

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, 2003

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>October 29, 2003</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).)
- ☒ 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: September 30, 2003

22-02194 S&P 500 Index

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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>
AGILENT TECHNOLOGIES I	Common	00846U101	236,510.67	10,697	X		X
ALCOA INC	Common	013817101	502,376.64	19,204	X		X
APPLE COMPUTER INC	Common	037833100	169,166.00	8,200	X		X
AMERISOURCEBERGEN CORP	Common	03073E105	135,125.00	2,500	X		X
APPLERA CORP	Common	038020103	104,857.00	4,700	X		X
AMBAC FINL GROUP INC	Common	023139108	153,600.00	2,400	X		X
ALBERTSONS INC	Common	013104104	170,566.44	8,292	X		X
ABBOTT LABS	Common	002824100	1,510,525.00	35,500	X		X
ACE LTD	Common	G0070K10	208,404.00	6,300	X		X
ALBERTO CULVER CO	Common	013068101	76,466.00	1,300	X		X
ADOBE SYS INC	Common	00724F101	208,078.00	5,300	X		X
A D C TELECOMMUNICATN	Common	000886101	42,639.00	18,300	X		X
ANALOG DEVICES INC	Common	032654105	315,566.00	8,300	X		X
ARCHER DANIELS MIDLAND	Common	039483102	192,218.82	14,662	X		X
AUTOMATIC DATA PROCESS	Common	053015103	487,560.00	13,600	X		X
AUTODESK INC	Common	052769106	42,550.00	2,500	X		X
AMEREN CORP	Common	023608102	158,767.00	3,700	X		X
AMERICAN ELEC PWR INC	Common	025537101	269,400.00	8,980	X		X
AES CORP	Common	00130H105	104,622.00	14,100	X		X
AETNA INC NEW	Common	00817Y108	215,618.99	3,533	X		X
AFLAC INC	Common	001055102	377,910.00	11,700	X		X
ALLERGAN INC	Common	018490102	236,190.00	3,000	X		X
AMERADA HESS CORP	Common	023551104	100,200.00	2,000	X		X
AMERICAN INTL GROUP IN	Common	026874107	3,417,397.90	59,227	X		X
APARTMENT INVT & MGMT	Common	03748R101	82,656.00	2,100	X		X
ALLSTATE CORP	Common	020002101	583,164.92	15,964	X		X
ALTERA CORP	Common	021441100	164,430.00	8,700	X		X
AMERICAN GREETINGS COR	Common	026375105	29,145.00	1,500	X		X

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APPLIED MATLS INC	Common	038222105	682,064.00	37,600	X			X	
APPLIED MICRO CIRCUITS	Common	03822W109	33,603.00	6,900	X			X	
ADVANCED MICRO DEVICES	Common	007903107	87,769.00	7,900	X			X	
AMGEN INC	Common	031162100	1,892,159.28	29,304	X			X	
AUTONATION INC	Common	05329W102	108,748.00	6,200	X			X	
ANDREW CORP	Common	034425108	42,855.23	3,487	X			X	
AON CORP	Common	037389103	147,513.75	7,075	X			X	
APACHE CORP	Common	037411105	257,251.40	3,710	X			X	
ANADARKO PETE CORP	Common	032511107	237,656.16	5,691	X			X	
AMERICAN PWR CONVERSIO	Common	029066107	77,130.00	4,500	X			X	
AIR PRODS & CHEMS INC	Common	009158106	234,520.00	5,200	X			X	
APOLLO GROUP INC	Common	037604105	264,120.00	4,000	X			X	
AMERICAN STD COS INC D	Common	029712106	134,800.00	1,600	X			X	
ASHLAND INC	Common	044204105	49,275.00	1,500	X			X	
AMSOUTH BANCORPORATION	Common	032165102	168,699.00	7,950	X			X	
ALLTEL CORP	Common	020039103	329,014.00	7,100	X			X	
ANTHEM INC	Common	03674B104	221,123.00	3,100	X			X	
ALLEGHENY TECHNOLOGIES	Common	01741R102	12,379.50	1,890	X			X	
AVAYA INC	Common	053499109	102,558.10	9,409	X			X	
AVON PRODS INC	Common	054303102	348,624.00	5,400	X			X	
AVERY DENNISON CORP	Common	053611109	126,300.00	2,500	X			X	
ALLIED WASTE INDS INC	Common	019589308	51,840.00	4,800	X			X	
AT&T WIRELESS SVCS INC	Common	00209A106	503,838.92	61,594	X			X	
AMERICAN EXPRESS CO	Common	025816109	1,315,752.00	29,200	X			X	
ALLEGHENY ENERGY INC	Common	017361106	26,506.00	2,900	X			X	
AUTOZONE INC	Common	053332102	179,060.00	2,000	X			X	
BOEING CO	Common	097023105	656,389.60	19,120	X			X	
BANK OF AMERICA CORPOR	Common	060505104	2,648,053.28	33,932	X			X	
BAXTER INTL INC	Common	071813109	401,028.00	13,800	X			X	
BED BATH & BEYOND INC	Common	075896100	255,806.00	6,700	X			X	
BB&T CORP	Common	054937107	441,693.00	12,300	X			X	
BEST BUY INC	Common	086516101	346,896.00	7,300	X			X	

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BRUNSWICK CORP	Common	117043109	53,928.00	2,100	X			X	
BOISE CASCADE CORP	Common	097383103	35,880.00	1,300	X			X	
BARD C R INC	Common	067383109	85,200.00	1,200	X			X	
BLACK & DECKER CORP	Common	091797100	72,990.00	1,800	X			X	
BECTON DICKINSON & CO	Common	075887109	209,496.00	5,800	X			X	
FRANKLIN RES INC	Common	354613101	251,997.00	5,700	X			X	
BROWN FORMAN CORP	Common	115637209	110,768.00	1,400	X			X	
BIOGEN INC	Common	090597105	129,982.00	3,400	X			X	
BAKER HUGHES INC	Common	057224107	223,404.50	7,550	X			X	
BJ SVCS CO	Common	055482103	123,012.00	3,600	X			X	
BANK NEW YORK INC	Common	064057102	509,425.00	17,500	X			X	
BIG LOTS INC	Common	089302103	41,106.00	2,600	X			X	
BALL CORP	Common	058498106	70,200.00	1,300	X			X	
BELLSOUTH CORP	Common	079860102	992,192.00	41,900	X			X	
BMC SOFTWARE INC	Common	055921100	72,436.00	5,200	X			X	
BIOMET INC	Common	090613100	194,097.75	5,775	X			X	
BEMIS INC	Common	081437105	53,160.00	1,200	X			X	
BRISTOL MYERS SQUIBB C	Common	110122108	1,129,040.00	44,000	X			X	
BURLINGTON NORTHN SANT	Common	12189T104	243,662.80	8,440	X			X	
BAUSCH & LOMB INC	Common	071707103	52,980.00	1,200	X			X	
BURLINGTON RES INC	Common	122014103	221,720.00	4,600	X			X	
BROADCOM CORP	Common	111320107	178,354.00	6,700	X			X	
BEAR STEARNS COS INC	Common	073902108	172,414.00	2,305	X			X	
BOSTON SCIENTIFIC CORP	Common	101137107	593,340.00	9,300	X			X	
ANHEUSER BUSCH COS INC	Common	035229103	927,592.00	18,800	X			X	
CITIGROUP INC	Common	172967101	5,320,801.65	116,915	X			X	
COMPUTER ASSOC INTL IN	Common	204912109	342,354.32	13,112	X			X	
CONAGRA FOODS INC	Common	205887102	259,128.00	12,200	X			X	
CARDINAL HEALTH INC	Common	14149Y108	594,118.25	10,175	X			X	
CASH BALANCE	Common	CASHBAL	34,179,977.46	34,179,977	X			X	
CATERPILLAR INC DEL	Common	149123101	536,952.00	7,800	X			X	
CHUBB CORP	Common	171232101	278,984.00	4,300	X			X	

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COOPER INDS LTD	Common	G2418210	100,863.00	2,100	X			X	
CIRCUIT CITY STORE INC	Common	172737108	44,791.00	4,700	X			X	
COCA COLA ENTERPRISES	Common	191219104	196,318.00	10,300	X			X	
CARNIVAL CORP	Common	143658300	470,327.00	14,300	X			X	
CLEAR CHANNEL COMMUNIC	Common	184502102	536,200.00	14,000	X			X	
CENDANT CORP	Common	151313103	429,271.92	22,968	X			X	
CONCORD EFS INC	Common	206197105	150,370.00	11,000	X			X	
CONSTELLATION ENERGY C	Common	210371100	134,175.00	3,750	X			X	
CHARTER ONE FINL INC	Common	160903100	156,794.40	5,124	X			X	
COUNTRYWIDE FINANCIAL	Common	222372104	242,668.00	3,100	X			X	
CHIRON CORP	Common	170040109	217,098.00	4,200	X			X	
CIGNA CORP	Common	125509109	142,880.00	3,200	X			X	
CIENA CORP	Common	171779101	63,237.00	10,700	X			X	
CINERGY CORP	Common	172474108	148,378.10	4,043	X			X	
CINCINNATI FINL CORP	Common	172062101	143,856.00	3,600	X			X	
COLGATE PALMOLIVE CO	Common	194162103	681,858.00	12,200	X			X	
CLOROX CO DEL	Common	189054109	224,763.00	4,900	X			X	
COMERICA INC	Common	200340107	186,400.00	4,000	X			X	
COMCAST CORP NEW	Common	20030N101	1,576,979.84	51,068	X			X	
CMS ENERGY CORP	Common	125896100	24,321.00	3,300	X			X	
COMVERSE TECHNOLOGY IN	Common	205862402	64,328.00	4,300	X			X	
CENTERPOINT ENERGY INC	Common	15189T107	63,529.76	6,928	X			X	
CAPITAL ONE FINL CORP	Common	14040H105	296,608.00	5,200	X			X	
ROCKWELL COLLINS INC	Common	774341101	103,525.00	4,100	X			X	
CONOCOPHILLIPS	Common	20825C104	843,588.00	15,408	X			X	
COSTCO WHSL CORP NEW	Common	22160K105	323,232.00	10,400	X			X	
CAMPBELL SOUP CO	Common	134429109	246,450.00	9,300	X			X	
CALPINE CORP	Common	131347106	42,543.00	8,700	X			X	
COMPUWARE CORP	Common	205638109	46,632.00	8,700	X			X	
CRANE CO	Common	224399105	30,433.00	1,300	X			X	
COMPUTER SCIENCES CORP	Common	205363104	157,794.00	4,200	X			X	
CISCO SYS INC	Common	17275R102	3,112,722.00	159,300	X			X	

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CSX CORP	Common	126408103	143,325.00	4,900	X			X	
CINTAS CORP	Common	172908105	143,676.00	3,900	X			X	
COOPER TIRE & RUBR CO	Common	216831107	26,979.00	1,700	X			X	
CENTURYTEL INC	Common	156700106	111,837.00	3,300	X			X	
CENTEX CORP	Common	152312104	109,032.00	1,400	X			X	
CITRIX SYS INC	Common	177376100	81,696.00	3,700	X			X	
CUMMINS INC	Common	231021106	39,987.00	900	X			X	
CONVERGYS CORP	Common	212485106	58,688.00	3,200	X			X	
CVS CORP	Common	126650100	279,540.00	9,000	X			X	
CHEVRONTTEXACO CORP	Common	166764100	1,735,377.60	24,288	X			X	
CITIZENS COMMUNICATION	Common	17453B101	72,865.00	6,500	X			X	
DOMINION RES INC VA	Common	25746U109	456,636.30	7,377	X			X	
DELTA AIR LINES INC DE	Common	247361108	37,240.00	2,800	X			X	
DANA CORP	Common	235811106	52,245.98	3,386	X			X	
DU PONT E I DE NEMOURS	Common	263534109	902,985.69	22,569	X			X	
DILLARDS INC	Common	254067101	26,562.00	1,900	X			X	
DEERE & CO	Common	244199105	287,874.00	5,400	X			X	
DELL INC	Common	24702R101	1,946,637.00	58,300	X			X	
DOLLAR GEN CORP	Common	256669102	152,140.00	7,607	X			X	
QUEST DIAGNOSTICS INC	Common	74834L100	145,536.00	2,400	X			X	
DANAHER CORP DEL	Common	235851102	258,510.00	3,500	X			X	
DISNEY WALT CO	Common	254687106	935,888.00	46,400	X			X	
DOW JONES & CO INC	Common	260561105	85,230.00	1,800	X			X	
DELUXE CORP	Common	248019101	48,168.00	1,200	X			X	
DONNELLEY R R & SONS	Common	257867101	64,662.00	2,600	X			X	
DOVER CORP	Common	260003108	162,702.00	4,600	X			X	
DOW CHEM CO	Common	260543103	676,799.46	20,799	X			X	
DELPHI CORP	Common	247126105	115,116.00	12,720	X			X	
DARDEN RESTAURANTS INC	Common	237194105	71,250.00	3,750	X			X	
DTE ENERGY CO	Common	233331107	140,182.00	3,800	X			X	
DUKE ENERGY CORP	Common	264399106	364,748.80	20,480	X			X	
DEVON ENERGY CORP NEW	Common	25179M103	255,407.00	5,300	X			X	

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DYNEGY INC NEW	Common	26816Q101	30,600.00	8,500	X			X	
EBAY INC	Common	278642103	781,246.00	14,600	X			X	
ENGELHARD CORP	Common	292845104	79,883.29	2,887	X			X	
ECOLAB INC	Common	278865100	148,975.00	5,900	X			X	
CONSOLIDATED EDISON IN	Common	209115104	207,876.00	5,100	X			X	
ELECTRONIC DATA SYS NE	Common	285661104	220,180.00	10,900	X			X	
EQUIFAX INC	Common	294429105	71,264.00	3,200	X			X	
EDISON INTL	Common	281020107	141,340.00	7,400	X			X	
EASTMAN KODAK CO	Common	277461109	136,110.00	6,500	X			X	
E M C CORP MASS	Common	268648102	628,494.06	49,762	X			X	
EASTMAN CHEM CO	Common	277432100	59,462.50	1,775	X			X	
EMERSON ELEC CO	Common	291011104	505,440.00	9,600	X			X	
EOG RES INC	Common	26875P101	108,524.00	2,600	X			X	
EQUITY OFFICE PROPERTI	Common	294741103	250,523.00	9,100	X			X	
EL PASO CORP	Common	28336L109	99,192.40	13,588	X			X	
EQUITY RESIDENTIAL	Common	29476L107	181,536.00	6,200	X			X	
ELECTRONIC ARTS INC	Common	285512109	304,359.00	3,300	X			X	
EATON CORP	Common	278058102	150,654.00	1,700	X			X	
ENTERGY CORP NEW	Common	29364G103	281,580.00	5,200	X			X	
EXELON CORP	Common	30161N101	470,662.00	7,412	X			X	
FORD MTR CO DEL	Common	345370860	447,945.84	41,592	X			X	
FLEETBOSTON FINL CORP	Common	339030108	720,585.00	23,900	X			X	
FREEPORT-MCMORAN COPPE	Common	35671D857	125,780.00	3,800	X			X	
FEDERATED DEPT STORES	Common	31410H101	175,980.00	4,200	X			X	
FIRST DATA CORP	Common	319963104	671,328.00	16,800	X			X	
FAMILY DLR STORES INC	Common	307000109	155,571.00	3,900	X			X	
FEDEX CORP	Common	31428X106	435,546.80	6,760	X			X	
FIRSTENERGY CORP	Common	337932107	234,624.50	7,355	X			X	
FEDERATED INVS INC PA	Common	314211103	69,250.00	2,500	X			X	
FISERV INC	Common	337738108	157,600.50	4,350	X			X	
FIFTH THIRD BANCORP	Common	316773100	718,946.67	12,961	X			X	
FLUOR CORP NEW	Common	343412102	70,927.00	1,900	X			X	

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FEDERAL NATL MTG ASSN	Common	313586109	1,551,420.00	22,100	X			X	
FORTUNE BRANDS INC	Common	349631101	187,275.00	3,300	X			X	
SPRINT CORP	Common	852061100	309,550.00	20,500	X			X	
FPL GROUP INC	Common	302571104	265,440.00	4,200	X			X	
FEDERAL HOME LN MTG CO	Common	313400301	827,130.00	15,800	X			X	
FOREST LABS INC	Common	345838106	427,035.00	8,300	X			X	
FIRST TENN NATL CORP	Common	337162101	123,134.00	2,900	X			X	
GILLETTE CO	Common	375766102	741,936.00	23,200	X			X	
NICOR INC	Common	654086107	35,140.00	1,000	X			X	
GANNETT INC	Common	364730101	473,116.00	6,100	X			X	
GENERAL DYNAMICS CORP	Common	369550108	351,270.00	4,500	X			X	
GUIDANT CORP	Common	401698105	326,076.00	6,960	X			X	
GOLDEN WEST FINL CORP	Common	381317106	313,285.00	3,500	X			X	
GENERAL ELEC CO	Common	369604103	6,719,174.00	225,400	X			X	
GENZYME CORP	Common	372917104	231,250.00	5,000	X			X	
GENERAL MLS INC	Common	370334104	400,095.00	8,500	X			X	
GREAT LAKES CHEM CORP	Common	390568103	22,121.00	1,100	X			X	
CORNING INC	Common	219350105	284,484.00	30,200	X			X	
GENERAL MTRS CORP	Common	370442105	519,811.00	12,700	X			X	
GEORGIA PAC CORP	Common	373298108	139,598.16	5,759	X			X	
GENUINE PARTS CO	Common	372460105	127,120.50	3,975	X			X	
GAP INC DEL	Common	364760108	346,680.00	20,250	X			X	
GOODRICH CORP	Common	382388106	65,448.00	2,700	X			X	
GOLDMAN SACHS GROUP IN	Common	38141G104	906,120.00	10,800	X			X	
GOODYEAR TIRE & RUBR	Common	382550101	26,280.00	4,000	X			X	
GATEWAY INC	Common	367626108	41,884.00	7,400	X			X	
GRAINGER W W INC	Common	384802104	99,855.00	2,100	X			X	
HALLIBURTON CO	Common	406216101	240,075.00	9,900	X			X	
HASBRO INC	Common	418056107	73,543.16	3,937	X			X	
HUNTINGTON BANCSHARES	Common	446150104	102,057.03	5,157	X			X	
HCA INC	Common	404119109	416,665.44	11,304	X			X	
MANOR CARE INC NEW	Common	564055101	61,500.00	2,050	X			X	

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HOME DEPOT INC	Common	437076102	1,662,474.45	52,197	X			X	
HARLEY DAVIDSON INC	Common	412822108	332,580.00	6,900	X			X	
HARRAHS ENTMT INC	Common	413619107	103,169.50	2,450	X			X	
HARTFORD FINL SVCS GRO	Common	416515104	336,832.00	6,400	X			X	
HILTON HOTELS CORP	Common	432848109	139,492.00	8,600	X			X	
HEALTH MGMT ASSOC INC	Common	421933102	117,774.00	5,400	X			X	
HEINZ H J CO	Common	423074103	272,526.00	7,950	X			X	
HONEYWELL INTL INC	Common	438516106	514,799.95	19,537	X			X	
STARWOOD HOTELS&RESORT	Common	85590A203	160,080.00	4,600	X			X	
HERCULES INC	Common	427056106	28,325.00	2,500	X			X	
HEWLETT PACKARD CO	Common	428236103	1,341,183.36	69,276	X			X	
BLOCK H & R INC	Common	093671105	176,915.00	4,100	X			X	
HERSHEY FOODS CORP	Common	427866108	218,040.00	3,000	X			X	
HUMANA INC	Common	444859102	66,785.00	3,700	X			X	
INTERNATIONAL BUSINESS	Common	459200101	3,473,135.60	39,320	X			X	
INTERNATIONAL FLAVORS&	Common	459506101	69,468.00	2,100	X			X	
INTERNATIONAL GAME TEC	Common	459902102	219,570.00	7,800	X			X	
INTEL CORP	Common	458140100	4,065,978.00	147,800	X			X	
INTUIT	Common	461202103	226,728.00	4,700	X			X	
INTL PAPER CO	Common	460146103	425,630.16	10,908	X			X	
INTERPUBLIC GROUP COS	Common	460690100	125,668.00	8,900	X			X	
INGERSOLL-RAND COMPANY	Common	G4776G10	208,416.00	3,900	X			X	
ITT INDS INC IND	Common	450911102	125,664.00	2,100	X			X	
ILLINOIS TOOL WKS INC	Common	452308109	463,820.00	7,000	X			X	
JABIL CIRCUIT INC	Common	466313103	117,225.00	4,500	X			X	
JOHNSON CTLS INC	Common	478366107	189,200.00	2,000	X			X	
PENNEY J C INC	Common	708160106	132,494.00	6,200	X			X	
JDS UNIPHASE CORP	Common	46612J101	117,000.00	32,500	X			X	
HANCOCK JOHN FINL SVCS	Common	41014S106	223,080.00	6,600	X			X	
JOHNSON & JOHNSON	Common	478160104	3,336,558.56	67,378	X			X	
JANUS CAP GROUP INC	Common	47102X105	75,438.00	5,400	X			X	
JONES APPAREL GROUP IN	Common	480074103	86,797.00	2,900	X			X	

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JEFFERSON PILOT CORP	Common	475070108	140,906.50	3,175	X			X	
J P MORGAN CHASE & CO	Common	46625H100	1,586,046.00	46,200	X			X	
NORDSTROM INC	Common	655664100	76,911.00	3,100	X			X	
KELLOGG CO	Common	487836108	310,155.00	9,300	X			X	
KB HOME	Common	48666K109	65,626.00	1,100	X			X	
KEYCORP NEW	Common	493267108	245,472.00	9,600	X			X	
KING PHARMACEUTICALS I	Common	495582108	82,310.00	5,433	X			X	
KLA-TENCOR CORP	Common	482480100	221,020.00	4,300	X			X	
KIMBERLY CLARK CORP	Common	494368103	590,590.56	11,508	X			X	
KERR MCGEE CORP	Common	492386107	104,145.12	2,333	X			X	
KINDER MORGAN INC KANS	Common	49455P101	151,228.00	2,800	X			X	
COCA COLA CO	Common	191216100	2,397,168.00	55,800	X			X	
KROGER CO	Common	501044101	305,577.00	17,100	X			X	
MBNA CORP	Common	55262L100	660,288.00	28,960	X			X	
KNIGHT RIDDER INC	Common	499040103	120,060.00	1,800	X			X	
KEYSPAN CORP	Common	49337W100	126,288.00	3,600	X			X	
KOHL'S CORP	Common	500255104	411,950.00	7,700	X			X	
LEGGETT & PLATT INC	Common	524660107	95,172.00	4,400	X			X	
LEHMAN BROS HLDGS INC	Common	524908100	379,940.00	5,500	X			X	
LIZ CLAIBORNE INC	Common	539320101	85,125.00	2,500	X			X	
LINEAR TECHNOLOGY CORP	Common	535678106	254,251.00	7,100	X			X	
LILLY ELI & CO	Common	532457108	1,514,700.00	25,500	X			X	
LOCKHEED MARTIN CORP	Common	539830109	470,730.00	10,200	X			X	
LINCOLN NATL CORP IND	Common	534187109	141,520.00	4,000	X			X	
LOWES COS INC	Common	548661107	923,820.00	17,800	X			X	
LOUISIANA PAC CORP	Common	546347105	33,072.00	2,400	X			X	
LSI LOGIC CORP	Common	502161102	77,314.00	8,600	X			X	
LIMITED BRANDS INC	Common	532716107	177,944.00	11,800	X			X	
LOEWS CORP	Common	540424108	169,554.00	4,200	X			X	
LUCENT TECHNOLOGIES IN	Common	549463107	203,925.60	94,410	X			X	
SOUTHWEST AIRLS CO	Common	844741108	314,175.00	17,750	X			X	
LEXMARK INTL NEW	Common	529771107	182,729.00	2,900	X			X	

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MARRIOTT INTL INC NEW	Common	571903202	228,059.00	5,300	X			X	
MASCO CORP	Common	574599106	261,936.00	10,700	X			X	
MATTEL INC	Common	577081102	189,713.76	10,006	X			X	
MAY DEPT STORES CO	Common	577778103	160,095.00	6,500	X			X	
MBIA INC	Common	55262C100	178,102.80	3,240	X			X	
MCDONALDS CORP	Common	580135101	680,306.00	28,900	X			X	
MCKESSON CORP	Common	58155Q103	217,849.76	6,544	X			X	
MOODYS CORP	Common	615369105	186,898.00	3,400	X			X	
MEREDITH CORP	Common	589433101	50,787.00	1,100	X			X	
MEDTRONIC INC	Common	585055106	1,294,992.00	27,600	X			X	
MEDIMMUNE INC	Common	584699102	188,157.00	5,700	X			X	
MELLON FINL CORP	Common	58551A108	295,372.00	9,800	X			X	
MERRILL LYNCH & CO INC	Common	590188108	1,134,836.00	21,200	X			X	
MERCURY INTERACTIVE CO	Common	589405109	90,820.00	2,000	X			X	
METLIFE INC	Common	59156R108	485,265.00	17,300	X			X	
MCGRAW HILL COS INC	Common	580645109	267,159.00	4,300	X			X	
MEDCO HEALTH SOLUTIONS	Common	58405U102	158,561.95	6,115	X			X	
MARSHALL & ILSLEY CORP	Common	571834100	163,904.00	5,200	X			X	
MILLIPORE CORP	Common	601073109	50,666.00	1,100	X			X	
MCCORMICK & CO INC	Common	579780206	87,744.00	3,200	X			X	
MARSH & MCLENNAN COS I	Common	571748102	576,081.00	12,100	X			X	
3M CO	Common	88579Y101	1,229,446.00	17,800	X			X	
MONSTER WORLDWIDE INC	Common	611742107	62,950.00	2,500	X			X	
ALTRIA GROUP INC	Common	02209S103	2,019,180.00	46,100	X			X	
MOLEX INC	Common	608554101	125,081.25	4,375	X			X	
MONSANTO CO NEW	Common	61166W101	141,940.26	5,929	X			X	
MOTOROLA INC	Common	620076109	632,087.82	52,806	X			X	
MERCK & CO INC	Common	589331107	2,571,496.00	50,800	X			X	
MARATHON OIL CORP	Common	565849106	199,500.00	7,000	X			X	
MICROSOFT CORP	Common	594918104	6,822,445.00	245,500	X			X	
MGIC INVT CORP WIS	Common	552848103	114,554.00	2,200	X			X	
MICRON TECHNOLOGY INC	Common	595112103	185,196.00	13,800	X			X	

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MORGAN STANLEY	Common	617446448	1,245,756.48	24,688	X			X	
MEADWESTVACO CORP	Common	583334107	116,458.50	4,567	X			X	
MAXIM INTEGRATED PRODS	Common	57772K101	292,300.00	7,400	X			X	
MAYTAG CORP	Common	578592107	44,946.00	1,800	X			X	
NAVISTAR INTL CORP NEW	Common	63934E108	57,411.20	1,540	X			X	
NABORS INDUSTRIES LTD	Common	G6359F10	122,958.00	3,300	X			X	
NATIONAL CITY CORP	Common	635405103	409,494.00	13,900	X			X	
NCR CORP NEW	Common	62886E108	69,718.00	2,200	X			X	
NOBLE CORPORATION	Common	G6542210	101,970.00	3,000	X			X	
NEWMONT MINING CORP	Common	651639106	362,325.21	9,269	X			X	
NORTH FORK BANCORPORAT	Common	659424105	121,625.00	3,500	X			X	
NISOURCE INC	Common	65473P105	119,880.00	6,000	X			X	
NIKE INC	Common	654106103	364,920.00	6,000	X			X	
NORTHROP GRUMMAN CORP	Common	666807102	359,278.74	4,167	X			X	
NOVELL INC	Common	670006105	44,772.00	8,400	X			X	
NORFOLK SOUTHERN CORP	Common	655844108	164,650.00	8,900	X			X	
NATIONAL SEMICONDUCTOR	Common	637640103	135,618.00	4,200	X			X	
NETWORK APPLIANCE INC	Common	64120L104	160,134.00	7,800	X			X	
NORTHERN TR CORP	Common	665859104	212,200.00	5,000	X			X	
NUCOR CORP	Common	670346105	82,584.00	1,800	X			X	
NVIDIA CORP	Common	67066G104	57,279.60	3,600	X			X	
NOVELLUS SYS INC	Common	670008101	114,750.00	3,400	X			X	
NEWELL RUBBERMAID INC	Common	651229106	135,372.49	6,247	X			X	
NEXTEL COMMUNICATIONS	Common	65332V103	462,715.00	23,500	X			X	
NEW YORK TIMES CO	Common	650111107	147,764.00	3,400	X			X	
OFFICE DEPOT INC	Common	676220106	98,350.00	7,000	X			X	
OMNICOM GROUP INC	Common	681919106	308,955.00	4,300	X			X	
BANK ONE CORP	Common	06423A103	991,759.00	25,660	X			X	
ORACLE CORP	Common	68389X105	1,333,160.40	118,820	X			X	
OCCIDENTAL PETE CORP	Common	674599105	306,501.00	8,700	X			X	
PAYCHEX INC	Common	704326107	290,101.50	8,550	X			X	
PEPSI BOTTLING GROUP I	Common	713409100	125,538.00	6,100	X			X	

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PITNEY BOWES INC	Common	724479100	203,096.00	5,300	X			X	
PACCAR INC	Common	693718108	201,289.55	2,695	X			X	
PG&E CORP	Common	69331C108	224,660.00	9,400	X			X	
PLUM CREEK TIMBER CO I	Common	729251108	106,848.00	4,200	X			X	
SPRINT CORP	Common	852061506	134,655.00	23,500	X			X	
PHELPS DODGE CORP	Common	717265102	93,600.00	2,000	X			X	
PUBLIC SVC ENTERPRISE	Common	744573106	214,200.00	5,100	X			X	
PEPSICO INC	Common	713448108	1,792,869.60	39,120	X			X	
PFIZER INC	Common	717081103	5,367,751.06	176,687	X			X	
PRINCIPAL FINANCIAL GR	Common	74251V102	226,227.00	7,300	X			X	
PROCTER & GAMBLE CO	Common	742718109	2,728,908.00	29,400	X			X	
PEOPLES ENERGY CORP	Common	711030106	33,104.00	800	X			X	
PROGRESS ENERGY INC	Common	743263105	246,441.78	5,543	X			X	
PROGRESSIVE CORP OHIO	Common	743315103	338,639.00	4,900	X			X	
PARKER HANNIFIN CORP	Common	701094104	118,455.00	2,650	X			X	
PULTE HOMES INC	Common	745867101	95,214.00	1,400	X			X	
PERKINELMER INC	Common	714046109	44,399.00	2,900	X			X	
PROLOGIS	Common	743410102	124,025.00	4,100	X			X	
PALL CORP	Common	696429307	62,832.00	2,800	X			X	
PMC-SIERRA INC	Common	69344F106	51,444.90	3,900	X			X	
PARAMETRIC TECHNOLOGY	Common	699173100	18,720.00	6,000	X			X	
PNC FINL SVCS GROUP IN	Common	693475105	304,512.00	6,400	X			X	
PINNACLE WEST CAP CORP	Common	723484101	74,550.00	2,100	X			X	
PPG INDS INC	Common	693506107	203,658.00	3,900	X			X	
PPL CORP	Common	69351T106	165,806.55	4,049	X			X	
PRUDENTIAL FINL INC	Common	744320102	463,264.00	12,400	X			X	
PEOPLESOFT INC	Common	712713106	150,977.00	8,300	X			X	
PACTIV CORP	Common	695257105	73,008.00	3,600	X			X	
PROVIDIAN FINL CORP	Common	74406A102	77,814.00	6,600	X			X	
POWER-ONE INC	Common	739308104	19,551.00	1,900	X			X	
PRAXAIR INC	Common	74005P104	229,215.00	3,700	X			X	
QWEST COMMUNICATIONS I	Common	749121109	130,923.80	38,507	X			X	

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QUALCOMM INC	Common	747525103	749,520.00	18,000	X			X	
QLOGIC CORP	Common	747277101	98,721.00	2,100	X			X	
RYDER SYS INC	Common	783549108	41,048.00	1,400	X			X	
REEBOK INTL LTD	Common	758110100	43,459.00	1,300	X			X	
ROWAN COS INC	Common	779382100	51,618.00	2,100	X			X	
REGIONS FINL CORP	Common	758940100	174,675.00	5,100	X			X	
ROBERT HALF INTL INC	Common	770323103	76,050.00	3,900	X			X	
TRANSOCEAN INC	Common	G9007810	146,080.00	7,304	X			X	
REYNOLDS R J TOB HLDGS	Common	76182K105	75,126.00	1,900	X			X	
COORS ADOLPH CO	Common	217016104	43,008.00	800	X			X	
ROHM & HAAS CO	Common	775371107	168,855.60	5,048	X			X	
ROCKWELL AUTOMATION IN	Common	773903109	110,250.00	4,200	X			X	
RADIOSHACK CORP	Common	750438103	107,958.00	3,800	X			X	
RAYTHEON CO	Common	755111507	263,200.00	9,400	X			X	
IMS HEALTH INC	Common	449934108	113,940.00	5,400	X			X	
SEARS ROEBUCK & CO	Common	812387108	279,872.00	6,400	X			X	
SAFECO CORP	Common	786429100	109,306.00	3,100	X			X	
SANMINA SCI CORP	Common	800907107	112,520.00	11,600	X			X	
SBC COMMUNICATIONS INC	Common	78387G103	1,677,783.50	75,406	X			X	
SYMBOL TECHNOLOGIES IN	Common	871508107	62,140.00	5,200	X			X	
STARBUCKS CORP	Common	855244109	256,320.00	8,900	X			X	
SCHWAB CHARLES CORP NE	Common	808513105	366,184.86	30,746	X			X	
SUNGARD DATA SYS INC	Common	867363103	171,015.00	6,500	X			X	
SIEBEL SYS INC	Common	826170102	108,864.00	11,200	X			X	
SEALED AIR CORP NEW	Common	81211K100	89,075.78	1,886	X			X	
SCIENTIFIC ATLANTA INC	Common	808655104	105,910.00	3,400	X			X	
SCHERING PLOUGH CORP	Common	806605101	507,492.00	33,300	X			X	
SHERWIN WILLIAMS CO	Common	824348106	97,053.00	3,300	X			X	
SIGMA ALDRICH CORP	Common	826552101	83,104.00	1,600	X			X	
SCHLUMBERGER LTD	Common	806857108	638,880.00	13,200	X			X	
SARA LEE CORP	Common	803111103	323,136.00	17,600	X			X	
SLM CORP	Common	78442P106	397,392.00	10,200	X			X	

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SOLECTRON CORP	Common	834182107	109,980.00	18,800	X			X	
SNAP ON INC	Common	833034101	35,945.00	1,300	X			X	
SYNOVUS FINL CORP	Common	87161C105	169,932.00	6,800	X			X	
SOUTHERN CO	Common	842587107	483,780.00	16,500	X			X	
SOUTHTRUST CORP	Common	844730101	226,303.00	7,700	X			X	
ST PAUL COS INC	Common	792860108	190,630.44	5,148	X			X	
SIMON PPTY GROUP INC N	Common	828806109	190,270.28	4,366	X			X	
STAPLES INC	Common	855030102	263,625.00	11,100	X			X	
SEMPRA ENERGY	Common	816851109	139,694.88	4,758	X			X	
SUNTRUST BKS INC	Common	867914103	386,368.00	6,400	X			X	
ST JUDE MED INC	Common	790849103	209,703.00	3,900	X			X	
STATE STR CORP	Common	857477103	342,000.00	7,600	X			X	
SUNOCO INC	Common	86764P109	68,374.00	1,700	X			X	
SUN MICROSYSTEMS INC	Common	866810104	242,623.00	73,300	X			X	
SUPERVALU INC	Common	868536103	71,580.00	3,000	X			X	
STANLEY WKS	Common	854616109	56,088.00	1,900	X			X	
SAFEWAY INC	Common	786514208	229,400.00	10,000	X			X	
STRYKER CORP	Common	863667101	338,895.00	4,500	X			X	
SYMANTEC CORP	Common	871503108	214,268.00	3,400	X			X	
SYSCO CORP	Common	871829107	480,837.00	14,700	X			X	
AT&T CORP	Common	001957505	384,645.95	17,849	X			X	
TRAVELERS PPTY CAS COR	Common	89420G406	363,620.24	22,898	X			X	
TECO ENERGY INC	Common	872375100	59,426.00	4,300	X			X	
TEKTRONIX INC	Common	879131100	47,025.00	1,900	X			X	
TERADYNE INC	Common	880770102	79,980.00	4,300	X			X	
TARGET CORP	Common	87612E106	778,941.00	20,700	X			X	
TENET HEALTHCARE CORP	Common	88033G100	152,040.00	10,500	X			X	
TIFFANY & CO NEW	Common	886547108	123,189.00	3,300	X			X	
TEMPLE INLAND INC	Common	879868107	58,260.00	1,200	X			X	
TJX COS INC NEW	Common	872540109	225,272.00	11,600	X			X	
TELLABS INC	Common	879664100	63,826.00	9,400	X			X	
TORCHMARK CORP	Common	891027104	105,664.00	2,600	X			X	

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					DISCRETION			AUTHORITY	
<u>NAME OF ISSUER</u>	<u>TITLE OF CLASS</u>	<u>CUSIP NUMBER</u>	<u>MARKET VALUE</u>	<u>SHARES</u>	<u>SOLE</u>	<u>SHARED</u>	<u>MANAGERS</u>	<u>SOLE</u>	<u>SHARED</u>
THERMO ELECTRON CORP	Common	883556102	80,290.00	3,700	X			X	
THOMAS & BETTS CORP	Common	884315102	20,605.00	1,300	X			X	
TOYS R US INC	Common	892335100	57,744.00	4,800	X			X	
TRIBUNE CO NEW	Common	896047107	325,890.00	7,100	X			X	
PRICE T ROWE GROUP INC	Common	74144T108	115,528.00	2,800	X			X	
SABRE HLDGS CORP	Common	785905100	70,702.10	3,290	X			X	
TUPPERWARE CORP	Common	899896104	17,394.00	1,300	X			X	
TIME WARNER INC	Common	887317105	1,547,264.00	102,400	X			X	
TEXAS INSTRS INC	Common	882508104	896,040.00	39,300	X			X	
TEXTRON INC	Common	883203101	122,295.00	3,100	X			X	
TXU CORP	Common	873168108	172,105.80	7,305	X			X	
TYCO INTL LTD NEW	Common	902124106	925,356.42	45,294	X			X	
UNOCAL CORP	Common	915289102	185,968.00	5,900	X			X	
UNISYS CORP	Common	909214108	101,475.00	7,500	X			X	
UNITEDHEALTH GROUP INC	Common	91324P102	679,320.00	13,500	X			X	
UNUMPROVIDENT CORP	Common	91529Y106	98,574.98	6,674	X			X	
UNION PAC CORP	Common	907818108	337,386.00	5,800	X			X	
UNION PLANTERS CORP	Common	908068109	140,798.00	4,450	X			X	
UNITED PARCEL SERVICE	Common	911312106	1,626,900.00	25,500	X			X	
US BANCORP DEL	Common	902973304	1,049,082.70	43,730	X			X	
UST INC	Common	902911106	133,684.00	3,800	X			X	
UNITED TECHNOLOGIES CO	Common	913017109	819,168.00	10,600	X			X	
UNIVISION COMMUNICATIO	Common	914906102	233,089.00	7,300	X			X	
VISTEON CORP	Common	92839U107	19,846.20	3,007	X			X	
V F CORP	Common	918204108	93,384.00	2,400	X			X	
VIACOM INC	Common	925524308	1,526,178.40	39,848	X			X	
VULCAN MATLS CO	Common	929160109	91,793.00	2,300	X			X	
VERITAS SOFTWARE CO	Common	923436109	302,853.00	9,645	X			X	
VERIZON COMMUNICATIONS	Common	92343V104	2,030,744.00	62,600	X			X	
WALGREEN CO	Common	931422109	713,912.00	23,300	X			X	
WATERS CORP	Common	941848103	76,804.00	2,800	X			X	
WACHOVIA CORP 2ND NEW	Common	929903102	1,244,185.14	30,206	X			X	

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WENDYS INTL INC	Common	950590109	83,980.00	2,600	X		X
WELLS FARGO & CO NEW	Common	949746101	1,965,240.00	38,160	X		X
WHIRLPOOL CORP	Common	963320106	108,432.00	1,600	X		X
WINN DIXIE STORES INC	Common	974280109	30,880.00	3,200	X		X
WELLPOINT HEALTH NETWO	Common	94973H108	254,364.00	3,300	X		X
WASHINGTON MUT INC	Common	939322103	825,982.60	20,980	X		X
WILLIAMS COS INC DEL	Common	969457100	111,156.00	11,800	X		X
WASTE MGMT INC DEL	Common	94106L109	352,038.84	13,452	X		X
WAL MART STORES INC	Common	931142103	5,540,320.00	99,200	X		X
WORTHINGTON INDS INC	Common	981811102	24,492.00	1,950	X		X
WATSON PHARMACEUTICALS	Common	942683103	100,056.00	2,400	X		X
WRIGLEY WM JR CO	Common	982526105	282,030.00	5,100	X		X
WEYERHAEUSER CO	Common	962166104	292,250.00	5,000	X		X
WYETH	Common	983024100	1,392,220.00	30,200	X		X
UNITED STATES STL CORP	Common	912909108	42,274.00	2,300	X		X
XCEL ENERGY INC	Common	98389B100	139,307.35	9,005	X		X
XL CAP LTD	Common	G9825510	240,064.00	3,100	X		X
XILINX INC	Common	983919101	219,527.00	7,700	X		X
EXXON MOBIL CORP	Common	30231G102	5,511,960.00	150,600	X		X
XEROX CORP	Common	984121103	183,654.00	17,900	X		X
YAHOO INC	Common	984332106	488,244.00	13,800	X		X
YUM BRANDS INC	Common	988498101	198,454.00	6,700	X		X
ZIONS BANCORPORATION	Common	989701107	111,700.00	2,000	X		X
ZIMMER HLDGS INC	Common	98956P102	284,316.00	5,160	X		X
			\$ 243,018,128.41	40,764,693			