

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).)

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

<TABLE>

FORM 13F INFORMATION TABLE
REPORTING MANAGER: INTEL CORPORATION

<CAPTION>

ITEM 1: NAME OF ISSUER (B) SHARED (C) NONE	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL	ITEM 6: SH/ PRN INVESTMENT DISCRETION	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) SOLE
			(000)				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
3M CO	COM	88579Y101	1,819	26,134 SH	SOLE		26,134
ABBOTT LABS	COM	002824100	3,029	57,175 SH	SOLE		57,175
ABERCROMBIE & FITCH CO	CL A	002896207	202	3,228 SH	SOLE		3,228
ACE LTD	COM	G0070K103	682	12,374 SH	SOLE		12,374
ADOBE SYS INC	COM	00724F101	777	19,737 SH	SOLE		19,737
ADVANCED MICRO DEVICES	COM	007903107	131	22,450 SH	SOLE		22,450
AES CORP	COM	00130H105	479	24,930 SH	SOLE		24,930
AETNA INC	COM	00817Y108	728	17,956 SH	SOLE		17,956
AFLAC INC	COM	001055102	1,107	17,629 SH	SOLE		17,629
AGILENT TECHNOLOGIES INC	COM	00846U101	474	13,350 SH	SOLE		13,350
AIR PRODS & CHEMS INC	COM	009158106	771	7,798 SH	SOLE		7,798
AKAMAI TECHNOLOGIES INC	COM	00971T101	218	6,277 SH	SOLE		6,277
ALCOA INC	COM	013817101	1,076	30,205 SH	SOLE		30,205
ALLEGHENY ENERGY INC	COM	017361106	310	6,194 SH	SOLE		6,194
ALLEGHENY TECHNOLOGIES	COM	01741R102	223	3,766 SH	SOLE		3,766
ALLERGAN INC	COM	018490102	593	11,398 SH	SOLE		11,398
ALLIED WASTE INDS INC	COM PAR \$0.01 NEW	019589308	158	12,507 SH	SOLE		12,507
ALLSTATE CORP	COM	020002101	931	20,412 SH	SOLE		20,412
ALTERA CORP	COM	021441100	231	11,151 SH	SOLE		11,151
ALTRIA GROUP INC	COM	02209S103	1,597	77,677 SH	SOLE		77,677
AMAZON.COM INC	COM	023135106	838	11,430 SH	SOLE		11,430
AMEREN CORP	COM	023608102	329	7,792 SH	SOLE		7,792
AMERICAN ELEC PWR INC	COM	025537101	600	14,907 SH	SOLE		14,907
AMERICAN EXPRESS CO	COM	025816109	1,618	42,950 SH	SOLE		42,950
AMERICAN INTL GROUP INC	COM	026874107	2,637	99,648 SH	SOLE		99,648
AMERICAN TOWER CORP	COM	029912201	621	14,700 SH	SOLE		14,700
AMERIPRISE FINL INC	COM	03076C106	333	8,191 SH	SOLE		8,191
AMERISOURCEBERGEN CORP	COM	03073E105	240	6,002 SH	SOLE		6,002
AMGEN INC	COM	031162100	1,901	40,320 SH	SOLE		40,320
ANADARKO PETE CORP	COM	032511107	1,298	17,342 SH	SOLE		17,342
ANALOG DEVICES INC	COM	032654105	341	10,731 SH	SOLE		10,731
ANHEUSER BUSCH COS INC	COM	035229103	1,643	26,452 SH	SOLE		26,452
AON CORP	COM	037389103	508	11,066 SH	SOLE		11,066
APACHE CORP	COM	037411105	1,721	12,382 SH	SOLE		12,382
APOLLO GROUP INC	CL A	037604105	227	5,128 SH	SOLE		5,128
APPLE INC	COM	037833100	5,473	32,685 SH	SOLE		32,685
APPLERA CORP-APPLIED BIOS	COM AP BIO GRP	038020103	208	6,218 SH	SOLE		6,218
APPLIED MATLS INC	COM	038222105	958	50,200 SH	SOLE		50,200
ARCHER DANIELS MIDLAND CO	COM	039483102	804	23,827 SH	SOLE		23,827
ASSURANT INC	COM	04621X108	236	3,582 SH	SOLE		3,582
AT & T INC	COM	00206R102	7,419	220,211 SH	SOLE		220,211
AUTODESK INC	COM	052769106	281	8,301 SH	SOLE		8,301
AUTOMATIC DATA PROCESSING	COM	053015103	807	19,266 SH	SOLE		19,266
AVALONBAY CMNTYS INC	COM	053484101	257	2,878 SH	SOLE		2,878
AVOCENT CORPORATION	COM	053893103	2,882	154,960 SH	SOLE		154,960
AVOCENT CORPORATION	COM	053893103	0	12 SH	DEFINED	1	
12							
AVON PRODS INC	COM	054303102	570	15,828 SH	SOLE		15,828
BAKER HUGHES INC	COM	057224107	999	11,433 SH	SOLE		11,433
BANK NEW YORK MELLON CORP	COM	064058100	1,603	42,365 SH	SOLE		42,365
BANK OF AMERICA CORP	COM	060505104	3,940	165,043 SH	SOLE		165,043
BARD C R INC	COM	067383109	319	3,630 SH	SOLE		3,630
BAXTER INTL INC	COM	071813109	1,486	23,240 SH	SOLE		23,240
BB&T CORP	COM	054937107	463	20,320 SH	SOLE		20,320
BECTON DICKINSON & CO	COM	075887109	739	9,084 SH	SOLE		9,084
BED BATH & BEYOND INC	COM	075896100	270	9,600 SH	SOLE		9,600
BEST BUY INC	COM	086516101	509	12,866 SH	SOLE		12,866
BIOGEN IDEC INC	COM	09062X103	609	10,891 SH	SOLE		10,891
BJ SVCS CO	COM	055482103	348	10,900 SH	SOLE		10,900
BLOCK H & R INC	COM	093671105	257	12,016 SH	SOLE		12,016
BMC SOFTWARE INC	COM	055921100	256	7,100 SH	SOLE		7,100
BOEING CO	COM	097023105	1,833	27,884 SH	SOLE		27,884
BOSTON PPTYS INC	COM	101121101	397	4,396 SH	SOLE		4,396
BOSTON SCIENTIFIC CORP	COM	101137107	614	49,947 SH	SOLE		49,947
BRISTOL MYERS SQUIBB CO	COM	110122108	1,507	73,382 SH	SOLE		73,382
BROADCOM CORP	CL A	111320107	452	16,550 SH	SOLE		16,550
BROWN FORMAN CORP	CL B	115637209	236	3,121 SH	SOLE		3,121
BURLINGTON NORTH SANTA FE	COM	12189T104	1,083	10,842 SH	SOLE		10,842
C H ROBINSON WORLDWIDE	COM	12541W209	347	6,329 SH	SOLE		6,329
CA INC	COM	12673P105	333	14,426 SH	SOLE		14,426
CABOT OIL & GAS CORP	COM	127097103	244	3,600 SH	SOLE		3,600

CAMERON INTL CORP	COM	13342B105	443	8,000	SH	SOLE	8,000
CAMPBELL SOUP CO	COM	134429109	268	8,010	SH	SOLE	8,010
CAPITAL ONE FINL CORP	COM	14040H105	527	13,874	SH	SOLE	13,874
CARDINAL HEALTH INC	COM	14149Y108	684	13,256	SH	SOLE	13,256
CARNIVAL CORP	PAIRED CTF	143658300	532	16,148	SH	SOLE	16,148
CATERPILLAR INC	COM	149123101	1,682	22,780	SH	SOLE	22,780
CBS CORP	CL B	124857202	492	25,219	SH	SOLE	25,219
CELGENE CORP	COM	151020104	1,029	16,113	SH	SOLE	16,113
CENTERPOINT ENERGY INC	COM	15189T107	195	12,123	SH	SOLE	12,123
CHESAPEAKE ENERGY CORP	COM	165167107	1,174	17,800	SH	SOLE	17,800
CHEVRON CORPORATION	COM	166764100	7,597	76,633	SH	SOLE	76,633
CHUBB CORP	COM	171232101	666	13,594	SH	SOLE	13,594
CIGNA CORP	COM	125509109	368	10,408	SH	SOLE	10,408
CISCO SYS INC	COM	17275R102	5,092	218,919	SH	SOLE	218,919
CIT GROUP INC	COM	125581108	72	10,500	SH	SOLE	10,500
CITIGROUP INC	COM	172967101	3,383	201,831	SH	SOLE	201,831
CITIZENS COMMS CO	CL B	17453B101	136	12,000	SH	SOLE	12,000
CITRIX SYS INC	COM	177376100	200	6,787	SH	SOLE	6,787
CLEAR CHANNEL COMMS	COM	184502102	650	18,470	SH	SOLE	18,470
CLEARWIRE CORP	CL A	185385309	43,200	3,333,333	SH	DEFINED	1
3,333,333							
CLEARWIRE CORP	CL A	185385309	303,622	23,427,601	SH	DEFINED	2
23,427,601							
CLOROX CO	COM	189054109	266	5,094	SH	SOLE	5,094
CME GROUP INC	COM	12572Q105	773	2,017	SH	SOLE	2,017
COACH INC	COM	189754104	366	12,665	SH	SOLE	12,665
COCA COLA CO	COM	191216100	3,847	74,007	SH	SOLE	74,007
COCA COLA ENTERPRISES	COM	191219104	185	10,700	SH	SOLE	10,700
COGNIZANT TECH SOLNS	CL A	192446102	349	10,738	SH	SOLE	10,738
COLGATE PALMOLIVE CO	COM	194162103	1,299	18,800	SH	SOLE	18,800
COMCAST CORP	CL A	20030N101	2,083	109,798	SH	SOLE	109,798
COMPUTER SCIENCES CORP	COM	205363104	261	5,579	SH	SOLE	5,579
CONAGRA FOODS INC	COM	205887102	349	18,100	SH	SOLE	18,100
CONOCOPHILLIPS	COM	20825C104	5,401	57,225	SH	SOLE	57,225
CONSOL ENERGY INC	COM	20854P109	762	6,780	SH	SOLE	6,780
CONSOLIDATED EDISON	COM	209115104	394	10,079	SH	SOLE	10,079
CONSTELLATION ENGY GRP	COM	210371100	543	6,614	SH	SOLE	6,614
COOPER INDUSTRIES LTD	COM	G24182100	254	6,429	SH	SOLE	6,429
CORNING INC	COM	219350105	1,345	58,369	SH	SOLE	58,369
COSTCO WHSL CORP	COM	22160K105	1,130	16,105	SH	SOLE	16,105
COUNTRYWIDE FINCL CORP	COM	222372104	92	21,598	SH	SOLE	21,598
COVIDIEN LIMITED	COM	G2552X108	888	18,543	SH	SOLE	18,543
CSX CORP	COM	126408103	945	15,044	SH	SOLE	15,044
CUMMINS INC	COM	231021106	492	7,510	SH	SOLE	7,510
CVS CAREMARK CORP	COM	126650100	2,095	52,946	SH	SOLE	52,946
D R HORTON INC	COM	23331A109	110	10,162	SH	SOLE	10,162
DANAHER CORP	COM	235851102	726	9,398	SH	SOLE	9,398
DEERE & CO	COM	244199105	1,155	16,016	SH	SOLE	16,016
DELL INC	COM	24702R101	1,638	74,882	SH	SOLE	74,882
DEVON ENERGY CORP	COM	25179M103	1,982	16,496	SH	SOLE	16,496
DIRECTTV GROUP INC	COM	25459L106	682	26,313	SH	SOLE	26,313
DISCOVER FINL SVCS	COM	254709108	233	17,723	SH	SOLE	17,723
DISNEY WALT CO	COM	254687106	2,204	70,648	SH	SOLE	70,648
DOMINION RES INC VA	COM	25746U109	1,017	21,406	SH	SOLE	21,406
DONNELLEY R R & SONS	COM	257867101	235	7,916	SH	SOLE	7,916
DOVER CORP	COM	260003108	338	6,983	SH	SOLE	6,983
DOW CHEM CO	COM	260543103	1,204	34,493	SH	SOLE	34,493
DTE ENERGY CO	COM	233331107	255	6,000	SH	SOLE	6,000
DU PONT E I DE NEMOURS&CO	COM	263534109	1,430	33,350	SH	SOLE	33,350
DUKE ENERGY CORP	COM	26441C105	815	46,881	SH	SOLE	46,881
DYNEGY INC	CL A	26817G102	157	18,385	SH	SOLE	18,385
E TRADE FINANCIAL CORP	COM	269246104	55	17,500	SH	SOLE	17,500
EASTMAN KODAK CO	COM	277461109	154	10,658	SH	SOLE	10,658
EATON CORP	COM	278058102	515	6,058	SH	SOLE	6,058
EBAY INC	COM	278642103	1,120	40,975	SH	SOLE	40,975
ECOLAB INC	COM	278865100	279	6,500	SH	SOLE	6,500
EDISON INTL	COM	281020107	622	12,100	SH	SOLE	12,100
EL PASO CORP	COM	28336L109	566	26,014	SH	SOLE	26,014
ELECTRONIC ARTS	COM	285512109	525	11,825	SH	SOLE	11,825
ELECTRONIC DATA SYS CORP	COM	285661104	458	18,600	SH	SOLE	18,600
EMBARQ CORP	COM	29078E105	260	5,506	SH	SOLE	5,506
EMC CORP MASS	COM	268648102	1,125	76,591	SH	SOLE	76,591
EMCORE CORP	COM	290846104	185	29,611	SH	DEFINED	1
29,611							
EMCORE CORP	COM	290846104	27,686	4,422,688	SH	DEFINED	2
4,422,688							
EMERSON ELEC CO	COM	291011104	1,433	28,984	SH	SOLE	28,984
ENSCO INTL INC	COM	26874Q100	431	5,341	SH	SOLE	5,341
ENTERGY CORP	COM	29364G103	851	7,062	SH	SOLE	7,062
ENTROPIC COMMUNICATIONS	COM	29384R105	4,677	984,636	SH	DEFINED	1
984,636							
EOG RES INC	COM	26875P101	1,212	9,235	SH	SOLE	9,235
EQUITY RESIDENTIAL	SH BEN INT	29476L107	383	10,002	SH	SOLE	10,002
EXELON CORP	COM	30161N101	2,189	24,331	SH	SOLE	24,331
EXPEDITORS INTL WASH INC	COM	302130109	340	7,900	SH	SOLE	7,900

EXPRESS SCRIPTS INC	COM	302182100	584	9,306	SH	SOLE	9,306
EXXON MOBIL CORP	COM	30231G102	17,261	195,864	SH	SOLE	195,864
FANNIE MAE	COM	313586109	769	39,432	SH	SOLE	39,432
FEDEX CORP	COM	31428X106	909	11,543	SH	SOLE	11,543
FIDELITY NATL INFO SVCS	COM	31620M106	236	6,400	SH	SOLE	6,400
FIFTH THIRD BANCORP	COM	316773100	217	21,333	SH	SOLE	21,333
FIRSTENERGY CORP	COM	337932107	930	11,301	SH	SOLE	11,301
FISERV INC	COM	337738108	278	6,122	SH	SOLE	6,122
FLUOR CORP	COM	343412102	612	3,287	SH	SOLE	3,287
FORD MTR CO	COM PAR \$0.01	345370860	400	83,074	SH	SOLE	83,074
FOREST LABS INC	CL A	345838106	393	11,310	SH	SOLE	11,310
FORTUNE BRANDS INC	COM	349631101	357	5,728	SH	SOLE	5,728
FPL GROUP INC	COM	302571104	989	15,082	SH	SOLE	15,082
FRANKLIN RES INC	COM	354613101	528	5,758	SH	SOLE	5,758
FREDDIE MAC CORP	COM	313400301	393	23,963	SH	SOLE	23,963
FREEPORT MCMORAN COPR/GOLD	COM	35671D857	1,661	14,177	SH	SOLE	14,177
GAMESTOP CORP	COM	36467W109	242	6,000	SH	SOLE	6,000
GAP INC	COM	364760108	278	16,661	SH	SOLE	16,661
GENERAL DYNAMICS CORP	COM	369550108	1,241	14,742	SH	SOLE	14,742
GENERAL ELEC CO	COM	369604103	9,862	369,483	SH	SOLE	369,483
GENERAL GROWTH PPTYS INC	COM	370021107	349	9,963	SH	SOLE	9,963
GENERAL MLS INC	COM	370334104	755	12,416	SH	SOLE	12,416
GENERAL MTRS CORP	COM	370442105	242	21,022	SH	SOLE	21,022
GENUINE PARTS CO	COM	372460105	239	6,033	SH	SOLE	6,033
GENWORTH FINL INC	COM	37247D106	285	16,000	SH	SOLE	16,000
GENZYME CORP	COM	372917104	713	9,917	SH	SOLE	9,917
GILEAD SCIENCES INC	COM	375558103	1,813	34,232	SH	SOLE	34,232
GOLDMAN SACHS GROUP INC	COM	38141G104	2,561	14,640	SH	SOLE	14,640
GOODRICH CORP	COM	382388106	219	4,620	SH	SOLE	4,620
GOOGLE INC	CL A	38259P508	4,546	8,636	SH	SOLE	8,636
HALLIBURTON CO	COM	406216101	1,716	32,326	SH	SOLE	32,326
HARLEY DAVIDSON INC	COM	412822108	318	8,766	SH	SOLE	8,766
HARTFORD FINL SVCS GROUP	COM	416515104	753	11,665	SH	SOLE	11,665
HCP INC	COM	40414L109	277	8,700	SH	SOLE	8,700
HEINZ H J CO	COM	423074103	560	11,700	SH	SOLE	11,700
HERSHEY COMPANY	COM	427866108	203	6,200	SH	SOLE	6,200
HESS CORP	COM	42809H107	1,310	10,384	SH	SOLE	10,384
HEWLETT PACKARD CO	COM	428236103	4,043	91,442	SH	SOLE	91,442
HOME DEPOT INC	COM	437076102	1,474	62,940	SH	SOLE	62,940
HONEYWELL INTL INC	COM	438516106	1,383	27,509	SH	SOLE	27,509
HOSPIRA INC	COM	441060100	235	5,854	SH	SOLE	5,854
HOST HOTELS & RESORTS INC	COM	44107P104	264	19,349	SH	SOLE	19,349
HUDSON CITY BANCORP INC	COM	443683107	320	19,194	SH	SOLE	19,194
HUMANA INC	COM	444859102	250	6,283	SH	SOLE	6,283
HUNTINGTON BANCSHARES INC	COM	446150104	79	13,606	SH	SOLE	13,606
IBM CORP	COM	459200101	6,033	50,897	SH	SOLE	50,897
ILLINOIS TOOL WKS INC	COM	452308109	700	14,741	SH	SOLE	14,741
INGERSOLL-RAND COMPANY LTD	COM	G4776G101	440	11,751	SH	SOLE	11,751
INTELLON CORPORATION 334,124	COM	45816W504	1,103	334,124	SH	DEFINED	1
INTELLON CORPORATION 82,424	COM	45816W504	272	82,424	SH	DEFINED	2
INTERCONTINENTAL EXCHANGE	COM	45865V100	297	2,601	SH	SOLE	2,601
INTERNATIONAL GAME TECH	COM	459902102	287	11,500	SH	SOLE	11,500
INTERNATIONAL PAPER CO	COM	460146103	368	15,805	SH	SOLE	15,805
INTERPUBLIC GROUP COS INC	COM	460690100	151	17,544	SH	SOLE	17,544
INTUIT	COM	461202103	328	11,900	SH	SOLE	11,900
INTUITIVE SURGICAL INC	COM	46120E602	377	1,400	SH	SOLE	1,400
ITT CORP	COM	450911102	427	6,735	SH	SOLE	6,735
JACOBS ENGR GROUP INC	COM	469814107	363	4,500	SH	SOLE	4,500
JC PENNEY CO INC	COM	708160106	299	8,228	SH	SOLE	8,228
JOHNSON & JOHNSON	COM	478160104	6,721	104,462	SH	SOLE	104,462
JOHNSON CTLS INC	COM	478366107	632	22,038	SH	SOLE	22,038
JPMORGAN CHASE & CO	COM	46625H100	4,393	128,035	SH	SOLE	128,035
JUNIPER NETWORKS INC	COM	48203R104	431	19,454	SH	SOLE	19,454
KELLOGG CO	COM	487836108	450	9,375	SH	SOLE	9,375
KEYCORP	COM	493267108	197	17,984	SH	SOLE	17,984
KIMBERLY CLARK CORP	COM	494368103	930	15,560	SH	SOLE	15,560
KIMCO RLTY CORP	COM	49446R109	325	9,403	SH	SOLE	9,403
KLA TENCOR CORP	COM	482480100	256	6,300	SH	SOLE	6,300
KOHL'S CORP	COM	500255104	455	11,369	SH	SOLE	11,369
KRAFT FOODS INC	CL A	50075N104	1,599	56,203	SH	SOLE	56,203
KROGER CO	COM	501044101	708	24,534	SH	SOLE	24,534
L-3 COMMUNICATIONS HLDGS	COM	502424104	413	4,549	SH	SOLE	4,549
LABORATORY CORP AMER HLDGS	COM	50540R409	285	4,100	SH	SOLE	4,100
LEGG MASON INC	COM	524901105	226	5,192	SH	SOLE	5,192
LEHMAN BROS HLDGS INC	COM	524908100	512	25,856	SH	SOLE	25,856
LEUCADIA NATL CORP	COM	527288104	307	6,542	SH	SOLE	6,542
LILLY ELI & CO	COM	532457108	1,695	36,714	SH	SOLE	36,714
LIMITED BRANDS INC	COM	532716107	187	11,107	SH	SOLE	11,107
LINCOLN NATL CORP IND	COM	534187109	435	9,600	SH	SOLE	9,600
LINEAR TECHNOLOGY CORP	COM	535678106	267	8,212	SH	SOLE	8,212
LOCKHEED MARTIN CORP	COM	539830109	1,236	12,531	SH	SOLE	12,531
LOEWS CORP	COM	540424108	631	13,445	SH	SOLE	13,445
LORILLARD INC	COM	544147101	443	6,400	SH	SOLE	6,400

LOWES COS INC	COM	548661107	1,126	54,262	SH	SOLE	54,262
LSI CORP	COM	502161102	145	23,643	SH	SOLE	23,643
M & T BK CORP	COM	55261F104	205	2,900	SH	SOLE	2,900
MACYS INC	COM	55616P104	302	15,546	SH	SOLE	15,546
MARATHON OIL CORP	COM	565849106	1,363	26,281	SH	SOLE	26,281
MARRIOTT INTL INC	CL A	571903202	292	11,133	SH	SOLE	11,133
MARSH & MCLENNAN COS INC	COM	571748102	503	18,961	SH	SOLE	18,961
MASCO CORP	COM	574599106	212	13,450	SH	SOLE	13,450
MASSEY ENERGY CORP	COM	576206106	281	3,000	SH	SOLE	3,000
MATTEL INC	COM	577081102	229	13,375	SH	SOLE	13,375
MCDONALDS CORP	COM	580135101	2,362	42,011	SH	SOLE	42,011
MCGRAW HILL COS INC	COM	580645109	479	11,931	SH	SOLE	11,931
MCKESSON CORP	COM	58155Q103	575	10,283	SH	SOLE	10,283
MEDCO HEALTH SOLUTIONS	COM	58405U102	885	18,744	SH	SOLE	18,744
MEDTRONIC INC	COM	585055106	2,154	41,630	SH	SOLE	41,630
MEMC ELECTRONICS MATRLS	COM	552715104	518	8,423	SH	SOLE	8,423
MERCK & CO INC	COM	589331107	2,998	79,545	SH	SOLE	79,545
MERRILL LYNCH & CO INC	COM	590188108	1,158	36,506	SH	SOLE	36,506
METLIFE INC	COM	59156R108	1,388	26,310	SH	SOLE	26,310
MICROCHIP TECHNOLOGY INC	COM	595017104	209	6,847	SH	SOLE	6,847
MICRON TECHNOLOGY INC	COM	595112103	169	28,200	SH	SOLE	28,200
MICROSOFT CORP	COM	594918104	8,167	296,890	SH	SOLE	296,890
MOLSON COORS BREWING	CL B	60871R209	284	5,220	SH	SOLE	5,220
MONSANTO CO	COM	61166W101	2,578	20,386	SH	SOLE	20,386
MOODYS CORP	COM	615369105	258	7,495	SH	SOLE	7,495
MORGAN STANLEY	COM	617446448	1,482	41,086	SH	SOLE	41,086
MOTOROLA INC	COM	620076109	614	83,634	SH	SOLE	83,634
MURPHY OIL CORP	COM	626717102	686	7,000	SH	SOLE	7,000
MYLAN INC	COM	628530107	136	11,300	SH	SOLE	11,300
NABORS INDUSTRIES LTD	COM	G6359F103	512	10,400	SH	SOLE	10,400
NATIONAL CITY CORP	COM	635405103	134	28,155	SH	SOLE	28,155
NATIONAL OILWELL VARCO	COM	637071101	1,362	15,356	SH	SOLE	15,356
NETAPP INC	COM	64110D104	275	12,700	SH	SOLE	12,700
NEWELL RUBBERMAID INC	COM	651229106	172	10,224	SH	SOLE	10,224
NEWMONT MINING CORP HLDG	COM	651639106	876	16,796	SH	SOLE	16,796
NEWS CORPORATION	CL A	65248E104	1,284	85,348	SH	SOLE	85,348
NIKE INC	CL B	654106103	838	14,053	SH	SOLE	14,053
NISOURCE INC	COM	65473P105	183	10,194	SH	SOLE	10,194
NOBLE CORP	COM	G65422100	649	9,990	SH	SOLE	9,990
NOBLE ENERGY INC	COM	655044105	644	6,400	SH	SOLE	6,400
NORFOLK SOUTHN CORP	COM	655844108	874	13,950	SH	SOLE	13,950
NORTHERN TR CORP	COM	665859104	488	7,111	SH	SOLE	7,111
NORTHROP GRUMMAN CORP	COM	666807102	850	12,703	SH	SOLE	12,703
NOVELL INC	COM	670006105	77	13,094	SH	SOLE	13,094
NUCOR CORP	COM	670346105	865	11,590	SH	SOLE	11,590
NVIDIA CORP	COM	67066G104	386	20,607	SH	SOLE	20,607
NYSE EURONEXT	COM	629491101	496	9,800	SH	SOLE	9,800
OCCIDENTAL PETE CORP	COM	674599105	2,730	30,381	SH	SOLE	30,381
OFFICE DEPOT INC	COM	676220106	111	10,144	SH	SOLE	10,144
OMNICOM GROUP INC	COM	681919106	532	11,848	SH	SOLE	11,848
ORACLE CORPORATION	COM	68389X105	3,089	147,087	SH	SOLE	147,087
PACCAR INC	COM	693718108	567	13,558	SH	SOLE	13,558
PARKER HANNIFIN CORP	COM	701094104	444	6,225	SH	SOLE	6,225
PAYCHEX INC	COM	704326107	371	11,875	SH	SOLE	11,875
PEABODY ENERGY CORP	COM	704549104	888	10,082	SH	SOLE	10,082
PEPSICO INC	COM	713448108	3,740	58,813	SH	SOLE	58,813
PFIZER INC	COM	717081103	4,381	250,798	SH	SOLE	250,798
PG&E CORP	COM	69331C108	526	13,253	SH	SOLE	13,253
PHILIP MORRIS INTL INC	COM	718172109	3,861	78,177	SH	SOLE	78,177
PITNEY BOWES INC	COM	724479100	264	7,735	SH	SOLE	7,735
PLUM CREEK TIMBER CO INC	COM	729251108	271	6,350	SH	SOLE	6,350
PNC FINANCIAL SVCS GRP	COM	693475105	733	12,843	SH	SOLE	12,843
PPG INDS INC	COM	693506107	351	6,121	SH	SOLE	6,121
PPL CORP	COM	69351T106	721	13,800	SH	SOLE	13,800
PRAXAIR INC	COM	74005P104	1,097	11,644	SH	SOLE	11,644
PRECISION CASTPARTS CORP	COM	740189105	499	5,175	SH	SOLE	5,175
PRICE T ROWE GROUP INC	COM	74144T108	542	9,600	SH	SOLE	9,600
PRINCIPAL FNCL GRP INC	COM	74251V102	403	9,600	SH	SOLE	9,600
PROCTER & GAMBLE CO	COM	742718109	6,879	113,127	SH	SOLE	113,127
PROGRESS ENERGY INC	COM	743263105	403	9,644	SH	SOLE	9,644
PROGRESSIVE CORP OHIO	COM	743315103	470	25,133	SH	SOLE	25,133
PROLOGIS INT	COM	743410102	527	9,700	SH	SOLE	9,700
PRUDENTIAL FINL INC	COM	744320102	966	16,165	SH	SOLE	16,165
PUBLIC STORAGE	COM	74460D109	372	4,600	SH	SOLE	4,600
PUBLIC SVC ENTERPRISE GRP	COM	744573106	866	18,854	SH	SOLE	18,854
QUALCOMM INC	COM	747525103	2,663	60,023	SH	SOLE	60,023
QUEST DIAGNOSTICS INC	COM	74834L100	286	5,900	SH	SOLE	5,900
QUESTAR CORP	COM	748356102	457	6,430	SH	SOLE	6,430
QWEST COMMUNICATIONS INTL	COM	749121109	221	56,360	SH	SOLE	56,360
RANGE RES CORP	COM	75281A109	374	5,700	SH	SOLE	5,700
RAYTHEON CO	COM	755111507	883	15,683	SH	SOLE	15,683
REGIONS FINL CORP	COM	7591EP100	282	25,805	SH	SOLE	25,805
REYNOLDS AMERN INC	COM	761713106	298	6,375	SH	SOLE	6,375
ROCKWELL AUTOMATION INC	COM	773903109	236	5,406	SH	SOLE	5,406
ROCKWELL COLLINS INC	COM	774341101	284	5,915	SH	SOLE	5,915

ROHM & HAAS CO	COM		775371107	218	4,692	SH	SOLE	4,692
SAFECO CORP	COM		786429100	225	3,357	SH	SOLE	3,357
SAFEWAY INC	COM		786514208	464	16,247	SH	SOLE	16,247
SARA LEE CORP	COM		803111103	320	26,150	SH	SOLE	26,150
SCHERING PLOUGH CORP	COM		806605101	1,184	60,144	SH	SOLE	60,144
SCHLUMBERGER LTD	COM		806857108	4,751	44,221	SH	SOLE	44,221
SCHWAB CHARLES CORP	COM		808513105	707	34,405	SH	SOLE	34,405
SEMPRA ENERGY	COM		816851109	527	9,329	SH	SOLE	9,329
SIGMA ALDRICH CORP	COM		826552101	255	4,739	SH	SOLE	4,739
SIMON PPTY GROUP INC	COM		828806109	752	8,362	SH	SOLE	8,362
SLM CORP	COM		78442P106	335	17,291	SH	SOLE	17,291
SMITH INTL INC	COM		832110100	618	7,437	SH	SOLE	7,437
SOUTHERN CO	COM		842587107	992	28,399	SH	SOLE	28,399
SOUTHWEST AIRLS CO	COM		844741108	354	27,171	SH	SOLE	27,171
SOUTHWESTERN ENERGY CO	COM		845467109	605	12,700	SH	SOLE	12,700
SOVEREIGN BANCORP INC	COM		845905108	130	17,715	SH	SOLE	17,715
SPECTRA ENERGY CORP	COM		847560109	676	23,513	SH	SOLE	23,513
SPRINT NEXTEL CORP	COM	SER 1	852061100	1,004	105,634	SH	SOLE	105,634
ST JUDE MED INC	COM		790849103	515	12,603	SH	SOLE	12,603
STAPLES INC	COM		855030102	619	26,075	SH	SOLE	26,075
STARBUCKS CORP	COM		855244109	425	27,000	SH	SOLE	27,000
STARWOOD HOTELS & RESORTS	COM		85590A401	275	6,873	SH	SOLE	6,873
STATE STREET CORP	COM		857477103	1,015	15,858	SH	SOLE	15,858
STRYKER CORP	COM		863667101	557	8,863	SH	SOLE	8,863
SUN MICROSYSTEMS INC	COM		866810203	316	29,017	SH	SOLE	29,017
SUNTRUST BKS INC	COM		867914103	474	13,097	SH	SOLE	13,097
SUPERVALU INC	COM		868536103	243	7,882	SH	SOLE	7,882
SYMANTEC CORP	COM		871503108	603	31,160	SH	SOLE	31,160
SYSCO CORP	COM		871829107	613	22,300	SH	SOLE	22,300
TARGET CORP	COM		87612E106	1,341	28,854	SH	SOLE	28,854
TELLABS INC	COM		879664100	68	14,700	SH	SOLE	14,700
TENET HEALTHCARE CORP	COM		88033G100	99	17,774	SH	SOLE	17,774
TEXAS INSTRS INC	COM		882508104	1,380	49,000	SH	SOLE	49,000
TEXTRON INC	COM		883203101	442	9,212	SH	SOLE	9,212
THERMO FISHER SCIENTIFIC	COM		883556102	864	15,495	SH	SOLE	15,495
TIME WARNER INC	COM		887317105	1,964	132,690	SH	SOLE	132,690
TJX COS INC	COM		872540109	494	15,700	SH	SOLE	15,700
TRANSCOCEAN INC	COM		G90073100	1,799	11,803	SH	SOLE	11,803
TRAVELERS COS INC	COM		89417E109	972	22,394	SH	SOLE	22,394
TYCO ELECTRONICS LTD	COM		G9144P105	636	17,744	SH	SOLE	17,744
TYCO INTL LTD BERMUDA	COM		G9143X208	714	17,842	SH	SOLE	17,842
TYSON FOODS INC	CL A		902494103	151	10,128	SH	SOLE	10,128
UNION PAC CORP	COM		907818108	1,444	19,128	SH	SOLE	19,128
UNISYS CORP	COM		909214108	52	13,200	SH	SOLE	13,200
UNITED PARCEL SVC INC	CL B		911312106	2,329	37,887	SH	SOLE	37,887
UNITED STATES STEEL CORP	COM		912909108	807	4,366	SH	SOLE	4,366
UNITED TECHNOLOGIES CORP	COM		913017109	2,227	36,093	SH	SOLE	36,093
UNITEDHEALTH GROUP INC	COM		91324P102	1,195	45,515	SH	SOLE	45,515
UNUM GROUP	COM		91529Y106	262	12,821	SH	SOLE	12,821
US BANCORP	COM		902973304	1,799	64,507	SH	SOLE	64,507
UST INC	COM		902911106	299	5,474	SH	SOLE	5,474
V F CORP	COM		918204108	228	3,207	SH	SOLE	3,207
VALERO ENERGY CORP	COM		91913Y100	807	19,587	SH	SOLE	19,587
VARIAN MED SYS INC	COM		92220P105	242	4,662	SH	SOLE	4,662
VERISIGN INC	COM		92343E102	272	7,200	SH	SOLE	7,200
VERIZON COMMUNICATIONS	COM		92343V104	3,740	105,652	SH	SOLE	105,652
VIACOM INC	CL B		92553P201	715	23,413	SH	SOLE	23,413
VMWARE INC	CL A COM		928563402	511,670	9,500,000	SH	DEFINED	2
9,500,000								
VORNADO RLTY TR	COM		929042109	442	5,028	SH	SOLE	5,028
VULCAN MATLS CO	COM		929160109	245	4,100	SH	SOLE	4,100
WACHOVIA CORP	COM		929903102	1,231	79,279	SH	SOLE	79,279
WAL MART STORES INC	COM		931142103	4,846	86,225	SH	SOLE	86,225
WALGREEN CO	COM		931422109	1,195	36,750	SH	SOLE	36,750
WASHINGTON MUTUAL INC	COM		939322103	193	39,205	SH	SOLE	39,205
WASTE MGMT INC	COM		94106L109	688	18,235	SH	SOLE	18,235
WATERS CORP	COM		941848103	239	3,700	SH	SOLE	3,700
WEATHERFORD INTL LTD	COM		G95089101	1,251	25,224	SH	SOLE	25,224
WELLPOINT INC	COM		94973V107	929	19,492	SH	SOLE	19,492
WELLS FARGO & CO	COM		949746101	2,908	122,429	SH	SOLE	122,429
WESTERN UN CO	COM		959802109	678	27,429	SH	SOLE	27,429
WEYERHAEUSER CO	COM		962166104	398	7,790	SH	SOLE	7,790
WILLIAMS COS INC	COM		969457100	873	21,662	SH	SOLE	21,662
WINDSTREAM CORP	COM		97381W104	204	16,554	SH	SOLE	16,554
WRIGLEY WM JR CO	COM		982526105	618	7,940	SH	SOLE	7,940
WYETH	COM		983024100	2,371	49,428	SH	SOLE	49,428
XCEL ENERGY INC	COM		98389B100	320	15,953	SH	SOLE	15,953
XEROX CORP	COM		984121103	452	33,300	SH	SOLE	33,300
XILINX INC	COM		983919101	262	10,379	SH	SOLE	10,379
XTO ENERGY INC	COM		98385X106	1,295	18,905	SH	SOLE	18,905
YAHOO INC	COM		984332106	1,054	51,019	SH	SOLE	51,019
YUM BRANDS INC	COM		988498101	616	17,565	SH	SOLE	17,565
ZIMMER HLDGS INC	COM		98956P102	584	8,589	SH	SOLE	8,589

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