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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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, including room or suite number (Employer, if for single-employer plan)

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.	10/09/2012	MARY SCHMIDT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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**	84944
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**	63431
b	Retired or separated participants receiving benefits	**6b**	3566
c	Other retired or separated participants entitled to future benefits	**6c**	17008
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	84005
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	878
f	Total. Add lines **6d** and **6e**	**6f**	84883
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	84395
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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

JPMORGAN CHASE BANK, N.A.

13-4994650

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures 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)

WORLDWIDE SECURITIES SERVICES

245 PARK AVENUE
NEW YORK, NY 10167

(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 [ ] No [X]	207525	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 [ ]

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)

(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
WORLDWIDE SECURITIES SERVICES	52 62 63	207525

(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

(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.

(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

(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

(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

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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	64185805

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	21127219

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	38694545

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	86618483

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	104972476

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	105822180

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	92137281

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083977-001	C	69459486

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083975-001	C	40530479

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083973-001	C	24826144

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-6083969-001	C	41803707

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	
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
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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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)	52005941	51586076
(2) Participant contributions	1b(2)	9028437	9152806
(3) Other	1b(3)	23806692	27051822
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	213256383	109252930
(2) U.S. Government securities	1c(2)	1347002306	1648902851
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	390531944	319716759
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	4542301644	4418720142
(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)	88709408	95854529
(9) Value of interest in common/collective trusts	1c(9)	528713292	690177805
(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	7195356047	7370415720
	Liabilities			
g	Benefit claims payable	1g	492874	295528
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	492874	295528
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7194863173	7370120192

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)	70793973	
	(B) Participants	2a(1)(B)	259828051	
	(C) Others (including rollovers)	2a(1)(C)	3871341	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		334493365
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	22573	
	(B) U.S. Government securities	2b(1)(B)	56098024	
	(C) Corporate debt instruments	2b(1)(C)	9565220	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	3974331	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		69660148
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	114490619	
	(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)		114490619
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1177579457	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1191586153	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-14006696

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-31871850	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-31871850
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-2280762
(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		470484824
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	295227805	
(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)		295227805
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		295227805
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		175257019
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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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): _____

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, 2011 and 2010

State Farm 401(k) Savings Plan
Index
December 31, 2011 and 2010

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Financial Statements

Statement of Net Assets Available for Plan Benefits as of December 31, 2011 and 2010 2

Statement of Changes in Net Assets Available for Plan Benefits
for the year ended December 31, 2011 3

Notes to Financial Statements 4-13

Supplemental Schedule

Schedule I: Schedule H, line 4i - Schedule of Assets
(Held at End of Year) as of December 31, 2011 14-30

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.

pwc

Report of Independent Auditors

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

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the State Farm 401(k) Savings Plan (the "Plan") at December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011 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. Those standards 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 financial statements taken as a whole. The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011 is presented for the purpose of additional analysis and is not a required part of the 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. The supplemental schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedule is fairly stated in all material respects in relation to the financial statements taken as a whole.

PricewaterhouseCoopers LLP

October 8, 2012

PricewaterhouseCoopers LLP, One North Wacker, Chicago, IL 60606
T: (312)298 2000, F: (312) 298 2001, www.pwc.com/us

State Farm 401(k) Savings Plan
Statement of Net Assets Available for Plan Benefits
As of December 31, 2011 and 2010

	2011	2010
Assets		
Investment accounts, at fair value	$ 7,186,770,487	$ 7,021,805,569
Companies contributions receivable	51,586,076	52,005,941
Participant contributions receivable	9,152,806	9,028,437
Notes receivable from participants	95,854,529	88,709,408
Accrued dividends and interest	27,051,822	23,806,692
Net assets available for benefits	$ 7,370,415,720	$ 7,195,356,047

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

State Farm 401(k) Savings Plan
Statement of Changes in Net Assets Available for Plan Benefits
For the year ended December 31, 2011

		2011
Additions		
Participant contributions	$	259,828,051
Companies contributions		70,793,973
Rollovers		3,871,341
Dividend and interest income		180,178,730
Interest income on notes receivable from participants		3,972,038
Total Additions		518,644,133
Deductions		
Net depreciation in fair value of investments		48,159,309
Benefit payments		295,425,151
Total deductions		343,584,460
Net additions		175,059,673
Net assets available for benefits		
Beginning of year		7,195,356,047
End of year	$	7,370,415,720

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 Board of Directors of the Company appoints the "Trustees" to the Plan as directed Trustees. The Trustees hold legal title to the Plans assets.

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. The plan is subject to the provisions of ERISA.

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, 2011 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 2011 and 2010. 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. Notes Receivable from Participants
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 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 2011 and 2010 includes terminated participant's interest as benefit payments are reflected on a cash basis under generally 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.

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.

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. However, there is an investment manager fee associated with the Vanguard Target Date investment options. The fee is collected by Vanguard from the Portfolio daily and reduces the Portfolio's daily closing price.

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.

F. Recent Accounting Pronouncements

In May 2011, the FASB issued updated accounting guidance for fair value measurements and disclosures intended to achieve common fair value measurement and disclosure requirements between accounting principles generally accepted in the United States and International Financial Reporting Standards. This new guidance clarifies the application of existing fair value measurement and disclosure requirements, changes certain principles related to measuring fair value, and requires additional disclosures about fair value measurements. Specifically, required disclosures are expanded under the new guidance, especially for fair value measurements that are categorized within Level 3 of the fair value hierarchy, for which quantitative information about the unobservable inputs used and a narrative description of the valuation processes in place will be required. Upon adoption of this guidance, the Plan's disclosures regarding the fair values of financial instruments will be expanded. The Plan does not believe that the adoption of this guidance will impact the Plan's financial position or the results of its operations or its cash flows.

G. Notes Receivable from Participants

Notes receivable from participants are participant loans that are stated at the unpaid principal balance plus any accrued but unpaid interest. At December 31, 2011 and 2010, there were no loans in default that exceeded the participants' vested account balance.

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:

	2011	2010
U.S. Government Securities	$ 36,942,869	$ 11,011,084
Common Stocks	(85,785,469)	319,450,886
Corporate Bonds and Notes	2,964,053	2,497,776
Common Collective Trust - Vanguard	(2,280,762)	53,292,245
Net appreciation (depreciation) in the fair value of investments	$(48,159,309)	$386,251,991

There were no investments held as of both December 31, 2011 and 2010 that represent 5% or more of the net assets available for plan benefits.

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.

The following table sets forth by level, within the fair value hierarchy, the plans fair value measurements at December 31, 2011 and 2010:

Fair Value Measurements at December 31, 2011

	Level 1 Market Value	Level 2 Market Value	Level 3 Market Value	Total
Common Stock				
Agricultural, Foods, & Beverage	$ 433,894,984	-	-	$ 433,894,984
Banks	161,421,296	-	-	161,421,296
Building Materials & Construction	61,175,782	-	-	61,175,782
Chemicals	370,349,727	-	-	370,349,727
Computer & Technology	326,830,847	-	-	326,830,847
Computer Software and Services	159,203,658	-	-	159,203,658
Consumer & Marketing	371,298,083	-	-	371,298,083
Electronic/Electrical Manufacturing	161,439,624	-	-	161,439,624
Financial Services	30,656,447	-	-	30,656,447
Health Care & Pharmaceuticals	536,948,947	-	-	536,948,947
Materials & Processes	72,412,780	-	-	72,412,780
Machinery & Manufacturing	267,579,605	-	-	267,579,605
Media & Broadcasting	154,289,549	-	-	154,289,549
Mining & Metals	237,517,042	-	-	237,517,042
Oil, Gas & Other Energy	756,971,687	-	-	756,971,687
Retailers	125,615,520	-	-	125,615,520
Telcom & Telcom Equipment	156,813,257	-	-	156,813,257
Transportation	13,700,508	-	-	13,700,508
Utilities & Energy	20,600,800	-	-	20,600,800
Total Common Stock	$ 4,418,720,143	$ -	$ -	$4,418,720,143
Corporate Bonds	-	316,785,180	-	316,785,180
Foreign Government Bonds	-	2,931,578	-	2,931,578
Government Agency Bonds	-	3,499,111	-	3,499,111
US Treasury Bonds	-	1,645,403,740	-	1,645,403,740
JPMorgan Money Market Fund	109,252,930	-	-	109,252,930
Common Collective Trust - Vanguard	-	690,177,805	-	690,177,805
Level Totals	$ 4,527,973,073	$ 2,658,797,414	$ -	$7,186,770,487

Fair Value Measurements at December 31, 2010

	Level 1 Market Value	Level 2 Market Value	Level 3 Market Value	Total
Common Stock				
Agricultural, Foods, & Beverage	$ 423,575,692	$ -	$ -	$ 423,575,692
Banks	190,112,662	-	-	190,112,662
Building Materials & Construction	66,637,879	-	-	66,637,879
Chemicals	383,943,670	-	-	383,943,670
Computer & Technology	373,232,206	-	-	373,232,206
Computer Software and Services	262,929,907	-	-	262,929,907
Consumer & Marketing	355,004,323	-	-	355,004,323
Electronic/Electrical Manufacturing	165,495,701	-	-	165,495,701
Financial Services	32,177,890	-	-	32,177,890
Health Care & Pharmaceuticals	463,746,776	-	-	463,746,776
Materials & Processes	74,105,810	-	-	74,105,810
Machinery & Manufacturing	274,136,188	-	-	274,136,188
Media & Broadcasting	156,034,382	552,024	-	156,586,406
Mining & Metals	301,773,092	-	-	301,773,092
Oil, Gas & Other Energy	675,519,951	-	-	675,519,951
Retailers	113,360,859	-	-	113,360,859
Telcom & Telcom Equipment	202,214,484	-	-	202,214,484
Transportation	11,070,864	-	-	11,070,864
Utilities & Energy	16,677,284	-	-	16,677,284
Total Common Stock	$ 4,541,749,620	$ 552,024	$ -	$ 4,542,301,644
Corporate Bonds	-	387,738,124	-	387,738,124
Foreign Government Bonds	-	2,793,820	-	2,793,820
Government Agency	-	1,152,431	-	1,152,431
US Treasury	-	1,345,849,875	-	1,345,849,875
JPMorgan Money Market Fund	213,256,383	-	-	213,256,383
Common Collective Trust - Vanguard	-	528,713,292	-	528,713,292
Level Totals	$ 4,755,006,003	$ 2,266,799,566	-	$ 7,021,805,569

During 2011, and 2010 the Plan did not hold any investments classified as Level 3. The company recognizes transfers between levels at the end of the reporting period. There were no transfers between levels for 2011 or 2010.

Valuation Techniques

Level 1 Measurements

Level 1 assets include actively-traded exchange-listed equity securities, short-term money market mutual funds, and cash. Valuations are based upon unadjusted quoted exchange prices for equity securities and quoted net asset value for actively-traded money market funds.

Level 2 Measurements

Bonds - These assets include United States government and agency securities and corporate debt securities valued by an independent pricing vendor, as well as commercial paper valued at amortized cost, which approximates fair value. Typical inputs to models used by pricing vendors include but are not limited to benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications.

Stocks - These assets include equity securities for which trading had been temporarily suspended due to the implementation of an electronic share certification system. These securities are valued at the last recorded sales price.

Common Collective Trust - These assets are valued at the net asset value of units held by the Plan at year-end, and include the use of significant observable inputs in determining the unit value.

4. Net Investment Income

Income from investments held during the years ended December 31, 2011 and 2010 consisted of:

	2011	2010
Interest		
Cash	$ 24,867	$ 56,596
U.S. Government Securities	56,098,024	52,771,554
Corporate Bonds	9,565,220	11,646,117
Dividends		
Common Stocks	114,490,619	104,146,844
Total net investment income	$ 180,178,730	$ 168,621,111

5. Income Tax Status

The IRS has determined and informed the company by a letter dated August 2, 2005, that the plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the plan administrator and the plan's tax counsel believe that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the

plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

6. Plan Amendment

During 2012, 2011 and 2010, the Compensation Committee of the Board of Directors approved amendments to the Plan. The most significant amendments are as follows:

Amendments approved in June 2012

- The definition of Consolidated Profit was amended to clarify that consolidated profit is determined before capital gains tax.
- The Age 59 ½ Roth 401(k) Withdrawal rules were amended so that participants are not required to take a regular withdrawal prior to taking an Age 59 ½ Roth 401(k) distribution.

Amendments approved in 2011

- The definition of Agent was amended to remove references to Local Agents since State Farm has not used local agents for many years.
- The definition of Employee was amended to (a) simplify it; and (b) clarify that Employees eligible to participate are those on the U.S. employee payroll.
- The definition of Employee-Agents was amended to delete references to Trainee Agents. State Farm no longer has Trainee Agents as employees.
- Plan language was amended to provide that elective deferrals will be contributed to the trust as soon as they can be reasonably segregated from company assets.
- Rollover Contribution eligibility was amended to specifically require that the participant must have had two years of participation in a SIMPLE IRA in order for it to be rolled into the plan.
- Loan repayment rules were amended to accept full or partial loan repayments up to 60 days following termination of employment (before reporting the outstanding amount as a distribution).

Amendments approved in 2010

- The definition of "Highly Compensated Employee" was amended. The Plan was amended to remove the optional rule that someone be in the "top paid group" to be considered highly compensated. This part of the test has been inapplicable to State Farm because less than 20% of their employees have sufficient compensation to be "highly compensated."
- The Plan was amended to define "Plan Administrator" as the Pension Administrative Committee.
- The definition of Total and Permanent Disability was amended to remove the statement that the Record Keeper makes such determination. The determination is made, in accordance with guidance from the Plan Administrator based on documentation received by the Company.
- Participation was clarified that notice of automatic enrollment will be provided within a reasonable period of time preceding such enrollment.
- Salary Deferral Contribution Agreement was amended in accordance with the Worker, Retiree, and Employer Recovery Act of 2008 regarding the calculation of "income allocable" to an excess deferral. The income allocable to an excess deferral is determined through the end of the year in which the excess was contributed.

- The Plan was amended to provide that in the event someone is also eligible for both an Active Military Withdrawal and a Qualified Reservist Distribution, the distribution shall be treated as a Qualified Reservist Distribution. This is more favorable to the participant.
- Repayment was clarified to provide that in instances where payroll deduction is not available (delinquency, transfer to Canada), loan repayments may be manual.
- Settlement at Participant's Death was amended to provide that a trust beneficiary may take a partial distribution prior to the time that a determination is made as to the required distribution period.
- Plan Administrator and Named Fiduciary were amended to clarify the Plan Administrator role. As modified, the Plan Administrator (the Pension Administrative Committee) is responsible for the functions delegated to it by the Company in accordance with the Plan and the Pension Administrative Committee Oversight Charter.

7. Parties in Interest

The Companies, Plan Administrator, 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, 2011 and 2010 to Form 5500

As explained in footnote 2A, the following is a reconciliation of net assets available for benefits and benefit payments per the financial statements at December 31, 2011 and December 31, 2010 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 7,370,415,720	$ 7,195,356,047
Amounts allocated to withdrawing participants	(295,528)	(492,874)
Net assets available for beneifts per form 5500	$ 7,370,120,192	$ 7,194,863,173

	2011	2010
Benefit Payments per the financial statements	$ 295,425,151	$ 250,360,194
Amounts allocated prior year/paid current year	(492,874)	(57,141)
Amounts allocated to withdrawing participants	295,528	492,874
Benefit Payments per Form 5500	$ 295,227,805	$ 250,795,927

9. Subsequent events

The Plan has evaluated all subsequent events through October 8, 2012 which is the date that the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Current Market Value
Fixed Income Account (U.S. Government Securities)				
U.S. Treasury Notes	4.875%	2/15/2012	40,000,000	40,226,560
U.S. Treasury Notes	4.375%	8/15/2012	30,000,000	30,789,840
U.S. Treasury Notes	4.000%	11/15/2012	20,000,000	20,666,400
U.S. Treasury Notes	3.875%	2/15/2013	20,000,000	20,823,440
U.S. Treasury Notes	3.625%	5/15/2013	35,000,000	36,624,210
U.S. Treasury Notes	4.250%	8/15/2013	30,000,000	31,938,270
U.S. Treasury Notes	4.250%	11/15/2013	30,000,000	32,219,520
U.S. Treasury Notes	4.000%	2/15/2014	40,000,000	43,137,520
U.S. Treasury Notes	4.750%	5/15/2014	20,000,000	22,090,620
U.S. Treasury Notes	4.250%	8/15/2014	30,000,000	33,046,860
U.S. Treasury Notes	4.250%	11/15/2014	25,000,000	27,757,800
U.S. Treasury Notes	4.000%	2/15/2015	15,000,000	16,659,375
U.S. Treasury Notes	4.125%	5/15/2015	25,000,000	28,044,925
U.S. Treasury Notes	4.250%	8/15/2015	25,000,000	28,330,075
U.S. Treasury Notes	4.500%	11/15/2015	25,000,000	28,742,200
U.S. Treasury Notes	4.500%	3/31/2012	15,000,000	15,160,545
U.S. Treasury Notes	4.625%	7/31/2012	25,000,000	25,654,300
U.S. Treasury Notes	3.625%	12/31/2012	25,000,000	25,861,325
U.S. Treasury Notes	3.125%	9/30/2013	25,000,000	26,247,075
U.S. Treasury Notes	1.500%	12/31/2013	15,000,000	15,372,660
U.S. Treasury Notes	1.875%	4/30/2014	20,000,000	20,725,000
U.S. Treasury Notes	2.625%	4/30/2016	25,000,000	27,048,825
U.S. Treasury Notes	2.625%	6/30/2014	25,000,000	26,421,875
U.S. Treasury Notes	3.250%	7/31/2016	25,000,000	27,798,825
U.S. Treasury Notes	3.125%	10/31/2016	25,000,000	27,720,700
U.S. Treasury Notes	2.750%	11/30/2016	25,000,000	27,294,925
U.S. Treasury Notes	2.250%	1/31/2015	25,000,000	26,408,200
U.S. Treasury Notes	3.000%	2/28/2017	25,000,000	27,648,450
U.S. Treasury Notes	2.750%	5/31/2017	25,000,000	27,361,325
U.S. Treasury Notes	2.375%	7/31/2017	25,000,000	26,869,150
U.S. Treasury Notes	1.875%	9/30/2017	25,000,000	26,138,675
U.S. Treasury Notes	1.875%	10/31/2017	25,000,000	26,138,675
U.S. Treasury Notes	2.250%	11/30/2017	25,000,000	26,671,875
U.S. Treasury Notes	2.750%	12/31/2017	32,500,000	35,628,125
U.S. Treasury Notes	2.625%	1/31/2018	25,000,000	27,228,525
U.S. Treasury Notes	2.125%	2/29/2016	25,000,000	26,523,450
Total U.S. Government Securities			917,500,000	983,020,120

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2011

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Rate of Interest %**	**Date of Maturity**	**Par Value**	**Current Market Value**
Fixed Income Account (Federal Agency Securities)				
Bank of America Corp	3.125%	6/15/2012	10,000,000	10,134,460
Bank of America Corp	2.100%	4/30/2012	10,000,000	10,068,350
Key Bank NA	3.200%	6/15/2012	10,000,000	10,138,220
Morgan Stanley	2.250%	3/13/2012	10,000,000	10,043,170
State Street Capital Trust	2.150%	4/30/2012	5,000,000	5,033,720
US Bancorp	2.250%	3/13/2012	10,000,000	10,040,150
Wells Fargo & Company	2.125%	6/15/2012	7,000,000	7,063,182
Citigroup Inc	2.125%	4/30/2012	10,000,000	10,066,670
Citigroup Funding Inc	2.000%	3/30/2012	10,000,000	10,044,840
John Deere Capital Corp	2.875%	6/19/2012	7,000,000	7,090,797
General Elec Cap Corp	2.200%	6/8/2012	10,000,000	10,091,800
Goldman Sachs Group Inc	2.150%	3/15/2012	10,000,000	10,040,480
JP Morgan Chase & Co. *	2.200%	6/15/2012	8,000,000	8,075,744
JP Morgan Chase & Co. *	2.125%	12/26/2012	10,000,000	10,187,140
PNC Funding Corp. PNC	2.300%	6/22/2012	7,000,000	7,069,755
Total Long term Federal Agency Securities			134,000,000	135,188,478
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund *			30,296,528	30,296,528
Total Short term Investments			30,296,528	30,296,528
Total Fixed Income Account Investments			1,081,796,528	$ 1,148,505,126
NET ASSETS				**$ 1,148,505,126**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 28,549,435
Campbell Soup Company	28,000	930,720
The Coca-Cola Company	277,300	19,402,681
Kellogg Company	240,000	12,136,800
McCormick & Co Inc	200,600	10,114,252
Pepsico Inc.	185,900	12,334,465
Sysco Corp.	370,700	10,872,631
Total Agricultural, Foods, & Beverage	2,300,732	94,340,984
Banks		
M&T Bank Corp	125,500	9,580,670
Northern Trust Corp.	167,900	6,658,914
Suntrust Banks Inc.	121,300	2,147,010
Wells Fargo & Company	715,900	19,730,204
Total Banks	1,130,600	38,116,798
Building Materials & Construction		
Lafarge SA	30,400	1,068,657
Vulcan Materials Company	319,100	12,556,585
Total Building Materials & Construction	349,500	13,625,242
Chemicals		
Air Products & Chemicals Inc.	256,000	21,808,640
Dow Chemical	75,000	2,157,000
EI du Pont de Nemours & Co.	180,884	8,280,870
Intl Flavors & Fragrances	159,000	8,334,780
Novozymes A/S - B Shares	385,500	11,904,371
Sigma-Aldrich Corporation	366,200	22,872,852
Total Chemicals	1,422,584	75,358,513
Computer & Technology		
Agilent Technologies Inc.	175,444	6,128,259
Hewlett-Packard Company	920,000	23,699,200
Int'l Business Machines Corp.	188,900	34,734,932
SAP AG	126,000	6,661,892
Total Computer & Technology	1,410,344	71,224,283
Computer Software and Services		
Applied Materials Inc.	323,900	3,468,969
Automatic Data Processing Inc.	106,200	5,735,862
Intel Corporation	980,500	23,777,125
Intuit Inc.	79,600	4,186,164
KLA-Tencor Corp.	60,500	2,919,125
Linear Technology Corp.	297,500	8,933,925
Total Computer Software and Services	1,848,200	49,021,170

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Consumer & Marketing		
Aptargroup Inc.	235,400	12,280,818
Colgate Palmolive Co.	106,700	9,858,013
Nestle S.A. ADR	359,000	20,717,890
Procter & Gamble Co.	644,700	43,007,937
Total Consumer & Marketing	1,345,800	85,864,658
Electronic/Electrical Manufacturing		
Emerson Electric Company	298,100	13,888,479
General Electric Company	1,380,700	24,728,337
Total Electronic/Electrical Manufacturing	1,678,800	38,616,816
Financial Services		
Berkshire Hathaway Inc. Class A	58	6,655,790
Berkshire Hathaway Inc. Class B	545	41,583
Total Financial Services	603	6,697,373
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	12,432,453
Allergan Inc.	176,800	15,512,432
Amgen Inc.	53,100	3,409,551
Baxter International Inc.	105,000	5,195,400
Eli Lilly & Co.	264,000	10,971,840
GlaxoSmithKline PLC ADR	136,500	6,228,495
Johnson & Johnson	523,200	34,311,456
Medtronic Inc.	80,100	3,063,825
Merck & Co. Inc.	153,500	5,786,950
Pfizer Inc.	1,386,000	29,993,040
Teva Pharmaceutical S.P. ADR	144,700	5,840,092
Total Health Care & Pharmaceuticals	3,244,000	132,745,534
Materials & Processes		
3M Co.	189,600	15,496,008
Total Materials & Processes	189,600	15,496,008
Machinery & Manufacturing		
Caterpillar Inc.	338,800	30,695,280
Donaldson Inc.	240,500	16,373,240
HNI Corp.	136,800	3,570,480
Illinois Tool Works	397,100	18,548,541
Total Machinery & Manufacturing	1,113,200	69,187,541
Media & Broadcasting		
Lee Enterprises Class A	100,000	71,000
Thompson Reuters Corp.	138,810	3,702,063
The Walt Disney Company	909,312	34,099,200
Total Media & Broadcasting	1,148,122	37,872,263

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Mining & Metals		
BHP Billiton PLC	345,593	10,077,303
Newmont Mining Corporation	31,300	1,878,313
Nucor Corporation	495,200	19,595,064
Rio Tinto PLC	232,170	11,268,226
Rio Tinto PLC ADR	358,800	17,552,496
Total Mining & Metals	1,463,063	60,371,402
Oil, Gas & Other Energy		
BG Group PLC	883,600	18,889,973
Bill Barrett Corp	150,000	5,110,500
Chevron Corp	338,600	36,027,040
Cimarex Energy Co.	120,700	7,471,330
Devon Energy	86,482	5,361,884
Exxon Mobil Corp.	657,700	55,746,652
Noble Energy Inc	67,800	6,399,642
Royal Dutch Shell PLC - ADR Class A	222,600	16,269,834
Sasol Ltd SP ADR	114,900	5,446,260
Spectra Energy Corp.	382,300	11,755,725
Tidewater Inc.	68,000	3,352,400
Woodside Petroleum Limited	95,036	2,976,059
Total Oil, Gas & Other Energy	3,187,718	174,807,299
Retailers		
Wal-Mart Stores Inc.	406,300	24,280,488
Total Retailers	406,300	24,280,488
Telcom & Telcom Equipment		
AT&T Inc.	624,915	18,897,430
Cisco Systems Inc.	189,200	3,420,736
Corning Incorporated	355,200	4,610,496
Nokia Corporation ADR	231,400	1,115,348
Verizon Communications	189,800	7,614,776
Total Telcom & Telcom Equipment	1,590,515	35,658,786
Transportation		
GATX Corporation	147,000	6,418,020
Total Transportation	147,000	6,418,020
Utilities & Energy		
Duke Energy Corporation	392,500	8,635,000
Total Utilities & Energy	392,500	8,635,000
Total Common Stocks	24,369,181	$ 1,038,338,178

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Par Value**	**Rate of Interest**	**Date of Maturity**	**Current Value**
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	20,000,000	4.875%	2/15/2012	20,113,280
U.S. Treasury Notes	10,000,000	4.375%	8/15/2012	10,263,280
U.S. Treasury Notes	10,000,000	4.000%	11/15/2012	10,333,200
U.S. Treasury Notes	15,000,000	3.875%	2/15/2013	15,617,580
U.S. Treasury Notes	10,000,000	3.625%	5/15/2013	10,464,060
U.S. Treasury Notes	25,000,000	4.250%	8/15/2013	26,615,225
U.S. Treasury Notes	15,000,000	4.250%	11/15/2013	16,109,760
U.S. Treasury Notes	15,000,000	4.000%	2/15/2014	16,176,570
U.S. Treasury Notes	15,000,000	4.750%	5/15/2014	16,567,965
U.S. Treasury Notes	15,000,000	4.250%	8/15/2014	16,523,430
U.S. Treasury Notes	15,000,000	4.250%	11/15/2014	16,654,680
U.S. Treasury Notes	20,000,000	4.000%	2/15/2015	22,212,500
U.S. Treasury Notes	40,000,000	4.125%	5/15/2015	44,871,880
U.S. Treasury Notes	15,000,000	5.125%	5/15/2016	17,848,830
U.S. Treasury Notes	25,000,000	4.875%	8/15/2016	29,650,400
U.S. Treasury Notes	25,000,000	4.625%	2/15/2017	29,666,025
U.S. Treasury Notes	15,000,000	4.250%	11/15/2017	17,717,580
U.S. Treasury Notes	15,000,000	3.500%	2/15/2018	17,101,170
U.S. Treasury Notes	15,000,000	4.000%	8/15/2018	17,666,010
U.S. Treasury Notes	10,000,000	3.750%	11/15/2018	11,633,590
U.S. Treasury Notes	15,000,000	3.125%	5/15/2019	16,818,750
U.S. Treasury Notes	25,000,000	2.625%	2/29/2016	27,023,450
U.S. Treasury Notes	15,000,000	3.250%	7/31/2016	16,679,295
U.S. Treasury Notes	25,000,000	3.625%	8/15/2019	28,955,075
U.S. Treasury Notes	25,000,000	3.375%	11/15/2019	28,498,050
U.S. Treasury Notes	35,000,000	3.625%	2/15/2020	40,591,810
U.S. Treasury Notes	10,000,000	3.250%	3/31/2017	11,196,880
U.S. Treasury Notes	35,000,000	3.500%	5/15/2020	40,263,685
U.S. Treasury Notes	35,000,000	3.625%	2/15/2021	40,635,560
U.S. Treasury Notes	25,000,000	3.125%	5/15/2021	27,914,050
Total U.S. Government Securities	590,000,000			$ 662,383,620
Government Agency Securities				
Tenn Valley Authority	1,000,000	5.500%	7/18/2017	1,217,297
Tenn Valley Authority	2,000,000	3.875%	2/15/2021	2,281,814
Total Government Agency Securities	3,000,000			$ 3,499,111

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2011

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	1,158,492
The Coca-Cola Company	2,000,000	5.350%	11/15/2017	2,401,038
General Mills Inc.	2,000,000	5.650%	9/10/2012	2,061,340
General Mills Inc.	500,000	5.200%	3/17/2015	556,996
The Hershey Company	500,000	5.450%	9/1/2016	587,840
The Hershey Company	500,000	5.000%	4/1/2013	525,243
Kellogg Company	500,000	5.125%	12/3/2012	519,644
Kellogg Company	1,000,000	4.250%	3/6/2013	1,038,355
Kellogg Company	2,000,000	4.000%	12/15/2020	2,116,734
Kraft Foods Inc.	366,000	6.250%	6/1/2012	373,972
Kraft Foods Inc.	1,000,000	6.500%	8/11/2017	1,189,566
Pepsico Inc.	2,000,000	5.150%	5/15/2012	2,033,748
Pepsico Inc.	1,000,000	5.000%	6/1/2018	1,161,750
Sysco Corp.	1,000,000	4.200%	2/12/2013	1,037,354
Sysco Corp.	1,000,000	5.250%	2/12/2018	1,171,907
Total Agricultural, Foods, & Beverage	16,366,000			17,933,979
Aerospace/Defense				
Lockheed Martin Corp.	1,000,000	3.350%	9/15/2021	994,798
Total Aerospace/Defense	1,000,000			994,798
Banks				
Bank of America Corp	500,000	5.375%	9/11/2012	506,138
Bank of America NA	1,000,000	6.000%	6/15/2016	951,764
Bank of America NA	500,000	5.300%	3/15/2017	450,955
Bank of New York	500,000	4.500%	4/1/2013	521,528
Barclays Bank PLC	1,500,000	5.450%	9/12/2012	1,532,415
JP Morgan Chase *	500,000	5.875%	6/13/2016	541,216
JP Morgan Chase *	1,500,000	6.000%	10/1/2017	1,613,557
Mellon Funding Corp	500,000	5.200%	5/15/2014	538,963
US Bank NA	1,500,000	4.950%	10/30/2014	1,630,193
Wachovia Bank NA	750,000	5.600%	3/15/2016	803,136
Wachovia Bank NA	500,000	6.000%	11/15/2017	552,112
Wachovia Corp	750,000	5.700%	8/1/2013	796,405
Wells Fargo & Company	500,000	5.625%	12/11/2017	569,764
Total Banks	10,500,000			11,008,146
Building Materials & Construction				
Cooper Industries Ltd	1,000,000	6.100%	7/1/2017	1,170,338
Cooper Industries Ltd	500,000	5.450%	4/1/2015	559,081
Total Building Materials & Construction	1,500,000			1,729,419
Computer Software & Service				
Microsoft Corporation	2,000,000	4.000%	2/8/2021	2,252,534
Total Computer Software & Service	2,000,000			2,252,534
Automotive				
Johnson Controls Inc.	2,000,000	4.250%	3/1/2021	2,137,134
Total Automotive	2,000,000			2,137,134

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Chemicals				
EI du Pont de Nemours & Co.	3,000,000	4.875%	4/30/2014	3,276,894
PPG Industries Inc.	1,000,000	5.750%	3/15/2013	1,054,014
Praxair Inc.	1,000,000	5.375%	11/1/2016	1,167,605
Praxair Inc.	1,000,000	4.625%	3/30/2015	1,103,830
Total Chemicals	6,000,000			6,602,343
Commercial Service/Supplies				
Pitney Bowes Inc	500,000	5.750%	9/15/2017	536,568
Total Commercial Service/Supplies	500,000			536,568
Computer & Technology				
Hewlett-Packard Company	1,500,000	5.250%	3/1/2012	1,509,839
Hewlett-Packard Company	1,000,000	4.500%	3/1/2013	1,028,449
Int'l Business Machines Corp.	1,000,000	5.700%	9/14/2017	1,210,877
Total Computer & Technology	3,500,000			3,749,165
Consumer & Marketing				
Danaher Corp.	1,000,000	5.625%	1/15/2018	1,175,574
Ecolab Inc.	1,000,000	4.875%	2/15/2015	1,073,559
Kimberly-Clark Corp.	1,500,000	6.125%	8/1/2017	1,834,785
McDonald's Corp	1,000,000	5.350%	3/1/2018	1,194,898
McDonald's Corp	2,000,000	3.625%	5/20/2021	2,191,748
Procter & Gamble Co.	2,000,000	3.150%	9/1/2015	2,147,496
Unilever Capital Corp	3,000,000	4.250%	2/10/2021	3,418,860
Total Consumer & Marketing	11,500,000			13,036,920
Electronic/Electrical Manufacturing				
Emerson Electric Co.	1,000,000	5.375%	10/15/2017	1,176,888
Emerson Electric Co.	1,000,000	5.250%	10/15/2018	1,182,611
Public Service Colorado	1,500,000	4.875%	3/1/2013	1,568,519
Total Electronic/Electrical Manufacturing	3,500,000			3,928,018
Financial Services				
John Deere Capital Corp.	1,000,000	5.500%	4/13/2017	1,177,761
General Electric Capital Co	500,000	5.400%	2/15/2017	555,530
General Electric Capital Co	500,000	5.625%	9/15/2017	553,388
General Electric Capital Co	500,000	5.625%	5/1/2018	560,001
General Electric Capital Co	500,000	5.375%	10/20/2016	558,835
JPMorgan Chase & Co. *	1,000,000	5.375%	10/1/2012	1,033,870
Wachovia Corp.	750,000	5.750%	6/15/2017	847,375
Wells Fargo Financial	3,000,000	6.125%	4/18/2012	3,044,490
Total Financial Services	7,750,000			8,331,250

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2011

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	5.15%	11/30/2012	521,001
Abbott Labs	500,000	5.60%	11/30/2017	597,076
Amgen Inc.	1,000,000	5.85%	6/1/2017	1,150,000
Astrazeneca PLC ADR	2,000,000	5.40%	6/1/2014	2,213,316
Astrazeneca PLC ADR	750,000	5.90%	9/15/2017	905,926
Astrazeneca PLC ADR	750,000	5.40%	9/15/2012	775,906
Baxter International Inc.	2,000,000	5.38%	6/1/2018	2,348,442
Bristol-Myers Squibb	500,000	5.45%	5/1/2018	599,594
GlaxoSmithKline	3,000,000	4.38%	4/15/2014	3,246,696
GlaxoSmithKline	1,000,000	5.65%	5/15/2018	1,203,607
Johnson & Johnson	1,000,000	5.15%	8/15/2012	1,028,769
Johnson & Johnson	1,000,000	5.55%	8/15/2017	1,207,195
Eli Lilly & Co.	3,000,000	6.00%	3/15/2012	3,032,631
Merck & Co. Inc.	2,000,000	4.38%	2/15/2013	2,085,945
Pfizer Inc.	3,000,000	4.50%	2/15/2014	3,234,369
Schering Plough Corp.	1,000,000	ADJ	12/1/2013	1,087,021
Total Health Care & Pharmaceuticals	23,000,000			25,237,494
Machinery & Manufacturing				
Caterpillar Inc.	2,000,000	3.900%	5/27/2021	2,195,716
Caterpillar Finance - MTN	1,000,000	5.450%	4/15/2018	1,168,983
Dover Corp.	1,000,000	5.450%	3/15/2018	1,176,322
Eaton Corp.	1,500,000	5.300%	3/15/2017	1,728,093
Eaton Corp.	500,000	4.900%	5/15/2013	526,688
Ingersoll Rand	1,000,000	4.750%	5/15/2015	1,082,627
Shell International	1,000,000	5.200%	3/22/2017	1,169,195
Shell International	1,000,000	4.300%	9/22/2019	1,160,349
3M Company	1,000,000	4.375%	8/15/2013	1,062,977
United Technologies Corp.	1,500,000	5.375%	12/15/2017	1,774,389
Total Machinery & Manufacturing	11,500,000			13,045,339
Media & Broadcasting				
The Walt Disney Company	1,000,000	4.700%	12/1/2012	1,037,723
The Walt Disney Company	1,000,000	6.000%	7/17/2017	1,212,251
The Walt Disney Company	2,000,000	3.750%	6/1/2021	2,199,070
Total Media & Broadcasting	4,000,000			4,449,044
Mining & Metals				
Alcoa Inc.	2,244,000	5.720%	2/23/2019	2,321,721
Alcoa Inc.	756,000	5.870%	2/23/2022	761,505
BHP Finance USA	2,000,000	5.250%	12/15/2015	2,298,162
BHP Finance USA	500,000	5.125%	3/29/2012	505,513
BHP Finance USA	500,000	5.400%	3/29/2017	579,833
Total Mining & Metals	6,000,000			6,466,734

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2011

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	3,000,000	4.750%	3/10/2019	3,332,166
Chevron Corporation	3,000,000	4.950%	3/3/2019	3,543,300
ConocoPhillips	1,000,000	5.200%	5/15/2018	1,164,114
ConocoPhillips Aust Funding	2,000,000	5.500%	4/15/2013	2,118,142
ConocoPhillips	500,000	5.625%	10/15/2016	583,767
Marathon Oil Corp.	1,000,000	5.900%	3/15/2018	1,170,671
Total Oil, Gas & Other Energy	10,500,000			11,912,160
Other				
Province of New Brunswick	2,500,000	5.200%	2/21/2017	2,931,578
Total Other	2,500,000			2,931,578
Retailers				
Costco Wholesale	2,000,000	5.300%	3/15/2012	2,018,528
Home Depot Inc.	1,000,000	5.400%	3/1/2016	1,154,968
Lowe's Companies Inc.	1,000,000	5.000%	10/15/2015	1,120,782
Lowe's Companies Inc.	1,000,000	5.400%	10/15/2016	1,155,825
Lowe's Companies Inc.	1,000,000	5.600%	9/15/2012	1,032,657
Target Corp	1,300,000	5.875%	7/15/2016	1,539,560
Target Corp	1,500,000	5.375%	5/1/2017	1,762,924
Target Corp	500,000	6.000%	1/15/2018	609,182
Target Corp	500,000	5.125%	1/15/2013	523,380
Wal-Mart Stores Inc.	1,000,000	5.800%	2/15/2018	1,225,835
Wal-Mart Stores Inc.	2,000,000	4.250%	4/15/2021	2,310,988
Total Retailers	12,800,000			14,454,629
Telcom & Telcom Equipment				
Alltel Corporation	2,000,000	7.000%	7/1/2012	2,060,714
Telstra Corp Ltd	3,000,000	6.375%	4/1/2012	3,041,472
Verizon Communications	500,000	4.350%	2/15/2013	519,578
Verizon Communications	500,000	5.500%	2/15/2018	582,906
Verizon New Jersey Inc.	3,000,000	5.875%	1/17/2012	3,004,935
Total Telcom & Telcom Equipment	9,000,000			9,209,605
Transportation				
United Parcel Services Inc.	1,000,000	4.500%	1/15/2013	1,041,180
United Parcel Services Inc.	1,000,000	5.500%	1/15/2018	1,198,340
Total Transportation	2,000,000			2,239,520

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Utilities & Energy				
Union Electric Co	2,000,000	5.400%	2/1/2016	2,257,442
Commonwealth Edison	1,000,000	4.700%	4/15/2015	1,094,030
Commonwealth Edison	500,000	5.800%	3/15/2018	590,291
Consolidated Edison Co NY	1,000,000	5.300%	12/1/2016	1,166,874
Consolidated Edison Co NY	500,000	5.850%	4/1/2018	610,014
Duke Energy Carolinas	1,000,000	5.100%	4/15/2018	1,164,556
Florida Power Corp	1,000,000	5.650%	6/15/2018	1,194,824
Georgia Power	2,000,000	5.250%	12/15/2015	2,270,912
Georgia Power	1,000,000	5.700%	6/1/2017	1,186,609
Midamerican Energy Company	2,000,000	5.125%	1/15/2013	2,085,402
Midamerican Energy Company	500,000	5.950%	7/15/2017	593,180
Northern States Power Co.	1,000,000	5.250%	3/1/2018	1,189,126
NSTAR Electric Co	1,500,000	5.625%	11/15/2017	1,777,697
PECO Energy Co.	1,000,000	5.350%	3/1/2018	1,180,905
Pub Svc Elec & Gas	500,000	5.300%	5/1/2018	591,915
Southern Cal Edison	2,000,000	3.875%	3/1/2021	2,207,532
Union Elec Co.	1,000,000	6.000%	4/1/2018	1,180,594
Total Utilities & Energy	19,500,000			22,341,903
Total Corporate Bonds	166,916,000			184,528,280
Total Fixed Income	759,916,000			850,411,011
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund *	38,946,348			38,946,348
Total Short Term Investments	38,946,348			38,946,348
Total Balanced Account Investments	823,231,529			$ 1,927,695,537
NET ASSETS				**$ 1,927,695,537**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	116,742,254
The Coca-Cola Company	1,102,400	77,134,928
Kellogg Company	800,000	40,456,000
McCormick & Co Inc	448,400	22,608,328
Pepsico Inc.	671,100	44,527,485
Sysco Corp.	1,298,500	38,085,005
Sector Total: Agricultural, Foods, & Beverage	8,402,297	339,554,000
Banks		
M&T Bank Corp	212,400	16,214,616
Northern Trust Corp.	625,900	24,823,194
Suntrust Banks	316,400	5,600,280
Wells Fargo & Company	2,781,800	76,666,408
Sector Total: Banks	3,936,500	123,304,498
Building Materials & Construction		
Vulcan Materials Company	1,208,400	47,550,540
Sector Total: Building Materials & Construction	1,208,400	47,550,540
Chemicals		
Air Products & Chemicals Inc	1,120,800	95,480,952
Dow Chemical	252,200	7,253,272
EI du Pont de Nemours & Co	128,396	5,877,969
Intl Flavors & Fragrances	390,700	20,480,494
Novozymes A/S - B Shares	1,241,250	38,330,223
Sigma-Aldrich Corporation	2,042,400	127,568,304
Sector Total: Chemicals	5,175,746	294,991,214
Computer & Technology		
Agilent Technologies Inc.	671,264	23,447,252
Hewlett-Packard Company	3,520,000	90,675,200
Int'l Business Machines Corp.	632,800	116,359,264
SAP AG	475,200	25,124,848
Sector Total: Computer & Technology	5,299,264	255,606,564

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Computer Software and Services		
Intel Corporation	3,120,000	75,660,000
Linear Technology Corp.	1,149,600	34,522,488
Sector Total: Computer Software and Services	4,269,600	110,182,488
Consumer & Marketing		
Aptargroup Inc.	610,800	31,865,436
Colgate Palmolive Co.	393,600	36,364,704
Nestle S.A. ADR	1,370,350	79,082,898
Procter & Gamble Co.	2,070,460	138,120,387
Sector Total: Consumer & Marketing	4,445,210	285,433,425
Electronic/Electrical Manufacturing		
Emerson Electric Co	789,700	36,792,123
General Electric Company	4,803,500	86,030,685
Sector Total: Electronic/Electrical Manufacturing	5,593,200	122,822,808
Financial Services		
Berkshire Hathaway Inc. Class A	208	23,869,040
Berkshire Hathaway Inc. Class B	1,180	90,034
Sector Total: Financial Services	1,388	23,959,074
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	59,401,372
Amgen Inc.	177,100	11,371,591
Baxter International Inc.	249,900	12,365,052
Eli Lilly & Co.	1,060,800	44,086,848
Johnson & Johnson	2,780,600	182,351,748
Merck & Co. Inc.	606,500	22,865,050
Pfizer Inc.	2,760,000	59,726,400
Teva Pharmaceutical S.P. ADR	298,200	12,035,352
Sector Total: Health Care & Pharmaceuticals	8,989,500	404,203,413

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Machinery & Manufacturing		
Caterpillar Inc.	1,079,500	97,802,700
Donaldson Inc.	215,720	14,686,218
HNI Corp	1,600,800	41,780,880
Illinois Tool Works	944,600	44,122,266
Sector Total: Machinery & Manufacturing	3,840,620	198,392,064
Materials & Processes		
3M Co	696,400	56,916,772
Sector Total: Materials & Processes	696,400	56,916,772
Media & Broadcasting		
Lee Enterprises Class A	348,800	247,648
The Walt Disney Company	3,097,857	116,169,638
Sector Total: Media & Broadcasting	3,446,657	116,417,286
Mining & Metals		
BHP Billiton PLC	1,018,591	29,701,556
Nucor Corporation	1,744,400	69,025,908
Rio Tinto PLC ADR	1,054,000	51,561,680
Rio Tinto PLC	553,350	26,856,496
Sector Total: Mining & Metals	4,370,341	177,145,640
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	58,172,823
Bill Barrett Corp	1,310,200	44,638,514
Chevron Corp	1,371,800	145,959,520
Devon Energy	239,770	14,865,740
Exxon Mobil Corp.	2,821,200	239,124,912
Royal Dutch Shell PLC - ADR Class A	492,400	35,989,516
Sasol Ltd SP ADR	385,800	18,286,920
Spectra Energy Corp.	147,500	4,535,625
Tidewater Inc.	168,409	8,302,564
Woodside Petroleum Limited	392,407	12,288,254
Sector Total: Oil, Gas & Other Energy	10,050,586	582,164,388

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

	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	101,335,032
Sector Total: Retailers	1,695,700	101,335,032
Telcom & Telcom Equipment		
AT&T Inc.	2,429,972	73,482,353
Corning Incorporated	1,485,300	19,279,194
Verizon Communications	707,700	28,392,924
Sector Total: Telcom & Telcom Equipment	4,622,972	121,154,471
Transportation		
GATX Corporation	166,800	7,282,488
Sector Total: Transportation	166,800	7,282,488
Utilities		
Duke Energy Corp.	543,900	11,965,800
Sector Total: Utilities	543,900	11,965,800
Equities Account: Total Common Stocks	**76,755,081**	**3,380,381,965**
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund *	40,010,054	40,010,054
Equities Account: Total Short Term Investments	40,010,054	40,010,054
Total Equities Account Investments	**116,765,135**	**3,420,392,019**
NET ASSETS		**3,420,392,019**
Total of State Farm Accounts		**6,496,592,682**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

Common Collective Trust I - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2005	607,628	21,127,219
Target Retirement Trust I - 2010	1,143,118	38,694,545
Target Retirement Trust I - 2015	2,679,198	86,618,483
Target Retirement Trust I - 2020	3,362,347	104,972,476
Target Retirement Trust I - 2025	3,533,295	105,822,180
Target Retirement Trust I - 2030	3,189,245	92,137,281
Target Retirement Trust I - 2035	2,458,743	69,459,486
Target Retirement Trust I - 2040	1,432,172	40,530,479
Target Retirement Trust I - 2045	880,048	24,826,144
Target Retirement Trust I - 2050	1,474,038	41,803,707
Target Retirement Trust I - Income	1,733,346	64,185,805
Total Common Collective Trust I - Vanguard Fiduciary Trust Co.		**$ 690,177,805**
Total of All Accounts		**$ 7,186,770,487**
Notes receivable from participants		95,854,529
Total Investments at fair value and notes receivable from participants		**7,282,625,016**

* 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 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Current Market Value
Fixed Income Account (U.S. Government Securities)				
U.S. Treasury Notes	4.875%	2/15/2012	40,000,000	40,226,560
U.S. Treasury Notes	4.375%	8/15/2012	30,000,000	30,789,840
U.S. Treasury Notes	4.000%	11/15/2012	20,000,000	20,666,400
U.S. Treasury Notes	3.875%	2/15/2013	20,000,000	20,823,440
U.S. Treasury Notes	3.625%	5/15/2013	35,000,000	36,624,210
U.S. Treasury Notes	4.250%	8/15/2013	30,000,000	31,938,270
U.S. Treasury Notes	4.250%	11/15/2013	30,000,000	32,219,520
U.S. Treasury Notes	4.000%	2/15/2014	40,000,000	43,137,520
U.S. Treasury Notes	4.750%	5/15/2014	20,000,000	22,090,620
U.S. Treasury Notes	4.250%	8/15/2014	30,000,000	33,046,860
U.S. Treasury Notes	4.250%	11/15/2014	25,000,000	27,757,800
U.S. Treasury Notes	4.000%	2/15/2015	15,000,000	16,659,375
U.S. Treasury Notes	4.125%	5/15/2015	25,000,000	28,044,925
U.S. Treasury Notes	4.250%	8/15/2015	25,000,000	28,330,075
U.S. Treasury Notes	4.500%	11/15/2015	25,000,000	28,742,200
U.S. Treasury Notes	4.500%	3/31/2012	15,000,000	15,160,545
U.S. Treasury Notes	4.625%	7/31/2012	25,000,000	25,654,300
U.S. Treasury Notes	3.625%	12/31/2012	25,000,000	25,861,325
U.S. Treasury Notes	3.125%	9/30/2013	25,000,000	26,247,075
U.S. Treasury Notes	1.500%	12/31/2013	15,000,000	15,372,660
U.S. Treasury Notes	1.875%	4/30/2014	20,000,000	20,725,000
U.S. Treasury Notes	2.625%	4/30/2016	25,000,000	27,048,825
U.S. Treasury Notes	2.625%	6/30/2014	25,000,000	26,421,875
U.S. Treasury Notes	3.250%	7/31/2016	25,000,000	27,798,825
U.S. Treasury Notes	3.125%	10/31/2016	25,000,000	27,720,700
U.S. Treasury Notes	2.750%	11/30/2016	25,000,000	27,294,925
U.S. Treasury Notes	2.250%	1/31/2015	25,000,000	26,408,200
U.S. Treasury Notes	3.000%	2/28/2017	25,000,000	27,648,450
U.S. Treasury Notes	2.750%	5/31/2017	25,000,000	27,361,325
U.S. Treasury Notes	2.375%	7/31/2017	25,000,000	26,869,150
U.S. Treasury Notes	1.875%	9/30/2017	25,000,000	26,138,675
U.S. Treasury Notes	1.875%	10/31/2017	25,000,000	26,138,675
U.S. Treasury Notes	2.250%	11/30/2017	25,000,000	26,671,875
U.S. Treasury Notes	2.750%	12/31/2017	32,500,000	35,628,125
U.S. Treasury Notes	2.625%	1/31/2018	25,000,000	27,228,525
U.S. Treasury Notes	2.125%	2/29/2016	25,000,000	26,523,450
Total U.S. Government Securities			917,500,000	983,020,120

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2011

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Rate of Interest %**	**Date of Maturity**	**Par Value**	**Current Market Value**
Fixed Income Account (Federal Agency Securities)				
Bank of America Corp	3.125%	6/15/2012	10,000,000	10,134,460
Bank of America Corp	2.100%	4/30/2012	10,000,000	10,068,350
Key Bank NA	3.200%	6/15/2012	10,000,000	10,138,220
Morgan Stanley	2.250%	3/13/2012	10,000,000	10,043,170
State Street Capital Trust	2.150%	4/30/2012	5,000,000	5,033,720
US Bancorp	2.250%	3/13/2012	10,000,000	10,040,150
Wells Fargo & Company	2.125%	6/15/2012	7,000,000	7,063,182
Citigroup Inc	2.125%	4/30/2012	10,000,000	10,066,670
Citigroup Funding Inc	2.000%	3/30/2012	10,000,000	10,044,840
John Deere Capital Corp	2.875%	6/19/2012	7,000,000	7,090,797
General Elec Cap Corp	2.200%	6/8/2012	10,000,000	10,091,800
Goldman Sachs Group Inc	2.150%	3/15/2012	10,000,000	10,040,480
JP Morgan Chase & Co. *	2.200%	6/15/2012	8,000,000	8,075,744
JP Morgan Chase & Co. *	2.125%	12/26/2012	10,000,000	10,187,140
PNC Funding Corp. PNC	2.300%	6/22/2012	7,000,000	7,069,755
Total Long term Federal Agency Securities			134,000,000	135,188,478
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund *			30,296,528	30,296,528
Total Short term Investments			30,296,528	30,296,528
Total Fixed Income Account Investments			1,081,796,528	$ 1,148,505,126
NET ASSETS				**$ 1,148,505,126**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 28,549,435
Campbell Soup Company	28,000	930,720
The Coca-Cola Company	277,300	19,402,681
Kellogg Company	240,000	12,136,800
McCormick & Co Inc	200,600	10,114,252
Pepsico Inc.	185,900	12,334,465
Sysco Corp.	370,700	10,872,631
Total Agricultural, Foods, & Beverage	2,300,732	94,340,984
Banks		
M&T Bank Corp	125,500	9,580,670
Northern Trust Corp.	167,900	6,658,914
Suntrust Banks Inc.	121,300	2,147,010
Wells Fargo & Company	715,900	19,730,204
Total Banks	1,130,600	38,116,798
Building Materials & Construction		
Lafarge SA	30,400	1,068,657
Vulcan Materials Company	319,100	12,556,585
Total Building Materials & Construction	349,500	13,625,242
Chemicals		
Air Products & Chemicals Inc.	256,000	21,808,640
Dow Chemical	75,000	2,157,000
EI du Pont de Nemours & Co.	180,884	8,280,870
Intl Flavors & Fragrances	159,000	8,334,780
Novozymes A/S - B Shares	385,500	11,904,371
Sigma-Aldrich Corporation	366,200	22,872,852
Total Chemicals	1,422,584	75,358,513
Computer & Technology		
Agilent Technologies Inc.	175,444	6,128,259
Hewlett-Packard Company	920,000	23,699,200
Int'l Business Machines Corp.	188,900	34,734,932
SAP AG	126,000	6,661,892
Total Computer & Technology	1,410,344	71,224,283
Computer Software and Services		
Applied Materials Inc.	323,900	3,468,969
Automatic Data Processing Inc.	106,200	5,735,862
Intel Corporation	980,500	23,777,125
Intuit Inc.	79,600	4,186,164
KLA-Tencor Corp.	60,500	2,919,125
Linear Technology Corp.	297,500	8,933,925
Total Computer Software and Services	1,848,200	49,021,170

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Consumer & Marketing		
Aptargroup Inc.	235,400	12,280,818
Colgate Palmolive Co.	106,700	9,858,013
Nestle S.A. ADR	359,000	20,717,890
Procter & Gamble Co.	644,700	43,007,937
Total Consumer & Marketing	1,345,800	85,864,658
Electronic/Electrical Manufacturing		
Emerson Electric Company	298,100	13,888,479
General Electric Company	1,380,700	24,728,337
Total Electronic/Electrical Manufacturing	1,678,800	38,616,816
Financial Services		
Berkshire Hathaway Inc. Class A	58	6,655,790
Berkshire Hathaway Inc. Class B	545	41,583
Total Financial Services	603	6,697,373
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	12,432,453
Allergan Inc.	176,800	15,512,432
Amgen Inc.	53,100	3,409,551
Baxter International Inc.	105,000	5,195,400
Eli Lilly & Co.	264,000	10,971,840
GlaxoSmithKline PLC ADR	136,500	6,228,495
Johnson & Johnson	523,200	34,311,456
Medtronic Inc.	80,100	3,063,825
Merck & Co. Inc.	153,500	5,786,950
Pfizer Inc.	1,386,000	29,993,040
Teva Pharmaceutical S.P. ADR	144,700	5,840,092
Total Health Care & Pharmaceuticals	3,244,000	132,745,534
Materials & Processes		
3M Co.	189,600	15,496,008
Total Materials & Processes	189,600	15,496,008
Machinery & Manufacturing		
Caterpillar Inc.	338,800	30,695,280
Donaldson Inc.	240,500	16,373,240
HNI Corp.	136,800	3,570,480
Illinois Tool Works	397,100	18,548,541
Total Machinery & Manufacturing	1,113,200	69,187,541
Media & Broadcasting		
Lee Enterprises Class A	100,000	71,000
Thompson Reuters Corp.	138,810	3,702,063
The Walt Disney Company	909,312	34,099,200
Total Media & Broadcasting	1,148,122	37,872,263

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Mining & Metals		
BHP Billiton PLC	345,593	10,077,303
Newmont Mining Corporation	31,300	1,878,313
Nucor Corporation	495,200	19,595,064
Rio Tinto PLC	232,170	11,268,226
Rio Tinto PLC ADR	358,800	17,552,496
Total Mining & Metals	1,463,063	60,371,402
Oil, Gas & Other Energy		
BG Group PLC	883,600	18,889,973
Bill Barrett Corp	150,000	5,110,500
Chevron Corp	338,600	36,027,040
Cimarex Energy Co.	120,700	7,471,330
Devon Energy	86,482	5,361,884
Exxon Mobil Corp.	657,700	55,746,652
Noble Energy Inc	67,800	6,399,642
Royal Dutch Shell PLC - ADR Class A	222,600	16,269,834
Sasol Ltd SP ADR	114,900	5,446,260
Spectra Energy Corp.	382,300	11,755,725
Tidewater Inc.	68,000	3,352,400
Woodside Petroleum Limited	95,036	2,976,059
Total Oil, Gas & Other Energy	3,187,718	174,807,299
Retailers		
Wal-Mart Stores Inc.	406,300	24,280,488
Total Retailers	406,300	24,280,488
Telcom & Telcom Equipment		
AT&T Inc.	624,915	18,897,430
Cisco Systems Inc.	189,200	3,420,736
Corning Incorporated	355,200	4,610,496
Nokia Corporation ADR	231,400	1,115,348
Verizon Communications	189,800	7,614,776
Total Telcom & Telcom Equipment	1,590,515	35,658,786
Transportation		
GATX Corporation	147,000	6,418,020
Total Transportation	147,000	6,418,020
Utilities & Energy		
Duke Energy Corporation	392,500	8,635,000
Total Utilities & Energy	392,500	8,635,000
Total Common Stocks	24,369,181	$ 1,038,338,178

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Par Value**	**Rate of Interest**	**Date of Maturity**	**Current Value**
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	20,000,000	4.875%	2/15/2012	20,113,280
U.S. Treasury Notes	10,000,000	4.375%	8/15/2012	10,263,280
U.S. Treasury Notes	10,000,000	4.000%	11/15/2012	10,333,200
U.S. Treasury Notes	15,000,000	3.875%	2/15/2013	15,617,580
U.S. Treasury Notes	10,000,000	3.625%	5/15/2013	10,464,060
U.S. Treasury Notes	25,000,000	4.250%	8/15/2013	26,615,225
U.S. Treasury Notes	15,000,000	4.250%	11/15/2013	16,109,760
U.S. Treasury Notes	15,000,000	4.000%	2/15/2014	16,176,570
U.S. Treasury Notes	15,000,000	4.750%	5/15/2014	16,567,965
U.S. Treasury Notes	15,000,000	4.250%	8/15/2014	16,523,430
U.S. Treasury Notes	15,000,000	4.250%	11/15/2014	16,654,680
U.S. Treasury Notes	20,000,000	4.000%	2/15/2015	22,212,500
U.S. Treasury Notes	40,000,000	4.125%	5/15/2015	44,871,880
U.S. Treasury Notes	15,000,000	5.125%	5/15/2016	17,848,830
U.S. Treasury Notes	25,000,000	4.875%	8/15/2016	29,650,400
U.S. Treasury Notes	25,000,000	4.625%	2/15/2017	29,666,025
U.S. Treasury Notes	15,000,000	4.250%	11/15/2017	17,717,580
U.S. Treasury Notes	15,000,000	3.500%	2/15/2018	17,101,170
U.S. Treasury Notes	15,000,000	4.000%	8/15/2018	17,666,010
U.S. Treasury Notes	10,000,000	3.750%	11/15/2018	11,633,590
U.S. Treasury Notes	15,000,000	3.125%	5/15/2019	16,818,750
U.S. Treasury Notes	25,000,000	2.625%	2/29/2016	27,023,450
U.S. Treasury Notes	15,000,000	3.250%	7/31/2016	16,679,295
U.S. Treasury Notes	25,000,000	3.625%	8/15/2019	28,955,075
U.S. Treasury Notes	25,000,000	3.375%	11/15/2019	28,498,050
U.S. Treasury Notes	35,000,000	3.625%	2/15/2020	40,591,810
U.S. Treasury Notes	10,000,000	3.250%	3/31/2017	11,196,880
U.S. Treasury Notes	35,000,000	3.500%	5/15/2020	40,263,685
U.S. Treasury Notes	35,000,000	3.625%	2/15/2021	40,635,560
U.S. Treasury Notes	25,000,000	3.125%	5/15/2021	27,914,050
Total U.S. Government Securities	590,000,000			$ 662,383,620
Government Agency Securities				
Tenn Valley Authority	1,000,000	5.500%	7/18/2017	1,217,297
Tenn Valley Authority	2,000,000	3.875%	2/15/2021	2,281,814
Total Government Agency Securities	3,000,000			$ 3,499,111

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2011

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	1,158,492
The Coca-Cola Company	2,000,000	5.350%	11/15/2017	2,401,038
General Mills Inc.	2,000,000	5.650%	9/10/2012	2,061,340
General Mills Inc.	500,000	5.200%	3/17/2015	556,996
The Hershey Company	500,000	5.450%	9/1/2016	587,840
The Hershey Company	500,000	5.000%	4/1/2013	525,243
Kellogg Company	500,000	5.125%	12/3/2012	519,644
Kellogg Company	1,000,000	4.250%	3/6/2013	1,038,355
Kellogg Company	2,000,000	4.000%	12/15/2020	2,116,734
Kraft Foods Inc.	366,000	6.250%	6/1/2012	373,972
Kraft Foods Inc.	1,000,000	6.500%	8/11/2017	1,189,566
Pepsico Inc.	2,000,000	5.150%	5/15/2012	2,033,748
Pepsico Inc.	1,000,000	5.000%	6/1/2018	1,161,750
Sysco Corp.	1,000,000	4.200%	2/12/2013	1,037,354
Sysco Corp.	1,000,000	5.250%	2/12/2018	1,171,907
Total Agricultural, Foods, & Beverage	16,366,000			17,933,979
Aerospace/Defense				
Lockheed Martin Corp.	1,000,000	3.350%	9/15/2021	994,798
Total Aerospace/Defense	1,000,000			994,798
Banks				
Bank of America Corp	500,000	5.375%	9/11/2012	506,138
Bank of America NA	1,000,000	6.000%	6/15/2016	951,764
Bank of America NA	500,000	5.300%	3/15/2017	450,955
Bank of New York	500,000	4.500%	4/1/2013	521,528
Barclays Bank PLC	1,500,000	5.450%	9/12/2012	1,532,415
JP Morgan Chase *	500,000	5.875%	6/13/2016	541,216
JP Morgan Chase *	1,500,000	6.000%	10/1/2017	1,613,557
Mellon Funding Corp	500,000	5.200%	5/15/2014	538,963
US Bank NA	1,500,000	4.950%	10/30/2014	1,630,193
Wachovia Bank NA	750,000	5.600%	3/15/2016	803,136
Wachovia Bank NA	500,000	6.000%	11/15/2017	552,112
Wachovia Corp	750,000	5.700%	8/1/2013	796,405
Wells Fargo & Company	500,000	5.625%	12/11/2017	569,764
Total Banks	10,500,000			11,008,146
Building Materials & Construction				
Cooper Industries Ltd	1,000,000	6.100%	7/1/2017	1,170,338
Cooper Industries Ltd	500,000	5.450%	4/1/2015	559,081
Total Building Materials & Construction	1,500,000			1,729,419
Computer Software & Service				
Microsoft Corporation	2,000,000	4.000%	2/8/2021	2,252,534
Total Computer Software & Service	2,000,000			2,252,534
Automotive				
Johnson Controls Inc.	2,000,000	4.250%	3/1/2021	2,137,134
Total Automotive	2,000,000			2,137,134

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Chemicals				
EI du Pont de Nemours & Co.	3,000,000	4.875%	4/30/2014	3,276,894
PPG Industries Inc.	1,000,000	5.750%	3/15/2013	1,054,014
Praxair Inc.	1,000,000	5.375%	11/1/2016	1,167,605
Praxair Inc.	1,000,000	4.625%	3/30/2015	1,103,830
Total Chemicals	6,000,000			6,602,343
Commercial Service/Supplies				
Pitney Bowes Inc	500,000	5.750%	9/15/2017	536,568
Total Commercial Service/Supplies	500,000			536,568
Computer & Technology				
Hewlett-Packard Company	1,500,000	5.250%	3/1/2012	1,509,839
Hewlett-Packard Company	1,000,000	4.500%	3/1/2013	1,028,449
Int'l Business Machines Corp.	1,000,000	5.700%	9/14/2017	1,210,877
Total Computer & Technology	3,500,000			3,749,165
Consumer & Marketing				
Danaher Corp.	1,000,000	5.625%	1/15/2018	1,175,574
Ecolab Inc.	1,000,000	4.875%	2/15/2015	1,073,559
Kimberly-Clark Corp.	1,500,000	6.125%	8/1/2017	1,834,785
McDonald's Corp	1,000,000	5.350%	3/1/2018	1,194,898
McDonald's Corp	2,000,000	3.625%	5/20/2021	2,191,748
Procter & Gamble Co.	2,000,000	3.150%	9/1/2015	2,147,496
Unilever Capital Corp	3,000,000	4.250%	2/10/2021	3,418,860
Total Consumer & Marketing	11,500,000			13,036,920
Electronic/Electrical Manufacturing				
Emerson Electric Co.	1,000,000	5.375%	10/15/2017	1,176,888
Emerson Electric Co.	1,000,000	5.250%	10/15/2018	1,182,611
Public Service Colorado	1,500,000	4.875%	3/1/2013	1,568,519
Total Electronic/Electrical Manufacturing	3,500,000			3,928,018
Financial Services				
John Deere Capital Corp.	1,000,000	5.500%	4/13/2017	1,177,761
General Electric Capital Co	500,000	5.400%	2/15/2017	555,530
General Electric Capital Co	500,000	5.625%	9/15/2017	553,388
General Electric Capital Co	500,000	5.625%	5/1/2018	560,001
General Electric Capital Co	500,000	5.375%	10/20/2016	558,835
JPMorgan Chase & Co. *	1,000,000	5.375%	10/1/2012	1,033,870
Wachovia Corp.	750,000	5.750%	6/15/2017	847,375
Wells Fargo Financial	3,000,000	6.125%	4/18/2012	3,044,490
Total Financial Services	7,750,000			8,331,250

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2011

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	5.15%	11/30/2012	521,001
Abbott Labs	500,000	5.60%	11/30/2017	597,076
Amgen Inc.	1,000,000	5.85%	6/1/2017	1,150,000
Astrazeneca PLC ADR	2,000,000	5.40%	6/1/2014	2,213,316
Astrazeneca PLC ADR	750,000	5.90%	9/15/2017	905,926
Astrazeneca PLC ADR	750,000	5.40%	9/15/2012	775,906
Baxter International Inc.	2,000,000	5.38%	6/1/2018	2,348,442
Bristol-Myers Squibb	500,000	5.45%	5/1/2018	599,594
GlaxoSmithKline	3,000,000	4.38%	4/15/2014	3,246,696
GlaxoSmithKline	1,000,000	5.65%	5/15/2018	1,203,607
Johnson & Johnson	1,000,000	5.15%	8/15/2012	1,028,769
Johnson & Johnson	1,000,000	5.55%	8/15/2017	1,207,195
Eli Lilly & Co.	3,000,000	6.00%	3/15/2012	3,032,631
Merck & Co. Inc.	2,000,000	4.38%	2/15/2013	2,085,945
Pfizer Inc.	3,000,000	4.50%	2/15/2014	3,234,369
Schering Plough Corp.	1,000,000	ADJ	12/1/2013	1,087,021
Total Health Care & Pharmaceuticals	23,000,000			25,237,494
Machinery & Manufacturing				
Caterpillar Inc.	2,000,000	3.900%	5/27/2021	2,195,716
Caterpillar Finance - MTN	1,000,000	5.450%	4/15/2018	1,168,983
Dover Corp.	1,000,000	5.450%	3/15/2018	1,176,322
Eaton Corp.	1,500,000	5.300%	3/15/2017	1,728,093
Eaton Corp.	500,000	4.900%	5/15/2013	526,688
Ingersoll Rand	1,000,000	4.750%	5/15/2015	1,082,627
Shell International	1,000,000	5.200%	3/22/2017	1,169,195
Shell International	1,000,000	4.300%	9/22/2019	1,160,349
3M Company	1,000,000	4.375%	8/15/2013	1,062,977
United Technologies Corp.	1,500,000	5.375%	12/15/2017	1,774,389
Total Machinery & Manufacturing	11,500,000			13,045,339
Media & Broadcasting				
The Walt Disney Company	1,000,000	4.700%	12/1/2012	1,037,723
The Walt Disney Company	1,000,000	6.000%	7/17/2017	1,212,251
The Walt Disney Company	2,000,000	3.750%	6/1/2021	2,199,070
Total Media & Broadcasting	4,000,000			4,449,044
Mining & Metals				
Alcoa Inc.	2,244,000	5.720%	2/23/2019	2,321,721
Alcoa Inc.	756,000	5.870%	2/23/2022	761,505
BHP Finance USA	2,000,000	5.250%	12/15/2015	2,298,162
BHP Finance USA	500,000	5.125%	3/29/2012	505,513
BHP Finance USA	500,000	5.400%	3/29/2017	579,833
Total Mining & Metals	6,000,000			6,466,734

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2011

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	3,000,000	4.750%	3/10/2019	3,332,166
Chevron Corporation	3,000,000	4.950%	3/3/2019	3,543,300
ConocoPhillips	1,000,000	5.200%	5/15/2018	1,164,114
ConocoPhillips Aust Funding	2,000,000	5.500%	4/15/2013	2,118,142
ConocoPhillips	500,000	5.625%	10/15/2016	583,767
Marathon Oil Corp.	1,000,000	5.900%	3/15/2018	1,170,671
Total Oil, Gas & Other Energy	10,500,000			11,912,160
Other				
Province of New Brunswick	2,500,000	5.200%	2/21/2017	2,931,578
Total Other	2,500,000			2,931,578
Retailers				
Costco Wholesale	2,000,000	5.300%	3/15/2012	2,018,528
Home Depot Inc.	1,000,000	5.400%	3/1/2016	1,154,968
Lowe's Companies Inc.	1,000,000	5.000%	10/15/2015	1,120,782
Lowe's Companies Inc.	1,000,000	5.400%	10/15/2016	1,155,825
Lowe's Companies Inc.	1,000,000	5.600%	9/15/2012	1,032,657
Target Corp	1,300,000	5.875%	7/15/2016	1,539,560
Target Corp	1,500,000	5.375%	5/1/2017	1,762,924
Target Corp	500,000	6.000%	1/15/2018	609,182
Target Corp	500,000	5.125%	1/15/2013	523,380
Wal-Mart Stores Inc.	1,000,000	5.800%	2/15/2018	1,225,835
Wal-Mart Stores Inc.	2,000,000	4.250%	4/15/2021	2,310,988
Total Retailers	12,800,000			14,454,629
Telcom & Telcom Equipment				
Alltel Corporation	2,000,000	7.000%	7/1/2012	2,060,714
Telstra Corp Ltd	3,000,000	6.375%	4/1/2012	3,041,472
Verizon Communications	500,000	4.350%	2/15/2013	519,578
Verizon Communications	500,000	5.500%	2/15/2018	582,906
Verizon New Jersey Inc.	3,000,000	5.875%	1/17/2012	3,004,935
Total Telcom & Telcom Equipment	9,000,000			9,209,605
Transportation				
United Parcel Services Inc.	1,000,000	4.500%	1/15/2013	1,041,180
United Parcel Services Inc.	1,000,000	5.500%	1/15/2018	1,198,340
Total Transportation	2,000,000			2,239,520

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Utilities & Energy				
Union Electric Co	2,000,000	5.400%	2/1/2016	2,257,442
Commonwealth Edison	1,000,000	4.700%	4/15/2015	1,094,030
Commonwealth Edison	500,000	5.800%	3/15/2018	590,291
Consolidated Edison Co NY	1,000,000	5.300%	12/1/2016	1,166,874
Consolidated Edison Co NY	500,000	5.850%	4/1/2018	610,014
Duke Energy Carolinas	1,000,000	5.100%	4/15/2018	1,164,556
Florida Power Corp	1,000,000	5.650%	6/15/2018	1,194,824
Georgia Power	2,000,000	5.250%	12/15/2015	2,270,912
Georgia Power	1,000,000	5.700%	6/1/2017	1,186,609
Midamerican Energy Company	2,000,000	5.125%	1/15/2013	2,085,402
Midamerican Energy Company	500,000	5.950%	7/15/2017	593,180
Northern States Power Co.	1,000,000	5.250%	3/1/2018	1,189,126
NSTAR Electric Co	1,500,000	5.625%	11/15/2017	1,777,697
PECO Energy Co.	1,000,000	5.350%	3/1/2018	1,180,905
Pub Svc Elec & Gas	500,000	5.300%	5/1/2018	591,915
Southern Cal Edison	2,000,000	3.875%	3/1/2021	2,207,532
Union Elec Co.	1,000,000	6.000%	4/1/2018	1,180,594
Total Utilities & Energy	19,500,000			22,341,903
Total Corporate Bonds	166,916,000			184,528,280
Total Fixed Income	759,916,000			850,411,011
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund *	38,946,348			38,946,348
Total Short Term Investments	38,946,348			38,946,348
Total Balanced Account Investments	823,231,529			$ 1,927,695,537
NET ASSETS				**$ 1,927,695,537**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	116,742,254
The Coca-Cola Company	1,102,400	77,134,928
Kellogg Company	800,000	40,456,000
McCormick & Co Inc	448,400	22,608,328
Pepsico Inc.	671,100	44,527,485
Sysco Corp.	1,298,500	38,085,005
Sector Total: Agricultural, Foods, & Beverage	8,402,297	339,554,000
Banks		
M&T Bank Corp	212,400	16,214,616
Northern Trust Corp.	625,900	24,823,194
Suntrust Banks	316,400	5,600,280
Wells Fargo & Company	2,781,800	76,666,408
Sector Total: Banks	3,936,500	123,304,498
Building Materials & Construction		
Vulcan Materials Company	1,208,400	47,550,540
Sector Total: Building Materials & Construction	1,208,400	47,550,540
Chemicals		
Air Products & Chemicals Inc	1,120,800	95,480,952
Dow Chemical	252,200	7,253,272
EI du Pont de Nemours & Co	128,396	5,877,969
Intl Flavors & Fragrances	390,700	20,480,494
Novozymes A/S - B Shares	1,241,250	38,330,223
Sigma-Aldrich Corporation	2,042,400	127,568,304
Sector Total: Chemicals	5,175,746	294,991,214
Computer & Technology		
Agilent Technologies Inc.	671,264	23,447,252
Hewlett-Packard Company	3,520,000	90,675,200
Int'l Business Machines Corp.	632,800	116,359,264
SAP AG	475,200	25,124,848
Sector Total: Computer & Technology	5,299,264	255,606,564

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

	Description of Investment	
Identity of Issuer, Investor or Borrower	**Number of Shares or Units**	**Current Market Value**
Computer Software and Services		
Intel Corporation	3,120,000	75,660,000
Linear Technology Corp.	1,149,600	34,522,488
Sector Total: Computer Software and Services	4,269,600	110,182,488
Consumer & Marketing		
Aptargroup Inc.	610,800	31,865,436
Colgate Palmolive Co.	393,600	36,364,704
Nestle S.A. ADR	1,370,350	79,082,898
Procter & Gamble Co.	2,070,460	138,120,387
Sector Total: Consumer & Marketing	4,445,210	285,433,425
Electronic/Electrical Manufacturing		
Emerson Electric Co	789,700	36,792,123
General Electric Company	4,803,500	86,030,685
Sector Total: Electronic/Electrical Manufacturing	5,593,200	122,822,808
Financial Services		
Berkshire Hathaway Inc. Class A	208	23,869,040
Berkshire Hathaway Inc. Class B	1,180	90,034
Sector Total: Financial Services	1,388	23,959,074
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	59,401,372
Amgen Inc.	177,100	11,371,591
Baxter International Inc.	249,900	12,365,052
Eli Lilly & Co.	1,060,800	44,086,848
Johnson & Johnson	2,780,600	182,351,748
Merck & Co. Inc.	606,500	22,865,050
Pfizer Inc.	2,760,000	59,726,400
Teva Pharmaceutical S.P. ADR	298,200	12,035,352
Sector Total: Health Care & Pharmaceuticals	8,989,500	404,203,413

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Machinery & Manufacturing		
Caterpillar Inc.	1,079,500	97,802,700
Donaldson Inc.	215,720	14,686,218
HNI Corp	1,600,800	41,780,880
Illinois Tool Works	944,600	44,122,266
Sector Total: Machinery & Manufacturing	3,840,620	198,392,064
Materials & Processes		
3M Co	696,400	56,916,772
Sector Total: Materials & Processes	696,400	56,916,772
Media & Broadcasting		
Lee Enterprises Class A	348,800	247,648
The Walt Disney Company	3,097,857	116,169,638
Sector Total: Media & Broadcasting	3,446,657	116,417,286
Mining & Metals		
BHP Billiton PLC	1,018,591	29,701,556
Nucor Corporation	1,744,400	69,025,908
Rio Tinto PLC ADR	1,054,000	51,561,680
Rio Tinto PLC	553,350	26,856,496
Sector Total: Mining & Metals	4,370,341	177,145,640
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	58,172,823
Bill Barrett Corp	1,310,200	44,638,514
Chevron Corp	1,371,800	145,959,520
Devon Energy	239,770	14,865,740
Exxon Mobil Corp.	2,821,200	239,124,912
Royal Dutch Shell PLC - ADR Class A	492,400	35,989,516
Sasol Ltd SP ADR	385,800	18,286,920
Spectra Energy Corp.	147,500	4,535,625
Tidewater Inc.	168,409	8,302,564
Woodside Petroleum Limited	392,407	12,288,254
Sector Total: Oil, Gas & Other Energy	10,050,586	582,164,388

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2011

	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	101,335,032
Sector Total: Retailers	1,695,700	101,335,032
Telcom & Telcom Equipment		
AT&T Inc.	2,429,972	73,482,353
Corning Incorporated	1,485,300	19,279,194
Verizon Communications	707,700	28,392,924
Sector Total: Telcom & Telcom Equipment	4,622,972	121,154,471
Transportation		
GATX Corporation	166,800	7,282,488
Sector Total: Transportation	166,800	7,282,488
Utilities		
Duke Energy Corp.	543,900	11,965,800
Sector Total: Utilities	543,900	11,965,800
Equities Account: Total Common Stocks	**76,755,081**	**3,380,381,965**
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund *	40,010,054	40,010,054
Equities Account: Total Short Term Investments	40,010,054	40,010,054
Total Equities Account Investments	**116,765,135**	**3,420,392,019**
NET ASSETS		**3,420,392,019**
Total of State Farm Accounts		**6,496,592,682**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2011 **Schedule I**

Common Collective Trust I - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2005	607,628	21,127,219
Target Retirement Trust I - 2010	1,143,118	38,694,545
Target Retirement Trust I - 2015	2,679,198	86,618,483
Target Retirement Trust I - 2020	3,362,347	104,972,476
Target Retirement Trust I - 2025	3,533,295	105,822,180
Target Retirement Trust I - 2030	3,189,245	92,137,281
Target Retirement Trust I - 2035	2,458,743	69,459,486
Target Retirement Trust I - 2040	1,432,172	40,530,479
Target Retirement Trust I - 2045	880,048	24,826,144
Target Retirement Trust I - 2050	1,474,038	41,803,707
Target Retirement Trust I - Income	1,733,346	64,185,805
Total Common Collective Trust I - Vanguard Fiduciary Trust Co.		**$ 690,177,805**
Total of All Accounts		**$ 7,186,770,487**
Notes receivable from participants		95,854,529
Total Investments at fair value and notes receivable from participants		**7,282,625,016**

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