

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2002

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: Caterpillar Investment Management Ltd.  
Address: 411 Hamilton, Suite 1200,  
Peoria, IL 61602-1104

13F File Number: 28-6134

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David L. Bomberger  
Title: President  
Phone: 309-675-4999

Signature, Place, and Date of Signing:

<u>/s/David L. Bomberger</u>	<u>Peoria, IL</u>	<u>August 9, 2002</u>
[Signature]	[City, State]	[Date]

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).)

[X] 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.]

13F File Number	Name
28-00074	Jennison Associates LLC
28-02924	Turner Investment Partners Inc.
28-02900	Mellon Capital Management Corp.
28-03042	Panagora Asset Management Inc.
28-204	Oppenheimer Capital Corp.

**CATERPILLAR INVESTMENT MANAGEMENT LTD.**

PERIOD END DATE: June 30, 2002

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ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
					INVESTMENT DISCRETION		VOTING AUTHORITY
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE	SHARES	SOLE SHARED	MANAGERS	SOLE SHARED
AGILENT TECHNOLOGIES I	Common	00846U101	278,999.05	11,797	X		X
ALCOA INC	Common	013817101	729,432.60	22,004	X		X
APPLE COMPUTER INC	Common	037833100	163,024.00	9,200	X		X
AMERISOURCEBERGEN CORP	Common	03073E105	205,200.00	2,700	X		X
APPLERA CORP	Common	038020103	105,246.00	5,400	X		X
AMBAC FINL GROUP INC	Common	023139108	181,440.00	2,700	X		X
ALBERTSONS INC	Common	013104104	319,586.32	10,492	X		X
ABBOTT LABS	Common	002824100	1,517,295.00	40,300	X		X
BARRICK GOLD CORP	Common	067901108	263,961.00	13,900	X		X
ACE LTD	Common	G0070K10	211,720.00	6,700	X		X
ALBERTO CULVER CO	Common	013068101	71,700.00	1,500	X		X
ADOBE SYS INC	Common	00724F101	176,700.00	6,200	X		X
A D C TELECOMMUNICATN	Common	000886101	46,029.00	20,100	X		X
ANALOG DEVICES INC	Common	032654105	276,210.00	9,300	X		X
ARCHER DANIELS MIDLAND	Common	039483102	222,059.98	17,362	X		X
AUTOMATIC DATA PROCESS	Common	053015103	696,800.00	16,000	X		X
AUTODESK INC	Common	052769106	37,100.00	2,800	X		X
AMEREN CORP	Common	023608102	163,438.00	3,800	X		X
AMERICAN ELEC PWR INC	Common	025537101	351,375.60	8,780	X		X
AES CORP	Common	00130H105	74,796.00	13,800	X		X
AETNA INC NEW	Common	00817Y108	179,072.01	3,733	X		X
AFLAC INC	Common	001055102	432,000.00	13,500	X		X
ALLERGAN INC	Common	018490102	226,950.00	3,400	X		X
AMERADA HESS CORP	Common	023551104	189,750.00	2,300	X		X
AMERICAN INTL GROUP IN	Common	026874107	4,621,013.21	67,727	X		X
ALCAN INC	Common	013716105	315,168.00	8,400	X		X
ALLSTATE CORP	Common	020002101	682,798.72	18,464	X		X
ALTERA CORP	Common	021441100	136,000.00	10,000	X		X
AMERICAN GREETINGS COR	Common	026375105	29,988.00	1,800	X		X
APPLIED MATLS INC	Common	038222105	802,644.00	42,200	X		X
APPLIED MICRO CIRCUITS	Common	03822W109	35,948.00	7,600	X		X

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	<u>TITLE OF</u>	<u>CUSIP</u>	<u>MARKET</u>		<u>INVESTMENT</u>		<u>VOTING</u>
<u>NAME OF ISSUER</u>	<u>CLASS</u>	<u>NUMBER</u>	<u>VALUE</u>	<u>SHARES</u>	<u>DISCRETION</u>	<u>MANAGERS</u>	<u>AUTHORITY</u>
					<u>SOLE</u> <u>SHARED</u>		<u>SOLE</u> <u>SHARED</u>
ADVANCED MICRO DEVICES	Common	007903107	86,508.00	8,900	X		X
AMGEN INC	Common	031162100	1,130,760.00	27,000	X		X
AMR CORP	Common	001765106	67,440.00	4,000	X		X
ANDREW CORP	Common	034425108	32,630.04	2,187	X		X
AON CORP	Common	037389103	199,727.00	6,775	X		X
AOL TIME WARNER INC	Common	00184A105	1,699,005.00	115,500	X		X
APACHE CORP	Common	037411105	213,250.80	3,710	X		X
ANADARKO PETE CORP	Common	032511107	320,006.30	6,491	X		X
AMERICAN PWR CONVERSIO	Common	029066107	63,150.00	5,000	X		X
AIR PRODS & CHEMS INC	Common	009158106	302,820.00	6,000	X		X
APOLLO GROUP INC	Common	037604105	177,390.00	4,500	X		X
AMERICAN STD COS INC D	Common	029712106	142,690.00	1,900	X		X
ASHLAND INC	Common	044204105	72,900.00	1,800	X		X
AMSOUTH BANCORPORATION	Common	032165102	218,205.00	9,750	X		X
ALLTEL CORP	Common	020039103	380,700.00	8,100	X		X
ALLEGHENY TECHNOLOGIES	Common	01741R102	31,442.00	1,990	X		X
AVAYA INC	Common	053499109	46,079.55	9,309	X		X
AVON PRODS INC	Common	054303102	323,888.00	6,200	X		X
AVERY DENNISON CORP	Common	053611109	175,700.00	2,800	X		X
ALLIED WASTE INDS INC	Common	019589308	48,960.00	5,100	X		X
AT&T WIRELESS SVCS INC	Common	00209A106	409,464.90	69,994	X		X
AMERICAN EXPRESS CO	Common	025816109	1,256,672.00	34,600	X		X
ALLEGHENY ENERGY INC	Common	017361106	82,400.00	3,200	X		X
AUTOZONE INC	Common	053332102	216,440.00	2,800	X		X
BOEING CO	Common	097023105	977,400.00	21,720	X		X
BANK OF AMERICA CORPOR	Common	060505104	2,809,615.52	39,932	X		X
BAXTER INTL INC	Common	071813109	693,420.00	15,600	X		X
BED BATH & BEYOND INC	Common	075896100	286,824.00	7,600	X		X
BB&T CORP	Common	054937107	478,640.00	12,400	X		X
BEST BUY INC	Common	086516101	294,030.00	8,100	X		X
BRUNSWICK CORP	Common	117043109	58,800.00	2,100	X		X
BOISE CASCADE CORP	Common	097383103	55,248.00	1,600	X		X
BARD C R INC	Common	067383109	73,554.00	1,300	X		X
BLACK & DECKER CORP	Common	091797100	101,220.00	2,100	X		X
BECTON DICKINSON & CO	Common	075887109	234,260.00	6,800	X		X
FRANKLIN RES INC	Common	354613101	294,216.00	6,900	X		X

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BROWN FORMAN CORP	Common	115637209	124,200.00	1,800	X		X
BIOGEN INC	Common	090597105	157,434.00	3,800	X		X
BAKER HUGHES INC	Common	057224107	284,629.50	8,550	X		X
BJ SVCS CO	Common	055482103	135,520.00	4,000	X		X
BANK NEW YORK INC	Common	064057102	641,250.00	19,000	X		X
BIG LOTS INC	Common	089302103	59,040.00	3,000	X		X
BALL CORP	Common	058498106	58,072.00	1,400	X		X
BELLSOUTH CORP	Common	079860102	1,527,750.00	48,500	X		X
BMC SOFTWARE INC	Common	055921100	104,580.00	6,300	X		X
BIOMET INC	Common	090613100	189,162.00	6,975	X		X
BEMIS INC	Common	081437105	66,500.00	1,400	X		X
BRISTOL MYERS SQUIBB C	Common	110122108	1,287,570.00	50,100	X		X
BURLINGTON NORTHN SANT	Common	12189T104	298,200.00	9,940	X		X
BAUSCH & LOMB INC	Common	071707103	47,390.00	1,400	X		X
BURLINGTON RES INC	Common	122014103	197,600.00	5,200	X		X
BROADCOM CORP	Common	111320107	119,272.00	6,800	X		X
BEAR STEARNS COS INC	Common	073902108	159,426.00	2,605	X		X
BOSTON SCIENTIFIC CORP	Common	101137107	307,860.00	10,500	X		X
ANHEUSER BUSCH COS INC	Common	035229103	1,145,000.00	22,900	X		X
CITIGROUP INC	Common	172967101	5,169,831.25	133,415	X		X
COMPUTER ASSOC INTL IN	Common	204912109	233,773.68	14,712	X		X
CONAGRA FOODS INC	Common	205887102	387,100.00	14,000	X		X
CARDINAL HEALTH INC	Common	14149Y108	710,820.75	11,575	X		X
CASH BALANCE	Common	CASHBAL	664,154.27	664,154	X		X
CATERPILLAR INC DEL	Common	149123101	435,655.00	8,900	X		X
CHUBB CORP	Common	171232101	311,520.00	4,400	X		X
COOPER INDS LTD	Common	G2418210	94,320.00	2,400	X		X
CIRCUIT CITY STORE	Common	172737108	103,125.00	5,500	X		X
COCA COLA ENTERPRISES	Common	191219104	256,128.00	11,600	X		X
CARNIVAL CORP	Common	143658102	423,657.00	15,300	X		X
COUNTRYWIDE CR INDS IN	Common	222372104	149,575.00	3,100	X		X
CLEAR CHANNEL COMMUNIC	Common	184502102	509,118.00	15,900	X		X
CENDANT CORP	Common	151313103	429,839.84	27,068	X		X
CONCORD EFS INC	Common	206197105	394,834.00	13,100	X		X
CONSTELLATION ENERGY C	Common	210371100	118,827.00	4,050	X		X
CHARTER ONE FINL INC	Common	160903100	197,100.54	5,733	X		X

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CHIRON CORP	Common	170040109	176,750.00	5,000	X		X
CIGNA CORP	Common	125509109	360,454.00	3,700	X		X
CIENA CORP	Common	171779101	46,928.00	11,200	X		X
CINERGY CORP	Common	172474108	149,106.57	4,143	X		X
CINCINNATI FINL CORP	Common	172062101	195,426.00	4,200	X		X
COLGATE PALMOLIVE CO	Common	194162103	715,715.00	14,300	X		X
CLOROX CO DEL	Common	189054109	248,100.00	6,000	X		X
COMERICA INC	Common	200340107	282,440.00	4,600	X		X
COMCAST CORP	Common	200300200	584,080.00	24,500	X		X
CMS ENERGY CORP	Common	125896100	35,136.00	3,200	X		X
COMVERSE TECHNOLOGY IN	Common	205862402	44,448.00	4,800	X		X
CONSECO INC	Common	208464107	17,748.00	8,874	X		X
CONOCO INC	Common	208251504	451,082.80	16,226	X		X
CAPITAL ONE FINL CORP	Common	14040H105	341,880.00	5,600	X		X
ROCKWELL COLLINS INC	Common	774341101	128,874.00	4,700	X		X
COSTCO WHSL CORP NEW	Common	22160K105	451,854.00	11,700	X		X
CAMPBELL SOUP CO	Common	134429109	293,196.00	10,600	X		X
CALPINE CORP	Common	131347106	68,191.00	9,700	X		X
COMPUWARE CORP	Common	205638109	58,879.00	9,700	X		X
CRANE CO	Common	224399105	38,070.00	1,500	X		X
COMPUTER SCIENCES CORP	Common	205363104	210,320.00	4,400	X		X
CISCO SYS INC	Common	17275R102	2,653,290.00	190,200	X		X
CSX CORP	Common	126408103	192,775.00	5,500	X		X
CINTAS CORP	Common	172908105	217,492.00	4,400	X		X
COOPER TIRE & RUBR CO	Common	216831107	43,155.00	2,100	X		X
CENTURYTEL INC	Common	156700106	106,200.00	3,600	X		X
CENTEX CORP	Common	152312104	92,464.00	1,600	X		X
CITRIX SYS INC	Common	177376100	28,992.00	4,800	X		X
CUMMINS INC	Common	231021106	36,410.00	1,100	X		X
CONVERGYS CORP	Common	212485106	87,660.00	4,500	X		X
CVS CORP	Common	126650100	315,180.00	10,300	X		X
CHEVRONTExACO CORP	Common	166764100	2,441,538.00	27,588	X		X
CITIZENS COMMUNICATION	Common	17453B101	56,012.00	6,700	X		X
DOMINION RES INC VA	Common	25746U109	475,117.40	7,177	X		X
DELTA AIR LINES INC DE	Common	247361108	64,000.00	3,200	X		X
DANA CORP	Common	235811106	72,007.58	3,886	X		X

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DU PONT E I DE NEMOURS	Common	263534109	1,144,143.60	25,769	X		X
DILLARDS INC	Common	254067101	60,467.00	2,300	X		X
DEERE & CO	Common	244199105	292,190.00	6,100	X		X
DELL COMPUTER CORP	Common	247025109	1,769,678.00	67,700	X		X
DOLLAR GEN CORP	Common	256669102	163,791.21	8,607	X		X
DANAHER CORP DEL	Common	235851102	258,765.00	3,900	X		X
DISNEY WALT CO	Common	254687106	999,810.00	52,900	X		X
DOW JONES & CO INC	Common	260561105	106,590.00	2,200	X		X
DELUXE CORP	Common	248019101	70,002.00	1,800	X		X
DONNELLEY R R & SONS	Common	257867101	82,650.00	3,000	X		X
DOVER CORP	Common	260003108	185,500.00	5,300	X		X
DOW CHEM CO	Common	260543103	807,895.62	23,499	X		X
DELPHI CORP	Common	247126105	192,984.00	14,620	X		X
DARDEN RESTAURANTS INC	Common	237194105	114,855.00	4,650	X		X
DTE ENERGY CO	Common	233331107	187,488.00	4,200	X		X
DUKE ENERGY CORP	Common	264399106	664,918.00	21,380	X		X
DEVON ENERGY CORP NEW	Common	25179M103	197,120.00	4,000	X		X
DYNEGY INC NEW	Common	26816Q101	65,520.00	9,100	X		X
ENGELHARD CORP	Common	292845104	95,919.84	3,387	X		X
ECOLAB INC	Common	278865100	152,559.00	3,300	X		X
CONSOLIDATED EDISON IN	Common	209115104	229,625.00	5,500	X		X
ELECTRONIC DATA SYS NE	Common	285661104	464,375.00	12,500	X		X
EQUIFAX INC	Common	294429105	102,600.00	3,800	X		X
EDISON INTL	Common	281020107	147,900.00	8,700	X		X
EASTMAN KODAK CO	Common	277461109	218,775.00	7,500	X		X
E M C CORP MASS	Common	268648102	431,573.10	57,162	X		X
EASTMAN CHEM CO	Common	277432100	92,627.50	1,975	X		X
EMERSON ELEC CO	Common	291011104	583,259.00	10,900	X		X
EOG RES INC	Common	26875P101	119,100.00	3,000	X		X
EQUITY OFFICE PROPERTI	Common	294741103	316,050.00	10,500	X		X
EL PASO CORP	Common	28336L109	308,902.68	14,988	X		X
EQUITY RESIDENTIAL	Common	29476L107	198,375.00	6,900	X		X
EATON CORP	Common	278058102	130,950.00	1,800	X		X
ENTERGY CORP NEW	Common	29364G103	246,152.00	5,800	X		X
EXELON CORP	Common	30161N101	434,717.60	8,312	X		X
FORD MTR CO DEL	Common	345370860	751,872.00	46,992	X		X

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FLEETBOSTON FINL CORP	Common	339030108	876,685.00	27,100	X		X
FREEPORT-MCMORAN COPPE	Common	35671D857	67,830.00	3,800	X		X
FEDERATED DEPT STORES	Common	31410H101	202,470.00	5,100	X		X
FIRST DATA CORP	Common	319963104	736,560.00	19,800	X		X
FAMILY DLR STORES INC	Common	307000109	158,625.00	4,500	X		X
FEDEX CORP	Common	31428X106	414,384.00	7,760	X		X
FIRSTENERGY CORP	Common	337932107	258,861.90	7,755	X		X
FISERV INC	Common	337738108	181,714.50	4,950	X		X
FIFTH THIRD BANCORP	Common	316773100	1,010,480.65	15,161	X		X
FLUOR CORP NEW	Common	343412102	74,005.00	1,900	X		X
FEDERAL NATL MTG ASSN	Common	313586109	1,910,125.00	25,900	X		X
FORTUNE BRANDS INC	Common	349631101	212,800.00	3,800	X		X
SPRINT CORP	Common	852061100	245,091.00	23,100	X		X
FPL GROUP INC	Common	302571104	275,954.00	4,600	X		X
FEDERAL HOME LN MTG CO	Common	313400301	1,101,600.00	18,000	X		X
FOREST LABS INC	Common	345838106	325,680.00	4,600	X		X
FIRST TENN NATL CORP	Common	337162101	126,390.00	3,300	X		X
GILLETTE CO	Common	375766102	928,038.00	27,400	X		X
NICOR INC	Common	654086107	54,900.00	1,200	X		X
GANNETT INC	Common	364730101	516,120.00	6,800	X		X
GENERAL DYNAMICS CORP	Common	369550108	553,020.00	5,200	X		X
GUIDANT CORP	Common	401698105	240,630.80	7,960	X		X
GOLDEN WEST FINL CORP	Common	381317106	281,998.00	4,100	X		X
GENERAL ELEC CO	Common	369604103	7,480,375.00	257,500	X		X
GENZYME CORP	Common	372917104	105,820.00	5,500	X		X
GENERAL MLS INC	Common	370334104	414,352.00	9,400	X		X
GREAT LAKES CHEM CORP	Common	390568103	34,437.00	1,300	X		X
CORNING INC	Common	219350105	85,200.00	24,000	X		X
GENERAL MTRS CORP	Common	370442105	775,025.00	14,500	X		X
GEORGIA PAC CORP	Common	373298108	144,014.22	5,859	X		X
GENUINE PARTS CO	Common	372460105	156,043.25	4,475	X		X
GAP INC DEL	Common	364760108	318,790.00	22,450	X		X
GOODRICH CORP	Common	382388106	71,032.00	2,600	X		X
GOODYEAR TIRE & RUBR	Common	382550101	80,453.00	4,300	X		X
GATEWAY INC	Common	367626108	38,184.00	8,600	X		X
GRAINGER W W INC	Common	384802104	125,250.00	2,500	X		X



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HALLIBURTON CO	Common	406216101	178,528.00	11,200	X		X
HASBRO INC	Common	418056107	61,521.72	4,537	X		X
HUNTINGTON BANCSHARES	Common	446150104	125,394.94	6,457	X		X
HCA INC	Common	404119109	636,690.00	13,404	X		X
MANOR CARE INC NEW	Common	564055101	65,550.00	2,850	X		X
HOME DEPOT INC	Common	437076102	2,244,092.81	61,097	X		X
HARLEY DAVIDSON INC	Common	412822108	405,033.00	7,900	X		X
HARRAHS ENTMT INC	Common	413619107	135,267.50	3,050	X		X
HOUSEHOLD INTL INC	Common	441815107	591,380.30	11,899	X		X
HARTFORD FINL SVCS GRO	Common	416515104	380,608.00	6,400	X		X
HILTON HOTELS CORP	Common	432848109	139,000.00	10,000	X		X
HEALTH MGMT ASSOC INC	Common	421933102	128,960.00	6,400	X		X
HEINZ H J CO	Common	423074103	371,955.00	9,050	X		X
HONEYWELL INTL INC	Common	438516106	741,133.51	21,037	X		X
STARWOOD HOTELS&RESORT	Common	85590A203	167,739.00	5,100	X		X
HERCULES INC	Common	427056106	33,640.00	2,900	X		X
HEWLETT PACKARD CO	Common	428236103	1,194,529.28	78,176	X		X
BLOCK H & R INC	Common	093671105	221,520.00	4,800	X		X
HEALTHSOUTH CORP	Common	421924101	129,179.00	10,100	X		X
HERSHEY FOODS CORP	Common	427866108	218,750.00	3,500	X		X
HUMANA INC	Common	444859102	71,898.00	4,600	X		X
INTERNATIONAL BUSINESS	Common	459200101	3,198,240.00	44,420	X		X
INTERNATIONAL FLAVORS&	Common	459506101	77,976.00	2,400	X		X
INTERNATIONAL GAME TEC	Common	459902102	130,410.00	2,300	X		X
IMMUNEX CORP NEW	Common	452528102	314,994.00	14,100	X		X
INTEL CORP	Common	458140100	3,177,153.00	173,900	X		X
INTUIT	Common	461202103	263,516.00	5,300	X		X
INTL PAPER CO	Common	460146103	549,456.64	12,608	X		X
INTERPUBLIC GROUP COS	Common	460690100	240,172.00	9,700	X		X
INGERSOLL-RAND COMPANY	Common	G4776G10	191,772.00	4,200	X		X
ITT INDS INC IND	Common	450911102	162,380.00	2,300	X		X
ILLINOIS TOOL WKS INC	Common	452308109	539,570.00	7,900	X		X
JABIL CIRCUIT INC	Common	466313103	105,550.00	5,000	X		X
JOHNSON CTLS INC	Common	478366107	187,703.00	2,300	X		X
PENNEY J C INC	Common	708160106	149,736.00	6,800	X		X
JDS UNIPHASE CORP	Common	46612J101	91,047.00	34,100	X		X

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HANCOCK JOHN FINL SVCS	Common	41014S106	271,040.00	7,700	X			X	
JOHNSON & JOHNSON	Common	478160104	4,080,356.28	78,078	X			X	
JONES APPAREL GROUP IN	Common	480074103	120,000.00	3,200	X			X	
JEFFERSON PILOT CORP	Common	475070108	182,125.00	3,875	X			X	
J P MORGAN CHASE & CO	Common	46625H100	1,750,272.00	51,600	X			X	
NORDSTROM INC	Common	655664100	79,275.00	3,500	X			X	
KELLOGG CO	Common	487836108	376,530.00	10,500	X			X	
KB HOME	Common	48666K109	66,963.00	1,300	X			X	
KEYCORP NEW	Common	493267108	300,300.00	11,000	X			X	
KING PHARMACEUTICALS I	Common	495582108	140,909.32	6,333	X			X	
KLA-TENCOR CORP	Common	482480100	211,152.00	4,800	X			X	
KIMBERLY CLARK CORP	Common	494368103	843,696.00	13,608	X			X	
KERR MCGEE CORP	Common	492386107	140,997.15	2,633	X			X	
KINDER MORGAN INC KANS	Common	49455P101	121,664.00	3,200	X			X	
COCA COLA CO	Common	191216100	3,606,400.00	64,400	X			X	
KROGER CO	Common	501044101	411,930.00	20,700	X			X	
MBNA CORP	Common	55262L100	731,078.49	22,107	X			X	
KNIGHT RIDDER INC	Common	499040103	138,490.00	2,200	X			X	
KEYSPAN CORP	Common	49337W100	131,775.00	3,500	X			X	
KOHL'S CORP	Common	500255104	609,696.00	8,700	X			X	
LEGGETT & PLATT INC	Common	524660107	119,340.00	5,100	X			X	
LEHMAN BROS HLDGS INC	Common	524908100	387,624.00	6,200	X			X	
LIZ CLAIBORNE INC	Common	539320101	82,680.00	2,600	X			X	
LINEAR TECHNOLOGY CORP	Common	535678106	257,726.00	8,200	X			X	
LILLY ELI & CO	Common	532457108	1,641,240.00	29,100	X			X	
LOCKHEED MARTIN CORP	Common	539830109	813,150.00	11,700	X			X	
LINCOLN NATL CORP IND	Common	534187109	205,800.00	4,900	X			X	
LOWES COS INC	Common	548661107	908,000.00	20,000	X			X	
LOUISIANA PAC CORP	Common	546347105	30,711.00	2,900	X			X	
LSI LOGIC CORP	Common	502161102	81,375.00	9,300	X			X	
LIMITED BRANDS INC	Common	532716107	285,420.00	13,400	X			X	
LOEWS CORP	Common	540424108	259,651.00	4,900	X			X	
LUCENT TECHNOLOGIES IN	Common	549463107	145,930.60	87,910	X			X	
SOUTHWEST AIRLS CO	Common	844741108	317,544.00	19,650	X			X	
LEXMARK INTL NEW	Common	529771107	179,520.00	3,300	X			X	
MARRIOTT INTL INC NEW	Common	571903202	239,715.00	6,300	X			X	

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MASCO CORP	Common	574599106	341,586.00	12,600	X		X
MATTEL INC	Common	577081102	240,438.48	11,406	X		X
MAY DEPT STORES CO	Common	577778103	243,682.00	7,400	X		X
MBIA INC	Common	55262C100	217,075.20	3,840	X		X
MCDONALDS CORP	Common	580135101	938,850.00	33,000	X		X
MCKESSON CORP	Common	58155Q103	236,878.80	7,244	X		X
MOODYS CORP	Common	615369105	199,000.00	4,000	X		X
MEREDITH CORP	Common	589433101	53,690.00	1,400	X		X
MCDERMOTT INTL INC	Common	580037109	12,960.00	1,600	X		X
MEDTRONIC INC	Common	585055106	1,349,775.00	31,500	X		X
MEDIMMUNE INC	Common	584699102	168,960.00	6,400	X		X
MELLON FINL CORP	Common	58551A108	361,445.00	11,500	X		X
MERRILL LYNCH & CO INC	Common	590188108	907,200.00	22,400	X		X
MERCURY INTERACTIVE CO	Common	589405109	45,920.00	2,000	X		X
METLIFE INC	Common	59156R108	527,040.00	18,300	X		X
MCGRAW HILL COS INC	Common	580645109	304,470.00	5,100	X		X
MARSHALL & ILSLEY CORP	Common	571834100	167,022.00	5,400	X		X
MILLIPORE CORP	Common	601073109	38,376.00	1,200	X		X
MIRANT CORP	Common	604675108	75,920.00	10,400	X		X
MARSH & MCLENNAN COS I	Common	571748102	685,860.00	7,100	X		X
3M CO	Common	88579Y101	1,242,300.00	10,100	X		X
PHILIP MORRIS COS INC	Common	718154107	2,424,240.00	55,500	X		X
MOLEX INC	Common	608554101	170,164.75	5,075	X		X
MOTOROLA INC	Common	620076109	859,438.54	58,906	X		X
MERCK & CO INC	Common	589331107	2,977,632.00	58,800	X		X
MARATHON OIL CORP	Common	565849106	219,672.00	8,100	X		X
MICROSOFT CORP	Common	594918104	7,679,880.00	140,400	X		X
MGIC INVT CORP WIS	Common	552848103	183,060.00	2,700	X		X
MICRON TECHNOLOGY INC	Common	595112103	313,410.00	15,500	X		X
MORGAN STANLEY	Common	617446448	1,227,263.04	28,488	X		X
MEADWESTVACO CORP	Common	583334107	176,760.52	5,267	X		X
MAXIM INTEGRATED PRODS	Common	57772K101	321,972.00	8,400	X		X
MAYTAG CORP	Common	578592107	85,300.00	2,000	X		X
INCO LTD	Common	453258402	106,408.00	4,700	X		X
NAVISTAR INTL CORP NEW	Common	63934E108	49,280.00	1,540	X		X
NABORS INDUSTRIES LTD	Common	G6359F10	134,140.00	3,800	X		X

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					<u>SOLE</u> <u>SHARED</u>		<u>SOLE</u> <u>SHARED</u>
NATIONAL CITY CORP	Common	635405103	518,700.00	15,600	X		X
NCR CORP NEW	Common	62886E108	89,960.00	2,600	X		X
NOBLE CORPORATION	Common	G6542210	135,100.00	3,500	X		X
NEWMONT MINING CORP	Common	651639106	267,749.77	10,169	X		X
NISOURCE INC	Common	65473P105	111,333.00	5,100	X		X
NIKE INC	Common	654106103	375,550.00	7,000	X		X
NORTHROP GRUMMAN CORP	Common	666807102	362,500.00	2,900	X		X
NOVELL INC	Common	670006105	29,211.00	9,100	X		X
NORFOLK SOUTHERN CORP	Common	655844108	233,800.00	10,000	X		X
NATIONAL SEMICONDUCTOR	Common	637640103	131,265.00	4,500	X		X
NORTEL NETWORKS CORP N	Common	656568102	141,201.00	97,380	X		X
NETWORK APPLIANCE INC	Common	64120L104	105,740.00	8,500	X		X
NORTHERN TR CORP	Common	665859104	255,548.00	5,800	X		X
NUCOR CORP	Common	670346105	130,080.00	2,000	X		X
NVIDIA CORP	Common	67066G104	65,284.00	3,800	X		X
NOVELLUS SYS INC	Common	670008101	125,800.00	3,700	X		X
NEWELL RUBBERMAID INC	Common	651229106	243,561.82	6,947	X		X
NEXTEL COMMUNICATIONS	Common	65332V103	63,558.00	19,800	X		X
NEW YORK TIMES CO	Common	650111107	200,850.00	3,900	X		X
OFFICE DEPOT INC	Common	676220106	134,400.00	8,000	X		X
OMNICOM GROUP INC	Common	681919106	219,840.00	4,800	X		X
BANK ONE CORP	Common	06423A103	1,164,404.80	30,260	X		X
ORACLE CORP	Common	68389X105	1,348,717.40	142,420	X		X
OCCIDENTAL PETE CORP	Common	674599105	287,904.00	9,600	X		X
PHILLIPS PETE CO	Common	718507106	584,089.60	9,920	X		X
PALM INC	Common	696642107	26,167.68	14,868	X		X
PAYCHEX INC	Common	704326107	305,077.50	9,750	X		X
PEPSI BOTTLING GROUP I	Common	713409100	227,920.00	7,400	X		X
PITNEY BOWES INC	Common	724479100	254,208.00	6,400	X		X
PACCAR INC	Common	693718108	128,509.05	2,895	X		X
PG&E CORP	Common	69331C108	180,689.00	10,100	X		X
PLUM CREEK TIMBER CO I	Common	729251108	144,290.00	4,700	X		X
SPRINT CORP	Common	852061506	114,432.00	25,600	X		X
PHELPS DODGE CORP	Common	717265102	94,760.00	2,300	X		X
PLACER DOME INC	Common	725906101	99,769.00	8,900	X		X
PUBLIC SVC ENTERPRISE	Common	744573106	233,820.00	5,400	X		X

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					<u>SOLE</u> <u>SHARED</u>		<u>SOLE</u> <u>SHARED</u>
PEPSICO INC	Common	713448108	2,208,524.00	45,820	X		X
PFIZER INC	Common	717081103	5,668,250.00	161,950	X		X
PROCTER & GAMBLE CO	Common	742718109	3,000,480.00	33,600	X		X
PEOPLES ENERGY CORP	Common	711030106	36,460.00	1,000	X		X
PROGRESS ENERGY INC	Common	743263105	293,492.43	5,643	X		X
PROGRESSIVE CORP OHIO	Common	743315103	329,745.00	5,700	X		X
PARKER HANNIFIN CORP	Common	701094104	145,759.50	3,050	X		X
PHARMACIA CORP	Common	71713U102	1,257,720.80	33,584	X		X
PULTE HOMES INC	Common	745867101	86,220.00	1,500	X		X
PERKINELMER INC	Common	714046109	35,360.00	3,200	X		X
PALL CORP	Common	696429307	66,400.00	3,200	X		X
PMC-SIERRA INC	Common	69344F106	39,861.00	4,300	X		X
PARAMETRIC TECHNOLOGY	Common	699173100	25,039.00	7,300	X		X
PNC FINL SVCS GROUP IN	Common	693475105	392,100.00	7,500	X		X
PINNACLE WEST CAP CORP	Common	723484101	90,850.00	2,300	X		X
PPG INDS INC	Common	693506107	272,360.00	4,400	X		X
PPL CORP	Common	69351T106	120,708.92	3,649	X		X
PEOPLESOFT INC	Common	712713106	114,576.00	7,700	X		X
PACTIV CORP	Common	695257105	97,580.00	4,100	X		X
PROVIDIAN FINL CORP	Common	74406A102	44,100.00	7,500	X		X
POWER-ONE INC	Common	739308104	11,818.00	1,900	X		X
PAINE WEBBER GROUP INC	Common	695629105	-	-	X		X
PRAXAIR INC	Common	74005P104	239,274.00	4,200	X		X
QWEST COMMUNICATIONS I	Common	749121109	120,979.60	43,207	X		X
QUALCOMM INC	Common	747525103	544,302.00	19,800	X		X
QLOGIC CORP	Common	747277101	91,440.00	2,400	X		X
QUINTILES TRANSNATIONA	Common	748767100	38,719.00	3,100	X		X
RYDER SYS INC	Common	783549108	46,053.00	1,700	X		X
RATIONAL SOFTWARE CORP	Common	75409P202	41,050.00	5,000	X		X
REEBOK INTL LTD	Common	758110100	44,250.00	1,500	X		X
ROYAL DUTCH PETE CO	Common	780257804	3,045,377.00	55,100	X		X
ROWAN COS INC	Common	779382100	49,335.00	2,300	X		X
RELIANT ENERGY INC	Common	75952J108	128,913.20	7,628	X		X
REGIONS FINL CORP	Common	758940100	210,900.00	6,000	X		X
ROBERT HALF INTL INC	Common	770323103	100,190.00	4,300	X		X
TRANSOCEAN INC	Common	G9007810	258,669.60	8,304	X		X

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COORS ADOLPH CO	Common	217016104	62,300.00	1,000	X			X	
ROHM & HAAS CO	Common	775371107	232,736.52	5,748	X			X	
ROCKWELL AUTOMATION IN	Common	773903109	95,904.00	4,800	X			X	
RADIOSHACK CORP	Common	750438103	138,276.00	4,600	X			X	
RAYTHEON CO	Common	755111507	419,725.00	10,300	X			X	
IMS HEALTH INC	Common	449934108	140,010.00	7,800	X			X	
SEARS ROEBUCK & CO	Common	812387108	445,260.00	8,200	X			X	
SAFECO CORP	Common	786429100	101,937.00	3,300	X			X	
SANMINA SCI CORP	Common	800907107	85,185.00	13,500	X			X	
SBC COMMUNICATIONS INC	Common	78387G103	2,650,633.00	86,906	X			X	
SYMBOL TECHNOLOGIES IN	Common	871508107	45,900.00	5,400	X			X	
STARBUCKS CORP	Common	855244109	246,015.00	9,900	X			X	
SCHWAB CHARLES CORP NE	Common	808513105	401,475.20	35,846	X			X	
SIEBEL SYS INC	Common	826170102	167,796.00	11,800	X			X	
SEALED AIR CORP NEW	Common	81211K100	88,030.22	2,186	X			X	
SCIENTIFIC ATLANTA INC	Common	808655104	69,090.00	4,200	X			X	
SCHERING PLOUGH CORP	Common	806605101	934,800.00	38,000	X			X	
SHERWIN WILLIAMS CO	Common	824348106	119,720.00	4,000	X			X	
SIGMA ALDRICH CORP	Common	826552101	100,300.00	2,000	X			X	
SCHLUMBERGER LTD	Common	806857108	692,850.00	14,900	X			X	
SARA LEE CORP	Common	803111103	423,120.00	20,500	X			X	
SLM CORP	Common	78442P106	397,290.00	4,100	X			X	
SOLETRON CORP	Common	834182107	127,920.00	20,800	X			X	
SNAP ON INC	Common	833034101	47,504.00	1,600	X			X	
SYNOVUS FINL CORP	Common	87161C105	209,152.00	7,600	X			X	
SOUTHERN CO	Common	842587107	495,940.00	18,100	X			X	
SOUTHTRUST CORP	Common	844730101	229,856.00	8,800	X			X	
ST PAUL COS INC	Common	792860108	215,928.16	5,548	X			X	
SIMON PPTY GROUP INC N	Common	828806109	17,167.44	466	X			X	
STAPLES INC	Common	855030102	232,460.00	11,800	X			X	
SEMPRA ENERGY	Common	816851109	118,572.54	5,358	X			X	
SUNTRUST BKS INC	Common	867914103	501,128.00	7,400	X			X	
ST JUDE MED INC	Common	790849103	166,162.50	2,250	X			X	
STATE STR CORP	Common	857477103	375,480.00	8,400	X			X	
SUNOCO INC	Common	86764P109	67,697.00	1,900	X			X	
SUN MICROSYSTEMS INC	Common	866810104	423,345.00	84,500	X			X	

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STILWELL FINL INC	Common	860831106	101,920.00	5,600	X			X	
SUPERVALU INC	Common	868536103	85,855.00	3,500	X			X	
STANLEY WKS	Common	854616109	90,222.00	2,200	X			X	
SKYWORKS SOLUTIONS INC	Common	83088M102	11,688.30	2,106	X			X	
SAFEWAY INC	Common	786514208	364,875.00	12,500	X			X	
STRYKER CORP	Common	863667101	267,550.00	5,000	X			X	
SYSCO CORP	Common	871829107	473,628.00	17,400	X			X	
AT&T CORP	Common	001957109	1,054,463.60	98,548	X			X	
TECO ENERGY INC	Common	872375100	101,475.00	4,100	X			X	
TEKTRONIX INC	Common	879131100	48,646.00	2,600	X			X	
TERADYNE INC	Common	880770102	105,750.00	4,500	X			X	
TARGET CORP	Common	87612E106	891,540.00	23,400	X			X	
TENET HEALTHCARE CORP	Common	88033G100	601,020.00	8,400	X			X	
TIFFANY & CO NEW	Common	886547108	126,720.00	3,600	X			X	
TEMPLE INLAND INC	Common	879868107	75,218.00	1,300	X			X	
TJX COS INC NEW	Common	872540109	278,462.00	14,200	X			X	
TELLABS INC	Common	879664100	66,340.00	10,700	X			X	
TORCHMARK CORP	Common	891027104	126,060.00	3,300	X			X	
THERMO ELECTRON CORP	Common	883556102	70,950.00	4,300	X			X	
TMP WORLDWIDE INC	Common	872941109	60,200.00	2,800	X			X	
THOMAS & BETTS CORP	Common	884315102	29,760.00	1,600	X			X	
TOYS R US INC	Common	892335100	89,097.00	5,100	X			X	
TRIBUNE CO NEW	Common	896047107	334,950.00	7,700	X			X	
PRICE T ROWE GROUP INC	Common	74144T108	108,504.00	3,300	X			X	
TRW INC	Common	872649108	188,034.00	3,300	X			X	
SABRE HLDGS CORP	Common	785905100	132,102.00	3,690	X			X	
TUPPERWARE CORP	Common	899896104	33,264.00	1,600	X			X	
TEXAS INSTRS INC	Common	882508104	1,068,870.00	45,100	X			X	
TEXTRON INC	Common	883203101	168,840.00	3,600	X			X	
TXU CORP	Common	873168108	355,952.75	6,905	X			X	
TYCO INTL LTD NEW	Common	902124106	699,736.94	51,794	X			X	
UNOCAL CORP	Common	915289102	232,722.00	6,300	X			X	
UNISYS CORP	Common	909214108	75,600.00	8,400	X			X	
UNILEVER N V	Common	904784709	958,521.60	14,792	X			X	
UNITEDHEALTH GROUP INC	Common	91324P102	732,400.00	8,000	X			X	
UNUMPROVIDENT CORP	Common	91529Y106	157,128.30	6,174	X			X	

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<u>NAME OF ISSUER</u>	<u>CLASS</u>	<u>NUMBER</u>	<u>VALUE</u>	<u>SHARES</u>	<u>DISCRETION</u>	<u>MANAGERS</u>	<u>AUTHORITY</u>
					<u>SOLE</u> <u>SHARED</u>		<u>SOLE</u> <u>SHARED</u>
UNION PAC CORP	Common	907818108	404,992.00	6,400	X		X
UNION PLANTERS CORP	Common	908068109	169,942.50	5,250	X		X
US BANCORP DEL	Common	902973304	1,154,190.50	49,430	X		X
UST INC	Common	902911106	142,800.00	4,200	X		X
UNITED TECHNOLOGIES CO	Common	913017109	828,380.00	12,200	X		X
UNIVISION COMMUNICATIO	Common	914906102	188,400.00	6,000	X		X
VISTEON CORP	Common	92839U107	48,379.40	3,407	X		X
V F CORP	Common	918204108	113,709.00	2,900	X		X
VIACOM INC	Common	925524308	2,034,275.76	45,848	X		X
VULCAN MATLS CO	Common	929160109	118,260.00	2,700	X		X
VERITAS SOFTWARE CO	Common	923436109	204,727.55	10,345	X		X
VITESSE SEMICONDUCTOR	Common	928497106	15,550.00	5,000	X		X
VERIZON COMMUNICATIONS	Common	92343V104	2,826,560.00	70,400	X		X
WALGREEN CO	Common	931422109	1,019,832.00	26,400	X		X
WATERS CORP	Common	941848103	90,780.00	3,400	X		X
WACHOVIA CORP 2ND NEW	Common	929903102	1,347,983.08	35,306	X		X
WENDYS INTL INC	Common	950590109	115,507.00	2,900	X		X
WELLS FARGO & CO NEW	Common	949746101	2,220,661.60	44,360	X		X
WHIRLPOOL CORP	Common	963320106	111,112.00	1,700	X		X
WINN DIXIE STORES INC	Common	974280109	57,683.00	3,700	X		X
WELLPOINT HEALTH NETWO	Common	94973H108	295,678.00	3,800	X		X
WASHINGTON MUT INC	Common	939322103	938,140.80	25,280	X		X
WILLIAMS COS INC DEL	Common	969457100	80,266.00	13,400	X		X
WASTE MGMT INC DEL	Common	94106L109	423,364.60	16,252	X		X
WAL MART STORES INC	Common	931142103	6,348,154.00	115,400	X		X
WORTHINGTON INDS INC	Common	981811102	44,345.00	2,450	X		X
WATSON PHARMACEUTICALS	Common	942683103	65,702.00	2,600	X		X
WRIGLEY WM JR CO	Common	982526105	326,565.00	5,900	X		X
WEYERHAEUSER CO	Common	962166104	357,560.00	5,600	X		X
WYETH	Common	983024100	1,761,280.00	34,400	X		X
UNITED STATES STL CORP	Common	912909108	47,736.00	2,400	X		X
XCEL ENERGY INC	Common	98389B100	171,137.85	10,205	X		X
XL CAP LTD	Common	G9825510	296,450.00	3,500	X		X
XILINX INC	Common	983919101	195,141.00	8,700	X		X
EXXON MOBIL CORP	Common	30231G102	7,197,828.00	175,900	X		X
XEROX CORP	Common	984121103	126,157.00	18,100	X		X



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	<u>CLASS</u>	<u>NUMBER</u>	<u>VALUE</u>	<u>SHARES</u>			<u>SOLE</u>
							<u>SHARED</u>
YAHOO INC	Common	984332106	228,780.00	15,500	X		X
YUM BRANDS INC	Common	988498101	219,375.00	7,500	X		X
ZIONS BANCORPORATION	Common	989701107	125,040.00	2,400	X		X
ZIMMER HLDGS INC	Common	98956P102	180,439.60	5,060	X		X
			=====	=====			
			\$235,961,779.10	8,092,298			