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WADDELL & REED FINANCIAL INC
Form 13F-HR
August 12, 2005

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

FORM 13F

FORM 13F COVER PAGE

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

Check here if Amendment / /; Amendment No.

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

Institutional Investment Manager Filing this Report:

Name: Waddell & Reed Financial, Inc.
Address: 6300 Lamar Avenue
Overland Park, KS 66202

Form 13F File Number: 28-7592

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.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Wendy J. Hills
Title: Secretary
Phone: (913) 236-2013

Signature, Place and Date of Signing:

/s/ Wendy J. Hills Overland Park, Kansas August 12, 2005

The securities reported on herein are beneficially owned by (i) one or more open-end investment companies or other managed accounts which are advised by Waddell & Reed Investment Management Company ("WRIMCO") or Ivy Investment Management Company ("IICO"), or (ii) by managed accounts advised by Austin, Calvert & Flavin, Inc. ("ACF"), an investment advisor and wholly owned subsidiary of WRIMCO. WRIMCO is an investment advisory subsidiary of Waddell & Reed, Inc. ("WRI"). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ("WRFSI"). WRFSI is a subsidiary of Waddell & Reed Financial, Inc., a publicly traded company ("WDR"). IICO is an investment advisory subsidiary of WDR. WDR, WRFSI and WRI are deemed to have "investment discretion" over the securities due to their control relationship with IICO, WRIMCO and/or ACF pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

/X/ 13F HOLDINGS. (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: 5
 Form 13F Information Table Entry Total 932
 Form 13F Information Table Value Total \$27,042,858 (\$ thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
1	28-7594	Waddell & Reed Financial Services, Inc.
2	28-375	Waddell & Reed, Inc.
3	28-4466	Waddell & Reed Investment Management Company
4	28-3226	Austin, Calvert & Flavin, Inc.
5	28-10368	Ivy Investment Management Company

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
A D C TELECOMMUNICATIONS	COM NEW	000886309	4,315	198,163 SH		DEFINED
A D C TELECOMMUNICATIONS	COM NEW	000886309	11,033	506,670 SH		DEFINED
AT&T CORP	COM NEW	001957505	6,931	364,000 SH		DEFINED
ABBOTT LABS	COM	002824100	818	16,700 SH		DEFINED
ABBOTT LABS	COM	002824100	23,652	482,605 SH		DEFINED
ABBOTT LABS	COM	002824100	17,666	360,447 SH		DEFINED
ADTRAN INC	COM	00738A106	8,617	347,650 SH		DEFINED
ADTRAN INC	COM	00738A106	22,184	895,050 SH		DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	4,828	74,800 SH		DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	45,756	708,850 SH		DEFINED
ADVANCED NEUROMODULATION SYS	COM	00757T101	9,256	233,350 SH		DEFINED
ADVANCED NEUROMODULATION SYS	COM	00757T101	23,601	595,000 SH		DEFINED
ADVISORY BRD CO	COM	00762W107	7,553	154,811 SH		DEFINED
ADVISORY BRD CO	COM	00762W107	19,345	396,489 SH		DEFINED
ADVANCED MEDICAL OPTICS INC	COM	00763M108	18,266	459,521 SH		DEFINED

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ADVANCED MEDICAL OPTICS INC	COM	00763M108	18	444	SH	DEFINED
ADVANCED MEDICAL OPTICS INC	COM	00763M108	89,535	2,252,452	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	2,166	124,900	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	26,095	1,504,900	SH	DEFINED
AETNA INC NEW	COM	00817Y108	4,403	53,160	SH	DEFINED
AETNA INC NEW	COM	00817Y108	51,187	618,050	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	764	60,650	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	6,502	516,000	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	12,133	201,214	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	24	400	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	160,981	2,669,664	SH	DEFINED
ALBERTO CULVER CO	COM	013068101	12,037	277,800	SH	DEFINED
ALCOA INC	COM	013817101	2,872	109,900	SH	DEFINED
ALCOA INC	COM	013817101	235	9,000	SH	DEFINED
ALCOA INC	COM	013817101	46,853	1,793,090	SH	DEFINED
ALLEGHANY CORP DEL	COM	017175100	267	900	SH	DEFINED
ALLERGAN INC	COM	018490102	5,802	68,070	SH	DEFINED
ALLERGAN INC	COM	018490102	170	2,000	SH	DEFINED
ALLERGAN INC	COM	018490102	80,012	938,670	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	018581108	10,408	256,600	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	018581108	129,076	3,182,350	SH	DEFINED
ALLSCTIPTS HEALTHCARE SOLUTI	COM	01988P108	5,470	329,800	SH	DEFINED
ALLSCTIPTS HEALTHCARE SOLUTI	COM	01988P108	51,645	3,113,950	SH	DEFINED
ALLSTATE CORP	COM	020002101	3,352	56,100	SH	DEFINED
ALLSTATE CORP	COM	020002101	42,748	715,441	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	1,030	43,140	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	8,761	366,860	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	3,996	61,800	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	2,599	40,200	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	54,517	843,140	SH	DEFINED
AMEGY BANCORPORATION INC	COM	02343R102	694	31,000	SH	DEFINED
AMEGY BANCORPORATION INC	COM	02343R102	9,338	417,050	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	322	5,400	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	5,882	110,500	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	3,441	64,637	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	71,807	1,348,990	SH	DEFINED
AMERICAN HEALTHWAYS INC	COM	02649V104	53,147	1,258,515	SH	DEFINED
AMERICAN INTL GROUP INC	COM	026874107	831	14,296	SH	DEFINED
AMERICAN INTL GROUP INC	COM	026874107	10,545	181,500	SH	DEFINED
AMERICAN MED SYS HLDGS INC	COM	02744M108	5,889	285,400	SH	DEFINED
AMERICAN MED SYS HLDGS INC	COM	02744M108	15,087	731,120	SH	DEFINED
AMERITRADE HOLDING CORP NEW	COM	03074K100	1,238	66,550	SH	DEFINED
AMERITRADE HOLDING CORP NEW	COM	03074K100	15,802	849,350	SH	DEFINED
AMGEN INC	COM	031162100	8,486	140,368	SH	DEFINED
AMGEN INC	COM	031162100	6,457	106,802	SH	DEFINED
AMGEN INC	COM	031162100	153,525	2,539,484	SH	DEFINED
AMSURG CORP	COM	03232P405	11,979	432,700	SH	DEFINED

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AMSURG CORP	COM	03232P405	50,114	1,810,149	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	3,951	48,091	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	8	100	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	29,555	359,767	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	3,557	95,327	SH	DEFINED
ANALOG DEVICES I	COM	032654105	54,792	1,468,550	SH	DEFINED
ANDREW CORP	COM	034425108	5,927	464,700	SH	DEFINED
ANDREW CORP	COM	034425108	15,150	1,187,800	SH	DEFINED
ANDRX CORP DEL	ANDRX GROUP	034553107	122	6,000	SH	DEFINED
ANDRX CORP DEL	ANDRX GROUP	034553107	609	30,000	SH	DEFINED
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	4,550	328,650	SH	DEFINED
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	13,330	962,800	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	6,021	131,600	SH	DEFINED
APACHE CORP	COM	037411105	207	3,200	SH	DEFINED
APACHE CORP	COM	037411105	10	150	SH	DEFINED
APACHE CORP	COM	037411105	16,089	249,050	SH	DEFINED
APPLE COMPUTER INC	COM	037833100	3,290	89,450	SH	DEFINED
APPLE COMPUTER INC	COM	037833100	66,101	1,797,450	SH	DEFINED
APPLEBEES INTL INC	COM	037899101	212	8,000	SH	DEFINED
APPLEBEES INTL INC	COM	037899101	23,161	876,000	SH	DEFINED
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	698	20,100	SH	DEFINED
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	7,617	219,200	SH	DEFINED
ARAMARK CORP	CL B	038521100	1,658	62,800	SH	DEFINED
ARAMARK CORP	CL B	038521100	14,436	546,800	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	2,309	108,000	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	19,407	907,700	SH	DEFINED
ARCHSTONE SMITH TR	COM	039583109	2,268	58,722	SH	DEFINED
ASSURANT INC	COM	04621X108	1,837	50,900	SH	DEFINED
ASSURANT INC	COM	04621X108	16,039	444,300	SH	DEFINED
AUDIBLE INC	COM NEW	05069A302	2,843	163,900	SH	DEFINED
AUDIBLE INC	COM NEW	05069A302	7,268	419,052	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	053015103	11,913	283,850	SH	DEFINED

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AUTOMATIC DATA PROCESSING INC	COM	053015103	93	2,220	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	053015103	119,932	2,857,570	SH	DEFINED
AVID TECHNOLOGY INC	COM	05367P100	27,175	509,704	SH	DEFINED
AVID TECHNOLOGY INC	COM	05367P100	66,719	1,251,410	SH	DEFINED
BJ SVCS CO	COM	055482103	559	10,650	SH	DEFINED
BJ SVCS CO	COM	055482103	22,149	422,050	SH	DEFINED
BJ SVCS CO	COM	055482103	11,109	211,685	SH	DEFINED
BP AMOCO P L C	SPONSORED ADR	055622104	2,926	46,900	SH	DEFINED
BP AMOCO P L C	SPONSORED ADR	055622104	28,015	449,106	SH	DEFINED
BP AMOCO P L C	SPONSORED ADR	055622104	36,937	592,126	SH	DEFINED
BRE PROPERTIES INC	CL A	5.56E+109	753	18,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	23,441	458,196	SH	DEFINED
BAKER HUGHES INC	COM	057224107	100	1,949	SH	DEFINED
BAKER HUGHES INC	COM	057224107	281,872	5,509,614	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	4,376	95,934	SH	DEFINED

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BANK OF AMERICA CORPORATION	COM	060505104	328	7,188	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	44,806	982,366	SH	DEFINED
BARD C R INC	COM	067383109	3,216	48,350	SH	DEFINED
BARD C R INC	COM	067383109	41,915	630,200	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	3,402	135,900	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	28,943	1,156,350	SH	DEFINED
BARRETT BILL CORP	COM	06846N104	11,110	375,598	SH	DEFINED
BEA SYS INC	COM	073325102	2,111	240,600	SH	DEFINED
BEA SYS INC	COM	073325102	25,430	2,898,050	SH	DEFINED
BEAR STEARNS COS INC	COM	073902108	5,202	50,050	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	251	6,000	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	209	5,000	SH	DEFINED
BELLSOUTH CORP	COM	079860102	510	19,200	SH	DEFINED
BELLSOUTH CORP	COM	079860102	364	13,700	SH	DEFINED
BELLSOUTH CORP	COM	079860102	2,797	105,254	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	97,111	1,163	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	10,204	3,666	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	41,407	14,876	SH	DEFINED
BEST BUY INC	COM	086516101	5,165	75,350	SH	DEFINED
BEST BUY INC	COM	086516101	87,950	1,283,000	SH	DEFINED
BIOMET INC	COM	090613100	1,798	51,925	SH	DEFINED
BIOMET INC	COM	090613100	35,671	1,030,200	SH	DEFINED
BLACKBOARD INC	COM	091935502	30,881	1,292,100	SH	DEFINED
BOEING CO	COM	097023105	12,210	185,000	SH	DEFINED
BOEING CO	COM	097023105	183,675	2,782,947	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	3,636	134,650	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	58,593	2,170,126	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	400	16,000	SH	DEFINED
BROADCOM CORP	CL A	111320107	5,925	166,750	SH	DEFINED
BROADCOM CORP	CL A	111320107	73,236	2,061,250	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,487	24,600	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	26,122	432,050	SH	DEFINED

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BRUNSWICK CORP	COM	117043109	949	21,900	SH	DEFINED
BRUNSWICK CORP	COM	117043109	8,179	188,800	SH	DEFINED
BUCYRUS INTL INC NEW	CL A	118759109	707	18,650	SH	DEFINED
BUCYRUS INTL INC NEW	CL A	118759109	22,483	592,750	SH	DEFINED
BURLINGTON NORTHN SANTA FE CP	COM	12189T104	99	2,100	SH	DEFINED
BURLINGTON NORTHN SANTA FE CP	COM	12189T104	8,173	173,600	SH	DEFINED
BURLINGTON RES INC	COM	122014103	13,860	250,902	SH	DEFINED
BURLINGTON RES INC	COM	122014103	110	2,000	SH	DEFINED
BURLINGTON RES INC	COM	122014103	221,735	4,014,030	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM	12541W100	1,633	28,050	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM	12541W100	22,177	381,050	SH	DEFINED
CIT GROUP INC	COM	125581108	35,637	829,355	SH	DEFINED
CIT GROUP INC	COM	125581108	56	1,300	SH	DEFINED
CVS CORP	COM	126650100	1,642	56,500	SH	DEFINED
CVS CORP	COM	126650100	33,877	1,165,360	SH	DEFINED

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CVS CORP	COM	126650100	34,758	1,195,650	SH	DEFINED
CABELAS INC	COM	126804301	17,720	829,600	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	3,203	104,100	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	45	1,475	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	50,272	1,633,789	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	451	12,400	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	13,588	373,500	SH	DEFINED
CAPITOL FED FINL	COM	14057C106	300	8,700	SH	DEFINED
CAPITOL FED FINL	COM	14057C106	1,649	47,757	SH	DEFINED
CAREMARK RX INC	COM	141705103	1,972	44,300	SH	DEFINED
CAREMARK RX INC	COM	141705103	26,631	598,190	SH	DEFINED
CAREMARK RX INC	COM	141705103	40,756	915,450	SH	DEFINED
CARNIVAL CORP	COM	143658300	23,091	423,294	SH	DEFINED
CARNIVAL CORP	COM	143658300	20,764	380,638	SH	DEFINED
CARNIVAL CORP	COM	143658300	158,688	2,909,029	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	9,057	95,023	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	14	150	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	103,421	1,085,099	SH	DEFINED
CELESTICA INC	SUB VTG SHS	15101Q108	7,915	590,700	SH	DEFINED
CEMEX S A	SPON ADR 5 ORD	151290889	5,078	119,713	SH	DEFINED
CEMEX S A	SPON ADR 5 ORD	151290889	41,216	971,608	SH	DEFINED
CENDANT CORP	COM	151313103	1,242	55,500	SH	DEFINED
CENDANT CORP	COM	151313103	10,702	478,400	SH	DEFINED
CERNER CORP	COM	156782104	43,358	637,850	SH	DEFINED
CERNER CORP	COM	156782104	285,494	4,199,978	SH	DEFINED
CHECKFREE CORP NEW	COM	162813109	26,682	783,494	SH	DEFINED
CHECKFREE CORP NEW	COM	162813109	126,451	3,713,154	SH	DEFINED
CHEESECAKE FACTORIES INC	COM	163072101	243	7,000	SH	DEFINED
CHEESECAKE FACTORIES INC	COM	163072101	347	10,000	SH	DEFINED
CHEVRONTEXACO CORP	COM	166764100	3,825	68,400	SH	DEFINED
CHEVRONTEXACO CORP	COM	166764100	2,928	52,365	SH	DEFINED
CHEVRONTEXACO CORP	COM	166764100	137,379	2,456,700	SH	DEFINED

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CHICAGO BRIDGE & IRON CO	N Y REGISTRY SH	167250109	9,413	411,758	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y REGISTRY SH	167250109	61,611	2,695,140	SH	DEFINED
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	36,274	122,756	SH	DEFINED
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	427,718	1,447,439	SH	DEFINED
CHINA NETCOM GROUP CORP HK L	SPONSORED ADR	16940Q101	87	3,000	SH	DEFINED
CHINA NETCOM GROUP CORP HK L	SPONSORED ADR	16940Q101	464	16,000	SH	DEFINED
CHUBB CORP	COM	171232101	11,302	132,018	SH	DEFINED
CHUBB CORP	COM	171232101	14,109	164,800	SH	DEFINED
CINERGY CORP	COM	172474108	17,374	387,630	SH	DEFINED
CINERGY CORP	COM	172474108	22	500	SH	DEFINED
CISCO SYS INC	COM	17275R102	7,246	379,474	SH	DEFINED
CISCO SYS INC	COM	17275R102	97,391	5,100,359	SH	DEFINED
CITADEL BROADCASTING CORP	COM	17285T106	172	15,000	SH	DEFINED
CINTAS CORP	COM	172908105	1,255	32,500	SH	DEFINED
CINTAS CORP	COM	172908105	32,410	839,100	SH	DEFINED

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CITIGROUP INC	COM	172967101	9,814	212,278	SH	DEFINED
CITIGROUP INC	COM	172967101	48,373	1,046,351	SH	DEFINED
CITIGROUP INC	COM	172967101	157,668	3,410,511	SH	DEFINED
CITY NATIONAL CORP	COM	178566105	7,877	109,850	SH	DEFINED
CITY NATIONAL CORP	COM	178566105	39,390	549,300	SH	DEFINED
COACH INC	COM	189754104	339	10,100	SH	DEFINED
COACH INC	COM	189754104	1,544	46,000	SH	DEFINED
COCA COLA CO	COM	191216100	1,498	35,876	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	1,403	63,750	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	19,616	891,250	SH	DEFINED
COGENT INC	COM	19239Y108	1,806	63,300	SH	DEFINED
COGENT INC	COM	19239Y108	40,039	1,403,400	SH	DEFINED
COGNEX CORP	COM	192422103	10,588	404,600	SH	DEFINED
COGNEX CORP	COM	192422103	27,123	1,036,400	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	236	5,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,611	112,418	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	27,895	558,910	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	115,069	2,305,524	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	21,796	576,775	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	30	800	SH	DEFINED
COMPANIA VALE DO RIO DOCE	SPONSORED ADR	204412209	3,733	127,500	SH	DEFINED
COMPANIA VALE DO RIO DOCE	SPONSORED ADR	204412209	42,497	1,451,400	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	264	11,400	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	1,736	30,200	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	977	17,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	72,759	1,265,600	SH	DEFINED
COOPER CAMERON CORP	COM	216640102	7,607	122,600	SH	DEFINED
COOPER CAMERON CORP	COM	216640102	9	150	SH	DEFINED
COOPER CAMERON CORP	COM	216640102	19,552	315,100	SH	DEFINED
COOPER TIRE & RUBR CO	COM	216831107	5,606	301,900	SH	DEFINED
CORNING INC	DBCV 11/0	219350AJ4	26	33,000	PRN	DEFINED
CORPORATE EXECUTIVE BRD CO	COM	21988R102	54,647	698,011	SH	DEFINED

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
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COSTAR GROUP INC	COM	22160N109	9,889	226,600	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	31,501	721,827	SH	DEFINED
COX RADIO INC	CL A	224051102	932	59,200	SH	DEFINED
COX RADIO INC	CL A	224051102	12,529	795,500	SH	DEFINED
CREE INC	COM	225447101	43,827	1,720,383	SH	DEFINED
CULLEN FROST BANKERS INC	COM	229899109	2,628	55,156	SH	DEFINED
CYBERONICS INC	COM	23251P102	1,590	36,550	SH	DEFINED
DANAHER CORP DEL	COM	235851102	5,004	95,600	SH	DEFINED
DANAHER CORP DEL	COM	235851102	47,771	912,710	SH	DEFINED
DAVITA INC	COM	23918K108	1,819	40,000	SH	DEFINED
DAVITA INC	COM	23918K108	38,931	856,000	SH	DEFINED
DAWSON GEOPHYSICAL CO	COM	239359102	583	27,500	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	12,704	360,500	SH	DEFINED
DEERE & CO	COM	244199105	11,890	181,550	SH	DEFINED
DEERE & CO	COM	244199105	200	3,050	SH	DEFINED

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DEERE & CO	COM	244199105	144,587	2,207,766	SH	DEFINED	1
DELL INC	COM	24702R101	42,862	1,086,626	SH	DEFINED	
DELL INC	COM	24702R101	22,181	562,335	SH	DEFINED	1,
DELL INC	COM	24702R101	408,389	10,353,390	SH	DEFINED	1
DELTA PETE CORP	COM NEW	247907207	1,439	102,100	SH	DEFINED	1
DENDRITE INTL INC	COM	248239105	38,430	2,783,801	SH	DEFINED	1
DENTSPLY INTL INC NEW	COM	249030107	5,260	97,400	SH	DEFINED	1
DENTSPLY INTL INC NEW	COM	249030107	60,263	1,115,875	SH	DEFINED	1
DEVON ENERGY CORP NEW	COM	25179M103	2,093	41,300	SH	DEFINED	
DEVON ENERGY CORP NEW	COM	25179M103	1,690	33,356	SH	DEFINED	1,
DEVON ENERGY CORP NEW	COM	25179M103	18,361	362,300	SH	DEFINED	1
DIAGEO P L C	SPON ADR NEW	25243Q205	1,901	32,050	SH	DEFINED	
DIAGEO P L C	SPON ADR NEW	25243Q205	13,960	235,421	SH	DEFINED	1
DIAMONDCLUSTER INTL INC	COM	25278P106	267	23,700	SH	DEFINED	
DIAMONDCLUSTER INTL INC	COM	25278P106	693	61,500	SH	DEFINED	1
DIGENE CORP	COM	253752109	8,892	321,550	SH	DEFINED	
DIGENE CORP	COM	253752109	22,774	823,500	SH	DEFINED	1
DIGITAS INC	COM	25388K104	9,545	836,900	SH	DEFINED	
DIGITAS INC	COM	25388K104	24,501	2,148,250	SH	DEFINED	1
DISNEY WALT CO	COM DISNEY	254687106	86	3,400	SH	DEFINED	1,
DISNEY WALT CO	COM DISNEY	254687106	35,675	1,416,800	SH	DEFINED	1
DOLBY LABORATORIES INC	COM	25659T107	2,515	114,000	SH	DEFINED	
DOLBY LABORATORIES INC	COM	25659T107	30,242	1,370,900	SH	DEFINED	1
DOLLAR FINL CORP	COM	256664103	403	37,500	SH	DEFINED	1
DOLLAR GEN CORP	COM	256669102	459	22,550	SH	DEFINED	
DOLLAR GEN CORP	COM	256669102	17,242	846,865	SH	DEFINED	1,
DOLLAR GEN CORP	COM	256669102	4,015	197,200	SH	DEFINED	1
DOMINION RES INC VA NEW	COM	25746U109	6,221	84,772	SH	DEFINED	
DOMINION RES INC VA NEW	COM	25746U109	30,022	409,075	SH	DEFINED	1,
DOMINION RES INC VA NEW	COM	25746U109	86,004	1,171,882	SH	DEFINED	1
DOW CHEM CO	COM	260543103	1,351	30,350	SH	DEFINED	
DOW CHEM CO	COM	260543103	13,162	295,580	SH	DEFINED	1,

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DOW CHEM CO	COM	260543103	19,894	446,746	SH	DEFINED	
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	94	3,600	SH	DEFINED	
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	14,227	543,000	SH	DEFINED	
DU PONT E I DE NEMOURS & CO	COM	263534109	3,844	89,383	SH	DEFINED	
DU PONT E I DE NEMOURS & CO	COM	263534109	533	12,400	SH	DEFINED	1
DU PONT E I DE NEMOURS & CO	COM	263534109	53,955	1,254,474	SH	DEFINED	
E M C CORP MASS	COM	268648102	5,076	370,250	SH	DEFINED	
E M C CORP MASS	COM	268648102	17,518	1,277,755	SH	DEFINED	1
E M C CORP MASS	COM	268648102	75,103	5,477,950	SH	DEFINED	
ENSCO INTL INC	COM	26874Q100	286	8,000	SH	DEFINED	1
ENSCO INTL INC	COM	26874Q100	10,174	284,600	SH	DEFINED	
EPIQ SYS INC	COM	26882D109	14,780	905,902	SH	DEFINED	
EBAY INC	COM	278642103	6,083	184,146	SH	DEFINED	
EBAY INC	COM	278642103	72,883	2,206,234	SH	DEFINED	
ELITE PHARMACEUTICALS INC	CL A NEW	28659T200	107	34,800	SH	DEFINED	

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ELONG INC	SPONSORED ADR	290138205	436	39,950	SH	DEFINED
EMERSON ELEC CO	COM	291011104	319	5,100	SH	DEFINED
EMERSON ELEC CO	COM	291011104	125	2,000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	14,011	223,709	SH	DEFINED
ENCANA CORP	COM	292505104	13,389	338,200	SH	DEFINED
ENBRIDGE INC	COM	29250N105	1,605	56,300	SH	DEFINED
ENBRIDGE INC	COM	29250N105	12,498	438,540	SH	DEFINED
ENCORE MED CORP	COM	2.93E+113	140	25,000	SH	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	2,565	237,200	SH	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	108	10,000	SH	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	6,569	607,400	SH	DEFINED
ENDEAVOUR INTL CORP	COM	29259G101	363	100,000	SH	DEFINED
ENGINEERED SUPPORT SYS INC	COM	292866100	1,048	29,225	SH	DEFINED
EPICOR SOFTWARE CORP	COM	29426L108	4,826	366,300	SH	DEFINED
EPICOR SOFTWARE CORP	COM	29426L108	12,358	938,000	SH	DEFINED
EQUITABLE RES INC	COM	294549100	34,000	500,000	SH	DEFINED
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	795	20,000	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	5,033	173,000	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	60,621	2,083,900	SH	DEFINED
EXELON CORP	COM	30161N101	1,755	34,200	SH	DEFINED
EXELON CORP	COM	30161N101	15,608	304,075	SH	DEFINED
EXELON CORP	COM	30161N101	47,149	918,550	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	5,588	112,200	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	67,077	1,346,800	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	23,643	411,403	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	36,562	636,198	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	335,553	5,838,753	SH	DEFINED
FLIR SYS INC	COM	302445101	13,038	436,200	SH	DEFINED
FLIR SYS INC	COM	302445101	33,390	1,117,100	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	24,193	675,025	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	96,044	2,679,786	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	6,695	256,500	SH	DEFINED

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FAMILY DLR STORES INC	COM	307000109	85,035	3,258,050	SH DEFINED
FASTENAL CO	COM	311900104	2,484	40,550	SH DEFINED
FASTENAL CO	COM	311900104	34,284	559,700	SH DEFINED
FEDERAL HOME LN MTG CORP	COM	313400301	3,666	56,200	SH DEFINED
FEDERAL HOME LN MTG CORP	COM	313400301	51,682	792,300	SH DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	2,394	41,000	SH DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	41	700	SH DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	57,203	979,500	SH DEFINED
FEDERATED DEPT STORES INC DE	COM	31410H101	10,530	143,700	SH DEFINED
FINANCIAL FED CORP	COM	317492106	8,404	217,500	SH DEFINED
FINANCIAL FED CORP	COM	317492106	55,620	1,439,437	SH DEFINED
FLUOR CORP NEW	COM	343412102	6,045	104,964	SH DEFINED
FLUOR CORP NEW	COM	343412102	70,709	1,227,808	SH DEFINED
FOREST LABS INC	CL A	345838106	911	23,450	SH DEFINED
FOREST OIL CORP	COM PAR \$0.01	346091705	319	7,600	SH DEFINED

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FOREST OIL CORP	COM PAR \$0.01	346091705	5,141	122,400	SH	DEFINED
FORMFACTOR INC	COM	346375108	8,319	315,300	SH	DEFINED
FORMFACTOR INC	COM	346375108	21,281	806,550	SH	DEFINED
FOSSIL INC	COM	349882100	31,338	1,380,828	SH	DEFINED
FOUNDATION COAL HLDGS INC	COM	35039W100	641	24,700	SH	DEFINED
FOUNDATION COAL HLDGS INC	COM	35039W100	10,329	398,200	SH	DEFINED
FOXHOLLOW TECHNOLOGIES INC	COM	35166A103	7,945	208,200	SH	DEFINED
FOXHOLLOW TECHNOLOGIES INC	COM	35166A103	20,347	533,201	SH	DEFINED
FRANKLIN RES INC	COM	354613101	13,722	178,250	SH	DEFINED
FRANKLIN RES INC	COM	354613101	108,817	1,413,577	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	CL B	35671D857	2,058	54,964	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	CL B	35671D857	24,285	648,627	SH	DEFINED
GANNETT INC	COM	364730101	683	9,600	SH	DEFINED
GANNETT INC	COM	364730101	5,961	83,800	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	719	19,850	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	16,923	466,900	SH	DEFINED
GENENTECH INC	COM NEW	368710406	20,424	254,414	SH	DEFINED
GENENTECH INC	COM NEW	368710406	218,809	2,725,578	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	26,750	244,200	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	263,801	2,408,265	SH	DEFINED
GENERAL ELEC CO	COM	369604103	60,889	1,757,268	SH	DEFINED
GENERAL ELEC CO	COM	369604103	53,306	1,538,409	SH	DEFINED
GENERAL ELEC CO	COM	369604103	560,440	16,174,312	SH	DEFINED
GENTEX CORP	COM	371901109	5,021	275,800	SH	DEFINED
GENTEX CORP	COM	371901109	56,141	3,083,810	SH	DEFINED
GENUINE PARTS CO	COM	372460105	647	15,750	SH	DEFINED
GENUINE PARTS CO	COM	372460105	82	2,000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	3,550	86,395	SH	DEFINED
GENZYME CORP	COM GENL DIV	372917104	6,200	103,200	SH	DEFINED
GENZYME CORP	COM GENL DIV	372917104	74,661	1,242,800	SH	DEFINED
GETTY IMAGES INC	COM	374276103	9,676	130,294	SH	DEFINED
GETTY IMAGES INC	COM	374276103	98,505	1,326,494	SH	DEFINED

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GILEAD SCIENCES INC	COM	375558103	18,194	413,550	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	245,539	5,581,075	SH	DEFINED
GILLETTE CO	COM	375766102	23,420	462,573	SH	DEFINED
GILLETTE CO	COM	375766102	41	800	SH	DEFINED
GLOBAL PAYMENTS INC	COM	37940X102	1,119	16,500	SH	DEFINED
GLOBAL PAYMENTS INC	COM	37940X102	16,896	249,200	SH	DEFINED
GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	189	6,300	SH	DEFINED
GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	2,811	93,500	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	36,435	357,135	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	10	100	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	298,619	2,927,061	SH	DEFINED
GOODRICH CORP	COM	382388106	532	13,000	SH	DEFINED
GOODRICH CORP	COM	382388106	2,952	72,078	SH	DEFINED
GOOGLE INC	CL A	38259P508	50,125	170,410	SH	DEFINED
GOOGLE INC	CL A	38259P508	362,476	1,232,305	SH	DEFINED

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GRUPO TELEVIS SA DE CV	SP ADR REP ORD	40049J206	5,472	88,130	SH	DEFINED
GUIDANT CORP	COM	401698105	6,717	99,800	SH	DEFINED
GUIDANT CORP	COM	401698105	87,901	1,306,100	SH	DEFINED
GUITAR CTR MGMT INC	COM	402040109	8,021	137,400	SH	DEFINED
GUITAR CTR MGMT INC	COM	402040109	20,530	351,700	SH	DEFINED
HCA-HEALTHCARE CO	COM	404119109	799	14,100	SH	DEFINED
HCA-HEALTHCARE CO	COM	404119109	50,398	889,324	SH	DEFINED
HALLIBURTON CO	COM	406216101	2,649	55,400	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	868	17,500	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	12,003	242,000	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	4,242	52,142	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	54,952	675,412	SH	DEFINED
HARRAHS ENTMT INC	COM	413619107	980	13,600	SH	DEFINED
HARRAHS ENTMT INC	COM	413619107	5,384	74,712	SH	DEFINED
HARTFOLD FINL SVCS GROUP INC	COM	416515104	168	2,250	SH	DEFINED
HARTFOLD FINL SVCS GROUP INC	COM	416515104	14,956	200,000	SH	DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,412	53,950	SH	DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	32,323	1,234,650	SH	DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	19,021	726,550	SH	DEFINED
HEADWATERS INC	COM	42210P102	13,504	392,800	SH	DEFINED
HEADWATERS INC	COM	42210P102	79,708	2,318,450	SH	DEFINED
HERSHEY FOODS CORP	COM	427866108	1,158	18,650	SH	DEFINED
HERSHEY FOODS CORP	COM	427866108	15,336	246,950	SH	DEFINED
HILTON HOTELS CORP	COM	432848109	191	8,000	SH	DEFINED
HILTON HOTELS CORP	COM	432848109	19,104	801,000	SH	DEFINED
HOLOGIC INC	COM	436440101	7,235	181,700	SH	DEFINED
HOLOGIC INC	COM	436440101	18,534	465,450	SH	DEFINED
HOME DEPOT INC	COM	437076102	19,698	506,370	SH	DEFINED
HOME DEPOT INC	COM	437076102	10	250	SH	DEFINED
HOME DEPOT INC	COM	437076102	85,796	2,205,551	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	30,107	821,915	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	51	1,400	SH	DEFINED

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HUNT J B TRANS SVCS INC	COM	445658107	50,152	2,603,282	SH	DEFINED
HUNTSMAN CORP	COM	447011107	122	6,000	SH	DEFINED
HUNTSMAN CORP	COM	447011107	10,084	497,500	SH	DEFINED
ICOS CORP	COM	449295104	790	37,300	SH	DEFINED
ICOS CORP	COM	449295104	11,693	552,200	SH	DEFINED
ITT EDUCATIONAL SERVICES INC	COM	45068B109	58,623	1,097,402	SH	DEFINED
ICICI BK LTD	ADR	45104G104	1,093	50,000	SH	DEFINED
IDEX CORP	COM	45167R104	1,904	49,325	SH	DEFINED
IDEX CORP	COM	45167R104	24,791	642,100	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	5,145	64,566	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	60,242	756,050	SH	DEFINED
IMPERIAL OIL LTD	COM NEW	453038408	1,704	20,450	SH	DEFINED
INCO LTD	COM	453258402	3,518	93,200	SH	DEFINED
INCO LTD	COM	453258402	26,544	703,150	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	5,086	65,600	SH	DEFINED

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INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	85,354	1,100,850	SH	DEFINED
INTEL CORP	COM	458140100	14,068	540,546	SH	DEFINED
INTEL CORP	COM	458140100	38,957	1,496,890	SH	DEFINED
INTEL CORP	COM	458140100	214,902	8,257,540	SH	DEFINED
INTERGRAPH CORP	COM	458683109	12,362	358,800	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	749	10,100	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	17,526	236,200	SH	DEFINED
INTL PAPER CO	COM	460146103	11,631	385,000	SH	DEFINED
IOWA TELECOMM SERVICES INC	COM	462594201	1,686	89,900	SH	DEFINED
IOWA TELECOMM SERVICES INC	COM	462594201	13,493	719,645	SH	DEFINED
ISHARES INC	MSCI PAC J IDX	464286665	1,120	11,900	SH	DEFINED
ISHARES INC	MSCI TAIWAN	464286731	2,410	199,150	SH	DEFINED
ISHARES INC	MSCI S KOREA	464286772	320	10,000	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	4,056	400,000	SH	DEFINED
ISHARES INC	MSCI HONG KONG	464286871	559	45,000	SH	DEFINED
ISHARES TR	MSCI EAFE IDX	464287465	471	9,000	SH	DEFINED
ISHARES TR	RUSL 2000 GROW	464287648	11,243	173,640	SH	DEFINED
IVAX CORP	COM	465823102	5,475	254,662	SH	DEFINED
IVAX CORP	COM	465823102	65,893	3,064,804	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	3,978	112,636	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	1,424	40,323	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	32,528	920,941	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	8,594	152,750	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	28,847	512,750	SH	DEFINED
JAMBAT MOBILE INC	COM	47023T100	16,956	612,700	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	25,808	397,050	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	26,196	403,020	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	288,038	4,431,347	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,103	43,800	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	18,498	734,500	SH	DEFINED
KFX INC	COM	48245L107	1,375	96,200	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	74	1,700	SH	DEFINED

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KLA-TENCOR CORP	COM	482480100	4,718	108,000	SH	DEFINED
KANSAS CITY SOUTHN INDS INC	COM NEW	485170302	8,727	432,450	SH	DEFINED
KANSAS CITY SOUTHN INDS INC	COM NEW	485170302	61,506	3,047,870	SH	DEFINED
KELLOGG CO	COM	487836108	6,671	150,103	SH	DEFINED
KELLOGG CO	COM	487836108	85,616	1,926,550	SH	DEFINED
KINDER MORGAN INC KANS	COM	49455P101	1,032	12,400	SH	DEFINED
KINDER MORGAN INC KANS	COM	49455P101	5,667	68,108	SH	DEFINED
KOHL'S CORP	COM	500255104	9,298	166,300	SH	DEFINED
KOHL'S CORP	COM	500255104	16,670	298,165	SH	DEFINED
KOHL'S CORP	COM	500255104	115,757	2,070,425	SH	DEFINED
KRONOS INC	COM	501052104	8,425	208,700	SH	DEFINED
KRONOS INC	COM	501052104	21,572	534,350	SH	DEFINED
KYPHON INC	COM	501577100	1,248	35,850	SH	DEFINED
KYPHON INC	COM	501577100	34,777	999,350	SH	DEFINED
LKQ CORP	COM	501889208	30,025	1,107,326	SH	DEFINED

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LTX CORP	COM	502392103	181	36,600	SH	DEFINED
L-3 COMMUNICATIONS HDGS INC	COM	502424104	1,558	20,350	SH	DEFINED
L-3 COMMUNICATIONS HDGS INC	COM	502424104	20,428	266,750	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,186	43,800	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	30,352	608,250	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	1,422	49,150	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	29,913	1,033,800	SH	DEFINED
LAMAR ADVERTISING CO	CL A	512815101	2,514	58,750	SH	DEFINED
LAMAR ADVERTISING CO	CL A	512815101	33,141	774,600	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	7,071	197,800	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	87,700	2,453,160	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	2,103	53,750	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	35,303	902,200	SH	DEFINED
LEGG MASON INC	COM	524901105	24,515	235,475	SH	DEFINED
LEGG MASON INC	COM	524901105	239,474	2,300,200	SH	DEFINED
LEHMAN BROS HLDGS INC	COM	524908100	2,154	21,700	SH	DEFINED
LEHMAN BROS HLDGS INC	COM	524908100	11	109	SH	DEFINED
LEHMAN BROS HLDGS INC	COM	524908100	28,682	288,900	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	895	13,800	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	17,037	262,800	SH	DEFINED
LIBERTY MEDIA CORP NEW	COM SER A	530718105	6,124	600,958	SH	DEFINED
LIBERTY MEDIA CORP NEW	COM SER A	530718105	76,444	7,501,900	SH	DEFINED
LILLY ELI & CO	COM	532457108	24,114	432,845	SH	DEFINED
LILLY ELI & CO	COM	532457108	6,652	119,400	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	14,240	303,500	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	3,634	99,065	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	35,309	962,484	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	7,278	112,194	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	79,491	1,225,386	SH	DEFINED
LONGS DRUG STORES CORP	COM	543162101	598	13,900	SH	DEFINED
LONGS DRUG STORES CORP	COM	543162101	6,974	162,000	SH	DEFINED
MBNA CORP	COM	55262L100	408	15,600	SH	DEFINED

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	ITEM 7	
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	MA S IN
MBNA CORP	COM	55262L100	3,539	135,300	SH	DEFINED	1
MGI PHARMA INC	COM	552880106	2,517	115,700	SH	DEFINED	1
MGI PHARMA INC	COM	552880106	15,139	695,900	SH	DEFINED	1
MACROVISION CORP	COM	555904101	11,499	510,050	SH	DEFINED	1
MACROVISION CORP	COM	555904101	29,389	1,303,550	SH	DEFINED	1
MARATHON OIL CORP	COM	565849106	283	5,300	SH	DEFINED	1
MARATHON OIL CORP	COM	565849106	1,554	29,116	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	1,738	62,750	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	20,892	754,229	SH	DEFINED	1
MARRIOTT INTL INC NEW	CL A	571903202	7,789	114,178	SH	DEFINED	1
MARRIOTT INTL INC NEW	CL A	571903202	97,033	1,422,350	SH	DEFINED	1
MARTEK BIOSCIENCES CORP	COM	572901106	22,824	601,177	SH	DEFINED	1
MARTEK BIOSCIENCES CORP	COM	572901106	64,569	1,700,763	SH	DEFINED	1
MARVEL ENTERPRISES INC	COM	57383M108	8,160	413,800	SH	DEFINED	1
MASCO CORP	COM	574599106	2,312	72,800	SH	DEFINED	1

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MASCO CORP	COM	574599106	31,042	977,400	SH	DEFINED	1
MATTEL INC	COM	577081102	561	30,650	SH	DEFINED	1,
MATTSON TECHNOLOGY INC	COM	577223100	1,259	176,600	SH	DEFINED	
MATTSON TECHNOLOGY INC	COM	577223100	15,357	2,153,850	SH	DEFINED	1
MAXIM INTEGRATED PRODS INC	COM	57772K101	6,478	169,640	SH	DEFINED	
MAXIM INTEGRATED PRODS INC	COM	57772K101	103,713	2,716,072	SH	DEFINED	1
MAY DEPT STORES CO	COM	577778103	739	18,400	SH	DEFINED	
MAY DEPT STORES CO	COM	577778103	4,046	100,752	SH	DEFINED	1
MCCORMICK & CO INC	COM NON VTG	579780206	1,629	49,850	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	11,100	400,000	SH	DEFINED	1
MEDIMMUNE INC	COM	584699102	294	11,000	SH	DEFINED	
MEDIMMUNE INC	COM	584699102	8,445	316,000	SH	DEFINED	1
MEDTRONIC INC	COM	585055106	21,524	415,606	SH	DEFINED	
MEDTRONIC INC	COM	585055106	28,595	552,127	SH	DEFINED	1,
MEDTRONIC INC	COM	585055106	243,249	4,696,831	SH	DEFINED	1
MELLON FINL CORP	COM	58551A108	2,054	71,600	SH	DEFINED	
MELLON FINL CORP	COM	58551A108	52	1,800	SH	DEFINED	1,
MELLON FINL CORP	COM	58551A108	17,822	621,200	SH	DEFINED	1
MERCK & CO INC	COM	589331107	316	10,250	SH	DEFINED	1,
MERCURY INTERACTIVE CORP	COM	589405109	918	23,950	SH	DEFINED	
MERCURY INTERACTIVE CORP	COM	589405109	22,132	577,550	SH	DEFINED	1
MEREDITH CORP	COM	589433101	1,479	30,150	SH	DEFINED	
MEREDITH CORP	COM	589433101	18,854	384,300	SH	DEFINED	1
MERRILL LYNCH & CO INC	COM	590188108	1,084	19,700	SH	DEFINED	
MERRILL LYNCH & CO INC	COM	590188108	20,046	364,415	SH	DEFINED	1,
MERRILL LYNCH & CO INC	COM	590188108	7,755	140,972	SH	DEFINED	1
MICROS SYS INC	COM	594901100	10,141	227,250	SH	DEFINED	
MICROS SYS INC	COM	594901100	25,936	581,200	SH	DEFINED	1
MICROSOFT CORP	COM	594918104	48,890	1,969,404	SH	DEFINED	
MICROSOFT CORP	COM	594918104	17,481	704,171	SH	DEFINED	1,
MICROSOFT CORP	COM	594918104	424,083	17,082,896	SH	DEFINED	1
MICROSTRATEGY INC	CL A NEW	594972408	7,695	145,268	SH	DEFINED	

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MICROSTRATEGY INC	CL A NEW	594972408	46,099	870,286	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	22,384	754,690	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	250,575	8,448,238	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	3,041	297,800	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	43,285	4,239,450	SH	DEFINED
MICROSEMI CORP	COM	595137100	5,598	297,850	SH	DEFINED
MICROSEMI CORP	COM	595137100	14,318	761,800	SH	DEFINED
MINERALS TECHNOLOGIES INC	COM	603158106	6,758	109,700	SH	DEFINED
MINERALS TECHNOLOGIES INC	COM	603158106	17,279	280,500	SH	DEFINED
MOLEX INC	COM	608554101	232	8,900	SH	DEFINED
MOLEX INC	COM	608554101	7,352	282,000	SH	DEFINED
MOLEX INC	CL A	608554200	1,183	50,450	SH	DEFINED
MOLEX INC	CL A	608554200	14,822	632,222	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	905	14,600	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	13,962	225,200	SH	DEFINED

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MONSANTO CO NEW	COM	61166W101	12,511	199,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	114,529	1,821,680	SH	DEFINED
MOODYS CORP	COM	615369105	5,876	130,700	SH	DEFINED
MOODYS CORP	COM	615369105	56,207	1,250,150	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	1,185	22,578	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	10,075	192,010	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,196	61,200	SH	DEFINED
NBTY INC	COM	628782104	996	38,400	SH	DEFINED
NBTY INC	COM	628782104	8,529	328,800	SH	DEFINED
NPS PHARMACEUTICALS INC	COM	62936P103	1,390	122,400	SH	DEFINED
NPS PHARMACEUTICALS INC	COM	62936P103	3,553	312,900	SH	DEFINED
NATIONAL INSTRS CORP	COM	637071101	554	11,650	SH	DEFINED
NATIONAL INSTRS CORP	COM	637071101	152	3,200	SH	DEFINED
NATIONAL INSTRS CORP	COM	637071101	3,041	63,973	SH	DEFINED
NATURAL RESOURCE PARTNERS L	COM UNIT L P	63900P103	3,711	64,000	SH	DEFINED
NAUTILUS GROUP INC	COM	63910B102	15,048	528,000	SH	DEFINED
NAUTILUS GROUP INC	COM	63910B102	38,600	1,354,400	SH	DEFINED
NAVTEQ CORP	COM	63936L100	2,290	61,600	SH	DEFINED
NAVTEQ CORP	COM	63936L100	27,628	743,100	SH	DEFINED
NETWORK APPLIANCE INC	COM	64120L104	2,436	86,150	SH	DEFINED
NETWORK APPLIANCE INC	COM	64120L104	33,820	1,196,100	SH	DEFINED
NEUROCRINE BIOSCIENCES INC	COM	64125C109	812	19,300	SH	DEFINED
NEUROCRINE BIOSCIENCES INC	COM	64125C109	10,867	258,400	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	301	16,600	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	1,652	91,180	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	27,420	687,400	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	97,096	2,434,084	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	3,095	79,300	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	36,294	929,900	SH	DEFINED
NEWS CORP	CL A	6.52E+108	1,419	87,700	SH	DEFINED
NEWS CORP	CL A	6.52E+108	172	10,640	SH	DEFINED
NEWS CORP	CL A	6.52E+108	25,293	1,563,200	SH	DEFINED

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NEWS CORP	CL B	6.52E+207	9,543	566,000	SH DEFINED
NIKE INC	CL B	654106103	241	2,780	SH DEFINED
NINETOWNS DIGI WRLD TRADE HL	SPONSORED ADR	654407105	438	63,000	SH DEFINED
NINETOWNS DIGI WRLD TRADE HL	SPONSORED ADR	654407105	414	59,600	SH DEFINED
NOBLE ENERGY INC	COM	655044105	1,233	16,300	SH DEFINED
NOBLE ENERGY INC	COM	655044105	35,035	463,125	SH DEFINED
NORDSTROM INC	COM	655664100	986	14,500	SH DEFINED
NORDSTROM INC	COM	655664100	12,561	184,800	SH DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	712	23,000	SH DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	12,509	404,050	SH DEFINED
NORTHERN TR CORP	COM	665859104	1,972	43,300	SH DEFINED
NORTHERN TR CORP	COM	665859104	11,254	247,160	SH DEFINED
NORTHERN TR CORP	COM	665859104	40,515	889,750	SH DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	22,839	413,373	SH DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	37	675	SH DEFINED

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NOVARTIS A G	SPONSORED ADR	66987V109	15,150	319,350	SH	DEFINED
NU SKIN ENTERPRISES INC	CL A	67018T105	11,947	512,750	SH	DEFINED
NU SKIN ENTERPRISES INC	CL A	67018T105	30,551	1,311,200	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	13,621	170,555	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	10,014	125,400	SH	DEFINED
ONEOK INC NEW	COM	682680103	65	2,000	SH	DEFINED
ONEOK INC NEW	COM	682680103	2,654	81,300	SH	DEFINED
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	681	20,000	SH	DEFINED
ORACLE CORP	COM	68389X105	10,637	805,500	SH	DEFINED
ORACLE CORP	COM	68389X105	26,295	1,991,265	SH	DEFINED
ORACLE CORP	COM	68389X105	136,240	10,317,300	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	11,582	388,200	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	76,738	2,572,092	SH	DEFINED
OXFORD INDS INC	COM	691497309	13,068	303,550	SH	DEFINED
OXFORD INDS INC	COM	691497309	33,471	777,500	SH	DEFINED
PPL CORP	COM	69351T106	1,924	32,400	SH	DEFINED
PPL CORP	COM	69351T106	356	6,000	SH	DEFINED
PPL CORP	COM	69351T106	23,817	401,100	SH	DEFINED
PRA INTL	COM	69353C101	2,377	88,900	SH	DEFINED
PRA INTL	COM	69353C101	28,598	1,069,500	SH	DEFINED
PACIFICARE HEALTH SYS DEL	COM	695112102	7,631	106,800	SH	DEFINED
PACIFICARE HEALTH SYS DEL	COM	695112102	115,324	1,614,050	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	12,142	436,200	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	87,857	3,156,332	SH	DEFINED
PAYCHEX INC	COM	704326107	10,987	337,900	SH	DEFINED
PAYCHEX INC	COM	704326107	128,608	3,955,350	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,928	37,050	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	16,413	315,400	SH	DEFINED
PEPSICO INC	COM	713448108	6,610	122,566	SH	DEFINED
PEPSICO INC	COM	713448108	38,697	717,540	SH	DEFINED
PEPSICO INC	COM	713448108	84,680	1,570,180	SH	DEFINED
PETROKAZAKHSTAN INC	COM	71649P102	366	10,000	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	S IN
PFIZER INC	COM	717081103	24,092	873,524	SH	DEFINED	
PFIZER INC	COM	717081103	46,993	1,703,895	SH	DEFINED	1,
PFIZER INC	COM	717081103	308,821	11,197,298	SH	DEFINED	1
PHELPS DODGE CORP	COM	717265102	1,545	16,700	SH	DEFINED	
PHELPS DODGE CORP	COM	717265102	18,232	197,100	SH	DEFINED	1
PLACER DOME INC	COM	725906101	1,364	88,700	SH	DEFINED	
PLACER DOME INC	COM	725906101	286	18,614	SH	DEFINED	1,
PLACER DOME INC	COM	725906101	10,864	706,350	SH	DEFINED	1
PLANTRONICS INC NEW	COM	727493108	13,868	381,400	SH	DEFINED	
PLANTRONICS INC NEW	COM	727493108	35,487	976,000	SH	DEFINED	1
PORTALPLAYER INC	COM	736187204	3,263	156,400	SH	DEFINED	
PORTALPLAYER INC	COM	736187204	29,985	1,437,450	SH	DEFINED	1
POWER-ONE INC	COM	739308104	143	22,700	SH	DEFINED	1
PRICE T ROWE GROUP INC	COM	74144T108	9,143	146,000	SH	DEFINED	1
PROCTER & GAMBLE CO	COM	742718109	16,215	307,400	SH	DEFINED	

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PROCTER & GAMBLE CO	COM	742718109	169,758	3,218,168	SH	DEFINED	1
PROGRESS ENERGY INC	COM	743263105	222	4,918	SH	DEFINED	1,
PROLOGIS TR	SH BEN INT	743410102	527	13,100	SH	DEFINED	1
PROLOGIS TR	SH BEN INT	743410102	6,134	152,430	SH	DEFINED	1,
PROLOGIS TR	SH BEN INT	743410102	2,888	71,766	SH	DEFINED	1
PROVIDE COMM INC	COM	74373W103	20,456	949,900	SH	DEFINED	1
PRUDENTIAL FINL INC	COM	744320102	2,794	42,548	SH	DEFINED	1
PRUDENTIAL FINL INC	COM	744320102	74,122	1,128,871	SH	DEFINED	1
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	136	2,800	SH	DEFINED	1
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	2,686	55,200	SH	DEFINED	1
QUALCOMM INC	COM	747525103	8,467	256,450	SH	DEFINED	1
QUIKSILVER INC	COM	74838C106	9,018	564,300	SH	DEFINED	1
QUIKSILVER INC	COM	74838C106	23,096	1,445,300	SH	DEFINED	1
RACKABLE SYS INC	COM	750077109	549	45,900	SH	DEFINED	1
RADIAN GROUP INC	COM	750236101	14,342	303,725	SH	DEFINED	1,
RADIAN GROUP INC	COM	750236101	24	500	SH	DEFINED	1
RED HAT INC	COM	756577102	10,045	767,050	SH	DEFINED	1
RED HAT INC	COM	756577102	61,394	4,688,350	SH	DEFINED	1
RED ROBIN GOURMET BURGERS IN	COM	75689M101	6,190	100,000	SH	DEFINED	1
RED ROBIN GOURMET BURGERS IN	COM	75689M101	15,846	256,011	SH	DEFINED	1
RELIANT RES INC	COM	75952B105	2,549	205,931	SH	DEFINED	1,
RENAL CARE GROUP INC	COM	759930100	1,093	23,700	SH	DEFINED	1
RENAL CARE GROUP INC	COM	759930100	31,602	685,500	SH	DEFINED	1
RESEARCH IN MOTION LTD	COM	760975102	18,216	246,950	SH	DEFINED	1
RESEARCH IN MOTION LTD	COM	760975102	224,369	3,041,675	SH	DEFINED	1
RESMED INC	COM	761152107	8,796	133,300	SH	DEFINED	1
RESMED INC	COM	761152107	22,522	341,300	SH	DEFINED	1
RESOURCES CONNECTION INC	COM	76122Q105	15,253	657,618	SH	DEFINED	1
RESOURCES CONNECTION INC	COM	76122Q105	39,037	1,682,982	SH	DEFINED	1
REYNOLDS AMERICAN INC	COM	761713106	741	9,400	SH	DEFINED	1
REYNOLDS AMERICAN INC	COM	761713106	4,069	51,636	SH	DEFINED	1
ROBERT HALF INTL INC	COM	770323103	5,777	231,360	SH	DEFINED	1

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ROBERT HALF INTL INC	COM	770323103	58,306	2,335,045	SH DEFINED
ROCKWELL COLLINS INC	COM	774341101	10,728	225,000	SH DEFINED
ROWAN COS INC	COM	779382100	238	8,000	SH DEFINED
ROWAN COS INC	COM	779382100	1,248	42,000	SH DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	981	41,300	SH DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	722	30,400	SH DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	8,410	354,100	SH DEFINED
SEI INVESTMENTS CO	COM	784117103	37,000	1,000	SH DEFINED
SLM CORP	COM	78442P106	54,219	1,067,310	SH DEFINED
SLM CORP	COM	78442P106	29,317	577,110	SH DEFINED
SLM CORP	COM	78442P106	431,183	8,487,852	SH DEFINED
ST JUDE MED INC	COM	790849103	305	7,000	SH DEFINED
ST JUDE MED INC	COM	790849103	34,714	796,000	SH DEFINED
ST PAUL COS INC	COM	792860108	2,672	67,585	SH DEFINED
ST PAUL COS INC	COM	792860108	1	16	SH DEFINED

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ST PAUL COS INC	COM	792860108	41,101	1,039,739	SH	DEFINED
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	19,717	455,347	SH	DEFINED
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	212,541	4,908,573	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	12,781	307,500	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	63,572	1,529,450	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	248	13,000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	14,047	737,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	24,623	324,238	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	2,891	38,070	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	313,368	4,126,520	SH	DEFINED
SCIENTIFIC GAMES CORP	CL A	80874P109	16,905	627,500	SH	DEFINED
SCIENTIFIC GAMES CORP	CL A	80874P109	39,416	1,463,100	SH	DEFINED
SCOTTS CO	COM	810186106	1,232	17,300	SH	DEFINED
SCOTTS CO	COM	810186106	52,197	733,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	351	8,500	SH	DEFINED
SEPRACOR INC	COM	817315104	330	5,500	SH	DEFINED
SEPRACOR INC	COM	817315104	840	14,000	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	812	11,200	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	4,454	61,441	SH	DEFINED
SMITH INTL INC	COM	832110100	40,094	629,412	SH	DEFINED
SMITH INTL INC	COM	832110100	255	4,000	SH	DEFINED
SMITH INTL INC	COM	832110100	250,874	3,938,369	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	17,429	371,300	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	99,611	2,122,100	SH	DEFINED
SONY CORP	ADR NEW	835699307	5,242	152,200	SH	DEFINED
SOUTHERN CO	COM	842587107	1,238	35,700	SH	DEFINED
SOUTHERN CO	COM	842587107	3,409	98,315	SH	DEFINED
SOUTHERN CO	COM	842587107	10,398	299,900	SH	DEFINED
SOUTHERN PERU COPPER CORP	COM	843611104	1,298	30,300	SH	DEFINED
SOUTHERN PERU COPPER CORP	COM	843611104	11,479	267,950	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	89	6,400	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	370	26,586	SH	DEFINED

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SOUTHWEST AIRLS CO	COM	844741108	28,542	2,048,950	SH DEFINED
SPINNAKER EXPL CO	COM	84855W109	8,180	230,500	SH DEFINED
SPRINT CORP	COM FON GROUP	852061100	4,268	170,100	SH DEFINED
SPRINT CORP	COM FON GROUP	852061100	33,500	1,335,205	SH DEFINED
SPRINT CORP	COM FON GROUP	852061100	47,382	1,888,475	SH DEFINED
STAMPS COM INC	COM NEW	852857200	10,841	577,900	SH DEFINED
STAPLES INC	COM	855030102	4,138	194,332	SH DEFINED
STAPLES INC	COM	G95089101	41,112	1,930,600	SH DEFINED
STARWOOD HOTELS&RESORTS WRLDWD	PAIRED CTF	85590A203	13,943	238,050	SH DEFINED
STARWOOD HOTELS&RESORTS WRLDWD	PAIRED CTF	85590A203	146,047	2,493,543	SH DEFINED
STATE STR CORP	COM	857477103	6,739	139,661	SH DEFINED
STERICYCLE INC	COM	858912108	1,877	37,300	SH DEFINED
STERICYCLE INC	COM	858912108	25,787	512,410	SH DEFINED
STRAYER ED INC	COM	863236105	7,814	90,550	SH DEFINED
STRAYER ED INC	COM	863236105	19,990	231,661	SH DEFINED

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STRYKER CORP	COM	863667101	6,910	145,300	SH	DEFINED
STRYKER CORP	COM	863667101	285	6,000	SH	DEFINED
STRYKER CORP	COM	863667101	93,732	1,970,825	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810104	386	104,100	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810104	14,127	3,812,900	SH	DEFINED
SUNCOR ENERGY INC	COM	867229106	1,074	22,700	SH	DEFINED
SUNCOR ENERGY INC	COM	867229106	12,391	261,850	SH	DEFINED
SYMANTEC CORP	COM	871503108	5,465	251,300	SH	DEFINED
SYMANTEC CORP	COM	871503108	87,174	4,008,900	SH	DEFINED
SYMBOL TECHNOLOGIES INC	COM	871508107	4,383	444,115	SH	DEFINED
SYMBOL TECHNOLOGIES INC	COM	871508107	52,891	5,358,760	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	2,425	84,600	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	32,733	1,141,700	SH	DEFINED
THQ INC	COM NEW	872443403	7,700	263,150	SH	DEFINED
THQ INC	COM NEW	872443403	19,752	675,050	SH	DEFINED
TXU CORP	COM	873168108	499	6,000	SH	DEFINED
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	17,531	688,725	SH	DEFINED
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	55,423	2,177,284	SH	DEFINED
TARGET CORP	COM	8.76E+110	14,680	269,800	SH	DEFINED
TEKELEC	COM	879101103	6,060	360,600	SH	DEFINED
TEKELEC	COM	879101103	15,519	923,500	SH	DEFINED
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403780	201	10,640	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	156	5,000	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	28,893	928,000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	12,013	427,950	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	184,282	6,565,101	SH	DEFINED
TEXAS REGL BANCSHARES INC	CL A VTG	882673106	389,000	12,750	SH	DEFINED
THE9 LTD	ADR	88337K104	759	29,400	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	9,350	285,400	SH	DEFINED
TIME WARNER INC	COM	887317105	20,601	1,232,865	SH	DEFINED
TIME WARNER INC	COM	887317105	45	2,700	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	1,023	42,450	SH	DEFINED

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TOTAL SYS SVCS INC	COM	891906109	13,027	540,550	SH DEFINED
TRACTOR SUPPLY CO	COM	892356106	10,014	204,000	SH DEFINED
TRACTOR SUPPLY CO	COM	892356106	25,647	522,450	SH DEFINED
TRIAD HOSPITALS INC	COM	89579K109	8,070	147,700	SH DEFINED
TRIAD HOSPITALS INC	COM	89579K109	125,167	2,290,750	SH DEFINED
TYCO INTL GROUP S A	DBCV 3.125%1/1	902118BE7	346	250,000	PRN DEFINED
TYCO INTL GROUP S A	DBCV 3.125%1/1	902118BE7	3,802	2,750,000	PRN DEFINED
TYCO INTL LTD NEW	COM	902124106	823	28,175	SH DEFINED
UIL HLDG CORP	COM	902748102	135,000	2,500	SH DEFINED
US BANCORP DEL	COM NEW	902973304	2,178	74,605	SH DEFINED
US BANCORP DEL	COM NEW	902973304	155	5,323	SH DEFINED
US BANCORP DEL	COM NEW	902973304	28,523	976,800	SH DEFINED
US UNWIRED INC	COM	90338R104	147	25,280	SH DEFINED
US UNWIRED INC	COM	90338R104	586	101,120	SH DEFINED
UAP HLDG CORP	COM	903441103	504	30,425	SH DEFINED

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UBIQUITEL INC	COM	903474302	1,865	228,400	SH	DEFINED
UBIQUITEL INC	COM	903474302	22,767	2,788,400	SH	DEFINED
ULTRA PETE CORP	COM	903914109	486	16,000	SH	DEFINED
ULTRA PETE CORP	COM	903914109	13,049	429,800	SH	DEFINED
UNION PAC CORP	COM	907818108	1,656	25,550	SH	DEFINED
UNION PAC CORP	COM	907818108	1,324	20,426	SH	DEFINED
UNION PAC CORP	COM	907818108	12,796	197,475	SH	DEFINED
UNISOURCE ENERGY CORP	COM	909205106	31,000	1,000	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	10,625	153,626	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	123,788	1,789,875	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	6,054	176,150	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	8,005	155,900	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	132,090	2,572,350	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	49,463	948,650	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	365,144	7,003,150	SH	DEFINED
UNIVISION COMMUNICATIONS INC	CL A	914906102	89	3,230	SH	DEFINED
UNIVISION COMMUNICATIONS INC	CL A	914906102	8,681	315,100	SH	DEFINED
UNOCAL CORP	COM	915289102	130	2,000	SH	DEFINED
UNOCAL CORP	COM	915289102	61,798	950,000	SH	DEFINED
UNOVA INC	COM	91529B106	18,000	683	SH	DEFINED
UTSTARCOM INC	COM	918076100	636	85,000	SH	DEFINED
VCA ANTECH INC	COM	918194101	6,235	257,050	SH	DEFINED
VCA ANTECH INC	COM	918194101	49,911	2,057,750	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	38,515	1,370,647	SH	DEFINED
VALOR COMMUNICATIONS GROUP I	COM	920255106	470	34,050	SH	DEFINED
VALOR COMMUNICATIONS GROUP I	COM	920255106	4,142	300,160	SH	DEFINED
VAN KAMPEN STRATEGIC SECTOR	COM	920943107	26,000	2,000	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	2,889	177,800	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	34,852	2,144,750	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	1,189	34,400	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	547	15,836	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	10,192	295,000	SH	DEFINED

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VERTRUE INC	COM	92534N101	16,225	415,612	SH DEFINED
VIACOM INC	CL B	925524308	1,771	55,300	SH DEFINED
VIACOM INC	CL B	925524308	23,339	728,885	SH DEFINED
VIACOM INC	CL B	925524308	15,411	481,300	SH DEFINED
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	11,748	483,077	SH DEFINED
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	18,301	752,495	SH DEFINED
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	134,449	5,528,339	SH DEFINED
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	1,645	110,700	SH DEFINED
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	20,858	1,403,658	SH DEFINED
WMS INDS INC	COM	929297109	12,945	383,550	SH DEFINED
WMS INDS INC	COM	929297109	33,158	982,450	SH DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	883	17,800	SH DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	7,604	153,300	SH DEFINED
WAL MART STORES INC	COM	931142103	241	5,000	SH DEFINED
WAL MART STORES INC	COM	931142103	39,824	826,225	SH DEFINED

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WAL MART STORES INC	COM	931142103	35,569	737,950	SH	DEFINED
WALGREEN CO	COM	931422109	43,304	941,588	SH	DEFINED
WALGREEN CO	COM	931422109	320,487	6,968,618	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	1,471	51,900	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	12,912	455,600	SH	DEFINED
WELLCARE HEALTH PLANS INC	COM	94946T106	13,472	379,400	SH	DEFINED
WELLCARE HEALTH PLANS INC	COM	94946T106	105,218	2,963,050	SH	DEFINED
WELLPOINT INC	COM	94973V107	9,408	135,100	SH	DEFINED
WELLPOINT INC	COM	94973V107	144,799	2,079,250	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	1,373	22,300	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	1,952	31,705	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	11,737	190,600	SH	DEFINED
WESTERN GAS RES INC	COM	958259103	8,252	236,450	SH	DEFINED
WESTERN GAS RES INC	COM	958259103	21,193	607,250	SH	DEFINED
WHITNEY HLDG CORP	COM	966612103	420	31,218	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	182	9,600	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	3,143	165,400	SH	DEFINED
WRIGHT MED GROUP INC	COM	98235T107	6,775	253,300	SH	DEFINED
WRIGHT MED GROUP INC	COM	98235T107	17,378	649,750	SH	DEFINED
WYETH	COM	983024100	11,668	262,197	SH	DEFINED
WYETH	COM	983024100	4,798	107,810	SH	DEFINED
WYETH	COM	983024100	142,605	3,204,600	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	4,725	100,000	SH	DEFINED
XM SATELLITE RADIO HLDGS INC	CL A	983759101	5,674	168,600	SH	DEFINED
XM SATELLITE RADIO HLDGS INC	CL A	983759101	61,843	1,837,550	SH	DEFINED
XTO ENERGY CORP	COM	98385X106	1,075	31,616	SH	DEFINED
XTO ENERGY CORP	COM	98385X106	453	13,333	SH	DEFINED
XTO ENERGY CORP	COM	98385X106	14,773	434,633	SH	DEFINED
XEROX CORP	COM	984121103	276	20,000	SH	DEFINED
YAHOO INC	COM	984332106	7,859	226,850	SH	DEFINED
YAHOO INC	COM	984332106	93,595	2,701,550	SH	DEFINED
YUM BRANDS INC	COM	988498101	104	2,000	SH	DEFINED

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YUM BRANDS INC	COM	988498101	26,040	500,000	SH	DEFINED
ZEBRA TECHNOLOGIES CORP	CL A	989207105	10,004	228,150	SH	DEFINED
ZEBRA TECHNOLOGIES CORP	CL A	989207105	25,578	583,300	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	11,224	147,360	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	66	860	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	152,259	1,998,934	SH	DEFINED
ZUMIEZ INC	COM	989817101	5,822	198,750	SH	DEFINED
TELVENT GIT SA	SHS	E90215109	1,109	106,800	SH	DEFINED
TELVENT GIT SA	SHS	E90215109	13,496	1,300,200	SH	DEFINED
AMDOCS LTD	ORD	G02602103	996	37,700	SH	DEFINED
AMDOCS LTD	ORD	G02602103	8,579	324,600	SH	DEFINED
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1,245	44,000	SH	DEFINED
AXIS CAPITAL HOLDINGS	SHS	G0692U109	15,030	531,100	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,371	37,400	SH	DEFINED
BUNGE LIMITED	COM	G16962105	20,168	318,100	SH	DEFINED

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GARMIN LTD	ORD	G37260109	4,268	99,800	SH	DEFINED
GARMIN LTD	ORD	G37260109	51,496	1,204,030	SH	DEFINED
GLOBALSANTAFE CORP	SHS	G3930E101	326	8,000	SH	DEFINED
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	12,501	175,200	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	6,340	104,581	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	89,066	1,469,250	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	744	23,500	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	10,340	326,500	SH	DEFINED
PRIMUS GUARANTY LTD	SHS	G72457107	4,199	290,000	SH	DEFINED
UTI WORLDWIDE INC	ORD	G87210103	13,943	200,000	SH	DEFINED
TRANSOCEAN SEDCO FOREX INC	ORD	G90078109	5,867	108,700	SH	DEFINED
TRANSOCEAN SEDCO FOREX INC	ORD	G90078109	75,975	1,407,732	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	8,375	144,450	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	19,371	334,105	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	99,831	1,721,812	SH	DEFINED
ALCON INC	COM SHS	H01301102	13,360	122,180	SH	DEFINED
ALCON INC	COM SHS	H01301102	135,271	1,237,043	SH	DEFINED
CHECK POINT SOFTWARE TECH LTD	ORD	M22465104	510	25,700	SH	DEFINED
CHECK POINT SOFTWARE TECH LTD	ORD	M22465104	16,265	820,000	SH	DEFINED
ASM LITHOGRAPHY HLDG N V	N Y SHS	N07059111	1,978	126,300	SH	DEFINED
ASM LITHOGRAPHY HLDG N V	N Y SHS	N07059111	23,860	1,523,150	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	242	5,000	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	35,888	742,100	SH	DEFINED
			=====	=====		
			27,042,858	672,530,602		