	COM NEW	786514208	5,238	204,613	X
ST JOE CO	COM	790148100	2,586	41,405	X
ST JUDE MED INC	COM	790849103	16,427	351,010	X
ST PAUL TRAVELERS INC	COM	792860108	10,886	242,613	X
SAKS INC	COM	79377W108	186	10,036	X
SALESFORCE COM INC	COM	79466L302	287	12,423	X
SANDISK CORP	COM	80004C101	4,136	85,732	X
SANMINA SCI CORP	COM	800907107	1,060	247,064	X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	845	19,500	X
SARA LEE CORP	COM	803111103	7,799	411,572	X
SCANA CORP NEW	COM	80589M102	2,465	58,355	X
SCHEIN HENRY INC	COM	806407102	1,333	31,266	X
SCHERING PLOUGH CORP	COM	806605101	20,314	965,037	X
SCHLUMBERGER LTD	COM	806857108	12,142	143,899	X
SCHWAB CHARLES CORP NEW	COM	808513105	7,976	552,746	X
SCIENTIFIC ATLANTA INC	COM	808655104	5,206	138,780	X
SCIENTIFIC GAMES CORP	CL A	80874P109	339	10,923	X
SCOTTISH PWR PLC	SPON ADR FINAL	81013T705	921	22,900	X
SCRIPPS E W CO OHIO	CL A	811054204	5,023	100,511	X

15

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED		
					AS DEF. SHAR		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	OTHE
SEALED AIR CORP NEW	COM	81211K100	1,450	30,542	X		
SEARS HLDGS CORP	COM	812350106	8,883	71,391	X		
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	2,063	75,100	X		
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	1,083	37,600	X		
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	917	39,400	X		

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

SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	5,153	158,600	X
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4,844	164,100	X
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	2,802	83,400	X
SEMPRA ENERGY	COM	816851109	7,414	157,542	X
SEPRACOR INC	COM	817315104	2,262	38,341	X
SERVICE CORP INTL	COM	817565104	392	47,318	X
SERVICEMASTER CO	COM	81760N109	536	39,605	X
7-ELEVEN INC	COM NEW	817826209	857	24,061	X
SHERWIN WILLIAMS CO	COM	824348106	9,644	218,841	X
SIEBEL SYS INC	COM	826170102	1,705	165,078	X
SIERRA HEALTH SVCS INC	COM	826322109	1,122	16,285	X
SIGMA ALDRICH CORP	COM	826552101	3,137	48,969	X
SIMON PPTY GROUP INC NEW	COM	828806109	9,864	133,084	X
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	268	4,254	X
SIRIUS SATELLITE RADIO INC	COM	82966U103	2,190	334,795	X
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	259	6,100	X
SMITH INTL INC	COM	832110100	2,465	73,995	X
SMITHFIELD FOODS INC	COM	832248108	954	32,147	X
SMURFIT-STONE CONTAINER CORP	COM	832727101	167	16,134	X
SNAP ON INC	COM	833034101	632	17,487	X
SOLECTRON CORP	COM	834182107	1,370	350,346	X
SONIC CORP	COM	835451105	300	10,962	X
SOUTHERN CO	COM	842587107	12,346	345,256	X
SOUTHERN PERU COPPER CORP	COM	843611104	325	5,809	X
SOUTHWEST AIRLS CO	COM	844741108	3,883	261,466	X
SOUTHWESTERN ENERGY CO	COM	845467109	972	13,249	X
SOVEREIGN BANCORP INC	COM	845905108	2,417	109,684	X
SPRINT NEXTEL CORP	COM FON	852061100	39,354	1,654,938	X
STANCORP FINL GROUP INC	COM	852891100	764	9,076	X
STANDARD PAC CORP NEW	COM	85375C101	220	5,297	X
STANLEY WKS	COM	854616109	4,319	92,533	X
STAPLES INC	COM	855030102	8,269	387,875	X
STARBUCKS CORP	COM	855244109	15,363	306,639	X
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	11,669	204,104	X
STATE STR CORP	COM	857477103	5,473	111,869	X
STATION CASINOS INC	COM	857689103	1,985	29,912	X
STERICYCLE INC	COM	858912108	562	9,826	X
STRYKER CORP	COM	863667101	8,778	177,582	X
STUDENT LN CORP	COM	863902102	3,914	16,524	X
SUN MICROSYSTEMS INC	COM	866810104	5,539	1,410,712	X
SUNOCO INC	COM	86764P109	18,444	235,857	X
SUNTRUST BKS INC	COM	867914103	23,589	339,658	X
SUPERVALU INC	COM	868536103	1,745	56,079	X
SYMANTEC CORP	COM	871503108	15,876	700,627	X
SYMBOL TECHNOLOGIES INC	COM	871508107	962	99,335	X
SYNOPSYS INC	COM	871607107	858	45,422	X
SYNOVUS FINL CORP	COM	87161C105	3,638	131,251	X
SYSCO CORP	COM	871829107	15,999	510,008	X
TCF FINL CORP	COM	872275102	851	31,829	X

16

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
					INV. DISCRETION
					(A) (B) (C)
					PENSION FAIR SHARES OR SHARED

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE (\$000)	PRINCIPAL AMOUNT	AS DEF. SHAR SOLE INSTR. V OTH
TD BANKNORTH INC	COM	87235A101	306	10,142	X
TECO ENERGY INC	COM	872375100	1,931	107,179	X
TJX COS INC NEW	COM	872540109	5,737	280,114	X
TXU CORP	COM	873168108	21,286	188,575	X
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	256	11,594	X
TARGET CORP	COM	87612E106	40,402	778,010	X
TECH DATA CORP	COM	878237106	599	16,312	X
TECHNE CORP	COM	878377100	398	6,983	X
TEKTRONIX INC	COM	879131100	719	28,507	X
TELECOM HLDERS TR	DEPOSITRY RCPT	87927P200	2,396	88,900	X
TELEPHONE & DATA SYS INC	COM	879433100	1,366	35,032	X
TELEPHONE & DATA SYS INC	SPL COM	879433860	988	26,300	X
TELEWEST GLOBAL INC	COM	87956T107	382	16,630	X
TELLABS INC	COM	879664100	1,428	135,773	X
TEMPLE INLAND INC	COM	879868107	2,217	54,271	X
TENET HEALTHCARE CORP	COM	88033G100	1,688	150,329	X
TERADYNE INC	COM	880770102	1,250	75,770	X
TESORO CORP	COM	881609101	596	8,859	X
TEXAS INSTRS INC	COM	882508104	39,353	1,160,863	X
TEXTRON INC	COM	883203101	7,768	108,312	X
THERMO ELECTRON CORP	COM	883556102	1,822	58,954	X
THOMAS & BETTS CORP	COM	884315102	1,072	31,150	X
3M CO	COM	88579Y101	43,920	598,693	X
TIDEWATER INC	COM	886423102	312	6,416	X
TIFFANY & CO NEW	COM	886547108	1,990	50,041	X
TIMBERLAND CO	CL A	887100105	1,262	37,347	X
TIME WARNER INC	COM	887317105	56,344	3,111,227	X
TIMKEN CO	COM	887389104	286	9,642	X
TOLL BROTHERS INC	COM	889478103	861	19,270	X
TORCHMARK CORP	COM	891027104	9,099	172,240	X
TORO CO	COM	891092108	2,167	58,952	X
TRIAD HOSPITALS INC	COM	89579K109	3,943	87,109	X
TRIBUNE CO NEW	COM	896047107	3,392	100,090	X
TRIMBLE NAVIGATION LTD	COM	896239100	323	9,583	X
TYCO INTL LTD NEW	COM	902124106	28,165	1,011,313	X
TYSON FOODS INC	CL A	902494103	3,155	174,791	X
UGI CORP NEW	COM	902681105	2,998	106,503	X
UST INC	COM	902911106	6,736	160,911	X
US BANCORP DEL	COM NEW	902973304	25,364	903,274	X
ULTRA PETROLEUM CORP	COM	903914109	705	12,400	X
UNION PAC CORP	COM	907818108	10,426	145,417	X
UNIONBANCAL CORP	COM	908906100	6,881	98,690	X
UNISYS CORP	COM	909214108	691	104,044	X
UNIT CORP	COM	909218109	443	8,012	X
UNITED DOMINION REALTY TR IN	COM	910197102	367	15,488	X
UNITED PARCEL SERVICE INC	CL B	911312106	39,136	566,121	X
UNITED STATES CELLULAR CORP	COM	911684108	818	15,304	X
UNITED STATES STL CORP NEW	COM	912909108	2,796	66,030	X
UNITED TECHNOLOGIES CORP	COM	913017109	45,685	881,269	X
UNITEDHEALTH GROUP INC	COM	91324P102	58,232	1,036,153	X
UNITRIN INC	COM	913275103	275	5,800	X
UNIVERSAL HLTH SVCS INC	CL B	913903100	1,108	23,261	X
UNIVISION COMMUNICATIONS INC	CL A	914906102	2,178	82,079	X
UNUMPROVIDENT CORP	COM	91529Y106	2,211	107,863	X

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

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	SHAR
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF.	V OTHE
URBAN OUTFITTERS INC	COM	917047102	7,472	254,141	X		
VCA ANTECH INC	COM	918194101	474	18,555	X		
V F CORP	COM	918204108	4,503	77,670	X		
VALEANT PHARMACEUTICALS INTL	COM	91911X104	338	16,819	X		
VALERO ENERGY CORP NEW	COM	91913Y100	32,677	289,023	X		
VALSPAR CORP	COM	920355104	615	27,494	X		
VARIAN MED SYS INC	COM	92220P105	949	24,008	X		
VENTAS INC	COM	92276F100	802	24,911	X		
VERISIGN INC	COM	92343E102	1,965	91,971	X		
VERIZON COMMUNICATIONS	COM	92343V104	64,429	1,970,909	X		
VIAD CORP	COM NEW	92552R406	416	15,200	X		
VIACOM INC	CL B	925524308	25,242	764,686	X		
VISHAY INTERTECHNOLOGY INC	COM	928298108	196	16,435	X		
VISTEON CORP	COM	92839U107	301	30,769	X		
VORNADO RLTY TR	SH BEN INT	929042109	3,105	35,842	X		
VULCAN MATLS CO	COM	929160109	4,320	58,209	X		
WPS RESOURCES CORP	COM	92931B106	414	7,164	X		
WACHOVIA CORP 2ND NEW	COM	929903102	57,452	1,207,234	X		
WAL MART STORES INC	COM	931142103	90,539	2,066,147	X		
WALGREEN CO	COM	931422109	25,874	595,481	X		
WASHINGTON MUT INC	COM	939322103	24,522	625,238	X		
WASHINGTON POST CO	CL B	939640108	3,701	4,612	X		
WASTE MGMT INC DEL	COM	94106L109	8,211	287,007	X		
WATERS CORP	COM	941848103	3,457	83,100	X		
WATSON PHARMACEUTICALS INC	COM	942683103	2,013	54,990	X		
WATTS WATER TECHNOLOGIES INC	CL A	942749102	1,343	46,550	X		
WEBMD CORP	COM	94769M105	599	54,024	X		
WEIGHT WATCHERS INTL INC NEW	COM	948626106	4,364	84,609	X		
WEINGARTEN RLTY INVS	SH BEN INT	948741103	225	5,947	X		
WELLCHOICE INC	COM	949475107	398	5,241	X		
WELLPOINT INC	COM	94973V107	30,015	395,878	X		
WELLS FARGO & CO NEW	COM	949746101	58,431	997,621	X		
WENDYS INTL INC	COM	950590109	3,456	76,556	X		
WEST CORP	COM	952355105	2,607	69,713	X		
WESTAR ENERGY INC	COM	95709T100	399	16,544	X		
WESTCORP INC	COM	957907108	785	13,322	X		
WESTERN DIGITAL CORP	COM	958102105	500	38,684	X		
WESTERN GAS RES INC	COM	958259103	1,164	22,723	X		
WEYERHAEUSER CO	COM	962166104	7,319	106,455	X		
WHIRLPOOL CORP	COM	963320106	2,257	29,785	X		
WHITNEY HLDG CORP	COM	966612103	782	28,922	X		
WHOLE FOODS MKT INC	COM	966837106	5,373	39,966	X		
WILEY JOHN & SONS INC	CL A	968223206	1,078	25,835	X		
WILLIAMS COS INC DEL	COM	969457100	6,691	267,118	X		
WILLIAMS SONOMA INC	COM	969904101	820	21,378	X		
WILMINGTON TRUST CORP	COM	971807102	359	9,859	X		
WISCONSIN ENERGY CORP	COM	976657106	299	7,498	X		
WOLVERINE WORLD WIDE INC	COM	978097103	773	36,700	X		
WRIGLEY WM JR CO	COM	982526105	9,006	125,290	X		

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

WYETH	COM	983024100	35,099	758,577	X
WYNN RESORTS LTD	COM	983134107	626	13,872	X
XM SATELLITE RADIO HLDGS INC	CL A	983759101	4,643	129,284	X
XTO ENERGY INC	COM	98385X106	10,287	226,977	X
XCEL ENERGY INC	COM	98389B100	2,424	123,586	X

18

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR.	SHAR V OTH
XILINX INC	COM	983919101	4,214	151,299	X		
XEROX CORP	COM	984121103	6,386	467,854	X		
YAHOO INC	COM	984332106	33,138	979,246	X		
YELLOW ROADWAY CORP	COM	985577105	323	7,792	X		
YUM BRANDS INC	COM	988498101	11,583	239,279	X		
ZEBRA TECHNOLOGIES CORP	CL A	989207105	1,060	27,129	X		
ZIMMER HLDGS INC	COM	98956P102	12,116	175,869	X		
ZIONS BANCORPORATION	COM	989701107	5,713	80,224	X		
TOTAL			8,060,280				

19