UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 09-30-2017

Check here if Amendment [X] Amendment Number: 1

This Amendment (Check only one.): [ ] is a restatement.
[X] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: PRUDENTIAL FINANCIAL INC
Address: 751 BROAD ST
NEWARK, NJ 07102
Form 13F File Number: 028-10077

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: Richard Baker
Title: Second Vice President
Phone: 973-802-6691

Signature, Place, and Date of Signing:

/s/ Richard Baker	Newark, NJ	11-30-2017
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
[X] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

Form 13F File Number	Name
028-00074	JENNISON ASSOCIATES LLC
028-17598	Russell Investments Group, Ltd.

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	4
Form 13F Information Table Entry Total:	339
Form 13F Information Table Value Total:	9,161,646
	(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
14	028-11173	Quantitative Management Associates LLC
16	028-13416	Prudential Trust Co
3	028-04217	PGIM, Inc.
18	028-17205	PRUDENTIAL FINANCIAL SECURITIES INVESTMENT TRUST ENTERPRISE

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
			VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGER	SOLE	SHARED	NONE
AAON INC	COM PAR $0.004	000360206	2,444	70,886	SH		DFND	14	7,323	63,563	0
AAR CORP	COM	000361105	2,222	58,812	SH		DFND	14	5,569	53,243	0
ABM INDS INC	COM	000957100	4,519	108,352	SH		DFND	14	10,095	98,257	0
AFLAC INC	COM	001055102	781	9,595	SH		DFND	10	9,595	0	0
AFLAC INC	COM	001055102	104,676	1,286,099	SH		DFND	14	263,735	1,022,364	0
AFLAC INC	COM	001055102	72	880	SH		DFND	16	0	880	0
AGCO CORP	COM	001084102	19,954	270,490	SH		DFND	14	33,345	237,145	0
AGCO CORP	COM	001084102	59	800	SH		DFND	16	0	800	0
AG MTG INVT TR INC	COM	001228105	5,920	307,687	SH		DFND	14	3,006	304,681	0
AK STL HLDG CORP	COM	001547108	2,943	526,469	SH		DFND	14	53,630	472,839	0
AMN HEALTHCARE SERVICES INC	COM	001744101	3,676	80,441	SH		DFND	14	8,468	71,973	0
AMN HEALTHCARE SERVICES INC	COM	001744101	182	3,990	SH		DFND	18	0	3,990	0
AZZ INC	COM	002474104	2,130	43,736	SH		DFND	14	4,644	39,092	0
AARONS INC	COM PAR $0.50	002535300	36,408	834,467	SH		DFND	14	34,232	800,235	0
AARONS INC	COM PAR $0.50	002535300	157	3,600	SH		DFND	16	0	3,600	0
ABAXIS INC	COM	002567105	1,689	37,819	SH		DFND	14	3,789	34,030	0
ABBOTT LABS	COM	002824100	288,292	5,402,771	SH		DFND	14	1,145,788	4,256,983	0
ABBOTT LABS	COM	002824100	1,568	29,388	SH		DFND	16	0	29,388	0
ABERCROMBIE & FITCH CO	CL A	002896207	1,636	113,269	SH		DFND	14	11,600	101,669	0
ABIOMED INC	COM	003654100	4,839	28,700	SH		DFND	14	5,974	22,726	0
ABIOMED INC	COM	003654100	7,452	44,200	SH		DFND	18	0	44,200	0
ABRAXAS PETE CORP	COM	003830106	22	11,615	SH		DFND	14	11,615	0	0
ACADIA PHARMACEUTICALS INC	COM	004225108	194	5,160	SH		DFND	14	5,160	0	0
ACADIA PHARMACEUTICALS INC	COM	004225108	6,378	169,301	SH		DFND	18	0	169,301	0
ACADIA RLTY TR	COM SH BEN INT	004239109	4,042	141,226	SH		DFND	14	15,408	125,818	0
ACETO CORP	COM	004446100	580	51,681	SH		DFND	14	6,701	44,980	0
ACI WORLDWIDE INC	COM	004498101	3,307	145,164	SH		DFND	14	21,159	124,005	0
ACXIOM CORP	COM	005125109	1,312	53,241	SH		DFND	14	14,872	38,369	0
ADAMS RES & ENERGY INC	COM NEW	006351308	767	18,478	SH		DFND	14	400	18,078	0
AEROJET ROCKETDYNE HLDGS INC	COM	007800105	4,491	128,277	SH		DFND	14	12,388	115,889	0
ADVANCED MICRO DEVICES INC	COM	007903107	13,470	1,056,433	SH		DFND	14	359,762	696,671	0

ADVANCED MICRO DEVICES INC	COM	007903107	21	1,650	SH	DFND	16	0	1,650	0
ADVANCED ENERGY INDS	COM	007973100	41,757	517,049	SH	DFND	14	127,903	389,146	0
ADVANCED ENERGY INDS	COM	007973100	1,811	22,430	SH	DFND	16	0	22,430	0
AEROVIRONMENT INC	COM	008073108	1,926	35,590	SH	DFND	14	3,706	31,884	0
AFFILIATED MANAGERS GROUP	COM	008252108	16,040	84,498	SH	DFND	14	26,859	57,639	0
AFFILIATED MANAGERS GROUP	COM	008252108	23	120	SH	DFND	16	0	120	0
AGREE REALTY CORP	COM	008492100	2,346	47,802	SH	DFND	14	4,612	43,190	0
AIR PRODS & CHEMS INC	COM	009158106	160,845	1,063,646	SH	DFND	14	200,847	862,799	0
AIR PRODS & CHEMS INC	COM	009158106	1,132	7,485	SH	DFND	16	0	7,485	0
AKORN INC	COM	009728106	1,949	58,715	SH	DFND	14	12,887	45,828	0
ALAMO GROUP INC	COM	011311107	6,378	59,398	SH	DFND	14	13,365	46,033	0
ALAMO GROUP INC	COM	011311107	462	4,300	SH	DFND	16	0	4,300	0
ALASKA AIR GROUP INC	COM	011659109	22,102	289,791	SH	DFND	14	71,840	217,951	0
ALASKA AIR GROUP INC	COM	011659109	21	270	SH	DFND	16	0	270	0
ALBANY INTL CORP	CL A	012348108	2,779	48,423	SH	DFND	14	4,913	43,510	0
ALBEMARLE CORP	COM	012653101	21,495	157,691	SH	DFND	14	52,332	105,359	0
ALBEMARLE CORP	COM	012653101	30	220	SH	DFND	16	0	220	0
ALCOA CORP	COM	013872106	56,581	1,213,674	SH	DFND	14	208,174	1,005,500	0
ALCOA CORP	COM	013872106	797	17,100	SH	DFND	16	0	17,100	0
ALEXANDER & BALDWIN INC NEW	COM	014491104	6,299	135,952	SH	DFND	14	34,427	101,525	0
ALEXANDER & BALDWIN INC NEW	COM	014491104	352	7,600	SH	DFND	16	0	7,600	0
ALEXANDERS INC	COM	014752109	200	472	SH	DFND	14	292	180	0
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	14,862	124,925	SH	DFND	14	43,232	81,693	0
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	24	200	SH	DFND	16	0	200	0
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	8,669	72,868	SH	DFND	3	13,296	59,572	0
ALEXION PHARMACEUTICALS INC	COM	015351109	54,218	386,468	SH	DFND	14	104,498	281,970	0
ALEXION PHARMACEUTICALS INC	COM	015351109	238	1,700	SH	DFND	16	0	1,700	0
ALIGN TECHNOLOGY INC	COM	016255101	19,007	102,038	SH	DFND	14	36,403	65,635	0
ALIGN TECHNOLOGY INC	COM	016255101	34	180	SH	DFND	16	0	180	0
ALLEGHANY CORP DEL	COM	017175100	8,449	15,251	SH	DFND	14	2,360	12,891	0
ALLETE INC	COM NEW	018522300	6,627	85,743	SH	DFND	14	9,292	76,451	0
ALLIANCE DATA SYSTEMS CORP	COM	018581108	947	4,275	SH	DFND	10	4,275	0	0
ALLIANCE DATA SYSTEMS CORP	COM	018581108	15,718	70,947	SH	DFND	14	25,127	45,820	0
ALLIANCE DATA SYSTEMS CORP	COM	018581108	27	120	SH	DFND	16	0	120	0
ALLIANT ENERGY CORP	COM	018802108	13,220	318,009	SH	DFND	14	105,798	212,211	0
ALLIANT ENERGY CORP	COM	018802108	19	460	SH	DFND	16	0	460	0
ALLSTATE CORP	COM	020002101	1,672	18,190	SH	DFND	10	18,190	0	0
ALLSTATE CORP	COM	020002101	101,071	1,099,670	SH	DFND	14	264,331	835,339	0
ALLSTATE CORP	COM	020002101	589	6,409	SH	DFND	16	0	6,409	0
ALMOST FAMILY INC	COM	020409108	1,146	21,332	SH	DFND	14	2,181	19,151	0
AMAZON COM INC	COM	023135106	1,795	1,867	SH	DFND	10	1,867	0	0
AMAZON COM INC	COM	023135106	682,185	709,611	SH	DFND	14	212,699	496,912	0
AMAZON COM INC	COM	023135106	1,908	1,985	SH	DFND	16	0	1,985	0
AMAZON COM INC	COM	023135106	884	920	SH	DFND	18	0	920	0
AMBAC FINL GROUP INC	COM NEW	023139884	1,909	110,610	SH	DFND	14	13,640	96,970	0

AMBAC FINL GROUP INC	COM NEW	023139884	59	3,400	SH	DFND	16	0	3,400	0
AMEDISYS INC	COM	023436108	2,789	49,831	SH	DFND	14	5,188	44,643	0
AMERCO	COM	023586100	3,195	8,521	SH	DFND	14	611	7,910	0
AMEREN CORP	COM	023608102	19,760	341,637	SH	DFND	14	113,564	228,073	0
AMEREN CORP	COM	023608102	30	525	SH	DFND	16	0	525	0
AMERICAN ASSETS TR INC	COM	024013104	8,625	216,866	SH	DFND	14	55,973	160,893	0
AMERICAN ASSETS TR INC	COM	024013104	414	10,400	SH	DFND	16	0	10,400	0
AMERICAN ASSETS TR INC	COM	024013104	19,564	491,936	SH	DFND	3	76,524	415,412	0
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	8,900	506,276	SH	DFND	14	14,716	491,560	0
AMERICAN CAMPUS CMNTYS INC	COM	024835100	3,838	86,926	SH	DFND	14	19,955	66,971	0
AMERICAN CAMPUS CMNTYS INC	COM	024835100	17,298	391,808	SH	DFND	3	63,339	328,469	0
AMERICAN ELEC PWR INC	COM	025537101	1,169	16,640	SH	DFND	10	16,640	0	0
AMERICAN ELEC PWR INC	COM	025537101	48,610	692,058	SH	DFND	14	231,775	460,283	0
AMERICAN ELEC PWR INC	COM	025537101	79	1,130	SH	DFND	16	0	1,130	0
AMERICAN ELEC PWR INC	COM	025537101	316	4,500	SH	DFND	18	0	4,500	0
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	9,077	634,784	SH	DFND	14	32,263	602,521	0
AMERICAN EQTY INVT LIFE HLD	COM	025676206	24,264	834,374	SH	DFND	14	65,827	768,547	0
AMERICAN EQTY INVT LIFE HLD	COM	025676206	241	8,300	SH	DFND	16	0	8,300	0
AMERICAN EQTY INVT LIFE HLD	COM	025676206	236	8,100	SH	DFND	18	0	8,100	0
AMERICAN EXPRESS CO	COM	025816109	1,695	18,740	SH	DFND	10	18,740	0	0
AMERICAN EXPRESS CO	COM	025816109	117,769	1,301,886	SH	DFND	14	376,728	925,158	0
AMERICAN EXPRESS CO	COM	025816109	148	1,633	SH	DFND	16	0	1,633	0
AMERICAN FINL GROUP INC OHIO	COM	025932104	206	1,990	SH	DFND	10	1,990	0	0
AMERICAN FINL GROUP INC OHIO	COM	025932104	89,365	863,846	SH	DFND	14	141,227	722,619	0
AMERICAN FINL GROUP INC OHIO	COM	025932104	620	5,990	SH	DFND	16	0	5,990	0
AMERICAN INTL GROUP INC	COM NEW	026874784	248,285	4,044,391	SH	DFND	14	735,176	3,309,215	0
AMERICAN INTL GROUP INC	COM NEW	026874784	1,698	27,658	SH	DFND	16	0	27,658	0
AMERICAN SOFTWARE INC	CL A	029683109	263	23,111	SH	DFND	14	3,511	19,600	0
AMERICAN STS WTR CO	COM	029899101	5,193	105,432	SH	DFND	14	42,122	63,310	0
AMERICAN VANGUARD CORP	COM	030371108	990	43,230	SH	DFND	14	4,102	39,128	0
AMERICAN WTR WKS CO INC NEW	COM	030420103	20,298	250,875	SH	DFND	14	84,123	166,752	0
AMERICAN WTR WKS CO INC NEW	COM	030420103	30	370	SH	DFND	16	0	370	0
AMERICAN WTR WKS CO INC NEW	COM	030420103	283	3,500	SH	DFND	18	0	3,500	0
AMERICAN WOODMARK CORP	COM	030506109	635	6,593	SH	DFND	10	6,593	0	0
AMERICAN WOODMARK CORP	COM	030506109	15,575	161,823	SH	DFND	14	38,450	123,373	0
AMERICAN WOODMARK CORP	COM	030506109	1,040	10,800	SH	DFND	16	0	10,800	0
AMERISOURCEBERGEN CORP	COM	03073E105	20,633	249,345	SH	DFND	14	79,071	170,274	0
AMERISOURCEBERGEN CORP	COM	03073E105	32	390	SH	DFND	16	0	390	0
AMETEK INC NEW	COM	031100100	22,363	338,621	SH	DFND	14	106,976	231,645	0
AMETEK INC NEW	COM	031100100	264	4,000	SH	DFND	16	0	4,000	0
AMGEN INC	COM	031162100	2,722	14,600	SH	DFND	10	14,600	0	0
AMGEN INC	COM	031162100	324,141	1,738,490	SH	DFND	14	409,788	1,328,702	0
AMGEN INC	COM	031162100	2,521	13,522	SH	DFND	16	0	13,522	0

AMKOR TECHNOLOGY INC	COM	031652100	681	64,571	SH	DFND	10	64,571	0	0
AMKOR TECHNOLOGY INC	COM	031652100	10,583	1,003,101	SH	DFND	14	43,240	959,861	0
AMKOR TECHNOLOGY INC	COM	031652100	205	19,400	SH	DFND	16	0	19,400	0
AMPHENOL CORP NEW	CL A	032095101	38,543	455,378	SH	DFND	14	141,854	313,524	0
AMPHENOL CORP NEW	CL A	032095101	56	660	SH	DFND	16	0	660	0
AMTRUST FINL SVCS INC	COM	032359309	629	46,730	SH	DFND	14	9,230	37,500	0
ANADARKO PETE CORP	COM	032511107	98,233	2,010,905	SH	DFND	14	446,667	1,564,238	0
ANADARKO PETE CORP	COM	032511107	1,500	30,703	SH	DFND	16	0	30,703	0
ANADARKO PETE CORP	COM	032511107	1,221	25,000	SH	DFND	18	0	25,000	0
ANALOG DEVICES INC	COM	032654105	43,666	506,740	SH	DFND	14	172,593	334,147	0
ANALOG DEVICES INC	COM	032654105	68	793	SH	DFND	16	0	793	0
ANALOGIC CORP	COM PAR $0.05	032657207	2,238	26,724	SH	DFND	14	2,429	24,295	0
ANDERSONS INC	COM	034164103	1,542	45,025	SH	DFND	14	5,263	39,762	0
ANIKA THERAPEUTICS INC	COM	035255108	1,440	24,830	SH	DFND	14	2,620	22,210	0
ANIXTER INTL INC	COM	035290105	20,919	246,110	SH	DFND	14	28,216	217,894	0
ANIXTER INTL INC	COM	035290105	978	11,500	SH	DFND	16	0	11,500	0
ANNALY CAP MGMT INC	COM	035710409	28,368	2,327,124	SH	DFND	14	221,724	2,105,400	0
ANTARES PHARMA INC	COM	036642106	136	41,940	SH	DFND	14	13,840	28,100	0
ANTHEM INC	COM	036752103	236,699	1,246,571	SH	DFND	14	208,202	1,038,369	0
ANTHEM INC	COM	036752103	1,552	8,175	SH	DFND	16	0	8,175	0
ANWORTH MORTGAGE ASSET CP	COM	037347101	947	157,610	SH	DFND	14	10,110	147,500	0
APACHE CORP	COM	037411105	23,863	521,031	SH	DFND	14	178,126	342,905	0
APACHE CORP	COM	037411105	39	861	SH	DFND	16	0	861	0
APACHE CORP	COM	037411105	687	15,000	SH	DFND	18	0	15,000	0
APOGEE ENTERPRISES INC	COM	037598109	2,936	60,832	SH	DFND	14	5,275	55,557	0
APPLE INC	COM	037833100	5,719	37,108	SH	DFND	10	37,108	0	0
APPLE INC	COM	037833100	1,714,175	11,122,338	SH	DFND	14	2,984,784	8,137,554	0
APPLE INC	COM	037833100	6,599	42,815	SH	DFND	16	0	42,815	0
APPLIED MATLS INC	COM	038222105	1,146	22,000	SH	DFND	10	22,000	0	0
APPLIED MATLS INC	COM	038222105	315,373	6,054,389	SH	DFND	14	998,451	5,055,938	0
APPLIED MATLS INC	COM	038222105	2,259	43,360	SH	DFND	16	0	43,360	0
APTARGROUP INC	COM	038336103	3,956	45,834	SH	DFND	14	8,367	37,467	0
ARBOR RLTY TR INC	COM	038923108	174	21,200	SH	DFND	14	13,200	8,000	0
ARCHER DANIELS MIDLAND CO	COM	039483102	67,413	1,585,819	SH	DFND	14	267,014	1,318,805	0
ARCHER DANIELS MIDLAND CO	COM	039483102	53	1,241	SH	DFND	16	0	1,241	0
ARGAN INC	COM	04010E109	36,996	550,122	SH	DFND	14	85,332	464,790	0
ARGAN INC	COM	04010E109	1,049	15,600	SH	DFND	16	0	15,600	0
ARISTA NETWORKS INC	COM	040413106	1,147	6,050	SH	DFND	10	6,050	0	0
ARISTA NETWORKS INC	COM	040413106	830	4,376	SH	DFND	14	3,516	860	0
ARLINGTON ASSET INVT CORP	CL A NEW	041356205	1,426	112,004	SH	DFND	14	2,208	109,796	0
ARMOUR RESIDENTIAL REIT INC	COM NEW	042315507	7,772	288,915	SH	DFND	14	6,165	282,750	0
ARROW ELECTRS INC	COM	042735100	65,749	817,676	SH	DFND	14	112,709	704,967	0
ARROW ELECTRS INC	COM	042735100	278	3,460	SH	DFND	16	0	3,460	0
ARROW FINL CORP	COM	042744102	1,489	43,337	SH	DFND	14	1,603	41,734	0
ASBURY AUTOMOTIVE GROUP INC	COM	043436104	17,588	287,861	SH	DFND	14	67,891	219,970	0
ASBURY AUTOMOTIVE GROUP INC	COM	043436104	562	9,200	SH	DFND	16	0	9,200	0
ASHFORD HOSPITALITY PRIME IN	COM	044102101	7,719	812,526	SH	DFND	14	116,257	696,269	0

ASHFORD HOSPITALITY PRIME IN	COM	044102101	558	58,730	SH	DFND	16	0	58,730	0
ASHFORD HOSPITALITY TR INC	COM SHS	044103109	327	48,979	SH	DFND	10	48,979	0	0
ASHFORD HOSPITALITY TR INC	COM SHS	044103109	15,803	2,369,278	SH	DFND	14	232,058	2,137,220	0
ASHFORD HOSPITALITY TR INC	COM SHS	044103109	393	58,900	SH	DFND	16	0	58,900	0
ASHLAND GLOBAL HLDGS INC	COM	044186104	12,491	191,023	SH	DFND	14	47,208	143,815	0
ASHLAND GLOBAL HLDGS INC	COM	044186104	98	1,500	SH	DFND	16	0	1,500	0
ASPEN TECHNOLOGY INC	COM	045327103	619	9,849	SH	DFND	10	9,849	0	0
ASPEN TECHNOLOGY INC	COM	045327103	3,382	53,845	SH	DFND	14	8,445	45,400	0
ASPEN TECHNOLOGY INC	COM	045327103	144	2,300	SH	DFND	16	0	2,300	0
ASSOCIATED BANC CORP	COM	045487105	460	18,982	SH	DFND	10	18,982	0	0
ASSOCIATED BANC CORP	COM	045487105	30,212	1,245,867	SH	DFND	14	229,694	1,016,173	0
ASSOCIATED BANC CORP	COM	045487105	271	11,190	SH	DFND	16	0	11,190	0
ASTEC INDS INC	COM	046224101	4,814	85,957	SH	DFND	14	5,558	80,399	0
ASTEC INDS INC	COM	046224101	190	3,400	SH	DFND	16	0	3,400	0
ASTORIA FINL CORP	COM	046265104	401	18,674	SH	DFND	14	17,000	1,674	0
ASTRONICS CORP	COM	046433108	732	24,610	SH	DFND	14	3,710	20,900	0
ATKORE INTL GROUP INC	COM	047649108	3,690	189,120	SH	DFND	14	2,120	187,000	0
ATKORE INTL GROUP INC	COM	047649108	593	30,400	SH	DFND	16	0	30,400	0
ATLAS AIR WORLDWIDE HLDGS IN	COM NEW	049164205	720	10,942	SH	DFND	10	10,942	0	0
ATLAS AIR WORLDWIDE HLDGS IN	COM NEW	049164205	16,889	256,679	SH	DFND	14	4,281	252,398	0
ATMOS ENERGY CORP	COM	049560105	80,899	964,916	SH	DFND	14	121,579	843,337	0
ATMOS ENERGY CORP	COM	049560105	1,115	13,300	SH	DFND	16	0	13,300	0
ATRION CORP	COM	049904105	3,515	5,231	SH	DFND	14	1,291	3,940	0
ATRION CORP	COM	049904105	336	500	SH	DFND	16	0	500	0
ATWOOD OCEANICS INC	COM	050095108	6,814	725,634	SH	DFND	14	11,855	713,779	0
AUTODESK INC	COM	052769106	32,333	288,015	SH	DFND	14	96,920	191,095	0
AUTODESK INC	COM	052769106	56	500	SH	DFND	16	0	500	0
AUTOLIV INC	COM	052800109	629	5,093	SH	DFND	14	4,840	253	0
AUTOMATIC DATA PROCESSING IN	COM	053015103	68,733	628,728	SH	DFND	14	211,515	417,213	0
AUTOMATIC DATA PROCESSING IN	COM	053015103	107	980	SH	DFND	16	0	980	0
AUTOZONE INC	COM	053332102	23,310	39,170	SH	DFND	14	13,320	25,850	0
AUTOZONE INC	COM	053332102	39	65	SH	DFND	16	0	65	0
AVALONBAY CMNTYS INC	COM	053484101	34,177	191,554	SH	DFND	14	65,873	125,681	0
AVALONBAY CMNTYS INC	COM	053484101	53	297	SH	DFND	16	0	297	0
AVALONBAY CMNTYS INC	COM	053484101	26,062	146,072	SH	DFND	3	22,690	123,382	0
AVERY DENNISON CORP	COM	053611109	12,344	125,523	SH	DFND	14	41,888	83,635	0
AVERY DENNISON CORP	COM	053611109	19	190	SH	DFND	16	0	190	0
AVIS BUDGET GROUP	COM	053774105	1,948	51,176	SH	DFND	14	15,216	35,960	0
AVNET INC	COM	053807103	53,680	1,365,904	SH	DFND	14	194,809	1,171,095	0
AVNET INC	COM	053807103	450	11,440	SH	DFND	16	0	11,440	0
AVON PRODS INC	COM	054303102	8,213	3,524,721	SH	DFND	14	526,919	2,997,802	0
AVON PRODS INC	COM	054303102	101	43,500	SH	DFND	16	0	43,500	0
BB&T CORP	COM	054937107	68,350	1,456,109	SH	DFND	14	422,532	1,033,577	0
BB&T CORP	COM	054937107	82	1,755	SH	DFND	16	0	1,755	0
BADGER METER INC	COM	056525108	2,399	48,954	SH	DFND	14	5,200	43,754	0
BAIDU INC	SPON ADR REP A	056752108	50,223	202,767	SH	DFND	14	5,000	197,767	0

BAIDU INC	SPON ADR REP A	056752108	1,387	5,600	SH	DFND	16	0	5,600	0
BAIDU INC	SPON ADR REP A	056752108	1,796	7,250	SH	DFND	18	0	7,250	0
BALCHEM CORP	COM	057665200	4,476	55,063	SH	DFND	14	5,748	49,315	0
BALDWIN & LYONS INC	CL B	057755209	188	8,359	SH	DFND	14	1,159	7,200	0
BALDWIN & LYONS INC	CL B	057755209	151	6,700	SH	DFND	16	0	6,700	0
BALL CORP	COM	058498106	19,765	478,560	SH	DFND	14	160,036	318,524	0
BALL CORP	COM	058498106	31	760	SH	DFND	16	0	760	0
BALLANTYNE STRONG INC	COM	058516105	316	51,800	SH	DFND	10	51,800	0	0
BALLANTYNE STRONG INC	COM	058516105	12	2,000	SH	DFND	14	2,000	0	0
BANCORPSOUTH INC	COM	059692103	8,367	261,072	SH	DFND	14	16,859	244,213	0
BANCORPSOUTH INC	COM	059692103	292	9,100	SH	DFND	16	0	9,100	0
BANK AMER CORP	COM	060505104	2,901	114,470	SH	DFND	10	114,470	0	0
BANK AMER CORP	COM	060505104	728,764	28,759,432	SH	DFND	14	6,208,608	22,550,824	0
BANK AMER CORP	COM	060505104	3,885	153,321	SH	DFND	16	0	153,321	0
BANK HAWAII CORP	COM	062540109	2,268	27,211	SH	DFND	14	6,185	21,026	0
BANK OF MARIN BANCORP	COM	063425102	3,296	48,122	SH	DFND	14	760	47,362	0
BANK MONTREAL QUE	COM	063671101	361	4,770	SH	DFND	3	4,770	0	0
BANK MUTUAL CORP NEW	COM	063750103	718	70,738	SH	DFND	14	7,548	63,190	0
BANK OF THE OZARKS	COM	063904106	3,685	76,701	SH	DFND	14	17,191	59,510	0
BANK NEW YORK MELLON CORP	COM	064058100	96,113	1,812,770	SH	DFND	14	531,239	1,281,531	0
BANK NEW YORK MELLON CORP	COM	064058100	122	2,300	SH	DFND	16	0	2,300	0
BARD C R INC	COM	067383109	32,575	101,638	SH	DFND	14	34,666	66,972	0
BARD C R INC	COM	067383109	51	160	SH	DFND	16	0	160	0
BARNES & NOBLE INC	COM	067774109	1,133	149,034	SH	DFND	14	8,507	140,527	0
BARNES GROUP INC	COM	067806109	6,932	98,407	SH	DFND	14	9,000	89,407	0
BARRACUDA NETWORKS INC	COM	068323104	3,102	128,027	SH	DFND	14	67,902	60,125	0
BARRETT BUSINESS SERVICES IN	COM	068463108	1,920	33,968	SH	DFND	14	968	33,000	0
BASSETT FURNITURE INDS INC	COM	070203104	55	1,459	SH	DFND	10	1,459	0	0
BASSETT FURNITURE INDS INC	COM	070203104	474	12,560	SH	DFND	14	760	11,800	0
BASSETT FURNITURE INDS INC	COM	070203104	94	2,500	SH	DFND	16	0	2,500	0
BAXTER INTL INC	COM	071813109	526	8,375	SH	DFND	10	8,375	0	0
BAXTER INTL INC	COM	071813109	199,347	3,176,851	SH	DFND	14	501,593	2,675,258	0
BAXTER INTL INC	COM	071813109	1,497	23,857	SH	DFND	16	0	23,857	0
BEACON ROOFING SUPPLY INC	COM	073685109	349	6,815	SH	DFND	14	6,815	0	0
BECTON DICKINSON & CO	COM	075887109	505	2,575	SH	DFND	10	2,575	0	0
BECTON DICKINSON & CO	COM	075887109	61,902	315,908	SH	DFND	14	107,176	208,732	0
BECTON DICKINSON & CO	COM	075887109	97	495	SH	DFND	16	0	495	0
BED BATH & BEYOND INC	COM	075896100	10,039	427,720	SH	DFND	14	39,601	388,119	0
BEL FUSE INC	CL B	077347300	1,109	35,541	SH	DFND	14	1,794	33,747	0
BELDEN INC	COM	077454106	2,396	29,758	SH	DFND	14	8,303	21,455	0
BEMIS INC	COM	081437105	3,665	80,425	SH	DFND	14	12,631	67,794	0
BERKLEY W R CORP	COM	084423102	4,058	60,796	SH	DFND	14	13,621	47,175	0
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	682,275	3,721,770	SH	DFND	14	1,064,224	2,657,546	0
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,242	12,230	SH	DFND	16	0	12,230	0
BERKSHIRE HILLS BANCORP INC	COM	084680107	16,585	428,007	SH	DFND	14	24,503	403,504	0
BERKSHIRE HILLS BANCORP INC	COM	084680107	605	15,600	SH	DFND	16	0	15,600	0
BEST BUY INC	COM	086516101	1,492	26,190	SH	DFND	10	26,190	0	0
BEST BUY INC	COM	086516101	58,476	1,026,615	SH	DFND	14	156,221	870,394	0

BEST BUY INC	COM	086516101	33	575	SH	DFND	16	0	575	0
BIG LOTS INC	COM	089302103	24,715	461,360	SH	DFND	14	57,893	403,467	0
BIG LOTS INC	COM	089302103	541	10,100	SH	DFND	16	0	10,100	0
BIG LOTS INC	COM	089302103	332	6,200	SH	DFND	18	0	6,200	0
BIO RAD LABS INC	CL A	090572207	2,926	13,169	SH	DFND	14	3,219	9,950	0
BIOTELEMETRY INC	COM	090672106	1,771	53,656	SH	DFND	14	5,150	48,506	0
BIOVERATIV INC	COM	09075E100	49,598	869,076	SH	DFND	14	125,964	743,112	0
BIOVERATIV INC	COM	09075E100	340	5,960	SH	DFND	16	0	5,960	0
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	111	2,387	SH	DFND	10	2,387	0	0
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	2,604	55,980	SH	DFND	14	17,280	38,700	0
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	419	9,000	SH	DFND	16	0	9,000	0
BLACK BOX CORP DEL	COM	091826107	78	24,008	SH	DFND	14	2,260	21,748	0
BLACK HILLS CORP	COM	092113109	3,582	52,010	SH	DFND	14	10,360	41,650	0
BLACKHAWK NETWORK HLDGS INC	COM	09238E104	245	5,590	SH	DFND	14	5,590	0	0
BLOCK H & R INC	COM	093671105	16,824	635,329	SH	DFND	14	135,697	499,632	0
BLOCK H & R INC	COM	093671105	11	410	SH	DFND	16	0	410	0
BLOOMIN BRANDS INC	COM	094235108	12,310	699,420	SH	DFND	14	36,240	663,180	0
BLOOMIN BRANDS INC	COM	094235108	912	51,800	SH	DFND	16	0	51,800	0
BLUCORA INC	COM	095229100	534	21,091	SH	DFND	10	21,091	0	0
BLUCORA INC	COM	095229100	14,940	590,522	SH	DFND	14	141,156	449,366	0
BLUCORA INC	COM	095229100	1,111	43,900	SH	DFND	16	0	43,900	0
BOB EVANS FARMS INC	COM	096761101	2,720	35,094	SH	DFND	14	3,667	31,427	0
BOEING CO	COM	097023105	4,229	16,635	SH	DFND	10	16,635	0	0
BOEING CO	COM	097023105	230,274	905,840	SH	DFND	14	267,703	638,137	0
BOEING CO	COM	097023105	312	1,227	SH	DFND	16	0	1,227	0
BOJANGLES INC	COM	097488100	2,075	153,730	SH	DFND	14	47,530	106,200	0
BOJANGLES INC	COM	097488100	182	13,500	SH	DFND	16	0	13,500	0
BOOT BARN HLDGS INC	COM	099406100	205	23,060	SH	DFND	14	760	22,300	0
BOOZ ALLEN HAMILTON HLDG COR	CL A	099502106	12,908	345,224	SH	DFND	14	25,824	319,400	0
BOOZ ALLEN HAMILTON HLDG COR	CL A	099502106	467	12,500	SH	DFND	16	0	12,500	0
BORGWARNER INC	COM	099724106	106,030	2,069,692	SH	DFND	14	357,202	1,712,490	0
BORGWARNER INC	COM	099724106	343	6,700	SH	DFND	16	0	6,700	0
CDK GLOBAL INC	COM	12508E101	63,011	998,745	SH	DFND	14	142,045	856,700	0
CDK GLOBAL INC	COM	12508E101	403	6,390	SH	DFND	16	0	6,390	0
CNO FINL GROUP INC	COM	12621E103	506	21,700	SH	DFND	10	21,700	0	0
CNO FINL GROUP INC	COM	12621E103	44,677	1,914,194	SH	DFND	14	193,204	1,720,990	0
CNO FINL GROUP INC	COM	12621E103	245	10,500	SH	DFND	16	0	10,500	0
CARS COM INC	COM	14575E105	1,313	49,358	SH	DFND	14	14,322	35,036	0
COVANTA HLDG CORP	COM	22282E102	188	12,660	SH	DFND	14	12,660	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	24,215	273,712	SH	DFND	14	87,421	186,291	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	35	390	SH	DFND	16	0	390	0
DUN & BRADSTREET CORP DEL NE	COM	26483E100	10,318	88,635	SH	DFND	14	9,816	78,819	0
DUN & BRADSTREET CORP DEL NE	COM	26483E100	134	1,150	SH	DFND	16	0	1,150	0
EDWARDS LIFESCIENCES CORP	COM	28176E108	956	8,750	SH	DFND	10	8,750	0	0

EDWARDS LIFESCIENCES CORP	COM	28176E108	31,898	291,815	SH	DFND	14	99,380	192,435	0
EDWARDS LIFESCIENCES CORP	COM	28176E108	50	460	SH	DFND	16	0	460	0
EDWARDS LIFESCIENCES CORP	COM	28176E108	10,581	96,801	SH	DFND	18	0	96,801	0
EXACTECH INC	COM	30064E109	244	7,393	SH	DFND	14	1,303	6,090	0
EXACTECH INC	COM	30064E109	155	4,700	SH	DFND	16	0	4,700	0
EXPRESS INC	COM	30219E103	6,462	955,851	SH	DFND	14	10,611	945,240	0
FIRST TR EXCHANGE TRADED FD	DJ INTERNT IDX	33733E302	205	2,000	SH	DFND	18	0	2,000	0
FORTINET INC	COM	34959E109	45,778	1,277,276	SH	DFND	14	191,756	1,085,520	0
FORTINET INC	COM	34959E109	536	14,960	SH	DFND	16	0	14,960	0
GLOBAL X FDS	GB MSCI AR ETF	37950E259	308	9,700	SH	DFND	18	0	9,700	0
HCI GROUP INC	COM	40416E103	1,067	27,894	SH	DFND	14	1,690	26,204	0
LUMINEX CORP DEL	COM	55027E102	1,389	68,300	SH	DFND	14	6,910	61,390	0
NCR CORP NEW	COM	62886E108	34,416	917,279	SH	DFND	14	145,821	771,458	0
NCR CORP NEW	COM	62886E108	270	7,200	SH	DFND	16	0	7,200	0
NAVISTAR INTL CORP NEW	COM	63934E108	318	7,211	SH	DFND	14	7,211	0	0
QUANTA SVCS INC	COM	74762E102	7,673	205,329	SH	DFND	14	67,934	137,395	0
QUANTA SVCS INC	COM	74762E102	9	250	SH	DFND	16	0	250	0
QUORUM HEALTH CORP	COM	74909E106	233	44,980	SH	DFND	14	3,020	41,960	0
RENASANT CORP	COM	75970E107	1,200	27,963	SH	DFND	14	5,263	22,700	0
SALLY BEAUTY HLDGS INC	COM	79546E104	22,617	1,155,130	SH	DFND	14	197,148	957,982	0
SALLY BEAUTY HLDGS INC	COM	79546E104	172	8,800	SH	DFND	16	0	8,800	0
TARGET CORP	COM	87612E106	541	9,170	SH	DFND	10	9,170	0	0
TARGET CORP	COM	87612E106	110,108	1,865,914	SH	DFND	14	385,231	1,480,683	0
TARGET CORP	COM	87612E106	71	1,195	SH	DFND	16	0	1,195	0
TRAVELERS COMPANIES INC	COM	89417E109	53,266	434,755	SH	DFND	14	137,987	296,768	0
TRAVELERS COMPANIES INC	COM	89417E109	78	634	SH	DFND	16	0	634	0
TRIUMPH BANCORP INC	COM	89679E300	1,706	52,900	SH	DFND	14	15,830	37,070	0
TRIUMPH BANCORP INC	COM	89679E300	223	6,900	SH	DFND	16	0	6,900	0
U S SILICA HLDGS INC	COM	90346E103	242	7,800	SH	DFND	10	7,800	0	0
U S SILICA HLDGS INC	COM	90346E103	4,121	132,620	SH	DFND	14	10,980	121,640	0
UNIVERSAL HEALTH RLTY INCM T	SH BEN INT	91359E105	1,699	22,511	SH	DFND	14	2,481	20,030	0
VERISIGN INC	COM	92343E102	110	1,030	SH	DFND	10	1,030	0	0
VERISIGN INC	COM	92343E102	12,936	121,591	SH	DFND	14	41,530	80,061	0
VERISIGN INC	COM	92343E102	21	195	SH	DFND	16	0	195	0
VITAMIN SHOPPE INC	COM	92849E101	915	171,019	SH	DFND	14	34,009	137,010	0