



# Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

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: 2  
-----

Form 13F Information Table Entry Total: 1,008  
-----

Form 13F Information Table Value Total: \$5,929,180  
-----  
(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.

GOLDMAN SACHS PRIME BROKERAGE  
MELLON FINANCIAL CORPORATION

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F - SOLE INSTR V. NONE AUTHORITY  
JUNE 30, 2004

## FORM 13F INFORMATION TABLE

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	I		
					INV. DISCRETION			
					(A)	(B)	(C)	MA
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	OTHER	IN
ACE LTD	ORD	G0070K103	1,480	35,005	X			
ACCENTURE LTD BERMUDA	CL A	G1150G111	594	21,600	X			
COOPER INDS LTD	CL A	G24182100	3,910	65,807	X			
EVEREST RE GROUP LTD	COM	G3223R108	209	2,600	X			
GLOBALSANTAFE CORP	SHS	G3930E101	209	7,900	X			
INGERSOLL-RAND COMPANYLTD	CL A	G4776G101	4,864	71,201	X			
IPC HLDGS LTD	ORD	G4933P101	510	13,800	X			
MARVELL TECHNOLOGY								

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

GROUP LTD	ORD	G5876H105	665	24,900	X
NABORS INDUSTRIES LTD	SHS	G6359F103	1,019	22,541	X
NOBLE CORPORATION	SHS	G65422100	441	11,628	X
SCOTTISH RE GROUP LTD	ORD	G7885T104	316	13,600	X
TRANSOCEAN INC	ORD	G90078109	1,812	62,626	X
WEATHERFORD INTERNATIONAL LT	COM	G95089101	306	6,808	X
WHITE MTNS INS GROUP LTD	COM	G9618E107	612	1,200	X
XL CAP LTD	CL A	G98255105	912	12,082	X
ALCON INC	COM SHS	H01301102	2,171	27,600	X
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	1,354	31,200	X
A D C TELECOMMUNICATIONS	COM	000886101	576	202,741	X
AFLAC INC	COM	001055102	9,400	230,336	X
AES CORP	COM	00130H105	2,250	226,546	X
AMR CORP	COM	001765106	252	20,833	X
AT&T CORP	COM NEW	001957505	3,204	218,992	X
AT&T WIRELESS SVCS INC	COM	00209A106	13,328	930,758	X
ABBOTT LABS	COM	002824100	35,869	879,998	X
ABERCROMBIE & FITCH CO	CL A	002896207	1,918	49,494	X
ACCREDO HEALTH INC	COM	00437V104	419	10,761	X
ACTIVISION INC NEW	COM NEW	004930202	1,269	79,826	X
ACXIOM CORP	COM	005125109	1,012	40,748	X
ADOBE SYS INC	COM	00724F101	7,218	155,225	X
ADTRAN INC	COM	00738A106	445	13,327	X
ADVANCE AUTO PARTS INC	COM	00751Y106	2,171	49,141	X
AEROPOSTALE	COM	007865108	1,017	37,800	X
ADVANCED MICRO DEVICES INC	COM	007903107	2,443	153,636	X
AETNA INC NEW	COM	00817Y108	5,909	69,520	X
AFFILIATED COMPUTER SERVICES	CL A	008190100	4,286	80,956	X
AFFYMETRIX INC	COM	00826T108	414	12,664	X
AGERE SYS INC	CL B	00845V209	775	360,259	X
AGILENT TECHNOLOGIES INC	COM	00846U101	4,351	148,614	X
AIR PRODS & CHEMS INC	COM	009158106	4,857	92,610	X
AKAMAI TECHNOLOGIES INC	COM	00971T101	401	22,365	X
ALBERTO CULVER CO	COM	013068101	6,225	124,144	X
ALBERTSONS INC	COM	013104104	3,081	116,082	X
ALCOA INC	COM	013817101	13,054	395,207	X
ALLEGHANY CORP DEL	COM	017175100	5,932	20,670	X
ALLEGHENY ENERGY INC	COM	017361106	340	22,097	X
ALLERGAN INC	COM	018490102	8,279	92,486	X
ALLETE INC	COM	018522102	1,542	46,302	X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1,449	34,285	X
ALLIANT ENERGY CORP	COM	018802108	1,302	49,937	X
ALLIANT TECHSYSTEMS INC	COM	018804104	1,905	30,072	X
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	874	66,347	X
ALLSTATE CORP	COM	020002101	18,980	407,738	X
ALLTEL CORP	COM	020039103	10,101	199,541	X
ALTERA CORP	COM	021441100	3,433	154,921	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

1

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
ALTRIA GROUP INC	COM	02209S103	50,527	1,009,531	X		
AMAZON COM INC	COM	023135106	7,176	131,920	X		
AMBAC FINL GROUP INC	COM	023139108	5,521	75,183	X		
AMERADA HESS CORP	COM	023551104	5,654	71,400	X		
AMEREN CORP	COM	023608102	1,604	37,335	X		
AMERICAN CAPITAL STRATEGIES	COM	024937104	215	7,681	X		
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	383	13,252	X		
AMERICAN ELEC PWR INC	COM	025537101	5,015	156,734	X		
AMERICAN EXPRESS CO	COM	025816109	35,181	684,724	X		
AMERICAN INTL GROUP INC	COM	026874107	89,351	1,253,526	X		
AMERICAN PHARMACEUTICALS PTN	COM	02886P109	521	17,158	X		
AMERICAN PHYSICIANS CAPITAL	COM	028884104	419	18,090	X		
AMERICAN PWR CONVERSION CORP	COM	029066107	1,580	80,410	X		
AMERICAN STD COS INC DEL	COM	029712106	5,847	145,042	X		
AMERICAN TOWER CORP	CL A	029912201	744	48,959	X		
AMERISOURCEBERGEN CORP	COM	03073E105	2,393	40,030	X		
AMERITRADE HLDG CORP NEW	COM	03074K100	675	59,444	X		
AMETEK INC NEW	COM	031100100	3,277	106,042	X		
AMGEN INC	COM	031162100	40,392	740,180	X		
AMKOR TECHNOLOGY INC	COM	031652100	166	20,280	X		
AMPHENOL CORP NEW	CL A	032095101	1,634	49,026	X		
AMSOUTH BANCORPORATION	COM	032165102	1,347	52,873	X		
AMYLIN PHARMACEUTICALS INC	COM	032346108	449	19,686	X		
ANADARKO PETE CORP	COM	032511107	5,513	94,073	X		
ANALOG DEVICES INC	COM	032654105	15,153	321,849	X		
ANDREW CORP	COM	034425108	1,682	84,058	X		
ANDRX CORP DEL	ANDRX GROUP	034553107	509	18,233	X		
ANHEUSER BUSCH COS INC	COM	035229103	23,067	427,162	X		
ANN TAYLOR STORES CORP	COM	036115103	884	30,518	X		
ANSYS INC	COM	03662Q105	592	12,600	X		
ANTHEM INC	COM	03674B104	7,137	79,695	X		
AON CORP	COM	037389103	1,293	45,432	X		
APACHE CORP	COM	037411105	4,976	114,263	X		
APARTMENT INVNT & MGMT CO	CL A	03748R101	424	13,627	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

APOGENT TECHNOLOGIES INC	COM	03760A101	539	16,830	X
APOLLO GROUP INC	CL A	037604105	10,213	115,671	X
APOLLO GROUP INC	COM UNV PHOENX	037604204	5,689	64,954	X
APPLE COMPUTER INC	COM	037833100	6,404	196,809	X
APPLEBEES INTL INC	COM	037899101	1,859	80,765	X
APPLERA CORP	COM AP BIO GRP	038020103	649	29,854	X
APPLIED MICRO CIRCUITSCORP	COM	03822W109	357	67,054	X
APPLIED MATLS INC	COM	038222105	20,297	1,034,485	X
APTARGROUP INC	COM	038336103	441	10,100	X
ARAMARK CORP	CL B	038521100	655	22,785	X
ARCH COAL INC	COM	039380100	231	6,325	X
ARCHER DANIELS MIDLANDCO	COM	039483102	1,937	115,461	X
ARCHSTONE SMITH TR	COM	039583109	1,080	36,824	X
ARROW ELECTRS INC	COM	042735100	484	18,065	X
ASHLAND INC	COM	044204105	586	11,105	X
ASK JEEVES INC	COM	045174109	391	10,017	X
ASSOCIATED BANC CORP	COM	045487105	820	27,672	X
ASTORIA FINL CORP	COM	046265104	937	25,617	X
ATMEL CORP	COM	049513104	515	86,947	X
AUTODESK INC	COM	052769106	3,821	89,245	X

2

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. V	OTHER SHARED IN
AUTOLIV INC	COM	052800109	2,080	49,283	X		
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,894	260,116	X		
AUTONATION INC	COM	05329W102	583	34,098	X		
AUTOZONE INC	COM	053332102	3,058	38,172	X		
AVALONBAY CMNTYS INC	COM	053484101	1,274	22,539	X		
AVAYA INC	COM	053499109	2,662	168,615	X		
AVERY DENNISON CORP	COM	053611109	2,251	35,161	X		
AVID TECHNOLOGY INC	COM	05367P100	629	11,524	X		
AVNET INC	COM	053807103	424	18,665	X		
AVOCENT CORP	COM	053893103	340	9,265	X		
AVON PRODS INC	COM	054303102	20,130	436,271	X		
AZTAR CORP	COM	054802103	456	16,300	X		
BB&T CORP	COM	054937107	3,063	82,845	X		
BKF CAP GROUP INC	COM	05548G102	378	13,000	X		
BJ SVCS CO	COM	055482103	3,690	80,490	X		
BOK FINL CORP	COM NEW	05561Q201	551	14,031	X		
BP PLC	SPONSORED ADR	055622104	4,800	89,600	X		
BMC SOFTWARE INC	COM	055921100	2,266	122,469	X		
BAKER HUGHES INC	COM	057224107	6,288	167,020	X		
BALL CORP	COM	058498106	3,471	48,169	X		
BANK OF AMERICA							

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CORPORATION	COM	060505104	98,778	1,167,316	X
BANK HAWAII CORP	COM	062540109	3,703	81,881	X
BANK NEW YORK INC	COM	064057102	3,763	127,655	X
BANK ONE CORP	COM	06423A103	15,840	310,591	X
BANKNORTH GROUP INC					
NEW	COM	06646R107	2,094	64,461	X
BARD C R INC	COM	067383109	8,055	142,181	X
BARNES & NOBLE INC	COM	067774109	973	28,625	X
BARNES GROUP INC	COM	067806109	571	19,700	X
BARR PHARMACEUTICALS					
INC	COM	068306109	1,431	42,454	X
BAUSCH & LOMB INC	COM	071707103	3,238	49,755	X
BAXTER INTL INC	COM	071813109	7,557	218,973	X
BEA SYS INC	COM	073325102	930	113,196	X
BEAR STEARNS COS INC	COM	073902108	13,822	163,940	X
BEARINGPOINT INC	COM	074002106	115	12,934	X
BECKMAN COULTER INC	COM	075811109	2,959	48,514	X
BECTON DICKINSON & CO	COM	075887109	11,778	227,370	X
BED BATH & BEYOND INC	COM	075896100	5,121	133,190	X
BELLSOUTH CORP	COM	079860102	18,678	712,354	X
BELO CORP	COM SER A	080555105	1,469	54,712	X
BEMIS INC	COM	081437105	1,165	41,222	X
BERKLEY W R CORP	COM	084423102	2,379	55,399	X
BERKSHIRE HATHAWAY					
INCDEL	CL A	084670108	8,717	98	X
BEST BUY INC	COM	086516101	10,873	214,297	X
BIG LOTS INC	COM	089302103	351	24,301	X
BIOMET INC	COM	090613100	3,867	87,024	X
BIOGEN IDEC INC	COM	09062X103	6,335	100,155	X
BLACK & DECKER CORP	COM	091797100	3,176	51,126	X
BLACKROCK INC	CL A	09247X101	1,848	28,945	X
BLOCK H & R INC	COM	093671105	2,575	53,997	X
BOEING CO	COM	097023105	21,400	418,865	X
BOISE CASCADE CORP	COM	097383103	932	24,752	X
BORDERS GROUP INC	COM	099709107	422	17,986	X
BORG WARNER INC	COM	099724106	3,969	90,680	X
BOSTON BEER INC	CL A	100557107	433	21,500	X

3

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:			
					INV. DISCRETION			
					(A)	(B)	(C)	
					SHARED			
					AS DEF. SHARED			
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V	OTHER	IN
BOSTON PROPERTIES INC	COM	101121101	239	4,771	X			
BOSTON SCIENTIFIC CORP	COM	101137107	21,726	507,626	X			
BRIGGS & STRATTON CORP	COM	109043109	973	11,018	X			
BRINKER INTL INC	COM	109641100	1,046	30,668	X			
BRINKS CO	COM	109696104	392	11,437	X			
BRISTOL MYERS SQUIBB								

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CO	COM	110122108	21,085	860,620	X
BROADCOM CORP	CL A	111320107	4,892	104,969	X
BROWN & BROWN INC	COM	115236101	2,011	46,661	X
BROWN FORMAN CORP	CL B	115637209	2,093	43,368	X
BRUNSWICK CORP	COM	117043109	2,073	50,801	X
BURLINGTON NORTHN					
SANTA FE C	COM	12189T104	7,857	224,036	X
BURLINGTON RES INC	COM	122014103	7,057	195,058	X
C D W CORP	COM	12512N105	2,531	39,697	X
C H ROBINSON					
WORLDWIDEINC	COM	12541W100	1,132	24,705	X
CIGNA CORP	COM	125509109	3,893	56,575	X
CIT GROUP INC	COM	125581108	5,791	151,241	X
CMS ENERGY CORP	COM	125896100	124	13,533	X
CNF INC	COM	12612W104	212	5,107	X
CSX CORP	COM	126408103	1,947	59,424	X
CVS CORP	COM	126650100	10,126	240,977	X
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,313	66,827	X
CABOT CORP	COM	127055101	513	12,600	X
CADENCE DESIGN					
SYSTEMINC	COM	127387108	572	39,074	X
CAESARS ENTMT INC	COM	127687101	267	17,774	X
CALPINE CORP	COM	131347106	264	61,020	X
CAMDEN PPTY TR	SH BEN INT	133131102	366	8,001	X
CAMPBELL SOUP CO	COM	134429109	1,785	66,409	X
CAPITAL ONE FINL CORP	COM	14040H105	9,267	135,527	X
CAPITALSOURCE INC	COM	14055X102	330	13,480	X
CARDINAL HEALTH INC	COM	14149Y108	14,818	211,537	X
CAREER EDUCATION CORP	COM	141665109	3,609	79,224	X
CAREMARK RX INC	COM	141705103	5,114	155,242	X
CARLISLE COS INC	COM	142339100	504	8,097	X
CARMAX INC	COM	143130102	513	23,462	X
CARNIVAL CORP	PAIRED CTF	143658300	2,593	55,166	X
CATELLUS DEV CORP NEW	COM	149113102	768	31,168	X
CATERPILLAR INC DEL	COM	149123101	15,452	194,513	X
CELGENE CORP	COM	151020104	1,480	25,849	X
CENDANT CORP	COM	151313103	17,614	719,523	X
CENTERPOINT ENERGY					
INC	COM	15189T107	813	70,653	X
CENTEX CORP	COM	152312104	2,993	65,418	X
CENTURYTEL INC	COM	156700106	1,840	61,247	X
CEPHALON INC	COM	156708109	635	11,756	X
CERIDIAN CORP NEW	COM	156779100	807	35,867	X
CERTEGY INC	COM	156880106	517	13,332	X
CHAMPION ENTERPRISES					
INC	COM	158496109	189	20,600	X
CHARLES RIV LABS					
INTLINC	COM	159864107	717	14,667	X
CHARTER ONE FINL INC	COM	160903100	1,439	32,569	X
CHECKFREE CORP NEW	COM	162813109	564	18,809	X
CHEESECAKE FACTORY					
INC	COM	163072101	432	10,858	X
CHELSEA PPTY GROUP					
INC	COM	163421100	912	13,983	X
CHESAPEAKE ENERGY					
CORP	COM	165167107	585	39,712	X
CHEVRONTEXACO CORP	COM	166764100	44,706	475,037	X
CHICAGO MERCANTILE					
HLDGS INC	CL A	167760107	8,131	56,322	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
CHICOS FAS INC	COM	168615102	2,614	57,883	X		
CHOICE HOTELS INTL INC	COM	169905106	1,178	23,481	X		
CHIRON CORP	COM	170040109	2,325	52,094	X		
CHOICEPOINT INC	COM	170388102	3,101	67,926	X		
CHUBB CORP	COM	171232101	5,010	73,475	X		
CHURCH & DWIGHT INC	COM	171340102	513	11,201	X		
CIENA CORP	COM	171779101	313	84,547	X		
CINCINNATI FINL CORP	COM	172062101	1,733	39,832	X		
CINERGY CORP	COM	172474108	3,209	84,441	X		
CIRCUIT CITY STORE INC	COM	172737108	682	52,678	X		
CISCO SYS INC	COM	17275R102	102,368	4,319,306	X		
CINTAS CORP	COM	172908105	3,441	72,182	X		
CITIGROUP INC	COM	172967101	126,337	2,716,915	X		
CITIZENS COMMUNICATIONS CO	COM	17453B101	500	41,350	X		
CITRIX SYS INC	COM	177376100	1,533	75,288	X		
CITY NATL CORP	COM	178566105	1,364	20,767	X		
CLAIRES STORES INC	COM	179584107	1,529	70,454	X		
CLARCOR INC	COM	179895107	1,260	27,500	X		
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	6,892	186,535	X		
CLOROX CO DEL	COM	189054109	4,179	77,704	X		
COACH INC	COM	189754104	10,305	228,039	X		
COCA COLA CO	COM	191216100	70,415	1,394,904	X		
COCA COLA ENTERPRISES INC	COM	191219104	5,228	180,322	X		
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,881	113,370	X		
COLGATE PALMOLIVE CO	COM	194162103	11,956	204,551	X		
COLUMBIA SPORTSWEAR CO	COM	198516106	669	12,252	X		
COMCAST CORP NEW	CL A	20030N101	15,043	535,322	X		
COMCAST CORP NEW	CL A SPL	20030N200	2,087	75,600	X		
COMERICA INC	COM	200340107	3,175	57,862	X		
COMMERCE BANCORP INC NJ	COM	200519106	3,046	55,367	X		
COMMUNITY HEALTH SYS INC NEW	COM	203668108	352	13,135	X		
COMPASS BANCSHARES INC	COM	20449H109	377	8,778	X		
COMPUTER ASSOC INTL INC	COM	204912109	8,635	307,747	X		
COMPUTER SCIENCES CORP	COM	205363104	5,967	128,523	X		
COMPUWARE CORP	COM	205638109	366	55,514	X		
COMVERSE TECHNOLOGY							



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

INC	COM PAR \$0.10	205862402	1,033	51,822	X
CONAGRA FOODS INC	COM	205887102	4,194	154,861	X
CONEXANT SYSTEMS INC	COM	207142100	298	68,901	X
CONOCOPHILLIPS	COM	20825C104	39,332	515,558	X
CONSOL ENERGY INC	COM	20854P109	1,186	32,944	X
CONSOLIDATED EDISON INC	COM	209115104	2,425	60,998	X
CONSTELLATION BRANDS INC	CL A	21036P108	2,213	59,589	X
CONSTELLATION ENERGY GROUP I	COM	210371100	2,974	78,459	X
CONVERGYS CORP	COM	212485106	339	22,006	X
COOPER CAMERON CORP	COM	216640102	459	9,419	X
COOPER COS INC	COM NEW	216648402	429	6,789	X
COORS ADOLPH CO	CL B	217016104	1,540	21,291	X
COPART INC	COM	217204106	370	13,846	X
CORINTHIAN COLLEGES INC	COM	218868107	468	18,901	X
CORN PRODS INTL INC	COM	219023108	2,002	43,000	X
CORNING INC	COM	219350105	10,689	818,471	X
CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,273	39,333	X
COSTCO WHSL CORP NEW	COM	22160K105	8,332	202,324	X
COUNTRYWIDE FINANCIALCORP	COM	222372104	17,654	251,309	X

5

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:			
					INV. DISCRETION			
					(A)	(B)	(C)	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF.	SHARED V OTHER	MA IN
COVANCE INC	COM	222816100	1,607	41,657	X			
COVENTRY HEALTH CARE INC	COM	222862104	6,368	130,227	X			
COX COMMUNICATIONS INCNEW	CL A	224044107	972	34,993	X			
CRANE CO	COM	224399105	636	20,249	X			
CREE INC	COM	225447101	360	15,553	X			
CROWN CASTLE INTL CORP	COM	228227104	461	31,259	X			
CUMMINS INC	COM	231021106	3,908	62,531	X			
CURTISS WRIGHT CORP CYPRESS	COM	231561101	1,394	24,800	X			
SEMICONDUCTORCORP	COM	232806109	367	25,857	X			
CYTEC INDS INC	COM	232820100	377	8,300	X			
CYTYC CORP	COM	232946103	1,372	54,066	X			
DPL INC	COM	233293109	1,171	60,314	X			
D R HORTON INC	COM	23331A109	932	32,817	X			
DST SYS INC DEL	COM	233326107	3,428	71,275	X			
DTE ENERGY CO	COM	233331107	4,231	104,363	X			
DADE BEHRING HLDGS								



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	NUMBER	(\$000)	AMOUNT	SOLE INSTR. V OTHER	IN
ENSCO INTL INC	COM	26874Q100	757	26,017	X	
ENI S P A	SPONSORED ADR	26874R108	1,575	15,700	X	
EOG RES INC	COM	26875P101	3,173	53,139	X	
E TRADE FINANCIAL CORP	COM	269246104	942	84,494	X	
EAGLE MATERIALS INC	COM	26969P108	340	4,787	X	
EASTMAN CHEM CO	COM	277432100	1,697	36,708	X	
EASTMAN KODAK CO	COM	277461109	1,352	50,095	X	
EATON CORP	COM	278058102	5,844	90,273	X	
EATON VANCE CORP	COM NON VTG	278265103	728	19,054	X	
EBAY INC	COM	278642103	36,679	398,901	X	
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,973	64,148	X	
ECOLAB INC	COM	278865100	4,850	153,006	X	
EDISON INTL	COM	281020107	5,157	201,679	X	
EDUCATION MGMT CORP	COM	28139T101	504	15,332	X	
EDWARDS LIFESCIENCES CORP	COM	28176E108	490	14,058	X	
EL PASO CORP	COM	28336L109	1,111	140,997	X	
ELECTRONIC ARTS INC	COM	285512109	11,140	204,220	X	
ELECTRONIC DATA SYS NEW	COM	285661104	2,986	155,925	X	
EMERSON ELEC CO	COM	291011104	10,618	167,075	X	
ENCANA CORP	COM	292505104	345	8,000	X	
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	231	9,833	X	
ENERGEN CORP	COM	29265N108	1,353	28,200	X	
ENERGY EAST CORP	COM	29266M109	981	40,470	X	
ENERGIZER HLDGS INC	COM	29266R108	938	20,843	X	
ENGELHARD CORP	COM	292845104	1,337	41,380	X	
ENGINEERED SUPPORT SYSINC	COM	292866100	1,720	29,400	X	
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	230	6,173	X	
ENTERGY CORP NEW	COM	29364G103	8,942	159,643	X	
EON LABS INC	COM	29412E100	1,268	30,981	X	
EQUIFAX INC	COM	294429105	865	34,936	X	
EQUITABLE RES INC	COM	294549100	2,503	48,413	X	
EQUITY OFFICE PROPERTIES TRU	COM	294741103	3,706	136,237	X	
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,252	42,109	X	
EVERGREEN RES INC	COM NO PAR	299900308	983	24,333	X	
EXELON CORP	COM	30161N101	7,983	239,805	X	
EXPEDITORS INTL WASH INC	COM	302130109	2,943	59,557	X	
EXPRESSJET HOLDINGS INC	CL A	30218U108	126	10,400	X	
EXPRESS SCRIPTS INC	COM	302182100	2,386	30,119	X	
EXXON MOBIL CORP	COM	30231G102	136,732	3,078,847	X	
FLIR SYS INC	COM	302445101	387	7,047	X	
FMC TECHNOLOGIES INC	COM	30249U101	1,756	60,987	X	
FPL GROUP INC	COM	302571104	4,499	70,359	X	
FACTSET RESH SYS INC	COM	303075105	1,192	25,209	X	
FAIR ISAAC CORP	COM	303250104	1,197	35,863	X	
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	277	16,897	X	
FAMILY DLR STORES INC	COM	307000109	2,326	76,465	X	
FASTENAL CO	COM	311900104	1,771	31,169	X	
FEDERAL HOME LN MTG						

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

CORP	COM	313400301	19,229	303,780	X
FEDERAL NATL MTG ASSN	COM	313586109	43,145	604,613	X
FEDERATED DEPT STORES INC DE	COM	31410H101	8,935	181,968	X
FEDERATED INVS INC PA	CL B	314211103	952	31,387	X
FEDEX CORP	COM	31428X106	13,412	164,176	X
FIDELITY NATL FINL INC	COM	316326107	1,110	29,738	X
FIFTH THIRD BANCORP	COM	316773100	9,263	172,242	X

7

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: PENSION FAIR MARKET VALUE (\$000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INV. DISCRETION			MA IN
					(A) SOLE	(B) SHARED AS DEF. INSTR. V	(C) SHARED OTHER	
FIRST BANCORP P R	COM	318672102	1,190	29,200	X			
FIRST DATA CORP	COM	319963104	21,549	484,040	X			
FIRST HORIZON NATL CORP	COM	320517105	3,365	74,014	X			
FIRST MARBLEHEAD CORP	COM	320771108	1,578	39,185	X			
FIRST MIDWEST BANCORPDEL	COM	320867104	838	23,800	X			
FISERV INC	COM	337738108	4,274	109,896	X			
FIRSTENERGY CORP	COM	337932107	5,103	136,396	X			
FISHER SCIENTIFIC INTLINC	COM NEW	338032204	775	13,416	X			
FLORIDA ROCK INDS INC	COM	341140101	1,108	26,266	X			
FLUOR CORP NEW	COM	343412102	2,428	50,928	X			
FLOWERS FOODS INC	COM	343498101	303	11,600	X			
FOOT LOCKER INC	COM	344849104	1,183	48,594	X			
FORD MTR CO DEL	COM PAR \$0.01	345370860	9,784	625,183	X			
FOREST LABS INC	COM	345838106	12,239	216,130	X			
FORTUNE BRANDS INC	COM	349631101	7,418	98,347	X			
FOSSIL INC	COM	349882100	225	8,264	X			
FOUNDRY NETWORKS INC	COM	35063R100	502	35,708	X			
FOX ENTMT GROUP INC	CL A	35138T107	3,372	126,276	X			
FRANKLIN RES INC	COM	354613101	2,230	44,528	X			
FREEMONT GEN CORP	CL B	35671D857	2,393	72,194	X			
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358434108	751	37,962	X			
GATX CORP	COM	361448103	400	14,700	X			
GALLAGHER ARTHUR J & CO	COM	363576109	1,798	59,057	X			
GALLAHER GROUP PLC	SPONSORED ADR	363595109	213	4,400	X			
GANNETT INC	COM	364730101	10,378	122,315	X			
GAP INC DEL	COM	364760108	9,094	375,001	X			
GATEWAY INC	COM	367626108	127	28,190	X			
GAYLORD ENTMT CO NEW	COM	367905106	530	16,900	X			
GEN-PROBE INC NEW	COM	36866T103	488	10,309	X			

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

GEMSTAR-TV GUIDE						
INTLINC	COM	36866W106	138	28,797	X	
GENCORP INC	COM	368682100	138	10,300	X	
GENENTECH INC	COM NEW	368710406	9,383	166,951	X	
GENERAL DYNAMICS CORP	COM	369550108	9,358	94,237	X	
GENERAL ELEC CO	COM	369604103	159,620	4,926,545	X	
GENERAL GROWTH PPTYS						
INC	COM	370021107	5,341	180,630	X	
GENERAL MLS INC	COM	370334104	3,545	74,579	X	
GENERAL MTRS CORP	COM	370442105	14,105	302,744	X	
GENTEX CORP	COM	371901109	809	20,390	X	
GENUINE PARTS CO	COM	372460105	5,183	130,615	X	
GENWORTH FINL INC	COM CL A	37247D106	262	11,434	X	
GENZYME CORP	COM GENL DIV	372917104	3,791	80,090	X	
GEORGIA PAC CORP	COM	373298108	5,514	149,111	X	
GETTY IMAGES INC	COM	374276103	2,684	44,739	X	
GILEAD SCIENCES INC	COM	375558103	7,773	116,017	X	
GILLETTE CO	COM	375766102	20,806	490,713	X	
GLOBAL PMTS INC	COM	37940X102	264	5,854	X	
GOLDEN WEST FINL						
CORPDEL	COM	381317106	9,767	91,839	X	
GOLDMAN SACHS GROUP						
INC	COM	38141G104	19,212	204,032	X	
GOODRICH CORP	COM	382388106	2,300	71,128	X	
GOODYEAR TIRE & RUBR						
CO	COM	382550101	139	15,250	X	
GRACO INC	COM	384109104	1,557	50,147	X	
GRAINGER W W INC	COM	384802104	3,353	58,315	X	
GRANT PRIDECO INC	COM	38821G101	824	44,610	X	

8

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:			
					INV. DISCRETION			
					(A)	(B)	(C)	
					SOLE	SHARED	SHARED	MA
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF.	OTHER	IN
GREAT LAKES CHEM CORP	COM	390568103	371	13,698	X			
GREAT PLAINS ENERGY								
INC	COM	391164100	1,637	55,105	X			
GREENPOINT FINL CORP	COM	395384100	319	8,045	X			
GREIF INC	CL A	397624107	653	15,460	X			
GTECH HLDGS CORP	COM	400518106	807	17,432	X			
GUIDANT CORP	COM	401698105	11,981	214,412	X			
HCA INC	COM	404119109	6,367	153,091	X			
HCC INS HLDGS INC	COM	404132102	525	15,714	X			
HNI CORP	COM	404251100	2,167	51,182	X			
HRPT PPTYS TR	COM SH BEN INT	40426W101	103	10,250	X			
HALLIBURTON CO	COM	406216101	7,442	245,936	X			
HARLEY DAVIDSON INC	COM	412822108	18,141	292,884	X			
HARMAN INTL INDS INC	COM	413086109	5,590	61,432	X			
HARRAHS ENTMT INC	COM	413619107	1,837	33,962	X			
HARRIS CORP DEL	COM	413875105	802	15,802	X			

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

HARSCO CORP	COM	415864107	475	10,114	X
HARTE-HANKS INC	COM	416196103	459	18,817	X
HARTFORD FINL SVCS					
GROUP INC	COM	416515104	12,493	181,749	X
HASBRO INC	COM	418056107	457	24,075	X
HAWAIIAN ELEC					
INDUSTRIES	COM	419870100	361	13,846	X
HEALTH MGMT ASSOC					
INCNEW	CL A	421933102	1,676	74,734	X
HEALTH NET INC	COM	42222G108	374	14,126	X
HEARST-ARGYLE					
TELEVISION INC	COM	422317107	317	12,280	X
HEINZ H J CO	COM	423074103	4,751	121,204	X
HELMERICH & PAYNE INC	COM	423452101	233	8,900	X
HENRY JACK & ASSOC					
INC	COM	426281101	529	26,304	X
HERCULES INC	COM	427056106	157	12,886	X
HERSHEY FOODS CORP	COM	427866108	2,600	56,202	X
HEWLETT PACKARD CO	COM	428236103	31,734	1,503,995	X
HIBERNIA CORP	CL A	428656102	1,251	51,471	X
HILLENBRAND INDS INC	COM	431573104	768	12,701	X
HILTON HOTELS CORP	COM	432848109	1,964	105,259	X
HOME DEPOT INC	COM	437076102	54,263	1,541,551	X
HONEYWELL INTL INC	COM	438516106	11,501	313,990	X
HORMEL FOODS CORP	COM	440452100	840	27,006	X
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	1,015	23,985	X
HOSPIRA INC	COM	441060100	1,220	44,221	X
HOST MARRIOTT CORP					
NEW	COM	44107P104	230	18,611	X
HOVNANIAN					
ENTERPRISESINC	CL A	442487203	201	5,798	X
HUBBELL INC	CL B	443510201	813	17,413	X
HUDSON CITY BANCORP	COM	443683107	3,011	90,044	X
HUDSON UNITED BANCORP	COM	444165104	716	19,194	X
HUGHES SUPPLY INC	COM	444482103	223	3,779	X
HUMANA INC	COM	444859102	727	42,998	X
HUNT J B TRANS SVCS					
INC	COM	445658107	1,492	38,671	X
HUNTINGTON					
BANCSHARESINC	COM	446150104	762	33,158	X
IDT CORP	CL B	448947309	217	11,757	X
ICOS CORP	COM	449295104	208	6,985	X
IMS HEALTH INC	COM	449934108	2,012	85,847	X
ISTAR FINL INC	COM	45031U101	254	6,362	X
ITT EDUCATIONAL					
SERVICES INC	COM	45068B109	364	9,581	X
ITT INDS INC IND	COM	450911102	8,455	101,863	X
IDEX CORP	COM	45167R104	618	18,000	X
IDEXX LABS INC	COM	45168D104	458	7,278	X

9

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:
					INV. DISCRETION	
					(A)	(B)
					PENSION FAIR SHARES OR	
					(C)	MA
					SHARED	

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE (\$000)	PRINCIPAL AMOUNT	AS DEF. SHARED SOLE INSTR. V OTHER	IN
IKON OFFICE SOLUTIONSINC	COM	451713101	446	38,898	X	
ILLINOIS TOOL WKS INC	COM	452308109	14,534	151,570	X	
IMCLONE SYS INC	COM	45245W109	1,994	23,244	X	
INAMED CORP	COM	453235103	1,793	28,534	X	
INDEPENDENCE CMNTY BKCORP	COM	453414104	338	9,296	X	
INDYMAC BANCORP INC	COM	456607100	239	7,566	X	
INGRAM MICRO INC	CL A	457153104	390	26,971	X	
INTEGRATED CIRCUIT SYSINC	COM	45811K208	788	29,012	X	
INTEL CORP	COM	458140100	123,028	4,457,543	X	
INTERACTIVECORP	COM	45840Q101	1,706	56,614	X	
INTERNATIONAL BANCSHARES COR	COM	459044103	1,158	28,562	X	
INTERNATIONAL BUSINESSMACHS	COM	459200101	77,742	881,924	X	
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	903	24,144	X	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	7,085	183,542	X	
INTL PAPER CO	COM	460146103	8,470	189,482	X	
INTERNATIONAL RECTIFIER CORP	COM	460254105	779	18,816	X	
INTERNATIONAL SPEEDWAYCORP	CL A	460335201	2,362	48,564	X	
INTERSIL CORP	CL A	46069S109	396	18,292	X	
INTERPUBLIC GROUP COSINC	COM	460690100	1,389	101,170	X	
INTUIT	COM	461202103	2,829	73,319	X	
INVITROGEN CORP	COM	46185R100	2,591	35,998	X	
INVESTORS FINL SERVICES CORP	COM	461915100	604	13,855	X	
IRON MTN INC PA	COM	462846106	2,003	41,500	X	
ISHARES TR	RUSSELL1000GRW	464287614	26,021	543,800	X	
IVAX CORP	COM	465823102	771	32,159	X	
JDS UNIPHASE CORP	COM	46612J101	1,689	445,695	X	
J P MORGAN CHASE & CO	COM	46625H100	32,042	826,457	X	
JABIL CIRCUIT INC	COM	466313103	1,427	56,655	X	
JACOBS ENGR GROUP INCDEL	COM	469814107	950	24,134	X	
JANUS CAP GROUP INC	COM	47102X105	571	34,653	X	
JEFFERSON PILOT CORP	COM	475070108	4,675	92,018	X	
JETBLUE AWYS CORP	COM	477143101	1,543	52,534	X	
JOHNSON & JOHNSON	COM	478160104	116,315	2,088,235	X	
JOHNSON CTLS INC	COM	478366107	8,786	164,585	X	
JONES APPAREL GROUP INC	COM	480074103	4,986	126,301	X	
JUNIPER NETWORKS INC	COM	48203R104	3,896	158,565	X	
KLA-TENCOR CORP	COM	482480100	2,852	57,754	X	
KB HOME	COM	48666K109	1,222	17,802	X	
KEANE INC	COM	486665102	218	15,900	X	
KELLOGG CO	COM	487836108	4,640	110,862	X	
KERR MCGEE CORP	COM	492386107	1,426	26,520	X	
KEYCORP NEW	COM	493267108	3,645	121,931	X	
KEYSPAN CORP	COM	49337W100	894	24,347	X	
KIMBERLY CLARK CORP	COM	494368103	13,532	205,407	X	
KIMCO REALTY CORP	COM	49446R109	4,205	92,418	X	

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

KINDER MORGAN INC						
KANS	COM	49455P101	3,266	55,081	X	
KINETIC CONCEPTS INC	COM NEW	49460W208	259	5,181	X	
KING PHARMACEUTICALS INC	COM	495582108	400	34,929	X	
KMART HLDG CORPORATION	COM	498780105	1,883	26,231	X	
KNIGHT RIDDER INC	COM	499040103	3,289	45,674	X	
KOHL'S CORP	COM	500255104	4,445	105,121	X	
KRAFT FOODS INC	CL A	50075N104	1,018	32,132	X	
KROGER CO	COM	501044101	4,255	233,792	X	
LSI LOGIC CORP	COM	502161102	620	81,308	X	

10

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:			
					INV. DISCRETION			
					(A)	(B)	(C)	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. V	SHARED OTHER	MA IN
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	4,332	64,856	X			
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1,131	28,491	X			
LAFARGE NORTH AMERICAINC	COM	505862102	585	13,510	X			
LAM RESEARCH CORP	COM	512807108	1,106	41,286	X			
LAMAR ADVERTISING CO	CL A	512815101	642	14,807	X			
LANCASTER COLONY CORP	COM	513847103	604	14,500	X			
LAUDER ESTEE COS INC	CL A	518439104	4,018	82,369	X			
LAUREATE EDUCATION INC	COM	518613104	245	6,419	X			
LEAR CORP	COM	521865105	4,170	70,686	X			
LEE ENTERPRISES INC	COM	523768109	3,231	67,300	X			
LEGGETT & PLATT INC	COM	524660107	1,037	38,820	X			
LEGG MASON INC	COM	524901105	6,035	66,307	X			
LEHMAN BROS HLDGS INC	COM	524908100	10,621	141,141	X			
LENNAR CORP	CL A	526057104	1,344	30,047	X			
LEUCADIA NATL CORP	COM	527288104	1,949	39,220	X			
LEVEL 3 COMMUNICATIONSINC	COM	52729N100	504	143,698	X			
LEXAR MEDIA INC	COM	52886P104	83	12,500	X			
LEXMARK INTL NEW	CL A	529771107	9,882	102,372	X			
LIBERTY MEDIA CORP NEW	COM SER A	530718105	6,945	772,574	X			
LIBERTY MEDIA INTL INC	COM SER A	530719103	1,612	43,454	X			
LIFEPOINT HOSPITALS INC	COM	53219L109	986	26,500	X			
LILLY ELI & CO	COM	532457108	48,079	687,734	X			
LIMITED BRANDS INC	COM	532716107	2,578	137,871	X			
LINCARE HLDGS INC	COM	532791100	721	21,939	X			
LINCOLN NATL CORP	IND COM	534187109	1,707	36,137	X			



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

LINEAR TECHNOLOGY						
CORP	COM	535678106	7,735	195,973	X	
LIZ CLAIBORNE INC	COM	539320101	1,313	36,486	X	
LOCKHEED MARTIN CORP	COM	539830109	3,635	69,791	X	
LOEWS CORP	COM	540424108	5,757	96,022	X	
LONGS DRUG STORES						
CORP	COM	543162101	430	18,000	X	
LOUISIANA PAC CORP	COM	546347105	802	33,891	X	
LOWES COS INC	COM	548661107	25,735	489,723	X	
LUBRIZOL CORP	COM	549271104	501	13,684	X	
LUCENT TECHNOLOGIES						
INC	COM	549463107	6,286	1,662,947	X	
LYONDELL CHEMICAL CO	COM	552078107	597	34,303	X	
M & T BK CORP	COM	55261F104	4,702	53,865	X	
MBIA INC	COM	55262C100	3,493	61,155	X	
MBNA CORP	COM	55262L100	13,347	517,516	X	
M D C HLDGS INC	COM	552676108	575	9,037	X	
MDU RES GROUP INC	COM	552690109	542	22,551	X	
MEMC ELECTR MATLS INC	COM	552715104	157	15,937	X	
MGIC INVT CORP WIS	COM	552848103	5,043	66,479	X	
MGI PHARMA INC	COM	552880106	1,925	71,261	X	
MGM MIRAGE	COM	552953101	243	5,171	X	
MSC INDL DIRECT INC	CL A	553530106	1,575	47,972	X	
MACROMEDIA INC	COM	556100105	356	14,482	X	
MANDALAY RESORT GROUP	COM	562567107	1,540	22,439	X	
MANOR CARE INC NEW	COM	564055101	1,225	37,472	X	
MANPOWER INC	COM	56418H100	1,469	28,929	X	
MANULIFE FINL CORP	COM	56501R106	1,449	35,789	X	
MARATHON OIL CORP	COM	565849106	9,341	246,850	X	
MARKEL CORP	COM	570535104	738	2,660	X	
MARSH & MCLENNAN COS						
INC	COM	571748102	10,265	226,206	X	
MARSHALL & ILSLEY						
CORP	COM	571834100	1,861	47,616	X	

11

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
MARRIOTT INTL INC NEW CL A		571903202	2,909	58,326	X		
MARTEK BIOSCIENCES CORP	COM	572901106	306	5,443	X		
MARVEL ENTERPRISES INC	COM	57383M108	291	14,911	X		
MASCO CORP	COM	574599106	4,437	142,315	X		
MASSEY ENERGY CORP	COM	576206106	245	8,687	X		
MATTEL INC	COM	577081102	2,088	114,392	X		
MAXIM INTEGRATED							
PRODSINC	COM	57772K101	12,779	243,776	X		
MAXTOR CORP	COM NEW	577729205	293	44,188	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

MAY DEPT STORES CO	COM	577778103	1,673	60,862	X
MAYTAG CORP	COM	578592107	441	17,993	X
MCCLATCHY CO	CL A	579489105	856	12,199	X
MCCORMICK & CO INC	COM NON VTG	579780206	2,255	66,338	X
MCDONALDS CORP	COM	580135101	19,055	732,898	X
MCGRAW HILL COS INC	COM	580645109	6,269	81,878	X
MCKESSON CORP	COM	58155Q103	2,777	80,903	X
MEADWESTVACO CORP	COM	583334107	1,641	55,827	X
MEDCO HEALTH SOLUTIONSINC	COM	58405U102	5,141	137,097	X
MEDIA GEN INC	CL A	584404107	1,785	27,794	X
MEDICIS PHARMACEUTICALCORP	CL A NEW	584690309	1,260	31,550	X
MEDIMMUNE INC	COM	584699102	2,336	99,866	X
MEDTRONIC INC	COM	585055106	26,144	536,618	X
MELLON FINL CORP	COM	58551A108	2,731	93,116	X
MERCANTILE BANKSHARESCORP	COM	587405101	214	4,567	X
MERCK & CO INC	COM	589331107	65,680	1,382,730	X
MERCURY INTERACTIVE CORP	COM	589405109	2,667	53,526	X
MEREDITH CORP	COM	589433101	1,533	27,892	X
MERRILL LYNCH & CO INC	COM	590188108	21,115	391,162	X
METLIFE INC	COM	59156R108	7,348	204,971	X
METRO GOLDWYN MAYER INC	COM	591610100	581	47,993	X
METTLER TOLEDO INTERNATIONAL	COM	592688105	313	6,371	X
MICHAELS STORES INC	COM	594087108	1,733	31,504	X
MICROSOFT CORP	COM	594918104	174,875	6,123,058	X
MICROCHIP TECHNOLOGY INC	COM	595017104	2,066	65,512	X
MICRON TECHNOLOGY INC	COM	595112103	1,955	127,718	X
MILLENNIUM PHARMACEUTICALS I	COM	599902103	585	42,408	X
MILLER HERMAN INC	COM	600544100	437	15,088	X
MILLIPORE CORP	COM	601073109	821	14,572	X
MILLS CORP	COM	601148109	300	6,422	X
MODINE MFG CO	COM	607828100	564	17,700	X
MOHAWK INDS INC	COM	608190104	1,111	15,154	X
MOLEX INC	COM	608554101	1,342	41,822	X
MONSANTO CO NEW	COM	61166W101	7,714	200,369	X
MONSTER WORLDWIDE INC	COM	611742107	795	30,916	X
MOODYS CORP	COM	615369105	4,908	75,902	X
MOOG INC	CL A	615394202	343	9,250	X
MORGAN STANLEY	COM NEW	617446448	20,504	388,552	X
MOTOROLA INC	COM	620076109	23,153	1,268,670	X
MURPHY OIL CORP	COM	626717102	3,709	50,327	X
MYLAN LABS INC	COM	628530107	3,561	175,853	X
NBTY INC	COM	628782104	336	11,426	X
NCR CORP NEW	COM	62886E108	2,281	45,998	X
NII HLDGS INC	CL B NEW	62913F201	483	14,335	X
NTL INC DEL	COM	62940M104	794	13,787	X
NVR INC	COM	62944T105	547	1,129	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
NATIONAL CITY CORP	COM	635405103	15,194	434,000	X		
NATIONAL COMMERCE FINLCORP	COM	63545P104	383	11,797	X		
NATIONAL FUEL GAS CO NJ	COM	636180101	385	15,381	X		
NATIONAL HEALTH INVS INC	COM	63633D104	1,333	49,030	X		
NATIONAL INSTRS CORP	COM	636518102	345	11,253	X		
NATIONAL-OILWELL INC	COM	637071101	419	13,320	X		
NATIONAL SEMICONDUCTORCORP	COM	637640103	3,773	171,565	X		
NATIONWIDE FINL SVCS INC	CL A	638612101	984	26,161	X		
NAVISTAR INTL CORP NEW	COM	63934E108	817	21,088	X		
NEIMAN MARCUS GROUP INC	CL A	640204202	2,342	42,091	X		
NEKTAR THERAPEUTICS	COM	640268108	349	17,507	X		
NETWORKS ASSOCS INC	COM	640938106	709	39,109	X		
NETFLIX COM INC	COM	64110L106	263	7,316	X		
NETWORK APPLIANCE INC	COM	64120L104	4,500	209,006	X		
NEUROCRINE BIOSCIENCESINC	COM	64125C109	395	7,616	X		
NEW YORK CMNTY BANCORPINC	COM	649445103	380	19,367	X		
NEW YORK TIMES CO	CL A	650111107	1,884	42,129	X		
NEWALLIANCE BANCSHARESINC	COM	650203102	263	18,805	X		
NEWELL RUBBERMAID INC	COM	651229106	1,035	44,050	X		
NEWFIELD EXPL CO	COM	651290108	414	7,427	X		
NEWMONT MINING CORP	COM	651639106	6,420	165,641	X		
NEWS CORP LTD	SP ADR PFD	652487802	296	9,003	X		
NEXTEL COMMUNICATIONSINC	CL A	65332V103	12,821	480,925	X		
NEXTEL PARTNERS INC	CL A	65333F107	625	39,290	X		
NICOR INC	COM	654086107	742	21,830	X		
NIKE INC	CL B	654106103	12,021	158,689	X		
NISOURCE INC	COM	65473P105	1,282	62,189	X		
NOKIA CORP	SPONSORED ADR	654902204	1,181	81,200	X		
NOBLE ENERGY INC	COM	655044105	396	7,757	X		
NORDSTROM INC	COM	655664100	2,459	57,705	X		
NORFOLK SOUTHERN CORP	COM	655844108	4,755	179,311	X		
NORTEL NETWORKS CORP NEW	COM	656568102	2,994	600,000	X		
NORTH FORK BANCORPORATION NY	COM	659424105	1,330	34,942	X		
NORTHERN TR CORP	COM	665859104	1,901	44,953	X		
NORTHROP GRUMMAN CORP	COM	666807102	11,181	208,215	X		
NOVELL INC	COM	670006105	946	112,740	X		
NOVELLUS SYS INC	COM	670008101	1,211	38,525	X		
NUCOR CORP	COM	670346105	3,001	39,095	X		
NVIDIA CORP	COM	67066G104	1,007	49,212	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

OGE ENERGY CORP	COM	670837103	689	27,066	X
OSI PHARMACEUTICALS INC	COM	671040103	602	8,540	X
OCCIDENTAL PETE CORP DEL	COM	674599105	19,912	411,313	X
OFFICE DEPOT INC	COM	676220106	975	54,442	X
OLD REP INTL CORP	COM	680223104	1,612	67,971	X
OMNICARE INC	COM	681904108	2,362	55,179	X
OMNICOM GROUP INC	COM	681919106	10,042	132,320	X
ORACLE CORP	COM	68389X105	32,116	2,692,036	X
O REILLY AUTOMOTIVE INC	COM	686091109	1,695	37,507	X
OSHKOSH TRUCK CORP	COM	688239201	391	6,826	X
OUTBACK STEAKHOUSE INC	COM	689899102	2,060	49,800	X
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,421	32,200	X
OXFORD HEALTH PLANS INC	COM	691471106	1,260	22,886	X
PG&E CORP	COM	69331C108	6,256	223,897	X
PMC-SIERRA INC	COM	69344F106	744	51,839	X

13

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	SHARED
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF.	OTHER
PMI GROUP INC	COM	69344M101	2,930	67,330	X		
PNC FINL SVCS GROUP INC	COM	693475105	4,102	77,271	X		
PPG INDS INC	COM	693506107	3,867	61,885	X		
PPL CORP	COM	69351T106	3,844	83,752	X		
PACCAR INC	COM	693718108	4,716	81,329	X		
PACIFIC SUNWEAR CALIFINC	COM	694873100	503	25,666	X		
PACIFICARE HEALTH SYSDEL	COM	695112102	752	19,460	X		
PACTIV CORP	COM	695257105	1,428	57,247	X		
PALL CORP	COM	696429307	571	21,815	X		
PAR PHARMACEUTICAL COSINC	COM	69888P106	761	21,600	X		
PARAMETRIC TECHNOLOGYCORP	COM	699173100	116	23,162	X		
PARKER HANNIFIN CORP	COM	701094104	1,510	25,391	X		
PATINA OIL & GAS CORP	COM	703224105	663	22,182	X		
PATTERSON DENTAL CO	COM	703412106	2,312	30,228	X		
PATTERSON UTI ENERGY INC	COM	703481101	1,220	36,508	X		
PAYCHEX INC	COM	704326107	6,374	188,129	X		
PEABODY ENERGY CORP	COM	704549104	605	10,798	X		
PENNEY J C INC	COM	708160106	3,535	93,606	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PENTAIR INC	COM	709631105	814	24,199	X
PEOPLES ENERGY CORP	COM	711030106	467	11,089	X
PEOPLESOFT INC	COM	712713106	1,117	60,402	X
PEPSI BOTTLING GROUP INC	COM	713409100	2,639	86,410	X
PEPSICO INC	COM	713448108	53,030	984,227	X
PERKINELMER INC	COM	714046109	1,237	61,727	X
PETCO ANIMAL SUPPLIES	COM NEW	716016209	278	8,640	X
PETSMART INC	COM	716768106	982	30,255	X
PFIZER INC	COM	717081103	167,877	4,897,221	X
PHARMACEUTICAL PROD DEV INC	COM	717124101	319	10,026	X
PHELPS DODGE CORP	COM	717265102	2,539	32,753	X
PIER 1 IMPORTS INC	COM	720279108	198	11,165	X
PILGRIMS PRIDE CORP	COM	721467108	763	26,373	X
PINNACLE WEST CAP CORP	COM	723484101	5,792	143,391	X
PIONEER NAT RES CO	COM	723787107	286	8,144	X
PITNEY BOWES INC	COM	724479100	4,175	94,352	X
PIXAR	COM	725811103	2,655	38,191	X
PLANTRONICS INC NEW	COM	727493108	1,578	37,478	X
PLUM CREEK TIMBER CO INC	COM	729251108	870	26,716	X
POGO PRODUCING CO	COM	730448107	1,287	26,060	X
POLARIS INDS INC	COM	731068102	1,349	28,101	X
POLO RALPH LAUREN CORP	CL A	731572103	1,839	53,393	X
POLYCOM INC	COM	73172K104	403	17,966	X
POPULAR INC	COM	733174106	1,416	33,096	X
PRAXAIR INC	COM	74005P104	6,136	153,744	X
PRECISION CASTPARTS CORP	COM	740189105	3,717	67,973	X
PRICE T ROWE GROUP INC	COM	74144T108	2,588	51,350	X
PRIDE INTL INC DEL	COM	74153Q102	251	14,694	X
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	2,459	70,711	X
PROCTER & GAMBLE CO	COM	742718109	96,519	1,772,949	X
PROGRESS ENERGY INC	COM	743263105	2,182	49,532	X
PROGRESSIVE CORP OHIO	COM	743315103	5,771	67,657	X
PROLOGIS	SH BEN INT	743410102	928	28,192	X
PROTECTIVE LIFE CORP	COM	743674103	2,808	72,608	X
PROVIDENT FINL GROUP INC	COM	743866105	334	8,458	X
PROVIDIAN FINL CORP	COM	74406A102	871	59,364	X

14

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	MA
					AS DEF. SHARED		IN
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	OTHER	IN
-----							

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

PRUDENTIAL FINL INC PUBLIC SVC	COM	744320102	7,400	159,253	X
ENTERPRISEGROUP	COM	744573106	2,513	62,770	X
PUBLIC STORAGE INC	COM	74460D109	218	4,734	X
PULTE HOMES INC	COM	745867101	3,999	76,856	X
QLOGIC CORP	COM	747277101	1,297	48,760	X
QUALCOMM INC	COM	747525103	45,455	622,842	X
QUEST DIAGNOSTICS INC	COM	74834L100	2,533	29,815	X
QUESTAR CORP	COM	748356102	2,992	77,444	X
QWEST COMMUNICATIONS INTL IN	COM	749121109	1,267	353,012	X
RADIAN GROUP INC	COM	750236101	3,703	77,310	X
RADIO ONE INC	CL D NON VTG	75040P405	169	10,559	X
RADIOSHACK CORP	COM	750438103	1,469	51,312	X
RAMBUS INC DEL	COM	750917106	322	18,176	X
RAYONIER INC	COM	754907103	743	16,716	X
RAYTHEON CO	COM NEW	755111507	3,217	89,933	X
REALTY INCOME CORP	COM	756109104	726	17,400	X
RED HAT INC	COM	756577102	1,459	63,520	X
REEBOK INTL LTD	COM	758110100	432	11,997	X
REGENCY CTRS CORP	COM	758849103	484	11,278	X
REGIS CORP MINN	COM	758932107	865	19,394	X
REGIONS FINL CORP	COM	758940100	3,153	86,261	X
REINSURANCE GROUP AMERINC	COM	759351109	459	11,288	X
RELIANT ENERGY INC	COM	75952B105	186	17,135	X
RENAL CARE GROUP INC	COM	759930100	1,570	47,395	X
RENT A CTR INC NEW	COM	76009N100	379	12,674	X
REPUBLIC SVCS INC	COM	760759100	1,612	55,714	X
RESMED INC	COM	761152107	361	7,086	X
RESPIRONICS INC	COM	761230101	814	13,849	X
REYNOLDS & REYNOLDS CO	CL A	761695105	1,840	79,571	X
REYNOLDS R J TOB HLDGSINC	COM	76182K105	2,613	38,663	X
RITE AID CORP	COM	767754104	435	83,422	X
ROBERT HALF INTL INC	COM	770323103	2,533	85,088	X
ROCKWELL AUTOMATION INC	COM	773903109	3,826	102,011	X
ROCKWELL COLLINS INC	COM	774341101	2,338	70,158	X
ROHM & HAAS CO	COM	775371107	1,971	47,394	X
ROPER INDS INC NEW	COM	776696106	402	7,070	X
ROSS STORES INC	COM	778296103	2,346	87,668	X
ROUSE CO	COM	779273101	1,617	34,052	X
ROWAN COS INC	COM	779382100	901	37,022	X
RUBY TUESDAY INC	COM	781182100	531	19,351	X
RYDER SYS INC	COM	783549108	802	20,016	X
SBC COMMUNICATIONS INC	COM	78387G103	35,365	1,458,341	X
SEI INVESTMENTS CO	COM	784117103	610	21,007	X
SLM CORP	COM	78442P106	7,027	173,714	X
SPX CORP	COM	784635104	237	5,095	X
SABRE HLDGS CORP	CL A	785905100	782	28,230	X
SAFECO CORP	COM	786429100	1,294	29,400	X
SAFEWAY INC	COM NEW	786514208	4,546	179,400	X
ST JOE CO	COM	790148100	1,611	40,589	X
ST JUDE MED INC	COM	790849103	11,284	149,162	X
ST PAUL TRAVELERS INC	COM	792860108	7,157	176,542	X
SANDISK CORP	COM	80004C101	2,858	131,775	X
SANMINA SCI CORP	COM	800907107	1,778	195,374	X
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	535	12,800	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

15

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	SHARED
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF. V	OTHER
SARA LEE CORP	COM	803111103	10,964	476,885	X		
SCANA CORP NEW	COM	80589M102	2,114	58,124	X		
SCHEIN HENRY INC	COM	806407102	1,651	26,145	X		
SCHERING PLOUGH CORP	COM	806605101	14,631	791,705	X		
SCHLUMBERGER LTD	COM	806857108	3,384	53,280	X		
SCHWAB CHARLES CORP NEW	COM	808513105	4,049	421,282	X		
SCIENTIFIC ATLANTA INC	COM	808655104	5,514	159,815	X		
SCOTTISH PWR PLC	SPON ADR FINAL	81013T705	1,145	38,800	X		
SCRIPPS E W CO OHIO	CL A	811054204	6,899	65,700	X		
SEALED AIR CORP NEW	COM	81211K100	2,013	37,798	X		
SEARS ROEBUCK & CO	COM	812387108	5,476	145,018	X		
SEMTECH CORP	COM	816850101	1,040	44,177	X		
SEMPRA ENERGY	COM	816851109	3,943	114,522	X		
SEPRACOR INC	COM	817315104	3,160	59,738	X		
SERVICE CORP INTL	COM	817565104	130	17,610	X		
SERVICEMASTER CO	COM	81760N109	525	42,617	X		
SHERWIN WILLIAMS CO	COM	824348106	6,859	165,068	X		
SIEBEL SYS INC	COM	826170102	1,269	118,701	X		
SIGMA ALDRICH CORP	COM	826552101	3,594	60,299	X		
SILICON LABORATORIES INC	COM	826919102	617	13,320	X		
SILICON STORAGE TECHNOLOGY I	COM	827057100	126	12,200	X		
SIMON PPTY GROUP INC NEW	COM	828806109	3,145	61,166	X		
SIRIUS SATELLITE RADIOINC	COM	82966U103	220	71,446	X		
SKY FINL GROUP INC	COM	83080P103	242	9,783	X		
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	934	16,900	X		
SMITH INTL INC	COM	832110100	2,859	51,275	X		
SMITHFIELD FOODS INC	COM	832248108	882	30,008	X		
SMUCKER J M CO	COM NEW	832696405	347	7,558	X		
SMURFIT-STONE CONTAINER CORP	COM	832727101	291	14,608	X		
SNAP ON INC	COM	833034101	283	8,437	X		
SOLECTRON CORP	COM	834182107	1,675	258,940	X		
SONOCO PRODS CO	COM	835495102	440	17,259	X		
SOUTHERN CO	COM	842587107	6,002	205,909	X		
SOUTHTRUST CORP	COM	844730101	10,278	264,828	X		
SOUTHWEST AIRLS CO	COM	844741108	3,760	224,223	X		
SOVEREIGN BANCORP INC	COM	845905108	392	17,719	X		
SPECTRASITE INC	COM	84761M104	354	8,196	X		
SPRINT CORP	COM FON GROUP	852061100	9,992	567,739	X		

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

SS&C TECHNOLOGIES INC	COM	85227Q100	308	16,450	X
STANLEY WKS	COM	854616109	2,888	63,370	X
STAPLES INC	COM	855030102	4,320	146,888	X
STARBUCKS CORP	COM	855244109	10,508	241,622	X
STARWOOD					
HOTELS&RESORTS WRLD	PAIRED CTF	85590A203	6,398	142,646	X
STATE STR CORP	COM	857477103	4,230	86,247	X
STATION CASINOS INC	COM	857689103	1,785	36,883	X
STERICYCLE INC	COM	858912108	1,733	33,502	X
STERIS CORP	COM	859152100	230	10,200	X
STORAGE TECHNOLOGY					
CORP	COM PAR \$0.10	862111200	294	10,138	X
STRYKER CORP	COM	863667101	11,655	211,913	X
STUDENT LN CORP	COM	863902102	1,137	8,331	X
SUN MICROSYSTEMS INC	COM	866810104	4,362	1,007,445	X
SUNGARD DATA SYS INC	COM	867363103	3,061	117,725	X
SUNOCO INC	COM	86764P109	3,567	56,061	X
SUNTRUST BKS INC	COM	867914103	6,070	93,400	X

16

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SHARED	SHARED	MA
					AS DEF.	SHARED	IN
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	V OTHER	IN
SUPERVALU INC	COM	868536103	2,745	89,669	X		
SYMANTEC CORP	COM	871503108	9,830	224,533	X		
SYMBOL TECHNOLOGIES							
INC	COM	871508107	1,020	69,201	X		
SYNOPSIS INC	COM	871607107	2,281	80,245	X		
SYNOVUS FINL CORP	COM	87161C105	1,941	76,652	X		
SYSCO CORP	COM	871829107	15,540	433,220	X		
TCF FINL CORP	COM	872275102	2,817	48,525	X		
TECO ENERGY INC	COM	872375100	419	34,916	X		
TJX COS INC NEW	COM	872540109	5,584	231,308	X		
TXU CORP	COM	873168108	4,413	108,933	X		
TARGET CORP	COM	87612E106	30,849	726,378	X		
TECH DATA CORP	COM	878237106	1,039	26,552	X		
TEKTRONIX INC	COM	879131100	794	23,331	X		
TELEPHONE & DATA SYS							
INC	COM	879433100	1,633	22,941	X		
TELLABS INC	COM	879664100	751	85,891	X		
TEMPLE INLAND INC	COM	879868107	1,136	16,410	X		
TENET HEALTHCARE CORP	COM	88033G100	902	67,263	X		
TERADYNE INC	COM	880770102	1,295	57,068	X		
TEVA PHARMACEUTICAL							
INDS LTD	ADR	881624209	659	9,810	X		
TEXAS GENCO HLDGS INC	COM	882443104	1,050	23,279	X		
TEXAS INSTRS INC	COM	882508104	22,669	937,499	X		
TEXTRON INC	COM	883203101	2,311	38,939	X		
THERMO ELECTRON CORP	COM	883556102	1,508	49,054	X		
THOMAS & BETTS CORP	COM	884315102	958	35,186	X		



Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

3COM CORP	COM	885535104	141	22,568	X
3M CO	COM	88579Y101	45,457	505,022	X
TIBCO SOFTWARE INC	COM	88632Q103	303	35,804	X
TIDEWATER INC	COM	886423102	236	7,922	X
TIFFANY & CO NEW	COM	886547108	1,666	45,220	X
TIMBERLAND CO	CL A	887100105	1,086	16,808	X
TIME WARNER INC	COM	887317105	42,689	2,428,258	X
TIMKEN CO	COM	887389104	242	9,132	X
TOLL BROTHERS INC	COM	889478103	257	6,084	X
TORCHMARK CORP	COM	891027104	10,048	186,769	X
TORO CO	COM	891092108	2,459	35,100	X
TOTAL SYS SVCS INC	COM	891906109	453	20,697	X
TOYS R US INC	COM	892335100	493	30,925	X
TRIAD HOSPITALS INC	COM	89579K109	1,089	29,263	X
TRIBUNE CO NEW	COM	896047107	5,318	116,769	X
TULARIK INC	COM	899165104	277	11,177	X
TYCO INTL LTD NEW	COM	902124106	23,133	698,050	X
TYSON FOODS INC	CL A	902494103	2,150	102,647	X
UCBH HOLDINGS INC	COM	90262T308	374	9,464	X
UST INC	COM	902911106	2,075	57,651	X
US BANCORP DEL	COM NEW	902973304	18,728	679,554	X
UNION PAC CORP	COM	907818108	5,822	97,931	X
UNION PLANTERS CORP	COM	908068109	852	28,586	X
UNIONBANCAL CORP	COM	908906100	3,747	66,434	X
UNISYS CORP	COM	909214108	815	58,746	X
UNITED DEFENSE INDS INC	COM	91018B104	294	8,394	X
UNITED PARCEL SERVICE INC	CL B	911312106	31,501	419,061	X
UNITED STATES STL CORP NEW	COM	912909108	1,287	36,635	X
UNITED TECHNOLOGIES CORP	COM	913017109	26,723	292,119	X
UNITEDHEALTH GROUP INC	COM	91324P102	24,260	389,713	X

17

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
					SOLE	SHARED	OTHER
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INSTR.	AS DEF.	SHARED
UNITEDGLOBALCOM	CL A	913247508	513	70,675	X		
UNITRIN INC	COM	913275103	260	6,110	X		
UNIVERSAL HLTH SVCS INC	CL B	913903100	1,252	27,292	X		
UNIVISION COMMUNICATIONS INC	CL A	914906102	2,110	66,083	X		
UNOCAL CORP	COM	915289102	1,707	44,910	X		
UNUMPROVIDENT CORP	COM	91529Y106	1,539	96,776	X		
URBAN OUTFITTERS INC	COM	917047102	2,368	38,883	X		
UTSTARCOM INC	COM	918076100	2,030	67,121	X		

## Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

VCA ANTECH INC	COM	918194101	1,146	25,572	X
V F CORP	COM	918204108	2,885	59,237	X
VALERO ENERGY CORP NEW	COM	91913Y100	6,693	90,743	X
VALSPAR CORP	COM	920355104	1,011	20,063	X
VARIAN MED SYS INC	COM	92220P105	1,629	20,534	X
VENTAS INC	COM	92276F100	739	31,640	X
VERISIGN INC	COM	92343E102	804	40,417	X
VERIZON COMMUNICATIONS	COM	92343V104	47,600	1,315,268	X
VERITAS SOFTWARE CO	COM	923436109	6,465	232,641	X
VIAD CORP	COM	92552R109	299	11,076	X
VIACOM INC	CL A	925524100	1,014	27,900	X
VIACOM INC	CL B	925524308	22,434	628,047	X
VISHAY INTERTECHNOLOGYINC	COM	928298108	273	14,684	X
VISTEON CORP	COM	92839U107	133	11,372	X
VORNADO RLTY TR	SH BEN INT	929042109	317	5,544	X
VULCAN MATLS CO	COM	929160109	1,571	33,042	X
W HLDG CO INC	COM	929251106	181	10,515	X
WPS RESOURCES CORP	COM	92931B106	758	16,346	X
WACHOVIA CORP 2ND NEW	COM	929903102	37,131	834,400	X
WADDELL & REED FINL INC	CL A	930059100	455	20,591	X
WAL MART STORES INC	COM	931142103	110,093	2,086,668	X
WALGREEN CO	COM	931422109	15,041	415,382	X
WASHINGTON MUT INC	COM	939322103	19,060	493,264	X
WASHINGTON POST CO	CL B	939640108	3,768	4,052	X
WASTE MGMT INC DEL	COM	94106L109	9,513	310,373	X
WATERS CORP	COM	941848103	4,111	86,038	X
WATSON PHARMACEUTICALSINC	COM	942683103	705	26,225	X
WATTS WATER TECHNOLOGIES INC	CL A	942749102	697	25,850	X
WEBMD CORP	COM	94769M105	566	60,706	X
WEIGHT WATCHERS INTL INC NEW	COM	948626106	777	19,845	X
WEINGARTEN RLTY INVS	SH BEN INT	948741103	879	28,115	X
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	7,829	69,893	X
WELLS FARGO & CO NEW	COM	949746101	39,206	685,069	X
WENDYS INTL INC	COM	950590109	1,856	53,264	X
WEST CORP	COM	952355105	670	25,631	X
WESTAR ENERGY INC	COM	95709T100	757	38,044	X
WESTAMERICA BANCORPORATION	COM	957090103	813	15,500	X
WESTERN DIGITAL CORP	COM	958102105	181	20,858	X
WESTERN GAS RES INC	COM	958259103	1,162	35,770	X
WESTERN WIRELESS CORP	CL A	95988E204	1,835	63,477	X
WESTWOOD ONE INC	COM	961815107	389	16,348	X
WEYERHAEUSER CO	COM	962166104	4,459	70,642	X
WHIRLPOOL CORP	COM	963320106	2,543	37,077	X
WHITNEY HLDG CORP	COM	966612103	2,075	46,448	X
WHOLE FOODS MKT INC	COM	966837106	5,513	57,757	X
WILEY JOHN & SONS INC	CL A	968223206	917	28,668	X

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
WILLIAMS COS INC DEL	COM	969457100	894	75,110	X		
WILLIAMS SONOMA INC	COM	969904101	744	22,558	X		
WILMINGTON TRUST CORP	COM	971807102	1,230	33,039	X		
WINN DIXIE STORES INC	COM	974280109	88	12,250	X		
WISCONSIN ENERGY CORP	COM	976657106	544	16,686	X		
WOLVERINE WORLD WIDE INC	COM	978097103	578	22,000	X		
WORTHINGTON INDS INC	COM	981811102	634	30,902	X		
WRIGLEY WM JR CO	COM	982526105	5,481	86,927	X		
WYETH	COM	983024100	17,606	486,884	X		
WYNN RESORTS LTD	COM	983134107	1,045	27,051	X		
XM SATELLITE RADIO HLDGS INC	CL A	983759101	2,399	87,905	X		
XTO ENERGY INC	COM	98385X106	3,849	129,208	X		
XCEL ENERGY INC	COM	98389B100	1,552	92,873	X		
XILINX INC	COM	983919101	3,937	118,203	X		
XEROX CORP	COM	984121103	3,493	240,912	X		
YAHOO INC	COM	984332106	26,076	716,364	X		
YELLOW ROADWAY CORP	COM	985577105	418	10,476	X		
YUM BRANDS INC	COM	988498101	5,400	145,084	X		
ZEBRA TECHNOLOGIES CORP	CL A	989207105	4,082	46,921	X		
ZIMMER HLDGS INC	COM	98956P102	19,676	223,083	X		
ZIONS BANCORPORATION	COM	989701107	1,584	25,783	X		
GRAND TOTAL			5,912,574				

19

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
					INV. DISCRETION		
					(A)	(B)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	SHARED AS DEF. INSTR. V	SHARED OTHER
BLDRS INDEX FDS							
TREMERGING MKTS 50 ADR INDEX FD	COM	09348R300	300,000	4,379	X		
ISHARES MSCI EMERGING MKTINDEX FD	ETF	464287234	48,000	300	X		
ISHARES GOLDMAN TECH INDEXGOLDMAN SACHS TECHNOLOGY INDEX	ETF	464287549	1,140,000	24,600	X		
ISHARES TRUST -							

Edgar Filing: VERIZON COMMUNICATIONS INC - Form 13F-HR

RUSSELL 1000VALUE INDEX FUND	ETF	464287598	474,000	7,900	X
ISHARES RUSSELL 2000 GROWTHINDEX FUND	ETF	464287648	1,206,000	19,300	X
AMEX HEALTH CARE SELECT SECTOR'SPDR' FUND	ETF	81369Y209	642,000	21,000	X
AMEX CONSUMER STAPLES SELECTFUND 'SPDR'	ETF	81369Y308	554,000	24,000	X
AMEX CONSUMER DISCRETIONARYSELECT SECTOR 'SPDR' FUND	ETF	81369Y407	2,116,000	66,900	X
AMEX FINANCIAL SELECT INDEXMARKET INDEX	ETF	81369Y605	4,679,000	163,700	X
AMEX INDUSTRIAL SELECT INDEX'SPDR'	ETF	81369Y704	4,270,000	149,000	X
AMEX UTILITIES SELECT INDEXMARKET INDEX	ETF	81369Y886	2,036,000	85,700	X
TELECOM HOLDRS TRUST'HOLDRS'	ETF	87927P200	2,646,000	97,800	X
ISHARES RUSSELL 1000 GROWTHGROWTH INDEX FUND	ETF	464287614	(469,000)	(9,800)	X
ISHARES RUSSELL 2000 VALUEINDEX FUND	ETF	464287630	(1,223,000)	(7,100)	X
AMEX MATERIALS SELECT'SPDR' FUND	ETF	81369Y100	(126,000)	(4,700)	X
AMEX ENERGY SELECT INDEX'SPDR'	ETF	81369Y506	(1,687,000)	(53,600)	X
			16,606,000		