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ST PAUL COMPANIES INC /MN/
Form 13F-HR
July 30, 2002

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2002

If amended report check here:

Institutional Investment Manager Filing This Report:

Name: The St. Paul Companies, Inc.
Address: 385 Washington Street
St. Paul, MN 55102-1396

13F File Number: 28-62

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: Bruce Backberg
Title: Corporate Secretary
Phone: (651) 310-7916

Signature, Place and Date of signing:

/s/ Bruce Backberg, St. Paul, Minnesota, July 30, 2002

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT
[] 13F NOTICE
[] 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

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

FORM 13F SUMMARY PAGE

Report Summary:

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| | |
|---|-----------|
| Number of Other Included Managers: | 1 |
| Form 13F Information Table Entry Total: | 355 |
| Form 13F Information Table Value Total: | \$857,640 |

List of Other Included Managers:

| No. | 13F Filing Number | Name |
|-----|-------------------|--|
| 0 | 28-29 | ST. PAUL FIRE AND MARINE INSURANCE COMPANY |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (X\$1000) | SHARES PRN/ AMT | SH/ PRN | PUT/ INVESTM CALLD SCRETN |
|------------------------------------|----------------|-----------|-----------------|-----------------|---------|---------------------------------|
| AES CORP | COMM | 00130H105 | 34 | 6,320 | SH | SHARED |
| AOL TIME WARNER INC | COMM | 00184A105 | 27 | 1,830 | SH | SHARED |
| AMERICAN TELEPHONE & TELEGRAPH CO. | COMM | 001957109 | 86 | 8,050 | SH | SHARED |
| ABBOTT LABORATORIES | COMM | 002824100 | 2,986 | 79,300 | SH | SHARED |
| ABBOTT LABORATORIES | COMM | 002824100 | 136 | 3,610 | SH | SHARED |
| ABBOTT LABORATORIES | COMM | 002824100 | 4,364 | 115,900 | SH | SOLE |
| ALBERTO-CULVER CO. | COMM | 013068101 | 4,063 | 85,000 | SH | SHARED |
| ALBERTO-CULVER CO. | COMM | 013068101 | 5,975 | 125,000 | SH | SOLE |
| ALBERTSON'S, INC. | COMM | 013104104 | 87 | 2,850 | SH | SHARED |
| ALCOA INC | COMM | 013817101 | 65 | 1,950 | SH | SHARED |
| ALCOA INC | COMM | 013817101 | 2,591 | 78,150 | SH | SOLE |
| ALLEGHENY ENGY | COMM | 017361106 | 23 | 900 | SH | SHARED |
| ALLEGHENY ENGY | COMM | 017361106 | 4,635 | 180,000 | SH | SOLE |
| ALLSTATE CORP. | COMM | 020002101 | 60 | 1,630 | SH | SHARED |
| ALLTEL CORP. | COMM | 020039103 | 32 | 690 | SH | SHARED |

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|------------------------------------|------|-----------|-------|---------|----|--------|
| AMERICAN ELECTRIC POWER | COMM | 025537101 | 28 | 700 | SH | SHARED |
| AMERICAN EXPRESS COMPANY | COMM | 025816109 | 3,305 | 91,000 | SH | SHARED |
| AMERICAN EXPRESS COMPANY | COMM | 025816109 | 36 | 980 | SH | SHARED |
| AMERICAN EXPRESS COMPANY | COMM | 025816109 | 3,632 | 100,000 | SH | SOLE |
| AMERICAN INTERNATIONAL GROUP, INC. | COMM | 026874107 | 7,866 | 115,290 | SH | SHARED |
| AMERICAN INTERNATIONAL GROUP, INC. | COMM | 026874107 | 415 | 6,080 | SH | SHARED |
| AMERICAN INTERNATIONAL GROUP, INC. | COMM | 026874107 | 7,684 | 112,617 | SH | SOLE |
| AMGEN INC. | COMM | 031162100 | 3,045 | 72,700 | SH | SHARED |
| AMGEN INC. | COMM | 031162100 | 103 | 2,450 | SH | SHARED |
| AMGEN INC. | COMM | 031162100 | 3,338 | 79,700 | SH | SOLE |
| ANHEUSER BUSCH COS. INC. | COMM | 035229103 | 3,635 | 72,700 | SH | SHARED |
| ANHEUSER BUSCH COS. INC. | COMM | 035229103 | 102 | 2,030 | SH | SHARED |
| ANHEUSER BUSCH COS. INC. | COMM | 035229103 | 4,000 | 80,000 | SH | SOLE |
| APPLIED MATERIALS, INC. | COMM | 038222105 | 71 | 3,740 | SH | SHARED |
| ARCHER-DANIELS MIDLAND CO | COMM | 039483102 | 47 | 3,650 | SH | SHARED |
| ASCENTIAL SOFTWARE CORP | COMM | 04362P108 | 3 | 987 | SH | SOLE |
| ATMEL CORP. | COMM | 049513104 | 1,709 | 273,000 | SH | SHARED |
| ATMEL CORP. | COMM | 049513104 | 1,878 | 300,000 | SH | SOLE |
| AUTODESK, INC | COMM | 052769106 | 29 | 2,180 | SH | SHARED |
| AUTOMATIC DATA PROCESSING | COMM | 053015103 | 64 | 1,470 | SH | SHARED |
| AUTOMATIC DATA PROCESSING | COMM | 053015103 | 2,247 | 51,600 | SH | SOLE |
| AUTOZONE, INC. | COMM | 053332102 | 136 | 1,760 | SH | SHARED |
| AVON PRODUCTS | COMM | 054303102 | 294 | 5,630 | SH | SHARED |
| BB&T CORP | COMM | 054937107 | 37 | 960 | SH | SHARED |
| BJ'S WHOLESALE | COMM | 05548J106 | 90 | 2,330 | SH | SHARED |
| BP AMOCO PLC (ADR) | COMM | 055622104 | 3,261 | 64,596 | SH | SHARED |
| BP AMOCO PLC (ADR) | COMM | 055622104 | 1,411 | 27,952 | SH | SOLE |
| BAKER HUGHES INC | COMM | 057224107 | 1,208 | 36,300 | SH | SHARED |
| BAKER HUGHES INC | COMM | 057224107 | 1,332 | 40,000 | SH | SOLE |
| BANK OF AMERICA CORP | COMM | 060505104 | 8,331 | 118,400 | SH | SHARED |
| BANK OF AMERICA CORP | COMM | 060505104 | 255 | 3,630 | SH | SHARED |

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|----------------------------|------|-----------|-------|---------|----|--------|
| BANK OF AMERICA CORP | COMM | 060505104 | 9,114 | 129,540 | SH | SOLE |
| BANK OF NEW YORK CO., INC. | COMM | 064057102 | 58 | 1,730 | SH | SHARED |
| BANK ONE CORP. | COMM | 06423A103 | 103 | 2,680 | SH | SHARED |
| BANK ONE CORP. | COMM | 06423A103 | 1,539 | 40,000 | SH | SOLE |
| BARRICK GOLD CORP | COMM | 067901108 | 760 | 40,000 | SH | SOLE |
| BAXTER INTERNATIONAL INC. | COMM | 071813109 | 3,409 | 76,700 | SH | SHARED |
| BAXTER INTERNATIONAL INC. | COMM | 071813109 | 60 | 1,350 | SH | SHARED |
| BAXTER INTERNATIONAL INC. | COMM | 071813109 | 3,541 | 79,670 | SH | SOLE |
| BELL SOUTH CORP. | COMM | 079860102 | 138 | 4,370 | SH | SHARED |
| BERKSHIRE HATHAWAY A | COMM | 084670108 | 5,010 | 75 | SH | SHARED |
| BERKSHIRE HATHAWAY A | COMM | 084670108 | 200 | 3 | SH | SHARED |
| BERKSHIRE HATHAWAY A | COMM | 084670108 | 5,010 | 72 | SH | SOLE |
| BIOMET INC. | COMM | 090613100 | 79 | 2,930 | SH | SHARED |
| BIOVAIL | COMM | 09067J109 | 84 | 2,890 | SH | SHARED |
| BOEING COMPANY | COMM | 097023105 | 86 | 1,920 | SH | SHARED |
| BORG WARNER INC. | COMM | 099724106 | 31 | 530 | SH | SHARED |
| BRISTOL-MYERS SQUIBB CO. | COMM | 110122108 | 116 | 4,510 | SH | SHARED |
| CABLEVISION SYSTEMS | COMM | 12686C109 | 34 | 3,600 | SH | SHARED |
| CARDINAL HEALTH INC. | COMM | 14149Y108 | 63 | 1,030 | SH | SHARED |
| CATERPILLAR INC | COMM | 149123101 | 39 | 800 | SH | SHARED |
| CELESTICA | COMM | 15101Q108 | 1,651 | 72,700 | SH | SHARED |
| CELESTICA | COMM | 15101Q108 | 1,817 | 80,000 | SH | SOLE |
| CENDANT CORP | COMM | 151313103 | 36 | 2,250 | SH | SHARED |
| CHEVRONTEXACO CORP | COMM | 166764100 | 5,106 | 57,700 | SH | SHARED |
| CHEVRONTEXACO CORP | COMM | 166764100 | 219 | 2,473 | SH | SHARED |
| CHEVRONTEXACO CORP | COMM | 166764100 | 7,080 | 80,000 | SH | SOLE |
| CISCO SYSTEMS INC. | COMM | 17275R102 | 5,937 | 425,600 | SH | SHARED |
| CISCO SYSTEMS INC. | COMM | 17275R102 | 237 | 16,960 | SH | SHARED |
| CISCO SYSTEMS INC. | COMM | 17275R102 | 5,374 | 385,260 | SH | SOLE |
| CITIGROUP INC | COMM | 172967101 | 8,890 | 229,424 | SH | SHARED |
| CITIGROUP INC | COMM | 172967101 | 463 | 11,960 | SH | SHARED |

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|--------------------------------|------|-----------|--------|---------|----|--------|
| CITIGROUP INC | COMM | 172967101 | 11,823 | 305,115 | SH | SOLE |
| CLEAR CHANNEL | COMM | 184502102 | 2,456 | 76,700 | SH | SHARED |
| CLEAR CHANNEL | COMM | 184502102 | 2,562 | 80,000 | SH | SOLE |
| COCA COLA CO | COMM | 191216100 | 3,187 | 56,906 | SH | SHARED |
| COCA COLA CO | COMM | 191216100 | 320 | 5,710 | SH | SHARED |
| COCA COLA CO | COMM | 191216100 | 7,115 | 127,057 | SH | SOLE |
| COLGATE POLMOLIVE CO | COMM | 194162103 | 63 | 1,250 | SH | SHARED |
| COMERICA INC | COMM | 200340107 | 3,543 | 57,700 | SH | SHARED |
| COMERICA INC | COMM | 200340107 | 4,912 | 80,000 | SH | SOLE |
| COMMERCE BANCSH | COMM | 200525103 | 31 | 700 | SH | SHARED |
| COMPUWARE CORP. | COMM | 205638109 | 28 | 4,540 | SH | SHARED |
| CONCORD EFS INC. | COMM | 206197105 | 143 | 4,740 | SH | SHARED |
| CONOCO INC | COMM | 208251504 | 39 | 1,400 | SH | SHARED |
| COPART INC | COMM | 217204106 | 81 | 5,000 | SH | SHARED |
| COSTCO WHOLESALE CORP | COMM | 22160K105 | 148 | 3,840 | SH | SHARED |
| COSTCO WHOLESALE CORP | COMM | 22160K105 | 3,090 | 80,000 | SH | SOLE |
| DANAHER CORP | COMM | 235851102 | 3,623 | 54,600 | SH | SHARED |
| DANAHER CORP | COMM | 235851102 | 3,981 | 60,000 | SH | SOLE |
| DELL COMPUTER CORP | COMM | 247025109 | 4,520 | 172,900 | SH | SHARED |
| DELL COMPUTER CORP | COMM | 247025109 | 158 | 6,050 | SH | SHARED |
| DELL COMPUTER CORP | COMM | 247025109 | 4,967 | 190,000 | SH | SOLE |
| DISNEY, WALT CO. | COMM | 254687106 | 89 | 4,690 | SH | SHARED |
| DOW CHEMICAL COMPANY | COMM | 260543103 | 70 | 2,050 | SH | SHARED |
| DU PONT E I DE NEMOURS AND CO. | COMM | 263534109 | 107 | 2,400 | SH | SHARED |
| DUKE ENERGY CORP | COMM | 264399106 | 59 | 1,890 | SH | SHARED |
| DUKE ENERGY CORP | COMM | 264399106 | 3,042 | 97,820 | SH | SOLE |
| EBAY | COMM | 278642103 | 57 | 930 | SH | SHARED |
| EBIX.COM INC | COMM | 278715107 | 8 | 12,785 | SH | SHARED |
| ECOLAB INC | COMM | 278865100 | 1,308 | 28,300 | SH | SHARED |
| ECOLAB INC | COMM | 278865100 | 1,017 | 22,001 | SH | SOLE |

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|-------------------------------|------|-----------|--------|---------|----|--------|
| EDWARDS (AG) INC | COMM | 281760108 | 40 | 1,020 | SH | SHARED |
| EL PASO CORP | COMM | 28336L109 | 48 | 2,330 | SH | SHARED |
| ELECTRONIC ARTS | COMM | 285512109 | 4,188 | 63,400 | SH | SHARED |
| ELECTRONIC ARTS | COMM | 285512109 | 4,624 | 70,000 | SH | SOLE |
| ELECTRONIC DATA SYSTEMS | COMM | 285661104 | 43 | 1,150 | SH | SHARED |
| EXXON MOBIL CORP | COMM | 30231G102 | 10,804 | 264,036 | SH | SHARED |
| EXXON MOBIL CORP | COMM | 30231G102 | 650 | 15,890 | SH | SHARED |
| EXXON MOBIL CORP | COMM | 30231G102 | 14,899 | 364,100 | SH | SOLE |
| FED HOME LOAN MTG CO. | COMM | 313400301 | 2,222 | 36,300 | SH | SHARED |
| FED HOME LOAN MTG CO. | COMM | 313400301 | 100 | 1,630 | SH | SHARED |
| FED HOME LOAN MTG CO. | COMM | 313400301 | 2,228 | 36,400 | SH | SOLE |
| (R) FEDERAL NATIONAL MORTGAGE | COMM | 313586109 | 4,027 | 54,600 | SH | SHARED |
| (R) FEDERAL NATIONAL MORTGAGE | COMM | 313586109 | 179 | 2,421 | SH | SHARED |
| (R) FEDERAL NATIONAL MORTGAGE | COMM | 313586109 | 4,280 | 58,040 | SH | SOLE |
| FIFTH THIRD BANCORP. | COMM | 316773100 | 89 | 1,340 | SH | SHARED |
| FIRST DATA CORPORATION | COMM | 319963104 | 65 | 1,740 | SH | SHARED |
| FLEETBOSTON FINANCIAL | COMM | 339030108 | 77 | 2,380 | SH | SHARED |
| FLUOR CORPORATION | COMM | 343412102 | 58 | 1,500 | SH | SHARED |
| FOX ENTERTAINMENT GROUP | COMM | 35138T107 | 2,301 | 105,800 | SH | SHARED |
| FOX ENTERTAINMENT GROUP | COMM | 35138T107 | 2,383 | 109,560 | SH | SOLE |
| GANNETT CO. | COMM | 364730101 | 47 | 620 | SH | SHARED |
| GENENTECH | COMM | 368710406 | 3,012 | 89,900 | SH | SHARED |
| GENENTECH | COMM | 368710406 | 147 | 4,400 | SH | SHARED |
| GENENTECH | COMM | 368710406 | 3,078 | 91,880 | SH | SOLE |
| GENL DYNAMICS | COMM | 369550108 | 50 | 470 | SH | SHARED |
| GENERAL ELECTRIC CO. | COMM | 369604103 | 11,402 | 392,500 | SH | SHARED |
| GENERAL ELECTRIC CO. | COMM | 369604103 | 663 | 22,820 | SH | SHARED |
| GENERAL ELECTRIC CO. | COMM | 369604103 | 15,392 | 529,854 | SH | SOLE |
| GENERAL MILLS INC | COMM | 370334104 | 109 | 2,480 | SH | SHARED |
| GENERAL MOTORS | COMM | 370442105 | 357 | 6,680 | SH | SHARED |
| GENUINE PARTS | COMM | 372460105 | 182 | 5,210 | SH | SHARED |

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| GILLETTE CO. | COMM | 375766102 | 81 | 2,400 | SH | SHARED |
| GOLDMAN SACHS GROUP | COMM | 38141G104 | 46 | 630 | SH | SHARED |
| GOLDMAN SACHS GROUP | COMM | 38141G104 | 2,897 | 39,500 | SH | SOLE |
| GRAINGER, W. W. INC. | COMM | 384802104 | 212 | 4,240 | SH | SHARED |
| HCA INC COM | COMM | 404119109 | 6,313 | 132,900 | SH | SHARED |
| HCA INC COM | COMM | 404119109 | 8,385 | 176,530 | SH | SOLE |
| JOHN HANCOCK FINANCIAL | COMM | 41014S106 | 345 | 9,810 | SH | SHARED |
| HARLEY-DAVIDSON | COMM | 412822108 | 3,727 | 72,700 | SH | SHARED |
| HARLEY-DAVIDSON | COMM | 412822108 | 4,102 | 80,000 | SH | SOLE |
| HARTFORD FINANCIAL SERVICES GROUP | COMM | 416515104 | 112 | 1,880 | SH | SHARED |
| HOME DEPOT, INC. | COMM | 437076102 | 6,666 | 181,500 | SH | SHARED |
| HOME DEPOT, INC. | COMM | 437076102 | 199 | 5,410 | SH | SHARED |
| HOME DEPOT, INC. | COMM | 437076102 | 7,511 | 204,494 | SH | SOLE |
| HOMELAND HLDG CORP | COMM | 43739T104 | 0 | 20,379 | SH | SHARED |
| HONEYWELL INTERNATIONAL | COMM | 438516106 | 67 | 1,890 | SH | SHARED |
| HOUSEHOLD INTERNATIONAL, INC. | COMM | 441815107 | 53 | 1,060 | SH | SHARED |
| IKON OFFICE SOLUTIONS | COMM | 451713101 | 121 | 12,850 | SH | SHARED |
| ILLINOIS TOOL WORKS INC | COMM | 452308109 | 47 | 690 | SH | SHARED |
| INTEL CORP | COMM | 458140100 | 4,916 | 269,060 | SH | SHARED |
| INTEL CORP | COMM | 458140100 | 282 | 15,450 | SH | SHARED |
| INTEL CORP | COMM | 458140100 | 5,575 | 305,120 | SH | SOLE |
| INTERNATIONAL BUSINESS MACHINES CORP CAP | COMM | 459200101 | 2,786 | 38,700 | SH | SHARED |
| INTERNATIONAL BUSINESS MACHINES CORP CAP | COMM | 459200101 | 286 | 3,970 | SH | SHARED |
| INTERNATIONAL BUSINESS MACHINES CORP CAP | COMM | 459200101 | 5,760 | 80,000 | SH | SOLE |
| INTERNATIONAL PAPER CO | COMM | 460146103 | 3,251 | 74,600 | SH | SHARED |
| INTERNATIONAL PAPER CO | COMM | 460146103 | 49 | 1,120 | SH | SHARED |
| INTERNATIONAL PAPER CO | COMM | 460146103 | 2,519 | 57,810 | SH | SOLE |
| JP MORGAN CHASE & CO | COMM | 46625H100 | 1,598 | 47,100 | SH | SHARED |
| JP MORGAN CHASE & CO | COMM | 46625H100 | 165 | 4,876 | SH | SHARED |

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| JP MORGAN CHASE & CO | COMM | 46625H100 | 1,720 | 50,721 | SH | SOLE |
| JOHNSON & JOHNSON | COMM | 478160104 | 7,991 | 152,900 | SH | SHARED |
| JOHNSON & JOHNSON | COMM | 478160104 | 369 | 7,060 | SH | SHARED |
| JOHNSON & JOHNSON | COMM | 478160104 | 9,865 | 188,762 | SH | SOLE |
| JOHNSON CONTROL | COMM | 478366107 | 91 | 1,120 | SH | SHARED |
| KLA-TENCOR CORP | COMM | 482480100 | 62 | 1,400 | SH | SHARED |
| KAUFMAN & BROAD HOME CORP. | COMM | 48666K109 | 37 | 710 | SH | SHARED |
| KENNAMETAL INC | COMM | 489170100 | 2,562 | 70,000 | SH | SHARED |
| KIMBERLY-CLARK CORP. | COMM | 494368103 | 74 | 1,190 | SH | SHARED |
| KNIGHT RIDDER INC | COMM | 499040103 | 2,291 | 36,400 | SH | SHARED |
| KNIGHT RIDDER INC | COMM | 499040103 | 2,455 | 39,000 | SH | SOLE |
| KOHL'S CORP. | COMM | 500255104 | 5,095 | 72,700 | SH | SHARED |
| KOHL'S CORP. | COMM | 500255104 | 5,606 | 80,000 | SH | SOLE |
| LA Z BOY INC | COMM | 505336107 | 104 | 4,110 | SH | SHARED |
| LAFARGE CORP | COMM | 505862102 | 95 | 2,700 | SH | SHARED |
| LAMAR ADVERTISING | COMM | 512815101 | 1,782 | 47,900 | SH | SHARED |
| LAMAR ADVERTISING | COMM | 512815101 | 1,861 | 50,000 | SH | SOLE |
| ESTEE LAUDER COS. INC. | COMM | 518439104 | 5,065 | 143,900 | SH | SHARED |
| ESTEE LAUDER COS. INC. | COMM | 518439104 | 6,350 | 180,400 | SH | SOLE |
| LEAR SEATING | COMM | 521865105 | 195 | 4,220 | SH | SHARED |
| LILLY, ELI & CO. | COMM | 532457108 | 147 | 2,610 | SH | SHARED |
| LINCOLN NATL-IN | COMM | 534187109 | 138 | 3,280 | SH | SHARED |
| LOCKHEED MARTIN CORP. | COMM | 539830109 | 3,795 | 54,600 | SH | SHARED |
| LOCKHEED MARTIN CORP. | COMM | 539830109 | 72 | 1,030 | SH | SHARED |
| LOCKHEED MARTIN CORP. | COMM | 539830109 | 4,170 | 60,000 | SH | SOLE |
| LOWE'S COMPANIES INC. | COMM | 548661107 | 83 | 1,820 | SH | SHARED |
| MBNA CORP. | COMM | 55262L100 | 5,796 | 175,250 | SH | SHARED |
| MBNA CORP. | COMM | 55262L100 | 67 | 2,020 | SH | SHARED |
| MBNA CORP. | COMM | 55262L100 | 6,246 | 188,862 | SH | SOLE |
| MAGNA INTERNATIONAL | COMM | 559222401 | 34 | 500 | SH | SHARED |
| MARSH & MCLENNAN COS INC | COMM | 571748102 | 62 | 640 | SH | SHARED |

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| MARRIOTT INTERNATIONAL (A) | COMM | 571903202 | 2,283 | 60,000 | SH | SOLE |
| MATTEL, INC. | COMM | 577081102 | 4,321 | 205,000 | SH | SHARED |
| MATTEL, INC. | COMM | 577081102 | 4,216 | 200,000 | SH | SOLE |
| MCDONALD'S CORP | COMM | 580135101 | 83 | 2,920 | SH | SHARED |
| MEDICIS PHARMACEUTICAL CORP CL A | COMM | 584690309 | 51 | 1,200 | SH | SHARED |
| MEDTRONIC INC | COMM | 585055106 | 2,627 | 61,300 | SH | SHARED |
| MEDTRONIC INC | COMM | 585055106 | 122 | 2,840 | SH | SHARED |
| MEDTRONIC INC | COMM | 585055106 | 2,703 | 63,084 | SH | SOLE |
| MERCK AND CO INC | COMM | 589331107 | 266 | 5,250 | SH | SHARED |
| MERCK AND CO INC | COMM | 589331107 | 3,074 | 60,700 | SH | SOLE |
| MERCURY INTERACTIVE CORP. | COMM | 589405109 | 1,185 | 51,600 | SH | SHARED |
| MERCURY INTERACTIVE CORP. | COMM | 589405109 | 2,066 | 90,000 | SH | SOLE |
| MERRILL LYNCH & CO. | COMM | 590188108 | 4,248 | 104,900 | SH | SHARED |
| MERRILL LYNCH & CO. | COMM | 590188108 | 80 | 1,980 | SH | SHARED |
| MERRILL LYNCH & CO. | COMM | 590188108 | 4,468 | 110,320 | SH | SOLE |
| METLIFE INC | COMM | 59156R108 | 218 | 7,570 | SH | SHARED |
| MICROSOFT CORP. | COMM | 594918104 | 10,649 | 194,680 | SH | SHARED |
| MICROSOFT CORP. | COMM | 594918104 | 681 | 12,450 | SH | SHARED |
| MICROSOFT CORP. | COMM | 594918104 | 14,647 | 267,772 | SH | SOLE |
| MICRON TECHNOLOGY INC | COMM | 595112103 | 1,213 | 60,000 | SH | SOLE |
| MIDCAP SPDR TRUST SERIES 1 | COMM | 595635103 | 7,209 | 80,500 | SH | SHARED |
| MIDCAP SPDR TRUST SERIES 1 | COMM | 595635103 | 18,626 | 208,000 | SH | SOLE |
| MORGAN STANLEY | COMM | 617446448 | 3,132 | 72,700 | SH | SHARED |
| MORGAN STANLEY | COMM | 617446448 | 111 | 2,567 | SH | SHARED |
| MORGAN STANLEY | COMM | 617446448 | 3,446 | 80,000 | SH | SOLE |
| MOTOROLA INC | COMM | 620076109 | 51 | 3,480 | SH | SHARED |
| NASDAQ - 100 SHARES | COMM | 631100104 | 3,624 | 138,850 | SH | SOLE |
| NIKE INC CLASS B | COMM | 654106103 | 215 | 4,000 | SH | SHARED |
| NOKIA CORP. ADR | COMM | 654902204 | 1,665 | 115,000 | SH | SHARED |
| NOKIA CORP. ADR | COMM | 654902204 | 507 | 35,000 | SH | SOLE |
| NORTEL NETWORK CORPORATION | COMM | 656568102 | 35 | 23,930 | SH | SHARED |

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|-----------------------------|------|-----------|--------|-----------|----|--------|
| NOVELLUS SYSTEMS INC | COMM | 670008101 | 92 | 2,700 | SH | SHARED |
| OFFICE DEPOT | COMM | 676220106 | 52 | 3,070 | SH | SHARED |
| ORACLE CORPORATION | COMM | 68389X105 | 264 | 27,890 | SH | SHARED |
| OWENS ILLINOIS INC. | COMM | 690768403 | 53 | 3,890 | SH | SHARED |
| PARKER HANNIFIN CORP. | COMM | 701094104 | 4,029 | 84,300 | SH | SOLE |
| PEOPLESOFT, INC. | COMM | 712713106 | 105 | 7,050 | SH | SHARED |
| PEPSI BOTTLING GROUP | COMM | 713409100 | 1,682 | 54,600 | SH | SHARED |
| PEPSI BOTTLING GROUP | COMM | 713409100 | 1,848 | 60,000 | SH | SOLE |
| PEPSICO INC | COMM | 713448108 | 6,030 | 125,100 | SH | SHARED |
| PEPSICO INC | COMM | 713448108 | 195 | 4,054 | SH | SHARED |
| PEPSICO INC | COMM | 713448108 | 7,630 | 158,291 | SH | SOLE |
| (R) PETROCORP INC. | COMM | 71645N101 | 8,300 | 1,731,000 | SH | SHARED |
| PFIZER INC | COMM | 717081103 | 10,236 | 292,450 | SH | SHARED |
| PFIZER INC | COMM | 717081103 | 512 | 14,620 | SH | SHARED |
| PFIZER INC | COMM | 717081103 | 11,991 | 342,590 | SH | SOLE |
| PHARMACEUTICAL PROD DEV INC | COMM | 717124101 | 53 | 2,000 | SH | SHARED |
| PHARMACIA CORP. | COMM | 71713U102 | 2,337 | 62,400 | SH | SHARED |
| PHARMACIA CORP. | COMM | 71713U102 | 111 | 2,970 | SH | SHARED |
| PHARMACIA CORP. | COMM | 71713U102 | 2,562 | 68,400 | SH | SOLE |
| PHELPS DODGE CO | COMM | 717265102 | 2,732 | 66,300 | SH | SHARED |
| PHELPS DODGE CO | COMM | 717265102 | 1,648 | 40,000 | SH | SOLE |
| PHILIP MORRIS COS INC | COMM | 718154107 | 4,259 | 97,500 | SH | SHARED |
| PHILIP MORRIS COS INC | COMM | 718154107 | 218 | 5,000 | SH | SHARED |
| PHILIP MORRIS COS INC | COMM | 718154107 | 6,085 | 139,320 | SH | SOLE |
| PHILLIPS PETROLEUM | COMM | 718507106 | 52 | 890 | SH | SHARED |
| PRINCIPAL FINANCIAL GROUP | COMM | 74251V102 | 1,612 | 52,000 | SH | SOLE |
| PROCTER AND GAMBLE | COMM | 742718109 | 5,662 | 63,400 | SH | SHARED |
| PROCTER AND GAMBLE | COMM | 742718109 | 263 | 2,950 | SH | SHARED |
| PROCTER AND GAMBLE | COMM | 742718109 | 6,116 | 68,490 | SH | SOLE |
| PRUDENTIAL FINANCIAL INC | COMM | 744320102 | 2,452 | 73,500 | SH | SHARED |

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|---------------------------------|------|-----------|--------|-----------|----|--------|
| PRUDENTIAL FINANCIAL INC | COMM | 744320102 | 2,986 | 89,500 | SH | SOLE |
| PUBLIC STORAGE INC | COMM | 74460D109 | 204 | 5,510 | SH | SHARED |
| ROBT HALF INTL | COMM | 770323103 | 30 | 1,290 | SH | SHARED |
| ROYAL DUTCH PETROLEUM CO. | COMM | 780257804 | 5,030 | 91,000 | SH | SHARED |
| ROYAL DUTCH PETROLEUM CO. | COMM | 780257804 | 268 | 4,850 | SH | SHARED |
| ROYAL DUTCH PETROLEUM CO. | COMM | 780257804 | 5,527 | 100,000 | SH | SOLE |
| SBC COMMUNICATIONS INC. | COMM | 78387G103 | 3,299 | 108,161 | SH | SHARED |
| SBC COMMUNICATIONS INC. | COMM | 78387G103 | 236 | 7,750 | SH | SHARED |
| SBC COMMUNICATIONS INC. | COMM | 78387G103 | 4,178 | 136,985 | SH | SOLE |
| SK TELECOM CO. LTD. ADR | COMM | 78440P108 | 1,487 | 60,000 | SH | SHARED |
| SK TELECOM CO. LTD. ADR | COMM | 78440P108 | 645 | 26,000 | SH | SOLE |
| SAFEWAY INC. | COMM | 786514208 | 35 | 1,210 | SH | SHARED |
| SAMSUNG ELECTRONICS -GDR (SMSN) | COMM | 796050888 | 820 | 6,000 | SH | SHARED |
| SAMSUNG ELECTRONICS -GDR (SMSN) | COMM | 796050888 | 342 | 2,500 | SH | SOLE |
| SARA LEE CORP. | COMM | 803111103 | 116 | 5,600 | SH | SHARED |
| SCHERING PLOUGH CORP | COMM | 806605101 | 85 | 3,450 | SH | SHARED |
| SCHLUMBERGER LTD | COMM | 806857108 | 60 | 1,300 | SH | SHARED |
| SCHLUMBERGER LTD | COMM | 806857108 | 3,720 | 80,000 | SH | SOLE |
| SEALED AIR CORP | COMM | 81211K100 | 123 | 3,050 | SH | SHARED |
| TECHNOLOGY SELECT SECT SPDR | COMM | 81369Y803 | 5,758 | 364,000 | SH | SHARED |
| TECHNOLOGY SELECT SECT SPDR | COMM | 81369Y803 | 6,328 | 400,000 | SH | SOLE |
| SELECT COMFORT COMMON STOCK | COMM | 81616*106 | 15,911 | 4,886,022 | SH | SHARED |
| SHERWIN-WILLIAMS CO | COMM | 824348106 | 106 | 3,550 | SH | SHARED |
| JM SMUCKER CO/THE | COMM | 832696405 | 2 | 59 | SH | SHARED |
| SOUTHERN COMPANY | COMM | 842587107 | 3,494 | 127,500 | SH | SHARED |
| SOUTHERN COMPANY | COMM | 842587107 | 3,836 | 140,000 | SH | SOLE |
| SOUTHWEST AIRLINES CO. | COMM | 844741108 | 3,232 | 200,000 | SH | SOLE |
| STANLEY WORKS | COMM | 854616109 | 49 | 1,200 | SH | SHARED |
| STARWOOD HOTELS & RESORTS TRUST | COMM | 85590A203 | 3,595 | 109,300 | SH | SHARED |
| STARWOOD HOTELS & RESORTS TRUST | COMM | 85590A203 | 3,947 | 120,000 | SH | SOLE |
| STMICROELECTRONICS NV - NY SHS | COMM | 861012102 | 27 | 1,090 | SH | SHARED |

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|--------------------------------|------|-----------|-------|---------|----|--------|
| STORAGE TECHNOLOGY CORP. | COMM | 862111200 | 31 | 1,930 | SH | SHARED |
| SUN MICROSYSTEMS INC | COMM | 866810104 | 38 | 7,590 | SH | SHARED |
| SUPERVALU INC | COMM | 868536103 | 81 | 3,300 | SH | SHARED |
| SYSCO CORP | COMM | 871829107 | 42 | 1,550 | SH | SHARED |
| TEXAS UTILITIES | COMM | 873168108 | 31 | 600 | SH | SHARED |
| TAIWAN SEMICONDUCTOR LTD (ADR) | COMM | 874039100 | 2,787 | 214,390 | SH | SHARED |
| TAIWAN SEMICONDUCTOR LTD (ADR) | COMM | 874039100 | 1,453 | 111,760 | SH | SOLE |
| TARGET CORP | COMM | 87612E106 | 1,985 | 52,100 | SH | SHARED |
| TARGET CORP | COMM | 87612E106 | 78 | 2,050 | SH | SHARED |
| TARGET CORP | COMM | 87612E106 | 2,448 | 64,250 | SH | SOLE |
| TENET HEALTHCARE CORP | COMM | 88033G100 | 4,772 | 66,700 | SH | SHARED |
| TENET HEALTHCARE CORP | COMM | 88033G100 | 58 | 810 | SH | SHARED |
| TENET HEALTHCARE CORP | COMM | 88033G100 | 5,724 | 80,000 | SH | SOLE |
| TEXAS INSTRUMENT | COMM | 882508104 | 2,157 | 91,000 | SH | SHARED |
| TEXAS INSTRUMENT | COMM | 882508104 | 68 | 2,880 | SH | SHARED |
| TEXAS INSTRUMENT | COMM | 882508104 | 2,370 | 100,000 | SH | SOLE |
| 3M COMPANY | COMM | 88579Y101 | 2,226 | 18,100 | SH | SHARED |
| 3M COMPANY | COMM | 88579Y101 | 108 | 880 | SH | SHARED |
| 3M COMPANY | COMM | 88579Y101 | 2,448 | 19,900 | SH | SOLE |
| TIDEWATER INC. | COMM | 886423102 | 135 | 4,090 | SH | SHARED |
| TORCHMARK | COMM | 891027104 | 111 | 2,900 | SH | SHARED |
| TYCO INTERNATIONAL LTD. | COMM | 902124106 | 63 | 4,680 | SH | SHARED |
| UST INC. | COMM | 902911106 | 55 | 1,630 | SH | SHARED |
| US BANCORP - NEW | COMM | 902973304 | 104 | 4,434 | SH | SHARED |
| USA INTERACTIVE | COMM | 902984103 | 3,656 | 155,900 | SH | SHARED |
| USA INTERACTIVE | COMM | 902984103 | 3,752 | 160,000 | SH | SOLE |
| UNION PACIFIC CORP. | COMM | 907818108 | 3,771 | 59,600 | SH | SOLE |
| UNITED BANKSHARES INC WEST | COMM | 909907107 | 59 | 2,000 | SH | SHARED |
| UNITED MICROELECTRONICS - ADR | COMM | 910873207 | 1,838 | 250,000 | SH | SHARED |
| UNITED PARCEL SERVICE | COMM | 911312106 | 2,569 | 41,600 | SH | SHARED |
| UNITED PARCEL SERVICE | COMM | 911312106 | 5,435 | 88,010 | SH | SOLE |

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|---------------------------|------|-----------|--------|---------|----|--------|
| UNITED TECHNOLOGIES CORP. | COMM | 913017109 | 3,076 | 45,300 | SH | SHARED |
| UNITED TECHNOLOGIES CORP. | COMM | 913017109 | 75 | 1,100 | SH | SHARED |
| UNITED TECHNOLOGIES CORP. | COMM | 913017109 | 3,395 | 50,000 | SH | SOLE |
| UNITEDHEALTHCARE GROUP | COMM | 91324P102 | 66 | 720 | SH | SHARED |
| UNIVISION COMM | COMM | 914906102 | 2,355 | 75,000 | SH | SHARED |
| VERIZON COMMUNICATIONS | COMM | 92343V104 | 2,504 | 62,370 | SH | SHARED |
| VERIZON COMMUNICATIONS | COMM | 92343V104 | 253 | 6,300 | SH | SHARED |
| VERIZON COMMUNICATIONS | COMM | 92343V104 | 7,759 | 193,241 | SH | SOLE |
| VIACOM INC. CL B | COMM | 925524308 | 3,860 | 87,000 | SH | SHARED |
| VIACOM INC. CL B | COMM | 925524308 | 5,245 | 118,200 | SH | SOLE |
| WAL-MART STORES INC | COMM | 931142103 | 12,377 | 225,000 | SH | SHARED |
| WAL-MART STORES INC | COMM | 931142103 | 566 | 10,280 | SH | SHARED |
| WAL-MART STORES INC | COMM | 931142103 | 14,556 | 264,608 | SH | SOLE |
| WALGREEN CO. | COMM | 931422109 | 4,856 | 125,700 | SH | SHARED |
| WALGREEN CO. | COMM | 931422109 | 90 | 2,340 | SH | SHARED |
| WALGREEN CO. | COMM | 931422109 | 6,169 | 159,700 | SH | SOLE |
| WASHINGTON MUTUAL INC | COMM | 939322103 | 1,421 | 38,300 | SH | SHARED |
| WASHINGTON MUTUAL INC | COMM | 939322103 | 82 | 2,210 | SH | SHARED |
| WASHINGTON MUTUAL INC | COMM | 939322103 | 1,484 | 40,000 | SH | SOLE |
| WEIGHT WATCHERS INTL INC | COMM | 948626106 | 1,303 | 30,000 | SH | SOLE |
| WELLS FARGO & CO | COMM | 949746101 | 4,555 | 91,000 | SH | SHARED |
| WELLS FARGO & CO | COMM | 949746101 | 196 | 3,910 | SH | SHARED |
| WELLS FARGO & CO | COMM | 949746101 | 5,006 | 100,000 | SH | SOLE |
| WM WRIGLEY JR. CO. | COMM | 982526105 | 137 | 2,480 | SH | SHARED |
| WYETH CORP | COMM | 983024100 | 4,936 | 96,400 | SH | SHARED |
| WYETH CORP | COMM | 983024100 | 157 | 3,060 | SH | SHARED |
| WYETH CORP | COMM | 983024100 | 5,199 | 101,540 | SH | SOLE |
| EXCEL ENERGY INC | COMM | 98389B100 | 38 | 2,270 | SH | SHARED |
| XILINX INC | COMM | 983919101 | 42 | 1,880 | SH | SHARED |

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| ACE LTD. | COMM | G0070K103 | 221 | 7,000 | SH | SHARED |
| INGERSOLL-RAND CO | COMM | G4776G101 | 4,155 | 91,000 | SH | SHARED |
| INGERSOLL-RAND CO | COMM | G4776G101 | 4,566 | 100,000 | SH | SOLE |
| TOMMY HILFIGER CORP. | COMM | G8915Z102 | 78 | 5,420 | SH | SHARED |
| XL CAPITAL LTD - CLASS A | COMM | G98255105 | 255 | 3,010 | SH | SHARED |