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VERIZON COMMUNICATIONS INC
Form 13F-HR
July 29, 2002

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

Form 13F

Form 13F COVER PAGE

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

Check here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Verizon Investment Management Corp.

Address: 695 Main Street, 6th Floor

Stamford, Connecticut 06901

Form 13F File Number: 028-04063

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: Marie LoGiudice

Title: Vice President-Operations

Phone: 203 965-3726

Signature, Place, and Date of Signing:

/s/ Stamford, Connecticut 7/29/02

[Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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// 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: 0

Form 13F Information Table Entry Total: 895

Form 13F Information Table Value Total: \$6,273,469

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: | | |
|----------------------------|---------------------------|----------------------------|--|---|------------------------|-------------------|---------------|
| | | | | | INV. (A) | DISCRETION (B) | SHARED (C) |
| | | | | | AS DEF. SOLE INSTR. | SHARE V OTH | |
| ACE LTD | ORD | G0070K103 | 1,094 | 34,620 | X | | |
| COOPER INDS LTD | CL A | G24182100 | 1,489 | 37,877 | X | | |
| GLOBALSANTAFE CORP | SHS | G3930E101 | 3,244 | 118,622 | X | | |
| INGERSOLL-RAND COMPANY LTD | CL A | G4776G101 | 5,649 | 123,723 | X | | |
| NOBLE CORPORATION | SHS | G65422100 | 1,343 | 34,791 | X | | |
| TRANSOCEAN INC | ORD | G90078109 | 1,314 | 42,184 | X | | |
| WHITE MTNS INS GROUP LTD | COM | G9618E107 | 823 | 2,600 | X | | |
| XL CAP LTD | CL A | G98255105 | 3,666 | 43,288 | X | | |

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| | | | | | |
|------------------------------|-----------------|-----------|--------|-----------|---|
| A D C TELECOMMUNICATIONS | COM | 000886101 | 470 | 205,081 | X |
| AFLAC INC | COM | 001055102 | 8,281 | 258,786 | X |
| AGCO CORP | COM | 001084102 | 210 | 10,760 | X |
| AGL RES INC | COM | 001204106 | 951 | 41,000 | X |
| AES CORP | COM | 00130H105 | 951 | 175,385 | X |
| AMR CORP | COM | 001765106 | 849 | 50,354 | X |
| AOL TIME WARNER INC | COM | 00184A105 | 38,939 | 2,647,145 | X |
| AT&T CORP | COM | 001957109 | 21,927 | 2,049,273 | X |
| AT&T WIRELESS SVCS INC | COM | 00209A106 | 5,887 | 1,006,266 | X |
| ABBOTT LABS | COM | 002824100 | 43,656 | 1,159,519 | X |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 606 | 25,106 | X |
| ACCREDO HEALTH INC | COM | 00437V104 | 300 | 6,506 | X |
| ACTIVISION INC NEW | COM NEW | 004930202 | 4,128 | 142,063 | X |
| ACTION PERFORMANCE COS INC | COM | 004933107 | 313 | 9,900 | X |
| ACXIOM CORP | COM | 005125109 | 240 | 13,727 | X |
| ADAPTEC INC | COM | 00651F108 | 118 | 14,978 | X |
| ADOBE SYS INC | COM | 00724F101 | 6,076 | 213,200 | X |
| ADVANCED FIBRE COMMUNICATION | COM | 00754A105 | 197 | 11,917 | X |
| ADVANCEPCS | COM | 00790K109 | 691 | 28,860 | X |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 1,313 | 135,073 | X |
| ADVENT SOFTWARE INC | COM | 007974108 | 446 | 17,343 | X |
| AETNA INC NEW | COM | 00817Y108 | 1,351 | 28,166 | X |
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 8,484 | 178,696 | X |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 258 | 4,200 | X |
| AFFYMETRIX INC | COM | 00826T108 | 267 | 11,122 | X |
| AGERE SYS INC | CL A | 00845V100 | 20 | 14,652 | X |
| AGERE SYS INC | CL B | 00845V209 | 905 | 603,459 | X |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 3,534 | 149,445 | X |
| AIR PRODS & CHEMS INC | COM | 009158106 | 10,392 | 205,902 | X |
| ALBERTO CULVER CO | CL B CONV | 013068101 | 3,985 | 83,366 | X |
| ALBERTSONS INC | COM | 013104104 | 8,183 | 268,659 | X |
| ALCAN INC | COM | 013716105 | 1,910 | 50,898 | X |
| ALCOA INC | COM | 013817101 | 19,668 | 593,312 | X |
| ALLEGHENY ENERGY INC | COM | 017361106 | 1,552 | 60,281 | X |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 247 | 15,637 | X |
| ALLERGAN INC | COM | 018490102 | 3,639 | 54,517 | X |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 280 | 10,976 | X |
| ALLIANT TECHSYSTEMS INC | COM | 018804104 | 456 | 7,149 | X |
| ALLIED CAP CORP NEW | COM | 01903Q108 | 435 | 19,217 | X |
| ALLIED WASTE INDS INC | COM PAR\$.01NEW | 019589308 | 497 | 51,821 | X |
| ALLSTATE CORP | COM | 020002101 | 17,305 | 467,944 | X |
| ALLTEL CORP | COM | 020039103 | 7,143 | 151,988 | X |
| ALTERA CORP | COM | 021441100 | 2,012 | 147,971 | X |
| AMAZON COM INC | COM | 023135106 | 2,322 | 142,889 | X |
| AMBAC FINL GROUP INC | COM | 023139108 | 9,738 | 144,909 | X |
| AMERADA HESS CORP | COM | 023551104 | 9,877 | 119,723 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|---------|---------|---------|--------------|-----------|-----------------|
| | | | | | INV. DISCRETION |
| | | | | | (A) (B) (C) |
| | | CUSIP | PENSION FAIR | SHARES OR | SHARED |
| | | | MARKET VALUE | PRINCIPAL | AS DEF. SHARE |

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| NAME OF ISSUER | TITLE OF CLASS | NUMBER | (\$000) | AMOUNT | SOLE INSTR. V OTH |
|------------------------------|----------------|-----------|---------|-----------|-------------------|
| AMEREN CORP | COM | 023608102 | 1,450 | 33,721 | X |
| AMERICAN EAGLE OUTFITTERS NE | COM | 02553E106 | 232 | 10,965 | X |
| AMERICAN ELEC PWR INC | COM | 025537101 | 7,343 | 183,485 | X |
| AMERICAN EXPRESS CO | COM | 025816109 | 25,328 | 697,355 | X |
| AMERICAN GREETINGS CORP | CL A | 026375105 | 214 | 12,868 | X |
| AMERICAN INTL GROUP INC | COM | 026874107 | 90,330 | 1,323,911 | X |
| AMERICAN NATL INS CO | COM | 028591105 | 2,372 | 24,629 | X |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 499 | 39,527 | X |
| AMERICAN STD COS INC DEL | COM | 029712106 | 2,296 | 30,579 | X |
| AMERICAN TOWER CORP | CL A | 029912201 | 110 | 32,000 | X |
| AMERICAN WTR WKS INC | COM | 030411102 | 9,351 | 216,413 | X |
| AMERICREDIT CORP | COM | 03060R101 | 444 | 15,839 | X |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 6,991 | 91,987 | X |
| AMETEK INC NEW | COM | 031100100 | 2,496 | 67,000 | X |
| AMGEN INC | COM | 031162100 | 31,686 | 756,579 | X |
| AMKOR TECHNOLOGY INC | COM | 031652100 | 88 | 14,183 | X |
| AMPHENOL CORP NEW | CL A | 032095101 | 1,982 | 55,060 | X |
| AMSOUTH BANCORPORATION | COM | 032165102 | 1,757 | 78,519 | X |
| ANADARKO PETE CORP | COM | 032511107 | 6,899 | 139,934 | X |
| ANALOG DEVICES INC | COM | 032654105 | 7,320 | 246,455 | X |
| ANDREW CORP | COM | 034425108 | 1,233 | 82,664 | X |
| ANDRX GROUP | COM | 034553107 | 377 | 13,981 | X |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 30,290 | 605,801 | X |
| ANSYS INC | COM | 03662Q105 | 774 | 38,500 | X |
| ANTHEM INC | COM | 03674B104 | 1,345 | 19,930 | X |
| AON CORP | COM | 037389103 | 1,487 | 50,454 | X |
| APACHE CORP | COM | 037411105 | 3,432 | 59,712 | X |
| APARTMENT INVT & MGMT CO | CL A | 03748R101 | 219 | 4,459 | X |
| APOGENT TECHNOLOGIES INC | COM | 03760A101 | 304 | 14,800 | X |
| APOLLO GROUP INC | CL A | 037604105 | 10,080 | 255,697 | X |
| APOLLO GROUP INC | COM UNV PHOENX | 037604204 | 1,677 | 56,612 | X |
| APPLE COMPUTER INC | COM | 037833100 | 3,083 | 173,968 | X |
| APPLEBEES INTL INC | COM | 037899101 | 280 | 12,323 | X |
| APPLERA CORP | COM AP BIO GRP | 038020103 | 1,802 | 92,460 | X |
| APPLIED MICRO CIRCUITS CORP | COM | 03822W109 | 386 | 81,595 | X |
| APPLIED MATLS INC | COM | 038222105 | 28,705 | 1,509,207 | X |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 2,794 | 218,465 | X |
| ARCHSTONE SMITH TR | COM | 039583109 | 287 | 10,740 | X |
| ARROW ELECTRS INC | COM | 042735100 | 849 | 40,933 | X |
| ARVINMERITOR INC | COM | 043353101 | 1,781 | 74,223 | X |
| ASHLAND INC | COM | 044204105 | 2,282 | 56,355 | X |
| ASSOCIATED BANC CORP | COM | 045487105 | 2,249 | 59,639 | X |
| ATMEL CORP | COM | 049513104 | 442 | 70,581 | X |
| AUTODESK INC | COM | 052769106 | 360 | 27,190 | X |
| AUTOLIV INC | COM | 052800109 | 735 | 29,180 | X |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 9,529 | 218,802 | X |
| AUTONATION INC | COM | 05329W102 | 176 | 12,125 | X |
| AUTOZONE INC | COM | 053332102 | 5,403 | 69,900 | X |
| AVAYA INC | COM | 053499109 | 381 | 76,924 | X |
| AVERY DENNISON CORP | COM | 053611109 | 2,608 | 41,569 | X |
| AVNET INC | COM | 053807103 | 1,829 | 83,187 | X |
| AVON PRODS INC | COM | 054303102 | 6,887 | 131,843 | X |
| AZTAR CORP | COM | 054802103 | 2,712 | 130,400 | X |
| BB&T CORP | COM | 054937107 | 3,571 | 92,518 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
 FORM 13F - SOLE INSTR V. NONE AUTHORITY
 JUNE 30, 2002

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: |
|------------------------------|----------------|--------------|----------------------|------------------|----------------------|
| | | | PENSION FAIR | SHARES OR | INV. DISCRETION |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE (\$000) | PRINCIPAL AMOUNT | (A) (B) (C) |
| | | | | | SHARED AS DEF. SHARE |
| | | | | | SOLE INSTR. V OTHER |
| BISYS GROUP INC | COM | 055472104 | 6,057 | 181,894 | X |
| BJS WHOLESALE CLUB INC | COM | 05548J106 | 1,079 | 28,031 | X |
| BJ SVCS CO | COM | 055482103 | 5,970 | 176,205 | X |
| BMC SOFTWARE INC | COM | 055921100 | 1,133 | 68,283 | X |
| BAKER HUGHES INC | COM | 057224107 | 6,343 | 190,524 | X |
| BALL CORP | COM | 058498106 | 5,916 | 142,612 | X |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 90,450 | 1,285,530 | X |
| BANK HAWAII CORP | COM | 062540109 | 3,042 | 108,652 | X |
| BANK NEW YORK INC | COM | 064057102 | 6,949 | 205,889 | X |
| BANK ONE CORP | COM | 06423A103 | 26,180 | 680,345 | X |
| BANKNORTH GROUP INC NEW | COM | 06646R107 | 11,232 | 431,665 | X |
| BARD C R INC | COM | 067383109 | 575 | 10,167 | X |
| BARRICK GOLD CORP | COM | 067901108 | 1,473 | 77,578 | X |
| BARR LABS INC | COM | 068306109 | 2,472 | 38,911 | X |
| BAUSCH & LOMB INC | COM | 071707103 | 343 | 10,131 | X |
| BAXTER INTL INC | COM | 071813109 | 25,145 | 565,686 | X |
| BEA SYS INC | COM | 073325102 | 757 | 79,570 | X |
| BEAR STEARNS COS INC | COM | 073902108 | 9,794 | 160,025 | X |
| BECKMAN COULTER INC | COM | 075811109 | 10,947 | 219,372 | X |
| BECTON DICKINSON & CO | COM | 075887109 | 4,362 | 126,629 | X |
| BED BATH & BEYOND INC | COM | 075896100 | 6,227 | 165,002 | X |
| BELLSOUTH CORP | COM | 079860102 | 34,031 | 1,080,343 | X |
| BEMIS INC | COM | 081437105 | 1,512 | 31,842 | X |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 7,348 | 110 | X |
| BEST BUY INC | COM | 086516101 | 9,685 | 266,816 | X |
| BIG LOTS INC | COM | 089302103 | 642 | 32,606 | X |
| BIOGEN INC | COM | 090597105 | 2,171 | 52,409 | X |
| BIOMET INC | COM | 090613100 | 2,565 | 94,566 | X |
| BLACK & DECKER CORP | COM | 091797100 | 1,333 | 27,647 | X |
| BLOCK H & R INC | COM | 093671105 | 8,618 | 186,740 | X |
| BOEING CO | COM | 097023105 | 28,631 | 636,250 | X |
| BOISE CASCADE CORP | COM | 097383103 | 1,100 | 31,854 | X |
| BORG WARNER INC | COM | 099724106 | 2,746 | 47,533 | X |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 6,044 | 206,126 | X |
| BOWATER INC | COM | 102183100 | 3,294 | 60,588 | X |
| BRINKER INTL INC | COM | 109641100 | 4,060 | 127,874 | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 24,172 | 940,540 | X |
| BROADCOM CORP | CL A | 111320107 | 1,743 | 99,352 | X |
| BROCADE COMMUNICATIONS SYS I | COM | 111621108 | 1,588 | 90,829 | X |
| BROWN & BROWN INC | COM | 115236101 | 733 | 23,265 | X |
| BROWN FORMAN CORP | CL B | 115637209 | 2,730 | 39,568 | X |
| BRUNSWICK CORP | COM | 117043109 | 487 | 17,398 | X |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 6,388 | 212,926 | X |
| BURLINGTON RES INC | COM | 122014103 | 1,735 | 45,648 | X |
| CDW COMPUTER CTRS INC | COM | 125129106 | 2,294 | 49,007 | X |
| CEC ENTMT INC | COM | 125137109 | 236 | 5,718 | X |
| C H ROBINSON WORLDWIDE INC | COM | 12541W100 | 973 | 29,005 | X |
| CIGNA CORP | COM | 125509109 | 16,142 | 165,691 | X |

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| | | | | | |
|------------------|------|-----------|-------|---------|---|
| CMS ENERGY CORP | COM | 125896100 | 2,382 | 216,927 | X |
| CSG SYS INTL INC | COM | 126349109 | 303 | 15,835 | X |
| CSX CORP | COM | 126408103 | 1,441 | 41,121 | X |
| CVS CORP | COM | 126650100 | 6,006 | 196,272 | X |
| CABOT CORP | COM | 127055101 | 1,067 | 37,232 | X |
| CACI INTL INC | CL A | 127190304 | 3,086 | 80,800 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|----------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|--------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARE |
| CADENCE DESIGN SYSTEM INC | COM | 127387108 | 4,554 | 282,527 | X | | |
| CALPINE CORP | COM | 131347106 | 1,005 | 142,951 | X | | |
| CAMPBELL SOUP CO | COM | 134429109 | 1,877 | 67,858 | X | | |
| CANADIAN NATL RY CO | COM | 136375102 | 4,408 | 85,100 | X | | |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 15,043 | 246,410 | X | | |
| CARDINAL HEALTH INC | COM | 14149Y108 | 20,797 | 338,666 | X | | |
| CAREER EDUCATION CORP | COM | 141665109 | 447 | 9,932 | X | | |
| CAREMARK RX INC | COM | 141705103 | 2,023 | 122,605 | X | | |
| CARNIVAL CORP | COM | 143658102 | 2,145 | 77,450 | X | | |
| CATALINA MARKETING CORP | COM | 148867104 | 499 | 17,672 | X | | |
| CATELLUS DEV CORP | COM | 149111106 | 310 | 15,177 | X | | |
| CATERPILLAR INC DEL | COM | 149123101 | 11,657 | 238,140 | X | | |
| CELGENE CORP | COM | 151020104 | 256 | 16,713 | X | | |
| CENDANT CORP | COM | 151313103 | 8,598 | 541,466 | X | | |
| CENTEX CORP | COM | 152312104 | 2,452 | 42,423 | X | | |
| CENTURYTEL INC | COM | 156700106 | 4,887 | 165,670 | X | | |
| CEPHALON INC | COM | 156708109 | 1,500 | 33,190 | X | | |
| CERIDIAN CORP NEW | COM | 156779100 | 1,472 | 77,548 | X | | |
| CERNER CORP | COM | 156782104 | 1,429 | 29,875 | X | | |
| CERTEGY INC | COM | 156880106 | 1,229 | 33,117 | X | | |
| CHARLES RIV LABS INTL INC | COM | 159864107 | 344 | 9,820 | X | | |
| CHARTER ONE FINL INC | COM | 160903100 | 2,201 | 64,030 | X | | |
| CHEESECAKE FACTORY INC | COM | 163072101 | 658 | 18,534 | X | | |
| CHEMED CORP | COM | 163596109 | 648 | 17,200 | X | | |
| CHEVRONTEXACO CORP | COM | 166764100 | 51,041 | 576,738 | X | | |
| CHICOS FAS INC | COM | 168615102 | 945 | 26,010 | X | | |
| CHIRON CORP | COM | 170040109 | 2,342 | 66,253 | X | | |
| CHOICEPOINT INC | COM | 170388102 | 6,976 | 153,423 | X | | |
| CHUBB CORP | COM | 171232101 | 2,301 | 32,506 | X | | |
| CIENA CORP | COM | 171779101 | 620 | 147,868 | X | | |
| CINCINNATI FINL CORP | COM | 172062101 | 5,228 | 112,349 | X | | |
| CINERGY CORP | COM | 172474108 | 3,859 | 107,216 | X | | |
| CIRCUIT CITY STORE INC | CIRCT CITY GRP | 172737108 | 836 | 44,584 | X | | |
| CISCO SYS INC | COM | 17275R102 | 82,805 | 5,935,840 | X | | |
| CINTAS CORP | COM | 172908105 | 3,035 | 61,404 | X | | |
| CITIGROUP INC | COM | 172967101 | 137,231 | 3,541,458 | X | | |
| CITIZENS COMMUNICATIONS CO | COM | 17453B101 | 767 | 91,741 | X | | |

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| | | | | | |
|------------------------------|----------|-----------|--------|-----------|---|
| CITRIX SYS INC | COM | 177376100 | 366 | 60,626 | X |
| CLARCOR INC | COM | 179895107 | 953 | 30,100 | X |
| CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 4,931 | 153,999 | X |
| CLOROX CO DEL | COM | 189054109 | 3,676 | 88,911 | X |
| COACH INC | COM | 189754104 | 5,100 | 92,893 | X |
| COCA COLA CO | COM | 191216100 | 85,040 | 1,518,567 | X |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 2,762 | 125,089 | X |
| COLGATE PALMOLIVE CO | COM | 194162103 | 10,905 | 217,887 | X |
| COLUMBIA SPORTSWEAR CO | COM | 198516106 | 380 | 11,868 | X |
| COMCAST CORP | CL A SPL | 200300200 | 6,797 | 285,098 | X |
| COMERICA INC | COM | 200340107 | 9,073 | 147,776 | X |
| COMMERCE BANCORP INC NJ | COM | 200519106 | 4,848 | 109,675 | X |
| COMMERCE BANCSHARES INC | COM | 200525103 | 1,419 | 32,077 | X |
| COMMERCIAL FEDERAL CORPORATI | COM | 201647104 | 1,563 | 53,900 | X |
| COMMUNITY HEALTH SYS INC NEW | COM | 203668108 | 236 | 8,798 | X |
| COMPASS BANCSHARES INC | COM | 20449H109 | 2,546 | 75,787 | X |
| COMPUTER ASSOC INTL INC | COM | 204912109 | 3,369 | 212,032 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|--------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) V OTH |
| COMPUTER SCIENCES CORP | COM | 205363104 | 3,355 | 70,186 | X | | |
| COMPUWARE CORP | COM | 205638109 | 1,633 | 269,002 | X | | |
| COMVERSE TECHNOLOGY INC | COM PAR \$0.10 | 205862402 | 1,184 | 127,834 | X | | |
| CONAGRA FOODS INC | COM | 205887102 | 4,039 | 146,073 | X | | |
| CONCORD EFS INC | COM | 206197105 | 15,137 | 502,209 | X | | |
| CONEXANT SYSTEMS INC | COM | 207142100 | 59 | 36,423 | X | | |
| CONOCO INC | COM | 208251504 | 8,128 | 292,386 | X | | |
| CONSECO INC | COM | 208464107 | 92 | 45,910 | X | | |
| CONSOLIDATED EDISON INC | COM | 209115104 | 3,591 | 86,016 | X | | |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 2,537 | 79,281 | X | | |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 928 | 31,640 | X | | |
| CONVERGYS CORP | COM | 212485106 | 1,683 | 86,415 | X | | |
| COOPER CAMERON CORP | COM | 216640102 | 2,448 | 50,563 | X | | |
| COOPER TIRE & RUBR CO | COM | 216831107 | 278 | 13,508 | X | | |
| COORS ADOLPH CO | CL B | 217016104 | 3,244 | 52,063 | X | | |
| COPART INC | COM | 217204106 | 240 | 14,789 | X | | |
| CORNING INC | COM | 219350105 | 1,233 | 347,402 | X | | |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 9,852 | 255,109 | X | | |
| COUNTRYWIDE CR INDS INC DEL | COM | 222372104 | 6,159 | 127,642 | X | | |
| COX COMMUNICATIONS INC NEW | CL A | 224044107 | 829 | 30,102 | X | | |
| COX RADIO INC | CL A | 224051102 | 2,112 | 87,638 | X | | |
| CRANE CO | COM | 224399105 | 1,076 | 42,384 | X | | |
| CUMMINS INC | COM | 231021106 | 250 | 7,565 | X | | |
| CYMER INC | COM | 232572107 | 263 | 7,495 | X | | |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 1,435 | 94,503 | X | | |
| CYTYC CORP | COM | 232946103 | 746 | 97,954 | X | | |

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| | | | | | |
|------------------------------|--------------|-----------|--------|-----------|---|
| DPL INC | COM | 233293109 | 204 | 7,719 | X |
| D R HORTON INC | COM | 23331A109 | 755 | 28,999 | X |
| DST SYS INC DEL | COM | 233326107 | 3,997 | 87,432 | X |
| DTE ENERGY CO | COM | 233331107 | 13,094 | 293,325 | X |
| DAISYTEK INTL CORP | COM | 234053106 | 882 | 52,000 | X |
| DANA CORP | COM | 235811106 | 532 | 28,690 | X |
| DANAHER CORP DEL | COM | 235851102 | 6,237 | 94,000 | X |
| DARDEN RESTAURANTS INC | COM | 237194105 | 2,061 | 83,460 | X |
| DAVITA INC | COM | 23918K108 | 407 | 17,113 | X |
| DEAN FOODS CO NEW | COM | 242370104 | 205 | 5,492 | X |
| DEERE & CO | COM | 244199105 | 3,804 | 79,417 | X |
| DELL COMPUTER CORP | COM | 247025109 | 59,227 | 2,265,763 | X |
| DELPHI CORP | COM | 247126105 | 1,429 | 108,232 | X |
| DELTA AIR LINES INC DEL | COM | 247361108 | 476 | 23,805 | X |
| DELUXE CORP | COM | 248019101 | 4,992 | 128,356 | X |
| DENTSPLY INTL INC NEW | COM | 249030107 | 1,373 | 37,209 | X |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 7,302 | 148,171 | X |
| DEVRY INC DEL | COM | 251893103 | 288 | 12,609 | X |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 976 | 18,900 | X |
| DIAL CORP NEW | COM | 25247D101 | 274 | 13,669 | X |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 2,726 | 95,663 | X |
| DIEBOLD INC | COM | 253651103 | 2,383 | 63,992 | X |
| DIGITAL INSIGHT CORP | COM | 25385P106 | 605 | 36,800 | X |
| DILLARDS INC | CL A | 254067101 | 403 | 15,316 | X |
| DISNEY WALT CO | COM DISNEY | 254687106 | 22,542 | 1,192,709 | X |
| DOLE FOOD INC | COM | 256605106 | 2,959 | 102,560 | X |
| DOLLAR GEN CORP | COM | 256669102 | 2,018 | 106,029 | X |
| DOLLAR TREE STORES INC | COM | 256747106 | 4,768 | 120,989 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|------------------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARES V OTH |
| DOMINION RES INC VA NEW | COM | 25746U109 | 7,340 | 110,872 | X | | |
| DONALDSON INC | COM | 257651109 | 4,376 | 124,880 | X | | |
| DONNELLEY R R & SONS CO | COM | 257867101 | 655 | 23,769 | X | | |
| DORAL FINL CORP | COM | 25811P100 | 2,234 | 66,897 | X | | |
| DOUBLECLICK INC | COM | 258609304 | 218 | 30,000 | X | | |
| DOVER CORP | COM | 260003108 | 1,369 | 39,118 | X | | |
| DOW CHEM CO | COM | 260543103 | 21,454 | 624,028 | X | | |
| DOW JONES & CO INC | COM | 260561105 | 931 | 19,223 | X | | |
| DREYERS GRAND ICE CREAM INC | COM | 261878102 | 282 | 4,107 | X | | |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 22,459 | 505,829 | X | | |
| DUKE ENERGY CORP | COM | 264399106 | 9,797 | 315,025 | X | | |
| DUKE REALTY CORP | COM NEW | 264411505 | 237 | 8,195 | X | | |
| DUN & BRADSTREET CORP DEL NE | COM | 26483E100 | 3,866 | 116,968 | X | | |
| DYNEGY INC NEW | CL A | 26816Q101 | 1,712 | 237,829 | X | | |
| E M C CORP MASS | COM | 268648102 | 9,628 | 1,275,174 | X | | |

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| | | | | | |
|------------------------------|-------------|-----------|---------|-----------|---|
| ENSCO INTL INC | COM | 26874Q100 | 1,052 | 38,575 | X |
| EOG RES INC | COM | 26875P101 | 1,177 | 29,640 | X |
| ESS TECHNOLOGY INC | COM | 269151106 | 424 | 24,200 | X |
| E TRADE GROUP INC | COM | 269246104 | 209 | 38,264 | X |
| EASTMAN CHEM CO | COM | 277432100 | 4,873 | 103,904 | X |
| EASTMAN KODAK CO | COM | 277461109 | 3,904 | 133,839 | X |
| EATON CORP | COM | 278058102 | 2,267 | 31,164 | X |
| EATON VANCE CORP | COM NON VTG | 278265103 | 404 | 12,945 | X |
| EBAY INC | COM | 278642103 | 6,467 | 104,943 | X |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 990 | 53,320 | X |
| ECOLAB INC | COM | 278865100 | 4,133 | 89,410 | X |
| EDISON INTL | COM | 281020107 | 4,934 | 290,232 | X |
| EDUCATION MGMT CORP | COM | 28139T101 | 221 | 5,424 | X |
| J D EDWARDS & CO | COM | 281667105 | 792 | 65,176 | X |
| EDWARDS LIFESCENCES CORP | COM | 28176E108 | 238 | 10,260 | X |
| EDWARDS AG INC | COM | 281760108 | 3,495 | 89,919 | X |
| EL PASO CORP | COM | 28336L109 | 8,965 | 434,979 | X |
| ELECTRONIC ARTS INC | COM | 285512109 | 5,959 | 90,220 | X |
| ELECTRONIC DATA SYS NEW | COM | 285661104 | 10,309 | 277,502 | X |
| EMERSON ELEC CO | COM | 291011104 | 11,059 | 206,681 | X |
| EMULEX CORP | COM NEW | 292475209 | 1,888 | 83,855 | X |
| ENERGY EAST CORP | COM | 29266M109 | 1,526 | 67,529 | X |
| ENERGIZER HLDGS INC | COM | 29266R108 | 1,115 | 40,660 | X |
| ENGELHARD CORP | COM | 292845104 | 3,233 | 114,158 | X |
| ENGINEERED SUPPORT SYS INC | COM | 292866100 | 3,818 | 73,000 | X |
| ENPRO INDS INC | COM | 29355X107 | 59 | 11,220 | X |
| ENTERCOM COMMUNICATIONS CORP | CL A | 293639100 | 1,132 | 24,667 | X |
| ENTERGY CORP NEW | COM | 29364G103 | 11,877 | 279,859 | X |
| EQUIFAX INC | COM | 294429105 | 2,278 | 84,354 | X |
| EQUITABLE RES INC | COM | 294549100 | 1,848 | 53,866 | X |
| EQUITY OFFICE PROPERTIES TRU | COM | 294741103 | 6,161 | 204,684 | X |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L107 | 1,527 | 53,116 | X |
| ERIE INDY CO | CL A | 29530P102 | 1,029 | 25,402 | X |
| EXELON CORP | COM | 30161N101 | 7,042 | 134,649 | X |
| EXPEDIA INC | CL A | 302125109 | 1,130 | 19,061 | X |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 2,017 | 60,823 | X |
| EXPRESS SCRIPTS INC | COM | 302182100 | 699 | 13,955 | X |
| EXXON MOBIL CORP | COM | 30231G102 | 175,722 | 4,294,278 | X |
| FLIR SYS INC | COM | 302445101 | 4,461 | 106,300 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|---|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARED AS DEF. SHARE V OTH |
| F M C CORP | COM NEW | 302491303 | 787 | 26,100 | X | | |
| FPL GROUP INC | COM | 302571104 | 5,530 | 92,174 | X | | |
| FAIR ISAAC & CO INC | COM | 303250104 | 237 | 7,197 | X | | |
| FAIRCHILD SEMICONDUCTOR INTL | CL A | 303726103 | 3,560 | 146,490 | X | | |

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| | | | | | |
|-------------------------------|----------------|-----------|---------|-----------|---|
| FAMILY DLR STORES INC | COM | 307000109 | 5,050 | 143,254 | X |
| FASTENAL CO | COM | 311900104 | 1,384 | 35,951 | X |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 31,481 | 514,401 | X |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 55,425 | 751,523 | X |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 2,165 | 54,542 | X |
| FEDERATED INVS INC PA | CL B | 314211103 | 2,530 | 73,191 | X |
| FEDEX CORP | COM | 31428X106 | 9,430 | 176,597 | X |
| FERRO CORP | COM | 315405100 | 4,468 | 148,200 | X |
| FIFTH THIRD BANCORP | COM | 316773100 | 24,090 | 361,447 | X |
| FIRST AMERN CORP CALIF | COM | 318522307 | 1,020 | 44,360 | X |
| FIRST DATA CORP | COM | 319963104 | 30,543 | 821,056 | X |
| FIRST INDUSTRIAL REALTY TRUS | COM | 32054K103 | 1,679 | 51,103 | X |
| FIRST HEALTH GROUP CORP | COM | 320960107 | 627 | 22,350 | X |
| FIRST TENN NATL CORP | COM | 337162101 | 6,677 | 174,337 | X |
| FISERV INC | COM | 337738108 | 6,516 | 177,486 | X |
| FLAGSTAR BANCORP INC | COM | 337930101 | 1,040 | 45,000 | X |
| FIRSTENERGY CORP | COM | 337932107 | 1,877 | 56,233 | X |
| FISHER SCIENTIFIC INTL INC | COM NEW | 338032204 | 337 | 12,043 | X |
| FLEETBOSTON FINL CORP | COM | 339030108 | 22,395 | 692,267 | X |
| FLUOR CORP NEW | COM | 343412102 | 686 | 17,601 | X |
| FLOWERS FOODS INC | COM | 343498101 | 776 | 30,000 | X |
| FLOWSERVE CORP | COM | 34354P105 | 2,484 | 83,354 | X |
| FOOT LOCKER INC | COM | 344849104 | 247 | 17,087 | X |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 13,120 | 819,992 | X |
| FOREST LABS INC | COM | 345838106 | 17,459 | 246,598 | X |
| FORTUNE BRANDS INC | COM | 349631101 | 12,672 | 226,292 | X |
| FOX ENTMT GROUP INC | CL A | 35138T107 | 2,475 | 113,775 | X |
| FRANKLIN RES INC | COM | 354613101 | 3,196 | 74,962 | X |
| FREEMPORT-MCMORAN COPPER & GO | CL B | 35671D857 | 1,168 | 65,444 | X |
| FURNITURE BRANDS INTL INC | COM | 360921100 | 251 | 8,306 | X |
| GALLAGHER ARTHUR J & CO | COM | 363576109 | 1,269 | 36,609 | X |
| GANNETT INC | COM | 364730101 | 17,902 | 235,860 | X |
| GAP INC DEL | COM | 364760108 | 4,087 | 287,814 | X |
| GATEWAY INC | COM | 367626108 | 238 | 53,602 | X |
| GAYLORD ENTMT CO NEW | COM | 367905106 | 1,330 | 60,300 | X |
| GEMSTAR-TV GUIDE INTL INC | COM | 36866W106 | 171 | 31,687 | X |
| GENENTECH INC | COM NEW | 368710406 | 1,521 | 45,391 | X |
| GENERAL DYNAMICS CORP | COM | 369550108 | 10,574 | 99,422 | X |
| GENERAL ELEC CO | COM | 369604103 | 212,747 | 7,323,485 | X |
| GENERAL MLS INC | COM | 370334104 | 7,841 | 177,887 | X |
| GENERAL MTRS CORP | COM | 370442105 | 26,483 | 495,480 | X |
| GENERAL MTRS CORP | CL H NEW | 370442832 | 1,317 | 126,611 | X |
| GENTEX CORP | COM | 371901109 | 458 | 16,678 | X |
| GENUINE PARTS CO | COM | 372460105 | 5,963 | 171,017 | X |
| GENZYME CORP | COM GENL DIV | 372917104 | 1,469 | 76,351 | X |
| GEORGIA PAC CORP | COM | 373298108 | 5,164 | 210,107 | X |
| GILEAD SCIENCES INC | COM | 375558103 | 4,693 | 142,733 | X |
| GILLETTE CO | COM | 375766102 | 13,983 | 412,858 | X |
| GLOBAL PMTS INC | COM | 37940X102 | 537 | 18,063 | X |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 5,241 | 76,198 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

ITEM 1:

ITEM 2:

ITEM 3:

ITEM 4:

ITEM 5:

ITEM 6:

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | INV. DISCRETION | | |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-----------------|---------------------------|-----------------|
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHARE V OTH |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 5,334 | 72,720 | X | | |
| GOODRICH CORP | COM | 382388106 | 2,061 | 75,444 | X | | |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 566 | 30,245 | X | | |
| GRACO INC | COM | 384109104 | 264 | 10,485 | X | | |
| GRAFTECH INTL LTD | COM | 384313102 | 629 | 51,100 | X | | |
| GRAINGER W W INC | COM | 384802104 | 1,935 | 38,614 | X | | |
| GRANT PRIDECO INC | COM | 38821G101 | 267 | 19,596 | X | | |
| GREAT LAKES CHEM CORP | COM | 390568103 | 1,924 | 72,631 | X | | |
| GREENPOINT FINL CORP | COM | 395384100 | 255 | 5,195 | X | | |
| GRUPO TELEVISIA SA DE CV | SP ADR REP ORD | 40049J206 | 520 | 13,900 | X | | |
| GTECH HLDGS CORP | COM | 400518106 | 1,785 | 69,889 | X | | |
| GUIDANT CORP | COM | 401698105 | 5,524 | 182,725 | X | | |
| HCA INC | COM | 404119109 | 13,990 | 294,518 | X | | |
| HALLIBURTON CO | COM | 406216101 | 3,564 | 223,579 | X | | |
| HANCOCK JOHN FINL SVCS INC | COM | 41014S106 | 2,705 | 76,844 | X | | |
| HANOVER COMPRESSOR CO | COM | 410768105 | 257 | 19,000 | X | | |
| HARLEY DAVIDSON INC | COM | 412822108 | 12,260 | 239,133 | X | | |
| HARMAN INTL INDS INC | COM | 413086109 | 282 | 5,717 | X | | |
| HARRAHS ENTMT INC | COM | 413619107 | 4,452 | 100,386 | X | | |
| HARRIS CORP DEL | COM | 413875105 | 3,951 | 109,021 | X | | |
| HARTE-HANKS INC | COM | 416196103 | 2,053 | 99,904 | X | | |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 10,571 | 177,762 | X | | |
| HASBRO INC | COM | 418056107 | 426 | 31,406 | X | | |
| HEALTHSOUTH CORP | COM | 421924101 | 1,027 | 80,311 | X | | |
| HEALTH MGMT ASSOC INC NEW | CL A | 421933102 | 2,263 | 112,320 | X | | |
| HEALTH NET INC | COM | 42222G108 | 263 | 9,843 | X | | |
| HEINZ H J CO | COM | 423074103 | 3,896 | 94,795 | X | | |
| HELMERICH & PAYNE INC | COM | 423452101 | 1,120 | 31,345 | X | | |
| HENRY JACK & ASSOC INC | COM | 426281101 | 251 | 15,019 | X | | |
| HERCULES INC | COM | 427056106 | 411 | 35,389 | X | | |
| HERSHEY FOODS CORP | COM | 427866108 | 1,940 | 31,036 | X | | |
| HEWLETT PACKARD CO | COM | 428236103 | 14,771 | 966,673 | X | | |
| HIBERNIA CORP | CL A | 428656102 | 508 | 25,669 | X | | |
| HILLENBRAND INDS INC | COM | 431573104 | 5,393 | 96,050 | X | | |
| HILTON HOTELS CORP | COM | 432848109 | 1,108 | 79,736 | X | | |
| HISPANIC BROADCASTING CORP | CL A | 43357B104 | 874 | 33,501 | X | | |
| HOLLINGER INTL INC | CL A | 435569108 | 253 | 21,100 | X | | |
| HOME DEPOT INC | COM | 437076102 | 56,299 | 1,532,773 | X | | |
| HONEYWELL INTL INC | COM | 438516106 | 13,896 | 394,427 | X | | |
| HORMEL FOODS CORP | COM | 440452100 | 2,355 | 98,356 | X | | |
| HOST MARRIOTT CORP NEW | COM | 44107P104 | 162 | 14,345 | X | | |
| HOUSEHOLD INTL INC | COM | 441815107 | 12,285 | 247,185 | X | | |
| HUDSON CITY BANCORP | COM | 443683107 | 1,614 | 81,743 | X | | |
| HUDSON UNITED BANCORP | COM | 444165104 | 1,334 | 46,719 | X | | |
| HUMANA INC | COM | 444859102 | 510 | 32,617 | X | | |
| HUMAN GENOME SCIENCES INC | COM | 444903108 | 227 | 16,974 | X | | |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 938 | 48,278 | X | | |
| ICN PHARMACEUTICALS INC NEW | COM | 448924100 | 662 | 27,341 | X | | |
| IDEC PHARMACEUTICALS CORP | COM | 449370105 | 4,387 | 123,738 | X | | |
| IMS HEALTH INC | COM | 449934108 | 2,036 | 113,400 | X | | |
| ITT INDS INC IND | COM | 450911102 | 11,068 | 156,777 | X | | |
| IDEX CORP | COM | 45167R104 | 1,183 | 35,300 | X | | |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 8,724 | 127,735 | X | | |
| IMMUNEX CORP NEW | COM | 452528102 | 5,127 | 229,496 | X | | |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|------------------------------------|------------------------|
| | | | | | (A) SOLE | (B) SHARED AS DEF. INSTR. | (C) SHARE V OTHR |
| IMMUNOMEDICS INC | COM | 452907108 | 113 | 21,700 | X | | |
| INCO LTD | COM | 453258402 | 1,379 | 60,929 | X | | |
| INDEPENDENCE CMNTY BK CORP | COM | 453414104 | 2,841 | 97,059 | X | | |
| INTEGRATED CIRCUIT SYS INC | COM | 45811K208 | 211 | 10,456 | X | | |
| INTEGRATED DEVICE TECHNOLOGY | COM | 458118106 | 1,394 | 76,840 | X | | |
| INTEL CORP | COM | 458140100 | 95,567 | 5,230,804 | X | | |
| INTERACTIVE DATA CORP | COM | 45840J107 | 1,631 | 112,006 | X | | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 90,352 | 1,254,893 | X | | |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 4,027 | 123,957 | X | | |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 2,517 | 44,396 | X | | |
| INTL PAPER CO | COM | 460146103 | 10,222 | 234,551 | X | | |
| INTERNATIONAL RECTIFIER CORP | COM | 460254105 | 2,294 | 78,701 | X | | |
| INTERSIL CORP | CL A | 46069S109 | 419 | 19,575 | X | | |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 4,556 | 184,004 | X | | |
| INTUIT | COM | 461202103 | 3,479 | 69,962 | X | | |
| INVESTMENT TECHNOLOGY GRP NE | COM | 46145F105 | 4,547 | 139,066 | X | | |
| INVITROGEN CORP | COM | 46185R100 | 223 | 6,961 | X | | |
| INVESTORS FINL SERVICES CORP | COM | 461915100 | 476 | 14,191 | X | | |
| IRON MTN INC PA | COM | 462846106 | 316 | 10,230 | X | | |
| ITRON INC | COM | 465741106 | 1,217 | 46,400 | X | | |
| I2 TECHNOLOGIES INC | COM | 465754109 | 62 | 42,024 | X | | |
| IVAX CORP | COM | 465823102 | 361 | 33,461 | X | | |
| JDS UNIPHASE CORP | COM | 46612J101 | 2,817 | 1,055,233 | X | | |
| J P MORGAN CHASE & CO | COM | 46625H100 | 31,265 | 921,731 | X | | |
| JABIL CIRCUIT INC | COM | 466313103 | 1,581 | 74,886 | X | | |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 4,582 | 131,746 | X | | |
| JEFFERSON PILOT CORP | COM | 475070108 | 1,365 | 29,046 | X | | |
| JOHN NUVEEN CO | CL A | 478035108 | 6,599 | 256,761 | X | | |
| JOHNSON & JOHNSON | COM | 478160104 | 140,223 | 2,683,190 | X | | |
| JOHNSON CTLS INC | COM | 478366107 | 11,810 | 144,712 | X | | |
| JONES APPAREL GROUP INC | COM | 480074103 | 4,228 | 112,759 | X | | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 401 | 70,934 | X | | |
| KLA-TENCOR CORP | COM | 482480100 | 9,617 | 218,624 | X | | |
| K MART CORP | COM | 482584109 | 117 | 113,400 | X | | |
| KPMG CONSULTING INC | COM | 48265R109 | 468 | 31,461 | X | | |
| KANSAS CITY SOUTHERN | COM NEW | 485170302 | 867 | 51,000 | X | | |
| KB HOME | COM | 48666K109 | 1,784 | 34,635 | X | | |
| KELLOGG CO | COM | 487836108 | 3,206 | 89,400 | X | | |
| KEMET CORP | COM | 488360108 | 720 | 40,339 | X | | |
| KERR MCGEE CORP | COM | 492386107 | 1,877 | 35,056 | X | | |
| KEYCORP NEW | COM | 493267108 | 8,380 | 306,947 | X | | |
| KEYSPAN CORP | COM | 49337W100 | 1,015 | 26,965 | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 13,599 | 219,337 | X | | |
| KINDER MORGAN INC KANS | COM | 49455P101 | 2,027 | 53,326 | X | | |

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|------------------------------|---------|-----------|--------|---------|---|
| KING PHARMACEUTICALS INC | COM | 495582108 | 2,942 | 132,204 | X |
| KNIGHT RIDDER INC | COM | 499040103 | 11,551 | 183,494 | X |
| KOHL'S CORP | COM | 500255104 | 24,431 | 348,613 | X |
| KRAFT FOODS INC | CL A | 50075N104 | 6,440 | 157,263 | X |
| KRISPY KREME DOUGHNUTS INC | COM | 501014104 | 294 | 9,141 | X |
| KROGER CO | COM | 501044101 | 7,869 | 395,424 | X |
| LNR PPTY CORP | COM | 501940100 | 1,794 | 52,000 | X |
| LSI LOGIC CORP | COM | 502161102 | 884 | 101,000 | X |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 5,522 | 102,256 | X |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 3,994 | 87,482 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|----------------------------|---------------------------|----------------------------|--|---|---------------------------------|--------------------|-----------------------|
| | | | | | (A) SHARED AS DEF. INSTR. | (B) SHARED V | (C) SHARE OTHER |
| LAFARGE NORTH AMERICA INC | COM | 505862102 | 2,128 | 60,527 | X | | |
| LAM RESEARCH CORP | COM | 512807108 | 2,124 | 118,133 | X | | |
| LAMAR ADVERTISING CO | CL A | 512815101 | 980 | 26,333 | X | | |
| LANDAUER INC | COM | 51476K103 | 2,023 | 52,100 | X | | |
| LAUDER ESTEE COS INC | CL A | 518439104 | 655 | 18,598 | X | | |
| LEAR CORP | COM | 521865105 | 5,387 | 116,482 | X | | |
| LEGGETT & PLATT INC | COM | 524660107 | 1,118 | 47,759 | X | | |
| LEGG MASON INC | COM | 524901105 | 484 | 9,805 | X | | |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 18,020 | 288,222 | X | | |
| LENNAR CORP | COM | 526057104 | 230 | 3,756 | X | | |
| LEVEL 3 COMMUNICATIONS INC | COM | 52729N100 | 210 | 71,019 | X | | |
| LEXMARK INTL NEW | CL A | 529771107 | 6,450 | 118,575 | X | | |
| LIBERTY MEDIA CORP NEW | COM SER A | 530718105 | 4,539 | 453,853 | X | | |
| LIFEPPOINT HOSPITALS INC | COM | 53219L109 | 316 | 8,701 | X | | |
| LILLY ELI & CO | COM | 532457108 | 34,490 | 611,521 | X | | |
| LIMITED BRANDS INC | COM | 532716107 | 2,570 | 120,637 | X | | |
| LINCARE HLDGS INC | COM | 532791100 | 767 | 23,747 | X | | |
| LINCOLN NATL CORP IND | COM | 534187109 | 2,659 | 63,311 | X | | |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 5,770 | 183,578 | X | | |
| LIZ CLAIBORNE INC | COM | 539320101 | 655 | 20,587 | X | | |
| LOCKHEED MARTIN CORP | COM | 539830109 | 17,295 | 248,848 | X | | |
| LOEWS CORP | COM | 540424108 | 6,945 | 131,058 | X | | |
| LOUISIANA PAC CORP | COM | 546347105 | 146 | 13,802 | X | | |
| LOWES COS INC | COM | 548661107 | 28,355 | 624,556 | X | | |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 3,354 | 2,020,461 | X | | |
| M & T BK CORP | COM | 55261F104 | 4,761 | 55,520 | X | | |
| MBIA INC | COM | 55262C100 | 5,810 | 102,773 | X | | |
| MBNA CORP | COM | 55262L100 | 15,534 | 469,742 | X | | |
| M D C HLDGS INC | COM | 552676108 | 1,425 | 27,400 | X | | |
| MGIC INVT CORP WIS | COM | 552848103 | 1,323 | 19,512 | X | | |
| MANOR CARE INC NEW | COM | 564055101 | 1,173 | 51,005 | X | | |
| MANPOWER INC | COM | 56418H100 | 1,714 | 46,652 | X | | |
| MARATHON OIL CORP | COM | 565849106 | 4,439 | 163,680 | X | | |

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| | | | | | |
|-----------------------------|-------------|-----------|--------|-----------|---|
| MARSH & MCLENNAN COS INC | COM | 571748102 | 15,862 | 164,207 | X |
| MARSHALL & ILSLEY CORP | COM | 571834100 | 1,881 | 60,827 | X |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 3,023 | 79,455 | X |
| MASCO CORP | COM | 574599106 | 6,037 | 222,682 | X |
| MASSEY ENERGY CORP | COM | 576206106 | 255 | 20,100 | X |
| MATTEL INC | COM | 577081102 | 10,740 | 509,478 | X |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 9,695 | 252,930 | X |
| MAY DEPT STORES CO | COM | 577778103 | 2,153 | 65,382 | X |
| MAYTAG CORP | COM | 578592107 | 1,167 | 27,368 | X |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 4,862 | 188,818 | X |
| MCDONALDS CORP | COM | 580135101 | 11,677 | 410,436 | X |
| MCGRAW HILL COS INC | COM | 580645109 | 5,832 | 97,694 | X |
| MCKESSON CORP | COM | 58155Q103 | 5,753 | 175,939 | X |
| MEADWESTVACO CORP | COM | 583334107 | 5,469 | 162,966 | X |
| MEDIA GEN INC | CL A | 584404107 | 4,276 | 71,273 | X |
| MEDICIS PHARMACEUTICAL CORP | CL A NEW | 584690309 | 242 | 5,668 | X |
| MEDIMMUNE INC | COM | 584699102 | 4,500 | 170,442 | X |
| MEDTRONIC INC | COM | 585055106 | 22,499 | 525,073 | X |
| MELLON FINL CORP | COM | 58551A108 | 6,896 | 219,405 | X |
| MERCK & CO INC | COM | 589331107 | 61,108 | 1,206,719 | X |
| MERCURY INTERACTIVE CORP | COM | 589405109 | 1,218 | 53,052 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|--------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) V OTH |
| MEREDITH CORP | COM | 589433101 | 2,327 | 60,670 | X | | |
| MERRILL LYNCH & CO INC | COM | 590188108 | 19,103 | 471,681 | X | | |
| METLIFE INC | COM | 59156R108 | 7,956 | 276,240 | X | | |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 290 | 7,852 | X | | |
| MICHAELS STORES INC | COM | 594087108 | 571 | 14,635 | X | | |
| MICREL INC | COM | 594793101 | 199 | 13,810 | X | | |
| MICROSOFT CORP | COM | 594918104 | 212,979 | 3,893,577 | X | | |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 6,014 | 219,248 | X | | |
| MICRON TECHNOLOGY INC | COM | 595112103 | 3,368 | 166,579 | X | | |
| MID ATLANTIC MED SVCS INC | COM | 59523C107 | 326 | 10,410 | X | | |
| MILLENNIUM PHARMACEUTICALS I | COM | 599902103 | 520 | 42,784 | X | | |
| MILLER HERMAN INC | COM | 600544100 | 341 | 16,788 | X | | |
| MILLIPORE CORP | COM | 601073109 | 543 | 16,980 | X | | |
| MIRANT CORP | COM | 604675108 | 641 | 87,865 | X | | |
| MODINE MFG CO | COM | 607828100 | 929 | 37,800 | X | | |
| MOHAWK INDS INC | COM | 608190104 | 4,815 | 78,247 | X | | |
| MOLEX INC | COM | 608554101 | 1,726 | 51,486 | X | | |
| MOODYS CORP | COM | 615369105 | 5,197 | 104,469 | X | | |
| MOOG INC | CL A | 615394202 | 1,123 | 26,200 | X | | |
| MORGAN STANLEY DEAN WITTER&C | COM NEW | 617446448 | 25,217 | 585,348 | X | | |
| MOTOROLA INC | COM | 620076109 | 21,368 | 1,464,584 | X | | |
| MURPHY OIL CORP | COM | 626717102 | 7,041 | 85,350 | X | | |

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| | | | | | |
|------------------------------|---------------|-----------|--------|-----------|---|
| MYLAN LABS INC | COM | 628530107 | 3,338 | 106,464 | X |
| NCR CORP NEW | COM | 62886E108 | 5,060 | 146,257 | X |
| NVR INC | COM | 62944T105 | 1,161 | 3,595 | X |
| NATIONAL CITY CORP | COM | 635405103 | 16,260 | 489,024 | X |
| NATIONAL COMMERCE FINL CORP | COM | 63545P104 | 331 | 12,590 | X |
| NATIONAL GRID GROUP PLC | SPONSORED ADR | 636274102 | 356 | 10,115 | X |
| NATIONAL INSTRS CORP | COM | 636518102 | 209 | 6,429 | X |
| NATIONAL-OILWELL INC | COM | 637071101 | 276 | 13,120 | X |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 3,081 | 105,611 | X |
| NATIONWIDE FINL SVCS INC | CL A | 638612101 | 1,045 | 26,459 | X |
| NATIONWIDE HEALTH PPTYS INC | COM | 638620104 | 1,373 | 73,200 | X |
| NAVISTAR INTL CORP NEW | COM | 63934E108 | 2,516 | 78,619 | X |
| NETWORKS ASSOCS INC | COM | 640938106 | 1,708 | 88,624 | X |
| NETWORK APPLIANCE INC | COM | 64120L104 | 1,860 | 149,539 | X |
| NEUBERGER BERMAN INC | COM | 641234109 | 1,894 | 51,738 | X |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 331 | 12,221 | X |
| NEW YORK TIMES CO | CL A | 650111107 | 2,215 | 43,017 | X |
| NEWELL RUBBERMAID INC | COM | 651229106 | 1,883 | 53,700 | X |
| NEWFIELD EXPL CO | COM | 651290108 | 256 | 6,880 | X |
| NEWMONT MINING CORP | COM | 651639106 | 4,910 | 186,489 | X |
| NEXTEL COMMUNICATIONS INC | CL A | 65332V103 | 899 | 280,142 | X |
| NICOR INC | COM | 654086107 | 394 | 8,620 | X |
| NIKE INC | CL B | 654106103 | 2,599 | 48,440 | X |
| 99 CENTS ONLY STORES | COM | 65440K106 | 1,335 | 52,055 | X |
| NISOURCE INC | COM | 65473P105 | 873 | 39,984 | X |
| NOKIA CORP | SPONSORED ADR | 654902204 | 5,012 | 346,100 | X |
| NOBLE ENERGY INC | COM | 655044105 | 312 | 8,646 | X |
| NORDSTROM INC | COM | 655664100 | 533 | 23,535 | X |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 3,568 | 152,608 | X |
| NORTEL NETWORKS CORP NEW | COM | 656568102 | 1,571 | 1,083,128 | X |
| NORTH FORK BANCORPORATION NY | COM | 659424105 | 5,139 | 129,098 | X |
| NORTHERN TR CORP | COM | 665859104 | 2,498 | 56,686 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|---------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|--------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARE |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 14,590 | 116,723 | X | | |
| NOVELL INC | COM | 670006105 | 154 | 47,853 | X | | |
| NOVELLUS SYS INC | COM | 670008101 | 1,681 | 49,437 | X | | |
| NSTAR | COM | 67019E107 | 1,426 | 31,836 | X | | |
| NUCOR CORP | COM | 670346105 | 3,723 | 57,240 | X | | |
| NVIDIA CORP | COM | 67066G104 | 2,810 | 163,565 | X | | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 13,137 | 438,044 | X | | |
| OCEAN ENERGY INC DEL | COM | 67481E106 | 1,150 | 53,051 | X | | |
| OCEANEERING INTL INC | COM | 675232102 | 378 | 14,000 | X | | |
| OFFICE DEPOT INC | COM | 676220106 | 2,930 | 174,378 | X | | |
| OLD REP INTL CORP | COM | 680223104 | 230 | 7,286 | X | | |

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| | | | | | |
|-----------------------------|----------------|-----------|---------|-----------|---|
| OMNICARE INC | COM | 681904108 | 325 | 12,362 | X |
| OMNICOM GROUP INC | COM | 681919106 | 5,923 | 129,322 | X |
| OMNOVA SOLUTIONS INC | COM | 682129101 | 570 | 67,900 | X |
| ORACLE CORP | COM | 68389X105 | 27,920 | 2,948,259 | X |
| O REILLY AUTOMOTIVE INC | COM | 686091109 | 219 | 7,935 | X |
| ORTHODONTIC CTRS AMER INC | COM | 68750P103 | 223 | 9,653 | X |
| OUTBACK STEAKHOUSE INC | COM | 689899102 | 303 | 8,626 | X |
| OWENS ILL INC | COM NEW | 690768403 | 537 | 39,083 | X |
| OXFORD HEALTH PLANS INC | COM | 691471106 | 6,691 | 144,025 | X |
| PG&E CORP | COM | 69331C108 | 4,689 | 262,128 | X |
| PMC-SIERRA INC | COM | 69344F106 | 544 | 58,697 | X |
| PMI GROUP INC | WHEN ISSUED | 69344M101 | 6,521 | 170,699 | X |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 8,296 | 158,691 | X |
| PPG INDS INC | COM | 693506107 | 2,219 | 35,845 | X |
| PPL CORP | COM | 69351T106 | 3,418 | 103,329 | X |
| PACCAR INC | COM | 693718108 | 6,623 | 149,204 | X |
| PACTIV CORP | COM | 695257105 | 2,868 | 120,499 | X |
| PALL CORP | COM | 696429307 | 500 | 24,110 | X |
| PALM INC | COM | 696642107 | 421 | 239,451 | X |
| PARAMETRIC TECHNOLOGY CORP | COM | 699173100 | 118 | 34,330 | X |
| PARK PL ENTMT CORP | COM | 700690100 | 170 | 16,573 | X |
| PARKER HANNIFIN CORP | COM | 701094104 | 1,084 | 22,680 | X |
| PATINA OIL & GAS CORP | COM | 703224105 | 802 | 29,250 | X |
| PATTERSON DENTAL CO | COM | 703412106 | 551 | 10,952 | X |
| PATTERSON UTI ENERGY INC | COM | 703481101 | 775 | 27,463 | X |
| PAYCHEX INC | COM | 704326107 | 6,394 | 204,361 | X |
| PENNEY J C INC | COM | 708160106 | 1,349 | 61,247 | X |
| PENTAIR INC | COM | 709631105 | 933 | 19,401 | X |
| PEOPLES ENERGY CORP | COM | 711030106 | 249 | 6,841 | X |
| PEOPLESOFT INC | COM | 712713106 | 1,983 | 133,256 | X |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 9,518 | 309,033 | X |
| PEPSICO INC | COM | 713448108 | 67,570 | 1,401,863 | X |
| PERFORMANCE FOOD GROUP CO | COM | 713755106 | 706 | 20,857 | X |
| PERKINELMER INC | COM | 714046109 | 338 | 30,623 | X |
| PEROT SYS CORP | CL A | 714265105 | 160 | 14,672 | X |
| PETSMART INC | COM | 716768106 | 470 | 29,446 | X |
| PFIZER INC | COM | 717081103 | 153,595 | 4,388,428 | X |
| PHARMACEUTICAL PROD DEV INC | COM | 717124101 | 671 | 25,468 | X |
| PHARMACIA CORP | COM | 71713U102 | 39,991 | 1,067,847 | X |
| PHELPS DODGE CORP | COM | 717265102 | 668 | 16,209 | X |
| PHILADELPHIA SUBN CORP | COM PAR \$0.50 | 718009608 | 329 | 16,285 | X |
| PHILIP MORRIS COS INC | COM | 718154107 | 70,061 | 1,603,966 | X |
| PHILLIPS PETE CO | COM | 718507106 | 20,400 | 346,460 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|---------------------------|---------------------------|----------------------------|--|---|----------------------------|--------------|--------------------------|
| | | | | | (A) SHARED AS DEF. | (B) SHARE | (C) SOLE INSTR. V OTH |
| ----- | | | | | | | |

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| | | | | | |
|------------------------------|----------------|-----------|--------|-----------|---|
| PIER 1 IMPORTS INC | COM | 720279108 | 225 | 10,702 | X |
| PINNACLE WEST CAP CORP | COM | 723484101 | 11,830 | 299,494 | X |
| PIONEER NAT RES CO | COM | 723787107 | 261 | 10,015 | X |
| PITNEY BOWES INC | COM | 724479100 | 2,769 | 69,717 | X |
| PITTSTON CO | COM BRINKS GRP | 725701106 | 845 | 35,211 | X |
| PIXAR | COM | 725811103 | 1,354 | 30,696 | X |
| PLACER DOME INC | COM | 725906101 | 489 | 43,590 | X |
| PLANTRONICS INC NEW | COM | 727493108 | 1,211 | 63,700 | X |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 2,149 | 70,004 | X |
| POLARIS INDS INC | COM | 731068102 | 333 | 5,130 | X |
| POLYCOM INC | COM | 73172K104 | 294 | 24,497 | X |
| POPULAR INC | COM | 733174106 | 685 | 20,334 | X |
| POWER-ONE INC | COM | 739308104 | 65 | 10,419 | X |
| PRAXAIR INC | COM | 74005P104 | 8,349 | 146,545 | X |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1,934 | 58,806 | X |
| PRIDE INTL INC DEL | COM | 74153Q102 | 244 | 15,605 | X |
| PRINCIPAL FINANCIAL GROUP IN | COM | 74251V102 | 582 | 18,765 | X |
| PROCTER & GAMBLE CO | COM | 742718109 | 96,318 | 1,078,594 | X |
| PROGRESS ENERGY INC | COM | 743263105 | 4,379 | 84,191 | X |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 16,187 | 279,809 | X |
| PROLOGIS TR | SH BEN INT | 743410102 | 255 | 9,796 | X |
| PROVIDIAN FINL CORP | COM | 74406A102 | 1,086 | 184,776 | X |
| PRUDENTIAL FINL INC | COM | 744320102 | 228 | 6,836 | X |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 3,072 | 70,953 | X |
| PUBLIC STORAGE INC | COM | 74460D109 | 700 | 18,858 | X |
| PULITZER INC | COM | 745769109 | 1,536 | 29,600 | X |
| PULTE HOMES INC | COM | 745867101 | 1,773 | 30,845 | X |
| QLOGIC CORP | COM | 747277101 | 3,830 | 100,522 | X |
| QUALCOMM INC | COM | 747525103 | 16,856 | 613,162 | X |
| QUANTUM CORP | COM DSSG | 747906204 | 380 | 90,500 | X |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 9,406 | 109,314 | X |
| QUESTAR CORP | COM | 748356102 | 913 | 36,979 | X |
| QUINTILES TRANSNATIONAL CORP | COM | 748767100 | 406 | 32,532 | X |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 1,156 | 412,879 | X |
| RSA SEC INC | COM | 749719100 | 108 | 22,450 | X |
| RF MICRODEVICES INC | COM | 749941100 | 242 | 31,715 | X |
| RADIAN GROUP INC | COM | 750236101 | 9,183 | 187,982 | X |
| RADIO ONE INC | CL D NON VTG | 75040P405 | 159 | 10,690 | X |
| RADIOSHACK CORP | COM | 750438103 | 1,844 | 61,343 | X |
| RATIONAL SOFTWARE CORP | COM NEW | 75409P202 | 495 | 60,309 | X |
| RAYTHEON CO | COM NEW | 755111507 | 7,652 | 187,771 | X |
| READERS DIGEST ASSN INC | CL A NON VTG | 755267101 | 197 | 10,524 | X |
| REALNETWORKS INC | COM | 75605L104 | 70 | 17,293 | X |
| REEBOK INTL LTD | COM | 758110100 | 319 | 10,800 | X |
| REGIONS FINL CORP | COM | 758940100 | 6,044 | 171,946 | X |
| RELIANT ENERGY INC | COM | 75952J108 | 955 | 56,518 | X |
| RENAL CARE GROUP INC | COM | 759930100 | 281 | 9,030 | X |
| RENT A CTR INC NEW | COM | 76009N100 | 339 | 5,848 | X |
| RETEK INC | COM | 76128Q109 | 382 | 15,700 | X |
| REYNOLDS & REYNOLDS CO | CL A | 761695105 | 2,301 | 82,313 | X |
| REYNOLDS R J TOB HLDGS INC | COM | 76182K105 | 2,704 | 50,306 | X |
| RITE AID CORP | COM | 767754104 | 118 | 50,197 | X |
| ROBERT HALF INTL INC | COM | 770323103 | 2,179 | 93,502 | X |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1,680 | 84,063 | X |

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| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|--------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARE |
| ROCKWELL COLLINS INC | COM | 774341101 | 2,059 | 75,083 | X | | |
| ROHM & HAAS CO | COM | 775371107 | 5,651 | 139,578 | X | | |
| ROSS STORES INC | COM | 778296103 | 8,585 | 210,666 | X | | |
| ROUSE CO | COM | 779273101 | 214 | 6,488 | X | | |
| ROWAN COS INC | COM | 779382100 | 575 | 26,790 | X | | |
| ROYAL DUTCH PETE CO | NY REG GLD1.25 | 780257804 | 24,210 | 438,035 | X | | |
| RUBY TUESDAY INC | COM | 781182100 | 279 | 14,388 | X | | |
| RYDER SYS INC | COM | 783549108 | 1,075 | 39,696 | X | | |
| SBC COMMUNICATIONS INC | COM | 78387G103 | 55,283 | 1,812,565 | X | | |
| SEI INVESTMENTS CO | COM | 784117103 | 470 | 16,688 | X | | |
| SLM CORP | COM | 78442P106 | 16,746 | 172,821 | X | | |
| SPS TECHNOLOGIES INC | COM | 784626103 | 763 | 20,000 | X | | |
| SPX CORP | COM | 784635104 | 2,789 | 23,740 | X | | |
| SABRE HLDGS CORP | CL A | 785905100 | 2,763 | 77,182 | X | | |
| SAFECO CORP | COM | 786429100 | 2,770 | 89,681 | X | | |
| SAFeway INC | COM NEW | 786514208 | 11,735 | 402,014 | X | | |
| ST JOE CO | COM | 790148100 | 1,156 | 38,511 | X | | |
| ST JUDE MED INC | COM | 790849103 | 10,006 | 135,496 | X | | |
| ST PAUL COS INC | COM | 792860108 | 2,017 | 51,818 | X | | |
| SANMINA SCI CORP | COM | 800907107 | 921 | 145,965 | X | | |
| SARA LEE CORP | COM | 803111103 | 5,198 | 251,839 | X | | |
| SCANA CORP NEW | COM | 80589M102 | 1,228 | 39,791 | X | | |
| SCHEIN HENRY INC | COM | 806407102 | 297 | 6,672 | X | | |
| SCHERING PLOUGH CORP | COM | 806605101 | 22,357 | 908,823 | X | | |
| SCHLUMBERGER LTD | COM | 806857108 | 9,629 | 207,070 | X | | |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 7,389 | 659,762 | X | | |
| SCIENTIFIC ATLANTA INC | COM | 808655104 | 948 | 57,605 | X | | |
| SCRIPPS E W CO OHIO | CL A | 811054204 | 4,719 | 61,289 | X | | |
| SEALED AIR CORP NEW | COM | 81211K100 | 1,141 | 28,334 | X | | |
| SEARS ROEBUCK & CO | COM | 812387108 | 18,103 | 333,385 | X | | |
| SEMTECH CORP | COM | 816850101 | 2,299 | 86,115 | X | | |
| SEMPRA ENERGY | COM | 816851109 | 850 | 38,429 | X | | |
| SEQUA CORPORATION | CL A | 817320104 | 1,340 | 20,500 | X | | |
| SERVICEMASTER CO | COM | 81760N109 | 253 | 18,418 | X | | |
| SHERWIN WILLIAMS CO | COM | 824348106 | 3,459 | 115,575 | X | | |
| SICOR INC | COM | 825846108 | 289 | 15,605 | X | | |
| SIEBEL SYS INC | COM | 826170102 | 4,121 | 289,783 | X | | |
| SIGMA ALDRICH CORP | COM | 826552101 | 2,270 | 45,256 | X | | |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 1,144 | 31,055 | X | | |
| SKYWEST INC | COM | 830879102 | 204 | 8,706 | X | | |
| SMITH INTL INC | COM | 832110100 | 1,390 | 20,387 | X | | |
| SMITHFIELD FOODS INC | COM | 832248108 | 2,884 | 155,454 | X | | |
| SMUCKER J M CO | COM NEW | 832696405 | 481 | 14,095 | X | | |
| SMURFIT-STONE CONTAINER CORP | COM | 832727101 | 162 | 10,525 | X | | |
| SNAP ON INC | COM | 833034101 | 333 | 11,201 | X | | |
| SOLECTRON CORP | COM | 834182107 | 1,590 | 258,489 | X | | |
| SOUTHERN CO | COM | 842587107 | 9,532 | 347,867 | X | | |
| SOUTHTRUST CORP | COM | 844730101 | 11,805 | 451,946 | X | | |
| SOUTHWEST AIRLS CO | COM | 844741108 | 13,671 | 845,967 | X | | |
| SOUTHWEST GAS CORP | COM | 844895102 | 829 | 33,500 | X | | |
| SOVEREIGN BANCORP INC | COM | 845905108 | 1,815 | 121,392 | X | | |

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| | | | | | |
|-------------------------|---------------|-----------|-------|---------|---|
| SOVRAN SELF STORAGE INC | COM | 84610H108 | 1,664 | 48,700 | X |
| SPRINT CORP | COM FON GROUP | 852061100 | 2,984 | 281,233 | X |
| SPRINT CORP | PCS COM SER 1 | 852061506 | 2,382 | 532,810 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|---------------------------|----------------------------|--|---|----------------------------|---------------|--------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARE |
| STANLEY WKS | COM | 854616109 | 2,365 | 57,671 | | X | |
| STAPLES INC | COM | 855030102 | 3,247 | 164,841 | | X | |
| STARBUCKS CORP | COM | 855244109 | 4,814 | 193,704 | | X | |
| STARWOOD HOTELS&RESORTS WRLD | PAIRED CTF | 85590A203 | 4,288 | 130,367 | | X | |
| STATE STR CORP | COM | 857477103 | 6,027 | 134,837 | | X | |
| STERIS CORP | COM | 859152100 | 282 | 14,763 | | X | |
| STILWELL FINL INC | COM | 860831106 | 856 | 47,026 | | X | |
| STORAGE TECHNOLOGY CORP | COM PAR \$0.10 | 862111200 | 1,191 | 74,560 | | X | |
| STRYKER CORP | COM | 863667101 | 2,980 | 55,697 | | X | |
| STUDENT LN CORP | COM | 863902102 | 724 | 8,744 | | X | |
| SUN MICROSYSTEMS INC | COM | 866810104 | 9,556 | 1,907,334 | | X | |
| SUNGARD DATA SYS INC | COM | 867363103 | 5,650 | 213,382 | | X | |
| SUNOCO INC | COM | 86764P109 | 3,877 | 108,817 | | X | |
| SUNTRUST BKS INC | COM | 867914103 | 15,060 | 222,384 | | X | |
| SUPERVALU INC | COM | 868536103 | 2,874 | 117,171 | | X | |
| SWIFT TRANSN CO | COM | 870756103 | 217 | 9,304 | | X | |
| SYBASE INC | COM | 871130100 | 132 | 12,471 | | X | |
| SYMANTEC CORP | COM | 871503108 | 2,408 | 73,308 | | X | |
| SYMBOL TECHNOLOGIES INC | COM | 871508107 | 531 | 62,487 | | X | |
| SYNOPSYS INC | COM | 871607107 | 2,983 | 54,420 | | X | |
| SYNOVUS FINL CORP | COM | 87161C105 | 3,693 | 134,201 | | X | |
| SYSCO CORP | COM | 871829107 | 7,411 | 272,247 | | X | |
| TCF FINL CORP | COM | 872275102 | 2,552 | 51,982 | | X | |
| TECO ENERGY INC | COM | 872375100 | 710 | 28,706 | | X | |
| TJX COS INC NEW | COM | 872540109 | 14,930 | 761,325 | | X | |
| TRW INC | COM | 872649108 | 2,716 | 47,671 | | X | |
| TMP WORLDWIDE INC | COM | 872941109 | 608 | 28,291 | | X | |
| TXU CORP | COM | 873168108 | 12,990 | 251,979 | | X | |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 3,518 | 270,600 | | X | |
| TARGET CORP | COM | 87612E106 | 28,149 | 738,824 | | X | |
| TECH DATA CORP | COM | 878237106 | 2,179 | 57,576 | | X | |
| TEKTRONIX INC | COM | 879131100 | 370 | 19,761 | | X | |
| TELEFLEX INC | COM | 879369106 | 994 | 17,394 | | X | |
| TELEPHONE & DATA SYS INC | COM | 879433100 | 4,807 | 79,385 | | X | |
| TELLABS INC | COM | 879664100 | 924 | 149,087 | | X | |
| TEMPLE INLAND INC | COM | 879868107 | 559 | 9,658 | | X | |
| TENET HEALTHCARE CORP | COM | 88033G100 | 28,774 | 402,159 | | X | |
| TERADYNE INC | COM | 880770102 | 2,308 | 98,217 | | X | |
| TEXAS INSTRS INC | COM | 882508104 | 28,014 | 1,182,020 | | X | |
| TEXTRON INC | COM | 883203101 | 2,523 | 53,798 | | X | |

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| | | | | | |
|-----------------------------|------|-----------|--------|---------|---|
| THERMO ELECTRON CORP | COM | 883556102 | 810 | 49,075 | X |
| THOMAS & BETTS CORP | COM | 884315102 | 744 | 39,983 | X |
| THOMAS INDS INC | COM | 884425109 | 1,431 | 49,700 | X |
| 3COM CORP | COM | 885535104 | 302 | 68,656 | X |
| 3M CO | COM | 88579Y101 | 36,904 | 300,036 | X |
| TIDEWATER INC | COM | 886423102 | 1,257 | 38,183 | X |
| TIFFANY & CO NEW | COM | 886547108 | 2,018 | 57,319 | X |
| TITAN CORP | COM | 888266103 | 273 | 14,911 | X |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 226 | 5,863 | X |
| TORCHMARK CORP | COM | 891027104 | 7,924 | 207,439 | X |
| TOYS R US INC | COM | 892335100 | 828 | 47,419 | X |
| TRANSKARYOTIC THERAPIES INC | COM | 893735100 | 1,020 | 28,300 | X |
| TRAVELERS PPTY CAS CORP NEW | CL A | 89420G109 | 291 | 16,415 | X |
| TRIAD HOSPITALS INC | COM | 89579K109 | 447 | 10,540 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | PENSION FAIR MARKET VALUE (\$000) | SHARES OR PRINCIPAL AMOUNT | ITEM 6: INV. DISCRETION | | |
|------------------------------|----------------|--------------|-----------------------------------|----------------------------|-------------------------|------------|--------------------------------|
| | | | | | (A) SOLE | (B) INSTR. | (C) SHARED AS DEF. SHARE V OTH |
| TRIBUNE CO NEW | COM | 896047107 | 3,723 | 85,594 | X | | |
| TRIGON HEALTHCARE INC | COM | 89618L100 | 679 | 6,749 | X | | |
| TRUSTMARK CORP | COM | 898402102 | 891 | 34,856 | X | | |
| TYCO INTL LTD NEW | COM | 902124106 | 9,400 | 695,814 | X | | |
| TYSON FOODS INC | CL A | 902494103 | 213 | 13,718 | X | | |
| UST INC | COM | 902911106 | 10,584 | 311,285 | X | | |
| US BANCORP DEL | COM NEW | 902973304 | 12,523 | 536,309 | X | | |
| USA INTERACTIVE | COM | 902984103 | 1,532 | 65,325 | X | | |
| UNILEVER N V | N Y SHS NEW | 904784709 | 12,015 | 185,413 | X | | |
| UNION PAC CORP | COM | 907818108 | 8,802 | 139,103 | X | | |
| UNION PLANTERS CORP | COM | 908068109 | 3,763 | 116,246 | X | | |
| UNIONBANCAL CORP | COM | 908906100 | 13,722 | 292,901 | X | | |
| UNISYS CORP | COM | 909214108 | 639 | 70,960 | X | | |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 7,001 | 113,379 | X | | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 624 | 24,529 | X | | |
| UNITED STATES STL CORP NEW | COM | 912909108 | 388 | 19,496 | X | | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 28,062 | 413,284 | X | | |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 19,518 | 213,195 | X | | |
| UNITRIN INC | COM | 913275103 | 1,532 | 42,824 | X | | |
| UNIVERSAL HLTH SVCS INC | CL B | 913903100 | 3,321 | 67,782 | X | | |
| UNIVISION COMMUNICATIONS INC | CL A | 914906102 | 2,007 | 63,903 | X | | |
| UNOCAL CORP | COM | 915289102 | 3,443 | 93,203 | X | | |
| UNUMPROVIDENT CORP | COM | 91529Y106 | 1,191 | 46,807 | X | | |
| UTSTARCOM INC | COM | 918076100 | 279 | 13,821 | X | | |
| V F CORP | COM | 918204108 | 1,962 | 50,037 | X | | |
| VALASSIS COMMUNICATIONS INC | COM | 918866104 | 1,554 | 42,589 | X | | |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 1,522 | 40,665 | X | | |
| VALLEY NATL BANCORP | COM | 919794107 | 1,169 | 42,042 | X | | |
| VALSPAR CORP | COM | 920355104 | 3,225 | 71,435 | X | | |

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| | | | | | |
|----------------------------|---------------|-----------|---------|-----------|---|
| VARCO INTL INC DEL | COM | 922122106 | 496 | 28,300 | X |
| VARIAN MED SYS INC | COM | 92220P105 | 2,916 | 71,911 | X |
| VECTREN CORP | COM | 92240G101 | 1,251 | 49,833 | X |
| VERISIGN INC | COM | 92343E102 | 224 | 31,212 | X |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 68,883 | 1,715,643 | X |
| VERITAS SOFTWARE CO | COM | 923436109 | 6,092 | 307,845 | X |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 1,172 | 71,991 | X |
| VIAD CORP | COM | 92552R109 | 444 | 17,066 | X |
| VIACOM INC | CL A | 925524100 | 5,242 | 117,900 | X |
| VIACOM INC | CL B | 925524308 | 43,601 | 982,662 | X |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 340 | 15,463 | X |
| VISTEON CORP | COM | 92839U107 | 359 | 25,297 | X |
| VITESSE SEMICONDUCTOR CORP | COM | 928497106 | 82 | 26,438 | X |
| VIVENDI UNIVERSAL | SPON ADR NEW | 92851S204 | 813 | 37,800 | X |
| VODAFONE GROUP PLC NEW | SPONSORED ADR | 92857W100 | 149 | 10,900 | X |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 203 | 4,387 | X |
| VULCAN MATLS CO | COM | 929160109 | 2,538 | 57,935 | X |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 27,898 | 730,686 | X |
| WADDELL & REED FINL INC | CL A | 930059100 | 369 | 16,085 | X |
| WAL MART STORES INC | COM | 931142103 | 155,842 | 2,832,984 | X |
| WALGREEN CO | COM | 931422109 | 26,932 | 697,174 | X |
| WASHINGTON MUT INC | COM | 939322103 | 25,980 | 700,072 | X |
| WASTE MGMT INC DEL | COM | 94106L109 | 7,468 | 286,666 | X |
| WATERS CORP | COM | 941848103 | 2,106 | 78,891 | X |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 662 | 26,213 | X |

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VERIZON INVESTMENT MANAGEMENT CORP.
FORM 13F - SOLE INSTR V. NONE AUTHORITY
JUNE 30, 2002

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: PENSION FAIR MARKET VALUE (\$000) | ITEM 5: SHARES OR PRINCIPAL AMOUNT | ITEM 6: | | |
|------------------------------|---------------------------|----------------------------|--|---|-------------|-------------------|---------------|
| | | | | | INV. (A) | DISCRETION (B) | SHARED (C) |
| WATTS INDS INC | CL A | 942749102 | 560 | 28,200 | X | | |
| WEBMD CORP | COM | 94769M105 | 239 | 42,473 | X | | |
| WEIGHT WATCHERS INTL INC NEW | COM | 948626106 | 1,565 | 36,038 | X | | |
| WELLPOINT HEALTH NETWORK NEW | COM | 94973H108 | 11,924 | 153,249 | X | | |
| WELLS FARGO & CO NEW | COM | 949746101 | 32,616 | 651,531 | X | | |
| WENDYS INTL INC | COM | 950590109 | 1,269 | 31,860 | X | | |
| WESTWOOD ONE INC | COM | 961815107 | 3,989 | 119,373 | X | | |
| WEYERHAEUSER CO | COM | 962166104 | 7,804 | 122,217 | X | | |
| WHIRLPOOL CORP | COM | 963320106 | 4,686 | 71,699 | X | | |
| WHOLE FOODS MKT INC | COM | 966837106 | 5,549 | 115,085 | X | | |
| WILEY JOHN & SONS INC | CL A | 968223206 | 247 | 10,296 | X | | |
| WILLIAMS COS INC DEL | COM | 969457100 | 674 | 112,574 | X | | |
| WILLIAMS SONOMA INC | COM | 969904101 | 605 | 19,719 | X | | |
| WINN DIXIE STORES INC | COM | 974280109 | 351 | 22,519 | X | | |
| WISCONSIN ENERGY CORP | COM | 976657106 | 8,230 | 325,685 | X | | |
| WORLDCOM INC GA NEW | WRLDCOM GP COM | 98157D106 | 72 | 803,000 | X | | |
| WORLDCOM INC GA NEW | MCI GROUP COM | 98157D304 | 2 | 20,370 | X | | |
| WORTHINGTON INDS INC | COM | 981811102 | 537 | 29,643 | X | | |

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|-------------------------|-------------|-----------|-----------|---------|---|
| WRIGLEY WM JR CO | COM | 982526105 | 3,607 | 65,175 | X |
| WYETH | COM | 983024100 | 44,776 | 874,541 | X |
| XTO ENERGY CORP | COM | 98385X106 | 442 | 21,452 | X |
| XCEL ENERGY INC | COM | 98389B100 | 2,957 | 176,335 | X |
| XILINX INC | COM | 983919101 | 4,468 | 199,178 | X |
| XEROX CORP | COM | 984121103 | 2,248 | 322,569 | X |
| YAHOO INC | COM | 984332106 | 3,745 | 253,733 | X |
| YUM BRANDS INC | WHEN ISSUED | 988498101 | 5,191 | 177,482 | X |
| ZEBRA TECHNOLOGIES CORP | CL A | 989207105 | 3,370 | 69,898 | X |
| ZIMMER HLDGS INC | COM | 98956P102 | 2,710 | 75,990 | X |
| ZIONS BANCORPORATION | COM | 989701107 | 923 | 17,723 | X |
| GRAND TOTAL | | | 6,273,469 | ===== | |