

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 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 October 14, 2009

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:	175
Form 13F Information Table Value Total:	\$1,903,133 (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
September 30, 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)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	VOTING AUTHORITY NONE
ARCH CAPITAL GROUP LTD	ORD	G0450A105	\$ 1,351	20,000	SH	N/A	DEFINED	DEFINED	20,000		
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	\$ 12,806	343,600	SH	N/A	DEFINED	DEFINED	343,600		
COOPER INDUSTRIES PLC	SHS	G24140108	\$ 14,032	373,500	SH	N/A	DEFINED	DEFINED	373,500		
INVESCO LTD	SHS	G491BT108	\$ 11,860	521,100	SH	N/A	DEFINED	DEFINED	521,100		
LAZARD LTD	SHS A	G54050102	\$ 2,189	53,000	SH	N/A	DEFINED	DEFINED	53,000		
UTI WORLDWIDE INC	ORD	G87210103	\$ 4,373	302,000	SH	N/A	DEFINED	DEFINED	302,000		
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	\$ 1,411	50,000	SH	N/A	DEFINED	DEFINED	50,000		
TYCO INTERNATIONAL LTD	SHS	H89128104	\$ 27,584	800,000	SH	N/A	DEFINED	DEFINED	800,000		
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	\$ 4,423	156,000	SH	N/A	DEFINED	DEFINED	156,000		
AES CORP	COM	00130H105	\$ 2,964	200,000	SH	N/A	DEFINED	DEFINED	200,000		
AT&T INC	COM	00206R102	\$ 26,078	965,500	SH	N/A	DEFINED	DEFINED	965,500		
ABBOTT LAB	COM	002824100	\$ 13,124	265,300	SH	N/A	DEFINED	DEFINED	265,300		
ACTIVISION BLIZZARD INC	COM	00507V109	\$ 4,213	340,000	SH	N/A	DEFINED	DEFINED	340,000		
ADOBE SYS INC	COM	00724F101	\$ 9,919	300,200	SH	N/A	DEFINED	DEFINED	300,200		
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	\$ 1,683	62,000	SH	N/A	DEFINED	DEFINED	62,000		
AFFILIATED MANAGERS GROUP	COM	008252108	\$ 13,646	209,900	SH	N/A	DEFINED	DEFINED	209,900		
AIR PROD & CHEM INC	COM	009158106	\$ 13,018	167,800	SH	N/A	DEFINED	DEFINED	167,800		
ALBEMARLE CORP	COM	012653101	\$ 3,114	90,000	SH	N/A	DEFINED	DEFINED	90,000		
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	\$ 1,750	50,000	SH	N/A	DEFINED	DEFINED	50,000		
AMERICAN TOWER CORP	CL A	029912201	\$ 3,276	90,000	SH	N/A	DEFINED	DEFINED	90,000		
AMERIGROUP CORP	COM	03073T102	\$ 665	30,000	SH	N/A	DEFINED	DEFINED	30,000		
AMERIPRISE FINL INC	COM	03076C106	\$ 21,769	599,200	SH	N/A	DEFINED	DEFINED	599,200		
ANADARKO PETRO CORP	COM	032511107	\$ 9,711	154,800	SH	N/A	DEFINED	DEFINED	154,800		
ANALOG DEVICES INC	COM	032654105	\$ 1,379	50,000	SH	N/A	DEFINED	DEFINED	50,000		
AON CORP	COM	037389103	\$ 13,481	331,300	SH	N/A	DEFINED	DEFINED	331,300		
APACHE CORP	COM	037411105	\$ 18,100	197,100	SH	N/A	DEFINED	DEFINED	197,100		
APOLLO INVT CORP	COM	03761U106	\$ 2,865	300,000	SH	N/A	DEFINED	DEFINED	300,000		
APPLE INC	COM	037833100	\$ 24,302	131,100	SH	N/A	DEFINED	DEFINED	131,100		
APPLIED MATERIALS INC	COM	038222105	\$ 9,672	721,800	SH	N/A	DEFINED	DEFINED	721,800		
AUTODESK INC	COM	052769106	\$ 9,065	380,900	SH	N/A	DEFINED	DEFINED	380,900		
BJS WHSL CLUB INC	COM	05548J106	\$ 3,745	103,400	SH	N/A	DEFINED	DEFINED	103,400		
BANK OF AMERICA CORP	COM	060505104	\$ 22,150	1,309,100	SH	N/A	DEFINED	DEFINED	1,309,100		
BANK NEW YORK MELLON CORP	COM	064058100	\$ 13,046	450,000	SH	N/A	DEFINED	DEFINED	450,000		
C R BARD	COM	067383109	\$ 6,132	78,000	SH	N/A	DEFINED	DEFINED	78,000		
BAXTER INTL INC	COM	071813109	\$ 19,993	350,700	SH	N/A	DEFINED	DEFINED	350,700		
BE AEROSPACE INC	COM	073302101	\$ 3,323	165,000	SH	N/A	DEFINED	DEFINED	165,000		
BEST BUY INC	COM	086516101	\$ 12,224	325,800	SH	N/A	DEFINED	DEFINED	325,800		
BIG LOTS INC	COM	089302103	\$ 1,877	75,000	SH	N/A	DEFINED	DEFINED	75,000		
BROADCOM CORP	CL A	111320107	\$ 9,996	325,700	SH	N/A	DEFINED	DEFINED	325,700		
BURGER KING HLDGS INC	COM	121208201	\$ 19,050	1,083,000	SH	N/A	DEFINED	DEFINED	1,083,000		
CVS CAREMARK CORP	COM	126650100	\$ 23,571	659,500	SH	N/A	DEFINED	DEFINED	659,500		
CAMERON INTL CORP	COM	13342B105	\$ 12,666	334,900	SH	N/A	DEFINED	DEFINED	334,900		
CENTURYTEL INC	COM	156700106	\$ 2,016	60,000	SH	N/A	DEFINED	DEFINED	60,000		
CHEVRON CORP	COM	166764100	\$ 31,074	441,200	SH	N/A	DEFINED	DEFINED	441,200		
CISCO SYSTEMS INC	COM	17275R102	\$ 34,481	1,464,800	SH	N/A	DEFINED	DEFINED	1,464,800		
CITRIX SYS INC	COM	177376100	\$ 2,746	70,000	SH	N/A	DEFINED	DEFINED	70,000		
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	\$ 2,706	70,000	SH	N/A	DEFINED	DEFINED	70,000		
COLGATE-PALMOLIVE CO	COM	194162103	\$ 7,247	95,000	SH	N/A	DEFINED	DEFINED	95,000		
COMCAST CORP NEW	CL A	20030N101	\$ 8,474	501,700	SH	N/A	DEFINED	DEFINED	501,700		
COMMSCOPE INC	COM	203372107	\$ 2,394	80,000	SH	N/A	DEFINED	DEFINED	80,000		
CONSOL ENERGY INC	COM	20854P109	\$ 8,476	187,900	SH	N/A	DEFINED	DEFINED	187,900		
COSTCO WHSL CORP NEW	COM	22160K105	\$ 13,133	232,600	SH	N/A	DEFINED	DEFINED	232,600		
CYTEC IND	COM	232820100	\$ 1,948	60,000	SH	N/A	DEFINED	DEFINED	60,000		
DAVITA INC	COM	23918K108	\$ 17,343	306,200	SH	N/A	DEFINED	DEFINED	306,200		
DEERE & CO	COM	244199105	\$ 11,507	268,100	SH	N/A	DEFINED	DEFINED	268,100		
DENTSPLY INTL INC NEW	COM	249030107	\$ 3,074	89,000	SH	N/A	DEFINED	DEFINED	89,000		
DIAGEO PLC	SPON ADR NEW	25243Q205	\$ 19,683	320,100	SH	N/A	DEFINED	DEFINED	320,100		
DIAMONDROCK HOSPITALITY CO	COM	252784301	\$ 2,025	250,000	SH	N/A	DEFINED	DEFINED	250,000		
DICKS SPORTING GOODS INC	COM	253393102	\$ 10,300	459,800	SH	N/A	DEFINED	DEFINED	459,800		
DIRECTV GROUP INC	COM	25459L106	\$ 8,602	311,900	SH	N/A	DEFINED	DEFINED	311,900		
WALT DISNEY CO	COM	254687106	\$ 8,469	308,400	SH	N/A	DEFINED	DEFINED	308,400		
DONNELLEY R R & SONS CO	COM	257867101	\$ 2,934	138,000	SH	N/A	DEFINED	DEFINED	138,000		
DU PONT E I DE NEMOURS & CO	COM	263534109	\$ 11,850	368,700	SH	N/A	DEFINED	DEFINED	368,700		
DUN & BRADSTREET CORP DEL NE	COM	26483E100	\$ 2,636	35,000	SH	N/A	DEFINED	DEFINED	35,000		
EMC CORP	COM	268648102	\$ 19,037	1,117,200	SH	N/A	DEFINED	DEFINED	1,117,200		
EOG RESOURCES INC	COM	26875P101	\$ 8,351	100,000	SH	N/A	DEFINED	DEFINED	100,000		
ECOLAB INC	COM	278865100	\$ 15,039	325,300	SH	N/A	DEFINED	DEFINED	325,300		
EL PASO CORP	COM	28336L109	\$ 1,445	140,000	SH	N/A	DEFINED	DEFINED	140,000		
EMERSON ELECTRIC CO	COM	291011104	\$ 8,389	209,300	SH	N/A	DEFINED	DEFINED	209,300		
ENERGEN CORP	COM	29265N108	\$ 1,724	40,000	SH	N/A	DEFINED	DEFINED	40,000		
ENTERGY CORP NEW	COM	29364G103	\$ 12,362	154,800	SH	N/A	DEFINED	DEFINED	154,800		
EXELON CORP	COM	30161N101	\$ 17,551	353,700	SH	N/A	DEFINED	DEFINED	353,700		

EXXON MOBIL CORP	COM	30231G102	\$	50,545	736,700	SH	N/A	DEFINED	DEFINED	736,700
FMC CORP	COM NEW	302491303	\$	2,813	50,000	SH	N/A	DEFINED	DEFINED	50,000
FEDEX CORP	COM	31428X106	\$	17,624	234,300	SH	N/A	DEFINED	DEFINED	234,300
FIDELITY NATL INFORMATION SV	COM	31620M106	\$	13,900	544,900	SH	N/A	DEFINED	DEFINED	544,900
FREEPORF-MCMORAN COPPER & GOLD INC	COM	35671D857	\$	7,842	114,300	SH	N/A	DEFINED	DEFINED	114,300
GFI GROUP INC	COM	361652209	\$	1,880	260,000	SH	N/A	DEFINED	DEFINED	260,000
GENZYME CORP	COM	372917104	\$	18,563	327,210	SH	N/A	DEFINED	DEFINED	327,210
GILEAD SCIENCES INC	COM	375558103	\$	15,460	331,900	SH	N/A	DEFINED	DEFINED	331,900
GLOBAL PMTS INC	COM	37940X102	\$	2,102	45,000	SH	N/A	DEFINED	DEFINED	45,000
GOLDMAN SACHS GROUP INC	COM	38141G104	\$	15,780	85,600	SH	N/A	DEFINED	DEFINED	85,600
GOOGLE INC	CL A	38259P508	\$	23,553	47,500	SH	N/A	DEFINED	DEFINED	47,500
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	\$	3,067	165,000	SH	N/A	DEFINED	DEFINED	165,000
HESS CORP	COM	42809H107	\$	7,426	138,900	SH	N/A	DEFINED	DEFINED	138,900
HEWLETT PACKARD CO	COM	428236103	\$	16,774	355,300	SH	N/A	DEFINED	DEFINED	355,300
HEXCEL CORP NEW	COM	428291108	\$	1,144	100,000	SH	N/A	DEFINED	DEFINED	100,000
HOLOGIC INC	COM	436440101	\$	1,226	75,000	SH	N/A	DEFINED	DEFINED	75,000
HOST HOTELS & RESORTS INC	COM	44107P104	\$	2,966	252,000	SH	N/A	DEFINED	DEFINED	252,000
ITT CORP INC	COM	450911102	\$	18,764	359,800	SH	N/A	DEFINED	DEFINED	359,800
ICON PUB LTD CO	SPONSORED ADR	45103T107	\$	2,988	122,000	SH	N/A	DEFINED	DEFINED	122,000
INGRAM MICRO INC	CL A	457153104	\$	1,264	75,000	SH	N/A	DEFINED	DEFINED	75,000
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	\$	3,166	92,700	SH	N/A	DEFINED	DEFINED	92,700
INTEL CORP	COM	458140100	\$	21,374	1,092,200	SH	N/A	DEFINED	DEFINED	1,092,200
INTERNATIONAL BUSINESS MACHS CORP	COM	459200101	\$	19,221	160,700	SH	N/A	DEFINED	DEFINED	160,700
INVESTMENT TECHNOLOGY GRP INC NE	COM	46145F105	\$	3,630	130,000	SH	N/A	DEFINED	DEFINED	130,000
ITRON INC	COM	465741106	\$	2,566	40,000	SH	N/A	DEFINED	DEFINED	40,000
JPMORGAN CHASE & CO	COM	46625H100	\$	41,370	944,100	SH	N/A	DEFINED	DEFINED	944,100
KRAFT FOODS INC	CL A	50075N104	\$	9,688	368,800	SH	N/A	DEFINED	DEFINED	368,800
KROGER CO	COM	501044101	\$	27,447	1,329,800	SH	N/A	DEFINED	DEFINED	1,329,800
LKQ CORP	COM	501889208	\$	2,724	146,900	SH	N/A	DEFINED	DEFINED	146,900
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	\$	10,144	126,300	SH	N/A	DEFINED	DEFINED	126,300
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	\$	21,589	328,600	SH	N/A	DEFINED	DEFINED	328,600
LAM RESH CORP	COM	512807108	\$	1,708	50,000	SH	N/A	DEFINED	DEFINED	50,000
LORILLARD INC	COM	544147101	\$	3,195	43,000	SH	N/A	DEFINED	DEFINED	43,000
LOWES COS INC	COM	548661107	\$	14,141	675,300	SH	N/A	DEFINED	DEFINED	675,300
MC CORMICK & CO INC	COM NON VTG	579780206	\$	3,055	90,000	SH	N/A	DEFINED	DEFINED	90,000
MCKESSON CORP	COM	58155Q103	\$	3,275	55,000	SH	N/A	DEFINED	DEFINED	55,000
MERCK & CO INC	COM	589331107	\$	6,642	210,000	SH	N/A	DEFINED	DEFINED	210,000
METAVANTE TECHNOLOGIES INC	COM	591407101	\$	3,448	100,000	SH	N/A	DEFINED	DEFINED	100,000
MICROSOFT CORP	COM	594918104	\$	41,789	1,614,100	SH	N/A	DEFINED	DEFINED	1,614,100
MICROCHIP TECHNOLOGY INC	COM	595017104	\$	3,578	135,000	SH	N/A	DEFINED	DEFINED	135,000
MOLSON COORS BREWING CO	CL B	60871R209	\$	2,239	46,000	SH	N/A	DEFINED	DEFINED	46,000
MOODYS CORP	COM	615369105	\$	1,535	75,000	SH	N/A	DEFINED	DEFINED	75,000
NII HLDGS INC	CL B NEW	62913F201	\$	10,388	346,500	SH	N/A	DEFINED	DEFINED	346,500
NASDAQ OMX GROUP INC	COM	631103108	\$	9,565	454,400	SH	N/A	DEFINED	DEFINED	454,400
NATL FINL PARTNERS CORP COM Total	COM	63607P208	\$	2,581	296,000	SH	N/A	DEFINED	DEFINED	296,000
NIKE INC	CL B	654106103	\$	10,294	159,100	SH	N/A	DEFINED	DEFINED	159,100
NOBLE ENERGY INC	COM	655044105	\$	2,638	40,000	SH	N/A	DEFINED	DEFINED	40,000
NORTHERN TRUST CORP	COM	665859104	\$	2,326	40,000	SH	N/A	DEFINED	DEFINED	40,000
NSTAR	COM	67019E107	\$	5,409	170,000	SH	N/A	DEFINED	DEFINED	170,000
NUANCE COMMUNICATIONS INC	COM	67020Y100	\$	2,992	200,000	SH	N/A	DEFINED	DEFINED	200,000
OCCIDENTAL PETE CORP	COM	674599105	\$	13,932	177,700	SH	N/A	DEFINED	DEFINED	177,700
OCEANEERING INTL INC	COM	675232102	\$	1,986	35,000	SH	N/A	DEFINED	DEFINED	35,000
O REILLY AUTOMOTIVE INC	COM	686091109	\$	2,349	65,000	SH	N/A	DEFINED	DEFINED	65,000
PG& E CORP	COM	69331C108	\$	16,516	407,900	SH	N/A	DEFINED	DEFINED	407,900
PAYCHEX INC	COM	704326107	\$	1,453	50,000	SH	N/A	DEFINED	DEFINED	50,000
PEOPLES UTD FINL INC	COM	712704105	\$	1,945	125,000	SH	N/A	DEFINED	DEFINED	125,000
PEPSICO INC	COM	713448108	\$	21,106	359,800	SH	N/A	DEFINED	DEFINED	359,800
PETSMART INC	COM	716768106	\$	4,676	215,000	SH	N/A	DEFINED	DEFINED	215,000
PFIZER INC	COM	717081103	\$	15,171	916,700	SH	N/A	DEFINED	DEFINED	916,700
PHILIP MORRIS INTL INC	COM	718172109	\$	20,968	430,200	SH	N/A	DEFINED	DEFINED	430,200
POLYCOM INC	COM	73172K104	\$	2,675	100,000	SH	N/A	DEFINED	DEFINED	100,000
PROCTER & GAMBLE CO	COM	742718109	\$	22,809	393,800	SH	N/A	DEFINED	DEFINED	393,800
PRUDENTIAL FINL INC	COM	744320102	\$	20,917	419,100	SH	N/A	DEFINED	DEFINED	419,100
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	\$	8,073	301,700	SH	N/A	DEFINED	DEFINED	301,700
QUALCOMM INC	COM	747525103	\$	24,015	533,900	SH	N/A	DEFINED	DEFINED	533,900
QUEST DIAGNOSTICS INC	COM	74834L100	\$	3,131	60,000	SH	N/A	DEFINED	DEFINED	60,000
QUESTAR CORP	COM	748356102	\$	12,707	338,300	SH	N/A	DEFINED	DEFINED	338,300
ROCKWELL COLLINS INC	COM	774341101	\$	20,554	404,600	SH	N/A	DEFINED	DEFINED	404,600
ROPER INDS INC NEW C	COM	776696106	\$	4,588	90,000	SH	N/A	DEFINED	DEFINED	90,000
SAIC INC	COM	78390X101	\$	2,263	129,000	SH	N/A	DEFINED	DEFINED	129,000
SEI INVESTMENTS CO	COM	784117103	\$	3,582	182,000	SH	N/A	DEFINED	DEFINED	182,000
SCHERING-PLOUGH CORP	COM	806605101	\$	17,857	632,100	SH	N/A	DEFINED	DEFINED	632,100
SCHLUMBERGER LTD	COM	806857108	\$	8,702	146,000	SH	N/A	DEFINED	DEFINED	146,000
SCHWAB CHARLES CORP NEW	COM	808513105	\$	12,356	645,200	SH	N/A	DEFINED	DEFINED	645,200
SEALED AIR CORP NEW	COM	81211K100	\$	11,197	570,400	SH	N/A	DEFINED	DEFINED	570,400
SIMON PPTY GROUP INC NEW	COM	828806109	\$	15,835	228,074	SH	N/A	DEFINED	DEFINED	228,074
SOUTHERN CO	COM	842587107	\$	17,680	558,270	SH	N/A	DEFINED	DEFINED	558,270
SOUTHWESTN ENERGY CO	COM	845467109	\$	4,268	100,000	SH	N/A	DEFINED	DEFINED	100,000
STAPLES INC	COM	855030102	\$	23,106	995,100	SH	N/A	DEFINED	DEFINED	995,100
STATE STR CORP	COM	857477103	\$	16,958	322,400	SH	N/A	DEFINED	DEFINED	322,400
SUN TRUST BKS INC	COM	867914103	\$	1,691	75,000	SH	N/A	DEFINED	DEFINED	75,000
TJX COS INC NEW	COM	872540109	\$	19,455	523,700	SH	N/A	DEFINED	DEFINED	523,700

TAIWAN SEMICONDUCTOR											
MFG CO LTD	SPONSORED	ADR	874039100	\$	15,144	1,381,707	SH	N/A	DEFINED	DEFINED	1,381,707
TARGET CORP		COM	87612E106	\$	13,794	295,500	SH	N/A	DEFINED	DEFINED	295,500
TEVA PHARMACEUTICAL											
INDS LTD		ADR	881624209	\$	15,042	297,500	SH	N/A	DEFINED	DEFINED	297,500
THERMO FISHER CORP		COM	883556102	\$	31,495	721,200	SH	N/A	DEFINED	DEFINED	721,200
TOLL BROS INC		COM	889478103	\$	8,861	453,500	SH	N/A	DEFINED	DEFINED	453,500
TRAVELERS COS INC		COM	89417E109	\$	11,461	232,800	SH	N/A	DEFINED	DEFINED	232,800
US BANCORP DEL		COM NEW	902973304	\$	12,272	561,400	SH	N/A	DEFINED	DEFINED	561,400
URS CORP NEW		COM	903236107	\$	11,000	252,000	SH	N/A	DEFINED	DEFINED	252,000
UNION PAC CORP		COM	907818108	\$	12,528	214,700	SH	N/A	DEFINED	DEFINED	214,700
UNITED STATES STL											
CORP NEW		COM	912909108	\$	7,760	174,900	SH	N/A	DEFINED	DEFINED	174,900
UNITED TECHNOLOGIES											
CORP C		COM	913017109	\$	25,170	413,100	SH	N/A	DEFINED	DEFINED	413,100
UNITEDHEALTH GROUP INC		COM	91324P102	\$	11,488	458,800	SH	N/A	DEFINED	DEFINED	458,800
URBAN OUTFITTERS INC		COM	917047102	\$	1,961	65,000	SH	N/A	DEFINED	DEFINED	65,000
VCA ANTECH INC		COM	918194101	\$	8,045	299,200	SH	N/A	DEFINED	DEFINED	299,200
V F CORP		COM	918204108	\$	20,585	284,200	SH	N/A	DEFINED	DEFINED	284,200
VERIZON COMMUNICATIONS		COM	92343V104	\$	17,714	585,200	SH	N/A	DEFINED	DEFINED	585,200
VIACOM INC NEW		CL B	92553P201	\$	9,054	322,900	SH	N/A	DEFINED	DEFINED	322,900
WAL-MART STORES INC		COM	931142103	\$	16,038	326,700	SH	N/A	DEFINED	DEFINED	326,700
WELLS FARGO & CO NEW		COM	949746101	\$	17,551	622,800	SH	N/A	DEFINED	DEFINED	622,800
WILLIAMS CO INC		COM	969457100	\$	11,655	652,200	SH	N/A	DEFINED	DEFINED	652,200
XILINX INC		COM	983919101	\$	1,991	85,000	SH	N/A	DEFINED	DEFINED	85,000

\$1,903,133 \$55,286,061