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ING GROEP NV
Form 13F-HR
November 14, 2011

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, 2011

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: ING Groep N.V.

Address: Amstelveenseweg 500

1081 KL, Amsterdam,

The Netherlands

Form 13F File Number: 28-13263

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: Simon van Dijken

Title: Manager Management Information

Phone: +31 20 576 05 20

Signature, Place, and Date of Signing:

/s/ Simon van Dijken, Amsterdam, November 14, 2011

[Signature] [City, State] [Date]

Name: F. Severin

Title: Compliance Officer

Phone: +31 20 576 65 39

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Signature, Place, and Date of Signing:

/s/ F. Severin Amsterdam, November 14, 2011
[Signature] [City, State] [Date]

This amendment provides corrected values for the share holdings included in the Information Table.

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).)
/X/ 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:

Table with 2 columns: Form 13F File Number, Name. Lists various ING subsidiaries and their file numbers.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: -----

Form 13F Information Table Entry Total: 586 -----

Form 13F Information Table Value Total: \$3,791,246 -----
(USD 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.

Table with 3 columns: No., Form 13F File Number, Name. Lists 4 other included managers.

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13F_Q3_2011

Issuer Name	Class Title	CUSIP	VALUE (x1000)	# of Shares	SH/ PRN	PUT/ CALL	In Di
ISHARES INC	MSCI AUSTRALIA	464286103	878.2268	43780	SH		DE
ISHARES TR	MSCI ACJPN IDX	464288182	2520.4256	54040	SH		DE
SHANDA GAMES LTD SP	ADR REPTG A	81941U105	72.651	18300	SH		DE
AGL RES INC	COM	001204106	385	9439	SH		DE
ABBOTT LABS	COM	002824100	16,281	318357	SH		DE
AIR PRODS & CHEMS INC	COM	009158106	810	10600	SH		DE
AMEREN CORP	COM	023608102	10,379	348653	SH		DE
AMERICAN ELEC PWR INC	COM	025537101	11,288	296897	SH		DE
APPLE INC	COM	037833100	1,719	4510	SH		DE
BAIDU INC SPON	ADR REP A	056752108	225	2100	SH		DE
BAXTER INTL INC	COM	071813109	338	6022	SH		DE
CARNIVAL CORP	PAIRED CTF	143658300	844	27846	SH		DE
CELGENE CORP	COM	151020104	576	9307	SH		DE
CIENA CORP	COM NEW	171779309	134	12000	SH		DE
CITIGROUP INC	COM NEW	172967424	816	31851	SH		DE
CITRIX SYS INC	COM	177376100	643	11789	SH		DE
CONAGRA FOODS INC	COM	205887102	7,739	319538	SH		DE
CULLEN FROST BANKERS INC	COM	229899109	7,137	155628	SH		DE
DOW CHEM CO	COM	260543103	9,611	427900	SH		DE
E M C CORP MASS	COM	268648102	450	21419	SH		DE
EMERSON ELEC CO	COM	291011104	1,127	27285	SH		DE
ENERPLUS CORP	COM	292766102	6,769	275850	SH		DE
F5 NETWORKS INC	COM	315616102	213	3000	SH		DE
GALLAGHER ARTHUR J & CO	COM	363576109	10,805	410821	SH		DE
GENERAL ELECTRIC CO	COM	369604103	16,140	1059061	SH		DE
GERON CORP	COM	374163103	87	41271	SH		DE
GUESS INC	COM	401617105	530	18600	SH		DE
HOME DEPOT INC	COM	437076102	654	19900	SH		DE
INTEL CORP	COM	458140100	11,837	554923	SH		DE
ISHARES INC	MSCI TAIWAN	464286731	1,178	99758	SH		DE
ISHARES INC	MSCI MALAYSIA	464286830	2,457	201210	SH		DE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	756	48694	SH		DE
JOHNSON & JOHNSON	COM	478160104	972	15261	SH		DE
KIMBERLY CLARK CORP	COM	494368103	16,517	232600	SH		DE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	6,990	102227	SH		DE
LEGGETT & PLATT INC	COM	524660107	6,648	335909	SH		DE
LORILLARD INC	COM	544147101	7,475	67526	SH		DE
MARATHON OIL CORP	COM	565849106	298	13805	SH		DE
MEAD JOHNSON NUTRITION CO	COM	582839106	626	9089	SH		DE
MECHEL OAO	SPONSORED ADR	583840103	6,427	630700	SH		DE
MECHEL OAO	SPON ADR	583840509	2,360	589969	SH		DE
MEDTRONIC INC	COM	585055106	858	25800	SH		DE
MICROSOFT CORP	COM	594918104	2,143	86082	SH		DE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	8,538	694149	SH		DE
NUCOR CORP	COM	670346105	7,158	226235	SH		DE
OCCIDENTAL PETE CORP DEL	COM	674599105	510	7138	SH		DE
PEOPLES UNITED FINANCIAL INC	COM	712704105	10,282	901971	SH		DE
PEPSICO INC	COM	713448108	12,014	194094	SH		DE
PFIZER INC	COM	717081103	15,118	855105	SH		DE
PITNEY BOWES INC	COM	724479100	10,880	578703	SH		DE
PROCTER & GAMBLE CO	COM	742718109	676	10698	SH		DE
RED HAT INC	COM	756577102	203	4800	SH		DE

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REYNOLDS AMERICAN INC	COM	761713106	10,721	286046	SH	DE
SCHLUMBERGER LTD	COM	806857108	358	6000	SH	DE
SOUTHWESTERN ENERGY CO	COM	845467109	482	14466	SH	DE
SPECTRA ENERGY CORP	COM	847560109	10,796	440113	SH	DE
SYMANTEC CORP	COM	871503108	577	35415	SH	DE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	15,025	1314507	SH	DE
TELE NORTE LESTE PART S A	SPON ADR	879246106	2,954	310009	SH	DE
TERNIUM SA SPON	ADR	880890108	512	24588	SH	DE
THERMO FISHER SCIENTIFIC INC	COM	883556102	769	15185	SH	DE
WAL MART STORES INC	COM	931142103	683	13168	SH	DE
WELLS FARGO & CO NEW	COM	949746101	983	40758	SH	DE
YUM BRANDS INC	COM	988498101	495	10025	SH	DE
QUANTA SVCS INC	COM	74762E102	478	25437	SH	DE
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	621	53000	SH	DE
VALE S A	ADR	91912E105	1,089	47785	SH	DE
TRAVELERS COMPANIES INC	COM	89417E109	575	11792	SH	DE
AT&T INC	COM	00206R102	16,344	573088	SH	DE
ADOBE SYS INC	COM	00724F101	752	31099	SH	DE
ALTRIA GROUP INC	COM	02209S103	7,011	261516	SH	DE
AMERICA MOVIL SAB DE CV SPON	ADR L SHS	02364W105	2,224	100706	SH	DE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	338	28246	SH	DE
CTC MEDIA INC	COM	12642X106	952	107000	SH	DE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	23,922	491118	SH	DE
COMPANHIA DE BEBIDAS DAS AME	SPON ADR	20441W203	594	19370	SH	DE
EXELON CORP	COM	30161N101	11,258	264210	SH	DE
EXXON MOBIL CORP	COM	30231G102	1,198	16500	SH	DE
FREEMONT-MCMORAN COPPER & GO	COM	35671D857	990	32527	SH	DE
GOOGLE INC	CL A	38259P508	1,295	2518	SH	DE
JPMORGAN CHASE & CO	COM	46625H100	1,096	36388	SH	DE
JUNIPER NETWORKS INC	COM	48203R104	448	25960	SH	DE
KRAFT FOODS INC	CL A	50075N104	15,425	459352	SH	DE
LIFE TECHNOLOGIES CORP	COM	53217V109	428	11144	SH	DE
MAXIM INTEGRATED PRODS INC	COM	57772K101	6,748	289242	SH	DE
MERCK & CO INC NEW	COM	58933Y105	16,058	490930	SH	DE
MOLSON COORS BREWING CO	CL B	60871R209	870	21969	SH	DE
MONSANTO CO NEW	COM	61166W101	409	6806	SH	DE
MOSAIC CO NEW	COM	61945C103	413	8436	SH	DE
NETAPP INC	COM	64110D104	1,765	51998	SH	DE
ORACLE CORP	COM	68389X105	459	15971	SH	DE
PPL CORP	COM	69351T106	11,410	399779	SH	DE
PETROLEO BRASILEIRO SA PETRO SP	ADR NON VTG	71654V101	9,167	442424	SH	DE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	405	18023	SH	DE
SPDR SERIES TRUST	S&P BIOTECH	78464A870	1,296	21784	SH	DE
SOUTHERN COPPER CORP	COM	84265V105	2,077	83102	SH	DE
TERADATA CORP DEL	COM	88076W103	650	12141	SH	DE
TIM PARTICIPACOES S A SPONSORED	ADR	88706P205	502	21300	SH	DE
UNIVERSAL DISPLAY CORP	COM	91347P105	230	4800	SH	DE
WASTE MGMT INC DEL	COM	94106L109	10,751	330176	SH	DE
CREDICORP LTD	COM	G2519Y108	2,869	31114	SH	DE
EVEREST RE GROUP LTD	COM	G3223R108	400	5038	SH	DE
INGERSOLL-RAND PLC	SHS	G47791101	534	19000	SH	DE
WEATHERFORD INTERNATIONAL LT REG	SHS	H27013103	611	50000	SH	DE
TRANSOCEAN LTD REG	SHS	H8817H100	9,884	207031	SH	DE
COPA HOLDINGS SA	CL A	P31076105	416	6784	SH	DE
AFLAC INC	COM	001055102	651	18609	SH	DE
AGL RES INC	COM	001204106	478	11748	SH	DE

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ABBOTT LABS	COM	002824100	27,752	542560	DE
ABERCROMBIE & FITCH CO	CL A	002896207	2,130	34600	DE
AIR PRODS & CHEMS INC	COM	009158106	1,845	24144	DE
ALBEMARLE CORP	COM	012653101	1,660	41050	DE
ALCOA INC	COM	013817101	426	44506	DE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	6,003	97549	DE
ALLERGAN INC	COM	018490102	1,192	14470	DE
ALLSTATE CORP	COM	020002101	334	14100	DE
ALTERA CORP	COM	021441100	1,011	32044	DE
AMAZON COM INC	COM	023135106	4,393	20295	DE
AMEREN CORP	COM	023608102	851	28600	DE
AMERICAN ELEC PWR INC	COM	025537101	1,117	29366	DE
AMERICAN EXPRESS CO	COM	025816109	4,674	104123	DE
AMERICAN TOWER CORP	CL A	029912201	2,686	49948	DE
AMGEN INC	COM	031162100	5,061	92095	DE
AMYLIN PHARMACEUTICALS INC	COM	032346108	783	84830	DE
ANADARKO PETE CORP	COM	032511107	1,176	18650	DE
ANALOG DEVICES INC	COM	032654105	2,263	72382	DE
ANNALY CAP MGMT INC	COM	035710409	715	42958	DE
APACHE CORP	COM	037411105	1,893	23585	DE
APPLE INC	COM	037833100	173,702	455659	DE
APPLIED MATLS INC	COM	038222105	391	37752	DE
ARCH COAL INC	COM	039380100	7,847	538588	DE
ARCHER DANIELS MIDLAND CO	COM	039483102	3,430	138213	DE
AUTODESK INC	COM	052769106	575	20700	DE
AVALONBAY CMNTYS INC	COM	053484101	23,589	206826	DE
AVERY DENNISON CORP	COM	053611109	542	21629	DE
BB&T CORP	COM	054937107	411	19300	DE
BMC SOFTWARE INC	COM	055921100	3,055	79176	DE
BAIDU INC SPON	ADR REP A	056752108	2,414	22600	DE
BAKER HUGHES INC	COM	057224107	462	10004	DE
BANCO BRADESCO S A SP	ADR PFD NEW	059460303	4,107	277881	DE
BANK OF AMERICA CORPORATION	COM	060505104	77,342	12658338	DE
BANK OF NEW YORK MELLON CORP	COM	064058100	833	44818	DE
BARRICK GOLD CORP	COM	067901108	569	12191	DE
BAXTER INTL INC	COM	071813109	11,931	212450	DE
BECTON DICKINSON & CO	COM	075887109	1,203	16405	DE
BED BATH & BEYOND INC	COM	075896100	2,948	51407	DE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	4,450	62636	DE
BOEING CO	COM	097023105	19,549	322640	DE
BOSTON PROPERTIES INC	COM	101121101	23,945	268740	DE
BRIGHAM EXPLORATION CO	COM	109178103	986	39000	DE
BRISTOL MYERS SQUIBB CO	COM	110122108	10,270	327378	DE
BROADCOM CORP	CL A	111320107	2,702	81160	DE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2,236	81158	DE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	8,150	591887	DE
BROWN FORMAN CORP	CL B	115637209	918	13082	DE
CBS CORP NEW	CL B	124857202	1,161	56955	DE
CIGNA CORP	COM	125509109	1,213	28900	DE
CMS ENERGY CORP	COM	125896100	1,773	89662	DE
CSX CORP	COM	126408103	1,193	63914	DE
CVS CAREMARK CORPORATION	COM	126650100	10,964	326305	DE
CAMPBELL SOUP CO	COM	134429109	428	13241	DE
CANADIAN NAT RES LTD	COM	136385101	736	25144	DE
CARNIVAL CORP	PAIRED CTF	143658300	10,467	345328	DE
CATERPILLAR INC DEL	COM	149123101	1,282	17371	DE

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CELGENE CORP	COM	151020104	3,487	56313	DE
CENTRAL EUROPEAN DIST CORP	COM	153435102	1,098	156861	DE
CENTURYLINK INC	COM	156700106	17,452	526926	DE
CEPHALON INC	COM	156708109	2,187	27095	DE
CHESAPEAKE ENERGY CORP	COM	165167107	527	20633	DE
CHEVRON CORP NEW	COM	166764100	14,569	157351	DE
CINCINNATI FINL CORP	COM	172062101	353	13400	DE
CITIGROUP INC	COM NEW	172967424	16,634	649263	DE
CITRIX SYS INC	COM	177376100	2,313	42380	DE
COACH INC	COM	189754104	4,033	77813	DE
COCA COLA CO	COM	191216100	18,899	279523	DE
COLGATE PALMOLIVE CO	COM	194162103	4,116	46426	DE
COMERICA INC	COM	200340107	15,196	661557	DE
COMPUTER SCIENCES CORP	COM	205363104	271	10118	DE
CONAGRA FOODS INC	COM	205887102	5,817	239963	DE
CONCUR TECHNOLOGIES INC	COM	206708109	885	23600	DE
CONSOLIDATED EDISON INC	COM	209115104	2,773	48644	DE
CORNING INC	COM	219350105	355	28700	DE
CULLEN FROST BANKERS INC	COM	229899109	236	5141	DE
DTE ENERGY CO	COM	233331107	17,070	347869	DE
DANAHER CORP DEL	COM	235851102	5,312	126669	DE
DEERE & CO	COM	244199105	5,019	77710	DE
DENBURY RES INC	COM NEW	247916208	802	69657	DE
DEVRY INC DEL	COM	251893103	879	23775	DE
DISNEY WALT CO	COM DISNEY	254687106	901	29900	DE
DISCOVER FINL SVCS	COM	254709108	1,418	61790	DE
DR REDDYS LABS LTD	ADR	256135203	505	16951	DE
DOLLAR TREE INC	COM	256746108	2,288	30476	DE
DONNELLEY R R & SONS CO	COM	257867101	975	69155	DE
DOVER CORP	COM	260003108	15,961	342510	DE
DOW CHEM CO	COM	260543103	3,578	159218	DE
DU PONT E I DE NEMOURS & CO	COM	263534109	15,619	390969	DE
E M C CORP MASS	COM	268648102	1,235	58826	DE
E TRADE FINANCIAL CORP	COM NEW	269246401	388	42526	DE
EATON CORP	COM	278058102	941	26494	DE
EBAY INC	COM	278642103	1,099	37234	DE
ECOPETROL S A	SPONSORED ADS	279158109	691	17000	DE
EDISON INTL	COM	281020107	1,029	26900	DE
ELECTRONIC ARTS INC	COM	285512109	241	11791	DE
EMERSON ELEC CO	COM	291011104	2,015	48765	DE
EQUIFAX INC	COM	294429105	660	21473	DE
EXPRESS SCRIPTS INC	COM	302182100	14,100	380263	DE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	10,386	126069	DE
FEDERATED INVS INC PA	CL B	314211103	893	50900	DE
F5 NETWORKS INC	COM	315616102	299	4200	DE
FIFTH THIRD BANCORP	COM	316773100	17,388	1721632	DE
FIRSTENERGY CORP	COM	337932107	1,189	26479	DE
FLUOR CORP NEW	COM	343412102	13,704	294467	DE
FRANKLIN RES INC	COM	354613101	4,875	51029	DE
GALLAGHER ARTHUR J & CO	COM	363576109	419	15915	DE
GENERAL DYNAMICS CORP	COM	369550108	15,721	276096	DE
GENERAL ELECTRIC CO	COM	369604103	28,026	1840170	DE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	12,076	998853	DE
GENERAL MLS INC	COM	370334104	17,384	451539	DE
GILEAD SCIENCES INC	COM	375558103	4,473	115273	DE
GOLDCORP INC NEW	COM	380956409	571	12504	DE

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HALLIBURTON CO	COM	406216101	13,518	443354	DE
HARLEY DAVIDSON INC	COM	412822108	2,014	58690	DE
HARTFORD FINL SVCS GROUP INC	COM	416515104	436	27006	DE
HASBRO INC	COM	418056107	468	14311	DE
HAWAIIAN TELCOM HOLDCO INC	COM	420031106	388	25623	DE
HECLA MNG CO	COM	422704106	1,441	268797	DE
HEINZ H J CO	COM	423074103	22,301	441517	DE
HELMERICH & PAYNE INC	COM	423452101	516	12691	DE
HERSHEY CO	COM	427866108	2,496	42088	DE
HEWLETT PACKARD CO	COM	428236103	8,448	376115	DE
HIGHWOODS PPTYS INC	COM	431284108	2,155	76246	DE
HOLOGIC INC	COM	436440101	3,848	253000	DE
HOME DEPOT INC	COM	437076102	2,726	82987	DE
HONEYWELL INTL INC	COM	438516106	2,354	53568	DE
HORMEL FOODS CORP	COM	440452100	1,484	54860	DE
HUBBELL INC	CL B	443510201	1,162	23200	DE
HUMANA INC	COM	444859102	1,380	18975	DE
HUMAN GENOME SCIENCES INC	COM	444903108	957	75420	DE
HUNTINGTON BANCSHARES INC	COM	446150104	501	104200	DE
ITT CORP NEW	COM	450911102	847	20152	DE
ILLINOIS TOOL WKS INC	COM	452308109	2,339	56217	DE
INFOSYS LTD	SPONSORED ADR	456788108	5,143	100721	DE
INGRAM MICRO INC	CL A	457153104	726	45000	DE
INTEL CORP	COM	458140100	27,367	1282407	DE
INTERNATIONAL BUSINESS MACHS	COM	459200101	10,850	62036	DE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	16,388	1128616	DE
INTUIT	COM	461202103	2,706	57035	DE
ISHARES INC	MSCI AUSTRALIA	464286103	1,309	65303	DE
ISHARES INC	MSCI BRAZIL	464286400	36,803	707475	DE
ISHARES INC	JAPAN SML CAP	464286582	492	10996	DE
ISHARES INC	MSCI PAC J IDX	464286665	979	26504	DE
ISHARES INC	MSCI SINGAPORE	464286673	814	74000	DE
ISHARES INC	MSCI TURKEY FD	464286715	711	15000	DE
ISHARES INC	MSCI TAIWAN	464286731	1,382	117024	DE
ISHARES INC	MSCI S KOREA	464286772	13,079	280904	DE
ISHARES INC	MSCI MEX INVEST	464286822	1,197	24441	DE
ISHARES INC	MSCI MALAYSIA	464286830	655	53700	DE
ISHARES TR	S&P 100 IDX FD	464287101	2,559	49571	DE
ISHARES TR	BARCLY USAGG B	464287226	2,532	23000	DE
ISHARES TR	MSCI EMERG MKT	464287234	11,160	317765	DE
ISHARES TR	S&P LTN AM 40	464287390	3,418	87937	DE
ISHARES TR	BARCLYS 7-10 YR	464287440	1,902	18100	DE
ISHARES TR	NASDQ BIO INDX	464287556	1,255	13410	DE
ISHARES TR	RUSSELL 2000	464287655	868	13500	DE
ISHARES TR	DJ US TECH SEC	464287721	1,250	21109	DE
ISHARES TR	DJ US REAL EST	464287739	58,387	1155500	DE
ISHARES TR	DJ US BAS MATL	464287838	17,097	300000	DE
ISHARES TR	MSCI ACJPN IDX	464288182	3,878	81120	DE
ISHARES TR	JPMORGAN USD	464288281	5,806	55000	DE
ISHARES TR	S&P GLO INFRAS	464288372	506	15852	DE
ISHARES TR	DJ HOME CONSTN	464288752	704	78004	DE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	5,201	334906	DE
JABIL CIRCUIT INC	COM	466313103	17,701	994421	DE
JACOBS ENGR GROUP INC DEL	COM	469814107	445	13792	DE
JOHNSON & JOHNSON	COM	478160104	35,343	554835	DE
JOHNSON CTLS INC	COM	478366107	577	21880	DE

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KEYCORP NEW	COM	493267108	1,222	206087	DE
KIMBERLY CLARK CORP	COM	494368103	6,550	92286	DE
KINROSS GOLD CORP	COM NO PAR	496902404	1,331	90030	DE
KOHL'S CORP	COM	500255104	610	12422	DE
KROGER CO	COM	501044101	866	39406	DE
LAM RESEARCH CORP	COM	512807108	3,567	94000	DE
LASALLE HOTEL PTYS COM	SH BEN INT	517942108	1,939	101100	DE
LAUDER ESTEE COS INC	CL A	518439104	1,841	20941	DE
LEAR CORP	COM NEW	521865204	944	22000	DE
LEGGETT & PLATT INC	COM	524660107	459	23200	DE
LEGG MASON INC	COM	524901105	512	19903	DE
LEXMARK INTL NEW	CL A	529771107	836	30900	DE
LIBERTY PPTY TR	SH BEN INT	531172104	11,409	392180	DE
LINCOLN NATL CORP IND	COM	534187109	499	31900	DE
LINEAR TECHNOLOGY CORP	COM	535678106	1,267	45817	DE
LORILLARD INC	COM	544147101	19,585	176811	DE
LOWES COS INC	COM	548661107	951	49177	DE
MEMC ELECTR MATLS INC	COM	552715104	910	173600	DE
MACERICH CO	COM	554382101	15,060	353196	DE
MARATHON OIL CORP	COM	565849106	2,068	95824	DE
MARSH & MCLENNAN COS INC	COM	571748102	313	11800	DE
MATTEL INC	COM	577081102	1,733	66926	DE
MCCORMICK & CO INC	COM NON VTG	579780206	1,740	37687	DE
MCDONALDS CORP	COM	580135101	22,128	251973	DE
MEAD JOHNSON NUTRITION CO	COM	582839106	133	1931	DE
MECHEL OAO	SPONSORED ADR	583840103	1,537	150845	DE
MECHEL OAO	SPON ADR	583840509	53	13130	DE
MEDTRONIC INC	COM	585055106	1,399	42132	DE
METROPCS COMMUNICATIONS INC	COM	591708102	6,380	732441	DE
MICROS SYS INC	COM	594901100	1,544	35130	DE
MICROSOFT CORP	COM	594918104	40,985	1646649	DE
MINDRAY MEDICAL INTL LTD SPON	ADR	602675100	753	31983	DE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	1,103	89756	DE
MOODYS CORP	COM	615369105	476	15620	DE
MORGAN STANLEY	COM NEW	617446448	810	59924	DE
MOTOROLA MOBILITY HLDGS INC	COM	620097105	447	11812	DE
MYLAN INC	COM	628530107	15,228	895794	DE
NYSE EURONEXT	COM	629491101	558	24016	DE
NATIONAL OILWELL VARCO INC	COM	637071101	15,764	307839	DE
NEWELL RUBBERMAID INC	COM	651229106	3,648	307820	DE
NEWFIELD EXPL CO	COM	651290108	1,156	29131	DE
NIKE INC	CL B	654106103	1,107	12931	DE
NORFOLK SOUTHERN CORP	COM	655844108	768	12591	DE
NORTHEAST UTILS	COM	664397106	517	15347	DE
NUCOR CORP	COM	670346105	901	28473	DE
OCCIDENTAL PETE CORP DEL	COM	674599105	2,862	39967	DE
PNC FINL SVCS GROUP INC	COM	693475105	494	10247	DE
PPG INDS INC	COM	693506107	1,929	27300	DE
PVH CORP	COM	693656100	1,145	19643	DE
PACCAR INC	COM	693718108	797	23555	DE
PARKER HANNIFIN CORP	COM	701094104	1,324	20975	DE
PENTAIR INC	COM	709631105	955	29795	DE
PEOPLES UNITED FINANCIAL INC	COM	712704105	250	21895	DE
PEPSICO INC	COM	713448108	7,595	122751	DE
PERKINELMER INC	COM	714046109	1,500	78000	DE
PFIZER INC	COM	717081103	25,360	1433571	DE

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PHILIP MORRIS INTL INC	COM	718172109	25,910	415632	DE
PITNEY BOWES INC	COM	724479100	14,248	757082	DE
PROCTER & GAMBLE CO	COM	742718109	50,841	804452	DE
PROGRESS ENERGY INC	COM	743263105	1,345	26000	DE
PROGRESSIVE CORP OHIO	COM	743315103	264	14885	DE
PRUDENTIAL FINL INC	COM	744320102	17,767	379068	DE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	513	15370	DE
QUALCOMM INC	COM	747525103	27,210	559302	DE
RALCORP HLDGS INC NEW	COM	751028101	14,825	193259	DE
RAYTHEON CO	COM NEW	755111507	3,131	76600	DE
RED HAT INC	COM	756577102	604	14294	DE
REGAL ENTMT GROUP	CL A	758766109	15,004	1278049	DE
REINSURANCE GROUP AMER INC	COM NEW	759351604	14,860	323177	DE
REPUBLIC SVCS INC	COM	760759100	547	19500	DE
REYNOLDS AMERICAN INC	COM	761713106	1,405	37462	DE
ROCKWELL COLLINS INC	COM	774341101	864	16355	DE
ROPER INDS INC NEW	COM	776696106	3,692	53555	DE
ROSS STORES INC	COM	778296103	889	11293	DE
ROWAN COS INC	COM	779382100	323	10692	DE
ROYAL DUTCH SHELL PLC SPONS	ADR A	780259206	1,626	26400	DE
RYDER SYS INC	COM	783549108	1,127	30000	DE
SAFeway INC	COM NEW	786514208	945	56889	DE
ST JUDE MED INC	COM	790849103	15,980	441425	DE
SCHEIN HENRY INC	COM	806407102	870	14046	DE
SCHLUMBERGER LTD	COM	806857108	15,693	261990	DE
SCHWAB CHARLES CORP NEW	COM	808513105	220	19519	DE
SCOTTS MIRACLE GRO CO	CL A	810186106	459	10300	DE
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	768	20664	DE
SEMPRA ENERGY	COM	816851109	2,983	57918	DE
SIGMA ALDRICH CORP	COM	826552101	2,525	40845	DE
SIMON PTY GROUP INC NEW	COM	828806109	51,661	469606	DE
SOUTHERN CO	COM	842587107	909	21460	DE
SOUTHWESTERN ENERGY CO	COM	845467109	712	21365	DE
SPECTRA ENERGY CORP	COM	847560109	689	28095	DE
STARBUCKS CORP	COM	855244109	16,843	451804	DE
STERLITE INDS INDIA LTD	ADS	859737207	513	55681	DE
STRYKER CORP	COM	863667101	2,161	45880	DE
SUNCOR ENERGY INC NEW	COM	867224107	712	27958	DE
SUNTRUST BKS INC	COM	867914103	1,186	66119	DE
SYMANTEC CORP	COM	871503108	730	44741	DE
SYSCO CORP	COM	871829107	1,990	76858	DE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,784	156242	DE
TANGER FACTORY OUTLET CTRS I	COM	875465106	4,330	166402	DE
TATA MTRS LTD	SPONSORED ADR	876568502	1,192	77583	DE
TAUBMAN CTRS INC	COM	876664103	7,720	153640	DE
TECHNE CORP	COM	878377100	1,521	22300	DE
TERADYNE INC	COM	880770102	245	22200	DE
TESORO CORP	COM	881609101	797	40900	DE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2,115	56852	DE
TEXAS INSTRS INC	COM	882508104	277	10382	DE
THERMO FISHER SCIENTIFIC INC	COM	883556102	918	18133	DE
TIFFANY & CO NEW	COM	886547108	3,517	57774	DE
TIME WARNER INC	COM NEW	887317303	8,494	283424	DE
TORCHMARK CORP	COM	891027104	703	20178	DE
TOTAL SYS SVCS INC	COM	891906109	1,119	66100	DE
TRANSDIGM GROUP INC	COM	893641100	14,775	180817	DE

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TRINITY INDS INC	COM	896522109	13,751	640777	DE
TYSON FOODS INC	CL A	902494103	992	57100	DE
UDR INC	COM	902653104	10,598	478475	DE
US BANCORP DEL	COM NEW	902973304	20,648	877154	DE
UNION PAC CORP	COM	907818108	19,131	234130	DE
UNITED PARCEL SERVICE INC	CL B	911312106	827	13095	DE
UNITED STATES NATL GAS FUND	UNIT NEW	912318110	2,700	300000	DE
UNITED STATES STL CORP NEW	COM	912909108	3,103	140984	DE
UNITED TECHNOLOGIES CORP	COM	913017109	4,485	63748	DE
V F CORP	COM	918204108	2,086	17140	DE
VIROPHARMA INC	COM	928241108	1,282	71000	DE
VORNADO RLTY TR	SH BEN INT	929042109	26,082	349529	DE
WAL MART STORES INC	COM	931142103	37,736	727226	DE
WALGREEN CO	COM	931422109	775	23576	DE
WASTE CONNECTIONS INC	COM	941053100	1,820	53750	DE
WATSON PHARMACEUTICALS INC	COM	942683103	3,447	50501	DE
WELLS FARGO & CO NEW	COM	949746101	19,830	822133	DE
WESTERN DIGITAL CORP	COM	958102105	1,276	49639	DE
WESTERN UN CO	COM	959802109	1,146	74972	DE
WESTWOOD ONE INC	COM NEW	961815305	2,998	764739	DE
WHOLE FOODS MKT INC	COM	966837106	1,737	26585	DE
WILLIAMS COS INC DEL	COM	969457100	430	17664	DE
WYNN RESORTS LTD	COM	983134107	1,614	14028	DE
XEROX CORP	COM	984121103	370	52938	DE
YAHOO INC	COM	984332106	326	24768	DE
YUM BRANDS INC	COM	988498101	1,381	27955	DE
ZIONS BANCORPORATION	COM	989701107	496	35200	DE
COVANTA HLDG CORP	COM	22282E102	398	26240	DE
QUANTA SVCS INC	COM	74762E102	128	6800	DE
VERISIGN INC	COM	92343E102	770	26918	DE
AMERISOURCEBERGEN CORP	COM	03073E105	1,070	28720	DE
NEWS CORP	CL A	65248E104	533	34452	DE
BRE PROPERTIES INC	CL A	05564E106	9,992	236042	DE
VALE S A	ADR	91912E105	5,833	255833	DE
TRAVELERS COMPANIES INC	COM	89417E109	17,370	356455	DE
BARCLAYS PLC	ADR	06738E204	526	53846	DE
AES CORP	COM	00130H105	371	37928	DE
AT&T INC	COM	00206R102	28,685	1006148	DE
ADOBE SYS INC	COM	00724F101	17,170	710106	DE
AETNA INC NEW	COM	00817Y108	1,362	37482	DE
AFFYMETRIX INC	COM	00826T108	286	58350	DE
AGILENT TECHNOLOGIES INC	COM	00846U101	816	26112	DE
AKAMAI TECHNOLOGIES INC	COM	00971T101	469	23566	DE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	12,886	348173	DE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	14,321	1037000	DE
ALTRIA GROUP INC	COM	02209S103	22,389	835090	DE
AMERICA MOVIL SAB DE CV SPON	ADR L SHS	02364W105	1,314	59500	DE
AMERIPRISE FINL INC	COM	03076C106	940	23868	DE
APARTMENT INVT & MGMT CO	CL A	03748R101	9,869	445954	DE
AQUA AMERICA INC	COM	03836W103	1,327	61540	DE
ASSURANT INC	COM	04621X108	1,506	42068	DE
ATLAS ENERGY LP	COM UNITS LP	04930A104	8,641	465346	DE
AUTONATION INC	COM	05329W102	729	22200	DE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1,938	60820	DE
BIOGEN IDEC INC	COM	09062X103	4,506	48380	DE
BLACKROCK INC	COM	09247X101	2,803	18936	DE

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BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	89,618	7480669	DE
BRF-BRASIL FOODS S A	SPONSORED ADR	10552T107	1,910	108999	DE
CTC MEDIA INC	COM	12642X106	248	27749	DE
CA INC	COM	12673P105	253	13040	DE
CAMERON INTERNATIONAL CORP	COM	13342B105	13,763	331320	DE
CAPITAL ONE FINL CORP	COM	14040H105	518	13054	DE
CARDINAL HEALTH INC	COM	14149Y108	20,758	495643	DE
CENTERPOINT ENERGY INC	COM	15189T107	474	24123	DE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	528	10832	DE
CHUNGHWA TELECOM CO LTD SPON	ADR NEW11	17133Q502	1,700	51508	DE
CISCO SYS INC	COM	17275R102	10,978	708263	DE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,288	25177	DE
COCA COLA ENTERPRISES INC NE	COM	19122T109	18,868	758660	DE
COMCAST CORP NEW	CL A	20030N101	21,264	1017423	DE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	2,794	351854	DE
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	763	16438	DE
COMPANHIA DE BEBIDAS DAS AME	SPON ADR	20441W203	2,118	69112	DE
CONOCOPHILLIPS	COM	20825C104	4,110	64826	DE
CONSTELLATION BRANDS INC	CL A	21036P108	693	38541	DE
DDR CORP	COM	23317H102	6,783	622313	DE
DAVITA INC	COM	23918K108	1,334	21283	DE
DELL INC	COM	24702R101	1,663	117493	DE
DEVON ENERGY CORP NEW	COM	25179M103	2,402	43335	DE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	507	13465	DE
DIRECTV COM	CL A	25490A101	19,442	460058	DE
DOMINION RES INC VA NEW	COM	25746U109	772	15210	DE
DUKE ENERGY CORP NEW	COM	26441C105	2,684	134398	DE
EL PASO CORP	COM	28336L109	296	16929	DE
ENERGY CORP NEW	COM	29364G103	1,038	15638	DE
EQUINIX INC	COM NEW	29444U502	2,051	23070	DE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	1,146	18300	DE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	34,216	659401	DE
EXELON CORP	COM	30161N101	29,423	690199	DE
EXXON MOBIL CORP	COM	30231G102	58,169	799689	DE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2,462	80840	DE
GOLDMAN SACHS GROUP INC	COM	38141G104	2,558	27081	DE
GOOGLE INC	CL A	38259P508	29,217	56780	DE
HCP INC	COM	40414L109	15,182	432913	DE
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	2,880	98665	DE
HEALTH CARE REIT INC	COM	42217K106	14,107	301436	DE
HESS CORP	COM	42809H107	1,253	23872	DE
HOST HOTELS & RESORTS INC	COM	44107P104	14,899	1364364	DE
ICICI BK LTD	ADR	45104G104	4,178	120412	DE
INTERMUNE INC	COM	45884X103	398	19680	DE
ISHARES TR INDO INVS MRKT		46429B309	640	24750	DE
JPMORGAN CHASE & CO	COM	46625H100	29,475	978588	DE
JANUS CAP GROUP INC	COM	47102X105	267	44500	DE
JUNIPER NETWORKS INC	COM	48203R104	2,663	154300	DE
KIMCO RLTY CORP	COM	49446R109	7,433	495177	DE
KINETIC CONCEPTS INC	COM NEW	49460W208	989	15000	DE
KRAFT FOODS INC	CL A	50075N104	21,286	634077	DE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,329	29470	DE
LADENBURG THALMAN FIN SVCS I	COM	50575Q102	3,510	2293804	DE
LIBERTY MEDIA CORP NEW INT	COM SER A	53071M104	3,395	230000	DE
LIFE TECHNOLOGIES CORP	COM	53217V109	2,215	57562	DE
M & T BK CORP	COM	55261F104	755	10805	DE

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MACYS INC	COM	55616P104	19,916	756681	DE
MARATHON PETE CORP	COM	56585A102	501	18535	DE
MARKET VECTORS ETF TR GOLD MINER ETF		57060U100	2,080	37707	DE
MARKET VECTORS ETF TR RUSSIA ETF		57060U506	5,076	200787	DE
MARKET VECTORS ETF TR AGRIBUS ETF		57060U605	2,002	46400	DE
MARKET VECTORS ETF TR BRAZL SMCP ETF		57060U613	1,247	31759	DE
MARKET VECTORS ETF TR INDONESIA ETF		57060U753	660	26000	DE
MCKESSON CORP	COM	58155Q103	1,727	23756	DE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1,247	26580	DE
MERCK & CO INC NEW	COM	58933Y105	22,450	686328	DE
METLIFE INC	COM	59156R108	55,280	1974991	DE
MOLSON COORS BREWING CO	CL B	60871R209	14,134	356369	DE
MONSANTO CO NEW	COM	61166W101	20,648	344078	DE
MOSAIC CO NEW	COM	61945C103	34	700	DE
NPS PHARMACEUTICALS INC	COM	62936P103	307	47300	DE
NETAPP INC	COM	64110D104	2,858	84228	DE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	326	54500	DE
NEXTERA ENERGY INC	COM	65339F101	1,595	29527	DE
99 CENTS ONLY STORES	COM	65440K106	350	19000	DE
NV ENERGY INC	COM	67073Y106	16,607	1128980	DE
ORACLE CORP	COM	68389X105	27,492	956559	DE
PDL BIOPHARMA INC	COM	69329Y104	342	61600	DE
PG&E CORP	COM	69331C108	3,794	89682	DE
PPL CORP	COM	69351T106	14,694	514846	DE
PEBBLEBROOK HOTEL TR	COM	70509V100	2,653	169867	DE
PETROLEO BRASILEIRO SA PETRO SP	ADR NON VTG	71654V101	442	21308	DE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	15,010	668882	DE
POTASH CORP SASK INC	COM	73755L107	1,005	23258	DE
POWERSHS DB MULTI SECT COMM	DB ENERGY FUND	73936B101	285	10800	DE
POWERSHS DB MULTI SECT COMM	DB PREC MTLs	73936B200	757	13360	DE
PRICE T ROWE GROUP INC	COM	74144T108	790	16515	DE
PROLOGIS INC	COM	74340W103	21,605	890919	DE
PROSHARES TR	PSHS ULSHT SP500	74347R883	7,644	300000	DE
PROSHARES TR	ULTSHT OIL NEW	74347X591	1,047	26600	DE
PUBLIC STORAGE	COM	74460D109	19,999	179780	DE
RANGE RES CORP	COM	75281A109	17,771	303926	DE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	788	236687	DE
SAIC INC	COM	78390X101	951	80623	DE
SL GREEN RLTY CORP	COM	78440X101	12,801	220206	DE
SLM CORP	COM	78442P106	740	59354	DE
SM ENERGY CO	COM	78454L100	910	15000	DE
SPDR S&P 500 ETF TR TR	UNIT	78462F103	23,123	204463	DE
SPDR GOLD TRUST GOLD	SHS	78463V107	9,800	62000	DE
SPDR INDEX	SHS FDS S&P BRIC 40ETF	78463X798	481	23566	DE
SPDR SERIES TRUST	KBW REGN BK ETF	78464A698	75,231	3900000	DE
SPDR SERIES TRUST	S&P OILGAS EXP	78464A730	878	20500	DE
SPDR SERIES TRUST	S&P METALS MNG	78464A755	31,381	700000	DE
SANDISK CORP	COM	80004C101	13,299	329600	DE
SEALED AIR CORP NEW	COM	81211K100	683	40865	DE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	2,050	35000	DE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	694	58800	DE
SHANDA GAMES LTD SP	ADR REPTG A	81941U105	569	143000	DE
SOUTHERN COPPER CORP	COM	84265V105	337	13500	DE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	4,521	116437	DE
SUNOCO INC	COM	86764P109	725	23396	DE
TTM TECHNOLOGIES INC	COM	87305R109	618	65000	DE

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TERADATA CORP DEL	COM	88076W103	239	4472	DE
3M CO	COM	88579Y101	1,991	27753	DE
TIM PARTICIPACOES S A SPONSORED	ADR	88706P205	1,359	57700	DE
TIME WARNER CABLE INC	COM	88732J207	1,742	27801	DE
UNITEDHEALTH GROUP INC	COM	91324P102	2,201	47769	DE
UNIVERSAL DISPLAY CORP	COM	91347P105	139	2900	DE
VALERO ENERGY CORP NEW	COM	91913Y100	1,544	86862	DE
VENTAS INC	COM	92276F100	18,002	364334	DE
VERIZON COMMUNICATIONS INC	COM	92343V104	24,526	666458	DE
VERISK ANALYTICS INC	CL A	92345Y106	1,435	41250	DE
VERTEX PHARMACEUTICALS INC	COM	92532F100	1,592	35800	DE
VIMPELCOM LTD	SPONSORED ADR	92719A106	51,680	5422839	DE
VIRGIN MEDIA INC	COM	92769L101	4,633	190200	DE
VISA INC COM	CL A	92826C839	1,172	13672	DE
WABCO HLDGS INC	COM	92927K102	12,813	337997	DE
WASTE MGMT INC DEL	COM	94106L109	1,232	37845	DE
WELLPOINT INC	COM	94973V107	1,728	26469	DE
WINDSTREAM CORP	COM	97381W104	552	47330	DE
WISDOMTREE TRUST INDIA ERNGS FD		97717W422	4,486	247015	DE
WYNDHAM WORLDWIDE CORP	COM	98310W108	17,691	620723	DE
XCEL ENERGY INC	COM	98389B100	1,786	72328	DE
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	4,191	537965	DE
CREDICORP LTD	COM	G2519Y108	23,102	251000	DE
COSAN LTD	SHS A	G25343107	539	56820	DE
INVESCO LTD	SHS	G491BT108	202	13043	DE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	20,390	1404254	DE
NABORS INDUSTRIES LTD	SHS	G6359F103	338	27538	DE
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	303	43600	DE
SIGNET JEWELERS LIMITED	SHS	G81276100	2,028	60000	DE
SEASPAN CORP	SHS	Y75638109	543	47000	DE