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WADDELL & REED FINANCIAL INC  
Form 13F-HR  
April 15, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check here if Amendment [ ] ; Amendment No. -----

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

Institutional Investment Manager Filing this Report:

Name: Waddell & Reed Financial, Inc.  
Address: 6300 Lamar Avenue  
Overland Park, KS 66202

Form 13F File Number: 28-7592

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.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Kristen A. Richards  
Title: Attorney-In-Fact  
Phone: (913) 236-1923

Signature, Place and Date of Signing:

/s/ Kristen A. Richards Overland Park, Kansas April 15, 2011  
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The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts that are advised by Waddell & Reed Investment Management Company ("WRIMCO") or Ivy Investment Management Company ("IICO"). WRIMCO is an investment advisory subsidiary of Waddell & Reed, Inc. ("WRI"). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ("WRFSI"). WRFSI is a subsidiary of Waddell & Reed Financial, Inc., a publicly traded company ("WDR"). IICO is an investment advisory subsidiary of WDR. WDR, WRFSI and WRI are deemed to have "investment discretion" over the securities due to their control relationship, as applicable, with IICO and WRIMCO pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

[X] 13F HOLDINGS. (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

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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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4  
 Form 13F Information Table Entry Total 899  
 Form 13F Information Table Value Total \$44,984,213 (\$ 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	FORM 13F FILE NUMBER
1	28-7594	Waddell & Reed Financial Services, Inc.	
2	28-375	Waddell & Reed, Inc.	
3	28-4466	Waddell & Reed Investment Management Company	
4	28-10368	Ivy Investment Management Company	

31-MAR-11

ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	ITEM 7	ITEM 8	ITEM 9	ITEM 10
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	MANAGERS SEE INSTR V	VOTING (S) (B)
AAR CORP	COM	361105	17,541	632,800	SH		DEFINED	4	632,800
AAR CORP	COM	361105	16,915	610,200	SH		DEFINED	1,2,3	610,200
AT&T INC	COM	00206R102	7,162	234,050	SH		DEFINED	4	234,050
AT&T INC	COM	00206R102	17,486	571,450	SH		DEFINED	1,2,3	571,450
ABERCROMBIE & FITCH CO	CL A	2896207	16,066	273,700	SH		DEFINED	4	273,700
ABERCROMBIE & FITCH CO	CL A	2896207	61,526	1,048,135	SH		DEFINED	1,2,3	1,048,135
ACCRETIVE HEALTH INC	COM	00438V103	6,929	249,592	SH		DEFINED	4	249,592
ACCRETIVE HEALTH INC	COM	00438V103	21,850	787,100	SH		DEFINED	1,2,3	787,100
ACI WORLDWIDE INC	COM	4498101	74,991	2,286,309	SH		DEFINED	4	2,286,309
ACI WORLDWIDE INC	COM	4498101	161,799	4,932,885	SH		DEFINED	1,2,3	4,932,885
ACME PACKET INC	COM	4764106	32,195	453,700	SH		DEFINED	4	453,700

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ACME PACKET INC	COM	4764106	40,189	566,360	SH	DEFINED	1,2,3	566,360
ACUITY BRANDS INC	COM	00508Y102	9,695	165,750	SH	DEFINED	4	165,750
ACUITY BRANDS INC	COM	00508Y102	50,755	867,750	SH	DEFINED	1,2,3	867,750
ACXIOM CORP	COM	5125109	15,851	1,104,600	SH	DEFINED	4	1,104,600
ACXIOM CORP	COM	5125109	31,469	2,192,975	SH	DEFINED	1,2,3	2,192,975
ADVANCED MICRO DEVICES INC	COM	7903107	18,180	2,113,900	SH	DEFINED	4	2,113,900
ADVANCED MICRO DEVICES INC	COM	7903107	36,262	4,216,475	SH	DEFINED	1,2,3	4,216,475
AFFILIATED MANAGERS GROUP	COM	8252108	12,424	113,600	SH	DEFINED	4	113,600
AFFILIATED MANAGERS GROUP	COM	8252108	17,530	160,280	SH	DEFINED	1,2,3	160,280
AIR PRODS & CHEMS INC	COM	9158106	3,413	37,850	SH	DEFINED	4	37,850
AIR PRODS & CHEMS INC	COM	9158106	9,726	107,850	SH	DEFINED	1,2,3	107,850
AIRGAS INC	COM	9363102	5,649	85,050	SH	DEFINED	4	85,050
AIRGAS INC	COM	9363102	8,860	133,400	SH	DEFINED	1,2,3	133,400
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	271	4,000	SH	DEFINED	1,2,3	4,000
ALLERGAN INC	COM	18490102	173,476	2,442,642	SH	DEFINED	4	2,442,642
ALLERGAN INC	COM	18490102	401,156	5,648,493	SH	DEFINED	1,2,3	5,648,493
ALLIANCE DATA SYSTEMS CORP	COM	18581108	91,619	1,066,700	SH	DEFINED	4	1,066,700
ALLIANCE DATA SYSTEMS CORP	COM	18581108	184,260	2,145,300	SH	DEFINED	1,2,3	2,145,300
ALPHA NATURAL RESOURCES INC	COM	02076X102	10,133	170,680	SH	DEFINED	4	170,680
ALPHA NATURAL RESOURCES INC	COM	02076X102	3,182	53,602	SH	DEFINED	1,2,3	53,602
ALTERA CORP	COM	21441100	88	1,990	SH	DEFINED	4	1,990
ALTERA CORP	COM	21441100	1,413	32,100	SH	DEFINED	1,2,3	32,100
ALTRIA GROUP INC	COM	02209S103	4,272	164,100	SH	DEFINED	4	164,100
ALTRIA GROUP INC	COM	02209S103	10,430	400,700	SH	DEFINED	1,2,3	400,700
AMAZON COM INC	COM	23135106	23,880	132,570	SH	DEFINED	4	132,570
AMAZON COM INC	COM	23135106	139,892	776,618	SH	DEFINED	1,2,3	776,618
AMERICAN CAMPUS CMNTYS INC	COM	24835100	1,079	32,700	SH	DEFINED	4	32,700
AMERICAN CAMPUS CMNTYS INC	COM	24835100	878	26,600	SH	DEFINED	1,2,3	26,600
AMERICAN CAP								

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LTD AMERICAN CAP	COM	02503Y103	8,279	836,300	SH	DEFINED	4	836,300
LTD AMERICAN EAGLE OUTFITTERS NE	COM	02503Y103	6,683	675,000	SH	DEFINED	1,2,3	675,000
AMERICAN EXPRESS CO	COM	25816109	4,705	104,090	SH	DEFINED	4	104,090
AMERICAN EXPRESS CO PUBLIC EDUCATION IN	COM	25816109	15,110	334,300	SH	DEFINED	1,2,3	334,300
AMGEN INC	COM	02913V103	7,244	179,080	SH	DEFINED	1,2,3	179,080
AMGEN INC	COM	31162100	11,956	223,692	SH	DEFINED	4	223,692
AMGEN INC	COM	31162100	121,973	2,282,003	SH	DEFINED	1,2,3	2,282,003

31-MAR-11

ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL AMOUNT	ITEM 6 SH/ PRN	ITEM 7 PUT/ CALL	ITEM 8 INVESTMENT DISCRETION	ITEM 9 MANAGERS SEE INSTR V	ITEM 10 (A)
AMSURG CORP	COM	03232P405	3,864	151,889	SH		DEFINED	4	
AMSURG CORP	COM	03232P405	3,141	123,484	SH		DEFINED	1,2,3	
ANADARKO PETE CORP	COM	32511107	8,907	108,725	SH		DEFINED	4	
ANADARKO PETE CORP	COM	32511107	21,414	261,400	SH		DEFINED	1,2,3	
ANCESTRY COM INC	COM	32803108	6,817	192,300	SH		DEFINED	4	
ANCESTRY COM INC	COM	32803108	7,108	200,500	SH		DEFINED	1,2,3	
ANIMAL HEALTH INTL INC	COM	03525N109	2,106	501,400	SH		DEFINED	4	
ANIMAL HEALTH INTL INC	COM	03525N109	12,386	2,949,100	SH		DEFINED	1,2,3	2,
ANSYS INC	COM	03662Q105	11,147	205,700	SH		DEFINED	4	
ANSYS INC	COM	03662Q105	21,608	398,750	SH		DEFINED	1,2,3	
APACHE CORP	COM	37411105	14,604	111,550	SH		DEFINED	4	
APACHE CORP	COM	37411105	35,507	271,209	SH		DEFINED	1,2,3	
APPLE INC	COM	37833100	1,214,656	3,485,882	SH		DEFINED	4	3,
APPLE INC	COM	37833100	1,123,303	3,223,714	SH		DEFINED	1,2,3	3,
ARCH COAL INC	COM	39380100	1,938	53,775	SH		DEFINED	4	
ARCH COAL INC	COM	39380100	4,521	125,450	SH		DEFINED	1,2,3	
ARCHER DANIELS MIDLAND CO	COM	39483102	38,869	1,079,400	SH		DEFINED	4	1,
ARCHER DANIELS									

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MIDLAND CO	COM	39483102	79,831	2,216,925	SH	DEFINED	1,2,3	2,
ARCHIPELAGO LEARNING INC	COM	03956P102	186	21,800	SH	DEFINED	4	
ARCHIPELAGO LEARNING INC	COM	03956P102	3,849	450,130	SH	DEFINED	1,2,3	
ARM HLDGS PLC	SPONSORED ADR	42068106	95,764	3,399,500	SH	DEFINED	4	3,
ARM HLDGS PLC	SPONSORED ADR	42068106	106,533	3,781,806	SH	DEFINED	1,2,3	3,
ARUBA NETWORKS INC	COM	43176106	28,101	830,400	SH	DEFINED	4	
ARUBA NETWORKS INC	COM	43176106	58,136	1,717,980	SH	DEFINED	1,2,3	1,
ASHLAND INC NEW	COM	44209104	3,339	57,800	SH	DEFINED	4	
ASHLAND INC NEW	COM	44209104	2,657	46,000	SH	DEFINED	1,2,3	
ASPEN TECHNOLOGY INC	COM	45327103	75,742	5,052,847	SH	DEFINED	4	5,
ASPEN TECHNOLOGY INC	COM	45327103	155,731	10,388,961	SH	DEFINED	1,2,3	10,
AUTOZONE INC	COM	53332102	20,946	76,570	SH	DEFINED	4	
AUTOZONE INC	COM	53332102	106,705	390,060	SH	DEFINED	1,2,3	
BAIDU INC	SPON ADR REP A	56752108	744,202	5,400,200	SH	DEFINED	4	5,
BAIDU INC	SPON ADR REP A	56752108	139,422	1,011,700	SH	DEFINED	1,2,3	1,
BAKER HUGHES INC	COM	57224107	11,906	162,144	SH	DEFINED	4	
BAKER HUGHES INC	COM	57224107	28,448	387,410	SH	DEFINED	1,2,3	
BANK OF AMERICA CORPORATION	COM	60505104	5,428	407,200	SH	DEFINED	4	
BANK OF AMERICA CORPORATION	COM	60505104	39,050	2,929,500	SH	DEFINED	1,2,3	2,
BANK OF AMERICA CORPORATION	W EXP 01/16/201	60505146	444	57,900	SH	DEFINED	4	
BANK OF AMERICA CORPORATION	W EXP 01/16/201	60505146	3,944	514,200	SH	DEFINED	1,2,3	
BANK OF MARIN BANCORP	COM	63425102	3,922	105,100	SH	DEFINED	4	
BANK OF MARIN BANCORP	COM	63425102	3,183	85,300	SH	DEFINED	1,2,3	
BE AEROSPACE INC	COM	73302101	4,580	128,900	SH	DEFINED	1,2,3	
BELO CORP	COM SER A	80555105	3,339	379,000	SH	DEFINED	4	
BELO CORP	COM SER A	80555105	2,671	303,200	SH	DEFINED	1,2,3	
BHP BILLITON								

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LTD BHP BILLITON	SPONSORED ADR	88606108	2,033	21,200 SH	DEFINED	4
LTD BLACKBOARD INC	SPONSORED ADR	88606108	4,842	50,500 SH	DEFINED	1,2,3
BLACKROCK INC	COM	91935502	6,281	173,330 SH	DEFINED	1,2,3
BLACKROCK INC	COM	09247X101	7,035	35,000 SH	DEFINED	4

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ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL AMOUNT	ITEM 6 PUT/ CALL INVESTMENT DISCRETION	ITEM 7 MANAGERS SEE INSTR V	(A)
BLACKROCK INC	COM	09247X101	2,070	10,300 SH	DEFINED	1,2,3	
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	200,044	11,188,130 SH	DEFINED	4	11,1
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	24,246	1,356,020 SH	DEFINED	1,2,3	1,3
BLOCK H & R INC	COM	93671105	5,114	305,500 SH	DEFINED	1,2,3	3
BOEING CO	COM	97023105	47,388	640,990 SH	DEFINED	4	6
BOEING CO	COM	97023105	268,562	3,632,650 SH	DEFINED	1,2,3	3,6
BONA FILM GROUP LTD	SPONSORED ADS	09777B107	3,846	600,930 SH	DEFINED	4	6
BORG WARNER INC	COM	99724106	48,419	607,590 SH	DEFINED	4	6
BORG WARNER INC	COM	99724106	180,952	2,270,704 SH	DEFINED	1,2,3	2,2
BOSTON BEER INC	CL A	100557107	1,195	12,900 SH	DEFINED	4	
BOSTON BEER INC	CL A	100557107	24,646	266,100 SH	DEFINED	1,2,3	2
BROADCOM CORP	CL A	111320107	321,602	8,166,638 SH	DEFINED	4	8,1
BROADCOM CORP	CL A	111320107	230,317	5,848,569 SH	DEFINED	1,2,3	5,8
BROADSOFT INC	COM	11133B409	5,236	109,800 SH	DEFINED	1,2,3	1
BROWN FORMAN CORP	CL B	115637209	18,859	276,125 SH	DEFINED	4	2
BROWN FORMAN CORP	CL B	115637209	47,273	692,137 SH	DEFINED	1,2,3	6
BUCYRUS INTL INC NEW	CL A	118759109	1,335	14,600 SH	DEFINED	4	
BUCYRUS INTL INC NEW	CL A	118759109	3,155	34,500 SH	DEFINED	1,2,3	
BUFFALO WILD WINGS INC	COM	119848109	7,811	143,500 SH	DEFINED	4	1
BUFFALO WILD WINGS INC	COM	119848109	8,137	149,500 SH	DEFINED	1,2,3	1
CBL & ASSOC PPTYS INC	COM	124830100	7,095	407,300 SH	DEFINED	4	4

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CBL & ASSOC PPTY INC	COM	124830100	5,698	327,100	SH	DEFINED	1,2,3	3
CBS CORP NEW	CL B	124857202	379,299	15,147,712	SH	DEFINED	4	15,1
CBS CORP NEW	CL B	124857202	426,511	17,033,202	SH	DEFINED	1,2,3	17,0
CB RICHARD ELLIS GROUP INC	CL A	12497T101	18,542	694,447	SH	DEFINED	4	6
CB RICHARD ELLIS GROUP INC	CL A	12497T101	51,278	1,920,510	SH	DEFINED	1,2,3	1,9
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	5,067	68,358	SH	DEFINED	4	
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	15,008	202,450	SH	DEFINED	1,2,3	2
CME GROUP INC	COM	12572Q105	9,092	30,150	SH	DEFINED	4	
CME GROUP INC	COM	12572Q105	16,175	53,640	SH	DEFINED	1,2,3	
CNOOC LTD	SPONSORED ADR	126132109	1,835	7,250	SH	DEFINED	4	
CNOOC LTD	SPONSORED ADR	126132109	4,289	16,950	SH	DEFINED	1,2,3	
CVS CAREMARK CORPORATION	COM	126650100	4,472	130,300	SH	DEFINED	4	1
CVS CAREMARK CORPORATION	COM	126650100	28,760	838,000	SH	DEFINED	1,2,3	8
CABOT OIL & GAS CORP	COM	127097103	1,478	27,900	SH	DEFINED	4	
CABOT OIL & GAS CORP	COM	127097103	3,536	66,750	SH	DEFINED	1,2,3	
CAMECO CORP	COM	13321L108	954	31,750	SH	DEFINED	4	
CAMECO CORP	COM	13321L108	2,232	74,300	SH	DEFINED	1,2,3	
CAMELOT INFORMATION SYS INC	ADS RP ORD SHS	13322V105	13,807	832,254	SH	DEFINED	4	8
CAMELOT INFORMATION SYS INC	ADS RP ORD SHS	13322V105	2,170	130,800	SH	DEFINED	1,2,3	1
CAMERON INTERNATIONAL CORP	COM	13342B105	3,198	56,000	SH	DEFINED	4	
CAMERON INTERNATIONAL CORP	COM	13342B105	7,631	133,650	SH	DEFINED	1,2,3	1
CAMPUS CREST CMNTYS INC	COM	13466Y105	6,462	546,200	SH	DEFINED	4	5
CAMPUS CREST CMNTYS INC	COM	13466Y105	5,176	437,500	SH	DEFINED	1,2,3	4
CAPELLA EDUCATION COMPANY	COM	139594105	900	18,082	SH	DEFINED	4	
CAPELLA EDUCATION COMPANY	COM	139594105	18,961	380,825	SH	DEFINED	1,2,3	3
CAPITAL ONE FINL CORP	COM	14040H105	31,718	610,437	SH	DEFINED	4	6

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CAPITAL ONE FINL CORP	COM	14040H105	217,795	4,191,594	SH		DEFINED	1,2,3	4,191,
CAPITOL FED FINL INC	COM	14057J101	7,062	626,600	SH		DEFINED	4	626,
CAPITOL FED FINL INC	COM	14057J101	5,662	502,400	SH		DEFINED	1,2,3	502,
CARBO CERAMICS INC	COM	140781105	10,372	73,500	SH		DEFINED	4	73,
CARBO CERAMICS INC	COM	140781105	10,711	75,900	SH		DEFINED	1,2,3	75,
CARMAX INC	COM	143130102	21,818	679,700	SH		DEFINED	4	679,
CARMAX INC	COM	143130102	38,682	1,205,050	SH		DEFINED	1,2,3	1,205,
CARNIVAL CORP	PAIRED CTF	143658300	112	2,910	SH		DEFINED	4	2,
CARNIVAL CORP	PAIRED CTF	143658300	2,006	52,300	SH		DEFINED	1,2,3	52,
CARRIZO OIL & CO INC	COM	144577103	8,745	236,810	SH		DEFINED	1,2,3	236,
CASEYS GEN STORES INC	COM	147528103	7,710	197,700	SH		DEFINED	4	197,
CASEYS GEN STORES INC	COM	147528103	7,987	204,800	SH		DEFINED	1,2,3	204,
CATERPILLAR INC DEL	COM	149123101	363,790	3,267,084	SH		DEFINED	4	3,267,
CATERPILLAR INC DEL	COM	149123101	344,678	3,095,444	SH		DEFINED	1,2,3	3,095,
CAVIUM NETWORKS INC	COM	14965A101	16,215	360,900	SH		DEFINED	4	360,
CAVIUM NETWORKS INC	COM	14965A101	26,937	599,530	SH		DEFINED	1,2,3	599,
CELESTICA INC	SUB VTG SHS	15101Q108	3,887	362,561	SH		DEFINED	4	362,
CELESTICA INC	SUB VTG SHS	15101Q108	3,162	294,991	SH		DEFINED	1,2,3	294,
CENTRAL EUROPEAN DIST CORP	NOTE 3.000% 3/1	153435AA0	869	1,000,000	PRN		DEFINED	4	1,000,
CENTRAL EUROPEAN DIST CORP	NOTE 3.000% 3/1	153435AA0	3,562	4,100,000	PRN		DEFINED	1,2,3	4,100,
CERADYNE INC	COM	156710105	2,123	47,100	SH		DEFINED	4	47,
CERADYNE INC	COM	156710105	1,754	38,900	SH		DEFINED	1,2,3	38,
CERNER CORP	COM	156782104	44,613	401,200	SH		DEFINED	4	401,
CERNER CORP	COM	156782104	69,948	629,025	SH		DEFINED	1,2,3	629,
CHICAGO BRIDGE & IRON CO	N Y REGISTRY SH	167250109	13,961	343,350	SH		DEFINED	4	343,
CHICAGO BRIDGE &									



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IRON CO CHINA	N Y REGISTRY SH	167250109	22,596	555,730 SH	DEFINED	1,2,3	555,
KANGHUI HLDGS	SPONSORED ADR	16890V100	2,907	166,030 SH	DEFINED	4	166,
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	9,288	34,100 SH	DEFINED	4	34,
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	21,504	78,950 SH	DEFINED	1,2,3	78,
CISCO SYS INC	COM	17275R102	2,778	162,000 SH	DEFINED	1,2,3	162,
CLEAN ENERGY FUELS CORP	COM	184499101	957	58,400 SH	DEFINED	4	58,
CLEAN ENERGY FUELS CORP	COM	184499101	2,269	138,500 SH	DEFINED	1,2,3	138,
COCA COLA CO	COM	191216100	31,888	480,606 SH	DEFINED	4	480,
COCA COLA CO	COM	191216100	188,091	2,834,830 SH	DEFINED	1,2,3	2,834,
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	800,997	9,840,260 SH	DEFINED	4	9,840,
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	430,827	5,292,712 SH	DEFINED	1,2,3	5,292,
COLGATE PALMOLIVE CO	COM	194162103	6,957	86,145 SH	DEFINED	4	86,
COLGATE PALMOLIVE CO	COM	194162103	25,616	317,185 SH	DEFINED	1,2,3	317,
COLLECTIVE BRANDS INC	COM	19421W100	3,461	160,400 SH	DEFINED	4	160,
COLLECTIVE BRANDS INC	COM	19421W100	2,749	127,400 SH	DEFINED	1,2,3	127,
COLUMBIA BKG SYS INC	COM	197236102	10,566	551,160 SH	DEFINED	4	551,
COLUMBIA BKG SYS INC	COM	197236102	11,943	623,000 SH	DEFINED	1,2,3	623,
COLUMBIA SPORTSWEAR CO	COM	198516106	15,844	266,650 SH	DEFINED	4	266,
COLUMBIA SPORTSWEAR CO	COM	198516106	65,664	1,105,085 SH	DEFINED	1,2,3	1,105,
COMMUNITY HEALTH SYS INC NEW	COM	203668108	7,198	180,000 SH	DEFINED	4	180,
COMMUNITY HEALTH SYS INC NEW	COM	203668108	13,625	340,700 SH	DEFINED	1,2,3	340,

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ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL AMOUNT	ITEM 6 PUT/ CALL DISCRETION	ITEM 7 INVESTMENT MANAGERS SEE INSTR V	VOT (A) SOLE
COM	204166102	1,149	28,800 SH	DEFINED	4	28,	
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COM	204166102	32,914	825,316 SH	DEFINED	1,2,3	825,316	
COM	20605P101	1,491	13,900 SH	DEFINED	4	13,900	
COM	20605P101	3,519	32,800 SH	DEFINED	1,2,3	32,800	
COM	206708109	754	13,600 SH	DEFINED	4	13,600	
COM	206708109	15,985	288,276 SH	DEFINED	1,2,3	288,276	
COM	20825C104	898,583	11,251,983 SH	DEFINED	4	11,251,983	
COM	20825C104	415,901	5,207,871 SH	DEFINED	1,2,3	5,207,871	
COM	210313102	2,673	76,600 SH	DEFINED	4	76,600	
COM	210313102	79,092	2,266,260 SH	DEFINED	1,2,3	2,266,260	
COM	212015101	10,063	140,800 SH	DEFINED	4	140,800	
COM	212015101	30,764	430,450 SH	DEFINED	1,2,3	430,450	
COM	21871D103	6,103	329,900 SH	DEFINED	4	329,900	
COM	21871D103	4,919	265,900 SH	DEFINED	1,2,3	265,900	
COM	219350105	35,715	1,731,200 SH	DEFINED	4	1,731,200	
COM	219350105	70,934	3,438,375 SH	DEFINED	1,2,3	3,438,375	
COM	22160K105	17,373	236,946 SH	DEFINED	4	236,946	
COM	22160K105	122,337	1,668,529 SH	DEFINED	1,2,3	1,668,529	
COM	22160N109	11,395	181,800 SH	DEFINED	4	181,800	
COM	22160N109	39,563	631,193 SH	DEFINED	1,2,3	631,193	
COM	222862104	2,379	74,600 SH	DEFINED	4	74,600	
COM	222862104	1,990	62,400 SH	DEFINED	1,2,3	62,400	
COM	225447101	41,313	895,000 SH	DEFINED	4	895,000	
COM	225447101	90,210	1,954,280 SH	DEFINED	1,2,3	1,954,280	
COM	231021106	311,862	2,844,940 SH	DEFINED	4	2,844,940	
COM	231021106	167,839	1,531,095 SH	DEFINED	1,2,3	1,531,095	
COM	232572107	9,172	162,100 SH	DEFINED	4	162,100	

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CYMER INC CYPRESS SEMICONDUCTOR CORP	COM	232572107	9,500	167,900 SH	DEFINED	1,2,3	167,900
CYPERSS SEMICONDUCTOR CORP	COM	232806109	6,341	327,200 SH	DEFINED	4	327,200
CYTEC INDS INC	COM	232820100	4,649	85,500 SH	DEFINED	4	85,500
CYTEC INDS INC DG	COM	232820100	3,730	68,600 SH	DEFINED	1,2,3	68,600
FASTCHANNEL INC	COM	23326R109	15,427	478,810 SH	DEFINED	1,2,3	478,810
D R HORTON INC	COM	23331A109	5,723	491,250 SH	DEFINED	4	491,250
D R HORTON INC	COM	23331A109	13,885	1,191,850 SH	DEFINED	1,2,3	1,191,850
DTS INC	COM	23335C101	8,259	177,125 SH	DEFINED	4	177,125
DTS INC	COM	23335C101	8,565	183,689 SH	DEFINED	1,2,3	183,689
DANAHER CORP DEL	COM	235851102	10,179	196,125 SH	DEFINED	4	196,125
DANAHER CORP DEL	COM	235851102	102,930	1,983,231 SH	DEFINED	1,2,3	1,983,231
DEALERTRACK HLDGS INC	COM	242309102	10,211	444,750 SH	DEFINED	4	444,750
DEALERTRACK HLDGS INC	COM	242309102	84,682	3,688,238 SH	DEFINED	1,2,3	3,688,238
DEAN FOODS CO NEW	COM	242370104	4,847	484,700 SH	DEFINED	4	484,700
DEAN FOODS CO NEW	COM	242370104	3,884	388,400 SH	DEFINED	1,2,3	388,400
DEERE & CO	COM	244199105	22,603	233,290 SH	DEFINED	4	233,290
DEERE & CO	COM	244199105	40,318	416,118 SH	DEFINED	1,2,3	416,118
DENTSPLY INTL INC NEW	COM	249030107	3,621	97,900 SH	DEFINED	4	97,900
DENTSPLY INTL INC NEW	COM	249030107	17,500	473,100 SH	DEFINED	1,2,3	473,100
DEVON ENERGY CORP NEW	COM	25179M103	1,824	19,875 SH	DEFINED	4	19,875

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ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL SH/ AMOUNT PRN	ITEM 6 PUT/ INVESTMENT CALL DISCRETION	ITEM 7 MANAGERS SEE INSTR V (A) SO
DEVON ENERGY CORP NEW	COM	25179M103	4,272	46,550 SH	DEFINED	1,2,3 46,
DEXCOM INC	COM	252131107	10,763	693,500 SH	DEFINED	4 693,
DEXCOM INC	COM	252131107	31,123	2,005,339 SH	DEFINED	1,2,3 2,005,
DIAMOND FOODS INC	COM	252603105	11,411	204,500 SH	DEFINED	4 204,
DIAMOND FOODS INC	COM	252603105	11,841	212,200 SH	DEFINED	1,2,3 212,
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	3,186	41,000 SH	DEFINED	1,2,3 41,
DICE HLDGS INC	COM	253017107	11,907	788,000 SH	DEFINED	4 788,

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DICE HLDGS INC	COM	253017107	28,227	1,868,100	SH	DEFINED	1,2,3	1,868,
DISNEY WALT								
CO	COM DISNEY	254687106	29,230	678,355	SH	DEFINED	4	678,
DISNEY WALT								
CO	COM DISNEY	254687106	144,022	3,342,356	SH	DEFINED	1,2,3	3,342,
DISCOVER FINL								
SVCS	COM	254709108	12,431	515,400	SH	DEFINED	4	515,
DISCOVER FINL								
SVCS	COM	254709108	32,527	1,348,550	SH	DEFINED	1,2,3	1,348,
DISCOVERY								
COMMUNICATNS								
NEW	COM SER A	25470F104	6,146	154,045	SH	DEFINED	4	154,
DISCOVERY								
COMMUNICATNS								
NEW	COM SER A	25470F104	41,042	1,028,625	SH	DEFINED	1,2,3	1,028,
DIRECTV	COM CL A	25490A101	4,632	98,970	SH	DEFINED	4	98,
DIRECTV	COM CL A	25490A101	52,778	1,127,737	SH	DEFINED	1,2,3	1,127,
DOLE FOOD CO								
INC NEW	COM	256603101	1,705	125,100	SH	DEFINED	1,2,3	125,
DONALDSON INC	COM	257651109	8,372	136,604	SH	DEFINED	4	136,
DONALDSON INC	COM	257651109	26,185	427,230	SH	DEFINED	1,2,3	427,
DOW CHEM CO	COM	260543103	2,665	70,600	SH	DEFINED	4	70,
DOW CHEM CO	COM	260543103	12,933	342,600	SH	DEFINED	1,2,3	342,
DR PEPPER								
SNAPPLE								
GROUP INC	COM	2.61E+113	2,609	70,200	SH	DEFINED	4	70,
DR PEPPER								
SNAPPLE								
GROUP INC	COM	2.61E+113	16,837	453,100	SH	DEFINED	1,2,3	453,
DRESSER-RAND								
GROUP INC	COM	261608103	22,338	416,600	SH	DEFINED	4	416,
DRESSER-RAND								
GROUP INC	COM	261608103	105,237	1,962,650	SH	DEFINED	1,2,3	1,962,
DRIL-QUIP INC	COM	262037104	16,440	208,021	SH	DEFINED	4	208,
DRIL-QUIP INC	COM	262037104	61,289	775,510	SH	DEFINED	1,2,3	775,
EOG RES INC	COM	26875P101	2,394	20,200	SH	DEFINED	4	20,
EOG RES INC	COM	26875P101	5,606	47,300	SH	DEFINED	1,2,3	47,
EQT CORP	COM	26884L109	24,750	496,000	SH	DEFINED	1,2,3	496,
EATON CORP	COM	278058102	230,775	4,162,600	SH	DEFINED	4	4,162,
EATON CORP	COM	278058102	126,970	2,290,220	SH	DEFINED	1,2,3	2,290,
EBAY INC	COM	278642103	97,611	3,144,700	SH	DEFINED	4	3,144,
EBAY INC	COM	278642103	74,672	2,405,670	SH	DEFINED	1,2,3	2,405,
ECOLAB INC	COM	278865100	12,087	236,906	SH	DEFINED	4	236,
ECOLAB INC	COM	278865100	57,876	1,134,382	SH	DEFINED	1,2,3	1,134,
EL PASO CORP	COM	28336L109	2,526	140,350	SH	DEFINED	4	140,
EL PASO CORP	COM	28336L109	6,030	335,000	SH	DEFINED	1,2,3	335,
EL PASO								
PIPELINE								
PARTNERS L	COM UNIT LPI	283702108	1,833	50,600	SH	DEFINED	4	50,
EL PASO								
PIPELINE								
PARTNERS L	COM UNIT LPI	283702108	4,460	123,100	SH	DEFINED	1,2,3	123,
ELSTER GROUP								
SE	SPONSORED ADR	290348101	8,086	497,600	SH	DEFINED	4	497,
ELSTER GROUP								
SE	SPONSORED ADR	290348101	17,916	1,102,500	SH	DEFINED	1,2,3	1,102,
EMERSON ELEC								
CO	COM	291011104	60,489	1,035,242	SH	DEFINED	4	1,035,
EMERSON ELEC								
CO	COM	291011104	284,200	4,863,939	SH	DEFINED	1,2,3	4,863,
ENBRIDGE INC	COM	29250N105	2,513	40,900	SH	DEFINED	4	40,
ENBRIDGE INC	COM	29250N105	5,982	97,350	SH	DEFINED	1,2,3	97,

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ENERGY

TRANSFER

EQUITY L P

COM UT LTD PTN

29273V100

1,265

28,100 SH

DEFINED

4

28,

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ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL AMOUNT	SH/ PRN	PUT/ CALL	ITEM 6 INVESTMENT DISCRETION	ITEM 7 MANAGERS SEE INSTR V	(A)
ENERGY									
TRANSFER	COM UT LTD								
EQUITY L P	PTN	29273V100	8,253	183,400	SH		DEFINED	1,2,3	1
ENERNOC INC	COM	292764107	7,397	387,100	SH		DEFINED	4	3
ENERNOC INC	COM	292764107	16,408	858,600	SH		DEFINED	1,2,3	8
ENSCO INTL PLC	SPONSORED ADR	29358Q109	1,265	21,875	SH		DEFINED	4	
ENSCO INTL PLC	SPONSORED ADR	29358Q109	3,031	52,400	SH		DEFINED	1,2,3	
ENTERCOM									
COMMUNICATIONS									
CORP	CL A	293639100	5,033	456,683	SH		DEFINED	4	4
ENTERCOM									
COMMUNICATIONS									
CORP	CL A	293639100	4,106	372,600	SH		DEFINED	1,2,3	3
ENTERPRISE									
PRODS									
PARTNERS L	COM	293792107	1,266	29,400	SH		DEFINED	4	
ENTERPRISE									
PRODS									
PARTNERS L	COM	293792107	8,130	188,800	SH		DEFINED	1,2,3	1
ESCO									
TECHNOLOGIES									
INC	COM	296315104	36,620	959,900	SH		DEFINED	4	9
ESCO									
TECHNOLOGIES									
INC	COM	296315104	81,296	2,130,964	SH		DEFINED	1,2,3	2,1
EURONET									
WORLDWIDE INC	COM	298736109	28,009	1,449,000	SH		DEFINED	4	1,4
EURONET									
WORLDWIDE INC	COM	298736109	60,506	3,130,175	SH		DEFINED	1,2,3	3,1
EXPEDITORS INT'L									
WASH INC	COM	302130109	33,430	666,725	SH		DEFINED	4	6
EXPEDITORS INT'L									
WASH INC	COM	302130109	155,401	3,099,351	SH		DEFINED	1,2,3	3,0
EZCORP INC	CL A NON VTG	302301106	8,553	272,460	SH		DEFINED	1,2,3	2
EXXON MOBIL									
CORP	COM	30231G102	286,698	3,407,798	SH		DEFINED	4	3,4
EXXON MOBIL									
CORP	COM	30231G102	135,960	1,616,067	SH		DEFINED	1,2,3	1,6
FMC									
TECHNOLOGIES									
INC	COM	30249U101	2,551	27,000	SH		DEFINED	4	
FMC									
TECHNOLOGIES									
INC	COM	30249U101	6,080	64,350	SH		DEFINED	1,2,3	
FACTSET RESH SYS									

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INC	COM	303075105	13,282	126,825	SH	DEFINED	4	1
FACTSET RESH SYS								
INC	COM	303075105	55,681	531,662	SH	DEFINED	1,2,3	5
FASTENAL CO	COM	311900104	23,533	363,000	SH	DEFINED	4	3
FASTENAL CO	COM	311900104	51,569	795,450	SH	DEFINED	1,2,3	7
FEDEX CORP	COM	31428X106	8,934	95,500	SH	DEFINED	4	
FEDEX CORP	COM	31428X106	45,928	490,947	SH	DEFINED	1,2,3	4
F5 NETWORKS INC	COM	315616102	841	8,200	SH	DEFINED	4	
FINISAR CORP	COM NEW	31787A507	866	35,200	SH	DEFINED	4	
FINISAR CORP	COM NEW	31787A507	21,990	893,890	SH	DEFINED	1,2,3	8
FIRST CASH FINL SVCS INC	COM	31942D107	9,967	258,225	SH	DEFINED	4	2
FIRST CASH FINL SVCS INC	COM	31942D107	10,677	276,600	SH	DEFINED	1,2,3	2
FIRST HORIZON NATL CORP	COM	320517105	10,892	971,588	SH	DEFINED	4	9
FIRST HORIZON NATL CORP	COM	320517105	14,386	1,283,274	SH	DEFINED	1,2,3	1,2
FIRST REP BK SAN FRAN CALI N	COM	33616C100	8,530	275,950	SH	DEFINED	4	2
FIRST REP BK SAN FRAN CALI N	COM	33616C100	17,806	576,050	SH	DEFINED	1,2,3	5
FIRST SOLAR INC	COM	336433107	332,509	2,067,325	SH	DEFINED	4	2,0
FIRST SOLAR INC	COM	336433107	239,883	1,491,441	SH	DEFINED	1,2,3	1,4
FISERV INC	COM	337738108	15,539	247,750	SH	DEFINED	4	2
FISERV INC	COM	337738108	25,640	408,800	SH	DEFINED	1,2,3	4
FLUOR CORP NEW	COM	343412102	19,072	258,916	SH	DEFINED	4	2
FLUOR CORP NEW	COM	343412102	35,484	481,722	SH	DEFINED	1,2,3	4
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	5,717	186,400	SH	DEFINED	4	1
FORD MTR CO DEL	COM PAR \$0.01	345370860	2,090	140,200	SH	DEFINED	1,2,3	1
FORD MTR CO DEL	NOTE 4.250%11/1	345370CN8	1,813	1,000,000	PRN	DEFINED	4	1,0
FORD MTR CO DEL	NOTE 4.250%11/1	345370CN8	10,875	6,000,000	PRN	DEFINED	1,2,3	6,0
FOREST OIL CORP	COM PAR \$0.01	346091705	1,076	28,450	SH	DEFINED	4	
FOREST OIL CORP	COM PAR \$0.01	346091705	2,529	66,850	SH	DEFINED	1,2,3	

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	ITEM 7	
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PRN	PUT/ CALL INVESTMENT DISCRETION	MANAGERS SEE INSTR V
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	917	16,500	SH	DEFINED	4
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	5,899	106,200	SH	DEFINED	1,2,3
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2,271	276,300	SH	DEFINED	4
FRONTIER COMMUNICATIONS CORP	COM	35906A108	5,468	665,250	SH	DEFINED	1,2,3
GAFISA S A	SPONS ADR	362607301	6,877	535,590	SH	DEFINED	1,2,3

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GALLAGHER ARTHUR J & CO	COM	363576109	12,161	399,900 SH	DEFINED	4
GALLAGHER ARTHUR J & CO	COM	363576109	23,612	776,450 SH	DEFINED	1,2,3
GARDNER DENVER INC	COM	365558105	3,640	46,650 SH	DEFINED	4
GARDNER DENVER INC	COM	365558105	44,458	569,750 SH	DEFINED	1,2,3
GAYLORD ENTMT CO NEW	COM	367905106	7,876	227,100 SH	DEFINED	4
GAYLORD ENTMT CO NEW	COM	367905106	13,712	395,380 SH	DEFINED	1,2,3
GEN-PROBE INC NEW	COM	36866T103	3,799	57,250 SH	DEFINED	4
GEN-PROBE INC NEW	COM	36866T103	8,529	128,550 SH	DEFINED	1,2,3
GENERAL CABLE CORP DEL NEW	COM	369300108	3,040	70,200 SH	DEFINED	4
GENERAL CABLE CORP DEL NEW	COM	369300108	63,543	1,467,510 SH	DEFINED	1,2,3
GENERAL DYNAMICS CORP	COM	369550108	22,413	292,750 SH	DEFINED	4
GENERAL DYNAMICS CORP	COM	369550108	89,164	1,164,625 SH	DEFINED	1,2,3
GENERAL ELECTRIC CO	COM	369604103	7,536	375,850 SH	DEFINED	4
GENERAL ELECTRIC CO	COM	369604103	30,796	1,535,950 SH	DEFINED	1,2,3
GENERAL MLS INC	COM	370334104	6,586	180,182 SH	DEFINED	4
GENERAL MLS INC	COM	370334104	50,006	1,368,159 SH	DEFINED	1,2,3
GENTEX CORP	COM	371901109	59,210	1,957,345 SH	DEFINED	4
GENTEX CORP	COM	371901109	140,043	4,629,510 SH	DEFINED	1,2,3
GEVO INC	COM	374396109	1,210	61,400 SH	DEFINED	4
GEVO INC	COM	374396109	2,808	142,550 SH	DEFINED	1,2,3
GILEAD SCIENCES INC	COM	375558103	25,719	606,000 SH	DEFINED	1,2,3
GOLDMAN SACHS GROUP INC	COM	38141G104	484,787	3,059,170 SH	DEFINED	4
GOLDMAN SACHS GROUP INC	COM	38141G104	221,268	1,396,276 SH	DEFINED	1,2,3
GOOGLE INC	CL A	38259P508	608,936	1,038,768 SH	DEFINED	4
GOOGLE INC	CL A	38259P508	524,405	894,568 SH	DEFINED	1,2,3
GRACO INC	COM	384109104	23,537	517,400 SH	DEFINED	4
GRACO INC	COM	384109104	69,329	1,524,060 SH	DEFINED	1,2,3
GRAFTECH INTL LTD	COM	384313102	1,442	69,900 SH	DEFINED	4
GRAFTECH INTL LTD	COM	384313102	30,460	1,476,500 SH	DEFINED	1,2,3
GREENHILL & CO INC.	COM	395259104	16,582	252,041 SH	DEFINED	4
GREENHILL & CO INC.	COM	395259104	76,445	1,161,948 SH	DEFINED	1,2,3
HCA HOLDINGS INC	COM	40412C101	8,356	246,700 SH	DEFINED	4
HCA HOLDINGS INC	COM	40412C101	25,768	760,800 SH	DEFINED	1,2,3
HMS HLDGS CORP	COM	40425J101	385	4,700 SH	DEFINED	4
HMS HLDGS CORP	COM	40425J101	7,853	95,945 SH	DEFINED	1,2,3
HALLIBURTON CO	COM	406216101	641,460	12,870,379 SH	DEFINED	4
HALLIBURTON CO	COM	406216101	450,602	9,040,980 SH	DEFINED	1,2,3
HARLEY DAVIDSON INC	COM	412822108	21,057	495,573 SH	DEFINED	4

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HARLEY									
DAVIDSON INC	COM	412822108	206,858	4,868,387	SH		DEFINED	1,2,3	4
HARMAN INTL									
INDS INC	COM	413086109	19,187	409,800	SH		DEFINED	4	
HARMAN INTL									
INDS INC	COM	413086109	35,307	754,100	SH		DEFINED	1,2,3	
HEADWATERS INC	NOTE 2.500% 2/0	42210PAD4	6,788	7,500,000	PRN		DEFINED	4	7

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ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL AMOUNT	ITEM 6 PUT/ CALL	ITEM 7 INVESTMENT DISCRETION	ITEM 8 MANAGERS SEE INSTR V	ITEM 9 (A)
HEADWATERS INC	NOTE 2.500% 2/0	42210PAD4	3,122	3,450,000	PRN	DEFINED	1,2,3	3,
HEALTHWAYS INC	COM	422245100	893	58,119	SH	DEFINED	4	
HEALTHWAYS INC	COM	422245100	26,849	1,746,874	SH	DEFINED	1,2,3	1,
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	1,809	105,200	SH	DEFINED	4	
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	1,481	86,100	SH	DEFINED	1,2,3	
HELMERICH & PAYNE INC	COM	423452101	3,891	56,650	SH	DEFINED	4	
HELMERICH & PAYNE INC	COM	423452101	9,342	136,000	SH	DEFINED	1,2,3	
HEWLETT PACKARD CO	COM	428236103	12,365	301,800	SH	DEFINED	4	
HEWLETT PACKARD CO	COM	428236103	49,563	1,209,750	SH	DEFINED	1,2,3	1,
HOLOGIC INC	COM	436440101	15,795	711,500	SH	DEFINED	1,2,3	
HONEYWELL INTL INC	COM	438516106	306,835	5,138,750	SH	DEFINED	4	5,
HONEYWELL INTL INC	COM	438516106	196,808	3,296,060	SH	DEFINED	1,2,3	3,
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1,657	53,700	SH	DEFINED	4	
HORNBECK OFFSHORE SVCS INC N	COM	440543106	1,357	44,000	SH	DEFINED	1,2,3	
HUB GROUP INC	CL A	443320106	3,789	104,700	SH	DEFINED	4	
HUB GROUP INC	CL A	443320106	4,006	110,700	SH	DEFINED	1,2,3	
HUNT J B TRANS SVCS INC	COM	445658107	1,240	27,300	SH	DEFINED	4	
HUNT J B TRANS SVCS INC	COM	445658107	45,084	992,610	SH	DEFINED	1,2,3	
HUNTINGTON BANCSHARES INC	COM	446150104	11,636	1,752,350	SH	DEFINED	4	1,
HUNTINGTON BANCSHARES INC	COM	446150104	16,899	2,545,000	SH	DEFINED	1,2,3	2,
HYATT HOTELS CORP	COM CL A	448579102	5,049	117,300	SH	DEFINED	4	
HYATT HOTELS CORP	COM CL A	448579102	22,531	523,500	SH	DEFINED	1,2,3	
IBERIABANK CORP	COM	450828108	5,237	87,100	SH	DEFINED	4	



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IBERIABANK CORP	COM	450828108	4,221	70,200	SH	DEFINED	1,2,3
IDEX CORP	COM	45167R104	12,319	282,212	SH	DEFINED	4
IDEX CORP	COM	45167R104	33,734	772,825	SH	DEFINED	1,2,3
IDEXX LABS INC	COM	45168D104	7,614	98,600	SH	DEFINED	4
IDEXX LABS INC	COM	45168D104	17,164	222,268	SH	DEFINED	1,2,3
IGATE CORP	COM	45169U105	4,405	234,700	SH	DEFINED	4
IGATE CORP	COM	45169U105	9,309	495,925	SH	DEFINED	1,2,3
INCYTE CORP	COM	45337C102	15,278	963,900	SH	DEFINED	4
INCYTE CORP	COM	45337C102	16,126	1,017,400	SH	DEFINED	1,2,3
INSIGHT ENTERPRISES INC	COM	45765U103	1,923	112,900	SH	DEFINED	4
INSIGHT ENTERPRISES INC	COM	45765U103	1,488	87,400	SH	DEFINED	1,2,3
INSITUFORM TECHNOLOGIES INC	CL A	457667103	7,281	272,200	SH	DEFINED	4
INSITUFORM TECHNOLOGIES INC	CL A	457667103	14,827	554,275	SH	DEFINED	1,2,3
INTER PARFUMS INC	COM	458334109	4,461	241,000	SH	DEFINED	4
INTER PARFUMS INC	COM	458334109	3,558	192,200	SH	DEFINED	1,2,3
INTERDIGITAL INC	COM	45867G101	3,946	82,700	SH	DEFINED	4
INTERDIGITAL INC	COM	45867G101	7,836	164,250	SH	DEFINED	1,2,3
INTERNATIONAL BUSINESS MACHS	COM	459200101	2,153	13,200	SH	DEFINED	4
INTERNATIONAL BUSINESS MACHS	COM	459200101	13,763	84,400	SH	DEFINED	1,2,3
INTUITIVE SURGICAL INC	COM NEW	46120E602	11,263	33,775	SH	DEFINED	4
INTUITIVE SURGICAL INC	COM NEW	46120E602	47,529	142,532	SH	DEFINED	1,2,3
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	10,388	741,980	SH	DEFINED	4
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	816	58,300	SH	DEFINED	1,2,3
ISIS PHARMACEUTICALS INC	COM	464330109	4,364	482,700	SH	DEFINED	4

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	ITEM 7	
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PRN	PUT/ CALL INVESTMENT DISCRETION	MANAGERS SEE INSTR V (A) SO
ISIS PHARMACEUTICALS INC	COM	464330109	11,814	1,306,850	SH	DEFINED	1,2,3 1,306,
ITRON INC	COM	465741106	23,547	417,200	SH	DEFINED	4 417,
ITRON INC	COM	465741106	49,739	881,281	SH	DEFINED	1,2,3 881,
J P MORGAN							

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CHASE & CO J P MORGAN	COM	46625H100	62,466	1,355,004	SH	DEFINED	4	1,355,
CHASE & CO JACOBS ENGR	COM	46625H100	319,744	6,935,881	SH	DEFINED	1,2,3	6,935,
GROUP INC DEL JACOBS ENGR	COM	469814107	1,682	32,700	SH	DEFINED	4	32,
GROUP INC DEL JOHNSON & JOHNSON	COM	469814107	4,001	77,800	SH	DEFINED	1,2,3	77,
JOHNSON & JOHNSON	COM	478160104	3,247	54,800	SH	DEFINED	4	54,
JOHNSON CTLS INC	COM	478160104	11,776	198,750	SH	DEFINED	1,2,3	198,
JOHNSON CTLS INC	COM	478366107	11,590	278,800	SH	DEFINED	4	278,
JOHNSON CTLS INC	COM	478366107	98,713	2,374,620	SH	DEFINED	1,2,3	2,374,
JONES GROUP INC	COM	48020T101	6,248	454,400	SH	DEFINED	4	454,
JONES GROUP INC JUNIPER	COM	48020T101	5,079	369,400	SH	DEFINED	1,2,3	369,
NETWORKS INC JUNIPER	COM	48203R104	347,125	8,249,161	SH	DEFINED	4	8,249,
NETWORKS INC	COM	48203R104	230,106	5,468,295	SH	DEFINED	1,2,3	5,468,
KKR & CO L P DEL	COM UNITS	48248M102	104,850	6,389,400	SH	DEFINED	4	6,389,
KKR & CO L P DEL KANSAS CITY	COM UNITS	48248M102	13,108	798,780	SH	DEFINED	1,2,3	798,
SOUTHERN KAYDON CORP	COM NEW	485170302	5,990	110,000	SH	DEFINED	1,2,3	110,
KAYDON CORP	COM	486587108	7,509	191,600	SH	DEFINED	4	191,
KAYDON CORP	COM	486587108	16,564	422,650	SH	DEFINED	1,2,3	422,
KFORCE INC	COM	493732101	10,041	548,700	SH	DEFINED	4	548,
KFORCE INC KINDER MORGAN	COM	493732101	10,413	569,000	SH	DEFINED	1,2,3	569,
INC DEL KINDER MORGAN	COM	49456B101	95,488	3,221,600	SH	DEFINED	4	3,221,
INC DEL KULICKE & SOFFA	COM	49456B101	20,400	688,250	SH	DEFINED	1,2,3	688,
INDS INC KULICKE & SOFFA	COM	501242101	7,414	792,900	SH	DEFINED	4	792,
INDS INC LKQ CORP	COM	501242101	7,917	846,700	SH	DEFINED	1,2,3	846,
LKQ CORP	COM	501889208	9,112	378,100	SH	DEFINED	4	378,
LKQ CORP	COM	501889208	50,123	2,079,799	SH	DEFINED	1,2,3	2,079,
LADISH INC	COM NEW	505754200	19,007	347,800	SH	DEFINED	4	347,
LADISH INC LAM RESEARCH	COM NEW	505754200	34,417	629,778	SH	DEFINED	1,2,3	629,
CORP LAM RESEARCH	COM	512807108	64,114	1,131,562	SH	DEFINED	4	1,131,
CORP LANDSTAR SYS INC	COM	512807108	315,788	5,573,380	SH	DEFINED	1,2,3	5,573,
LANDSTAR SYS INC	COM	515098101	5,454	119,400	SH	DEFINED	4	119,
LANDSTAR SYS INC LAS VEGAS SANDS	COM	515098101	6,473	141,700	SH	DEFINED	1,2,3	141,
CORP LAS VEGAS SANDS	COM	517834107	4,953	117,305	SH	DEFINED	4	117,
CORP LAUDER ESTEE COS	COM	517834107	31,985	757,578	SH	DEFINED	1,2,3	757,
INC LAUDER ESTEE COS	CL A	518439104	50,135	520,287	SH	DEFINED	4	520,
INC LAWSON	CL A	518439104	273,052	2,833,667	SH	DEFINED	1,2,3	2,833,
SOFTWARE INC LAWSON	COM	52078P102	52,514	4,340,000	SH	DEFINED	4	4,340,
SOFTWARE INC LAWSON	COM	52078P102	122,713	10,141,550	SH	DEFINED	1,2,3	10,141,
LEXINGTON REALTY TRUST	COM	529043101	5,416	579,200	SH	DEFINED	4	579,
LEXINGTON								

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REALTY TRUST LIFEPOINT	COM	529043101	4,404	471,000	SH	DEFINED	1,2,3	471,
HOSPITALS INC LIFEPOINT	COM	53219L109	7,759	193,100	SH	DEFINED	4	193,
HOSPITALS INC LIMITED BRANDS	COM	53219L109	6,296	156,700	SH	DEFINED	1,2,3	156,
INC	COM	532716107	3,186	96,900	SH	DEFINED	4	96,
LIMITED BRANDS INC	COM	532716107	12,665	385,200	SH	DEFINED	1,2,3	385,
LINEAR TECHNOLOGY CORP	COM	535678106	11,007	327,300	SH	DEFINED	4	327,

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LINEAR TECHNOLOGY CORP	COM	535678106	23,023	684,600	SH		DEFINED	1,2,3	684,
LOGMEIN INC	COM	54142L109	1,564	37,100	SH		DEFINED	4	37,
LOGMEIN INC	COM	54142L109	32,423	769,055	SH		DEFINED	1,2,3	769,
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	7,849	249,810	SH		DEFINED	4	249,
LOOPNET INC	COM	543524300	5,294	374,100	SH		DEFINED	4	374,
LOOPNET INC	COM	543524300	11,369	803,450	SH		DEFINED	1,2,3	803,
LULULEMON ATHLETICA INC	COM	550021109	10,372	116,473	SH		DEFINED	4	116,
LULULEMON ATHLETICA INC	COM	550021109	25,420	285,453	SH		DEFINED	1,2,3	285,
MDC PARTNERS INC	CL A SUB VTG	552697104	2,566	152,999	SH		DEFINED	4	152,
MDC PARTNERS INC	CL A SUB VTG	552697104	2,017	120,300	SH		DEFINED	1,2,3	120,
M/I HOMES INC	COM	55305B101	3,234	215,744	SH		DEFINED	4	215,
M/I HOMES INC	COM	55305B101	2,596	173,200	SH		DEFINED	1,2,3	173,
MACYS INC	COM	55616P104	12,912	532,245	SH		DEFINED	4	532,
MACYS INC	COM	55616P104	108,149	4,457,901	SH		DEFINED	1,2,3	4,457,
MANITOWOC INC	COM	563571108	821	37,500	SH		DEFINED	4	37,
MANITOWOC INC	COM	563571108	24,042	1,098,830	SH		DEFINED	1,2,3	1,098,
MANPOWER INC	COM	56418H100	11,391	181,150	SH		DEFINED	4	181,
MANPOWER INC	COM	56418H100	44,063	700,750	SH		DEFINED	1,2,3	700,
MARATHON OIL CORP	COM	565849106	2,084	39,100	SH		DEFINED	4	39,
MARATHON OIL CORP	COM	565849106	13,013	244,100	SH		DEFINED	1,2,3	244,
MARKWEST ENERGY									

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PARTNERS L P MARKWEST ENERGY	UNIT LTD PARTN	570759100	4,483	92,500 SH	DEFINED	4	92,
PARTNERS L P MARTEN TRANS LTD	UNIT LTD PARTN	570759100	14,711	303,500 SH	DEFINED	1,2,3	303,
MARTEN TRANS LTD	COM	573075108	3,441	154,300 SH	DEFINED	4	154,
MARTIN MARIETTA MATLS INC	COM	573075108	2,732	122,500 SH	DEFINED	1,2,3	122,
MARTIN MARIETTA MATLS INC	COM	573284106	7,851	87,550 SH	DEFINED	4	87,
MARIETTA MATLS INC	COM	573284106	12,921	144,100 SH	DEFINED	1,2,3	144,
MASIMO CORP	COM	574795100	1,718	51,900 SH	DEFINED	4	51,
MASIMO CORP MASTERCARD INC	COM	574795100	39,763	1,201,297 SH	DEFINED	1,2,3	1,201,
MASTERCARD INC	CL A	57636Q104	3,474	13,800 SH	DEFINED	4	13,
MCDERMOTT INTL INC	CL A	57636Q104	11,025	43,800 SH	DEFINED	1,2,3	43,
MCDERMOTT INTL INC	COM	580037109	1,124	44,250 SH	DEFINED	4	44,
MCDONALDS CORP	COM	580037109	2,662	104,850 SH	DEFINED	1,2,3	104,
MCDONALDS CORP	COM	580135101	23,923	314,400 SH	DEFINED	4	314,
MCG CAPITAL CORP	COM	580135101	127,276	1,672,698 SH	DEFINED	1,2,3	1,672,
MCG CAPITAL CORP	COM	58047P107	3,809	586,034 SH	DEFINED	4	586,
MCKESSON CORP	COM	58047P107	3,085	474,600 SH	DEFINED	1,2,3	474,
MCKESSON CORP	COM	58155Q103	5,004	63,300 SH	DEFINED	4	63,
MCKESSON CORP	COM	58155Q103	45,296	573,000 SH	DEFINED	1,2,3	573,
MEAD JOHNSON NUTRITION CO	COM	582839106	248,346	4,287,000 SH	DEFINED	4	4,287,
MEAD JOHNSON NUTRITION CO	COM	582839106	83,842	1,447,300 SH	DEFINED	1,2,3	1,447,
MERCADOLIBRE INC	COM	58733R102	12,707	155,663 SH	DEFINED	4	155,
MERCK & CO INC NEW	COM	58933Y105	2,264	68,600 SH	DEFINED	4	68,
MERCK & CO INC NEW	COM	58933Y105	5,450	165,100 SH	DEFINED	1,2,3	165,
MEREDITH CORP	COM	589433101	12,225	360,400 SH	DEFINED	4	360,
MEREDITH CORP	COM	589433101	28,547	841,600 SH	DEFINED	1,2,3	841,
MICROS SYS INC	COM	594901100	25,137	508,535 SH	DEFINED	4	508,
MICROS SYS INC	COM	594901100	103,424	2,092,331 SH	DEFINED	1,2,3	2,092,

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MICROCHIP TECHNOLOGY INC	COM	595017104	95,472	2,511,752	SH		DEFINED	4	2,511,752
MICROCHIP TECHNOLOGY INC	COM	595017104	408,073	10,735,937	SH		DEFINED	1,2,3	10,735,937
MICRON TECHNOLOGY INC	COM	595112103	59,130	5,159,700	SH		DEFINED	4	5,159,700
MICRON TECHNOLOGY INC	COM	595112103	117,661	10,267,100	SH		DEFINED	1,2,3	10,267,100
MOBILE MINI INC	COM	60740F105	824	34,300	SH		DEFINED	4	34,300
MOBILE MINI INC	COM	60740F105	22,235	925,694	SH		DEFINED	1,2,3	925,694
MOLSON COORS BREWING CO	CL B	60871R209	1,411	30,090	SH		DEFINED	4	30,090
MOLSON COORS BREWING CO	CL B	60871R209	8,961	191,100	SH		DEFINED	1,2,3	191,100
MONSANTO CO NEW	COM	61166W101	18,933	262,013	SH		DEFINED	4	262,013
MONSANTO CO NEW	COM	61166W101	123,062	1,703,040	SH		DEFINED	1,2,3	1,703,040
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	3,300	120,800	SH		DEFINED	4	120,800
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446448	27,577	1,009,400	SH		DEFINED	1,2,3	1,009,400
NARA BANCORP INC	COM	63080P105	3,449	358,544	SH		DEFINED	4	358,544
NARA BANCORP INC	COM	63080P105	2,782	289,200	SH		DEFINED	1,2,3	289,200
NATIONAL OILWELL VARCO INC	COM	637071101	353,813	4,463,390	SH		DEFINED	4	4,463,390
NATIONAL OILWELL VARCO INC	COM	637071101	461,428	5,820,971	SH		DEFINED	1,2,3	5,820,971
NETAPP INC	COM	64110D104	533,542	11,073,925	SH		DEFINED	4	11,073,925
NETAPP INC	COM	64110D104	183,968	3,818,340	SH		DEFINED	1,2,3	3,818,340
NETFLIX INC	COM	64110L106	7,274	30,650	SH		DEFINED	4	30,650
NETFLIX INC	COM	64110L106	20,363	85,800	SH		DEFINED	1,2,3	85,800
NETSPEND HLDGS INC	COM	64118V106	7,780	739,500	SH		DEFINED	4	739,500

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NETSPEND HLDGS INC	COM	64118V106	16,762	1,593,377	SH	DEFINED	1,2,3	1,59
NEUTRAL TANDEM INC	COM	64128B108	5,058	342,890	SH	DEFINED	1,2,3	34
NEWFIELD EXPL CO	COM	651290108	4,473	58,850	SH	DEFINED	4	5
NEWFIELD EXPL CO	COM	651290108	10,702	140,800	SH	DEFINED	1,2,3	14
NEWMONT MINING CORP	NOTE 3.000% 2/1	651639AK2	1,470	1,200,000	PRN	DEFINED	4	1,20
NEWMONT MINING CORP	NOTE 3.000% 2/1	651639AK2	4,043	3,300,000	PRN	DEFINED	1,2,3	3,30
NIKE INC	CL B	654106103	17,462	230,675	SH	DEFINED	4	23
NIKE INC	CL B	654106103	77,491	1,023,657	SH	DEFINED	1,2,3	1,02
NOBLE ENERGY INC	COM	655044105	21,478	222,225	SH	DEFINED	4	22
NOBLE ENERGY INC	COM	655044105	115,902	1,199,194	SH	DEFINED	1,2,3	1,19
NORDSON CORP	COM	655663102	1,404	12,200	SH	DEFINED	4	1
NORDSON CORP	COM	655663102	29,271	254,400	SH	DEFINED	1,2,3	25
NORDSTROM INC	COM	655664100	10,260	228,600	SH	DEFINED	4	22
NORDSTROM INC	COM	655664100	17,824	397,150	SH	DEFINED	1,2,3	39
NORFOLK SOUTHERN CORP	COM	655844108	4,845	69,950	SH	DEFINED	4	6
NORFOLK SOUTHERN CORP	COM	655844108	11,700	168,900	SH	DEFINED	1,2,3	16
NUVASIVE INC	COM	670704105	1,726	68,186	SH	DEFINED	4	6
NUVASIVE INC	COM	670704105	45,273	1,788,032	SH	DEFINED	1,2,3	1,78
NV ENERGY INC	COM	67073Y106	6,206	416,800	SH	DEFINED	4	41
NV ENERGY INC	COM	67073Y106	5,048	339,000	SH	DEFINED	1,2,3	33
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	10,985	191,175	SH	DEFINED	4	19
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	72,701	1,265,242	SH	DEFINED	1,2,3	1,26
OSI SYSTEMS INC	COM	671044105	15,969	425,500	SH	DEFINED	4	42
OSI SYSTEMS INC	COM	671044105	16,618	442,800	SH	DEFINED	1,2,3	44
OASIS PETE INC NEW	COM	674215108	2,941	93,000	SH	DEFINED	4	9
OASIS PETE INC NEW	COM	674215108	6,947	219,700	SH	DEFINED	1,2,3	21

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OCCIDENTAL PETE CORP DEL	COM	674599105	8,613	82,425	SH	DEFINED	4	82
OCCIDENTAL PETE CORP DEL	COM	674599105	38,881	372,100	SH	DEFINED	1,2,3	372
OFFICE DEPOT INC	COM	676220106	2,877	621,300	SH	DEFINED	4	621
OFFICE DEPOT INC	COM	676220106	2,319	500,900	SH	DEFINED	1,2,3	500
OMNICOM GROUP INC	COM	681919106	2,590	52,800	SH	DEFINED	4	52
OMNICOM GROUP INC	COM	681919106	16,563	337,600	SH	DEFINED	1,2,3	337
OMNICELL INC	COM	68213N109	5,547	364,000	SH	DEFINED	1,2,3	364
ORACLE CORP	COM	68389X105	373,690	11,198,375	SH	DEFINED	4	11,198
ORACLE CORP	COM	68389X105	530,103	15,885,617	SH	DEFINED	1,2,3	15,885
PMC-SIERRA INC	COM	69344F106	14,388	1,918,400	SH	DEFINED	4	1,918
PMC-SIERRA INC	COM	69344F106	31,899	4,253,177	SH	DEFINED	1,2,3	4,253
PMI GROUP INC	COM	69344M101	3,375	1,250,000	SH	DEFINED	1,2,3	1,250
PNC FINL SVCS GROUP INC	COM	693475105	3,609	57,300	SH	DEFINED	4	57
PNC FINL SVCS GROUP INC	COM	693475105	14,960	237,500	SH	DEFINED	1,2,3	237
PPL CORP	COM	69351T106	3,355	132,600	SH	DEFINED	4	132
PPL CORP	COM	69351T106	16,855	666,200	SH	DEFINED	1,2,3	666
PANERA BREAD CO	CL A	69840W108	20,193	159,000	SH	DEFINED	4	159
PANERA BREAD CO	CL A	69840W108	22,428	176,600	SH	DEFINED	1,2,3	176
PARKER HANNIFIN CORP	COM	701094104	5,716	60,374	SH	DEFINED	4	60
PARKER HANNIFIN CORP	COM	701094104	63,216	667,684	SH	DEFINED	1,2,3	667
PATTERSON UTI ENERGY INC	COM	703481101	18,949	644,750	SH	DEFINED	4	644
PATTERSON UTI ENERGY INC	COM	703481101	58,701	1,997,300	SH	DEFINED	1,2,3	1,997
PAYCHEX INC	COM	704326107	18,537	591,100	SH	DEFINED	4	591
PAYCHEX INC	COM	704326107	53,169	1,695,450	SH	DEFINED	1,2,3	1,695
PEABODY								

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ENERGY CORP	COM	704549104	2,468	34,300 SH	DEFINED	4	34
PEABODY ENERGY CORP	COM	704549104	5,883	81,750 SH	DEFINED	1,2,3	81
PENTAIR INC	COM	709631105	18,079	478,400 SH	DEFINED	4	478
PENTAIR INC	COM	709631105	36,923	977,050 SH	DEFINED	1,2,3	977
PEPSICO INC	COM	713448108	14,572	226,235 SH	DEFINED	4	226
PEPSICO INC	COM	713448108	82,469	1,280,379 SH	DEFINED	1,2,3	1,280
PERKINELMER INC	COM	714046109	772	29,400 SH	DEFINED	4	29
PERKINELMER INC	COM	714046109	15,912	605,700 SH	DEFINED	1,2,3	605
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	20,828	515,160 SH	DEFINED	4	515
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	60,525	1,497,040 SH	DEFINED	1,2,3	1,497
PETSMART INC	COM	716768106	15,645	382,050 SH	DEFINED	4	382
PETSMART INC	COM	716768106	31,798	776,500 SH	DEFINED	1,2,3	776
PFIZER INC	COM	717081103	6,794	334,500 SH	DEFINED	4	334
PFIZER INC	COM	717081103	16,604	817,550 SH	DEFINED	1,2,3	817
PHILIP MORRIS INTL INC	COM	718172109	417,856	6,366,851 SH	DEFINED	4	6,366
PHILIP MORRIS INTL INC	COM	718172109	217,364	3,311,960 SH	DEFINED	1,2,3	3,311
PHOTRONICS INC	COM	719405102	17,755	1,979,400 SH	DEFINED	4	1,979
PHOTRONICS INC	COM	719405102	31,215	3,479,959 SH	DEFINED	1,2,3	3,479
PINNACLE ENTMT INC	COM	723456109	1,573	115,500 SH	DEFINED	1,2,3	115
PIPER JAFFRAY COS	COM	724078100	3,796	91,636 SH	DEFINED	4	91
PIPER JAFFRAY COS	COM	724078100	3,089	74,561 SH	DEFINED	1,2,3	74
PLAINS EXPL& PRODTN CO	COM	726505100	1,514	41,800 SH	DEFINED	4	41
PLAINS EXPL& PRODTN CO	COM	726505100	3,580	98,800 SH	DEFINED	1,2,3	98

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	ITEM 7
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL SH/ AMOUNT PRN	PUT/ INVESTMENT DISCRETION	MANAGERS SEE INSTR V (A) SO
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POLYPORE INTL INC	COM	73179V103	12,147	210,950	SH	DEFINED	4	210,
POLYPORE INTL INC	COM	73179V103	18,066	313,750	SH	DEFINED	1,2,3	313,
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	20,909	245,616	SH	DEFINED	4	245,
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	83,732	983,579	SH	DEFINED	1,2,3	983,
POWER ONE INC NEW	COM	73930R102	10,428	1,191,800	SH	DEFINED	4	1,191,
POWER ONE INC NEW	COM	73930R102	61,402	7,017,350	SH	DEFINED	1,2,3	7,017,
PRAXAIR INC	COM	74005P104	38,645	380,366	SH	DEFINED	4	380,
PRAXAIR INC	COM	74005P104	172,757	1,700,365	SH	DEFINED	1,2,3	1,700,
PRECISION CASTPARTS CORP	COM	740189105	73,236	497,595	SH	DEFINED	4	497,
PRECISION CASTPARTS CORP	COM	740189105	376,075	2,555,203	SH	DEFINED	1,2,3	2,555,
PRICE T ROWE GROUP INC	COM	74144T108	54,664	823,007	SH	DEFINED	4	823,
PRICE T ROWE GROUP INC	COM	74144T108	257,396	3,875,281	SH	DEFINED	1,2,3	3,875,
PRIDE INTL INC DEL	COM	74153Q102	2,182	50,800	SH	DEFINED	4	50,
PRIMO WTR CORP	COM	74165N105	10,059	821,160	SH	DEFINED	1,2,3	821,
PROCTER & GAMBLE CO	COM	742718109	10,867	176,409	SH	DEFINED	4	176,
PROCTER & GAMBLE CO	COM	742718109	29,178	473,668	SH	DEFINED	1,2,3	473,
PRIVATEBANCORP INC	COM	742962103	2,527	165,300	SH	DEFINED	4	165,
PRIVATEBANCORP INC	COM	742962103	2,082	136,200	SH	DEFINED	1,2,3	136,
QUALCOMM INC	COM	747525103	69,286	1,263,655	SH	DEFINED	4	1,263,
QUALCOMM INC	COM	747525103	281,265	5,129,770	SH	DEFINED	1,2,3	5,129,
QUANTA SVCS INC	COM	7.48E+106	22,457	1,001,200	SH	DEFINED	4	1,001,
QUANTA SVCS INC	COM	7.48E+106	51,130	2,279,550	SH	DEFINED	1,2,3	2,279,
QUANTUM CORP	COM DSSG	747906204	1,658	657,883	SH	DEFINED	4	657,
QUANTUM CORP	COM DSSG	747906204	1,334	529,200	SH	DEFINED	1,2,3	529,
QUEST SOFTWARE INC	COM	74834T103	4,187	164,900	SH	DEFINED	4	164,
QUEST SOFTWARE INC	COM	74834T103	3,417	134,600	SH	DEFINED	1,2,3	134,
RPM INTL INC	COM	749685103	17,293	728,750	SH	DEFINED	4	728,
RPM INTL INC	COM	749685103	28,347	1,194,550	SH	DEFINED	1,2,3	1,194,
RSC HOLDINGS INC	COM	74972L102	9,138	635,500	SH	DEFINED	1,2,3	635,
RADIANT SYSTEMS INC	COM	75025N102	10,248	579,000	SH	DEFINED	4	579,
RADIANT SYSTEMS INC	COM	75025N102	19,573	1,105,830	SH	DEFINED	1,2,3	1,105,
REALD INC	COM	75604L105	1,007	36,800	SH	DEFINED	4	36,
REALD INC	COM	75604L105	20,765	758,940	SH	DEFINED	1,2,3	758,
REALPAGE INC	COM	75606N109	3,395	122,440	SH	DEFINED	1,2,3	122,
REGAL ENTMT GROUP	CL A	758766109	3,275	242,600	SH	DEFINED	4	242,
REGAL ENTMT								

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GROUP REGENCY ENERGY PARTNERS L P	CL A	758766109	2,662	197,200 SH	DEFINED	1,2,3	197,
REGENCY ENERGY PARTNERS L P	COM UNITS L P	75885Y107	10,823	396,300 SH	DEFINED	4	396,
REGENCY ENERGY PARTNERS L P	COM UNITS L P	75885Y107	24,507	897,363 SH	DEFINED	1,2,3	897,
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,271	175,000 SH	DEFINED	4	175,
REGIONS FINANCIAL CORP NEW	COM	7591EP100	8,281	1,140,600 SH	DEFINED	1,2,3	1,140,
REINSURANCE GROUP AMER INC	COM NEW	759351604	6,303	100,400 SH	DEFINED	4	100,
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,110	81,400 SH	DEFINED	1,2,3	81,
RESEARCH IN MOTION LTD	COM	760975102	9,962	176,100 SH	DEFINED	4	176,
RESEARCH IN MOTION LTD	COM	760975102	4,656	82,300 SH	DEFINED	1,2,3	82,
RIO TINTO PLC	SPONSORED ADR	767204100	8,495	119,450 SH	DEFINED	4	119,
RIO TINTO PLC	SPONSORED ADR	767204100	20,735	291,550 SH	DEFINED	1,2,3	291,
RIVERBED TECHNOLOGY INC	COM	768573107	6,271	166,550 SH	DEFINED	1,2,3	166,

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ROCKWELL COLLINS INC	COM	774341101	9,258	142,800 SH	DEFINED	4	142,800
ROCKWELL COLLINS INC	COM	774341101	23,293	359,300 SH	DEFINED	1,2,3	359,300
ROPER INDS INC NEW	COM	776696106	7,310	84,550 SH	DEFINED	4	84,550
ROPER INDS INC NEW	COM	776696106	22,324	258,200 SH	DEFINED	1,2,3	258,200
SM ENERGY CO	COM	78454L100	1,528	20,600 SH	DEFINED	4	20,600
SM ENERGY CO	COM	78454L100	3,609	48,650 SH	DEFINED	1,2,3	48,650
SPDR GOLD TRUST	GOLD SHS	78463V107	6,474	46,300 SH	DEFINED	4	46,300
SPDR GOLD TRUST	GOLD SHS	78463V107	2,264	16,190 SH	DEFINED	1,2,3	16,190
STEC INC	COM	784774101	3,966	197,400 SH	DEFINED	1,2,3	197,400
SVB FINL GROUP	COM	78486Q101	17,335	304,500 SH	DEFINED	4	304,500
SVB FINL GROUP	COM	78486Q101	20,865	366,500 SH	DEFINED	1,2,3	366,500
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	6,174	303,400 SH	DEFINED	4	303,400
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	6,400	314,500 SH	DEFINED	1,2,3	314,500
SALESFORCE COM							

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INC	COM	79466L302	21,169	158,475	SH	DEFINED	4	158,475
SALESFORCE COM								
INC	COM	79466L302	110,979	830,802	SH	DEFINED	1,2,3	830,802
SALIX								
PHARMACEUTICALS								
INC	COM	795435106	5,391	153,910	SH	DEFINED	1,2,3	153,910
SAVVIS INC	COM NEW	805423308	60,494	1,631,000	SH	DEFINED	4	1,631,000
SAVVIS INC	COM NEW	805423308	108,461	2,924,261	SH	DEFINED	1,2,3	2,924,261
SCHEIN HENRY INC	COM	806407102	21,412	305,150	SH	DEFINED	4	305,150
SCHEIN HENRY INC	COM	806407102	52,796	752,400	SH	DEFINED	1,2,3	752,400
SCHLUMBERGER								
LTD	COM	806857108	705,941	7,569,598	SH	DEFINED	4	7,569,598
SCHLUMBERGER								
LTD	COM	806857108	746,764	8,007,329	SH	DEFINED	1,2,3	8,007,329
SCHWAB CHARLES								
CORP NEW	COM	808513105	4,632	256,900	SH	DEFINED	4	256,900
SCHWAB CHARLES								
CORP NEW	COM	808513105	24,016	1,332,000	SH	DEFINED	1,2,3	1,332,000
SCIENTIFIC GAMES								
CORP	CL A	80874P109	4,946	565,890	SH	DEFINED	1,2,3	565,890
SCRIPPS E W CO								
OHIO	CL A NEW	811054402	2,848	287,700	SH	DEFINED	4	287,700
SCRIPPS E W CO								
OHIO	CL A NEW	811054402	2,327	235,100	SH	DEFINED	1,2,3	235,100
SEABRIGHT								
HOLDINGS INC	COM	811656107	2,049	199,906	SH	DEFINED	4	199,906
SEABRIGHT								
HOLDINGS INC	COM	811656107	1,668	162,700	SH	DEFINED	1,2,3	162,700
SEALED AIR CORP								
NEW	COM	81211K100	16,343	613,000	SH	DEFINED	1,2,3	613,000
SEMTECH CORP	COM	816850101	24,406	975,450	SH	DEFINED	4	975,450
SEMTECH CORP	COM	816850101	62,608	2,502,301	SH	DEFINED	1,2,3	2,502,301
SIGNATURE BK								
NEW YORK N Y	COM	82669G104	14,371	254,806	SH	DEFINED	4	254,806
SIGNATURE BK								
NEW YORK N Y	COM	82669G104	36,271	643,100	SH	DEFINED	1,2,3	643,100
SILGAN HOLDINGS								
INC	COM	827048109	3,665	96,102	SH	DEFINED	4	96,102
SILGAN HOLDINGS								
INC	COM	827048109	2,963	77,678	SH	DEFINED	1,2,3	77,678
SMUCKER J M CO	COM NEW	832696405	2,035	28,500	SH	DEFINED	4	28,500
SMUCKER J M CO	COM NEW	832696405	13,072	183,100	SH	DEFINED	1,2,3	183,100
SOLERA HOLDINGS								
INC	COM	83421A104	26,298	514,643	SH	DEFINED	4	514,643
SOLERA HOLDINGS								
INC	COM	83421A104	43,830	857,727	SH	DEFINED	1,2,3	857,727
SONOCO PRODS CO	COM	835495102	4,273	117,950	SH	DEFINED	4	117,950
SONOCO PRODS CO	COM	835495102	10,431	287,900	SH	DEFINED	1,2,3	287,900
SOUTHERN COPPER								
CORP	COM	84265V105	13,174	327,152	SH	DEFINED	4	327,152
SOUTHERN COPPER								
CORP	COM	84265V105	15,617	387,800	SH	DEFINED	1,2,3	387,800
SOUTHWEST GAS								
CORP	COM	844895102	5,996	153,858	SH	DEFINED	4	153,858
SOUTHWEST GAS								
CORP	COM	844895102	4,868	124,928	SH	DEFINED	1,2,3	124,928
SOUTHWESTERN								
ENERGY CO	COM	845467109	10,732	249,750	SH	DEFINED	4	249,750

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SOUTHWESTERN ENERGY CO	COM	845467109	37,152	864,600	SH		DEFINED	1,2,3	8
STARBUCKS CORP	COM	855244109	398,901	10,795,690	SH		DEFINED	4	10,7
STARBUCKS CORP	COM	855244109	293,983	7,956,230	SH		DEFINED	1,2,3	7,9
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	780,895	13,435,909	SH		DEFINED	4	13,4
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	380,543	6,547,546	SH		DEFINED	1,2,3	6,5
STERICYCLE INC	COM	858912108	14,402	162,425	SH		DEFINED	4	1
STERICYCLE INC	COM	858912108	63,675	718,109	SH		DEFINED	1,2,3	7
STIFEL FINL CORP	COM	860630102	6,846	95,360	SH		DEFINED	1,2,3	
STRATASYS	COM	862685104	31,139	662,538	SH		DEFINED	4	6
STRATASYS	COM	862685104	92,332	1,964,506	SH		DEFINED	1,2,3	1,9
STRATEGIC HOTELS & RESORTS I	COM	86272T106	4,899	759,500	SH		DEFINED	4	7
STRATEGIC HOTELS & RESORTS I	COM	86272T106	3,954	613,100	SH		DEFINED	1,2,3	6
SUCCESSFACTORS INC	COM	864596101	28,006	716,450	SH		DEFINED	4	7
SUCCESSFACTORS INC	COM	864596101	51,122	1,307,800	SH		DEFINED	1,2,3	1,3
SUN HEALTHCARE GROUP INC NEW	COM	8.67E+104	3,103	220,533	SH		DEFINED	4	2
SUN HEALTHCARE GROUP INC NEW	COM	8.67E+104	2,468	175,433	SH		DEFINED	1,2,3	1
SUNCOR ENERGY INC NEW	COM	867224107	2,031	45,300	SH		DEFINED	4	
SUNCOR ENERGY INC NEW	COM	867224107	4,811	107,300	SH		DEFINED	1,2,3	1
SUNTRUST BKS INC	COM	867914103	2,035	70,558	SH		DEFINED	4	
SUNTRUST BKS INC	COM	867914103	13,041	452,177	SH		DEFINED	1,2,3	4
SUPERIOR ENERGY SVCS INC	COM	868157108	7,107	173,350	SH		DEFINED	4	1
SUPERIOR ENERGY SVCS INC	COM	868157108	17,643	430,323	SH		DEFINED	1,2,3	4
SYMANTEC CORP	COM	871503108	2,434	131,300	SH		DEFINED	4	1
SYMANTEC CORP	COM	871503108	15,796	852,000	SH		DEFINED	1,2,3	8
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	8,934	257,100	SH		DEFINED	4	2
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	38,781	1,116,000	SH		DEFINED	1,2,3	1,1
SYNOVUS FINL									

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CORP	COM	87161C105	4,130	1,720,800	SH	DEFINED	4	1,7
SYNOVUS FINL								
CORP	COM	87161C105	3,358	1,399,200	SH	DEFINED	1,2,3	1,3
TCF FINL CORP	COM	872275102	9,484	598,000	SH	DEFINED	4	5
TCF FINL CORP	COM	872275102	19,972	1,259,300	SH	DEFINED	1,2,3	1,2
THL CR INC	COM	872438106	6,495	475,100	SH	DEFINED	4	4
THL CR INC	COM	872438106	5,267	385,300	SH	DEFINED	1,2,3	3
TAIWAN								
SEMICONDUCTGOR								
MFG LTD	SPONSORED ADR	874039100	21,172	1,738,240	SH	DEFINED	4	1,7
TARGET CORP	COM	8.76E+110	2,123	42,450	SH	DEFINED	4	
TARGET CORP	COM	8.76E+110	12,190	243,760	SH	DEFINED	1,2,3	2
TARGA RES CORP	COM	87612G101	5,201	143,516	SH	DEFINED	4	1
TARGA RES CORP	COM	87612G101	4,156	114,684	SH	DEFINED	1,2,3	1
TECH DATA CORP	COM	878237106	3,169	62,300	SH	DEFINED	4	
TECH DATA CORP	COM	878237106	2,528	49,700	SH	DEFINED	1,2,3	
TEMPUR PEDIC								
INTL INC	COM	88023U101	2,229	44,000	SH	DEFINED	4	
TEMPUR PEDIC								
INTL INC	COM	88023U101	56,397	1,113,250	SH	DEFINED	1,2,3	1,1
TENARIS S A	SPONSORED ADR	88031M109	3,240	65,500	SH	DEFINED	4	
TENARIS S A	SPONSORED ADR	88031M109	7,679	155,250	SH	DEFINED	1,2,3	1
TENNECO INC	COM	880349105	6,716	158,200	SH	DEFINED	4	1
TENNECO INC	COM	880349105	5,374	126,600	SH	DEFINED	1,2,3	1
TERADATA CORP								
DEL	COM	88076W103	3,559	70,200	SH	DEFINED	4	
TERADATA CORP								
DEL	COM	88076W103	8,566	168,950	SH	DEFINED	1,2,3	1

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TERADYNE INC	COM	880770102	10,177	571,400	SH		DEFINED	4 571
TERADYNE INC	COM	880770102	9,218	517,600	SH		DEFINED	1,2,3 517
TERRITORIAL								
BANCORP INC	COM	88145X108	1,659	83,296	SH		DEFINED	4 83
TERRITORIAL								
BANCORP INC	COM	88145X108	1,259	63,200	SH		DEFINED	1,2,3 63
TEVA								
PHARMACEUTICAL								
INDS LTD	ADR	881624209	2,404	47,922	SH		DEFINED	4 47
TEVA								
PHARMACEUTICAL								
INDS LTD	ADR	881624209	12,292	245,006	SH		DEFINED	1,2,3 245
TEXAS INSTRS INC	COM	882508104	41,990	1,215,000	SH		DEFINED	4 1,215
TEXAS INSTRS INC	COM	882508104	91,623	2,651,125	SH		DEFINED	1,2,3 2,651
THERMO FISHER								
SCIENTIFIC INC	COM	883556102	3,877	69,799	SH		DEFINED	4 69
THERMO FISHER								
SCIENTIFIC INC	COM	883556102	51,190	921,514	SH		DEFINED	1,2,3 921
TIM								
PARTICIPACOES								

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S A	SPONS ADR PFD	88706P106	15,785	361,620	SH	DEFINED	4	361
TIM								
PARTICIPACOEES								
S A	SPONS ADR PFD	88706P106	6,291	144,130	SH	DEFINED	1,2,3	144
TIME WARNER								
CABLE INC	COM	88732J207	9,403	131,800	SH	DEFINED	4	131
TIME WARNER								
CABLE INC	COM	88732J207	86,525	1,212,850	SH	DEFINED	1,2,3	1,212
TRAVELERS								
COMPANIES INC	COM	8.94E+113	7,535	126,687	SH	DEFINED	4	126
TRAVELERS								
COMPANIES INC	COM	8.94E+113	43,455	730,584	SH	DEFINED	1,2,3	730
TRIMBLE								
NAVIGATION								
LTD	COM	896239100	11,375	225,060	SH	DEFINED	4	225
TRIMBLE								
NAVIGATION								
LTD	COM	896239100	21,697	429,294	SH	DEFINED	1,2,3	429
TRIUMPH GROUP								
INC NEW	COM	896818101	17,257	195,100	SH	DEFINED	4	195
TRIUMPH GROUP								
INC NEW	COM	896818101	24,474	276,700	SH	DEFINED	1,2,3	276
ULTA SALON								
COSMETCS &								
FRAG I	COM	90384S303	5,359	111,350	SH	DEFINED	4	111
ULTA SALON								
COSMETCS &								
FRAG I	COM	90384S303	9,643	200,350	SH	DEFINED	1,2,3	200
ULTIMATE								
SOFTWARE								
GROUP INC	COM	90385D107	14,253	242,600	SH	DEFINED	4	242
ULTIMATE								
SOFTWARE								
GROUP INC	COM	90385D107	15,276	260,012	SH	DEFINED	1,2,3	260
ULTRA								
PETROLEUM								
CORP	COM	903914109	20,057	407,247	SH	DEFINED	4	407
ULTRA								
PETROLEUM								
CORP	COM	903914109	43,865	890,650	SH	DEFINED	1,2,3	890
UNDER ARMOUR								
INC	CL A	904311107	37,149	545,913	SH	DEFINED	4	545
UNDER ARMOUR								
INC	CL A	904311107	121,794	1,789,768	SH	DEFINED	1,2,3	1,789
UNION PAC CORP	COM	907818108	38,221	388,701	SH	DEFINED	4	388
UNION PAC CORP	COM	907818108	145,122	1,475,863	SH	DEFINED	1,2,3	1,475
UNITED NAT								
FOODS INC	COM	911163103	9,977	222,600	SH	DEFINED	4	222
UNITED NAT								
FOODS INC	COM	911163103	10,349	230,900	SH	DEFINED	1,2,3	230
UNITED PARCEL								
SERVICE INC	CL B	911312106	4,638	62,400	SH	DEFINED	4	62
UNITED PARCEL								
SERVICE INC	CL B	911312106	11,817	159,000	SH	DEFINED	1,2,3	159
UNITED RENTALS								
INC	COM	911363109	5,445	163,600	SH	DEFINED	4	163
UNITED								
STATIONERS INC	COM	913004107	9,109	128,200	SH	DEFINED	4	128
UNITED								
STATIONERS INC	COM	913004107	9,741	137,100	SH	DEFINED	1,2,3	137
URBAN								
OUTFITTERS INC	COM	917047102	74	2,470	SH	DEFINED	4	2

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URBAN									
OUTFITTERS INC	COM	917047102	3,466	116,200	SH	DEFINED	1,2,3	116	
VAIL RESORTS INC	COM	91879Q109	15,267	313,100	SH	DEFINED	4	313	
VAIL RESORTS INC	COM	91879Q109	15,647	320,900	SH	DEFINED	1,2,3	320	
VALASSIS									
COMMUNICATIONS INC	COM	918866104	6,425	220,500	SH	DEFINED	4	220	
VALASSIS									
COMMUNICATIONS INC	COM	918866104	6,860	235,400	SH	DEFINED	1,2,3	235	
VANCEINFO									
TECHNOLOGIES INC	ADR	921564100	5,132	163,400	SH	DEFINED	4	163	
VARIAN MED SYS INC	COM	92220P105	22,649	334,850	SH	DEFINED	4	334	
VARIAN MED SYS INC	COM	92220P105	45,542	673,300	SH	DEFINED	1,2,3	673	
VERA BRADLEY INC	COM	92335C106	523	12,400	SH	DEFINED	4	12	

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	ITEM 7			
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	PUT/ CALL	INVESTMENT DISCRETION	MANAGER SEE INSTR V		
VERA BRADLEY INC	COM	92335C106	10,865	257,400	SH	DEFINED	1,2,3		
VERIFONE HLDGS INC	COM	92342Y109	43,421	790,200	SH	DEFINED	4		
VERIFONE HLDGS INC	COM	92342Y109	94,816	1,725,500	SH	DEFINED	1,2,3		
VERTEX PHARMACEUTICALS INC	COM	92532F100	60,303	1,258,150	SH	DEFINED	4		
VERTEX PHARMACEUTICALS INC	COM	92532F100	124,645	2,600,558	SH	DEFINED	1,2,3		
VIRGIN MEDIA INC	COM	92769L101	2,028	72,980	SH	DEFINED	4		
VIRGIN MEDIA INC	COM	92769L101	9,418	338,890	SH	DEFINED	1,2,3		
VISA INC	COM CL A	92826C839	37,274	506,297	SH	DEFINED	4		
VISA INC	COM CL A	92826C839	105,196	1,428,902	SH	DEFINED	1,2,3		
VIVO									
PARTICIPACOES S A	SPON ADR PFD NEW	92855S200	21,527	533,110	SH	DEFINED	4		
VIVO									
PARTICIPACOES S A	SPON ADR PFD NEW	92855S200	8,982	222,440	SH	DEFINED	1,2,3		
VMWARE INC	COM	928563402	25,473	312,395	SH	DEFINED	4		
VMWARE INC	COM	928563402	125,307	1,536,757	SH	DEFINED	1,2,3		
VOCUS INC	COM	92858J108	9,302	359,700	SH	DEFINED	4		
VOCUS INC	COM	92858J108	17,124	662,170	SH	DEFINED	1,2,3		
VOLCANO									
CORPORATION	COM	928645100	19,231	751,213	SH	DEFINED	4		
VOLCANO									
CORPORATION	COM	928645100	75,041	2,931,290	SH	DEFINED	1,2,3		

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WNS HOLDINGS LTD	SPON ADR	92932M101	5,495	520,900	SH	DEFINED	4
WNS HOLDINGS LTD	SPON ADR	92932M101	12,577	1,192,086	SH	DEFINED	1,2,3
WABTAC CORP	COM	929740108	25,877	381,500	SH	DEFINED	4
WABTAC CORP	COM	929740108	132,900	1,959,305	SH	DEFINED	1,2,3
WALTER ENERGY INC	COM	93317Q105	8,925	65,900	SH	DEFINED	4
WASHINGTON POST CO	CL B	939640108	3,150	7,200	SH	DEFINED	4
WASHINGTON POST CO	CL B	939640108	2,582	5,900	SH	DEFINED	1,2,3
WASTE CONNECTIONS INC	COM	941053100	19,448	675,500	SH	DEFINED	4
WASTE CONNECTIONS INC	COM	941053100	35,910	1,247,300	SH	DEFINED	1,2,3
WELLPOINT INC	COM	94973V107	26,436	378,800	SH	DEFINED	4
WELLPOINT INC	COM	94973V107	70,614	1,011,800	SH	DEFINED	1,2,3
WELLS FARGO & CO NEW	COM	949746101	27,585	870,200	SH	DEFINED	4
WELLS FARGO & CO NEW	COM	949746101	177,269	5,592,085	SH	DEFINED	1,2,3
WELLS FARGO & CO NEW	W EXP 10/28/201	949746119	544	48,120	SH	DEFINED	4
WELLS FARGO & CO NEW	W EXP 10/28/201	949746119	4,393	388,780	SH	DEFINED	1,2,3
WERNER ENTERPRISES INC	COM	950755108	6,522	246,400	SH	DEFINED	4
WERNER ENTERPRISES INC	COM	950755108	5,252	198,400	SH	DEFINED	1,2,3
WESTPORT INNOVATIONS INC	COM NEW	960908309	5,671	258,000	SH	DEFINED	1,2,3
WHOLE FOODS MKT INC	COM	966837106	6,461	98,050	SH	DEFINED	4
WHOLE FOODS MKT INC	COM	966837106	21,678	328,950	SH	DEFINED	1,2,3
WILLIAMS COS INC DEL	COM	969457100	1,444	46,300	SH	DEFINED	4
WILLIAMS COS INC DEL	COM	969457100	3,436	110,200	SH	DEFINED	1,2,3
WILLIAMS SONOMA INC	COM	969904101	7,782	192,150	SH	DEFINED	4
WILLIAMS SONOMA INC	COM	969904101	21,098	520,945	SH	DEFINED	1,2,3
WINTRUST FINANCIAL CORP	COM	97650W108	7,497	204,000	SH	DEFINED	4
WINTRUST FINANCIAL CORP	COM	97650W108	6,084	165,547	SH	DEFINED	1,2,3
WYNDHAM WORLDWIDE CORP	COM	98310W108	15,307	481,200	SH	DEFINED	4
WYNDHAM WORLDWIDE CORP	COM	98310W108	27,907	877,300	SH	DEFINED	1,2,3
WYNN RESORTS LTD	COM	983134107	1,691,532	13,292,980	SH	DEFINED	4
WYNN RESORTS LTD	COM	983134107	617,315	4,851,199	SH	DEFINED	1,2,3



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ITEM 1 NAME OF ISSUE	ITEM 2 TITLE OF CLASS	ITEM 3 CUSIP NUMBER	ITEM 4 FAIR MARKET VALUE	ITEM 5 SHARES/ PRINCIPAL AMOUNT	ITEM 6 PUT/ CALL	ITEM 7 INVESTMENT DISCRETION	ITEM 8 MANAGERS SEE INSTR V	ITEM 9 VO (A) SOLE
XEROX CORP	COM	984121103	4,715	442,722 SH		DEFINED	4	442,722
XEROX CORP	COM	984121103	30,277	2,842,884 SH		DEFINED	1,2,3	2,842,884
XUEDA ED GROUP	SPONSORED ADR	98418W109	2,275	238,020 SH		DEFINED	4	238,020
YUM BRANDS INC	COM	988498101	136	2,640 SH		DEFINED	4	2,640
YUM BRANDS INC	COM	988498101	2,456	47,810 SH		DEFINED	1,2,3	47,810
ZUMIEZ INC	COM	989817101	22,508	851,603 SH		DEFINED	4	851,603
ZUMIEZ INC	COM	989817101	59,402	2,247,533 SH		DEFINED	1,2,3	2,247,533
ZOLL MED CORP	COM	989922109	5,996	133,800 SH		DEFINED	4	133,800
ZOLL MED CORP	COM	989922109	50,726	1,132,022 SH		DEFINED	1,2,3	1,132,022
TELVENT GIT SA	SHS	E90215109	47,801	1,642,094 SH		DEFINED	4	1,642,094
TELVENT GIT SA	SHS	E90215109	103,997	3,572,566 SH		DEFINED	1,2,3	3,572,566
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6,743	204,100 SH		DEFINED	4	204,100
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	5,415	163,900 SH		DEFINED	1,2,3	163,900
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	5,887	107,100 SH		DEFINED	4	107,100
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	30,085	547,300 SH		DEFINED	1,2,3	547,300
BUNGE LIMITED	COM	G16962105	30,162	417,000 SH		DEFINED	4	417,000
BUNGE LIMITED	COM	G16962105	60,972	842,972 SH		DEFINED	1,2,3	842,972
COSAN LTD	SHS A	G25343107	6,397	495,900 SH		DEFINED	4	495,900
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	6,308	129,200 SH		DEFINED	4	129,200
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,116	104,800 SH		DEFINED	1,2,3	104,800
INGERSOLL- RAND PLC	SHS	G47791101	11,242	232,700 SH		DEFINED	4	232,700
INGERSOLL- RAND PLC	SHS	G47791101	38,774	802,600 SH		DEFINED	1,2,3	802,600
INVESCO LTD	SHS	G491BT108	2,306	90,200 SH		DEFINED	4	90,200
INVESCO LTD	SHS	G491BT108	19,078	746,400 SH		DEFINED	1,2,3	746,400
LAZARD LTD	SHS A	G54050102	4,392	105,618 SH		DEFINED	4	105,618
LAZARD LTD	SHS A	G54050102	49,084	1,180,463 SH		DEFINED	1,2,3	1,180,463
NABORS INDUSTRIES LTD	SHS	G6359F103	1,697	55,850 SH		DEFINED	4	55,850
NABORS INDUSTRIES LTD	SHS	G6359F103	3,974	130,800 SH		DEFINED	1,2,3	130,800
ORIENT- EXPRESS HOTELS LTD	CL A	G67743107	7,514	607,400 SH		DEFINED	4	607,400
ORIENT-								

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EXPRESS HOTELS LTD	CL A	G67743107	15,315	1,238,105	SH	DEFINED	1,2,3	1,238,105
RENAISSANCE HOLDINGS LTD	COM	G7496G103	2,656	38,500	SH	DEFINED	4	38,500
RENAISSANCE HOLDINGS LTD	COM	G7496G103	17,027	246,800	SH	DEFINED	1,2,3	246,800
SEADRILL LIMITED	SHS	G7945E105	8,527	236,400	SH	DEFINED	4	236,400
SEADRILL LIMITED	SHS	G7945E105	20,679	573,300	SH	DEFINED	1,2,3	573,300
SINA CORP	ORD	G81477104	89,533	836,440	SH	DEFINED	4	836,440
SINA CORP	ORD	G81477104	86,435	807,500	SH	DEFINED	1,2,3	807,500
UTI WORLDWIDE INC	ORD	G87210103	754	37,242	SH	DEFINED	1,2,3	37,242
VELTI PLC ST HELIER	SHS	G93285107	4,041	321,000	SH	DEFINED	4	321,000
VELTI PLC ST HELIER	SHS	G93285107	8,549	679,000	SH	DEFINED	1,2,3	679,000
XL GROUP PLC	SHS	G98290102	2,691	109,400	SH	DEFINED	4	109,400
XL GROUP PLC	SHS	G98290102	17,309	703,600	SH	DEFINED	1,2,3	703,600
ACE LTD	SHS	H0023R105	5,525	85,400	SH	DEFINED	4	85,400
ACE LTD	SHS	H0023R105	35,701	551,800	SH	DEFINED	1,2,3	551,800
WEATHERFORD INTERNATIONAL LT	REG	H27013103	2,893	128,000	SH	DEFINED	4	128,000
WEATHERFORD INTERNATIONAL LT	REG	H27013103	6,698	296,350	SH	DEFINED	1,2,3	296,350
TRANSOCEAN LTD	REG SHS	H8817H100	530	6,798	SH	DEFINED	4	6,798
TRANSOCEAN LTD	REG SHS	H8817H100	20,893	268,035	SH	DEFINED	1,2,3	268,035

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PRN	PUT/ INVESTMENT DISCRETION	MANAGERS SEE INSTR V
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ASML HOLDING N V	NY REG SHS	N07059186	3,872	87,000	SH	DEFINED	4
ASML HOLDING N V	NY REG SHS	N07059186	20,443	459,400	SH	DEFINED	1,2,3
CORE LABORATORIES N V	COM	N22717107	18,779	183,800	SH	DEFINED	4
CORE LABORATORIES N V	COM	N22717107	46,630	456,400	SH	DEFINED	1,2,3
VISTAPRINT N V COPA	SHS	N93540107	11,422	220,074	SH	DEFINED	1,2,3

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HOLDINGS  
SA

CL A

P31076105

8,472

160,451 SH

DEFINED

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44,984,213 928,773,887

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928,7