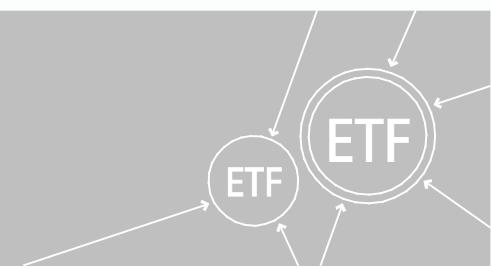




US SEC Filing Announcement for the Vanguard® Exchange Traded Funds

3 September 2012



Vanguard Investments Australia Ltd announces the following:

ETF	ASX CODE	ANNOUNCEMENT
Vanguard® US Total Market Shares Index ETF	VTS	US SEC Filing of Form N-CSRS

The Vanguard Group, Inc. in the US has completed and filed Form N-CSRS (certified semi-annual shareholder report filed on Form N-CSR) for Registered Investment Companies with the Securities and Exchange Commission (SEC) in the US as part of the regulatory requirements of the SEC.

The completed form is attached and can be viewed online at the SEC website pages at:

- www.sec.gov/Archives/edgar/data/857489/000093247111003011/0000932471-11-003011-index.htm

Further details of the SEC requirements for this filing are available at:

- www.sec.gov/about/forms/formn-csr.pdf

Further Information

If you have any queries on Vanguard ETFs, please visit vanguard.com.au/etf

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT
OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: **811-2652**

Name of Registrant: **Vanguard Index Funds**

Address of Registrant:

**P.O. Box 2600
Valley Forge, PA 19482**

Name and address of agent for service:

**Heidi Stam, Esquire
P.O. Box 876
Valley Forge, PA 19482**

Registrant's telephone number, including area code: **(610) 669-1000**

Date of fiscal year end: December 31

Date of reporting period: January 1, 2012 – June 30, 2012

Item 1: Reports to Shareholders



Vanguard®

For personal economy



Semiannual Report | June 30, 2012

Vanguard Total Stock Market Index Fund

> For the six months ended June 30, Vanguard Total Stock Market Index Fund returned a bit more than 9%, a strong result that masked market volatility late in the period.

> The fund closely tracked its target index, producing a return more than two percentage points above the average result for peer funds.

> With the exception of energy, all industry sectors posted gains. Financial and technology stocks were among the best performers.

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Total Stock Market Index Fund

Please note: The opinions expressed in this report are just that— informed opinions. They should not be considered promises or advice. Also, please keep in mind that the information and opinions cover the period through the date on the front of this report. Of course, the risks of investing in your fund are spelled out in the prospectus.

See the Glossary for definitions of investment terms used in this report.

About the cover: Vanguard was named for the HMS Vanguard, flagship of British Admiral Horatio Nelson. A ship—whose performance and safety depend on the work of all hands—has served as a fitting metaphor for the Vanguard crew as we strive to help clients reach their financial goals.

Your Fund's Total Returns

Six Months Ended June 30, 2012

	Total Returns
Vanguard Total Stock Market Index Fund	
Investor Shares	9.29%
Admiral™ Shares	9.36
Signal® Shares	9.36
Institutional Shares	9.36
ETF Shares	
Market Price	9.38
Net Asset Value	9.37
MSCI US Broad Market Index	9.39
Multi-Cap Core Funds Average	7.15

Multi-Cap Core Funds Average: Derived from data provided by Lipper Inc.

Admiral Shares carry lower expenses and are available to investors who meet certain account-balance requirements. Signal Shares and Institutional Shares are available to certain institutional investors who meet specific administrative, service, and account-size criteria. The Vanguard ETF® Shares shown are traded on the NYSE Arca exchange and are available only through brokers. The table provides ETF returns based on both the NYSE Arca market price and the net asset value for a share. U.S. Pat. No. 6,879,964 B2; 7,337,138; 7,720,749; 7,925,573; 8,090,646.

For the ETF Shares, the market price is determined by the midpoint of the bid-offer spread as of the closing time of the New York Stock Exchange (generally 4 p.m., Eastern time). The net asset value is also determined as of the NYSE closing time. For more information about how the ETF Shares' market prices have compared with their net asset value, visit vanguard.com, select your ETF, and then select the Price and Performance tab. The ETF premium/discount analysis there shows the percentages of days on which the ETF Shares' market price was above or below the NAV.

Your Fund's Performance at a Glance

December 31, 2011, Through June 30, 2012

	Starting Share Price	Ending Share Price	Distributions Per Share	
			Income Dividends	Capital Gains
Vanguard Total Stock Market Index Fund				
Investor Shares	\$31.29	\$33.90	\$0.298	\$0.000
Admiral Shares	31.30	33.91	0.319	0.000
Signal Shares	30.21	32.73	0.307	0.000
Institutional Shares	31.30	33.91	0.319	0.000
ETF Shares	64.29	69.66	0.654	0.000



Chairman's Letter

Dear Shareholder,

U.S. stocks opened 2012 with a powerful rally, recording their best first quarter since 1998. The advance faltered in the spring, however, amid a flare-up of concerns about Europe's debt crisis and the slowing U.S. economy. Still, stocks hung on to much of their gains and finished the first half of the year with a strong result.

In this environment, Vanguard Total Stock Market Index Fund returned 9.29% for Investor Shares. Consistent with its objective, the fund closely tracked the return of its target benchmark, the MSCI US Broad Market Index. Peer funds, on average, returned 7.15%.

On a separate note, I want to call your attention to an announcement we made on June 22: George U. "Gus" Sauter, managing director and Vanguard's chief investment officer, plans to retire at the end of 2012. It's hard to overstate the contributions that Gus has made to Vanguard in his 25-year career. He honed the strategy and built the team that have helped make Vanguard a world-class leader in indexing, he developed our active quantitative equity strategies, and he has been our chief investment officer since 2003.

We're fortunate that Mortimer J. "Tim" Buckley, managing director, will succeed Gus. Tim has been a member of Vanguard's senior staff since 2001 and has directed Vanguard's Retail Investor Group since 2006. I'll have more to say about Gus's retirement at the end of the year.

Eurozone woes continued to cast a shadow on stock markets globally
U.S. stocks were the standout performers for the six months ended June 30. Domestic equities seemed to benefit from the perception that they offered some shelter from the storms roiling European markets. International stocks didn't fare as well, returning about 3%. European stocks were the weakest

performers. Returns for emerging markets and the developed markets of the Pacific region were restrained by signs of slowing growth.

Throughout the period, investors were preoccupied with Europe's debt troubles, and global stock markets moved sharply up and down depending on whether the latest news from the region was positive or negative. Vanguard economists anticipate that Europe will remain a trouble spot. The most likely scenario is that the Eurozone will "muddle through" for several years, with occasional spikes in market volatility, as fiscal tightening continues in the face of weak economic growth.

Market Barometer

	Total Returns Periods Ended June 30, 2012		
	Six Months	One Year	Five Years (Annualized)
Stocks			
Russell 1000 Index (Large-caps)	9.38%	4.37%	0.39%
Russell 2000 Index (Small-caps)	8.53	-2.08	0.54
Dow Jones U.S. Total Stock Market Index	9.45	3.78	0.63
MSCI All Country World Index ex USA (International)	2.77	-14.57	-4.62
Bonds			
Barclays U.S. Aggregate Bond Index (Broad taxable market)	2.37%	7.47%	6.79%
Barclays Municipal Bond Index (Broad tax-exempt market)	3.66	9.90	5.95
Citigroup Three-Month U.S. Treasury Bill Index	0.03	0.04	0.87
CPI			
Consumer Price Index	1.69%	1.66%	1.95%

Investors' appetite for Treasuries drove 10-year yield to a new low
Amid the turmoil in Europe, U.S. Treasury securities continued to benefit from a “flight to quality.” Investor demand nudged bond prices higher, and in early June, the yield of the 10-year U.S. Treasury note slipped below 1.5% for the first time. (Bond yields and prices move in opposite directions.) It’s important to understand that low yields imply lower future returns: As yields tumble, the scope for further declines—and price increases—diminishes.

The broad U.S. taxable bond market posted a return of about 2% for the half-year. Municipal bonds remained a bright spot, delivering a return of more than 3%.

As it has since December 2008, the Federal Reserve Board held its target for the shortest-term interest rates between 0% and 0.25%. That policy has kept a tight lid on the returns from money market funds and savings accounts.

Technology and financial stocks helped power the fund's returns

As I mentioned, stocks surged in the early months of 2012. The technology sector was one of the notable beneficiaries of budding optimism among investors that a stronger economy would foster greater consumer and business demand. The already torrid sales growth of smartphones and tablet computers helped encourage this enthusiasm.

Expense Ratios Your Fund Compared With Its Peer Group

	Investor Shares	Admiral Shares	Signal Shares	Institutional Shares	ETF Shares	Peer Group Average
Total Stock Market Index Fund	0.18%	0.06%	0.06%	0.05%	0.06%	1.18%

The fund expense ratios shown are from the prospectus dated April 26, 2012, and represent estimated costs for the current fiscal year. For the six months ended June 30, 2012, the fund's annualized expense ratios were 0.17% for Investor Shares, 0.05% for Admiral Shares, 0.05% for Signal Shares, 0.04% for Institutional Shares, and 0.05% for ETF Shares. The peer-group expense ratio is derived from data provided by Lipper Inc. and captures information through year-end 2011.

Peer group: Multi-Cap Core Funds.

Financial stocks were also standouts, as investors saw signs that banks and other institutions were getting past the lingering effects of mortgage defaults associated with the U.S. housing downturn.

As the first quarter pivoted into the second, however, stocks reversed course in the face of renewed concerns about Europe's debt crisis and stubbornly high U.S. unemployment. Along with the broader U.S. market, tech and financial stocks surrendered some of their earlier gains, but both sectors still managed to finish the period with double-digit returns.

The energy sector was the weakest performer for the six months, and the only one of the nine industry sectors to post a negative return. Energy stocks had

enjoyed outsized gains, particularly over the last three years, as robust demand from the developing world helped push oil prices higher. But as growth in China and other emerging markets has slowed, investors have grown increasingly concerned about the possibility that weakening demand will affect the energy sector's profitability.

The ups and downs of the six-month period notwithstanding, your fund continued to meet its goal of tightly tracking its benchmark. (You can see how well it has done that over the past decade in the Performance Summary, later in this report.) This record is a credit to Vanguard Equity Investment Group—the team founded decades back by our retiring CIO, Gus Sauter. The group combines skilled

A note on expense ratios

The Expense Ratios table in each report's Chairman's Letter displays fund expense ratios from the most recent prospectus. These figures include the funds' actual operating expenses. For some funds, the figures also include "acquired fund fees and expenses," which result from the funds' holdings in business development companies (BDCs).

Although the Securities and Exchange Commission requires that BDC costs be included in a fund's expense ratio, these fees are not incurred by the fund. They have no impact on a fund's total return or on its tracking error relative to an index. A footnote to the Expense Ratios table reports an annualized calculation of the fund's actual expenses for the period, a more relevant tally of the operating costs incurred by shareholders.

portfolio management with sophisticated risk-control and trading systems. The fund's low expense ratio is important as well.

The good news: Investors are smart, and they're getting smarter

In recent years, I've often written in this space about the challenges facing investors, from the 2008–2009 financial crisis to the more recent market volatility caused by Europe's troubles. Bad news inevitably seems to grab attention, and it's our responsibility to speak to you candidly about these difficulties and to offer Vanguard's perspective.

In the interest of presenting a full picture, I think it's also our responsibility to point out positive developments that may have been overlooked. On that score, I've been especially heartened to see individual investors become more discerning over time, particularly about costs. As I said in a recent address to financial advisors, "Individual investors are smart and getting smarter. And that's a good thing. Increasingly, they are bringing a healthy consumer mentality to their investment portfolios. They want to know what they are buying and how much they are paying for it."

Vanguard research confirms that over the past decade investors have displayed a growing cost-consciousness, directing a larger share of their money to low-cost funds. You can read the full report—*Costs Matter: Are Fund Investors Voting With Their Feet?*—at vanguard.com/research.

In our view, investors are serving their interests by focusing on costs. The math is simple: The less they pay for an investment, the more they keep. And cost savings can compound over the long term, potentially helping to build greater wealth.

So if you're feeling buffeted by the latest headlines, it can be constructive to direct your attention to one of the things you can control: your investment costs. We continue to believe that holding a balanced and diversified, low-cost portfolio can give investors a greater chance of reaching their long-term financial goals. Vanguard Total Stock Market Index Fund, offering broad, low-cost exposure to the U.S. stock market, can play an important role in such a plan.

As always, thank you for entrusting your assets to Vanguard.

Sincerely,



F. William McNabb III
Chairman and Chief Executive Officer
July 12, 2012

Total Stock Market Index Fund

Fund Profile

As of June 30, 2012

Share-Class Characteristics

	Investor Shares	Admiral Shares	Signal Shares	Institutional Shares	ETF Shares
Ticker Symbol	VTSMX	VTSAX	VTSSX	VITSX	VTI
Expense Ratio ¹	0.18%	0.06%	0.06%	0.05%	0.06%
30-Day SEC Yield	1.98%	2.10%	2.10%	2.11%	2.10%

Portfolio Characteristics

	Fund	MSCI US Broad Market Index
Number of Stocks	3,310	3,294
Median Market Cap	\$33.1B	\$33.1B
Price/Earnings Ratio	16.1x	16.1x
Price/Book Ratio	2.1x	2.1x
Return on Equity	18.2%	18.1%
Earnings Growth Rate	9.5%	9.5%
Dividend Yield	2.1%	2.1%
Foreign Holdings	0.0%	0.0%
Turnover Rate (Annualized)	3%	—
Short-Term Reserves	0.0%	—

Volatility Measures

	MSCI US Broad Market Index
R-Squared	1.00
Beta	1.00

These measures show the degree and timing of the fund's fluctuations compared with the index over 36 months.

Ten Largest Holdings (% of total net assets)

Apple Inc.	Computer Hardware	3.6%
Exxon Mobil Corp.	Integrated Oil & Gas	2.7
Microsoft Corp.	Systems Software	1.5
General Electric Co.	Industrial Conglomerates	1.5
International Business Machines Corp.	IT Consulting & Other Services	1.4
AT&T Inc.	Integrated Telecommunication Services	1.4
Chevron Corp.	Integrated Oil & Gas	1.4
Johnson & Johnson	Pharmaceuticals	1.2
Pfizer Inc.	Pharmaceuticals	1.2
Procter & Gamble Co.	Household Products	1.1
Top Ten		17.0%

The holdings listed exclude any temporary cash investments and equity index products.

¹ The expense ratios shown are from the prospectus dated April 26, 2012, and represent estimated costs for the current fiscal year. For the six months ended June 30, 2012, the annualized expense ratios were 0.17% for Investor Shares, 0.05% for Admiral Shares, 0.05% for Signal Shares, 0.04% for Institutional Shares, and 0.05% for ETF Shares.

Sector Diversification (% of equity exposure)

	Fund	MSCI US Broad Market Index
Consumer Discretionary	12.0%	12.0%
Consumer Staples	9.9	9.9
Energy	10.0	10.0
Financials	15.4	15.4
Health Care	12.0	12.0
Industrials	11.0	11.0
Information Technology	19.2	19.2
Materials	3.9	3.9
Telecommunication Services	2.9	2.9
Utilities	3.7	3.7

Investment Focus

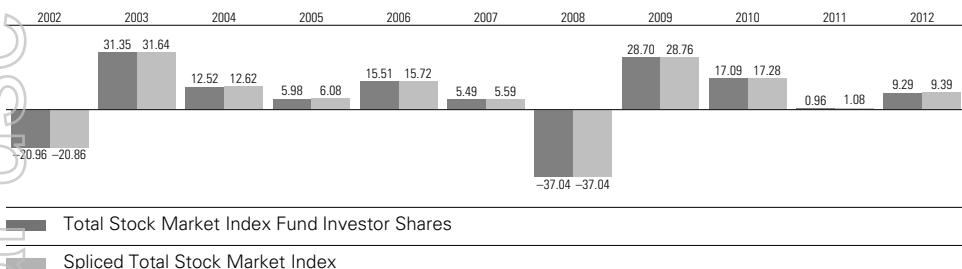
Style		Value	Blend	Growth
Market Cap	Large			
Medium				
Small				

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Performance Summary

All of the returns in this report represent past performance, which is not a guarantee of future results that may be achieved by the fund. (Current performance may be lower or higher than the performance data cited. For performance data current to the most recent month-end, visit our website at vanguard.com/performance.) Note, too, that both investment returns and principal value can fluctuate widely, so an investor's shares, when sold, could be worth more or less than their original cost. The returns shown do not reflect taxes that a shareholder would pay on fund distributions or on the sale of fund shares.

Fiscal-Year Total Returns (%): December 31, 2001, Through June 30, 2012



Spliced Total Stock Market Index: Dow Jones Wilshire 5000 Index through April 22, 2005; MSCI US Broad Market Index thereafter.

Note: For 2012, performance data reflect the six months ended June 30, 2012.

Average Annual Total Returns: Periods Ended June 30, 2012

	Inception Date	One Year	Five Years	Ten Years
Investor Shares	4/27/1992	3.79%	0.55%	6.00%
Admiral Shares	11/13/2000	3.95	0.65	6.10
Signal Shares	9/1/2006	3.96	0.65	3.321
Institutional Shares	7/7/1997	3.92	0.66	6.13
Fee-Adjusted Returns		—	—	0.00
ETF Shares	5/24/2001			
Market Price		3.95	0.67	6.06
Net Asset Value		3.94	0.65	6.10

1 Return since inception.

See Financial Highlights for dividend and capital gains information.

Financial Statements (unaudited)

Statement of Net Assets—Investments Summary

As of June 30, 2012

This Statement summarizes the fund's holdings by asset type. Details are reported for each of the fund's 50 largest individual holdings and for investments that, in total for any issuer, represent more than 1% of the fund's net assets. The total value of smaller holdings is reported as a single amount within each category.

The fund reports a complete list of its holdings in regulatory filings four times in each fiscal year, at the quarter-ends. For the second and fourth fiscal quarters, the complete listing of the fund's holdings is available electronically on vanguard.com and on the Securities and Exchange Commission's website (sec.gov), or you can have it mailed to you without charge by calling 800-662-7447. For the first and third fiscal quarters, the fund files the lists with the SEC on Form N-Q. Shareholders can look up the fund's Forms N-Q on the SEC's website. Forms N-Q may also be reviewed and copied at the SEC's Public Reference Room (see the back cover of this report for further information).

	Shares	Market Value* (\$000)	Percentage of Net Assets
Common Stocks			
Consumer Discretionary			
McDonald's Corp.	12,907,863	1,142,733	0.6%
* Amazon.com Inc.	4,612,732	1,053,317	0.6%
Walt Disney Co.	21,576,117	1,046,442	0.5%
Home Depot Inc.	19,533,763	1,035,094	0.5%
Comcast Corp. Class A	29,500,291	943,124	0.5%
Consumer Discretionary—Other †		17,468,534	9.1%
		22,689,244	11.8%
Consumer Staples			
Procter & Gamble Co.	34,906,629	2,138,031	1.1%
Coca-Cola Co.	25,812,784	2,018,302	1.1%
Philip Morris International Inc.	21,820,764	1,904,080	1.0%
Wal-Mart Stores Inc.	23,870,234	1,664,233	0.9%
PepsiCo Inc.	19,904,285	1,406,437	0.7%
Altria Group Inc.	25,921,377	895,584	0.5%
Kraft Foods Inc.	21,284,220	821,997	0.4%
CVS Caremark Corp.	16,502,932	771,182	0.4%
Consumer Staples—Other †		7,112,572	3.7%
		18,732,418	9.8%
Energy			
Exxon Mobil Corp.	59,734,064	5,111,444	2.7%
Chevron Corp.	25,053,497	2,643,144	1.4%
Schlumberger Ltd.	16,909,397	1,097,589	0.6%
Occidental Petroleum Corp.	10,277,209	881,476	0.5%
ConocoPhillips	15,404,726	860,816	0.4%
Energy—Other †		8,389,574	4.4%
		18,984,043	10.0%
Financials			
Wells Fargo & Co.	63,486,618	2,122,993	1.1%
JPMorgan Chase & Co.	48,154,586	1,720,563	0.9%
Bank of America Corp.	136,011,959	1,112,578	0.6%

Total Stock Market Index Fund

	Shares	Market Value* (\$000)	Percentage of Net Assets
Citigroup Inc.	37,114,908	1,017,320	0.5%
* Berkshire Hathaway Inc. Class B	10,310,044	859,136	0.5%
US Bancorp	24,214,035	778,723	0.4%
American Express Co.	13,302,720	774,351	0.4%
Financials—Other †		<u>20,765,389</u>	<u>10.9%</u>
		29,151,053	15.3%
Health Care			
Johnson & Johnson	34,787,557	2,350,247	1.2%
Pfizer Inc.	95,533,033	2,197,260	1.2%
Merck & Co. Inc.	38,575,712	1,610,536	0.8%
Abbott Laboratories	19,926,089	1,284,635	0.7%
UnitedHealth Group Inc.	13,241,125	774,606	0.4%
Bristol-Myers Squibb Co.	21,390,654	768,994	0.4%
Amgen Inc.	10,028,610	732,490	0.4%
Health Care—Other †		<u>12,959,665</u>	<u>6.8%</u>
		22,678,433	11.9%
Industrials			
General Electric Co.	134,096,011	2,794,561	1.5%
United Technologies Corp.	10,956,502	827,545	0.4%
3M Co.	8,360,811	749,129	0.4%
Union Pacific Corp.	6,083,146	725,780	0.4%
United Parcel Service Inc. Class B	9,157,683	721,259	0.4%
Caterpillar Inc.	8,205,160	696,700	0.4%
Boeing Co.	8,976,825	666,978	0.3%
Industrials—Other †		<u>13,655,515</u>	<u>7.2%</u>
		20,837,467	11.0%
Information Technology			
* Apple Inc.	11,816,603	6,900,896	3.6%
Microsoft Corp.	95,701,996	2,927,524	1.6%
International Business Machines Corp.	13,950,392	2,728,418	1.4%
* Google Inc. Class A	3,269,057	1,896,282	1.0%
Intel Corp.	63,311,904	1,687,262	0.9%
Oracle Corp.	50,952,575	1,513,291	0.8%
QUALCOMM Inc.	21,435,478	1,193,527	0.6%
Cisco Systems Inc.	68,255,115	1,171,940	0.6%
Visa Inc. Class A	6,656,313	822,920	0.4%
Information Technology—Other †		<u>15,490,824</u>	<u>8.2%</u>
		36,332,884	19.1%
Materials †		7,378,491	3.9%
Telecommunication Services			
AT&T Inc.	75,134,203	2,679,286	1.4%
Verizon Communications Inc.	35,932,112	1,596,823	0.9%
Telecommunication Services—Other †		<u>1,142,872</u>	<u>0.6%</u>
		5,418,981	2.9%
Utilities †		7,034,999	3.7%
Total Common Stocks (Cost \$163,196,068)		189,238,013	99.4%†

Total Stock Market Index Fund

	Coupon	Shares	Market Value* (\$000)	Percentage of Net Assets
Temporary Cash Investments				
Money Market Fund				
2,3 Vanguard Market Liquidity Fund	0.148%	1,396,280,684	1,396,281	0.8%
⁴U.S. Government and Agency Obligations †			58,307	0.0%
Total Temporary Cash Investments (Cost \$1,454,592)			1,454,588	0.8%¹
⁵Total Investments (Cost \$164,650,660)			190,692,601	100.2%
Other Assets and Liabilities				
Other Assets			969,997	0.5%
Liabilities ³			(1,329,926)	(0.7%)
			(359,929)	(0.2%)
Net Assets			190,332,672	100.0%

Total Stock Market Index Fund

At June 30, 2012, net assets consisted of:

	Amount (\$000)
Paid-in Capital	168,151,983
Overdistributed Net Investment Income	(78,339)
Accumulated Net Realized Losses	(3,817,578)
Unrealized Appreciation (Depreciation)	
Investment Securities	26,041,941
Futures Contracts	34,665
Net Assets	190,332,672

Investor Shares—Net Assets

Applicable to 2,078,488,197 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	70,461,285
Net Asset Value Per Share—Investor Shares	\$33.90

Admiral Shares—Net Assets

Applicable to 1,625,313,784 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	55,110,309
Net Asset Value Per Share—Admiral Shares	\$33.91

Signal Shares—Net Assets

Applicable to 217,904,088 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	7,131,072
Net Asset Value Per Share—Signal Shares	\$32.73

Institutional Shares—Net Assets

Applicable to 1,066,297,562 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	36,160,609
Net Asset Value Per Share—Institutional Shares	\$33.91

ETF Shares—Net Assets

Applicable to 308,216,528 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	21,469,397
Net Asset Value Per Share—ETF Shares	\$69.66

• See Note A in Notes to Financial Statements.

* Non-income-producing security.

† Represents the aggregate value, by category, of securities that are not among the 50 largest holdings and, in total for any issuer, represent 1% or less of net assets.

1 The fund invests a portion of its cash reserves in equity markets through the use of index futures contracts. After giving effect to futures investments, the fund's effective common stock and temporary cash investment positions represent 100.0% and 0.2%, respectively, of net assets.

2 Affiliated money market fund available only to Vanguard funds and certain trusts and accounts managed by Vanguard. Rate shown is the 7-day yield.

3 Includes \$415,930,000 of collateral received for securities on loan.

4 Securities with a value of \$57,807,000 have been segregated as initial margin for open futures contracts.

5 The total value of securities on loan is \$394,155,000.

See accompanying Notes, which are an integral part of the Financial Statements.

Statement of Operations

Six Months Ended
June 30, 2012

(\$000)

Investment Income	
Income	
Dividends	1,811,185
Interest ¹	618
Security Lending	26,539
Total Income	1,838,342
Expenses	
The Vanguard Group—Note B	
Investment Advisory Services	5,541
Management and Administrative—Investor Shares	46,348
Management and Administrative—Admiral Shares	6,687
Management and Administrative—Signal Shares	488
Management and Administrative—Institutional Shares	1,526
Management and Administrative—ETF Shares	1,378
Marketing and Distribution—Investor Shares	8,518
Marketing and Distribution—Admiral Shares	4,757
Marketing and Distribution—Signal Shares	969
Marketing and Distribution—Institutional Shares	4,974
Marketing and Distribution—ETF Shares	2,957
Custodian Fees	743
Shareholders' Reports—Investor Shares	77
Shareholders' Reports—Admiral Shares	63
Shareholders' Reports—Signal Shares	12
Shareholders' Reports—Institutional Shares	21
Shareholders' Reports—ETF Shares	95
Trustees' Fees and Expenses	85
Total Expenses	85,239
Net Investment Income	1,753,103
Realized Net Gain (Loss)	
Investment Securities Sold	1,829,331
Futures Contracts	53,711
Realized Net Gain (Loss)	1,883,042
Change in Unrealized Appreciation (Depreciation)	
Investment Securities	12,090,400
Futures Contracts	19,931
Change in Unrealized Appreciation (Depreciation)	12,110,331
Net Increase (Decrease) in Net Assets Resulting from Operations	15,746,476

¹ Interest income from an affiliated company of the fund was \$591,000.

See accompanying Notes, which are an integral part of the Financial Statements.

Statement of Changes in Net Assets

	Six Months Ended June 30, 2012	Year Ended December 31, 2011
	(\$000)	(\$000)
Increase (Decrease) in Net Assets		
Operations		
Net Investment Income	1,753,103	2,992,139
Realized Net Gain (Loss)	1,883,042	484,380
Change in Unrealized Appreciation (Depreciation)	12,110,331	(1,776,715)
Net Increase (Decrease) in Net Assets Resulting from Operations	15,746,476	1,699,804
Distributions		
Net Investment Income		
Investor Shares	(605,266)	(1,076,617)
Admiral Shares	(512,225)	(930,056)
Signal Shares	(65,372)	(112,466)
Institutional Shares	(332,109)	(512,854)
ETF Shares	(196,926)	(361,091)
Realized Capital Gain		
Investor Shares	—	—
Admiral Shares	—	—
Signal Shares	—	—
Institutional Shares	—	—
ETF Shares	—	—
Total Distributions	(1,711,898)	(2,993,084)
Capital Share Transactions		
Investor Shares	2,560,059	6,917,197
Admiral Shares	1,484,275	2,744,955
Signal Shares	489,496	716,539
Institutional Shares	4,141,373	5,912,981
ETF Shares	337,870	1,847,759
Net Increase (Decrease) from Capital Share Transactions	9,013,073	18,139,431
Total Increase (Decrease)	23,047,651	16,846,151
Net Assets		
Beginning of Period	167,285,021	150,438,870
End of Period¹	190,332,672	167,285,021

¹ Net Assets—End of Period includes undistributed (overdistributed) net investment income of (\$78,339,000) and (\$119,544,000).

Financial Highlights

Investor Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2012	Year Ended December 31,				
		2011	2010	2009	2008	2007
Net Asset Value, Beginning of Period	\$31.29	\$31.56	\$27.45	\$21.80	\$35.36	\$34.09
Investment Operations						
Net Investment Income	.306	.565	.523	.514	.592	.604
Net Realized and Unrealized Gain (Loss) on Investments	2.602	(.273)	4.117	5.651	(13.566)	1.268
Total from Investment Operations	2.908	.292	4.640	6.165	(12.974)	1.872
Distributions						
Dividends from Net Investment Income	(.298)	(.562)	(.530)	(.515)	(.586)	(.602)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.298)	(.562)	(.530)	(.515)	(.586)	(.602)
Net Asset Value, End of Period	\$33.90	\$31.29	\$31.56	\$27.45	\$21.80	\$35.36
Total Return¹	9.29%	0.96%	17.09%	28.70%	-37.04%	5.49%
Ratios/Supplemental Data						
Net Assets, End of Period (Millions)	\$70,461	\$62,668	\$56,063	\$58,004	\$39,440	\$50,183
Ratio of Total Expenses to Average Net Assets	0.17%	0.17%	0.17%	0.18%	0.16%	0.15%
Ratio of Net Investment Income to Average Net Assets	1.84%	1.79%	1.85%	2.22%	2.04%	1.71%
Portfolio Turnover Rate ²	3%	5%	5%	5%	5%	4%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Total returns do not include account service fees that may have applied in the periods shown. Fund prospectuses provide information about any applicable account service fees.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

Admiral Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2012	Year Ended December 31,				
		2011	2010	2009	2008	2007
Net Asset Value, Beginning of Period	\$31.30	\$31.57	\$27.45	\$21.80	\$35.36	\$34.09
Investment Operations						
Net Investment Income	.326	.602	.554	.539	.615	.631
Net Realized and Unrealized Gain (Loss) on Investments	2.603	(.273)	4.127	5.650	(13.566)	1.268
Total from Investment Operations	2.929	.329	4.681	6.189	(12.951)	1.899
Distributions						
Dividends from Net Investment Income	(.319)	(.599)	(.561)	(.539)	(.609)	(.629)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.319)	(.599)	(.561)	(.539)	(.609)	(.629)
Net Asset Value, End of Period	\$33.91	\$31.30	\$31.57	\$27.45	\$21.80	\$35.36
Total Return¹	9.36%	1.08%	17.26%	28.83%	-36.99%	5.57%
Ratios/Supplemental Data						
Net Assets, End of Period (Millions)	\$55,110	\$49,496	\$47,190	\$27,762	\$18,781	\$27,895
Ratio of Total Expenses to Average Net Assets	0.05%	0.05%	0.06%	0.07%	0.08%	0.07%
Ratio of Net Investment Income to Average Net Assets	1.96%	1.91%	1.96%	2.33%	2.12%	1.79%
Portfolio Turnover Rate ²	3%	5%	5%	5%	5%	4%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Total returns do not include account service fees that may have applied in the periods shown. Fund prospectuses provide information about any applicable account service fees.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

Signal Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2012	Year Ended December 31,				
		2011	2010	2009	2008	2007
Net Asset Value, Beginning of Period	\$30.21	\$30.47	\$26.50	\$21.04	\$34.13	\$32.91
Investment Operations						
Net Investment Income	.315	.581	.535	.520	.595	.607
Net Realized and Unrealized Gain (Loss) on Investments	2.512	(.262)	3.977	5.459	(13.096)	1.220
Total from Investment Operations	2.827	.319	4.512	5.979	(12.501)	1.827
Distributions						
Dividends from Net Investment Income	(.307)	(.579)	(.542)	(.519)	(.589)	(.607)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.307)	(.579)	(.542)	(.519)	(.589)	(.607)
Net Asset Value, End of Period	\$32.73	\$30.21	\$30.47	\$26.50	\$21.04	\$34.13
Total Return	9.36%	1.09%	17.23%	28.85%	-36.99%	5.55%
Ratios/Supplemental Data						
Net Assets, End of Period (Millions)	\$7,131	\$6,133	\$5,471	\$4,757	\$3,717	\$4,655
Ratio of Total Expenses to Average Net Assets	0.05%	0.05%	0.06%	0.07%	0.08%	0.07%
Ratio of Net Investment Income to Average Net Assets	1.96%	1.91%	1.96%	2.33%	2.12%	1.79%
Portfolio Turnover Rate ¹	3%	5%	5%	5%	5%	4%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

Institutional Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2012	Year Ended December 31,				
		2011	2010	2009	2008	2007
Net Asset Value, Beginning of Period	\$31.30	\$31.57	\$27.46	\$21.81	\$35.36	\$34.10
Investment Operations						
Net Investment Income	.328	.603	.558	.541	.624	.638
Net Realized and Unrealized Gain (Loss) on Investments	2.601	(.272)	4.117	5.650	(13.557)	1.260
Total from Investment Operations	2.929	.331	4.675	6.191	(12.933)	1.898
Distributions						
Dividends from Net Investment Income	(.319)	(.601)	(.565)	(.541)	(.617)	(.638)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.319)	(.601)	(.565)	(.541)	(.617)	(.638)
Net Asset Value, End of Period	\$33.91	\$31.30	\$31.57	\$27.46	\$21.81	\$35.36
Total Return	9.36%	1.09%	17.23%	28.83%	-36.94%	5.56%
Ratios/Supplemental Data						
Net Assets, End of Period (Millions)	\$36,161	\$29,467	\$23,785	\$16,047	\$10,782	\$13,396
Ratio of Total Expenses to Average Net Assets	0.04%	0.04%	0.05%	0.06%	0.05%	0.05%
Ratio of Net Investment Income to Average Net Assets	1.97%	1.92%	1.97%	2.34%	2.15%	1.81%
Portfolio Turnover Rate ¹	3%	5%	5%	5%	5%	4%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Financial Highlights

ETF Shares

For a Share Outstanding Throughout Each Period	Six Months Ended June 30, 2012	Year Ended December 31,				
		2011	2010	2009	2008 ¹	2007 ¹
Net Asset Value, Beginning of Period	\$64.29	\$64.86	\$56.39	\$44.78	\$72.64	\$70.04
Investment Operations						
Net Investment Income	.671	1.238	1.133	1.106	1.270	1.298
Net Realized and Unrealized Gain (Loss) on Investments	5.353	(.575)	8.485	11.611	(27.874)	2.600
Total from Investment Operations	6.024	.663	9.618	12.717	(26.604)	3.898
Distributions						
Dividends from Net Investment Income	(.654)	(1.233)	(1.148)	(1.107)	(1.256)	(1.298)
Distributions from Realized Capital Gains	—	—	—	—	—	—
Total Distributions	(.654)	(1.233)	(1.148)	(1.107)	(1.256)	(1.298)
Net Asset Value, End of Period	\$69.66	\$64.29	\$64.86	\$56.39	\$44.78	\$72.64
Total Return	9.37%	1.06%	17.26%	28.82%	-36.97%	5.56%
Ratios/Supplemental Data						
Net Assets, End of Period (Millions)	\$21,469	\$19,521	\$17,930	\$13,443	\$9,199	\$10,255
Ratio of Total Expenses to Average Net Assets	0.05%	0.05%	0.06%	0.07%	0.07%	0.07%
Ratio of Net Investment Income to Average Net Assets	1.96%	1.91%	1.96%	2.33%	2.13%	1.79%
Portfolio Turnover Rate ²	3%	5%	5%	5%	5%	4%

The expense ratio, net income ratio, and turnover rate for the current period have been annualized.

¹ Adjusted to reflect a 2-for-1 share split as of the close of business on June 13, 2008.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Notes to Financial Statements

Vanguard Total Stock Market Index Fund is registered under the Investment Company Act of 1940 as an open-end investment company, or mutual fund. The fund offers five classes of shares: Investor Shares, Admiral Shares, Signal Shares, Institutional Shares, and ETF Shares. Investor Shares are available to any investor who meets the fund's minimum purchase requirements. Admiral Shares, Signal Shares, and Institutional Shares are designed for investors who meet certain administrative, service, and account-size criteria. ETF Shares are listed for trading on the NYSE Arca, Inc.; they can be purchased and sold through a broker.

A. The following significant accounting policies conform to generally accepted accounting principles for U.S. mutual funds. The fund consistently follows such policies in preparing its financial statements.

1. Security Valuation: Securities are valued as of the close of trading on the New York Stock Exchange (generally 4 p.m., Eastern time) on the valuation date. Equity securities are valued at the latest quoted sales prices or official closing prices taken from the primary market in which each security trades; such securities not traded on the valuation date are valued at the mean of the latest quoted bid and asked prices. Securities for which market quotations are not readily available, or whose values have been materially affected by events occurring before the fund's pricing time but after the close of the securities' primary markets, are valued by methods deemed by the board of trustees to represent fair value. Investments in Vanguard Market Liquidity Fund are valued at that fund's net asset value. Temporary cash investments acquired over 60 days to maturity are valued using the latest bid prices or using valuations based on a matrix system (which considers such factors as security prices, yields, maturities, and ratings), both as furnished by independent pricing services. Other temporary cash investments are valued at amortized cost, which approximates market value.

2. Futures Contracts: The fund uses index futures contracts to a limited extent, with the objectives of maintaining full exposure to the stock market, enhancing returns, maintaining liquidity, and minimizing transaction costs. The fund may purchase futures contracts to immediately invest incoming cash in the market, or sell futures in response to cash outflows, thereby simulating a fully invested position in the underlying index while maintaining a cash balance for liquidity. The fund may seek to enhance returns by using futures contracts instead of the underlying securities when futures are believed to be priced more attractively than the underlying securities. The primary risks associated with the use of futures contracts are imperfect correlation between changes in market values of stocks held by the fund and the prices of futures contracts, and the possibility of an illiquid market.

Futures contracts are valued at their quoted daily settlement prices. The aggregate principal amounts of the contracts are not recorded in the Statement of Net Assets. Fluctuations in the value of the contracts are recorded in the Statement of Net Assets as an asset (liability) and in the Statement of Operations as unrealized appreciation (depreciation) until the contracts are closed, when they are recorded as realized futures gains (losses).

3. Federal Income Taxes: The fund intends to continue to qualify as a regulated investment company and distribute all of its taxable income. Management has analyzed the fund's tax positions taken for all open federal income tax years (December 31, 2008–2011), and for the period ended June 30, 2012, and has concluded that no provision for federal income tax is required in the fund's financial statements.

4. Distributions: Distributions to shareholders are recorded on the ex-dividend date.

5. Security Lending: The fund may lend its securities to qualified institutional borrowers to earn additional income. Security loans are required to be secured at all times by collateral at least equal to the market value of securities loaned. The fund invests cash collateral received in Vanguard Market Liquidity Fund, and records a liability for the return of the collateral, during the period the securities are on loan. Security lending income represents fees charged to borrowers plus income earned on investing cash collateral, less expenses associated with the loan.

6. Other: Dividend income is recorded on the ex-dividend date. Interest income includes income distributions received from Vanguard Market Liquidity Fund and is accrued daily. Security transactions are accounted for on the date securities are bought or sold. Costs used to determine realized gains (losses) on the sale of investment securities are those of the specific securities sold.

Each class of shares has equal rights as to assets and earnings, except that each class separately bears certain class-specific expenses related to maintenance of shareholder accounts (included in Management and Administrative expenses) and shareholder reporting. Marketing and distribution expenses are allocated to each class of shares based on a method approved by the board of trustees. Income, other non-class-specific expenses, and gains and losses on investments are allocated to each class of shares based on its relative net assets.

B. The Vanguard Group furnishes at cost investment advisory, corporate management, administrative, marketing, and distribution services. The costs of such services are allocated to the fund under methods approved by the board of trustees. The fund has committed to provide up to 0.40% of its net assets in capital contributions to Vanguard. At June 30, 2012, the fund had contributed capital of \$27,495,000 to Vanguard (included in Other Assets), representing 0.01% of the fund's net assets and 11.00% of Vanguard's capitalization. The fund's trustees and officers are also directors and officers of Vanguard.

C. Various inputs may be used to determine the value of the fund's investments. These inputs are summarized in three broad levels for financial statement purposes. The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

Level 1—Quoted prices in active markets for identical securities.

Level 2—Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3—Significant unobservable inputs (including the fund's own assumptions used to determine the fair value of investments).

The following table summarizes the market value of the fund's investments as of June 30, 2012, based on the inputs used to value them:

Investments	Level 1 (\$000)	Level 2 (\$000)	Level 3 (\$000)
Common Stocks	189,235,371	2,128	514
Temporary Cash Investments	1,396,281	58,307	—
Futures Contracts—Assets ¹	27,670	—	—
Futures Contracts—Liabilities ¹	(355)	—	—
Total	190,658,967	60,435	514

¹ Represents variation margin on the last day of the reporting period.

D. At June 30, 2012, the aggregate settlement value of open futures contracts and the related unrealized appreciation (depreciation) were:

Futures Contracts	Expiration	Number of Long (Short) Contracts	Aggregate Settlement Value Long (Short)	Unrealized Appreciation (Depreciation)	(\$000)
S&P 500 Index	September 2012	2,672	906,075	27,441	
E-mini Russell 2000 Index	September 2012	957	76,120	4,803	
E-mini S&P 500 Index	September 2012	845	57,308	1,598	
S&P MidCap 400 Index	September 2012	280	26,306	823	

Unrealized appreciation (depreciation) on open futures contracts is required to be treated as realized gain (loss) for tax purposes.

E. Distributions are determined on a tax basis and may differ from net investment income and realized capital gains for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain, or loss are recognized in different periods for financial statement and tax purposes; these differences will reverse at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

During the six months ended June 30, 2012, the fund realized \$1,426,947,000 of net capital gains resulting from in-kind redemptions—in which shareholders exchanged fund shares for securities held by the fund rather than for cash. Because such gains are not taxable to the fund, and are not distributed to shareholders, they have been reclassified from accumulated net realized losses to paid-in capital.

The fund's tax-basis capital gains and losses are determined only at the end of each fiscal year.

For tax purposes, at December 31, 2011, the fund had available capital loss carryforwards totaling \$4,029,067,000 to offset future net capital gains. Of this amount, \$2,492,045,000 is subject to expiration dates; \$209,043,000 may be used to offset future net capital gains through December 31, 2013, \$19,516,000 through December 31, 2015, and \$2,263,486,000 through December 31, 2016. Capital losses of \$1,537,022,000 realized beginning in fiscal 2011 may be carried forward indefinitely but must be used before any expiring loss carryforwards. The fund will use these capital losses to offset net taxable capital gains, if any, realized during the year ending December 31, 2012; should the fund realize net capital losses for the year, the losses will be added to the loss carryforward balance above.

At June 30, 2012, the cost of investment securities for tax purposes was \$164,650,660,000. Net unrealized appreciation of investment securities for tax purposes was \$26,041,941,000, consisting of unrealized gains of \$42,455,376,000 on securities that had risen in value since their purchase and \$16,413,435,000 in unrealized losses on securities that had fallen in value since their purchase.

F. During the six months ended June 30, 2012, the fund purchased \$14,345,636,000 of investment securities and sold \$5,316,228,000 of investment securities, other than temporary cash investments.

G. Capital share transactions for each class of shares were:

	Six Months Ended June 30, 2012		Year Ended December 31, 2011	
	Amount (\$000)	Shares (000)	Amount (\$000)	Shares (000)
Investor Shares				
Issued	6,301,027	187,361	16,700,555	536,511
Issued in Lieu of Cash Distributions	601,987	17,729	1,071,344	34,743
Redeemed	(4,342,955)	(129,405)	(10,854,702)	(344,650)
Net Increase (Decrease)—Investor Shares	2,560,059	75,685	6,917,197	226,604
Admiral Shares				
Issued	3,844,736	113,899	8,084,176	253,721
Issued in Lieu of Cash Distributions	454,217	13,367	826,433	26,772
Redeemed	(2,814,678)	(83,443)	(6,165,654)	(193,779)
Net Increase (Decrease)—Admiral Shares	1,484,275	43,823	2,744,955	86,714
Signal Shares				
Issued	1,561,338	47,974	2,633,369	85,460
Issued in Lieu of Cash Distributions	58,641	1,789	102,303	3,435
Redeemed	(1,130,483)	(34,888)	(2,019,133)	(65,415)
Net Increase (Decrease)—Signal Shares	489,496	14,875	716,539	23,480
Institutional Shares				
Issued	5,836,783	174,346	9,084,531	288,069
Issued in Lieu of Cash Distributions	310,223	9,130	476,976	15,485
Redeemed	(2,005,633)	(58,600)	(3,648,526)	(115,440)
Net Increase (Decrease)—Institutional Shares	4,141,373	124,876	5,912,981	188,114
ETF Shares				
Issued	2,318,104	33,585	5,163,728	78,663
Issued in Lieu of Cash Distributions	—	—	—	—
Redeemed	(1,980,234)	(29,000)	(3,315,969)	(51,500)
Net Increase (Decrease)—ETF Shares	337,870	4,585	1,847,759	27,163

H. In preparing the financial statements as of June 30, 2012, management considered the impact of subsequent events for potential recognition or disclosure in these financial statements.

About Your Fund's Expenses

As a shareholder of the fund, you incur ongoing costs, which include costs for portfolio management, administrative services, and shareholder reports (like this one), among others. Operating expenses, which are deducted from a fund's gross income, directly reduce the investment return of the fund.

A fund's expenses are expressed as a percentage of its average net assets. This figure is known as the expense ratio. The following examples are intended to help you understand the ongoing costs (in dollars) of investing in your fund and to compare these costs with those of other mutual funds. The examples are based on an investment of \$1,000 made at the beginning of the period shown and held for the entire period.

The accompanying table illustrates your fund's costs in two ways:

- **Based on actual fund return.** This section helps you to estimate the actual expenses that you paid over the period. The "Ending Account Value" shown is derived from the fund's actual return, and the third column shows the dollar amount that would have been paid by an investor who started with \$1,000 in the fund. You may use the information here, together with the amount you invested, to estimate the expenses that you paid over the period.

To do so, simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number given for your fund under the heading "Expenses Paid During Period."

- **Based on hypothetical 5% yearly return.** This section is intended to help you compare your fund's costs with those of other mutual funds. It assumes that the fund had a yearly return of 5% before expenses, but that the expense ratio is unchanged. In this case—because the return used is not the fund's actual return—the results do not apply to your investment. The example is useful in making comparisons because the Securities and Exchange Commission requires all mutual funds to calculate expenses based on a 5% return. You can assess your fund's costs by comparing this hypothetical example with the hypothetical examples that appear in shareholder reports of other funds.

Note that the expenses shown in the table are meant to highlight and help you compare *ongoing* costs only and do not reflect transaction costs incurred by the fund for buying and selling securities. Further, the expenses do not include any purchase, redemption, or account service fees described in the fund prospectus. If such fees were applied to your account, your costs would be higher. Your fund does not carry a "sales load."

The calculations assume no shares were bought or sold during the period. Your actual costs may have been higher or lower, depending on the amount of your investment and the timing of any purchases or redemptions.

You can find more information about the fund's expenses, including annual expense ratios, in the Financial Statements section of this report. For additional information on operating expenses and other shareholder costs, please refer to your fund's current prospectus.

Six Months Ended June 30, 2012

Total Stock Market Index Fund	Beginning Account Value 12/31/2011	Ending Account Value 6/30/2012	Expenses Paid During Period
Based on Actual Fund Return			
Investor Shares	\$1,000.00	\$1,092.94	\$0.88
Admiral Shares	1,000.00	1,093.58	0.26
Signal Shares	1,000.00	1,093.58	0.26
Institutional Shares	1,000.00	1,093.58	0.21
ETF Shares	1,000.00	1,093.73	0.26
Based on Hypothetical 5% Yearly Return			
Investor Shares	\$1,000.00	\$1,024.02	\$0.86
Admiral Shares	1,000.00	1,024.61	0.25
Signal Shares	1,000.00	1,024.61	0.25
Institutional Shares	1,000.00	1,024.66	0.20
ETF Shares	1,000.00	1,024.61	0.25

The calculations are based on expenses incurred in the most recent six-month period. The fund's annualized six-month expense ratios for that period are: 0.17% for Investor Shares, 0.05% for Admiral Shares, 0.05% for Signal Shares, 0.04% for Institutional Shares, and 0.05% for ETF Shares. The dollar amounts shown as "Expenses Paid" are equal to the annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent six-month period, then divided by the number of days in the most recent 12-month period.

Trustees Approve Advisory Arrangement

The board of trustees of Vanguard Total Stock Market Index Fund has renewed the fund's investment advisory arrangement with The Vanguard Group, Inc. Vanguard—through its Equity Investment Group—serves as the investment advisor for the fund. The board determined that continuing the fund's internalized management structure was in the best interests of the fund and its shareholders.

The board based its decision upon an evaluation of the advisor's investment staff, portfolio management process, and performance. The trustees considered the factors discussed below, among others. However, no single factor determined whether the board approved the arrangement. Rather, it was the totality of the circumstances that drove the board's decision.

Nature, extent, and quality of services

The board considered the quality of the fund's investment management over both the short and long term, and took into account the organizational depth and stability of the advisor. The board noted that Vanguard has been managing investments for more than three decades. The Equity Investment Group adheres to a sound, disciplined investment management process; the team has considerable experience, stability, and depth.

The board concluded that Vanguard's experience, stability, depth, and performance, among other factors, warranted continuation of the advisory arrangement.

Investment performance

The board considered the short- and long-term performance of the fund, including any periods of outperformance or underperformance of its target index and peer group. The board concluded that the fund has performed in line with expectations, and that its results have been consistent with its investment strategies. Information about the fund's most recent performance can be found in the Performance Summary section of this report.

Cost

The board concluded that the fund's expense ratio was well below the average expense ratio charged by funds in its peer group and that the fund's advisory fee rate was also well below its peer-group average. Information about the fund's expenses appears in the About Your Fund's Expenses section of this report as well as in the Financial Statements section.

The board does not conduct a profitability analysis of Vanguard, because of Vanguard's unique "at-cost" structure. Unlike most other mutual fund management companies, Vanguard is owned by the funds it oversees, and produces "profits" only in the form of reduced expenses for fund shareholders.

The benefit of economies of scale

The board concluded that the fund's low-cost arrangement with Vanguard ensures that the fund will realize economies of scale as it grows, with the cost to shareholders declining as fund assets increase.

The board will consider whether to renew the advisory arrangement again after a one-year period.

Glossary

30-Day SEC Yield. A fund's 30-day SEC yield is derived using a formula specified by the U.S. Securities and Exchange Commission. Under the formula, data related to the fund's security holdings in the previous 30 days are used to calculate the fund's hypothetical net income for that period, which is then annualized and divided by the fund's estimated average net assets over the calculation period. For the purposes of this calculation, a security's income is based on its current market yield to maturity (for bonds), its actual income (for asset-backed securities), or its projected dividend yield (for stocks). Because the SEC yield represents hypothetical annualized income, it will differ—at times significantly—from the fund's actual experience. As a result, the fund's income distributions may be higher or lower than implied by the SEC yield.

Beta. A measure of the magnitude of a fund's past share-price fluctuations in relation to the ups and downs of a given market index. The index is assigned a beta of 1.00. Compared with a given index, a fund with a beta of 1.20 typically would have seen its share price rise or fall by 12% when the index rose or fell by 10%. For this report, beta is based on returns over the past 36 months for both the fund and the index. Note that a fund's beta should be reviewed in conjunction with its R-squared (see definition). The lower the R-squared, the less correlation there is between the fund and the index, and the less reliable beta is as an indicator of volatility.

Dividend Yield. Dividend income earned by stocks, expressed as a percentage of the aggregate market value (or of net asset value, for a fund). The yield is determined by dividing the amount of the annual dividends by the aggregate value (or net asset value) at the end of the period. For a fund, the dividend yield is based solely on stock holdings and does not include any income produced by other investments.

Earnings Growth Rate. The average annual rate of growth in earnings over the past five years for the stocks now in a fund.

Equity Exposure. A measure that reflects a fund's investments in stocks and stock futures. Any holdings in short-term reserves are excluded.

Expense Ratio. A fund's total annual operating expenses expressed as a percentage of the fund's average net assets. The expense ratio includes management and administrative expenses, but does not include the transaction costs of buying and selling portfolio securities.

Foreign Holdings. The percentage of a fund represented by securities or depositary receipts of companies based outside the United States.

Inception Date. The date on which the assets of a fund (or one of its share classes) are first invested in accordance with the fund's investment objective. For funds with a subscription period, the inception date is the day after that period ends. Investment performance is measured from the inception date.

Median Market Cap. An indicator of the size of companies in which a fund invests; the midpoint of market capitalization (market price x shares outstanding) of a fund's stocks, weighted by the proportion of the fund's assets invested in each stock. Stocks representing half of the fund's assets have market capitalizations above the median, and the rest are below it.

Price/Book Ratio. The share price of a stock divided by its net worth, or book value, per share. For a fund, the weighted average price/book ratio of the stocks it holds.

Price/Earnings Ratio. The ratio of a stock's current price to its per-share earnings over the past year. For a fund, the weighted average P/E of the stocks it holds. P/E is an indicator of market expectations about corporate prospects; the higher the P/E, the greater the expectations for a company's future growth.

R-Squared. A measure of how much of a fund's past returns can be explained by the returns from the market in general, as measured by a given index. If a fund's total returns were precisely synchronized with an index's returns, its R-squared would be 1.00. If the fund's returns bore no relationship to the index's returns, its R-squared would be 0. For this report, R-squared is based on returns over the past 36 months for both the fund and the index.

Return on Equity. The annual average rate of return generated by a company during the past five years for each dollar of shareholder's equity (net income divided by shareholder's equity). For a fund, the weighted average return on equity for the companies whose stocks it holds.

Short-Term Reserves. The percentage of a fund invested in highly liquid, short-term securities that can be readily converted to cash.

Turnover Rate. An indication of the fund's trading activity. Funds with high turnover rates incur higher transaction costs and may be more likely to distribute capital gains (which may be taxable to investors). The turnover rate excludes in-kind transactions, which have minimal impact on costs.

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The People Who Govern Your Fund

The trustees of your mutual fund are there to see that the fund is operated and managed in your best interests since, as a shareholder, you are a part owner of the fund. Your fund's trustees also serve on the board of directors of The Vanguard Group, Inc., which is owned by the Vanguard funds and provides services to them on an at-cost basis.

A majority of Vanguard's board members are independent, meaning that they have no affiliation with Vanguard or the funds they oversee, apart from the sizable personal investments they have made as private individuals. The independent board members have distinguished backgrounds in business, academia, and public service. Each of the trustees and executive officers oversees 179 Vanguard funds.

The following table provides information for each trustee and executive officer of the fund. More information about the trustees is in the *Statement of Additional Information*, which can be obtained, without charge, by contacting Vanguard at 800-662-7447, or online at vanguard.com.

Interested Trustee¹

F. William McNabb III

Born 1957. Trustee Since July 2009. Chairman of the Board. Principal Occupation(s) During the Past Five Years: Chairman of the Board of The Vanguard Group, Inc., and of each of the investment companies served by The Vanguard Group, since January 2010; Director of The Vanguard Group since 2008; Chief Executive Officer and President of The Vanguard Group and of each of the investment companies served by The Vanguard Group since 2008; Director of Vanguard Marketing Corporation; Managing Director of The Vanguard Group (1995–2008).

Independent Trustees

Emerson U. Fullwood

Born 1948. Trustee Since January 2008. Principal Occupation(s) During the Past Five Years: Executive Chief Staff and Marketing Officer for North America and Corporate Vice President (retired 2008) of Xerox Corporation (document management products and services); Executive in Residence and 2010 Distinguished Minett Professor at the Rochester Institute of Technology; Director of SPX Corporation (multi-industry manufacturing), the United Way of Rochester, Amerigroup Corporation (managed health care), the University of Rochester Medical Center, Monroe Community College Foundation, and North Carolina A&T University.

Rajiv L. Gupta

Born 1945. Trustee Since December 2001.² Principal Occupation(s) During the Past Five Years: Chairman and Chief Executive Officer (retired 2009) and President (2006–2008) of Rohm Haas Co. (chemicals); Director of Tyco International, Ltd. (diversified manufacturing and services), Hewlett-Packard Co. (electronic computer manufacturing),

and Delphi Automotive LLP (automotive components); Senior Advisor at New Mountain Capital; Trustee of The Conference Board.

Amy Gutmann

Born 1949. Trustee Since June 2006. Principal Occupation(s) During the Past Five Years: President of the University of Pennsylvania; Christopher H. Browne Distinguished Professor of Political Science in the School of Arts and Sciences with secondary appointments at the Annenberg School for Communication and the Graduate School of Education of the University of Pennsylvania; Member of the National Commission on the Humanities and Social Sciences; Trustee of Carnegie Corporation of New York and of the National Constitution Center; Chair of the U.S. Presidential Commission for the Study of Bioethical Issues.

JoAnn Heffernan Heisen

Born 1950. Trustee Since July 1998. Principal Occupation(s) During the Past Five Years: Corporate Vice President and Chief Global Diversity Officer (retired 2008) and Member of the Executive Committee (1997–2008) of Johnson & Johnson (pharmaceuticals/medical devices/consumer products); Director of Skytop Lodge Corporation (hotels), the University Medical Center at Princeton, the Robert Wood Johnson Foundation, and the Center for Talent Innovation; Member of the Advisory Board of the Maxwell School of Citizenship and Public Affairs at Syracuse University.

F. Joseph Loughrey

Born 1949. Trustee Since October 2009. Principal Occupation(s) During the Past Five Years: President and Chief Operating Officer (retired 2009) of Cummins Inc. (industrial machinery); Director of SKF AB (industrial machinery), Hillenbrand, Inc. (specialized consumer services), the Lumina Foundation for

Education, and Oxfam America; Chairman of the Advisory Council for the College of Arts and Letters and Member of the Advisory Board to the Kellogg Institute for International Studies at the University of Notre Dame.

Mark Loughridge

Born 1953. Trustee Since March 2012. Principal Occupation(s) During the Past Five Years: Senior Vice President and Chief Financial Officer at IBM (information technology services); Fiduciary Member of IBM's Retirement Plan Committee.

Scott C. Malpass

Born 1962. Trustee Since March 2012. Principal Occupation(s) During the Past Five Years: Chief Investment Officer and Vice President at the University of Notre Dame; Assistant Professor of Finance at the Mendoza College of Business at Notre Dame; Member of the Notre Dame 403(b) Investment Committee; Director of TIFF Advisory Services, Inc. (investment advisor); Member of the Investment Advisory Committees of the Financial Industry Regulatory Authority (FINRA) and of Major League Baseball.

André F. Perold

Born 1952. Trustee Since December 2004. Principal Occupation(s) During the Past Five Years: George Gund Professor of Finance and Banking at the Harvard Business School (retired 2011); Chief Investment Officer and Managing Partner of HighVista Strategies LLC (private investment firm); Director of Rand Merchant Bank; Overseer of the Museum of Fine Arts Boston.

Alfred M. Rankin, Jr.

Born 1941. Trustee Since January 1993. Principal Occupation(s) During the Past Five Years: Chairman, President, and Chief Executive Officer of NACCO Industries, Inc. (forklift trucks/housewares/lignite); Director of Goodrich Corporation (industrial products/ aircraft systems and services) and the National Association of Manufacturers; Chairman of the Board of the Federal Reserve Bank of Cleveland and of University Hospitals of Cleveland; Advisory Chairman of the Board of The Cleveland Museum of Art.

Peter F. Volanakis

Born 1955. Trustee Since July 2009. Principal Occupation(s) During the Past Five Years: President and Chief Operating Officer (retired 2010) of Corning Incorporated (communications equipment); Director of SPX Corporation (multi-industry manufacturing); Overseer of the Amos Tuck School of Business Administration at Dartmouth College; Advisor to the Norris Cotton Cancer Center.

Executive Officers

Glenn Booraem

Born 1967. Controller Since July 2010. Principal Occupation(s) During the Past Five Years: Principal of The Vanguard Group, Inc.; Controller of each of the investment companies served by The Vanguard Group; Assistant Controller of each of the investment companies served by The Vanguard Group (2001–2010).

Thomas J. Higgins

Born 1957. Chief Financial Officer Since September 2008. Principal Occupation(s) During the Past Five Years: Principal of The Vanguard Group, Inc.; Chief Financial Officer of each of the investment companies served by The Vanguard Group; Treasurer of each of the investment companies served by The Vanguard Group (1998–2008).

Kathryn J. Hyatt

Born 1955. Treasurer Since November 2008. Principal Occupation(s) During the Past Five Years: Principal of The Vanguard Group, Inc.; Treasurer of each of the investment companies served by The Vanguard Group; Assistant Treasurer of each of the investment companies served by The Vanguard Group (1988–2008).

Heidi Stam

Born 1956. Secretary Since July 2005. Principal Occupation(s) During the Past Five Years: Managing Director of The Vanguard Group, Inc.; General Counsel of The Vanguard Group; Secretary of The Vanguard Group and of each of the investment companies served by The Vanguard Group; Director and Senior Vice President of Vanguard Marketing Corporation.

Vanguard Senior Management Team

Mortimer J. Buckley	Michael S. Miller
Kathleen C. Gubanich	James M. Norris
Paul A. Heller	Glenn W. Reed
Martha G. King	George U. Sauter
Chris D. McIsaac	

Chairman Emeritus and Senior Advisor

John J. Brennan
Chairman, 1996–2009
Chief Executive Officer and President, 1996–2008

Founder

John C. Bogle
Chairman and Chief Executive Officer, 1974–1996

¹ Mr. McNabb is considered an "interested person," as defined in the Investment Company Act of 1940, because he is an officer of the Vanguard funds.

² December 2002 for Vanguard Equity Income Fund, Vanguard Growth Equity Fund, the Vanguard Municipal Bond Funds, and the Vanguard State Tax-Exempt Funds.



Vanguard®

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Connect with Vanguard® > vanguard.com

Fund Information > 800-662-7447

Direct Investor Account Services > 800-662-2739

Institutional Investor Services > 800-523-1036

Text Telephone for People

With Hearing Impairment > 800-749-7273

This material may be used in conjunction with the offering of shares of any Vanguard fund only if preceded or accompanied by the fund's current prospectus.

All comparative mutual fund data are from Lipper Inc. or Morningstar, Inc., unless otherwise noted.

You can obtain a free copy of Vanguard's proxy voting guidelines by visiting vanguard.com/proxyreporting or by calling Vanguard at 800-662-2739. The guidelines are also available from the SEC's website, sec.gov. In addition, you may obtain a free report on how your fund voted the proxies for securities it owned during the 12 months ended June 30. To get the report, visit either vanguard.com/proxyreporting or sec.gov.

You can review and copy information about your fund at the SEC's Public Reference Room in Washington, D.C. To find out more about this public service, call the SEC at 202-551-8090. Information about your fund is also available on the SEC's website, and you can receive copies of this information, for a fee, by sending a request in either of two ways: via e-mail addressed to publicinfo@sec.gov or via regular mail addressed to the Public Reference Section, Securities and Exchange Commission, Washington, DC 20549-1520.

The funds or securities referred to herein are not sponsored, endorsed, or promoted by MSCI, and MSCI bears no liability with respect to any such funds or securities. The prospectus or the *Statement of Additional Information* contains a more detailed description of the limited relationship MSCI has with Vanguard and any related funds.

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
 June 30, 2012

	Shares	Market Value (\$000)
Common Stocks (99.4%)¹		
Consumer Discretionary (11.8%)		
McDonald's Corp.	12,907,863	1,142,733
Amazon.com Inc.	4,612,732	1,053,317
Walt Disney Co.	21,576,117	1,046,442
Home Depot Inc.	19,533,763	1,035,094
Comcast Corp. Class A	29,500,291	943,124
News Corp. Class A	26,418,753	588,874
Starbucks Corp.	9,547,654	509,081
Time Warner Inc.	12,287,182	473,056
Target Corp.	8,057,220	468,850
Lowe's Cos. Inc.	15,726,282	447,255
Ford Motor Co.	44,901,318	430,604
priceline.com Inc.	630,958	419,284
DIRECTV Class A	8,568,507	418,314
NIKE Inc. Class B	4,675,572	410,422
TJX Cos. Inc.	9,558,937	410,365
Yum! Brands Inc.	5,832,702	375,743
Time Warner Cable Inc.	3,979,037	326,679
Viacom Inc. Class B	6,197,683	291,415
CBS Corp. Class B	7,672,608	251,508
Johnson Controls Inc.	8,623,879	238,968
Las Vegas Sands Corp.	5,113,729	222,396
Coach Inc.	3,645,761	213,204
General Motors Co.	9,916,557	195,554
Carnival Corp.	5,661,994	194,037
Bed Bath & Beyond Inc.	3,068,694	189,645
Macy's Inc.	5,275,830	181,225
Ross Stores Inc.	2,900,131	181,171
Omnicom Group Inc.	3,460,363	168,174
AutoZone Inc.	443,927	162,997
Dollar Tree Inc.	3,014,252	162,167
Chipotle Mexican Grill Inc. Class A	395,854	150,405
VF Corp.	1,120,522	149,534
Dollar General Corp.	2,735,094	148,762
Comcast Corp.	4,672,805	146,726
McGraw-Hill Cos. Inc.	3,168,638	142,589
Mattel Inc.	4,292,340	139,243
Kohl's Corp.	3,048,685	138,685
Limited Brands Inc.	3,189,658	135,656
O'Reilly Automotive Inc.	1,612,999	135,121
Harley-Davidson Inc.	2,920,169	133,539
Marriott International Inc. Class A	3,382,575	132,597
Starwood Hotels & Resorts Worldwide Inc.	2,483,384	131,719
Liberty Interactive Corp. Class A	6,915,987	123,035
Liberty Media Corp. - Liberty Capital Class A	1,362,124	119,744
Genuine Parts Co.	1,971,107	118,759
Staples Inc.	8,793,147	114,751
Gap Inc.	4,019,674	109,978
Ralph Lauren Corp. Class A	778,742	109,071
Wynn Resorts Ltd.	1,018,778	105,668
Nordstrom Inc.	2,107,589	104,726
Wyndham Worldwide Corp.	1,853,820	97,770
Discovery Communications Inc. Class A	1,802,849	97,354
PetSmart Inc.	1,412,089	96,276
BorgWarner Inc.	1,380,606	90,554
Sirius XM Radio Inc.	47,553,500	87,974
Liberty Global Inc. Class A	1,747,986	86,753
Tiffany & Co.	1,607,735	85,130
Family Dollar Stores Inc.	1,267,589	84,269
Darden Restaurants Inc.	1,651,028	83,592
Virgin Media Inc.	3,355,656	81,844
Best Buy Co. Inc.	3,833,828	80,357

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		Shares	Market Value (\$000)
• Lululemon Athletica Inc.		1,272,615	75,886
DISH Network Corp. Class A		2,643,581	75,474
Tractor Supply Co.		906,293	75,277
• CarMax Inc.		2,870,814	74,469
Liberty Global Inc.		1,519,609	72,561
Ulta Salon Cosmetics & Fragrance Inc.		756,624	70,654
• Discovery Communications Inc.		1,383,703	69,310
PVH Corp.		871,272	67,776
DR Horton Inc.		3,605,895	66,276
Scripps Networks Interactive Inc. Class A		1,165,348	66,262
Newell Rubbermaid Inc.		3,646,754	66,152
Advance Auto Parts Inc.		922,970	62,965
Interpublic Group of Cos. Inc.		5,761,557	62,513
Autoliv Inc.		1,131,374	61,841
H&R Block Inc.		3,794,869	60,642
International Game Technology		3,766,028	59,315
Whirlpool Corp.		967,169	59,152
LKQ Corp.		1,769,409	59,098
Expedia Inc.		1,224,787	58,875
Foot Locker Inc.		1,924,628	58,855
Dick's Sporting Goods Inc.		1,224,290	58,766
Polaris Industries Inc.		821,184	58,698
TripAdvisor Inc.		1,307,424	58,429
Garmin Ltd.		1,474,143	56,445
• Toll Brothers Inc.		1,895,759	56,361
Lennar Corp. Class A		1,719,901	53,162
• Apollo Group Inc. Class A		1,465,822	53,048
• Sally Beauty Holdings Inc.		2,047,576	52,705
NVR Inc.		60,916	51,779
Mohawk Industries Inc.		740,144	51,684
MGM Resorts International		4,631,041	51,682
Fossil Inc.		666,696	51,029
• Panera Bread Co. Class A		359,183	50,084
Hasbro Inc.		1,462,874	49,548
TRW Automotive Holdings Corp.		1,329,377	48,868
Lear Corp.		1,282,211	48,378
Signet Jewelers Ltd.		1,096,165	48,242
JC Penney Co. Inc.		2,043,286	47,629
PulteGroup Inc.		4,349,879	46,544
Royal Caribbean Cruises Ltd.		1,785,784	46,484
Under Armour Inc. Class A		485,703	45,889
Netflix Inc.		664,132	45,473
Gannett Co. Inc.		2,999,231	44,179
American Eagle Outfitters Inc.		2,198,780	43,382
Urban Outfitters Inc.		1,505,558	41,538
Williams-Sonoma Inc.		1,169,170	40,886
Jarden Corp.		948,386	39,851
Tupperware Brands Corp.		718,850	39,364
Gentex Corp.		1,816,477	37,910
• Charter Communications Inc. Class A		531,517	37,669
Leggett & Platt Inc.		1,764,640	37,287
Abercrombie & Fitch Co.		1,091,553	37,266
Penn National Gaming Inc.		832,362	37,115
Goodyear Tire & Rubber Co.		3,083,443	36,415
Service Corp.		2,846,267	35,208
Harman International Industries Inc.		884,951	35,044
GNC Holdings Inc. Class A		874,302	34,273
• Hanesbrands Inc.		1,230,558	34,123
Dunkin' Brands Group Inc.		987,707	33,918
• Big Lots Inc.		827,014	33,734
Cablevision Systems Corp. Class A		2,537,766	33,727
• Carter's Inc.		633,742	33,335
Brinker International Inc.		1,009,413	32,170

Vanguard® Total Stock Market Index Fund
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		Shares	Market Value (\$000)
^	GameStop Corp. Class A	1,731,693	31,794
*	Delphi Automotive plc	1,246,410	31,783
	Chico's FAS Inc.	2,118,231	31,435
*	Ascena Retail Group Inc.	1,641,385	30,563
	John Wiley & Sons Inc. Class A	610,304	29,899
	Cinemark Holdings Inc.	1,302,548	29,763
	Six Flags Entertainment Corp.	548,019	29,692
	Sotheby's	852,237	28,431
*	Sears Holdings Corp.	469,011	28,000
*	Madison Square Garden Co. Class A	746,943	27,966
*	Coinstar Inc.	390,003	26,778
	Guess? Inc.	877,632	26,654
	Aaron's Inc.	909,721	25,754
	Bally Technologies Inc.	549,816	25,654
	Rent-A-Center Inc.	758,700	25,599
	Dillard's Inc. Class A	399,555	25,444
	Brunswick Corp.	1,124,479	24,986
	Pool Corp.	602,706	24,385
	DeVry Inc.	786,044	24,344
	Dana Holding Corp.	1,858,009	23,801
	Life Time Fitness Inc.	509,975	23,719
	Wolverine World Wide Inc.	608,696	23,605
	AMC Networks Inc. Class A	663,578	23,590
	Visteon Corp.	609,724	22,865
	Washington Post Co. Class B	61,147	22,858
	Vail Resorts Inc.	456,032	22,838
*	Lamar Advertising Co. Class A	786,623	22,497
*	Warnaco Group Inc.	523,240	22,280
*	Deckers Outdoor Corp.	487,238	21,443
*	Cabela's Inc.	565,310	21,374
*	Hyatt Hotels Corp. Class A	574,989	21,367
*	Domino's Pizza Inc.	689,849	21,323
*	Cheesecake Factory Inc.	666,267	21,294
	Pier 1 Imports Inc.	1,274,513	20,940
	DSW Inc. Class A	383,728	20,875
	HSN Inc.	514,622	20,765
	Tesla Motors Inc.	662,053	20,716
	AutoNation Inc.	583,882	20,599
	Tenneco Inc.	763,023	20,464
	Buffalo Wild Wings Inc.	231,257	20,036
*	Tempur-Pedic International Inc.	825,156	19,300
*	Hibbett Sports Inc.	334,038	19,277
	Wendy's Co.	3,998,475	18,873
	Morningstar Inc.	317,231	18,349
	Genesco Inc.	303,619	18,263
	Crocs Inc.	1,129,267	18,238
	Vitamin Shoppe Inc.	331,736	18,222
	Aeropostale Inc.	1,019,362	18,175
	Weight Watchers International Inc.	349,104	18,000
	Cracker Barrel Old Country Store Inc.	280,314	17,604
	Gaylord Entertainment Co.	451,874	17,424
	Men's Wearhouse Inc.	616,921	17,360
	Live Nation Entertainment Inc.	1,885,999	17,313
	Express Inc.	949,459	17,252
*	ANN Inc.	663,235	16,906
	MDC Holdings Inc.	514,005	16,793
*	DreamWorks Animation SKG Inc. Class A	874,990	16,677
*	Collective Brands Inc.	764,007	16,365
	Strayer Education Inc.	149,644	16,314
	Thor Industries Inc.	587,612	16,106
*	Iconix Brand Group Inc.	914,814	15,982
*	Steven Madden Ltd.	498,427	15,825
*	Children's Place Retail Stores Inc.	311,894	15,542
^,*	ITT Educational Services Inc.	250,923	15,244

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
 June 30, 2012

		Shares	Market Value (\$000)
*^	Saks Inc.	1,418,322	15,105
*	Jack in the Box Inc.	541,138	15,087
*	Jos A Bank Clothiers Inc.	352,614	14,972
^	Regal Entertainment Group Class A	1,078,965	14,847
	Bob Evans Farms Inc.	364,976	14,672
	Choice Hotels International Inc.	366,466	14,633
	Hillenbrand Inc.	790,853	14,536
	Texas Roadhouse Inc. Class A	788,694	14,536
	Ryland Group Inc.	562,757	14,395
^	Meredith Corp.	449,936	14,371
^	Buckle Inc.	360,325	14,258
	Select Comfort Corp.	672,345	14,065
	WMS Industries Inc.	693,776	13,841
	Fifth & Pacific Cos. Inc.	1,267,582	13,601
	Finish Line Inc. Class A	640,472	13,392
	Lions Gate Entertainment Corp.	902,782	13,307
	Group 1 Automotive Inc.	287,951	13,133
	Regis Corp.	729,757	13,106
	Cooper Tire & Rubber Co.	745,760	13,081
	New York Times Co. Class A	1,670,225	13,028
	Valassis Communications Inc.	592,041	12,877
	Shutterfly Inc.	417,787	12,822
	Helen of Troy Ltd.	376,808	12,770
	Meritage Homes Corp.	372,253	12,634
	Monro Muffler Brake Inc.	368,835	12,260
	Penske Automotive Group Inc.	570,172	12,110
	Arbitron Inc.	345,888	12,106
	BJ's Restaurants Inc.	316,776	12,037
	Papa John's International Inc.	249,879	11,887
	Francesca's Holdings Corp.	437,759	11,824
	Zumiez Inc.	294,747	11,672
	Matthews International Corp. Class A	354,102	11,505
	Orient-Express Hotels Ltd. Class A	1,284,868	10,754
	National CineMedia Inc.	705,810	10,707
	Cato Corp. Class A	347,228	10,577
	Lumber Liquidators Holdings Inc.	306,627	10,361
	Jones Group Inc.	1,045,160	9,992
	Peet's Coffee & Tea Inc.	165,971	9,965
	Grand Canyon Education Inc.	475,277	9,952
	Skechers U.S.A. Inc. Class A	488,161	9,944
	Scholastic Corp.	345,899	9,741
	Sturm Ruger & Co. Inc.	240,293	9,648
	Churchill Downs Inc.	162,826	9,573
	Shuffle Master Inc.	682,476	9,418
	American Axle & Manufacturing Holdings Inc.	887,745	9,312
	CEC Entertainment Inc.	254,278	9,248
	Interval Leisure Group Inc.	483,996	9,201
	Marriott Vacations Worldwide Corp.	295,152	9,144
	Columbia Sportswear Co.	170,287	9,131
	Dorman Products Inc.	361,298	9,065
	KB Home	914,925	8,966
	HomeAway Inc.	411,168	8,939
	International Speedway Corp. Class A	335,419	8,781
	True Religion Apparel Inc.	298,794	8,659
	News Corp. Class B	379,115	8,538
	DineEquity Inc.	190,559	8,507
	Asbury Automotive Group Inc.	354,875	8,407
	K12 Inc.	358,727	8,358
	Standard Pacific Corp.	1,349,236	8,352
	Stage Stores Inc.	450,389	8,251
	Steiner Leisure Ltd.	175,891	8,163
	Knology Inc.	406,100	7,988
	La-Z-Boy Inc.	644,252	7,918
*^	Pandora Media Inc.	724,266	7,873

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	Shares	Market Value (\$000)
Ascent Capital Group Inc. Class A	150,082	7,767
Oxford Industries Inc.	173,070	7,736
Biglari Holdings Inc.	19,735	7,625
Office Depot Inc.	3,491,819	7,542
Belo Corp. Class A	1,155,197	7,439
Pinnacle Entertainment Inc.	764,314	7,353
Sonic Corp.	731,843	7,333
Ameristar Casinos Inc.	405,659	7,209
Stewart Enterprises Inc. Class A	995,338	7,107
American Public Education Inc.	221,934	7,102
iRobot Corp.	319,797	7,083
American Greetings Corp. Class A	476,267	6,963
Fred's Inc. Class A	455,368	6,963
AFC Enterprises Inc.	300,596	6,956
Scientific Games Corp. Class A	812,973	6,951
Drew Industries Inc.	246,386	6,862
Brown Shoe Co. Inc.	531,289	6,859
LeapFrog Enterprises Inc.	645,081	6,619
Smith & Wesson Holding Corp.	792,699	6,587
Lennar Corp. Class B	269,794	6,483
Sonic Automotive Inc. Class A	473,533	6,473
Pep Boys-Manny Moe & Jack	652,681	6,462
Lithia Motors Inc. Class A	279,840	6,450
Capella Education Co.	183,776	6,388
Ethan Allen Interiors Inc.	317,354	6,325
Barnes & Noble Inc.	378,910	6,237
Career Education Corp.	923,295	6,177
Core-Mark Holding Co. Inc.	125,397	6,037
Sinclair Broadcast Group Inc. Class A	658,831	5,969
Denny's Corp.	1,324,156	5,879
Maidenform Brands Inc.	291,160	5,800
Arctic Cat Inc.	158,408	5,791
Movado Group Inc.	222,557	5,568
Bridgepoint Education Inc.	254,715	5,553
Vera Bradley Inc.	256,352	5,404
OfficeMax Inc.	1,056,697	5,347
Superior Industries International Inc.	318,032	5,206
Red Robin Gourmet Burgers Inc.	168,834	5,151
Hot Topic Inc.	529,600	5,132
JAKKS Pacific Inc.	320,386	5,129
Blue Nile Inc.	171,708	5,101
Ruby Tuesday Inc.	731,944	4,985
rue21 inc	196,130	4,950
G-III Apparel Group Ltd.	208,488	4,939
Boyd Gaming Corp.	681,940	4,910
Blyth Inc.	141,026	4,874
Harte-Hanks Inc.	531,386	4,857
RadioShack Corp.	1,263,705	4,853
Krispy Kreme Doughnuts Inc.	758,358	4,846
EW Scripps Co. Class A	499,124	4,797
America's Car-Mart Inc.	122,441	4,757
Callaway Golf Co.	786,703	4,649
Multimedia Games Holding Co. Inc.	330,827	4,632
Wet Seal Inc. Class A	1,379,266	4,358
Conn's Inc.	276,674	4,095
Amerigon Inc.	351,976	4,044
Bravo Brio Restaurant Group Inc.	225,829	4,027
Cavco Industries Inc.	77,081	3,953
Universal Technical Institute Inc.	290,774	3,928
M/I Homes Inc.	224,470	3,888
Nutrisystem Inc.	322,998	3,734
PetMed Express Inc.	306,044	3,721
Digital Generation Inc.	298,520	3,693
Libbey Inc.	236,670	3,638

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	Shares	Market Value (\$000)
* Winnebago Industries Inc.	356,001	3,628
Shoe Carnival Inc.	167,010	3,589
* Modine Manufacturing Co.	517,553	3,587
* Town Sports International Holdings Inc.	267,977	3,561
* Quiksilver Inc.	1,513,132	3,526
* Rentrak Corp.	170,345	3,518
*^ Hovnanian Enterprises Inc. Class A	1,207,052	3,500
* Fuel Systems Solutions Inc.	208,065	3,473
Marcus Corp.	251,926	3,466
* Federal-Mogul Corp.	305,532	3,361
* Perry Ellis International Inc.	158,346	3,286
Standard Motor Products Inc.	232,293	3,271
* Caribou Coffee Co. Inc.	250,364	3,232
Destination Maternity Corp.	143,632	3,102
* Journal Communications Inc. Class A	598,089	3,086
* Cumulus Media Inc. Class A	1,012,048	3,046
Speedway Motorsports Inc.	174,576	2,952
Beazer Homes USA Inc.	907,345	2,949
Benihana Inc. Class A	176,863	2,849
Corinthian Colleges Inc.	985,420	2,848
Exide Technologies	846,029	2,843
Clear Channel Outdoor Holdings Inc. Class A	467,219	2,813
Carmike Cinemas Inc.	188,126	2,756
Citi Trends Inc.	176,975	2,732
* Ruth's Hospitality Group Inc.	408,771	2,698
* Zagg Inc.	243,945	2,661
Carriage Services Inc. Class A	318,247	2,648
* Stein Mart Inc.	330,604	2,628
Haverty Furniture Cos. Inc.	234,118	2,615
World Wrestling Entertainment Inc. Class A	332,286	2,598
bebe stores inc	442,599	2,598
Black Diamond Inc.	272,412	2,574
* Mattress Firm Holding Corp.	84,727	2,568
*^ hhgregg Inc.	227,060	2,568
MarineMax Inc.	265,823	2,528
Unifi Inc.	221,250	2,507
*^ Skullcandy Inc.	176,495	2,497
Fiesta Restaurant Group Inc.	187,152	2,476
Universal Electronics Inc.	174,340	2,296
Steinway Musical Instruments Inc.	93,498	2,291
Systemax Inc.	188,321	2,226
Talbots Inc.	873,283	2,201
Tuesday Morning Corp.	510,965	2,192
Famous Dave's Of America Inc.	197,918	2,187
West Marine Inc.	184,315	2,166
Kirkland's Inc.	189,729	2,134
Hooker Furniture Corp.	178,152	2,100
* VOXX International Corp. Class A	219,863	2,049
* Stoneridge Inc.	299,958	2,043
CSS Industries Inc.	98,942	2,033
Cherokee Inc.	145,928	2,033
Spartan Motors Inc.	380,558	1,994
Geeknet Inc.	100,443	1,991
Mac-Gray Corp.	139,675	1,968
* Casual Male Retail Group Inc.	523,221	1,899
Weyco Group Inc.	81,377	1,886
* Gordmans Stores Inc.	108,945	1,798
Big 5 Sporting Goods Corp.	235,874	1,783
* Fisher Communications Inc.	58,731	1,757
* Body Central Corp.	191,245	1,721
* Saga Communications Inc. Class A	45,952	1,705
* Kenneth Cole Productions Inc. Class A	108,876	1,639
* Teavana Holdings Inc.	120,954	1,636
* Isle of Capri Casinos Inc.	260,949	1,610

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	Shares	Market Value (\$000)
Luby's Inc.	236,190	1,582
TravelCenters of America LLC	311,380	1,579
Lincoln Educational Services Corp.	242,095	1,574
McClatchy Co. Class A	707,015	1,555
Entercom Communications Corp. Class A	257,660	1,551
Bassett Furniture Industries Inc.	148,869	1,535
Winmark Corp.	25,754	1,508
Jamba Inc.	755,929	1,482
Vitacost.com Inc.	249,808	1,474
Premier Exhibitions Inc.	536,744	1,449
Overstock.com Inc.	202,515	1,399
Monarch Casino & Resort Inc.	153,094	1,399
Strattec Security Corp.	65,085	1,369
Lifetime Brands Inc.	106,782	1,332
Flexsteel Industries Inc.	67,252	1,330
Sealy Corp.	714,597	1,322
Superior Uniform Group Inc.	104,006	1,274
Shiloh Industries Inc.	110,112	1,266
Daily Journal Corp.	14,678	1,259
Einstein Noah Restaurant Group Inc.	70,579	1,239
Red Lion Hotels Corp.	141,270	1,222
MTR Gaming Group Inc.	255,698	1,215
Johnson Outdoors Inc. Class A	58,547	1,206
Frisch's Restaurants Inc.	41,790	1,184
Outdoor Channel Holdings Inc.	156,925	1,147
Delta Apparel Inc.	83,677	1,143
Martha Stewart Living Omnimedia Class A	334,904	1,139
AH Belo Corp. Class A	282,231	1,135
Fiesta Restaurant Group Inc.	187,152	1,112
Zale Corp.	404,536	1,088
Nautilus Inc.	325,683	1,078
New York & Co. Inc.	309,131	1,076
1-800-Flowers.com Inc. Class A	307,645	1,074
Dover Downs Gaming & Entertainment Inc.	355,462	1,070
Bon-Ton Stores Inc.	136,648	1,067
Morgans Hotel Group Co.	223,116	1,049
ReachLocal Inc.	95,269	1,048
Orbitz Worldwide Inc.	286,229	1,045
Gaiam Inc. Class A	266,128	1,038
LIN TV Corp. Class A	341,230	1,030
Pacific Sunwear of California Inc.	553,850	1,014
Bluegreen Corp.	200,908	996
Rocky Brands Inc.	75,295	993
Valuevision Media Inc. Class A	467,359	972
Reading International Inc. Class A	177,775	962
Ambassadors Group Inc.	172,883	940
Rick's Cabaret International Inc.	107,071	928
K-Swiss Inc. Class A	295,760	911
Stanley Furniture Co. Inc.	227,672	908
Gray Television Inc.	602,146	885
Lee Enterprises Inc.	542,668	879
Joe's Jeans Inc.	832,167	874
Marine Products Corp.	140,705	855
Cache Inc.	180,624	838
Build-A-Bear Workshop Inc.	168,197	804
Nexstar Broadcasting Group Inc. Class A	118,334	798
Tower International Inc.	73,247	769
Furniture Brands International Inc.	613,008	760
Lakes Entertainment Inc.	260,577	756
Culp Inc.	73,700	755
National American University Holdings Inc.	175,287	754
Collectors Universe	51,188	751
Entravision Communications Corp. Class A	611,275	740
School Specialty Inc.	219,289	715

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		Market Value (\$000)
	Shares	
*^ Dex One Corp.	728,768	681
* Navarre Corp.	416,222	662
*^ Radio One Inc.	678,120	636
*^ Motorcar Parts of America Inc.	135,181	607
* Learning Tree International Inc.	138,784	606
* Kid Brands Inc.	298,606	597
* Heelys Inc.	300,234	573
* Century Casinos Inc.	202,361	550
* Perfumania Holdings Inc.	64,655	536
* US Auto Parts Network Inc.	127,515	533
Escalade Inc.	93,954	520
* Coldwater Creek Inc.	920,293	502
* Trans World Entertainment Corp.	160,912	499
Christopher & Banks Corp.	408,527	482
*^ American Apparel Inc.	542,490	465
* dELiA*s Inc.	299,242	464
Harris Interactive Inc.	402,259	455
Entertainment Gaming Asia Inc.	157,269	453
Salem Communications Corp. Class A	81,595	446
Media General Inc. Class A	93,458	431
Orchard Supply Hardware Stores Corp. Class A	23,110	384
Dixie Group Inc.	99,243	377
Cosi Inc.	517,542	368
LodgeNet Interactive Corp.	280,561	368
* Books-A-Million Inc.	112,514	360
* UQM Technologies Inc.	401,083	349
* Emerson Radio Corp.	169,085	343
* SuperMedia Inc.	130,556	326
Dover Motorsports Inc.	236,518	307
Canterbury Park Holding Corp.	24,382	271
Skyline Corp.	50,767	258
Gaming Partners International Corp.	41,577	255
Hastings Entertainment Inc.	121,119	240
Duckwall-ALCO Stores Inc.	25,850	226
Hollywood Media Corp.	174,057	209
Empire Resorts Inc.	108,577	201
* Quantum Fuel Systems Technologies Worldwide Inc.	267,890	197
Cambium Learning Group Inc.	157,716	150
Hallwood Group Inc.	12,464	124
Sport Chalet Inc. Class A	65,485	97
Hovnanian Enterprises Inc. Class B	19,300	56
Dial Global Inc.	11,511	38
Universal Travel Group	42,843	29
Forward Industries Inc.	14,310	25
SPAR Group Inc.	16,145	19
Bowl America Inc. Class A	664	8
Sport Chalet Inc. Class B	1,820	3
Educational Development Corp.	281	1
Koss Corp.	100	1
		22,689,244
Consumer Staples (9.8%)		
Procter & Gamble Co.	34,906,629	2,138,031
Coca-Cola Co.	25,812,784	2,018,302
Philip Morris International Inc.	21,820,764	1,904,080
Wal-Mart Stores Inc.	23,870,234	1,664,233
PepsiCo Inc.	19,904,285	1,406,437
Altria Group Inc.	25,921,377	895,584
Kraft Foods Inc.	21,284,220	821,997
CVS Caremark Corp.	16,502,932	771,182
Colgate-Palmolive Co.	6,077,125	632,629
Costco Wholesale Corp.	5,511,530	523,595
Kimberly-Clark Corp.	4,988,845	417,916
Walgreen Co.	11,068,752	327,414
General Mills Inc.	8,166,456	314,735

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	Shares	Market Value (\$000)
Archer-Daniels-Midland Co.	8,381,874	247,433
Sysco Corp.	7,403,484	220,698
Lorillard Inc.	1,672,044	220,626
HJ Heinz Co.	4,051,843	220,339
Whole Foods Market Inc.	2,194,802	209,209
Mead Johnson Nutrition Co.	2,579,672	207,689
Reynolds American Inc.	4,387,216	196,854
Estee Lauder Cos. Inc. Class A	2,987,286	161,672
Kroger Co.	6,914,936	160,357
Kellogg Co.	3,166,153	156,186
Hershey Co.	1,983,766	142,891
ConAgra Foods Inc.	5,227,616	135,552
Monster Beverage Corp.	1,876,114	133,579
Dr Pepper Snapple Group Inc.	2,687,755	117,589
Bunge Ltd.	1,845,152	115,765
Clorox Co.	1,562,396	113,211
Beam Inc.	1,786,797	111,657
JM Smucker Co.	1,435,586	108,415
Coca-Cola Enterprises Inc.	3,826,525	107,296
Brown-Forman Corp. Class B	1,042,532	100,969
Church & Dwight Co. Inc.	1,804,010	100,068
McCormick & Co. Inc.	1,526,479	92,581
Avon Products Inc.	5,457,335	88,463
Campbell Soup Co.	2,421,463	80,828
Molson Coors Brewing Co. Class B	1,884,750	78,424
Tyson Foods Inc. Class A	3,784,500	71,262
Herbalife Ltd.	1,472,551	71,168
Energizer Holdings Inc.	838,872	63,125
Safeway Inc.	3,388,810	61,507
Constellation Brands Inc. Class A	2,238,874	60,584
Hormel Foods Corp.	1,833,365	55,771
Ingredion Inc.	964,684	47,771
Ralcorp Holdings Inc.	697,596	46,558
Hillshire Brands Co.	1,498,265	43,435
Smithfield Foods Inc.	1,937,529	41,909
Dean Foods Co.	2,325,337	39,601
Green Mountain Coffee Roasters Inc.	1,659,342	36,140
Flowers Foods Inc.	1,547,589	35,951
United Natural Foods Inc.	616,449	33,818
Nu Skin Enterprises Inc. Class A	718,132	33,680
Casey's General Stores Inc.	481,323	28,393
TreeHouse Foods Inc.	454,122	28,287
Hain Celestial Group Inc.	477,685	26,292
Fresh Market Inc.	485,893	26,058
Darling International Inc.	1,482,583	24,448
Harris Teeter Supermarkets Inc.	592,237	24,276
Lancaster Colony Corp.	241,276	17,181
PriceSmart Inc.	244,843	16,529
B&G Foods Inc. Class A	612,916	16,304
Snyders-Lance Inc.	600,281	15,145
SUPERVALU Inc.	2,653,109	13,743
Universal Corp.	289,890	13,431
Boston Beer Co. Inc. Class A	109,189	13,212
Elizabeth Arden Inc.	332,013	12,885
Rite Aid Corp.	8,466,402	11,853
Fresh Del Monte Produce Inc.	502,967	11,805
Sanderson Farms Inc.	247,884	11,358
J&J Snack Foods Corp.	186,635	11,030
* Post Holdings Inc.	345,272	10,617
^ Vector Group Ltd.	603,043	10,264
* Prestige Brands Holdings Inc.	627,458	9,920
WD-40 Co.	192,015	9,564
* Spectrum Brands Holdings Inc.	291,436	9,492
Andersons Inc.	219,412	9,360

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	Shares	Market Value (\$000)
Cal-Maine Foods Inc.	176,633	6,906
* Smart Balance Inc.	727,847	6,834
Weis Markets Inc.	148,128	6,595
* Star Scientific Inc.	1,342,334	6,121
Tootsie Roll Industries Inc.	241,618	5,765
* Pilgrim's Pride Corp.	798,990	5,713
Coca-Cola Bottling Co. Consolidated	81,568	5,243
* Susser Holdings Corp.	138,823	5,160
Spartan Stores Inc.	284,109	5,151
* Diamond Foods Inc.	272,547	4,862
Central Garden and Pet Co. Class A	437,183	4,761
Dole Food Co. Inc.	494,841	4,345
Pantry Inc.	282,012	4,146
USANA Health Sciences Inc.	95,724	3,936
Nash Finch Co.	169,982	3,651
Calavo Growers Inc.	141,396	3,617
Alliance One International Inc.	1,007,035	3,484
Inter Parfums Inc.	201,006	3,471
Medifast Inc.	171,495	3,375
Schiff Nutrition International Inc.	164,352	2,950
Village Super Market Inc. Class A	86,219	2,809
Chiquita Brands International Inc.	554,928	2,775
John B Sanfilippo & Son Inc.	151,594	2,706
Revlon Inc. Class A	190,018	2,704
* Chefs' Warehouse Inc.	137,929	2,490
Central European Distribution Corp.	819,306	2,343
Central Garden and Pet Co.	224,066	2,326
Nutraceutical International Corp.	147,820	2,254
Nature's Sunshine Products Inc.	146,981	2,219
Seneca Foods Corp. Class A	80,487	2,165
Oil-Dri Corp. of America	95,706	2,096
National Beverage Corp.	134,438	2,009
Physicians Formula Holdings Inc.	552,379	1,928
Ingles Markets Inc. Class A	120,077	1,925
DE Master Blenders	155,841	1,757
Inventure Foods Inc.	272,619	1,718
Limoneira Co.	104,815	1,700
Omega Protein Corp.	221,132	1,628
Alico Inc.	43,345	1,324
Female Health Co.	220,807	1,296
Orchids Paper Products Co.	69,151	1,223
Lifeway Foods Inc.	95,840	994
Griffin Land & Nurseries Inc.	29,103	815
Overhill Farms Inc.	180,429	707
Craft Brew Alliance Inc.	86,417	707
Farmer Bros Co.	66,419	529
MGP Ingredients Inc.	91,833	295
Reliv International Inc.	146,638	235
* Primo Water Corp.	178,443	198
* Mannatech Inc.	21,837	151
Jones Soda Co.	179,030	57
* Crystal Rock Holdings Inc.	32,920	34
Bridgford Foods Corp.	200	2
Energy (10.0%)		18,732,418
Exxon Mobil Corp.	59,734,064	5,111,444
Chevron Corp.	25,053,497	2,643,144
Schlumberger Ltd.	16,909,397	1,097,589
Occidental Petroleum Corp.	10,277,209	881,476
ConocoPhillips	15,404,726	860,816
Apache Corp.	4,870,129	428,036
Anadarko Petroleum Corp.	6,315,304	418,073
National Oilwell Varco Inc.	5,375,655	346,407
Halliburton Co.	11,656,895	330,939

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	Shares	Market Value (\$000)
EOG Resources Inc.	3,408,881	307,174
Devon Energy Corp.	4,863,259	282,020
Phillips 66	7,989,434	265,569
Spectra Energy Corp.	8,248,997	239,716
Marathon Oil Corp.	8,914,086	227,933
Baker Hughes Inc.	5,543,477	227,837
Williams Cos. Inc.	7,500,935	216,177
Marathon Petroleum Corp.	4,403,238	197,793
Kinder Morgan Inc.	6,071,619	195,628
Noble Energy Inc.	2,240,877	190,071
Valero Energy Corp.	7,031,893	169,820
Hess Corp.	3,874,619	168,352
Chesapeake Energy Corp.	8,388,539	156,027
Southwestern Energy Co.	4,419,535	141,116
Cameron International Corp.	3,115,175	133,049
Pioneer Natural Resources Co.	1,482,887	130,805
Range Resources Corp.	2,048,400	126,734
Weatherford International Ltd.	9,596,834	121,208
FMC Technologies Inc.	3,027,668	118,775
Murphy Oil Corp.	2,332,503	117,302
Concho Resources Inc.	1,247,691	106,203
Cabot Oil & Gas Corp.	2,657,365	104,700
Noble Corp.	3,189,891	103,767
EQT Corp.	1,896,151	101,691
HollyFrontier Corp.	2,505,579	88,773
CONSOL Energy Inc.	2,877,097	87,003
Peabody Energy Corp.	3,447,582	84,535
Kinder Morgan Management LLC	1,141,057	83,776
Denbury Resources Inc.	4,935,803	74,580
Core Laboratories NV	603,138	69,904
QEP Resources Inc.	2,243,901	67,250
Oceaneering International Inc.	1,368,154	65,480
Sunoco Inc.	1,352,920	64,264
Whiting Petroleum Corp.	1,487,613	61,171
Cimarex Energy Co.	1,085,724	59,845
Helmerich & Payne Inc.	1,355,633	58,943
Plains Exploration & Production Co.	1,618,378	56,934
Cobalt International Energy Inc.	2,324,295	54,621
Nabors Industries Ltd.	3,643,721	52,470
Diamond Offshore Drilling Inc.	880,676	52,074
Rowan Cos. plc Class A	1,565,913	50,626
Newfield Exploration Co.	1,703,208	49,921
Ultra Petroleum Corp.	1,927,716	44,472
Tesoro Corp.	1,776,352	44,338
Oil States International Inc.	652,481	43,194
Dresser-Rand Group Inc.	951,547	42,382
Energen Corp.	909,501	41,046
WPX Energy Inc.	2,505,315	40,536
Superior Energy Services Inc.	1,987,973	40,217
SM Energy Co.	808,435	39,702
Continental Resources Inc.	570,228	37,989
World Fuel Services Corp.	896,857	34,107
McDermott International Inc.	2,968,684	33,071
SandRidge Energy Inc.	4,644,063	31,069
Tidewater Inc.	647,813	30,033
Patterson-UTI Energy Inc.	1,964,110	28,597
Dril-Quip Inc.	431,114	28,277
Cheniere Energy Inc.	1,906,895	28,108
Atwood Oceanics Inc.	738,740	27,954
Kodiak Oil & Gas Corp.	3,321,911	27,273
Energy XXI Bermuda Ltd.	858,240	26,854
Rosetta Resources Inc.	671,582	24,607
Alpha Natural Resources Inc.	2,773,616	24,158
Berry Petroleum Co. Class A	591,932	23,476

Vanguard® Total Stock Market Index Fund
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		Shares	Market Value (\$000)
* SEACOR Holdings Inc.		257,003	22,971
Lufkin Industries Inc.		418,242	22,719
* Oasis Petroleum Inc.		932,243	22,542
* Helix Energy Solutions Group Inc.		1,270,528	20,849
Unit Corp.		546,296	20,153
* CARBO Ceramics Inc.		260,579	19,994
Arch Coal Inc.		2,681,297	18,474
Bristow Group Inc.		450,503	18,322
Gran Tierra Energy Inc.		3,493,801	17,155
* McMoRan Exploration Co.		1,312,372	16,628
Western Refining Inc.		744,370	16,577
Hornbeck Offshore Services Inc.		421,003	16,326
Targa Resources Corp.		371,897	15,880
SemGroup Corp. Class A		474,908	15,164
* Stone Energy Corp.		585,140	14,827
Key Energy Services Inc.		1,799,603	13,677
Clean Energy Fuels Corp.		857,908	13,298
Enbridge Energy Management LLC		412,520	13,188
Cloud Peak Energy Inc.		770,649	13,032
Bill Barrett Corp.		601,690	12,888
EXCO Resources Inc.		1,637,748	12,430
Gulfport Energy Corp.		595,508	12,285
Northern Oil and Gas Inc.		758,956	12,098
Carrizo Oil & Gas Inc.		465,200	10,937
* Forest Oil Corp.		1,458,273	10,689
* ION Geophysical Corp.		1,573,602	10,370
* Gulfmark Offshore Inc.		303,084	10,317
* Swift Energy Co.		529,318	9,851
RPC Inc.		825,838	9,819
Contango Oil & Gas Co.		163,903	9,703
Exterran Holdings Inc.		757,068	9,653
C&J Energy Services Inc.		521,381	9,646
GeoResources Inc.		258,759	9,473
Comstock Resources Inc.		574,050	9,426
PDC Energy Inc.		375,292	9,202
Approach Resources Inc.		322,937	8,248
Magnum Hunter Resources Corp.		1,961,515	8,199
Halcon Resources Corp.		814,465	7,689
CrossTex Energy Inc.		521,340	7,299
W&T Offshore Inc.		454,884	6,960
TETRA Technologies Inc.		956,316	6,818
Newpark Resources Inc.		1,152,361	6,799
OYO Geospace Corp.		75,019	6,751
Laredo Petroleum Holdings Inc.		321,570	6,689
Parker Drilling Co.		1,479,303	6,672
Quicksilver Resources Inc.		1,163,649	6,307
Pioneer Drilling Co.		781,527	6,229
* Energy Partners Ltd.		368,526	6,228
* Rex Energy Corp.		544,446	6,103
* Hercules Offshore Inc.		1,648,775	5,837
CVR Energy Inc.		219,013	5,821
* Resolute Energy Corp.		602,701	5,768
Vaalco Energy Inc.		665,752	5,745
Rentech Inc.		2,775,713	5,718
* Heckmann Corp.		1,681,618	5,684
* Tesco Corp.		421,119	5,053
* Solazyme Inc.		362,903	5,044
Gulf Island Fabrication Inc.		174,920	4,934
* Clayton Williams Energy Inc.		98,031	4,743
* Goodrich Petroleum Corp.		330,265	4,577
* Endeavour International Corp.		516,417	4,338
* PHI Inc.		150,992	4,199
Penn Virginia Corp.		561,659	4,123
Overseas Shipholding Group Inc.		351,543	3,906

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		Market Value (\$000)
	Shares	
* Basic Energy Services Inc.	369,889	3,817
* FX Energy Inc.	631,324	3,756
* Petroquest Energy Inc.	748,896	3,744
* Venoco Inc.	372,985	3,734
* Willbros Group Inc.	560,916	3,623
* Matrix Service Co.	313,145	3,554
* Harvest Natural Resources Inc.	414,704	3,546
* Cal Dive International Inc.	1,194,184	3,463
Abraxas Petroleum Corp.	1,033,800	3,298
* Sanchez Energy Corp.	151,778	3,157
* Vantage Drilling Co.	2,053,429	3,080
* Triangle Petroleum Corp.	531,820	2,968
Panhandle Oil and Gas Inc. Class A	97,665	2,944
BPZ Resources Inc.	1,112,033	2,813
* Lone Pine Resources Inc.	998,013	2,744
TransAtlantic Petroleum Ltd.	2,426,615	2,621
Callon Petroleum Co.	586,084	2,497
Bonanza Creek Energy Inc.	148,829	2,475
Bolt Technology Corp.	164,548	2,470
Delek US Holdings Inc.	139,145	2,448
Crimson Exploration Inc.	528,252	2,425
Mitcham Industries Inc.	142,780	2,423
REX American Resources Corp.	119,191	2,327
Warren Resources Inc.	914,040	2,194
* Dawson Geophysical Co.	91,848	2,188
Natural Gas Services Group Inc.	141,975	2,104
Apco Oil and Gas International Inc.	115,012	2,076
Uranium Energy Corp.	881,659	2,019
Green Plains Renewable Energy Inc.	306,386	1,912
ATP Oil & Gas Corp.	560,613	1,895
USEC Inc.	1,756,889	1,739
Miller Energy Resources Inc.	336,956	1,685
TGC Industries Inc.	171,271	1,663
Evolution Petroleum Corp.	198,386	1,655
Alon USA Energy Inc.	187,678	1,588
CREDO Petroleum Corp.	107,871	1,561
Hyperdynamics Corp.	1,843,386	1,545
Amyris Inc.	330,364	1,463
Global Geophysical Services Inc.	227,518	1,392
James River Coal Co.	499,937	1,355
Patriot Coal Corp.	1,102,279	1,345
RigNet Inc.	77,315	1,344
Isramco Inc.	11,810	1,299
ZaZa Energy Corp.	284,016	1,284
Gastar Exploration Ltd.	654,733	1,264
Westmoreland Coal Co.	144,386	1,162
Uranerz Energy Corp.	786,052	1,140
Adams Resources & Energy Inc.	25,851	1,084
Gevo Inc.	205,633	1,022
Double Eagle Petroleum Co.	220,979	968
KiOR Inc.	99,734	893
Syntroleum Corp.	1,258,283	849
Union Drilling Inc.	183,171	821
Uranium Resources Inc.	1,226,138	760
US Energy Corp. Wyoming	321,367	758
CAMAC Energy Inc.	1,026,240	646
Verenium Corp.	176,670	553
Saratoga Resources Inc.	86,184	507
GMX Resources Inc.	587,108	476
ENGlobal Corp.	223,251	335
Houston American Energy Corp.	221,330	248
GeoGlobal Resources Inc.	609,855	232
Gasco Energy Inc.	1,247,812	218
Barnwell Industries Inc.	69,987	208

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	Shares	Market Value (\$000)
* HKN Inc.	78,778	187
* Oilsands Quest Inc.	3,745,176	159
* PrimeEnergy Corp.	3,540	94
* GreenHunter Energy Inc.	36,142	74
* GeoMet Inc.	107,708	34
* PostRock Energy Corp.	19,109	30
* Geokinetics Inc.	42,606	12
*^ Cubic Energy Inc.	26,705	11
		18,984,043
Financials (15.3%)		
Wells Fargo & Co.	63,486,618	2,122,993
JPMorgan Chase & Co.	48,154,586	1,720,563
Bank of America Corp.	136,011,959	1,112,578
Citigroup Inc.	37,114,908	1,017,320
* Berkshire Hathaway Inc. Class B	10,310,044	859,136
US Bancorp	24,214,035	778,723
American Express Co.	13,302,720	774,351
Simon Property Group Inc.	3,772,961	587,299
Goldman Sachs Group Inc.	5,956,801	571,019
PNC Financial Services Group Inc.	6,684,731	408,504
American Tower Corporation	4,989,074	348,786
Capital One Financial Corp.	6,314,580	345,155
Bank of New York Mellon Corp.	15,266,581	335,101
MetLife Inc.	10,746,054	331,516
Travelers Cos. Inc.	4,979,602	317,898
ACE Ltd.	4,271,254	316,628
Prudential Financial Inc.	5,928,852	287,134
BlackRock Inc.	1,675,880	284,598
State Street Corp.	6,180,390	275,893
Morgan Stanley	18,799,924	274,291
BB&T Corp.	8,832,427	272,480
Public Storage	1,844,525	266,368
Aflac Inc.	5,917,367	252,021
Chubb Corp.	3,434,832	250,124
American International Group Inc.	7,663,560	245,924
Equity Residential	3,803,083	237,160
Discover Financial Services	6,713,343	232,147
Ventas Inc.	3,659,372	230,980
HCP Inc.	5,187,393	229,023
Allstate Corp.	6,338,949	222,434
Marsh & McLennan Cos. Inc.	6,883,482	221,855
CME Group Inc.	799,339	214,311
Franklin Resources Inc.	1,914,675	212,510
Annaly Capital Management Inc.	12,289,938	206,225
Boston Properties Inc.	1,878,378	203,560
T. Rowe Price Group Inc.	3,211,433	202,192
Prologis Inc.	5,815,012	193,233
Aon plc	3,912,480	183,026
Vornado Realty Trust	2,109,286	177,138
Charles Schwab Corp.	13,684,427	176,940
AvalonBay Communities Inc.	1,205,728	170,586
SunTrust Banks Inc.	6,790,953	164,545
Loews Corp.	4,019,841	164,452
Fifth Third Bancorp	11,647,103	156,071
Health Care REIT Inc.	2,662,589	155,229
Progressive Corp.	7,357,973	153,267
Weyerhaeuser Co.	6,796,920	151,979
Ameriprise Financial Inc.	2,834,492	148,131
Host Hotels & Resorts Inc.	8,959,817	141,744
American Capital Agency Corp.	3,799,227	127,692
Invesco Ltd.	5,649,992	127,690
Northern Trust Corp.	2,749,762	126,544

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		Shares	Market Value (\$000)
• IntercontinentalExchange Inc.		918,995	124,965
Regions Financial Corp.		17,888,256	120,746
M&T Bank Corp.		1,441,386	119,015
Digital Realty Trust Inc.		1,523,280	114,353
Berkshire Hathaway Inc. Class A		826	103,205
Principal Financial Group Inc.		3,817,751	100,140
Macerich Co.		1,669,480	98,583
Kimco Realty Corp.		5,147,755	97,962
General Growth Properties Inc.		5,341,343	96,625
Hartford Financial Services Group Inc.		5,310,120	93,617
KeyCorp		12,068,395	93,409
Moody's Corp.		2,540,439	92,853
SL Green Realty Corp.		1,094,308	87,807
CIT Group Inc.		2,413,659	86,023
UDR Inc.		3,317,479	85,724
XL Group plc Class A		4,014,008	84,455
Federal Realty Investment Trust		806,569	83,956
NYSE Euronext		3,280,897	83,925
Lincoln National Corp.		3,743,152	81,863
Plum Creek Timber Co. Inc.		2,041,735	81,057
Willis Group Holdings plc		2,206,028	80,498
Comerica Inc.		2,499,729	76,767
Cincinnati Financial Corp.		1,950,037	74,238
Affiliated Managers Group Inc.		655,867	71,785
Realty Income Corp.		1,688,392	70,524
Unum Group		3,680,336	70,405
Everest Re Group Ltd.		679,671	70,339
Huntington Bancshares Inc.		10,946,451	70,057
Rayonier Inc.		1,549,251	69,561
New York Community Bancorp Inc.		5,535,877	69,365
Essex Property Trust Inc.		440,669	67,828
Camden Property Trust		998,454	67,565
Arch Capital Group Ltd.		1,699,566	67,456
Torchmark Corp.		1,277,805	64,593
CBRE Group Inc. Class A		3,943,277	64,512
PartnerRe Ltd.		827,527	62,619
WR Berkley Corp.		1,481,583	57,663
Alexandria Real Estate Equities Inc.		783,467	56,974
Taubman Centers Inc.		735,271	56,734
Leucadia National Corp.		2,632,823	56,000
Alleghany Corp.		160,373	54,487
Liberty Property Trust		1,471,202	54,199
Regency Centers Corp.		1,139,285	54,196
SLM Corp.		3,442,209	54,077
People's United Financial Inc.		4,552,222	52,851
MSCI Inc. Class A		1,538,036	52,324
Arthur J Gallagher & Co.		1,481,335	51,950
Markel Corp.		115,546	51,037
Raymond James Financial Inc.		1,461,726	50,050
Fidelity National Financial Inc. Class A		2,587,782	49,841
Axis Capital Holdings Ltd.		1,525,188	49,645
RenaissanceRe Holdings Ltd.		651,871	49,549
Reinsurance Group of America Inc. Class A		927,168	49,335
Apartment Investment & Management Co. Class A		1,824,598	49,319
Duke Realty Corp.		3,273,254	47,920
BRE Properties Inc.		951,705	47,604
TD Ameritrade Holding Corp.		2,768,426	47,063
Senior Housing Properties Trust		2,051,542	45,790
Zions Bancorporation		2,323,025	45,113
Ares Capital Corp.		2,795,575	44,617
East West Bancorp Inc.		1,879,012	44,082
American Capital Ltd.		4,319,271	43,495
Legg Mason Inc.		1,645,894	43,402
HCC Insurance Holdings Inc.		1,354,681	42,537

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	Shares	Market Value (\$000)
American Campus Communities Inc.	942,585	42,397
Brown & Brown Inc.	1,536,108	41,890
Kilroy Realty Corp.	861,957	41,727
DDR Corp.	2,797,961	40,962
Cullen/Frost Bankers Inc.	695,811	40,002
Assurant Inc.	1,140,296	39,728
Eaton Vance Corp.	1,462,796	39,422
Jones Lang LaSalle Inc.	550,112	38,711
First Republic Bank	1,151,558	38,692
Douglas Emmett Inc.	1,674,267	38,676
Hospitality Properties Trust	1,561,370	38,675
Hudson City Bancorp Inc.	5,988,480	38,147
Weingarten Realty Investors	1,447,422	38,125
Piedmont Office Realty Trust Inc. Class A	2,181,438	37,543
Home Properties Inc.	609,832	37,419
Extra Space Storage Inc.	1,222,836	37,419
White Mountains Insurance Group Ltd.	71,252	37,176
NASDAQ OMX Group Inc.	1,639,267	37,162
Allied World Assurance Co. Holdings AG	465,665	37,006
National Retail Properties Inc.	1,302,526	36,848
Tanger Factory Outlet Centers	1,147,311	36,771
Commerce Bancshares Inc.	967,917	36,684
American Financial Group Inc.	928,280	36,416
BioMed Realty Trust Inc.	1,944,183	36,317
SEI Investments Co.	1,789,799	35,599
Signature Bank	582,439	35,511
MFA Financial Inc.	4,498,353	35,492
Mid-America Apartment Communities Inc.	514,021	35,077
Genworth Financial Inc. Class A	6,193,314	35,054
CBL & Associates Properties Inc.	1,776,784	34,718
Hatteras Financial Corp.	1,199,235	34,298
Equity Lifestyle Properties Inc.	495,875	34,201
First Niagara Financial Group Inc.	4,445,989	34,012
Post Properties Inc.	671,018	32,846
ProAssurance Corp.	366,938	32,691
Waddell & Reed Financial Inc. Class A	1,079,298	32,681
SVB Financial Group	549,313	32,256
Mack-Cali Realty Corp.	1,105,817	32,146
LaSalle Hotel Properties	1,079,487	31,456
CBOE Holdings Inc.	1,122,231	31,063
Hancock Holding Co.	1,014,599	30,884
Highwoods Properties Inc.	915,734	30,814
Chimera Investment Corp.	12,955,485	30,575
Starwood Property Trust Inc.	1,429,088	30,454
Protective Life Corp.	1,035,480	30,453
Omega Healthcare Investors Inc.	1,308,143	29,433
City National Corp.	604,957	29,389
Assured Guaranty Ltd.	2,068,358	29,164
Associated Banc-Corp	2,203,078	29,059
E*TRADE Financial Corp.	3,571,589	28,716
First Horizon National Corp.	3,294,096	28,494
Two Harbors Investment Corp.	2,699,390	27,966
Invesco Mortgage Capital Inc.	1,457,003	26,721
Bank of Hawaii Corp.	579,837	26,644
Erie Indemnity Co. Class A	362,913	25,988
Aspen Insurance Holdings Ltd.	894,308	25,846
Federated Investors Inc. Class B	1,179,296	25,768
Old Republic International Corp.	3,074,320	25,486
Fulton Financial Corp.	2,535,857	25,333
Capitol Federal Financial Inc.	2,120,437	25,191
Valley National Bancorp	2,364,584	25,065
Ocwen Financial Corp.	1,313,695	24,671
Validus Holdings Ltd.	763,712	24,462
Entertainment Properties Trust	591,010	24,296

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	Shares	Market Value (\$000)
Prosperity Bancshares Inc.	567,516	23,853
CNO Financial Group Inc.	3,057,652	23,850
Washington REIT	837,893	23,838
Forest City Enterprises Inc. Class A	1,614,848	23,577
LPL Financial Holdings Inc.	697,494	23,554
Healthcare Realty Trust Inc.	984,191	23,463
Colonial Properties Trust	1,055,553	23,370
Susquehanna Bancshares Inc.	2,252,319	23,199
Washington Federal Inc.	1,358,801	22,950
FirstMerit Corp.	1,378,898	22,779
DuPont Fabros Technology Inc.	793,017	22,649
First American Financial Corp.	1,315,754	22,315
Brandywine Realty Trust	1,803,685	22,257
TCF Financial Corp.	1,938,128	22,250
Howard Hughes Corp.	359,481	22,158
Hanover Insurance Group Inc.	564,615	22,093
Jefferies Group Inc.	1,688,330	21,931
RLJ Lodging Trust	1,209,112	21,921
DiamondRock Hospitality Co.	2,121,264	21,637
Popular Inc.	1,297,800	21,556
Corporate Office Properties Trust	908,605	21,361
CapitalSource Inc.	3,177,670	21,354
Alterra Capital Holdings Ltd.	908,243	21,207
UMB Financial Corp.	410,312	21,020
StanCorp Financial Group Inc.	561,690	20,872
Endurance Specialty Holdings Ltd.	541,531	20,751
BOK Financial Corp.	352,486	20,515
Webster Financial Corp.	941,198	20,386
CommonWealth REIT	1,053,770	20,148
Stifel Financial Corp.	646,280	19,970
Kemper Corp.	648,828	19,951
MBIA Inc.	1,826,538	19,745
DCT Industrial Trust Inc.	3,123,883	19,680
CYS Investments Inc.	1,412,294	19,447
Synovus Financial Corp.	9,814,475	19,433
Texas Capital Bancshares Inc.	474,859	19,180
Apollo Investment Corp.	2,496,754	19,175
FNB Corp.	1,763,063	19,165
Trustmark Corp.	770,921	18,872
Sunstone Hotel Investors Inc.	1,716,439	18,864
Umpqua Holdings Corp.	1,426,613	18,774
EastGroup Properties Inc.	352,094	18,767
Janus Capital Group Inc.	2,375,727	18,578
Iberiabank Corp.	367,586	18,545
Sovran Self Storage Inc.	362,878	18,177
Platinum Underwriters Holdings Ltd.	465,691	17,743
Glimcher Realty Trust	1,726,380	17,644
Prospect Capital Corp.	1,537,382	17,511
CubeSmart	1,449,267	16,913
Westamerica Bancorporation	354,712	16,739
Pebblebrook Hotel Trust	717,451	16,724
Equity One Inc.	786,482	16,673
PS Business Parks Inc.	244,149	16,534
RLI Corp.	241,375	16,462
Medical Properties Trust Inc.	1,710,958	16,459
United Bankshares Inc.	634,684	16,426
Cash America International Inc.	371,744	16,372
Primerica Inc.	608,614	16,268
Wintrust Financial Corp.	455,469	16,169
Potlatch Corp.	504,680	16,119
Montpelier Re Holdings Ltd.	749,540	15,958
Capstead Mortgage Corp.	1,141,254	15,875
National Penn Bancshares Inc.	1,638,807	15,683
Cathay General Bancorp	946,180	15,621

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		Shares	Market Value (\$000)
^	ARMOUR Residential REIT Inc.	2,190,494	15,574
	BancorpSouth Inc.	1,060,544	15,399
	National Health Investors Inc.	298,443	15,197
	Northwest Bancshares Inc.	1,287,278	15,074
*	Altisource Portfolio Solutions SA	205,473	15,047
*	Lexington Realty Trust	1,767,893	14,974
*	Knight Capital Group Inc. Class A	1,250,899	14,936
*	Mercury General Corp.	347,710	14,489
*	Old National Bancorp	1,194,013	14,340
*	First Cash Financial Services Inc.	353,883	14,215
*	Glacier Bancorp Inc.	909,174	14,083
	Sun Communities Inc.	317,183	14,032
	MB Financial Inc.	649,515	13,991
*	LTC Properties Inc.	379,696	13,775
*	St. Joe Co.	866,571	13,700
*	Ezcorp Inc. Class A	570,106	13,375
	Strategic Hotels & Resorts Inc.	2,042,911	13,197
	International Bancshares Corp.	675,501	13,186
	Symetra Financial Corp.	1,040,706	13,134
	CVB Financial Corp.	1,120,882	13,058
	First Industrial Realty Trust Inc.	1,025,522	12,942
	Education Realty Trust Inc.	1,161,333	12,868
	Community Bank System Inc.	465,081	12,613
*	Acadia Realty Trust	540,925	12,539
*	World Acceptance Corp.	188,757	12,420
	Redwood Trust Inc.	990,611	12,363
*	PHH Corp.	705,206	12,327
	Greenhill & Co. Inc.	345,671	12,323
	Anworth Mortgage Asset Corp.	1,709,674	12,053
	Selective Insurance Group Inc.	691,111	12,032
	Enstar Group Ltd.	121,502	12,021
	PrivateBancorp Inc. Class A	811,904	11,984
	MarketAxess Holdings Inc.	449,528	11,975
	Hersha Hospitality Trust Class A	2,256,031	11,912
	First Financial Bancorp	724,494	11,577
	Newcastle Investment Corp.	1,703,783	11,415
	Argo Group International Holdings Ltd.	389,365	11,397
*	Bank of the Ozarks Inc.	367,429	11,052
	TFS Financial Corp.	1,151,359	10,995
	Astoria Financial Corp.	1,120,537	10,981
	Alexander's Inc.	25,178	10,854
	First Financial Bankshares Inc.	313,054	10,819
	First Citizens BancShares Inc. Class A	64,812	10,801
	Credit Acceptance Corp.	126,982	10,721
	Park National Corp.	153,538	10,709
	Government Properties Income Trust	470,554	10,644
	Financial Engines Inc.	487,514	10,457
	BankUnited Inc.	439,964	10,374
	Provident Financial Services Inc.	675,359	10,367
	First Midwest Bancorp Inc.	937,649	10,295
	Fifth Street Finance Corp.	1,023,438	10,214
	PennyMac Mortgage Investment Trust	517,021	10,201
	Amtrust Financial Services Inc.	341,547	10,147
	American Assets Trust Inc.	414,473	10,051
	Pennsylvania REIT	669,055	10,022
*	BBCN Bancorp Inc.	917,441	9,991
*	Tower Group Inc.	474,322	9,899
	American Capital Mortgage Investment Corp.	412,481	9,850
	Franklin Street Properties Corp.	925,574	9,793
	Solar Capital Ltd.	431,788	9,612
*	Western Alliance Bancorp	1,023,227	9,577
*	DFC Global Corp.	518,851	9,562
*	Greenlight Capital Re Ltd. Class A	375,567	9,547
*	Investors Bancorp Inc.	620,619	9,365

Vanguard® Total Stock Market Index Fund
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	Shares	Market Value (\$000)
Inland Real Estate Corp.	1,105,064	9,260
Columbia Banking System Inc.	489,723	9,217
CreXus Investment Corp.	903,327	9,187
NBT Bancorp Inc.	419,612	9,059
Associated Estates Realty Corp.	605,797	9,057
Cousins Properties Inc.	1,164,796	9,027
BlackRock Kelso Capital Corp.	909,965	8,881
PacWest Bancorp	374,716	8,870
Infinity Property & Casualty Corp.	153,743	8,866
First Commonwealth Financial Corp.	1,298,192	8,737
Horace Mann Educators Corp.	495,608	8,663
Citizens Republic Bancorp Inc.	505,674	8,662
NorthStar Realty Finance Corp.	1,649,505	8,610
Home BancShares Inc.	279,019	8,532
Main Street Capital Corp.	350,488	8,482
Investors Real Estate Trust	1,060,907	8,381
Interactive Brokers Group Inc.	566,635	8,341
Employers Holdings Inc.	460,351	8,305
Cohen & Steers Inc.	240,228	8,290
Nelnet Inc. Class A	350,859	8,070
Walter Investment Management Corp.	343,647	8,055
Pinnacle Financial Partners Inc.	410,760	8,014
Sabra Health Care REIT Inc.	457,577	7,829
Boston Private Financial Holdings Inc.	867,105	7,743
American Equity Investment Life Holding Co.	697,968	7,685
Brookline Bancorp Inc.	864,825	7,654
Oritani Financial Corp.	531,725	7,652
National Financial Partners Corp.	569,836	7,636
Retail Opportunity Investments Corp.	627,924	7,573
Evercore Partners Inc. Class A	323,526	7,567
Triangle Capital Corp.	328,927	7,493
Hudson Pacific Properties Inc.	424,191	7,385
Navigators Group Inc.	147,282	7,371
First Potomac Realty Trust	624,109	7,346
Independent Bank Corp.	249,859	7,298
Sterling Financial Corp.	384,339	7,260
Chemical Financial Corp.	336,033	7,225
FelCor Lodging Trust Inc.	1,536,553	7,222
Ramco-Gershenson Properties Trust	566,329	7,119
Colony Financial Inc.	411,000	7,110
American National Insurance Co.	99,275	7,075
PennantPark Investment Corp.	677,895	7,016
Chesapeake Lodging Trust	405,453	6,982
Ashford Hospitality Trust Inc.	816,232	6,881
Hercules Technology Growth Capital Inc.	606,470	6,877
Hilltop Holdings Inc.	657,622	6,780
AMERISAFE Inc.	261,192	6,778
BGC Partners Inc. Class A	1,151,197	6,758
Coresite Realty Corp.	261,486	6,752
MGIC Investment Corp.	2,343,584	6,750
iStar Financial Inc.	1,042,915	6,727
Dynex Capital Inc.	642,124	6,665
KBW Inc.	403,560	6,639
WesBanco Inc.	311,996	6,633
Saul Centers Inc.	152,771	6,549
Safety Insurance Group Inc.	160,462	6,521
ViewPoint Financial Group Inc.	414,362	6,481
S&T Bancorp Inc.	347,889	6,426
Getty Realty Corp.	333,228	6,381
TrustCo Bank Corp. NY	1,157,118	6,318
City Holding Co.	187,369	6,312
Universal Health Realty Income Trust	149,496	6,209
SCBT Financial Corp.	175,760	6,196
*.^ Green Dot Corp. Class A	279,641	6,186

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	Shares	Market Value (\$000)
Berkshire Hills Bancorp Inc.	279,917	6,158
* Piper Jaffray Cos.	260,440	6,102
* PICO Holdings Inc.	272,172	6,099
* Virtus Investment Partners Inc.	75,004	6,075
Duff & Phelps Corp. Class A	409,339	5,935
Oriental Financial Group Inc.	532,323	5,898
Flagstone Reinsurance Holdings SA	731,920	5,863
Apollo Residential Mortgage Inc.	303,392	5,849
Zillow Inc. Class A	151,189	5,840
* Wilshire Bancorp Inc.	1,051,772	5,764
Maiden Holdings Ltd.	658,484	5,716
United Fire Group Inc.	266,591	5,686
* HFF Inc. Class A	406,365	5,665
State Bank Financial Corp.	372,766	5,651
* Forestar Group Inc.	439,166	5,626
* Tejon Ranch Co.	193,448	5,536
Citizens Inc.	559,416	5,454
Radian Group Inc.	1,656,244	5,449
Community Trust Bancorp Inc.	161,964	5,424
Sandy Spring Bancorp Inc.	296,991	5,346
Meadowbrook Insurance Group Inc.	607,219	5,337
Kennedy-Wilson Holdings Inc.	371,773	5,209
Resource Capital Corp.	964,192	5,139
WisdomTree Investments Inc.	772,331	5,074
Lakeland Financial Corp.	188,177	5,049
* West Coast Bancorp	252,559	4,963
* Investment Technology Group Inc.	538,605	4,955
Flushing Financial Corp.	363,245	4,951
Campus Crest Communities Inc.	475,794	4,944
Renaasant Corp.	311,405	4,892
Beneficial Mutual Bancorp Inc.	563,656	4,864
First Busey Corp.	1,000,461	4,832
Dime Community Bancshares Inc.	362,000	4,811
ICG Group Inc.	518,474	4,796
Banner Corp.	214,561	4,701
Safeguard Scientifics Inc.	300,268	4,648
Excel Trust Inc.	382,332	4,573
Southside Bancshares Inc.	199,058	4,475
Monmouth Real Estate Investment Corp. Class A	380,577	4,460
Winthrop Realty Trust	366,699	4,459
Epoch Holding Corp.	195,562	4,455
FBL Financial Group Inc. Class A	158,910	4,451
MCG Capital Corp.	957,101	4,403
TICC Capital Corp.	453,013	4,394
First Merchants Corp.	351,926	4,385
Urstadt Biddle Properties Inc. Class A	220,397	4,357
Simmons First National Corp. Class A	187,398	4,357
eHealth Inc.	268,424	4,324
Cardinal Financial Corp.	349,254	4,289
AG Mortgage Investment Trust Inc.	198,555	4,267
Union First Market Bankshares Corp.	295,090	4,264
Ameris Bancorp	337,184	4,249
STAG Industrial Inc.	290,198	4,231
Rockville Financial Inc.	364,823	4,221
National Western Life Insurance Co. Class A	29,627	4,205
Arrow Financial Corp.	173,456	4,192
TowneBank	294,911	4,129
Tompkins Financial Corp.	109,435	4,124
1st Source Corp.	181,412	4,100
Great Southern Bancorp Inc.	146,542	4,042
Washington Trust Bancorp Inc.	165,617	4,038
* Hanmi Financial Corp.	380,373	3,986
* Central Pacific Financial Corp.	281,137	3,970
* NewStar Financial Inc.	304,001	3,940

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	Shares	Market Value (\$000)
Netspend Holdings Inc.	424,859	3,904
Flagstar Bancorp Inc.	4,626,950	3,887
SY Bancorp Inc.	160,329	3,840
Kite Realty Group Trust	750,875	3,747
INTL. FCStone Inc.	192,494	3,725
Sterling Bancorp	372,990	3,722
First Financial Corp.	125,913	3,651
MVC Capital Inc.	277,060	3,588
Capital Southwest Corp.	34,875	3,587
Bancorp Inc.	377,577	3,568
Stewart Information Services Corp.	229,079	3,516
GAMCO Investors Inc.	78,532	3,486
Cedar Realty Trust Inc.	688,218	3,476
Provident New York Bancorp	457,328	3,471
Apollo Commercial Real Estate Finance Inc.	215,584	3,464
Taylor Capital Group Inc.	210,520	3,450
WSFS Financial Corp.	85,082	3,438
Bancfirst Corp.	81,959	3,435
StellarOne Corp.	272,730	3,404
Federal Agricultural Mortgage Corp.	129,406	3,394
OceanFirst Financial Corp.	236,048	3,390
Hudson Valley Holding Corp.	184,519	3,340
Eagle Bancorp Inc.	211,996	3,339
OneBeacon Insurance Group Ltd. Class A	252,671	3,290
Virginia Commerce Bancorp Inc.	388,108	3,272
Heartland Financial USA Inc.	135,202	3,245
Rouse Properties Inc.	239,171	3,241
Calamos Asset Management Inc. Class A	281,874	3,227
CapLease Inc.	775,923	3,220
Golub Capital BDC Inc.	212,345	3,204
Camden National Corp.	86,093	3,153
United Community Banks Inc.	365,067	3,129
Cowen Group Inc. Class A	1,175,512	3,127
Northfield Bancorp Inc.	218,315	3,102
Univest Corp. of Pennsylvania	187,241	3,095
GFI Group Inc.	868,596	3,092
Lakeland Bancorp Inc.	291,008	3,061
Parkway Properties Inc.	261,780	2,995
Phoenix Cos. Inc.	1,604,916	2,969
Bryn Mawr Bank Corp.	139,235	2,934
Territorial Bancorp Inc.	125,759	2,864
First Connecticut Bancorp Inc.	211,091	2,850
Summit Hotel Properties Inc.	338,226	2,831
One Liberty Properties Inc.	149,941	2,823
Agree Realty Corp.	125,581	2,779
CoBiz Financial Inc.	443,562	2,777
Mission West Properties Inc.	316,761	2,730
FXCM Inc. Class A	230,115	2,706
Citizens & Northern Corp.	141,807	2,701
Republic Bancorp Inc. Class A	121,393	2,701
Medallion Financial Corp.	253,926	2,697
Southwest Bancorp Inc.	284,242	2,675
Peoples Bancorp Inc.	121,483	2,670
SeaBright Holdings Inc.	299,355	2,661
MainSource Financial Group Inc.	224,617	2,657
FBR & Co.	954,650	2,644
State Auto Financial Corp.	187,667	2,637
First Community Bancshares Inc.	182,678	2,636
German American Bancorp Inc.	127,395	2,612
First Interstate Bancsystem Inc.	183,258	2,610
Financial Institutions Inc.	154,383	2,606
RAIT Financial Trust	562,262	2,598
Heritage Financial Corp.	174,641	2,558
Bank Mutual Corp.	577,728	2,548

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	Shares	Market Value (\$000)
• Walker & Dunlop Inc.	197,574	2,539
Gladstone Commercial Corp.	151,758	2,528
Washington Banking Co.	181,683	2,525
United Financial Bancorp Inc.	175,167	2,519
OmniAmerican Bancorp Inc.	116,304	2,492
Trico Bancshares	161,832	2,492
Diamond Hill Investment Group Inc.	31,755	2,486
West Bancorporation Inc.	260,443	2,477
Westwood Holdings Group Inc.	66,465	2,476
National Interstate Corp.	93,079	2,475
BofI Holding Inc.	125,170	2,473
National Bankshares Inc.	80,442	2,423
Consolidated-Tomoka Land Co.	84,078	2,420
First of Long Island Corp.	83,174	2,410
Kohlberg Capital Corp.	331,887	2,410
ESSA Bancorp Inc.	218,681	2,362
Center Bancorp Inc.	209,832	2,361
Medley Capital Corp.	195,750	2,357
Franklin Financial Corp.	142,222	2,340
Tree.com Inc.	203,080	2,323
MPG Office Trust Inc.	1,154,634	2,321
Terreno Realty Corp.	153,458	2,319
Chatham Lodging Trust	162,341	2,318
Westfield Financial Inc.	317,429	2,317
Doral Financial Corp.	1,513,141	2,270
Arlington Asset Investment Corp. Class A	104,491	2,269
Presidential Life Corp.	230,161	2,262
Bank of Marin Bancorp	61,061	2,260
Centerstate Banks Inc.	315,527	2,256
Manning & Napier Inc.	157,911	2,247
Seacoast Banking Corp. of Florida	1,484,378	2,241
Edelman Financial Group Inc.	257,245	2,238
Global Indemnity plc	110,517	2,238
Ladenburg Thalmann Financial Services Inc.	1,434,112	2,209
Preferred Bank	165,238	2,208
Thomas Properties Group Inc.	404,940	2,203
Metro Bancorp Inc.	182,890	2,200
CNB Financial Corp.	134,204	2,189
Guaranty Bancorp	1,004,214	2,119
Baldwin & Lyons Inc.	90,805	2,110
Suffolk Bancorp	160,789	2,085
Encore Bancshares Inc.	100,693	2,077
American National Bankshares Inc.	87,444	2,060
First Financial Holdings Inc.	189,762	2,034
American Safety Insurance Holdings Ltd.	107,165	2,009
Ames National Corp.	86,902	1,998
Mercantile Bank Corp.	107,937	1,991
GSV Capital Corp.	212,378	1,975
Bridge Capital Holdings	121,801	1,967
Marlin Business Services Corp.	119,516	1,959
1st United Bancorp Inc.	315,329	1,958
Heritage Commerce Corp.	296,278	1,926
Oppenheimer Holdings Inc. Class A	122,177	1,921
Gladstone Investment Corp.	256,826	1,898
Enterprise Financial Services Corp.	172,530	1,891
First Defiance Financial Corp.	110,451	1,891
Arbor Realty Trust Inc.	349,423	1,869
Home Federal Bancorp Inc.	175,638	1,844
Gladstone Capital Corp.	232,659	1,836
Harris & Harris Group Inc.	482,719	1,834
Penns Woods Bancorp Inc.	45,868	1,826
Bridge Bancorp Inc.	77,279	1,823
Pacific Continental Corp.	205,007	1,818
MidWestOne Financial Group Inc.	83,804	1,802

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	Shares	Market Value (\$000)
* SWS Group Inc.	337,077	1,797
Merchants Bancshares Inc.	64,391	1,774
* MetroCorp Bancshares Inc.	166,206	1,773
ESB Financial Corp.	133,711	1,765
Kansas City Life Insurance Co.	50,027	1,760
EMC Insurance Group Inc.	85,257	1,722
NGP Capital Resources Co.	242,076	1,714
* Park Sterling Corp.	362,197	1,706
Alliance Financial Corp.	49,450	1,698
First Bancorp Inc.	99,858	1,698
Donegal Group Inc. Class A	127,548	1,694
Pacific Mercantile Bancorp	242,517	1,676
Kaiser Federal Financial Group Inc.	111,966	1,655
Macatawa Bank Corp.	476,474	1,625
BankFinancial Corp.	214,852	1,618
Northrim BanCorp Inc.	73,648	1,583
Fox Chase Bancorp Inc.	108,659	1,569
Bank of Kentucky Financial Corp.	58,562	1,560
First Bancorp	174,439	1,551
UMH Properties Inc.	144,100	1,546
THL Credit Inc.	114,527	1,543
First Pactrust Bancorp Inc.	128,152	1,520
First Financial Northwest Inc.	187,130	1,520
Bar Harbor Bankshares	41,922	1,509
Eastern Insurance Holdings Inc.	86,642	1,473
Indiana Community Bancorp	64,643	1,405
Artio Global Investors Inc. Class A	399,766	1,399
Sun Bancorp Inc.	512,975	1,385
AV Homes Inc.	93,419	1,362
C&F Financial Corp.	32,670	1,312
Nicholas Financial Inc.	99,306	1,273
SI Financial Group Inc.	109,369	1,258
Sierra Bancorp	125,533	1,243
First Marblehead Corp.	1,061,933	1,242
Peapack Gladstone Financial Corp.	78,109	1,211
BankAtlantic Bancorp Inc. Class A	213,571	1,179
Home Bancorp Inc.	67,252	1,152
Gramercy Capital Corp.	449,425	1,124
Provident Financial Holdings Inc.	96,610	1,114
Resource America Inc. Class A	173,510	1,107
Heritage Financial Group Inc.	85,941	1,106
Horizon Bancorp	40,311	1,060
MidSouth Bancorp Inc.	73,550	1,036
JMP Group Inc.	167,143	1,033
BRT Realty Trust	158,228	1,028
Century Bancorp Inc. Class A	34,445	1,024
Clifton Savings Bancorp Inc.	98,289	1,023
TF Financial Corp.	41,237	1,017
* Intervest Bancshares Corp. Class A	265,008	1,015
* Cape Bancorp Inc.	120,787	1,004
US Global Investors Inc. Class A	227,235	993
Middleburg Financial Corp.	58,383	993
Gleacher & Co. Inc.	1,215,454	972
Universal Insurance Holdings Inc.	276,290	942
Hingham Institution for Savings	15,198	919
* Hallmark Financial Services	117,439	916
Capital City Bank Group Inc.	121,873	898
Crawford & Co. Class B	219,104	896
* North Valley Bancorp	67,700	893
Investors Title Co.	15,154	863
* FNB United Corp.	66,186	860
* United Community Financial Corp.	275,942	822
* AmeriServ Financial Inc.	289,008	815
Firstbank Corp.	80,504	805

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	Shares	Market Value (\$000)
Norwood Financial Corp.	28,453	805
Meta Financial Group Inc.	39,428	786
Federal Agricultural Mortgage Corp. Class A	38,986	772
Gain Capital Holdings Inc.	154,083	769
Independence Holding Co.	77,286	761
Fidelity Southern Corp.	87,976	760
Codorus Valley Bancorp Inc.	54,778	736
Fortegra Financial Corp.	91,069	729
Alliance Bancorp Inc. of Pennsylvania	58,843	727
Citizens South Banking Corp.	106,179	720
MutualFirst Financial Inc.	68,306	717
NewBridge Bancorp	162,528	712
PMC Commercial Trust	92,015	709
Urstadt Biddle Properties Inc.	37,652	707
Maui Land & Pineapple Co. Inc.	185,534	696
VIST Financial Corp.	58,033	674
BancTrust Financial Group Inc.	223,712	669
Waterstone Financial Inc.	171,503	652
Republic First Bancorp Inc.	308,077	644
Southern Community Financial Corp.	197,337	624
Orrstown Financial Services Inc.	76,264	612
Harleysville Savings Financial Corp.	34,606	609
Pulaski Financial Corp.	80,437	596
Crawford & Co. Class A	148,684	574
Stratus Properties Inc.	62,987	567
LNB Bancorp Inc.	84,109	553
Teche Holding Co.	13,723	533
New Hampshire Thrift Bancshares Inc.	42,139	523
CFS Bancorp Inc.	113,215	506
Cheviot Financial Corp.	58,796	503
Life Partners Holdings Inc.	235,977	503
NASB Financial Inc.	25,278	502
First Acceptance Corp.	372,396	499
Ohio Valley Banc Corp.	25,359	496
First United Corp.	114,295	493
Charter Financial Corp.	48,858	474
Eastern Virginia Bankshares Inc.	126,332	472
Capital Trust Inc. Class A	162,678	469
CompuCredit Holdings Corp.	128,551	465
Shore Bancshares Inc.	76,471	454
HF Financial Corp.	36,430	442
QCR Holdings Inc.	32,763	429
First South Bancorp Inc.	105,776	428
ECB Bancorp Inc.	45,079	422
HopFed Bancorp Inc.	59,479	420
Pzena Investment Management Inc. Class A	90,537	401
Yadkin Valley Financial Corp.	151,240	401
Community Bankers Trust Corp.	221,212	392
Ameriana Bancorp	68,086	371
MBT Financial Corp.	128,794	354
Oneida Financial Corp.	35,141	351
QC Holdings Inc.	77,554	325
Unity Bancorp Inc.	52,799	317
Hampton Roads Bankshares Inc.	205,387	315
Riverview Bancorp Inc.	249,239	312
Hawthorn Bancshares Inc.	33,359	305
CIFC Corp.	41,261	304
Farmers Capital Bank Corp.	45,171	297
Consumer Portfolio Services Inc.	151,248	290
United Security Bancshares	56,759	283
Citizens Holding Co.	13,903	261
First M&F Corp.	48,598	252
Firstcity Financial Corp.	29,107	252
BCSB Bancorp Inc.	17,865	244

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		Market Value (\$000)
	Shares	
* American Independence Corp.	41,327	234
*^ Hampton Roads Bankshares Inc.	205,387	224
United Bancorp Inc.	23,864	217
* Old Second Bancorp Inc.	166,779	217
Wayne Savings Bancshares Inc.	25,297	216
Old Point Financial Corp.	19,735	213
Central Bancorp Inc.	6,234	193
* Independent Bank Corp.	71,442	179
Summit Financial Group Inc.	35,317	177
* 21st Century Holding Co.	41,951	168
First Citizens Banc Corp.	25,628	159
American River Bankshares	21,723	158
Landmark Bancorp Inc.	7,700	157
Peoples Financial Corp.	16,031	156
* Colony Bancorp Inc.	32,193	152
Evans Bancorp Inc.	8,952	148
WSB Holdings Inc.	54,465	148
Union Bankshares Inc.	7,349	143
Auburn National Bancorporation Inc.	6,408	142
Fauquier Bankshares Inc.	10,215	135
Jefferson Bancshares Inc.	53,495	126
ZipRealty Inc.	83,897	122
Royal Bancshares of Pennsylvania Inc.	64,104	116
California First National Bancorp	6,959	109
* Premier Financial Bancorp Inc.	14,534	109
Institutional Financial Markets Inc.	122,156	104
Premierwest Bancorp	70,022	99
* Tower Financial Corp.	9,598	98
United Security Bancshares	42,638	94
Peoples Bancorp of North Carolina Inc.	10,674	87
Vestin Realty Mortgage II Inc.	74,073	86
Berkshire Bancorp Inc.	9,695	85
Community Bank Shares of Indiana Inc.	5,509	69
Direct Markets Holdings Corp.	177,238	67
First Capital Inc.	3,113	65
Timberland Bancorp Inc.	12,381	61
Salisbury Bancorp Inc.	2,425	60
United Bancshares Inc.	5,415	49
Mid Penn Bancorp Inc.	4,476	46
Penson Worldwide Inc.	292,277	45
Savannah Bancorp Inc.	8,903	43
Commercial National Financial Corp.	2,014	42
PVF Capital Corp.	19,151	39
Greene County Bancorp Inc.	2,042	38
Rurban Financial Corp.	5,420	38
Capital Bank Corp.	16,056	37
Prudential Bancorp Inc. of Pennsylvania	6,628	36
Transcontinental Realty Investors Inc.	10,999	31
Northeast Community Bancorp Inc.	4,866	26
Porter Bancorp Inc.	16,831	25
Southwest Georgia Financial Corp.	2,370	24
1st Constitution Bancorp	2,346	22
Northeast Bancorp	2,418	21
Glen Burnie Bancorp	1,500	16
National Security Group Inc.	1,748	15
Severn Bancorp Inc.	2,906	9
* Valley National Bancorp Warrants Exp. 6/30/2015	6,511	7
VVS Financial Corp.	189	1
* Supertel Hospitality Inc.	1,400	1
	29,151,053	
Health Care (11.9%)		
Johnson & Johnson	34,787,557	2,350,247
Pfizer Inc.	95,533,033	2,197,260
Merck & Co. Inc.	38,575,712	1,610,536

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	Shares	Market Value (\$000)
Abbott Laboratories	19,926,089	1,284,635
UnitedHealth Group Inc.	13,241,125	774,606
Bristol-Myers Squibb Co.	21,390,654	768,994
Amgen Inc.	10,028,610	732,490
Eli Lilly & Co.	13,233,915	567,867
Express Scripts Holding Co.	10,126,509	565,363
Medtronic Inc.	13,373,047	517,938
Gilead Sciences Inc.	9,596,535	492,110
Biogen Idec Inc.	2,874,348	414,998
Baxter International Inc.	7,100,521	377,393
Allergan Inc.	3,857,786	357,115
Celgene Corp.	5,560,399	356,755
Covidien plc	6,124,702	327,672
McKesson Corp.	3,117,816	292,295
Intuitive Surgical Inc.	497,873	275,717
WellPoint Inc.	4,240,736	270,517
Thermo Fisher Scientific Inc.	4,634,823	240,594
Alexion Pharmaceuticals Inc.	2,356,053	233,956
Stryker Corp.	3,861,590	212,774
Becton Dickinson and Co.	2,661,466	198,945
Cardinal Health Inc.	4,377,544	183,857
Agilent Technologies Inc.	4,398,586	172,601
Aetna Inc.	4,438,253	172,071
St. Jude Medical Inc.	4,039,236	161,206
Humana Inc.	2,077,321	160,868
Cigna Corp.	3,627,982	159,631
Cerner Corp.	1,826,551	150,983
Edwards Lifesciences Corp.	1,455,994	150,404
Vertex Pharmaceuticals Inc.	2,663,445	148,940
Zimmer Holdings Inc.	2,255,313	145,152
Perrigo Co.	1,122,484	132,375
AmerisourceBergen Corp. Class A	3,265,132	128,483
Quest Diagnostics Inc.	2,006,009	120,160
Watson Pharmaceuticals Inc.	1,610,400	119,153
Forest Laboratories Inc.	3,361,829	117,630
DaVita Inc.	1,186,538	116,530
Mylan Inc.	5,401,949	115,440
Laboratory Corp. of America Holdings	1,242,664	115,083
CR Bard Inc.	1,010,195	108,535
Regeneron Pharmaceuticals Inc.	929,131	106,125
Boston Scientific Corp.	18,576,357	105,328
Life Technologies Corp.	2,254,874	101,447
Waters Corp.	1,126,464	89,520
Henry Schein Inc.	1,135,626	89,135
Varian Medical Systems Inc.	1,430,949	86,959
CareFusion Corp.	2,843,202	73,013
Hospira Inc.	2,085,269	72,943
DENTSPLY International Inc.	1,796,829	67,938
• IDEXX Laboratories Inc.	703,134	67,592
HCA Holdings Inc.	2,213,181	67,347
Illumina Inc.	1,549,721	62,593
Mettler-Toledo International Inc.	398,184	62,057
BioMarin Pharmaceutical Inc.	1,544,559	61,134
Hologic Inc.	3,334,922	60,162
ResMed Inc.	1,841,991	57,470
Coventry Health Care Inc.	1,807,671	57,466
Amylin Pharmaceuticals Inc.	1,935,223	54,631
Onyx Pharmaceuticals Inc.	812,167	53,968
Catalyst Health Solutions Inc.	558,310	52,168
Universal Health Services Inc. Class B	1,129,534	48,751
• Gen-Probe Inc.	582,401	47,873
Cooper Cos. Inc.	598,179	47,711
Endo Health Solutions Inc.	1,472,329	45,613
Omnicare Inc.	1,432,591	44,740

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		Shares	Market Value (\$000)
*^	Questcor Pharmaceuticals Inc.	803,213	42,763
*	MEDNAX Inc.	620,564	42,533
*	Salix Pharmaceuticals Ltd.	749,290	40,791
*	AMERIGROUP Corp.	607,619	40,048
Patterson Cos. Inc.		1,157,846	39,911
*	Warner Chilcott plc Class A	2,204,565	39,506
*	Medivation Inc.	431,427	39,432
Lincare Holdings Inc.		1,126,387	38,320
Pharmacyclics Inc.		694,738	37,940
PerkinElmer Inc.		1,430,890	36,917
Cepheid Inc.		823,667	36,859
Covance Inc.		758,441	36,291
HMS Holdings Corp.		1,078,540	35,926
athenahealth Inc.		447,028	35,391
*	Vivus Inc.	1,237,546	35,320
Ariad Pharmaceuticals Inc.		2,004,676	34,500
Human Genome Sciences Inc.		2,509,004	32,943
Incyte Corp. Ltd.		1,447,860	32,866
Techne Corp.		442,101	32,804
Community Health Systems Inc.		1,156,367	32,413
United Therapeutics Corp.		644,061	31,804
Seattle Genetics Inc.		1,248,990	31,712
Sirona Dental Systems Inc.		702,720	31,629
Teleflex Inc.		515,455	31,396
Cubist Pharmaceuticals Inc.		793,574	30,084
*	WellCare Health Plans Inc.	539,838	28,611
*	Tenet Healthcare Corp.	5,420,398	28,403
HealthSouth Corp.		1,199,453	27,899
Medicis Pharmaceutical Corp. Class A		788,294	26,920
Align Technology Inc.		803,995	26,902
Alkermes plc		1,557,130	26,424
Allscripts Healthcare Solutions Inc.		2,365,432	25,854
LifePoint Hospitals Inc.		624,807	25,605
Health Net Inc.		1,046,034	25,387
Myriad Genetics Inc.		1,067,660	25,378
Health Management Associates Inc. Class A		3,210,163	25,200
Thoratec Corp.		748,147	25,123
Bio-Rad Laboratories Inc. Class A		248,117	24,814
Owens & Minor Inc.		803,737	24,618
Arena Pharmaceuticals Inc.		2,457,054	24,521
Hill-Rom Holdings Inc.		783,250	24,163
Haemonetics Corp.		318,490	23,603
VCA Antech Inc.		1,041,385	22,890
Brookdale Senior Living Inc. Class A		1,283,802	22,775
STERIS Corp.		722,085	22,652
ViroPharma Inc.		919,357	21,789
West Pharmaceutical Services Inc.		427,773	21,598
PAREXEL International Corp.		752,629	21,247
*	Charles River Laboratories International Inc.	618,205	20,252
*	Alere Inc.	1,021,125	19,851
Centene Corp.		645,381	19,465
Theravance Inc.		866,042	19,243
Volcano Corp.		668,607	19,156
Jazz Pharmaceuticals plc		423,966	19,083
*	Par Pharmaceutical Cos. Inc.	461,253	16,670
*	Auxilium Pharmaceuticals Inc.	608,938	16,374
*	Impax Laboratories Inc.	802,843	16,274
Immunogen Inc.		961,465	16,133
*	Magellan Health Services Inc.	354,194	16,056
*	MWI Veterinary Supply Inc.	152,992	15,723
Chemed Corp.		258,977	15,653
*	Masimo Corp.	698,158	15,625
*	Cyberonics Inc.	346,854	15,588
*	Medicines Co.	679,185	15,581

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		Shares	Market Value (\$000)
• Bruker Corp.		1,153,401	15,352
•^ Dendreon Corp.		1,947,028	14,408
• Isis Pharmaceuticals Inc.		1,193,432	14,321
Quality Systems Inc.		517,952	14,249
Air Methods Corp.		142,160	13,967
PSS World Medical Inc.		660,103	13,856
NuVasive Inc.		536,796	13,613
Akorn Inc.		840,698	13,258
Ironwood Pharmaceuticals Inc. Class A		948,888	13,076
Neogen Corp.		278,774	12,879
Insulet Corp.		594,792	12,711
HeartWare International Inc.		141,252	12,543
Team Health Holdings Inc.		502,359	12,102
Amsurg Corp. Class A		391,736	11,744
• Acorda Therapeutics Inc.		497,386	11,718
PDL BioPharma Inc.		1,760,396	11,671
Nektar Therapeutics		1,445,893	11,668
Luminex Corp.		474,688	11,625
Spectrum Pharmaceuticals Inc.		727,631	11,322
DexCom Inc.		854,755	11,078
NxStage Medical Inc.		627,414	10,515
Wright Medical Group Inc.		492,109	10,507
Meridian Bioscience Inc.		513,249	10,501
Hanger Inc.		408,617	10,477
Halozyme Therapeutics Inc.		1,175,150	10,412
Exelixis Inc.		1,876,993	10,380
ArthroCare Corp.		341,815	10,008
ABIOMED Inc.		438,027	9,996
Abaxis Inc.		268,850	9,947
MAKO Surgical Corp.		387,680	9,928
InterMune Inc.		824,604	9,854
CONMED Corp.		353,555	9,783
Medidata Solutions Inc.		297,127	9,707
IPC The Hospitalist Co. Inc.		209,081	9,476
Integra LifeSciences Holdings Corp.		253,736	9,434
Endologix Inc.		610,376	9,424
Orthofix International NV		227,816	9,397
Analogic Corp.		151,516	9,394
NPS Pharmaceuticals Inc.		1,062,477	9,148
Idenix Pharmaceuticals Inc.		867,390	8,934
Dynavax Technologies Corp.		2,051,138	8,861
Molina Healthcare Inc.		373,227	8,756
Cantel Medical Corp.		315,715	8,603
Optimer Pharmaceuticals Inc.		546,776	8,486
Opko Health Inc.		1,816,023	8,354
ICU Medical Inc.		156,399	8,349
Rigel Pharmaceuticals Inc.		882,433	8,207
Computer Programs & Systems Inc.		142,966	8,181
• Bio-Reference Labs Inc.		310,166	8,151
Conceptus Inc.		393,727	7,804
MedAssets Inc.		576,932	7,760
Exact Sciences Corp.		696,209	7,463
Momenta Pharmaceuticals Inc.		546,944	7,395
Genomic Health Inc.		205,456	6,862
Merit Medical Systems Inc.		492,329	6,799
Landauer Inc.		117,090	6,713
AVANIR Pharmaceuticals Inc.		1,709,532	6,701
Alnylam Pharmaceuticals Inc.		567,059	6,618
Greatbatch Inc.		291,105	6,611
OraSure Technologies Inc.		585,113	6,577
Kindred Healthcare Inc.		664,515	6,532
Lexicon Pharmaceuticals Inc.		2,898,804	6,522
Select Medical Holdings Corp.		641,600	6,487
Neurocrine Biosciences Inc.		812,660	6,428

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	Shares	Market Value (\$000)
· HealthStream Inc.	238,357	6,197
· Emeritus Corp.	357,118	6,010
· Omnicell Inc.	407,655	5,968
Ensign Group Inc.	207,737	5,873
Accuray Inc.	853,691	5,839
Quidel Corp.	371,798	5,830
· Sequenom Inc.	1,367,723	5,553
Invacare Corp.	358,248	5,528
· Accretive Health Inc.	493,109	5,404
Affymax Inc.	418,361	5,388
· Sunrise Senior Living Inc.	730,006	5,322
Curis Inc.	941,093	5,082
Corvel Corp.	103,500	5,071
MModal Inc.	389,632	5,057
· ExamWorks Group Inc.	379,207	5,017
AVEO Pharmaceuticals Inc.	410,594	4,993
National Healthcare Corp.	109,917	4,972
Natus Medical Inc.	426,272	4,953
Acadia Healthcare Co. Inc.	279,307	4,899
eResearchTechnology Inc.	607,202	4,852
ZIOPHARM Oncology Inc.	810,310	4,821
Spectranetics Corp.	419,926	4,796
Emergent Biosolutions Inc.	309,493	4,689
Ligand Pharmaceuticals Inc. Class B	269,367	4,563
Santarus Inc.	639,025	4,531
· Universal American Corp.	430,214	4,530
BioScrip Inc.	609,236	4,527
· Amedisys Inc.	362,996	4,519
Protalix BioTherapeutics Inc.	782,658	4,485
US Physical Therapy Inc.	174,627	4,441
Enzon Pharmaceuticals Inc.	627,753	4,313
Triple-S Management Corp. Class B	235,441	4,304
Hi-Tech Pharmacal Co. Inc.	131,398	4,257
Arqule Inc.	712,035	4,222
Synageva BioPharma Corp.	103,878	4,213
Antares Pharma Inc.	1,157,442	4,213
Affymetrix Inc.	892,373	4,185
Scicleone Pharmaceuticals Inc.	590,938	4,142
MAP Pharmaceuticals Inc.	275,885	4,133
Atrion Corp.	20,044	4,109
Immunomedics Inc.	1,136,337	4,057
Pacira Pharmaceuticals Inc.	251,121	4,028
Metropolitan Health Networks Inc.	419,058	4,010
PharMerica Corp.	359,867	3,930
Depomed Inc.	683,092	3,887
AMAG Pharmaceuticals Inc.	250,513	3,858
Navidea Biopharmaceuticals Inc.	1,033,762	3,846
AngioDynamics Inc.	319,977	3,843
· Capital Senior Living Corp.	362,488	3,842
· Symmetry Medical Inc.	443,929	3,809
Obagi Medical Products Inc.	247,027	3,772
Progenics Pharmaceuticals Inc.	383,119	3,747
Threshold Pharmaceuticals Inc.	504,622	3,734
Celldex Therapeutics Inc.	716,757	3,720
Tornier NV	165,277	3,706
Assisted Living Concepts Inc. Class A	251,564	3,577
· Cambrex Corp.	373,859	3,518
Vical Inc.	972,823	3,502
· Staar Surgical Co.	448,505	3,485
SurModics Inc.	196,481	3,399
· Achillion Pharmaceuticals Inc.	541,875	3,360
· LHC Group Inc.	197,410	3,348
Sangamo Biosciences Inc.	600,753	3,316
· Array BioPharma Inc.	948,511	3,291

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	Shares	Market Value (\$000)
* Aegerion Pharmaceuticals Inc.	221,079	3,281
* Healthways Inc.	409,289	3,266
* Raptor Pharmaceutical Corp.	583,191	3,260
* Vanguard Health Systems Inc.	363,519	3,232
* Cynosure Inc. Class A	151,361	3,201
* Oncothyreon Inc.	682,328	3,193
* MannKind Corp.	1,363,398	3,122
* Unilife Corp.	913,479	3,088
* Fluidigm Corp.	197,540	2,971
* Anika Therapeutics Inc.	218,181	2,965
* Omeros Corp.	296,289	2,963
* AMN Healthcare Services Inc.	485,746	2,880
* Corcept Therapeutics Inc.	638,774	2,868
* PROLOR Biotech Inc.	570,761	2,848
* Geron Corp.	1,621,256	2,789
* Endocyte Inc.	339,001	2,787
* Pain Therapeutics Inc.	572,446	2,685
* Infinity Pharmaceuticals Inc.	190,942	2,589
* Sun Healthcare Group Inc.	308,006	2,578
XenoPort Inc.	421,781	2,548
Dyax Corp.	1,185,863	2,526
Medtox Scientific Inc.	92,888	2,504
XOMA Corp.	832,232	2,497
Vascular Solutions Inc.	198,657	2,495
Young Innovations Inc.	72,323	2,494
* Synta Pharmaceuticals Corp.	453,288	2,479
* Novavax Inc.	1,575,092	2,457
* Gentiva Health Services Inc.	351,697	2,437
Cadence Pharmaceuticals Inc.	672,425	2,401
Almost Family Inc.	104,691	2,339
CryoLife Inc.	443,435	2,319
Orexigen Therapeutics Inc.	415,540	2,302
IRIS International Inc.	203,683	2,302
RTI Biologics Inc.	608,457	2,288
Amicus Therapeutics Inc.	401,928	2,211
Astex Pharmaceuticals	1,046,822	2,188
* Osiris Therapeutics Inc.	197,493	2,166
NewLink Genetics Corp.	144,084	2,158
Providence Service Corp.	154,032	2,112
Cardiovascular Systems Inc.	212,823	2,084
Sagent Pharmaceuticals Inc.	115,121	2,081
Furiex Pharmaceuticals Inc.	99,331	2,081
Cerus Corp.	624,763	2,074
OncoGenex Pharmaceutical Inc.	153,099	2,058
Chindex International Inc.	208,690	2,045
Pozen Inc.	321,458	2,006
Palomar Medical Technologies Inc.	228,609	1,943
Allos Therapeutics Inc.	1,083,000	1,939
* Rockwell Medical Technologies Inc.	205,978	1,918
Merge Healthcare Inc.	662,759	1,895
Five Star Quality Care Inc.	609,543	1,871
Epocrates Inc.	228,381	1,832
Alphatec Holdings Inc.	989,644	1,821
Rochester Medical Corp.	167,295	1,800
Vanda Pharmaceuticals Inc.	407,489	1,793
Maxygen Inc.	298,506	1,779
Repligen Corp.	409,388	1,760
Exactech Inc.	102,781	1,724
BioCryst Pharmaceuticals Inc.	425,176	1,692
Targacept Inc.	363,076	1,561
Skilled Healthcare Group Inc.	247,158	1,552
Trius Therapeutics Inc.	267,256	1,539
* Cell Therapeutics Inc.	2,624,350	1,522
* Cytori Therapeutics Inc.	548,308	1,480

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	Shares	Market Value (\$000)
* Anacor Pharmaceuticals Inc.	226,474	1,470
* PDI Inc.	177,317	1,461
* GTx Inc.	412,329	1,456
* Keryx Biopharmaceuticals Inc.	805,370	1,450
* Dusa Pharmaceuticals Inc.	277,299	1,447
National Research Corp.	27,488	1,439
* Hansen Medical Inc.	627,239	1,424
* Solta Medical Inc.	478,501	1,402
* Biotime Inc.	300,608	1,383
* Repros Therapeutics Inc.	152,104	1,381
* SIGA Technologies Inc.	476,000	1,366
Utah Medical Products Inc.	40,567	1,360
* Harvard Bioscience Inc.	360,542	1,359
Cross Country Healthcare Inc.	308,583	1,349
* Agenus Inc.	244,287	1,280
* AtriCure Inc.	132,002	1,269
Discovery Laboratories Inc.	528,390	1,226
Zalicus Inc.	991,769	1,190
Psychomedics Corp.	112,607	1,159
Celsion Corp.	375,528	1,153
Theragenics Corp.	562,694	1,131
* Delcath Systems Inc.	683,306	1,127
Synergetics USA Inc.	252,153	1,125
* MELA Sciences Inc.	344,762	1,124
* Cutera Inc.	155,514	1,119
* Sucampo Pharmaceuticals Inc. Class A	158,504	1,114
* Galena Biopharma Inc.	672,181	1,109
* EnteroMedics Inc.	314,317	1,084
Zogenix Inc.	423,206	1,050
CytRx Corp.	227,702	1,043
Ampio Pharmaceuticals Inc.	199,183	1,012
Biospecifics Technologies Corp.	53,486	1,004
Cel-Sci Corp.	2,591,260	992
ACADIA Pharmaceuticals Inc.	548,867	966
Apricus Biosciences Inc.	274,736	940
Aastrom Biosciences Inc.	433,888	933
RadNet Inc.	349,478	930
AVI BioPharma Inc.	1,477,999	925
Codexis Inc.	245,644	919
Chelsea Therapeutics International Ltd.	618,986	916
Nabi Biopharmaceuticals	573,964	907
Pacific Biosciences of California Inc.	415,461	902
Biolase Inc.	461,621	900
CardioNet Inc.	442,809	899
Albany Molecular Research Inc.	341,357	870
Cumberland Pharmaceuticals Inc.	130,579	844
Nanosphere Inc.	379,610	835
Digirad Corp.	377,221	834
* LCA-Vision Inc.	188,206	809
* Transcept Pharmaceuticals Inc.	123,149	764
Cytokinetics Inc.	1,184,657	759
* Lannett Co. Inc.	170,856	724
Zeltiq Aesthetics Inc.	128,907	722
Mediware Information Systems	49,284	720
* Metabolix Inc.	386,346	715
* Cardica Inc.	379,938	714
* BioClinica Inc.	144,370	697
* Durect Corp.	747,848	680
* Myrexis Inc.	259,042	676
* Enzo Biochem Inc.	404,335	675
* Insmed Inc.	206,226	672
* Biosante Pharmaceuticals Inc.	228,099	582
* Inovio Pharmaceuticals Inc.	1,192,805	549
* Savient Pharmaceuticals Inc.	1,006,733	544

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	Shares	Market Value (\$000)
BioMimetic Therapeutics Inc.	205,255	540
Medical Action Industries Inc.	153,479	534
Clovis Oncology Inc.	24,598	533
Trans1 Inc.	200,063	496
Cornerstone Therapeutics Inc.	76,746	486
Cleveland Biolabs Inc.	299,044	469
GenVec Inc.	189,152	450
Strategic Diagnostics Inc.	365,605	439
Columbia Laboratories Inc.	634,842	432
Acura Pharmaceuticals Inc.	135,912	427
Icad Inc.	895,631	412
Vision Sciences Inc.	273,044	410
Heska Corp.	36,513	405
Alexza Pharmaceuticals Inc.	94,473	401
Hemispherx Biopharma Inc.	1,402,214	390
Peregrine Pharmaceuticals Inc.	692,931	374
Daxor Corp.	37,940	341
Complete Genomics Inc.	180,177	335
Alliance HealthCare Services Inc.	313,740	313
Adolor Corp. Rights Exp. 07/01/2019	592,629	308
KV Pharmaceutical Co. Class A	565,465	305
Alimera Sciences Inc.	90,458	270
Hooper Holmes Inc.	449,512	257
ADVENTRX Pharmaceuticals Inc.	495,914	253
Bovie Medical Corp.	109,268	251
Sharps Compliance Corp.	70,476	238
BSD Medical Corp.	141,661	232
Idera Pharmaceuticals Inc.	197,758	212
Arrowhead Research Corp.	53,690	206
Forest Laboratories Inc. Contingent Value Rights Exp. 04/14/2018	216,285	205
CombiMatrix Corp.	184,417	194
StemCells Inc.	236,257	189
Anthera Pharmaceuticals Inc.	267,993	181
Entremed Inc.	67,712	125
ThermoGenesis Corp.	123,286	117
Stereotaxis Inc.	543,772	114
Authentidate Holding Corp.	171,889	112
Pernix Therapeutics Holdings	14,419	105
Biodel Inc.	31,473	81
Retractable Technologies Inc.	74,206	73
DynaVox Inc. Class A	54,599	61
PURE Bioscience Inc.	114,696	52
ERBA Diagnostics Inc.	61,375	40
ProPhase Labs Inc.	29,309	32
Palatin Technologies Inc.	46,121	23
ARCA Biopharma Inc.	39,978	20
Somaxon Pharmaceuticals Inc.	59,693	17
KV Pharmaceutical Co. Class B	500	—
		22,678,433
Industrials (11.0%)		
General Electric Co.	134,096,011	2,794,561
United Technologies Corp.	10,956,502	827,545
3M Co.	8,360,811	749,129
Union Pacific Corp.	6,083,146	725,780
United Parcel Service Inc. Class B	9,157,683	721,259
Caterpillar Inc.	8,205,160	696,700
Boeing Co.	8,976,825	666,978
Honeywell International Inc.	9,334,268	521,226
Emerson Electric Co.	9,306,647	433,504
Deere & Co.	4,856,034	392,707

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	Shares	Market Value (\$000)
Danaher Corp.	7,422,467	386,562
FedEx Corp.	3,784,828	346,728
Tyco International Ltd.	5,839,716	308,629
Lockheed Martin Corp.	3,500,749	304,845
Precision Castparts Corp.	1,838,989	302,495
Norfolk Southern Corp.	4,182,360	300,168
CSX Corp.	13,330,525	298,071
Illinois Tool Works Inc.	5,515,761	291,729
General Dynamics Corp.	3,844,004	253,551
Raytheon Co.	4,305,812	243,666
Cummins Inc.	2,310,091	223,871
Goodrich Corp.	1,593,184	202,175
Northrop Grumman Corp.	3,039,923	193,917
Waste Management Inc.	5,550,432	185,384
PACCAR Inc.	4,293,864	168,277
Eaton Corp.	4,026,536	159,572
Ingersoll-Rand plc	3,765,933	158,847
Parker Hannifin Corp.	1,910,912	146,911
W.W. Grainger Inc.	754,623	144,314
Fastenal Co.	3,552,055	143,183
Cooper Industries plc	2,008,460	136,937
Stanley Black & Decker Inc.	2,039,778	131,280
Dover Corp.	2,325,380	124,664
CH Robinson Worldwide Inc.	2,068,632	121,077
Roper Industries Inc.	1,226,946	120,952
Rockwell Automation Inc.	1,803,381	119,131
Delta Air Lines Inc.	10,706,738	117,239
Fluor Corp.	2,140,312	105,603
Republic Services Inc. Class A	3,985,144	105,447
Expeditors International of Washington Inc.	2,685,539	104,065
United Continental Holdings Inc.	4,205,306	102,315
AMETEK Inc.	2,031,518	101,393
Stericycle Inc.	1,072,973	98,359
Kansas City Southern	1,390,691	96,736
L-3 Communications Holdings Inc.	1,253,150	92,746
Southwest Airlines Co.	9,777,868	90,152
Rockwell Collins Inc.	1,788,015	88,239
Textron Inc.	3,539,379	88,024
Verisk Analytics Inc. Class A	1,771,786	87,278
TransDigm Group Inc.	609,727	81,886
Pall Corp.	1,462,173	80,142
Flowserve Corp.	696,581	79,933
Joy Global Inc.	1,354,821	76,859
IHS Inc. Class A	708,216	76,296
Equifax Inc.	1,518,140	70,745
JB Hunt Transport Services Inc.	1,185,089	70,631
Quanta Services Inc.	2,628,472	63,267
Masco Corp.	4,558,483	63,226
Jacobs Engineering Group Inc.	1,627,103	61,602
Donaldson Co. Inc.	1,784,790	59,558
Xylem Inc.	2,335,758	58,791
BE Aerospace Inc.	1,313,935	57,366
Cintas Corp.	1,479,400	57,120
AGCO Corp.	1,231,589	56,321
Iron Mountain Inc.	1,621,819	53,455
Hubbell Inc. Class B	646,725	50,406
Robert Half International Inc.	1,711,056	48,885
Timken Co.	1,049,793	48,070
Pentair Inc.	1,246,751	47,726
Wabtec Corp.	608,735	47,487
KBR Inc.	1,875,401	46,341
Snap-on Inc.	736,464	45,845
Towers Watson & Co. Class A	740,291	44,343
Waste Connections Inc.	1,479,813	44,276

Vanguard® Total Stock Market Index Fund
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	Shares	Market Value (\$000)
Lincoln Electric Holdings Inc.	1,005,612	44,036
* Hertz Global Holdings Inc.	3,420,190	43,778
* WABCO Holdings Inc.	821,457	43,480
Dun & Bradstreet Corp.	608,491	43,306
SPX Corp.	646,265	42,214
* Nielsen Holdings NV	1,590,965	41,715
INDEX Corp.	1,061,774	41,388
Carlisle Cos. Inc.	780,337	41,373
Owens Corning	1,448,742	41,347
* Fortune Brands Home & Security Inc.	1,791,886	39,905
MSC Industrial Direct Co. Inc. Class A	590,678	38,719
Corrections Corp. of America	1,286,828	37,897
Pitney Bowes Inc.	2,518,624	37,704
Manpower Inc.	1,018,694	37,335
Nordson Corp.	720,058	36,932
Avery Dennison Corp.	1,340,727	36,655
Valmont Industries Inc.	301,414	36,462
Spirit Aerosystems Holdings Inc. Class A	1,495,075	35,628
Triumph Group Inc.	629,927	35,446
URS Corp.	1,006,380	35,103
Graco Inc.	756,517	34,860
Babcock & Wilcox Co.	1,403,493	34,386
United Rentals Inc.	1,005,152	34,215
Clean Harbors Inc.	602,435	33,989
Gardner Denver Inc.	638,665	33,792
* Copart Inc.	1,422,255	33,693
Kennametal Inc.	1,005,484	33,332
* Hexcel Corp.	1,255,820	32,388
Regal-Beloit Corp.	519,561	32,348
Alaska Air Group Inc.	893,984	32,094
WESCO International Inc.	548,010	31,538
Woodward Inc.	782,199	30,850
Landstar System Inc.	590,408	30,536
CLARCOR Inc.	633,436	30,506
Kirby Corp.	633,497	29,825
Sensata Technologies Holding NV	1,111,909	29,777
Dollar Thrifty Automotive Group Inc.	362,929	29,383
Alexander & Baldwin Inc.	529,856	28,215
Toro Co.	382,639	28,044
RR Donnelley & Sons Co.	2,346,428	27,617
Teledyne Technologies Inc.	443,869	27,365
US Airways Group Inc.	2,043,607	27,241
Covanta Holding Corp.	1,580,050	27,098
Acuity Brands Inc.	531,025	27,034
Genesee & Wyoming Inc. Class A	507,817	26,833
Chart Industries Inc.	373,701	25,696
Lennox International Inc.	547,698	25,539
Con-way Inc.	702,576	25,370
Trinity Industries Inc.	1,010,469	25,242
Huntington Ingalls Industries Inc.	616,832	24,821
Foster Wheeler AG	1,431,148	24,802
Terex Corp.	1,386,410	24,720
Esterline Technologies Corp.	387,539	24,163
AO Smith Corp.	494,214	24,162
Navistar International Corp.	846,238	24,008
Watsco Inc.	322,171	23,776
* Polypore International Inc.	583,906	23,584
* Old Dominion Freight Line Inc.	542,739	23,495
EMCOR Group Inc.	843,021	23,453
Actuant Corp. Class A	861,266	23,392
* Middleby Corp.	234,756	23,384
Ryder System Inc.	644,892	23,223
* Oshkosh Corp.	1,103,262	23,113
Exelis Inc.	2,333,798	23,011

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	Shares	Market Value (\$'000)
• Shaw Group Inc.	822,783	22,470
• AECOM Technology Corp.	1,334,896	21,959
GATX Corp.	560,943	21,596
Robbins & Myers Inc.	514,590	21,520
Crane Co.	581,484	21,154
EnerSys	601,790	21,105
Alliant Techsystems Inc.	416,534	21,064
Advisory Board Co.	422,280	20,941
Harsco Corp.	1,013,012	20,645
Tetra Tech Inc.	791,388	20,639
Moog Inc. Class A	494,067	20,430
Avis Budget Group Inc.	1,329,439	20,207
Acacia Research Corp.	541,536	20,167
ITT Corp.	1,138,169	20,032
• Portfolio Recovery Associates Inc.	215,566	19,673
Belden Inc.	582,251	19,418
Colfax Corp.	703,499	19,395
UTi Worldwide Inc.	1,299,399	18,984
Rollins Inc.	835,320	18,686
Manitowoc Co. Inc.	1,586,063	18,557
Air Lease Corp.	939,871	18,224
Geo Group Inc.	793,071	18,019
USG Corp.	933,719	17,787
Applied Industrial Technologies Inc.	478,931	17,649
Mine Safety Appliances Co.	430,176	17,310
Corporate Executive Board Co.	421,848	17,245
Macquarie Infrastructure Co. LLC	515,739	17,169
Curtiss-Wright Corp.	551,008	17,109
Brady Corp. Class A	619,467	17,042
General Cable Corp.	652,095	16,915
Hub Group Inc. Class A	466,702	16,895
JetBlue Airways Corp.	3,152,605	16,709
Deluxe Corp.	644,986	16,086
Healthcare Services Group Inc.	799,993	15,504
Mueller Industries Inc.	360,375	15,348
Raven Industries Inc.	217,002	15,101
FTI Consulting Inc.	519,768	14,943
GraffTech International Ltd.	1,544,284	14,902
Beacon Roofing Supply Inc.	586,667	14,796
HEICO Corp. Class A	454,563	14,664
ACCO Brands Corp.	1,415,946	14,641
HNI Corp.	564,290	14,530
Armstrong World Industries Inc.	295,078	14,506
Atlas Air Worldwide Holdings Inc.	328,531	14,294
Barnes Group Inc.	586,843	14,254
Simpson Manufacturing Co. Inc.	482,000	14,224
United Stationers Inc.	525,283	14,156
Brink's Co.	593,605	13,760
Herman Miller Inc.	736,770	13,645
Allegiant Travel Co. Class A	191,801	13,365
ABM Industries Inc.	670,333	13,112
Werner Enterprises Inc.	544,830	13,016
RBC Bearings Inc.	274,379	12,978
TAL International Group Inc.	381,869	12,789
Franklin Electric Co. Inc.	248,894	12,726
Titan International Inc.	498,170	12,220
ESCO Technologies Inc.	334,674	12,196
Knight Transportation Inc.	761,005	12,168
Granite Construction Inc.	464,773	12,135
• MasTec Inc.	799,146	12,019
Forward Air Corp.	370,773	11,965
UniFirst Corp.	186,271	11,875
Watts Water Technologies Inc. Class A	356,040	11,870
• Spirit Airlines Inc.	587,009	11,423

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	Shares	Market Value (\$000)
II-VI Inc.	672,640	11,213
Briggs & Stratton Corp.	617,369	10,798
Interface Inc. Class A	790,029	10,768
Lindsay Corp.	160,694	10,429
Swift Transportation Co.	1,081,513	10,220
Interline Brands Inc.	395,457	9,914
Steelcase Inc. Class A	1,091,952	9,860
AZZ Inc.	159,093	9,746
Heartland Express Inc.	675,188	9,662
EnPro Industries Inc.	258,364	9,655
Cubic Corp.	199,805	9,607
Seaboard Corp.	4,480	9,556
Orbital Sciences Corp.	730,522	9,438
Aircastle Ltd.	776,260	9,354
Kaman Corp.	298,288	9,229
Universal Forest Products Inc.	234,690	9,148
Aegion Corp. Class A	510,753	9,137
Huron Consulting Group Inc.	284,709	9,011
TrueBlue Inc.	569,732	8,819
Blount International Inc.	601,333	8,810
Trimas Corp.	436,556	8,775
KAR Auction Services Inc.	508,791	8,746
Amerco Inc.	97,044	8,731
Exponent Inc.	164,098	8,669
Sykes Enterprises Inc.	541,132	8,636
Navigant Consulting Inc.	679,728	8,592
Tennant Co.	214,506	8,570
Kaydon Corp.	400,113	8,558
Korn/Ferry International	591,019	8,481
Quanex Building Products Corp.	466,698	8,345
Generac Holdings Inc.	337,565	8,122
Encore Capital Group Inc.	274,036	8,117
Knoll Inc.	588,963	7,904
Dycor Industries Inc.	419,416	7,805
Insperity Inc.	285,933	7,734
McGrath RentCorp	288,350	7,641
Resources Connection Inc.	604,877	7,440
NACCO Industries Inc. Class A	63,410	7,371
Astec Industries Inc.	240,052	7,365
Ceradyne Inc.	284,417	7,295
G&K Services Inc. Class A	233,838	7,293
On Assignment Inc.	453,162	7,232
Team Inc.	230,414	7,184
Gorman-Rupp Co.	234,777	6,996
RailAmerica Inc.	288,880	6,991
Mobile Mini Inc.	483,660	6,965
DigitalGlobe Inc.	457,524	6,936
Mueller Water Products Inc. Class A	1,979,641	6,850
AAR Corp.	502,755	6,777
Titan Machinery Inc.	222,283	6,751
Standex International Corp.	156,191	6,649
CIRCOR International Inc.	190,166	6,483
Albany International Corp.	340,555	6,372
Sun Hydraulics Corp.	260,624	6,331
Encore Wire Corp.	231,934	6,211
American Science & Engineering Inc.	109,654	6,190
InnerWorkings Inc.	440,928	5,966
ICF International Inc.	244,995	5,841
Meritor Inc.	1,098,687	5,735
Aerovironment Inc.	217,364	5,719
Tutor Perini Corp.	448,296	5,680
Greenbrier Cos. Inc.	320,593	5,636
Altra Holdings Inc.	356,965	5,633
Wabash National Corp.	847,870	5,613

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	Shares	Market Value (\$'000)
* Kforce Inc.	414,472	5,579
Griffon Corp.	649,107	5,569
* Mistras Group Inc.	210,885	5,542
Apogee Enterprises Inc.	343,661	5,523
Rush Enterprises Inc. Class A	337,225	5,514
Cascade Corp.	117,040	5,507
* H&E Equipment Services Inc.	364,081	5,472
Sauer-Danfoss Inc.	148,939	5,202
* DXP Enterprises Inc.	122,658	5,089
* Builders FirstSource Inc.	1,061,336	5,031
Layne Christensen Co.	241,997	5,007
Ennis Inc.	323,316	4,973
Great Lakes Dredge & Dock Corp.	688,473	4,902
Viad Corp.	243,368	4,867
* Trex Co. Inc.	160,935	4,843
John Bean Technologies Corp.	355,900	4,830
AAON Inc.	256,026	4,826
Quad/Graphics Inc.	329,501	4,738
Kelly Services Inc. Class A	364,536	4,706
Comfort Systems USA Inc.	469,437	4,704
US Ecology Inc.	263,569	4,676
Celadon Group Inc.	281,747	4,615
Federal Signal Corp.	772,713	4,513
Global Power Equipment Group Inc.	199,301	4,353
Marten Transport Ltd.	202,766	4,311
* MYR Group Inc.	251,646	4,293
* Saia Inc.	195,753	4,285
Capstone Turbine Corp.	4,235,971	4,278
GP Strategies Corp.	231,390	4,274
Powell Industries Inc.	113,939	4,257
GenCorp Inc.	645,275	4,201
National Presto Industries Inc.	59,865	4,177
Astronics Corp.	147,467	4,164
Standard Parking Corp.	191,297	4,117
HEICO Corp.	103,377	4,085
Heidrick & Struggles International Inc.	231,822	4,057
Primoris Services Corp.	337,892	4,055
SkyWest Inc.	613,685	4,007
Arkansas Best Corp.	315,304	3,973
Douglas Dynamics Inc.	278,148	3,964
Hawaiian Holdings Inc.	595,230	3,875
FreightCar America Inc.	167,030	3,837
Kadant Inc.	163,131	3,825
Gibraltar Industries Inc.	366,683	3,806
GeoEye Inc.	240,911	3,729
Taser International Inc.	701,282	3,675
LB Foster Co. Class A	122,650	3,509
Aceto Corp.	387,771	3,502
* Columbus McKinnon Corp.	231,923	3,500
* Swisher Hygiene Inc.	1,368,893	3,463
* American Railcar Industries Inc.	127,684	3,460
Alamo Group Inc.	109,582	3,438
Kratos Defense & Security Solutions Inc.	587,172	3,429
Wesco Aircraft Holdings Inc.	268,933	3,424
* Air Transport Services Group Inc.	654,922	3,406
* Lydall Inc.	244,672	3,308
* Thermon Group Holdings Inc.	159,602	3,305
* Consolidated Graphics Inc.	112,938	3,281
* XPO Logistics Inc.	195,085	3,277
* CBIZ Inc.	539,156	3,203
* Echo Global Logistics Inc.	167,867	3,200
Multi-Color Corp.	143,841	3,199
* Odysseus Marine Exploration Inc.	853,556	3,192
* Republic Airways Holdings Inc.	568,595	3,156

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	Shares	Market Value (\$000)
* NN Inc.	300,535	3,068
* Accuride Corp.	507,606	3,046
* RPX Corp.	208,177	2,987
* Quality Distribution Inc.	268,145	2,974
Michael Baker Corp.	113,450	2,960
* Flow International Corp.	935,714	2,948
* Roadrunner Transportation Systems Inc.	169,971	2,871
* CAI International Inc.	143,889	2,861
* American Superconductor Corp.	602,395	2,831
* Zipcar Inc.	240,592	2,822
Insteel Industries Inc.	251,874	2,808
American Reprographics Co.	556,358	2,798
CDI Corp.	169,772	2,784
Commercial Vehicle Group Inc.	316,472	2,728
Dynamic Materials Corp.	156,830	2,718
Houston Wire & Cable Co.	244,902	2,677
Northwest Pipe Co.	109,885	2,666
NCI Building Systems Inc.	233,145	2,525
Graham Corp.	134,795	2,510
SeaCube Container Leasing Ltd.	146,538	2,501
Kimball International Inc. Class B	318,389	2,452
Miller Industries Inc.	149,815	2,387
Dolan Co.	342,190	2,303
Ameresco Inc. Class A	189,084	2,256
Schawk Inc. Class A	176,009	2,235
* Orion Marine Group Inc.	321,066	2,235
* Pacer International Inc.	412,094	2,234
Barrett Business Services Inc.	104,726	2,214
Furmanite Corp.	450,686	2,190
Intersections Inc.	135,760	2,152
Heritage-Crystal Clean Inc.	129,896	2,124
Met-Pro Corp.	227,409	2,094
Park-Ohio Holdings Corp.	109,469	2,083
American Woodmark Corp.	114,609	1,960
Twin Disc Inc.	104,708	1,936
CRA International Inc.	130,048	1,910
Pendrell Corp.	1,700,074	1,904
LSI Industries Inc.	265,399	1,890
FuelCell Energy Inc.	1,870,743	1,889
LMI Aerospace Inc.	107,421	1,867
Sterling Construction Co. Inc.	181,391	1,854
KEYW Holding Corp.	184,039	1,848
Pike Electric Corp.	238,864	1,844
EnerNOC Inc.	253,011	1,832
Casella Waste Systems Inc. Class A	308,810	1,807
A123 Systems Inc.	1,365,843	1,721
Vicor Corp.	241,289	1,675
EnergySolutions Inc.	976,599	1,650
Franklin Covey Co.	160,433	1,643
Hudson Global Inc.	392,774	1,638
Ampco-Pittsburgh Corp.	84,296	1,545
Acorn Energy Inc.	185,116	1,540
International Shipholding Corp.	81,256	1,533
PMFG Inc.	195,072	1,524
Courier Corp.	114,693	1,520
Patriot Transportation Holding Inc.	61,809	1,454
Preformed Line Products Co.	24,860	1,440
Metalico Inc.	651,835	1,434
Hurco Cos. Inc.	69,192	1,418
Argan Inc.	95,281	1,332
TRC Cos. Inc.	217,977	1,325
* API Technologies Corp.	358,373	1,319
* Cenveo Inc.	678,616	1,310
* Willis Lease Finance Corp.	105,689	1,302

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		Shares	Market Value (\$000)
*^	Asset Acceptance Capital Corp.	187,675	1,276
*	Ducommun Inc.	129,869	1,274
*	Energy Recovery Inc.	520,937	1,250
	Asta Funding Inc.	129,928	1,217
	Hardinge Inc.	133,279	1,213
*^	Genco Shipping & Trading Ltd.	396,249	1,209
*	AT Cross Co. Class A	114,331	1,128
*	VSE Corp.	46,432	1,105
*	BlueLinx Holdings Inc.	439,473	1,033
*	Fuel Tech Inc.	210,415	1,027
*	US Home Systems Inc.	96,251	977
	PowerSecure International Inc.	195,776	975
*	Hill International Inc.	301,490	965
*	Orion Energy Systems Inc.	437,525	963
*^	Valence Technology Inc.	1,499,817	931
	Sparton Corp.	92,142	912
*	Ultralife Corp.	233,201	900
	Tecumseh Products Co. Class A	168,953	853
*	Ceco Environmental Corp.	107,251	847
	TMS International Corp. Class A	84,734	845
	Magnetek Inc.	51,674	798
	Coleman Cable Inc.	90,489	786
	Innovative Solutions & Support Inc.	238,921	786
*	Perma-Fix Environmental Services	666,988	780
*	Covenant Transportation Group Inc. Class A	208,915	777
	Eastern Co.	46,318	748
	Sypris Solutions Inc.	107,311	748
	LS Starrett Co. Class A	58,996	683
*	Lawson Products Inc.	71,807	664
*	USA Truck Inc.	139,893	659
*	Baltic Trading Ltd.	187,566	645
*	Key Technology Inc.	64,325	643
*	Eagle Bulk Shipping Inc.	193,463	611
*	PGT Inc.	197,876	600
	PAM Transportation Services Inc.	61,693	595
	Active Power Inc.	725,147	585
*	Hubbell Inc. Class A	7,600	564
*	Omega Flex Inc.	44,518	530
	Astronics Corp. Class B	19,957	529
*	SL Industries Inc.	37,937	500
*	Supreme Industries Inc. Class A	101,940	399
*	Xerium Technologies Inc.	108,879	316
*	Integrated Electrical Services Inc.	113,196	310
*	Plug Power Inc.	270,234	308
*	Satcon Technology Corp.	1,208,168	277
*	Lime Energy Co.	117,752	267
*	Virco Manufacturing Corp.	159,526	258
*	Broadwind Energy Inc.	915,173	247
*	Frozen Food Express Industries	185,060	204
*	Standard Register Co.	262,144	157
*	Ocean Power Technologies Inc.	72,349	150
*	Altair Nanotechnologies Inc.	275,512	143
*	Innotrac Corp.	73,831	105
*	Ascent Solar Technologies Inc.	72,735	57
*	Ampal American Israel Class A	328,259	42
*	Hoku Corp.	194,120	26
*	Arotech Corp.	17,932	18
*	Innovaro Inc.	3,814	3
			20,837,467
Information Technology (19.1%)			
*	Apple Inc.	11,816,603	6,900,896
*	Microsoft Corp.	95,701,996	2,927,524
*	International Business Machines Corp.	13,950,392	2,728,418
*	Google Inc. Class A	3,269,057	1,896,282

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	Shares	Market Value (\$000)
Intel Corp.	63,311,904	1,687,262
Oracle Corp.	50,952,575	1,513,291
QUALCOMM Inc.	21,435,478	1,193,527
Cisco Systems Inc.	68,255,115	1,171,940
Visa Inc. Class A	6,656,313	822,920
EMC Corp.	26,015,742	666,783
eBay Inc.	14,676,366	616,554
Mastercard Inc. Class A	1,384,000	595,272
Hewlett-Packard Co.	25,043,245	503,620
Accenture plc Class A	8,201,941	492,855
Texas Instruments Inc.	14,508,918	416,261
Automatic Data Processing Inc.	6,216,411	346,005
Corning Inc.	19,279,909	249,289
Dell Inc.	19,345,217	242,202
Yahoo! Inc.	14,605,070	231,198
Cognizant Technology Solutions Corp. Class A	3,842,641	230,558
Salesforce.com Inc.	1,636,912	226,319
Broadcom Corp. Class A	6,233,261	210,684
Intuit Inc.	3,548,144	210,582
Adobe Systems Inc.	6,254,724	202,465
Citrix Systems Inc.	2,351,516	197,386
Applied Materials Inc.	16,353,309	187,409
Facebook Inc. Class A	5,591,493	174,007
TE Connectivity Ltd.	5,396,496	172,202
Motorola Solutions Inc.	3,422,453	164,654
Teradata Corp.	2,119,074	152,595
NetApp Inc.	4,541,477	144,510
Analog Devices Inc.	3,771,364	142,067
Altera Corp.	4,081,970	138,134
Red Hat Inc.	2,445,479	138,121
Symantec Corp.	9,246,643	135,093
Xerox Corp.	16,867,051	132,744
Western Union Co.	7,854,779	132,274
Paychex Inc.	4,130,039	129,725
Fiserv Inc.	1,766,052	127,544
Seagate Technology plc	5,114,510	126,482
CA Inc.	4,307,031	116,677
Amphenol Corp. Class A	2,078,181	114,134
SanDisk Corp.	3,068,776	111,949
Xilinx Inc.	3,313,141	111,222
Juniper Networks Inc.	6,660,110	108,626
NVIDIA Corp.	7,724,214	106,749
Avago Technologies Ltd.	2,931,050	105,225
Equinix Inc.	593,921	104,322
KLA-Tencor Corp.	2,109,161	103,876
Autodesk Inc.	2,860,632	100,094
F5 Networks Inc.	1,002,921	99,851
Fidelity National Information Services Inc.	2,929,866	99,850
Lam Research Corp.	2,551,915	96,309
Maxim Integrated Products Inc.	3,690,742	94,631
VMware Inc. Class A	1,028,681	93,651
Linear Technology Corp.	2,899,965	90,856
Western Digital Corp.	2,975,213	90,685
BMC Software Inc.	2,079,881	88,769
VeriSign Inc.	2,020,311	88,025
Alliance Data Systems Corp.	634,013	85,592
Microchip Technology Inc.	2,432,384	80,463
Micron Technology Inc.	12,515,501	78,973
Nuance Communications Inc.	3,122,758	74,384
ANSYS Inc.	1,178,351	74,366
Trimble Navigation Ltd.	1,577,919	72,600
Marvell Technology Group Ltd.	6,373,947	71,898
Akamai Technologies Inc.	2,249,238	71,413
Activision Blizzard Inc.	5,683,246	68,142

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	Shares	Market Value (\$'000)
Skyworks Solutions Inc.	2,386,633	65,322
TIBCO Software Inc.	2,111,475	63,175
Harris Corp.	1,455,145	60,898
Rackspace Hosting Inc.	1,363,589	59,916
Informatica Corp.	1,358,917	57,564
Avnet Inc.	1,859,011	57,369
LinkedIn Corp. Class A	537,704	57,142
Ariba Inc.	1,257,812	56,300
Flextronics International Ltd.	8,921,076	55,311
Synopsys Inc.	1,818,162	53,509
Electronic Arts Inc.	4,197,932	51,844
MICROS Systems Inc.	1,010,090	51,717
Gartner Inc.	1,180,341	50,814
FactSet Research Systems Inc.	540,779	50,260
Computer Sciences Corp.	1,961,528	48,685
Total System Services Inc.	2,029,743	48,572
Jabil Circuit Inc.	2,379,851	48,382
Arrow Electronics Inc.	1,415,834	46,454
LSI Corp.	7,152,257	45,560
NCR Corp.	2,000,894	45,480
VeriFone Systems Inc.	1,347,240	44,580
IAC/InterActiveCorp	958,138	43,691
Advanced Micro Devices Inc.	7,485,371	42,891
Global Payments Inc.	988,028	42,712
SAIC Inc.	3,441,354	41,709
ON Semiconductor Corp.	5,700,834	40,476
Concur Technologies Inc.	585,509	39,873
Atmel Corp.	5,796,465	38,836
FLIR Systems Inc.	1,952,768	38,079
Cadence Design Systems Inc.	3,455,078	37,971
Solera Holdings Inc.	888,281	37,121
Fortinet Inc.	1,583,340	36,765
Jack Henry & Associates Inc.	1,041,754	35,961
Cree Inc.	1,391,188	35,712
AOL Inc.	1,253,093	35,187
Ingram Micro Inc.	1,918,440	33,515
Broadridge Financial Solutions Inc.	1,567,475	33,340
Teradyne Inc.	2,348,650	33,022
National Instruments Corp.	1,220,104	32,772
JDS Uniphase Corp.	2,948,657	32,435
MercadoLibre Inc.	417,672	31,660
Parametric Technology Corp.	1,501,974	31,481
Riverbed Technology Inc.	1,886,507	30,467
SolarWinds Inc.	688,517	29,992
Diebold Inc.	783,634	28,924
Wright Express Corp.	464,910	28,694
NeuStar Inc. Class A	849,427	28,371
Ultimate Software Group Inc.	317,307	28,278
Aspen Technology Inc.	1,184,900	27,430
Rovi Corp.	1,387,917	27,231
Brocade Communications Systems Inc.	5,493,167	27,081
Lender Processing Services Inc.	1,065,270	26,930
Dolby Laboratories Inc. Class A	647,398	26,738
CoStar Group Inc.	326,101	26,479
CommVault Systems Inc.	530,268	26,285
Compuware Corp.	2,753,299	25,578
Tech Data Corp.	521,973	25,143
Lexmark International Inc. Class A	944,276	25,099
Cypress Semiconductor Corp.	1,853,457	24,503
Cirrus Logic Inc.	809,291	24,182
DST Systems Inc.	444,214	24,125
Polycom Inc.	2,234,555	23,508
ADTRAN Inc.	766,799	23,150
FEI Co.	472,991	22,628

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		Shares	Market Value (\$'000)
• Zebra Technologies Corp.		656,837	22,569
• Fairchild Semiconductor International Inc. Class A		1,594,645	22,485
MAXIMUS Inc.		426,515	22,072
Convergys Corp.		1,494,381	22,072
ACI Worldwide Inc.		491,493	21,729
Cymer Inc.		368,099	21,699
3D Systems Corp.		625,204	21,344
Quest Software Inc.		765,998	21,333
QLIK Technologies Inc.		959,209	21,218
Itron Inc.		504,749	20,816
Aruba Networks Inc.		1,371,688	20,644
Molex Inc. Class A		1,017,385	20,582
Ciena Corp.		1,242,468	20,339
Microsemi Corp.		1,095,508	20,256
FleetCor Technologies Inc.		577,598	20,239
Fair Isaac Corp.		476,711	20,155
Arris Group Inc.		1,448,308	20,146
Semtech Corp.		825,160	20,068
CoreLogic Inc.		1,072,907	19,645
ViaSat Inc.		513,824	19,407
Plantronics Inc.		580,601	19,392
Silicon Laboratories Inc.		503,867	19,097
MKS Instruments Inc.		658,231	19,043
Anixter International Inc.		357,296	18,955
Universal Display Corp.		526,438	18,920
Sourcefire Inc.		363,652	18,692
Hittite Microwave Corp.		358,071	18,305
IPG Photonics Corp.		413,849	18,040
VirnetX Holding Corp.		509,049	17,944
PMC - Sierra Inc.		2,913,898	17,891
Molex Inc.		742,688	17,780
Mentor Graphics Corp.		1,178,456	17,677
CACI International Inc. Class A		318,853	17,543
International Rectifier Corp.		870,354	17,398
Cavium Inc.		620,850	17,384
Vishay Intertechnology Inc.		1,835,065	17,305
Finisar Corp.		1,149,940	17,203
QLogic Corp.		1,252,783	17,151
Veeco Instruments Inc.		496,074	17,045
Intersil Corp. Class A		1,592,332	16,958
Progress Software Corp.		811,335	16,933
ValueClick Inc.		1,030,025	16,882
NetSuite Inc.		308,084	16,874
InterDigital Inc.		567,452	16,746
Littelfuse Inc.		290,070	16,502
NETGEAR Inc.		476,390	16,440
Comverse Technology Inc.		2,751,204	16,012
JDA Software Group Inc.		539,125	16,007
DealerTrack Holdings Inc.		530,873	15,985
Cardtronics Inc.		529,019	15,982
Cognex Corp.		502,761	15,912
j2 Global Inc.		592,176	15,645
OSI Systems Inc.		237,409	15,038
Acxion Corp.		989,886	14,957
Liquidity Services Inc.		288,752	14,781
RF Micro Devices Inc.		3,460,528	14,707
Entegris Inc.		1,719,437	14,684
Heartland Payment Systems Inc.		487,972	14,678
Tellabs Inc.		4,390,707	14,621
Blackbaud Inc.		568,300	14,588
Sapient Corp.		1,414,896	14,248
MicroStrategy Inc. Class A		105,337	13,679
Tyler Technologies Inc.		337,033	13,599
Acme Packet Inc.		728,511	13,587

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	Shares	Market Value (\$000)
Syntel Inc.	218,491	13,262
Power Integrations Inc.	355,542	13,262
Stratasys Inc.	266,864	13,223
Monster Worldwide Inc.	1,549,475	13,171
WebMD Health Corp.	638,277	13,091
Coherent Inc.	301,266	13,045
Fusion-io Inc.	624,082	13,037
Plexus Corp.	452,357	12,756
VistaPrint NV	393,818	12,720
TiVo Inc.	1,532,680	12,675
EchoStar Corp. Class A	466,555	12,326
Manhattan Associates Inc.	265,524	12,137
Synaptics Inc.	416,919	11,936
Advent Software Inc.	430,310	11,666
TriQuint Semiconductor Inc.	2,100,607	11,553
First Solar Inc.	767,123	11,553
LivePerson Inc.	603,405	11,501
SYNNEX Corp.	327,272	11,288
RealPage Inc.	459,672	10,646
SS&C Technologies Holdings Inc.	423,432	10,586
Insight Enterprises Inc.	625,984	10,535
ScanSource Inc.	342,899	10,506
Integrated Device Technology Inc.	1,855,760	10,429
Standard Microsystems Corp.	280,321	10,341
OpenTable Inc.	228,010	10,263
Ultratech Inc.	325,455	10,252
Zynga Inc. Class A	1,873,626	10,193
Benchmark Electronics Inc.	729,866	10,182
Unisys Corp.	515,674	10,081
OmniVision Technologies Inc.	742,697	9,922
EarthLink Inc.	1,333,602	9,922
Tessera Technologies Inc.	644,857	9,911
NIC Inc.	771,562	9,799
Ebix Inc.	489,946	9,774
Ancestry.com Inc.	350,600	9,652
Euronet Worldwide Inc.	562,675	9,633
Netscout Systems Inc.	446,141	9,632
Take-Two Interactive Software Inc.	1,015,704	9,609
Electronics for Imaging Inc.	569,994	9,262
Kenexa Corp.	317,780	9,225
Infinera Corp.	1,347,698	9,218
Bankrate Inc.	498,428	9,166
Websense Inc.	488,682	9,153
FARO Technologies Inc.	212,158	8,928
Web.com Group Inc.	484,163	8,870
Monolithic Power Systems Inc.	437,647	8,696
Diodes Inc.	456,725	8,573
Verint Systems Inc.	287,915	8,496
Cabot Microelectronics Corp.	285,047	8,326
Spansion Inc. Class A	756,802	8,310
Sanmina-SCI Corp.	1,002,282	8,209
GT Advanced Technologies Inc.	1,551,469	8,192
ATMI Inc.	393,615	8,097
Bottomline Technologies Inc.	446,087	8,052
LogMeIn Inc.	263,557	8,044
BroadSoft Inc.	275,382	7,975
Loral Space & Communications Inc.	117,944	7,944
Rogers Corp.	200,241	7,932
Digital River Inc.	474,904	7,893
Emulex Corp.	1,082,208	7,792
RealD Inc.	515,955	7,719
Brooks Automation Inc.	817,195	7,714
MTS Systems Corp.	199,805	7,702
Kulicke & Soffa Industries Inc.	859,581	7,667

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		Shares	Market Value (\$000)
• Monotype Imaging Holdings Inc.		441,667	7,407
• Tangoe Inc.		342,758	7,304
Comtech Telecommunications Corp.		255,533	7,303
• CSG Systems International Inc.		421,183	7,278
• ExlService Holdings Inc.		294,193	7,249
• Rambus Inc.		1,255,123	7,204
• Volterra Semiconductor Corp.		304,528	7,141
• Cornerstone OnDemand Inc.		297,899	7,093
• Advanced Energy Industries Inc.		521,975	7,005
Pegasystems Inc.		208,867	6,888
Mantech International Corp. Class A		291,936	6,852
Constant Contact Inc.		381,516	6,822
Amkor Technology Inc.		1,394,431	6,805
AVX Corp.		635,344	6,792
• Synchronoss Technologies Inc.		365,222	6,746
• ServiceSource International Inc.		486,423	6,737
• Badger Meter Inc.		178,471	6,702
Forrester Research Inc.		197,102	6,674
Rofin-Sinar Technologies Inc.		351,823	6,660
iGATE Corp.		380,987	6,484
Measurement Specialties Inc.		198,773	6,462
Accelrys Inc.		797,413	6,451
Ixia		533,968	6,418
comScore Inc.		382,785	6,301
Park Electrochemical Corp.		241,285	6,244
Black Box Corp.		217,053	6,229
Micrel Inc.		652,053	6,214
• Freescale Semiconductor Ltd.		605,564	6,207
TTM Technologies Inc.		656,808	6,181
Booz Allen Hamilton Holding Corp.		401,834	6,140
MEMC Electronic Materials Inc.		2,827,549	6,136
Super Micro Computer Inc.		385,084	6,107
Harmonic Inc.		1,423,497	6,064
Blucora Inc.		489,934	6,036
Procera Networks Inc.		241,591	5,873
Quantum Corp.		2,888,712	5,864
Entropic Communications Inc.		1,033,028	5,826
Power-One Inc.		1,284,792	5,807
Dice Holdings Inc.		617,643	5,800
Global Cash Access Holdings Inc.		801,687	5,780
Newport Corp.		474,649	5,705
TeleTech Holdings Inc.		354,411	5,671
Sonus Networks Inc.		2,623,775	5,641
Lattice Semiconductor Corp.		1,451,774	5,473
TNS Inc.		299,342	5,370
OPNET		199,676	5,309
DTS Inc.		202,085	5,270
• Interactive Intelligence Group Inc.		183,430	5,175
Angie's List Inc.		326,048	5,165
Ceva Inc.		292,636	5,153
Jive Software Inc.		235,006	4,933
Higher One Holdings Inc.		402,777	4,922
Mercury Computer Systems Inc.		376,462	4,868
Cray Inc.		402,883	4,867
EPIQ Systems Inc.		396,732	4,860
MIPS Technologies Inc. Class A		722,064	4,816
United Online Inc.		1,111,586	4,691
PROS Holdings Inc.		276,033	4,643
Brightpoint Inc.		850,797	4,603
LTX-Credence Corp.		679,163	4,550
Move Inc.		495,786	4,517
Photronics Inc.		737,797	4,501
STEC Inc.		574,532	4,481
Silicon Image Inc.		1,063,451	4,403

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	Shares	Market Value (\$'000)
• Vocus Inc.	234,356	4,359
• Cass Information Systems Inc.	107,875	4,342
• Nanometrics Inc.	278,366	4,276
• Checkpoint Systems Inc.	487,097	4,243
• Extreme Networks	1,228,070	4,225
• Applied Micro Circuits Corp.	734,847	4,203
• Electro Scientific Industries Inc.	354,610	4,192
• SPS Commerce Inc.	137,514	4,178
• OCZ Technology Group Inc.	766,369	4,062
• Ellie Mae Inc.	225,052	4,051
• Actuate Corp.	583,908	4,046
• Net 1 UEPS Technologies Inc.	483,172	4,044
• Internap Network Services Corp.	619,110	4,030
• Stamps.com Inc.	161,306	3,979
• FormFactor Inc.	614,942	3,979
• Demand Media Inc.	351,883	3,941
• Perficient Inc.	348,668	3,916
• Sycamore Networks Inc.	265,048	3,849
• PLX Technology Inc.	605,811	3,847
• Active Network Inc.	249,708	3,843
• Exar Corp.	469,482	3,831
• GSI Group Inc.	331,654	3,801
• Intermec Inc.	610,756	3,787
• Methode Electronics Inc.	444,294	3,781
• QuinStreet Inc.	400,295	3,707
• SciQuest Inc.	204,048	3,665
• Multi-FineLine Electronix Inc.	147,819	3,642
• CTS Corp.	386,295	3,639
• Rudolph Technologies Inc.	416,906	3,635
• NVE Corp.	65,653	3,529
• CIBER Inc.	816,760	3,520
• Fabrinet	277,400	3,481
• Electro Rent Corp.	212,141	3,443
• LeCroy Corp.	240,260	3,426
• IXYS Corp.	305,970	3,418
• Avid Technology Inc.	459,684	3,415
• XO Group Inc.	382,264	3,391
• Anaren Inc.	172,550	3,382
• Deltek Inc.	290,146	3,363
• Kemet Corp.	545,105	3,276
• Integrated Silicon Solution Inc.	323,140	3,260
• SymmetriCom Inc.	535,791	3,209
• Oplink Communications Inc.	237,129	3,208
• Glu Mobile Inc.	573,855	3,185
• Digi International Inc.	305,421	3,128
• Calix Inc.	378,484	3,111
• Daktronics Inc.	443,022	3,061
• Virtusa Corp.	227,872	3,042
• Saba Software Inc.	325,951	3,025
• KVH Industries Inc.	238,592	2,982
• Keynote Systems Inc.	200,604	2,979
• MoneyGram International Inc.	202,438	2,956
• VASCO Data Security International Inc.	361,196	2,955
• Kopin Corp.	833,592	2,868
• Cohu Inc.	280,721	2,852
• PDF Solutions Inc.	288,306	2,846
• support.com Inc.	884,947	2,823
• Seachange International Inc.	342,002	2,815
• Responsys Inc.	231,728	2,809
• American Software Inc. Class A	349,984	2,782
• RealNetworks Inc.	320,582	2,770
• Agilysys Inc.	319,178	2,767
• Computer Task Group Inc.	180,422	2,705
• Zygo Corp.	150,918	2,695

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	Shares	Market Value (\$'000)
* Magnachip Semiconductor Corp.	278,209	2,651
* InvenSense Inc.	234,131	2,646
* Lionbridge Technologies Inc.	827,322	2,606
* Limelight Networks Inc.	869,610	2,548
* Supertex Inc.	134,855	2,542
* Globecom Systems Inc.	248,909	2,524
* Sigma Designs Inc.	395,566	2,524
* Rubicon Technology Inc.	244,664	2,496
Unwired Planet Inc.	1,082,594	2,490
Telular Corp.	267,813	2,475
Pericom Semiconductor Corp.	271,949	2,448
Datalink Corp.	253,845	2,424
Envestnet Inc.	201,894	2,423
Richardson Electronics Ltd.	193,571	2,387
* CalAmp Corp.	325,506	2,386
* SunPower Corp. Class A	492,146	2,367
Silicon Graphics International Corp.	367,500	2,359
Travelzoo Inc.	100,479	2,283
Maxwell Technologies Inc.	335,462	2,201
Inphi Corp.	229,922	2,180
Imation Corp.	367,532	2,172
KIT Digital Inc.	501,327	2,151
PRGX Global Inc.	269,555	2,143
ePlus Inc.	65,434	2,117
* Imperva Inc.	72,987	2,103
Digimarc Corp.	81,919	2,102
Zix Corp.	800,412	2,081
Hackett Group Inc.	371,255	2,068
Intevac Inc.	269,277	2,025
Innodata Inc.	294,376	2,014
ShoreTel Inc.	456,264	1,998
Rosetta Stone Inc.	144,087	1,994
Aviat Networks Inc.	704,639	1,973
Vishay Precision Group Inc.	141,240	1,970
AuthenTec Inc.	449,088	1,945
IntraLinks Holdings Inc.	439,570	1,925
Ipass Inc.	799,631	1,903
Immersion Corp.	331,871	1,868
Axcelis Technologies Inc.	1,539,897	1,848
Oclaro Inc.	605,427	1,841
Ultra Clean Holdings	281,883	1,813
Callidus Software Inc.	362,212	1,804
Guidance Software Inc.	189,061	1,798
Alpha & Omega Semiconductor Ltd.	196,329	1,796
Bel Fuse Inc. Class B	99,541	1,753
Pervasive Software Inc.	223,547	1,674
FSI International Inc.	462,204	1,659
DSP Group Inc.	261,128	1,656
ModusLink Global Solutions Inc.	533,588	1,595
STR Holdings Inc.	348,664	1,590
SRS Labs Inc.	176,138	1,585
Parkervision Inc.	659,721	1,570
Westell Technologies Inc. Class A	653,575	1,556
Echelon Corp.	445,959	1,552
Aeroflex Holding Corp.	252,929	1,530
AXT Inc.	386,611	1,527
Transact Technologies Inc.	192,561	1,485
ANADIGICS Inc.	812,569	1,471
Aware Inc.	224,568	1,448
Market Leader Inc.	283,855	1,442
PC Connection Inc.	134,619	1,430
PC-Tel Inc.	215,187	1,392
* Radisys Corp.	214,736	1,349
Rimage Corp.	158,529	1,268

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	Shares	Market Value (\$000)
MoSys Inc.	390,706	1,266
Emcore Corp.	282,022	1,247
GSE Systems Inc.	528,356	1,215
FalconStor Software Inc.	454,255	1,186
QuickLogic Corp.	471,220	1,183
Ramtron International Corp.	381,415	1,152
Mattson Technology Inc.	652,960	1,143
Reis Inc.	116,004	1,114
PC Mall Inc.	205,498	1,112
TeleNav Inc.	180,642	1,107
MaxLinear Inc.	217,307	1,078
Online Resources Corp.	433,075	1,052
NeoPhotonics Corp.	203,122	1,003
GSI Technology Inc.	207,591	984
Mitel Networks Corp.	222,453	983
TechTarget Inc.	194,777	982
QAD Inc. Class A	67,864	965
Mindspeed Technologies Inc.	391,210	962
Viasystems Group Inc.	56,533	961
Tessco Technologies Inc.	42,366	934
Marchex Inc. Class B	258,643	934
Dynamics Research Corp.	159,180	925
MOCON Inc.	59,977	924
Mattersight Corp.	115,122	919
PAR Technology Corp.	184,916	912
Novatel Wireless Inc.	365,505	910
ID Systems Inc.	200,490	878
CyberOptics Corp.	100,886	853
Pulse Electronics Corp.	432,720	852
Wave Systems Corp. Class A	1,228,651	848
LoJack Corp.	277,452	838
Concurrent Computer Corp.	199,855	829
Smith Micro Software Inc.	441,823	813
TeleCommunication Systems Inc. Class A	638,441	785
Edgewater Technology Inc.	201,084	782
Opnext Inc.	601,246	758
Numerex Corp. Class A	79,562	740
Dot Hill Systems Corp.	619,244	706
Evolving Systems Inc.	127,521	701
Network Engines Inc.	479,300	676
Bsquare Corp.	230,553	673
THQ Inc.	1,035,588	642
Document Security Systems Inc.	151,514	608
Frequency Electronics Inc.	74,210	600
TheStreet Inc.	395,735	594
Crexendo Inc.	155,896	578
Mitek Systems Inc.	145,038	564
Intermolecular Inc.	72,527	562
Official Payments Holdings Inc. Class B	141,494	552
StarTek Inc.	185,625	538
Cinedigm Digital Cinema Corp. Class A	348,200	522
Research Frontiers Inc.	162,682	508
Microvision Inc.	314,341	506
Spark Networks Inc.	92,706	478
Ikanos Communications Inc.	537,121	465
Pixelworks Inc.	190,441	461
Identive Group Inc.	485,954	455
NAPCO Security Technologies Inc.	143,058	421
Carbonite Inc.	43,851	392
Performance Technologies Inc.	170,701	382
MEMSIC Inc.	144,104	375
Transwitch Corp.	322,489	355
LRAD Corp.	289,775	345
Hutchinson Technology Inc.	210,911	308

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	Shares	Market Value (\$000)
Amtech Systems Inc.	81,490	306
Rainmaker Systems Inc.	344,423	289
Newtek Business Services Inc.	217,217	269
Planar Systems Inc.	152,240	251
Network Equipment Technologies Inc.	191,685	251
Autobytel Inc.	332,267	250
Powerwave Technologies Inc.	324,637	235
NCI Inc. Class A	57,689	234
Ditech Networks Inc.	259,033	223
QAD Inc. Class B	16,312	221
Information Services Group Inc.	154,004	199
Looksmart Ltd.	254,911	198
Bel Fuse Inc. Class A	10,580	192
Video Display Corp.	48,546	186
Cascade Microtech Inc.	40,664	185
Intelliecheck Mobilisa Inc.	94,812	163
WebMediaBrands Inc.	220,430	139
Wireless Telecom Group Inc.	98,456	121
iGO Inc.	269,850	113
Meru Networks Inc.	63,605	111
Presstek Inc.	225,849	96
Superconductor Technologies Inc.	115,555	73
Selectica Inc.	16,769	66
Lantronix Inc.	30,990	63
BTU International Inc.	23,003	61
Motricity Inc.	89,156	55
Management Network Group Inc.	25,306	54
Zhone Technologies Inc.	82,400	54
Spire Corp.	41,453	25
Digital Ally Inc.	700	—
Qualstar Corp.	100	—
		36,332,884
Materials (3.9%)		
El du Pont de Nemours & Co.	11,813,133	597,390
Monsanto Co.	6,783,830	561,565
Dow Chemical Co.	15,020,402	473,143
Praxair Inc.	3,781,445	411,157
Freeport-McMoRan Copper & Gold Inc.	12,016,434	409,400
Newmont Mining Corp.	6,271,679	304,239
Ecolab Inc.	3,689,968	252,873
Air Products & Chemicals Inc.	2,667,537	215,350
Mosaic Co.	3,758,580	205,820
PPG Industries Inc.	1,937,030	205,558
LyondellBasell Industries NV Class A	3,995,921	160,916
CF Industries Holdings Inc.	829,250	160,659
Nucor Corp.	4,012,494	152,074
International Paper Co.	5,257,843	152,004
Sherwin-Williams Co.	1,121,289	148,403
Alcoa Inc.	13,490,044	118,038
Sigma-Aldrich Corp.	1,527,755	112,947
FMC Corp.	1,772,154	94,775
Cliffs Natural Resources Inc.	1,796,602	88,554
Eastman Chemical Co.	1,732,391	87,261
Ball Corp.	1,910,440	78,424
Airgas Inc.	822,443	69,093
Ashland Inc.	991,633	68,730
Celanese Corp. Class A	1,984,881	68,717
Albemarle Corp.	1,125,729	67,138
Crown Holdings Inc.	1,895,496	65,376
Vulcan Materials Co.	1,637,614	65,030
MeadWestvaco Corp.	2,164,895	62,241
Valspar Corp.	1,120,820	58,832
Royal Gold Inc.	745,149	58,420

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
 June 30, 2012

	Shares	Market Value (\$000)
International Flavors & Fragrances Inc.	1,024,202	56,126
Rock-Tenn Co. Class A	892,122	48,665
Reliance Steel & Aluminum Co.	946,516	47,799
* WR Grace & Co.	915,788	46,201
Martin Marietta Materials Inc.	575,684	45,375
RPM International Inc.	1,660,288	45,160
Solutia Inc.	1,546,621	43,383
Aptagroup Inc.	836,172	42,687
Allegheny Technologies Inc.	1,278,140	40,760
Bemis Co. Inc.	1,299,798	40,736
United States Steel Corp.	1,902,877	39,199
Rockwood Holdings Inc.	883,511	39,184
Owens-Illinois Inc.	2,036,200	39,034
Sonoco Products Co.	1,269,515	38,276
Domtar Corp.	476,812	36,576
Sealed Air Corp.	2,298,627	35,491
Packaging Corp. of America	1,245,276	35,167
Walter Energy Inc.	787,087	34,758
Cytec Industries Inc.	572,706	33,583
Huntsman Corp.	2,550,335	33,001
Cabot Corp.	798,954	32,517
Compass Minerals International Inc.	416,427	31,765
Steel Dynamics Inc.	2,622,341	30,812
Allied Nevada Gold Corp.	1,072,878	30,448
NewMarket Corp.	135,599	29,371
Silgan Holdings Inc.	662,513	28,283
Carpenter Technology Corp.	560,808	26,829
Sensient Technologies Corp.	633,368	23,264
Scotts Miracle-Gro Co. Class A	541,912	22,283
Olin Corp.	1,014,474	21,192
Eagle Materials Inc.	537,164	20,058
Coeur d'Alene Mines Corp.	1,131,533	19,870
HB Fuller Co.	622,284	19,104
Louisiana-Pacific Corp.	1,723,855	18,756
Commercial Metals Co.	1,438,211	18,179
Molycorp Inc.	836,922	18,036
Chemtura Corp.	1,222,254	17,723
Hecla Mining Co.	3,613,673	17,165
Intrepid Potash Inc.	711,183	16,187
PolyOne Corp.	1,137,310	15,558
Innophos Holdings Inc.	270,536	15,274
Worthington Industries Inc.	716,238	14,661
Schweitzer-Mauduit International Inc.	212,382	14,472
Minerals Technologies Inc.	224,230	14,301
Resolute Forest Products	1,229,510	14,238
Buckeye Technologies Inc.	493,839	14,069
Westlake Chemical Corp.	251,859	13,162
SunCoke Energy Inc.	875,924	12,832
Greif Inc. Class A	311,712	12,780
Titanium Metals Corp.	1,109,769	12,551
Stillwater Mining Co.	1,462,572	12,490
Balchem Corp.	369,732	12,057
Georgia Gulf Corp.	435,365	11,176
Kaiser Aluminum Corp.	215,125	11,152
Globe Specialty Metals Inc.	805,114	10,813
Gold Resource Corp.	399,163	10,374
Stepan Co.	110,146	10,374
* Calgon Carbon Corp.	704,937	10,024
* Clearwater Paper Corp.	288,979	9,860
PH Glatfelter Co.	583,938	9,559
* Graphic Packaging Holding Co.	1,684,109	9,263
AMCOL International Corp.	320,963	9,086
* Kraton Performance Polymers Inc.	406,674	8,910
Texas Industries Inc.	223,902	8,734

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
 June 30, 2012

	Shares	Market Value (\$000)
Koppers Holdings Inc.	254,957	8,669
Boise Inc.	1,301,217	8,562
Deltic Timber Corp.	140,273	8,554
* RTI International Metals Inc.	374,485	8,475
Schnitzer Steel Industries Inc.	300,632	8,424
* AK Steel Holding Corp.	1,364,721	8,011
Haynes International Inc.	155,577	7,925
* KapStone Paper and Packaging Corp.	485,936	7,702
Innospec Inc.	257,908	7,637
* OM Group Inc.	398,597	7,573
A Schulman Inc.	375,715	7,458
McEwen Mining Inc.	2,470,740	7,437
LSB Industries Inc.	239,488	7,403
Quaker Chemical Corp.	159,080	7,351
American Vanguard Corp.	271,427	7,217
TPC Group Inc.	165,877	6,129
Horsehead Holding Corp.	588,087	5,857
Myers Industries Inc.	336,963	5,782
Wausau Paper Corp.	564,046	5,488
Materion Corp.	237,283	5,465
Neenah Paper Inc.	203,625	5,435
Flotek Industries Inc.	581,719	5,433
Century Aluminum Co.	724,063	5,307
Ferro Corp.	1,013,536	4,865
* Omnova Solutions Inc.	608,115	4,585
Hawkins Inc.	118,137	4,510
* Kronos Worldwide Inc.	283,241	4,472
Tredegar Corp.	284,128	4,137
Headwaters Inc.	750,343	3,864
Zep Inc.	270,233	3,710
Paramount Gold and Silver Corp.	1,428,052	3,427
Universal Stainless & Alloy	82,574	3,394
* Zoltek Cos. Inc.	372,404	3,363
Noranda Aluminum Holding Corp.	411,718	3,277
Mercer International Inc.	572,779	3,271
AEP Industries Inc.	69,911	3,045
General Moly Inc.	863,505	2,711
Landec Corp.	294,469	2,521
ADA-ES Inc.	98,036	2,487
Metals USA Holdings Corp.	154,554	2,459
Olympic Steel Inc.	137,084	2,251
AM Castle & Co.	204,817	2,175
Spartech Corp.	404,752	2,093
Golden Minerals Co.	388,888	1,754
KMG Chemicals Inc.	87,595	1,689
Midway Gold Corp.	1,060,663	1,474
Arabian American Development Co.	148,357	1,438
United States Lime & Minerals Inc.	30,170	1,408
* American Pacific Corp.	127,766	1,347
Chase Corp.	87,854	1,160
Senomyx Inc.	475,555	1,118
Penford Corp.	116,249	1,040
Solitario Exploration & Royalty Corp.	368,557	486
Handy & Harman Ltd.	31,246	421
Verso Paper Corp.	183,061	216
Clean Diesel Technologies Inc.	41,929	83
* Continental Materials Corp.	3,495	46
		7,378,491
Telecommunication Services (2.9%)		
AT&T Inc.	75,134,203	2,679,286
Verizon Communications Inc.	35,932,112	1,596,823
CenturyLink Inc.	7,849,218	309,966
* Crown Castle International Corp.	3,604,175	211,421
* Sprint Nextel Corp.	37,977,719	123,807

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
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		Shares	Market Value (\$000)
* SBA Communications Corp. Class A		1,464,408	83,544
Windstream Corp.		7,403,109	71,514
* tw telecom inc Class A		1,900,280	48,761
Frontier Communications Corp.		12,606,454	48,283
Level 3 Communications Inc.		1,905,803	42,213
Telephone & Data Systems Inc.		1,216,909	25,908
AboveNet Inc.		281,772	23,669
* MetroPCS Communications Inc.		3,869,908	23,413
NII Holdings Inc.		2,160,876	22,106
* Cogent Communications Group Inc.		549,647	10,581
Cincinnati Bell Inc.		2,388,403	8,885
United States Cellular Corp.		173,736	6,710
Iridium Communications Inc.		638,182	5,718
Premiere Global Services Inc.		642,138	5,387
* Neutral Tandem Inc.		390,727	5,150
Consolidated Communications Holdings Inc.		345,853	5,119
Clearwire Corp. Class A		4,429,076	4,960
Leap Wireless International Inc.		767,242	4,933
Atlantic Tele-Network Inc.		127,456	4,299
Vonage Holdings Corp.		2,082,959	4,187
NTELOS Holdings Corp.		216,276	4,077
Shenandoah Telecommunications Co.		271,992	3,702
8x8 Inc.		865,302	3,634
USA Mobility Inc.		274,647	3,532
SureWest Communications		156,440	3,296
HickoryTech Corp.		289,112	3,212
* General Communication Inc. Class A		385,747	3,205
* Cbeyond Inc.		383,611	2,597
Towerstream Corp.		559,651	2,322
Lumos Networks Corp.		216,164	2,043
Primus Telecommunications Group Inc.		127,729	1,989
IDT Corp. Class B		189,546	1,859
* Boingo Wireless Inc.		155,222	1,804
ORBCOMM Inc.		399,560	1,303
Warwick Valley Telephone Co.		91,123	1,201
Alaska Communications Systems Group Inc.		514,860	1,081
inContact Inc.		146,861	736
Globalstar Inc.		1,503,062	481
* Elephant Talk Communications Inc.		156,895	264
		5,418,981	
Utilities (3.7%)			
Southern Co.		10,922,157	505,696
Exelon Corp.		10,788,650	405,869
Duke Energy Corp.		16,926,152	390,317
Dominion Resources Inc.		7,224,048	390,099
NextEra Energy Inc.		5,010,292	344,758
FirstEnergy Corp.		5,298,176	260,617
American Electric Power Co. Inc.		6,124,183	244,355
PG&E Corp.		5,230,061	236,765
Consolidated Edison Inc.		3,710,189	230,737
Progress Energy Inc.		3,739,566	225,010
Public Service Enterprise Group Inc.		6,409,559	208,311
PPL Corp.		7,336,635	204,032
Sempra Energy		2,886,107	198,795
Edison International		3,919,455	181,079
Xcel Energy Inc.		6,168,652	175,251
Northeast Utilities		3,964,600	153,866
Entergy Corp.		2,236,689	151,849
DTE Energy Co.		2,144,985	127,262
Wisconsin Energy Corp.		2,918,422	115,482
CenterPoint Energy Inc.		5,126,297	105,961
ONEOK Inc.		2,502,950	105,900
AES Corp.		8,244,020	105,771
Ameren Corp.		3,063,868	102,762

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
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	Shares	Market Value (\$000)
NiSource Inc.	3,573,230	88,437
CMS Energy Corp.	3,256,387	76,525
American Water Works Co. Inc.	2,222,508	76,188
SCANA Corp.	1,568,398	75,032
Pinnacle West Capital Corp.	1,381,984	71,504
Calpine Corp.	3,971,082	65,563
OGE Energy Corp.	1,241,308	64,287
Alliant Energy Corp.	1,405,939	64,069
AGL Resources Inc.	1,480,640	57,375
Pepco Holdings Inc.	2,877,556	56,314
Integrys Energy Group Inc.	989,039	56,247
NV Energy Inc.	2,982,478	52,432
NRG Energy Inc.	2,919,991	50,691
MDU Resources Group Inc.	2,326,846	50,283
Westar Energy Inc.	1,593,449	47,724
Questar Corp.	2,254,580	47,030
TECO Energy Inc.	2,590,463	46,784
ITC Holdings Corp.	649,896	44,784
Aqua America Inc.	1,755,376	43,814
UGI Corp.	1,446,313	42,565
National Fuel Gas Co.	891,982	41,905
Atmos Energy Corp.	1,140,305	39,990
Great Plains Energy Inc.	1,717,082	36,763
Hawaiian Electric Industries Inc.	1,215,222	34,658
Cleco Corp.	768,777	32,158
Vectren Corp.	1,035,913	30,580
Piedmont Natural Gas Co. Inc.	916,340	29,497
IDACORP Inc.	631,287	26,564
WGL Holdings Inc.	651,256	25,887
Southwest Gas Corp.	582,719	25,436
Portland General Electric Co.	952,665	25,398
New Jersey Resources Corp.	525,106	22,900
UIL Holdings Corp.	638,365	22,892
PNM Resources Inc.	1,023,548	20,000
Avista Corp.	740,254	19,765
South Jersey Industries Inc.	382,413	19,492
UNS Energy Corp.	480,040	18,438
ALLETE Inc.	426,889	17,844
Black Hills Corp.	527,741	16,977
NorthWestern Corp.	458,760	16,836
GenOn Energy Inc.	9,643,663	16,491
Northwest Natural Gas Co.	338,906	16,132
El Paso Electric Co.	481,862	15,978
MGE Energy Inc.	288,373	13,640
CH Energy Group Inc.	177,882	11,685
Empire District Electric Co.	523,070	11,037
Laclede Group Inc.	265,817	10,582
American States Water Co.	234,783	9,293
Otter Tail Corp.	404,242	9,245
California Water Service Group	494,164	9,127
Chesapeake Utilities Corp.	125,428	5,484
Ormat Technologies Inc.	244,325	5,226
Middlesex Water Co.	236,771	4,499
Unutil Corp.	157,982	4,186
SJW Corp.	169,280	4,064
Connecticut Water Service Inc.	137,606	3,988
York Water Co.	153,356	2,743
Artesian Resources Corp. Class A	88,292	1,902
Delta Natural Gas Co. Inc.	74,169	1,612
Consolidated Water Co. Ltd.	179,323	1,487
Genie Energy Ltd. Class B	187,689	1,458
Cadiz Inc.	150,895	1,088
Dynegy Inc. Class A	1,194,633	699
Synthesis Energy Systems Inc.	268,632	328

Vanguard® Total Stock Market Index Fund
 Schedule of Investments
 June 30, 2012

		Shares	Market Value (\$000)
RGC Resources Inc.		16,970	303
* ¹ American DG Energy Inc.		128,662	292
* Pure Cycle Corp.		119,802	258
			7,034,999
Total Common Stocks (Cost \$163,196,068)			189,238,013
<hr/>			
Coupon			
Temporary Cash Investments (0.8%)¹			
Money Market Fund (0.8%)¹			
^{2,3} Vanguard Market Liquidity Fund	0.148%	1,396,280,684	1,396,281
<hr/>			
	Coupon	Maturity Date	Face Amount (\$000)
U.S. Government and Agency Obligations (0.0%)			
^{4,5} Fannie Mae Discount Notes	0.130%	8/22/12	1,500
^{4,5} Freddie Mac Discount Notes	0.150%	8/27/12	11,800
^{4,5} Freddie Mac Discount Notes	0.145%	9/17/12	5,000
⁵ United States Treasury Note/Bond	0.375%	8/31/12	40,000
			58,307
Total Temporary Cash Investments (Cost \$1,454,592)			1,454,588
Total Investments (100.2%) (Cost \$164,650,660)			190,692,601
Other Assets and Liabilities—Net (-0.2%)³			(359,929)
Net Assets (100%)			190,332,672

* Non-income-producing security.

¹ Part of security position is on loan to broker-dealers. The total value of securities on loan is \$394,155,000.

² The fund invests a portion of its cash reserves in equity markets through the use of index futures contracts. After giving effect to futures investments, the fund's effective common stock and temporary cash investment positions represent 100.0% and 0.2%, respectively, of net assets.

³ Affiliated money market fund available only to Vanguard funds and certain trusts and accounts managed by Vanguard. Rate shown is the 7-day yield.

⁴ Includes \$415,930,000 of collateral received for securities on loan.

⁵ The issuer was placed under federal conservatorship in September 2008; since that time, its daily operations have been managed by the Federal Housing Finance Agency and it receives capital from the U.S. Treasury in exchange for senior preferred stock.

REIT—Real Estate Investment Trust.

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Item 2:

Not Applicable.

Item 3:

Not Applicable.

Item 4: Principal Accountant Fees and Services.

Not Applicable.

Item 5: Audit Committee of Listed Registrants.

Not Applicable.

Item 6: Investments.

Not Applicable.

Item 7: Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not Applicable.

Item 8: Portfolio Managers of Closed-End Management Investment Companies.

Not Applicable.

Item 9: Purchase of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

Not Applicable.

Item 10: Submission of Matters to a Vote of Security Holders.

Not Applicable.

Item 11: Controls and Procedures.

(a) Disclosure Controls and Procedures. The Principal Executive and Financial Officers concluded that the Registrant's Disclosure Controls and Procedures are effective based on their evaluation of the Disclosure Controls and Procedures as of a date within 90 days of the filing date of this report.

(b) Internal Control Over Financial Reporting. There were no significant changes in Registrant's Internal Control Over Financial Reporting or in other factors that could significantly affect this control subsequent to the date of the evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Item 12: Exhibits.

(a) Certifications.

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VANGUARD INDEX FUNDS

By: /s/ F. WILLIAM MCNABB III*
F. WILLIAM MCNABB III
CHIEF EXECUTIVE OFFICER

Date: August 21, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

VANGUARD INDEX FUNDS

By: /s/ F. WILLIAM MCNABB III*
F. WILLIAM MCNABB III
CHIEF EXECUTIVE OFFICER

Date: August 21, 2012

VANGUARD INDEX FUNDS

By: /s/ THOMAS J. HIGGINS*
THOMAS J. HIGGINS
CHIEF FINANCIAL OFFICER

Date: August 21, 2012

* By: /s/ Heidi Stam

Heidi Stam, pursuant to a Power of Attorney filed on March 27, 2012 see file Number 2-11444, Incorporated by Reference.

CERTIFICATIONS

I, F. William McNabb III, certify that:

1. I have reviewed this report on Form N-CSR of Vanguard Index Funds;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2012

/s/ F. William McNabb III

F. William McNabb III
Chief Executive Officer

CERTIFICATIONS

I, Thomas J. Higgins, certify that:

1. I have reviewed this report on Form N-CSR of Vanguard Index Funds;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2012

/s/ Thomas J Higgins
Thomas J. Higgins
Chief Financial Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Name of Issuer: **Vanguard Index Funds**

In connection with the Report on Form N-CSR of the above-named issuer that is accompanied by this certification, the undersigned hereby certifies, to his knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: August 21, 2012

/s/ F. William McNabb III

F. William McNabb III
Chief Executive Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Name of Issuer: **Vanguard Index Funds**

In connection with the Report on Form N-CSR of the above-named issuer that is accompanied by this certification, the undersigned hereby certifies, to his knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: August 21, 2012

/s/ Thomas J Higgins

Thomas J. Higgins
Chief Financial Officer

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