

VERIZON COMMUNICATIONS INC  
Form 13F-HR  
November 12, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

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      11/10/2008

-----    [City, State]                                  [Date]

[Signature]

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: 870  
 Form 13F Information Table Value Total: 3,293,562  
 (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  
 30-Sep-08

					ITEM 6: INV. DISCRETION		
					(B)		(C)
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	(A) SOLE	SHARED INSTR. V	SHARED OTHER
AMDOCS LTD	ORD	G02602103	537	19,616			
AXIS CAPITAL HOLDINGS	SHS	G0692U109	370	11,671			
ACCENTURE LTD BERMUDA	CL A	G1150G111	4,444	116,946			
BUNGE LIMITED	COM	G16962105	398	6,298			
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	389	5,946			
COOPER INDS LTD	CL A	G24182100	2,652	66,394			
COVIDIEN LTD	COM	G2552X108	1,803	33,532			
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	564	18,244			
EVEREST RE GROUP LTD	COM	G3223R108	279	3,229			
FOSTER WHEELER LTD	SHS NEW	G36535139	1,108	30,678			
FRONTLINE LTD	SHS	G3682E127	386	8,034			
GARMIN LTD	ORD	G37260109	717	21,116			
HERBALIFE LTD	COM USD SHS	G4412G101	424	10,736			
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1,845	59,181			
INVESCO LTD	SHS	G491BT108	537	25,574			
LAZARD LTD	SHS A	G54050102	394	9,221			
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,104	118,678			
MF GLOBAL LTD	SHS	G60642108	44	10,168			
NABORS INDUSTRIES LTD	SHS	G6359F103	706	28,335			
NOBLE CORPORATION	SHS	G65422100	4,400	100,224			
PARTNERRE LTD	COM	G6852T105	1,084	15,924			
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,198	23,040			
SEAGATE TECHNOLOGY	SHS	G7945J104	626	51,645			
UTI WORLDWIDE INC	ORD	G87210103	261	15,360			
TRANSOCEAN INC NEW	SHS	G90073100	11,345	103,290			
TYCO INTL LTD BERMUDA	SHS	G9143X208	3,439	98,203			
TYCO ELECTRONICS LTD	COM NEW	G9144P105	2,066	74,683			
WARNER CHILCOTT LIMITED	COM CL A	G9435N108	230	15,186			

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WEATHERFORD INTERNATIONAL LT	COM	G95089101	4,253	169,156
WHITE MTNS INS GROUP LTD	COM	G9618E107	217	461
XL CAP LTD	CL A	G98255105	306	17,083
ACE LTD	SHS	H0023R105	1,807	33,378
UBS AG	SHS NEW	H89231338	571	32,544
AFLAC INC	COM	001055102	7,937	135,091
AGCO CORP	COM	001084102	745	17,475
AES CORP	COM	00130H105	2,248	192,286
AK STL HLDG CORP	COM	001547108	580	22,390
AMB PROPERTY CORP	COM	00163T109	230	5,072
AMR CORP	COM	001765106	313	31,872
AT&T INC	COM	00206R102	39,585	1,417,811
ABBOTT LABS	COM	002824100	32,080	557,135
ABERCROMBIE & FITCH CO	CL A	002896207	639	16,197
ACTIVISION BLIZZARD INC	COM	00507V109	1,854	120,126
ADOBE SYS INC	COM	00724F101	10,646	269,733
ADVANCE AUTO PARTS INC	COM	00751Y106	624	15,729
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	378	15,472
ADVANCED MICRO DEVICES INC	COM	007903107	669	127,492
AETNA INC NEW	COM	00817Y108	6,796	188,201
AFFILIATED COMPUTER SERVICES	CL A	008190100	710	14,033
AFFILIATED MANAGERS GROUP	COM	008252108	558	6,734
AGILENT TECHNOLOGIES INC	COM	00846U101	1,783	60,100
AGILYSYS INC	COM	00847J105	313	30,995
AIR PRODS & CHEMS INC	COM	009158106	5,306	77,478
AIRGAS INC	COM	009363102	677	13,634
AKAMAI TECHNOLOGIES INC	COM	00971T101	567	32,537
ALBEMARLE CORP	COM	012653101	1,182	38,316
ALBERTO CULVER CO NEW	COM	013078100	1,234	45,295
ALCOA INC	COM	013817101	6,221	275,496
ALLEGHANY CORP DEL	COM	017175100	601	1,646
ALLEGHENY ENERGY INC	COM	017361106	2,678	72,841
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1,006	34,038
ALLERGAN INC	COM	018490102	4,885	94,848
ALLIANCE DATA SYSTEMS CORP	COM	018581108	796	12,563
ALLIANT TECHSYSTEMS INC	COM	018804104	311	3,311
ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	219	19,703
ALLSTATE CORP	COM	020002101	5,686	123,280
ALPHA NATURAL RESOURCES INC	COM	02076X102	652	12,673
ALTERA CORP	COM	021441100	2,111	102,094
ALTRIA GROUP INC	COM	02209S103	12,379	623,939
AMAZON COM INC	COM	023135106	9,267	127,359
AMBAC FINL GROUP INC	COM	023139108	94	40,293
AMEREN CORP	COM	023608102	423	10,840
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	346	7,473
AMERICAN CAP LTD	COM	02503Y103	268	10,507
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	472	30,924
AMERICAN ELEC PWR INC	COM	025537101	4,675	126,240
AMERICAN EXPRESS CO	COM	025816109	12,672	357,675
AMERICAN INTL GROUP INC	COM	026874107	1,924	577,763
AMERICAN TOWER CORP	CL A	029912201	4,299	119,519
AMERISOURCEBERGEN CORP	COM	03073E105	3,579	95,048
AMERIPRISE FINL INC	COM	03076C106	439	11,491
AMETEK INC NEW	COM	031100100	2,996	73,485
AMGEN INC	COM	031162100	17,646	297,717
AMPHENOL CORP NEW	CL A	032095101	1,159	28,870
AMYLIN PHARMACEUTICALS INC	COM	032346108	456	22,568
ANADARKO PETE CORP	COM	032511107	8,075	166,468

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VERIZON INVESTMENT MANAGEMENT CORP.  
 FORM 13F-SOLE INSTR V. NONE AUTHORITY  
 30-Sep-08

ITEM 6:  
 INV. DISCRETION

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4:	ITEM 5:	ITEM 6:		
			PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) SHARED SOLE INSTR.	(B) AS DEF. V	(C) SHARED OTHER
ANALOG DEVICES INC	COM	032654105	2,194	83,254			
ANHEUSER BUSCH COS INC	COM	035229103	13,935	214,779			
ANNALY CAP MGMT INC	COM	035710409	374	27,805			
ANNTAYLOR STORES CORP	COM	036115103	440	21,330			
ANSYS INC	COM	03662Q105	499	13,165			
AON CORP	COM	037389103	1,196	26,591			
APACHE CORP	COM	037411105	10,456	100,272			
APARTMENT INVT & MGMT CO	CL A	03748R101	887	25,317			
APOLLO GROUP INC	CL A	037604105	1,302	21,956			
APPLE INC	COM	037833100	34,561	304,074			
APPLIED BIOSYSTEMS INC DEL	COM	038149100	3,074	89,749			
APPLIED MATLS INC	COM	038222105	5,995	396,204			
APTARGROUP INC	COM	038336103	1,032	26,382			
ARCH COAL INC	COM	039380100	790	24,028			
ARCHER DANIELS MIDLAND CO	COM	039483102	4,494	205,103			
ARROW ELECTRS INC	COM	042735100	1,458	55,612			
ASSURANT INC	COM	04621X108	6,346	115,389			
ATMEL CORP	COM	049513104	345	101,678			
ATWOOD OCEANICS INC	COM	050095108	421	11,568			
AUTODESK INC	COM	052769106	2,300	68,556			
AUTOLIV INC	COM	052800109	252	7,462			
AUTOMATIC DATA PROCESSING IN	COM	053015103	6,473	151,415			
AUTOZONE INC	COM	053332102	2,495	20,229			
AVALONBAY CMNTYS INC	COM	053484101	8,409	85,439			
AVERY DENNISON CORP	COM	053611109	934	21,008			
AVNET INC	COM	053807103	1,931	78,407			
AVON PRODS INC	COM	054303102	2,920	70,254			
BB&T CORP	COM	054937107	1,069	28,282			
BJS WHOLESALE CLUB INC	COM	05548J106	251	6,448			
BJ SVCS CO	COM	055482103	291	15,191			
BOK FINL CORP	COM NEW	05561Q201	761	15,729			
BP PLC	SPONSORED ADR	055622104	601	11,987			
BMC SOFTWARE INC	COM	055921100	2,345	81,916			
BAKER HUGHES INC	COM	057224107	5,455	90,104			
BALL CORP	COM	058498106	1,101	27,870			
BANK OF AMERICA CORPORATION	COM	060505104	40,909	1,168,826			
BANK OF NEW YORK MELLON CORP	COM	064058100	9,397	288,424			
BARD C R INC	COM	067383109	2,328	24,536			
BARR PHARMACEUTICALS INC	COM	068306109	601	9,202			
BAXTER INTL INC	COM	071813109	13,995	213,239			
BE AEROSPACE INC	COM	073302101	235	14,840			
BECKMAN COULTER INC	COM	075811109	638	8,984			
BECTON DICKINSON & CO	COM	075887109	8,612	107,302			
BED BATH & BEYOND INC	COM	075896100	2,143	68,222			
BERKLEY W R CORP	COM	084423102	930	39,512			
BEST BUY INC	COM	086516101	5,366	143,102			
BIG LOTS INC	COM	089302103	373	13,420			

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BIOMARIN PHARMACEUTICAL INC	COM	09061G101	430	16,221
BIOGEN IDEC INC	COM	09062X103	4,579	91,055
BLACK & DECKER CORP	COM	091797100	1,149	18,917
BLACKROCK INC	COM	09247X101	2,330	11,982
BLOCK H & R INC	COM	093671105	1,218	53,556
BOEING CO	COM	097023105	13,507	235,514
BORGWARNER INC	COM	099724106	871	26,590
BOSTON PROPERTIES INC	COM	101121101	3,825	40,842
BOSTON SCIENTIFIC CORP	COM	101137107	1,084	88,385
BRINKER INTL INC	COM	109641100	576	32,171
BRINKS CO	COM	109696104	1,190	19,504
BRISTOL MYERS SQUIBB CO	COM	110122108	10,921	523,774
BROADCOM CORP	CL A	111320107	3,562	191,193
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	653	42,432
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	148	25,455
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1,349	49,166
BROWN FORMAN CORP	CL B	115637209	808	11,252
BUCYRUS INTL INC NEW	COM	118759109	579	12,957
BURGER KING HLDGS INC	COM	121208201	325	13,213
BURLINGTON NORTHN SANTA FE C	COM	12189T104	10,530	113,928
CBS CORP NEW	CL B	124857202	2,816	193,176
CB RICHARD ELLIS GROUP INC	CL A	12497T101	245	18,305
CF INDS HLDGS INC	COM	125269100	865	9,458
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,231	102,649
CIGNA CORP	COM	125509109	2,513	73,967
CIT GROUP INC	COM	125581108	237	33,995
CME GROUP INC	COM	12572Q105	7,515	20,227
CMS ENERGY CORP	COM	125896100	918	73,596
CSX CORP	COM	126408103	8,541	156,524
CTS CORP	COM	126501105	198	15,498
CVS CAREMARK CORPORATION	COM	126650100	17,369	516,024
CA INC	COM	12673P105	810	40,575
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,756	69,793
CABOT OIL & GAS CORP	COM	127097103	372	10,304
CADENCE DESIGN SYSTEM INC	COM	127387108	614	90,846
CALPINE CORP	COM NEW	131347304	951	73,158
CAMDEN PPTY TR	SH BEN INT	133131102	300	6,548
CAMERON INTERNATIONAL CORP	COM	13342B105	4,009	104,017
CAMPBELL SOUP CO	COM	134429109	1,056	27,370

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
30-Sep-08

ITEM 6:  
INV. DISCRETION

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	(B) SHARED (A) AS DEF. SOLE INSTR. V	(C) SHARED OTHER
CAPITAL ONE FINL CORP	COM	14040H105	3,843	75,358		
CAPITALSOURCE INC	COM	14055X102	124	10,071		
CARDINAL HEALTH INC	COM	14149Y108	2,395	48,600		
CARLISLE COS INC	COM	142339100	210	7,011		

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CARMAX INC	COM	143130102	505	36,076
CARNIVAL CORP	PAIRED CTF	143658300	1,153	32,626
CATERPILLAR INC DEL	COM	149123101	12,212	204,893
CELANESE CORP DEL	COM SER A	150870103	1,930	69,138
CELGENE CORP	COM	151020104	8,736	138,059
CENTERPOINT ENERGY INC	COM	15189T107	1,153	79,165
CENTEX CORP	COM	152312104	215	13,265
CENTRAL EUROPEAN DIST CORP	COM	153435102	288	6,342
CENTURYTEL INC	COM	156700106	2,848	77,697
CEPHALON INC	COM	156708109	864	11,150
CERNER CORP	COM	156782104	497	11,131
CHARLES RIV LABS INTL INC	COM	159864107	390	7,016
CHEMTURA CORP	COM	163893100	67	14,779
CHESAPEAKE ENERGY CORP	COM	165167107	1,994	55,611
CHEVRON CORP NEW	COM	166764100	47,797	579,504
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	301	5,431
CHUBB CORP	COM	171232101	8,256	150,386
CHURCH & DWIGHT INC	COM	171340102	1,568	25,255
CIENA CORP	COM NEW	171779309	144	14,325
CIMAREX ENERGY CO	COM	171798101	210	4,286
CINCINNATI FINL CORP	COM	172062101	215	7,545
CIRCUIT CITY STORE INC	COM	172737108	15	19,739
CISCO SYS INC	COM	17275R102	48,520	2,150,721
CITADEL BROADCASTING CORP	COM	17285T106	14	18,136
CITIGROUP INC	COM	172967101	28,101	1,370,121
CITRIX SYS INC	COM	177376100	763	30,216
CLARCOR INC	COM	179895107	970	25,571
CLEARWIRE CORP	CL A	185385309	122	10,251
CLEVELAND CLIFFS INC	COM	185896107	884	16,694
CLOROX CO DEL	COM	189054109	748	11,930
COACH INC	COM	189754104	4,355	173,925
COCA COLA CO	COM	191216100	37,243	704,287
COCA COLA ENTERPRISES INC	COM	191219104	277	16,492
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2,496	109,331
COLGATE PALMOLIVE CO	COM	194162103	13,107	173,945
COMCAST CORP NEW	CL A	20030N101	12,665	645,193
COMERICA INC	COM	200340107	255	7,783
COMMERCIAL METALS CO	COM	201723103	741	43,854
COMMSCOPE INC	COM	203372107	398	11,496
COMMUNITY HEALTH SYS INC NEW	COM	203668108	217	7,419
COMPUTER SCIENCES CORP	COM	205363104	2,016	50,171
COMPUWARE CORP	COM	205638109	299	30,891
CONAGRA FOODS INC	COM	205887102	464	23,831
CONOCOPHILLIPS	COM	20825C104	35,319	482,172
CONSOL ENERGY INC	COM	20854P109	2,575	56,119
CONSOLIDATED EDISON INC	COM	209115104	954	22,205
CONSTELLATION BRANDS INC	CL A	21036P108	659	30,701
CONSTELLATION ENERGY GROUP I	COM	210371100	1,821	74,927
CONTINENTAL RESOURCES INC	COM	212015101	256	6,526
CONVERGYS CORP	COM	212485106	841	56,872
COPART INC	COM	217204106	419	11,027
CORN PRODS INTL INC	COM	219023108	2,010	62,255
CORNING INC	COM	219350105	8,614	550,787
CORPORATE EXECUTIVE BRD CO	COM	21988R102	305	9,754
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	471	18,973
COSTCO WHSL CORP NEW	COM	22160K105	12,205	187,968
COVANCE INC	COM	222816100	4,764	53,880
COVANTA HLDG CORP	COM	22282E102	517	21,601
COVENTRY HEALTH CARE INC	COM	222862104	572	17,583
CRANE CO	COM	224399105	1,050	35,347
CREE INC	COM	225447101	201	8,825
CROWN CASTLE INTL CORP	COM	228227104	4,304	148,582

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CROWN HOLDINGS INC	COM	228368106	587	26,430
CUMMINS INC	COM	231021106	3,101	70,934
CURTISS WRIGHT CORP	COM	231561101	1,455	32,003
CYPRESS SEMICONDUCTOR CORP	COM	232806109	129	24,781
DPL INC	COM	233293109	650	26,225
D R HORTON INC	COM	23331A109	693	53,239
DST SYS INC DEL	COM	233326107	936	16,712
DTE ENERGY CO	COM	233331107	829	20,671
DANAHER CORP DEL	COM	235851102	5,523	79,584
DARDEN RESTAURANTS INC	COM	237194105	2,508	87,600
DAVITA INC	COM	23918K108	1,018	17,855
DEAN FOODS CO NEW	COM	242370104	443	18,953
DEERE & CO	COM	244199105	7,409	149,671
DEL MONTE FOODS CO	COM	24522P103	80	10,246
DELL INC	COM	24702R101	11,144	676,212
DELTA AIR LINES INC DEL	COM NEW	247361702	252	33,813
DENBURY RES INC	COM NEW	247916208	771	40,506
DENTSPLY INTL INC NEW	COM	249030107	920	24,510
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	741	23,397
DEVON ENERGY CORP NEW	COM	25179M103	16,495	180,862

VERIZON INVESTMENT MANAGEMENT CORP.  
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					(A) SOLE INSTR. V	(B) SHARED AS DEF.	(C) SHARED OTHER
DEVRY INC DEL	COM	251893103	1,084	21,877			
DIAGEO P L C	SPON ADR NEW	25243Q205	387	5,621			
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	2,242	21,754			
DICKS SPORTING GOODS INC	COM	253393102	369	18,843			
DIEBOLD INC	COM	253651103	440	13,279			
DIGITAL RLTY TR INC	COM	253868103	419	8,862			
DIRECTV GROUP INC	COM	25459L106	4,904	187,304			
DISNEY WALT CO	COM DISNEY	254687106	19,109	622,647			
DISH NETWORK CORP	CL A	25470M109	705	33,576			
DISCOVER FINL SVCS	COM	254709108	878	63,541			
DOLBY LABORATORIES INC	COM	25659T107	292	8,297			
DOLLAR TREE INC	COM	256746108	540	14,857			
DOMINION RES INC VA NEW	COM	25746U109	9,238	215,933			
DOMTAR CORP	COM	257559104	117	25,461			
DONALDSON INC	COM	257651109	2,789	66,546			
DONNELLEY R R & SONS CO	COM	257867101	865	35,273			
DOVER CORP	COM	260003108	1,225	30,216			
DOW CHEM CO	COM	260543103	8,052	253,368			
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	347	13,120			
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	414	13,161			
DRESSER-RAND GROUP INC	COM	261608103	457	14,526			
DU PONT E I DE NEMOURS & CO	COM	263534109	9,743	241,773			
DUKE ENERGY CORP NEW	COM	26441C105	7,176	411,708			

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DUN & BRADSTREET CORP DEL NE	COM	26483E100	5,006	53,055
DYNEGY INC DEL	CL A	26817G102	120	33,605
E M C CORP MASS	COM	268648102	4,238	354,373
ENSCO INTL INC	COM	26874Q100	4,212	73,095
EOG RES INC	COM	26875P101	5,655	63,214
E TRADE FINANCIAL CORP	COM	269246104	84	30,150
EASTMAN CHEM CO	COM	277432100	558	10,138
EASTMAN KODAK CO	COM	277461109	229	14,907
EATON CORP	COM	278058102	2,722	48,458
EATON VANCE CORP	COM NON VTG	278265103	594	16,866
EBAY INC	COM	278642103	9,795	437,677
ECOLAB INC	COM	278865100	2,722	56,103
EDISON INTL	COM	281020107	1,313	32,912
EDWARDS LIFESCIENCES CORP	COM	28176E108	521	9,028
EL PASO CORP	COM	28336L109	747	58,581
ELECTRONIC ARTS INC	COM	285512109	2,512	67,920
EMBARQ CORP	COM	29078E105	981	24,197
EMERSON ELEC CO	COM	291011104	12,245	300,204
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1,575	78,725
ENERGEN CORP	COM	29265N108	1,025	22,645
ENERGY CONVERSION DEVICES IN	COM	292659109	677	11,623
ENERGIZER HLDGS INC	COM	29266R108	2,495	30,970
ENTERGY CORP NEW	COM	29364G103	9,972	112,031
EQUIFAX INC	COM	294429105	1,979	57,442
EQUINIX INC	COM NEW	29444U502	374	5,384
EQUITABLE RES INC	COM	294549100	790	21,541
EQUITY RESIDENTIAL	SH BEN INT	29476L107	621	13,993
ESSEX PPTY TR INC	COM	297178105	230	1,940
EXELON CORP	COM	30161N101	11,056	176,565
EXPEDIA INC DEL	COM	30212P105	933	61,738
EXPEDITORS INTL WASH INC	COM	302130109	3,472	99,655
EXPRESS SCRIPTS INC	COM	302182100	7,891	106,896
EXXON MOBIL CORP	COM	30231G102	111,575	1,436,709
FLIR SYS INC	COM	302445101	869	22,607
FMC TECHNOLOGIES INC	COM	30249U101	3,015	64,765
F M C CORP	COM NEW	302491303	367	7,139
FPL GROUP INC	COM	302571104	1,646	32,726
FTI CONSULTING INC	COM	302941109	596	8,247
FACTSET RESH SYS INC	COM	303075105	367	7,027
FAMILY DLR STORES INC	COM	307000109	788	33,258
FASTENAL CO	COM	311900104	1,360	27,538
FEDERAL HOME LN MTG CORP	COM	313400301	525	307,270
FEDERAL NATL MTG ASSN	COM	313586109	475	310,633
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	427	4,994
FEDERATED INVS INC PA	CL B	314211103	414	14,353
FEDEX CORP	COM	31428X106	7,949	100,564
F5 NETWORKS INC	COM	315616102	315	13,483
FIDELITY NATL INFORMATION SV	COM	31620M106	279	15,099
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	504	34,287
FIFTH THIRD BANCORP	COM	316773100	863	72,497
FIRST HORIZON NATL CORP	COM	320517105	98	10,432
FIRST SOLAR INC	COM	336433107	1,787	9,459
FISERV INC	COM	337738108	2,115	44,691
FIRSTENERGY CORP	COM	337932107	7,087	105,787
FLUOR CORP NEW	COM	343412102	2,700	48,474
FLOWSERVE CORP	COM	34354P105	1,519	17,111
FOOT LOCKER INC	COM	344849104	191	11,827
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,896	364,524
FOREST CITY ENTERPRISES INC	CL A	345550107	375	12,227
FOREST LABS INC	COM	345838106	2,537	89,714
FOREST OIL CORP	COM PAR \$0.01	346091705	228	4,588
FORTUNE BRANDS INC	COM	349631101	723	12,603



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FOUNDATION COAL HLDGS INC COM 35039W100 589 16,566

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
30-Sep-08

					ITEM 6: INV. DISCRETION			
					ITEM 4:	ITEM 5:	(B)	
ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:			(A)	(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	SOLE	INSTR.	V	SHARED OTHER
FRANKLIN RES INC	COM	354613101	8,087	91,758				
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	6,869	120,835				
FRONTIER COMMUNICATIONS CORP	COM	35906A108	286	24,892				
FRONTIER OIL CORP	COM	35914P105	1,037	56,291				
GATX CORP	COM	361448103	1,069	27,023				
GAMESTOP CORP NEW	CL A	36467W109	1,399	40,894				
GANNETT INC	COM	364730101	840	49,647				
GAP INC DEL	COM	364760108	2,567	144,370				
GARDNER DENVER INC	COM	365558105	498	14,338				
GEN-PROBE INC NEW	COM	36866T103	472	8,893				
GENENTECH INC	COM NEW	368710406	15,587	175,766				
GENERAL CABLE CORP DEL NEW	COM	369300108	309	8,677				
GENERAL DYNAMICS CORP	COM	369550108	10,638	144,505				
GENERAL ELECTRIC CO	COM	369604103	57,806	2,266,889				
GENERAL GROWTH PPTYS INC	COM	370021107	381	25,232				
GENERAL MLS INC	COM	370334104	11,734	170,753				
GENERAL MTRS CORP	COM	370442105	824	87,239				
GENTEX CORP	COM	371901109	336	23,525				
GENUINE PARTS CO	COM	372460105	1,058	26,303				
GENWORTH FINL INC	COM CL A	37247D106	993	115,293				
GENZYME CORP	COM	372917104	3,837	47,431				
GILEAD SCIENCES INC	COM	375558103	17,303	379,195				
GLOBAL INDS LTD	COM	379336100	99	14,285				
GLOBAL PMTS INC	COM	37940X102	7,544	168,171				
GOLDMAN SACHS GROUP INC	COM	38141G104	16,867	131,770				
GOODRICH CORP	COM	382388106	1,501	36,088				
GOODYEAR TIRE & RUBR CO	COM	382550101	1,182	77,174				
GOOGLE INC	CL A	38259P508	32,544	81,254				
GRACO INC	COM	384109104	631	17,722				
GRAINGER W W INC	COM	384802104	2,483	28,545				
GREIF INC	CL A	397624107	360	5,488				
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,017	46,493				
GUESS INC	COM	401617105	346	9,933				
HCP INC	COM	40414L109	641	15,962				
HLTH CORPORATION	COM	40422Y101	177	15,456				
HRPT PPTYS TR	COM SH BEN INT	40426W101	81	11,720				
HSN INC	COM	404303109	192	17,482				
HALLIBURTON CO	COM	406216101	8,973	277,044				
HANESBRANDS INC	COM	410345102	337	15,490				
HANOVER INS GROUP INC	COM	410867105	468	10,280				
HANSEN NAT CORP	COM	411310105	361	11,920				
HARLEY DAVIDSON INC	COM	412822108	5,003	134,123				

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HARMAN INTL INDS INC	COM	413086109	269	7,909
HARRIS CORP DEL	COM	413875105	1,182	25,595
HARSCO CORP	COM	415864107	516	13,879
HARTFORD FINL SVCS GROUP INC	COM	416515104	3,923	95,702
HASBRO INC	COM	418056107	2,299	66,226
HEALTH MGMT ASSOC INC NEW	CL A	421933102	128	30,746
HEALTH CARE REIT INC	COM	42217K106	319	5,994
HEINZ H J CO	COM	423074103	7,543	150,955
HELMERICH & PAYNE INC	COM	423452101	327	7,564
HERCULES INC	COM	427056106	219	11,080
HERSHEY CO	COM	427866108	752	19,026
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	142	18,742
HESS CORP	COM	42809H107	4,342	52,899
HEWITT ASSOCS INC	COM	42822Q100	584	16,035
HEWLETT PACKARD CO	COM	428236103	42,481	918,710
HILLENBRAND INC	COM	431571108	207	10,282
HOLLY CORP	COM PAR \$0.01	435758305	203	7,028
HOLOGIC INC	COM	436440101	535	27,677
HOME DEPOT INC	COM	437076102	9,860	380,832
HONEYWELL INTL INC	COM	438516106	10,347	249,025
HOSPIRA INC	COM	441060100	413	10,816
HOST HOTELS & RESORTS INC	COM	44107P104	668	50,270
HUDSON CITY BANCORP	COM	443683107	870	47,181
HUMANA INC	COM	444859102	1,588	38,556
HUNT J B TRANS SVCS INC	COM	445658107	448	13,424
HUNTINGTON BANCSHARES INC	COM	446150104	152	18,974
HUNTSMAN CORP	COM	447011107	131	10,385
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	756	43,689
IMS HEALTH INC	COM	449934108	262	13,843
ITT EDUCATIONAL SERVICES INC	COM	45068B109	517	6,392
ITT CORP NEW	COM	450911102	3,299	59,321
IDEX CORP	COM	45167R104	547	17,645
IDEXX LABS INC	COM	45168D104	1,703	31,081
IHS INC	CL A	451734107	339	7,121
ILLINOIS TOOL WKS INC	COM	452308109	4,606	103,634
ILLUMINA INC	COM	452327109	772	19,048
IMCLONE SYS INC	COM	45245W109	445	7,138
INGRAM MICRO INC	CL A	457153104	549	34,140
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	378	48,572
INTEL CORP	COM	458140100	36,470	1,947,157
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,148	14,231
INTERNATIONAL BUSINESS MACHS	COM	459200101	55,576	475,168
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	643	16,296
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,348	78,488

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
30-Sep-08

ITEM 6: INV. DISCRETION						
ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4:	ITEM 5:	(B)	
			PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) SHARED SOLE INSTR. V	(C) SHARED OTHER
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INTL PAPER CO	COM	460146103	2,991	114,265
INTERNATIONAL RECTIFIER CORP	COM	460254105	400	21,051
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	720	18,508
INTERSIL CORP	CL A	46069S109	565	34,086
INTERPUBLIC GROUP COS INC	COM	460690100	542	69,996
INTERVAL LEISURE GROUP INC	COM	46113M108	182	17,477
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,653	6,861
INTUIT	COM	461202103	2,038	64,476
INVERNESS MED INNOVATIONS IN	COM	46126P106	253	8,444
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	1,385	45,514
INVITROGEN CORP	COM	46185R100	295	7,799
IRON MTN INC	COM	462846106	1,287	52,707
ISHARES TR	RUSSELL1000VAL	464287598	9,872	154,516
ISHARES TR	RUSSELL1000GRW	464287614	7,847	161,620
ISHARES TR	RUSSELL 1000	464287622	10,370	163,160
ITRON INC	COM	465741106	498	5,623
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	214	25,215
JPMORGAN & CHASE & CO	COM	46625H100	39,464	845,054
JABIL CIRCUIT INC	COM	466313103	600	62,886
JACOBS ENGR GROUP INC DEL	COM	469814107	3,666	67,494
JANUS CAP GROUP INC	COM	47102X105	1,138	46,864
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	177	14,015
JOHNSON & JOHNSON	COM	478160104	54,157	781,707
JOHNSON CTLS INC	COM	478366107	5,388	177,645
JONES APPAREL GROUP INC	COM	480074103	467	25,252
JOY GLOBAL INC	COM	481165108	1,114	24,681
JUNIPER NETWORKS INC	COM	48203R104	2,010	95,399
KBR INC	COM	48242W106	372	24,330
KLA-TENCOR CORP	COM	482480100	847	26,763
KANSAS CITY SOUTHERN	COM NEW	485170302	521	11,746
KELLOGG CO	COM	487836108	2,331	41,547
KENNAMETAL INC	COM	489170100	744	27,444
KEYCORP NEW	COM	493267108	304	25,459
KIMBERLY CLARK CORP	COM	494368103	2,948	45,464
KIMCO REALTY CORP	COM	49446R109	6,527	176,694
KINETIC CONCEPTS INC	COM NEW	49460W208	266	9,299
KING PHARMACEUTICALS INC	COM	495582108	1,751	182,739
KIRBY CORP	COM	497266106	478	12,598
KOHL'S CORP	COM	500255104	3,782	82,081
KRAFT FOODS INC	CL A	50075N104	12,471	380,788
KROGER CO	COM	501044101	2,270	82,615
LKQ CORP	COM	501889208	379	22,309
LSI CORPORATION	COM	502161102	996	185,917
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,937	29,873
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	5,796	83,399
LAM RESEARCH CORP	COM	512807108	1,586	50,368
LAMAR ADVERTISING CO	CL A	512815101	391	12,665
LANDSTAR SYS INC	COM	515098101	382	8,681
LAS VEGAS SANDS CORP	COM	517834107	1,266	35,065
LAUDER ESTEE COS INC	CL A	518439104	804	16,114
LEGG MASON INC	COM	524901105	1,710	44,926
LEHMAN BROS HLDGS INC	COM	524908100	27	127,061
LENDER PROCESSING SVCS INC	COM	52602E102	230	7,545
LENNAR CORP	CL A	526057104	215	14,182
LENNOX INTL INC	COM	526107107	256	7,683
LEUCADIA NATL CORP	COM	527288104	525	11,564
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	855	316,731
LEXMARK INTL NEW	CL A	529771107	1,106	33,962
LIBERTY GLOBAL INC	COM SER A	530555101	3,034	100,147
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	402	31,107
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	283	21,149

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LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	3,644	145,948
LILLY ELI & CO	COM	532457108	8,413	191,079
LIMITED BRANDS INC	COM	532716107	1,008	58,184
LINCARE HLDGS INC	COM	532791100	1,273	42,310
LINCOLN ELEC HLDGS INC	COM	533900106	1,506	23,421
LINCOLN NATL CORP IND	COM	534187109	574	13,404
LINEAR TECHNOLOGY CORP	COM	535678106	1,119	36,508
LIZ CLAIBORNE INC	COM	539320101	670	40,778
LOCKHEED MARTIN CORP	COM	539830109	11,416	104,092
LOEWS CORP	COM	540424108	9,452	239,349
LORILLARD INC	COM	544147101	5,756	80,897
LOWES COS INC	COM	548661107	8,860	373,997
LUBRIZOL CORP	COM	549271104	363	8,409
M & T BK CORP	COM	55261F104	1,272	14,250
MBIA INC	COM	55262C100	978	82,199
M D C HLDGS INC	COM	552676108	463	12,649
MDU RES GROUP INC	COM	552690109	666	22,954
MEMC ELECTR MATLS INC	COM	552715104	1,059	37,489
MGIC INVT CORP WIS	COM	552848103	332	47,295
MGM MIRAGE	COM	552953101	559	19,599
MSC INDL DIRECT INC	CL A	553530106	338	7,326
MSCI INC	CL A	55354G100	230	9,578
MACERICH CO	COM	554382101	783	12,304
MACK CALI RLTY CORP	COM	554489104	902	26,646
MACYS INC	COM	55616P104	2,098	116,704

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
30-Sep-08

ITEM 6:  
INV. DISCRETION

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 INSTR.	(B) SHARED AS DEF. V	(C) SHARED OTHER
MANITOWOC INC	COM	563571108	1,015	65,265			
MANPOWER INC	COM	56418H100	1,830	42,402			
MARATHON OIL CORP	COM	565849106	8,606	215,842			
MARINER ENERGY INC	COM	56845T305	241	11,779			
MARSH & MCLENNAN COS INC	COM	571748102	1,464	46,090			
MARSHALL & ILSLEY CORP NEW	COM	571837103	1,304	64,713			
MARRIOTT INTL INC NEW	CL A	571903202	3,081	118,094			
MARTIN MARIETTA MATLS INC	COM	573284106	723	6,460			
MASCO CORP	COM	574599106	753	41,958			
MASSEY ENERGY CORP	COM	576206106	505	14,153			
MASTERCARD INC	CL A	57636Q104	3,294	18,575			
MATTEL INC	COM	577081102	2,276	126,161			
MCAFFEE INC	COM	579064106	923	27,190			
MCCLATCHY CO	CL A	579489105	51	11,623			
MCCORMICK & CO INC	COM NON VTG	579780206	1,083	28,157			
MCDERMOTT INTL INC	COM	580037109	2,184	85,462			
MCDONALDS CORP	COM	580135101	26,917	436,261			
MCGRAW HILL COS INC	COM	580645109	2,279	72,095			

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MCKESSON CORP	COM	58155Q103	5,848	108,671
MEADWESTVACO CORP	COM	583334107	2,081	89,289
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	9,806	217,918
MEDTRONIC INC	COM	585055106	22,057	440,252
MENTOR GRAPHICS CORP	COM	587200106	528	46,493
MERCK & CO INC	COM	589331107	18,422	583,711
MERRILL LYNCH & CO INC	COM	590188108	5,315	210,062
METAVANTE TECHNOLOGIES INC	COM	591407101	578	30,016
METLIFE INC	COM	59156R108	10,812	193,065
METROPCS COMMUNICATIONS INC	COM	591708102	567	40,554
METTLER TOLEDO INTERNATIONAL	COM	592688105	798	8,138
MICROSOFT CORP	COM	594918104	73,963	2,771,197
MICROCHIP TECHNOLOGY INC	COM	595017104	896	30,450
MICRON TECHNOLOGY INC	COM	595112103	535	132,083
MILLIPORE CORP	COM	601073109	624	9,064
MIRANT CORP NEW	COM	60467R100	924	50,535
MOHAWK INDS INC	COM	608190104	753	11,179
MOLEX INC	COM	608554101	603	26,849
MOLSON COORS BREWING CO	CL B	60871R209	1,393	29,787
MONSANTO CO NEW	COM	61166W101	23,106	233,441
MONSTER WORLDWIDE INC	COM	611742107	480	32,169
MOODYS CORP	COM	615369105	2,068	60,819
MORGAN STANLEY	COM NEW	617446448	6,808	295,997
MORNINGSTAR INC	COM	617700109	314	5,657
MOSAIC CO	COM	61945A107	1,844	27,115
MOTOROLA INC	COM	620076109	3,827	536,058
MURPHY OIL CORP	COM	626717102	2,006	31,278
MYLAN INC	COM	628530107	960	84,050
NBTY INC	COM	628782104	207	7,000
NCR CORP NEW	COM	62886E108	1,689	76,577
NII HLDGS INC	CL B NEW	62913F201	2,457	64,805
NRG ENERGY INC	COM NEW	629377508	550	22,237
NVR INC	COM	62944T105	364	637
NYSE EURONEXT	COM	629491101	2,403	61,338
NALCO HOLDING COMPANY	COM	62985Q101	410	22,097
NASDAQ OMX GROUP INC	COM	631103108	1,416	46,309
NATIONAL CITY CORP	COM	635405103	342	195,562
NATIONAL HEALTH INVS INC	COM	63633D104	291	8,517
NATIONAL INSTRS CORP	COM	636518102	281	9,337
NATIONAL OILWELL VARCO INC	COM	637071101	6,138	122,195
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1,699	98,720
NATIONWIDE FINL SVCS INC	CL A	638612101	2,924	59,284
NATIONWIDE HEALTH PPTYS INC	COM	638620104	215	5,982
NETAPP INC	COM	64110D104	2,222	121,875
NEUSTAR INC	CL A	64126X201	254	12,760
NEW YORK CMNTY BANCORP INC	COM	649445103	297	17,706
NEWELL RUBBERMAID INC	COM	651229106	675	39,093
NEWFIELD EXPL CO	COM	651290108	218	6,814
NEWMONT MINING CORP	COM	651639106	5,025	129,635
NEWS CORP	CL A	65248E104	8,310	693,079
NIKE INC	CL B	654106103	12,879	192,511
NISOURCE INC	COM	65473P105	438	29,674
NOKIA CORP	SPONSORED ADR	654902204	772	41,384
NOBLE ENERGY INC	COM	655044105	565	10,156
NORDSTROM INC	COM	655664100	2,022	70,154
NORFOLK SOUTHERN CORP	COM	655844108	7,520	113,574
NORTHEAST UTILS	COM	664397106	1,200	46,798
NORTHERN TR CORP	COM	665859104	9,192	127,320
NORTHROP GRUMMAN CORP	COM	666807102	5,014	82,823
NORTHWEST AIRLS CORP	COM	667280408	114	12,624
NOVELL INC	COM	670006105	186	36,123
NSTAR	COM	67019E107	704	21,028

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NUANCE COMMUNICATIONS INC	COM	67020Y100	346	28,384
NUCOR CORP	COM	670346105	4,228	107,043
NVIDIA CORP	COM	67066G104	2,754	257,107
OGE ENERGY CORP	COM	670837103	746	24,144
OCCIDENTAL PETE CORP DEL	COM	674599105	27,577	391,434
OCEANEERING INTL INC	COM	675232102	529	9,922

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
30-Sep-08

ITEM 6:  
INV. DISCRETION

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	(B) SHARED AS DEF. INSTR. V	(C) SHARED OTHER
OFFICE DEPOT INC	COM	676220106	264	45,438		
OIL STS INTL INC	COM	678026105	268	7,578		
OLD REP INTL CORP	COM	680223104	152	11,908		
OMNICOM GROUP INC	COM	681919106	7,229	187,484		
ON SEMICONDUCTOR CORP	COM	682189105	441	65,307		
ORACLE CORP	COM	68389X105	29,008	1,428,255		
O REILLY AUTOMOTIVE INC	COM	686091109	328	12,254		
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,035	17,755		
OWENS ILL INC	COM NEW	690768403	412	14,008		
PG&E CORP	COM	69331C108	5,301	141,540		
PMI GROUP INC	COM	69344M101	57	19,442		
PNC FINL SVCS GROUP INC	COM	693475105	6,504	87,073		
PPG INDS INC	COM	693506107	1,856	31,824		
PPL CORP	COM	69351T106	7,481	202,068		
PACCAR INC	COM	693718108	3,897	102,036		
PACKAGING CORP AMER	COM	695156109	344	14,840		
PACTIV CORP	COM	695257105	211	8,487		
PALL CORP	COM	696429307	695	20,201		
PANERA BREAD CO	CL A	69840W108	222	4,368		
PARKER HANNIFIN CORP	COM	701094104	2,756	52,002		
PATRIOT COAL CORP	COM	70336T104	393	13,537		
PATTERSON COMPANIES INC	COM	703395103	638	20,974		
PATTERSON UTI ENERGY INC	COM	703481101	376	18,771		
PAYCHEX INC	COM	704326107	3,948	119,521		
PEABODY ENERGY CORP	COM	704549104	3,651	81,135		
PEDIATRIX MED GROUP	COM	705324101	377	6,993		
PENN NATL GAMING INC	COM	707569109	325	12,214		
PENNEY J C INC	COM	708160106	1,866	55,965		
PENTAIR INC	COM	709631105	498	14,407		
PEOPLES UNITED FINANCIAL INC	COM	712704105	344	17,889		
PEPCO HOLDINGS INC	COM	713291102	239	10,422		
PEPSI BOTTLING GROUP INC	COM	713409100	2,278	78,102		
PEPSIAMERICAS INC	COM	71343P200	865	41,771		
PEPSICO INC	COM	713448108	39,067	548,153		
PERKINELMER INC	COM	714046109	302	12,097		
PERRIGO CO	COM	714290103	493	12,824		
PETROHAWK ENERGY CORP	COM	716495106	838	38,737		

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PETSMART INC	COM	716768106	520	21,024
PFIZER INC	COM	717081103	32,499	1,762,396
PHARMACEUTICAL PROD DEV INC	COM	717124101	728	17,594
PHILADELPHIA CONS HLDG CORP	COM	717528103	306	5,221
PHILIP MORRIS INTL INC	COM	718172109	36,569	760,262
PHILLIPS VAN HEUSEN CORP	COM	718592108	293	7,740
PINNACLE WEST CAP CORP	COM	723484101	712	20,706
PIONEER NAT RES CO	COM	723787107	2,246	42,966
PITNEY BOWES INC	COM	724479100	1,062	31,927
PLAINS EXPL& PRODTN CO	COM	726505100	585	16,626
PLUM CREEK TIMBER CO INC	COM	729251108	755	15,149
POLO RALPH LAUREN CORP	CL A	731572103	615	9,231
POPULAR INC	COM	733174106	121	14,573
PRAXAIR INC	COM	74005P104	7,593	105,835
PRECISION CASTPARTS CORP	COM	740189105	5,993	76,076
PRICE T ROWE GROUP INC	COM	74144T108	2,296	42,756
PRICELINE COM INC	COM NEW	741503403	776	11,340
PRIDE INTL INC DEL	COM	74153Q102	665	22,446
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	1,425	32,772
PROCTER & GAMBLE CO	COM	742718109	58,366	837,506
PROGRESS ENERGY INC	COM	743263105	991	22,973
PROGRESSIVE CORP OHIO	COM	743315103	2,497	143,497
PROLOGIS	SH BEN INT	743410102	1,641	39,758
PRUDENTIAL FINL INC	COM	744320102	6,470	89,863
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	6,079	185,402
PUBLIC STORAGE	COM	74460D109	4,779	48,273
PULTE HOMES INC	COM	745867101	1,227	87,813
QLOGIC CORP	COM	747277101	314	20,472
QUALCOMM INC	COM	747525103	24,191	562,974
QUANTA SVCS INC	COM	74762E102	647	23,961
QUEST DIAGNOSTICS INC	COM	74834L100	1,180	22,842
QUEST RESOURCE CORP	COM NEW	748349305	88	33,087
QUESTAR CORP	COM	748356102	3,473	84,879
QUICKSILVER RESOURCES INC	COM	74837R104	572	29,152
QWEST COMMUNICATIONS INTL IN	COM	749121109	782	242,228
RPM INTL INC	COM	749685103	442	22,880
RADIAN GROUP INC	COM	750236101	248	49,126
RAMBUS INC DEL	COM	750917106	221	17,189
RANGE RES CORP	COM	75281A109	1,096	25,564
RAYONIER INC	COM	754907103	244	5,154
RAYTHEON CO	COM NEW	755111507	6,330	118,289
RED HAT INC	COM	756577102	998	66,252
REGENCY CTRS CORP	COM	758849103	241	3,619
REGIONS FINANCIAL CORP NEW	COM	7591EP100	345	35,955
RELIANT ENERGY INC	COM	75952B105	132	17,903
REPUBLIC SVCS INC	COM	760759100	833	27,791
RESMED INC	COM	761152107	547	12,719
REYNOLDS AMERICAN INC	COM	761713106	1,323	27,204
RITE AID CORP	COM	767754104	23	26,912

VERIZON INVESTMENT MANAGEMENT CORP.  
FORM 13F-SOLE INSTR V. NONE AUTHORITY  
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ITEM 6:  
INV. DISCRETION

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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	(B) SHARED AS DEF. SOLE INSTR. V	(C) SHARED OTHER
ROBERT HALF INTL INC	COM	770323103	949	38,339		
ROCKWELL AUTOMATION INC	COM	773903109	2,271	60,821		
ROCKWELL COLLINS INC	COM	774341101	2,763	57,461		
ROHM & HAAS CO	COM	775371107	2,169	30,531		
ROPER INDS INC NEW	COM	776696106	2,614	45,893		
ROSS STORES INC	COM	778296103	1,715	46,595		
ROWAN COS INC	COM	779382100	314	10,275		
RYDER SYS INC	COM	783549108	982	15,839		
SBA COMMUNICATIONS CORP	COM	78388J106	569	21,978		
SAIC INC	COM	78390X101	263	13,016		
SEI INVESTMENTS CO	COM	784117103	2,645	119,133		
SLM CORP	COM	78442P106	1,273	103,162		
SPX CORP	COM	784635104	1,416	18,389		
SAFeway INC	COM NEW	786514208	537	22,652		
ST JOE CO	COM	790148100	530	13,550		
ST JUDE MED INC	COM	790849103	3,170	72,888		
ST MARY LD & EXPL CO	COM	792228108	216	6,054		
SALESFORCE COM INC	COM	79466L302	1,418	29,294		
SANDISK CORP	COM	80004C101	780	39,876		
SANDRIDGE ENERGY INC	COM	80007P307	322	16,433		
SARA LEE CORP	COM	803111103	462	36,556		
SCANA CORP NEW	COM	80589M102	235	6,035		
SCHEIN HENRY INC	COM	806407102	2,429	45,124		
SCHERING PLOUGH CORP	COM	806605101	8,312	450,034		
SCHLUMBERGER LTD	COM	806857108	26,568	340,221		
SCHWAB CHARLES CORP NEW	COM	808513105	7,146	274,836		
SCIENTIFIC GAMES CORP	CL A	80874P109	245	10,635		
SEARS HLDGS CORP	COM	812350106	2,251	24,079		
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	11,914	599,000		
SEMPRA ENERGY	COM	816851109	1,211	23,995		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	218	7,748		
SEPRACOR INC	COM	817315104	325	17,745		
SERVICE CORP INTL	COM	817565104	113	13,532		
SHAW GROUP INC	COM	820280105	419	13,646		
SHERWIN WILLIAMS CO	COM	824348106	2,666	46,643		
SIERRA PAC RES NEW	COM	826428104	369	38,469		
SIGMA ALDRICH CORP	COM	826552101	2,059	39,279		
SILICON LABORATORIES INC	COM	826919102	246	8,013		
SIMON PPTY GROUP INC NEW	COM	828806109	7,944	81,899		
SIRIUS XM RADIO INC	COM	82967N108	272	478,035		
SMITH INTL INC	COM	832110100	4,198	71,596		
SMURFIT-STONE CONTAINER CORP	COM	832727101	62	13,267		
SNAP ON INC	COM	833034101	1,075	20,408		
SOHU COM INC	COM	83408W103	260	4,664		
SONOCO PRODS CO	COM	835495102	428	14,409		
SOUTHERN CO	COM	842587107	4,397	116,673		
SOUTHERN COPPER CORP	COM	84265V105	1,284	67,285		
SOUTHWEST AIRLS CO	COM	844741108	1,097	75,634		
SOUTHWEST GAS CORP	COM	844895102	1,072	35,420		
SOUTHWESTERN ENERGY CO	COM	845467109	1,805	59,088		
SOVEREIGN BANCORP INC	COM	845905108	115	29,001		
SPECTRA ENERGY CORP	COM	847560109	4,794	201,422		
SPRINT NEXTEL CORP	COM SER 1	852061100	4,054	664,658		
STANLEY WKS	COM	854616109	1,075	25,743		
STAPLES INC	COM	855030102	5,633	250,369		
STARBUCKS CORP	COM	855244109	5,060	340,295		



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STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2,086	74,125
STATE STR CORP	COM	857477103	3,974	69,875
STEEL DYNAMICS INC	COM	858119100	1,391	81,378
STERICYCLE INC	COM	858912108	1,105	18,752
STRAYER ED INC	COM	863236105	469	2,343
STRYKER CORP	COM	863667101	7,023	112,721
SUN MICROSYSTEMS INC	COM NEW	866810203	861	113,325
SUNOCO INC	COM	86764P109	494	13,880
SUNPOWER CORP	COM CL A	867652109	644	9,086
SUNTRUST BKS INC	COM	867914103	4,623	102,767
SUPERIOR ENERGY SVCS INC	COM	868157108	428	13,737
SUPERVALU INC	COM	868536103	1,362	62,769
SYMANTEC CORP	COM	871503108	3,741	191,089
SYNOPSYS INC	COM	871607107	1,009	50,555
SYNOVUS FINL CORP	COM	87161C105	150	14,538
SYSCO CORP	COM	871829107	3,049	98,897
TD AMERITRADE HLDG CORP	COM	87236Y108	2,088	125,273
TECO ENERGY INC	COM	872375100	171	10,893
TJX COS INC NEW	COM	872540109	5,423	177,690
TARGET CORP	COM	87612E106	13,388	272,942
TAUBMAN CTRS INC	COM	876664103	577	11,540
TECH DATA CORP	COM	878237106	746	25,003
TECHNE CORP	COM	878377100	459	6,364
TELEPHONE & DATA SYS INC	COM	879433100	1,940	54,266
TELEPHONE & DATA SYS INC	SPL COM	879433860	556	15,498
TELLABS INC	COM	879664100	84	20,622
TEMPLE INLAND INC	COM	879868107	306	20,079
TENET HEALTHCARE CORP	COM	88033G100	307	55,367
TERADATA CORP DEL	COM	88076W103	570	29,249
TERADYNE INC	COM	880770102	164	21,010

VERIZON INVESTMENT MANAGEMENT CORP.  
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ITEM 6:  
INV. DISCRETION

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 INSTR. V	(B) SHARED AS DEF. (C) SHARED OTHER
TEREX CORP NEW	COM	880779103	590	19,326		
TERRA INDS INC	COM	880915103	543	18,461		
TESORO CORP	COM	881609101	192	11,652		
TETRA TECHNOLOGIES INC DEL	COM	88162F105	170	12,286		
TEXAS INSTRS INC	COM	882508104	11,324	526,720		
TEXTRON INC	COM	883203101	2,374	81,080		
THERMO FISHER SCIENTIFIC INC	COM	883556102	3,831	69,647		
THOMAS & BETTS CORP	COM	884315102	2,344	60,004		
THOR INDS INC	COM	885160101	460	18,525		
3M CO	COM	88579Y101	16,898	247,374		
TICKETMASTER	COM	88633P302	188	17,477		
TIDEWATER INC	COM	886423102	1,175	21,231		
TIFFANY & CO NEW	COM	886547108	739	20,796		

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TIM HORTONS INC	COM	88706M103	901	30,425
TIME WARNER INC	COM	887317105	12,514	954,506
TIME WARNER CABLE INC	CL A	88732J108	406	16,794
TIMKEN CO	COM	887389104	387	13,639
TORCHMARK CORP	COM	891027104	277	4,633
TORO CO	COM	891092108	255	6,170
TORONTO DOMINION BK ONT	COM NEW	891160509	791	12,969
TOTAL SYS SVCS INC	COM	891906109	442	26,934
TRAVELERS COMPANIES INC	COM	89417E109	10,241	226,570
TRIMBLE NAVIGATION LTD	COM	896239100	517	19,983
TUPPERWARE BRANDS CORP	COM	899896104	580	20,981
TYSON FOODS INC	CL A	902494103	214	17,955
UST INC	COM	902911106	2,198	33,026
US BANCORP DEL	COM NEW	902973304	22,254	617,829
URS CORP NEW	COM	903236107	223	6,083
ULTRA PETROLEUM CORP	COM	903914109	738	13,328
UNION PAC CORP	COM	907818108	14,206	199,634
UNISYS CORP	COM	909214108	112	40,627
UNIT CORP	COM	909218109	324	6,504
UNITED ONLINE INC	COM	911268100	178	18,937
UNITED PARCEL SERVICE INC	CL B	911312106	12,989	206,543
UNITED STATES CELLULAR CORP	COM	911684108	623	13,281
UNITED STATES STL CORP NEW	COM	912909108	1,980	25,507
UNITED TECHNOLOGIES CORP	COM	913017109	16,637	277,000
UNITEDHEALTH GROUP INC	COM	91324P102	7,734	304,627
UNIVERSAL HLTH SVCS INC	CL B	913903100	256	4,565
UNUM GROUP	COM	91529Y106	449	17,907
URBAN OUTFITTERS INC	COM	917047102	596	18,700
VCA ANTECH INC	COM	918194101	410	13,896
V F CORP	COM	918204108	4,235	54,786
VALERO ENERGY CORP NEW	COM	91913Y100	1,883	62,157
VALMONT INDS INC	COM	920253101	258	3,118
VARIAN MED SYS INC	COM	92220P105	2,302	40,290
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	307	12,208
VENTAS INC	COM	92276F100	463	9,362
VERISIGN INC	COM	92343E102	836	32,048
VERIZON COMMUNICATIONS INC	COM	92343V104	20,980	653,782
VERTEX PHARMACEUTICALS INC	COM	92532F100	776	23,331
VIACOM INC NEW	CL B	92553P201	2,193	88,272
VIRGIN MEDIA INC	COM	92769L101	120	15,210
VISA INC	COM CL A	92826C839	6,255	101,886
VORNADO RLTY TR	SH BEN INT	929042109	640	7,039
VULCAN MATLS CO	COM	929160109	2,530	33,966
WABCO HLDGS INC	COM	92927K102	384	10,797
WACHOVIA CORP NEW	COM	929903102	1,763	503,742
WADDELL & REED FINL INC	CL A	930059100	353	14,253
WAL MART STORES INC	COM	931142103	42,926	716,751
WALGREEN CO	COM	931422109	6,281	202,886
WALTER INDS INC	COM	93317Q105	559	11,776
WASHINGTON MUT INC	COM	939322103	15	184,757
WASHINGTON POST CO	CL B	939640108	823	1,479
WASTE MGMT INC DEL	COM	94106L109	4,746	150,729
WATERS CORP	COM	941848103	2,003	34,429
WATSON PHARMACEUTICALS INC	COM	942683103	320	11,225
WATTS WATER TECHNOLOGIES INC	CL A	942749102	526	19,217
WEINGARTEN RLTY INVS	SH BEN INT	948741103	342	9,581
WELLCARE HEALTH PLANS INC	COM	94946T106	1,255	34,875
WELLPOINT INC	COM	94973V107	7,558	161,602
WELLS FARGO & CO NEW	COM	949746101	35,821	954,463
WESCO INTL INC	COM	95082P105	216	6,701
WESTERN DIGITAL CORP	COM	958102105	3,615	169,559
WESTERN UN CO	COM	959802109	3,794	153,783

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WEYERHAEUSER CO	COM	962166104	2,535	41,850
WHIRLPOOL CORP	COM	963320106	842	10,625
WHITING PETE CORP NEW	COM	966387102	496	6,965
WHOLE FOODS MKT INC	COM	966837106	462	23,084
WILEY JOHN & SONS INC	CL A	968223206	617	15,265
WILLIAMS COS INC DEL	COM	969457100	2,917	123,348
WINDSTREAM CORP	COM	97381W104	692	63,243
WISCONSIN ENERGY CORP	COM	976657106	1,047	23,311
WRIGLEY WM JR CO	COM	982526105	5,415	68,193
WYETH	COM	983024100	9,379	253,912
WYNDHAM WORLDWIDE CORP	COM	98310W108	283	17,999

VERIZON INVESTMENT MANAGEMENT CORP.  
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					ITEM 6: INV. DISCRETION		
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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	(B)		(C)
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	PENSION FAIR MARKET VALUE (\$000)	SHARES OR PRINCIPAL AMOUNT	(A) SOLE INSTR.	AS DEF. V	SHARED OTHER
					-----		
WYNN RESORTS LTD	COM	983134107	2,152	26,356			
XTO ENERGY INC	COM	98385X106	6,840	147,041			
XCEL ENERGY INC	COM	98389B100	2,974	148,782			
XILINX INC	COM	983919101	2,350	100,202			
XEROX CORP	COM	984121103	2,161	187,435			
YAHOO INC	COM	984332106	8,593	496,722			
YUM BRANDS INC	COM	988498101	6,507	199,547			
ZEBRA TECHNOLOGIES CORP	CL A	989207105	285	10,230			
ZIMMER HLDGS INC	COM	98956P102	3,731	57,788			
ZIONS BANCORPORATION	COM	989701107	215	5,568			
GRAND TOTAL			3,293,562				