

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

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 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).)

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

<TABLE>

9/30/08

FORM 13F INFORMATION TABLE

REPORTING MANAGER: INTEL CORPORATION

<CAPTION>

ITEM 1: NAME OF ISSUER AUTHORITY	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL	SH/ PRN	ITEM 6: INVESTMENT DISCRETION	ITEM 7: MANAGERS	ITEM 8: VOTING (A) SOLE
(B) SHARED (C) NONE			(000)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>								<C>
3M CO	COM	88579Y101	1,765	25,834	SH	SOLE		25,834
ABBOTT LABS	COM	002824100	3,281	56,975	SH	SOLE		56,975
ADOBE SYS INC	COM	00724F101	775	19,637	SH	SOLE		19,637
ADVANCED MICRO DEVICES INC	COM	007903107	118	22,450	SH	SOLE		22,450
AES CORP	COM	00130H105	290	24,830	SH	SOLE		24,830
AETNA INC	COM	00817Y108	630	17,456	SH	SOLE		17,456
AFLAC INC	COM	001055102	1,036	17,629	SH	SOLE		17,629
AGILENT TECHNOLOGIES INC	COM	00846U101	393	13,250	SH	SOLE		13,250
AIR PRODS & CHEMS INC	COM	009158106	534	7,798	SH	SOLE		7,798
ALCOA INC	COM	013817101	680	30,105	SH	SOLE		30,105
ALLEGHENY ENERGY INC	COM	017361106	228	6,194	SH	SOLE		6,194
ALLERGAN INC	COM	018490102	587	11,398	SH	SOLE		11,398
ALLIED WASTE INDS INC	COM PAR \$0.01 NEW	019589308	139	12,507	SH	SOLE		12,507
ALLSTATE CORP	COM	020002101	923	20,012	SH	SOLE		20,012
ALTERA CORP	COM	021441100	231	11,151	SH	SOLE		11,151
ALTRIA GROUP INC	COM	02209S103	1,511	76,177	SH	SOLE		76,177
AMAZON.COM INC	COM	023135106	861	11,830	SH	SOLE		11,830
AMEREN CORP	COM	023608102	304	7,792	SH	SOLE		7,792
AMERICAN ELEC PWR INC	COM	025537101	552	14,907	SH	SOLE		14,907
AMERICAN EXPRESS CO	COM	025816109	1,518	42,850	SH	SOLE		42,850
AMERICAN INTL GROUP INC	COM	026874107	331	99,348	SH	SOLE		99,348
AMERICAN TOWER CORP	COM	029912201	525	14,600	SH	SOLE		14,600
AMERIPRISE FINL INC	COM	03076C106	305	7,991	SH	SOLE		7,991
AMERISOURCEBERGEN CORP	COM	03073E105	222	5,902	SH	SOLE		5,902
AMGEN INC	COM	031162100	2,319	39,120	SH	SOLE		39,120
AMPHENOL CORP	CL A	032095101	261	6,500	SH	SOLE		6,500
ANADARKO PETE CORP	COM	032511107	841	17,342	SH	SOLE		17,342
ANALOG DEVICES INC	COM	032654105	283	10,731	SH	SOLE		10,731
ANHEUSER BUSCH COS INC	COM	035229103	1,723	26,552	SH	SOLE		26,552
AON CORP	COM	037389103	462	10,266	SH	SOLE		10,266
APACHE CORP	COM	037411105	1,291	12,382	SH	SOLE		12,382
APOLLO GROUP INC	CL A	037604105	233	3,928	SH	SOLE		3,928
APPLE INC	COM	037833100	3,726	32,785	SH	SOLE		32,785
APPLIED BIOSYSTEMS INC	COM	038149100	213	6,218	SH	SOLE		6,218
APPLIED MATLS INC	COM	038222105	750	49,600	SH	SOLE		49,600
ARCHER DANIELS MIDLAND CO	COM	039483102	522	23,827	SH	SOLE		23,827
ASSURANT INC	COM	04621X108	241	4,382	SH	SOLE		4,382
AT & T INC	COM	00206R102	6,081	217,811	SH	SOLE		217,811
AUTODESK INC	COM	052769106	278	8,301	SH	SOLE		8,301
AUTOMATIC DATA PROCESSING	COM	053015103	802	18,766	SH	SOLE		18,766
AVALONBAY CMNTYS INC	COM	053484101	283	2,878	SH	SOLE		2,878
AVOCENT CORPORATION	COM	053893103	3,302	161,409	SH	SOLE		161,409
AVON PRODS INC	COM	054303102	654	15,728	SH	SOLE		15,728
BAKER HUGHES INC	COM	057224107	692	11,433	SH	SOLE		11,433
BANK NEW YORK MELLON CORP	COM	064058100	1,380	42,365	SH	SOLE		42,365
BANK OF AMERICA CORP	COM	060505104	5,900	168,578	SH	SOLE		168,578
BARD C R INC	COM	067383109	344	3,630	SH	SOLE		3,630
BARR PHARMACEUTICALS INC	COM	068306109	266	4,069	SH	SOLE		4,069
BAXTER INTL INC	COM	071813109	1,525	23,240	SH	SOLE		23,240
BB&T CORP	COM	054937107	768	20,320	SH	SOLE		20,320
BECTON DICKINSON & CO	COM	075887109	721	8,984	SH	SOLE		8,984
BED BATH & BEYOND INC	COM	075896100	302	9,600	SH	SOLE		9,600
BEST BUY INC	COM	086516101	467	12,466	SH	SOLE		12,466
BIOGEN IDEC INC	COM	09062X103	538	10,691	SH	SOLE		10,691
BJ SVCS CO	COM	055482103	209	10,900	SH	SOLE		10,900
BLOCK H & R INC	COM	093671105	276	12,116	SH	SOLE		12,116
BMC SOFTWARE INC	COM	055921100	200	7,000	SH	SOLE		7,000
BOEING CO	COM	097023105	1,570	27,384	SH	SOLE		27,384
BOSTON PPTYS INC	COM	101121101	412	4,396	SH	SOLE		4,396
BOSTON SCIENTIFIC CORP	COM	101137107	680	55,447	SH	SOLE		55,447
BRISTOL MYERS SQUIBB CO	COM	110122108	1,526	73,182	SH	SOLE		73,182
BROADCOM CORP	CL A	111320107	305	16,350	SH	SOLE		16,350
BROWN FORMAN CORP	CL B	115637209	210	2,921	SH	SOLE		2,921
BURLINGTON NORTH SANTA FE	COM	12189T104	965	10,442	SH	SOLE		10,442
C H ROBINSON WORLDWIDE INC	COM	12541W209	323	6,329	SH	SOLE		6,329
CA INC	COM	12673P105	290	14,526	SH	SOLE		14,526
CAMERON INTL CORP	COM	13342B105	308	8,000	SH	SOLE		8,000
CAMPBELL SOUP CO	COM	134429109	301	7,810	SH	SOLE		7,810
CAPITAL ONE FINL CORP	COM	14040H105	708	13,874	SH	SOLE		13,874
CARDINAL HEALTH INC	COM	14149Y108	653	13,256	SH	SOLE		13,256
CARNIVAL CORP	PAIRED CTF	143658300	571	16,148	SH	SOLE		16,148
CATERPILLAR INC	COM	149123101	1,340	22,480	SH	SOLE		22,480

CBS CORP	CL B	124857202	366	25,119	SH	SOLE	25,119
CELGENE CORP	COM	151020104	1,064	16,813	SH	SOLE	16,813
CENTERPOINT ENERGY INC	COM	15189T107	184	12,623	SH	SOLE	12,623
CHESAPEAKE ENERGY CORP	COM	165167107	692	19,300	SH	SOLE	19,300
CHEVRON CORPORATION	COM	166764100	6,263	75,933	SH	SOLE	75,933
CHUBB CORP	COM	171232101	730	13,294	SH	SOLE	13,294
CIGNA CORP	COM	125509109	347	10,208	SH	SOLE	10,208
CISCO SYS INC	COM	17275R102	4,925	218,319	SH	SOLE	218,319
CIT GROUP INC	COM	125581108	73	10,500	SH	SOLE	10,500
CITIGROUP INC	COM	172967101	4,127	201,231	SH	SOLE	201,231
CLEARWIRE CORP 3,333,333	CL A	185385309	39,600	3,333,333	SH	DEFINED	1
CLEARWIRE CORP 23,427,601	CL A	185385309	278,320	23,427,601	SH	DEFINED	2
CLOROX CO	COM	189054109	319	5,094	SH	SOLE	5,094
CME GROUP INC	COM	12572Q105	935	2,517	SH	SOLE	2,517
COACH INC	COM	189754104	312	12,465	SH	SOLE	12,465
COCA COLA CO	COM	191216100	3,887	73,507	SH	SOLE	73,507
COCA COLA ENTERPRISES INC	COM	191219104	196	11,700	SH	SOLE	11,700
COGNIZANT TECH SOLUTIONS	CL A	192446102	245	10,738	SH	SOLE	10,738
COLGATE PALMOLIVE CO	COM	194162103	1,409	18,700	SH	SOLE	18,700
COMCAST CORP	CL A	20030N101	2,118	107,898	SH	SOLE	107,898
COMPUTER SCIENCES CORP	COM	205363104	224	5,579	SH	SOLE	5,579
CONAGRA FOODS INC	COM	205887102	325	16,700	SH	SOLE	16,700
CONOCOPHILLIPS	COM	20825C104	4,118	56,225	SH	SOLE	56,225
CONSOL ENERGY INC	COM	20854P109	311	6,780	SH	SOLE	6,780
CONSOLIDATED EDISON INC	COM	209115104	433	10,079	SH	SOLE	10,079
COOPER INDUSTRIES LTD	COM	G24182100	257	6,429	SH	SOLE	6,429
CORNING INC	COM	219350105	913	58,369	SH	SOLE	58,369
COSTCO WHSL CORP	COM	22160K105	1,046	16,105	SH	SOLE	16,105
COVIDIEN LIMITED	COM	G2552X108	997	18,543	SH	SOLE	18,543
CSX CORP	COM	126408103	821	15,044	SH	SOLE	15,044
CUMMINS INC	COM	231021106	328	7,510	SH	SOLE	7,510
CVS CAREMARK CORP	COM	126650100	1,786	53,046	SH	SOLE	53,046
D R HORTON INC	COM	23331A109	132	10,162	SH	SOLE	10,162
DANAHER CORP	COM	235851102	652	9,398	SH	SOLE	9,398
DAVITA INC	COM	23918K108	222	3,900	SH	SOLE	3,900
DEERE & CO	COM	244199105	783	15,816	SH	SOLE	15,816
DELL INC	COM	24702R101	1,061	64,382	SH	SOLE	64,382
DEVON ENERGY CORP	COM	25179M103	1,486	16,296	SH	SOLE	16,296
DIRECTTV GROUP INC	COM	25459L106	558	21,313	SH	SOLE	21,313
DISCOVER FINL SVCS	COM	254709108	245	17,723	SH	SOLE	17,723
DISNEY WALT CO	COM	254687106	2,128	69,348	SH	SOLE	69,348
DOMINION RES INC VA	COM	25746U109	916	21,406	SH	SOLE	21,406
DOVER CORP	COM	260003108	283	6,983	SH	SOLE	6,983
DOW CHEM CO	COM	260543103	1,087	34,193	SH	SOLE	34,193
DTE ENERGY CO	COM	233331107	241	6,000	SH	SOLE	6,000
DU PONT E I DE NEMOURS&CO	COM	263534109	1,344	33,350	SH	SOLE	33,350
DUKE ENERGY CORP	COM	26441C105	815	46,781	SH	SOLE	46,781
DYNEGY INC	CL A	26817G102	67	18,685	SH	SOLE	18,685
E TRADE FINANCIAL CORP	COM	269246104	56	19,900	SH	SOLE	19,900
EASTMAN KODAK CO	COM	277461109	164	10,658	SH	SOLE	10,658
EATON CORP	COM	278058102	346	6,158	SH	SOLE	6,158
EBAY INC	COM	278642103	904	40,375	SH	SOLE	40,375
ECOLAB INC	COM	278865100	315	6,500	SH	SOLE	6,500
EDISON INTL	COM	281020107	479	12,000	SH	SOLE	12,000
EL PASO CORP	COM	28336L109	331	25,914	SH	SOLE	25,914
ELECTRONIC ARTS	COM	285512109	437	11,825	SH	SOLE	11,825
EMBARQ CORP	COM	29078E105	215	5,306	SH	SOLE	5,306
EMC CORP MASS	COM	268648102	915	76,491	SH	SOLE	76,491
EMCORE CORP 29,611	COM	290846104	146	29,611	SH	DEFINED	1
EMCORE CORP 4,422,688	COM	290846104	21,848	4,422,688	SH	SOLE	2
EMERSON ELEC CO	COM	291011104	1,170	28,684	SH	SOLE	28,684
ENSCO INTL INC	COM	26874Q100	308	5,341	SH	SOLE	5,341
ENTERGY CORP	COM	29364G103	629	7,062	SH	SOLE	7,062
ENTROPIC COMMS, INC. 984,636	COM	29384R105	1,388	984,636	SH	DEFINED	1
EOG RES INC	COM	26875P101	826	9,235	SH	SOLE	9,235
EQUITY RESIDENTIAL	SH BEN INT	29476L107	444	10,002	SH	SOLE	10,002
ESTEE LAUDER COS INC	CL A	518439104	210	4,200	SH	SOLE	4,200
EXELON CORP	COM	30161N101	1,524	24,331	SH	SOLE	24,331
EXPEDITORS INTL WASH INC	COM	302130109	275	7,900	SH	SOLE	7,900
EXPRESS SCRIPTS INC	COM	302182100	672	9,106	SH	SOLE	9,106
EXXON MOBIL CORP	COM	30231G102	14,908	191,964	SH	SOLE	191,964
FASTENAL CO	COM	311900104	237	4,800	SH	SOLE	4,800
FEDEX CORP	COM	31428X106	912	11,543	SH	SOLE	11,543
FIFTH THIRD BANCORP	COM	316773100	254	21,333	SH	SOLE	21,333
FIRSTENERGY CORP	COM	337932107	757	11,301	SH	SOLE	11,301
FISERV INC	COM	337738108	285	6,022	SH	SOLE	6,022
FLUOR CORP	COM	343412102	366	6,574	SH	SOLE	6,574
FORD MTR CO	COM PAR \$0.01	345370860	435	83,574	SH	SOLE	83,574
FOREST LABS INC	CL A	345838106	320	11,310	SH	SOLE	11,310
FORTUNE BRANDS INC	COM	349631101	317	5,528	SH	SOLE	5,528

FPL GROUP INC	COM	302571104	759	15,082	SH	SOLE	15,082
FRANKLIN RES INC	COM	354613101	499	5,658	SH	SOLE	5,658
FREEMPORT MCMORAN COPR/GOLD	COM	35671D857	806	14,177	SH	SOLE	14,177
FRONTIER COMMS CORP	COM	35906A108	135	11,700	SH	SOLE	11,700
GAMESTOP CORP	COM	36467W109	205	6,000	SH	SOLE	6,000
GAP INC	COM	364760108	309	17,361	SH	SOLE	17,361
GENERAL DYNAMICS CORP	COM	369550108	1,078	14,642	SH	SOLE	14,642
GENERAL ELEC CO	COM	369604103	9,376	367,683	SH	SOLE	367,683
GENERAL MLS INC	COM	370334104	853	12,416	SH	SOLE	12,416
GENERAL MTRS CORP	COM	370442105	198	20,922	SH	SOLE	20,922
GENUINE PARTS CO	COM	372460105	239	5,933	SH	SOLE	5,933
GENWORTH FINL INC	COM	37247D106	138	16,000	SH	SOLE	16,000
GENZYME CORP	COM	372917104	802	9,917	SH	SOLE	9,917
GILEAD SCIENCES INC	COM	375558103	1,553	34,032	SH	SOLE	34,032
GOLDMAN SACHS GROUP	COM	38141G104	2,053	16,040	SH	SOLE	16,040
GOOGLE INC	CL A	38259P508	3,539	8,836	SH	SOLE	8,836
GRAINGER W W INC	COM	384802104	209	2,400	SH	SOLE	2,400
HALLIBURTON CO	COM	406216101	1,050	32,426	SH	SOLE	32,426
HARLEY DAVIDSON INC	COM	412822108	323	8,666	SH	SOLE	8,666
HARRIS CORP	COM	413875105	231	5,000	SH	SOLE	5,000
HARTFORD FINL SVCS GRP	COM	416515104	458	11,165	SH	SOLE	11,165
HCP INC	COM	40414L109	373	9,300	SH	SOLE	9,300
HEINZ H J CO	COM	423074103	575	11,500	SH	SOLE	11,500
HERSHEY COMPANY	COM	427866108	241	6,100	SH	SOLE	6,100
HESS CORP	COM	42809H107	861	10,484	SH	SOLE	10,484
HEWLETT PACKARD CO	COM	428236103	4,187	90,542	SH	SOLE	90,542
HOME DEPOT INC	COM	437076102	1,624	62,740	SH	SOLE	62,740
HONEYWELL INTL INC	COM	438516106	1,143	27,509	SH	SOLE	27,509
HOSPIRA INC	COM	441060100	224	5,854	SH	SOLE	5,854
HOST HOTELS & RESORTS	COM	44107P104	256	19,249	SH	SOLE	19,249
HUDSON CITY BANCORP	COM	443683107	354	19,194	SH	SOLE	19,194
HUMANA INC	COM	444859102	259	6,283	SH	SOLE	6,283
HUNTINGTON BANCSHARES	COM	446150104	108	13,506	SH	SOLE	13,506
IBM CORP	COM	459200101	5,859	50,097	SH	SOLE	50,097
ILLINOIS TOOL WKS INC	COM	452308109	655	14,741	SH	SOLE	14,741
INGERSOLL-RAND COMPANY LTD	COM	G4776G101	366	11,751	SH	SOLE	11,751
INTELLON CORPORATION 334,124	COM	45816W504	1,223	334,124	SH	DEFINED	1
INTELLON CORPORATION 82,424	COM	45816W504	302	82,424	SH	DEFINED	2
INTERCONTINENTAL EXCHANGE	COM	45865V100	226	2,801	SH	SOLE	2,801
INTERNATIONAL GAME TECH	COM	459902102	196	11,400	SH	SOLE	11,400
INTERNATIONAL PAPER CO	COM	460146103	414	15,805	SH	SOLE	15,805
INTERPUBLIC GROUP COS INC	COM	460690100	137	17,644	SH	SOLE	17,644
INTUIT	COM	461202103	376	11,900	SH	SOLE	11,900
INTUITIVE SURGICAL INC	COM	46120E602	337	1,400	SH	SOLE	1,400
INVESCO LTD	COM	G491BT108	300	14,300	SH	SOLE	14,300
ITT CORP	COM	450911102	375	6,735	SH	SOLE	6,735
JACOBS ENGR GROUP INC	COM	469814107	244	4,500	SH	SOLE	4,500
JC PENNEY CO INC	COM	708160106	274	8,228	SH	SOLE	8,228
JOHNSON & JOHNSON	COM	478160104	7,154	103,262	SH	SOLE	103,262
JOHNSON CTLS INC	COM	478366107	665	21,938	SH	SOLE	21,938
JPMORGAN CHASE & CO	COM	46625H100	6,358	136,135	SH	SOLE	136,135
JUNIPER NETWORKS INC	COM	48203R104	423	20,054	SH	SOLE	20,054
KELLOGG CO	COM	487836108	520	9,275	SH	SOLE	9,275
KEYCORP	COM	493267108	218	18,284	SH	SOLE	18,284
KIMBERLY CLARK CORP	COM	494368103	996	15,360	SH	SOLE	15,360
KIMCO RLTY CORP	COM	49446R109	310	8,403	SH	SOLE	8,403
KLA TENCOR CORP	COM	482480100	203	6,400	SH	SOLE	6,400
KOHL'S CORP	COM	500255104	519	11,269	SH	SOLE	11,269
KRAFT FOODS INC	CL A	50075N104	1,837	56,103	SH	SOLE	56,103
KROGER CO	COM	501044101	666	24,234	SH	SOLE	24,234
L-3 COMMUNICATIONS HLDGS	COM	502424104	437	4,449	SH	SOLE	4,449
LABORATORY CORP AMER HLDGS	COM	50540R409	285	4,100	SH	SOLE	4,100
LEUCADIA NATL CORP	COM	527288104	297	6,542	SH	SOLE	6,542
LILLY ELI & CO	COM	532457108	1,630	37,014	SH	SOLE	37,014
LIMITED BRANDS INC	COM	532716107	182	10,507	SH	SOLE	10,507
LINCOLN NATL CORP IND	COM	534187109	407	9,500	SH	SOLE	9,500
LINEAR TECHNOLOGY CORP	COM	535678106	252	8,212	SH	SOLE	8,212
LOCKHEED MARTIN CORP	COM	539830109	1,352	12,331	SH	SOLE	12,331
LOEWS CORP	COM	540424108	527	13,345	SH	SOLE	13,345
LORILLARD INC	COM	544147101	455	6,400	SH	SOLE	6,400
LOWES COS INC	COM	548661107	1,283	54,162	SH	SOLE	54,162
LSI CORP	COM	502161102	127	23,743	SH	SOLE	23,743
M & T BK CORP	COM	55261F104	259	2,900	SH	SOLE	2,900
MACYS INC	COM	55616P104	280	15,546	SH	SOLE	15,546
MARATHON OIL CORP	COM	565849106	1,040	26,081	SH	SOLE	26,081
MARRIOTT INTL INC	CL A	571903202	285	10,933	SH	SOLE	10,933
MARSH & MCLENNAN COS INC	COM	571748102	602	18,961	SH	SOLE	18,961
MASCO CORP	COM	574599106	239	13,350	SH	SOLE	13,350
MASTERCARD INC	CL A	57636Q104	479	2,700	SH	SOLE	2,700
MATTEL INC	COM	577081102	241	13,375	SH	SOLE	13,375
MCDONALDS CORP	COM	580135101	2,567	41,611	SH	SOLE	41,611
MCGRAW HILL COS INC	COM	580645109	371	11,731	SH	SOLE	11,731
MCKESSON CORP	COM	58155Q103	548	10,183	SH	SOLE	10,183

MEDCO HEALTH SOLUTIONS INC	COM	58405U102	839	18,644	SH	SOLE	18,644
MEDTRONIC INC	COM	585055106	2,091	41,730	SH	SOLE	41,730
MEMC ELECTRONICS MATERIALS	COM	552715104	235	8,323	SH	SOLE	8,323
MERCK & CO INC	COM	589331107	2,498	79,145	SH	SOLE	79,145
MERRILL LYNCH & CO INC	COM	590188108	1,432	56,606	SH	SOLE	56,606
METLIFE INC	COM	59156R108	1,423	25,410	SH	SOLE	25,410
MICROCHIP TECHNOLOGY INC	COM	595017104	202	6,847	SH	SOLE	6,847
MICRON TECHNOLOGY INC	COM	595112103	114	28,100	SH	SOLE	28,100
MICROSOFT CORP	COM	594918104	7,745	290,190	SH	SOLE	290,190
MOLSON COORS BREWING CO	CL B	60871R209	258	5,520	SH	SOLE	5,520
MONSANTO CO	COM	61166W101	2,008	20,286	SH	SOLE	20,286
MOODYS CORP	COM	615369105	248	7,295	SH	SOLE	7,295
MORGAN STANLEY	COM	617446448	943	40,986	SH	SOLE	40,986
MOTOROLA INC	COM	620076109	598	83,734	SH	SOLE	83,734
MURPHY OIL CORP	COM	626717102	449	7,000	SH	SOLE	7,000
MYLAN INC	COM	628530107	129	11,300	SH	SOLE	11,300
NABORS INDUSTRIES LTD	COM	G6359F103	259	10,400	SH	SOLE	10,400
NATIONAL CITY CORP	COM	635405103	49	28,155	SH	SOLE	28,155
NATIONAL OILWELL VARCO INC	COM	637071101	776	15,456	SH	SOLE	15,456
NETAPP INC	COM	64110D104	221	12,100	SH	SOLE	12,100
NEWELL RUBBERMAID INC	COM	651229106	176	10,224	SH	SOLE	10,224
NEWMONT MINING CORP HOLDING	COM	651639106	655	16,896	SH	SOLE	16,896
NEWS CORPORATION	CL A	65248E104	1,017	84,848	SH	SOLE	84,848
NIKE INC	CL B	654106103	967	14,453	SH	SOLE	14,453
NISOURCE INC	COM	65473P105	149	10,094	SH	SOLE	10,094
NOBLE CORP	COM	G65422100	439	9,990	SH	SOLE	9,990
NOBLE ENERGY INC	COM	655044105	356	6,400	SH	SOLE	6,400
NORFOLK SOUTHN CORP	COM	655844108	917	13,850	SH	SOLE	13,850
NORTHERN TR CORP	COM	665859104	593	8,211	SH	SOLE	8,211
NORTHROP GRUMMAN CORP	COM	666807102	757	12,503	SH	SOLE	12,503
NOVELL INC	COM	670006105	66	12,794	SH	SOLE	12,794
NUCOR CORP	COM	670346105	462	11,690	SH	SOLE	11,690
NVIDIA CORP	COM	67066G104	221	20,607	SH	SOLE	20,607
NYSE EURONEXT	COM	629491101	384	9,800	SH	SOLE	9,800
OCCIDENTAL PETE CORP	COM	674599105	2,126	30,181	SH	SOLE	30,181
OFFICE DEPOT INC	COM	676220106	59	10,144	SH	SOLE	10,144
OMNICOM GROUP INC	COM	681919106	453	11,748	SH	SOLE	11,748
ORACLE CORPORATION	COM	68389X105	2,943	144,887	SH	SOLE	144,887
PACCAR INC	COM	693718108	514	13,458	SH	SOLE	13,458
PARKER HANNIFIN CORP	COM	701094104	330	6,225	SH	SOLE	6,225
PAYCHEX INC	COM	704326107	392	11,875	SH	SOLE	11,875
PEABODY ENERGY CORP	COM	704549104	454	10,082	SH	SOLE	10,082
PEPSICO INC	COM	713448108	4,127	57,913	SH	SOLE	57,913
PFIZER INC	COM	717081103	4,595	249,198	SH	SOLE	249,198
PG&E CORP	COM	69331C108	496	13,253	SH	SOLE	13,253
PHILIP MORRIS INTL INC	COM	718172109	3,664	76,177	SH	SOLE	76,177
PIONEER NAT RES CO	COM	723787107	230	4,400	SH	SOLE	4,400
PITNEY BOWES INC	COM	724479100	254	7,635	SH	SOLE	7,635
PLUM CREEK TIMBER CO INC	COM	729251108	317	6,350	SH	SOLE	6,350
PNC FINANCIAL SERVICES GRP	COM	693475105	959	12,843	SH	SOLE	12,843
PPG INDS INC	COM	693506107	351	6,021	SH	SOLE	6,021
PPL CORP	COM	69351T106	511	13,800	SH	SOLE	13,800
PRAXAIR INC	COM	74005P104	835	11,644	SH	SOLE	11,644
PRECISION CASTPARTS CORP	COM	740189105	408	5,175	SH	SOLE	5,175
PRICE T ROWE GROUP INC	COM	74144T108	516	9,600	SH	SOLE	9,600
PRINCIPAL FINANCIAL GROUP	COM	74251V102	418	9,600	SH	SOLE	9,600
PROCTER & GAMBLE CO	COM	742718109	7,814	112,127	SH	SOLE	112,127
PROGRESS ENERGY INC	COM	743263105	416	9,644	SH	SOLE	9,644
PROGRESSIVE CORP OHIO	COM	743315103	434	24,933	SH	SOLE	24,933
PROLOGIS INT	COM	743410102	400	9,700	SH	SOLE	9,700
PRUDENTIAL FINL INC	COM	744320102	1,135	15,765	SH	SOLE	15,765
PUBLIC STORAGE	COM	74460D109	455	4,600	SH	SOLE	4,600
PUBLIC SVC ENTERPRISE GRP	COM	744573106	615	18,754	SH	SOLE	18,754
QUALCOMM INC	COM	747525103	2,605	60,623	SH	SOLE	60,623
QUEST DIAGNOSTICS INC	COM	74834L100	300	5,800	SH	SOLE	5,800
QUESTAR CORP	COM	748356102	263	6,430	SH	SOLE	6,430
QWEST COMMUNICATIONS INTL	COM	749121109	177	54,860	SH	SOLE	54,860
RANGE RES CORP	COM	75281A109	244	5,700	SH	SOLE	5,700
RAYTHEON CO	COM	755111507	823	15,383	SH	SOLE	15,383
REGIONS FINL CORP	COM	7591EP100	247	25,705	SH	SOLE	25,705
REYNOLDS AMERN INC	COM	761713106	305	6,275	SH	SOLE	6,275
ROCKWELL AUTOMATION INC	COM	773903109	202	5,406	SH	SOLE	5,406
ROCKWELL COLLINS INC	COM	774341101	284	5,915	SH	SOLE	5,915
ROHM & HAAS CO	COM	775371107	326	4,592	SH	SOLE	4,592
SAFEWAY INC	COM	786514208	381	16,047	SH	SOLE	16,047
SARA LEE CORP	COM	803111103	330	26,150	SH	SOLE	26,150
SCHERING PLOUGH CORP	COM	806605101	1,109	60,044	SH	SOLE	60,044
SCHLUMBERGER LTD	COM	806857108	3,461	44,321	SH	SOLE	44,321
SCHWAB CHARLES CORP	COM	808513105	897	34,505	SH	SOLE	34,505
SEMPRA ENERGY	COM	816851109	461	9,129	SH	SOLE	9,129
SHERWIN WILLIAMS CO	COM	824348106	207	3,619	SH	SOLE	3,619
SIGMA ALDRICH CORP	COM	826552101	243	4,639	SH	SOLE	4,639
SIMON PPTY GROUP INC	COM	828806109	811	8,362	SH	SOLE	8,362
SLM CORP	COM	78442P106	213	17,291	SH	SOLE	17,291
SMITH INTL INC	COM	832110100	465	7,937	SH	SOLE	7,937

SOUTHERN CO	COM	842587107	1,074	28,499	SH	SOLE	28,499
SOUTHWEST AIRLS CO	COM	844741108	394	27,171	SH	SOLE	27,171
SOUTHWESTERN ENERGY CO	COM	845467109	388	12,700	SH	SOLE	12,700
SOVEREIGN BANCORP INC	COM	845905108	79	20,115	SH	SOLE	20,115
SPECTRA ENERGY CORP	COM	847560109	541	22,713	SH	SOLE	22,713
SPRINT NEXTEL CORP	COM SER 1	852061100	644	105,534	SH	SOLE	105,534
ST JUDE MED INC	COM	790849103	548	12,603	SH	SOLE	12,603
STAPLES INC	COM	855030102	591	26,275	SH	SOLE	26,275
STARBUCKS CORP	COM	855244109	401	27,000	SH	SOLE	27,000
STATE STREET CORP	COM	857477103	908	15,958	SH	SOLE	15,958
STRYKER CORP	COM	863667101	571	9,163	SH	SOLE	9,163
SUN MICROSYSTEMS INC	COM	866810203	211	27,817	SH	SOLE	27,817
SUNTRUST BKS INC	COM	867914103	589	13,097	SH	SOLE	13,097
SYMANTEC CORP	COM	871503108	608	31,060	SH	SOLE	31,060
SYSCO CORP	COM	871829107	688	22,300	SH	SOLE	22,300
TARGET CORP	COM	87612E106	1,366	27,854	SH	SOLE	27,854
TELLABS INC	COM	879664100	60	14,700	SH	SOLE	14,700
TENET HEALTHCARE CORP	COM	88033G100	85	15,374	SH	SOLE	15,374
TEXAS INSTRS INC	COM	882508104	1,043	48,500	SH	SOLE	48,500
TEXTRON INC	COM	883203101	270	9,212	SH	SOLE	9,212
THERMO FISHER SCIENTIFIC	COM	883556102	852	15,495	SH	SOLE	15,495
TIME WARNER INC	COM	887317105	1,736	132,390	SH	SOLE	132,390
TJX COS INC	COM	872540109	473	15,500	SH	SOLE	15,500
TRANSOCEAN INC	COM	G90073100	1,296	11,803	SH	SOLE	11,803
TRAVELERS COS INC	COM	89417E109	985	21,794	SH	SOLE	21,794
TYCO ELECTRONICS LTD	COM	G9144P105	483	17,444	SH	SOLE	17,444
TYCO INTL LTD BERMUDA	COM	G9143X208	614	17,542	SH	SOLE	17,542
TYSON FOODS INC	CL A	902494103	133	11,128	SH	SOLE	11,128
UNION PAC CORP	COM	907818108	1,340	18,828	SH	SOLE	18,828
UNISYS CORP	COM	909214108	37	13,300	SH	SOLE	13,300
UNITED PARCEL SVC INC	CL B	911312106	2,345	37,287	SH	SOLE	37,287
UNITED STATES STEEL CORP	COM	912909108	339	4,366	SH	SOLE	4,366
UNITED TECHNOLOGIES CORP	COM	913017109	2,144	35,693	SH	SOLE	35,693
UNITEDHEALTH GROUP INC	COM	91324P102	1,143	45,015	SH	SOLE	45,015
UNUM GROUP	COM	91529Y106	319	12,721	SH	SOLE	12,721
US BANCORP	COM	902973304	2,320	64,407	SH	SOLE	64,407
UST INC	COM	902911106	364	5,474	SH	SOLE	5,474
V F CORP	COM	918204108	248	3,207	SH	SOLE	3,207
VALERO ENERGY CORP	COM	91913Y100	587	19,387	SH	SOLE	19,387
VARIAN MED SYS INC	COM	92220P105	266	4,662	SH	SOLE	4,662
VERIZON COMMUNICATIONS	COM	92343V104	3,378	105,252	SH	SOLE	105,252
VIACOM INC	CL B	92553P201	569	22,913	SH	SOLE	22,913
VMWARE INC	CL A COM	928563402	253,080	9,500,000	SH	DEFINED	2
9,500,000							
VORNADO RLTY TR	COM	929042109	457	5,028	SH	SOLE	5,028
VULCAN MATLS CO	COM	929160109	305	4,100	SH	SOLE	4,100
WACHOVIA CORP	COM	929903102	279	79,779	SH	SOLE	79,779
WAL MART STORES INC	COM	931142103	4,966	82,925	SH	SOLE	82,925
WALGREEN CO	COM	931422109	1,132	36,550	SH	SOLE	36,550
WASTE MGMT INC	COM	94106L109	571	18,135	SH	SOLE	18,135
WATERS CORP	COM	941848103	215	3,700	SH	SOLE	3,700
WEATHERFORD INTL LTD	COM	G95089101	632	25,124	SH	SOLE	25,124
WELLPOINT INC	COM	94973V107	884	18,892	SH	SOLE	18,892
WELLS FARGO & CO	COM	949746101	4,591	122,329	SH	SOLE	122,329
WENDYS/ARBYS GRP INC	COM	950587105	56	10,569	SH	SOLE	10,569
WESTERN UN CO	COM	959802109	664	26,929	SH	SOLE	26,929
WEYERHAEUSER CO	COM	962166104	472	7,790	SH	SOLE	7,790
WHIRLPOOL CORP	COM	963320106	215	2,715	SH	SOLE	2,715
WILLIAMS COS INC	COM	969457100	503	21,262	SH	SOLE	21,262
WINDSTREAM CORP	COM	97381W104	178	16,254	SH	SOLE	16,254
WRIGLEY WM JR CO	COM	982526105	630	7,940	SH	SOLE	7,940
WYETH	COM	983024100	1,822	49,328	SH	SOLE	49,328
XCEL ENERGY INC	COM	98389B100	329	16,453	SH	SOLE	16,453
XEROX CORP	COM	984121103	371	32,200	SH	SOLE	32,200
XILINX INC	COM	983919101	239	10,179	SH	SOLE	10,179
XL CAP LTD	CL A	G98255105	206	11,500	SH	SOLE	11,500
XTO ENERGY INC	COM	98385X106	945	20,305	SH	SOLE	20,305
YAHOO INC	COM	984332106	886	51,219	SH	SOLE	51,219
YUM BRANDS INC	COM	988498101	566	17,365	SH	SOLE	17,365
ZIMMER HLDGS INC	COM	98956P102	535	8,289	SH	SOLE	8,289

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