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ST PAUL COMPANIES INC /MN/

Form 13F-HR

February 14, 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: December 31, 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, February 14, 2001

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:

Number of Other Included Managers: 1
[cad 192]Form 13F Information Table Entry Total: 377
Form 13F Information Table Value Total: \$1,432,276

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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	INVESTMENT DISCRETION
AFLAC INC	COMM	001055102	72	2,920	SH	SHARED
AMR CORP.	COMM	001765106	3,345	150,000	SH	SHARED
AMR CORP.	COMM	001765106	2,230	100,000	SH	SOLE
AOL TIME WARNER INC	COMM	00184A105	7,658	238,560	SH	SHARED
AOL TIME WARNER INC	COMM	00184A105	311	9,690	SH	SHARED
AOL TIME WARNER INC	COMM	00184A105	5,969	185,956	SH	SOLE
AMERICAN TELEPHONE & TELEGRAPH CO.	COMM	001957109	146	8,050	SH	SHARED
AT&T WIRELESS	COMM	00209A106	1,724	120,000	SH	SHARED
AT&T WIRELESS	COMM	00209A106	37	2,590	SH	SHARED
AT&T WIRELESS	COMM	00209A106	1,150	80,000	SH	SOLE
ABBOTT LABORATORIES	COMM	002824100	6,690	120,000	SH	SHARED
ABBOTT LABORATORIES	COMM	002824100	185	3,310	SH	SHARED
ABBOTT LABORATORIES	COMM	002824100	4,231	75,900	SH	SOLE
AGILENT TECH	COMM	00846U101	29	1,029	SH	SHARED
ALCOA INC	COMM	013817101	10,665	300,000	SH	SHARED
ALCOA INC	COMM	013817101	7,044	198,150	SH	SOLE
ALLEGHENY ENGY	COMM	017361106	5,433	150,000	SH	SHARED
ALLEGHENY ENGY	COMM	017361106	3,622	100,000	SH	SOLE
ALLIANCE CAP	COMM	01855A101	66	1,370	SH	SHARED
ALLIED WASTE	COMM	019589308	81	5,730	SH	SHARED
ALLSTATE CORP.	COMM	020002101	253	7,500	SH	SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	7,495	210,000	SH	SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	99	2,760	SH	SHARED
AMERICAN EXPRESS COMPANY	COMM	025816109	4,997	140,000	SH	SOLE
AMERICAN HOME PRODUCTS	COMM	026609107	9,756	159,000	SH	SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	174	2,830	SH	SHARED
AMERICAN HOME PRODUCTS	COMM	026609107	4,083	66,540	SH	SOLE
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	12,703	159,990	SH	SHARED
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	403	5,080	SH	SHARED
AMERICAN INTERNATIONAL GROUP, INC.	COMM	026874107	8,154	102,689	SH	SOLE
AMGEN INC.	COMM	031162100	3,386	60,000	SH	SHARED
AMGEN INC.	COMM	031162100	2,241	39,700	SH	SOLE
ANADARKO PETROLEUM CO	COMM	032511107	39	690	SH	SHARED
ANHEUSER BUSCH COS. INC.	COMM	035229103	2,713	60,000	SH	SHARED
ANHEUSER BUSCH COS. INC.	COMM	035229103	89	1,970	SH	SHARED
ANHEUSER BUSCH COS. INC.	COMM	035229103	1,808	40,000	SH	SOLE
ANTHEM, INC.	COMM	03674B104	5,247	106,000	SH	SHARED
ANTHEM, INC.	COMM	03674B104	3,465	70,000	SH	SOLE
APPLIED MICRO CIRCUIT CORP.	COMM	03822W109	7	620	SH	SHARED
ASCENTIAL SOFTWARE CORP	COMM	04362P108	4	987	SH	SOLE
AUTODESK, INC	COMM	052769106	41	1,090	SH	SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	4,891	83,040	SH	SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	82	1,390	SH	SHARED
AUTOMATIC DATA PROCESSING	COMM	053015103	3,039	51,600	SH	SOLE
AUTONATION INC.	COMM	05329W102	164	13,270	SH	SHARED
BB&T CORP	COMM	054937107	164	4,550	SH	SHARED

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BP AMOCO PLC (ADR)	COMM	055622104	469	10,080	SH	SHARED
BP AMOCO PLC (ADR)	COMM	055622104	3,004	64,596	SH	SHARED
BP AMOCO PLC (ADR)	COMM	055622104	1,505	32,352	SH	SOLE
BAKER HUGHES INC	COMM	057224107	4,376	120,000	SH	SHARED
BAKER HUGHES INC	COMM	057224107	2,918	80,000	SH	SOLE
BANK OF AMERICA CORP	COMM	060505104	8,498	135,000	SH	SHARED
BANK OF AMERICA CORP	COMM	060505104	225	3,580	SH	SHARED
BANK OF AMERICA CORP	COMM	060505104	5,637	89,540	SH	SOLE
BANK OF NEW YORK CO., INC.	COMM	064057102	67	1,630	SH	SHARED
BANK ONE CORP.	COMM	06423A103	98	2,520	SH	SHARED
BAXTER INTERNATIONAL INC.	COMM	071813109	3,218	60,000	SH	SHARED
BAXTER INTERNATIONAL INC.	COMM	071813109	2,128	39,670	SH	SOLE
BELL SOUTH CORP.	COMM	079860102	362	9,500	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	9,450	124	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	529	7	SH	SHARED
BERKSHIRE HATHAWAY A	COMM	084670108	5,897	75	SH	SOLE
BOEING COMPANY	COMM	097023105	126	3,250	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	11,750	230,400	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	213	4,170	SH	SHARED
BRISTOL-MYERS SQUIBB CO.	COMM	110122108	8,626	169,146	SH	SOLE
BROADCOM CORP	COMM	111320107	18	440	SH	SHARED
CVS CORP.	COMM	126650100	43	1,460	SH	SHARED
CABLEVISION SYSTEMS	COMM	12686C109	6,500	136,980	SH	SHARED
CABLEVISION SYSTEMS	COMM	12686C109	4,333	91,320	SH	SOLE
CANADIAN PACIFIC RAILROAD LTD	COMM	13645T100	21	1,080	SH	SHARED
CARDINAL HEALTH INC.	COMM	14149Y108	60	930	SH	SHARED
CATELLUS DEVELOPMENT	COMM	149111106	125	6,780	SH	SHARED
CATERPILLAR INC	COMM	149123101	3,135	60,000	SH	SHARED
CATERPILLAR INC	COMM	149123101	2,074	39,700	SH	SOLE
CHEVRONTEXACO CORP	COMM	166764100	10,753	120,000	SH	SHARED
CHEVRONTEXACO CORP	COMM	166764100	205	2,283	SH	SHARED
CHEVRONTEXACO CORP	COMM	166764100	7,169	80,000	SH	SOLE
CISCO SYSTEMS INC.	COMM	17275R102	14,320	790,720	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	327	18,080	SH	SHARED
CISCO SYSTEMS INC.	COMM	17275R102	9,718	536,592	SH	SOLE
CITIGROUP INC	COMM	172967101	12,662	250,824	SH	SHARED
CITIGROUP INC	COMM	172967101	560	11,100	SH	SHARED
CITIGROUP INC	COMM	172967101	8,083	160,115	SH	SOLE
CLEAR CHANNEL	COMM	184502102	6,109	120,000	SH	SHARED
CLEAR CHANNEL	COMM	184502102	4,073	80,000	SH	SOLE
COCA COLA CO	COMM	191216100	11,920	252,806	SH	SHARED
COCA COLA CO	COMM	191216100	253	5,360	SH	SHARED
COCA COLA CO	COMM	191216100	7,877	167,057	SH	SOLE
COLGATE POLMOLIVE CO	COMM	194162103	70	1,210	SH	SHARED
COMCAST CORP. CL A	COMM	200300200	3,780	105,000	SH	SHARED
COMCAST CORP. CL A	COMM	200300200	2,511	69,740	SH	SOLE
COMERICA INC	COMM	200340107	6,876	120,000	SH	SHARED
COMERICA INC	COMM	200340107	4,584	80,000	SH	SOLE
COMPAQ COMPUTER	COMM	204493100	76	7,770	SH	SHARED
COMPUTER ASSOCIATES INTL, INC.	COMM	204912109	50	1,450	SH	SHARED
COMPUTER SCIENCES CORP	COMM	205363104	60	1,230	SH	SHARED
COMVERSE TECHNOLOGY	COMM	205862402	4,027	180,000	SH	SHARED
COMVERSE TECHNOLOGY	COMM	205862402	2,684	120,000	SH	SOLE
CONCORD EFS INC.	COMM	206197105	123	3,740	SH	SHARED
CONTINENTAL AIRLINES - B	COMM	210795308	3,932	150,000	SH	SHARED
CONTINENTAL AIRLINES - B	COMM	210795308	2,621	100,000	SH	SOLE
CP SHIPS LTD	COMM	22409V102	6	540	SH	SHARED
DELL COMPUTER CORP	COMM	247025109	3,262	120,000	SH	SHARED
DELL COMPUTER CORP	COMM	247025109	258	9,490	SH	SHARED

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DELL COMPUTER CORP	COMM	247025109	2,174	80,000	SH	SOLE
DELTA AIR LINES	COMM	247361108	3,072	105,000	SH	SHARED
DELTA AIR LINES	COMM	247361108	2,048	70,000	SH	SOLE
DEVON ENERGY CORP.	COMM	25179M103	56	1,440	SH	SHARED
DIEBOLD	COMM	253651103	98	2,420	SH	SHARED
DISNEY, WALT CO.	COMM	254687106	93	4,490	SH	SHARED
DONNELLEY (R R) & SONS INC.	COMM	257867101	84	2,830	SH	SHARED
DOW CHEMICAL COMPANY	COMM	260543103	6,587	195,000	SH	SHARED
DOW CHEMICAL COMPANY	COMM	260543103	4,391	130,000	SH	SOLE
DU PONT E I DE NEMOURS AND CO.	COMM	263534109	97	2,290	SH	SHARED
DUKE POWER	COMM	264399106	1,178	30,000	SH	SHARED
DUKE POWER	COMM	264399106	336	8,560	SH	SHARED
DUKE POWER	COMM	264399106	700	17,820	SH	SOLE
DUKE REALTY INVESTMENTS, INC.	COMM	264411505	118	4,850	SH	SHARED
EMC CORP.	COMM	268648102	3,226	240,000	SH	SHARED
EMC CORP.	COMM	268648102	64	4,740	SH	SHARED
EMC CORP.	COMM	268648102	2,150	160,000	SH	SOLE
EOG RESOURCES INC	COMM	26875P101	83	2,110	SH	SHARED
EBIX.COM INC	COMM	278715107	14	12,785	SH	SHARED
ECOLAB INC	COMM	278865100	1,783	44,300	SH	SHARED
ECOLAB INC	COMM	278865100	886	22,001	SH	SOLE
EDWARDS (AG) INC	COMM	281760108	114	2,590	SH	SHARED
ELAN CORP., PLC	COMM	284131208	1,532	34,000	SH	SHARED
ELAN CORP., PLC	COMM	284131208	766	17,000	SH	SOLE
ELECTRONIC ARTS	COMM	285512109	6,295	105,000	SH	SHARED
ELECTRONIC ARTS	COMM	285512109	4,197	70,000	SH	SOLE
ELECTRONIC DATA SYSTEMS	COMM	285661104	69	1,000	SH	SHARED
EMERSON ELECTRIC COMPANY	COMM	291011104	55	960	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	25,751	655,236	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	603	15,340	SH	SHARED
EXXON MOBIL CORP	COMM	30231G102	17,060	434,100	SH	SOLE
FAIRMONT HOTELS & RESORTS	COMM	305204109	13	540	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	7,848	120,000	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	97	1,480	SH	SHARED
FED HOME LOAN MTG CO.	COMM	313400301	4,997	76,400	SH	SOLE
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	11,925	150,000	SH	SHARED
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	631	7,941	SH	SHARED
(R) FEDERAL NATIONAL MORTGAGE	COMM	313586109	7,794	98,040	SH	SOLE
FIFTH THIRD BANCORP.	COMM	316773100	7,360	120,000	SH	SHARED
FIFTH THIRD BANCORP.	COMM	316773100	58	950	SH	SHARED
FIFTH THIRD BANCORP.	COMM	316773100	4,906	80,000	SH	SOLE
FIRST HEALTH GROUP	COMM	320960107	154	6,220	SH	SHARED
FIRSTENERGY CP	COMM	337932107	5,247	150,000	SH	SHARED
FIRSTENERGY CP	COMM	337932107	3,498	100,000	SH	SOLE
FLEETBOSTON FINANCIAL	COMM	339030108	68	1,850	SH	SHARED
FOOT LOCKER INC	COMM	344849104	60	3,820	SH	SHARED
FORD MOTOR CO	COMM	345370860	65	4,110	SH	SHARED
FORDING INC	COMM	345426100	6	358	SH	SHARED
FOX ENTERTAINMENT GROUP	COMM	35138T107	4,377	165,000	SH	SHARED
FOX ENTERTAINMENT GROUP	COMM	35138T107	2,907	109,560	SH	SOLE
FRANKLIN RESOURCES	COMM	354613101	69	1,960	SH	SHARED
GAP INC	COMM	364760108	5,018	360,000	SH	SHARED
GAP INC	COMM	364760108	3,346	240,000	SH	SOLE
GARDEN FRESH COMMON	COMM	365235100	340	57,104	SH	SHARED
GENENTECH	COMM	368710406	11,284	208,000	SH	SHARED
GENENTECH	COMM	368710406	7,154	131,880	SH	SOLE
GENL DYNAMICS	COMM	369550108	275	3,450	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	30,385	758,100	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	959	23,930	SH	SHARED
GENERAL ELECTRIC CO.	COMM	369604103	19,818	494,464	SH	SOLE

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GENERAL MILLS INC	COMM	370334104	82	1,570	SH	SHARED
GENERAL MOTORS	COMM	370442105	57	1,170	SH	SHARED
INTERDENT, INC.	COMM	37245B102	25	43,725	SH	SHARED
GILLETTE CO.	COMM	375766102	72	2,170	SH	SHARED
GLOBAL ONLINE INDIA INC	COMM	37940N104	0	706	SH	SHARED
GOLDMAN SACHS GROUP	COMM	38141G104	5,565	60,000	SH	SHARED
GOLDMAN SACHS GROUP	COMM	38141G104	1,345	14,500	SH	SOLE
HCA INC COM	COMM	404119109	8,093	210,000	SH	SHARED
HCA INC COM	COMM	404119109	5,262	136,530	SH	SOLE
HEWLETT-PACKARD	COMM	428236103	87	4,250	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	14,497	284,200	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	259	5,080	SH	SHARED
HOME DEPOT, INC.	COMM	437076102	9,921	194,494	SH	SOLE
HONEYWELL INTERNATIONAL	COMM	438516106	88	2,590	SH	SHARED
HOUSEHOLD INTERNATIONAL, INC.	COMM	441815107	57	980	SH	SHARED
ICO INC PFD	PREF	449293307	179	20,000	SH	SHARED
ISTAR FINANCIAL INC	COMM	45031U101	76	3,030	SH	SHARED
INTEL CORP	COMM	458140100	8,091	257,260	SH	SHARED
INTEL CORP	COMM	458140100	703	22,340	SH	SHARED
INTEL CORP	COMM	458140100	5,193	165,120	SH	SOLE
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	7,059	58,360	SH	SHARED
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	613	5,070	SH	SHARED
INTERNATIONAL BUSINESS MACHINES CORP CAP	COMM	459200101	4,695	38,818	SH	SOLE
INTERNATIONAL PAPER CO	COMM	460146103	6,053	150,000	SH	SHARED
INTERNATIONAL PAPER CO	COMM	460146103	3,947	97,810	SH	SOLE
INTERSIL HOLDING	COMM	46069S109	4,838	150,000	SH	SHARED
INTERSIL HOLDING	COMM	46069S109	3,225	100,000	SH	SOLE
INTRA BIOTICS	COMM	46116T100	3,863	1,886,828	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	11,069	304,500	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	145	3,996	SH	SHARED
JP MORGAN CHASE & CO	COMM	46625H100	7,104	195,421	SH	SOLE
JOHNSON & JOHNSON	COMM	478160104	16,844	285,000	SH	SHARED
JOHNSON & JOHNSON	COMM	478160104	356	6,020	SH	SHARED
JOHNSON & JOHNSON	COMM	478160104	16,179	273,762	SH	SOLE
KAUFMAN & BROAD HOME CORP.	COMM	48666K109	225	5,600	SH	SHARED
KIMBERLY-CLARK CORP.	COMM	494368103	67	1,120	SH	SHARED
KNIGHT RIDDER INC	COMM	499040103	3,902	60,100	SH	SHARED
KNIGHT RIDDER INC	COMM	499040103	2,532	39,000	SH	SOLE
KOREA TELECOM CORP. ADR	COMM	50063P103	1,138	56,000	SH	SHARED
KOREA TELECOM CORP. ADR	COMM	50063P103	569	28,000	SH	SOLE
L THREE COMM HOLDINGS	COMM	502424104	9,900	110,000	SH	SHARED
L THREE COMM HOLDINGS	COMM	502424104	6,569	72,990	SH	SOLE
ESTEE LAUDER COS. INC.	COMM	518439104	3,847	120,000	SH	SHARED
ESTEE LAUDER COS. INC.	COMM	518439104	2,578	80,400	SH	SOLE
LEAR SEATING	COMM	521865105	65	1,710	SH	SHARED
LIBERTY MEDIA CORP CL A	COMM	530718105	12,004	857,400	SH	SHARED
LIBERTY MEDIA CORP CL A	COMM	530718105	7,936	566,822	SH	SOLE
LILLY, ELI & CO.	COMM	532457108	191	2,430	SH	SHARED
LOCKHEED MARTIN CORP.	COMM	539830109	5,600	120,000	SH	SHARED
LOCKHEED MARTIN CORP.	COMM	539830109	3,734	80,000	SH	SOLE
LOEWS CORP.	COMM	540424108	263	4,740	SH	SHARED
LUCENT TECHNOLOGIES INC.	COMM	549463107	43	6,900	SH	SHARED
MBNA CORP.	COMM	55262L100	10,182	289,250	SH	SHARED
MBNA CORP.	COMM	55262L100	183	5,210	SH	SHARED
MBNA CORP.	COMM	55262L100	6,695	190,202	SH	SOLE
MARSH & MCLENNAN COS INC	COMM	571748102	9,671	90,000	SH	SHARED
MARSH & MCLENNAN COS INC	COMM	571748102	62	580	SH	SHARED
MARSH & MCLENNAN COS INC	COMM	571748102	6,447	60,000	SH	SOLE
MASTEC INC.	COMM	576323109	44	6,380	SH	SHARED
MATTEL, INC.	COMM	577081102	52	3,020	SH	SHARED
MCDONALD'S CORP	COMM	580135101	75	2,820	SH	SHARED

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MCGRAW-HILL COMPANIES INC.	COMM	580645109	3,659	60,000	SH	SHARED
MCGRAW-HILL COMPANIES INC.	COMM	580645109	2,439	40,000	SH	SOLE
MEDTRONIC INC	COMM	585055106	11,328	221,200	SH	SHARED
MEDTRONIC INC	COMM	585055106	133	2,590	SH	SHARED
MEDTRONIC INC	COMM	585055106	7,327	143,084	SH	SOLE
MERCK AND CO INC	COMM	589331107	10,760	183,000	SH	SHARED
MERCK AND CO INC	COMM	589331107	296	5,040	SH	SHARED
MERCK AND CO INC	COMM	589331107	7,138	121,400	SH	SOLE
MERRILL LYNCH & CO.	COMM	590188108	9,017	173,000	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	99	1,890	SH	SHARED
MERRILL LYNCH & CO.	COMM	590188108	5,750	110,320	SH	SOLE
MICROSOFT CORP.	COMM	594918104	27,314	412,280	SH	SHARED
MICROSOFT CORP.	COMM	594918104	780	11,770	SH	SHARED
MICROSOFT CORP.	COMM	594918104	17,740	267,772	SH	SOLE
MICRON TECHNOLOGY INC	COMM	595112103	3,720	120,000	SH	SHARED
MICRON TECHNOLOGY INC	COMM	595112103	2,480	80,000	SH	SOLE
MIDCAP SPDR TRUST SERIES 1	COMM	595635103	27,840	300,000	SH	SHARED
MIDCAP SPDR TRUST SERIES 1	COMM	595635103	18,560	200,000	SH	SOLE
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	3,546	30,000	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	104	880	SH	SHARED
MINNESOTA MINING AND MANUFACTURING CO	COMM	604059105	2,352	19,900	SH	SOLE
MORGAN STANLEY DEAN WITT	COMM	617446448	6,713	120,000	SH	SHARED
MORGAN STANLEY DEAN WITT	COMM	617446448	139	2,487	SH	SHARED
MORGAN STANLEY DEAN WITT	COMM	617446448	4,475	80,000	SH	SOLE
MOTOROLA INC	COMM	620076109	38	2,550	SH	SHARED
NASDAQ - 100 SHARES	COMM	631100104	8,171	210,000	SH	SHARED
NASDAQ - 100 SHARES	COMM	631100104	5,403	138,850	SH	SOLE
NEW YORK TIMES CO.	COMM	650111107	4,541	105,000	SH	SHARED
NEW YORK TIMES CO.	COMM	650111107	2,980	68,900	SH	SOLE
NOKIA CORP. ADR	COMM	654902204	3,680	150,000	SH	SHARED
NOKIA CORP. ADR	COMM	654902204	1,177	48,000	SH	SOLE
NORTEL NETWORK CORPORATION	COMM	656568102	20	2,670	SH	SHARED
NORTHWEST AIR	COMM	667280101	942	60,000	SH	SHARED
NORTHWEST AIR	COMM	667280101	628	40,000	SH	SOLE
NOVELLUS SYSTEMS INC	COMM	670008101	4,142	105,000	SH	SHARED
NOVELLUS SYSTEMS INC	COMM	670008101	2,762	70,000	SH	SOLE
NUCOR CORP.	COMM	670346105	3,453	65,200	SH	SHARED
NUCOR CORP.	COMM	670346105	2,267	42,800	SH	SOLE
OLD REPUBLIC INTERNATIONAL CORP.	COMM	680223104	53	1,900	SH	SHARED
ORACLE CORPORATION	COMM	68389X105	86	6,250	SH	SHARED
PPL CORPORATION	COMM	69351T106	33	940	SH	SHARED
PANCANADIAN ENERGY CORP	COMM	69831A107	38	1,477	SH	SHARED
PEPSICO INC	COMM	713448108	14,573	299,300	SH	SHARED
PEPSICO INC	COMM	713448108	193	3,964	SH	SHARED
PEPSICO INC	COMM	713448108	9,655	198,291	SH	SOLE
(R) PETROCORP INC.	COMM	71645N101	7,790	1,731,000	SH	SHARED
PFIZER INC	COMM	717081103	16,388	411,250	SH	SHARED
PFIZER INC	COMM	717081103	548	13,740	SH	SHARED
PFIZER INC	COMM	717081103	10,464	262,590	SH	SOLE
PHARMACIA CORP.	COMM	71713U102	119	2,780	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	16,506	360,000	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	682	14,870	SH	SHARED
PHILIP MORRIS COS INC	COMM	718154107	10,973	239,320	SH	SOLE
POPULAR INC	COMM	733174106	105	3,610	SH	SHARED
PRICE (T. ROWE) ASSOCIATES	COMM	74144T108	59	1,690	SH	SHARED
PRINCIPAL FINANCIAL GROUP	COMM	74251V102	1,872	78,000	SH	SHARED
PRINCIPAL FINANCIAL GROUP	COMM	74251V102	1,248	52,000	SH	SOLE
PROCTER AND GAMBLE	COMM	742718109	14,718	186,000	SH	SHARED
PROCTER AND GAMBLE	COMM	742718109	223	2,820	SH	SHARED

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PROCTER AND GAMBLE	COMM	742718109	9,693	122,490	SH	SOLE
PROGRESS ENERGY INC	COMM	743263105	3,377	75,000	SH	SHARED
PROGRESS ENERGY INC	COMM	743263105	2,252	50,000	SH	SOLE
PROGRESSIVE CORP.	COMM	743315103	148	990	SH	SHARED
PROLOGIS TRUST	COMM	743410102	69	3,210	SH	SHARED
PRUDENTIAL FINANCIAL INC	COMM	744320102	4,547	137,000	SH	SHARED
PRUDENTIAL FINANCIAL INC	COMM	744320102	3,037	91,500	SH	SOLE
QUALCOMM INC	COMM	747525103	3,030	60,000	SH	SHARED
QUALCOMM INC	COMM	747525103	2,020	40,000	SH	SOLE
QWEST COMMUNICATIONS	COMM	749121109	50	3,560	SH	SHARED
RELIANT ENERGY INC	COMM	75952J108	151	5,710	SH	SHARED
ROBT HALF INTL	COMM	770323103	150	5,630	SH	SHARED
ROYAL DUTCH PETROLEUM CO.	COMM	780257804	229	4,680	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	10,629	271,361	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	493	12,590	SH	SHARED
SBC COMMUNICATIONS INC.	COMM	78387G103	6,933	176,985	SH	SOLE
SEI INVESTMENTS	COMM	784117103	44	980	SH	SHARED
SK TELECOM CO. LTD. ADR	COMM	78440P108	1,297	60,000	SH	SHARED
SK TELECOM CO. LTD. ADR	COMM	78440P108	649	30,000	SH	SOLE
SAFEWAY INC.	COMM	786514208	43	1,040	SH	SHARED
ST. JOE CORP.	COMM	790148100	152	5,490	SH	SHARED
SAMSUNG ELECTRONICS -GDR (SMSN)	COMM	796050888	1,150	10,000	SH	SHARED
SAMSUNG ELECTRONICS -GDR (SMSN)	COMM	796050888	575	5,000	SH	SOLE
SARA LEE CORP.	COMM	803111103	124	5,600	SH	SHARED
SCHERING PLOUGH CORP	COMM	806605101	113	3,150	SH	SHARED
SCHLUMBERGER LTD	COMM	806857108	74	1,350	SH	SHARED
SCHWAB (CHARLES) CORP	COMM	808513105	45	2,930	SH	SHARED
TECHNOLOGY SELECT SECT SPDR	COMM	81369Y803	8,640	360,000	SH	SHARED
TECHNOLOGY SELECT SECT SPDR	COMM	81369Y803	5,760	240,000	SH	SOLE
SELECT COMFORT COMMON STOCK	COMM	81616*106	6,248	4,806,022	SH	SHARED
SIEBEL SYSTEMS	COMM	826170102	24	840	SH	SHARED
SOUTHERN COMPANY	COMM	842587107	5,324	210,000	SH	SHARED
SOUTHERN COMPANY	COMM	842587107	3,549	140,000	SH	SOLE
SPRINT CORP (PCS)	COMM	852061506	4,394	180,000	SH	SHARED
SPRINT CORP (PCS)	COMM	852061506	49	2,000	SH	SHARED
SPRINT CORP (PCS)	COMM	852061506	2,929	120,000	SH	SOLE
STARWOOD HOTELS & RESORTS TRUST	COMM	85590A203	3,582	120,000	SH	SHARED
STARWOOD HOTELS & RESORTS TRUST	COMM	85590A203	2,388	80,000	SH	SOLE
SUN MICROSYSTEMS INC	COMM	866810104	3,102	252,220	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	45	3,640	SH	SHARED
SUN MICROSYSTEMS INC	COMM	866810104	2,361	191,980	SH	SOLE
TEXAS UTILITIES	COMM	873168108	2,593	55,000	SH	SHARED
TEXAS UTILITIES	COMM	873168108	185	3,920	SH	SHARED
TEXAS UTILITIES	COMM	873168108	1,643	34,850	SH	SOLE
TAIWAN SEMICONDUCTOR	COMM	874039100	4,657	271,200	SH	SHARED
TAIWAN SEMICONDUCTOR	COMM	874039100	2,968	172,864	SH	SOLE
TARGET CORP	COMM	87612E106	14,778	360,000	SH	SHARED
TARGET CORP	COMM	87612E106	80	1,960	SH	SHARED
TARGET CORP	COMM	87612E106	9,797	238,650	SH	SOLE
TECH DATA CORP	COMM	878237106	106	2,450	SH	SHARED
TEXAS INSTRUMENT	COMM	882508104	106	3,780	SH	SHARED
TORCHMARK	COMM	891027104	152	3,860	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	11,268	191,300	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	224	3,810	SH	SHARED
TYCO INTERNATIONAL LTD.	COMM	902124106	7,332	124,476	SH	SOLE
MARATHON OIL CORP.	COMM	902905827	300	9,990	SH	SHARED
US BANCORP - NEW	COMM	902973304	86	4,124	SH	SHARED
UNILEVER NV	COMM	904784709	73	1,260	SH	SHARED
UNION PACIFIC CORP.	COMM	907818108	5,130	90,000	SH	SHARED

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UNION PACIFIC CORP.	COMM	907818108	3,397	59,600	SH	SOLE
UNITED PARCEL SERVICE	COMM	911312106	7,358	135,000	SH	SHARED
UNITED PARCEL SERVICE	COMM	911312106	4,797	88,010	SH	SOLE
UNITED TECHNOLOGIES CORP.	COMM	913017109	6,786	105,000	SH	SHARED
UNITED TECHNOLOGIES CORP.	COMM	913017109	63	970	SH	SHARED
UNITED TECHNOLOGIES CORP.	COMM	913017109	4,524	70,000	SH	SOLE
VERISIGN INC	COMM	92343E102	3,424	90,000	SH	SHARED
VERISIGN INC	COMM	92343E102	2,282	60,000	SH	SOLE
VERIZON COMMUNICATIONS	COMM	92343V104	17,113	360,570	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	411	8,650	SH	SHARED
VERIZON COMMUNICATIONS	COMM	92343V104	11,070	233,241	SH	SOLE
VIACOM INC. CL B	COMM	925524308	141	3,190	SH	SHARED
VINTAGE PETRO	COMM	927460105	120	8,280	SH	SHARED
VISHAY INTERTECHNOLOGY INC.	COMM	928298108	133	6,840	SH	SHARED
WACHOVIA CORP - NEW	COMM	929903102	57	1,810	SH	SHARED
WAL-MART STORES INC	COMM	931142103	15,700	272,800	SH	SHARED
WAL-MART STORES INC	COMM	931142103	564	9,800	SH	SHARED
WAL-MART STORES INC	COMM	931142103	10,164	176,608	SH	SOLE
WALGREEN CO.	COMM	931422109	8,078	240,000	SH	SHARED
WALGREEN CO.	COMM	931422109	72	2,140	SH	SHARED
WALGREEN CO.	COMM	931422109	5,376	159,700	SH	SOLE
WASHINGTON MUTUAL INC	COMM	939322103	343	10,500	SH	SHARED
WEIGHT WATCHERS INTL INC	COMM	948626106	1,015	30,000	SH	SOLE
WELLS FARGO & CO	COMM	949746101	186	4,270	SH	SHARED
WORLDCOM INC	COMM	98157D106	89	6,290	SH	SHARED
WORLDCOM INC - MCI GROUP	COMM	98157D304	3	251	SH	SHARED
XANTEL	COMM	98388#102	-	229,697	SH	SHARED
ZIMMER HOLDINGS INC	COMM	98956P102	7,758	254,040	SH	SHARED
ZIMMER HOLDINGS INC	COMM	98956P102	13	417	SH	SHARED
ZIMMER HOLDINGS INC	COMM	98956P102	5,188	169,864	SH	SOLE
AMDOCS LTD	COMM	G02602103	10,802	318,000	SH	SHARED
AMDOCS LTD	COMM	G02602103	6,930	204,000	SH	SOLE
TEEKAY SHIPPING	COMM	Y8564W103	53	1,520	SH	SHARED