

Edgar Filing: FIFTH THIRD BANCORP - Form 13F-HR

FIFTH THIRD BANCORP  
Form 13F-HR  
November 15, 2002

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: September 30, 2002

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: Fifth Third Bancorp  
Address: 38 Fountain Square Plaza  
Cincinnati, Ohio 45263

13F File Number - #28-03158  
Name and Management numbers of All Institutional Investment Managers with  
respect to which this schedule is filed (other than the one filing this report).

Name: -----	Manager # -----	Name: -----
Fifth Third Bank Ohio	1	Fifth Third Bank Indiana
Fifth Third Bank of Northern Kentucky	5	Fifth Third Bank Florida
Fifth Third Bank Kentucky	2	Fifth Third Bank Michigan
Fifth Third Asset Management	85	

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: Neal Arnold  
Title: Executive Vice President, CFO  
Phone: 513-534-8577  
Signature, Place, and Date of Signing:

/s/ Neal Arnold  
-----  
[Signature]

Cincinnati, O  
-----  
[City, State]

Report Type (Check only one):

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- [ ] 13F HOLDINGS REPORT
- [ ] 13F NOTICE
- [x] 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:  
 Fifth Third Bank Ohio - 28-539  
 Heartland Capital Management - 28-01397

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 7

Form 13F Information Table Entry Total: 3,497

Form 13F Information Table Value Total (x\$1000): 11,460,395

List of Other Included Managers:

Name:	13F File No.:	Name:
----	-----	----
Fifth Third Bank	28-539	Fifth Third Bank Florida
Fifth Third Bank of Northern Kentucky	28-10121	Fifth Third Bank Kentucky
Fifth Third Bank Asset Management	28-10115	Fifth Third Bank a Michig
Fifth Third Bank Indiana	28-10118	

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NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP										
PAGE	1 OF	151	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT O MA
-----										
			DAIMLERCHRYSLER AG	ORD	D1668R123	20	598 SH		DEFINED	1
						80	2401 SH		DEFINED	15
						127	3787 SH		DEFINED	19
						-----	-----			
						227	6786			
			ACE LTD	ORD	G0070K103	24	800 SH		DEFINED	1
						30	1000 SH		DEFINED	15
						299	10110 SH		DEFINED	19
						1984	67000 SH		DEFINED	85
						-----	-----			
						2337	78910			
			AMDOCS LTD	ORD	G02602103	191	29913 SH		DEFINED	1
						14	2120 SH		DEFINED	5
						80	12485 SH		DEFINED	19
						-----	-----			

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			285	44518		
COOPER INDS LTD	CL A	G24182100	858	28262 SH	DEFINED	1
			82	2700 SH	DEFINED	15
			487	16060 SH	DEFINED	2
			14	445 SH	DEFINED	10
			544	17909 SH	DEFINED	19
			828	27275 SH	DEFINED	85
			-----	-----		
			2812	92651		
GLOBALSANTAFE CORP	SHS	G3930E101	632	28273 SH	DEFINED	1
			945	42297 SH	DEFINED	15
			61	2750 SH	DEFINED	10
			190	8483 SH	DEFINED	19
			-----	-----		
			1828	81803		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	78	2251 SH	DEFINED	1
			2	48 SH	DEFINED	5
			75	2175 SH	DEFINED	19
			418	12150 SH	DEFINED	85
			-----	-----		
			573	16624		

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				NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O	MA		
NABORS INDUSTRIES LTD	SHS	G6359F103	16	500 SH	DEFINED	1				
			29	900 SH	DEFINED	19				
			341	10400 SH	DEFINED	85				
			-----	-----						
			386	11800						
NOBLE CORPORATION	SHS	G65422100	31	995 SH	DEFINED	1				
			40	1300 SH	DEFINED	19				
			301	9700 SH	DEFINED	85				
			-----	-----						
			372	11995						
TRANSOCEAN INC	ORD	G90078109	3392	163057 SH	DEFINED	1				
			919	44172 SH	DEFINED	15				
			1259	60512 SH	DEFINED	2				
			9	424 SH	DEFINED	5				
			24	1152 SH	DEFINED	10				
			1069	51394 SH	DEFINED	19				
			3350	161065 SH	DEFINED	85				
			-----	-----						
			10021	481776						
XL CAP LTD	CL A	G98255105	44	600 SH	DEFINED	15				
			4	51 SH	DEFINED	19				
			713	9700 SH	DEFINED	85				
			-----	-----						

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	DEFINITION
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	761	10351		
			14	1055	SH	DEFINED 1
			5	400	SH	DEFINED 2
			14	1000	SH	DEFINED 19
			550	40000	SH	DEFINED 85
-----			583	42455		
FLEXTRONICS INTL LTD	ORD	Y2573F102	7190	1031239	SH	DEFINED 1
			638	91522	SH	DEFINED 15
			56	8015	SH	DEFINED 2
			66	9415	SH	DEFINED 5
			11	1600	SH	DEFINED 10
			843	120884	SH	DEFINED 19
			10054	1442000	SH	DEFINED 85
			-----			18857

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	DEFINITION
A D C TELECOMMUNICATIONS	COM	000886101	278	241365	SH	DEFINED 1
			2	2000	SH	DEFINED 15
			4	3500	SH	DEFINED 2
			16	14230	SH	DEFINED 19
			556	483275	SH	DEFINED 85
-----			856	744370		
ACM INCOME FUND INC	COM	000912105	38	4600	SH	DEFINED 1
			11	1311	SH	DEFINED 15
			6	694	SH	DEFINED 5
			119	14325	SH	DEFINED 10
			7	800	SH	DEFINED 19
-----			180	21730		
ABM INDS INC	COM	000957100	2115	150000	SH	DEFINED 85
			-----			2115
AFLAC INC	COM	001055102	19285	628376	SH	DEFINED 1
			3249	105880	SH	DEFINED 15
			230	7485	SH	DEFINED 2
			131	4275	SH	DEFINED 5
			911	29700	SH	DEFINED 10
			4499	146589	SH	DEFINED 19
9057	295110	SH	DEFINED 85			
-----			37363	1217415		
AES CORP	COM	00130H105	49	19519	SH	DEFINED 1

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3 1212 SH DEFINED 15  
 0 45 SH DEFINED 5  
 6 2469 SH DEFINED 19  
 107 42600 SH DEFINED 85

-----  
 165 65845

AK STL HLDG CORP COM 001547108 10 1328 SH DEFINED 1  
 2 300 SH DEFINED 19  
 731 100000 SH DEFINED 85  
 -----  
 743 101628

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DCRETN	O MA	
-----								
AMR CORP	COM	001765106	23	5600	SH	DEFINED	1	
			1	224	SH	DEFINED	15	
			40	9678	SH	DEFINED	19	
			88	21100	SH	DEFINED	85	
			-----	153	36602			
AOL TIME WARNER INC	COM	00184A105	2771	236859	SH	DEFINED	1	
			100	8525	SH	DEFINED	15	
			36	3080	SH	DEFINED	2	
			14	1194	SH	DEFINED	5	
			18	1550	SH	DEFINED	10	
			1772	151457	SH	DEFINED	19	
			7612	650580	SH	DEFINED	85	
-----	12323	1053245						
AT&T CORP	COM	001957109	2857	237880	SH	DEFINED	1	
			530	44130	SH	DEFINED	15	
			648	53987	SH	DEFINED	2	
			10	874	SH	DEFINED	5	
			17	1455	SH	DEFINED	10	
			3322	276609	SH	DEFINED	19	
			10993	915353	SH	DEFINED	85	
-----	18379	1530288						
ATMI INC	COM	00207R101	1058	75000	SH	DEFINED	85	
-----	1058	75000						
AT&T WIRELESS SVCS INC	COM	00209A106	260	63080	SH	DEFINED	1	
			9	2139	SH	DEFINED	15	
			2	481	SH	DEFINED	2	
			15	3634	SH	DEFINED	5	
			234	56702	SH	DEFINED	19	
			801	194495	SH	DEFINED	85	
-----	-----							

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			1321	320531		
AXT INC	COM	00246W103	90	43105	SH	DEFINED 1
			7	3400	SH	DEFINED 19
			245	118000	SH	DEFINED 85
			-----	-----		
			342	164505		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
-----			-----	-----	-----	-----	-----
ABBOTT LABS	COM	002824100	75070	1858177	SH	DEFINED 1	
			2909	72009	SH	DEFINED 15	
			357	8830	SH	DEFINED 2	
			309	7650	SH	DEFINED 10	
			15463	382757	SH	DEFINED 19	
			9932	245850	SH	DEFINED 85	
			-----	-----			
			104041	2575273			
ACCREDO HEALTH INC	COM	00437V104	29	600	SH	DEFINED 2	
			5	100	SH	DEFINED 19	
			1192	25000	SH	DEFINED 85	
			-----	-----			
			1225	25700			
ACTERNA CORP	COM	00503U105	48	119031	SH	DEFINED 1	
			-----	-----			
			48	119031			
ACTIVCARD S A	SPONSORED ADR	00505N109	1797	276000	SH	DEFINED 85	
			-----	-----			
			1797	276000			
ACXIOM CORP	COM	005125109	1	80	SH	DEFINED 19	
			1418	100000	SH	DEFINED 85	
			-----	-----			
			1419	100080			
ADAMS EXPRESS CO	COM	006212104	39	3809	SH	DEFINED 1	
			78	7574	SH	DEFINED 19	
			-----	-----			
			117	11383			
ADOBE SYS INC	COM	00724F101	307	16095	SH	DEFINED 1	
			29	1518	SH	DEFINED 15	
			395	20690	SH	DEFINED 19	
			919	48100	SH	DEFINED 85	
			-----	-----			
			1650	86403			
ADVANCED DIGITAL INFORMATION	COM	007525108	17	3600	SH	DEFINED 2	
			4	800	SH	DEFINED 19	

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720 150000 SH DEFINED 85  
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 741 154400

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	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVTMT DSCRETN				
ADVO INC	COM	007585102	2381	75000	SH	DEFINED	85			
			-----	-----						
			2381	75000						
AEROFLEX INC	COM	007768104	1260	250000	SH	DEFINED	85			
			-----	-----						
			1260	250000						
ADVANCEPCS	COM	00790K109	1	60	SH	DEFINED	1			
			2253	100000	SH	DEFINED	85			
			-----	-----						
			2254	100060						
ADVANCED MICRO DEVICES INC	COM	007903107	5	950	SH	DEFINED	1			
			2	400	SH	DEFINED	19			
			131	24500	SH	DEFINED	85			
			-----	-----						
			138	25850						
AEGON N V	ORD AMER REG	007924103	90	9543	SH	DEFINED	1			
			227	24111	SH	DEFINED	15			
			38	4000	SH	DEFINED	2			
			141	14928	SH	DEFINED	19			
			-----	-----						
			496	52582						
AETNA INC NEW	COM	00817Y108	98	2750	SH	DEFINED	1			
			218	6091	SH	DEFINED	19			
			671	18745	SH	DEFINED	85			
			-----	-----						
			988	27586						
AFFILIATED COMPUTER SERVICES	CL A	008190100	692	16253	SH	DEFINED	1			
			34	800	SH	DEFINED	15			
			54	1267	SH	DEFINED	19			
			1983	46600	SH	DEFINED	85			
			-----	-----						
			2762	64920						

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
AGERE SYS INC	CL A	00845V100	2	1862	SH		DEFINED	1
			0		9	SH	DEFINED	15
			1	1066	SH	DEFINED	5	
			0	20	SH	DEFINED	10	
			1	1253	SH	DEFINED	19	
			578	525323	SH	DEFINED	85	
			582	529533				
AGERE SYS INC	CL B	00845V209	23	23521	SH		DEFINED	1
			0		351	SH	DEFINED	15
			0		32	SH	DEFINED	2
			4	3693	SH	DEFINED	5	
			1	528	SH	DEFINED	10	
			26	25898	SH	DEFINED	19	
			280	282936	SH	DEFINED	85	
			334	336959				
AGILENT TECHNOLOGIES INC	COM	00846U101	4562	349291	SH		DEFINED	1
			339	25984	SH	DEFINED	15	
			111	8467	SH	DEFINED	2	
			47	3613	SH	DEFINED	5	
			48	3683	SH	DEFINED	10	
			460	35247	SH	DEFINED	19	
			4975	380957	SH	DEFINED	85	
			10543	807242				
AIR PRODS & CHEMS INC	COM	009158106	5062	120489	SH		DEFINED	1
			524	12479	SH	DEFINED	15	
			2	46	SH	DEFINED	2	
			52	1241	SH	DEFINED	5	
			425	10121	SH	DEFINED	19	
			1332	31700	SH	DEFINED	85	
			7397	176076				
AIRTRAN HLDGS INC	COM	00949P108	160	51500	SH		DEFINED	19
			160	51500				
ALBANY INTL CORP	CL A	012348108	949	50000	SH		DEFINED	85
			949	50000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----



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ALBERTO CULVER CO	CL B CONV	013068101	64	1300	SH	DEFINED	1
			147	2990	SH	DEFINED	19
			715	14575	SH	DEFINED	85
			-----		925	18865	
ALBERTSONS INC	COM	013104104	485	20058	SH	DEFINED	1
			37	1512	SH	DEFINED	15
			59	2422	SH	DEFINED	19
			705	29197	SH	DEFINED	85
-----		1285	53189				
ALCOA INC	COM	013817101	2597	134537	SH	DEFINED	1
			189	9785	SH	DEFINED	15
			6	300	SH	DEFINED	10
			670	34704	SH	DEFINED	19
2619	135676	SH	DEFINED	85			
-----		6080	315002				
ALFA CORP	COM	015385107	251	20528	SH	DEFINED	10
			-----		251	20528	
ALLEGHENY ENERGY INC	COM	017361106	82	6248	SH	DEFINED	1
			24	1800	SH	DEFINED	15
			119	9103	SH	DEFINED	19
			372	28400	SH	DEFINED	85
-----		597	45551				
ALLERGAN INC	COM	018490102	71	1308	SH	DEFINED	1
			77	1414	SH	DEFINED	19
			549	10100	SH	DEFINED	85
			-----		698	12822	
ALLIANT TECHSYSTEMS INC	COM	018804104	18	261	SH	DEFINED	1
			2	28	SH	DEFINED	19
			2770	40000	SH	DEFINED	85
			-----		2790	40289	

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NAME OF ISSUER		TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	CALL	DSCRETN	MA				
ALLIED CAP CORP NEW		COM	01903Q108	123	5600	SH	DEFINED	1					
				1095	50000	SH	DEFINED	85					
				-----		1217	55600						

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ALLIED WASTE INDS INC	COM PAR\$.01NEW	019589308	2	261	SH	DEFINED	1
			104	14200	SH	DEFINED	85
			-----	-----			
			106	14461			
ALLSTATE CORP	COM	020002101	3933	110640	SH	DEFINED	1
			1128	31738	SH	DEFINED	15
			999	28090	SH	DEFINED	2
			84	2359	SH	DEFINED	5
			60	1675	SH	DEFINED	10
			17838	501778	SH	DEFINED	19
			5686	159948	SH	DEFINED	85
-----	-----						
			29728	836228			
ALLTEL CORP	COM	020039103	17851	444834	SH	DEFINED	1
			1803	44920	SH	DEFINED	15
			767	19114	SH	DEFINED	2
			337	8407	SH	DEFINED	5
			274	6820	SH	DEFINED	10
			810	20193	SH	DEFINED	19
			2809	70000	SH	DEFINED	85
-----	-----						
			24651	614288			
ALTERA CORP	COM	021441100	445	51324	SH	DEFINED	1
			3	400	SH	DEFINED	15
			1	60	SH	DEFINED	5
			179	20642	SH	DEFINED	19
			1613	186100	SH	DEFINED	85
-----	-----						
			2241	258526			
AMBAC FINL GROUP INC	COM	023139108	218	4045	SH	DEFINED	1
			36	665	SH	DEFINED	15
			1	25	SH	DEFINED	5
			412	7650	SH	DEFINED	85
-----	-----						
			667	12385			

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NAME OF ISSUER			TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	CALL	DSCRETN	MA	
AMERADA HESS CORP	COM	023551104	34	500	SH	DEFINED	1				
			195	2870	SH	DEFINED	19				
			434	6400	SH	DEFINED	85				
-----	-----										
			663	9770							
AMEREN CORP	COM	023608102	115	2752	SH	DEFINED	1				
			134	3224	SH	DEFINED	15				
			440	10553	SH	DEFINED	19				
			433	10400	SH	DEFINED	85				

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			-----	-----		
			1122	26929		
AMCORE FINL INC	COM	023912108	433	19728	SH	DEFINED 19
			-----	-----		
			433	19728		
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	8283	331600	SH	DEFINED 19
			-----	-----		
			8283	331600		
AMERICAN CAPITAL STRATEGIES	COM	024937104	28	1500	SH	DEFINED 2
			19	1000	SH	DEFINED 19
			2355	125000	SH	DEFINED 85
			-----	-----		
			2402	127500		
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1375	113980	SH	DEFINED 1
			101	8400	SH	DEFINED 19
			3461	287000	SH	DEFINED 85
			-----	-----		
			4937	409380		
AMERICAN ELEC PWR INC	COM	025537101	1442	50591	SH	DEFINED 1
			364	12759	SH	DEFINED 15
			7	254	SH	DEFINED 2
			19	680	SH	DEFINED 10
			613	21499	SH	DEFINED 19
			6180	216760	SH	DEFINED 85
			-----	-----		
			8626	302543		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	CALL	DSCRETN		
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
AMERICAN EXPRESS CO	COM	025816109	4124	132262	SH		DEFINED	1	
			220	7063	SH		DEFINED	15	
			459	14715	SH		DEFINED	2	
			12	373	SH		DEFINED	5	
			12	400	SH		DEFINED	10	
			1885	60470	SH		DEFINED	19	
			7927	254237	SH		DEFINED	85	
			-----	-----					
			14640	469520					
AMERICAN FINL GROUP INC OHIO	COM	025932104	268	11644	SH		DEFINED	1	
			2	100	SH		DEFINED	5	
			-----	-----					
			270	11744					
AMERICAN INCOME FD INC	COM	02672T109	9	1000	SH		DEFINED	1	
			1166	135400	SH		DEFINED	85	
			-----	-----					

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		1174		136400			
AMERICAN INTL GROUP INC	COM	026874107	73432	1342451	SH	DEFINED	1
			5357	97937	SH	DEFINED	15
			4761	87040	SH	DEFINED	2
			1865	34094	SH	DEFINED	5
			1445	26423	SH	DEFINED	10
			14846	271416	SH	DEFINED	19
			49105	897706	SH	DEFINED	85
			-----	-----			
			150812	2757067			
AMERICAN ITALIAN PASTA CO	CL A	027070101	41	1150	SH	DEFINED	2
			2677	75000	SH	DEFINED	85
			-----				
			2718	76150			
AMERICAN PWR CONVERSION CORP	COM	029066107	367	38435	SH	DEFINED	1
			88	9220	SH	DEFINED	15
			153	16000	SH	DEFINED	2
			4	445	SH	DEFINED	10
			95	9950	SH	DEFINED	19
			2202	230300	SH	DEFINED	85
			-----	-----			
			2910	304350			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN			
-----			-----		-----		-----		
AMERICAN STD COS INC DEL	COM	029712106	13	200	SH	DEFINED	5		
			331	5200	SH	DEFINED	85		
			-----						
			344	5400					
AMERIPATH INC	COM	03071D109	685	46000	SH	DEFINED	1		
			22	1500	SH	DEFINED	2		
			1863	125000	SH	DEFINED	85		
			-----						
			2570	172500					
AMERON INTL INC	COM	030710107	679	13800	SH	DEFINED	85		
			-----						
			679	13800					
AMERUS GROUP CO	COM	03072M108	37	1289	SH	DEFINED	1		
			1	20	SH	DEFINED	15		
			1418	50000	SH	DEFINED	85		
			-----						
			1455	51309					
AMERISOURCEBERGEN CORP	COM	03073E105	250	3505	SH	DEFINED	1		
			7	98	SH	DEFINED	19		
			536	7500	SH	DEFINED	85		

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		793	11103			
AMERITRADE HLDG CORP NEW	COM	03074K100	4	1200	SH	DEFINED 19
			1664	446000	SH	DEFINED 85
		1668	447200			
AMETEK INC NEW	COM	031100100	15	500	SH	DEFINED 15
			131	4500	SH	DEFINED 19
			3931	135000	SH	DEFINED 85
		4077	140000			

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		FORM 13F						
		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
PAGE	13 OF 151	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT PRN CALL DSCRETN	O MA
		AMGEN INC	COM	031162100	58768	1409297	SH	DEFINED 1
					3991	95704	SH	DEFINED 15
					3675	88126	SH	DEFINED 2
					769	18438	SH	DEFINED 5
					764	18313	SH	DEFINED 10
					4707	112885	SH	DEFINED 19
					41539	996140	SH	DEFINED 85
					114212	2738903		
		AMKOR TECHNOLOGY INC	COM	031652100	223	93765	SH	DEFINED 1
					18	7407	SH	DEFINED 5
					18	7500	SH	DEFINED 19
					590	248000	SH	DEFINED 85
					849	356672		
		AMSOUTH BANCORPORATION	COM	032165102	55	2663	SH	DEFINED 1
					23	1100	SH	DEFINED 2
					14	675	SH	DEFINED 19
					538	25950	SH	DEFINED 85
					630	30388		
		AMSURG CORP	COM	03232P405	54	1800	SH	DEFINED 1
					2263	75000	SH	DEFINED 85
					2317	76800		
		ANADARKO PETE CORP	COM	032511107	328	7354	SH	DEFINED 1
					50	1117	SH	DEFINED 15
					4	100	SH	DEFINED 10
					128	2881	SH	DEFINED 19
					793	17809	SH	DEFINED 85

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				1303	29261		
ANALOG DEVICES INC	NOTE	4.750%10	032654AD7	2925	30000	SH	DEFINED 19
				-----	-----	1	
				2925	30000		

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PAGE		14 OF 151		FORM 13F				NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP			
NAME OF ISSUER		TITLE OF CLASS		CUSIP		VALUE	SHARES/	SH/	PUT/	INVSTMT	O
						(X\$1000)	PRN	CALL	DSCRETN	MA	
-----		-----		-----		-----	-----	-----	-----	-----	
ANALOG DEVICES INC	COM		032654105	25139	1276103	SH			DEFINED	1	
				1623	82365	SH			DEFINED	15	
				2580	130969	SH			DEFINED	2	
				219	11120	SH			DEFINED	5	
				209	10600	SH			DEFINED	10	
				1839	93353	SH			DEFINED	19	
				25799	1309600	SH			DEFINED	85	
				-----	-----						
				57408	2914110						
ANDREW CORP	COM		034425108	2	300	SH			DEFINED	1	
				192	29350	SH			DEFINED	19	
				501	76555	SH			DEFINED	85	
				-----	-----						
				696	106205						
ANHEUSER BUSCH COS INC	COM		035229103	17905	353860	SH			DEFINED	1	
				2303	45516	SH			DEFINED	15	
				467	9220	SH			DEFINED	2	
				2428	47980	SH			DEFINED	19	
				4956	97940	SH			DEFINED	85	
				-----	-----						
				28059	554516						
ANNTAYLOR STORES CORP	COM		036115103	1	24	SH			DEFINED	1	
				40	1725	SH			DEFINED	2	
				3455	150000	SH			DEFINED	85	
				-----	-----						
				3495	151749						
ANTHEM INC	COM		03674B104	184	2837	SH			DEFINED	1	
				601	9239	SH			DEFINED	15	
				3	39	SH			DEFINED	2	
				16	246	SH			DEFINED	5	
				5	84	SH			DEFINED	19	
				663	10200	SH			DEFINED	85	
				-----	-----						
				1472	22645						
ANTHRACITE CAP INC	COM		037023108	283	25000	SH			DEFINED	19	
				-----	-----						
				283	25000						

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			FORM 13F						
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	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN		
	AON CORP	COM	037389103	58	2848	SH	DEFINED	1	
				664	32387	SH	DEFINED	19	
				400	19500	SH	DEFINED	85	
				-----	-----				
				1122	54735				
	APACHE CORP	COM	037411105	59	999	SH	DEFINED	1	
				24	400	SH	DEFINED	2	
				266	4468	SH	DEFINED	19	
				2578	43370	SH	DEFINED	85	
				-----	-----				
				2927	49237				
	APEX MORTGAGE CAPITAL	COM	037564101	204	18200	SH	DEFINED	1	
				-----	-----				
				204	18200				
	APHTON CORP	COM	03759P101	31	14050	SH	DEFINED	19	
				-----	-----				
				31	14050				
	APOLLO GROUP INC	CL A	037604105	95	2180	SH	DEFINED	1	
				4	100	SH	DEFINED	19	
				539	12400	SH	DEFINED	85	
				-----	-----				
				638	14680				
	APPLE COMPUTER INC	COM	037833100	23	1580	SH	DEFINED	1	
				7	500	SH	DEFINED	2	
				22	1526	SH	DEFINED	5	
				71	4889	SH	DEFINED	19	
				2619	180600	SH	DEFINED	85	
				-----	-----				
				2742	189095				
	APPLEBEES INTL INC	COM	037899101	41	1875	SH	DEFINED	2	
				25	1140	SH	DEFINED	19	
				3288	150000	SH	DEFINED	85	
				-----	-----				
				3354	153015				
	APRIA HEALTHCARE GROUP INC	COM	037933108	4	155	SH	DEFINED	1	
				2945	125000	SH	DEFINED	85	
				-----	-----				
				2949	125155				

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			NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
APPLERA CORP	COM AP BIO GRP	038020103	89	4842	SH		DEFINED	1	
			280	15300	SH		DEFINED	85	
			369	20142					
APPLERA CORP	COM CE GEN GRP	038020202	29	3600	SH		DEFINED	1	
			0	50	SH		DEFINED	19	
			954	120000	SH		DEFINED	85	
			983	123650					
APPLIED MICRO CIRCUITS CORP	COM	03822W109	0	47	SH		DEFINED	1	
			0	35	SH		DEFINED	5	
			2	600	SH		DEFINED	19	
			68	23900	SH		DEFINED	85	
			70	24582					
APPLIED MATLS INC	COM	038222105	12011	1039937	SH		DEFINED	1	
			561	48565	SH		DEFINED	15	
			118	10225	SH		DEFINED	2	
			119	10260	SH		DEFINED	5	
			108	9360	SH		DEFINED	10	
			2156	186648	SH		DEFINED	19	
			10207	883700	SH		DEFINED	85	
			25280	2188695					
ARCHER DANIELS MIDLAND CO	COM	039483102	47	3728	SH		DEFINED	1	
			12	979	SH		DEFINED	15	
			333	26629	SH		DEFINED	19	
			3013	240871	SH		DEFINED	85	
			3405	272207					
ARCHSTONE SMITH TR	COM	039583109	379	15887	SH		DEFINED	1	
			379	15887					
ARTESYN TECHNOLOGIES INC	COM	043127109	15	9950	SH		DEFINED	1	
			0	200	SH		DEFINED	15	
			15	10150					

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			NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	



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ARTHROCARE CORP	COM	043136100	606	50000	SH	DEFINED	85
			606	50000			
ARVINMERITOR INC	COM	043353101	46	2476	SH	DEFINED	1
			146	7786	SH	DEFINED	19
			192	10262			
ASHLAND INC	COM	044204105	578	21589	SH	DEFINED	1
			16	598	SH	DEFINED	15
			25	932	SH	DEFINED	2
			20	738	SH	DEFINED	5
			20	729	SH	DEFINED	19
			139	5200	SH	DEFINED	85
			798	29786			
ASSOCIATED ESTATES RLTY CORP	COM	045604105	20	2500	SH	DEFINED	1
			838	103500	SH	DEFINED	85
			859	106000			
ASTROPOWER INC	COM	04644A101	888	125000	SH	DEFINED	85
			888	125000			
ASYST TECHNOLOGY CORP	COM	04648X107	604	100000	SH	DEFINED	85
			604	100000			
ATALANTA SOSNOFF CAP CORP	COM	046499109	256	29300	SH	DEFINED	85
			256	29300			
ATLAS AIR WORLDWIDE HLDGS IN	COM	049164106	172	71173	SH	DEFINED	1
			172	71173			
ATMOS ENERGY CORP	COM	049560105	4	173	SH	DEFINED	5
			3	150	SH	DEFINED	19
			3225	150000	SH	DEFINED	85
			3232	150323			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DCRETN	MA	O		
ATWOOD OCEANICS INC	COM	050095108	2633	90000	SH	DEFINED	85			
			2633	90000						

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AULT INC	COM	051503100	629	278100	SH	DEFINED	85
			-----	-----			
			629	278100			
AUTODESK INC	COM	052769106	15	1200	SH	DEFINED	1
			179	14100	SH	DEFINED	19
			365	28800	SH	DEFINED	85
			-----	-----			
			559	44100			
AUTOMATIC DATA PROCESSING IN	COM	053015103	34259	985298	SH	DEFINED	1
			938	26982	SH	DEFINED	15
			542	15602	SH	DEFINED	2
			190	5467	SH	DEFINED	5
			75	2155	SH	DEFINED	10
			4164	119753	SH	DEFINED	19
			3348	96300	SH	DEFINED	85
			-----	-----			
			43517	1251557			
AUTOZONE INC	COM	053332102	268	3399	SH	DEFINED	19
			1648	20900	SH	DEFINED	85
			-----	-----			
			1916	24299			
AVAYA INC	COM	053499109	40	27690	SH	DEFINED	1
			0	79	SH	DEFINED	15
			0	122	SH	DEFINED	2
			0	57	SH	DEFINED	5
			7	5095	SH	DEFINED	19
			41	28794	SH	DEFINED	85
			-----	-----			
			88	61837			

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				NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA		
AVERY DENNISON CORP	COM	053611109	58744	1030956	SH		DEFINED	1		
			1621	28450	SH		DEFINED	15		
			205	3595	SH		DEFINED	2		
			197	3455	SH		DEFINED	5		
			46	800	SH		DEFINED	10		
			2447	42945	SH		DEFINED	19		
			12938	227065	SH		DEFINED	85		
			-----	-----						
			76197	1337266						

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AVIALL INC NEW	COM	05366B102	1161	113900	SH	DEFINED	85
			-----	-----			
			1161	113900			
AVON PRODS INC	COM	054303102	43	924	SH	DEFINED	1
			195	4235	SH	DEFINED	19
			784	17000	SH	DEFINED	85
			-----	-----			
			1022	22159			
AZTAR CORP	COM	054802103	2	124	SH	DEFINED	5
			1321	100000	SH	DEFINED	85
			-----	-----			
			1323	100124			
BB&T CORP	COM	054937107	39887	1138323	SH	DEFINED	1
			18	500	SH	DEFINED	15
			7300	208320	SH	DEFINED	2
			191	5445	SH	DEFINED	19
			2379	67900	SH	DEFINED	85
			-----	-----			
			49774	1420488			
BKF CAP GROUP INC	COM	05548G102	1771	84000	SH	DEFINED	85
			-----	-----			
			1771	84000			
BJ SVCS CO	COM	055482103	47	1807	SH	DEFINED	1
			294	11300	SH	DEFINED	85
			-----	-----			
			341	13107			

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		FORM 13F							
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O	MA	
-----	-----	-----	-----	-----	-----	-----	-----	-----	
BP PLC	SPONSORED ADR	055622104	35154	881057	SH	DEFINED	1		
			7931	198774	SH	DEFINED	15		
			948	23771	SH	DEFINED	2		
			195	4892	SH	DEFINED	5		
			196	4908	SH	DEFINED	10		
			10576	265052	SH	DEFINED	19		
			-----	-----					
			55000	1378454					
BMC SOFTWARE INC	COM	055921100	1843	141013	SH	DEFINED	1		
			132	10115	SH	DEFINED	15		
			881	67425	SH	DEFINED	2		
			112	8570	SH	DEFINED	10		
			594	45410	SH	DEFINED	19		
			1239	94800	SH	DEFINED	85		
			-----	-----					

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			4801	367333		
BAKER HUGHES INC	COM	057224107	13	441	SH	DEFINED 1
			314	10804	SH	DEFINED 19
			1227	42280	SH	DEFINED 85
			-----	-----		
			1554	53525		
BALL CORP	COM	058498106	121	2400	SH	DEFINED 1
			3	69	SH	DEFINED 19
			207	4100	SH	DEFINED 85
			-----	-----		
			331	6569		
BANCINSURANCE CORP	COM	05945K102	80	15750	SH	DEFINED 1
			-----	-----		
			80	15750		
BANK OF AMERICA CORPORATION	COM	060505104	2994	46921	SH	DEFINED 1
			89	1399	SH	DEFINED 15
			549	8598	SH	DEFINED 2
			34	534	SH	DEFINED 5
			172	2700	SH	DEFINED 10
			2797	43837	SH	DEFINED 19
			12893	202092	SH	DEFINED 85
			-----	-----		
			19528	306081		

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				FORM 13F						
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	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA	
-----										
	BANK NEW YORK INC	COM	064057102	71521	2488534	SH		DEFINED 1		
				2207	76788	SH		DEFINED 15		
				5010	174306	SH		DEFINED 2		
				2047	71240	SH		DEFINED 5		
				439	15258	SH		DEFINED 10		
				3480	121073	SH		DEFINED 19		
				43349	1508300	SH		DEFINED 85		
				-----	-----					
				128051	4455499					
	BANK ONE CORP	COM	06423A103	7560	202130	SH		DEFINED 1		
				818	21865	SH		DEFINED 15		
				91	2428	SH		DEFINED 2		
				34	912	SH		DEFINED 5		
				20	522	SH		DEFINED 10		
				6360	170047	SH		DEFINED 19		
				6811	182111	SH		DEFINED 85		
				-----	-----					
				21693	580015					
	BARD C R INC	COM	067383109	32	580	SH		DEFINED 19		
				208	3800	SH		DEFINED 85		

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			-----	-----		
			239	4380		
BARRICK GOLD CORP	COM	067901108	16	1000	SH	DEFINED 1
			195	12531	SH	DEFINED 19
			498	32000	SH	DEFINED 85
			-----	-----		
			708	45531		
BARRY R G CORP OHIO	COM	068798107	980	235500	SH	DEFINED 85
			-----	-----		
			980	235500		
BAXTER INTL INC	COM	071813109	14347	469611	SH	DEFINED 1
			463	15171	SH	DEFINED 15
			1402	45885	SH	DEFINED 2
			1398	45770	SH	DEFINED 5
			340	11130	SH	DEFINED 10
			1263	41347	SH	DEFINED 19
			12028	393700	SH	DEFINED 85
			-----	-----		
			31241	1022614		

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			FORM 13F								
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PAGE	6 OF	151	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
			-----	-----	-----	-----	-----	-----	-----	-----	-----
			BE AEROSPACE INC	COM	073302101	333	70000	SH		DEFINED	1
						-----	-----				
						333	70000				
			BEA SYS INC	COM	073325102	1174	226657	SH		DEFINED	1
						91	17500	SH		DEFINED	15
						20	3850	SH		DEFINED	2
						5	1000	SH		DEFINED	10
						779	150398	SH		DEFINED	19
						3204	618500	SH		DEFINED	85
						-----	-----				
						5273	1017905				
			BEAR STEARNS COS INC	COM	073902108	405	7187	SH		DEFINED	85
						-----	-----				
						405	7187				
			BECTON DICKINSON & CO	COM	075887109	630	22200	SH		DEFINED	1
						1	49	SH		DEFINED	19
						1948	68600	SH		DEFINED	85
						-----	-----				
						2580	90849				
			BED BATH & BEYOND INC	COM	075896100	3595	110369	SH		DEFINED	1
						247	7595	SH		DEFINED	15
						48	1489	SH		DEFINED	10
						3378	103722	SH		DEFINED	19

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			5081	156000	SH	DEFINED	85
			-----	-----			
			12350	379175			
BELL MICROPRODUCTS INC	COM	078137106	627	150000	SH	DEFINED	85
			-----	-----			
			627	150000			
BELLSOUTH CORP	COM	079860102	8176	445337	SH	DEFINED	1
			2077	113106	SH	DEFINED	15
			232	12662	SH	DEFINED	2
			25	1374	SH	DEFINED	5
			166	9034	SH	DEFINED	10
			4165	226876	SH	DEFINED	19
			4805	261700	SH	DEFINED	85
			-----	-----			
			19647	1070089			

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	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT PRN CALL	DSCRETN	O MA
	BERKSHIRE HATHAWAY INC DEL	CL B	084670207	806	327	SH	DEFINED	1
				7	3	SH	DEFINED	15
				306	124	SH	DEFINED	2
				242	98	SH	DEFINED	19
				2465	1000	SH	DEFINED	85
				-----	-----			
				3826	1552			
	BEST BUY INC	COM	086516101	610	27352	SH	DEFINED	1
				416	18643	SH	DEFINED	15
				236	10575	SH	DEFINED	2
				6	265	SH	DEFINED	10
				876	39265	SH	DEFINED	19
				2581	115700	SH	DEFINED	85
				-----	-----			
				4725	211800			
	BIG LOTS INC	COM	089302103	5	300	SH	DEFINED	1
				4	242	SH	DEFINED	19
				1714	108300	SH	DEFINED	85
				-----	-----			
				1723	108842			
	BIOGEN INC	COM	090597105	37	1250	SH	DEFINED	1
				74	2525	SH	DEFINED	19
				313	10700	SH	DEFINED	85
				-----	-----			
				424	14475			
	BIOMET INC	COM	090613100	28499	1070184	SH	DEFINED	1
				3072	115340	SH	DEFINED	15
				2264	85021	SH	DEFINED	2
				837	31430	SH	DEFINED	5

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			853	32049	SH	DEFINED	10
			1441	54124	SH	DEFINED	19
			9979	374730	SH	DEFINED	85
			-----	-----			
			46946	1762878			
BIOVAIL CORP	COM	09067J109	1742	70540	SH	DEFINED	1
			7	300	SH	DEFINED	10
			405	16420	SH	DEFINED	19
			4913	199000	SH	DEFINED	85
			-----	-----			
			7068	286260			

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			NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVTMT DSCRETN
			NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
			BLACK & DECKER CORP	COM	091797100	35	825	SH	DEFINED 1
						151	3600	SH	DEFINED 19
						243	5800	SH	DEFINED 85
						-----	-----		
						429	10225		
			BLACK BOX CORP DEL	COM	091826107	35	1050	SH	DEFINED 2
						3320	100000	SH	DEFINED 85
						-----	-----		
						3355	101050		
			BLACKROCK INCOME TR INC	COM	09247F100	12	1482	SH	DEFINED 1
						1436	175100	SH	DEFINED 85
						-----	-----		
						1448	176582		
			BLACKROCK INCOME OPP TRUST I	COM	092475102	2466	225000	SH	DEFINED 85
						-----	-----		
						2466	225000		
			BLOCK H & R INC	COM	093671105	4408	104930	SH	DEFINED 1
						21	500	SH	DEFINED 15
						344	8193	SH	DEFINED 19
						1605	38200	SH	DEFINED 85
						-----	-----		
						6378	151823		
			BOB EVANS FARMS INC	COM	096761101	1822	76881	SH	DEFINED 1
						193	8159	SH	DEFINED 15
						561	23655	SH	DEFINED 2
						41	1715	SH	DEFINED 5
						43	1820	SH	DEFINED 10
						284	11980	SH	DEFINED 19
						2142	90400	SH	DEFINED 85
						-----	-----		
						5086	214610		

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BOEING CO	COM	097023105	3251	95257	SH	DEFINED	1
			107	3146	SH	DEFINED	15
			17	500	SH	DEFINED	2
			8	220	SH	DEFINED	5
			35	1021	SH	DEFINED	10
			1185	34715	SH	DEFINED	19
			3618	105992	SH	DEFINED	85
			-----	-----			
			8220	240851			

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			NAME OF REPORTING MANAGER:	FIFTH THIRD	BANCORP	VALUE	SHARES/	SH/ PUT/	INVSTMT	O
NAME OF ISSUER			TITLE OF CLASS	CUSIP	(X\$1000)	PRN AMT	PRN CALL	DSCRETN	MA	
			BOMBAY CO INC	COM	097924104	953	352800	SH	DEFINED	85
						-----	-----			
						953	352800			
			BORG WARNER INC	COM	099724106	1	14	SH	DEFINED	19
						1986	40000	SH	DEFINED	85
						-----	-----			
						1986	40014			
			BOSTON SCIENTIFIC CORP	COM	101137107	91	2875	SH	DEFINED	1
						106	3360	SH	DEFINED	19
						922	29200	SH	DEFINED	85
						-----	-----			
						1118	35435			
			BRANTLEY CAP CORP	COM	105494108	44	5000	SH	DEFINED	19
						598	68300	SH	DEFINED	85
						-----	-----			
						642	73300			
			BRISTOL MYERS SQUIBB CO	COM	110122108	48782	2049643	SH	DEFINED	1
						6515	273752	SH	DEFINED	15
						912	38333	SH	DEFINED	2
						218	9166	SH	DEFINED	5
						213	8945	SH	DEFINED	10
						4800	201662	SH	DEFINED	19
						11999	504150	SH	DEFINED	85
						-----	-----			
						73438	3085651			
			BROADCOM CORP	CL A	111320107	15	1395	SH	DEFINED	1
						2	178	SH	DEFINED	2
						12	1080	SH	DEFINED	19
						206	19300	SH	DEFINED	85
						-----	-----			
						234	21953			
			BROADWING INC	COM	111620100	1845	932040	SH	DEFINED	1
						1	350	SH	DEFINED	15
						14	7300	SH	DEFINED	2



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163	82265	SH	DEFINED	5
8	4200	SH	DEFINED	10
14	7231	SH	DEFINED	19
198	100000	SH	DEFINED	85
-----				
2244	1133386			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN			
-----									
BROWN FORMAN CORP	CL B	115637209	343	5118	SH	DEFINED	1		
			7	100	SH	DEFINED	2		
			402	6000	SH	DEFINED	19		
			328	4900	SH	DEFINED	85		
			-----			1079	16118		
BRUNSWICK CORP	COM	117043109	1248	59323	SH	DEFINED	1		
			109	5180	SH	DEFINED	19		
			145	6900	SH	DEFINED	85		
			-----			1502	71403		
BRUSH ENGINEERED MATLS INC	COM	117421107	20	2500	SH	DEFINED	1		
			16	2000	SH	DEFINED	19		
			1094	140300	SH	DEFINED	85		
			-----			1129	144800		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	222	9268	SH	DEFINED	1		
			48	2000	SH	DEFINED	15		
			209	8721	SH	DEFINED	19		
			1328	55500	SH	DEFINED	85		
			-----			1806	75489		
BURLINGTON RES INC	COM	122014103	397	10343	SH	DEFINED	1		
			1026	26744	SH	DEFINED	15		
			938	24450	SH	DEFINED	2		
			65	1700	SH	DEFINED	10		
			111	2888	SH	DEFINED	19		
			555	14465	SH	DEFINED	85		
			-----			3091	80590		
BUSINESS OBJECTS S A	SPONSORED ADR	12328X107	398	37500	SH	DEFINED	85		
			-----			398	37500		
C&D TECHNOLOGIES INC	COM	124661109	36	2450	SH	DEFINED	2		
			1833	125000	SH	DEFINED	85		
			-----			1868	127450		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTHER MANAGER
-----	-----	-----	-----	-----	---	----	-----	-----
CEC ENTMT INC	COM	125137109	3411	100000	SH		DEFINED	85
			----	-----				
			3411	100000				
CIGNA CORP	COM	125509109	1923	27180	SH		DEFINED	1
			74	1050	SH		DEFINED	15
			277	3921	SH		DEFINED	19
			2501	35350	SH		DEFINED	85
			----	-----				
			4776	67501				
CLECO CORP NEW	COM	12561W105	1347	100000	SH		DEFINED	85
			----	-----				
			1347	100000				
CMS ENERGY CORP	COM	125896100	4	474	SH		DEFINED	1
			1	121	SH		DEFINED	15
			6	704	SH		DEFINED	5
			304	37706	SH		DEFINED	19
			85	10600	SH		DEFINED	85
			----	-----				
			400	49605				
CSX CORP	COM	126408103	651	24660	SH		DEFINED	1
			99	3742	SH		DEFINED	15
			3	100	SH		DEFINED	2
			141	5338	SH		DEFINED	5
			6	221	SH		DEFINED	10
			102	3861	SH		DEFINED	19
			1327	50308	SH		DEFINED	85
			----	-----				
			2328	88230				
CTS CORP	COM	126501105	460	100000	SH		DEFINED	85
			----	-----				
			460	100000				
CVB FINL CORP	COM	126600105	2561	116750	SH		DEFINED	85
			----	-----				
			2561	116750				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTHE MANAG
CVS CORP	COM	126650100	1327	52350	SH		DEFINED	1
			572	22550	SH		DEFINED	15
			257	10150	SH		DEFINED	2
			9	371	SH		DEFINED	5
			799	31512	SH		DEFINED	19
			5847	230650	SH		DEFINED	85
			----	-----				
			8811	347583				
CADBURY SCHWEPPES PLC	ADR	127209302	1457	54645	SH		DEFINED	1
			91	3395	SH		DEFINED	15
			639	23945	SH		DEFINED	2
			28	1045	SH		DEFINED	5
			41	1545	SH		DEFINED	10
			345	12935	SH		DEFINED	19
			295	11075	SH		DEFINED	85
			----	-----				
			2896	108585				
CALPINE CORP	COM	131347106	6	2335	SH		DEFINED	1
			4	1500	SH		DEFINED	15
			4	1664	SH		DEFINED	19
			73	29700	SH		DEFINED	85
						----	-----	
			87	35199				
CAMPBELL SOUP CO	COM	134429109	811	36735	SH		DEFINED	1
			15	660	SH		DEFINED	15
			13	600	SH		DEFINED	10
			102	4604	SH		DEFINED	19
			651	29500	SH		DEFINED	85
			----	-----				
			1592	72099				
CAPITAL ONE FINL CORP	COM	14040H105	1670	47831	SH		DEFINED	1
			130	3725	SH		DEFINED	15
			66	1880	SH		DEFINED	5
			25	730	SH		DEFINED	10
			210	6021	SH		DEFINED	19
			1578	45186	SH		DEFINED	85
			----	-----				
			3680	105373				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CAPSTONE TURBINE CORP	COM	14067D102	4	6000	SH		DEFINED 1	
			190	322300	SH	DEFINED 85		
			-----	-----				
			194	328300				
CARDINAL HEALTH INC	COM	14149Y108	30409	488886	SH		DEFINED 1	
			62	993	SH	DEFINED 15		
			782	12565	SH	DEFINED 2		
			245	3931	SH	DEFINED 5		
			208	3341	SH	DEFINED 10		
			1349	21684	SH	DEFINED 19		
			17329	278600	SH	DEFINED 85		
-----	-----							
			50382	810000				
CAREER EDUCATION CORP	COM	141665109	121	2520	SH		DEFINED 1	
			466	9700	SH	DEFINED 85		
			-----	-----				
			587	12220				
CARNIVAL CORP	COM	143658102	334	13309	SH		DEFINED 1	
			10	400	SH	DEFINED 15		
			50	2000	SH	DEFINED 10		
			301	11995	SH	DEFINED 19		
			1898	75600	SH	DEFINED 85		
			-----	-----				
			2593	103304				
CARRINGTON LABS INC	COM	144525102	141	135220	SH		DEFINED 85	
			-----	-----				
			141	135220				
CATALINA MARKETING CORP	COM	148867104	14	500	SH		DEFINED 19	
			2808	100000	SH	DEFINED 85		
			-----	-----				
			2822	100500				
CATERPILLAR INC DEL	COM	149123101	2979	80042	SH		DEFINED 1	
			714	19175	SH	DEFINED 15		
			514	13820	SH	DEFINED 2		
			34	903	SH	DEFINED 5		
			43	1160	SH	DEFINED 10		
			435	11681	SH	DEFINED 19		
			6596	177225	SH	DEFINED 85		
			-----	-----				
			11315	304006				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	849	36320	SH		DEFINED 1	
			84	3600	SH		DEFINED 19	
			933	39920				
CELL GENESYS INC	COM	150921104	1205	100000	SH		DEFINED 85	
			1205	100000				
CENDANT CORP	COM	151313103	7	605	SH		DEFINED 1	
			110	10200	SH		DEFINED 15	
			11	1000	SH		DEFINED 5	
			467	43361	SH		DEFINED 19	
			1886	175244	SH		DEFINED 85	
			2479	230410				
CENTEX CORP	COM	152312104	35	800	SH		DEFINED 1	
			11	250	SH		DEFINED 15	
			6	125	SH		DEFINED 19	
			195	4400	SH		DEFINED 85	
			247	5575				
CENTURY BUSINESS SVCS INC	COM	156490104	1420	536000	SH		DEFINED 85	
			1420	536000				
CEPHEID	COM	15670R107	420	109000	SH		DEFINED 85	
			420	109000				
CENTURYTEL INC	COM	156700106	832	37103	SH		DEFINED 1	
			6	270	SH		DEFINED 15	
			72	3200	SH		DEFINED 2	
			86	3825	SH		DEFINED 5	
			11	500	SH		DEFINED 10	
			76	3374	SH		DEFINED 19	
			229	10200	SH		DEFINED 85	
			1312	58472				
CERNER CORP	COM	156782104	0	12	SH		DEFINED 1	
			3521	100000	SH		DEFINED 85	
			3521	100012				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
CERTEGY INC	COM	156880106	167	8300	SH		DEFINED 1	
			36	1800	SH		DEFINED 15	
			70	3500	SH		DEFINED 2	
			321	15977	SH		DEFINED 19	
			-----	-----				
			594	29577				
CHARLES & COLVARD LTD	COM	159765106	945	229520	SH		DEFINED 1	
			-----	-----				
			945	229520				
CHARTER ONE FINL INC	COM	160903100	9143	307642	SH		DEFINED 1	
			5	157	SH		DEFINED 2	
			134	4515	SH		DEFINED 10	
			1358	45704	SH		DEFINED 19	
			505	16993	SH		DEFINED 85	
			-----	-----				
			11145	375011				
CHEESECAKE FACTORY INC	COM	163072101	942	31565	SH		DEFINED 1	
			4	150	SH		DEFINED 15	
			75	2500	SH		DEFINED 19	
			2834	95000	SH		DEFINED 85	
			-----	-----				
			3854	129215				
CHEMICAL FINL CORP	COM	163731102	2484	86076	SH		DEFINED 19	
			-----	-----				
			2484	86076				
CHEVRONTEXACO CORP	COM	166764100	49011	707734	SH		DEFINED 1	
			5090	73508	SH		DEFINED 15	
			3315	47875	SH		DEFINED 2	
			402	5800	SH		DEFINED 5	
			500	7225	SH		DEFINED 10	
			8596	124135	SH		DEFINED 19	
			15308	221056	SH		DEFINED 85	
			-----	-----				
			82223	1187333				

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		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA	

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CHICOS FAS INC	COM	168615102	2052	128836	SH	DEFINED	1
			45	2800	SH	DEFINED	2
			51	3200	SH	DEFINED	10
			184	11540	SH	DEFINED	19
			8513	534400	SH	DEFINED	85
			-----	-----			
			10845	680776			
CHIRON CORP	COM	170040109	36	1016	SH	DEFINED	1
			8	235	SH	DEFINED	19
			479	13700	SH	DEFINED	85
				-----			
			522	14951			
CHOICEPOINT INC	COM	170388102	254	7140	SH	DEFINED	1
			51	1440	SH	DEFINED	15
			71	2000	SH	DEFINED	2
			463	13000	SH	DEFINED	19
				-----			
			840	23580			
CHRISTOPHER & BANKS CORP	COM	171046105	1373	54675	SH	DEFINED	1
			107	4250	SH	DEFINED	19
			4087	162700	SH	DEFINED	85
				-----			
			5567	221625			
CHRONIMED INC	COM	171164106	5	1000	SH	DEFINED	19
			384	80135	SH	DEFINED	85
				-----			
			389	81135			
CHUBB CORP	COM	171232101	898	16372	SH	DEFINED	1
			7	125	SH	DEFINED	15
			5	100	SH	DEFINED	10
			325	5932	SH	DEFINED	19
			1398	25500	SH	DEFINED	85
				-----			
			2633	48029			
CHURCH & DWIGHT INC	COM	171340102	2	46	SH	DEFINED	1
			3315	100000	SH	DEFINED	85
				-----			
			3317	100046			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGE
-----	-----	-----	-----	-----	---	----	-----	-----
CIENA CORP	COM	171779101	20	6617	SH		DEFINED	1

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			2	800	SH	DEFINED	19
			97	32600	SH	DEFINED	85
			-----	-----			
			119	40017			
CINCINNATI FINL CORP	COM	172062101	127636	3587287	SH	DEFINED	1
			20	550	SH	DEFINED	15
			734	20641	SH	DEFINED	2
			222	6237	SH	DEFINED	5
			768	21598	SH	DEFINED	10
			64	1796	SH	DEFINED	19
			1484	41700	SH	DEFINED	85
			-----	-----			
			130928	3679809			
CINERGY CORP	COM	172474108	4713	149948	SH	DEFINED	1
			339	10801	SH	DEFINED	15
			351	11169	SH	DEFINED	2
			160	5077	SH	DEFINED	5
			28	880	SH	DEFINED	10
			318	10115	SH	DEFINED	19
			2663	84735	SH	DEFINED	85
			-----	-----			
			8572	272725			
CIRCUIT CITY STORE INC	CIRCT CITY GRP	172737108	12	800	SH	DEFINED	15
			43	2859	SH	DEFINED	19
			168	11100	SH	DEFINED	85
			-----	-----			
			224	14759			
CISCO SYS INC	COM	17275R102	43203	4122447	SH	DEFINED	1
			1568	149606	SH	DEFINED	15
			1930	184165	SH	DEFINED	2
			1210	115471	SH	DEFINED	5
			932	88894	SH	DEFINED	10
			7292	695846	SH	DEFINED	19
			26091	2489600	SH	DEFINED	85
			-----	-----			
			82226	7846029			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHE MANAGE
-----	-----	-----	-----	-----	-----	-----	-----	-----
CINTAS CORP	COM	172908105	162038	3865401	SH		DEFINED	1
			779	18575	SH		DEFINED	15
			2396	57151	SH		DEFINED	2
			252	6000	SH		DEFINED	5



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			442	10550	SH	DEFINED	10
			165	3945	SH	DEFINED	19
			18378	438400	SH	DEFINED	85
			-----	-----			
			184449	4400022			
CITIGROUP INC	COM	172967101	8045	271340	SH	DEFINED	1
			530	17889	SH	DEFINED	15
			12	400	SH	DEFINED	2
			337	11356	SH	DEFINED	5
			163	5500	SH	DEFINED	10
			10467	353023	SH	DEFINED	19
			23438	790497	SH	DEFINED	85
			-----	-----			
			42993	1450005			
CITIZENS BKG CORP MICH	COM	174420109	243	10051	SH	DEFINED	19
			-----	-----			
			243	10051			
CITIZENS COMMUNICATIONS CO	COM	17453B101	265	39023	SH	DEFINED	1
			88	13026	SH	DEFINED	19
			137	20200	SH	DEFINED	85
			-----	-----			
			490	72249			
CITRIX SYS INC	COM	177376100	6	1000	SH	DEFINED	1
			1	100	SH	DEFINED	15
			3	480	SH	DEFINED	2
			9	1500	SH	DEFINED	19
			121	20100	SH	DEFINED	85
			-----	-----			
			140	23180			
CLARCOR INC	COM	179895107	2151	70066	SH	DEFINED	1
			15	475	SH	DEFINED	19
			1535	50000	SH	DEFINED	85
			-----	-----			
			3701	120541			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA		
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	139	4003	SH		DEFINED	1		
			37	1055	SH		DEFINED	15		
			122	3504	SH		DEFINED	2		
			553	15907	SH		DEFINED	19		

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			3086	88800	SH	DEFINED	85
			-----	-----			
			3936	113269			
CLOROX CO DEL	COM	189054109	819	20392	SH	DEFINED	1
			318	7925	SH	DEFINED	15
			213	5310	SH	DEFINED	2
			415	10326	SH	DEFINED	19
			1712	42600	SH	DEFINED	85
			-----	-----			
			3478	86553			
COACH INC	COM	189754104	2582	100870	SH	DEFINED	1
			697	27208	SH	DEFINED	19
			9574	374000	SH	DEFINED	85
			-----	-----			
			12853	502078			
COBALT CORP	COM	19074W100	1670	100000	SH	DEFINED	85
			-----	-----			
			1670	100000			
COBRA ELECTRS CORP	COM	191042100	1562	249900	SH	DEFINED	85
			-----	-----			
			1562	249900			
COCA COLA CO	COM	191216100	45580	950383	SH	DEFINED	1
			3525	73492	SH	DEFINED	15
			889	18526	SH	DEFINED	2
			685	14273	SH	DEFINED	5
			277	5780	SH	DEFINED	10
			7467	155698	SH	DEFINED	19
			16944	353300	SH	DEFINED	85
			-----	-----			
			75367	1571452			
COCA COLA ENTERPRISES INC	COM	191219104	682	32100	SH	DEFINED	85
			-----	-----			
			682	32100			

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PAGE		FORM 13F						
36 OF 151		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
-----	-----	-----	-----	-----	---	----	-----	-----
COHERENT INC	COM	192479103	1	45	SH		DEFINED	1
			73	4000	SH		DEFINED	15
			31	1700	SH		DEFINED	2
			1825	100000	SH		DEFINED	85
			-----	-----				
			1930	105745				

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COLGATE PALMOLIVE CO	COM	194162103	11437 1288 129 11 27 3870 4532 ----- 21293	211987 23875 2389 201 500 71726 84000 ----- 394678	SH SH SH SH SH SH SH	DEFINED 1 DEFINED 15 DEFINED 2 DEFINED 5 DEFINED 10 DEFINED 19 DEFINED 85
COMCAST CORP	CL A SPL	200300200	256 2 704 2973 ----- 3935	12256 100 33770 142500 ----- 188626	SH SH SH SH	DEFINED 1 DEFINED 15 DEFINED 19 DEFINED 85
COMERICA INC	COM	200340107	376 942 1213 ----- 2532	7805 19544 25150 ----- 52499	SH SH SH	DEFINED 1 DEFINED 19 DEFINED 85
COMMSCOPE INC	COM	203372107	339 ----- 339	50000 ----- 50000	SH	DEFINED 85
COMMUNITY CENTRAL BANK CORP	COM	20363J107	419 ----- 419	53045 ----- 53045	SH	DEFINED 19
COMMUNITY FIRST BANKSHARES I	COM	203902101	4182 ----- 4182	150000 ----- 150000	SH	DEFINED 85

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		FORM 13F						
PAGE 37 OF 151		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
-----	-----	-----	-----	-----	---	-----	-----	-----
COMPUTER ASSOC INTL INC	COM	204912109	17 4 300 908 ----- 1229	1750 450 31214 94618 ----- 128032	SH SH SH SH		DEFINED 1 DEFINED 15 DEFINED 19 DEFINED 85	
COMPUTER NETWORK TECHNOLOGY	COM	204925101	502	100000	SH		DEFINED 85	

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			502	100000			
COMPUTER SCIENCES CORP	COM	205363104	161	5808	SH	DEFINED	1
			6	200	SH	DEFINED	2
			28	1000	SH	DEFINED	10
			336	12095	SH	DEFINED	19
			682	24550	SH	DEFINED	85
			1213	43653			
COMPUWARE CORP	COM	205638109	19	6100	SH	DEFINED	19
			90	29500	SH	DEFINED	85
			109	35600			
COMSTOCK RES INC	COM NEW	205768203	2	291	SH	DEFINED	1
			1897	274900	SH	DEFINED	85
			1899	275191			
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	251	35970	SH	DEFINED	1
			3	475	SH	DEFINED	15
			4	600	SH	DEFINED	2
			5	700	SH	DEFINED	10
			202	28960	SH	DEFINED	19
			1532	219100	SH	DEFINED	85
			1998	285805			
CONAGRA FOODS INC	COM	205887102	712	28640	SH	DEFINED	1
			17	700	SH	DEFINED	15
			358	14420	SH	DEFINED	19
			960	38650	SH	DEFINED	85
			2048	82410			

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PAGE 38 OF 151		FORM 13F NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
CONCORD CAMERA CORP	COM	206156101	1068	229260	SH		DEFINED	85
			1068	229260				
CONCORD EFS INC	COM	206197105	1945	122493	SH		DEFINED	1
			16	1000	SH		DEFINED	10
			128	8087	SH		DEFINED	19
			797	50200	SH		DEFINED	85
			2887	181780				

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CONCURRENT COMPUTER CORP NEW	COM	206710204	5 31 ----- 35	2000 13500 ----- 15500	SH SH	DEFINED 1 DEFINED 2
CONEXANT SYSTEMS INC	COM	207142100	12 1 1 46 ----- 60	10620 1000 1000 41806 ----- 54426	SH SH SH SH	DEFINED 1 DEFINED 5 DEFINED 10 DEFINED 19
CONMED CORP	COM	207410101	1511 ----- 1511	75000 ----- 75000	SH	DEFINED 85
CONOCOPHILLIPS	COM	20825C104	13737 2330 1270 132 271 2221 11195 ----- 31156	297086 50383 27456 2853 5862 48041 242115 ----- 673796	SH SH SH SH SH SH SH	DEFINED 1 DEFINED 15 DEFINED 2 DEFINED 5 DEFINED 10 DEFINED 19 DEFINED 85
CONSOLIDATED EDISON INC	COM	209115104	246 8 15 780 1299 ----- 2349	6119 210 376 19387 32300 ----- 58392	SH SH SH SH SH	DEFINED 1 DEFINED 15 DEFINED 10 DEFINED 19 DEFINED 85

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		FORM 13F						
PAGE 39 OF 151		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
-----	-----	-----	-----	-----	---	----	-----	-----
CONSTELLATION ENERGY GROUP I	COM	210371100	88 15 84 293 ----- 479	3550 600 3370 11800 ----- 19320	SH SH SH SH		DEFINED 1 DEFINED 15 DEFINED 19 DEFINED 85	
CONVERGYS CORP	COM	212485106	14764 95 24 547	982310 6350 1620 36386	SH SH SH SH		DEFINED 1 DEFINED 15 DEFINED 2 DEFINED 5	

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			11	750	SH	DEFINED	10
			321	21361	SH	DEFINED	19
			186	12400	SH	DEFINED	85
			-----	-----			
			15950	1061177			
COOPER COS INC	COM NEW	216648402	3938	75000	SH	DEFINED	85
			-----	-----			
			3938	75000			
COOPER TIRE & RUBR CO	COM	216831107	908	56241	SH	DEFINED	1
			45	2800	SH	DEFINED	19
			92	5700	SH	DEFINED	85
			-----	-----			
			1045	64741			
COORS ADOLPH CO	CL B	217016104	62	1100	SH	DEFINED	1
			170	3020	SH	DEFINED	19
			490	8700	SH	DEFINED	85
			-----	-----			
			722	12820			
COPART INC	COM	217204106	32	2950	SH	DEFINED	2
			1356	125000	SH	DEFINED	85
			-----	-----			
			1388	127950			
CORINTHIAN COLLEGES INC	COM	218868107	68	1800	SH	DEFINED	2
			3774	100000	SH	DEFINED	85
			-----	-----			
			3842	101800			

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PAGE 40 OF 151 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
CORN PRODS INTL INC	COM	219023108	188	6522	SH		DEFINED	1
			3	100	SH		DEFINED	15
			69	2387	SH		DEFINED	19
			-----	-----				
			259	9009				
CORNING INC	COM	219350105	407	254665	SH		DEFINED	1
			79	49545	SH		DEFINED	15
			208	129845	SH		DEFINED	2
			2	1299	SH		DEFINED	5
			7	4190	SH		DEFINED	10
			160	99920	SH		DEFINED	19
			708	442800	SH		DEFINED	85
			-----	-----				
			1572	982264				

CORPORATE

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EXECUTIVE BRD CO	COM	21988R102	34 3569 ----- 3603	1200 125000 ----- 126200	SH SH	DEFINED 2 DEFINED 85
CORPORATE HIGH YIELD FD INC	COM	219914108	71 ----- 71	10300 ----- 10300	SH	DEFINED 10
COSTCO WHSL CORP NEW	COM	22160K105	86 11 248 1858 ----- 2204	2670 350 7663 57400 ----- 68083	SH SH SH SH	DEFINED 1 DEFINED 2 DEFINED 19 DEFINED 85
COUNTRYWIDE CR INDS INC DEL	COM	222372104	270 57 420 ----- 746	5719 1200 8900 ----- 15819	SH SH SH	DEFINED 1 DEFINED 19 DEFINED 85
CRANE CO	COM	224399105	838 85 ----- 924	42434 4325 ----- 46759	SH SH	DEFINED 19 DEFINED 85
CREDENCE SYS CORP	COM	225302108	866 ----- 866	100000 ----- 100000	SH	DEFINED 85

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		FORM 13F						
PAGE 41 OF 151		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
-----	-----	-----	-----	-----	---	----	-----	-----
CREE INC	COM	225447101	2205 150 82 98 221 4588 ----- 7342	176360 12000 6532 7800 17700 367000 ----- 587392	SH SH SH SH SH SH		DEFINED 1 DEFINED 15 DEFINED 2 DEFINED 10 DEFINED 19 DEFINED 85	
CROWN CASTLE INTL CORP	COM	228227104	737 ----- 737	339600 ----- 339600	SH		DEFINED 85	

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CUBIC CORP	COM	229669106	1	60	SH	DEFINED	1
			1020	60000	SH	DEFINED	85
			-----	-----			
			1021	60060			
CUTTER & BUCK INC	COM	232217109	1	300	SH	DEFINED	1
			181	61200	SH	DEFINED	85
			-----	-----			
			182	61500			
CYMER INC	COM	232572107	2	100	SH	DEFINED	15
			2	100	SH	DEFINED	19
			1957	105000	SH	DEFINED	85
			-----	-----			
			1961	105200			
CYPRESS SEMICONDUCTOR CORP	COM	232806109	820	125000	SH	DEFINED	85
			-----	-----			
			820	125000			
DNP SELECT INCOME FD COM		23325P104	93	9290	SH	DEFINED	1
			64	6397	SH	DEFINED	15
			4	414	SH	DEFINED	5
			274	27510	SH	DEFINED	19
			-----	-----			
			435	43611			

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PAGE		FORM 13F		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP				
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
-----	-----	-----	-----	-----	-----	-----	-----	-----
DPL INC	COM	233293109	2852	173346	SH	DEFINED	1	
			75	4545	SH	DEFINED	15	
			8	504	SH	DEFINED	2	
			129	7812	SH	DEFINED	5	
			50	3061	SH	DEFINED	19	
			-----	-----				
			3113	189268				
DTE ENERGY CO	COM	233331107	248	6104	SH	DEFINED	1	
			15	358	SH	DEFINED	15	
			1271	31217	SH	DEFINED	19	
			1152	28300	SH	DEFINED	85	
			-----	-----				
			2685	65979				
DANA CORP	COM	235811106	477	36431	SH	DEFINED	1	
			5	400	SH	DEFINED	15	
			33	2515	SH	DEFINED	19	
			139	10632	SH	DEFINED	85	
			-----	-----				
			654	49978				



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DANAHER CORP DEL	COM	235851102	3779	66469	SH	DEFINED 1
			1025	18035	SH	DEFINED 15
			1300	22875	SH	DEFINED 2
			145	2550	SH	DEFINED 10
			2273	39986	SH	DEFINED 19
			3206	56400	SH	DEFINED 85
			-----	-----		
			11729	206315		
DARDEN RESTAURANTS INC	COM	237194105	339	13969	SH	DEFINED 1
			61	2517	SH	DEFINED 19
			301	12400	SH	DEFINED 85
			-----	-----		
			700	28886		
DATUM INC	COM	238208102	33	4500	SH	DEFINED 1
			1225	168000	SH	DEFINED 85
			-----	-----		
			1258	172500		
DEAN FOODS CO NEW	COM	242370104	6	150	SH	DEFINED 1
			225	5663	SH	DEFINED 19
			-----	-----		
			231	5813		

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PAGE 43 OF 151 NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
DEERE & CO	COM	244199105	533	11721	SH		DEFINED 1	
			57	1248	SH		DEFINED 15	
			19	420	SH		DEFINED 2	
			3	55	SH		DEFINED 5	
			216	4756	SH		DEFINED 19	
			777	17100	SH		DEFINED 85	
			-----	-----				
			1604	35300				
DELL COMPUTER CORP	COM	247025109	4373	186015	SH		DEFINED 1	
			46	1964	SH		DEFINED 15	
			231	9812	SH		DEFINED 2	
			75	3170	SH		DEFINED 5	
			305	12959	SH		DEFINED 10	
			1860	79117	SH		DEFINED 19	
			8569	364500	SH		DEFINED 85	

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			-----	-----		
			15459	657537		
DELPHI CORP	COM	247126105	78	9111	SH	DEFINED 1
			7	841	SH	DEFINED 15
			5	537	SH	DEFINED 5
			229	26816	SH	DEFINED 19
			614	71809	SH	DEFINED 85
			-----	-----		
			933	109114		
DELPHI FINL GROUP INC	CL A	247131105	1821	50000	SH	DEFINED 85
			-----	-----		
			1821	50000		
DELUXE CORP	COM	248019101	2201	48841	SH	DEFINED 19
			216	4800	SH	DEFINED 85
			-----	-----		
			2417	53641		
DENTSPLY INTL INC NEW	COM	249030107	78	1950	SH	DEFINED 1
			4	92	SH	DEFINED 5
			121	3000	SH	DEFINED 19
			-----	-----		
			203	5042		
DEVON ENERGY CORP NEW	DEB	25179MAA1	2910	30000	SH	DEFINED 19
	4.900% 8		-----	-----		
			2910	30000		

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		FORM 13F						
PAGE 44 OF 151		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS
-----	-----	-----	-----	-----	---	---	-----	-----
DEVON ENERGY CORP NEW	COM	25179M103	13	260	SH		DEFINED	15
			350	7260	SH		DEFINED	19
			1245	25800	SH		DEFINED	85
			-----	-----				
			1608	33320				
DIAGNOSTIC PRODS CORP	COM	252450101	16	348	SH		DEFINED	19
			4600	100000	SH		DEFINED	85
			-----	-----				
			4616	100348				
DIAMONDS TR	UNIT SER 1	252787106	335	4408	SH		DEFINED	19

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			-----	-----		
			335	4408		
DIEBOLD INC	COM	253651103	543	16491 SH	DEFINED	1
			343	10425 SH	DEFINED	19
			2469	75000 SH	DEFINED	85
			-----	-----		
			3355	101916		
DIONEX CORP	COM	254546104	1917	75000 SH	DEFINED	85
			-----	-----		
			1917	75000		
	COM					
DISNEY WALT CO	DISNEY	254687106	9806	647689 SH	DEFINED	1
			1915	126463 SH	DEFINED	15
			899	59376 SH	DEFINED	2
			101	6682 SH	DEFINED	5
			51	3390 SH	DEFINED	10
			2961	195585 SH	DEFINED	19
			10847	716450 SH	DEFINED	85
			-----	-----		
			26580	1755635		
DOCUMENTUM INC	COM	256159104	1444	125000 SH	DEFINED	85
			-----	-----		
			1444	125000		
DOLLAR GEN CORP	COM	256669102	522	38869 SH	DEFINED	1
			14	1028 SH	DEFINED	15
			107	8000 SH	DEFINED	2
			321	23933 SH	DEFINED	85
			-----	-----		
			964	71830		

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PAGE		SEC NO 28-539		FORM 13F		AS OF 10/31/07		MANAGER: FIFTH THIRD BANCORP	
NAME OF I	OTHER MANAGERS	SOLE	VOTING AUTHORITY SHARED	NONE)	SHARES/ PRN	SH/ PRN	PUT/ CALL	INVTMT DCRETN	OTHER MANAGERS
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
DOMINION RES		COM	25746U109	2962	58392 SH			DEFINED	1
INC VA NEW				66	1308 SH			DEFINED	15
				8	164 SH			DEFINED	5
				802	15803 SH			DEFINED	19
				2885	56867 SH			DEFINED	85
				-----	-----				
				6723	132534				
DONNELLEY R R		COM	257867101	774	32931 SH			DEFINED	1
& SONS CO				24	1000 SH			DEFINED	15
				59	2500 SH			DEFINED	2
				5	200 SH			DEFINED	19

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			190	8100 SH	DEFINED 85
			-----	-----	
			1052	44731	
DOVER CORP	COM	260003108	2656	104644 SH	DEFINED 1
			113	4445 SH	DEFINED 19
			371	14600 SH	DEFINED 85
			-----	-----	
			3139	123689	
DOW CHEM CO	COM	260543103	3907	143064 SH	DEFINED 1
			743	27209 SH	DEFINED 15
			895	32780 SH	DEFINED 2
			44	1620 SH	DEFINED 10
			1601	58616 SH	DEFINED 19
			8361	306154 SH	DEFINED 85
			-----	-----	
			15551	569443	
DOW JONES & CO INC	COM	260561105	107	2793 SH	DEFINED 1
			1	28 SH	DEFINED 5
			15	400 SH	DEFINED 19
			234	6100 SH	DEFINED 85
			-----	-----	
			358	9321	
DOWNEY FINL CORP	COM	261018105	976	28500 SH	DEFINED 85
			-----	-----	
			976	28500	

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
-----	-----	-----	-----	-----	---	---	-----	---
DU PONT E I								
DE NEMOURS & CO	COM	263534109	14750	408914	SH		DEFINED 1	
			814	22575	SH		DEFINED 15	
			183	5085	SH		DEFINED 2	
			6	157	SH		DEFINED 5	
			338	9377	SH		DEFINED 10	
			2433	67460	SH		DEFINED 19	
			5476	151820	SH		DEFINED 85	
			-----	-----				
			24001	665388				
DUANE READE INC	COM	263578106	1600	100000	SH		DEFINED 85	
			-----	-----				
			1600	100000				
DUKE ENERGY CORP	COM	264399106	9247	472969	SH		DEFINED 1	
			1280	65448	SH		DEFINED 15	
			300	15350	SH		DEFINED 2	
			50	2556	SH		DEFINED 5	

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			2	120	SH	DEFINED	10
			1718	87884	SH	DEFINED	19
			2733	139812	SH	DEFINED	85
			-----	-----			
			15330	784139			
DUKE REALTY CORP	COM NEW	264411505	276	11193	SH	DEFINED	1
			5	200	SH	DEFINED	15
			7	298	SH	DEFINED	5
			20	800	SH	DEFINED	10
			162	6600	SH	DEFINED	19
			-----	-----			
			470	19091			
DUN & BRADSTREET CORP DEL NE	COM	26483E100	192	5725	SH	DEFINED	1
			116	3444	SH	DEFINED	19
			-----	-----			
			308	9169			
DYNEGY INC NEW	CL A	26816Q101	3	2500	SH	DEFINED	1
			2	2024	SH	DEFINED	15
			1	600	SH	DEFINED	2
			3	2299	SH	DEFINED	19
			32	28000	SH	DEFINED	85
			-----	-----			
			41	35423			

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		FORM 13F						
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
-----	-----	-----	-----	-----	---	----	-----	-----
E M C CORP MASS	COM	268648102	4503	985324	SH		DEFINED	1
			32	7100	SH		DEFINED	15
			399	87342	SH		DEFINED	2
			15	3319	SH		DEFINED	5
			115	25220	SH		DEFINED	10
			877	191960	SH		DEFINED	19
			1717	375700	SH		DEFINED	85
			-----	-----				
			7659	1675965				
EOG RES INC	COM	26875P101	27	763	SH		DEFINED	19
			298	8300	SH		DEFINED	85
			-----	-----				
			326	9063				
E TRADE GROUP INC	COM	269246104	21	4710	SH		DEFINED	19
			1357	305000	SH		DEFINED	85
			-----	-----				
			1378	309710				

EAST WEST

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BANCORP INC	COM	27579R104	2532	75000	SH	DEFINED 85
			-----	-----		
			2532	75000		
EASTMAN CHEM CO	COM	277432100	4	100	SH	DEFINED 1
			14	355	SH	DEFINED 15
			38	1000	SH	DEFINED 2
			67	1766	SH	DEFINED 19
			221	5800	SH	DEFINED 85
			-----	-----		
			344	9021		
EASTMAN KODAK CO	COM	277461109	296	10850	SH	DEFINED 1
			66	2429	SH	DEFINED 15
			8	300	SH	DEFINED 2
			1	51	SH	DEFINED 5
			285	10467	SH	DEFINED 19
			951	34900	SH	DEFINED 85
			-----	-----		
			1607	58997		
EATON CORP	COM	278058102	242	3798	SH	DEFINED 1
			353	5543	SH	DEFINED 19
			994	15600	SH	DEFINED 85
			-----	-----		
			1590	24941		

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		FORM 13F							
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
-----	-----	-----	-----	-----	---	----	-----	---	
EATON VANCE SR INCOME TR	SH BEN INT	27826S103	1	200	SH		DEFINED 19		
			259	36400	SH		DEFINED 85		
			-----	-----					
			261	36600					
EATON VANCE CORP	COM NON VTG	278265103	2764	100000	SH		DEFINED 85		
			-----	-----					
			2764	100000					
EBAY INC	COM	278642103	1002	18968	SH		DEFINED 1		
			21	400	SH		DEFINED 15		
			18	350	SH		DEFINED 2		
			48	900	SH		DEFINED 19		
			1061	20100	SH		DEFINED 85		
			-----	-----					
			2150	40718					
ECHELON CORP	COM	27874N105	2	250	SH		DEFINED 1		
			1088	125000	SH		DEFINED 85		
			-----	-----					
			1090	125250					

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ECOLAB INC	COM	278865100	27327	654855	SH	DEFINED 1
			1911	45800	SH	DEFINED 15
			1175	28165	SH	DEFINED 2
			232	5555	SH	DEFINED 5
			19	445	SH	DEFINED 10
			1768	42365	SH	DEFINED 19
			16932	405750	SH	DEFINED 85
		-----	-----			
		49364	1182935			
EDELROCK CORP	COM	279434104	1186	112000	SH	DEFINED 85
			-----	-----		
			1186	112000		
EDISON INTL	COM	281020107	47	4700	SH	DEFINED 1
			18	1800	SH	DEFINED 15
			94	9445	SH	DEFINED 19
			234	23400	SH	DEFINED 85
			-----	-----		
		393	39345			

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		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	M
-----	-----	-----	-----	-----	---	---	-----	---
EDWARDS AG INC	COM	281760108	5105	159635	SH		DEFINED 1	
			651	20356	SH		DEFINED 15	
			319	9960	SH		DEFINED 2	
			29	900	SH		DEFINED 5	
			94	2950	SH		DEFINED 10	
			269	8420	SH		DEFINED 19	
			9130	285500	SH		DEFINED 85	
		-----	-----					
			15597	487721				
EFUNDS CORP	COM	28224R101	264	28162	SH		DEFINED 19	
			-----	-----				
			264	28162				
1838 BD-DEB TRADING FD	COM	282520105	7	349	SH		DEFINED 19	
			2553	127000	SH		DEFINED 85	
			-----	-----				
			2560	127349				
EL PASO CORP	COM	28336L109	183	22188	SH		DEFINED 1	
			57	6854	SH		DEFINED 15	
			1	85	SH		DEFINED 2	
			163	19752	SH		DEFINED 19	
			657	79495	SH		DEFINED 85	
			-----	-----				
			1062	128374				

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ELECTRO SCIENTIFIC INDS	COM	285229100	1854	125000	SH	DEFINED 85
			-----	-----		
			1854	125000		
ELECTRONIC ARTS INC	COM	285512109	28	430	SH	DEFINED 1
			50	752	SH	DEFINED 19
			653	9900	SH	DEFINED 85
			-----	-----		
			731	11082		
ELECTRONIC DATA SYS NEW	COM	285661104	107	7662	SH	DEFINED 1
			21	1536	SH	DEFINED 15
			2	147	SH	DEFINED 2
			1	104	SH	DEFINED 5
			155	11056	SH	DEFINED 19
			858	61400	SH	DEFINED 85
			-----	-----		
			1145	81905		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS
-----	-----	-----	-----	-----	---	---	-----	-----
ELECTRONICS BOUTIQUE HLDGS C	COM	286045109	2	55	SH		DEFINED 1	
			3	100	SH		DEFINED 19	
			2745	100000	SH		DEFINED 85	
			-----	-----				
			2749	100155				
EMBREX INC	COM	290817105	14	1250	SH		DEFINED 2	
			833	75000	SH		DEFINED 85	
			-----	-----				
			846	76250				
EMERSON ELEC CO	COM	291011104	69877	1590271	SH		DEFINED 1	
			3428	78008	SH		DEFINED 15	
			3104	70632	SH		DEFINED 2	
			333	7585	SH		DEFINED 5	
			477	10850	SH		DEFINED 10	
			4011	91282	SH		DEFINED 19	
			29276	666265	SH		DEFINED 85	
			-----	-----				
			110504	2514893				
ENCOMPASS SVCS CORP	COM	29255U104	1	10122	SH		DEFINED 1	
			3	20763	SH		DEFINED 19	
			-----	-----				
			4	30885				



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ENERGEN CORP	COM	29265N108	9	350	SH	DEFINED	1
			15	600	SH	DEFINED	19
			2531	100000	SH	DEFINED	85
			-----	-----			
			2555	100950			
ENGELHARD CORP	COM	292845104	80	3342	SH	DEFINED	1
			223	9337	SH	DEFINED	85
			-----	-----			
			302	12679			
ENGINEERED SUPPORT SYS INC	COM	292866100	11	200	SH	DEFINED	1
			46	800	SH	DEFINED	2
			2852	50000	SH	DEFINED	85
			-----	-----			
			2909	51000			
ENESCO GROUP INC	COM	292973104	249	35500	SH	DEFINED	85
			-----	-----			
			249	35500			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS
ENERGY CORP NEW	COM	29364G103	133	3191	SH		DEFINED	1
			109	2613	SH		DEFINED	15
			225	5399	SH		DEFINED	19
			1335	32100	SH		DEFINED	85
			-----	-----				
			1801	43303				
ENTRUST INC	COM	293848107	45	14250	SH		DEFINED	1
			5	1600	SH		DEFINED	19
			-----	-----				
			50	15850				
EQUIFAX INC	COM	294429105	443	20400	SH		DEFINED	1
			43	2000	SH		DEFINED	15
			209	9600	SH		DEFINED	2
			693	31855	SH		DEFINED	19
			226	10400	SH		DEFINED	85
			-----	-----				
			1614	74255				
EQUITABLE RES INC	COM	294549100	260	7520	SH		DEFINED	1
			41	1200	SH		DEFINED	5
			-----	-----				
			301	8720				
EQUITY OFFICE								

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PROPERTIES TRU	COM	294741103	238	9200	SH	DEFINED 1
			20	791	SH	DEFINED 5
			26	1000	SH	DEFINED 19
			775	30000	SH	DEFINED 85
			-----	-----		
			1058	40991		
EQUITY RESIDENTIAL	SH BEN INT	29476L107	127	5300	SH	DEFINED 1
			272	11342	SH	DEFINED 19
			472	19700	SH	DEFINED 85
			-----	-----		
			870	36342		
EQUITY RESIDENTIAL	PFD CV 1/10 G	29476L859	1732	74000	SH	DEFINED 85
			-----	-----		
			1732	74000		
EQUUS II INC	COM	294766100	854	132600	SH	DEFINED 85
			-----	-----		
			854	132600		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
-----	-----	-----	-----	-----	---	---	-----	-----
ERICSSON L M TEL CO	ADR CL B SEK10	294821400	3	9600	SH		DEFINED 1	
			63	175650	SH		DEFINED 19	
			-----	-----				
			67	185250				
ESTERLINE TECHNOLOGIES CORP	COM	297425100	92	5500	SH		DEFINED 1	
			1664	100000	SH		DEFINED 85	
			-----	-----				
			1756	105500				
ETHYL CORP	COM NEW	297659609	225	77000	SH		DEFINED 85	
			-----	-----				
			225	77000				
EXELON CORP	COM	30161N101	88	1851	SH		DEFINED 1	
			95	1990	SH		DEFINED 15	
			14	300	SH		DEFINED 5	
			1553	32701	SH		DEFINED 19	
			2506	52762	SH		DEFINED 85	
-----	-----							
			4256	89604				
EXXON MOBIL CORP	COM	30231G102	176916	5545949	SH		DEFINED 1	
			12674	397311	SH		DEFINED 15	

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			5249	164559	SH	DEFINED	2
			1267	39717	SH	DEFINED	5
			2707	84860	SH	DEFINED	10
			28687	899282	SH	DEFINED	19
			52464	1644625	SH	DEFINED	85
			-----	-----			
			279964	8776303			
FBL FINL GROUP INC	CL A	30239F106	1845	100000	SH	DEFINED	85
			-----	-----			
			1845	100000			
FPL GROUP INC	COM	302571104	1269	23595	SH	DEFINED	1
			1180	21942	SH	DEFINED	15
			169	3150	SH	DEFINED	2
			8	150	SH	DEFINED	5
			882	16400	SH	DEFINED	10
			2226	41378	SH	DEFINED	19
			1560	29000	SH	DEFINED	85
			-----	-----			
			7296	135615			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
-----	-----	-----	-----	-----	---	---	-----	-----
FTI CONSULTING INC	COM	302941109	2982	75000	SH		DEFINED	85
			-----	-----				
			2982	75000				
FACTSET RESH SYS INC	COM	303075105	45	1700	SH		DEFINED	2
			2655	100000	SH		DEFINED	85
			-----	-----				
			2700	101700				
FAMILY DLR STORES INC	COM	307000109	56	2100	SH		DEFINED	1
			333	12400	SH		DEFINED	85
			-----	-----				
			390	14500				
FASTENAL CO	COM	311900104	6207	196560	SH		DEFINED	1
			432	13680	SH		DEFINED	15
			45	1410	SH		DEFINED	2
			65	2045	SH		DEFINED	5
			199	6305	SH		DEFINED	19
			11020	348955	SH		DEFINED	85
			-----	-----				
			17968	568955				
FEDERAL HOME LN MTG CORP	COM	313400301	44513	796295	SH		DEFINED	1

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1296	23185	SH	DEFINED	15
1313	23497	SH	DEFINED	2
859	15372	SH	DEFINED	5
593	10610	SH	DEFINED	10
978	17490	SH	DEFINED	19
19301	345275	SH	DEFINED	85
-----	-----			
68853	1231724			

FEDERAL									
NATL MTG ASSN	COM	313586109	22447	377009	SH		DEFINED	1	
			1107	18593	SH		DEFINED	15	
			394	6625	SH		DEFINED	2	
			110	1849	SH		DEFINED	5	
			622	10450	SH		DEFINED	10	
			4218	70841	SH		DEFINED	19	
			9059	152150	SH		DEFINED	85	
			-----	-----					
			37958	637517					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
-----	-----	-----	-----	-----	-----	-----	-----	-----
FEDERAL SIGNAL CORP	COM	313855108	71	3866	SH		DEFINED	1
			37	2000	SH		DEFINED	2
			70	3814	SH		DEFINED	19
			2763	150000	SH		DEFINED	85
			-----	-----				
			2941	159680				
FEDERATED DEPT STORES INC DE	COM	31410H101	286	9710	SH		DEFINED	1
			132	4485	SH		DEFINED	19
			883	30000	SH		DEFINED	85
			-----	-----				
			1301	44195				
FEDEX CORP	COM	31428X106	1781	35579	SH		DEFINED	1
			50	1000	SH		DEFINED	15
			409	8160	SH		DEFINED	19
			2324	46420	SH		DEFINED	85
			-----	-----				
			4564	91159				
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	212	10000	SH		DEFINED	85
			-----	-----				
			212	10000				
FIDELITY NATL FINL INC	COM	316326107	1437	50000	SH		DEFINED	85
			-----	-----				

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			1437	50000			
FIFTH THIRD BANCORP	COM	316773100	1113239	18181259	SH	DEFINED	1
			176996	2890679	SH	DEFINED	15
			3642	59480	SH	DEFINED	2
			22805	372452	SH	DEFINED	5
			6108	99763	SH	DEFINED	10
			213716	3490373	SH	DEFINED	19
			4219	68912	SH	DEFINED	85
			-----	-----			
			1540726	25162918			
FILENET CORP	COM	316869106	1553	150000	SH	DEFINED	85
			-----	-----			
			1553	150000			
FINANCIAL FED CORP	COM	317492106	45	1400	SH	DEFINED	2
			2389	75000	SH	DEFINED	85
			-----	-----			
			2433	76400			

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PAGE 55 OF 151		FORM 13F NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA
-----	-----	-----	-----	-----	-----	-----	-----	-----
FINISAR	COM	31787A101	1	1500	SH		DEFINED	19
			72	105000	SH		DEFINED	85
			-----	-----				
			73	106500				
FIRST AMERN CORP CALIF	COM	318522307	1532	75000	SH		DEFINED	85
			-----	-----				
			1532	75000				
FIRST BANCORP P R	COM	318672102	3812	100000	SH		DEFINED	85
			-----	-----				
			3812	100000				
FIRST CTZNS BANC CORP	COM NO PAR	319459202	794	34540	SH		DEFINED	1
			-----	-----				
			794	34540				
FIRST COMWLTH FINL CORP PA	COM	319829107	1859	150000	SH		DEFINED	85
			-----	-----				
			1859	150000				
FIRST DATA CORP	COM	319963104	5508	197073	SH		DEFINED	1
			57	2030	SH		DEFINED	2
			26	920	SH		DEFINED	5
			28	1000	SH		DEFINED	10

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			2241	80171	SH	DEFINED	19
			3234	115700	SH	DEFINED	85
			-----	-----			
			11093	396894			
FIRST FINL BANCORP OH	COM	320209109	363	20374	SH	DEFINED	1
			263	14768	SH	DEFINED	19
			-----	-----			
			626	35142			
FIRST IND CORP	COM	32054R108	1445	78842	SH	DEFINED	15
			57	3135	SH	DEFINED	19
			-----	-----			
			1503	81977			
FIRST MIDWEST BANCORP DEL	COM	320867104	1141	42474	SH	DEFINED	19
			3358	125000	SH	DEFINED	85
			-----	-----			
			4498	167474			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS
-----	-----	-----	-----	-----	---	---	-----	-----
FIRST REP BK SAN FRANCISCO	COM	336158100	1088	50000	SH		DEFINED	85
			-----	-----				
			1088	50000				
FIRST TENN NATL CORP	COM	337162101	42362	1221853	SH		DEFINED	1
			1349	38911	SH		DEFINED	15
			613	17680	SH		DEFINED	2
			650	18760	SH		DEFINED	5
			101	2900	SH		DEFINED	10
			379	10935	SH		DEFINED	19
			15324	442000	SH		DEFINED	85
			-----	-----				
			60778	1753039				
FISERV INC	COM	337738108	13802	491537	SH		DEFINED	1
			125	4456	SH		DEFINED	15
			186	6640	SH		DEFINED	2
			113	4025	SH		DEFINED	5
			73	2587	SH		DEFINED	10
			460	16394	SH		DEFINED	19
			11469	408450	SH		DEFINED	85
			-----	-----				
			26229	934089				
FIRSTFED FINL CORP	COM	337907109	2189	85000	SH		DEFINED	85

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			-----	-----			
			2189	85000			
FIRSTENERGY CORP	COM	337932107	321	10747	SH	DEFINED	1
			48	1594	SH	DEFINED	15
			3	101	SH	DEFINED	2
			382	12781	SH	DEFINED	19
			1340	44820	SH	DEFINED	85
			-----	-----			
			2094	70043			
FLEETBOSTON FINL CORP	COM	339030108	1601	78743	SH	DEFINED	1
			327	16085	SH	DEFINED	15
			280	13780	SH	DEFINED	2
			19	915	SH	DEFINED	5
			25	1210	SH	DEFINED	10
			534	26266	SH	DEFINED	19
			5973	293787	SH	DEFINED	85
			-----	-----			
			8758	430786			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGER
-----	-----	-----	-----	-----	---	----	-----	-----
FLEMING COS INC	COM	339130106	700	140000	SH		DEFINED	85
			-----	-----				
			700	140000				
FLORIDA EAST COAST INDS	CL B	340632207	2327	106000	SH		DEFINED	85
			-----	-----				
			2327	106000				
FLOW INTL CORP	COM	343468104	699	216300	SH		DEFINED	85
			-----	-----				
			699	216300				
FOOT LOCKER INC	COM	344849104	19	1896	SH		DEFINED	1
			4	400	SH		DEFINED	15
			3	269	SH		DEFINED	19
			1798	180000	SH		DEFINED	85
			-----	-----				
			1824	182565				
FORD MTR CO DEL	COM PAR \$0.01	345370860	321	32706	SH		DEFINED	1
			262	26742	SH		DEFINED	15
			1	108	SH		DEFINED	2
			10	1014	SH		DEFINED	5
			27	2800	SH		DEFINED	10
			1901	194015	SH		DEFINED	19

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			2725	278103	SH	DEFINED	85
			-----	-----			
			5248	535488			
FORD	PFD TR						
MTR CO CAP TR II	CV6.5%	345395206	36	900	SH	DEFINED	1
			865	21466	SH	DEFINED	19
			403	10000	SH	DEFINED	85
			-----	-----			
			1304	32366			
FOREST LABS INC	COM	345838106	11942	145610	SH	DEFINED	1
			1669	20345	SH	DEFINED	15
			1732	21116	SH	DEFINED	2
			726	8850	SH	DEFINED	5
			172	2100	SH	DEFINED	10
			3833	46736	SH	DEFINED	19
			15902	193900	SH	DEFINED	85
			-----	-----			
			35974	438657			

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PAGE 58 OF 151		FORM 13F NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS	
-----	-----	-----	-----	-----	---	----	-----	-----	
FORTUNE BRANDS INC	COM	349631101	1252	26465	SH		DEFINED	1	
			28	600	SH		DEFINED	15	
			142	3000	SH		DEFINED	2	
			785	16605	SH		DEFINED	19	
			2402	50800	SH		DEFINED	85	
			-----	-----					
			4609	97470					
4 KIDS ENTMT INC	COM	350865101	339	14278	SH		DEFINED	19	
			-----	-----					
			339	14278					
FRANKLIN ELEC INC	COM	353514102	1650	38604	SH		DEFINED	19	
			-----	-----					
			1650	38604					
FRANKLIN RES INC	COM	354613101	59	1894	SH		DEFINED	1	
			6	200	SH		DEFINED	19	
			585	18800	SH		DEFINED	85	
			-----	-----					
			650	20894					
FREEPORT-MCMORAN COPPER & GO	CL B	35671D857	23	1684	SH		DEFINED	1	
			49	3623	SH		DEFINED	19	
			147	10900	SH		DEFINED	85	
			-----	-----					
			218	16207					



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FRIEDMAN BILLINGS RAMSEY GRO	CL A	358433100	658 ----- 658	65000 SH ----- 65000	DEFINED 85
FROZEN FOOD EXPRESS INDS INC	COM	359360104	127 ----- 127	63836 SH ----- 63836	DEFINED 85
GATX CORP	COM	361448103	1574 54 37 48 ----- 1713	79520 SH 2750 SH 1850 SH 2415 SH ----- 86535	DEFINED 1 DEFINED 15 DEFINED 2 DEFINED 19

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PAGE 59 OF 151		FORM 13F NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA	
GABELLI EQUITY TR INC	COM	362397101	179 49 12 64 ----- 304	25334 SH 7000 SH 1762 SH 9012 SH ----- 43108		DEFINED 1 DEFINED 15 DEFINED 10 DEFINED 19			
GALLAGHER ARTHUR J & CO	COM	363576109	123 1233 ----- 1356	5000 SH 50000 SH ----- 55000		DEFINED 19 DEFINED 85			
GALLAHER GROUP PLC	SPONSORED ADR	363595109	539 215 ----- 755	14077 SH 5623 SH ----- 19700		DEFINED 1 DEFINED 19			
GALYANS TRADING INC	COM	36458R101	1 25 751 ----- 776	70 SH 2500 SH 75000 SH ----- 77570		DEFINED 1 DEFINED 2 DEFINED 85			
GANNETT INC	COM	364730101	5519 222	76463 SH 3080 SH		DEFINED 1 DEFINED 15			

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			144	2000	SH	DEFINED	2
			87	1200	SH	DEFINED	5
			1694	23474	SH	DEFINED	19
			2786	38600	SH	DEFINED	85
			-----	-----			
			10453	144817			
GAP INC DEL	COM	364760108	26	2359	SH	DEFINED	1
			5	437	SH	DEFINED	15
			1	90	SH	DEFINED	5
			136	12522	SH	DEFINED	19
			675	62237	SH	DEFINED	85
			-----	-----			
			842	77645			
GATEWAY INC	COM	367626108	9	2900	SH	DEFINED	1
			4	1200	SH	DEFINED	15
			1	300	SH	DEFINED	19
			77	25900	SH	DEFINED	85
			-----	-----			
			90	30300			

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA	
	GENENTECH INC	COM NEW	368710406	883	27052	SH	DEFINED	1	
				1116	34200	SH	DEFINED	15	
				65	1999	SH	DEFINED	2	
				16	480	SH	DEFINED	10	
				68	2086	SH	DEFINED	19	
				-----	-----				
				2148	65817				
	GENERAL DYNAMICS CORP	COM	369550108	466	5735	SH	DEFINED	1	
				47	580	SH	DEFINED	15	
				8	100	SH	DEFINED	2	
				306	3767	SH	DEFINED	19	
				1179	14500	SH	DEFINED	85	
				-----	-----				
				2007	24682				
	GENERAL ELEC CO	COM	369604103	225394	9143772	SH	DEFINED	1	
				13992	567628	SH	DEFINED	15	
				7788	315957	SH	DEFINED	2	
				1877	76136	SH	DEFINED	5	
				2977	120782	SH	DEFINED	10	
				42402	1720159	SH	DEFINED	19	
				52773	2140890	SH	DEFINED	85	
				-----	-----				
				347204	14085324				
	GENERAL MLS INC	COM	370334104	2022	45510	SH	DEFINED	1	
				309	6947	SH	DEFINED	15	

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			22	500	SH	DEFINED	2
			512	11537	SH	DEFINED	19
			1599	36000	SH	DEFINED	85
			-----	-----			
			4464	100494			
GENERAL MTRS CORP	COM	370442105	2234	57419	SH	DEFINED	1
			404	10375	SH	DEFINED	15
			348	8956	SH	DEFINED	2
			31	806	SH	DEFINED	5
			235	6040	SH	DEFINED	10
			2430	62468	SH	DEFINED	19
			5328	136975	SH	DEFINED	85
			-----	-----			
			11010	283039			

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		FORM 13F						
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	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
	-----	-----	-----	-----	-----	-----	-----	-----
	GENERAL MTRS CORP	CL H NEW	370442832	94	10312	SH	DEFINED	1
				6	627	SH	DEFINED	15
				15	1617	SH	DEFINED	2
				1	78	SH	DEFINED	5
				121	13277	SH	DEFINED	19
				-----	-----			
				237	25911			
	GENESCO INC	COM	371532102	3	200	SH	DEFINED	5
				1035	75000	SH	DEFINED	85
				-----	-----			
				1038	75200			
	GENESIS MICROCHIP INC DEL	COM	37184C103	0	55	SH	DEFINED	1
				614	80000	SH	DEFINED	85
				-----	-----			
				614	80055			
	GENTEX CORP	COM	371901109	1563	57475	SH	DEFINED	1
				22	800	SH	DEFINED	2
				746	27450	SH	DEFINED	19
				4671	171800	SH	DEFINED	85
				-----	-----			
				7002	257525			
	GENUINE PARTS CO	COM	372460105	32	1050	SH	DEFINED	15
				199	6500	SH	DEFINED	2
				2242	73160	SH	DEFINED	19
				384	12525	SH	DEFINED	85
				-----	-----			
				2857	93235			
	GENZYME CORP	COM GENL DIV	372917104	10	465	SH	DEFINED	1
				27	1320	SH	DEFINED	19

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			437	21200	SH	DEFINED	85
			-----	-----			
			474	22985			
GEORGIA PAC CORP	COM	373298108	37	2797	SH	DEFINED	1
			10	760	SH	DEFINED	15
			47	3600	SH	DEFINED	2
			125	9585	SH	DEFINED	19
			217	16545	SH	DEFINED	85
			-----	-----			
			436	33287			

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PAGE	62 OF 151	FORM 13F						
		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA	
-----	-----	-----	-----	-----	-----	-----	-----	
GILLETTE CO	COM	375766102	13584	458921	SH	DEFINED	1	
			910	30745	SH	DEFINED	15	
			336	11352	SH	DEFINED	2	
			138	4654	SH	DEFINED	5	
			136	4600	SH	DEFINED	10	
			3351	113211	SH	DEFINED	19	
			7763	262279	SH	DEFINED	85	
			-----	-----				
			26219	885762				
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1421	36985	SH	DEFINED	1	
			209	5432	SH	DEFINED	15	
			8	200	SH	DEFINED	2	
			17	455	SH	DEFINED	10	
			267	6942	SH	DEFINED	19	
			-----	-----				
			1922	50014				
GLENBOROUGH RLTY TR INC	PFD CV SER A%	37803P204	1613	73000	SH	DEFINED	85	
			-----	-----				
			1613	73000				
GOLDEN WEST FINL CORP DEL	COM	381317106	284	4565	SH	DEFINED	19	
			690	11100	SH	DEFINED	85	
			-----	-----				
			974	15665				
GOLDMAN SACHS GROUP INC	COM	38141G104	52	787	SH	DEFINED	1	
			1	22	SH	DEFINED	5	
			7	100	SH	DEFINED	10	
			26	395	SH	DEFINED	19	
			2252	34100	SH	DEFINED	85	
			-----	-----				
			2338	35404				
GOODRICH CORP	COM	382388106	95	5002	SH	DEFINED	1	
			610	32300	SH	DEFINED	85	
			-----	-----				

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PAGE	63 OF 151	FORM 13F							
		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN			
GOODYEAR TIRE & RUBR CO	COM	382550101	863	97032	SH	DEFINED	1		
			128	14385	SH	DEFINED	15		
			441	49565	SH	DEFINED	2		
			15	1645	SH	DEFINED	5		
			23	2635	SH	DEFINED	10		
			258	29066	SH	DEFINED	19		
			781	87875	SH	DEFINED	85		
			-----	-----					
			2509	282203					
GRACO INC	COM	384109104	2480	100000	SH	DEFINED	85		
				-----	-----				
			2480	100000					
GRAINGER W W INC	COM	384802104	417	9790	SH	DEFINED	1		
			21	500	SH	DEFINED	5		
			48	1130	SH	DEFINED	19		
			285	6700	SH	DEFINED	85		
				-----	-----				
			771	18120					
GRANITE CONSTR INC	COM	387328107	1236	75000	SH	DEFINED	85		
				-----	-----				
			1236	75000					
GREAT LAKES CHEM CORP	COM	390568103	409	17048	SH	DEFINED	19		
			86	3600	SH	DEFINED	85		
				-----	-----				
			496	20648					
GREATER BAY BANCORP	COM	391648102	2274	125000	SH	DEFINED	85		
				-----	-----				
			2274	125000					
GUIDANT CORP	COM	401698105	8532	264068	SH	DEFINED	1		
			159	4930	SH	DEFINED	15		
			19	600	SH	DEFINED	2		
			60	1868	SH	DEFINED	5		
			89	2750	SH	DEFINED	10		
			534	16536	SH	DEFINED	19		
			1809	56000	SH	DEFINED	85		
				-----	-----				
			11204	346752					

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		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN		
	HCA INC	COM	404119109	208	4368	SH	DEFINED	1	
				48	1000	SH	DEFINED	15	
				21	450	SH	DEFINED	2	
				573	12040	SH	DEFINED	19	
				4068	85449	SH	DEFINED	85	
				4918	103307				
	HAEMONETICS CORP	COM	405024100	2966	125000	SH	DEFINED	85	
				2966	125000				
	HAGGAR CORP	COM	405173105	504	45900	SH	DEFINED	85	
				504	45900				
	HALLIBURTON CO	COM	406216101	542	41950	SH	DEFINED	1	
				9	700	SH	DEFINED	15	
				1	100	SH	DEFINED	2	
				8	600	SH	DEFINED	10	
				45	3467	SH	DEFINED	19	
				404	31300	SH	DEFINED	85	
				1008	78117				
	JOHN HANCOCK BK & THRIFT OPP	SH BEN INT	409735107	3382	445000	SH	DEFINED	85	
				3382	445000				
	HANCOCK JOHN INCOME SECS TR	COM	410123103	15	1000	SH	DEFINED	1	
				161	10714	SH	DEFINED	19	
				176	11714				
	HANCOCK JOHN FINL SVCS INC	COM	41014S106	251	9035	SH	DEFINED	1	
				14	500	SH	DEFINED	15	
				153	5491	SH	DEFINED	19	
				1093	39300	SH	DEFINED	85	
				1510	54326				
	HANOVER COMPRESSOR CO	COM	410768105	623	75000	SH	DEFINED	85	
				623	75000				

PAGE	65 OF 151	FORM 13F							
		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	SH	CALL	DSCRETN	MA
HARKEN ENERGY CORP	COM NEW	412552309	105	390000				DEFINED	85
			105	390000					
HARLAND JOHN H CO	COM	412693103	1708	62900				DEFINED	85
			1708	62900					
HARLEY DAVIDSON INC	COM	412822108	17415	374918				DEFINED	1
			1287	27700				DEFINED	15
			2610	56182				DEFINED	2
			329	7085				DEFINED	5
			102	2200				DEFINED	10
			4349	93635				DEFINED	19
			14525	312700				DEFINED	85
			40617	874420					
HARMAN INTL INDS INC	COM	413086109	2	45				DEFINED	1
			3881	75000				DEFINED	85
			3884	75045					
HARRAHS ENTMT INC	COM	413619107	145	3000				DEFINED	1
			7	150				DEFINED	19
			395	8200				DEFINED	85
			547	11350					
HARRIS CORP DEL	COM	413875105	17	500				DEFINED	1
			33	1000				DEFINED	19
			2177	65000				DEFINED	85
			2227	66500					
HARTFORD FINL SVCS GROUP INC	COM	416515104	1142	27843				DEFINED	1
			524	12770				DEFINED	15
			270	6575				DEFINED	2
			23	550				DEFINED	10
			381	9302				DEFINED	19
			4567	111395				DEFINED	85
			6906	168435					

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PAGE		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP		FORM 13F					
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	AMT	SH/ PUT/ PRN	CALL	INVSTMT DSCRETN	O MA
HARTMARX CORP	COM	417119104	666	340000				DEFINED	85
			666	340000					

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HASBRO INC	COM	418056107	1	130	SH	DEFINED	1		
			7	600	SH	DEFINED	2		
			2	175	SH	DEFINED	5		
			138	12400	SH	DEFINED	85		
			-----		148	13305			
HEALTHSOUTH CORP	COM	421924101	79	19126	SH	DEFINED	1		
			34	8100	SH	DEFINED	19		
			294	70800	SH	DEFINED	85		
			-----		407	98026			
HEALTH MGMT ASSOC INC NEW	CL A	421933102	31	1535	SH	DEFINED	1		
			40	2000	SH	DEFINED	10		
			23	1125	SH	DEFINED	19		
			350	17300	SH	DEFINED	85		
			-----		444	21960			
HEALTH CARE REIT INC	COM	42217K106	493	18020	SH	DEFINED	1		
			28	1040	SH	DEFINED	19		
			-----		521	19060			
HEINZ H J CO	COM	423074103	2635	78966	SH	DEFINED	1		
			92	2750	SH	DEFINED	15		
			28	850	SH	DEFINED	2		
			13	400	SH	DEFINED	5		
			724	21697	SH	DEFINED	19		
			1141	34200	SH	DEFINED	85		
			-----		4634	138863			
HERSHEY FOODS CORP	COM	427866108	19089	307632	SH	DEFINED	1		
			2327	37507	SH	DEFINED	15		
			195	3150	SH	DEFINED	2		
			3	50	SH	DEFINED	5		
			1489	23992	SH	DEFINED	19		
			608	9800	SH	DEFINED	85		
			-----		23711	382131			

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PAGE		NAME OF REPORTING MANAGER:		FORM 13F						
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA	
-----										
HEWLETT PACKARD CO	COM	428236103	5739	491762	SH	DEFINED	1			
			1181	101167	SH	DEFINED	15			
			589	50505	SH	DEFINED	2			
			49	4233	SH	DEFINED	5			
			105	8980	SH	DEFINED	10			
			1599	137002	SH	DEFINED	19			



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			9735	834203	SH	DEFINED	85
			-----	-----			
			18997	1627852			
HILB ROGAL & HAMILTON CO	COM	431294107	45	1100	SH	DEFINED	2
			248	6000	SH	DEFINED	19
			4125	100000	SH	DEFINED	85
			-----	-----			
			4418	107100			
HILLENBRAND INDS INC	COM	431573104	22112	407222	SH	DEFINED	1
			43	800	SH	DEFINED	15
			22	400	SH	DEFINED	5
			171	3150	SH	DEFINED	19
			-----	-----			
			22348	411572			
HILTON HOTELS CORP	COM	432848109	6	510	SH	DEFINED	1
			14	1246	SH	DEFINED	19
			303	26600	SH	DEFINED	85
			-----	-----			
			323	28356			
HOME DEPOT INC	COM	437076102	65595	2513201	SH	DEFINED	1
			2839	108772	SH	DEFINED	15
			3709	142090	SH	DEFINED	2
			1049	40181	SH	DEFINED	5
			1467	56194	SH	DEFINED	10
			8022	307340	SH	DEFINED	19
			37801	1448298	SH	DEFINED	85
			-----	-----			
			120480	4616076			
HON INDS INC	COM	438092108	818	32150	SH	DEFINED	19
			-----	-----			
			818	32150			

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PAGE	68 OF 151	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F				
					VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT O MA
		HONEYWELL INTL INC	COM	438516106	3002	138607	SH	DEFINED	1
					557	25707	SH	DEFINED	15
					529	24420	SH	DEFINED	2
					24	1107	SH	DEFINED	5
					86	3959	SH	DEFINED	10
					1196	55230	SH	DEFINED	19
					6614	305362	SH	DEFINED	85
					-----	-----			
					12008	554392			
		HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	126	3800	SH	DEFINED	1
					23	700	SH	DEFINED	15
					134	4050	SH	DEFINED	19

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		-----		-----			
		283	8550				
HOT TOPIC INC	COM	441339108	1	60	SH	DEFINED	1
			41	2250	SH	DEFINED	2
			2254	125000	SH	DEFINED	85
		-----					
		2295	127310				
HOUSEHOLD INTL INC	COM	441815107	2787	98460	SH	DEFINED	1
			887	31332	SH	DEFINED	19
			1911	67493	SH	DEFINED	85
		-----					
		5585	197285				
HUBBELL INC	CL A	443510102	466	16858	SH	DEFINED	1
			133	4800	SH	DEFINED	10
			17	600	SH	DEFINED	19
		-----					
		615	22258				
HUBBELL INC	CL B	443510201	1377	47352	SH	DEFINED	1
			23	780	SH	DEFINED	10
			8	283	SH	DEFINED	19
		-----					
		1407	48415				
HUDSON UNITED BANCORP	COM	444165104	4	157	SH	DEFINED	19
			1995	75000	SH	DEFINED	85
			-----				
		1999	75157				

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PAGE		FORM 13F		NAME OF REPORTING MANAGER:		FIFTH THIRD BANCORP			
69 OF 151				VALUE	SHARES/	SH/	PUT/	INVSTMT	O
NAME OF ISSUER		TITLE OF CLASS	CUSIP	(X\$1000)	PRN AMT	PRN CALL	DSCRETN		MA
-----		-----		-----		-----		-----	
HUMANA INC	COM	444859102	940	75785	SH	DEFINED	1		
			109	8775	SH	DEFINED	15		
			868	70005	SH	DEFINED	2		
			23	1875	SH	DEFINED	10		
			553	44625	SH	DEFINED	19		
		-----							
			1450	116975	SH	DEFINED	85		
		-----							
			3944	318040					
HUNTINGTON BANCSHARES INC	COM	446150104	2962	162853	SH	DEFINED	1		
			22	1234	SH	DEFINED	15		
			172	9455	SH	DEFINED	5		
			9	500	SH	DEFINED	10		
			7263	399278	SH	DEFINED	19		
		-----							
			323	17761	SH	DEFINED	85		
		-----							
			10752	591081					

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HYPERFEED TECHNOLOGIES INC	COM	44913S102	7	12000	SH	DEFINED	19
			-----	-----			
			7	12000			
HYPERION SOLUTIONS CORP	COM	44914M104	1376	75000	SH	DEFINED	85
			-----	-----			
			1376	75000			
IDEC PHARMACEUTICALS CORP	COM	449370105	2910	70089	SH	DEFINED	1
			303	7300	SH	DEFINED	15
			118	2850	SH	DEFINED	2
			12	300	SH	DEFINED	5
			312	7519	SH	DEFINED	19
			9388	226100	SH	DEFINED	85
			-----	-----			
			13044	314158			
ING PRIME RATE TR	SH BEN INT	44977W106	10	1703	SH	DEFINED	19
			1241	210400	SH	DEFINED	85
			-----	-----			
			1251	212103			
IMS HEALTH INC	COM	449934108	298	19896	SH	DEFINED	1
			303	20208	SH	DEFINED	19
			490	32730	SH	DEFINED	85
			-----	-----			
			1090	72834			

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		FORM 13F						
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	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
-----								
	ITT EDUCATIONAL SERVICES INC	COM	45068B109	38	2000	SH	DEFINED	2
				1877	100000	SH	DEFINED	85
				-----	-----			
				1915	102000			
	ITT INDS INC IND	COM	450911102	95	1525	SH	DEFINED	1
				19	300	SH	DEFINED	15
				272	4365	SH	DEFINED	19
				1683	27000	SH	DEFINED	85
				-----	-----			
				2069	33190			
	IDEXX LABS INC	COM	45168D104	39	1250	SH	DEFINED	2
				3869	125000	SH	DEFINED	85
				-----	-----			
				3907	126250			
	ILEX ONCOLOGY INC	COM	451923106	8	1750	SH	DEFINED	2
				185	39000	SH	DEFINED	85
				-----	-----			
				194	40750			

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ILLINOIS TOOL WKS INC	COM	452308109	49259	844480	SH	DEFINED	1
			2211	37912	SH	DEFINED	15
			2212	37916	SH	DEFINED	2
			425	7290	SH	DEFINED	5
			970	16631	SH	DEFINED	10
			2881	49386	SH	DEFINED	19
			26307	451000	SH	DEFINED	85
			-----	-----			
			84264	1444615			
IMATION CORP	COM	45245A107	171	6032	SH	DEFINED	1
			33	1148	SH	DEFINED	19
						-----	-----
			203	7180			
INCO LTD	DBCV 7.750% 3	453258AH8	21206	211000	SH	DEFINED	85
						-----	-----
			21206	211000			
INCO LTD	COM	453258402	110	6860	SH	DEFINED	19
			153	9500	SH	DEFINED	85
						-----	-----
			263	16360			

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	PUT/ CALL	DSCRETN	O MA	
			-----	-----	-----	-----	-----	-----	
INCYTE GENOMICS INC	COM	45337C102	580	125000	SH	DEFINED	85		
						-----	-----		
			580	125000					
INDEPENDENT BANK CORP MASS	COM	453836108	994	50000	SH	DEFINED	85		
						-----	-----		
			994	50000					
INDEPENDENT BANK CORP MICH	COM	453838104	21	632	SH	DEFINED	1		
			513	15485	SH	DEFINED	19		
						-----	-----		
			533	16117					
INFOSPACE INC	COM NEW	45678T201	0	100	SH	DEFINED	2		
			0	72	SH	DEFINED	19		
			184	40100	SH	DEFINED	85		
						-----	-----		
			185	40272					
INSIGHT ENTERPRISES INC	COM	45765U103	20	2000	SH	DEFINED	2		
			5	505	SH	DEFINED	19		
			1015	100000	SH	DEFINED	85		
						-----	-----		
			1040	102505					
INSITUFORM TECHNOLOGIES INC	CL A	457667103	24	1700	SH	DEFINED	2		

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			1435	100000	SH	DEFINED	85
			-----	-----			
			1459	101700			
INTEGRATED CIRCUIT SYS INC	COM	45811K208	1507	95975	SH	DEFINED	1
			118	7500	SH	DEFINED	19
			4812	306500	SH	DEFINED	85
			-----	-----			
			6437	409975			
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	559	53515	SH	DEFINED	1
			30	2900	SH	DEFINED	15
			36	3475	SH	DEFINED	19
			2088	200000	SH	DEFINED	85
			-----	-----			
			2713	259890			

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA	
	INTEGRA BK CORP	COM	45814P105	1428	79249	SH	DEFINED	15	
				84	4678	SH	DEFINED	5	
				-----	-----				
				1512	83927				
	INTEL CORP	COM	458140100	72696	5233707	SH	DEFINED	1	
				3021	217526	SH	DEFINED	15	
				3846	276889	SH	DEFINED	2	
				1191	85727	SH	DEFINED	5	
				1290	92840	SH	DEFINED	10	
				10849	781087	SH	DEFINED	19	
				37667	2711800	SH	DEFINED	85	
				-----	-----				
				130560	9399576				
	INTERCEPT INC	COM	45845L107	12	1250	SH	DEFINED	2	
				989	100000	SH	DEFINED	85	
				-----	-----				
				1001	101250				
	INTERDIGITAL COMMUNICATIONS	COM	45866A105	1305	150000	SH	DEFINED	85	
				-----	-----				
				1305	150000				
	INTERMAGNETICS GEN CORP	COM	458771102	38	2250	SH	DEFINED	2	
				1623	95100	SH	DEFINED	85	
				-----	-----				
				1662	97350				
	INTERNATIONAL BUSINESS MACHS	COM	459200101	57971	994185	SH	DEFINED	1	
				4478	76788	SH	DEFINED	15	
				3498	59993	SH	DEFINED	2	
				485	8319	SH	DEFINED	5	

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			963	16518	SH	DEFINED	10
			13670	234441	SH	DEFINED	19
			41180	706225	SH	DEFINED	85
			-----	-----			
			122245	2096469			
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	461	14480	SH	DEFINED	1
			115	3600	SH	DEFINED	19
			217	6800	SH	DEFINED	85
			-----	-----			
			792	24880			

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PAGE	73 OF 151	FORM 13F						
		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DCRETN	O MA	
-----	-----	-----	-----	-----	-----	-----	-----	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	77	1111	SH	DEFINED	19	
			449	6500	SH	DEFINED	85	
			-----	-----				
			526	7611				
INTL PAPER CO	COM	460146103	1855	55569	SH	DEFINED	1	
			478	14320	SH	DEFINED	15	
			359	10765	SH	DEFINED	2	
			2	71	SH	DEFINED	5	
			17	500	SH	DEFINED	10	
			589	17634	SH	DEFINED	19	
			6066	181686	SH	DEFINED	85	
			-----	-----				
			9367	280545				
INTERNATIONAL RECTIFIER CORP	COM	460254105	847	54255	SH	DEFINED	1	
			66	4250	SH	DEFINED	19	
			4153	265900	SH	DEFINED	85	
			-----	-----				
			5067	324405				
INTERNET SEC SYS INC	COM	46060X107	1725	140000	SH	DEFINED	85	
			-----	-----				
			1725	140000				
INTERPUBLIC GROUP COS INC	COM	460690100	15130	954574	SH	DEFINED	1	
			88	5525	SH	DEFINED	15	
			82	5200	SH	DEFINED	2	
			81	5100	SH	DEFINED	5	
			303	19143	SH	DEFINED	10	
			162	10245	SH	DEFINED	19	
			731	46100	SH	DEFINED	85	
			-----	-----				
			16577	1045887				
INTUIT	COM	461202103	109	2404	SH	DEFINED	1	
			14	300	SH	DEFINED	19	
			920	20200	SH	DEFINED	85	

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			-----	-----		
			1043	22904		
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	9	304	SH	DEFINED 19
			2195	75000	SH	DEFINED 85
			-----	-----		
			2203	75304		

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PAGE	74 OF 151	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F		SH/ PUT/ INVSTMT	O
					VALUE (X\$1000)	SHARES/ PRN AMT		
		INVITROGEN CORP	COM	46185R100	213	6250	SH	DEFINED 19
					213	6250		
		IOMEGA CORP	COM NEW	462030305	321	30000	SH	DEFINED 85
					321	30000		
		IONICS INC	COM	462218108	60	2515	SH	DEFINED 1
					1238	52000	SH	DEFINED 85
					1298	54515		
		IRWIN FINL CORP	COM	464119106	2989	175800	SH	DEFINED 85
					2989	175800		
		ISHARES TR	RUSSELL1000VAL	464287598	172	4076	SH	DEFINED 1
					85	2010	SH	DEFINED 19
					258	6086		
		ISHARES TR	RUSL 2000 VALU	464287630	1	8	SH	DEFINED 1
					8	75	SH	DEFINED 19
					2138	20000	SH	DEFINED 85
					2147	20083		
		ISHARES TR	RUSSELL 2000	464287655	36	500	SH	DEFINED 2
					151	2105	SH	DEFINED 19
					1431	20000	SH	DEFINED 85
					1617	22605		
		ISIS PHARMACEUTICALS INC	COM	464330109	986	100000	SH	DEFINED 85
					986	100000		
		JDS UNIPHASE CORP	COM	46612J101	160	82241	SH	DEFINED 1
					1	500	SH	DEFINED 15
					2	1185	SH	DEFINED 2
					0	200	SH	DEFINED 5

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19	9970	SH	DEFINED	19
1146	588400	SH	DEFINED	85
-----	-----			
1330	682496			

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN		
	JDA SOFTWARE GROUP INC	COM	46612K108	699	100000	SH	DEFINED	85	
				699	100000				
	J P MORGAN CHASE & CO	COM	46625H100	9303	489905	SH	DEFINED	1	
				956	50345	SH	DEFINED	15	
				1198	63061	SH	DEFINED	2	
				21	1086	SH	DEFINED	5	
				44	2305	SH	DEFINED	10	
				2511	132242	SH	DEFINED	19	
				9707	511179	SH	DEFINED	85	
				-----	-----				
				23740	1250123				
	JABIL CIRCUIT INC	COM	466313103	4614	312196	SH	DEFINED	1	
				113	7647	SH	DEFINED	15	
				121	8165	SH	DEFINED	2	
				66	4475	SH	DEFINED	5	
				84	5650	SH	DEFINED	10	
				174	11777	SH	DEFINED	19	
				4644	314200	SH	DEFINED	85	
				-----	-----				
				9816	664110				
	JACK IN THE BOX INC	COM	466367109	2280	100000	SH	DEFINED	85	
				-----	-----				
				2280	100000				
	JACOBS ENGR GROUP INC DEL	COM	469814107	1	17	SH	DEFINED	1	
				1544	50000	SH	DEFINED	85	
				-----	-----				
				1545	50017				
	JEFFERIES GROUP INC NEW	COM	472319102	2862	75000	SH	DEFINED	85	
				-----	-----				
				2862	75000				
	JEFFERSON PILOT CORP	COM	475070108	29572	737447	SH	DEFINED	1	
				780	19451	SH	DEFINED	19	
				862	21487	SH	DEFINED	85	
				-----	-----				
				31213	778385				



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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA	
JOHNSON & JOHNSON	COM	478160104	102978	1904184	SH		DEFINED	1	
			7497	138626	SH		DEFINED	15	
			1867	34518	SH		DEFINED	2	
			516	9533	SH		DEFINED	5	
			1284	23748	SH		DEFINED	10	
			18730	346347	SH		DEFINED	19	
			25242	466753	SH		DEFINED	85	
			158114	2923709					
JOHNSON CTLS INC	COM	478366107	265	3445	SH		DEFINED	1	
			1151	14986	SH		DEFINED	19	
			1335	17375	SH		DEFINED	85	
						2751	35806		
JONES APPAREL GROUP INC	COM	480074103	2	61	SH		DEFINED	1	
			25	825	SH		DEFINED	15	
			5	150	SH		DEFINED	2	
			286	9300	SH		DEFINED	85	
						317	10336		
KLA-TENCOR CORP	COM	482480100	33	1184	SH		DEFINED	1	
			63	2249	SH		DEFINED	19	
			550	19700	SH		DEFINED	85	
						646	23133		
K MART CORP	COM	482584109	5	10021	SH		DEFINED	1	
			1	1800	SH		DEFINED	15	
			0	200	SH		DEFINED	5	
			1	2726	SH		DEFINED	19	
						7	14747		
KVH INDS INC	COM	482738101	1052	168900	SH		DEFINED	85	
						1052	168900		
KANEB PIPE LINE PARTNERS L P	SR PREF UNIT	484169107	9	250	SH		DEFINED	1	
			202	5600	SH		DEFINED	19	
						212	5850		

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PAGE	77 OF 151	NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
	KANEB SERVICES LLC	COM	484173109	718	35100	SH		DEFINED	85
				718	35100				
	KB HOME	COM	48666K109	273	5585	SH		DEFINED	19
				2620	53640	SH		DEFINED	85
				2893	59225				
	KELLOGG CO	COM	487836108	1201	36128	SH		DEFINED	1
				7	212	SH		DEFINED	15
				7	200	SH		DEFINED	5
				3165	95174	SH		DEFINED	19
				1852	55700	SH		DEFINED	85
				6232	187414				
	KENSEY NASH CORP	COM	490057106	2	150	SH		DEFINED	1
				15	1000	SH		DEFINED	19
				1203	80000	SH		DEFINED	85
				1221	81150				
	KERR MCGEE CORP	COM	492386107	56	1278	SH		DEFINED	1
				16	369	SH		DEFINED	15
				54	1234	SH		DEFINED	19
				1398	32173	SH		DEFINED	85
				1523	35054				
	KEYCORP NEW	COM	493267108	7762	310860	SH		DEFINED	1
				852	34139	SH		DEFINED	15
				1194	47800	SH		DEFINED	2
				46	1845	SH		DEFINED	5
				72	2895	SH		DEFINED	10
				796	31870	SH		DEFINED	19
				7030	281550	SH		DEFINED	85
				17753	710959				
	KEYSPAN CORP	COM	49337W100	13	400	SH		DEFINED	1
				20	600	SH		DEFINED	15
				192	5746	SH		DEFINED	19
				1049	31300	SH		DEFINED	85
				1275	38046				

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PAGE	78 OF 151	FORM 13F NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA

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KIMBERLY CLARK CORP	COM	494368103	8243	145538	SH	DEFINED	1
			2086	36831	SH	DEFINED	15
			73	1287	SH	DEFINED	2
			36	635	SH	DEFINED	5
			108	1900	SH	DEFINED	10
			2041	36043	SH	DEFINED	19
			6618	116840	SH	DEFINED	85
			-----	-----			
			19205	339074			
KINDER MORGAN INC KANS	COM	49455P101	28	782	SH	DEFINED	19
			312	8800	SH	DEFINED	85
			-----	-----			
			340	9582			
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	910	28500	SH	DEFINED	1
			11	350	SH	DEFINED	19
			-----	-----			
			921	28850			
KING PHARMACEUTICALS INC	COM	495582108	3372	185553	SH	DEFINED	1
			58	3184	SH	DEFINED	15
			135	7425	SH	DEFINED	2
			20	1100	SH	DEFINED	5
			27	1500	SH	DEFINED	10
			1615	88885	SH	DEFINED	19
			3798	209033	SH	DEFINED	85
			-----	-----			
			9025	496680			
KNIGHT RIDDER INC	COM	499040103	45	800	SH	DEFINED	1
			338	6000	SH	DEFINED	85
			-----	-----			
			384	6800			
KOHLS CORP	COM	500255104	16329	268525	SH	DEFINED	1
			662	10880	SH	DEFINED	15
			1383	22735	SH	DEFINED	2
			302	4970	SH	DEFINED	5
			55	898	SH	DEFINED	10
			5128	84336	SH	DEFINED	19
			16689	274450	SH	DEFINED	85
			-----	-----			
			40548	666794			

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PAGE	79 OF 151	NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F				
					VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT O MA
		KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	210	14457	SH	DEFINED	1
					59	4045	SH	DEFINED	19
					-----	-----			

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			269	18502		
KOPIN CORP	COM	500600101	44	12600	SH	DEFINED 1
			696	200000	SH	DEFINED 85
			-----	-----		
			740	212600		
KRAFT FOODS INC	CL A	50075N104	1129	30975	SH	DEFINED 1
			341	9360	SH	DEFINED 15
			1733	47535	SH	DEFINED 19
			-----	-----		
			3204	87870		
KROGER CO	COM	501044101	7332	520025	SH	DEFINED 1
			145	10289	SH	DEFINED 15
			984	69817	SH	DEFINED 2
			479	33955	SH	DEFINED 5
			194	13750	SH	DEFINED 10
			785	55679	SH	DEFINED 19
			1734	123000	SH	DEFINED 85
			-----	-----		
			11654	826515		
KRONOS INC	COM	501052104	32	1300	SH	DEFINED 2
			2463	100000	SH	DEFINED 85
			-----	-----		
			2495	101300		
KULICKE & SOFFA INDS INC	COM	501242101	2	500	SH	DEFINED 19
			450	150000	SH	DEFINED 85
			-----	-----		
			452	150500		
LCA-VISION INC	COM NEW	501803209	0	600	SH	DEFINED 1
			12	20000	SH	DEFINED 5
			-----	-----		
			12	20600		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	CALL	DSCRETN	O MA
			-----	-----	-----	-----	-----	-----
LSI LOGIC CORP	COM	502161102	11	1739	SH		DEFINED 1	
			3	500	SH		DEFINED 15	
			46	7268	SH		DEFINED 19	
			169	26600	SH		DEFINED 85	
			-----	-----				
			229	36107				
LTX CORP	COM	502392103	798	175000	SH		DEFINED 85	
			-----	-----				
			798	175000				
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2173	41225	SH		DEFINED 1	