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WADDELL & REED FINANCIAL INC  
Form 13F-HR  
May 15, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

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 May 15, 2013  
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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 935  
 Form 13F Information Table Value Total \$46,865,932 (\$ 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

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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/ PUT/ PRN CALL	INVESTMENT DISCRETION
AT&T INC	COM	00206R102	6,694	182,460	SH	DEFINED
ACCESS MIDSTREAM PARTNERS L	UNIT	00434L109	5,898	146,100	SH	DEFINED
ACCESS MIDSTREAM PARTNERS L	UNIT	00434L109	28,392	703,300	SH	DEFINED
ACI WORLDWIDE INC	COM	004498101	88,761	1,816,647	SH	DEFINED
ACI WORLDWIDE INC	COM	004498101	129,248	2,645,274	SH	DEFINED
ACQUITY GROUP LTD	SPONSORED					
	ADR	00489C103	2,206	347,324	SH	DEFINED
ACQUITY GROUP LTD	SPONSORED					
	ADR	00489C103	2,071	326,080	SH	DEFINED
ACUITY BRANDS INC	COM	00508Y102	1,523	21,958	SH	DEFINED
ACUITY BRANDS INC	COM	00508Y102	12,091	174,350	SH	DEFINED
ACXIOM CORP	COM	005125109	64,633	3,168,300	SH	DEFINED
ACXIOM CORP	COM	005125109	102,026	5,001,271	SH	DEFINED

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AEGION CORP	COM	00770F104	8,873	383,300 SH	DEFINED
AEGION CORP	COM	00770F104	14,469	625,001 SH	DEFINED
AETNA INC NEW	COM	00817Y108	6,564	128,400 SH	DEFINED
AETNA INC NEW	COM	00817Y108	31,843	622,900 SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	28,487	185,500 SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	25,001	162,800 SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	43,399	1,034,050 SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	26,105	622,000 SH	DEFINED
AKORN INC	COM	009728106	5,527	399,670 SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	11,041	119,830 SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	81,016	879,271 SH	DEFINED
ALIGN TECHNOLOGY INC	COM	016255101	4,922	146,870 SH	DEFINED
ALLERGAN INC	COM	018490102	59,706	534,856 SH	DEFINED
ALLERGAN INC	COM	018490102	228,835	2,049,939 SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	018581108	100,145	618,600 SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	018581108	152,784	943,750 SH	DEFINED
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1,672	76,327 SH	DEFINED
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	18,300	835,630 SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	2,852	347,400 SH	DEFINED
ALTERA CORP	COM	021441100	48,150	1,357,484 SH	DEFINED
ALTERA CORP	COM	021441100	224,168	6,319,939 SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	7,641	222,174 SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	11,784	342,650 SH	DEFINED
AMAZON COM INC	COM	023135106	193,982	727,915 SH	DEFINED
AMAZON COM INC	COM	023135106	272,039	1,020,822 SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	8,277	252,501 SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	457	6,780 SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	17,661	261,800 SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	401,336	10,338,370 SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	266,904	6,875,435 SH	DEFINED
AMERICAN TOWER CORP NEW	COM	03027X100	31,055	403,735 SH	DEFINED
AMERICAN TOWER CORP NEW	COM	03027X100	114,622	1,490,144 SH	DEFINED
AMERICAN VANGUARD CORP	COM	030371108	3,879	127,000 SH	DEFINED
AMERICAN VANGUARD CORP	COM	030371108	7,131	233,510 SH	DEFINED
AMGEN INC	COM	031162100	14,883	145,190 SH	DEFINED
AMGEN INC	COM	031162100	120,609	1,176,559 SH	DEFINED
ANADARKO PETE CORP	COM	032511107	4,475	51,175 SH	DEFINED
ANADARKO PETE CORP	COM	032511107	11,465	131,100 SH	DEFINED
ANALOG DEVICES INC	COM	032654105	13,029	280,261 SH	DEFINED
ANALOG DEVICES INC	COM	032654105	94,227	2,026,825 SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	236,896	2,379,670 SH	DEFINED
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	551,443	5,539,361 SH	DEFINED
ANN INC	COM	035623107	2,557	88,100 SH	DEFINED
ANN INC	COM	035623107	2,586	89,100 SH	DEFINED
ANNIES INC	COM	03600T104	1,857	48,542 SH	DEFINED
ANNIES INC	COM	03600T104	14,726	384,900 SH	DEFINED
ANSYS INC	COM	03662Q105	50,138	615,794 SH	DEFINED
ANSYS INC	COM	03662Q105	28,949	355,550 SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
APOLLO GLOBAL MGMT LLC	CL A SHS	037612306	184,551	8,528,220	SH		DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	037612306	31,720	1,465,800	SH		DEFINED
APPLE INC	COM	037833100	713,184	1,611,241	SH		DEFINED
APPLE INC	COM	037833100	620,695	1,402,289	SH		DEFINED
APPLIED MATLS INC	COM	038222105	16,887	1,252,740	SH		DEFINED
APPLIED MATLS INC	COM	038222105	99,557	7,385,520	SH		DEFINED
ARCH COAL INC	COM	039380100	677	124,700	SH		DEFINED
ARCH COAL INC	COM	039380100	686	126,400	SH		DEFINED
ARCTIC CAT INC	COM	039670104	5,750	131,590	SH		DEFINED
ARIAD PHARMACEUTICALS INC	COM	04033A100	26,057	1,440,400	SH		DEFINED
ARIAD PHARMACEUTICALS INC	COM	04033A100	39,973	2,209,700	SH		DEFINED
ARM HLDGS PLC	SPONSORED						
	ADR	042068106	46,290	1,092,510	SH		DEFINED
ARM HLDGS PLC	SPONSORED						
	ADR	042068106	36,775	867,952	SH		DEFINED
ARUBA NETWORKS INC	COM	043176106	67,466	2,727,000	SH		DEFINED
ARUBA NETWORKS INC	COM	043176106	54,104	2,186,900	SH		DEFINED
ASBURY AUTOMOTIVE GROUP INC	COM	043436104	13,164	358,800	SH		DEFINED
ASBURY AUTOMOTIVE GROUP INC	COM	043436104	11,594	316,000	SH		DEFINED
ASPEN TECHNOLOGY INC	COM	045327103	138,558	4,291,047	SH		DEFINED
ASPEN TECHNOLOGY INC	COM	045327103	211,188	6,540,360	SH		DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P						
	INT	049392103	2,836	82,000	SH		DEFINED
ATLAS PIPELINE PARTNERS LP	UNIT L P						
	INT	049392103	2,950	85,300	SH		DEFINED
AUTOZONE INC	COM	053332102	26,496	66,780	SH		DEFINED
AUTOZONE INC	COM	053332102	112,420	283,337	SH		DEFINED
BAIDU INC	SPON ADR						
	REP A	056752108	612,554	6,984,650	SH		DEFINED
BAIDU INC	SPON ADR						
	REP A	056752108	112,935	1,287,740	SH		DEFINED
BALLY TECHNOLOGIES INC	COM	05874B107	9,903	190,560	SH		DEFINED
BANK OF MARIN BANCORP	COM	063425102	2,568	64,065	SH		DEFINED
BANK OF MARIN BANCORP	COM	063425102	2,586	64,500	SH		DEFINED
BANK OF THE OZARKS INC	COM	063904106	17,283	389,700	SH		DEFINED
BANK OF THE OZARKS INC	COM	063904106	15,252	343,900	SH		DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	3,315	242,500	SH		DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	5,395	394,650	SH		DEFINED
BEACON ROOFING SUPPLY INC	COM	073685109	9,553	247,100	SH		DEFINED
BEACON ROOFING SUPPLY INC	COM	073685109	16,122	417,010	SH		DEFINED
BEAM INC	COM	073730103	3,357	52,825	SH		DEFINED
BEAM INC	COM	073730103	65,246	1,026,847	SH		DEFINED
BED BATH & BEYOND INC	COM	075896100	11,274	175,000	SH		DEFINED
BELO CORP	COM SER A	080555105	5,178	526,800	SH		DEFINED
BELO CORP	COM SER A	080555105	5,247	533,800	SH		DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	15,661	150,300	SH		DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	22,695	217,800	SH		DEFINED
BHP BILLITON LTD	SPONSORED						
	ADR	088606108	1,646	24,050	SH		DEFINED
BHP BILLITON LTD	SPONSORED						
	ADR	088606108	4,202	61,400	SH		DEFINED
BIOGEN IDEC INC	COM	09062X103	59,103	306,374	SH		DEFINED
BIOGEN IDEC INC	COM	09062X103	157,658	817,262	SH		DEFINED
BLACKSTONE GROUP L P	COM UNIT						
	LTD	09253U108	362,522	18,327,700	SH		DEFINED
BLACKSTONE GROUP L P	COM UNIT						

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	LTD	09253U108	59,869	3,026,750	SH	DEFINED
BLOOMIN BRANDS INC	COM	094235108	1,722	96,350	SH	DEFINED
BLOOMIN BRANDS INC	COM	094235108	1,753	98,100	SH	DEFINED
BLUE NILE INC	COM	09578R103	3,710	107,690	SH	DEFINED
BOEING CO	COM	097023105	14,343	167,075	SH	DEFINED
BOEING CO	COM	097023105	73,686	858,307	SH	DEFINED
BOISE CASCADE CO DEL	COM	09739D100	1,785	52,600	SH	DEFINED
BOISE CASCADE CO DEL	COM	09739D100	5,003	147,400	SH	DEFINED
BOISE INC	COM	09746Y105	5,987	691,300	SH	DEFINED
BOISE INC	COM	09746Y105	6,081	702,200	SH	DEFINED
BONA FILM GROUP LTD	SPONSORED					
	ADS	09777B107	2,764	600,930	SH	DEFINED
BONANZA CREEK ENERGY INC	COM	097793103	11,761	304,150	SH	DEFINED
BONANZA CREEK ENERGY INC	COM	097793103	13,612	352,000	SH	DEFINED

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BORGWARNER INC	COM	099724106	36,737	475,000	SH	DEFINED
BOSTON BEER INC	CL A	100557107	40,503	253,714	SH	DEFINED
BOSTON BEER INC	CL A	100557107	44,365	277,904	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	23,546	3,014,800	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	35,912	4,598,200	SH	DEFINED
BRIGHT HORIZONS FAM SOL IN D	COM	109194100	2,503	74,087	SH	DEFINED
BRIGHT HORIZONS FAM SOL IN D	COM	109194100	2,203	65,200	SH	DEFINED
BRINKER INTL INC	COM	109641100	10,952	290,900	SH	DEFINED
BRINKER INTL INC	COM	109641100	9,593	254,800	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	8,876	215,497	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	40,228	976,654	SH	DEFINED
BROADSOFT INC	COM	11133B409	2,313	87,394	SH	DEFINED
BROADSOFT INC	COM	11133B409	28,706	1,084,480	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	41,470	580,814	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	38,525	539,569	SH	DEFINED
CBS CORP NEW	CL B	124857202	924,361	19,797,847	SH	DEFINED
CBS CORP NEW	CL B	124857202	640,254	13,712,877	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	39,627	1,569,397	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	22,667	897,696	SH	DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	1,312	6,850	SH	DEFINED
CNOOC LTD	SPONSORED					
	ADR	126132109	3,332	17,400	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	5,658	102,900	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	27,169	494,069	SH	DEFINED
CABELAS INC	COM	126804301	9,433	155,200	SH	DEFINED
CABELAS INC	COM	126804301	8,473	139,400	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	56,395	834,124	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	48,682	720,038	SH	DEFINED
CAMECO CORP	COM	13321L108	1,088	52,350	SH	DEFINED
CAMECO CORP	COM	13321L108	2,718	130,800	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	4,707	72,200	SH	DEFINED

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CAMERON INTERNATIONAL CORP	COM	13342B105	11,707	179,550	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	585	18,200	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	1,472	45,800	SH	DEFINED
CANADIAN PAC RY LTD	COM	13645T100	71,528	548,230	SH	DEFINED
CANADIAN PAC RY LTD	COM	13645T100	344,287	2,638,825	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	38,614	702,707	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	241,120	4,387,982	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	5,267	436,400	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	5,360	444,100	SH	DEFINED
CARBO CERAMICS INC	COM	140781105	1,660	18,228	SH	DEFINED
CARBO CERAMICS INC	COM	140781105	18,433	202,400	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	3,854	92,600	SH	DEFINED
CARLYLE GROUP L P	COM UTS					
	LTD PTN	14309L102	158,284	5,232,530	SH	DEFINED
CARLYLE GROUP L P	COM UTS					
	LTD PTN	14309L102	26,013	859,930	SH	DEFINED
CARMAX INC	COM	143130102	95,727	2,295,600	SH	DEFINED
CARMAX INC	COM	143130102	55,273	1,325,500	SH	DEFINED
CASEYS GEN STORES INC	COM	147528103	6,996	120,000	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	395,475	4,547,260	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	125,508	1,443,124	SH	DEFINED
CAVIUM INC	COM	14964U108	34,155	880,050	SH	DEFINED
CAVIUM INC	COM	14964U108	21,466	553,100	SH	DEFINED
CENTURYLINK INC	COM	156700106	32,643	929,200	SH	DEFINED
CENTURYLINK INC	COM	156700106	51,922	1,478,000	SH	DEFINED
CEPHEID	COM	15670R107	9,253	241,150	SH	DEFINED
CEPHEID	COM	15670R107	8,134	212,000	SH	DEFINED
CERNER CORP	COM	156782104	39,719	419,200	SH	DEFINED
CERNER CORP	COM	156782104	65,216	688,300	SH	DEFINED
CHART INDS INC	COM PAR					
	\$0.01	16115Q308	9,329	116,600	SH	DEFINED
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	15,593	149,670	SH	DEFINED

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CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	116,060	1,114,035	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	570	4,800	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	1,456	12,250	SH	DEFINED
CHICAGO BRIDGE & IRON CO N V	REGISTRY SH	167250109	15,208	244,900	SH	DEFINED
CHINA ZENIX AUTO INTL LTD	ADS	16951E104	1,848	600,000	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	12,728	39,060	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	97,341	298,710	SH	DEFINED
CHURCH & DWIGHT INC	COM	171340102	31,937	494,150	SH	DEFINED
CHURCH & DWIGHT INC	COM	171340102	19,198	297,050	SH	DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	7,021	238,500	SH	DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	7,116	241,700	SH	DEFINED
CISCO SYS INC	COM	17275R102	3,018	144,310	SH	DEFINED
CISCO SYS INC	COM	17275R102	487	23,270	SH	DEFINED

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CITIGROUP INC	COM NEW	172967424	10,107	228,450	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	35,353	799,110	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	722	55,550	SH	DEFINED
CLEAN ENERGY FUELS CORP	COM	184499101	1,869	143,800	SH	DEFINED
COBALT INTL ENERGY INC	COM	19075F106	1,541	54,650	SH	DEFINED
COBALT INTL ENERGY INC	COM	19075F106	3,924	139,150	SH	DEFINED
COCA COLA CO	COM	191216100	10,336	255,585	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	521,656	6,809,245	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	238,227	3,109,611	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	11,750	99,550	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	20,842	176,580	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	3,128	74,460	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	510	12,140	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	27,044	570,677	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	36,990	780,550	SH	DEFINED
CONCHO RES INC	COM	20605P101	1,120	11,500	SH	DEFINED
CONCHO RES INC	COM	20605P101	2,860	29,350	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	944,916	15,722,388	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	246,741	4,105,504	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	1,486	31,200	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	7,313	153,500	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	53,540	615,900	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	43,943	505,500	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,651	141,200	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,716	143,700	SH	DEFINED
CORNERSTONE ONDEMAND INC	COM	21925Y103	1,471	43,131	SH	DEFINED
CORNERSTONE ONDEMAND INC	COM	21925Y103	11,655	341,800	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	11,137	104,956	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	112,529	1,060,491	SH	DEFINED
CREE INC	COM	225447101	110,677	2,022,970	SH	DEFINED
CREE INC	COM	225447101	176,348	3,223,323	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	34,381	493,695	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	129,019	1,852,659	SH	DEFINED
CUBIST PHARMACEUTICALS INC	COM	229678107	942	20,126	SH	DEFINED
CUBIST PHARMACEUTICALS INC	COM	229678107	7,475	159,650	SH	DEFINED
CUMMINS INC	COM	231021106	439,612	3,795,980	SH	DEFINED
CUMMINS INC	COM	231021106	191,776	1,655,955	SH	DEFINED
CYBERONICS INC	COM	23251P102	2,944	62,896	SH	DEFINED
CYBERONICS INC	COM	23251P102	32,152	686,860	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	9,519	863,000	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	14,857	1,347,000	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,311	44,700	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,363	45,400	SH	DEFINED
CYRUSONE INC	COM	23283R100	9,698	424,600	SH	DEFINED
CYRUSONE INC	COM	23283R100	15,463	677,000	SH	DEFINED
D R HORTON INC	COM	23331A109	6,690	275,300	SH	DEFINED

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D R HORTON INC	COM	23331A109	23,934	984,950	SH	DEFINED
DANA HLDG CORP	COM	235825205	6,947	389,600	SH	DEFINED
DANA HLDG CORP	COM	235825205	7,218	404,800	SH	DEFINED
DANAHER CORP DEL	COM	235851102	2,887	46,450	SH	DEFINED
DANAHER CORP DEL	COM	235851102	39,153	629,968	SH	DEFINED
DARLING INTL INC	COM	237266101	9,729	541,700	SH	DEFINED
DARLING INTL INC	COM	237266101	18,479	1,028,924	SH	DEFINED
DEERE & CO	COM	244199105	7,227	84,050	SH	DEFINED
DEERE & CO	COM	244199105	25,869	300,868	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	11,603	457,700	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	17,048	672,500	SH	DEFINED
DEXCOM INC	COM	252131107	14,266	853,216	SH	DEFINED
DEXCOM INC	COM	252131107	41,965	2,509,850	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	7,261	57,700	SH	DEFINED
DIAGEO P L C	SPON ADR					
	NEW	25243Q205	25,778	204,850	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	474	8,340	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	4,084	71,900	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	47,082	597,941	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	133,280	1,692,664	SH	DEFINED
DOMINOS PIZZA INC	COM	25754A201	1,416	27,518	SH	DEFINED
DOMINOS PIZZA INC	COM	25754A201	11,229	218,300	SH	DEFINED
DOW CHEM CO	COM	260543103	57,270	1,798,671	SH	DEFINED
DOW CHEM CO	COM	260543103	245,616	7,714,057	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	43,621	707,450	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	29,304	475,250	SH	DEFINED
DRIL-QUIP INC	COM	262037104	57,003	653,931	SH	DEFINED
DRIL-QUIP INC	COM	262037104	89,266	1,024,040	SH	DEFINED
DUNKIN BRANDS GROUP INC	COM	265504100	65,291	1,770,368	SH	DEFINED
DUNKIN BRANDS GROUP INC	COM	265504100	34,700	940,900	SH	DEFINED
EOG RES INC	COM	26875P101	3,490	27,250	SH	DEFINED
EOG RES INC	COM	26875P101	8,792	68,650	SH	DEFINED
EQT CORP	COM	26884L109	8,130	120,000	SH	DEFINED
EQT MIDSTREAM PARTNERS LP	UNIT LTD					
	PARTN	26885B100	1,800	46,400	SH	DEFINED
EQT MIDSTREAM PARTNERS LP	UNIT LTD					
	PARTN	26885B100	1,851	47,700	SH	DEFINED
EV ENERGY PARTNERS LP	COM UNITS	26926V107	2,592	47,500	SH	DEFINED
EV ENERGY PARTNERS LP	COM UNITS	26926V107	2,636	48,300	SH	DEFINED
EBAY INC	COM	278642103	30,577	563,940	SH	DEFINED
EBAY INC	COM	278642103	83,572	1,541,354	SH	DEFINED
ECHO GLOBAL LOGISTICS INC	COM	27875T101	5,557	251,210	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	2,154	49,100	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT					
	LPI	283702108	5,520	125,850	SH	DEFINED
ENBRIDGE INC	COM	29250N105	1,731	37,200	SH	DEFINED
ENBRIDGE INC	COM	29250N105	4,333	93,100	SH	DEFINED
ENDOLOGIX INC	COM	29266S106	11,218	694,600	SH	DEFINED
ENDOLOGIX INC	COM	29266S106	10,055	622,600	SH	DEFINED
ENERGY TRANSFER EQUITY L P	COM UT LTD					
	PTN	29273V100	3,959	67,700	SH	DEFINED
ENERGY TRANSFER EQUITY L P	COM UT LTD					
	PTN	29273V100	13,483	230,550	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,782	508,383	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,834	515,300	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	45,052	1,102,600	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	79,134	1,936,718	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	47,679	1,810,139	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	76,295	2,896,553	SH	DEFINED
EXACTTARGET INC	COM	30064K105	4,998	214,800	SH	DEFINED



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EXACTTARGET INC	COM	30064K105	4,612	198,200 SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	61,630	1,725,850 SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	34,092	954,700 SH	DEFINED
EXPRESS INC	COM	30219E103	1,354	76,000 SH	DEFINED
EXPRESS INC	COM	30219E103	1,370	76,900 SH	DEFINED

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EXXON MOBIL CORP	COM	30231G102	15,494	171,950 SH		DEFINED
EXXON MOBIL CORP	COM	30231G102	55,783	619,057 SH		DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	2,426	44,600 SH		DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	6,132	112,750 SH		DEFINED
FACEBOOK INC	CL A	30303M102	44,887	1,754,780 SH		DEFINED
FACEBOOK INC	CL A	30303M102	143,056	5,592,513 SH		DEFINED
FACTSET RESH SYS INC	COM	303075105	3,549	38,324 SH		DEFINED
FACTSET RESH SYS INC	COM	303075105	28,089	303,332 SH		DEFINED
FARO TECHNOLOGIES INC	COM	311642102	1,667	38,415 SH		DEFINED
FARO TECHNOLOGIES INC	COM	311642102	18,088	416,875 SH		DEFINED
FASTENAL CO	COM	311900104	73,053	1,422,650 SH		DEFINED
FASTENAL CO	COM	311900104	44,592	868,400 SH		DEFINED
F5 NETWORKS INC	COM	315616102	49,633	557,177 SH		DEFINED
F5 NETWORKS INC	COM	315616102	26,332	295,600 SH		DEFINED
FINANCIAL ENGINES INC	COM	317485100	8,290	228,892 SH		DEFINED
FINANCIAL ENGINES INC	COM	317485100	27,250	752,350 SH		DEFINED
FINISAR CORP	COM NEW	31787A507	8,021	608,100 SH		DEFINED
FINISAR CORP	COM NEW	31787A507	7,065	535,600 SH		DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	18,536	317,725 SH		DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	27,217	466,530 SH		DEFINED
FIRST HORIZON NATL CORP	COM	320517105	6,483	607,038 SH		DEFINED
FIRST HORIZON NATL CORP	COM	320517105	6,606	618,573 SH		DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	4,998	564,100 SH		DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	5,079	573,200 SH		DEFINED
FIRST REP BK SAN FRANCISCO C	COM	33616C100	60,180	1,558,272 SH		DEFINED
FIRST REP BK SAN FRANCISCO C	COM	33616C100	37,325	966,481 SH		DEFINED
FLUOR CORP NEW	COM	343412102	3,293	49,650 SH		DEFINED
FLUOR CORP NEW	COM	343412102	8,308	125,250 SH		DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	1,603	1,000,000 PRN		DEFINED
FORD MTR CO DEL	NOTE					
	4.250%11/1	345370CN8	9,615	6,000,000 PRN		DEFINED
FOREST CITY ENTERPRISES INC	CL A	345550107	2,788	156,900 SH		DEFINED
FOREST CITY ENTERPRISES INC	CL A	345550107	2,820	158,700 SH		DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	63,270	1,690,350 SH		DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	37,351	997,900 SH		DEFINED
FORUM ENERGY TECHNOLOGIES IN	COM	34984V100	15,785	548,847 SH		DEFINED
FORUM ENERGY TECHNOLOGIES IN	COM	34984V100	49,976	1,737,690 SH		DEFINED
FRANCESCAS HLDGS CORP	COM	351793104	1,232	43,000 SH		DEFINED
FRANCESCAS HLDGS CORP	COM	351793104	14,465	504,720 SH		DEFINED
FUSION-IO INC	COM	36112J107	51,330	3,135,600 SH		DEFINED

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FUSION-IO INC	COM	36112J107	51,229	3,129,450	SH	DEFINED
GAP INC DEL	COM	364760108	7,618	215,200	SH	DEFINED
GAP INC DEL	COM	364760108	10,985	310,300	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	11,467	162,630	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	15,296	216,940	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	8,210	355,100	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	29,499	1,275,900	SH	DEFINED
GENTEX CORP	COM	371901109	18,276	913,336	SH	DEFINED
GENTEX CORP	COM	371901109	10,560	527,750	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	87,786	1,794,110	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	281,705	5,757,310	SH	DEFINED
GLAXOSMITHKLINE PLC	SPONSORED					
	ADR	37733W105	16,097	343,150	SH	DEFINED
GLAXOSMITHKLINE PLC	SPONSORED					
	ADR	37733W105	33,958	723,900	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	18,662	126,820	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	63,049	428,470	SH	DEFINED
GOOGLE INC	CL A	38259P508	121,243	152,693	SH	DEFINED
GOOGLE INC	CL A	38259P508	276,186	347,828	SH	DEFINED
GRACO INC	COM	384109104	26,884	463,273	SH	DEFINED
GRACO INC	COM	384109104	33,956	585,150	SH	DEFINED
GRAHAM CORP	COM	384556106	2,048	82,763	SH	DEFINED

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GRAHAM CORP	COM	384556106	1,831	74,000	SH	DEFINED
GREAT PLAINS ENERGY INC	COM	391164100	5,232	225,600	SH	DEFINED
GREAT PLAINS ENERGY INC	COM	391164100	5,324	229,600	SH	DEFINED
GREENHILL & CO INC	COM	395259104	49,119	920,172	SH	DEFINED
GREENHILL & CO INC	COM	395259104	51,371	962,356	SH	DEFINED
GULFMARK OFFSHORE INC	CL A NEW	402629208	7,063	181,300	SH	DEFINED
GULFMARK OFFSHORE INC	CL A NEW	402629208	7,321	187,900	SH	DEFINED
GULFPORT ENERGY CORP	COM NEW	402635304	15,096	329,400	SH	DEFINED
GULFPORT ENERGY CORP	COM NEW	402635304	16,404	357,938	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	24,419	601,000	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	109,022	2,683,286	SH	DEFINED
HFF INC	CL A	40418F108	1,480	74,235	SH	DEFINED
HFF INC	CL A	40418F108	11,741	589,100	SH	DEFINED
HALLIBURTON CO	COM	406216101	8,554	211,680	SH	DEFINED
HALLIBURTON CO	COM	406216101	33,628	832,175	SH	DEFINED
HANGER INC	COM NEW	41043F208	7,738	245,420	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	88,271	1,656,112	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	359,499	6,744,821	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	82,139	1,840,446	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	100,727	2,256,940	SH	DEFINED
HEALTHSOUTH CORP	COM NEW	421924309	5,026	190,600	SH	DEFINED
HEALTHSOUTH CORP	COM NEW	421924309	5,113	193,900	SH	DEFINED
HEADWATERS INC	NOTE					
	8.750% 2/0	42210PAR3	8,152	7,500,000	PRN	DEFINED

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HEADWATERS INC	NOTE					
	8.750% 2/0	42210PAR3	11,358	10,450,000	PRN	DEFINED
HEALTHSTREAM INC	COM	42222N103	4,359	190,020	SH	DEFINED
HEARTWARE INTL INC	COM	422368100	17,396	196,724	SH	DEFINED
HEARTWARE INTL INC	COM	422368100	37,473	423,760	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,222	36,600	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	5,557	91,550	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	19,293	417,500	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	17,209	372,400	SH	DEFINED
HESS CORP	COM	42809H107	1,182	16,500	SH	DEFINED
HESS CORP	COM	42809H107	2,979	41,600	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	2,109	72,692	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	16,742	577,100	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	2,553	42,155	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	20,282	334,900	SH	DEFINED
HOLOGIC INC	COM	436440101	47,352	2,095,240	SH	DEFINED
HOLOGIC INC	COM	436440101	24,898	1,101,700	SH	DEFINED
HOME DEPOT INC	COM	437076102	77,562	1,111,520	SH	DEFINED
HOME DEPOT INC	COM	437076102	319,019	4,571,782	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	17,922	237,850	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	38,621	512,550	SH	DEFINED
HUB GROUP INC	CL A	443320106	16,372	425,700	SH	DEFINED
HUB GROUP INC	CL A	443320106	14,722	382,800	SH	DEFINED
HUNTINGTON INGALLS INDS INC	COM	446413106	11,187	209,760	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	13,449	311,100	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	28,259	653,700	SH	DEFINED
IPG PHOTONICS CORP	COM	44980X109	14,358	216,200	SH	DEFINED
IPG PHOTONICS CORP	COM	44980X109	26,655	401,370	SH	DEFINED
IXIA	COM	45071R109	8,208	379,300	SH	DEFINED
IXIA	COM	45071R109	7,191	332,300	SH	DEFINED
IDEX CORP	COM	45167R104	61,475	1,150,779	SH	DEFINED
IDEX CORP	COM	45167R104	35,953	673,019	SH	DEFINED
IGATE CORP	COM	45169U105	25,542	1,357,900	SH	DEFINED
IGATE CORP	COM	45169U105	37,026	1,968,400	SH	DEFINED
INCYTE CORP	COM	45337C102	19,203	820,288	SH	DEFINED
INCYTE CORP	COM	45337C102	22,318	953,350	SH	DEFINED
INERGY L P	UNIT LTD					
	PTNR	456615103	4,188	205,000	SH	DEFINED

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INSIGHT ENTERPRISES INC	COM	45765U103	3,569	173,100	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	3,611	175,100	SH	DEFINED
INTEL CORP	COM	458140100	3,676	168,219	SH	DEFINED
INTEL CORP	COM	458140100	6,791	310,802	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,052	84,000	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,089	85,500	SH	DEFINED
INTUIT	COM	461202103	380,045	5,788,956	SH	DEFINED
INTUIT	COM	461202103	173,326	2,640,146	SH	DEFINED

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INTUITIVE SURGICAL INC	COM NEW	46120E602	32,983	67,150	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	19,107	38,900	SH	DEFINED
INVENSENSE INC	COM	46123D205	4,315	403,980	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	24,214	1,323,877	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	42,168	2,305,510	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	17,462	1,030,800	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	30,067	1,774,900	SH	DEFINED
JDS UNIPHASE CORP	COM PAR					
	\$0.001	46612J507	9,519	712,000	SH	DEFINED
JDS UNIPHASE CORP	COM PAR					
	\$0.001	46612J507	10,775	805,890	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	86,477	1,822,099	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	370,041	7,796,913	SH	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	5,538	9,230,000	PRN	DEFINED
JINKOSOLAR HLDG CO LTD	NOTE					
	4.000% 5/1	47759TAA8	10,752	17,920,000	PRN	DEFINED
JOHNSON & JOHNSON	COM	478160104	38,907	477,211	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	164,428	2,016,773	SH	DEFINED
JONES GROUP INC	COM	48020T101	2,335	183,600	SH	DEFINED
JONES GROUP INC	COM	48020T101	2,377	186,900	SH	DEFINED
JOY GLOBAL INC	COM	481165108	32,897	552,700	SH	DEFINED
JOY GLOBAL INC	COM	481165108	18,252	306,650	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	9,108	172,700	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	13,122	248,800	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	251,380	13,011,400	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	41,499	2,147,990	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	88,196	795,277	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	349,997	3,155,968	SH	DEFINED
KELLOGG CO	COM	487836108	5,799	90,000	SH	DEFINED
KEY ENERGY SVCS INC	COM	492914106	2,053	254,100	SH	DEFINED
KEY ENERGY SVCS INC	COM	492914106	2,081	257,600	SH	DEFINED
KEYW HLDG CORP	COM	493723100	3,032	188,000	SH	DEFINED
KEYW HLDG CORP	COM	493723100	2,681	166,200	SH	DEFINED
KFORCE INC	COM	493732101	9,536	582,500	SH	DEFINED
KFORCE INC	COM	493732101	8,676	530,000	SH	DEFINED
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	5,499	62,598	SH	DEFINED
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	23,873	271,752	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	1,181	30,523	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	2,968	76,745	SH	DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	4,122	80,000	SH	DEFINED
LKQ CORP	COM	501889208	51,573	2,370,100	SH	DEFINED
LKQ CORP	COM	501889208	31,192	1,433,450	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	4,214	101,637	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	20,381	491,574	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	19,428	340,300	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	17,801	311,800	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	5,439	297,400	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	5,606	306,500	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	83,245	1,477,290	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	299,468	5,314,421	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	40,528	632,948	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	233,243	3,642,722	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	6,157	521,800	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	6,252	529,800	SH	DEFINED

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LIFE TIME FITNESS INC	COM	53217R207	1,070	25,000	SH	DEFINED
LILLY ELI & CO	COM	532457108	7,071	124,520	SH	DEFINED
LILLY ELI & CO	COM	532457108	13,133	231,250	SH	DEFINED
LINNCO LLC	COMSHS LTD					
	INT	535782106	12,152	311,200	SH	DEFINED
LINNCO LLC	COMSHS LTD					
	INT	535782106	36,039	922,900	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	16,181	340,800	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	27,373	576,510	SH	DEFINED
LOGMEIN INC	COM	54142L109	499	25,956	SH	DEFINED
LOGMEIN INC	COM	54142L109	3,957	205,855	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	1,415	65,500	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	1,464	67,800	SH	DEFINED
LOWES COS INC	COM	548661107	7,868	207,480	SH	DEFINED
LOWES COS INC	COM	548661107	74,090	1,953,863	SH	DEFINED
LUFKIN INDS INC	COM	549764108	1,851	27,881	SH	DEFINED
LUFKIN INDS INC	COM	549764108	14,702	221,450	SH	DEFINED
M D C HLDGS INC	COM	552676108	7,301	199,200	SH	DEFINED
M D C HLDGS INC	COM	552676108	16,285	444,350	SH	DEFINED
MPLX LP	COM UNIT					
	REP LTD	55336V100	1,633	43,600	SH	DEFINED
MPLX LP	COM UNIT					
	REP LTD	55336V100	4,080	108,950	SH	DEFINED
MRC GLOBAL INC	COM	55345K103	1,814	55,100	SH	DEFINED
MRC GLOBAL INC	COM	55345K103	1,584	48,100	SH	DEFINED
MACYS INC	COM	55616P104	3,343	79,900	SH	DEFINED
MACYS INC	COM	55616P104	16,298	389,520	SH	DEFINED
MANITOWOC INC	COM	563571108	5,687	276,600	SH	DEFINED
MANITOWOC INC	COM	563571108	14,867	723,080	SH	DEFINED
MARATHON OIL CORP	COM	565849106	8,041	238,450	SH	DEFINED
MARATHON OIL CORP	COM	565849106	34,998	1,037,905	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	8,472	94,550	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	36,852	411,300	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD					
	PARTN	570759100	12,281	202,150	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD					
	PARTN	570759100	57,555	947,400	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	3,579	177,800	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	3,642	180,900	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	62,217	609,850	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	27,455	269,114	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	113,283	209,345	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	492,380	909,911	SH	DEFINED
MATRIX SVC CO	COM	576853105	9,037	606,500	SH	DEFINED
MATRIX SVC CO	COM	576853105	8,042	539,700	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	8,481	771,700	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	8,583	781,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	35,325	354,350	SH	DEFINED
MCKESSON CORP	COM	58155Q103	4,124	38,200	SH	DEFINED
MCKESSON CORP	COM	58155Q103	19,739	182,836	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	80,617	1,040,886	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	210,441	2,717,122	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	14,635	151,563	SH	DEFINED

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MERCK & CO INC NEW	COM	58933Y105	8,180	184,948	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	17,327	391,750	SH	DEFINED
METLIFE INC	COM	59156R108	4,574	120,300	SH	DEFINED
METLIFE INC	COM	59156R108	22,181	583,400	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	36,024	168,950	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	20,075	94,150	SH	DEFINED
MICROS SYS INC	COM	594901100	11,940	262,352	SH	DEFINED
MICROS SYS INC	COM	594901100	32,773	720,131	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	124,889	3,397,410	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	182,412	4,962,240	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	112,120	11,234,500	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	179,173	17,953,200	SH	DEFINED

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MICROSEMI CORP	COM	595137100	8,930	385,400	SH	DEFINED
MICROSEMI CORP	COM	595137100	7,850	338,800	SH	DEFINED
MIDDLEBY CORP	COM	596278101	761	5,003	SH	DEFINED
MIDDLEBY CORP	COM	596278101	6,071	39,900	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	173,056	1,638,324	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	600,196	5,682,063	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	53,868	903,680	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	59,760	1,002,510	SH	DEFINED
NANOMETRICS INC	COM	630077105	9,709	672,800	SH	DEFINED
NANOMETRICS INC	COM	630077105	17,045	1,181,192	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	69,849	987,262	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	251,107	3,549,221	SH	DEFINED
NETAPP INC	COM	64110D104	20,018	586,000	SH	DEFINED
NETAPP INC	COM	64110D104	10,759	314,950	SH	DEFINED
NETSUITE INC	COM	64118Q107	7,839	97,915	SH	DEFINED
NETSUITE INC	COM	64118Q107	6,853	85,600	SH	DEFINED
NEWS CORP	CL A	65248E104	319,596	10,471,690	SH	DEFINED
NEWS CORP	CL A	65248E104	75,836	2,484,800	SH	DEFINED
NEWS CORP	CL B	65248E203	34,283	1,114,530	SH	DEFINED
NEWS CORP	CL B	65248E203	179,635	5,839,895	SH	DEFINED
NIKE INC	CL B	654106103	23,075	391,040	SH	DEFINED
NIKE INC	CL B	654106103	123,953	2,100,540	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	19,821	171,375	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	149,383	1,291,568	SH	DEFINED
NORDSON CORP	COM	655663102	2,156	32,695	SH	DEFINED
NORDSON CORP	COM	655663102	24,067	364,930	SH	DEFINED
NORDSTROM INC	COM	655664100	40,981	742,000	SH	DEFINED
NORDSTROM INC	COM	655664100	25,190	456,100	SH	DEFINED
NORTHERN TR CORP	COM	665859104	107,334	1,967,260	SH	DEFINED
NORTHERN TR CORP	COM	665859104	161,173	2,954,050	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	5,088	49,615	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	30,110	293,615	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	11,277	181,045	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	23,340	374,700	SH	DEFINED

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OAKTREE CAP GROUP LLC	UNIT					
	99/99/9999	674001201	18,186	356,450	SH	DEFINED
OAKTREE CAP GROUP LLC	UNIT					
	99/99/9999	674001201	11,781	230,900	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	13,774	361,800	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	15,108	396,850	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	277,940	3,546,515	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	67,901	866,420	SH	DEFINED
ONYX PHARMACEUTICALS INC	COM	683399109	44,706	503,111	SH	DEFINED
ONYX PHARMACEUTICALS INC	COM	683399109	25,019	281,550	SH	DEFINED
OPENTABLE INC	COM	68372A104	24,845	394,497	SH	DEFINED
OPENTABLE INC	COM	68372A104	41,992	666,750	SH	DEFINED
ORACLE CORP	COM	68389X105	38,127	1,178,950	SH	DEFINED
ORACLE CORP	COM	68389X105	124,034	3,835,297	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	3,774	141,600	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	3,848	144,400	SH	DEFINED
PDC ENERGY INC	COM	69327R101	3,901	78,700	SH	DEFINED
PDC ENERGY INC	COM	69327R101	5,651	114,000	SH	DEFINED
PG&E CORP	COM	69331C108	6,639	149,100	SH	DEFINED
PG&E CORP	COM	69331C108	27,822	624,800	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	15,727	236,500	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	31,514	473,900	SH	DEFINED
PPG INDS INC	COM	693506107	20,944	156,370	SH	DEFINED
PPG INDS INC	COM	693506107	85,795	640,545	SH	DEFINED
PPL CORP	COM	69351T106	3,530	112,756	SH	DEFINED
PPL CORP	COM	69351T106	7,209	230,258	SH	DEFINED
PALL CORP	COM	696429307	140,751	2,058,669	SH	DEFINED

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PALL CORP	COM	696429307	349,798	5,116,246	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	23,419	141,727	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	63,436	383,900	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	11,017	120,300	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	29,067	317,400	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	45,503	1,908,700	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	37,361	1,567,150	SH	DEFINED
PAYCHEX INC	COM	704326107	3,228	92,050	SH	DEFINED
PAYCHEX INC	COM	704326107	11,582	330,250	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	967	45,700	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,459	116,250	SH	DEFINED
PEPSICO INC	COM	713448108	3,554	44,930	SH	DEFINED
PEPSICO INC	COM	713448108	24,524	310,000	SH	DEFINED
PFIZER INC	COM	717081103	393,474	13,633,883	SH	DEFINED
PFIZER INC	COM	717081103	267,638	9,273,669	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	720,513	7,771,683	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	529,670	5,713,192	SH	DEFINED
PHILLIPS 66	COM	718546104	507,340	7,250,822	SH	DEFINED
PHILLIPS 66	COM	718546104	220,842	3,156,240	SH	DEFINED

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PHOTRONICS INC	COM	719405102	13,248	1,983,300	SH	DEFINED
PHOTRONICS INC	COM	719405102	23,278	3,484,798	SH	DEFINED
PHOTRONICS INC	NOTE					
	3.250% 4/0	719405AH5	1,204	1,145,000	PRN	DEFINED
PINNACLE ENTMT INC	COM	723456109	844	57,700	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,472	11,850	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	3,752	30,200	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD					
	PARTN	726503105	7,995	141,550	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD					
	PARTN	726503105	36,283	642,400	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	56,437	1,404,595	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	36,227	901,620	SH	DEFINED
POOL CORPORATION	COM	73278L105	12,518	260,800	SH	DEFINED
POOL CORPORATION	COM	73278L105	11,030	229,800	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	26,733	210,625	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	74,065	583,559	SH	DEFINED
POWER INTEGRATIONS INC	COM	739276103	10,922	251,600	SH	DEFINED
POWER INTEGRATIONS INC	COM	739276103	9,702	223,500	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	4,946	1,191,800	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	29,098	7,011,600	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	58,797	310,076	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	283,745	1,496,388	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	35,621	475,776	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	139,429	1,862,277	SH	DEFINED
PRIMORIS SVCS CORP	COM	74164F103	8,694	393,200	SH	DEFINED
PRIMORIS SVCS CORP	COM	74164F103	7,683	347,500	SH	DEFINED
PROCERA NETWORKS INC	COM NEW	74269U203	3,398	285,800	SH	DEFINED
PROCERA NETWORKS INC	COM NEW	74269U203	3,102	260,900	SH	DEFINED
PROTO LABS INC	COM	743713109	1,636	33,320	SH	DEFINED
PROTO LABS INC	COM	743713109	19,653	400,266	SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	10,536	407,900	SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	9,451	365,900	SH	DEFINED
QUALCOMM INC	COM	747525103	61,849	923,805	SH	DEFINED
QUALCOMM INC	COM	747525103	193,747	2,893,906	SH	DEFINED
QUIKSILVER INC	COM	74838C106	4,169	686,800	SH	DEFINED
QUIKSILVER INC	COM	74838C106	3,895	641,700	SH	DEFINED
RAMBUS INC DEL	COM	750917106	2,435	434,000	SH	DEFINED
RAMBUS INC DEL	COM	750917106	3,760	670,318	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	17,007	100,450	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	127,575	753,498	SH	DEFINED
RAVEN INDS INC	COM	754212108	2,374	70,640	SH	DEFINED
RAVEN INDS INC	COM	754212108	18,795	559,200	SH	DEFINED

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REALOGY HLDGS CORP	COM	75605Y106	14,652	300,000	SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM UNITS L P	75885Y107	12,506	498,650	SH	DEFINED



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REGENCY ENERGY PARTNERS L P	COM UNITS					
	L P	75885Y107	35,240	1,405,115 SH		DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,490	92,000 SH		DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,591	93,700 SH		DEFINED
RIO TINTO PLC	SPONSORED					
	ADR	767204100	3,161	67,150 SH		DEFINED
RIO TINTO PLC	SPONSORED					
	ADR	767204100	11,443	243,050 SH		DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	8,540	98,900 SH		DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	12,132	140,500 SH		DEFINED
ROPER INDS INC NEW	COM	776696106	39,810	312,700 SH		DEFINED
ROPER INDS INC NEW	COM	776696106	22,031	173,050 SH		DEFINED
ROSETTA RESOURCES INC	COM	777779307	2,955	62,100 SH		DEFINED
ROSETTA RESOURCES INC	COM	777779307	2,655	55,800 SH		DEFINED
ROUNDYS INC	COM	779268101	5,832	887,715 SH		DEFINED
ROUNDYS INC	COM	779268101	3,679	560,000 SH		DEFINED
RUSH ENTERPRISES INC	CL A	781846209	10,806	448,000 SH		DEFINED
RUSH ENTERPRISES INC	CL A	781846209	9,455	392,000 SH		DEFINED
SBA COMMUNICATIONS CORP	COM	78388J106	8,550	118,720 SH		DEFINED
SBA COMMUNICATIONS CORP	COM	78388J106	70,661	981,130 SH		DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	6,348	41,100 SH		DEFINED
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	9,875	329,400 SH		DEFINED
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	9,228	307,800 SH		DEFINED
SVB FINL GROUP	COM	78486Q101	31,207	439,900 SH		DEFINED
SVB FINL GROUP	COM	78486Q101	27,660	389,900 SH		DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	2,621	165,900 SH		DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	2,302	145,700 SH		DEFINED
SAIA INC	COM	78709Y105	2,344	64,800 SH		DEFINED
SAIA INC	COM	78709Y105	2,380	65,800 SH		DEFINED
ST JUDE MED INC	COM	790849103	26,960	666,661 SH		DEFINED
ST JUDE MED INC	COM	790849103	15,440	381,800 SH		DEFINED
SALIX PHARMACEUTICALS INC	COM	795435106	8,692	169,830 SH		DEFINED
SANMINA CORPORATION	COM	801056102	4,063	357,670 SH		DEFINED
SAPIENT CORP	COM	803062108	546	44,803 SH		DEFINED
SAPIENT CORP	COM	803062108	4,329	355,150 SH		DEFINED
SCHEIN HENRY INC	COM	806407102	62,240	672,500 SH		DEFINED
SCHEIN HENRY INC	COM	806407102	36,252	391,700 SH		DEFINED
SCHLUMBERGER LTD	COM	806857108	81,975	1,094,604 SH		DEFINED
SCHLUMBERGER LTD	COM	806857108	340,338	4,544,511 SH		DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	9,087	513,660 SH		DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	66,333	3,749,755 SH		DEFINED
SCOTTS MIRACLE GRO CO	CL A	810186106	35,375	818,100 SH		DEFINED
SCOTTS MIRACLE GRO CO	CL A	810186106	19,631	454,000 SH		DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	4,172	346,761 SH		DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	4,242	352,600 SH		DEFINED
SELECT COMFORT CORP	COM	81616X103	4,242	214,580 SH		DEFINED
SEMTECH CORP	COM	816850101	21,917	619,300 SH		DEFINED
SEMTECH CORP	COM	816850101	23,539	665,141 SH		DEFINED
SERVICENOW INC	COM	81762P102	21,407	591,355 SH		DEFINED
SERVICENOW INC	COM	81762P102	11,933	329,650 SH		DEFINED
SHERWIN WILLIAMS CO	COM	824348106	11,476	67,950 SH		DEFINED
SHERWIN WILLIAMS CO	COM	824348106	86,626	512,914 SH		DEFINED
SHUTTERFLY INC	COM	82568P304	2,209	50,000 SH		DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	82,824	1,051,606 SH		DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	60,440	767,400 SH		DEFINED
SILVER SPRING NETWORKS INC	COM	82817Q103	7,630	440,300 SH		DEFINED
SILVER SPRING NETWORKS INC	COM	82817Q103	11,882	685,660 SH		DEFINED
SMITH A O	COM	831865209	7,250	98,550 SH		DEFINED
SOLERA HOLDINGS INC	COM	83421A104	56,472	968,145 SH		DEFINED
SOLERA HOLDINGS INC	COM	83421A104	44,684	766,050 SH		DEFINED

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SOUTHWEST GAS CORP	COM	844895102	5,442	114,658	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	5,540	116,728	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	30,086	807,450	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	34,736	932,250	SH	DEFINED
SPANSION INC	COM CL A					
	NEW	84649R200	13,188	1,024,700	SH	DEFINED
SPANSION INC	COM CL A					
	NEW	84649R200	19,098	1,483,901	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	18,090	882,000	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	34,797	1,696,600	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	51,465	8,287,500	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	84,760	13,648,984	SH	DEFINED
STARBUCKS CORP	COM	855244109	57,603	1,011,285	SH	DEFINED
STARBUCKS CORP	COM	855244109	212,419	3,729,259	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	521,904	8,189,305	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	193,910	3,042,677	SH	DEFINED
STERICYCLE INC	COM	858912108	50,605	476,600	SH	DEFINED
STERICYCLE INC	COM	858912108	29,844	281,070	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	5,764	690,300	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	5,838	699,200	SH	DEFINED
SUBURBAN PROPANE PARTNERS L	UNIT LTD					
	PARTN	864482104	985	22,141	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	1,287	42,900	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	3,304	110,100	SH	DEFINED
SUNCOKE ENERGY PARTNERS L P	COMUNIT					
	REP LT	86722Y101	4,305	206,000	SH	DEFINED
SUNCOKE ENERGY PARTNERS L P	COMUNIT					
	REP LT	86722Y101	4,353	208,300	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	5,109	177,350	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	24,532	851,500	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	1,866	71,850	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	10,826	416,860	SH	DEFINED
SWIFT TRANSN CO	CL A	87074U101	6,028	425,110	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	4,509	145,300	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	10,832	349,090	SH	DEFINED
THL CR INC	COM	872438106	3,670	245,000	SH	DEFINED
THL CR INC	COM	872438106	3,735	249,300	SH	DEFINED
TRI POINTE HOMES INC	COM	87265H109	2,096	104,000	SH	DEFINED
TRI POINTE HOMES INC	COM	87265H109	5,964	296,000	SH	DEFINED
TARGET CORP	COM	87612E106	10,093	147,450	SH	DEFINED
TARGET CORP	COM	87612E106	45,310	661,950	SH	DEFINED
TARGA RES CORP	COM	87612G101	1,648	24,250	SH	DEFINED
TARGA RES CORP	COM	87612G101	17,553	258,280	SH	DEFINED
TEAM INC	COM	878155100	15,767	383,900	SH	DEFINED
TEAM INC	COM	878155100	13,910	338,700	SH	DEFINED
TEAM HEALTH HOLDINGS INC	COM	87817A107	1,615	44,400	SH	DEFINED
TEAM HEALTH HOLDINGS INC	COM	87817A107	1,644	45,200	SH	DEFINED
TENET HEALTHCARE CORP	COM NEW	88033G407	82,675	1,737,600	SH	DEFINED

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TENET HEALTHCARE CORP	COM NEW	88033G407	125,053	2,628,275	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	62,469	1,067,665	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	35,779	611,500	SH	DEFINED
TERADYNE INC	COM	880770102	5,233	322,600	SH	DEFINED
TERADYNE INC	COM	880770102	5,440	335,400	SH	DEFINED
TEREX CORP NEW	COM	880779103	3,769	109,500	SH	DEFINED
TEREX CORP NEW	COM	880779103	3,838	111,500	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	44,834	1,129,890	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	77,012	1,940,830	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	19,574	551,700	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	122,637	3,456,515	SH	DEFINED
THORATEC CORP	COM NEW	885175307	6,889	183,700	SH	DEFINED
THORATEC CORP	COM NEW	885175307	6,304	168,100	SH	DEFINED
3M CO	COM	88579Y101	7,739	72,800	SH	DEFINED
3M CO	COM	88579Y101	10,971	103,200	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	33,807	351,936	SH	DEFINED

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TIME WARNER CABLE INC	COM	88732J207	147,982	1,540,520	SH	DEFINED
TITAN INTL INC ILL	COM	88830M102	566	26,837	SH	DEFINED
TITAN MACHY INC	COM	88830R101	4,395	158,370	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	10,953	130,100	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	15,701	186,500	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	53,856	1,797,588	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	31,269	1,043,688	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	4,757	60,600	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	4,812	61,300	SH	DEFINED
TUMI HLDGS INC	COM	89969Q104	12,756	609,180	SH	DEFINED
TUMI HLDGS INC	COM	89969Q104	16,469	786,500	SH	DEFINED
21VIANET GROUP INC	SPONSORED ADR	90138A103	8,047	856,100	SH	DEFINED
21VIANET GROUP INC	SPONSORED ADR	90138A103	13,763	1,464,200	SH	DEFINED
II VI INC	COM	902104108	7,348	431,200	SH	DEFINED
II VI INC	COM	902104108	6,533	383,400	SH	DEFINED
TYLER TECHNOLOGIES INC	COM	902252105	9,632	157,228	SH	DEFINED
TYLER TECHNOLOGIES INC	COM	902252105	37,838	617,670	SH	DEFINED
UMB FINL CORP	COM	902788108	28,861	588,150	SH	DEFINED
UMB FINL CORP	COM	902788108	18,573	378,500	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	52,292	644,233	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	31,762	391,300	SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	49,966	479,709	SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	59,654	572,712	SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	80,116	1,564,771	SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	203,115	3,967,092	SH	DEFINED
UNION PAC CORP	COM	907818108	97,878	687,296	SH	DEFINED
UNION PAC CORP	COM	907818108	418,887	2,941,418	SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	9,461	192,288	SH	DEFINED

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UNITED NAT FOODS INC	COM	911163103	8,507	172,900	SH	DEFINED
UNITED RENTALS INC	COM	911363109	5,967	108,550	SH	DEFINED
UNITED STATIONERS INC	COM	913004107	9,771	252,800	SH	DEFINED
UNITED STATIONERS INC	COM	913004107	8,766	226,800	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	141,389	2,471,400	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	160,404	2,803,770	SH	DEFINED
UNIVERSAL HLTH SVCS INC	CL B	913903100	422	6,600	SH	DEFINED
UNIVERSAL HLTH SVCS INC	CL B	913903100	3,602	56,400	SH	DEFINED
V F CORP	COM	918204108	41,996	250,350	SH	DEFINED
V F CORP	COM	918204108	21,917	130,650	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	18,827	302,100	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	38,601	619,400	SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	4,206	140,800	SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	4,277	143,200	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	594	13,050	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	1,497	32,900	SH	DEFINED
VANTIV INC	CL A	92210H105	69,100	2,910,720	SH	DEFINED
VANTIV INC	CL A	92210H105	40,159	1,691,600	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	87,984	1,222,000	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	52,081	723,350	SH	DEFINED
VASCULAR SOLUTIONS INC	COM	92231M109	3,943	243,121	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	1,182	50,000	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	55,832	1,015,500	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	88,809	1,615,300	SH	DEFINED
VISA INC	COM CL A	92826C839	94,314	555,310	SH	DEFINED
VISA INC	COM CL A	92826C839	369,673	2,176,597	SH	DEFINED
VISTEON CORP	COM NEW	92839U206	7,184	124,500	SH	DEFINED
VISTEON CORP	COM NEW	92839U206	7,466	129,400	SH	DEFINED
VMWARE INC	CL A COM	928563402	8,202	103,980	SH	DEFINED
VMWARE INC	CL A COM	928563402	35,885	454,928	SH	DEFINED
VOCERA COMMUNICATIONS INC	COM	92857F107	1,417	61,595	SH	DEFINED

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VOCERA COMMUNICATIONS INC	COM	92857F107	14,221	618,290	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	32,026	1,438,717	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	66,624	2,992,980	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	31,154	2,113,567	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	52,614	3,569,454	SH	DEFINED
WABASH NATL CORP	COM	929566107	10,070	991,100	SH	DEFINED
WABASH NATL CORP	COM	929566107	16,115	1,586,140	SH	DEFINED
WABTEC CORP	COM	929740108	27,534	269,651	SH	DEFINED
WABTEC CORP	COM	929740108	70,113	686,645	SH	DEFINED
WAGEWORKS INC	COM	930427109	1,210	48,334	SH	DEFINED
WAGEWORKS INC	COM	930427109	13,106	523,600	SH	DEFINED
WALTER ENERGY INC	COM	93317Q105	2,710	95,100	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	18,215	506,242	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	34,512	959,200	SH	DEFINED
WATSCO INC	COM	942622200	19,969	237,214	SH	DEFINED

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WATSCO INC	COM	942622200	31,929	379,300	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,755	71,800	SH	DEFINED
WELLPOINT INC	COM	94973V107	23,234	350,815	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	324,624	8,775,980	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	76,899	2,078,920	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	1,308	54,200	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	1,333	55,200	SH	DEFINED
WHITEWAVE FOODS CO	COM CL A	966244105	496	29,054	SH	DEFINED
WHITEWAVE FOODS CO	COM CL A	966244105	6,297	368,910	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	8,710	100,400	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	12,986	149,700	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,860	49,650	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	4,651	124,150	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	35,607	691,136	SH	DEFINED
WILLIAMS SONOMA INC	COM	969904101	20,611	400,050	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	11,745	1,477,300	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	18,505	2,327,700	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	1,500	40,500	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	1,524	41,147	SH	DEFINED
WISDOMTREE INVTS INC	COM	97717P104	7,144	686,960	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,382,991	11,049,786	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	454,569	3,631,902	SH	DEFINED
XEROX CORP	COM	984121103	4,710	547,701	SH	DEFINED
XEROX CORP	COM	984121103	22,684	2,637,701	SH	DEFINED
XUEDA ED GROUP	SPONSORED					
	ADR	98418W109	740	238,020	SH	DEFINED
YAHOO INC	COM	984332106	28,324	1,203,750	SH	DEFINED
YAHOO INC	COM	984332106	13,357	567,660	SH	DEFINED
YUM BRANDS INC	COM	988498101	283	3,940	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,332	32,410	SH	DEFINED
ZILLOW INC	CL A	98954A107	37,425	684,559	SH	DEFINED
ZILLOW INC	CL A	98954A107	21,346	390,450	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	49,764	661,578	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	28,798	382,850	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	4,978	199,183	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	9,439	377,700	SH	DEFINED
ZOETIS INC	CL A	98978V103	2,574	77,060	SH	DEFINED
ZOETIS INC	CL A	98978V103	11,490	344,000	SH	DEFINED
ZUMIEZ INC	COM	989817101	13,264	579,224	SH	DEFINED
ZUMIEZ INC	COM	989817101	37,872	1,653,783	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS					
	- A -	G0457F107	1,320	100,000	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	7,026	169,800	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	7,113	171,900	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3,084	40,600	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	501	6,600	SH	DEFINED

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COSAN LTD	SHS A	G25343107	1,002	51,400	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	24,674	363,710	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	113,433	1,672,069	SH	DEFINED
EATON CORP PLC	SHS	G29183103	7,110	116,080	SH	DEFINED
EATON CORP PLC	SHS	G29183103	12,691	207,200	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	6,407	134,000	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	6,507	136,100	SH	DEFINED
ENSCO PLC	SHS CLASS A	G3157S106	1,151	19,175	SH	DEFINED
ENSCO PLC	SHS CLASS A	G3157S106	2,940	49,000	SH	DEFINED
FREESCALE SEMICONDUCTOR LTD	SHS	G3727Q101	4,555	305,900	SH	DEFINED
FREESCALE SEMICONDUCTOR LTD	SHS	G3727Q101	4,640	311,600	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	5,172	457,700	SH	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	20,218	1,911,000	SH	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	30,541	2,886,700	SH	DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	35,127	618,540	SH	DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	19,314	340,100	SH	DEFINED
NORWEGIAN CRUISE LINE HLDGS	SHS	G66721104	30,344	1,023,398	SH	DEFINED
NORWEGIAN CRUISE LINE HLDGS	SHS	G66721104	17,514	590,700	SH	DEFINED
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	4,250	46,200	SH	DEFINED
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	20,716	225,200	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	12,964	348,400	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	23,215	623,900	SH	DEFINED
SINA CORP	ORD	G81477104	9,805	201,800	SH	DEFINED
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	11,398	305,000	SH	DEFINED
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	38,271	1,024,100	SH	DEFINED
ACE LTD	SHS	H0023R105	14,413	162,000	SH	DEFINED
ACE LTD	SHS	H0023R105	46,924	527,411	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	1,672	137,700	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	4,180	344,350	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	5,521	241,600	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	5,587	244,500	SH	DEFINED
PENTAIR LTD	SHS	H6169Q108	129,962	2,463,741	SH	DEFINED
PENTAIR LTD	SHS	H6169Q108	389,248	7,379,118	SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	2,395	46,100	SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	5,983	115,150	SH	DEFINED
ARCELORMITTAL SA LUXEMBOURG	MAND CV NT					
	16	L0302D178	2,520	120,000	PRN	DEFINED
ARCELORMITTAL SA LUXEMBOURG	MAND CV NT					
	16	L0302D178	2,520	120,000	PRN	DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	10,566	884,900	SH	DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	18,347	1,536,621	SH	DEFINED
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3,115	66,300	SH	DEFINED
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4,516	96,100	SH	DEFINED
ASML HOLDING N V	N Y					
					REGISTRY	
	SHS	N07059210	14,477	212,870	SH	DEFINED
ASML HOLDING N V	N Y					
					REGISTRY	
	SHS	N07059210	37,678	554,006	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	15,033	109,000	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	74,621	541,046	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	9,623	152,050	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	48,797	771,000	SH	DEFINED
COPA HOLDINGS SA	CL A	P31076105	22,600	188,951	SH	DEFINED
SEADRILL PARTNERS LLC	COMUNIT					
	REP LB	Y7545W109	2,189	78,900	SH	DEFINED
SEADRILL PARTNERS LLC	COMUNIT					
	REP LB	Y7545W109	4,432	159,700	SH	DEFINED
			46,865,932	1,004,976,975		

