

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 22, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO
SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF
1934

For the year ended December 31, 2010

OR

TRANSITION REPORT PURSUANT TO
SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN
(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.

1 Riverside Plaza, Columbus, Ohio 43215

(Name of issuer of the securities held
pursuant to the plan and the address
of its principal executive office)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Stephan T. Haynes
Stephan T. Haynes, Secretary

Date: June 22, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the American Electric Power System Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2010, (2) assets acquired and disposed of in 2010, and (3) nonexempt transaction, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio
June 22, 2011

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

ASSETS	2010	2009
Investments at Fair Value:		
Participant Directed Investments	\$2,917,981,958	\$2,914,481,843
Wrap Contracts	914,421	1,332,221
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	2,918,896,379	2,915,814,064
Notes Receivable From Participants	70,565,226	66,455,396
TOTAL ASSETS	2,989,461,605	2,982,269,460
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Wrap Contracts	8,599,095	49,132,012
NET ASSETS AVAILABLE FOR BENEFITS	\$2,998,060,700	\$3,031,401,472

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
 STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 For the Years Ended December 31, 2010 and 2009

	2010	2009
INVESTMENT INCOME		
Net Appreciation in Fair Value of Investments	\$231,557,259	\$349,619,288
Interest	18,129,952	28,017,910
Dividends	18,536,936	17,454,018
Total Investment Income	268,224,147	395,091,216
CONTRIBUTIONS		
Participant	142,666,064	165,891,106
Employer	60,126,040	72,023,354
Total Contributions	202,792,104	237,914,460
DISTRIBUTIONS TO PARTICIPANTS	(501,610,461)	(148,134,967)
ADMINISTRATIVE AND MANAGEMENT FEES		
Professional Fees	(864,937)	(779,070)
Investment Advisory and Management Fees	(5,282,011)	(4,770,852)
Other Fees	(564,371)	(476,268)
Total Administrative and Management Fees	(6,711,319)	(6,026,190)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	3,964,757	4,414,126
INCREASE (DECREASE) IN NET ASSETS	(33,340,772)	483,258,645
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	3,031,401,472	2,548,142,827
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	\$2,998,060,700	\$3,031,401,472

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

For the Years Ended December 31, 2010 and 2009

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (“the Plan” or “Plan”) is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

General

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (“AEP” or “the Company”). American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. JPMorgan Chase Bank N.A. is the custodian and trustee and JPMorgan Retirement Plan Services LLC is the record keeper with respect to the Plan, collectively JPMorgan.

Contributions

Newly eligible employees will be automatically enrolled in the Plan with a 3% pre-tax deferral unless they elect to opt out of the automatic enrollment or revise their elections within a reasonable period of time after they are notified of their right not to have such pretax deferrals made on their behalf (or to have such pre-tax contributions made at a different percentage) and how their account will be invested in the absence of an investment election. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pre-tax, after-tax or Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within Internal Revenue Service (IRS) limits). Participants who are age 50 and older are able to defer additional pre-tax or Roth 401(k) amounts as catch-up contributions. The catch-up contribution limit was \$5,500 for 2009 and 2010. The Company contributes to the Plan, on behalf of each participant, an amount equal to 100% of the participant’s contributions up to 1% of the participant’s eligible compensation for each payroll period, plus 70% of the participant’s contributions from the next 5% of the participant’s eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited to the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 of the Internal Revenue Code (IRC), restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan, provided that it is AEPSC’s intent that the Plan include a “qualified automatic contribution arrangement” (as defined in Section 401(k)(13) of the IRC) effective January 1, 2009, such that only the after-tax contributions made by such highly compensated participants may be subject to such restrictions.

Investments

The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts and self-directed mutual fund brokerage accounts. The Plan also permits loans to participants. JPMorgan (Trustee) affiliates provide custody, trustee, recordkeeping and other services with regard to Plan investments.

Participant Loans

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate is in effect as of the first business day of the calendar quarter in which the loan is taken. For loans

taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.

Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions and the Plan earnings and charged with benefit payments and allocations of Plan losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods.

Vesting and Distribution

Participants are immediately vested in their pre-tax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. Excluding their pre-tax and Roth 401(k) contributions and post-2008 Company matching contributions, all participants may make an unlimited number of withdrawals of their interest in the Plan, including their pre-2009 Company matching contributions. Pre-tax, Roth 401(k) and post-2008 Company matching contributions are not eligible for withdrawal by participants until age 59-1/2, except under hardship (as defined by the Plan) or termination of employment. Pre-tax and Roth 401(k) contributions also are eligible for withdrawal upon hardship (as defined by the Plan).

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan. As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically (at least annually) and are treated as ordinary income for tax purposes.

2. ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

Basis of Accounting

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value, except for the benefit responsive investment contracts, which are stated at contract value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the funds that generated such income with the exception of the AEP Stock Fund, which pays or reinvests dividends at the direction

of each participant.

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Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are not recorded as distributions until actually distributed based on the terms of the Plan document.

Administrative Expenses and Management Fees

Administrative and Management Fees paid to JPMorgan during 2010 and 2009 totaled \$3,276,565 and \$3,066,704, respectively. The Plan directly pays for administrative, recordkeeping and management fees.

Distributions to Participants

Benefits are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2010 and 2009.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from the estimates.

Fair Value Measurements of Assets

The accounting guidance for "Fair Value Measurements and Disclosures" establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets (Level 1 measurement). Securities that are fair valued using unobservable inputs into fair value pricing are considered Level 3 measurements.

In the case of securities for which quoted market prices are not available, pricing may be estimated using comparable securities, dealer values, operating data and general market conditions to determine fair value. Valuation models for these securities utilize various inputs such as commodity values, interest rates and, to a lesser degree, volatility and credit ratings. Models may include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets, market corroborated inputs (i.e. inputs derived principally from, or correlated to, observable market data) and other observable inputs for the asset. Securities for which market quoted prices are not available, but are valued by other observable methods, are considered Level 2 in the fair value measurement hierarchy.

AEP utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in American Electric Power System Retirement Savings Plan. AEP's investment managers review and validate the prices utilized by the trustee to determine fair value. AEP performs its own valuation testing to verify the fair values of the securities. AEP receives audit reports of the trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trust.

Equities are classified as Level 1 holdings if actively traded on exchanges. Fixed income securities do not trade on an exchange and do not have an official closing price. Pricing vendors calculate bond valuations using financial models and matrices. Fixed income securities are typically classified as Level 2 holdings because their valuation inputs are based on observable market data. Observable inputs used for valuing fixed income securities include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, reference data and economic events. Other securities with model-derived valuation inputs that are observable are also classified as Level

2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments.

Equities and Registered Investment Companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

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The individual fixed income securities are valued using models with input data as follows:

Type of Input	Type of Fixed Income Security		
	Government Bonds	Corporate Debt	Mortgage Backed Securities
Benchmark Yields	X	X	X
Broker Quotes	X	X	X
Discount Margins	X	X	
Treasury Market Update	X		
Base Spread	X	X	X
Corporate Actions		X	
Ratings Agency Updates		X	X
Prepayment Schedule and History			X
Yield Adjustments	X		

Common Collective Trusts and the Managed Income Fund are valued at the net asset value per share (NAV). The basis of the reported NAV is the total fair value of all underlying holdings less expenses and liabilities. The value of each unit is determined by dividing the net asset value of the fund by the number of applicable units outstanding on the valuation date. These are categorized as Level 2, if the investment can be redeemed at the NAV price. The JPMorgan Strategic Property Fund has been categorized as a Level 3 investment since the underlying holdings are diversified real estate assets that are difficult to value and rely on unobservable inputs to measure fair value. JPMorgan Emerging Markets Fund securities are classified as Level 3 holdings because their valuation is based on foreign stock exchanges with limited liquidity. The majority of the holdings in the JPMorgan Emerging Markets Fund are equity securities, but traded on exchanges in emerging nations.

JPMorgan Liquidity Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The fund is valued each business day.

Mellon Capital Small Cap Stock Index Fund

The objective of this fund is to track the performance of the Russell 2000 Index. The underlying equity holdings of this Fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

Mellon Capital Stock Index Fund

The objective of this fund is to track the performance of the S&P 500 Index. The underlying equity holdings of this fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

Mellon Capital International Stock Index Fund

The objective of this fund is to track the performance of the Morgan Stanley Capital International Europe, Australia, and Far East (MSCI EAFE) Index. The underlying equity holdings of this fund are actively traded on the major non-U.S stock exchanges and have readily available market quotes.

Alliance Bernstein International Style Blend

The objective of this fund is to exceed the performance of the MSCI EAFE Index. The underlying equity holdings of this fund are actively traded on major non-U.S. stock exchanges and have readily available market quotes.

JPMorgan US Real Estate Securities Fund

The objective of this fund is to exceed the performance of the Morgan Stanley Capital International Real Estate Investment Trust (MSCI U.S. REIT) Index. The underlying real estate investment trust equity holdings of this fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

JPMorgan Intermediate Bond Fund

The JPMorgan Intermediate Bond Fund is held by the Managed Income Fund. The objective of the fund is to exceed the performance of the Barclay's Capital Intermediate Aggregate Index. The underlying holdings of this fund are a diversified mix of fixed income securities. Fixed income securities do not trade on an exchange and do not have an official closing price.

Mellon Capital Aggregate Bond Index Fund

The objective of this fund is to track the performance of the Barclay's Capital U.S. Aggregate Index. Fixed income securities do not trade on an exchange and do not have an official closing price.

JPMorgan Strategic Property Fund

The objective of this fund is to exceed the performance of the National Council of Real Estate Investment Fiduciaries (NCREIF) Property Index. The underlying holdings in the fund are diversified real estate assets. This diversified fund consists of multiple properties and no single asset, tenant, or location has undue influence over the fund's value or performance. The fund's diversified holdings help mitigate the risk of default and concentration risk.

JPMorgan Emerging Markets Fund

The objective of this fund is to exceed the performance of the Morgan Stanley Capital International Emerging Markets (MSCI EM) Free Index. The majority of the underlying holdings of this fund are traded on foreign stock exchanges in emerging markets. The securities in these economies are typically less efficient and less liquid than those in developed markets.

Mellon Capital Treasury Inflation-Protected Securities Fund

The objective of this fund is to track the performance of the Barclays Capital U.S. Treasury Inflation-Protected Securities Index. Treasury Inflation-Protected Securities are backed by the U.S. government and protect investors from the effects of inflation. The securities are not actively traded on exchanges and do not have an official closing price.

New Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board issued Accounting Standards Update 2010-25, "Reporting Loans to Participants by Defined Contribution Pension Plans" (ASU 2010-25), an amendment to "Plan Accounting-Defined Contribution Pension Plans" accounting guidance. The amendments in this update require that participant loans be classified as notes receivable from participant, which are segregated from plan investments. The update also requires that participant loans be measured at their unpaid principal balance plus an accrued-but-unpaid interest, rather than fair value.

This update was applied retrospectively to all prior periods presented, effective for fiscal years ending after December 15, 2010. There was no impact on the Net Assets Available for Benefits since the unpaid principal balance plus accrued interest approximated fair value.

3. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions to the Plan at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

4. INVESTMENT CONTRACTS

The Managed Income Fund provides a stable value investment option to participants that includes fully benefit-responsive wrap contracts which assure the book value of investments for plan participants. The fund's underlying assets, which are held in a trust, utilize wrap contracts issued by four banking institutions at December 31, 2010 and 2009. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus credited interest, less participant withdrawals, without regard to changes in the fair value of the investments and securities underlying the fund. The rates for crediting interest are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The interest crediting rate cannot be less than 0%. Certain events, such as plan termination or a plan merger initiated by the Plan Sponsor, may limit the ability of the Plan to administer participant-level transactions at contract value or may allow for the termination of the wrap contract at market value, rather than contract value. The Plan sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable as of December 31, 2010 or the date these financial statements are issued. During the year ended December 31, 2010, the interest crediting rate and the average yield based on annualized earnings and interest credited to participants were 1.64% and 2.26%, respectively. During the year ended December 31, 2009 the credited rate and average yield based on annualized earnings and interest credited to participants were 1.86% and 2.03%, respectively.

5. INVESTMENTS EXCEEDING FIVE PERCENT OF NET PLAN NET ASSETS

Investments exceeding five percent of the Plan's net assets as of December 31, 2010 and 2009 were as follows:

	December 31,	
	2010	2009
American Electric Power Company, Inc. Common Stock	\$ 273,754,334	\$ 290,349,477
Mellon Capital Aggregate Bond Index Fund	334,693,511	320,369,946
Mellon Capital Stock Index Fund	414,525,878	384,825,849
Mellon Capital International Stock Index Fund	268,420,947	243,903,092
JPMorgan Intermediate Bond Fund	738,889,267	803,613,204

6. NET APPRECIATION OF INVESTMENTS

During 2010 and 2009, the Plan's investments (including investments purchased, sold and held during the year) appreciated (depreciated) in value as follows:

	Years Ended December 31,	
	2010	2009
American Electric Power Company, Inc. - Common Stock	\$ 8,111,709	\$ 15,124,119
Common/Collective Trusts	141,492,712	198,567,573
Corporate Stock	80,920,308	133,656,423
Fixed Income Securities	1,162,278	2,198,623
Registered Investment Companies	(129,748)	(109,564)
Other	-	182,114
Net Appreciation in Fair Value of Investments	\$ 231,557,259	\$ 349,619,288

7. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A., has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

At December 31, 2010 and 2009, the Plan held 7,608,514 and 8,345,774 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan sponsor, with a cost basis of \$261,878,144 and \$285,828,645, respectively. During the years ended December 31, 2010 and 2009, the Plan recorded dividend income of \$13,789,065 and \$14,017,339, respectively, related to its investment in that common stock.

The Plan entered into a non-exempt prohibited transaction when it issued a \$21,000 loan to a participant, who, as an employee of the Company, was a party-in-interest with respect to the Plan. An exemption under ERISA 408(b)(1) requires that the loan be made in accordance with specific plan provisions, but the \$21,000 loan was issued on April 9, 2008, when the participant's highest outstanding loan balance in the preceding 12 months was approximately \$32,500. In the aggregate, these two loan balances exceeded the \$50,000 limit imposed under the terms of the Plan by \$3,500. The Company undertook steps with the participant and appropriate government agencies to remediate the prohibited transaction, but such steps had not been completed by December 31, 2010. Because the participant is not a "disqualified person" for purposes of Section 4975 of the IRC, 5330 is not required in connection with this transaction.

8.

FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the “Fair Value Measurements of Assets” section of Note 2.

Equities and registered investment companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

Fair Value Measurements at December 31, 2010

	Level 1	Level 2	Level 3	Total
Equities				
Corporate Stock – Domestic	\$ 494,298,612	\$ -	\$ -	\$ 494,298,612
AEP Stock	273,754,334	-	-	273,754,334
Subtotal Equities	768,052,946	-	-	768,052,946
Fixed Income				
Government Bonds	-	5,737,733	-	5,737,733
Corporate Debt Securities	-	11,877,637	-	11,877,637
Mortgage Backed Securities	-	15,466,473	-	15,466,473
Subtotal Fixed Income	-	33,081,843	-	33,081,843
Common/Collective Trusts				
JPMorgan Liquidity Fund	-	24,945,975	-	24,945,975
Mellon Capital Small Cap Stock Index Fund	-	147,688,138	-	147,688,138
Mellon Capital Stock Index Fund	-	414,525,878	-	414,525,878
Mellon Capital International Stock Index Fund	-	268,420,947	-	268,420,947
Alliance Bernstein International Style Blend	-	63,365,492	-	63,365,492
JPMorgan US Real Estate Securities Fund	-	8,462,572	-	8,462,572
JPMorgan Intermediate Bond Fund	-	738,889,267	-	738,889,267
Mellon Capital Aggregate Bond Index Fund	-	334,693,511	-	334,693,511
Mellon Capital Treasury Inflation-Protected Securities Fund	-	7,671,177	-	7,671,177
JPMorgan Strategic Property Fund	-	-	29,191,929	29,191,929
JPMorgan Emerging Markets Fund	-	-	14,787,949	14,787,949
Subtotal Common/Collective Trusts	-	2,008,662,957	43,979,878	2,052,642,835
Registered Investment Companies	45,663,725	-	-	45,663,725

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Cash Equivalents	-	18,561,465	-	18,561,465
Wrap Contracts	-	-	914,421	914,421
Accrued Items and Unsettled Trades	(7,125)	(13,731)	-	(20,856)
Total	\$ 813,709,546	\$ 2,060,292,534	\$ 44,894,299	\$ 2,918,896,379

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Fair Value Measurements at December 31, 2009

	Level 1	Level 2	Level 3	Total
Equities				
Corporate Stock – Domestic	\$ 471,790,974	\$ -	\$ -	\$ 471,790,974
AEP Stock	292,902,705	-	-	292,902,705
Subtotal Equities	764,693,679	-	-	764,693,679
Fixed Income				
Government Bonds	-	17,891,351	-	17,891,351
Corporate Debt Securities	-	7,778,197	-	7,778,197
Mortgage Backed Securities	-	22,055,886	-	22,055,886
Subtotal Fixed Income	-	47,725,434	-	47,725,434
Common/Collective Trusts				
JPMorgan Liquidity Fund	-	10,075,323	-	10,075,323
Mellon Capital Small Cap Stock Index Fund	-	120,246,768	-	120,246,768
Mellon Capital Stock Index Fund	-	384,825,849	-	384,825,849
Mellon Capital International Stock Index Fund	-	243,903,092	-	243,903,092
Alliance Bernstein International Style Blend	-	70,450,436	-	70,450,436
JPMorgan US Real Estate Securities Fund	-	13,030,934	-	13,030,934
Mellon Capital Aggregate Bond Index Fund	-	320,369,946	-	320,369,946
JPMorgan Strategic Property Fund	-	-	20,401,736	20,401,736
JPMorgan Emerging Markets Fund	-	-	13,745,305	13,745,305
Subtotal Common/Collective Trusts	-	1,162,902,348	34,147,041	1,197,049,389
Registered Investment Companies				
Cash Equivalents	47,703,075	-	-	47,703,075
Managed Income Fund	-	11,546,014	-	11,546,014
Wrap Contracts	-	836,434,950	-	836,434,950
Accrued Items and Unsettled Trades	-	-	1,332,221	1,332,221
	2,923,100	6,406,202	-	9,329,302
Total	\$ 815,319,854	\$ 2,065,014,948	\$ 35,479,262	\$ 2,915,814,064

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Fair Value Estimated Using Net Asset Value per Share as of December 31, 2010

	Fair Value	Redemption Frequency (If currently eligible)	Redemption Notice Period
JPMorgan Liquidity Fund	\$ 24,945,975	Daily	1 Day
Mellon Capital Small Cap Stock Index Fund	147,688,138	Daily	Trade Date + 1
Mellon Capital Stock Index Fund	414,525,878	Daily	Trade Date + 1
Mellon Capital International Stock Index Fund	268,420,947	Daily	Trade Date + 1
Alliance Bernstein International Style Blend	63,365,492	Daily	1-30 Days
JPMorgan US Real Estate Securities Fund	8,462,572	Daily	1 Day
JPMorgan Intermediate Bond Fund	738,889,267	Daily	1 Day
Mellon Capital Aggregate Bond Index Fund	334,693,511	Daily	Trade Date + 1
Mellon Capital Treasury Inflation-Protected Securities Fund	7,671,177	Daily	Trade Date + 1
JPMorgan Strategic Property Fund	29,191,929	Quarterly	45 Days
JPMorgan Emerging Markets Fund	14,787,949	Daily	1 Day
Total Assets	\$ 2,052,642,835		

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2009

	Fair Value	Redemption Frequency (If currently eligible)	Redemption Notice Period
JPMorgan Liquidity Fund	\$ 10,075,323	Daily	1 Day
Mellon Capital Small Cap Stock Index Fund	120,246,768	Daily	Trade Date + 1
Mellon Capital Stock Index Fund	384,825,849	Daily	Trade Date + 1
Mellon Capital International Stock Index Fund	243,903,092	Daily	Trade Date + 1
Alliance Bernstein International Style Blend	70,450,436	Daily	1-30 Days
JPMorgan US Real Estate Securities Fund	13,030,934	Daily	1 Day
Mellon Capital Aggregate Bond Index Fund	320,369,946	Daily	Trade Date + 1
JPMorgan Strategic Property Fund	20,401,735	Daily	45 Days
	13,745,306	Daily	1 Day

JPMorgan Emerging Markets Fund			
Managed Income Fund	836,434,950	Daily	1 Day
Total Assets	\$ 2,033,484,339		

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The following tables set forth a reconciliation of changes in the fair value of investments classified as Level 3 in the fair value hierarchy:

Changes in Fair Value Measurements for the Year Ended December 31, 2010

	Strategic Property Fund	Emerging Markets Fund	Wrap Contracts	Total
Balance at Beginning of Year	\$ 20,401,736	\$ 13,745,305	\$ 1,332,221	\$ 35,479,262
Realized Gains (Losses)	(663,773)	633,758	-	(30,015)
Unrealized Gains (Losses)	12,716,400	(938,904)	(417,800)	11,359,696
Purchases, Sales, Issuances, and Settlements (Net)	(3,262,434)	1,347,790	-	(1,914,644)
Balance at End of Year	\$ 29,191,929	\$ 14,787,949	\$ 914,421	\$ 44,894,299

Changes in Fair Value Measurements for the Year Ended December 31, 2009

	Strategic Property Fund	Emerging Markets Fund	Wrap Contracts	Total
Balance at Beginning of Year	\$ 31,212,837	\$ 8,764,187	\$ 1,712,868	\$ 41,689,892
Realized Gains (Losses)	(846,000)	319,435	-	(526,565)
Unrealized Gains (Losses)	(7,507,188)	6,662,133	(380,647)	(1,225,702)
Purchases, Sales, Issuances, and Settlements (Net)	(2,457,913)	(2,000,450)	-	(4,458,363)
Balance at End of Year	\$ 20,401,736	\$ 13,745,305	\$ 1,332,221	\$ 35,479,262

9. RISK AND UNCERTAINTIES

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities are exposed to various risks, such as interest rate, credit and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

10. FEDERAL INCOME TAX

The IRS has determined that the Plan meets the requirements of Section 401(a) of the IRC and recognizes the exempt status of the Plan's trust pursuant to Section 501(a) of the IRC.

The Plan has been amended subsequent to the issuance of the most recent IRS determination letter. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

11. WORKFORCE REDUCTION

Distributions to plan participants were significantly higher during 2010 than during 2009. This is primarily the result of the cost reduction initiatives implemented by AEP in the second quarter of 2010 to reduce its workforce by 11.5%. A significant number of those participants whose employment terminated during 2010 elected to withdraw their plan accounts.

12. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

Due to changes in the IRS Form 5500 filing requirements, the income statement in Schedule H, Part II, is now required to separately report certain deemed distributions of participant loans, whether or not those loans may otherwise remain collectible and would still be (and are) reflected as assets on the accompanying financial statements, which are prepared on the accrual basis of accounting. Because loans deemed distributed are no longer to be carried as assets of the Plan unless and until the participant actually undertakes the repayment, amounts reported on Schedule H as Participant loans as of the beginning and ending of the year were adjusted so that prospectively the amounts reported on Schedule H, Part I, Line 1c(8), columns (a) and (b) are in conformity with the 5500 filing requirements, but differ from those reported in the accompanying financial statements.

	January 1,	
Participant Loans – Schedule H, Part I, line 1c(8), Column (a)	2010	2009
Beginning Balance per Financial Statements	\$ 66,455,396	\$ 60,521,812
Less: Loans Deemed Distributed with No Post-Default Payments	(766,983)	(510,538)
Balance Reported on Form 5500	\$ 65,688,413	\$ 60,011,274

	December 31,	
Participant Loans – Schedule H, Part I, line 1c(8), Column (b)	2010	2009
Ending Balance per Financial Statements	\$ 70,565,226	\$ 66,455,396
Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default	(1,474,224)	(766,983)
Balance Reported on Form 5500	\$ 69,091,002	\$ 65,688,413

As a result of these changes, beginning and ending Net Assets available for benefits as well as Increase (Decrease) in Net Assets will differ from those totals reported on the Financial Statements.

	January 1,	
Net Assets – Schedule H, Part I, Line 11, Column (a)	2010	2009
Beginning Balance per Financial Statements	\$ 3,031,401,472	\$ 2,548,142,827
Less: Loans Deemed Distributed with No Post-Default Payments	(766,983)	(510,538)
Less: Adjustment from Contract Value to Fair Value	(49,132,012)	(106,018,835)
Beginning Balance Reported on Form 5500	\$ 2,981,502,477	\$ 2,441,613,454

	December 31,	
Net Assets – Schedule H, Part I, Line 11, Column (b)	2010	2009
Ending Balance per Financial Statements	\$ 2,998,060,700	\$ 3,031,401,472
Less: Adjustment from Contract Value to Fair Value	(8,599,095)	(49,132,012)
Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default	(1,474,224)	(766,983)
Balance Reported on Form 5500	\$ 2,987,987,381	\$ 2,981,502,477

	December 31,	
Increase (Decrease) in Net Assets – Schedule H, Part II, Line 2k	2010	2009

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Balance per Financial Statements	\$	(33,340,772)	\$	483,258,645
Less: Loans Deemed Distributed		(707,241)		(256,445)
Less: Adjustment from Contract Value to Fair Value		40,532,917		56,886,823
Balance Reported on Form 5500	\$	6,484,904	\$	539,889,023

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

INVESTMENT CONTRACTS:

Stable Value Wrap	
Bank of America	
variable annual yield (2.00% at December 31, 2010)	
with an indeterminate maturity date	\$457,552
Stable Value Wrap	
ING	
variable annual yield (2.00% at December 31, 2010)	
with an indeterminate maturity date	-
Stable Value Wrap	
IXIS	
variable annual yield (2.00% at December 31, 2010)	
with an indeterminate maturity date	-
Stable Value Wrap	
State Street Bank	
variable annual yield (2.00% at December 31, 2010)	
with an indeterminate maturity date	456,869
Subtotal Wrapper Contracts	\$914,421
Intermediate Bond Fund-	
JPMorgan Chase Bank	\$738,889,267
JPMorgan Chase Bank	
Liquidity Fund	9,265,233
Subtotal Stable Value	\$748,154,500
TOTAL - INVESTMENT CONTRACTS	749,068,921
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE	8,599,095
TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE	\$757,668,016

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR (continued))

Shares	Identity of Issuer, Borrower, Lessor or Similar Party	Fair Value
	Cash Equivalents	
4,537,803	Cash	\$4,537,803
14,023,662	JPMORGAN TREASURY PLUS INSTITUTIONAL SHARES	14,023,662
	Total Cash Equivalents	\$18,561,465
	Common / Collective Trusts	
6,273,811	Alliance Bernstein International Style Blend	\$63,365,492
237,047	JPMCB US Real Estate Securities Fund	8,462,572
2,974,287	EB Daily Liquidity Non SL Aggregate Bond Index Fund	334,693,511
2,486,346	EB Daily Liquidity Non SL International Stock Index Fund	268,420,947
1,144,550	EB Daily Liquidity Non SL Small Cap Stock	147,688,138
3,497,636	EB Daily Liquidity Non SL Stock Index Fund	414,525,878
74,095	EB DL Non SL Treasury Inflation Protected Securities Fund	7,671,177
269,067	JPMCB Emerging Markets - Equity Focused	14,787,949
20,217	JPMCB Strategic Property Fund	29,191,929
14,680,743	JPMCB Liquidity Fund	15,680,742
	Total Common / Collective Trusts	\$1,304,488,335
	AEP Stock	
7,608,514	American Electric Power Company, Inc. Common Stock \$6.50 par value	\$273,754,334
	Total AEP Stock	\$273,754,334
	Corporate Stock	
8,700	3M CO COM STK USD0.01	\$750,810
7,650	AARON'S INC CLASS'A'COM VTG USD0.5	155,984
-	AARONS INC COM	99
16,742	ABBOTT LABS COM NPV	802,109
9,185	ABM INDUSTRIES INC COM STK USD0.01	241,566
19,500	ACCENTURE PLC CLS'A'USD0.0000225	945,555
17,700	ACE LIMITED CHF30.57	1,107,666
3,750	ACUITY BRANDS INC COM STK USD0.01	216,263
8,900	ADVANCE AUTO PARTS INC COM STK USD0.0001	589,269
33,750	AEROPOSTALE INC COM STK USD0.01	831,600
24,600	AETNA INC NEW COM STK USD0.001	750,546
7,700	AFC ENTERPRISES INC COM STK USD0.001	107,030
3,845	AFFILIATED MANAGERS GROUP INC COM STK USD0.01	381,501
70,631	AGILENT TECHNOLOGIES INC COM STK USD0.01	2,926,242
13,800	AGRIUM INC COM NPV	1,266,871
5,900	AIR METHODS CORP COM STK USD0.06	331,993
3,500	AIR PRODUCTS & CHEMICALS INC COM STK USD1	320,040
1,100	ALEXANDRIA REAL ESTATE EQUITIES INC COM STK	81,081
5,290	ALLEGHENY TECHNOLOGIES INC COM STK USD0.10	291,902
26,712	ALLERGAN INC COM STK USD0.01	1,834,313
21,700	ALLIANCE DATA SYSTEM COM STK USD0.01	1,541,351

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45,300	ALLSCRIPTS HEALTHCARE SOLUTIONS INC COM STK	872,931
27,000	ALLSTATE CORP COM STK USD0.01	866,160
47,367	ALTERA CORP COM STK USD0.001	1,685,318
27,300	ALTERA CORP COM STK USD0.001	971,334
31,000	ALTERA CORP COM STK USD0.001	1,102,980
20,185	ALTERRA CAPITAL HLDGS LTD USD0.01	436,803
8,000	ALTERRA CAPITAL HLDGS LTD USD0.01	173,120
32,700	ALTRIA GROUP INC COM STK USD0.333	817,500
37,321	AMAZON COM INC COM STK USD0.01	6,717,780
17,100	AMEREN CORP COM STK USD0.01	482,049
8,680	AMERICAN EAGLE OUTFITTER COM STK USD0.01	126,988
35,402	AMERICAN TOWER CORP CLASS'A' COM USD0.01	1,828,159
20,400	AMERIPRISE FINANCIAL INC COM STK USD0.01	1,174,020
32,600	AMERIPRISE FINANCIAL INC COM STK USD0.01	1,876,130

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25,600	AMERISOURCEBERGEN CORP COM STK NPV	873,472
13,400	AMGEN INC COM STK USD0.0001	735,660
18,200	AMPHENOL CORP CLASS'A'COM STK USD0.001	960,869
63,900	AMR CORP COM STK USD1	497,781
5,140	AMSURG CORP COM STK NPV	107,683
27,800	ANALOG DEVICES INC COM STK USD0.16 2/3	1,047,226
31,700	ANALOG DEVICES INC COM STK USD0.16 2/3	1,194,139
38,038	ANHEUSER-BUSCH INBEV SA ADR EACH REP 1 ORD	2,171,589
41,505	ANWORTH MORTGAGE ASSET CORP COM STK USD0.01	299,666
6,987	APACHE CORP USD0.625	833,060
15,975	APOLLO INVESTMENT CORP COM STK USD0.001	181,316
23,039	APPLE INC COM STK NPV	7,431,460
2,900	APPLE INC COM STK NPV	935,424
20,600	APTARGROUP INC COM STK USD0.01	979,942
5,100	ARCH CAPITAL GROUP COM STK USD0.01	449,055
10,500	ARCHER DANIELS MIDLAND CO COM STK NPV	315,840
32,925	ARES CAPITAL CORP COM STK USD0.001	542,604
7,919	ARGO GROUP INTL HLDGS COM STK USD0.01	296,567
4,760	ARKANSAS BEST CORP COM STK USD0.01	130,519
62,800	ARRIS GROUP INC COM STK USD0.01	704,616
29,400	ARROW ELECTRONICS INC COM STK USD1	1,006,950
21,185	ARROW ELECTRONICS INC COM STK USD1	725,586
18,995	ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01	351,028
5,700	ASHLAND INC COM STK USD1	289,902
6,205	ASHLAND INC COM STK USD1	315,586
5,800	ASPEN INSURANCE HLDGS COM STK USD0.15144558	165,996
29,600	ASSURANT INC COM STK USD0.01	1,140,192
5,245	ASSURANT INC COM STK USD0.01	202,037
5,100	ASSURANT INC COM STK USD0.01	196,452
114,500	ASSURED GUARANTY LTD COM STK USD0.01	2,026,650
15,600	ASTRAZENECA PLC ADR EACH REP 1 ORD USD0.25(MGT)	720,564
23,500	ATHEROS COMMUNICATIONS INC COM STK USD0.0005	844,120
249,093	ATMEL CORP COM STK USD0.001	3,068,826
27,700	ATWOOD OCEANICS INC COM STK USD1	1,035,149
11,300	AUTOLIV INC COM STK USD1	892,022
2,400	AUTOZONE INC COM STK USD0.01	654,216
45,400	AVNET INC COM STK USD1	1,499,562
13,755	AVNET INC COM STK USD1	454,328
11,600	AVON PRODUCTS INC COM STK USD0.25	337,096
22,179	BAIDU INC ADR EACH REPR 0.10 SHARE A	2,140,939
13,253	BAKER HUGHES INC COM STK USD1	757,674
4,900	BALL CORP COM STK NPV	333,445
17,800	BALLY TECHNOLOGIES INC COM STK USD0.1	750,982
20,200	BANK OF HAWAII CORP COM STK USD2	953,642
16,195	BEACON ROOFING SUPPLY INC COM STK USD0.01 CLS'A'	289,405
9,740	BECKMAN COULTER INC COM STK USD0.10	732,740
12,800	BED BATH AND BEYOND COM STK USD0.01	629,120
4,000	BEL FUSE INC CLASS'B'SHS USD0.1	95,600
24,300	BELDEN INC COM STK USD0.01	895,966
11,660	BELDEN INC COM STK USD0.01	429,904

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5,800	BELDEN INC COM STK USD0.01	213,846
67,400	BELO CORP CLASS'A'COM STK USD1.67	477,192
20,300	BEMIS CO INC COM STK USD0.10	662,998
2,200	BERRY PETROLEUM CORP CLASS'A'COM STK USD0.01	96,140
17,100	BIG LOTS INC COM STK USD0.01	520,866
12,900	BILL BARRETT CORP COM NPV	530,577
1,100	BIO RAD LABORATORIES INC CLASS'A'COM STK USD0.0001	114,235
11,500	BIOGEN IDEC INC COM STK USD0.0005	771,075
9,500	BIOMED REALTY TRUST INC COM STK USD0.01	178,790
4,605	BJS WHOLESALE CLUB INC COM STK USD0.01	220,580
4,700	BLACK BOX CORP COM STK USD0.001	180,245
21,735	BLOCK(H & R) INC COM STK NPV	262,124
24,796	BOEING CO COM STK USD5	1,618,187

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7,300	BORG-WARNER INC COM STK USD0.01	528,228
113,200	BOSTON SCIENTIFIC CORP COM STK USD0.01	856,924
14,900	BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25	658,133
10,460	BRADY CORP 'A'NON.V USD0.01	341,101
22,100	BRINK'S COMPANY BRINKS GROUP COM USD1	594,048
16,140	BRINK'S COMPANY BRINKS GROUP COM USD1	433,843
9,620	BRISTOW GROUP INC COM STK USD0.01	455,507
48,778	BROADCOM CORP CLASS'A'COM STK USD0.0001	2,124,282
51,600	BROOKS AUTOMATION INC	468,012
3,700	BROWN & BROWN INC COM STK USD0.10	88,578
16,925	BROWN SHOE CO INC COM STK USD0.01	236,950
31,150	BUCKLE COM STK USD0.05	1,176,536
28,600	BUCYRUS INTERNATIONAL INC COM STK USD0.01	2,556,840
5,000	BUNGE LTD COM STK USD0.01	327,600
54,900	CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01	1,857,816
8,059	CABOT CORP COM STK USD1	303,421
3,900	CACI INTL INC CLASS A COM	208,260
99,800	CAE INC COM NPV	1,150,694
15,940	CALLAWAY GOLF CO COM STK USD0.01	128,636
9,700	CAMBREX CORP COM STK USD0.10	50,149
66,200	CAMECO CORP COM NPV	2,677,777
24,600	CAMERON INTERNATIONAL CORP COM STK USD0.01	1,247,958
8,219	CAMPUS CREST COMMUNITIES INC USD0.01	116,274
26,100	CAPITAL ONE FINANCIAL CORP COM STK USD0.01	1,110,816
13,440	CAPSTEAD MTGE.CORP COM STK USD0.01	174,451
21,500	CARDINAL HEALTH INC COM STK NPV	827,858
27,900	CARLISLE COS INC COM STK USD1	1,108,746
18,100	CARMAX INC COM STK USD0.50	577,028
2,094	CATAHY GENERAL BANCORP COM STK USD0.01	34,970
6,300	CEC ENTERTAINMENT COM STK USD0.10	244,629
9,049	CELANESE CORP COM STK USD0.0001 CLS'A'	372,547
42,300	CELANESE CORP COM STK USD0.0001 CLS'A'	1,741,491
42,519	CELGENE CORP COM STK USD0.01	2,514,574
7,425	CENTENE CORP(DEL) COM STK USD0.001	188,150
12,300	CEPHALON INC COM STK USD0.01	759,156
2,600	CF INDUSTRIES HOLDINGS INC COM STK USD0.01	351,390
9,963	CH ROBINSON WORLDWIDE INC COM STK USD0.10	801,822
34,975	CHARMING SHOPPES INC COM STK USD0.10	124,161
6,335	CHATHAM LODGING TRUST USD0.01	110,387
7,645	CHECKPOINT SYSTEMS COM STK USD0.10	157,105
7,500	CHEVRON CORP COM STK USD0.75	684,375
21,142	CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	695,572
18,200	CHICOS FAS INC COM STK USD0.01	218,946
10,000	CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10	496,400
17,900	CHUBB CORP COM STK USD1	1,074,179
23,100	CIBER INC COM STK USD0.01	108,108
22,000	CIGNA CORP COM STK USD0.25	806,520
209,800	CINCINNATI BELL NC USD0.01	587,440
120,975	CISCO SYSTEMS INC COM STK USD0.001	2,447,324
387	CITY HLDG CO COM STK USD2.50	14,021

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4,500	CLIFFS NATURAL RESOURCES INC COM STK USD0.125	351,045
13,900	CLIFFS NATURAL RESOURCES INC COM STK USD0.125	1,084,339
27,800	CMS ENERGY CORP COM STK USD0.01	517,080
39,426	COACH INC COM STK USD0.01	2,186,566
11,100	COACH INC COM STK USD0.01	615,606
20,900	COGNEX CORP COM STK USD0.002	614,878
10,283	COGNIZANT TECHNOLOGY SOLUTIONS CORP COM STK	753,641
5,370	COLONY FINANCIAL INC USD0.01	109,387
6,120	COLUMBIA BANKING SYSTEMS INC COM STK NPV	128,887
1,654	COMMERCE BANCSHARES INC COM STK USD5	65,703
18,100	COMPUTER SCIENCES CORP COM STK USD1	901,380
20,010	COMPUTER SCIENCES CORP COM STK USD1	996,498
9,200	COMSTOCK RESOURCES INC COM STK USD0.50	225,952

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21,657	COMTECH TELECOMMUNICATIONS COM STK USD0.10	600,549
9,930	CONMED CORP COM STK USD0.01	262,450
10,400	CONOCOPHILLIPS COM STK USD1.25	708,240
48,600	CONVERGYS CORP COM STK NPV	640,062
18,800	COOPER INDUSTRIES PLC USD0.01	1,100,631
1,400	CORE LABORATORIES NV EUR0.02	124,670
32,435	COSTCO WHOLESALE CORP COM STK USD0.005	2,342,131
51,400	COTT CORP QUE COM	463,114
7,102	COVANCE INC COM STK USD0.01	365,114
13,105	COVANTA HOLDING CORP	225,275
3,569	CRA INTERNATIONAL INC COM	83,907
19,200	CRACKER BARREL OLD COUNTRY STORE INC	1,051,584
23,500	CREDIT SUISSE GROUP ADR-EACH REPR 1 ORD(DT	949,635
36,200	CROWN MEDIA HOLDINGS CLASS'A'COM STK USD0.01	94,844
8,400	CUMMINS INC COM STK USD2.50	924,084
7,600	CUMMINS INC COM STK USD2.50	836,076
26,300	CUMMINS INC COM STK USD2.50	2,893,263
21,711	CVB FINANCIAL NPV	190,080
22,885	CYPRESS SHARPRIDGE INVESTMENTS INC COM STK USD0.01	295,445
13,966	CYPRESS SHARPRIDGE INVESTMENTS INC COM STK USD0.01	180,301
10,700	DANA HOLDING CORP USD0.01	184,147
9,800	DARDEN RESTAURANTS INC COM STK NPV	455,112
5,780	DAVITA INC COM STK USD0.001	401,652
7,300	DECKERS OUTDOOR CORP COM STK USD0.01	582,102
26,927	DEERE & CO COM STK USD1	2,245,712
5,800	DELPHI FINANCIAL GROUP INC CLASS'A'COM STK USD0.01	167,272
15,990	DIANA SHIPPING INC COM STK USD0.01	192,200
16,800	DIEBOLD INC COM STK USD1.25	538,440
5,960	DIEBOLD INC COM STK USD1.25	191,018
53,550	DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01	1,964,750
14,800	DOLBY LABORATORIES INC COM STK USD0.001 CLASS 'A'	987,160
38,650	DOLE FOOD CO INC USD0.001	522,162
50,767	DOLLAR GENERAL CORP USD0.875	1,557,024
10,700	DOLLAR TREE INC COM STK USD0.01	600,056
53,336	DONNELLEY(R.R.)& SONS CO COM STK USD1.25	931,780
17,100	DOVER CORP COM STK USD1	999,495
12,000	DOVER CORP COM STK USD1	701,400
10,400	DOW CHEMICAL CO COM STK USD2.50	356,616
31,900	DREAMWORKS ANIMATION SKG INC CLASS 'A' COM STK	940,093
25,400	DRESS BARN INC COM STK USD0.05	671,068
18,055	DRESS BARN INC COM STK USD0.05	477,013
6,500	DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30	324,220
71,961	DUKE REALTY CORP COM STK USD0.01	896,634
23,200	EARTHLINK INC COM STK USD0.01	199,520
7,570	EAST WEST BANCORP INC USD0.001	147,994
3,900	EASTMAN CHEMICAL CO COM STK USD0.01	329,745
9,000	EATON CORP COM USD0.50	913,590
9,400	EBIX. COM INC USD0.10	222,498
14,200	EDISON INTERNATIONAL COM STK NPV	552,664
13,800	EL PASO ELECTRIC CO COM STK NPV	379,914

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10,445	ELECTRONICS FOR IMAGING INC COM STK USD0.01	149,468
22,700	ENCANA CORP COM NPV	661,024
16,100	ENDURANCE SPECIALTY HLDGS LTD USD1	741,727
14,915	ENERGEN CORP COM STK USD0.01	719,798
16,380	ENERSYS COM USD0.01	526,126
6,600	ENERSYS COM USD0.01	211,992
13,900	ENI ADR EACH REP 2 ORD (MGT)	607,986
13,100	ENSCO PLC	699,278
2,528	ENSIGN GROUP INC COM NPV	63,010
800	ENSTAR GROUP LIMITED SHS	67,664
6,800	ENTERGY CORP COM STK USD0.01	481,644
3,900	ENTERTAINMENT PROPERTY TRUST SHS OF BENEFICIAL INT	182,910
13,900	EQUIFAX INC COM STK USD1.25	494,840

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13,654	ESTEE LAUDER COMPANIES INC CLASS'A'COM STK USD0.01	1,101,878
17,500	EXPEDIA INC COM STK USD0.001	439,075
14,626	EXPEDITORS INTERN OF WASHINGTON INC COM STK	798,580
21,300	EXPRESS INC USD0.01	400,440
7,400	EXPRESS INC USD0.01	139,120
48,803	EXPRESS SCRIPTS INC COM STK USD0.01	2,637,802
9,300	EXXON MOBIL CORP COM STK NPV	680,016
12,700	FAMILY DOLLAR STORES INC COM STK USD0.10	633,286
4,800	FAMILY DOLLAR STORES INC COM STK USD0.10	239,352
33,050	FBR CAPITAL MARKETS CORP COM STK USD0.001	126,251
16,250	FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01	425,263
12,195	FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK	166,828
22,860	FIFTH STREET FINANCE CORP USD0.01	279,957
12,045	FINISH LINE INC CLASS'A'COM STK USD0.01	207,054
27,170	FIRST AMERICAN FINANCIAL CORP USD0.00001	407,550
1,315	FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS	248,995
17,919	FIRST MIDWEST BANCORP COM STK USD0.01	206,606
12,900	FIRSTENERGY CORP COM STK USD0.10	477,558
17,500	FLOWERVE CORP COM STK USD1.25	2,091,425
15,700	FLUOR CORP(NEW) COM STK USD0.01	1,042,245
37,000	FLUSHING FINANCIAL CORP COM STK USD0.01	518,000
7,500	FLUSHING FINANCIAL CORP COM STK USD0.01	105,000
14,752	FNB CORP PA COM STK USD0.01	144,865
31,600	FOOT LOCKER INC COM STK USD0.01	619,992
6,360	FOOT LOCKER INC COM STK USD0.01	124,783
9,601	FOOT LOCKER INC COM STK USD0.01	188,372
35,000	FORD MOTOR CO COM STK USD0.01	587,650
8,600	FOSSIL INC COM STK USD0.01	606,128
41,100	FOSTER WHEELER AG CHF3	1,418,772
9,000	FRANKLIN RESOURCES INC COM STK USD0.10	1,003,140
10,630	FRESH DEL MONTE PRODUCE NV COM STK USD0.01	265,219
11,950	FTI CONSULTING INC COM STK USD0.01	445,496
10,600	FULLER(H.B.)CO COM STK USD1	217,512
19,707	FULTON FINANCIAL CORP COM STK USD2.50	204,362
4,745	G & K SERVICES INC CLASS'A'COM STK USD0.50	146,668
2,200	G & K SERVICES INC CLASS'A'COM STK USD0.50	68,002
36,200	GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001	828,256
10,855	GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001	248,362
48,800	GANNETT CO INC COM STK USD1	738,344
9,725	GENERAC HLDGS USD0.01	157,253
17,504	GENERAL CABLE CORP COM STK USD0.01	614,215
8,625	GEO GROUP INC COM USD0.01	212,693
19,700	GILEAD SCIENCES INC COM STK USD0.001	713,928
24,600	GILEAD SCIENCES INC COM STK USD0.001	891,504
19,102	GLAXOSMITHKLINE ADR EACH REPR 2 ORD GBP0.25	758,872
33,100	GLOBAL PAYMENTS INC COM STK USD0.001	1,529,551
3,575	GLOBAL PAYMENTS INC COM STK USD0.001	165,201
5,700	GLOBAL PAYMENTS INC COM STK USD0.001	263,397
18,690	GLOBE SPECIALTY METALS INC USD0.0001	319,412
12,338	GOLDMAN SACHS GROUP INC COM STK USD0.01	2,074,758

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6,700	GOLDMAN SACHS GROUP INC COM STK USD0.01	1,126,672
24,100	GOODRICH CORP COM STK USD5	2,122,487
31,900	GOODRICH PETROLEUM CORPORATION COM STK USD0.20	562,716
7,468	GOOGLE INC COM STK USD0.001 CLS'A'	4,435,768
1,500	GOOGLE INC COM STK USD0.001 CLS'A'	890,955
5,000	GRACO INC COM STK USD1	197,250
49,000	GRAHAM PACKAGING CO INC USD0.01	638,960
32,100	GRAND CANYON EDUCATION INC USD0.01	628,839
3,260	GRANITE CONSTRUCTION COM STK USD0.01	89,846
2,261	GREATBATCH INC COM STK USD0.001	54,603
18,900	GREEN MOUNTAIN COFFEE ROASTERS INC COM STK USD0.10	621,054
2,400	GREIF INC COM STK CLASS'A' NPV	149,568
14,946	GRIFFON CORP COM STK USD0.25	190,412

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4,615	GROUP 1 AUTOMOTIVE INC COM STK NPV	192,722
16,900	GUESS INC COM STK USD0.01	799,708
4,215	HAEMONETICS CORP COM STK USD0.01	266,304
7,625	HANGER ORTHOPEDIC USD0.01	161,574
7,100	HANGER ORTHOPEDIC USD0.01	150,449
9,100	HANOVER INSURANCE GROUP INC COM STK USD0.01	425,152
139,100	HARMONIC INC COM STK USD0.001	1,192,087
9,985	HARRIS CORP COM STK USD1	452,321
12,093	HARSCO CORP COM STK USD1.25	342,474
3,600	HARTE-HANKS INC COM STK USD1	45,972
38,200	HARTFORD FINANCIAL SERVICES GRP INC COM STK	1,011,918
56,000	HARTFORD FINANCIAL SERVICES GRP INC COM STK	1,486,625
12,408	HASBRO INC COM STK USD0.50	585,409
5,595	HATTERAS FINANCIAL CORP USD0.001	174,956
30,300	HCC INSURANCE HLDG COM STK USD1	881,276
11,020	HEARTLAND PAYMENT SYSTEMS INC COM STK USD0.001	169,928
15,700	HEIDRICK & STRUGGLES COM STK USD0.01	449,805
12,500	HEIDRICK & STRUGGLES COM STK USD0.01	358,125
13,540	HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV	164,376
31,400	HELMERICH & PAYNE INC COM STK USD0.10	1,522,272
20,300	HERBALIFE LTD	1,387,911
20,700	HEWLETT-PACKARD CO COM STK USD0.01	871,470
50,500	HEXCEL CORP COM STK USD0.01	913,545
12,335	HILLENBRAND INC NPV	256,691
6,490	HORACE MANN EDUCATORS CORP COM STK USD0.001	117,080
12,800	HUMANA INC COM STK USD0.166	700,672
23,200	HUMANA INC COM STK USD0.166	1,269,968
18,700	IAC/INTERACTIVE CORP COM STK USD0.001	536,690
6,670	ICON SPON ADR EACH 1 REP I SHR	146,073
25,983	ILLUMINA INC COM STK USD0.01	1,645,763
12,575	IMATION CORP COM STK USD0.01	129,648
37,000	IMMUNOGEN INC COM STK USD0.01	342,620
2,500	INDEPENDENT BANK CORP(MASS) COM STK USD0.01	68,075
2,775	INFINITY PROPERTY & CASUALTY CORP COM NPV	171,495
43,916	INGERSOLL-RAND PLC USD1	2,068,004
16,800	INGERSOLL-RAND PLC USD1	791,112
19,290	INGRAM MICRO INC CLASS'A'COM STK USD0.01	368,246
8,050	INSIGHT ENTERPRISE INC COM STK USD0.01	105,938
12,300	INSIGHT ENTERPRISE INC COM STK USD0.01	161,868
21,220	INSITUFORM TECHNOLOGIES CLASS'A'COM STK USD0.01	562,542
85,711	INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	570,835
9,242	INTEGRYS ENERGY GROUP INC COM STK USD1	448,329
44,300	INTERMEC INC COM STK USD0.01	560,838
34,554	INTERNATIONAL BUS MACH CORP COM STK USD0.20	5,071,145
6,400	INTERNATIONAL BUS MACH CORP COM STK USD0.20	939,264
15,860	INTERNATIONAL COAL GROUP COM STK USD0.01	122,756
13,300	INTERNATIONAL PAPER CO COM STK USD1	362,292
16,125	INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK	421,991
19,400	INTUIT INC COM STK USD0.01	956,420
4,745	INVACARE CORP COM STK NPV	143,109

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75,100	ION GEOPHYSICAL CORPORATION COM STK USD0.01	636,848
69,500	ISIS PHARMACEUTICAL COM STK USD0.001	703,340
38,100	ITT EDUCATIONAL SERVICES INC COM STK USD0.01	2,426,589
9,600	JACK IN THE BOX INC COM STK USD0.01	202,848
55,600	JDA SOFTWARE GROUP INC COM STK USD0.01	1,556,800
22,500	JDS UNIPHASE CORP COM STK USD0.008	325,800
23,200	JOHNSON CONTROLS INC COM STK USD0.01388	889,952
11,400	JOY GLOBAL INC COM STK USD1	988,950
15,100	JOY GLOBAL INC COM STK USD1	1,309,925
51,520	JPMORGAN CHASE & CO COM STK USD1	2,185,478
27,300	JPMORGAN CHASE & CO COM STK USD1	1,158,066
85,577	JUNIPER NETWORKS COM STK USD0.00001	3,159,503
23,500	KANSAS CITY SOUTHERN COM STK USD0.01	1,124,710

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24,390	KAR AUCTION SERVICES INC USD0.01	336,582
30,800	KBR INC COM STK USD0.001	940,016
6,500	KENNAMETAL INC CAP STK USD1.25	256,490
18,675	KINDRED HEALTHCARE INC COM STK USD0.25	343,060
26,050	KNIGHT CAPITAL GROUP INC CLASS'A' COM STK USD0.01	359,230
17,355	KNOLL INC COM STK USD1	290,349
7,455	KNOLL INC COM STK USD1	124,722
63,526	KRAFT FOODS INC COM STK NPV CLS'A'	2,020,127
3,700	LAKELAND FINANCIAL CORP COM STK USD0.01	79,402
19,800	LAM RESEARCH CORP COM STK USD0.001	1,025,244
30,300	LAM RESEARCH CORP COM STK USD0.001	1,568,934
5,725	LANDSTAR SYSTEMS INC COM STK USD0.01	234,382
63,900	LAS VEGAS SANDS CORP COM STK USD0.001	2,936,205
47,503	LAZARD LTD COM STK CLASS 'A' USD0.01	1,875,893
5,473	LA-Z-BOY INC COM STK USD1	49,366
21,800	LENDER PROCESSING SERVICES INC USD0.01	643,536
23,185	LENNAR CORP COM STK USD0.10	434,719
4,900	LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01	170,618
13,200	LIBERTY MEDIA HOLDING COM STK NPV CAP'A' WI	825,792
3,857	LIFE TIME FITNESS INC COM STK USD0.02	158,098
7,720	LIFEPOINT HOSPITALS INC COM STK USD0.01	283,710
18,700	LIMITED BRANDS INC COM STK USD0.50	574,651
76,300	LIN TV CORP COM STK USD0.01	404,390
22,450	LINCARE HLDGS INC COM STK USD0.01	602,334
10,300	LINCOLN ELECTRIC HLDGS INC COM STK NPV	675,474
33,205	LINCOLN NATIONAL CORP COM STK USD1.25	923,431
29,300	LINEAR TECHNOLOGY CORP COM STK NPV	1,013,487
37,575	LIVE NATION ENTERTAINMENT INC COM STK USD0.01	429,107
40,900	LODGENET INTERATIVE CORP	173,825
9,200	LORILLARD INC USD0.01	754,952
146,400	LSI CORPORATION COM STK USD0.01	876,936
2,500	MACK CALI REALTY CORP COM STK USD0.01	82,650
13,700	MADISON SQUARE GARDEN INC CLASS A USD0.01	353,186
4,870	MANPOWERGROUP USD0.01	305,641
16,800	MANTECH INTERNATIONAL CORP COM STK USD0.01	694,344
17,500	MARATHON OIL CORP COM STK USD1	648,025
64,235	MARRIOTT INTERNATIONAL INC COM STK USD0.01 CL'A'	2,673,942
62,800	MARSHALL & ILSLEY CORP NEW COM STK USD1	434,576
11,333	MARVELL TECHNOLOGY GROUP LTD ORD	210,227
17,774	MASTERCARD INC COM STK	3,983,331
4,500	MATTHEWS INTL CORP CLASS'A'COM STK USD1	157,410
3,185	MAXIMUS INC COM STK NPV	208,872
2,786	MAXIMUS INC COM STK NPV	182,706
5,776	MB FINANCIAL INC COM STK USD0.01	100,040
6,535	MCAFEE INC COM STK USD0.01	302,636
25,463	MEAD JOHNSON NUTRITION USD0.01	1,590,801
28,000	MEADWESTVACO CORPORATION COM NPV	732,480
33,710	MEDCO HEALTH SOLUTIONS INC COM STK USD0.01	2,065,412
12,600	MEDCO HEALTH SOLUTIONS INC COM STK USD0.01	772,002
22,300	MEDTRONIC INC COM STK USD0.10	827,107

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7,375	MENS WEARHOUSE INC COM STK USD0.01	184,228
26,000	METLIFE INC COM STK USD0.01	1,155,440
52,015	MFA FINANCIAL INC COM STK USD0.01	436,666
16,600	MFA FINANCIAL INC COM STK USD0.01	139,357
20,785	MGIC INVESTMENT CORP COM STK USD1	211,799
19,600	MICROCHIP TECHNOLOGY COM STK USD0.001	670,516
46,000	MICROMET INC COM STK USD0.00004	373,520
39,000	MILLER(HERMAN) INC COM STK USD0.20	987,743
3,200	MINERALS TECHNOLOGIES INC COM STK USD0.10	209,312
4,860	MONRO MUFFLER BRAKE INC COM STK USD0.01	168,107
21,427	MONSANTO CO COM STK USD0.01	1,492,176
12,430	MONSTER WORLDWIDE INC COM STK USD0.001	293,721
5,900	MOOG INC CLASS'A'(LIM.V)USD1	234,820

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4,555	MUELLER INDUSTRIES INC COM STK USD0.01	148,949
24,960	MUELLER WATER PRODUCTS INC COM STK USD0.01 SER'A'	104,083
6,200	MYERS INDUSTRIES INC COM STK NPV	60,791
62,600	MYLAN INC COM STK USD0.50	1,322,738
47,100	MYRIAD GENETICS INC COM STK USD0.01	1,075,764
30,700	NABORS INDUSTRIES COM STK USD0.001	720,222
10,600	NATIONAL OILWELL VARCO INC COM STK USD0.01	712,850
23,164	NATIONAL PENN BANCSHARES COM STK NPV	186,007
4,400	NATIONWIDE HEALTH PROPERTIES INC COM STK USD0.10	160,072
17,465	NAVIGANT CONSULTING INC COM STK USD0.001	160,678
14,395	NAVIGANT CONSULTING INC COM STK USD0.001	132,434
2,700	NAVIGATORS GROUP INC COM STK USD0.10	135,945
11,700	NAVISTAR INTERNATIONAL CORP COM STK USD0.10	677,547
56,177	NETAPP INC COM STK NPV	3,087,488
19,200	NETAPP INC COM STK NPV	1,055,232
31,300	NEXEN INC COM NPV	718,392
11,700	NII HOLDINGS INC COM STK USD0.001	522,522
43,814	NIKE INC CLASS'B'COM STK NPV	3,742,592
2,500	NOBLE CORPORATION CHF0.01	89,425
29,000	NORDSTROM INC COM STK NPV	1,229,020
41,500	NOVELLUS SYSTEMS INC COM STK NPV	1,341,280
23,700	NRG ENERGY INC COM STK USD0.01	463,098
11,320	NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001	342,543
54,600	NUANCE COMMUNICATIONS INC COM STK USD0.001	992,628
22,500	NUVASIVE INC COM STK USD0.001	577,125
37,100	NV ENERGY INC COM STK USD0.01	521,255
35,331	OCCIDENTAL PETROLEUM CORP COM USD0.20	3,479,397
7,900	OCCIDENTAL PETROLEUM CORP COM USD0.20	777,992
3,675	OCEANEERING INTERNATIONAL INC COM STK USD0.25	270,590
48,640	OCWEN FINANCIAL CORP COM STK USD0.01	464,026
4,900	OLD DOMINION FREIGHT LINE INC COM STK USD0.10	156,751
7,290	OLIN CORP COM STK USD1	149,591
24,625	OMNICARE INC COM STK USD1	625,229
30,300	ONYX PHARMACEUTICALS COM STK USD0.001	1,117,161
114,894	ORACLE CORP COM STK USD0.01	3,596,182
30,500	ORACLE CORP COM STK USD0.01	954,650
114,500	ORIENT EXPRESS HOTELS LTD CLS'A'COM STK USD0.01	1,487,355
5,440	OSHKOSH CORPORATION	191,706
10,500	OWENS & MINOR INC COM STK USD2	309,015
3,000	OXFORD INDUSTRIES INC COM STK USD1	76,830
37,000	PALL CORP COM STK USD0.10	1,834,460
4,354	PANTRY INC COM STK USD0.01	86,470
9,100	PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01	205,023
10,450	PARKER-HANNIFIN CORP COM STK USD0.50	901,835
4,610	PARTNERRE COM STK USD1	370,414
31,000	PATTERSON UTI ENERGY INC COM STK USD0.01	668,050
65,000	PDL BIOPHARMA INC COM STK USD0.01	404,950
21,200	PETMED EXPRESS INC COM STK USD0.001	377,572
44,400	PFIZER INC COM STK USD0.05	777,444
15,100	PG&E CORP COM STK NPV	729,255

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5,050	PHARMERICA CORPORATION COM STK USD0.01	57,823
30,170	PHH CORP COM STK NPV	698,436
10,000	PHH CORP COM STK NPV	231,500
12,800	PHILIP MORRIS INTERNATIONAL INC NPV	757,376
11,781	PHILLIPS VAN HEUSEN CORP COM STK USD1	742,321
13,817	PIER 1 IMPORTS INC COM STK USD1	145,079
17,400	PINNACLE WEST CAPITAL CORP COM STK USD2.50	721,230
37,300	PITNEY BOWES INC COM STK USD1	901,914
9,550	PLATINUM UNDERWRITERS HLDGS LTD SHS	429,464
3,900	PLATINUM UNDERWRITERS HLDGS LTD SHS	175,383
29,185	PNM RESOURCES INC COM STK USD5	379,989
22,358	POLO RALPH LAUREN CORP CLASS'A'COM STK USD0.01	2,482,185
4,000	PPG INDUSTRIES INC COM STK USD1.666	336,280

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19,854	PRECISION CASTPARTS CORP COM NPV	2,764,471
7,700	PRECISION CASTPARTS CORP COM NPV	1,072,163
17,300	PRECISION CASTPARTS CORP COM NPV	2,408,852
16,000	PRICE T ROWE GROUP INC COM STK USD0.20	1,032,640
1,000	PRICELINE.COM INC COM STK USD0.008	399,550
1,770	PROASSURANCE CORP COM STK USD0.01	107,262
4,571	PROGRESS SOFTWARE CORP COM STK USD0.01	193,445
5,099	PROSPERITY BANCSHARES INC COM STK USD1	200,289
19,200	PRUDENTIAL FINANCIAL INC COM STK USD0.01	1,127,232
6,160	PSS WORLD MEDICAL INC COM STK USD0.01	139,216
26,700	PULTE GROUP INC COM STK USD0.01	200,784
12,700	QEP RESOURCES INC USD0.01	461,137
52,920	QUALCOMM INC COM STK USD0.0001	2,619,011
30,026	QUANTA SERVICES INC COM STK USD0.00001	598,118
30,500	RADIOSHACK CORP COM STK USD1	563,945
14,756	RAMCO-GERSHENSON PROPERTIES TRUST SBI USD0.01	186,121
41,200	RAYMOND JAMES FINANCIAL INC COM STK USD0.01	1,352,596
5,100	RAYONIER INC COM STK NPV	267,852
12,425	RC2 CORP COM STK USD0.01	270,492
8,900	RC2 CORP COM STK USD0.01	193,753
32,855	RED HAT USD0.0001	1,499,831
19,395	REDWOOD TRUST INC COM STK USD0.01	294,416
3,055	REGENCY CENTERS CORP COM STK USD0.01	129,043
44,800	REGENERON PHARMACEUTICALS INC COM STK USD0.001	1,470,784
16,715	REGIS CORP COM STK USD0.05	277,469
5,020	REHABCARE GROUP INC COM	118,974
13,050	REINSURANCE GROUP OF AMERICA USD0.01	700,916
3,500	REINSURANCE GROUP OF AMERICA USD0.01	187,985
6,900	RELIANCE STEEL & ALUMINIUM COM STK NPV	352,590
2,925	RENAISSANCERE HLDGS COM STK USD1	186,293
15,685	RENT-A-CENTER INC COM STK USD0.01	506,312
23,200	REYNOLDS AMERICAN INC COM STK USD0.0001	768,152
98,100	RF MICRO DEVICES INC COM STK NPV	721,035
26,900	ROBERT HALF INTERNATIONAL INC COM STK USD1	823,140
2,315	ROCK-TENN CO CLASS'A'COM STK USD0.01	124,894
7,550	ROSETTA RESOURCES INC COM STK USD0.01	284,182
9,300	ROSS STORES INC COM STK USD0.01	588,225
9,700	ROVI CORP COM	601,497
33,100	ROWAN COS INC COM STK USD0.125	1,155,521
13,900	ROYAL CARIBBEAN CRUISES COM STK USD0.01	653,300
31,900	ROYAL CARIBBEAN CRUISES COM STK USD0.01	1,499,300
9,900	ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS	661,122
34,700	RTI INTERNATIONAL METALS INC COM STK USD0.01	936,206
11,900	RUDDICK CORP COM STK USD1	439,943
1,000	RYDER SYSTEM INC COM STK USD0.50	52,640
7,000	S & T BANCORP INC COM STK USD2.50	158,130
69,500	SAKS INC COM STK USD0.10	743,650
21,099	SALESFORCE.COM INC COM STK USD0.001	2,785,068
5,750	SANDERSON FARM INC COM STK USD1	225,113
22,900	SANOFI-AVENTIS ADR ECH REP 1/2 ORD EUR2 SPON	738,067

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20,400	SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II	1,032,444
43,900	SARA LEE CORP COM STK USD0.01	768,689
58,703	SCHLUMBERGER COM STK USD0.01	4,914,028
1,700	SCHOLASTIC CORP COM STK USD0.01	50,218
101,439	SCHWAB(CHARLES)CORP COM STK USD0.01	1,735,621
9,105	SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV	462,261
99,800	SEACHANGE INTERNATIONAL INC COM STK USD0.01	853,290
31,830	SEAGATE TECHNOLOGY PLC USD0.00001	478,405
53,900	SEATTLE GENETICS INC COM STK USD0.01	805,805
36,965	SELECT MEDICAL HLDGS CORP NPV	270,214
6,535	SENSIENT TECHNOLOGIES CORP COM STK USD0.10	240,031
33,875	SERVICE CORPORATION INTERNATIONAL COM STK USD1	279,469
30,461	SHIRE PLC	2,204,767

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5,100	SIGNET JEWELERS LTD COM STK USD0.18	221,340
8,545	SIMON PROPERTY GROUP INC COM STK USD0.0001	850,093
91,700	SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK	750,106
12,260	SKECHERS USA INC CLASS'A'COM STK USD0.001	245,200
32,000	SKYWORKS SOLUTIONS INCCOM	916,160
66,815	SLM CORP COM STK USD0.20	841,201
3,900	SM ENERGY CO	229,827
28,200	SONOCO PRODUCTS CO COM STK NPV	949,494
44,734	SOUTHWESTERN ENERGY CO COM STK USD0.10	1,674,394
12,300	SPARTAN STORES INC COM STK USD0.01	208,485
27,700	ST.JUDE MEDICAL INC COM STK USD0.10	1,184,175
1,300	STANCORP FINANCIAL GROUP COM STK NPV	58,682
7,800	STANDEX INTERNATIONAL CORP COM STK USD1.5	233,298
9,800	STANLEY BLACK & DECKER INC USD2.50	655,326
69,193	STAPLES INC COM STK USD0.0006	1,581,752
73,125	STARBUCKS CORP COM STK NPV	2,349,506
4,750	STATE AUTO FINANCIAL CORP COM STK NPV	82,745
51,500	STEEL DYNAMICS INC COM STK USD0.01	946,508
64,100	STEELCASE INC COM STK NPV	680,101
5,600	STERIS CORP COM STK NPV	204,176
2,650	STIFEL FINANCIAL CORP COM STK USD0.15	164,406
94,200	STILLWATER MINING CO COM STK USD0.01	2,011,170
15,000	SUNOCO INC COM STK USD1	604,650
24,600	SUNOCO INC COM STK USD1	991,626
7,805	SVB FINANCIAL GROUP COM STK USD0.001	414,055
3,100	SY BANCORP INC COM STK NPV	76,663
6,410	SYKES ENTERPRISES INC COM STK USD0.01	129,867
11,956	SYKES ENTERPRISES INC COM STK USD0.01	242,229