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WADDELL & REED FINANCIAL INC
Form 13F-HR
November 14, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

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: Kristen A. Richards
Title: Attorney-In-Fact
Phone: (913) 236-1923

Signature, Place and Date of Signing:

/s/ Kristen A. Richards Overland Park, Kansas November 14, 2011

The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts that are advised by Waddell & Reed Investment Management Company ("WRIMCO") or Ivy Investment Management Company ("IICO"). 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, as applicable, with IICO and WRIMCO pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

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).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total 834
 Form 13F Information Table Value Total \$37,522,443 (\$ 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	28-10368	Ivy Investment Management Company

30-Sep-11						
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/PRN CALL	PUT/ INVESTMENT DISCRETION
AAR CORP	COM	361105	11,977	718,500 SH		DEFINED
AAR CORP	COM	361105	10,947	656,700 SH		DEFINED
AT&T INC	COM	00206R102	13,777	483,050 SH		DEFINED
AT&T INC	COM	00206R102	72,074	2,527,135 SH		DEFINED
ACCRETIVE HEALTH INC	COM	00438V103	14,554	685,542 SH		DEFINED
ACCRETIVE HEALTH INC	COM	00438V103	16,877	794,950 SH		DEFINED
ACI WORLDWIDE INC	COM	4498101	62,560	2,271,609 SH		DEFINED
ACI WORLDWIDE INC	COM	4498101	133,527	4,848,485 SH		DEFINED
ACME PACKET INC	COM	4764106	14,623	343,350 SH		DEFINED
ACME PACKET INC	COM	4764106	15,439	362,500 SH		DEFINED
ACUITY BRANDS INC	COM	00508Y102	13,283	368,550 SH		DEFINED
ACUITY BRANDS INC	COM	00508Y102	48,165	1,336,423 SH		DEFINED

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ACXIOM CORP	COM	5125109	26,692	2,508,600	SH	DEFINED
ACXIOM CORP	COM	5125109	50,887	4,782,589	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	11,879	152,200	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	14,394	184,420	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	6,289	82,350	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	53,669	702,755	SH	DEFINED
AIRGAS INC	COM	9363102	12,372	193,850	SH	DEFINED
AIRGAS INC	COM	9363102	12,617	197,700	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	2,703	73,062	SH	DEFINED
ALLERGAN INC	COM	18490102	222,732	2,703,712	SH	DEFINED
ALLERGAN INC	COM	18490102	477,149	5,792,049	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	101,794	1,098,100	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	198,869	2,145,300	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	2,728	154,230	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	974	55,052	SH	DEFINED
ALTERA CORP	COM	21441100	2,663	84,470	SH	DEFINED
ALTERA CORP	COM	21441100	31,819	1,009,170	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	6,861	255,895	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	17,180	640,801	SH	DEFINED
AMAZON COM INC	COM	23135106	26,721	123,575	SH	DEFINED
AMAZON COM INC	COM	23135106	113,845	526,501	SH	DEFINED
AMERICA MOVIL SAB DE C V	SPON ADR L					
	SHS	02364W105	15,948	722,270	SH	DEFINED
AMERICA MOVIL SAB DE C V	SPON ADR L					
	SHS	02364W105	6,904	312,670	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	7,005	258,500	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	30,525	1,126,400	SH	DEFINED
AMERICAN CAP LTD	COM	02503Y103	2,886	423,200	SH	DEFINED
AMERICAN CAP LTD	COM	02503Y103	2,433	356,800	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	227	5,060	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	14,601	325,200	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	5,108	150,240	SH	DEFINED
AMGEN INC	COM	31162100	2,802	51,000	SH	DEFINED
AMGEN INC	COM	31162100	16,866	306,934	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	6,616	104,925	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	16,768	265,950	SH	DEFINED
ANCESTRY COM INC	COM	32803108	8,867	377,300	SH	DEFINED
ANCESTRY COM INC	COM	32803108	8,406	357,700	SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED					
	ADR	03524A108	14,554	274,700	SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED					
	ADR	03524A108	128,725	2,429,684	SH	DEFINED
ANNALY CAP MGMT INC	COM	35710409	1,676	100,800	SH	DEFINED
ANNALY CAP MGMT INC	COM	35710409	4,344	261,200	SH	DEFINED

30-Sep-11

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	PUT/ SH/PRN CALL	INVESTME DISCRETI
ANSYS INC	COM	03662Q105	26,518	540,750	SH	DEFINED
ANSYS INC	COM	03662Q105	24,731	504,300	SH	DEFINED

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APACHE CORP	COM	37411105	7,454	92,900	SH	DEFINED
APACHE CORP	COM	37411105	19,130	238,409	SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	137,319	13,410,050	SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	16,898	1,650,150	SH	DEFINED
APPLE INC	COM	37833100	1,241,895	3,258,027	SH	DEFINED
APPLE INC	COM	37833100	1,181,108	3,098,556	SH	DEFINED
ARCH COAL INC	COM	39380100	767	52,575	SH	DEFINED
ARCH COAL INC	COM	39380100	1,888	129,500	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	28,643	1,154,500	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	55,002	2,216,925	SH	DEFINED
ARM HLDGS PLC	SPONSORED					
	ADR	42068106	20,689	811,325	SH	DEFINED
ARM HLDGS PLC	SPONSORED					
	ADR	42068106	47,266	1,853,580	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	32,700	1,563,850	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	50,323	2,406,670	SH	DEFINED
ASHLAND INC NEW	COM	44209104	2,816	63,800	SH	DEFINED
ASHLAND INC NEW	COM	44209104	2,361	53,500	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	82,355	5,393,247	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	159,640	10,454,461	SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P					
	INT	49392103	3,238	108,400	SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P					
	INT	49392103	2,673	89,500	SH	DEFINED
AUTOZONE INC	COM	53332102	37,982	118,995	SH	DEFINED
AUTOZONE INC	COM	53332102	114,299	358,092	SH	DEFINED
BAIDU INC	SPON ADR					
	REP A	56752108	693,686	6,488,500	SH	DEFINED
BAIDU INC	SPON ADR					
	REP A	56752108	112,651	1,053,700	SH	DEFINED
BAKER HUGHES INC	COM	57224107	7,528	163,094	SH	DEFINED
BAKER HUGHES INC	COM	57224107	19,584	424,260	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	60505104	2,752	449,600	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	60505104	16,685	2,726,256	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	3,473	105,100	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	2,917	88,300	SH	DEFINED
BARRETT BILL CORP	COM	06846N104	7,937	219,000	SH	DEFINED
BARRETT BILL CORP	COM	06846N104	7,803	215,309	SH	DEFINED
BELO CORP	COM SER A	80555105	2,891	591,200	SH	DEFINED
BELO CORP	COM SER A	80555105	2,443	499,600	SH	DEFINED
BHP BILLITON LTD	SPONSORED					
	ADR	88606108	1,359	20,450	SH	DEFINED
BHP BILLITON LTD	SPONSORED					
	ADR	88606108	3,388	51,000	SH	DEFINED
BLACKROCK INC	COM	09247X101	4,440	30,000	SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT					
	LTD	09253U108	274,315	22,897,730	SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT					
	LTD	09253U108	35,359	2,951,490	SH	DEFINED
BOEING CO	COM	97023105	30,808	509,146	SH	DEFINED
BOEING CO	COM	97023105	145,102	2,397,978	SH	DEFINED
BOISE INC	COM	09746Y105	4,436	858,000	SH	DEFINED
BOISE INC	COM	09746Y105	3,709	717,500	SH	DEFINED
BONA FILM GROUP LTD	SPONSORED					
	ADS	09777B107	2,848	600,930	SH	DEFINED
BORG WARNER INC	COM	99724106	54,477	900,000	SH	DEFINED
BORG WARNER INC	COM	99724106	141,352	2,335,232	SH	DEFINED
BOSTON BEER INC	CL A	100557107	13,831	190,250	SH	DEFINED
BOSTON BEER INC	CL A	100557107	32,883	452,304	SH	DEFINED
BROADCOM CORP	CL A	111320107	293,011	8,801,783	SH	DEFINED
BROADCOM CORP	CL A	111320107	192,746	5,789,899	SH	DEFINED

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BROADSOFT INC	COM	11133B409	6,916	227,870 SH		DEFINED
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1,020	236,000 SH		DEFINED
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	2,001	463,175 SH		DEFINED
BROWN FORMAN CORP	CL B	115637209	24,779	353,275 SH		DEFINED
BROWN FORMAN CORP	CL B	115637209	40,953	583,880 SH		DEFINED
C&J ENERGY SVCS INC	COM	12467B304	776	47,200 SH		DEFINED
C&J ENERGY SVCS INC	COM	12467B304	1,919	116,750 SH		DEFINED
CBS CORP NEW	CL B	124857202	454,418	22,297,237 SH		DEFINED
CBS CORP NEW	CL B	124857202	459,666	22,554,783 SH		DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	15,249	1,132,897 SH		DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	17,604	1,307,860 SH		DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	1,130	7,050 SH		DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	2,757	17,200 SH		DEFINED
CVS CAREMARK CORPORATION	COM	126650100	4,647	138,400 SH		DEFINED
CVS CAREMARK CORPORATION	COM	126650100	28,021	834,469 SH		DEFINED
CABOT OIL & GAS CORP	COM	127097103	1,668	26,950 SH		DEFINED
CABOT OIL & GAS CORP	COM	127097103	4,179	67,500 SH		DEFINED
CAMECO CORP	COM	13321L108	560	30,550 SH		DEFINED
CAMECO CORP	COM	13321L108	1,376	75,100 SH		DEFINED
CAMELOT INFORMATION SYS INC	ADS RP ORD					
	SHS	13322V105	917	342,212 SH		DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	2,245	54,050 SH		DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	5,610	135,050 SH		DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	6,368	585,300 SH		DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	5,361	492,700 SH		DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	20,764	523,937 SH		DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	165,675	4,180,536 SH		DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,539	429,800 SH		DEFINED
CAPITOL FED FINL INC	COM	14057J101	3,672	347,700 SH		DEFINED
CARBO CERAMICS INC	COM	140781105	6,224	60,700 SH		DEFINED
CARBO CERAMICS INC	COM	140781105	6,111	59,600 SH		DEFINED
CARMAX INC	COM	143130102	36,005	1,509,650 SH		DEFINED
CARMAX INC	COM	143130102	43,653	1,830,300 SH		DEFINED
CARRIZO OIL & CO INC	COM	144577103	3,734	173,250 SH		DEFINED
CATERPILLAR INC DEL	COM	149123101	350,011	4,740,128 SH		DEFINED
CATERPILLAR INC DEL	COM	149123101	89,005	1,205,370 SH		DEFINED
CAVIUM INC	COM	14964U108	20,237	749,250 SH		DEFINED
CAVIUM INC	COM	14964U108	25,980	961,880 SH		DEFINED
CELESTICA INC	SUB VTG					
	SHS	15101Q108	2,481	342,261 SH		DEFINED
CELESTICA INC	SUB VTG					
	SHS	15101Q108	2,053	283,191 SH		DEFINED
CENTRAL EUROPEAN DIST CORP	NOTE					
	3.000% 3/1	153435AA0	685	1,000,000 PRN		DEFINED
CENTRAL EUROPEAN DIST CORP	NOTE					

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	3.000% 3/1	153435AA0	2,809	4,100,000	PRN	DEFINED
CENTURYTEL INC	COM	156700106	7,260	219,200	SH	DEFINED
CENTURYTEL INC	COM	156700106	13,833	417,675	SH	DEFINED
CEPHEID	COM	15670R107	2,788	71,800	SH	DEFINED
CEPHEID	COM	15670R107	2,648	68,200	SH	DEFINED
CERADYNE INC	COM	156710105	1,267	47,100	SH	DEFINED
CERADYNE INC	COM	156710105	1,046	38,900	SH	DEFINED
CERNER CORP	COM	156782104	68,561	1,000,600	SH	DEFINED
CERNER CORP	COM	156782104	84,034	1,226,409	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y					
	REGISTRY					
	SH	167250109	11,562	403,850	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y					
	REGISTRY					
	SH	167250109	14,848	518,630	SH	DEFINED
CHINA ZENIX AUTO INTL LTD	ADS	1.70E+108	3,120	600,000	SH	DEFINED

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CINEMARK HOLDINGS INC	COM	17243V102	3,380	179,000	SH	DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	2,843	150,600	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	627	56,350	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	1,562	140,450	SH	DEFINED
COCA COLA CO	COM	191216100	45,858	678,776	SH	DEFINED
COCA COLA CO	COM	191216100	217,341	3,217,009	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	665,507	10,614,150	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	313,039	4,992,648	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	8,768	98,875	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	26,669	300,735	SH	DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	2,079	160,400	SH	DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	1,651	127,400	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	16,268	350,600	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	49,239	1,061,185	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	2,624	157,700	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	4,178	251,100	SH	DEFINED
COMPLETE PRODUCTION SERVICES	COM	2.05E+113	5,433	288,200	SH	DEFINED
COMPLETE PRODUCTION SERVICES	COM	2.05E+113	5,163	273,900	SH	DEFINED
CONCHO RES INC	COM	20605P101	953	13,400	SH	DEFINED
CONCHO RES INC	COM	20605P101	2,344	32,950	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	1,086,000	17,150,985	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	425,732	6,723,507	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	10,006	578,712	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	15,614	322,800	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	21,123	436,700	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,520	329,900	SH	DEFINED
CORELOGIC INC	COM	21871D103	2,837	265,900	SH	DEFINED
CORNING INC	COM	219350105	22,803	1,844,900	SH	DEFINED
CORNING INC	COM	219350105	45,177	3,655,100	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,205	75,566	SH	DEFINED

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COSTCO WHSL CORP NEW	COM	22160K105	106,569	1,297,727	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	9,136	175,800	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	18,222	350,623	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	2,299	79,800	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,881	65,300	SH	DEFINED
CREE INC	COM	225447101	35,309	1,359,100	SH	DEFINED
CREE INC	COM	225447101	67,344	2,592,155	SH	DEFINED
CUMMINS INC	COM	231021106	339,921	4,162,640	SH	DEFINED
CUMMINS INC	COM	231021106	114,384	1,400,739	SH	DEFINED
CYBERONICS INC	COM	23251P102	2,570	90,800	SH	DEFINED
CYBERONICS INC	COM	23251P102	32,703	1,155,600	SH	DEFINED
CYMER INC	COM	232572107	2,997	80,600	SH	DEFINED
CYMER INC	COM	232572107	2,859	76,900	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,581	101,900	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,011	85,700	SH	DEFINED
DG FASTCHANNEL INC	COM	23326R109	9,205	543,090	SH	DEFINED
D R HORTON INC	COM	23331A109	4,288	474,350	SH	DEFINED
D R HORTON INC	COM	23331A109	11,033	1,220,500	SH	DEFINED
DANAHER CORP DEL	COM	235851102	7,251	172,900	SH	DEFINED
DANAHER CORP DEL	COM	235851102	76,320	1,819,749	SH	DEFINED
DARLING INTL INC	COM	237266101	6,820	541,700	SH	DEFINED
DARLING INTL INC	COM	237266101	12,967	1,029,924	SH	DEFINED

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DEALERTRACK HLDGS INC	COM	242309102	12,452	794,650	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	44,303	2,827,264	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	2,385	268,900	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	1,897	213,900	SH	DEFINED
DEERE & CO	COM	244199105	12,888	199,590	SH	DEFINED
DEERE & CO	COM	244199105	20,906	323,768	SH	DEFINED
DELTA AIR LINES INC DEL	COM NEW	247361702	1,800	240,000	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	3,256	106,100	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	11,705	381,400	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	786	14,175	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	1,924	34,700	SH	DEFINED
DEXCOM INC	COM	252131107	19,722	1,643,500	SH	DEFINED
DEXCOM INC	COM	252131107	42,854	3,571,160	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	1,496	19,700	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	3,876	51,050	SH	DEFINED
DIAMOND FOODS INC	COM	252603105	20,937	262,400	SH	DEFINED
DIAMOND FOODS INC	COM	252603105	19,940	249,900	SH	DEFINED
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	3,558	65,000	SH	DEFINED
DICE HLDGS INC	COM	253017107	7,665	980,200	SH	DEFINED
DICE HLDGS INC	COM	253017107	18,554	2,372,620	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	5,064	167,900	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	19,051	631,650	SH	DEFINED

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DISCOVER FINL SVCS	COM	254709108	23,761	1,035,800	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	28,877	1,258,800	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	3,846	102,220	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	62,853	1,670,735	SH	DEFINED
DIRECTV	COM CL A	25490A101	5,728	135,570	SH	DEFINED
DIRECTV	COM CL A	25490A101	68,710	1,626,262	SH	DEFINED
DOLE FOOD CO INC NEW	COM	256603101	1,251	125,100	SH	DEFINED
DONALDSON INC	COM	257651109	13,585	247,904	SH	DEFINED
DONALDSON INC	COM	257651109	18,150	331,200	SH	DEFINED
DOW CHEM CO	COM	260543103	2,236	99,550	SH	DEFINED
DOW CHEM CO	COM	260543103	5,829	259,550	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	2,559	66,000	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	15,468	398,863	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	20,798	513,150	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	53,814	1,327,750	SH	DEFINED
DRIL-QUIP INC	COM	262037104	30,056	557,521	SH	DEFINED
DRIL-QUIP INC	COM	262037104	75,653	1,403,320	SH	DEFINED
EOG RES INC	COM	26875P101	1,381	19,450	SH	DEFINED
EOG RES INC	COM	26875P101	3,398	47,850	SH	DEFINED
EQT CORP	COM	26884L109	16,275	305,000	SH	DEFINED
EATON CORP	COM	278058102	678	19,100	SH	DEFINED
EATON CORP	COM	278058102	1,759	49,550	SH	DEFINED
EBAY INC	COM	278642103	29,298	993,500	SH	DEFINED
EBAY INC	COM	278642103	69,498	2,356,650	SH	DEFINED
ECOLAB INC	COM	278865100	17,112	350,000	SH	DEFINED
EL PASO CORP	COM	28336L109	2,367	135,400	SH	DEFINED
EL PASO CORP	COM	28336L109	5,911	338,150	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	1,731	48,800	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	4,400	124,050	SH	DEFINED
ELSTER GROUP SE	SPONSORED					
	ADR	290348101	10,972	733,900	SH	DEFINED

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ELSTER GROUP SE	SPONSORED				
	ADR	290348101	23,415	1,566,200	SH DEFINED
EMERSON ELEC CO	COM	291011104	4,468	108,154	SH DEFINED
EMERSON ELEC CO	COM	291011104	11,576	280,218	SH DEFINED
ENBRIDGE INC	COM	29250N105	2,519	78,900	SH DEFINED
ENBRIDGE INC	COM	29250N105	6,265	196,200	SH DEFINED
ENERNOC INC	COM	292764107	3,344	371,600	SH DEFINED
ENERNOC INC	COM	292764107	7,419	824,300	SH DEFINED
ENSCO INTL PLC	SPONSORED				
	ADR	29358Q109	854	21,125	SH DEFINED
ENSCO INTL PLC	SPONSORED				
	ADR	29358Q109	2,137	52,850	SH DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	2,968	565,383	SH DEFINED

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ENTERCOM COMMUNICATIONS CORP	CL A	293639100	2,533	482,500	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	24,477	959,900	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	54,340	2,130,964	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	22,807	1,449,000	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	49,269	3,130,175	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	36,040	888,775	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	97,862	2,413,373	SH	DEFINED
EZCORP INC	CL A NON					
	VTG	302301106	8,777	307,530	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	261,646	3,602,455	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	70,398	969,267	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	1,957	52,050	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	4,890	130,050	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	8,090	90,925	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	41,926	471,237	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	1,035	32,800	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	18,587	589,127	SH	DEFINED
FASTENAL CO	COM	311900104	40,234	1,208,950	SH	DEFINED
FASTENAL CO	COM	311900104	46,627	1,401,050	SH	DEFINED
FEDEX CORP	COM	31428X106	12,521	185,000	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	1,337	76,200	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	22,200	1,265,670	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	14,096	336,025	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	13,449	320,600	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	2,470	414,438	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	2,085	349,774	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	22,336	964,422	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	24,306	1,049,500	SH	DEFINED
FIRST SOLAR INC	COM	336433107	27,882	441,100	SH	DEFINED
FIRST SOLAR INC	COM	336433107	53,009	838,625	SH	DEFINED
FISERV INC	COM	337738108	26,642	524,750	SH	DEFINED
FISERV INC	COM	337738108	29,782	586,600	SH	DEFINED
FLUOR CORP NEW	COM	343412102	6,823	146,566	SH	DEFINED
FLUOR CORP NEW	COM	343412102	17,378	373,322	SH	DEFINED
FOCUS MEDIA HLDG LTD	SPONSORED					
	ADR	34415V109	5,809	346,000	SH	DEFINED
FORD MTR CO DEL	COM PAR					
	\$0.01	345370860	8,896	920,000	SH	DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	1,299	1,000,000	PRN	DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	7,793	6,000,000	PRN	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	105,929	3,478,800	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	18,634	611,970	SH	DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	14,326	544,700	SH	DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	17,259	656,250	SH	DEFINED
GARDNER DENVER INC	COM	365558105	2,091	32,900	SH	DEFINED

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GARDNER DENVER INC	COM	365558105	12,932	203,500	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	4,392	227,100	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	3,661	189,300	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	15,357	268,250	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	16,149	282,087	SH	DEFINED
GENERAL CABLE CORP DEL NEW	COM	369300108	2,123	90,900	SH	DEFINED
GENERAL CABLE CORP DEL NEW	COM	369300108	27,507	1,178,010	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	6,153	108,150	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	33,679	592,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	5,163	338,756	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	20,227	1,327,250	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,716	70,600	SH	DEFINED
GENERAL MLS INC	COM	370334104	9,429	245,100	SH	DEFINED
GENTEX CORP	COM	371901109	49,142	2,043,335	SH	DEFINED
GENTEX CORP	COM	371901109	112,108	4,661,456	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	10,137	107,213	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	44,064	466,035	SH	DEFINED
GOOGLE INC	CL A	38259P508	488,886	950,438	SH	DEFINED
GOOGLE INC	CL A	38259P508	539,183	1,048,220	SH	DEFINED
GRACO INC	COM	384109104	15,237	446,300	SH	DEFINED
GRACO INC	COM	384109104	14,535	425,747	SH	DEFINED
GRAFTECH INTL LTD	COM	384313102	1,928	151,800	SH	DEFINED
GRAFTECH INTL LTD	COM	384313102	24,133	1,900,200	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	16,829	588,638	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	47,937	1,676,717	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	4,838	240,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	479,652	15,715,989	SH	DEFINED
HALLIBURTON CO	COM	406216101	316,117	10,357,712	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	19,220	559,873	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	198,223	5,774,036	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	22,761	796,400	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	25,732	900,350	SH	DEFINED
HEADWATERS INC	NOTE					
	2.500%	2/0 42210PAD4	5,972	7,500,000	PRN	DEFINED
HEADWATERS INC	NOTE					
	2.500%	2/0 42210PAD4	2,747	3,450,000	PRN	DEFINED
HEALTHWAYS INC	COM	422245100	5,023	511,010	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,219	54,650	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	5,580	137,450	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	8,906	307,300	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	8,497	293,200	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	2,036	90,700	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	12,265	546,333	SH	DEFINED
HOLOGIC INC	COM	436440101	3,422	225,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	1,496	45,500	SH	DEFINED
HOME DEPOT INC	COM	437076102	3,875	117,900	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	14,482	329,800	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	104,920	2,389,435	SH	DEFINED
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1,338	53,700	SH	DEFINED
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1,096	44,000	SH	DEFINED
HUB GROUP INC	CL A	443320106	10,697	378,400	SH	DEFINED
HUB GROUP INC	CL A	443320106	10,205	361,000	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	578	16,000	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	22,698	628,410	SH	DEFINED

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HUNTINGTON BANCSHARES INC	COM	446150104	10,396	2,165,800	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	12,755	2,657,350	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	3,931	125,300	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	19,252	613,700	SH	DEFINED
IDEX CORP	COM	45167R104	20,574	660,262	SH	DEFINED
IDEX CORP	COM	45167R104	24,323	780,575	SH	DEFINED
IDEXX LABS INC	COM	45168D104	16,446	238,450	SH	DEFINED
IDEXX LABS INC	COM	45168D104	20,423	296,118	SH	DEFINED
IGATE CORP	COM	45169U105	7,704	667,600	SH	DEFINED
IGATE CORP	COM	45169U105	15,185	1,315,850	SH	DEFINED
IHS INC	CL A	451734107	3,966	53,016	SH	DEFINED
IHS INC	CL A	451734107	4,721	63,100	SH	DEFINED
INCYTE CORP	COM	45337C102	14,512	1,038,800	SH	DEFINED
INCYTE CORP	COM	45337C102	14,349	1,027,100	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	2,014	133,000	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	1,629	107,600	SH	DEFINED
INSITUFORM TECHNOLOGIES INC	CL A	457667103	5,108	441,100	SH	DEFINED
INSITUFORM TECHNOLOGIES INC	CL A	457667103	9,733	840,475	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,484	160,800	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,007	129,900	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	1,820	10,400	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	10,823	61,833	SH	DEFINED
INTRALINKS HLDGS INC	COM	46118H104	4,040	538,000	SH	DEFINED
INTRALINKS HLDGS INC	COM	46118H104	3,848	512,400	SH	DEFINED
INTUIT	COM	461202103	62,357	1,314,440	SH	DEFINED
INTUIT	COM	461202103	240,568	5,071,002	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	17,968	49,325	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	48,581	133,363	SH	DEFINED
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	6,903	488,500	SH	DEFINED
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	20,417	1,444,963	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	8,013	741,980	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	630	58,300	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	3,273	482,700	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	8,860	1,306,850	SH	DEFINED
ITRON INC	COM	465741106	12,307	417,200	SH	DEFINED
ITRON INC	COM	465741106	25,998	881,281	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	27,448	911,287	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	151,297	5,023,153	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	630	19,500	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	1,539	47,650	SH	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	2,457	9,230,000	PRN	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	4,771	17,920,000	PRN	DEFINED
JOHNSON & JOHNSON	COM	478160104	21,222	333,100	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	140,117	2,199,290	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	4,733	179,500	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	39,285	1,489,750	SH	DEFINED
JONES GROUP INC	COM	48020T101	4,276	464,300	SH	DEFINED
JONES GROUP INC	COM	48020T101	3,579	388,600	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	347,882	20,155,411	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	131,120	7,596,782	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	134,614	12,943,700	SH	DEFINED

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KKR & CO L P DEL COM UNITS 48248M102 22,119 2,126,820 SH DEFINED

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KANSAS CITY SOUTHERN	COM NEW	485170302	15,488	310,000 SH		DEFINED
KAYDON CORP	COM	486587108	6,800	237,100 SH		DEFINED
KAYDON CORP	COM	486587108	9,744	339,750 SH		DEFINED
KFORCE INC	COM	493732101	8,543	870,800 SH		DEFINED
KFORCE INC	COM	493732101	8,415	857,800 SH		DEFINED
LKQ CORP	COM	501889208	1,698	70,300 SH		DEFINED
LKQ CORP	COM	501889208	31,402	1,299,751 SH		DEFINED
LAM RESEARCH CORP	COM	512807108	26,151	688,537 SH		DEFINED
LAM RESEARCH CORP	COM	512807108	48,892	1,287,303 SH		DEFINED
LANDSTAR SYS INC	COM	515098101	7,402	187,100 SH		DEFINED
LANDSTAR SYS INC	COM	515098101	7,054	178,300 SH		DEFINED
LAS VEGAS SANDS CORP	COM	517834107	172	4,490 SH		DEFINED
LAS VEGAS SANDS CORP	COM	517834107	2,339	61,000 SH		DEFINED
LAUDER ESTEE COS INC	CL A	518439104	55,281	629,337 SH		DEFINED
LAUDER ESTEE COS INC	CL A	518439104	234,601	2,670,780 SH		DEFINED
LEXINGTON REALTY TRUST	COM	529043101	4,814	736,100 SH		DEFINED
LEXINGTON REALTY TRUST	COM	529043101	4,011	613,300 SH		DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	6,339	173,000 SH		DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	5,152	140,600 SH		DEFINED
LIMITED BRANDS INC	COM	532716107	5,530	143,600 SH		DEFINED
LIMITED BRANDS INC	COM	532716107	21,596	560,800 SH		DEFINED
LOGMEIN INC	COM	54142L109	2,534	76,300 SH		DEFINED
LOGMEIN INC	COM	54142L109	31,535	949,555 SH		DEFINED
LULULEMON ATHLETICA INC	COM	550021109	8,939	183,746 SH		DEFINED
LULULEMON ATHLETICA INC	COM	550021109	12,121	249,156 SH		DEFINED
M/I HOMES INC	COM	55305B101	868	144,411 SH		DEFINED
M/I HOMES INC	COM	55305B101	708	117,800 SH		DEFINED
MACYS INC	COM	55616P104	15,546	590,645 SH		DEFINED
MACYS INC	COM	55616P104	139,271	5,291,470 SH		DEFINED
MANITOWOC INC	COM	563571108	2,863	426,750 SH		DEFINED
MANPOWER INC	COM	56418H100	8,573	255,000 SH		DEFINED
MARATHON OIL CORP	COM	565849106	3,563	165,100 SH		DEFINED
MARATHON OIL CORP	COM	565849106	21,458	994,355 SH		DEFINED
MARATHON PETE CORP	COM	56585A102	3,211	118,650 SH		DEFINED
MARATHON PETE CORP	COM	56585A102	19,420	717,650 SH		DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	3,961	86,200 SH		DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	15,225	331,332 SH		DEFINED
MARTEN TRANS LTD	COM	573075108	2,660	154,300 SH		DEFINED
MARTEN TRANS LTD	COM	573075108	2,112	122,500 SH		DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	10,820	171,150 SH		DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	13,551	214,350 SH		DEFINED
MASIMO CORP	COM	574795100	2,388	110,300 SH		DEFINED
MASIMO CORP	COM	574795100	32,510	1,501,597 SH		DEFINED

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MASTERCARD INC	CL A	57636Q104	78,507	247,530	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	331,481	1,045,155	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	374	34,750	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	929	86,350	SH	DEFINED
MCDONALDS CORP	COM	580135101	54,580	621,500	SH	DEFINED
MCDONALDS CORP	COM	580135101	273,220	3,111,138	SH	DEFINED
MCKESSON CORP	COM	58155Q103	3,410	46,900	SH	DEFINED
MCKESSON CORP	COM	58155Q103	20,439	281,136	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	59,369	862,550	SH	DEFINED

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MEAD JOHNSON NUTRITION CO	COM	582839106	249,612	3,626,504	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	8,910	165,763	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	1,199	36,655	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	3,089	94,450	SH	DEFINED
MERIDIAN BIOSCIENCE INC	COM	589584101	1,832	116,400	SH	DEFINED
MERIDIAN BIOSCIENCE INC	COM	589584101	1,752	111,300	SH	DEFINED
MICROS SYS INC	COM	594901100	24,117	549,235	SH	DEFINED
MICROS SYS INC	COM	594901100	83,270	1,896,381	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	94,158	3,026,627	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	308,802	9,926,136	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	34,435	6,832,300	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	64,810	12,859,100	SH	DEFINED
MOBILE MINI INC	COM	60740F105	850	51,700	SH	DEFINED
MOBILE MINI INC	COM	60740F105	14,390	875,294	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	50,527	841,563	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	241,346	4,019,761	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	1,805	133,700	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	14,233	1,054,273	SH	DEFINED
NANOMETRICS INC	COM	630077105	3,302	227,700	SH	DEFINED
NANOMETRICS INC	COM	630077105	6,374	439,607	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	418,060	8,162,045	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	332,181	6,485,376	SH	DEFINED
NETAPP INC	COM	64110D104	353,577	10,417,700	SH	DEFINED
NETAPP INC	COM	64110D104	117,067	3,449,233	SH	DEFINED
NETFLIX INC	COM	64110L106	9,477	83,750	SH	DEFINED
NETFLIX INC	COM	64110L106	11,316	100,000	SH	DEFINED
NETSUITE INC	COM	64118Q107	7,449	275,800	SH	DEFINED
NETSUITE INC	COM	64118Q107	7,101	262,900	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	4,554	886,000	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	8,722	1,696,952	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	2,252	56,750	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	5,652	142,400	SH	DEFINED
NEWMONT MINING CORP	NOTE					
	3.000% 2/1	651639AK2	1,658	1,200,000	PRN	DEFINED
NEWMONT MINING CORP	NOTE					
	3.000% 2/1	651639AK2	4,558	3,300,000	PRN	DEFINED
NIKE INC	CL B	654106103	29,753	347,950	SH	DEFINED

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NIKE INC	CL B	654106103	121,571	1,421,715	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	6,937	97,975	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	72,404	1,022,659	SH	DEFINED
NORDSTROM INC	COM	655664100	10,442	228,600	SH	DEFINED
NORDSTROM INC	COM	655664100	13,624	298,250	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	2,868	47,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	7,432	121,800	SH	DEFINED
NUVASIVE INC	COM	670704105	2,154	126,186	SH	DEFINED
NUVASIVE INC	COM	670704105	33,679	1,972,972	SH	DEFINED
NV ENERGY INC	COM	67073Y106	5,569	378,600	SH	DEFINED
NV ENERGY INC	COM	67073Y106	4,685	318,500	SH	DEFINED
OCZ TECHNOLOGY GROUP INC	COM	6.71E+307	836	172,300	SH	DEFINED
OCZ TECHNOLOGY GROUP INC	COM	6.71E+307	798	164,600	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	10,533	158,075	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	47,168	707,916	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	18,842	562,112	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	24,713	737,250	SH	DEFINED

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OASIS PETE INC NEW	COM	674215108	2,004	89,750	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	4,961	222,150	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	306,272	4,283,525	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	40,318	563,887	SH	DEFINED
OMNICELL INC	COM	68213N109	4,863	352,913	SH	DEFINED
ORACLE CORP	COM	68389X105	433,113	15,070,036	SH	DEFINED
ORACLE CORP	COM	68389X105	438,316	15,251,079	SH	DEFINED
OWENS & MINOR INC NEW	COM	690732102	11,654	409,200	SH	DEFINED
OWENS & MINOR INC NEW	COM	690732102	11,121	390,500	SH	DEFINED
PMC-SIERRA INC	COM	69344F106	11,472	1,918,400	SH	DEFINED
PMC-SIERRA INC	COM	69344F106	24,046	4,021,077	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	4,005	83,100	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	14,438	299,600	SH	DEFINED
PPL CORP	COM	69351T106	5,885	206,200	SH	DEFINED
PPL CORP	COM	69351T106	28,435	996,309	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	4,273	217,000	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	4,086	207,500	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	18,002	173,200	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	21,973	211,400	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	4,298	68,074	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	51,885	821,879	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	17,629	1,016,650	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	26,739	1,542,050	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,120	33,050	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,819	83,200	SH	DEFINED
PENTAIR INC	COM	709631105	18,467	576,900	SH	DEFINED
PENTAIR INC	COM	709631105	36,482	1,139,700	SH	DEFINED
PEPSICO INC	COM	713448108	5,281	85,310	SH	DEFINED
PEPSICO INC	COM	713448108	49,838	805,130	SH	DEFINED

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PETSMART INC	COM	716768106	26,042	610,600 SH	DEFINED
PETSMART INC	COM	716768106	29,237	685,500 SH	DEFINED
PFIZER INC	COM	717081103	6,312	357,006 SH	DEFINED
PFIZER INC	COM	717081103	16,361	925,400 SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	477,569	7,655,809 SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	220,815	3,539,832 SH	DEFINED
PHOTRONICS INC	COM	719405102	9,857	1,979,400 SH	DEFINED
PHOTRONICS INC	COM	719405102	17,330	3,479,959 SH	DEFINED
PINNACLE ENTMT INC	COM	723456109	1,049	115,500 SH	DEFINED
PIPER JAFFRAY COS	COM	724078100	1,855	103,436 SH	DEFINED
PIPER JAFFRAY COS	COM	724078100	1,500	83,661 SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD				
	PARTN	726503105	1,074	18,231 SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD				
	PARTN	726503105	2,200	37,333 SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	915	40,300 SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	2,270	99,950 SH	DEFINED
POLYPORE INTL INC	COM	73179V103	34,748	614,800 SH	DEFINED
POLYPORE INTL INC	COM	73179V103	46,429	821,470 SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	16,863	271,016 SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	60,234	968,079 SH	DEFINED
POWER ONE INC NEW	COM	73930R102	5,363	1,191,800 SH	DEFINED
POWER ONE INC NEW	COM	73930R102	31,578	7,017,350 SH	DEFINED
PRAXAIR INC	COM	74005P104	57,602	616,201 SH	DEFINED
PRAXAIR INC	COM	74005P104	205,227	2,195,413 SH	DEFINED

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PRECISION CASTPARTS CORP	COM	740189105	89,602	576,370 SH		DEFINED
PRECISION CASTPARTS CORP	COM	740189105	513,134	3,300,747 SH		DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	45,187	945,932 SH		DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	170,078	3,560,361 SH		DEFINED
PRIMO WTR CORP	COM	74165N105	4,547	806,160 SH		DEFINED
PROCTER & GAMBLE CO	COM	742718109	3,443	54,498 SH		DEFINED
PROCTER & GAMBLE CO	COM	742718109	31,648	500,918 SH		DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	6,784	313,200 SH		DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	6,483	299,300 SH		DEFINED
QUALCOMM INC	COM	747525103	58,829	1,209,725 SH		DEFINED
QUALCOMM INC	COM	747525103	224,386	4,614,138 SH		DEFINED
QUEST SOFTWARE INC	COM	74834T103	2,385	150,200 SH		DEFINED
QUEST SOFTWARE INC	COM	74834T103	1,904	119,900 SH		DEFINED
RPM INTL INC	COM	749685103	1,855	99,200 SH		DEFINED
RPM INTL INC	COM	749685103	1,500	80,200 SH		DEFINED
RSC HOLDINGS INC	COM	74972L102	4,414	619,110 SH		DEFINED
RED HAT INC	COM	756577102	17,282	408,950 SH		DEFINED
RED HAT INC	COM	756577102	19,926	471,500 SH		DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS					
	L P	75885Y107	11,128	496,800 SH		DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS					

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	L P	75885Y107	30,425	1,358,265 SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	4,494	97,800 SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	3,630	79,000 SH	DEFINED
RIO TINTO PLC	SPONSORED				
	ADR	767204100	5,091	115,500 SH	DEFINED
RIO TINTO PLC	SPONSORED				
	ADR	767204100	13,158	298,500 SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	14,509	275,000 SH	DEFINED
ROPER INDS INC NEW	COM	776696106	14,130	205,050 SH	DEFINED
ROPER INDS INC NEW	COM	776696106	18,041	261,800 SH	DEFINED
SM ENERGY CO	COM	78454L100	1,213	20,000 SH	DEFINED
SM ENERGY CO	COM	78454L100	3,005	49,550 SH	DEFINED
SI CORPORATION	COM	78463B101	1,318	143,700 SH	DEFINED
SI CORPORATION	COM	78463B101	2,540	277,025 SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	2,890	18,280 SH	DEFINED
SVB FINL GROUP	COM	78486Q101	15,348	414,800 SH	DEFINED
SVB FINL GROUP	COM	78486Q101	14,885	402,300 SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	8,772	584,800 SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	8,327	555,100 SH	DEFINED
SALESFORCE COM INC	COM	79466L302	2,662	23,290 SH	DEFINED
SALESFORCE COM INC	COM	79466L302	38,031	332,789 SH	DEFINED
SALIX PHARMACEUTICALS INC	COM	795435106	6,340	214,190 SH	DEFINED
SCHEIN HENRY INC	COM	806407102	31,926	514,850 SH	DEFINED
SCHEIN HENRY INC	COM	806407102	47,053	758,800 SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	474,854	7,950,008 SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	435,522	7,291,516 SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	14,595	1,295,000 SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	1,734	247,666 SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	1,417	202,400 SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	2,196	305,006 SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	1,755	243,800 SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	5,344	320,000 SH	DEFINED
SEMTECH CORP	COM	816850101	27,400	1,298,600 SH	DEFINED
SEMTECH CORP	COM	816850101	30,105	1,426,761 SH	DEFINED
SHUTTERFLY INC	COM	82568P304	11,077	269,000 SH	DEFINED

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SHUTTERFLY INC	COM	82568P304	16,710	405,770 SH		DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	21,126	442,606 SH		DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	29,299	613,850 SH		DEFINED
SKULLCANDY INC	COM	83083J104	8,344	590,500 SH		DEFINED
SKULLCANDY INC	COM	83083J104	9,591	678,800 SH		DEFINED
SOLERA HOLDINGS INC	COM	83421A104	37,536	743,293 SH		DEFINED
SOLERA HOLDINGS INC	COM	83421A104	57,228	1,133,227 SH		DEFINED
SOLUTIA INC	COM NEW	834376501	2,912	226,600 SH		DEFINED
SOLUTIA INC	COM NEW	834376501	2,448	190,500 SH		DEFINED
SOUTHERN COPPER CORP	COM	84265V105	12,418	496,937 SH		DEFINED
SOUTHERN COPPER CORP	COM	84265V105	16,424	657,222 SH		DEFINED

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SOUTHWEST AIRLS CO	COM	844741108	4,020	500,000	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	5,688	157,258	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	4,605	127,328	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	4,930	147,900	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	25,072	752,250	SH	DEFINED
STARBUCKS CORP	COM	855244109	420,049	11,264,400	SH	DEFINED
STARBUCKS CORP	COM	855244109	331,035	8,877,309	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	516,933	13,316,149	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	176,774	4,553,681	SH	DEFINED
STERICYCLE INC	COM	858912108	8,141	100,850	SH	DEFINED
STERICYCLE INC	COM	858912108	40,619	503,209	SH	DEFINED
STIFEL FINL CORP	COM	860630102	3,036	114,300	SH	DEFINED
STIFEL FINL CORP	COM	860630102	9,623	362,320	SH	DEFINED
STRATASYS	COM	862685104	1,342	72,363	SH	DEFINED
STRATASYS	COM	862685104	20,796	1,121,664	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	8,856	2,054,800	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	7,952	1,845,000	SH	DEFINED
STRYKER CORP	COM	863667101	148	3,130	SH	DEFINED
STRYKER CORP	COM	863667101	2,272	48,200	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	15,707	683,200	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	18,629	810,300	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	1,112	43,700	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	2,753	108,200	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	4,501	171,550	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	11,661	444,413	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,629	161,300	SH	DEFINED
SYMANTEC CORP	COM	871503108	15,824	970,783	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	9,518	382,100	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	32,053	1,286,760	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	1,841	1,720,800	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	1,497	1,399,200	SH	DEFINED
TCF FINL CORP	COM	872275102	9,272	1,012,250	SH	DEFINED
TCF FINL CORP	COM	872275102	11,614	1,267,850	SH	DEFINED
THL CR INC	COM	872438106	5,047	462,200	SH	DEFINED
THL CR INC	COM	872438106	4,114	376,700	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	1,499	45,800	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	9,037	276,100	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED					
	ADR	874039100	12,028	1,052,330	SH	DEFINED
TARGA RES CORP	COM	87612G101	5,097	171,316	SH	DEFINED
TARGA RES CORP	COM	87612G101	4,257	143,084	SH	DEFINED
TECH DATA CORP	COM	878237106	2,693	62,300	SH	DEFINED

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TECH DATA CORP	COM	878237106	2,149	49,700	SH	DEFINED
TELECOMUNICACOES DE SAO PAUL	SPON ADR					
	PFD	87929A102	2,744	103,749	SH	DEFINED
TELECOMUNICACOES DE SAO PAUL	SPON ADR					

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	PFD	87929A102	959	36,249 SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	2,667	50,700 SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	43,410	825,135 SH	DEFINED
TENARIS S A	SPONSORED				
	ADR	88031M109	1,008	39,600 SH	DEFINED
TENARIS S A	SPONSORED				
	ADR	88031M109	2,465	96,850 SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	21,038	5,093,900 SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	40,199	9,733,450 SH	DEFINED
TENNECO INC	COM	880349105	4,781	186,700 SH	DEFINED
TENNECO INC	COM	880349105	3,882	151,600 SH	DEFINED
TERADATA CORP DEL	COM	88076W103	20,655	385,850 SH	DEFINED
TERADATA CORP DEL	COM	88076W103	23,692	442,600 SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	20,759	557,730 SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	30,136	809,660 SH	DEFINED
TEXTRON INC	COM	883203101	1,235	70,000 SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	3,344	66,039 SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	40,870	807,071 SH	DEFINED
TIFFANY & CO NEW	COM	886547108	21,551	354,340 SH	DEFINED
TIFFANY & CO NEW	COM	886547108	84,532	1,389,873 SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	12,572	200,600 SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	132,172	2,109,013 SH	DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	6,929	142,187 SH	DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	33,080	678,844 SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	27,431	817,610 SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	29,121	867,994 SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	7,511	154,100 SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	6,268	128,600 SH	DEFINED
TUDOU HLDGS LTD	SPONSORED				
	ADS	89903T107	546	40,000 SH	DEFINED
TURKCELL ILETISIM HIZMETLERI	SPON ADR				
	NEW	900111204	2,387	211,600 SH	DEFINED
21VIANET GROUP INC	SPONSORED				
	ADR	90138A103	5,520	556,500 SH	DEFINED
21VIANET GROUP INC	SPONSORED				
	ADR	90138A103	10,680	1,076,600 SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	13,961	224,350 SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	17,340	278,650 SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	16,931	362,400 SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	42,063	900,322 SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	19,093	688,797 SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	32,236	1,162,900 SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	25,575	385,113 SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	91,070	1,371,328 SH	DEFINED
UNION PAC CORP	COM	907818108	25,559	312,951 SH	DEFINED
UNION PAC CORP	COM	907818108	132,233	1,619,116 SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	14,197	383,300 SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	13,490	364,200 SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	14,209	225,000 SH	DEFINED
UNITED STATIONERS INC	COM	913004107	7,755	284,600 SH	DEFINED
UNITED STATIONERS INC	COM	913004107	7,663	281,200 SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	114	5,120 SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	4,256	190,700 SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	14,715	389,400 SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	14,054	371,900 SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	3,935	210,000 SH	DEFINED

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VALASSIS COMMUNICATIONS INC	COM	918866104	3,280	175,000	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	35,328	677,300	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	41,345	792,650	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	14,440	400,550	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	35,777	992,429	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	27,242	777,900	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	53,322	1,522,625	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	75,994	1,706,200	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	139,103	3,123,100	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	2,016	82,780	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	8,681	356,490	SH	DEFINED
VISA INC	COM CL A	92826C839	25,117	293,014	SH	DEFINED
VISA INC	COM CL A	92826C839	54,805	639,350	SH	DEFINED
VMWARE INC	COM	928563402	26,930	335,030	SH	DEFINED
VMWARE INC	COM	928563402	99,128	1,233,240	SH	DEFINED
VOCUS INC	COM	92858J108	6,541	390,300	SH	DEFINED
VOCUS INC	COM	92858J108	11,164	666,120	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	28,907	975,613	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	85,001	2,868,750	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	6,225	520,900	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	14,245	1,192,086	SH	DEFINED
WABTAC CORP	COM	929740108	22,951	434,100	SH	DEFINED
WABTAC CORP	COM	929740108	84,050	1,589,755	SH	DEFINED
WALTER ENERGY INC	COM	93317Q105	4,939	82,300	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	21,409	464,500	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	57,843	1,255,010	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	2,354	7,200	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	1,929	5,900	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	28,358	838,500	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	56,053	1,657,400	SH	DEFINED
WEBMD HEALTH CORP	CL A	94770V102	5,517	183,000	SH	DEFINED
WEBMD HEALTH CORP	CL A	94770V102	6,263	207,734	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,739	72,600	SH	DEFINED
WELLPOINT INC	COM	94973V107	38,692	592,715	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	13,585	563,233	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	55,434	2,298,273	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	5,133	246,400	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	4,133	198,400	SH	DEFINED
WESCO AIRCRAFT HLDGS INC	COM	950814103	3,468	317,260	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	23,156	354,550	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	34,840	533,450	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,087	44,650	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	2,704	111,100	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	17,554	570,130	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	14,590	473,845	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	2,124	82,300	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	1,769	68,547	SH	DEFINED
WISDOMTREE INVTS INC	COM	97717P104	2,157	307,200	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	29,042	1,018,650	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	30,574	1,072,400	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,558,929	13,546,480	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	531,504	4,618,562	SH	DEFINED

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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/PRN CALL	PUT/ INVESTMENT DISCRETION
XEROX CORP	COM	984121103	9,040	1,296,922 SH		DEFINED
XEROX CORP	COM	984121103	33,139	4,754,486 SH		DEFINED
XUEDA ED GROUP	SPONSORED ADR	98418W109	650	238,020 SH		DEFINED
YUM BRANDS INC	COM	988498101	130	2,640 SH		DEFINED
YUM BRANDS INC	COM	988498101	2,184	44,210 SH		DEFINED
ZUMIEZ INC	COM	989817101	15,519	886,303 SH		DEFINED
ZUMIEZ INC	COM	989817101	33,793	1,929,923 SH		DEFINED
ZOLL MED CORP	COM	989922109	11,167	295,900 SH		DEFINED
ZOLL MED CORP	COM	989922109	42,453	1,124,872 SH		DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6,014	212,000 SH		DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,888	172,300 SH		DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3,055	58,000 SH		DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	10,594	201,100 SH		DEFINED
BUNGE LIMITED	COM	G16962105	25,560	438,500 SH		DEFINED
BUNGE LIMITED	COM	G16962105	49,137	842,972 SH		DEFINED
COSAN LTD	SHS A	G25343107	4,104	433,400 SH		DEFINED
COVIDIEN PLC	SHS	G2554F113	4,410	100,000 SH		DEFINED
COVIDIEN PLC	SHS	G2554F113	53,008	1,201,985 SH		DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	4,887	143,100 SH		DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	4,105	120,200 SH		DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	2,434	220,700 SH		DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	14,749	1,337,205 SH		DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	3,000	106,800 SH		DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	14,840	528,314 SH		DEFINED
INVESCO LTD	SHS	G491BT108	13,726	885,000 SH		DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	4,377	373,800 SH		DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	2,617	223,500 SH		DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	660	53,850 SH		DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	1,622	132,300 SH		DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	5,780	836,500 SH		DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	9,456	1,368,405 SH		DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	3,075	48,200 SH		DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	18,507	290,080 SH		DEFINED
SEADRILL LIMITED	SHS	G7945E105	7,915	287,500 SH		DEFINED
SEADRILL LIMITED	SHS	G7945E105	20,405	741,200 SH		DEFINED
SINA CORP	ORD	G81477104	53,982	753,840 SH		DEFINED
SINA CORP	ORD	G81477104	53,650	749,200 SH		DEFINED
VELTI PLC ST HELIER	SHS	G93285107	2,122	321,000 SH		DEFINED
VELTI PLC ST HELIER	SHS	G93285107	4,488	679,000 SH		DEFINED
XL GROUP PLC	SHS	G98290102	2,613	139,000 SH		DEFINED
XL GROUP PLC	SHS	G98290102	15,660	832,996 SH		DEFINED
ACE LTD	SHS	H0023R105	5,181	85,500 SH		DEFINED
ACE LTD	SHS	H0023R105	31,222	515,211 SH		DEFINED

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WEATHERFORD INTERNATIONAL LT	REG	H27013103	1,507	123,400 SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	3,660	299,750 SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	11,696	245,000 SH	DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	3,499	101,300 SH	DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	13,505	391,000 SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	8,184	91,100 SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	30,493	339,450 SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	652	26,700 SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	3,953	161,800 SH	DEFINED

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VISTAPRINT N V	SHS	N93540107	3,965	146,674 SH		DEFINED
COPA HOLDINGS SA	CL A	P31076105	13,384	218,451 SH		DEFINED
			=====			
			37,522,443	1,009,063,501		