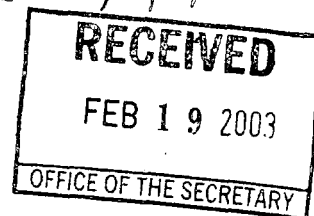


NON-REPLY

13F-COM P12/21/04

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



Form 13F

Form 13F COVER PAGE

03044317

Report for the Calendar Year or Quarter Ended: December 31, 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: D. E. Shaw & Co., Inc. (see notes 1, 2 and 3)
Address: 120 West 45th Street, 39th Floor
New York, NY 10036

Form 13F File Number: 28-5396

CONFIDENTIAL TREATMENT DENIED

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: Kathryn Pickford
Title: Secretary
Phone: (212) 478-0000

PROCESSED
FEB 04 2005

Signature, Place, and Date of Signing:

[Signature] New York, NY February 13, 2003
[Signature] [City, State] [Date]

THOMSON
FINANCIAL

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).)

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 1644

Form 13F Information Table Value Total: \$7,217,709
(thousands) (see Note 4)

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	<u>28-5394</u>	<u>D. E. Shaw & Co., L.P.</u> (see notes 2 and 3)

Form 13F

NOTES

1. D. E. Shaw & Co., Inc. disclaims status as an institutional investment manager and makes this filing in its capacity as the parent entity of investment advisers.
2. D. E. Shaw & Co., Inc. or its subsidiaries ("D. E. Shaw") are general partners or members of various entities and therefore may exercise investment discretion for them. D. E. Shaw disclaims that it exercises investment discretion for certain of such entities, but includes the holdings of all such subentities in this form.
3. D. E. Shaw & Co., Inc. or its subsidiaries ("D. E. Shaw") are general partners or members of various entities and therefore may exercise voting discretion for them. D. E. Shaw disclaims that it exercises voting discretion for certain of such entities, but includes the holdings of all such subentities in this form.
4. The holdings above represent only those holdings we wish to keep confidential, all other holdings are reported on the Edgar filing.

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
A D C TELECOMMUNICATIONS	COM	000886 10 1	142,000	67,800	b	1	a(67,800 shares)
AFLAC INC	COM	001055 10 2	4,187,000	139,000	b	1	a(139,000 shares)
AGCO CORP	COM	001084 10 2	3,368,000	152,400	b	1	a(152,400 shares)
AGL RES INC	COM	001204 10 6	809,000	33,300	b	1	a(33,300 shares)
AK STL HLDG CORP	COM	001547 10 8	300,000	37,500	b	1	a(37,500 shares)
AMR CORP	COM	001765 10 6	632,000	95,800	b	1	a(95,800 shares)
AOL TIME WARNER INC	COM	00184A 10 5	1,044,000	79,700	b	1	a(79,700 shares)
AOL TIME WARNER INC	COM	00184A 10 5	3,275,000	250,000 C	b	1	a(250,000 shares)
AT&T CORP	COM NEW	001957 50 5	8,228,000	315,140	b	1	a(315,140 shares)
AT&T WIRELESS SVCS INC	COM	00209A 10 6	688,000	121,686	b	1	a(121,686 shares)
AVI BIOPHARMA INC	COM	002346 10 4	168,000	33,600	b	1	a(33,600 shares)
AVX CORP NEW	COM	002444 10 7	791,000	80,700	b	1	a(80,700 shares)
AXT INC	COM	00246W 10 3	362,000	200,900	b	1	a(200,900 shares)
ABBOTT LABS	COM	002824 10 0	8,396,000	209,900	b	1	a(209,900 shares)
ABBOTT LABS	COM	002824 10 0	13,200,000	330,000 C	b	1	a(330,000 shares)
ABBOTT LABS	COM	002824 10 0	18,280,000	457,000 P	b	1	a(457,000 shares)
ACCREDITO HEALTH INC	COM	00437V 10 4	7,184,000	203,801	b	1	a(203,801 shares)
ACCREDITO HEALTH INC	COM	00437V 10 4	793,000	22,500 P	b	1	a(22,500 shares)
ACTERNA CORP	COM	00503U 10 5	5,000	28,200	b	1	a(28,200 shares)
ADAPTEC INC	COM	00651F 10 8	528,000	93,500	b	1	a(93,500 shares)
ADMINISTAFF INC	COM	007094 10 5	397,000	66,100	b	1	a(66,100 shares)
ADOBE SYS INC	COM	00724F 10 1	6,389,000	257,623	b	1	a(257,623 shares)
ADOLOR CORP	COM	00724X 10 2	1,070,000	78,000	b	1	a(78,000 shares)
ADTRAN INC	COM	00738A 10 6	2,106,000	64,000 C	b	1	a(64,000 shares)
ADVANCED AUTO PARTS INC	COM	00751Y 10 6	18,694,000	382,300	b	1	a(382,300 shares)
ADVANCED AUTO PARTS INC	COM	00751Y 10 6	6,602,000	135,000 C	b	1	a(135,000 shares)
ADVANCED AUTO PARTS INC	COM	00751Y 10 6	2,445,000	50,000 P	b	1	a(50,000 shares)
ADVANCED FIBRE COMMUNICATION	COM	00754A 10 5	3,286,000	197,008	b	1	a(197,008 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ADVANCED-NEUROMODULATION-SYS	COM	007577 10 1	351,000	10,000 C	b	1	a(10,000 shares)
ADVISORY BRD CO	COM	00762W 10 7	303,000	10,143	b	1	a(10,143 shares)
ADVANCED MEDICAL OPTICS INC	COM	00763M 10 8	941,000	78,610	b	1	a(78,610 shares)
AEROPOSTALE	COM	007865 10 8	159,000	15,000 C	b	1	a(15,000 shares)
ADVANCED MICRO DEVICES INC	COM	007903 10 7	647,000	100,200	b	1	a(100,200 shares)
ADVANCED MICRO DEVICES INC	COM	007903 10 7	2,003,000	310,000 C	b	1	a(310,000 shares)
ADVANCED MICRO DEVICES INC	NOTE 4.500%12/	007903 AF 4	7,998,000	7,000,000	b	1	a(7,000,000 shares)
ADVANCEPCS	COM	00790K 10 9	2,173,000	97,821	b	1	a(97,821 shares)
ADVANCED ENERGY INDS	COM	007973 10 0	254,000	20,000 C	b	1	a(20,000 shares)
ADVENT SOFTWARE INC	COM	007974 10 8	858,000	62,924	b	1	a(62,924 shares)
ADVENT SOFTWARE INC	COM	007974 10 8	341,000	25,000 C	b	1	a(25,000 shares)
AETHER SYS INC	COM	00808V 10 5	234,000	62,252	b	1	a(62,252 shares)
AETNA INC NEW	COM	00817Y 10 8	596,000	14,500	b	1	a(14,500 shares)
AETNA INC NEW	COM	00817Y 10 8	1,809,000	44,000 C	b	1	a(44,000 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	10,530,000	200,000 C	b	1	a(200,000 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	3,843,000	73,000 P	b	1	a(73,000 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	1,861,000	37,000 C	b	1	a(37,000 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	503,000	10,000 P	b	1	a(10,000 shares)
AFFYMETRIX INC	COM	00826T 10 8	7,120,000	311,064	b	1	a(311,064 shares)
AGERE SYS INC	CL B	00845V 20 9	618,000	441,747	b	1	a(441,747 shares)
AGILENT TECHNOLOGIES INC	COM	00846U 10 1	781,000	43,500	b	1	a(43,500 shares)
AIR PRODS & CHEMS INC	COM	009158 10 6	8,204,000	191,900	b	1	a(191,900 shares)
AIRGAS INC	COM	009363 10 2	200,000	11,600	b	1	a(11,600 shares)
AKAMAI TECHNOLOGIES INC	COM	00971T 10 1	86,000	49,483	b	1	a(49,483 shares)
AKSYS LTD	COM	010196 10 3	253,000	47,710	b	1	a(47,710 shares)
ALBANY MOLECULAR RESH INC	COM	012423 10 9	310,000	20,951	b	1	a(20,951 shares)
ALBEMARLE CORP	COM	012653 10 1	890,000	31,300	b	1	a(31,300 shares)
ALBERTO CULVER CO	CL A	013068 20 0	364,000	7,500	b	1	a(7,500 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (note #3)
ALBERTO_CULVER CO	CL B CONV	013068 10 1	1,275,000	25,300	b	1	a(25,300 shares)
ALBERTO CULVER CO	CL B CONV	013068 10 1	252,000	5,000 c	b	1	a(5,000 shares)
ALBERTO CULVER CO	CL B CONV	013068 10 1	1,260,000	25,000 P	b	1	a(25,000 shares)
ALCAN INC	COM	013716 10 5	29,110,000	986,100	b	1	a(986,100 shares)
ALCOA INC	COM	013817 10 1	20,955,000	919,900	b	1	a(919,900 shares)
ALCATEL	SPONSORED ADR	013904 30 5	61,000	13,700	b	1	a(13,700 shares)
ALDERWOODS GROUP INC	COM	014383 10 3	378,000	80,000	b	1	a(80,000 shares)
ALEXANDER & BALDWIN INC	COM	014482 10 3	356,000	13,800	b	1	a(13,800 shares)
ALEXION PHARMACEUTICALS INC	COM	015351 10 9	368,000	26,068	b	1	a(26,068 shares)
ALKERMES INC	COM	01642T 10 8	830,000	132,387	b	1	a(132,387 shares)
ALLEGHENY ENERGY INC	COM	017361 10 6	233,000	30,800	b	1	a(30,800 shares)
ALLETE INC	COM	018522 10 2	782,000	34,500	b	1	a(34,500 shares)
ALLIANCE SEMICONDUCTOR CORP	COM	01877H 10 0	234,000	59,600	b	1	a(59,600 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	2,358,000	37,825	b	1	a(37,825 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	2,494,000	40,000 c	b	1	a(40,000 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	935,000	15,000 P	b	1	a(15,000 shares)
ALLIED CAP CORP NEW	COM	01903Q 10 8	4,226,000	193,600	b	1	a(193,600 shares)
ALLIED IRISH BKS P L C	SPON ADR ORD	019228 40 2	379,000	14,100	b	1	a(14,100 shares)
ALLSTATE CORP	COM	020002 10 1	7,779,000	210,300	b	1	a(210,300 shares)
ALLSTATE CORP	COM	020002 10 1	740,000	20,000 c	b	1	a(20,000 shares)
ALLTEL CORP	COM	020039 10 3	2,111,000	41,400	b	1	a(41,400 shares)
ALLTEL CORP	COM	020039 10 3	2,550,000	50,000 P	b	1	a(50,000 shares)
ALPHARMA INC	NOTE 3.000% 6/	020813 AD 3	1,672,000	1,991,000	b	1	a(1,991,000 shares)
ALTERA CORP	COM	021441 10 0	8,014,000	649,459	b	1	a(649,459 shares)
ALZA CORP	SDCV 7/	02261W AB 5	17,570,000	22,472,000	b	1	a(22,472,000 shares)
AMAZON COM INC	COM	023135 10 6	18,294,000	968,428	b	1	a(968,428 shares)
AMAZON COM INC	COM	023135 10 6	30,120,000	1,594,500 c	b	1	a(1,594,500 shares)
AMBAC FINL GROUP INC	COM	023139 10 8	8,324,000	148,000	b	1	a(148,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
AMERADA-HESS CORP	COM	023551-10-4	6,958,000	126,400	b	1	a(126,400 shares)
AMERADA HESS CORP	COM	023551 10 4	738,000	13,400 C	b	1	a(13,400 shares)
AMERADA HESS CORP	COM	023551 10 4	4,514,000	82,000 P	b	1	a(82,000 shares)
AMEREN CORP	COM	023608 10 2	4,585,000	110,300	b	1	a(110,300 shares)
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W 10 5	6,173,000	429,900	b	1	a(429,900 shares)
AMERICAN EXPRESS CO	COM	025816 10 9	14,486,000	409,800	b	1	a(409,800 shares)
AMERICAN EXPRESS CO	COM	025816 10 9	3,358,000	95,000 C	b	1	a(95,000 shares)
AMERICAN EXPRESS CO	COM	025816 10 9	16,261,000	460,000 P	b	1	a(460,000 shares)
AMERICAN FINL GROUP INC OHIO	COM	025932 10 4	628,000	27,200	b	1	a(27,200 shares)
AMERICAN FINL HLDGS INC	COM	026075 10 1	548,000	18,328	b	1	a(18,328 shares)
AMERICAN GREETINGS CORP	CL A	026375 10 5	453,000	28,700	b	1	a(28,700 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	28,352,000	490,100	b	1	a(490,100 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	16,777,000	290,000 C	b	1	a(290,000 shares)
AMERICAN MGMT SYS INC	COM	027352 10 3	204,000	17,043	b	1	a(17,043 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	1,914,000	26,900	b	1	a(26,900 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	1,779,000	25,000 C	b	1	a(25,000 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	4,091,000	57,500 P	b	1	a(57,500 shares)
AMERICAN WTR WKS INC	COM	030411 10 2	1,137,000	25,000 C	b	1	a(25,000 shares)
AMERICREDIT CORP	COM	03060R 10 1	335,000	43,300	b	1	a(43,300 shares)
AMERISOURCE HEALTH CORP	NOTE 5.000%12/	03071P AD 4	12,184,000	9,500,000	b	1	a(9,500,000 shares)
AMERISOURCEBERGEN CORP	COM	03073E 10 5	1,858,000	34,211	b	1	a(34,211 shares)
AMERISOURCEBERGEN CORP	COM	03073E 10 5	380,000	7,000 C	b	1	a(7,000 shares)
AMERITRADE HLDG CORP NEW	COM	03074K 10 0	816,000	144,158	b	1	a(144,158 shares)
AMGEN INC	COM	031162 10 0	242,000	5,000	b	1	a(5,000 shares)
AMGEN INC	COM	031162 10 0	68,923,000	1,425,800 C	b	1	a(1,425,800 shares)
AMGEN INC	COM	031162 10 0	44,497,000	920,500 P	b	1	a(920,500 shares)
AMGEN INC	NOTE 3/	031162 AE 0	18,484,000	25,000,000	b	1	a(25,000,000 shares)
AMKOR TECHNOLOGY INC	COM	031652 10 0	485,000	101,840	b	1	a(101,840 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
AMSMOUTH BANCORPORATION	COM	032165 10 2	5,508,000	286,900	b	1	a(286,900 shares)
AMYLIN PHARMACEUTICALS INC	COM	032346 10 8	5,563,000	344,658	b	1	a(344,658 shares)
ANADARKO PETE CORP	COM	032511 10 7	3,353,000	70,000 c	b	1	a(70,000 shares)
ANADARKO PETE CORP	DBCV	032511 AP 2	6,131,000	10,000,000	b	1	a(10,000,000 shares)
ANALOG DEVICES INC	COM	032654 10 5	10,935,000	458,100	b	1	a(458,100 shares)
ANALOG DEVICES INC	NOTE 4.750%10/	032654 AD 7	1,648,000	1,650,000	b	1	a(1,650,000 shares)
ANAREN MICROWAVE INC	COM	032744 10 4	91,000	10,300	b	1	a(10,300 shares)
ANDRX GROUP	COM	034553 10 7	1,355,000	92,337	b	1	a(92,337 shares)
ANGELICA CORP	COM	034663 10 4	570,000	27,600	b	1	a(27,600 shares)
ANGIOTECH PHARMACEUTICALS IN	COM	034918 10 2	1,298,000	38,200	b	1	a(38,200 shares)
ANGIOTECH PHARMACEUTICALS IN	COM	034918 10 2	340,000	10,000 c	b	1	a(10,000 shares)
ANGLOGOLD LTD	SPONSORED ADR	035128 20 6	1,298,000	37,900	b	1	a(37,900 shares)
ANHEUSER BUSCH COS INC	COM	035229 10 3	2,817,000	58,200	b	1	a(58,200 shares)
ANIXTER INTL INC	COM	035290 10 5	233,000	10,000 P	b	1	a(10,000 shares)
ANN TAYLOR STORES CORP	COM	036115 10 3	4,349,000	213,000	b	1	a(213,000 shares)
ANTHEM INC	COM	03674B 10 4	1,767,000	28,089	b	1	a(28,089 shares)
ANTHEM INC	COM	03674B 10 4	7,265,000	115,500 c	b	1	a(115,500 shares)
ANTHEM INC	COM	03674B 10 4	3,460,000	55,000 P	b	1	a(55,000 shares)
APACHE CORP	COM	037411 10 5	8,532,000	149,710	b	1	a(149,710 shares)
APACHE CORP	COM	037411 10 5	1,140,000	20,000 c	b	1	a(20,000 shares)
APACHE CORP	COM	037411 10 5	2,565,000	45,000 P	b	1	a(45,000 shares)
APOLLO GROUP INC	COM UNV PHOENX	037604 20 4	443,000	12,373	b	1	a(12,373 shares)
APPLE COMPUTER INC	COM	037833 10 0	16,029,000	1,118,582	b	1	a(1,118,582 shares)
APPLE COMPUTER INC	COM	037833 10 0	1,576,000	110,000 c	b	1	a(110,000 shares)
APPLEBEES INTL INC	COM	037899 10 1	1,044,000	45,005	b	1	a(45,005 shares)
APRIA HEALTHCARE GROUP INC	COM	037933 10 8	3,398,000	152,800	b	1	a(152,800 shares)
APPLERA CORP	COM AP BIO GRP	038020 10 3	226,000	12,900	b	1	a(12,900 shares)
APPLERA CORP	COM CE GEN GRP	038020 20 2	2,927,000	306,520	b	1	a(306,520 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
APPLIED-MATLS INC	COM	038222 10 5	21,621,000	1,659,354	b	1	a(1,659,354 shares)
APPLIED MATLS INC	COM	038222 10 5	4,897,000	375,800 c	b	1	a(375,800 shares)
APPLIED MICRO CIRCUITS CORP	COM	03822W 10 9	2,111,000	572,200	b	1	a(572,200 shares)
ARAWARK CORP	CL B	038521 10 0	273,000	11,600	b	1	a(11,600 shares)
ARBITRON INC	COM	03875Q 10 8	503,000	15,000 P	b	1	a(15,000 shares)
ARCHER DANIELS MIDLAND CO	COM	039483 10 2	4,165,000	335,900	b	1	a(335,900 shares)
ARENA PHARMACEUTICALS INC	COM	040047 10 2	92,000	14,085	b	1	a(14,085 shares)
ARGOSY GAMING CO	COM	040228 10 8	568,000	30,000 c	b	1	a(30,000 shares)
ARIBA INC	COM	04033V 10 4	41,000	16,700	b	1	a(16,700 shares)
ARKANSAS BEST CORP DEL	COM	040790 10 7	584,000	22,470	b	1	a(22,470 shares)
ARMOR HOLDINGS INC	COM	042260 10 9	315,000	22,900	b	1	a(22,900 shares)
ARROW ELECTRS INC	2/ DBCV	042735 AY 6	10,835,000	24,500,000	b	1	a(24,500,000 shares)
ARTHROCARE CORP	COM	043136 10 0	203,000	20,616	b	1	a(20,616 shares)
ARVINMERITOR INC	COM	043353 10 1	1,739,000	104,300	b	1	a(104,300 shares)
ASPECT COMMUNICATIONS CORP	COM	04523Q 10 2	400,000	140,718	b	1	a(140,718 shares)
ASSOCIATED BANC CORP	COM	045487 10 5	348,000	10,240	b	1	a(10,240 shares)
ASTRAZENECA PLC	SPONSORED ADR	046353 10 8	9,130,000	260,200	b	1	a(260,200 shares)
AT RD INC	COM	04648K 10 5	109,000	26,500	b	1	a(26,500 shares)
ASYST TECHNOLOGY CORP	COM	04648X 10 7	397,000	54,081	b	1	a(54,081 shares)
ATLAS AIR WORLDWIDE HLDGS IN	COM	049164 10 6	269,000	178,300	b	1	a(178,300 shares)
ATRIX LABS INC	COM	04962L 10 1	483,000	31,462	b	1	a(31,462 shares)
ATWOOD OCEANICS INC	COM	050095 10 8	1,469,000	48,800	b	1	a(48,800 shares)
AUTODESK INC	COM	052769 10 6	473,000	33,107	b	1	a(33,107 shares)
AUTOLIV INC	COM	052800 10 9	306,000	14,600	b	1	a(14,600 shares)
AUTOMATIC DATA PROCESSING IN	COM	053015 10 3	15,009,000	382,400	b	1	a(382,400 shares)
AUTOMATIC DATA PROCESSING IN	COM	053015 10 3	5,083,000	129,500 c	b	1	a(129,500 shares)
AUTOMATIC DATA PROCESSING IN	COM	053015 10 3	1,590,000	40,500 P	b	1	a(40,500 shares)
AUTOZONE INC	COM	053332 10 2	12,124,000	171,600	b	1	a(171,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (note #3)
AUTOZONE INC	COM	053332 10 2	1,095,000	15,500 C	b	1	a(15,500 shares)
AVAYA INC	COM	053499 10 9	49,000	20,000 P	b	1	a(20,000 shares)
AVAYA INC	NOTE 10/	053499 AA 7	2,988,000	7,500,000	b	1	a(7,500,000 shares)
AVENTIS	SPONSORED ADR	053561 10 6	7,809,000	144,100	b	1	a(144,100 shares)
VERY DENNISON CORP	COM	053611 10 9	7,421,000	121,500	b	1	a(121,500 shares)
VERY DENNISON CORP	COM	053611 10 9	1,222,000	20,000 P	b	1	a(20,000 shares)
AVIALL INC NEW	COM	053668 10 2	161,000	20,000 C	b	1	a(20,000 shares)
AVOCENT CORP	COM	053893 10 3	925,000	41,618	b	1	a(41,618 shares)
AVON PRODS INC	COM	054303 10 2	269,000	5,000 P	b	1	a(5,000 shares)
AVON PRODS INC	NOTE 7/	054303 AP 7	10,988,000	20,000,000	b	1	a(20,000,000 shares)
BB&T CORP	COM	054937 10 7	1,687,000	45,600	b	1	a(45,600 shares)
B A S F A G	SPONSORED ADR	055262 50 5	963,000	25,200	b	1	a(25,200 shares)
BCE INC	COM	055348 10 9	4,296,000	237,700	b	1	a(237,700 shares)
BISYS GROUP INC	COM	055472 10 4	2,213,000	139,200	b	1	a(139,200 shares)
BJ SVCS CO	NOTE 0.395% 4/	055482 AF 0	8,181,000	10,000,000	b	1	a(10,000,000 shares)
BJS WHOLESALE CLUB INC	COM	05548J 10 6	183,000	10,000 C	b	1	a(10,000 shares)
BP PLC	SPONSORED ADR	055622 10 4	19,711,000	484,900	b	1	a(484,900 shares)
BT GROUP PLC	ADR	05577E 10 1	269,000	8,600	b	1	a(8,600 shares)
BT GROUP PLC	ADR	05577E 10 1	235,000	7,500 C	b	1	a(7,500 shares)
BMC SOFTWARE INC	COM	055921 10 0	4,214,000	246,300	b	1	a(246,300 shares)
BWAY CORP	COM	056039 10 0	605,000	30,600	b	1	a(30,600 shares)
BAKER HUGHES INC	COM	057224 10 7	4,693,000	145,800	b	1	a(145,800 shares)
BAKER HUGHES INC	COM	057224 10 7	966,000	30,000 C	b	1	a(30,000 shares)
BALL CORP	COM	058498 10 6	11,651,000	227,600	b	1	a(227,600 shares)
BALL CORP	COM	058498 10 6	2,815,000	55,000 C	b	1	a(55,000 shares)
BALL CORP	COM	058498 10 6	1,280,000	25,000 P	b	1	a(25,000 shares)
BALLARD PMR SYS INC	COM	05858H 10 4	5,876,000	530,403	b	1	a(530,403 shares)
BANK OF AMERICA CORPORATION	COM	060505 10 4	23,410,000	336,500	b	1	a(336,500 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
BANK OF AMERICA CORPORATION	COM	060505 10 4	31,327,000	450,300 C	b	1	a(450,300 shares)
BANK HAWAII CORP	COM	062540 10 9	1,520,000	50,000	b	1	a(50,000 shares)
BANK MONTREAL QUE	COM	063671 10 1	309,000	11,700	b	1	a(11,700 shares)
BANK NEW YORK INC	COM	064057 10 2	1,251,000	52,200	b	1	a(52,200 shares)
BANK NEW YORK INC	COM	064057 10 2	1,917,000	80,000 C	b	1	a(80,000 shares)
BANK NEW YORK INC	COM	064057 10 2	1,198,000	50,000 P	b	1	a(50,000 shares)
BANK ONE CORP	COM	06423A 10 3	15,099,000	413,100	b	1	a(413,100 shares)
BANK ONE CORP	COM	06423A 10 3	2,193,000	60,000 C	b	1	a(60,000 shares)
BANKNORTH GROUP INC NEW	COM	06646R 10 7	8,602,000	380,638	b	1	a(380,638 shares)
BANTA CORP	COM	066821 10 9	1,019,000	32,600	b	1	a(32,600 shares)
BARD C R INC	COM	067383 10 9	8,775,000	151,300	b	1	a(151,300 shares)
BARD C R INC	COM	067383 10 9	3,190,000	55,000 C	b	1	a(55,000 shares)
BARD C R INC	COM	067383 10 9	1,885,000	32,500 P	b	1	a(32,500 shares)
BARCLAYS PLC	ADR	06738E 20 4	378,000	15,300	b	1	a(15,300 shares)
BARNES & NOBLE INC	COM	067774 10 9	576,000	31,900	b	1	a(31,900 shares)
BARNES & NOBLE INC	COM	067774 10 9	452,000	25,000 C	b	1	a(25,000 shares)
BARRICK GOLD CORP	COM	067901 10 8	4,376,000	283,415	b	1	a(283,415 shares)
BARR LABS INC	COM	068306 10 9	8,220,000	126,286	b	1	a(126,286 shares)
BARR LABS INC	COM	068306 10 9	1,920,000	29,500 C	b	1	a(29,500 shares)
BARR LABS INC	COM	068306 10 9	976,000	15,000 P	b	1	a(15,000 shares)
BARRA INC	COM	068313 10 5	1,365,000	45,000 C	b	1	a(45,000 shares)
BAUSCH & LOMB INC	COM	071707 10 3	6,988,000	194,100	b	1	a(194,100 shares)
BAXTER INTL INC	COM	071813 10 9	3,072,000	109,700	b	1	a(109,700 shares)
BAXTER INTL INC	COM	071813 10 9	3,500,000	125,000 C	b	1	a(125,000 shares)
BAXTER INTL INC	DBC	071813 AR 0	4,991,000	5,000,000	b	1	a(5,000,000 shares)
BAY VIEW CAP CORP DEL	COM	07262L 10 1	306,000	53,200	b	1	a(53,200 shares)
BEACON POWER CORP	COM	073677 10 6	8,000	36,469	b	1	a(36,469 shares)
BEAR STEARNS COS INC	COM	073902 10 8	20,826,000	350,600	b	1	a(350,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
BEAR STEARNS COS INC	COM	073902 10 8	2,376,000	40,000 P	b	1	a(40,000 shares)
BEARINGPOINT INC	COM	074002 10 6	1,005,000	145,600	b	1	a(145,600 shares)
BEAZER HOMES USA INC	COM	07556Q 10 5	7,499,000	123,750	b	1	a(123,750 shares)
BEAZER HOMES USA INC	COM	07556Q 10 5	5,303,000	87,500 C	b	1	a(87,500 shares)
BECTON DICKINSON & CO	COM	075887 10 9	8,268,000	269,400	b	1	a(269,400 shares)
BELDEN INC	COM	077459 10 5	175,000	11,500	b	1	a(11,500 shares)
BELLSOUTH CORP	COM	079860 10 2	16,746,000	647,300	b	1	a(647,300 shares)
BELO CORP	COM SER A	080555 10 5	1,096,000	51,400	b	1	a(51,400 shares)
BEMIS INC	COM	081437 10 5	1,980,000	39,900	b	1	a(39,900 shares)
BEMIS INC	COM	081437 10 5	1,687,000	34,000 C	b	1	a(34,000 shares)
BEMIS INC	COM	081437 10 5	2,035,000	41,000 P	b	1	a(41,000 shares)
BERKLEY W R CORP	COM	084423 10 2	6,785,000	171,300	b	1	a(171,300 shares)
BERKLEY W R CORP	COM	084423 10 2	396,000	10,000 P	b	1	a(10,000 shares)
BEST BUY INC	COM	086516 10 1	278,000	11,500	b	1	a(11,500 shares)
BEST BUY INC	DBC 0.684% 6/	086516 AD 3	8,833,000	13,000,000	b	1	a(13,000,000 shares)
BIODIN INC	COM	090597 10 5	3,986,000	99,506	b	1	a(99,506 shares)
BIODIN INC	COM	090597 10 5	801,000	20,000 C	b	1	a(20,000 shares)
BIOMET INC	COM	090613 10 0	6,485,000	226,284	b	1	a(226,284 shares)
BIOMARIN PHARMACEUTICAL INC	COM	09061G 10 1	262,000	37,185	b	1	a(37,185 shares)
BIOMARIN PHARMACEUTICAL INC	COM	09061G 10 1	71,000	10,000 P	b	1	a(10,000 shares)
BIOPURE CORP	CL A	09065H 10 5	129,000	34,762	b	1	a(34,762 shares)
BIOVAIL CORP	COM	09067J 10 9	7,244,000	274,300	b	1	a(274,300 shares)
BIOSITE INC	COM	090945 10 6	209,000	6,138	b	1	a(6,138 shares)
BIOSITE INC	COM	090945 10 6	851,000	25,000 C	b	1	a(25,000 shares)
BLACK & DECKER CORP	COM	091797 10 0	9,337,000	217,700	b	1	a(217,700 shares)
BLACK BOX CORP DEL	COM	091826 10 7	1,344,000	30,000 C	b	1	a(30,000 shares)
BLACK HILLS CORP	COM	092113 10 9	427,000	16,100	b	1	a(16,100 shares)
BOB EVANS FARMS INC	COM	096761 10 1	323,000	13,820	b	1	a(13,820 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
BOEING CO	COM	097023 10 5	3,952,000	119,800	b	1	a(119,800 shares)
BOEING CO	COM	097023 10 5	7,588,000	230,000 C	b	1	a(230,000 shares)
BOISE CASCADE CORP	COM	097383 10 3	10,007,000	396,800	b	1	a(396,800 shares)
BORDERS GROUP INC	COM	099709 10 7	2,161,000	134,200	b	1	a(134,200 shares)
BORG WARNER INC	COM	099724 10 6	2,345,000	46,500	b	1	a(46,500 shares)
BORG WARNER INC	COM	099724 10 6	3,025,000	60,000 C	b	1	a(60,000 shares)
BOSTON COMMUNICATIONS GROUP	COM	100582 10 5	159,000	12,515	b	1	a(12,515 shares)
BOSTON SCIENTIFIC CORP	COM	101137 10 7	5,953,000	140,000	b	1	a(140,000 shares)
BRIGGS & STRATTON CORP	COM	109043 10 9	909,000	21,400	b	1	a(21,400 shares)
BRINKER INTL INC	DBCV	109641 AC 4	11,395,000	16,500,000	b	1	a(16,500,000 shares)
BRISTOL MYERS SQUIBB CO	COM	110122 10 8	377,000	16,300	b	1	a(16,300 shares)
BROADCOM CORP	CL A	111320 10 7	3,057,000	203,005	b	1	a(203,005 shares)
BROCADE COMMUNICATIONS SYS I	COM	111621 10 8	570,000	137,582	b	1	a(137,582 shares)
BROCADE COMMUNICATIONS SYS I	COM	111621 10 8	911,000	220,000 C	b	1	a(220,000 shares)
BROCADE COMMUNICATIONS SYS I	NOTE 2.000% 1/	111621 AB 4	1,761,000	2,500,000	b	1	a(2,500,000 shares)
BROOKFIELD PTYS CORP	COM	112900 10 5	3,235,000	178,500	b	1	a(178,500 shares)
BROOKLINE BANCORP INC DEL	COM	11373M 10 7	192,000	16,100	b	1	a(16,100 shares)
BROOK-PRI AUTOMATION INC	COM	11442E 10 2	1,846,000	161,059	b	1	a(161,059 shares)
BROWN FORMAN CORP	CL B	115637 20 9	1,078,000	16,500	b	1	a(16,500 shares)
BRUNSWICK CORP	COM	117043 10 9	2,397,000	120,700	b	1	a(120,700 shares)
BURLINGTON NORTHN SANTA FE C	COM	12189T 10 4	10,768,000	414,000	b	1	a(414,000 shares)
BURLINGTON RES INC	COM	122014 10 3	5,331,000	125,000	b	1	a(125,000 shares)
C&D TECHNOLOGIES INC	COM	124661 10 9	249,000	14,100	b	1	a(14,100 shares)
CBRL GROUP INC	COM	12489V 10 6	301,000	10,000 C	b	1	a(10,000 shares)
CBRL GROUP INC	COM	12489V 10 6	301,000	10,000 P	b	1	a(10,000 shares)
CDW COMPUTER CTRS INC	COM	125129 10 6	18,148,000	413,868	b	1	a(413,868 shares)
CH ENERGY GROUP INC	COM	12541M 10 2	280,000	6,000	b	1	a(6,000 shares)
CMGI INC	COM	125750 10 9	143,000	145,600	b	1	a(145,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CMS ENERGY CORP	COM	125896 10 0	1,909,000	202,200	b	1	a(202,200 shares)
CSK AUTO CORP	COM	125965 10 3	699,000	63,500	b	1	a(63,500 shares)
CNA FINL CORP	COM	126117 10 0	1,523,000	59,500	b	1	a(59,500 shares)
CNF TR I	TECONS SER A	12612V 20 5	7,508,000	151,300	b	1	a(151,300 shares)
CSX CORP	COM	126408 10 3	323,000	11,400	b	1	a(11,400 shares)
CVS CORP	COM	126650 10 0	4,699,000	188,200	b	1	a(188,200 shares)
CV THERAPEUTICS INC	COM	126667 10 4	5,349,000	293,583	b	1	a(293,583 shares)
CABLEVISION SYS CORP	CL A NY CABLV5	12686C 10 9	2,089,000	124,800	b	1	a(124,800 shares)
CABLEVISION SYS CORP	CL A NY CABLV5	12686C 10 9	644,000	38,500 c	b	1	a(38,500 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	1,619,000	34,306	b	1	a(34,306 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	4,248,000	90,000 c	b	1	a(90,000 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	1,888,000	40,000 P	b	1	a(40,000 shares)
CACI INTL INC	CL A	127190 30 4	3,086,000	86,600	b	1	a(86,600 shares)
CADBURY SCHWEPES PLC	ADR	127209 30 2	492,000	19,200	b	1	a(19,200 shares)
CALPINE CORP	COM	131347 10 6	2,706,000	830,000 c	b	1	a(830,000 shares)
CAMBREX CORP	COM	132011 10 7	1,118,000	37,000 c	b	1	a(37,000 shares)
CAMBREX CORP	COM	132011 10 7	302,000	10,000 P	b	1	a(10,000 shares)
CAMPBELL SOUP CO	COM	134429 10 9	6,684,000	284,800	b	1	a(284,800 shares)
CANADIAN NATL RY CO	COM	136375 10 2	11,287,000	272,700	b	1	a(272,700 shares)
CANADIAN NATL RY CO	COM	136375 10 2	414,000	10,000 c	b	1	a(10,000 shares)
CANADIAN PAC RY LTD	COM	13645T 10 0	1,357,000	68,900	b	1	a(68,900 shares)
CANON INC	ADR	138006 30 9	1,080,000	29,300	b	1	a(29,300 shares)
CAPITAL ONE FINL CORP	COM	14040H 10 5	969,000	32,600	b	1	a(32,600 shares)
CAPITAL ONE FINL CORP	COM	14040H 10 5	5,052,000	170,000 c	b	1	a(170,000 shares)
CAPSTONE TURBINE CORP	COM	14067D 10 2	18,000	20,000 c	b	1	a(20,000 shares)
CARDIAC SCIENCE INC	COM NEW	141410 20 9	59,000	26,700	b	1	a(26,700 shares)
CARDINAL HEALTH INC	COM	14149Y 10 8	30,625,000	517,400	b	1	a(517,400 shares)
CARDINAL HEALTH INC	COM	14149Y 10 8	7,665,000	129,500 c	b	1	a(129,500 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CARDINAL HEALTH INC	COM	14149V 10 8	1,953,000	33,000 P	b	1	a(33,000 shares)
CAREER EDUCATION CORP	COM	141665 10 9	1,012,000	25,300	b	1	a(25,300 shares)
CAREER EDUCATION CORP	COM	141665 10 9	920,000	23,000 C	b	1	a(23,000 shares)
CAREER EDUCATION CORP	COM	141665 10 9	2,280,000	57,000 P	b	1	a(57,000 shares)
CARLISLE COS INC	COM	142339 10 0	356,000	8,600	b	1	a(8,600 shares)
CARMAX INC	COM	143130 10 2	1,634,000	91,414	b	1	a(91,414 shares)
CARNIVAL CORP	NOTE	143658 AS 1	5,825,000	10,000,000	b	1	a(10,000,000 shares)
CATALINA MARKETING CORP	COM	148867 10 4	831,000	44,900	b	1	a(44,900 shares)
CATELLUS DEV CORP	COM	149111 10 6	1,550,000	78,100	b	1	a(78,100 shares)
CATERPILLAR INC DEL	COM	149123 10 1	18,613,000	407,100	b	1	a(407,100 shares)
CELL GENESYS INC	COM	150921 10 4	451,000	40,450	b	1	a(40,450 shares)
CELL THERAPEUTICS INC	COM	150934 10 7	249,000	34,277	b	1	a(34,277 shares)
CELGENE CORP	COM	151020 10 4	3,308,000	154,094	b	1	a(154,094 shares)
CEMEX S A	SPON ADR 5 ORD	151290 88 9	1,069,000	49,700	b	1	a(49,700 shares)
CENDANT CORP	COM	151313 10 3	2,306,000	220,000 C	b	1	a(220,000 shares)
CENDANT CORP	DBCV	151313 AH 6	43,560,000	44,000,000	b	1	a(44,000,000 shares)
CENTERPOINT ENERGY INC	COM	15189T 10 7	1,097,000	129,100	b	1	a(129,100 shares)
CENTEX CORP	COM	152312 10 4	6,330,000	126,100	b	1	a(126,100 shares)
CENTURYTEL INC	COM	156700 10 6	273,000	9,300	b	1	a(9,300 shares)
CEPHALON INC	COM	156708 10 9	7,174,000	147,400 C	b	1	a(147,400 shares)
CEPHEID	COM	15670R 10 7	217,000	42,504	b	1	a(42,504 shares)
CERTEGY INC	COM	156880 10 6	2,752,000	112,100	b	1	a(112,100 shares)
CERUS CORP	COM	157085 10 1	1,344,000	62,500 C	b	1	a(62,500 shares)
CHARTER ONE FINL INC	COM	160903 10 0	10,481,000	364,825	b	1	a(364,825 shares)
CHARTER COMMUNICATIONS INC D	CL A	16117M 10 7	94,000	80,000 C	b	1	a(80,000 shares)
CHARTERED SEMICONDUCTOR MFG	ADR	16133R 10 6	321,000	81,500	b	1	a(81,500 shares)
CHATTEM INC	COM	162456 10 7	1,040,000	50,612	b	1	a(50,612 shares)
CHATTEM INC	COM	162456 10 7	411,000	20,000 C	b	1	a(20,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CHECKFREE CORP NEW	COM	162813 10 9	1,021,000	63,782	b	1	a(63,782 shares)
CHESAPEAKE ENERGY CORP	COM	165167 10 7	9,971,000	1,288,300	b	1	a(1,288,300 shares)
CHEVRONTXACO CORP	COM	166764 10 0	346,000	5,200	b	1	a(5,200 shares)
CHEVRONTXACO CORP	COM	166764 10 0	2,659,000	40,000 C	b	1	a(40,000 shares)
CHICOS FAS INC	COM	168615 10 2	4,459,000	235,800	b	1	a(235,800 shares)
CHICOS FAS INC	COM	168615 10 2	567,000	30,000 C	b	1	a(30,000 shares)
CHINA MOBILE HONG KONG LTD	SPONSORED ADR	16941M 10 9	419,000	34,700	b	1	a(34,700 shares)
CHIQUITA BRANDS INTL INC	COM	170032 80 9	1,658,000	125,000	b	1	a(125,000 shares)
CHIRON CORP	COM	170040 10 9	4,888,000	130,000 C	b	1	a(130,000 shares)
CHITTENDEN CORP	COM	170228 10 0	245,000	9,600	b	1	a(9,600 shares)
CHOICEPOINT INC	COM	170388 10 2	264,000	6,674	b	1	a(6,674 shares)
CHOLESTECH CORP	COM	170393 10 2	115,000	16,500	b	1	a(16,500 shares)
CHRISTOPHER & BANKS CORP	COM	171046 10 5	208,000	10,000 C	b	1	a(10,000 shares)
CHRISTOPHER & BANKS CORP	COM	171046 10 5	311,000	15,000 P	b	1	a(15,000 shares)
CHUBB CORP	COM	171232 10 1	18,541,000	355,200	b	1	a(355,200 shares)
CIENA CORP	COM	171779 10 1	2,827,000	550,000 C	b	1	a(550,000 shares)
CIMAREX ENERGY CO	COM	171798 10 1	224,000	12,508	b	1	a(12,508 shares)
CINCINNATI FINL CORP	COM	172062 10 1	1,849,000	49,235	b	1	a(49,235 shares)
CIRCUIT CITY STORE INC	COM	172737 10 8	1,580,000	212,900	b	1	a(212,900 shares)
CISCO SYS INC	COM	17275R 10 2	739,000	56,450	b	1	a(56,450 shares)
CISCO SYS INC	COM	17275R 10 2	86,460,000	6,600,000 C	b	1	a(6,600,000 shares)
CINTAS CORP	COM	172908 10 5	9,584,000	209,491	b	1	a(209,491 shares)
CITIGROUP INC	COM	172967 10 1	869,000	24,700	b	1	a(24,700 shares)
CITIGROUP INC	COM	172967 10 1	70,732,000	2,010,000 C	b	1	a(2,010,000 shares)
CITIGROUP INC	COM	172967 10 1	8,094,000	230,000 P	b	1	a(230,000 shares)
CITIZENS COMMUNICATIONS CO	COM	174538 10 1	107,000	10,100	b	1	a(10,100 shares)
CITIZENS UTILS TR	PFD EPPICS CV	177351 20 2	7,145,000	150,800	b	1	a(150,800 shares)
CITRIX SYS INC	COM	177376 10 0	569,000	46,200	b	1	a(46,200 shares)

CONFIDENTIAL TREATMENT HAS BEEN REQUESTED

Page Total

236,451,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CITY NATL CORP	COM	178566 10 5	1,109,000	25,200	b	1	a(25,200 shares)
CITY NATL CORP	COM	178566 10 5	220,000	5,000 P	b	1	a(5,000 shares)
CLAIRES STORES INC	COM	179584 10 7	8,089,000	366,500	b	1	a(366,500 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	280,000	7,500	b	1	a(7,500 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	82,541,000	2,213,500 C	b	1	a(2,213,500 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	8,745,000	234,500 P	b	1	a(234,500 shares)
CLEARONE COMMUNICATIONS INC	COM	185060 10 0	93,000	21,004	b	1	a(21,004 shares)
CLOROX CO DEL	COM	189054 10 9	12,643,000	306,500	b	1	a(306,500 shares)
COACH INC	COM	189754 10 4	7,677,000	233,200	b	1	a(233,200 shares)
COACH INC	COM	189754 10 4	1,317,000	40,000 P	b	1	a(40,000 shares)
COCA COLA CO	COM	191216 10 0	7,612,000	173,700	b	1	a(173,700 shares)
COCA COLA CO	COM	191216 10 0	13,036,000	297,500 C	b	1	a(297,500 shares)
COCA COLA CO	COM	191216 10 0	16,564,000	378,000 P	b	1	a(378,000 shares)
COCA COLA ENTERPRISES INC	COM	191219 10 4	3,714,000	171,000	b	1	a(171,000 shares)
COGNEX CORP	COM	192422 10 3	1,422,000	77,133	b	1	a(77,133 shares)
COGNIZANT TECHNOLOGY Solutio	CL A	192446 10 2	6,533,000	90,454	b	1	a(90,454 shares)
COGNIZANT TECHNOLOGY Solutio	CL A	192446 10 2	6,645,000	92,000 C	b	1	a(92,000 shares)
COHERENT INC	COM	192479 10 3	1,041,000	52,159	b	1	a(52,159 shares)
COLE KENNETH PRODTNS INC	CL A	193294 10 5	434,000	21,400	b	1	a(21,400 shares)
COLGATE PALMOLIVE CO	COM	194162 10 3	1,772,000	33,800	b	1	a(33,800 shares)
COMCAST CORP NEW	CL A	20030N 10 1	4,654,000	197,472	b	1	a(197,472 shares)
COMCAST CORP NEW	CL A	20030N 10 1	15,768,000	669,000 C	b	1	a(669,000 shares)
COMCAST CORP NEW	CL A SPL	20030N 20 0	19,155,000	847,961	b	1	a(847,961 shares)
COMERICA INC	COM	200340 10 7	1,427,000	33,000 C	b	1	a(33,000 shares)
COMMERCE BANCORP INC NJ	COM	200519 10 6	4,781,000	110,700	b	1	a(110,700 shares)
COMMERCE BANCSHARES INC	COM	200525 10 3	1,706,000	43,424	b	1	a(43,424 shares)
COMMERCIAL FEDERAL CORPORATI	COM	201647 10 4	1,623,000	69,500	b	1	a(69,500 shares)
COMMONWEALTH TEL ENTERPRISES	COM	203349 10 5	3,362,000	93,800	b	1	a(93,800 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
COMMSCOPE INC	COM	203372 10 7	298,000	37,700	b	1	a(37,700 shares)
COMMUNITY HEALTH SYS INC NEW	COM	203668 10 8	346,000	16,800	b	1	a(16,800 shares)
COMMUNITY HEALTH SYS INC NEW	NOTE 4.250%10/	203668 AA 6	9,863,000	10,000,000	b	1	a(10,000,000 shares)
COMMUNITY FIRST BANKSHARES I	COM	203902 10 1	241,000	9,100	b	1	a(9,100 shares)
COMPANIA DE TELECOMUNICS CHI	SPON ADR NEW	204449 30 0	665,000	69,300	b	1	a(69,300 shares)
COMPASS BANCSHARES INC	COM	20449H 10 9	1,649,000	52,736	b	1	a(52,736 shares)
COMPUTER ASSOC INTL INC	COM	204912 10 9	470,000	34,800	b	1	a(34,800 shares)
COMPUTER SCIENCES CORP	COM	205363 10 4	5,068,000	147,100	b	1	a(147,100 shares)
COMPUTER SCIENCES CORP	COM	205363 10 4	6,029,000	175,000 C	b	1	a(175,000 shares)
COMPUTER SCIENCES CORP	COM	205363 10 4	2,412,000	70,000 P	b	1	a(70,000 shares)
CONAGRA FOODS INC	COM	205887 10 2	13,700,000	547,800	b	1	a(547,800 shares)
CONCEPTUS INC	COM	206016 10 7	404,000	33,699	b	1	a(33,699 shares)
CONE MLS CORP N C	COM	206814 10 5	121,000	70,300	b	1	a(70,300 shares)
CONEXANT SYSTEMS INC	COM	207142 10 0	372,000	230,770	b	1	a(230,770 shares)
CONNED CORP	COM	207410 10 1	239,000	12,200	b	1	a(12,200 shares)
CONNETICS CORP	COM	208192 10 4	136,000	11,327	b	1	a(11,327 shares)
CONOCOPHILLIPS	COM	20825C 10 4	12,978,000	268,200	b	1	a(268,200 shares)
CONOCOPHILLIPS	COM	20825C 10 4	1,065,000	22,000 C	b	1	a(22,000 shares)
CONTINENTAL ATRLs INC	CL B	210795 30 8	305,000	42,000	b	1	a(42,000 shares)
CONVERGYS CORP	COM	212485 10 6	2,415,000	159,400	b	1	a(159,400 shares)
COOPER CAMERON CORP	COM	216640 10 2	13,979,000	280,600	b	1	a(280,600 shares)
COOPER CAMERON CORP	COM	216640 10 2	498,000	10,000 P	b	1	a(10,000 shares)
COOPER COS INC	COM NEW	216648 40 2	1,103,000	44,100	b	1	a(44,100 shares)
COOPER TIRE & RUBR CO	COM	216831 10 7	1,750,000	114,100	b	1	a(114,100 shares)
COORS ADOLPH CO	CL B	217016 10 4	4,018,000	65,600	b	1	a(65,600 shares)
COORS ADOLPH CO	CL B	217016 10 4	1,531,000	25,000 C	b	1	a(25,000 shares)
COORS ADOLPH CO	CL B	217016 10 4	2,266,000	37,000 P	b	1	a(37,000 shares)
CORTIXA CORP	COM	21887F 10 0	820,000	128,400	b	1	a(128,400 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CORN PRODS INTL INC	COM	219023 10 8	708,000	23,500	b	1	a(23,500 shares)
CORN PRODS INTL INC	COM	219023 10 8	211,000	7,000 P	b	1	a(7,000 shares)
CORNING INC	COM	219350 10 5	99,000	30,000 C	b	1	a(30,000 shares)
CORPORATE EXECUTIVE BRD CO	COM	21988R 10 2	239,000	7,500 C	b	1	a(7,500 shares)
CORPORATE EXECUTIVE BRD CO	COM	21988R 10 2	239,000	7,500 P	b	1	a(7,500 shares)
CORVIS CORP	COM	221009 10 3	53,000	74,200	b	1	a(74,200 shares)
COST PLUS INC CALIF	COM	221485 10 5	505,000	17,600	b	1	a(17,600 shares)
COSTCO WHSL CORP NEW	COM	22160K 10 5	1,425,000	50,800	b	1	a(50,800 shares)
COSTCO WHSL CORP NEW	COM	22160K 10 5	1,403,000	50,000 C	b	1	a(50,000 shares)
COSTCO COMPANIES INC	NOTE	8/ 22160Q AC 6	6,942,000	9,900,000	b	1	a(9,900,000 shares)
COTT CORP QUE	COM	22163N 10 6	429,000	24,000	b	1	a(24,000 shares)
COVENTRY HEALTH CARE INC	COM	222862 10 4	7,284,000	250,900	b	1	a(250,900 shares)
COVENTRY HEALTH CARE INC	COM	222862 10 4	276,000	9,500 C	b	1	a(9,500 shares)
COX COMMUNICATIONS INC NEW	CL A	224044 10 7	5,819,000	204,900	b	1	a(204,900 shares)
COX COMMUNICATIONS INC NEW	CL A	224044 10 7	568,000	20,000 P	b	1	a(20,000 shares)
COX COMMUNICATIONS INC NEW	NOTE	0.348% 2/ 224044 BC 0	25,025,000	35,000,000	b	1	a(35,000,000 shares)
COX RADIO INC	CL A	224051 10 2	600,000	26,300	b	1	a(26,300 shares)
CRANE CO	COM	224399 10 5	239,000	12,000	b	1	a(12,000 shares)
CREDENCE SYS CORP	COM	225302 10 8	254,000	27,258	b	1	a(27,258 shares)
CREE INC	COM	225447 10 1	1,987,000	121,500 C	b	1	a(121,500 shares)
CROSS CTRY INC	COM	22748P 10 5	405,000	29,000 C	b	1	a(29,000 shares)
CROSS MEDIA MARKETING CORP	COM NEW	22754R 20 1	23,000	41,500	b	1	a(41,500 shares)
CROWN CORK & SEAL INC	COM	228255 10 5	797,000	100,300	b	1	a(100,300 shares)
CTI MOLECULAR IMAGING INC	COM	22943D 10 5	242,000	9,800	b	1	a(9,800 shares)
CUMULUS MEDIA INC	CL A	231082 10 8	696,000	46,798	b	1	a(46,798 shares)
CYBERONICS INC	COM	23251P 10 2	465,000	25,270	b	1	a(25,270 shares)
CYGNUS INC	COM	232560 10 2	191,000	289,100	b	1	a(289,100 shares)
CYTEC INDS INC	COM	232820 10 0	246,000	9,000 C	b	1	a(9,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (note #3)
CYTEC INDS INC	COM	232820 10 0	327,000	12,000 P	b	1	a(12,000 shares)
D & K HEALTHCARE RES INC	COM	232861 10 4	154,000	15,024	b	1	a(15,024 shares)
CYTYC CORP	COM	232946 10 3	4,159,000	407,734	b	1	a(407,734 shares)
DPL INC	COM	233293 10 9	1,339,000	87,300	b	1	a(87,300 shares)
DQE INC	COM	233293 10 4	2,035,000	133,500	b	1	a(133,500 shares)
DRS TECHNOLOGIES INC	COM	23330X 10 0	5,755,000	183,700	b	1	a(183,700 shares)
D R HORTON INC	COM	23331A 10 9	6,137,000	353,721	b	1	a(353,721 shares)
DST SYS INC DEL	COM	233326 10 7	2,069,000	58,200	b	1	a(58,200 shares)
DSP GROUP INC	COM	23332B 10 6	1,698,000	107,345	b	1	a(107,345 shares)
DAN RIV INC GA	CL A	235774 10 6	43,000	15,500	b	1	a(15,500 shares)
DANA CORP	COM	235811 10 6	3,958,000	336,600	b	1	a(336,600 shares)
DANAHER CORP DEL	COM	235851 10 2	1,051,000	16,000 C	b	1	a(16,000 shares)
DAVE & BUSTERS INC	COM	23833N 10 4	776,000	89,700	b	1	a(89,700 shares)
DECODE GENETICS INC	COM	243586 10 4	29,000	15,801	b	1	a(15,801 shares)
DEERE & CO	COM	244199 10 5	8,716,000	190,100	b	1	a(190,100 shares)
DEL MONTE FOODS CO	COM	24522P 10 3	3,225,000	418,825	b	1	a(418,825 shares)
DELL COMPUTER CORP	COM	247025 10 9	340,000	12,700	b	1	a(12,700 shares)
DELL COMPUTER CORP	COM	247025 10 9	15,857,000	593,000 C	b	1	a(593,000 shares)
DELPHI CORP	COM	247126 10 5	858,000	106,600	b	1	a(106,600 shares)
DELPHI FINL GROUP INC	CL A	247131 10 5	285,000	7,500	b	1	a(7,500 shares)
DELTA AIR LINES INC DEL	COM	247361 10 8	6,774,000	559,800	b	1	a(559,800 shares)
DELUXE CORP	COM	248019 10 1	4,319,000	102,600	b	1	a(102,600 shares)
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566 10 5	431,000	33,900	b	1	a(33,900 shares)
DEVON ENERGY CORP NEW	COM	25179M 10 3	12,352,000	269,100	b	1	a(269,100 shares)
DEVON ENERGY CORP NEW	COM	25179M 10 3	2,295,000	50,000 C	b	1	a(50,000 shares)
DIAGEO P L C	SPON ADR NEW	25243Q 20 5	5,827,000	133,040	b	1	a(133,040 shares)
DIAGNOSTIC PRODS CORP	COM	252450 10 1	641,000	16,600	b	1	a(16,600 shares)
DIAL CORP NEW	COM	25247D 10 1	1,522,000	74,700	b	1	a(74,700 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
DIAMOND OFFSHORE DRILLING IN	COM	25271C 10 2	9,430,000	431,600	b	1	a(431,600 shares)
DISNEY WALT CO	COM DISNEY	254687 10 6	10,140,000	621,700	b	1	a(621,700 shares)
DOCUMENTUM INC	COM	256159 10 4	1,179,000	75,291	b	1	a(75,291 shares)
DOLE FOOD INC	COM	256605 10 6	12,367,000	379,600	b	1	a(379,600 shares)
DOLLAR GEN CORP	COM	256669 10 2	168,000	14,100	b	1	a(14,100 shares)
DOLLAR TREE STORES INC	COM	256747 10 6	4,914,000	199,991	b	1	a(199,991 shares)
DONNELLEY R R & SONS CO	COM	257867 10 1	5,906,000	271,300	b	1	a(271,300 shares)
DOUBLECLICK INC	COM	258609 30 4	1,310,000	231,421	b	1	a(231,421 shares)
DOVER CORP	COM	260003 10 8	3,983,000	136,600	b	1	a(136,600 shares)
DOW CHEM CO	COM	260343 10 3	8,637,000	290,800	b	1	a(290,800 shares)
DOW JONES & CO INC	COM	260561 10 5	471,000	10,900	b	1	a(10,900 shares)
DOW JONES & CO INC	COM	260561 10 5	865,000	20,000 P	b	1	a(20,000 shares)
DRESS BARN INC	COM	261570 10 5	1,295,000	97,406	b	1	a(97,406 shares)
DREYERS GRAND ICE CREAM INC	COM	261878 10 2	1,114,000	15,700	b	1	a(15,700 shares)
DU PONT E I DE NEWMOURS & CO	COM	263534 10 9	7,301,000	172,200	b	1	a(172,200 shares)
DUKE ENERGY CORP	COM	264399 10 6	12,795,000	654,800	b	1	a(654,800 shares)
DYNEGY INC NEW	CL A	26816Q 10 1	85,000	71,900	b	1	a(71,900 shares)
E M C CORP MASS	COM	268648 10 2	66,000	10,800	b	1	a(10,800 shares)
E M C CORP MASS	COM	268648 10 2	9,763,000	1,590,000 c	b	1	a(1,590,000 shares)
ENSCO INTL INC	COM	26874Q 10 0	839,000	28,500	b	1	a(28,500 shares)
ENI S P A	SPONSORED ADR	26874R 10 8	973,000	12,400	b	1	a(12,400 shares)
EOG RES INC	COM	26875P 10 1	8,040,000	201,400	b	1	a(201,400 shares)
E ON AG	SPONSORED ADR	268780 10 3	205,000	5,000	b	1	a(5,000 shares)
E PIPHANY INC	COM	26881V 10 0	535,000	128,281	b	1	a(128,281 shares)
E TRADE GROUP INC	COM	269246 10 4	1,600,000	329,200	b	1	a(329,200 shares)
EARTHLINK INC	COM	270321 10 2	213,000	39,000	b	1	a(39,000 shares)
EARTHLINK INC	COM	270321 10 2	218,000	40,000 c	b	1	a(40,000 shares)
EAST WEST BANCORP INC	COM	27579R 10 4	722,000	20,000 c	b	1	a(20,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
EASTMAN KODAK CO	COM	277461 10 9	10,589,000	302,200	b	1	a(302,200 shares)
EASTMAN KODAK CO	COM	277461 10 9	2,803,000	80,000 c	b	1	a(80,000 shares)
EBAY INC	COM	278642 10 3	21,160,000	312,000 c	b	1	a(312,000 shares)
ECHELON CORP	COM	27874N 10 5	314,000	27,979	b	1	a(27,979 shares)
ECHOSTAR COMMUNICATIONS NEW	CL A	278762 10 9	354,000	15,900	b	1	a(15,900 shares)
ECHOSTAR COMMUNICATIONS NEW	CL A	278762 10 9	2,504,000	112,500 c	b	1	a(112,500 shares)
ECOLAB INC	COM	278865 10 0	4,633,000	93,600	b	1	a(93,600 shares)
EDWARDS AG INC	COM	281760 10 8	2,696,000	81,800	b	1	a(81,800 shares)
EDWARDS AG INC	COM	281760 10 8	1,978,000	60,000 c	b	1	a(60,000 shares)
EDWARDS LIFESCIENCES CORP	COM	28176E 10 8	573,000	22,500	b	1	a(22,500 shares)
EL PASO CORP	COM	28336L 10 9	933,000	134,000	b	1	a(134,000 shares)
ELECTRIC FUEL CORP	COM	284871 10 0	8,000	12,900	b	1	a(12,900 shares)
ELECTRO SCIENTIFIC INDS	COM	285229 10 0	313,000	15,665	b	1	a(15,665 shares)
ELECTROGLAS INC	COM	285324 10 9	49,000	31,700	b	1	a(31,700 shares)
ELECTRONIC ARTS INC	COM	285512 10 9	13,201,000	265,245	b	1	a(265,245 shares)
ELECTRONIC ARTS INC	COM	285512 10 9	1,493,000	30,000 c	b	1	a(30,000 shares)
ELECTRONIC DATA SYS NEW	COM	285661 10 4	1,474,000	80,000 c	b	1	a(80,000 shares)
ELECTRONIC DATA SYS NEW	NOTE	285661 AB 0	3,813,000	5,000,000	b	1	a(5,000,000 shares)
ELECTRONICS FOR IMAGING INC	COM	286082 10 2	677,000	41,640	b	1	a(41,640 shares)
ELECTRONICS FOR IMAGING INC	COM	286082 10 2	293,000	18,000 c	b	1	a(18,000 shares)
EMCORE CORP	COM	290846 10 4	33,000	15,100	b	1	a(15,100 shares)
EMCOR GROUP INC	COM	29084Q 10 0	5,195,000	98,000 c	b	1	a(98,000 shares)
EMERSON ELEC CO	COM	291011 10 4	3,504,000	68,900	b	1	a(68,900 shares)
EMERSON ELEC CO	COM	291011 10 4	3,814,000	75,000 c	b	1	a(75,000 shares)
EMERSON ELEC CO	COM	291011 10 4	2,543,000	50,000 P	b	1	a(50,000 shares)
EMISPHERE TECHNOLOGIES INC	COM	291345 10 6	246,000	70,667	b	1	a(70,667 shares)
EMMIS COMMUNICATIONS CORP	CL A	291525 10 3	5,278,000	253,392	b	1	a(253,392 shares)
EMULEX CORP	COM NEW	292475 20 9	3,443,000	185,600	b	1	a(185,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (note #3)
ENCANA CORP	COM	292505 10 4	269,000	8,700	b	1	a(8,700 shares)
ENDO PHARMACEUTICALS HLDGS I	COM	29264F 20 5	192,000	24,900	b	1	a(24,900 shares)
ENDOCARE INC	COM	29264P 10 4	245,000	71,365	b	1	a(71,365 shares)
ENERGY EAST CORP	COM	29266M 10 9	1,816,000	82,200	b	1	a(82,200 shares)
ENGELHARD CORP	COM	292845 10 4	1,949,000	87,200	b	1	a(87,200 shares)
ENGINEERED SUPPORT SYS INC	COM	292866 10 0	2,278,000	62,150	b	1	a(62,150 shares)
ENGINEERED SUPPORT SYS INC	COM	292866 10 0	917,000	25,000 c	b	1	a(25,000 shares)
ENGINEERED SUPPORT SYS INC	COM	292866 10 0	513,000	14,000 P	b	1	a(14,000 shares)
ENPRO INDS INC	COM	29355X 10 7	218,000	54,580	b	1	a(54,580 shares)
ENTERASYS NETWORKS INC	COM	293637 10 4	678,000	434,800	b	1	a(434,800 shares)
ENTREMED INC	COM	29382F 10 3	35,000	41,200	b	1	a(41,200 shares)
ENZON PHARMACEUTICALS INC	COM	293904 10 8	5,777,000	345,498	b	1	a(345,498 shares)
ENZO BIOCHEM INC	COM	294100 10 2	765,000	54,635	b	1	a(54,635 shares)
EPRESENCE INC	COM	294348 10 7	133,000	68,400	b	1	a(68,400 shares)
EQUANT N V	NY REG SHS	294409 10 7	43,000	10,600	b	1	a(10,600 shares)
EQUIFAX INC	COM	294429 10 5	1,546,000	66,800	b	1	a(66,800 shares)
ERICSSON L M TEL CO	ADR B SEK 10	294821 60 8	158,000	23,460	b	1	a(23,460 shares)
ETHAN ALLEN INTERIORS INC	COM	297602 10 4	1,399,000	40,700	b	1	a(40,700 shares)
EVERGREEN RES INC	COM NO PAR	299900 30 8	287,000	6,400	b	1	a(6,400 shares)
EXACT SCIENCES CORP	COM	30063P 10 5	156,000	14,381	b	1	a(14,381 shares)
EXELON CORP	COM	30161N 10 1	7,567,000	143,400	b	1	a(143,400 shares)
EXPEDIA INC	CL A	302125 10 9	10,602,000	158,398	b	1	a(158,398 shares)
EXPEDIA INC	CL A	302125 10 9	19,182,000	286,600 c	b	1	a(286,600 shares)
EXPEDIA INC	CL A	302125 10 9	5,963,000	89,100 P	b	1	a(89,100 shares)
EXPRESS SCRIPTS INC	COM	302182 10 0	1,537,000	32,000 c	b	1	a(32,000 shares)
EXTENDED STAY AMER INC	COM	30224P 10 1	235,000	15,900	b	1	a(15,900 shares)
EXTREME NETWORKS INC	COM	30226D 10 6	1,466,000	448,360	b	1	a(448,360 shares)
EXXON MOBIL CORP	COM	30231G 10 2	1,153,000	33,000	b	1	a(33,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
EXXON MOBIL CORP	COM	30231G 10 2	14,325,000	410,000 C	b	1	a(410,000 shares)
EXXON MOBIL CORP	COM	30231G 10 2	9,084,000	260,000 P	b	1	a(260,000 shares)
FEI CO	COM	30241L 10 9	752,000	49,165	b	1	a(49,165 shares)
FLIR SYS INC	COM	302445 10 1	1,464,000	30,000 C	b	1	a(30,000 shares)
FLIR SYS INC	COM	302445 10 1	488,000	10,000 P	b	1	a(10,000 shares)
F M C CORP	COM NEW	302491 30 3	5,445,000	199,300	b	1	a(199,300 shares)
FMC TECHNOLOGIES INC	COM	30249U 10 1	2,400,000	117,491	b	1	a(117,491 shares)
FTI CONSULTING INC	COM	302941 10 9	679,000	16,900	b	1	a(16,900 shares)
FAIR ISAAC & CO INC	COM	303250 10 4	1,663,000	38,935	b	1	a(38,935 shares)
FAIR ISAAC & CO INC	COM	303250 10 4	427,000	10,000 C	b	1	a(10,000 shares)
FAIR ISAAC & CO INC	COM	303250 10 4	1,708,000	40,000 P	b	1	a(40,000 shares)
FAIRCHILD SEMICONDUCTOR INTL	CL A	303726 10 3	292,000	27,300	b	1	a(27,300 shares)
FALCONSTOR SOFTWARE INC	COM	306137 10 0	50,000	12,900	b	1	a(12,900 shares)
FAMILY DLR STORES INC	COM	307000 10 9	8,486,000	271,900	b	1	a(271,900 shares)
FEDERAL HOME LN MTG CORP	COM	313400 30 1	201,000	3,400	b	1	a(3,400 shares)
FEDERAL NATL MTG ASSN	COM	313586 10 9	1,287,000	20,000	b	1	a(20,000 shares)
FEDERAL NATL MTG ASSN	COM	313586 10 9	10,936,000	170,000 C	b	1	a(170,000 shares)
FEDERAL SIGNAL CORP	COM	313855 10 8	528,000	27,200	b	1	a(27,200 shares)
FEDERATED DEPT STORES INC DE	COM	31410H 10 1	22,703,000	789,400	b	1	a(789,400 shares)
FEDERATED INVS INC PA	CL B	314211 10 3	723,000	28,500	b	1	a(28,500 shares)
FEDEX CORP	COM	31428X 10 6	14,390,000	265,400	b	1	a(265,400 shares)
FEDEX CORP	COM	31428X 10 6	4,338,000	80,000 C	b	1	a(80,000 shares)
FEDEX CORP	COM	31428X 10 6	10,248,000	189,000 P	b	1	a(189,000 shares)
FERRO CORP	COM	315405 10 0	550,000	22,500	b	1	a(22,500 shares)
FERRO CORP	COM	315405 10 0	244,000	10,000 C	b	1	a(10,000 shares)
F5 NETWORKS INC	COM	315616 10 2	284,000	26,400	b	1	a(26,400 shares)
FIDELITY NATIONAL SOLTNS INC	COM	31620P 10 9	348,000	20,167	b	1	a(20,167 shares)
FIDELITY NATL FINL INC	COM	316326 10 7	1,202,000	36,600	b	1	a(36,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
FILENET CORP	COM	316869 10 6	245,000	20,075	b	1	a(20,075 shares)
FIRST AMERN CORP CALIF	COM	318522 30 7	799,000	36,000	b	1	a(36,000 shares)
FIRST BANCORP P R	COM	318672 10 2	253,000	11,200	b	1	a(11,200 shares)
FIRST REP BK SAN FRANCISCO	COM	336158 10 0	306,000	15,300	b	1	a(15,300 shares)
FIRST TENN NATL CORP	COM	337162 10 1	589,000	16,400	b	1	a(16,400 shares)
FIRST VA BANKS INC	COM	337477 10 3	2,089,000	56,100	b	1	a(56,100 shares)
FIRSTMERIT CORP	COM	337915 10 2	734,000	33,900	b	1	a(33,900 shares)
FIRSTENERGY CORP	COM	337932 10 7	1,246,000	37,800	b	1	a(37,800 shares)
FISHER SCIENTIFIC INTL INC	COM NEW	338032 20 4	5,598,000	186,100	b	1	a(186,100 shares)
FLEETBOSTON FINL CORP	COM	339030 10 8	6,777,000	278,900	b	1	a(278,900 shares)
FLEMING COS INC	COM	339130 10 6	158,000	24,100	b	1	a(24,100 shares)
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419 10 6	2,152,000	59,100	b	1	a(59,100 shares)
FOOTSTAR INC	COM	344912 10 0	70,000	10,000 c	b	1	a(10,000 shares)
FOREST LABS INC	COM	345838 10 6	7,779,000	79,200	b	1	a(79,200 shares)
FOREST LABS INC	COM	345838 10 6	7,367,000	75,000 P	b	1	a(75,000 shares)
FOREST OIL CORP	COM PAR \$0.01	346091 70 5	965,000	34,900	b	1	a(34,900 shares)
FORTUNE BRANDS INC	COM	349631 10 1	651,000	14,000 c	b	1	a(14,000 shares)
FOUNDRY NETWORKS INC	COM	35063R 10 0	2,860,000	406,249	b	1	a(406,249 shares)
4 KIDS ENTMT INC	COM	350865 10 1	2,773,000	125,600	b	1	a(125,600 shares)
FOUR SEASONS HOTEL INC	LTD VTG SH	35100E 10 4	1,025,000	36,400	b	1	a(36,400 shares)
FRANCE TELECOM	SPONSORED ADR	35177Q 10 5	332,000	18,700	b	1	a(18,700 shares)
FRANKLIN RES INC	COM	354613 10 1	10,077,000	295,700	b	1	a(295,700 shares)
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358433 10 0	449,000	48,000	b	1	a(48,000 shares)
FULLER H B CO	COM	359694 10 6	409,000	15,800	b	1	a(15,800 shares)
FULTON FINL CORP PA	COM	360271 10 0	388,000	21,950	b	1	a(21,950 shares)
FURNITURE BRANDS INTL INC	COM	360921 10 0	6,337,000	265,700	b	1	a(265,700 shares)
GATX CORP	COM	361448 10 3	3,238,000	141,900	b	1	a(141,900 shares)
GALLAGHER ARTHUR J & CO	COM	363576 10 9	588,000	20,000	b	1	a(20,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
GANNETT INC	COM	364730 10 1	7,647,000	106,500	b	1	a(106,500 shares)
GANNETT INC	COM	364730 10 1	1,436,000	20,000 C	b	1	a(20,000 shares)
GANNETT INC	COM	364730 10 1	3,195,000	44,500 P	b	1	a(44,500 shares)
GAP INC DEL	COM	364760 10 8	6,633,000	427,400	b	1	a(427,400 shares)
GART SPORTS CO	COM	366630 10 1	194,000	10,000 C	b	1	a(10,000 shares)
GEMSTAR-TV GUIDE INTL INC	COM	36866W 10 6	1,572,000	483,700	b	1	a(483,700 shares)
GENE LOGIC INC	COM	368689 10 5	117,000	18,536	b	1	a(18,536 shares)
GENENTECH INC	COM NEW	368710 40 6	10,028,000	302,400	b	1	a(302,400 shares)
GENERAL DYNAMICS CORP	COM	369550 10 8	26,137,000	329,300	b	1	a(329,300 shares)
GENERAL DYNAMICS CORP	COM	369550 10 8	13,652,000	172,000 C	b	1	a(172,000 shares)
GENERAL DYNAMICS CORP	COM	369550 10 8	24,454,000	308,100 P	b	1	a(308,100 shares)
GENERAL ELEC CO	COM	369604 10 3	8,152,000	334,800	b	1	a(334,800 shares)
GENERAL ELEC CO	COM	369604 10 3	52,158,000	2,142,000 C	b	1	a(2,142,000 shares)
GENERAL ELEC CO	COM	369604 10 3	3,653,000	150,000 P	b	1	a(150,000 shares)
GENERAL MLS INC	COM	370334 10 4	2,348,000	50,000 C	b	1	a(50,000 shares)
GENERAL MLS INC	COM	370334 10 4	4,812,000	102,500 P	b	1	a(102,500 shares)
GENERAL MTRS CORP	CL H NEW	370442 83 2	3,204,000	299,400	b	1	a(299,400 shares)
GENERAL MTRS CORP	COM	370442 10 5	12,532,000	340,000 C	b	1	a(340,000 shares)
GENERAL MTRS CORP	DEB SR CONV A	370442 74 1	4,139,000	1,110,000	b	1	a(1,110,000 shares)
GENERAL SEMICONDUCTOR INC	NOTE 5.750%12/	370787 AB 9	6,053,000	6,500,000	b	1	a(6,500,000 shares)
GENESEE & WYO INC	CL A	371559 10 5	297,000	14,600	b	1	a(14,600 shares)
GENTEX CORP	COM	371901 10 9	633,000	20,000 C	b	1	a(20,000 shares)
GENTA INC	COM NEW	37245M 20 7	584,000	75,930	b	1	a(75,930 shares)
GENUINE PARTS CO	COM	372460 10 5	554,000	18,000	b	1	a(18,000 shares)
GENZYME CORP	COM GENL DIV	372917 10 4	1,745,000	59,000	b	1	a(59,000 shares)
GENZYME CORP	COM GENL DIV	372917 10 4	1,183,000	40,000 C	b	1	a(40,000 shares)
GEORGIA PAC CORP	COM	373298 10 8	8,006,000	495,400	b	1	a(495,400 shares)
GERON CORP	COM	374163 10 3	37,000	10,200	b	1	a(10,200 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
GETTY IMAGES INC	COM	374276 10 3	917,000	30,000 C	b	1	a(30,000 shares)
GILEAD SCIENCES INC	COM	375558 10 3	12,993,000	382,154	b	1	a(382,154 shares)
GILEAD SCIENCES INC	NOTE 5.000%12/	375558 A8 9	8,377,000	5,500,000	b	1	a(5,500,000 shares)
GILLETTE CO	COM	375766 10 2	1,494,000	49,200	b	1	a(49,200 shares)
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W 10 5	20,933,000	558,800	b	1	a(558,800 shares)
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W 10 5	1,686,000	45,000 C	b	1	a(45,000 shares)
GLOBAL IMAGING SYSTEMS	COM	37934A 10 0	4,411,000	240,000 C	b	1	a(240,000 shares)
GLOBAL PMTS INC	COM	37940X 10 2	230,000	7,200	b	1	a(7,200 shares)
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	34,751,000	510,300	b	1	a(510,300 shares)
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	23,154,000	340,000 C	b	1	a(340,000 shares)
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	3,405,000	50,000 P	b	1	a(50,000 shares)
GOODRICH CORP	COM	382388 10 6	12,811,000	699,300	b	1	a(699,300 shares)
GOODYEAR TIRE & RUBR CO	COM	382550 10 1	5,823,000	855,000	b	1	a(855,000 shares)
GRACO INC	COM	384109 10 4	478,000	16,700	b	1	a(16,700 shares)
GRAINGER W W INC	COM	384802 10 4	1,170,000	22,700	b	1	a(22,700 shares)
GRAINGER W W INC	COM	384802 10 4	412,000	8,000 C	b	1	a(8,000 shares)
GRAINGER W W INC	COM	384802 10 4	773,000	15,000 P	b	1	a(15,000 shares)
GREAT LAKES CHEM CORP	COM	390568 10 3	1,638,000	68,600	b	1	a(68,600 shares)
GREAT PLAINS ENERGY INC	COM	391164 10 0	8,301,000	362,800	b	1	a(362,800 shares)
GREENPOINT FINL CORP	COM	395384 10 0	7,333,000	162,300	b	1	a(162,300 shares)
GREENPOINT FINL CORP	COM	395384 10 0	994,000	22,000 C	b	1	a(22,000 shares)
GREENPOINT FINL CORP	COM	395384 10 0	904,000	20,000 P	b	1	a(20,000 shares)
GREY WOLF INC	COM	397888 10 8	170,000	42,600	b	1	a(42,600 shares)
GROUP 1 AUTOMOTIVE INC	COM	398905 10 9	1,361,000	57,000 C	b	1	a(57,000 shares)
GROUPE DANONE	SPONSORED ADR	399449 10 7	1,031,000	38,600	b	1	a(38,600 shares)
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	400493 20 6	2,966,000	106,200	b	1	a(106,200 shares)
GRUPO IUSACELL S A DE C V NE	SPON ADR V	400508 10 0	12,000	20,600	b	1	a(20,600 shares)
GUCCI GROUP N V	COM NY REG	401566 10 4	5,414,000	59,100	b	1	a(59,100 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
GUCCI GROUP N V	COM NY REG	401566 10 4	3,664,000	40,000 C	b	1	a(40,000 shares)
GUCCI GROUP N V	COM NY REG	401566 10 4	916,000	10,000 P	b	1	a(10,000 shares)
GUIDANT CORP	COM	401698 10 5	617,000	20,000 C	b	1	a(20,000 shares)
GYMBOREE CORP	COM	403777 10 5	628,000	39,603	b	1	a(39,603 shares)
HCA INC	COM	404119 10 9	2,158,000	52,000	b	1	a(52,000 shares)
HCA INC	COM	404119 10 9	2,075,000	50,000 P	b	1	a(50,000 shares)
HSBC HLDGS PLC	SPON ADR NEW	404280 40 6	9,600,000	174,600	b	1	a(174,600 shares)
HAEMONETICS CORP	COM	405024 10 0	594,000	27,700	b	1	a(27,700 shares)
HALLIBURTON CO	COM	406216 10 1	21,608,000	1,154,900	b	1	a(1,154,900 shares)
HANCOCK JOHN FINL SVCS INC	COM	410145 10 6	6,861,000	245,900	b	1	a(245,900 shares)
HANCOCK JOHN FINL SVCS INC	COM	410145 10 6	1,535,000	55,000 C	b	1	a(55,000 shares)
HANDSPRING INC	COM	410293 10 4	32,000	34,000	b	1	a(34,000 shares)
HANGER ORTHOPEDIC GROUP INC	COM NEW	41043F 20 8	368,000	28,000	b	1	a(28,000 shares)
HANOVER COMPRESSOR CO	COM	410768 10 5	1,559,000	169,800	b	1	a(169,800 shares)
HARLEY DAVIDSON INC	COM	412822 10 8	16,748,000	362,500	b	1	a(362,500 shares)
HARMAN INTL INDS INC	COM	413086 10 9	3,897,000	65,500 C	b	1	a(65,500 shares)
HARMAN INTL INDS INC	COM	413086 10 9	2,469,000	41,500 P	b	1	a(41,500 shares)
HARMONY GOLD MNG LTD	SPONSORED ADR	413216 30 0	361,000	21,500	b	1	a(21,500 shares)
HARRAIS ENTMT INC	COM	413619 10 7	25,518,000	644,400	b	1	a(644,400 shares)
HARRAIS ENTMT INC	COM	413619 10 7	1,188,000	30,000 C	b	1	a(30,000 shares)
HARRIS CORP DEL	COM	413875 10 5	2,378,000	90,400	b	1	a(90,400 shares)
HARSCO CORP	COM	415864 10 7	1,119,000	35,100	b	1	a(35,100 shares)
HARTE-HANKS INC	COM	416196 10 3	846,000	45,300	b	1	a(45,300 shares)
HARTFORD FINL SVCS GROUP INC	COM	416515 10 4	19,562,000	430,600	b	1	a(430,600 shares)
HAWAIIAN ELEC INDUSTRIES	COM	419870 10 0	2,115,000	48,100	b	1	a(48,100 shares)
HEALTHSOUTH CORP	COM	421924 10 1	60,000	14,200	b	1	a(14,200 shares)
HEALTH NET INC	COM	42222G 10 8	2,468,000	93,500	b	1	a(93,500 shares)
HEINZ H J CO	COM	423074 10 3	18,690,000	568,600	b	1	a(568,600 shares)

CONFIDENTIAL TREATMENT HAS BEEN REQUESTED

Page Total

149,634,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
HELLENIC TELECOM ORGANIZATN	SPONSORED ADR	423325 30 7	78,000	14,600	b	1	a(14,600 shares)
HELMERICH & PAYNE INC	COM	423452 10 1	3,718,000	133,200	b	1	a(133,200 shares)
HERCULES INC	COM	427056 10 6	1,191,000	135,300	b	1	a(135,300 shares)
HERSHEY FOODS CORP	COM	427866 10 8	5,989,000	88,800	b	1	a(88,800 shares)
HERSHEY FOODS CORP	COM	427866 10 8	20,981,000	311,100 C	b	1	a(311,100 shares)
HERSHEY FOODS CORP	COM	427866 10 8	13,758,000	204,000 P	b	1	a(204,000 shares)
HILB ROGAL & HAMILTON CO	COM	431294 10 7	258,000	6,300	b	1	a(6,300 shares)
HILB ROGAL & HAMILTON CO	COM	431294 10 7	205,000	5,000 C	b	1	a(5,000 shares)
HILB ROGAL & HAMILTON CO	COM	431294 10 7	409,000	10,000 P	b	1	a(10,000 shares)
HILLENBRAND INDS INC	COM	431573 10 4	4,855,000	100,500	b	1	a(100,500 shares)
HILTON HOTELS CORP	COM	432848 10 9	3,527,000	277,500	b	1	a(277,500 shares)
HITACHI LIMITED	ADR 10 COM	433578 50 7	1,311,000	35,200	b	1	a(35,200 shares)
HISPANIC BROADCASTING CORP	CL A	433578 10 4	6,257,000	304,500	b	1	a(304,500 shares)
HISPANIC BROADCASTING CORP	CL A	433578 10 4	514,000	25,000 C	b	1	a(25,000 shares)
HOLLINGER INTL INC	CL A	435569 10 8	242,000	23,800	b	1	a(23,800 shares)
HOME DEPOT INC	COM	437076 10 2	242,000	10,100	b	1	a(10,100 shares)
HOME DEPOT INC	COM	437076 10 2	9,538,000	398,100 C	b	1	a(398,100 shares)
HONEYWELL INTL INC	COM	438516 10 6	5,174,000	215,600 C	b	1	a(215,600 shares)
HORACE MANN EDUCATORS CORP N	COM	440327 10 4	885,000	57,700	b	1	a(57,700 shares)
HORMEL FOODS CORP	COM	440452 10 0	1,134,000	48,600	b	1	a(48,600 shares)
HOTELS COM	COM	441477 10 8	3,234,000	59,207	b	1	a(59,207 shares)
HOTELS COM	COM	441477 10 8	3,578,000	65,500 C	b	1	a(65,500 shares)
HOUSEHOLD INTL INC	COM	441815 10 7	245,000	8,800	b	1	a(8,800 shares)
HOUSEHOLD INTL INC	COM	441815 10 7	1,696,000	61,000 C	b	1	a(61,000 shares)
HOVANIAN ENTERPRISES INC	CL A	442487 20 3	219,000	6,900	b	1	a(6,900 shares)
HUGHES SUPPLY INC	COM	444482 10 3	1,025,000	37,500	b	1	a(37,500 shares)
HUGHES SUPPLY INC	COM	444482 10 3	546,000	20,000 C	b	1	a(20,000 shares)
HUMANA INC	COM	444859 10 2	1,506,000	150,600	b	1	a(150,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
HUMAN GENOME SCIENCES INC	COM	444903 10 8	2,280,000	258,792	b	1	a(258,792 shares)
HUNT J B TRANS SVCS INC	COM	445658 10 7	2,324,000	79,308	b	1	a(79,308 shares)
HUNTINGTON BANCSHARES INC	COM	446150 10 4	863,000	46,135	b	1	a(46,135 shares)
HUTCHINSON TECHNOLOGY INC	NOTE 6.000% 3/	448407 AC 0	5,138,000	5,000,000	b	1	a(5,000,000 shares)
ICN PHARMACEUTICALS INC NEW	COM	448924 10 0	332,000	30,400	b	1	a(30,400 shares)
IDT CORP	COM	448947 10 1	1,641,000	94,900	b	1	a(94,900 shares)
HYPERION SOLUTIONS CORP	COM	44914M 10 4	265,000	10,342	b	1	a(10,342 shares)
ICOS CORP	COM	449295 10 4	986,000	42,100	b	1	a(42,100 shares)
IDEC PHARMACEUTICALS CORP	COM	449370 10 5	1,320,000	39,800	b	1	a(39,800 shares)
IDEC PHARMACEUTICALS CORP	NOTE 4/	449370 AE 5	13,891,000	25,000,000	b	1	a(25,000,000 shares)
IGEN INC	COM	449536 10 1	1,804,000	42,100	b	1	a(42,100 shares)
IHOP CORP	COM	449623 10 7	240,000	10,000 C	b	1	a(10,000 shares)
IHOP CORP	COM	449623 10 7	420,000	17,500 P	b	1	a(17,500 shares)
I-MANY INC	COM	44973Q 10 3	20,000	14,300	b	1	a(14,300 shares)
IMS HEALTH INC	COM	449934 10 8	4,328,000	270,500	b	1	a(270,500 shares)
ITT EDUCATIONAL SERVICES INC	COM	450688 10 9	683,000	29,000 C	b	1	a(29,000 shares)
ITT INDS INC IND	COM	450911 10 2	2,786,000	45,900	b	1	a(45,900 shares)
ITT INDS INC IND	COM	450911 10 2	3,763,000	62,000 C	b	1	a(62,000 shares)
ITT INDS INC IND	COM	450911 10 2	2,124,000	35,000 P	b	1	a(35,000 shares)
IDACORP INC	COM	451107 10 6	1,073,000	43,200	b	1	a(43,200 shares)
ILLINOIS TOOL WKS INC	COM	452308 10 9	8,049,000	124,100	b	1	a(124,100 shares)
IMATION CORP	COM	45245A 10 7	4,027,000	114,800	b	1	a(114,800 shares)
IMATION CORP	COM	45245A 10 7	351,000	10,000 C	b	1	a(10,000 shares)
IMCLONE SYS INC	COM	45245W 10 9	6,438,000	606,157	b	1	a(606,157 shares)
IMCLONE SYS INC	COM	45245W 10 9	876,000	82,500 C	b	1	a(82,500 shares)
IMAGISTICS INTERNATIONAL INC	COM	45247T 10 4	386,000	19,300	b	1	a(19,300 shares)
IMMUCOR INC	COM	452526 10 6	1,550,000	76,565	b	1	a(76,565 shares)
IMPAX LABORATORIES INC	COM	452568 10 1	96,000	23,850	b	1	a(23,850 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
IMMUNOMEDICS INC	COM	452907 10 8	116,000	25,000	b	1	a(25,000 shares)
INCO LTD	NOTE	453258 AM 7	3,350,000	5,000,000	b	1	a(5,000,000 shares)
INDEPENDENCE CMNTY BK CORP	COM	453414 10 4	521,000	20,525	b	1	a(20,525 shares)
INDEPENDENCE CMNTY BK CORP	COM	453414 10 4	254,000	10,000 P	b	1	a(10,000 shares)
INDEPENDENT BANK CORP MICH	COM	453838 10 4	322,000	10,625	b	1	a(10,625 shares)
INDEVUS PHARMACEUTICALS INC	COM	454072 10 9	68,000	31,822	b	1	a(31,822 shares)
INDYMAC BANCORP INC	COM	456607 10 0	912,000	49,300	b	1	a(49,300 shares)
INHALE THERAPEUTIC SYS INC	COM	457191 10 4	263,000	32,600	b	1	a(32,600 shares)
INKTOMI CORP	COM	457277 10 1	93,000	58,000	b	1	a(58,000 shares)
INSIGHT COMMUNICATIONS INC	CL A	45768V 10 8	272,000	22,000 C	b	1	a(22,000 shares)
INTEGRATED DEVICE TECHNOLOGY	COM	458118 10 6	3,012,000	359,868	b	1	a(359,868 shares)
INTEGRATED CIRCUIT SYS INC	COM	45811K 20 8	1,101,000	60,338	b	1	a(60,338 shares)
INTEL CORP	COM	458140 10 0	5,571,000	357,800	b	1	a(357,800 shares)
INTEL CORP	COM	458140 10 0	58,777,000	3,775,000 C	b	1	a(3,775,000 shares)
INTERACTIVE DATA CORP	COM	45840J 10 7	1,193,000	86,740	b	1	a(86,740 shares)
INTERCEPT INC	COM	45845L 10 7	804,000	47,500 C	b	1	a(47,500 shares)
INTERDIGITAL COMMUNICATIONS	COM	45866A 10 5	2,650,000	182,009	b	1	a(182,009 shares)
INTERMUNE INC	COM	45884X 10 3	6,692,000	262,339	b	1	a(262,339 shares)
INTERMUNE INC	COM	45884X 10 3	5,293,000	207,500 C	b	1	a(207,500 shares)
INTERMUNE INC	COM	45884X 10 3	1,786,000	70,000 P	b	1	a(70,000 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	597,000	7,700	b	1	a(7,700 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	86,800,000	1,120,000 C	b	1	a(1,120,000 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	2,519,000	32,500 P	b	1	a(32,500 shares)
INTERNATIONAL GAME TECHNOLOG	COM	459902 10 2	10,287,000	135,500 C	b	1	a(135,500 shares)
INTERNATIONAL GAME TECHNOLOG	COM	459902 10 2	15,943,000	210,000 P	b	1	a(210,000 shares)
INTL PAPER CO	COM	460146 10 3	878,000	25,100	b	1	a(25,100 shares)
INTL PAPER CO	COM	460146 10 3	2,098,000	60,000 C	b	1	a(60,000 shares)
INTL PAPER CO	COM	460146 10 3	1,749,000	50,000 P	b	1	a(50,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
INTERNATIONAL RECTIFIER CORP	COM	460254 10 5	1,569,000	85,000 C	b	1	a(85,000 shares)
INTL SPECIALTY PRODS INC NEW	COM	460337 10 8	408,000	40,000	b	1	a(40,000 shares)
INTERNET SEC SYS INC	COM	46060X 10 7	4,282,000	233,630	b	1	a(233,630 shares)
INTERPUBLIC GROUP COS INC	COM	460690 10 0	148,000	10,500	b	1	a(10,500 shares)
INTERPUBLIC GROUP COS INC	NOTE	12/ 460690 AQ 3	3,916,000	5,000,000	b	1	a(5,000,000 shares)
INTERPUBLIC GROUP COS INC	NOTE	1.800% 9/ 460690 AF 7	10,495,000	12,031,000	b	1	a(12,031,000 shares)
INTERSIL CORP	CL A	46069S 10 9	720,000	51,634	b	1	a(51,634 shares)
INTERTRUST TECHNOLOGIES CORP	COM	46113Q 10 9	275,000	65,000	b	1	a(65,000 shares)
INTERVOICE INC NEW	COM	46114Z 10 1	123,000	57,100	b	1	a(57,100 shares)
INTUIT	COM	46120Z 10 3	6,869,000	146,391	b	1	a(146,391 shares)
INTUIT	COM	46120Z 10 3	1,408,000	30,000 C	b	1	a(30,000 shares)
INVACARE CORP	COM	461203 10 1	283,000	8,500	b	1	a(8,500 shares)
INTUITIVE SURGICAL INC	COM	46120E 10 7	108,000	17,600	b	1	a(17,600 shares)
INVISION TECHNOLOGIES INC	COM	461851 10 7	8,029,000	304,600 C	b	1	a(304,600 shares)
INVISION TECHNOLOGIES INC	COM	461851 10 7	527,000	20,000 P	b	1	a(20,000 shares)
INVITROGEN CORP	COM	46185R 10 0	7,186,000	229,663	b	1	a(229,663 shares)
INVESTORS FINL SERVICES CORP	COM	461915 10 0	1,370,000	50,000 C	b	1	a(50,000 shares)
IRON MTN INC PA	COM	462846 10 6	1,231,000	37,300	b	1	a(37,300 shares)
ISIS PHARMACEUTICALS INC	COM	464330 10 9	238,000	36,100	b	1	a(36,100 shares)
I2 TECHNOLOGIES INC	COM	465754 10 9	230,000	200,000 C	b	1	a(200,000 shares)
IVAX CORP	COM	465823 10 2	2,492,000	205,400	b	1	a(205,400 shares)
JDS UNIPHASE CORP	COM	46612J 10 1	1,197,000	484,793	b	1	a(484,793 shares)
JDS UNIPHASE CORP	COM	46612J 10 1	494,000	200,000 C	b	1	a(200,000 shares)
JNI CORP	COM	46622G 10 5	70,000	25,283	b	1	a(25,283 shares)
J P MORGAN CHASE & CO	COM	46625H 10 0	233,000	9,700	b	1	a(9,700 shares)
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E 20 5	1,244,000	65,335	b	1	a(65,335 shares)
JACOBS ENGR GROUP INC DEL	COM	469814 10 7	331,000	9,300	b	1	a(9,300 shares)
JACOBS ENGR GROUP INC DEL	COM	469814 10 7	356,000	10,000 C	b	1	a(10,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
JACOBS ENGR GROUP INC DEL	COM	469814 10 7	890,000	25,000 P	b	1	a(25,000 shares)
JEFFERIES GROUP INC NEW	COM	472319 10 2	1,011,000	24,100	b	1	a(24,100 shares)
JO-ANN STORES INC	CL A	47758P 10 9	204,000	8,900	b	1	a(8,900 shares)
JOHN NUVEEN CO	CL A	478035 10 8	672,000	26,500	b	1	a(26,500 shares)
JOHNSON & JOHNSON	COM	478160 10 4	39,586,000	737,024	b	1	a(737,024 shares)
JOHNSON & JOHNSON	COM	478160 10 4	37,919,000	706,000 C	b	1	a(706,000 shares)
JOHNSON & JOHNSON	COM	478160 10 4	39,745,000	740,000 P	b	1	a(740,000 shares)
JOHNSON CTLS INC	COM	478366 10 7	1,379,000	17,200	b	1	a(17,200 shares)
JOHNSON CTLS INC	COM	478366 10 7	4,850,000	60,500 C	b	1	a(60,500 shares)
JOHNSON CTLS INC	COM	478366 10 7	3,207,000	40,000 P	b	1	a(40,000 shares)
JONES APPAREL GROUP INC	COM	480074 10 3	7,393,000	208,600	b	1	a(208,600 shares)
JONES APPAREL GROUP INC	COM	480074 10 3	1,063,000	30,000 C	b	1	a(30,000 shares)
JONES APPAREL GROUP INC	COM	480074 10 3	2,126,000	60,000 P	b	1	a(60,000 shares)
JOS A BANK CLOTHIERS INC	COM	480838 10 1	352,000	16,500	b	1	a(16,500 shares)
JOURNAL REGISTER CO	COM	481138 10 5	1,417,000	79,700	b	1	a(79,700 shares)
JUNIPER NETWORKS INC	COM	48203R 10 4	2,663,000	391,690	b	1	a(391,690 shares)
K MART CORP	COM	482584 10 9	47,000	134,200	b	1	a(134,200 shares)
KT CORP	SPONSORED ADR	48268K 10 1	14,001,000	649,700	b	1	a(649,700 shares)
KANSAS CITY SOUTHERN	COM NEW	485170 30 2	1,574,000	131,200	b	1	a(131,200 shares)
KB HOME	COM	48666K 10 9	15,610,000	364,300	b	1	a(364,300 shares)
KEITHLEY INSTRS INC	COM	487584 10 4	381,000	30,500	b	1	a(30,500 shares)
KELLOGG CO	COM	487836 10 8	5,370,000	156,700	b	1	a(156,700 shares)
KELLOGG CO	COM	487836 10 8	343,000	10,000 P	b	1	a(10,000 shares)
KEMET CORP	COM	488360 10 8	2,723,000	311,600	b	1	a(311,600 shares)
KENAMETAL INC	COM	489170 10 0	1,827,000	53,000	b	1	a(53,000 shares)
KERR MCGEE CORP	COM	492386 10 7	18,513,000	417,900	b	1	a(417,900 shares)
KEY ENERGY SVCS INC	COM	492914 10 6	693,000	77,300	b	1	a(77,300 shares)
KEYCORP NEW	COM	493267 10 8	2,170,000	86,300	b	1	a(86,300 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
KEYSPAN CORP	COM	49337W 10 0	2,372,000	67,300	b	1	a(67,300 shares)
KIMBERLY CLARK CORP	COM	494368 10 3	14,445,000	304,300	b	1	a(304,300 shares)
KIMBERLY CLARK CORP	COM	494368 10 3	9,969,000	210,000 C	b	1	a(210,000 shares)
KIMBERLY CLARK CORP	COM	494368 10 3	5,222,000	110,000 P	b	1	a(110,000 shares)
KING PHARMACEUTICALS INC	COM	495582 10 8	12,710,000	739,400	b	1	a(739,400 shares)
KNIGHT RIDDER INC	COM	499040 10 3	1,290,000	20,400	b	1	a(20,400 shares)
KNIGHT RIDDER INC	COM	499040 10 3	1,265,000	20,000 C	b	1	a(20,000 shares)
KNIGHT RIDDER INC	COM	499040 10 3	1,581,000	25,000 P	b	1	a(25,000 shares)
KNIGHT TRADING GROUP INC	COM	499063 10 5	431,000	90,000 C	b	1	a(90,000 shares)
KOHL'S CORP	COM	500255 10 4	2,853,000	51,000 C	b	1	a(51,000 shares)
KOHL'S CORP	NOTE 6/	500255 AJ 3	6,275,000	10,000,000	b	1	a(10,000,000 shares)
KOREA ELECTRIC PWR	SPONSORED ADR	500631 10 6	102,000	12,000	b	1	a(12,000 shares)
KOS PHARMACEUTICALS INC	COM	500648 10 0	893,000	47,015	b	1	a(47,015 shares)
KRAFT FOODS INC	CL A	50075N 10 4	3,613,000	92,800	b	1	a(92,800 shares)
KRISPY KREME DOUGHNUTS INC	COM	501014 10 4	5,562,000	164,700	b	1	a(164,700 shares)
KYOCERA CORP	ADR	501556 20 3	686,000	12,000	b	1	a(12,000 shares)
LSI LOGIC CORP	COM	502161 10 2	6,123,000	1,061,200	b	1	a(1,061,200 shares)
LTX CORP	COM	502392 10 3	522,000	86,590	b	1	a(86,590 shares)
L-3 COMMUNICATIONS HLDGS INC	DEBT 4.000% 9/	502424 AD 6	1,683,000	1,500,000	b	1	a(1,500,000 shares)
L-3 COMMUNICATIONS HLDGS INC	NOTE 5.250% 6/	502424 AB 0	14,749,000	11,500,000	b	1	a(11,500,000 shares)
LA Z BOY INC	COM	505336 10 7	734,000	30,600	b	1	a(30,600 shares)
LABORATORY CORP AMER HLDGS	COM NEW	50540R 40 9	279,000	12,000	b	1	a(12,000 shares)
LABORATORY CORP AMER HLDGS	NOTE 9/	50540R AC 6	31,498,000	47,500,000	b	1	a(47,500,000 shares)
LAM RESEARCH CORP	COM	512807 10 8	3,023,000	279,895	b	1	a(279,895 shares)
LAMAR ADVERTISING CO	CL A	512815 10 1	3,427,000	101,832	b	1	a(101,832 shares)
LAMAR ADVERTISING CO	CL A	512815 10 1	673,000	20,000 C	b	1	a(20,000 shares)
LANDAUER INC	COM	51476K 10 3	264,000	7,600	b	1	a(7,600 shares)
LANDRYS RESTAURANTS INC	COM	51508L 10 3	1,060,000	49,900	b	1	a(49,900 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
LATTICE SEMICONDUCTOR CORP	COM	518415 10 4	525,000	59,860	b	1	a(59,860 shares)
LAUDER ESTEE COS INC	CL A	518439 10 4	5,605,000	212,300	b	1	a(212,300 shares)
LEAR CORP	COM	521865 10 5	9,878,000	296,800	b	1	a(296,800 shares)
LEARNING TREE INTL INC	COM	522015 10 6	212,000	15,441	b	1	a(15,441 shares)
LEE ENTERPRISES INC	COM	523768 10 9	784,000	23,400	b	1	a(23,400 shares)
LEGGETT & PLATT INC	COM	524660 10 7	1,349,000	60,100	b	1	a(60,100 shares)
LEGG MASON INC	COM	524901 10 5	4,951,000	102,000 C	b	1	a(102,000 shares)
LEGG MASON INC	COM	524901 10 5	1,796,000	37,000 P	b	1	a(37,000 shares)
LEGG MASON INC	NOTE	524901 AG 0	7,250,000	14,250,000	b	1	a(14,250,000 shares)
LEHMAN BROS HLDGS INC	COM	524908 10 0	28,009,000	525,600	b	1	a(525,600 shares)
LENNAR CORP	COM	526057 10 4	36,146,000	700,500	b	1	a(700,500 shares)
LEUCADIA NATL CORP	COM	527288 10 4	239,000	6,400	b	1	a(6,400 shares)
LEVEL 3 COMMUNICATIONS INC	COM	52729N 10 0	2,839,000	579,315	b	1	a(579,315 shares)
LEXAR MEDIA INC	COM	52886P 10 4	383,000	61,012	b	1	a(61,012 shares)
LEXMARK INTL NEW	CL A	529771 10 7	6,770,000	111,900	b	1	a(111,900 shares)
LEXMARK INTL NEW	CL A	529771 10 7	5,143,000	85,000 C	b	1	a(85,000 shares)
LEXMARK INTL NEW	CL A	529771 10 7	3,630,000	60,000 P	b	1	a(60,000 shares)
LIBERATE TECHNOLOGIES	COM	530129 10 5	78,000	54,810	b	1	a(54,810 shares)
LIBERTY MEDIA CORP NEW	COM SER A	530718 10 5	9,738,000	1,089,248	b	1	a(1,089,248 shares)
LIFEPOINT HOSPITALS INC	COM	53219L 10 9	1,279,000	42,734	b	1	a(42,734 shares)
LIGHTPATH TECHNOLOGIES INC	CL A	532257 10 2	6,000	18,645	b	1	a(18,645 shares)
LILLY ELI & CO	COM	532457 10 8	3,308,000	52,100	b	1	a(52,100 shares)
LILLY ELI & CO	COM	532457 10 8	11,113,000	175,000 C	b	1	a(175,000 shares)
LILLY ELI & CO	COM	532457 10 8	2,540,000	40,000 P	b	1	a(40,000 shares)
LIMITED BRANDS INC	COM	532716 10 7	3,299,000	236,800	b	1	a(236,800 shares)
LINCOLN NATL CORP IND	COM	534187 10 9	6,297,000	199,400	b	1	a(199,400 shares)
LINEAR TECHNOLOGY CORP	COM	535678 10 6	5,404,000	210,122	b	1	a(210,122 shares)
LINENS N THINGS INC	COM	535679 10 4	2,728,000	120,700	b	1	a(120,700 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
LINENS N THINGS INC	COM	535679 10 4	565,000	25,000 P	b	1	a(25,000 shares)
LIZ CLAIBORNE INC	COM	539320 10 1	706,000	23,800	b	1	a(23,800 shares)
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439 10 9	878,000	30,700	b	1	a(30,700 shares)
LOCKHEED MARTIN CORP	COM	539830 10 9	1,565,000	27,100	b	1	a(27,100 shares)
LOEWS CORP	COM	540424 10 8	1,409,000	31,700	b	1	a(31,700 shares)
LONE STAR STEAKHOUSE SALOON	COM	542307 10 3	400,000	20,658	b	1	a(20,658 shares)
LONE STAR STEAKHOUSE SALOON	COM	542307 10 3	348,000	18,000 C	b	1	a(18,000 shares)
LOOKSMART LTD	COM	543442 10 7	59,000	23,600	b	1	a(23,600 shares)
LOUISIANA PAC CORP	COM	546347 10 5	669,000	83,000	b	1	a(83,000 shares)
LOWES COS INC	COM	548661 10 7	7,429,000	198,100	b	1	a(198,100 shares)
LOWES COS INC	COM	548661 10 7	3,188,000	85,000 C	b	1	a(85,000 shares)
LOWES COS INC	COM	548661 10 7	2,250,000	60,000 P	b	1	a(60,000 shares)
LUBRIZOL CORP	COM	549271 10 4	302,000	9,900	b	1	a(9,900 shares)
LUCENT TECHNOLOGIES INC	COM	549463 10 7	329,000	261,200	b	1	a(261,200 shares)
LUMINEX CORP DEL	COM	55027E 10 2	73,000	17,700	b	1	a(17,700 shares)
LYNX THERAPEUTICS INC	COM NEW	551812 30 8	10,000	23,900	b	1	a(23,900 shares)
LYONDELL CHEMICAL CO	COM	552078 10 7	1,624,000	128,500	b	1	a(128,500 shares)
M & T BK CORP	COM	55261F 10 4	3,198,000	40,300	b	1	a(40,300 shares)
M & T BK CORP	COM	55261F 10 4	4,364,000	55,000 C	b	1	a(55,000 shares)
M & T BK CORP	COM	55261F 10 4	1,984,000	25,000 P	b	1	a(25,000 shares)
MBIA INC	COM	55262C 10 0	1,224,000	27,900	b	1	a(27,900 shares)
MBNA CORP	COM	55262L 10 0	15,273,000	803,000	b	1	a(803,000 shares)
MDU RES GROUP INC	COM	552690 10 9	2,847,000	110,300	b	1	a(110,300 shares)
MGIC INVT CORP WIS	COM	552848 10 3	3,267,000	79,100	b	1	a(79,100 shares)
MGIC INVT CORP WIS	COM	552848 10 3	909,000	22,000 C	b	1	a(22,000 shares)
MGM MIRAGE	COM	552953 10 1	7,342,000	222,700	b	1	a(222,700 shares)
MRV COMMUNICATIONS INC	COM	553477 10 0	47,000	44,274	b	1	a(44,274 shares)
MACROVISION CORP	COM	555904 10 1	695,000	43,300	b	1	a(43,300 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
MACROMEDIA INC	COM	556100 10 5	2,361,000	221,652	b	1	a(221,652 shares)
MAGMA DESIGN AUTOMATION	COM	559181 10 2	304,000	31,700	b	1	a(31,700 shares)
MAGNA INTL INC	CL A	559222 40 1	7,813,000	139,900	b	1	a(139,900 shares)
MANDALAY RESORT GROUP	COM	562567 10 7	5,776,000	188,700	b	1	a(188,700 shares)
MANDALAY RESORT GROUP	COM	562567 10 7	2,296,000	75,000	c	1	a(75,000 shares)
MANDALAY RESORT GROUP	COM	562567 10 7	1,377,000	45,000	P	1	a(45,000 shares)
MANHATTAN ASSOCS INC	COM	562750 10 9	2,946,000	124,535	b	1	a(124,535 shares)
MANITOWOC INC	COM	563571 10 8	609,000	23,900	b	1	a(23,900 shares)
MANOR CARE INC NEW	COM	564055 10 1	8,365,000	449,500	b	1	a(449,500 shares)
MANPOWER INC	COM	56418H 10 0	319,000	10,000	b	1	a(10,000 shares)
MANTECH INTL CORP	CL A	564563 10 4	549,000	28,800	b	1	a(28,800 shares)
MARKEL CORP	NOTE	6/ 570535 AC 8	7,781,000	25,000,000	b	1	a(25,000,000 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	6,386,000	138,200	b	1	a(138,200 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	9,797,000	212,000	c	1	a(212,000 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	3,235,000	70,000	P	1	a(70,000 shares)
MARSHALL & ILSLEY CORP	COM	571834 10 0	2,856,000	104,300	b	1	a(104,300 shares)
MARRIOTT INTL INC NEW	CL A	571903 20 2	17,020,000	517,800	b	1	a(517,800 shares)
MARVEL ENTERPRISES INC	COM	57383M 10 8	94,000	10,500	b	1	a(10,500 shares)
MASCO CORP	NOTE	7/ 574599 AW 6	1,288,000	3,000,000	b	1	a(3,000,000 shares)
MASTEC INC	COM	576323 10 9	88,000	29,900	b	1	a(29,900 shares)
MATSUSHITA ELEC INDL	ADR	576879 20 9	163,000	17,000	b	1	a(17,000 shares)
MAXIM INTEGRATED PRODS INC	COM	57772K 10 1	4,439,000	134,356	b	1	a(134,356 shares)
MAY DEPT STORES CO	COM	577778 10 3	5,361,000	233,300	b	1	a(233,300 shares)
MAYTAG CORP	COM	578592 10 7	285,000	10,000	c	1	a(10,000 shares)
MCCLATCHY CO	CL A	579489 10 5	811,000	14,300	b	1	a(14,300 shares)
MCCORMICK & CO INC	COM NON VTG	579780 20 6	1,260,000	54,300	b	1	a(54,300 shares)
MCDATA CORP	CL A	580031 20 1	517,000	72,827	b	1	a(72,827 shares)
MCDATA CORP	CL B	580031 10 2	1,548,000	220,268	b	1	a(220,268 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (note #3)
MCDONALDS CORP	COM	580135 10 1	2,023,000	125,800	b	1	a(125,800 shares)
MCGRAW HILL COS INC	COM	580645 10 9	4,654,000	77,000	b	1	a(77,000 shares)
MCGRAW HILL COS INC	COM	580645 10 9	1,209,000	20,000 P	b	1	a(20,000 shares)
MCKESSON CORP	COM	58155Q 10 3	1,422,000	52,600	b	1	a(52,600 shares)
MCKESSON CORP	COM	58155Q 10 3	5,257,000	194,500 C	b	1	a(194,500 shares)
MEADWESTVACO CORP	COM	583334 10 7	1,411,000	57,099	b	1	a(57,099 shares)
MEDAREX INC	COM	583916 10 1	523,000	132,442	b	1	a(132,442 shares)
MEDIA GEN INC	CL A	584404 10 7	623,000	10,400	b	1	a(10,400 shares)
MEDACOM COMMUNICATIONS CORP	NOTE 5.250% 7/	58446K AA 3	2,081,000	2,500,000	b	1	a(2,500,000 shares)
MEDIMMUNE INC	COM	584699 10 2	4,688,000	172,559	b	1	a(172,559 shares)
MEDTRONIC INC	COM	585055 10 6	2,280,000	50,000 C	b	1	a(50,000 shares)
MEDTRONIC INC	COM	585055 10 6	2,280,000	50,000 P	b	1	a(50,000 shares)
MELLON FINL CORP	COM	58551A 10 8	19,562,000	749,200	b	1	a(749,200 shares)
MENTOR CORP MINN	COM	587188 10 3	2,090,000	54,284	b	1	a(54,284 shares)
MENTOR CORP MINN	COM	587188 10 3	385,000	10,000 P	b	1	a(10,000 shares)
MERCANTILE BANKSHARES CORP	COM	587405 10 1	363,000	9,400	b	1	a(9,400 shares)
MERCATOR SOFTWARE INC	COM	587587 10 6	21,000	21,900	b	1	a(21,900 shares)
MERCK & CO INC	COM	589331 10 7	623,000	11,000	b	1	a(11,000 shares)
MERCK & CO INC	COM	589331 10 7	16,983,000	300,000 C	b	1	a(300,000 shares)
MERCK & CO INC	COM	589331 10 7	53,780,000	950,000 P	b	1	a(950,000 shares)
MERCURY INTERACTIVE CORP	COM	589405 10 9	6,085,000	205,221	b	1	a(205,221 shares)
MEREDITH CORP	COM	589433 10 1	6,462,000	157,200	b	1	a(157,200 shares)
MERRILL LYNCH & CO INC	COM	590188 10 8	18,975,000	500,000 C	b	1	a(500,000 shares)
MERRILL LYNCH & CO INC	COM	590188 10 8	7,590,000	200,000 P	b	1	a(200,000 shares)
METLIFE INC	COM	59156R 10 8	833,000	30,800	b	1	a(30,800 shares)
METRIS COS INC	COM	591598 10 7	54,000	21,800	b	1	a(21,800 shares)
METRO GOLDWYN MAYER INC	COM	591610 10 0	363,000	27,900	b	1	a(27,900 shares)
METTLER TOLEDO INTERNATIONAL	COM	592688 10 5	529,000	16,500	b	1	a(16,500 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
MICHAELS STORES INC	COM	594087 10 8	1,565,000	50,000	b	1	a(50,000 shares)
MICREL INC	COM	594793 10 1	266,000	29,675	b	1	a(29,675 shares)
MICROSOFT CORP	COM	594918 10 4	135,864,000	2,627,937	b	1	a(2,627,937 shares)
MICROSOFT CORP	COM	594918 10 4	61,523,000	1,190,000 C	b	1	a(1,190,000 shares)
MICROSOFT CORP	COM	594918 10 4	44,721,000	865,000 P	b	1	a(865,000 shares)
MICRON TECHNOLOGY INC	COM	595112 10 3	1,753,000	180,000 C	b	1	a(180,000 shares)
MID ATLANTIC MED SVCS INC	COM	59523C 10 7	894,000	27,600	b	1	a(27,600 shares)
MILLENNIUM PHARMACEUTICALS I	COM	599902 10 3	2,818,000	354,916	b	1	a(354,916 shares)
MILLER HERMAN INC	COM	600544 10 0	2,935,000	159,489	b	1	a(159,489 shares)
MILLIPORE CORP	COM	601073 10 9	2,040,000	60,000 C	b	1	a(60,000 shares)
MINERALS TECHNOLOGIES INC	COM	603158 10 6	229,000	5,300	b	1	a(5,300 shares)
MINERALS TECHNOLOGIES INC	COM	603158 10 6	432,000	10,000 P	b	1	a(10,000 shares)
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409 10 9	435,000	11,700	b	1	a(11,700 shares)
MOHAWK INDS INC	COM	608190 10 4	2,734,000	48,000 C	b	1	a(48,000 shares)
MOHAWK INDS INC	COM	608190 10 4	3,987,000	70,000 P	b	1	a(70,000 shares)
MOLEX INC	COM	608554 10 1	9,767,000	423,925	b	1	a(423,925 shares)
MONSANTO CO NEW	COM	61166W 10 1	296,000	15,359	b	1	a(15,359 shares)
MOODYS CORP	COM	615369 10 5	5,479,000	132,700	b	1	a(132,700 shares)
MOORE LTD	COM	615785 10 2	1,135,000	125,300	b	1	a(125,300 shares)
MORGAN STANLEY	COM NEW	617446 44 8	16,707,000	418,500	b	1	a(418,500 shares)
MOTOROLA INC	COM	620076 10 9	19,444,000	2,247,900	b	1	a(2,247,900 shares)
MUELLER INDS INC	COM	624756 10 2	213,000	7,800	b	1	a(7,800 shares)
MURPHY OIL CORP	COM	626717 10 2	24,853,000	580,000	b	1	a(580,000 shares)
MURPHY OIL CORP	COM	626717 10 2	7,713,000	180,000 C	b	1	a(180,000 shares)
MURPHY OIL CORP	COM	626717 10 2	7,713,000	180,000 P	b	1	a(180,000 shares)
MYLAN LABS INC	COM	628530 10 7	4,097,000	117,400	b	1	a(117,400 shares)
MYRIAD GENETICS INC	COM	62855J 10 4	1,091,000	74,711	b	1	a(74,711 shares)
NCR CORP NEW	COM	62886E 10 8	1,068,000	45,000 C	b	1	a(45,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
NPS PHARMACEUTICALS INC	COM	62936P 10 3	3,525,000	140,047	b	1	a(140,047 shares)
NPS PHARMACEUTICALS INC	COM	62936P 10 3	1,259,000	50,000 C	b	1	a(50,000 shares)
NABORS INDS INC	6/ DBC	629568 AD 8	19,958,000	30,500,000	b	1	a(30,500,000 shares)
NANOMETRICS INC	COM	630077 10 5	77,000	18,264	b	1	a(18,264 shares)
NAPRO BIOTHERAPUTICS INC	COM	630795 10 2	10,000	15,100	b	1	a(15,100 shares)
NATIONAL AUSTRALIA BK LTD	SPONSORED ADR	632525 40 8	1,427,000	15,900	b	1	a(15,900 shares)
NATIONAL CITY CORP	COM	635405 10 3	4,475,000	163,800	b	1	a(163,800 shares)
NATIONAL COMMERCE FINL CORP	COM	63545P 10 4	1,956,000	82,000	b	1	a(82,000 shares)
NATIONAL GRID TRANSFO PLC	SPONSORED ADR	636274 10 2	269,000	7,300	b	1	a(7,300 shares)
NATIONAL INSTRS CORP	COM	636518 10 2	260,000	8,000 C	b	1	a(8,000 shares)
NATIONAL-OILWELL INC	COM	637071 10 1	3,075,000	140,800	b	1	a(140,800 shares)
NATIONAL SEMICONDUCTOR CORP	COM	637640 10 3	751,000	50,000 C	b	1	a(50,000 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	309,000	10,800	b	1	a(10,800 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	716,000	25,000 C	b	1	a(25,000 shares)
NAUTILUS GROUP INC	COM	639108 10 2	584,000	43,700	b	1	a(43,700 shares)
NDCEALTH CORP	COM	639480 10 2	498,000	25,000 P	b	1	a(25,000 shares)
NEWMAN MARCUS GROUP INC	CL A	640204 20 2	906,000	29,800	b	1	a(29,800 shares)
NEORX CORP	COM PAR \$0.02	640520 30 0	6,000	15,100	b	1	a(15,100 shares)
NETBANK INC	COM	640933 10 7	881,000	91,043	b	1	a(91,043 shares)
NET2PHONE	COM	64108N 10 6	103,000	25,500	b	1	a(25,500 shares)
NETRO CORP	COM	64114R 10 9	30,000	11,047	b	1	a(11,047 shares)
NETIQ CORP	COM	64115P 10 2	2,286,000	185,106	b	1	a(185,106 shares)
NETWORK APPLIANCE INC	COM	64120L 10 4	2,108,000	210,782	b	1	a(210,782 shares)
NEUBERGER BERMAN INC	5/ NOTE	641234 AC 3	8,838,000	10,000,000	b	1	a(10,000,000 shares)
NEUROCRINE BIOSCIENCES INC	COM	64125C 10 9	8,276,000	181,254	b	1	a(181,254 shares)
NEW FOCUS INC	COM	644383 10 1	290,000	75,425	b	1	a(75,425 shares)
NEW YORK CMNTY BANCORP INC	COM	649445 10 3	3,279,000	113,526	b	1	a(113,526 shares)
NEW YORK TIMES CO	CL A	650111 10 7	8,337,000	182,300	b	1	a(182,300 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000)	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
NEW YORK TIMES CO	CL A	650111 10 7	2,515,000	55,000 C	b	1	a(55,000 shares)
NEW YORK TIMES CO	CL A	650111 10 7	3,041,000	66,500 P	b	1	a(66,500 shares)
NEWFIELD EXPL CO	COM	651290 10 8	6,323,000	175,406	b	1	a(175,406 shares)
NEWMONT MINING CORP	COM	651639 10 6	4,189,000	144,300	b	1	a(144,300 shares)
NEWPORT CORP	COM	651824 10 4	299,000	23,789	b	1	a(23,789 shares)
NEWS CORP LTD	ADR NEW	652487 70 3	255,000	9,700	b	1	a(9,700 shares)
NEXTEL COMMUNICATIONS INC	CL A	65332V 10 3	3,105,000	268,865	b	1	a(268,865 shares)
NEXTEL COMMUNICATIONS INC	CL A	65332V 10 3	6,653,000	576,000 C	b	1	a(576,000 shares)
NEXTEL PARTNERS INC	CL A	65333F 10 7	488,000	80,418	b	1	a(80,418 shares)
NICOR INC	COM	654086 10 7	783,000	23,000 C	b	1	a(23,000 shares)
NICOR INC	COM	654086 10 7	289,000	8,500 P	b	1	a(8,500 shares)
NIKE INC	CL B	654106 10 3	3,206,000	72,100	b	1	a(72,100 shares)
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624 10 5	874,000	49,500	b	1	a(49,500 shares)
NOKIA CORP	SPONSORED ADR	654902 20 4	10,261,000	662,000	b	1	a(662,000 shares)
NOBLE ENERGY INC	COM	655044 10 5	1,123,000	29,900	b	1	a(29,900 shares)
NORFOLK SOUTHERN CORP	COM	655844 10 8	11,382,000	569,400	b	1	a(569,400 shares)
NORTEK HOLDINGS INC	COM	656557 10 5	5,055,000	110,500	b	1	a(110,500 shares)
NORTEL NETWORKS CORP NEW	COM	656568 10 2	160,000	100,000 C	b	1	a(100,000 shares)
NORTH FORK BANCORPORATION NY	COM	659424 10 5	2,770,000	82,100	b	1	a(82,100 shares)
NORTHEAST UTILS	COM	664397 10 6	2,897,000	191,000	b	1	a(191,000 shares)
NORTHERN TR CORP	COM	665859 10 4	5,945,000	169,618	b	1	a(169,618 shares)
NORTHFIELD LABS INC	COM	666135 10 8	43,000	12,400	b	1	a(12,400 shares)
NORTHROP GRUMMAN CORP	COM	666807 10 2	2,290,000	23,607	b	1	a(23,607 shares)
NORTHROP GRUMMAN CORP	COM	666807 10 2	36,327,000	374,500 C	b	1	a(374,500 shares)
NORTHROP GRUMMAN CORP	COM	666807 10 2	1,358,000	14,000 P	b	1	a(14,000 shares)
NORTHWEST AIRLS CORP	CL A	667280 10 1	1,521,000	207,200	b	1	a(207,200 shares)
NORTHWESTERN CORP	COM	668074 10 7	1,140,000	224,500	b	1	a(224,500 shares)
NOVA CHEMICALS CORP	COM	66977W 10 9	416,000	22,700	b	1	a(22,700 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
NOVARTIS A G	SPONSORED ADR	66987V 10 9	21,223,000	577,800	b	1	a(577,800 shares)
NUANCE COMMUNICATIONS INC	COM	669967 10 1	31,000	12,626	b	1	a(12,626 shares)
NOVELLUS SYS INC	COM	670008 10 1	19,205,000	683,951	b	1	a(683,951 shares)
NOVELLUS SYS INC	COM	670008 10 1	3,089,000	110,000 C	b	1	a(110,000 shares)
NOVEN PHARMACEUTICALS INC	COM	670009 10 9	169,000	18,300	b	1	a(18,300 shares)
NSTAR	COM	67019E 10 7	542,000	12,200	b	1	a(12,200 shares)
NUCOR CORP	COM	670346 10 5	1,995,000	48,300	b	1	a(48,300 shares)
NUCOR CORP	COM	670346 10 5	826,000	20,000 C	b	1	a(20,000 shares)
NUCOR CORP	COM	670346 10 5	207,000	5,000 P	b	1	a(5,000 shares)
NUEVO ENERGY CO	COM	670509 10 8	455,000	41,000	b	1	a(41,000 shares)
NVIDIA CORP	COM	67066G 10 4	1,330,000	115,589	b	1	a(115,589 shares)
OGE ENERGY CORP	COM	670837 10 3	466,000	26,500	b	1	a(26,500 shares)
OSI PHARMACEUTICALS INC	COM	671040 10 3	3,150,000	192,100	b	1	a(192,100 shares)
OSI PHARMACEUTICALS INC	COM	671040 10 3	1,000,000	61,000 C	b	1	a(61,000 shares)
OSI SYSTEMS INC	COM	671044 10 5	471,000	27,740	b	1	a(27,740 shares)
OSI SYSTEMS INC	COM	671044 10 5	1,868,000	110,000 C	b	1	a(110,000 shares)
OCCIDENTAL PETE CORP DEL	COM	674599 10 5	4,484,000	157,600	b	1	a(157,600 shares)
OCEAN ENERGY INC DEL	COM	67481E 10 6	4,473,000	224,000	b	1	a(224,000 shares)
OCEANEERING INTL INC	COM	675232 10 2	465,000	18,800	b	1	a(18,800 shares)
ODYSSEY HEALTHCARE INC	COM	67611V 10 1	985,000	28,400	b	1	a(28,400 shares)
ODYSSEY HEALTHCARE INC	COM	67611V 10 1	347,000	10,000 C	b	1	a(10,000 shares)
OFFICE DEPOT INC	COM	676220 10 6	3,420,000	231,700	b	1	a(231,700 shares)
OFFICEMAX INC	COM	67622M 10 8	178,000	35,500	b	1	a(35,500 shares)
OLD REP INTL CORP	COM	680223 10 4	2,416,000	86,300	b	1	a(86,300 shares)
OMNICARE INC	COM	681904 10 8	886,000	37,200	b	1	a(37,200 shares)
OMNICARE INC	SDCV 5.000%12/	681904 AD 0	7,440,000	7,700,000	b	1	a(7,700,000 shares)
OMNICO GROUP INC	COM	681919 10 6	21,486,000	332,600 C	b	1	a(332,600 shares)
OMNICO GROUP INC	NOTE 2/	681919 AK 2	18,101,000	18,000,000	b	1	a(18,000,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
OMNICOM GROUP INC	NOTE	7/ 681919 AM 8	16,522,000	16,460,000	b	1	a(16,460,000 shares)
ONEOK INC NEW	COM	682680 10 3	338,000	17,600	b	1	a(17,600 shares)
OPENWAVE SYS INC	COM	683718 10 0	95,000	47,500	b	1	a(47,500 shares)
OPLINK COMMUNICATIONS INC	COM	68375Q 10 6	60,000	76,400	b	1	a(76,400 shares)
OPTICAL COMMUNICATION PRODS	CL A	68382T 10 1	25,000	23,600	b	1	a(23,600 shares)
ORACLE CORP	COM	68389X 10 5	12,410,000	1,149,100	b	1	a(1,149,100 shares)
ORACLE CORP	COM	68389X 10 5	2,916,000	270,000 c	b	1	a(270,000 shares)
ORASURE TECHNOLOGIES INC	COM	68554V 10 8	66,000	12,200	b	1	a(12,200 shares)
OVERSEAS SHIPHOLDING GROUP I	COM	690368 10 5	413,000	23,100	b	1	a(23,100 shares)
OWENS ILL INC	PFD CONV \$.01	690768 50 2	2,851,000	107,600	b	1	a(107,600 shares)
OXFORD HEALTH PLANS INC	COM	691471 10 6	1,597,000	43,800	b	1	a(43,800 shares)
P & O PRINCESS CRUISES PLC	ADR	693070 10 4	865,000	31,200	b	1	a(31,200 shares)
P-COM INC	COM NEW	693262 20 6	6,000	33,860	b	1	a(33,860 shares)
P F CHANGES CHINA BISTRO INC	COM	69333Y 10 8	290,000	8,000	b	1	a(8,000 shares)
PMC-SIERRA INC	COM	69344F 10 6	3,153,000	567,163	b	1	a(567,163 shares)
PMC-SIERRA INC	COM	69344F 10 6	792,000	142,500 c	b	1	a(142,500 shares)
PNC FINL SVCS GROUP INC	COM	693475 10 5	2,447,000	58,400	b	1	a(58,400 shares)
PNC FINL SVCS GROUP INC	COM	693475 10 5	838,000	20,000 c	b	1	a(20,000 shares)
PNC FINL SVCS GROUP INC	COM	693475 10 5	2,724,000	65,000 P	b	1	a(65,000 shares)
POSCO	SPONSORED ADR	693483 10 9	898,000	36,300	b	1	a(36,300 shares)
PPG INDS INC	COM	693506 10 7	7,016,000	139,900	b	1	a(139,900 shares)
PPG INDS INC	COM	693506 10 7	502,000	10,000 c	b	1	a(10,000 shares)
PPG INDS INC	COM	693506 10 7	502,000	10,000 P	b	1	a(10,000 shares)
PAC-WEST TELECOM INC	COM	69371Y 10 1	16,000	31,800	b	1	a(31,800 shares)
PACIFIC SUNWEAR CALIF INC	COM	694873 10 0	3,327,000	188,098	b	1	a(188,098 shares)
PACIFICARE HEALTH SYS DEL	COM	695112 10 2	781,000	27,800	b	1	a(27,800 shares)
PACIFICARE HEALTH SYS DEL	COM	695112 10 2	6,885,000	245,000 c	b	1	a(245,000 shares)
PACKAGING CORP AMER	COM	695156 10 9	328,000	18,000	b	1	a(18,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PACKAGING DYNAMICS CORP	COM	695160 10 1	103,000	15,655	b	1	a(15,655 shares)
PALL CORP	COM	696429 30 7	2,422,000	145,200	b	1	a(145,200 shares)
PALM INC	COM NEW	696642 20 6	197,000	12,543	b	1	a(12,543 shares)
PAPA JOHNS INTL INC	COM	698813 10 2	627,000	22,500 C	b	1	a(22,500 shares)
PAPA JOHNS INTL INC	COM	698813 10 2	279,000	10,000 P	b	1	a(10,000 shares)
PARK ELECTROCHEMICAL CORP	COM	700416 20 9	307,000	16,000	b	1	a(16,000 shares)
PARK PL ENTMT CORP	COM	700690 10 0	2,129,000	253,400	b	1	a(253,400 shares)
PARKER HANNAFIN CORP	COM	701094 10 4	6,002,000	130,100	b	1	a(130,100 shares)
PARTHUSCEVA INC	COM	70212E 10 6	191,000	32,315	b	1	a(32,315 shares)
PATTERSON DENTAL CO	COM	703412 10 6	875,000	20,000 C	b	1	a(20,000 shares)
PAXAR CORP	COM	704227 10 7	314,000	21,300	b	1	a(21,300 shares)
PAXSON COMMUNICATIONS CORP	COM	704231 10 9	42,000	20,300	b	1	a(20,300 shares)
PAYCHEX INC	COM	704326 10 7	10,358,000	371,247	b	1	a(371,247 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	3,073,000	59,700	b	1	a(59,700 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	3,860,000	75,000 C	b	1	a(75,000 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	5,662,000	110,000 P	b	1	a(110,000 shares)
PEC SOLUTIONS INC	COM	705107 10 0	483,000	16,141	b	1	a(16,141 shares)
PEDIATRIX MED GROUP	COM	705324 10 1	741,000	18,500 C	b	1	a(18,500 shares)
PEDIATRIX MED GROUP	COM	705324 10 1	801,000	20,000 P	b	1	a(20,000 shares)
PENN NATL GAMING INC	COM	707569 10 9	1,125,000	70,910	b	1	a(70,910 shares)
PENN NATL GAMING INC	COM	707569 10 9	159,000	10,000 C	b	1	a(10,000 shares)
PENN TREATY AMERN CORP	NOTE 6.250%12/	707874 AC 7	1,383,000	1,580,000	b	1	a(1,580,000 shares)
PENNEY J C INC	COM	708160 10 6	239,000	10,400	b	1	a(10,400 shares)
PENTAIR INC	COM	709631 10 5	228,000	6,600	b	1	a(6,600 shares)
PENTON MEDIA INC	COM	709668 10 7	132,000	194,500	b	1	a(194,500 shares)
PEOPLESFT INC	COM	712713 10 6	3,679,000	201,054	b	1	a(201,054 shares)
PEOPLESFT INC	COM	712713 10 6	183,000	10,000 C	b	1	a(10,000 shares)
PEPCO HOLDINGS INC	COM	713291 10 2	8,493,000	438,000	b	1	a(438,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PEPSI BOTTLING GROUP INC	COM	713409 10 0	2,118,000	82,400	b	1	a(82,400 shares)
PEPSICO INC	COM	713448 10 8	12,575,000	297,840	b	1	a(297,840 shares)
PEPSICO INC	COM	713448 10 8	8,655,000	205,000 C	b	1	a(205,000 shares)
PERFORMANCE FOOD GROUP CO	COM	713755 10 6	1,547,000	45,562	b	1	a(45,562 shares)
PERKINELMER INC	COM	714046 10 9	2,359,000	285,900	b	1	a(285,900 shares)
PERRIGO CO	COM	714290 10 3	586,000	48,206	b	1	a(48,206 shares)
PETCO ANIMAL SUPPLIES	COM NEW	716016 20 9	803,000	34,249	b	1	a(34,249 shares)
PETROLEUM GEO-SVCS A/S	SPONSORED ADR	716597 10 9	22,000	55,900	b	1	a(55,900 shares)
PETSMART INC	COM	716768 10 6	925,000	53,980	b	1	a(53,980 shares)
PHARMACYCLICS INC	COM	716933 10 6	55,000	15,320	b	1	a(15,320 shares)
PFIZER INC	COM	717081 10 3	1,709,000	55,900	b	1	a(55,900 shares)
PFIZER INC	COM	717081 10 3	34,086,000	1,115,000 C	b	1	a(1,115,000 shares)
PFIZER INC	COM	717081 10 3	32,863,000	1,075,000 P	b	1	a(1,075,000 shares)
PHARMACIA CORP	COM	717130 10 2	39,183,000	937,400	b	1	a(937,400 shares)
PHELPS DODGE CORP	COM	717265 10 2	430,000	13,600	b	1	a(13,600 shares)
PHILIP MORRIS COS INC	COM	718154 10 7	4,734,000	116,800	b	1	a(116,800 shares)
PHILIP MORRIS COS INC	COM	718154 10 7	4,864,000	120,000 C	b	1	a(120,000 shares)
PHILIP MORRIS COS INC	COM	718154 10 7	9,727,000	240,000 P	b	1	a(240,000 shares)
PIER 1 IMPORTS INC	COM	720279 10 8	1,011,000	53,400	b	1	a(53,400 shares)
PINNACLE WEST CAP CORP	COM	723484 10 1	9,596,000	281,500	b	1	a(281,500 shares)
PIONEER NAT RES CO	COM	723787 10 7	2,462,000	97,500	b	1	a(97,500 shares)
PITNEY BOWES INC	COM	724479 10 0	6,107,000	187,000	b	1	a(187,000 shares)
PIXAR	COM	725811 10 3	530,000	10,000 C	b	1	a(10,000 shares)
PIXAR	COM	725811 10 3	1,272,000	24,000 P	b	1	a(24,000 shares)
PIXELWORKS INC	COM	72581M 10 7	85,000	14,704	b	1	a(14,704 shares)
PLACER DOME INC	COM	725906 10 1	1,218,000	105,900	b	1	a(105,900 shares)
PLAINS EXPL & PRODTN CO L P	COM	726505 10 0	201,000	20,600	b	1	a(20,600 shares)
PLAINS RES INC	COM PAR \$0.10	726540 50 3	293,000	24,700	b	1	a(24,700 shares)

CONFIDENTIAL TREATMENT HAS BEEN REQUESTED

Page Total

180,016,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
POGO PRODUCING CO	COM	730448 10 7	1,646,000	44,200	b	1	a(44,200 shares)
POLARIS INDS INC	COM	731068 10 2	2,379,000	40,600	b	1	a(40,600 shares)
POLYCOM INC	COM	73172K 10 4	547,000	57,460	b	1	a(57,460 shares)
POLYMEDICA CORP	COM	731738 10 0	1,822,000	59,064	b	1	a(59,064 shares)
POTASH CORP SASK INC	COM	73755L 10 7	5,096,000	80,600	b	1	a(80,600 shares)
POTASH CORP SASK INC	COM	73755L 10 7	569,000	9,000 C	b	1	a(9,000 shares)
POTASH CORP SASK INC	COM	73755L 10 7	2,529,000	40,000 P	b	1	a(40,000 shares)
POTLATCH CORP	COM	737628 10 7	700,000	29,300	b	1	a(29,300 shares)
POWERWAVE TECHNOLOGIES INC	COM	739363 10 9	1,784,000	330,392	b	1	a(330,392 shares)
PRACTICEWORKS INC	COM	739419 10 9	115,000	14,569	b	1	a(14,569 shares)
PRAXAIR INC	COM	74005P 10 4	2,386,000	41,300	b	1	a(41,300 shares)
PRAXAIR INC	COM	74005P 10 4	578,000	10,000 C	b	1	a(10,000 shares)
PRE PAID LEGAL SVCS INC	COM	740065 10 7	1,341,000	51,200	b	1	a(51,200 shares)
PRECISTON DRILLING CORP	COM	74022D 10 0	3,473,000	107,500	b	1	a(107,500 shares)
PRICE COMMUNICATIONS CORP	COM NEW	741437 30 5	6,752,000	488,200	b	1	a(488,200 shares)
PRICE T ROWE GROUP INC	COM	74144T 10 8	2,469,000	90,491	b	1	a(90,491 shares)
PRIDE INTL INC DEL	FRNT 2.500% 3/	74153Q AB 8	4,578,000	4,000,000	b	1	a(4,000,000 shares)
PRIDE INTL INC	SDCV 4/	741932 AB 3	12,250,000	25,000,000	b	1	a(25,000,000 shares)
PRINCIPAL FINANCIAL GROUP IN	COM	74251V 10 2	362,000	12,000 C	b	1	a(12,000 shares)
PROCTER & GAMBLE CO	COM	742718 10 9	10,639,000	123,800	b	1	a(123,800 shares)
PROGRESS ENERGY INC	COM	743263 10 5	27,792,000	641,100	b	1	a(641,100 shares)
PROGRESS SOFTWARE CORP	COM	743312 10 0	535,000	41,312	b	1	a(41,312 shares)
PROGRESSIVE CORP OHIO	COM	743315 10 3	23,430,000	472,100	b	1	a(472,100 shares)
PROQUEST COMPANY	COM	74346P 10 2	1,376,000	70,200	b	1	a(70,200 shares)
PROTEIN DESIGN LABS INC	COM	74369L 10 3	3,273,000	385,086	b	1	a(385,086 shares)
PROVINCE HEALTHCARE CO	COM	743977 10 0	1,528,000	157,000	b	1	a(157,000 shares)
PROVIDIAN FINL CORP	COM	74406A 10 2	372,000	57,300	b	1	a(57,300 shares)
PROXIM CORP	CL A	744283 10 2	49,000	56,763	b	1	a(56,763 shares)

CONFIDENTIAL TREATMENT HAS BEEN REQUESTED

Page Total

120,370,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PRUDENTIAL FINL INC	COM	744320 10 2	609,000	19,200	b	1	a(19,200 shares)
PUBLIC SVC ENTERPRISE GROUP	COM	744573 10 6	700,000	21,800	b	1	a(21,800 shares)
PUGET ENERGY INC NEW	COM	745310 10 2	2,822,000	128,000	b	1	a(128,000 shares)
PULTE HOMES INC	COM	745867 10 1	2,370,000	49,500	b	1	a(49,500 shares)
PULTE HOMES INC	COM	745867 10 1	479,000	10,000 c	b	1	a(10,000 shares)
QLOGIC CORP	COM	747277 10 1	2,920,000	84,610	b	1	a(84,610 shares)
QLOGIC CORP	COM	747277 10 1	5,618,000	162,800 c	b	1	a(162,800 shares)
QLOGIC CORP	COM	747277 10 1	732,000	21,200 P	b	1	a(21,200 shares)
QUALCOMM INC	COM	747525 10 3	33,960,000	933,222	b	1	a(933,222 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	33,167,000	582,900	b	1	a(582,900 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	6,686,000	117,500 c	b	1	a(117,500 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	5,576,000	98,000 P	b	1	a(98,000 shares)
QUEST SOFTWARE INC	COM	74834T 10 3	1,250,000	121,260	b	1	a(121,260 shares)
QUINTILES TRANSNATIONAL CORP	COM	748767 10 0	2,076,000	171,549	b	1	a(171,549 shares)
QWEST COMMUNICATIONS INTL IN	COM	749121 10 9	826,000	165,239	b	1	a(165,239 shares)
QWEST COMMUNICATIONS INTL IN	COM	749121 10 9	350,000	70,000 c	b	1	a(70,000 shares)
RLI CORP	COM	749607 10 7	2,140,000	76,700	b	1	a(76,700 shares)
RADIO ONE INC	CL D NON VTG	75040P 40 5	560,000	38,801	b	1	a(38,801 shares)
RADIOSHACK CORP	COM	750438 10 3	4,642,000	247,700	b	1	a(247,700 shares)
RAILAMERICA INC	COM	750753 10 5	151,000	21,100	b	1	a(21,100 shares)
RAMBUS INC DEL	COM	750917 10 6	2,575,000	383,721	b	1	a(383,721 shares)
RATIONAL SOFTWARE CORP	NOTE 5.000% 2/	75409P AC 7	2,043,000	2,000,000	b	1	a(2,000,000 shares)
RAYONIER INC	COM	754907 10 3	1,864,000	41,200	b	1	a(41,200 shares)
RAYTHEON CO	COM NEW	755111 50 7	9,065,000	294,800	b	1	a(294,800 shares)
READERS DIGEST ASSN INC	CL A NON VTG	755267 10 1	1,066,000	70,600	b	1	a(70,600 shares)
REEBOK INTL LTD	COM	758110 10 0	306,000	10,400	b	1	a(10,400 shares)
REEBOK INTL LTD	COM	758110 10 0	382,000	13,000 c	b	1	a(13,000 shares)
REGENERON PHARMACEUTICALS	COM	75886F 10 7	599,000	32,348	b	1	a(32,348 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
RELIANT RES INC	COM	75952B 10 5	36,000	11,152	b	1	a(11,152 shares)
REMEC INC	COM	759543 10 1	204,000	52,702	b	1	a(52,702 shares)
RENAL TREATMENT CTRS INC	NOTE 5.625% 7/	759671 AC 4	4,270,000	4,000,000	b	1	a(4,000,000 shares)
RENAISSANCE LEARNING INC	COM	75968L 10 5	239,000	12,633	b	1	a(12,633 shares)
RENAL CARE GROUP INC	COM	759930 10 0	819,000	25,900	b	1	a(25,900 shares)
RENAL CARE GROUP INC	COM	759930 10 0	949,000	30,000 P	b	1	a(30,000 shares)
RENT A CTR INC NEW	COM	76009N 10 0	2,997,000	60,000 C	b	1	a(60,000 shares)
RENT A CTR INC NEW	COM	76009N 10 0	999,000	20,000 P	b	1	a(20,000 shares)
REPUBLIC BANCORP INC	COM	760282 10 3	351,000	29,800	b	1	a(29,800 shares)
REPUBLIC SVCS INC	COM	760759 10 0	2,400,000	114,400	b	1	a(114,400 shares)
RESTORATION HARDWARE INC DEL	COM	760981 10 0	260,000	51,911	b	1	a(51,911 shares)
RESMED INC	COM	761152 10 7	4,790,000	156,700	b	1	a(156,700 shares)
RESOURCES CONNECTION INC	COM	76122Q 10 5	1,253,000	54,000 C	b	1	a(54,000 shares)
RESPIRONICS INC	COM	761230 10 1	809,000	26,600	b	1	a(26,600 shares)
REYNOLDS & REYNOLDS CO	CL A	761695 10 5	731,000	28,700	b	1	a(28,700 shares)
REYNOLDS R J TOB HLDGS INC	COM	76182K 10 5	3,853,000	91,500 C	b	1	a(91,500 shares)
RICHARDSON ELECTRS LTD	SDCV 8.250% 6/	763165 AC 1	2,381,000	2,642,000	b	1	a(2,642,000 shares)
RIGHT MGMT CONSULTANTS INC	COM	766573 10 9	258,000	19,500	b	1	a(19,500 shares)
ROBBINS & MYERS INC	NOTE 6.500% 9/	770196 AA 1	996,000	1,000,000	b	1	a(1,000,000 shares)
ROBERT HALF INTL INC	COM	770323 10 3	2,771,000	172,000	b	1	a(172,000 shares)
ROHM & HAAS CO	COM	775371 10 7	7,948,000	244,700	b	1	a(244,700 shares)
ROPER INDS INC NEW	COM	776696 10 6	377,000	10,300	b	1	a(10,300 shares)
ROSLYN BANCORP INC	COM	778162 10 7	876,000	48,599	b	1	a(48,599 shares)
ROWAN COS INC	COM	779382 10 0	3,287,000	144,800	b	1	a(144,800 shares)
ROYAL BK CDA MONTREAL QUE	COM	780087 10 2	202,000	5,500	b	1	a(5,500 shares)
ROYAL DUTCH PETE CO	NY REG EUR .56	780257 80 4	31,254,000	710,000	b	1	a(710,000 shares)
RUBY TUESDAY INC	COM	781182 10 0	192,000	11,100	b	1	a(11,100 shares)
RYDER SYS INC	COM	783549 10 8	6,054,000	269,800	b	1	a(269,800 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
RYLAND GROUP INC	COM	783764 10 3	3,142,000	94,200	b	1	a(94,200 shares)
RYLAND GROUP INC	COM	783764 10 3	1,084,000	32,500 C	b	1	a(32,500 shares)
SBC COMMUNICATIONS INC	COM	78387G 10 3	727,000	26,800	b	1	a(26,800 shares)
SBC COMMUNICATIONS INC	COM	78387G 10 3	1,356,000	50,000 P	b	1	a(50,000 shares)
SEI INVESTMENTS CO	COM	784117 10 3	1,115,000	41,029	b	1	a(41,029 shares)
SEI INVESTMENTS CO	COM	784117 10 3	1,223,000	45,000 C	b	1	a(45,000 shares)
SK TELECOM LTD	SPONSORED ADR	78440P 10 8	1,996,000	93,500	b	1	a(93,500 shares)
SLM CORP	COM	78442P 10 6	4,674,000	45,000 C	b	1	a(45,000 shares)
SLM CORP	COM	78442P 10 6	26,484,000	255,000 P	b	1	a(255,000 shares)
SPDR TR	UNIT SER 1	78462F 10 3	485,000	5,500	b	1	a(5,500 shares)
SPX CORP	NOTE 2/	784635 AD 6	33,320,000	54,000,000	b	1	a(54,000,000 shares)
SPX CORP	NOTE 5/	784635 AF 1	3,063,000	5,000,000	b	1	a(5,000,000 shares)
S1 CORPORATION	COM	78463B 10 1	436,000	97,808	b	1	a(97,808 shares)
SRA INTL INC	CL A	78464R 10 5	899,000	33,200	b	1	a(33,200 shares)
SAFECO CORP	COM	786429 10 0	17,963,000	518,117	b	1	a(518,117 shares)
SAFEGUARD SCIENTIFICS INC	COM	786449 10 8	35,000	25,500	b	1	a(25,500 shares)
SAFEMAY INC	COM NEW	786514 20 8	30,518,000	1,306,400	b	1	a(1,306,400 shares)
ST JOE CO	COM	790148 10 0	240,000	8,000	b	1	a(8,000 shares)
ST JUDE MED INC	COM	790849 10 3	794,000	20,000 C	b	1	a(20,000 shares)
ST MARY LD & EXPL CO	COM	792228 10 8	258,000	10,300	b	1	a(10,300 shares)
SAKS INC	COM	79377W 10 8	929,000	79,100	b	1	a(79,100 shares)
SANDTSK CORP	COM	80004C 10 1	1,978,000	97,450	b	1	a(97,450 shares)
SANDTSK CORP	COM	80004C 10 1	1,512,000	74,500 C	b	1	a(74,500 shares)
SAPIENT CORP	COM	803062 10 8	784,000	382,542	b	1	a(382,542 shares)
SARA LEE CORP	COM	803111 10 3	529,000	23,500	b	1	a(23,500 shares)
SARA LEE CORP	COM	803111 10 3	675,000	30,000 C	b	1	a(30,000 shares)
SCANA CORP NEW	COM	80589M 10 2	1,780,000	57,500	b	1	a(57,500 shares)
SCHEIN HENRY INC	COM	806407 10 2	2,826,000	62,800	b	1	a(62,800 shares)

CONFIDENTIAL TREATMENT HAS BEEN REQUESTED

Page Total

140,825,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SCHEIN HENRY INC	COM	806407 10 2	3,510,000	78,000 C	b	1	a(78,000 shares)
SCHEIN HENRY INC	COM	806407 10 2	4,815,000	107,000 P	b	1	a(107,000 shares)
SCHERING PLOUGH CORP	COM	806605 10 1	204,000	9,200	b	1	a(9,200 shares)
SCHLUMBERGER LTD	COM	806857 10 8	12,505,000	297,100	b	1	a(297,100 shares)
SCHLUMBERGER LTD	COM	806857 10 8	6,734,000	160,000 C	b	1	a(160,000 shares)
SCHOLASTIC CORP	COM	807066 10 5	1,438,000	40,000 C	b	1	a(40,000 shares)
SCHOOL SPECIALTY INC	COM	807863 10 5	871,000	43,572	b	1	a(43,572 shares)
SCHWAB CHARLES CORP NEW	COM	808513 10 5	128,000	11,800	b	1	a(11,800 shares)
SCHWAB CHARLES CORP NEW	COM	808513 10 5	4,085,000	376,500 C	b	1	a(376,500 shares)
SCIENTIFIC ATLANTA INC	COM	808655 10 4	2,103,000	177,300	b	1	a(177,300 shares)
SCIOS INC	COM	808905 10 3	3,574,000	109,694	b	1	a(109,694 shares)
SCRIPPS E W CO OHIO	CL A	811054 20 4	885,000	11,500	b	1	a(11,500 shares)
SCS TRANSN INC	COM	81111T 10 2	864,000	87,147	b	1	a(87,147 shares)
SEABULK INTL INC	COM	81169P 10 1	1,766,000	319,400	b	1	a(319,400 shares)
SEALED AIR CORP NEW	COM	81211K 10 0	2,074,000	55,600	b	1	a(55,600 shares)
SEALED AIR CORP NEW	COM	81211K 10 0	12,123,000	325,000 C	b	1	a(325,000 shares)
SEALED AIR CORP NEW	COM	81211K 10 0	1,865,000	50,000 P	b	1	a(50,000 shares)
SEALED AIR CORP NEW	PFD CV A \$2	81211K 20 9	13,355,000	313,500	b	1	a(313,500 shares)
SEARS ROEBUCK & CO	COM	812387 10 8	1,315,000	54,900	b	1	a(54,900 shares)
SEITEL INC	COM NEW	816074 30 6	49,000	89,200	b	1	a(89,200 shares)
SEMTECH CORP	COM	816850 10 1	1,379,000	126,300	b	1	a(126,300 shares)
SENSIENT TECHNOLOGIES CORP	COM	81725T 10 0	1,723,000	76,700	b	1	a(76,700 shares)
SEPRACOR INC	COM	817315 10 4	2,212,000	228,700	b	1	a(228,700 shares)
SEPRACOR INC	COM	817315 10 4	145,000	15,000 C	b	1	a(15,000 shares)
SEQUENOM INC	COM	817337 10 8	25,000	13,621	b	1	a(13,621 shares)
SERONO S A	SPONSORED ADR	81752M 10 1	198,000	14,600	b	1	a(14,600 shares)
SERVICEMASTER CO	COM	81760N 10 9	768,000	69,200	b	1	a(69,200 shares)
SHAW GROUP INC	COM	820280 10 5	1,339,000	81,400	b	1	a(81,400 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SHELL TRANS & TRADING PLC	ADR NY SHS NEW	822703 60 9	1,109,000	28,500	b	1	a(28,500 shares)
SHERWIN WILLIAMS CO	COM	824348 10 6	345,000	12,200	b	1	a(12,200 shares)
SICOR INC	COM	825846 10 8	1,460,000	92,139	b	1	a(92,139 shares)
SIEBEL SYS INC	COM	826170 10 2	4,568,000	610,726	b	1	a(610,726 shares)
SIEBEL SYS INC	COM	826170 10 2	75,000	10,000 c	b	1	a(10,000 shares)
SIEMENS A G	SPONSORED ADR	826197 50 1	2,296,000	54,500	b	1	a(54,500 shares)
SIERRA PAC RES NEW	COM	826428 10 4	72,000	11,000	b	1	a(11,000 shares)
SIGMA ALDRICH CORP	COM	826552 10 1	7,159,000	147,000 c	b	1	a(147,000 shares)
SIGMA ALDRICH CORP	COM	826552 10 1	1,705,000	35,000 P	b	1	a(35,000 shares)
SILICON VY BANCSHARES	COM	827064 10 6	588,000	32,224	b	1	a(32,224 shares)
SIRIUS SATELLITE RADIO INC	COM	829660 10 3	38,000	59,400	b	1	a(59,400 shares)
SIPEX CORP	COM	829909 10 0	244,000	65,946	b	1	a(65,946 shares)
SMITH INTL INC	COM	832110 10 0	27,182,000	833,300	b	1	a(833,300 shares)
SMITH INTL INC	COM	832110 10 0	9,284,000	284,600 c	b	1	a(284,600 shares)
SMITH INTL INC	COM	832110 10 0	7,992,000	245,000 P	b	1	a(245,000 shares)
SMURFIT-STONE CONTAINER CORP	PFD CV EX A 7%	832727 20 0	1,578,000	77,000	b	1	a(77,000 shares)
SNAP ON INC	COM	833034 10 1	402,000	14,300	b	1	a(14,300 shares)
SNAP ON INC	COM	833034 10 1	281,000	10,000 P	b	1	a(10,000 shares)
SONIC CORP	COM	835451 10 5	584,000	28,500 c	b	1	a(28,500 shares)
SONIC CORP	COM	835451 10 5	502,000	24,500 P	b	1	a(24,500 shares)
SONIC AUTOMOTIVE INC	CL A	835456 10 2	555,000	37,300	b	1	a(37,300 shares)
SONIC SOLUTIONS	COM	835460 10 6	68,000	13,500	b	1	a(13,500 shares)
SONICBLUE INC	COM	835460 10 9	7,000	14,975	b	1	a(14,975 shares)
SONICWALL INC	COM	835470 10 5	196,000	54,067	b	1	a(54,067 shares)
SONOCO PRODS CO	COM	835495 10 2	752,000	32,800	b	1	a(32,800 shares)
SONY CORP	ADR NEW	835699 30 7	7,630,000	184,700	b	1	a(184,700 shares)
SONUS NETWORKS INC	COM	835916 10 7	77,000	77,400	b	1	a(77,400 shares)
SOUTHERN CO	COM	842587 10 7	397,000	14,000	b	1	a(14,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SOUTHRUST CORP	COM	844730 10 1	2,521,000	101,444	b	1	a(101,444 shares)
SOUTHRUST CORP	COM	844730 10 1	249,000	10,000 P	b	1	a(10,000 shares)
SOUTHWEST AIRLIS CO	COM	844741 10 8	648,000	46,600	b	1	a(46,600 shares)
SOUTHWEST BANCORPORATION TEX	COM	84476R 10 9	864,000	30,000 C	b	1	a(30,000 shares)
SOVEREIGN BANCORP INC	COM	845905 10 8	412,000	29,300	b	1	a(29,300 shares)
SOVEREIGN BANCORP INC	UNIT 11/12/2029	845905 30 6	23,956,000	305,000	b	1	a(305,000 shares)
SPRINT CORP	COM FON GROUP	852061 10 0	5,615,000	387,800	b	1	a(387,800 shares)
STANCORP FINL GROUP INC	COM	852891 10 0	1,749,000	35,800	b	1	a(35,800 shares)
STANCORP FINL GROUP INC	COM	852891 10 0	733,000	15,000 C	b	1	a(15,000 shares)
STANCORP FINL GROUP INC	COM	852891 10 0	293,000	6,000 P	b	1	a(6,000 shares)
STANDARD PAC CORP NEW	COM	85375C 10 1	2,450,000	99,000	b	1	a(99,000 shares)
STAPLES INC	COM	855030 10 2	3,055,000	166,933	b	1	a(166,933 shares)
STARBUCKS CORP	COM	855244 10 9	3,298,000	161,816	b	1	a(161,816 shares)
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A 20 3	14,873,000	626,500	b	1	a(626,500 shares)
STATE STR CORP	COM	857477 10 3	12,511,000	320,800	b	1	a(320,800 shares)
STEELCASE INC	CL A	858155 20 3	148,000	13,500	b	1	a(13,500 shares)
STERICYCLE INC	COM	858912 10 8	1,569,000	48,448	b	1	a(48,448 shares)
STERIS CORP	COM	859152 10 0	4,494,000	185,300	b	1	a(185,300 shares)
STEWART & STEVENSON SVCS INC	COM	860342 10 4	1,360,000	96,202	b	1	a(96,202 shares)
STEWART ENTERPRISES INC	CL A	860370 10 5	89,000	15,897	b	1	a(15,897 shares)
STILWELL FINL INC	COM	860831 10 6	3,031,000	231,900	b	1	a(231,900 shares)
STONE ENERGY CORP	COM	861642 10 6	517,000	15,500	b	1	a(15,500 shares)
STRATEX NETWORKS INC	COM	86279T 10 9	649,000	293,743	b	1	a(293,743 shares)
STRAYER ED INC	COM	863236 10 5	2,412,000	41,955	b	1	a(41,955 shares)
STRYKER CORP	COM	863667 10 1	8,585,000	127,900	b	1	a(127,900 shares)
STRYKER CORP	COM	863667 10 1	4,665,000	69,500 C	b	1	a(69,500 shares)
STRYKER CORP	COM	863667 10 1	5,101,000	76,000 P	b	1	a(76,000 shares)
SUN LIFE FINL SVCS CDA INC	COM	866796 10 5	586,000	34,600	b	1	a(34,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SUN MICROSYSTEMS INC	COM	866810 10 4	3,446,000	1,108,000	b	1	a(1,108,000 shares)
SUN MICROSYSTEMS INC	COM	866810 10 4	622,000	200,000 c	b	1	a(200,000 shares)
SUNCOR ENERGY INC	COM	867229 10 6	1,150,000	73,400	b	1	a(73,400 shares)
SUNOCO INC	COM	86764P 10 9	521,000	15,700	b	1	a(15,700 shares)
SUNRISE ASSISTED LIVING INC	COM	86768K 10 6	1,003,000	40,300	b	1	a(40,300 shares)
SUNTRUST BKS INC	COM	867914 10 3	6,506,000	114,300	b	1	a(114,300 shares)
SUNTRUST BKS INC	COM	867914 10 3	6,830,000	120,000 c	b	1	a(120,000 shares)
SUPERIOR INDS INTL INC	COM	868168 10 5	438,000	10,600	b	1	a(10,600 shares)
SUPERIOR INDS INTL INC	COM	868168 10 5	2,358,000	57,000 c	b	1	a(57,000 shares)
SUPERIOR INDS INTL INC	COM	868168 10 5	1,965,000	47,500 P	b	1	a(47,500 shares)
SURMODICS INC	COM	868873 10 0	287,000	10,000 P	b	1	a(10,000 shares)
SWIFT TRANSN CO	COM	870756 10 3	761,000	37,996	b	1	a(37,996 shares)
SYBASE INC	COM	871130 10 0	6,051,000	451,600	b	1	a(451,600 shares)
SYBRON DENTAL SPECIALTIES IN	COM	871142 10 5	236,000	15,900	b	1	a(15,900 shares)
SYCAMORE NETWORKS INC	COM	871206 10 8	149,000	51,400	b	1	a(51,400 shares)
SYMANTEC CORP	COM	871503 10 8	11,140,000	275,206	b	1	a(275,206 shares)
SYNCOR INTL CORP DEL	COM	87157J 10 6	2,037,000	73,448	b	1	a(73,448 shares)
SYNCOR INTL CORP DEL	COM	87157J 10 6	1,248,000	45,000 c	b	1	a(45,000 shares)
SYNOPSYS INC	COM	871607 10 7	2,492,000	54,000 c	b	1	a(54,000 shares)
SYNGENTA AG	SPONSORED ADR	87160A 10 0	189,000	16,400	b	1	a(16,400 shares)
SYSCO CORP	COM	871829 10 7	8,115,000	272,400	b	1	a(272,400 shares)
TCF FINL CORP	COM	872275 10 2	2,233,000	51,100	b	1	a(51,100 shares)
THQ INC	COM NEW	872443 40 3	915,000	69,037	b	1	a(69,037 shares)
TJX COS INC NEW	COM	872540 10 9	580,000	29,700	b	1	a(29,700 shares)
TJX COS INC NEW	NOTE 2/	872540 AL 3	12,244,000	15,000,000	b	1	a(15,000,000 shares)
TXU CORP	COM	873168 10 8	220,000	11,800	b	1	a(11,800 shares)
TXU CORP	COM	873168 10 8	747,000	40,000 c	b	1	a(40,000 shares)
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054 10 9	1,127,000	47,966	b	1	a(47,966 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
TALBOTS INC	COM	874161 10 2	333,000	12,100	b	1	a(12,100 shares)
TANOX INC	COM	87588Q 10 9	130,000	14,401	b	1	a(14,401 shares)
TARGET CORP	COM	87612E 10 6	13,143,000	438,100	b	1	a(438,100 shares)
TECH DATA CORP	SDCV 2.000%12/	878237 AC 0	1,760,000	2,000,000	b	1	a(2,000,000 shares)
TECHNE CORP	COM	878377 10 0	3,638,000	127,357	b	1	a(127,357 shares)
TECHNE CORP	COM	878377 10 0	314,000	11,000 c	b	1	a(11,000 shares)
TECHNITROL INC	COM	878555 10 1	479,000	29,700	b	1	a(29,700 shares)
TEKELEC	COM	879101 10 3	869,000	83,200	b	1	a(83,200 shares)
TEKTRONIX INC	COM	879131 10 0	1,110,000	61,000	b	1	a(61,000 shares)
TELECOM ITALIA SPA	SPON ADR ORD	87927W 10 6	1,056,000	13,900	b	1	a(13,900 shares)
TELECOMUNICACOES BRASILEIRAS	SPONSORED ADR	879287 30 8	1,207,000	64,700	b	1	a(64,700 shares)
TELEFLEX INC	COM	879369 10 6	2,059,000	48,000	b	1	a(48,000 shares)
TELEFLEX INC	COM	879369 10 6	1,287,000	30,000 c	b	1	a(30,000 shares)
TELEFONICA S A	SPONSORED ADR	879382 20 8	2,054,000	77,305	b	1	a(77,305 shares)
TELEFONOS DE MEXICO S A	DBCV 4.250% 6/	879403 AD 5	11,938,000	10,000,000	b	1	a(10,000,000 shares)
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403 78 0	617,000	19,300	b	1	a(19,300 shares)
TELEPHONE & DATA SYS INC	COM	879433 10 0	9,018,000	191,800	b	1	a(191,800 shares)
TELEPHONE & DATA SYS INC	COM	879433 10 0	470,000	10,000 c	b	1	a(10,000 shares)
TELIK INC	COM	87959M 10 9	441,000	37,811	b	1	a(37,811 shares)
TELLABS INC	COM	879664 10 0	153,000	21,000	b	1	a(21,000 shares)
TEMPLE INLAND INC	COM	879868 10 7	10,893,000	243,100	b	1	a(243,100 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	1,555,000	94,800	b	1	a(94,800 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	1,148,000	70,000 c	b	1	a(70,000 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	1,640,000	100,000 P	b	1	a(100,000 shares)
TENNECO AUTOMOTIVE INC	COM	880349 10 5	100,000	24,700	b	1	a(24,700 shares)
TERADYNE INC	SDCV 3.750%10/	880770 AD 4	11,219,000	12,500,000	b	1	a(12,500,000 shares)
TERAYON COMMUNICATION SYS	COM	880775 10 1	42,000	20,333	b	1	a(20,333 shares)
TEREX CORP NEW	COM	880779 10 3	988,000	88,700	b	1	a(88,700 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
TEREX CORP NEW	COM	880779 10 3	223,000	20,000 C	b	1	a(20,000 shares)
TETRA TECHNOLOGIES INC DEL	COM	88162F 10 5	427,000	20,000 C	b	1	a(20,000 shares)
TEXAS INDS INC	COM	882491 10 3	365,000	15,000 C	b	1	a(15,000 shares)
TEXTRON INC	COM	883203 10 1	7,343,000	170,800	b	1	a(170,800 shares)
THERMA-WAVE INC	COM	88343A 10 8	207,000	197,565	b	1	a(197,565 shares)
THOMAS & BETTS CORP	COM	884315 10 2	313,000	18,500	b	1	a(18,500 shares)
THORATEC CORP	COM NEW	885175 30 7	96,000	12,600	b	1	a(12,600 shares)
3COM CORP	COM	885535 10 4	226,000	48,758	b	1	a(48,758 shares)
3M CO	COM	88579Y 10 1	12,330,000	100,000 C	b	1	a(100,000 shares)
3M CO	COM	88579Y 10 1	3,699,000	30,000 P	b	1	a(30,000 shares)
TICKETMASTER	CL B	88633P 20 3	3,743,000	176,381	b	1	a(176,381 shares)
TIDEWATER INC	COM	886423 10 2	5,542,000	178,200	b	1	a(178,200 shares)
TIFFANY & CO NEW	COM	886547 10 8	8,777,000	367,100	b	1	a(367,100 shares)
TIMBERLAND CO	CL A	887100 10 5	534,000	15,000 C	b	1	a(15,000 shares)
TITAN CORP	COM	888266 10 3	1,931,000	185,700	b	1	a(185,700 shares)
TITAN INTL INC ILL	COM	88830M 10 2	148,000	110,800	b	1	a(110,800 shares)
TOLL BROTHERS INC	COM	889478 10 3	7,755,000	383,900	b	1	a(383,900 shares)
TOLL BROTHERS INC	COM	889478 10 3	404,000	20,000 C	b	1	a(20,000 shares)
TOO INC	COM	890333 10 7	828,000	35,200	b	1	a(35,200 shares)
TOOTSIE ROLL INDS INC	COM	890516 10 7	218,000	7,100	b	1	a(7,100 shares)
TOOTSIE ROLL INDS INC	COM	890516 10 7	307,000	10,000 C	b	1	a(10,000 shares)
TORCHMARK CORP	COM	891027 10 4	1,827,000	50,000 C	b	1	a(50,000 shares)
TOTAL FINA ELF S A	SPONSORED ADR	89151E 10 9	4,068,000	56,900	b	1	a(56,900 shares)
TOUCH AMERICA HDGS INC	COM	891539 10 8	102,000	260,600	b	1	a(260,600 shares)
TOTAL SYS SVCS INC	COM	891906 10 9	743,000	55,000	b	1	a(55,000 shares)
TOYOTA MOTOR CORP	SP ADR REP2COM	892331 30 7	498,000	9,400	b	1	a(9,400 shares)
TOYS R US INC	COM	892335 10 0	2,724,000	272,400	b	1	a(272,400 shares)
TRACTOR SUPPLY CO	COM	892356 10 6	2,444,000	65,000 C	b	1	a(65,000 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
TRACTOR SUPPLY CO	COM	892356 10 6	263,000	7,000 P	b	1	a(7,000 shares)
TRANSWITCH CORP	COM	894065 10 1	133,000	193,700	b	1	a(193,700 shares)
TRAVELERS PPTY CAS CORP NEW	NT CV JR 2032	89420G 30 7	50,000	225,000	b	1	a(225,000 shares)
TRIAD HOSPITALS INC	COM	89579K 10 9	3,487,000	116,900	b	1	a(116,900 shares)
TRIAD HOSPITALS INC	COM	89579K 10 9	746,000	25,000 C	b	1	a(25,000 shares)
TRIARC COS INC	SDCV	895927 AB 7	7,195,000	19,250,000	b	1	a(19,250,000 shares)
TRIBUNE CO NEW	COM	896047 10 7	8,628,000	189,800	b	1	a(189,800 shares)
TRIMERIS INC	COM	896263 10 0	4,749,000	110,206	b	1	a(110,206 shares)
TRIMERIS INC	COM	896263 10 0	2,176,000	50,500 C	b	1	a(50,500 shares)
TRIMERIS INC	COM	896263 10 0	646,000	15,000 P	b	1	a(15,000 shares)
TRIUMPH GROUP INC NEW	COM	896818 10 1	319,000	10,000 C	b	1	a(10,000 shares)
TYCO INTL LTD NEW	COM	902124 10 6	5,834,000	341,559	b	1	a(341,559 shares)
TYCO INTL LTD NEW	COM	902124 10 6	61,536,000	3,602,800 C	b	1	a(3,602,800 shares)
TYCO INTL LTD NEW	COM	902124 10 6	11,491,000	672,800 P	b	1	a(672,800 shares)
TYCO INTL LTD NEW	NOTE	902124 AC 0	14,369,000	19,920,000	b	1	a(19,920,000 shares)
TYSON FOODS INC	CL A	902494 10 3	263,000	23,400	b	1	a(23,400 shares)
UAL CORP	COM PAR \$0.01	902549 50 0	1,327,000	927,900	b	1	a(927,900 shares)
UGI CORP NEW	COM	902681 10 5	583,000	15,600	b	1	a(15,600 shares)
US BANCORP DEL	COM NEW	902973 30 4	8,919,000	420,300	b	1	a(420,300 shares)
USA INTERACTIVE	COM	902984 10 3	5,181,000	226,035	b	1	a(226,035 shares)
USF&G CORP	NOTE	903290 AD 6	8,719,000	11,268,000	b	1	a(11,268,000 shares)
US ONCOLOGY INC	COM	90338W 10 3	119,000	13,687	b	1	a(13,687 shares)
ULTRA PETE CORP	COM	903914 10 9	218,000	22,100	b	1	a(22,100 shares)
UNILAB CORP NEW	COM NEW	904763 20 8	8,112,000	443,297	b	1	a(443,297 shares)
UNILEVER PLC	SPON ADR NEW	904767 70 4	3,221,000	84,200	b	1	a(84,200 shares)
UNILEVER N V	N Y SHS NEW	904784 70 9	28,905,000	468,400	b	1	a(468,400 shares)
UNION PLANTERS CORP	COM	908068 10 9	5,576,000	198,150	b	1	a(198,150 shares)
UNIONBANCAL CORP	COM	908906 10 0	1,559,000	39,700	b	1	a(39,700 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
UNISOURCE ENERGY CORP	COM	909205 10 6	182,000	10,500	b	1	a(10,500 shares)
UNISYS CORP	COM	909214 10 8	382,000	38,600	b	1	a(38,600 shares)
UNIT CORP	COM	909218 10 9	269,000	14,500	b	1	a(14,500 shares)
UNITED DEFENSE INDS INC	COM	910188 10 4	289,000	12,400	b	1	a(12,400 shares)
UNITED MICROELECTRONICS CORP	SPONSORED ADR	910873 20 7	2,223,000	661,755	b	1	a(661,755 shares)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	341,000	5,400	b	1	a(5,400 shares)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	57,434,000	910,500 c	b	1	a(910,500 shares)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	52,880,000	838,300 P	b	1	a(838,300 shares)
UNITED RENTALS INC	COM	911363 10 9	740,000	68,800	b	1	a(68,800 shares)
UNITED STATES STL CORP NEW	COM	912909 10 8	3,569,000	272,000	b	1	a(272,000 shares)
UNITED STATIONERS INC	COM	913004 10 7	1,177,000	40,860	b	1	a(40,860 shares)
UNITED SURGICAL PARTNERS INT	COM	913016 30 9	247,000	15,800	b	1	a(15,800 shares)
UNITED TECHNOLOGIES CORP	COM	913017 10 9	8,895,000	143,600	b	1	a(143,600 shares)
UNITED TECHNOLOGIES CORP	COM	913017 10 9	18,396,000	297,000 c	b	1	a(297,000 shares)
UNITED TECHNOLOGIES CORP	COM	913017 10 9	27,254,000	440,000 P	b	1	a(440,000 shares)
UNITEDHEALTH GROUP INC	COM	91324P 10 2	14,771,000	176,900 P	b	1	a(176,900 shares)
UNITRIN INC	COM	913275 10 3	581,000	19,900	b	1	a(19,900 shares)
UNIVERSAL HLTH SVCS INC	CL B	913903 10 0	5,421,000	120,200	b	1	a(120,200 shares)
UNIVERSAL HLTH SVCS INC	CL B	913903 10 0	3,608,000	80,000 c	b	1	a(80,000 shares)
UNIVERSAL HLTH SVCS INC	CL B	913903 10 0	1,601,000	35,500 P	b	1	a(35,500 shares)
UNUMPROVIDENT CORP	COM	91529Y 10 6	5,664,000	322,900	b	1	a(322,900 shares)
URBAN OUTFITTERS INC	COM	917047 10 2	471,000	20,000 c	b	1	a(20,000 shares)
V F CORP	COM	918204 10 8	1,355,000	37,600	b	1	a(37,600 shares)
VALENCE TECHNOLOGY INC	COM	918914 10 2	104,000	77,977	b	1	a(77,977 shares)
VALERO ENERGY CORP NEW	COM	91913Y 10 0	2,080,000	56,300	b	1	a(56,300 shares)
VARCO INTL INC DEL	COM	922122 10 6	3,416,000	196,300	b	1	a(196,300 shares)
VARIAN INC	COM	922206 10 7	677,000	23,600	b	1	a(23,600 shares)
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207 10 5	527,000	22,200	b	1	a(22,200 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
VARIAN MED SYS INC	COM	92220P 10 5	14,458,000	291,500	b	1	a(291,500 shares)
VARIAN MED SYS INC	COM	92220P 10 5	694,000	14,000 c	b	1	a(14,000 shares)
VARIAN MED SYS INC	COM	92220P 10 5	496,000	10,000 p	b	1	a(10,000 shares)
VAXGEN INC	COM NEW	922390 20 8	526,000	27,225	b	1	a(27,225 shares)
VECTOR GROUP LTD	COM	92240M 10 8	1,222,000	105,186	b	1	a(105,186 shares)
VERITAS SOFTWARE CO	COM	923436 10 9	3,610,000	231,111	b	1	a(231,111 shares)
VERITAS SOFTWARE CO	COM	923436 10 9	3,046,000	195,000 c	b	1	a(195,000 shares)
VERISIGN INC	COM	92343E 10 2	3,472,000	432,920	b	1	a(432,920 shares)
VERIZON COMMUNICATIONS	COM	92343V 10 4	496,000	12,800	b	1	a(12,800 shares)
VERIZON COMMUNICATIONS	COM	92343V 10 4	5,386,000	139,000 c	b	1	a(139,000 shares)
VERIZON GLOBAL FDG CORP	NOTE	92344G AN 6	29,000,000	50,000,000	b	1	a(50,000,000 shares)
VERTEX PHARMACEUTICALS INC	COM	92532F 10 0	2,452,000	154,724	b	1	a(154,724 shares)
VERTEX PHARMACEUTICALS INC	COM	92532F 10 0	1,268,000	80,000 c	b	1	a(80,000 shares)
VIACOM INC	CL B	925524 30 8	5,274,000	129,400	b	1	a(129,400 shares)
VIAD CORP	COM	92552R 10 9	1,965,000	87,900	b	1	a(87,900 shares)
VIASYS HEALTHCARE INC	COM NEW	92553Q 20 9	224,000	15,025	b	1	a(15,025 shares)
VIDESH SANCHAR NIGAM LTD	SPON ADR NEW	92659G 60 0	42,000	10,200	b	1	a(10,200 shares)
VIISAGE TECHNOLOGY INC	COM	92675K 10 6	61,000	13,630	b	1	a(13,630 shares)
VISHAY INTERTECHNOLOGY INC	COM	928298 10 8	199,000	17,800	b	1	a(17,800 shares)
VISTEON CORP	COM	92839U 10 7	1,210,000	173,800	b	1	a(173,800 shares)
VISUAL NETWORKS INC	COM	928444 10 8	95,000	65,632	b	1	a(65,632 shares)
VISX INC DEL	COM	92844S 10 5	260,000	27,100	b	1	a(27,100 shares)
VITALWORKS INC	COM	928483 10 6	574,000	149,196	b	1	a(149,196 shares)
VITRIA TECHNOLOGY	COM	92849Q 10 4	57,000	75,427	b	1	a(75,427 shares)
VIVENDI UNIVERSAL	SPON ADR NEW	92851S 20 4	3,138,000	195,300	b	1	a(195,300 shares)
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W 10 0	364,000	20,100	b	1	a(20,100 shares)
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W 10 0	544,000	30,000 c	b	1	a(30,000 shares)
W HLDG CO INC	COM	929251 10 6	425,000	25,900	b	1	a(25,900 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
WPP GROUP PLC	SPON ADR NEW	929309 30 0	348,000	9,200	b	1	a(9,200 shares)
WABTEC CORP	COM	929740 10 8	213,000	15,200	b	1	a(15,200 shares)
WACHOVIA CORP 2ND NEW	COM	929903 10 2	2,631,000	72,200	b	1	a(72,200 shares)
WACHOVIA CORP 2ND NEW	COM	929903 10 2	6,013,000	165,000 c	b	1	a(165,000 shares)
WADDELL & REED FINL INC	CL A	930059 10 0	944,000	48,000	b	1	a(48,000 shares)
WAL MART STORES INC	COM	931142 10 3	5,016,000	99,300	b	1	a(99,300 shares)
WAL MART STORES INC	COM	931142 10 3	9,395,000	186,000 c	b	1	a(186,000 shares)
WALGREEN CO	COM	931422 10 9	3,853,000	132,000	b	1	a(132,000 shares)
WALGREEN CO	COM	931422 10 9	8,407,000	288,000 c	b	1	a(288,000 shares)
WALGREEN CO	COM	931422 10 9	3,707,000	127,000 P	b	1	a(127,000 shares)
WASHINGTON MUT INC	COM	939322 10 3	3,722,000	107,800	b	1	a(107,800 shares)
WASTE CONNECTIONS INC	COM	941053 10 0	926,000	23,982	b	1	a(23,982 shares)
WASTE MGMT INC DEL	COM	941061 10 9	13,919,000	607,300	b	1	a(607,300 shares)
WASTE MGMT INC DEL	COM	941061 10 9	2,292,000	100,000 c	b	1	a(100,000 shares)
WASTE MGMT INC DEL	COM	941061 10 9	688,000	30,000 P	b	1	a(30,000 shares)
WATERS CORP	COM	941848 10 3	507,000	23,300	b	1	a(23,300 shares)
WATERS CORP	COM	941848 10 3	2,799,000	128,500 c	b	1	a(128,500 shares)
WATERS CORP	COM	941848 10 3	1,133,000	52,000 P	b	1	a(52,000 shares)
WATSON PHARMACEUTICALS INC	COM	942683 10 3	7,743,000	273,900	b	1	a(273,900 shares)
WATSON PHARMACEUTICALS INC	COM	942683 10 3	4,523,000	160,000 c	b	1	a(160,000 shares)
WAVE SYSTEMS CORP	CL A	943526 10 3	21,000	15,979	b	1	a(15,979 shares)
WEATHERFORD INTL INC	6/ DBCV	947074 AB 6	6,463,000	10,000,000	b	1	a(10,000,000 shares)
WEBEX INC	COM	94767L 10 9	2,043,000	136,197	b	1	a(136,197 shares)
WEBSTER FINL CORP CONN	COM	947890 10 9	501,000	14,396	b	1	a(14,396 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	3,231,000	45,400	b	1	a(45,400 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	1,423,000	20,000 c	b	1	a(20,000 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	356,000	5,000 P	b	1	a(5,000 shares)
WELLS FARGO & CO NEW	COM	949746 10 1	3,684,000	78,600	b	1	a(78,600 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
WELLS FARGO & CO NEW	COM	949746 10 1	7,546,000	161,000 C	b	1	a(161,000 shares)
WELLS FARGO & CO NEW	COM	949746 10 1	37,848,000	807,500 P	b	1	a(807,500 shares)
WENDYS INTL INC	COM	950590 10 9	19,892,000	734,850	b	1	a(734,850 shares)
WENDYS INTL INC	COM	950590 10 9	271,000	10,000 P	b	1	a(10,000 shares)
WERNER ENTERPRISES INC	COM	950755 10 8	347,000	16,100	b	1	a(16,100 shares)
WESTAMERICA BANCORPORATION	COM	957090 10 3	338,000	8,424	b	1	a(8,424 shares)
WESTAR ENERGY INC	COM	95709T 10 0	436,000	44,000	b	1	a(44,000 shares)
WESTERN DIGITAL CORP	COM	958102 10 5	1,535,000	240,200	b	1	a(240,200 shares)
WESTPOINT STEVENS INC	COM	961238 10 2	12,000	20,400	b	1	a(20,400 shares)
WESTPORT RES CORP NEW	COM	961418 10 0	5,464,000	262,700	b	1	a(262,700 shares)
WESTWOOD ONE INC	COM	961815 10 7	7,543,000	201,900	b	1	a(201,900 shares)
WESTWOOD ONE INC	COM	961815 10 7	19,091,000	511,000 C	b	1	a(511,000 shares)
WEYERHAEUSER CO	COM	962166 10 4	11,466,000	233,000	b	1	a(233,000 shares)
WHIRLPOOL CORP	COM	963320 10 6	4,146,000	79,400	b	1	a(79,400 shares)
WHOLE FOODS MKT INC	COM	966837 10 6	4,218,000	80,000 C	b	1	a(80,000 shares)
WHOLE FOODS MKT INC	COM	966837 10 6	896,000	17,000 P	b	1	a(17,000 shares)
WILLIAMS SONOMA INC	COM	969904 10 1	929,000	34,200	b	1	a(34,200 shares)
WIMM BILL DANN FOODS OJSC	SPONSORED ADR	97263M 10 9	267,000	14,900	b	1	a(14,900 shares)
WITNESS SYS INC	COM	977424 10 0	38,000	11,180	b	1	a(11,180 shares)
WOLVERINE WORLD WIDE INC	COM	978097 10 3	257,000	17,000	b	1	a(17,000 shares)
WORLD COLOR PRESS INC DEL	NOTE 6.000%10/	981443 AA 2	20,831,000	20,200,000	b	1	a(20,200,000 shares)
WORTHINGTON INDS INC	COM	981811 10 2	605,000	39,700	b	1	a(39,700 shares)
WORTHINGTON INDS INC	COM	981811 10 2	229,000	15,000 P	b	1	a(15,000 shares)
WRIGLEY WM JR CO	COM	982526 10 5	412,000	7,500 P	b	1	a(7,500 shares)
WYETH	COM	983024 10 0	206,000	5,500	b	1	a(5,500 shares)
WYETH	COM	983024 10 0	19,803,000	529,500 C	b	1	a(529,500 shares)
XL CAP LTD	5/ DBCV	98372P AB 4	11,178,000	17,500,000	b	1	a(17,500,000 shares)
XM SATELLITE RADIO HLDGS INC	CL A	983759 10 1	49,000	18,390	b	1	a(18,390 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
XCEL ENERGY INC	COM	98389B 10 0	132,000	12,000 C	b	1	a(12,000 shares)
XCEL ENERGY INC	COM	98389B 10 0	1,023,000	93,000 P	b	1	a(93,000 shares)
XLINX INC	COM	983919 10 1	3,659,000	177,623	b	1	a(177,623 shares)
XLINX INC	COM	983919 10 1	1,030,000	50,000 C	b	1	a(50,000 shares)
YAHOO INC	COM	984332 10 6	19,461,000	1,190,288	b	1	a(1,190,288 shares)
YELLOW CORP	COM	985509 10 8	2,902,000	115,214	b	1	a(115,214 shares)
YUM BRANDS INC	COM	988498 10 1	3,875,000	160,000 C	b	1	a(160,000 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	835,000	14,569	b	1	a(14,569 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	2,865,000	50,000 C	b	1	a(50,000 shares)
ZIONS BANCORPORATION	COM	989701 10 7	5,317,000	135,124	b	1	a(135,124 shares)
ZIONS BANCORPORATION	COM	989701 10 7	512,000	13,000 C	b	1	a(13,000 shares)
DAIMLERCHRYSLER AG	ORD	D1668R 12 3	10,645,000	347,300	b	1	a(347,300 shares)
AMDOCS LTD	ORD	G02602 10 3	616,000	62,700	b	1	a(62,700 shares)
AMDOCS LTD	ORD	G02602 10 3	98,000	10,000 C	b	1	a(10,000 shares)
APEX SILVER MINES LTD	ORD	G04074 10 3	401,000	27,100	b	1	a(27,100 shares)
ARCH CAP GROUP LTD	ORD	G0450A 10 5	312,000	10,000 C	b	1	a(10,000 shares)
XCELERA INC	COM	G31611 10 9	16,000	26,100	b	1	a(26,100 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	6,830,000	123,500	b	1	a(123,500 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	1,106,000	20,000 C	b	1	a(20,000 shares)
FOSTER WHEELER LTD	SHS	G36535 10 5	88,000	76,200	b	1	a(76,200 shares)
FRESH DEL MONTE PRODUCE INC	ORD	G36738 10 5	410,000	21,700	b	1	a(21,700 shares)
GLOBALSANTAFE CORP	SHS	G3930E 10 1	10,297,000	423,405	b	1	a(423,405 shares)
INGERSOLL-RAND COMPANY LTD	CL A	G4776G 10 1	7,768,000	180,400	b	1	a(180,400 shares)
IPC HLDGS LTD	ORD	G4933P 10 1	1,019,000	32,300	b	1	a(32,300 shares)
LORAL SPACE & COMMUNICATIONS	COM	G56462 10 7	102,000	236,700	b	1	a(236,700 shares)
NABORS INDUSTRIES LTD	SHS	G6359F 10 3	5,467,000	155,000 C	b	1	a(155,000 shares)
NABORS INDUSTRIES LTD	SHS	G6359F 10 3	353,000	10,000 P	b	1	a(10,000 shares)
NOBLE CORPORATION	SHS	G65422 10 0	2,468,000	70,200	b	1	a(70,200 shares)

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest \$1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
OPENTV CORP	CL A	G67543 10 1	13,000	10,700	b	1	a(10,700 shares)
PARTNERRE LTD	COM	G6852T 10 5	12,784,000	246,700	b	1	a(246,700 shares)
PARTNERRE LTD	COM	G6852T 10 5	259,000	5,000 C	b	1	a(5,000 shares)
PARTNERRE LTD	COM	G6852T 10 5	259,000	5,000 P	b	1	a(5,000 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	10,086,000	254,700	b	1	a(254,700 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	792,000	20,000 C	b	1	a(20,000 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	1,980,000	50,000 P	b	1	a(50,000 shares)
HILFIGER TOMMY CORP	ORD	G8915Z 10 2	135,000	19,400	b	1	a(19,400 shares)
WEATHERFORD INTERNATIONAL LT	COM	G95089 10 1	1,709,000	42,800	b	1	a(42,800 shares)
WILLIS GROUP HOLDINGS LTD	SHS	G96655 10 8	4,097,000	142,900	b	1	a(142,900 shares)
XOMA LTD	ORD	G9825R 10 7	77,000	18,100	b	1	a(18,100 shares)
ALCON INC	COM SHS	H01301 10 2	6,419,000	162,700	b	1	a(162,700 shares)
ALCON INC	COM SHS	H01301 10 2	592,000	15,000 C	b	1	a(15,000 shares)
UBS AG	NAMEN AKT	H8920M 85 5	818,000	17,000	b	1	a(17,000 shares)
LUMENTIS LTD	SHS	M6778Q 10 5	37,000	18,334	b	1	a(18,334 shares)
ORBOTECH LTD	ORD	M75253 10 0	195,000	14,200	b	1	a(14,200 shares)
TARO PHARMACEUTICAL INDS LTD	ORD	M8737E 10 8	3,506,000	93,243	b	1	a(93,243 shares)
ORTHOFIX INTL N V	COM	N6748L 10 2	457,000	16,300	b	1	a(16,300 shares)
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T 10 3	1,436,000	86,000	b	1	a(86,000 shares)
OWI CORP NEW	COM	Y6476W 10 4	90,000	21,900	b	1	a(21,900 shares)

Grand Total Table Value(FMV) 7,217,709,000
Grand Total Table Entry 1,644