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US BANCORP \DE\
Form 13F-HR
February 18, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended 12/31/2008

Check here if Amendment:

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

Institutional Investment Manager filing this Report:

Name: U.S. Bancorp
Address: 800 Nicollet Mall
Minneapolis, MN 55402-7020

Form 13F File Number: 028-00551

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: Beverly Antonich
Title: Vice President
Phone: 612-303-7974

Signature, Place, and Date of Signing:

/s/ Beverly Antonich
Beverly Antonich, Minneapolis, Minnesota February 17, 2009
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

Report Summary:

Number of Other Included Managers: 2

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Form 13F Information Table Entry Total: 8,984

Form 13F Information Table Value Total: \$23,973,270

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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F file number	Name
001	028-02267	U.S. Bank National Association
004	028-06687	FAF Advisors, Inc

FORM 13F									
NAME OF REPORTING MANAGER: U.S. BANCORP									
ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE (X1000)	ITEM 5: SHARES OF PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM MANAG INSTR	
					(A) SOL	(B) SHR	(C) OTH		
DAIMLER A G	COMMON STOCK	D1668R123	146 185 ----- 331	3,795 4,844 ----- 8,639	X			00 00	
DEUTSCHE BANK AG	COMMON STOCK	D18190898	63 37 ----- 100	1,543 900 ----- 2,443	X			00 00	
ACE LTD	COMMON STOCK	G0070K103	23 ----- 23	430 ----- 430		X		00	
AIRCASTLE LTD	COMMON STOCK	G0129K104	3 2 15 ----- 20	666 400 3,143 ----- 4,209	X			00 00 00	
ALLIED WORLD ASSURANCE CO	COMMON STOCK	G0219G203	73 7 9 ----- 89	1,800 180 228 ----- 2,208	X			00 00 00	
AMDOCS LTD	COMMON STOCK	G02602103	635 27 73 -----	34,672 1,459 3,316 -----	X			00 00 00	

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			735	39,447			
AMERICAN SAFETY INS HOLDINGS	COMMON STOCK	G02995101	9	685	X		00
			-----	-----			
			9	685			
APEX SILVER MINES LTD	COMMON STOCK	G04074103	0	25	X	X	00
			4	3,963	X		00
			-----	-----			
			4	3,988			
ARCH CAP GROUP LTD	COMMON STOCK	G0450A105	437	6,231	X		00
			98	1,407	X	X	00
			12,800	183,385	X		00
			-----	-----			
			13,335	191,023			
ARGO GROUP INTL HLDGS LTD	COMMON STOCK	G0464B107	207	6,115	X		00
			61	1,809	X	X	00
			70	2,076	X		00
			-----	-----			
			338	10,000			
ARIES MARITIME TRANSPORT LTD	COMMON STOCK	G0474B105	0	40	X	X	00
			-----	-----			
			0	40			
ASPEN INSURANCE HOLDINGS LTD	COMMON STOCK	G05384105	33	1,344	X		00
			377	15,560	X	X	00
			3,125	128,869	X		00
			57	2,339	X	X	00
			-----	-----			
			3,592	148,112			
ASSURED GUARANTY LTD	COMMON STOCK	G0585R106	4	375	X		00
			1,598	65,104	X		00
			-----	-----			
			1,602	65,479			
AXIS CAPITAL HOLDINGS LTD	COMMON STOCK	G0692U109	23	800	X		00
			57	1,965	X	X	00
			43	1,478	X		00
			-----	-----			
			123	4,243			
ENERGY XXI (BERMUDA) LTD	COMMON STOCK	G10082108	6	8,086	X		00
			-----	-----			
			6	8,086			
ACCENTURE LTD	COMMON STOCK	G1150G111	63,227	1,928,242	X		00
			16,916	515,894	X	X	00
			23,745	722,141	X		00
			179	5,453	X	X	00
			-----	-----			
			104,067	3,171,730			
BROOKFIELD INFRASTRUCTURE PA L OTHER		G16252101	0	33	X		00
			0	13	X	X	00
			-----	-----			
			0	46			
BUNGE LIMITED	COMMON STOCK	G16962105	1,292	24,963	X		00

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			555	10,713	X	X	00
			5,561	107,421	X		00
			-----	-----			
			7,408	143,097			
CASTLEPOINT HOLDINGS LTD	COMMON STOCK	G19522112	49	3,625	X		00
			30	2,158	X		00
			-----	-----			
			79	5,783			
CENTRAL EUROPEAN MEDIA ENT A	COMMON STOCK	G20045202	27	1,235	X		00
			1	39	X		00
			-----	-----			
			28	1,274			
CHIPMOS TECHNOLOGIES BERMUDA	COMMON STOCK	G2110R106	1	2,000	X	X	00
			-----	-----			
			1	2,000			
CONSOLIDATED WATER CO LTD	COMMON STOCK	G23773107	1	88	X	X	00
			11	941	X		00
			-----	-----			
			12	1,029			
COOPER INDUSTRIES LTD CL A	COMMON STOCK	G24182100	2,316	79,231	X		00
			570	19,491	X	X	00
			6,526	220,143	X		00
			63	2,163	X	X	00
			-----	-----			
			9,475	321,028			
CREDICORP LTD	COMMON STOCK	G2519Y108	1	19	X		00
			49	975	X	X	00
			-----	-----			
			50	994			
COVIDIEN LTD	COMMON STOCK	G2552X108	4,826	133,168	X		00
			452	12,478	X	X	00
			3,702	97,766	X		00
			-----	-----			
			8,980	243,412			
ENDURANCE SPECIALTY HOLDINGS	COMMON STOCK	G30397106	131	4,298	X		00
			10	320	X	X	00
			8	259	X		00
			-----	-----			
			149	4,877			
ENSTAR GROUP LTD	COMMON STOCK	G3075P101	190	3,215	X	X	00
			25	430	X		00
			-----	-----			
			215	3,645			
ASA LTD	OTHER	G3156P103	41	800	X		00
			29	575	X	X	00
			-----	-----			
			70	1,375			
CRYPTOLOGIC LIMITED	COMMON STOCK	G3159C109	2	1,000	X		00
			-----	-----			
			2	1,000			

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EVEREST RE GROUP LTD	COMMON STOCK	G3223R108	648	8,515	X		00
			343	4,500	X	X	00
			16,757	213,818	X		00
			86	1,125	X	X	00
			-----	-----			
			17,834	227,958			
GX INTERNATIONAL HOLDINGS	COMMON STOCK	G3396L102	26	1,900	X		00
			4,810	350,513	X		00
			48	3,524	X	X	00
			-----	-----			
			4,884	355,937			
FLAGSTONE REINSURANCE HOLIN	COMMON STOCK	G3529T105	10	1,030	X		00
			-----	-----			
			10	1,030			
FOSTER WHEELER LTD	COMMON STOCK	G36535139	16	670	X		00
			9	400	X	X	00
			4	169	X		00
			-----	-----			
			29	1,239			
FRESH DEL MONTE PRODUCE INC	COMMON STOCK	G36738105	6	250	X		00
			62	2,756	X		00
			-----	-----			
			68	3,006			
FRONTLINE LTD	COMMON STOCK	G3682E127	31	1,044	X		00
			46	1,551	X	X	00
			2	55	X		00
			-----	-----			
			79	2,650			
GARMIN LTD	COMMON STOCK	G37260109	307	16,040	X		00
			142	7,425	X	X	00
			117	6,007	X		00
			8	442	X	X	00
			-----	-----			
			574	29,914			
GLOBAL CROSSING LTD	COMMON STOCK	G3921A175	15	1,821	X		00
			-----	-----			
			15	1,821			
GENPACT LIMITED	COMMON STOCK	G3922B107	34	4,207	X		00
			2	252	X	X	00
			-----	-----			
			36	4,459			
GLOBAL SOURCES LTD	COMMON STOCK	G39300101	6	1,046	X		00
			-----	-----			
			6	1,046			
GREENLIGHT CAPITAL RE LTD A	COMMON STOCK	G4095J109	36	2,750	X	X	00
			25	1,921	X		00
			-----	-----			
			61	4,671			
HELEN OF TROY CORP LTD	COMMON STOCK	G4388N106	117	6,763	X	X	00
			33	1,892	X		00
			-----	-----			

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			150	8,655			
HERBALIFE LTD	COMMON STOCK	G4412G101	142	6,532	X		00
			30	1,383	X	X	00
			2	83	X		00
			-----	-----			
			174	7,998			
INGERSOL RAND COMPANY	COMMON STOCK	G4776G101	1,844	106,277	X		00
			606	34,909	X	X	00
			1,632	82,958	X		00
			38	2,193	X	X	00
			-----	-----			
			4,120	226,337			
INVESCO LTD	COMMON STOCK	G491BT108	519	35,888	X		00
			600	41,494	X	X	00
			24,668	1,516,207	X		00
			301	20,830	X	X	00
			-----	-----			
			26,088	1,614,419			
I P C HLDGS LTD ORD	COMMON STOCK	G4933P101	226	7,546	X		00
			239	8,003	X	X	00
			101	3,394	X		00
			-----	-----			
			566	18,943			
KNIGHTSBRIDGE TANKERS LTD	COMMON STOCK	G5299G106	101	6,900	X		00
			7	500	X	X	00
			16	1,074	X		00
			-----	-----			
			124	8,474			
LAZARD LTD CL A	COMMON STOCK	G54050102	57	1,927	X		00
			2,707	74,850	X		00
			-----	-----			
			2,764	76,777			
MAIDEN HOLDINGS LTD	COMMON STOCK	G5753U112	10	3,037	X		00
			-----	-----			
			10	3,037			
MARVELL TECHNOLOGY GROUP LTD	COMMON STOCK	G5876H105	311	46,648	X		00
			14	2,103	X	X	00
			6,839	1,025,364	X		00
			-----	-----			
			7,164	1,074,115			
MAX CAPITAL GROUP LTD	COMMON STOCK	G6052F103	560	31,653	X		00
			215	12,135	X	X	00
			69	3,899	X		00
			-----	-----			
			844	47,687			
MF GLOBAL LTD	COMMON STOCK	G60642108	13	5,369	X		00
			-----	-----			
			13	5,369			
MONTPELIER RE HOLDING LTD	COMMON STOCK	G62185106	20	1,200	X		00
			13	800	X	X	00
			109	6,493	X		00

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			142	8,493			
NABORS INDUSTRIES LTD	COMMON STOCK	G6359F103	392	32,754	X		00
			55	4,590	X	X	00
			16,679	1,004,691	X		00
			17,126	1,042,035			
NOBLE CORPORATION	COMMON STOCK	G65422100	1,233	55,815	X		00
			898	40,672	X	X	00
			1,841	69,501	X		00
			42	1,920	X	X	00
			4,014	167,908			
NORDIC AMERICAN TANKER SHIPPIN	COMMON STOCK	G65773106	145	4,303	X		00
			15	449	X	X	00
			76	2,257	X		00
			236	7,009			
OPEN T V CORP	COMMON STOCK	G67543101	7	5,800	X		00
			7	5,800			
ONEBEACON INSURANCE GROUP LT C	COMMON STOCK	G67742109	61	5,830	X		00
			4	392	X	X	00
			65	6,222			
ORIENT-EXPRESS HOTEL LTD	COMMON STOCK	G67743107	0	49	X		00
			0	49			
PARTNERRE LTD	COMMON STOCK	G6852T105	349	4,908	X		00
			406	5,703	X	X	00
			21,919	307,548	X		00
			110	1,550	X	X	00
			22,784	319,709			
PLATINUM UNDERWRITER HLDGS	COMMON STOCK	G7127P100	391	10,852	X		00
			37	1,021	X	X	00
			11,568	320,653	X		00
			107	2,968	X	X	00
			12,103	335,494			
PRIMUS GUARANTY LTD	COMMON STOCK	G72457107	2	1,736	X		00
			2	1,736			
RENAISSANCE RE HOLDINGS LTD	COMMON STOCK	G7496G103	10	198	X		00
			14	284	X		00
			24	482			
SEAGATE TECHNOLOGY	COMMON STOCK	G7945J104	1	268	X		00
			14	3,165	X	X	00
			64	14,489	X		00
			4	946	X	X	00

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			83	18,868			
SHIP FINANCE INTERNATIONAL LTD	COMMON STOCK	G81075106	145	13,130	X		00
			5	490	X	X	00
			30	2,716	X		00
			180	16,336			
SIGNET JEWELERS LTD	COMMON STOCK	G81276100	17	2,000	X		00
			271	31,233	X		00
			24	2,757	X	X	00
			312	35,990			
SINA CORP	COMMON STOCK	G81477104	1	30	X		00
			1	30			
SMART MODULAR TECHNOLOGIES	COMMON STOCK	G82245104	5	3,230	X		00
			5	3,230			
TBS INTERNATIONAL LTD SER A	COMMON STOCK	G86975151	7	695	X		00
			7	695			
U T I WORLDWIDE INC	COMMON STOCK	G87210103	92	6,445	X		00
			307	21,429	X	X	00
			2	113	X		00
			401	27,987			
TEXTAINER GROUP HOLDINGS LTD	COMMON STOCK	G8766E109	7	610	X		00
			7	610			
TRANSOCEAN INC	COMMON STOCK	G90073100	1,429	9,085	X		00
			1,429	9,085			
TYCO INTERNATIONAL LTD	COMMON STOCK	G9143X208	1,442	66,753	X		00
			195	9,009	X	X	00
			3,023	111,729	X		00
			4,660	187,491			
TYCO ELECTRONICS LTD	COMMON STOCK	G9144P105	520	32,110	X		00
			107	6,620	X	X	00
			1,916	99,966	X		00
			8	521	X	X	00
			2,551	139,217			
VALIDUS HOLDINGS LTD	COMMON STOCK	G9319H102	80	3,049	X		00
			377	14,395	X	X	00
			852	32,576	X		00
			14	550	X	X	00
			1,323	50,570			
VISTAPRINT LTD	COMMON STOCK	G93762204	24	1,286	X		00

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			2,765	148,624	X		00
			30	1,589	X	X	00
			-----	-----			
			2,819	151,499			
WARNER CHILCOTT LIMITED CL A	COMMON STOCK	G9435N108	2	104	X		00
			-----	-----			
			2	104			
GOLAR LNG LTD	COMMON STOCK	G9456A100	1	200	X	X	00
			15	2,190	X		00
			-----	-----			
			16	2,390			
WEATHERFORD INTL LTD	COMMON STOCK	G95089101	4,590	424,190	X		00
			1,714	158,400	X	X	00
			4,102	147,347	X		00
			6	544	X	X	00
			-----	-----			
			10,412	730,481			
WHITE MTNS INS GROUP LTD	COMMON STOCK	G9618E107	131	491	X		00
			85	320	X	X	00
			30	110	X		00
			-----	-----			
			246	921			
WILLIS GROUP HOLDINGS LTD	COMMON STOCK	G96655108	460	18,474	X		00
			-----	-----			
			460	18,474			
X L CAP LTD	COMMON STOCK	G98255105	6	1,709	X		00
			533	107,497	X		00
			24	6,537	X	X	00
			-----	-----			
			563	115,743			
XOMA LTD	COMMON STOCK	G9825R107	6	8,912	X		00
			-----	-----			
			6	8,912			
ACE LTD	COMMON STOCK	H0023R105	21,802	411,983	X		00
			4,927	93,111	X	X	00
			30,040	567,662	X		00
			613	11,589	X	X	00
			-----	-----			
			57,382	1,084,345			
ALCON INC	COMMON STOCK	H01301102	10,661	119,533	X		00
			3,069	34,411	X	X	00
			42	379	X		00
			-----	-----			
			13,772	154,323			
UBS AG REG	COMMON STOCK	H89231338	1,260	88,098	X		00
			0	17	X	X	00
			-----	-----			
			1,260	88,115			
MILLICOM INTL CELLULAR S A	COMMON STOCK	L6388F110	209	4,648	X		00
			46	1,033	X	X	00
			5,705	127,025	X		00

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			5,960	132,706			
ALVARION LTD	COMMON STOCK	M0861T100	1	250	X	X	00
			1	250			
AUDIOCODES LTD	COMMON STOCK	M15342104	16	3,434	X		00
			16	3,434			
CELLCOM ISRAEL LTD	COMMON STOCK	M2196U109	23	1,029	X		00
			232	10,480	X	X	00
			255	11,509			
CERAGON NETWORKS LTD	COMMON STOCK	M22013102	116	23,000	X	X	00
			116	23,000			
CHECK POINT SOFTWARE TECH LTD	COMMON STOCK	M22465104	1	72	X		00
			1	72			
EZCHIP SEMICONDUCTOR LTD	COMMON STOCK	M4146Y108	8	500	X		00
			8	500			
GIVEN IMAGING LTD	COMMON STOCK	M52020100	2	250	X		00
			2	250			
MAGAL SECURITY SYS LTD	COMMON STOCK	M6786D104	227	39,000	X		00
			227	39,000			
ORBOTECH LTD	COMMON STOCK	M75253100	1,423	354,000	X	X	00
			80	4,520	X		00
			1,503	358,520			
SILICOM LTD	COMMON STOCK	M84116108	7	1,700	X	X	00
			7	1,700			
SYNERON MEDICAL LTD	COMMON STOCK	M87245102	3	313	X		00
			3	313			
ASM INTL NV	COMMON STOCK	N07045102	7	800	X		00
			24	2,700	X	X	00
			31	3,500			
CASCAL N V	COMMON STOCK	N1842P109	8	2,000	X		00
			8	2,000			
CNH GLOBAL N V	COMMON STOCK	N20935206	31	2,000	X		00
			31	2,000			

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CORE LABORATORIES N V	COMMON STOCK	N22717107	420	7,025	X		00
			156	2,606	X	X	00
			-----	-----			
			576	9,631			
EURAND NV	COMMON STOCK	N31010106	2	200	X	X	00
			2,573	249,875	X		00
			-----	-----			
			2,575	250,075			
ORTHOFIX INTL N V	COMMON STOCK	N6748L102	4	264	X		00
			18	1,133	X		00
			-----	-----			
			22	1,397			
QIAGEN NV ORD	COMMON STOCK	N72482107	854	48,641	X		00
			696	39,610	X	X	00
			-----	-----			
			1,550	88,251			
BANCO LATINOAMERICANO DE EXP C	COMMON STOCK	P16994132	24	1,689	X		00
			-----	-----			
			24	1,689			
COPA HOLDINGS SA CL A	COMMON STOCK	P31076105	2	72	X		00
			-----	-----			
			2	72			
STEINER LEISURE LTD ORD	COMMON STOCK	P8744Y102	22	748	X		00
			32	1,098	X		00
			-----	-----			
			54	1,846			
ULTRAPETROL BAHAMAS LTD	COMMON STOCK	P94398107	6	1,711	X		00
			-----	-----			
			6	1,711			
EXCEL MARITIME CARRIERS LTD	COMMON STOCK	V3267N107	3	401	X		00
			1	185	X	X	00
			-----	-----			
			4	586			
ROYAL CARIBBEAN CRUISES LTD	COMMON STOCK	V7780T103	387	28,162	X		00
			48	3,478	X	X	00
			36	2,576	X		00
			2	141	X	X	00
			-----	-----			
			473	34,357			
CAPITAL PRODUCT PARTNERS L P	OTHER	Y11082107	5	690	X		00
			-----	-----			
			5	690			
DHT MARITIME INC	COMMON STOCK	Y2065G105	13	2,380	X		00
			-----	-----			
			13	2,380			
DIANA SHIPPING INC	COMMON STOCK	Y2066G104	48	3,750	X		00
			35	2,750	X	X	00
			-----	-----			
			83	6,500			

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DRYSHIPS INC	COMMON STOCK	Y2109Q101	1	48	X		00
			6	576	X	X	00

			7	624			
EAGLE BULK SHIPPING INC	COMMON STOCK	Y2187A101	25	3,685	X		00
			4	609	X	X	00
			21	3,066	X		00

			50	7,360			
EUROSEAS LTD	COMMON STOCK	Y23592200	11	2,500	X		00

			11	2,500			
FLEXTRONICS INTERNATIONAL LTD	COMMON STOCK	Y2573F102	127	49,754	X		00
			56	21,682	X	X	00

			183	71,436			
GENCO SHIPPING & TRADING LTD	COMMON STOCK	Y2685T107	34	2,318	X		00
			20	1,350	X	X	00
			22	1,479	X		00

			76	5,147			
GIGA MEDIA LTD	COMMON STOCK	Y2711Y104	2	280	X	X	00

			2	280			
OCEANFREIGHT INC	COMMON STOCK	Y64202107	3	900	X	X	00

			3	900			
SEASPAN CORP	COMMON STOCK	Y75638109	313	35,149	X		00
			323	36,334	X	X	00

			636	71,483			
TEEKAY LNG PARTNERS L P	OTHER	Y8564M105	3	200	X		00
			10	671	X	X	00

			13	871			
TEEKAY CORPORATION	COMMON STOCK	Y8564W103	3	164	X		00
			4	200	X	X	00
			1	78	X		00

			8	442			
TEEKAY TANKERS LTD	COMMON STOCK	Y8565N102	11	864	X		00

			11	864			
VERIGY LTD	COMMON STOCK	Y93691106	20	2,112	X		00
			24	2,464	X	X	00
			2,635	226,015	X		00
			12	1,297	X	X	00

			2,691	231,888			
AAON INC	COMMON STOCK	000360206	18	843	X		00

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			18	843			
A A R CORP	COMMON STOCK	000361105	58	3,151	X		00
			416	22,575	X	X	00
			48	2,613	X		00
			522	28,339			
ABB LTD A D R	COMMON STOCK	000375204	5,266	350,834	X		00
			231	15,412	X	X	00
			5,497	366,246			
ACCO BRANDS CORP	COMMON STOCK	00081T108	103	30,024	X		00
			102	29,589	X	X	00
			13	3,690	X		00
			218	63,303			
A C MOORE ARTS & CRAFTS INC	COMMON STOCK	00086T103	4	2,645	X		00
			4	2,645			
ADC TELECOMMUNICATIONS INC	COMMON STOCK	000886309	244	44,529	X		00
			195	35,636	X	X	00
			4,878	878,364	X		00
			50	9,112	X	X	00
			5,367	967,641			
A B M INDS INC	COMMON STOCK	000957100	13	681	X		00
			76	4,000	X	X	00
			57	2,991	X		00
			146	7,672			
A E P INDUSTRIES INC	COMMON STOCK	001031103	6	349	X		00
			6	349			
A F C ENTERPRISES INC	COMMON STOCK	00104Q107	8	1,725	X		00
			9	1,828	X		00
			17	3,553			
AFLAC INC	COMMON STOCK	001055102	9,258	201,967	X		00
			1,965	42,848	X	X	00
			14,957	321,396	X		00
			525	11,445	X	X	00
			26,705	577,656			
AGCO CORP	COMMON STOCK	001084102	825	34,969	X		00
			28	1,174	X	X	00
			475	20,132	X		00
			1,328	56,275			
A G L RES INC	COMMON STOCK	001204106	285	9,093	X		00
			197	6,283	X	X	00
			790	25,194	X		00

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			26	824	X	X	00
			-----	-----			
			1,298	41,394			
A H BELO CORP CL A	COMMON STOCK	001282102	0	190	X		00
			3	1,334	X		00
			-----	-----			
			3	1,524			
A E S CORP	COMMON STOCK	00130H105	45	5,519	X		00
			82	9,991	X	X	00
			1,198	126,337	X		00
			-----	-----			
			1,325	141,847			
A K STEEL HLDG CORP	COMMON STOCK	001547108	32	3,414	X		00
			17	1,860	X	X	00
			168	18,041	X		00
			-----	-----			
			217	23,315			
A M B PPTY CORP	COMMON STOCK	00163T109	128	5,467	X		00
			47	2,000	X	X	00
			701	25,182	X		00
			-----	-----			
			876	32,649			
AMAG PHARMACEUTICALS INC	COMMON STOCK	00163U106	41	1,159	X		00
			-----	-----			
			41	1,159			
AMN HEALTHCARE SVCS INC	COMMON STOCK	001744101	3	300	X	X	00
			1,326	124,631	X		00
			-----	-----			
			1,329	124,931			
A M R CORP DEL	COMMON STOCK	001765106	3	313	X	X	00
			8	724	X		00
			-----	-----			
			11	1,037			
APAC TELESERVICES INC	COMMON STOCK	00185E106	4	3,000	X		00
			-----	-----			
			4	3,000			
AT&T INC	COMMON STOCK	00206R102	89,681	3,146,680	X		00
			68,452	2,401,818	X	X	00
			89,756	3,075,902	X		00
			2,225	78,074	X	X	00
			-----	-----			
			250,114	8,702,474			
A T M I INC	COMMON STOCK	00207R101	28	1,816	X	X	00
			644	22,224	X		00
			-----	-----			
			672	24,040			
A T S MEDICAL INCORPORATED	COMMON STOCK	002083103	17	6,200	X		00
			150	54,000	X	X	00
			-----	-----			
			167	60,200			

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A T P OIL & GAS CORPORATION	COMMON STOCK	00208J108	11	1,858	X		00
			-----	-----			
			11	1,858			
ATC TECHNOLOGY CORP	COMMON STOCK	00211W104	7	491	X		00
			1,219	83,387	X		00
			11	730	X	X	00
			-----	-----			
			1,237	84,608			
AU OPTRONICS CORPA D R	COMMON STOCK	002255107	2	306	X		00
			7	974	X	X	00
			-----	-----			
			9	1,280			
A V I BIO PHARMA INC	COMMON STOCK	002346104	6	9,000	X		00
			0	710	X	X	00
			-----	-----			
			6	9,710			
AVX CORP	COMMON STOCK	002444107	179	22,483	X		00
			89	11,200	X	X	00
			148	18,668	X		00
			14	1,731	X	X	00
			-----	-----			
			430	54,082			
AZZ INCORPORATED	COMMON STOCK	002474104	227	9,066	X		00
			15	592	X	X	00
			20	804	X		00
			-----	-----			
			262	10,462			
AARON RENTS INC	COMMON STOCK	002535201	41	1,545	X		00
			2,827	106,196	X		00
			56	2,100	X	X	00
			-----	-----			
			2,924	109,841			
ABAXIS INC	COMMON STOCK	002567105	84	5,262	X		00
			2	138	X	X	00
			23	1,457	X		00
			-----	-----			
			109	6,857			
ABBOTT LABS	COMMON STOCK	002824100	138,479	2,594,698	X		00
			120,832	2,264,040	X	X	00
			77,663	1,457,501	X		00
			1,638	30,697	X	X	00
			-----	-----			
			338,612	6,346,936			
ABERCROMBIE & FITCH CO CL A	COMMON STOCK	002896207	670	29,059	X		00
			49	2,108	X	X	00
			5,204	86,685	X		00
			20	886	X	X	00
			-----	-----			
			5,943	118,738			
ABERDEEN ASIA PACIFIC PRIME IN OTHER		003009107	235	54,567	X		00
			281	65,357	X	X	00
			219	51,000	X		00

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			735	170,924			
ABERDEEN AUSTRALIA EQUITY FUND OTHER		003011103	11	1,469	X		00
			117	16,200	X	X	00
			128	17,669			
ABERDEEN GLOBAL INCOME OTHER		003013109	79	9,350	X	X	00
			79	9,350			
ABIGAIL ADAMS NATL BANCORP INC COMMON STOCK		003390101	4	1,431	X		00
			8	3,112	X	X	00
			12	4,543			
ABINGTON BANCORP INC COMMON STOCK		00350L109	15	1,614	X		00
			15	1,614			
ABIOMED INC COMMON STOCK		003654100	34	2,070	X		00
			34	2,070			
ABITIBIBOWATER INC COMMON STOCK		003687100	1	3,558	X		00
			1	3,558			
ABRAXAS PETE CORP COMMON STOCK		003830106	3	3,081	X		00
			3	3,081			
ABRAXIS BIOSCIENCE INC COMMON STOCK		00383Y102	0	7	X		00
			0	7			
ACACIA RESEARCH ACACIA TEC COMMON STOCK		003881307	2	726	X		00
			2	726			
ACADIA PHARMACEUTICALS INC COMMON STOCK		004225108	2	2,180	X		00
			2	2,180			
ACADIA RLTY TR COMMON STOCK		004239109	11	800	X	X	00
			760	51,120	X		00
			4	295	X	X	00
			775	52,215			
ACCELRYX INC COMMON STOCK		00430U103	7	1,726	X		00
			7	1,726			
ACCURAY INC COMMON STOCK		004397105	13	2,482	X		00
			13	2,482			
ACERGY SA A D R COMMON STOCK		00443E104	1,985	343,520	X		00
			79	13,583	X	X	00

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			2,064	357,103			
ACETO CORP	COMMON STOCK	004446100	562	56,215	X	X	00
			16	1,600	X		00
			-----	-----			
			578	57,815			
ACI WORLDWIDE INC	COMMON STOCK	004498101	167	10,518	X		00
			-----	-----			
			167	10,518			
ACME PACKET INC	COMMON STOCK	004764106	62	11,712	X		00
			4	677	X	X	00
			9	1,720	X		00
			-----	-----			
			75	14,109			
ACORDA THERAPEUTICS INC	COMMON STOCK	00484M106	1,882	91,739	X		00
			20	957	X	X	00
			-----	-----			
			1,902	92,696			
ACTEL CORP	COMMON STOCK	004934105	19	1,621	X		00
			-----	-----			
			19	1,621			
ACTIVIDENTITY CORP	COMMON STOCK	00506P103	41	23,175	X		00
			-----	-----			
			41	23,175			
ACTIVISION BLIZZARD INC	COMMON STOCK	00507V109	726	84,089	X		00
			365	42,281	X	X	00
			18,978	2,196,495	X		00
			78	9,082	X	X	00
			-----	-----			
			20,147	2,331,947			
ACTUATE CORP	COMMON STOCK	00508B102	10	3,427	X		00
			-----	-----			
			10	3,427			
ACTUANT CORPORATION	COMMON STOCK	00508X203	58	3,054	X		00
			768	40,400	X	X	00
			2,829	148,756	X		00
			30	1,599	X	X	00
			-----	-----			
			3,685	193,809			
ACUITY BRANDS INC	COMMON STOCK	00508Y102	35	997	X	X	00
			98	2,806	X		00
			-----	-----			
			133	3,803			
ACURA PHARMACEUTICALS INC	COMMON STOCK	00509L703	4	525	X		00
			-----	-----			
			4	525			
ACXIOM CORP	COMMON STOCK	005125109	153	18,804	X		00
			-----	-----			
			153	18,804			
ADAMS EXPRESS CO	COMMON STOCK	006212104	25	3,119	X		00

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			115	14,350	X	X	00
			-----	-----			
			140	17,469			
ADAPTEC INC	COMMON STOCK	00651F108	4	1,300	X	X	00
			27	8,131	X		00
			-----	-----			
			31	9,431			
ADMINISTAFF INC	COMMON STOCK	007094105	9	410	X		00
			570	21,016	X		00
			-----	-----			
			579	21,426			
ADOBE SYS INC	COMMON STOCK	00724F101	1,659	77,944	X		00
			322	15,131	X	X	00
			2,725	116,862	X		00
			36	1,714	X	X	00
			-----	-----			
			4,742	211,651			
ADOLOR CORPORATION	COMMON STOCK	00724X102	5	2,968	X		00
			-----	-----			
			5	2,968			
ADTRAN INC	COMMON STOCK	00738A106	55	3,706	X		00
			2,313	135,391	X		00
			-----	-----			
			2,368	139,097			
ADVANCE AMER CASH ADVANCE CTRS	COMMON STOCK	00739W107	6	3,236	X		00
			-----	-----			
			6	3,236			
ADVANCE AUTO PARTS INC	COMMON STOCK	00751Y106	121	3,583	X		00
			133	3,961	X	X	00
			31,495	935,938	X		00
			-----	-----			
			31,749	943,482			
ADVANCED BATTERY TECHNOLOGIE	COMMON STOCK	00752H102	24	9,000	X		00
			7	2,733	X		00
			-----	-----			
			31	11,733			
ADVANCED ANALOGIC TECHNOLOGIES	COMMON STOCK	00752J108	6,864	2,242,684	X		00
			74	24,488	X	X	00
			-----	-----			
			6,938	2,267,172			
ADVANCED SEMICONDUCTOR ENGNRG	COMMON STOCK	00756M404	0	1	X		00
			-----	-----			
			0	1			
ADVANTAGE ENERGY INCOME FD	COMMON STOCK	00762L101	17	4,047	X		00
			2	500	X	X	00
			-----	-----			
			19	4,547			
ADVANTEST CORP A D R	COMMON STOCK	00762U200	438	26,822	X		00
			-----	-----			
			438	26,822			

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ADVISORY BOARD CO	COMMON STOCK	00762W107	7,840	332,762	X		00
			61	2,713	X	X	00
			7,901	335,475			
ADVENT CLAYMORE GLOBAL CONVE	OTHER	007639107	6	966	X		00
			45	3,000	X		00
			51	3,966			
ADVANCED MED OPTICS INC	COMMON STOCK	00763M108	8	1,136	X		00
			8	1,199	X	X	00
			92	13,949	X		00
			108	16,284			
AECOM TECHNOLOGY CORP	COMMON STOCK	00766T100	47	1,506	X		00
			2	53	X	X	00
			4	117	X		00
			53	1,676			
AEROPOSTALE INC	COMMON STOCK	007865108	1	41	X		00
			5	302	X	X	00
			8,865	524,879	X		00
			8,871	525,222			
ADVANCED MICRO DEVICES INC	COMMON STOCK	007903107	90	41,898	X		00
			3	1,500	X	X	00
			313	114,017	X		00
			406	157,415			
AEGON N V NY REG SHR	COMMON STOCK	007924103	1,745	288,394	X		00
			363	60,005	X	X	00
			2,108	348,399			
ADVANTA CORP CL B	COMMON STOCK	007942204	5	2,473	X		00
			5	2,473			
ADVANCED ENERGY INDS INC	COMMON STOCK	007973100	22	2,242	X		00
			22	2,242			
ADVENT SOFTWARE INC	COMMON STOCK	007974108	2	110	X		00
			117	5,846	X		00
			119	5,956			
AEROVIRONMENT INC	COMMON STOCK	008073108	15	400	X	X	00
			24	660	X		00
			39	1,060			
AETNA INC	COMMON STOCK	00817Y108	3,238	113,618	X		00
			838	29,424	X	X	00
			3,442	113,860	X		00
			65	2,296	X	X	00

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			7,583	259,198			
AFFILIATED COMPUTER SVCS INC C COMMON STOCK	008190100	1,066	23,223	X		00	
		334	7,260	X	X	00	
		871	18,560	X		00	
		2,271	49,043				
AFFILIATED MANAGERS GROUP INC COMMON STOCK	008252108	422	10,050	X		00	
		192	4,589	X	X	00	
		5,604	126,403	X		00	
		48	1,141	X	X	00	
		6,266	142,183				
AFFYMAX INC COMMON STOCK	00826A109	7	674	X		00	
		7	674				
AFFYMETRIX INC COMMON STOCK	00826T108	58	19,622	X		00	
		58	19,622				
AGFEED INDS INC COMMON STOCK	00846L101	2	1,325	X		00	
		2	1,325				
AGILENT TECHNOLOGIES INC COMMON STOCK	00846U101	845	54,077	X		00	
		977	62,525	X	X	00	
		1,266	72,002	X		00	
		3,088	188,604				
AGNICO EAGLE MINES LTD COMMON STOCK	008474108	31	600	X		00	
		626	12,191	X	X	00	
		657	12,791				
AGILYSYS INC COMMON STOCK	00847J105	6	1,502	X		00	
		6	1,502				
AGREE RLTY CORP COMMON STOCK	008492100	9	500	X	X	00	
		10	543	X		00	
		19	1,043				
AGRIUM INC COMMON STOCK	008916108	3,201	93,787	X		00	
		203	5,919	X	X	00	
		3,404	99,706				
AIR METHODS CORP COMMON STOCK	009128307	29	1,800	X		00	
		64	4,000	X	X	00	
		12	770	X		00	
		105	6,570				
AIR PRODS CHEMICALS INC COMMON STOCK	009158106	3,463	68,890	X		00	
		3,690	73,409	X	X	00	
		3,706	59,440	X		00	

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			48	954	X	X	00
			-----	-----			
			10,907	202,693			
AIRGAS INC	COMMON STOCK	009363102	681	17,483	X		00
			111	2,857	X	X	00
			3,643	68,808	X		00
			-----	-----			
			4,435	89,148			
AIRTRAN HLDGS INC	COMMON STOCK	00949P108	38	8,736	X		00
			10	2,300	X	X	00
			149	33,569	X		00
			-----	-----			
			197	44,605			
AIRVANA INC	COMMON STOCK	00950V101	10	1,553	X		00
			-----	-----			
			10	1,553			
AIXTRON AG A D R	COMMON STOCK	009606104	2	249	X		00
			-----	-----			
			2	249			
AKAMAI TECHNOLOGIES INC	COMMON STOCK	00971T101	238	15,759	X		00
			36	2,362	X	X	00
			568	32,061	X		00
			0	22	X	X	00
			-----	-----			
			842	50,204			
AKEENA SOLAR INC	COMMON STOCK	009720103	3	1,433	X		00
			-----	-----			
			3	1,433			
AKORN INC	COMMON STOCK	009728106	8	3,711	X		00
			-----	-----			
			8	3,711			
ALAMO GROUP INC	COMMON STOCK	011311107	130	8,700	X		00
			6	403	X		00
			-----	-----			
			136	9,103			
ALASKA AIR GROUP INC	COMMON STOCK	011659109	47	1,605	X		00
			179	6,103	X	X	00
			316	10,810	X		00
			-----	-----			
			542	18,518			
ALASKA COMMUNICATIONS SYSTEM G	COMMON STOCK	01167P101	350	37,387	X		00
			14	1,542	X	X	00
			24	2,617	X		00
			-----	-----			
			388	41,546			
ALBANY INTL CORP CL A	COMMON STOCK	012348108	26	2,014	X		00
			-----	-----			
			26	2,014			
ALBANY MOLECULAR RESH INC	COMMON STOCK	012423109	17	1,693	X		00
			-----	-----			

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			17	1,693			
ALBEMARLE CORP	COMMON STOCK	012653101	93	4,187	X		00
			6	267	X	X	00
			11,701	522,211	X		00
			100	4,488	X	X	00
			-----	-----			
			11,900	531,153			
ALBERTO CULVER CO	COMMON STOCK	013078100	356	14,524	X		00
			98	3,981	X	X	00
			26,203	1,069,053	X		00
			124	5,051	X	X	00
			-----	-----			
			26,781	1,092,609			
ALCOA INC	COMMON STOCK	013817101	6,582	584,615	X		00
			2,434	216,179	X	X	00
			2,605	174,463	X		00
			23	2,022	X	X	00
			-----	-----			
			11,644	977,279			
ALCATEL LUCENT A D R	COMMON STOCK	013904305	206	95,843	X		00
			17	7,740	X	X	00
			2	1,006	X		00
			-----	-----			
			225	104,589			
ALEXANDER & BALDWIN INC	COMMON STOCK	014482103	29	1,150	X		00
			8	300	X	X	00
			228	9,115	X		00
			-----	-----			
			265	10,565			
ALEXANDERS INC	COMMON STOCK	014752109	40	157	X		00
			-----	-----			
			40	157			
ALEXANDRIA REAL ESTATE EQUITIE	COMMON STOCK	015271109	9	157	X		00
			2,779	44,639	X		00
			-----	-----			
			2,788	44,796			
ALEXION PHARMACEUTICALS INC	COMMON STOCK	015351109	184	5,095	X		00
			18	508	X	X	00
			3,935	108,724	X		00
			24	659	X	X	00
			-----	-----			
			4,161	114,986			
ALEXZA PHARMACEUTICALS INC	COMMON STOCK	015384100	5	1,600	X		00
			-----	-----			
			5	1,600			
ALICO INC	COMMON STOCK	016230104	12	304	X		00
			-----	-----			
			12	304			
ALIGN TECHNOLOGY INC	COMMON STOCK	016255101	25	2,800	X	X	00
			36	4,197	X		00
			-----	-----			

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			61	6,997			
ALKERMES INC	COMMON STOCK	01642T108	5	500	X		00
			69	6,533	X		00
			-----	-----			
			74	7,033			
ALLEGHANY CORP DEL	COMMON STOCK	017175100	73	259	X		00
			4	16	X		00
			-----	-----			
			77	275			
ALLEGHENY ENERGY INC	COMMON STOCK	017361106	225	6,656	X		00
			154	4,550	X	X	00
			1,135	31,530	X		00
			-----	-----			
			1,514	42,736			
ALLEGHENY TECHNOLOGIES INC	COMMON STOCK	01741R102	120	4,686	X		00
			244	9,552	X	X	00
			644	19,626	X		00
			-----	-----			
			1,008	33,864			
ALLEGIANT TRAVEL CO	COMMON STOCK	01748X102	45	940	X		00
			-----	-----			
			45	940			
ALLERGAN INC	COMMON STOCK	018490102	5,717	141,780	X		00
			2,446	60,668	X	X	00
			11,487	282,646	X		00
			-----	-----			
			19,650	485,094			
ALLETE INC	COMMON STOCK	018522300	812	25,158	X		00
			561	17,380	X	X	00
			51	1,589	X		00
			-----	-----			
			1,424	44,127			
ALLIANCE DATA SYSTEMS CORP	COMMON STOCK	018581108	205	4,414	X		00
			9	188	X	X	00
			687	14,773	X		00
			-----	-----			
			901	19,375			
ALLIANCE IMAGING INC DEL	COMMON STOCK	018606202	20	2,543	X		00
			2,164	271,630	X		00
			-----	-----			
			2,184	274,173			
ALLIANCEBERNSTEIN NATIONAL MUN OTHER		01864U106	45	4,744	X		00
			-----	-----			
			45	4,744			
ALLIANCE ONE INTL INC	COMMON STOCK	018772103	19	6,521	X		00
			-----	-----			
			19	6,521			
ALLIANCE RESOURCE PARTNERS L P OTHER		01877R108	257	9,575	X		00
			19	700	X	X	00
			-----	-----			

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			276	10,275			
ALLIANCEBERNSTEIN GL HIGH INCO OTHER		01879R106	30	4,003	X		00
			31	4,135	X	X	00
			-----	-----			
			61	8,138			
ALLIANT ENERGY CORP	COMMON STOCK	018802108	6,341	217,287	X		00
			2,348	80,460	X	X	00
			1,077	36,756	X		00
			18	606	X	X	00
			-----	-----			
			9,784	335,109			
ALLIANT TECHSYSTEMS INC	COMMON STOCK	018804104	29	334	X		00
			100	1,169	X	X	00
			630	7,345	X		00
			-----	-----			
			759	8,848			
ALLIANT TECHSYSTEMS 2.750% 2 OTHER		018804AH7	46	40,000	X		00
			-----	-----			
			46	40,000			
ALLIANT TECHSYS CV 2.750% 9 OTHER		018804AN4	39	40,000	X		00
			-----	-----			
			39	40,000			
ALLIANZ SE	COMMON STOCK	018805101	558	51,533	X		00
			41	3,791	X	X	00
			-----	-----			
			599	55,324			
ALLIANCEBERNSTEIN INCOME FUND	OTHER	01881E101	230	32,493	X		00
			328	46,295	X	X	00
			-----	-----			
			558	78,788			
ALLIANCEBERNSTEIN HLDG L P	OTHER	01881G106	180	8,660	X		00
			505	24,280	X	X	00
			12,356	539,747	X		00
			71	3,426	X	X	00
			-----	-----			
			13,112	576,113			
ALLIED CAPITAL CORP	COMMON STOCK	01903Q108	37	13,592	X		00
			59	21,974	X	X	00
			3	803	X		00
			-----	-----			
			99	36,369			
ALLIED DEFENSE GROUP INC	COMMON STOCK	019118108	16	2,515	X	X	00
			-----	-----			
			16	2,515			
ALLIED IRISH BANKS PLC	COMMON STOCK	019228402	6	1,200	X		00
			1	200	X	X	00
			-----	-----			
			7	1,400			
ALLIED NEVADA GOLD CORP	COMMON STOCK	019344100	0	78	X	X	00
			16	3,166	X		00

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			16	3,244			
ALLIS CHALMERS ENERGY INC	COMMON STOCK	019645506	0	26	X		00
			11	1,904	X		00
			11	1,930			
ALLOS THERAPEUTICS INC	COMMON STOCK	019777101	22	3,591	X		00
			22	3,591			
ALLSCRIPTS HEALTHCARE SOLUTION	COMMON STOCK	01988P108	241	24,306	X		00
			3	330	X	X	00
			94	9,496	X		00
			338	34,132			
ALLSTATE CORP	COMMON STOCK	020002101	21,213	647,502	X		00
			9,896	302,075	X	X	00
			5,107	147,901	X		00
			154	4,699	X	X	00
			36,370	1,102,177			
ALMADEN MINERALS LTD	COMMON STOCK	020283107	4	6,000	X	X	00
			4	6,000			
ALMOST FAMILY INC	COMMON STOCK	020409108	19	409	X		00
			19	409			
ALNYLAM PHARMACEUTICALS INC	COMMON STOCK	02043Q107	12	500	X		00
			9	370	X	X	00
			59	2,405	X		00
			80	3,275			
ALON USA ENERGY INC	COMMON STOCK	020520102	7	734	X		00
			7	734			
ALPHA NATURAL RESOURCES INC	COMMON STOCK	02076X102	11	655	X		00
			6	372	X	X	00
			1	82	X		00
			18	1,109			
ALPHATEC HLDGS INC	COMMON STOCK	02081G102	96	40,829	X		00
			4	1,606	X		00
			100	42,435			
ALPINE GLOBAL DYNAMIC DIVD	OTHER	02082E106	2	300	X	X	00
			2	300			
ALPINE GLOBAL PREMIER PROPER	OTHER	02083A103	2	500	X		00
			10	2,500	X	X	00
			12	3,000			

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ALPINE TOTAL DYNAMIC DIVID FCO OTHER	021060108	29	4,633	X		00
		34	5,484	X	X	00