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HONEYWELL INTERNATIONAL INC  
Form 13F-HR  
February 06, 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: December 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: Honeywell International Inc.

Address: P.O. Box 1219  
101 Columbia Road  
Morristown, New Jersey 07960

Form 13F File Number: 28-1879

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: Harsh Bansal

Title: Vice President -- Investments of Honeywell International Inc.

Phone: (973) 455-4502

Signature, Place, and Date of Signing:

/s/ Harsh Bansal Morris Township, New Jersey February 6, 2008

Harsh Bansal

Report Type (Check only one.):

[X] 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).)

List of Other Managers Reporting for this Manager: [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
NONE	

Form 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 162

Form 13F Information Table Value Total: \$1,775,265  
(thousands)

List of Other Included Managers:

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

No. Form 13F File Number	Name
1. 28-7176	Honeywell Capital Management LLC

13F REPORT  
December 31, 2007  
NAME OF REPORTING MANAGER: HONEYWELL INTERNATIONAL INC.

COLUMN 1 NAME OF ISSUER -----	COLUMN 2 TITLE OF CLASS -----	COLUMN 3 CUSIP NUMBER -----	COLUMN 4 VALUE (x\$1000) -----	COL SHR PRN ---
AMDOCS LTD	ORD	G02602103	\$ 1,724	50
COOPER INDUSTRIES LTD	CL A	G24182100	\$ 13,432	254
LAZARD LTD	SHS A	G54050102	\$ 14,075	346
UTI WORLDWIDE INC	ORD	G87210103	\$ 3,332	170
UBS AG	SHS NEW	H89231338	\$ 24,518	533
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	\$ 2,328	106
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	\$ 3,752	88
AES CORP	COM	00130H105	\$ 3,529	165
AT&T INC	COM	00206R102	\$ 34,287	825
ABBOTT LAB	COM	002824100	\$ 16,424	292
ADVANCE AUTO PTS INC	COM	00751Y106	\$ 6,420	169
ADVANCED MICRO DEVICES INC	COM	007903107	\$ 1,500	200
AFFILIATED MANAGERS GROUP INC	COM	008252108	\$ 14,448	123
AKAMAI TECHNOLOGIES INC	COM	00971T101	\$ 5,328	154
ALLSCRIPTS HEALTHCARE SOLUTIONS INC	COM	01988P108	\$ 3,418	176
ALTRIA GROUP INC	COM	02209S103	\$ 21,994	291
AMERN INTL GROUP INC	COM	026874107	\$ 19,880	341
AMERN MED SYS HLDGS INC	COM	02744M108	\$ 10,118	699
APOLLO INVT CORP	COM	03761U106	\$ 2,165	127
ARCH COAL INC	COM	039380100	\$ 12,266	273
ATWOOD OCEANICS INC	COM	050095108	\$ 4,310	43
AUTODESK INC	COM	052769106	\$ 14,356	288
BAKER HUGHES INC	COM	057224107	\$ 16,950	209
BERKLEY W R CORP	COM	084423102	\$ 4,442	149
BEST BUY INC	COM	086516101	\$ 16,848	320
BRIGHTPOINT INC	COM NEW	109473405	\$ 2,120	138
BROADCOM CORP	CL A	111320107	\$ 6,012	230
CVS CAREMARK CORP	COM	126650100	\$ 15,701	395
CAMERON INTL CORP	COM	13342B105	\$ 4,139	86

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CARDINAL HLTH INC	COM	14149Y108	\$	22,811	395
CARTER INC	COM	146229109	\$	3,270	169
CENTRAL GARDEN & PET CO	CL A NON-VTG	153527205	\$	5,529	1,031
CHEESECAKE FACTORY INC	COM	163072101	\$	2,703	114
CHEVRON CORP	COM	166764100	\$	24,639	264
CHUBB CORP	COM	171232101	\$	10,206	187
CISCO SYS INC	COM	17275R102	\$	20,587	760
CITIGROUP INC	COM	172967101	\$	3,150	107
CITRIX SYS INC	COM	177376100	\$	11,555	304
COACH INC	COM	189754104	\$	3,456	113
COMCAST CORP NEW	CL A	20030N101	\$	10,481	574
CORNING INC	COM	219350105	\$	22,551	940
COSTCO WHSL CORP NEW	COM	22160K105	\$	6,976	100
COVENTRY HEALTH CARE INC	COM	222862104	\$	11,791	199
CYTEC IND	COM	232820100	\$	12,193	198

COLUMN 1 NAME OF ISSUER -----	COLUMN 2 TITLE OF CLASS -----	COLUMN 3 CUSIP NUMBER -----	COLUMN 4 VALUE (x\$1000) -----	COLUMN 5 SHR PRN -----	
DANAHER CORP	COM	235851102	\$	11,231	128
DAVITA INC	COM	23918K108	\$	11,608	206
DIAGEO P L C	SPON ADR NEW	25243Q205	\$	6,866	80
DIAMONDROCK HOSPITALITY CO	COM	252784301	\$	3,460	231
DONNELLEY R R & SONS CO	COM	257867101	\$	13,134	348
EMC CORP	COM	268648102	\$	18,400	993
ENSCO INTL INC	COM	26874Q100	\$	17,469	293
ECOLAB INC	COM	278865100	\$	10,447	204
EHEALTH INC	COM	28238P109	\$	198	6
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	\$	1,596	35
EMERSON ELEC CO	COM	291011104	\$	25,724	454
ENDO PHARMACEUTICALS HLDGS INC	COM	29264F205	\$	2,934	110
ENERGEN CORP	COM	29265N108	\$	5,331	83
ENTERGY CORP NEW	COM	29364G103	\$	12,191	102
EQUIFAX INC	COM	294429105	\$	2,109	58
EXELON CORP	COM	30161N101	\$	26,533	325
F M C CORP	COM NEW	302491303	\$	3,764	69
FEDEX CORP	COM	31428X106	\$	20,420	229
FIDELITY NATL INFORMATION SVCS INC	COM	31620M106	\$	28,739	691
FDRY NETWORKS INC	COM	35063R100	\$	2,225	127
FREEPORT-MCMORAN COPPER & GOLD INC	COM	35671D857	\$	4,610	45
GENERAL ELEC CO	COM	369604103	\$	45,633	1,231
GENZYME CORP	COM	372917104	\$	12,580	169
GLOBAL PMTS INC	COM	37940X102	\$	3,675	79
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	\$	11,647	490
HARSCO CORP	COM	415864107	\$	2,755	43
HARTFORD FINANCIAL SVCS GROUP INC	COM	416515104	\$	18,571	213
HESS CORP	COM	42809H107	\$	13,616	135
HEWLETT PACKARD CO	COM	428236103	\$	28,067	556
HOST HOTELS & RESORTS INC	COM	44107P104	\$	9,491	557
ITT CORP INC	COM	450911102	\$	12,878	195
IDEX CORP	COM	45167R104	\$	3,830	106
INGRAM MICRO INC	CL A	457153104	\$	4,817	267
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	\$	2,516	60
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	\$	2,488	220

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INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	\$	14,991	315
JPMORGAN CHASE & CO	COM	46625H100	\$	27,412	628
J2 GLOBAL COMMUNICATONS INC	COM NEW	46626E205	\$	4,382	207
JABIL CIRCUIT INC	COM	466313103	\$	12,140	795
KENEXA CORP	COM	488879107	\$	1,534	79
KORN FERRY INTL	COM NEW	500643200	\$	2,597	138
L-3 COMMUNICATIONS HLDG CORP	COM	502424104	\$	11,442	108
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	\$	13,898	184
LEGG MASON INC	COM	524901105	\$	24,213	331
LOWES COS INC	COM	548661107	\$	4,863	215
MARSHALL & ILSLEY CORP NEW	COM	571837103	\$	2,330	87
MARRIOTT INTL INC NEW	CL A	571903202	\$	7,007	205
MATRIA HEALTHCARE INC	COM NEW	576817209	\$	2,520	106
MAXIM INTEGRATED PRODS INC	COM	57772K101	\$	14,935	564
MCGRAW HILL COMPANIES INC	COM	580645109	\$	9,507	217
MEDTRONIC INC	COM	585055106	\$	13,573	270
MERRILL LYNCH & CO INC	COM	590188108	\$	15,943	297
METAVANTE TECHNOLOGIES INC	COM	591407101	\$	707	30
MICROSOFT CORP	COM	594918104	\$	46,739	1,312

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHARES (PRN)	
MICROCHIP TECHNOLOGY INC	COM	595017104	\$	3,016	96
MICRON TECH INC	COM	595112103	\$	12,833	1,770
MILLIPORE CORP	COM	601073109	\$	4,684	64
MORGAN STANLEY	COM NEW	617446448	\$	16,730	315
NII HLDGS INC	CL B NEW	62913F201	\$	11,548	239
NATL FINL PARTNERS CORP	COM	63607P208	\$	13,834	303
NELNET INC	CL A	64031N108	\$	1,030	81
NEUSTAR INC	CL A	64126X201	\$	3,155	110
NEWS CORP	CL A	65248E104	\$	19,261	940
NORDSTROM INC	COM	655664100	\$	10,912	297
NSTAR	COM	67019E107	\$	5,614	155
NUANCE COMMUNICATIONS INC	COM	67020Y100	\$	2,055	110
OCCIDENTAL PETE CORP	COM	674599105	\$	36,185	470
OMNICARE INC	COM	681904108	\$	4,744	208
OMNICOM GROUP INC	COM	681919106	\$	16,208	341
O REILLY AUTOMOTIVE INC	COM	686091109	\$	5,156	159
PNC FINL SVCS GROUP	COM	693475105	\$	16,084	245
PANERA BREAD CO	CL A	69840W108	\$	2,149	60
PANTRY INC	COM	698657103	\$	2,670	102
PATTERSON COS INC	COM	703395103	\$	15,210	448
PEOPLES UNITED FINANCIAL INC	COM	712704105	\$	2,884	162
PEPSICO INC	COM	713448108	\$	26,565	350
PEROT SYS CORP	CL A	714265105	\$	2,525	187
PETSMART INC	COM	716768106	\$	9,654	410
PHARMACEUTICAL PROD DEV INC	COM	717124101	\$	19,095	473
PIPER JAFFRAY COS	COM	724078100	\$	1,529	33
POLYCOM INC	COM	73172K104	\$	1,750	63
POOL CORP	COM	73278L105	\$	2,142	108
PRIDE INTL INC DEL	COM	74153Q102	\$	2,543	75
PROCTER & GAMBLE CO	COM	742718109	\$	32,085	437
PRUDENTIAL FINL INC	COM	744320102	\$	23,260	250
QLOGIC CORP	COM	747277101	\$	7,043	496

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QUALCOMM INC	COM	747525103	\$	22,508	572
QUEST DIAGNOSTICS INC	COM	74834L100	\$	17,880	338
QUESTAR CORP	COM	748356102	\$	18,394	340
ROCKWELL COLLINS INC	COM	774341101	\$	16,049	223
SEI INVTS CO	COM	784117103	\$	1,705	53
SANDISK CORP	COM	80004C101	\$	5,307	160
SCHERING-PLOUGH CORP	COM	806605101	\$	8,205	308
SEALED AIR CORP NEW	COM	81211K100	\$	11,061	478
SKYWEST INC	COM	830879102	\$	1,343	50
SOUTHERN CO	COM	842587107	\$	11,625	300
SOUTHWEST AIRLS CO	COM	844741108	\$	10,492	860
STAPLES INC	COM	855030102	\$	27,061	1,173
STATE STR CORP	COM	857477103	\$	4,304	53
SYMMETRY MED INC	COM	871546206	\$	2,928	168
SYNOPSIS INC	COM	871607107	\$	5,964	230
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	\$	3,725	374
TARGET CORP	COM	87612E106	\$	11,700	234
TECH DATA CORP	COM	878237106	\$	3,998	106
TEVA PHARMACEUTICAL INDS	ADR	881624209	\$	8,785	189
TIME WARNER CABLE INC	CL A	88732J108	\$	125	4
TOTAL SA	SPONSORED ADR	89151E109	\$	36,261	439
URS CORP NEW	COM	903236107	\$	2,554	47

COLUMN 1 NAME OF ISSUER -----	COLUMN 2 TITLE OF CLASS -----	COLUMN 3 CUSIP NUMBER -----	COLUMN 4 VALUE (x\$1000) -----	COLUMN 5 SHR PRN -----	
ULTA SALON COSMETCS & FRAG I	COM	90384S303	\$	1,058	61
UNITED NAT FOODS INC	COM	911163103	\$	4,441	140
UNITED TECHNOLOGIES CORP	COM	913017109	\$	32,606	426
VERIZON COMMUNICATIONS	COM	92343V104	\$	25,733	589
WELLPOINT INC	COM	94973V107	\$	20,441	233
WESCO INTL INC	COM	95082P105	\$	2,418	61
WESTN DIGITAL CORP	COM	958102105	\$	3,021	100
WILLIAMS CO INC	COM	969457100	\$	3,936	110
WYETH COM	COM	983024100	\$	9,854	223
ZIONS BANCORP	COM	989701107	\$	1,634	35
			\$	1,775,265	\$46,162

COLUMN 1 NAME OF ISSUER -----	COLUMN 6 INVESTMENT DISCRETION -----	COLUMN 7 OTHER MANAGERS -----	COLUMN 8 VOTING AUTH SOLE SHA -----
AMDOCS LTD	DEFINED	DEFINED	50,000
COOPER INDUSTRIES LTD	DEFINED	DEFINED	254,000
LAZARD LTD	DEFINED	DEFINED	346,000
UTI WORLDWIDE INC	DEFINED	DEFINED	170,000
UBS AG	DEFINED	DEFINED	533,000
CHECK POINT SOFTWARE TECH LT	DEFINED	DEFINED	106,000
ROYAL CARIBBEAN CRUISES LTD	DEFINED	DEFINED	88,400
AES CORP	DEFINED	DEFINED	165,000
AT&T INC	DEFINED	DEFINED	825,000
ABBOTT LAB	DEFINED	DEFINED	292,500

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ADVANCE AUTO PTS INC	DEFINED	DEFINED	169,000
ADVANCED MICRO DEVICES INC	DEFINED	DEFINED	200,000
AFFILIATED MANAGERS GROUP INC	DEFINED	DEFINED	123,000
AKAMAI TECHNOLOGIES INC	DEFINED	DEFINED	154,000
ALLSCRIPTS HEALTHCARE SOLUTIONS INC	DEFINED	DEFINED	176,000
ALTRIA GROUP INC	DEFINED	DEFINED	291,000
AMERN INTL GROUP INC	DEFINED	DEFINED	341,000
AMERN MED SYS HLDGS INC	DEFINED	DEFINED	699,700
APOLLO INVT CORP	DEFINED	DEFINED	127,000
ARCH COAL INC	DEFINED	DEFINED	273,000
ATWOOD OCEANICS INC	DEFINED	DEFINED	43,000
AUTODESK INC	DEFINED	DEFINED	288,500
BAKER HUGHES INC	DEFINED	DEFINED	209,000
BERKLEY W R CORP	DEFINED	DEFINED	149,000
BEST BUY INC	DEFINED	DEFINED	320,000
BRIGHTPOINT INC	DEFINED	DEFINED	138,000
BROADCOM CORP	DEFINED	DEFINED	230,000
CVS CAREMARK CORP	DEFINED	DEFINED	395,000
CAMERON INTL CORP	DEFINED	DEFINED	86,000
CARDINAL HLTH INC	DEFINED	DEFINED	395,000
CARTER INC	DEFINED	DEFINED	169,000
CENTRAL GARDEN & PET CO	DEFINED	DEFINED	1,031,500
CHEESECAKE FACTORY INC	DEFINED	DEFINED	114,000
CHEVRON CORP	DEFINED	DEFINED	264,000
CHUBB CORP	DEFINED	DEFINED	187,000
CISCO SYS INC	DEFINED	DEFINED	760,500
CITIGROUP INC	DEFINED	DEFINED	107,000
CITRIX SYS INC	DEFINED	DEFINED	304,000
COACH INC	DEFINED	DEFINED	113,000
COMCAST CORP NEW	DEFINED	DEFINED	574,000
CORNING INC	DEFINED	DEFINED	940,000
COSTCO WHSL CORP NEW	DEFINED	DEFINED	100,000
COVENTRY HEALTH CARE INC	DEFINED	DEFINED	199,000
CYTEC IND	DEFINED	DEFINED	198,000

COLUMN 1	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE VOTING AUTH SHA
-----	-----	-----	-----
DANAHER CORP	DEFINED	DEFINED	128,000
DAVITA INC	DEFINED	DEFINED	206,000
DIAGEO P L C	DEFINED	DEFINED	80,000
DIAMONDROCK HOSPITALITY CO	DEFINED	DEFINED	231,000
DONNELLEY R R & SONS CO	DEFINED	DEFINED	348,000
EMC CORP	DEFINED	DEFINED	993,000
ENSCO INTL INC	DEFINED	DEFINED	293,000
ECOLAB INC	DEFINED	DEFINED	204,000
EHEALTH INC	DEFINED	DEFINED	6,177
EMBRAER-EMPRESA BRASILEIRA D	DEFINED	DEFINED	35,000
EMERSON ELEC CO	DEFINED	DEFINED	454,000
ENDO PHARMACEUTICALS HLDGS INC	DEFINED	DEFINED	110,000
ENERGEN CORP	DEFINED	DEFINED	83,000
ENTERGY CORP NEW	DEFINED	DEFINED	102,000
EQUIFAX INC	DEFINED	DEFINED	58,000
EXELON CORP	DEFINED	DEFINED	325,000
F M C CORP	DEFINED	DEFINED	69,000

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FEDEX CORP	DEFINED	DEFINED	229,000
FIDELITY NATL INFORMATION SVCS INC	DEFINED	DEFINED	691,000
FDRY NETWORKS INC	DEFINED	DEFINED	127,000
FREEPART-MCMORAN COPPER & GOLD INC	DEFINED	DEFINED	45,000
GENERAL ELEC CO	DEFINED	DEFINED	1,231,000
GENZYME CORP	DEFINED	DEFINED	169,000
GLOBAL PMTS INC	DEFINED	DEFINED	79,000
GRUPO TELEVISIA SA DE CV	DEFINED	DEFINED	490,000
HARSCO CORP	DEFINED	DEFINED	43,000
HARTFORD FINANCIAL SVCS GROUP INC	DEFINED	DEFINED	213,000
HESS CORP	DEFINED	DEFINED	135,000
HEWLETT PACKARD CO	DEFINED	DEFINED	556,000
HOST HOTELS & RESORTS INC	DEFINED	DEFINED	557,000
ITT CORP INC	DEFINED	DEFINED	195,000
IDEX CORP	DEFINED	DEFINED	106,000
INGRAM MICRO INC	DEFINED	DEFINED	267,000
INTEGRA LIFESCIENCES HLDGS C	DEFINED	DEFINED	60,000
INTEGRATED DEVICE TECHNOLOGY INC	DEFINED	DEFINED	220,000
INVESTMENT TECHNOLOGY GRP NE	DEFINED	DEFINED	315,000
JPMORGAN CHASE & CO	DEFINED	DEFINED	628,000
J2 GLOBAL COMMUNICATONS INC	DEFINED	DEFINED	207,000
JABIL CIRCUIT INC	DEFINED	DEFINED	795,000
KENEXA CORP	DEFINED	DEFINED	79,000
KORN FERRY INTL	DEFINED	DEFINED	138,000
L-3 COMMUNICATIONS HLDG CORP	DEFINED	DEFINED	108,000
LABORATORY CORP AMER HLDGS	DEFINED	DEFINED	184,000
LEGG MASON INC	DEFINED	DEFINED	331,000
LOWES COS INC	DEFINED	DEFINED	215,000
MARSHALL & ILSLEY CORP NEW	DEFINED	DEFINED	87,999
MARRIOTT INTL INC NEW	DEFINED	DEFINED	205,000
MATRIA HEALTHCARE INC	DEFINED	DEFINED	106,000
MAXIM INTEGRATED PRODS INC	DEFINED	DEFINED	564,000
MCGRAW HILL COMPANIES INC	DEFINED	DEFINED	217,000
MEDTRONIC INC	DEFINED	DEFINED	270,000
MERRILL LYNCH & CO INC	DEFINED	DEFINED	297,000
METAVANTE TECHNOLOGIES INC	DEFINED	DEFINED	30,333
MICROSOFT CORP	DEFINED	DEFINED	1,312,900

COLUMN 1	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE VOTING AUTH SHA
-----	-----	-----	----
MICROCHIP TECHNOLOGY INC	DEFINED	DEFINED	96,000
MICRON TECH INC	DEFINED	DEFINED	1,770,000
MILLIPORE CORP	DEFINED	DEFINED	64,000
MORGAN STANLEY	DEFINED	DEFINED	315,000
NII HLDGS INC	DEFINED	DEFINED	239,000
NATL FINL PARTNERS CORP	DEFINED	DEFINED	303,300
NELNET INC	DEFINED	DEFINED	81,000
NEUSTAR INC	DEFINED	DEFINED	110,000
NEWS CORP	DEFINED	DEFINED	940,000
NORDSTROM INC	DEFINED	DEFINED	297,100
NSTAR	DEFINED	DEFINED	155,000
NUANCE COMMUNICATIONS INC	DEFINED	DEFINED	110,000
OCCIDENTAL PETE CORP	DEFINED	DEFINED	470,000
OMNICARE INC	DEFINED	DEFINED	208,000

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OMNICOM GROUP INC	DEFINED	DEFINED	341,000
O REILLY AUTOMOTIVE INC	DEFINED	DEFINED	159,000
PNC FINL SVCS GROUP	DEFINED	DEFINED	245,000
PANERA BREAD CO	DEFINED	DEFINED	60,000
PANTRY INC	DEFINED	DEFINED	102,200
PATTERSON COS INC	DEFINED	DEFINED	448,000
PEOPLES UNITED FINANCIAL INC	DEFINED	DEFINED	162,000
PEPSICO INC	DEFINED	DEFINED	350,000
PEROT SYS CORP	DEFINED	DEFINED	187,000
PETSMART INC	DEFINED	DEFINED	410,300
PHARMACEUTICAL PROD DEV INC	DEFINED	DEFINED	473,000
PIPER JAFFRAY COS	DEFINED	DEFINED	33,000
POLYCOM INC	DEFINED	DEFINED	63,000
POOL CORP	DEFINED	DEFINED	108,000
PRIDE INTL INC DEL	DEFINED	DEFINED	75,000
PROCTER & GAMBLE CO	DEFINED	DEFINED	437,000
PRUDENTIAL FINL INC	DEFINED	DEFINED	250,000
QLOGIC CORP	DEFINED	DEFINED	496,000
QUALCOMM INC	DEFINED	DEFINED	572,000
QUEST DIAGNOSTICS INC	DEFINED	DEFINED	338,000
QUESTAR CORP	DEFINED	DEFINED	340,000
ROCKWELL COLLINS INC	DEFINED	DEFINED	223,000
SEI INVTS CO	DEFINED	DEFINED	53,000
SANDISK CORP	DEFINED	DEFINED	160,000
SCHERING-PLOUGH CORP	DEFINED	DEFINED	308,000
SEALED AIR CORP NEW	DEFINED	DEFINED	478,000
SKYWEST INC	DEFINED	DEFINED	50,000
SOUTHERN CO	DEFINED	DEFINED	300,000
SOUTHWEST AIRLS CO	DEFINED	DEFINED	860,000
STAPLES INC	DEFINED	DEFINED	1,173,000
STATE STR CORP	DEFINED	DEFINED	53,000
SYMMETRY MED INC	DEFINED	DEFINED	168,000
SYNOPSIS INC	DEFINED	DEFINED	230,000
TAIWAN SEMICONDUCTOR MFG LTD	DEFINED	DEFINED	374,000
TARGET CORP	DEFINED	DEFINED	234,000
TECH DATA CORP	DEFINED	DEFINED	106,000
TEVA PHARMACEUTICAL INDS	DEFINED	DEFINED	189,000
TIME WARNER CABLE INC	DEFINED	DEFINED	4,534
TOTAL SA	DEFINED	DEFINED	439,000
URS CORP NEW	DEFINED	DEFINED	47,000

COLUMN 1	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE VOTING AUTH SHA
-----	-----	-----	-----
ULTA SALON COSMETCS & FRAG I	DEFINED	DEFINED	61,679
UNITED NAT FOODS INC	DEFINED	DEFINED	140,000
UNITED TECHNOLOGIES CORP	DEFINED	DEFINED	426,000
VERIZON COMMUNICATIONS	DEFINED	DEFINED	589,000
WELLPOINT INC	DEFINED	DEFINED	233,000
WESCO INTL INC	DEFINED	DEFINED	61,000
WESTN DIGITAL CORP	DEFINED	DEFINED	100,000
WILLIAMS CO INC	DEFINED	DEFINED	110,000
WYETH COM	DEFINED	DEFINED	223,000
ZIONS BANCORP	DEFINED	DEFINED	35,000