

# **Fidelity® Variable Insurance Products: Growth Portfolio**



**Semiannual Report**  
**June 30, 2010**



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To view a fund's proxy voting guidelines and proxy voting record for the 12-month period ended June 30, visit <http://www.fidelity.com/proxyvotingresults> or visit the Securities and Exchange Commission's (SEC) web site at <http://www.sec.gov>. You may also call 1-877-208-0098 to request a free copy of the proxy voting guidelines.

Fidelity Variable Insurance Products are separate account options which are purchased through a variable insurance contract.

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*This report and the financial statements contained herein are submitted for the general information of the shareholders of the fund. This report is not authorized for distribution to prospective investors in the fund unless preceded or accompanied by an effective prospectus.*

*A fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. Forms N-Q are available on the SEC's web site at <http://www.sec.gov>. A fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information regarding the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330. For a complete list of a fund's portfolio holdings, view the most recent holdings listing, semiannual report, or annual report on Fidelity's web site at <http://www.fidelity.com> or <http://www.advisor.fidelity.com>, as applicable.*

**NOT FDIC INSURED • MAY LOSE VALUE • NO BANK GUARANTEE**

*Neither the fund nor Fidelity Distributors Corporation is a bank.*

# Shareholder Expense Example

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs, including redemption fees, and (2) ongoing costs, including management fees, distribution and/or service (12b-1) fees and other Fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period (January 1, 2010 to June 30, 2010).

## Actual Expenses

The first line of the accompanying table for each class of the Fund provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000.00 (for example, an \$8,600 account value divided by \$1,000.00 = 8.6), then multiply the result by the number in the first line for a class of the Fund under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower. In addition, the Fund, as a shareholder in the underlying Fidelity Central Funds, will indirectly bear its pro-rata share of the fees and expenses incurred by the underlying Fidelity Central Funds. These fees and expenses are not included in the Fund's annualized expense ratio used to calculate the expense estimate in the table below.

## Hypothetical Example for Comparison Purposes

The second line of the accompanying table for each class of the Fund provides information about hypothetical account values and hypothetical expenses based on a Class' actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Class' actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower. In addition, the Fund, as a shareholder in the underlying Fidelity Central Funds, will indirectly bear its pro-rata share of the fees and expenses incurred by the underlying Fidelity Central Funds. These fees and expenses are not included in the Fund's annualized expense ratio used to calculate the expense estimate in the table below.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transaction costs. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Annualized Expense Ratio	Beginning Account Value January 1, 2010	Ending Account Value June 30, 2010	Expenses Paid During Period* January 1, 2010 to June 30, 2010
<b>Initial Class</b>	.67%			
Actual		\$ 1,000.00	\$ 950.20	\$ 3.24
Hypothetical <sup>A</sup>		\$ 1,000.00	\$ 1,021.47	\$ 3.36
<b>Service Class</b>	.77%			
Actual		\$ 1,000.00	\$ 950.10	\$ 3.72
Hypothetical <sup>A</sup>		\$ 1,000.00	\$ 1,020.98	\$ 3.86
<b>Service Class 2</b>	.92%			
Actual		\$ 1,000.00	\$ 949.10	\$ 4.45
Hypothetical <sup>A</sup>		\$ 1,000.00	\$ 1,020.23	\$ 4.61
<b>Service Class 2R</b>	.92%			
Actual		\$ 1,000.00	\$ 949.00	\$ 4.45
Hypothetical <sup>A</sup>		\$ 1,000.00	\$ 1,020.23	\$ 4.61
<b>Investor Class</b>	.76%			
Actual		\$ 1,000.00	\$ 950.10	\$ 3.67
Hypothetical <sup>A</sup>		\$ 1,000.00	\$ 1,021.03	\$ 3.81

<sup>A</sup> 5% return per year before expenses

\* Expenses are equal to each Class' annualized expense ratio, multiplied by the average account value over the period, multiplied by 181/365 (to reflect the one-half year period).

# Investment Changes (Unaudited)

## Top Ten Stocks as of June 30, 2010

	% of fund's net assets	% of fund's net assets 6 months ago
Apple, Inc.	5.9	4.0
Cisco Systems, Inc.	5.0	4.8
QUALCOMM, Inc.	3.1	3.5
United Technologies Corp.	2.6	2.0
Procter & Gamble Co.	2.6	1.0
Juniper Networks, Inc.	2.5	1.4
Google, Inc. Class A	2.3	4.5
Medco Health Solutions, Inc.	2.1	2.4
Agilent Technologies, Inc.	1.9	2.1
Express Scripts, Inc.	1.6	1.3
	<u>29.6</u>	

## Top Five Market Sectors as of June 30, 2010

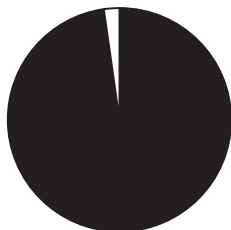
	% of fund's net assets	% of fund's net assets 6 months ago
Information Technology	34.0	37.4
Health Care	15.7	12.6
Consumer Discretionary	15.3	13.2
Industrials	12.7	9.7
Consumer Staples	8.4	7.6

## Asset Allocation (% of fund's net assets)

As of June 30, 2010 \*

■ Stocks	97.8%
□ Short-Term Investments and Net Other Assets	2.2%

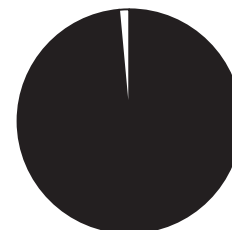
\* Foreign investments 9.7%



As of December 31, 2009 \*\*

■ Stocks	98.5%
□ Short-Term Investments and Net Other Assets	1.5%

\*\* Foreign investments 12.9%



# Investments June 30, 2010 (Unaudited)

Showing Percentage of Net Assets

## Common Stocks — 97.8%

	Shares	Value
<b>CONSUMER DISCRETIONARY — 15.3%</b>		
<b>Auto Components — 0.2%</b>		
Gentex Corp. ....	405,800	\$ 7,296,284
<b>Automobiles — 0.9%</b>		
Harley-Davidson, Inc. ....	1,341,421	29,819,789
<b>Diversified Consumer Services — 1.8%</b>		
Navitas Ltd. ....	2,440,338	9,471,199
Strayer Education, Inc. (c) ....	184,469	38,349,260
Universal Technical Institute, Inc. ....	421,355	9,960,832
		<u>57,781,291</u>
<b>Hotels, Restaurants &amp; Leisure — 3.3%</b>		
Chipotle Mexican Grill, Inc. (a) ....	13,893	1,900,701
Denny's Corp. (a) ....	1,076,027	2,797,670
Home Inns & Hotels Management, Inc. sponsored ADR (a) ....	122,172	4,769,595
Marriott International, Inc. Class A ...	213,213	6,383,597
McDonald's Corp. ....	572,800	37,730,336
Starbucks Corp. ....	1,322,073	32,126,374
Starwood Hotels & Resorts Worldwide, Inc. ....	279,900	11,596,257
The Cheesecake Factory, Inc. (a) ....	412,925	9,191,711
		<u>106,496,241</u>
<b>Household Durables — 0.4%</b>		
Mohawk Industries, Inc. (a) ....	272,299	12,460,402
<b>Internet &amp; Catalog Retail — 1.2%</b>		
Amazon.com, Inc. (a) ....	353,069	38,576,319
<b>Media — 1.4%</b>		
DIRECTV (a) ....	405,000	13,737,600
Discovery Communications, Inc. Class C (a) ....	339,191	10,491,178
Interpublic Group of Companies, Inc. (a) ....	1,581,443	11,275,689
McGraw-Hill Companies, Inc. ....	402,710	11,332,259
		<u>46,836,726</u>
<b>Multiline Retail — 1.3%</b>		
Dollarama, Inc. ....	718,740	16,710,173
Dollarama, Inc. (d) ....	128,200	2,980,555
Target Corp. ....	436,024	21,439,300
		<u>41,130,028</u>
<b>Specialty Retail — 3.0%</b>		
Lowe's Companies, Inc. ....	1,075,491	21,961,526
Ross Stores, Inc. ....	303,509	16,173,995
TJX Companies, Inc. ....	554,895	23,277,845
Urban Outfitters, Inc. (a) ....	566,298	19,474,988
Vitamin Shoppe, Inc. ....	675,100	17,316,315
		<u>98,204,669</u>
<b>Textiles, Apparel &amp; Luxury Goods — 1.8%</b>		
Coach, Inc. ....	498,100	18,205,555

	Shares	Value
lululemon athletica, Inc. (a) ....	666,600	\$ 24,810,852
Polo Ralph Lauren Corp. Class A ....	207,900	15,168,384
		<u>58,184,791</u>
TOTAL CONSUMER DISCRETIONARY .....		<u>496,786,540</u>
<b>CONSUMER STAPLES — 8.4%</b>		
<b>Beverages — 0.7%</b>		
The Coca-Cola Co. ....	447,541	22,430,755
<b>Food &amp; Staples Retailing — 2.1%</b>		
Costco Wholesale Corp. ....	69,600	3,816,168
Walgreen Co. ....	1,045,369	27,911,352
Whole Foods Market, Inc. (a) ....	998,000	35,947,960
		<u>67,675,480</u>
<b>Food Products — 0.9%</b>		
Diamond Foods, Inc. ....	432,549	17,777,764
Mead Johnson Nutrition Co. Class A ..	224,969	11,275,446
		<u>29,053,210</u>
<b>Household Products — 3.8%</b>		
Colgate-Palmolive Co. ....	510,049	40,171,459
Procter & Gamble Co. ....	1,391,236	83,446,335
		<u>123,617,794</u>
<b>Personal Products — 0.9%</b>		
Estee Lauder Companies, Inc. Class A .	205,076	11,428,885
Herbalife Ltd. ....	377,907	17,402,617
		<u>28,831,502</u>
TOTAL CONSUMER STAPLES .....		<u>271,608,741</u>
<b>ENERGY — 2.3%</b>		
<b>Energy Equipment &amp; Services — 0.9%</b>		
Schlumberger Ltd. ....	541,233	29,951,834
<b>Oil, Gas &amp; Consumable Fuels — 1.4%</b>		
Denbury Resources, Inc. (a) ....	1,458,101	21,346,599
Southwestern Energy Co. (a) ....	411,474	15,899,355
Whiting Petroleum Corp. (a) ....	98,800	7,747,896
		<u>44,993,850</u>
TOTAL ENERGY .....		<u>74,945,684</u>
<b>FINANCIALS — 5.6%</b>		
<b>Capital Markets — 0.8%</b>		
BlackRock, Inc. Class A ....	72,709	10,426,471
Charles Schwab Corp. ....	855,448	12,130,253
Goldman Sachs Group, Inc. ....	25,158	3,302,491
JMP Group, Inc. ....	127,100	786,749
		<u>26,645,964</u>
<b>Commercial Banks — 2.1%</b>		
M&T Bank Corp. (c) ....	88,785	7,542,286
PNC Financial Services Group, Inc. ..	399,089	22,548,529
Wells Fargo & Co. ....	1,445,227	36,997,811
		<u>67,088,626</u>

See accompanying notes which are an integral part of the financial statements.

## Investments (Unaudited) – continued

### Common Stocks – continued

	Shares	Value
<b>FINANCIALS – continued</b>		
<b>Consumer Finance – 1.2%</b>		
American Express Co. ....	1,027,200	\$ 40,779,840
<b>Diversified Financial Services – 0.9%</b>		
CME Group, Inc. ....	40,707	11,461,056
JPMorgan Chase & Co. ....	454,198	16,628,189
		<u>28,089,245</u>
<b>Insurance – 0.4%</b>		
AFLAC, Inc. ....	321,900	13,735,473
<b>Real Estate Management &amp; Development – 0.2%</b>		
CB Richard Ellis Group, Inc. Class A (a) ....	436,297	5,938,002
TOTAL FINANCIALS .....		<u>182,277,150</u>
<b>HEALTH CARE – 15.7%</b>		
<b>Biotechnology – 2.5%</b>		
Alexion Pharmaceuticals, Inc. (a) ....	176,642	9,042,304
Celgene Corp. (a) ....	99,335	5,048,205
Clinical Data, Inc. (a) ....	707,221	8,797,829
Human Genome Sciences, Inc. (a) ....	396,700	8,989,222
Incyte Corp. (a) ....	734,200	8,127,594
United Therapeutics Corp. (a) ....	806,660	39,373,075
		<u>79,378,229</u>
<b>Health Care Equipment &amp; Supplies – 2.0%</b>		
AGA Medical Holdings, Inc. ....	801,896	10,176,060
C. R. Bard, Inc. ....	36,000	2,791,080
Conceptus, Inc. (a)(c) ....	392,266	6,111,504
Covidien PLC ....	128,396	5,158,951
DENTSPLY International, Inc. ....	61,814	1,848,857
Edwards Lifesciences Corp. (a) ....	269,112	15,075,654
NuVasive, Inc. (a)(c) ....	522,251	18,519,020
Sonova Holding AG Class B ....	51,697	6,344,132
		<u>66,025,258</u>
<b>Health Care Providers &amp; Services – 4.9%</b>		
Emergency Medical Services Corp. Class A (a) ....	208,400	10,217,852
Express Scripts, Inc. (a) ....	1,138,010	53,509,230
Henry Schein, Inc. (a) ....	99,019	5,436,143
Medco Health Solutions, Inc. (a) ....	1,224,306	67,434,774
VCA Antech, Inc. (a) ....	914,488	22,642,723
		<u>159,240,722</u>
<b>Life Sciences Tools &amp; Services – 2.5%</b>		
Illumina, Inc. (a) ....	692,449	30,142,305
Life Technologies Corp. (a) ....	518,390	24,493,928
QIAGEN NV (a) ....	605,130	11,630,599
Thermo Fisher Scientific, Inc. (a) ....	281,400	13,802,670
		<u>80,069,502</u>
<b>Pharmaceuticals – 3.8%</b>		
Allergan, Inc. ....	180,200	10,498,452
Biovail Corp. ....	1,048,700	20,204,628
Novo Nordisk AS Series B ....	512,963	41,440,628

	Shares	Value
Perrigo Co. ....	288,400	\$ 17,035,788
Teva Pharmaceutical Industries Ltd. sponsored ADR ....	480,600	24,986,394
Valeant Pharmaceuticals International (a) ....	172,200	9,004,338
		<u>123,170,228</u>
TOTAL HEALTH CARE .....		<u>507,883,939</u>
<b>INDUSTRIALS – 12.7%</b>		
<b>Aerospace &amp; Defense – 5.5%</b>		
Esterline Technologies Corp. (a) ....	283,674	13,460,331
Goodrich Corp. ....	404,979	26,829,859
Honeywell International, Inc. ....	745,307	29,089,332
Precision Castparts Corp. ....	216,000	22,230,720
TransDigm Group, Inc. ....	67,298	3,434,217
United Technologies Corp. ....	1,290,900	83,792,319
		<u>178,836,778</u>
<b>Air Freight &amp; Logistics – 0.6%</b>		
C.H. Robinson Worldwide, Inc. ....	324,900	18,083,934
<b>Airlines – 0.4%</b>		
Southwest Airlines Co. ....	1,176,908	13,075,448
<b>Building Products – 0.3%</b>		
Lennox International, Inc. ....	209,322	8,701,516
<b>Commercial Services &amp; Supplies – 0.9%</b>		
Higher One Holdings, Inc. ....	490,600	7,113,700
Republic Services, Inc. ....	505,000	15,013,650
Steelcase, Inc. Class A ....	431,402	3,343,366
Waste Connections, Inc. (a) ....	142,300	4,964,847
		<u>30,435,563</u>
<b>Construction &amp; Engineering – 0.1%</b>		
Fluor Corp. ....	75,600	3,213,000
<b>Electrical Equipment – 0.8%</b>		
Acuity Brands, Inc. ....	217,600	7,916,288
AMETEK, Inc. ....	406,800	16,333,020
Crompton Greaves Ltd. ....	576,754	3,185,525
		<u>27,434,833</u>
<b>Industrial Conglomerates – 0.7%</b>		
3M Co. ....	302,892	23,925,439
<b>Machinery – 2.2%</b>		
Cummins, Inc. ....	347,234	22,615,350
Danaher Corp. ....	483,168	17,935,196
Gardner Denver, Inc. ....	150,725	6,720,828
Ingersoll-Rand Co. Ltd. ....	215,347	7,427,318
PACCAR, Inc. ....	250,300	9,979,461
Weg SA ....	735,600	6,815,222
		<u>71,493,375</u>
<b>Professional Services – 0.8%</b>		
51job, Inc. sponsored ADR (a) ....	97,726	2,033,678
CoStar Group, Inc. (a)(c) ....	43,900	1,703,320
Equifax, Inc. ....	59,900	1,680,794

See accompanying notes which are an integral part of the financial statements.

## Common Stocks – continued

	Shares	Value
<b>INDUSTRIALS – continued</b>		
<b>Professional Services – continued</b>		
IHS, Inc. Class A (a) .....	60,702	\$ 3,546,211
Robert Half International, Inc. ....	662,050	15,591,278
		<u>24,555,281</u>
<b>Road &amp; Rail – 0.4%</b>		
Union Pacific Corp. ....	201,132	13,980,685
TOTAL INDUSTRIALS .....		<u>413,735,852</u>
<b>INFORMATION TECHNOLOGY – 34.0%</b>		
<b>Communications Equipment – 11.9%</b>		
Cisco Systems, Inc. (a) .....	7,546,537	160,816,703
DG FastChannel, Inc. (a) .....	109,045	3,552,686
Juniper Networks, Inc. (a) .....	3,562,138	81,287,989
Polycom, Inc. (a) .....	540,519	16,102,061
QUALCOMM, Inc. ....	3,097,803	101,731,851
Riverbed Technology, Inc. (a) .....	778,281	21,496,121
		<u>384,987,411</u>
<b>Computers &amp; Peripherals – 6.9%</b>		
Apple, Inc. (a) .....	757,412	190,511,840
EMC Corp. (a) .....	208,885	3,822,596
NetApp, Inc. (a) .....	792,600	29,571,906
		<u>223,906,342</u>
<b>Electronic Equipment &amp; Components – 2.5%</b>		
Agilent Technologies, Inc. (a) .....	2,168,146	61,640,391
Corning, Inc. ....	787,612	12,719,934
IPG Photonics Corp. (a) .....	280,198	4,267,416
Keyence Corp. ....	15,800	3,654,250
		<u>82,281,991</u>
<b>Internet Software &amp; Services – 5.5%</b>		
Baidu.com, Inc. sponsored ADR (a) ..	417,575	28,428,506
eBay, Inc. (a) .....	982,251	19,261,942
Google, Inc. Class A (a) .....	170,793	75,994,345
The Knot, Inc. (a) .....	363,317	2,826,606
VeriSign, Inc. (a) .....	829,618	22,026,358
WebMD Health Corp. (a) .....	647,450	30,061,104
		<u>178,598,861</u>
<b>IT Services – 2.6%</b>		
Accenture PLC Class A .....	187,435	7,244,363
Cognizant Technology Solutions Corp. Class A (a) .....	536,200	26,842,172
MasterCard, Inc. Class A .....	86,414	17,242,185
Visa, Inc. Class A .....	457,593	32,374,705
		<u>83,703,425</u>

	Shares	Value
<b>Semiconductors &amp; Semiconductor Equipment – 1.5%</b>		
Applied Micro Circuits Corp. (a) .....	512,406	\$ 5,370,015
ARM Holdings PLC .....	806,300	3,336,178
Avago Technologies Ltd. ....	612,600	12,901,356
Monolithic Power Systems, Inc. (a) ....	1,034,529	18,476,688
PMC-Sierra, Inc. (a) .....	234,400	1,762,688
Power Integrations, Inc. ....	51,201	1,648,416
Rubicon Technology, Inc. (a) .....	195,634	5,827,937
		<u>49,323,278</u>
<b>Software – 3.1%</b>		
Advent Software, Inc. (a)(c) .....	9,710	455,982
Citrix Systems, Inc. (a) .....	714,984	30,193,774
Concur Technologies, Inc. (a) .....	39,505	1,686,073
Informatica Corp. (a) .....	152,600	3,644,088
Kingdee International Software Group Co. Ltd. ....	4,414,000	1,663,047
Oracle Corp. ....	722,431	15,503,369
Red Hat, Inc. (a) .....	204,900	5,929,806
Salesforce.com, Inc. (a) .....	141,579	12,150,310
Solera Holdings, Inc. ....	96,320	3,486,784
VanceInfo Technologies, Inc. ADR (a) ..	302,915	7,051,861
VMware, Inc. Class A (a) .....	288,200	18,038,438
		<u>99,803,532</u>
TOTAL INFORMATION TECHNOLOGY .....		<u>1,102,604,840</u>
<b>MATERIALS – 2.7%</b>		
<b>Chemicals – 1.6%</b>		
Air Products & Chemicals, Inc. ....	462,200	29,955,182
Ecolab, Inc. ....	149,600	6,718,536
Sherwin-Williams Co. ....	140,298	9,707,219
The Mosaic Co. ....	115,300	4,494,394
		<u>50,875,331</u>
<b>Metals &amp; Mining – 1.1%</b>		
Compass Minerals International, Inc. .	81,793	5,748,412
Consolidated Thompson Iron Mines Ltd. (a) .....	2,918,100	19,900,809
Newmont Mining Corp. ....	172,700	10,662,498
		<u>36,311,719</u>
TOTAL MATERIALS .....		<u>87,187,050</u>
<b>TELECOMMUNICATION SERVICES – 1.1%</b>		
<b>Wireless Telecommunication Services – 1.1%</b>		
Syniverse Holdings, Inc. (a) .....	534,197	10,924,329
Vivo Participacoes SA sponsored ADR	989,700	25,653,024
		<u>36,577,353</u>
<b>TOTAL COMMON STOCKS</b>		
(Cost \$3,106,581,967) .....		<u><b>3,173,607,149</b></u>

See accompanying notes which are an integral part of the financial statements.

## Investments (Unaudited) – continued

<b>Money Market Funds – 2.6%</b>		
	Shares	Value
Fidelity Cash Central Fund, 0.20% (e)	44,742,294	\$ 44,742,294
Fidelity Securities Lending Cash Central Fund, 0.24% (b)(e)	40,308,823	40,308,823
<b>TOTAL MONEY MARKET FUNDS</b> (Cost \$85,051,117)		<b>85,051,117</b>
<b>TOTAL INVESTMENT PORTFOLIO – 100.4%</b> (Cost \$3,191,633,084)		<b>3,258,658,266</b>
<b>NET OTHER ASSETS (LIABILITIES) – (0.4)%</b>		<b>(12,545,143)</b>
<b>NET ASSETS – 100%</b>		<b>\$3,246,113,123</b>

## Legend

- (a) Non-income producing
- (b) Investment made with cash collateral received from securities on loan.
- (c) Security or a portion of the security is on loan at period end.
- (d) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At the end of the period, the value of these securities amounted to \$2,980,555 or 0.1% of net assets.
- (e) Affiliated fund that is available only to investment companies and other accounts managed by Fidelity Investments. The rate quoted is the annualized seven-day yield of the fund at period end. A complete unaudited listing of the fund's holdings as of its most recent quarter end is available upon request.

## Affiliated Central Funds

Information regarding fiscal year to date income earned by the Fund from investments in Fidelity Central Funds is as follows:

Fund	Income earned
Fidelity Cash Central Fund	\$ 64,687
Fidelity Securities Lending Cash Central Fund	296,413
Total	<u>\$ 361,100</u>

## Other Information

The following is a summary of the inputs used, as of June 30, 2010, involving the Fund's assets and liabilities carried at value. The inputs or methodology used for valuing securities may not be an indication of the risk associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below, please refer to the Security Valuation section in the accompanying Notes to Financial Statements.

Description	Valuation Inputs at Reporting Date:			
	Total	Level 1	Level 2	Level 3
<b>Investments in Securities:</b>				
<b>Equities:</b>				
Consumer Discretionary	\$ 496,786,540	\$ 487,315,341	\$ 9,471,199	\$ —
Consumer Staples	271,608,741	271,608,741	—	—
Energy	74,945,684	74,945,684	—	—
Financials	182,277,150	182,277,150	—	—
Health Care	507,883,939	460,099,179	47,784,760	—
Industrials	413,735,852	410,550,327	3,185,525	—
Information Technology	1,102,604,840	1,093,951,365	8,653,475	—
Materials	87,187,050	87,187,050	—	—
Telecommunication Services	36,577,353	36,577,353	—	—
Money Market Funds	85,051,117	85,051,117	—	—
<b>Total Investments in Securities:</b>	<u>\$3,258,658,266</u>	<u>\$3,189,563,307</u>	<u>\$ 69,094,959</u>	<u>\$ —</u>

## Income Tax Information

At December 31, 2009, the Fund had a capital loss carryforward of approximately \$1,959,160,108 of which \$351,276,710, \$44,707,854, \$1,104,811,876 and \$458,363,668 will expire on December 31, 2010, 2011, 2016 and 2017, respectively. Capital loss carryforwards are only available to offset future capital gains of the Fund to the extent provided by regulations and may be limited.

See accompanying notes which are an integral part of the financial statements.

# Financial Statements

## Statement of Assets and Liabilities

June 30, 2010 (Unaudited)

### Assets

Investment in securities, at value (including securities loaned of \$38,728,784) — See accompany- ing schedule:		
Unaffiliated issuers (cost \$3,106,581,967) .....	\$3,173,607,149	
Fidelity Central Funds (cost \$85,051,117) .....	<u>85,051,117</u>	
Total Investments (cost \$3,191,633,084) .....		\$3,258,658,266
Cash .....		273,456
Foreign currency held at value (cost \$3) .....		3
Receivable for investments sold .....		56,453,282
Receivable for fund shares sold .....		558,248
Dividends receivable .....		1,362,589
Distributions receivable from Fidelity Central Funds .....		82,558
Other receivables .....		<u>215,605</u>
<b>Total assets</b> .....		<u>3,317,604,007</u>

### Liabilities

Payable for investments purchased . \$	26,408,784	
Payable for fund shares redeemed ..	2,402,028	
Accrued management fee .....	1,611,272	
Distribution fees payable .....	135,929	
Other affiliated payables .....	281,625	
Other payables and accrued expenses .....	342,423	
Collateral on securities loaned, at value .....	<u>40,308,823</u>	
<b>Total liabilities</b> .....		<u>71,490,884</u>

<b>Net Assets</b> .....		<u>\$3,246,113,123</u>
Net Assets consist of:		
Paid in capital .....		\$4,933,915,811
Undistributed net investment income		1,537,558
Accumulated undistributed net real- ized gain (loss) on investments and foreign currency transactions .....		(1,756,354,491)
Net unrealized appreciation (depreciation) on investments and assets and liabilities in foreign currencies .....		<u>67,014,245</u>
<b>Net Assets</b> .....		<u>\$3,246,113,123</u>

## Statement of Assets and Liabilities – continued

June 30, 2010 (Unaudited)

### Initial Class:

<b>Net Asset Value</b> , offering price and redemption price per share (\$2,321,664,802 ÷ 81,406,259 shares) .....	<u>\$ 28.52</u>
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### Service Class:

<b>Net Asset Value</b> , offering price and redemption price per share (\$370,906,199 ÷ 13,043,594 shares) .....	<u>\$ 28.44</u>
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### Service Class 2:

<b>Net Asset Value</b> , offering price and redemption price per share (\$462,227,777 ÷ 16,383,161 shares) .....	<u>\$ 28.21</u>
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### Service Class 2R:

<b>Net Asset Value</b> , offering price and redemption price per share (\$3,213,862 ÷ 114,110 shares) .	<u>\$ 28.16</u>
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### Investor Class:

<b>Net Asset Value</b> , offering price and redemption price per share (\$88,100,483 ÷ 3,097,175 shares) .....	<u>\$ 28.45</u>
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See accompanying notes which are an integral part of the financial statements.

## Financial Statements – continued

### Statement of Operations

Six months ended June 30, 2010 (Unaudited)

<b>Investment Income</b>		
Dividends .....		\$ 13,945,915
Interest .....		82
Income from Fidelity Central Funds .....		361,100
<b>Total income</b> .....		<u>14,307,097</u>
<b>Expenses</b>		
Management fee .....	\$ 10,137,026	
Transfer agent fees .....	1,287,529	
Distribution fees .....	861,208	
Accounting and security lending fees .....	525,115	
Custodian fees and expenses .....	56,435	
Independent trustees' compensation .....	10,803	
Appreciation in deferred trustee compensation account .....	54	
Audit .....	33,843	
Legal .....	6,833	
Miscellaneous .....	165,606	
Total expenses before reductions .....	13,084,452	
Expense reductions .....	(95,727)	12,988,725
<b>Net investment income (loss)</b> .....		<u>1,318,372</u>
<b>Realized and Unrealized Gain (Loss)</b>		
Net realized gain (loss) on:		
Investment securities:		
Unaffiliated issuers .....	233,648,174	
Foreign currency transactions .....	(219,269)	233,428,905
Total net realized gain (loss) .....		
Change in net unrealized appreciation (depreciation) on:		
Investment securities .....	(400,487,151)	
Assets and liabilities in foreign currencies .....	(8,737)	
Total change in net unrealized appreciation (depreciation) .....		(400,495,888)
<b>Net gain (loss)</b> .....		<u>(167,066,983)</u>
<b>Net increase (decrease) in net assets resulting from operations</b> .....		<u>\$ (165,748,611)</u>

### Statement of Changes in Net Assets

	Six months ended June 30, 2010 (Unaudited)	Year ended December 31, 2009
<b>Increase (Decrease) in Net Assets</b>		
Operations		
Net investment income (loss) .....	\$ 1,318,372	\$ 11,842,787
Net realized gain (loss) .....	233,428,905	(453,010,967)
Change in net unrealized appreciation (depreciation) .....	(400,495,888)	1,274,194,307
<b>Net increase (decrease) in net assets resulting from operations</b> .....	<u>(165,748,611)</u>	<u>833,026,127</u>
Distributions to shareholders from net investment income .....	—	(12,825,130)
Distributions to shareholders from net realized gain .....	(3,011,926)	(2,861,216)
<b>Total distributions</b> .....	<u>(3,011,926)</u>	<u>(15,686,346)</u>
Share transactions – net increase (decrease) .....	(254,511,066)	(425,627,981)
Redemption fees .....	1,231	1,078
<b>Total increase (decrease) in net assets</b> .....	<u>(423,270,372)</u>	<u>391,712,878</u>
<b>Net Assets</b>		
Beginning of period .....	<u>3,669,383,495</u>	<u>3,277,670,617</u>
End of period (including undistributed net investment income of \$1,537,558 and undistributed net investment income of \$219,186, respectively) .....	<u>\$3,246,113,123</u>	<u>\$3,669,383,495</u>

See accompanying notes which are an integral part of the financial statements.

## Financial Highlights — Initial Class

	Six months ended			Years ended December 31,		
	June 30, 2010 (Unaudited)	2009	2008	2007	2006	2005
<b>Selected Per-Share Data</b>						
Net asset value, beginning of period . . . . .	\$ 30.04	\$ 23.53	\$ 45.12	\$ 35.87	\$ 33.70	\$ 32.01
Income from Investment Operations						
Net investment income (loss) <sup>E</sup> . . . . .	.02	.10	.27	.09	.21	.11
Net realized and unrealized gain (loss) . . . . .	(1.51)	6.55	(21.55)	9.53	2.09	1.74
Total from investment operations . . . . .	(1.49)	6.65	(21.28)	9.62	2.30	1.85
Distributions from net investment income . . . . .	—	(.12)	(.31)	(.33)	(.13)	(.16)
Distributions from net realized gain . . . . .	(.03)	(.02)	—	(.04)	—	—
Total distributions . . . . .	(.03)	(.14) <sup>J</sup>	(.31)	(.37)	(.13)	(.16)
Redemption fees added to paid in capital <sup>E,1</sup> . . . . .	—	—	—	—	—	—
Net asset value, end of period . . . . .	\$ 28.52	\$ 30.04	\$ 23.53	\$ 45.12	\$ 35.87	\$ 33.70
<b>Total Return</b> <sup>B,C,D</sup> . . . . .	(4.98)%	28.29%	(47.17)%	26.96%	6.85%	5.80%
<b>Ratios to Average Net Assets</b> <sup>F,H</sup>						
Expenses before reductions . . . . .	.67% <sup>A</sup>	.69%	.68%	.65%	.68%	.67%
Expenses net of fee waivers, if any . . . . .	.67% <sup>A</sup>	.69%	.68%	.65%	.68%	.67%
Expenses net of all reductions . . . . .	.67% <sup>A</sup>	.68%	.67%	.64%	.67%	.63%
Net investment income (loss) . . . . .	.12% <sup>A</sup>	.41%	.74%	.21%	.61%	.36%
<b>Supplemental Data</b>						
Net assets, end of period (000 omitted) . . . . .	\$2,321,665	\$2,618,954	\$2,337,892	\$6,002,656	\$5,610,629	\$6,726,655
Portfolio turnover rate <sup>G</sup> . . . . .	83% <sup>A</sup>	134%	161%	109%	114%	79%

<sup>A</sup>Annualized <sup>B</sup>Total returns for periods of less than one year are not annualized. <sup>C</sup>Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. <sup>D</sup>Total returns would have been lower had certain expenses not been reduced during the periods shown. <sup>E</sup>Calculated based on average shares outstanding during the period. <sup>F</sup>Fees and expenses of the underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. <sup>G</sup>Amount does not include the portfolio activity of any underlying Fidelity Central Funds. <sup>H</sup>Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class. <sup>I</sup>Amount represents less than \$0.01 per share. <sup>J</sup>Total distributions of \$ .14 per share is comprised of distributions from net investment income of \$ .118 and distributions from net realized gain of \$ .023 per share.

## Financial Highlights — Service Class

	Six months ended			Years ended December 31,		
	June 30, 2010 (Unaudited)	2009	2008	2007	2006	2005
<b>Selected Per-Share Data</b>						
Net asset value, beginning of period . . . . .	\$ 29.96	\$ 23.47	\$ 44.99	\$ 35.72	\$ 33.56	\$ 31.88
Income from Investment Operations						
Net investment income (loss) <sup>E</sup> . . . . .	— <sup>I</sup>	.08	.23	.04	.18	.08
Net realized and unrealized gain (loss) . . . . .	(1.49)	6.52	(21.48)	9.51	2.07	1.72
Total from investment operations . . . . .	(1.49)	6.60	(21.25)	9.55	2.25	1.80
Distributions from net investment income . . . . .	—	(.09)	(.27)	(.24)	(.09)	(.12)
Distributions from net realized gain . . . . .	(.03)	(.02)	—	(.04)	—	—
Total distributions . . . . .	(.03)	(.11) <sup>J</sup>	(.27)	(.28)	(.09)	(.12)
Redemption fees added to paid in capital <sup>E,1</sup> . . . . .	—	—	—	—	—	—
Net asset value, end of period . . . . .	\$ 28.44	\$ 29.96	\$ 23.47	\$ 44.99	\$ 35.72	\$ 33.56
<b>Total Return</b> <sup>B,C,D</sup> . . . . .	(4.99)%	28.15%	(47.23)%	26.87%	6.73%	5.67%
<b>Ratios to Average Net Assets</b> <sup>F,H</sup>						
Expenses before reductions . . . . .	.77% <sup>A</sup>	.79%	.78%	.75%	.78%	.77%
Expenses net of fee waivers, if any . . . . .	.77% <sup>A</sup>	.79%	.78%	.75%	.78%	.77%
Expenses net of all reductions . . . . .	.77% <sup>A</sup>	.78%	.77%	.74%	.77%	.73%
Net investment income (loss) . . . . .	.02% <sup>A</sup>	.31%	.64%	.11%	.51%	.26%
<b>Supplemental Data</b>						
Net assets, end of period (000 omitted) . . . . .	\$370,906	\$421,996	\$395,759	\$929,848	\$877,279	\$1,086,172
Portfolio turnover rate <sup>G</sup> . . . . .	83% <sup>A</sup>	134%	161%	109%	114%	79%

<sup>A</sup>Annualized <sup>B</sup>Total returns for periods of less than one year are not annualized. <sup>C</sup>Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. <sup>D</sup>Total returns would have been lower had certain expenses not been reduced during the periods shown. <sup>E</sup>Calculated based on average shares outstanding during the period. <sup>F</sup>Fees and expenses of the underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. <sup>G</sup>Amount does not include the portfolio activity of any underlying Fidelity Central Funds. <sup>H</sup>Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class. <sup>I</sup>Amount represents less than \$0.01 per share. <sup>J</sup>Total distributions of \$ .11 per share is comprised of distributions from net investment income of \$ .089 and distributions from net realized gain of \$ .023 per share.

See accompanying notes which are an integral part of the financial statements.

## Financial Highlights — Service Class 2

	Six months ended June 30, 2010 (Unaudited)			Years ended December 31,		
	2009	2008	2007	2006	2005	
<b>Selected Per-Share Data</b>						
Net asset value, beginning of period . . . . .	\$ 29.75	\$ 23.31	\$ 44.65	\$ 35.42	\$ 33.29	\$ 31.64
Income from Investment Operations						
Net investment income (loss) <sup>E</sup> . . . . .	(.02)	.04	.17	(.02)	.12	.03
Net realized and unrealized gain (loss) . . . . .	(1.49)	6.48	(21.29)	9.43	2.07	1.71
Total from investment operations . . . . .	(1.51)	6.52	(21.12)	9.41	2.19	1.74
Distributions from net investment income . . . . .	—	(.05)	(.22)	(.15)	(.06)	(.09)
Distributions from net realized gain . . . . .	(.03)	(.02)	—	(.03)	—	—
Total distributions . . . . .	(.03)	(.08) <sup>J</sup>	(.22)	(.18)	(.06)	(.09)
Redemption fees added to paid in capital <sup>E,1</sup> . . . . .	—	—	—	—	—	—
Net asset value, end of period . . . . .	\$ 28.21	\$ 29.75	\$ 23.31	\$ 44.65	\$ 35.42	\$ 33.29
<b>Total Return</b> <sup>B,C,D</sup> . . . . .	(5.09)%	27.97%	(47.31)%	26.66%	6.57%	5.50%
<b>Ratios to Average Net Assets</b> <sup>F,H</sup>						
Expenses before reductions . . . . .	.92% <sup>A</sup>	.94%	.93%	.90%	.94%	.92%
Expenses net of fee waivers, if any . . . . .	.92% <sup>A</sup>	.94%	.93%	.90%	.94%	.92%
Expenses net of all reductions . . . . .	.92% <sup>A</sup>	.93%	.92%	.89%	.92%	.88%
Net investment income (loss) . . . . .	(.13)% <sup>A</sup>	.16%	.49%	(.04)%	.36%	.11%
<b>Supplemental Data</b>						
Net assets, end of period (000 omitted) . . . . .	\$ 462,228	\$ 528,819	\$ 447,530	\$ 898,204	\$ 627,754	\$ 858,587
Portfolio turnover rate <sup>G</sup> . . . . .	83% <sup>A</sup>	134%	161%	109%	114%	79%

<sup>A</sup>Annualized <sup>B</sup>Total returns for periods of less than one year are not annualized. <sup>C</sup>Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. <sup>D</sup>Total returns would have been lower had certain expenses not been reduced during the periods shown. <sup>E</sup>Calculated based on average shares outstanding during the period. <sup>F</sup>Fees and expenses of the underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. <sup>G</sup>Amount does not include the portfolio activity of any underlying Fidelity Central Funds. <sup>H</sup>Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class. <sup>I</sup>Amount represents less than \$.01 per share. <sup>J</sup>Total distributions of \$.08 per share is comprised of distributions from net investment income of \$.052 and distributions from net realized gain of \$.023 per share.

## Financial Highlights — Service Class 2R

	Six months ended June 30, 2010 (Unaudited)			Years ended December 31,		
	2009	2008	2007	2006	2005	
<b>Selected Per-Share Data</b>						
Net asset value, beginning of period . . . . .	\$ 29.70	\$ 23.26	\$ 44.42	\$ 35.28	\$ 33.18	\$ 31.54
Income from Investment Operations						
Net investment income (loss) <sup>E</sup> . . . . .	(.02)	.04	.18	(.01)	.12	.04
Net realized and unrealized gain (loss) . . . . .	(1.49)	6.46	(21.20)	9.38	2.06	1.70
Total from investment operations . . . . .	(1.51)	6.50	(21.02)	9.37	2.18	1.74
Distributions from net investment income . . . . .	—	(.04)	(.14)	(.19)	(.08)	(.10)
Distributions from net realized gain . . . . .	(.03)	(.02)	—	(.04)	—	—
Total distributions . . . . .	(.03)	(.06) <sup>J</sup>	(.14)	(.23)	(.08)	(.10)
Redemption fees added to paid in capital <sup>E,1</sup> . . . . .	—	—	—	—	—	—
Net asset value, end of period . . . . .	\$ 28.16	\$ 29.70	\$ 23.26	\$ 44.42	\$ 35.28	\$ 33.18
<b>Total Return</b> <sup>B,C,D</sup> . . . . .	(5.10)%	27.98%	(47.31)%	26.66%	6.58%	5.52%
<b>Ratios to Average Net Assets</b> <sup>F,H</sup>						
Expenses before reductions . . . . .	.92% <sup>A</sup>	.94%	.93%	.89%	.93%	.92%
Expenses net of fee waivers, if any . . . . .	.92% <sup>A</sup>	.94%	.93%	.89%	.93%	.92%
Expenses net of all reductions . . . . .	.91% <sup>A</sup>	.93%	.92%	.89%	.92%	.88%
Net investment income (loss) . . . . .	(.13)% <sup>A</sup>	.16%	.49%	(.04)%	.36%	.12%
<b>Supplemental Data</b>						
Net assets, end of period (000 omitted) . . . . .	\$ 3,214	\$ 4,084	\$ 3,061	\$ 20,051	\$ 5,063	\$ 5,409
Portfolio turnover rate <sup>G</sup> . . . . .	83% <sup>A</sup>	134%	161%	109%	114%	79%

<sup>A</sup>Annualized <sup>B</sup>Total returns for periods of less than one year are not annualized. <sup>C</sup>Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. <sup>D</sup>Total returns would have been lower had certain expenses not been reduced during the periods shown. <sup>E</sup>Calculated based on average shares outstanding during the period. <sup>F</sup>Fees and expenses of the underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. <sup>G</sup>Amount does not include the portfolio activity of any underlying Fidelity Central Funds. <sup>H</sup>Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class. <sup>I</sup>Amount represents less than \$.01 per share. <sup>J</sup>Total distributions of \$.06 per share is comprised of distributions from net investment income of \$.041 and distributions from net realized gain of \$.023 per share.

See accompanying notes which are an integral part of the financial statements.

## Financial Highlights — Investor Class

	Six months ended June 30, 2010			Years ended December 31,		
	(Unaudited)	2009	2008	2007	2006	2005 <sup>H</sup>
<b>Selected Per-Share Data</b>						
Net asset value, beginning of period . . . . .	\$ 29.97	\$ 23.48	\$ 45.00	\$ 35.78	\$ 33.67	\$ 32.60
Income from Investment Operations						
Net investment income (loss) <sup>E</sup> . . . . .	.01	.08	.24	.04	.17	.03
Net realized and unrealized gain (loss) . . . . .	(1.50)	6.52	(21.49)	9.50	2.08	1.04
Total from investment operations . . . . .	(1.49)	6.60	(21.25)	9.54	2.25	1.07
Distributions from net investment income . . . . .	—	(.09)	(.27)	(.28)	(.14)	—
Distributions from net realized gain . . . . .	(.03)	(.02)	—	(.04)	—	—
Total distributions . . . . .	(.03)	(.11) <sup>K</sup>	(.27)	(.32)	(.14)	—
Redemption fees added to paid in capital <sup>E, J</sup> . . . . .	—	—	—	—	—	—
Net asset value, end of period . . . . .	\$ 28.45	\$ 29.97	\$ 23.48	\$ 45.00	\$ 35.78	\$ 33.67
<b>Total Return<sup>B, C, D</sup></b> . . . . .	(4.99)%	28.14%	(47.22)%	26.81%	6.72%	3.28%
<b>Ratios to Average Net Assets<sup>E, I</sup></b>						
Expenses before reductions . . . . .	.76% <sup>A</sup>	.79%	.77%	.76%	.81%	.83% <sup>A</sup>
Expenses net of fee waivers, if any . . . . .	.76% <sup>A</sup>	.79%	.77%	.76%	.81%	.83% <sup>A</sup>
Expenses net of all reductions . . . . .	.75% <sup>A</sup>	.78%	.76%	.76%	.80%	.79% <sup>A</sup>
Net investment income (loss) . . . . .	.03% <sup>A</sup>	.31%	.65%	.09%	.49%	.23% <sup>A</sup>
<b>Supplemental Data</b>						
Net assets, end of period (000 omitted) . . . . .	\$ 88,100	\$ 95,531	\$ 93,428	\$ 181,705	\$ 76,965	\$ 24,166
Portfolio turnover rate <sup>G</sup> . . . . .	83% <sup>A</sup>	134%	161%	109%	114%	79%

<sup>A</sup>Annualized <sup>B</sup>Total returns for periods of less than one year are not annualized. <sup>C</sup>Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown. <sup>D</sup>Total returns would have been lower had certain expenses not been reduced during the periods shown. <sup>E</sup>Calculated based on average shares outstanding during the period. <sup>F</sup>Fees and expenses of the underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds. <sup>G</sup>Amount does not include the portfolio activity of any underlying Fidelity Central Funds. <sup>H</sup>For the period July 21, 2005 (commencement of sale of shares) to December 31, 2005. <sup>I</sup>Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expense ratios before reductions for start-up periods may not be representative of longer-term operating periods. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class. <sup>J</sup>Amount represents less than \$.01 per share. <sup>K</sup>Total distributions of \$.11 per share is comprised of distributions from net investment income of \$.089 and distributions from net realized gain of \$.023 per share.

See accompanying notes which are an integral part of the financial statements.

# Notes to Financial Statements

For the period ended June 30, 2010 (Unaudited)

## 1. Organization.

VIP Growth Portfolio (the Fund) is a fund of Variable Insurance Products Fund (the Trust) and is authorized to issue an unlimited number of shares. The Trust is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as an open-end management investment company organized as a Massachusetts business trust. Shares of the Fund may only be purchased by insurance companies for the purpose of funding variable annuity or variable life insurance contracts. The Fund offers the following classes of shares: Initial Class shares, Service Class shares, Service Class 2 shares, Service Class 2R shares and Investor Class shares. All classes have equal rights and voting privileges, except for matters affecting a single class. Investment income, realized and unrealized capital gains and losses, the common expenses of the Fund, and certain fund-level expense reductions, if any, are allocated on a pro-rata basis to each class based on the relative net assets of each class to the total net assets of the Fund. Each class differs with respect to transfer agent and distribution and service plan fees incurred. Certain expense reductions also differ by class.

## 2. Investments in Fidelity Central Funds.

The Fund may invest in Fidelity Central Funds, which are open-end investment companies available only to other investment companies and accounts managed by Fidelity Management & Research Company (FMR) and its affiliates. The Fund's Schedule of Investments lists each of the Fidelity Central Funds held as of period end, if any, as an investment of the Fund, but does not include the underlying holdings of each Fidelity Central Fund. As an Investing Fund, the Fund indirectly bears its proportionate share of the expenses of the underlying Fidelity Central Funds.

The Money Market Central Funds seek preservation of capital and current income and are managed by Fidelity Investments Money Management, Inc. (FIMM), an affiliate of FMR.

A complete unaudited list of holdings for each Fidelity Central Fund is available upon request or at the Securities and Exchange Commission (the SEC) web site at [www.sec.gov](http://www.sec.gov). In addition, the financial statements of the Fidelity Central Funds are available on the SEC web site or upon request.

## 3. Significant Accounting Policies.

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), which require management to make certain estimates and assumptions at the date of the financial statements. Actual results could differ from those estimates. The following summarizes the significant accounting policies of the Fund:

**Security Valuation.** Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. The Fund uses independent pricing services approved by the Board of Trustees to value its investments. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the Board of Trustees. Factors used in determining value may include market or security specific events. The frequency with which these procedures are used cannot be predicted and they may be utilized to a significant extent. The value used for net asset value (NAV) calculation under these procedures may differ from published prices for the same securities.

The Fund categorizes the inputs to valuation techniques used to value its investments into a disclosure hierarchy consisting of three levels as shown below.

Level 1 – quoted prices in active markets for identical investments

Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, etc.)

Level 3 – unobservable inputs (including the fund's own assumptions based on the best information available)

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The aggregate value of investments by input level, as of June 30, 2010, is included at the end of the Fund's Schedule of Investments. Valuation techniques used to value the Fund's investments by major category are as follows.

Equity securities, including restricted securities, for which market quotations are readily available, are valued at the last reported sale price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy. In the event there were no sales during the day or closing prices are not available, securities are valued at the last quoted bid price or may be valued using the last available price and are generally categorized as Level 2 in the hierarchy. For foreign equity securities, when significant market or security specific events arise, comparisons to the valuation of American Depositary Receipts (ADRs), futures contracts, Exchange-traded funds (ETFs) and certain indexes as well as quoted prices for similar securities are used and are categorized as Level 2 in the hierarchy in these circumstances. Utilizing these techniques may result in transfers between Level 1 and Level 2. For restricted equity securities and private placements where observable inputs are limited, assumptions about market activity and risk are used and are categorized as Level 3 in the hierarchy.

Investments in open-end mutual funds, including the Fidelity Central Funds, are valued at their closing net asset value each business day and are categorized as Level 1 in the hierarchy. Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value and are categorized as Level 2 in the hierarchy.

### 3. Significant Accounting Policies – continued

**Foreign Currency.** The Fund uses foreign currency contracts to facilitate transactions in foreign-denominated securities. Gains and losses from these transactions may arise from changes in the value of the foreign currency or if the counterparties do not perform under the contracts' terms.

Foreign-denominated assets, including investment securities, and liabilities are translated into U.S. dollars at the exchange rate at period end. Purchases and sales of investment securities, income and dividends received and expenses denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date.

The effects of exchange rate fluctuations on investments are included with the net realized and unrealized gain (loss) on investment securities. Other foreign currency transactions resulting in realized and unrealized gain (loss) are disclosed separately.

**Investment Transactions and Income.** For financial reporting purposes, the Fund's investment holdings and NAV include trades executed through the end of the last business day of the period. The NAV per share for processing shareholder transactions is calculated as of the close of business of the New York Stock Exchange (NYSE), normally 4:00 p.m. Eastern time and includes trades executed through the end of the prior business day. Gains and losses on securities sold are determined on the basis of identified cost and may include proceeds received from litigation. Dividend income is recorded on the ex-dividend date, except for certain dividends from foreign securities where the ex-dividend date may have passed, which are recorded as soon as the Fund is informed of the ex-dividend date. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of the securities received. Distributions received on securities that represent a return of capital or capital gain are recorded as a reduction of cost of investments and/or as a realized gain. The Fund estimates the components of distributions received that may be considered return of capital distributions or capital gain distributions. Interest income and distributions from the Fidelity Central Funds are accrued as earned. Interest income includes coupon interest and amortization of premium and accretion of discount on debt securities. Investment income is recorded net of foreign taxes withheld where recovery of such taxes is uncertain.

**Expenses.** Most expenses of the Trust can be directly attributed to a fund. Expenses which cannot be directly attributed are apportioned amongst each fund in the Trust. Expense estimates are accrued in the period to which they relate and adjustments are made when actual amounts are known.

**Deferred Trustee Compensation.** Under a Deferred Compensation Plan (the Plan), independent Trustees may elect to defer receipt of a portion of their annual compensation. Deferred amounts are invested in a cross-section of Fidelity funds, are marked-to-market and remain in the Fund until distributed in accordance with the Plan. The investment of deferred amounts and the offsetting payable to the Trustees are included in the accompanying Statement of Assets and Liabilities.

**Income Tax Information and Distributions to Shareholders.** Each year, the Fund intends to qualify as a regulated investment company by distributing substantially all of its taxable income and realized gains under Subchapter M of the Internal Revenue Code and filing its U.S. federal tax return. As a result, no provision for income taxes is required. A fund's federal tax return is subject to examination by the Internal Revenue Service (IRS) for a period of three years. Foreign taxes are provided for based on the Fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests.

Distributions are recorded on the ex-dividend date. Income dividends and capital gain distributions are declared separately for each class. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from GAAP.

Capital accounts within the financial statements are adjusted for permanent book-tax differences. These adjustments have no impact on net assets or the results of operations. Temporary book-tax differences will reverse in a subsequent period.

Book-tax differences are primarily due to short-term gain distributions from the Fidelity Central Funds, foreign currency transactions, passive foreign investment companies (PFIC), partnerships, capital loss carryforwards and losses deferred due to wash sales.

The federal tax cost of investment securities and unrealized appreciation (depreciation) as of period end were as follows:

Gross unrealized appreciation .....	\$	329,292,939
Gross unrealized depreciation .....		(278,957,974)
Net unrealized appreciation (depreciation) .....	\$	<u>50,334,965</u>
Tax cost .....	\$	<u>3,208,323,301</u>

**Trading (Redemption) Fees.** Service Class 2R shares held less than 60 days are subject to a redemption fee equal to 1% of the proceeds of the redeemed shares. All redemption fees, including any estimated redemption fees paid by FMR, are retained by the Fund and accounted for as an addition to paid in capital.

## Notes to Financial Statements (Unaudited) – continued

### 4. Operating Policies.

**Restricted Securities.** The Fund may invest in securities that are subject to legal or contractual restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are registered. Disposal of these securities may involve time-consuming negotiations and expense, and prompt sale at an acceptable price may be difficult. Information regarding restricted securities is included at the end of the Fund's Schedule of Investments.

### 5. Purchases and Sales of Investments.

Purchases and sales of securities, other than short-term securities, aggregated \$1,451,758,022 and \$1,722,544,277, respectively.

### 6. Fees and Other Transactions with Affiliates.

**Management Fee.** FMR and its affiliates provide the Fund with investment management related services for which the Fund pays a monthly management fee. The management fee is the sum of an individual fund fee rate that is based on an annual rate of .30% of the Fund's average net assets and a group fee rate that averaged .26% during the period. The group fee rate is based upon the average net assets of all the mutual funds advised by FMR. The group fee rate decreases as assets under management increase and increases as assets under management decrease. For the period, the total annualized management fee rate was .56% of the Fund's average net assets.

**Distribution and Service Plan.** In accordance with Rule 12b-1 of the 1940 Act, the Fund has adopted separate 12b-1 Plans for each Service Class of shares. Each Service Class pays Fidelity Distributors Corporation (FDC), an affiliate of FMR, a service fee. For the period, the service fee is based on an annual rate of .10% of Service Class' average net assets and .25% of Service Class 2's and Service Class 2R's average net assets.

For the period, each class paid FDC the following amounts, all of which were re-allowed to insurance companies for the distribution of shares and providing shareholder support services:

Service Class .....	\$	208,676
Service Class 2 .....		647,760
Service Class 2R .....		4,772
	\$	<u>861,208</u>

**Transfer Agent Fees.** Fidelity Investments Institutional Operations Company, Inc. (FIIOC), an affiliate of FMR, is the Fund's transfer, dividend disbursing, and shareholder servicing agent. FIIOC receives an asset-based fee with respect to each class. Each class (with the exception of Investor Class) pays a transfer agent fee, excluding out of pocket expenses, equal to an annual rate of .07% of average net assets. Investor Class pays a monthly asset-based transfer agent fee of .15% of average net assets. The total transfer agent fees paid by each class to FIIOC, including out of pocket expenses, were as follows:

Initial Class .....	\$	885,752
Service Class .....		143,722
Service Class 2 .....		181,221
Service Class 2R .....		1,286
Investor Class .....		75,548
	\$	<u>1,287,529</u>

**Accounting and Security Lending Fees.** Fidelity Service Company, Inc. (FSC), an affiliate of FMR, maintains the Fund's accounting records. The accounting fee is based on the level of average net assets for the month. Under a separate contract, FSC administers the security lending program. The security lending fee is based on the number and duration of lending transactions.

**Brokerage Commissions.** The Fund placed a portion of its portfolio transactions with brokerage firms which are affiliates of the investment adviser. The commissions paid to these affiliated firms were \$23,499 for the period.

## 7. Committed Line of Credit.

The Fund participates with other funds managed by FMR in a \$3.75 billion credit facility (the “line of credit”) to be utilized for temporary or emergency purposes to fund shareholder redemptions or for other short-term liquidity purposes. The Fund has agreed to pay commitment fees on its pro-rata portion of the line of credit, which amounted to \$7,257 and is reflected in Miscellaneous expenses on the Statement of Operations. During the period, there were no borrowings on this line of credit.

## 8. Security Lending.

The Fund lends portfolio securities from time to time in order to earn additional income. On the settlement date of the loan, the Fund receives collateral (in the form of U.S. Treasury obligations, letters of credit and/or cash) against the loaned securities and maintains collateral in an amount not less than 100% of the market value of the loaned securities during the period of the loan. The market value of the loaned securities is determined at the close of business of the Fund and any additional required collateral is delivered to the Fund on the next business day. If the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, a fund could experience delays and costs in recovering the securities loaned or in gaining access to the collateral. Any cash collateral received is invested in the Fidelity Securities Lending Cash Central Fund. The value of loaned securities and cash collateral at period end are disclosed on the Fund’s Statement of Assets and Liabilities. Security lending income represents the income earned on investing cash collateral, less fees and expenses associated with the loan, plus any premium payments that may be received on the loan of certain types of securities. Security lending income is presented in the Statement of Operations as a component of income from Fidelity Central Funds. Net income from lending portfolio securities during the period amounted to \$296,413.

## 9. Expense Reductions.

Many of the brokers with whom FMR places trades on behalf of the Fund provided services to the Fund in addition to trade execution. These services included payments of certain expenses on behalf of the Fund totaling \$95,690 for the period. In addition, through arrangements with the Fund’s custodian, credits realized as a result of uninvested cash balances were used to reduce the Fund’s expenses. During the period, these credits reduced the Fund’s custody expenses by \$37.

## 10. Distributions to Shareholders.

Distributions to shareholders of each class were as follows:

	Six months ended June 30, 2010	Year ended December 31, 2009
<b>From net investment income</b>		
Initial Class .....	\$ —	\$ 10,334,573
Service Class .....	—	1,267,138
Service Class 2 .....	—	932,585
Service Class 2R .....	—	5,914
Investor Class .....	—	284,920
Total .....	<u>\$ —</u>	<u>\$ 12,825,130</u>
<b>From net realized gain</b>		
Initial Class .....	\$ 2,147,000	\$ 2,036,641
Service Class .....	347,612	332,083
Service Class 2 .....	434,679	414,242
Service Class 2R .....	3,236	3,345
Investor Class .....	79,399	74,905
Total .....	<u>\$ 3,011,926</u>	<u>\$ 2,861,216</u>

## Notes to Financial Statements (Unaudited) – continued

### 11. Share Transactions.

Transactions for each class of shares were as follows:

	Shares		Dollars	
	Six months ended June 30, 2010	Year ended December 31, 2009	Six months ended June 30, 2010	Year ended December 31, 2009
<b>Initial Class</b>				
Shares sold	1,654,014	3,168,252	\$ 51,485,327	\$ 80,283,755
Reinvestment of distributions	75,892	426,627	2,147,000	12,371,214
Shares redeemed	(7,518,163)	(15,761,725)	(231,058,545)	(393,809,218)
Net increase (decrease)	<u>(5,788,257)</u>	<u>(12,166,846)</u>	<u>\$ (177,426,218)</u>	<u>\$ (301,154,249)</u>
<b>Service Class</b>				
Shares sold	287,751	601,860	\$ 8,955,856	\$ 15,078,974
Reinvestment of distributions	12,322	55,581	347,612	1,599,221
Shares redeemed	(1,340,437)	(3,433,675)	(40,997,487)	(86,029,416)
Net increase (decrease)	<u>(1,040,364)</u>	<u>(2,776,234)</u>	<u>\$ (31,694,019)</u>	<u>\$ (69,351,221)</u>
<b>Service Class 2</b>				
Shares sold	785,418	3,094,007	\$ 24,123,564	\$ 75,154,813
Reinvestment of distributions	15,519	47,559	434,679	1,346,827
Shares redeemed	(2,192,411)	(4,562,964)	(66,621,414)	(113,322,366)
Net increase (decrease)	<u>(1,391,474)</u>	<u>(1,421,398)</u>	<u>\$ (42,063,171)</u>	<u>\$ (36,820,726)</u>
<b>Service Class 2R</b>				
Shares sold	12,420	70,980	\$ 382,064	\$ 1,731,048
Reinvestment of distributions	116	331	3,236	9,259
Shares redeemed	(35,929)	(65,400)	(1,096,877)	(1,732,958)
Net increase (decrease)	<u>(23,393)</u>	<u>5,911</u>	<u>\$ (711,577)</u>	<u>\$ 7,349</u>
<b>Investor Class</b>				
Shares sold	267,186	347,569	\$ 8,265,658	\$ 9,118,954
Reinvestment of distributions	2,814	12,514	79,399	359,825
Shares redeemed	(360,248)	(1,151,644)	(10,961,138)	(27,787,913)
Net increase (decrease)	<u>(90,248)</u>	<u>(791,561)</u>	<u>\$ (2,616,081)</u>	<u>\$ (18,309,134)</u>

### 12. Other.

The Fund's organizational documents provide former and current trustees and officers with a limited indemnification against liabilities arising in connection with the performance of their duties to the Fund. In the normal course of business, the Fund may also enter into contracts that provide general indemnifications. The Fund's maximum exposure under these arrangements is unknown as this would be dependent on future claims that may be made against the Fund. The risk of material loss from such claims is considered remote.

At the end of the period, FMR or its affiliates were the owners of record of 15% of the total outstanding shares of the Fund and three otherwise unaffiliated shareholders were the owners of record of 45% of the total outstanding shares of the Fund.



**Investment Adviser**

Fidelity Management & Research Company  
Boston, MA

**Investment Sub-Adviser**

FMR Co., Inc.  
Fidelity Management & Research (U.K.) Inc.  
Fidelity Management & Research (Hong Kong) Limited  
Fidelity Management & Research (Japan) Inc.  
Fidelity Research & Analysis Company  
FIL Investment Advisors  
FIL Investment Advisors (U.K.) Ltd.  
FIL Investments (Japan) Limited

**General Distributor**

Fidelity Distributors Corporation  
Boston, MA

**Transfer and Service Agents**

Fidelity Investments Institutional Operations Company, Inc.  
Boston, MA  
Fidelity Service Company, Inc.  
Boston, MA

**Custodian**

The Bank of New York Mellon  
New York, NY