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OLD NATIONAL BANCORP /IN/
Form 13F-HR
November 15, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2012

Check here if Amendment Amendment Number: _____

This Amendment is a restatement
 adds new holding entries

Institutional Investment Manager Filing this Report:

Name: OLD NATIONAL TRUST COMPANY
Address: P.O. BOX 207
EVANSVILLE, IN 47702

13F File Number: 28-02327

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: ELLEN D SPRADLIN
Title: VICE PRESIDENT
Phone: (812) 464-1496

Signature, Place, and Date of Signing:

/s/ Ellen D Spradlin

EVANSVILLE, INDIANA 11142012

Report Type (Check only one)

13F HOLDINGS REPORT

13F NOTICE

13F COMBINATION REPORT

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 0
 Form 13F Information Table Entry Total: 458
 Form 13F Information Table Value Total: \$919,993

List of Other Included Managers:

NONE

OLD NATIONAL TRUST COMPANY

SECURITIES AND EXCHANGE COMMISSION FORM 13F

AS OF 09/30/12

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (X\$1000)	SHS OR PRN AMT	PUT CALL	SOLE SHR (A)	INVESTMENT DISCRETION (B)	OTH (C)
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	592	38,350 SH			X	
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	635	20,811 SH			X	
ASSURED GUARANTY LTD	COM	G0585R106	213	15,604 SH			X	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	803	11,468 SH			X	
COVIDIEN PLC	SHS	G2554F113	581	9,783 SH			X	
COVIDIEN PLC	SHS	G2554F113	5	85 SH				X
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	606	15,737 SH			X	
ENSTAR GROUP LIMITED	SHS	G3075P101	267	2,679 SH			X	
UTI WORLDWIDE INC	ORD	G87210103	147	10,896 SH			X	
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	550	14,892 SH			X	
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	518	10,762 SH			X	
YANDEX N V	SHS CLASS A	N97284108	481	19,908 SH			X	
COPA HOLDINGS SA	CL A	P31076105	530	6,525 SH			X	
ABM INDS INC	COM	000957100	195	10,310 SH			X	
AFLAC INC	COM	001055102	235	4,907 SH			X	
AFLAC INC	COM	001055102	34	720 SH				X
AGL RES INC	COM	001204106	507	12,405 SH			X	
AT&T INC	COM	00206R102	1,936	51,348 SH			X	
AT&T INC	COM	00206R102	2,174	57,673 SH				X
ABBOTT LABS	COM	002824100	20,423	297,881 SH			X	
ABBOTT LABS	COM	002824100	5,867	85,578 SH				X
AETNA INC NEW	COM	00817Y108	633	15,997 SH			X	
AFFILIATED MANAGERS GROUP	COM	008252108	412	3,352 SH			X	
AIXTRON SE	SPONSORED ADR	009606104	320	24,163 SH			X	
ALBEMARLE CORP	COM	012653101	7,137	135,476 SH			X	
ALBEMARLE CORP	COM	012653101	553	10,497 SH				X
ALCOA INC	COM	013817101	224	25,245 SH			X	
ALCOA INC	COM	013817101	1	60 SH				X
ALEXION PHARMACEUTICALS INC	COM	015351109	301	2,633 SH			X	
ALLERGAN INC	COM	018490102	11,493	125,497 SH			X	
ALLERGAN INC	COM	018490102	704	7,685 SH				X
ALLIANCE DATA SYSTEMS CORP	COM	018581108	227	1,600 SH			X	
ALTRIA GROUP INC	COM	02209S103	808	24,194 SH			X	
ALTRIA GROUP INC	COM	02209S103	319	9,550 SH				X

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AMERICAN ELEC PWR INC	COM	025537101	232	5,290	SH	X	
AMERICAN ELEC PWR INC	COM	025537101	50	1,149	SH		X
AMERICAN EXPRESS CO	COM	025816109	1,059	18,627	SH	X	
AMERICAN EXPRESS CO	COM	025816109	16	287	SH		X
AMERICAN RLTY CAP TR INC	COM	02917L101	500	42,557	SH	X	
AMERIPRISE FINL INC	COM	03076C106	594	10,477	SH	X	
AMERIPRISE FINL INC	COM	03076C106	3	60	SH		X
AMPHENOL CORP NEW	CL A	032095101	205	3,478	SH	X	
ANALOG DEVICES INC	COM	032654105	285	7,266	SH	X	
ANNALY CAP MGMT INC	COM	035710409	201	11,956	SH	X	
ANSYS INC	COM	03662Q105	438	5,972	SH	X	
APACHE CORP	COM	037411105	127	1,468	SH	X	
APACHE CORP	COM	037411105	111	1,289	SH		X
APPLE INC	COM	037833100	40,141	60,172	SH	X	
APPLE INC	COM	037833100	3,573	5,356	SH		X
APPLIED MATLS INC	COM	038222105	120	10,709	SH	X	
APPLIED MATLS INC	COM	038222105	3	300	SH		X
ARM HLDGS PLC	SPONSORED ADR	042068106	366	13,075	SH	X	
ASSURANT INC	COM	04621X108	244	6,530	SH	X	
ASTRAZENECA PLC	SPONSORED ADR	046353108	235	4,920	SH	X	
AUTOMATIC DATA PROCESSING IN	COM	053015103	158	2,698	SH	X	
AUTOMATIC DATA PROCESSING IN	COM	053015103	123	2,100	SH		X
BB&T CORP	COM	054937107	297	8,945	SH	X	
BHP BILLITON PLC	SPONSORED ADR	05545E209	504	8,067	SH	X	
BP PLC	SPONSORED ADR	055622104	479	11,299	SH	X	
BP PLC	SPONSORED ADR	055622104	230	5,430	SH		X
BAIDU INC	SPON ADR REP A	056752108	383	3,276	SH	X	
BALL CORP	COM	058498106	22,226	525,312	SH	X	
BANK OF AMERICA CORPORATION	COM	060505104	244	27,663	SH	X	
BANK OF AMERICA CORPORATION	COM	060505104	6	720	SH		X
BARCLAYS BK PLC	ETN DJUBS IND MT	06738G407	11,987	331,324	SH	X	
BARCLAYS BK PLC	ETN DJUBS IND MT	06738G407	915	25,294	SH		X
BECTON DICKINSON & CO	COM	075887109	500	6,362	SH	X	
BECTON DICKINSON & CO	COM	075887109	88	1,125	SH		X
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	1,066	12,088	SH	X	
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	230	2,603	SH		X
BERRY PETE CO	CL A	085789105	370	9,107	SH	X	
BERRY PETE CO	CL A	085789105	7	162	SH		X
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	243	6,032	SH	X	
BOEING CO	COM	097023105	253	3,632	SH	X	
BOEING CO	COM	097023105	325	4,672	SH		X
BOOZ ALLEN HAMILTON HLDG COR	CL A	099502106	176	12,735	SH	X	
BORGWARNER INC	COM	099724106	244	3,529	SH	X	
BRINKS CO	COM	109696104	206	8,002	SH	X	
BRISTOL MYERS SQUIBB CO	COM	110122108	1,962	58,136	SH	X	
BRISTOL MYERS SQUIBB CO	COM	110122108	1,185	35,115	SH		X
BRISTOW GROUP INC	COM	110394103	510	10,082	SH	X	
BRUNSWICK CORP	COM	117043109	679	30,017	SH	X	
BUCKEYE TECHNOLOGIES INC	COM	118255108	228	7,098	SH	X	
CBRE GROUP INC	CL A	12504L109	312	16,922	SH	X	
CIGNA CORPORATION	COM	125509109	649	13,758	SH	X	
CNOOC LTD	SPONSORED ADR	126132109	783	3,861	SH	X	
CA INC	COM	12673P105	443	17,177	SH	X	
CABOT CORP	COM	127055101	275	7,519	SH	X	

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CAMPUS CREST CMNTYS INC	COM	13466Y105	134	12,401 SH	X	
CANADIAN NATL RY CO	COM	136375102	811	9,192 SH	X	
CARBO CERAMICS INC	COM	140781105	453	7,205 SH	X	
CARNIVAL CORP	PAIRED CTF	143658300	948	26,012 SH	X	
CARPENTER TECHNOLOGY CORP	COM	144285103	254	4,857 SH	X	
CASH AMER INTL INC	COM	14754D100	506	13,110 SH	X	
CATERPILLAR INC DEL	COM	149123101	1,008	11,719 SH	X	
CATERPILLAR INC DEL	COM	149123101	479	5,570 SH		X
CHEVRON CORP NEW	COM	166764100	16,032	137,539 SH	X	
CHEVRON CORP NEW	COM	166764100	2,406	20,639 SH		X
CHURCH & DWIGHT INC	COM	171340102	11,910	220,593 SH	X	
CHURCH & DWIGHT INC	COM	171340102	1,405	26,032 SH		X
CITIGROUP INC	COM NEW	172967424	9,111	278,444 SH	X	
CITIGROUP INC	COM NEW	172967424	459	14,041 SH		X
CITRIX SYS INC	COM	177376100	378	4,933 SH	X	
CLOROX CO DEL	COM	189054109	689	9,564 SH	X	
CLOROX CO DEL	COM	189054109	37	520 SH		X
COACH INC	COM	189754104	275	4,914 SH	X	
COCA COLA CO	COM	191216100	1,805	47,591 SH	X	
COCA COLA CO	COM	191216100	647	17,050 SH		X
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	241	3,444 SH	X	
COLGATE PALMOLIVE CO	COM	194162103	199	1,856 SH	X	
COLGATE PALMOLIVE CO	COM	194162103	21	200 SH		X
CONCHO RES INC	COM	20605P101	259	2,731 SH	X	
CONOCOPHILLIPS	COM	20825C104	1,362	23,814 SH	X	
CONOCOPHILLIPS	COM	20825C104	296	5,182 SH		X
CONSOLIDATED EDISON INC	COM	209115104	150	2,504 SH	X	
CONSOLIDATED EDISON INC	COM	209115104	244	4,080 SH		X
CONTINENTAL RESOURCES INC	COM	212015101	237	3,077 SH	X	
CONTINENTAL RESOURCES INC	COM	212015101	3	34 SH		X
COOPER COS INC	COM NEW	216648402	207	2,192 SH	X	
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	276	8,238 SH	X	
COSTCO WHSL CORP NEW	COM	22160K105	11,556	115,377 SH	X	
COSTCO WHSL CORP NEW	COM	22160K105	892	8,909 SH		X
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	465	21,982 SH	X	
CUMMINS INC	COM	231021106	195	2,112 SH	X	
CUMMINS INC	COM	231021106	148	1,600 SH		X
DST SYS INC DEL	COM	233326107	784	13,860 SH	X	
DANAHER CORP DEL	COM	235851102	20,102	364,488 SH	X	
DANAHER CORP DEL	COM	235851102	1,670	30,280 SH		X
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	222	2,143 SH	X	
DEERE & CO	COM	244199105	14,032	170,151 SH	X	
DEERE & CO	COM	244199105	1,324	16,049 SH		X
DICE HLDGS INC	COM	253017107	185	22,015 SH	X	
DICKS SPORTING GOODS INC	COM	253393102	398	7,670 SH	X	
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	211	3,535 SH	X	
DIRECTV	COM	25490A309	20,353	388,118 SH	X	
DIRECTV	COM	25490A309	1,112	21,206 SH		X
DOMINION RED INC VA NEW	COM	25746U109	123	2,315 SH	X	
DOMINION RES INC VA NEW	COM	25746U109	85	1,598 SH		X
DOW CHEM CO	COM	260543103	545	18,812 SH	X	
DOW CHEM CO	COM	260543103	88	3,050 SH		X

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DU PONT E I DE NEMOURS & CO	COM	263534109	501	9,958 SH		X	
DU PONT E I DE NEMOURS & CO	COM	263534109	1,298	25,814 SH			X
DUKE ENERGY CORP NEW	COM NEW	26441C204	420	6,488 SH		X	
DUKE ENERGY CORP NEW	COM NEW	26441C204	451	6,968 SH			X
E M C CORP MASS	COM	268648102	16,580	607,997 SH		X	
E M C CORP MASS	COM	268648102	1,206	44,208 SH			X
E TRADE FINANCIAL CORP	COM NEW	269246401	413	46,945 SH		X	
EARTHLINK INC	COM	270321102	266	37,335 SH		X	
EATON CORP	COM	278058102	948	20,060 SH		X	
EATON CORP	COM	278058102	1	17 SH			X
ECOLAB INC	COM	278865100	24	370 SH		X	
ECOLAB INC	COM	278865100	264	4,075 SH			X
EMBRAER S A	SP ADR REP 4 COM	29082A107	828	31,098 SH		X	
EMERSON ELEC CO	COM	291011104	12,919	267,649 SH		X	
EMERSON ELEC CO	COM	291011104	1,091	22,608 SH			X
ENERGIZER HLDGS INC	COM	29266R108	533	7,141 SH		X	
ENERGY CORP NEW	COM	29364G103	199	2,872 SH		X	
ENERGY CORP NEW	COM	29364G103	35	500 SH			X
ERICSSON	ADR B SEK 10	294821608	111	12,192 SH		X	
EVERCORE PARTNERS INC	CLASS A	29977A105	220	8,166 SH		X	
EXPRESS SCRIPTS HLDG CO	COM	30219G108	547	8,736 SH		X	
EXPRESS SCRIPTS HLDG CO	COM	30219G108	32	515 SH			X
EXXON MOBIL CORP	COM	30231G102	30,594	334,540 SH		X	
EXXON MOBIL CORP	COM	30231G102	9,065	99,128 SH			X
FMC TECHNOLOGIES INC	COM	30249U101	471	10,173 SH		X	
F M C CORP	COM NEW	302491303	384	6,931 SH		X	
FAIR ISAAC CORP	COM	303250104	292	6,587 SH		X	
FASTENAL CO	COM	311900104	286	6,658 SH		X	
FIFTH THIRD BANCORP	COM	316773100	1,160	74,834 SH		X	
FIFTH THIRD BANCORP	COM	316773100	99	6,359 SH			X
FIRST FINL CORP IND	COM	320218100	3,138	100,132 SH		X	
FIRST FINL CORP IND	COM	320218100	183	5,832 SH			X
FLUOR CORP NEW	COM	343412102	252	4,471 SH		X	
FORD MTR CO DEL	COM PAR \$0.01	345370860	56	5,650 SH		X	
FORD MTR CO DEL	COM PAR \$0.01	345370860	87	8,836 SH			X
FOREST OIL CORP	COM PAR \$0.01	346091705	202	23,923 SH		X	
FRANKLIN RES INC	COM	354613101	7,454	59,600 SH		X	
FRANKLIN RES INC	COM	354613101	510	4,079 SH			X
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	161	4,078 SH		X	
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	120	3,042 SH			X
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	971	13,229 SH		X	
FRESH MKT INC	COM	35804H106	268	4,469 SH		X	
GAFISA S A	SPONS ADR	362607301	59	13,595 SH		X	
GENERAL DYNAMICS CORP	COM	369550108	663	10,027 SH		X	
GENERAL DYNAMICS CORP	COM	369550108	135	2,040 SH			X
GENERAL ELECTRIC CO	COM	369604103	2,677	117,885 SH		X	
GENERAL ELECTRIC CO	COM	369604103	1,330	58,561 SH			X
GENERAL MLS INC	COM	370334104	1,111	27,885 SH		X	
GENERAL MLS INC	COM	370334104	32	800 SH			X
GERMAN AMERN BANCORP INC	COM	373865104	484	20,076 SH		X	

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GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	489	10,566 SH	X	
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	28	600 SH		X
GLOBAL PMTS INC	COM	37940X102	479	11,449 SH	X	
GLOBE SPECIALTY METALS INC	COM	37954N206	197	12,915 SH	X	
GOLDMAN SACHS GROUP INC	COM	38141G104	8,975	78,950 SH	X	
GOLDMAN SACHS GROUP INC	COM	38141G104	599	5,266 SH		X
GOOGLE INC	CL A	38259P508	444	589 SH	X	
GOOGLE INC	CL A	38259P508	2	3 SH		X
GREAT LAKES DREDGE & DOCK CO	COM	390607109	78	10,160 SH	X	
GUESS INC	COM	401617105	427	16,803 SH	X	
HCC INS HLDGS INC	COM	404132102	653	19,276 SH	X	
HSBC HLDGS PLC	SPON ADR NEW	404280406	670	14,427 SH	X	
HSN INC	COM	404303109	872	17,781 SH	X	
HANCOCK HLDG CO	COM	410120109	362	11,680 SH	X	
HANOVER INS GROUP INC	COM	410867105	448	12,035 SH	X	
HARTFORD FINL SVCS GROUP INC	COM	416515104	375	19,295 SH	X	
HEINZ H J CO	COM	423074103	223	3,985 SH	X	
HEINZ H J CO	COM	423074103	112	2,000 SH		X
HOME DEPOT INC	COM	437076102	465	7,704 SH	X	
HOME DEPOT INC	COM	437076102	97	1,610 SH		X
HONEYWELL INTL INC	COM	438516106	1,146	19,182 SH	X	
HONEYWELL INTL INC	COM	438516106	142	2,375 SH		X
HORACE MANN EDUCATORS CORP N	COM	440327104	182	10,069 SH	X	
HUMANA INC	COM	444859102	8,213	117,077 SH	X	
HUMANA INC	COM	444859102	426	6,069 SH		X
IDEXX LABS INC	COM	45168D104	209	2,107 SH	X	
ILLINOIS TOOL WKS INC	COM	452308109	197	3,305 SH	X	
ILLINOIS TOOL WKS INC	COM	452308109	101	1,704 SH		X
INTEL CORP	COM	458140100	770	33,987 SH	X	
INTEL CORP	COM	458140100	612	26,993 SH		X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	225	1,687 SH	X	
INTERFACE INC	COM	458665304	522	39,541 SH	X	
INTERNATIONAL BUSINESS MACHS	COM	459200101	22,442	108,182 SH	X	
INTERNATIONAL BUSINESS MACHS	COM	459200101	3,107	14,976 SH		X
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	225	7,932 SH	X	
INTERSIL CORP	CL A	46069S109	298	34,107 SH	X	
INTERPUBLIC GROUP COS INC	COM	460690100	743	66,855 SH	X	
INTUITIVE SURGICAL INC	COM NEW	46120E602	330	665 SH	X	
INTUITIVE SURGICAL INC	COM NEW	46120E602	99	200 SH		X
INTUIT	COM	461202103	253	4,299 SH	X	
ISHARES TR	RUSSELL MCP GR	464287481	921	14,821 SH	X	
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	822	53,795 SH	X	
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	188	15,216 SH	X	
JPMORGAN CHASE & CO	COM	46625H100	16,308	402,865 SH	X	
JPMORGAN CHASE & CO	COM	46625H100	1,581	39,065 SH		X
JMP GROUP INC	COM	46629U107	69	12,530 SH	X	
JOHNSON & JOHNSON	COM	478160104	1,607	23,315 SH	X	
JOHNSON & JOHNSON	COM	478160104	1,713	24,858 SH		X
KELLOGG CO	COM	487836108	314	6,082 SH	X	
KELLOGG CO	COM	487836108	1	10 SH		X
KIMBALL INTL INC	CL A	494274202	214	17,500 SH	X	
KIMBERLY CLARK CORP	COM	494368103	1,333	15,544 SH	X	
KIMBERLY CLARK CORP	COM	494368103	205	2,390 SH		X
KRAFT FOODS INC	CL A	50075N104	918	22,197 SH	X	
KRAFT FOODS INC	CL A	50075N104	454	10,977 SH		X
LANDAUER INC	COM	51476K103	178	2,988 SH	X	

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NOVARTIS A G	SPONSORED ADR	66987V109	9	150 SH		X
NOVO-NORDISK A S	ADR	670100205	1,121	7,102 SH	X	
NUTRI SYS INC NEW	COM	67069D108	134	12,715 SH	X	
OCCIDENTAL PETE CORP DEL	COM	674599105	270	3,137 SH	X	
OCCIDENTAL PETE CORP DEL	COM	674599105	23	270 SH		X
OLD DOMINION FGHT LINES INC	COM	679580100	226	7,483 SH	X	
OLD NATL BANCORP IND	COM	680033107	13,311	978,014 SH	X	
OLD NATL BANCORP IND	COM	680033107	5,404	397,057 SH		X
OLIN CORP	COM PAR \$1	680665205	318	14,626 SH	X	
OMNICARE INC	COM	681904108	544	16,021 SH	X	
OMNICOM GROUP INC	COM	681919106	762	14,775 SH	X	
ORACLE CORP	COM	68389X105	18,325	582,476 SH	X	
ORACLE CORP	COM	68389X105	1,143	36,347 SH		X
PPG INDS INC	COM	693506107	65	569 SH	X	
PPG INDS INC	COM	693506107	394	3,429 SH		X
PACCAR INC	COM	693718108	249	6,226 SH	X	
PACCAR INC	COM	693718108	1	18 SH		X
PANERA BREAD CO	CL A	69840W108	306	1,789 SH	X	
PARKER HANNIFIN CORP	COM	701094104	262	3,135 SH	X	
PARKER HANNIFIN CORP	COM	701094104	84	1,000 SH		X
PATTERSON UTI ENERGY INC	COM	703481101	281	17,782 SH	X	
PEARSON PLC	SPONSORED ADR	705015105	671	34,354 SH	X	
PEPSICO INC	COM	713448108	2,607	36,835 SH	X	
PEPSICO INC	COM	713448108	883	12,475 SH		X
PERRIGO CO	COM	714290103	7,881	67,843 SH	X	
PERRIGO CO	COM	714290103	473	4,070 SH		X
PFIZER INC	COM	717081103	1,827	73,507 SH	X	
PFIZER INC	COM	717081103	639	25,697 SH		X
PHILIP MORRIS INTL INC	COM	718172109	1,759	19,561 SH	X	
PHILIP MORRIS INTL INC	COM	718172109	618	6,872 SH		X
PHILLIPS 66	COM	718546104	476	10,259 SH	X	
PHILLIPS 66	COM	718546104	98	2,121 SH		X
PIONEER NAT RES CO	COM	723787107	214	2,053 SH	X	
PLANTRONICS INC NEW	COM	727493108	222	6,297 SH	X	
PLUM CREEK TIMBER CO INC	COM	729251108	542	12,357 SH	X	
POTASH CORP SASK INC	COM	73755L107	751	17,296 SH	X	
PRAXAIR INC	COM	74005P104	15,077	145,143 SH	X	
PRAXAIR INC	COM	74005P104	1,331	12,814 SH		X
PRECISION CASTPARTS CORP	COM	740189105	1,202	7,360 SH	X	
PROCTER & GAMBLE CO	COM	742718109	903	13,020 SH	X	
PROCTER & GAMBLE CO	COM	742718109	592	8,535 SH		X
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	638	31,022 SH	X	
PROTECTIVE LIFE CORP	COM	743674103	246	9,374 SH	X	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	615	19,112 SH	X	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	10	300 SH		X
QEP RES INC	COM	74733V100	380	12,000 SH		X
QUALCOMM INC	COM	747525103	19,101	305,768 SH	X	
QUALCOMM INC	COM	747525103	1,104	17,680 SH		X
QUANTA SVCS INC	COM	74762E102	9,611	389,120 SH	X	
QUANTA SVCS INC	COM	74762E102	566	22,929 SH		X

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RACKSPACE HOSTING INC	COM	750086100	305	4,610	SH	X	
RAYMOND JAMES FINANCIAL INC	COM	754730109	209	5,706	SH	X	
ROCKWELL AUTOMATION INC	COM	773903109	213	3,063	SH	X	
ROCKWOOD HLDGS INC	COM	774415103	297	6,369	SH	X	
ROPER INDS INC NEW	COM	776696106	229	2,080	SH	X	
ROSS STORES INC	COM	778296103	339	5,244	SH	X	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	1,547	22,289	SH	X	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	92	1,324	SH		X
SAIC INC	COM	78390X101	149	12,404	SH	X	
SPDR S&P 500 ETF TR	TR UNIT	78462F103	6,696	46,512	SH	X	
SPDR S&P 500 ETF TR	TR UNIT	78462F103	7	49	SH		X
SALESFORCE COM INC	COM	79466L302	224	1,467	SH	X	
SANOFI	SPONSORED ADR	80105N105	315	7,307	SH	X	
SAP AG	SPON ADR	803054204	1,062	14,882	SH	X	
SCHLUMBERGER LTD	COM	806857108	11,849	163,820	SH	X	
SCHLUMBERGER LTD	COM	806857108	1,046	14,457	SH		X
SCHWAB CHARLES CORP NEW	COM	808513105	181	14,164	SH	X	
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	430	10,711	SH	X	
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	197	4,917	SH		X
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	7,680	214,375	SH	X	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	318	8,868	SH		X
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	7,016	149,945	SH	X	
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	422	9,020	SH		X
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	76	4,898	SH	X	
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	520	33,376	SH		X
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	242	7,852	SH	X	
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	29	925	SH		X
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	7,420	203,905	SH	X	
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	357	9,815	SH		X
SIEMENS A G	SPONSORED ADR	826197501	1,002	10,005	SH	X	
SMITH A O	COM	831865209	1,048	18,217	SH	X	
SNAP ON INC	COM	833034101	548	7,628	SH	X	
SONIC AUTOMOTIVE INC	CL A	83545G102	266	14,022	SH	X	
SOTHEBYS	COM	835898107	565	17,921	SH	X	
SOUTHERN CO	COM	842587107	1,036	22,484	SH	X	
SOUTHERN CO	COM	842587107	348	7,560	SH		X
SOUTHERN COPPER CORP	COM	84265V105	393	11,444	SH	X	
SPECTRA ENERGY CORP	COM	847560109	540	18,398	SH	X	
SPECTRA ENERGY CORP	COM	847560109	60	2,030	SH		X
STANCORP FINL GROUP INC	COM	852891100	684	21,889	SH	X	
STARWOOD PPTY TR INC	COM	85571B105	210	9,008	SH	X	
STATOIL ASA	SPONSORED ADR	85771P102	250	9,703	SH	X	
STERICYCLE INC	COM	858912108	9,434	104,258	SH	X	
STERICYCLE INC	COM	858912108	826	9,133	SH		X
STERIS CORP	COM	859152100	353	9,949	SH	X	
SYMANTEC CORP	COM	871503108	410	22,817	SH	X	
SYNGENTA AG	SPONSORED ADR	87160A100	460	6,150	SH	X	
SYSCO CORP	COM	871829107	165	5,276	SH	X	
SYSCO CORP	COM	871829107	69	2,200	SH		X
TJX COS INC NEW	COM	872540109	11,111	248,076	SH	X	
TJX COS INC NEW	COM	872540109	928	20,726	SH		X
TAIWAN SEMICONDUCTOR MFG CO	COM	874039100	653	41,303	SH	X	
TARGET CORP	COM	87612E106	17,250	271,786	SH	X	
TARGET CORP	COM	87612E106	1,699	26,762	SH		X
TELEFLEX INC	COM	879369106	324	4,701	SH	X	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	992	23,965	SH	X	

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TEXTRON INC	COM	883203101	665	25,419 SH	X	
THERMO FISHER SCIENTIFIC INC	COM	883556102	15,083	256,379 SH	X	
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,150	19,542 SH		X
THOR INDS INC	COM	885160101	355	9,764 SH	X	
3M CO	COM	88579Y101	2,365	25,592 SH	X	
3M CO	COM	88579Y101	213	2,303 SH		X
TIME WARNER INC	COM NEW	887317303	398	8,781 SH	X	
TIME WARNER INC	COM NEW	887317303	4	84 SH		X
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	951	12,107 SH	X	
TRACTOR SUPPLY CO	COM	892356106	213	2,150 SH	X	
TRANSDIGM GROUP INC	COM	893641100	208	1,466 SH	X	
UMB FINL CORP	COM	902788108	424	8,710 SH	X	
ULTA SALON COSMETCS & FRAG I	COM	90384S303	310	3,218 SH	X	
UNDER ARMOUR INC	CL A	904311107	251	4,504 SH	X	
UNION PAC CORP	COM	907818108	355	2,989 SH	X	
UNION PAC CORP	COM	907818108	1,125	9,477 SH		X
UNITED PARCEL SERVICE INC	CL B	911312106	258	3,602 SH	X	
UNITED TECHNOLOGIES CORP	COM	913017109	1,420	18,140 SH	X	
UNITED TECHNOLOGIES CORP	COM	913017109	359	4,589 SH		X
UNIVERSAL TECHNICAL INST INC	COM	913915104	141	10,326 SH	X	
V F CORP	COM	918204108	207	1,300 SH	X	
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	164	3,254 SH	X	
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	488	9,686 SH		X
VECTREN CORP	COM	92240G101	6,778	237,002 SH	X	
VECTREN CORP	COM	92240G101	1,291	45,155 SH		X
VANGUARD INDEX FDS	REIT ETF	922908553	22,893	352,372 SH	X	
VANGUARD INDEX FDS	REIT ETF	922908553	1,852	28,503 SH		X
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	639	8,676 SH		X
VERIZON COMMUNICATIONS INC	COM	92343V104	380	8,346 SH	X	
VERIZON COMMUNICATIONS INC	COM	92343V104	610	13,388 SH		X
VIAD CORP	COM NEW	92552R406	201	9,627 SH	X	
VIACOM INC NEW	CL B	92553P201	842	15,717 SH	X	
VISA INC	COM CL A	92826C839	21,159	157,571 SH	X	
VISA INC	COM CL A	92826C839	1,597	11,891 SH		X
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	593	20,812 SH	X	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	41	1,454 SH		X
WD-40 CO	COM	929236107	500	9,503 SH	X	
WABTEC CORP	COM	929740108	281	3,502 SH	X	
WAL-MART STORES INC	COM	931142103	17,975	243,560 SH	X	
WAL-MART STORES INC	COM	931142103	1,157	15,684 SH		X
WALGREEN CO	COM	931422109	14,073	386,208 SH	X	
WALGREEN CO	COM	931422109	1,059	29,069 SH		X
WASTE MGMT INC DEL	COM	94106L109	777	24,233 SH	X	
WATSCO INC	COM	942622200	313	4,129 SH	X	
WELLPOINT INC	COM	94973V107	761	13,115 SH	X	
WELLPOINT INC	COM	94973V107	39	676 SH		X
WELLS FARGO & CO NEW	COM	949746101	17,822	516,145 SH	X	
WELLS FARGO & CO NEW	COM	949746101	1,096	31,737 SH		X
WESTERN UN CO	COM	959802109	442	24,248 SH	X	
WHIRLPOOL CORP	COM	963320106	273	3,288 SH	X	

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WHOLE FOODS MKT INC	COM	966837106	288	2,954 SH	X	
XEROX CORP	COM	984121103	549	74,732 SH	X	
YUM BRANDS INC	COM	988498101	1,215	18,316 SH	X	
YUM BRANDS INC	COM	988498101	48	720 SH		X
ZIMMER HLDGS INC	COM	98956P102	462	6,837 SH	X	
ZIMMER HLDGS INC	COM	98956P102	68	1,001 SH		X
FINAL TOTALS			919,993			

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