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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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; include room or suite number (employer, if for a 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.	10/10/2013	FILED WITH AUTHORIZED SIGNATURE
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b**	Administrator's EIN
		3c	Administrator's telephone number
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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	84771
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**	66575
b	Retired or separated participants receiving benefits	**6b**	3513
c	Other retired or separated participants entitled to future benefits	**6c**	17453
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	87541
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	952
f	Total. Add lines **6d** and **6e**	**6f**	88493
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	87558
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 Characteristics 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 Characteristics 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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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).. . . . . ☐ 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

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

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

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

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

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

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

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

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

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

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

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

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

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

JPMORGAN CHASE BANK, N.A

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 52 62 72	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	104918	Yes [ ] No [X]

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

THE VANGUARD GROUP, INC.

23-1945930

(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?
28 56	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	811	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 [ ]

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
JPMORGAN CHASE BANK, N.A	18 52 62 72	104918

(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.
JP MORGAN INV MGMT INC. 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
THE VANGUARD GROUP, INC.	28 56	811

(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.
STATE FARM MUTUAL AUTOMOBILE INS CO 37-0533100	CONFERENCE AND EVENTS

(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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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	119199280

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	0

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	43219624

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	111857190

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	145741624

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	145983691

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	128404910

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

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

c EIN-PN 90-6083977-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 96053144

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

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

c EIN-PN 90-6083975-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62820974

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

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

c EIN-PN 90-6083973-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38726218

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

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

c EIN-PN 90-6083969-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51303237

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2055

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

c EIN-PN 27-6715074-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7934408

a Name of MTIA, CCT, PSA, or 103-12 IE: TRT 1 2060

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

c EIN-PN 45-3799212-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5317704

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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)	51586076	53571883
(2) Participant contributions	1b(2)	9152806	18944
(3) Other	1b(3)	27051822	20200783
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	109252930	191059561
(2) U.S. Government securities	1c(2)	1648902851	1803830560
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	319716759	257186594
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	4418720142	4575443454
(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)	95854529	101624230
(9) Value of interest in common/collective trusts	1c(9)	690177805	956562004
(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	7370415720	7959498013
Liabilities			
g Benefit claims payable	1g	295528	923033
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	295528	923033
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7370120192	7958574980

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)	72723927	
(B) Participants	2a(1)(B)	274043562	
(C) Others (including rollovers)	2a(1)(C)	6131115	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		352898604
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	22830	
(B) U.S. Government securities	2b(1)(B)	55111519	
(C) Corporate debt instruments	2b(1)(C)	8724617	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4182876	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		68041842
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	127989894	
(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)		127989894
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	524608571	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	540664880	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-16056309
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	287841882	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		287841882

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		96682675
(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		917398588
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	325358470	
(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)		325358470
f Corrective distributions (see instructions)	2f		1559
g Certain deemed distributions of participant loans (see instructions)	2g		3583771
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		328943800
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		588454788
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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		44500
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		X	

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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

State Farm 401(k) Savings Plan

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

State Farm 401(k) Savings Plan
Index
As of December 31, 2012 and 2011

Page(s)

Independent Auditor's Report 1-2

Financial Statements

Statements of Net Assets Available for Plan Benefits as of December 31, 2012 and 2011 3

Statement of Changes in Net Assets Available for Plan Benefits
for the year ended December 31, 2012 4

Notes to Financial Statements 5-13

Supplemental Schedule

Schedule I: Schedule H, line 4i - Schedule of Assets
(Held at End of Year) as of December 31, 2012 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.



Independent Auditor's Report

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

We have audited the accompanying financial statements of the State Farm 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and December 31, 2011, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and December 31, 2011 and the changes in net assets available for plan benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

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

Other Matter

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 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. Such information 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 information 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 information is fairly stated in all material respects in relation to the financial statements as a whole.

PricewaterhouseCoopers LLP

October 7, 2013

State Farm 401(k) Savings Plan
Statements of Net Assets Available for Plan Benefits
As of December 31, 2012 and 2011

	2012	2011
Assets		
Investment accounts, at fair value	$ 7,784,082,173	$ 7,186,770,487
Companies contributions receivable	53,571,883	51,586,076
Participant contributions receivable	18,944	9,152,806
Notes receivable from participants	101,624,230	95,854,529
Accrued dividends and interest	20,200,783	27,051,822
Net assets available for benefits	$ 7,959,498,013	$ 7,370,415,720

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, 2012

	2012
Additions	
Net appreciation in fair value of investments	$ 368,468,248
Participant contributions	274,043,562
Companies contributions	72,723,927
Rollovers	6,131,115
Dividend and interest income	191,851,671
Interest income on notes receivable from participants	4,180,065
Total additions	917,398,588
Deductions	
Benefit payments	$ 328,316,295
Total deductions	328,316,295
Net additions	589,082,293
Net assets available for benefits	
Beginning of year	7,370,415,720
End of year	$ 7,959,498,013

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 State Farm Mutual Automobile Insurance Company appoint 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 of the Companies over 18 years of age, including employee-agents, 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 $17,000 with an additional catch up contribution of $5,500 for participants age 50 and over for the year ending December 31, 2012 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 2012 and 2011. 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 2012 and 2011 includes terminated participant's interest as benefit payments are reflected on a cash basis under generally accepted accounting principles. Refer to footnote 7 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, a 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. Accounting Pronouncement Adopted

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 were expanded. The adoption of this standard did not have a material impact on 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, 2012 and 2011, 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:

	2012	2011
U.S. Government Securities	$ (23,650,830)	$ 36,942,869
Common Stocks	293,528,859	(85,785,469)
Corporate Bonds and Notes	1,907,544	2,964,053
Common Collective Trust - Vanguard	96,682,675	(2,280,762)
Net appreciation (depreciation) in the fair value of investments	$ 368,468,248	$ (48,159,309)

There were no investments held as of both December 31, 2012 and 2011 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, 2012 and 2011:

Fair Value Measurements at December 31, 2012

	Level 1 Market Value	Level 2 Market Value	Level 3 Market Value	Total
Common Stocks				
Agriculture, Foods, & Beverage	$ 522,547,486	-	-	$ 522,547,486
Banks	197,094,503	-	-	197,094,503
Building Materials & Construction	81,441,162	-	-	81,441,162
Chemicals	401,883,804	-	-	401,883,804
Computers	220,666,635	-	-	220,666,635
Computer Software & Services	60,922,628	-	-	60,922,628
Consumer & Marketing	280,979,058	-	-	280,979,058
Electronic/Electrical Manufacturing	275,562,625	-	-	275,562,625
Financial Services	35,814,692	-	-	35,814,692
Health Care	590,076,663	-	-	590,076,663
Materials & Processes	-	-	-	-
Machinery & Manufacturing	379,237,797	-	-	379,237,797
Media & Broadcasting	200,028,577	-	-	200,028,577
Mining & Metals	275,473,778	-	-	275,473,778
Oil & Gas	708,033,005	-	-	708,033,005
Retailers	143,419,460	-	-	143,419,460
Telecom & Telecom Equipment	168,759,956	-	-	168,759,956
Transportation	13,587,540	-	-	13,587,540
Utilities & Energy	19,914,085	-	-	19,914,085
	$ 4,575,443,454	$ -	$ -	$ 4,575,443,454
Corporate Bonds	-	254,256,843	-	254,256,843
Foreign Government Bonds	-	2,929,750	-	2,929,750
Agency Commercial Mortgage-Backed Securities	-	31,099,400	-	31,099,400
Agency Notes & Bonds	-	3,530,315	-	3,530,315
U.S. Treasury Obligations	-	1,769,200,845	-	1,769,200,845
Short-term Investments	191,059,561	-	-	191,059,561
Common Collective Trust - Vanguard	-	956,562,005	-	956,562,005
Level Totals	$ 4,766,503,015	$ 3,017,579,158	$ -	$ 7,784,082,173

Fair Value Measurements at December 31, 2011

	Level 1 Market Value	Level 2 Market Value	Level 3 Market Value	Total
Common Stocks				
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
Computers	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	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	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
Agency Commercial Mortgage-Backed Securities	-	-	-	-
Agency Notes and Bonds	-	3,499,111	-	3,499,111
US Treasury Obligations	-	1,645,403,740	-	1,645,403,740
Short-term Investments	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

During 2012, and 2011 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 2012 or 2011.

Valuation Techniques

The following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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, 2012 and 2011 consisted of:

	2012	2011
Interest		
Cash	$ 25,641	$ 24,867
U.S. Government Securities	55,111,519	56,098,024
Corporate Bonds	8,724,617	9,565,220
Dividends		
Common Stocks	127,989,894	114,490,619
Total net investment income	$ 191,851,671	$ 180,178,730

5. Income Tax Status

The IRS has determined and informed the company by a letter dated April 18, 2013, 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 the determination letter request was submitted and the ruling obtained, 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, 2012, 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 2009.

6. 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.

7. Reconciliation of Financial Statements at December 31, 2012 and 2011 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, 2012 and December 31, 2011 to Form 5500:

	2012	2011
Net assets available for benefits per the financial statements	$ 7,959,498,013	$ 7,370,415,720
Amounts allocated to withdrawing participants	(923,033)	(295,528)
Net assets available for beneifts per form 5500	$ 7,958,574,980	$ 7,370,120,192

	2012	2011
Benefit Payments per the financial statements	$ 328,316,295	$ 295,425,151
Amounts allocated prior year/paid current year	(295,528)	(492,874)
Amounts allocated to withdrawing participants	923,033	295,528
Benefit Payments per Form 5500	$ 328,943,800	$ 295,227,805

8. Subsequent events

The Plan has evaluated all subsequent events through October 7, 2013 which is the date that the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2012

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Rate of Interest %**	**Date of Maturity**	**Par Value**	**Current Market Value**
Fixed Income Account (U.S. Government Securities)				
U.S. Treasury Notes	3.875%	2/15/2013	20,000,000	20,090,620
U.S. Treasury Notes	3.625%	5/15/2013	35,000,000	35,451,185
U.S. Treasury Notes	4.250%	8/15/2013	30,000,000	30,758,190
U.S. Treasury Notes	3.125%	9/30/2013	25,000,000	25,545,900
U.S. Treasury Notes	4.250%	11/15/2013	30,000,000	31,057,020
U.S. Treasury Notes	1.500%	12/31/2013	15,000,000	15,195,120
U.S. Treasury Notes	4.000%	2/15/2014	40,000,000	41,695,320
U.S. Treasury Notes	1.875%	4/30/2014	20,000,000	20,438,280
U.S. Treasury Notes	4.750%	5/15/2014	20,000,000	21,234,380
U.S. Treasury Notes	2.625%	6/30/2014	25,000,000	25,892,575
U.S. Treasury Notes	4.250%	8/15/2014	30,000,000	31,942,980
U.S. Treasury Notes	4.250%	11/15/2014	25,000,000	26,856,450
U.S. Treasury Notes	2.250%	1/31/2015	25,000,000	26,023,450
U.S. Treasury Notes	4.000%	2/15/2015	15,000,000	16,176,570
U.S. Treasury Notes	4.125%	5/15/2015	25,000,000	27,248,050
U.S. Treasury Notes	4.250%	8/15/2015	25,000,000	27,544,925
U.S. Treasury Notes	4.500%	11/15/2015	25,000,000	27,953,125
U.S. Treasury Notes	2.125%	2/29/2016	25,000,000	26,361,325
U.S. Treasury Notes	2.625%	4/30/2016	25,000,000	26,812,500
U.S. Treasury Notes	3.250%	7/31/2016	25,000,000	27,472,650
U.S. Treasury Notes	3.125%	10/31/2016	25,000,000	27,478,525
U.S. Treasury Notes	2.750%	11/30/2016	25,000,000	27,156,250
U.S. Treasury Notes	3.000%	2/28/2017	25,000,000	27,500,000
U.S. Treasury Notes	2.750%	5/31/2017	25,000,000	27,332,025
U.S. Treasury Notes	2.375%	7/31/2017	25,000,000	26,958,975
U.S. Treasury Notes	1.875%	9/30/2017	25,000,000	26,398,450
U.S. Treasury Notes	1.875%	10/31/2017	25,000,000	26,408,200
U.S. Treasury Notes	2.250%	11/30/2017	25,000,000	26,882,800
U.S. Treasury Notes	2.750%	12/31/2017	32,500,000	35,760,140
U.S. Treasury Notes	2.625%	1/31/2018	25,000,000	27,359,375
U.S. Treasury Notes	2.750%	2/28/2018	25,000,000	27,539,050
U.S. Treasury Notes	2.875%	3/31/2018	25,000,000	27,714,850
U.S. Treasury Notes	2.625%	4/30/2018	25,000,000	27,398,450
U.S. Treasury Notes	2.375%	5/31/2018	25,000,000	27,085,950
U.S. Treasury Notes	2.375%	6/30/2018	25,000,000	27,093,750
U.S. Treasury Notes	2.250%	7/31/2018	25,000,000	26,927,725
U.S. Treasury Notes	1.500%	8/31/2018	25,000,000	25,884,775
U.S. Treasury Notes	1.375%	9/30/2018	25,000,000	25,699,225
U.S. Treasury Notes	1.750%	10/31/2018	25,000,000	26,218,750
U.S. Treasury Notes	1.375%	11/30/2018	25,000,000	25,664,050
U.S. Treasury Notes	1.375%	12/31/2018	25,000,000	25,650,400
U.S. Treasury Notes	1.250%	1/31/2019	25,000,000	25,453,125
Total U.S. Government Securities			1,062,500,000	1,129,315,455
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund*			57,776,756	57,776,756
Total Short term Investments			57,776,756	57,776,756
Total Fixed Income Account Investments			1,120,276,756	$ 1,187,092,211
NET ASSETS				**$1,187,092,211**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Common Stocks		
Agriculture, Foods, & Beverage		
Archer-Daniels-Midland Co.	998,232	$ 27,341,575
Campbell Soup Co.	28,000	976,920
Coca-Cola Co., The	554,600	20,104,250
Kellogg **Co.**	240,000	13,404,000
Nestle SA ADR	359,000	23,396,030
McCormick & Co. Inc.	200,600	12,744,118
PepsiCo Inc.	185,900	12,721,137
Sysco Corp.	370,700	11,736,362
Total Agriculture, Foods, & Beverage	2,937,032	122,424,392
Banks		
M&T Bank Corp.	135,800	13,372,226
Northern Trust Corp.	167,900	8,421,864
Suntrust Banks Inc.	121,300	3,438,855
Wells Fargo & Co.	715,900	24,469,462
Total Banks	1,140,900	49,702,407
Building Materials & Construction		
Lafarge SA	30,400	1,934,787
Vulcan Materials Co.	319,100	16,609,155
Total Building Materials & Construction	349,500	18,543,942
Chemicals		
Air Products & Chemicals Inc.	256,000	21,509,120
Dow Chemical Co., The	75,000	2,424,000
E.I. du Pont de Nemours & Co.	227,784	10,243,446
International Flavors & Fragrances Inc.	159,000	10,579,860
Novozymes A/S B Shares	385,500	10,856,022
Sigma-Aldrich Corp.	366,200	26,944,996
Total Chemicals	1,469,484	82,557,444
Computers		
Hewlett-Packard Co.	920,000	13,110,000
International Business Machines Corp.	188,900	36,183,795
Total Computers	1,108,900	49,293,795
Computer Software & Services		
Automatic Data Processing Inc.	141,000	8,038,410
Intuit Inc.	79,600	4,736,200
SAP AG	126,000	10,090,902
Total Computer Software & Services	346,600	22,865,512

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Consumer & Marketing		
Aptargroup Inc.	277,300	13,232,756
Colgate-Palmolive Co.	125,500	13,119,770
Procter & Gamble Co., The	644,700	43,768,683
Total Consumer & Marketing	1,047,500	70,121,209
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	175,444	7,182,677
Emerson Electric Co.	298,100	15,787,376
General Electric Co.	1,426,300	29,938,037
KLA-Tencor Corp.	60,500	2,889,480
Linear Technology Corp.	297,500	10,204,250
Total Electronic/Electrical Manufacturing	2,257,844	66,001,820
Financial Services		
Berkshire Hathaway Inc. Class A	58	7,775,480
Berkshire Hathaway Inc. Class B	545	48,886
Total Financial Services	603	7,824,366
Health Care		
Abbott Laboratories	221,100	14,482,050
Allergan Inc.	176,800	16,217,864
Amgen Inc.	53,100	4,583,592
Baxter International Inc.	105,000	6,999,300
Eli Lilly & Co.	264,000	13,020,480
GlaxoSmithKline PLC ADR	136,500	5,933,655
Johnson & Johnson	523,200	36,676,320
Medtronic Inc.	80,100	3,285,702
Merck & Co. Inc.	153,500	6,284,290
Pfizer Inc.	1,386,000	34,760,880
Teva Pharmaceutical Industries Ltd. Sponsored ADR	144,700	5,403,098
Total Health Care	3,244,000	147,647,231
Machinery & Manufacturing		
3M Co.	189,600	17,604,360
Caterpillar Inc.	338,800	30,349,704
Deere & Co.	71,000	6,135,820
Donaldson Company Inc.	481,000	15,796,040
HNI Corp.	136,800	4,112,208
Illinois Tool Works Inc.	397,100	24,147,651
Total Machinery & Manufacturing	1,614,300	98,145,783
Media & Broadcasting		
Lee Enterprises Inc. Class A	100,000	114,000
Walt Disney Co., The	909,312	45,274,645
Total Media & Broadcasting	1,009,312	45,388,645

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Mining & Metals		
BHP Billiton PLC	438,493	15,173,776
Newmont Mining Corp.	31,300	1,453,572
Nucor Corp.	495,200	21,382,736
Rio Tinto PLC	232,170	13,248,056
Rio Tinto PLC ADR	358,800	20,842,692
Total Mining & Metals	1,555,963	72,100,832
Oil & Gas		
BG Group PLC	1,000,300	16,458,061
Bill Barrett Corp.	150,000	2,668,500
Chevron Corp.	338,600	36,616,204
Cimarex Energy Co.	120,700	6,968,011
Devon Energy Corp.	86,482	4,500,523
Exxon Mobil Corp.	657,700	56,923,935
Noble Energy Inc.	67,800	6,897,972
Royal Dutch Shell PLC ADR Class A	222,600	15,348,270
Sasol Ltd SP ADR	114,900	4,974,021
Schlumberger Ltd.	65,400	4,531,566
Spectra Energy Corp.	382,300	10,467,374
Tidewater Inc.	68,000	3,038,240
Woodside Petroleum Ltd.	95,036	3,347,003
Total Oil & Gas	3,369,818	172,739,680
Retailers		
Wal-Mart Stores Inc.	406,300	27,721,849
Total Retailers	406,300	27,721,849
Telecom & Telecom Equipment		
AT&T Inc.	624,915	21,065,885
Cisco Systems Inc.	189,200	3,717,780
Corning Inc.	355,200	4,482,624
Verizon Communications Inc.	189,800	8,212,646
Total Telecom & Telecom Equipment	1,359,115	37,478,935
Transportation		
GATX Corp.	147,000	6,365,100
Total Transportation	147,000	6,365,100
Utilities & Energy		
Duke Energy Corp.	130,833	8,347,145
Total Utilities & Energy	130,833	8,347,145
Total Common Stocks	23,495,004	$ 1,105,270,087

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	15,000,000	3.875%	2/15/2013	15,067,965
U.S. Treasury Notes	10,000,000	3.625%	5/15/2013	10,128,910
U.S. Treasury Notes	25,000,000	4.250%	8/15/2013	25,631,825
U.S. Treasury Notes	15,000,000	4.250%	11/15/2013	15,528,510
U.S. Treasury Notes	15,000,000	4.000%	2/15/2014	15,635,745
U.S. Treasury Notes	15,000,000	4.750%	5/15/2014	15,925,785
U.S. Treasury Notes	15,000,000	4.250%	8/15/2014	15,971,490
U.S. Treasury Notes	15,000,000	4.250%	11/15/2014	16,113,870
U.S. Treasury Notes	20,000,000	4.000%	2/15/2015	21,568,760
U.S. Treasury Notes	40,000,000	4.125%	5/15/2015	43,596,880
U.S. Treasury Notes	25,000,000	2.625%	2/29/2016	26,751,950
U.S. Treasury Notes	15,000,000	5.125%	5/15/2016	17,343,750
U.S. Treasury Notes	15,000,000	3.250%	7/31/2016	16,483,590
U.S. Treasury Notes	25,000,000	4.875%	8/15/2016	28,937,500
U.S. Treasury Notes	25,000,000	4.625%	2/15/2017	29,140,625
U.S. Treasury Notes	10,000,000	3.250%	3/31/2017	11,120,310
U.S. Treasury Notes	15,000,000	4.250%	11/15/2017	17,564,070
U.S. Treasury Notes	15,000,000	3.500%	2/15/2018	17,080,080
U.S. Treasury Notes	15,000,000	4.000%	8/15/2018	17,625,000
U.S. Treasury Notes	10,000,000	3.750%	11/15/2018	11,644,530
U.S. Treasury Notes	15,000,000	3.125%	5/15/2019	16,987,500
U.S. Treasury Notes	25,000,000	3.625%	8/15/2019	29,111,325
U.S. Treasury Notes	25,000,000	3.375%	11/15/2019	28,744,150
U.S. Treasury Notes	35,000,000	3.625%	2/15/2020	40,895,330
U.S. Treasury Notes	35,000,000	3.500%	5/15/2020	40,635,560
U.S. Treasury Notes	35,000,000	3.625%	2/15/2021	41,083,980
U.S. Treasury Notes	25,000,000	3.125%	5/15/2021	28,349,600
U.S. Treasury Notes	25,000,000	1.750%	5/15/2022	25,216,800
Total U.S. Government Securities	575,000,000			$ 639,885,390
Government Agency Securities				
Agency Notes & Bonds				
Tenn Valley Authority	1,000,000	5.500%	7/18/2017	1,209,411
Tenn Valley Authority	2,000,000	3.875%	2/15/2021	2,320,904
Total Agency Notes & Bonds	3,000,000			$ 3,530,315
Agency Commercial Mortgage-Backed Securities				
Federal Home Loan Mortgage Corp.	10,000,000	2.789%	1/25/2022	10,546,570
Federal National Mortgage Association	10,000,000	2.715%	2/25/2022	10,459,080
Federal Home Loan Mortgage Corp.	10,000,000	2.307%	8/25/2022	10,093,750
Total Agency CMBS	30,000,000			31,099,400
Total Government Agency Securities	33,000,000			$ 34,629,715

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Corporate Bonds				
Agriculture, Foods & Beverage				
Sysco Corp.	1,000,000	4.200%	2/12/2013	1,003,949
Kellogg Company	1,000,000	4.250%	3/6/2013	1,006,632
The Hershey Company	500,000	5.000%	4/1/2013	505,634
General Mills Inc.	500,000	5.200%	3/17/2015	549,142
Bottling Group LLC	1,000,000	5.500%	4/1/2016	1,142,735
The Hershey Company	500,000	5.450%	9/1/2016	575,573
Kraft Foods Inc.	1,000,000	6.500%	8/11/2017	1,221,382
The Coca-Cola Company	2,000,000	5.350%	11/15/2017	2,394,755
Sysco Corp.	1,000,000	5.250%	2/12/2018	1,192,089
Pepsico Inc.	1,000,000	5.000%	6/1/2018	1,186,045
Kellogg Company	2,000,000	4.000%	12/15/2020	2,227,878
Pepsico Inc.	2,000,000	2.750%	3/5/2022	2,054,624
Kellogg Company	2,000,000	3.125%	5/17/2022	2,095,976
Sysco Corp.	1,000,000	2.600%	6/12/2022	1,020,540
Campbell Soup Company	500,000	2.500%	8/2/2022	495,527
Total Agriculture, Foods, & Beverage	17,000,000			18,672,481
Aerospace/Defense				
Lockheed Martin Corp.	1,000,000	3.350%	9/15/2021	1,056,756
Raytheon Co.	2,000,000	2.500%	12/15/2022	1,972,844
Total Aerospace/Defense	3,000,000			3,029,600
Banks				
Bank of New York	500,000	4.500%	4/1/2013	505,093
Wachovia Corp	750,000	5.700%	8/1/2013	773,380
Mellon Funding Corp	500,000	5.200%	5/15/2014	531,673
US Bank NA	1,500,000	4.950%	10/30/2014	1,612,796
Wachovia Bank NA	750,000	5.600%	3/15/2016	844,052
JP Morgan Chase *	500,000	5.875%	6/13/2016	570,213
Bank of America NA	1,000,000	6.000%	6/15/2016	1,132,658
Bank of America NA	500,000	5.300%	3/15/2017	562,355
JP Morgan Chase *	1,500,000	6.000%	10/1/2017	1,775,759
Wachovia Bank NA	500,000	6.000%	11/15/2017	599,588
US Bancorp	1,000,000	3.000%	2/15/2022	1,040,027
Total Banks	9,000,000			9,947,594
Building Materials & Construction				
Cooper Industries Ltd	500,000	5.450%	4/1/2015	549,594
Cooper Industries Ltd	1,000,000	6.100%	7/1/2017	1,184,091
Total Building Materials & Construction	1,500,000			1,733,685
Computer Software & Services				
Microsoft Corporation	2,000,000	4.000%	2/8/2021	2,290,222
Microsoft Corporation	2,000,000	2.125%	11/15/2022	1,980,410
Intel Corporation	3,000,000	2.700%	12/15/2022	2,995,803
Total Computer Software & Services	7,000,000			7,266,435
Automotive				
Johnson Controls Inc.	2,000,000	4.250%	3/1/2021	2,189,418
Total Automotive	2,000,000			2,189,418

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Chemicals				
PPG Industries Inc.	1,000,000	5.750%	3/15/2013	1,010,361
EI du Pont de Nemours & Co.	3,000,000	4.875%	4/30/2014	3,169,350
Praxair Inc.	1,000,000	4.625%	3/30/2015	1,088,754
Praxair Inc.	1,000,000	5.375%	11/1/2016	1,161,183
Praxair Inc.	2,000,000	2.450%	11/15/2021	2,010,178
Monsanto Co.	1,300,000	2.200%	7/15/2022	1,289,363
PPG Industries Inc.	500,000	2.700%	8/15/2022	495,134
Praxair Inc.	1,000,000	2.200%	8/15/2022	979,019
Total Chemicals	10,800,000			11,203,342
Commercial Service/Supply				
Pitney Bowes Inc	500,000	5.750%	9/15/2017	534,557
Cintas Corp	2,000,000	3.250%	3/1/2022	2,053,376
Total Commercial Service/Supply	2,500,000			2,587,933
Computers				
Hewlett-Packard Company	1,000,000	4.500%	3/1/2013	1,005,325
Int'l Business Machines Corp.	1,000,000	5.700%	9/14/2017	1,207,658
Int'l Business Machines Corp.	3,000,000	1.875%	5/15/2019	3,044,985
Int'l Business Machines Corp.	1,000,000	1.875%	8/1/2022	962,306
Total Computers	6,000,000			6,220,274
Consumer & Marketing				
Ecolab Inc.	1,000,000	4.875%	2/15/2015	1,079,829
Procter & Gamble Co.	2,000,000	3.150%	9/1/2015	2,137,118
Kimberly-Clark Corp.	1,500,000	6.125%	8/1/2017	1,839,657
Danaher Corp.	1,000,000	5.625%	1/15/2018	1,202,700
McDonald's Corp	1,000,000	5.350%	3/1/2018	1,206,179
McDonald's Corp	500,000	1.875%	5/29/2019	508,766
Unilever Capital Corp	3,000,000	4.250%	2/10/2021	3,462,704
McDonald's Corp	2,000,000	3.625%	5/20/2021	2,237,140
McDonald's Corp	1,000,000	2.625%	1/15/2022	1,026,698
Procter & Gamble Co.	2,000,000	2.300%	2/6/2022	2,035,260
Colgate Palmolive Co.	2,000,000	2.300%	5/3/2022	2,017,438
Colgate Palmolive Co.	1,000,000	1.950%	2/1/2023	972,547
Total Consumer & Marketing	18,000,000			19,726,036
Electronic/Electrical Manufacturing				
Public Service Colorado	1,500,000	4.875%	3/1/2013	1,510,722
Emerson Electric Co.	1,000,000	5.375%	10/15/2017	1,180,423
Emerson Electric Co.	1,000,000	5.250%	10/15/2018	1,209,681
Detroit Edison Company	500,000	2.650%	6/15/2022	507,710
Public Service Colorado	1,000,000	2.250%	9/15/2022	992,557
General Electric Company	1,000,000	2.700%	10/9/2022	1,019,307
Total Electronic/Electrical Manufacturing	6,000,000			6,420,400

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Financial Services				
General Electric Capital Co	500,000	5.375%	10/20/2016	571,921
General Electric Capital Co	500,000	5.400%	2/15/2017	575,051
John Deere Capital Corp.	1,000,000	5.500%	4/13/2017	1,175,741
Wachovia Corp.	750,000	5.750%	6/15/2017	888,275
General Electric Capital Co	500,000	5.625%	9/15/2017	589,861
Wells Fargo & Company	500,000	5.625%	12/11/2017	596,352
General Electric Capital Co	500,000	5.625%	5/1/2018	593,767
John Deere Capital Corp.	1,000,000	1.700%	1/15/2020	989,758
JPMorgan Chase & Co. *	1,000,000	4.500%	1/24/2022	1,131,237
John Deere Capital Corp.	1,000,000	2.750%	3/15/2022	1,019,091
Rio Tinto Finance	1,000,000	2.875%	8/21/2022	1,006,612
General Electric Capital Co	1,000,000	3.150%	9/7/2022	1,021,693
Total Financial Services	9,250,000			10,159,359
Health Care				
Merck & Co. Inc.	2,000,000	4.375%	2/15/2013	2,009,614
Schering Plough Corp.	1,000,000	ADJ	12/1/2013	1,045,447
Pfizer Inc.	3,000,000	4.500%	2/15/2014	3,135,479
GlaxoSmithKline	3,000,000	4.375%	4/15/2014	3,148,463
Astrazeneca PLC ADR	2,000,000	5.400%	6/1/2014	2,137,218
Amgen Inc.	1,000,000	5.850%	6/1/2017	1,184,235
Johnson & Johnson	1,000,000	5.550%	8/15/2017	1,206,479
Astrazeneca PLC ADR	750,000	5.900%	9/15/2017	911,269
Bristol-Myers Squibb	500,000	5.450%	5/1/2018	604,003
GlaxoSmithKline	1,000,000	5.650%	5/15/2018	1,218,044
Baxter International Inc.	2,000,000	5.375%	6/1/2018	2,402,934
Astrazeneca PLC ADR	500,000	1.950%	9/18/2019	506,748
Medtronic Inc.	2,000,000	3.125%	12/15/2021	2,123,448
Merck & Co. Inc.	1,000,000	2.400%	3/15/2022	1,000,326
GlaxoSmithKline	1,000,000	2.850%	5/8/2022	1,038,652
Bristol-Myers Squibb	1,500,000	2.000%	8/1/2022	1,451,930
Baxter International Inc.	2,000,000	2.400%	8/15/2022	1,978,576
Novartis Capital Corp	2,000,000	2.400%	9/21/2022	2,005,394
Total Health Care	27,250,000			29,108,259

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Machinery & Manufacturing				
Eaton Corp.	500,000	4.900%	5/15/2013	508,100
3M Company	1,000,000	4.375%	8/15/2013	1,025,583
Ingersoll Rand	1,000,000	4.750%	5/15/2015	1,072,345
Eaton Corp.	1,500,000	5.300%	3/15/2017	1,731,405
Shell International	1,000,000	5.200%	3/22/2017	1,170,945
United Technologies Corp.	1,500,000	5.375%	12/15/2017	1,782,912
Dover Corp.	1,000,000	5.450%	3/15/2018	1,185,519
Caterpillar Finance - MTN	1,000,000	5.450%	4/15/2018	1,194,502
Shell International	1,000,000	4.300%	9/22/2019	1,158,495
Caterpillar Inc.	2,000,000	3.900%	5/27/2021	2,243,777
Deere & Co.	2,000,000	2.600%	3/8/2022	2,025,202
Covidien Intl	2,000,000	3.200%	3/15/2022	2,093,794
Caterpillar Inc.	1,000,000	2.600%	3/26/2022	1,008,540
Caterpillar Finance - MTN	1,000,000	2.850%	6/1/2022	1,022,756
United Technologies Corp.	1,000,000	3.100%	6/1/2022	1,058,988
3M Co.	1,500,000	2.000%	6/26/2022	1,488,953
Shell International	1,000,000	2.375%	8/21/2022	1,004,679
Shell International	1,500,000	2.250%	1/6/2023	1,481,901
Thermo Fisher Scientific	2,000,000	3.150%	1/15/2023	2,043,950
Total Machinery & Manufacturing	24,500,000			26,302,346
Media & Broadcasting				
The Walt Disney Company	1,000,000	6.000%	7/17/2017	1,211,121
The Walt Disney Company	2,000,000	3.750%	6/1/2021	2,209,964
Comcast Corp. Cl A	2,000,000	3.125%	7/15/2022	2,083,670
The Walt Disney Company	2,000,000	2.350%	9/15/2022	2,018,370
Reed Elsevier Capital	1,000,000	3.125%	10/15/2022	981,659
Total Media & Broadcasting	8,000,000			8,504,784
Mining & Metals				
BHP Finance USA	2,000,000	5.250%	12/15/2015	2,258,892
BHP Finance USA	500,000	5.400%	3/29/2017	586,166
Alcoa Inc.	2,244,000	5.720%	2/23/2019	2,383,603
Alcoa Inc.	756,000	5.870%	2/23/2022	815,459
BHP Finance USA	1,000,000	2.875%	2/24/2022	1,044,120
Total Mining & Metals	6,500,000			7,088,240
Oil & Gas				
ConocoPhillips Aust Funding	2,000,000	5.500%	4/15/2013	2,027,964
ConocoPhillips	500,000	5.625%	10/15/2016	586,329
Total Capital Intl SA	1,500,000	1.550%	6/28/2017	1,523,126
Marathon Oil Corp.	1,000,000	5.900%	3/15/2018	1,209,480
ConocoPhillips	1,000,000	5.200%	5/15/2018	1,183,508
Chevron Corporation	3,000,000	4.950%	3/3/2019	3,578,912
BP Capital Markets PLC	3,000,000	4.750%	3/10/2019	3,478,479
Trans-Canada Pipelines	2,000,000	2.500%	8/1/2022	2,004,050
Occidental Pete Corp.	2,000,000	2.700%	8/15/2022	2,040,746
Chevron Corp	3,000,000	2.355%	9/5/2022	3,004,923
Apache Corp.	2,000,000	2.625%	10/15/2022	1,996,248
Total Capital Intl SA	1,000,000	2.700%	1/25/2023	1,018,728
Total Oil & Gas	22,000,000			23,652,493

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Retailers				
Target Corp	500,000	5.125%	1/15/2013	500,794
Lowe's Companies Inc.	1,000,000	5.000%	10/15/2015	1,117,102
Home Depot Inc.	1,000,000	5.400%	3/1/2016	1,142,416
Target Corp	1,300,000	5.875%	7/15/2016	1,533,581
Lowe's Companies Inc.	1,000,000	5.400%	10/15/2016	1,162,293
Target Corp	1,500,000	5.375%	5/1/2017	1,765,674
Target Corp	500,000	6.000%	1/15/2018	614,793
Wal-Mart Stores Inc.	1,000,000	5.800%	2/15/2018	1,225,046
Costco Wholesale	3,000,000	1.700%	12/15/2019	3,020,429
Wal-Mart Stores Inc.	2,000,000	4.250%	4/15/2021	2,322,670
Lowe's Companies Inc.	1,000,000	3.120%	1/15/2022	1,052,667
Total Retailers	13,800,000			15,457,465
Telecom & Telecom Equipment				
Verizon Communications	500,000	5.500%	2/15/2018	600,436
AT&T Inc.	3,000,000	3.000%	2/15/2022	3,120,069
Verizon Communications	2,000,000	2.450%	8/1/2022	2,000,668
AT&T Inc.	1,000,000	2.625%	9/1/2022	1,001,645
Vodafone Group PLC	2,000,000	2.500%	9/26/2022	1,992,076
Total Telecom & Telecom Equipment	8,500,000			8,714,894
Transportation				
United Parcel Services Inc.	1,000,000	4.500%	1/15/2013	1,001,435
United Parcel Services Inc.	1,000,000	5.500%	1/15/2018	1,201,499
Burlington North Santa Fe	500,000	3.050%	6/1/2022	516,729
United Parcel Services Inc.	2,000,000	2.450%	10/1/2022	2,000,650
Total Transportation	4,500,000			4,720,313

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Utilities & Energy				
Commonwealth Edison	1,000,000	4.700%	4/15/2015	1,086,842
Georgia Power	2,000,000	5.250%	12/15/2015	2,258,891
Union Electric Co	2,000,000	5.400%	2/1/2016	2,245,556
Consolidated Edison Co NY	1,000,000	5.300%	12/1/2016	1,151,379
Georgia Power	1,000,000	5.700%	6/1/2017	1,199,629
Midamerican Energy Company	500,000	5.950%	7/15/2017	600,417
NSTAR Electric Co	1,500,000	5.625%	11/15/2017	1,807,634
Northern States Power Co.	1,000,000	5.250%	3/1/2018	1,196,761
PECO Energy Co.	1,000,000	5.350%	3/1/2018	1,203,400
Commonwealth Edison	500,000	5.800%	3/15/2018	605,312
Consolidated Edison Co NY	500,000	5.850%	4/1/2018	608,555
Union Elec Co.	1,000,000	6.000%	4/1/2018	1,213,951
Duke Energy Carolinas	1,000,000	5.100%	4/15/2018	1,195,320
Pub Svc Elec & Gas	500,000	5.300%	5/1/2018	600,164
Florida Power Corp	1,000,000	5.650%	6/15/2018	1,209,630
Southern Cal Edison	2,000,000	3.875%	3/1/2021	2,256,583
Carolina Power & Light Co.	1,000,000	2.800%	2/15/2022	1,026,921
Baltimore Gas & Electric Co	1,000,000	2.800%	5/15/2022	1,012,984
Georgia Power	1,000,000	2.850%	5/15/2022	1,030,232
PPL Electric Utilities	500,000	2.500%	6/1/2022	502,302
PECO Energy Co.	500,000	2.375%	6/15/2022	504,279
Tampa Electric Company	500,000	2.600%	6/15/2022	504,448
Centerpoint Ener Houston	2,000,000	2.250%	8/1/2022	1,966,694
Northern States Power Co.	500,000	2.150%	8/15/2022	493,728
Pacific Gas & Electric	1,000,000	2.450%	8/15/2022	998,624
Ameren Illinois Co	1,000,000	2.700%	9/1/2022	1,000,315
NSTAR Electric Co	500,000	2.375%	10/15/2022	496,919
Wisconsin Power & Light	1,600,000	2.250%	11/15/2022	1,574,021
Total Utilities & Energy	28,600,000			31,551,491
Total Corporate Bonds	235,700,000			254,256,842
Foreign Government Bonds				
Province of New Brunswick	2,500,000	5.200%	2/21/2017	2,929,750
Total Foreign Government	2,500,000			2,929,750
Total Fixed Income	846,200,000			931,701,698
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund *	48,694,187			48,694,187
Total Short Term Investments	48,694,187			48,694,187
Total Balanced Account Investments	918,389,191			$ 2,085,665,972
NET ASSETS				$ 2,085,665,972

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Agriculture, Foods, & Beverage		
Archer-Daniels-Midland Co.	4,081,897	111,803,159
Coca-Cola Co., The	2,204,800	79,924,000
Kellogg Co.	800,000	44,680,000
McCormick & Co. Inc.	448,400	28,486,852
Nestle SA ADR	1,370,350	89,305,710
PepsiCo Inc.	671,100	45,923,373
Sector Total: Agriculture, Foods, & Beverage	9,576,547	400,123,094
Banks		
M&T Bank Corp.	212,400	20,915,028
Northern Trust Corp.	625,900	31,395,144
Wells Fargo & Co.	2,781,800	95,081,924
Sector Total: Banks	3,620,100	147,392,096
Building Materials & Construction		
Vulcan Materials Co.	1,208,400	62,897,220
Sector Total: Building Materials & Construction	1,208,400	62,897,220
Chemicals		
Air Products & Chemicals Inc.	1,120,800	94,169,616
Dow Chemical Co., The	252,200	8,151,104
E.I. du Pont de Nemours & Co.	128,396	5,773,968
International Flavors & Fragrances Inc.	390,700	25,997,178
Novozymes A/S B Shares	1,241,250	34,954,702
Sigma-Aldrich Corp.	2,042,400	150,279,792
Sector Total: Chemicals	5,175,746	319,326,360
Computers		
Hewlett-Packard Co.	3,520,000	50,160,000
International Business Machines Corp.	632,800	121,212,840
Sector Total: Computers	4,152,800	171,372,840

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Computer Software & Services		
SAP AG	475,200	38,057,116
Sector Total: Computer Software & Services	475,200	38,057,116
Consumer & Marketing		
AptarGroup Inc.	610,800	29,147,376
Colgate-Palmolive Co.	393,600	41,146,944
Procter & Gamble Co., The	2,070,460	140,563,529
Sector Total: Consumer & Marketing	3,074,860	210,857,849
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	671,264	27,481,548
Emerson Electric Co.	789,700	41,822,512
General Electric Co.	4,803,500	100,825,465
Linear Technology Corp.	1,149,600	39,431,280
Sector Total: Electronic/Electrical Manufacturing	7,414,064	209,560,805
Financial Services		
Berkshire Hathaway Inc. Class A	208	27,884,480
Berkshire Hathaway Inc. Class B	1,180	105,846
Sector Total: Financial Services	1,388	27,990,326
Health Care		
Abbott Laboratories	1,056,400	69,194,200
Amgen Inc.	177,100	15,287,272
Baxter International Inc.	249,900	16,658,334
Eli Lilly & Co.	1,060,800	52,318,656
Johnson & Johnson	2,780,600	194,920,060
Merck & Co. Inc.	606,500	24,830,110
Pfizer Inc.	2,760,000	69,220,800
Sector Total: Health Care	8,691,300	442,429,432

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Machinery & Manufacturing		
3M Co.	696,400	64,660,740
Caterpillar Inc.	1,079,500	96,701,610
Donaldson Company Inc.	431,440	14,168,490
HNI Corp.	1,600,800	48,120,048
Illinois Tool Works Inc.	944,600	57,441,126
Sector Total: Machinery & Manufacturing	4,752,740	281,092,014
Media & Broadcasting		
Lee Enterprises Inc. Class A	348,800	397,632
Walt Disney Co., The	3,097,857	154,242,300
Sector Total: Media & Broadcasting	3,446,657	154,639,932
Mining & Metals		
BHP Billiton PLC	1,018,591	35,247,705
Nucor Corp.	1,744,400	75,323,192
Rio Tinto PLC	553,350	31,575,189
Rio Tinto PLC ADR	1,054,000	61,226,860
Sector Total: Mining & Metals	4,370,341	203,372,946
Oil & Gas		
BG Group PLC	2,721,100	44,770,598
Bill Barrett Corp.	1,310,200	23,308,458
Chevron Corp.	1,371,800	148,346,452
Devon Energy Corp.	239,770	12,477,631
Exxon Mobil Corp.	2,821,200	244,174,860
Royal Dutch Shell PLC ADR Class A	492,400	33,950,980
Sasol Ltd SP ADR	385,800	16,701,282
Spectra Energy Corp.	147,500	4,038,550
Tidewater Inc.	168,409	7,524,514
Sector Total: Oil & Gas	9,658,179	535,293,325

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

	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	115,697,611
Sector Total: Retailers	1,695,700	115,697,611
Telecom & Telecom Equipment		
AT&T Inc.	2,429,972	81,914,356
Corning Inc.	1,485,300	18,744,486
Verizon Communications Inc.	707,700	30,622,179
Sector Total: Telecom & Telecom Equipment	4,622,972	131,281,021
Transportation		
GATX Corp.	166,800	7,222,440
Sector Total: Transportation	166,800	7,222,440
Utilities & Energy		
Duke Energy Corp.	181,300	11,566,940
Sector Total: Utilities & Energy	181,300	11,566,940
Equities Account: Total Common Stocks	**72,285,094**	**3,470,173,367**
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund *	84,588,618	84,588,618
Equities Account: Total Short Term Investments	**84,588,618**	**84,588,618**
Total Equities Account Investments	**156,873,712**	**3,554,761,985**
NET ASSETS		**3,554,761,985**
Total of State Farm Accounts		**6,827,520,168**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012 **Schedule I**

Common Collective Trust I - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2010	1,159,014	43,219,624
Target Retirement Trust I - 2015	3,102,835	111,857,190
Target Retirement Trust I - 2020	4,149,818	145,741,624
Target Retirement Trust I - 2025	4,297,430	145,983,691
Target Retirement Trust I - 2030	3,886,347	128,404,910
Target Retirement Trust I - 2035	2,948,224	96,053,144
Target Retirement Trust I - 2040	1,918,784	62,820,974
Target Retirement Trust I - 2045	1,186,465	38,726,218
Target Retirement Trust I - 2050	1,563,646	51,303,237
Target Retirement Trust I - 2055	197,816	7,934,408
Target Retirement Trust I - 2060	252,503	5,317,704
Target Retirement Trust I - Income	2,971,810	119,199,281
Total Common Collective Trust I - Vanguard Fiduciary Trust Co.		**$ 956,562,005**
Total of All Accounts		**$ 7,784,082,173**
Notes receivable from participants		101,624,230
Total Investments at fair value and notes receivable from participants		**7,885,706,403**

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

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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- ☐ a multiemployer plan;
- ☐ a multiple-employer plan; or
- ☒ 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:
- ☒ 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; include room or suite number (employer, if for a 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	Mary Schmidt **Signature of plan administrator**	10/4/2013 Date	MARY SCHMIDT Enter name of individual signing as plan administrator
SIGN HERE	Rod Hoff **Signature of employer/plan sponsor**	10/4/2013 Date	ROD HOFF Enter name of individual signing as employer or plan sponsor
SIGN HERE	**Signature of DFE**	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2012

	Description of Investment			
Identity of Issuer, Investor or Borrower	**Rate of Interest %**	**Date of Maturity**	**Par Value**	**Current Market Value**
Fixed Income Account (U.S. Government Securities)				
U.S. Treasury Notes	3.875%	2/15/2013	20,000,000	20,090,620
U.S. Treasury Notes	3.625%	5/15/2013	35,000,000	35,451,185
U.S. Treasury Notes	4.250%	8/15/2013	30,000,000	30,758,190
U.S. Treasury Notes	3.125%	9/30/2013	25,000,000	25,545,900
U.S. Treasury Notes	4.250%	11/15/2013	30,000,000	31,057,020
U.S. Treasury Notes	1.500%	12/31/2013	15,000,000	15,195,120
U.S. Treasury Notes	4.000%	2/15/2014	40,000,000	41,695,320
U.S. Treasury Notes	1.875%	4/30/2014	20,000,000	20,438,280
U.S. Treasury Notes	4.750%	5/15/2014	20,000,000	21,234,380
U.S. Treasury Notes	2.625%	6/30/2014	25,000,000	25,892,575
U.S. Treasury Notes	4.250%	8/15/2014	30,000,000	31,942,980
U.S. Treasury Notes	4.250%	11/15/2014	25,000,000	26,856,450
U.S. Treasury Notes	2.250%	1/31/2015	25,000,000	26,023,450
U.S. Treasury Notes	4.000%	2/15/2015	15,000,000	16,176,570
U.S. Treasury Notes	4.125%	5/15/2015	25,000,000	27,248,050
U.S. Treasury Notes	4.250%	8/15/2015	25,000,000	27,544,925
U.S. Treasury Notes	4.500%	11/15/2015	25,000,000	27,953,125
U.S. Treasury Notes	2.125%	2/29/2016	25,000,000	26,361,325
U.S. Treasury Notes	2.625%	4/30/2016	25,000,000	26,812,500
U.S. Treasury Notes	3.250%	7/31/2016	25,000,000	27,472,650
U.S. Treasury Notes	3.125%	10/31/2016	25,000,000	27,478,525
U.S. Treasury Notes	2.750%	11/30/2016	25,000,000	27,156,250
U.S. Treasury Notes	3.000%	2/28/2017	25,000,000	27,500,000
U.S. Treasury Notes	2.750%	5/31/2017	25,000,000	27,332,025
U.S. Treasury Notes	2.375%	7/31/2017	25,000,000	26,958,975
U.S. Treasury Notes	1.875%	9/30/2017	25,000,000	26,398,450
U.S. Treasury Notes	1.875%	10/31/2017	25,000,000	26,408,200
U.S. Treasury Notes	2.250%	11/30/2017	25,000,000	26,882,800
U.S. Treasury Notes	2.750%	12/31/2017	32,500,000	35,760,140
U.S. Treasury Notes	2.625%	1/31/2018	25,000,000	27,359,375
U.S. Treasury Notes	2.750%	2/28/2018	25,000,000	27,539,050
U.S. Treasury Notes	2.875%	3/31/2018	25,000,000	27,714,850
U.S. Treasury Notes	2.625%	4/30/2018	25,000,000	27,398,450
U.S. Treasury Notes	2.375%	5/31/2018	25,000,000	27,085,950
U.S. Treasury Notes	2.375%	6/30/2018	25,000,000	27,093,750
U.S. Treasury Notes	2.250%	7/31/2018	25,000,000	26,927,725
U.S. Treasury Notes	1.500%	8/31/2018	25,000,000	25,884,775
U.S. Treasury Notes	1.375%	9/30/2018	25,000,000	25,699,225
U.S. Treasury Notes	1.750%	10/31/2018	25,000,000	26,218,750
U.S. Treasury Notes	1.375%	11/30/2018	25,000,000	25,664,050
U.S. Treasury Notes	1.375%	12/31/2018	25,000,000	25,650,400
U.S. Treasury Notes	1.250%	1/31/2019	25,000,000	25,453,125
Total U.S. Government Securities			1,062,500,000	1,129,315,455
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund*			57,776,756	57,776,756
Total Short term Investments			57,776,756	57,776,756
Total Fixed Income Account Investments			1,120,276,756	$ 1,187,092,211
NET ASSETS				**$1,187,092,211**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Common Stocks		
Agriculture, Foods, & Beverage		
Archer-Daniels-Midland Co.	998,232	$ 27,341,575
Campbell Soup Co.	28,000	976,920
Coca-Cola Co., The	554,600	20,104,250
Kellogg **Co.**	240,000	13,404,000
Nestle SA ADR	359,000	23,396,030
McCormick & Co. Inc.	200,600	12,744,118
PepsiCo Inc.	185,900	12,721,137
Sysco Corp.	370,700	11,736,362
Total Agriculture, Foods, & Beverage	2,937,032	122,424,392
Banks		
M&T Bank Corp.	135,800	13,372,226
Northern Trust Corp.	167,900	8,421,864
Suntrust Banks Inc.	121,300	3,438,855
Wells Fargo & Co.	715,900	24,469,462
Total Banks	1,140,900	49,702,407
Building Materials & Construction		
Lafarge SA	30,400	1,934,787
Vulcan Materials Co.	319,100	16,609,155
Total Building Materials & Construction	349,500	18,543,942
Chemicals		
Air Products & Chemicals Inc.	256,000	21,509,120
Dow Chemical Co., The	75,000	2,424,000
E.I. du Pont de Nemours & Co.	227,784	10,243,446
International Flavors & Fragrances Inc.	159,000	10,579,860
Novozymes A/S B Shares	385,500	10,856,022
Sigma-Aldrich Corp.	366,200	26,944,996
Total Chemicals	1,469,484	82,557,444
Computers		
Hewlett-Packard Co.	920,000	13,110,000
International Business Machines Corp.	188,900	36,183,795
Total Computers	1,108,900	49,293,795
Computer Software & Services		
Automatic Data Processing Inc.	141,000	8,038,410
Intuit Inc.	79,600	4,736,200
SAP AG	126,000	10,090,902
Total Computer Software & Services	346,600	22,865,512

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Consumer & Marketing		
Aptargroup Inc.	277,300	13,232,756
Colgate-Palmolive Co.	125,500	13,119,770
Procter & Gamble Co., The	644,700	43,768,683
Total Consumer & Marketing	1,047,500	70,121,209
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	175,444	7,182,677
Emerson Electric Co.	298,100	15,787,376
General Electric Co.	1,426,300	29,938,037
KLA-Tencor Corp.	60,500	2,889,480
Linear Technology Corp.	297,500	10,204,250
Total Electronic/Electrical Manufacturing	2,257,844	66,001,820
Financial Services		
Berkshire Hathaway Inc. Class A	58	7,775,480
Berkshire Hathaway Inc. Class B	545	48,886
Total Financial Services	603	7,824,366
Health Care		
Abbott Laboratories	221,100	14,482,050
Allergan Inc.	176,800	16,217,864
Amgen Inc.	53,100	4,583,592
Baxter International Inc.	105,000	6,999,300
Eli Lilly & Co.	264,000	13,020,480
GlaxoSmithKline PLC ADR	136,500	5,933,655
Johnson & Johnson	523,200	36,676,320
Medtronic Inc.	80,100	3,285,702
Merck & Co. Inc.	153,500	6,284,290
Pfizer Inc.	1,386,000	34,760,880
Teva Pharmaceutical Industries Ltd. Sponsored ADR	144,700	5,403,098
Total Health Care	3,244,000	147,647,231
Machinery & Manufacturing		
3M Co.	189,600	17,604,360
Caterpillar Inc.	338,800	30,349,704
Deere & Co.	71,000	6,135,820
Donaldson Company Inc.	481,000	15,796,040
HNI Corp.	136,800	4,112,208
Illinois Tool Works Inc.	397,100	24,147,651
Total Machinery & Manufacturing	1,614,300	98,145,783
Media & Broadcasting		
Lee Enterprises Inc. Class A	100,000	114,000
Walt Disney Co., The	909,312	45,274,645
Total Media & Broadcasting	1,009,312	45,388,645

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Number of Shares	Current Value
Mining & Metals		
BHP Billiton PLC	438,493	15,173,776
Newmont Mining Corp.	31,300	1,453,572
Nucor Corp.	495,200	21,382,736
Rio Tinto PLC	232,170	13,248,056
Rio Tinto PLC ADR	358,800	20,842,692
Total Mining & Metals	1,555,963	72,100,832
Oil & Gas		
BG Group PLC	1,000,300	16,458,061
Bill Barrett Corp.	150,000	2,668,500
Chevron Corp.	338,600	36,616,204
Cimarex Energy Co.	120,700	6,968,011
Devon Energy Corp.	86,482	4,500,523
Exxon Mobil Corp.	657,700	56,923,935
Noble Energy Inc.	67,800	6,897,972
Royal Dutch Shell PLC ADR Class A	222,600	15,348,270
Sasol Ltd SP ADR	114,900	4,974,021
Schlumberger Ltd.	65,400	4,531,566
Spectra Energy Corp.	382,300	10,467,374
Tidewater Inc.	68,000	3,038,240
Woodside Petroleum Ltd.	95,036	3,347,003
Total Oil & Gas	3,369,818	172,739,680
Retailers		
Wal-Mart Stores Inc.	406,300	27,721,849
Total Retailers	406,300	27,721,849
Telecom & Telecom Equipment		
AT&T Inc.	624,915	21,065,885
Cisco Systems Inc.	189,200	3,717,780
Corning Inc.	355,200	4,482,624
Verizon Communications Inc.	189,800	8,212,646
Total Telecom & Telecom Equipment	1,359,115	37,478,935
Transportation		
GATX Corp.	147,000	6,365,100
Total Transportation	147,000	6,365,100
Utilities & Energy		
Duke Energy Corp.	130,833	8,347,145
Total Utilities & Energy	130,833	8,347,145
Total Common Stocks	23,495,004	$ 1,105,270,087

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	15,000,000	3.875%	2/15/2013	15,067,965
U.S. Treasury Notes	10,000,000	3.625%	5/15/2013	10,128,910
U.S. Treasury Notes	25,000,000	4.250%	8/15/2013	25,631,825
U.S. Treasury Notes	15,000,000	4.250%	11/15/2013	15,528,510
U.S. Treasury Notes	15,000,000	4.000%	2/15/2014	15,635,745
U.S. Treasury Notes	15,000,000	4.750%	5/15/2014	15,925,785
U.S. Treasury Notes	15,000,000	4.250%	8/15/2014	15,971,490
U.S. Treasury Notes	15,000,000	4.250%	11/15/2014	16,113,870
U.S. Treasury Notes	20,000,000	4.000%	2/15/2015	21,568,760
U.S. Treasury Notes	40,000,000	4.125%	5/15/2015	43,596,880
U.S. Treasury Notes	25,000,000	2.625%	2/29/2016	26,751,950
U.S. Treasury Notes	15,000,000	5.125%	5/15/2016	17,343,750
U.S. Treasury Notes	15,000,000	3.250%	7/31/2016	16,483,590
U.S. Treasury Notes	25,000,000	4.875%	8/15/2016	28,937,500
U.S. Treasury Notes	25,000,000	4.625%	2/15/2017	29,140,625
U.S. Treasury Notes	10,000,000	3.250%	3/31/2017	11,120,310
U.S. Treasury Notes	15,000,000	4.250%	11/15/2017	17,564,070
U.S. Treasury Notes	15,000,000	3.500%	2/15/2018	17,080,080
U.S. Treasury Notes	15,000,000	4.000%	8/15/2018	17,625,000
U.S. Treasury Notes	10,000,000	3.750%	11/15/2018	11,644,530
U.S. Treasury Notes	15,000,000	3.125%	5/15/2019	16,987,500
U.S. Treasury Notes	25,000,000	3.625%	8/15/2019	29,111,325
U.S. Treasury Notes	25,000,000	3.375%	11/15/2019	28,744,150
U.S. Treasury Notes	35,000,000	3.625%	2/15/2020	40,895,330
U.S. Treasury Notes	35,000,000	3.500%	5/15/2020	40,635,560
U.S. Treasury Notes	35,000,000	3.625%	2/15/2021	41,083,980
U.S. Treasury Notes	25,000,000	3.125%	5/15/2021	28,349,600
U.S. Treasury Notes	25,000,000	1.750%	5/15/2022	25,216,800
Total U.S. Government Securities	575,000,000			$ 639,885,390
Government Agency Securities				
Agency Notes & Bonds				
Tenn Valley Authority	1,000,000	5.500%	7/18/2017	1,209,411
Tenn Valley Authority	2,000,000	3.875%	2/15/2021	2,320,904
Total Agency Notes & Bonds	3,000,000			$ 3,530,315
Agency Commercial Mortgage-Backed Securities				
Federal Home Loan Mortgage Corp.	10,000,000	2.789%	1/25/2022	10,546,570
Federal National Mortgage Association	10,000,000	2.715%	2/25/2022	10,459,080
Federal Home Loan Mortgage Corp.	10,000,000	2.307%	8/25/2022	10,093,750
Total Agency CMBS	30,000,000			31,099,400
Total Government Agency Securities	33,000,000			$ 34,629,715

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Corporate Bonds				
Agriculture, Foods & Beverage				
Sysco Corp.	1,000,000	4.200%	2/12/2013	1,003,949
Kellogg Company	1,000,000	4.250%	3/6/2013	1,006,632
The Hershey Company	500,000	5.000%	4/1/2013	505,634
General Mills Inc.	500,000	5.200%	3/17/2015	549,142
Bottling Group LLC	1,000,000	5.500%	4/1/2016	1,142,735
The Hershey Company	500,000	5.450%	9/1/2016	575,573
Kraft Foods Inc.	1,000,000	6.500%	8/11/2017	1,221,382
The Coca-Cola Company	2,000,000	5.350%	11/15/2017	2,394,755
Sysco Corp.	1,000,000	5.250%	2/12/2018	1,192,089
Pepsico Inc.	1,000,000	5.000%	6/1/2018	1,186,045
Kellogg Company	2,000,000	4.000%	12/15/2020	2,227,878
Pepsico Inc.	2,000,000	2.750%	3/5/2022	2,054,624
Kellogg Company	2,000,000	3.125%	5/17/2022	2,095,976
Sysco Corp.	1,000,000	2.600%	6/12/2022	1,020,540
Campbell Soup Company	500,000	2.500%	8/2/2022	495,527
Total Agriculture, Foods, & Beverage	17,000,000			18,672,481
Aerospace/Defense				
Lockheed Martin Corp.	1,000,000	3.350%	9/15/2021	1,056,756
Raytheon Co.	2,000,000	2.500%	12/15/2022	1,972,844
Total Aerospace/Defense	3,000,000			3,029,600
Banks				
Bank of New York	500,000	4.500%	4/1/2013	505,093
Wachovia Corp	750,000	5.700%	8/1/2013	773,380
Mellon Funding Corp	500,000	5.200%	5/15/2014	531,673
US Bank NA	1,500,000	4.950%	10/30/2014	1,612,796
Wachovia Bank NA	750,000	5.600%	3/15/2016	844,052
JP Morgan Chase *	500,000	5.875%	6/13/2016	570,213
Bank of America NA	1,000,000	6.000%	6/15/2016	1,132,658
Bank of America NA	500,000	5.300%	3/15/2017	562,355
JP Morgan Chase *	1,500,000	6.000%	10/1/2017	1,775,759
Wachovia Bank NA	500,000	6.000%	11/15/2017	599,588
US Bancorp	1,000,000	3.000%	2/15/2022	1,040,027
Total Banks	9,000,000			9,947,594
Building Materials & Construction				
Cooper Industries Ltd	500,000	5.450%	4/1/2015	549,594
Cooper Industries Ltd	1,000,000	6.100%	7/1/2017	1,184,091
Total Building Materials & Construction	1,500,000			1,733,685
Computer Software & Services				
Microsoft Corporation	2,000,000	4.000%	2/8/2021	2,290,222
Microsoft Corporation	2,000,000	2.125%	11/15/2022	1,980,410
Intel Corporation	3,000,000	2.700%	12/15/2022	2,995,803
Total Computer Software & Services	7,000,000			7,266,435
Automotive				
Johnson Controls Inc.	2,000,000	4.250%	3/1/2021	2,189,418
Total Automotive	2,000,000			2,189,418

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Chemicals				
PPG Industries Inc.	1,000,000	5.750%	3/15/2013	1,010,361
EI du Pont de Nemours & Co.	3,000,000	4.875%	4/30/2014	3,169,350
Praxair Inc.	1,000,000	4.625%	3/30/2015	1,088,754
Praxair Inc.	1,000,000	5.375%	11/1/2016	1,161,183
Praxair Inc.	2,000,000	2.450%	11/15/2021	2,010,178
Monsanto Co.	1,300,000	2.200%	7/15/2022	1,289,363
PPG Industries Inc.	500,000	2.700%	8/15/2022	495,134
Praxair Inc.	1,000,000	2.200%	8/15/2022	979,019
Total Chemicals	10,800,000			11,203,342
Commercial Service/Supply				
Pitney Bowes Inc	500,000	5.750%	9/15/2017	534,557
Cintas Corp	2,000,000	3.250%	3/1/2022	2,053,376
Total Commercial Service/Supply	2,500,000			2,587,933
Computers				
Hewlett-Packard Company	1,000,000	4.500%	3/1/2013	1,005,325
Int'l Business Machines Corp.	1,000,000	5.700%	9/14/2017	1,207,658
Int'l Business Machines Corp.	3,000,000	1.875%	5/15/2019	3,044,985
Int'l Business Machines Corp.	1,000,000	1.875%	8/1/2022	962,306
Total Computers	6,000,000			6,220,274
Consumer & Marketing				
Ecolab Inc.	1,000,000	4.875%	2/15/2015	1,079,829
Procter & Gamble Co.	2,000,000	3.150%	9/1/2015	2,137,118
Kimberly-Clark Corp.	1,500,000	6.125%	8/1/2017	1,839,657
Danaher Corp.	1,000,000	5.625%	1/15/2018	1,202,700
McDonald's Corp	1,000,000	5.350%	3/1/2018	1,206,179
McDonald's Corp	500,000	1.875%	5/29/2019	508,766
Unilever Capital Corp	3,000,000	4.250%	2/10/2021	3,462,704
McDonald's Corp	2,000,000	3.625%	5/20/2021	2,237,140
McDonald's Corp	1,000,000	2.625%	1/15/2022	1,026,698
Procter & Gamble Co.	2,000,000	2.300%	2/6/2022	2,035,260
Colgate Palmolive Co.	2,000,000	2.300%	5/3/2022	2,017,438
Colgate Palmolive Co.	1,000,000	1.950%	2/1/2023	972,547
Total Consumer & Marketing	18,000,000			19,726,036
Electronic/Electrical Manufacturing				
Public Service Colorado	1,500,000	4.875%	3/1/2013	1,510,722
Emerson Electric Co.	1,000,000	5.375%	10/15/2017	1,180,423
Emerson Electric Co.	1,000,000	5.250%	10/15/2018	1,209,681
Detroit Edison Company	500,000	2.650%	6/15/2022	507,710
Public Service Colorado	1,000,000	2.250%	9/15/2022	992,557
General Electric Company	1,000,000	2.700%	10/9/2022	1,019,307
Total Electronic/Electrical Manufacturing	6,000,000			6,420,400

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Financial Services				
General Electric Capital Co	500,000	5.375%	10/20/2016	571,921
General Electric Capital Co	500,000	5.400%	2/15/2017	575,051
John Deere Capital Corp.	1,000,000	5.500%	4/13/2017	1,175,741
Wachovia Corp.	750,000	5.750%	6/15/2017	888,275
General Electric Capital Co	500,000	5.625%	9/15/2017	589,861
Wells Fargo & Company	500,000	5.625%	12/11/2017	596,352
General Electric Capital Co	500,000	5.625%	5/1/2018	593,767
John Deere Capital Corp.	1,000,000	1.700%	1/15/2020	989,758
JPMorgan Chase & Co. *	1,000,000	4.500%	1/24/2022	1,131,237
John Deere Capital Corp.	1,000,000	2.750%	3/15/2022	1,019,091
Rio Tinto Finance	1,000,000	2.875%	8/21/2022	1,006,612
General Electric Capital Co	1,000,000	3.150%	9/7/2022	1,021,693
Total Financial Services	9,250,000			10,159,359
Health Care				
Merck & Co. Inc.	2,000,000	4.375%	2/15/2013	2,009,614
Schering Plough Corp.	1,000,000	ADJ	12/1/2013	1,045,447
Pfizer Inc.	3,000,000	4.500%	2/15/2014	3,135,479
GlaxoSmithKline	3,000,000	4.375%	4/15/2014	3,148,463
Astrazeneca PLC ADR	2,000,000	5.400%	6/1/2014	2,137,218
Amgen Inc.	1,000,000	5.850%	6/1/2017	1,184,235
Johnson & Johnson	1,000,000	5.550%	8/15/2017	1,206,479
Astrazeneca PLC ADR	750,000	5.900%	9/15/2017	911,269
Bristol-Myers Squibb	500,000	5.450%	5/1/2018	604,003
GlaxoSmithKline	1,000,000	5.650%	5/15/2018	1,218,044
Baxter International Inc.	2,000,000	5.375%	6/1/2018	2,402,934
Astrazeneca PLC ADR	500,000	1.950%	9/18/2019	506,748
Medtronic Inc.	2,000,000	3.125%	12/15/2021	2,123,448
Merck & Co. Inc.	1,000,000	2.400%	3/15/2022	1,000,326
GlaxoSmithKline	1,000,000	2.850%	5/8/2022	1,038,652
Bristol-Myers Squibb	1,500,000	2.000%	8/1/2022	1,451,930
Baxter International Inc.	2,000,000	2.400%	8/15/2022	1,978,576
Novartis Capital Corp	2,000,000	2.400%	9/21/2022	2,005,394
Total Health Care	27,250,000			29,108,259

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Machinery & Manufacturing				
Eaton Corp.	500,000	4.900%	5/15/2013	508,100
3M Company	1,000,000	4.375%	8/15/2013	1,025,583
Ingersoll Rand	1,000,000	4.750%	5/15/2015	1,072,345
Eaton Corp.	1,500,000	5.300%	3/15/2017	1,731,405
Shell International	1,000,000	5.200%	3/22/2017	1,170,945
United Technologies Corp.	1,500,000	5.375%	12/15/2017	1,782,912
Dover Corp.	1,000,000	5.450%	3/15/2018	1,185,519
Caterpillar Finance - MTN	1,000,000	5.450%	4/15/2018	1,194,502
Shell International	1,000,000	4.300%	9/22/2019	1,158,495
Caterpillar Inc.	2,000,000	3.900%	5/27/2021	2,243,777
Deere & Co.	2,000,000	2.600%	3/8/2022	2,025,202
Covidien Intl	2,000,000	3.200%	3/15/2022	2,093,794
Caterpillar Inc.	1,000,000	2.600%	3/26/2022	1,008,540
Caterpillar Finance - MTN	1,000,000	2.850%	6/1/2022	1,022,756
United Technologies Corp.	1,000,000	3.100%	6/1/2022	1,058,988
3M Co.	1,500,000	2.000%	6/26/2022	1,488,953
Shell International	1,000,000	2.375%	8/21/2022	1,004,679
Shell International	1,500,000	2.250%	1/6/2023	1,481,901
Thermo Fisher Scientific	2,000,000	3.150%	1/15/2023	2,043,950
Total Machinery & Manufacturing	24,500,000			26,302,346
Media & Broadcasting				
The Walt Disney Company	1,000,000	6.000%	7/17/2017	1,211,121
The Walt Disney Company	2,000,000	3.750%	6/1/2021	2,209,964
Comcast Corp. Cl A	2,000,000	3.125%	7/15/2022	2,083,670
The Walt Disney Company	2,000,000	2.350%	9/15/2022	2,018,370
Reed Elsevier Capital	1,000,000	3.125%	10/15/2022	981,659
Total Media & Broadcasting	8,000,000			8,504,784
Mining & Metals				
BHP Finance USA	2,000,000	5.250%	12/15/2015	2,258,892
BHP Finance USA	500,000	5.400%	3/29/2017	586,166
Alcoa Inc.	2,244,000	5.720%	2/23/2019	2,383,603
Alcoa Inc.	756,000	5.870%	2/23/2022	815,459
BHP Finance USA	1,000,000	2.875%	2/24/2022	1,044,120
Total Mining & Metals	6,500,000			7,088,240
Oil & Gas				
ConocoPhillips Aust Funding	2,000,000	5.500%	4/15/2013	2,027,964
ConocoPhillips	500,000	5.625%	10/15/2016	586,329
Total Capital Intl SA	1,500,000	1.550%	6/28/2017	1,523,126
Marathon Oil Corp.	1,000,000	5.900%	3/15/2018	1,209,480
ConocoPhillips	1,000,000	5.200%	5/15/2018	1,183,508
Chevron Corporation	3,000,000	4.950%	3/3/2019	3,578,912
BP Capital Markets PLC	3,000,000	4.750%	3/10/2019	3,478,479
Trans-Canada Pipelines	2,000,000	2.500%	8/1/2022	2,004,050
Occidental Pete Corp.	2,000,000	2.700%	8/15/2022	2,040,746
Chevron Corp	3,000,000	2.355%	9/5/2022	3,004,923
Apache Corp.	2,000,000	2.625%	10/15/2022	1,996,248
Total Capital Intl SA	1,000,000	2.700%	1/25/2023	1,018,728
Total Oil & Gas	22,000,000			23,652,493

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Retailers				
Target Corp	500,000	5.125%	1/15/2013	500,794
Lowe's Companies Inc.	1,000,000	5.000%	10/15/2015	1,117,102
Home Depot Inc.	1,000,000	5.400%	3/1/2016	1,142,416
Target Corp	1,300,000	5.875%	7/15/2016	1,533,581
Lowe's Companies Inc.	1,000,000	5.400%	10/15/2016	1,162,293
Target Corp	1,500,000	5.375%	5/1/2017	1,765,674
Target Corp	500,000	6.000%	1/15/2018	614,793
Wal-Mart Stores Inc.	1,000,000	5.800%	2/15/2018	1,225,046
Costco Wholesale	3,000,000	1.700%	12/15/2019	3,020,429
Wal-Mart Stores Inc.	2,000,000	4.250%	4/15/2021	2,322,670
Lowe's Companies Inc.	1,000,000	3.120%	1/15/2022	1,052,667
Total Retailers	13,800,000			15,457,465
Telecom & Telecom Equipment				
Verizon Communications	500,000	5.500%	2/15/2018	600,436
AT&T Inc.	3,000,000	3.000%	2/15/2022	3,120,069
Verizon Communications	2,000,000	2.450%	8/1/2022	2,000,668
AT&T Inc.	1,000,000	2.625%	9/1/2022	1,001,645
Vodafone Group PLC	2,000,000	2.500%	9/26/2022	1,992,076
Total Telecom & Telecom Equipment	8,500,000			8,714,894
Transportation				
United Parcel Services Inc.	1,000,000	4.500%	1/15/2013	1,001,435
United Parcel Services Inc.	1,000,000	5.500%	1/15/2018	1,201,499
Burlington North Santa Fe	500,000	3.050%	6/1/2022	516,729
United Parcel Services Inc.	2,000,000	2.450%	10/1/2022	2,000,650
Total Transportation	4,500,000			4,720,313

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Par Value	Rate of Interest	Date of Maturity	Current Value
Utilities & Energy				
Commonwealth Edison	1,000,000	4.700%	4/15/2015	1,086,842
Georgia Power	2,000,000	5.250%	12/15/2015	2,258,891
Union Electric Co	2,000,000	5.400%	2/1/2016	2,245,556
Consolidated Edison Co NY	1,000,000	5.300%	12/1/2016	1,151,379
Georgia Power	1,000,000	5.700%	6/1/2017	1,199,629
Midamerican Energy Company	500,000	5.950%	7/15/2017	600,417
NSTAR Electric Co	1,500,000	5.625%	11/15/2017	1,807,634
Northern States Power Co.	1,000,000	5.250%	3/1/2018	1,196,761
PECO Energy Co.	1,000,000	5.350%	3/1/2018	1,203,400
Commonwealth Edison	500,000	5.800%	3/15/2018	605,312
Consolidated Edison Co NY	500,000	5.850%	4/1/2018	608,555
Union Elec Co.	1,000,000	6.000%	4/1/2018	1,213,951
Duke Energy Carolinas	1,000,000	5.100%	4/15/2018	1,195,320
Pub Svc Elec & Gas	500,000	5.300%	5/1/2018	600,164
Florida Power Corp	1,000,000	5.650%	6/15/2018	1,209,630
Southern Cal Edison	2,000,000	3.875%	3/1/2021	2,256,583
Carolina Power & Light Co.	1,000,000	2.800%	2/15/2022	1,026,921
Baltimore Gas & Electric Co	1,000,000	2.800%	5/15/2022	1,012,984
Georgia Power	1,000,000	2.850%	5/15/2022	1,030,232
PPL Electric Utilities	500,000	2.500%	6/1/2022	502,302
PECO Energy Co.	500,000	2.375%	6/15/2022	504,279
Tampa Electric Company	500,000	2.600%	6/15/2022	504,448
Centerpoint Ener Houston	2,000,000	2.250%	8/1/2022	1,966,694
Northern States Power Co.	500,000	2.150%	8/15/2022	493,728
Pacific Gas & Electric	1,000,000	2.450%	8/15/2022	998,624
Ameren Illinois Co	1,000,000	2.700%	9/1/2022	1,000,315
NSTAR Electric Co	500,000	2.375%	10/15/2022	496,919
Wisconsin Power & Light	1,600,000	2.250%	11/15/2022	1,574,021
Total Utilities & Energy	28,600,000			31,551,491
Total Corporate Bonds	235,700,000			254,256,842
Foreign Government Bonds				
Province of New Brunswick	2,500,000	5.200%	2/21/2017	2,929,750
Total Foreign Government	2,500,000			2,929,750
Total Fixed Income	846,200,000			931,701,698
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund *	48,694,187			48,694,187
Total Short Term Investments	48,694,187			48,694,187
Total Balanced Account Investments	918,389,191			$ 2,085,665,972
NET ASSETS				$ 2,085,665,972

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Agriculture, Foods, & Beverage		
Archer-Daniels-Midland Co.	4,081,897	111,803,159
Coca-Cola Co., The	2,204,800	79,924,000
Kellogg Co.	800,000	44,680,000
McCormick & Co. Inc.	448,400	28,486,852
Nestle SA ADR	1,370,350	89,305,710
PepsiCo Inc.	671,100	45,923,373
Sector Total: Agriculture, Foods, & Beverage	9,576,547	400,123,094
Banks		
M&T Bank Corp.	212,400	20,915,028
Northern Trust Corp.	625,900	31,395,144
Wells Fargo & Co.	2,781,800	95,081,924
Sector Total: Banks	3,620,100	147,392,096
Building Materials & Construction		
Vulcan Materials Co.	1,208,400	62,897,220
Sector Total: Building Materials & Construction	1,208,400	62,897,220
Chemicals		
Air Products & Chemicals Inc.	1,120,800	94,169,616
Dow Chemical Co., The	252,200	8,151,104
E.I. du Pont de Nemours & Co.	128,396	5,773,968
International Flavors & Fragrances Inc.	390,700	25,997,178
Novozymes A/S B Shares	1,241,250	34,954,702
Sigma-Aldrich Corp.	2,042,400	150,279,792
Sector Total: Chemicals	5,175,746	319,326,360
Computers		
Hewlett-Packard Co.	3,520,000	50,160,000
International Business Machines Corp.	632,800	121,212,840
Sector Total: Computers	4,152,800	171,372,840

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Computer Software & Services		
SAP AG	475,200	38,057,116
Sector Total: Computer Software & Services	475,200	38,057,116
Consumer & Marketing		
AptarGroup Inc.	610,800	29,147,376
Colgate-Palmolive Co.	393,600	41,146,944
Procter & Gamble Co., The	2,070,460	140,563,529
Sector Total: Consumer & Marketing	3,074,860	210,857,849
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	671,264	27,481,548
Emerson Electric Co.	789,700	41,822,512
General Electric Co.	4,803,500	100,825,465
Linear Technology Corp.	1,149,600	39,431,280
Sector Total: Electronic/Electrical Manufacturing	7,414,064	209,560,805
Financial Services		
Berkshire Hathaway Inc. Class A	208	27,884,480
Berkshire Hathaway Inc. Class B	1,180	105,846
Sector Total: Financial Services	1,388	27,990,326
Health Care		
Abbott Laboratories	1,056,400	69,194,200
Amgen Inc.	177,100	15,287,272
Baxter International Inc.	249,900	16,658,334
Eli Lilly & Co.	1,060,800	52,318,656
Johnson & Johnson	2,780,600	194,920,060
Merck & Co. Inc.	606,500	24,830,110
Pfizer Inc.	2,760,000	69,220,800
Sector Total: Health Care	8,691,300	442,429,432

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

Identity of Issuer, Investor or Borrower	Description of Investment: Number of Shares or Units	Description of Investment: Current Market Value
Machinery & Manufacturing		
3M Co.	696,400	64,660,740
Caterpillar Inc.	1,079,500	96,701,610
Donaldson Company Inc.	431,440	14,168,490
HNI Corp.	1,600,800	48,120,048
Illinois Tool Works Inc.	944,600	57,441,126
Sector Total: Machinery & Manufacturing	4,752,740	281,092,014
Media & Broadcasting		
Lee Enterprises Inc. Class A	348,800	397,632
Walt Disney Co., The	3,097,857	154,242,300
Sector Total: Media & Broadcasting	3,446,657	154,639,932
Mining & Metals		
BHP Billiton PLC	1,018,591	35,247,705
Nucor Corp.	1,744,400	75,323,192
Rio Tinto PLC	553,350	31,575,189
Rio Tinto PLC ADR	1,054,000	61,226,860
Sector Total: Mining & Metals	4,370,341	203,372,946
Oil & Gas		
BG Group PLC	2,721,100	44,770,598
Bill Barrett Corp.	1,310,200	23,308,458
Chevron Corp.	1,371,800	148,346,452
Devon Energy Corp.	239,770	12,477,631
Exxon Mobil Corp.	2,821,200	244,174,860
Royal Dutch Shell PLC ADR Class A	492,400	33,950,980
Sasol Ltd SP ADR	385,800	16,701,282
Spectra Energy Corp.	147,500	4,038,550
Tidewater Inc.	168,409	7,524,514
Sector Total: Oil & Gas	9,658,179	535,293,325

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2012

	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	115,697,611
Sector Total: Retailers	1,695,700	115,697,611
Telecom & Telecom Equipment		
AT&T Inc.	2,429,972	81,914,356
Corning Inc.	1,485,300	18,744,486
Verizon Communications Inc.	707,700	30,622,179
Sector Total: Telecom & Telecom Equipment	4,622,972	131,281,021
Transportation		
GATX Corp.	166,800	7,222,440
Sector Total: Transportation	166,800	7,222,440
Utilities & Energy		
Duke Energy Corp.	181,300	11,566,940
Sector Total: Utilities & Energy	181,300	11,566,940
Equities Account: Total Common Stocks	**72,285,094**	**3,470,173,367**
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund *	84,588,618	84,588,618
Equities Account: Total Short Term Investments	**84,588,618**	**84,588,618**
Total Equities Account Investments	**156,873,712**	**3,554,761,985**
NET ASSETS		**3,554,761,985**
Total of State Farm Accounts		**6,827,520,168**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2012 **Schedule I**

Common Collective Trust I - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2010	1,159,014	43,219,624
Target Retirement Trust I - 2015	3,102,835	111,857,190
Target Retirement Trust I - 2020	4,149,818	145,741,624
Target Retirement Trust I - 2025	4,297,430	145,983,691
Target Retirement Trust I - 2030	3,886,347	128,404,910
Target Retirement Trust I - 2035	2,948,224	96,053,144
Target Retirement Trust I - 2040	1,918,784	62,820,974
Target Retirement Trust I - 2045	1,186,465	38,726,218
Target Retirement Trust I - 2050	1,563,646	51,303,237
Target Retirement Trust I - 2055	197,816	7,934,408
Target Retirement Trust I - 2060	252,503	5,317,704
Target Retirement Trust I - Income	2,971,810	119,199,281
Total Common Collective Trust I - Vanguard Fiduciary Trust Co.		**$ 956,562,005**
Total of All Accounts		**$ 7,784,082,173**
Notes receivable from participants		101,624,230
Total Investments at fair value and notes receivable from participants		**7,885,706,403**

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