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GENERAL ELECTRIC CO  
Form 13F-HR  
May 12, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2004

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 | May 12, 2004 |
| -----               | -----         | ----- | -----        |
| (Signature)         | (City, State) | (Zip) | (Date)       |

Pursuant to rule 13f-1(c), promulgated under the Securities Exchange Act of 1934, Form 13F filers may rely on the current Official List of 13(f) Securities (the "13F List"), published by the Securities and Exchange Commission, in determining whether they need to report any particular holding. Orchid BioSciences, Inc. implemented a 1-for-5 reverse stock split on the last trading day of first quarter 2004, resulting in a change to its CUSIP number on that day. The 13F List does not reflect this new CUSIP number. As such, General Electric Company is reporting its holdings in Orchid BioSciences, Inc. securities using the pre-reverse split CUSIP and the number of shares and closing price as of March 30, 2004.

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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- [ ] 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

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 698

Form 13F Information Table Value Total: \$38,062,120  
(thousands)

List of Other Included Managers:

| No. | Form 13F File Number | Name                                |
|-----|----------------------|-------------------------------------|
| 01  | 028-05827            | GE Asset Management                 |
| 02  | 028-06513            | GE Capital Equity Investments, Inc. |
| 03  | 028-06519            | National Broadcasting Company, Inc. |

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 | 13507           | 316624          | SH      |           | DEF           |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 4923            | 116943          | SH      |           | DEF           |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 24442           | 580560          | SH      |           | DEF           |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 109406          | 3702413         | SH      |           | DEF           |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 109406          | 3702413         | SH      |           | DEF           |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111 | 1595            | 64301           | SH      |           | DEF           |
| EVEREST RE GROUP LTD         | COM            | G3223R108 | 3065            | 35874           | SH      |           | S             |
| EVEREST RE GROUP LTD         | COM            | G3223R108 | 15208           | 178000          | SH      |           | DEF           |
| FRESH DEL MONTE PRODUCE INC  | ORD            | G36738105 | 2416            | 93803           | SH      |           | S             |
| GLOBALSANTAFE CORP           | SHS            | G3930E101 | 4737            | 170590          | SH      |           | DEF           |
| INGERSOLL-RAND COMPANY LTD   | CL A           | G4776G101 | 3352            | 49547           | SH      |           | DEF           |
| MONTPELIER RE HOLDINGS LTD   | SHS            | G62185106 | 233             | 6244            | SH      |           | DEF           |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103 | 98913           | 2162037         | SH      |           | DEF           |
| NOBLE CORPORATION            | SHS            | G65422100 | 2377            | 61859           | SH      |           | DEF           |
| RENAISSANCE RE HLDGS LTD     | COM            | G7496G103 | 3614            | 69500           | SH      |           | DEF           |
| GOLAR LNG LTD BERMUDA        | SHS            | G9456A100 | 303             | 20054           | SH      |           | S             |
| WEATHERFORD INTERNATIONAL LT | COM            | G95089101 | 9036            | 215000          | SH      |           | DEF           |
| ALCON INC                    | COM SHS        | H01301102 | 8546            | 135000          | SH      |           | DEF           |
| SBS BROADCASTING SA          | ORD            | L8137F102 | 6288            | 175585          | SH      |           | DEF           |
| BACKWEB TECHNOLOGIES LTD     | ORD            | M15633106 | 1185            | 1316304         | SH      |           | DEF           |
| CHECK POINT SOFTWARE TECH LT | ORD            | M22465104 | 440             | 19328           | SH      |           | DEF           |
| ORBOTECH LTD                 | ORD            | M75253100 | 310             | 12880           | SH      |           | DEF           |
| ASML HLDG NV                 | N Y SHS        | N07059111 | 394             | 21520           | SH      |           | S             |

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|                              |                |           |         |          |    |     |
|------------------------------|----------------|-----------|---------|----------|----|-----|
| CNH GLOBAL N V               | SHS NEW        | N20935206 | 385     | 20560    | SH | S   |
| AFLAC INC                    | COM            | 001055102 | 188361  | 4692604  | SH | DEF |
| AGCO CORP                    | COM            | 001084102 | 7041    | 340000   | SH | DEF |
| AES CORP                     | COM            | 00130H105 | 1683    | 197307   | SH | DEF |
| AMB PROPERTY CORP            | COM            | 00163T109 | 1380    | 37120    | SH | S   |
| AMR CORP                     | COM            | 001765106 | 176     | 13856    | SH | DEF |
| AT&T CORP                    | COM NEW        | 001957505 | 40996   | 2094831  | SH | DEF |
| AT&T WIRELESS SVCS INC       | COM            | 00209A106 | 8496    | 624263   | SH | DEF |
| ABBOTT LABS                  | COM            | 002824100 | 345289  | 8401203  | SH | DEF |
| ADOBE SYS INC                | COM            | 00724F101 | 3761    | 95712    | SH | DEF |
| ADVANCED FIBRE COMMUNICATION | COM            | 00754A105 | 17203   | 778777   | SH | DEF |
| ADVANCIS PHARMACEUTICALS COR | COM            | 00764L109 | 176     | 19259    | SH | S   |
| ADVANCED MICRO DEVICES INC   | COM            | 007903107 | 1948    | 120000   | SH | DEF |
| AEGON N V                    | ORD AMER REG   | 007924103 | 371     | 28903    | SH | S   |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100 | 13423   | 258625   | SH | DEF |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 2135    | 39123    | SH | S   |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 6140    | 112500   | SH | DEF |
| AFTERMARKET TECHNOLOGY CORP  | COM            | 008318107 | 20524   | 1397165  | SH | DEF |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 4604    | 145573   | SH | DEF |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 5631    | 112351   | SH | DEF |
| ALCAN INC                    | COM            | 013716105 | 474     | 10575    | SH | S   |
| ALCAN INC                    | COM            | 013716105 | 896     | 20000    | SH | DEF |
| ALCOA INC                    | COM            | 013817101 | 87578   | 2524602  | SH | DEF |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 13639   | 55151    | SH | DEF |
| ALLETE INC                   | COM            | 018522102 | 7018    | 200000   | SH | DEF |
| ALLIED DOMECQ PLC            | SPON ADR NEW   | 019121201 | 363     | 10770    | SH | S   |
| ALLSTATE CORP                | COM            | 020002101 | 4051    | 89112    | SH | S   |
| ALLSTATE CORP                | COM            | 020002101 | 178465  | 3925765  | SH | DEF |
| ALLTEL CORP                  | COM            | 020039103 | 998     | 20000    | SH | DEF |
| ALTRIA GROUP INC             | COM            | 02209S103 | 1410    | 25896    | SH | S   |
| ALTRIA GROUP INC             | COM            | 02209S103 | 62595   | 1149590  | SH | DEF |
| AMBAC FINL GROUP INC         | COM            | 023139108 | 5467    | 74101    | SH | DEF |
| AMBASSADORS GROUP INC        | COM            | 023177108 | 4950    | 200000   | SH | DEF |
| AMBASSADORS INTL INC         | COM            | 023178106 | 2622    | 200000   | SH | DEF |
| AMEREN CORP                  | COM            | 023608102 | 1422    | 30848    | SH | S   |
| AMEREN CORP                  | COM            | 023608102 | 4218    | 91518    | SH | DEF |
| AMERICA MOVIL S A DE C V     | SPON ADR L SHS | 02364W105 | 722     | 18681    | SH | S   |
| AMERICA MOVIL S A DE C V     | SPON ADR L SHS | 02364W105 | 60318   | 1560620  | SH | DEF |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 11742   | 356675   | SH | DEF |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 334314  | 6447715  | SH | DEF |
| AMERICAN GREETINGS CORP      | CL A           | 026375105 | 558     | 24494    | SH | DEF |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 4997    | 70040    | SH | S   |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 1012580 | 14191724 | SH | DEF |
| AMERISOURCEBERGEN CORP       | COM            | 03073E105 | 13998   | 256000   | SH | DEF |
| AMGEN INC                    | COM            | 031162100 | 137933  | 2372028  | SH | DEF |
| AMKOR TECHNOLOGY INC         | COM            | 031652100 | 6692    | 457450   | SH | DEF |
| AMVESCAP PLC                 | SPONSORED ADR  | 03235E100 | 419     | 27674    | SH | S   |
| ANALOG DEVICES INC           | COM            | 032654105 | 248382  | 5173537  | SH | DEF |
| ANHEUSER BUSCH COS INC       | COM            | 035229103 | 156028  | 3059371  | SH | DEF |
| ANSYS INC                    | COM            | 03662Q105 | 2296    | 57771    | SH | S   |
| ANTEON INTL CORP             | COM            | 03674E108 | 1988    | 68821    | SH | S   |
| ANTHRACITE CAP INC           | COM            | 037023108 | 230     | 18040    | SH | S   |
| APARTMENT INVT & MGMT CO     | CL A           | 03748R101 | 7773    | 250000   | SH | DEF |
| APPLIED MATLS INC            | COM            | 038222105 | 209457  | 9819823  | SH | DEF |
| ARACRUZ CELULOSE S A         | SPON ADR PFD B | 038496204 | 65421   | 1710355  | SH | DEF |
| ARCH COAL INC                | COM            | 039380100 | 1570    | 50000    | SH | DEF |
| ARCHSTONE SMITH TR           | COM            | 039583109 | 1494    | 50611    | SH | S   |
| ARGONAUT TECHNOLOGIES INC    | COM            | 040175101 | 108     | 78455    | SH | S   |
| ARROW ELECTRS INC            | COM            | 042735100 | 4791    | 188194   | SH | DEF |
| ASTORIA FINL CORP            | COM            | 046265104 | 3803    | 100000   | SH | DEF |
| ASTRAZENECA PLC              | SPONSORED ADR  | 046353108 | 339     | 7250     | SH | S   |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 4079    | 97129    | SH | S   |

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|                              |                |           |        |         |    |     |
|------------------------------|----------------|-----------|--------|---------|----|-----|
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 151240 | 3600951 | SH | DEF |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 2422   | 45197   | SH | S   |
| AVAYA INC                    | COM            | 053499109 | 4826   | 303892  | SH | DEF |
| AVENTIS                      | SPONSORED ADR  | 053561106 | 379    | 4922    | SH | S   |
| AVERY DENNISON CORP          | COM            | 053611109 | 27691  | 445118  | SH | DEF |
| AVON PRODS INC               | COM            | 054303102 | 13271  | 174916  | SH | DEF |
| AXA                          | SPONSORED ADR  | 054536107 | 4493   | 214057  | SH | S   |
| BJ SVCS CO                   | COM            | 055482103 | 5253   | 121409  | SH | DEF |
| BP PLC                       | SPONSORED ADR  | 055622104 | 30093  | 587755  | SH | DEF |
| BMC SOFTWARE INC             | COM            | 055921100 | 83280  | 4259870 | SH | DEF |
| BAKER HUGHES INC             | COM            | 057224107 | 55174  | 1512433 | SH | DEF |
| BANCO ITAU HLDG FINANCIERA S | SP ADR 500 PFD | 059602201 | 468    | 10000   | SH | S   |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 6271   | 77440   | SH | S   |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 399226 | 4929935 | SH | DEF |
| BANK NEW YORK INC            | COM            | 064057102 | 15783  | 501035  | SH | DEF |
| BANK ONE CORP                | COM            | 06423A103 | 103712 | 1902276 | SH | DEF |
| BANKNORTH GROUP INC NEW      | COM            | 06646R107 | 23871  | 701268  | SH | DEF |
| BARRICK GOLD CORP            | COM            | 067901108 | 61040  | 2566845 | SH | DEF |
| BARR PHARMACEUTICALS INC     | COM            | 068306109 | 8331   | 181500  | SH | DEF |
| BEAR STEARNS COS INC         | COM            | 073902108 | 4194   | 47835   | SH | S   |
| BEAR STEARNS COS INC         | COM            | 073902108 | 5085   | 58000   | SH | DEF |
| BED BATH & BEYOND INC        | COM            | 075896100 | 4058   | 96851   | SH | S   |
| BED BATH & BEYOND INC        | COM            | 075896100 | 19409  | 463214  | SH | DEF |
| BELLSOUTH CORP               | COM            | 079860102 | 3675   | 132706  | SH | S   |
| BELLSOUTH CORP               | COM            | 079860102 | 14635  | 528546  | SH | DEF |
| BERKSHIRE HATHAWAY INC DEL   | CL B           | 084670207 | 121031 | 38904   | SH | DEF |
| BEST BUY INC                 | COM            | 086516101 | 10531  | 203612  | SH | DEF |
| BHP BILLITON LTD             | SPONSORED ADR  | 088606108 | 4280   | 227877  | SH | S   |
| BIOGEN IDEC INC              | COM            | 09062X103 | 14258  | 256441  | SH | DEF |
| BLACK & DECKER CORP          | COM            | 091797100 | 1529   | 26861   | SH | DEF |
| BLACKROCK INC                | CL A           | 09247X101 | 35472  | 579898  | SH | DEF |
| BLOCK H & R INC              | COM            | 093671105 | 2960   | 58013   | SH | DEF |
| BOEING CO                    | COM            | 097023105 | 6290   | 153148  | SH | DEF |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 2942   | 54176   | SH | S   |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 4073   | 75000   | SH | DEF |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107 | 16018  | 377962  | SH | DEF |
| BOWATER INC                  | COM            | 102183100 | 5236   | 120000  | SH | DEF |
| BRASIL TELECOM PARTICIPACOES | SPON ADR PFD   | 105530109 | 5776   | 169138  | SH | DEF |
| BRINKER INTL INC             | COM            | 109641100 | 3522   | 92850   | SH | DEF |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 1170   | 48307   | SH | S   |
| BROOKFIELD PPTYS CORP        | COM            | 112900105 | 1771   | 56917   | SH | S   |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 93097  | 2955455 | SH | DEF |
| BURLINGTON RES INC           | COM            | 122014103 | 237914 | 3739016 | SH | DEF |
| C D W CORP                   | COM            | 12512N105 | 8789   | 129989  | SH | DEF |
| CIGNA CORP                   | COM            | 125509109 | 17823  | 301985  | SH | DEF |
| CVS CORP                     | COM            | 126650100 | 3818   | 108150  | SH | DEF |
| CABOT CORP                   | COM            | 127055101 | 5523   | 168397  | SH | DEF |
| CADBURY SCHWEPPEES PLC       | ADR            | 127209302 | 362    | 11264   | SH | S   |
| CAMDEN PPTY TR               | SH BEN INT     | 133131102 | 1435   | 31929   | SH | S   |
| CANON INC                    | ADR            | 138006309 | 4501   | 86883   | SH | S   |
| CAPITAL ONE FINL CORP        | COM            | 14040H105 | 12114  | 160603  | SH | DEF |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 4543   | 65939   | SH | S   |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 543098 | 7882409 | SH | DEF |
| CAREMARK RX INC              | COM            | 141705103 | 14372  | 432245  | SH | DEF |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 383925 | 8548760 | SH | DEF |
| CATALINA MARKETING CORP      | COM            | 148867104 | 32311  | 1666398 | SH | DEF |
| CATALYTICA ENERGY SYS INC    | COM            | 148884109 | 654    | 183120  | SH | DEF |
| CATELLUS DEV CORP NEW        | COM            | 149113102 | 2881   | 110761  | SH | S   |
| CATERPILLAR INC DEL          | COM            | 149123101 | 29661  | 375118  | SH | DEF |
| CEMEX S A                    | SPON ADR 5 ORD | 151290889 | 546    | 18295   | SH | S   |
| CENDANT CORP                 | COM            | 151313103 | 9876   | 404910  | SH | DEF |
| CENTEX CORP                  | COM            | 152312104 | 1907   | 35282   | SH | DEF |

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|                              |                |           |         |          |    |     |
|------------------------------|----------------|-----------|---------|----------|----|-----|
| CERTEGY INC                  | COM            | 156880106 | 213794  | 6104904  | SH | DEF |
| CHEESECAKE FACTORY INC       | COM            | 163072101 | 2366    | 51316    | SH | DEF |
| CHELSEA PPTY GROUP INC       | COM            | 163421100 | 1439    | 22866    | SH | S   |
| CHEVRONTEXACO CORP           | COM            | 166764100 | 6265    | 71374    | SH | S   |
| CHEVRONTEXACO CORP           | COM            | 166764100 | 42039   | 478912   | SH | DEF |
| CHIRON CORP                  | COM            | 170040109 | 1901    | 43197    | SH | DEF |
| CHOICEPOINT INC              | COM            | 170388102 | 4183    | 110000   | SH | DEF |
| CHUBB CORP                   | COM            | 171232101 | 25137   | 361482   | SH | DEF |
| CINCINNATI BELL INC NEW      | COM            | 171871106 | 1565    | 384615   | SH | DEF |
| CINERGY CORP                 | COM            | 172474108 | 2453    | 60000    | SH | DEF |
| CISCO SYS INC                | COM            | 17275R102 | 3832    | 162592   | SH | S   |
| CISCO SYS INC                | COM            | 17275R102 | 34      | 1425     | SH | DEF |
| CISCO SYS INC                | COM            | 17275R102 | 556877  | 23626523 | SH | DEF |
| CINTAS CORP                  | COM            | 172908105 | 3231    | 74303    | SH | DEF |
| CITIGROUP INC                | COM            | 172967101 | 4996    | 96640    | SH | S   |
| CITIGROUP INC                | COM            | 172967101 | 1346078 | 26036326 | SH | DEF |
| CITY NATL CORP               | COM            | 178566105 | 9464    | 158000   | SH | DEF |
| CLEAR CHANNEL COMMUNICATIONS | COM            | 184502102 | 11255   | 265769   | SH | DEF |
| CLOROX CO DEL                | COM            | 189054109 | 248086  | 5072296  | SH | DEF |
| COCA COLA CO                 | COM            | 191216100 | 33397   | 663958   | SH | DEF |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 321557  | 5835884  | SH | DEF |
| COMCAST CORP NEW             | CL A           | 20030N101 | 44700   | 1554230  | SH | DEF |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 476055  | 17093530 | SH | DEF |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR  | 20440W105 | 830     | 12173    | SH | DEF |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 56198   | 1199532  | SH | DEF |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 103827  | 1891198  | SH | DEF |
| COMPANHIA PARANAENSE ENERG C | SPON ADR PFD   | 20441B407 | 72      | 18692    | SH | DEF |
| COMPANHIA DE BEBIDAS DAS AME | SPON ADR PFD   | 20441W203 | 679     | 33934    | SH | DEF |
| COMPUTER SCIENCES CORP       | COM            | 205363104 | 5911    | 146570   | SH | DEF |
| COMVERSE TECHNOLOGY INC      | COM PAR \$0.10 | 205862402 | 5351    | 295000   | SH | DEF |
| CONAGRA FOODS INC            | COM            | 205887102 | 2743    | 101823   | SH | DEF |
| CONEXANT SYSTEMS INC         | COM            | 207142100 | 161     | 26301    | SH | DEF |
| CONEXANT SYSTEMS INC         | COM            | 207142100 | 3       | 524      | SH | DEF |
| CONOCOPHILLIPS               | COM            | 20825C104 | 4037    | 57830    | SH | S   |
| CONOCOPHILLIPS               | COM            | 20825C104 | 266738  | 3820913  | SH | DEF |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 4213    | 95539    | SH | DEF |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 3921    | 98159    | SH | DEF |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 167     | 13314    | SH | S   |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 44      | 3530     | SH | DEF |
| CORINTHIAN COLLEGES INC      | COM            | 218868107 | 4357    | 132000   | SH | DEF |
| CORIXA CORP                  | COM            | 21887F100 | 2963    | 462942   | SH | S   |
| CORNING INC                  | COM            | 219350105 | 6181    | 552886   | SH | DEF |
| CORPORATE EXECUTIVE BRD CO   | COM            | 21988R102 | 3572    | 76000    | SH | DEF |
| CORVIS CORP                  | COM            | 221009103 | 72      | 37448    | SH | S   |
| CORVIS CORP                  | COM            | 221009103 | 14      | 7315     | SH | DEF |
| COSTCO WHSL CORP NEW         | COM            | 22160K105 | 35341   | 939665   | SH | DEF |
| COVENTRY HEALTH CARE INC     | COM            | 222862104 | 2883    | 68109    | SH | S   |
| COX COMMUNICATIONS INC NEW   | CL A           | 224044107 | 6162    | 195000   | SH | DEF |
| CREDIT SUISSE GROUP          | SPONSORED ADR  | 225401108 | 2967    | 85271    | SH | S   |
| CREE INC                     | COM            | 225447101 | 22230   | 1000000  | SH | DEF |
| CULLEN FROST BANKERS INC     | COM            | 229899109 | 1497    | 35000    | SH | DEF |
| CUMULUS MEDIA INC            | CL A           | 231082108 | 5172    | 258728   | SH | S   |
| CYTYC CORP                   | COM            | 232946103 | 47      | 2092     | SH | S   |
| CYTYC CORP                   | COM            | 232946103 | 268     | 12041    | SH | DEF |
| DST SYS INC DEL              | COM            | 233326107 | 4490    | 99000    | SH | DEF |
| DTE ENERGY CO                | COM            | 233331107 | 12241   | 297463   | SH | DEF |
| DANAHER CORP DEL             | COM            | 235851102 | 4200    | 44977    | SH | S   |
| DANAHER CORP DEL             | COM            | 235851102 | 87217   | 934104   | SH | DEF |
| DARDEN RESTAURANTS INC       | COM            | 237194105 | 2287    | 92257    | SH | DEF |
| DEERE & CO                   | COM            | 244199105 | 228625  | 3298582  | SH | DEF |
| DELL INC                     | COM            | 24702R101 | 3927    | 116792   | SH | S   |
| DELL INC                     | COM            | 24702R101 | 411479  | 12239113 | SH | DEF |

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|                              |                |           |        |          |    |     |
|------------------------------|----------------|-----------|--------|----------|----|-----|
| DELPHI CORP                  | COM            | 247126105 | 3984   | 400000   | SH | DEF |
| DELUXE CORP                  | COM            | 248019101 | 1345   | 33539    | SH | S   |
| DENTSPLY INTL INC NEW        | COM            | 249030107 | 170442 | 3844855  | SH | DEF |
| DEUTSCHE TELEKOM AG          | SPONSORED ADR  | 251566105 | 322    | 17861    | SH | S   |
| DEVELOPERS DIVERSIFIED RLTY  | COM            | 251591103 | 1491   | 36902    | SH | S   |
| DEVON ENERGY CORP NEW        | COM            | 25179M103 | 64336  | 1106386  | SH | DEF |
| DIGITAL GENERATION SYS INC   | COM            | 253921100 | 1410   | 933520   | SH | S   |
| DISNEY WALT CO               | COM DISNEY     | 254687106 | 33000  | 1320521  | SH | DEF |
| DR REDDYS LABS LTD           | ADR            | 256135203 | 27208  | 1136050  | SH | DEF |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 189781 | 2951496  | SH | DEF |
| DONNELLEY R R & SONS CO      | COM            | 257867101 | 1390   | 45954    | SH | S   |
| DORAL FINL CORP              | COM            | 25811P100 | 3509   | 99678    | SH | S   |
| DOVER CORP                   | COM            | 260003108 | 344631 | 8889116  | SH | DEF |
| DOW CHEM CO                  | COM            | 260543103 | 28571  | 709301   | SH | DEF |
| DREYERS GRAND ICE CREAM HL I | COM A CALL PUT | 261877104 | 388    | 4900     | SH | DEF |
| DU PONT E I DE NEMOURS & CO  | COM            | 263534109 | 36541  | 865482   | SH | DEF |
| DUKE ENERGY CORP             | COM            | 264399106 | 8626   | 381694   | SH | DEF |
| ECI TELECOM LTD              | ORD            | 268258100 | 553    | 92738    | SH | DEF |
| E M C CORP MASS              | COM            | 268648102 | 52482  | 3856117  | SH | DEF |
| ENSCO INTL INC               | COM            | 26874Q100 | 6000   | 213000   | SH | DEF |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 2240   | 22187    | SH | S   |
| E ON AG                      | SPONSORED ADR  | 268780103 | 2374   | 35959    | SH | S   |
| EASTMAN CHEM CO              | COM            | 277432100 | 1476   | 34592    | SH | S   |
| EATON CORP                   | COM            | 278058102 | 67661  | 1204147  | SH | DEF |
| EBAY INC                     | COM            | 278642103 | 4265   | 61568    | SH | S   |
| EBAY INC                     | COM            | 278642103 | 56658  | 817811   | SH | DEF |
| ECOLAB INC                   | COM            | 278865100 | 1764   | 61832    | SH | DEF |
| EDWARDS AG INC               | COM            | 281760108 | 4303   | 110000   | SH | DEF |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 3608   | 67132    | SH | DEF |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 3202   | 165503   | SH | S   |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR PFD SHS | 29081M102 | 146175 | 4553748  | SH | DEF |
| EMCORE CORP                  | COM            | 290846104 | 936    | 230020   | SH | DEF |
| EMERSON ELEC CO              | COM            | 291011104 | 44260  | 738648   | SH | DEF |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR  | 29244T101 | 193    | 15800    | SH | DEF |
| ENCANA CORP                  | COM            | 292505104 | 103828 | 2407894  | SH | DEF |
| ENERSIS S A                  | SPONSORED ADR  | 29274F104 | 3819   | 593934   | SH | DEF |
| ENTERCOM COMMUNICATIONS CORP | CL A           | 293639100 | 3395   | 75000    | SH | DEF |
| ENTERGY CORP NEW             | COM            | 29364G103 | 83038  | 1395605  | SH | DEF |
| EQUIFAX INC                  | COM            | 294429105 | 62228  | 2410056  | SH | DEF |
| EQUITY RESIDENTIAL           | SH BEN INT     | 29476L107 | 2199   | 73678    | SH | S   |
| EQUITY RESIDENTIAL           | SH BEN INT     | 29476L107 | 5970   | 200000   | SH | DEF |
| EXELON CORP                  | COM            | 30161N101 | 131402 | 1907967  | SH | DEF |
| EXXON MOBIL CORP             | COM            | 30231G102 | 890320 | 21407073 | SH | DEF |
| FPL GROUP INC                | COM            | 302571104 | 4016   | 60069    | SH | S   |
| FPL GROUP INC                | COM            | 302571104 | 7209   | 107838   | SH | DEF |
| FAIRCHILD SEMICONDUCTOR INTL | COM            | 303726103 | 4050   | 168520   | SH | DEF |
| FAMILY DLR STORES INC        | COM            | 307000109 | 14469  | 402480   | SH | DEF |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 86309  | 1461386  | SH | DEF |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 748686 | 10069754 | SH | DEF |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 1460   | 31603    | SH | S   |
| FEDERATED DEPT STORES INC DE | COM            | 31410H101 | 4307   | 79684    | SH | S   |
| FEDERATED DEPT STORES INC DE | COM            | 31410H101 | 28530  | 527836   | SH | DEF |
| FEDEX CORP                   | COM            | 31428X106 | 1910   | 25412    | SH | DEF |
| FIFTH THIRD BANCORP          | COM            | 316773100 | 6050   | 109257   | SH | DEF |
| FIRST DATA CORP              | COM            | 319963104 | 862595 | 20460025 | SH | DEF |
| FISERV INC                   | COM            | 337738108 | 8102   | 2260499  | SH | DEF |
| FIRSTENERGY CORP             | COM            | 337932107 | 13353  | 341690   | SH | DEF |
| FLEETBOSTON FINL CORP        | COM            | 339030108 | 113372 | 2524984  | SH | DEF |
| FORD MTR CO DEL              | COM PAR \$0.01 | 345370860 | 3588   | 264382   | SH | DEF |
| FOREST LABS INC              | COM            | 345838106 | 9246   | 129102   | SH | DEF |
| FOREST OIL CORP              | COM PAR \$0.01 | 346091705 | 2685   | 106345   | SH | S   |
| FORTUNE BRANDS INC           | COM            | 349631101 | 3656   | 47712    | SH | DEF |

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|                              |                |           |         |          |    |     |
|------------------------------|----------------|-----------|---------|----------|----|-----|
| FRANKLIN RES INC             | COM            | 354613101 | 13208   | 237216   | SH | DEF |
| FREEPORT-MCMORAN COPPER & GO | CL B           | 35671D857 | 70894   | 1813607  | SH | DEF |
| GANNETT INC                  | COM            | 364730101 | 38755   | 439695   | SH | DEF |
| GAP INC DEL                  | COM            | 364760108 | 3210    | 146451   | SH | DEF |
| GENAISSANCE PHARMACEUTICALS  | COM            | 36867W105 | 71      | 20463    | SH | S   |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 1397    | 15639    | SH | S   |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 124867  | 1397822  | SH | DEF |
| GENERAL ELEC CO              | COM            | 369604103 | 2919730 | 95666116 | SH | DEF |
| GENERAL MLS INC              | COM            | 370334104 | 50321   | 1078008  | SH | DEF |
| GENERAL MTRS CORP            | COM            | 370442105 | 5126    | 108836   | SH | S   |
| GENERAL MTRS CORP            | COM            | 370442105 | 8807    | 186986   | SH | DEF |
| GENZYME CORP                 | COM GENL DIV   | 372917104 | 1107    | 23674    | SH | DEF |
| GETTY IMAGES INC             | COM            | 374276103 | 4534    | 84000    | SH | DEF |
| GILEAD SCIENCES INC          | COM            | 375558103 | 7767    | 140080   | SH | DEF |
| GILLETTE CO                  | COM            | 375766102 | 75557   | 1932408  | SH | DEF |
| GLAXOSMITHKLINE PLC          | SPONSORED ADR  | 37733W105 | 1787    | 44736    | SH | S   |
| GLOBAL POWER EQUIPMENT INC   | COM            | 37941P108 | 4248    | 504535   | SH | S   |
| GOLD FIELDS LTD NEW          | SPONSORED ADR  | 38059T106 | 432     | 32821    | SH | DEF |
| GOLDEN WEST FINL CORP DEL    | COM            | 381317106 | 5698    | 50900    | SH | DEF |
| GOLDMAN SACHS GROUP INC      | COM            | 38141G104 | 5108    | 48951    | SH | S   |
| GOLDMAN SACHS GROUP INC      | COM            | 38141G104 | 85359   | 818004   | SH | DEF |
| GOODRICH CORP                | COM            | 382388106 | 1359    | 48417    | SH | S   |
| GRUPO TELEVISIA SA DE CV     | SP ADR REP ORD | 40049J206 | 54499   | 1151231  | SH | DEF |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B | 40051E202 | 7360    | 352980   | SH | DEF |
| GUIDANT CORP                 | COM            | 401698105 | 7897    | 124610   | SH | DEF |
| HCA INC                      | COM            | 404119109 | 23293   | 573433   | SH | DEF |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 404     | 5398     | SH | S   |
| HALLIBURTON CO               | COM            | 406216101 | 9634    | 317024   | SH | DEF |
| HARLEY DAVIDSON INC          | COM            | 412822108 | 4399    | 82464    | SH | S   |
| HARLEY DAVIDSON INC          | COM            | 412822108 | 118635  | 2224132  | SH | DEF |
| HARRIS CORP DEL              | COM            | 413875105 | 7939    | 164000   | SH | DEF |
| HARSCO CORP                  | COM            | 415864107 | 5746    | 126284   | SH | DEF |
| HARTFORD FINL SVCS GROUP INC | COM            | 416515104 | 125016  | 1962582  | SH | DEF |
| HAYES LEMMERZ INTL INC       | COM NEW        | 420781304 | 11936   | 775576   | SH | S   |
| HEINZ H J CO                 | COM            | 423074103 | 9049    | 242655   | SH | DEF |
| HERSHEY FOODS CORP           | COM            | 427866108 | 6764    | 81647    | SH | DEF |
| HEWLETT PACKARD CO           | COM            | 428236103 | 4149    | 181676   | SH | S   |
| HEWLETT PACKARD CO           | COM            | 428236103 | 134032  | 5868282  | SH | DEF |
| HIGH INCOME OPPORTUNITY FD I | COM            | 42967Q105 | 4913    | 686191   | SH | S   |
| HILTON HOTELS CORP           | COM            | 432848109 | 1715    | 105511   | SH | S   |
| HILTON HOTELS CORP           | COM            | 432848109 | 51262   | 3154554  | SH | DEF |
| HOME DEPOT INC               | COM            | 437076102 | 4253    | 113827   | SH | S   |
| HOME DEPOT INC               | COM            | 437076102 | 519746  | 13911818 | SH | DEF |
| HOME PRODS INTL INC          | COM            | 437305105 | 44      | 33945    | SH | S   |
| HONDA MOTOR LTD              | AMERN SHS      | 438128308 | 4036    | 174395   | SH | S   |
| HONEYWELL INTL INC           | COM            | 438516106 | 47795   | 1411974  | SH | DEF |
| HOST MARRIOTT CORP NEW       | COM            | 44107P104 | 1846    | 144434   | SH | S   |
| HUANENG PWR INTL INC         | SPON ADR N     | 443304100 | 457     | 5837     | SH | S   |
| HUANENG PWR INTL INC         | SPON ADR N     | 443304100 | 7303    | 93250    | SH | DEF |
| HUGOTON RTY TR TEX           | UNIT BEN INT   | 444717102 | 32454   | 1477200  | SH | DEF |
| HUTCHINSON TECHNOLOGY INC    | COM            | 448407106 | 2039    | 72656    | SH | S   |
| IMS HEALTH INC               | COM            | 449934108 | 19073   | 820000   | SH | DEF |
| ICICI BK LTD                 | ADR            | 45104G104 | 495     | 31057    | SH | S   |
| ICICI BK LTD                 | ADR            | 45104G104 | 1265    | 79314    | SH | DEF |
| ILLINOIS TOOL WKS INC        | COM            | 452308109 | 16123   | 203498   | SH | DEF |
| INDYMAC BANCORP INC          | COM            | 456607100 | 3543    | 97617    | SH | S   |
| ING GROUP N V                | SPONSORED ADR  | 456837103 | 392     | 17775    | SH | S   |
| INTEL CORP                   | COM            | 458140100 | 3453    | 126946   | SH | S   |
| INTEL CORP                   | COM            | 458140100 | 1115808 | 41022362 | SH | DEF |
| INTERACTIVECORP              | COM            | 45840Q101 | 231534  | 7320082  | SH | DEF |
| INTERNAP NETWORK SVCS CORP   | COM            | 45885A102 | 71      | 41244    | SH | DEF |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 3967    | 43191    | SH | S   |

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| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 355316 | 3868859  | SH | DEF |
| INTERNATIONAL FLAVORS&FRAGRA | COM            | 459506101 | 1651   | 46515    | SH | DEF |
| INTERNATIONAL GAME TECHNOLOG | COM            | 459902102 | 4947   | 110029   | SH | DEF |
| INTL PAPER CO                | COM            | 460146103 | 3758   | 88930    | SH | S   |
| INTL PAPER CO                | COM            | 460146103 | 6968   | 164877   | SH | DEF |
| INTERNATIONAL STL GROUP INC  | COM            | 460377104 | 28363  | 732892   | SH | S   |
| INTERPUBLIC GROUP COS INC    | COM            | 460690100 | 3258   | 211821   | SH | DEF |
| INTERSIL CORP                | CL A           | 46069S109 | 4014   | 180000   | SH | DEF |
| INTUIT                       | COM            | 461202103 | 292838 | 6561454  | SH | DEF |
| INVISION TECHNOLOGIES INC    | COM            | 461851107 | 4674   | 94097    | SH | S   |
| IRELAND BK                   | SPONSORED ADR  | 46267Q103 | 2086   | 41262    | SH | S   |
| ISHARES TR                   | S&P 500 INDEX  | 464287200 | 317    | 2798     | SH | DEF |
| ISHARES TR                   | MSCI EMERG MKT | 464287234 | 717    | 4088     | SH | S   |
| ISHARES TR                   | 7-10 YR TRS BD | 464287440 | 3275   | 37402    | SH | S   |
| IVAX CORP                    | COM            | 465823102 | 3040   | 133501   | SH | DEF |
| IXYS CORP                    | COM            | 46600W106 | 219    | 23284    | SH | DEF |
| J P MORGAN CHASE & CO        | COM            | 46625H100 | 5282   | 125923   | SH | S   |
| J P MORGAN CHASE & CO        | COM            | 46625H100 | 143315 | 3416323  | SH | DEF |
| JACOBS ENGR GROUP INC DEL    | COM            | 469814107 | 3345   | 75000    | SH | DEF |
| JOHNSON & JOHNSON            | COM            | 478160104 | 4092   | 80676    | SH | S   |
| JOHNSON & JOHNSON            | COM            | 478160104 | 662988 | 13071531 | SH | DEF |
| JOHNSON CTLS INC             | COM            | 478366107 | 4068   | 68769    | SH | S   |
| JONES APPAREL GROUP INC      | COM            | 480074103 | 11207  | 310000   | SH | DEF |
| KLA-TENCOR CORP              | COM            | 482480100 | 282    | 5599     | SH | DEF |
| KB HOME                      | COM            | 48666K109 | 1188   | 14706    | SH | DEF |
| KELLOGG CO                   | COM            | 487836108 | 27388  | 697952   | SH | DEF |
| KERR MCGEE CORP              | COM            | 492386107 | 1459   | 28323    | SH | S   |
| KEYCORP NEW                  | COM            | 493267108 | 3029   | 100000   | SH | DEF |
| KEYSPAN CORP                 | COM            | 49337W100 | 5932   | 155196   | SH | DEF |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 213594 | 3385014  | SH | DEF |
| KIMCO REALTY CORP            | COM            | 49446R109 | 1680   | 32950    | SH | DEF |
| KINDER MORGAN INC KANS       | COM            | 49455P101 | 4250   | 67444    | SH | DEF |
| KOHL'S CORP                  | COM            | 500255104 | 6692   | 138472   | SH | DEF |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW  | 500472303 | 2910   | 100399   | SH | S   |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 807    | 19947    | SH | S   |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 5365   | 132604   | SH | DEF |
| KROGER CO                    | COM            | 501044101 | 16031  | 963411   | SH | DEF |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104 | 11429  | 192149   | SH | DEF |
| LAIDLAW INTL INC             | COM            | 50730R102 | 15803  | 1086083  | SH | DEF |
| LAUDER ESTEE COS INC         | CL A           | 518439104 | 4279   | 96500    | SH | DEF |
| LEAR CORP                    | COM            | 521865105 | 6568   | 106000   | SH | DEF |
| LEAPFROG ENTERPRISES INC     | CL A           | 52186N106 | 1935   | 100000   | SH | DEF |
| LEGGETT & PLATT INC          | COM            | 524660107 | 1474   | 62161    | SH | DEF |
| LEGG MASON INC               | COM            | 524901105 | 11505  | 124000   | SH | DEF |
| LEXMARK INTL NEW             | CL A           | 529771107 | 3853   | 41883    | SH | DEF |
| LIBERTY MEDIA CORP NEW       | COM SER A      | 530718105 | 630585 | 57587630 | SH | DEF |
| LIBERTY PPTY TR              | SH BEN INT     | 531172104 | 2066   | 45921    | SH | S   |
| LILLY ELI & CO               | COM            | 532457108 | 25168  | 376206   | SH | DEF |
| LIMITED BRANDS INC           | COM            | 532716107 | 1283   | 64126    | SH | DEF |
| LINCARE HLDGS INC            | COM            | 532791100 | 230563 | 7342759  | SH | DEF |
| LINCOLN NATL CORP IND        | COM            | 534187109 | 61977  | 1309745  | SH | DEF |
| LINEAR TECHNOLOGY CORP       | COM            | 535678106 | 1819   | 49049    | SH | DEF |
| LOCKHEED MARTIN CORP         | COM            | 539830109 | 132650 | 2906445  | SH | DEF |
| LOWES COS INC                | COM            | 548661107 | 4123   | 73456    | SH | S   |
| LOWES COS INC                | COM            | 548661107 | 108208 | 1927813  | SH | DEF |
| LUBRIZOL CORP                | COM            | 549271104 | 3149   | 100000   | SH | DEF |
| M & T BK CORP                | COM            | 55261F104 | 10011  | 111415   | SH | DEF |
| MBIA INC                     | COM            | 55262C100 | 6270   | 100000   | SH | DEF |
| MBNA CORP                    | COM            | 55262L100 | 4346   | 157306   | SH | S   |
| MBNA CORP                    | COM            | 55262L100 | 14585  | 527881   | SH | DEF |
| MACERICH CO                  | COM            | 554382101 | 1657   | 30747    | SH | S   |
| MACROVISION CORP             | COM            | 555904101 | 2399   | 126999   | SH | DEF |

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| MAGUIRE PPTYS INC            | COM           | 559775101 | 8843   | 345448   | SH | DEF |
| MANHATTAN ASSOCS INC         | COM           | 562750109 | 3421   | 122981   | SH | DEF |
| MANITOWOC INC                | COM           | 563571108 | 6010   | 203187   | SH | S   |
| MANOR CARE INC NEW           | COM           | 564055101 | 11250  | 318777   | SH | DEF |
| MARKETWATCH COM INC          | COM           | 570619106 | 5704   | 409194   | SH | DEF |
| MARSH & MCLENNAN COS INC     | COM           | 571748102 | 249559 | 5390033  | SH | DEF |
| MARRIOTT INTL INC NEW        | CL A          | 571903202 | 5491   | 129055   | SH | DEF |
| MARTIN MARIETTA MATLS INC    | COM           | 573284106 | 9823   | 212800   | SH | DEF |
| MASCO CORP                   | COM           | 574599106 | 3093   | 101601   | SH | DEF |
| MATTEL INC                   | COM           | 577081102 | 2836   | 153789   | SH | DEF |
| MAXIM INTEGRATED PRODS INC   | COM           | 57772K101 | 3108   | 66162    | SH | DEF |
| MAY DEPT STORES CO           | COM           | 577778103 | 259    | 7476     | SH | S   |
| MAYTAG CORP                  | COM           | 578592107 | 780    | 24712    | SH | DEF |
| MCDONALDS CORP               | COM           | 580135101 | 14460  | 506142   | SH | DEF |
| MCGRAW HILL COS INC          | COM           | 580645109 | 3734   | 49039    | SH | DEF |
| MEADWESTVACO CORP            | COM           | 583334107 | 20387  | 720654   | SH | DEF |
| MEDAREX INC                  | COM           | 583916101 | 3437   | 383141   | SH | S   |
| MEDICAL STAFFING NETWK HLDGS | COM           | 58463F104 | 8624   | 1095794  | SH | DEF |
| MEDIMMUNE INC                | COM           | 584699102 | 1996   | 86468    | SH | DEF |
| MEDIFAST INC                 | COM           | 58470H101 | 270    | 30000    | SH | S   |
| MEDTRONIC INC                | COM           | 585055106 | 3960   | 82935    | SH | S   |
| MEDTRONIC INC                | COM           | 585055106 | 55113  | 1154204  | SH | DEF |
| MELLON FINL CORP             | COM           | 58551A108 | 230174 | 7356154  | SH | DEF |
| MERCK & CO INC               | COM           | 589331107 | 75107  | 1699631  | SH | DEF |
| MERRILL LYNCH & CO INC       | COM           | 590188108 | 23799  | 399586   | SH | DEF |
| METHANEX CORP                | COM           | 59151K108 | 3488   | 311441   | SH | S   |
| METLIFE INC                  | COM           | 59156R108 | 20777  | 582319   | SH | DEF |
| METTLER TOLEDO INTERNATIONAL | COM           | 592688105 | 18043  | 406367   | SH | DEF |
| MICHAELS STORES INC          | COM           | 594087108 | 10794  | 222000   | SH | DEF |
| MICROSOFT CORP               | COM           | 594918104 | 3638   | 145922   | SH | S   |
| MICROSOFT CORP               | COM           | 594918104 | 912138 | 36587985 | SH | DEF |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104 | 4333   | 164000   | SH | DEF |
| MICRON TECHNOLOGY INC        | COM           | 595112103 | 359    | 21510    | SH | DEF |
| MILLENNIUM PHARMACEUTICALS I | COM           | 599902103 | 845    | 50000    | SH | DEF |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109 | 12496  | 95029    | SH | DEF |
| MOLEX INC                    | CL A          | 608554200 | 304836 | 11701962 | SH | DEF |
| MONSTER WORLDWIDE INC        | COM           | 611742107 | 328    | 12522    | SH | DEF |
| MORGAN STANLEY               | COM NEW       | 617446448 | 160539 | 2801724  | SH | DEF |
| MOTOROLA INC                 | COM           | 620076109 | 14415  | 819059   | SH | DEF |
| MURPHY OIL CORP              | COM           | 626717102 | 1889   | 30000    | SH | DEF |
| NATIONAL COMMERCE FINL CORP  | COM           | 63545P104 | 9069   | 317000   | SH | DEF |
| NATIONAL SEMICONDUCTOR CORP  | COM           | 637640103 | 7186   | 161734   | SH | DEF |
| NATIONWIDE FINL SVCS INC     | CL A          | 638612101 | 5408   | 150000   | SH | DEF |
| NAVIGANT INTL INC            | COM           | 63935R108 | 11894  | 660033   | SH | DEF |
| NEIGHBORCARE INC             | COM           | 64015Y104 | 24786  | 1017475  | SH | S   |
| NEIMAN MARCUS GROUP INC      | CL A          | 640204202 | 7446   | 138050   | SH | DEF |
| NETWOLVES CORP               | COM           | 64120V102 | 272    | 200000   | SH | DEF |
| NEW YORK CMNTY BANCORP INC   | COM           | 649445103 | 5485   | 160000   | SH | DEF |
| NEW YORK TIMES CO            | CL A          | 650111107 | 10930  | 247294   | SH | DEF |
| NEWCASTLE INVT CORP          | COM           | 65105M108 | 25275  | 750000   | SH | DEF |
| NEWELL RUBBERMAID INC        | COM           | 651229106 | 1930   | 83169    | SH | DEF |
| NEWMONT MINING CORP          | COM           | 651639106 | 137649 | 2951949  | SH | DEF |
| NEWS CORP LTD                | ADR NEW       | 652487703 | 341    | 9486     | SH | S   |
| NEWS CORP LTD                | ADR NEW       | 652487703 | 1883   | 52326    | SH | DEF |
| NEWTEK BUSINESS SVCS INC     | COM           | 652526104 | 212    | 40750    | SH | DEF |
| NEXTEL COMMUNICATIONS INC    | CL A          | 65332V103 | 9679   | 392509   | SH | DEF |
| NEXTEL PARTNERS INC          | CL A          | 65333F107 | 30172  | 2383253  | SH | S   |
| NIKE INC                     | CL B          | 654106103 | 5960   | 76535    | SH | DEF |
| NIPPON TELEG & TEL CORP      | SPONSORED ADR | 654624105 | 492    | 17353    | SH | S   |
| NISOURCE INC                 | COM           | 65473P105 | 773    | 36382    | SH | S   |
| NORTH FORK BANCORPORATION NY | COM           | 659424105 | 11648  | 275228   | SH | DEF |
| NORTHROP GRUMMAN CORP        | COM           | 666807102 | 3934   | 39976    | SH | S   |

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|                              |                |           |         |          |    |     |
|------------------------------|----------------|-----------|---------|----------|----|-----|
| NORTHROP GRUMMAN CORP        | COM            | 666807102 | 136868  | 1390652  | SH | DEF |
| NOVARTIS A G                 | SPONSORED ADR  | 66987V109 | 1871    | 43917    | SH | S   |
| NOVELL INC                   | COM            | 670006105 | 1303    | 114526   | SH | DEF |
| NOVELLUS SYS INC             | COM            | 670008101 | 10399   | 328362   | SH | DEF |
| NOVO-NORDISK A S             | ADR            | 670100205 | 382     | 8226     | SH | S   |
| NUVEEN DIV ADV MUNI FD 3     | COM SH BEN INT | 67070X101 | 1334    | 89570    | SH | S   |
| OGE ENERGY CORP              | COM            | 670837103 | 10576   | 400000   | SH | DEF |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105 | 14913   | 323852   | SH | DEF |
| OLD REP INTL CORP            | COM            | 680223104 | 13942   | 567687   | SH | DEF |
| OMNICOM GROUP INC            | COM            | 681919106 | 3772    | 47008    | SH | S   |
| OMNICOM GROUP INC            | COM            | 681919106 | 88349   | 1100917  | SH | DEF |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR  | 68370R109 | 9519    | 91537    | SH | DEF |
| ORACLE CORP                  | COM            | 68389X105 | 275194  | 22932868 | SH | DEF |
| ORCHID BIOSCIENCES INC       | COM            | 68571P100 | 23      | 11860    | SH | S   |
| OUTBACK STEAKHOUSE INC       | COM            | 689899102 | 3750    | 77010    | SH | S   |
| OXFORD HEALTH PLANS INC      | COM            | 691471106 | 1221    | 25000    | SH | DEF |
| PG&E CORP                    | COM            | 69331C108 | 9748    | 336482   | SH | DEF |
| PNC FINL SVCS GROUP INC      | COM            | 693475105 | 3911    | 70578    | SH | S   |
| PNC FINL SVCS GROUP INC      | COM            | 693475105 | 5510    | 99424    | SH | DEF |
| POSCO                        | SPONSORED ADR  | 693483109 | 510     | 14409    | SH | S   |
| POSCO                        | SPONSORED ADR  | 693483109 | 21166   | 598074   | SH | DEF |
| PPG INDS INC                 | COM            | 693506107 | 6897    | 118294   | SH | DEF |
| PPL CORP                     | COM            | 69351T106 | 3701    | 81155    | SH | DEF |
| PS BUSINESS PKS INC CALIF    | COM            | 69360J107 | 1784    | 38495    | SH | S   |
| PACCAR INC                   | COM            | 693718108 | 5041    | 89935    | SH | DEF |
| PACTIV CORP                  | COM            | 695257105 | 7305    | 328297   | SH | DEF |
| PAYCHEX INC                  | COM            | 704326107 | 107941  | 3032047  | SH | DEF |
| PEABODY ENERGY CORP          | COM            | 704549104 | 4816    | 103556   | SH | DEF |
| PEOPLESOFT INC               | COM            | 712713106 | 7923    | 428492   | SH | DEF |
| PEPCO HOLDINGS INC           | COM            | 713291102 | 5959    | 291525   | SH | DEF |
| PEPSI BOTTLING GROUP INC     | COM            | 713409100 | 33150   | 1114277  | SH | DEF |
| PEPSICO INC                  | COM            | 713448108 | 591255  | 10979666 | SH | DEF |
| PER-SE TECHNOLOGIES INC      | COM NEW        | 713569309 | 170     | 15175    | SH | DEF |
| P T TELEKOMUNIKASI INDONESIA | SPONSORED ADR  | 715684106 | 482     | 28579    | SH | S   |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V101 | 10702   | 362296   | SH | DEF |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 519     | 15486    | SH | S   |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 21455   | 640456   | SH | DEF |
| PFIZER INC                   | COM            | 717081103 | 4817    | 137423   | SH | S   |
| PFIZER INC                   | COM            | 717081103 | 1266543 | 36135307 | SH | DEF |
| PHARMACEUTICAL PROD DEV INC  | COM            | 717124101 | 2939    | 98920    | SH | S   |
| PHARMION CORP                | COM            | 71715B409 | 26962   | 1196172  | SH | DEF |
| PHELPS DODGE CORP            | COM            | 717265102 | 10902   | 133502   | SH | DEF |
| PIONEER NAT RES CO           | COM            | 723787107 | 7945    | 245965   | SH | DEF |
| PITNEY BOWES INC             | COM            | 724479100 | 239     | 5599     | SH | S   |
| PITNEY BOWES INC             | COM            | 724479100 | 54994   | 1290626  | SH | DEF |
| PLUG POWER INC               | COM            | 72919P103 | 43747   | 5666666  | SH | S   |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 776     | 23903    | SH | S   |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 4060    | 125000   | SH | DEF |
| POLYCOM INC                  | COM            | 73172K104 | 2603    | 122651   | SH | DEF |
| PRAXAIR INC                  | COM            | 74005P104 | 214321  | 5773737  | SH | DEF |
| PRENTISS PPTYS TR            | SH BEN INT     | 740706106 | 2418    | 65515    | SH | S   |
| PRINCIPAL FINANCIAL GROUP IN | COM            | 74251V102 | 3895    | 109326   | SH | DEF |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 205626  | 1960580  | SH | DEF |
| PROGRESS ENERGY INC          | COM            | 743263105 | 3788    | 80464    | SH | DEF |
| PROGRESSIVE CORP OHIO        | COM            | 743315103 | 6007    | 68576    | SH | DEF |
| PROLOGIS                     | SH BEN INT     | 743410102 | 1831    | 51048    | SH | S   |
| PROXIM CORP                  | CL A           | 744283102 | 98      | 55642    | SH | DEF |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 283     | 6324     | SH | S   |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 70071   | 1564784  | SH | DEF |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 24697   | 525682   | SH | DEF |
| PUBLIC STORAGE INC           | COM            | 74460D109 | 5       | 100      | SH | S   |
| PUBLIC STORAGE INC           | COM            | 74460D109 | 4866    | 100000   | SH | DEF |

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| PULTE HOMES INC              | COM            | 745867101 | 2044   | 36762   | SH | DEF |
| QUALCOMM INC                 | COM            | 747525103 | 13121  | 197940  | SH | DEF |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100 | 11899  | 143654  | SH | DEF |
| QWEST COMMUNICATIONS INTL IN | COM            | 749121109 | 3686   | 855286  | SH | DEF |
| RF MICRODEVICES INC          | COM            | 749941100 | 2019   | 238633  | SH | S   |
| RF MICRODEVICES INC          | COM            | 749941100 | 2711   | 320500  | SH | DEF |
| RADIAN GROUP INC             | COM            | 750236101 | 2742   | 64370   | SH | S   |
| RADIOLOGIX INC               | COM            | 75040K109 | 1450   | 416677  | SH | S   |
| RAYONIER INC                 | COM            | 754907103 | 27390  | 626624  | SH | DEF |
| RAYOVAC CORP                 | COM            | 755081106 | 4531   | 158439  | SH | S   |
| RAYTHEON CO                  | COM NEW        | 755111507 | 424    | 13526   | SH | DEF |
| REED ELSEVIER P L C          | SPONSORED ADR  | 758205108 | 2129   | 59960   | SH | S   |
| REGAL ENTMT GROUP            | CL A           | 758766109 | 7002   | 318541  | SH | DEF |
| REGENCY CTRS CORP            | COM            | 758849103 | 1883   | 40298   | SH | S   |
| REGENT COMMUNICATIONS INC DE | COM            | 758865109 | 7194   | 109998  | SH | S   |
| REGIONS FINL CORP            | COM            | 758940100 | 1382   | 37835   | SH | S   |
| REPSOL YPF S A               | SPONSORED ADR  | 76026T205 | 440    | 21150   | SH | S   |
| REPUBLIC SVCS INC            | COM            | 760759100 | 17596  | 650000  | SH | DEF |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 503    | 5387    | SH | S   |
| REYNOLDS R J TOB HLDGS INC   | COM            | 76182K105 | 1458   | 24094   | SH | S   |
| REYNOLDS R J TOB HLDGS INC   | COM            | 76182K105 | 8984   | 148500  | SH | DEF |
| RIO TINTO PLC                | SPONSORED ADR  | 767204100 | 2754   | 27382   | SH | S   |
| RITCHIE BROS AUCTIONEERS     | COM            | 767744105 | 2785   | 49563   | SH | DEF |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 20904  | 661325  | SH | DEF |
| ROHM & HAAS CO               | COM            | 775371107 | 94328  | 2367661 | SH | DEF |
| ROUSE CO                     | COM            | 779273101 | 2017   | 37634   | SH | S   |
| ROYAL DUTCH PETE CO          | NY REG EUR .56 | 780257804 | 1427   | 30000   | SH | DEF |
| RYLAND GROUP INC             | COM            | 783764103 | 3933   | 44278   | SH | S   |
| SBC COMMUNICATIONS INC       | COM            | 78387G103 | 3578   | 145823  | SH | S   |
| SBC COMMUNICATIONS INC       | COM            | 78387G103 | 91225  | 3717392 | SH | DEF |
| SEI INVESTMENTS CO           | COM            | 784117103 | 5924   | 179500  | SH | DEF |
| SLM CORP                     | COM            | 78442P106 | 4429   | 105835  | SH | S   |
| SLM CORP                     | COM            | 78442P106 | 233934 | 5589832 | SH | DEF |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 19133  | 169168  | SH | DEF |
| SAFECO CORP                  | COM            | 786429100 | 5011   | 116201  | SH | DEF |
| SAFeway INC                  | COM NEW        | 786514208 | 9182   | 446160  | SH | DEF |
| SANMINA SCI CORP             | COM            | 800907107 | 5957   | 539627  | SH | DEF |
| SAP AKTIENGESELLSCHAFT       | SPONSORED ADR  | 803054204 | 395    | 10048   | SH | S   |
| SAPPI LTD                    | SPON ADR NEW   | 803069202 | 701    | 51361   | SH | S   |
| SARA LEE CORP                | COM            | 803111103 | 1093   | 50010   | SH | DEF |
| SATYAM COMPUTER SERVICES LTD | ADR            | 804098101 | 3683   | 179462  | SH | DEF |
| SAVVIS COMMUNICATIONS CORP   | COM            | 805423100 | 14500  | 6970928 | SH | S   |
| SCANA CORP NEW               | COM            | 80589M102 | 13204  | 373532  | SH | DEF |
| SCHEIN HENRY INC             | COM            | 806407102 | 5266   | 73874   | SH | DEF |
| SCHLUMBERGER LTD             | COM            | 806857108 | 393332 | 6160256 | SH | DEF |
| SCRIPPS E W CO OHIO          | CL A           | 811054204 | 6082   | 60151   | SH | DEF |
| SEA CONTAINERS LTD           | CL B           | 811371103 | 3045   | 150000  | SH | S   |
| SEA CONTAINERS LTD           | CL A           | 811371707 | 8059   | 391198  | SH | S   |
| SEALED AIR CORP NEW          | COM            | 81211K100 | 9486   | 190752  | SH | DEF |
| SEARS ROEBUCK & CO           | COM            | 812387108 | 1236   | 28769   | SH | DEF |
| SELECT SECTOR SPDR TR        | SBI INT-FINL   | 81369Y605 | 11646  | 396113  | SH | DEF |
| SELECT SECTOR SPDR TR        | SBI INT-INDS   | 81369Y704 | 47417  | 1795412 | SH | DEF |
| SHERWIN WILLIAMS CO          | COM            | 824348106 | 2874   | 74784   | SH | DEF |
| SHIRE PHARMACEUTICALS GRP PL | SPONSORED ADR  | 82481R106 | 418    | 14242   | SH | S   |
| SHURGARD STORAGE CTRS INC    | COM            | 82567D104 | 1741   | 43627   | SH | S   |
| SIEBEL SYS INC               | COM            | 826170102 | 3665   | 317880  | SH | DEF |
| SIEMENS A G                  | SPONSORED ADR  | 826197501 | 393    | 5309    | SH | S   |
| SIMON PPTY GROUP INC NEW     | COM            | 828806109 | 3151   | 53920   | SH | S   |
| SMITH & NEPHEW PLC           | SPDN ADR NEW   | 83175M205 | 2262   | 44764   | SH | S   |
| SMITH & NEPHEW PLC           | SPDN ADR NEW   | 83175M205 | 7896   | 156237  | SH | DEF |
| SMTc CORP                    | COM            | 832682108 | 152    | 192901  | SH | S   |
| SNAP ON INC                  | COM            | 833034101 | 625    | 19317   | SH | DEF |

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|                               |                |           |        |          |    |     |
|-------------------------------|----------------|-----------|--------|----------|----|-----|
| SONY CORP                     | ADR NEW        | 835699307 | 478    | 11424    | SH | S   |
| SOUTHERN CO                   | COM            | 842587107 | 7636   | 250347   | SH | DEF |
| SOUTHTRUST CORP               | COM            | 844730101 | 6634   | 200000   | SH | DEF |
| SOUTHWEST AIRLS CO            | COM            | 844741108 | 33010  | 2322997  | SH | DEF |
| SPRINT CORP                   | COM FON GROUP  | 852061100 | 895    | 48587    | SH | S   |
| SPRINT CORP                   | PCS COM SER 1  | 852061506 | 4801   | 521863   | SH | DEF |
| STANCORP FINL GROUP INC       | COM            | 852891100 | 1327   | 20344    | SH | DEF |
| STANLEY WKS                   | COM            | 854616109 | 1197   | 28040    | SH | DEF |
| STATE STR CORP                | COM            | 857477103 | 429990 | 8248419  | SH | DEF |
| STEEL DYNAMICS INC            | COM            | 858119100 | 22492  | 907650   | SH | S   |
| STERICYCLE INC                | COM            | 858912108 | 4748   | 99000    | SH | DEF |
| STET HELLAS COMMUNICATIONS S  | ADR            | 859823106 | 346    | 16967    | SH | DEF |
| STORAGE TECHNOLOGY CORP       | COM PAR \$0.10 | 862111200 | 1392   | 50000    | SH | DEF |
| STRYKER CORP                  | COM            | 863667101 | 4178   | 47193    | SH | S   |
| SUN MICROSYSTEMS INC          | COM            | 866810104 | 5782   | 1386606  | SH | DEF |
| SUNGARD DATA SYS INC          | COM            | 867363103 | 7927   | 289295   | SH | DEF |
| SUNTRUST BKS INC              | COM            | 867914103 | 22314  | 320098   | SH | DEF |
| SYCAMORE NETWORKS INC         | COM            | 871206108 | 2653   | 650153   | SH | DEF |
| SYMANTEC CORP                 | COM            | 871503108 | 11324  | 244588   | SH | DEF |
| SYNOPSIS INC                  | COM            | 871607107 | 4338   | 151000   | SH | DEF |
| SYSCO CORP                    | COM            | 871829107 | 4232   | 108367   | SH | S   |
| SYSCO CORP                    | COM            | 871829107 | 21027  | 538457   | SH | DEF |
| TDK CORP                      | AMERN DEP SH   | 872351408 | 620    | 8186     | SH | S   |
| TECO ENERGY INC               | COM            | 872375100 | 2195   | 150000   | SH | DEF |
| TXU CORP                      | COM            | 873168108 | 4776   | 166630   | SH | DEF |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR  | 874039100 | 780    | 74674    | SH | S   |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR  | 874039100 | 42893  | 4108537  | SH | DEF |
| TAKE-TWO INTERACTIVE SOFTWARE | COM            | 874054109 | 3060   | 83186    | SH | S   |
| TARGET CORP                   | COM            | 87612E106 | 502731 | 11161879 | SH | DEF |
| TELE NORTE LESTE PART S A     | SPON ADR PFD   | 879246106 | 551    | 42464    | SH | DEF |
| TELEFONICA S A                | SPONSORED ADR  | 879382208 | 1745   | 38309    | SH | S   |
| TELEFONICA S A                | SPONSORED ADR  | 879382208 | 5813   | 127647   | SH | DEF |
| TELEFONOS DE MEXICO S A       | SPON ADR ORD L | 879403780 | 5247   | 150291   | SH | DEF |
| TELEPHONE & DATA SYS INC      | COM            | 879433100 | 7431   | 104854   | SH | DEF |
| TELEMIG CELULAR PART S A      | SPON ADR PFD   | 87944E105 | 2478   | 63387    | SH | DEF |
| TELESP CELULAR PART S A       | SPON ADR PFD   | 87952L108 | 9699   | 1062315  | SH | DEF |
| TELKOM SA LTD                 | SPONSORED ADR  | 879603108 | 683    | 13762    | SH | S   |
| TENET HEALTHCARE CORP         | COM            | 88033G100 | 3348   | 300000   | SH | DEF |
| TEVA PHARMACEUTICAL INDS LTD  | ADR            | 881624209 | 624    | 9848     | SH | S   |
| TEVA PHARMACEUTICAL INDS LTD  | ADR            | 881624209 | 49536  | 781700   | SH | DEF |
| TEXAS INSTRS INC              | COM            | 882508104 | 46906  | 1605287  | SH | DEF |
| TEXTRON INC                   | COM            | 883203101 | 3670   | 69045    | SH | S   |
| TEXTRON INC                   | COM            | 883203101 | 10693  | 201188   | SH | DEF |
| THERMO ELECTRON CORP          | COM            | 883556102 | 21914  | 774880   | SH | DEF |
| 3COM CORP                     | COM            | 885535104 | 2810   | 398000   | SH | DEF |
| 3M CO                         | COM            | 88579Y101 | 106280 | 1298156  | SH | DEF |
| TIMBERLAND CO                 | CL A           | 887100105 | 3379   | 56839    | SH | S   |
| TIME WARNER INC               | COM            | 887317105 | 151733 | 8999614  | SH | DEF |
| TIVO INC                      | COM            | 888706108 | 53     | 5928     | SH | DEF |
| TIVO INC                      | COM            | 888706108 | 10498  | 1180886  | SH | DEF |
| TORCHMARK CORP                | COM            | 891027104 | 11438  | 212643   | SH | DEF |
| TOTAL S A                     | SPONSORED ADR  | 89151E109 | 3333   | 36228    | SH | S   |
| TRAVELERS PPTY CAS CORP NEW   | CL B           | 89420G406 | 40105  | 2322249  | SH | DEF |
| TRIBUNE CO NEW                | COM            | 896047107 | 92634  | 1836528  | SH | DEF |
| TUPPERWARE CORP               | COM            | 899896104 | 724    | 40650    | SH | S   |
| TYCO INTL LTD NEW             | COM            | 902124106 | 71793  | 2505863  | SH | DEF |
| TYSON FOODS INC               | CL A           | 902494103 | 3610   | 200000   | SH | DEF |
| US BANCORP DEL                | COM NEW        | 902973304 | 1366   | 49417    | SH | S   |
| US BANCORP DEL                | COM NEW        | 902973304 | 174826 | 6322839  | SH | DEF |
| UNION PAC CORP                | COM            | 907818108 | 118770 | 1985455  | SH | DEF |
| UNISYS CORP                   | COM            | 909214108 | 103786 | 7267941  | SH | DEF |
| UNITED DEFENSE INDS INC       | COM            | 91018B104 | 3528   | 110975   | SH | S   |

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| UNITED DEFENSE INDS INC      | COM           | 91018B104 | 10470  | 329349   | SH | DEF |
| UNITED DOMINION REALTY TR IN | COM           | 910197102 | 837    | 42669    | SH | S   |
| UNITED PARCEL SERVICE INC    | CL B          | 911312106 | 18897  | 270580   | SH | DEF |
| UNITED TECHNOLOGIES CORP     | COM           | 913017109 | 354584 | 4108738  | SH | DEF |
| UNITEDGLOBALCOM              | CL A          | 913247508 | 2123   | 250000   | SH | DEF |
| UNITEDHEALTH GROUP INC       | COM           | 91324P102 | 4512   | 70014    | SH | S   |
| UNITEDHEALTH GROUP INC       | COM           | 91324P102 | 186869 | 2899899  | SH | DEF |
| UNIVISION COMMUNICATIONS INC | CL A          | 914906102 | 3697   | 112000   | SH | DEF |
| UNOCAL CORP                  | COM           | 915289102 | 5632   | 151081   | SH | DEF |
| VALERO ENERGY CORP NEW       | COM           | 91913Y100 | 7229   | 120559   | SH | DEF |
| VALUEVISION MEDIA INC        | CL A          | 92047K107 | 70686  | 4604932  | SH | DEF |
| VALUEVISION MEDIA INC        | CL A          | 92047K107 | 93167  | 6069486  | SH | DEF |
| VAN KAMPEN SENIOR INCOME TR  | COM           | 920961109 | 31886  | 3644100  | SH | S   |
| VASOGEN INC                  | COM           | 92232F103 | 3394   | 555556   | SH | DEF |
| VASTERA INC                  | COM           | 92239N109 | 198    | 51046    | SH | S   |
| VERITAS SOFTWARE CO          | COM           | 923436109 | 7480   | 277949   | SH | DEF |
| VERIZON COMMUNICATIONS       | COM           | 92343V104 | 1384   | 37883    | SH | S   |
| VERIZON COMMUNICATIONS       | COM           | 92343V104 | 249710 | 6833877  | SH | DEF |
| VIACOM INC                   | CL B          | 925524308 | 4436   | 113132   | SH | S   |
| VIACOM INC                   | CL B          | 925524308 | 351328 | 8960167  | SH | DEF |
| VIAD CORP                    | COM           | 92552R109 | 18137  | 750377   | SH | DEF |
| VIGNETTE CORP                | COM           | 926734104 | 958    | 462725   | SH | DEF |
| VISHAY INTERTECHNOLOGY INC   | COM           | 928298108 | 2919   | 136786   | SH | DEF |
| VODAFONE GROUP PLC NEW       | SPONSORED ADR | 92857W100 | 2608   | 109118   | SH | S   |
| VODAFONE GROUP PLC NEW       | SPONSORED ADR | 92857W100 | 555030 | 23223001 | SH | DEF |
| VORNADO RLTY TR              | SH BEN INT    | 929042109 | 4536   | 75000    | SH | DEF |
| VOTORANTIM CELULOSE E PAPEL  | SPONSORED ADR | 92906P106 | 749    | 21521    | SH | S   |
| WPP GROUP PLC                | SPON ADR NEW  | 929309300 | 335    | 6581     | SH | S   |
| WACHOVIA CORP 2ND NEW        | COM           | 929903102 | 4269   | 90835    | SH | S   |
| WACHOVIA CORP 2ND NEW        | COM           | 929903102 | 118144 | 2513695  | SH | DEF |
| WADDELL & REED FINL INC      | CL A          | 930059100 | 19059  | 777300   | SH | DEF |
| WAL MART STORES INC          | COM           | 931142103 | 4446   | 74484    | SH | S   |
| WAL MART STORES INC          | COM           | 931142103 | 451167 | 7558498  | SH | DEF |
| WALGREEN CO                  | COM           | 931422109 | 5840   | 177237   | SH | DEF |
| WARNACO GROUP INC            | COM NEW       | 934390402 | 23632  | 1176286  | SH | S   |
| WASHINGTON MUT INC           | COM           | 939322103 | 15055  | 352496   | SH | DEF |
| WASTE MGMT INC DEL           | COM           | 94106L109 | 144849 | 4799514  | SH | DEF |
| WATERS CORP                  | COM           | 941848103 | 2908   | 71195    | SH | S   |
| WATSON PHARMACEUTICALS INC   | COM           | 942683103 | 8104   | 189390   | SH | DEF |
| WEBMD CORP                   | COM           | 94769M105 | 9934   | 1117451  | SH | DEF |
| WEIGHT WATCHERS INTL INC NEW | COM           | 948626106 | 4819   | 114000   | SH | DEF |
| WELLPOINT HEALTH NETWORK NEW | COM           | 94973H108 | 44165  | 388366   | SH | DEF |
| WELLS FARGO & CO NEW         | COM           | 949746101 | 261584 | 4615914  | SH | DEF |
| WESTPAC BKG CORP             | SPONSORED ADR | 961214301 | 367    | 5489     | SH | S   |
| WESTWOOD ONE INC             | COM           | 961815107 | 5625   | 191004   | SH | DEF |
| WEYERHAEUSER CO              | COM           | 962166104 | 149642 | 2284605  | SH | DEF |
| WHIRLPOOL CORP               | COM           | 963320106 | 1433   | 20806    | SH | DEF |
| WILLIAMS SONOMA INC          | COM           | 969904101 | 4549   | 133000   | SH | DEF |
| WISCONSIN ENERGY CORP        | COM           | 976657106 | 8841   | 275000   | SH | DEF |
| WRIGLEY WM JR CO             | COM           | 982526105 | 9740   | 164745   | SH | DEF |
| WYETH                        | COM           | 983024100 | 501380 | 13352322 | SH | DEF |
| XILINX INC                   | COM           | 983919101 | 4269   | 113051   | SH | DEF |
| YAHOO INC                    | COM           | 984332106 | 97970  | 2021252  | SH | DEF |
| ZIMMER HLDGS INC             | COM           | 98956P102 | 18686  | 253272   | SH | DEF |
| ZIONS BANCORPORATION         | COM           | 989701107 | 15325  | 268393   | SH | DEF |