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VERIZON COMMUNICATIONS INC

Form 13F-HR

May 02, 2007

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2007

Check here if Amendment ; Amendment Number-

This Amendment (Check only one.) is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.
Address: 1 Verizon Way, Building 7, 1st Floor South
Basking Ridge, New Jersey 07920

Form 13F File Number: 028-04063

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.

Person Signing this Report on Behalf of Reporting manager:

Name: David L. Beik
Title: Chief Operating Officer
Phone: 908 559-5890

Signature, Place, and Date of Signing:

/s/ David L. Beik	Basking Ridge, New Jersey	4/27/2007
----- [Signature]	[City, State]	[Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report-)
- 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

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Report summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 748
 Form 13F Information Table Value Total: 5,620,671
 (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

VERIZON INVESTMENT MANAGEMENT CORP.
 FORM 13F-SOLE INSTR V. NONE AUTHORITY
 31-MAR-07

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					SOLE	(A) INSTR. V	(B) SHARED AS DEF.
ACE LTD	ORD	G0070K103	1,141	20,000	x		
COOPER INDS LTD	CL A	G24182100	864	19,200	x		
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	715	20,000	x		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	841	50,000	x		
NABORS INDUSTRIES LTD	SHS	G6359F103	356	12,000	x		
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,504	30,000	x		
TRANSOCEAN INC	ORD	G90078109	1,324	16,200	x		
UBS AG	SHS NEW	H89231338	2,377	40,000	x		
CNH GLOBAL N V	SHS NEW	N20935206	373	10,000	x		
A D C TELECOMMUNICATIONS	COM NEW	000886309	319	19,050	x		
AFLAC INC	COM	001055102	5,417	115,119	x		
AGCO CORP	COM	001084102	351	9,504	x		
AGL RES INC	COM	001204106	334	7,807	x		
AES CORP	COM	00130H105	5,646	262,379	x		
AMB PROPERTY CORP	COM	00163T109	518	8,816	x		
AMR CORP	COM	001765106	2,264	74,368	x		
AT&T INC	COM	00206R102	97,336	2,468,576	x		
ABBOTT LABS	COM	002824100	35,244	631,616	x		
ABERCROMBIE & FITCH CO	CL A	002896207	1,136	15,015	x		
ACTIVISION INC NEW	COM NEW	004930202	894	47,207	x		
ACXIOM CORP	COM	005125109	432	20,212	x		
ADESA INC	COM	00686U104	249	9,002	x		
ADOBE SYS INC	COM	00724F101	18,169	435,705	x		
ADVANCE AUTO PARTS INC	COM	00751Y106	710	18,423	x		
ADVANCED MEDICAL OPTICS INC	COM	00763M108	377	10,127	x		
ADVANCED MICRO DEVICES INC	COM	007903107	2,699	206,651	x		
AETNA INC NEW	COM	00817Y108	6,123	139,829	x		

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AFFILIATED COMPUTER SERVICES	CL A	008190100	1,216	20,649	x
AFFILIATED MANAGERS GROUP	COM	008252108	579	5,346	x
AGERE SYS INC	COM	00845V308	1,851	81,851	x
AGILENT TECHNOLOGIES INC	COM	00846U101	2,450	72,721	x
AGILYSYS INC	COM	00847J105	899	40,000	x
AIR PRODS & CHEMS INC	COM	009158106	5,696	77,008	x
AIRGAS INC	COM	009363102	1,253	29,739	x
AKAMAI TECHNOLOGIES INC	COM	00971T101	2,565	51,377	x
ALBEMARLE CORP	COM	012653101	325	7,870	x
ALBERTO CULVER CO NEW	COM	013078100	205	8,975	x
ALCOA INC	COM	013817101	10,561	311,529	x

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F-SOLE INSTR V. NONE AUTHORITY
31-MAR-07

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		
					(A) SOLE	(B) INSTR. V	(C) SHARED OTHER
ALEXANDER & BALDWIN INC	COM	014482103	224	4,432	x		
ALLEGHENY ENERGY INC	COM	017361106	6,382	129,883	x		
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3,704	34,716	x		
ALLERGAN INC	COM	018490102	5,110	46,114	x		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	854	13,863	x		
ALLIANT ENERGY CORP	COM	018802108	528	11,775	x		
AMERICAN EXPRESS CO	COM	025816109	23,672	419,717	x		
AMERICAN FINL GROUP INC OHIO	COM	025932104	291	8,545	x		
AMERICAN INTL GROUP INC	COM	026874107	59,215	880,914	x		
AMERICAN STD COS INC DEL	COM	029712106	1,612	30,409	x		
AMERICAN TOWER CORP	CL A	029912201	6,490	166,626	x		
AMERICREDIT CORP	COM	03060R101	309	13,519	x		
AMERISOURCEBERGEN CORP	COM	03073E105	9,989	189,371	x		
AMERIPRISE FINL INC	COM	03076C106	1,230	21,520	x		
AMETEK INC NEW	COM	031100100	3,331	96,450	x		
AMGEN INC	COM	031162100	32,762	586,301	x		
AMPCO-PITTSBURGH CORP	COM	032037103	231	8,000	x		
AMPHENOL CORP NEW	CL A	032095101	987	15,293	x		
AMYLIN PHARMACEUTICALS INC	COM	032346108	718	19,210	x		
ANADARKO PETE CORP	COM	032511107	10,697	248,887	x		
ANALOG DEVICES INC	COM	032654105	2,014	58,382	x		
ANHEUSER BUSCH COS INC	COM	035229103	13,236	262,300	x		
ANNALY CAP MGMT INC	COM	035710409	309	19,987	x		
ANN TAYLOR STORES CORP	COM	036115103	1,256	32,389	x		
AON CORP	COM	037389103	1,212	31,923	x		
APACHE CORP	COM	037411105	9,099	128,694	x		
APARTMENT INVT & MGMT CO	CL A	03748R101	1,715	29,736	x		
APOLLO GROUP INC	CL A	037604105	1,045	23,801	x		
APPLE INC	COM	037833100	36,252	390,187	x		
APPLERA CORP	COM AP BIO GRP	038020103	3,224	109,044	x		
APPLIED MATLS INC	COM	038222105	6,514	355,561	x		
AQUA AMERICA INC	COM	03836W103	415	18,465	x		

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ARCH COAL INC	COM	039380100	749	24,411	x
ARCHER DANIELS MIDLAND CO	COM	039483102	18,719	510,063	x
ARCHSTONE SMITH TR	COM	039583109	7,404	136,412	x
ARMOR HOLDINGS INC	COM	042260109	2,222	33,002	x
ARROW ELECTRS INC	COM	042735100	506	13,399	x
ASHLAND INC NEW	COM	044209104	374	5,705	x

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					(A) SOLE	(B) INSTR. V	(C) SHARED AS DEF. SHARED OTHER
ASSOCIATED BANC CORP	COM	045487105	445	13,248	x		
ASSURANT INC	COM	04621X108	11,821	220,422	x		
ASTORIA FINL CORP	COM	046265104	243	9,146	x		
ATMEL CORP	COM	049513104	518	102,965	x		
ATMOS ENERGY CORP	COM	049560105	273	8,740	x		
AUTODESK INC	COM	052769106	6,258	166,432	x		
AUTOLIV INC	COM	052800109	475	8,309	x		
AUTOMATIC DATA PROCESSING IN	COM	053015103	12,482	257,892	x		
AUTONATION INC	COM	05329W102	335	15,763	x		
AUTOZONE INC	COM	053332102	3,029	23,639	x		
AVALONBAY CMNTYS INC	COM	053484101	22,020	169,381	x		
AVAYA INC	COM	053499109	1,167	98,806	x		
BANK HAWAII CORP	COM	062540109	393	7,416	x		
BANK NEW YORK INC	COM	064057102	11,782	290,557	x		
BARD C R INC	COM	067383109	4,832	60,778	x		
BARNES & NOBLE INC	COM	067774109	239	6,053	x		
BARR PHARMACEUTICALS INC	COM	068306109	840	18,124	x		
BAUSCH & LOMB INC	COM	071707103	306	5,988	x		
BAXTER INTL INC	COM	071813109	8,784	166,779	x		
BEA SYS INC	COM	073325102	771	66,499	x		
BEAR STEARNS COS INC	COM	073902108	8,582	57,082	x		
BECKMAN COULTER INC	COM	075811109	665	10,408	x		
BECTON DICKINSON & CO	COM	075887109	16,494	214,519	x		
BED BATH & BEYOND INC	COM	075896100	4,518	112,479	x		
BEMIS INC	COM	081437105	751	22,503	x		
BERKLEY W R CORP	COM	084423102	3,869	116,814	x		
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	644	177	x		
BEST BUY INC	COM	086516101	11,201	229,898	x		
BIOMET INC	COM	090613100	1,785	42,006	x		
BIOGEN IDEC INC	COM	09062X103	7,165	161,453	x		
BLACK & DECKER CORP	COM	091797100	3,344	40,974	x		
BLACKROCK INC	COM	09247X101	5,296	33,883	x		
BLOCK H & R INC	COM	093671105	1,180	56,062	x		
BOEING CO	COM	097023105	29,829	335,493	x		
BORG WARNER INC	COM	099724106	900	11,937	x		
BOSTON PROPERTIES INC	COM	101121101	4,865	41,436	x		
BOSTON SCIENTIFIC CORP	COM	101137107	3,063	210,664	x		

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BOYD GAMING CORP COM 103304101 355 7,458 x

VERIZON INVESTMENT MANAGEMENT CORP.
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31-MAR-07

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					SOLE	SHARED AS DEF. INSTR. V	(A) (B) (C) OTHER
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	304	9,105	x		
BRINKER INTL INC	COM	109641100	1,364	41,716	x		
BRINKS CO	COM	109696104	1,046	16,483	x		
BRISTOL MYERS SQUIBB CO	COM	110122108	17,009	612,701	x		
BROADCOM CORP	CL A	111320107	6,922	215,827	x		
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,211	42,300	x		
BROWN & BROWN INC	COM	115236101	519	19,175	x		
BROWN FORMAN CORP	CL B	115637209	690	10,522	x		
BRUNSWICK CORP	COM	117043109	342	10,730	x		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	10,556	131,250	x		
CBL & ASSOC PPTYS INC	COM	124830100	289	6,444	x		
CBS CORP NEW	CL B	124857202	8,165	266,905	x		
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,080	31,586	x		
C D W CORP	COM	12512N105	616	10,030	x		
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,653	117,652	x		
CIGNA CORP	COM	125509109	2,893	20,276	x		
CIT GROUP INC	COM	125581108	2,380	44,970	x		
CMS ENERGY CORP	COM	125896100	1,818	102,155	x		
CAREER EDUCATION CORP	COM	141665109	508	16,671	x		
CARLISLE COS INC	COM	142339100	428	9,970	x		
CARMAX INC	COM	143130102	882	35,944	x		
CARPENTER TECHNOLOGY CORP	COM	144285103	510	4,222	x		
CATERPILLAR INC DEL	COM	149123101	16,108	240,310	x		
CBOT HLDGS INC	CL A	14984K106	1,637	9,017	x		
CELANESE CORP DEL	COM SER A	150870103	1,017	32,991	x		
CELGENE CORP	COM	151020104	5,434	103,579	x		
CENTERPOINT ENERGY INC	COM	15189T107	1,457	81,194	x		
CENTEX CORP	COM	152312104	1,381	33,054	x		
CENTURYTEL INC	COM	156700106	5,271	116,636	x		
CEPHALON INC	COM	156708109	738	10,368	x		
CERIDIAN CORP NEW	COM	156779100	793	22,757	x		
CERNER CORP	COM	156782104	598	10,982	x		
CHARLES RIV LABS INTL INC	COM	159864107	383	8,288	x		
CHECKFREE CORP NEW	COM	162813109	2,378	64,118	x		
CHEESECAKE FACTORY INC	COM	163072101	360	13,501	x		
CHEMTURA CORP	COM	163893100	263	24,072	x		
CHENIERE ENERGY INC	COM NEW	16411R208	292	9,359	x		
CHESAPEAKE ENERGY CORP	COM	165167107	1,284	41,572	x		

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CHEVRON CORP NEW	COM	166764100	65,237	882,055	x		
CHICAGO MERCANTILE HLDGS INC	CL A	167760107	10,071	18,915	x		
CHICOS FAS INC	COM	168615102	747	30,578	x		
CHOICE HOTELS INTL INC	COM	169905106	203	5,733	x		
CHOICEPOINT INC	COM	170388102	510	13,617	x		
CHUBB CORP	COM	171232101	12,223	236,566	x		
CHURCH & DWIGHT INC	COM	171340102	2,821	56,035	x		
CIENA CORP	COM NEW	171779309	269	9,637	x		
CIMAREX ENERGY CO	COM	171798101	306	8,275	x		
CINCINNATI FINL CORP	COM	172062101	662	15,606	x		
CIRCUIT CITY STORE INC	COM	172737108	1,005	54,227	x		
CISCO SYS INC	COM	17275R102	71,596	2,804,401	x		
CINTAS CORP	COM	172908105	821	22,737	x		
CITIGROUP INC	COM	172967101	108,406	2,111,524	x		
CITIZENS COMMUNICATIONS CO	COM	17453B101	646	43,228	x		
CITRIX SYS INC	COM	177376100	996	31,094	x		
CITY NATL CORP	COM	178566105	307	4,177	x		
CLAIRES STORES INC	COM	179584107	2,482	77,286	x		
CLARCOR INC	COM	179895107	1,049	33,000	x		
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	4,675	133,417	x		
CLOROX CO DEL	COM	189054109	2,332	36,613	x		
COACH INC	COM	189754104	9,645	192,714	x		
COCA COLA CO	COM	191216100	44,845	934,281	x		
COCA COLA ENTERPRISES INC	COM	191219104	620	30,595	x		
CONAGRA FOODS INC	COM	205887102	1,296	52,030	x		
CON-WAY INC	COM	205944101	408	8,187	x		
CONOCOPHILLIPS	COM	20825C104	52,921	774,263	x		
CONSECO INC	COM NEW	208464883	263	15,178	x		
CONSOL ENERGY INC	COM	20854P109	2,398	61,272	x		
CONSOLIDATED EDISON INC	COM	209115104	3,100	60,722	x		
CONSTELLATION BRANDS INC	CL A	21036P108	5,028	237,410	x		
CONSTELLATION ENERGY GROUP I	COM	210371100	7,350	84,531	x		
CONTINENTAL AIRLS INC	CL B	210795308	545	14,972	x		
CONVERGYS CORP	COM	212485106	2,797	110,082	x		
COOPER COS INC	COM NEW	216648402	293	6,036	x		
COPART INC	COM	217204106	338	12,083	x		
CORN PRODS INTL INC	COM	219023108	1,688	47,428	x		
CORNING INC	COM	219350105	16,279	715,885	x		

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CORPORATE EXECUTIVE BRD CO	COM	21988R102	2,152	28,333	x		
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	466	8,824	x		
COSTCO WHSL CORP NEW	COM	22160K105	11,239	208,741	x		
COUNTRYWIDE FINANCIAL CORP	COM	222372104	5,075	150,871	x		
COVANCE INC	COM	222816100	3,156	53,191	x		
COVANTA HLDG CORP	COM	22282E102	432	19,463	x		
COVENTRY HEALTH CARE INC	COM	222862104	6,076	108,398	x		
CRANE CO	COM	224399105	1,872	46,309	x		
CREE INC	COM	225447101	203	12,330	x		
CROWN CASTLE INTL CORP	COM	228227104	9,061	282,015	x		
CROWN HOLDINGS INC	COM	228368106	700	28,636	x		
CULLEN FROST BANKERS INC	COM	229899109	392	7,487	x		
CUMMINS INC	COM	231021106	2,921	20,185	x		
CURTISS WRIGHT CORP	COM	231561101	3,519	91,300	x		
CYPRESS SEMICONDUCTOR CORP	COM	232806109	423	22,789	x		
CYTEC INDS INC	COM	232820100	232	4,132	x		
CYTYC CORP	COM	232946103	668	19,518	x		
DPL INC	COM	233293109	1,177	37,869	x		
DRS TECHNOLOGIES INC	COM	23330X100	252	4,837	x		
D R HORTON INC	COM	23331A109	1,830	83,187	x		
DST SYS INC DEL	COM	233326107	2,163	28,768	x		
DTE ENERGY CO	COM	233331107	4,575	95,509	x		
DADE BEHRING HLDGS INC	COM	23342J206	2,406	54,878	x		
DANAHER CORP DEL	COM	235851102	6,490	90,836	x		
DARDEN RESTAURANTS INC	COM	237194105	7,048	171,101	x		
DAVITA INC	COM	23918K108	4,254	79,784	x		
DEAN FOODS CO NEW	COM	242370104	637	13,626	x		
DEERE & CO	COM	244199105	7,333	67,500	x		
DEL MONTE FOODS CO	COM	24522P103	230	20,005	x		
DELL INC	COM	24702R101	20,699	891,819	x		
DOLLAR TREE STORES INC	COM	256747106	435	11,365	x		
DOMINION RES INC VA NEW	COM	25746U109	11,613	130,817	x		
DOMTAR CORP	COM	257559104	821	88,223	x		
DONALDSON INC	COM	257651109	3,380	93,619	x		
DONNELLEY R R & SONS CO	COM	257867101	1,689	46,149	x		
DOUGLAS EMMETT INC	COM	25960P109	207	8,090	x		
DOVER CORP	COM	260003108	3,089	63,295	x		
DOW CHEM CO	COM	260543103	16,296	355,345	x		

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						AS DEF. INSTR. V	SHARED OTHER
DOW JONES & CO INC	COM	260561105	348	10,103	x		
DU PONT E I DE NEMOURS & CO	COM	263534109	19,255	389,537	x		
DUKE ENERGY CORP NEW	COM	26441C105	12,371	609,734	x		
DUKE REALTY CORP	COM NEW	264411505	587	13,513	x		
DUN & BRADSTREET CORP DEL NE	COM	26483E100	5,693	62,423	x		
DUQUESNE LT HLDGS INC	COM	266233105	1,781	90,000	x		
DYNEGY INC NEW	CL A	26816Q101	462	49,901	x		
E M C CORP MASS	COM	268648102	6,458	466,270	x		
ENSCO INTL INC	COM	26874Q100	4,447	81,750	x		
EOG RES INC	COM	26875P101	7,563	106,019	x		
E TRADE FINANCIAL CORP	COM	269246104	1,496	70,508	x		
EAGLE MATERIALS INC	COM	26969P108	383	8,590	x		
EAST WEST BANCORP INC	COM	27579R104	883	24,023	x		
EASTMAN CHEM CO	COM	277432100	2,387	37,690	x		
EASTMAN KODAK CO	COM	277461109	649	28,776	x		
EATON CORP	COM	278058102	4,725	56,547	x		
EATON VANCE CORP	COM NON VTG	278265103	704	19,747	x		
EBAY INC	COM	278642103	17,768	535,997	x		
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1,526	35,127	x		
ECOLAB INC	COM	278865100	2,614	60,786	x		
EDISON INTL	COM	281020107	5,632	114,640	x		
EDWARDS LIFESCIENCES CORP	COM	28176E108	510	10,063	x		
EDWARDS AG INC	COM	281760108	531	7,670	x		
EL PASO CORP	COM	28336L109	2,146	148,302	x		
ELECTRONIC ARTS INC	COM	285512109	3,619	71,860	x		
ELECTRONIC DATA SYS NEW	COM	285661104	4,358	157,450	x		
EMBARQ CORP	COM	29078E105	2,751	48,822	x		
EMDEON CORP	COM	290849108	423	27,962	x		
EMERSON ELEC CO	COM	291011104	14,256	330,849	x		
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	5,078	172,715	x		
ENERGEN CORP	COM	29265N108	2,914	57,260	x		
ENERGY CONVERSION DEVICES IN	COM	292659109	524	15,000	x		
ENERGY EAST CORP	COM	29266M109	360	14,794	x		
ENERGIZER HLDGS INC	COM	29266R108	2,738	32,088	x		
ENTERGY CORP NEW	COM	29364G103	18,301	174,431	x		
EQUIFAX INC	COM	294429105	2,478	67,997	x		
FAIR ISAAC CORP	COM	303250104	351	9,080	x		
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	277	16,589	x		

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F-SOLE INSTR V. NONE AUTHORITY
31-MAR-07

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	INV. DISCRETION	
						(A)	(B) (C)
						SHARED AS DEF. INSTR. V	SHARED OTHER

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FAMILY DLR STORES INC	COM	307000109	1,582	53,422	x
FASTENAL CO	COM	311900104	752	21,454	x
FEDERAL HOME LN MTG CORP	COM	313400301	21,890	367,968	x
FEDERAL NATL MTG ASSN	COM	313586109	15,320	280,694	x
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	658	7,263	x
FEDERATED DEPT STORES INC DE	COM	31410H101	7,764	172,337	x
FEDERATED INVS INC PA	CL B	314211103	574	15,631	x
FEDEX CORP	COM	31428X106	15,694	146,086	x
F5 NETWORKS INC	COM	315616102	462	6,922	x
FIDELITY NATL INFORMATION SV	COM	31620M106	926	20,380	x
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	1,236	51,470	x
FIFTH THIRD BANCORP	COM	316773100	4,172	107,835	x
FIRST AMERN CORP CALIF	COM	318522307	436	8,588	x
FIRST DATA CORP	COM	319963104	3,515	130,687	x
FIRST HORIZON NATL CORP	COM	320517105	513	12,345	x
FIRST MARBLEHEAD CORP	COM	320771108	845	18,827	x
FISERV INC	COM	337738108	2,546	47,992	x
FIRSTENERGY CORP	COM	337932107	11,356	171,443	x
FLORIDA ROCK INDS INC	COM	341140101	551	8,184	x
FLUOR CORP NEW	COM	343412102	1,341	14,946	x
FLOWERVE CORP	COM	34354P105	1,714	29,964	x
FOOT LOCKER INC	COM	344849104	771	32,721	x
FORD MTR CO DEL	COM PAR \$0.01	345370860	3,699	468,793	x
FOREST CITY ENTERPRISES INC	CL A	345550107	2,781	42,022	x
FOREST LABS INC	COM	345838106	8,536	165,932	x
FORTUNE BRANDS INC	COM	349631101	1,910	24,236	x
FOUNDATION COAL HLDGS INC	COM	35039W100	920	26,778	x
FRANKLIN RES INC	COM	354613101	14,561	120,512	x
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	9,371	141,574	x
FRONTIER OIL CORP	COM	35914P105	2,632	80,641	x
FULTON FINL CORP PA	COM	360271100	253	17,389	x
GATX CORP	COM	361448103	295	6,176	x
GALLAGHER ARTHUR J & CO	COM	363576109	333	11,754	x
GALLAHER GROUP PLC	SPONSORED ADR	363595109	1,339	15,000	x
GAMESTOP CORP NEW	CL A	36467W109	730	22,416	x
GANNETT INC	COM	364730101	5,056	89,825	x
GAP INC DEL	COM	364760108	2,162	125,647	x
GARDNER DENVER INC	COM	365558105	1,918	55,037	x

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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		
					(A) SOLE	(B) INSTR. V	(C) SHARED AS DEF. SHARED OTHER
GEN-PROBE INC NEW	COM	36866T103	415	8,806	x		
GENENTECH INC	COM NEW	368710406	32,822	399,678	x		
GENERAL DYNAMICS CORP	COM	369550108	15,887	207,941	x		
GENERAL ELECTRIC CO	COM	369604103	131,859	3,729,033	x		
GOOGLE INC	CL A	38259P508	51,061	111,447	x		

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GRACO INC	COM	384109104	1,538	39,280	x
GRAINGER W W INC	COM	384802104	1,684	21,797	x
GRANT PRIDECO INC	COM	38821G101	2,111	42,350	x
GREAT PLAINS ENERGY INC	COM	391164100	258	7,962	x
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,788	60,000	x
HCC INS HLDGS INC	COM	404132102	474	15,390	x
HNI CORP	COM	404251100	381	8,299	x
HRPT PPTYS TR	COM SH BEN INT	40426W101	259	21,024	x
HALLIBURTON CO	COM	406216101	10,913	343,834	x
HANESBRANDS INC	COM	410345102	383	13,044	x
HANOVER INS GROUP INC	COM	410867105	294	6,385	x
HANSEN NAT CORP	COM	411310105	394	10,413	x
HARLEY DAVIDSON INC	COM	412822108	8,816	150,060	x
HARMAN INTL INDS INC	COM	413086109	1,097	11,421	x
HARRAHS ENTMT INC	COM	413619107	3,735	44,225	x
HARRIS CORP DEL	COM	413875105	1,805	35,420	x
HARSCO CORP	COM	415864107	642	14,322	x
HARTE-HANKS INC	COM	416196103	263	9,547	x
HARTFORD FINL SVCS GROUP INC	COM	416515104	18,673	195,364	x
HASBRO INC	COM	418056107	1,666	58,212	x
HAWAIIAN ELEC INDUSTRIES	COM	419870100	211	8,127	x
HEALTH CARE PPTY INVS INC	COM	421915109	716	19,869	x
HEALTH MGMT ASSOC INC NEW	CL A	421933102	310	28,484	x
HEALTH CARE REIT INC	COM	42217K106	314	7,142	x
HEALTH NET INC	COM	42222G108	1,025	19,044	x
HEINZ H J CO	COM	423074103	8,325	176,682	x
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	580	15,541	x
HELMERICH & PAYNE INC	COM	423452101	544	17,940	x
HERCULES INC	COM	427056106	279	14,300	x
HERSHEY CO	COM	427866108	4,297	78,610	x
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	311	13,124	x
HESS CORP	COM	42809H107	3,680	66,341	x
HEWITT ASSOCS INC	COM	42822Q100	346	11,838	x

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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		
					(A) SOLE	(B) INSTR. V	(C) SHARED AS DEF. SHARED OTHER
HEWLETT PACKARD CO	COM	428236103	52,163	1,299,516	x		
HILLENBRAND INDS INC	COM	431573104	473	7,973	x		
HILTON HOTELS CORP	COM	432848109	5,784	160,857	x		
HOLLY CORP	COM PAR \$0.01	435758305	486	8,199	x		
HOME DEPOT INC	COM	437076102	27,562	750,179	x		
HONEYWELL INTL INC	COM	438516106	11,165	242,395	x		
HORMEL FOODS CORP	COM	440452100	3,250	87,391	x		
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	436	9,325	x		
HOSPIRA INC	COM	441060100	1,091	26,666	x		
HOST HOTELS & RESORTS INC	COM	44107P104	2,153	81,846	x		

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ILLINOIS TOOL WKS INC	COM	452308109	9,455	183,227	x
IMCLONE SYS INC	COM	45245W109	484	11,864	x
INDYMAC BANCORP INC	COM	456607100	1,224	38,184	x
INGRAM MICRO INC	CL A	457153104	271	14,052	x
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	1,020	66,179	x
INTEL CORP	COM	458140100	47,194	2,467,001	x
INTEGRYS ENERGY GROUP INC	COM	45822P105	415	7,484	x
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,413	11,563	x
INTERNATIONAL BUSINESS MACHS	COM	459200101	63,127	669,713	x
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	635	13,451	x
INTERNATIONAL GAME TECHNOLOG	COM	459902102	5,996	148,485	x
INTL PAPER CO	COM	460146103	5,317	146,062	x
INTERNATIONAL RECTIFIER CORP	COM	460254105	2,099	54,942	x
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	1,304	25,231	x
INTERSIL CORP	CL A	46069S109	492	18,557	x
INTERPUBLIC GROUP COS INC	COM	460690100	917	74,469	x
INTUITIVE SURGICAL INC	COM NEW	46120E602	759	6,241	x
INTUIT	COM	461202103	2,037	74,443	x
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	2,250	57,388	x
INVITROGEN CORP	COM	46185R100	385	6,042	x
INVESTORS FINL SERVICES CORP	COM	461915100	653	11,225	x
IRON MTN INC	COM	462846106	1,551	59,348	x
ISHARES TR	RUSSELL1000VAL	464287598	10,489	126,160	x
ISHARES TR	RUSSELL1000GRW	464287614	9,405	169,000	x
ISHARES TR	RUSSELL 1000	464287622	23,445	302,833	x
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	530	34,830	x
JP MORGAN CHASE & CO	COM	46625H100	56,754	1,173,085	x
JABIL CIRCUIT INC	COM	466313103	1,309	61,148	x

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION (A) SOLE INSTR. V (B) SHARED AS DEF. (C) SHARED OTHER
JACOBS ENGR GROUP INC DEL	COM	469814107	3,984	85,408	x
JANUS CAP GROUP INC	COM	47102X105	562	26,900	x
JARDEN CORP	COM	471109108	269	7,027	x
JEFFERIES GROUP INC NEW	COM	472319102	344	11,874	x
JOHNSON & JOHNSON	COM	478160104	78,119	1,296,360	x
JOHNSON CTLS INC	COM	478366107	11,756	124,241	x
JONES APPAREL GROUP INC	COM	480074103	1,662	54,077	x
JONES LANG LASALLE INC	COM	48020Q107	637	6,109	x
JOY GLOBAL INC	COM	481165108	905	21,101	x
JUNIPER NETWORKS INC	COM	48203R104	1,538	78,144	x
KLA-TENCOR CORP	COM	482480100	1,654	31,023	x
KANSAS CITY SOUTHERN	COM NEW	485170302	337	9,463	x
KB HOME	COM	48666K109	684	16,023	x
KELLOGG CO	COM	487836108	4,393	85,418	x
KENNAMETAL INC	COM	489170100	1,303	19,266	x

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KEYCORP NEW	COM	493267108	1,517	40,493	x
LAIDLAW INTL INC	COM	50730R102	637	18,424	x
LAM RESEARCH CORP	COM	512807108	4,450	94,007	x
LAMAR ADVERTISING CO	CL A	512815101	890	14,136	x
LANDSTAR SYS INC	COM	515098101	461	10,066	x
LAS VEGAS SANDS CORP	COM	517834107	5,821	67,210	x
LAUDER ESTEE COS INC	CL A	518439104	1,037	21,226	x
LAUREATE EDUCATION INC	COM	518613104	411	6,963	x
LEAP WIRELESS INTL INC	COM NEW	521863308	3,152	47,772	x
LEGGETT & PLATT INC	COM	524660107	575	25,349	x
LEGG MASON INC	COM	524901105	8,980	95,322	x
LEHMAN BROS HLDGS INC	COM	524908100	13,209	188,511	x
LENNAR CORP	CL A	526057104	740	17,539	x
LENNOX INTL INC	COM	526107107	204	5,707	x
LEUCADIA NATL CORP	COM	527288104	481	16,351	x
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1,833	300,480	x
LEXMARK INTL NEW	CL A	529771107	5,319	90,981	x
LIBERTY GLOBAL INC	COM SER A	530555101	3,013	91,505	x
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	2,417	101,453	x
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	3,735	33,772	x
LIBERTY PPTY TR	SH BEN INT	531172104	435	8,937	x
LIFEPOINT HOSPITALS INC	COM	53219L109	275	7,187	x
LILLY ELI & CO	COM	532457108	10,792	200,922	x

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION
					(A) SOLE
LIMITED BRANDS INC	COM	532716107	2,271	87,136	x
LINCARE HLDGS INC	COM	532791100	2,064	56,323	x
LINCOLN ELEC HLDGS INC	COM	533900106	2,588	43,444	x
LINCOLN NATL CORP IND	COM	534187109	1,910	28,169	x
LINEAR TECHNOLOGY CORP	COM	535678106	1,637	51,832	x
LIZ CLAIBORNE INC	COM	539320101	4,507	105,170	x
LOCKHEED MARTIN CORP	COM	539830109	10,431	107,516	x
LOEWS CORP	COM	540424108	14,511	319,409	x
LOEWS CORP	CAROLNA GP STK	540424207	12,918	170,845	x
LOUISIANA PAC CORP	COM	546347105	213	10,639	x
LOWES COS INC	COM	548661107	27,191	863,471	x
LUBRIZOL CORP	COM	549271104	678	13,150	x
LYONDELL CHEMICAL CO	COM	552078107	1,011	33,728	x
M & T BK CORP	COM	55261F104	4,936	42,618	x
MBIA INC	COM	55262C100	10,020	152,997	x
M D C HLDGS INC	COM	552676108	1,179	24,533	x
MDU RES GROUP INC	COM	552690109	1,018	35,428	x
MEMC ELECTR MATLS INC	COM	552715104	1,518	25,052	x
MGIC INVT CORP WIS	COM	552848103	3,595	61,016	x
MGM MIRAGE	COM	552953101	2,497	35,924	x

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MSC INDL DIRECT INC	CL A	553530106	301	6,454	x
MACERICH CO	COM	554382101	1,132	12,255	x
MAXIM INTEGRATED PRODS INC	COM	57772K101	1,609	54,744	x
MCAFFEE INC	COM	579064106	767	26,383	x
MCCLATCHY CO	CL A	579489105	659	20,836	x
MCCORMICK & CO INC	COM NON VTG	579780206	5,032	130,644	x
MCDONALDS CORP	COM	580135101	21,127	468,968	x
MCGRAW HILL COS INC	COM	580645109	9,123	145,079	x
MCKESSON CORP	COM	58155Q103	4,123	70,438	x
MEADWESTVACO CORP	COM	583334107	4,168	135,148	x
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3,141	43,305	x
MEDIMMUNE INC	COM	584699102	1,545	42,464	x
MEDTRONIC INC	COM	585055106	25,072	511,045	x
MELLON FINL CORP	COM	58551A108	8,221	190,563	x
MENTOR GRAPHICS CORP	COM	587200106	980	60,000	x
MERCK & CO INC	COM	589331107	43,313	980,592	x
MEREDITH CORP	COM	589433101	304	5,301	x
MERRILL LYNCH & CO INC	COM	590188108	28,646	350,759	x

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						(A)	(B)	(C)
						SHARED		
						AS DEF.	SHARED	OTHER
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE INSTR.	INSTR. V		
METLIFE INC	COM	59156R108	16,751	265,261	x			
METTLER TOLEDO INTERNATIONAL	COM	592688105	585	6,530	x			
MICROSOFT CORP	COM	594918104	112,317	4,030,030	x			
MICROCHIP TECHNOLOGY INC	COM	595017104	1,300	36,596	x			
MICRON TECHNOLOGY INC	COM	595112103	3,092	255,964	x			
MILLENNIUM PHARMACEUTICALS I	COM	599902103	494	43,481	x			
MILLIPORE CORP	COM	601073109	658	9,076	x			
MIRANT CORP NEW	COM	60467R100	1,038	25,645	x			
MOHAWK INDS INC	COM	608190104	2,507	30,551	x			
MOLEX INC	COM	608554101	1,225	43,445	x			
MOLSON COORS BREWING CO	CL B	60871R209	463	4,892	x			
MONEYGRAM INTL INC	COM	60935Y109	401	14,463	x			
MONSANTO CO NEW	COM	61166W101	17,993	327,378	x			
MONSTER WORLDWIDE INC	COM	611742107	1,762	37,203	x			
MOODYS CORP	COM	615369105	8,158	131,451	x			
MORGAN STANLEY	COM NEW	617446448	32,695	415,127	x			
MOSAIC CO	COM	61945A107	394	14,765	x			
MOTOROLA INC	COM	620076109	18,171	1,028,359	x			
MURPHY OIL CORP	COM	626717102	998	18,697	x			
MYLAN LABS INC	COM	628530107	3,496	165,387	x			
NCR CORP NEW	COM	62886E108	3,579	74,928	x			
NII HLDGS INC	CL B NEW	62913F201	6,738	90,840	x			
NRG ENERGY INC	COM NEW	629377508	1,105	15,333	x			
NVR INC	COM	62944T105	858	1,290	x			
NYSE GROUP INC	COM	62949W103	4,800	51,203	x			

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NALCO HOLDING COMPANY	COM	62985Q101	433	18,124	x
NASDAQ STOCK MARKET INC	COM	631103108	1,651	56,133	x
NATIONAL CITY CORP	COM	635405103	11,460	307,662	x
NEWS CORP	CL A	65248E104	21,355	923,657	x
NIKE INC	CL B	654106103	15,348	144,434	x
NISOURCE INC	COM	65473P105	1,156	47,316	x
NOKIA CORP	SPONSORED ADR	654902204	1,375	60,000	x
NOBLE ENERGY INC	COM	655044105	1,059	17,747	x
NORDSTROM INC	COM	655664100	6,421	121,283	x
NORFOLK SOUTHERN CORP	COM	655844108	8,083	159,752	x
NORTHEAST UTILS	COM	664397106	2,143	65,384	x
NORTHERN TR CORP	COM	665859104	11,208	186,368	x
NORTHROP GRUMMAN CORP	COM	666807102	17,123	230,708	x

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					(A) SOLE
NOVELL INC	COM	670006105	245	33,963	x
NOVELLUS SYS INC	COM	670008101	522	16,301	x
NSTAR	COM	67019E107	1,078	30,700	x
NUCOR CORP	COM	670346105	10,370	159,216	x
NVIDIA CORP	COM	67066G104	5,761	200,176	x
NUTRI SYS INC NEW	COM	67069D108	287	5,479	x
OGE ENERGY CORP	COM	670837103	2,087	53,794	x
NUVEEN INVTS INC	CL A	67090F106	2,532	53,522	x
OSI RESTAURANT PARTNERS INC	COM	67104A101	360	9,116	x
OCCIDENTAL PETE CORP DEL	COM	674599105	28,886	585,809	x
OCEANEERING INTL INC	COM	675232102	387	9,177	x
OFFICEMAX INC DEL	COM	67622P101	376	7,126	x
OFFICE DEPOT INC	COM	676220106	4,878	138,814	x
OLD REP INTL CORP	COM	680223104	509	23,027	x
OMNICARE INC	COM	681904108	647	16,272	x
OMNICOM GROUP INC	COM	681919106	15,431	150,723	x
OMNOVA SOLUTIONS INC	COM	682129101	55	10,000	x
ONEOK INC NEW	COM	682680103	497	11,041	x
ORACLE CORP	COM	68389X105	31,989	1,764,444	x
O REILLY AUTOMOTIVE INC	COM	686091109	1,715	51,824	x
OSHKOSH TRUCK CORP	COM	688239201	666	12,568	x
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	932	14,890	x
OWENS ILL INC	COM NEW	690768403	675	26,178	x
PDL BIOPHARMA INC	COM	69329Y104	424	19,540	x
PG&E CORP	COM	69331C108	9,045	187,379	x
PMC-SIERRA INC	COM	69344F106	247	35,247	x
PMI GROUP INC	COM	69344M101	2,654	58,690	x
PNC FINL SVCS GROUP INC	COM	693475105	7,904	109,817	x
PPG INDS INC	COM	693506107	3,064	43,577	x
PPL CORP	COM	69351T106	8,324	203,519	x

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PACCAR INC	COM	693718108	5,831	79,441	x
PACKAGING CORP AMER	COM	695156109	338	13,857	x
PACTIV CORP	COM	695257105	1,040	30,815	x
PALL CORP	COM	696429307	535	14,092	x
PEPSICO INC	COM	713448108	48,375	761,091	x
PERKINELMER INC	COM	714046109	419	17,311	x
PETSMART INC	COM	716768106	788	23,910	x
PFIZER INC	COM	717081103	73,862	2,924,065	x

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F-SOLE INSTR V. NONE AUTHORITY
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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					SOLE	(A) SHARED AS INSTR. V	(B) DEF. V
PHARMACEUTICAL PROD DEV INC	COM	717124101	581	17,242	x		
PHILADELPHIA CONS HLDG CORP	COM	717528103	383	8,715	x		
PINNACLE WEST CAP CORP	COM	723484101	3,833	79,438	x		
PIONEER NAT RES CO	COM	723787107	2,254	52,284	x		
PITNEY BOWES INC	COM	724479100	2,334	51,428	x		
PLAINS EXPL& PRODTN CO	COM	726505100	606	13,435	x		
PLUM CREEK TIMBER CO INC	COM	729251108	728	18,467	x		
POGO PRODUCING CO	COM	730448107	279	5,807	x		
POLO RALPH LAUREN CORP	CL A	731572103	919	10,425	x		
POOL CORPORATION	COM	73278L105	324	9,038	x		
POPULAR INC	COM	733174106	462	27,886	x		
PRAXAIR INC	COM	74005P104	8,787	139,558	x		
PRECISION CASTPARTS CORP	COM	740189105	19,829	190,568	x		
PRICE T ROWE GROUP INC	COM	74144T108	2,139	45,335	x		
PRIDE INTL INC DEL	COM	74153Q102	768	25,507	x		
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,733	79,056	x		
PROCTER & GAMBLE CO	COM	742718109	86,191	1,364,647	x		
PROGRESS ENERGY INC	COM	743263105	1,894	37,542	x		
PROGRESSIVE CORP OHIO	COM	743315103	5,090	233,291	x		
PROLOGIS	SH BEN INT	743410102	2,567	39,542	x		
PROTECTIVE LIFE CORP	COM	743674103	308	7,001	x		
PRUDENTIAL FINL INC	COM	744320102	13,652	151,253	x		
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,754	69,292	x		
PUBLIC STORAGE INC	COM	74460D109	4,538	47,932	x		
PUGET ENERGY INC NEW	COM	745310102	299	11,624	x		
PULTE HOMES INC	COM	745867101	3,796	143,452	x		
QLOGIC CORP	COM	747277101	468	27,543	x		
QUALCOMM INC	COM	747525103	30,640	718,233	x		
QUANTA SVCS INC	COM	74762E102	364	14,415	x		
QUEST DIAGNOSTICS INC	COM	74834L100	1,348	27,029	x		
QUEST RESOURCE CORP	COM NEW	748349305	392	42,700	x		
QUESTAR CORP	COM	748356102	6,255	70,112	x		
QUICKSILVER RESOURCES INC	COM	74837R104	1,160	29,178	x		
QWEST COMMUNICATIONS INTL IN	COM	749121109	4,300	478,332	x		
R H DONNELLEY CORP	COM NEW	74955W307	466	6,577	x		

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RPM INTL INC	COM	749685103	759	32,877	x
RADIAN GROUP INC	COM	750236101	6,523	118,855	x
RADIOSHACK CORP	COM	750438103	563	20,847	x

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					(A) SOLE INSTR.
RAMBUS INC DEL	COM	750917106	306	14,399	x
RANGE RES CORP	COM	75281A109	786	23,541	x
RITE AID CORP	COM	767754104	306	52,983	x
ROBERT HALF INTL INC	COM	770323103	1,657	44,760	x
ROCKWELL AUTOMATION INC	COM	773903109	4,852	81,038	x
ROCKWELL COLLINS INC	COM	774341101	4,632	69,206	x
ROHM & HAAS CO	COM	775371107	3,418	66,095	x
ROPER INDS INC NEW	COM	776696106	3,530	64,325	x
ROSS STORES INC	COM	778296103	1,937	56,296	x
ROWAN COS INC	COM	779382100	593	18,271	x
RYDER SYS INC	COM	783549108	647	13,111	x
RYLAND GROUP INC	COM	783764103	226	5,346	x
SBA COMMUNICATIONS CORP	COM	78388J106	520	17,586	x
SEI INVESTMENTS CO	COM	784117103	5,994	99,527	x
SL GREEN RLTY CORP	COM	78440X101	1,189	8,669	x
SLM CORP	COM	78442P106	3,891	95,138	x
SPX CORP	COM	784635104	1,228	17,488	x
SABRE HLDGS CORP	CL A	785905100	2,237	68,298	x
SAFECO CORP	COM	786429100	701	10,549	x
SAFeway INC	COM NEW	786514208	1,652	45,092	x
ST JOE CO	COM	790148100	666	12,731	x
ST JUDE MED INC	COM	790849103	5,695	151,418	x
ST MARY LD & EXPL CO	COM	792228108	358	9,756	x
SAKS INC	COM	79377W108	284	13,637	x
SALESFORCE COM INC	COM	79466L302	617	14,416	x
SANDISK CORP	COM	80004C101	3,003	68,570	x
SANMINA SCI CORP	COM	800907107	248	68,411	x
SARA LEE CORP	COM	803111103	1,766	104,350	x
SCANA CORP NEW	COM	80589M102	499	11,569	x
SCHEIN HENRY INC	COM	806407102	3,039	55,076	x
SCHERING PLOUGH CORP	COM	806605101	9,128	357,825	x
SCHLUMBERGER LTD	COM	806857108	2,971	43,000	x
SCHWAB CHARLES CORP NEW	COM	808513105	7,011	383,332	x
SCIENTIFIC GAMES CORP	CL A	80874P109	371	11,296	x
SCOTTS MIRACLE GRO CO	CL A	810186106	866	19,668	x
SCRIPPS E W CO OHIO	CL A	811054204	640	14,313	x
SEACOR HOLDINGS INC	COM	811904101	223	2,265	x
SEALED AIR CORP NEW	COM	81211K100	666	21,087	x

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F-SOLE INSTR V. NONE AUTHORITY
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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
SEARS HLDGS CORP	COM	812350106	9,268	51,445	x		
SEMPRA ENERGY	COM	816851109	4,146	67,955	x		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	258	10,000	x		
SEPRACOR INC	COM	817315104	866	18,564	x		
SERVICE CORP INTL	COM	817565104	351	29,629	x		
SERVICEMASTER CO	COM	81760N109	543	35,316	x		
SHAW GROUP INC	COM	820280105	251	8,042	x		
SHERWIN WILLIAMS CO	COM	824348106	5,492	83,160	x		
SOUTHERN CO	COM	842587107	3,421	93,339	x		
SOUTHERN COPPER CORP	COM	84265V105	1,054	14,712	x		
SOUTHERN UN CO NEW	COM	844030106	325	10,679	x		
SOUTHWEST AIRLS CO	COM	844741108	3,043	207,031	x		
SOUTHWEST GAS CORP	COM	844895102	1,777	45,710	x		
SOUTHWESTERN ENERGY CO	COM	845467109	1,173	28,618	x		
SOVEREIGN BANCORP INC	COM	845905108	2,768	108,804	x		
SPECTRA ENERGY CORP	COM	847560109	8,009	304,868	x		
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	296	9,285	x		
SPRINT NEXTEL CORP	COM FON	852061100	18,517	976,637	x		
STANCORP FINL GROUP INC	COM	852891100	269	5,480	x		
STANLEY WKS	COM	854616109	1,835	33,153	x		
STAPLES INC	COM	855030102	5,757	222,794	x		
STARBUCKS CORP	COM	855244109	13,523	431,216	x		
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	5,326	82,125	x		
STATE STR CORP	COM	857477103	6,459	99,758	x		
STATION CASINOS INC	COM	857689103	710	8,197	x		
STEEL DYNAMICS INC	COM	858119100	2,074	48,002	x		
STEELCASE INC	CL A	858155203	238	11,967	x		
STERICYCLE INC	COM	858912108	3,835	47,055	x		
STRYKER CORP	COM	863667101	12,110	182,596	x		
SUN MICROSYSTEMS INC	COM	866810104	4,489	746,867	x		
SUNOCO INC	COM	86764P109	1,176	16,693	x		
SUNTRUST BKS INC	COM	867914103	14,651	176,428	x		
SUPERIOR ENERGY SVCS INC	COM	868157108	495	14,368	x		
SUPERVALU INC	COM	868536103	4,052	103,706	x		
SWIFT TRANSN CO	COM	870756103	688	22,089	x		
SYMANTEC CORP	COM	871503108	5,282	305,317	x		
SYNOPTSYS INC	COM	871607107	1,189	45,322	x		
SYNOVUS FINL CORP	COM	87161C105	1,151	35,606	x		

VERIZON INVESTMENT MANAGEMENT CORP.
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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION
					(A) SOLE
SYSCO CORP	COM	871829107	6,532	193,087	x
TCF FINL CORP	COM	872275102	441	16,748	x
TD BANKNORTH INC	COM	87235A101	325	10,097	x
TD AMERITRADE HLDG CORP	COM	87236Y108	2,428	163,190	x
TECO ENERGY INC	COM	872375100	360	20,914	x
TJX COS INC NEW	COM	872540109	5,815	215,679	x
TXU CORP	COM	873168108	15,799	246,468	x
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	943	87,700	x
TARGET CORP	COM	87612E106	31,006	523,225	x
TAUBMAN CTRS INC	COM	876664103	423	7,290	x
TECHNE CORP	COM	878377100	384	6,721	x
TEKTRONIX INC	COM	879131100	355	12,591	x
TELEFLEX INC	COM	879369106	275	4,033	x
TELEPHONE & DATA SYS INC	COM	879433100	3,259	54,658	x
3M CO	COM	88579Y101	25,275	330,701	x
TIDEWATER INC	COM	886423102	498	8,509	x
TIFFANY & CO NEW	COM	886547108	879	19,325	x
TIM HORTONS INC	COM	88706M103	994	32,670	x
TIME WARNER INC	COM	887317105	27,838	1,411,679	x
TIMKEN CO	COM	887389104	433	14,293	x
TITANIUM METALS CORP	COM NEW	888339207	507	14,122	x
TODCO	COM	88889T107	397	9,854	x
TOLL BROTHERS INC	COM	889478103	403	14,707	x
TORCHMARK CORP	COM	891027104	5,146	78,454	x
TORO CO	COM	891092108	373	7,278	x
TOTAL SYS SVCS INC	COM	891906109	204	6,404	x
TRACTOR SUPPLY CO	COM	892356106	316	6,134	x
TRANSATLANTIC HLDGS INC	COM	893521104	219	3,366	x
TRAVELERS COMPANIES INC	COM	89417E109	15,259	294,752	x
TRIAD HOSPITALS INC	COM	89579K109	512	9,790	x
TRIBUNE CO NEW	COM	896047107	586	18,249	x
TRIMBLE NAVIGATION LTD	COM	896239100	526	19,592	x
TRINITY INDS INC	COM	896522109	551	13,153	x
TYSON FOODS INC	CL A	902494103	432	22,253	x
UAL CORP	COM NEW	902549807	423	11,093	x
UDR INC	COM	902653104	702	22,923	x
UGI CORP NEW	COM	902681105	282	10,550	x
UST INC	COM	902911106	5,073	87,497	x

VERIZON INVESTMENT MANAGEMENT CORP.
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ITEM 1: ITEM 2: ITEM 3: ITEM 4: ITEM 5: ITEM 6:

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	INV. DISCRETION		
					SOLE	(A) INSTR.	(B) V
US BANCORP DEL	COM NEW	902973304	29,251	836,451	x		
URS CORP NEW	COM	903236107	227	5,327	x		
U S G CORP	COM NEW	903293405	474	10,155	x		
U S AIRWAYS GROUP INC	COM	90341W108	472	10,382	x		
ULTRA PETROLEUM CORP	COM	903914109	914	17,200	x		
UNION PAC CORP	COM	907818108	8,794	86,594	x		
UNIONBANCAL CORP	COM	908906100	340	5,361	x		
UNISYS CORP	COM	909214108	290	34,364	x		
UNIT CORP	COM	909218109	399	7,896	x		
UNITED PARCEL SERVICE INC	CL B	911312106	15,771	224,984	x		
UNITED STATES CELLULAR CORP	COM	911684108	1,265	17,219	x		
UNITED STATES STL CORP NEW	COM	912909108	1,818	18,329	x		
UNITED TECHNOLOGIES CORP	COM	913017109	37,187	572,102	x		
UNITEDHEALTH GROUP INC	COM	91324P102	30,455	574,941	x		
UNITRIN INC	COM	913275103	224	4,755	x		
UNIVERSAL HLTH SVCS INC	CL B	913903100	305	5,322	x		
UNUM GROUP	COM	91529Y106	790	34,313	x		
URBAN OUTFITTERS INC	COM	917047102	519	19,592	x		
VCA ANTECH INC	COM	918194101	515	14,183	x		
V F CORP	COM	918204108	6,791	82,198	x		
VORNADO RLTY TR	SH BEN INT	929042109	1,564	13,105	x		
VULCAN MATLS CO	COM	929160109	6,828	58,619	x		
WACHOVIA CORP 2ND NEW	COM	929903102	37,155	674,931	x		
WAL MART STORES INC	COM	931142103	43,266	921,525	x		
WALGREEN CO	COM	931422109	14,425	314,337	x		
WALTER INDS INC	COM	93317Q105	216	8,723	x		
WARNER MUSIC GROUP CORP	COM	934550104	217	12,741	x		
WASHINGTON FED INC	COM	938824109	205	8,738	x		
WASHINGTON GROUP INTL INC	COM NEW	938862208	280	4,213	x		
WASHINGTON MUT INC	COM	939322103	17,499	433,349	x		
WASHINGTON POST CO	CL B	939640108	1,622	2,124	x		
WASTE MGMT INC DEL	COM	94106L109	6,945	201,827	x		
WATERS CORP	COM	941848103	1,993	34,369	x		
WATSON PHARMACEUTICALS INC	COM	942683103	270	10,220	x		
WATTS WATER TECHNOLOGIES INC	CL A	942749102	943	24,800	x		
WEBSTER FINL CORP CONN	COM	947890109	278	5,789	x		
WEIGHT WATCHERS INTL INC NEW	COM	948626106	364	7,901	x		
WEINGARTEN RLTY INVS	SH BEN INT	948741103	1,400	29,443	x		

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					SOLE	(A) INSTR.	(B) V

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WELLCARE HEALTH PLANS INC	COM	94946T106	5,164	60,578	x
WELLPOINT INC	COM	94973V107	19,751	243,537	x
WELLS FARGO & CO NEW	COM	949746101	38,672	1,123,194	x
WENDYS INTL INC	COM	950590109	471	15,038	x
WESCO INTL INC	COM	95082P105	518	8,258	x
WESTERN DIGITAL CORP	COM	958102105	2,945	175,175	x
WESTERN UN CO	COM	959802109	4,625	210,687	x
WEYERHAEUSER CO	COM	962166104	4,673	62,529	x
WHIRLPOOL CORP	COM	963320106	1,359	16,004	x
WHITNEY HLDG CORP	COM	966612103	201	6,581	x
WHOLE FOODS MKT INC	COM	966837106	1,073	23,914	x
WILEY JOHN & SONS INC	CL A	968223206	285	7,552	x
WILLIAMS COS INC DEL	COM	969457100	5,437	191,023	x
WILLIAMS SONOMA INC	COM	969904101	582	16,416	x
WILMINGTON TRUST CORP	COM	971807102	288	6,833	x
WINDSTREAM CORP	COM	97381W104	873	59,441	x
WISCONSIN ENERGY CORP	COM	976657106	3,456	71,219	x
WRIGLEY WM JR CO	COM	982526105	6,625	130,076	x
WYETH	COM	983024100	23,656	472,837	x
WYNDHAM WORLDWIDE CORP	COM	98310W108	2,015	59,002	x
WYNN RESORTS LTD	COM	983134107	2,172	22,896	x
XM SATELLITE RADIO HLDGS INC	CL A	983759101	674	52,185	x
XTO ENERGY INC	COM	98385X106	7,353	134,160	x
XCEL ENERGY INC	COM	98389B100	4,706	190,621	x
XILINX INC	COM	983919101	3,310	128,641	x
XEROX CORP	COM	984121103	4,336	256,702	x