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WADDELL & REED FINANCIAL INC  
Form 13F-HR  
November 13, 2002

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, 2002

Check here if Amendment / /; Amendment No. \_\_\_\_  
This Amendment (check one only): / / is a restatement.  
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Waddell & Reed Financial, Inc.  
Address: 6300 Lamar Avenue  
Overland Park, KS 66202

Form 13F File Number: 28-7592

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.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Daniel C. Schulte  
Title: Secretary  
Phone: (913) 236-2012

Signature, Place and Date of Signing:

/s/ Daniel C. Schulte Overland Park, Kansas November 11, 2002

The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts which are advised by Waddell & Reed Investment Management Company ("WRIMCO") or sub-advised by WRIMCO for Waddell & Reed Asset Management Company, a non-affiliated company or by managed accounts advised by Austin, Calvert & Flavin, Inc. ("ACF"), an investment advisor and wholly owned subsidiary of WRIMCO. WRIMCO is an investment advisory subsidiary of Waddell & Reed, Inc. ("WRI"). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ("WRFSI"). WRFSI is a subsidiary of Waddell & Reed Financial, Inc., a publicly traded company ("WDR"). WDR, WRFSI and WRI are deemed to have "investment discretion" over the securities due to their control relationship with WRIMCO and ACF pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

/X/ 13F HOLDINGS. (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

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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: 4  
 Form 13F Information Table Entry Total 557  
 Form 13F Information Table Value Total \$143,999,310 (\$ 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	28-7594	Waddell & Reed Financial Services, Inc.
2	28-375	Waddell & Reed, Inc.
3	28-4466	Waddell & Reed Investment Management Company
4	28-3226	Austin, Calvert & Flavin, Inc.

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
A D C TELECOMMUNICATIONS	COM	000886101	12,062	10,443,550
AOL TIME WARNER INC	COM	00184A105	438	37,466
AT&T WIRELESS SVCS INC	COM	00209A106	16	3,766
AT&T WIRELESS SVCS INC	COM	00209A106	8,240	2,000,000
ABBOTT LABS	COM	002824100	38,456	951,882
ABBOTT LABS	COM	002824100	60,005	1,485,275
ABERCROMBIE & FITCH CO	CL A	002896207	13,660	694,450
ACTIVISION INC NEW	COM NEW	004930202	18,561	775,000
ACXIOM CORP	COM	005125109	42,188	2,991,000
ADAPTEC INC	COM	00651F108	198	44,950
ADVANCED FIBRE COMMUNICATIONS	COM	00754A105	31,422	2,368,800
ADVISORY BRD CO	COM	00762W107	633	21,300
ADVANCED MICRO DEVICES INC	COM	007903107	8,857	1,658,600
ADVANCED MICRO DEVICES INC	DBCV 4.75% 2/0	007903AE7	2,950	5,000,000
AFFYMETRIX INC	COM	00826T108	44,940	2,162,124
AGERE SYS INC	COM	00845V100	0	13

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AGERE SYS INC	COM	00845V100	9,063	8,239,500
AGERE SYS INC	CL B	00845V209	0	353
AGNICO EAGLE MINES LTD	COM	008474108	5,054	315,700
AIR PRODS & CHEMS INC	COM	009158106	8,587	204,410
AIR PRODS & CHEMS INC	COM	009158106	130,067	3,096,100
ALBERTSONS INC	COM	013104104	350	14,500
ALCOA INC	COM	013817101	330	17,095
ALCOA INC	COM	013817101	111,065	5,754,685
ALLEGHANY CORP DEL	COM	017175100	208	1,100
ALLEGHENY ENERGY INC	COM	017361106	2,299	175,500
ALLERGAN INC	COM	018490102	109	2,000
ALLERGAN INC	COM	018490102	41,970	771,500
ALLSTATE CORP	COM	020002101	5	150
ALLSTATE CORP	COM	020002101	28,440	800,000
ALLTEL CORP	COM	020039103	11,280	281,090
ALLTEL CORP	COM	020039103	2,849	71,000
ALTERA CORP	COM	021441100	2	200
ALTERA CORP	COM	021441100	2,609	300,000
AMERADA HESS CORP	COM	023551104	13,784	203,070
AMERADA HESS CORP	COM	023551104	9,469	139,500
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	17,486	700,000
AMERICAN ELEC PWR INC	COM	025537101	3,561	124,915
AMERICAN ELEC PWR INC	COM	025537101	2,210	77,500
AMERICAN EXPRESS CO	COM	025816109	5,300	169,988
AMERICAN EXPRESS CO	COM	025816109	3,701	118,700
AMERICAN HEALTHWAYS INC	COM	02649V104	30,095	1,867,500
AMERICAN INTL GROUP INC	COM	026874107	15,884	290,375

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE		ITEM 8 VOTING AUTHORITY (SHARES)	
	INSTR V	(A) SOLE	(B) SHARED	(C) NONE
A D C TELECOMMUNICATIONS	1,2,3	10,443,550		
AOL TIME WARNER INC	1,2,3,4	37,466		
AT&T WIRELESS SVCS INC	1,2,3,4	3,766		
AT&T WIRELESS SVCS INC	1,2,3	2,000,000		
ABBOTT LABS	1,2,3,4	951,882		
ABBOTT LABS	1,2,3	1,485,275		
ABERCROMBIE & FITCH CO	1,2,3	694,450		
ACTIVISION INC NEW	1,2,3	775,000		
ACXIOM CORP	1,2,3	2,991,000		
ADAPTEC INC	1,2,3	44,950		
ADVANCED FIBRE COMMUNICATIONS	1,2,3	2,368,800		
ADVISORY BRD CO	1,2,3	21,300		
ADVANCED MICRO DEVICES INC	1,2,3	1,658,600		
ADVANCED MICRO DEVICES INC	1,2,3	5,000,000		
AFFYMETRIX INC	1,2,3	2,162,124		
AGERE SYS INC	1,2,3,4	13		
AGERE SYS INC	1,2,3	8,239,500		
AGERE SYS INC	1,2,3,4	353		
AGNICO EAGLE MINES LTD	1,2,3	315,700		
AIR PRODS & CHEMS INC	1,2,3,4	204,410		
AIR PRODS & CHEMS INC	1,2,3	3,096,100		
ALBERTSONS INC	1,2,3	14,500		
ALCOA INC	1,2,3,4	17,095		
ALCOA INC	1,2,3	5,754,685		
ALLEGHANY CORP DEL	1,2,3,4	1,100		
ALLEGHENY ENERGY INC	1,2,3,4	175,500		
ALLERGAN INC	1,2,3,4	2,000		

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ALLERGAN INC	1,2,3	771,500
ALLSTATE CORP	1,2,3,4	150
ALLSTATE CORP	1,2,3	800,000
ALLTEL CORP	1,2,3,4	281,090
ALLTEL CORP	1,2,3	71,000
ALTERA CORP	1,2,3,4	200
ALTERA CORP	1,2,3	300,000
AMERADA HESS CORP	1,2,3,4	203,070
AMERADA HESS CORP	1,2,3	139,500
AMERICAN AXLE & MFG HLDGS IN	1,2,3	700,000
AMERICAN ELEC PWR INC	1,2,3,4	124,915
AMERICAN ELEC PWR INC	1,2,3	77,500
AMERICAN EXPRESS CO	1,2,3,4	169,988
AMERICAN EXPRESS CO	1,2,3	118,700
AMERICAN HEALTHWAYS INC	1,2,3	1,867,500
AMERICAN INTL GROUP INC	1,2,3,4	290,375

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
AMERICAN INTL GROUP INC	COM	026874107	135,731	2,481,367
AMERICAN ITALIAN PASTA CO	CL A	027070101	57,031	1,597,950
AMERISOURCE BERGEN CORP	COM	03073E105	7,142	100,000
AMGEN INC	COM	031162100	7,512	180,159
AMGEN INC	COM	031162100	66,078	1,584,800
AMSURG CORP	COM	03232P405	44,301	1,462,561
ANADARKO PETE CORP	COM	032511107	10,948	245,807
ANADARKO PETE CORP	COM	032511107	216,719	4,865,714
ANALOG DEVICES INC	COM	032654105	50,181	2,547,250
ANHEUSER BUSCH COS INC	COM	035229103	137	2,700
ANHEUSER BUSCH COS INC	COM	035229103	132,919	2,626,850
ANTHEM INC	COM	03674B104	40,973	630,350
ANTEON INTL CORP	COM	03674E108	25,938	954,300
APACHE CORP	COM	037411105	24	400
APACHE CORP	COM	037411105	58,185	978,730
APPLE COMPUTER INC	COM	037833100	17,425	1,202,150
APRIA HEALTHCARE GROUP INC	COM	037933108	41,264	1,751,450
APPLIED MATLS INC	COM	038222105	17,875	1,546,920
ARBITRON INC	COM	03875Q108	14,058	412,250
ARCHSTONE SMITH TR	COM	039583109	11,629	486,965
ARTHROCARE CORP	COM	043136100	13,327	1,100,000
AUTOZONE INC	COM	053332102	15,561	197,325
BJ SVCS CO	COM	055482103	8,837	339,900
BP AMOCO P L C	SPONSORED ADR	055622104	1,730	43,368
BP AMOCO P L C	SPONSORED ADR	055622104	1,796	45,000
BRE PROPERTIES INC	CL A	05564E106	615	20,000
BAKER HUGHES INC	COM	057224107	60	2,067
BAKER HUGHES INC	COM	057224107	224,177	7,722,249
BANK OF AMERICA CORPORATION	COM	060505104	504	7,900
BANK OF AMERICA CORPORATION	COM	060505104	111,599	1,749,198
BARRICK GOLD CORP	COM	067901108	22,422	1,441,943

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BAXTER INTL INC	COM	071813109	25,700	841,247
BEA SYS INC	COM	073325102	3	650
BEA SYS INC	COM	073325102	11,445	2,215,850
BEAR STEARNS COS INC	COM	073902108	367	6,500
KPMG CONSULTING INC	COM	074002106	27,670	4,310,000
BECKMAN COULTER INC	COM	075811109	8,520	220,150
BECTON DICKINSON & CO	COM	075887109	77	2,700
BECTON DICKINSON & CO	COM	075887109	1,562	55,000
BELLSOUTH CORP	COM	079860102	374	20,388
BELLSOUTH CORP	COM	079860102	55,155	3,004,100
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	11,744	160
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	45,708	18,543

ITEM 1	ITEM 7	ITEM 8		
NAME OF ISSUE	MANAGERS SEE INSTR V	(A) SOLE	VOTING AUTHORITY (SHARES) (B) SHARED	(C) NONE
AMERICAN INTL GROUP INC	1,2,3	2,481,367		
AMERICAN ITALIAN PASTA CO	1,2,3	1,597,950		
AMERISOURCE BERGEN CORP	1,2,3	100,000		
AMGEN INC	1,2,3,4	180,159		
AMGEN INC	1,2,3	1,584,800		
AMSURG CORP	1,2,3	1,462,561		
ANADARKO PETE CORP	1,2,3,4	245,807		
ANADARKO PETE CORP	1,2,3	4,865,714		
ANALOG DEVICES INC	1,2,3	2,547,250		
ANHEUSER BUSCH COS INC	1,2,3,4	2,700		
ANHEUSER BUSCH COS INC	1,2,3	2,626,850		
ANTHEM INC	1,2,3	630,350		
ANTEON INTL CORP	1,2,3	954,300		
APACHE CORP	1,2,3,4	400		
APACHE CORP	1,2,3	978,730		
APPLE COMPUTER INC	1,2,3	1,202,150		
APRIA HEALTHCARE GROUP INC	1,2,3	1,751,450		
APPLIED MATLS INC	1,2,3	1,546,920		
ARBITRON INC	1,2,3	412,250		
ARCHSTONE SMITH TR	1,2,3,4	486,965		
ARTHROCARE CORP	1,2,3	1,100,000		
AUTOZONE INC	1,2,3	197,325		
BJ SVCS CO	1,2,3	339,900		
BP AMOCO P L C	1,2,3,4	43,368		
BP AMOCO P L C	1,2,3	45,000		
BRE PROPERTIES INC	1,2,3,4	20,000		
BAKER HUGHES INC	1,2,3,4	2,067		
BAKER HUGHES INC	1,2,3	7,722,249		
BANK OF AMERICA CORPORATION	1,2,3,4	7,900		
BANK OF AMERICA CORPORATION	1,2,3	1,749,198		
BARRICK GOLD CORP	1,2,3	1,441,943		
BAXTER INTL INC	1,2,3,4	841,247		
BEA SYS INC	1,2,3,4	650		
BEA SYS INC	1,2,3	2,215,850		
BEAR STEARNS COS INC	1,2,3	6,500		
KPMG CONSULTING INC	1,2,3	4,310,000		
BECKMAN COULTER INC	1,2,3	220,150		
BECTON DICKINSON & CO	1,2,3,4	2,700		
BECTON DICKINSON & CO	1,2,3	55,000		
BELLSOUTH CORP	1,2,3,4	20,388		
BELLSOUTH CORP	1,2,3	3,004,100		
BERKSHIRE HATHAWAY INC DEL	1,2,3	160		

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BERKSHIRE HATHAWAY INC DEL

1,2,3,4

18,543

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	21,446	8,700
BIOGEN INC	COM	090597105	48,044	1,642,825
BIOMET INC	COM	090613100	30,603	1,148,125
BLOCKBUSTER INC	COM	093679108	52,803	2,129,150
BOISE CASCADE CORP	COM	097383103	1,021	44,800
BOISE CASCADE CORP	COM	097383103	2,280	100,000
BORDERS GROUP INC	COM	099709107	8,142	515,300
BRINKER INTL INC	COM	109641100	18,130	700,000
BRISTOL MYERS SQUIBB CO	COM	110122108	26,238	1,102,437
BRISTOL MYERS SQUIBB CO	COM	110122108	5,617	236,000
BROCADE COMMUNICATIONS SYS INC	COM	111621108	6,791	903,000
BROWN TOM INC	COM NEW	115660201	6,885	300,675
BROWN TOM INC	COM NEW	115660201	8,646	377,550
BURLINGTON RES INC	COM	122014103	13,840	360,805
BURLINGTON RES INC	COM	122014103	228,441	5,955,175
C H ROBINSON WORLDWIDE INC	COM	12541W100	6,000	221,850
CLECO CORP NEW	COM	12561W105	118	8,768
CNA FINL CORP	COM	126117100	20,000	800,000
CABOT MICROELECTRONICS CORP	COM	12709P103	15,266	410,200
CARNIVAL CORP	COM	143658102	25,699	1,023,848
CATALINA MARKETING CORP	COM	148867104	42,331	1,507,500
CATERPILLAR INC DEL	COM	149123101	7	200
CATERPILLAR INC DEL	COM	149123101	55,601	1,493,850
CELL THERAPEUTICS INC	COM	150934107	2,478	563,900
CELESTICA INC	SUB VTG SHS	15101Q108	3,275	250,000
CEMEX S A	SPON ADR 5 ORD	151290889	688	33,000
CENTURYTEL INC	COM	156700106	9,618	428,800
CEPHALON INC	COM	156708109	9,892	242,400
CEPHALON INC	NOTE 2.500%12/1	156708AE9	2,483	3,000,000
CERNER CORP	COM	156782104	35,157	1,000,200
CHARTER ONE FINL INC	COM	160903100	16,776	564,475
CHARTER COMMUNICATIONS INC DEL	CL A	16117M107	34	18,000
CHECKFREE CORP NEW	COM	162813109	40,356	3,561,911
CHEVRONTEXACO CORP	COM	166764100	5,924	85,548
CHOLESTECH CORP	COM	170393102	12,342	1,180,500
CHUBB CORP	COM	171232101	33,315	607,608
CHUBB CORP	COM	171232101	147,257	2,685,700
CINERGY CORP	COM	172474108	2,197	69,900
CINERGY CORP	COM	172474108	1,609	51,200
CISCO SYS INC	COM	17275R102	3,745	357,366
CISCO SYS INC	COM	17275R102	136,458	13,020,765
CITIGROUP INC	COM	172967101	5,569	187,823
CITIGROUP INC	COM	172967101	14,720	496,471

ITEM 1

ITEM 7

ITEM 8

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NAME OF ISSUE	MANAGERS		VOTING AUTHORITY		
	SEE		(A)	(B)	(C)
	INSTR	V	SOLE	SHARED	NONE
BERKSHIRE HATHAWAY INC DEL	1,2,3		8,700		
BIOGEN INC	1,2,3		1,642,825		
BIOMET INC	1,2,3		1,148,125		
BLOCKBUSTER INC	1,2,3		2,129,150		
BOISE CASCADE CORP	1,2,3,4		44,800		
BOISE CASCADE CORP	1,2,3		100,000		
BORDERS GROUP INC	1,2,3		515,300		
BRINKER INTL INC	1,2,3		700,000		
BRISTOL MYERS SQUIBB CO	1,2,3,4		1,102,437		
BRISTOL MYERS SQUIBB CO	1,2,3		236,000		
BROCADE COMMUNICATIONS SYS INC	1,2,3		903,000		
BROWN TOM INC	1,2,3,4		300,675		
BROWN TOM INC	1,2,3		377,550		
BURLINGTON RES INC	1,2,3,4		360,805		
BURLINGTON RES INC	1,2,3		5,955,175		
C H ROBINSON WORLDWIDE INC	1,2,3		221,850		
CLECO CORP NEW	1,2,3,4		8,768		
CNA FINL CORP	1,2,3		800,000		
CABOT MICROELECTRONICS CORP	1,2,3		410,200		
CARNIVAL CORP	1,2,3,4		1,023,848		
CATALINA MARKETING CORP	1,2,3		1,507,500		
CATERPILLAR INC DEL	1,2,3,4		200		
CATERPILLAR INC DEL	1,2,3		1,493,850		
CELL THERAPEUTICS INC	1,2,3		563,900		
CELESTICA INC	1,2,3		250,000		
CEMEX S A	1,2,3		33,000		
CENTURYTEL INC	1,2,3		428,800		
CEPHALON INC	1,2,3		242,400		
CEPHALON INC	1,2,3		3,000,000		
CERNER CORP	1,2,3		1,000,200		
CHARTER ONE FINL INC	1,2,3		564,475		
CHARTER COMMUNICATIONS INC DEL	1,2,3		18,000		
CHECKFREE CORP NEW	1,2,3		3,561,911		
CHEVRONTEXACO CORP	1,2,3,4		85,548		
CHOLESTECH CORP	1,2,3		1,180,500		
CHUBB CORP	1,2,3,4		607,608		
CHUBB CORP	1,2,3		2,685,700		
CINERGY CORP	1,2,3,4		69,900		
CINERGY CORP	1,2,3		51,200		
CISCO SYS INC	1,2,3,4		357,366		
CISCO SYS INC	1,2,3		13,020,765		
CITIGROUP INC	1,2,3,4		187,823		
CITIGROUP INC	1,2,3		496,471		

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT

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CITIZENS COMMUNICATIONS CO	COM	17453B101	14,152	2,087,250
CITRIX SYS INC	COM	177376100	5,966	988,500
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	654	18,816
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	13,031	375,000
COCA COLA CO	COM	191216100	3,375	70,370
COCA COLA CO	COM	191216100	26,602	554,670
COLGATE PALMOLIVE CO	COM	194162103	24	452
COLGATE PALMOLIVE CO	COM	194162103	302	5,600
COLUMBIA LABS INC	COM	197779101	405	90,000
COMMERCE BANCORP INC NJ	COM	200519106	216	5,200
COMMONWEALTH TEL ENTERPRISES	COM	203349105	23,883	686,800
COMPASS BANCSHARES INC	COM	20449H109	59	2,000
COMPASS BANCSHARES INC	COM	20449H109	14,760	500,000
COMPUTER SCIENCES CORP	COM	205363104	404	14,550
CONAGRA FOODS INC	COM	205887102	26,181	1,053,580
CONAGRA FOODS INC	COM	205887102	9,577	385,400
CONCORD EFS INC	COM	206197105	100,896	6,339,700
CONCURRENT COMPUTER CORP NEW	COM	206710204	48	20,700
CONOCOPHILLIPS	COM	20825C104	145	3,131
CONOCOPHILLIPS	COM	20825C104	89,071	1,926,275
CONTINENTAL AIRLS INC	CL B	210795308	243	45,050
CONVERGYS CORP	COM	212485106	18,951	1,260,900
COOPER CAMERON CORP	COM	216640102	6,815	163,185
COOPER CAMERON CORP	COM	216640102	77,873	1,864,775
CORNING INC	COM	219350105	1,176	735,000
CORNING INC	DBCV 11/0	219350AJ4	875	2,000,000
CORPORATE EXECUTIVE BRD CO	COM	21988R102	21,415	749,950
COSTCO WHSL CORP NEW	COM	22160K105	32	980
COSTCO WHSL CORP NEW	COM	22160K105	44,103	1,362,250
COX COMMUNICATIONS INC NEW	CL A	224044107	92,786	3,773,326
COX RADIO INC	CL A	224051102	19,722	753,900
CREE INC	COM	225447101	25,619	2,056,900
CULLEN FROST BANKERS INC	COM	229899109	1,890	55,348
CYPRESS SEMICONDUCTOR CORP	SB NT CV 3.75%05	232806AF6	4,643	6,000,000
DANAHER CORP DEL	COM	235851102	8,232	144,800
DEAN FOODS CO NEW	COM	242370104	426	10,706
DEAN FOODS CO NEW	COM	242370104	10,940	275,000
DEERE & CO	COM	244199105	141	3,100
DEERE & CO	COM	244199105	127,085	2,796,150
DELL COMPUTER CORP	COM	247025109	178	7,575
DELL COMPUTER CORP	COM	247025109	26,297	1,118,800
DENDRITE INTL INC	COM	248239105	17,297	2,700,600
DEVON ENERGY CORP NEW	COM	25179M103	796	16,507

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE		ITEM 8 VOTING AUTHORITY (SHARES)		
	INSTR	V	(A) SOLE	(B) SHARED	(C) NONE
CITIZENS COMMUNICATIONS CO	1,2,3		2,087,250		
CITRIX SYS INC	1,2,3		988,500		
CLEAR CHANNEL COMMUNICATIONS	1,2,3,4		18,816		
CLEAR CHANNEL COMMUNICATIONS	1,2,3		375,000		
COCA COLA CO	1,2,3,4		70,370		
COCA COLA CO	1,2,3		554,670		
COLGATE PALMOLIVE CO	1,2,3,4		452		
COLGATE PALMOLIVE CO	1,2,3		5,600		
COLUMBIA LABS INC	1,2,3,4		90,000		
COMMERCE BANCORP INC NJ	1,2,3		5,200		



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COMMONWEALTH TEL ENTERPRISES	1,2,3	686,800
COMPASS BANCSHARES INC	1,2,3,4	2,000
COMPASS BANCSHARES INC	1,2,3	500,000
COMPUTER SCIENCES CORP	1,2,3	14,550
CONAGRA FOODS INC	1,2,3,4	1,053,580
CONAGRA FOODS INC	1,2,3	385,400
CONCORD EFS INC	1,2,3	6,339,700
CONCURRENT COMPUTER CORP NEW	1,2,3	20,700
CONOCOPHILLIPS	1,2,3,4	3,131
CONOCOPHILLIPS	1,2,3	1,926,275
CONTINENTAL AIRLS INC	1,2,3	45,050
CONVERGYS CORP	1,2,3	1,260,900
COOPER CAMERON CORP	1,2,3,4	163,185
COOPER CAMERON CORP	1,2,3	1,864,775
CORNING INC	1,2,3	735,000
CORNING INC	1,2,3	2,000,000
CORPORATE EXECUTIVE BRD CO	1,2,3	749,950
COSTCO WHSL CORP NEW	1,2,3,4	980
COSTCO WHSL CORP NEW	1,2,3	1,362,250
COX COMMUNICATIONS INC NEW	1,2,3	3,773,326
COX RADIO INC	1,2,3	753,900
CREE INC	1,2,3	2,056,900
CULLEN FROST BANKERS INC	1,2,3,4	55,348
CYPRESS SEMICONDUCTOR CORP	1,2,3	6,000,000
DANAHER CORP DEL	1,2,3	144,800
DEAN FOODS CO NEW	1,2,3,4	10,706
DEAN FOODS CO NEW	1,2,3	275,000
DEERE & CO	1,2,3,4	3,100
DEERE & CO	1,2,3	2,796,150
DELL COMPUTER CORP	1,2,3,4	7,575
DELL COMPUTER CORP	1,2,3	1,118,800
DENDRITE INTL INC	1,2,3	2,700,600
DEVON ENERGY CORP NEW	1,2,3,4	16,507

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
DIGITAL INSIGHT CORP	COM	25385P106	56,998	3,628,150
DISNEY WALT CO	COM DISNEY	254687106	288	19,012
DISNEY WALT CO	COM DISNEY	254687106	67,491	4,457,800
DOMINION RES INC VA NEW	COM	25746U109	6	121
DOMINION RES INC VA NEW	COM	25746U109	170,218	3,355,376
DOW CHEM CO	COM	260543103	98	3,600
DOW CHEM CO	COM	260543103	4,097	150,000
DU PONT E I DE NEMOURS & CO	COM	263534109	4,840	134,175
DU PONT E I DE NEMOURS & CO	COM	263534109	70,342	1,950,150
DUKE ENERGY CORP	COM	264399106	26	1,335
DUKE ENERGY CORP	COM	264399106	73,766	3,773,200
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	3,348	99,612
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	3,764	112,000
E M C CORP MASS	COM	268648102	59,977	13,124,030

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ENI S P A	SPONSORED ADR	26874R108	597	8,700
EPIQ SYS INC	COM	26882D109	13,998	792,850
EATON CORP	COM	278058102	3,474	54,500
EBAY INC	COM	278642103	49,023	927,850
EDISON SCHOOLS INC	CL A	281033100	1,259	3,872,725
ELECTRONIC ARTS INC	COM	285512109	37,374	566,100
EMERSON ELEC CO	COM	291011104	259	5,900
EMERSON ELEC CO	COM	291011104	15,375	349,900
EMULEX CORP	COM NEW	292475209	220	19,550
ENCANA CORP	COM	292505104	8,278	275,000
ENGELHARD CORP	COM	292845104	10,724	450,000
ENTERGY CORP NEW	COM	29364G103	5,104	122,700
ESPEED INC	CL A	296643109	501	49,400
EURONET WORLDWIDE INC	COM	298736109	9,414	1,899,800
EVERGREEN RES INC	COM NO PAR	299900308	6,147	150,000
EXELON CORP	COM	30161N101	5,809	122,300
EXELON CORP	COM	30161N101	9,599	202,075
EXPRESS SCRIPTS INC	COM	302182100	21,136	387,500
EXXON MOBIL CORP	COM	30231G102	24,712	774,683
EXXON MOBIL CORP	COM	30231G102	219,002	6,865,256
FACTSET RESH SYS INC	COM	303075105	41,182	1,551,100
FASTENAL CO	COM	311900104	20,915	662,800
FEDERAL HOME LN MTG CORP	COM	313400301	465	8,323
FEDERAL HOME LN MTG CORP	COM	313400301	132,300	2,366,721
FEDERAL NATL MTG ASSN	COM	313586109	20,343	341,677
FEDERAL NATL MTG ASSN	COM	313586109	126,945	2,132,103
FEDERAL SIGNAL CORP	COM	313855108	8,222	446,350
FINANCIAL FED CORP	COM	317492106	61,662	1,936,000
FIRST DATA CORP	COM	319963104	17,321	619,730

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE		ITEM 8 VOTING AUTHORITY (SHARES)	
	INSTR V	(A) SOLE	(B) SHARED	(C) NONE
DIGITAL INSIGHT CORP	1,2,3	3,628,150		
DISNEY WALT CO	1,2,3,4	19,012		
DISNEY WALT CO	1,2,3	4,457,800		
DOMINION RES INC VA NEW	1,2,3,4	121		
DOMINION RES INC VA NEW	1,2,3	3,355,376		
DOW CHEM CO	1,2,3,4	3,600		
DOW CHEM CO	1,2,3	150,000		
DU PONT E I DE NEMOURS & CO	1,2,3,4	134,175		
DU PONT E I DE NEMOURS & CO	1,2,3	1,950,150		
DUKE ENERGY CORP	1,2,3,4	1,335		
DUKE ENERGY CORP	1,2,3	3,773,200		
DUN & BRADSTREET CORP DEL NEW	1,2,3,4	99,612		
DUN & BRADSTREET CORP DEL NEW	1,2,3	112,000		
E M C CORP MASS	1,2,3	13,124,030		
ENI S P A	1,2,3	8,700		
EPIQ SYS INC	1,2,3	792,850		
EATON CORP	1,2,3	54,500		
EBAY INC	1,2,3	927,850		
EDISON SCHOOLS INC	1,2,3	3,872,725		
ELECTRONIC ARTS INC	1,2,3	566,100		
EMERSON ELEC CO	1,2,3,4	5,900		
EMERSON ELEC CO	1,2,3	349,900		
EMULEX CORP	1,2,3	19,550		
ENCANA CORP	1,2,3	275,000		
ENGELHARD CORP	1,2,3	450,000		

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ENTERGY CORP NEW	1,2,3	122,700
ESPEED INC	1,2,3	49,400
EURONET WORLDWIDE INC	1,2,3	1,899,800
EVERGREEN RES INC	1,2,3	150,000
EXELON CORP	1,2,3,4	122,300
EXELON CORP	1,2,3	202,075
EXPRESS SCRIPTS INC	1,2,3	387,500
EXXON MOBIL CORP	1,2,3,4	774,683
EXXON MOBIL CORP	1,2,3	6,865,256
FACTSET RESH SYS INC	1,2,3	1,551,100
FASTENAL CO	1,2,3	662,800
FEDERAL HOME LN MTG CORP	1,2,3,4	8,323
FEDERAL HOME LN MTG CORP	1,2,3	2,366,721
FEDERAL NATL MTG ASSN	1,2,3,4	341,677
FEDERAL NATL MTG ASSN	1,2,3	2,132,103
FEDERAL SIGNAL CORP	1,2,3	446,350
FINANCIAL FED CORP	1,2,3	1,936,000
FIRST DATA CORP	1,2,3,4	619,730

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
FIRST DATA CORP	COM	319963104	3,270	117,000
FIRSTENERGY CORP	COM	337932107	8,053	269,410
FIRSTENERGY CORP	COM	337932107	3,817	127,700
FLEETBOSTON FINL CORP	COM	339030108	20,330	1,000,000
FOREST LABS INC	CL A	345838106	409,341	4,991,350
FOREST OIL CORP	COM PAR \$0.01	346091705	625	24,500
FOX ENTMT GROUP INC	CL A	35138T107	5,723	259,800
GALLAGHER ARTHUR J & CO	COM	363576109	19,247	780,800
GENE LOGIC INC	COM	368689105	25,588	3,316,700
GENERAL DYNAMICS CORP	COM	369550108	6,254	76,900
GENERAL ELEC CO	COM	369604103	27,460	1,114,011
GENERAL ELEC CO	COM	369604103	9,912	402,100
GENERAL GROWTH PPTYS INC	COM	370021107	217	4,214
GENERAL MLS INC	COM	370334104	646	14,536
GENTEX CORP	COM	371901109	79,493	2,923,599
GENZYME CORP	COM GENL DIV	372917104	27,679	1,343,325
GETTY IMAGES INC	COM	374276103	89,777	4,476,550
GILEAD SCIENCES INC	COM	375558103	30,547	912,400
GILLETTE CO	COM	375766102	1,087	36,718
GILLETTE CO	COM	375766102	60,051	2,028,750
GLAXO WELLCOME PLC	SPONSORED ADR	37733W105	685	17,818
GLOBAL INDS LTD	COM	379336100	8,066	1,957,700
GOLDMAN SACHS GROUP INC	COM	38141G104	132	2,000
GOLDMAN SACHS GROUP INC	COM	38141G104	252,733	3,827,550
GUIDANT CORP	COM	401698105	8	250
GUIDANT CORP	COM	401698105	39,346	1,217,750
GYMBOREE CORP	COM	403777105	21,033	1,290,000
HCA-HEALTHCARE CO	COM	404119109	101,052	2,122,500
HALLIBURTON CO	COM	406216101	3	200

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HALLIBURTON CO	COM	406216101	341	26,400
HARLEY DAVIDSON INC	COM	412822108	72,360	1,557,800
HARMAN INTL INDS INC	COM	413086109	316	6,100
HARTFOLD FINL SVCS GROUP INC	COM	416515104	103	2,500
HARTFOLD FINL SVCS GROUP INC	COM	416515104	40,713	993,000
HEALTH MGMT ASSOC INC NEW	CL A	421933102	106,754	5,279,629
HEWLETT PACKARD CO	COM	428236103	185	15,845
HOME DEPOT INC	COM	437076102	65	2,475
HOME DEPOT INC	COM	437076102	11,635	445,776
HONEYWELL INTL INC	COM	438516106	13,408	619,003
HONEYWELL INTL INC	COM	438516106	2,073	95,700
HUNT J B TRANS SVCS INC	COM	445658107	5,112	217,200
IMC GLOBAL INC	COM	449669100	23,136	1,920,000
ITT EDUCATIONAL SERVICES INC	COM	45068B109	47,625	2,537,300

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE		ITEM 8 VOTING AUTHORITY (SHARES)	
	INSTR V	(A) SOLE	(B) SHARED	(C) NONE
FIRST DATA CORP	1,2,3	117,000		
FIRSTENERGY CORP	1,2,3,4	269,410		
FIRSTENERGY CORP	1,2,3	127,700		
FLEETBOSTON FINL CORP	1,2,3	1,000,000		
FOREST LABS INC	1,2,3	4,991,350		
FOREST OIL CORP	1,2,3	24,500		
FOX ENTMT GROUP INC	1,2,3	259,800		
GALLAGHER ARTHUR J & CO	1,2,3	780,800		
GENE LOGIC INC	1,2,3	3,316,700		
GENERAL DYNAMICS CORP	1,2,3	76,900		
GENERAL ELEC CO	1,2,3,4	1,114,011		
GENERAL ELEC CO	1,2,3	402,100		
GENERAL GROWTH PPTYS INC	1,2,3,4	4,214		
GENERAL MLS INC	1,2,3,4	14,536		
GENTEX CORP	1,2,3	2,923,599		
GENZYME CORP	1,2,3	1,343,325		
GETTY IMAGES INC	1,2,3	4,476,550		
GILEAD SCIENCES INC	1,2,3	912,400		
GILLETTE CO	1,2,3,4	36,718		
GILLETTE CO	1,2,3	2,028,750		
GLAXO WELLCOME PLC	1,2,3,4	17,818		
GLOBAL INDS LTD	1,2,3	1,957,700		
GOLDMAN SACHS GROUP INC	1,2,3,4	2,000		
GOLDMAN SACHS GROUP INC	1,2,3	3,827,550		
GUIDANT CORP	1,2,3,4	250		
GUIDANT CORP	1,2,3	1,217,750		
GYMBOREE CORP	1,2,3	1,290,000		
HCA-HEALTHCARE CO	1,2,3	2,122,500		
HALLIBURTON CO	1,2,3,4	200		
HALLIBURTON CO	1,2,3	26,400		
HARLEY DAVIDSON INC	1,2,3	1,557,800		
HARMAN INTL INDS INC	1,2,3	6,100		
HARTFOLD FINL SVCS GROUP INC	1,2,3,4	2,500		
HARTFOLD FINL SVCS GROUP INC	1,2,3	993,000		
HEALTH MGMT ASSOC INC NEW	1,2,3	5,279,629		
HEWLETT PACKARD CO	1,2,3,4	15,845		
HOME DEPOT INC	1,2,3,4	2,475		
HOME DEPOT INC	1,2,3	445,776		
HONEYWELL INTL INC	1,2,3,4	619,003		
HONEYWELL INTL INC	1,2,3	95,700		

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HUNT J B TRANS SVCS INC	1,2,3	217,200
IMC GLOBAL INC	1,2,3	1,920,000
ITT EDUCATIONAL SERVICES INC	1,2,3	2,537,300

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
IDEX CORP	COM	45167R104	12,422	435,100
IDEXX LABS INC	COM	45168D104	20,519	665,550
ILEX ONCOLOGY INC	COM	451923106	137	28,850
IMPATH INC	COM	45255G101	27,922	2,162,000
INCYTE PHARMACEUTICALS INC	COM	45337C102	8,811	1,905,000
INTGTEGRATED DEVICE TECHNOLOGY	COM	458118106	7,152	684,100
INTEL CORP	COM	458140100	17,342	1,249,846
INTEL CORP	COM	458140100	69,678	5,021,825
INTERMAGNETICS GEN CORP	COM	458771102	16,362	957,408
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	5,186	75,000
INTL PAPER CO	COM	460146103	5,793	173,493
INTERPUBLIC GROUP COS INC	COM	460690100	11,763	742,150
INTERSIL CORP	CL A	46069S109	10,936	841,550
INTRADO INC	COM	46117A100	366	37,750
IVAX CORP	COM	465823102	27,614	2,250,511
IXYS CORP	COM	46600W106	6,271	1,244,300
J P MORGAN CHASE & CO	COM	46625H100	13,338	702,365
JOHNSON & JOHNSON	COM	478160104	36,212	669,595
JOHNSON & JOHNSON	COM	478160104	193,589	3,579,670
KLA-TENCOR CORP	COM	482480100	4,891	175,000
KANSAS CITY SOUTHN INDS INC	COM NEW	485170302	35,001	2,822,700
KERR MCGEE CORP	COM	492386107	13	300
KERR MCGEE CORP	COM	492386107	5,430	125,000
KEY PRODTN INC	COM	493138101	279	17,200
KEYCORP NEW	COM	493267108	17,479	700,000
KIMBERLY CLARK CORP	COM	494368103	11,181	197,398
KIMBERLY CLARK CORP	COM	494368103	5,273	93,100
KING PHARMACEUTICALS INC	COM	495582108	37,439	2,060,500
KOHL'S CORP	COM	500255104	51,609	848,700
KONINKLIJKE PHILIPS ELECTRS NV	SP ADR NEW2000	500472303	253	17,400
KRAFT FOODS INC	CL A	50075N104	34,378	942,900
KYPHON INC	COM	501577100	3,429	260,150
LSI LOGIC CORP	NOTE 4.000%11/0	502161AG7	3,719	5,000,000
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	17,684	523,500
LAM RESEARCH CORP	COM	512807108	9,181	1,033,300
LAMAR ADVERTISING CO	CL A	512815101	18,786	619,700
LANCER CORP	COM	514614106	138	21,902
LAUDER ESTEE COS INC	CL A	518439104	15,663	545,000
LEGGETT & PLATT INC	COM	524660107	1,583	80,000
LILLY ELI & CO	COM	532457108	208	3,751
LINEAR TECHNOLOGY CORP	COM	535678106	7,109	343,000
LOCKHEED MARTIN CORP	COM	539830109	22,132	342,225
LOCKHEED MARTIN CORP	COM	539830109	551,195	8,523,200

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ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE		ITEM 8 VOTING AUTHORITY (SHARES)	
	INSTR V	(A) SOLE	(B) SHARED	(C) NONE
IDEX CORP	1,2,3	435,100		
IDEXX LABS INC	1,2,3	665,550		
ILEX ONCOLOGY INC	1,2,3,4	28,850		
IMPATH INC	1,2,3	2,162,000		
INCYTE PHARMACEUTICALS INC	1,2,3	1,905,000		
INTGTEGRATED DEVICE TECHNOLOGY	1,2,3	684,100		
INTEL CORP	1,2,3,4	1,249,846		
INTEL CORP	1,2,3	5,021,825		
INTERMAGNETICS GEN CORP	1,2,3	957,408		
INTERNATIONAL GAME TECHNOLOGY	1,2,3	75,000		
INTL PAPER CO	1,2,3	173,493		
INTERPUBLIC GROUP COS INC	1,2,3	742,150		
INTERSIL CORP	1,2,3	841,550		
INTRADO INC	1,2,3	37,750		
IVAX CORP	1,2,3	2,250,511		
IXYS CORP	1,2,3	1,244,300		
J P MORGAN CHASE & CO	1,2,3,4	702,365		
JOHNSON & JOHNSON	1,2,3,4	669,595		
JOHNSON & JOHNSON	1,2,3	3,579,670		
KLA-TENCOR CORP	1,2,3	175,000		
KANSAS CITY SOUTHN INDS INC	1,2,3	2,822,700		
KERR MCGEE CORP	1,2,3,4	300		
KERR MCGEE CORP	1,2,3	125,000		
KEY PRODTN INC	1,2,3	17,200		
KEYCORP NEW	1,2,3	700,000		
KIMBERLY CLARK CORP	1,2,3,4	197,398		
KIMBERLY CLARK CORP	1,2,3	93,100		
KING PHARMACEUTICALS INC	1,2,3	2,060,500		
KOHL'S CORP	1,2,3	848,700		
KONINKLIJKE PHILIPS ELECTRS NV	1,2,3	17,400		
KRAFT FOODS INC	1,2,3	942,900		
KYPHON INC	1,2,3	260,150		
LSI LOGIC CORP	1,2,3	5,000,000		
LABORATORY CORP AMER HLDGS	1,2,3	523,500		
LAM RESEARCH CORP	1,2,3	1,033,300		
LAMAR ADVERTISING CO	1,2,3	619,700		
LANCER CORP	1,2,3,4	21,902		
LAUDER ESTEE COS INC	1,2,3	545,000		
LEGGETT & PLATT INC	1,2,3	80,000		
LILLY ELI & CO	1,2,3,4	3,751		
LINEAR TECHNOLOGY CORP	1,2,3	343,000		
LOCKHEED MARTIN CORP	1,2,3,4	342,225		
LOCKHEED MARTIN CORP	1,2,3	8,523,200		

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
			FAIR	SHARES/

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE	PRINCIPAL AMOUNT
LONE STAR TECHNOLOGIES INC	COM	542312103	4,217	355,825
LOWES COS INC	COM	548661107	224	5,400
LOWES COS INC	COM	548661107	19,001	458,950
LUBYS INC	COM	549282101	492	100,000
LUCENT TECHNOLOGIES INC	COM	549463107	40	52,436
LYONDELL CHEMICAL CO	COM	552078107	15,522	1,300,000
MSC INDL DIRECT INC	COM	553530106	42,137	4,013,000
MANPOWER INC	COM	56418H100	33,610	1,145,550
MANUFACTURED HOME CMNTYS INC	COM	564682102	638	20,000
MARSH & MCLENNAN COS INC	COM	571748102	16,972	407,600
MASSEY ENERGY CORP	COM	576206106	892	138,280
MAXIM INTEGRATED PRODS INC	COM	57772K101	3,343	135,000
MAXIMUS INC	COM	577933104	32,770	1,462,936
MCDATA CORP	CL B	580031102	1,115	203,250
MCDATA CORP	CL A	580031201	4,279	785,150
MCDONALDS CORP	COM	580135101	80	4,506
MCDONALDS CORP	COM	580135101	8,178	463,100
MCGRAW HILL COS INC	COM	580645109	9,130	149,129
MCGRAW HILL COS INC	COM	580645109	1,408	23,000
MCKESSON CORP	COM	58155Q103	5,666	200,000
MEDALLION FINL CORP	COM	583928106	5,579	1,172,100
MEDTRONIC INC	COM	585055106	7,490	177,819
MEDTRONIC INC	COM	585055106	91,725	2,177,700
MELLON FINL CORP	COM	58551A108	77	2,975
MELLON FINL CORP	COM	58551A108	36,043	1,390,000
MEMBERWORKS INC	COM	586002107	22,962	1,312,500
MERCK & CO INC	COM	589331107	1,745	38,181
MERCURY INTERACTIVE CORP	COM	589405109	10,139	590,000
MERRILL LYNCH & CO INC	COM	590188108	69	2,100
MERRILL LYNCH & CO INC	COM	590188108	3,223	97,800
METLIFE INC	COM	59156R108	16	718
METLIFE INC	COM	59156R108	18,208	800,000
MICROSOFT CORP	COM	594918104	27,636	631,959
MICROSOFT CORP	COM	594918104	383,567	8,771,252
MICROCHIP TECHNOLOGY INC	COM	595017104	35	1,700
MICROCHIP TECHNOLOGY INC	COM	595017104	64,625	3,164,775
MICROMUSE INC	COM	595094103	4,400	1,742,625
MICRON TECHNOLOGY INC	COM	595112103	285	23,000
MOLEX INC	COM	608554101	4,825	205,576
MOLEX INC	COM	608554101	5,846	249,100
MOLEX INC	CL A	608554200	33	1,576
MOLEX INC	CL A	608554200	13,540	644,900
MONSANTO CO NEW	COM	61166W101	2	103

ITEM 1	ITEM 7	ITEM 8
NAME OF ISSUE	MANAGERS SEE INSTR V	VOTING AUTHORITY (SHARES) (B) SHARED (C) NONE
LONE STAR TECHNOLOGIES INC	1, 2, 3	355,825
LOWES COS INC	1, 2, 3, 4	5,400
LOWES COS INC	1, 2, 3	458,950
LUBYS INC	1, 2, 3, 4	100,000
LUCENT TECHNOLOGIES INC	1, 2, 3, 4	52,436
LYONDELL CHEMICAL CO	1, 2, 3	1,300,000
MSC INDL DIRECT INC	1, 2, 3	4,013,000
MANPOWER INC	1, 2, 3	1,145,550

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MANUFACTURED HOME CMNTYS INC	1,2,3,4	20,000
MARSH & MCLENNAN COS INC	1,2,3	407,600
MASSEY ENERGY CORP	1,2,3,4	138,280
MAXIM INTEGRATED PRODS INC	1,2,3	135,000
MAXIMUS INC	1,2,3	1,462,936
MCDATA CORP	1,2,3	203,250
MCDATA CORP	1,2,3	785,150
MCDONALDS CORP	1,2,3,4	4,506
MCDONALDS CORP	1,2,3	463,100
MCGRAW HILL COS INC	1,2,3,4	149,129
MCGRAW HILL COS INC	1,2,3	23,000
MCKESSON CORP	1,2,3	200,000
MEDALLION FINL CORP	1,2,3	1,172,100
MEDTRONIC INC	1,2,3,4	177,819
MEDTRONIC INC	1,2,3	2,177,700
MELLON FINL CORP	1,2,3,4	2,975
MELLON FINL CORP	1,2,3	1,390,000
MEMBERWORKS INC	1,2,3	1,312,500
MERCK & CO INC	1,2,3,4	38,181
MERCURY INTERACTIVE CORP	1,2,3	590,000
MERRILL LYNCH & CO INC	1,2,3,4	2,100
MERRILL LYNCH & CO INC	1,2,3	97,800
METLIFE INC	1,2,3,4	718
METLIFE INC	1,2,3	800,000
MICROSOFT CORP	1,2,3,4	631,959
MICROSOFT CORP	1,2,3	8,771,252
MICROCHIP TECHNOLOGY INC	1,2,3,4	1,700
MICROCHIP TECHNOLOGY INC	1,2,3	3,164,775
MICROMUSE INC	1,2,3	1,742,625
MICRON TECHNOLOGY INC	1,2,3	23,000
MOLEX INC	1,2,3,4	205,576
MOLEX INC	1,2,3	249,100
MOLEX INC	1,2,3,4	1,576
MOLEX INC	1,2,3	644,900
MONSANTO CO NEW	1,2,3,4	103

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
MONSANTO CO NEW	COM	61166W101	792	51,811
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	517	15,256
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	332	9,800
MURPHY OIL CORP	COM	626717102	1,256	15,300
MURPHY OIL CORP	COM	626717102	14,785	180,150
NPS PHARMACEUTICALS INC	COM	62936P103	4,204	205,100
NETIQ CORP	COM	64115P102	12,194	844,200
NETWORK APPLIANCE INC	COM	64120L104	22,764	3,112,000
NEUROCRINE BIOSCIENCES INC	COM	64125C109	6,899	168,300
NEW YORK TIMES CO	CL A	650111107	16	350
NEW YORK TIMES CO	CL A	650111107	8,090	178,000
NEWFIELD EXPL CO	COM	651290108	57,913	1,724,100



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NEWMONT MINING CORP	COM	651639106	20,367	740,340
NEWMONT MINING CORP	COM	651639106	23,357	849,035
NIKE INC	CL B	654106103	193	4,480
NIKE INC	CL B	654106103	8,636	200,000
NOKIA CORP	SPONSORED ADR	654902204	6,512	491,450
NOBLE ENERGY INC	COM	655044105	65,035	1,914,475
NORTHROP GRUMMAN CORP	COM	666807102	29,682	239,293
NORTHROP GRUMMAN CORP	COM	666807102	41,001	330,550
NOVARTIS A G	SPONSORED ADR	66987V109	1,073	27,000
NUCOR CORP	COM	670346105	5,924	156,300
OM GROUP INC	COM	670872100	17,997	420,500
OCCIDENTAL PETE CORP DEL	COM	674599105	19,261	678,685
OCCIDENTAL PETE CORP DEL	COM	674599105	5,829	205,400
OCEAN ENERGY INC TEX	COM	67481E106	40	2,003
OCEAN ENERGY INC TEX	COM	67481E106	500	25,050
OFFICE DEPOT INC	COM	676220106	3,702	300,000
OMNICARE INC	COM	681904108	56,352	2,668,200
ORACLE CORP	COM	68389X105	9,837	1,250,733
ORACLE CORP	COM	68389X105	7,966	1,012,900
O REILLY AUTOMOTIVE INC	COM	686091109	43,273	1,510,400
PPL CORP	COM	69351T106	1,969	60,500
PPL CORP	COM	69351T106	2,672	82,100
PACER INTL INC TENN	COM	69373H106	227	20,000
PALL CORP	COM	696429307	26,641	1,687,225
PATTERSON UTI ENERGY INC	COM	703481101	27,003	1,057,700
PAYCHEX INC	COM	704326107	21,487	882,600
PEPSICO INC	COM	713448108	18,873	510,766
PEPSICO INC	COM	713448108	658	17,796
PERKINELMER INC	COM	714046109	19,403	3,560,104
PETROLEO BRASILEIRO SA PETROBR	SPONSORED ADR	71654V408	202	18,800
PETSMART INC	COM	716768106	350	19,650

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE INSTR V	ITEM 8 VOTING AUTHORITY (SHARES)		
		(A) SOLE	(B) SHARED	(C) NONE
MONSANTO CO NEW	1,2,3	51,811		
MORGAN STANLEY DEAN WITTER&CO	1,2,3,4	15,256		
MORGAN STANLEY DEAN WITTER&CO	1,2,3	9,800		
MURPHY OIL CORP	1,2,3,4	15,300		
MURPHY OIL CORP	1,2,3	180,150		
NPS PHARMACEUTICALS INC	1,2,3	205,100		
NETIQ CORP	1,2,3	844,200		
NETWORK APPLIANCE INC	1,2,3	3,112,000		
NEUROCRINE BIOSCIENCES INC	1,2,3	168,300		
NEW YORK TIMES CO	1,2,3,4	350		
NEW YORK TIMES CO	1,2,3	178,000		
NEWFIELD EXPL CO	1,2,3	1,724,100		
NEWMONT MINING CORP	1,2,3,4	740,340		
NEWMONT MINING CORP	1,2,3	849,035		
NIKE INC	1,2,3,4	4,480		
NIKE INC	1,2,3	200,000		
NOKIA CORP	1,2,3	491,450		
NOBLE ENERGY INC	1,2,3	1,914,475		
NORTHROP GRUMMAN CORP	1,2,3,4	239,293		
NORTHROP GRUMMAN CORP	1,2,3	330,550		
NOVARTIS A G	1,2,3	27,000		
NUCOR CORP	1,2,3	156,300		
OM GROUP INC	1,2,3	420,500		

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OCCIDENTAL PETE CORP DEL	1,2,3,4	678,685
OCCIDENTAL PETE CORP DEL	1,2,3	205,400
OCEAN ENERGY INC TEX	1,2,3,4	2,003
OCEAN ENERGY INC TEX	1,2,3	25,050
OFFICE DEPOT INC	1,2,3	300,000
OMNICARE INC	1,2,3	2,668,200
ORACLE CORP	1,2,3,4	1,250,733
ORACLE CORP	1,2,3	1,012,900
O REILLY AUTOMOTIVE INC	1,2,3	1,510,400
PPL CORP	1,2,3,4	60,500
PPL CORP	1,2,3	82,100
PACER INTL INC TENN	1,2,3	20,000
PALL CORP	1,2,3	1,687,225
PATTERSON UTI ENERGY INC	1,2,3	1,057,700
PAYCHEX INC	1,2,3	882,600
PEPSICO INC	1,2,3,4	510,766
PEPSICO INC	1,2,3	17,796
PERKINELMER INC	1,2,3	3,560,104
PETROLEO BRASILEIRO SA PETROBR	1,2,3	18,800
PETSMART INC	1,2,3,4	19,650

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
PFIZER INC	COM	717081103	36,909	1,271,847
PFIZER INC	COM	717081103	380,997	13,128,767
PHARMACIA CORP	COM	71713U102	3,442	88,521
PHARMACIA CORP	COM	71713U102	160,981	4,140,463
PHELPS DODGE CORP	COM	717265102	15,378	600,000
PHILIP MORRIS COS INC	COM	718154107	12,007	309,459
PHILIP MORRIS COS INC	COM	718154107	134,743	3,472,750
PITNEY BOWES INC	COM	724479100	555	18,200
PITNEY BOWES INC	COM	724479100	3,198	104,900
PLACER DOME INC	COM	725906101	170	18,614
PLACER DOME INC	COM	725906101	17,636	1,931,621
PRAXAIR INC	COM	74005P104	31,865	623,450
PROBUSINESS SERVICES INC	COM	742674104	8,801	1,389,200
PROCTER & GAMBLE CO	COM	742718109	296	3,313
PROCTER & GAMBLE CO	COM	742718109	18,689	209,100
PROGRESS ENERGY INC	COM	743263105	201	4,918
PROGRESS ENERGY INC	COM	743263105	70,370	1,721,800
PROLOGIS TR	SH BEN INT	743410102	19,557	785,118
PROLOGIS TR	SH BEN INT	743410102	378	15,190
PROQUEST COMPANY	COM	74346P102	8,355	275,300
PROVINCE HEALTHCARE CO	COM	743977100	30,291	1,766,250
PRUDENTIAL FINL INC	COM	744320102	36,080	1,263,300
QUALCOMM INC	COM	747525103	15,279	553,300
RSA SEC INC	COM	749719100	5,447	1,618,662
RF MICRODEVICES INC	COM	749941100	245	40,800
RF MICRODEVICES INC	SUB NT CV3.75%05	749941AB6	6,784	9,000,000
RAILAMERICA INC	COM	750753105	78	10,810

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RATIONAL SOFTWARE CORP	NOTE 5.000% 2/0	75409PAC7	7,813	10,000,000
RAYTHEON CO	COM NEW	755111507	32,071	1,094,561
RAYTHEON CO	COM NEW	755111507	215,981	7,371,375
REGENCY CTRS CORP	COM	758849103	1,073	34,601
REYNOLDS R J TOB HLDGS INC	COM	76182K105	14,112	350,000
RITE AID CORP	COM	767754104	6,943	3,306,200
ROYAL DUTCH PETE CO	NY REG GLD1.25	780257804	11,367	282,978
ROYAL DUTCH PETE CO	NY REG GLD1.25	780257804	80,912	2,014,250
SBC COMMUNICATIONS INC	COM	78387G103	15,184	755,432
SBC COMMUNICATIONS INC	COM	78387G103	111,763	5,560,370
SLM CORP	COM	78442P106	26,629	285,900
SABRE HLDGS CORP	CL A	785905100	11,409	589,600
ST PAUL COS INC	COM	792860108	25,848	900,000
SAN PAOLO-IMI S P A	SPONSORED ADR	799175104	274	24,000
SANCHEZ COMPUTER ASSOCS INC	COM	799702105	2,798	1,146,700
SANMINA CORP	COM	800907107	2,422	872,900

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE		ITEM 8 VOTING AUTHORITY (SHARES)	
	INSTR V	(A) SOLE	(B) SHARED	(C) NONE
PFIZER INC	1,2,3,4	1,271,847		
PFIZER INC	1,2,3	13,128,767		
PHARMACIA CORP	1,2,3,4	88,521		
PHARMACIA CORP	1,2,3	4,140,463		
PHELPS DODGE CORP	1,2,3	600,000		
PHILIP MORRIS COS INC	1,2,3,4	309,459		
PHILIP MORRIS COS INC	1,2,3	3,472,750		
PITNEY BOWES INC	1,2,3,4	18,200		
PITNEY BOWES INC	1,2,3	104,900		
PLACER DOME INC	1,2,3,4	18,614		
PLACER DOME INC	1,2,3	1,931,621		
PRAXAIR INC	1,2,3	623,450		
PROBUSINESS SERVICES INC	1,2,3	1,389,200		
PROCTER & GAMBLE CO	1,2,3,4	3,313		
PROCTER & GAMBLE CO	1,2,3	209,100		
PROGRESS ENERGY INC	1,2,3,4	4,918		
PROGRESS ENERGY INC	1,2,3	1,721,800		
PROLOGIS TR	1,2,3,4	785,118		
PROLOGIS TR	1,2,3	15,190		
PROQUEST COMPANY	1,2,3	275,300		
PROVINCE HEALTHCARE CO	1,2,3	1,766,250		
PRUDENTIAL FINL INC	1,2,3	1,263,300		
QUALCOMM INC	1,2,3	553,300		
RSA SEC INC	1,2,3	1,618,662		
RF MICRODEVICES INC	1,2,3	40,800		
RF MICRODEVICES INC	1,2,3	9,000,000		
RAILAMERICA INC	1,2,3,4	10,810		
RATIONAL SOFTWARE CORP	1,2,3	10,000,000		
RAYTHEON CO	1,2,3,4	1,094,561		
RAYTHEON CO	1,2,3	7,371,375		
REGENCY CTRS CORP	1,2,3,4	34,601		
REYNOLDS R J TOB HLDGS INC	1,2,3	350,000		
RITE AID CORP	1,2,3	3,306,200		
ROYAL DUTCH PETE CO	1,2,3,4	282,978		
ROYAL DUTCH PETE CO	1,2,3	2,014,250		
SBC COMMUNICATIONS INC	1,2,3,4	755,432		
SBC COMMUNICATIONS INC	1,2,3	5,560,370		
SLM CORP	1,2,3	285,900		

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SABRE HLDGS CORP	1,2,3	589,600
ST PAUL COS INC	1,2,3	900,000
SAN PAOLO-IMI S P A	1,2,3	24,000
SANCHEZ COMPUTER ASSOCS INC	1,2,3	1,146,700
SANMINA CORP	1,2,3	872,900

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	88,208	7,840,700
SARA LEE CORP	COM	803111103	439	24,000
SARA LEE CORP	COM	803111103	10,791	590,000
SCANA CORP NEW	COM	80589M102	403	15,500
SCHEIN HENRY INC	COM	806407102	4,887	92,650
SCHERING PLOUGH CORP	COM	806605101	2,006	94,106
SCHLUMBERGER LTD	COM	806857108	364	9,460
SCHLUMBERGER LTD	COM	806857108	90,846	2,362,100
SCHWAB CHARLES CORP NEW	COM	808513105	35,930	4,129,830
SEALED AIR CORP NEW	COM	81211K100	31,003	1,835,578
SEALED AIR CORP NEW	COM	81211K100	5,385	318,800
SEALED AIR CORP NEW	PFD CV A \$2	81211K209	847	38,500
SEALED AIR CORP NEW	PFD CV A \$2	81211K209	1,377	62,600
SEMTECH CORP	COM	816850101	298	30,750
SEMPRA ENERGY	COM	816851109	387	19,670
SEPRACOR INC	COM	817315104	9,476	1,805,000
SHIRE PHARMACEUTICALS GRP PLC	SPONSORED ADR	82481R106	5,787	233,000
SICOR INC	COM	825846108	13,650	896,850
SIEBEL SYS INC	COM	826170102	2,360	410,050
SMITH INTL INC	COM	832110100	29,997	1,023,450
SMUCKER J M CO	COM NEW	832696405	1	24
SMUCKER J M CO	COM NEW	832696405	16,639	453,390
SMURFIT-STONE CONTAINER CORP	COM	832727101	808	64,187
SONIC CORP	COM	835451105	11,580	500,000
SOUTHERN CO	COM	842587107	205	7,126
SOUTHWEST AIRLS CO	COM	844741108	2,108	162,019
SOUTHWEST AIRLS CO	COM	844741108	2,399	184,400
SPINNAKER EXPL CO	COM	84855W109	7,459	259,900
STAPLES INC	COM	855030102	5,993	468,350
STARBUCKS CORP	COM	855244109	2	100
STARBUCKS CORP	COM	855244109	7,641	370,100
STATE STR CORP	COM	857477103	7,768	201,026
STERICYCLE INC	COM	858912108	2,765	81,200
STEWART & STEVENSON SVCS INC	COM	860342104	489	50,000
STONE ENERGY CORP	COM	861642106	21,288	655,000
STRYKER CORP	COM	863667101	173	3,000
STURM RUGER & CO INC	COM	864159108	556	45,600
SUN MICROSYSTEMS INC	COM	866810104	3,102	1,200,000
SYMBOL TECHNOLOGIES INC	COM	871508107	40,170	5,237,350
SYNOVUS FINL CORP	COM	87161C105	21,955	1,064,750
THQ INC	COM NEW	872443403	314	15,100
TTM TECHNOLOGIES INC	COM	87305R109	73	46,250

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TXU CORP COM 873168108 426 10,210

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE INSTR V		ITEM 8 VOTING AUTHORITY (SHARES)	
		(A) SOLE	(B) SHARED	(C) NONE
SAP AKTIENGESELLSCHAFT	1, 2, 3	7,840,700		
SARA LEE CORP	1, 2, 3, 4	24,000		
SARA LEE CORP	1, 2, 3	590,000		
SCANA CORP NEW	1, 2, 3, 4	15,500		
SCHEIN HENRY INC	1, 2, 3	92,650		
SCHERING PLOUGH CORP	1, 2, 3, 4	94,106		
SCHLUMBERGER LTD	1, 2, 3, 4	9,460		
SCHLUMBERGER LTD	1, 2, 3	2,362,100		
SCHWAB CHARLES CORP NEW	1, 2, 3	4,129,830		
SEALED AIR CORP NEW	1, 2, 3, 4	1,835,578		
SEALED AIR CORP NEW	1, 2, 3	318,800		
SEALED AIR CORP NEW	1, 2, 3, 4	38,500		
SEALED AIR CORP NEW	1, 2, 3	62,600		
SEMTECH CORP	1, 2, 3	30,750		
SEMPRA ENERGY	1, 2, 3, 4	19,670		
SEPRACOR INC	1, 2, 3	1,805,000		
SHIRE PHARMACEUTICALS GRP PLC	1, 2, 3	233,000		
SICOR INC	1, 2, 3	896,850		
SIEBEL SYS INC	1, 2, 3	410,050		
SMITH INTL INC	1, 2, 3	1,023,450		
SMUCKER J M CO	1, 2, 3, 4	24		
SMUCKER J M CO	1, 2, 3	453,390		
SMURFIT-STONE CONTAINER CORP	1, 2, 3	64,187		
SONIC CORP	1, 2, 3	500,000		
SOUTHERN CO	1, 2, 3, 4	7,126		
SOUTHWEST AIRLS CO	1, 2, 3, 4	162,019		
SOUTHWEST AIRLS CO	1, 2, 3	184,400		
SPINNAKER EXPL CO	1, 2, 3	259,900		
STAPLES INC	1, 2, 3	468,350		
STARBUCKS CORP	1, 2, 3, 4	100		
STARBUCKS CORP	1, 2, 3	370,100		
STATE STR CORP	1, 2, 3, 4	201,026		
STERICYCLE INC	1, 2, 3	81,200		
STEWART & STEVENSON SVCS INC	1, 2, 3	50,000		
STONE ENERGY CORP	1, 2, 3	655,000		
STRYKER CORP	1, 2, 3, 4	3,000		
STURM RUGER & CO INC	1, 2, 3	45,600		
SUN MICROSYSTEMS INC	1, 2, 3	1,200,000		
SYMBOL TECHNOLOGIES INC	1, 2, 3	5,237,350		
SYNOVUS FINL CORP	1, 2, 3	1,064,750		
THQ INC	1, 2, 3	15,100		
TTM TECHNOLOGIES INC	1, 2, 3	46,250		
TXU CORP	1, 2, 3, 4	10,210		

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
TXU CORP	COM	873168108	30,275	725,850
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	61,904	2,135,000
TALISMAN ENERGY INC	COM	87425E103	6,015	150,000
TARGET CORP	COM	87612E106	171,359	5,804,840
TEKELEC	COM	879101103	21,489	2,488,600
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403780	317	11,270
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403780	10,005	355,400
TEMPLE INLAND INC	COM	879868107	2,759	71,425
TEMPLE INLAND INC	COM	879868107	11,133	288,200
TENET HEALTHCARE CORP	COM	88033G100	20,201	408,100
TERADYNE INC	SDCV 3.75%10/1	880770AD4	2,299	3,000,000
TEXAS BIOTECHNOLOGY CORP	COM	88221T104	31	10,000
TEXAS INSTRS INC	COM	882508104	1,926	130,390
TEXAS INSTRS INC	COM	882508104	33,190	2,247,100
TEXAS REGL BANCSHARES INC	CL A VTG	882673106	837	25,000
TOTAL FINA ELF S A	SPONSORED ADR	89151E109	349	5,303
TOTAL FINA ELF S A	SPONSORED ADR	89151E109	764	11,600
TOTAL SYS SVCS INC	COM	891906109	8,144	619,300
TRANSACTION SYS ARCHITECTS	COM	893416107	11,347	1,837,500
TRANSKARYOTIC THERAPIES INC	COM	893735100	56,076	1,727,550
TRAVELERS PPTY CAS CORP NEW	CL A	89420G109	1	73
TRAVELERS PPTY CAS CORP NEW	CL A	89420G109	39,856	3,019,426
TRAVELERS PPTY CAS CORP NEW	CL B	89420G406	2	154
TRAVELERS PPTY CAS CORP NEW	CL B	89420G406	540	39,916
TUESDAY MORNING CORP	COM	899035505	12,100	665,000
TYCO INTL LTD NEW	COM	902124106	330	23,426
UST INC	COM	902911106	169	6,000
UST INC	COM	902911106	1,411	50,000
US BANCORP DEL	COM NEW	902973304	91	4,898
US BANCORP DEL	COM NEW	902973304	174,806	9,448,950
ULTRA PETE CORP	COM	903914109	691	82,700
UNILEVER N V	N Y SHS NEW	904784709	583	9,800
UNION PAC CORP	COM	907818108	1,379	23,826
UNIONBANCAL CORP	COM	908906100	46	1,100
UNIONBANCAL CORP	COM	908906100	42,010	1,000,000
UNISOURCE ENERGY CORP	COM	909205106	15	1,000
UNITED AUTO GROUP INC	COM	909440109	4,294	306,500
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873207	17,164	4,862,373
UNITED PARCEL SERVICE INC	CL B	911312106	91,175	1,458,100
UNOCAL CORP	COM	915289102	402	12,795
UNOCAL CORP	COM	915289102	27,513	876,500
UROLOGIX INC	COM	917273104	9,416	2,058,200
UTSTARCOM INC	COM	918076100	1,096	71,800

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE INSTR V	(A) SOLE	ITEM 8 VOTING AUTHORITY (SHARES) (B) SHARED	(C) NONE
TXU CORP	1,2,3	725,850		
TAKE-TWO INTERACTIVE SOFTWARE	1,2,3	2,135,000		
TALISMAN ENERGY INC	1,2,3	150,000		
TARGET CORP	1,2,3	5,804,840		
TEKELEC	1,2,3	2,488,600		
TELEFONOS DE MEXICO S A	1,2,3,4	11,270		

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TELEFONOS DE MEXICO S A	1,2,3	355,400
TEMPLE INLAND INC	1,2,3,4	71,425
TEMPLE INLAND INC	1,2,3	288,200
TENET HEALTHCARE CORP	1,2,3	408,100
TERADYNE INC	1,2,3	3,000,000
TEXAS BIOTECHNOLOGY CORP	1,2,3,4	10,000
TEXAS INSTRS INC	1,2,3,4	130,390
TEXAS INSTRS INC	1,2,3	2,247,100
TEXAS REGL BANCSHARES INC	1,2,3,4	25,000
TOTAL FINA ELF S A	1,2,3,4	5,303
TOTAL FINA ELF S A	1,2,3	11,600
TOTAL SYS SVCS INC	1,2,3	619,300
TRANSACTION SYS ARCHITECTS	1,2,3	1,837,500
TRANSKARYOTIC THERAPIES INC	1,2,3	1,727,550
TRAVELERS PPTY CAS CORP NEW	1,2,3,4	73
TRAVELERS PPTY CAS CORP NEW	1,2,3	3,019,426
TRAVELERS PPTY CAS CORP NEW	1,2,3,4	154
TRAVELERS PPTY CAS CORP NEW	1,2,3	39,916
TUESDAY MORNING CORP	1,2,3	665,000
TYCO INTL LTD NEW	1,2,3,4	23,426
UST INC	1,2,3,4	6,000
UST INC	1,2,3	50,000
US BANCORP DEL	1,2,3,4	4,898
US BANCORP DEL	1,2,3	9,448,950
ULTRA PETE CORP	1,2,3	82,700
UNILEVER N V	1,2,3	9,800
UNION PAC CORP	1,2,3,4	23,826
UNIONBANCAL CORP	1,2,3,4	1,100
UNIONBANCAL CORP	1,2,3	1,000,000
UNISOURCE ENERGY CORP	1,2,3,4	1,000
UNITED AUTO GROUP INC	1,2,3	306,500
UNITED MICROELECTRONICS CORP	1,2,3	4,862,373
UNITED PARCEL SERVICE INC	1,2,3	1,458,100
UNOCAL CORP	1,2,3,4	12,795
UNOCAL CORP	1,2,3	876,500
UROLOGIX INC	1,2,3	2,058,200
UTSTARCOM INC	1,2,3	71,800

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT
VAIL RESORTS INC	COM	91879Q109	13,711	968,300
VALASSIS COMMUNICATIONS INC	COM	918866104	5,678	161,900
VERITAS SOFTWARE CO	COM	923436109	12,405	845,300
VERIZON COMMUNICATIONS	COM	92343V104	984	35,853
VERIZON COMMUNICATIONS	COM	92343V104	2,703	98,500
VIACOM INC	CL B	925524308	111,681	2,754,162
VISX INC DEL	COM	92844S105	43,662	4,730,400
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	174	13,575
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W100	100,181	7,808,350
WAL MART STORES INC	COM	931142103	291	5,915

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WAL MART STORES INC	COM	931142103	25,127	510,300
WEIGHT WATCHERS INTL INC NEW	COM	948626106	1,084	25,000
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	51	700
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	579	7,900
WELLS FARGO & CO NEW	COM	949746101	25,220	523,665
WELLS FARGO & CO NEW	COM	949746101	220,045	4,569,050
WENDYS INTL INC	COM	950590109	17	500
WENDYS INTL INC	COM	950590109	98,085	2,962,400
WESTERN GAS RES INC	COM	958259103	31	1,000
WESTERN GAS RES INC	COM	958259103	9,166	293,300
WEYERHAEUSER CO	COM	962166104	915	20,900
WHITNEY HLDG CORP	COM	966612103	668	20,812
WISCONSIN ENERGY CORP	COM	976657106	256	10,000
WYETH	COM	983024100	20,906	657,428
WYETH	COM	983024100	29,919	940,850
XILINX INC	COM	983919101	3,166	200,000
AMDOCS LTD	ORD	G02602103	926	144,705
ACCENTURE LTD BERMUDA	CL A	G1150G111	86,844	6,081,500
EVEREST RE GROUP LTD	COM	G3223R108	16,458	300,000
GARMIN LTD	ORD	G37260109	13,138	708,450
GLOBALSANTAFE CORP	SHS	G3930E101	6,598	295,217
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	6,506	188,900
NABORS INDUSTRIES LTD	SHS	G6359F103	4,584	139,960
NABORS INDUSTRIES LTD	SHS	G6359F103	52,999	1,618,300
ALCON INC	COM SHS	H01301102	61,148	1,578,025
			13,999,310	610,915,892

ITEM 1 NAME OF ISSUE	ITEM 7 MANAGERS SEE INSTR V	ITEM 8 VOTING AUTHORITY (SHARES)		
		(A) SOLE	(B) SHARED	(C) NONE
VAIL RESORTS INC	1,2,3	968,300		
VALASSIS COMMUNICATIONS INC	1,2,3	161,900		
VERITAS SOFTWARE CO	1,2,3	845,300		
VERIZON COMMUNICATIONS	1,2,3,4	35,853		
VERIZON COMMUNICATIONS	1,2,3	98,500		
VIACOM INC	1,2,3	2,754,162		
VISX INC DEL	1,2,3	4,730,400		
VODAFONE GROUP PLC NEW	1,2,3,4	13,575		
VODAFONE GROUP PLC NEW	1,2,3	7,808,350		
WAL MART STORES INC	1,2,3,4	5,915		
WAL MART STORES INC	1,2,3	510,300		
WEIGHT WATCHERS INTL INC NEW	1,2,3	25,000		
WELLPOINT HEALTH NETWORK NEW	1,2,3,4	700		
WELLPOINT HEALTH NETWORK NEW	1,2,3	7,900		
WELLS FARGO & CO NEW	1,2,3,4	523,665		
WELLS FARGO & CO NEW	1,2,3	4,569,050		
WENDYS INTL INC	1,2,3,4	500		
WENDYS INTL INC	1,2,3	2,962,400		
WESTERN GAS RES INC	1,2,3,4	1,000		
WESTERN GAS RES INC	1,2,3	293,300		
WEYERHAEUSER CO	1,2,3,4	20,900		
WHITNEY HLDG CORP	1,2,3,4	20,812		
WISCONSIN ENERGY CORP	1,2,3,4	10,000		
WYETH	1,2,3,4	657,428		
WYETH	1,2,3	940,850		
XILINX INC	1,2,3	200,000		
AMDOCS LTD	1,2,3,4	144,705		
ACCENTURE LTD BERMUDA	1,2,3	6,081,500		



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EVEREST RE GROUP LTD	1,2,3	300,000
GARMIN LTD	1,2,3	708,450
GLOBALSANTAFE CORP	1,2,3,4	295,217
INGERSOLL-RAND COMPANY LTD	1,2,3	188,900
NABORS INDUSTRIES LTD	1,2,3,4	139,960
NABORS INDUSTRIES LTD	1,2,3	1,618,300
ALCON INC	1,2,3	1,578,025