

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, 2007

Check here if Amendment []; Amendment Number:

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

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.
Address: 6620 West Broad Street
Richmond, Virginia 23230

Form 13F File Number: 28-11523

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: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA November 2, 2007

[Signature] [City, State] [Date]

Report Type (Check only one.):

- [X] 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).)
- [] 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: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 574 lines

Form 13F Information Table Value Total: 2,464,982
(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.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Asset Management, Inc.

FORM 13F INFORMATION TABLE

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<CAPTION>
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AUTHORITY

VOTING

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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3M Company	COM	88579Y101	35,481	379,147 SH		Sole	01	379,147
ABB Ltd ADR	SPONSORED ADR	000375204	20,367	776,464 SH		Sole	01	776,464
Abraxis Bioscience Inc	COM	00383E106	50	2,186 SH		Sole	01	2,186
Accenture Ltd	CL A	G1150G111	2	56 SH		Sole	01	56
Ace Ltd Ord Shs	COM	G0070K103	1	16 SH		Sole	01	16
Actuant Corp Cl A New	NEW	00508X203	85	1,315 SH		Sole	01	1,315
Adaptec Inc	COM	00651F108	6,666	1,745,088 SH		Sole	01	1,745,088
Advanced Micro Device	ADR	007903107	1	51 SH		Sole	01	51
Advantage Energy Inc Fd Tr Unit	TR UNIT	00762L101	90	7,324 SH		Sole	01	7,324
Aeropostale Inc.	COM	007865108	1,728	90,676 SH		Sole	01	90,676
AES Corporation	COM	00130H105	8,194	408,862 SH		Sole	01	408,862
Aetna Inc	COM	00817Y108	4	67 SH		Sole	01	67
Affiliated Computer Svcs Inc Cl A	CL A	008190100	1	22 SH		Sole	01	22
Affiliated Managers Group	COM	008252108	4	28 SH		Sole	01	28
Aflac Inc	COM	001055102	27,053	474,274 SH		Sole	01	474,274
AGCO Corporation	ADR	001084102	3	66 SH		Sole	01	66
ALASKA AIR GROUP INC	COM	011659109	2	100 SH		Sole	01	100
Alcan Aluminium Ltd	ADR	013716105	1	8 SH		Sole	01	8
Alcoa Inc	COM	013817101	6,238	159,466 SH		Sole	01	159,466
Alexander & Balwin	COM	014482103	2,271	45,302 SH		Sole	01	45,302
Allegheny Energy Inc	COM	017361106	1,260	24,117 SH		Sole	01	24,117
Allergan Inc	COM	018490102	264	4,102 SH		Sole	01	4,102
Alliance New York Muni Income Fund	COM	018714105	621	44,845 SH		Sole	01	44,845
Allianz SE	ADR	018805101	1	54 SH		Sole	01	54
Allstate Corporation	COM	020002101	3	55 SH		Sole	01	55
Altera Corp	ADR NEW	021441100	1	43 SH		Sole	01	43
Altria Group Inc	COM	02209S103	16,817	241,861 SH		Sole	01	241,861
AMB Property Corp.	COM	00163T109	65	1,084 SH		Sole	01	1,084
AMBAC Financial Group	COM	023139108	4,375	69,550 SH		Sole	01	69,550
America Movil SAB DE CV ADR L Shares	SHS	02364W105	5,303	82,853 SH		Sole	01	82,853
American Axle & Manufacturing American Capital Strategies Ltd	COM	024061103	16,325	646,520 SH		Sole	01	646,520
American Electric Power	COM	024937104	1	29 SH		Sole	01	29
American Equity Inv Life Holding Co	COM	025537101	9,517	206,528 SH		Sole	01	206,528
	COM	025676206	94	8,789 SH		Sole	01	8,789

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
COLUMN 8						

VOTING

AUTHORITY

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American Express Co	COM	025816109	20,498	345,265 SH		Sole	01	345,265
American International Group Inc	COM	026874107	18,140	268,138 SH		Sole	01	268,138
American National Ins	COM	028591105	197	1,494 SH		Sole	01	1,494
American Standard Co	COM	029712106	1	31 SH		Sole	01	31
Ameriprise Financial Inc	COM	03076C106	7,975	126,372 SH		Sole	01	126,372
Amerisafe Inc	COM	03071H100	60	3,626 SH		Sole	01	3,626
Amgen Inc	COM	031162100	1	10 SH		Sole	01	10
Anadarko Petroleum	COM	032511107	16	306 SH		Sole	01	306
Analog Devices Inc	CA INSD MUN TR	032654105	1	22 SH		Sole	01	22
Anglo American PLC	DDED	03485P201	7,141	213,497 SH		Sole	01	213,497
AngloGold Ashanti ADR	SPONSORED ADR	035128206	1	30 SH		Sole	01	30
Anheuser Busch Co	COM	035229103	2	35 SH		Sole	01	35
Ansys Inc	COM	03662Q105	2,905	85,007 SH		Sole	01	85,007
AOL Time Warner Inc.	COM	887317105	7,872	428,783 SH		Sole	01	428,783
Apollo Group Inc	CL A	037604105	1	9 SH		Sole	01	9

Apple Inc.	COM	037833100	284	1,850	SH	Sole	01	1,850
Applied Materials	CAROLNA GP STK	038222105	6	279	SH	Sole	01	279
Aquila Inc.	COM	03840P102	618	154,116	SH	Sole	01	154,116
Archstone-Smith Trust	COM	039583109	314	5,213	SH	Sole	01	5,213
Argo Group Intl	DDED	G0464B107	9,689	222,695	SH	Sole	01	222,695
Arkansas Best Corp Del	COM	040790107	8,494	260,081	SH	Sole	01	260,081
Arris Group Inc	COM	04269Q100	3,194	258,599	SH	Sole	01	258,599
Arthocare Corp	COM	043136100	2,371	42,426	SH	Sole	01	42,426
ASA Limited	COM	G3156P103	0	4	SH	Sole	01	4
Asia Pacific Fund Closed	COM	044901106	1	44	SH	Sole	01	44
ASM Lithography Holding	SHS	N07059111	2	49	SH	Sole	01	49
Asta Funding Inc	COM	046220109	98	2,550	SH	Sole	01	2,550
AstraZeneca PLC	SPONSORED ADR	046353108	17,349	346,488	SH	Sole	01	346,488
AT & T Inc new	COM	00206R102	10	228	SH	Sole	01	228
ATHEROS COMMUNICATIONS INC	COM	04743P108	86	2,864	SH	Sole	01	2,864
AU Optronics Corp ADR	ADR	002255107	309	18,252	SH	Sole	01	18,252
Autodesk Inc	COM	052769106	7	150	SH	Sole	01	150
Automatic Data Proc	COM	053015103	7,775	169,273	SH	Sole	01	169,273
AvalonBay Communities Inc	COM	053484101	286	2,426	SH	Sole	01	2,426
AXA UAP Spons ADR	SPONSORED ADR	054536107	14,244	319,299	SH	Sole	01	319,299
Axcelis Technologies	COM	054540109	5,154	1,008,514	SH	Sole	01	1,008,514
Banco Bradesco ADR	NEW	059460303	6,905	235,117	SH	Sole	01	235,117
Banco Itau Hldg Fin S A	PFD	059602201	314	6,204	SH	Sole	01	6,204
Banco Santander S.A.	ADR	05964H105	10	505	SH	Sole	01	505
Bank of America Corp	COM	060505104	29	569	SH	Sole	01	569

<TABLE>
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AUTHORITY VOTING

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (\$*1000)	SHRS OR PRN	SH/ AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED
NONE										
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Bank of New York Mellon Corp	DDED	064058100	11,061	250,595	SH		Sole	01	250,595	
BankUnited Financial Corp	CL A	06652B103	44	2,849	SH		Sole	01	2,849	
Baxter International Inc.	COM	071813109	19,045	338,403	SH		Sole	01	338,403	
Becton Dickinson & Co	COM	075887109	8,108	98,822	SH		Sole	01	98,822	
Bed Bath & Beyond	COM	075896100	1	18	SH		Sole	01	18	
BHP Billiton Limited	CL A	088606108	23,039	293,122	SH		Sole	01	293,122	
BJ's Wholesale Club	COM	05548J106	2,299	69,342	SH		Sole	01	69,342	
BlackRock FL Ins Muni Inc Tr	COM	09250G102	24	1,707	SH		Sole	01	1,707	
BlackRock Florida Muni 2020 Term Trust	COM SHS	09250M109	23	1,723	SH		Sole	01	1,723	
BlackRock Mini Hldgs New York Ins Fund	COM	09255C106	631	46,467	SH		Sole	01	46,467	
BlackRock Muni CA Insured	COM	09254N103	1,456	109,705	SH		Sole	01	109,705	
BlackRock Muni NY Intermed Dur Fund	DDED	09255F109	1,111	83,432	SH		Sole	01	83,432	
Blackrock Muni Yield Fla Inc	COM	09254R104	13	951	SH		Sole	01	951	
BlackRock Muniyld CA Fund Inc	DDED	09254M105	1,389	104,341	SH		Sole	01	104,341	
BlackRock NY Muni Income Trust II	COM	09249R102	1,196	82,091	SH		Sole	01	82,091	
Blount International Inc	COM	095180105	9,659	850,290	SH		Sole	01	850,290	
Boston Properties, Inc.	COM	101121101	369	3,548	SH		Sole	01	3,548	
Bowne & Co Inc	COM	103043105	11,192	671,816	SH		Sole	01	671,816	
BP AMOCO PLC	CL A	055622104	1	11	SH		Sole	01	11	
Brandywine Realty Trust	SH BEN INT NEW	105368203	87	3,433	SH		Sole	01	3,433	
Brasil Distr Pao Acu SP ADR	COM	20440T201	1	29	SH		Sole	01	29	
Briggs & Stratton Corp	COM	109043109	12,719	505,142	SH		Sole	01	505,142	
Bristol Myers- Squibb	COM	110122108	5,625	195,173	SH		Sole	01	195,173	
British American Tobacco	SPONSORED ADR	110448107	15,954	221,651	SH		Sole	01	221,651	
Broadcom Corp Cl A	CL A	111320107	254	6,973	SH		Sole	01	6,973	
Brookdale Sr Living Inc	COM	112463104	90	2,261	SH		Sole	01	2,261	
Brookfield PPTYS	COM	112900105	222	8,913	SH		Sole	01	8,913	
Build-A-Bear Workshop Inc.	COM	120076104	49	2,750	SH		Sole	01	2,750	
C R Bard Inc NJ	COM	067383109	13,142	149,022	SH		Sole	01	149,022	
Camden Property Trust	SH BEN INT	133131102	206	3,210	SH		Sole	01	3,210	
Campbell Soup Co	COM	134429109	4	97	SH		Sole	01	97	
Canadian Pacific Railway	COM	13645T100	3	43	SH		Sole	01	43	
Canon Inc ADR	ADR	138006309	13,770	253,647	SH		Sole	01	253,647	
Caterpillar Inc	COM	149123101	4,344	55,381	SH		Sole	01	55,381	
CBS Corporation	CL B	124857202	3	108	SH		Sole	01	108	
Celanese Corp Del Com Ser A	ER A	150870103	4,895	125,588	SH		Sole	01	125,588	
Centene Corp Del	COM	15135B101	73	3,414	SH		Sole	01	3,414	
CenterPoint Energy	CL A	15189T107	1	63	SH		Sole	01	63	
Century Aluminum Co	COM	156431108	96	1,830	SH		Sole	01	1,830	

Cerner Corporation COM 156782104 87 1,461 SH Sole 01 1,461
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VOTING

AUTHORITY

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED
CGI Group Inc	CL A SUB VTG	39945C109	22,799	1,999,909 SH		Sole	01	1,999,909	
Charles Schwab Corp	COM	808513105	12	550 SH		Sole	01	550	
Chatten, Inc.	COM	162456107	2,863	40,592 SH		Sole	01	40,592	
Check Point Software Tech	ORD	M22465104	0	17 SH		Sole	01	17	
Chesapeake Energy Corporation	CL A	165167107	3	84 SH		Sole	01	84	
Chevron Corp	COM	166764100	51	550 SH		Sole	01	550	
China Life Insurance Co Ltd ADR	SPON ADR REP H	16939P106	283	3,279 SH		Sole	01	3,279	
China Mobile Limited ADR	ADR	16941M109	372	4,539 SH		Sole	01	4,539	
China Petroleum and Chemical Corp	SPON ADR H SHS	16941R108	1	6 SH		Sole	01	6	
China Telecom Corp ADR H Shares	CL A SUB VTG	169426103	1	18 SH		Sole	01	18	
Chung HWA Telecom Co Ltd	CL B	17133Q205	1	31 SH		Sole	01	31	
CIGNA Corporation	COM	125509109	2	39 SH		Sole	01	39	
Cincinnati Bell Inc	COM	171871106	4	800 SH		Sole	01	800	
Cisco Systems Inc	COM	17275R102	14,811	447,054 SH		Sole	01	447,054	
CIT Group Inc.	COM	125581108	1	20 SH		Sole	01	20	
Citigroup Inc	COM	172967101	8,753	187,541 SH		Sole	01	187,541	
Clear Channel Communications	CL B	184502102	5	144 SH		Sole	01	144	
Cleco Corp	COM	12561W105	1,168	46,203 SH		Sole	01	46,203	
Cleveland-Cliffs Inc.	COM	185896107	75	848 SH		Sole	01	848	
CME Group, Inc	DDED	12572Q105	277	471 SH		Sole	01	471	
CMS Energy Corp	COM	125896100	1,141	67,848 SH		Sole	01	67,848	
CNOOC Limited	SPONSORED ADR	126132109	387	2,327 SH		Sole	01	2,327	
Coca Cola Femsa ADR	CL B NEW	191241108	10	238 SH		Sole	01	238	
Coca-Cola Company	COM	191216100	1	19 SH		Sole	01	19	
Coca-Cola Hellenic Bottling Co	ADR	1912EP104	6,174	105,531 SH		Sole	01	105,531	
Colgate- Palmolive Company	COM	194162103	7,973	111,796 SH		Sole	01	111,796	
Columbus McKinnon Corp	COM	199333105	66	2,634 SH		Sole	01	2,634	
Comcast Corp Class A	CL A	20030N101	8,196	338,956 SH		Sole	01	338,956	
Comcast Corp Class A Special	SPL	20030N200	5,482	228,797 SH		Sole	01	228,797	
Companhia Vale Do Rio Doce ADR	ADR	204412209	8,947	263,702 SH		Sole	01	263,702	
Compania Cervecerias Unidas ADR	SPONSORED ADR	204429104	6,121	158,982 SH		Sole	01	158,982	
Compania de Minas Buenaventu ADR B Shs	SPONSORED ADR	204448104	1	13 SH		Sole	01	13	
CompuCredit Corp.	COM	20478N100	73	3,357 SH		Sole	01	3,357	
Comtech Telecom Corp	COM NEW	205826209	111	2,068 SH		Sole	01	2,068	
ConAgra Inc.	COM	205887102	9,383	359,081 SH		Sole	01	359,081	
Conseco Inc	EXP	208464BH9	2	2,000 SH		Sole	01	2,000	
Constellation Energy	COM	210371100	7	76 SH		Sole	01	76	
Convergys Corp	COM	212485106	19	1,100 SH		Sole	01	1,100	
Cooper Companies	NEW	216648402	14,834	282,991 SH		Sole	01	282,991	
Corning Incorporated	COM	219350105	7	270 SH		Sole	01	270	

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Corus Bankshares Inc	COM	220873103	64	4,883 SH		Sole	01	4,883	
Costco Wholesale Corp New	COM	22160K105	4,345	70,808 SH		Sole	01	70,808	
Covanta Holdings Corp	COM	22282E102	2,505	102,222 SH		Sole	01	102,222	
Coventry Health Care Inc.	COM	222862104	3	48 SH		Sole	01	48	

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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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Intuitive Surgical Inc	COM	46120E602	223	968 SH		Sole	01	968
Inventiv Health Inc	COM	46122E105	104	2,382 SH		Sole	01	2,382
Invest Gr Muni	COM	461368102	5,005	368,026 SH		Sole	01	368,026
Invitrogen Corp.	COM	46185R100	2,837	34,713 SH		Sole	01	34,713
Iron Mountain Inc	COM	462846106	107	3,512 SH		Sole	01	3,512
iShares Lehman 20+ Year Treasury Bd Fd	S BD	464287432	335	3,781 SH		Sole	01	3,781
iShares Lehman Short Treasury Bond Fund	TREA	464288679	141	1,281 SH		Sole	01	1,281
iShares Midcap Value	P VL	464287473	294	1,945 SH		Sole	01	1,945
iShares Russell 1000 Growth	0GRW	464287614	70	1,134 SH		Sole	01	1,134
iShares Russell 1000 Value	OVAL	464287598	169	1,967 SH		Sole	01	1,967
iShares Russell 2000 Index	2000	464287655	33	413 SH		Sole	01	413
iShares Russell 3000 Value Index	VALU	464287663	1	11 SH		Sole	01	11
iShares S&P US Pref Stock Index Fund	IDX	464288687	1,310	27,813 SH		Sole	01	27,813
iShares Tr Lehman 1-3 Year Treasury Bd	S BD	464287457	300,173	3,693,984 SH		Sole	01	3,693,984
iShares Tr Msci Eafe Index Fund	IDX	464287465	15,439	186,939 SH		Sole	01	186,939
iShares Tr MSCI Grw Idx	IDX	464288885	6	79 SH		Sole	01	79
iShares Tr MSCI Value Index Fd	IDX	464288877	12	159 SH		Sole	01	159
iSharesMSCI Japan Index	MSCI JAPAN	464286848	2	132 SH		Sole	01	132
Jabil Circuit Inc	COM	466313103	2,021	88,480 SH		Sole	01	88,480
Jack in the Box Corp	COM	466367109	4,536	69,959 SH		Sole	01	69,959
Jakks Pacific Inc	COM	47012E106	26,585	995,322 SH		Sole	01	995,322
Janus Capital Group Inc	COM	47102X105	4	131 SH		Sole	01	131
JDS Uniphase Corp	.001	46612J507	0	0 SH		Sole	01	0
JF China Region Fund Closed end	COM	46614T107	2	53 SH		Sole	01	53
Johnson & Johnson	COM	478160104	20,764	316,042 SH		Sole	01	316,042
Johnson Controls Inc	COM	478366107	14	115 SH		Sole	01	115
Jones Lang Lasalle Inc	COM	48020Q107	1	12 SH		Sole	01	12
JP Morgan Chase & Co	COM	46625H100	35	772 SH		Sole	01	772
Kellogg	COM	487836108	8	137 SH		Sole	01	137
Kenexa Corp	COM	488879107	85	2,746 SH		Sole	01	2,746
Kforce Inc	COM	493732101	76	5,942 SH		Sole	01	5,942
Kilroy Realty Corp.	COM	49427F108	63	1,039 SH		Sole	01	1,039
Kimberly- Clark Corp	COM	494368103	84	1,196 SH		Sole	01	1,196
KLA-Tencor Corp	COM	482480100	1	17 SH		Sole	01	17
Knight Transportation	COM	499064103	2,267	131,738 SH		Sole	01	131,738
Kohl's Corporation	COM	500255104	7	122 SH		Sole	01	122
Koninklijke Philips Electronics	NEW	500472303	22,747	506,165 SH		Sole	01	506,165
Kookmin Bank ADR	SPONSORED ADR	50049M109	5,237	63,878 SH		Sole	01	63,878
Korea Equity Fund Closed End	COM	50063B104	1	80 SH		Sole	01	80
Korea Fund Closed End	COM	500634100	1	21 SH		Sole	01	21

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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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Kraft Foods Inc.	CL A	50075N104	3,938	114,125 SH		Sole	01	114,125
K-Swiss Inc	CL A	482686102	4,052	176,863 SH		Sole	01	176,863
L-3 Communications Holdings Inc	COM	502424104	2	18 SH		Sole	01	18
Laboratory Corp of America	COM NEW	50540R409	11	135 SH		Sole	01	135
Lafarge ADR	COM	505861401	1	15 SH		Sole	01	15
Lear Corporation	COM	521865105	33,202	1,034,319 SH		Sole	01	1,034,319
Lehman Brothers Holdings	COM	524908100	7	111 SH		Sole	01	111
Lennar Corp	CL A	526057104	0	17 SH		Sole	01	17

NII Holdings Inc. Cl B	CL B NEW	62913F201	20,797	253,157 SH	Sole	01	253,157
Nike, Inc.	CL B	654106103	24,110	411,021 SH	Sole	01	411,021
Nippon Telephone	COM	654624105	10	443 SH	Sole	01	443
NiSource Inc	COM	65473P105	1	31 SH	Sole	01	31
Nissan Motor Ltd ADR	SPONSORED ADR	654744408	17,215	860,314 SH	Sole	01	860,314
Nobel Energy Inc	COM	655044105	4	61 SH	Sole	01	61
Nokia Corporation	SPONSORED ADR	654902204	32,453	855,598 SH	Sole	01	855,598
Northeast Utilities	COM	664397106	2,801	98,043 SH	Sole	01	98,043
Northern Trust Corp	COM	665859104	7	110 SH	Sole	01	110
Novartis AG	SPONSORED ADR	66987V109	18,784	341,778 SH	Sole	01	341,778
Novo-Nordisk A/S	COM	670100205	1	10 SH	Sole	01	10
NRG Energy Inc	COM NEW	629377508	8,773	207,440 SH	Sole	01	207,440
NTELOS Holdings Corp	COM	67020Q107	4,317	146,525 SH	Sole	01	146,525
NTT DoCoMo Inc Spons ADR	ADR	62942M201	15,618	1,096,784 SH	Sole	01	1,096,784
Nuveen Fl Qual Inc Muni Tr	COM	670978105	22	1,674 SH	Sole	01	1,674

<TABLE>
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VOTING

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Nuveen Mult- Strategy Income & Growth FD 2	SHS	67073D102	2,005	165,702 SH	Sole	01	165,702
Nuveen Mult- Strategy Income & Growth Fund	COM	67073B106	2,017	168,046 SH	Sole	01	168,046
Old Republic Int'l	COM	680223104	116	6,194 SH	Sole	01	6,194
Oracle Corporation	COM	68389X105	26,261	1,212,969 SH	Sole	01	1,212,969
O'Reilly Automotive, Inc.	COM	686091109	2,235	66,898 SH	Sole	01	66,898
Orix Corp	SPONSORED ADR	686330101	9	82 SH	Sole	01	82
Overseas Shipholding Group Inc	COM	690368105	1	13 SH	Sole	01	13
Owens- Illinois Inc	NEW	690768403	19,310	465,868 SH	Sole	01	465,868
OYO Geospace Corp	COM	671074102	114	1,228 SH	Sole	01	1,228
Paine Webber Insured Muni Income Fund	COM	45809F104	4,999	381,625 SH	Sole	01	381,625
Pall Corporation	COM	696429307	17,116	439,997 SH	Sole	01	439,997
Pengrowth Energy Tr Units Cl A	NEW	706902509	137	7,267 SH	Sole	01	7,267
PepsiCo Inc	COM	713448108	22,454	306,503 SH	Sole	01	306,503
Perficient Inc	COM	71375U101	82	3,738 SH	Sole	01	3,738
Petroleo Brasileiro	SPONSORED ADR	71654V408	31,471	416,830 SH	Sole	01	416,830
Pfizer Inc	COM	717081103	21	845 SH	Sole	01	845
PG&E Corporation	COM	69331C108	1,600	33,472 SH	Sole	01	33,472
Philippine Long Dist Telephone Co	SPONSORED ADR	718252604	8,029	124,786 SH	Sole	01	124,786
Phillips-Van Heusen Corp	COM	718592108	3,431	65,382 SH	Sole	01	65,382
Pilgrims Pride Corp	COM	721467108	1	18 SH	Sole	01	18
Pimco Municipal Advantage Fund	ADDED	722015104	5,103	390,708 SH	Sole	01	390,708
Pitney Bowes Inc	COM	724479100	192	4,236 SH	Sole	01	4,236
Plum Creek Timber Co	COM	729251108	0	9 SH	Sole	01	9
PMI Group Inc	COM	69344M101	2,487	76,054 SH	Sole	01	76,054
Polaris Inds Inc	COM	731068102	0	10 SH	Sole	01	10
Popular, Inc.	COM	733174106	9,475	771,565 SH	Sole	01	771,565
POSCO ADR	COM	693483109	332	1,857 SH	Sole	01	1,857
PPL Corporation	COM	69351T106	1,758	37,963 SH	Sole	01	37,963
Praxair Inc	COM	74005P104	25,532	304,824 SH	Sole	01	304,824
Procter & Gamble Co	COM	742718109	39,210	557,430 SH	Sole	01	557,430
ProLogis Trust	SH BEN INT	743410102	449	6,761 SH	Sole	01	6,761
Provident Energy Tru st	TR UNIT	74386K104	152	11,996 SH	Sole	01	11,996
Prudential PLC	ADR	74435K204	11	350 SH	Sole	01	350
Prudential PLC 6.5% Exchg Perp	.50%	G7293H189	147	6,367 SH	Sole	01	6,367
Public Service Ent Group	COM	744573106	1,015	11,538 SH	Sole	01	11,538
Public Storage	COM	74460D109	251	3,191 SH	Sole	01	3,191
Publicis Groupe S.A.	ADR	74463M106	16,596	403,305 SH	Sole	01	403,305
Puget Energy Inc	COM	745310102	213	8,723 SH	Sole	01	8,723
Putnam Invest Gr Mun Tr	COM	746805100	3,393	352,696 SH	Sole	01	352,696
Putnam Managed Mun Income Tr	COM	746823103	2,242	308,322 SH	Sole	01	308,322

<TABLE>
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
Qualcomm Inc	COM	747525103	214	5,071 SH	Sole	01	5,071
Quest Diagnostics Inc	COM	74834L100	2	31 SH	Sole	01	31
Qwest Communications Intl	COM	749121109	5	600 SH	Sole	01	600
Radian Group Inc	COM	750236101	1	37 SH	Sole	01	37
Radware Ltd	ORD	M81873107	0	18 SH	Sole	01	18
Regal Entertainment Group	CL A	758766109	35	1,594 SH	Sole	01	1,594
Regal-Beloit Corporation	COM	758750103	60	1,256 SH	Sole	01	1,256
Regency Centers Corp.	COM	758849103	226	2,945 SH	Sole	01	2,945
Rent-A-Center, Inc.	COM	76009N100	6,508	358,986 SH	Sole	01	358,986
Rexam PLC Spons ADR New 2001	2001	761655406	8	145 SH	Sole	01	145
Reynolds Amern Inc	COM	761713106	35	550 SH	Sole	01	550
Rio Tinto PLC-Gbp	SPONSORED ADR	767204100	3	9 SH	Sole	01	9
Rockwell Collins Inc	COM	774341101	14	193 SH	Sole	01	193
Rockwell Intl Corp	COM	773903109	5	75 SH	Sole	01	75
Roper Industries Inc	COM	776696106	3,335	50,918 SH	Sole	01	50,918
Rudolph Technologies Inc.	COM	781270103	85	6,151 SH	Sole	01	6,151
Russell/Nomura Small Cap Japan ETF	DDED	78463X822	15	313 SH	Sole	01	313
Ryland Group Inc	COM	783764103	1	35 SH	Sole	01	35
Safeway Inc	NEW	786514208	15	452 SH	Sole	01	452
SalesForce.com Inc	COM	79466L302	163	3,174 SH	Sole	01	3,174
Sanderson Farms, Inc	COM	800013104	2	36 SH	Sole	01	36
SanDisk Corporation	COM	80004C101	3	49 SH	Sole	01	49
Sanmina Corporation	COM	800907107	6,061	2,858,946 SH	Sole	01	2,858,946
Sanofi-Aventis Spons ADR	SPONSORED ADR	80105N105	12	286 SH	Sole	01	286
SAP AG	COM	803054204	1	15 SH	Sole	01	15
Satyam Computer Svcs ADR	ADR	804098101	5,210	201,227 SH	Sole	01	201,227
Schering Plough Corp.	COM	806605101	8	264 SH	Sole	01	264
Schlumberger Ltd	COM	806857108	352	3,356 SH	Sole	01	3,356
Sealed Air Corp	COM	81211K100	6,962	272,388 SH	Sole	01	272,388
Secure Computing Crp	COM	813705100	93	9,577 SH	Sole	01	9,577
Select Comfort Corp	COM	81616X103	60	4,279 SH	Sole	01	4,279
Shire PLC	COM	82481R106	1	18 SH	Sole	01	18
Siemens AG	SPONSORED ADR	826197501	23,896	174,106 SH	Sole	01	174,106
Sigma Aldrich Corp	COM	826552101	3	64 SH	Sole	01	64
Sigma Designs Inc	COM	826565103	92	1,913 SH	Sole	01	1,913
Silicon Image, Inc.	COM	82705T102	2,247	436,404 SH	Sole	01	436,404
Siliconware Precis Inds ADR	SPL	827084864	6,208	513,044 SH	Sole	01	513,044
Simon Pty Group Inc New	COM	828806109	521	5,212 SH	Sole	01	5,212
Sina Corporation	ORD	G81477104	1	18 SH	Sole	01	18
Singapore Fund Inc	COM	82929L109	3	175 SH	Sole	01	175

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
AUTHORITY							VOTING

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED
Smith International Inc	COM	832110100	3,844	53,840 SH	Sole	01	53,840	
Smithfield Foods Inc	COM	832248108	11,995	380,802 SH	Sole	01	380,802	
Sonic Corp.	COM	835451105	87	3,700 SH	Sole	01	3,700	
Sony Corp ADR	COM	835699307	0	10 SH	Sole	01	10	
Southern Union	COM	844030106	3	106 SH	Sole	01	106	
Sprint Nextel Corp Comm	FON	852061100	9,226	485,603 SH	Sole	01	485,603	
Staples Inc	COM	855030102	9	440 SH	Sole	01	440	
Starbucks Corp	COM	855244109	272	10,389 SH	Sole	01	10,389	
Starwood Hotels & Resorts Wldwde New	COM	85590A401	88	1,448 SH	Sole	01	1,448	
State Street Corp	COM	857477103	19,783	290,241 SH	Sole	01	290,241	
Statoil ASA	SPONSORED ADR	85771P102	1	41 SH	Sole	01	41	
Steiner Leisure Ltd	ORD	P8744Y102	1	15 SH	Sole	01	15	
Stericycle, Inc	COM	858912108	3,270	57,212 SH	Sole	01	57,212	
Stewart Information Services	COM	860372101	15,450	450,821 SH	Sole	01	450,821	
Stryker Corporation	COM	863667101	161	2,348 SH	Sole	01	2,348	

