

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.):

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:

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)	COLUMN 5 SHRS OR PRN AMT	SH/PRN	PUT/CALL
AMDOCS LTD	ORD	G02602103	\$ 1,724	50,000	SH	N/A
COOPER INDUSTRIES LTD	CL A	G24182100	\$ 13,432	254,000	SH	N/A
LAZARD LTD	SHS A	G54050102	\$ 14,075	346,000	SH	N/A
UTI WORLDWIDE INC	ORD	G87210103	\$ 3,332	170,000	SH	N/A
UBS AG	SHS NEW	H89231338	\$ 24,518	533,000	SH	N/A
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	\$ 2,328	106,000	SH	N/A
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	\$ 3,752	88,400	SH	N/A
AES CORP	COM	00130H105	\$ 3,529	165,000	SH	N/A
AT&T INC	COM	00206R102	\$ 34,287	825,000	SH	N/A
ABBOTT LAB	COM	002824100	\$ 16,424	292,500	SH	N/A
ADVANCE AUTO PTS INC	COM	00751Y106	\$ 6,420	169,000	SH	N/A
ADVANCED MICRO DEVICES INC	COM	007903107	\$ 1,500	200,000	SH	N/A
AFFILIATED MANAGERS GROUP INC	COM	008252108	\$ 14,448	123,000	SH	N/A
AKAMAI TECHNOLOGIES INC	COM	00971T101	\$ 5,328	154,000	SH	N/A
ALLSCRIPTS HEALTHCARE SOLUTIONS INC	COM	01988P108	\$ 3,418	176,000	SH	N/A
ALTRIA GROUP INC	COM	02209S103	\$ 21,994	291,000	SH	N/A
AMERN INTL GROUP INC	COM	026874107	\$ 19,880	341,000	SH	N/A
AMERN MED SYS HLDGS INC	COM	02744M108	\$ 10,118	699,700	SH	N/A
APOLLO INVT CORP	COM	03761U106	\$ 2,165	127,000	SH	N/A
ARCH COAL INC	COM	039380100	\$ 12,266	273,000	SH	N/A
ATWOOD OCEANICS INC	COM	050095108	\$ 4,310	43,000	SH	N/A
AUTODESK INC	COM	052769106	\$ 14,356	288,500	SH	N/A
BAKER HUGHES INC	COM	057224107	\$ 16,950	209,000	SH	N/A
BERKLEY W R CORP	COM	084423102	\$ 4,442	149,000	SH	N/A
BEST BUY INC	COM	086516101	\$ 16,848	320,000	SH	N/A
BRIGHTPOINT INC	COM NEW	109473405	\$ 2,120	138,000	SH	N/A
BROADCOM CORP	CL A	111320107	\$ 6,012	230,000	SH	N/A
CVS CAREMARK CORP	COM	126650100	\$ 15,701	395,000	SH	N/A
CAMERON INTL CORP	COM	13342B105	\$ 4,139	86,000	SH	N/A
CARDINAL HLTH INC	COM	14149Y108	\$ 22,811	395,000	SH	N/A
CARTER INC	COM	146229109	\$ 3,270	169,000	SH	N/A
CENTRAL GARDEN & PET CO	CL A NON-VTG	153527205	\$ 5,529	1,031,500	SH	N/A
CHEESECAKE FACTORY INC	COM	163072101	\$ 2,703	114,000	SH	N/A
CHEVRON CORP	COM	166764100	\$ 24,639	264,000	SH	N/A
CHUBB CORP	COM	171232101	\$ 10,206	187,000	SH	N/A
CISCO SYS INC	COM	17275R102	\$ 20,587	760,500	SH	N/A
CITIGROUP INC	COM	172967101	\$ 3,150	107,000	SH	N/A
CITRIX SYS INC	COM	177376100	\$ 11,555	304,000	SH	N/A
COACH INC	COM	189754104	\$ 3,456	113,000	SH	N/A
COMCAST CORP NEW	CL A	20030N101	\$ 10,481	574,000	SH	N/A
CORNING INC	COM	219350105	\$ 22,551	940,000	SH	N/A
COSTCO WHSL CORP NEW	COM	22160K105	\$ 6,976	100,000	SH	N/A
COVENTRY HEALTH CARE INC	COM	222862104	\$ 11,791	199,000	SH	N/A
CYTEC IND	COM	232820100	\$ 12,193	198,000	SH	N/A

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/CALL
DANAHER CORP	COM	235851102	\$ 11,231	128,000	SH	N/A
DAVITA INC	COM	23918K108	\$ 11,608	206,000	SH	N/A
DIAGEO P L C	SFON ADR NEW	25243Q205	\$ 6,866	80,000	SH	N/A
DIAMONDROCK HOSPITALITY CO	COM	252784301	\$ 3,460	231,000	SH	N/A
DONNELLEY R R & SONS CO	COM	257867101	\$ 13,134	348,000	SH	N/A
EMC CORP	COM	268648102	\$ 18,400	993,000	SH	N/A
ENSCO INTL INC	COM	26874Q100	\$ 17,469	293,000	SH	N/A
ECOLAB INC	COM	278865100	\$ 10,447	204,000	SH	N/A
EHEALTH INC	COM	28238P109	\$ 198	6,177	SH	N/A
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	\$ 1,596	35,000	SH	N/A
EMERSON ELEC CO	COM	291011104	\$ 25,724	454,000	SH	N/A
ENDO PHARMACEUTICALS HLDGS INC	COM	29264F205	\$ 2,934	110,000	SH	N/A
ENERGEN CORP	COM	29265N108	\$ 5,331	83,000	SH	N/A
ENTERGY CORP NEW	COM	29364G103	\$ 12,191	102,000	SH	N/A
EQUIFAX INC	COM	294429105	\$ 2,109	58,000	SH	N/A
EXELON CORP	COM	30161N101	\$ 26,533	325,000	SH	N/A
F M C CORP	COM NEW	302491303	\$ 3,764	69,000	SH	N/A
FEDEX CORP	COM	31428X106	\$ 20,420	229,000	SH	N/A
FIDELITY NATL INFORMATION SVCS INC	COM	31620M106	\$ 28,739	691,000	SH	N/A
FDRY NETWORKS INC	COM	35063R100	\$ 2,225	127,000	SH	N/A
FREEPORT-MCMORAN COPPER & GOLD INC	COM	35671D857	\$ 4,610	45,000	SH	N/A
GENERAL ELEC CO	COM	369604103	\$ 45,633	1,231,000	SH	N/A
GENZYME CORP	COM	372917104	\$ 12,580	169,000	SH	N/A
GLOBAL PMTS INC	COM	37940X102	\$ 3,675	79,000	SH	N/A
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	\$ 11,647	490,000	SH	N/A
HARSCO CORP	COM	415864107	\$ 2,755	43,000	SH	N/A
HARTFORD FINANCIAL SVCS GROUP INC	COM	416515104	\$ 18,571	213,000	SH	N/A
HESS CORP	COM	42809H107	\$ 13,616	135,000	SH	N/A
HEWLETT PACKARD CO	COM	428236103	\$ 28,067	556,000	SH	N/A
HOST HOTELS & RESORTS INC	COM	44107P104	\$ 9,491	557,000	SH	N/A
ITT CORP INC	COM	450911102	\$ 12,878	195,000	SH	N/A
IDEX CORP	COM	45167R104	\$ 3,830	106,000	SH	N/A
INGRAM MICRO INC	CL A	457153104	\$ 4,817	267,000	SH	N/A
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	\$ 2,516	60,000	SH	N/A
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	\$ 2,488	220,000	SH	N/A
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	\$ 14,991	315,000	SH	N/A
JPMORGAN CHASE & CO	COM	46625H100	\$ 27,412	628,000	SH	N/A
J2 GLOBAL COMMUNICATONS INC	COM NEW	46626E205	\$ 4,382	207,000	SH	N/A
JABIL CIRCUIT INC	COM	466313103	\$ 12,140	795,000	SH	N/A
KENEXA CORP	COM	488879107	\$ 1,534	79,000	SH	N/A
KORN FERRY INTL	COM NEW	500643200	\$ 2,597	138,000	SH	N/A
L-3 COMMUNICATIONS HLDG CORP	COM	502424104	\$ 11,442	108,000	SH	N/A
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	\$ 13,898	184,000	SH	N/A
LEGG MASON INC	COM	524901105	\$ 24,213	331,000	SH	N/A
LOWES COS INC	COM	548661107	\$ 4,863	215,000	SH	N/A
MARSHALL & ILSLEY CORP NEW	COM	571837103	\$ 2,330	87,999	SH	N/A
MARRIOTT INTL INC NEW	CL A	571903202	\$ 7,007	205,000	SH	N/A
MATRIA HEALTHCARE INC	COM NEW	576817209	\$ 2,520	106,000	SH	N/A
MAXIM INTEGRATED PRODS INC	COM	57772K101	\$ 14,935	564,000	SH	N/A
MCGRAW HILL COMPANIES INC	COM	580645109	\$ 9,507	217,000	SH	N/A
MEDTRONIC INC	COM	585055106	\$ 13,573	270,000	SH	N/A
MERRILL LYNCH & CO INC	COM	590188108	\$ 15,943	297,000	SH	N/A
METAVANTE TECHNOLOGIES INC	COM	591407101	\$ 707	30,333	SH	N/A
MICROSOFT CORP	COM	594918104	\$ 46,739	1,312,900	SH	N/A

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/CALL
MICROCHIP TECHNOLOGY INC	COM	595017104	\$ 3,016	96,000	SH	N/A
MICRON TECH INC	COM	595112103	\$ 12,833	1,770,000	SH	N/A
MILLIPORE CORP	COM	601073109	\$ 4,684	64,000	SH	N/A
MORGAN STANLEY	COM NEW	617446448	\$ 16,730	315,000	SH	N/A
NII HLDGS INC	CL B NEW	62913F201	\$ 11,548	239,000	SH	N/A
NATL FINL PARTNERS CORP	COM	63607P208	\$ 13,834	303,300	SH	N/A
NELNET INC	CL A	64031N108	\$ 1,030	81,000	SH	N/A
NEUSTAR INC	CL A	64126X201	\$ 3,155	110,000	SH	N/A
NEWS CORP	CL A	65248E104	\$ 19,261	940,000	SH	N/A
NORDSTROM INC	COM	655664100	\$ 10,912	297,100	SH	N/A
NSTAR	COM	67019E107	\$ 5,614	155,000	SH	N/A
NUANCE COMMUNICATIONS INC	COM	67020Y100	\$ 2,055	110,000	SH	N/A
OCCIDENTAL PETE CORP	COM	674599105	\$ 36,185	470,000	SH	N/A
OMNICARE INC	COM	681904108	\$ 4,744	208,000	SH	N/A
OMNICOM GROUP INC	COM	681919106	\$ 16,208	341,000	SH	N/A
O REILLY AUTOMOTIVE INC	COM	686091109	\$ 5,156	159,000	SH	N/A
PNC FINL SVCS GROUP	COM	693475105	\$ 16,084	245,000	SH	N/A
PANERA BREAD CO	CL A	69840W108	\$ 2,149	60,000	SH	N/A
PANTRY INC	COM	698657103	\$ 2,670	102,200	SH	N/A
PATTERSON COS INC	COM	703395103	\$ 15,210	448,000	SH	N/A
PEOPLES UNITED FINANCIAL INC	COM	712704105	\$ 2,884	162,000	SH	N/A
PEPSICO INC	COM	713448108	\$ 26,565	350,000	SH	N/A
PEROT SYS CORP	CL A	714265105	\$ 2,525	187,000	SH	N/A
PETSMART INC	COM	716768106	\$ 9,654	410,300	SH	N/A
PHARMACEUTICAL PROD DEV INC	COM	717124101	\$ 19,095	473,000	SH	N/A
PIPER JAFFRAY COS	COM	724078100	\$ 1,529	33,000	SH	N/A
POLYCOM INC	COM	73172K104	\$ 1,750	63,000	SH	N/A
POOL CORP	COM	73278L105	\$ 2,142	108,000	SH	N/A
PRIDE INTL INC DEL	COM	74153Q102	\$ 2,543	75,000	SH	N/A
PROCTER & GAMBLE CO	COM	742718109	\$ 32,085	437,000	SH	N/A
PRUDENTIAL FINL INC	COM	744320102	\$ 23,260	250,000	SH	N/A
QLOGIC CORP	COM	747277101	\$ 7,043	496,000	SH	N/A
QUALCOMM INC	COM	747525103	\$ 22,508	572,000	SH	N/A
QUEST DIAGNOSTICS INC	COM	74834L100	\$ 17,880	338,000	SH	N/A
QUESTAR CORP	COM	748356102	\$ 18,394	340,000	SH	N/A
ROCKWELL COLLINS INC	COM	774341101	\$ 16,049	223,000	SH	N/A
SEI INVTs CO	COM	784117103	\$ 1,705	53,000	SH	N/A
SANDISK CORP	COM	80004C101	\$ 5,307	160,000	SH	N/A
SCHERING-PLOUGH CORP	COM	806605101	\$ 8,205	308,000	SH	N/A
SEALED AIR CORP NEW	COM	81211K100	\$ 11,061	478,000	SH	N/A
SKYWEST INC	COM	830879102	\$ 1,343	50,000	SH	N/A
SOUTHERN CO	COM	842587107	\$ 11,625	300,000	SH	N/A
SOUTHWEST AIRLS CO	COM	844741108	\$ 10,492	860,000	SH	N/A
STAPLES INC	COM	855030102	\$ 27,061	1,173,000	SH	N/A
STATE STR CORP	COM	857477103	\$ 4,304	53,000	SH	N/A
SYMMETRY MED INC	COM	871546206	\$ 2,928	168,000	SH	N/A
SYNOPSIS INC	COM	871607107	\$ 5,964	230,000	SH	N/A
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	\$ 3,725	374,000	SH	N/A
TARGET CORP	COM	87612E106	\$ 11,700	234,000	SH	N/A
TECH DATA CORP	COM	878237106	\$ 3,998	106,000	SH	N/A
TEVA PHARMACEUTICAL INDS	ADR	881624209	\$ 8,785	189,000	SH	N/A
TIME WARNER CABLE INC	CL A	88732J108	\$ 125	4,534	SH	N/A
TOTAL SA	SPONSORED ADR	89151E109	\$ 36,261	439,000	SH	N/A
URS CORP NEW	COM	903236107	\$ 2,554	47,000	SH	N/A

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP NUMBER	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR PRN AMT	SH/PRN	PUT/CALL
ULTA SALON COSMETCS & FRAG I	COM	90384S303	\$ 1,058	61,679	SH	N/A
UNITED NAT FOODS INC	COM	911163103	\$ 4,441	140,000	SH	N/A
UNITED TECHNOLOGIES CORP	COM	913017109	\$ 32,606	426,000	SH	N/A
VERIZON COMMUNICATIONS	COM	92343V104	\$ 25,733	589,000	SH	N/A
WELLPOINT INC	COM	94973V107	\$ 20,441	233,000	SH	N/A
WESCO INTL INC	COM	95082P105	\$ 2,418	61,000	SH	N/A
WESTN DIGITAL CORP	COM	958102105	\$ 3,021	100,000	SH	N/A
WILLIAMS CO INC	COM	969457100	\$ 3,936	110,000	SH	N/A
WYETH COM	COM	983024100	\$ 9,854	223,000	SH	N/A
ZIONS BANCORP	COM	989701107	\$ 1,634	35,000	SH	N/A
			\$ 1,775,265	\$46,162,622		

COLUMN 1 NAME OF ISSUER	COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
			SOLE	SHARED
				NONE
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	
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 AUTHORITY SHARED	NONE
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	
FEDEX CORP	DEFINED	DEFINED		229,000	
FIDELITY NATL INFORMATION SVCS INC	DEFINED	DEFINED		691,000	
FDRY NETWORKS INC	DEFINED	DEFINED		127,000	
FREEPORT-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 AUTHORITY SHARED	NONE
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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	
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 AUTHORITY SHARED	NONE
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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	