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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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.	10/13/2014	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**	88422
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**	70130
b	Retired or separated participants receiving benefits	**6b**	3440
c	Other retired or separated participants entitled to future benefits	**6c**	18705
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	92275
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1000
f	Total. Add lines **6d** and **6e**.	**6f**	93275
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	91821
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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

JPMORGAN CHASE BANK, 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 [ ]	39388	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 [ ]	818	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	39388

(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 FUND

(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	818

(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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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: TRUST PLUS 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)
90-0735883-001	C	121763754

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 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)
90-0735886-001	C	37333003

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 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)
90-0735891-001	C	137562515

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 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)
90-0735899-001	C	201802120

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 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)
90-0735963-001	C	207728338

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 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)
90-0735964-001	C	187730055

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 2035

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
90-0735965-001	C	142306507

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 2040

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

c EIN-PN 90-0735971-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 104078553

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 2045

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

c EIN-PN 90-0735972-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64015400

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 2050

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

c EIN-PN 90-0735976-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88600582

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 2055

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

c EIN-PN 90-0735978-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13901392

a Name of MTIA, CCT, PSA, or 103-12 IE: TRUST PLUS 2060

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

c EIN-PN 45-3799736-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6086102

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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)	53571883	55693228
(2) Participant contributions	1b(2)	18944	22031
(3) Other	1b(3)	20200783	25951727
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	191059561	123098952
(2) U.S. Government securities	1c(2)	1803830560	1623766482
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	257186594	389389281
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	4575443454	5779731857
(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)	101624230	112211790
(9) Value of interest in common/collective trusts	1c(9)	956562004	1312908321
(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	7959498013	9422773669
	Liabilities			
g	Benefit claims payable	1g	923033	714989
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	923033	714989
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7958574980	9422058680

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)	75792860	
	(B) Participants	2a(1)(B)	302733470	
	(C) Others (including rollovers)	2a(1)(C)	9275628	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		387801958
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	34416	
	(B) U.S. Government securities	2b(1)(B)	50122724	
	(C) Corporate debt instruments	2b(1)(C)	11075472	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	4403446	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		65636058
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	130768835	
	(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)		130768835
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	353916084	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	341927467	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		11988617
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	1041519373	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1041519373

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		183764706
(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		1821479547
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	354056802	
(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)		354056802
f Corrective distributions (see instructions)	2f		1252
g Certain deemed distributions of participant loans (see instructions)	2g		3937793
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		357995847
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1463483700
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		8000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN
JP MORGAN CHASE BANK, N. A.	134994650

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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, 2013 and 2012

State Farm 401(k) Savings Plan
Index
As of December 31, 2013 and 2012

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Financial Statements

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Statement of Changes in Net Assets Available for Plan Benefits
for the year ended December 31, 2013 4

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Supplemental Schedule

Schedule I: Schedule H, line 4i - Schedule of Assets
(Held at End of Year) as of December 31, 2013 15-33

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 benefits as of December 31, 2013 and December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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, 2013 and December 31, 2012 and the changes in net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

pwc

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, 2013 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 9, 2014

State Farm 401(k) Savings Plan
Statement of Net Assets Available for Plan Benefits
As of December 31, 2013 and 2012

	2013	2012
Assets		
Investment accounts, at fair value	$ 9,228,894,893	$ 7,784,082,173
Companies contributions receivable	55,693,228	53,571,883
Participant contributions receivable	22,031	18,944
Notes receivable from participants	112,211,790	101,624,230
Accrued dividends and interest	25,951,727	20,200,783
Net assets available for benefits	$ 9,422,773,669	$ 7,959,498,013

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
As of December 31, 2013

	2013
Additions	
Net appreciation in fair value of investments	$ 1,237,272,696
Participant contributions	302,733,470
Companies contributions	75,792,860
Rollovers	9,275,628
Dividend and interest income	192,003,306
Interest income on notes receivable from participants	4,401,587
Total additions	1,821,479,547
Deductions	
Benefit payments	$ 358,203,891
Total deductions	358,203,891
Net additions	1,463,275,656
Net assets available for benefits	
Beginning of year	7,959,498,013
End of year	$ 9,422,773,669

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 $17,500 with an additional catch up contribution of $5,500 for participants age 50 and over for the year ending December 31, 2013 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 2013 and 2012. 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).

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 2013 and 2012 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 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 for the investment.

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. This does not include delinquent loans that have been deemed distributable as they are considered benefit payments. At December 31, 2013 and 2012, 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:

	2013	2012
U.S. Government Securities	$ (73,842,956)	$ (23,650,830)
Common Stocks	1,148,743,321	293,528,859
Corporate Bonds and Notes	(21,392,375)	1,907,544
Common Collective Trust - Vanguard	183,764,706	96,682,675
Net appreciation (depreciation) in the fair value of investments	$ 1,237,272,696	$ 368,468,248

There were no investments held as of both December 31, 2013 and 2012 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 for 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, 2013 and 2012:

Fair Value Measurements at December 31, 2013

	Level 1 Market Value	Level 2 Market Value	Level 3 Market Value	Total
Common Stocks				
Agriculture, Foods, & Beverage	$ 653,618,029	-	-	$ 653,618,029
Banks	269,990,466	-	-	269,990,466
Building Materials & Construction	90,764,050	-	-	90,764,050
Chemicals	539,468,783	-	-	539,468,783
Computer & Technology	278,357,469	-	-	278,357,469
Computer Software & Services	119,285,181	-	-	119,285,181
Consumer & Marketing	348,964,259	-	-	348,964,259
Electronic/Electrical Manufacturing	369,201,563	-	-	369,201,563
Financial Services	47,525,916	-	-	47,525,916
Health Care & Pharmaceuticals	739,347,682	-	-	739,347,682
Machinery & Manufacturing	512,782,939	-	-	512,782,939
Media & Broadcasting	307,705,048	-	-	307,705,048
Mining & Metals	289,438,768	-	-	289,438,768
Oil, Gas & Other Energy	817,433,992	-	-	817,433,992
Retailers	165,406,380	-	-	165,406,380
Telecom & Telecom Equipment	184,310,688	-	-	184,310,688
Transportation	24,590,346	-	-	24,590,346
Utilities & Energy	21,540,298	-	-	21,540,298
	$ 5,779,731,857	$ -	$ -	$ 5,779,731,857
Corporate Bonds	-	386,572,381	-	386,572,381
Foreign Government Bonds	-	2,816,900	-	2,816,900
Agency Commercial Mortgage-Backed Securities	-	38,652,312	-	38,652,312
Agency Notes & Bonds	-	5,244,553	-	5,244,553
U.S. Treasury Obligations	-	1,579,869,618	-	1,579,869,618
Short-term Investments	123,098,951	-	-	123,098,951
Common Collective Trust - Vanguard [(a)]	-	1,312,908,321	-	1,312,908,321
Level Totals	$ 5,902,830,808	$ 3,326,064,085	$ -	$ 9,228,894,893

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 [(a)]	-	956,562,005	-	956,562,005
Level Totals	$ 4,766,503,015	$ 3,017,579,158	$ -	$ 7,784,082,173

[(a)] The Vanguard Target Date Portfolios are designed to balance risk and return against the length of time that participant money will be invested. Over time, participant money shifts from more aggressive investments (primarily stocks) to more conservative investments (primarily bonds and money market funds) to ensure that participant money is put into investments that are intended to have less risk as the participant get closer to retirement. 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. Requests must be made by 3:00 p.m. (CT) to be processed on the day of receipt. 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.

During 2013, and 2012 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 2013 or 2012.

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, 2013 and 2012.

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, 2013 and 2012 consisted of:

	2013	2012
Interest		
Cash	$ 36,275	$ 25,641
U.S. Government Securities	50,122,724	55,111,519
Corporate Bonds	11,075,472	8,724,617
Dividends		
Common Stocks	130,768,835	127,989,894
Total net investment income	$ 192,003,306	$ 191,851,671

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, 2013, 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 2010.

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. In addition, the Plan allows active employees to take a loan against their 401(k) Savings Plan account; Notes Receivables to participants are also considered parties in interest.

7. Reconciliation of Financial Statements at December 31, 2013 and 2012 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, 2013 and December 31, 2012 to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$ 9,422,773,669	$ 7,959,498,013
Amounts allocated to withdrawing participants	714,989	(923,033)
Net assets available for beneifts per form 5500	$ 9,423,488,658	$ 7,958,574,980

	2013	2012
Benefit Payments per the financial statements	$ 358,203,891	$ 328,316,295
Amounts allocated prior year/paid current year	(923,033)	(295,528)
Amounts allocated to withdrawing participants	714,989	923,033
Benefit Payments per Form 5500	$ 357,995,847	$ 328,943,800

8. Subsequent events

The Plan has evaluated all subsequent events through October 09, 2014 which is the date that the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Market Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	4.00%	2/15/2014	$ 40,000,000	$ 40,185,920
U.S. Treasury Notes	4.75%	5/15/2014	20,000,000	20,339,060
U.S. Treasury Notes	2.63%	6/30/2014	20,000,000	20,248,440
U.S. Treasury Notes	4.25%	8/15/2014	30,000,000	30,764,070
U.S. Treasury Notes	4.25%	11/15/2014	25,000,000	25,881,825
U.S. Treasury Notes	2.25%	1/31/2015	25,000,000	25,556,650
U.S. Treasury Notes	4.00%	2/15/2015	15,000,000	15,636,330
U.S. Treasury Notes	4.13%	5/15/2015	25,000,000	26,330,075
U.S. Treasury Notes	4.25%	8/15/2015	25,000,000	26,596,675
U.S. Treasury Notes	4.50%	11/15/2015	25,000,000	26,932,625
U.S. Treasury Notes	2.13%	2/29/2016	25,000,000	25,912,100
U.S. Treasury Notes	2.63%	4/30/2016	25,000,000	26,226,550
U.S. Treasury Notes	3.25%	7/31/2016	25,000,000	26,697,275
U.S. Treasury Notes	3.13%	10/31/2016	25,000,000	26,675,775
U.S. Treasury Notes	2.75%	11/30/2016	25,000,000	26,427,725
U.S. Treasury Notes	3.00%	2/28/2017	25,000,000	26,640,625
U.S. Treasury Notes	2.75%	5/31/2017	25,000,000	26,468,750
U.S. Treasury Notes	2.38%	7/31/2017	25,000,000	26,123,050
U.S. Treasury Notes	1.88%	9/30/2017	25,000,000	25,638,675
U.S. Treasury Notes	1.88%	10/31/2017	20,000,000	20,500,000
U.S. Treasury Notes	2.25%	11/30/2017	25,000,000	25,945,300
U.S. Treasury Notes	2.75%	12/31/2017	32,500,000	34,348,438
U.S. Treasury Notes	2.63%	1/31/2018	25,000,000	26,289,050
U.S. Treasury Notes	2.75%	2/28/2018	25,000,000	26,412,100
U.S. Treasury Notes	2.88%	3/31/2018	25,000,000	26,498,050
U.S. Treasury Notes	2.63%	4/30/2018	25,000,000	26,240,225
U.S. Treasury Notes	2.38%	5/31/2018	25,000,000	25,951,175
U.S. Treasury Notes	2.38%	6/30/2018	25,000,000	25,927,725
U.S. Treasury Notes	2.25%	7/31/2018	25,000,000	25,771,475
U.S. Treasury Notes	1.50%	8/31/2018	15,000,000	14,923,830
U.S. Treasury Notes	1.38%	9/30/2018	25,000,000	24,695,300
U.S. Treasury Notes	1.75%	10/31/2018	25,000,000	25,109,375
U.S. Treasury Notes	1.38%	11/30/2018	25,000,000	24,625,000
U.S. Treasury Notes	1.38%	12/31/2018	25,000,000	24,583,975
U.S. Treasury Notes	1.25%	1/31/2019	25,000,000	24,380,850
U.S. Treasury Notes	1.38%	2/28/2019	30,000,000	29,381,250
U.S. Treasury Notes	1.25%	4/30/2019	15,000,000	14,532,420
U.S. Treasury Notes	1.13%	5/31/2019	25,000,000	24,000,000
U.S. Treasury Notes	1.25%	10/31/2019	25,000,000	23,912,100
U.S. Treasury Notes	1.00%	11/30/2019	20,000,000	18,792,180
Total U.S. Government Securities			$ 982,500,000	$ 1,008,102,013
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund*			$ 7,086,212	$ 7,086,212
Total Short Term Investments			$ 7,086,212	$ 7,086,212
Total Fixed Income Account Investments			$ 989,586,212	$ 1,015,188,225
NET ASSETS				**$ 1,015,188,225**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 43,323,269
Campbell Soup Company	28,000	1,211,840
The Coca-Cola Company	554,600	22,910,526
Kellogg Company	240,000	14,656,800
McCormick & Co Inc	200,600	13,825,352
Nestle S.A. ADR	359,000	26,418,810
Pepsico Inc.	185,900	15,418,546
Sysco Corp.	314,500	11,353,450
Total Agricultural, Foods, & Beverage	2,880,832	$ 149,118,593
Banks		
M&T Bank Corp	135,800	$ 15,809,836
Northern Trust Corp.	167,900	10,391,331
US Bancorp	108,000	4,363,200
Wells Fargo & Company	715,900	32,501,860
Total Banks	1,127,600	$ 63,066,227
Building Materials & Construction		
Vulcan Materials Company	319,100	$ 18,960,922
Total Building Materials & Construction	319,100	$ 18,960,922
Chemicals		
Air Products & Chemicals Inc.	256,000	$ 28,615,680
Dow Chemical	75,000	3,330,000
EI du Pont de Nemours & Co.	227,784	14,799,127
Intl Flavors & Fragrances	159,000	13,670,820
Novozymes A/S - B Shares	385,500	16,271,631
Sigma-Aldrich Corporation	366,200	34,426,462
Total Chemicals	1,469,484	$ 111,113,720
Computer & Technology		
Hewlett-Packard Company	920,000	$ 25,741,600
Int'l Business Machines Corp.	188,900	35,431,973
Total Computer & Technology	1,108,900	$ 61,173,573
Computer Software and Services		
Automatic Data Processing Inc.	141,000	$ 11,394,210
Facebook Inc. A	103,500	5,657,310
Google Inc - Cl A	5,300	5,939,763
Intuit Inc.	79,600	6,075,072
SAP AG	126,000	10,799,133
Total Computer Software and Services	455,400	$ 39,865,488

State Farm 401(k) Savings Plan
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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Consumer & Marketing		
Aptargroup Inc.	277,300	$ 18,803,713
Colgate Palmolive Co.	251,000	16,367,710
Procter & Gamble Co.	644,700	52,485,027
Total Consumer & Marketing	1,173,000	$ 87,656,450
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	175,444	$ 10,033,642
Emerson Electric Company	298,100	20,920,658
General Electric Company	1,426,300	39,979,189
KLA-Tencor Corp.	60,500	3,899,830
Linear Technology Corp.	297,500	13,551,125
Total Electronic/Electrical Manufacturing	2,257,844	$ 88,384,444
Financial Services		
Berkshire Hathaway Inc. Class A	58	$ 10,318,200
Berkshire Hathaway Inc. Class B	545	64,615
Total Financial Services	603	$ 10,382,815
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	$ 8,474,763
AbbVie Inc.	221,100	11,676,291
Allergan Inc.	176,800	19,638,944
Amgen Inc.	70,750	8,076,820
Baxter International Inc.	105,000	7,302,750
Eli Lilly & Co.	264,000	13,464,000
GlaxoSmithKline PLC ADR	97,200	5,189,508
Johnson & Johnson	523,200	47,919,888
Medtronic Inc.	80,100	4,596,939
Merck & Co. Inc.	112,600	5,635,630
Pfizer Inc.	1,051,253	32,199,879
Teva Pharmaceutical S.P. ADR	144,700	5,799,576
Zoetis Inc.	331,332	10,831,243
Total Health Care & Pharmaceuticals	3,399,135	$ 180,806,231
Machinery & Manufacturing		
3M Co.	189,600	$ 26,591,400
ASML Holding NV-NY REG SHS	48,800	$ 4,572,560
Caterpillar Inc.	338,800	30,766,428
Deere & Co.	71,000	6,484,430
Donaldson Inc.	481,000	20,904,260
HNI Corp.	136,800	5,311,944
Illinois Tool Works	397,100	33,388,168
Total Machinery & Manufacturing	1,663,100	$ 128,019,190
Media & Broadcasting		
Lee Enterprises Class A	100,000	$ 347,000
The Walt Disney Company	909,312	69,471,437
Total Media & Broadcasting	1,009,312	$ 69,818,437

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Mining & Metals		
BHP Billiton PLC	438,493	$ 13,570,820
Newmont Mining Corporation	31,300	720,839
Nucor Corporation	495,200	26,433,776
Rio Tinto PLC	232,170	13,107,833
Rio Tinto PLC ADR	358,800	20,247,084
Total Mining & Metals	1,555,963	$ 74,080,352
Oil, Gas & Other Energy		
BG Group PLC	1,000,300	$ 21,491,748
Bill Barrett Corp	150,000	4,017,000
Chevron Corp	338,600	42,294,526
Cimarex Energy Co.	120,700	12,662,637
Devon Energy	86,482	5,350,641
Exxon Mobil Corp.	657,700	66,559,240
Noble Energy Inc	135,600	9,235,716
Royal Dutch Shell PLC - ADR Class A	222,600	15,864,702
Schlumberger Ltd.	65,400	5,893,194
Spectra Energy Corp.	382,300	13,617,526
Tidewater Inc.	68,000	4,030,360
Woodside Petroleum Limited	95,036	3,299,114
Total Oil, Gas & Other Energy	3,322,718	$ 204,316,404
Retailers		
Wal-Mart Stores Inc.	406,300	$ 31,971,747
Total Retailers	406,300	$ 31,971,747
Telcom & Telcom Equipment		
AT&T Inc.	624,915	$ 21,972,012
Corning Incorporated	355,200	6,329,664
Verizon Communications	189,800	9,326,772
Total Telcom & Telcom Equipment	1,169,915	$ 37,628,448
Transportation		
GATX Corporation	147,000	$ 7,668,990
Union Pacific Corp.	12,825	$ 2,154,600
Total Transportation	159,825	$ 9,823,590
Utilities & Energy		
Duke Energy Corporation	130,833	$ 9,028,785
Total Utilities & Energy	130,833	$ 9,028,785
Total Common Stocks	23,609,864	$ 1,375,215,416

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	4.00%	2/15/2014	$ 15,000,000	$ 15,069,720
U.S. Treasury Notes	4.75%	5/15/2014	15,000,000	15,254,295
U.S. Treasury Notes	4.25%	8/15/2014	15,000,000	15,382,035
U.S. Treasury Notes	4.25%	11/15/2014	15,000,000	15,529,095
U.S. Treasury Notes	4.00%	2/15/2015	20,000,000	20,848,440
U.S. Treasury Notes	4.13%	5/15/2015	40,000,000	42,128,120
U.S. Treasury Notes	2.63%	2/29/2016	25,000,000	26,187,500
U.S. Treasury Notes	5.13%	5/15/2016	15,000,000	16,623,045
U.S. Treasury Notes	3.25%	7/31/2016	15,000,000	16,018,365
U.S. Treasury Notes	4.88%	8/15/2016	25,000,000	27,773,450
U.S. Treasury Notes	4.63%	2/15/2017	25,000,000	27,882,800
U.S. Treasury Notes	3.25%	3/31/2017	10,000,000	10,746,880
U.S. Treasury Notes	4.25%	11/15/2017	15,000,000	16,701,570
U.S. Treasury Notes	3.50%	2/15/2018	15,000,000	16,284,375
U.S. Treasury Notes	4.00%	8/15/2018	15,000,000	16,637,115
U.S. Treasury Notes	3.75%	11/15/2018	10,000,000	10,974,220
U.S. Treasury Notes	3.13%	5/15/2019	15,000,000	15,984,375
U.S. Treasury Notes	3.63%	8/15/2019	25,000,000	27,240,225
U.S. Treasury Notes	3.38%	11/15/2019	25,000,000	26,890,625
U.S. Treasury Notes	3.63%	2/15/2020	35,000,000	38,095,330
U.S. Treasury Notes	3.50%	5/15/2020	35,000,000	37,758,980
U.S. Treasury Notes	3.63%	2/15/2021	35,000,000	37,769,935
U.S. Treasury Notes	3.13%	5/15/2021	25,000,000	26,060,550
U.S. Treasury Notes	1.75%	5/15/2022	25,000,000	23,117,200
U.S. Treasury Notes	2.50%	8/15/2023	30,000,000	28,809,360
Total U.S. Government Securities			$ 540,000,000	$ 571,767,605
Government Agency Securities				
Agency Notes & Bonds				
Tenn Valley Authority	5.50%	7/18/2017	$ 1,000,000	$ 1,145,117
Tenn Valley Authority	3.88%	2/15/2021	2,000,000	2,111,862
Tenn Valley Authority	1.75%	10/15/2018	2,000,000	1,987,574
Total Agency Notes & Bonds			$ 5,000,000	$ 5,244,553
Agency Commercial Mortgage-Backed Securities				
Federal Home Loan Mortgage Corp.	2.79%	1/25/2022	$ 10,000,000	$ 9,705,400
Federal National Mortgage Association	2.72%	2/25/2022	10,000,000	9,644,450
Federal Home Loan Mortgage Corp.	2.31%	8/25/2022	10,000,000	9,222,810
Federal Home Loan Mortgage Corp.	2.84%	10/25/2022	9,893,078	10,079,652
Total Agency CMBS			$ 39,893,078	$ 38,652,312
Total Government Agency Securities			$ 44,893,078	$ 43,896,865

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Corporate Bonds				
Aerospace/Defense				
Lockheed Martin Corp.	3.35%	9/15/2021	$ 1,000,000	$ 992,201
Raytheon Co.	2.50%	12/15/2022	2,000,000	1,822,010
Total Aerospace/Defense			$ 3,000,000	$ 2,814,211
Agricultural, Foods & Beverage				
General Mills Inc.	5.20%	3/17/2015	$ 500,000	$ 527,184
Bottling Group LLC	5.50%	4/1/2016	1,000,000	1,101,625
The Hershey Company	5.45%	9/1/2016	500,000	558,075
Kraft Foods Inc.	6.50%	8/11/2017	1,000,000	1,161,970
The Coca-Cola Company	5.35%	11/15/2017	2,000,000	2,277,169
Sysco Corp.	5.25%	2/12/2018	1,000,000	1,119,739
Pepsico Inc.	5.00%	6/1/2018	1,000,000	1,121,723
The Coca-Cola Company	2.45%	11/1/2020	2,000,000	1,942,628
Kellogg Company	4.00%	12/15/2020	2,000,000	2,075,482
The Coca-Cola Company	3.30%	9/1/2021	1,000,000	1,001,601
Pepsico Inc.	2.75%	3/5/2022	2,000,000	1,900,196
Kellogg Company	3.13%	5/17/2022	2,000,000	1,896,212
Sysco Corp.	2.60%	6/12/2022	1,000,000	911,589
Campbell Soup Company	2.50%	8/2/2022	1,000,000	882,167
Pepsico Inc.	2.25%	8/15/2022	1,000,000	1,002,976
The Hershey Company	2.63%	2/1/2023	1,900,000	1,746,334
Kellogg Company	2.75%	3/1/2023	1,000,000	902,314
Pepsico Inc.	2.75%	3/1/2023	2,000,000	1,851,124
The Coca-Cola Company	2.50%	4/1/2023	2,000,000	1,834,820
Total Agricultural, Foods, & Beverage			$ 25,900,000	$ 25,814,928
Automotive				
Toyota Motor Credit Corp.	2.00%	10/24/2018	$ 1,500,000	$ 1,499,563
Johnson Controls Inc.	4.25%	3/1/2021	2,000,000	2,078,040
Toyota Motor Credit Corp.	2.63%	1/10/2023	1,000,000	927,246
Total Automotive			$ 4,500,000	$ 4,504,849
Banks				
Mellon Funding Corp	5.20%	5/15/2014	$ 500,000	$ 508,752
US Bank NA	4.95%	10/30/2014	1,500,000	1,557,064
Wachovia Bank NA	5.60%	3/15/2016	750,000	821,347
JP Morgan Chase*	5.88%	6/13/2016	500,000	554,544
Bank of America NA	6.00%	6/15/2016	1,000,000	1,101,365
Bank of America NA	5.30%	3/15/2017	500,000	551,111
JP Morgan Chase*	6.00%	10/1/2017	1,500,000	1,716,179
Wachovia Bank NA	6.00%	11/15/2017	500,000	576,950
Wells Fargo & Company	5.63%	12/11/2017	500,000	573,098
Bank of New York	2.10%	8/1/2018	3,000,000	2,988,780
US Bancorp	1.95%	11/15/2018	2,500,000	2,486,592
Wells Fargo & Company	2.15%	1/15/2019	1,000,000	996,868
US Bancorp	3.00%	2/15/2022	1,000,000	966,971
Total Banks			$ 14,750,000	$ 15,399,621

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Building Materials & Construction				
Cooper Industries Ltd	5.45%	4/1/2015	$ 500,000	$ 528,572
Cooper Industries Ltd	6.10%	7/1/2017	1,000,000	1,141,856
Total Building Materials & Construction			$ 1,500,000	$ 1,670,428
Chemicals				
El du Pont de Nemours & Co.	4.88%	4/30/2014	$ 3,000,000	$ 3,043,602
Praxair Inc.	4.63%	3/30/2015	1,000,000	1,050,556
Praxair Inc.	5.38%	11/1/2016	1,000,000	1,115,291
Monsanto Co.	1.85%	11/15/2018	1,000,000	986,829
El du Pont de Nemours & Co.	3.63%	1/15/2021	1,000,000	1,020,510
Praxair Inc.	2.45%	2/15/2022	2,000,000	1,838,552
Monsanto Co.	2.20%	7/15/2022	1,300,000	1,177,529
PPG Industries Inc.	2.70%	8/15/2022	500,000	456,237
Praxair Inc.	2.20%	8/15/2022	1,000,000	889,775
El du Pont de Nemours & Co.	2.80%	2/15/2023	1,000,000	915,843
Praxair Inc.	2.70%	2/21/2023	1,000,000	922,647
Total Chemicals			$ 13,800,000	$ 13,417,371
Commercial Service/Supplies				
Pitney Bowes Inc	5.75%	9/15/2017	$ 500,000	$ 550,995
Cintas Corp	3.25%	6/1/2022	2,000,000	1,906,696
Total Commercial Service/Supplies			$ 2,500,000	$ 2,457,691
Computer & Technology				
Int'l Business Machines Corp.	5.70%	9/14/2017	$ 1,000,000	$ 1,148,298
Int'l Business Machines Corp.	1.88%	5/15/2019	3,000,000	2,942,484
Int'l Business Machines Corp.	1.63%	5/15/2020	3,000,000	2,813,193
Int'l Business Machines Corp.	1.88%	8/1/2022	1,000,000	873,943
Total Computer & Technology			$ 8,000,000	$ 7,777,918
Computer Software & Service				
Oracle Corp.	2.38%	1/15/2019	$ 2,000,000	$ 2,017,904
Microsoft Corporation	4.00%	2/8/2021	2,000,000	2,111,780
Microsoft Corporation	2.13%	11/15/2022	2,000,000	1,806,780
Intel Corporation	2.70%	12/15/2022	3,000,000	2,765,421
Microsoft Corporation	2.38%	5/1/2023	3,000,000	2,714,109
Texas Instruments Inc.	2.25%	5/1/2023	5,000,000	4,412,030
Oracle Corp.	5.63%	7/15/2023	2,000,000	1,983,934
Total Computer Software & Service			$ 19,000,000	$ 17,811,958

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Consumer & Marketing				
Ecolab Inc.	4.88%	2/15/2015	$ 1,000,000	$ 1,044,013
Procter & Gamble Co.	3.15%	9/1/2015	2,000,000	2,084,370
Kimberly-Clark Corp.	6.13%	8/1/2017	1,500,000	1,730,211
Danaher Corp.	5.63%	1/15/2018	1,000,000	1,139,950
McDonald's Corp	5.35%	3/1/2018	1,000,000	1,136,254
Unilever Capital Corp	2.20%	3/6/2019	1,000,000	998,716
McDonald's Corp	1.88%	5/29/2019	500,000	487,853
Unilever Capital Corp	4.25%	2/10/2021	3,000,000	3,217,221
McDonald's Corp	3.63%	5/20/2021	2,000,000	2,067,976
McDonald's Corp	2.63%	1/15/2022	1,000,000	952,990
Procter & Gamble Co.	2.30%	2/6/2022	2,000,000	1,874,486
Colgate Palmolive Co.	2.30%	5/3/2022	2,000,000	1,833,820
Colgate Palmolive Co.	1.95%	2/1/2023	1,000,000	869,220
Colgate Palmolive Co.	2.10%	5/1/2023	4,000,000	3,526,400
Kimberly-Clark Corp.	2.40%	6/1/2023	4,000,000	3,617,912
Procter & Gamble Co.	3.10%	8/15/2023	4,000,000	3,846,188
Total Consumer & Marketing			$ 31,000,000	$ 30,427,580
Electronic/Electrical Manufacturing				
Emerson Electric Co.	5.38%	10/15/2017	$ 1,000,000	$ 1,134,628
Emerson Electric Co.	5.25%	10/15/2018	1,000,000	1,133,538
Public Service Colorado	3.20%	5/15/2020	2,000,000	2,010,294
Detroit Edison Company	2.65%	6/15/2022	500,000	468,936
Public Service Colorado	2.25%	9/15/2022	1,000,000	906,513
General Electric Company	2.70%	10/9/2022	1,000,000	935,999
Emerson Electric Co.	2.63%	2/15/2023	2,000,000	1,867,984
Public Service Colorado	2.50%	3/15/2023	500,000	455,182
Total Electronic/Electrical Manufacturing			$ 9,000,000	$ 8,913,074
Financial Services				
General Electric Capital Co	5.38%	10/20/2016	$ 500,000	$ 557,032
General Electric Capital Co	5.40%	2/15/2017	500,000	556,462
John Deere Capital Corp.	5.50%	4/13/2017	1,000,000	1,120,074
Wachovia Corp.	5.75%	6/15/2017	750,000	855,521
General Electric Capital Co	5.63%	9/15/2017	500,000	568,799
General Electric Capital Co	5.63%	5/1/2018	500,000	574,184
American Honda Finance	2.13%	10/10/2018	1,500,000	1,493,824
John Deere Capital Corp.	1.95%	12/13/2018	1,000,000	993,632
Rio Tinto Finance	2.25%	12/14/2018	1,500,000	1,492,599
John Deere Capital Corp.	1.70%	1/15/2020	1,000,000	941,681
JPMorgan Chase & Co.*	4.50%	1/24/2022	1,000,000	1,057,731
John Deere Capital Corp.	2.75%	3/15/2022	1,000,000	946,514
Rio Tinto Finance	2.88%	8/21/2022	1,000,000	932,029
General Electric Capital Co	3.15%	9/7/2022	1,000,000	967,717
General Electric Capital Co	3.10%	1/9/2023	1,000,000	948,758
JPMorgan Chase & Co.	3.20%	1/25/2023	1,000,000	948,026
Caterpillar Financial Services	2.63%	3/1/2023	1,000,000	908,638
Total Financial Services			$ 15,750,000	$ 15,863,221

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Health Care & Pharmaceuticals				
Pfizer Inc.	4.50%	2/15/2014	$ 3,000,000	$ 3,014,271
GlaxoSmithKline	4.38%	4/15/2014	3,000,000	3,033,510
Astrazeneca PLC ADR	5.40%	6/1/2014	2,000,000	2,041,862
Baxter International Inc.	3.20%	3/1/2016	5,000,000	4,776,745
Amgen Inc.	5.85%	6/1/2017	1,000,000	1,134,598
Johnson & Johnson	5.55%	8/15/2017	1,000,000	1,141,425
Astrazeneca PLC ADR	5.90%	9/15/2017	750,000	857,599
Bristol-Myers Squibb	5.45%	5/1/2018	500,000	572,363
GlaxoSmithKline	5.65%	5/15/2018	1,000,000	1,151,140
Baxter International Inc.	5.38%	6/1/2018	2,000,000	2,264,062
Astrazeneca PLC ADR	1.95%	9/18/2019	500,000	485,809
Becton Dickinson & Co.	3.25%	11/12/2020	1,000,000	998,402
Becton Dickinson & Co.	3.13%	11/8/2021	1,000,000	969,364
Medtronic Inc.	3.13%	12/15/2021	2,000,000	1,943,286
GlaxoSmithKline	2.85%	5/8/2022	1,000,000	943,146
Bristol-Myers Squibb	2.00%	8/1/2022	1,500,000	1,327,725
Baxter International Inc.	2.40%	8/15/2022	2,000,000	1,812,976
Merck & Co. Inc.	2.40%	9/15/2022	1,000,000	913,433
Novartis Capital Corp.	2.40%	9/21/2022	2,000,000	1,833,660
GlaxoSmithKline	2.80%	3/18/2023	1,000,000	926,143
Medtronic Inc.	2.75%	4/1/2023	500,000	462,495
Merck & Co. Inc.	2.80%	5/18/2023	4,000,000	3,703,136
Pfizer Inc.	3.00%	6/15/2023	3,000,000	2,818,713
Bristol-Myers Squibb	3.25%	11/1/2023	1,000,000	959,518
Johnson & Johnson	3.38%	12/5/2023	1,500,000	1,482,414
Total Health Care & Pharmaceuticals			$ 42,250,000	$ 41,567,795
Machinery & Manufacturing				
Ingersoll Rand	4.75%	5/15/2015	$ 1,000,000	$ 1,040,543
Eaton Corp.	5.30%	3/15/2017	1,500,000	1,670,623
Shell International	5.20%	3/22/2017	1,000,000	1,117,064
United Technologies Corp.	5.38%	12/15/2017	1,500,000	1,709,340
Dover Corp.	5.45%	3/15/2018	1,000,000	1,130,264
Caterpillar Finance - MTN	5.45%	4/15/2018	1,000,000	1,136,679
Shell International	1.90%	8/10/2018	2,000,000	1,988,082
Total Capital SA	2.13%	8/10/2018	2,000,000	2,007,756
Shell International	4.30%	9/22/2019	1,000,000	1,096,118
Caterpillar Inc.	3.90%	5/27/2021	2,000,000	2,077,402
Caterpillar Finance - MTN	2.85%	6/1/2022	1,000,000	951,165
United Technologies Corp.	3.10%	6/1/2022	1,000,000	977,782
Deere & Co.	2.60%	6/8/2022	2,000,000	1,870,132
Covidien Intl	3.20%	6/15/2022	2,000,000	1,928,572
3M Company	2.00%	6/26/2022	1,500,000	1,368,725
Caterpillar Inc.	2.60%	6/26/2022	1,000,000	927,069
Covidien Intl	2.95%	6/15/2023	2,000,000	1,850,128
Shell International	2.38%	8/21/2022	1,000,000	915,669
Shell International	2.25%	1/6/2023	1,500,000	1,339,389
Thermo Fisher Scientific	3.15%	1/15/2023	2,000,000	1,861,226
Total Capital Canada LTD	2.75%	7/15/2023	500,000	461,910
Shell International	3.40%	8/12/2023	500,000	487,327
Caterpillar Finance - MTN	3.75%	11/24/2023	500,000	493,647
Honeywell International Inc.	5.30%	12/1/2023	2,000,000	1,957,618
Total Machinery & Manufacturing			$ 32,500,000	$ 32,364,230

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Media & Broadcasting				
The Walt Disney Company	6.00%	7/17/2017	$ 1,000,000	$ 1,156,919
The Walt Disney Company	3.75%	6/1/2021	2,000,000	2,064,582
Comcast Corp. Cl A	3.13%	7/15/2022	2,000,000	1,908,604
Reed Elsevier Capital	3.13%	10/15/2022	1,000,000	924,754
The Walt Disney Company	2.35%	12/1/2022	2,000,000	1,817,170
Total Media & Broadcasting			$ 8,000,000	$ 7,872,029
Mining & Metals				
BHP Finance USA	5.25%	12/15/2015	$ 2,000,000	$ 2,176,592
BHP Finance USA	5.40%	3/29/2017	500,000	559,979
Alcoa Inc.	5.72%	2/23/2019	2,244,000	2,390,868
Alcoa Inc.	5.87%	2/23/2022	756,000	780,311
BHP Finance USA	2.88%	2/24/2022	1,000,000	956,319
BHP Finance USA	3.85%	9/30/2023	500,000	502,169
Total Mining & Metals			$ 7,000,000	$ 7,366,238
Oil, Gas & Other Energy				
ConocoPhillips	5.63%	10/15/2016	$ 500,000	$ 559,433
Total Capital Intl SA	1.55%	6/28/2017	1,500,000	1,500,323
Marathon Oil Corp.	5.90%	3/15/2018	1,000,000	1,137,880
ConocoPhillips	5.20%	5/15/2018	1,000,000	1,128,402
Chevron Corporation	4.95%	3/3/2019	3,000,000	3,402,927
BP Capital Markets PLC	4.75%	3/10/2019	3,000,000	3,343,911
Trans-Canada Pipelines	2.50%	8/1/2022	2,000,000	1,824,148
Occidental Pete Corp.	2.70%	8/15/2022	2,000,000	1,830,938
Chevron Corporation	2.36%	9/5/2022	3,000,000	2,728,764
Apache Corp.	2.63%	10/15/2022	2,000,000	1,854,296
Total Capital Intl SA	2.70%	1/25/2023	1,000,000	922,444
Chevron Corporation	3.19%	3/24/2023	3,000,000	2,879,853
Trans-Canada Pipelines	3.75%	10/16/2023	1,000,000	974,658
Schlumberger Investment	3.65%	12/1/2023	2,000,000	1,982,586
Total Capital Intl SA	3.70%	1/15/2024	1,500,000	1,483,161
Total Oil, Gas & Other Energy			$ 27,500,000	$ 27,553,724

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Retailers				
Lowe's Companies Inc.	5.00%	10/15/2015	$ 1,000,000	$ 1,076,922
Home Depot Inc.	5.40%	3/1/2016	1,000,000	1,096,887
Target Corp	5.88%	7/15/2016	1,300,000	1,462,867
Lowe's Companies Inc.	5.40%	10/15/2016	1,000,000	1,120,039
Target Corp	5.38%	5/1/2017	1,500,000	1,686,078
Target Corp	6.00%	1/15/2018	500,000	577,416
Wal-Mart Stores Inc.	5.80%	2/15/2018	1,000,000	1,155,591
Home Depot Inc.	2.25%	8/10/2018	1,000,000	1,013,753
CVS Caremark Corp.	2.25%	11/5/2018	1,000,000	999,708
Wal-Mart Stores Inc.	1.95%	12/15/2018	1,000,000	996,392
Costco Wholesale	1.70%	12/15/2019	3,000,000	2,889,681
Wal-Mart Stores Inc.	4.25%	4/15/2021	2,000,000	2,153,474
Lowe's Companies Inc.	3.12%	1/15/2022	1,000,000	969,637
Home Depot Inc.	2.70%	1/1/2023	2,000,000	1,843,700
Wal-Mart Stores Inc.	2.55%	1/11/2023	1,000,000	913,673
Lowe's Companies Inc.	3.88%	6/15/2023	2,000,000	2,010,876
CVS Caremark Corp.	4.00%	9/5/2023	2,000,000	1,995,768
Home Depot Inc.	3.75%	2/15/2024	1,000,000	995,334
Total Retailers			$ 24,300,000	$ 24,957,796
Telcom & Telcom Equipment				
Verizon Communications	5.50%	2/15/2018	$ 500,000	$ 564,880
Verizon Communications	3.65%	9/14/2018	1,000,000	1,058,564
AT&T Inc.	2.38%	11/27/2018	1,000,000	1,000,858
Verizon Communications	4.50%	9/15/2020	1,000,000	1,070,566
AT&T Inc.	3.00%	2/15/2022	3,000,000	2,826,462
Vodofone Group PLC	2.50%	9/26/2022	2,000,000	1,766,290
Verizon Communications	2.45%	11/1/2022	2,000,000	1,770,490
AT&T Inc.	2.63%	12/1/2022	1,000,000	902,262
Vodofone Group PLC	2.95%	2/19/2023	1,000,000	912,010
Verizon Communications	5.15%	9/15/2023	1,000,000	1,073,692
Total Telcom & Telcom Equipment			$ 13,500,000	$ 12,946,074
Textiles & Clothing				
Nike Inc.	2.25%	5/1/2023	$ 2,500,000	$ 2,235,323
Total Textile & Clothing			$ 2,500,000	$ 2,235,323
Transportation				
United Parcel Services Inc.	5.50%	1/15/2018	$ 1,000,000	$ 1,143,898
Burlington North Santa Fe	3.05%	6/1/2022	500,000	468,797
United Parcel Services Inc.	2.45%	10/1/2022	2,000,000	1,837,828
Burlington North Santa Fe	3.00%	3/15/2023	1,500,000	1,396,891
Union Pacific Corp.	2.75%	4/15/2023	1,000,000	915,099
Burlington North Santa Fe	3.85%	9/1/2023	1,000,000	983,640
Norfolk Southern Corp.	3.85%	1/15/2024	2,000,000	1,964,518
Total Transportation			$ 9,000,000	$ 8,710,671

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Current Value
Utilities & Energy				
Commonwealth Edison	4.70%	4/15/2015	$ 1,000,000	$ 1,050,293
Georgia Power	5.25%	12/15/2015	2,000,000	2,168,442
Union Elec Co.	5.40%	2/1/2016	2,000,000	2,165,624
Consolidated Edison Co NY	5.30%	12/1/2016	1,000,000	1,118,634
Georgia Power	5.70%	6/1/2017	1,000,000	1,127,175
Midamerican Energy Company	5.95%	7/15/2017	500,000	573,754
NSTAR Electric Co	5.63%	11/15/2017	1,500,000	1,699,156
Northern States Power Co.	5.25%	3/1/2018	1,000,000	1,129,708
PECO Energy Co.	5.35%	3/1/2018	1,000,000	1,134,539
Commonwealth Edison	5.80%	3/15/2018	500,000	574,284
Consolidated Edison Co NY	5.85%	4/1/2018	500,000	578,249
Union Elec Co.	6.00%	4/1/2018	1,000,000	1,129,905
Duke Energy Carolinas	5.10%	4/15/2018	1,000,000	1,126,788
Pub Svc Elec & Gas	5.30%	5/1/2018	500,000	565,047
Florida Power Corp	5.65%	6/15/2018	1,000,000	1,146,109
Pub Svc Elec & Gas	2.30%	8/15/2018	1,000,000	1,008,170
Midamerican Energy Company	2.40%	2/15/2019	2,000,000	2,014,014
Commonwealth Edison	4.00%	8/1/2020	1,000,000	1,061,990
Kentucky Utilities	3.25%	8/1/2020	1,000,000	1,016,186
Alabama Power Company	3.38%	10/1/2020	450,000	458,682
Southern Cal Edison	3.88%	3/1/2021	2,000,000	2,101,108
San Diego Gas	3.00%	8/15/2021	1,000,000	985,505
PPL Electric Utilities	3.00%	9/15/2021	1,945,000	1,913,911
Carolina Power & Light Co.	2.80%	5/15/2022	1,000,000	952,682
Consumers Energy Company	2.85%	5/15/2022	2,000,000	1,905,560
Georgia Power	2.85%	5/15/2022	1,000,000	943,727
Centerpoint Ener Houston	2.25%	8/1/2022	2,000,000	1,808,354
Baltimore Gas & Electric C	2.80%	8/15/2022	1,000,000	930,874
Northern States Power Co.	2.15%	8/15/2022	500,000	449,953
Pacific Gas & Electric	2.45%	8/15/2022	1,000,000	897,745
Ameren Illinois Co.	2.70%	9/1/2022	1,000,000	935,949
PPL Electric Utilities	2.50%	9/1/2022	500,000	460,933
PECO Energy Co.	2.38%	9/15/2022	500,000	454,382
Tampa Electric Company	2.60%	9/15/2022	500,000	460,950
NSTAR Electric Co	2.38%	10/15/2022	500,000	454,010
Wisconsin Power & Light	2.25%	11/15/2022	1,600,000	1,430,938
Virginia Electric & Power	2.75%	3/15/2023	1,000,000	929,744
Northern States Power Co.	2.60%	5/15/2023	3,000,000	2,755,125
Pub Svc Elec & Gas	2.38%	5/15/2023	4,000,000	3,596,668
Florida Power-Light	2.75%	6/1/2023	3,000,000	2,808,036
Pacificorp	2.95%	6/1/2023	3,000,000	2,814,339
San Diego Gas	3.60%	6/1/2023	3,500,000	3,498,261
Pacific Gas & Electric	3.25%	6/15/2023	3,000,000	2,845,740
Consumers Energy Company	3.38%	8/15/2023	2,000,000	1,946,832
Laclede Gas Co.	3.40%	8/15/2023	2,000,000	1,942,954
Duke Energy Ohio Inc.	3.80%	9/1/2023	1,200,000	1,199,402
Southern Cal Edison	3.50%	10/1/2023	1,000,000	980,050
Pub Svc New Hamp	3.50%	11/1/2023	2,000,000	1,958,244
Delmarva Power & Light Co.	3.50%	11/15/2023	1,000,000	983,094
Alabama Power Company	3.55%	12/1/2023	2,000,000	1,962,924
DTE Electric Co.	3.65%	3/15/2024	4,000,000	3,970,908
Total Utilities & Energy			$ 74,695,000	$ 74,125,651
Total Corporate Bonds			$ 389,945,000	$ 386,572,381

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Foreign Government Bonds				
Province of New Brunswick	5.20%	2/21/2017	$ 2,500,000	$ 2,816,900
Total Foreign Government			$ 2,500,000	$ 2,816,900
Total Fixed Income			$ 977,338,078	$ 1,005,053,751
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund*			$ 10,077,015	$ 10,077,015
Total Short Term Investments			$ 10,077,015	$ 10,077,015
Total Balanced Account Investments			$ 987,415,093	$ 2,390,346,182
NET ASSETS				**$ 2,390,346,182**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	$ 177,154,330
The Coca-Cola Company	2,204,800	91,080,288
Kellogg Company	800,000	48,856,000
McCormick & Co Inc	448,400	30,903,728
Nestle S.A. ADR	1,370,350	100,844,056
Pepsico Inc.	671,100	55,661,034
Total Agricultural, Foods, & Beverage	9,576,547	$ 504,499,436
Banks		
M&T Bank Corp	212,400	$ 24,727,608
Northern Trust Corp.	625,900	38,736,951
US Bancorp	424,900	17,165,960
Wells Fargo & Company	2,781,800	126,293,720
Total Banks	4,045,000	$ 206,924,239
Building Materials & Construction		
Vulcan Materials Company	1,208,400	$ 71,803,128
Total Building Materials & Construction	1,208,400	$ 71,803,128
Chemicals		
Air Products & Chemicals Inc	1,120,800	$ 125,283,024
Dow Chemical	252,200	11,197,680
EI du Pont de Nemours & Co	213,696	13,883,829
Intl Flavors & Fragrances	390,700	33,592,386
Novozymes A/S - B Shares	1,241,250	52,392,120
Sigma-Aldrich Corporation	2,042,400	192,006,024
Total Chemicals	5,261,046	$ 428,355,063
Computer & Technology		
Hewlett-Packard Company	3,520,000	$ 98,489,600
Int'l Business Machines Corp.	632,800	118,694,296
Total Computer & Technology	4,152,800	$ 217,183,896

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Computer Software and Services		
Facebook Inc. A	344,950	$ 18,854,967
Google Inc - Cl A	17,700	19,836,567
SAP AG	475,200	$ 40,728,159
Total Computer Software and Services	837,850	$ 79,419,693
Consumer & Marketing		
Aptargroup Inc.	610,800	$ 41,418,348
Colgate Palmolive Co.	787,200	51,333,312
Procter & Gamble Co.	2,070,460	168,556,149
Total Consumer & Marketing	3,468,460	$ 261,307,809
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	671,264	$ 38,389,588
Emerson Electric Co	789,700	55,421,146
General Electric Company	4,803,500	134,642,105
Linear Technology Corp.	1,149,600	52,364,280
Total Electronic/Electrical Manufacturing	7,414,064	$ 280,817,119
Financial Services		
Berkshire Hathaway Inc. Class A	208	$ 37,003,200
Berkshire Hathaway Inc. Class B	1180	139,901
Total Financial Services	1,388	$ 37,143,101
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	$ 40,491,812
AbbVie Inc.	1,056,400	55,788,484
Amgen Inc.	265,350	30,292,356
Baxter International Inc.	249,900	17,380,545
Eli Lilly & Co.	1,060,800	54,100,800
Johnson & Johnson	2,780,600	254,675,154
Merck & Co. Inc.	402,050	20,122,602
Pfizer Inc.	2,093,403	64,120,934
Zoetis Inc.	659,797	21,568,764
Total Health Care & Pharmaceuticals	9,624,700	$ 558,541,451

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Machinery & Manufacturing		
3M Co	696,400	$ 97,670,100
ASML Holding NV-NY REG SHS	131,200	12,293,440
Caterpillar Inc.	1,079,500	98,029,395
Deere & Co.	180,000	16,439,400
Donaldson Inc.	431,440	18,750,382
HNI Corp	1,600,800	62,159,064
Illinois Tool Works	944,600	79,421,968
Total Machinery & Manufacturing	5,063,940	$ 384,763,749
Media & Broadcasting		
Lee Enterprises Class A	348,800	$ 1,210,336
The Walt Disney Company	3,097,857	236,676,275
Total Media & Broadcasting	3,446,657	$ 237,886,611
Mining & Metals		
BHP Billiton PLC	1,018,591	$ 31,524,139
Nucor Corporation	1,744,400	93,116,072
Rio Tinto PLC ADR	1,054,000	59,477,220
Rio Tinto PLC	553,350	31,240,985
Total Mining & Metals	4,370,341	$ 215,358,416
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	$ 58,463,657
Bill Barrett Corp	357,450	9,572,511
Chevron Corp	1,371,800	171,351,538
Devon Energy	239,770	14,834,570
Exxon Mobil Corp.	2,821,200	285,505,440
Imperial Oil Ltd.	129,700	5,736,631
Noble Energy Inc.	163,600	11,142,796
Royal Dutch Shell PLC - ADR Class A	492,400	35,093,348
Schlumberger Ltd.	68,600	6,181,546
Spectra Energy Corp.	147,500	5,253,950
Tidewater Inc.	168,409	9,981,601
Total Oil, Gas & Other Energy	8,681,529	$ 613,117,588

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Retailers		
Wal-Mart Stores Inc.	1,695,700	$ 133,434,633
Total Retailers	1,695,700	$ 133,434,633
Telcom & Telcom Equipment		
AT&T Inc.	2,429,972	$ 85,437,816
Corning Incorporated	1,485,300	26,468,046
Verizon Communications	707,700	34,776,378
Total Telcom & Telcom Equipment	4,622,972	$ 146,682,240
Transportation		
GATX Corporation	166,800	$ 8,701,956
Union Pacific Corp.	36,100	6,064,800
Total Transportation	202,900	$ 14,766,756
Utilities		
Duke Energy Corp.	181,300	$ 12,511,513
Total Utilities	181,300	$ 12,511,513
Total Common Stocks	73,855,594	$ 4,404,516,441
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund*	105,935,725	$ 105,935,724
Total Short Term Investments	105,935,725	$ 105,935,724
Total Equities Account Investments	179,791,319	$ 4,510,452,165
NET ASSETS		**$ 4,510,452,165**
Total of State Farm Accounts		**7,915,986,572**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

Common Collective Trust Plus - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2010	1,018,914	37,333,003
Target Retirement Trust I - 2015	3,585,158	137,562,515
Target Retirement Trust I - 2020	5,090,871	201,802,120
Target Retirement Trust I - 2025	5,105,145	207,728,338
Target Retirement Trust I - 2030	4,490,075	187,730,055
Target Retirement Trust I - 2035	3,317,941	142,306,507
Target Retirement Trust I - 2040	2,390,412	104,078,553
Target Retirement Trust I - 2045	1,469,928	64,015,400
Target Retirement Trust I - 2050	2,032,590	88,600,582
Target Retirement Trust I - 2055	319,131	13,901,392
Target Retirement Trust I - 2060	232,293	6,086,102
Target Retirement Trust I - Income	3,480,954	121,763,754
Total Common Collective Trust Plus - Vanguard Fiduciary Trust Co.		**1,312,908,321**
Total of All Accounts		**9,228,894,893**
Notes receivable from participants*		112,211,790
Total Investments at fair value and notes receivable from participants		**9,341,106,683**

* 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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	Annette Martinez	10/10/2014	Annette Martinez
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Rod Hoff	10/10/2014	Rod Hoff
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 ☒ 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**	88,422
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**	70,130
b Retired or separated participants receiving benefits	**6b**	3,440
c Other retired or separated participants entitled to future benefits	**6c**	18,705
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	92,275
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1,000
f Total. Add lines **6d** and **6e**	**6f**	93,275
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	91,821
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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	(1)	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	(2)	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	(3)	☒ Trust
(4)	☐ General assets of the sponsor	(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		**b General Schedules**		
(1)	☒ **R** (Retirement Plan Information)	(1)	☒	**H** (Financial Information)
(2)	☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	☐	**I** (Financial Information – Small Plan)
		(3)	☐	**A** (Insurance Information)
		(4)	☒	**C** (Service Provider Information)
(3)	☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	☒	**D** (DFE/Participating Plan Information)
		(6)	☐	**G** (Financial Transaction Schedules)

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Market Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	4.00%	2/15/2014	$ 40,000,000	$ 40,185,920
U.S. Treasury Notes	4.75%	5/15/2014	20,000,000	20,339,060
U.S. Treasury Notes	2.63%	6/30/2014	20,000,000	20,248,440
U.S. Treasury Notes	4.25%	8/15/2014	30,000,000	30,764,070
U.S. Treasury Notes	4.25%	11/15/2014	25,000,000	25,881,825
U.S. Treasury Notes	2.25%	1/31/2015	25,000,000	25,556,650
U.S. Treasury Notes	4.00%	2/15/2015	15,000,000	15,636,330
U.S. Treasury Notes	4.13%	5/15/2015	25,000,000	26,330,075
U.S. Treasury Notes	4.25%	8/15/2015	25,000,000	26,596,675
U.S. Treasury Notes	4.50%	11/15/2015	25,000,000	26,932,625
U.S. Treasury Notes	2.13%	2/29/2016	25,000,000	25,912,100
U.S. Treasury Notes	2.63%	4/30/2016	25,000,000	26,226,550
U.S. Treasury Notes	3.25%	7/31/2016	25,000,000	26,697,275
U.S. Treasury Notes	3.13%	10/31/2016	25,000,000	26,675,775
U.S. Treasury Notes	2.75%	11/30/2016	25,000,000	26,427,725
U.S. Treasury Notes	3.00%	2/28/2017	25,000,000	26,640,625
U.S. Treasury Notes	2.75%	5/31/2017	25,000,000	26,468,750
U.S. Treasury Notes	2.38%	7/31/2017	25,000,000	26,123,050
U.S. Treasury Notes	1.88%	9/30/2017	25,000,000	25,638,675
U.S. Treasury Notes	1.88%	10/31/2017	20,000,000	20,500,000
U.S. Treasury Notes	2.25%	11/30/2017	25,000,000	25,945,300
U.S. Treasury Notes	2.75%	12/31/2017	32,500,000	34,348,438
U.S. Treasury Notes	2.63%	1/31/2018	25,000,000	26,289,050
U.S. Treasury Notes	2.75%	2/28/2018	25,000,000	26,412,100
U.S. Treasury Notes	2.88%	3/31/2018	25,000,000	26,498,050
U.S. Treasury Notes	2.63%	4/30/2018	25,000,000	26,240,225
U.S. Treasury Notes	2.38%	5/31/2018	25,000,000	25,951,175
U.S. Treasury Notes	2.38%	6/30/2018	25,000,000	25,927,725
U.S. Treasury Notes	2.25%	7/31/2018	25,000,000	25,771,475
U.S. Treasury Notes	1.50%	8/31/2018	15,000,000	14,923,830
U.S. Treasury Notes	1.38%	9/30/2018	25,000,000	24,695,300
U.S. Treasury Notes	1.75%	10/31/2018	25,000,000	25,109,375
U.S. Treasury Notes	1.38%	11/30/2018	25,000,000	24,625,000
U.S. Treasury Notes	1.38%	12/31/2018	25,000,000	24,583,975
U.S. Treasury Notes	1.25%	1/31/2019	25,000,000	24,380,850
U.S. Treasury Notes	1.38%	2/28/2019	30,000,000	29,381,250
U.S. Treasury Notes	1.25%	4/30/2019	15,000,000	14,532,420
U.S. Treasury Notes	1.13%	5/31/2019	25,000,000	24,000,000
U.S. Treasury Notes	1.25%	10/31/2019	25,000,000	23,912,100
U.S. Treasury Notes	1.00%	11/30/2019	20,000,000	18,792,180
Total U.S. Government Securities			$ 982,500,000	$ 1,008,102,013
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund*			$ 7,086,212	$ 7,086,212
Total Short Term Investments			$ 7,086,212	$ 7,086,212
Total Fixed Income Account Investments			$ 989,586,212	$ 1,015,188,225
NET ASSETS				**$ 1,015,188,225**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 43,323,269
Campbell Soup Company	28,000	1,211,840
The Coca-Cola Company	554,600	22,910,526
Kellogg Company	240,000	14,656,800
McCormick & Co Inc	200,600	13,825,352
Nestle S.A. ADR	359,000	26,418,810
Pepsico Inc.	185,900	15,418,546
Sysco Corp.	314,500	11,353,450
Total Agricultural, Foods, & Beverage	2,880,832	$ 149,118,593
Banks		
M&T Bank Corp	135,800	$ 15,809,836
Northern Trust Corp.	167,900	10,391,331
US Bancorp	108,000	4,363,200
Wells Fargo & Company	715,900	32,501,860
Total Banks	1,127,600	$ 63,066,227
Building Materials & Construction		
Vulcan Materials Company	319,100	$ 18,960,922
Total Building Materials & Construction	319,100	$ 18,960,922
Chemicals		
Air Products & Chemicals Inc.	256,000	$ 28,615,680
Dow Chemical	75,000	3,330,000
EI du Pont de Nemours & Co.	227,784	14,799,127
Intl Flavors & Fragrances	159,000	13,670,820
Novozymes A/S - B Shares	385,500	16,271,631
Sigma-Aldrich Corporation	366,200	34,426,462
Total Chemicals	1,469,484	$ 111,113,720
Computer & Technology		
Hewlett-Packard Company	920,000	$ 25,741,600
Int'l Business Machines Corp.	188,900	35,431,973
Total Computer & Technology	1,108,900	$ 61,173,573
Computer Software and Services		
Automatic Data Processing Inc.	141,000	$ 11,394,210
Facebook Inc. A	103,500	5,657,310
Google Inc - Cl A	5,300	5,939,763
Intuit Inc.	79,600	6,075,072
SAP AG	126,000	10,799,133
Total Computer Software and Services	455,400	$ 39,865,488

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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Consumer & Marketing		
Aptargroup Inc.	277,300	$ 18,803,713
Colgate Palmolive Co.	251,000	16,367,710
Procter & Gamble Co.	644,700	52,485,027
Total Consumer & Marketing	1,173,000	$ 87,656,450
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	175,444	$ 10,033,642
Emerson Electric Company	298,100	20,920,658
General Electric Company	1,426,300	39,979,189
KLA-Tencor Corp.	60,500	3,899,830
Linear Technology Corp.	297,500	13,551,125
Total Electronic/Electrical Manufacturing	2,257,844	$ 88,384,444
Financial Services		
Berkshire Hathaway Inc. Class A	58	$ 10,318,200
Berkshire Hathaway Inc. Class B	545	64,615
Total Financial Services	603	$ 10,382,815
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	$ 8,474,763
AbbVie Inc.	221,100	11,676,291
Allergan Inc.	176,800	19,638,944
Amgen Inc.	70,750	8,076,820
Baxter International Inc.	105,000	7,302,750
Eli Lilly & Co.	264,000	13,464,000
GlaxoSmithKline PLC ADR	97,200	5,189,508
Johnson & Johnson	523,200	47,919,888
Medtronic Inc.	80,100	4,596,939
Merck & Co. Inc.	112,600	5,635,630
Pfizer Inc.	1,051,253	32,199,879
Teva Pharmaceutical S.P. ADR	144,700	5,799,576
Zoetis Inc.	331,332	10,831,243
Total Health Care & Pharmaceuticals	3,399,135	$ 180,806,231
Machinery & Manufacturing		
3M Co.	189,600	$ 26,591,400
ASML Holding NV-NY REG SHS	48,800	$ 4,572,560
Caterpillar Inc.	338,800	30,766,428
Deere & Co.	71,000	6,484,430
Donaldson Inc.	481,000	20,904,260
HNI Corp.	136,800	5,311,944
Illinois Tool Works	397,100	33,388,168
Total Machinery & Manufacturing	1,663,100	$ 128,019,190
Media & Broadcasting		
Lee Enterprises Class A	100,000	$ 347,000
The Walt Disney Company	909,312	69,471,437
Total Media & Broadcasting	1,009,312	$ 69,818,437

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Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Mining & Metals		
BHP Billiton PLC	438,493	$ 13,570,820
Newmont Mining Corporation	31,300	720,839
Nucor Corporation	495,200	26,433,776
Rio Tinto PLC	232,170	13,107,833
Rio Tinto PLC ADR	358,800	20,247,084
Total Mining & Metals	1,555,963	$ 74,080,352
Oil, Gas & Other Energy		
BG Group PLC	1,000,300	$ 21,491,748
Bill Barrett Corp	150,000	4,017,000
Chevron Corp	338,600	42,294,526
Cimarex Energy Co.	120,700	12,662,637
Devon Energy	86,482	5,350,641
Exxon Mobil Corp.	657,700	66,559,240
Noble Energy Inc	135,600	9,235,716
Royal Dutch Shell PLC - ADR Class A	222,600	15,864,702
Schlumberger Ltd.	65,400	5,893,194
Spectra Energy Corp.	382,300	13,617,526
Tidewater Inc.	68,000	4,030,360
Woodside Petroleum Limited	95,036	3,299,114
Total Oil, Gas & Other Energy	3,322,718	$ 204,316,404
Retailers		
Wal-Mart Stores Inc.	406,300	$ 31,971,747
Total Retailers	406,300	$ 31,971,747
Telcom & Telcom Equipment		
AT&T Inc.	624,915	$ 21,972,012
Corning Incorporated	355,200	6,329,664
Verizon Communications	189,800	9,326,772
Total Telcom & Telcom Equipment	1,169,915	$ 37,628,448
Transportation		
GATX Corporation	147,000	$ 7,668,990
Union Pacific Corp.	12,825	$ 2,154,600
Total Transportation	159,825	$ 9,823,590
Utilities & Energy		
Duke Energy Corporation	130,833	$ 9,028,785
Total Utilities & Energy	130,833	$ 9,028,785
Total Common Stocks	23,609,864	$ 1,375,215,416

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	4.00%	2/15/2014	$ 15,000,000	$ 15,069,720
U.S. Treasury Notes	4.75%	5/15/2014	15,000,000	15,254,295
U.S. Treasury Notes	4.25%	8/15/2014	15,000,000	15,382,035
U.S. Treasury Notes	4.25%	11/15/2014	15,000,000	15,529,095
U.S. Treasury Notes	4.00%	2/15/2015	20,000,000	20,848,440
U.S. Treasury Notes	4.13%	5/15/2015	40,000,000	42,128,120
U.S. Treasury Notes	2.63%	2/29/2016	25,000,000	26,187,500
U.S. Treasury Notes	5.13%	5/15/2016	15,000,000	16,623,045
U.S. Treasury Notes	3.25%	7/31/2016	15,000,000	16,018,365
U.S. Treasury Notes	4.88%	8/15/2016	25,000,000	27,773,450
U.S. Treasury Notes	4.63%	2/15/2017	25,000,000	27,882,800
U.S. Treasury Notes	3.25%	3/31/2017	10,000,000	10,746,880
U.S. Treasury Notes	4.25%	11/15/2017	15,000,000	16,701,570
U.S. Treasury Notes	3.50%	2/15/2018	15,000,000	16,284,375
U.S. Treasury Notes	4.00%	8/15/2018	15,000,000	16,637,115
U.S. Treasury Notes	3.75%	11/15/2018	10,000,000	10,974,220
U.S. Treasury Notes	3.13%	5/15/2019	15,000,000	15,984,375
U.S. Treasury Notes	3.63%	8/15/2019	25,000,000	27,240,225
U.S. Treasury Notes	3.38%	11/15/2019	25,000,000	26,890,625
U.S. Treasury Notes	3.63%	2/15/2020	35,000,000	38,095,330
U.S. Treasury Notes	3.50%	5/15/2020	35,000,000	37,758,980
U.S. Treasury Notes	3.63%	2/15/2021	35,000,000	37,769,935
U.S. Treasury Notes	3.13%	5/15/2021	25,000,000	26,060,550
U.S. Treasury Notes	1.75%	5/15/2022	25,000,000	23,117,200
U.S. Treasury Notes	2.50%	8/15/2023	30,000,000	28,809,360
Total U.S. Government Securities			$ 540,000,000	$ 571,767,605
Government Agency Securities				
Agency Notes & Bonds				
Tenn Valley Authority	5.50%	7/18/2017	$ 1,000,000	$ 1,145,117
Tenn Valley Authority	3.88%	2/15/2021	2,000,000	2,111,862
Tenn Valley Authority	1.75%	10/15/2018	2,000,000	1,987,574
Total Agency Notes & Bonds			$ 5,000,000	$ 5,244,553
Agency Commercial Mortgage-Backed Securities				
Federal Home Loan Mortgage Corp.	2.79%	1/25/2022	$ 10,000,000	$ 9,705,400
Federal National Mortgage Association	2.72%	2/25/2022	10,000,000	9,644,450
Federal Home Loan Mortgage Corp.	2.31%	8/25/2022	10,000,000	9,222,810
Federal Home Loan Mortgage Corp.	2.84%	10/25/2022	9,893,078	10,079,652
Total Agency CMBS			$ 39,893,078	$ 38,652,312
Total Government Agency Securities			$ 44,893,078	$ 43,896,865

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Corporate Bonds				
Aerospace/Defense				
Lockheed Martin Corp.	3.35%	9/15/2021	$ 1,000,000	$ 992,201
Raytheon Co.	2.50%	12/15/2022	2,000,000	1,822,010
Total Aerospace/Defense			$ 3,000,000	$ 2,814,211
Agricultural, Foods & Beverage				
General Mills Inc.	5.20%	3/17/2015	$ 500,000	$ 527,184
Bottling Group LLC	5.50%	4/1/2016	1,000,000	1,101,625
The Hershey Company	5.45%	9/1/2016	500,000	558,075
Kraft Foods Inc.	6.50%	8/11/2017	1,000,000	1,161,970
The Coca-Cola Company	5.35%	11/15/2017	2,000,000	2,277,169
Sysco Corp.	5.25%	2/12/2018	1,000,000	1,119,739
Pepsico Inc.	5.00%	6/1/2018	1,000,000	1,121,723
The Coca-Cola Company	2.45%	11/1/2020	2,000,000	1,942,628
Kellogg Company	4.00%	12/15/2020	2,000,000	2,075,482
The Coca-Cola Company	3.30%	9/1/2021	1,000,000	1,001,601
Pepsico Inc.	2.75%	3/5/2022	2,000,000	1,900,196
Kellogg Company	3.13%	5/17/2022	2,000,000	1,896,212
Sysco Corp.	2.60%	6/12/2022	1,000,000	911,589
Campbell Soup Company	2.50%	8/2/2022	1,000,000	882,167
Pepsico Inc.	2.25%	8/15/2022	1,000,000	1,002,976
The Hershey Company	2.63%	2/1/2023	1,900,000	1,746,334
Kellogg Company	2.75%	3/1/2023	1,000,000	902,314
Pepsico Inc.	2.75%	3/1/2023	2,000,000	1,851,124
The Coca-Cola Company	2.50%	4/1/2023	2,000,000	1,834,820
Total Agricultural, Foods, & Beverage			$ 25,900,000	$ 25,814,928
Automotive				
Toyota Motor Credit Corp.	2.00%	10/24/2018	$ 1,500,000	$ 1,499,563
Johnson Controls Inc.	4.25%	3/1/2021	2,000,000	2,078,040
Toyota Motor Credit Corp.	2.63%	1/10/2023	1,000,000	927,246
Total Automotive			$ 4,500,000	$ 4,504,849
Banks				
Mellon Funding Corp	5.20%	5/15/2014	$ 500,000	$ 508,752
US Bank NA	4.95%	10/30/2014	1,500,000	1,557,064
Wachovia Bank NA	5.60%	3/15/2016	750,000	821,347
JP Morgan Chase*	5.88%	6/13/2016	500,000	554,544
Bank of America NA	6.00%	6/15/2016	1,000,000	1,101,365
Bank of America NA	5.30%	3/15/2017	500,000	551,111
JP Morgan Chase*	6.00%	10/1/2017	1,500,000	1,716,179
Wachovia Bank NA	6.00%	11/15/2017	500,000	576,950
Wells Fargo & Company	5.63%	12/11/2017	500,000	573,098
Bank of New York	2.10%	8/1/2018	3,000,000	2,988,780
US Bancorp	1.95%	11/15/2018	2,500,000	2,486,592
Wells Fargo & Company	2.15%	1/15/2019	1,000,000	996,868
US Bancorp	3.00%	2/15/2022	1,000,000	966,971
Total Banks			$ 14,750,000	$ 15,399,621

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Building Materials & Construction				
Cooper Industries Ltd	5.45%	4/1/2015	$ 500,000	$ 528,572
Cooper Industries Ltd	6.10%	7/1/2017	1,000,000	1,141,856
Total Building Materials & Construction			$ 1,500,000	$ 1,670,428
Chemicals				
El du Pont de Nemours & Co.	4.88%	4/30/2014	$ 3,000,000	$ 3,043,602
Praxair Inc.	4.63%	3/30/2015	1,000,000	1,050,556
Praxair Inc.	5.38%	11/1/2016	1,000,000	1,115,291
Monsanto Co.	1.85%	11/15/2018	1,000,000	986,829
El du Pont de Nemours & Co.	3.63%	1/15/2021	1,000,000	1,020,510
Praxair Inc.	2.45%	2/15/2022	2,000,000	1,838,552
Monsanto Co.	2.20%	7/15/2022	1,300,000	1,177,529
PPG Industries Inc.	2.70%	8/15/2022	500,000	456,237
Praxair Inc.	2.20%	8/15/2022	1,000,000	889,775
El du Pont de Nemours & Co.	2.80%	2/15/2023	1,000,000	915,843
Praxair Inc.	2.70%	2/21/2023	1,000,000	922,647
Total Chemicals			$ 13,800,000	$ 13,417,371
Commercial Service/Supplies				
Pitney Bowes Inc	5.75%	9/15/2017	$ 500,000	$ 550,995
Cintas Corp	3.25%	6/1/2022	2,000,000	1,906,696
Total Commercial Service/Supplies			$ 2,500,000	$ 2,457,691
Computer & Technology				
Int'l Business Machines Corp.	5.70%	9/14/2017	$ 1,000,000	$ 1,148,298
Int'l Business Machines Corp.	1.88%	5/15/2019	3,000,000	2,942,484
Int'l Business Machines Corp.	1.63%	5/15/2020	3,000,000	2,813,193
Int'l Business Machines Corp.	1.88%	8/1/2022	1,000,000	873,943
Total Computer & Technology			$ 8,000,000	$ 7,777,918
Computer Software & Service				
Oracle Corp.	2.38%	1/15/2019	$ 2,000,000	$ 2,017,904
Microsoft Corporation	4.00%	2/8/2021	2,000,000	2,111,780
Microsoft Corporation	2.13%	11/15/2022	2,000,000	1,806,780
Intel Corporation	2.70%	12/15/2022	3,000,000	2,765,421
Microsoft Corporation	2.38%	5/1/2023	3,000,000	2,714,109
Texas Instruments Inc.	2.25%	5/1/2023	5,000,000	4,412,030
Oracle Corp.	5.63%	7/15/2023	2,000,000	1,983,934
Total Computer Software & Service			$ 19,000,000	$ 17,811,958

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Consumer & Marketing				
Ecolab Inc.	4.88%	2/15/2015	$ 1,000,000	$ 1,044,013
Procter & Gamble Co.	3.15%	9/1/2015	2,000,000	2,084,370
Kimberly-Clark Corp.	6.13%	8/1/2017	1,500,000	1,730,211
Danaher Corp.	5.63%	1/15/2018	1,000,000	1,139,950
McDonald's Corp	5.35%	3/1/2018	1,000,000	1,136,254
Unilever Capital Corp	2.20%	3/6/2019	1,000,000	998,716
McDonald's Corp	1.88%	5/29/2019	500,000	487,853
Unilever Capital Corp	4.25%	2/10/2021	3,000,000	3,217,221
McDonald's Corp	3.63%	5/20/2021	2,000,000	2,067,976
McDonald's Corp	2.63%	1/15/2022	1,000,000	952,990
Procter & Gamble Co.	2.30%	2/6/2022	2,000,000	1,874,486
Colgate Palmolive Co.	2.30%	5/3/2022	2,000,000	1,833,820
Colgate Palmolive Co.	1.95%	2/1/2023	1,000,000	869,220
Colgate Palmolive Co.	2.10%	5/1/2023	4,000,000	3,526,400
Kimberly-Clark Corp.	2.40%	6/1/2023	4,000,000	3,617,912
Procter & Gamble Co.	3.10%	8/15/2023	4,000,000	3,846,188
Total Consumer & Marketing			$ 31,000,000	$ 30,427,580
Electronic/Electrical Manufacturing				
Emerson Electric Co.	5.38%	10/15/2017	$ 1,000,000	$ 1,134,628
Emerson Electric Co.	5.25%	10/15/2018	1,000,000	1,133,538
Public Service Colorado	3.20%	5/15/2020	2,000,000	2,010,294
Detroit Edison Company	2.65%	6/15/2022	500,000	468,936
Public Service Colorado	2.25%	9/15/2022	1,000,000	906,513
General Electric Company	2.70%	10/9/2022	1,000,000	935,999
Emerson Electric Co.	2.63%	2/15/2023	2,000,000	1,867,984
Public Service Colorado	2.50%	3/15/2023	500,000	455,182
Total Electronic/Electrical Manufacturing			$ 9,000,000	$ 8,913,074
Financial Services				
General Electric Capital Co	5.38%	10/20/2016	$ 500,000	$ 557,032
General Electric Capital Co	5.40%	2/15/2017	500,000	556,462
John Deere Capital Corp.	5.50%	4/13/2017	1,000,000	1,120,074
Wachovia Corp.	5.75%	6/15/2017	750,000	855,521
General Electric Capital Co	5.63%	9/15/2017	500,000	568,799
General Electric Capital Co	5.63%	5/1/2018	500,000	574,184
American Honda Finance	2.13%	10/10/2018	1,500,000	1,493,824
John Deere Capital Corp.	1.95%	12/13/2018	1,000,000	993,632
Rio Tinto Finance	2.25%	12/14/2018	1,500,000	1,492,599
John Deere Capital Corp.	1.70%	1/15/2020	1,000,000	941,681
JPMorgan Chase & Co.*	4.50%	1/24/2022	1,000,000	1,057,731
John Deere Capital Corp.	2.75%	3/15/2022	1,000,000	946,514
Rio Tinto Finance	2.88%	8/21/2022	1,000,000	932,029
General Electric Capital Co	3.15%	9/7/2022	1,000,000	967,717
General Electric Capital Co	3.10%	1/9/2023	1,000,000	948,758
JPMorgan Chase & Co.	3.20%	1/25/2023	1,000,000	948,026
Caterpillar Financial Services	2.63%	3/1/2023	1,000,000	908,638
Total Financial Services			$ 15,750,000	$ 15,863,221

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Health Care & Pharmaceuticals				
Pfizer Inc.	4.50%	2/15/2014	$ 3,000,000	$ 3,014,271
GlaxoSmithKline	4.38%	4/15/2014	3,000,000	3,033,510
Astrazeneca PLC ADR	5.40%	6/1/2014	2,000,000	2,041,862
Baxter International Inc.	3.20%	3/1/2016	5,000,000	4,776,745
Amgen Inc.	5.85%	6/1/2017	1,000,000	1,134,598
Johnson & Johnson	5.55%	8/15/2017	1,000,000	1,141,425
Astrazeneca PLC ADR	5.90%	9/15/2017	750,000	857,599
Bristol-Myers Squibb	5.45%	5/1/2018	500,000	572,363
GlaxoSmithKline	5.65%	5/15/2018	1,000,000	1,151,140
Baxter International Inc.	5.38%	6/1/2018	2,000,000	2,264,062
Astrazeneca PLC ADR	1.95%	9/18/2019	500,000	485,809
Becton Dickinson & Co.	3.25%	11/12/2020	1,000,000	998,402
Becton Dickinson & Co.	3.13%	11/8/2021	1,000,000	969,364
Medtronic Inc.	3.13%	12/15/2021	2,000,000	1,943,286
GlaxoSmithKline	2.85%	5/8/2022	1,000,000	943,146
Bristol-Myers Squibb	2.00%	8/1/2022	1,500,000	1,327,725
Baxter International Inc.	2.40%	8/15/2022	2,000,000	1,812,976
Merck & Co. Inc.	2.40%	9/15/2022	1,000,000	913,433
Novartis Capital Corp.	2.40%	9/21/2022	2,000,000	1,833,660
GlaxoSmithKline	2.80%	3/18/2023	1,000,000	926,143
Medtronic Inc.	2.75%	4/1/2023	500,000	462,495
Merck & Co. Inc.	2.80%	5/18/2023	4,000,000	3,703,136
Pfizer Inc.	3.00%	6/15/2023	3,000,000	2,818,713
Bristol-Myers Squibb	3.25%	11/1/2023	1,000,000	959,518
Johnson & Johnson	3.38%	12/5/2023	1,500,000	1,482,414
Total Health Care & Pharmaceuticals			$ 42,250,000	$ 41,567,795
Machinery & Manufacturing				
Ingersoll Rand	4.75%	5/15/2015	$ 1,000,000	$ 1,040,543
Eaton Corp.	5.30%	3/15/2017	1,500,000	1,670,623
Shell International	5.20%	3/22/2017	1,000,000	1,117,064
United Technologies Corp.	5.38%	12/15/2017	1,500,000	1,709,340
Dover Corp.	5.45%	3/15/2018	1,000,000	1,130,264
Caterpillar Finance - MTN	5.45%	4/15/2018	1,000,000	1,136,679
Shell International	1.90%	8/10/2018	2,000,000	1,988,082
Total Capital SA	2.13%	8/10/2018	2,000,000	2,007,756
Shell International	4.30%	9/22/2019	1,000,000	1,096,118
Caterpillar Inc.	3.90%	5/27/2021	2,000,000	2,077,402
Caterpillar Finance - MTN	2.85%	6/1/2022	1,000,000	951,165
United Technologies Corp.	3.10%	6/1/2022	1,000,000	977,782
Deere & Co.	2.60%	6/8/2022	2,000,000	1,870,132
Covidien Intl	3.20%	6/15/2022	2,000,000	1,928,572
3M Company	2.00%	6/26/2022	1,500,000	1,368,725
Caterpillar Inc.	2.60%	6/26/2022	1,000,000	927,069
Covidien Intl	2.95%	6/15/2023	2,000,000	1,850,128
Shell International	2.38%	8/21/2022	1,000,000	915,669
Shell International	2.25%	1/6/2023	1,500,000	1,339,389
Thermo Fisher Scientific	3.15%	1/15/2023	2,000,000	1,861,226
Total Capital Canada LTD	2.75%	7/15/2023	500,000	461,910
Shell International	3.40%	8/12/2023	500,000	487,327
Caterpillar Finance - MTN	3.75%	11/24/2023	500,000	493,647
Honeywell International Inc.	5.30%	12/1/2023	2,000,000	1,957,618
Total Machinery & Manufacturing			$ 32,500,000	$ 32,364,230

State Farm 401(k) Savings Plan
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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Media & Broadcasting				
The Walt Disney Company	6.00%	7/17/2017	$ 1,000,000	$ 1,156,919
The Walt Disney Company	3.75%	6/1/2021	2,000,000	2,064,582
Comcast Corp. Cl A	3.13%	7/15/2022	2,000,000	1,908,604
Reed Elsevier Capital	3.13%	10/15/2022	1,000,000	924,754
The Walt Disney Company	2.35%	12/1/2022	2,000,000	1,817,170
Total Media & Broadcasting			$ 8,000,000	$ 7,872,029
Mining & Metals				
BHP Finance USA	5.25%	12/15/2015	$ 2,000,000	$ 2,176,592
BHP Finance USA	5.40%	3/29/2017	500,000	559,979
Alcoa Inc.	5.72%	2/23/2019	2,244,000	2,390,868
Alcoa Inc.	5.87%	2/23/2022	756,000	780,311
BHP Finance USA	2.88%	2/24/2022	1,000,000	956,319
BHP Finance USA	3.85%	9/30/2023	500,000	502,169
Total Mining & Metals			$ 7,000,000	$ 7,366,238
Oil, Gas & Other Energy				
ConocoPhillips	5.63%	10/15/2016	$ 500,000	$ 559,433
Total Capital Intl SA	1.55%	6/28/2017	1,500,000	1,500,323
Marathon Oil Corp.	5.90%	3/15/2018	1,000,000	1,137,880
ConocoPhillips	5.20%	5/15/2018	1,000,000	1,128,402
Chevron Corporation	4.95%	3/3/2019	3,000,000	3,402,927
BP Capital Markets PLC	4.75%	3/10/2019	3,000,000	3,343,911
Trans-Canada Pipelines	2.50%	8/1/2022	2,000,000	1,824,148
Occidental Pete Corp.	2.70%	8/15/2022	2,000,000	1,830,938
Chevron Corporation	2.36%	9/5/2022	3,000,000	2,728,764
Apache Corp.	2.63%	10/15/2022	2,000,000	1,854,296
Total Capital Intl SA	2.70%	1/25/2023	1,000,000	922,444
Chevron Corporation	3.19%	3/24/2023	3,000,000	2,879,853
Trans-Canada Pipelines	3.75%	10/16/2023	1,000,000	974,658
Schlumberger Investment	3.65%	12/1/2023	2,000,000	1,982,586
Total Capital Intl SA	3.70%	1/15/2024	1,500,000	1,483,161
Total Oil, Gas & Other Energy			$ 27,500,000	$ 27,553,724

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Retailers				
Lowe's Companies Inc.	5.00%	10/15/2015	$ 1,000,000	$ 1,076,922
Home Depot Inc.	5.40%	3/1/2016	1,000,000	1,096,887
Target Corp	5.88%	7/15/2016	1,300,000	1,462,867
Lowe's Companies Inc.	5.40%	10/15/2016	1,000,000	1,120,039
Target Corp	5.38%	5/1/2017	1,500,000	1,686,078
Target Corp	6.00%	1/15/2018	500,000	577,416
Wal-Mart Stores Inc.	5.80%	2/15/2018	1,000,000	1,155,591
Home Depot Inc.	2.25%	8/10/2018	1,000,000	1,013,753
CVS Caremark Corp.	2.25%	11/5/2018	1,000,000	999,708
Wal-Mart Stores Inc.	1.95%	12/15/2018	1,000,000	996,392
Costco Wholesale	1.70%	12/15/2019	3,000,000	2,889,681
Wal-Mart Stores Inc.	4.25%	4/15/2021	2,000,000	2,153,474
Lowe's Companies Inc.	3.12%	1/15/2022	1,000,000	969,637
Home Depot Inc.	2.70%	1/1/2023	2,000,000	1,843,700
Wal-Mart Stores Inc.	2.55%	1/11/2023	1,000,000	913,673
Lowe's Companies Inc.	3.88%	6/15/2023	2,000,000	2,010,876
CVS Caremark Corp.	4.00%	9/5/2023	2,000,000	1,995,768
Home Depot Inc.	3.75%	2/15/2024	1,000,000	995,334
Total Retailers			$ 24,300,000	$ 24,957,796
Telcom & Telcom Equipment				
Verizon Communications	5.50%	2/15/2018	$ 500,000	$ 564,880
Verizon Communications	3.65%	9/14/2018	1,000,000	1,058,564
AT&T Inc.	2.38%	11/27/2018	1,000,000	1,000,858
Verizon Communications	4.50%	9/15/2020	1,000,000	1,070,566
AT&T Inc.	3.00%	2/15/2022	3,000,000	2,826,462
Vodofone Group PLC	2.50%	9/26/2022	2,000,000	1,766,290
Verizon Communications	2.45%	11/1/2022	2,000,000	1,770,490
AT&T Inc.	2.63%	12/1/2022	1,000,000	902,262
Vodofone Group PLC	2.95%	2/19/2023	1,000,000	912,010
Verizon Communications	5.15%	9/15/2023	1,000,000	1,073,692
Total Telcom & Telcom Equipment			$ 13,500,000	$ 12,946,074
Textiles & Clothing				
Nike Inc.	2.25%	5/1/2023	$ 2,500,000	$ 2,235,323
Total Textile & Clothing			$ 2,500,000	$ 2,235,323
Transportation				
United Parcel Services Inc.	5.50%	1/15/2018	$ 1,000,000	$ 1,143,898
Burlington North Santa Fe	3.05%	6/1/2022	500,000	468,797
United Parcel Services Inc.	2.45%	10/1/2022	2,000,000	1,837,828
Burlington North Santa Fe	3.00%	3/15/2023	1,500,000	1,396,891
Union Pacific Corp.	2.75%	4/15/2023	1,000,000	915,099
Burlington North Santa Fe	3.85%	9/1/2023	1,000,000	983,640
Norfolk Southern Corp.	3.85%	1/15/2024	2,000,000	1,964,518
Total Transportation			$ 9,000,000	$ 8,710,671

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Current Value
Utilities & Energy				
Commonwealth Edison	4.70%	4/15/2015	$ 1,000,000	$ 1,050,293
Georgia Power	5.25%	12/15/2015	2,000,000	2,168,442
Union Elec Co.	5.40%	2/1/2016	2,000,000	2,165,624
Consolidated Edison Co NY	5.30%	12/1/2016	1,000,000	1,118,634
Georgia Power	5.70%	6/1/2017	1,000,000	1,127,175
Midamerican Energy Company	5.95%	7/15/2017	500,000	573,754
NSTAR Electric Co	5.63%	11/15/2017	1,500,000	1,699,156
Northern States Power Co.	5.25%	3/1/2018	1,000,000	1,129,708
PECO Energy Co.	5.35%	3/1/2018	1,000,000	1,134,539
Commonwealth Edison	5.80%	3/15/2018	500,000	574,284
Consolidated Edison Co NY	5.85%	4/1/2018	500,000	578,249
Union Elec Co.	6.00%	4/1/2018	1,000,000	1,129,905
Duke Energy Carolinas	5.10%	4/15/2018	1,000,000	1,126,788
Pub Svc Elec & Gas	5.30%	5/1/2018	500,000	565,047
Florida Power Corp	5.65%	6/15/2018	1,000,000	1,146,109
Pub Svc Elec & Gas	2.30%	8/15/2018	1,000,000	1,008,170
Midamerican Energy Company	2.40%	2/15/2019	2,000,000	2,014,014
Commonwealth Edison	4.00%	8/1/2020	1,000,000	1,061,990
Kentucky Utilities	3.25%	8/1/2020	1,000,000	1,016,186
Alabama Power Company	3.38%	10/1/2020	450,000	458,682
Southern Cal Edison	3.88%	3/1/2021	2,000,000	2,101,108
San Diego Gas	3.00%	8/15/2021	1,000,000	985,505
PPL Electric Utilities	3.00%	9/15/2021	1,945,000	1,913,911
Carolina Power & Light Co.	2.80%	5/15/2022	1,000,000	952,682
Consumers Energy Company	2.85%	5/15/2022	2,000,000	1,905,560
Georgia Power	2.85%	5/15/2022	1,000,000	943,727
Centerpoint Ener Houston	2.25%	8/1/2022	2,000,000	1,808,354
Baltimore Gas & Electric C	2.80%	8/15/2022	1,000,000	930,874
Northern States Power Co.	2.15%	8/15/2022	500,000	449,953
Pacific Gas & Electric	2.45%	8/15/2022	1,000,000	897,745
Ameren Illinois Co.	2.70%	9/1/2022	1,000,000	935,949
PPL Electric Utilities	2.50%	9/1/2022	500,000	460,933
PECO Energy Co.	2.38%	9/15/2022	500,000	454,382
Tampa Electric Company	2.60%	9/15/2022	500,000	460,950
NSTAR Electric Co	2.38%	10/15/2022	500,000	454,010
Wisconsin Power & Light	2.25%	11/15/2022	1,600,000	1,430,938
Virginia Electric & Power	2.75%	3/15/2023	1,000,000	929,744
Northern States Power Co.	2.60%	5/15/2023	3,000,000	2,755,125
Pub Svc Elec & Gas	2.38%	5/15/2023	4,000,000	3,596,668
Florida Power-Light	2.75%	6/1/2023	3,000,000	2,808,036
Pacificorp	2.95%	6/1/2023	3,000,000	2,814,339
San Diego Gas	3.60%	6/1/2023	3,500,000	3,498,261
Pacific Gas & Electric	3.25%	6/15/2023	3,000,000	2,845,740
Consumers Energy Company	3.38%	8/15/2023	2,000,000	1,946,832
Laclede Gas Co.	3.40%	8/15/2023	2,000,000	1,942,954
Duke Energy Ohio Inc.	3.80%	9/1/2023	1,200,000	1,199,402
Southern Cal Edison	3.50%	10/1/2023	1,000,000	980,050
Pub Svc New Hamp	3.50%	11/1/2023	2,000,000	1,958,244
Delmarva Power & Light Co.	3.50%	11/15/2023	1,000,000	983,094
Alabama Power Company	3.55%	12/1/2023	2,000,000	1,962,924
DTE Electric Co.	3.65%	3/15/2024	4,000,000	3,970,908
Total Utilities & Energy			$ 74,695,000	$ 74,125,651
Total Corporate Bonds			$ 389,945,000	$ 386,572,381

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Foreign Government Bonds				
Province of New Brunswick	5.20%	2/21/2017	$ 2,500,000	$ 2,816,900
Total Foreign Government			$ 2,500,000	$ 2,816,900
Total Fixed Income			$ 977,338,078	$ 1,005,053,751
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund*			$ 10,077,015	$ 10,077,015
Total Short Term Investments			$ 10,077,015	$ 10,077,015
Total Balanced Account Investments			$ 987,415,093	$ 2,390,346,182
NET ASSETS				**$ 2,390,346,182**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	$ 177,154,330
The Coca-Cola Company	2,204,800	91,080,288
Kellogg Company	800,000	48,856,000
McCormick & Co Inc	448,400	30,903,728
Nestle S.A. ADR	1,370,350	100,844,056
Pepsico Inc.	671,100	55,661,034
Total Agricultural, Foods, & Beverage	9,576,547	$ 504,499,436
Banks		
M&T Bank Corp	212,400	$ 24,727,608
Northern Trust Corp.	625,900	38,736,951
US Bancorp	424,900	17,165,960
Wells Fargo & Company	2,781,800	126,293,720
Total Banks	4,045,000	$ 206,924,239
Building Materials & Construction		
Vulcan Materials Company	1,208,400	$ 71,803,128
Total Building Materials & Construction	1,208,400	$ 71,803,128
Chemicals		
Air Products & Chemicals Inc	1,120,800	$ 125,283,024
Dow Chemical	252,200	11,197,680
EI du Pont de Nemours & Co	213,696	13,883,829
Intl Flavors & Fragrances	390,700	33,592,386
Novozymes A/S - B Shares	1,241,250	52,392,120
Sigma-Aldrich Corporation	2,042,400	192,006,024
Total Chemicals	5,261,046	$ 428,355,063
Computer & Technology		
Hewlett-Packard Company	3,520,000	$ 98,489,600
Int'l Business Machines Corp.	632,800	118,694,296
Total Computer & Technology	4,152,800	$ 217,183,896

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Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Computer Software and Services		
Facebook Inc. A	344,950	$ 18,854,967
Google Inc - Cl A	17,700	19,836,567
SAP AG	475,200	$ 40,728,159
Total Computer Software and Services	837,850	$ 79,419,693
Consumer & Marketing		
Aptargroup Inc.	610,800	$ 41,418,348
Colgate Palmolive Co.	787,200	51,333,312
Procter & Gamble Co.	2,070,460	168,556,149
Total Consumer & Marketing	3,468,460	$ 261,307,809
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	671,264	$ 38,389,588
Emerson Electric Co	789,700	55,421,146
General Electric Company	4,803,500	134,642,105
Linear Technology Corp.	1,149,600	52,364,280
Total Electronic/Electrical Manufacturing	7,414,064	$ 280,817,119
Financial Services		
Berkshire Hathaway Inc. Class A	208	$ 37,003,200
Berkshire Hathaway Inc. Class B	1180	139,901
Total Financial Services	1,388	$ 37,143,101
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	$ 40,491,812
AbbVie Inc.	1,056,400	55,788,484
Amgen Inc.	265,350	30,292,356
Baxter International Inc.	249,900	17,380,545
Eli Lilly & Co.	1,060,800	54,100,800
Johnson & Johnson	2,780,600	254,675,154
Merck & Co. Inc.	402,050	20,122,602
Pfizer Inc.	2,093,403	64,120,934
Zoetis Inc.	659,797	21,568,764
Total Health Care & Pharmaceuticals	9,624,700	$ 558,541,451

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Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Machinery & Manufacturing		
3M Co	696,400	$ 97,670,100
ASML Holding NV-NY REG SHS	131,200	12,293,440
Caterpillar Inc.	1,079,500	98,029,395
Deere & Co.	180,000	16,439,400
Donaldson Inc.	431,440	18,750,382
HNI Corp	1,600,800	62,159,064
Illinois Tool Works	944,600	79,421,968
Total Machinery & Manufacturing	5,063,940	$ 384,763,749
Media & Broadcasting		
Lee Enterprises Class A	348,800	$ 1,210,336
The Walt Disney Company	3,097,857	236,676,275
Total Media & Broadcasting	3,446,657	$ 237,886,611
Mining & Metals		
BHP Billiton PLC	1,018,591	$ 31,524,139
Nucor Corporation	1,744,400	93,116,072
Rio Tinto PLC ADR	1,054,000	59,477,220
Rio Tinto PLC	553,350	31,240,985
Total Mining & Metals	4,370,341	$ 215,358,416
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	$ 58,463,657
Bill Barrett Corp	357,450	9,572,511
Chevron Corp	1,371,800	171,351,538
Devon Energy	239,770	14,834,570
Exxon Mobil Corp.	2,821,200	285,505,440
Imperial Oil Ltd.	129,700	5,736,631
Noble Energy Inc.	163,600	11,142,796
Royal Dutch Shell PLC - ADR Class A	492,400	35,093,348
Schlumberger Ltd.	68,600	6,181,546
Spectra Energy Corp.	147,500	5,253,950
Tidewater Inc.	168,409	9,981,601
Total Oil, Gas & Other Energy	8,681,529	$ 613,117,588

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Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Retailers		
Wal-Mart Stores Inc.	1,695,700	$ 133,434,633
Total Retailers	1,695,700	$ 133,434,633
Telcom & Telcom Equipment		
AT&T Inc.	2,429,972	$ 85,437,816
Corning Incorporated	1,485,300	26,468,046
Verizon Communications	707,700	34,776,378
Total Telcom & Telcom Equipment	4,622,972	$ 146,682,240
Transportation		
GATX Corporation	166,800	$ 8,701,956
Union Pacific Corp.	36,100	6,064,800
Total Transportation	202,900	$ 14,766,756
Utilities		
Duke Energy Corp.	181,300	$ 12,511,513
Total Utilities	181,300	$ 12,511,513
Total Common Stocks	73,855,594	$ 4,404,516,441
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund*	105,935,725	$ 105,935,724
Total Short Term Investments	105,935,725	$ 105,935,724
Total Equities Account Investments	179,791,319	$ 4,510,452,165
NET ASSETS		**$ 4,510,452,165**
Total of State Farm Accounts		**7,915,986,572**

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Common Collective Trust Plus - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2010	1,018,914	37,333,003
Target Retirement Trust I - 2015	3,585,158	137,562,515
Target Retirement Trust I - 2020	5,090,871	201,802,120
Target Retirement Trust I - 2025	5,105,145	207,728,338
Target Retirement Trust I - 2030	4,490,075	187,730,055
Target Retirement Trust I - 2035	3,317,941	142,306,507
Target Retirement Trust I - 2040	2,390,412	104,078,553
Target Retirement Trust I - 2045	1,469,928	64,015,400
Target Retirement Trust I - 2050	2,032,590	88,600,582
Target Retirement Trust I - 2055	319,131	13,901,392
Target Retirement Trust I - 2060	232,293	6,086,102
Target Retirement Trust I - Income	3,480,954	121,763,754
Total Common Collective Trust Plus - Vanguard Fiduciary Trust Co.		**1,312,908,321**
Total of All Accounts		**9,228,894,893**
Notes receivable from participants*		112,211,790
Total Investments at fair value and notes receivable from participants		**9,341,106,683**

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

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN FIXED INCOME ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Description of Investment: Rate of Interest %	Date of Maturity	Par Value	Market Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	4.00%	2/15/2014	$ 40,000,000	$ 40,185,920
U.S. Treasury Notes	4.75%	5/15/2014	20,000,000	20,339,060
U.S. Treasury Notes	2.63%	6/30/2014	20,000,000	20,248,440
U.S. Treasury Notes	4.25%	8/15/2014	30,000,000	30,764,070
U.S. Treasury Notes	4.25%	11/15/2014	25,000,000	25,881,825
U.S. Treasury Notes	2.25%	1/31/2015	25,000,000	25,556,650
U.S. Treasury Notes	4.00%	2/15/2015	15,000,000	15,636,330
U.S. Treasury Notes	4.13%	5/15/2015	25,000,000	26,330,075
U.S. Treasury Notes	4.25%	8/15/2015	25,000,000	26,596,675
U.S. Treasury Notes	4.50%	11/15/2015	25,000,000	26,932,625
U.S. Treasury Notes	2.13%	2/29/2016	25,000,000	25,912,100
U.S. Treasury Notes	2.63%	4/30/2016	25,000,000	26,226,550
U.S. Treasury Notes	3.25%	7/31/2016	25,000,000	26,697,275
U.S. Treasury Notes	3.13%	10/31/2016	25,000,000	26,675,775
U.S. Treasury Notes	2.75%	11/30/2016	25,000,000	26,427,725
U.S. Treasury Notes	3.00%	2/28/2017	25,000,000	26,640,625
U.S. Treasury Notes	2.75%	5/31/2017	25,000,000	26,468,750
U.S. Treasury Notes	2.38%	7/31/2017	25,000,000	26,123,050
U.S. Treasury Notes	1.88%	9/30/2017	25,000,000	25,638,675
U.S. Treasury Notes	1.88%	10/31/2017	20,000,000	20,500,000
U.S. Treasury Notes	2.25%	11/30/2017	25,000,000	25,945,300
U.S. Treasury Notes	2.75%	12/31/2017	32,500,000	34,348,438
U.S. Treasury Notes	2.63%	1/31/2018	25,000,000	26,289,050
U.S. Treasury Notes	2.75%	2/28/2018	25,000,000	26,412,100
U.S. Treasury Notes	2.88%	3/31/2018	25,000,000	26,498,050
U.S. Treasury Notes	2.63%	4/30/2018	25,000,000	26,240,225
U.S. Treasury Notes	2.38%	5/31/2018	25,000,000	25,951,175
U.S. Treasury Notes	2.38%	6/30/2018	25,000,000	25,927,725
U.S. Treasury Notes	2.25%	7/31/2018	25,000,000	25,771,475
U.S. Treasury Notes	1.50%	8/31/2018	15,000,000	14,923,830
U.S. Treasury Notes	1.38%	9/30/2018	25,000,000	24,695,300
U.S. Treasury Notes	1.75%	10/31/2018	25,000,000	25,109,375
U.S. Treasury Notes	1.38%	11/30/2018	25,000,000	24,625,000
U.S. Treasury Notes	1.38%	12/31/2018	25,000,000	24,583,975
U.S. Treasury Notes	1.25%	1/31/2019	25,000,000	24,380,850
U.S. Treasury Notes	1.38%	2/28/2019	30,000,000	29,381,250
U.S. Treasury Notes	1.25%	4/30/2019	15,000,000	14,532,420
U.S. Treasury Notes	1.13%	5/31/2019	25,000,000	24,000,000
U.S. Treasury Notes	1.25%	10/31/2019	25,000,000	23,912,100
U.S. Treasury Notes	1.00%	11/30/2019	20,000,000	18,792,180
Total U.S. Government Securities			$ 982,500,000	$ 1,008,102,013
Fixed Income Account (Short Term Investments)				
JP Morgan MMF US Govt Mny Mkt Fund*			$ 7,086,212	$ 7,086,212
Total Short Term Investments			$ 7,086,212	$ 7,086,212
Total Fixed Income Account Investments			$ 989,586,212	$ 1,015,188,225
NET ASSETS				**$ 1,015,188,225**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Company	998,232	$ 43,323,269
Campbell Soup Company	28,000	1,211,840
The Coca-Cola Company	554,600	22,910,526
Kellogg Company	240,000	14,656,800
McCormick & Co Inc	200,600	13,825,352
Nestle S.A. ADR	359,000	26,418,810
Pepsico Inc.	185,900	15,418,546
Sysco Corp.	314,500	11,353,450
Total Agricultural, Foods, & Beverage	2,880,832	$ 149,118,593
Banks		
M&T Bank Corp	135,800	$ 15,809,836
Northern Trust Corp.	167,900	10,391,331
US Bancorp	108,000	4,363,200
Wells Fargo & Company	715,900	32,501,860
Total Banks	1,127,600	$ 63,066,227
Building Materials & Construction		
Vulcan Materials Company	319,100	$ 18,960,922
Total Building Materials & Construction	319,100	$ 18,960,922
Chemicals		
Air Products & Chemicals Inc.	256,000	$ 28,615,680
Dow Chemical	75,000	3,330,000
EI du Pont de Nemours & Co.	227,784	14,799,127
Intl Flavors & Fragrances	159,000	13,670,820
Novozymes A/S - B Shares	385,500	16,271,631
Sigma-Aldrich Corporation	366,200	34,426,462
Total Chemicals	1,469,484	$ 111,113,720
Computer & Technology		
Hewlett-Packard Company	920,000	$ 25,741,600
Int'l Business Machines Corp.	188,900	35,431,973
Total Computer & Technology	1,108,900	$ 61,173,573
Computer Software and Services		
Automatic Data Processing Inc.	141,000	$ 11,394,210
Facebook Inc. A	103,500	5,657,310
Google Inc - Cl A	5,300	5,939,763
Intuit Inc.	79,600	6,075,072
SAP AG	126,000	10,799,133
Total Computer Software and Services	455,400	$ 39,865,488

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Consumer & Marketing		
Aptargroup Inc.	277,300	$ 18,803,713
Colgate Palmolive Co.	251,000	16,367,710
Procter & Gamble Co.	644,700	52,485,027
Total Consumer & Marketing	1,173,000	$ 87,656,450
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	175,444	$ 10,033,642
Emerson Electric Company	298,100	20,920,658
General Electric Company	1,426,300	39,979,189
KLA-Tencor Corp.	60,500	3,899,830
Linear Technology Corp.	297,500	13,551,125
Total Electronic/Electrical Manufacturing	2,257,844	$ 88,384,444
Financial Services		
Berkshire Hathaway Inc. Class A	58	$ 10,318,200
Berkshire Hathaway Inc. Class B	545	64,615
Total Financial Services	603	$ 10,382,815
Health Care & Pharmaceuticals		
Abbott Laboratories	221,100	$ 8,474,763
AbbVie Inc.	221,100	11,676,291
Allergan Inc.	176,800	19,638,944
Amgen Inc.	70,750	8,076,820
Baxter International Inc.	105,000	7,302,750
Eli Lilly & Co.	264,000	13,464,000
GlaxoSmithKline PLC ADR	97,200	5,189,508
Johnson & Johnson	523,200	47,919,888
Medtronic Inc.	80,100	4,596,939
Merck & Co. Inc.	112,600	5,635,630
Pfizer Inc.	1,051,253	32,199,879
Teva Pharmaceutical S.P. ADR	144,700	5,799,576
Zoetis Inc.	331,332	10,831,243
Total Health Care & Pharmaceuticals	3,399,135	$ 180,806,231
Machinery & Manufacturing		
3M Co.	189,600	$ 26,591,400
ASML Holding NV-NY REG SHS	48,800	$ 4,572,560
Caterpillar Inc.	338,800	30,766,428
Deere & Co.	71,000	6,484,430
Donaldson Inc.	481,000	20,904,260
HNI Corp.	136,800	5,311,944
Illinois Tool Works	397,100	33,388,168
Total Machinery & Manufacturing	1,663,100	$ 128,019,190
Media & Broadcasting		
Lee Enterprises Class A	100,000	$ 347,000
The Walt Disney Company	909,312	69,471,437
Total Media & Broadcasting	1,009,312	$ 69,818,437

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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Mining & Metals		
BHP Billiton PLC	438,493	$ 13,570,820
Newmont Mining Corporation	31,300	720,839
Nucor Corporation	495,200	26,433,776
Rio Tinto PLC	232,170	13,107,833
Rio Tinto PLC ADR	358,800	20,247,084
Total Mining & Metals	1,555,963	$ 74,080,352
Oil, Gas & Other Energy		
BG Group PLC	1,000,300	$ 21,491,748
Bill Barrett Corp	150,000	4,017,000
Chevron Corp	338,600	42,294,526
Cimarex Energy Co.	120,700	12,662,637
Devon Energy	86,482	5,350,641
Exxon Mobil Corp.	657,700	66,559,240
Noble Energy Inc	135,600	9,235,716
Royal Dutch Shell PLC - ADR Class A	222,600	15,864,702
Schlumberger Ltd.	65,400	5,893,194
Spectra Energy Corp.	382,300	13,617,526
Tidewater Inc.	68,000	4,030,360
Woodside Petroleum Limited	95,036	3,299,114
Total Oil, Gas & Other Energy	3,322,718	$ 204,316,404
Retailers		
Wal-Mart Stores Inc.	406,300	$ 31,971,747
Total Retailers	406,300	$ 31,971,747
Telcom & Telcom Equipment		
AT&T Inc.	624,915	$ 21,972,012
Corning Incorporated	355,200	6,329,664
Verizon Communications	189,800	9,326,772
Total Telcom & Telcom Equipment	1,169,915	$ 37,628,448
Transportation		
GATX Corporation	147,000	$ 7,668,990
Union Pacific Corp.	12,825	$ 2,154,600
Total Transportation	159,825	$ 9,823,590
Utilities & Energy		
Duke Energy Corporation	130,833	$ 9,028,785
Total Utilities & Energy	130,833	$ 9,028,785
Total Common Stocks	23,609,864	$ 1,375,215,416

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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Fixed Income				
U.S. Government Securities				
U.S. Treasury Notes	4.00%	2/15/2014	$ 15,000,000	$ 15,069,720
U.S. Treasury Notes	4.75%	5/15/2014	15,000,000	15,254,295
U.S. Treasury Notes	4.25%	8/15/2014	15,000,000	15,382,035
U.S. Treasury Notes	4.25%	11/15/2014	15,000,000	15,529,095
U.S. Treasury Notes	4.00%	2/15/2015	20,000,000	20,848,440
U.S. Treasury Notes	4.13%	5/15/2015	40,000,000	42,128,120
U.S. Treasury Notes	2.63%	2/29/2016	25,000,000	26,187,500
U.S. Treasury Notes	5.13%	5/15/2016	15,000,000	16,623,045
U.S. Treasury Notes	3.25%	7/31/2016	15,000,000	16,018,365
U.S. Treasury Notes	4.88%	8/15/2016	25,000,000	27,773,450
U.S. Treasury Notes	4.63%	2/15/2017	25,000,000	27,882,800
U.S. Treasury Notes	3.25%	3/31/2017	10,000,000	10,746,880
U.S. Treasury Notes	4.25%	11/15/2017	15,000,000	16,701,570
U.S. Treasury Notes	3.50%	2/15/2018	15,000,000	16,284,375
U.S. Treasury Notes	4.00%	8/15/2018	15,000,000	16,637,115
U.S. Treasury Notes	3.75%	11/15/2018	10,000,000	10,974,220
U.S. Treasury Notes	3.13%	5/15/2019	15,000,000	15,984,375
U.S. Treasury Notes	3.63%	8/15/2019	25,000,000	27,240,225
U.S. Treasury Notes	3.38%	11/15/2019	25,000,000	26,890,625
U.S. Treasury Notes	3.63%	2/15/2020	35,000,000	38,095,330
U.S. Treasury Notes	3.50%	5/15/2020	35,000,000	37,758,980
U.S. Treasury Notes	3.63%	2/15/2021	35,000,000	37,769,935
U.S. Treasury Notes	3.13%	5/15/2021	25,000,000	26,060,550
U.S. Treasury Notes	1.75%	5/15/2022	25,000,000	23,117,200
U.S. Treasury Notes	2.50%	8/15/2023	30,000,000	28,809,360
Total U.S. Government Securities			$ 540,000,000	$ 571,767,605
Government Agency Securities				
Agency Notes & Bonds				
Tenn Valley Authority	5.50%	7/18/2017	$ 1,000,000	$ 1,145,117
Tenn Valley Authority	3.88%	2/15/2021	2,000,000	2,111,862
Tenn Valley Authority	1.75%	10/15/2018	2,000,000	1,987,574
Total Agency Notes & Bonds			$ 5,000,000	$ 5,244,553
Agency Commercial Mortgage-Backed Securities				
Federal Home Loan Mortgage Corp.	2.79%	1/25/2022	$ 10,000,000	$ 9,705,400
Federal National Mortgage Association	2.72%	2/25/2022	10,000,000	9,644,450
Federal Home Loan Mortgage Corp.	2.31%	8/25/2022	10,000,000	9,222,810
Federal Home Loan Mortgage Corp.	2.84%	10/25/2022	9,893,078	10,079,652
Total Agency CMBS			$ 39,893,078	$ 38,652,312
Total Government Agency Securities			$ 44,893,078	$ 43,896,865

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as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Corporate Bonds				
Aerospace/Defense				
Lockheed Martin Corp.	3.35%	9/15/2021	$ 1,000,000	$ 992,201
Raytheon Co.	2.50%	12/15/2022	2,000,000	1,822,010
Total Aerospace/Defense			$ 3,000,000	$ 2,814,211
Agricultural, Foods & Beverage				
General Mills Inc.	5.20%	3/17/2015	$ 500,000	$ 527,184
Bottling Group LLC	5.50%	4/1/2016	1,000,000	1,101,625
The Hershey Company	5.45%	9/1/2016	500,000	558,075
Kraft Foods Inc.	6.50%	8/11/2017	1,000,000	1,161,970
The Coca-Cola Company	5.35%	11/15/2017	2,000,000	2,277,169
Sysco Corp.	5.25%	2/12/2018	1,000,000	1,119,739
Pepsico Inc.	5.00%	6/1/2018	1,000,000	1,121,723
The Coca-Cola Company	2.45%	11/1/2020	2,000,000	1,942,628
Kellogg Company	4.00%	12/15/2020	2,000,000	2,075,482
The Coca-Cola Company	3.30%	9/1/2021	1,000,000	1,001,601
Pepsico Inc.	2.75%	3/5/2022	2,000,000	1,900,196
Kellogg Company	3.13%	5/17/2022	2,000,000	1,896,212
Sysco Corp.	2.60%	6/12/2022	1,000,000	911,589
Campbell Soup Company	2.50%	8/2/2022	1,000,000	882,167
Pepsico Inc.	2.25%	8/15/2022	1,000,000	1,002,976
The Hershey Company	2.63%	2/1/2023	1,900,000	1,746,334
Kellogg Company	2.75%	3/1/2023	1,000,000	902,314
Pepsico Inc.	2.75%	3/1/2023	2,000,000	1,851,124
The Coca-Cola Company	2.50%	4/1/2023	2,000,000	1,834,820
Total Agricultural, Foods, & Beverage			$ 25,900,000	$ 25,814,928
Automotive				
Toyota Motor Credit Corp.	2.00%	10/24/2018	$ 1,500,000	$ 1,499,563
Johnson Controls Inc.	4.25%	3/1/2021	2,000,000	2,078,040
Toyota Motor Credit Corp.	2.63%	1/10/2023	1,000,000	927,246
Total Automotive			$ 4,500,000	$ 4,504,849
Banks				
Mellon Funding Corp	5.20%	5/15/2014	$ 500,000	$ 508,752
US Bank NA	4.95%	10/30/2014	1,500,000	1,557,064
Wachovia Bank NA	5.60%	3/15/2016	750,000	821,347
JP Morgan Chase*	5.88%	6/13/2016	500,000	554,544
Bank of America NA	6.00%	6/15/2016	1,000,000	1,101,365
Bank of America NA	5.30%	3/15/2017	500,000	551,111
JP Morgan Chase*	6.00%	10/1/2017	1,500,000	1,716,179
Wachovia Bank NA	6.00%	11/15/2017	500,000	576,950
Wells Fargo & Company	5.63%	12/11/2017	500,000	573,098
Bank of New York	2.10%	8/1/2018	3,000,000	2,988,780
US Bancorp	1.95%	11/15/2018	2,500,000	2,486,592
Wells Fargo & Company	2.15%	1/15/2019	1,000,000	996,868
US Bancorp	3.00%	2/15/2022	1,000,000	966,971
Total Banks			$ 14,750,000	$ 15,399,621

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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Building Materials & Construction				
Cooper Industries Ltd	5.45%	4/1/2015	$ 500,000	$ 528,572
Cooper Industries Ltd	6.10%	7/1/2017	1,000,000	1,141,856
Total Building Materials & Construction			$ 1,500,000	$ 1,670,428
Chemicals				
El du Pont de Nemours & Co.	4.88%	4/30/2014	$ 3,000,000	$ 3,043,602
Praxair Inc.	4.63%	3/30/2015	1,000,000	1,050,556
Praxair Inc.	5.38%	11/1/2016	1,000,000	1,115,291
Monsanto Co.	1.85%	11/15/2018	1,000,000	986,829
El du Pont de Nemours & Co.	3.63%	1/15/2021	1,000,000	1,020,510
Praxair Inc.	2.45%	2/15/2022	2,000,000	1,838,552
Monsanto Co.	2.20%	7/15/2022	1,300,000	1,177,529
PPG Industries Inc.	2.70%	8/15/2022	500,000	456,237
Praxair Inc.	2.20%	8/15/2022	1,000,000	889,775
El du Pont de Nemours & Co.	2.80%	2/15/2023	1,000,000	915,843
Praxair Inc.	2.70%	2/21/2023	1,000,000	922,647
Total Chemicals			$ 13,800,000	$ 13,417,371
Commercial Service/Supplies				
Pitney Bowes Inc	5.75%	9/15/2017	$ 500,000	$ 550,995
Cintas Corp	3.25%	6/1/2022	2,000,000	1,906,696
Total Commercial Service/Supplies			$ 2,500,000	$ 2,457,691
Computer & Technology				
Int'l Business Machines Corp.	5.70%	9/14/2017	$ 1,000,000	$ 1,148,298
Int'l Business Machines Corp.	1.88%	5/15/2019	3,000,000	2,942,484
Int'l Business Machines Corp.	1.63%	5/15/2020	3,000,000	2,813,193
Int'l Business Machines Corp.	1.88%	8/1/2022	1,000,000	873,943
Total Computer & Technology			$ 8,000,000	$ 7,777,918
Computer Software & Service				
Oracle Corp.	2.38%	1/15/2019	$ 2,000,000	$ 2,017,904
Microsoft Corporation	4.00%	2/8/2021	2,000,000	2,111,780
Microsoft Corporation	2.13%	11/15/2022	2,000,000	1,806,780
Intel Corporation	2.70%	12/15/2022	3,000,000	2,765,421
Microsoft Corporation	2.38%	5/1/2023	3,000,000	2,714,109
Texas Instruments Inc.	2.25%	5/1/2023	5,000,000	4,412,030
Oracle Corp.	5.63%	7/15/2023	2,000,000	1,983,934
Total Computer Software & Service			$ 19,000,000	$ 17,811,958

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as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Consumer & Marketing				
Ecolab Inc.	4.88%	2/15/2015	$ 1,000,000	$ 1,044,013
Procter & Gamble Co.	3.15%	9/1/2015	2,000,000	2,084,370
Kimberly-Clark Corp.	6.13%	8/1/2017	1,500,000	1,730,211
Danaher Corp.	5.63%	1/15/2018	1,000,000	1,139,950
McDonald's Corp	5.35%	3/1/2018	1,000,000	1,136,254
Unilever Capital Corp	2.20%	3/6/2019	1,000,000	998,716
McDonald's Corp	1.88%	5/29/2019	500,000	487,853
Unilever Capital Corp	4.25%	2/10/2021	3,000,000	3,217,221
McDonald's Corp	3.63%	5/20/2021	2,000,000	2,067,976
McDonald's Corp	2.63%	1/15/2022	1,000,000	952,990
Procter & Gamble Co.	2.30%	2/6/2022	2,000,000	1,874,486
Colgate Palmolive Co.	2.30%	5/3/2022	2,000,000	1,833,820
Colgate Palmolive Co.	1.95%	2/1/2023	1,000,000	869,220
Colgate Palmolive Co.	2.10%	5/1/2023	4,000,000	3,526,400
Kimberly-Clark Corp.	2.40%	6/1/2023	4,000,000	3,617,912
Procter & Gamble Co.	3.10%	8/15/2023	4,000,000	3,846,188
Total Consumer & Marketing			$ 31,000,000	$ 30,427,580
Electronic/Electrical Manufacturing				
Emerson Electric Co.	5.38%	10/15/2017	$ 1,000,000	$ 1,134,628
Emerson Electric Co.	5.25%	10/15/2018	1,000,000	1,133,538
Public Service Colorado	3.20%	5/15/2020	2,000,000	2,010,294
Detroit Edison Company	2.65%	6/15/2022	500,000	468,936
Public Service Colorado	2.25%	9/15/2022	1,000,000	906,513
General Electric Company	2.70%	10/9/2022	1,000,000	935,999
Emerson Electric Co.	2.63%	2/15/2023	2,000,000	1,867,984
Public Service Colorado	2.50%	3/15/2023	500,000	455,182
Total Electronic/Electrical Manufacturing			$ 9,000,000	$ 8,913,074
Financial Services				
General Electric Capital Co	5.38%	10/20/2016	$ 500,000	$ 557,032
General Electric Capital Co	5.40%	2/15/2017	500,000	556,462
John Deere Capital Corp.	5.50%	4/13/2017	1,000,000	1,120,074
Wachovia Corp.	5.75%	6/15/2017	750,000	855,521
General Electric Capital Co	5.63%	9/15/2017	500,000	568,799
General Electric Capital Co	5.63%	5/1/2018	500,000	574,184
American Honda Finance	2.13%	10/10/2018	1,500,000	1,493,824
John Deere Capital Corp.	1.95%	12/13/2018	1,000,000	993,632
Rio Tinto Finance	2.25%	12/14/2018	1,500,000	1,492,599
John Deere Capital Corp.	1.70%	1/15/2020	1,000,000	941,681
JPMorgan Chase & Co.*	4.50%	1/24/2022	1,000,000	1,057,731
John Deere Capital Corp.	2.75%	3/15/2022	1,000,000	946,514
Rio Tinto Finance	2.88%	8/21/2022	1,000,000	932,029
General Electric Capital Co	3.15%	9/7/2022	1,000,000	967,717
General Electric Capital Co	3.10%	1/9/2023	1,000,000	948,758
JPMorgan Chase & Co.	3.20%	1/25/2023	1,000,000	948,026
Caterpillar Financial Services	2.63%	3/1/2023	1,000,000	908,638
Total Financial Services			$ 15,750,000	$ 15,863,221

State Farm 401(k) Savings Plan
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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Health Care & Pharmaceuticals				
Pfizer Inc.	4.50%	2/15/2014	$ 3,000,000	$ 3,014,271
GlaxoSmithKline	4.38%	4/15/2014	3,000,000	3,033,510
Astrazeneca PLC ADR	5.40%	6/1/2014	2,000,000	2,041,862
Baxter International Inc.	3.20%	3/1/2016	5,000,000	4,776,745
Amgen Inc.	5.85%	6/1/2017	1,000,000	1,134,598
Johnson & Johnson	5.55%	8/15/2017	1,000,000	1,141,425
Astrazeneca PLC ADR	5.90%	9/15/2017	750,000	857,599
Bristol-Myers Squibb	5.45%	5/1/2018	500,000	572,363
GlaxoSmithKline	5.65%	5/15/2018	1,000,000	1,151,140
Baxter International Inc.	5.38%	6/1/2018	2,000,000	2,264,062
Astrazeneca PLC ADR	1.95%	9/18/2019	500,000	485,809
Becton Dickinson & Co.	3.25%	11/12/2020	1,000,000	998,402
Becton Dickinson & Co.	3.13%	11/8/2021	1,000,000	969,364
Medtronic Inc.	3.13%	12/15/2021	2,000,000	1,943,286
GlaxoSmithKline	2.85%	5/8/2022	1,000,000	943,146
Bristol-Myers Squibb	2.00%	8/1/2022	1,500,000	1,327,725
Baxter International Inc.	2.40%	8/15/2022	2,000,000	1,812,976
Merck & Co. Inc.	2.40%	9/15/2022	1,000,000	913,433
Novartis Capital Corp.	2.40%	9/21/2022	2,000,000	1,833,660
GlaxoSmithKline	2.80%	3/18/2023	1,000,000	926,143
Medtronic Inc.	2.75%	4/1/2023	500,000	462,495
Merck & Co. Inc.	2.80%	5/18/2023	4,000,000	3,703,136
Pfizer Inc.	3.00%	6/15/2023	3,000,000	2,818,713
Bristol-Myers Squibb	3.25%	11/1/2023	1,000,000	959,518
Johnson & Johnson	3.38%	12/5/2023	1,500,000	1,482,414
Total Health Care & Pharmaceuticals			$ 42,250,000	$ 41,567,795
Machinery & Manufacturing				
Ingersoll Rand	4.75%	5/15/2015	$ 1,000,000	$ 1,040,543
Eaton Corp.	5.30%	3/15/2017	1,500,000	1,670,623
Shell International	5.20%	3/22/2017	1,000,000	1,117,064
United Technologies Corp.	5.38%	12/15/2017	1,500,000	1,709,340
Dover Corp.	5.45%	3/15/2018	1,000,000	1,130,264
Caterpillar Finance - MTN	5.45%	4/15/2018	1,000,000	1,136,679
Shell International	1.90%	8/10/2018	2,000,000	1,988,082
Total Capital SA	2.13%	8/10/2018	2,000,000	2,007,756
Shell International	4.30%	9/22/2019	1,000,000	1,096,118
Caterpillar Inc.	3.90%	5/27/2021	2,000,000	2,077,402
Caterpillar Finance - MTN	2.85%	6/1/2022	1,000,000	951,165
United Technologies Corp.	3.10%	6/1/2022	1,000,000	977,782
Deere & Co.	2.60%	6/8/2022	2,000,000	1,870,132
Covidien Intl	3.20%	6/15/2022	2,000,000	1,928,572
3M Company	2.00%	6/26/2022	1,500,000	1,368,725
Caterpillar Inc.	2.60%	6/26/2022	1,000,000	927,069
Covidien Intl	2.95%	6/15/2023	2,000,000	1,850,128
Shell International	2.38%	8/21/2022	1,000,000	915,669
Shell International	2.25%	1/6/2023	1,500,000	1,339,389
Thermo Fisher Scientific	3.15%	1/15/2023	2,000,000	1,861,226
Total Capital Canada LTD	2.75%	7/15/2023	500,000	461,910
Shell International	3.40%	8/12/2023	500,000	487,327
Caterpillar Finance - MTN	3.75%	11/24/2023	500,000	493,647
Honeywell International Inc.	5.30%	12/1/2023	2,000,000	1,957,618
Total Machinery & Manufacturing			$ 32,500,000	$ 32,364,230

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as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Media & Broadcasting				
The Walt Disney Company	6.00%	7/17/2017	$ 1,000,000	$ 1,156,919
The Walt Disney Company	3.75%	6/1/2021	2,000,000	2,064,582
Comcast Corp. Cl A	3.13%	7/15/2022	2,000,000	1,908,604
Reed Elsevier Capital	3.13%	10/15/2022	1,000,000	924,754
The Walt Disney Company	2.35%	12/1/2022	2,000,000	1,817,170
Total Media & Broadcasting			$ 8,000,000	$ 7,872,029
Mining & Metals				
BHP Finance USA	5.25%	12/15/2015	$ 2,000,000	$ 2,176,592
BHP Finance USA	5.40%	3/29/2017	500,000	559,979
Alcoa Inc.	5.72%	2/23/2019	2,244,000	2,390,868
Alcoa Inc.	5.87%	2/23/2022	756,000	780,311
BHP Finance USA	2.88%	2/24/2022	1,000,000	956,319
BHP Finance USA	3.85%	9/30/2023	500,000	502,169
Total Mining & Metals			$ 7,000,000	$ 7,366,238
Oil, Gas & Other Energy				
ConocoPhillips	5.63%	10/15/2016	$ 500,000	$ 559,433
Total Capital Intl SA	1.55%	6/28/2017	1,500,000	1,500,323
Marathon Oil Corp.	5.90%	3/15/2018	1,000,000	1,137,880
ConocoPhillips	5.20%	5/15/2018	1,000,000	1,128,402
Chevron Corporation	4.95%	3/3/2019	3,000,000	3,402,927
BP Capital Markets PLC	4.75%	3/10/2019	3,000,000	3,343,911
Trans-Canada Pipelines	2.50%	8/1/2022	2,000,000	1,824,148
Occidental Pete Corp.	2.70%	8/15/2022	2,000,000	1,830,938
Chevron Corporation	2.36%	9/5/2022	3,000,000	2,728,764
Apache Corp.	2.63%	10/15/2022	2,000,000	1,854,296
Total Capital Intl SA	2.70%	1/25/2023	1,000,000	922,444
Chevron Corporation	3.19%	3/24/2023	3,000,000	2,879,853
Trans-Canada Pipelines	3.75%	10/16/2023	1,000,000	974,658
Schlumberger Investment	3.65%	12/1/2023	2,000,000	1,982,586
Total Capital Intl SA	3.70%	1/15/2024	1,500,000	1,483,161
Total Oil, Gas & Other Energy			$ 27,500,000	$ 27,553,724

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as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Retailers				
Lowe's Companies Inc.	5.00%	10/15/2015	$ 1,000,000	$ 1,076,922
Home Depot Inc.	5.40%	3/1/2016	1,000,000	1,096,887
Target Corp	5.88%	7/15/2016	1,300,000	1,462,867
Lowe's Companies Inc.	5.40%	10/15/2016	1,000,000	1,120,039
Target Corp	5.38%	5/1/2017	1,500,000	1,686,078
Target Corp	6.00%	1/15/2018	500,000	577,416
Wal-Mart Stores Inc.	5.80%	2/15/2018	1,000,000	1,155,591
Home Depot Inc.	2.25%	8/10/2018	1,000,000	1,013,753
CVS Caremark Corp.	2.25%	11/5/2018	1,000,000	999,708
Wal-Mart Stores Inc.	1.95%	12/15/2018	1,000,000	996,392
Costco Wholesale	1.70%	12/15/2019	3,000,000	2,889,681
Wal-Mart Stores Inc.	4.25%	4/15/2021	2,000,000	2,153,474
Lowe's Companies Inc.	3.12%	1/15/2022	1,000,000	969,637
Home Depot Inc.	2.70%	1/1/2023	2,000,000	1,843,700
Wal-Mart Stores Inc.	2.55%	1/11/2023	1,000,000	913,673
Lowe's Companies Inc.	3.88%	6/15/2023	2,000,000	2,010,876
CVS Caremark Corp.	4.00%	9/5/2023	2,000,000	1,995,768
Home Depot Inc.	3.75%	2/15/2024	1,000,000	995,334
Total Retailers			$ 24,300,000	$ 24,957,796
Telcom & Telcom Equipment				
Verizon Communications	5.50%	2/15/2018	$ 500,000	$ 564,880
Verizon Communications	3.65%	9/14/2018	1,000,000	1,058,564
AT&T Inc.	2.38%	11/27/2018	1,000,000	1,000,858
Verizon Communications	4.50%	9/15/2020	1,000,000	1,070,566
AT&T Inc.	3.00%	2/15/2022	3,000,000	2,826,462
Vodofone Group PLC	2.50%	9/26/2022	2,000,000	1,766,290
Verizon Communications	2.45%	11/1/2022	2,000,000	1,770,490
AT&T Inc.	2.63%	12/1/2022	1,000,000	902,262
Vodofone Group PLC	2.95%	2/19/2023	1,000,000	912,010
Verizon Communications	5.15%	9/15/2023	1,000,000	1,073,692
Total Telcom & Telcom Equipment			$ 13,500,000	$ 12,946,074
Textiles & Clothing				
Nike Inc.	2.25%	5/1/2023	$ 2,500,000	$ 2,235,323
Total Textile & Clothing			$ 2,500,000	$ 2,235,323
Transportation				
United Parcel Services Inc.	5.50%	1/15/2018	$ 1,000,000	$ 1,143,898
Burlington North Santa Fe	3.05%	6/1/2022	500,000	468,797
United Parcel Services Inc.	2.45%	10/1/2022	2,000,000	1,837,828
Burlington North Santa Fe	3.00%	3/15/2023	1,500,000	1,396,891
Union Pacific Corp.	2.75%	4/15/2023	1,000,000	915,099
Burlington North Santa Fe	3.85%	9/1/2023	1,000,000	983,640
Norfolk Southern Corp.	3.85%	1/15/2024	2,000,000	1,964,518
Total Transportation			$ 9,000,000	$ 8,710,671

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STATE FARM 401K SAVINGS PLAN BALANCED ACCOUNT
as of 12/31/2013

Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Current Value
Utilities & Energy				
Commonwealth Edison	4.70%	4/15/2015	$ 1,000,000	$ 1,050,293
Georgia Power	5.25%	12/15/2015	2,000,000	2,168,442
Union Elec Co.	5.40%	2/1/2016	2,000,000	2,165,624
Consolidated Edison Co NY	5.30%	12/1/2016	1,000,000	1,118,634
Georgia Power	5.70%	6/1/2017	1,000,000	1,127,175
Midamerican Energy Company	5.95%	7/15/2017	500,000	573,754
NSTAR Electric Co	5.63%	11/15/2017	1,500,000	1,699,156
Northern States Power Co.	5.25%	3/1/2018	1,000,000	1,129,708
PECO Energy Co.	5.35%	3/1/2018	1,000,000	1,134,539
Commonwealth Edison	5.80%	3/15/2018	500,000	574,284
Consolidated Edison Co NY	5.85%	4/1/2018	500,000	578,249
Union Elec Co.	6.00%	4/1/2018	1,000,000	1,129,905
Duke Energy Carolinas	5.10%	4/15/2018	1,000,000	1,126,788
Pub Svc Elec & Gas	5.30%	5/1/2018	500,000	565,047
Florida Power Corp	5.65%	6/15/2018	1,000,000	1,146,109
Pub Svc Elec & Gas	2.30%	8/15/2018	1,000,000	1,008,170
Midamerican Energy Company	2.40%	2/15/2019	2,000,000	2,014,014
Commonwealth Edison	4.00%	8/1/2020	1,000,000	1,061,990
Kentucky Utilities	3.25%	8/1/2020	1,000,000	1,016,186
Alabama Power Company	3.38%	10/1/2020	450,000	458,682
Southern Cal Edison	3.88%	3/1/2021	2,000,000	2,101,108
San Diego Gas	3.00%	8/15/2021	1,000,000	985,505
PPL Electric Utilities	3.00%	9/15/2021	1,945,000	1,913,911
Carolina Power & Light Co.	2.80%	5/15/2022	1,000,000	952,682
Consumers Energy Company	2.85%	5/15/2022	2,000,000	1,905,560
Georgia Power	2.85%	5/15/2022	1,000,000	943,727
Centerpoint Ener Houston	2.25%	8/1/2022	2,000,000	1,808,354
Baltimore Gas & Electric C	2.80%	8/15/2022	1,000,000	930,874
Northern States Power Co.	2.15%	8/15/2022	500,000	449,953
Pacific Gas & Electric	2.45%	8/15/2022	1,000,000	897,745
Ameren Illinois Co.	2.70%	9/1/2022	1,000,000	935,949
PPL Electric Utilities	2.50%	9/1/2022	500,000	460,933
PECO Energy Co.	2.38%	9/15/2022	500,000	454,382
Tampa Electric Company	2.60%	9/15/2022	500,000	460,950
NSTAR Electric Co	2.38%	10/15/2022	500,000	454,010
Wisconsin Power & Light	2.25%	11/15/2022	1,600,000	1,430,938
Virginia Electric & Power	2.75%	3/15/2023	1,000,000	929,744
Northern States Power Co.	2.60%	5/15/2023	3,000,000	2,755,125
Pub Svc Elec & Gas	2.38%	5/15/2023	4,000,000	3,596,668
Florida Power-Light	2.75%	6/1/2023	3,000,000	2,808,036
Pacificorp	2.95%	6/1/2023	3,000,000	2,814,339
San Diego Gas	3.60%	6/1/2023	3,500,000	3,498,261
Pacific Gas & Electric	3.25%	6/15/2023	3,000,000	2,845,740
Consumers Energy Company	3.38%	8/15/2023	2,000,000	1,946,832
Laclede Gas Co.	3.40%	8/15/2023	2,000,000	1,942,954
Duke Energy Ohio Inc.	3.80%	9/1/2023	1,200,000	1,199,402
Southern Cal Edison	3.50%	10/1/2023	1,000,000	980,050
Pub Svc New Hamp	3.50%	11/1/2023	2,000,000	1,958,244
Delmarva Power & Light Co.	3.50%	11/15/2023	1,000,000	983,094
Alabama Power Company	3.55%	12/1/2023	2,000,000	1,962,924
DTE Electric Co.	3.65%	3/15/2024	4,000,000	3,970,908
Total Utilities & Energy			$ 74,695,000	$ 74,125,651
Total Corporate Bonds			$ 389,945,000	$ 386,572,381

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Identity of Issuer, Investor or Borrower	Rate of Interest	Date of Maturity	Par Value	Market Value
Foreign Government Bonds				
Province of New Brunswick	5.20%	2/21/2017	$ 2,500,000	$ 2,816,900
Total Foreign Government			$ 2,500,000	$ 2,816,900
Total Fixed Income			$ 977,338,078	$ 1,005,053,751
Short Term Investments				
JP Morgan MMF US Govt Mny Mkt Fund*			$ 10,077,015	$ 10,077,015
Total Short Term Investments			$ 10,077,015	$ 10,077,015
Total Balanced Account Investments			$ 987,415,093	$ 2,390,346,182
NET ASSETS				**$ 2,390,346,182**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Common Stocks		
Agricultural, Foods & Beverage		
Archer-Daniels-Midland Comp	4,081,897	$ 177,154,330
The Coca-Cola Company	2,204,800	91,080,288
Kellogg Company	800,000	48,856,000
McCormick & Co Inc	448,400	30,903,728
Nestle S.A. ADR	1,370,350	100,844,056
Pepsico Inc.	671,100	55,661,034
Total Agricultural, Foods, & Beverage	9,576,547	$ 504,499,436
Banks		
M&T Bank Corp	212,400	$ 24,727,608
Northern Trust Corp.	625,900	38,736,951
US Bancorp	424,900	17,165,960
Wells Fargo & Company	2,781,800	126,293,720
Total Banks	4,045,000	$ 206,924,239
Building Materials & Construction		
Vulcan Materials Company	1,208,400	$ 71,803,128
Total Building Materials & Construction	1,208,400	$ 71,803,128
Chemicals		
Air Products & Chemicals Inc	1,120,800	$ 125,283,024
Dow Chemical	252,200	11,197,680
EI du Pont de Nemours & Co	213,696	13,883,829
Intl Flavors & Fragrances	390,700	33,592,386
Novozymes A/S - B Shares	1,241,250	52,392,120
Sigma-Aldrich Corporation	2,042,400	192,006,024
Total Chemicals	5,261,046	$ 428,355,063
Computer & Technology		
Hewlett-Packard Company	3,520,000	$ 98,489,600
Int'l Business Machines Corp.	632,800	118,694,296
Total Computer & Technology	4,152,800	$ 217,183,896

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as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Computer Software and Services		
Facebook Inc. A	344,950	$ 18,854,967
Google Inc - Cl A	17,700	19,836,567
SAP AG	475,200	$ 40,728,159
Total Computer Software and Services	837,850	$ 79,419,693
Consumer & Marketing		
Aptargroup Inc.	610,800	$ 41,418,348
Colgate Palmolive Co.	787,200	51,333,312
Procter & Gamble Co.	2,070,460	168,556,149
Total Consumer & Marketing	3,468,460	$ 261,307,809
Electronic/Electrical Manufacturing		
Agilent Technologies Inc.	671,264	$ 38,389,588
Emerson Electric Co	789,700	55,421,146
General Electric Company	4,803,500	134,642,105
Linear Technology Corp.	1,149,600	52,364,280
Total Electronic/Electrical Manufacturing	7,414,064	$ 280,817,119
Financial Services		
Berkshire Hathaway Inc. Class A	208	$ 37,003,200
Berkshire Hathaway Inc. Class B	1180	139,901
Total Financial Services	1,388	$ 37,143,101
Health Care & Pharmaceuticals		
Abbott Laboratories	1,056,400	$ 40,491,812
AbbVie Inc.	1,056,400	55,788,484
Amgen Inc.	265,350	30,292,356
Baxter International Inc.	249,900	17,380,545
Eli Lilly & Co.	1,060,800	54,100,800
Johnson & Johnson	2,780,600	254,675,154
Merck & Co. Inc.	402,050	20,122,602
Pfizer Inc.	2,093,403	64,120,934
Zoetis Inc.	659,797	21,568,764
Total Health Care & Pharmaceuticals	9,624,700	$ 558,541,451

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as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Machinery & Manufacturing		
3M Co	696,400	$ 97,670,100
ASML Holding NV-NY REG SHS	131,200	12,293,440
Caterpillar Inc.	1,079,500	98,029,395
Deere & Co.	180,000	16,439,400
Donaldson Inc.	431,440	18,750,382
HNI Corp	1,600,800	62,159,064
Illinois Tool Works	944,600	79,421,968
Total Machinery & Manufacturing	5,063,940	$ 384,763,749
Media & Broadcasting		
Lee Enterprises Class A	348,800	$ 1,210,336
The Walt Disney Company	3,097,857	236,676,275
Total Media & Broadcasting	3,446,657	$ 237,886,611
Mining & Metals		
BHP Billiton PLC	1,018,591	$ 31,524,139
Nucor Corporation	1,744,400	93,116,072
Rio Tinto PLC ADR	1,054,000	59,477,220
Rio Tinto PLC	553,350	31,240,985
Total Mining & Metals	4,370,341	$ 215,358,416
Oil, Gas & Other Energy		
BG Group PLC	2,721,100	$ 58,463,657
Bill Barrett Corp	357,450	9,572,511
Chevron Corp	1,371,800	171,351,538
Devon Energy	239,770	14,834,570
Exxon Mobil Corp.	2,821,200	285,505,440
Imperial Oil Ltd.	129,700	5,736,631
Noble Energy Inc.	163,600	11,142,796
Royal Dutch Shell PLC - ADR Class A	492,400	35,093,348
Schlumberger Ltd.	68,600	6,181,546
Spectra Energy Corp.	147,500	5,253,950
Tidewater Inc.	168,409	9,981,601
Total Oil, Gas & Other Energy	8,681,529	$ 613,117,588

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

STATE FARM 401K SAVINGS PLAN EQUITIES ACCOUNT

as of 12/31/2013

Identity of Issuer, Investor or Borrower	Number of Shares or Units	Market Value
Retailers		
Wal-Mart Stores Inc.	1,695,700	$ 133,434,633
Total Retailers	1,695,700	$ 133,434,633
Telcom & Telcom Equipment		
AT&T Inc.	2,429,972	$ 85,437,816
Corning Incorporated	1,485,300	26,468,046
Verizon Communications	707,700	34,776,378
Total Telcom & Telcom Equipment	4,622,972	$ 146,682,240
Transportation		
GATX Corporation	166,800	$ 8,701,956
Union Pacific Corp.	36,100	6,064,800
Total Transportation	202,900	$ 14,766,756
Utilities		
Duke Energy Corp.	181,300	$ 12,511,513
Total Utilities	181,300	$ 12,511,513
Total Common Stocks	73,855,594	$ 4,404,516,441
Short Term Investments		
JP Morgan MMF US Govt Mny Mkt Fund*	105,935,725	$ 105,935,724
Total Short Term Investments	105,935,725	$ 105,935,724
Total Equities Account Investments	179,791,319	$ 4,510,452,165
NET ASSETS		**$ 4,510,452,165**
Total of State Farm Accounts		**7,915,986,572**

State Farm 401(k) Savings Plan
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2013 **Schedule I**

Common Collective Trust Plus - Vanguard Fiduciary Trust Co. *		
Target Retirement Trust I - 2010	1,018,914	37,333,003
Target Retirement Trust I - 2015	3,585,158	137,562,515
Target Retirement Trust I - 2020	5,090,871	201,802,120
Target Retirement Trust I - 2025	5,105,145	207,728,338
Target Retirement Trust I - 2030	4,490,075	187,730,055
Target Retirement Trust I - 2035	3,317,941	142,306,507
Target Retirement Trust I - 2040	2,390,412	104,078,553
Target Retirement Trust I - 2045	1,469,928	64,015,400
Target Retirement Trust I - 2050	2,032,590	88,600,582
Target Retirement Trust I - 2055	319,131	13,901,392
Target Retirement Trust I - 2060	232,293	6,086,102
Target Retirement Trust I - Income	3,480,954	121,763,754
Total Common Collective Trust Plus - Vanguard Fiduciary Trust Co.		**1,312,908,321**
Total of All Accounts		**9,228,894,893**
Notes receivable from participants*		112,211,790
Total Investments at fair value and notes receivable from participants		**9,341,106,683**

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