

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, 2006

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, Finance and Enterprise Services, 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 November 9, 2006

Report Type (Check only one):

- ☒ 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).)

Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: -1-
Form 13F Information Table Entry Total: 401
Form 13F Information Table Value Total: \$409,270,000

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 Corporation

FORM 13F INFORMATION TABLE
REPORTING MANAGER: INTEL CORPORATION

[illegible]

CAMPBELL SOUP CO	COM	134429109	230	6,300	SH	SOLE	6,300
CAPITAL ONE FINL CORP	COM	14040H105	818	10,400	SH	SOLE	10,400
CARDINAL HEALTH INC	COM	14149Y108	957	14,550	SH	SOLE	14,550
CAREMARK RX INC	COM	141705103	873	15,400	SH	SOLE	15,400
CARNIVAL CORP	PAIRED	143658300	701	14,900	SH	SOLE	14,900
CTF							
CATERPILLAR INC	COM	149123101	1,519	23,080	SH	SOLE	23,080
CBS CORP	CL B	124857202	750	26,613	SH	SOLE	26,613
CENTERPOINT ENERGY INC	COM	15189T107	154	10,723	SH	SOLE	10,723
CENTEX CORP	COM	152312104	221	4,200	SH	SOLE	4,200
CHESAPEAKE ENERGY CORP	COM	165167107	374	12,900	SH	SOLE	12,900
CHEVRON CORPORATION	COM	166764100	4,969	76,616	SH	SOLE	76,616
CHUBB CORP	COM	171232101	717	13,800	SH	SOLE	13,800
CIGNA CORP	COM	125509109	489	4,200	SH	SOLE	4,200
CINCINNATI FINL CORP	COM	172062101	288	5,982	SH	SOLE	5,982
CISCO SYS INC	COM	17275R102	4,861	211,518	SH	SOLE	211,518
CIT GROUP INC	COM	125581108	336	6,900	SH	SOLE	6,900
CITIGROUP INC	COM	172967101	8,533	171,793	SH	SOLE	171,793
CITIZENS COMMUNICATIONS CO	CL B	17453B101	159	11,300	SH	SOLE	11,300
CITRIX SYS INC	COM	177376100	221	6,100	SH	SOLE	6,100
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	514	17,800	SH	SOLE	17,800
CLOROX CO	COM	189054109	328	5,200	SH	SOLE	5,200
COACH INC	COM	189754104	454	13,200	SH	SOLE	13,200
COCA COLA CO	COM	191216100	3,168	70,908	SH	SOLE	70,908
COCA COLA ENTERPRISES INC	COM	191219104	217	10,400	SH	SOLE	10,400
COLGATE PALMOLIVE CO	COM	194162103	1,099	17,700	SH	SOLE	17,700
COMCAST CORP	COM	20030N101	2,716	73,599	SH	SOLE	73,599
COMERICA INC	COM	200340107	319	5,600	SH	SOLE	5,600
COMPASS BANCSHARES INC	COM	20449H109	245	4,300	SH	SOLE	4,300
COMPUTER SCIENCES CORP	COM	205363104	314	6,400	SH	SOLE	6,400
COMPUWARE CORP	COM	205638109	103	13,200	SH	SOLE	13,200
CONAGRA FOODS INC	COM	205887102	438	17,900	SH	SOLE	17,900
CONOCOPHILLIPS	COM	20825C104	3,382	56,819	SH	SOLE	56,819
CONSOLIDATED EDISON INC	COM	209115104	393	8,500	SH	SOLE	8,500
CONSTELLATION ENGY GRP INC	COM	210371100	361	6,100	SH	SOLE	6,100
COOPER INDUSTRIES LTD	COM	G24182100	273	3,200	SH	SOLE	3,200
CORNING INC	COM	219350105	1,300	53,250	SH	SOLE	53,250
COSTCO WHSL CORP	COM	22160K105	810	16,300	SH	SOLE	16,300
COUNTRYWIDE FINANCIAL CORP	COM	222372104	729	20,798	SH	SOLE	20,798
COVENTRY HEALTH CARE INC	COM	222862104	283	5,500	SH	SOLE	5,500
CSX CORP	COM	126408103	499	15,200	SH	SOLE	15,200
CVS CORP	COM	126650100	903	28,100	SH	SOLE	28,100
D R HORTON INC	COM	23331A109	225	9,400	SH	SOLE	9,400
DANAHER CORP	COM	235851102	563	8,200	SH	SOLE	8,200
DEERE & CO	COM	244199105	688	8,200	SH	SOLE	8,200
DELL INC	COM	24702R101	1,851	81,050	SH	SOLE	81,050
DEVON ENERGY CORP	COM	25179M103	960	15,200	SH	SOLE	15,200
DISNEY WALT CO	COM	254687106	2,050	66,312	SH	SOLE	66,312
DOLLAR GEN CORP	COM	256669102	149	10,918	SH	SOLE	10,918
DOMINION RES INC VA	COM	25746U109	917	11,984	SH	SOLE	11,984
DONNELLEY R R & SONS CO	COM	257867101	244	7,400	SH	SOLE	7,400
DOVER CORP	COM	260003108	332	7,000	SH	SOLE	7,000
DOW CHEM CO	COM	260543103	1,298	33,293	SH	SOLE	33,293
DTE ENERGY CO	COM	233331107	253	6,100	SH	SOLE	6,100
DU PONT E I DE NEMOURS & CO	COM	263534109	1,356	31,650	SH	SOLE	31,650
DUKE ENERGY CORP	COM	26441C105	1,288	42,662	SH	SOLE	42,662
DYNEGY INC	COM	26816Q101	57	10,350	SH	SOLE	10,350
E TRADE FINANCIAL CORP	COM	269246104	344	14,400	SH	SOLE	14,400
EASTMAN KODAK CO	COM	277461109	221	9,850	SH	SOLE	9,850
EATON CORP	COM	278058102	351	5,100	SH	SOLE	5,100
EBAY INC	COM	278642103	1,126	39,700	SH	SOLE	39,700
ECOLAB INC	COM	278865100	270	6,300	SH	SOLE	6,300
EDISON INTL	COM	281020107	466	11,200	SH	SOLE	11,200
EL PASO CORP	COM	28336L109	310	22,714	SH	SOLE	22,714
ELECTRONIC ARTS	COM	285512109	586	10,500	SH	SOLE	10,500
ELECTRONIC DATA SYS CORP	COM	285661104	434	17,700	SH	SOLE	17,700
EMBARQ CORP	COM	29078E105	247	5,109	SH	SOLE	5,109
EMC CORP MASS	COM	268648102	980	81,804	SH	SOLE	81,804
EMCORE CORP	COM	290846104	175	29,611	SH	DEFINED	1
							29,611
EMERSON ELEC CO	COM	291011104	1,187	14,150	SH	SOLE	14,150
ENTERGY CORP	COM	29364G103	563	7,200	SH	SOLE	7,200
EOG RES INC	COM	26875P101	546	8,400	SH	SOLE	8,400
EQUITY OFFICE PPTYS TR	COM	294741103	509	12,800	SH	SOLE	12,800
EQUITY RESIDENTIAL	SH	BEN 29476L107	503	9,950	SH	SOLE	9,950
INT							
EXELON CORP	COM	30161N101	1,392	23,000	SH	SOLE	23,000
EXPRESS SCRIPTS INC	COM	302182100	377	5,000	SH	SOLE	5,000
EXXON MOBIL CORP	COM	30231G102	14,093	210,025	SH	SOLE	210,025
FANNIE MAE	COM	313586109	1,865	33,350	SH	SOLE	33,350
FEDERATED DEPT STORES INC	COM	31410H101	810	18,738	SH	SOLE	18,738

FEDEX CORP	COM	31428X106	1,141	10,500	SH	SOLE	10,500
FIFTH THIRD BANCORP	COM	316773100	727	19,092	SH	SOLE	19,092
FIRST DATA CORP	COM	319963104	1,110	26,429	SH	SOLE	26,429
FIRSTENERGY CORP	COM	337932107	637	11,400	SH	SOLE	11,400
FISERV INC	COM	337738108	301	6,400	SH	SOLE	6,400
FISHER SCIENTIFIC INTL INC	COM	338032204	329	4,200	SH	SOLE	4,200
FLUOR CORP	COM	343412102	231	3,000	SH	SOLE	3,000
FORD MTR CO DEL	COM	PAR 345370860	519	64,215	SH	SOLE	64,215
	\$0.01						
FOREST LABS INC	COM	345838106	567	11,200	SH	SOLE	11,200
FORTUNE BRANDS INC	COM	349631101	382	5,086	SH	SOLE	5,086
FPL GROUP INC	COM	302571104	626	13,900	SH	SOLE	13,900
FRANKLIN RES INC	COM	354613101	560	5,300	SH	SOLE	5,300
FREDDIE MAC CORP	COM	313400301	1,577	23,782	SH	SOLE	23,782
FREEPORT MCMORAN COPPER B	COM	35671D857	339	6,361	SH	SOLE	6,361
FREESCALE SEMICONDUCTOR INC	CL B	35687M206	536	14,106	SH	SOLE	14,106
GANNETT INC	COM	364730101	466	8,200	SH	SOLE	8,200
GAP INC	COM	364760108	374	19,725	SH	SOLE	19,725
GENERAL DYNAMICS CORP	COM	369550108	989	13,800	SH	SOLE	13,800
GENERAL ELEC CO	COM	369604103	12,658	358,584	SH	SOLE	358,584
GENERAL MLS INC	COM	370334104	696	12,300	SH	SOLE	12,300
GENERAL MTRS CORP	COM	370442105	648	19,474	SH	SOLE	19,474
GENUINE PARTS CO	COM	372460105	257	5,950	SH	SOLE	5,950
GENWORTH FINL INC	COM	37247D106	455	13,000	SH	SOLE	13,000
GENZYME CORP	COM	372917104	600	8,900	SH	SOLE	8,900
GILEAD SCIENCES INC	COM	375558103	1,093	15,900	SH	SOLE	15,900
GOLDEN WEST FINL CORP	COM	381317106	680	8,800	SH	SOLE	8,800
GOLDMAN SACHS GROUP INC	COM	38141G104	2,538	15,000	SH	SOLE	15,000
GOOGLE INC	COM	38259P508	2,813	7,000	SH	SOLE	7,000
HALLIBURTON CO	COM	406216101	1,013	35,600	SH	SOLE	35,600
HARLEY DAVIDSON INC	COM	412822108	590	9,400	SH	SOLE	9,400
HARRAHS ENTMT INC	COM	413619107	419	6,300	SH	SOLE	6,300
HARTFORD FINL SVCS GROUP INC	COM	416515104	902	10,400	SH	SOLE	10,400
HCA INC	COM	404119109	701	14,050	SH	SOLE	14,050
HEINZ H J CO	COM	423074103	482	11,500	SH	SOLE	11,500
HERSHEY COMPANY	COM	427866108	331	6,200	SH	SOLE	6,200
HESS CORP	COM	42809H107	348	8,400	SH	SOLE	8,400
HEWLETT PACKARD CO	COM	428236103	3,574	97,416	SH	SOLE	97,416
HILTON HOTELS CORP	COM	432848109	315	11,300	SH	SOLE	11,300
HOME DEPOT INC	COM	437076102	2,653	73,150	SH	SOLE	73,150
HONEYWELL INTL INC	COM	438516106	1,168	28,557	SH	SOLE	28,557
HOSPIRA INC	COM	441060100	213	5,554	SH	SOLE	5,554
HUMANA INC	COM	444859102	370	5,600	SH	SOLE	5,600
HUNTINGTON BANCSHARES INC	COM	446150104	205	8,546	SH	SOLE	8,546
IBM CORP	COM	459200101	4,418	53,918	SH	SOLE	53,918
ILLINOIS TOOL WKS INC	COM	452308109	638	14,200	SH	SOLE	14,200
INGERSOLL-RAND COMPANY LTD	COM	G4776G101	429	11,300	SH	SOLE	11,300
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	481	11,600	SH	SOLE	11,600
INTERNATIONAL PAPER CO	COM	460146103	586	16,916	SH	SOLE	16,916
INTERPUBLIC GROUP COS INC	COM	460690100	147	14,844	SH	SOLE	14,844
INTUIT	COM	461202103	391	12,200	SH	SOLE	12,200
ITT CORP	COM	450911102	328	6,400	SH	SOLE	6,400
JC PENNEY CO INC	COM	708160106	549	8,028	SH	SOLE	8,028
JDS UNIPHASE CORP	COM	46612J101	126	57,700	SH	SOLE	57,700
JOHNSON & JOHNSON	COM	478160104	6,654	102,466	SH	SOLE	102,466
JOHNSON CTLS INC	COM	478366107	481	6,700	SH	SOLE	6,700
JPMORGAN CHASE & CO	COM	46625H100	5,637	120,044	SH	SOLE	120,044
KELLOGG CO	COM	487836108	430	8,680	SH	SOLE	8,680
KEYCORP	COM	493267108	524	13,984	SH	SOLE	13,984
KEYSPAN CORP	COM	49337W100	247	6,000	SH	SOLE	6,000
KIMBERLY CLARK CORP	COM	494368103	1,039	15,900	SH	SOLE	15,900
KIMCO RLTY CORP	COM	49446R109	313	7,300	SH	SOLE	7,300
KINDER MORGAN INC KANS	COM	49455P101	377	3,600	SH	SOLE	3,600
KLA TENCOR CORP	COM	482480100	307	6,900	SH	SOLE	6,900
KOHL'S CORP	COM	500255104	773	11,900	SH	SOLE	11,900
KROGER CO	COM	501044101	577	24,950	SH	SOLE	24,950
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	329	4,200	SH	SOLE	4,200
LABORATORY CORP AMER HLDGS	COM	50540R409	282	4,300	SH	SOLE	4,300
LEGG MASON INC	COM	524901105	434	4,300	SH	SOLE	4,300
LEHMAN BROS HLDGS INC	COM	524908100	1,374	18,600	SH	SOLE	18,600
LENNAR CORP	COM	526057104	213	4,700	SH	SOLE	4,700
LEXMARK INTERNATIONAL INC	COM	529771107	213	3,700	SH	SOLE	3,700
LILLY ELI & CO	COM	532457108	2,220	38,950	SH	SOLE	38,950
LIMITED BRANDS INC	COM	532716107	318	12,006	SH	SOLE	12,006
LINCOLN NATL CORP IND	COM	534187109	608	9,800	SH	SOLE	9,800
LINEAR TECHNOLOGY CORP	COM	535678106	327	10,500	SH	SOLE	10,500
LOCKHEED MARTIN CORP	COM	539830109	1,062	12,344	SH	SOLE	12,344
LOEWS CORP	COM	540424108	534	14,100	SH	SOLE	14,100
LOWES COS INC	COM	548661107	1,510	53,800	SH	SOLE	53,800
LSI LOGIC CORP	COM	502161102	111	13,500	SH	SOLE	13,500

LUCENT TECHNOLOGIES INC	COM	549463107	360	153,911	SH	SOLE	153,911
M & T BK CORP	COM	55261F104	324	2,700	SH	SOLE	2,700
MARATHON OIL CORP	COM	565849106	974	12,672	SH	SOLE	12,672
MARRIOTT INTL INC	COM	571903202	433	11,200	SH	SOLE	11,200
MARSH & MCLENNAN COS INC	COM	571748102	531	18,858	SH	SOLE	18,858
MARSHALL & ILSLEY CORP	COM	571834100	366	7,600	SH	SOLE	7,600
MASCO CORP	COM	574599106	392	14,300	SH	SOLE	14,300
MATTEL INC	COM	577081102	263	13,375	SH	SOLE	13,375
MAXIM INTEGRATED PRODS INC	COM	57772K101	309	11,000	SH	SOLE	11,000
MBIA INC	COM	55262C100	283	4,600	SH	SOLE	4,600
MCDONALDS CORP	COM	580135101	1,694	43,304	SH	SOLE	43,304
MCGRAW HILL COS INC	COM	580645109	731	12,600	SH	SOLE	12,600
MCKESSON CORP	COM	58155Q103	554	10,513	SH	SOLE	10,513
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	627	10,430	SH	SOLE	10,430
MEDIMMUNE INC	COM	584699102	258	8,800	SH	SOLE	8,800
MEDTRONIC INC	COM	585055106	1,930	41,562	SH	SOLE	41,562
MELLON FINL CORP	COM	58551A108	557	14,250	SH	SOLE	14,250
MERCK & CO INC	COM	589331107	3,156	75,316	SH	SOLE	75,316
MERRILL LYNCH & CO INC	COM	590188108	2,473	31,618	SH	SOLE	31,618
METLIFE INC	COM	59156R108	1,479	26,100	SH	SOLE	26,100
MICRON TECHNOLOGY INC	COM	595112103	404	23,200	SH	SOLE	23,200
MICROSOFT CORP	COM	594918104	8,360	305,650	SH	SOLE	305,650
MONSANTO CO	COM	61166W101	868	18,466	SH	SOLE	18,466
MOODYS CORP	COM	615369105	549	8,400	SH	SOLE	8,400
MORGAN STANLEY	COM	617446448	2,694	36,956	SH	SOLE	36,956
MOTOROLA INC	COM	620076109	2,152	86,098	SH	SOLE	86,098
MURPHY OIL CORP	COM	626717102	271	5,700	SH	SOLE	5,700
NABORS INDUSTRIES LTD SHS	COM	G6359F103	324	10,900	SH	SOLE	10,900
NATIONAL CITY CORP	COM	635405103	688	18,800	SH	SOLE	18,800
NATIONAL OILWELL VARCO INC	COM	637071101	351	6,000	SH	SOLE	6,000
NATIONAL SEMICONDUCTOR	COM	637640103	273	11,600	SH	SOLE	11,600
NCR CORP	COM	62886E108	249	6,300	SH	SOLE	6,300
NETWORK APPLIANCE INC	COM	64120L104	477	12,900	SH	SOLE	12,900
NEWELL RUBBERMAID INC	COM	651229106	267	9,424	SH	SOLE	9,424
NEWMONT MINING CORP HOLDING CO	COM	651639106	657	15,362	SH	SOLE	15,362
NEWS CORPORATION	COM	65248E104	1,623	82,600	SH	SOLE	82,600
NIKE INC	COM	654106103	570	6,500	SH	SOLE	6,500
NIKE INC	COM	654106103	570	6,500	SH	SOLE	6,500
NISOURCE INC	COM	65473P105	204	9,400	SH	SOLE	9,400
NOBLE CORP	COM	G65422100	302	4,700	SH	SOLE	4,700
NORDSTROM INC WASH	COM	655664100	317	7,500	SH	SOLE	7,500
NORFOLK SOUTHN CORP	COM	655844108	623	14,150	SH	SOLE	14,150
NORTH FORK BANCORPORATION NY	COM	659424105	470	16,425	SH	SOLE	16,425
NORTHERN TR CORP	COM	665859104	374	6,400	SH	SOLE	6,400
NORTHROP GRUMMAN CORP	COM	666807102	821	12,058	SH	SOLE	12,058
NOVELL INC	COM	670006105	82	13,394	SH	SOLE	13,394
NUCOR CORP	COM	670346105	534	10,800	SH	SOLE	10,800
NVIDIA CORP	COM	67066G104	349	11,800	SH	SOLE	11,800
OCCIDENTAL PETE CORP	COM	674599105	1,424	29,600	SH	SOLE	29,600
OFFICE DEPOT INC	COM	676220106	405	10,200	SH	SOLE	10,200
OMNICOM GROUP INC	USD0.15	681919106	580	6,200	SH	SOLE	6,200
ORACLE CORPORATION	COM	68389X105	2,301	129,734	SH	SOLE	129,734
PACCAR INC	COM	693718108	502	8,812	SH	SOLE	8,812
PARKER HANNIFIN CORP	COM	701094104	323	4,150	SH	SOLE	4,150
PAYCHEX INC	COM	704326107	423	11,475	SH	SOLE	11,475
PEPSICO INC	COM	713448108	3,720	57,000	SH	SOLE	57,000
PFIZER INC	COM	717081103	7,177	253,064	SH	SOLE	253,064
PG&E CORP	COM	69331C108	495	11,896	SH	SOLE	11,896
PHELPS DODGE CORP	COM	717265102	592	6,986	SH	SOLE	6,986
PITNEY BOWES INC	COM	724479100	346	7,800	SH	SOLE	7,800
PLUM CREEK TIMBER CO INC	COM	729251108	216	6,350	SH	SOLE	6,350
PMC-SIERRA INC	COM	69344F106	869	146,364	SH	DEFINED	1
146,364							
PNC FINANCIAL SERVICES GROUP	COM	693475105	732	10,100	SH	SOLE	10,100
PPG INDS INC	COM	693506107	380	5,670	SH	SOLE	5,670
PPL CORP	COM	69351T106	431	13,100	SH	SOLE	13,100
PRAXAIR INC	COM	74005P104	660	11,162	SH	SOLE	11,162
PRICE T ROWE GROUP INC	COM	74144T108	431	9,000	SH	SOLE	9,000
PRINCIPAL FINANCIAL GROUP INC	COM	74251V102	521	9,600	SH	SOLE	9,600
PROCTER & GAMBLE CO	COM	742718109	7,017	113,206	SH	SOLE	113,206
PROGRESS ENERGY INC	COM	743263105	395	8,700	SH	SOLE	8,700
PROGRESSIVE CORP OHIO	COM	743315103	667	27,200	SH	SOLE	27,200
PROLOGIS INT	COM	743410102	479	8,400	SH	SOLE	8,400
PRUDENTIAL FINL INC	COM	744320102	1,298	17,025	SH	SOLE	17,025
PUBLIC STORAGE INC	COM	74460D109	241	2,800	SH	SOLE	2,800
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	526	8,594	SH	SOLE	8,594
PULTE HOMES INC	COM	745867101	236	7,400	SH	SOLE	7,400
QUALCOMM INC	COM	747525103	2,072	57,000	SH	SOLE	57,000
QUEST DIAGNOSTICS INC	COM	74834L100	342	5,600	SH	SOLE	5,600

QWEST COMMUNICATIONS INTL INC	COM	749121109	466	53,398	SH	SOLE	53,398
RAYTHEON CO	COM	755111507	739	15,400	SH	SOLE	15,400
REGIONS FINL CORP	COM	7591EP100	579	15,748	SH	SOLE	15,748
REYNOLDS AMERN INC	COM	761713106	359	5,800	SH	SOLE	5,800
ROBERT HALF INTL INC	COM	770323103	200	5,900	SH	SOLE	5,900
ROCKWELL AUTOMATION INC	COM	773903109	354	6,100	SH	SOLE	6,100
ROCKWELL COLLINS INC	COM	774341101	324	5,900	SH	SOLE	5,900
ROHM & HAAS CO	COM	775371107	236	4,992	SH	SOLE	4,992
SAFECO CORP	COM	786429100	248	4,200	SH	SOLE	4,200
SAFEWAY INC	COM	786514208	470	15,500	SH	SOLE	15,500
SANDISK CORP	COM	80004C101	337	6,300	SH	SOLE	6,300
SANMINA-SCI CORP	COM	800907107	69	18,350	SH	SOLE	18,350
SARA LEE CORP	COM	803111103	420	26,150	SH	SOLE	26,150
SCHERING PLOUGH CORP	COM	806605101	1,125	50,950	SH	SOLE	50,950
SCHLUMBERGER LTD	COM	806857108	2,525	40,700	SH	SOLE	40,700
SCHWAB CHARLES CORP	COM	808513105	636	35,500	SH	SOLE	35,500
SEARS HLDGS CORP	COM	812350106	541	3,419	SH	SOLE	3,419
SEMPRA ENERGY	COM	816851109	445	8,860	SH	SOLE	8,860
SHERWIN WILLIAMS CO	COM	824348106	212	3,800	SH	SOLE	3,800
SIMON PPTY GROUP INC	COM	828806109	571	6,300	SH	SOLE	6,300
SLM CORP	COM	78442P106	749	14,400	SH	SOLE	14,400
SOLETRON CORP	COM	834182107	103	31,500	SH	SOLE	31,500
SOUTHERN CO	COM	842587107	880	25,550	SH	SOLE	25,550
SOUTHWEST AIRLS CO	COM	844741108	406	24,375	SH	SOLE	24,375
SOVEREIGN BANCORP INC	COM	845905108	278	12,915	SH	SOLE	12,915
SPRINT NEXTEL CORP	COM FON	852061100	1,752	102,184	SH	SOLE	102,184
ST JUDE MED INC	COM	790849103	446	12,624	SH	SOLE	12,624
ST PAUL COMPANIES INC	COM	792860108	1,123	23,940	SH	SOLE	23,940
STAPLES INC	COM	855030102	610	25,075	SH	SOLE	25,075
STARBUCKS CORP	COM	855244109	896	26,300	SH	SOLE	26,300
STARWOOD HOTELS & RESORTS	COM	85590A401	423	7,400	SH	SOLE	7,400
STATE STREET CORP	COM	857477103	718	11,500	SH	SOLE	11,500
STRYKER CORP	COM	863667101	501	10,100	SH	SOLE	10,100
SUN MICROSYSTEMS INC	COM	866810104	590	119,114	SH	SOLE	119,114
SUNOCO INC	COM	86764P109	286	4,600	SH	SOLE	4,600
SUNTRUST BKS INC	COM	867914103	989	12,800	SH	SOLE	12,800
SUPERVALU INC	COM	868536103	208	7,011	SH	SOLE	7,011
SYMANTEC CORP	COM	871503108	764	35,881	SH	SOLE	35,881
SYNOVUS FINL CORP	COM	87161C105	316	10,750	SH	SOLE	10,750
SYSCO CORP	COM	871829107	712	21,300	SH	SOLE	21,300
TARGET CORP	COM	87612E106	1,671	30,250	SH	SOLE	30,250
TELLABS INC	COM	879664100	170	15,500	SH	SOLE	15,500
TENET HEALTHCARE CORP	COM	88033G100	132	16,174	SH	SOLE	16,174
TEXAS INSTRS INC	COM	882508104	1,832	55,100	SH	SOLE	55,100
TEXTRON INC	COM	883203101	403	4,600	SH	SOLE	4,600
THERMO ELECTRON CORP	COM	883556102	220	5,600	SH	SOLE	5,600
TIME WARNER INC	COM	887317105	2,827	155,095	SH	SOLE	155,095
TJX COS INC	COM	872540109	446	15,900	SH	SOLE	15,900
TORCHMARK CORP	COM	891027104	227	3,600	SH	SOLE	3,600
TRANSOCEAN INC	COM	G90078109	820	11,204	SH	SOLE	11,204
TRIBUNE CO	COM	896047107	295	9,026	SH	SOLE	9,026
TXU CORP	COM	873168108	994	15,904	SH	SOLE	15,904
TYCO INTL LTD	COM	902124106	1,942	69,380	SH	SOLE	69,380
UNION PAC CORP	COM	907818108	801	9,100	SH	SOLE	9,100
UNISYS CORP	COM	909214108	67	11,800	SH	SOLE	11,800
UNITED HEALTH GROUP INC	COM	91324P102	2,298	46,704	SH	SOLE	46,704
UNITED PARCEL SVC INC	CL B	911312106	2,701	37,550	SH	SOLE	37,550
UNITED STATES STEEL CORP	COM	912909108	213	3,700	SH	SOLE	3,700
UNITED TECHNOLOGIES CORP	COM	913017109	2,217	35,000	SH	SOLE	35,000
UNIVISION COMMUNICATIONS INC	COM	914906102	264	7,700	SH	SOLE	7,700
UNUMPROVIDENT CORP	COM	91529Y106	199	10,285	SH	SOLE	10,285
US BANCORP	COM	902973304	2,061	62,047	SH	SOLE	62,047
UST INC	COM	902911106	311	5,674	SH	SOLE	5,674
V F CORP	COM	918204108	219	3,000	SH	SOLE	3,000
VALERO ENERGY CORP	COM	91913Y100	1,101	21,400	SH	SOLE	21,400
VERIZON COMMUNICATIONS	COM	92343V104	3,743	100,798	SH	SOLE	100,798
VIACOM INC	CL B	92553P201	989	26,613	SH	SOLE	26,613
VORNADO RLTY TR	COM	929042109	447	4,100	SH	SOLE	4,100
VULCAN MATLS CO	COM	929160109	274	3,500	SH	SOLE	3,500
WACHOVIA CORP	COM	929903102	3,114	55,813	SH	SOLE	55,813
WAL MART STORES INC	COM	931142103	4,244	86,052	SH	SOLE	86,052
WALGREEN CO	COM	931422109	1,547	34,850	SH	SOLE	34,850
WASHINGTON MUTUAL INC	COM	939322103	1,482	34,097	SH	SOLE	34,097
WASTE MGMT INC	COM	94106L109	699	19,063	SH	SOLE	19,063
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	501	12,000	SH	SOLE	12,000
WELLPOINT INC	COM	94973V107	1,749	22,700	SH	SOLE	22,700
WELLS FARGO & CO	COM	949746101	4,173	115,348	SH	SOLE	115,348
WENDYS INTL INC	COM	950590109	261	3,900	SH	SOLE	3,900
WEYERHAEUSER CO	COM	962166104	518	8,417	SH	SOLE	8,417
WHIRLPOOL CORP	COM	963320106	226	2,687	SH	SOLE	2,687
WHOLE FOODS MKT INC	COM	966837106	285	4,800	SH	SOLE	4,800

WILLIAMS COS INC	COM	969457100	489	20,500	SH	SOLE	20,500
WINDSTREAM CORP	COM	97381W104	183	13,854	SH	SOLE	13,854
WRIGLEY WM JR CO	COM	982526105	350	7,600	SH	SOLE	7,600
WYETH	COM	983024100	2,350	46,226	SH	SOLE	46,226
XCEL ENERGY INC	COM	98389B100	288	13,935	SH	SOLE	13,935
XEROX CORP	COM	984121103	499	32,100	SH	SOLE	32,100
XILINX INC	COM	983919101	261	11,900	SH	SOLE	11,900
XL CAP LTD	COM	G98255105	412	6,000	SH	SOLE	6,000
XTO ENERGY INC	COM	98385X106	525	12,466	SH	SOLE	12,466
YAHOO INC	COM	984332106	1,097	43,400	SH	SOLE	43,400
YUM BRANDS INC	COM	988498101	494	9,484	SH	SOLE	9,484
ZIMMER HLDGS INC	COM	98956P102	573	8,489	SH	SOLE	8,489
ZIONS BANCORP	COM	989701107	287	3,600	SH	SOLE	3,600

# Securities	401
Total FMV (\$000s)	\$409,270

**Reflects shares held in the Intel 64 Fund LLC, with Manager 1's and Manager 2's indirect pro rata interest reported separately. All fund investors participating in this investment (including Manager 1, Manager 2 and the Reporting Person) share investment discretion and voting authority over the combined shares shown as Shared-Other. Manager 1 and Manager 2 have informed the Reporting Person that they are required to file Forms 13F for fund holdings. The remaining fund investors have informed the reporting person that they are not separately required to file reports on Form 13F.

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