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ST PAUL COMPANIES INC /MN/  
Form 13F-HR  
November 19, 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: September 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, November 13, 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: 343  
Form 13F Information Table Value Total: \$1,265,288

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List of Other Included Managers:

No.	13F Filing Numbe	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/ PRN	PUT/ CALL	INVESTMT DISCRETN
AFLAC INC	COMM	001055102	3,240	120,000	SH		SHARED
AFLAC INC	COMM	001055102	79	2,920	SH		SHARED
AFLAC INC	COMM	001055102	2,144	79,400	SH		SOLE
AOL TIME WARNER INC	COMM	00184A105	13,358	403,560	SH		SHARED
AOL TIME WARNER INC	COMM	00184A105	321	9,690	SH		SHARED
AOL TIME WARNER INC	COMM	00184A105	9,796	295,956	SH		SOLE
AMERICAN TELEPHONE & TELEGRAPH CO.	COMM	001957109	155	8,050	SH		SHARED
AT&T WIRELESS	COMM	00209A106	39	2,590	SH		SHARED
ABBOTT LABORATORIES	COMM	002824100	14,777	285,000	SH		SHARED
ABBOTT LABORATORIES	COMM	002824100	172	3,310	SH		SHARED
ABBOTT LABORATORIES	COMM	002824100	9,639	185,900	SH		SOLE
AGILENT TECH	COMM	00846U101	20	1,029	SH		SHARED
ALCOA INC	COMM	013817101	5,582	180,000	SH		SHARED
ALCOA INC	COMM	013817101	3,664	118,150	SH		SOLE
ALLEGHENY ENGY	COMM	017361106	3,303	90,000	SH		SHARED
ALLEGHENY ENGY	COMM	017361106	2,202	60,000	SH		SOLE
ALLIANCE CAP	COMM	01855A101	63	1,370	SH		SHARED
ALLIED WASTE	COMM	019589308	73	5,730	SH		SHARED
ALLSTATE CORP.	COMM	020002101	280	7,500	SH		SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	80	2,760	SH		SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	15,902	273,000	SH		SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	165	2,830	SH		SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	7,691	132,040	SH		SOLE
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	26,519	339,990	SH		SHARED
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	396	5,080	SH		SHARED
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	17,370	222,689	SH		SOLE
AMGEN INC.	COMM	031162100	7,052	120,000	SH		SHARED
AMGEN INC.	COMM	031162100	4,684	79,700	SH		SOLE
ANADARKO PETROLEUM CO	COMM	032511107	33	690	SH		SHARED
ANHEUSER BUSCH COS. INC.	COMM	035229103	83	1,970	SH		SHARED
APPLIED MICRO CIRCUIT CORP.	COMM	03822W109	4	620	SH		SHARED
ASCENTIAL SOFTWARE CORP	COMM	04362P108	3	987	SH		SOLE
AUTODESK, INC	COMM	052769106	35	1,090	SH		SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	3,906	83,040	SH		SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	65	1,390	SH		SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	2,427	51,600	SH		SOLE
AUTONATION INC.	COMM	05329W102	117	13,270	SH		SHARED
BB&T CORP	COMM	054937107	166	4,550	SH		SHARED
BP AMOCO PLC (ADR)	COMM	055622104	496	10,080	SH		SHARED

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BP AMOCO PLC (ADR)	COMM	055622104	3,176	64,596	SH	SHARED
BP AMOCO PLC (ADR)	COMM	055622104	1,591	32,352	SH	SOLE
BANK OF AMERICA CORP	COMM	060505104	7,884	135,000	SH	SHARED
BANK OF AMERICA CORP	COMM	060505104	209	3,580	SH	SHARED
BANK OF AMERICA CORP	COMM	060505104	5,229	89,540	SH	SOLE
BANK OF NEW YORK CO., INC.	COMM	064057102	57	1,630	SH	SHARED
BANK ONE CORP.	COMM	06423A103	79	2,520	SH	SHARED
BAXTER INTERNATIONAL INC.	COMM	071813109	6,606	120,000	SH	SHARED
BAXTER INTERNATIONAL INC.	COMM	071813109	4,386	79,670	SH	SOLE
BELL SOUTH CORP.	COMM	079860102	395	9,500	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	8,750	124	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	490	7	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	5,460	75	SH	SOLE
BOEING COMPANY	COMM	097023105	109	3,250	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	16,135	290,400	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	232	4,170	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	11,620	209,146	SH	SOLE
BROADCOM CORP	COMM	111320107	9	440	SH	SHARED
CVS CORP.	COMM	126650100	48	1,460	SH	SHARED
CANADIAN PACIFIC RAILROAD LTD	COMM	13645T100	69	2,160	SH	SHARED
CAP ONE FIN	COMM	14040H105	6,214	135,000	SH	SHARED
CAP ONE FIN	COMM	14040H105	4,099	89,040	SH	SOLE
CARDINAL HEALTH INC.	COMM	14149Y108	69	930	SH	SHARED
CATELLUS DEVELOPMENT	COMM	149111106	119	6,780	SH	SHARED
CATERPILLAR INC	COMM	149123101	2,688	60,000	SH	SHARED
CATERPILLAR INC	COMM	149123101	1,779	39,700	SH	SOLE
CELESTICA	COMM	15101Q108	5,178	190,000	SH	SHARED
CELESTICA	COMM	15101Q108	3,873	142,140	SH	SOLE
CHEVRONTEXACO CORP	COMM	166764100	118	1,390	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	12,883	1,057,720	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	220	18,080	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	8,704	714,592	SH	SOLE
CITIGROUP INC	COMM	172967101	22,794	562,824	SH	SHARED
CITIGROUP INC	COMM	172967101	450	11,100	SH	SHARED
CITIGROUP INC	COMM	172967101	14,909	368,115	SH	SOLE
CLEAR CHANNEL	COMM	184502102	2,077	52,260	SH	SHARED
CLEAR CHANNEL	COMM	184502102	1,683	42,351	SH	SOLE
COCA COLA CO	COMM	191216100	14,655	312,806	SH	SHARED
COCA COLA CO	COMM	191216100	251	5,360	SH	SHARED
COCA COLA CO	COMM	191216100	9,701	207,057	SH	SOLE
COLGATE POLMOLIVE CO	COMM	194162103	70	1,210	SH	SHARED
COMCAST CORP. CL A	COMM	200300200	3,766	105,000	SH	SHARED
COMCAST CORP. CL A	COMM	200300200	2,502	69,740	SH	SOLE
COMPAQ COMPUTER	COMM	204493100	65	7,770	SH	SHARED
COMPUTER ASSOCIATES INTL, INC.	COMM	204912109	37	1,450	SH	SHARED
COMPUTER SCIENCES CORP	COMM	205363104	41	1,230	SH	SHARED
CONCORD EFS INC.	COMM	206197105	92	1,870	SH	SHARED
DELL COMPUTER CORP	COMM	247025109	176	9,490	SH	SHARED
DEVON ENERGY CORP.	COMM	25179M103	50	1,440	SH	SHARED
DIEBOLD	COMM	253651103	92	2,420	SH	SHARED
DISNEY, WALT CO.	COMM	254687106	84	4,490	SH	SHARED
DONNELLEY (R R) & SONS INC.	COMM	257867101	77	2,830	SH	SHARED
DOW CHEMICAL COMPANY	COMM	260543103	3,931	120,000	SH	SHARED
DOW CHEMICAL COMPANY	COMM	260543103	2,621	80,000	SH	SOLE
DU PONT E I DE NEMOURS AND CO.	COMM	263534109	86	2,290	SH	SHARED
DUKE POWER	COMM	264399106	1,136	30,000	SH	SHARED

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DUKE POWER	COMM	264399106	324	8,560	SH	SHARED
DUKE POWER	COMM	264399106	674	17,820	SH	SOLE
DUKE REALTY INVESTMENTS, INC.	COMM	264411505	115	4,850	SH	SHARED
EMC CORP.	COMM	268648102	997	84,860	SH	SHARED
EMC CORP.	COMM	268648102	56	4,740	SH	SHARED
EMC CORP.	COMM	268648102	618	52,570	SH	SOLE
EOG RESOURCES INC	COMM	26875P101	61	2,110	SH	SHARED
EBIX.COM INC	COMM	278715107	6	12,785	SH	SHARED
ECOLAB INC	COMM	278865100	2,699	74,300	SH	SHARED
ECOLAB INC	COMM	278865100	1,526	42,001	SH	SOLE
EDWARDS (AG) INC	COMM	281760108	91	2,590	SH	SHARED
ELAN CORP., PLC	COMM	284131208	1,647	34,000	SH	SHARED
ELAN CORP., PLC	COMM	284131208	824	17,000	SH	SOLE
ELECTRONIC ARTS	COMM	285512109	2,740	60,000	SH	SHARED
ELECTRONIC ARTS	COMM	285512109	1,827	40,000	SH	SOLE
ELECTRONIC DATA SYSTEMS	COMM	285661104	58	1,000	SH	SHARED
EMERSON ELECTRIC COMPANY	COMM	291011104	45	960	SH	SHARED
ENRON CORP.	COMM	293561106	41	1,510	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	18,724	475,236	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	604	15,340	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	12,376	314,100	SH	SOLE
FPL GROUP	COMM	302571104	3,213	60,000	SH	SHARED
FPL GROUP	COMM	302571104	2,142	40,000	SH	SOLE
FED HOME LOAN MTG CO.	COMM	313400301	9,750	150,000	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	96	1,480	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	6,266	96,400	SH	SOLE
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	14,411	180,000	SH	SHARED
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	636	7,941	SH	SHARED
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	9,450	118,040	SH	SOLE
FIFTH THIRD BANCORP.	COMM	316773100	11,620	189,000	SH	SHARED
FIFTH THIRD BANCORP.	COMM	316773100	58	950	SH	SHARED
FIFTH THIRD BANCORP.	COMM	316773100	7,732	125,770	SH	SOLE
FILENET CORPORATION	COMM	316869106	247	35,616	SH	SHARED
FIRST HEALTH GROUP	COMM	320960107	183	6,220	SH	SHARED
FIRSTENERGY CP	COMM	337932107	3,236	90,000	SH	SHARED
FIRSTENERGY CP	COMM	337932107	2,157	60,000	SH	SOLE
FLEETBOSTON FINANCIAL	COMM	339030108	68	1,850	SH	SHARED
FORD MOTOR CO	COMM	345370860	71	4,110	SH	SHARED
FOX ENTERTAINMENT GROUP	COMM	35138T107	4,298	225,000	SH	SHARED
FOX ENTERTAINMENT GROUP	COMM	35138T107	2,857	149,560	SH	SOLE
FRANKLIN RESOURCES	COMM	354613101	68	1,960	SH	SHARED
GARDEN FRESH COMMON	COMM	365235100	1,327	217,104	SH	SHARED
GENENTECH	COMM	368710406	9,152	208,000	SH	SHARED
GENENTECH	COMM	368710406	5,803	131,880	SH	SOLE
GENL DYNAMICS	COMM	369550108	305	3,450	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	34,897	938,100	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	890	23,930	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	22,858	614,464	SH	SOLE
GENERAL MILLS INC	COMM	370334104	71	1,570	SH	SHARED
GENERAL MOTORS	COMM	370442105	50	1,170	SH	SHARED
INTERDENT, INC.	COMM	37245B102	21	43,725	SH	SHARED
GILLETTE CO.	COMM	375766102	65	2,170	SH	SHARED
GLOBAL ONLINE INDIA INC	COMM	37940N104	0	706	SH	SHARED
HCA INC COM	COMM	404119109	11,964	270,000	SH	SHARED
HCA INC COM	COMM	404119109	7,822	176,530	SH	SOLE

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HARLEY-DAVIDSON	COMM	412822108	3,645	90,000	SH	SHARED
HARLEY-DAVIDSON	COMM	412822108	2,414	59,600	SH	SOLE
HEWLETT-PACKARD	COMM	428236103	68	4,250	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	8,603	224,200	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	195	5,080	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	5,928	154,494	SH	SOLE
HONEYWELL INTERNATIONAL	COMM	438516106	4,620	175,000	SH	SHARED
HONEYWELL INTERNATIONAL	COMM	438516106	68	2,590	SH	SHARED
HONEYWELL INTERNATIONAL	COMM	438516106	3,227	122,230	SH	SOLE
HOUSEHOLD INTERNATIONAL, INC.	COMM	441815107	55	980	SH	SHARED
ICO INC PFD	PREF	449293307	245	20,000	SH	SHARED
ISTAR FINANCIAL INC	COMM	45031U101	75	3,030	SH	SHARED
INTEL CORP	COMM	458140100	11,084	542,260	SH	SHARED
INTEL CORP	COMM	458140100	457	22,340	SH	SHARED
INTEL CORP	COMM	458140100	7,259	355,120	SH	SOLE
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	9,480	103,360	SH	SHARED
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	465	5,070	SH	SHARED
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	6,312	68,818	SH	SOLE
INTERNATIONAL PAPER CO	COMM	460146103	5,226	150,000	SH	SHARED
INTERNATIONAL PAPER CO	COMM	460146103	3,408	97,810	SH	SOLE
INTRA BIOTICS	COMM	46116T100	1,840	1,886,828	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	4,866	142,500	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	136	3,996	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	2,985	87,421	SH	SOLE
JOHNSON & JOHNSON	COMM	478160104	13,850	250,000	SH	SHARED
JOHNSON & JOHNSON	COMM	478160104	334	6,020	SH	SHARED
JOHNSON & JOHNSON	COMM	478160104	15,166	273,762	SH	SOLE
KAUFMAN & BROAD HOME CORP.	COMM	48666K109	159	5,600	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	5,220	84,200	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	69	1,120	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	3,381	54,532	SH	SOLE
KNIGHT RIDDER INC	COMM	499040103	6,702	120,000	SH	SHARED
KNIGHT RIDDER INC	COMM	499040103	4,418	79,100	SH	SOLE
KOREA TELECOM CORP. ADR	COMM	50063P103	1,024	56,000	SH	SHARED
KOREA TELECOM CORP. ADR	COMM	50063P103	512	28,000	SH	SOLE
L THREE COMM HOLDINGS	COMM	502424104	6,996	80,000	SH	SHARED
L THREE COMM HOLDINGS	COMM	502424104	4,634	52,990	SH	SOLE
LEAR SEATING	COMM	521865105	46	1,710	SH	SHARED
LIBERTY MEDIA CORP CL A	COMM	530718105	8,603	677,400	SH	SHARED
LIBERTY MEDIA CORP CL A	COMM	530718105	5,675	446,822	SH	SOLE
LILLY, ELI & CO.	COMM	532457108	8,474	105,000	SH	SHARED
LILLY, ELI & CO.	COMM	532457108	196	2,430	SH	SHARED
LILLY, ELI & CO.	COMM	532457108	5,629	69,750	SH	SOLE
LINEAR TECHNOLOGY CORP	COMM	535678106	1,968	60,000	SH	SHARED
LINEAR TECHNOLOGY CORP	COMM	535678106	1,289	39,300	SH	SOLE
LOEWS CORP.	COMM	540424108	219	4,740	SH	SHARED
LUCENT TECHNOLOGIES INC.	COMM	549463107	40	6,900	SH	SHARED
MBNA CORP.	COMM	55262L100	11,033	364,250	SH	SHARED

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MBNA CORP.	COMM	55262L100	158	5,210	SH	SHARED
MBNA CORP.	COMM	55262L100	7,276	240,202	SH	SOLE
MARSH & MCLENNAN COS INC	COMM	571748102	5,802	60,000	SH	SHARED
MARSH & MCLENNAN COS INC	COMM	571748102	56	580	SH	SHARED
MARSH & MCLENNAN COS INC	COMM	571748102	3,868	40,000	SH	SOLE
MASTEC INC.	COMM	576323109	33	6,380	SH	SHARED
MATTEL, INC.	COMM	577081102	47	3,020	SH	SHARED
MCDONALD'S CORP	COMM	580135101	77	2,820	SH	SHARED
MCGRAW-HILL COMPANIES INC.	COMM	580645109	6,984	120,000	SH	SHARED
MCGRAW-HILL COMPANIES INC.	COMM	580645109	4,656	80,000	SH	SOLE
MEDTRONIC INC	COMM	585055106	7,012	161,200	SH	SHARED
MEDTRONIC INC	COMM	585055106	113	2,590	SH	SHARED
MEDTRONIC INC	COMM	585055106	4,484	103,084	SH	SOLE
MERCK AND CO INC	COMM	589331107	8,192	123,000	SH	SHARED
MERCK AND CO INC	COMM	589331107	336	5,040	SH	SHARED
MERCK AND CO INC	COMM	589331107	5,421	81,400	SH	SOLE
MERRILL LYNCH & CO.	COMM	590188108	4,588	113,000	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	77	1,890	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	2,855	70,320	SH	SOLE
MICROSOFT CORP.	COMM	594918104	19,561	382,280	SH	SHARED
MICROSOFT CORP.	COMM	594918104	602	11,770	SH	SHARED
MICROSOFT CORP.	COMM	594918104	12,678	247,772	SH	SOLE
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	2,952	30,000	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	87	880	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	1,958	19,900	SH	SOLE
MONSANTO COMPANY	COMM	61166W101	4,048	120,000	SH	SHARED
MONSANTO COMPANY	COMM	61166W101	2,688	79,690	SH	SOLE
MORGAN STANLEY DEAN WITT	COMM	617446448	115	2,487	SH	SHARED
MOTOROLA INC	COMM	620076109	40	2,550	SH	SHARED
NASDAQ - 100 SHARES	COMM	631100104	10,433	360,000	SH	SHARED
NASDAQ - 100 SHARES	COMM	631100104	6,922	238,850	SH	SOLE
NEW YORK TIMES CO.	COMM	650111107	6,440	165,000	SH	SHARED
NEW YORK TIMES CO.	COMM	650111107	4,250	108,900	SH	SOLE
NOKIA CORP. ADR	COMM	654902204	4,476	286,000	SH	SHARED
NOKIA CORP. ADR	COMM	654902204	2,386	152,480	SH	SOLE
NORTEL NETWORK CORPORATION	COMM	656568102	15	2,670	SH	SHARED
OLD REPUBLIC INTERNATIONAL CORP.	COMM	680223104	50	1,900	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	2,124	168,800	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	79	6,250	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	1,362	108,236	SH	SOLE
PPL CORPORATION	COMM	69351T106	31	940	SH	SHARED
PEPSICO INC	COMM	713448108	14,516	299,300	SH	SHARED
PEPSICO INC	COMM	713448108	192	3,964	SH	SHARED
PEPSICO INC	COMM	713448108	9,617	198,291	SH	SOLE
(R) PETROCORP INC.	COMM	71645N101	7,703	1,731,000	SH	SHARED
PFIZER INC	COMM	717081103	26,596	663,250	SH	SHARED
PFIZER INC	COMM	717081103	551	13,740	SH	SHARED
PFIZER INC	COMM	717081103	17,267	430,590	SH	SOLE
PHARMACIA CORP.	COMM	71713U102	113	2,780	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	14,487	300,000	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	718	14,870	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	9,625	199,320	SH	SOLE
POPULAR INC	COMM	733174106	113	3,610	SH	SHARED

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PRICE (T. ROWE) ASSOCIATES	COMM	74144T108	50	1,690	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	13,539	186,000	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	205	2,820	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	8,916	122,490	SH	SOLE
PROGRESS ENERGY INC	COMM	743263105	3,224	75,000	SH	SHARED
PROGRESS ENERGY INC	COMM	743263105	2,150	50,000	SH	SOLE
PROGRESSIVE CORP.	COMM	743315103	133	990	SH	SHARED
PROLOGIS TRUST	COMM	743410102	68	3,210	SH	SHARED
QUALCOMM INC	COMM	747525103	4,279	90,000	SH	SHARED
QUALCOMM INC	COMM	747525103	2,838	59,700	SH	SOLE
QWEST COMMUNICATIONS	COMM	749121109	59	3,560	SH	SHARED
RADIO ONE INC - CL D	COMM	75040P405	1,039	90,000	SH	SHARED
RADIO ONE INC - CL D	COMM	75040P405	688	59,600	SH	SOLE
RELIANT ENERGY INC	COMM	75952J108	150	5,710	SH	SHARED
ROBT HALF INTL	COMM	770323103	113	5,630	SH	SHARED
ROYAL DUTCH PETROLEUM CO.	COMM	780257804	235	4,680	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	12,787	271,361	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	593	12,590	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	8,340	176,985	SH	SOLE
SEI INVESTMENTS	COMM	784117103	31	980	SH	SHARED
SAFEWAY INC.	COMM	786514208	3,575	90,000	SH	SHARED
SAFEWAY INC.	COMM	786514208	41	1,040	SH	SHARED
SAFEWAY INC.	COMM	786514208	2,383	60,000	SH	SOLE
ST. JOE CORP.	COMM	790148100	142	5,490	SH	SHARED
SARA LEE CORP.	COMM	803111103	119	5,600	SH	SHARED
SCHERING PLOUGH CORP	COMM	806605101	117	3,150	SH	SHARED
SCHLUMBERGER LTD	COMM	806857108	4,707	103,000	SH	SHARED
SCHLUMBERGER LTD	COMM	806857108	62	1,350	SH	SHARED
SCHLUMBERGER LTD	COMM	806857108	3,085	67,500	SH	SOLE
SCHWAB (CHARLES) CORP	COMM	808513105	34	2,930	SH	SHARED
SELECT COMFORT COMMON STOCK	COMM	81616*106	3,120	4,800,113	SH	SHARED
SIEBEL SYSTEMS	COMM	826170102	11	840	SH	SHARED
SOUTHERN COMPANY	COMM	842587107	2,878	120,000	SH	SHARED
SOUTHERN COMPANY	COMM	842587107	1,918	80,000	SH	SOLE
SPRINT CORP (PCS)	COMM	852061506	53	2,000	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	2,706	327,220	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	30	3,640	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	2,001	241,980	SH	SOLE
TEXAS UTILITIES	COMM	873168108	4,632	100,000	SH	SHARED
TEXAS UTILITIES	COMM	873168108	182	3,920	SH	SHARED
TEXAS UTILITIES	COMM	873168108	3,004	64,850	SH	SOLE
TAIWAN SEMICONDUCTOR	COMM	874039100	2,289	241,200	SH	SHARED
TAIWAN SEMICONDUCTOR	COMM	874039100	1,403	147,864	SH	SOLE
TARGET CORP	COMM	87612E106	11,430	360,000	SH	SHARED
TARGET CORP	COMM	87612E106	62	1,960	SH	SHARED
TARGET CORP	COMM	87612E106	7,577	238,650	SH	SOLE
TECH DATA CORP	COMM	878237106	93	2,450	SH	SHARED
TEXACO INC	COMM	881694103	75	1,160	SH	SHARED
TEXAS INSTRUMENT	COMM	882508104	94	3,780	SH	SHARED
TORCHMARK	COMM	891027104	151	3,860	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	8,704	191,300	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	173	3,810	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	5,664	124,476	SH	SOLE
USX-MARATHON GROUP COM	COMM	902905827	267	9,990	SH	SHARED
US BANCORP - NEW	COMM	902973304	91	4,124	SH	SHARED
USA NETWORKS	COMM	902984103	4,315	240,000	SH	SHARED

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USA NETWORKS	COMM	902984103	2,687	149,420	SH	SOLE
UNILEVER NV	COMM	904784709	68	1,260	SH	SHARED
UNION PACIFIC CORP.	COMM	907818108	4,221	90,000	SH	SHARED
UNION PACIFIC CORP.	COMM	907818108	2,795	59,600	SH	SOLE
UNITED PARCEL SERVICE	COMM	911312106	10,136	195,000	SH	SHARED
UNITED PARCEL SERVICE	COMM	911312106	6,654	128,010	SH	SOLE
UNITED TECHNOLOGIES CORP.	COMM	913017109	45	970	SH	SHARED
VENATOR GROUP INC	COMM	922944103	58	3,820	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	16,264	300,570	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	468	8,650	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	10,456	193,241	SH	SOLE
VIACOM INC. CL B	COMM	925524308	4,554	132,000	SH	SHARED
VIACOM INC. CL B	COMM	925524308	110	3,190	SH	SHARED
VIACOM INC. CL B	COMM	925524308	3,022	87,600	SH	SOLE
VINTAGE PETRO	COMM	927460105	131	8,280	SH	SHARED
VISHAY INTERTECHNOLOGY INC.	COMM	928298108	126	6,840	SH	SHARED
WACHOVIA CORP - NEW	COMM	929903102	56	1,810	SH	SHARED
WAL-MART STORES INC	COMM	931142103	16,474	332,800	SH	SHARED
WAL-MART STORES INC	COMM	931142103	485	9,800	SH	SHARED
WAL-MART STORES INC	COMM	931142103	10,722	216,608	SH	SOLE
WALGREEN CO.	COMM	931422109	2,066	60,000	SH	SHARED
WALGREEN CO.	COMM	931422109	74	2,140	SH	SHARED
WALGREEN CO.	COMM	931422109	1,367	39,700	SH	SOLE
WASHINGTON MUTUAL INC	COMM	939322103	404	10,500	SH	SHARED
WELLS FARGO & CO	COMM	949746101	190	4,270	SH	SHARED
WORLDCOM INC	COMM	98157D106	95	6,290	SH	SHARED
WORLDCOM INC - MCI GROUP	COMM	98157D304	4	251	SH	SHARED
XANTEL	COMM	98388#102	-	229,697	SH	SHARED
ZIMMER HOLDINGS INC	COMM	98956P102	7,050	254,040	SH	SHARED
ZIMMER HOLDINGS INC	COMM	98956P102	12	417	SH	SHARED
ZIMMER HOLDINGS INC	COMM	98956P102	4,714	169,864	SH	SOLE
AMDOCS LTD	COMM	G02602103	746	28,000	SH	SHARED
AMDOCS LTD	COMM	G02602103	373	14,000	SH	SOLE
FLEXTRONICS INTERNATIONAL LTD	COMM	Y2573F102	6,699	405,000	SH	SHARED
FLEXTRONICS INTERNATIONAL LTD	COMM	Y2573F102	4,410	266,630	SH	SOLE
TEEKAY SHIPPING	COMM	Y8564W103	47	1,520	SH	SHARED