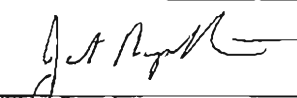
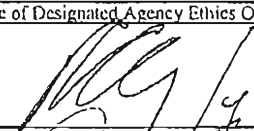
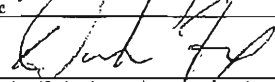


Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Date of Appointment, Candidacy, Election or Nomination (Month, Day, Year)	Reporting Status (Check appropriate boxes) <input type="checkbox"/> Incumbent	Calendar Year Covered by Report	New Entrant, Nominee, or Candidate <input checked="" type="checkbox"/>	Termination Filer <input type="checkbox"/>	Termination Date (If Applicable) (Month, Day, Year)	Fee for Late Filing Any individual who is required to file this report and does so more than 30 days after the date the report is required to be filed, or, if an extension is granted, more than 30 days after the last day of the filing extension period shall be subject to a \$200 fee.
Reporting Individual's Name	Last Name Napolitano		First Name and Middle Initial Janet A.			
Position for Which Filing	Title of Position Secretary		Department or Agency (If Applicable) Department of Homeland Security			
Location of Present Office (or forwarding address)	Address (Number, Street, City, State, and ZIP Code) Office of the Governor, 1700 West Washington, Phoenix, AZ 85007			Telephone No. (Include Area Code) 602-542-1500		
Position(s) Held with the Federal Government During the Preceding 12 Months (If Not Same as Above)	Title of Position(s) and Date(s) Held N/A					
Presidential Nominees Subject to Senate Confirmation	Name of Congressional Committee Considering Nomination Homeland Security and Government Affairs		Do You Intend to Create a Qualified Diversified Trust? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Certification	Signature of Reporting Individual			Date (Month, Day, Year)		
I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge.				12-22-08		
Other Review (if desired by agency)	Signature of Other Reviewer			Date (Month, Day, Year)		
Agency Ethics Official's Opinion On the basis of information contained in this report, I conclude that the filer is in compliance with applicable laws and regulations (subject to any comments in the box below).	Signature of Designated Agency Ethics Official/Reviewing Official			Date (Month, Day, Year)		
				12-22-08		
Office of Government Ethics Use Only	Signature			Date (Month, Day, Year)		
				12/30/08		
Comments of Reviewing Officials (If additional space is required, use the reverse side of this sheet)						
(Check box if filing extension granted & indicate number of days _____) <input type="checkbox"/>						
(Check box if comments are continued on the reverse side) <input type="checkbox"/>						
						Agency Use Only
						OGE Use Only

Reporting Periods
Incumbents: The reporting period is the preceding calendar year except Part II of Schedule C and Part I of Schedule D where you must also include the filing year up to the date you file. Part II of Schedule D is not applicable.

Termination Filers: The reporting period begins at the end of the period covered by your previous filing and ends at the date of termination. Part II of Schedule D is not applicable.

Nominees, New Entrants and Candidates for President and Vice President:

Schedule A--The reporting period for income (BLOCK C) is the preceding calendar year and the current calendar year up to the date of filing. Value assets as of any date you choose that is within 31 days of the date of filing.

Schedule B--Not applicable.

Schedule C, Part I (Liabilities)--The reporting period is the preceding calendar year and the current calendar year up to any date you choose that is within 31 days of the date of filing.

Schedule C, Part II (Agreements or Arrangements)--Show any agreements or arrangements as of the date of filing.

Schedule D--The reporting period is the preceding two calendar years and the current calendar year up to the date of filing.

Reporting Individual's Name
 Janet Napolitano

SCHEDULE A

Page Number
 2 of 10

Assets and Income BLOCK A		Valuation of Assets at close of reporting period BLOCK B										Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item. BLOCK C										Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria													
												Type	Amount																							
For you, your spouse, and dependent children, report each asset held for investment or the production of income which had a fair market value exceeding \$1,000 at the close of the report- ing period, or which generated more than \$200 in income during the reporting period, together with such income. For yourself, also report the source and actual amount of earned income exceeding \$200 (other than from the U.S. Government). For your spouse, report the source but not the amount of earned income of more than \$1,000 (except report the actual amount of any honoraria over \$200 of your spouse). None <input type="checkbox"/>		None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	Over \$5,000,000					
Examples					x											x						x											Law Partnership Income \$130,000			
1 State of Arizona Elected Officials Retirement Plan (defined benefit)					x															x																
2 State of Arizona (salary)																																		\$95,000 annual inco \$186,300 for reporting period		
3 IRA: JP Morgan Money Market Account Deposit Sweep Premier				x														x					x													
4 IRA: Delaware Pooled Trust Real Estate Investment Trust Fund Institutional			x																																	
5 IRA: Harbor Fund International Fund Institutional Class			x																																	
6 IRA: Heritage Series Trust Mid Cap Stock Fund Class A			x																		x															

* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name
 Janet Napolitano

SCHEDULE A continued
 (Use only if needed)

Page Number
 3 of 10

BLOCK A Assets and Income		BLOCK B Valuation of Assets at close of reporting period											BLOCK C Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																							
		None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type	Amount									Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria								
		None <input type="checkbox"/>														Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	Over \$5,000,000						
1	IRA: Ishares Trust Russell Mid Cap Growth Index		X											X						X																
2	IRA: Ishares Trust Russell Mid Cap Index Fund		X											X						X																
3	IRA: Ishares Trust Russell 1000 Growth Index			X										X						X																
4	IRA: Ishares Trust Russell 2000 Index Fund		X											X						X																
5	IRA: JP Morgan Asia Equity Fund		X											X						X																
6	IRA: JP Morgan Intrepid America Fund		X											X						X																
7	IRA: JP Morgan Intrepid Growth Fund Select		X											X						X																
8	IRA: Morgan Intrepid International Fund Select Class		X											X						X																
9	IRA: JP Morgan US Large Cap Core Plus Select			X										X						X																

* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name
 Janet Napolitano

SCHEDULE A continued
 (Use only if needed)

Page Number
 4 of 10

BLOCK A	BLOCK B									BLOCK C																				
	Valuation of Assets at close of reporting period									Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																				
	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	Over \$5,000,000	Over \$25,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type	Amount											Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria		
None <input type="checkbox"/>										Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	Over \$5,000,000						
1	IRA: Nuveen Tradewinds Value Opportunil Class R	x																												
2	IRA: T Rowe Price International Funds New Asia Fund	x																												
3	IRA: Spider Trust Unit Series 1	x																												
4	IRA: Thornburg Investment Trust Value Fund Class I		x																											
5	IRA: Vanguard International Equity Index Emerging Markets Exchange Traded Funds	x																												
6	IRA: Dodge & Cox Income Fund		x																											
7	IRA: Fidelity Advisor Series II High Income Advantage Fund	x														x														
8	IRA: Ishares Trust U.S. Treasury Inflation Protected Securities Fund	x														x														
9	IRA: Western Asset Funds Income Core Bond Portfolio Institutional Class		x																											

BLOCK A	Valuation of Assets at close of reporting period BLOCK B											Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																									
	None <input type="checkbox"/>	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Exempt Investment Fund	Excepted Trust	Qualified Trust	Type				BLOCK C Amount									Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria						
																	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000*			\$1,000,001 - \$5,000,000	Over \$5,000,000				
1				x														x																			
2				x																																	
3																																					
4																																					
5																																					
6																																					
7																																					
8																																					
9																																					

* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name

Janet Napolitano

SCHEDULE A continued
(Use only if needed)

Page Number

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BLOCK A Assets and Income	BLOCK B Valuation of Assets at close of reporting period										BLOCK C Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																							
											Type	Amount										Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria											
											Dividends																							
None <input type="checkbox"/>											None (or less than \$1,001)											None (or less than \$201)												
											\$1,001 - \$15,000											\$201 - \$1,000												
										\$15,001 - \$50,000											\$1,001 - \$2,500													
										\$50,001 - \$100,000											\$2,501 - \$5,000													
										\$100,001 - \$250,000											\$5,001 - \$15,000													
										\$250,001 - \$500,000											\$15,001 - \$50,000													
										\$500,001 - \$1,000,000											\$50,001 - \$100,000													
										Over \$1,000,000 *											Over \$1,000,000*													
										\$1,000,001 - \$3,000,000											None (or less than \$201)													
										\$3,000,001 - \$75,000,000											\$201 - \$1,000													
										\$75,000,001 - \$50,000,000											\$1,001 - \$2,500													
										Over \$50,000,000											\$2,501 - \$5,000													
										Excepted Investment Fund											\$5,001 - \$15,000													
										Excepted Trust											\$15,001 - \$50,000													
										Qualified Trust											\$50,001 - \$100,000													
																					\$100,001 - \$1,000,000													
																					Over \$1,000,000*													
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* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Do not Complete Schedule B if you are a new entrant, nominee, Vice Presidential or Presidential Candidate

Reporting Individual's Name Janet Napolitano	SCHEDULE B	Page Number 7 of 10
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Part I: Transactions

None

Report any purchase, sale, or exchange by you, your spouse, or dependent children during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss. Do not

report a transaction involving property used solely as your personal residence, or a transaction solely between you, your spouse, or dependent child. Check the "Certificate of divestiture" block to indicate sales made pursuant to a certificate of divestiture from OGE.

	Identification of Assets	Transaction Type (x)			Date (Mo., Day, Yr.)	Amount of Transaction (x)														
		Purchase	Sale	Exchange		\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Certificate of divestiture			
	Example: Central Airlines Common	x			2/1/99			x												
1	NOT REQUIRED FOR NOMINEES																			
2																				
3																				
4																				
5																				

* This category applies only if the underlying asset is solely that of the filer's spouse or dependent children. If the underlying asset is either held by the filer or jointly held by the filer with the spouse or dependent children, use the other higher categories of value, as appropriate.

Part II: Gifts, Reimbursements, and Travel Expenses

For you, your spouse and dependent children, report the source, a brief description, and the value of: (1) gifts (such as tangible items, transportation, lodging, food, or entertainment) received from one source totaling more than \$260; and (2) travel-related cash reimbursements received from one source totaling more than \$260. For conflicts analysis, it is helpful to indicate a basis for receipt, such as personal friend, agency approval under 5 U.S.C. § 4111 or other statutory authority, etc. For travel-related gifts and reimbursements, include travel itinerary, dates, and the nature of expenses provided. Exclude anything given to you by

the U.S. Government; given to your agency in connection with official travel; received from relatives; received by your spouse or dependent child totally independent of their relationship to you; or provided as personal hospitality at the donor's residence. Also, for purposes of aggregating gifts to determine the total value from one source, exclude items worth \$104 or less. See instructions for other exclusions.

None

	Source (Name and Address)	Brief Description	Value
	Examples: Nat'l Assn. of Rock Collectors, NY, NY Frank Jones, San Francisco, CA	Airline ticket, hotel room & meals incident to national conference 6/15/99 (personal activity unrelated to duty) Leather briefcase (personal friend)	\$500 \$300
1	NOT REQUIRED FOR NOMINEES		
2			
3			
4			
5			

Reporting Individual's Name Janet A. Napolitano	SCHEDULE C	Page Number 8 of 10
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Part I: Liabilities

Report liabilities over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. Exclude a mortgage on your

personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None

Category of Amount or Value (x)

Examples:	Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term if applicable	Category of Amount or Value (x)															
						\$10,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000					
	First District Bank, Washington, DC John Jones, 123 J St., Washington, DC	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand			x													
1	None																				
2																					
3																					
4																					
5																					

* This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

Part II: Agreements or Arrangements

Report your agreements or arrangements for: continuing participation in an employee benefit plan (e.g. 401k, deferred compensation); (2) continuation payment by a former employer (including severance payments); (3) leaves

of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits

None

Examples:	Status and Terms of any Agreement or Arrangement	Parties	Date
	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doe Jones & Smith, Hometown, State	7/85
1	Standard pension benefits as an employee of the State of Arizona through the Elected Officials Retirement Plan ("EROP"); no further contributions into plan after termination of employment	EROP Pension Manager, Phoenix, AZ	1/99
2			
3			
4			
5			
6			

Reporting Individual's Name Janet Napolitano	SCHEDULE D	Page Number 9 of 10
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Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Nat'l Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1	Arizona Board of Regents, Phoenix, Arizona	Non-profit association governing Arizona's three public universities	Board member	1/2003	Present
2	Translational Genomics Research Institute, Phoenix, Arizona	Non-profit biomedical research institute	Board member	1/2003	Present
3	Arizona Mexico Commission, Phoenix, Arizona	Non-profit organization promoting cross-border co-operation	Chair & Board member	1/2003	Present
4	American Legacy Foundation, Washington, DC	Non-profit tobacco cessation foundation	Board member	3/2003	5/2008
5	National Association of Governors, Washington, DC	Non-profit association of state governors	Chair	8/2006	7/2007
6	State of Arizona	State	Governor	1/2003	Present

Part II: Compensation In Excess Of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any

corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
1	State of Arizona	Salary set by statute for Governor of the State of Arizona
2		
3		
4		
5		
6		

Reporting Individual's Name Janet Napolitano	SCHEDULE D	Page Number 10 of 10
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Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Nat'l Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1	James B. Hunt, Jr. Institute for Educational Leadership, Raleigh, NC	Non-profit educational policy organization	Board member	5/2006	Present
2	Jobs for America's Graduates, Alexandria, VA	Non-profit educational research organization	Board member Chair	12/2003 1/2004	Present 12/2006
3	Western Governors Association, Denver, CO	Non-profit association of western state governors	Chair	6/2005	6/2006
4					
5					
6					

Part II: Compensation In Excess Of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any

corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
1		
2		
3		
4		
5		
6		