

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

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: Honeywell International Inc.
Address: P.O. Box 1219
101 Columbia Road
Morristown, New Jersey 07960

Form 13F File Number: 28-1879

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: Harsh Bansal
Title: Vice President - Investments of Honeywell International Inc.
Phone: (973) 455-4502
Signature, Place, and Date of Signing:

/s/ Harsh Bansal Morris Township, New Jersey April 21, 2009

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Harsh Bansal

Report Type (Check only one.):

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

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the Holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
NONE	

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	178
Form 13F Information Table Value Total:	\$1,301,370 (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.

No.	Form 13F File Number	Name
1.	28-7176	Honeywell Capital Management LLC

13F REPORT
 March 31, 2009
 NAME OF REPORTING MANAGER: HONEYWELL INTERNATIONAL INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHARES OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
ACCENTURE LTD BERMUDA	CL A	G1150G111	\$ 9,165.17	333,400	SH	N/A	DEFINED	DEFINED	333,400		
COOPER INDUSTRIES INC	CL A	G24182100	\$ 9,035.48	349,400	SH	N/A	DEFINED	DEFINED	349,400		
INVESCO LTD	SHS	G491BT108	\$11,548.15	833,200	SH	N/A	DEFINED	DEFINED	833,200		
LAZARD LTD	SHS A	G54050102	\$ 2,293.20	78,000	SH	N/A	DEFINED	DEFINED	78,000		
UTI WORLDWIDE INC	ORD	G87210103	\$ 3,608.90	302,000	SH	N/A	DEFINED	DEFINED	302,000		
TYCO INTERNATIONAL LTD	SHS	G9143X208	\$ 9,204.94	470,600	SH	N/A	DEFINED	DEFINED	470,600		
WEATHERFORD INTERNATIONAL LT	REG	H27013103	\$ 830.25	75,000	SH	N/A	DEFINED	DEFINED	75,000		
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	\$ 3,464.76	156,000	SH	N/A	DEFINED	DEFINED	156,000		
AES CORP	COM	00130H105	\$ 1,347.92	232,000	SH	N/A	DEFINED	DEFINED	232,000		
AT&T INC	COM	00206R102	\$22,213.80	881,500	SH	N/A	DEFINED	DEFINED	881,500		
ABBOTT LAB	COM	002824100	\$ 5,199.30	109,000	SH	N/A	DEFINED	DEFINED	109,000		
ACTIVISION BLIZZARD INC	COM	00507V109	\$ 3,336.74	319,000	SH	N/A	DEFINED	DEFINED	319,000		
ADOBE SYS INC	COM	00724F101	\$ 6,357.11	297,200	SH	N/A	DEFINED	DEFINED	297,200		
AFFILIATED MANAGERS GROUP INC	COM	008252108	\$ 6,669.43	159,900	SH	N/A	DEFINED	DEFINED	159,900		
AIR PROD & CHEM INC	COM	009158106	\$ 8,595.00	152,800	SH	N/A	DEFINED	DEFINED	152,800		
ALBEMARLE CORP	COM	012653101	\$ 2,264.08	104,000	SH	N/A	DEFINED	DEFINED	104,000		
ALCOA INC COM	COM	013817101	\$ 917.50	125,000	SH	N/A	DEFINED	DEFINED	125,000		
AMERICAN TOWER CORP CL A	CL A	029912201	\$ 2,038.81	67,000	SH	N/A	DEFINED	DEFINED	67,000		
AMERIPRISE FINL INC	COM	03076C106	\$ 8,109.94	395,800	SH	N/A	DEFINED	DEFINED	395,800		
ANADARKO PETRO CORP	COM	032511107	\$ 5,483.49	141,000	SH	N/A	DEFINED	DEFINED	141,000		
ANSYS INC	COM	03662Q105	\$ 878.50	35,000	SH	N/A	DEFINED	DEFINED	35,000		
AON CORP	COM	037389103	\$ 6,449.56	158,000	SH	N/A	DEFINED	DEFINED	158,000		
APACHE CORP	COM	037411105	\$12,875.68	200,900	SH	N/A	DEFINED	DEFINED	200,900		
APOLLO INVT CORP	COM	03761U106	\$ 1,044.00	300,000	SH	N/A	DEFINED	DEFINED	300,000		
APPLE	COM	037833100	\$16,766.64	159,500	SH	N/A	DEFINED	DEFINED	159,500		
AUTODESK INC	COM	052769106	\$ 6,298.71	374,700	SH	N/A	DEFINED	DEFINED	374,700		
BJS WHOLESALE CLUB INC	COM	05548J106	\$ 940.51	29,400	SH	N/A	DEFINED	DEFINED	29,400		
BE AEROSPACE INC	COM	073302101	\$ 1,083.75	125,000	SH	N/A	DEFINED	DEFINED	125,000		
BEST BUY INC	COM	086516101	\$ 8,381.57	220,800	SH	N/A	DEFINED	DEFINED	220,800		
BROADCOM CORP	CL A	111320107	\$ 5,508.49	275,700	SH	N/A	DEFINED	DEFINED	275,700		
BURGER KING HLDGS INC	COM	121208201	\$ 5,278.50	230,000	SH	N/A	DEFINED	DEFINED	230,000		
CME GROUP INC	COM	12572Q105	\$ 7,194.59	29,200	SH	N/A	DEFINED	DEFINED	29,200		
CVS CAREMARK CORP	COM	126650100	\$16,851.37	613,000	SH	N/A	DEFINED	DEFINED	613,000		
CAMERON INTL CORP	COM	13342B105	\$ 8,035.15	366,400	SH	N/A	DEFINED	DEFINED	366,400		
CARDINAL HEALTH INC	COM	14149Y108	\$18,507.09	587,900	SH	N/A	DEFINED	DEFINED	587,900		
CHEVRON CORP	COM	166764100	\$31,266.60	465,000	SH	N/A	DEFINED	DEFINED	465,000		
CISCO SYSTEMS INC	COM	17275R102	\$24,167.25	1,441,100	SH	N/A	DEFINED	DEFINED	1,441,100		
CITRIX SYS INC	COM	177376100	\$ 7,480.26	330,400	SH	N/A	DEFINED	DEFINED	330,400		
COACH INC	COM	189754104	\$ 2,989.30	179,000	SH	N/A	DEFINED	DEFINED	179,000		
COGNIZANT TECHNOLOGY SOLUTION	CL A	192446102	\$ 1,559.25	75,000	SH	N/A	DEFINED	DEFINED	75,000		
COLGATE-PALMOLIVE CO	COM	194162103	\$15,452.76	262,000	SH	N/A	DEFINED	DEFINED	262,000		
CONSOL ENERGY INC	COM	20854P109	\$ 4,548.25	180,200	SH	N/A	DEFINED	DEFINED	180,200		
COSTCO WHOLESALE CORP NEW	COM	22160K105	\$19,569.55	422,486	SH	N/A	DEFINED	DEFINED	422,486		
CYTEC IND	COM	232820100	\$ 2,958.94	197,000	SH	N/A	DEFINED	DEFINED	197,000		
DANAHER CORP	COM	235851102	\$ 9,418.01	173,700	SH	N/A	DEFINED	DEFINED	173,700		
DAVITA INC	COM	23918K108	\$12,226.85	278,199	SH	N/A	DEFINED	DEFINED	278,199		
DEERE & CO	COM	244199105	\$ 8,020.28	244,000	SH	N/A	DEFINED	DEFINED	244,000		
DENTSPLY INTL INC NEW	COM	249030107	\$ 4,403.40	164,000	SH	N/A	DEFINED	DEFINED	164,000		
DIAGEO P L C	COM	25243Q205	\$15,322.40	342,400	SH	N/A	DEFINED	DEFINED	342,400		
DIAMONDRICK HOSPITALITY CO	COM	252784301	\$ 1,002.50	250,000	SH	N/A	DEFINED	DEFINED	250,000		
DICKS SPORTING GOODS INC	COM	253393102	\$ 9,235.54	647,200	SH	N/A	DEFINED	DEFINED	647,200		
WALT DISNEY CO	COM	254687106	\$ 5,084.80	280,000	SH	N/A	DEFINED	DEFINED	280,000		
DONNELLEY R R & SONS CO	COM	257867101	\$ 1,011.54	138,000	SH	N/A	DEFINED	DEFINED	138,000		
DU PONT E I DE NEMOURS & CO	COM	263534109	\$ 8,786.86	393,500	SH	N/A	DEFINED	DEFINED	393,500		
EMC CORP	COM	268648102	\$15,889.32	1,393,800	SH	N/A	DEFINED	DEFINED	1,393,800		
EOG RESOURCES INC	COM	26875P101	\$ 9,424.20	172,100	SH	N/A	DEFINED	DEFINED	172,100		
ECOLAB INC	COM	278865100	\$10,495.41	302,200	SH	N/A	DEFINED	DEFINED	302,200		
EHEALTH INC	COM	28238P109	\$ 98.89	6,177	SH	N/A	DEFINED	DEFINED	6,177		
EL PASO CORP	COM	28336L109	\$ 875.00	140,000	SH	N/A	DEFINED	DEFINED	140,000		
EMBARQ CORP	COM	29078E105	\$ 2,346.70	62,000	SH	N/A	DEFINED	DEFINED	62,000		
EMERSON ELECTRIC CO	COM	291011104	\$13,446.89	470,500	SH	N/A	DEFINED	DEFINED	470,500		
ENERGY CONVERSION DEVICES INC	COM	292659109	\$ 995.25	75,000	SH	N/A	DEFINED	DEFINED	75,000		
ENERGEN CORP	COM	29265N108	\$ 1,514.76	52,000	SH	N/A	DEFINED	DEFINED	52,000		
ENTERGY CORP NEW	COM	29364G103	\$ 9,580.26	140,700	SH	N/A	DEFINED	DEFINED	140,700		
EXELON CORP	COM	30161N101	\$14,456.72	318,500	SH	N/A	DEFINED	DEFINED	318,500		
EXXON MOBIL CORP	COM	30231G102	\$22,473.00	330,000	SH	N/A	DEFINED	DEFINED	330,000		
FEDEX CORP	COM	31428X106	\$ 9,440.78	212,200	SH	N/A	DEFINED	DEFINED	212,200		
F5 NETWORKS INC	COM	315616102	\$ 1,047.50	50,000	SH	N/A	DEFINED	DEFINED	50,000		
FIDELITY NATL INFORMATION SV	COM	31620M106	\$10,821.72	594,600	SH	N/A	DEFINED	DEFINED	594,600		
FREEMPORT-MCMORAN COPPER & GOLD INC	COM	35671D857	\$ 5,026.71	131,900	SH	N/A	DEFINED	DEFINED	131,900		
GFI GROUP INC	COM	361652209	\$ 834.60	260,000	SH	N/A	DEFINED	DEFINED	260,000		
GENZYME CORP	COM	372917104	\$10,191.32	171,600	SH	N/A	DEFINED	DEFINED	171,600		
GILEAD SCI INC	COM	375558103	\$10,792.56	233,000	SH	N/A	DEFINED	DEFINED	233,000		

GOOGLE INC	CL A	38259P508	\$11,729.62	33,700	SH	N/A	DEFINED	DEFINED	33,700
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	\$ 7,961.67	583,700	SH	N/A	DEFINED	DEFINED	583,700
HAIN CELESTIAL GROUP INC	COM	405217100	\$ 971.17	68,200	SH	N/A	DEFINED	DEFINED	68,200
HARSCO CORP	COM	415864107	\$ 1,376.76	62,100	SH	N/A	DEFINED	DEFINED	62,100
HASBRO INC	COM	418056107	\$ 1,454.06	58,000	SH	N/A	DEFINED	DEFINED	58,000
HESS CORP	COM	42809H107	\$ 4,764.18	87,900	SH	N/A	DEFINED	DEFINED	87,900
HEWLETT PACKARD	COM	428236103	\$10,358.59	323,100	SH	N/A	DEFINED	DEFINED	323,100
HOLOGIC INC	COM	436440101	\$ 7,338.25	560,600	SH	N/A	DEFINED	DEFINED	560,600
HOST HOTELS & RESORTS INC	COM	44107P104	\$ 1,771.84	452,000	SH	N/A	DEFINED	DEFINED	452,000
ITT CORP INC	COM	450911102	\$10,475.38	272,300	SH	N/A	DEFINED	DEFINED	272,300
ICON PUB LTD CO	SPONSORED ADR	45103T107	\$ 3,313.98	205,200	SH	N/A	DEFINED	DEFINED	205,200
IDEX CORP	COM	45167R104	\$ 2,515.05	115,000	SH	N/A	DEFINED	DEFINED	115,000
INGRAM MICRO INC	CL A	457153104	\$ 2,212.00	175,000	SH	N/A	DEFINED	DEFINED	175,000
INTEGRA LIFESCIENCES									
HLDG C	COM NEW	457985208	\$ 1,674.22	67,700	SH	N/A	DEFINED	DEFINED	67,700
INTEL CORP	COM	458140100	\$11,746.53	780,500	SH	N/A	DEFINED	DEFINED	780,500
INTERCONTINENTALEXCHANGE									
INC	COM	45865V100	\$ 2,234.10	30,000	SH	N/A	DEFINED	DEFINED	30,000
INVESTMENT TECHNOLOGY									
GRP NE	COM	46145F105	\$ 3,190.00	125,000	SH	N/A	DEFINED	DEFINED	125,000
ITRON INC COM STK NPV	COM	465741106	\$ 1,420.50	30,000	SH	N/A	DEFINED	DEFINED	30,000
JPMORGAN CHASE & CO	COM	46625H100	\$21,883.31	823,300	SH	N/A	DEFINED	DEFINED	823,300
JACKSON HEWITT TAX									
SVC INC	COM	468202106	\$ 652.50	125,000	SH	N/A	DEFINED	DEFINED	125,000
KROGER CO	COM	501044101	\$10,924.06	514,800	SH	N/A	DEFINED	DEFINED	514,800
LKQ CORP	COM	501889208	\$ 2,096.26	146,900	SH	N/A	DEFINED	DEFINED	146,900
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	\$17,166.82	293,500	SH	N/A	DEFINED	DEFINED	293,500
LEGG MASON INC	COM	524901105	\$ 1,987.50	125,000	SH	N/A	DEFINED	DEFINED	125,000
LENDER PROCESSING SVCS INC	COM	52602E102	\$ 2,295.75	75,000	SH	N/A	DEFINED	DEFINED	75,000
LIFE TIME FITNESS INC	COM	53217R207	\$ 1,427.82	113,680	SH	N/A	DEFINED	DEFINED	113,680
LORILLARD INC	COM	544147101	\$ 2,346.12	38,000	SH	N/A	DEFINED	DEFINED	38,000
LOWES COS INC	COM	548661107	\$ 8,066.50	442,000	SH	N/A	DEFINED	DEFINED	442,000
MEMC ELECTR MATLS INC	COM	552715104	\$ 1,649.00	100,000	SH	N/A	DEFINED	DEFINED	100,000
MARRIOTT INTL INC NEW	CL A	571903202	\$ 5,773.44	352,900	SH	N/A	DEFINED	DEFINED	352,900
MC CORMICK & CO INC	COM NON VTG	579780206	\$ 2,069.90	70,000	SH	N/A	DEFINED	DEFINED	70,000
MCKESSON CORP	COM	58155Q103	\$ 1,927.20	55,000	SH	N/A	DEFINED	DEFINED	55,000
METAVANTE TECHNOLOGIES INC	COM	591407101	\$ 2,075.84	104,000	SH	N/A	DEFINED	DEFINED	104,000
MICROSOFT CORP	COM	594918104	\$26,845.92	1,461,400	SH	N/A	DEFINED	DEFINED	1,461,400
MICROCHIP TECHNOLOGY INC	COM	595017104	\$ 2,860.65	135,000	SH	N/A	DEFINED	DEFINED	135,000
MICRON TECH INC	COM	595112103	\$ 1,421.00	350,000	SH	N/A	DEFINED	DEFINED	350,000
MOLSON COORS BREWING CO	CL B	60871R209	\$ 4,490.68	131,000	SH	N/A	DEFINED	DEFINED	131,000
MORGAN STANLEY	COM NEW	617446448	\$ 6,874.26	301,900	SH	N/A	DEFINED	DEFINED	301,900
NII HLDGS INC	CL B NEW	62913F201	\$ 7,206.00	480,400	SH	N/A	DEFINED	DEFINED	480,400
NASDAQ OMX GROUP	COM	631103108	\$ 8,386.11	428,300	SH	N/A	DEFINED	DEFINED	428,300
NATL FINL PARTNERS CORP	COM	63607P208	\$ 947.20	296,000	SH	N/A	DEFINED	DEFINED	296,000
NIKE INC	CL B	654106103	\$ 5,683.07	121,200	SH	N/A	DEFINED	DEFINED	121,200
NOBLE ENERGY INC	COM	655044105	\$ 1,616.40	30,000	SH	N/A	DEFINED	DEFINED	30,000
NSTAR	COM	67019E107	\$ 5,419.60	170,000	SH	N/A	DEFINED	DEFINED	170,000
NUANCE COMMUNICATIONS INC	COM	67020Y100	\$ 2,030.82	187,000	SH	N/A	DEFINED	DEFINED	187,000
OCCIDENTAL PETE CORP	COM	674599105	\$14,786.21	265,700	SH	N/A	DEFINED	DEFINED	265,700
OCEANEERING INTL INC	COM	675232102	\$ 1,290.45	35,000	SH	N/A	DEFINED	DEFINED	35,000
O REILLY AUTOMOTIVE INC	COM	686091109	\$ 2,065.59	59,000	SH	N/A	DEFINED	DEFINED	59,000
PG& E CORP	COM	69331C108	\$10,319.40	270,000	SH	N/A	DEFINED	DEFINED	270,000
PNC FINANCIAL SERVICES									
GROUP	COM	693475105	\$ 6,244.63	213,200	SH	N/A	DEFINED	DEFINED	213,200
PEOPLES UTD FINL INC	COM	712704105	\$ 1,868.88	104,000	SH	N/A	DEFINED	DEFINED	104,000
PEPSI BOTTLING GROUP INC	COM	713409100	\$ 2,767.50	125,000	SH	N/A	DEFINED	DEFINED	125,000
PEPSICO INC	COM	713448108	\$23,124.82	449,200	SH	N/A	DEFINED	DEFINED	449,200
PETSMART INC	COM	716768106	\$ 2,284.64	109,000	SH	N/A	DEFINED	DEFINED	109,000
PFIZER INC	COM	717081103	\$ 9,125.40	670,000	SH	N/A	DEFINED	DEFINED	670,000
PHILIP MORRIS INTL INC	COM	718172109	\$17,569.40	493,800	SH	N/A	DEFINED	DEFINED	493,800
POLYCOM INC	COM	73172K104	\$ 3,231.90	210,000	SH	N/A	DEFINED	DEFINED	210,000
PROCTER & GAMBLE CO	COM	742718109	\$11,301.60	240,000	SH	N/A	DEFINED	DEFINED	240,000
PROS HLDGS INC	COM	74346Y103	\$ 76.09	16,364	SH	N/A	DEFINED	DEFINED	16,364
PRUDENTIAL FINL INC	COM	744320102	\$ 7,663.16	402,900	SH	N/A	DEFINED	DEFINED	402,900
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	\$ 4,981.69	316,700	SH	N/A	DEFINED	DEFINED	316,700
QUALCOMM INC	COM	747525103	\$22,517.22	578,700	SH	N/A	DEFINED	DEFINED	578,700
QUEST DIAGNOSTICS INC	COM	74834L100	\$17,159.27	361,400	SH	N/A	DEFINED	DEFINED	361,400
QUESTAR CORP	COM	748356102	\$ 8,746.60	297,200	SH	N/A	DEFINED	DEFINED	297,200
RESEARCH IN MOTION LTD	COM	760975102	\$11,555.68	268,300	SH	N/A	DEFINED	DEFINED	268,300
ROCKWELL COLLINS INC	COM	774341101	\$12,288.96	376,500	SH	N/A	DEFINED	DEFINED	376,500
SAIC INC	COM	78390X101	\$ 2,408.43	129,000	SH	N/A	DEFINED	DEFINED	129,000
SEI INVESTMENTS CO	COM	784117103	\$ 2,222.22	182,000	SH	N/A	DEFINED	DEFINED	182,000
SLM CORP	COM	78442P106	\$ 990.00	200,000	SH	N/A	DEFINED	DEFINED	200,000
SPX CORP	COM	784635104	\$ 1,645.35	35,000	SH	N/A	DEFINED	DEFINED	35,000
SCHERING-PLOUGH CORP	COM	806605101	\$13,560.09	575,800	SH	N/A	DEFINED	DEFINED	575,800
SCHWAB CHARLES CORP NEW	COM	808513105	\$ 9,112.45	587,900	SH	N/A	DEFINED	DEFINED	587,900
SEALED AIR CORP NEW	COM	81211K100	\$ 5,675.94	411,300	SH	N/A	DEFINED	DEFINED	411,300
SIMON PPTY GROUP INC	COM	828806109	\$ 7,049.24	203,500	SH	N/A	DEFINED	DEFINED	203,500
SOUTHERN CO	COM	842587107	\$10,931.34	357,000	SH	N/A	DEFINED	DEFINED	357,000
SOUTHWESTN ENERGY CO	COM	845467109	\$ 3,028.38	102,000	SH	N/A	DEFINED	DEFINED	102,000
STAPLES INC	COM	855030102	\$17,012.53	939,400	SH	N/A	DEFINED	DEFINED	939,400
STATE STR CORP	COM	857477103	\$13,287.73	431,700	SH	N/A	DEFINED	DEFINED	431,700
SUN TR BANKS INC	COM	867914103	\$ 6,022.62	513,000	SH	N/A	DEFINED	DEFINED	513,000
SYNOPSYS INC	COM	871607107	\$ 6,158.88	297,100	SH	N/A	DEFINED	DEFINED	297,100
TJX COS INC NEW	COM	872540109	\$12,576.42	490,500	SH	N/A	DEFINED	DEFINED	490,500
TAIWAN SEMICONDUCTOR									
MFG CO LTD	SPONSORED ADR	874039100	\$12,632.03	1,411,400	SH	N/A	DEFINED	DEFINED	1,411,400
TARGET CORP	COM	87612E106	\$ 6,200.52	180,300	SH	N/A	DEFINED	DEFINED	180,300
TEMPUR-PEDIC INTL INC	COM	88023U101	\$ 49.58	6,792	SH	N/A	DEFINED	DEFINED	6,792
TEVA PHARMACEUTICAL									
INDS LTD	ADR	881624209	\$12,181.52	270,400	SH	N/A	DEFINED	DEFINED	270,400
THERMO FISHER CORP	COM	883556102	\$20,253.43	567,800	SH	N/A	DEFINED	DEFINED	567,800
TOTAL S A	SPONSORED ADR	89151E109	\$10,906.04	222,300	SH	N/A	DEFINED	DEFINED	222,300
TRAVELERS COS INC	COM	89417E109	\$ 5,718.05	140,700	SH	N/A	DEFINED	DEFINED	140,700
TUPPERWARE BRANDS CORP	COM	899896104	\$ 1,794.14	105,600	SH	N/A	DEFINED	DEFINED	105,600
US BANCORP	COM	902973304	\$ 6,536.51	447,400	SH	N/A	DEFINED	DEFINED	447,400
URS CORP NEW	COM	903236107	\$ 2,788.29	69,000	SH	N/A	DEFINED	DEFINED	69,000
ULTA SALON COSMETICS &									
FRAG I	COM	90384S303	\$ 408.31	61,679	SH	N/A	DEFINED	DEFINED	61,679
UNION PAC CORP	COM	907818108	\$ 8,822.21	214,600	SH	N/A	DEFINED	DEFINED	214,600

UNITED TECHNOLOGIES CORP	COM	913017109	\$18,051.60	420,000	SH	N/A	DEFINED	DEFINED	420,000
UNITEDHEALTH GROUP INC	COM	91324P102	\$ 9,968.96	476,300	SH	N/A	DEFINED	DEFINED	476,300
URBAN OUTFITTERS INC	COM	917047102	\$ 7,612.05	465,000	SH	N/A	DEFINED	DEFINED	465,000
VCA ANTECH INC	COM	918194101	\$ 8,981.67	398,300	SH	N/A	DEFINED	DEFINED	398,300
VALERO ENERGY CORP NEW	COM	91913Y100	\$ 637.99	35,642	SH	N/A	DEFINED	DEFINED	35,642
VERIZON COMMUNICATIONS	COM	92343V104	\$16,096.60	533,000	SH	N/A	DEFINED	DEFINED	533,000
VNUS MED TECHNOLOGIES INC	COM	928566108	\$ 186.03	8,746	SH	N/A	DEFINED	DEFINED	8,746
WAL-MART STORES INC	COM	931142103	\$12,884.33	247,300	SH	N/A	DEFINED	DEFINED	247,300
WATERS CORP	COM	941848103	\$ 7,633.87	206,600	SH	N/A	DEFINED	DEFINED	206,600
WELLS FARGO & CO NEW	COM	949746101	\$ 6,386.64	448,500	SH	N/A	DEFINED	DEFINED	448,500
WESTERN DIGITAL CORP	COM	958102105	\$ 483.50	25,000	SH	N/A	DEFINED	DEFINED	25,000
WILLIAMS CO INC	COM	969457100	\$ 6,839.38	601,000	SH	N/A	DEFINED	DEFINED	601,000

\$1,301,370 \$51,248,565