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WADDELL & REED FINANCIAL INC
Form 13F-HR
February 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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 February 14, 2012

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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total 829
 Form 13F Information Table Value Total \$40,669,001 (\$ 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

31-Dec-11							
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	SH/PRN	PUT/ CALL	INVESTMENT DISCRETION
AAR CORP	COM	361105	10,304	537,500	SH		DEFINED
AAR CORP	COM	361105	9,529	497,100	SH		DEFINED
AT&T INC	COM	00206R102	20,834	688,950	SH		DEFINED
AT&T INC	COM	00206R102	74,392	2,460,050	SH		DEFINED
ACCRETIVE HEALTH INC	COM	00438V103	15,754	685,542	SH		DEFINED
ACCRETIVE HEALTH INC	COM	00438V103	17,351	755,050	SH		DEFINED
ACI WORLDWIDE INC	COM	4498101	65,059	2,271,609	SH		DEFINED
ACI WORLDWIDE INC	COM	4498101	138,861	4,848,485	SH		DEFINED
ACME PACKET INC	COM	4764106	23,747	768,250	SH		DEFINED
ACME PACKET INC	COM	4764106	42,614	1,378,660	SH		DEFINED
ACUITY BRANDS INC	COM	00508Y102	22,575	425,950	SH		DEFINED
ACUITY BRANDS INC	COM	00508Y102	69,868	1,318,273	SH		DEFINED
ACXIOM CORP	COM	5125109	30,630	2,508,600	SH		DEFINED
ACXIOM CORP	COM	5125109	58,395	4,782,589	SH		DEFINED
AEGION CORP	COM	00770F104	2,410	157,100	SH		DEFINED

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AEGION CORP	COM	00770F104	4,592	299,376	SH	DEFINED
AETNA INC NEW	COM	00817Y108	1,629	38,600	SH	DEFINED
AETNA INC NEW	COM	00817Y108	9,936	235,500	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	18,749	195,400	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	22,247	231,860	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	7,744	90,900	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	55,637	653,095	SH	DEFINED
AKORN INC	COM	9728106	1,868	167,990	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,492	73,062	SH	DEFINED
ALLERGAN INC	COM	18490102	113,713	1,296,017	SH	DEFINED
ALLERGAN INC	COM	18490102	460,571	5,249,275	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	99,904	962,100	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	194,573	1,873,775	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	4,730	231,530	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	1,142	55,902	SH	DEFINED
ALTERA CORP	COM	21441100	4,955	133,570	SH	DEFINED
ALTERA CORP	COM	21441100	58,892	1,587,395	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	11,294	380,895	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	29,659	1,000,301	SH	DEFINED
AMAZON COM INC	COM	23135106	9,976	57,630	SH	DEFINED
AMAZON COM INC	COM	23135106	49,110	283,706	SH	DEFINED
AMERICA MOVIL SAB DE C V	SPON ADR					
	L SHS	02364W105	17,046	754,240	SH	DEFINED
AMERICA MOVIL SAB DE C V	SPON ADR					
	L SHS	02364W105	7,066	312,670	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	201,445	7,173,950	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	71,525	2,547,170	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	239	5,060	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	16,991	360,200	SH	DEFINED
AMGEN INC	COM	31162100	3,641	56,700	SH	DEFINED
AMGEN INC	COM	31162100	22,001	342,634	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	3,971	52,025	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	9,942	130,250	SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED					
	ADR	03524A108	19,703	323,050	SH	DEFINED

31-Dec-11

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL DISCRETI
ANHEUSER BUSCH INBEV SA/NV	SPONSORED				
	ADR	03524A108	140,903	2,310,264	SH
ANN INC	COM	35623107	2,651	107,000	SH
ANN INC	COM	35623107	2,456	99,100	SH
ANSYS INC	COM	03662Q105	30,974	540,750	SH
ANSYS INC	COM	03662Q105	28,886	504,300	SH
APACHE CORP	COM	37411105	8,415	92,900	SH
APACHE CORP	COM	37411105	21,944	242,259	SH
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	167,173	13,470,850	SH
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	20,545	1,655,480	SH
APPLE INC	COM	37833100	1,051,150	2,595,432	SH
APPLE INC	COM	37833100	1,169,785	2,888,357	SH

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APPLIED MICRO CIRCUITS CORP	COM NEW	03822W406	1,760	261,930	SH	DEFINED
ARCH COAL INC	COM	39380100	763	52,575	SH	DEFINED
ARCH COAL INC	COM	39380100	1,903	131,150	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	33,019	1,154,500	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	63,404	2,216,925	SH	DEFINED
ARM HLDGS PLC	SPONSORED					
	ADR	42068106	24,685	892,120	SH	DEFINED
ARM HLDGS PLC	SPONSORED					
	ADR	42068106	52,497	1,897,266	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	30,711	1,658,250	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	30,214	1,631,410	SH	DEFINED
ASHLAND INC NEW	COM	44209104	4,561	79,800	SH	DEFINED
ASHLAND INC NEW	COM	44209104	4,127	72,200	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	93,573	5,393,247	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	181,381	10,454,261	SH	DEFINED
ATHENAHEALTH INC	COM	04685W103	7,162	145,800	SH	DEFINED
ATHENAHEALTH INC	COM	04685W103	10,874	221,370	SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT					
	L P INT	49392103	4,027	108,400	SH	DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT					
	L P INT	49392103	3,641	98,000	SH	DEFINED
AUTOZONE INC	COM	53332102	40,652	125,095	SH	DEFINED
AUTOZONE INC	COM	53332102	116,018	357,012	SH	DEFINED
BP PLC	SPONSORED					
	ADR	55622104	940	22,000	SH	DEFINED
BP PLC	SPONSORED					
	ADR	55622104	2,338	54,700	SH	DEFINED
BAIDU INC	SPON ADR					
	REP A	56752108	690,025	5,924,490	SH	DEFINED
BAIDU INC	SPON ADR					
	REP A	56752108	110,828	951,560	SH	DEFINED
BAKER HUGHES INC	COM	57224107	6,746	138,694	SH	DEFINED
BAKER HUGHES INC	COM	57224107	18,073	371,560	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	60505104	1,937	348,400	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	60505104	11,687	2,101,956	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	3,086	82,100	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	2,789	74,200	SH	DEFINED
BANK OF THE OZARKS INC	COM	63904106	5,609	189,300	SH	DEFINED
BANK OF THE OZARKS INC	COM	63904106	5,283	178,300	SH	DEFINED
BARRETT BILL CORP	COM	06846N104	5,908	173,400	SH	DEFINED
BARRETT BILL CORP	COM	06846N104	5,584	163,909	SH	DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	684	34,700	SH	DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	1,694	86,000	SH	DEFINED
BELO CORP	COM SER A	80555105	4,400	698,400	SH	DEFINED

31-Dec-11

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BELO CORP	COM SER A	80555105	3,994	634,000	SH
BHP BILLITON LTD	SPONSORED				
	ADR	88606108	1,730	24,500	SH

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BHP BILLITON LTD	SPONSORED					
	ADR	88606108	4,301	60,900	SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT					
	LTD	09253U108	366,736	26,176,730	SH	DEFINED
BLACKSTONE GROUP L P	COM UNIT					
	LTD	09253U108	52,545	3,750,500	SH	DEFINED
BLOCK H & R INC	COM	93671105	1,226	75,100	SH	DEFINED
BLOCK H & R INC	COM	93671105	3,676	225,100	SH	DEFINED
BOEING CO	COM	97023105	33,589	457,921	SH	DEFINED
BOEING CO	COM	97023105	168,412	2,296,006	SH	DEFINED
BOISE INC	COM	09746Y105	6,109	858,000	SH	DEFINED
BOISE INC	COM	09746Y105	5,524	775,800	SH	DEFINED
BONA FILM GROUP LTD	SPONSORED					
	ADS	09777B107	2,284	600,930	SH	DEFINED
BORG WARNER INC	COM	99724106	57,736	905,800	SH	DEFINED
BORG WARNER INC	COM	99724106	143,292	2,248,076	SH	DEFINED
BOSTON BEER INC	CL A	100557107	21,978	202,450	SH	DEFINED
BOSTON BEER INC	CL A	100557107	58,239	536,464	SH	DEFINED
BROADCOM CORP	CL A	111320107	238,724	8,130,933	SH	DEFINED
BROADCOM CORP	CL A	111320107	98,433	3,352,631	SH	DEFINED
BROADSOFT INC	COM	11133B409	6,882	227,870	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	28,982	359,975	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	43,128	535,680	SH	DEFINED
C&J ENERGY SVCS INC	COM	12467B304	988	47,200	SH	DEFINED
C&J ENERGY SVCS INC	COM	12467B304	2,469	117,950	SH	DEFINED
CBS CORP NEW	CL B	124857202	601,584	22,165,952	SH	DEFINED
CBS CORP NEW	CL B	124857202	567,131	20,896,494	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	24,016	1,577,947	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	21,141	1,389,060	SH	DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	1,231	7,050	SH	DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	3,031	17,350	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	5,399	132,400	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	32,680	801,369	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	2,046	26,950	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	5,176	68,200	SH	DEFINED
CAMECO CORP	COM	13321L108	551	30,550	SH	DEFINED
CAMECO CORP	COM	13321L108	1,372	76,000	SH	DEFINED
CAMELOT INFORMATION SYS INC	ADS RP					
	ORD SHS	13322V105	975	342,212	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	3,163	64,300	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	7,750	157,550	SH	DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	3,014	299,600	SH	DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	2,725	270,900	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	23,771	562,087	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	213,127	5,039,651	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,960	429,800	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,484	388,600	SH	DEFINED
CARBO CERAMICS INC	COM	140781105	4,859	39,400	SH	DEFINED
CARBO CERAMICS INC	COM	140781105	8,193	66,430	SH	DEFINED
CARMAX INC	COM	143130102	50,880	1,669,300	SH	DEFINED

31-Dec-11

ITEM 1

ITEM 2

ITEM 3

ITEM 4

ITEM 5

ITEM

FAIR

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
CARMAX INC	COM	143130102	56,283	1,846,550	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	430,758	4,754,498	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	102,720	1,133,780	SH	DEFINED
CAVIUM INC	COM	14964U108	25,975	913,650	SH	DEFINED
CAVIUM INC	COM	14964U108	29,942	1,053,180	SH	DEFINED
CELESTICA INC	SUB VTG SHS	15101Q108	2,509	342,261	SH	DEFINED
CELESTICA INC	SUB VTG SHS	15101Q108	2,269	309,491	SH	DEFINED
CENTURYTEL INC	COM	156700106	8,154	219,200	SH	DEFINED
CENTURYTEL INC	COM	156700106	15,538	417,675	SH	DEFINED
CEPHEID	COM	15670R107	9,074	263,700	SH	DEFINED
CEPHEID	COM	15670R107	8,534	248,000	SH	DEFINED
CERADYNE INC	COM	156710105	1,261	47,100	SH	DEFINED
CERADYNE INC	COM	156710105	1,141	42,600	SH	DEFINED
CERNER CORP	COM	156782104	20,813	339,800	SH	DEFINED
CERNER CORP	COM	156782104	40,437	660,200	SH	DEFINED
CHART INDS INC	COM PAR					
	\$0.01	16115Q308	3,414	63,140	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y					
	REGISTRY SH	167250109	14,914	394,550	SH	DEFINED
	N Y					
CHICAGO BRIDGE & IRON CO	REGISTRY SH	167250109	18,682	494,230	SH	DEFINED
CHINA ZENIX AUTO INTL LTD	ADS	1.70E+108	1,830	600,000	SH	DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	5,051	273,200	SH	DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	4,606	249,100	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	1,905	72,400	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	11,503	437,200	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	702	56,350	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	1,770	142,050	SH	DEFINED
CLEARWIRE CORP NEW	CL A	18538Q105	5,276	2,719,600	SH	DEFINED
CLEARWIRE CORP NEW	CL A	18538Q105	12,669	6,530,400	SH	DEFINED
COCA COLA CO	COM	191216100	47,905	684,651	SH	DEFINED
COCA COLA CO	COM	191216100	228,591	3,266,983	SH	DEFINED
COGENT COMM GROUP INC	COM NEW	19239V302	2,908	172,165	SH	DEFINED
COGENT COMM GROUP INC	COM NEW	19239V302	2,741	162,300	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	678,321	10,547,675	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	322,989	5,022,379	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	19,270	208,575	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	69,555	752,843	SH	DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	2,305	160,400	SH	DEFINED
COLLECTIVE BRANDS INC	COM	19421W100	1,831	127,400	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	10,143	217,900	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	41,440	890,223	SH	DEFINED
COMERICA INC	COM	200340107	2,193	85,000	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	2,752	157,700	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	2,488	142,600	SH	DEFINED
COMPLETE PRODUCTION SERVICES	COM	2.05E+113	5,272	157,100	SH	DEFINED
COMPLETE PRODUCTION SERVICES	COM	2.05E+113	4,953	147,600	SH	DEFINED
CONCHO RES INC	COM	20605P101	1,256	13,400	SH	DEFINED
CONCHO RES INC	COM	20605P101	3,117	33,250	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	1,258,409	17,269,235	SH	DEFINED

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CONOCOPHILLIPS	COM	20825C104	499,186	6,850,357	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	9,498	409,222	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	25,090	376,100	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	29,763	446,150	SH	DEFINED
CORELOGIC INC	COM	21871D103	2,763	213,700	SH	DEFINED
CORELOGIC INC	COM	21871D103	2,508	194,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,496	77,966	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	109,682	1,316,399	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	11,698	175,300	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	23,164	347,123	SH	DEFINED
CREE INC	COM	225447101	34,129	1,548,500	SH	DEFINED
CREE INC	COM	225447101	65,083	2,952,930	SH	DEFINED
CUMMINS INC	COM	231021106	332,636	3,779,100	SH	DEFINED
CUMMINS INC	COM	231021106	66,479	755,270	SH	DEFINED
CYBERONICS INC	COM	23251P102	2,951	88,100	SH	DEFINED
CYBERONICS INC	COM	23251P102	43,116	1,287,040	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,768	84,400	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,407	76,300	SH	DEFINED
D R HORTON INC	COM	23331A109	4,789	379,750	SH	DEFINED
D R HORTON INC	COM	23331A109	12,573	997,100	SH	DEFINED
DANAHER CORP DEL	COM	235851102	6,362	135,250	SH	DEFINED
DANAHER CORP DEL	COM	235851102	68,620	1,458,764	SH	DEFINED
DARLING INTL INC	COM	237266101	7,199	541,700	SH	DEFINED
DARLING INTL INC	COM	237266101	13,688	1,029,924	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	21,253	779,650	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	70,189	2,574,814	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	3,382	302,000	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	3,058	273,000	SH	DEFINED
DEERE & CO	COM	244199105	10,906	140,990	SH	DEFINED
DEERE & CO	COM	244199105	13,839	178,918	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	1,197	34,200	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	3,663	104,700	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	553	8,925	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	1,355	21,850	SH	DEFINED
DEXCOM INC	COM	252131107	14,693	1,578,200	SH	DEFINED
DEXCOM INC	COM	252131107	28,045	3,012,300	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	5,612	64,200	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	15,119	172,950	SH	DEFINED
DICE HLDGS INC	COM	253017107	8,443	1,018,500	SH	DEFINED
DICE HLDGS INC	COM	253017107	24,141	2,912,050	SH	DEFINED
DIGITAL GENERATION INC	COM	25400B108	4,459	374,100	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	189	5,040	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	2,468	65,800	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	21,002	875,100	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	22,069	919,550	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	3,725	90,920	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	63,535	1,550,775	SH	DEFINED

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31-Dec-11

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL	INVESTMENT DISCRETION
DIRECTV	COM CL A	25490A101	3,539	82,770 SH		DEFINED
DIRECTV	COM CL A	25490A101	41,925	980,462 SH		DEFINED
DOLE FOOD CO INC NEW	COM	256603101	1,082	125,100 SH		DEFINED
DONALDSON INC	COM	257651109	16,877	247,904 SH		DEFINED
DONALDSON INC	COM	257651109	22,548	331,200 SH		DEFINED
DOW CHEM CO	COM	260543103	4,741	164,850 SH		DEFINED
DOW CHEM CO	COM	260543103	12,676	440,750 SH		DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	2,700	68,400 SH		DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	16,383	414,963 SH		DEFINED
DRESSER-RAND GROUP INC	COM	261608103	29,507	591,200 SH		DEFINED
DRESSER-RAND GROUP INC	COM	261608103	33,934	679,900 SH		DEFINED
DRIL-QUIP INC	COM	262037104	41,149	625,171 SH		DEFINED
DRIL-QUIP INC	COM	262037104	95,018	1,443,600 SH		DEFINED
EOG RES INC	COM	26875P101	1,325	13,450 SH		DEFINED
EOG RES INC	COM	26875P101	3,241	32,900 SH		DEFINED
EQT CORP	COM	26884L109	14,793	270,000 SH		DEFINED
EBAY INC	COM	278642103	1,174	38,700 SH		DEFINED
EBAY INC	COM	278642103	23,539	776,100 SH		DEFINED
ECOLAB INC	COM	278865100	5,203	90,000 SH		DEFINED
EL PASO CORP	COM	28336L109	3,598	135,400 SH		DEFINED
EL PASO CORP	COM	28336L109	9,078	341,650 SH		DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	1,689	48,800 SH		DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	4,338	125,300 SH		DEFINED
ELSTER GROUP SE	SPONSORED					
	ADR	290348101	9,541	733,900 SH		DEFINED
ELSTER GROUP SE	SPONSORED					
	ADR	290348101	20,361	1,566,200 SH		DEFINED
EMERSON ELEC CO	COM	291011104	5,039	108,154 SH		DEFINED
EMERSON ELEC CO	COM	291011104	13,309	285,668 SH		DEFINED
ENBRIDGE INC	COM	29250N105	2,952	78,900 SH		DEFINED
ENBRIDGE INC	COM	29250N105	7,415	198,200 SH		DEFINED
ENERNOC INC	COM	292764107	2,863	263,400 SH		DEFINED
ENERNOC INC	COM	292764107	6,348	583,979 SH		DEFINED
ENSCO INTL PLC	SPONSORED					
	ADR	29358Q109	991	21,125 SH		DEFINED
ENSCO INTL PLC	SPONSORED					
	ADR	29358Q109	2,506	53,400 SH		DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,477	565,383 SH		DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,144	511,200 SH		DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	27,626	959,900 SH		DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	61,329	2,130,964 SH		DEFINED
EURONET WORLDWIDE INC	COM	298736109	26,778	1,449,000 SH		DEFINED
EURONET WORLDWIDE INC	COM	298736109	57,846	3,130,175 SH		DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	31,475	768,425 SH		DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	59,014	1,440,766 SH		DEFINED
EXPRESS INC	COM	3.02E+107	13,629	683,500 SH		DEFINED
EXPRESS INC	COM	3.02E+107	12,843	644,100 SH		DEFINED
EZCORP INC	CL A NON					
	VTG	302301106	8,110	307,530 SH		DEFINED
EXXON MOBIL CORP	COM	30231G102	22,085	260,555 SH		DEFINED

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EXXON MOBIL CORP	COM	30231G102	44,042	519,607 SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	2,719	52,050 SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
FMC TECHNOLOGIES INC	COM	30249U101	6,863	131,400 SH		DEFINED
FACTSET RESH SYS INC	COM	303075105	2,566	29,400 SH		DEFINED
FACTSET RESH SYS INC	COM	303075105	32,536	372,782 SH		DEFINED
FARO TECHNOLOGIES INC	COM	311642102	1,467	31,900 SH		DEFINED
FARO TECHNOLOGIES INC	COM	311642102	26,700	580,427 SH		DEFINED
FASTENAL CO	COM	311900104	47,744	1,094,800 SH		DEFINED
FASTENAL CO	COM	311900104	49,005	1,123,700 SH		DEFINED
FEDEX CORP	COM	31428X106	15,449	185,000 SH		DEFINED
FINISAR CORP	COM NEW	31787A507	5,638	336,700 SH		DEFINED
FINISAR CORP	COM NEW	31787A507	18,420	1,100,000 SH		DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	11,791	336,025 SH		DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	11,250	320,600 SH		DEFINED
FIRST HORIZON NATL CORP	COM	320517105	5,509	688,638 SH		DEFINED
FIRST HORIZON NATL CORP	COM	320517105	5,008	625,974 SH		DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	30,618	1,000,272 SH		DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	33,711	1,101,300 SH		DEFINED
FISERV INC	COM	337738108	37,194	633,200 SH		DEFINED
FISERV INC	COM	337738108	35,077	597,150 SH		DEFINED
FLUOR CORP NEW	COM	343412102	2,888	57,466 SH		DEFINED
FLUOR CORP NEW	COM	343412102	7,310	145,472 SH		DEFINED
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	9,369	480,700 SH		DEFINED
FORD MTR CO DEL	COM PAR					
	\$0.01	345370860	11,567	1,075,000 SH		DEFINED
FORD MTR CO DEL	NOTE 4.250%					
	11/1	345370CN8	1,434	1,000,000 PRN		DEFINED
FORD MTR CO DEL	NOTE 4.250%					
	11/1	345370CN8	8,603	6,000,000 PRN		DEFINED
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	172,939	4,700,700 SH		DEFINED
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	29,514	802,220 SH		DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	18,215	544,700 SH		DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	19,022	568,850 SH		DEFINED
GARDNER DENVER INC	COM	365558105	2,689	34,900 SH		DEFINED
GARDNER DENVER INC	COM	365558105	17,577	228,100 SH		DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	4,036	167,200 SH		DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	3,679	152,400 SH		DEFINED
GEN-PROBE INC NEW	COM	36866T103	24,816	419,750 SH		DEFINED
GEN-PROBE INC NEW	COM	36866T103	21,049	356,037 SH		DEFINED
GENERAL DYNAMICS CORP	COM	369550108	7,388	111,250 SH		DEFINED
GENERAL DYNAMICS CORP	COM	369550108	38,505	579,800 SH		DEFINED
GENERAL ELECTRIC CO	COM	369604103	13,825	771,906 SH		DEFINED
GENERAL ELECTRIC CO	COM	369604103	94,859	5,296,410 SH		DEFINED
GENERAL MLS INC	COM	370334104	3,124	77,300 SH		DEFINED
GENERAL MLS INC	COM	370334104	9,904	245,100 SH		DEFINED
GENTEX CORP	COM	371901109	63,350	2,140,910 SH		DEFINED

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GENTEX CORP	COM	371901109	137,721	4,654,321 SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	7,941	87,813 SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	41,330	457,035 SH	DEFINED
GOOGLE INC	CL A	38259P508	458,462	709,803 SH	DEFINED
GOOGLE INC	CL A	38259P508	647,239	1,002,073 SH	DEFINED
GRACO INC	COM	384109104	10,374	253,700 SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL SH/PRN	INVESTMENT DISCRETION
GRACO INC	COM	384109104	9,775	239,047 SH		DEFINED
GRAFTECH INTL LTD	COM	384313102	2,228	163,200 SH		DEFINED
GRAFTECH INTL LTD	COM	384313102	27,891	2,043,300 SH		DEFINED
GREENHILL & CO INC.	COM	395259104	26,313	723,488 SH		DEFINED
GREENHILL & CO INC.	COM	395259104	63,908	1,757,157 SH		DEFINED
GROUPON INC	COM CL A	399473107	9,034	437,900 SH		DEFINED
GROUPON INC	COM CL A	399473107	44,731	2,168,270 SH		DEFINED
HCA HOLDINGS INC	COM	40412C101	5,287	240,000 SH		DEFINED
HALLIBURTON CO	COM	406216101	545,875	15,817,884 SH		DEFINED
HALLIBURTON CO	COM	406216101	349,030	10,113,882 SH		DEFINED
HARLEY DAVIDSON INC	COM	412822108	18,470	475,173 SH		DEFINED
HARLEY DAVIDSON INC	COM	412822108	176,809	4,548,719 SH		DEFINED
HARMAN INTL INDS INC	COM	413086109	34,428	905,050 SH		DEFINED
HARMAN INTL INDS INC	COM	413086109	34,516	907,350 SH		DEFINED
HEADWATERS INC	NOTE 2.500% 2/0	42210PAD4	6,150	7,500,000 PRN		DEFINED
HEADWATERS INC	NOTE 2.500% 2/0	42210PAD4	2,829	3,450,000 PRN		DEFINED
HEALTHSTREAM INC	COM	42222N103	3,708	201,000 SH		DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,976	51,000 SH		DEFINED
HELMERICH & PAYNE INC	COM	423452101	7,272	124,600 SH		DEFINED
HENRY JACK & ASSOC INC	COM	426281101	12,930	384,700 SH		DEFINED
HENRY JACK & ASSOC INC	COM	426281101	12,298	365,900 SH		DEFINED
HERSHEY CO	COM	427866108	4,615	74,700 SH		DEFINED
HERSHEY CO	COM	427866108	13,134	212,600 SH		DEFINED
HEWLETT PACKARD CO	COM	428236103	2,859	111,000 SH		DEFINED
HEWLETT PACKARD CO	COM	428236103	17,270	670,433 SH		DEFINED
HOME DEPOT INC	COM	437076102	19,309	459,300 SH		DEFINED
HOME DEPOT INC	COM	437076102	100,847	2,398,825 SH		DEFINED
HONEYWELL INTL INC	COM	438516106	17,838	328,200 SH		DEFINED
HONEYWELL INTL INC	COM	438516106	117,955	2,170,290 SH		DEFINED
HUB GROUP INC	CL A	443320106	13,086	403,500 SH		DEFINED
HUB GROUP INC	CL A	443320106	12,327	380,100 SH		DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	699	15,500 SH		DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	28,737	637,613 SH		DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	13,027	2,372,800 SH		DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	14,589	2,657,350 SH		DEFINED
HYATT HOTELS CORP	COM CL A	448579102	5,977	158,800 SH		DEFINED
HYATT HOTELS CORP	COM CL A	448579102	23,476	623,700 SH		DEFINED
IDEX CORP	COM	45167R104	30,896	832,562 SH		DEFINED
IDEX CORP	COM	45167R104	29,455	793,725 SH		DEFINED

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IDEXX LABS INC	COM	45168D104	18,351	238,450	SH	DEFINED
IDEXX LABS INC	COM	45168D104	22,789	296,118	SH	DEFINED
IGATE CORP	COM	45169U105	10,501	667,600	SH	DEFINED
IGATE CORP	COM	45169U105	20,698	1,315,850	SH	DEFINED
IHS INC	CL A	451734107	7,263	84,300	SH	DEFINED
IHS INC	CL A	451734107	8,306	96,400	SH	DEFINED
IMPERVA INC	COM	45321L100	5,726	164,500	SH	DEFINED
IMPERVA INC	COM	45321L100	10,861	312,000	SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	SH/PRN	PUT/ INVESTMENT CALL DISCRETION
INCYTE CORP	COM	45337C102	15,592	1,038,800	SH	DEFINED
INCYTE CORP	COM	45337C102	15,417	1,027,100	SH	DEFINED
INERGY L P	UNIT LTD					
	PTNR	456615103	2,564	105,000	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	2,034	133,000	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	1,839	120,300	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,502	160,800	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,021	129,900	SH	DEFINED
INTUIT	COM	461202103	59,347	1,128,490	SH	DEFINED
INTUIT	COM	461202103	257,221	4,891,058	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	19,076	41,200	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	23,313	50,350	SH	DEFINED
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	3,555	253,000	SH	DEFINED
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	9,101	647,763	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	8,858	740,000	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	3,480	482,700	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	9,422	1,306,850	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	23,834	716,827	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	107,326	3,227,853	SH	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE 4.000%					
	5/1	47759TAA8	3,773	9,230,000	PRN	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE 4.000%					
	5/1	47759TAA8	7,325	17,920,000	PRN	DEFINED
JOHNSON & JOHNSON	COM	478160104	26,045	397,150	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	167,666	2,556,665	SH	DEFINED
JONES GROUP INC	COM	48020T101	4,468	423,500	SH	DEFINED
JONES GROUP INC	COM	48020T101	4,154	393,700	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	382,385	18,735,186	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	101,915	4,993,383	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	166,943	13,011,900	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	27,354	2,132,000	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	16,136	237,265	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	112,884	1,659,810	SH	DEFINED
KFORCE INC	COM	493732101	7,182	582,500	SH	DEFINED
KFORCE INC	COM	493732101	6,772	549,200	SH	DEFINED
LKQ CORP	COM	501889208	1,946	64,700	SH	DEFINED
LKQ CORP	COM	501889208	32,069	1,066,111	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	36,018	972,932	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	47,747	1,289,750	SH	DEFINED

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LANDSTAR SYS INC	COM	515098101	16,307	340,300	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	15,425	321,900	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	582	26,100	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	1,441	64,600	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	116,406	2,724,220	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	83,317	1,949,852	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	60,393	537,687	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	283,548	2,524,470	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	4,496	600,300	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	4,076	544,200	SH	DEFINED
LIFE TIME FITNESS INC	COM	53217R207	1,459	31,200	SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
LIFE TIME FITNESS INC	COM	53217R207	23,141	495,000	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	4,558	122,700	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	4,139	111,400	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	6,968	172,700	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	22,628	560,800	SH	DEFINED
LOGMEIN INC	COM	54142L109	2,853	74,000	SH	DEFINED
LOGMEIN INC	COM	54142L109	35,723	926,655	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	2,695	334,000	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	2,457	304,400	SH	DEFINED
LULULEMON ATHLETICA INC	COM	550021109	11,107	238,046	SH	DEFINED
LULULEMON ATHLETICA INC	COM	550021109	19,101	409,356	SH	DEFINED
MACYS INC	COM	55616P104	14,325	445,145	SH	DEFINED
MACYS INC	COM	55616P104	115,520	3,589,810	SH	DEFINED
MANITOWOC INC	COM	563571108	3,922	426,750	SH	DEFINED
MANPOWER INC	COM	56418H100	10,189	285,000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	4,417	150,900	SH	DEFINED
MARATHON OIL CORP	COM	565849106	26,664	910,955	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	4,053	121,750	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	24,476	735,250	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	5,991	108,800	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	23,645	429,432	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	3,065	170,400	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	2,842	158,000	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	12,906	171,150	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	15,666	207,750	SH	DEFINED
MASIMO CORP	COM	574795100	1,584	84,800	SH	DEFINED
MASIMO CORP	COM	574795100	19,714	1,055,087	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	96,793	259,625	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	386,542	1,036,805	SH	DEFINED
MCDONALDS CORP	COM	580135101	65,949	657,325	SH	DEFINED
MCDONALDS CORP	COM	580135101	332,741	3,316,470	SH	DEFINED
MCKESSON CORP	COM	58155Q103	3,670	47,100	SH	DEFINED
MCKESSON CORP	COM	58155Q103	22,168	284,536	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	62,822	914,035	SH	DEFINED

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MEAD JOHNSON NUTRITION CO	COM	582839106	265,805	3,867,377	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	13,185	165,763	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	1,382	36,655	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	3,629	96,250	SH	DEFINED
MICROS SYS INC	COM	594901100	40,645	872,585	SH	DEFINED
MICROS SYS INC	COM	594901100	96,783	2,077,781	SH	DEFINED
MICROSOFT CORP	COM	594918104	15,078	580,800	SH	DEFINED
MICROSOFT CORP	COM	594918104	31,521	1,214,225	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	118,325	3,230,277	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	364,089	9,939,627	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	49,751	7,909,600	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	95,300	15,151,075	SH	DEFINED
MOBILE MINI INC	COM	60740F105	1,227	70,300	SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
MOBILE MINI INC	COM	60740F105	21,288	1,219,934	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	73,760	1,052,668	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	330,047	4,710,252	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	2,198	145,300	SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	17,556	1,160,373	SH	DEFINED
NANOMETRICS INC	COM	630077105	5,357	290,800	SH	DEFINED
NANOMETRICS INC	COM	630077105	10,340	561,342	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	553,678	8,143,525	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	421,428	6,198,376	SH	DEFINED
NETAPP INC	COM	64110D104	239,026	6,590,175	SH	DEFINED
NETAPP INC	COM	64110D104	97,353	2,684,131	SH	DEFINED
NETFLIX INC	COM	64110L106	10,750	155,150	SH	DEFINED
NETFLIX INC	COM	64110L106	13,359	192,800	SH	DEFINED
NETSUITE INC	COM	64118Q107	11,184	275,800	SH	DEFINED
NETSUITE INC	COM	64118Q107	10,661	262,900	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	7,185	886,000	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	13,762	1,696,952	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	1,968	52,150	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	4,812	127,550	SH	DEFINED
NEWMONT MINING CORP	NOTE 3.000% 2/1	651639AK2	1,577	1,200,000	PRN	DEFINED
NEWMONT MINING CORP	NOTE 3.000% 2/1	651639AK2	4,335	3,300,000	PRN	DEFINED
NIKE INC	CL B	654106103	49,944	518,250	SH	DEFINED
NIKE INC	CL B	654106103	203,093	2,107,426	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	9,361	99,175	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	98,376	1,042,229	SH	DEFINED
NORDSTROM INC	COM	655664100	13,879	279,200	SH	DEFINED
NORDSTROM INC	COM	655664100	15,380	309,400	SH	DEFINED
NORTEK INC	COM NEW	656559309	392	15,000	SH	DEFINED
NUVASIVE INC	COM	670704105	1,171	92,986	SH	DEFINED
NUVASIVE INC	COM	670704105	19,311	1,533,863	SH	DEFINED
NV ENERGY INC	COM	67073Y106	5,745	351,400	SH	DEFINED
NV ENERGY INC	COM	67073Y106	5,207	318,500	SH	DEFINED

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O REILLY AUTOMOTIVE INC NEW	COM	67103H107	12,104	151,400	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	48,314	604,307	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	27,807	570,045	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	40,158	823,250	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	4,108	141,200	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	6,439	221,350	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	402,107	4,291,425	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	47,439	506,290	SH	DEFINED
OMNIVISION TECHNOLOGIES INC	COM	682128103	5,298	433,000	SH	DEFINED
OMNIVISION TECHNOLOGIES INC	COM	682128103	10,063	822,450	SH	DEFINED
OMNICELL INC	COM	68213N109	5,830	352,913	SH	DEFINED
ORACLE CORP	COM	68389X105	364,126	14,195,956	SH	DEFINED
ORACLE CORP	COM	68389X105	319,739	12,465,467	SH	DEFINED
OWENS & MINOR INC NEW	COM	690732102	3,246	116,800	SH	DEFINED
OWENS & MINOR INC NEW	COM	690732102	2,860	102,900	SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
PC&E CORP	COM	69331C108	3,040	73,750	SH	DEFINED
PC&E CORP	COM	69331C108	11,338	275,050	SH	DEFINED
PMC-SIERRA INC	COM	69344F106	10,570	1,918,400	SH	DEFINED
PMC-SIERRA INC	COM	69344F106	22,156	4,021,077	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	5,727	99,300	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	17,278	299,600	SH	DEFINED
PPL CORP	COM	69351T106	8,129	276,300	SH	DEFINED
PPL CORP	COM	69351T106	33,607	1,142,309	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	26,027	184,000	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	56,410	398,800	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	26,000	1,301,300	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	35,479	1,775,725	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,094	33,050	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,788	84,200	SH	DEFINED
PENTAIR INC	COM	709631105	19,205	576,900	SH	DEFINED
PENTAIR INC	COM	709631105	37,941	1,139,700	SH	DEFINED
PEPSICO INC	COM	713448108	6,813	102,685	SH	DEFINED
PEPSICO INC	COM	713448108	56,717	854,820	SH	DEFINED
PETSMART INC	COM	716768106	31,318	610,600	SH	DEFINED
PETSMART INC	COM	716768106	29,882	582,600	SH	DEFINED
PFIZER INC	COM	717081103	16,820	777,256	SH	DEFINED
PFIZER INC	COM	717081103	113,550	5,247,240	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	606,983	7,734,244	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	539,779	6,877,922	SH	DEFINED
PHOTRONICS INC	COM	719405102	12,035	1,979,400	SH	DEFINED
PHOTRONICS INC	COM	719405102	21,158	3,479,959	SH	DEFINED
PINNACLE ENTMT INC	COM	723456109	1,173	115,500	SH	DEFINED
PIPER JAFFRAY COS	COM	724078100	1,813	89,736	SH	DEFINED
PIPER JAFFRAY COS	COM	724078100	1,643	81,361	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1,339	18,231	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD					

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	PARTN	726503105	2,742	37,333 SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	1,480	40,300 SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	3,709	101,000 SH	DEFINED
POLYPORE INTL INC	COM	73179V103	35,131	798,617 SH	DEFINED
POLYPORE INTL INC	COM	73179V103	38,411	873,170 SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	17,901	265,116 SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	63,326	937,879 SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	14,122	342,100 SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	5,854	141,800 SH	DEFINED
POWER ONE INC NEW	COM	73930R102	4,660	1,191,800 SH	DEFINED
POWER ONE INC NEW	COM	73930R102	27,438	7,017,350 SH	DEFINED
PRAXAIR INC	COM	74005P104	60,894	569,631 SH	DEFINED
PRAXAIR INC	COM	74005P104	216,392	2,024,245 SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	95,642	580,390 SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	538,961	3,270,591 SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	32,513	570,897 SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	128,725	2,260,316 SH	DEFINED

31-Dec-11

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ INVESTMENT CALL DISCRETI
PRIMO WTR CORP	COM	74165N105	684	225,000 SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	1,994	29,898 SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	15,368	230,368 SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	13,092	541,000 SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	12,434	513,800 SH	DEFINED
QUALCOMM INC	COM	747525103	46,706	853,850 SH	DEFINED
QUALCOMM INC	COM	747525103	185,939	3,399,251 SH	DEFINED
QUEST SOFTWARE INC	COM	74834T103	2,438	131,100 SH	DEFINED
QUEST SOFTWARE INC	COM	74834T103	2,267	121,900 SH	DEFINED
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	857	20,600 SH	DEFINED
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	14,224	342,080 SH	DEFINED
RPM INTL INC	COM	749685103	2,435	99,200 SH	DEFINED
RPM INTL INC	COM	749685103	2,202	89,700 SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	4,294	31,100 SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	51,409	372,315 SH	DEFINED
RED HAT INC	COM	756577102	17,085	413,777 SH	DEFINED
RED HAT INC	COM	756577102	19,483	471,850 SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS				
	L P	75885Y107	11,117	447,200 SH	DEFINED
	COM UNITS				
REGENCY ENERGY PARTNERS L P	L P	75885Y107	30,174	1,213,765 SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,110	97,800 SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	4,619	88,400 SH	DEFINED
RIO TINTO PLC	SPONSORED				
	ADR	767204100	5,650	115,500 SH	DEFINED
RIO TINTO PLC	SPONSORED				
	ADR	767204100	14,874	304,050 SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	3,045	55,000 SH	DEFINED
ROPER INDS INC NEW	COM	776696106	22,551	259,600 SH	DEFINED
ROPER INDS INC NEW	COM	776696106	23,238	267,500 SH	DEFINED

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ROSETTA RESOURCES INC	COM	777779307	2,227	51,200	SH	DEFINED
ROSETTA RESOURCES INC	COM	777779307	2,110	48,500	SH	DEFINED
SM ENERGY CO	COM	78454L100	1,462	20,000	SH	DEFINED
SM ENERGY CO	COM	78454L100	3,659	50,050	SH	DEFINED
SPX CORP	COM	784635104	1,519	25,200	SH	DEFINED
SPX CORP	COM	784635104	9,191	152,500	SH	DEFINED
SI CORPORATION	COM	78463B101	1,375	143,700	SH	DEFINED
SI CORPORATION	COM	78463B101	2,651	277,025	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	4,063	26,730	SH	DEFINED
SVB FINL GROUP	COM	78486Q101	21,699	455,000	SH	DEFINED
SVB FINL GROUP	COM	78486Q101	20,635	432,700	SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	9,922	628,400	SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	9,419	596,500	SH	DEFINED
SAGENT PHARMACEUTICALS INC	COM	786692103	1,693	80,630	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	33	330	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	426	4,200	SH	DEFINED
SALIX PHARMACEUTICALS INC	COM	795435106	10,249	214,190	SH	DEFINED
SAPIENT CORP	COM	803062108	1,794	142,400	SH	DEFINED
SAPIENT CORP	COM	803062108	26,470	2,100,780	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	38,516	597,800	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	48,941	759,600	SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
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SCHLUMBERGER LTD	COM	806857108	542,661	7,944,088	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	484,324	7,090,096	SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	1,646	205,500	SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	1,495	186,600	SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	2,056	268,706	SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	1,851	241,900	SH	DEFINED
SEMTECH CORP	COM	816850101	28,356	1,142,450	SH	DEFINED
SEMTECH CORP	COM	816850101	28,759	1,158,711	SH	DEFINED
SHUTTERFLY INC	COM	82568P304	3,665	161,046	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	37,842	630,806	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	41,186	686,550	SH	DEFINED
SKULLCANDY INC	COM	83083J104	10,511	839,550	SH	DEFINED
SKULLCANDY INC	COM	83083J104	12,098	966,300	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	39,509	887,043	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	47,380	1,063,758	SH	DEFINED
SOLUTIA INC	COM NEW	834376501	4,603	266,400	SH	DEFINED
SOLUTIA INC	COM NEW	834376501	4,163	240,900	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	10,856	359,705	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	18,391	609,372	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	4,280	500,000	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	5,960	140,258	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	5,410	127,328	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	4,928	154,300	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	24,159	756,400	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	6,540	313,230	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	1,322	63,330	SH	DEFINED

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SPRINT NEXTEL CORP	COM SER 1	852061100	8,806	3,763,100	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	16,829	7,191,759	SH	DEFINED
STARBUCKS CORP	COM	855244109	479,047	10,411,810	SH	DEFINED
STARBUCKS CORP	COM	855244109	384,840	8,364,269	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	604,789	12,607,659	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	174,813	3,644,225	SH	DEFINED
STERICYCLE INC	COM	858912108	6,834	87,700	SH	DEFINED
STERICYCLE INC	COM	858912108	34,754	446,022	SH	DEFINED
STIFEL FINL CORP	COM	860630102	6,414	200,130	SH	DEFINED
STRATASYS	COM	862685104	2,134	70,163	SH	DEFINED
STRATASYS	COM	862685104	33,444	1,099,764	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	11,450	2,132,300	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	10,699	1,992,400	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	1,260	43,700	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	3,151	109,300	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,273	71,900	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	7,694	434,700	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	6,499	228,500	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	14,807	520,640	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,590	165,500	SH	DEFINED
SYMANTEC CORP	COM	871503108	15,612	997,583	SH	DEFINED

31-Dec-11						
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ SH/PRN CALL	INVESTMENT DISCRETION
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	13,150	435,300	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	30,031	994,060	SH	DEFINED
TCF FINL CORP	COM	872275102	10,446	1,012,250	SH	DEFINED
TCF FINL CORP	COM	872275102	13,084	1,267,850	SH	DEFINED
THL CR INC	COM	872438106	3,222	263,900	SH	DEFINED
THL CR INC	COM	872438106	2,921	239,200	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	1,953	59,900	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	11,713	359,300	SH	DEFINED
TARGA RES CORP	COM	87612G101	6,405	157,416	SH	DEFINED
TARGA RES CORP	COM	87612G101	5,822	143,084	SH	DEFINED
TEAM INC	COM	878155100	3,351	112,640	SH	DEFINED
TEAM INC	COM	878155100	3,133	105,300	SH	DEFINED
TELEFONICA BRASIL SA	SPONSORED					
	ADR	87936R106	3,644	133,340	SH	DEFINED
TELEFONICA BRASIL SA	SPONSORED					
	ADR	87936R106	1,236	45,240	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	2,774	52,800	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	43,216	822,695	SH	DEFINED
TENARIS S A	SPONSORED					
	ADR	88031M109	1,472	39,600	SH	DEFINED
TENARIS S A	SPONSORED					
	ADR	88031M109	3,642	97,950	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	29,660	5,781,600	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	56,665	11,045,750	SH	DEFINED
TENNECO INC	COM	880349105	5,622	188,800	SH	DEFINED
TENNECO INC	COM	880349105	5,083	170,700	SH	DEFINED

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TERADATA CORP DEL	COM	88076W103	22,205	457,750	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	21,876	450,950	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	23,383	579,370	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	27,302	676,460	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	13,548	204,460	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	52,737	795,910	SH	DEFINED
TIM PARTICIPACOES S A	SPONSORED					
	ADR	88706P205	16,893	654,760	SH	DEFINED
TIM PARTICIPACOES S A	SPONSORED					
	ADR	88706P205	7,043	273,000	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	13,407	210,900	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	139,246	2,190,433	SH	DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	4,935	83,400	SH	DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	15,077	254,800	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	36,563	842,460	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	38,524	887,644	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	6,967	119,200	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	6,453	110,400	SH	DEFINED
TUDOU HLDGS LTD	SPONSORED					
	ADS	89903T107	439	40,000	SH	DEFINED
TURKCELL ILETISIM HIZMETLERI	SPON ADR					
	NEW	900111204	2,488	211,600	SH	DEFINED
21VIANET GROUP INC	SPONSORED					
	ADR	90138A103	5,092	556,500	SH	DEFINED
21VIANET GROUP INC	SPONSORED					
	ADR	90138A103	9,851	1,076,600	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	22,680	349,350	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	19,031	293,150	SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	23,528	361,300	SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	57,880	888,822	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	27,473	927,197	SH	DEFINED

31-Dec-11

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ INVESTMENT DISCRETION
ULTRA PETROLEUM CORP	COM	903914109	36,175	1,220,900 SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	21,366	297,613 SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	89,543	1,247,288 SH	DEFINED
UNION PAC CORP	COM	907818108	34,489	325,551 SH	DEFINED
UNION PAC CORP	COM	907818108	177,455	1,675,051 SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	16,128	403,100 SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	15,220	380,400 SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	16,468	225,000 SH	DEFINED
UNITED STATIONERS INC	COM	913004107	9,029	277,300 SH	DEFINED
UNITED STATIONERS INC	COM	913004107	8,540	262,300 SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	11,879	234,400 SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	23,159	456,975 SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	18,291	431,800 SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	17,389	410,500 SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	4,186	217,700 SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	3,892	202,400 SH	DEFINED

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VARIAN MED SYS INC	COM	92220P105	48,199	718,000	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	53,452	796,250	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	12,944	401,350	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	33,018	1,023,829	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	12,318	346,800	SH	DEFINED
VERIFONE HLDGS INC	COM	92342Y109	23,585	663,999	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	47,338	1,425,400	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	88,765	2,672,850	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	15,417	721,080	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	12,680	593,090	SH	DEFINED
VISA INC	COM CL A	92826C839	59,825	589,234	SH	DEFINED
VISA INC	COM CL A	92826C839	180,880	1,781,543	SH	DEFINED
VISTEON CORP	COM NEW	92839U206	3,780	75,700	SH	DEFINED
VISTEON CORP	COM NEW	92839U206	3,516	70,400	SH	DEFINED
VMWARE INC	COM	928563402	18,764	225,555	SH	DEFINED
VMWARE INC	COM	928563402	71,034	853,876	SH	DEFINED
VOCUS INC	COM	92858J108	8,622	390,300	SH	DEFINED
VOCUS INC	COM	92858J108	14,715	666,120	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	22,914	963,186	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	62,512	2,627,660	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	4,847	539,200	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	11,030	1,226,925	SH	DEFINED
WABTAC CORP	COM	929740108	30,736	439,400	SH	DEFINED
WABTAC CORP	COM	929740108	114,609	1,638,445	SH	DEFINED
WALTER ENERGY INC	COM	93317Q105	4,984	82,300	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	22,168	443,000	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	67,807	1,355,060	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	2,713	7,200	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	2,449	6,500	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	18,794	567,100	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	41,644	1,256,600	SH	DEFINED

31-Dec-11

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL SH/PRN	INVESTMENT DISCRETION
WEBMD HEALTH CORP	CL A	94770V102	14,596	388,700	SH	DEFINED
WEBMD HEALTH CORP	CL A	94770V102	15,324	408,100	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,783	72,200	SH	DEFINED
WELLPOINT INC	COM	94973V107	28,846	435,415	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	13,599	493,433	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	55,527	2,014,773	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	4,379	181,700	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	3,960	164,300	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	30,932	444,550	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	101,398	1,457,280	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,474	44,650	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	3,706	112,250	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	17,936	465,880	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	16,241	421,845	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	2,309	82,300	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	1,923	68,547	SH	DEFINED

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WISDOMTREE INVTS INC	COM	97717P104	1,859	307,200	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	40,966	1,082,900	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	40,809	1,078,750	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,496,911	13,547,935	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	498,926	4,515,578	SH	DEFINED
XEROX CORP	COM	984121103	4,588	576,322	SH	DEFINED
XEROX CORP	COM	984121103	27,650	3,473,661	SH	DEFINED
XUEDA ED GROUP	SPONSORED					
	ADR	98418W109	831	238,020	SH	DEFINED
YUM BRANDS INC	COM	988498101	156	2,640	SH	DEFINED
YUM BRANDS INC	COM	988498101	1,913	32,410	SH	DEFINED
ZUMIEZ INC	COM	989817101	23,899	860,903	SH	DEFINED
ZUMIEZ INC	COM	989817101	43,858	1,579,913	SH	DEFINED
ZOLL MED CORP	COM	989922109	18,588	294,200	SH	DEFINED
ZOLL MED CORP	COM	989922109	69,983	1,107,672	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS					
	-A -	G0457F107	5,543	270,000	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,749	164,000	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,318	149,100	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1,075	20,200	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3,284	61,700	SH	DEFINED
BUNGE LIMITED	COM	G16962105	25,082	438,500	SH	DEFINED
BUNGE LIMITED	COM	G16962105	48,212	842,872	SH	DEFINED
COSAN LTD	SHS A	G25343107	4,750	433,400	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	4,681	104,000	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	55,548	1,234,120	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,474	143,100	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	4,950	129,400	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	2,784	220,100	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	16,771	1,325,805	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	2,541	83,400	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	15,345	503,614	SH	DEFINED
INVESCO LTD	SHS	G491BT108	18,081	900,000	SH	DEFINED

31-Dec-11

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (x\$1000)	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL DISCRETI
KOSMOS ENERGY LTD	SHS	G5315B107	4,583	373,800	SH DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	1,840	150,100	SH DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	5,703	209,300	SH DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	10,320	378,700	SH DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	1,522	87,750	SH DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	3,784	218,200	SH DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	6,833	914,700	SH DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	10,222	1,368,405	SH DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	2,767	37,200	SH DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	16,747	225,180	SH DEFINED
SEADRILL LIMITED	SHS	G7945E105	10,641	320,700	SH DEFINED
SEADRILL LIMITED	SHS	G7945E105	28,432	856,900	SH DEFINED
SINA CORP	ORD	G81477104	44,478	855,340	SH DEFINED
SINA CORP	ORD	G81477104	43,129	829,400	SH DEFINED

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XL GROUP PLC	SHS	G98290102	2,590	131,000	SH	DEFINED
XL GROUP PLC	SHS	G98290102	15,739	796,096	SH	DEFINED
ACE LTD	SHS	H0023R105	5,483	78,200	SH	DEFINED
ACE LTD	SHS	H0023R105	33,132	472,511	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	1,807	123,400	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	4,440	303,250	SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	5,375	140,000	SH	DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	5,256	345,800	SH	DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	9,982	656,700	SH	DEFINED
ASML HOLDING N V	NY REG					
	SHS	N07059186	4,258	101,900	SH	DEFINED
ASML HOLDING N V	NY REG					
	SHS	N07059186	13,005	311,200	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	5,413	47,500	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	42,792	375,533	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1,244	38,300	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	7,479	230,200	SH	DEFINED
COPA HOLDINGS SA	CL A	P31076105	12,916	220,151	SH	DEFINED
			=====			
			40,669,001	1,007,644,102		