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WADDELL & REED FINANCIAL INC
Form 13F-HR
November 14, 2005

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

FORM 13F

FORM 13F COVER PAGE

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

Check here if Amendment ☐; Amendment No. _____

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-7592

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Persons Signing this Report on Behalf of Reporting Manager:

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

Signature, Place and Date of Signing:

/s/ Wendy J. Hills Overland Park, Kansas November 14, 2005

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

Report Type (check only one):

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

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- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 5
 Form 13F Information Table Entry Total 925
 Form 13F Information Table Value Total \$26,090,441 (\$ thousands)

List of Other Included Managers:

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

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

9/30/2005

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/ INVESTMENT DISCRETION
AFLAC INC	COM	1055102	6,116	135,000 SH	DEFINED
ATI TECHNOLOGIES INC	COM	1941103	10,579	759,200 SH	DEFINED
ATI TECHNOLOGIES INC	COM	1941103	49,712	3,567,450 SH	DEFINED
ABBOTT LABS	COM	2824100	750	17,700 SH	DEFINED
ABBOTT LABS	COM	2824100	19,075	449,872 SH	DEFINED
ABBOTT LABS	COM	2824100	3,918	92,397 SH	DEFINED
ADTRAN INC	COM	00738A106	9,900	314,150 SH	DEFINED
ADTRAN INC	COM	00738A106	24,599	780,550 SH	DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	4,261	110,150 SH	DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	36,657	947,703 SH	DEFINED
ADVANCED NEUROMODULATION SYS	COM	00757T101	5,953	125,450 SH	DEFINED
ADVANCED NEUROMODULATION SYS	COM	00757T101	14,768	311,200 SH	DEFINED
ADVISORY BRD CO	COM	00762W107	7,910	152,011 SH	DEFINED
ADVISORY BRD CO	COM	00762W107	19,372	372,289 SH	DEFINED
ADVANCED MEDICAL OPTICS INC	COM	00763M108	5,237	138,000 SH	DEFINED
ADVANCED MEDICAL OPTICS INC	COM	00763M108	17	444 SH	DEFINED
ADVANCED MEDICAL OPTICS INC	COM	00763M108	54,802	1,444,050 SH	DEFINED

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AETNA INC NEW	COM	00817Y108	4,700	54,560	SH	DEFINED
AETNA INC NEW	COM	00817Y108	53,247	618,150	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	8474108	1,046	70,650	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	8474108	7,642	516,000	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	11,197	203,064	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	11	200	SH	DEFINED
AIR PRODS & CHEMS INC	COM	9158106	148,845	2,699,393	SH	DEFINED
ALBERTO CULVER CO	COM	13068101	4,475	100,000	SH	DEFINED
ALCOA INC	COM	13817101	1,023	41,900	SH	DEFINED
ALCOA INC	COM	13817101	195	8,000	SH	DEFINED
ALCOA INC	COM	13817101	21,756	890,890	SH	DEFINED
ALLEGHANY CORP DEL	COM	17175100	275	900	SH	DEFINED
ALLERGAN INC	COM	18490102	6,223	67,920	SH	DEFINED
ALLERGAN INC	COM	18490102	183	2,000	SH	DEFINED
ALLERGAN INC	COM	18490102	80,967	883,725	SH	DEFINED
ALLIANCE CAP MGMT HLDG L P	UNIT LTD PARTN	01855A101	330	6,900	SH	DEFINED
ALLIANCE CAP MGMT HLDG L P	UNIT LTD PARTN	01855A101	1,714	35,826	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	12,753	325,750	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	137,508	3,512,325	SH	DEFINED
ALLSCTIPTS HEALTHCARE SOLUTI	COM	01988P108	7,114	395,000	SH	DEFINED
ALLSCTIPTS HEALTHCARE SOLUTI	COM	01988P108	58,418	3,243,650	SH	DEFINED
ALLSTATE CORP	COM	20002101	3,276	59,250	SH	DEFINED
ALLSTATE CORP	COM	20002101	38,966	704,758	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	1,509	50,240	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	11,020	366,860	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	8,020	108,800	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	20,123	273,005	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	122,654	1,664,006	SH	DEFINED
AMEGY BANCORPORATION INC	COM	02343R102	718	31,700	SH	DEFINED

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AMEGY BANCORPORATION INC	COM	02343R102	9,484	419,000	SH
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	426	16,200	SH
AMERICAN EXPRESS CO	COM	25816109	6,370	110,900	SH
AMERICAN EXPRESS CO	COM	25816109	3,372	58,705	SH
AMERICAN EXPRESS CO	COM	25816109	72,800	1,267,404	SH
AMERICAN HEALTHWAYS INC	COM	02649V104	51,820	1,223,315	SH
AMERICAN INTL GROUP INC	COM	26874107	886	14,296	SH
AMERICAN INTL GROUP INC	COM	26874107	10,843	175,000	SH
AMERICAN MED SYS HLDGS INC	COM	02744M108	7,248	360,600	SH
AMERICAN MED SYS HLDGS INC	COM	02744M108	17,970	894,020	SH
AMERITRADE HOLDING CORP NEW	COM	03074K100	1,345	62,650	SH
AMERITRADE HOLDING CORP NEW	COM	03074K100	17,138	798,400	SH
AMGEN INC	COM	31162100	40,097	503,418	SH
AMGEN INC	COM	31162100	7,504	94,217	SH
AMGEN INC	COM	31162100	357,289	4,485,737	SH
AMSURG CORP	COM	03232P405	9,669	353,910	SH
AMSURG CORP	COM	03232P405	39,025	1,428,449	SH
ANADARKO PETE CORP	COM	32511107	5,538	57,841	SH
ANADARKO PETE CORP	COM	32511107	10	100	SH
ANADARKO PETE CORP	COM	32511107	34,539	360,717	SH
ANALOG DEVICES INC	COM	32654105	1,205	32,450	SH

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ANALOG DEVICES INC	COM	32654105	22,663	610,200	SH	DEFINED
ANDREW CORP	COM	34425108	5,332	478,000	SH	DEFINED
ANDREW CORP	COM	34425108	13,250	1,187,800	SH	DEFINED
ANGIOTECH PHARMACEUTICALS IN	COM	34918102	7,314	522,650	SH	DEFINED
ANGIOTECH PHARMACEUTICALS IN	COM	34918102	18,186	1,299,450	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	35229103	5,548	128,900	SH	DEFINED
APACHE CORP	COM	37411105	376	5,000	SH	DEFINED
APACHE CORP	COM	37411105	11	150	SH	DEFINED
APACHE CORP	COM	37411105	16,853	224,050	SH	DEFINED
APPLE COMPUTER INC	COM	37833100	7,713	143,850	SH	DEFINED
APPLE COMPUTER INC	COM	37833100	118,259	2,205,700	SH	DEFINED
APPLEBEES INTL INC	COM	37899101	62	3,000	SH	DEFINED
APPLEBEES INTL INC	COM	37899101	4,282	207,000	SH	DEFINED
ARACRUZ CELULOSE S A	SPON ADR PFD B	38496204	954	23,500	SH	DEFINED
ARACRUZ CELULOSE S A	SPON ADR PFD B	38496204	8,895	219,200	SH	DEFINED
ARAMARK CORP	CL B	38521100	1,696	63,500	SH	DEFINED
ARAMARK CORP	CL B	38521100	14,666	549,100	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	3,452	140,000	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	23,439	950,500	SH	DEFINED
ARCHSTONE SMITH TR	COM	39583109	1,297	32,527	SH	DEFINED
ASSURANT INC	COM	04621X108	1,964	51,600	SH	DEFINED
ASSURANT INC	COM	04621X108	16,986	446,300	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	53015103	9,064	210,600	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	53015103	96	2,220	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	53015103	76,920	1,787,186	SH	DEFINED

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AVID TECHNOLOGY INC	COM	05367P100	29,618	714,804	SH
AVID TECHNOLOGY INC	COM	05367P100	105,235	2,539,760	SH
BJ SVCS CO	COM	55482103	813	22,600	SH
BJ SVCS CO	COM	55482103	27,804	772,550	SH
BJ SVCS CO	COM	55482103	20,673	574,420	SH
BP AMOCO P L C	SPONSORED ADR	55622104	4,024	56,800	SH
BP AMOCO P L C	SPONSORED ADR	55622104	3,877	54,725	SH
BP AMOCO P L C	SPONSORED ADR	55622104	41,926	591,751	SH
BRE PROPERTIES INC	CL A	5.56E+109	801	18,000	SH
BAKER HUGHES INC	COM	57224107	28,252	473,396	SH
BAKER HUGHES INC	COM	57224107	116	1,949	SH
BAKER HUGHES INC	COM	57224107	325,035	5,446,303	SH
BANK OF AMERICA CORPORATION	COM	60505104	4,420	104,984	SH
BANK OF AMERICA CORPORATION	COM	60505104	1,149	27,288	SH
BANK OF AMERICA CORPORATION	COM	60505104	52,103	1,237,609	SH
BARD C R INC	COM	67383109	3,199	48,450	SH
BARD C R INC	COM	67383109	40,778	617,575	SH
BARRICK GOLD CORP	COM	67901108	4,941	170,100	SH
BARRICK GOLD CORP	COM	67901108	33,592	1,156,350	SH
BARRETT BILL CORP	COM	06846N104	8,465	229,898	SH
BEAR STEARNS COS INC	COM	73902108	8,231	75,000	SH
BELLSOUTH CORP	COM	79860102	535	20,350	SH
BELLSOUTH CORP	COM	79860102	360	13,700	SH
BELLSOUTH CORP	COM	79860102	2,793	106,204	SH

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BERKSHIRE HATHAWAY INC DEL	CL A	84670108	95,366	1,163	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B	84670207	9,739	3,566	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B	84670207	40,697	14,902	SH	DEFINED
BEST BUY INC	COM	86516101	7,556	173,574	SH	DEFINED
BEST BUY INC	COM	86516101	98,742	2,268,370	SH	DEFINED
BIOMET INC	COM	90613100	1,986	57,225	SH	DEFINED
BIOMET INC	COM	90613100	36,060	1,039,050	SH	DEFINED
BLACKBOARD INC	COM	91935502	39,780	1,589,932	SH	DEFINED
BOEING CO	COM	97023105	17,137	252,200	SH	DEFINED
BOEING CO	COM	97023105	225,836	3,323,560	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	3,351	143,400	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	48,545	2,077,250	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	642	26,700	SH	DEFINED
BROADCOM CORP	CL A	111320107	1,841	39,250	SH	DEFINED
BROADCOM CORP	CL A	111320107	24,107	513,850	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,500	25,200	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	25,608	430,100	SH	DEFINED
BUCYRUS INTL INC NEW	CL A	118759109	1,066	21,750	SH	DEFINED
BUCYRUS INTL INC NEW	CL A	118759109	28,984	591,150	SH	DEFINED
BUFFALO WILD WINGS INC	COM	119848109	485	18,300	SH	DEFINED
BURLINGTON NORTHN SANTA FE CP	COM	12189T104	419	7,000	SH	DEFINED
BURLINGTON NORTHN SANTA FE CP	COM	12189T104	126	2,100	SH	DEFINED

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BURLINGTON NORTHN SANTA FE CP	COM	12189T104	6,757	113,000 SH	DEFINED
BURLINGTON RES INC	COM	122014103	21,078	259,202 SH	DEFINED
BURLINGTON RES INC	COM	122014103	163	2,000 SH	DEFINED
BURLINGTON RES INC	COM	122014103	309,612	3,807,330 SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM	12541W100	1,837	28,650 SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM	12541W100	24,490	382,000 SH	DEFINED
CIT GROUP INC	COM	125581108	21,036	465,600 SH	DEFINED
CIT GROUP INC	COM	125581108	41	900 SH	DEFINED
CSX CORP	COM	126408103	4,648	100,000 SH	DEFINED
CVS CORP	COM	126650100	6,027	207,750 SH	DEFINED
CVS CORP	COM	126650100	29,413	1,013,890 SH	DEFINED
CVS CORP	COM	126650100	80,540	2,776,288 SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	3,496	117,500 SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	324	10,875 SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	56,929	1,913,564 SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	533	11,800 SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	17,168	379,900 SH	DEFINED
CAPITOL FED FINL	COM	14057C106	316	9,250 SH	DEFINED
CAPITOL FED FINL	COM	14057C106	1,647	48,207 SH	DEFINED
CAREMARK RX INC	COM	141705103	2,172	43,500 SH	DEFINED
CAREMARK RX INC	COM	141705103	17,976	360,032 SH	DEFINED
CAREMARK RX INC	COM	141705103	45,711	915,500 SH	DEFINED
CARNIVAL CORP	COM	143658300	8,079	161,644 SH	DEFINED
CARNIVAL CORP	COM	143658300	18,031	360,755 SH	DEFINED
CARNIVAL CORP	COM	143658300	92,467	1,850,084 SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	15,334	260,996 SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	18	300 SH	DEFINED

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CATERPILLAR INC DEL	COM	149123101	166,459	2,833,348	SH	DEFINED
CEMEX S A	SPON ADR 5 ORD	151290889	6,099	116,613	SH	DEFINED
CEMEX S A	SPON ADR 5 ORD	151290889	40,780	779,728	SH	DEFINED
CENDANT CORP	COM	151313103	1,437	69,600	SH	DEFINED
CENDANT CORP	COM	151313103	12,427	602,100	SH	DEFINED
CERNER CORP	COM	156782104	41,822	481,350	SH	DEFINED
CERNER CORP	COM	156782104	307,818	3,542,818	SH	DEFINED
CHECKFREE CORP NEW	COM	162813109	32,950	871,694	SH	DEFINED
CHECKFREE CORP NEW	COM	162813109	157,725	4,172,629	SH	DEFINED
CHEESECAKE FACTORIES INC	COM	163072101	250	8,000	SH	DEFINED
CHEESECAKE FACTORIES INC	COM	163072101	343	11,000	SH	DEFINED
CHEVRONTEXACO CORP	COM	166764100	4,512	69,700	SH	DEFINED
CHEVRONTEXACO CORP	COM	166764100	3,555	54,925	SH	DEFINED
CHEVRONTEXACO CORP	COM	166764100	185,044	2,858,700	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y REGISTRY	SH167250109	9,071	291,758	SH	DEFINED
CHICAGO BRIDGE & IRON CO	N Y REGISTRY	SH167250109	72,914	2,345,240	SH	DEFINED
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	26,017	77,134	SH	DEFINED
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	246,309	730,236	SH	DEFINED
CHINA NETCOM GROUP CORP HK L	SPONSORED ADR	16940Q101	103	3,000	SH	DEFINED

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CHINA NETCOM GROUP CORP HK L	SPONSORED ADR	16940Q101	446	13,000	SH
CHINA MED TECHNOLOGIES INC	SPONSORED ADR	169483104	1,104	50,000	SH
CHUBB CORP	COM	171232101	620	6,928	SH
CHUBB CORP	COM	171232101	14,543	162,400	SH
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	2,129	115,000	SH
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	1,758	95,000	SH
CINERGY CORP	COM	172474108	853	19,210	SH
CISCO SYS INC	COM	17275R102	1,473	82,200	SH
CISCO SYS INC	COM	17275R102	38,944	2,172,600	SH
CITADEL BROADCASTING CORP	COM	17285T106	206	15,000	SH
CINTAS CORP	COM	172908105	1,513	36,850	SH
CINTAS CORP	COM	172908105	35,238	858,300	SH
CITIGROUP INC	COM	172967101	3,403	74,760	SH
CITIGROUP INC	COM	172967101	18,074	397,053	SH
CITIGROUP INC	COM	172967101	69,466	1,526,056	SH
CITY NATIONAL CORP	COM	178566105	7,917	112,950	SH
CITY NATIONAL CORP	COM	178566105	38,437	548,400	SH
COCA COLA CO	COM	191216100	1,453	33,651	SH
COCA COLA ENTERPRISES INC	COM	191219104	1,267	64,950	SH
COCA COLA ENTERPRISES INC	COM	191219104	15,754	807,900	SH
COGENT INC	COM	19239Y108	8,035	338,400	SH
COGENT INC	COM	19239Y108	39,794	1,675,900	SH
COGNEX CORP	COM	192422103	12,523	415,900	SH
COGNEX CORP	COM	192422103	31,206	1,036,400	SH
COLGATE PALMOLIVE CO	COM	194162103	6,103	115,618	SH
COLGATE PALMOLIVE CO	COM	194162103	33,760	639,519	SH
COLGATE PALMOLIVE CO	COM	194162103	131,913	2,498,824	SH
COMCAST CORP NEW	CL A	20030N101	293	10,000	SH
COMCAST CORP NEW	CL A SPL	20030N200	2,012	69,800	SH
COMCAST CORP NEW	CL A SPL	20030N200	26,842	931,200	SH

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COMMUNITY HEALTH SYS INC NEW	COM	203668108	18,562	478,281	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	31	800	SH	DEFINED
COMPANIA VALE DO RIO DOCE	SPONSORED ADR	204412209	7,575	172,700	SH	DEFINED
COMPANIA VALE DO RIO DOCE	SPONSORED ADR	204412209	53,998	1,231,150	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	282	11,400	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	2,146	30,700	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	1,188	17,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	88,436	1,265,000	SH	DEFINED
COOPER CAMERON CORP	COM	216640102	8,872	120,000	SH	DEFINED
COOPER CAMERON CORP	COM	216640102	11	150	SH	DEFINED
COOPER CAMERON CORP	COM	216640102	21,846	295,500	SH	DEFINED
CORNING INC	DBCV 11/0	219350AJ4	27	33,000	RN	DEFINED
CORPORATE EXECUTIVE BRD CO	COM	21988R102	51,595	661,811	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	15,153	324,900	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	44,926	963,250	SH	DEFINED
COUNTRYWIDE CR INDS INC DEL	COM	222372104	1,032	31,300	SH	DEFINED

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COX RADIO INC	CL A	224051102	740	48,700	SH
COX RADIO INC	CL A	224051102	9,170	603,300	SH
CREE INC	COM	225447101	6,090	243,300	SH
CREE INC	COM	225447101	42,901	1,713,983	SH
CULLEN FROST BANKERS INC	COM	229899109	2,721	55,156	SH
CYBERONICS INC	COM	23251P102	5,574	186,750	SH
DAVITA INC	COM	23918K108	2,124	46,100	SH
DAVITA INC	COM	23918K108	42,817	929,400	SH
DEERE & CO	COM	244199105	6,411	104,750	SH
DEERE & CO	COM	244199105	187	3,050	SH
DEERE & CO	COM	244199105	70,298	1,148,653	SH
DELL INC	COM	24702R101	12,326	360,476	SH
DELL INC	COM	24702R101	17,744	518,895	SH
DELL INC	COM	24702R101	172,360	5,040,495	SH
DELTA PETE CORP	COM NEW	247907207	2,121	102,100	SH
DENDRITE INTL INC	COM	248239105	42,197	2,105,101	SH
DENTSPLY INTL INC NEW	COM	249030107	4,030	74,600	SH
DENTSPLY INTL INC NEW	COM	249030107	45,046	833,948	SH
DEVON ENERGY CORP NEW	COM	25179M103	2,986	43,500	SH
DEVON ENERGY CORP NEW	COM	25179M103	2,191	31,919	SH
DEVON ENERGY CORP NEW	COM	25179M103	25,500	371,500	SH
DIAGEO P L C	SPON ADR NEW	25243Q205	2,010	34,650	SH
DIAGEO P L C	SPON ADR NEW	25243Q205	14,197	244,738	SH
DIGENE CORP	COM	253752109	7,770	272,950	SH
DIGENE CORP	COM	253752109	19,339	679,400	SH
DIGITAS INC	COM	25388K104	10,561	931,300	SH
DIGITAS INC	COM	25388K104	26,179	2,308,550	SH
DISNEY WALT CO	COM DISNEY	254687106	82	3,400	SH
DISNEY WALT CO	COM DISNEY	254687106	21,717	900,000	SH
DOLLAR FINL CORP	COM	256664103	449	37,500	SH
DOLLAR GEN CORP	COM	256669102	1,032	56,250	SH
DOLLAR GEN CORP	COM	256669102	8,917	486,200	SH
DOMINION RES INC VA NEW	COM	25746U109	7,160	83,122	SH

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DOMINION RES INC VA NEW	COM	25746U109	30,730	356,740	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	97,414	1,130,882	SH	DEFINED
DOW CHEM CO	COM	260543103	404	9,700	SH	DEFINED
DOW CHEM CO	COM	260543103	2,110	50,646	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	134	5,450	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	4,225	171,550	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	1,197	30,550	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	415	10,600	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	18,787	479,624	SH	DEFINED
E M C CORP MASS	COM	268648102	4,727	365,300	SH	DEFINED
E M C CORP MASS	COM	268648102	22,566	1,743,872	SH	DEFINED
E M C CORP MASS	COM	268648102	66,240	5,119,029	SH	DEFINED
ENSCO INTL INC	COM	26874Q100	373	8,000	SH	DEFINED

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
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ENSCO INTL INC	COM	26874Q100	13,260	284,600 SH	DEFINED
EPIQ SYS INC	COM	26882D109	19,710	902,902 SH	DEFINED
EBAY INC	COM	278642103	7,545	183,146 SH	DEFINED
EBAY INC	COM	278642103	101,768	2,470,404 SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	2,333	41,000 SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	39,332	691,300 SH	DEFINED
ELITE PHARMACEUTICALS INC	CL A NEW	28659T200	90	30,350 SH	DEFINED
ELONG INC	SPONSORED ADR	290138205	497	39,950 SH	DEFINED
EMERSON ELEC CO	COM	291011104	388	5,400 SH	DEFINED
EMERSON ELEC CO	COM	291011104	416	5,800 SH	DEFINED
EMERSON ELEC CO	COM	291011104	14,576	203,009 SH	DEFINED
ENCANA CORP	COM	292505104	11,860	203,400 SH	DEFINED
ENBRIDGE INC	COM	29250N105	1,984	62,150 SH	DEFINED
ENBRIDGE INC	COM	29250N105	14,837	464,816 SH	DEFINED
ENCORE MED CORP	COM	2.93E+113	293	62,500 SH	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	2,875	244,200 SH	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	118	10,000 SH	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COM	29256X107	7,152	607,400 SH	DEFINED
ENDEAVOUR INTL CORP	COM	29259G101	500	100,000 SH	DEFINED
EPICOR SOFTWARE CORP	COM	29426L108	6,271	483,700 SH	DEFINED
EPICOR SOFTWARE CORP	COM	29426L108	15,603	1,203,500 SH	DEFINED
EQUITABLE RES INC	COM	294549100	39,060	1,000,000 SH	DEFINED
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	900	20,000 SH	DEFINED
ERICSSON LM TEL CO	ADR B SEK 10	294821608	13,987	379,680 SH	DEFINED
ERICSSON LM TEL CO	ADR B SEK 10	294821608	29	800 SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	5,871	198,700 SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	61,408	2,078,450 SH	DEFINED
EXELON CORP	COM	30161N101	1,641	30,700 SH	DEFINED
EXELON CORP	COM	30161N101	24,705	462,302 SH	DEFINED
EXELON CORP	COM	30161N101	41,670	779,750 SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	6,387	112,500 SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	71,568	1,260,563 SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	27,364	430,653 SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	52,688	829,214 SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	369,857	5,820,856 SH	DEFINED
FLIR SYS INC	COM	302445101	11,326	383,100 SH	DEFINED

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FLIR SYS INC	COM	302445101	27,732	938,000	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	24,204	686,825	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	94,189	2,672,786	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	5,055	254,400	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	60,126	3,025,950	SH	DEFINED
FASTENAL CO	COM	311900104	2,531	41,450	SH	DEFINED
FASTENAL CO	COM	311900104	34,249	561,000	SH	DEFINED
FEDERAL HOME LN MTG CORP	COM	313400301	3,342	59,200	SH	DEFINED
FEDERAL HOME LN MTG CORP	COM	313400301	45,704	809,500	SH	DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	2,922	65,200	SH	DEFINED

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FEDERAL NATL MTG ASSN	COM	313586109	45,053	1,005,200	SH DEFINED
FEDERATED DEPT STORES INC DE	COM	31410H101	407	6,081	SH DEFINED
FEDERATED DEPT STORES INC DE	COM	31410H101	2,119	31,683	SH DEFINED
FINANCIAL FED CORP	COM	317492106	8,895	223,500	SH DEFINED
FINANCIAL FED CORP	COM	317492106	57,158	1,436,137	SH DEFINED
FLUOR CORP NEW	COM	343412102	7,205	111,914	SH DEFINED
FLUOR CORP NEW	COM	343412102	10,050	156,110	SH DEFINED
FLUOR CORP NEW	COM	343412102	84,393	1,310,853	SH DEFINED
FOREST LABS INC	CL A	345838106	929	23,850	SH DEFINED
FOREST OIL CORP	COM PAR \$0.01	346091705	396	7,600	SH DEFINED
FOREST OIL CORP	COM PAR \$0.01	346091705	6,377	122,400	SH DEFINED
FORMFACTOR INC	COM	346375108	7,386	324,100	SH DEFINED
FORMFACTOR INC	COM	346375108	19,473	854,450	SH DEFINED
FOSSIL INC	COM	349882100	24,984	1,376,128	SH DEFINED
FOUNDATION COAL HLDGS INC	COM	35039W100	1,065	27,700	SH DEFINED
FOUNDATION COAL HLDGS INC	COM	35039W100	15,311	398,200	SH DEFINED
FOXHOLLOW TECHNOLOGIES INC	COM	35166A103	10,187	214,100	SH DEFINED
FOXHOLLOW TECHNOLOGIES INC	COM	35166A103	25,370	533,201	SH DEFINED
FRANKLIN RES INC	COM	354613101	16,204	193,000	SH DEFINED
FRANKLIN RES INC	COM	354613101	117,819	1,403,280	SH DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	CL B	35671D857	2,863	58,914	SH DEFINED
FREEMPORT-MCMORAN COPPER & GOLD	CL B	35671D857	30,346	624,527	SH DEFINED
GANNETT INC	COM	364730101	668	9,700	SH DEFINED
GANNETT INC	COM	364730101	5,768	83,800	SH DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	18,402	386,200	SH DEFINED
GEN-PROBE INC NEW	COM	36866T103	1,196	24,200	SH DEFINED
GEN-PROBE INC NEW	COM	36866T103	14,204	287,450	SH DEFINED
GENENTECH INC	COM NEW	368710406	36,557	434,119	SH DEFINED
GENENTECH INC	COM NEW	368710406	269,691	3,202,603	SH DEFINED
GENERAL CABLE CORP DEL NEW	COM	369300108	5,809	345,800	SH DEFINED
GENERAL CABLE CORP DEL NEW	COM	369300108	14,445	859,800	SH DEFINED
GENERAL DYNAMICS CORP	COM	369550108	29,385	245,800	SH DEFINED
GENERAL DYNAMICS CORP	COM	369550108	288,634	2,414,333	SH DEFINED
GENERAL ELEC CO	COM	369604103	53,415	1,586,429	SH DEFINED
GENERAL ELEC CO	COM	369604103	47,167	1,400,857	SH DEFINED
GENERAL ELEC CO	COM	369604103	483,749	14,367,370	SH DEFINED
GENTEX CORP	COM	371901109	41,226	2,369,310	SH DEFINED
GENUINE PARTS CO	COM	372460105	716	16,700	SH DEFINED
GENUINE PARTS CO	COM	372460105	26	600	SH DEFINED

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GENUINE PARTS CO	COM	372460105	3,741	87,195	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	4,836	150,000	SH	DEFINED
GENZYME CORP	COM GENL DIV	372917104	8,507	118,800	SH	DEFINED
GENZYME CORP	COM GENL DIV	372917104	88,979	1,242,550	SH	DEFINED
GETTY IMAGES INC	COM	374276103	7,627	88,644	SH	DEFINED
GETTY IMAGES INC	COM	374276103	95,693	1,112,194	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	22,055	452,785	SH	DEFINED

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GILEAD SCIENCES INC	COM	375558103	293,014	6,015,489	SH DEFINED
GILLETTE CO	COM	375766102	24,681	424,080	SH DEFINED
GILLETTE CO	COM	375766102	47	800	SH DEFINED
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	132	2,578	SH DEFINED
GLOBAL PAYMENTS INC	COM	37940X102	1,955	25,150	SH DEFINED
GLOBAL PAYMENTS INC	COM	37940X102	20,215	260,100	SH DEFINED
GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	204	6,300	SH DEFINED
GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	3,034	93,500	SH DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	41,895	344,585	SH DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	12	100	SH DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	323,054	2,657,134	SH DEFINED
GOODRICH CORP	COM	382388106	1,559	35,150	SH DEFINED
GOODRICH CORP	COM	382388106	26,117	589,024	SH DEFINED
GOOGLE INC	CL A	38259P508	45,242	143,115	SH DEFINED
GOOGLE INC	CL A	38259P508	340,841	1,078,202	SH DEFINED
GRUPO TELEVIS SA DE CV	SP ADR REP ORD	40049J206	6,320	88,130	SH DEFINED
GUIDANT CORP	COM	401698105	3,486	50,600	SH DEFINED
GUIDANT CORP	COM	401698105	53,452	775,900	SH DEFINED
GUITAR CTR MGMT INC	COM	402040109	7,044	127,600	SH DEFINED
GUITAR CTR MGMT INC	COM	402040109	17,472	316,500	SH DEFINED
HCA-HEALTHCARE CO	COM	404119109	75	1,575	SH DEFINED
HCA-HEALTHCARE CO	COM	404119109	7,448	155,417	SH DEFINED
HALLIBURTON CO	COM	406216101	26,720	389,965	SH DEFINED
HALLIBURTON CO	COM	406216101	48	700	SH DEFINED
HARLEY DAVIDSON INC	COM	412822108	807	16,650	SH DEFINED
HARLEY DAVIDSON INC	COM	412822108	10,172	210,000	SH DEFINED
HARMAN INTL INDS INC	COM	413086109	7,874	76,992	SH DEFINED
HARMAN INTL INDS INC	COM	413086109	80,129	783,508	SH DEFINED
HARRAHS ENTMT INC	COM	413619107	942	14,450	SH DEFINED
HARRAHS ENTMT INC	COM	413619107	4,916	75,412	SH DEFINED
HARTFOLD FINL SVCS GROUP INC	COM	416515104	131	1,700	SH DEFINED
HARTFOLD FINL SVCS GROUP INC	COM	416515104	15,434	200,000	SH DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,497	63,800	SH DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	24,861	1,059,250	SH DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	18,307	780,000	SH DEFINED
HEADWATERS INC	COM	42210P102	15,707	419,976	SH DEFINED
HEADWATERS INC	COM	42210P102	89,905	2,403,874	SH DEFINED
HEALTH NET INC	COM	42222G108	379	8,000	SH DEFINED
HEALTH NET INC	COM	42222G108	18,848	398,300	SH DEFINED
HERSHEY FOODS CORP	COM	427866108	1,073	19,050	SH DEFINED
HERSHEY FOODS CORP	COM	427866108	13,948	247,700	SH DEFINED
HILTON HOTELS CORP	COM	432848109	179	8,000	SH DEFINED

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HILTON HOTELS CORP	COM	432848109	19,081	854,900	SH	DEFINED
HOLOGIC INC	COM	436440101	10,789	186,800	SH	DEFINED
HOLOGIC INC	COM	436440101	26,882	465,450	SH	DEFINED
HOME DEPOT INC	COM	437076102	20,896	547,870	SH	DEFINED

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HOME DEPOT INC	COM	437076102	10	250	SH
HOME DEPOT INC	COM	437076102	91,319	2,394,315	SH
HONEYWELL INTL INC	COM	438516106	27,624	736,648	SH
HONEYWELL INTL INC	COM	438516106	53	1,400	SH
HUNT J B TRANS SVCS INC	COM	445658107	49,394	2,598,982	SH
HUNTSMAN CORP	COM	447011107	98	5,000	SH
HUNTSMAN CORP	COM	447011107	7,585	388,000	SH
ICOS CORP	COM	449295104	1,092	39,550	SH
ICOS CORP	COM	449295104	14,132	511,750	SH
ITT EDUCATIONAL SERVICES INC	COM	45068B109	56,333	1,141,502	SH
IDEX CORP	COM	45167R104	2,246	52,775	SH
IDEX CORP	COM	45167R104	27,400	643,950	SH
ILLINOIS TOOL WKS INC	COM	452308109	5,168	62,766	SH
ILLINOIS TOOL WKS INC	COM	452308109	61,682	749,200	SH
IMERGENT INC	COM	45247Q100	1,000	179,500	SH
INCO LTD	COM	453258402	4,759	100,500	SH
INCO LTD	COM	453258402	25,008	528,150	SH
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	334	4,500	SH
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	26,978	363,000	SH
INTEL CORP	COM	458140100	7,510	304,746	SH
INTEL CORP	COM	458140100	39,305	1,594,851	SH
INTEL CORP	COM	458140100	123,062	4,993,390	SH
INTERNATIONAL BUSINESS MACHS	COM	459200101	794	9,900	SH
INTERNATIONAL BUSINESS MACHS	COM	459200101	18,948	236,200	SH
INTL PAPER CO	COM	460146103	11,473	385,000	SH
IOWA TELECOMM SERVICES INC	COM	462594201	1,611	95,800	SH
IOWA TELECOMM SERVICES INC	COM	462594201	12,215	726,195	SH
ISHARES INC	MSCI PAC J IDX	464286665	1,227	11,900	SH
ISHARES INC	MSCI TAIWAN	464286731	2,928	250,000	SH
ISHARES INC	MSCI S KOREA	464286772	395	10,000	SH
ISHARES INC	MSCI MALAYSIA	464286830	1,964	268,250	SH
ISHARES INC	MSCI JAPAN	464286848	6,095	500,000	SH
ISHARES TR	MSCI EAFE IDX	464287465	523	9,000	SH
J P MORGAN CHASE & CO	COM	46625H100	3,944	116,236	SH
J P MORGAN CHASE & CO	COM	46625H100	1,472	43,373	SH
J P MORGAN CHASE & CO	COM	46625H100	31,237	920,641	SH
JACOBS ENGR GROUP INC DEL	COM	469814107	8,732	129,550	SH
JACOBS ENGR GROUP INC DEL	COM	469814107	28,365	420,850	SH
JAMBAT MOBILE INC	COM	47023T100	18,569	885,300	SH
JANUS CAP GROUP INC	COM	47102X105	10,314	713,765	SH
JANUS CAP GROUP INC	COM	47102X105	23	1,600	SH
JOHNSON & JOHNSON	COM	478160104	26,631	420,850	SH
JOHNSON & JOHNSON	COM	478160104	36,680	579,648	SH
JOHNSON & JOHNSON	COM	478160104	286,682	4,530,376	SH
JUNIPER NETWORKS INC	COM	48203R104	1,375	57,800	SH

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JUNIPER NETWORKS INC	COM	48203R104	18,189	764,390 SH	DEFINED
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JUNIPER NETWORKS INC	COM	48203R104	29,392	1,235,225 SH	DEFINED
KFX INC	COM	48245L107	1,272	74,300 SH	DEFINED
KLA-TENCOR CORP	COM	482480100	83	1,700 SH	DEFINED
KLA-TENCOR CORP	COM	482480100	7,201	147,700 SH	DEFINED
KANSAS CITY SOUTHN INDS INC	COM NEW	485170302	10,360	444,450 SH	DEFINED
KANSAS CITY SOUTHN INDS INC	COM NEW	485170302	70,880	3,040,770 SH	DEFINED
KELLOGG CO	COM	487836108	6,772	146,803 SH	DEFINED
KELLOGG CO	COM	487836108	97,888	2,122,000 SH	DEFINED
KINDER MORGAN INC KANS	COM	49455P101	1,269	13,200 SH	DEFINED
KINDER MORGAN INC KANS	COM	49455P101	6,612	68,758 SH	DEFINED
KOHL'S CORP	COM	500255104	6,220	123,950 SH	DEFINED
KOHL'S CORP	COM	500255104	10,572	210,675 SH	DEFINED
KOHL'S CORP	COM	500255104	98,729	1,967,500 SH	DEFINED
KRONOS INC	COM	501052104	9,565	214,600 SH	DEFINED
KRONOS INC	COM	501052104	23,816	534,350 SH	DEFINED
KYPHON INC	COM	501577100	1,576	35,900 SH	DEFINED
KYPHON INC	COM	501577100	42,533	968,750 SH	DEFINED
LKQ CORP	COM	501889208	34,896	1,154,526 SH	DEFINED
L-3 COMMUNICATIONS HDGS INC	COM	502424104	1,649	20,850 SH	DEFINED
L-3 COMMUNICATIONS HDGS INC	COM	502424104	21,147	267,450 SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,182	44,800 SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	29,718	610,100 SH	DEFINED
LAM RESEARCH CORP	COM	512807108	1,531	50,250 SH	DEFINED
LAM RESEARCH CORP	COM	512807108	31,411	1,031,050 SH	DEFINED
LAMAR ADVERTISING CO	CL A	512815101	2,700	59,550 SH	DEFINED
LAMAR ADVERTISING CO	CL A	512815101	34,494	760,700 SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	6,299	191,400 SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	103,999	3,160,096 SH	DEFINED
LASERSCOPE	COM	518081104	1,203	42,700 SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	1,914	54,950 SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	25,283	725,900 SH	DEFINED
LEGG MASON INC	COM	524901105	22,560	205,675 SH	DEFINED
LEGG MASON INC	COM	524901105	195,606	1,783,263 SH	DEFINED
LEHMAN BROS HLDGS INC	COM	524908100	2,539	21,800 SH	DEFINED
LEHMAN BROS HLDGS INC	COM	524908100	13	109 SH	DEFINED
LEHMAN BROS HLDGS INC	COM	524908100	33,663	289,000 SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	830	13,600 SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	7,216	118,200 SH	DEFINED
LILLY ELI & CO	COM	532457108	21,080	393,865 SH	DEFINED
LILLY ELI & CO	COM	532457108	43	800 SH	DEFINED
LINCOLN EDL SVCS CORP	COM	533535100	2,172	178,800 SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	3,646	97,015 SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	32,334	860,301 SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	6,925	113,444 SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	81,576	1,336,436 SH	DEFINED
LONGS DRUG STORES CORP	COM	543162101	701	16,350 SH	DEFINED

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LONGS DRUG STORES CORP	COM	543162101	8,696	202,750 SH	DEFINED
MGI PHARMA INC	COM	552880106	2,773	119,000 SH	DEFINED
MGI PHARMA INC	COM	552880106	16,180	694,400 SH	DEFINED
MACROVISION CORP	COM	555904101	11,088	580,350 SH	DEFINED
MACROVISION CORP	COM	555904101	27,485	1,438,650 SH	DEFINED
MARATHON OIL CORP	COM	565849106	389	5,650 SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,024	29,366 SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	2,217	72,950 SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	25,030	823,629 SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	3,760	59,678 SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	50,630	803,650 SH	DEFINED
MARTEK BIOSCIENCES CORP	COM	572901106	21,389	608,777 SH	DEFINED
MARTEK BIOSCIENCES CORP	COM	572901106	59,640	1,697,463 SH	DEFINED
MASCO CORP	COM	574599106	2,237	72,900 SH	DEFINED
MASCO CORP	COM	574599106	29,928	975,500 SH	DEFINED
MATTSON TECHNOLOGY INC	COM	577223100	1,325	176,600 SH	DEFINED
MATTSON TECHNOLOGY INC	COM	577223100	13,915	1,854,100 SH	DEFINED
MAXIM INTEGRATED PRODS INC	COM	57772K101	9,573	224,490 SH	DEFINED
MAXIM INTEGRATED PRODS INC	COM	57772K101	117,408	2,753,145 SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	1,627	49,850 SH	DEFINED
MCDONALDS CORP	COM	580135101	10,047	300,000 SH	DEFINED
MCMORAN EXPLORATION CO	COM	582411104	397	20,400 SH	DEFINED
MEDIMMUNE INC	COM	584699102	370	11,000 SH	DEFINED
MEDIMMUNE INC	COM	584699102	12,309	366,000 SH	DEFINED
MEDTRONIC INC	COM	585055106	21,183	395,056 SH	DEFINED
MEDTRONIC INC	COM	585055106	27,169	506,689 SH	DEFINED
MEDTRONIC INC	COM	585055106	226,478	4,223,756 SH	DEFINED
MELLON FINL CORP	COM	58551A108	2,052	64,200 SH	DEFINED
MELLON FINL CORP	COM	58551A108	58	1,800 SH	DEFINED
MELLON FINL CORP	COM	58551A108	17,587	550,100 SH	DEFINED
MERCURY INTERACTIVE CORP	COM	589405109	1,047	26,450 SH	DEFINED
MERCURY INTERACTIVE CORP	COM	589405109	13,189	333,150 SH	DEFINED
MEREDITH CORP	COM	589433101	1,569	31,450 SH	DEFINED
MEREDITH CORP	COM	589433101	31,578	632,950 SH	DEFINED
MERRILL LYNCH & CO INC	COM	590188108	1,788	29,150 SH	DEFINED
MERRILL LYNCH & CO INC	COM	590188108	19,963	325,390 SH	DEFINED
MERRILL LYNCH & CO INC	COM	590188108	11,719	191,022 SH	DEFINED
MICROSOFT CORP	COM	594918104	49,307	1,916,704 SH	DEFINED
MICROSOFT CORP	COM	594918104	23,359	908,033 SH	DEFINED
MICROSOFT CORP	COM	594918104	416,839	16,203,660 SH	DEFINED
MICROSTRATEGY INC	CL A NEW	594972408	9,043	128,668 SH	DEFINED
MICROSTRATEGY INC	CL A NEW	594972408	65,441	931,086 SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	20,889	693,740 SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	199,968	6,641,240 SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	5,683	427,300 SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	66,223	4,979,200 SH	DEFINED

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ INVESTMENT DISCRETION
MICROSEMI CORP	COM	595137100	7,818	306,150 SH	DEFINED
MICROSEMI CORP	COM	595137100	23,283	911,800 SH	DEFINED
MOLEX INC	COM	608554101	244	9,150 SH	DEFINED
MOLEX INC	COM	608554101	7,522	282,000 SH	DEFINED
MOLEX INC	CL A	608554200	1,325	51,600 SH	DEFINED
MOLEX INC	CL A	608554200	16,058	625,300 SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	1,101	17,200 SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	9,429	147,300 SH	DEFINED
MONSANTO CO NEW	COM	61166W101	12,952	206,400 SH	DEFINED
MONSANTO CO NEW	COM	61166W101	122,147	1,946,559 SH	DEFINED
MOODYS CORP	COM	615369105	7,882	154,300 SH	DEFINED
MOODYS CORP	COM	615369105	68,043	1,332,090 SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	1,229	22,778 SH	DEFINED
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	10,400	192,810 SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,052	61,200 SH	DEFINED
NBTY INC	COM	628782104	893	38,000 SH	DEFINED
NBTY INC	COM	628782104	7,727	328,800 SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	1,165	27,350 SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	33,291	781,478 SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	813	12,350 SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	211	3,200 SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	4,249	64,573 SH	DEFINED
NATURAL RESOURCE PARTNERS L	COM UNIT L P	63900P103	3,992	64,000 SH	DEFINED
NAUTILUS GROUP INC	COM	63910B102	10,982	497,600 SH	DEFINED
NAUTILUS GROUP INC	COM	63910B102	27,265	1,235,400 SH	DEFINED
NETWORK APPLIANCE INC	COM	64120L104	2,097	88,350 SH	DEFINED
NETWORK APPLIANCE INC	COM	64120L104	28,482	1,200,000 SH	DEFINED
NEUROCRINE BIOSCIENCES INC	COM	64125C109	10,514	213,800 SH	DEFINED
NEUROCRINE BIOSCIENCES INC	COM	64125C109	80,475	1,636,500 SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	631	38,500 SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	25,620	521,800 SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	90,707	1,847,384 SH	DEFINED
NEWMONT MINING CORP	COM	651639106	4,840	102,600 SH	DEFINED
NEWMONT MINING CORP	COM	651639106	32,887	697,200 SH	DEFINED
NEWS CORP	CL A	6.52E+108	1,359	87,200 SH	DEFINED
NEWS CORP	CL A	6.52E+108	106	6,797 SH	DEFINED
NEWS CORP	CL A	6.52E+108	24,211	1,553,000 SH	DEFINED
NEWS CORP	CL B	6.52E+207	9,219	558,700 SH	DEFINED
NIKE INC	CL B	654106103	227	2,780 SH	DEFINED
NISOURCE INC	COM	65473P105	901	37,150 SH	DEFINED
NISOURCE INC	COM	65473P105	12	500 SH	DEFINED
NISOURCE INC	COM	65473P105	6,599	272,116 SH	DEFINED
NOKIA CORP	SPONSORED ADR	654902204	2,844	168,200 SH	DEFINED
NOKIA CORP	SPONSORED ADR	654902204	41,276	2,440,950 SH	DEFINED
NOBLE ENERGY INC	COM	655044105	1,135	24,200 SH	DEFINED
NOBLE ENERGY INC	COM	655044105	34,701	739,900 SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ CALL	INVESTMENT DISCRETION
NORDSTROM INC	COM	655664100	793	23,100	SH	DEFINED
NORDSTROM INC	COM	655664100	9,987	291,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	4,056	100,000	SH	DEFINED
NORTHERN TR CORP	COM	665859104	2,250	44,500	SH	DEFINED
NORTHERN TR CORP	COM	665859104	11,543	228,328	SH	DEFINED
NORTHERN TR CORP	COM	665859104	44,837	886,900	SH	DEFINED
NOVARTIS A G	SPONSORED ADR	66987V109	17,455	342,250	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	125	5,000	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	24,761	987,100	SH	DEFINED
NU SKIN ENTERPRISES INC	CL A	67018T105	9,023	473,650	SH	DEFINED
NU SKIN ENTERPRISES INC	CL A	67018T105	22,416	1,176,700	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	12,035	143,913	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	10,487	125,400	SH	DEFINED
ONEOK INC NEW	COM	682680103	68	2,000	SH	DEFINED
ONEOK INC NEW	COM	682680103	2,766	81,300	SH	DEFINED
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	889	20,000	SH	DEFINED
ORACLE CORP	COM	68389X105	10,694	862,750	SH	DEFINED
ORACLE CORP	COM	68389X105	21,736	1,753,581	SH	DEFINED
ORACLE CORP	COM	68389X105	122,149	9,854,676	SH	DEFINED
ORASURE TECHNOLOGIES INC	COM	68554V108	898	95,100	SH	DEFINED
ORASURE TECHNOLOGIES INC	COM	68554V108	2,230	236,203	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	9,903	351,300	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	70,816	2,512,092	SH	DEFINED
OXFORD INDS INC	COM	691497309	11,810	261,750	SH	DEFINED
OXFORD INDS INC	COM	691497309	29,260	648,500	SH	DEFINED
P F CHANGS CHINA BISTRO INC	COM	69333Y108	8,560	191,000	SH	DEFINED
P F CHANGS CHINA BISTRO INC	COM	69333Y108	48,709	1,086,900	SH	DEFINED
PPL CORP	COM	69351T106	1,924	59,500	SH	DEFINED
PPL CORP	COM	69351T106	388	12,000	SH	DEFINED
PPL CORP	COM	69351T106	24,115	745,900	SH	DEFINED
PRA INTL	COM	69353C101	3,094	102,200	SH	DEFINED
PRA INTL	COM	69353C101	32,319	1,067,700	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	4,972	373,800	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	38,547	2,898,300	SH	DEFINED
PACIFICARE HEALTH SYS DEL	COM	695112102	1,097	13,750	SH	DEFINED
PACIFICARE HEALTH SYS DEL	COM	695112102	44,011	551,650	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	13,883	385,150	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	103,225	2,863,782	SH	DEFINED
PAYCHEX INC	COM	704326107	18,505	499,250	SH	DEFINED
PAYCHEX INC	COM	704326107	186,380	5,028,457	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	3,977	47,150	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	26,908	319,000	SH	DEFINED
PEPSICO INC	COM	713448108	6,798	119,866	SH	DEFINED
PEPSICO INC	COM	713448108	36,768	648,357	SH	DEFINED
PEPSICO INC	COM	713448108	89,099	1,571,130	SH	DEFINED
PFIZER INC	COM	717081103	14,618	585,434	SH	DEFINED

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TITLE OF	CUSIP	FAIR MARKET	SHARES/ PRINCIPAL	SH/ PUT/ CALL	INVESTMENT DISCRETION
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NAME OF ISSUE	CLASS	NUMBER	VALUE	AMOUNT	PRN	CALL	DISCRETION
PFIZER INC	COM	717081103	22,230	890,254	SH		DEFINED
PFIZER INC	COM	717081103	196,038	7,850,945	SH		DEFINED
PHELPS DODGE CORP	COM	717265102	3,404	26,200	SH		DEFINED
PHELPS DODGE CORP	COM	717265102	26,038	200,400	SH		DEFINED
PLACER DOME INC	COM	725906101	1,658	96,700	SH		DEFINED
PLACER DOME INC	COM	725906101	319	18,614	SH		DEFINED
PLACER DOME INC	COM	725906101	12,114	706,350	SH		DEFINED
PLANTRONICS INC NEW	COM	727493108	12,071	391,800	SH		DEFINED
PLANTRONICS INC NEW	COM	727493108	39,021	1,266,500	SH		DEFINED
PLUG POWER INC	COM	72919P103	1,322	194,500	SH		DEFINED
PLUG POWER INC	COM	72919P103	14,002	2,060,650	SH		DEFINED
PORTALPLAYER INC	COM	736187204	4,055	148,200	SH		DEFINED
PORTALPLAYER INC	COM	736187204	42,440	1,550,900	SH		DEFINED
POWER-ONE INC	COM	739308104	125	22,700	SH		DEFINED
PROCTER & GAMBLE CO	COM	742718109	11,948	200,950	SH		DEFINED
PROCTER & GAMBLE CO	COM	742718109	116,888	1,965,828	SH		DEFINED
PROGRESS ENERGY INC	COM	743263105	220	4,918	SH		DEFINED
PROLOGIS TR	SH BEN INT	743410102	616	13,900	SH		DEFINED
PROLOGIS TR	SH BEN INT	743410102	3,652	82,430	SH		DEFINED
PROLOGIS TR	SH BEN INT	743410102	3,209	72,416	SH		DEFINED
PROVIDE COMM INC	COM	74373W103	23,012	946,400	SH		DEFINED
PRUDENTIAL FINL INC	COM	744320102	2,415	35,748	SH		DEFINED
PRUDENTIAL FINL INC	COM	744320102	72,078	1,066,871	SH		DEFINED
QUALCOMM INC	COM	747525103	4,748	106,250	SH		DEFINED
QUALCOMM INC	COM	747525103	31,491	704,730	SH		DEFINED
QUALCOMM INC	COM	747525103	49,788	1,114,191	SH		DEFINED
QUIKSILVER INC	COM	74838C106	9,095	629,400	SH		DEFINED
QUIKSILVER INC	COM	74838C106	22,561	1,561,300	SH		DEFINED
RADIAN GROUP INC	COM	750236101	13,477	253,807	SH		DEFINED
RADIAN GROUP INC	COM	750236101	27	500	SH		DEFINED
RARE HOSPITALITY INTL INC	COM	753820109	1,415	55,000	SH		DEFINED
RED HAT INC	COM	756577102	16,790	792,150	SH		DEFINED
RED HAT INC	COM	756577102	97,768	4,612,800	SH		DEFINED
REFCO INC	COM	75866G109	2,112	74,700	SH		DEFINED
REFCO INC	COM	75866G109	22,492	795,600	SH		DEFINED
RELIANT ENERGY INC	COM	75952B105	3,488	225,931	SH		DEFINED
RENAL CARE GROUP INC	COM	759930100	22,240	470,000	SH		DEFINED
RESEARCH IN MOTION LTD	COM	760975102	13,796	202,050	SH		DEFINED
RESEARCH IN MOTION LTD	COM	760975102	142,273	2,083,675	SH		DEFINED
RESMED INC	COM	761152107	10,912	137,000	SH		DEFINED
RESMED INC	COM	761152107	27,185	341,300	SH		DEFINED
RESOURCES CONNECTION INC	COM	76122Q105	17,278	583,218	SH		DEFINED
RESOURCES CONNECTION INC	COM	76122Q105	42,976	1,450,682	SH		DEFINED
REYNOLDS AMERICAN INC	COM	761713106	830	10,000	SH		DEFINED
REYNOLDS AMERICAN INC	COM	761713106	4,328	52,136	SH		DEFINED
RITE AID CORP	COM	767754104	284	73,200	SH		DEFINED

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RITE AID CORP	COM	767754104	2,428	625,800	SH
ROBERT HALF INTL INC	COM	770323103	10,056	282,560	SH

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ROBERT HALF INTL INC	COM	770323103	88,732	2,493,159	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	14,496	300,000	SH	DEFINED
ROWAN COS INC	COM	779382100	284	8,000	SH	DEFINED
ROWAN COS INC	COM	779382100	997	28,100	SH	DEFINED
ROYAL DUTCH SHELL PLC	SPON ADR B	780259206	84	1,283	SH	DEFINED
ROYAL DUTCH SHELL PLC	SPON ADR B	780259206	696	10,600	SH	DEFINED
RUTHS CHRIS STEAK HSE INC	COM	783332109	980	53,300	SH	DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	4,343	181,200	SH	DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	609	25,400	SH	DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	53,563	2,234,600	SH	DEFINED
SLM CORP	COM	78442P106	57,445	1,070,928	SH	DEFINED
SLM CORP	COM	78442P106	27,784	517,969	SH	DEFINED
SLM CORP	COM	78442P106	460,605	8,586,964	SH	DEFINED
ST JUDE MED INC	COM	790849103	374	8,000	SH	DEFINED
ST JUDE MED INC	COM	790849103	31,403	671,000	SH	DEFINED
ST PAUL TRAVELERS INC	COM	792860108	3,053	68,035	SH	DEFINED
ST PAUL TRAVELERS INC	COM	792860108	1	16	SH	DEFINED
ST PAUL TRAVELERS INC	COM	792860108	46,649	1,039,639	SH	DEFINED
SANDISK CORP	COM	80004C101	1,959	40,600	SH	DEFINED
SANDISK CORP	COM	80004C101	18,869	391,100	SH	DEFINED
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	18,989	438,247	SH	DEFINED
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	192,612	4,445,223	SH	DEFINED
SATYAM COMPUTER SERVICES LTD	ADR	804098101	4,234	140,100	SH	DEFINED
SATYAM COMPUTER SERVICES LTD	ADR	804098101	44,002	1,456,050	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	13,520	317,400	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	74,908	1,758,600	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	274	13,000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	15,514	737,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	36,725	435,238	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	3,482	41,270	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	432,251	5,122,670	SH	DEFINED
SCIENTIFIC GAMES CORP	CL A	80874P109	14,768	476,300	SH	DEFINED
SCIENTIFIC GAMES CORP	CL A	80874P109	48,176	1,553,800	SH	DEFINED
SCOTTS MIRACLE GRO CO	CL A	810186106	2,634	29,953	SH	DEFINED
SCOTTS MIRACLE GRO CO	CL A	810186106	74,735	849,937	SH	DEFINED
SHAW GROUP INC	COM	820280105	9,595	389,100	SH	DEFINED
SHAW GROUP INC	COM	820280105	25,656	1,040,400	SH	DEFINED
SILICON MOTION TECHNOLOGY CO	SPONSORED ADR	82706C108	1,537	101,600	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	882	11,900	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	4,598	62,041	SH	DEFINED
SMITH INTL INC	COM	832110100	42,346	1,271,274	SH	DEFINED
SMITH INTL INC	COM	832110100	266	8,000	SH	DEFINED
SMITH INTL INC	COM	832110100	253,788	7,618,964	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	17,698	364,600	SH	DEFINED

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SMUCKER J M CO	COM NEW	832696405	98,036	2,019,700	SH
SOUTHERN CO	COM	842587107	3,151	88,125	SH
SOUTHERN PERU COPPER CORP	COM	843611104	1,824	32,600	SH
SOUTHERN PERU COPPER CORP	COM	843611104	14,994	267,950	SH
SOUTHWEST AIRLS CO	COM	844741108	418	28,150	SH
SOUTHWEST AIRLS CO	COM	844741108	376	25,329	SH

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SOUTHWEST AIRLS CO	COM	844741108	34,394	2,316,100	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	7,340	100,000	SH	DEFINED
SPRINT NEXTEL CORP	COM FON	852061100	3,978	167,300	SH	DEFINED
SPRINT NEXTEL CORP	COM FON	852061100	29,046	1,221,453	SH	DEFINED
SPRINT NEXTEL CORP	COM FON	852061100	44,926	1,889,225	SH	DEFINED
STAPLES COM INC	COM NEW	852857200	9,904	575,800	SH	DEFINED
STAPLES INC	COM	855030102	4,045	189,732	SH	DEFINED
STAPLES INC	COM	855030102	36,883	1,729,968	SH	DEFINED
STARWOOD HOTELS&RESORTS WRDWD	PAIRED CTF	85590A203	10,968	191,850	SH	DEFINED
STARWOOD HOTELS&RESORTS WRDWD	PAIRED CTF	85590A203	109,855	1,921,550	SH	DEFINED
STATE STR CORP	COM	857477103	6,185	126,426	SH	DEFINED
STATION CASINOS INC	COM	857689103	6,301	94,950	SH	DEFINED
STERICYCLE INC	COM	858912108	2,183	38,200	SH	DEFINED
STERICYCLE INC	COM	858912108	29,356	513,760	SH	DEFINED
STRAYER ED INC	COM	863236105	8,758	93,050	SH	DEFINED
STRAYER ED INC	COM	863236105	21,805	231,661	SH	DEFINED
STRYKER CORP	COM	863667101	12,666	256,250	SH	DEFINED
STRYKER CORP	COM	863667101	297	6,000	SH	DEFINED
STRYKER CORP	COM	863667101	143,528	2,903,663	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810104	480	122,400	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810104	5,963	1,519,300	SH	DEFINED
SUNCOR ENERGY INC	COM	867229106	1,350	22,300	SH	DEFINED
SUNCOR ENERGY INC	COM	867229106	16,104	266,050	SH	DEFINED
SYMANTEC CORP	COM	871503108	6,553	289,400	SH	DEFINED
SYMANTEC CORP	COM	871503108	89,705	3,961,350	SH	DEFINED
SYMBOL TECHNOLOGIES INC	COM	871508107	5,790	598,154	SH	DEFINED
SYMBOL TECHNOLOGIES INC	COM	871508107	60,499	6,249,904	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	2,563	92,450	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	31,750	1,145,400	SH	DEFINED
THQ INC	COM NEW	872443403	6,192	290,425	SH	DEFINED
THQ INC	COM NEW	872443403	15,397	722,175	SH	DEFINED
TXU CORP	COM	873168108	677	6,000	SH	DEFINED
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	6,473	292,950	SH	DEFINED
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	33,186	1,501,959	SH	DEFINED
TARGET CORP	COM	8.76E+110	2,134	41,100	SH	DEFINED
TARGET CORP	COM	8.76E+110	48,001	924,350	SH	DEFINED
TEKELEC	COM	879101103	6,986	334,200	SH	DEFINED
TEKELEC	COM	879101103	17,374	831,100	SH	DEFINED
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403780	212	9,974	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	167	5,000	SH	DEFINED

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TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	27,563	825,000	SH DEFINED
TEXAS INSTRS INC	COM	882508104	5,526	163,000	SH DEFINED
TEXAS INSTRS INC	COM	882508104	77,043	2,272,651	SH DEFINED
TEXAS REGL BANCSHARES INC	CL A VTG	882673106	236	8,200	SH DEFINED
THE9 LTD	ADR	88337K104	375	20,000	SH DEFINED
3M CO	COM	88579Y101	1,067	14,550	SH DEFINED
3M CO	COM	88579Y101	15,582	212,404	SH DEFINED
TIFFANY & CO NEW	COM	886547108	6,960	175,000	SH DEFINED
TIME WARNER INC	COM	887317105	19,805	1,093,594	SH DEFINED
TIME WARNER INC	COM	887317105	5,437	300,200	SH DEFINED

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TOTAL SYS SVCS INC	COM	891906109	766	32,850	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	9,538	409,200	SH	DEFINED
TRACTOR SUPPLY CO	COM	892356106	4,950	108,500	SH	DEFINED
TRACTOR SUPPLY CO	COM	892356106	12,298	269,546	SH	DEFINED
TRIAD HOSPITALS INC	COM	89579K109	8,963	198,000	SH	DEFINED
TRIAD HOSPITALS INC	COM	89579K109	118,383	2,615,050	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	6,413	190,500	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	15,950	473,800	SH	DEFINED
TYCO INTL GROUP S A	DBCV 3.125%1/1	902118BE7	331	250,000	RN	DEFINED
TYCO INTL GROUP S A	DBCV 3.125%1/1	902118BE7	3,640	2,750,000	RN	DEFINED
TYCO INTL LTD NEW	COM	902124106	757	27,175	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	2,098	74,705	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	325	11,590	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	27,451	977,600	SH	DEFINED
ULTRA PETE CORP	COM	903914109	910	16,000	SH	DEFINED
ULTRA PETE CORP	COM	903914109	14,885	261,700	SH	DEFINED
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	9.05E+111	1,657	31,500	SH	DEFINED
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	9.05E+111	11,493	218,500	SH	DEFINED
UNION PAC CORP	COM	907818108	2,072	28,900	SH	DEFINED
UNION PAC CORP	COM	907818108	1,465	20,426	SH	DEFINED
UNION PAC CORP	COM	907818108	16,034	223,625	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	5,556	80,376	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	60,048	868,625	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	4,235	100,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	8,165	157,500	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	120,422	2,322,950	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	54,362	967,300	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	389,071	6,922,978	SH	DEFINED
UNIVISION COMMUNICATIONS INC	CL A	914906102	59	2,230	SH	DEFINED
UNIVISION COMMUNICATIONS INC	CL A	914906102	7,768	292,800	SH	DEFINED
UNUMPROVIDENT CORP	COM	91529Y106	582	28,400	SH	DEFINED
UNUMPROVIDENT CORP	COM	91529Y106	4,984	243,100	SH	DEFINED
UTSTARCOM INC	COM	918076100	694	85,000	SH	DEFINED
VCA ANTECH INC	COM	918194101	6,728	264,050	SH	DEFINED
VCA ANTECH INC	COM	918194101	52,302	2,052,650	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	39,234	1,364,647	SH	DEFINED

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VALOR COMMUNICATIONS GROUP I	COM	920255106	492	36,100	SH
VALOR COMMUNICATIONS GROUP I	COM	920255106	4,115	301,910	SH
VERIFONE HLDGS INC	COM	92342Y109	5,822	289,500	SH
VERIFONE HLDGS INC	COM	92342Y109	60,434	3,005,150	SH
VERISIGN INC	COM	9.23E+106	6,623	310,500	SH
VERIZON COMMUNICATIONS	COM	92343V104	1,089	33,300	SH
VERIZON COMMUNICATIONS	COM	92343V104	518	15,836	SH
VERIZON COMMUNICATIONS	COM	92343V104	9,441	288,800	SH
VERTRUE INC	COM	92534N101	14,995	414,112	SH
VIACOM INC	CL B	925524308	1,852	56,100	SH
VIACOM INC	CL B	925524308	7	200	SH
VIACOM INC	CL B	925524308	15,478	468,900	SH
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	10,687	411,527	SH

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VODAFONE GROUP PLC NEW	SPONSORED	ADR	92857W100	17,561	676,195	SH	DEFINED
VODAFONE GROUP PLC NEW	SPONSORED	ADR	92857W100	127,693	4,916,939	SH	DEFINED
VOLTERRA SEMICONDUCTOR CORP	COM		928708106	2,412	196,400	SH	DEFINED
VOLTERRA SEMICONDUCTOR CORP	COM		928708106	31,036	2,527,327	SH	DEFINED
WMS INDS INC	COM		929297109	10,561	375,450	SH	DEFINED
WMS INDS INC	COM		929297109	26,196	931,250	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM		929903102	842	17,700	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM		929903102	15,543	326,600	SH	DEFINED
WAL MART STORES INC	COM		931142103	219	5,000	SH	DEFINED
WAL MART STORES INC	COM		931142103	14,061	320,885	SH	DEFINED
WAL MART STORES INC	COM		931142103	16,549	377,650	SH	DEFINED
WALGREEN CO	COM		931422109	42,793	984,888	SH	DEFINED
WALGREEN CO	COM		931422109	306,431	7,052,503	SH	DEFINED
WASTE MGMT INC DEL	COM		94106L109	1,519	53,100	SH	DEFINED
WASTE MGMT INC DEL	COM		94106L109	13,126	458,800	SH	DEFINED
WEBSIDESTORY INC	COM		947685103	1,701	96,100	SH	DEFINED
WEBSIDESTORY INC	COM		947685103	4,223	238,500	SH	DEFINED
WEIGHT WATCHERS INTL INC NEW	COM		948626106	5,277	102,300	SH	DEFINED
WEIGHT WATCHERS INTL INC NEW	COM		948626106	32,749	634,914	SH	DEFINED
WELLCARE HEALTH PLANS INC	COM		94946T106	19,681	531,200	SH	DEFINED
WELLCARE HEALTH PLANS INC	COM		94946T106	135,974	3,670,000	SH	DEFINED
WELLPOINT INC	COM		94973V107	10,092	133,100	SH	DEFINED
WELLPOINT INC	COM		94973V107	161,614	2,131,550	SH	DEFINED
WELLS FARGO & CO NEW	COM		949746101	1,136	19,400	SH	DEFINED
WELLS FARGO & CO NEW	COM		949746101	1,857	31,705	SH	DEFINED
WELLS FARGO & CO NEW	COM		949746101	16,792	286,700	SH	DEFINED
WESTERN GAS RES INC	COM		958259103	11,934	232,950	SH	DEFINED
WESTERN GAS RES INC	COM		958259103	29,680	579,350	SH	DEFINED
WHITNEY HLDG CORP	COM		966612103	844	31,218	SH	DEFINED
WILLIAMS COS INC DEL	COM		969457100	240	9,600	SH	DEFINED
WILLIAMS COS INC DEL	COM		969457100	4,143	165,400	SH	DEFINED
WORLDSPACE INC	CL A		981579105	2,412	169,700	SH	DEFINED
WORLDSPACE INC	CL A		981579105	25,237	1,775,400	SH	DEFINED

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WRIGLEY WM JR CO	COM	982526105	1,157	16,100	SH
WYETH	COM	983024100	4,891	105,697	SH
WYETH	COM	983024100	4,756	102,785	SH
WYETH	COM	983024100	61,801	1,335,650	SH
XM SATELLITE RADIO HLDGS INC	CL A	983759101	7,121	198,340	SH
XM SATELLITE RADIO HLDGS INC	CL A	983759101	63,404	1,765,874	SH
XTO ENERGY CORP	COM	98385X106	1,286	28,366	SH
XTO ENERGY CORP	COM	98385X106	604	13,333	SH
XTO ENERGY CORP	COM	98385X106	16,394	361,733	SH
XILINX INC	COM	983919101	1	50	SH
XILINX INC	COM	983919101	8,302	298,150	SH
XEROX CORP	COM	984121103	273	20,000	SH
YAHOO INC	COM	984332106	8,236	243,200	SH
YAHOO INC	COM	984332106	98,256	2,901,413	SH
YUM BRANDS INC	COM	988498101	97	2,000	SH
YUM BRANDS INC	COM	988498101	24,205	500,000	SH
ZEBRA TECHNOLOGIES CORP	CL A	989207105	9,158	234,550	SH

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ZEBRA TECHNOLOGIES CORP	CL A	989207105	22,775	583,300	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	7,324	106,310	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	59	860	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	101,592	1,474,695	SH	DEFINED
ZUMIEZ INC	COM	989817101	6,479	198,450	SH	DEFINED
TELVENT GIT SA	SHS	E90215109	1,350	123,200	SH	DEFINED
TELVENT GIT SA	SHS	E90215109	14,287	1,303,600	SH	DEFINED
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1,283	45,000	SH	DEFINED
AXIS CAPITAL HOLDINGS	SHS	G0692U109	15,183	532,550	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,515	47,800	SH	DEFINED
BUNGE LIMITED	COM	G16962105	18,496	351,500	SH	DEFINED
GLOBALSANTAFE CORP	SHS	G3930E101	365	8,000	SH	DEFINED
GLOBALSANTAFE CORP	SHS	G3930E101	9,165	200,900	SH	DEFINED
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	13,224	345,900	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	7,354	102,381	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	102,685	1,429,550	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	318	11,200	SH	DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	4,002	140,800	SH	DEFINED
PRIMUS GUARANTY LTD	SHS	G72457107	3,155	290,000	SH	DEFINED
UTI WORLDWIDE INC	ORD	G87210103	15,502	200,000	SH	DEFINED
TRANSOCEAN INC	ORD	G90078109	6,894	112,450	SH	DEFINED
TRANSOCEAN INC	ORD	G90078109	91,556	1,493,332	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	11,477	167,150	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	21,796	317,455	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	130,802	1,905,062	SH	DEFINED
ALCON INC	COM SHS	H01301102	17,204	134,530	SH	DEFINED
ALCON INC	COM SHS	H01301102	157,324	1,230,250	SH	DEFINED
CHECK POINT SOFTWARE TECH LTD	ORD	M22465104	11,108	457,500	SH	DEFINED
ASM LITHOGRAPHY HLDG N V	N Y SHS	N07059111	2,406	145,800	SH	DEFINED

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ASM LITHOGRAPHY HLDG N V	N Y SHS	N07059111	25,170	1,525,000	SH
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	216	5,000	SH
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	19,094	442,000	SH
QUINTANA MARITIME LTD	SHS	Y7169G109	1,514	134,000	SH
			-----	-----	
			26,090,441	639,958,367	

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