Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
STATE FARM 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1968

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

ONE STATE FARM PLAZA
BLOOMINGTON, IL 61710-0001

2b Employer Identification Number (EIN) 37-0533100

2c Sponsor's telephone number 309-766-2311

2d Business code (see instructions) 524150

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2010	MARY SCHMIDT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2010	ROD HOFF
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

ONE STATE FARM PLAZA
BLOOMINGTON, IL 61710-0001

3b Administrator's EIN
37-0533100

3c Administrator's telephone number
309-766-2311

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	87446
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	65489
b	Retired or separated participants receiving benefits	**6b**	3818
c	Other retired or separated participants entitled to future benefits	**6c**	16343
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	85650
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	806
f	Total. Add lines **6d** and **6e**	**6f**	86456
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	86199
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2S 2T 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STATE FARM 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

D Employer Identification Number (EIN)
37-0533100

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

JPMORGAN CHASE BANK, NA

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 62 63	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	453189	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

STATE FARM INSURANCE COMPANIES

37-0533100

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
56	PLAN SPONSOR	0	Yes [X] No [ ]	Yes [ ] No [X]	159	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
JPMORGAN CHASE BANK, NA	52 63	453189

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPMORGAN ASSET MANAGEMENT 245 PARK AVENUE NEW YORK, NY 10167	REVENUE SHARE ON MUTUAL FUNDS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STATE FARM INSURANCE COMPANIES	56	159

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THE VANGUARD GROUP, INC. 23-1945930	2009 CHICAGO IAM FORUM

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STATE FARM 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

D Employer Identification Number (EIN)
37-0533100

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 INCOME

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083968-001	C	20434150

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2005

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083966-001	C	7560535

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2010

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083964-001	C	16649282

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2015

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083953-001	C	38467814

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2020

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083983-001	C	40880361

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2025

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083981-001	C	46570810

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2030

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083979-001	C	38960937

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2035

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083977-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26037617

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2040

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083975-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14370433

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2045

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083973-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10627828

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2050

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083969-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14630685

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STATE FARM 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

D Employer Identification Number (EIN)
37-0533100

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	50027724	52358831
(2) Participant contributions	1b(2)	0	7781107
(3) Other	1b(3)	27488877	25259026
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	264986875	209602519
(2) U.S. Government securities	1c(2)	1268824552	1215158111
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	279681978	459673034
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	3653237936	4243115375
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	0	71234859
(9) Value of interest in common/collective trusts	1c(9)	99842208	275190452
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	5644090150	6559373314
	Liabilities			
g	Benefit claims payable	1g	601595	57141
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	601595	57141
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	5643488555	6559316173

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	72439485	
	(B) Participants	2a(1)(B)	258774589	
	(C) Others (including rollovers)	2a(1)(C)	4199882	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		335413956
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	643280	
	(B) U.S. Government securities	2b(1)(B)	51051896	
	(C) Corporate debt instruments	2b(1)(C)	14325825	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1586	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		66022587
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	103677358	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		103677358
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	415979678	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	416940619	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-960941

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	574159380	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		574159380
(6) Net investment gain (loss) from common/collective trusts	2b(6)		43401714
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1121714054
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	205886436	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		205886436
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		205886436
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		915827618
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS (2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		100000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STATE FARM 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
STATE FARM MUTUAL AUTOMOBILE INSURANCE COMPANY

D Employer Identification Number (EIN)
37-0533100

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 37-6091823

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

State Farm 401(k) Savings Plan

Financial Statements and Supplemental Schedule
December 31, 2009 and 2008

State Farm 401(k) Savings Plan
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December 31, 2009 and 2008

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Supplemental Schedule

Schedule I: Schedule H, line 4i - Schedule of Assets
(Held at End of Year) as of December 31, 2009..... 15-31

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974 have been omitted because they are not applicable.

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers LLP
One North Wacker
Chicago IL 60606
Direct phone (312) 298 4283
Direct fax (813) 637 3908

Report of Independent Auditors

To the Participants and Plan Administrator of
the State Farm Insurance Companies 401(k) Savings Plan

In our opinion, the accompanying statements of net assets available for plan benefits and the related statements of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for plan benefits of the State Farm Insurance Companies 401(k) Plan (the "Plan") at December 31, 2009 and 2008, and the changes in net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets Held at End of Year is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Chicago, Illinois
September 28, 2010

State Farm 401(k) Savings Plan
Statements of Net Assets Available for Plan Benefits
As of December 31, 2009 and 2008

	2009	2008
Assets		
Investment accounts, at fair value	$ 6,473,974,350	$ 5,566,573,549
Companies contributions receivable	52,358,831	50,027,724
Participant contributions receivable	7,781,107	7,253
Accrued dividends and interest	25,259,026	27,481,624
Net assets available for benefits	$ 6,559,373,314	$ 5,644,090,150

The accompanying notes are an integral part of the financial statements.

State Farm 401(k) Savings Plan
Statements of Changes in Net Assets Available for Plan Benefits
For the year ended December 31, 2009 and 2008

	2009	2008
Additions		
Net appreciation (depreciation) in fair value of investments	$ 616,600,153	$ (1,706,991,136)
Participant contributions	258,774,589	230,835,611
Companies contributions	72,439,485	69,722,028
Rollovers	4,199,882	1,727,522
Dividend and interest income	169,699,945	193,285,726
Total additions	1,121,714,054	(1,211,420,249)
Deductions		
Benefit payments	206,430,890	274,357,034
Total deductions	206,430,890	274,357,034
Net additions (deductions)	915,283,164	(1,485,777,283)
Net assets available for benefits		
Beginning of year	5,644,090,150	7,129,867,433
End of year	$ 6,559,373,314	$ 5,644,090,150

The accompanying notes are an integral part of the financial statements.

1. Description of the Plan

The Plan is a contributory, defined contribution plan. Participation in the Plan and its continuance are optional. The Companies currently participating are State Farm Mutual Automobile Insurance Company, State Farm Life Insurance Company, State Farm Life and Accident Assurance Company, State Farm Fire and Casualty Company, State Farm General Insurance Company, State Farm Lloyds, State Farm Indemnity Company, State Farm Florida Insurance Company and State Farm VP Management Corp. (the "Companies").

The participants should refer to the Summary Plan Description for a more complete description of the Plan.

A. Eligibility

All employees over 18 years of age, including employee-agents, of the Companies are eligible to participate in the Plan except directors not otherwise employed by the Companies, unionized workers, non-employee-agent workers paid solely by commission or other compensation other than salary, field representatives under contract as an agent, or employees of an agent or field representative.

Each participant is 100% vested in and entitled to the benefit that can be provided by salary reduction contributions and the Companies' additional contributions, including investment results. Participants have a choice of three internally managed funds and a suite of life-style options. Participants may withdraw a portion or all of their contributions including any earnings thereon, subject to certain legal restrictions. In addition, hardship withdrawals and loans may be made with the approval of the Plan Administrator. The Plan Administrator is the Pension Administrative Committee and has complete responsibility for the administration of the Plan.

The Pension Administrative Committee consists of the Vice President – Human Resources, the Claims Vice President, the Financial Operations Vice President, a Corporate Headquarters Agency Vice President (as designated by the CEO of State Farm), and other officers as the Board may designate from time to time in lieu of or in addition to these officers. The Pension Administrative committee also consists of non-voting officers or employees of State Farm as the Pension Administrative Committee designates from time to time.

B. Plan Termination

Although the Plan is intended to be permanent, the Companies reserve the right to discontinue contributions at any time or to terminate the Plan for any reason subject to the provisions of ERISA. On termination of the Plan, the Plan Administrator shall direct the Trustees to distribute to all participants the amounts credited to their respective accounts in cash or securities in such manner as the Plan Administrator determines.

C. Contributions

Salary Deferral Contributions

Eligible employees may elect to enter into a Salary Deferral Agreement with the Companies of up to $16,500 with an additional catch up contribution of $5,500 for participants age 50 and over for the year ending December 31, 2009 subject to annual limits set by the Internal Revenue Service (IRS). The employee agrees to accept a deferral of salary and the Companies will make a contribution to the participant's account in an amount equal to the amount of the Salary Reduction Agreement.

The Companies may terminate or amend the Salary Deferral Agreement if necessary to ensure compliance with limits stipulated by the Internal Revenue Code (the "Code").

Companies Additional Contributions
For each Plan year, if declared, the Companies shall make an additional contribution to the Plan in an amount equal to the smaller of 5% of consolidated profit of the Companies determined as of December 31 of the Plan year, reduced by any salary reduction contributions made for the Plan year; or the total of qualifying salary reduction contributions made by employees during the Plan year. "Qualifying" salary reduction contributions are limited to $900 per year per participant. Qualifying employees no longer have to elect participation in the Plan. The Companies shall make a non-elective contribution of $300 per year on behalf of every qualified employee. The Board of Directors may decide to make for any Plan year an additional contribution in an amount greater than the amount determined under the preceding formula. No additional contributions beyond the non-elective contribution and the amount determined in the preceding formula were made during 2009 and 2008. Contributions made shall be credited to participating accounts at the close of business on the day received by the Plan.

Maximum Additions
Maximum additions to the Plan by any participant shall not exceed the amounts stipulated by the Code. However, each participant's contribution and the Companies' matching contributions are subject to the Code's nondiscrimination tests.

D. Loans

Effective January 1, 2009, the Plan allows participants who are active employees to take a loan against their 401(k) Savings Plan account, up to a maximum of the lesser of $50,000, or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% - 5.00%. The interest rate is based on the Wall Street Journal published Prime Lending Rate (at the time of the loan) plus 1%. The rate is reviewed quarterly by the Plan Administrator. The loan uses the quarterly effective rate and remains at that rate for the life of the loan. Principal and interest is paid ratably through monthly payroll deductions.

E. Participant Directed Investments

The Plan provides participants with the opportunity to direct the investment of their account balances in any of the available investment options: (1) Equities Account, which seeks to achieve capital appreciation which preserves the real value of the assets while realizing reasonable current income which grows over the years; (2) Balanced Account, which seeks to provide moderate long-term growth of both principal and income by maintaining an investment portfolio whose market value will fluctuate less and provide higher current income than broad portfolios of common stocks; (3) Fixed Income Account, which seeks to preserve the principal amount of its assets under very adverse conditions in the financial markets or in the economy while providing moderate income; and (4) Target Date Funds, which balance risk and return against the length of time that assets will be invested. Over time, assets shift from more aggressive investments (primarily stocks) to more conservative investments (primarily bonds and money market funds).

The Plan is designed and intended to comply with Section 404 (c) of ERISA.

F. Benefits

Upon retirement, and if interest in the Plan is $5,000 or greater, participants may elect any one of six different benefit payment options: (1) (2) (3) To leave his/her interest in the Plan and receive payments of a specified amount monthly, quarterly or annually until his/her account

has been exhausted; (4) To receive a lump sum payment; (5) To leave his/her interest in the Plan and take a specified dollar amount withdrawal; (6) To leave his/her interest in the Plan and select one of the aforementioned options at a date no later than the later of April 1 of the calendar year in which the participant attains age 70 1/2 or April 1 of the calendar year in which the participant retires, whichever is later. If interest in the Plan is less than $5,000, the balance will be distributed as a lump sum payment.

Upon termination, and if interest in the Plan is $5,000 or greater, participants may elect one of two different benefit payment options: (1) To receive a lump sum payment; (2) To leave his/her interest in the Plan and select one of the aforementioned options at a date no later than the later of April 1 of the calendar year in which the participant attains age 70 1/2 or April 1 of the calendar year in which the participant retires, whichever is later. If interest in the Plan is less than $5,000, the balance will be distributed as a lump sum payment. Once age 55 is attained after termination, the participant receives the six retirement options noted above.

2. Summary of Significant Accounting Policies

A. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

The Statement of Net Assets Available for Plan Benefits for 2009 and 2008 includes terminated participant's interest as benefit payments are reflected on a cash basis under general accepted accounting principles. Refer to footnote 8 for a reconciliation of this difference between the financial statements and Form 5500.

B. Investments

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Stocks listed on national securities exchanges are valued at the latest sales price. All stocks that are not traded on national securities exchanges are valued at the latest sales price on the valuation date, or in the absence of any sale on that date, at the mean of the latest bid and ask prices. Long-term debt securities and U.S. Treasury bills are valued using quotations provided by an independent pricing service. Short-term securities other than U.S. Treasury bills are valued on an amortized cost basis, which approximates fair value. Investments in common collective trust funds are valued each day based on the closing net asset value of the respective fund provided by the Trustee. Participant loans are valued at amortized cost, which approximates fair value.

Portfolio securities that are primarily traded on foreign securities exchanges ("foreign securities") are valued at the closing values of such securities on the respective exchange where each security is primarily traded.

Purchases and sales of securities are accounted for on the trade date. Such purchases and sales are made by the Trustees as directed by the State Farm Mutual Automobile Insurance

Company, pursuant to the terms of the Trust agreement. Gains or losses on sales of investments are based on the specific identification method.

Investment income on bonds, stocks and notes is recorded as earned on an accrual basis. Dividends are recorded on the ex-dividend date.

Generally, under ordinary market conditions, all common collective trust positions provide daily market liquidity to Plan participants and the Plan. The Plan invests in the Vanguard Trust I, collective investment trust, in which participant transactions (issuances and redemptions) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Fair value is defined as the price that would be received upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market of the investment. The Plan's financial assets carried at fair value have been classified, for disclosure purposes, based on a hierarchy which prioritizes the inputs to valuation techniques used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy are summarized below:

- Level 1 – Observable inputs that reflect unadjusted quoted prices for identical securities in active markets.

- Level 2 – Observable inputs other than quoted prices included in level 1 such as quoted prices for similar securities; interest rates, prepayment schedules, and credit risk for fixed income securities; or other inputs that are observable or can be corroborated by observable market data.

- Level 3 – Unobservable inputs including the Plan's own assumptions in determining the fair value of investments.

Assets measured at fair value on a recurring basis are summarized below:

Fair Value Measurements at December 31, 2009

	Level 1 Market Value	Level 2 Market Value	Level 3 Market Value	Total
Common Stock				
Agricultural, Foods, & Beverage	$ 412,237,612	-	-	$ 412,237,612
Banks	163,949,315	-	-	163,949,315
Building Materials & Construction	79,371,641	-	-	79,371,641
Chemicals	311,391,393	-	-	311,391,393
Computer & Technology	390,970,551	-	-	390,970,551
Computer Software and Services	270,793,470	-	-	270,793,470
Consumer & Marketing	318,200,542	-	-	318,200,542
Electronic/Electrical Manufacturing	128,064,999	-	-	128,064,999
Health Care & Pharmaceuticals	473,421,982	-	-	473,421,982
Materials & Processes	70,988,729	-	-	70,988,729
Machinery & Manufacturing	186,762,735	-	-	186,762,735
Media & Broadcasting	134,486,491	778,668	-	135,265,159
Mining & Metals	261,238,188	-	-	261,238,188
Oil, Gas & Other Energy	661,000,129	-	-	661,000,129
Retailers	112,351,900	-	-	112,351,900
Telcom & Telcom Equipment	210,994,677	-	-	210,994,677
Transportation	36,924,924	-	-	36,924,924
Utilities & Energy	19,187,429	-	-	19,187,429
Total Common Stock	$ 4,242,336,707	$ 778,668	$ -	$ 4,243,115,375
Corporate Bonds	-	456,985,387	-	456,985,387
Foreign Government Bonds	-	2,687,647	-	2,687,647
Government Agency Bonds	-	4,096,693	-	4,096,693
US Treasury Bonds	-	1,211,061,418	-	1,211,061,418
JPMorgan Money Market Fund	209,602,519	-	-	209,602,519
Common Collective Trust - Vanguard	-	275,190,452	-	275,190,452
Participant Loans	-	-	71,234,859	71,234,859
Level Totals	$ 4,451,939,226	$ 1,950,800,265	$ 71,234,859	$ 6,473,974,350

Fair Value Measurements at December 31, 2008

	Level 1 Fair Value	Level 2 Fair Value	Level 3 Fair Value	Total
U.S. Government Securities	$ -	$ 1,182,604,552	$ -	$ 1,182,604,552
Common Stock	3,653,217,436	20,500	-	3,653,237,936
Corporate Bonds and Notes	-	365,901,978	-	365,901,978
JPMorgan Money Market Fund	264,986,875	-	-	264,986,875
Common Collective Trust - Vanguard	-	99,842,208	-	99,842,208
Level Totals	$ 3,918,204,311	$ 1,648,369,238	$ -	$ 5,566,573,549

Note: the Plan did not hold any Level 3 securities as of December 31, 2008.

Level 3 Gains and Losses
The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2009.

	Level 3 Assets Year Ended December 31, 2009
	Participant Loans
Balance, beginning of year	$ -
Purchases, sales, issuances, and settlements (net)	71,234,859
Balance, end of year	$ 71,234,859

C. Administrative and Operating Expenses
Office personnel, space, equipment, and audit and investment services are furnished by the Companies at no charge to the Plan.

D. Benefits
Benefits paid to participants are recorded upon distribution.

E. Risks and Uncertainties
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for plan benefits at the date of the financial statements. These estimates and assumptions also affect the changes in net assets available for plan benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

The Plan provides for various investment options in a combination of stocks, bonds, and fixed income securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

3. Investments

The Plan presents in the Statements of Changes in Net Assets Available for Plan Benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. The components of the net appreciation (depreciation) in the fair value of investments are as follows:

	2009	2008
U.S. Government Securities	$ (55,661,901)	$ 66,410,941
Common Stocks	615,794,859	(1,749,998,486)
Corporate Bonds and Notes	13,065,481	(7,582,325)
Common Collective Trust - Vanguard	43,401,714	(15,821,266)
Net appreciation (depreciation) in the fair value of investments	$ 616,600,153	$ (1,706,991,136)

There were no investments held as of both December 31, 2009 and 2008 that represent 5% or more of the net assets available for plan benefits.

4. Net Investment Income

Income from investments held during the years ended December 31, 2009 and 2008 consisted of:

	2009	2008
Interest		
Cash	$ 644,866	$ 5,592,347
U.S. Government Securities	51,051,896	47,144,852
Corporate Bonds	14,325,825	16,317,256
Dividends		
Common Stocks	103,677,358	124,231,271
Total net investment income	$ 169,699,945	$ 193,285,726

5. Income Tax Status

On August 2, 2005, the Internal Revenue Service issued a determination letter stating that the Plan was qualified under Section 401(a) of the Internal Revenue Code (IRC) and the Trust was exempt from tax under the provisions of IRC Section 501(a).

Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's Management believe that the Plan is designed and is being currently operated in compliance with the applicable requirements of the IRC.

6. Plan Amendment

During 2009 and 2008, the Board of Directors approved amendments to the Plan. The most significant amendments are as follows:

Amendments approved in 2009

- Effective for plan years beginning January 1, 2009, the Plan is amended to no longer mandate separate discrimination testing. As amended, the Plan may run the discrimination tests on the entire participant population or on a disaggregated basis.
- Beneficiary information was amended to address what to do when a participant and beneficiary die simultaneously, and stated that participants must have provided a new beneficiary designation form after the move to the new record keeper September of 2008; after March 31, 2009.
- Indefinitely extended participants' abilities to take a Qualified Reservists Distribution, to be consistent with regulation.
- Qualified Hurricane Distribution was renamed Qualified Disaster Distribution and language expanded to include other areas that Congress has offered relief.
- Active Military Withdrawal was added and if taken, the participant may not contribute to the plan for 6 months following the distribution.
- Settlement at termination, retirement, death or disability was amended to provide that the Plan Administrator shall establish the depletion order for each type of contribution and that where the participant is permitted to elect the investment option form which amounts will be paid, the depletion order shall apply to that investment option.

Amendments approved in 2008

- The term "Record Keeper" is added to the Plan in order to more clearly define the role that Hewitt will fill—maintaining plan records and performing day to day administrative tasks.
- Salary Deferral Contribution Agreement is amended to remove the requirement that Excess Contributions will be returned within 2 ½ months from the end of the Plan year.
- Maximum Addition is amended to remove the discussion regarding the return of amounts in excess of the limits.
- Settlement at the participant's death is amended to permit beneficiaries to name a beneficiary.
- Expenses is amended to address the fact that participants will be charged an administrative fee for loans; participants may incur some investment management fees.
- Except where otherwise specified, the effective date of the restated plan is September 2, 2008.
- The name of the Plan is revised to be the State Farm 401(k) Savings Plan.
- The Plan's intent to comply with Internal Revenue Code Section 401(a) and 501(a) and the applicable provisions of ERISA, including ERISA 404(c), is more thoroughly set forth in Section 1.4 of the Summary Plan Description.
- The following terms, along with their general definitions, are revised or added:
  a. Before-Tax Contributions - contributions that participants elect to defer prior to being subject to federal income tax.
  b. Beneficiary - the person designated to receive any remaining interest of the participant at his/her death. This must be the spouse unless there is no spouse or the spouse consents to someone else being named beneficiary. Effective September 2, 2008, a marriage dissolution or annulment revokes a previous designation of the former spouse as beneficiary. In the event there is no beneficiary, the remaining interest shall be paid to the participant's estate.
  c. Code - the Internal Revenue Code of 1986 as amended.

d. ERISA - the Employee Retirement Income Security Act of 1974 as amended.
e. Salary Deferral Contributions and Qualifying Salary Reduction Contributions - replacing Salary Reduction Contributions and Qualifying Salary Reduction Contributions. The change in terminology is needed to incorporate Roth 401(k) Contributions.
f. Rollover Contributions - contributions other than designated Roth 401(k) contributions that have been rolled into the Plan.
g. Trust Agreement - revised to reflect the proposed new Trust name.

- Participation is amended to automatically enroll newly eligible participants who have not made an affirmative election to the contrary. The initial deferral rate will be 3% increasing each year to a maximum of 10%.
- Salary Deferral Contributions is amended to provide that Roth 401(k) contributions can be made beginning January 1, 2009.
- Nonelective Contributions of the Companies is amended, effective with Plan Year 2009, to no longer provide a pro rata contribution to individuals who move from an Agent position to an Employee position after the first payday in February.
- Rollover Contributions is added to describe the types of plans and IRAs from which the Plan will accept a rollover. The Plan will not accept rollovers of designated Roth 401(k) contributions until January 1, 2009.
- Maximum Addition is revised in accordance with final IRS regulations. This amendment generally revises the definition of compensation to include certain compensation paid within 2 1/2 months of employment termination.
- Withdrawal of Employee Contributions and Qualified Reservist Distribution are amended to add a minimum withdrawal amount of $500.
- Roth 401(k) Rollover Withdrawal is added to permit the withdrawal of Roth 401(k) Rollover Contributions at any time, subject to a minimum of $500.
- Rollover Withdrawal is added to permit the withdrawal of Rollover Contributions at any time, subject to a minimum of $500.
- Hardship Withdrawal amended to allow participants to request a hardship distribution for the medical expenses, tuition expenses, or funeral expenses of the participant's primary beneficiary.
- Age 59 1/2 Roth 401(k) Withdrawal is added to allow participants who are older than 59 1/2 the ability to take a distribution of Roth 401(k) Contributions.
- Small Distributions is revised to increase the cash out threshold to $5,000 (up from $4,500).
- Settlement at termination of employment is amended to allow for partial distributions of before-tax contributions and partial distributions of Roth amounts, each subject to a $500 minimum.
- Settlement at retirement and settlement at disability retirement are amended to simplify the distribution options. Participants will have the ability to elect a lump sum, a partial distribution, installments (monthly, quarterly, or annually), or deferral to a later date, and may change the selected option as they wish. If a participant desires a partial distribution, he/she may request distribution of before-tax money or Roth money; the minimum amount for either is $500. If a participant does not begin distributions by the required beginning date, the Plan will simply send the minimum required distribution annually.
- Settlement at the Participant’s Death is amended to permit partial distributions (minimum $500) and to permit the distribution of rollover contributions at any time.
- Direct Rollovers is amended, effective January 1, 2008, to permit participants to roll distributions to a Roth IRA and to permit rollovers by nonspouse beneficiaries.
- Plan Administrator and Named Fiduciary is amended to identify the Pension Administrative Committee as the Named Fiduciary.

7. Parties in Interest

The Companies, Plan Administrators, and the Plan Custodian are all parties in interest to the Plan. The Companies fund the employer matching contributions and provide office personnel, space, equipment, and audit and investment services at no charge to the Plan. The Plan holds investments in its Custodian, JP Morgan Chase. The investments held in JP Morgan Chase are immaterial to total Plan investments. Vanguard Fiduciary Trust Co. manages a suite of lifestyle funds for the Plan.

8. Reconciliation of Financial Statements at December 31, 2009 and 2008 to Form 5500

As explained in footnote 2A, the following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 to Form 5500:

Net assets available for benefits per the financial statements	$ 6,559,373,314
Amounts allocated to withdrawing participants	(57,141)
Net assets available for benefits per Form 5500	$ 6,559,316,173

The following is a reconciliation of benefit payments per the financial statements at December 31, 2009 to Form 5500:

Benefit payments per the financial statements	$ 206,430,890
Amounts allocated prior year/paid current year	(601,595)
Amounts allocated to withdrawing participants	57,141
Benefit payments per Form 5500	$ 205,886,436

As explained in footnote 2A, the following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2008 to Form 5500:

Net assets available for benefits per the financial statements	$ 5,644,090,150
Amounts allocated to withdrawing participants	(601,595)
Net assets available for benefits per Form 5500	$ 5,643,488,555

The following is a reconciliation of benefit payments per the financial statements at December 31, 2008 to Form 5500:

Benefit payments per the financial statements	$ 274,357,034
Amounts allocated prior year/paid current year	(155,474)
Amounts allocated to withdrawing participants	601,595
Benefit payments per Form 5500	$ 274,803,155

9. Subsequent events

The Plan has evaluated all subsequent events through September 28, 2010 which is the date that the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2009

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Rate of Interest %**	**Date of Maturity**	**Par Value**	**Current Market Value**
Fixed Income Account (U.S. Government Securities)				
U.S. Treasury Notes	3.6250%	1/15/2010	25,000,000	25,023,450
U.S. Treasury Notes	6.5000%	2/15/2010	25,000,000	25,181,650
U.S. Treasury Notes	3.8750%	5/15/2010	15,000,000	15,200,970
U.S. Treasury Notes	5.7500%	8/15/2010	25,000,000	25,833,000
U.S. Treasury Notes	4.2500%	10/15/2010	10,000,000	10,299,220
U.S. Treasury Notes	4.2500%	1/15/2011	15,000,000	15,562,500
U.S. Treasury Notes	5.0000%	2/15/2011	35,000,000	36,680,280
U.S. Treasury Notes	4.8750%	4/30/2011	10,000,000	10,532,810
U.S. Treasury Notes	5.1250%	6/30/2011	15,000,000	15,939,255
U.S. Treasury Notes	4.8750%	7/31/2011	15,000,000	15,929,880
U.S. Treasury Notes	5.0000%	8/15/2011	20,000,000	21,325,000
U.S. Treasury Notes	4.8750%	2/15/2012	40,000,000	43,040,640
U.S. Treasury Notes	4.5000%	3/31/2012	15,000,000	16,054,680
U.S. Treasury Notes	4.6250%	7/31/2012	25,000,000	27,000,000
U.S. Treasury Notes	4.3750%	8/15/2012	30,000,000	32,275,770
U.S. Treasury Notes	4.0000%	11/15/2012	20,000,000	21,364,060
U.S. Treasury Notes	3.6250%	12/31/2012	25,000,000	26,435,550
U.S. Treasury Notes	3.8750%	2/15/2013	20,000,000	21,300,000
U.S. Treasury Notes	3.6250%	5/15/2013	35,000,000	37,056,250
U.S. Treasury Notes	4.2500%	8/15/2013	30,000,000	32,371,860
U.S. Treasury Notes	3.1250%	9/30/2013	25,000,000	25,982,425
U.S. Treasury Notes	4.2500%	11/15/2013	30,000,000	32,409,360
U.S. Treasury Notes	1.5000%	12/31/2013	15,000,000	14,605,080
U.S. Treasury Notes	4.0000%	2/15/2014	40,000,000	42,771,880
U.S. Treasury Notes	1.8750%	4/30/2014	20,000,000	19,589,060
U.S. Treasury Notes	4.7500%	5/15/2014	20,000,000	22,006,240
U.S. Treasury Notes	2.6250%	6/30/2014	25,000,000	25,181,650
U.S. Treasury Notes	4.2500%	8/15/2014	30,000,000	32,364,840
U.S. Treasury Notes	4.2500%	11/15/2014	25,000,000	26,929,700
U.S. Treasury Notes	4.0000%	2/15/2015	15,000,000	15,942,180
U.S. Treasury Notes	4.1250%	5/15/2015	25,000,000	26,656,250
Total U.S. Government Securities			720,000,000	758,845,490

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Current Market Value
Fixed Income Account (Corporate Bonds)				
Bank Of America Corp	1.7000%	12/23/2010	10,000,000	10,090,520
Bank Of America Corp	2.1000%	4/30/2012	10,000,000	10,092,310
Bank Of America Corp	3.1250%	6/15/2012	10,000,000	10,361,970
Citigroup Funding Inc	2.0000%	3/30/2012	10,000,000	10,081,290
Citigroup Inc	2.1250%	4/30/2012	10,000,000	10,107,080
General Electric Cap Corp	1.6250%	1/7/2011	10,000,000	10,105,040
General Electric Cap Corp	2.2000%	6/8/2012	10,000,000	10,140,250
Goldman Sachs Group Inc	1.6250%	7/15/2011	7,500,000	7,567,080
Goldman Sachs Group Inc	2.1500%	3/15/2012	10,000,000	10,162,090
HSBC USA Inc	3.1250%	12/16/2011	10,000,000	10,348,520
John Deere Capital Corp	2.8750%	6/19/2012	7,000,000	7,213,332
JP Morgan Chase & Co *	2.6250%	12/1/2010	10,000,000	10,196,580
JP Morgan Chase & Co *	3.1250%	12/1/2011	10,000,000	10,349,820
JP Morgan Chase & Co *	2.2000%	6/15/2012	8,000,000	8,111,176
JP Morgan Chase & Co *	2.1250%	12/26/2012	10,000,000	10,044,100
Key Bank NA	3.2000%	6/15/2012	10,000,000	10,379,850
Morgan Stanley	2.2500%	3/13/2012	10,000,000	10,157,750
PNC Funding Corp PNC	2.3000%	6/22/2012	7,000,000	7,118,272
Regions Bank	2.7500%	12/10/2010	10,000,000	10,215,770
State Street Capital Trust	2.1500%	4/30/2012	5,000,000	5,065,495
Suntrust Bank	3.0000%	11/16/2011	10,000,000	10,318,460
US Bancorp	2.2500%	3/13/2012	10,000,000	10,166,410
Wells Fargo & Company	2.1250%	6/15/2012	7,000,000	7,081,396
Total Long term Corporate Bonds			211,500,000	215,474,561
Fixed Income Account (Short Term Investments)				
JPMorgan U.S. Government Money Market Fund *			69,399,896	69,399,896
Total Short term Investments			69,399,896	69,399,896
Total Fixed Income Account Investments			1,000,899,896	$ 1,043,719,947
FIXED INCOME ACCOUNT ASSETS				$ 1,043,719,947

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 31,254,644
Campbell Soup Company	28,000	946,400
The Coca-Cola Company	277,300	15,806,100
The Hershey Company	92,700	3,317,733
Kellogg Company	240,000	12,768,000
Pepsico Inc.	185,900	11,302,720
Sysco Corp.	370,700	10,357,358
Total Agricultural, Foods, & Beverage	2,192,832	85,752,955
Banks		
M&T Bank Corp	72,700	4,862,903
Northern Trust Corp.	167,900	8,797,960
Suntrust Banks Inc.	121,300	2,461,177
Wells Fargo & Company	715,900	19,322,141
Total Banks	1,077,800	35,444,181
Building Materials & Construction		
Lafarge SA	30,400	2,515,577
Vulcan Materials Company	250,800	13,209,636
Total Building Materials & Construction	281,200	15,725,213
Chemicals		
Air Products & Chemicals Inc.	256,000	20,751,360
Dow Chemical	75,000	2,072,250
EI du Pont de Nemours & Co.	98,184	3,305,855
Intl Flavors & Fragrances	159,000	6,541,260
Novozymes A/S - B Shares	77,100	8,010,382
Sigma-Aldrich Corporation	366,200	18,504,086
Total Chemicals	1,031,484	59,185,193
Computer & Technology		
Agilent Technologies Inc.	175,444	5,451,045
Hewlett-Packard Company	920,000	47,389,200
Int'l Business Machines Corp.	188,900	24,727,010
SAP AG	126,000	5,951,761
Total Computer & Technology	1,410,344	83,519,016
Computer Software and Services		
Applied Materials Inc.	323,900	4,515,166
Automatic Data Processing Inc.	106,200	4,547,484
Intel Corporation	980,500	20,002,200
KLA-Tencor Corp.	60,500	2,187,680
Linear Technology Corp.	297,500	9,085,650
Microsoft Corporation	825,600	25,172,544
Total Computer Software and Services	2,594,200	65,510,724

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Consumer & Marketing		
Aptargroup Inc.	235,400	8,413,196
Colgate Palmolive Co.	85,500	7,023,825
Nestle S.A. ADR	359,000	17,433,435
Procter & Gamble Co.	644,700	39,088,161
Total Consumer & Marketing	1,324,600	71,958,617
Electronic/Electrical Manufacturing		
Emerson Electric Company	111,000	4,728,600
General Electric Company	1,124,800	17,018,224
Total Electronic/Electrical Manufacturing	1,235,800	21,746,824
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	11,937,189
Allergan Inc.	176,800	11,140,168
Eli Lilly & Co.	264,000	9,427,440
Johnson & Johnson	523,200	33,699,312
Medtronic Inc.	80,100	3,522,798
Merck & Co. Inc.	153,500	5,608,889
Pfizer Inc.	1,386,000	25,211,340
Total Health Care & Pharmaceuticals	2,804,700	100,547,136
Materials & Processes		
3M Co.	162,300	13,417,341
Total Materials & Processes	162,300	13,417,341
Machinery & Manufacturing		
Caterpillar Inc.	338,800	19,308,212
HNI Corp	136,800	3,779,784
Illinois Tool Works	262,400	12,592,576
Total Machinery & Manufacturing	738,000	35,680,572
Media & Broadcasting		
Lee Enterprises Class A	50,000	173,500
Lee Enterprises Class B	50,000	173,500
The Walt Disney Company	909,312	29,325,312
Thompson Reuters Corp.	138,810	4,476,623
Total Media & Broadcasting	1,148,122	34,148,935

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Mining & Metals		
BHP Billiton PLC	270,893	8,725,808
Newmont Mining Corporation	31,300	1,480,803
Nucor Corporation	432,400	20,171,459
Rio Tinto PLC	188,370	10,310,421
Rio Tinto PLC ADR	89,700	19,320,483
Total Mining & Metals	1,012,663	60,008,974
Oil, Gas & Other Energy		
Anadarko Petroleum Corp.	59,400	3,707,748
BG Group PLC	883,600	16,007,131
Bill Barrett Corp	150,000	4,666,500
BP PLC Sp ADR	189,926	11,010,010
Chevron Corp	338,600	26,068,814
Devon Energy	86,482	6,356,427
Exxon Mobil Corp.	657,700	44,848,564
Royal Dutch Shell PLC - ADR Class A	222,600	13,380,486
Sasol Ltd SP ADR	114,900	4,589,106
Spectra Energy Corp.	232,500	4,768,575
Tidewater Inc.	68,000	3,260,600
Woodside Petroleum Limited	72,684	3,078,010
Total Oil, Gas & Other Energy	3,076,392	141,741,971
Retailers		
Wal-Mart Stores Inc.	406,300	21,716,735
Total Retailers	406,300	21,716,735
Telcom & Telcom Equipment		
ADC Telecommunications Inc.	35,300	219,213
AT&T Inc.	624,915	17,516,367
Cisco Systems Inc.	413,800	9,906,372
Corning Incorporated	355,200	6,858,912
Nokia Corporation ADR	231,400	2,973,490
Verizon Communications	136,900	4,535,497
Total Telcom & Telcom Equipment	1,797,515	42,009,851
Transportation		
Burlington North Santa Fe	70,500	6,952,710
GATX Corporation	10,600	304,750
Total Transportation	81,100	7,257,460
Utilities & Energy		
Duke Energy Corporation	392,500	6,754,925
Total Utilities & Energy	392,500	6,754,925
Total Common Stocks	22,767,852.00	$ 902,126,623

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	18,000,000	6.500%	2/15/2010	18,130,788
U.S. Treasury Notes	10,000,000	5.750%	8/15/2010	10,333,200
U.S. Treasury Notes	10,000,000	5.000%	2/15/2011	10,480,080
U.S. Treasury Notes	10,000,000	5.000%	8/15/2011	10,662,500
U.S. Treasury Notes	20,000,000	4.875%	2/15/2012	21,520,320
U.S. Treasury Notes	10,000,000	4.375%	8/15/2012	10,758,590
U.S. Treasury Notes	10,000,000	4.000%	11/15/2012	10,682,030
U.S. Treasury Notes	15,000,000	3.875%	2/15/2013	15,975,000
U.S. Treasury Notes	10,000,000	3.625%	5/15/2013	10,587,500
U.S. Treasury Notes	25,000,000	4.250%	8/15/2013	26,976,550
U.S. Treasury Notes	15,000,000	4.250%	11/15/2013	16,204,680
U.S. Treasury Notes	15,000,000	4.000%	2/15/2014	16,039,455
U.S. Treasury Notes	15,000,000	4.750%	5/15/2014	16,504,680
U.S. Treasury Notes	15,000,000	4.250%	8/15/2014	16,182,420
U.S. Treasury Notes	15,000,000	4.250%	11/15/2014	16,157,820
U.S. Treasury Notes	20,000,000	4.000%	2/15/2015	21,256,240
U.S. Treasury Notes	40,000,000	4.125%	5/15/2015	42,650,000
U.S. Treasury Notes	15,000,000	5.125%	5/15/2016	16,729,680
U.S. Treasury Notes	15,000,000	3.250%	7/31/2016	15,026,955
U.S. Treasury Notes	25,000,000	4.875%	8/15/2016	27,492,200
U.S. Treasury Notes	25,000,000	4.625%	2/15/2017	26,994,150
U.S. Treasury Notes	15,000,000	4.250%	11/15/2017	15,721,875
U.S. Treasury Notes	15,000,000	3.500%	2/15/2018	14,876,955
U.S. Treasury Notes	15,000,000	4.000%	8/15/2018	15,319,920
U.S. Treasury Notes	15,000,000	3.125%	5/15/2019	14,205,465
U.S. Treasury Notes	15,000,000	3.625%	8/15/2019	14,746,875
Total U.S. Government Securities	428,000,000			$ 452,215,928
Government Agency Securities				
Federal National Mortgage A	3,000,000	7.250%	1/15/2010	3,006,693
Tenn Valley Authority	1,000,000	5.500%	7/18/2017	1,090,000
Total Government Agency Securities	4,000,000			$ 4,096,693

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Corporate Bonds				
Agricultural, Foods & Beverage				
Bottling Group LLC	1,000,000	5.500%	4/1/2016	1,081,843
The Coca-Cola Company	3,000,000	5.750%	3/15/2011	3,180,428
The Coca-Cola Company	2,000,000	5.350%	11/15/2017	2,154,446
General Mills Inc.	2,000,000	5.650%	9/10/2012	2,175,754
General Mills Inc.	500,000	5.200%	3/17/2015	533,572
HJ Heinz Co.	3,000,000	6.625%	7/15/2011	3,221,367
The Hershey Company	500,000	5.300%	9/1/2011	529,677
The Hershey Company	500,000	5.450%	9/1/2016	524,250
The Hershey Company	500,000	5.000%	4/1/2013	529,649
Kellogg Company	500,000	5.125%	12/3/2012	542,632
Kellogg Company	1,000,000	4.250%	3/6/2013	1,048,305
Kraft Foods Inc.	1,000,000	6.250%	6/1/2012	1,077,731
Kraft Foods Inc.	1,000,000	6.500%	8/11/2017	1,085,056
PepsiAmericas Inc.	1,000,000	5.625%	5/31/2011	1,055,397
Pepsico Inc.	2,000,000	5.150%	5/15/2012	2,152,998
Pepsico Inc.	1,000,000	5.000%	6/1/2018	1,038,232
Sara Lee Corp.	2,000,000	6.250%	9/15/2011	2,133,790
Sysco Corp.	1,000,000	4.200%	2/12/2013	1,046,153
Sysco Corp.	1,000,000	5.250%	2/12/2018	1,044,101
WM Wrigley Jr. Co.	1,000,000	4.300%	7/15/2010	1,009,607
Total Agricultural, Foods, & Beverage	25,500,000			27,164,988
Aerospace/Defense				
Lockheed Martin Corp.	1,000,000	4.121%	3/14/2013	1,044,781
Total Aerospace/Defense	1,000,000			1,044,781
Banks				
Bank of America Corp	1,000,000	4.500%	8/1/2010	1,020,917
Bank of America Corp	500,000	5.375%	8/15/2011	524,887
Bank of America Corp	500,000	5.375%	9/11/2012	530,454
Bank of America NA	1,000,000	6.000%	6/15/2016	1,028,827
Bank of America NA	500,000	5.300%	3/15/2017	490,045
Bank of New York	500,000	5.125%	11/1/2011	532,704
Bank of New York	500,000	4.500%	4/1/2013	528,011
Barclays Bank PLC	1,500,000	5.450%	9/12/2012	1,622,153
Charter One Bank FSB	1,500,000	5.500%	4/26/2011	1,532,003
Deutsche Bank AG London	1,500,000	6.000%	9/1/2017	1,635,333
Deutsche Bank AG London	1,500,000	5.375%	10/12/2012	1,619,333
JP Morgan Chase *	500,000	5.875%	6/13/2016	524,655
JP Morgan Chase *	1,500,000	6.000%	10/1/2017	1,606,011
Mellon Funding Corp	500,000	5.200%	5/15/2014	536,392
Suntrust Banks	1,000,000	6.000%	9/11/2017	991,243
US Bank NA	1,500,000	4.950%	10/30/2014	1,590,918
Wachovia Bank NA	750,000	5.600%	3/15/2016	767,159
Wachovia Bank NA	500,000	6.000%	11/15/2017	523,372
Wachovia Corp	750,000	5.700%	8/1/2013	806,656
Wells Fargo & Company	500,000	5.625%	12/11/2017	520,078
Total Banks	18,000,000			18,931,151
Building Materials & Construction				
Cooper Industries Ltd	1,000,000	6.100%	7/1/2017	1,092,461
Cooper Industries Ltd	500,000	5.450%	4/1/2015	539,127
Total Building Materials & Construction	1,500,000			1,631,588

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Chemicals				
Dow Chemical	3,000,000	6.125%	2/1/2011	3,127,404
EI du Pont de Nemours & Co.	3,000,000	4.875%	4/30/2014	3,199,719
PPG Industries Inc.	1,000,000	5.750%	3/15/2013	1,067,689
Praxair Inc.	1,000,000	5.375%	11/1/2016	1,061,291
Praxair Inc.	1,000,000	4.625%	3/30/2015	1,063,554
Total Chemicals	9,000,000			9,519,657
Commercial Service/Supplies				
Pitney Bowes Inc	500,000	5.750%	9/15/2017	535,720
Total Commercial Service/Supplies	500,000			535,720
Computer & Technology				
Hewlett-Packard Company	1,500,000	5.250%	3/1/2012	1,609,217
Hewlett-Packard Company	1,000,000	4.500%	3/1/2013	1,060,163
Int'l Business Machines Corp.	1,000,000	5.700%	9/14/2017	1,093,309
Total Computer & Technology	3,500,000			3,762,689
Consumer & Marketing				
Clorox Co.	3,000,000	6.125%	2/1/2011	3,158,253
Danaher Corp.	1,000,000	5.625%	1/15/2018	1,068,813
Ecolab Inc.	1,000,000	4.875%	2/15/2015	1,055,208
Kimberly-Clark Corp.	1,500,000	6.125%	8/1/2017	1,662,854
McDonald's Corp	3,000,000	6.000%	4/15/2011	3,178,953
McDonald's Corp	1,000,000	5.350%	3/1/2018	1,072,219
Procter & Gamble Co.	2,000,000	3.150%	9/1/2015	2,016,796
Unilever Capital Corp.	3,000,000	7.125%	11/1/2010	3,162,273
Total Consumer & Marketing	15,500,000			16,375,369
Electronic/Electrical Manufacturing				
Emerson Electric Co.	1,000,000	5.375%	10/15/2017	1,056,842
Emerson Electric Co.	1,000,000	5.250%	10/15/2018	1,050,847
Public Service Colorado	1,500,000	4.875%	3/1/2013	1,581,960
Total Electronic/Electrical Manufacturing	3,500,000			3,689,649
Financial Services				
Bellsouth Capital Funding	3,000,000	7.750%	2/15/2010	3,023,930
General Electric Capital Co	500,000	5.400%	2/15/2017	510,296
General Electric Capital Co	500,000	5.625%	9/15/2017	515,115
General Electric Capital Co	500,000	5.625%	5/1/2018	512,371
General Electric Capital Co	2,000,000	7.375%	1/19/2010	2,004,854
General Electric Capital Co	500,000	5.375%	10/20/2016	519,870
John Deere Capital Corp.	1,000,000	5.500%	4/13/2017	1,060,041
JPMorgan Chase & Co. *	1,000,000	5.375%	10/1/2012	1,082,130
Simon Property Group Inc	2,500,000	5.300%	5/30/2013	2,579,513
Wachovia Corp.	750,000	5.350%	3/15/2011	782,036
Wachovia Corp.	750,000	5.750%	6/15/2017	779,969
Wells Fargo Financial	3,000,000	6.125%	4/18/2012	3,226,734
Total Financial Services	16,000,000			16,596,859

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Health Care & Pharmaceuticals				
Abbott Labs	500,000	5.150%	11/30/2012	546,476
Abbott Labs	500,000	5.600%	11/30/2017	543,003
Amgen Inc.	1,000,000	5.850%	6/1/2017	1,092,751
Astrazeneca PLC ADR	2,000,000	5.400%	6/1/2014	2,192,812
Astrazeneca PLC ADR	750,000	5.400%	9/15/2012	819,265
Astrazeneca PLC ADR	750,000	5.900%	9/15/2017	833,378
Baxter International Inc.	2,000,000	5.375%	6/1/2018	2,122,668
Bristol-Myers Squibb	500,000	5.450%	5/1/2018	534,775
Eli Lilly & Co.	3,000,000	6.000%	3/15/2012	3,276,675
Genentech Inc	1,000,000	4.400%	7/15/2010	1,020,584
GlaxoSmithKline	3,000,000	4.375%	4/15/2014	3,147,015
GlaxoSmithKline	1,000,000	5.650%	5/15/2018	1,078,593
Johnson & Johnson	1,000,000	5.150%	8/15/2012	1,086,869
Johnson & Johnson	1,000,000	5.550%	8/15/2017	1,103,006
Merck & Co. Inc.	2,000,000	4.375%	2/15/2013	2,105,562
Merck & Co. Inc.	500,000	5.125%	11/15/2011	533,982
Pfizer Inc.	3,000,000	4.500%	2/15/2014	3,179,787
Schering Plough Corp.	1,000,000	5.300%	12/1/2013	1,099,057
Total Health Care & Pharmaceuticals	24,500,000			26,316,258
Machinery & Manufacturing				
Caterpillar Finance - MTN	1,000,000	5.450%	4/15/2018	1,041,577
Deere & Co.	3,000,000	7.850%	5/15/2010	3,080,415
Dover Corp.	2,000,000	6.500%	2/15/2011	2,112,838
Dover Corp.	1,000,000	5.450%	3/15/2018	1,058,098
Eaton Corp.	1,500,000	5.300%	3/15/2017	1,536,123
Eaton Corp.	500,000	4.900%	5/15/2013	529,084
Honeywell International Inc	3,000,000	7.500%	3/1/2010	3,036,090
Ingersoll Rand	1,000,000	4.750%	5/15/2015	1,012,000
Shell International	2,000,000	5.625%	6/27/2011	2,130,306
Shell International	1,000,000	5.200%	3/22/2017	1,076,869
Shell International	1,000,000	4.300%	9/22/2019	987,986
3M Company	1,000,000	4.375%	8/15/2013	1,076,636
United Technologies Corp.	1,500,000	5.375%	12/15/2017	1,598,474
Total Machinery & Manufacturing	19,500,000			20,276,496
Media & Broadcasting				
The Walt Disney Company	1,000,000	4.700%	12/1/2012	1,076,653
The Walt Disney Company	2,000,000	5.700%	7/15/2011	2,131,654
The Walt Disney Company	1,000,000	6.000%	7/17/2017	1,097,480
Total Media & Broadcasting	4,000,000			4,305,787
Mining & Metals				
Alcan Inc.	2,000,000	6.450%	3/15/2011	2,098,303
Alcoa Inc.	2,244,000	5.720%	2/23/2019	2,169,567
Alcoa Inc.	756,000	5.870%	2/23/2022	702,011
BHP Finance USA	2,000,000	5.250%	12/15/2015	2,165,302
BHP Finance USA	500,000	5.125%	3/29/2012	532,201
BHP Finance USA	500,000	5.400%	3/29/2017	535,689
Total Mining & Metals	8,000,000			8,203,073

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Oil, Gas & Other Energy				
BP Capital Markets PLC	1,500,000	4.875%	3/15/2010	1,513,902
BP Capital Markets PLC	3,000,000	4.750%	3/10/2019	3,067,590
Chevron Corporation	3,000,000	4.950%	3/3/2019	3,160,104
ConocoPhillips	1,000,000	5.200%	5/15/2018	1,048,970
ConocoPhillips	500,000	5.300%	4/15/2012	535,922
ConocoPhillips	500,000	5.625%	10/15/2016	542,401
ConocoPhillips Aust Funding	2,000,000	5.500%	4/15/2013	2,171,902
Marathon Oil Corp.	1,000,000	5.900%	3/15/2018	1,053,335
Total Oil, Gas & Other Energy	12,500,000			13,094,126
Other				
Province of New Brunswick	2,500,000	5.200%	2/21/2017	2,687,648
Total Other	2,500,000			2,687,648
Retailers				
Costco Wholesale	2,000,000	5.300%	3/15/2012	2,157,526
Home Depot Inc.	2,000,000	4.625%	8/15/2010	2,047,416
Home Depot Inc.	1,000,000	5.400%	3/1/2016	1,046,860
Lowe's Companies Inc.	1,000,000	5.000%	10/15/2015	1,082,891
Lowe's Companies Inc.	1,000,000	5.400%	10/15/2016	1,071,420
Lowe's Companies Inc.	1,000,000	5.600%	9/15/2012	1,099,067
Target Corp	1,300,000	5.875%	7/15/2016	1,430,096
Target Corp	1,500,000	5.375%	5/1/2017	1,609,709
Target Corp	500,000	6.000%	1/15/2018	551,844
Target Corp	500,000	5.125%	1/15/2013	542,901
Wal-Mart Stores Inc.	1,000,000	5.800%	2/15/2018	1,109,753
Total Retailers	12,800,000			13,749,483
Telcom & Telcom Equipment				
Alltel Corporation	2,000,000	7.000%	7/1/2012	2,206,199
Motorola Inc.	3,000,000	7.625%	11/15/2010	3,108,057
SBC Communications	3,000,000	5.875%	2/1/2012	3,244,200
Telstra Corp Ltd	3,000,000	6.375%	4/1/2012	3,260,379
Verizon Communications	500,000	4.350%	2/15/2013	523,012
Verizon Communications	500,000	5.500%	2/15/2018	521,786
Verizon New Jersey Inc.	3,000,000	5.875%	1/17/2012	3,196,328
Vodafone Group PLC	1,500,000	5.500%	6/15/2011	1,581,989
Total Telcom & Telcom Equipment	16,500,000			17,641,950
Transportation				
United Parcel Services Inc.	1,000,000	4.500%	1/15/2013	1,063,198
United Parcel Services Inc.	1,000,000	5.500%	1/15/2018	1,077,889
Total Transportation	2,000,000			2,141,087

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Utilities & Energy				
Commonwealth Edison	1,000,000	5.400%	12/15/2011	1,068,438
Commonwealth Edison	1,000,000	4.700%	4/15/2015	1,035,680
Commonwealth Edison	500,000	5.800%	3/15/2018	530,265
Consolidated Edison Co NY	500,000	5.850%	4/1/2018	535,574
Consolidated Edison Co NY	1,000,000	5.300%	12/1/2016	1,041,373
Duke Energy Carolinas	1,000,000	5.100%	4/15/2018	1,034,506
Duke Energy Corp.	3,000,000	7.375%	3/1/2010	3,031,086
Florida Power Corp	1,000,000	5.650%	6/15/2018	1,073,246
Florida Power Corp	3,000,000	6.650%	7/15/2011	3,215,670
Georgia Power	1,000,000	5.700%	6/1/2017	1,085,079
Georgia Power	2,000,000	5.250%	12/15/2015	2,164,726
IES Utilities	2,000,000	6.750%	3/15/2011	2,102,796
Midamerican Energy Company	2,000,000	5.125%	1/15/2013	2,128,392
Midamerican Energy Company	500,000	5.950%	7/15/2017	537,813
Northern States Power Co.	1,000,000	5.250%	3/1/2018	1,047,661
NSTAR Electric Co	1,500,000	5.625%	11/15/2017	1,606,161
Pacificorp	2,000,000	6.900%	11/15/2011	2,189,512
PECO Energy Co.	1,000,000	5.350%	3/1/2018	1,050,933
Pub Svc Elec & Gas	500,000	5.300%	5/1/2018	524,886
Tampa Electric Company	3,000,000	6.875%	6/15/2012	3,239,643
Union Electric Co.	1,000,000	6.000%	4/1/2018	1,043,218
Union Electric Co.	2,000,000	5.400%	2/1/2016	2,057,903
Wisconsin Public Service	3,000,000	6.125%	8/1/2011	3,185,553
Total Utilities & Energy	34,500,000			36,530,114
Total Fixed Income	662,800,000			700,511,094
Short Term Investments				
JPMorgan U.S. Government Money Market Fund *	58,132,216			58,132,216
Total Short Term Investments	58,132,216			58,132,216
Total Balanced Account Investments	743,700,068			$ 1,660,769,933
BALANCED ACCOUNT ASSETS				$ 1,660,769,933

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	127,804,195
The Coca-Cola Company	1,102,400	62,836,800
Kellogg Company	800,000	42,560,000
McCormick & Co Inc	448,400	16,200,692
Pepsico Inc.	671,100	40,802,880
Sysco Corp.	1,298,500	36,280,090
Sector Total: Agricultural, Foods, & Beverage	8,402,297	326,484,657
Banks		
M&T Bank Corp	212,400	14,207,436
Northern Trust Corp.	625,900	32,797,160
Suntrust Banks	316,400	6,419,756
Wells Fargo & Company	2,781,800	75,080,782
Sector Total: Banks	3,936,500	128,505,134
Building Materials & Construction		
Vulcan Materials Company	1,208,400	63,646,428
Sector Total: Building Materials & Construction	1,208,400	63,646,428
Chemicals		
Air Products & Chemicals Inc	1,120,800	90,852,048
Dow Chemical	252,200	6,968,286
EI du Pont de Nemours & Co	198,296	6,676,626
Intl Flavors & Fragrances	454,900	18,714,586
Sigma-Aldrich Corporation	2,042,400	103,202,472
Novozymes A/S - B Shares	248,250	25,792,182
Sector Total: Chemicals	4,316,846	252,206,200
Computer & Technology		
Agilent Technologies Inc.	671,264	20,856,172
Hewlett-Packard Company	3,520,000	181,315,201
Int'l Business Machines Corp.	632,800	82,833,520
SAP AG	475,200	22,446,642
Sector Total: Computer & Technology	5,299,264	307,451,535

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Computer Software and Services		
Intel Corporation	3,120,000	63,648,000
Linear Technology Corp.	1,149,600	35,108,784
Microsoft Corporation	3,493,800	106,525,962
Sector Total: Computer Software and Services	7,763,400	205,282,746
Consumer & Marketing		
Aptargroup Inc.	610,800	21,829,992
Colgate Palmolive Co.	393,600	32,334,240
Nestle S.A. ADR	1,370,350	66,545,703
Procter & Gamble Co.	2,070,460	125,531,990
Sector Total: Consumer & Marketing	4,445,210	246,241,925
Electronic/Electrical Manufacturing		
Emerson Electric Co	789,700	33,641,220
General Electric Company	4,803,500	72,676,955
Sector Total: Electronic/Electrical Manufacturing	5,593,200	106,318,175
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	57,035,036
Baxter International Inc.	249,900	14,664,132
Eli Lilly & Co.	1,060,800	37,881,168
Johnson & Johnson	2,780,600	179,098,446
Merck & Co. Inc.	750,400	27,419,617
Pfizer Inc.	3,121,300	56,776,447
Sector Total: Health Care & Pharmaceuticals	9,019,400	372,874,846

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Machinery & Manufacturing		
Caterpillar Inc.	1,079,500	61,520,705
HNI Corp	1,600,800	44,230,104
Illinois Tool Works	944,600	45,331,354
Sector Total: Machinery & Manufacturing	3,624,900	151,082,163
Materials & Processes		
3M Co	696,400	57,571,388
Sector Total: Materials & Processes	696,400	57,571,388
Media & Broadcasting		
Lee Enterprises Class A	174,400	605,168
Lee Enterprises Class B	174,400	605,168
The Walt Disney Company	3,097,857	99,905,888
Sector Total: Media & Broadcasting	3,446,657	101,116,224
Mining & Metals		
Nucor Corporation	1,744,400	81,376,260
Rio Tinto PLC ADR	263,500	56,755,265
Rio Tinto PLC	553,350	30,287,579
BHP Billiton PLC	1,018,591	32,810,110
Sector Total: Mining & Metals	3,579,841	201,229,214
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	49,294,936
Bill Barrett Corp	1,310,200	40,760,322
BP PLC Sp ADR	778,072	45,104,834
Chevron Corp	1,371,800	105,614,882
Devon Energy	239,770	17,623,095
Exxon Mobil Corp.	2,821,200	192,377,628
Royal Dutch Shell PLC - ADR Class A	579,300	34,821,723
Sasol Ltd SP ADR	385,800	15,408,852
Spectra Energy Corp.	147,500	3,025,225
Tidewater Inc.	168,409	8,075,212
Woodside Petroleum Limited	168,874	7,151,449
Sector Total: Oil, Gas & Other Energy	10,692,025	519,258,158

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Retailers		
Wal-Mart Stores Inc.	1,695,700	90,635,165
Sector Total: Retailers	1,695,700	90,635,165
Telcom & Telcom Equipment		
ADC Telecommunications Inc	130,500	810,405
AT&T Inc.	2,429,972	68,112,115
Cisco Systems Inc.	2,002,300	47,935,062
Corning Incorporated	1,485,300	28,681,143
Verizon Communications	707,700	23,446,101
Sector Total: Telcom & Telcom Equipment	6,755,772	168,984,826
Transportation		
Burlington North Santa Fe	252,200	24,871,964
GATX Corporation	166,800	4,795,500
Sector Total: Transportation	419,000	29,667,464
Utilities		
Duke Energy Corp.	722,400	12,432,504
Sector Total: Utilities	722,400	12,432,504
Equities Account: Total Common Stocks	**81,617,212**	**3,340,988,752**
Short Term Investments		
JPMorgan U.S. Government Money Market Fund *	82,070,407	82,070,407
Equities Account: Total Short Term Investments	82,070,407	82,070,407
Total Equities Account Investments	163,687,619	3,423,059,159
EQUITIES ACCOUNT ASSETS		3,423,059,159
Total of State Farm Accounts		**6,127,549,039**

Common Collective Trust I - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2005	251,264	7,560,535
Target Retirement Trust I - 2010	567,654	16,649,282
Target Retirement Trust I - 2015	1,361,692	38,467,814
Target Retirement Trust I - 2020	1,491,984	40,880,361
Target Retirement Trust I - 2025	1,764,714	46,570,810
Target Retirement Trust I - 2030	1,525,487	38,960,937
Target Retirement Trust I - 2035	1,038,183	26,037,617
Target Retirement Trust I - 2040	570,935	14,370,433
Target Retirement Trust I - 2045	423,757	10,627,828
Target Retirement Trust I - 2050	580,122	14,630,685
Target Retirement Trust I - Income	636,380	20,434,150
Total Common Collective Trust I - Vanguard Fiduciary Trust Co.		**$ 275,190,452**
Participant Loans - interest rate range 4.25% - 5.00%		**71,234,859**
Total of All Accounts		**$ 6,473,974,350**

* Denotes "Party in Interest"
Cost information has not been disclosed because they are all participant directed

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2009

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Rate of Interest %**	**Date of Maturity**	**Par Value**	**Current Market Value**
Fixed Income Account (U.S. Government Securities)				
U.S. Treasury Notes	3.6250%	1/15/2010	25,000,000	25,023,450
U.S. Treasury Notes	6.5000%	2/15/2010	25,000,000	25,181,650
U.S. Treasury Notes	3.8750%	5/15/2010	15,000,000	15,200,970
U.S. Treasury Notes	5.7500%	8/15/2010	25,000,000	25,833,000
U.S. Treasury Notes	4.2500%	10/15/2010	10,000,000	10,299,220
U.S. Treasury Notes	4.2500%	1/15/2011	15,000,000	15,562,500
U.S. Treasury Notes	5.0000%	2/15/2011	35,000,000	36,680,280
U.S. Treasury Notes	4.8750%	4/30/2011	10,000,000	10,532,810
U.S. Treasury Notes	5.1250%	6/30/2011	15,000,000	15,939,255
U.S. Treasury Notes	4.8750%	7/31/2011	15,000,000	15,929,880
U.S. Treasury Notes	5.0000%	8/15/2011	20,000,000	21,325,000
U.S. Treasury Notes	4.8750%	2/15/2012	40,000,000	43,040,640
U.S. Treasury Notes	4.5000%	3/31/2012	15,000,000	16,054,680
U.S. Treasury Notes	4.6250%	7/31/2012	25,000,000	27,000,000
U.S. Treasury Notes	4.3750%	8/15/2012	30,000,000	32,275,770
U.S. Treasury Notes	4.0000%	11/15/2012	20,000,000	21,364,060
U.S. Treasury Notes	3.6250%	12/31/2012	25,000,000	26,435,550
U.S. Treasury Notes	3.8750%	2/15/2013	20,000,000	21,300,000
U.S. Treasury Notes	3.6250%	5/15/2013	35,000,000	37,056,250
U.S. Treasury Notes	4.2500%	8/15/2013	30,000,000	32,371,860
U.S. Treasury Notes	3.1250%	9/30/2013	25,000,000	25,982,425
U.S. Treasury Notes	4.2500%	11/15/2013	30,000,000	32,409,360
U.S. Treasury Notes	1.5000%	12/31/2013	15,000,000	14,605,080
U.S. Treasury Notes	4.0000%	2/15/2014	40,000,000	42,771,880
U.S. Treasury Notes	1.8750%	4/30/2014	20,000,000	19,589,060
U.S. Treasury Notes	4.7500%	5/15/2014	20,000,000	22,006,240
U.S. Treasury Notes	2.6250%	6/30/2014	25,000,000	25,181,650
U.S. Treasury Notes	4.2500%	8/15/2014	30,000,000	32,364,840
U.S. Treasury Notes	4.2500%	11/15/2014	25,000,000	26,929,700
U.S. Treasury Notes	4.0000%	2/15/2015	15,000,000	15,942,180
U.S. Treasury Notes	4.1250%	5/15/2015	25,000,000	26,656,250
Total U.S. Government Securities			720,000,000	758,845,490

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Current Market Value
Fixed Income Account (Corporate Bonds)				
Bank Of America Corp	1.7000%	12/23/2010	10,000,000	10,090,520
Bank Of America Corp	2.1000%	4/30/2012	10,000,000	10,092,310
Bank Of America Corp	3.1250%	6/15/2012	10,000,000	10,361,970
Citigroup Funding Inc	2.0000%	3/30/2012	10,000,000	10,081,290
Citigroup Inc	2.1250%	4/30/2012	10,000,000	10,107,080
General Electric Cap Corp	1.6250%	1/7/2011	10,000,000	10,105,040
General Electric Cap Corp	2.2000%	6/8/2012	10,000,000	10,140,250
Goldman Sachs Group Inc	1.6250%	7/15/2011	7,500,000	7,567,080
Goldman Sachs Group Inc	2.1500%	3/15/2012	10,000,000	10,162,090
HSBC USA Inc	3.1250%	12/16/2011	10,000,000	10,348,520
John Deere Capital Corp	2.8750%	6/19/2012	7,000,000	7,213,332
JP Morgan Chase & Co *	2.6250%	12/1/2010	10,000,000	10,196,580
JP Morgan Chase & Co *	3.1250%	12/1/2011	10,000,000	10,349,820
JP Morgan Chase & Co *	2.2000%	6/15/2012	8,000,000	8,111,176
JP Morgan Chase & Co *	2.1250%	12/26/2012	10,000,000	10,044,100
Key Bank NA	3.2000%	6/15/2012	10,000,000	10,379,850
Morgan Stanley	2.2500%	3/13/2012	10,000,000	10,157,750
PNC Funding Corp PNC	2.3000%	6/22/2012	7,000,000	7,118,272
Regions Bank	2.7500%	12/10/2010	10,000,000	10,215,770
State Street Capital Trust	2.1500%	4/30/2012	5,000,000	5,065,495
Suntrust Bank	3.0000%	11/16/2011	10,000,000	10,318,460
US Bancorp	2.2500%	3/13/2012	10,000,000	10,166,410
Wells Fargo & Company	2.1250%	6/15/2012	7,000,000	7,081,396
Total Long term Corporate Bonds			211,500,000	215,474,561
Fixed Income Account (Short Term Investments)				
JPMorgan U.S. Government Money Market Fund *			69,399,896	69,399,896
Total Short term Investments			69,399,896	69,399,896
Total Fixed Income Account Investments			1,000,899,896	$ 1,043,719,947
FIXED INCOME ACCOUNT ASSETS				$ 1,043,719,947

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 31,254,644
Campbell Soup Company	28,000	946,400
The Coca-Cola Company	277,300	15,806,100
The Hershey Company	92,700	3,317,733
Kellogg Company	240,000	12,768,000
Pepsico Inc.	185,900	11,302,720
Sysco Corp.	370,700	10,357,358
Total Agricultural, Foods, & Beverage	2,192,832	85,752,955
Banks		
M&T Bank Corp	72,700	4,862,903
Northern Trust Corp.	167,900	8,797,960
Suntrust Banks Inc.	121,300	2,461,177
Wells Fargo & Company	715,900	19,322,141
Total Banks	1,077,800	35,444,181
Building Materials & Construction		
Lafarge SA	30,400	2,515,577
Vulcan Materials Company	250,800	13,209,636
Total Building Materials & Construction	281,200	15,725,213
Chemicals		
Air Products & Chemicals Inc.	256,000	20,751,360
Dow Chemical	75,000	2,072,250
EI du Pont de Nemours & Co.	98,184	3,305,855
Intl Flavors & Fragrances	159,000	6,541,260
Novozymes A/S - B Shares	77,100	8,010,382
Sigma-Aldrich Corporation	366,200	18,504,086
Total Chemicals	1,031,484	59,185,193
Computer & Technology		
Agilent Technologies Inc.	175,444	5,451,045
Hewlett-Packard Company	920,000	47,389,200
Int'l Business Machines Corp.	188,900	24,727,010
SAP AG	126,000	5,951,761
Total Computer & Technology	1,410,344	83,519,016
Computer Software and Services		
Applied Materials Inc.	323,900	4,515,166
Automatic Data Processing Inc.	106,200	4,547,484
Intel Corporation	980,500	20,002,200
KLA-Tencor Corp.	60,500	2,187,680
Linear Technology Corp.	297,500	9,085,650
Microsoft Corporation	825,600	25,172,544
Total Computer Software and Services	2,594,200	65,510,724

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Consumer & Marketing		
Aptargroup Inc.	235,400	8,413,196
Colgate Palmolive Co.	85,500	7,023,825
Nestle S.A. ADR	359,000	17,433,435
Procter & Gamble Co.	644,700	39,088,161
Total Consumer & Marketing	1,324,600	71,958,617
Electronic/Electrical Manufacturing		
Emerson Electric Company	111,000	4,728,600
General Electric Company	1,124,800	17,018,224
Total Electronic/Electrical Manufacturing	1,235,800	21,746,824
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	11,937,189
Allergan Inc.	176,800	11,140,168
Eli Lilly & Co.	264,000	9,427,440
Johnson & Johnson	523,200	33,699,312
Medtronic Inc.	80,100	3,522,798
Merck & Co. Inc.	153,500	5,608,889
Pfizer Inc.	1,386,000	25,211,340
Total Health Care & Pharmaceuticals	2,804,700	100,547,136
Materials & Processes		
3M Co.	162,300	13,417,341
Total Materials & Processes	162,300	13,417,341
Machinery & Manufacturing		
Caterpillar Inc.	338,800	19,308,212
HNI Corp	136,800	3,779,784
Illinois Tool Works	262,400	12,592,576
Total Machinery & Manufacturing	738,000	35,680,572
Media & Broadcasting		
Lee Enterprises Class A	50,000	173,500
Lee Enterprises Class B	50,000	173,500
The Walt Disney Company	909,312	29,325,312
Thompson Reuters Corp.	138,810	4,476,623
Total Media & Broadcasting	1,148,122	34,148,935

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Mining & Metals		
BHP Billiton PLC	270,893	8,725,808
Newmont Mining Corporation	31,300	1,480,803
Nucor Corporation	432,400	20,171,459
Rio Tinto PLC	188,370	10,310,421
Rio Tinto PLC ADR	89,700	19,320,483
Total Mining & Metals	1,012,663	60,008,974
Oil, Gas & Other Energy		
Anadarko Petroleum Corp.	59,400	3,707,748
BG Group PLC	883,600	16,007,131
Bill Barrett Corp	150,000	4,666,500
BP PLC Sp ADR	189,926	11,010,010
Chevron Corp	338,600	26,068,814
Devon Energy	86,482	6,356,427
Exxon Mobil Corp.	657,700	44,848,564
Royal Dutch Shell PLC - ADR Class A	222,600	13,380,486
Sasol Ltd SP ADR	114,900	4,589,106
Spectra Energy Corp.	232,500	4,768,575
Tidewater Inc.	68,000	3,260,600
Woodside Petroleum Limited	72,684	3,078,010
Total Oil, Gas & Other Energy	3,076,392	141,741,971
Retailers		
Wal-Mart Stores Inc.	406,300	21,716,735
Total Retailers	406,300	21,716,735
Telcom & Telcom Equipment		
ADC Telecommunications Inc.	35,300	219,213
AT&T Inc.	624,915	17,516,367
Cisco Systems Inc.	413,800	9,906,372
Corning Incorporated	355,200	6,858,912
Nokia Corporation ADR	231,400	2,973,490
Verizon Communications	136,900	4,535,497
Total Telcom & Telcom Equipment	1,797,515	42,009,851
Transportation		
Burlington North Santa Fe	70,500	6,952,710
GATX Corporation	10,600	304,750
Total Transportation	81,100	7,257,460
Utilities & Energy		
Duke Energy Corporation	392,500	6,754,925
Total Utilities & Energy	392,500	6,754,925
Total Common Stocks	22,767,852.00	$ 902,126,623

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	18,000,000	6.500%	2/15/2010	18,130,788
U.S. Treasury Notes	10,000,000	5.750%	8/15/2010	10,333,200
U.S. Treasury Notes	10,000,000	5.000%	2/15/2011	10,480,080
U.S. Treasury Notes	10,000,000	5.000%	8/15/2011	10,662,500
U.S. Treasury Notes	20,000,000	4.875%	2/15/2012	21,520,320
U.S. Treasury Notes	10,000,000	4.375%	8/15/2012	10,758,590
U.S. Treasury Notes	10,000,000	4.000%	11/15/2012	10,682,030
U.S. Treasury Notes	15,000,000	3.875%	2/15/2013	15,975,000
U.S. Treasury Notes	10,000,000	3.625%	5/15/2013	10,587,500
U.S. Treasury Notes	25,000,000	4.250%	8/15/2013	26,976,550
U.S. Treasury Notes	15,000,000	4.250%	11/15/2013	16,204,680
U.S. Treasury Notes	15,000,000	4.000%	2/15/2014	16,039,455
U.S. Treasury Notes	15,000,000	4.750%	5/15/2014	16,504,680
U.S. Treasury Notes	15,000,000	4.250%	8/15/2014	16,182,420
U.S. Treasury Notes	15,000,000	4.250%	11/15/2014	16,157,820
U.S. Treasury Notes	20,000,000	4.000%	2/15/2015	21,256,240
U.S. Treasury Notes	40,000,000	4.125%	5/15/2015	42,650,000
U.S. Treasury Notes	15,000,000	5.125%	5/15/2016	16,729,680
U.S. Treasury Notes	15,000,000	3.250%	7/31/2016	15,026,955
U.S. Treasury Notes	25,000,000	4.875%	8/15/2016	27,492,200
U.S. Treasury Notes	25,000,000	4.625%	2/15/2017	26,994,150
U.S. Treasury Notes	15,000,000	4.250%	11/15/2017	15,721,875
U.S. Treasury Notes	15,000,000	3.500%	2/15/2018	14,876,955
U.S. Treasury Notes	15,000,000	4.000%	8/15/2018	15,319,920
U.S. Treasury Notes	15,000,000	3.125%	5/15/2019	14,205,465
U.S. Treasury Notes	15,000,000	3.625%	8/15/2019	14,746,875
Total U.S. Government Securities	428,000,000			$ 452,215,928
Government Agency Securities				
Federal National Mortgage A	3,000,000	7.250%	1/15/2010	3,006,693
Tenn Valley Authority	1,000,000	5.500%	7/18/2017	1,090,000
Total Government Agency Securities	4,000,000			$ 4,096,693

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Corporate Bonds				
Agricultural, Foods & Beverage				
Bottling Group LLC	1,000,000	5.500%	4/1/2016	1,081,843
The Coca-Cola Company	3,000,000	5.750%	3/15/2011	3,180,428
The Coca-Cola Company	2,000,000	5.350%	11/15/2017	2,154,446
General Mills Inc.	2,000,000	5.650%	9/10/2012	2,175,754
General Mills Inc.	500,000	5.200%	3/17/2015	533,572
HJ Heinz Co.	3,000,000	6.625%	7/15/2011	3,221,367
The Hershey Company	500,000	5.300%	9/1/2011	529,677
The Hershey Company	500,000	5.450%	9/1/2016	524,250
The Hershey Company	500,000	5.000%	4/1/2013	529,649
Kellogg Company	500,000	5.125%	12/3/2012	542,632
Kellogg Company	1,000,000	4.250%	3/6/2013	1,048,305
Kraft Foods Inc.	1,000,000	6.250%	6/1/2012	1,077,731
Kraft Foods Inc.	1,000,000	6.500%	8/11/2017	1,085,056
PepsiAmericas Inc.	1,000,000	5.625%	5/31/2011	1,055,397
Pepsico Inc.	2,000,000	5.150%	5/15/2012	2,152,998
Pepsico Inc.	1,000,000	5.000%	6/1/2018	1,038,232
Sara Lee Corp.	2,000,000	6.250%	9/15/2011	2,133,790
Sysco Corp.	1,000,000	4.200%	2/12/2013	1,046,153
Sysco Corp.	1,000,000	5.250%	2/12/2018	1,044,101
WM Wrigley Jr. Co.	1,000,000	4.300%	7/15/2010	1,009,607
Total Agricultural, Foods, & Beverage	25,500,000			27,164,988
Aerospace/Defense				
Lockheed Martin Corp.	1,000,000	4.121%	3/14/2013	1,044,781
Total Aerospace/Defense	1,000,000			1,044,781
Banks				
Bank of America Corp	1,000,000	4.500%	8/1/2010	1,020,917
Bank of America Corp	500,000	5.375%	8/15/2011	524,887
Bank of America Corp	500,000	5.375%	9/11/2012	530,454
Bank of America NA	1,000,000	6.000%	6/15/2016	1,028,827
Bank of America NA	500,000	5.300%	3/15/2017	490,045
Bank of New York	500,000	5.125%	11/1/2011	532,704
Bank of New York	500,000	4.500%	4/1/2013	528,011
Barclays Bank PLC	1,500,000	5.450%	9/12/2012	1,622,153
Charter One Bank FSB	1,500,000	5.500%	4/26/2011	1,532,003
Deutsche Bank AG London	1,500,000	6.000%	9/1/2017	1,635,333
Deutsche Bank AG London	1,500,000	5.375%	10/12/2012	1,619,333
JP Morgan Chase *	500,000	5.875%	6/13/2016	524,655
JP Morgan Chase *	1,500,000	6.000%	10/1/2017	1,606,011
Mellon Funding Corp	500,000	5.200%	5/15/2014	536,392
Suntrust Banks	1,000,000	6.000%	9/11/2017	991,243
US Bank NA	1,500,000	4.950%	10/30/2014	1,590,918
Wachovia Bank NA	750,000	5.600%	3/15/2016	767,159
Wachovia Bank NA	500,000	6.000%	11/15/2017	523,372
Wachovia Corp	750,000	5.700%	8/1/2013	806,656
Wells Fargo & Company	500,000	5.625%	12/11/2017	520,078
Total Banks	18,000,000			18,931,151
Building Materials & Construction				
Cooper Industries Ltd	1,000,000	6.100%	7/1/2017	1,092,461
Cooper Industries Ltd	500,000	5.450%	4/1/2015	539,127
Total Building Materials & Construction	1,500,000			1,631,588

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Chemicals				
Dow Chemical	3,000,000	6.125%	2/1/2011	3,127,404
EI du Pont de Nemours & Co.	3,000,000	4.875%	4/30/2014	3,199,719
PPG Industries Inc.	1,000,000	5.750%	3/15/2013	1,067,689
Praxair Inc.	1,000,000	5.375%	11/1/2016	1,061,291
Praxair Inc.	1,000,000	4.625%	3/30/2015	1,063,554
Total Chemicals	9,000,000			9,519,657
Commercial Service/Supplies				
Pitney Bowes Inc	500,000	5.750%	9/15/2017	535,720
Total Commercial Service/Supplies	500,000			535,720
Computer & Technology				
Hewlett-Packard Company	1,500,000	5.250%	3/1/2012	1,609,217
Hewlett-Packard Company	1,000,000	4.500%	3/1/2013	1,060,163
Int'l Business Machines Corp.	1,000,000	5.700%	9/14/2017	1,093,309
Total Computer & Technology	3,500,000			3,762,689
Consumer & Marketing				
Clorox Co.	3,000,000	6.125%	2/1/2011	3,158,253
Danaher Corp.	1,000,000	5.625%	1/15/2018	1,068,813
Ecolab Inc.	1,000,000	4.875%	2/15/2015	1,055,208
Kimberly-Clark Corp.	1,500,000	6.125%	8/1/2017	1,662,854
McDonald's Corp	3,000,000	6.000%	4/15/2011	3,178,953
McDonald's Corp	1,000,000	5.350%	3/1/2018	1,072,219
Procter & Gamble Co.	2,000,000	3.150%	9/1/2015	2,016,796
Unilever Capital Corp.	3,000,000	7.125%	11/1/2010	3,162,273
Total Consumer & Marketing	15,500,000			16,375,369
Electronic/Electrical Manufacturing				
Emerson Electric Co.	1,000,000	5.375%	10/15/2017	1,056,842
Emerson Electric Co.	1,000,000	5.250%	10/15/2018	1,050,847
Public Service Colorado	1,500,000	4.875%	3/1/2013	1,581,960
Total Electronic/Electrical Manufacturing	3,500,000			3,689,649
Financial Services				
Bellsouth Capital Funding	3,000,000	7.750%	2/15/2010	3,023,930
General Electric Capital Co	500,000	5.400%	2/15/2017	510,296
General Electric Capital Co	500,000	5.625%	9/15/2017	515,115
General Electric Capital Co	500,000	5.625%	5/1/2018	512,371
General Electric Capital Co	2,000,000	7.375%	1/19/2010	2,004,854
General Electric Capital Co	500,000	5.375%	10/20/2016	519,870
John Deere Capital Corp.	1,000,000	5.500%	4/13/2017	1,060,041
JPMorgan Chase & Co. *	1,000,000	5.375%	10/1/2012	1,082,130
Simon Property Group Inc	2,500,000	5.300%	5/30/2013	2,579,513
Wachovia Corp.	750,000	5.350%	3/15/2011	782,036
Wachovia Corp.	750,000	5.750%	6/15/2017	779,969
Wells Fargo Financial	3,000,000	6.125%	4/18/2012	3,226,734
Total Financial Services	16,000,000			16,596,859

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Health Care & Pharmaceuticals				
Abbott Labs	500,000	5.150%	11/30/2012	546,476
Abbott Labs	500,000	5.600%	11/30/2017	543,003
Amgen Inc.	1,000,000	5.850%	6/1/2017	1,092,751
Astrazeneca PLC ADR	2,000,000	5.400%	6/1/2014	2,192,812
Astrazeneca PLC ADR	750,000	5.400%	9/15/2012	819,265
Astrazeneca PLC ADR	750,000	5.900%	9/15/2017	833,378
Baxter International Inc.	2,000,000	5.375%	6/1/2018	2,122,668
Bristol-Myers Squibb	500,000	5.450%	5/1/2018	534,775
Eli Lilly & Co.	3,000,000	6.000%	3/15/2012	3,276,675
Genentech Inc	1,000,000	4.400%	7/15/2010	1,020,584
GlaxoSmithKline	3,000,000	4.375%	4/15/2014	3,147,015
GlaxoSmithKline	1,000,000	5.650%	5/15/2018	1,078,593
Johnson & Johnson	1,000,000	5.150%	8/15/2012	1,086,869
Johnson & Johnson	1,000,000	5.550%	8/15/2017	1,103,006
Merck & Co. Inc.	2,000,000	4.375%	2/15/2013	2,105,562
Merck & Co. Inc.	500,000	5.125%	11/15/2011	533,982
Pfizer Inc.	3,000,000	4.500%	2/15/2014	3,179,787
Schering Plough Corp.	1,000,000	5.300%	12/1/2013	1,099,057
Total Health Care & Pharmaceuticals	24,500,000			26,316,258
Machinery & Manufacturing				
Caterpillar Finance - MTN	1,000,000	5.450%	4/15/2018	1,041,577
Deere & Co.	3,000,000	7.850%	5/15/2010	3,080,415
Dover Corp.	2,000,000	6.500%	2/15/2011	2,112,838
Dover Corp.	1,000,000	5.450%	3/15/2018	1,058,098
Eaton Corp.	1,500,000	5.300%	3/15/2017	1,536,123
Eaton Corp.	500,000	4.900%	5/15/2013	529,084
Honeywell International Inc	3,000,000	7.500%	3/1/2010	3,036,090
Ingersoll Rand	1,000,000	4.750%	5/15/2015	1,012,000
Shell International	2,000,000	5.625%	6/27/2011	2,130,306
Shell International	1,000,000	5.200%	3/22/2017	1,076,869
Shell International	1,000,000	4.300%	9/22/2019	987,986
3M Company	1,000,000	4.375%	8/15/2013	1,076,636
United Technologies Corp.	1,500,000	5.375%	12/15/2017	1,598,474
Total Machinery & Manufacturing	19,500,000			20,276,496
Media & Broadcasting				
The Walt Disney Company	1,000,000	4.700%	12/1/2012	1,076,653
The Walt Disney Company	2,000,000	5.700%	7/15/2011	2,131,654
The Walt Disney Company	1,000,000	6.000%	7/17/2017	1,097,480
Total Media & Broadcasting	4,000,000			4,305,787
Mining & Metals				
Alcan Inc.	2,000,000	6.450%	3/15/2011	2,098,303
Alcoa Inc.	2,244,000	5.720%	2/23/2019	2,169,567
Alcoa Inc.	756,000	5.870%	2/23/2022	702,011
BHP Finance USA	2,000,000	5.250%	12/15/2015	2,165,302
BHP Finance USA	500,000	5.125%	3/29/2012	532,201
BHP Finance USA	500,000	5.400%	3/29/2017	535,689
Total Mining & Metals	8,000,000			8,203,073

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Oil, Gas & Other Energy				
BP Capital Markets PLC	1,500,000	4.875%	3/15/2010	1,513,902
BP Capital Markets PLC	3,000,000	4.750%	3/10/2019	3,067,590
Chevron Corporation	3,000,000	4.950%	3/3/2019	3,160,104
ConocoPhillips	1,000,000	5.200%	5/15/2018	1,048,970
ConocoPhillips	500,000	5.300%	4/15/2012	535,922
ConocoPhillips	500,000	5.625%	10/15/2016	542,401
ConocoPhillips Aust Funding	2,000,000	5.500%	4/15/2013	2,171,902
Marathon Oil Corp.	1,000,000	5.900%	3/15/2018	1,053,335
Total Oil, Gas & Other Energy	12,500,000			13,094,126
Other				
Province of New Brunswick	2,500,000	5.200%	2/21/2017	2,687,648
Total Other	2,500,000			2,687,648
Retailers				
Costco Wholesale	2,000,000	5.300%	3/15/2012	2,157,526
Home Depot Inc.	2,000,000	4.625%	8/15/2010	2,047,416
Home Depot Inc.	1,000,000	5.400%	3/1/2016	1,046,860
Lowe's Companies Inc.	1,000,000	5.000%	10/15/2015	1,082,891
Lowe's Companies Inc.	1,000,000	5.400%	10/15/2016	1,071,420
Lowe's Companies Inc.	1,000,000	5.600%	9/15/2012	1,099,067
Target Corp	1,300,000	5.875%	7/15/2016	1,430,096
Target Corp	1,500,000	5.375%	5/1/2017	1,609,709
Target Corp	500,000	6.000%	1/15/2018	551,844
Target Corp	500,000	5.125%	1/15/2013	542,901
Wal-Mart Stores Inc.	1,000,000	5.800%	2/15/2018	1,109,753
Total Retailers	12,800,000			13,749,483
Telcom & Telcom Equipment				
Alltel Corporation	2,000,000	7.000%	7/1/2012	2,206,199
Motorola Inc.	3,000,000	7.625%	11/15/2010	3,108,057
SBC Communications	3,000,000	5.875%	2/1/2012	3,244,200
Telstra Corp Ltd	3,000,000	6.375%	4/1/2012	3,260,379
Verizon Communications	500,000	4.350%	2/15/2013	523,012
Verizon Communications	500,000	5.500%	2/15/2018	521,786
Verizon New Jersey Inc.	3,000,000	5.875%	1/17/2012	3,196,328
Vodafone Group PLC	1,500,000	5.500%	6/15/2011	1,581,989
Total Telcom & Telcom Equipment	16,500,000			17,641,950
Transportation				
United Parcel Services Inc.	1,000,000	4.500%	1/15/2013	1,063,198
United Parcel Services Inc.	1,000,000	5.500%	1/15/2018	1,077,889
Total Transportation	2,000,000			2,141,087

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Utilities & Energy				
Commonwealth Edison	1,000,000	5.400%	12/15/2011	1,068,438
Commonwealth Edison	1,000,000	4.700%	4/15/2015	1,035,680
Commonwealth Edison	500,000	5.800%	3/15/2018	530,265
Consolidated Edison Co NY	500,000	5.850%	4/1/2018	535,574
Consolidated Edison Co NY	1,000,000	5.300%	12/1/2016	1,041,373
Duke Energy Carolinas	1,000,000	5.100%	4/15/2018	1,034,506
Duke Energy Corp.	3,000,000	7.375%	3/1/2010	3,031,086
Florida Power Corp	1,000,000	5.650%	6/15/2018	1,073,246
Florida Power Corp	3,000,000	6.650%	7/15/2011	3,215,670
Georgia Power	1,000,000	5.700%	6/1/2017	1,085,079
Georgia Power	2,000,000	5.250%	12/15/2015	2,164,726
IES Utilities	2,000,000	6.750%	3/15/2011	2,102,796
Midamerican Energy Company	2,000,000	5.125%	1/15/2013	2,128,392
Midamerican Energy Company	500,000	5.950%	7/15/2017	537,813
Northern States Power Co.	1,000,000	5.250%	3/1/2018	1,047,661
NSTAR Electric Co	1,500,000	5.625%	11/15/2017	1,606,161
Pacificorp	2,000,000	6.900%	11/15/2011	2,189,512
PECO Energy Co.	1,000,000	5.350%	3/1/2018	1,050,933
Pub Svc Elec & Gas	500,000	5.300%	5/1/2018	524,886
Tampa Electric Company	3,000,000	6.875%	6/15/2012	3,239,643
Union Electric Co.	1,000,000	6.000%	4/1/2018	1,043,218
Union Electric Co.	2,000,000	5.400%	2/1/2016	2,057,903
Wisconsin Public Service	3,000,000	6.125%	8/1/2011	3,185,553
Total Utilities & Energy	34,500,000			36,530,114
Total Fixed Income	662,800,000			700,511,094
Short Term Investments				
JPMorgan U.S. Government Money Market Fund *	58,132,216			58,132,216
Total Short Term Investments	58,132,216			58,132,216
Total Balanced Account Investments	743,700,068			$ 1,660,769,933
BALANCED ACCOUNT ASSETS				$ 1,660,769,933

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	127,804,195
The Coca-Cola Company	1,102,400	62,836,800
Kellogg Company	800,000	42,560,000
McCormick & Co Inc	448,400	16,200,692
Pepsico Inc.	671,100	40,802,880
Sysco Corp.	1,298,500	36,280,090
Sector Total: Agricultural, Foods, & Beverage	8,402,297	326,484,657
Banks		
M&T Bank Corp	212,400	14,207,436
Northern Trust Corp.	625,900	32,797,160
Suntrust Banks	316,400	6,419,756
Wells Fargo & Company	2,781,800	75,080,782
Sector Total: Banks	3,936,500	128,505,134
Building Materials & Construction		
Vulcan Materials Company	1,208,400	63,646,428
Sector Total: Building Materials & Construction	1,208,400	63,646,428
Chemicals		
Air Products & Chemicals Inc	1,120,800	90,852,048
Dow Chemical	252,200	6,968,286
EI du Pont de Nemours & Co	198,296	6,676,626
Intl Flavors & Fragrances	454,900	18,714,586
Sigma-Aldrich Corporation	2,042,400	103,202,472
Novozymes A/S - B Shares	248,250	25,792,182
Sector Total: Chemicals	4,316,846	252,206,200
Computer & Technology		
Agilent Technologies Inc.	671,264	20,856,172
Hewlett-Packard Company	3,520,000	181,315,201
Int'l Business Machines Corp.	632,800	82,833,520
SAP AG	475,200	22,446,642
Sector Total: Computer & Technology	5,299,264	307,451,535

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Computer Software and Services		
Intel Corporation	3,120,000	63,648,000
Linear Technology Corp.	1,149,600	35,108,784
Microsoft Corporation	3,493,800	106,525,962
Sector Total: Computer Software and Services	7,763,400	205,282,746
Consumer & Marketing		
Aptargroup Inc.	610,800	21,829,992
Colgate Palmolive Co.	393,600	32,334,240
Nestle S.A. ADR	1,370,350	66,545,703
Procter & Gamble Co.	2,070,460	125,531,990
Sector Total: Consumer & Marketing	4,445,210	246,241,925
Electronic/Electrical Manufacturing		
Emerson Electric Co	789,700	33,641,220
General Electric Company	4,803,500	72,676,955
Sector Total: Electronic/Electrical Manufacturing	5,593,200	106,318,175
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	57,035,036
Baxter International Inc.	249,900	14,664,132
Eli Lilly & Co.	1,060,800	37,881,168
Johnson & Johnson	2,780,600	179,098,446
Merck & Co. Inc.	750,400	27,419,617
Pfizer Inc.	3,121,300	56,776,447
Sector Total: Health Care & Pharmaceuticals	9,019,400	372,874,846

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Machinery & Manufacturing		
Caterpillar Inc.	1,079,500	61,520,705
HNI Corp	1,600,800	44,230,104
Illinois Tool Works	944,600	45,331,354
Sector Total: Machinery & Manufacturing	3,624,900	151,082,163
Materials & Processes		
3M Co	696,400	57,571,388
Sector Total: Materials & Processes	696,400	57,571,388
Media & Broadcasting		
Lee Enterprises Class A	174,400	605,168
Lee Enterprises Class B	174,400	605,168
The Walt Disney Company	3,097,857	99,905,888
Sector Total: Media & Broadcasting	3,446,657	101,116,224
Mining & Metals		
Nucor Corporation	1,744,400	81,376,260
Rio Tinto PLC ADR	263,500	56,755,265
Rio Tinto PLC	553,350	30,287,579
BHP Billiton PLC	1,018,591	32,810,110
Sector Total: Mining & Metals	3,579,841	201,229,214
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	49,294,936
Bill Barrett Corp	1,310,200	40,760,322
BP PLC Sp ADR	778,072	45,104,834
Chevron Corp	1,371,800	105,614,882
Devon Energy	239,770	17,623,095
Exxon Mobil Corp.	2,821,200	192,377,628
Royal Dutch Shell PLC - ADR Class A	579,300	34,821,723
Sasol Ltd SP ADR	385,800	15,408,852
Spectra Energy Corp.	147,500	3,025,225
Tidewater Inc.	168,409	8,075,212
Woodside Petroleum Limited	168,874	7,151,449
Sector Total: Oil, Gas & Other Energy	10,692,025	519,258,158

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2009

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Retailers		
Wal-Mart Stores Inc.	1,695,700	90,635,165
Sector Total: Retailers	1,695,700	90,635,165
Telcom & Telcom Equipment		
ADC Telecommunications Inc	130,500	810,405
AT&T Inc.	2,429,972	68,112,115
Cisco Systems Inc.	2,002,300	47,935,062
Corning Incorporated	1,485,300	28,681,143
Verizon Communications	707,700	23,446,101
Sector Total: Telcom & Telcom Equipment	6,755,772	168,984,826
Transportation		
Burlington North Santa Fe	252,200	24,871,964
GATX Corporation	166,800	4,795,500
Sector Total: Transportation	419,000	29,667,464
Utilities		
Duke Energy Corp.	722,400	12,432,504
Sector Total: Utilities	722,400	12,432,504
Equities Account: Total Common Stocks	**81,617,212**	**3,340,988,752**
Short Term Investments		
JPMorgan U.S. Government Money Market Fund *	82,070,407	82,070,407
Equities Account: Total Short Term Investments	82,070,407	82,070,407
Total Equities Account Investments	163,687,619	3,423,059,159
EQUITIES ACCOUNT ASSETS		3,423,059,159
Total of State Farm Accounts		**6,127,549,039**

Common Collective Trust I - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2005	251,264	7,560,535
Target Retirement Trust I - 2010	567,654	16,649,282
Target Retirement Trust I - 2015	1,361,692	38,467,814
Target Retirement Trust I - 2020	1,491,984	40,880,361
Target Retirement Trust I - 2025	1,764,714	46,570,810
Target Retirement Trust I - 2030	1,525,487	38,960,937
Target Retirement Trust I - 2035	1,038,183	26,037,617
Target Retirement Trust I - 2040	570,935	14,370,433
Target Retirement Trust I - 2045	423,757	10,627,828
Target Retirement Trust I - 2050	580,122	14,630,685
Target Retirement Trust I - Income	636,380	20,434,150
Total Common Collective Trust I - Vanguard Fiduciary Trust Co.		**$ 275,190,452**
Participant Loans - interest rate range 4.25% - 5.00%		**71,234,859**
Total of All Accounts		**$ 6,473,974,350**

* Denotes "Party in Interest"
Cost information has not been disclosed because they are all participant directed