

This form 13F contains securities holdings for which confidential treatment is requested for the quarter ended September 30, 2003.



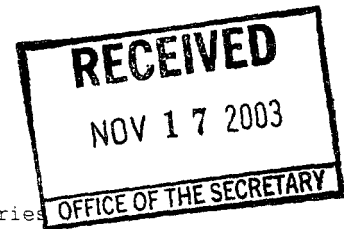
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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: FMR Corp.
Address: 82 Devonshire Street
Boston, MA 02109

13F File Number: 28-451

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: Eric D. Roiter
Title: Senior Vice President and General Counsel,
Fidelity Management & Research Company
Phone: 617-563-1742
Signature, Place and Date of Signing:

Boston, MA

November 14, 2003

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT.☐ 13F NOTICE☐ 13F COMBINATION REPORT

List of other managers reporting for this manager:

NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4
Form 13F Information Table Entry Total: 114
Form 13F Information Table Value Total: \$2,133,667 (x1000)

List of Other Included Managers:

No.	Form 13F File Number	Name
1	28-450	Fidelity Management & Research Company
2	28-1054	Fidelity Management Trust Company
3	28-5421	Strategic Advisers Incorporated
5	28-6639	FMR Co., Inc.

CONFIDENTIAL TREATMENT EXPIRES

PROCESSED

AUG 02 2004

<TABLE>
<CAPTION>

NAME OF ISSUER	-TITLE OF CLASS-	-CUSIP--	VALUE X\$1000	SHEARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DISCRETN.	-MANAGERS	-----VOTING AUTHORITY----- SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AGILE SOFTWARE CORP DEL	COM	00846X105	9501	998008 SH			DEFINED 1 5		0 998008
AIRTRAN HLDGS INC	COM	00949P108	74464	4445624 SH			DEFINED 1 5		0 4418060
AIRTRAN HLDGS INC	COM	00949P108	2291	136800 SH			DEFINED 2		0 3208
ALCATEL	SPONSORED ADR	013904305	198613	16788900 SH			DEFINED 1 5		0 16153183
ALCATEL	SPONSORED ADR	013904305	25	2100 SH			DEFINED 2		0 863
AMAC FINL GROUP INC	COM	023139108	113618	1775280 SH			DEFINED 1 5		0 1773466
AMERICAN MED SYS HLDGS INC	COM	02744M108	10752	495495 SH			DEFINED 1 5		0 495495
AMERICAN MED SYS HLDGS INC	COM	02744M108	1367	63000 SH			DEFINED 2		0 0
AMERIGROUP CORP	COM	03073T102	14371	322011 SH			DEFINED 1 5		0 322011
APPLIED FILMS CORP	COM	038197109	13087	440195 SH			DEFINED 1 5		0 440195
ARROW ELECTRS INC	COM	042735100	37658	2047765 SH			DEFINED 1 5		0 2005999
ARROW ELECTRS INC	COM	042735100	639	34765 SH			DEFINED 2		0 5021
ASPECT COMMUNICATIONS CORP	COM	04523Q102	8653	1038839 SH			DEFINED 1 5		0 1038839
ASPECT COMMUNICATIONS CORP	COM	04523Q102	467	56126 SH			DEFINED 2		0 0
AVAYA INC	COM	053499109	128189	11760427 SH			DEFINED 1 5		0 11692853
AVAYA INC	COM	053499109	5632	516713 SH			DEFINED 2		0 52355
BANKNORTH GROUP INC NEW	COM	06646R107	63030	2233538 SH			DEFINED 1 5		0 2233538
BANKNORTH GROUP INC NEW	COM	06646R107	3460	122600 SH			DEFINED 2		0 10994
BENNETT ENVIRONMENTAL INC	COM	081906109	7	240 SH			DEFINED 3		0 0
BROWN SHOE INC NEW	COM	115736100	6176	365100 SH			DEFINED 1 5		0 239458
BROWN SHOE INC NEW	COM	115736100	523	213319 SH			DEFINED 1 5		0 2133229
BUCKEYE TECHNOLOGIES INC	COM	118255108	12224	1344799 SH			DEFINED 2		0 0
C D I CORP	COM	125071100	12588	465700 SH			DEFINED 1 5		0 1302537
CENTENE CORP DEL	COM	15135B101	12575	413780 SH			DEFINED 1 5		0 462839
CHANNEL COML CORP	COM	159186105	690	148024 SH			DEFINED 1 5		0 148024
CIRCUIT CITY STORE INC	COM	172737108	57838	6069046 SH			DEFINED 1 5		0 6010592
CIRCUIT CITY STORE INC	COM	172737108	14945	1568179 SH			DEFINED 2		0 5755
CORRECTIONAL PTYS TR	COM	22025E104	15630	626463 SH			DEFINED 1 5		0 626463
CORRECTIONAL PTYS TR	COM	22025E104	2749	110200 SH			DEFINED 2		0 0
CYTTC CORP	COM	232946103	21931	1458185 SH			DEFINED 1 5		0 1424743
CYTTC CORP	COM	232946103	5723	380529 SH			DEFINED 2		0 0
DATAMIROR CORP	COM	232946103	5128	341569 SH			DEFINED 3		0 0
DIGENE CORP	COM	253752109	14161	150000 SH			DEFINED 1 5		0 344711
ELIX MEDICAL INC	COM	26881Q101	9963	346573 SH			DEFINED 1 5		0 585346
EAST WEST BANCORP INC	COM	27579R104	25735	601992 SH			DEFINED 1 5		0 588379
EAST WEST BANCORP INC	COM	27579R104	2060	48200 SH			DEFINED 2		0 2352
EMBRAR-EMPRESA BRASILEIRA D	SP ADR PFD SHS	29081M102	65205	3090300 SH			DEFINED 1 5		0 3082760
EMBRAR-EMPRESA BRASILEIRA D	SP ADR PFD SHS	29081M102	9503	450400 SH			DEFINED 2		0 6921
FAIRFAX FINL HLDGS LTD	SUB VTG	303901102	50387	321890 SH			DEFINED 1 5		0 1292
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	46224	1164625 SH			DEFINED 1 5		0 1112169
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	1463	36856 SH			DEFINED 2		0 1557
FISHER SCIENTIFIC INTL INC	COM NEW	338032204	7	179 SH			DEFINED 3		0 0
FREEMARKETS INC	COM	356602102	2969	381610 SH			DEFINED 1 5		0 381610
GENESCO INC	COM	356602102	3955	508384 SH			DEFINED 2		0 0
GLOBESPANVIRATA INC	COM	371531102	11659	725959 SH			DEFINED 1 5		0 725959
GLOBESPANVIRATA INC	COM	37957V106	9155	1267959 SH			DEFINED 1 5		0 1267959
HALL KINION ASSOCIATES INC	COM	37957V106	467	64709 SH			DEFINED 2		0 0
HALL KINION ASSOCIATES INC	COM	406069104	1567	406910 SH			DEFINED 1 5		0 406910
HARMONIC INC	COM	413160102	4578	730170 SH			DEFINED 1 5		0 730170
HI / FN INC	COM	428358105	2691	365367 SH			DEFINED 1 5		0 365367
HI / FN INC	COM	428358105	10	1386 SH			DEFINED 2		0 0

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IAMGOLD CORP	COM	450913108	19938	3218800	SH	DEFINED 1	5	909285	0	2309515
ICON PUB LTD CO	SPONSORED	45103T107	24978	659392	SH	DEFINED 1	5	0	0	659392
INNOVEX INC	COM	457647105	3915	393514	SH	DEFINED 1	5	0	0	393514
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	13662	482941	SH	DEFINED 1	5	0	0	482941
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	7894	279055	SH	DEFINED 2	1	279055	0	0
KOMAG INC	COM NEW	500453204	21140	1206635	SH	DEFINED 1	5	21134	0	1185501
KOMAG INC	COM NEW	500453204	3742	213590	SH	DEFINED 2	1	213590	0	0
LAMAR ADVERTISING CO	CL A	512815101	62682	2136401	SH	DEFINED 1	5	10497	0	2125904
LASTMINUTE COM PLC	SPONSORED	512815101	5671	193300	SH	DEFINED 2	1	187692	0	5608
MADDEN STEVEN LTD	CL A	518129101	25469	1157700	SH	DEFINED 1	5	0	0	1157700
MANITOWOC INC	COM	556269108	14812	780835	SH	DEFINED 1	5	0	0	780835
MANITOWOC INC	COM	563571108	11315	521697	SH	DEFINED 1	5	0	0	521697
MANITOWOC INC	COM	563571108	523	24100	SH	DEFINED 2	1	24100	0	0
MAXTOR CORP	COM NEW	577729205	130254	10702876	SH	DEFINED 1	5	23683	0	10679193
MAXTOR CORP	COM NEW	577729205	7859	645800	SH	DEFINED 2	1	588575	0	57225
MOBILITY ELECTRONICS INC	COM	60741U101	2724	347086	SH	DEFINED 1	5	0	0	347086
NARA BANCORP INC	COM	63080P105	3118	181999	SH	DEFINED 1	5	40864	0	141135
NEW YORK CMNTY BANCORP INC	COM	649445103	119324	3786857	SH	DEFINED 1	5	0	0	3786857
NEW YORK CMNTY BANCORP INC	COM	649445103	6894	218800	SH	DEFINED 2	1	192759	0	26041
NORDSTROM INC	COM	655664100	37971	1530468	SH	DEFINED 1	5	3341	0	1527127
OPTICAL CABLE CORP	COM NEW	683827208	1564	211417	SH	DEFINED 1	5	0	0	211417
PANTRY INC	COM	698657103	2928	242219	SH	DEFINED 2	1	242219	0	0
PENN-AMER GROUP INC	COM	707247102	2546	169925	SH	DEFINED 1	5	342	0	169583
PENN-AMER GROUP INC	COM	707247102	1974	131800	SH	DEFINED 2	1	131800	0	0
POWERWAVE TECHNOLOGIES INC	COM	739363109	9404	1420554	SH	DEFINED 1	5	0	0	1420554
POWERWAVE TECHNOLOGIES INC	COM	739363109	38	5700	SH	DEFINED 2	1	39	0	5700
PRECISION CASTPARTS CORP	COM	740189105	4756	890993	SH	DEFINED 1	5	125700	0	890954
PRECISION CASTPARTS CORP	COM	740189105	7559	135500	SH	DEFINED 2	1	68255	0	820975
ORS CORP	COM	74726X105	2802	889230	SH	DEFINED 1	5	25910	0	256836
ROANOKE ELEC STL CORP	COM	769841107	851	282746	SH	DEFINED 1	5	48810	0	0
ROSS SYS INC	COM NEW	778303206	6526	338828	SH	DEFINED 1	5	121000	0	338828
SALIX PHARMACEUTICALS INC	COM	795435106	2330	121000	SH	DEFINED 2	1	0	0	242296
SALIX PHARMACEUTICALS INC	COM	795435106	2411	242296	SH	DEFINED 1	5	0	0	1041068
SALTON INC	COM	795757103	27588	1041068	SH	DEFINED 1	5	0	0	0
SELECT COMFORT CORP	COM	81616X103	14091	531744	SH	DEFINED 2	1	531744	0	1192143
SELECT COMFORT CORP	COM	816288104	5662	1192143	SH	DEFINED 1	5	0	0	626979
SEROLOGICALS CORP	COM	817523103	8244	626979	SH	DEFINED 1	5	0	0	0
SHAW GROUP INC	COM	820280105	39202	3729918	SH	DEFINED 1	5	0	0	3729918
SHUFFLE MASTER INC	COM	825549108	9324	343048	SH	DEFINED 1	5	0	0	343048
SHUFFLE MASTER INC	COM	825549108	968	35600	SH	DEFINED 2	1	35600	0	0
SONIC SOLUTIONS	COM	835460106	13704	983800	SH	DEFINED 1	5	49323	0	934477
SOVEREIGN BANCORP INC	COM	845905108	83185	4484380	SH	DEFINED 1	5	62000	0	4422380
SOVEREIGN BANCORP INC	COM	845905108	477	25700	SH	DEFINED 2	1	24647	0	1053
TIMBERLAND CO	CL A	887100105	25064	587537	SH	DEFINED 1	5	0	0	587537
TIMBERLAND CO	CL A	887100105	17	400	SH	DEFINED 2	1	400	0	0
TOLL BROTHERS INC	COM	889478103	56724	1864702	SH	DEFINED 1	5	168409	0	1696293
TOLL BROTHERS INC	COM	889478103	1483	48750	SH	DEFINED 2	1	48750	0	0
TOWER AUTOMOTIVE INC	COM	891707101	8976	1994700	SH	DEFINED 1	5	298	0	1994402
TYLER TECHNOLOGIES INC	COM	902252105	5892	832167	SH	DEFINED 1	5	9165	0	823002
TYLER TECHNOLOGIES INC	COM	902252105	4455	629285	SH	DEFINED 2	1	629285	0	0
U S I HLDGS	COM	90333H101	15163	1165464	SH	DEFINED 1	5	54089	0	1111375
U S I HLDGS	COM	90333H101	934	71800	SH	DEFINED 2	1	71800	0	0
U S CONCRETE INC	COM	90333L102	5200	1015714	SH	DEFINED 1	5	0	0	1015714
W HLDG CO INC	COM	929251106	6951	388350	SH	DEFINED 1	5	3441	0	384909
W HLDG CO INC	COM	929251106	6483	362200	SH	DEFINED 2	1	359100	0	3100
WHEATON RIV MINERALS LTD	COM	962902102	21559	10787800	SH	DEFINED 1	5	7801570	0	2986230
WINTRUST FINANCIAL CORP	COM	97650W108	18778	498477	SH	DEFINED 1	5	0	0	498477

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WINTRUST FINANCIAL CORP	COM	97650W108	6498	172514	SH	DEFINED 2	172514	0	0	0
WRIGHT MED GROUP INC	COM	98235T107	20049	793099	SH	DEFINED 1 5	0	0	793099	0
WRIGHT MED GROUP INC	COM	98235T107	1494	59100	SH	DEFINED 2	59100	0	0	0

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