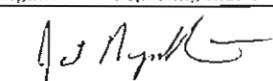
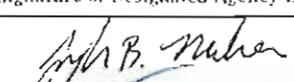


Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Date of Appointment, Candidacy, Election, or Nomination (Month, Day, Year)	Reporting Status (Check Appropriate Boxes)	Incumbent <input checked="" type="checkbox"/>	Calendar Year Covered by Report	New Entrant, Nominee, or Candidate <input type="checkbox"/>	Termination Filer <input type="checkbox"/>	Termination Date (If Applicable) (Month, Day, Year)	<p style="text-align: center;">Fee for Late Filing</p> <p>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.</p>
01/20/2009			2011				
Reporting Individual's Name	Last Name			First Name and Middle Initial			
	Napolitano			Janet A.			
Position for Which Filing	Title of Position			Department or Agency (If Applicable)			
	Secretary			Department of Homeland Security			
Location of Present Office (for forwarding address)	Address (Number, Street, City, State, and ZIP Code)				Telephone No. (Include Area Code)		
	3801 Nebraska Avenue, NW, Washington DC 20016				202-282-8495		
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						
Presidential Nominees Subject to Senate Confirmation	Name of Congressional Committee Considering Nomination			Do You Intend to Create a Qualified Diversified Trust?			
	Not Applicable			<input type="checkbox"/> Yes <input 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.					4-23-12		
Other Review (If desired by agency)	Signature of Other Reviewer				Date (Month, Day, Year)		
Agency Ethics Official's Opinion	Signature of Designated Agency Ethics Official/Reviewing Official				Date (Month, Day, Year)		
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)					4/24/2012		
Office of Government Ethics Use Only	Signature				Date (Month/Day, Year)		
					6/8/12		
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							
4/30/12							
OGE Use Only							

Reporting Individual's Name Napollano, Janet A.	SCHEDULE A	Page Number 2 of 12
--	------------	------------------------

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																					
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 reporting 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"/>											Type	Amount										Date (Mo., Day, Yr.) Only if Honoraria										
	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	Other Income (Specify Type & Actual Amount)
Examples																																
Central Airlines Common				x											x						x											
Doe Jones & Smith, Hometown, State			x																													Law Partnership Income \$130,000
Kempstone Equity Fund				x																		x										
IRA: Heartland 500 Index Fund							x																	x								
1 State of Arizona Elected Officials Retirement Plan (Defined Benefit) <i>value not readily ascertainable*</i>																																Pension \$27,229.20
2 Hartford Capital Appreciation Fund		x																														
3 JP Morgan Intrepid America Fund		x																														
4 JP Morgan TRI Growth Advantage Fund		x																														
5 JP Morgan US Large Cap Core Plus Fund		x																														
6 Manning & Napier Equity Series Fund		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.

** per agency, 5/16/12. issue*

Reporting Individual's Name
 Napollitano, Janel A.

SCHEDULE A continued
 (Use only if needed)

Page Number
 3 of 12

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																						
		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	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria	
1	SPDR S & P 500 ETF Trust	X											X								X													
2	Thornburg Value Fund	X											X								X													
3	JPM International Currency Income Fund	X											X								X													
4	Ishares S & P Midcap 400 Index Fund	X											X								X													
5	JP Morgan Market Expansion Index Fund Sel	X											X								X													
6	JP Morgan US Real Estate Fund Sel	X											X								X													
7	Blackrock High Yield Bond Fund	X											X								X													
8	Dodge & Cox International Stock	X											X								X													
9	Intentionally left blank																																	

* 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, or Vice Presidential or Presidential Candidate

Reporting Individual's Name Napolitano, Janel A.	SCHEDULE B	Page Number 7 of 12
---	-------------------	------------------------

Part I: Transactions

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.

None

Identification of Assets		Transaction Type (x)			Date (Mo., Day, Yr.)	Amount of Transaction (x)										Certificate of divestiture
Example	Central Airlines Common	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	
		x			2/1/99			x								
1	Hartford Capital Appreciation Fund	X			08/15/2011	X										
2	JP Morgan US Dynamic Plus Fund (Formerly JP Morgan Intrepid Long Short Fund)		X		01/20/2011	X										
3	JP Morgan TRI Growth Advantage Fund (partial)		X		01/20/2011	X										
4	Manning & Napier Equity Series Fund (partial)		X		01/20/2011	X										
5	SPDR S & P 500 ETF Trust (partial)		X		04/25/2011	X										

*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 \$335 and (2) travel-related cash reimbursements received from one source totaling more than \$335. 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 \$134 or less. See instructions for other exclusions.

None

	Source (Name and Address)	Brief Description	Value
Examples	Nat'l Assn. of Rock Collectors, NY, NY	Airline ticket, hotel room & meals incident to national conference 6/15/99 (personal activity unrelated to duty)	\$500
	Frank Jones, San Francisco, CA	Leather briefcase (personal friend)	\$350
1			
2			
3			
4			
5			

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

Reporting Individual's Name Napollitano, Janet A.	SCHEDULE B continued (Use only if needed)	Page Number 8 of 12
--	---	------------------------

Part I: Transactions

	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	
1	Thornburg Value Fund (partial)		X		04/25/2011	X												
2	Eagle Mid Cap Stock I		X		various	X												
3	Ishares S & P Mlccap 400 Indax Fund (partial)		X		various	X												
4	JP Morgan US Real Estate Fund Sel (partial)		X		07/18/2011	X												
5	Artlo International Equity II		X		10/26/2011	X												
6	Ishares S & P Mlccap 400 Index Fund	X			06/10/2011	X												
7	Dodge & Cox International Stock	X			02/16/2011	X												
8	Ishares MSCI All Country Asia, Except Japan Index Fund		X		02/16/2011	X												
9	JP Morgan Asia Equity Fund Sel (partial)		X		various	X												
10	JP Morgan Asia Equity Fund Sel	X			05/20/2011	X												
11	JP Morgan International Value Fund Sel	X			02/16/2011	X												
12	T Rowe Price New Asia Fund (partial)		X		02/16/2011	X												
13	Threadneedle Asia Pacific Fund		X		02/16/2011	X												
14	Vanguard MSCI Emerging Market ETF (partial)		X		various	X												
15	Goldman Sachs High Yield Fund Institutional Shares		X		01/20/2011	X												
16	JP Morgan High Yield Fund Sel (partial)		X		various	X												

*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.

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

Reporting Individual's Name Napollitano, Janet A.	SCHEDULE B continued (Use only if needed)	Page Number 9 of 12
--	---	------------------------

Part I: Transactions

	Identification of Assets	Transaction Type (x)			Date (Mo., Day, Yr.)	Amount of Transaction (x)											
		Purchase	Sole	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
1	JP Morgan Short Duration Bond Fund Sel	X			07/18/2011	X											
2	JP Morgan Short Duration Bond Fund Sel (partial)		X		Various	X											
3	Ishares Barclays Tips Bond Fund		X		various	X											
4	Manning & Napier World Opportunities Fund	X			07/18/2011	X											
5	Arbitrage Fund Class I		X		04/25/2011	X											
6	JP Morgan Research Market Neutral Select Fund		X		01/20/2011	X											
7	Edgewood Growth Fund	X			01/20/2011		X										
8	MFS International Value Fund	X			10/26/2011	X											
9	Victory Diversified Stock Fund	X			various	X											
10	ASTON/Fairpointe Mid Cap I Fund	X			various	X											
11	Delaware Emerging Markets Fund	X			01/28/2011	X											
12	PIMCO Commodities Plus Strategy Fund	X			12/07/2011	X											
13	Powershares DB Commodity Index Tracking Fund	X			01/20/2011	X											
14	SPDR Gold Trust	X			various	X											
15	Blackrock High Yield Bond Fund	X			10/26/2011	X											
16	JP Morgan International Currency Income Fund	X			various	X											

* 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.

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

Reporting Individual's Name Napolitano, Janet A.	SCHEDULE B continued (Use only if needed)	Page Number 10 of 12
---	---	-------------------------

Part I: Transactions

#	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	
1	Dreyfus Emerging Markets Fund	X			01/20/2011	X												
2	JP Morgan Intrepid America Fund	X			04/25/2011	X												
3	Ishares MSCI EAFE Index Fund	X			04/25/2011	X												
4	Vanguard MSCI Europe ETF	X			04/25/2011	X												
5	Vanguard MSCI Europe ETF		X		07/18/2011	X												
6	John Hancock II Emerging Markets Fund	X			07/18/2011	X												
7	John Hancock II Emerging Markets Fund (partial)		X		11/28/2011	X												
8																		
9																		
10																		
11																		
12																		
13																		
14																		
15																		
16																		

*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.

Reporting Individual's Name Napolitano, Janel A.	SCHEDULE C	Page Number 11 of 12
---	-------------------	-------------------------

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

	Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term If applicable	Category of Amount or Value (x)														
						\$10,000 - \$15,000	\$15,000 - \$25,000	\$25,000 - \$50,000	\$50,000 - \$100,000	\$100,000 - \$250,000	\$250,000 - \$500,000	\$500,000 - \$1,000,000	Over \$1,000,000*	\$1,000,000 - \$5,000,000	\$5,000,000 - \$25,000,000	\$25,000,000 - \$50,000,000	Over \$50,000,000			
Examples	First District Bank, Washington, DC John Jones	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand			x												
1																				
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: (1) continuing participation in an employee benefit plan (e.g. pension, 401k, deferred compensation); (2) continuation of 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

	Status and Terms of any Agreement or Arrangement	Parties	Date
Example	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 Official Retirement Plan (EROP); no further contributions into plan after termination of employment.	EROP Pension Manager, Phoenix, AZ	01/99
2			
3			
4			
5			
6			

Reporting Individual's Name Napolitano, Janet A.	SCHEDULE D	Page Number 12 of 12
---	-------------------	-------------------------

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	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1					
2					
3					
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	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1		
2		
3		
4		
5		
6		