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WADDELL & REED FINANCIAL INC
Form 13F-HR
August 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2012

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 August 14, 2012

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):

- 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

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all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total 852
 Form 13F Information Table Value Total \$41,622,701 (\$ 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
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

		30-Jun-12									
ITEM 1		ITEM 2		ITEM 3		ITEM 4		ITEM 5		ITEM 6	
NAME OF ISSUE		TITLE OF CLASS		CUSIP NUMBER		FAIR MARKET VALUE		SHARES/ PRINCIPAL AMOUNT		SH/ PUT/ INVESTMENT DISCRETION	
AT&T INC	COM	00206R102	39,098	1,096,410	SH	DEFINED					
AT&T INC	COM	00206R102	179,617	5,036,925	SH	DEFINED					
ACCURIDE CORP NEW	COM NEW	00439T206	1,984	330,600	SH	DEFINED					
ACCURIDE CORP NEW	COM NEW	00439T206	1,848	308,000	SH	DEFINED					
ACI WORLDWIDE INC	COM	4498101	98,682	2,232,109	SH	DEFINED					
ACI WORLDWIDE INC	COM	4498101	166,326	3,762,184	SH	DEFINED					
ACME PACKET INC	COM	4764106	8,430	451,989	SH	DEFINED					
ACME PACKET INC	COM	4764106	6,245	334,860	SH	DEFINED					
ACQUITY GROUP LTD	ADR	00489C103	2,796	283,900	SH	DEFINED					
ACQUITY GROUP LTD	ADR	00489C103	2,645	268,500	SH	DEFINED					
ACUITY BRANDS INC	COM	00508Y102	17,569	345,101	SH	DEFINED					
ACUITY BRANDS INC	COM	00508Y102	40,895	803,273	SH	DEFINED					
ACXIOM CORP	COM	5125109	39,889	2,639,900	SH	DEFINED					
ACXIOM CORP	COM	5125109	74,048	4,900,614	SH	DEFINED					
AEGION CORP	COM	00770F104	6,857	383,300	SH	DEFINED					

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AEGION CORP	COM	00770F104	11,181	625,001	SH	DEFINED
AETNA INC NEW	COM	00817Y108	2,935	75,700	SH	DEFINED
AETNA INC NEW	COM	00817Y108	17,191	443,400	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	21,387	195,400	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	8252108	20,347	185,900	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	30,756	783,800	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	16,965	432,350	SH	DEFINED
AIRGAS INC	COM	9363102	17,020	202,600	SH	DEFINED
AIRGAS INC	COM	9363102	15,769	187,700	SH	DEFINED
AKORN INC	COM	9728106	5,137	325,770	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	15351109	5,303	53,400	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	15351109	62,787	632,300	SH	DEFINED
ALIGN TECHNOLOGY INC	COM	16255101	3,737	111,700	SH	DEFINED
ALLERGAN INC	COM	18490102	85,916	928,122	SH	DEFINED
ALLERGAN INC	COM	18490102	325,656	3,517,947	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	104,166	771,600	SH	DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	18581108	195,028	1,444,650	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	3,026	347,400	SH	DEFINED
ALTERA CORP	COM	21441100	25,392	750,355	SH	DEFINED
ALTERA CORP	COM	21441100	146,509	4,329,475	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	14,911	431,580	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	38,038	1,100,950	SH	DEFINED
AMAZON COM INC	COM	23135106	38,736	169,635	SH	DEFINED
AMAZON COM INC	COM	23135106	182,298	798,327	SH	DEFINED
	SPON ADR					
AMERICA MOVIL SAB DE C V	L SHS	02364W105	21,389	820,750	SH	DEFINED
	SPON ADR					
AMERICA MOVIL SAB DE C V	L SHS	02364W105	8,148	312,670	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	342,081	10,177,950	SH	DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	99,153	2,950,090	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	383	6,580	SH	DEFINED
AMERICAN EXPRESS CO	COM	25816109	20,094	345,200	SH	DEFINED
AMERICAN VANGUARD CORP	COM	30371108	1,699	63,903	SH	DEFINED
AMERICAN VANGUARD CORP	COM	30371108	23,356	878,390	SH	DEFINED
AMGEN INC	COM	31162100	4,134	56,600	SH	DEFINED
AMGEN INC	COM	31162100	23,908	327,334	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	3,583	54,125	SH	DEFINED
ANADARKO PETE CORP	COM	32511107	8,540	129,000	SH	DEFINED
	SPONSORED					
ANHEUSER BUSCH INBEV SA/NV	ADR	03524A108	35,619	447,190	SH	DEFINED
	SPONSORED					
ANHEUSER BUSCH INBEV SA/NV	ADR	03524A108	191,240	2,400,999	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
ANN INC	COM	35623107	4,756	186,600	SH	DEFINED
ANN INC	COM	35623107	4,479	175,700	SH	DEFINED

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ANSYS INC	COM	03662Q105	34,127	540,750	SH	DEFINED
ANSYS INC	COM	03662Q105	30,249	479,300	SH	DEFINED
APACHE CORP	COM	37411105	2,263	25,750	SH	DEFINED
APACHE CORP	COM	37411105	5,335	60,700	SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	167,158	13,480,450	SH	DEFINED
APOLLO GLOBAL MGMT LLC	CL A SHS	37612306	28,308	2,282,890	SH	DEFINED
APPLE INC	COM	37833100	1,183,740	2,026,952	SH	DEFINED
APPLE INC	COM	37833100	1,513,724	2,591,994	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	29,942	1,014,300	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	39483102	50,075	1,696,300	SH	DEFINED
ARCTIC CAT INC	COM	39670104	4,843	132,470	SH	DEFINED
	SPONSORED					
ARM HLDGS PLC	ADR	42068106	25,346	1,065,420	SH	DEFINED
	SPONSORED					
ARM HLDGS PLC	ADR	42068106	22,263	935,820	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	37,427	2,486,850	SH	DEFINED
ARUBA NETWORKS INC	COM	43176106	23,360	1,552,160	SH	DEFINED
ASHLAND INC NEW	COM	44209104	4,970	71,700	SH	DEFINED
ASHLAND INC NEW	COM	44209104	4,644	67,000	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	117,846	5,090,547	SH	DEFINED
ASPEN TECHNOLOGY INC	COM	45327103	218,073	9,420,011	SH	DEFINED
ATHENAHEALTH INC	COM	04685W103	9,809	123,900	SH	DEFINED
ATHENAHEALTH INC	COM	04685W103	9,200	116,200	SH	DEFINED
	UNIT					
ATLAS PIPELINE PARTNERS LP	L P INT	49392103	4,490	144,000	SH	DEFINED
	UNIT					
ATLAS PIPELINE PARTNERS LP	L P INT	49392103	4,228	135,600	SH	DEFINED
AUDIENCE INC	COM	05070J102	2,094	108,600	SH	DEFINED
AUDIENCE INC	COM	05070J102	5,389	279,510	SH	DEFINED
AUTOZONE INC	COM	53332102	51,978	141,565	SH	DEFINED
AUTOZONE INC	COM	53332102	171,435	466,909	SH	DEFINED
	SPONSORED					
BP PLC	ADR	55622104	926	22,850	SH	DEFINED
	SPONSORED					
BP PLC	ADR	55622104	2,197	54,200	SH	DEFINED
	SPON ADR					
BAIDU INC	REP A	56752108	714,285	6,212,250	SH	DEFINED
	SPON ADR					
BAIDU INC	REP A	56752108	121,120	1,053,400	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	2,978	80,465	SH	DEFINED
BANK OF MARIN BANCORP	COM	63425102	2,702	73,000	SH	DEFINED
BANK OF THE OZARKS INC	COM	63904106	11,319	376,300	SH	DEFINED
BANK OF THE OZARKS INC	COM	63904106	10,672	354,800	SH	DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	583	56,450	SH	DEFINED
BASIC ENERGY SVCS INC NEW	COM	06985P100	1,346	130,400	SH	DEFINED
BEACON ROOFING SUPPLY INC	COM	73685109	5,768	228,700	SH	DEFINED
BEACON ROOFING SUPPLY INC	COM	73685109	8,963	355,400	SH	DEFINED
BEAM INC	COM	73730103	30,009	480,220	SH	DEFINED
BEAM INC	COM	73730103	169,450	2,711,628	SH	DEFINED
BED BATH & BEYOND INC	COM	75896100	5,562	90,000	SH	DEFINED
BELO CORP	COM SER A	80555105	5,231	812,200	SH	DEFINED
BELO CORP	COM SER A	80555105	4,943	767,500	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	84670702	7,658	91,900	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	84670702	15,116	181,400	SH	DEFINED
	SPONSORED					
BHP BILLITON LTD	ADR	88606108	1,662	25,450	SH	DEFINED
	SPONSORED					
BHP BILLITON LTD	ADR	88606108	3,944	60,400	SH	DEFINED
BJS RESTAURANTS INC	COM	09180C106	2,193	57,708	SH	DEFINED
BJS RESTAURANTS INC	COM	09180C106	23,811	626,600	SH	DEFINED
	COM UNIT					
BLACKSTONE GROUP L P	LTD	09253U108	355,974	27,235,930	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
	COM UNIT					
BLACKSTONE GROUP L P	LTD	09253U108	58,870	4,504,180	SH	DEFINED
BOEING CO	COM	97023105	27,853	374,876	SH	DEFINED
BOEING CO	COM	97023105	134,370	1,808,479	SH	DEFINED
BOISE INC	COM	09746Y105	4,767	724,400	SH	DEFINED
BOISE INC	COM	09746Y105	4,492	682,600	SH	DEFINED
	SPONSORED					
BONA FILM GROUP LTD	ADS	09777B107	3,419	600,930	SH	DEFINED
BONANZA CREEK ENERGY INC	COM	97793103	1,818	109,300	SH	DEFINED
BONANZA CREEK ENERGY INC	COM	97793103	1,708	102,700	SH	DEFINED
BORG WARNER INC	COM	99724106	30,669	467,585	SH	DEFINED
BORG WARNER INC	COM	99724106	133,647	2,037,613	SH	DEFINED
BOSTON BEER INC	CL A	100557107	32,725	270,451	SH	DEFINED
BOSTON BEER INC	CL A	100557107	53,449	441,724	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	10,931	1,927,900	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	20,666	3,644,800	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	9,612	267,380	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	14,333	398,700	SH	DEFINED
BROADCOM CORP	CL A	111320107	6,511	192,629	SH	DEFINED
BROADCOM CORP	CL A	111320107	40,832	1,208,044	SH	DEFINED
BROADSOFT INC	COM	11133B409	2,040	70,445	SH	DEFINED
BROADSOFT INC	COM	11133B409	29,178	1,007,530	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	32,951	340,225	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	37,934	391,680	SH	DEFINED
CBS CORP NEW	CL B	124857202	710,884	21,686,512	SH	DEFINED
CBS CORP NEW	CL B	124857202	557,095	16,994,958	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	32,893	2,010,547	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	23,211	1,418,760	SH	DEFINED
CME GROUP INC	COM	12572Q105	212,453	792,410	SH	DEFINED
CME GROUP INC	COM	12572Q105	41,117	153,360	SH	DEFINED
	SPONSORED					
CNOOC LTD	ADR	126132109	1,469	7,300	SH	DEFINED
	SPONSORED					
CNOOC LTD	ADR	126132109	3,451	17,150	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	3,874	82,900	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	22,415	479,669	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	15,577	395,350	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	25,032	635,318	SH	DEFINED
CALAVO GROWERS INC	COM	128246105	3,563	139,280	SH	DEFINED
CAMECO CORP	COM	13321L108	1,213	55,250	SH	DEFINED
CAMECO CORP	COM	13321L108	2,803	127,700	SH	DEFINED
	ADS RP ORD					
CAMELOT INFORMATION SYS INC	SHS	13322V105	794	342,212	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	3,261	76,350	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	7,540	176,550	SH	DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	3,113	299,600	SH	DEFINED
CAMPUS CREST CMNTYS INC	COM	13466Y105	2,926	281,600	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	33,047	604,587	SH	DEFINED

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CAPITAL ONE FINL CORP	COM	14040H105	294,714	5,391,771	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,790	403,200	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	4,506	379,300	SH	DEFINED
CARIBOU COFFEE INC	COM	142042209	4,310	333,845	SH	DEFINED
	COM UTS					
CARLYLE GORUP L P	LTD PTN	14309L102	211,687	9,446,100	SH	DEFINED
	COM UTS					
CARLYLE GORUP L P	LTD PTN	14309L102	34,633	1,545,420	SH	DEFINED
CARMAX INC	COM	143130102	60,886	2,347,200	SH	DEFINED
CARMAX INC	COM	143130102	19,428	748,950	SH	DEFINED
CASEYS GEN STORES INC	COM	147528103	3,834	65,000	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	400,762	4,719,848	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	
CATERPILLAR INC DEL	COM	1.49E+08	90,763	1,068,930	SH	DEFINED	
CAVIUM INC	COM	14964U108	40,033	1,429,749	SH	DEFINED	
CAVIUM INC	COM	14964U108	36,259	1,294,950	SH	DEFINED	
CENTURYLINK INC	COM	156700106	8,656	219,200	SH	DEFINED	
CENTURYLINK INC	COM	156700106	16,479	417,300	SH	DEFINED	
CEPHEID	COM	15670R107	11,299	252,500	SH	DEFINED	
CEPHEID	COM	15670R107	10,709	239,300	SH	DEFINED	
CERNER CORP	COM	156782104	28,088	339,800	SH	DEFINED	
CERNER CORP	COM	156782104	54,531	659,700	SH	DEFINED	
	ADS						
CHANGYOU COM LTD	REP CL A	15911M107	2,698	127,800	SH	DEFINED	
	COM						
CHART INDS INC	PAR \$0.01	16115Q308	3,726	54,190	SH	DEFINED	
	N Y REGISTRY						
CHICAGO BRIDGE & IRON CO	SH	167250109	15,030	395,950	SH	DEFINED	
	N Y REGISTRY						
CHICAGO BRIDGE & IRON CO	SH	167250109	12,293	323,830	SH	DEFINED	
CHINA ZENIX AUTO INTL LTD	ADS	1.70E+108	1,458	600,000	SH	DEFINED	
CHURCH & DWIGHT INC	COM	171340102	34,405	620,250	SH	DEFINED	
CHURCH & DWIGHT INC	COM	171340102	71,515	1,289,260	SH	DEFINED	
CINEMARK HOLDINGS INC	COM	17243V102	6,007	262,900	SH	DEFINED	
CINEMARK HOLDINGS INC	COM	17243V102	5,655	247,500	SH	DEFINED	
CISCO SYS INC	COM	17275R102	231,319	13,472,300	SH	DEFINED	
CISCO SYS INC	COM	17275R102	36,421	2,121,220	SH	DEFINED	
CITIGROUP INC	COM NEW	172967424	3,503	127,800	SH	DEFINED	
CITIGROUP INC	COM NEW	172967424	20,505	748,100	SH	DEFINED	
CLEAN ENERGY FUELS CORP	COM	184499101	908	58,600	SH	DEFINED	
CLEAN ENERGY FUELS CORP	COM	1.84E+08	2,185	140,950	SH	DEFINED	
CLEARWIRE CORP NEW	CL A	18538Q105	2,668	2,382,300	SH	DEFINED	
CLEARWIRE CORP NEW	CL A	18538Q105	6,572	5,867,700	SH	DEFINED	
COBALT INTL ENERGY INC	COM	19075F106	1,086	46,200	SH	DEFINED	
COBALT INTL ENERGY INC	COM	19075F106	2,549	108,450	SH	DEFINED	
COCA COLA CO	COM	191216100	45,380	580,386	SH	DEFINED	
COCA COLA CO	COM	191216100	163,054	2,085,359	SH	DEFINED	
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	559,534	9,325,570	SH	DEFINED	

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COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	276,013	4,600,210	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	20,142	193,485	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	75,755	727,715	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	536	10,004	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	5,764	107,493	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	15,910	567,600	SH	DEFINED
COMMUNITY HEALTH SYS INC NEW	COM	203668108	19,139	682,790	SH	DEFINED
CONCHO RES INC	COM	20605P101	1,183	13,900	SH	DEFINED
CONCHO RES INC	COM	20605P101	2,800	32,900	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	964,988	17,268,931	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	306,941	5,492,859	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	5,714	319,572	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	28,813	432,500	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	31,894	478,750	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,382	184,700	SH	DEFINED
CORELOGIC INC	COM	21871D103	3,157	172,400	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	8,037	84,596	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	126,387	1,330,389	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	6,228	76,700	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	5,806	71,500	SH	DEFINED
CREE INC	COM	225447101	48,822	1,901,900	SH	DEFINED
CREE INC	COM	225447101	90,834	3,538,523	SH	DEFINED

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CUMMINS INC	COM	231021106	369,435	3,812,150	SH	DEFINED
CUMMINS INC	COM	231021106	71,719	740,060	SH	DEFINED
CYBERONICS INC	COM	23251P102	3,905	86,900	SH	DEFINED
CYBERONICS INC	COM	23251P102	51,700	1,150,420	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,442	58,700	SH	DEFINED
CYTEC INDS INC	COM	232820100	3,202	54,600	SH	DEFINED
D R HORTON INC	COM	23331A109	6,980	379,750	SH	DEFINED
D R HORTON INC	COM	23331A109	18,415	1,001,900	SH	DEFINED
DTE ENERGY CO	COM	233331107	3,607	60,800	SH	DEFINED
DTE ENERGY CO	COM	233331107	7,725	130,200	SH	DEFINED
DANA HLDG CORP	COM	235825205	3,660	285,700	SH	DEFINED
DANA HLDG CORP	COM	235825205	3,456	269,800	SH	DEFINED
DANAHER CORP DEL	COM	235851102	6,520	125,200	SH	DEFINED
DANAHER CORP DEL	COM	235851102	65,893	1,265,226	SH	DEFINED
DARLING INTL INC	COM	237266101	8,933	541,700	SH	DEFINED
DARLING INTL INC	COM	237266101	16,967	1,028,924	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	20,482	680,250	SH	DEFINED
DEALERTRACK HLDGS INC	COM	242309102	16,139	536,014	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	2,546	149,500	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	2,386	140,100	SH	DEFINED
DEERE & CO	COM	244199105	15,001	185,490	SH	DEFINED
DEERE & CO	COM	244199105	24,719	305,668	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	2,419	102,100	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	2,253	95,100	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	1,503	25,925	SH	DEFINED

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DEVON ENERGY CORP NEW	COM	25179M103	3,558	61,350	SH	DEFINED
DEXCOM INC	COM	252131107	13,995	1,079,826	SH	DEFINED
DEXCOM INC	COM	252131107	40,308	3,110,200	SH	DEFINED
	SPON ADR					
DIAGEO P L C	NEW	25243Q205	8,122	78,800	SH	DEFINED
	SPON ADR					
DIAGEO P L C	NEW	25243Q205	21,464	208,250	SH	DEFINED
DICE HLDGS INC	COM	2.53E+08	597	63,551	SH	DEFINED
DICE HLDGS INC	COM	253017107	12,984	1,382,770	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	326	6,730	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	3,642	75,100	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	8,416	155,860	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	123,518	2,287,375	SH	DEFINED
DOLE FOOD CO INC NEW	COM	256603101	156	17,762	SH	DEFINED
DOW CHEM CO	COM	260543103	7,313	232,150	SH	DEFINED
DOW CHEM CO	COM	260543103	60,854	1,931,860	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	3,150	72,000	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	2.61E+113	18,645	426,163	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	26,002	583,800	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	25,479	572,050	SH	DEFINED
DRIL-QUIP INC	COM	262037104	43,189	658,470	SH	DEFINED
DRIL-QUIP INC	COM	262037104	86,446	1,317,970	SH	DEFINED
DUNKIN BRANDS GROUP INC	COM	265504100	10,197	296,950	SH	DEFINED
DUNKIN BRANDS GROUP INC	COM	265504100	9,229	268,750	SH	DEFINED
EOG RES INC	COM	26875P101	2,036	22,600	SH	DEFINED
EOG RES INC	COM	26875P101	4,708	52,250	SH	DEFINED
EQT CORP	COM	26884L109	9,653	180,000	SH	DEFINED
EV ENERGY PARTNERS LP	COM UNITS	26926V107	3,911	77,500	SH	DEFINED
EV ENERGY PARTNERS LP	COM UNITS	26926V107	3,684	73,000	SH	DEFINED
EBAY INC	COM	278642103	3,579	85,200	SH	DEFINED

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EBAY INC	COM	278642103	13,216	314,600	SH	DEFINED
	COM UNIT					
EL PASO PIPELINE PARTNERS L	LPI	283702108	1,715	50,750	SH	DEFINED
	COM UNIT					
EL PASO PIPELINE PARTNERS L	LPI	283702108	4,190	123,950	SH	DEFINED
ELLIE MAE INC	COM	28849P100	1,750	97,200	SH	DEFINED
ELLIE MAE INC	COM	28849P100	1,661	92,300	SH	DEFINED
ENBRIDGE INC	COM	29250N105	3,277	82,100	SH	DEFINED
ENBRIDGE INC	COM	29250N105	7,828	196,100	SH	DEFINED
ENDOLOGIX INC	COM	29266S106	7,155	463,400	SH	DEFINED
ENDOLOGIX INC	COM	29266S106	6,766	438,200	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	2.94E+08	3,730	619,683	SH	DEFINED
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	3,517	584,300	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	40,179	1,102,600	SH	DEFINED
ESCO TECHNOLOGIES INC	COM	296315104	77,585	2,129,118	SH	DEFINED

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EURONET WORLDWIDE INC	COM	298736109	24,807	1,449,000	SH	DEFINED
EURONET WORLDWIDE INC	COM	298736109	52,217	3,050,053	SH	DEFINED
EXACTTARGET INC	COM	30064K105	1,615	73,900	SH	DEFINED
EXACTTARGET INC	COM	30064K105	1,519	69,500	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	37,899	978,050	SH	DEFINED
EXPEDITORS INT'L WASH INC	COM	302130109	27,904	720,100	SH	DEFINED
EXPRESS INC	COM	3.02E+107	11,307	622,300	SH	DEFINED
EXPRESS INC	COM	3.02E+107	10,655	586,400	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	199,220	2,328,155	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	91,296	1,066,917	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	2,452	62,500	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	5,635	143,650	SH	DEFINED
FACEBOOK INC	CL A	30303M102	4,575	147,015	SH	DEFINED
FACEBOOK INC	CL A	30303M102	24,435	785,185	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	2,695	29,000	SH	DEFINED
FACTSET RESH SYS INC	COM	303075105	28,970	311,707	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	2,351	55,865	SH	DEFINED
FARO TECHNOLOGIES INC	COM	311642102	32,320	768,065	SH	DEFINED
FASTENAL CO	COM	311900104	49,843	1,236,500	SH	DEFINED
FASTENAL CO	COM	311900104	34,034	844,300	SH	DEFINED
F5 NETWORKS INC	COM	315616102	27,082	272,019	SH	DEFINED
F5 NETWORKS INC	COM	315616102	2,429	24,400	SH	DEFINED
FINANCIAL ENGINES INC	COM	317485100	1,511	70,451	SH	DEFINED
FINANCIAL ENGINES INC	COM	317485100	16,448	766,800	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	8,499	568,100	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	23,555	1,574,500	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	12,763	317,725	SH	DEFINED
FIRST CASH FINL SVCS INC	COM	31942D107	17,715	441,010	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	5,888	680,738	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	5,555	642,174	SH	DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	2,930	383,020	SH	DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	1,714	224,000	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	45,850	1,364,572	SH	DEFINED
FIRST REP BK SAN FRAN CALI N	COM	33616C100	37,649	1,120,500	SH	DEFINED
FISERV INC	COM	337738108	44,899	621,700	SH	DEFINED
FISERV INC	COM	337738108	34,149	472,850	SH	DEFINED
FLUOR CORP NEW	COM	343412102	2,590	52,500	SH	DEFINED
FLUOR CORP NEW	COM	343412102	6,066	122,950	SH	DEFINED
	SPONSORED					
FOCUS MEDIA HLDG LTD	ADR	34415V109	13,121	558,800	SH	DEFINED
	COM PAR					
FORD MTR CO DEL	\$ 0.01	345370860	12,467	1,300,000	SH	DEFINED

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	NOTE					
FORD MTR CO DEL	4.250%11/1	345370CN8	1,390	1,000,000	PRN	DEFINED
	NOTE					
FORD MTR CO DEL	4.250%11/1	345370CN8	8,340	6,000,000	PRN	DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	49,945	2,242,700	SH	DEFINED

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FORTUNE BRANDS HOME & SEC IN COM		34964C106	34,779	1,561,700	SH	DEFINED
FORUM ENERGY TECHNOLOGIES IN COM		34984V100	7,732	392,700	SH	DEFINED
FORUM ENERGY TECHNOLOGIES IN COM		34984V100	20,371	1,034,590	SH	DEFINED
FREEPOR-T-MCMORAN COPPER & GOLD	COM	35671D857	188,468	5,531,780	SH	DEFINED
FREEPOR-T-MCMORAN COPPER & GOLD	COM	35671D857	27,537	808,260	SH	DEFINED
GARDNER DENVER INC	COM	365558105	2,286	43,210	SH	DEFINED
GARDNER DENVER INC	COM	365558105	24,974	472,000	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	3,054	79,200	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	2,877	74,600	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	24,887	1,194,206	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	173,661	8,333,070	SH	DEFINED
	SPONSORED					
GLAXOSMITHKLINE PLC	ADR	37733W105	12,005	263,450	SH	DEFINED
	SPONSORED					
GLAXOSMITHKLINE PLC	ADR	37733W105	27,773	609,450	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	9,515	99,263	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	51,571	537,985	SH	DEFINED
GOOGLE INC	CL A	38259P508	469,235	808,928	SH	DEFINED
GOOGLE INC	CL A	38259P508	400,953	691,214	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	33,714	945,704	SH	DEFINED
GREENHILL & CO INC.	COM	395259104	46,965	1,317,397	SH	DEFINED
HALLIBURTON CO	COM	406216101	6,505	229,121	SH	DEFINED
HALLIBURTON CO	COM	406216101	18,815	662,725	SH	DEFINED
HANESBRANDS INC	COM	410345102	5,205	187,700	SH	DEFINED
HANESBRANDS INC	COM	410345102	4,856	175,100	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	35,102	767,598	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	242,056	5,293,147	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	42,709	1,078,500	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	21,624	546,050	SH	DEFINED
HEALTHSOUTH CORP	COM NEW	421924309	3,803	163,500	SH	DEFINED
HEALTHSOUTH CORP	COM NEW	421924309	3,587	154,200	SH	DEFINED
HEALTHSTREAM INC	COM	42222N103	5,226	201,000	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,307	53,050	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	5,368	123,450	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	14,412	417,500	SH	DEFINED
HENRY JACK & ASSOC INC	COM	426281101	13,580	393,400	SH	DEFINED
HERSHEY CO	COM	427866108	6,713	93,200	SH	DEFINED
HERSHEY CO	COM	427866108	15,314	212,600	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	3,284	163,300	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	19,085	949,033	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	971	37,639	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	10,543	408,800	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	2,043	39,958	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	22,069	431,700	SH	DEFINED
HOME DEPOT INC	COM	437076102	24,667	465,500	SH	DEFINED
HOME DEPOT INC	COM	437076102	133,345	2,516,420	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	17,070	305,700	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	93,087	1,667,035	SH	DEFINED
HUB GROUP INC	CL A	443320106	15,410	425,700	SH	DEFINED
HUB GROUP INC	CL A	443320106	18,513	511,400	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	912	15,300	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	25,676	430,810	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
HUNTINGTON BANCSHARES INC	COM	446150104	22,309	3,485,800	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	2,094	327,150	SH	DEFINED
HUNTINGTON INGALLS INDS INC	COM	446413106	3,840	95,430	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	8,008	215,500	SH	DEFINED
HYATT HOTELS CORP	COM CL A	448579102	23,080	621,100	SH	DEFINED
IPG PHOTONICS CORP	COM	44980X109	9,176	210,500	SH	DEFINED
IPG PHOTONICS CORP	COM	44980X109	17,472	400,830	SH	DEFINED
IDEX CORP	COM	45167R104	43,156	1,107,129	SH	DEFINED
IDEX CORP	COM	45167R104	31,323	803,575	SH	DEFINED
IDEXX LABS INC	COM	45168D104	22,922	238,450	SH	DEFINED
IDEXX LABS INC	COM	45168D104	17,550	182,568	SH	DEFINED
IGATE CORP	COM	45169U105	14,920	876,600	SH	DEFINED
IGATE CORP	COM	45169U105	29,031	1,705,700	SH	DEFINED
IGNITE RESTAURANT GROUP INC	COM	4.52E+08	3,622	200,000	SH	DEFINED
INCYTE CORP	COM	45337C102	20,205	890,100	SH	DEFINED
INCYTE CORP	COM	45337C102	19,113	842,000	SH	DEFINED
	UNIT LTD					
INERGY L P	PTNR	456615103	3,817	205,000	SH	DEFINED
INFORMATICA CORP	COM	45666Q102	10,598	250,200	SH	DEFINED
INFORMATICA CORP	COM	45666Q102	19,833	468,195	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	3,122	185,500	SH	DEFINED
INSIGHT ENTERPRISES INC	COM	45765U103	2,868	170,400	SH	DEFINED
INTEL CORP	COM	458140100	147,221	5,524,250	SH	DEFINED
INTEL CORP	COM	458140100	31,361	1,176,770	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,440	141,300	SH	DEFINED
INTER PARFUMS INC	COM	458334109	2,297	133,000	SH	DEFINED
INTUIT	COM	461202103	219,095	3,691,570	SH	DEFINED
INTUIT	COM	461202103	334,708	5,639,565	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	64,018	115,600	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	56,957	102,850	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	10,197	740,000	SH	DEFINED
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	13,768	999,100	SH	DEFINED
	MSCI					
ISHARES INC	TAIWAN	464286731	12,177	995,700	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	5,792	482,700	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	15,667	1,305,600	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	33,198	929,147	SH	DEFINED
J P MORGAN CHASE & CO	COM	46625H100	174,349	4,879,618	SH	DEFINED
	NOTE					
JINKOSOLAR HLDG CO LTD	4.000%5/1	47759TAA8	4,373	9,230,000	PRN	DEFINED
	NOTE					
JINKOSOLAR HLDG CO LTD	4.000%5/1	47759TAA8	8,490	17,920,000	PRN	DEFINED
JOHNSON & JOHNSON	COM	478160104	27,507	407,155	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	98,098	1,452,008	SH	DEFINED
JONES GROUP INC	COM	48020T101	3,411	356,800	SH	DEFINED
JONES GROUP INC	COM	48020T101	3,213	336,100	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	3,196	64,900	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	7,722	156,800	SH	DEFINED
	COM					
KKR & CO L P DEL	UNITS	48248M102	165,955	12,874,700	SH	DEFINED
KKR & CO L P DEL	COM UNITS	48248M102	27,526	2,135,430	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	42,226	607,045	SH	DEFINED
KANSAS CITY SOUTHERN	COM NEW	485170302	216,115	3,106,886	SH	DEFINED

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KELLOGG CO	COM	487836108	2,467	50,000	SH	DEFINED
KFORCE INC	COM	493732101	7,840	582,500	SH	DEFINED
KFORCE INC	COM	493732101	7,392	549,200	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	1,900	58,973	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	4,564	141,645	SH	DEFINED

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LKQ CORP	COM	501889208	21,700	649,700	SH	DEFINED
LKQ CORP	COM	501889208	18,196	544,800	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	51,276	1,358,664	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	55,861	1,480,154	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	17,600	340,300	SH	DEFINED
LANDSTAR SYS INC	COM	515098101	16,649	321,900	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	565	27,150	SH	DEFINED
LAREDO PETE HLDGS INC	COM	516806106	1,336	64,250	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	40,519	931,680	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	135,410	3,113,598	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	45,159	834,425	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	227,036	4,195,047	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	5,085	600,300	SH	DEFINED
LEXINGTON REALTY TRUST	COM	529043101	4,685	553,100	SH	DEFINED
LIFE TIME FITNESS INC	COM	53217R207	1,996	42,908	SH	DEFINED
LIFE TIME FITNESS INC	COM	53217R207	31,354	674,138	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	14,138	345,000	SH	DEFINED
LIFEPOINT HOSPITALS INC	COM	53219L109	13,343	325,600	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	10,092	237,300	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	37,137	873,200	SH	DEFINED
LOGMEIN INC	COM	54142L109	2,168	71,021	SH	DEFINED
LOGMEIN INC	COM	54142L109	23,487	769,555	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	4,436	407,700	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	4,139	380,400	SH	DEFINED
M D C HLDGS INC	COM	552676108	9,386	287,300	SH	DEFINED
M D C HLDGS INC	COM	552676108	16,087	492,400	SH	DEFINED
MACYS INC	COM	55616P104	11,200	326,045	SH	DEFINED
MACYS INC	COM	55616P104	65,474	1,906,075	SH	DEFINED
MANITOWOC INC	COM	563571108	4,142	353,990	SH	DEFINED
MARATHON OIL CORP	COM	565849106	4,493	175,700	SH	DEFINED
MARATHON OIL CORP	COM	565849106	26,137	1,022,155	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	5,168	115,050	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	29,932	666,350	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	11,270	228,550	SH	DEFINED
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	35,809	726,205	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	4,010	188,600	SH	DEFINED
MARTEN TRANS LTD	COM	573075108	3,778	177,700	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	45,554	577,950	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	4,099	52,000	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	100,712	234,155	SH	DEFINED

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MASTERCARD INC	CL A	57636Q104	417,451	970,569	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	5,570	500,000	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	5,245	470,800	SH	DEFINED
MCDONALDS CORP	COM	580135101	56,139	634,125	SH	DEFINED
MCDONALDS CORP	COM	580135101	317,261	3,583,658	SH	DEFINED
MCKESSON CORP	COM	58155Q103	3,075	32,800	SH	DEFINED
MCKESSON CORP	COM	58155Q103	17,844	190,336	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	80,294	997,320	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	250,659	3,113,394	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	12,406	163,663	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	4,503	107,855	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	11,884	284,650	SH	DEFINED
METLIFE INC	COM	59156R108	4,646	150,600	SH	DEFINED

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ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5		ITEM 6
NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
METLIFE INC	COM	59156R108	27,074	877,600	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	46,393	297,675	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	52,179	334,800	SH	DEFINED
MICROS SYS INC	COM	594901100	42,649	832,994	SH	DEFINED
MICROS SYS INC	COM	594901100	85,751	1,674,831	SH	DEFINED
MICROSOFT CORP	COM	594918104	6,399	209,200	SH	DEFINED
MICROSOFT CORP	COM	594918104	13,089	427,900	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	116,958	3,535,622	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	299,091	9,041,434	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	53,225	8,435,100	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	95,916	15,200,600	SH	DEFINED
MOBILE MINI INC	COM	60740F105	533	37,021	SH	DEFINED
MOBILE MINI INC	COM	60740F105	5,768	400,526	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	108,492	1,310,603	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	444,706	5,372,143	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	5,235	95,600	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	21,140	386,050	SH	DEFINED
NANOMETRICS INC	COM	630077105	9,686	630,600	SH	DEFINED
NANOMETRICS INC	COM	630077105	18,143	1,181,192	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	94,068	1,459,775	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	330,747	5,132,631	SH	DEFINED
NEOGEN CORP	COM	640491106	1,299	28,121	SH	DEFINED
NEOGEN CORP	COM	640491106	14,054	304,200	SH	DEFINED
NETAPP INC	COM	64110D104	10,647	334,600	SH	DEFINED
NETAPP INC	COM	64110D104	59,854	1,881,030	SH	DEFINED
NETFLIX INC	COM	64110L106	23,677	345,800	SH	DEFINED
NETFLIX INC	COM	64110L106	2,037	29,750	SH	DEFINED
NETSUITE INC	COM	64118Q107	16,617	303,400	SH	DEFINED
NETSUITE INC	COM	64118Q107	15,708	286,800	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	9,538	1,037,900	SH	DEFINED
NETSPEND HLDGS INC	COM	64118V106	18,387	2,000,777	SH	DEFINED
NIKE INC	CL B	654106103	19,788	225,430	SH	DEFINED
NIKE INC	CL B	654106103	92,975	1,059,185	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	8,980	105,875	SH	DEFINED

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NOBLE ENERGY INC	COM	655044105	93,412	1,101,294	SH	DEFINED
NORDSTROM INC	COM	655664100	25,409	511,350	SH	DEFINED
NORDSTROM INC	COM	655664100	20,437	411,300	SH	DEFINED
NORTEK INC	COM NEW	656559309	751	15,000	SH	DEFINED
NORTHERN TR CORP	COM	665859104	56,126	1,219,600	SH	DEFINED
NORTHERN TR CORP	COM	665859104	41,945	911,450	SH	DEFINED
NUVASIVE INC	COM	670704105	9,331	367,945	SH	DEFINED
NV ENERGY INC	COM	67073Y106	3,416	194,300	SH	DEFINED
NV ENERGY INC	COM	67073Y106	3,164	180,000	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	12,450	148,625	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	46,312	552,852	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	25,915	409,145	SH	DEFINED
OSI SYSTEMS INC	COM	671044105	43,297	683,560	SH	DEFINED
	UNIT					
OAKTREE CAP GROUP LLC	99/99/9999	674001201	11,462	324,250	SH	DEFINED
	UNIT					
OAKTREE CAP GROUP LLC	99/99/9999	674001201	8,021	226,900	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	3,528	145,900	SH	DEFINED
OASIS PETE INC NEW	COM	674215108	4,639	191,850	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	370,417	4,318,725	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	72,712	847,760	SH	DEFINED

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NAME OF ISSUE	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE	SHARES/ PRINCIPAL AMOUNT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
OMNICELL INC	COM	68213N109	5,167	352,913	SH	DEFINED
OPENTABLE INC	COM	68372A104	9,619	213,701	SH	DEFINED
OPENTABLE INC	COM	68372A104	41,361	918,930	SH	DEFINED
ORACLE CORP	COM	68389X105	24,364	820,331	SH	DEFINED
ORACLE CORP	COM	68389X105	104,857	3,530,526	SH	DEFINED
PC&E CORP	COM	69331C108	7,952	175,650	SH	DEFINED
PC&E CORP	COM	69331C108	31,770	701,800	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	8,293	135,700	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	19,152	313,400	SH	DEFINED
PPL CORP	COM	69351T106	12,017	432,110	SH	DEFINED
PPL CORP	COM	69351T106	23,544	846,609	SH	DEFINED
PALL CORP	COM	696429307	64,397	1,174,908	SH	DEFINED
PALL CORP	COM	696429307	134,754	2,458,570	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	21,055	151,000	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	56,390	404,400	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	26,483	1,818,900	SH	DEFINED
PATTERSON UTI ENERGY INC	COM	703481101	9,026	619,900	SH	DEFINED
PAYCHEX INC	COM	704326107	6,218	197,960	SH	DEFINED
PAYCHEX INC	COM	704326107	10,538	335,500	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,184	48,300	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,800	114,200	SH	DEFINED
PENTAIR INC	COM	709631105	28,591	746,900	SH	DEFINED
PENTAIR INC	COM	709631105	53,573	1,399,500	SH	DEFINED
PEPSICO INC	COM	713448108	4,181	59,170	SH	DEFINED
PEPSICO INC	COM	713448108	14,871	210,460	SH	DEFINED
PETSMART INC	COM	716768106	40,707	597,050	SH	DEFINED

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PETSMART INC	COM	716768106	32,334	474,250	SH	DEFINED
PFIZER INC	COM	717081103	551,176	23,964,186	SH	DEFINED
PFIZER INC	COM	717081103	217,663	9,463,595	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	681,341	7,808,169	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	581,422	6,663,095	SH	DEFINED
PHILLIPS 66	COM	718546104	293,628	8,833,580	SH	DEFINED
PHILLIPS 66	COM	718546104	114,546	3,446,022	SH	DEFINED
PHOTRONICS INC	COM	719405102	12,074	1,979,400	SH	DEFINED
PHOTRONICS INC	COM	719405102	21,209	3,476,834	SH	DEFINED
PINNACLE ENTMT INC	COM	723456109	1,111	115,500	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,107	12,550	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	2,620	29,700	SH	DEFINED
	UNIT LTD					
PLAINS ALL AMERN PIPELINE L	PARTN	726503105	4,251	52,600	SH	DEFINED
	UNIT LTD					
PLAINS ALL AMERN PIPELINE L	PARTN	726503105	24,768	306,500	SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	1,474	41,900	SH	DEFINED
PLAINS EXPL& PRODTN CO	COM	726505100	3,516	99,950	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	49,344	1,221,695	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	29,401	727,920	SH	DEFINED
POOL CORPORATION	COM	73278L105	2,994	74,000	SH	DEFINED
POOL CORPORATION	COM	73278L105	2,824	69,800	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	26,649	292,016	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	85,839	940,599	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	16,178	370,300	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	6,195	141,800	SH	DEFINED
POWER INTEGRATIONS INC	COM	739276103	6,117	164,000	SH	DEFINED
POWER INTEGRATIONS INC	COM	739276103	5,729	153,600	SH	DEFINED
POWER ONE INC NEW	COM	73930R102	5,387	1,191,800	SH	DEFINED

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POWER ONE INC NEW	COM	73930R102	31,692	7,011,600	SH	DEFINED
PRAXAIR INC	COM	74005P104	34,353	315,951	SH	DEFINED
PRAXAIR INC	COM	74005P104	134,857	1,240,295	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	102,258	621,670	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	545,889	3,318,676	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	35,572	564,998	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	129,113	2,050,713	SH	DEFINED
PROTO LABS INC	COM	743713109	1,123	39,057	SH	DEFINED
PROTO LABS INC	COM	743713109	12,321	428,400	SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	12,427	561,800	SH	DEFINED
QLIK TECHNOLOGIES INC	COM	74733T105	11,713	529,500	SH	DEFINED
QUALCOMM INC	COM	747525103	34,750	624,094	SH	DEFINED
QUALCOMM INC	COM	747525103	123,356	2,215,447	SH	DEFINED
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	2,124	39,900	SH	DEFINED
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	30,009	563,650	SH	DEFINED
QUIKSILVER INC	COM	74838C106	2,694	1,156,300	SH	DEFINED

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QUIKSILVER INC	COM	74838C106	2,518	1,080,600	SH	DEFINED
RPM INTL INC	COM	749685103	5,497	202,100	SH	DEFINED
RPM INTL INC	COM	749685103	5,084	186,900	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	4,622	33,000	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	54,628	390,035	SH	DEFINED
RED HAT INC	COM	756577102	18,890	334,450	SH	DEFINED
RED HAT INC	COM	756577102	12,852	227,550	SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM					
REGENCY ENERGY PARTNERS L P	UNITS L P	75885Y107	8,255	347,300	SH	DEFINED
REGENCY ENERGY PARTNERS L P	COM					
REGENCY ENERGY PARTNERS L P	UNITS L P	75885Y107	27,676	1,164,315	SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	5,087	95,600	SH	DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	4,704	88,400	SH	DEFINED
	SPONSORED					
RIO TINTO PLC	ADR	767204100	4,408	92,200	SH	DEFINED
	SPONSORED					
RIO TINTO PLC	ADR	767204100	11,718	245,100	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	15,759	975,800	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	1,538	95,250	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	22,057	223,750	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	16,197	164,300	SH	DEFINED
ROSETTA RESOURCES INC	COM	777779307	2,917	79,600	SH	DEFINED
ROSETTA RESOURCES INC	COM	777779307	2,733	74,600	SH	DEFINED
ROUNDYS INC	COM	779268101	13,263	1,299,031	SH	DEFINED
ROUNDYS INC	COM	779268101	7,090	694,400	SH	DEFINED
	SPONS					
ROYAL DUTCH SHELL PLC	ADR A	780259206	2,097	31,100	SH	DEFINED
	SPONS					
ROYAL DUTCH SHELL PLC	ADR A	780259206	5,580	82,750	SH	DEFINED
SM ENERGY CO	COM	78454L100	1,021	20,800	SH	DEFINED
SM ENERGY CO	COM	78454L100	2,431	49,500	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	4,890	31,510	SH	DEFINED
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	7,628	305,100	SH	DEFINED
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	7,128	285,100	SH	DEFINED
SVB FINL GROUP	COM	78486Q101	25,831	439,900	SH	DEFINED
SVB FINL GROUP	COM	78486Q101	24,140	411,100	SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	9,728	628,400	SH	DEFINED
SAFEGUARD SCIENTIFICS INC	COM NEW	786449207	9,234	596,500	SH	DEFINED
SAGENT PHARMACEUTICALS INC	COM	786692103	1,805	99,858	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	46	330	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	581	4,200	SH	DEFINED
SALIX PHARMACEUTICALS INC	COM	795435106	11,661	214,190	SH	DEFINED
SAPIENT CORP	COM	803062108	2,425	240,779	SH	DEFINED

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SAPIENT CORP	COM	803062108	29,787	2,957,996	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	51,325	653,900	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	46,859	597,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	101,204	1,559,138	SH	DEFINED

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SCHLUMBERGER LTD	COM	806857108	387,821	5,974,754	SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	4,245	441,761	SH	DEFINED
SCRIPPS E W CO OHIO	CL A NEW	811054402	3,918	407,700	SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	2,103	236,606	SH	DEFINED
SEABRIGHT HOLDINGS INC	COM	811656107	1,894	213,000	SH	DEFINED
SELECT COMFORT CORP	COM	81616X103	3,836	183,350	SH	DEFINED
SEMTECH CORP	COM	816850101	13,909	571,900	SH	DEFINED
SEMTECH CORP	COM	816850101	13,122	539,561	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	2,528	19,100	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	30,112	227,520	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	61,565	1,009,756	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	51,114	838,350	SH	DEFINED
SKULLCANDY INC	COM	83083J104	16,947	1,197,650	SH	DEFINED
SKULLCANDY INC	COM	83083J104	14,222	1,005,100	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	34,137	816,867	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	36,265	867,800	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	3,135	340,000	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	4,874	111,658	SH	DEFINED
SOUTHWEST GAS CORP	COM	844895102	4,593	105,228	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	8,607	269,550	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	20,731	649,250	SH	DEFINED
	COM CL A					
SPANSION INC	NEW	84649R200	9,821	894,400	SH	DEFINED
	COM CL A					
SPANSION INC	NEW	84649R200	17,689	1,610,990	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	19,350	1,096,320	SH	DEFINED
SPREADTRUM COMMUNICATIONS IN	ADR	849415203	31,379	1,777,830	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	20,573	6,310,700	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	36,305	11,136,484	SH	DEFINED
STARBUCKS CORP	COM	855244109	563,519	10,568,630	SH	DEFINED
STARBUCKS CORP	COM	855244109	486,096	9,116,576	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	478,391	9,019,431	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	102,107	1,925,092	SH	DEFINED
STERICYCLE INC	COM	858912108	35,545	387,750	SH	DEFINED
STERICYCLE INC	COM	858912108	58,397	637,036	SH	DEFINED
STIFEL FINL CORP	COM	860630102	4,359	141,070	SH	DEFINED
STRATASYS	COM	862685104	3,131	63,196	SH	DEFINED
STRATASYS	COM	862685104	33,912	684,394	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	13,775	2,132,300	SH	DEFINED
STRATEGIC HOTELS & RESORTS I	COM	86272T106	12,972	2,008,100	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	1,314	45,400	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	3,132	108,200	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,742	71,900	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	10,208	421,300	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	1,535	75,900	SH	DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	7,468	369,150	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	7,397	400,500	SH	DEFINED
SYNCHRONOSS TECHNOLOGIES INC	COM	87157B103	7,033	380,800	SH	DEFINED
THL CR INC	COM	872438106	3,555	263,900	SH	DEFINED
THL CR INC	COM	872438106	3,358	249,300	SH	DEFINED
TANGOE INC	COM	87582Y108	4,409	206,900	SH	DEFINED

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TANGOE INC	COM	87582Y108	7,951	373,120	SH	DEFINED
TARGET CORP	COM	8.76E+110	10,660	183,200	SH	DEFINED
TARGET CORP	COM	8.76E+110	75,609	1,299,355	SH	DEFINED
TARGA RES CORP	COM	87612G101	3,463	81,108	SH	DEFINED
TARGA RES CORP	COM	87612G101	12,019	281,464	SH	DEFINED
TEAM INC	COM	8.78E+08	10,526	337,600	SH	DEFINED
TEAM INC	COM	878155100	9,800	314,300	SH	DEFINED
TEAM HEALTH HOLDINGS INC	COM	87817A107	2,941	122,100	SH	DEFINED
TEAM HEALTH HOLDINGS INC	COM	87817A107	2,746	114,000	SH	DEFINED
	SPONSORED					
TELEFONICA BRASIL SA	ADR	87936R106	2,444	98,770	SH	DEFINED
	SPONSORED					
TELEFONICA BRASIL SA	ADR	87936R106	0	0	SH	DEFINED
	SPONSORED					
TENARIS S A	ADR	88031M109	783	22,400	SH	DEFINED
	SPONSORED					
TENARIS S A	ADR	88031M109	1,852	52,950	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	35,241	6,725,400	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	65,939	12,583,800	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	40,221	558,550	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	33,564	466,100	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	25,804	654,260	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	38,777	983,190	SH	DEFINED
TILLYS INC	CL A	886885102	1,910	119,000	SH	DEFINED
TILLYS INC	CL A	886885102	3,094	192,800	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	17,184	209,300	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	181,659	2,212,653	SH	DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	4,692	73,500	SH	DEFINED
TRAVELERS COMPANIES INC	COM	8.94E+113	11,063	173,300	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	47,372	1,029,610	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	35,545	772,544	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	7,158	127,200	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	6,741	119,800	SH	DEFINED
	SPONSORED					
21VIANET GROUP INC	ADR	90138A103	6,694	584,600	SH	DEFINED
	SPONSORED					
21VIANET GROUP INC	ADR	90138A103	12,317	1,075,700	SH	DEFINED
II VI INC	COM	902104108	3,649	218,900	SH	DEFINED
II VI INC	COM	902104108	3,441	206,400	SH	DEFINED
TYLER TECHNOLOGIES INC	COM	902252105	4,921	121,951	SH	DEFINED
TYLER TECHNOLOGIES INC	COM	902252105	24,441	605,720	SH	DEFINED
UMB FINL CORP	COM	902788108	8,622	168,300	SH	DEFINED
UMB FINL CORP	COM	902788108	12,266	239,430	SH	DEFINED
UBIQUITI NETWORKS INC	COM	90347A100	2,685	188,450	SH	DEFINED
UBIQUITI NETWORKS INC	COM	90347A100	264	18,550	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	42,720	457,483	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	33,729	361,200	SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	41,414	464,703	SH	DEFINED
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	72,223	810,402	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	27,993	1,213,397	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	3,846	166,700	SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	65,663	694,993	SH	DEFINED

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UNDER ARMOUR INC	CL A	904311107	225,502	2,386,770	SH	DEFINED
UNION PAC CORP	COM	907818108	42,337	354,851	SH	DEFINED
UNION PAC CORP	COM	907818108	219,957	1,843,576	SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	23,085	420,800	SH	DEFINED
UNITED NAT FOODS INC	COM	911163103	21,906	399,300	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	7,088	90,000	SH	DEFINED
UNITED STATIONERS INC	COM	913004107	5,471	203,000	SH	DEFINED

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UNITED STATIONERS INC	COM	913004107	5,172	191,900	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	58,549	1,000,845	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	187,418	3,203,733	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	16,496	329,400	SH	DEFINED
VAIL RESORTS INC	COM	91879Q109	26,963	538,400	SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	5,240	240,900	SH	DEFINED
VALASSIS COMMUNICATIONS INC	COM	918866104	4,935	226,900	SH	DEFINED
VANTIV INC	CL A	92210H105	65,254	2,801,820	SH	DEFINED
VANTIV INC	CL A	92210H105	64,619	2,774,550	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	68,309	1,124,050	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	40,464	665,850	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	3,801	180,304	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	8,202	389,110	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	47,728	853,500	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	89,164	1,594,500	SH	DEFINED
VISA INC	COM CL A	92826C839	82,931	670,799	SH	DEFINED
VISA INC	COM CL A	92826C839	271,979	2,199,947	SH	DEFINED
VISTEON CORP	COM NEW	92839U206	4,710	125,600	SH	DEFINED
VISTEON CORP	COM NEW	92839U206	4,436	118,300	SH	DEFINED
VITAMIN SHOPPE INC	COM	9.28E+105	5,493	100,000	SH	DEFINED
VMWARE INC	COM	928563402	18,080	198,595	SH	DEFINED
VMWARE INC	COM	928563402	66,958	735,477	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	27,788	969,904	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	70,953	2,476,560	SH	DEFINED
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	3,386	144,410	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	9,785	1,005,700	SH	DEFINED
WNS HOLDINGS LTD	SPON ADR	92932M101	18,254	1,876,074	SH	DEFINED
WABTAC CORP	COM	929740108	28,515	365,524	SH	DEFINED
WABTAC CORP	COM	929740108	105,724	1,355,265	SH	DEFINED
WALTER ENERGY INC	COM	93317Q105	4,200	95,100	SH	DEFINED
WARNACO GROUP INC	COM NEW	934390402	3,614	84,869	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	2,692	7,200	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	2,430	6,500	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	17,659	590,194	SH	DEFINED
WASTE CONNECTIONS INC	COM	941053100	41,717	1,394,300	SH	DEFINED
WATSCO INC	COM	942622200	16,664	225,800	SH	DEFINED
WATSCO INC	COM	942622200	15,749	213,400	SH	DEFINED
WELLPOINT INC	COM	94973V107	2,871	45,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	26,276	411,915	SH	DEFINED

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WELLS FARGO & CO NEW	COM	949746101	15,270	456,633	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	58,762	1,757,223	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	1,878	78,600	SH	DEFINED
WERNER ENTERPRISES INC	COM	950755108	1,768	74,000	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	43,480	456,150	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	114,513	1,201,355	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,339	46,450	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	3,202	111,100	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	2,521	71,000	SH	DEFINED
WINTRUST FINANCIAL CORP	COM	97650W108	2,327	65,547	SH	DEFINED
WISDOMTREE INVTS INC	COM	97717P104	3,454	525,770	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	52,766	1,000,500	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	40,035	759,100	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,366,316	13,173,120	SH	DEFINED

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WYNN RESORTS LTD	COM	983134107	339,407	3,272,341	SH	DEFINED
XEROX CORP	COM	984121103	3,382	429,722	SH	DEFINED
XEROX CORP	COM	984121103	19,679	2,500,461	SH	DEFINED
	SPONSORED					
XUEDA ED GROUP	ADR	98418W109	931	238,020	SH	DEFINED
YUM BRANDS INC	COM	988498101	18,208	282,640	SH	DEFINED
YUM BRANDS INC	COM	988498101	57,896	898,723	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	4,206	216,583	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	8,209	422,700	SH	DEFINED
ZUMIEZ INC	COM	989817101	23,952	604,838	SH	DEFINED
ZUMIEZ INC	COM	989817101	41,551	1,049,263	SH	DEFINED
	SHS					
ARCOS DORADOS HOLDINGS INC	CLASS -A -	G0457F107	15,171	1,026,476	SH	DEFINED
	SHS					
ARCOS DORADOS HOLDINGS INC	CLASS -A -	G0457F107	17,510	1,184,700	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,800	164,000	SH	DEFINED
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	4,519	154,400	SH	DEFINED
BUNGE LIMITED	COM	G16962105	22,059	351,600	SH	DEFINED
BUNGE LIMITED	COM	G16962105	41,311	658,447	SH	DEFINED
COSAN LTD	SHS A	G25343107	4,868	383,600	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	10,529	196,800	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	79,576	1,487,400	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,484	143,100	SH	DEFINED
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	5,062	132,100	SH	DEFINED
	SHS					
ENSCO PLC	CLASS A	G3157S106	1,361	28,975	SH	DEFINED
	SHS					
ENSCO PLC	CLASS A	G3157S106	3,147	67,000	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	10,134	988,720	SH	DEFINED
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	26,615	2,596,627	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	2,898	68,700	SH	DEFINED

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INGERSOLL-RAND PLC	SHS	G47791101	16,940	401,614	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	5,459	494,000	SH	DEFINED
KOSMOS ENERGY LTD	SHS	G5315B107	1,649	149,250	SH	DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	14,177	338,840	SH	DEFINED
MICHAEL KORS HLDGS LTD	SHS	G60754101	18,627	445,200	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	1,320	91,650	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	3,122	216,800	SH	DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	3,078	40,500	SH	DEFINED
RENAISSANCE HOLDINGS LTD	COM	G7496G103	17,823	234,480	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	14,023	394,800	SH	DEFINED
SEADRILL LIMITED	SHS	G7945E105	30,384	855,400	SH	DEFINED
SINA CORP	ORD	G81477104	29,233	564,240	SH	DEFINED
SINA CORP	ORD	G81477104	30,874	595,900	SH	DEFINED
XL GROUP PLC	SHS	G98290102	2,847	135,300	SH	DEFINED
XL GROUP PLC	SHS	G98290102	16,506	784,496	SH	DEFINED
ACE LTD	SHS	H0023R105	9,852	132,900	SH	DEFINED
ACE LTD	SHS	H0023R105	41,299	557,111	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	1,622	128,400	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	3,800	300,850	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	2,731	85,600	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	15,885	497,800	SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	1,787	39,950	SH	DEFINED
TRANSOCEAN LTD	REG SHS	H8817H100	4,189	93,650	SH	DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	16,961	608,800	SH	DEFINED
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	31,674	1,136,900	SH	DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	6,644	129,210	SH	DEFINED
ASML HOLDING N V	NY REG SHS	N07059186	14,362	279,300	SH	DEFINED

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CORE LABORATORIES N V	COM	N22717107	5,250	45,300	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	33,290	287,233	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2,118	52,600	SH	DEFINED
COPA HOLDINGS SA	CL A	P31076105	18,158	220,151	SH	DEFINED
			41,622,701	982,115,306	=====	