

GENWORTH FINANCIAL INC

FORM 13F-HR (Form 13F Holdings Report)

Filed 08/11/09 for the Period Ending 06/30/09

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

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, 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: Genworth Financial, Inc.
Address: 6620 West Broad Street
Richmond, Virginia 23230

Form 13F File Number: 28-11523

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: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

<i>/s/ Patricia Merrill</i> ----- [Signature]	<i>Richmond, VA</i> [City, State]	<i>August 11, 2009</i> [Date]
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Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 343 lines

Form 13F Information Table Value Total: 1,625,036

(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
01	28-11546	Genworth Financial Asset Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8 VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
3M CO COM	COM	88579Y101	18,211	303,006	SH		Sole	01	303,006		
AAR CORP COM	COM	000361105	1	73	SH		Sole	01	73		
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,490	157,809	SH		Sole	01	157,809		
ADAPTEC INC COM	COM	00651F108	428	161,566	SH		Sole	01	161,566		
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole	01	114		
AES CORP COM	COM	00130H105	10,500	904,394	SH		Sole	01	904,394		
AGRIUM INC COM	COM	008916108	2,723	68,251	SH		Sole	01	68,251		
AIR PRODS & CHEMS INC COM	COM	009158106	6	100	SH		Sole	01	100		
AIRGAS INC COM	COM	009363102	4,739	116,933	SH		Sole	01	116,933		
ALBEMARLE CORP COM	COM	012653101	2,449	95,762	SH		Sole	01	95,762		
ALCOA INC COM	COM	013817101	1	92	SH		Sole	01	92		
ALCON INC COM SHS	COM	H01301102	2,922	25,167	SH		Sole	01	25,167		
ALEXANDER & BALDWIN INC COM	COM	014482103	100	4,279	SH		Sole	01	4,279		
ALLEGHENY ENERGY INC COM	COM	017361106	2,709	105,625	SH		Sole	01	105,625		
ALLSTATE CORP COM	COM	020002101	1	29	SH		Sole	01	29		
ALTERA CORP COM	COM	021441100	2,395	147,041	SH		Sole	01	147,041		
ALTRIA GROUP INC COM	COM	02209S103	4	272	SH		Sole	01	272		
AMDOCS LTD ORD	COM	G02602103	1	49	SH		Sole	01	49		
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,437	37,110	SH		Sole	01	37,110		
AMERICAN EAGLE OUTFITTERS NE COM	COM	02553E106	1	67	SH		Sole	01	67		
AMERICAN ELEC PWR INC COM	COM	025537101	4,748	164,339	SH		Sole	01	164,339		
AMERICAN EXPRESS CO COM	COM	025816109	5	230	SH		Sole	01	230		
AMERICAN TOWER CORP CL A	CL A	029912201	1	37	SH		Sole	01	37		
AMGEN INC COM	COM	031162100	18	342	SH		Sole	01	342		

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ANADARKO PETE CORP COM	COM	032511107	2,929	64,529	SH		Sole	01	64,529		
ANSYS INC COM	COM	03662Q105	9,957	319,540	SH		Sole	01	319,540		
APACHE CORP COM	COM	037411105	1	13	SH		Sole	01	13		
ARKANSAS BEST CORP DEL COM	COM	040790107	234	8,896	SH		Sole	01	8,896		
ASSURED GUARANTY LTD COM	COM	G0585R106	347	28,065	SH		Sole	01	28,065		
AT&T INC COM	COM	00206R102	2	98	SH		Sole	01	98		
AU OPTRONICS CORP SPONSORED ADR	ADR	002255107	5	524	SH		Sole	01	524		
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	7,969	224,866	SH		Sole	01	224,866		
AVNET INC COM	COM	053807103	0	16	SH		Sole	01	16		
AXA SPONSORED ADR	SPONSORED ADR	054536107	6,601	348,180	SH		Sole	01	348,180		
BAIDU INC SPON ADR REP A	ADR	056752108	2,548	8,463	SH		Sole	01	8,463		
BALDOR ELEC CO COM	COM	057741100	0	20	SH		Sole	01	20		
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,585	107,279	SH		Sole	01	107,279		
BANK OF AMERICA CORPORATION COM	COM	060505104	2,233	169,137	SH		Sole	01	169,137		
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,124	106,593	SH		Sole	01	106,593		
BARD C R INC COM	COM	067383109	3,824	51,365	SH		Sole	01	51,365		
BAXTER INTL INC COM	COM	071813109	13,146	248,229	SH		Sole	01	248,229		
BECTON DICKINSON & CO COM	COM	075887109	7,214	101,163	SH		Sole	01	101,163		
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,261	41,317	SH		Sole	01	41,317		
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH		Sole	01	73		
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	519	39,885	SH		Sole	01	39,885		
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	2,145	210,282	SH		Sole	01	210,282		
BLACKROCK MUNI HOLDINGS N Y I COM	COM	09255C106	0	13	SH		Sole	01	13		
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	27	SH		Sole	01	27		
BOEING CO COM	COM	097023105	4,328	101,844	SH		Sole	01	101,844		
BOWNE & CO INC COM	COM	103043105	310	47,578	SH		Sole	01	47,578		
BP PLC SPONSORED ADR	ADR	055622104	1,888	39,603	SH		Sole	01	39,603		

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BRISTOL MYERS SQUIBB CO COM	COM	110122108	4,826	237,613	SH		Sole	01	237,613		
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,735	31,101	SH		Sole	01	31,101		
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	5,136	69,841	SH		Sole	01	69,841		
CABOT MICROELECTRONICS CORP COM	COM	12709P103	1	29	SH		Sole	01	29		
CADENCE DESIGN SYSTEM INC COM	COM	127387108	0	65	SH		Sole	01	65		
CARNIVAL CORP PAIRED CTF	CTF	143658300	1	35	SH		Sole	01	35		
CATERPILLAR INC DEL COM	COM	149123101	1	23	SH		Sole	01	23		
CELANESE CORP DEL COM SER A	COM	150870103	3	147	SH		Sole	01	147		
CEPHALON INC COM	COM	156708109	6,482	114,418	SH		Sole	01	114,418		
CHATTEM INC COM	COM	162456107	7,452	109,429	SH		Sole	01	109,429		
CHEVRON CORP NEW COM	COM	166764100	2	33	SH		Sole	01	33		
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	1,939	34,979	SH		Sole	01	34,979		
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,966	59,227	SH		Sole	01	59,227		
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole	01	26		
CISCO SYS INC COM	COM	17275R102	8,804	472,068	SH		Sole	01	472,068		
CLOROX CO DEL COM	COM	189054109	7	128	SH		Sole	01	128		
CMS ENERGY CORP COM	COM	125896100	4,090	338,552	SH		Sole	01	338,552		
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,422	11,561	SH		Sole	01	11,561		
COCA COLA CO COM	COM	191216100	8,220	171,292	SH		Sole	01	171,292		
COCA COLA ENTERPRISES INC COM	COM	191219104	1	87	SH		Sole	01	87		
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	1,745	43,500	SH		Sole	01	43,500		
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	8,564	320,737	SH		Sole	01	320,737		
COLGATE PALMOLIVE CO COM	COM	194162103	17,150	242,440	SH		Sole	01	242,440		
COMCAST CORP NEW CL A	CL A	20030N101	4,515	312,257	SH		Sole	01	312,257		
COMERICA INC COM	COM	200340107	159	7,505	SH		Sole	01	7,505		
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	131	2,015	SH		Sole	01	2,015		
COMPANHIA SIDERURGICA NACION SPON	ADR	20440W105	1,346	60,238	SH		Sole	01	60,238		
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,468	41,933	SH		Sole	01	41,933		

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CONOCOPHILLIPS COM	COM	20825C104	2	44	SH		Sole	01	44		
CONSECO INC DBCV 3.500% 9/3 ADDED	PFD	208464BH9	1	2,000	SH		Sole	01	2,000		
CORE LABORATORIES N V COM	COM	N22717107	6,810	78,145	SH		Sole	01	78,145		
COVIDIEN PLC SHS ADDED	COM	G2554F105	4,554	121,634	SH		Sole	01	121,634		
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,446	31,613	SH		Sole	01	31,613		
CSS INDS INC COM	COM	125906107	6	314	SH		Sole	01	314		
CTRIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,177	47,027	SH		Sole	01	47,027		
DANAHER CORP DEL COM	COM	235851102	7	116	SH		Sole	01	116		
DARDEN RESTAURANTS INC COM	COM	237194105	1	33	SH		Sole	01	33		
DELTA AIR LINES INC.	COM	247361702	71	12,233	SH		Sole		12,233		
DEVON ENERGY CORP NEW COM	COM	25179M103	2,137	39,202	SH		Sole	01	39,202		
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,661	128,364	SH		Sole	01	128,364		
DISCOVER FINL SVCS COM	COM	254709108	1	74	SH		Sole	01	74		
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	882	63,237	SH		Sole	01	63,237		
DOW CHEM CO COM	COM	260543103	5	313	SH		Sole	01	313		
DR REDDYS LABS LTD ADR	ADR	256135203	2,253	132,905	SH		Sole	01	132,905		
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1	25	SH		Sole	01	25		
DUKE ENERGY CORP NEW COM	COM	26441C105	847	58,084	SH		Sole	01	58,084		
DUKE REALTY CORP COM NEW	COM	264411505	0	33	SH		Sole	01	33		
E M C CORP MASS COM	COM	268648102	3,318	253,305	SH		Sole	01	253,305		
EATON VANCE CORP COM NON VTG	COM	278265103	3,860	144,292	SH		Sole	01	144,292		
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH		Sole	01	1		
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	6,181	572,852	SH		Sole	01	572,852		
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	3,550	302,157	SH		Sole	01	302,157		
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,623	219,135	SH		Sole	01	219,135		
EDISON INTL COM	COM	281020107	1	25	SH		Sole	01	25		
ELECTRO RENT CORP COM	COM	285218103	8	804	SH		Sole	01	804		
EMERSON ELEC CO COM	COM	291011104	8,687	268,111	SH		Sole	01	268,111		

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ENTERGY CORP NEW COM	COM	29364G103	3,305	42,638	SH		Sole	01	42,638		
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,056	312,519	SH		Sole	01	312,519		
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	511	56,280	SH		Sole	01	56,280		
EXELON CORP COM	COM	30161N101	4,006	78,221	SH		Sole	01	78,221		
EXXON MOBIL CORP COM	COM	30231G102	10,372	148,358	SH		Sole	01	148,358		
FACTSET RESH SYS INC COM	COM	303075105	11,301	226,611	SH		Sole	01	226,611		
FAIRPOINT COMMUNICATIONS COM	COM	305560104	0	15	SH		Sole		15		
FAMILY DLR STORES INC COM	COM	307000109	10	340	SH		Sole	01	340		
FASTENAL CO COM	COM	311900104	7,729	233,017	SH		Sole	01	233,017		
FIFTH STREET FINANCE CORP	COM	31678A103	14,793	1,473,379	SH		Sole		1,473,379		
FIRST SOLAR INC COM	COM	336433107	32	200	SH		Sole	01	200		
FIRSTENERGY CORP COM	COM	337932107	629	16,236	SH		Sole	01	16,236		
FOREST LABS INC COM	COM	345838106	2	83	SH		Sole	01	83		
FPL GROUP INC COM	COM	302571104	452	7,950	SH		Sole	01	7,950		
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,520	66,658	SH		Sole	01	66,658		
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH		Sole	01	2		
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,119	24,876	SH		Sole	01	24,876		
GAMESTOP CORP NEW CL A	CL A	36467W109	6,493	294,999	SH		Sole	01	294,999		
GENERAL DYNAMICS CORP COM	COM	369550108	11,801	213,047	SH		Sole	01	213,047		
GENERAL ELECTRIC CO COM	COM	369604103	2	129	SH		Sole	01	129		
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH		Sole	01	100		
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	2,910	328,127	SH		Sole	01	328,127		
GRUPO TELEVISA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,230	72,364	SH		Sole	01	72,364		
HALLIBURTON CO COM	COM	406216101	5,476	264,529	SH		Sole	01	264,529		
HANSEN NAT CORP COM	COM	411310105	4,357	141,189	SH		Sole	01	141,189		
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	01	47		
HARTFORD FINL SVCS GROUP INC COM	COM	416515104	0	33	SH		Sole	01	33		
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,627	35,169	SH		Sole	01	35,169		

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HEWLETT PACKARD CO											
COM	COM	428236103	8,543	221,034	SH		Sole	01	221,034		
HEXCEL CORP NEW COM	COM	428291108	2,766	290,252	SH		Sole	01	290,252		
HOLOGIC INC COM	COM	436440101	1	44	SH		Sole	01	44		
HOLOGIC INC.	COM	436440101	137	9,632	SH		Sole		9,632		
HUDSON CITY											
BANCORP COM	COM	443683107	5,079	382,158	SH		Sole	01	382,158		
ICT GROUP INC COM	COM	44929Y101	0	46	SH		Sole	01	46		
IHS INC CL A	CL A	451734107	15,408	308,964	SH		Sole	01	308,964		
ILLINOIS TOOL WKS											
INC COM	COM	452308109	6,941	185,885	SH		Sole	01	185,885		
IMMUCOR INC COM	COM	452526106	2,229	162,022	SH		Sole	01	162,022		
ING GLOBAL EQTY											
DIV & PREM O COM	COM	45684E107	55	4,700	SH		Sole	01	4,700		
ING GROEP N V											
SPONSORED ADR	ADR	456837103	12	1,200	SH		Sole	01	1,200		
INGERSOLL-RAND											
COMPANY LTD CL A	CL A	G4776G101	4,230	202,415	SH		Sole	01	202,415		
INTEL CORP COM	COM	458140100	1	75	SH		Sole	01	75		
INTERNATIONAL											
BUSINESS MACHS											
COM	COM	459200101	17,558	168,150	SH		Sole	01	168,150		
INTUIT COM	COM	461202103	5,768	204,606	SH		Sole	01	204,606		
ISHARES TR BARCLYS											
10-20YR	ETF	464288653	9	86	SH		Sole	01	86		
ISHARES TR BARCLYS											
1-3 YR	ETF	464287457	417	4,978	SH		Sole	01	4,978		
ISHARES TR BARCLYS											
1-3YR CR	ETF	464288646	262	2,545	SH		Sole	01	2,545		
ISHARES TR BARCLYS											
3-7 YR	ETF	464288661	6	56	SH		Sole	01	56		
ISHARES TR BARCLYS											
7-10 YR	ETF	464287440	4,524	49,893	SH		Sole	01	49,893		
ISHARES TR BARCLYS											
MBS BD	ETF	464288588	7,488	71,122	SH		Sole	01	71,122		
ISHARES TR BARCLYS											
SH TREA	ETF	464288679	294,196	2,668,933	SH		Sole	01	2,668,933		
ISHARES TR BARCLYS											
TIPS BD	ETF	464287176	5,526	54,373	SH		Sole	01	54,373		
ISHARES TR DJ US											
INDEX FD	ETF	464287846	28	625	SH		Sole	01	625		
ISHARES TR IBOXX											
INV CPBD	ETF	464287242	175,542	1,750,518	SH		Sole	01	1,750,518		
ISHARES TR MSCI											
EAFE IDX	ETF	464287465	17,768	387,872	SH		Sole	01	387,872		
ISHARES TR MSCI											
EMERG MKT	ETF	464287234	31,777	985,936	SH		Sole	01	985,936		
ISHARES TR MSCI											
GRW IDX	ETF	464288885	590	12,764	SH		Sole	01	12,764		

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ISHARES TR MSCI VAL IDX	ETF	464288877	635	15,052	SH		Sole	01	15,052		
ISHARES TR RUSL 2000 VALU	ETF	464287630	7	155	SH		Sole	01	155		
ISHARES TR RUSSELL 1000	ETF	464287622	7,172	141,577	SH		Sole	01	141,577		
ISHARES TR RUSSELL MCP GR	ETF	464287481	18,426	505,508	SH		Sole	01	505,508		
ISHARES TR RUSSELL MCP VL	ETF	464287473	4	131	SH		Sole	01	131		
ISHARES TR RUSSELL1000GRW	ETF	464287614	2	58	SH		Sole	01	58		
ISHARES TR RUSSELL1000VAL	ETF	464287598	389	8,181	SH		Sole	01	8,181		
ISHARES TR S&P 500 INDEX	ETF	464287200	84,533	915,352	SH		Sole	01	915,352		
ISHARES TR S&P GBL ENER	ETF	464287341	15,527	505,780	SH		Sole	01	505,780		
ISHARES TR S&P GL UTILITI	ETF	464288711	18,248	430,881	SH		Sole	01	430,881		
ISHARES TR S&P MIDCP VALU	ETF	464287705	11	210	SH		Sole	01	210		
ISHARES TR S&P500 GRW	ETF	464287309	92,127	1,928,556	SH		Sole	01	1,928,556		
ISHARES TR US PFD STK IDX	ETF	464288687	1,155	35,943	SH		Sole	01	35,943		
JACK IN THE BOX INC COM	COM	466367109	50	2,248	SH		Sole	01	2,248		
JAKKS PAC INC COM	COM	47012E106	173	13,456	SH		Sole	01	13,456		
JARDEN CORP COM	COM	471109108	311	16,593	SH		Sole	01	16,593		
JOHNSON & JOHNSON COM	COM	478160104	12,362	217,633	SH		Sole	01	217,633		
JOY GLOBAL INC COM	COM	481165108	1	22	SH		Sole	01	22		
JPMORGAN CHASE & CO COM	COM	46625H100	7,176	210,381	SH		Sole	01	210,381		
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH		Sole	01	51		
KEYCORP NEW COM	COM	493267108	115	21,889	SH		Sole	01	21,889		
KRAFT FOODS INC CL A	CL A	50075N104	4,700	185,483	SH		Sole	01	185,483		
K-SWISS INC CL A	CL A	482686102	101	11,866	SH		Sole	01	11,866		
LANDAUER INC COM	COM	51476K103	9	148	SH		Sole	01	148		
LAZARD LTD SHS A	COM	G54050102	0	16	SH		Sole	01	16		
LEGG MASON INC COM	COM	524901105	1	40	SH		Sole	01	40		
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74	SH		Sole	01	74		
LIMITED BRANDS INC COM	COM	532716107	6	466	SH		Sole	01	466		

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LKQ CORP COM	COM	501889208	8,486	515,844	SH		Sole	01	515,844		
LOCKHEED MARTIN CORP COM	COM	539830109	6	72	SH		Sole	01	72		
LORILLARD INC COM	COM	544147101	3	45	SH		Sole	01	45		
LOWES COS INC COM	COM	548661107	13,157	677,857	SH		Sole	01	677,857		
LUBRIZOL CORP COM	COM	549271104	1	26	SH		Sole	01	26		
MANPOWER INC COM	COM	56418H100	1	13	SH		Sole	01	13		
MARINEMAX INC COM	COM	567908108	253	73,589	SH		Sole	01	73,589		
MARSH & MCLENNAN COS INC COM	COM	571748102	7	340	SH		Sole	01	340		
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	58	12,039	SH		Sole	01	12,039		
MASTERCARD INC CL A	CL A	57636Q104	8,962	53,567	SH		Sole	01	53,567		
MATTEL INC COM	COM	577081102	1	36	SH		Sole	01	36		
MBIA INC COM	COM	55262C100	117	27,004	SH		Sole	01	27,004		
MCDONALDS CORP COM	COM	580135101	12,228	212,699	SH		Sole	01	212,699		
METLIFE INC COM	COM	59156R108	1	27	SH		Sole	01	27		
MICROSOFT CORP COM	COM	594918104	5,892	247,876	SH		Sole	01	247,876		
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	0	1	SH		Sole	01	1		
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	6,424	1,046,181	SH		Sole	01	1,046,181		
NABORS INDUSTRIES LTD SHS	COM	G6359F103	2	109	SH		Sole	01	109		
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,249	116,048	SH		Sole	01	116,048		
NET SERVICOS DE COMUNICACAO SPONS	ADR	64109T201	1,763	180,046	SH		Sole	01	180,046		
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	258	SH		Sole	01	258		
NEWTEK BUSINESS SERVICES INC.	COM	652526104	70	146,141	SH		Sole		146,141		
NIKE INC CL B	CL B	654106103	9,423	181,982	SH		Sole	01	181,982		
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	01	138		
NORTHERN TR CORP COM	COM	665859104	4,224	78,692	SH		Sole	01	78,692		
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	2,925	71,716	SH		Sole	01	71,716		
NOVO-NORDISK A S ADR	ADR	670100205	1,701	31,228	SH		Sole	01	31,228		
NRG ENERGY INC COM NEW	COM	629377508	1,492	57,491	SH		Sole	01	57,491		

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NSTAR COM	COM	67019E107	2	69	SH		Sole	01	69		
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH		Sole	01	189		
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,438	98,800	SH		Sole	01	98,800		
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,082	188,938	SH		Sole	01	188,938		
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	82	SH		Sole	01	82		
NV ENERGY INC COM	COM	67073Y106	168	15,608	SH		Sole	01	15,608		
NYSE EURONEXT COM	COM	629491101	0	16	SH		Sole	01	16		
O REILLY AUTOMOTIVE INC COM	COM	686091109	11,675	306,589	SH		Sole	01	306,589		
OCEANEERING INTL INC COM	COM	675232102	6,113	135,239	SH		Sole	01	135,239		
OLD NATL BANCORP IND COM	COM	680033107	0	33	SH		Sole	01	33		
OLD REP INTL CORP COM	COM	680223104	167	16,919	SH		Sole	01	16,919		
OMNICARE INC COM	COM	681904108	0	12	SH		Sole	01	12		
ORACLE CORP COM	COM	68389X105	11,348	529,770	SH		Sole	01	529,770		
PT TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,560	52,032	SH		Sole	01	52,032		
PACCAR INC COM	COM	693718108	7,179	221,369	SH		Sole	01	221,369		
PALL CORP COM	COM	696429307	5,106	192,229	SH		Sole	01	192,229		
PEPCO HOLDINGS INC COM	COM	713291102	1	46	SH		Sole	01	46		
PEPSICO INC COM	COM	713448108	12,954	235,698	SH		Sole	01	235,698		
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	230	5,606	SH		Sole	01	5,606		
PFIZER INC COM	COM	717081103	10	649	SH		Sole	01	649		
PG&E CORP COM	COM	69331C108	4,034	104,944	SH		Sole	01	104,944		
PHILIP MORRIS INTL INC COM	COM	718172109	10,073	230,922	SH		Sole	01	230,922		
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,203	24,202	SH		Sole	01	24,202		
PHILLIPS VAN HEUSEN CORP COM	COM	718592108	1	42	SH		Sole	01	42		
PITNEY BOWES INC COM	COM	724479100	1	39	SH		Sole	01	39		
PNC FINL SVCS GROUP INC COM	COM	693475105	86	2,224	SH		Sole	01	2,224		
POSCO SPONSORED ADR	ADR	693483109	245	2,962	SH		Sole	01	2,962		
POTASH CORP SASK INC COM	COM	73755L107	28	300	SH		Sole	01	300		

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POWERSHS DB MULTI SECT COMM	ETF	73936B408	14	545	SH		Sole	01			545
PPL CORP COM	COM	69351T106	3,460	104,970	SH		Sole	01	104,970		
PRAXAIR INC COM	COM	74005P104	8,678	122,098	SH		Sole	01	122,098		
PROCTER & GAMBLE CO COM	COM	742718109	23,426	458,441	SH		Sole	01	458,441		
PRUDENTIAL FINL INC COM	COM	744320102	1	27	SH		Sole	01			27
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	870	26,675	SH		Sole	01			26,675
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,721	65,946	SH		Sole	01	65,946		
QWEST COMMUNICATIONS INTL IN COM	COM	749121109	3	717	SH		Sole	01			717
REINSURANCE GROUP AMER INC COM	COM	759351604	0	8	SH		Sole	01			8
RESEARCH IN MOTION LTD COM	COM	760975102	2,147	30,195	SH		Sole	01			30,195
RESMED INC COM	COM	761152107	4,186	102,782	SH		Sole	01	102,782		
RITE AID CORP COM	COM	767754104	6	4,300	SH		Sole	01			4,300
ROCKWELL AUTOMATION INC COM	COM	773903109	7	216	SH		Sole	01			216
ROPER INDS INC NEW COM	COM	776696106	6,992	154,317	SH		Sole	01	154,317		
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	133	9,800	SH		Sole	01			9,800
SAFEWAY INC COM NEW	COM	786514208	1	57	SH		Sole	01			57
SARA LEE CORP COM	COM	803111103	2,848	291,806	SH		Sole	01	291,806		
SCHERING PLOUGH CORP COM	COM	806605101	3	120	SH		Sole	01			120
SCHLUMBERGER LTD COM	COM	806857108	5	100	SH		Sole	01			100
SCHNITZER STL INDS CL A	CL A	806882106	1	16	SH		Sole	01			16
SEI INVESTMENTS CO COM	COM	784117103	29	1,600	SH		Sole	01			1,600
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	15,440	321,322	SH		Sole	01	321,322		
SEMPRA ENERGY COM	COM	816851109	5	106	SH		Sole	01			106
SINGAPORE FD INC COM	COM	82929L109	0	25	SH		Sole	01			25
SKECHERS U S A INC CL A	CL A	830566105	0	25	SH		Sole	01			25
SMITHFIELD FOODS INC COM	COM	832248108	348	24,927	SH		Sole	01	24,927		
SNAP ON INC COM	COM	833034101	2	55	SH		Sole	01			55
SOUTHERN CO COM	COM	842587107	885	28,399	SH		Sole	01			28,399

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SPDR GOLD TRUST											
GOLD SHS	ETF	78463V107	24	259	SH		Sole	01		259	
ST MARY LD & EXPL											
CO COM	COM	792228108	1	31	SH		Sole	01		31	
STANLEY WKS COM	COM	854616109	1	25	SH		Sole	01		25	
STATE STR CORP COM	COM	857477103	9	188	SH		Sole	01		188	
STERICYCLE INC COM	COM	858912108	5,591	108,503	SH		Sole	01		108,503	
STEWART											
INFORMATION SVCS											
COR COM	COM	860372101	184	12,916	SH		Sole	01		12,916	
STRYKER CORP COM	COM	863667101	11,283	283,925	SH		Sole	01		283,925	
SUNCOR ENERGY INC											
COM	COM	867229106	6	200	SH		Sole	01		200	
SUPERVALU INC COM	COM	868536103	1	49	SH		Sole	01		49	
SYBASE INC COM	COM	871130100	8,804	280,924	SH		Sole	01		280,924	
SYMANTEC CORP COM	COM	871503108	4,225	271,158	SH		Sole	01		271,158	
SYMMETRICOM INC COM	COM	871543104	1	131	SH		Sole	01		131	
SYNGENTA AG											
SPONSORED ADR	ADR	87160A100	1,873	40,256	SH		Sole	01		40,256	
SYSO CORP COM	COM	871829107	8	350	SH		Sole	01		350	
TAIWAN											
SEMICONDUCTOR											
MFG LTD	SPONSORED ADR	874039100	1,872	198,970	SH		Sole	01		198,970	
TARGET CORP COM	COM	87612E106	13,301	337,000	SH		Sole	01		337,000	
TENARIS S A											
SPONSORED ADR	ADR	88031M109	57	2,091	SH		Sole	01		2,091	
TERADYNE INC COM	COM	880770102	0	66	SH		Sole	01		66	
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	01		26	
TEVA											
PHARMACEUTICAL											
INDS LTD ADR	ADR	881624209	213	4,326	SH		Sole	01		4,326	
THQ INC COM NEW	COM	872443403	0	65	SH		Sole	01		65	
TIDEWATER INC COM	COM	886423102	1	29	SH		Sole	01		29	
TIME WARNER CABLE											
INC COM	COM	88732J207	0	6	SH		Sole	01		6	
TIME WARNER INC											
COM NEW ADDED	COM	887317303	1	24	SH		Sole	01		24	
TOTAL S A											
SPONSORED ADR	SPONSORED ADR	89151E109	4,571	84,292	SH		Sole	01		84,292	
TOYOTA MOTOR CORP											
SP ADR REP2COM	SPONSORED ADR	892331307	2,924	38,710	SH		Sole	01		38,710	
TRACTOR SUPPLY CO											
COM	COM	892356106	2,044	49,457	SH		Sole	01		49,457	
TRANSOCEAN LTD REG											
SHS	COM	H8817H100	3,388	45,600	SH		Sole	01		45,600	

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TRAVELERS COMPANIES INC COM	COM	89417E109	1	23	SH		Sole	01	23		
TUPPERWARE BRANDS CORP COM	COM	899896104	1	43	SH		Sole	01	43		
TYSON FOODS INC CL A	CL A	902494103	1	98	SH		Sole	01	98		
UAL CORP.	COM	902549807	8	2,409	SH		Sole		2,409		
UNISOURCE ENERGY CORP COM	COM	909205106	619	23,323	SH		Sole	01	23,323		
UNITED BANKSHARES INC WEST V COM	COM	909907107	0	24	SH		Sole	01	24		
UNITED TECHNOLOGIES CORP COM	COM	913017109	9,617	185,092	SH		Sole	01	185,092		
UNITEDHEALTH GROUP INC COM	COM	91324P102	3	104	SH		Sole	01	104		
UNIVERSAL CORP VA COM	COM	913456109	243	7,330	SH		Sole	01	7,330		
UNUM GROUP COM	COM	91529Y106	3	213	SH		Sole	01	213		
US BANCORP DEL COM NEW	COM	902973304	1	33	SH		Sole	01	33		
V F CORP COM	COM	918204108	1	16	SH		Sole	01	16		
VALE S A ADR ADDED	ADR	91912E105	1,741	98,746	SH		Sole	01	98,746		
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	0	9	SH		Sole	01	9		
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	0	6	SH		Sole	01	6		
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	15,531	221,971	SH		Sole	01	221,971		
VANGUARD WORLD FDS HEALTH CAR ETF	ETF	92204A504	10	210	SH		Sole	01	210		
VANGUARD WORLD FDS INDUSTRIAL ETF	ETF	92204A603	8	190	SH		Sole	01	190		
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832	SH		Sole		832		
VIACOM INC NEW CL B	CL B	92553P201	1	45	SH		Sole	01	45		
VISHAY INTERTECHNOLOGY INC COM	COM	928298108	0	49	SH		Sole	01	49		
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	5,451	279,661	SH		Sole	01	279,661		
VULCAN MATLS CO COM	COM	929160109	4,546	105,476	SH		Sole	01	105,476		
WAL MART STORES INC COM	COM	931142103	7,692	158,804	SH		Sole	01	158,804		
WALGREEN CO COM	COM	931422109	15,858	539,398	SH		Sole	01	539,398		
WALTER ENERGY INC COM	COM	93317Q105	1	35	SH		Sole	01	35		
WALTER INVT MGMT CORP COM ADDED	COM	93317W102	0	13	SH		Sole	01	13		

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WASHINGTON FED INC											
COM	COM	938824109	2	132	SH		Sole	01		132	
WATERS CORP COM	COM	941848103	10,950	212,737	SH		Sole	01		212,737	
WELLS FARGO & CO NEW COM	COM	949746101	2	94	SH		Sole	01		94	
WESTERN UN CO COM	COM	959802109	2,953	180,089	SH		Sole	01		180,089	
WILLIAMS COS INC DEL COM	COM	969457100	2,205	141,241	SH		Sole	01		141,241	
WINDSTREAM CORP COM	COM	97381W104	1	100	SH		Sole	01		100	
WISDOMTREE TRUST SMALLCAP DIVID	COM	97717W604	7	220	SH		Sole	01		220	
WYETH COM	COM	983024100	2,276	50,148	SH		Sole	01		50,148	
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	1	90	SH		Sole	01		90	
XL CAP LTD CL A	CL A	G98255105	398	34,706	SH		Sole	01		34,706	
XTO ENERGY INC COM	COM	98385X106	1	33	SH		Sole	01		33	
YAHOO INC COM	COM	984332106	5,754	367,408	SH		Sole	01		367,408	
YUM BRANDS INC COM	COM	988498101	5,199	155,951	SH		Sole	01		155,951	