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ST PAUL COMPANIES INC /MN/  
Form 13F-HR  
July 31, 2001

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, 2001

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 31, 2001

Report Type (Check only one.):

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:

Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 352

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Form 13F Information Table Value Total: \$1,554,762

List of Other Included Managers:

No.	13F Filing Number	Name
01	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/ PUT/ PRN CALL	INVEST DISCRET
AFLAC INC	COMM	001055102	92	2,920	SH	SHARED
AOL TIME WARNER INC	COMM	00184A105	30,929	583,560	SH	SHARED
AOL TIME WARNER INC	COMM	00184A105	514	9,690	SH	SHARED
AOL TIME WARNER INC	COMM	00184A105	22,189	418,656	SH	SOLE
AMERICAN TELEPHONE & TELEGRAPH CO.	COMM	001957109	177	8,050	SH	SHARED
AT&T CORP - LIBERTY MEDIA CL A	COMM	001957208	11,585	662,400	SH	SHARED
AT&T CORP - LIBERTY MEDIA CL A	COMM	001957208	7,696	440,022	SH	SOLE
ABBOTT LABORATORIES	COMM	002824100	13,680	285,000	SH	SHARED
ABBOTT LABORATORIES	COMM	002824100	159	3,310	SH	SHARED
ABBOTT LABORATORIES	COMM	002824100	8,986	187,200	SH	SOLE
AGILENT TECH	COMM	00846U101	33	1,029	SH	SHARED
ALCOA INC	COMM	013817101	7,092	180,000	SH	SHARED
ALCOA INC	COMM	013817101	4,687	118,950	SH	SOLE
ALLIANCE CAP	COMM	01855A101	73	1,370	SH	SHARED
ALLIED WASTE	COMM	019589308	107	5,730	SH	SHARED
ALLSTATE CORP.	COMM	020002101	330	7,500	SH	SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	2,875	74,100	SH	SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	107	2,760	SH	SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	1,819	46,869	SH	SOLE
AMERICAN HOME PRODUCTS	COMM	026609107	16,039	273,000	SH	SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	166	2,830	SH	SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	7,340	124,940	SH	SOLE
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	25,077	294,990	SH	SHARED
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	432	5,080	SH	SHARED
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	16,500	194,089	SH	SOLE
ANADARKO PETROLEUM CO	COMM	032511107	37	690	SH	SHARED
ANHEUSER BUSCH COS. INC.	COMM	035229103	81	1,970	SH	SHARED
APPLIED MICRO CIRCUIT CORP.	COMM	03822W109	1,290	75,000	SH	SHARED
APPLIED MICRO CIRCUIT CORP.	COMM	03822W109	11	620	SH	SHARED
APPLIED MICRO CIRCUIT CORP.	COMM	03822W109	865	50,290	SH	SOLE
ATMEL CORP.	COMM	049513104	4,712	349,300	SH	SHARED
ATMEL CORP.	COMM	049513104	3,029	224,520	SH	SOLE
AUTODESK, INC	COMM	052769106	41	1,090	SH	SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	2,636	53,040	SH	SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	69	1,390	SH	SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	1,590	32,000	SH	SOLE
AUTONATION INC.	COMM	05329W102	154	13,270	SH	SHARED
BB&T CORP	COMM	054937107	167	4,550	SH	SHARED
BP AMOCO PLC (ADR)	COMM	055622104	502	10,080	SH	SHARED
BP AMOCO PLC (ADR)	COMM	055622104	3,220	64,596	SH	SHARED

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BP AMOCO PLC (ADR)	COMM	055622104	1,613	32,352	SH	SOLE
BANK OF AMERICA CORP	COMM	060505104	3,602	60,000	SH	SHARED
BANK OF AMERICA CORP	COMM	060505104	215	3,580	SH	SHARED
BANK OF AMERICA CORP	COMM	060505104	2,410	40,140	SH	SOLE
BANK OF NEW YORK CO., INC.	COMM	064057102	5,760	120,000	SH	SHARED
BANK OF NEW YORK CO., INC.	COMM	064057102	78	1,630	SH	SHARED
BANK OF NEW YORK CO., INC.	COMM	064057102	3,863	80,480	SH	SOLE
BANK ONE CORP.	COMM	06423A103	90	2,520	SH	SHARED
BAXTER INTERNATIONAL INC.	COMM	071813109	6,060	120,000	SH	SHARED
BAXTER INTERNATIONAL INC.	COMM	071813109	4,054	80,270	SH	SOLE
BELL SOUTH CORP.	COMM	079860102	383	9,500	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	8,675	124	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	486	7	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	5,483	76	SH	SOLE
BOEING COMPANY	COMM	097023105	181	3,250	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	15,188	290,400	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	218	4,170	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	11,017	210,646	SH	SOLE
BROADCOM CORP	COMM	111320107	19	440	SH	SHARED
CSX CORP	COMM	126408103	2,174	60,000	SH	SHARED
CSX CORP	COMM	126408103	1,326	36,590	SH	SOLE
CVS CORP.	COMM	126650100	56	1,460	SH	SHARED
CDN PAC LTD	COMM	135923100	84	2,160	SH	SHARED
CAP ONE FIN	COMM	14040H105	9,925	165,000	SH	SHARED
CAP ONE FIN	COMM	14040H105	6,631	110,240	SH	SOLE
CARDINAL HEALTH INC.	COMM	14149Y108	64	930	SH	SHARED
CATELLUS DEVELOPMENT	COMM	149111106	118	6,780	SH	SHARED
CELESTICA	COMM	15101Q108	9,785	190,000	SH	SHARED
CELESTICA	COMM	15101Q108	7,372	143,140	SH	SOLE
CHEVRON CORP	COMM	166751107	126	1,390	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	17,067	937,720	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	329	18,080	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	11,642	639,692	SH	SOLE
CITIGROUP INC	COMM	172967101	32,910	622,824	SH	SHARED
CITIGROUP INC	COMM	172967101	587	11,100	SH	SHARED
CITIGROUP INC	COMM	172967101	21,702	410,715	SH	SOLE
CLEAR CHANNEL	COMM	184502102	10,801	172,260	SH	SHARED
CLEAR CHANNEL	COMM	184502102	7,728	123,251	SH	SOLE
COCA COLA CO	COMM	191216100	14,076	312,806	SH	SHARED
COCA COLA CO	COMM	191216100	241	5,360	SH	SHARED
COCA COLA CO	COMM	191216100	9,385	208,557	SH	SOLE
COLGATE POLMOLIVE CO	COMM	194162103	71	1,210	SH	SHARED
COMCAST CORP. CL A	COMM	200300200	4,557	105,000	SH	SHARED
COMCAST CORP. CL A	COMM	200300200	3,048	70,240	SH	SOLE
COMPAQ COMPUTER	COMM	204493100	119	7,770	SH	SHARED
COMPUTER ASSOCIATES INTL, INC.	COMM	204912109	52	1,450	SH	SHARED
COMPUTER SCIENCES CORP	COMM	205363104	43	1,230	SH	SHARED
COMVERSE TECHNOLOGY	COMM	205862402	8,615	150,880	SH	SHARED
COMVERSE TECHNOLOGY	COMM	205862402	5,624	98,500	SH	SOLE
CONCORD EFS INC.	COMM	206197105	97	1,870	SH	SHARED
DARDEN RESTAURANTS INC.	COMM	237194105	5,859	210,000	SH	SHARED
DARDEN RESTAURANTS INC.	COMM	237194105	3,912	140,210	SH	SOLE
DELL COMPUTER CORP	COMM	247025109	6,276	240,000	SH	SHARED
DELL COMPUTER CORP	COMM	247025109	248	9,490	SH	SHARED
DELL COMPUTER CORP	COMM	247025109	4,198	160,550	SH	SOLE
DEVON ENERGY CORP.	COMM	25179M103	76	1,440	SH	SHARED
DIEBOLD	COMM	253651103	78	2,420	SH	SHARED

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DISNEY, WALT CO.	COMM	254687106	3,467	120,000	SH	SHARED
DISNEY, WALT CO.	COMM	254687106	130	4,490	SH	SHARED
DISNEY, WALT CO.	COMM	254687106	2,319	80,270	SH	SOLE
DONNELLEY (R R) & SONS INC.	COMM	257867101	84	2,830	SH	SHARED
DOW CHEMICAL COMPANY	COMM	260543103	3,297	99,165	SH	SHARED
DOW CHEMICAL COMPANY	COMM	260543103	2,080	62,561	SH	SOLE
DU PONT E I DE NEMOURS AND CO.	COMM	263534109	110	2,290	SH	SHARED
DUKE POWER	COMM	264399106	5,852	150,000	SH	SHARED
DUKE POWER	COMM	264399106	334	8,560	SH	SHARED
DUKE POWER	COMM	264399106	3,828	98,120	SH	SOLE
DUKE REALTY INVESTMENTS, INC.	COMM	264411505	121	4,850	SH	SHARED
EMC CORP.	COMM	268648102	5,115	174,860	SH	SHARED
EMC CORP.	COMM	268648102	139	4,740	SH	SHARED
EMC CORP.	COMM	268648102	3,304	112,970	SH	SOLE
EOG RESOURCES INC	COMM	26875P101	75	2,110	SH	SHARED
EBIX.COM INC	COMM	278715107	24	12,785	SH	SHARED
ECOLAB INC	COMM	278865100	4,273	104,300	SH	SHARED
ECOLAB INC	COMM	278865100	2,557	62,401	SH	SOLE
EDWARDS (AG) INC	COMM	281760108	117	2,590	SH	SHARED
ELAN CORP., PLC	COMM	284131208	2,074	34,000	SH	SHARED
ELAN CORP., PLC	COMM	284131208	1,037	17,000	SH	SOLE
ELECTRONIC DATA SYSTEMS	COMM	285661104	63	1,000	SH	SHARED
EMERSON ELECTRIC COMPANY	COMM	291011104	58	960	SH	SHARED
ENRON CORP.	COMM	293561106	74	1,510	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	18,135	207,618	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	670	7,670	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	12,032	137,750	SH	SOLE
FED HOME LOAN MTG CO.	COMM	313400301	10,208	150,000	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	101	1,480	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	6,587	96,800	SH	SOLE
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	15,305	180,000	SH	SHARED
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	675	7,941	SH	SHARED
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	10,088	118,640	SH	SOLE
FIFTH THIRD BANCORP.	COMM	316773100	9,548	159,000	SH	SHARED
FIFTH THIRD BANCORP.	COMM	316773100	57	950	SH	SHARED
FIFTH THIRD BANCORP.	COMM	316773100	6,388	106,370	SH	SOLE
FILENET CORPORATION	COMM	316869106	247	35,616	SH	SHARED
FIRST HEALTH GROUP	COMM	320960107	150	6,220	SH	SHARED
FIRST UNION CORP.	COMM	337358105	63	1,810	SH	SHARED
FLEETBOSTON FINANCIAL	COMM	339030108	73	1,850	SH	SHARED
FORD MOTOR CO	COMM	345370860	5,892	240,000	SH	SHARED
FORD MOTOR CO	COMM	345370860	101	4,110	SH	SHARED
FORD MOTOR CO	COMM	345370860	3,942	160,560	SH	SOLE
FOX ENTERTAINMENT GROUP	COMM	35138T107	7,952	285,000	SH	SHARED
FOX ENTERTAINMENT GROUP	COMM	35138T107	5,319	190,660	SH	SOLE
FRANKLIN RESOURCES	COMM	354613101	90	1,960	SH	SHARED
GARDEN FRESH COMMON	COMM	365235100	2,682	392,104	SH	SHARED
GENENTECH	COMM	368710406	11,461	208,000	SH	SHARED
GENENTECH	COMM	368710406	7,316	132,780	SH	SOLE
GENL DYNAMICS	COMM	369550108	268	3,450	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	39,882	818,100	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	1,167	23,930	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	26,240	538,264	SH	SOLE

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GENERAL MILLS INC	COMM	370334104	69	1,570	SH	SHARED
GENERAL MOTORS	COMM	370442105	75	1,170	SH	SHARED
INTERDENT, INC.	COMM	37245B102	65	262,353	SH	SHARED
GILLETTE CO.	COMM	375766102	63	2,170	SH	SHARED
GLOBAL ONLINE INDIA INC	COMM	37940N104	0	706	SH	SHARED
GOLDMAN SACHS GROUP	COMM	38141G104	2,574	30,000	SH	SHARED
GOLDMAN SACHS GROUP	COMM	38141G104	1,716	20,000	SH	SOLE
HCA INC COM	COMM	404119109	12,201	270,000	SH	SHARED
HCA INC COM	COMM	404119109	8,036	177,830	SH	SOLE
HEWLETT-PACKARD	COMM	428236103	122	4,250	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	10,437	224,200	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	236	5,080	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	7,243	155,594	SH	SOLE
HONEYWELL INTERNATIONAL	COMM	438516106	6,123	175,000	SH	SHARED
HONEYWELL INTERNATIONAL	COMM	438516106	91	2,590	SH	SHARED
HONEYWELL INTERNATIONAL	COMM	438516106	4,308	123,130	SH	SOLE
HOUSEHOLD INTERNATIONAL, INC.	COMM	441815107	65	980	SH	SHARED
ICO INC PFD	PREF	449293307	260	20,000	SH	SHARED
ISTAR FINANCIAL INC	COMM	45031U101	85	3,030	SH	SHARED
IMMUNEX CRP NEW	COMM	452528102	4,260	240,000	SH	SHARED
IMMUNEX CRP NEW	COMM	452528102	2,810	158,320	SH	SOLE
INTEL CORP	COMM	458140100	13,229	452,260	SH	SHARED
INTEL CORP	COMM	458140100	653	22,340	SH	SHARED
INTEL CORP	COMM	458140100	8,708	297,720	SH	SOLE
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	11,680	103,360	SH	SHARED
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	573	5,070	SH	SHARED
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	7,833	69,318	SH	SOLE
INTERNATIONAL PAPER CO	COMM	460146103	4,284	120,000	SH	SHARED
INTERNATIONAL PAPER CO	COMM	460146103	2,803	78,510	SH	SOLE
INTRA BIOTICS	COMM	46116T100	2,052	1,886,828	SH	SHARED
I2 TECHNOLOGIES, INC.	COMM	465754109	3,564	180,000	SH	SHARED
I2 TECHNOLOGIES, INC.	COMM	465754109	2,384	120,390	SH	SOLE
JP MORGAN CHASE & CO	COMM	46625H100	6,356	142,500	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	178	3,996	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	3,930	88,121	SH	SOLE
JOHNSON & JOHNSON	COMM	478160104	11,000	220,000	SH	SHARED
JOHNSON & JOHNSON	COMM	478160104	301	6,020	SH	SHARED
JOHNSON & JOHNSON	COMM	478160104	12,793	255,862	SH	SOLE
JUNIPER NETWORKS INC.	COMM	48203R104	2,799	90,000	SH	SHARED
JUNIPER NETWORKS INC.	COMM	48203R104	1,873	60,210	SH	SOLE
KAUFMAN & BROAD HOME CORP.	COMM	48666K109	169	5,600	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	3,868	69,200	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	63	1,120	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	2,512	44,932	SH	SOLE
KOHL'S CORP.	COMM	500255104	4,767	76,000	SH	SHARED
KOHL'S CORP.	COMM	500255104	3,031	48,320	SH	SOLE
KOREA TELECOM CORP. ADR	COMM	50063P103	1,231	56,000	SH	SHARED
KOREA TELECOM CORP. ADR	COMM	50063P103	615	28,000	SH	SOLE
L THREE COMM HOLDINGS	COMM	502424104	9,538	125,000	SH	SHARED
L THREE COMM HOLDINGS	COMM	502424104	6,378	83,590	SH	SOLE
LEAR SEATING	COMM	521865105	60	1,710	SH	SHARED
LILLY, ELI & CO.	COMM	532457108	7,770	105,000	SH	SHARED
LILLY, ELI & CO.	COMM	532457108	180	2,430	SH	SHARED
LILLY, ELI & CO.	COMM	532457108	5,199	70,250	SH	SOLE
LOEWS CORP.	COMM	540424108	305	4,740	SH	SHARED
LUCENT TECHNOLOGIES INC.	COMM	549463107	43	6,900	SH	SHARED

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MBNA CORP.	COMM	55262L100	10,040	304,250	SH	SHARED
MBNA CORP.	COMM	55262L100	172	5,210	SH	SHARED
MBNA CORP.	COMM	55262L100	6,663	201,902	SH	SOLE
MANUGISTICS GROUP INC	COMM	565011103	1,130	45,000	SH	SHARED
MANUGISTICS GROUP INC	COMM	565011103	755	30,090	SH	SOLE
MARSH & MCLENNAN COS INC	COMM	571748102	59	580	SH	SHARED
MASTEC INC.	COMM	576323109	84	6,380	SH	SHARED
MATTEL, INC.	COMM	577081102	57	3,020	SH	SHARED
MCDONALD'S CORP	COMM	580135101	76	2,820	SH	SHARED
MEDTRONIC INC	COMM	585055106	14,318	311,200	SH	SHARED
MEDTRONIC INC	COMM	585055106	119	2,590	SH	SHARED
MEDTRONIC INC	COMM	585055106	9,367	203,584	SH	SOLE
MELLON FINANCIAL CORP	COMM	58551A108	8,738	195,000	SH	SHARED
MELLON FINANCIAL CORP	COMM	58551A108	5,716	127,570	SH	SOLE
MERCK AND CO INC	COMM	589331107	322	5,040	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	13,272	224,000	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	112	1,890	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	8,581	144,820	SH	SOLE
MICROSOFT CORP.	COMM	594918104	41,046	562,280	SH	SHARED
MICROSOFT CORP.	COMM	594918104	859	11,770	SH	SHARED
MICROSOFT CORP.	COMM	594918104	26,964	369,372	SH	SOLE
MID-AMERICA APT. COMMUNITIES	COMM	59522J103	2,559	100,000	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	6,846	60,000	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	100	880	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	4,580	40,140	SH	SOLE
MONSANTO COMPANY	COMM	61166W101	4,440	120,000	SH	SHARED
MONSANTO COMPANY	COMM	61166W101	2,971	80,290	SH	SOLE
MORGAN STANLEY DEAN WITT	COMM	617446448	3,854	60,000	SH	SHARED
MORGAN STANLEY DEAN WITT	COMM	617446448	160	2,487	SH	SHARED
MORGAN STANLEY DEAN WITT	COMM	617446448	2,578	40,130	SH	SOLE
MOTOROLA INC	COMM	620076109	42	2,550	SH	SHARED
NTL INC	COMM	629407107	501	41,600	SH	SHARED
NTL INC	COMM	629407107	251	20,800	SH	SOLE
NASDAQ - 100 SHARES	COMM	631100104	17,823	390,000	SH	SHARED
NASDAQ - 100 SHARES	COMM	631100104	11,907	260,550	SH	SOLE
NET4MUSIC INC	COMM	64111E101	34	33,545	SH	SHARED
NOKIA CORP. ADR	COMM	654902204	6,346	286,000	SH	SHARED
NOKIA CORP. ADR	COMM	654902204	3,406	153,480	SH	SOLE
NORTEL NETWORK CORPORATION	COMM	656568102	24	2,670	SH	SHARED
OLD REPUBLIC INTERNATIONAL CORP.	COMM	680223104	55	1,900	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	7,767	408,800	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	119	6,250	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	5,112	269,036	SH	SOLE
PPL CORPORATION	COMM	69351T106	52	940	SH	SHARED
PEPSICO INC	COMM	713448108	9,914	224,300	SH	SHARED
PEPSICO INC	COMM	713448108	45	1,020	SH	SHARED
PEPSICO INC	COMM	713448108	6,616	149,691	SH	SOLE
(R) PETROCORP INC.	COMM	71645N101	8,110	1,731,000	SH	SHARED
PFIZER INC	COMM	717081103	21,757	543,250	SH	SHARED
PFIZER INC	COMM	717081103	550	13,740	SH	SHARED
PFIZER INC	COMM	717081103	14,165	353,690	SH	SOLE
PHARMACIA CORP.	COMM	71713U102	2,757	60,000	SH	SHARED
PHARMACIA CORP.	COMM	71713U102	128	2,780	SH	SHARED
PHARMACIA CORP.	COMM	71713U102	1,702	37,040	SH	SOLE
PHILIP MORRIS COS INC	COMM	718154107	9,135	180,000	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	755	14,870	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	6,111	120,420	SH	SOLE

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POPULAR INC	COMM	733174106	119	3,610	SH	SHARED
PRICE (T. ROWE) ASSOCIATES	COMM	74144T108	63	1,690	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	7,656	120,000	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	180	2,820	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	5,065	79,390	SH	SOLE
PROGRESSIVE CORP.	COMM	743315103	134	990	SH	SHARED
PROLOGIS TRUST	COMM	743410102	73	3,210	SH	SHARED
QUAKER OATS	COMM	747402105	117	1,280	SH	SHARED
QWEST COMMUNICATIONS	COMM	749121109	8,605	270,000	SH	SHARED
QWEST COMMUNICATIONS	COMM	749121109	113	3,560	SH	SHARED
QWEST COMMUNICATIONS	COMM	749121109	5,657	177,490	SH	SOLE
RELIANT ENERGY INC	COMM	75952J108	184	5,710	SH	SHARED
ROBT HALF INTL	COMM	770323103	140	5,630	SH	SHARED
ROYAL DUTCH PETROLEUM CO.	COMM	780257804	273	4,680	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	10,871	271,361	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	504	12,590	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	7,142	178,285	SH	SOLE
SEI INVESTMENTS	COMM	784117103	46	980	SH	SHARED
SAFeway INC.	COMM	786514208	50	1,040	SH	SHARED
ST. JOE CORP.	COMM	790148100	148	5,490	SH	SHARED
SARA LEE CORP.	COMM	803111103	106	5,600	SH	SHARED
SCHERING PLOUGH CORP	COMM	806605101	4,349	120,000	SH	SHARED
SCHERING PLOUGH CORP	COMM	806605101	114	3,150	SH	SHARED
SCHERING PLOUGH CORP	COMM	806605101	2,909	80,280	SH	SOLE
SCHLUMBERGER LTD	COMM	806857108	2,264	43,000	SH	SHARED
SCHLUMBERGER LTD	COMM	806857108	71	1,350	SH	SHARED
SCHLUMBERGER LTD	COMM	806857108	1,474	28,000	SH	SOLE
SCHWAB (CHARLES) CORP	COMM	808513105	46	2,930	SH	SHARED
SELECT COMFORT COMMON STOCK	COMM	81616*106	4,992	4,800,113	SH	SHARED
SIEBEL SYSTEMS	COMM	826170102	39	840	SH	SHARED
SPRINT CORP (PCS)	COMM	852061506	48	2,000	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	5,144	327,220	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	57	3,640	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	3,831	243,680	SH	SOLE
TEXAS UTILITIES	COMM	873168108	4,819	100,000	SH	SHARED
TEXAS UTILITIES	COMM	873168108	189	3,920	SH	SHARED
TEXAS UTILITIES	COMM	873168108	3,149	65,350	SH	SOLE
(R) TAIWAN SEMICONDUCTOR	COMM	874039100	9,588	631,200	SH	SHARED
(R) TAIWAN SEMICONDUCTOR	COMM	874039100	6,132	403,664	SH	SOLE
TARGET CORP	COMM	87612E106	8,304	240,000	SH	SHARED
TARGET CORP	COMM	87612E106	68	1,960	SH	SHARED
TARGET CORP	COMM	87612E106	5,548	160,350	SH	SOLE
TECH DATA CORP	COMM	878237106	82	2,450	SH	SHARED
TERADYNE INC	COMM	880770102	2,903	82,940	SH	SHARED
TERADYNE INC	COMM	880770102	1,848	52,800	SH	SOLE
TEXACO INC	COMM	881694103	77	1,160	SH	SHARED
TEXAS INSTRUMENT	COMM	882508104	2,313	72,500	SH	SHARED
TEXAS INSTRUMENT	COMM	882508104	121	3,780	SH	SHARED
TEXAS INSTRUMENT	COMM	882508104	1,505	47,180	SH	SOLE
TORCHMARK	COMM	891027104	155	3,860	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	10,428	191,300	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	208	3,810	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	6,834	125,376	SH	SOLE
USX-MARATHON GROUP COM	COMM	902905827	295	9,990	SH	SHARED
US BANCORP - NEW	COMM	902973304	94	4,124	SH	SHARED
USA NETWORKS	COMM	902984103	13,860	495,000	SH	SHARED
USA NETWORKS	COMM	902984103	8,717	311,320	SH	SOLE

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UNILEVER NV	COMM	904784709	75	1,260	SH	SHARED
UNITED PARCEL SERVICE	COMM	911312106	11,271	195,000	SH	SHARED
UNITED PARCEL SERVICE	COMM	911312106	7,451	128,910	SH	SOLE
UNITED TECHNOLOGIES CORP.	COMM	913017109	71	970	SH	SHARED
VENATOR GROUP INC	COMM	922944103	58	3,820	SH	SHARED
VERITAS SOFTWARE CO.	COMM	923436109	14,883	223,700	SH	SHARED
VERITAS SOFTWARE CO.	COMM	923436109	9,795	147,220	SH	SOLE
VERIZON COMMUNICATIONS	COMM	92343V104	9,660	180,570	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	463	8,650	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	6,133	114,641	SH	SOLE
VIACOM INC. CL B	COMM	925524308	7,609	147,030	SH	SHARED
VIACOM INC. CL B	COMM	925524308	165	3,190	SH	SHARED
VIACOM INC. CL B	COMM	925524308	5,009	96,783	SH	SOLE
VINTAGE PETRO	COMM	927460105	155	8,280	SH	SHARED
VISHAY INTERTECHNOLOGY INC.	COMM	928298108	157	6,840	SH	SHARED
WAL-MART STORES INC	COMM	931142103	23,561	482,800	SH	SHARED
WAL-MART STORES INC	COMM	931142103	478	9,800	SH	SHARED
WAL-MART STORES INC	COMM	931142103	15,490	317,408	SH	SOLE
WALGREEN CO.	COMM	931422109	74	2,140	SH	SHARED
WASHINGTON MUTUAL INC	COMM	939322103	394	10,500	SH	SHARED
WELLS FARGO & CO	COMM	949746101	4,179	90,000	SH	SHARED
WELLS FARGO & CO	COMM	949746101	198	4,270	SH	SHARED
WELLS FARGO & CO	COMM	949746101	2,796	60,210	SH	SOLE
WORLDCOM INC	COMM	98157D106	89	6,290	SH	SHARED
WORLDCOM INC - MCI GROUP	COMM	98157D304	4	251	SH	SHARED
XILINX INC	COMM	983919101	4,042	98,000	SH	SHARED
XILINX INC	COMM	983919101	2,665	64,610	SH	SOLE
AMDOCS LTD	COMM	G02602103	11,201	208,000	SH	SHARED
AMDOCS LTD	COMM	G02602103	7,242	134,490	SH	SOLE
FLEXTRONICS INTERNATIONAL LTD	COMM	Y2573F102	10,575	405,000	SH	SHARED
FLEXTRONICS INTERNATIONAL LTD	COMM	Y2573F102	7,003	268,230	SH	SOLE
TEEKAY SHIPPING	COMM	Y8564W103	61	1,520	SH	SHARED