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GENERAL ELECTRIC CO  
Form 13F-HR  
November 03, 2003

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, 2003

Check here if Amendment [ ]; Amendment Number:

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

Institutional Investment Manager Filing this Report:

General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06828

13F File Number: 028-01502

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: Robert R. DeGennaro  
Title: Manager - Accounting Projects  
Phone: (203) 373-2535

Signature, Place, and Date of Signing:

|                     |               |       |                  |
|---------------------|---------------|-------|------------------|
| Robert R. DeGennaro | Fairfield, CT | 06828 | November 3, 2003 |
| -----               | -----         | ----- | -----            |
| (Signature)         | (City, State) | (Zip) | (Date)           |

Report Type (Check only one.):

- 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).)

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 5

Form 13F Information Table Entry Total: 702

Form 13F Information Table Value Total: \$33,359,971  
(thousands)

List of Other Included Managers:

| No. | Form 13F File Number | Name  |
|-----|----------------------|---|
| 01  | 028-05827            | GE Asset Management                             |
| 02  | 028-06519            | National Broadcasting Company, Inc.             |
| 03  | 028-06517            | General Electric Mortgage Insurance Corporation |
| 04  | 028-06513            | GE Capital Equity Investments, Inc.             |
| 05  | 028-06603            | GE Capital Structured Finance Group             |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVEST DISCRE |
|------------------------------|----------------|-----------|-----------------|-----------------|---------|-----------|---------------|
| ACE LTD                      | ORD            | G0070K103 | 8064            | 243758          | SH      |           | SOLE          |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 1636            | 49479           | SH      |           | SOLE          |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 8181            | 247397          | SH      |           | SOLE          |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 92375           | 3702413         | SH      |           | SOLE          |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 92375           | 3702413         | SH      |           | SOLE          |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111 | 1459            | 65300           | SH      |           | SOLE          |
| EVEREST RE GROUP LTD         | COM            | G3223R108 | 13905           | 185000          | SH      |           | SOLE          |
| FRESH DEL MONTE PRODUCE INC  | ORD            | G36738105 | 1337            | 54348           | SH      |           | SOLE          |
| GLOBALSANTAFE CORP           | SHS            | G3930E101 | 4796            | 200247          | SH      |           | SOLE          |
| INGERSOLL-RAND COMPANY LTD   | CL A           | G4776G101 | 1912            | 35787           | SH      |           | SOLE          |
| INGERSOLL-RAND COMPANY LTD   | CL A           | G4776G101 | 2691            | 50349           | SH      |           | SOLE          |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103 | 91356           | 2451850         | SH      |           | SOLE          |
| NOBLE CORPORATION            | SHS            | G65422100 | 2613            | 76861           | SH      |           | SOLE          |
| PLATINUM UNDERWRITER HLDGS L | COM            | G7127P100 | 2006            | 71395           | SH      |           | SOLE          |
| RENAISSANCE RE HLDGS LTD     | COM            | G7496G103 | 3422            | 75000           | SH      |           | SOLE          |
| WEATHERFORD INTERNATIONAL LT | COM            | G95089101 | 8440            | 223408          | SH      |           | SOLE          |
| ALCON INC                    | COM SHS        | H01301102 | 7580            | 135000          | SH      |           | SOLE          |
| BACKWEB TECHNOLOGIES LTD     | ORD            | M15633106 | 1093            | 1316304         | SH      |           | SOLE          |
| CHECK POINT SOFTWARE TECH LT | ORD            | M22465104 | 74              | 4371            | SH      |           | SOLE          |
| CHECK POINT SOFTWARE TECH LT | ORD            | M22465104 | 548             | 32567           | SH      |           | SOLE          |
| ECTEL LTD                    | ORD            | M29925100 | 722             | 115527          | SH      |           | SOLE          |
| ORBOTECH LTD                 | ORD            | M75253100 | 267             | 13006           | SH      |           | SOLE          |
| FLEXTRONICS INTL LTD         | ORD            | Y2573F102 | 1269            | 89222           | SH      |           | SOLE          |
| AFLAC INC                    | COM            | 001055102 | 2154            | 66680           | SH      |           | SOLE          |
| AFLAC INC                    | COM            | 001055102 | 113781          | 3522631         | SH      |           | SOLE          |
| AGCO CORP                    | COM            | 001084102 | 5828            | 340000          | SH      |           | SOLE          |
| AMB PROPERTY CORP            | COM            | 00163T109 | 895             | 29053           | SH      |           | SOLE          |
| AMR CORP                     | COM            | 001765106 | 159             | 13856           | SH      |           | SOLE          |
| AOL TIME WARNER INC          | COM            | 00184A105 | 124418          | 8234124         | SH      |           | SOLE          |
| AOL TIME WARNER INC          | COM            | 00184A105 | 742             | 49100           | SH      |           | SOLE          |
| AT&T CORP                    | COM NEW        | 001957505 | 69626           | 3230903         | SH      |           | SOLE          |
| AT&T WIRELESS SVCS INC       | COM            | 00209A106 | 8561            | 1046607         | SH      |           | SOLE          |
| AT&T WIRELESS SVCS INC       | COM            | 00209A106 | 11884           | 1452849         | SH      |           | SOLE          |
| ABBOTT LABS                  | COM            | 002824100 | 280874          | 6601033         | SH      |           | SOLE          |

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|                              |                |           |        |          |    |      |
|------------------------------|----------------|-----------|--------|----------|----|------|
| ACXIOM CORP                  | COM            | 005125109 | 948    | 60200    | SH | SOLE |
| ADOBE SYS INC                | COM            | 00724F101 | 747    | 18960    | SH | SOLE |
| ADVANCED FIBRE COMMUNICATION | COM            | 00754A105 | 8842   | 422071   | SH | SOLE |
| ADVANCED MICRO DEVICES INC   | COM            | 007903107 | 1333   | 120000   | SH | SOLE |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100 | 13396  | 275124   | SH | SOLE |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 5150   | 82000    | SH | SOLE |
| AFTERMARKET TECHNOLOGY CORP  | COM            | 008318107 | 18527  | 1623751  | SH | SOLE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 3126   | 141395   | SH | SOLE |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 6030   | 133696   | SH | SOLE |
| ALBERTSONS INC               | COM            | 013104104 | 492    | 23900    | SH | SOLE |
| ALCOA INC                    | COM            | 013817101 | 62759  | 2399029  | SH | SOLE |
| ALCATEL                      | SPONSORED ADR  | 013904305 | 1588   | 134217   | SH | SOLE |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 10557  | 54070    | SH | SOLE |
| ALLETE INC                   | COM            | 018522102 | 6845   | 250000   | SH | SOLE |
| ALLSTATE CORP                | COM            | 020002101 | 1342   | 36736    | SH | SOLE |
| ALLSTATE CORP                | COM            | 020002101 | 130069 | 3560605  | SH | SOLE |
| ALLTEL CORP                  | COM            | 020039103 | 655    | 14145    | SH | SOLE |
| ALLTEL CORP                  | COM            | 020039103 | 6078   | 131171   | SH | SOLE |
| ALLTEL CORP                  | COM            | 020039103 | 649    | 14000    | SH | SOLE |
| ALTRIA GROUP INC             | COM            | 02209S103 | 641    | 14626    | SH | SOLE |
| ALTRIA GROUP INC             | COM            | 02209S103 | 89702  | 2047987  | SH | SOLE |
| AMBAC FINL GROUP INC         | COM            | 023139108 | 4177   | 65264    | SH | SOLE |
| AMBASSADORS GROUP INC        | COM            | 023177108 | 3402   | 200000   | SH | SOLE |
| AMBASSADORS INTL INC         | COM            | 023178106 | 2438   | 200000   | SH | SOLE |
| AMEREN CORP                  | COM            | 023608102 | 1287   | 30000    | SH | SOLE |
| AMERICA MOVIL S A DE C V     | SPON ADR L SHS | 02364W105 | 105    | 4555     | SH | SOLE |
| AMERICA MOVIL S A DE C V     | SPON ADR L SHS | 02364W105 | 15760  | 681959   | SH | SOLE |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 3948   | 131596   | SH | SOLE |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 346952 | 7699785  | SH | SOLE |
| AMERICAN GREETINGS CORP      | CL A           | 026375105 | 476    | 24494    | SH | SOLE |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 2106   | 36499    | SH | SOLE |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 708040 | 12271055 | SH | SOLE |
| AMERISOURCEBERGEN CORP       | COM            | 03073E105 | 15999  | 296000   | SH | SOLE |
| AMGEN INC                    | COM            | 031162100 | 70680  | 1095472  | SH | SOLE |
| AMSOUTH BANCORPORATION       | COM            | 032165102 | 657    | 30954    | SH | SOLE |
| ANALOG DEVICES INC           | COM            | 032654105 | 190897 | 5020959  | SH | SOLE |
| ANHEUSER BUSCH COS INC       | COM            | 035229103 | 94253  | 1910270  | SH | SOLE |
| ANTHEM INC                   | COM            | 03674B104 | 1826   | 25600    | SH | SOLE |
| ANTHRACITE CAP INC           | COM            | 037023108 | 174    | 18040    | SH | SOLE |
| AON CORP                     | COM            | 037389103 | 13638  | 654115   | SH | SOLE |
| APARTMENT INVT & MGMT CO     | CL A           | 03748R101 | 1191   | 30253    | SH | SOLE |
| APOGENT TECHNOLOGIES INC     | COM            | 03760A101 | 11891  | 570031   | SH | SOLE |
| APPLIED MATLS INC            | COM            | 038222105 | 167190 | 9221737  | SH | SOLE |
| ARACRUZ CELULOSE S A         | SPON ADR PFD B | 038496204 | 54541  | 1997840  | SH | SOLE |
| ARCH COAL INC                | COM            | 039380100 | 1111   | 50000    | SH | SOLE |
| ARCHSTONE SMITH TR           | COM            | 039583109 | 896    | 33971    | SH | SOLE |
| ARGONAUT TECHNOLOGIES INC    | COM            | 040175101 | 102    | 78455    | SH | SOLE |
| ARROW ELECTRS INC            | COM            | 042735100 | 3461   | 188194   | SH | SOLE |
| ASTORIA FINL CORP            | COM            | 046265104 | 1379   | 44638    | SH | SOLE |
| ASTORIA FINL CORP            | COM            | 046265104 | 3090   | 100000   | SH | SOLE |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 2131   | 59438    | SH | SOLE |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 153233 | 4274269  | SH | SOLE |
| AUTONATION INC               | COM            | 05329W102 | 1738   | 99082    | SH | SOLE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 1198   | 25595    | SH | SOLE |
| AVERY DENNISON CORP          | COM            | 053611109 | 15067  | 298239   | SH | SOLE |
| AVON PRODS INC               | COM            | 054303102 | 58687  | 909030   | SH | SOLE |
| AXA                          | SPONSORED ADR  | 054536107 | 876    | 51576    | SH | SOLE |
| AXCELIS TECHNOLOGIES INC     | COM            | 054540109 | 12794  | 1541474  | SH | SOLE |
| BJ SVCS CO                   | COM            | 055482103 | 4657   | 136275   | SH | SOLE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 1806   | 42909    | SH | SOLE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 59754  | 1419326  | SH | SOLE |
| BMC SOFTWARE INC             | COM            | 055921100 | 58191  | 4177407  | SH | SOLE |

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|                              |                |           |        |         |    |      |
|------------------------------|----------------|-----------|--------|---------|----|------|
| BAKER HUGHES INC             | COM            | 057224107 | 96843  | 3272831 | SH | SOLE |
| BANCO ITAU HLDG FINANCIERA S | SP ADR 500 PFD | 059602201 | 405    | 11200   | SH | SOLE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 2544   | 32603   | SH | SOLE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 278903 | 3573846 | SH | SOLE |
| BANK NEW YORK INC            | COM            | 064057102 | 16407  | 563630  | SH | SOLE |
| BANK ONE CORP                | COM            | 06423A103 | 89229  | 2308629 | SH | SOLE |
| BANK ONE CORP                | COM            | 06423A103 | 3594   | 93000   | SH | SOLE |
| BANKNORTH GROUP INC NEW      | COM            | 06646R107 | 19790  | 701268  | SH | SOLE |
| BARRICK GOLD CORP            | COM            | 067901108 | 54804  | 2910454 | SH | SOLE |
| BARR LABS INC                | COM            | 068306109 | 9277   | 136000  | SH | SOLE |
| BAXTER INTL INC              | COM            | 071813109 | 1061   | 36500   | SH | SOLE |
| BEAR STEARNS COS INC         | COM            | 073902108 | 1690   | 22592   | SH | SOLE |
| BED BATH & BEYOND INC        | COM            | 075896100 | 2045   | 53434   | SH | SOLE |
| BED BATH & BEYOND INC        | COM            | 075896100 | 10606  | 277146  | SH | SOLE |
| BELLSOUTH CORP               | COM            | 079860102 | 1647   | 69542   | SH | SOLE |
| BELLSOUTH CORP               | COM            | 079860102 | 13280  | 560829  | SH | SOLE |
| BEMIS INC                    | COM            | 081437105 | 786    | 17747   | SH | SOLE |
| BERKSHIRE HATHAWAY INC DEL   | CL B           | 084670207 | 121181 | 48550   | SH | SOLE |
| BEST BUY INC                 | COM            | 086516101 | 22016  | 463296  | SH | SOLE |
| BHP BILLITON LTD             | SPONSORED ADR  | 088606108 | 1145   | 80751   | SH | SOLE |
| BIOGEN INC                   | COM            | 090597105 | 5298   | 138975  | SH | SOLE |
| BLACK & DECKER CORP          | COM            | 091797100 | 1109   | 27338   | SH | SOLE |
| BLACKROCK INC                | CL A           | 09247X101 | 34543  | 704957  | SH | SOLE |
| BLOCK H & R INC              | COM            | 093671105 | 2523   | 58480   | SH | SOLE |
| BOEING CO                    | COM            | 097023105 | 6931   | 201881  | SH | SOLE |
| BORG WARNER INC              | COM            | 099724106 | 1218   | 17946   | SH | SOLE |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 1006   | 23138   | SH | SOLE |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 3260   | 75000   | SH | SOLE |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107 | 11103  | 174036  | SH | SOLE |
| BOWATER INC                  | COM            | 102183100 | 5047   | 120000  | SH | SOLE |
| BRASIL TELECOM PARTICIPACOES | SPON ADR PFD   | 105530109 | 7735   | 201956  | SH | SOLE |
| BRINKER INTL INC             | COM            | 109641100 | 2977   | 89250   | SH | SOLE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 3649   | 142187  | SH | SOLE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 1750   | 68200   | SH | SOLE |
| BULL RUN CORP GA             | COM NEW        | 120182209 | 466    | 164500  | SH | SOLE |
| BULL RUN CORP GA             | COM NEW        | 120182209 | 455    | 160825  | SH | SOLE |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 83013  | 2875394 | SH | SOLE |
| BURLINGTON RES INC           | COM            | 122014103 | 161960 | 3360167 | SH | SOLE |
| C D W CORP                   | COM            | 12512N105 | 7487   | 129989  | SH | SOLE |
| CIGNA CORP                   | COM            | 125509109 | 21959  | 491807  | SH | SOLE |
| CNET NETWORKS INC            | COM            | 12613R104 | 2525   | 358605  | SH | SOLE |
| CVS CORP                     | COM            | 126650100 | 1951   | 62826   | SH | SOLE |
| CVS CORP                     | COM            | 126650100 | 4725   | 152118  | SH | SOLE |
| CABOT CORP                   | COM            | 127055101 | 4801   | 168397  | SH | SOLE |
| CAMDEN PPTY TR               | SH BEN INT     | 133131102 | 1041   | 27084   | SH | SOLE |
| CAMPBELL SOUP CO             | COM            | 134429109 | 5502   | 207611  | SH | SOLE |
| CANON INC                    | ADR            | 138006309 | 948    | 19453   | SH | SOLE |
| CAPITAL ONE FINL CORP        | COM            | 14040H105 | 2168   | 38000   | SH | SOLE |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 2084   | 35683   | SH | SOLE |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 497128 | 8513923 | SH | SOLE |
| CAREMARK RX INC              | COM            | 141705103 | 9769   | 432245  | SH | SOLE |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 278692 | 8473444 | SH | SOLE |
| CARRAMERICA RLTY CORP        | COM            | 144418100 | 708    | 23710   | SH | SOLE |
| CATALINA MARKETING CORP      | COM            | 148867104 | 61085  | 4021406 | SH | SOLE |
| CATALYTICA ENERGY SYS INC    | COM            | 148884109 | 595    | 183120  | SH | SOLE |
| CATELLUS DEV CORP            | COM            | 149111106 | 1257   | 51412   | SH | SOLE |
| CATERPILLAR INC DEL          | COM            | 149123101 | 21828  | 317087  | SH | SOLE |
| CENDANT CORP                 | COM            | 151313103 | 7720   | 413066  | SH | SOLE |
| CENDANT CORP                 | COM            | 151313103 | 2850   | 152500  | SH | SOLE |
| CENTEX CORP                  | COM            | 152312104 | 1399   | 17960   | SH | SOLE |
| CERTEGY INC                  | COM            | 156880106 | 178829 | 5569266 | SH | SOLE |
| CHARTER ONE FINL INC         | COM            | 160903100 | 574    | 18751   | SH | SOLE |

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|                              |                |           |         |          |    |      |
|------------------------------|----------------|-----------|---------|----------|----|------|
| CHEESECAKE FACTORY INC       | COM            | 163072101 | 2480    | 68316    | SH | SOLE |
| CHESAPEAKE ENERGY CORP       | COM            | 165167107 | 759     | 70413    | SH | SOLE |
| CHEVRONTEXACO CORP           | COM            | 166764100 | 2047    | 28650    | SH | SOLE |
| CHEVRONTEXACO CORP           | COM            | 166764100 | 35650   | 498951   | SH | SOLE |
| CHOICEPOINT INC              | COM            | 170388102 | 3015    | 90000    | SH | SOLE |
| CHUBB CORP                   | COM            | 171232101 | 28582   | 440530   | SH | SOLE |
| CINCINNATI BELL INC NEW      | COM            | 171871106 | 13704   | 2692310  | SH | SOLE |
| CISCO SYS INC                | COM            | 17275R102 | 487832  | 24902082 | SH | SOLE |
| CITADEL BROADCASTING CORP    | COM            | 17285T106 | 319     | 16160    | SH | SOLE |
| CINTAS CORP                  | COM            | 172908105 | 2785    | 75240    | SH | SOLE |
| CITIGROUP INC                | COM            | 172967101 | 1919    | 42175    | SH | SOLE |
| CITIGROUP INC                | COM            | 172967101 | 1202809 | 26429560 | SH | SOLE |
| CITIGROUP INC                | COM            | 172967101 | 3307    | 72667    | SH | SOLE |
| CITY NATL CORP               | COM            | 178566105 | 8052    | 158000   | SH | SOLE |
| CLEAR CHANNEL COMMUNICATIONS | COM            | 184502102 | 10367   | 270668   | SH | SOLE |
| CLOROX CO DEL                | COM            | 189054109 | 181211  | 3950545  | SH | SOLE |
| COCA COLA CO                 | COM            | 191216100 | 30589   | 712025   | SH | SOLE |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 193687  | 3465504  | SH | SOLE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 49263   | 1598413  | SH | SOLE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 2062    | 66900    | SH | SOLE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 488240  | 16472325 | SH | SOLE |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR  | 20440W105 | 121     | 3418     | SH | SOLE |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR  | 20440W105 | 820     | 23096    | SH | SOLE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 35986   | 975221   | SH | SOLE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 73240   | 1794226  | SH | SOLE |
| COMPANHIA PARANAENSE ENERG C | SPON ADR PFD   | 20441B407 | 60      | 18692    | SH | SOLE |
| COMPANHIA DE BEBIDAS DAS AME | SPON ADR PFD   | 20441W203 | 7009    | 323746   | SH | SOLE |
| COMPUTER SCIENCES CORP       | COM            | 205363104 | 5507    | 146570   | SH | SOLE |
| COMVERSE TECHNOLOGY INC      | COM PAR \$0.10 | 205862402 | 745     | 49759    | SH | SOLE |
| CONAGRA FOODS INC            | COM            | 205887102 | 18711   | 880924   | SH | SOLE |
| CONCORD EFS INC              | COM            | 206197105 | 27455   | 2008422  | SH | SOLE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 717     | 13091    | SH | SOLE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 221088  | 4038135  | SH | SOLE |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 1029    | 25250    | SH | SOLE |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 220     | 13261    | SH | SOLE |
| CORIXA CORP                  | COM            | 21887F100 | 633     | 78390    | SH | SOLE |
| CORNING INC                  | COM            | 219350105 | 4477    | 475274   | SH | SOLE |
| CORPORATE EXECUTIVE BRD CO   | COM            | 21988R102 | 2871    | 61000    | SH | SOLE |
| CORVIS CORP                  | COM            | 221009103 | 48      | 37448    | SH | SOLE |
| COSTCO WHSL CORP NEW         | COM            | 22160K105 | 33006   | 1059570  | SH | SOLE |
| COUNTRYWIDE FINANCIAL CORP   | COM            | 222372104 | 9091    | 116136   | SH | SOLE |
| COUSINS PPTYS INC            | COM            | 222795106 | 827     | 29784    | SH | SOLE |
| COVENTRY HEALTH CARE INC     | COM            | 222862104 | 1317    | 24965    | SH | SOLE |
| CREDIT SUISSE GROUP          | SPONSORED ADR  | 225401108 | 711     | 22230    | SH | SOLE |
| CREE INC                     | COM            | 225447101 | 24400   | 1317500  | SH | SOLE |
| CROWN CASTLE INTL CORP       | COM            | 228227104 | 725     | 76994    | SH | SOLE |
| CULLEN FROST BANKERS INC     | COM            | 229899109 | 1303    | 35000    | SH | SOLE |
| CUMULUS MEDIA INC            | CL A           | 231082108 | 4572    | 266109   | SH | SOLE |
| CYTYC CORP                   | COM            | 232946103 | 31      | 2092     | SH | SOLE |
| CYTYC CORP                   | COM            | 232946103 | 181     | 12041    | SH | SOLE |
| DST SYS INC DEL              | COM            | 233326107 | 3722    | 99000    | SH | SOLE |
| DSP GROUP INC                | COM            | 23332B106 | 214     | 8607     | SH | SOLE |
| DTE ENERGY CO                | COM            | 233331107 | 9035    | 244922   | SH | SOLE |
| DANAHER CORP DEL             | COM            | 235851102 | 89736   | 1214945  | SH | SOLE |
| DARDEN RESTAURANTS INC       | COM            | 237194105 | 2101    | 110558   | SH | SOLE |
| DEERE & CO                   | COM            | 244199105 | 190912  | 3581175  | SH | SOLE |
| DELL INC                     | COM            | 24702R101 | 391985  | 11729042 | SH | SOLE |
| DELPHI CORP                  | COM            | 247126105 | 3620    | 400000   | SH | SOLE |
| DELUXE CORP                  | COM            | 248019101 | 611     | 15218    | SH | SOLE |
| DENTSPLY INTL INC NEW        | COM            | 249030107 | 144379  | 3219881  | SH | SOLE |
| DEVELOPERS DIVERSIFIED RLTY  | COM            | 251591103 | 675     | 22607    | SH | SOLE |
| DEVON ENERGY CORP NEW        | COM            | 25179M103 | 18961   | 393468   | SH | SOLE |

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|                              |                |           |        |          |    |      |
|------------------------------|----------------|-----------|--------|----------|----|------|
| DIGITAL GENERATION SYS INC   | COM            | 253921100 | 2034   | 933520   | SH | SOLE |
| DISNEY WALT CO               | COM DISNEY     | 254687106 | 50735  | 2515374  | SH | SOLE |
| DOCENT INC                   | COM NEW        | 25608L502 | 528    | 141844   | SH | SOLE |
| DR REDDYS LABS LTD           | ADR            | 256135203 | 5106   | 217757   | SH | SOLE |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 175190 | 2830208  | SH | SOLE |
| DORAL FINL CORP              | COM            | 25811P100 | 1431   | 30442    | SH | SOLE |
| DOVER CORP                   | COM            | 260003108 | 291968 | 8254666  | SH | SOLE |
| DOW CHEM CO                  | COM            | 260543103 | 8843   | 271755   | SH | SOLE |
| DOW JONES & CO INC           | COM            | 260561105 | 517    | 10926    | SH | SOLE |
| DREYERS GRAND ICE CREAM HL I | COM A CALL PUT | 261877104 | 381    | 4900     | SH | SOLE |
| DU PONT E I DE NEMOURS & CO  | COM            | 263534109 | 52854  | 1321012  | SH | SOLE |
| DUKE ENERGY CORP             | COM            | 264399106 | 13933  | 782317   | SH | SOLE |
| ECI TELECOM LTD              | ORD            | 268258100 | 375    | 92738    | SH | SOLE |
| E M C CORP MASS              | COM            | 268648102 | 52443  | 4152221  | SH | SOLE |
| ENSCO INTL INC               | COM            | 26874Q100 | 5713   | 213000   | SH | SOLE |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 1230   | 16073    | SH | SOLE |
| EASTMAN KODAK CO             | COM            | 277461109 | 1006   | 48051    | SH | SOLE |
| EASTMAN KODAK CO             | COM            | 277461109 | 1319   | 63000    | SH | SOLE |
| EATON CORP                   | COM            | 278058102 | 59404  | 670322   | SH | SOLE |
| EBAY INC                     | COM            | 278642103 | 45721  | 852363   | SH | SOLE |
| ECOLAB INC                   | COM            | 278865100 | 2016   | 79860    | SH | SOLE |
| EDWARDS AG INC               | COM            | 281760108 | 4225   | 110000   | SH | SOLE |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 1673   | 18145    | SH | SOLE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 1530   | 75751    | SH | SOLE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 24184  | 1197225  | SH | SOLE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 2576   | 127500   | SH | SOLE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR PFD SHS | 29081M102 | 109    | 5156     | SH | SOLE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR PFD SHS | 29081M102 | 122344 | 5798303  | SH | SOLE |
| EMCORE CORP                  | COM            | 290846104 | 676    | 230020   | SH | SOLE |
| EMERSON ELEC CO              | COM            | 291011104 | 44450  | 844259   | SH | SOLE |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR  | 29244T101 | 171    | 15800    | SH | SOLE |
| ENCANA CORP                  | COM            | 292505104 | 96788  | 2660462  | SH | SOLE |
| ENTERCOM COMMUNICATIONS CORP | CL A           | 293639100 | 1569   | 35000    | SH | SOLE |
| ENTERGY CORP NEW             | COM            | 29364G103 | 704    | 12997    | SH | SOLE |
| ENTERGY CORP NEW             | COM            | 29364G103 | 82658  | 1526458  | SH | SOLE |
| EQUIFAX INC                  | COM            | 294429105 | 93781  | 4211073  | SH | SOLE |
| EQUITY RESIDENTIAL           | SH BEN INT     | 29476L107 | 5856   | 200000   | SH | SOLE |
| EXELON CORP                  | COM            | 30161N101 | 735    | 11574    | SH | SOLE |
| EXELON CORP                  | COM            | 30161N101 | 129801 | 2044104  | SH | SOLE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 1502   | 24581    | SH | SOLE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 191    | 5208     | SH | SOLE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 687959 | 18796701 | SH | SOLE |
| FPL GROUP INC                | COM            | 302571104 | 1592   | 25186    | SH | SOLE |
| FPL GROUP INC                | COM            | 302571104 | 10666  | 168773   | SH | SOLE |
| FAMILY DLR STORES INC        | COM            | 307000109 | 2180   | 54646    | SH | SOLE |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 75290  | 1438195  | SH | SOLE |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 669035 | 9530407  | SH | SOLE |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 729    | 19767    | SH | SOLE |
| FEDERATED DEPT STORES INC DE | COM            | 31410H101 | 2057   | 49098    | SH | SOLE |
| FEDERATED DEPT STORES INC DE | COM            | 31410H101 | 28596  | 682488   | SH | SOLE |
| FEDERATED INVS INC PA        | CL B           | 314211103 | 602    | 21739    | SH | SOLE |
| FEDEX CORP                   | COM            | 31428X106 | 2583   | 40095    | SH | SOLE |
| FIFTH THIRD BANCORP          | COM            | 316773100 | 4518   | 81352    | SH | SOLE |
| FIRST DATA CORP              | COM            | 319963104 | 755869 | 18915646 | SH | SOLE |
| FISERV INC                   | COM            | 337738108 | 8239   | 227045   | SH | SOLE |
| FLAGSTAR BANCORP INC         | COM            | 337930101 | 1660   | 72324    | SH | SOLE |
| FIRSTENERGY CORP             | COM            | 337932107 | 10663  | 334278   | SH | SOLE |
| FLEETBOSTON FINL CORP        | COM            | 339030108 | 68977  | 2287784  | SH | SOLE |
| FLEETBOSTON FINL CORP        | COM            | 339030108 | 693    | 23000    | SH | SOLE |
| FORD MTR CO DEL              | COM PAR \$0.01 | 345370860 | 2892   | 268525   | SH | SOLE |
| FOREST LABS INC              | COM            | 345838106 | 9944   | 193269   | SH | SOLE |
| FORTUNE BRANDS INC           | COM            | 349631101 | 2751   | 48484    | SH | SOLE |

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|-------------------------------|----------------|-----------|---------|----------|----|------|
| FREEMPORT-MCMORAN COPPER & GO | CL B           | 35671D857 | 12430   | 375539   | SH | SOLE |
| GANNETT INC                   | COM            | 364730101 | 48936   | 630950   | SH | SOLE |
| GAP INC DEL                   | COM            | 364760108 | 4499    | 262821   | SH | SOLE |
| GENAISSANCE PHARMACEUTICALS   | COM            | 36867W105 | 39      | 20463    | SH | SOLE |
| GENERAL DYNAMICS CORP         | COM            | 369550108 | 130075  | 1666348  | SH | SOLE |
| GENERAL DYNAMICS CORP         | COM            | 369550108 | 1850    | 23700    | SH | SOLE |
| GENERAL ELEC CO               | COM            | 369604103 | 2874717 | 96434641 | SH | SOLE |
| GENERAL GROWTH PPTYS INC      | COM            | 370021107 | 1109    | 15462    | SH | SOLE |
| GENERAL MLS INC               | COM            | 370334104 | 164391  | 3492472  | SH | SOLE |
| GENERAL MTRS CORP             | COM            | 370442105 | 6553    | 160114   | SH | SOLE |
| GENERAL MTRS CORP             | CL H NEW       | 370442832 | 1581    | 110500   | SH | SOLE |
| GENESIS HEALTH VENTURE INC N  | COM            | 37183F107 | 33730   | 1393216  | SH | SOLE |
| GENLYTE GROUP INC             | COM            | 372302109 | 1324    | 29706    | SH | SOLE |
| GENZYME CORP                  | COM GENL DIV   | 372917104 | 1096    | 23674    | SH | SOLE |
| GETTY IMAGES INC              | COM            | 374276103 | 1899    | 54000    | SH | SOLE |
| GILEAD SCIENCES INC           | COM            | 375558103 | 7290    | 130080   | SH | SOLE |
| GILLETTE CO                   | COM            | 375766102 | 97886   | 3060863  | SH | SOLE |
| GLOBAL POWER EQUIPMENT INC    | COM            | 37941P108 | 2828    | 536535   | SH | SOLE |
| GLOBESPANVIRATA INC           | COM            | 37957V106 | 160     | 22176    | SH | SOLE |
| GOLD FIELDS LTD NEW           | SPONSORED ADR  | 38059T106 | 465     | 32821    | SH | SOLE |
| GOLDEN WEST FINL CORP DEL     | COM            | 381317106 | 7536    | 84190    | SH | SOLE |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 107014  | 1275490  | SH | SOLE |
| GOODRICH CORP                 | COM            | 382388106 | 1288    | 53135    | SH | SOLE |
| GRUPO TELEVISIA SA DE CV      | SP ADR REP ORD | 40049J206 | 45645   | 1247461  | SH | SOLE |
| GRUPO AEROPORTUARIO DEL SURE  | SPON ADR SER B | 40051E202 | 8460    | 575543   | SH | SOLE |
| HCA INC                       | COM            | 404119109 | 30148   | 817919   | SH | SOLE |
| HALLIBURTON CO                | COM            | 406216101 | 3982    | 164197   | SH | SOLE |
| HANCOCK JOHN FINL SVCS INC    | COM            | 41014S106 | 4360    | 129005   | SH | SOLE |
| HARLEY DAVIDSON INC           | COM            | 412822108 | 2305    | 47826    | SH | SOLE |
| HARLEY DAVIDSON INC           | COM            | 412822108 | 57108   | 1184822  | SH | SOLE |
| HARRIS CORP DEL               | COM            | 413875105 | 5870    | 164000   | SH | SOLE |
| HARSCO CORP                   | COM            | 415864107 | 4858    | 126284   | SH | SOLE |
| HARTFORD FINL SVCS GROUP INC  | COM            | 416515104 | 182122  | 3460413  | SH | SOLE |
| HERSHEY FOODS CORP            | COM            | 427866108 | 5044    | 69396    | SH | SOLE |
| HEWLETT PACKARD CO            | COM            | 428236103 | 1679    | 86747    | SH | SOLE |
| HEWLETT PACKARD CO            | COM            | 428236103 | 47558   | 2456533  | SH | SOLE |
| HIGH INCOME OPPORTUNITY FD I  | COM            | 42967Q105 | 2088    | 294543   | SH | SOLE |
| HILTON HOTELS CORP            | COM            | 432848109 | 51160   | 3154154  | SH | SOLE |
| HOME DEPOT INC                | COM            | 437076102 | 2159    | 67773    | SH | SOLE |
| HOME DEPOT INC                | COM            | 437076102 | 570204  | 17902807 | SH | SOLE |
| HOME DEPOT INC                | COM            | 437076102 | 2650    | 83200    | SH | SOLE |
| HONEYWELL INTL INC            | COM            | 438516106 | 24434   | 927279   | SH | SOLE |
| HONEYWELL INTL INC            | COM            | 438516106 | 1117    | 42400    | SH | SOLE |
| HOST MARRIOTT CORP NEW        | COM            | 44107P104 | 960     | 89448    | SH | SOLE |
| HUANENG PWR INTL INC          | SPON ADR N     | 443304100 | 122     | 2234     | SH | SOLE |
| HUANENG PWR INTL INC          | SPON ADR N     | 443304100 | 8955    | 163708   | SH | SOLE |
| HUGOTON RTY TR TEX            | UNIT BEN INT   | 444717102 | 13841   | 738600   | SH | SOLE |
| HUTCHINSON TECHNOLOGY INC     | COM            | 448407106 | 688     | 20898    | SH | SOLE |
| IDEC PHARMACEUTICALS CORP     | COM            | 449370105 | 5526    | 166000   | SH | SOLE |
| IMS HEALTH INC                | COM            | 449934108 | 8651    | 410000   | SH | SOLE |
| ILLINOIS TOOL WKS INC         | COM            | 452308109 | 8173    | 123348   | SH | SOLE |
| ING GROUP N V                 | SPONSORED ADR  | 456837103 | 828     | 44768    | SH | SOLE |
| INTEL CORP                    | COM            | 458140100 | 508664  | 18483415 | SH | SOLE |
| INTEGRATED DEFENSE TECHNOLOG  | COM            | 45819B101 | 3307    | 197063   | SH | SOLE |
| INTERACTIVECORP               | COM            | 45840Q101 | 16860   | 508149   | SH | SOLE |
| INTERACTIVECORP               | COM            | 45840Q101 | 2386    | 71900    | SH | SOLE |
| INTERNAP NETWORK SVCS CORP    | COM            | 45885A102 | 51      | 41244    | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS  | COM            | 459200101 | 380062  | 4302751  | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS  | COM            | 459200101 | 1855    | 21000    | SH | SOLE |
| INTERNATIONAL FLAVORS&FRAGRA  | COM            | 459506101 | 2439    | 73733    | SH | SOLE |
| INTERNATIONAL GAME TECHNOLOG  | COM            | 459902102 | 3162    | 112320   | SH | SOLE |
| INTL PAPER CO                 | COM            | 460146103 | 1550    | 39732    | SH | SOLE |

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|------------------------------|----------------|-----------|--------|----------|----|------|
| INTL PAPER CO                | COM            | 460146103 | 6562   | 168161   | SH | SOLE |
| INTERNET CAP GROUP INC       | COM            | 46059C106 | 1062   | 2333334  | SH | SOLE |
| INTERPUBLIC GROUP COS INC    | COM            | 460690100 | 2991   | 211821   | SH | SOLE |
| INTERPUBLIC GROUP COS INC    | COM            | 460690100 | 1017   | 72000    | SH | SOLE |
| INTERSIL CORP                | CL A           | 46069S109 | 3094   | 130000   | SH | SOLE |
| INTUIT                       | COM            | 461202103 | 288375 | 5977917  | SH | SOLE |
| INTUIT                       | COM            | 461202103 | 1592   | 33000    | SH | SOLE |
| IRELAND BK                   | SPONSORED ADR  | 46267Q103 | 802    | 16468    | SH | SOLE |
| ISHARES TR                   | 7-10 YR TRS BD | 464287440 | 1231   | 14215    | SH | SOLE |
| ISHARES TR                   | RUSSELL1000VAL | 464287598 | 1592   | 30976    | SH | SOLE |
| IVAX CORP                    | COM            | 465823102 | 2617   | 133501   | SH | SOLE |
| IXYS CORP                    | COM            | 46600W106 | 218    | 23284    | SH | SOLE |
| J P MORGAN CHASE & CO        | COM            | 46625H100 | 110217 | 3210516  | SH | SOLE |
| J P MORGAN CHASE & CO        | COM            | 46625H100 | 2300   | 67000    | SH | SOLE |
| JACOBS ENGR GROUP INC DEL    | COM            | 469814107 | 2255   | 50000    | SH | SOLE |
| JETBLUE AWYS CORP            | COM            | 477143101 | 1041   | 17100    | SH | SOLE |
| JOHNSON & JOHNSON            | COM            | 478160104 | 2141   | 43241    | SH | SOLE |
| JOHNSON & JOHNSON            | COM            | 478160104 | 562847 | 11366063 | SH | SOLE |
| JOHNSON CTLS INC             | COM            | 478366107 | 1892   | 20000    | SH | SOLE |
| JONES APPAREL GROUP INC      | COM            | 480074103 | 8530   | 285000   | SH | SOLE |
| KLA-TENCOR CORP              | COM            | 482480100 | 3605   | 69865    | SH | SOLE |
| KT CORP                      | SPONSORED ADR  | 48268K101 | 1712   | 85910    | SH | SOLE |
| KB HOME                      | COM            | 48666K109 | 912    | 15295    | SH | SOLE |
| KELLOGG CO                   | COM            | 487836108 | 1268   | 38023    | SH | SOLE |
| KEYCORP NEW                  | COM            | 493267108 | 1790   | 70000    | SH | SOLE |
| KEYSPAN CORP                 | COM            | 49337W100 | 351    | 10000    | SH | SOLE |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 334    | 6504     | SH | SOLE |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 185579 | 3616120  | SH | SOLE |
| KIMCO REALTY CORP            | COM            | 49446R109 | 698    | 17034    | SH | SOLE |
| KIMCO REALTY CORP            | COM            | 49446R109 | 1350   | 32950    | SH | SOLE |
| KINDER MORGAN INC KANS       | COM            | 49455P101 | 4571   | 84626    | SH | SOLE |
| KOHL'S CORP                  | COM            | 500255104 | 7968   | 148941   | SH | SOLE |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 128    | 3885     | SH | SOLE |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 4819   | 146473   | SH | SOLE |
| KROGER CO                    | COM            | 501044101 | 17012  | 951959   | SH | SOLE |
| KROGER CO                    | COM            | 501044101 | 670    | 37500    | SH | SOLE |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104 | 1234   | 28538    | SH | SOLE |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104 | 8310   | 192149   | SH | SOLE |
| LAUDER ESTEE COS INC         | CL A           | 518439104 | 3291   | 96500    | SH | SOLE |
| LEAR CORP                    | COM            | 521865105 | 5580   | 106000   | SH | SOLE |
| LEGGETT & PLATT INC          | COM            | 524660107 | 1361   | 62906    | SH | SOLE |
| LEGG MASON INC               | COM            | 524901105 | 10758  | 149000   | SH | SOLE |
| LEHMAN BROS HLDGS INC        | COM            | 524908100 | 6219   | 90021    | SH | SOLE |
| LIBERTY MEDIA CORP NEW       | COM SER A      | 530718105 | 532715 | 53431758 | SH | SOLE |
| LIBERTY PPTY TR              | SH BEN INT     | 531172104 | 896    | 24225    | SH | SOLE |
| LIFEPOINT HOSPITALS INC      | COM            | 53219L109 | 1692   | 69948    | SH | SOLE |
| LILLY ELI & CO               | COM            | 532457108 | 21018  | 353843   | SH | SOLE |
| LIN TV CORP                  | CL A           | 532774106 | 6089   | 286390   | SH | SOLE |
| LINCARE HLDGS INC            | COM            | 532791100 | 253437 | 6922606  | SH | SOLE |
| LINCOLN NATL CORP IND        | COM            | 534187109 | 1589   | 44907    | SH | SOLE |
| LINCOLN NATL CORP IND        | COM            | 534187109 | 67514  | 1908260  | SH | SOLE |
| LINEAR TECHNOLOGY CORP       | COM            | 535678106 | 2779   | 77336    | SH | SOLE |
| LOCKHEED MARTIN CORP         | COM            | 539830109 | 137308 | 2975247  | SH | SOLE |
| LOEWS CORP                   | COM            | 540424108 | 1237   | 30652    | SH | SOLE |
| LOWES COS INC                | COM            | 548661107 | 2361   | 45495    | SH | SOLE |
| LOWES COS INC                | COM            | 548661107 | 60742  | 1170363  | SH | SOLE |
| LUBRIZOL CORP                | COM            | 549271104 | 2434   | 75000    | SH | SOLE |
| LUCENT TECHNOLOGIES INC      | COM            | 549463107 | 1761   | 815209   | SH | SOLE |
| M & T BK CORP                | COM            | 55261F104 | 9727   | 111415   | SH | SOLE |
| MBIA INC                     | COM            | 55262C100 | 5497   | 100000   | SH | SOLE |
| MBNA CORP                    | COM            | 55262L100 | 9662   | 423774   | SH | SOLE |
| MKTG SERVICES INC            | COM NEW        | 55308X308 | 132    | 90430    | SH | SOLE |



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|------------------------------|----------------|-----------|--------|----------|----|------|
| MACROVISION CORP             | COM            | 555904101 | 1609   | 86999    | SH | SOLE |
| MAGUIRE PPTYS INC            | COM            | 559775101 | 7082   | 345448   | SH | SOLE |
| MANITOWOC INC                | COM            | 563571108 | 4407   | 203187   | SH | SOLE |
| MANOR CARE INC NEW           | COM            | 564055101 | 11975  | 399166   | SH | SOLE |
| MARATHON OIL CORP            | COM            | 565849106 | 2444   | 85744    | SH | SOLE |
| MARSH & MCLENNAN COS INC     | COM            | 571748102 | 344121 | 7227905  | SH | SOLE |
| MARRIOTT INTL INC NEW        | CL A           | 571903202 | 5596   | 130053   | SH | SOLE |
| MARTIN MARIETTA MATLS INC    | COM            | 573284106 | 7757   | 212800   | SH | SOLE |
| MASCO CORP                   | COM            | 574599106 | 2507   | 102392   | SH | SOLE |
| MATTEL INC                   | COM            | 577081102 | 2961   | 156168   | SH | SOLE |
| MAXIM INTEGRATED PRODS INC   | COM            | 57772K101 | 7172   | 182087   | SH | SOLE |
| MAYTAG CORP                  | COM            | 578592107 | 617    | 24712    | SH | SOLE |
| MCDONALDS CORP               | COM            | 580135101 | 13520  | 574330   | SH | SOLE |
| MCGRAW HILL COS INC          | COM            | 580645109 | 5086   | 81867    | SH | SOLE |
| MCKESSON CORP                | COM            | 58155Q103 | 1500   | 45060    | SH | SOLE |
| MCKESSON CORP                | COM            | 58155Q103 | 1378   | 41400    | SH | SOLE |
| MEADWESTVACO CORP            | COM            | 583334107 | 3191   | 125152   | SH | SOLE |
| MEDAREX INC                  | COM            | 583916101 | 1147   | 194416   | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC   | COM            | 58405U102 | 15     | 585      | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC   | COM            | 58405U102 | 904    | 34845    | SH | SOLE |
| MEDICAL STAFFING NETWK HLDGS | COM            | 58463F104 | 8751   | 1157594  | SH | SOLE |
| MEDIMMUNE INC                | COM            | 584699102 | 4247   | 128588   | SH | SOLE |
| MEDIFAST INC                 | COM            | 58470H101 | 371    | 30000    | SH | SOLE |
| MEDTRONIC INC                | COM            | 585055106 | 2047   | 43626    | SH | SOLE |
| MEDTRONIC INC                | COM            | 585055106 | 21280  | 453535   | SH | SOLE |
| MELLON FINL CORP             | COM            | 58551A108 | 162330 | 5385874  | SH | SOLE |
| MERCK & CO INC               | COM            | 589331107 | 605    | 11952    | SH | SOLE |
| MERCK & CO INC               | COM            | 589331107 | 326829 | 6456514  | SH | SOLE |
| MERRILL LYNCH & CO INC       | COM            | 590188108 | 10468  | 195557   | SH | SOLE |
| METHANEX CORP                | COM            | 59151K108 | 1079   | 115201   | SH | SOLE |
| METLIFE INC                  | COM            | 59156R108 | 18836  | 671506   | SH | SOLE |
| METTLER TOLEDO INTERNATIONAL | COM            | 592688105 | 17434  | 484955   | SH | SOLE |
| MICHAELS STORES INC          | COM            | 594087108 | 8315   | 204000   | SH | SOLE |
| MICROSOFT CORP               | COM            | 594918104 | 2248   | 80860    | SH | SOLE |
| MICROSOFT CORP               | COM            | 594918104 | 918434 | 33037204 | SH | SOLE |
| MICROVISION INC WASH         | COM            | 594960106 | 1794   | 226200   | SH | SOLE |
| MICROCHIP TECHNOLOGY INC     | COM            | 595017104 | 3929   | 164000   | SH | SOLE |
| MICRON TECHNOLOGY INC        | COM            | 595112103 | 2518   | 187654   | SH | SOLE |
| MILLENNIUM PHARMACEUTICALS I | COM            | 599902103 | 773    | 50000    | SH | SOLE |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR  | 607409109 | 8323   | 113156   | SH | SOLE |
| MOLEX INC                    | CL A           | 608554200 | 270292 | 11045848 | SH | SOLE |
| MORGAN STANLEY               | COM NEW        | 617446448 | 1921   | 38073    | SH | SOLE |
| MORGAN STANLEY               | COM NEW        | 617446448 | 124973 | 2476667  | SH | SOLE |
| MOTOROLA INC                 | COM            | 620076109 | 9983   | 835365   | SH | SOLE |
| MURPHY OIL CORP              | COM            | 626717102 | 3231   | 55000    | SH | SOLE |
| NAM TAI ELECTRS INC          | COM PAR \$0.02 | 629865205 | 1243   | 45820    | SH | SOLE |
| NATIONAL CITY CORP           | COM            | 635405103 | 619    | 20998    | SH | SOLE |
| NATIONAL COMMERCE FINL CORP  | COM            | 63545P104 | 7887   | 317000   | SH | SOLE |
| NATIONAL GRID TRANSCO PLC    | SPONSORED ADR  | 636274102 | 689    | 21095    | SH | SOLE |
| NATIONAL SEMICONDUCTOR CORP  | COM            | 637640103 | 953    | 29500    | SH | SOLE |
| NATIONWIDE FINL SVCS INC     | CL A           | 638612101 | 4701   | 150000   | SH | SOLE |
| NAVIGANT INTL INC            | COM            | 63935R108 | 9247   | 660033   | SH | SOLE |
| NEIMAN MARCUS GROUP INC      | CL A           | 640204202 | 5757   | 138050   | SH | SOLE |
| NEW YORK CMNTY BANCORP INC   | COM            | 649445103 | 3781   | 120000   | SH | SOLE |
| NEW YORK TIMES CO            | CL A           | 650111107 | 10801  | 248536   | SH | SOLE |
| NEWCASTLE INVT CORP          | COM            | 65105M108 | 17243  | 750000   | SH | SOLE |
| NEWELL RUBBERMAID INC        | COM            | 651229106 | 1852   | 85475    | SH | SOLE |
| NEWMONT MINING CORP          | COM            | 651639106 | 117314 | 3001119  | SH | SOLE |
| NEWS CORP LTD                | ADR NEW        | 652487703 | 81     | 2473     | SH | SOLE |
| NEWS CORP LTD                | ADR NEW        | 652487703 | 1716   | 52326    | SH | SOLE |
| NEWTEK BUSINESS SVCS INC     | COM            | 652526104 | 191    | 38750    | SH | SOLE |
| NEXTEL COMMUNICATIONS INC    | CL A           | 65332V103 | 6359   | 322618   | SH | SOLE |

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|                              |                |           |         |          |    |      |
|------------------------------|----------------|-----------|---------|----------|----|------|
| NEXTEL PARTNERS INC          | CL A           | 65333F107 | 21453   | 2732862  | SH | SOLE |
| NIKE INC                     | CL B           | 654106103 | 4737    | 77882    | SH | SOLE |
| NISSAN MOTORS                | SPONSORED ADR  | 654744408 | 1627    | 74872    | SH | SOLE |
| NOKIA CORP                   | SPONSORED ADR  | 654902204 | 619     | 39693    | SH | SOLE |
| NORTH FORK BANCORPORATION NY | COM            | 659424105 | 9564    | 275228   | SH | SOLE |
| NORTHROP GRUMMAN CORP        | COM            | 666807102 | 85188   | 988029   | SH | SOLE |
| NOVARTIS A G                 | SPONSORED ADR  | 66987V109 | 958     | 24653    | SH | SOLE |
| NVIDIA CORP                  | COM            | 67066G104 | 6066    | 379854   | SH | SOLE |
| NUVEEN DIV ADV MUNI FD 3     | COM SH BEN INT | 67070X101 | 573     | 41366    | SH | SOLE |
| OGE ENERGY CORP              | COM            | 670837103 | 9036    | 400000   | SH | SOLE |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105 | 710     | 20165    | SH | SOLE |
| OLD REP INTL CORP            | COM            | 680223104 | 12523   | 378458   | SH | SOLE |
| OMNICARE INC                 | COM            | 681904108 | 3271    | 90700    | SH | SOLE |
| OMNICOM GROUP INC            | COM            | 681919106 | 2151    | 29942    | SH | SOLE |
| OMNICOM GROUP INC            | COM            | 681919106 | 60851   | 846913   | SH | SOLE |
| ONVIA COM INC                | COM NEW        | 68338T403 | 865     | 227690   | SH | SOLE |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR  | 68370R109 | 6800    | 111730   | SH | SOLE |
| ORACLE CORP                  | COM            | 68389X105 | 232058  | 20627412 | SH | SOLE |
| ORCHID BIOSCIENCES INC       | COM            | 68571P100 | 16      | 11860    | SH | SOLE |
| OUTBACK STEAKHOUSE INC       | COM            | 689899102 | 1090    | 28793    | SH | SOLE |
| OVERTURE SVCS INC            | COM            | 69039R100 | 955     | 36274    | SH | SOLE |
| OXFORD HEALTH PLANS INC      | COM            | 691471106 | 290     | 7022     | SH | SOLE |
| POSCO                        | SPONSORED ADR  | 693483109 | 86      | 2991     | SH | SOLE |
| POSCO                        | SPONSORED ADR  | 693483109 | 29196   | 1020851  | SH | SOLE |
| PPG INDS INC                 | COM            | 693506107 | 6194    | 118614   | SH | SOLE |
| PACIFICARE HEALTH SYS DEL    | COM            | 695112102 | 1220    | 25010    | SH | SOLE |
| PACTIV CORP                  | COM            | 695257105 | 6697    | 330228   | SH | SOLE |
| PAXSON COMMUNICATIONS CORP   | COM            | 704231109 | 206     | 41500    | SH | SOLE |
| PAYCHEX INC                  | COM            | 704326107 | 74700   | 2190628  | SH | SOLE |
| PEABODY ENERGY CORP          | COM            | 704549104 | 1569    | 50000    | SH | SOLE |
| PEOPLESOFT INC               | COM            | 712713106 | 7132    | 390386   | SH | SOLE |
| PEPCO HOLDINGS INC           | COM            | 713291102 | 5038    | 291525   | SH | SOLE |
| PEPSI BOTTLING GROUP INC     | COM            | 713409100 | 2077    | 100938   | SH | SOLE |
| PEPSI BOTTLING GROUP INC     | COM            | 713409100 | 10448   | 507659   | SH | SOLE |
| PEPSI BOTTLING GROUP INC     | COM            | 713409100 | 1486    | 72200    | SH | SOLE |
| PEPSICO INC                  | COM            | 713448108 | 480741  | 10489664 | SH | SOLE |
| PER-SE TECHNOLOGIES INC      | COM NEW        | 713569309 | 242     | 15175    | SH | SOLE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V101 | 8621    | 405696   | SH | SOLE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 11829   | 515893   | SH | SOLE |
| PFIZER INC                   | COM            | 717081103 | 2007    | 66066    | SH | SOLE |
| PFIZER INC                   | COM            | 717081103 | 1037971 | 34166256 | SH | SOLE |
| PINNACLE WEST CAP CORP       | COM            | 723484101 | 1065    | 30000    | SH | SOLE |
| PINNACOR INC                 | COM            | 723487104 | 3539    | 1538903  | SH | SOLE |
| PIONEER NAT RES CO           | COM            | 723787107 | 6262    | 245965   | SH | SOLE |
| PITNEY BOWES INC             | COM            | 724479100 | 322     | 8402     | SH | SOLE |
| PITNEY BOWES INC             | COM            | 724479100 | 62558   | 1632514  | SH | SOLE |
| PLUG POWER INC               | COM            | 72919P103 | 29070   | 5666666  | SH | SOLE |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 3180    | 125000   | SH | SOLE |
| POLYCOM INC                  | COM            | 73172K104 | 2037    | 122651   | SH | SOLE |
| PRAXAIR INC                  | COM            | 74005P104 | 144427  | 2331352  | SH | SOLE |
| PRENTISS PPTYS TR            | SH BEN INT     | 740706106 | 1032    | 33297    | SH | SOLE |
| PRINCIPAL FINANCIAL GROUP IN | COM            | 74251V102 | 1776    | 57299    | SH | SOLE |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 180976  | 1949747  | SH | SOLE |
| PROGRESS ENERGY INC          | COM            | 743263105 | 343     | 7710     | SH | SOLE |
| PROGRESS ENERGY INC          | COM            | 743263105 | 7921    | 178159   | SH | SOLE |
| PROLOGIS                     | SH BEN INT     | 743410102 | 1074    | 35501    | SH | SOLE |
| PROLOGIS                     | SH BEN INT     | 743410102 | 1541    | 50951    | SH | SOLE |
| PROVIDIAN FINL CORP          | COM            | 74406A102 | 1190    | 100900   | SH | SOLE |
| PROXIM CORP                  | CL A           | 744283102 | 914     | 609000   | SH | SOLE |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 348     | 9324     | SH | SOLE |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 52722   | 1411183  | SH | SOLE |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 1808    | 43047    | SH | SOLE |

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|                              |                |           |        |          |    |      |
|------------------------------|----------------|-----------|--------|----------|----|------|
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 24015  | 571778   | SH | SOLE |
| PUBLIC STORAGE INC           | COM            | 74460D109 | 1093   | 27874    | SH | SOLE |
| PUBLIC STORAGE INC           | COM            | 74460D109 | 3923   | 100000   | SH | SOLE |
| PULTE HOMES INC              | COM            | 745867101 | 1266   | 18618    | SH | SOLE |
| QUALCOMM INC                 | COM            | 747525103 | 8434   | 202390   | SH | SOLE |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100 | 10552  | 174017   | SH | SOLE |
| RF MICRODEVICES INC          | COM            | 749941100 | 2961   | 320500   | SH | SOLE |
| RADIAN GROUP INC             | COM            | 750236101 | 1391   | 31323    | SH | SOLE |
| RADIOLOGIX INC               | COM            | 75040K109 | 1275   | 416677   | SH | SOLE |
| RAYONIER INC                 | COM            | 754907103 | 20710  | 510088   | SH | SOLE |
| RAYTHEON CO                  | COM NEW        | 755111507 | 64433  | 2301165  | SH | SOLE |
| REGAL ENTMT GROUP            | CL A           | 758766109 | 5925   | 318541   | SH | SOLE |
| REGENCY CTRS CORP            | COM            | 758849103 | 449752 | 12204927 | SH | SOLE |
| REGENT COMMUNICATIONS INC DE | COM            | 758865109 | 6710   | 1099998  | SH | SOLE |
| REPUBLIC SVCS INC            | COM            | 760759100 | 16980  | 750000   | SH | SOLE |
| REPUBLIC SVCS INC            | COM            | 760759100 | 1653   | 73000    | SH | SOLE |
| REYNOLDS R J TOB HLDGS INC   | COM            | 76182K105 | 6662   | 168500   | SH | SOLE |
| RITCHIE BROS AUCTIONEERS     | COM            | 767744105 | 1948   | 46989    | SH | SOLE |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 17312  | 685619   | SH | SOLE |
| ROHM & HAAS CO               | COM            | 775371107 | 76189  | 2277689  | SH | SOLE |
| ROUSE CO                     | COM            | 779273101 | 1262   | 30274    | SH | SOLE |
| ROYAL DUTCH PETE CO          | NY REG EUR .56 | 780257804 | 3978   | 90000    | SH | SOLE |
| RYLAND GROUP INC             | COM            | 783764103 | 1732   | 23686    | SH | SOLE |
| SBC COMMUNICATIONS INC       | COM            | 78387G103 | 1662   | 74716    | SH | SOLE |
| SBC COMMUNICATIONS INC       | COM            | 78387G103 | 114232 | 5134000  | SH | SOLE |
| SEI INVESTMENTS CO           | COM            | 784117103 | 4378   | 134500   | SH | SOLE |
| SLM CORP                     | COM            | 78442P106 | 2094   | 53756    | SH | SOLE |
| SLM CORP                     | COM            | 78442P106 | 53927  | 1384165  | SH | SOLE |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 37102  | 371207   | SH | SOLE |
| SAFeway INC                  | COM NEW        | 786514208 | 5778   | 251862   | SH | SOLE |
| ST PAUL COS INC              | COM            | 792860108 | 2962   | 80000    | SH | SOLE |
| SANMINA SCI CORP             | COM            | 800907107 | 3132   | 324232   | SH | SOLE |
| SARA LEE CORP                | COM            | 803111103 | 654    | 35608    | SH | SOLE |
| SARA LEE CORP                | COM            | 803111103 | 44981  | 2449931  | SH | SOLE |
| SATYAM COMPUTER SERVICES LTD | ADR            | 804098101 | 1835   | 142253   | SH | SOLE |
| SCANA CORP NEW               | COM            | 80589M102 | 12793  | 373532   | SH | SOLE |
| SCHEIN HENRY INC             | COM            | 806407102 | 4189   | 73874    | SH | SOLE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 447    | 29329    | SH | SOLE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 581    | 38114    | SH | SOLE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 270050 | 5579549  | SH | SOLE |
| SCHWAB CHARLES CORP NEW      | COM            | 808513105 | 5024   | 421827   | SH | SOLE |
| SCRIPPS E W CO OHIO          | CL A           | 811054204 | 5119   | 60151    | SH | SOLE |
| SEA CONTAINERS LTD           | CL B           | 811371103 | 2198   | 150000   | SH | SOLE |
| SEA CONTAINERS LTD           | CL A           | 811371707 | 5715   | 391198   | SH | SOLE |
| SEALED AIR CORP NEW          | COM            | 81211K100 | 9009   | 190752   | SH | SOLE |
| SEARS ROEBUCK & CO           | COM            | 812387108 | 2447   | 55961    | SH | SOLE |
| SEPRACOR INC                 | COM            | 817315104 | 1712   | 62000    | SH | SOLE |
| SHERWIN WILLIAMS CO          | COM            | 824348106 | 1471   | 50000    | SH | SOLE |
| SIEBEL SYS INC               | COM            | 826170102 | 4431   | 453983   | SH | SOLE |
| SIMON PPTY GROUP INC NEW     | COM            | 828806109 | 6191   | 142057   | SH | SOLE |
| SMITH & NEPHEW PLC           | SPDN ADR NEW   | 83175M205 | 817    | 12269    | SH | SOLE |
| SMITH & NEPHEW PLC           | SPDN ADR NEW   | 83175M205 | 970    | 14561    | SH | SOLE |
| SMTc CORP                    | COM            | 832682108 | 135    | 192901   | SH | SOLE |
| SNAP ON INC                  | COM            | 833034101 | 547    | 19792    | SH | SOLE |
| SOUTHERN CO                  | COM            | 842587107 | 11287  | 384563   | SH | SOLE |
| SOUTHTRUST CORP              | COM            | 844730101 | 5872   | 200000   | SH | SOLE |
| SOUTHWEST AIRLS CO           | COM            | 844741108 | 1713   | 96798    | SH | SOLE |
| SPRINT CORP                  | PCS COM SER 1  | 852061506 | 2880   | 502560   | SH | SOLE |
| STANCORP FINL GROUP INC      | COM            | 852891100 | 1169   | 20344    | SH | SOLE |
| STANLEY WKS                  | COM            | 854616109 | 851    | 28811    | SH | SOLE |
| STARWOOD HOTELS&RESORTS WRLD | PAIRED CTF     | 85590A203 | 1133   | 32545    | SH | SOLE |
| STATE STR CORP               | COM            | 857477103 | 2339   | 51969    | SH | SOLE |

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|                               |                 |           |        |          |     |      |
|-------------------------------|-----------------|-----------|--------|----------|-----|------|
| STATE STR CORP                | COM             | 857477103 | 340379 | 7563983  | SH  | SOLE |
| STEEL DYNAMICS INC            | COM             | 858119100 | 6634   | 436150   | SH  | SOLE |
| STEEL DYNAMICS INC            | COM             | 858119100 | 7172   | 471500   | SH  | SOLE |
| STERICYCLE INC                | COM             | 858912108 | 4678   | 99000    | SH  | SOLE |
| STET HELLAS COMMUNICATIONS S  | ADR             | 859823106 | 139    | 12396    | SH  | SOLE |
| STORA ENSO CORP               | SPON ADR REP R  | 86210M106 | 767    | 62625    | SH  | SOLE |
| STORAGE TECHNOLOGY CORP       | COM PAR \$0.10  | 862111200 | 1207   | 50000    | SH  | SOLE |
| STRYKER CORP                  | COM             | 863667101 | 2244   | 29794    | SH  | SOLE |
| SUN INC                       | SDCV 6.750% 6/1 | 866762AG2 | 515    | 500000   | PRN | SOLE |
| SUN MICROSYSTEMS INC          | COM             | 866810104 | 3717   | 1123090  | SH  | SOLE |
| SUNGARD DATA SYS INC          | COM             | 867363103 | 7611   | 289295   | SH  | SOLE |
| SUNTRUST BKS INC              | COM             | 867914103 | 22383  | 370770   | SH  | SOLE |
| SYMANTEC CORP                 | COM             | 871503108 | 5194   | 82196    | SH  | SOLE |
| SYNOPSIS INC                  | COM             | 871607107 | 4204   | 136000   | SH  | SOLE |
| SYSCO CORP                    | COM             | 871829107 | 2299   | 70281    | SH  | SOLE |
| SYSCO CORP                    | COM             | 871829107 | 72468  | 2215466  | SH  | SOLE |
| TCF FINL CORP                 | COM             | 872275102 | 527    | 11000    | SH  | SOLE |
| TECO ENERGY INC               | COM             | 872375100 | 2073   | 150000   | SH  | SOLE |
| TXU CORP                      | COM             | 873168108 | 4999   | 212190   | SH  | SOLE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR   | 874039100 | 180    | 16659    | SH  | SOLE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR   | 874039100 | 50143  | 4629974  | SH  | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM             | 874054109 | 867    | 25376    | SH  | SOLE |
| TARGET CORP                   | COM             | 87612E106 | 415714 | 11047414 | SH  | SOLE |
| TELE NORTE LESTE PART S A     | SPON ADR PFD    | 879246106 | 823    | 59039    | SH  | SOLE |
| TELEFONICA S A                | SPONSORED ADR   | 879382208 | 79     | 2242     | SH  | SOLE |
| TELEFONICA S A                | SPONSORED ADR   | 879382208 | 5061   | 142777   | SH  | SOLE |
| TELEFONOS DE MEXICO S A       | SPON ADR ORD L  | 879403780 | 10502  | 343766   | SH  | SOLE |
| TELEPHONE & DATA SYS INC      | COM             | 879433100 | 667    | 11791    | SH  | SOLE |
| TELEPHONE & DATA SYS INC      | COM             | 879433100 | 5973   | 105647   | SH  | SOLE |
| TELESP CELULAR PART S A       | SPON ADR PFD    | 87952L108 | 326    | 70000    | SH  | SOLE |
| TENARIS S A                   | SPONSORED ADR   | 88031M109 | 351    | 13349    | SH  | SOLE |
| TENET HEALTHCARE CORP         | COM             | 88033G100 | 5068   | 350000   | SH  | SOLE |
| TEVA PHARMACEUTICAL INDS LTD  | ADR             | 881624209 | 65     | 1128     | SH  | SOLE |
| TEVA PHARMACEUTICAL INDS LTD  | ADR             | 881624209 | 115062 | 2011565  | SH  | SOLE |
| TEXAS INSTRS INC              | COM             | 882508104 | 42999  | 1885908  | SH  | SOLE |
| TEXTRON INC                   | COM             | 883203101 | 1881   | 47689    | SH  | SOLE |
| TEXTRON INC                   | COM             | 883203101 | 7937   | 201188   | SH  | SOLE |
| THERMO ELECTRON CORP          | COM             | 883556102 | 17749  | 817906   | SH  | SOLE |
| 3COM CORP                     | COM             | 885535104 | 2352   | 398000   | SH  | SOLE |
| 3M CO                         | COM             | 88579Y101 | 118313 | 1712939  | SH  | SOLE |
| TIDEWATER INC                 | COM             | 886423102 | 608    | 21496    | SH  | SOLE |
| TIVO INC                      | COM             | 888706108 | 7510   | 1013513  | SH  | SOLE |
| TORCHMARK CORP                | COM             | 891027104 | 8642   | 212643   | SH  | SOLE |
| TOTAL S A                     | SPONSORED ADR   | 89151E109 | 1593   | 21020    | SH  | SOLE |
| TRAVELERS PPTY CAS CORP NEW   | CL B            | 89420G406 | 43634  | 2747741  | SH  | SOLE |
| TRIBUNE CO NEW                | COM             | 896047107 | 33006  | 719089   | SH  | SOLE |
| TUPPERWARE CORP               | COM             | 899896104 | 275    | 20533    | SH  | SOLE |
| TYCO INTL LTD NEW             | COM             | 902124106 | 18888  | 924501   | SH  | SOLE |
| TYSON FOODS INC               | CL A            | 902494103 | 10632  | 752435   | SH  | SOLE |
| UIL HLDG CORP                 | COM             | 902748102 | 1067   | 30484    | SH  | SOLE |
| US BANCORP DEL                | COM NEW         | 902973304 | 165415 | 6895172  | SH  | SOLE |
| UNION PAC CORP                | COM             | 907818108 | 118048 | 2029355  | SH  | SOLE |
| UNION PLANTERS CORP           | COM             | 908068109 | 423    | 13368    | SH  | SOLE |
| UNISYS CORP                   | COM             | 909214108 | 89259  | 6597112  | SH  | SOLE |
| UNITED DEFENSE INDS INC       | COM             | 91018B104 | 9350   | 329349   | SH  | SOLE |
| UNITED PARCEL SERVICE INC     | CL B            | 911312106 | 18161  | 284656   | SH  | SOLE |
| UNITED TECHNOLOGIES CORP      | COM             | 913017109 | 411687 | 5327213  | SH  | SOLE |
| UNITEDGLOBALCOM               | CL A            | 913247508 | 3050   | 499120   | SH  | SOLE |
| UNITEDHEALTH GROUP INC        | COM             | 91324P102 | 2166   | 43051    | SH  | SOLE |
| UNITEDHEALTH GROUP INC        | COM             | 91324P102 | 78849  | 1566955  | SH  | SOLE |
| UNITEDHEALTH GROUP INC        | COM             | 91324P102 | 2566   | 51000    | SH  | SOLE |
| UNIVISION COMMUNICATIONS INC  | CL A            | 914906102 | 2139   | 67000    | SH  | SOLE |

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|------------------------------|---------------|-----------|--------|----------|----|------|
| V F CORP                     | COM           | 918204108 | 325    | 8352     | SH | SOLE |
| VALERO ENERGY CORP NEW       | COM           | 91913Y100 | 5379   | 140559   | SH | SOLE |
| VALUEVISION MEDIA INC        | CL A          | 92047K107 | 73034  | 4604932  | SH | SOLE |
| VALUEVISION MEDIA INC        | CL A          | 92047K107 | 96262  | 6069486  | SH | SOLE |
| VAN KAMPEN SENIOR INCOME TR  | COM           | 920961109 | 53525  | 6741200  | SH | SOLE |
| VASOGEN INC                  | COM           | 92232F103 | 3083   | 555556   | SH | SOLE |
| VASTERA INC                  | COM           | 92239N109 | 262    | 51046    | SH | SOLE |
| VERITAS SOFTWARE CO          | COM           | 923436109 | 3310   | 105010   | SH | SOLE |
| VERIZON COMMUNICATIONS       | COM           | 92343V104 | 232243 | 7159153  | SH | SOLE |
| VERIZON COMMUNICATIONS       | COM           | 92343V104 | 1025   | 31600    | SH | SOLE |
| VIACOM INC                   | CL B          | 925524308 | 1391   | 36321    | SH | SOLE |
| VIACOM INC                   | CL B          | 925524308 | 293545 | 7664350  | SH | SOLE |
| VIAD CORP                    | COM           | 92552R109 | 17919  | 750377   | SH | SOLE |
| VISHAY INTERTECHNOLOGY INC   | COM           | 928298108 | 2396   | 136786   | SH | SOLE |
| VIVENDI UNIVERSAL            | SPON ADR NEW  | 92851S204 | 572    | 32213    | SH | SOLE |
| VODAFONE GROUP PLC NEW       | SPONSORED ADR | 92857W100 | 1729   | 85380    | SH | SOLE |
| VODAFONE GROUP PLC NEW       | SPONSORED ADR | 92857W100 | 378432 | 18688020 | SH | SOLE |
| VORNADO RLTY TR              | SH BEN INT    | 929042109 | 1081   | 22503    | SH | SOLE |
| VORNADO RLTY TR              | SH BEN INT    | 929042109 | 3603   | 75000    | SH | SOLE |
| WACHOVIA CORP 2ND NEW        | COM           | 929903102 | 1582   | 38403    | SH | SOLE |
| WACHOVIA CORP 2ND NEW        | COM           | 929903102 | 253077 | 6144133  | SH | SOLE |
| WADDELL & REED FINL INC      | CL A          | 930059100 | 14824  | 628933   | SH | SOLE |
| WAL MART STORES INC          | COM           | 931142103 | 2129   | 38124    | SH | SOLE |
| WAL MART STORES INC          | COM           | 931142103 | 463483 | 8298714  | SH | SOLE |
| WALGREEN CO                  | COM           | 931422109 | 5532   | 180555   | SH | SOLE |
| WARNACO GROUP INC            | CL A NEW      | 934390402 | 61342  | 3939786  | SH | SOLE |
| WASHINGTON MUT INC           | COM           | 939322103 | 2417   | 61380    | SH | SOLE |
| WASHINGTON MUT INC           | COM           | 939322103 | 22138  | 562308   | SH | SOLE |
| WASHINGTON MUT INC           | COM           | 939322103 | 2343   | 59500    | SH | SOLE |
| WASTE MGMT INC DEL           | COM           | 94106L109 | 123859 | 4732877  | SH | SOLE |
| WATERS CORP                  | COM           | 941848103 | 3836   | 139854   | SH | SOLE |
| WATSON PHARMACEUTICALS INC   | COM           | 942683103 | 7034   | 168725   | SH | SOLE |
| WEBMD CORP                   | COM           | 94769M105 | 11560  | 1291660  | SH | SOLE |
| WEIGHT WATCHERS INTL INC NEW | COM           | 948626106 | 3869   | 93000    | SH | SOLE |
| WELLPOINT HEALTH NETWORK NEW | COM           | 94973H108 | 1742   | 22600    | SH | SOLE |
| WELLS FARGO & CO NEW         | COM           | 949746101 | 205431 | 3988949  | SH | SOLE |
| WESTWOOD ONE INC             | COM           | 961815107 | 5766   | 191004   | SH | SOLE |
| WEYERHAEUSER CO              | COM           | 962166104 | 85079  | 1455591  | SH | SOLE |
| WHIRLPOOL CORP               | COM           | 963320106 | 726    | 10708    | SH | SOLE |
| WHIRLPOOL CORP               | COM           | 963320106 | 1432   | 21131    | SH | SOLE |
| WILLIAMS SONOMA INC          | COM           | 969904101 | 3588   | 133000   | SH | SOLE |
| WIMM BILL DANN FOODS OJSC    | SPONSORED ADR | 97263M109 | 763    | 39700    | SH | SOLE |
| WISCONSIN ENERGY CORP        | COM           | 976657106 | 8407   | 275000   | SH | SOLE |
| WYETH                        | COM           | 983024100 | 558539 | 12115809 | SH | SOLE |
| XILINX INC                   | COM           | 983919101 | 5375   | 189046   | SH | SOLE |
| YAHOO INC                    | COM           | 984332106 | 60190  | 1700761  | SH | SOLE |
| ZIMMER HLDGS INC             | COM           | 98956P102 | 13352  | 242316   | SH | SOLE |
| ZIONS BANCORPORATION         | COM           | 989701107 | 15027  | 268393   | SH | SOLE |