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INTEL CORP
Form 13F-HR
August 11, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment []; Amendment Number:

This Amendment (Check only one): [] is a restatement
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95054-1549

Form 13F File Number: 28-04527

Person Signing this Report on Behalf of Reporting Manager:

Ravi Jacob, Vice President and Treasurer, (408) 765-1168

ATTENTION--Intentional misstatements or omissions of facts
constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15
U.S.C. 78ff(a)

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Signature, Place and Date of Signing:

/ s / Ravi Jacob Santa Clara, California

August 11, 2008

Report Type (Check only one):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other manager(s).)

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Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: 2
 Form 13F Information Table Entry Total: 400
 Form 13F Information Table Value Total: \$1,290,721,000

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

1. Intel Capital (Cayman) Corporation
2. Intel Capital Corporation

FORM 13F INFORMATION TABLE REPORTING MANAGER: INTEL CORPORATION

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP	ITEM 4: FAIR MARKET VALUE (000)	ITEM 5: SHARES OR SH/ PRINCIPAL PRN	ITEM 6: INVESTMENT MA DISCRETION
3M CO	COM	88579Y101	1,819	26,134 SH	SOLE
ABBOTT LABS	COM	002824100	3,029	57,175 SH	SOLE
ABERCROMBIE & FITCH CO	CL A	002896207	202	3,228 SH	SOLE
ACE LTD	COM	G0070K103	682	12,374 SH	SOLE
ADOBE SYS INC	COM	00724F101	777	19,737 SH	SOLE
ADVANCED MICRO DEVICES	COM	007903107	131	22,450 SH	SOLE
AES CORP	COM	00130H105	479	24,930 SH	SOLE
AETNA INC	COM	00817Y108	728	17,956 SH	SOLE
AFLAC INC	COM	001055102	1,107	17,629 SH	SOLE
AGILENT TECHNOLOGIES INC	COM	00846U101	474	13,350 SH	SOLE
AIR PRODS & CHEMS INC	COM	009158106	771	7,798 SH	SOLE
AKAMAI TECHNOLOGIES INC	COM	00971T101	218	6,277 SH	SOLE
ALCOA INC	COM	013817101	1,076	30,205 SH	SOLE
ALLEGHENY ENERGY INC	COM	017361106	310	6,194 SH	SOLE
ALLEGHENY TECHNOLOGIES	COM	01741R102	223	3,766 SH	SOLE
ALLERGAN INC	COM	018490102	593	11,398 SH	SOLE
ALLIED WASTE INDS INC	COM PAR \$0.01 NEW	019589308	158	12,507 SH	SOLE
ALLSTATE CORP	COM	020002101	931	20,412 SH	SOLE
ALTERA CORP	COM	021441100	231	11,151 SH	SOLE
ALTRIA GROUP INC	COM	02209S103	1,597	77,677 SH	SOLE
AMAZON.COM INC	COM	023135106	838	11,430 SH	SOLE
AMEREN CORP	COM	023608102	329	7,792 SH	SOLE
AMERICAN ELEC PWR INC	COM	025537101	600	14,907 SH	SOLE
AMERICAN EXPRESS CO	COM	025816109	1,618	42,950 SH	SOLE

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AMERICAN INTL GROUP INC	COM	026874107	2,637	99,648	SH	SOLE
AMERICAN TOWER CORP	COM	029912201	621	14,700	SH	SOLE
AMERIPRISE FINL INC	COM	03076C106	333	8,191	SH	SOLE
AMERISOURCEBERGEN CORP	COM	03073E105	240	6,002	SH	SOLE
AMGEN INC	COM	031162100	1,901	40,320	SH	SOLE
ANADARKO PETE CORP	COM	032511107	1,298	17,342	SH	SOLE
ANALOG DEVICES INC	COM	032654105	341	10,731	SH	SOLE
ANHEUSER BUSCH COS INC	COM	035229103	1,643	26,452	SH	SOLE
AON CORP	COM	037389103	508	11,066	SH	SOLE
APACHE CORP	COM	037411105	1,721	12,382	SH	SOLE
APOLLO GROUP INC	CL A	037604105	227	5,128	SH	SOLE
APPLE INC	COM	037833100	5,473	32,685	SH	SOLE
APPLERA CORP-APPLIED BIOS	COM AP BIO GRP	038020103	208	6,218	SH	SOLE
APPLIED MATLS INC	COM	038222105	958	50,200	SH	SOLE
ARCHER DANIELS MIDLAND CO	COM	039483102	804	23,827	SH	SOLE
ASSURANT INC	COM	04621X108	236	3,582	SH	SOLE
AT & T INC	COM	00206R102	7,419	220,211	SH	SOLE
AUTODESK INC	COM	052769106	281	8,301	SH	SOLE
AUTOMATIC DATA PROCESSING	COM	053015103	807	19,266	SH	SOLE
AVALONBAY CMNTYS INC	COM	053484101	257	2,878	SH	SOLE
AVOCENT CORPORATION	COM	053893103	2,882	154,960	SH	SOLE
AVOCENT CORPORATION	COM	053893103	0	12	SH	DEFINED
AVON PRODS INC	COM	054303102	570	15,828	SH	SOLE
BAKER HUGHES INC	COM	057224107	999	11,433	SH	SOLE
BANK NEW YORK MELLON CORP	COM	064058100	1,603	42,365	SH	SOLE
BANK OF AMERICA CORP	COM	060505104	3,940	165,043	SH	SOLE
BARD C R INC	COM	067383109	319	3,630	SH	SOLE
BAXTER INTL INC	COM	071813109	1,486	23,240	SH	SOLE
BB&T CORP	COM	054937107	463	20,320	SH	SOLE
BECTON DICKINSON & CO	COM	075887109	739	9,084	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	270	9,600	SH	SOLE
BEST BUY INC	COM	086516101	509	12,866	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	609	10,891	SH	SOLE
BJ SVCS CO	COM	055482103	348	10,900	SH	SOLE
BLOCK H & R INC	COM	093671105	257	12,016	SH	SOLE
BMC SOFTWARE INC	COM	055921100	256	7,100	SH	SOLE
BOEING CO	COM	097023105	1,833	27,884	SH	SOLE
BOSTON PPTYS INC	COM	101121101	397	4,396	SH	SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	614	49,947	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	1,507	73,382	SH	SOLE
BROADCOM CORP	CL A	111320107	452	16,550	SH	SOLE
BROWN FORMAN CORP	CL B	115637209	236	3,121	SH	SOLE
BURLINGTON NORTH SANTA FE	COM	12189T104	1,083	10,842	SH	SOLE
C H ROBINSON WORLDWIDE	COM	12541W209	347	6,329	SH	SOLE
CA INC	COM	12673P105	333	14,426	SH	SOLE
CABOT OIL & GAS CORP	COM	127097103	244	3,600	SH	SOLE
CAMERON INTL CORP	COM	13342B105	443	8,000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	268	8,010	SH	SOLE
CAPITAL ONE FINL CORP	COM	14040H105	527	13,874	SH	SOLE
CARDINAL HEALTH INC	COM	14149Y108	684	13,256	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	532	16,148	SH	SOLE
CATERPILLAR INC	COM	149123101	1,682	22,780	SH	SOLE
CBS CORP	CL B	124857202	492	25,219	SH	SOLE
CELGENE CORP	COM	151020104	1,029	16,113	SH	SOLE
CENTERPOINT ENERGY INC	COM	15189T107	195	12,123	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	1,174	17,800	SH	SOLE
CHEVRON CORPORATION	COM	166764100	7,597	76,633	SH	SOLE
CHUBB CORP	COM	171232101	666	13,594	SH	SOLE
CIGNA CORP	COM	125509109	368	10,408	SH	SOLE
CISCO SYS INC	COM	17275R102	5,092	218,919	SH	SOLE
CIT GROUP INC	COM	125581108	72	10,500	SH	SOLE
CITIGROUP INC	COM	172967101	3,383	201,831	SH	SOLE

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CITIZENS COMMS CO	CL B	17453B101	136	12,000	SH	SOLE
CITRIX SYS INC	COM	177376100	200	6,787	SH	SOLE
CLEAR CHANNEL COMMS	COM	184502102	650	18,470	SH	SOLE
CLEARWIRE CORP	CL A	185385309	43,200	3,333,333	SH	DEFINED
CLEARWIRE CORP	CL A	185385309	303,622	23,427,601	SH	DEFINED
CLOROX CO	COM	189054109	266	5,094	SH	SOLE
CME GROUP INC	COM	12572Q105	773	2,017	SH	SOLE
COACH INC	COM	189754104	366	12,665	SH	SOLE
COCA COLA CO	COM	191216100	3,847	74,007	SH	SOLE
COCA COLA ENTERPRISES	COM	191219104	185	10,700	SH	SOLE
COGNIZANT TECH SOLNS	CL A	192446102	349	10,738	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	1,299	18,800	SH	SOLE
COMCAST CORP	CL A	20030N101	2,083	109,798	SH	SOLE
COMPUTER SCIENCES CORP	COM	205363104	261	5,579	SH	SOLE
CONAGRA FOODS INC	COM	205887102	349	18,100	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	5,401	57,225	SH	SOLE
CONSOL ENERGY INC	COM	20854P109	762	6,780	SH	SOLE
CONSOLIDATED EDISON	COM	209115104	394	10,079	SH	SOLE
CONSTELLATION ENGY GRP	COM	210371100	543	6,614	SH	SOLE
COOPER INDUSTRIES LTD	COM	G24182100	254	6,429	SH	SOLE
CORNING INC	COM	219350105	1,345	58,369	SH	SOLE
COSTCO WHSL CORP	COM	22160K105	1,130	16,105	SH	SOLE
COUNTRYWIDE FINCL CORP	COM	222372104	92	21,598	SH	SOLE
COVIDIEN LIMITED	COM	G2552X108	888	18,543	SH	SOLE
CSX CORP	COM	126408103	945	15,044	SH	SOLE
CUMMINS INC	COM	231021106	492	7,510	SH	SOLE
CVS CAREMARK CORP	COM	126650100	2,095	52,946	SH	SOLE
D R HORTON INC	COM	23331A109	110	10,162	SH	SOLE
DANAHER CORP	COM	235851102	726	9,398	SH	SOLE
DEERE & CO	COM	244199105	1,155	16,016	SH	SOLE
DELL INC	COM	24702R101	1,638	74,882	SH	SOLE
DEVON ENERGY CORP	COM	25179M103	1,982	16,496	SH	SOLE
DIRECTTV GROUP INC	COM	25459L106	682	26,313	SH	SOLE
DISCOVER FINL SVCS	COM	254709108	233	17,723	SH	SOLE
DISNEY WALT CO	COM	254687106	2,204	70,648	SH	SOLE
DOMINION RES INC VA	COM	25746U109	1,017	21,406	SH	SOLE
DONNELLEY R R & SONS	COM	257867101	235	7,916	SH	SOLE
DOVER CORP	COM	260003108	338	6,983	SH	SOLE
DOW CHEM CO	COM	260543103	1,204	34,493	SH	SOLE
DTE ENERGY CO	COM	233331107	255	6,000	SH	SOLE
DU PONT E I DE NEMOURS&CO	COM	263534109	1,430	33,350	SH	SOLE
DUKE ENERGY CORP	COM	26441C105	815	46,881	SH	SOLE
DYNEGY INC	CL A	26817G102	157	18,385	SH	SOLE
E TRADE FINANCIAL CORP	COM	269246104	55	17,500	SH	SOLE
EASTMAN KODAK CO	COM	277461109	154	10,658	SH	SOLE
EATON CORP	COM	278058102	515	6,058	SH	SOLE
EBAY INC	COM	278642103	1,120	40,975	SH	SOLE
ECOLAB INC	COM	278865100	279	6,500	SH	SOLE
EDISON INTL	COM	281020107	622	12,100	SH	SOLE
EL PASO CORP	COM	28336L109	566	26,014	SH	SOLE
ELECTRONIC ARTS	COM	285512109	525	11,825	SH	SOLE
ELECTRONIC DATA SYS CORP	COM	285661104	458	18,600	SH	SOLE
EMBARQ CORP	COM	29078E105	260	5,506	SH	SOLE
EMC CORP MASS	COM	268648102	1,125	76,591	SH	SOLE
EMCORE CORP	COM	290846104	185	29,611	SH	DEFINED
EMCORE CORP	COM	290846104	27,686	4,422,688	SH	DEFINED
EMERSON ELEC CO	COM	291011104	1,433	28,984	SH	SOLE
ENSCO INTL INC	COM	26874Q100	431	5,341	SH	SOLE
ENTERGY CORP	COM	29364G103	851	7,062	SH	SOLE
ENTROPIC COMMUNICATIONS	COM	29384R105	4,677	984,636	SH	DEFINED
EOG RES INC	COM	26875P101	1,212	9,235	SH	SOLE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	383	10,002	SH	SOLE

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EXELON CORP	COM	30161N101	2,189	24,331	SH	SOLE
EXPEDITORS INTL WASH INC	COM	302130109	340	7,900	SH	SOLE
EXPRESS SCRIPTS INC	COM	302182100	584	9,306	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	17,261	195,864	SH	SOLE
FANNIE MAE	COM	313586109	769	39,432	SH	SOLE
FEDEX CORP	COM	31428X106	909	11,543	SH	SOLE
FIDELITY NATL INFO SVCS	COM	31620M106	236	6,400	SH	SOLE
FIFTH THIRD BANCORP	COM	316773100	217	21,333	SH	SOLE
FIRSTENERGY CORP	COM	337932107	930	11,301	SH	SOLE
FISERV INC	COM	337738108	278	6,122	SH	SOLE
FLUOR CORP	COM	343412102	612	3,287	SH	SOLE
FORD MTR CO	COM PAR \$0.01	345370860	400	83,074	SH	SOLE
FOREST LABS INC	CL A	345838106	393	11,310	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	357	5,728	SH	SOLE
FPL GROUP INC	COM	302571104	989	15,082	SH	SOLE
FRANKLIN RES INC	COM	354613101	528	5,758	SH	SOLE
FREDDIE MAC CORP	COM	313400301	393	23,963	SH	SOLE
FREEMPORT MCMORAN COPR/GOLD	COM	35671D857	1,661	14,177	SH	SOLE
GAMESTOP CORP	COM	36467W109	242	6,000	SH	SOLE
GAP INC	COM	364760108	278	16,661	SH	SOLE
GENERAL DYNAMICS CORP	COM	369550108	1,241	14,742	SH	SOLE
GENERAL ELEC CO	COM	369604103	9,862	369,483	SH	SOLE
GENERAL GROWTH PPTYS INC	COM	370021107	349	9,963	SH	SOLE
GENERAL MLS INC	COM	370334104	755	12,416	SH	SOLE
GENERAL MTRS CORP	COM	370442105	242	21,022	SH	SOLE
GENUINE PARTS CO	COM	372460105	239	6,033	SH	SOLE
GENWORTH FINL INC	COM	37247D106	285	16,000	SH	SOLE
GENZYME CORP	COM	372917104	713	9,917	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	1,813	34,232	SH	SOLE
GOLDMAN SACHS GROUP INC	COM	38141G104	2,561	14,640	SH	SOLE
GOODRICH CORP	COM	382388106	219	4,620	SH	SOLE
GOOGLE INC	CL A	38259P508	4,546	8,636	SH	SOLE
HALLIBURTON CO	COM	406216101	1,716	32,326	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	318	8,766	SH	SOLE
HARTFORD FINL SVCS GROUP	COM	416515104	753	11,665	SH	SOLE
HCP INC	COM	40414L109	277	8,700	SH	SOLE
HEINZ H J CO	COM	423074103	560	11,700	SH	SOLE
HERSHEY COMPANY	COM	427866108	203	6,200	SH	SOLE
HESS CORP	COM	42809H107	1,310	10,384	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	4,043	91,442	SH	SOLE
HOME DEPOT INC	COM	437076102	1,474	62,940	SH	SOLE
HONEYWELL INTL INC	COM	438516106	1,383	27,509	SH	SOLE
HOSPIRA INC	COM	441060100	235	5,854	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	264	19,349	SH	SOLE
HUDSON CITY BANCORP INC	COM	443683107	320	19,194	SH	SOLE
HUMANA INC	COM	444859102	250	6,283	SH	SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	79	13,606	SH	SOLE
IBM CORP	COM	459200101	6,033	50,897	SH	SOLE
ILLINOIS TOOL WKS INC	COM	452308109	700	14,741	SH	SOLE
INGERSOLL-RAND COMPANY LTD	COM	G4776G101	440	11,751	SH	SOLE
INTELLON CORPORATION	COM	45816W504	1,103	334,124	SH	DEFINED
INTELLON CORPORATION	COM	45816W504	272	82,424	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	297	2,601	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	287	11,500	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	368	15,805	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	151	17,544	SH	SOLE
INTUIT	COM	461202103	328	11,900	SH	SOLE
INTUITIVE SURGICAL INC	COM	46120E602	377	1,400	SH	SOLE
ITT CORP	COM	450911102	427	6,735	SH	SOLE
JACOBS ENGR GROUP INC	COM	469814107	363	4,500	SH	SOLE
JC PENNEY CO INC	COM	708160106	299	8,228	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	6,721	104,462	SH	SOLE

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JOHNSON CTLS INC	COM	478366107	632	22,038	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	4,393	128,035	SH	SOLE
JUNIPER NETWORKS INC	COM	48203R104	431	19,454	SH	SOLE
KELLOGG CO	COM	487836108	450	9,375	SH	SOLE
KEYCORP	COM	493267108	197	17,984	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	930	15,560	SH	SOLE
KIMCO RLTY CORP	COM	49446R109	325	9,403	SH	SOLE
KLA TENCOR CORP	COM	482480100	256	6,300	SH	SOLE
KOHLS CORP	COM	500255104	455	11,369	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	1,599	56,203	SH	SOLE
KROGER CO	COM	501044101	708	24,534	SH	SOLE
L-3 COMMUNICATIONS HLDGS	COM	502424104	413	4,549	SH	SOLE
LABORATORY CORP AMER HLDGS	COM	50540R409	285	4,100	SH	SOLE
LEGG MASON INC	COM	524901105	226	5,192	SH	SOLE
LEHMAN BROS HLDGS INC	COM	524908100	512	25,856	SH	SOLE
LEUCADIA NATL CORP	COM	527288104	307	6,542	SH	SOLE
LILLY ELI & CO	COM	532457108	1,695	36,714	SH	SOLE
LIMITED BRANDS INC	COM	532716107	187	11,107	SH	SOLE
LINCOLN NATL CORP IND	COM	534187109	435	9,600	SH	SOLE
LINEAR TECHNOLOGY CORP	COM	535678106	267	8,212	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	1,236	12,531	SH	SOLE
LOEWS CORP	COM	540424108	631	13,445	SH	SOLE
LORILLARD INC	COM	544147101	443	6,400	SH	SOLE
LOWES COS INC	COM	548661107	1,126	54,262	SH	SOLE
LSI CORP	COM	502161102	145	23,643	SH	SOLE
M & T BK CORP	COM	55261F104	205	2,900	SH	SOLE
MACYS INC	COM	55616P104	302	15,546	SH	SOLE
MARATHON OIL CORP	COM	565849106	1,363	26,281	SH	SOLE
MARRIOTT INTL INC	CL A	571903202	292	11,133	SH	SOLE
MARSH & MCLENNAN COS INC	COM	571748102	503	18,961	SH	SOLE
MASCO CORP	COM	574599106	212	13,450	SH	SOLE
MASSEY ENERGY CORP	COM	576206106	281	3,000	SH	SOLE
MATTEL INC	COM	577081102	229	13,375	SH	SOLE
MCDONALDS CORP	COM	580135101	2,362	42,011	SH	SOLE
MCGRAW HILL COS INC	COM	580645109	479	11,931	SH	SOLE
MCKESSON CORP	COM	58155Q103	575	10,283	SH	SOLE
MEDCO HEALTH SOLUTIONS	COM	58405U102	885	18,744	SH	SOLE
MEDTRONIC INC	COM	585055106	2,154	41,630	SH	SOLE
MEMC ELECTRONICS MATRLS	COM	552715104	518	8,423	SH	SOLE
MERCK & CO INC	COM	589331107	2,998	79,545	SH	SOLE
MERRILL LYNCH & CO INC	COM	590188108	1,158	36,506	SH	SOLE
METLIFE INC	COM	59156R108	1,388	26,310	SH	SOLE
MICROCHIP TECHNOLOGY INC	COM	595017104	209	6,847	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	169	28,200	SH	SOLE
MICROSOFT CORP	COM	594918104	8,167	296,890	SH	SOLE
MOLSON COORS BREWING	CL B	60871R209	284	5,220	SH	SOLE
MONSANTO CO	COM	61166W101	2,578	20,386	SH	SOLE
MOODYS CORP	COM	615369105	258	7,495	SH	SOLE
MORGAN STANLEY	COM	617446448	1,482	41,086	SH	SOLE
MOTOROLA INC	COM	620076109	614	83,634	SH	SOLE
MURPHY OIL CORP	COM	626717102	686	7,000	SH	SOLE
MYLAN INC	COM	628530107	136	11,300	SH	SOLE
NABORS INDUSTRIES LTD	COM	G6359F103	512	10,400	SH	SOLE
NATIONAL CITY CORP	COM	635405103	134	28,155	SH	SOLE
NATIONAL OILWELL VARCO	COM	637071101	1,362	15,356	SH	SOLE
NETAPP INC	COM	64110D104	275	12,700	SH	SOLE
NEWELL RUBBERMAID INC	COM	651229106	172	10,224	SH	SOLE
NEWMONT MINING CORP HLDG	COM	651639106	876	16,796	SH	SOLE
NEWS CORPORATION	CL A	65248E104	1,284	85,348	SH	SOLE
NIKE INC	CL B	654106103	838	14,053	SH	SOLE
NISOURCE INC	COM	65473P105	183	10,194	SH	SOLE
NOBLE CORP	COM	G65422100	649	9,990	SH	SOLE

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NOBLE ENERGY INC	COM	655044105	644	6,400	SH	SOLE
NORFOLK SOUTHN CORP	COM	655844108	874	13,950	SH	SOLE
NORTHERN TR CORP	COM	665859104	488	7,111	SH	SOLE
NORTHROP GRUMMAN CORP	COM	666807102	850	12,703	SH	SOLE
NOVELL INC	COM	670006105	77	13,094	SH	SOLE
NUCOR CORP	COM	670346105	865	11,590	SH	SOLE
NVIDIA CORP	COM	67066G104	386	20,607	SH	SOLE
NYSE EURONEXT	COM	629491101	496	9,800	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	2,730	30,381	SH	SOLE
OFFICE DEPOT INC	COM	676220106	111	10,144	SH	SOLE
OMNICOM GROUP INC	COM	681919106	532	11,848	SH	SOLE
ORACLE CORPORATION	COM	68389X105	3,089	147,087	SH	SOLE
PACCAR INC	COM	693718108	567	13,558	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	444	6,225	SH	SOLE
PAYCHEX INC	COM	704326107	371	11,875	SH	SOLE
PEABODY ENERGY CORP	COM	704549104	888	10,082	SH	SOLE
PEPSICO INC	COM	713448108	3,740	58,813	SH	SOLE
PFIZER INC	COM	717081103	4,381	250,798	SH	SOLE
PG&E CORP	COM	69331C108	526	13,253	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	3,861	78,177	SH	SOLE
PITNEY BOWES INC	COM	724479100	264	7,735	SH	SOLE
PLUM CREEK TIMBER CO INC	COM	729251108	271	6,350	SH	SOLE
PNC FINANCIAL SVCS GRP	COM	693475105	733	12,843	SH	SOLE
PPG INDS INC	COM	693506107	351	6,121	SH	SOLE
PPL CORP	COM	69351T106	721	13,800	SH	SOLE
PRAXAIR INC	COM	74005P104	1,097	11,644	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	499	5,175	SH	SOLE
PRICE T ROWE GROUP INC	COM	74144T108	542	9,600	SH	SOLE
PRINCIPAL FNCL GRP INC	COM	74251V102	403	9,600	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	6,879	113,127	SH	SOLE
PROGRESS ENERGY INC	COM	743263105	403	9,644	SH	SOLE
PROGRESSIVE CORP OHIO	COM	743315103	470	25,133	SH	SOLE
PROLOGIS INT	COM	743410102	527	9,700	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	966	16,165	SH	SOLE
PUBLIC STORAGE	COM	74460D109	372	4,600	SH	SOLE
PUBLIC SVC ENTERPRISE GRP	COM	744573106	866	18,854	SH	SOLE
QUALCOMM INC	COM	747525103	2,663	60,023	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	286	5,900	SH	SOLE
QUESTAR CORP	COM	748356102	457	6,430	SH	SOLE
QWEST COMMUNICATIONS INTL	COM	749121109	221	56,360	SH	SOLE
RANGE RES CORP	COM	75281A109	374	5,700	SH	SOLE
RAYTHEON CO	COM	755111507	883	15,683	SH	SOLE
REGIONS FINL CORP	COM	7591EP100	282	25,805	SH	SOLE
REYNOLDS AMERN INC	COM	761713106	298	6,375	SH	SOLE
ROCKWELL AUTOMATION INC	COM	773903109	236	5,406	SH	SOLE
ROCKWELL COLLINS INC	COM	774341101	284	5,915	SH	SOLE
ROHM & HAAS CO	COM	775371107	218	4,692	SH	SOLE
SAFECO CORP	COM	786429100	225	3,357	SH	SOLE
SAFEWAY INC	COM	786514208	464	16,247	SH	SOLE
SARA LEE CORP	COM	803111103	320	26,150	SH	SOLE
SCHERING PLOUGH CORP	COM	806605101	1,184	60,144	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	4,751	44,221	SH	SOLE
SCHWAB CHARLES CORP	COM	808513105	707	34,405	SH	SOLE
SEMPRA ENERGY	COM	816851109	527	9,329	SH	SOLE
SIGMA ALDRICH CORP	COM	826552101	255	4,739	SH	SOLE
SIMON PPTY GROUP INC	COM	828806109	752	8,362	SH	SOLE
SLM CORP	COM	78442P106	335	17,291	SH	SOLE
SMITH INTL INC	COM	832110100	618	7,437	SH	SOLE
SOUTHERN CO	COM	842587107	992	28,399	SH	SOLE
SOUTHWEST AIRLS CO	COM	844741108	354	27,171	SH	SOLE
SOUTHWESTERN ENERGY CO	COM	845467109	605	12,700	SH	SOLE
SOVEREIGN BANCORP INC	COM	845905108	130	17,715	SH	SOLE

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SPECTRA ENERGY CORP	COM	847560109	676	23,513	SH	SOLE
SPRINT NEXTEL CORP	COM SER 1	852061100	1,004	105,634	SH	SOLE
ST JUDE MED INC	COM	790849103	515	12,603	SH	SOLE
STAPLES INC	COM	855030102	619	26,075	SH	SOLE
STARBUCKS CORP	COM	855244109	425	27,000	SH	SOLE
STARWOOD HOTELS & RESORTS	COM	85590A401	275	6,873	SH	SOLE
STATE STREET CORP	COM	857477103	1,015	15,858	SH	SOLE
STRYKER CORP	COM	863667101	557	8,863	SH	SOLE
SUN MICROSYSTEMS INC	COM	866810203	316	29,017	SH	SOLE
SUNTRUST BKS INC	COM	867914103	474	13,097	SH	SOLE
SUPERVALU INC	COM	868536103	243	7,882	SH	SOLE
SYMANTEC CORP	COM	871503108	603	31,160	SH	SOLE
SYSCO CORP	COM	871829107	613	22,300	SH	SOLE
TARGET CORP	COM	87612E106	1,341	28,854	SH	SOLE
TELLABS INC	COM	879664100	68	14,700	SH	SOLE
TENET HEALTHCARE CORP	COM	88033G100	99	17,774	SH	SOLE
TEXAS INSTRS INC	COM	882508104	1,380	49,000	SH	SOLE
TEXTRON INC	COM	883203101	442	9,212	SH	SOLE
THERMO FISHER SCIENTIFIC	COM	883556102	864	15,495	SH	SOLE
TIME WARNER INC	COM	887317105	1,964	132,690	SH	SOLE
TJX COS INC	COM	872540109	494	15,700	SH	SOLE
TRANSOCEAN INC	COM	G90073100	1,799	11,803	SH	SOLE
TRAVELERS COS INC	COM	89417E109	972	22,394	SH	SOLE
TYCO ELECTRONICS LTD	COM	G9144P105	636	17,744	SH	SOLE
TYCO INTL LTD BERMUDA	COM	G9143X208	714	17,842	SH	SOLE
TYSON FOODS INC	CL A	902494103	151	10,128	SH	SOLE
UNION PAC CORP	COM	907818108	1,444	19,128	SH	SOLE
UNISYS CORP	COM	909214108	52	13,200	SH	SOLE
UNITED PARCEL SVC INC	CL B	911312106	2,329	37,887	SH	SOLE
UNITED STATES STEEL CORP	COM	912909108	807	4,366	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	2,227	36,093	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	1,195	45,515	SH	SOLE
UNUM GROUP	COM	91529Y106	262	12,821	SH	SOLE
US BANCORP	COM	902973304	1,799	64,507	SH	SOLE
UST INC	COM	902911106	299	5,474	SH	SOLE
V F CORP	COM	918204108	228	3,207	SH	SOLE
VALERO ENERGY CORP	COM	91913Y100	807	19,587	SH	SOLE
VARIAN MED SYS INC	COM	92220P105	242	4,662	SH	SOLE
VERISIGN INC	COM	92343E102	272	7,200	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	3,740	105,652	SH	SOLE
VIACOM INC	CL B	92553P201	715	23,413	SH	SOLE
VMWARE INC	CL A COM	928563402	511,670	9,500,000	SH	DEFINED
VORNADO RLTY TR	COM	929042109	442	5,028	SH	SOLE
VULCAN MATLS CO	COM	929160109	245	4,100	SH	SOLE
WACHOVIA CORP	COM	929903102	1,231	79,279	SH	SOLE
WAL MART STORES INC	COM	931142103	4,846	86,225	SH	SOLE
WALGREEN CO	COM	931422109	1,195	36,750	SH	SOLE
WASHINGTON MUTUAL INC	COM	939322103	193	39,205	SH	SOLE
WASTE MGMT INC	COM	94106L109	688	18,235	SH	SOLE
WATERS CORP	COM	941848103	239	3,700	SH	SOLE
WEATHERFORD INTL LTD	COM	G95089101	1,251	25,224	SH	SOLE
WELLPOINT INC	COM	94973V107	929	19,492	SH	SOLE
WELLS FARGO & CO	COM	949746101	2,908	122,429	SH	SOLE
WESTERN UN CO	COM	959802109	678	27,429	SH	SOLE
WEYERHAEUSER CO	COM	962166104	398	7,790	SH	SOLE
WILLIAMS COS INC	COM	969457100	873	21,662	SH	SOLE
WINDSTREAM CORP	COM	97381W104	204	16,554	SH	SOLE
WRIGLEY WM JR CO	COM	982526105	618	7,940	SH	SOLE
WYETH	COM	983024100	2,371	49,428	SH	SOLE
XCEL ENERGY INC	COM	98389B100	320	15,953	SH	SOLE
XEROX CORP	COM	984121103	452	33,300	SH	SOLE
XILINX INC	COM	983919101	262	10,379	SH	SOLE

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XTO ENERGY INC	COM	98385X106	1,295	18,905 SH	SOLE
YAHOO INC	COM	984332106	1,054	51,019 SH	SOLE
YUM BRANDS INC	COM	988498101	616	17,565 SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	584	8,589 SH	SOLE