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INTEL CORP  
Form 13F-HR  
November 12, 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: September 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

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

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November 10, 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: 389  
 Form 13F Information Table Value Total: \$957,164,000

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 PRINCIPAL SH/ PRN	ITEM 6: INVESTMENT MA DISCRETION
3M CO	COM	88579Y101	1,765	25,834 SH	SOLE
ABBOTT LABS	COM	002824100	3,281	56,975 SH	SOLE
ADOBE SYS INC	COM	00724F101	775	19,637 SH	SOLE
ADVANCED MICRO DEVICES INC	COM	007903107	118	22,450 SH	SOLE
AES CORP	COM	00130H105	290	24,830 SH	SOLE
AETNA INC	COM	00817Y108	630	17,456 SH	SOLE
AFLAC INC	COM	001055102	1,036	17,629 SH	SOLE
AGILENT TECHNOLOGIES INC	COM	00846U101	393	13,250 SH	SOLE
AIR PRODS & CHEMS INC	COM	009158106	534	7,798 SH	SOLE
ALCOA INC	COM	013817101	680	30,105 SH	SOLE
ALLEGHENY ENERGY INC	COM	017361106	228	6,194 SH	SOLE
ALLERGAN INC	COM	018490102	587	11,398 SH	SOLE
ALLIED WASTE INDS INC	COM PAR \$0.01 NEW	019589308	139	12,507 SH	SOLE
ALLSTATE CORP	COM	020002101	923	20,012 SH	SOLE
ALTERA CORP	COM	021441100	231	11,151 SH	SOLE
ALTRIA GROUP INC	COM	02209S103	1,511	76,177 SH	SOLE
AMAZON.COM INC	COM	023135106	861	11,830 SH	SOLE
AMEREN CORP	COM	023608102	304	7,792 SH	SOLE
AMERICAN ELEC PWR INC	COM	025537101	552	14,907 SH	SOLE
AMERICAN EXPRESS CO	COM	025816109	1,518	42,850 SH	SOLE
AMERICAN INTL GROUP INC	COM	026874107	331	99,348 SH	SOLE
AMERICAN TOWER CORP	COM	029912201	525	14,600 SH	SOLE
AMERIPRISE FINL INC	COM	03076C106	305	7,991 SH	SOLE
AMERISOURCEBERGEN CORP	COM	03073E105	222	5,902 SH	SOLE
AMGEN INC	COM	031162100	2,319	39,120 SH	SOLE
AMPHENOL CORP	CL A	032095101	261	6,500 SH	SOLE

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ANADARKO PETE CORP	COM	032511107	841	17,342	SH	SOLE
ANALOG DEVICES INC	COM	032654105	283	10,731	SH	SOLE
ANHEUSER BUSCH COS INC	COM	035229103	1,723	26,552	SH	SOLE
AON CORP	COM	037389103	462	10,266	SH	SOLE
APACHE CORP	COM	037411105	1,291	12,382	SH	SOLE
APOLLO GROUP INC	CL A	037604105	233	3,928	SH	SOLE
APPLE INC	COM	037833100	3,726	32,785	SH	SOLE
APPLIED BIOSYSTEMS INC	COM	038149100	213	6,218	SH	SOLE
APPLIED MATLS INC	COM	038222105	750	49,600	SH	SOLE
ARCHER DANIELS MIDLAND CO	COM	039483102	522	23,827	SH	SOLE
ASSURANT INC	COM	04621X108	241	4,382	SH	SOLE
AT & T INC	COM	00206R102	6,081	217,811	SH	SOLE
AUTODESK INC	COM	052769106	278	8,301	SH	SOLE
AUTOMATIC DATA PROCESSING	COM	053015103	802	18,766	SH	SOLE
AVALONBAY CMNTYS INC	COM	053484101	283	2,878	SH	SOLE
AVOCENT CORPORATION	COM	053893103	3,302	161,409	SH	SOLE
AVON PRODS INC	COM	054303102	654	15,728	SH	SOLE
BAKER HUGHES INC	COM	057224107	692	11,433	SH	SOLE
BANK NEW YORK MELLON CORP	COM	064058100	1,380	42,365	SH	SOLE
BANK OF AMERICA CORP	COM	060505104	5,900	168,578	SH	SOLE
BARD C R INC	COM	067383109	344	3,630	SH	SOLE
BARR PHARMACEUTICALS INC	COM	068306109	266	4,069	SH	SOLE
BAXTER INTL INC	COM	071813109	1,525	23,240	SH	SOLE
BB&T CORP	COM	054937107	768	20,320	SH	SOLE
BECTON DICKINSON & CO	COM	075887109	721	8,984	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	302	9,600	SH	SOLE
BEST BUY INC	COM	086516101	467	12,466	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	538	10,691	SH	SOLE
BJ SVCS CO	COM	055482103	209	10,900	SH	SOLE
BLOCK H & R INC	COM	093671105	276	12,116	SH	SOLE
BMC SOFTWARE INC	COM	055921100	200	7,000	SH	SOLE
BOEING CO	COM	097023105	1,570	27,384	SH	SOLE
BOSTON PPTYS INC	COM	101121101	412	4,396	SH	SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	680	55,447	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	1,526	73,182	SH	SOLE
BROADCOM CORP	CL A	111320107	305	16,350	SH	SOLE
BROWN FORMAN CORP	CL B	115637209	210	2,921	SH	SOLE
BURLINGTON NORTH SANTA FE	COM	12189T104	965	10,442	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM	12541W209	323	6,329	SH	SOLE
CA INC	COM	12673P105	290	14,526	SH	SOLE
CAMERON INTL CORP	COM	13342B105	308	8,000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	301	7,810	SH	SOLE
CAPITAL ONE FINL CORP	COM	14040H105	708	13,874	SH	SOLE
CARDINAL HEALTH INC	COM	14149Y108	653	13,256	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	571	16,148	SH	SOLE
CATERPILLAR INC	COM	149123101	1,340	22,480	SH	SOLE
CBS CORP	CL B	124857202	366	25,119	SH	SOLE
CELGENE CORP	COM	151020104	1,064	16,813	SH	SOLE
CENTERPOINT ENERGY INC	COM	15189T107	184	12,623	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	692	19,300	SH	SOLE
CHEVRON CORPORATION	COM	166764100	6,263	75,933	SH	SOLE
CHUBB CORP	COM	171232101	730	13,294	SH	SOLE
CIGNA CORP	COM	125509109	347	10,208	SH	SOLE
CISCO SYS INC	COM	17275R102	4,925	218,319	SH	SOLE
CIT GROUP INC	COM	125581108	73	10,500	SH	SOLE
CITIGROUP INC	COM	172967101	4,127	201,231	SH	SOLE
CLEARWIRE CORP	CL A	185385309	39,600	3,333,333	SH	DEFINED
CLEARWIRE CORP	CL A	185385309	278,320	23,427,601	SH	DEFINED
CLOROX CO	COM	189054109	319	5,094	SH	SOLE
CME GROUP INC	COM	12572Q105	935	2,517	SH	SOLE
COACH INC	COM	189754104	312	12,465	SH	SOLE
COCA COLA CO	COM	191216100	3,887	73,507	SH	SOLE

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COCA COLA ENTERPRISES INC	COM	191219104	196	11,700	SH	SOLE
COGNIZANT TECH SOLUTIONS	CL A	192446102	245	10,738	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	1,409	18,700	SH	SOLE
COMCAST CORP	CL A	20030N101	2,118	107,898	SH	SOLE
COMPUTER SCIENCES CORP	COM	205363104	224	5,579	SH	SOLE
CONAGRA FOODS INC	COM	205887102	325	16,700	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	4,118	56,225	SH	SOLE
CONSOL ENERGY INC	COM	20854P109	311	6,780	SH	SOLE
CONSOLIDATED EDISON INC	COM	209115104	433	10,079	SH	SOLE
COOPER INDUSTRIES LTD	COM	G24182100	257	6,429	SH	SOLE
CORNING INC	COM	219350105	913	58,369	SH	SOLE
COSTCO WHSL CORP	COM	22160K105	1,046	16,105	SH	SOLE
COVIDIEN LIMITED	COM	G2552X108	997	18,543	SH	SOLE
CSX CORP	COM	126408103	821	15,044	SH	SOLE
CUMMINS INC	COM	231021106	328	7,510	SH	SOLE
CVS CAREMARK CORP	COM	126650100	1,786	53,046	SH	SOLE
D R HORTON INC	COM	23331A109	132	10,162	SH	SOLE
DANAHER CORP	COM	235851102	652	9,398	SH	SOLE
DAVITA INC	COM	23918K108	222	3,900	SH	SOLE
DEERE & CO	COM	244199105	783	15,816	SH	SOLE
DELL INC	COM	24702R101	1,061	64,382	SH	SOLE
DEVON ENERGY CORP	COM	25179M103	1,486	16,296	SH	SOLE
DIRECTTV GROUP INC	COM	25459L106	558	21,313	SH	SOLE
DISCOVER FINL SVCS	COM	254709108	245	17,723	SH	SOLE
DISNEY WALT CO	COM	254687106	2,128	69,348	SH	SOLE
DOMINION RES INC VA	COM	25746U109	916	21,406	SH	SOLE
DOVER CORP	COM	260003108	283	6,983	SH	SOLE
DOW CHEM CO	COM	260543103	1,087	34,193	SH	SOLE
DTE ENERGY CO	COM	233331107	241	6,000	SH	SOLE
DU PONT E I DE NEMOURS&CO	COM	263534109	1,344	33,350	SH	SOLE
DUKE ENERGY CORP	COM	26441C105	815	46,781	SH	SOLE
DYNEGY INC	CL A	26817G102	67	18,685	SH	SOLE
E TRADE FINANCIAL CORP	COM	269246104	56	19,900	SH	SOLE
EASTMAN KODAK CO	COM	277461109	164	10,658	SH	SOLE
EATON CORP	COM	278058102	346	6,158	SH	SOLE
EBAY INC	COM	278642103	904	40,375	SH	SOLE
ECOLAB INC	COM	278865100	315	6,500	SH	SOLE
EDISON INTL	COM	281020107	479	12,000	SH	SOLE
EL PASO CORP	COM	28336L109	331	25,914	SH	SOLE
ELECTRONIC ARTS	COM	285512109	437	11,825	SH	SOLE
EMBARQ CORP	COM	29078E105	215	5,306	SH	SOLE
EMC CORP MASS	COM	268648102	915	76,491	SH	SOLE
EMCORE CORP	COM	290846104	146	29,611	SH	DEFINED
EMCORE CORP	COM	290846104	21,848	4,422,688	SH	SOLE
EMERSON ELEC CO	COM	291011104	1,170	28,684	SH	SOLE
ENSCO INTL INC	COM	26874Q100	308	5,341	SH	SOLE
ENTERGY CORP	COM	29364G103	629	7,062	SH	SOLE
ENTROPIC COMMS, INC.	COM	29384R105	1,388	984,636	SH	DEFINED
EOG RES INC	COM	26875P101	826	9,235	SH	SOLE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	444	10,002	SH	SOLE
ESTEE LAUDER COS INC	CL A	518439104	210	4,200	SH	SOLE
EXELON CORP	COM	30161N101	1,524	24,331	SH	SOLE
EXPEDITORS INTL WASH INC	COM	302130109	275	7,900	SH	SOLE
EXPRESS SCRIPTS INC	COM	302182100	672	9,106	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	14,908	191,964	SH	SOLE
FASTENAL CO	COM	311900104	237	4,800	SH	SOLE
FEDEX CORP	COM	31428X106	912	11,543	SH	SOLE
FIFTH THIRD BANCORP	COM	316773100	254	21,333	SH	SOLE
FIRSTENERGY CORP	COM	337932107	757	11,301	SH	SOLE
FISERV INC	COM	337738108	285	6,022	SH	SOLE
FLUOR CORP	COM	343412102	366	6,574	SH	SOLE
FORD MTR CO	COM PAR \$0.01	345370860	435	83,574	SH	SOLE

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FOREST LABS INC	CL A	345838106	320	11,310	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	317	5,528	SH	SOLE
FPL GROUP INC	COM	302571104	759	15,082	SH	SOLE
FRANKLIN RES INC	COM	354613101	499	5,658	SH	SOLE
FREEMPORT MCMORAN COPR/GOLD	COM	35671D857	806	14,177	SH	SOLE
FRONTIER COMMS CORP	COM	35906A108	135	11,700	SH	SOLE
GAMESTOP CORP	COM	36467W109	205	6,000	SH	SOLE
GAP INC	COM	364760108	309	17,361	SH	SOLE
GENERAL DYNAMICS CORP	COM	369550108	1,078	14,642	SH	SOLE
GENERAL ELEC CO	COM	369604103	9,376	367,683	SH	SOLE
GENERAL MLS INC	COM	370334104	853	12,416	SH	SOLE
GENERAL MTRS CORP	COM	370442105	198	20,922	SH	SOLE
GENUINE PARTS CO	COM	372460105	239	5,933	SH	SOLE
GENWORTH FINL INC	COM	37247D106	138	16,000	SH	SOLE
GENZYME CORP	COM	372917104	802	9,917	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	1,553	34,032	SH	SOLE
GOLDMAN SACHS GROUP	COM	38141G104	2,053	16,040	SH	SOLE
GOOGLE INC	CL A	38259P508	3,539	8,836	SH	SOLE
GRAINGER W W INC	COM	384802104	209	2,400	SH	SOLE
HALLIBURTON CO	COM	406216101	1,050	32,426	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	323	8,666	SH	SOLE
HARRIS CORP	COM	413875105	231	5,000	SH	SOLE
HARTFORD FINL SVCS GRP	COM	416515104	458	11,165	SH	SOLE
HCP INC	COM	40414L109	373	9,300	SH	SOLE
HEINZ H J CO	COM	423074103	575	11,500	SH	SOLE
HERSHEY COMPANY	COM	427866108	241	6,100	SH	SOLE
HESS CORP	COM	42809H107	861	10,484	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	4,187	90,542	SH	SOLE
HOME DEPOT INC	COM	437076102	1,624	62,740	SH	SOLE
HONEYWELL INTL INC	COM	438516106	1,143	27,509	SH	SOLE
HOSPIRA INC	COM	441060100	224	5,854	SH	SOLE
HOST HOTELS & RESORTS	COM	44107P104	256	19,249	SH	SOLE
HUDSON CITY BANCORP	COM	443683107	354	19,194	SH	SOLE
HUMANA INC	COM	444859102	259	6,283	SH	SOLE
HUNTINGTON BANCSHARES	COM	446150104	108	13,506	SH	SOLE
IBM CORP	COM	459200101	5,859	50,097	SH	SOLE
ILLINOIS TOOL WKS INC	COM	452308109	655	14,741	SH	SOLE
INGERSOLL-RAND COMPANY LTD	COM	G4776G101	366	11,751	SH	SOLE
INTELLON CORPORATION	COM	45816W504	1,223	334,124	SH	DEFINED
INTELLON CORPORATION	COM	45816W504	302	82,424	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	226	2,801	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	196	11,400	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	414	15,805	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	137	17,644	SH	SOLE
INTUIT	COM	461202103	376	11,900	SH	SOLE
INTUITIVE SURGICAL INC	COM	46120E602	337	1,400	SH	SOLE
INVESCO LTD	COM	G491BT108	300	14,300	SH	SOLE
ITT CORP	COM	450911102	375	6,735	SH	SOLE
JACOBS ENGR GROUP INC	COM	469814107	244	4,500	SH	SOLE
JC PENNEY CO INC	COM	708160106	274	8,228	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	7,154	103,262	SH	SOLE
JOHNSON CTLS INC	COM	478366107	665	21,938	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	6,358	136,135	SH	SOLE
JUNIPER NETWORKS INC	COM	48203R104	423	20,054	SH	SOLE
KELLOGG CO	COM	487836108	520	9,275	SH	SOLE
KEYCORP	COM	493267108	218	18,284	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	996	15,360	SH	SOLE
KIMCO RLTY CORP	COM	49446R109	310	8,403	SH	SOLE
KLA TENCOR CORP	COM	482480100	203	6,400	SH	SOLE
KOHL'S CORP	COM	500255104	519	11,269	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	1,837	56,103	SH	SOLE
KROGER CO	COM	501044101	666	24,234	SH	SOLE

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L-3 COMMUNICATIONS HLDGS	COM	502424104	437	4,449	SH	SOLE
LABORATORY CORP AMER HLDGS	COM	50540R409	285	4,100	SH	SOLE
LEUCADIA NATL CORP	COM	527288104	297	6,542	SH	SOLE
LILLY ELI & CO	COM	532457108	1,630	37,014	SH	SOLE
LIMITED BRANDS INC	COM	532716107	182	10,507	SH	SOLE
LINCOLN NATL CORP IND	COM	534187109	407	9,500	SH	SOLE
LINEAR TECHNOLOGY CORP	COM	535678106	252	8,212	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	1,352	12,331	SH	SOLE
LOEWS CORP	COM	540424108	527	13,345	SH	SOLE
LORILLARD INC	COM	544147101	455	6,400	SH	SOLE
LOWES COS INC	COM	548661107	1,283	54,162	SH	SOLE
LSI CORP	COM	502161102	127	23,743	SH	SOLE
M & T BK CORP	COM	55261F104	259	2,900	SH	SOLE
MACYS INC	COM	55616P104	280	15,546	SH	SOLE
MARATHON OIL CORP	COM	565849106	1,040	26,081	SH	SOLE
MARRIOTT INTL INC	CL A	571903202	285	10,933	SH	SOLE
MARSH & MCLENNAN COS INC	COM	571748102	602	18,961	SH	SOLE
MASCO CORP	COM	574599106	239	13,350	SH	SOLE
MASTERCARD INC	CL A	57636Q104	479	2,700	SH	SOLE
MATTEL INC	COM	577081102	241	13,375	SH	SOLE
MCDONALDS CORP	COM	580135101	2,567	41,611	SH	SOLE
MCGRAW HILL COS INC	COM	580645109	371	11,731	SH	SOLE
MCKESSON CORP	COM	58155Q103	548	10,183	SH	SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	839	18,644	SH	SOLE
MEDTRONIC INC	COM	585055106	2,091	41,730	SH	SOLE
MEMC ELECTRONICS MATERIALS	COM	552715104	235	8,323	SH	SOLE
MERCK & CO INC	COM	589331107	2,498	79,145	SH	SOLE
MERRILL LYNCH & CO INC	COM	590188108	1,432	56,606	SH	SOLE
METLIFE INC	COM	59156R108	1,423	25,410	SH	SOLE
MICROCHIP TECHNOLOGY INC	COM	595017104	202	6,847	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	114	28,100	SH	SOLE
MICROSOFT CORP	COM	594918104	7,745	290,190	SH	SOLE
MOLSON COORS BREWING CO	CL B	60871R209	258	5,520	SH	SOLE
MONSANTO CO	COM	61166W101	2,008	20,286	SH	SOLE
MOODYS CORP	COM	615369105	248	7,295	SH	SOLE
MORGAN STANLEY	COM	617446448	943	40,986	SH	SOLE
MOTOROLA INC	COM	620076109	598	83,734	SH	SOLE
MURPHY OIL CORP	COM	626717102	449	7,000	SH	SOLE
MYLAN INC	COM	628530107	129	11,300	SH	SOLE
NABORS INDUSTRIES LTD	COM	G6359F103	259	10,400	SH	SOLE
NATIONAL CITY CORP	COM	635405103	49	28,155	SH	SOLE
NATIONAL OILWELL VARCO INC	COM	637071101	776	15,456	SH	SOLE
NETAPP INC	COM	64110D104	221	12,100	SH	SOLE
NEWELL RUBBERMAID INC	COM	651229106	176	10,224	SH	SOLE
NEWMONT MINING CORP HOLDING	COM	651639106	655	16,896	SH	SOLE
NEWS CORPORATION	CL A	65248E104	1,017	84,848	SH	SOLE
NIKE INC	CL B	654106103	967	14,453	SH	SOLE
NISOURCE INC	COM	65473P105	149	10,094	SH	SOLE
NOBLE CORP	COM	G65422100	439	9,990	SH	SOLE
NOBLE ENERGY INC	COM	655044105	356	6,400	SH	SOLE
NORFOLK SOUTHN CORP	COM	655844108	917	13,850	SH	SOLE
NORTHERN TR CORP	COM	665859104	593	8,211	SH	SOLE
NORTHROP GRUMMAN CORP	COM	666807102	757	12,503	SH	SOLE
NOVELL INC	COM	670006105	66	12,794	SH	SOLE
NUCOR CORP	COM	670346105	462	11,690	SH	SOLE
NVIDIA CORP	COM	67066G104	221	20,607	SH	SOLE
NYSE EURONEXT	COM	629491101	384	9,800	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	2,126	30,181	SH	SOLE
OFFICE DEPOT INC	COM	676220106	59	10,144	SH	SOLE
OMNICOM GROUP INC	COM	681919106	453	11,748	SH	SOLE
ORACLE CORPORATION	COM	68389X105	2,943	144,887	SH	SOLE
PACCAR INC	COM	693718108	514	13,458	SH	SOLE

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PARKER HANNIFIN CORP	COM	701094104	330	6,225	SH	SOLE
PAYCHEX INC	COM	704326107	392	11,875	SH	SOLE
PEABODY ENERGY CORP	COM	704549104	454	10,082	SH	SOLE
PEPSICO INC	COM	713448108	4,127	57,913	SH	SOLE
PFIZER INC	COM	717081103	4,595	249,198	SH	SOLE
PG&E CORP	COM	69331C108	496	13,253	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	3,664	76,177	SH	SOLE
PIONEER NAT RES CO	COM	723787107	230	4,400	SH	SOLE
PITNEY BOWES INC	COM	724479100	254	7,635	SH	SOLE
PLUM CREEK TIMBER CO INC	COM	729251108	317	6,350	SH	SOLE
PNC FINANCIAL SERVICES GRP	COM	693475105	959	12,843	SH	SOLE
PPG INDS INC	COM	693506107	351	6,021	SH	SOLE
PPL CORP	COM	69351T106	511	13,800	SH	SOLE
PRAXAIR INC	COM	74005P104	835	11,644	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	408	5,175	SH	SOLE
PRICE T ROWE GROUP INC	COM	74144T108	516	9,600	SH	SOLE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	418	9,600	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	7,814	112,127	SH	SOLE
PROGRESS ENERGY INC	COM	743263105	416	9,644	SH	SOLE
PROGRESSIVE CORP OHIO	COM	743315103	434	24,933	SH	SOLE
PROLOGIS INT	COM	743410102	400	9,700	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	1,135	15,765	SH	SOLE
PUBLIC STORAGE	COM	74460D109	455	4,600	SH	SOLE
PUBLIC SVC ENTERPRISE GRP	COM	744573106	615	18,754	SH	SOLE
QUALCOMM INC	COM	747525103	2,605	60,623	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	300	5,800	SH	SOLE
QUESTAR CORP	COM	748356102	263	6,430	SH	SOLE
QWEST COMMUNICATIONS INTL	COM	749121109	177	54,860	SH	SOLE
RANGE RES CORP	COM	75281A109	244	5,700	SH	SOLE
RAYTHEON CO	COM	755111507	823	15,383	SH	SOLE
REGIONS FINL CORP	COM	7591EP100	247	25,705	SH	SOLE
REYNOLDS AMERN INC	COM	761713106	305	6,275	SH	SOLE
ROCKWELL AUTOMATION INC	COM	773903109	202	5,406	SH	SOLE
ROCKWELL COLLINS INC	COM	774341101	284	5,915	SH	SOLE
ROHM & HAAS CO	COM	775371107	326	4,592	SH	SOLE
SAFEWAY INC	COM	786514208	381	16,047	SH	SOLE
SARA LEE CORP	COM	803111103	330	26,150	SH	SOLE
SCHERING PLOUGH CORP	COM	806605101	1,109	60,044	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	3,461	44,321	SH	SOLE
SCHWAB CHARLES CORP	COM	808513105	897	34,505	SH	SOLE
SEMPRA ENERGY	COM	816851109	461	9,129	SH	SOLE
SHERWIN WILLIAMS CO	COM	824348106	207	3,619	SH	SOLE
SIGMA ALDRICH CORP	COM	826552101	243	4,639	SH	SOLE
SIMON PPTY GROUP INC	COM	828806109	811	8,362	SH	SOLE
SLM CORP	COM	78442P106	213	17,291	SH	SOLE
SMITH INTL INC	COM	832110100	465	7,937	SH	SOLE
SOUTHERN CO	COM	842587107	1,074	28,499	SH	SOLE
SOUTHWEST AIRLS CO	COM	844741108	394	27,171	SH	SOLE
SOUTHWESTERN ENERGY CO	COM	845467109	388	12,700	SH	SOLE
SOVEREIGN BANCORP INC	COM	845905108	79	20,115	SH	SOLE
SPECTRA ENERGY CORP	COM	847560109	541	22,713	SH	SOLE
SPRINT NEXTEL CORP	COM SER 1	852061100	644	105,534	SH	SOLE
ST JUDE MED INC	COM	790849103	548	12,603	SH	SOLE
STAPLES INC	COM	855030102	591	26,275	SH	SOLE
STARBUCKS CORP	COM	855244109	401	27,000	SH	SOLE
STATE STREET CORP	COM	857477103	908	15,958	SH	SOLE
STRYKER CORP	COM	863667101	571	9,163	SH	SOLE
SUN MICROSYSTEMS INC	COM	866810203	211	27,817	SH	SOLE
SUNTRUST BKS INC	COM	867914103	589	13,097	SH	SOLE
SYMANTEC CORP	COM	871503108	608	31,060	SH	SOLE
SYSCO CORP	COM	871829107	688	22,300	SH	SOLE
TARGET CORP	COM	87612E106	1,366	27,854	SH	SOLE

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TELLABS INC	COM	879664100	60	14,700	SH	SOLE
TENET HEALTHCARE CORP	COM	88033G100	85	15,374	SH	SOLE
TEXAS INSTRS INC	COM	882508104	1,043	48,500	SH	SOLE
TEXTRON INC	COM	883203101	270	9,212	SH	SOLE
THERMO FISHER SCIENTIFIC	COM	883556102	852	15,495	SH	SOLE
TIME WARNER INC	COM	887317105	1,736	132,390	SH	SOLE
TJX COS INC	COM	872540109	473	15,500	SH	SOLE
TRANSOCEAN INC	COM	G90073100	1,296	11,803	SH	SOLE
TRAVELERS COS INC	COM	89417E109	985	21,794	SH	SOLE
TYCO ELECTRONICS LTD	COM	G9144P105	483	17,444	SH	SOLE
TYCO INTL LTD BERMUDA	COM	G9143X208	614	17,542	SH	SOLE
TYSON FOODS INC	CL A	902494103	133	11,128	SH	SOLE
UNION PAC CORP	COM	907818108	1,340	18,828	SH	SOLE
UNISYS CORP	COM	909214108	37	13,300	SH	SOLE
UNITED PARCEL SVC INC	CL B	911312106	2,345	37,287	SH	SOLE
UNITED STATES STEEL CORP	COM	912909108	339	4,366	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	2,144	35,693	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	1,143	45,015	SH	SOLE
UNUM GROUP	COM	91529Y106	319	12,721	SH	SOLE
US BANCORP	COM	902973304	2,320	64,407	SH	SOLE
UST INC	COM	902911106	364	5,474	SH	SOLE
V F CORP	COM	918204108	248	3,207	SH	SOLE
VALERO ENERGY CORP	COM	91913Y100	587	19,387	SH	SOLE
VARIAN MED SYS INC	COM	92220P105	266	4,662	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	3,378	105,252	SH	SOLE
VIACOM INC	CL B	92553P201	569	22,913	SH	SOLE
VMWARE INC	CL A COM	928563402	253,080	9,500,000	SH	DEFINED
VORNADO RLTY TR	COM	929042109	457	5,028	SH	SOLE
VULCAN MATLS CO	COM	929160109	305	4,100	SH	SOLE
WACHOVIA CORP	COM	929903102	279	79,779	SH	SOLE
WAL MART STORES INC	COM	931142103	4,966	82,925	SH	SOLE
WALGREEN CO	COM	931422109	1,132	36,550	SH	SOLE
WASTE MGMT INC	COM	94106L109	571	18,135	SH	SOLE
WATERS CORP	COM	941848103	215	3,700	SH	SOLE
WEATHERFORD INTL LTD	COM	G95089101	632	25,124	SH	SOLE
WELLPOINT INC	COM	94973V107	884	18,892	SH	SOLE
WELLS FARGO & CO	COM	949746101	4,591	122,329	SH	SOLE
WENDYS/ARBYS GRP INC	COM	950587105	56	10,569	SH	SOLE
WESTERN UN CO	COM	959802109	664	26,929	SH	SOLE
WEYERHAEUSER CO	COM	962166104	472	7,790	SH	SOLE
WHIRLPOOL CORP	COM	963320106	215	2,715	SH	SOLE
WILLIAMS COS INC	COM	969457100	503	21,262	SH	SOLE
WINDSTREAM CORP	COM	97381W104	178	16,254	SH	SOLE
WRIGLEY WM JR CO	COM	982526105	630	7,940	SH	SOLE
WYETH	COM	983024100	1,822	49,328	SH	SOLE
XCEL ENERGY INC	COM	98389B100	329	16,453	SH	SOLE
XEROX CORP	COM	984121103	371	32,200	SH	SOLE
XILINX INC	COM	983919101	239	10,179	SH	SOLE
XL CAP LTD	CL A	G98255105	206	11,500	SH	SOLE
XTO ENERGY INC	COM	98385X106	945	20,305	SH	SOLE
YAHOO INC	COM	984332106	886	51,219	SH	SOLE
YUM BRANDS INC	COM	988498101	566	17,365	SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	535	8,289	SH	SOLE