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INTEL CORP
Form 13F-HR
February 13, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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

February 13, 2009

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: 340
 Form 13F Information Table Value Total: \$577,902,000

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 MAN DISCRETION |
|---------------------------|------------------------------|------------------|--|---|---|
| 3M CO | COM | 88579Y101 | 1,486 | 25,834 SH | SOLE |
| ABBOTT LABS | COM | 002824100 | 3,041 | 56,975 SH | SOLE |
| ADOBE SYS INC | COM | 00724F101 | 418 | 19,637 SH | SOLE |
| ADVANCED MICRO DEVICES | COM | 007903107 | 48 | 22,450 SH | SOLE |
| AES CORP | COM | 00130H105 | 205 | 24,830 SH | SOLE |
| AETNA INC | COM | 00817Y108 | 497 | 17,456 SH | SOLE |
| AFLAC INC | COM | 001055102 | 808 | 17,629 SH | SOLE |
| AGILENT TECHNOLOGIES | COM | 00846U101 | 207 | 13,250 SH | SOLE |
| AIR PRODS & CHEMS INC | COM | 009158106 | 392 | 7,798 SH | SOLE |
| ALCOA INC | COM | 013817101 | 339 | 30,105 SH | SOLE |
| ALLEGHENY ENERGY INC | COM | 017361106 | 210 | 6,194 SH | SOLE |
| ALLERGAN INC | COM | 018490102 | 460 | 11,398 SH | SOLE |
| ALLSTATE CORP | COM | 020002101 | 656 | 20,012 SH | SOLE |
| ALTERA CORP | COM | 021441100 | 186 | 11,151 SH | SOLE |
| ALTRIA GROUP INC | COM | 02209S103 | 1,147 | 76,177 SH | SOLE |
| AMAZON.COM INC | COM | 023135106 | 607 | 11,830 SH | SOLE |
| AMEREN CORP | COM | 023608102 | 259 | 7,792 SH | SOLE |
| AMERICAN ELEC PWR INC | COM | 025537101 | 496 | 14,907 SH | SOLE |
| AMERICAN EXPRESS CO | COM | 025816109 | 795 | 42,850 SH | SOLE |
| AMERICAN INTL GROUP INC | COM | 026874107 | 156 | 99,348 SH | SOLE |
| AMERICAN TOWER CORP | COM | 029912201 | 428 | 14,600 SH | SOLE |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 210 | 5,902 SH | SOLE |

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|---------------------------|------------|-----------|---------|------------|----|---------|
| AMGEN INC | COM | 031162100 | 2,259 | 39,120 | SH | SOLE |
| ANADARKO PETE CORP | COM | 032511107 | 669 | 17,342 | SH | SOLE |
| ANALOG DEVICES INC | COM | 032654105 | 204 | 10,731 | SH | SOLE |
| AON CORP | COM | 037389103 | 469 | 10,266 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 923 | 12,382 | SH | SOLE |
| APOLLO GROUP INC | CL A | 037604105 | 301 | 3,928 | SH | SOLE |
| APPLE INC | COM | 037833100 | 2,798 | 32,785 | SH | SOLE |
| APPLIED MATLS INC | COM | 038222105 | 502 | 49,600 | SH | SOLE |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 687 | 23,827 | SH | SOLE |
| AT & T INC | COM | 00206R102 | 6,208 | 217,811 | SH | SOLE |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 738 | 18,766 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 216 | 1,551 | SH | SOLE |
| AVOCENT CORPORATION | COM | 053893103 | 2,775 | 154,960 | SH | SOLE |
| AVON PRODS INC | COM | 054303102 | 378 | 15,728 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 367 | 11,433 | SH | SOLE |
| BANK NEW YORK MELLON CORP | COM | 064058100 | 1,200 | 42,365 | SH | SOLE |
| BANK OF AMERICA CORP | COM | 060505104 | 2,374 | 168,578 | SH | SOLE |
| BARD C R INC | COM | 067383109 | 306 | 3,630 | SH | SOLE |
| BAXTER INTL INC | COM | 071813109 | 1,245 | 23,240 | SH | SOLE |
| BB&T CORP | COM | 054937107 | 558 | 20,320 | SH | SOLE |
| BECTON DICKINSON & CO | COM | 075887109 | 614 | 8,984 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 244 | 9,600 | SH | SOLE |
| BEST BUY INC | COM | 086516101 | 350 | 12,466 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 509 | 10,691 | SH | SOLE |
| BJ SVCS CO | COM | 055482103 | 127 | 10,900 | SH | SOLE |
| BLOCK H & R INC | COM | 093671105 | 275 | 12,116 | SH | SOLE |
| BOEING CO | COM | 097023105 | 1,168 | 27,384 | SH | SOLE |
| BOSTON PPTYS INC | COM | 101121101 | 242 | 4,396 | SH | SOLE |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 429 | 55,447 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 1,701 | 73,182 | SH | SOLE |
| BROADCOM CORP | CL A | 111320107 | 277 | 16,350 | SH | SOLE |
| BURLINGTON NORTH SANTA FE | COM | 12189T104 | 791 | 10,442 | SH | SOLE |
| C H ROBINSON WORLDWIDE | COM NEW | 12541W209 | 348 | 6,329 | SH | SOLE |
| CA INC | COM | 12673P105 | 269 | 14,526 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 234 | 7,810 | SH | SOLE |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 442 | 13,874 | SH | SOLE |
| CARDINAL HEALTH INC | COM | 14149Y108 | 457 | 13,256 | SH | SOLE |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 393 | 16,148 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 1,004 | 22,480 | SH | SOLE |
| CBS CORP | CL B | 124857202 | 206 | 25,119 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 929 | 16,813 | SH | SOLE |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 159 | 12,623 | SH | SOLE |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 312 | 19,300 | SH | SOLE |
| CHEVRON CORPORATION | COM | 166764100 | 5,617 | 75,933 | SH | SOLE |
| CHUBB CORP | COM | 171232101 | 678 | 13,294 | SH | SOLE |
| CIGNA CORP | COM | 125509109 | 172 | 10,208 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 3,559 | 218,319 | SH | SOLE |
| CIT GROUP INC | COM | 125581108 | 48 | 10,500 | SH | SOLE |
| CITIGROUP INC | COM | 172967101 | 1,350 | 201,231 | SH | SOLE |
| CLEARWIRE CORP | CL A | 185385309 | 13,967 | 3,333,333 | SH | DEFINED |
| CLEARWIRE CORP | CL A | 185385309 | 139,667 | 33,333,333 | SH | DEFINED |
| CLOROX CO | COM | 189054109 | 283 | 5,094 | SH | SOLE |
| CME GROUP INC | COM | 12572Q105 | 524 | 2,517 | SH | SOLE |
| COACH INC | COM | 189754104 | 259 | 12,465 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 3,328 | 73,507 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 141 | 11,700 | SH | SOLE |
| COGNIZANT TECH SOLUTIONS | CL A | 192446102 | 194 | 10,738 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 1,282 | 18,700 | SH | SOLE |
| COMCAST CORP | CL A | 20030N101 | 1,821 | 107,898 | SH | SOLE |
| CONAGRA FOODS INC | COM | 205887102 | 276 | 16,700 | SH | SOLE |
| CONOCOPHILLIPS | COM | 20825C104 | 2,912 | 56,225 | SH | SOLE |
| CONSOLIDATED EDISON INC | COM | 209115104 | 392 | 10,079 | SH | SOLE |

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|----------------------------|----------------|-----------|--------|-----------|----|---------|
| CORNING INC | COM | 219350105 | 556 | 58,369 | SH | SOLE |
| COSTCO WHSL CORP | COM | 22160K105 | 846 | 16,105 | SH | SOLE |
| COVIDIEN LIMITED | COM | G2552X108 | 672 | 18,543 | SH | SOLE |
| CSX CORP | COM | 126408103 | 488 | 15,044 | SH | SOLE |
| CUMMINS INC | COM | 231021106 | 201 | 7,510 | SH | SOLE |
| CVS CAREMARK CORP | COM | 126650100 | 1,525 | 53,046 | SH | SOLE |
| D R HORTON INC | COM | 23331A109 | 72 | 10,162 | SH | SOLE |
| DANAHER CORP | COM | 235851102 | 532 | 9,398 | SH | SOLE |
| DEERE & CO | COM | 244199105 | 606 | 15,816 | SH | SOLE |
| DELL INC | COM | 24702R101 | 659 | 64,382 | SH | SOLE |
| DEVON ENERGY CORP | COM | 25179M103 | 1,071 | 16,296 | SH | SOLE |
| DIRECTV GROUP INC | COM | 25459L106 | 488 | 21,313 | SH | SOLE |
| DISCOVER FINL SVCS | COM | 254709108 | 169 | 17,723 | SH | SOLE |
| DISNEY WALT CO | COM | 254687106 | 1,574 | 69,348 | SH | SOLE |
| DOMINION RES INC VA | COM | 25746U109 | 767 | 21,406 | SH | SOLE |
| DOVER CORP | COM | 260003108 | 230 | 6,983 | SH | SOLE |
| DOW CHEM CO | COM | 260543103 | 516 | 34,193 | SH | SOLE |
| DTE ENERGY CO | COM | 233331107 | 214 | 6,000 | SH | SOLE |
| DU PONT E I DE NEMOURS&CO | COM | 263534109 | 844 | 33,350 | SH | SOLE |
| DUKE ENERGY CORP | COM | 26441C105 | 702 | 46,781 | SH | SOLE |
| DYNEGY INC | CL A | 26817G102 | 37 | 18,685 | SH | SOLE |
| E TRADE FINANCIAL CORP | COM | 269246104 | 23 | 19,900 | SH | SOLE |
| EASTMAN KODAK CO | COM | 277461109 | 70 | 10,658 | SH | SOLE |
| EATON CORP | COM | 278058102 | 306 | 6,158 | SH | SOLE |
| EBAY INC | COM | 278642103 | 564 | 40,375 | SH | SOLE |
| ECOLAB INC | COM | 278865100 | 228 | 6,500 | SH | SOLE |
| EDISON INTL | COM | 281020107 | 385 | 12,000 | SH | SOLE |
| EL PASO CORP | COM | 28336L109 | 203 | 25,914 | SH | SOLE |
| ELECTRONIC ARTS | COM | 285512109 | 190 | 11,825 | SH | SOLE |
| EMC CORP MASS | COM | 268648102 | 801 | 76,491 | SH | SOLE |
| EMCORE CORP | COM | 290846104 | 38 | 29,611 | SH | DEFINED |
| EMCORE CORP | COM | 290846104 | 5,749 | 4,422,688 | SH | SOLE |
| EMERSON ELEC CO | COM | 291011104 | 1,050 | 28,684 | SH | SOLE |
| ENTERGY CORP | COM | 29364G103 | 587 | 7,062 | SH | SOLE |
| ENTROPIC COMMUNICATIONS | COM | 29384R105 | 492 | 984,636 | SH | DEFINED |
| EOG RES INC | COM | 26875P101 | 615 | 9,235 | SH | SOLE |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L107 | 298 | 10,002 | SH | SOLE |
| EXELON CORP | COM | 30161N101 | 1,353 | 24,331 | SH | SOLE |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 263 | 7,900 | SH | SOLE |
| EXPRESS SCRIPTS INC | COM | 302182100 | 501 | 9,106 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 15,324 | 191,964 | SH | SOLE |
| FEDEX CORP | COM | 31428X106 | 740 | 11,543 | SH | SOLE |
| FIFTH THIRD BANCORP | COM | 316773100 | 176 | 21,333 | SH | SOLE |
| FIRSTENERGY CORP | COM | 337932107 | 549 | 11,301 | SH | SOLE |
| FISERV INC | COM | 337738108 | 219 | 6,022 | SH | SOLE |
| FLUOR CORP | COM | 343412102 | 295 | 6,574 | SH | SOLE |
| FORD MTR CO | COM PAR \$0.01 | 345370860 | 191 | 83,574 | SH | SOLE |
| FOREST LABS INC | CL A | 345838106 | 288 | 11,310 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 228 | 5,528 | SH | SOLE |
| FPL GROUP INC | COM | 302571104 | 759 | 15,082 | SH | SOLE |
| FRANKLIN RES INC | COM | 354613101 | 361 | 5,658 | SH | SOLE |
| FREEMPORT MCMORAN COPR&GLD | COM | 35671D857 | 346 | 14,177 | SH | SOLE |
| FRONTIER COMMUNICATIONS | COM | 35906A108 | 102 | 11,700 | SH | SOLE |
| GAP INC | COM | 364760108 | 232 | 17,361 | SH | SOLE |
| GENERAL DYNAMICS CORP | COM | 369550108 | 843 | 14,642 | SH | SOLE |
| GENERAL ELEC CO | COM | 369604103 | 5,956 | 367,683 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 754 | 12,416 | SH | SOLE |
| GENERAL MTRS CORP | COM | 370442105 | 67 | 20,922 | SH | SOLE |
| GENUINE PARTS CO | COM | 372460105 | 225 | 5,933 | SH | SOLE |
| GENWORTH FINL INC | COM | 37247D106 | 45 | 16,000 | SH | SOLE |
| GENZYME CORP | COM | 372917104 | 658 | 9,917 | SH | SOLE |
| GILEAD SCIENCES INC | COM | 375558103 | 1,740 | 34,032 | SH | SOLE |

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|------------------------------|---------|-----------|-------|---------|----|---------|
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 1,354 | 16,040 | SH | SOLE |
| GOOGLE INC | CL A | 38259P508 | 2,718 | 8,836 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 590 | 32,426 | SH | SOLE |
| HARTFORD FINL SVCS GROUP | COM | 416515104 | 183 | 11,165 | SH | SOLE |
| HCP INC | COM | 40414L109 | 258 | 9,300 | SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 432 | 11,500 | SH | SOLE |
| HERSHEY COMPANY | COM | 427866108 | 212 | 6,100 | SH | SOLE |
| HESS CORP | COM | 42809H107 | 562 | 10,484 | SH | SOLE |
| HEWLETT PACKARD CO | COM | 428236103 | 3,286 | 90,542 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 1,444 | 62,740 | SH | SOLE |
| HONEYWELL INTL INC | COM | 438516106 | 903 | 27,509 | SH | SOLE |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 146 | 19,249 | SH | SOLE |
| HUDSON CITY BANCORP INC | COM | 443683107 | 306 | 19,194 | SH | SOLE |
| HUMANA INC | COM | 444859102 | 234 | 6,283 | SH | SOLE |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 103 | 13,506 | SH | SOLE |
| IBM CORP | COM | 459200101 | 4,216 | 50,097 | SH | SOLE |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 517 | 14,741 | SH | SOLE |
| INGERSOLL-RAND COMPANY LTD | COM | G4776G101 | 204 | 11,751 | SH | SOLE |
| INTELLON CORPORATION | COM | 45816W504 | 839 | 334,124 | SH | DEFINED |
| INTELLON CORPORATION | COM | 45816W504 | 207 | 82,424 | SH | DEFINED |
| INTERCONTINENTAL EXCH INC | COM | 45865V100 | 231 | 2,801 | SH | SOLE |
| INTERNATIONAL GAME TECH | COM | 459902102 | 136 | 11,400 | SH | SOLE |
| INTERNATIONAL PAPER CO | COM | 460146103 | 186 | 15,805 | SH | SOLE |
| INTERPUBLIC GROUP COS | COM | 460690100 | 70 | 17,644 | SH | SOLE |
| INTUIT | COM | 461202103 | 283 | 11,900 | SH | SOLE |
| INVESCO LTD | COM | G491BT108 | 206 | 14,300 | SH | SOLE |
| ITT CORP | COM | 450911102 | 310 | 6,735 | SH | SOLE |
| JACOBS ENGR GROUP INC | COM | 469814107 | 216 | 4,500 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 6,178 | 103,262 | SH | SOLE |
| JOHNSON CTLS INC | COM | 478366107 | 398 | 21,938 | SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 4,292 | 136,135 | SH | SOLE |
| JUNIPER NETWORKS INC | COM | 48203R104 | 351 | 20,054 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 407 | 9,275 | SH | SOLE |
| KEYCORP | COM | 493267108 | 156 | 18,284 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 810 | 15,360 | SH | SOLE |
| KOHL'S CORP | COM | 500255104 | 408 | 11,269 | SH | SOLE |
| KRAFT FOODS INC | CL A | 50075N104 | 1,506 | 56,103 | SH | SOLE |
| KROGER CO | COM | 501044101 | 640 | 24,234 | SH | SOLE |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 328 | 4,449 | SH | SOLE |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 264 | 4,100 | SH | SOLE |
| LILLY ELI & CO | COM | 532457108 | 1,491 | 37,014 | SH | SOLE |
| LIMITED BRANDS INC | COM | 532716107 | 105 | 10,507 | SH | SOLE |
| LOCKHEED MARTIN CORP | COM | 539830109 | 1,037 | 12,331 | SH | SOLE |
| LOEWS CORP | COM | 540424108 | 377 | 13,345 | SH | SOLE |
| LORILLARD INC | COM | 544147101 | 361 | 6,400 | SH | SOLE |
| LOWES COS INC | COM | 548661107 | 1,166 | 54,162 | SH | SOLE |
| LSI CORP | COM | 502161102 | 78 | 23,743 | SH | SOLE |
| MACYS INC | COM | 55616P104 | 161 | 15,546 | SH | SOLE |
| MARATHON OIL CORP | COM | 565849106 | 714 | 26,081 | SH | SOLE |
| MARRIOTT INTL INC | CL A | 571903202 | 213 | 10,933 | SH | SOLE |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 460 | 18,961 | SH | SOLE |
| MASCO CORP | COM | 574599106 | 149 | 13,350 | SH | SOLE |
| MASTERCARD INC | CL A | 57636Q104 | 386 | 2,700 | SH | SOLE |
| MATTEL INC | COM | 577081102 | 214 | 13,375 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 2,588 | 41,611 | SH | SOLE |
| MCGRAW HILL COS INC | COM | 580645109 | 272 | 11,731 | SH | SOLE |
| MCKESSON CORP | COM | 58155Q103 | 394 | 10,183 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 781 | 18,644 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 1,311 | 41,730 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 2,406 | 79,145 | SH | SOLE |
| MERRILL LYNCH & CO INC | COM | 590188108 | 659 | 56,606 | SH | SOLE |
| METLIFE INC | COM | 59156R108 | 886 | 25,410 | SH | SOLE |

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|----------------------------|---------|-----------|-------|---------|----|------|
| MICRON TECHNOLOGY INC | COM | 595112103 | 74 | 28,100 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 5,641 | 290,190 | SH | SOLE |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 270 | 5,520 | SH | SOLE |
| MONSANTO CO | COM | 61166W101 | 1,427 | 20,286 | SH | SOLE |
| MORGAN STANLEY | COM | 617446448 | 657 | 40,986 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 371 | 83,734 | SH | SOLE |
| MURPHY OIL CORP | COM | 626717102 | 310 | 7,000 | SH | SOLE |
| MYLAN INC | COM | 628530107 | 112 | 11,300 | SH | SOLE |
| NABORS INDUSTRIES LTD | COM | G6359F103 | 124 | 10,400 | SH | SOLE |
| NATIONAL CITY CORP | COM | 635405103 | 51 | 28,155 | SH | SOLE |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 378 | 15,456 | SH | SOLE |
| NETAPP INC | COM | 64110D104 | 169 | 12,100 | SH | SOLE |
| NEWELL RUBBERMAID INC | COM | 651229106 | 100 | 10,224 | SH | SOLE |
| NEWMONT MINING CORP HLDG | COM | 651639106 | 688 | 16,896 | SH | SOLE |
| NEWS CORPORATION | CL A | 65248E104 | 771 | 84,848 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 737 | 14,453 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 111 | 10,094 | SH | SOLE |
| NOBLE CORP | COM | G65422100 | 221 | 9,990 | SH | SOLE |
| NOBLE ENERGY INC | COM | 655044105 | 315 | 6,400 | SH | SOLE |
| NORFOLK SOUTHN CORP | COM | 655844108 | 652 | 13,850 | SH | SOLE |
| NORTHERN TR CORP | COM | 665859104 | 428 | 8,211 | SH | SOLE |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 563 | 12,503 | SH | SOLE |
| NOVELL INC | COM | 670006105 | 50 | 12,794 | SH | SOLE |
| NUCOR CORP | COM | 670346105 | 540 | 11,690 | SH | SOLE |
| NVIDIA CORP | COM | 67066G104 | 166 | 20,607 | SH | SOLE |
| NYSE EURONEXT | COM | 629491101 | 268 | 9,800 | SH | SOLE |
| OCCIDENTAL PETE CORP | COM | 674599105 | 1,811 | 30,181 | SH | SOLE |
| OFFICE DEPOT INC | COM | 676220106 | 30 | 10,144 | SH | SOLE |
| OMNICOM GROUP INC | COM | 681919106 | 316 | 11,748 | SH | SOLE |
| ORACLE CORPORATION | COM | 68389X105 | 2,569 | 144,887 | SH | SOLE |
| PACCAR INC | COM | 693718108 | 385 | 13,458 | SH | SOLE |
| PARKER HANNIFIN CORP | COM | 701094104 | 265 | 6,225 | SH | SOLE |
| PAYCHEX INC | COM | 704326107 | 312 | 11,875 | SH | SOLE |
| PEABODY ENERGY CORP | COM | 704549104 | 229 | 10,082 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 3,172 | 57,913 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 4,413 | 249,198 | SH | SOLE |
| PG&E CORP | COM | 69331C108 | 513 | 13,253 | SH | SOLE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 3,314 | 76,177 | SH | SOLE |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 221 | 6,350 | SH | SOLE |
| PNC FINANCIAL SERVICES GRP | COM | 693475105 | 629 | 12,843 | SH | SOLE |
| PPG INDS INC | COM | 693506107 | 255 | 6,021 | SH | SOLE |
| PPL CORP | COM | 69351T106 | 424 | 13,800 | SH | SOLE |
| PRAXAIR INC | COM | 74005P104 | 691 | 11,644 | SH | SOLE |
| PRECISION CASTPARTS CORP | COM | 740189105 | 308 | 5,175 | SH | SOLE |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 340 | 9,600 | SH | SOLE |
| PRINCIPAL FINANCIAL GRP | COM | 74251V102 | 217 | 9,600 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 6,932 | 112,127 | SH | SOLE |
| PROGRESS ENERGY INC | COM | 743263105 | 384 | 9,644 | SH | SOLE |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 369 | 24,933 | SH | SOLE |
| PRUDENTIAL FINL INC | COM | 744320102 | 477 | 15,765 | SH | SOLE |
| PUBLIC STORAGE | COM | 74460D109 | 366 | 4,600 | SH | SOLE |
| PUBLIC SVC ENTERPRISE GRP | COM | 744573106 | 547 | 18,754 | SH | SOLE |
| QUALCOMM INC | COM | 747525103 | 2,172 | 60,623 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 301 | 5,800 | SH | SOLE |
| QUESTAR CORP | COM | 748356102 | 210 | 6,430 | SH | SOLE |
| QWEST COMMS INTL INC | COM | 749121109 | 200 | 54,860 | SH | SOLE |
| RAYTHEON CO | COM | 755111507 | 785 | 15,383 | SH | SOLE |
| REGIONS FINL CORP | NEW COM | 7591EP100 | 205 | 25,705 | SH | SOLE |
| REYNOLDS AMERN INC | COM | 761713106 | 253 | 6,275 | SH | SOLE |
| ROCKWELL COLLINS INC | COM | 774341101 | 231 | 5,915 | SH | SOLE |
| ROHM & HAAS CO | COM | 775371107 | 284 | 4,592 | SH | SOLE |
| SAFEWAY INC | COM | 786514208 | 381 | 16,047 | SH | SOLE |

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|------------------------------|-----------|-----------|---------|-----------|----|---------|
| SARA LEE CORP | COM | 803111103 | 256 | 26,150 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 1,023 | 60,044 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 1,876 | 44,321 | SH | SOLE |
| SCHWAB CHARLES CORP | COM | 808513105 | 558 | 34,505 | SH | SOLE |
| SEMPRA ENERGY | COM | 816851109 | 389 | 9,129 | SH | SOLE |
| SHERWIN WILLIAMS CO | COM | 824348106 | 216 | 3,619 | SH | SOLE |
| SIMON PTY GROUP INC | COM | 828806109 | 444 | 8,362 | SH | SOLE |
| SLM CORP | COM | 78442P106 | 154 | 17,291 | SH | SOLE |
| SOUTHERN CO | COM | 842587107 | 1,054 | 28,499 | SH | SOLE |
| SOUTHWEST AIRLS CO | COM | 844741108 | 234 | 27,171 | SH | SOLE |
| SOUTHWESTERN ENERGY | COM | 845467109 | 368 | 12,700 | SH | SOLE |
| SOVEREIGN BANCORP INC | COM | 845905108 | 60 | 20,115 | SH | SOLE |
| SPECTRA ENERGY CORP | COM | 847560109 | 358 | 22,713 | SH | SOLE |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 193 | 105,534 | SH | SOLE |
| ST JUDE MED INC | COM | 790849103 | 415 | 12,603 | SH | SOLE |
| STAPLES INC | COM | 855030102 | 471 | 26,275 | SH | SOLE |
| STARBUCKS CORP | COM | 855244109 | 255 | 27,000 | SH | SOLE |
| STATE STREET CORP | COM | 857477103 | 628 | 15,958 | SH | SOLE |
| STRYKER CORP | COM | 863667101 | 366 | 9,163 | SH | SOLE |
| SUN MICROSYSTEMS INC | COM | 866810203 | 106 | 27,817 | SH | SOLE |
| SUNTRUST BKS INC | COM | 867914103 | 387 | 13,097 | SH | SOLE |
| SYMANTEC CORP | COM | 871503108 | 420 | 31,060 | SH | SOLE |
| SYSCO CORP | COM | 871829107 | 512 | 22,300 | SH | SOLE |
| TARGET CORP | COM | 87612E106 | 962 | 27,854 | SH | SOLE |
| TELLABS INC | COM | 879664100 | 61 | 14,700 | SH | SOLE |
| TENET HEALTHCARE CORP | COM | 88033G100 | 18 | 15,374 | SH | SOLE |
| TEXAS INSTRS INC | COM | 882508104 | 753 | 48,500 | SH | SOLE |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 528 | 15,495 | SH | SOLE |
| TIME WARNER INC | COM | 887317105 | 1,332 | 132,390 | SH | SOLE |
| TJX COS INC | COM | 872540109 | 319 | 15,500 | SH | SOLE |
| TRANSOCEAN LTD ZUG NAMEN-AKT | COM | H8817H100 | 558 | 11,803 | SH | SOLE |
| TRAVELERS COS INC | COM | 89417E109 | 985 | 21,794 | SH | SOLE |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 283 | 17,444 | SH | SOLE |
| TYCO INTERNATIONAL LTD | COM | G9143X208 | 379 | 17,542 | SH | SOLE |
| TYSON FOODS INC | CL A | 902494103 | 97 | 11,128 | SH | SOLE |
| UNION PAC CORP | COM | 907818108 | 900 | 18,828 | SH | SOLE |
| UNISYS CORP | COM | 909214108 | 11 | 13,300 | SH | SOLE |
| UNITED PARCEL SVC INC | CL B | 911312106 | 2,057 | 37,287 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 1,913 | 35,693 | SH | SOLE |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 1,197 | 45,015 | SH | SOLE |
| UNUM GROUP | COM | 91529Y106 | 237 | 12,721 | SH | SOLE |
| US BANCORP | COM NEW | 902973304 | 1,611 | 64,407 | SH | SOLE |
| UST INC | COM | 902911106 | 380 | 5,474 | SH | SOLE |
| VALERO ENERGY CORP | COM | 91913Y100 | 420 | 19,387 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 3,568 | 105,252 | SH | SOLE |
| VIACOM INC | CL B | 92553P201 | 437 | 22,913 | SH | SOLE |
| VMWARE INC | CL A COM | 928563402 | 145,539 | 6,143,476 | SH | DEFINED |
| VORNADO RLTY TR | COM | 929042109 | 303 | 5,028 | SH | SOLE |
| VULCAN MATLS CO | COM | 929160109 | 285 | 4,100 | SH | SOLE |
| WACHOVIA CORP | COM | 929903102 | 442 | 79,779 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 4,649 | 82,925 | SH | SOLE |
| WALGREEN CO | COM | 931422109 | 902 | 36,550 | SH | SOLE |
| WASTE MGMT INC | COM | 94106L109 | 601 | 18,135 | SH | SOLE |
| WEATHERFORD INTL LTD | COM | G95089101 | 272 | 25,124 | SH | SOLE |
| WELLPOINT INC | COM | 94973V107 | 796 | 18,892 | SH | SOLE |
| WELLS FARGO & CO | COM | 949746101 | 3,606 | 122,329 | SH | SOLE |
| WENDYS / ARBYS GROUP INC | COM | 950587105 | 52 | 10,569 | SH | SOLE |
| WESTERN UN CO | COM | 959802109 | 386 | 26,929 | SH | SOLE |
| WEYERHAEUSER CO | COM | 962166104 | 238 | 7,790 | SH | SOLE |
| WILLIAMS COS INC | COM | 969457100 | 308 | 21,262 | SH | SOLE |
| WINDSTREAM CORP | COM | 97381W104 | 150 | 16,254 | SH | SOLE |
| WYETH | COM | 983024100 | 1,850 | 49,328 | SH | SOLE |

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|------------------|------|-----------|-----|-----------|------|
| XCEL ENERGY INC | COM | 98389B100 | 305 | 16,453 SH | SOLE |
| XEROX CORP | COM | 984121103 | 257 | 32,200 SH | SOLE |
| XILINX INC | COM | 983919101 | 181 | 10,179 SH | SOLE |
| XL CAP LTD | CL A | G98255105 | 43 | 11,500 SH | SOLE |
| XTO ENERGY INC | COM | 98385X106 | 716 | 20,305 SH | SOLE |
| YAHOO INC | COM | 984332106 | 625 | 51,219 SH | SOLE |
| YUM BRANDS INC | COM | 988498101 | 547 | 17,365 SH | SOLE |
| ZIMMER HLDGS INC | COM | 98956P102 | 335 | 8,289 SH | SOLE |