

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: 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 November 5, 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: 166

Form 13F Information Table Value Total: \$1,597,748  
(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  
September 30, 2008  
NAME OF REPORTING MANAGER: HONEYWELL INTERNATIONAL INC.

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
COOPER INDUSTRIES INC	CL A	G24182100	\$ 11,825	296,000	SH	N/A
INVESCO LTD	SHS	G491BT108	\$ 14,896	710,000	SH	N/A
LAZARD LTD	SHS A	G54050102	\$ 4,251	99,417	SH	N/A
UTI WORLDWIDE INC	ORD	G87210103	\$ 2,706	159,000	SH	N/A
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	\$ 3,411	150,000	SH	N/A
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	\$ 2,843	137,000	SH	N/A
AES CORP	COM	00130H105	\$ 2,607	223,000	SH	N/A
AT&T INC	COM	00206R102	\$ 27,920	1,000,000	SH	N/A
ABBOTT LAB	COM	002824100	\$ 10,652	185,000	SH	N/A
ADOBE SYS INC	COM	00724F101	\$ 8,289	210,000	SH	N/A
AFFILIATED MANAGERS GROUP INC	COM	008252108	\$ 16,653	201,000	SH	N/A
AKAMAI TECHNOLOGIES INC	COM	00971T101	\$ 4,796	275,000	SH	N/A
ALBEMARLE CORP	COM	012653101	\$ 2,621	85,000	SH	N/A
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	\$ 7,402	200,000	SH	N/A
AMERIPRISE FINL INC	COM	03076C106	\$ 9,439	247,100	SH	N/A
APACHE CORP	COM	037411105	\$ 5,214	50,000	SH	N/A
APOLLO INVNT CORP	COM	03761U106	\$ 2,558	150,000	SH	N/A
APPLE INC	COM	037833100	\$ 14,208	125,000	SH	N/A
ATWOOD OCEANICS INC	COM	050095108	\$ 2,184	60,000	SH	N/A
AUTODESK INC	COM	052769106	\$ 10,031	299,000	SH	N/A
AVNET INC	COM	053807103	\$ 6,158	250,000	SH	N/A
BAKER HUGHES INC	COM	057224107	\$ 12,108	200,000	SH	N/A
BE AEROSPACE INC	COM	073302101	\$ 1,678	106,000	SH	N/A
BEST BUY INC	COM	086516101	\$ 17,460	465,600	SH	N/A
BRIGHTPOINT INC	COM NEW	109473405	\$ 1,224	170,000	SH	N/A
BROADCOM CORP	CL A	111320107	\$ 5,216	280,000	SH	N/A
CME GROUP INC	COM	12572Q105	\$ 9,897	26,640	SH	N/A
CVS CAREMARK CORP	COM	126650100	\$ 15,989	475,000	SH	N/A
CABOT CORP	COM	127055101	\$ 1,843	58,000	SH	N/A

CAMERON INTL CORP	COM	13342B105	\$	10,406	270,000	SH	N/A
CARDINAL HLTH INC	COM	14149Y108	\$	24,640	500,000	SH	N/A
CERNER CORP	COM	156782104	\$	4,241	95,000	SH	N/A
CHEVRON CORP	COM	166764100	\$	32,580	395,000	SH	N/A
CISCO SYSTEMS INC	COM	17275R102	\$	27,636	1,225,000	SH	N/A
CITRIX SYS INC	COM	177376100	\$	9,094	360,000	SH	N/A
COACH INC	COM	189754104	\$	5,033	201,000	SH	N/A
COCA COLA CO	COM	191216100	\$	15,864	300,000	SH	N/A
COMCAST CORP NEW	CL A	20030N101	\$	5,241	267,000	SH	N/A
CONSOL ENERGY INC	COM	20854P109	\$	4,818	105,000	SH	N/A
CORNING INC	COM	219350105	\$	15,249	975,000	SH	N/A
COSTCO WHOLESALE CORP NEW	COM	22160K105	\$	17,206	265,000	SH	N/A
COVENTRY HEALTH CARE INC	COM	222862104	\$	10,904	335,000	SH	N/A
CYTEC IND	COM	232820100	\$	7,510	193,000	SH	N/A
DANAHER CORP	COM	235851102	\$	21,167	305,000	SH	N/A
DARDEN RESTAURANTS INC	COM	237194105	\$	2,577	90,000	SH	N/A
DAVITA INC	COM	23918K108	\$	8,614	151,099	SH	N/A
DIAGEO P L C	SPON ADR NEW	25243Q205	\$	20,073	291,500	SH	N/A
DIAMONDROCK HOSPITALITY CO	COM	252784301	\$	2,184	240,000	SH	N/A
DICKS SPORTING GOODS INC	COM	253393102	\$	14,685	750,000	SH	N/A
DONNELLEY R R & SONS CO	COM	257867101	\$	9,886	403,000	SH	N/A
EMC CORP	COM	268648102	\$	14,352	1,200,000	SH	N/A
ENSCO INTL INC	COM	26874Q100	\$	11,526	200,000	SH	N/A
ECOLAB INC	COM	278865100	\$	10,383	214,000	SH	N/A
EHEALTH INC	COM	28238P109	\$	99	6,177	SH	N/A
EL PASO CORP	COM	28336L109	\$	1,723	135,000	SH	N/A
EMBARQ CORP	COM	29078E105	\$	2,433	60,000	SH	N/A
EMERSON ELECTRIC CO	COM	291011104	\$	25,290	620,000	SH	N/A
ENERGEN CORP	COM	29265N108	\$	906	20,000	SH	N/A
ENERGY CORP NEW	COM	29364G103	\$	10,681	120,000	SH	N/A
EXELON CORP	COM	30161N101	\$	18,786	300,000	SH	N/A
FEDEX CORP	COM	31428X106	\$	14,227	180,000	SH	N/A
FIDELITY NATL INFORMATION SVCS INC	COM	31620M106	\$	11,925	646,000	SH	N/A
FIRSTENERGY CORP	COM	337932107	\$	6,699	100,000	SH	N/A
FREEPORT-MCMORAN COPPER & GOLD INC	COM	35671D857	\$	3,411	60,000	SH	N/A
GFI GROUP INC	COM	361652209	\$	1,178	250,000	SH	N/A
GENERAL ELECTRIC CO	COM	369604103	\$	30,600	1,200,000	SH	N/A
GOOGLE INC	CL A	38259P508	\$	10,013	25,000	SH	N/A
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	\$	11,263	515,000	SH	N/A
HCC INS HLDGS INC	COM	404132102	\$	1,620	60,000	SH	N/A

HAIN CELESTIAL GROUP INC	COM	405217100	\$	1,432	52,000	SH	N/A
HANSEN NAT CORP	COM	411310105	\$	363	12,000	SH	N/A
HARSCO CORP	COM	415864107	\$	2,235	60,100	SH	N/A
HARTFORD FINL SVCS GROUP INC	COM	416515104	\$	13,322	325,000	SH	N/A
HESS CORP	COM	42809H107	\$	12,312	150,000	SH	N/A
HEWLETT PACKARD CO	COM	428236103	\$	16,184	350,000	SH	N/A
HOLOGIC INC	COM	436440101	\$	12,505	646,900	SH	N/A
HOST HOTELS & RESORTS INC	COM	44107P104	\$	7,908	595,000	SH	N/A
ITT CORP INC	COM	450911102	\$	13,291	239,000	SH	N/A
IDEX CORP	COM	45167R104	\$	3,443	111,000	SH	N/A
INGRAM MICRO INC	CL A	457153104	\$	3,214	200,000	SH	N/A
INTEGRA LIFESCIENCES HLDG C	COM NEW	457985208	\$	3,509	79,700	SH	N/A
INTEL CORP	COM	458140100	\$	7,492	400,000	SH	N/A
INTERCONTINENTALEXCHANGE INC	COM	45865V100	\$	2,985	37,000	SH	N/A
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	\$	2,130	70,000	SH	N/A
J CREW GROUP INC	COM	46612H402	\$	1,000	35,000	SH	N/A
JPMORGAN CHASE & CO	COM	46625H100	\$	32,690	700,000	SH	N/A
JACKSON HEWITT TAX SVC INC	COM	468202106	\$	1,841	120,000	SH	N/A
KROGER CO	COM	501044101	\$	15,664	570,000	SH	N/A
LKQ CORP	COM	501889208	\$	1,897	111,800	SH	N/A
LABORATORY CORP AMER HLDGS	COM	50540R409	\$	15,985	230,000	SH	N/A
LEGG MASON INC	COM	524901105	\$	4,567	120,000	SH	N/A
LENDER PROCESSING SVCS INC	COM	52602E102	\$	9,248	303,000	SH	N/A
LIFE TIME FITNESS INC	COM	53217R207	\$	4,524	144,680	SH	N/A
LOWES COS INC	COM	548661107	\$	3,435	145,000	SH	N/A
MEMC ELECTR MATLS INC	COM	552715104	\$	4,239	150,000	SH	N/A
MARRIOTT INTL INC NEW	CL A	571903202	\$	6,001	230,000	SH	N/A
MAXIM INTEGRATED PRODS INC	COM	57772K101	\$	7,240	400,000	SH	N/A
METAVANTE TECHNOLOGIES INC	COM	591407101	\$	1,926	100,000	SH	N/A
MICROSOFT CORP	COM	594918104	\$	29,359	1,100,000	SH	N/A
MICROCHIP TECHNOLOGY INC	COM	595017104	\$	3,826	130,000	SH	N/A
MICRON TECH INC	COM	595112103	\$	7,075	1,747,000	SH	N/A
MOLSON COORS BREWING CO	CL B	60871R209	\$	7,106	152,000	SH	N/A
MORGAN STANLEY	COM	617446448	\$	15,065	655,000	SH	N/A
NII HLDGS INC	CL B NEW	62913F201	\$	8,722	230,000	SH	N/A
NASDAQ OMX GROUP	COM	631103108	\$	11,158	365,000	SH	N/A
NATL FINL PARTNERS CORP	COM	63607P208	\$	6,150	410,000	SH	N/A
NEWS CORP	CL A	65248E104	\$	13,129	1,095,000	SH	N/A
NOKIA CORP	SPONSORED ADR	654902204	\$	6,528	350,000	SH	N/A
NORDSTROM INC	COM	655664100	\$	8,214	285,000	SH	N/A

NSTAR	COM	67019E107	\$	5,695	170,000	SH	N/A
NUANCE COMMUNICATIONS INC	COM	67020Y100	\$	1,707	140,000	SH	N/A
NVIDIA CORP	COM	67066G104	\$	1,714	160,000	SH	N/A
OCCIDENTAL PETE CORP	COM	674599105	\$	21,135	300,000	SH	N/A
OCEANEERING INTL INC	COM	675232102	\$	2,933	55,000	SH	N/A
O REILLY AUTOMOTIVE INC	COM	686091109	\$	14,724	550,000	SH	N/A
PG& E CORP	COM	69331C108	\$	4,681	125,000	SH	N/A
PATTERSON COS INC	COM	703395103	\$	15,083	495,980	SH	N/A
PEOPLES UTD FINL INC	COM	712704105	\$	1,925	100,000	SH	N/A
PEPSI BOTTLING GROUP INC	COM	713409100	\$	1,750	60,000	SH	N/A
PEPSICO INC	COM	713448108	\$	33,711	473,000	SH	N/A
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	\$	5,714	130,000	SH	N/A
PETSMART INC C	COM	716768106	\$	2,743	111,000	SH	N/A
PHILIP MORRIS INTL INC	COM	718172109	\$	13,709	285,000	SH	N/A
POLYCOM INC	COM	73172K104	\$	4,163	180,000	SH	N/A
PRIDE INTL INC	COM	74153Q102	\$	3,997	135,000	SH	N/A
PRINCIPAL FINL GROUP INC	COM	74251V102	\$	1,087	25,000	SH	N/A
PROCTER & GAMBLE CO	COM	742718109	\$	27,737	398,000	SH	N/A
PROS HLDGS INC	COM	74346Y103	\$	154	16,364	SH	N/A
PRUDENTIAL FINL INC	COM	744320102	\$	24,840	345,000	SH	N/A
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	\$	4,235	111,600	SH	N/A
QUALCOMM INC	COM	747525103	\$	26,856	625,000	SH	N/A
QUEST DIAGNOSTICS INC	COM	74834L100	\$	22,270	431,000	SH	N/A
QUESTAR CORP	COM	748356102	\$	6,138	150,000	SH	N/A
ROCKWELL COLLINS INC	COM	774341101	\$	15,870	330,000	SH	N/A
SAIC INC	COM	78390X101	\$	1,012	50,000	SH	N/A
SEI INVTS CO	COM	784117103	\$	3,885	175,000	SH	N/A
SLM CORP	COM	78442P106	\$	1,234	100,000	SH	N/A
SCHERING-PLOUGH CORP	COM	806605101	\$	9,050	490,000	SH	N/A
SEALED AIR CORP NEW	COM	81211K100	\$	11,941	543,000	SH	N/A
SMITH INTL INC	COM	832110100	\$	5,864	100,000	SH	N/A
SOUTHERN CO	COM	842587107	\$	1,885	50,000	SH	N/A
STAPLES INC	COM	855030102	\$	27,000	1,200,000	SH	N/A
STATE STR CORP	COM	857477103	\$	17,621	309,800	SH	N/A
SYNOPSIS INC	COM	871607107	\$	5,985	300,000	SH	N/A
TJX COS INC NEW	COM	872540109	\$	10,954	358,900	SH	N/A
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	\$	9,370	1,000,000	SH	N/A
TECH DATA CORP	COM	878237106	\$	2,836	95,000	SH	N/A
TEVA PHARMACEUTICAL INDS	ADR	881624209	\$	10,532	230,000	SH	N/A
TEXTRON INC	COM	883203101	\$	9,223	315,000	SH	N/A

THERMO FISHER CORP	COM	883556102	\$	28,325	515,000	SH	N/A
TOTAL S A	SPONSORED ADR	89151E109	\$	27,609	455,000	SH	N/A
TRAVELERS COS INC	COM	89417E109	\$	4,520	100,000	SH	N/A
TUPPERWARE BRANDS CORPORATION	COM	899896104	\$	2,210	80,000	SH	N/A
URS CORP NEW	COM	903236107	\$	3,484	95,000	SH	N/A
ULTA SALON COSMETCS & FRAG I	COM	90384S303	\$	819	61,679	SH	N/A
UNITED NAT FOODS INC	COM	911163103	\$	2,109	84,400	SH	N/A
UNITED TECHNOLOGIES CORP	COM	913017109	\$	29,429	490,000	SH	N/A
UNITEDHEALTH GROUP INC	COM	91324P102	\$	10,410	410,000	SH	N/A
VCA ANTECH INC	COM	918194101	\$	14,243	483,300	SH	N/A
VERIZON COMMUNICATIONS	COM	92343V104	\$	20,859	650,000	SH	N/A
VNUS MED TECHNOLOGIES INC	COM	928566108	\$	183	8,746	SH	N/A
WATERS CORP	COM	941848103	\$	17,727	304,700	SH	N/A
WELLPOINT INC	COM	94973V107	\$	8,185	175,000	SH	N/A
WESCO INTL INC	COM	95082P105	\$	2,060	64,000	SH	N/A
WESTN DIGITAL CORP	COM	958102105	\$	1,919	90,000	SH	N/A
WILLIAMS CO INC	COM	969457100	\$	8,987	380,000	SH	N/A
				\$ 1,597,748	49,392,182		

COLUMN 1	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	VOTING AUTHORITY SHARED	NONE
COOPER INDUSTRIES INC	DEFINED	DEFINED	296,000		
INVESCO LTD	DEFINED	DEFINED	710,000		
LAZARD LTD	DEFINED	DEFINED	99,417		
UTI WORLDWIDE INC	DEFINED	DEFINED	159,000		
CHECK POINT SOFTWARE TECH LT	DEFINED	DEFINED	150,000		
ROYAL CARIBBEAN CRUISES LTD	DEFINED	DEFINED	137,000		
AES CORP	DEFINED	DEFINED	223,000		
AT&T INC	DEFINED	DEFINED	1,000,000		
ABBOTT LAB	DEFINED	DEFINED	185,000		
ADOBE SYS INC	DEFINED	DEFINED	210,000		
AFFILIATED MANAGERS GROUP INC	DEFINED	DEFINED	201,000		
AKAMAI TECHNOLOGIES INC	DEFINED	DEFINED	275,000		
ALBEMARLE CORP	DEFINED	DEFINED	85,000		
ALLIANCEBERNSTEIN HOLDING LP	DEFINED	DEFINED	200,000		
AMERIPRISE FINL INC	DEFINED	DEFINED	247,100		
APACHE CORP	DEFINED	DEFINED	50,000		
APOLLO INVT CORP	DEFINED	DEFINED	150,000		
APPLE INC	DEFINED	DEFINED	125,000		
ATWOOD OCEANICS INC	DEFINED	DEFINED	60,000		
AUTODESK INC	DEFINED	DEFINED	299,000		
AVNET INC	DEFINED	DEFINED	250,000		
BAKER HUGHES INC	DEFINED	DEFINED	200,000		
BE AEROSPACE INC	DEFINED	DEFINED	106,000		
BEST BUY INC	DEFINED	DEFINED	465,600		
BRIGHTPOINT INC	DEFINED	DEFINED	170,000		
BROADCOM CORP	DEFINED	DEFINED	280,000		
CME GROUP INC	DEFINED	DEFINED	26,640		
CVS CAREMARK CORP	DEFINED	DEFINED	475,000		
CABOT CORP	DEFINED	DEFINED	58,000		

CAMERON INTL CORP	DEFINED	DEFINED	270,000
CARDINAL HLTH INC	DEFINED	DEFINED	500,000
CERNER CORP	DEFINED	DEFINED	95,000
CHEVRON CORP	DEFINED	DEFINED	395,000
CISCO SYSTEMS INC	DEFINED	DEFINED	1,225,000
CITRIX SYS INC	DEFINED	DEFINED	360,000
COACH INC	DEFINED	DEFINED	201,000
COCA COLA CO	DEFINED	DEFINED	300,000
COMCAST CORP NEW	DEFINED	DEFINED	267,000
CONSOL ENERGY INC	DEFINED	DEFINED	105,000
CORNING INC	DEFINED	DEFINED	975,000
COSTCO WHOLESALE CORP NEW	DEFINED	DEFINED	265,000
COVENTRY HEALTH CARE INC	DEFINED	DEFINED	335,000
CYTEC IND	DEFINED	DEFINED	193,000
DANAHER CORP	DEFINED	DEFINED	305,000
DARDEN RESTAURANTS INC	DEFINED	DEFINED	90,000
DAVITA INC	DEFINED	DEFINED	151,099
DIAGEO P L C	DEFINED	DEFINED	291,500
DIAMONDROCK HOSPITALITY CO	DEFINED	DEFINED	240,000
DICKS SPORTING GOODS INC	DEFINED	DEFINED	750,000
DONNELLEY R R & SONS CO	DEFINED	DEFINED	403,000
EMC CORP	DEFINED	DEFINED	1,200,000
ENSCO INTL INC	DEFINED	DEFINED	200,000
ECOLAB INC	DEFINED	DEFINED	214,000
EHEALTH INC	DEFINED	DEFINED	6,177
EL PASO CORP	DEFINED	DEFINED	135,000
EMBARQ CORP	DEFINED	DEFINED	60,000
EMERSON ELECTRIC CO	DEFINED	DEFINED	620,000
ENERGEN CORP	DEFINED	DEFINED	20,000
ENERGY CORP NEW	DEFINED	DEFINED	120,000
EXELON CORP	DEFINED	DEFINED	300,000
FEDEX CORP	DEFINED	DEFINED	180,000
FIDELITY NATL INFORMATION SVCS INC	DEFINED	DEFINED	646,000
FIRSTENERGY CORP	DEFINED	DEFINED	100,000
FREEPORT-MCMORAN COPPER & GOLD INC	DEFINED	DEFINED	60,000
GFI GROUP INC	DEFINED	DEFINED	250,000
GENERAL ELECTRIC CO	DEFINED	DEFINED	1,200,000
GOOGLE INC	DEFINED	DEFINED	25,000
GRUPO TELEVISIA SA DE CV	DEFINED	DEFINED	515,000
HCC INS HLDGS INC	DEFINED	DEFINED	60,000

HAIN CELESTIAL GROUP INC	DEFINED	DEFINED	52,000
HANSEN NAT CORP	DEFINED	DEFINED	12,000
HARSCO CORP	DEFINED	DEFINED	60,100
HARTFORD FINL SVCS GROUP INC	DEFINED	DEFINED	325,000
HESS CORP	DEFINED	DEFINED	150,000
HEWLETT PACKARD CO	DEFINED	DEFINED	350,000
HOLOGIC INC	DEFINED	DEFINED	646,900
HOST HOTELS & RESORTS INC	DEFINED	DEFINED	595,000
ITT CORP INC	DEFINED	DEFINED	239,000
IDEX CORP	DEFINED	DEFINED	111,000
INGRAM MICRO INC	DEFINED	DEFINED	200,000
INTEGRA LIFESCIENCES HLDG C	DEFINED	DEFINED	79,700
INTEL CORP	DEFINED	DEFINED	400,000
INTERCONTINENTALEXCHANGE INC	DEFINED	DEFINED	37,000
INVESTMENT TECHNOLOGY GRP NE	DEFINED	DEFINED	70,000
J CREW GROUP INC	DEFINED	DEFINED	35,000
JPMORGAN CHASE & CO	DEFINED	DEFINED	700,000
JACKSON HEWITT TAX SVC INC	DEFINED	DEFINED	120,000
KROGER CO	DEFINED	DEFINED	570,000
LKQ CORP	DEFINED	DEFINED	111,800
LABORATORY CORP AMER HLDGS	DEFINED	DEFINED	230,000
LEGG MASON INC	DEFINED	DEFINED	120,000
LENDER PROCESSING SVCS INC	DEFINED	DEFINED	303,000
LIFE TIME FITNESS INC	DEFINED	DEFINED	144,680
LOWES COS INC	DEFINED	DEFINED	145,000
MEMC ELECTR MATLS INC	DEFINED	DEFINED	150,000
MARRIOTT INTL INC NEW	DEFINED	DEFINED	230,000
MAXIM INTEGRATED PRODS INC	DEFINED	DEFINED	400,000
METAVANTE TECHNOLOGIES INC	DEFINED	DEFINED	100,000
MICROSOFT CORP	DEFINED	DEFINED	1,100,000
MICROCHIP TECHNOLOGY INC	DEFINED	DEFINED	130,000
MICRON TECH INC	DEFINED	DEFINED	1,747,000
MOLSON COORS BREWING CO	DEFINED	DEFINED	152,000
MORGAN STANLEY	DEFINED	DEFINED	655,000
NII HLDGS INC	DEFINED	DEFINED	230,000
NASDAQ OMX GROUP	DEFINED	DEFINED	365,000
NATL FINL PARTNERS CORP	DEFINED	DEFINED	410,000
NEWS CORP	DEFINED	DEFINED	1,095,000
NOKIA CORP	DEFINED	DEFINED	350,000
NORDSTROM INC	DEFINED	DEFINED	285,000



NSTAR	DEFINED	DEFINED	170,000
NUANCE COMMUNICATIONS INC	DEFINED	DEFINED	140,000
NVIDIA CORP	DEFINED	DEFINED	160,000
OCCIDENTAL PETE CORP	DEFINED	DEFINED	300,000
OCEANEERING INTL INC	DEFINED	DEFINED	55,000
O REILLY AUTOMOTIVE INC	DEFINED	DEFINED	550,000
PG& E CORP	DEFINED	DEFINED	125,000
PATTERSON COS INC	DEFINED	DEFINED	495,980
PEOPLES UTD FINL INC	DEFINED	DEFINED	100,000
PEPSI BOTTLING GROUP INC	DEFINED	DEFINED	60,000
PEPSICO INC	DEFINED	DEFINED	473,000
PETROLEO BRASILEIRO SA PETRO	DEFINED	DEFINED	130,000
PETSMART INC C	DEFINED	DEFINED	111,000
PHILIP MORRIS INTL INC	DEFINED	DEFINED	285,000
POLYCOM INC	DEFINED	DEFINED	180,000
PRIDE INTL INC	DEFINED	DEFINED	135,000
PRINCIPAL FINL GROUP INC	DEFINED	DEFINED	25,000
PROCTER & GAMBLE CO	DEFINED	DEFINED	398,000
PROS HLDGS INC	DEFINED	DEFINED	16,364
PRUDENTIAL FINL INC	DEFINED	DEFINED	345,000
PSYCHIATRIC SOLUTIONS INC	DEFINED	DEFINED	111,600
QUALCOMM INC	DEFINED	DEFINED	625,000
QUEST DIAGNOSTICS INC	DEFINED	DEFINED	431,000
QUESTAR CORP	DEFINED	DEFINED	150,000
ROCKWELL COLLINS INC	DEFINED	DEFINED	330,000
SAIC INC	DEFINED	DEFINED	50,000
SEI INVTS CO	DEFINED	DEFINED	175,000
SLM CORP	DEFINED	DEFINED	100,000
SCHERING-PLOUGH CORP	DEFINED	DEFINED	490,000
SEALED AIR CORP NEW	DEFINED	DEFINED	543,000
SMITH INTL INC	DEFINED	DEFINED	100,000
SOUTHERN CO	DEFINED	DEFINED	50,000
STAPLES INC	DEFINED	DEFINED	1,200,000
STATE STR CORP	DEFINED	DEFINED	309,800
SYNOPSIS INC	DEFINED	DEFINED	300,000
TJX COS INC NEW	DEFINED	DEFINED	358,900
TAIWAN SEMICONDUCTOR MFG LTD	DEFINED	DEFINED	1,000,000
TECH DATA CORP	DEFINED	DEFINED	95,000
TEVA PHARMACEUTICAL INDS	DEFINED	DEFINED	230,000
TEXTRON INC	DEFINED	DEFINED	315,000

THERMO FISHER CORP	DEFINED	DEFINED	515,000
TOTAL S A	DEFINED	DEFINED	455,000
TRAVELERS COS INC	DEFINED	DEFINED	100,000
TUPPERWARE BRANDS CORPORATION	DEFINED	DEFINED	80,000
URS CORP NEW	DEFINED	DEFINED	95,000
ULTA SALON COSMETCS & FRAG I	DEFINED	DEFINED	61,679
UNITED NAT FOODS INC	DEFINED	DEFINED	84,400
UNITED TECHNOLOGIES CORP	DEFINED	DEFINED	490,000
UNITEDHEALTH GROUP INC	DEFINED	DEFINED	410,000
VCA ANTECH INC	DEFINED	DEFINED	483,300
VERIZON COMMUNICATIONS	DEFINED	DEFINED	650,000
VNUS MED TECHNOLOGIES INC	DEFINED	DEFINED	8,746
WATERS CORP	DEFINED	DEFINED	304,700
WELLPOINT INC	DEFINED	DEFINED	175,000
WESCO INTL INC	DEFINED	DEFINED	64,000
WESTN DIGITAL CORP	DEFINED	DEFINED	90,000
WILLIAMS CO INC	DEFINED	DEFINED	380,000