

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

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

May 14, 2009

Report Type (Check only one):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other manager(s).)

Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 320
Form 13F Information Table Value Total: \$560,256,000

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>

3/31/09

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>
3M CO	COM	88579Y101	1284	25,834	SH	SOLE		25,834
ABBOTT LABS	COM	002824100	2718	56,975	SH	SOLE		56,975
ADOBE SYS INC	COM	00724F101	420	19,637	SH	SOLE		19,637
ADVANCED MICRO DEVICES	COM	007903107	68	22,450	SH	SOLE		22,450
AES CORP	COM	00130H105	144	24,830	SH	SOLE		24,830
AETNA INC NEW	COM	00817Y108	425	17,456	SH	SOLE		17,456
AFLAC INC	COM	001055102	341	17,629	SH	SOLE		17,629
AGILENT TECHNOLOGIES	COM	00846U101	204	13,250	SH	SOLE		13,250
AIR PRODS & CHEMS INC	COM	009158106	439	7,798	SH	SOLE		7,798
ALCOA INC	COM	013817101	221	30,105	SH	SOLE		30,105
ALLERGAN INC	COM	018490102	544	11,398	SH	SOLE		11,398
ALLSTATE CORP	COM	020002101	383	20,012	SH	SOLE		20,012
ALTERA CORP	COM	021441100	196	11,151	SH	SOLE		11,151
ALTRIA GROUP INC	COM	02209S103	1220	76,177	SH	SOLE		76,177
AMAZON.COM INC	COM	023135106	869	11,830	SH	SOLE		11,830
AMERICAN ELEC PWR INC	COM	025537101	377	14,907	SH	SOLE		14,907
AMERICAN EXPRESS CO	COM	025816109	584	42,850	SH	SOLE		42,850
AMERICAN INTL GROUP INC	COM	026874107	99	99,348	SH	SOLE		99,348
AMERICAN TOWER CORP	COM	029912201	444	14,600	SH	SOLE		14,600
AMGEN INC	COM	031162100	1937	39,120	SH	SOLE		39,120
ANADARKO PETE CORP	COM	032511107	674	17,342	SH	SOLE		17,342
ANALOG DEVICES INC	COM	032654105	207	10,731	SH	SOLE		10,731
AON CORP	COM	037389103	419	10,266	SH	SOLE		10,266
APACHE CORP	COM	037411105	794	12,382	SH	SOLE		12,382
APOLLO GROUP INC	CL A	037604105	308	3,928	SH	SOLE		3,928
APPLE INC	COM	037833100	3446	32,785	SH	SOLE		32,785
APPLIED MATLS INC	COM	038222105	533	49,600	SH	SOLE		49,600
ARCHER DANIELS MIDLAND	COM	039483102	662	23,827	SH	SOLE		23,827
ASM INTERNATIONAL NV	COM	N07045102	953	115,663	SH	DEFINED	2	
115,663								
AT & T INC	COM	00206R102	5489	217,811	SH	SOLE		217,811
AUTOMATIC DATA PROCESSING	COM	053015103	660	18,766	SH	SOLE		18,766
AUTOZONE INC	COM	053332102	252	1,551	SH	SOLE		1,551
AVOCENT CORPORATION	COM	053893103	1,881	154,960	SH	SOLE		154,960
AVON PRODS INC	COM	054303102	302	15,728	SH	SOLE		15,728
BAKER HUGHES INC	COM	057224107	326	11,433	SH	SOLE		11,433
BANK NEW YORK MELLON CORP	COM	064058100	1197	42,365	SH	SOLE		42,365
BANK OF AMERICA CORP	COM	060505104	1482	217,230	SH	SOLE		217,230
BARD C R INC	COM	067383109	289	3,630	SH	SOLE		3,630
BAXTER INTL INC	COM	071813109	1190	23,240	SH	SOLE		23,240
BB&T CORP	COM	054937107	344	20,320	SH	SOLE		20,320
BECTON DICKINSON & CO	COM	075887109	604	8,984	SH	SOLE		8,984
BED BATH & BEYOND INC	COM	075896100	238	9,600	SH	SOLE		9,600
BEST BUY INC	COM	086516101	473	12,466	SH	SOLE		12,466
BIOGEN IDEC INC	COM	09062X103	560	10,691	SH	SOLE		10,691
BJ SVCS CO	COM	055482103	108	10,900	SH	SOLE		10,900
BLOCK H & R INC	COM	093671105	220	12,116	SH	SOLE		12,116
BMC SOFTWARE INC	COM	055921100	231	7,000	SH	SOLE		7,000
BOEING CO	COM	097023105	974	27,384	SH	SOLE		27,384
BOSTON SCIENTIFIC CORP	COM	101137107	441	55,447	SH	SOLE		55,447
BRISTOL MYERS SQUIBB CO	COM	110122108	1604	73,182	SH	SOLE		73,182
BROADCOM CORP	CL A	111320107	327	16,350	SH	SOLE		16,350
BURLINGTON NORTH SANTA FE	COM	12189T104	628	10,442	SH	SOLE		10,442
C H ROBINSON WORLDWIDE	COM NEW	12541W209	289	6,329	SH	SOLE		6,329
CA INC	COM	12673P105	256	14,526	SH	SOLE		14,526
CAMPBELL SOUP CO	COM	134429109	214	7,810	SH	SOLE		7,810
CAPITAL ONE FINL CORP	COM	14040H105	170	13,874	SH	SOLE		13,874
CARDINAL HEALTH INC	COM	14149Y108	417	13,256	SH	SOLE		13,256
CARNIVAL CORP	PAIRED CTF	143658300	349	16,148	SH	SOLE		16,148
CATERPILLAR INC	COM	149123101	629	22,480	SH	SOLE		22,480
CBS CORP NEW	CL B	124857202	96	25,119	SH	SOLE		25,119
CELGENE CORP	COM	151020104	746	16,813	SH	SOLE		16,813
CENTERPOINT ENERGY INC	COM	15189T107	132	12,623	SH	SOLE		12,623
CHESAPEAKE ENERGY CORP	COM	165167107	329	19,300	SH	SOLE		19,300
CHEVRON CORPORATION	COM	166764100	5106	75,933	SH	SOLE		75,933
CHUBB CORP	COM	171232101	563	13,294	SH	SOLE		13,294
CIGNA CORP	COM	125509109	180	10,208	SH	SOLE		10,208
CISCO SYS INC	COM	17275R102	3661	218,319	SH	SOLE		218,319
CIT GROUP INC	COM	125581108	30	10,500	SH	SOLE		10,500
CITIGROUP INC	COM	172967101	509	201,231	SH	SOLE		201,231

CLEARWIRE CORP 3,333,333	CL A	18538Q105	17,167	3,333,333	SH	DEFINED	1	
CLEARWIRE CORP 33,333,333	CL A	18538Q105	171,667	33,333,333	SH	DEFINED	2	
CLOROX CO	COM	189054109	262	5,094	SH	SOLE		5,094
CME GROUP INC	COM	12572Q105	620	2,517	SH	SOLE		2,517
COACH INC	COM	189754104	208	12,465	SH	SOLE		12,465
COCA COLA CO	COM	191216100	3231	73,507	SH	SOLE		73,507
COCA COLA ENTERPRISES INC	COM	191219104	154	11,700	SH	SOLE		11,700
COGNIZANT TECH SOLUTIONS	CL A	192446102	223	10,738	SH	SOLE		10,738
COLGATE PALMOLIVE CO	COM	194162103	1103	18,700	SH	SOLE		18,700
COMCAST CORP NEW	CL A	20030N101	1472	107,898	SH	SOLE		107,898
COMPUTER SCIENCES CORP	COM	205363104	206	5,579	SH	SOLE		5,579
CONAGRA FOODS INC	COM	205887102	282	16,700	SH	SOLE		16,700
CONOCOPHILLIPS	COM	20825C104	2202	56,225	SH	SOLE		56,225
CONSOLIDATED EDISON INC	COM	209115104	399	10,079	SH	SOLE		10,079
CORNING INC	COM	219350105	775	58,369	SH	SOLE		58,369
COSTCO WHSL CORP NEW	COM	22160K105	746	16,105	SH	SOLE		16,105
COVIDIEN LIMITED	COM	G2552X108	616	18,543	SH	SOLE		18,543
CSX CORP	COM	126408103	389	15,044	SH	SOLE		15,044
CVS CAREMARK CORP	COM	126650100	1458	53,046	SH	SOLE		53,046
D R HORTON INC	COM	23331A109	99	10,162	SH	SOLE		10,162
DANAHER CORP	COM	235851102	510	9,398	SH	SOLE		9,398
DEERE & CO	COM	244199105	520	15,816	SH	SOLE		15,816
DELL INC	COM	24702R101	610	64,382	SH	SOLE		64,382
DEVON ENERGY CORP NEW	COM	25179M103	728	16,296	SH	SOLE		16,296
DIRECTTV GROUP INC	COM	25459L106	486	21,313	SH	SOLE		21,313
DISCOVER FINL SVCS	COM	254709108	112	17,723	SH	SOLE		17,723
DISNEY WALT CO	COM	254687106	1259	69,348	SH	SOLE		69,348
DOMINION RES INC VA NEW	COM	25746U109	663	21,406	SH	SOLE		21,406
DOW CHEM CO	COM	260543103	288	34,193	SH	SOLE		34,193
DU PONT E I DE NEMOURS&CO	COM	263534109	745	33,350	SH	SOLE		33,350
DUKE ENERGY CORP NEW	COM	26441C105	670	46,781	SH	SOLE		46,781
DYNEGY INC	CL A	26817G102	26	18,685	SH	SOLE		18,685
E TRADE FINANCIAL CORP	COM	269246104	25	19,900	SH	SOLE		19,900
EASTMAN KODAK CO	COM	277461109	41	10,658	SH	SOLE		10,658
EATON CORP	COM	278058102	227	6,158	SH	SOLE		6,158
EBAY INC	COM	278642103	507	40,375	SH	SOLE		40,375
ECOLAB INC	COM	278865100	226	6,500	SH	SOLE		6,500
EDISON INTL	COM	281020107	346	12,000	SH	SOLE		12,000
EL PASO CORP	COM	28336L109	162	25,914	SH	SOLE		25,914
ELECTRONIC ARTS	COM	285512109	215	11,825	SH	SOLE		11,825
EMBARQ CORP	COM	29078E105	201	5,306	SH	SOLE		5,306
EMC CORP MASS	COM	268648102	872	76,491	SH	SOLE		76,491
EMCORE CORP	COM	290846104	2,812	3,700,000	SH	SOLE		3,700,000
EMERSON ELEC CO	COM	291011104	820	28,684	SH	SOLE		28,684
ENTERGY CORP NEW	COM	29364G103	481	7,062	SH	SOLE		7,062
ENTROPIC COMMUNICATIONS 984,636	COM	29384R105	729	984,636	SH	DEFINED	1	
EOG RES INC	COM	26875P101	506	9,235	SH	SOLE		9,235
EQUITY RESIDENTIAL	SH BEN INT	29476L107	184	10,002	SH	SOLE		10,002
EXELON CORP	COM	30161N101	1104	24,331	SH	SOLE		24,331
EXPEDITORS INTL WASH INC	COM	302130109	223	7,900	SH	SOLE		7,900
EXPRESS SCRIPTS INC	COM	302182100	420	9,106	SH	SOLE		9,106
EXXON MOBIL CORP	COM	30231G102	13073	191,964	SH	SOLE		191,964
FEDEX CORP	COM	31428X106	514	11,543	SH	SOLE		11,543
FIFTH THIRD BANCORP	COM	316773100	62	21,333	SH	SOLE		21,333
FIRSTENERGY CORP	COM	337932107	436	11,301	SH	SOLE		11,301
FISERV INC	COM	337738108	220	6,022	SH	SOLE		6,022
FLUOR CORP NEW	COM	343412102	227	6,574	SH	SOLE		6,574
FORD MTR CO DEL	COM PAR \$0.01	345370860	220	83,574	SH	SOLE		83,574
FOREST LABS INC	COM	345838106	248	11,310	SH	SOLE		11,310
FPL GROUP INC	COM	302571104	765	15,082	SH	SOLE		15,082
FRANKLIN RES INC	COM	354613101	305	5,658	SH	SOLE		5,658
FREEPORT-MCMORAN COPR&GLD	COM	35671D857	540	14,177	SH	SOLE		14,177
FRONTIER COMMUNICATIONS CORP	COM	35906A108	84	11,700	SH	SOLE		11,700
GAP INC	COM	364760108	226	17,361	SH	SOLE		17,361
GENERAL DYNAMICS CORP	COM	369550108	609	14,642	SH	SOLE		14,642
GENERAL ELEC CO	COM	369604103	3717	367,683	SH	SOLE		367,683
GENERAL MLS INC	COM	370334104	619	12,416	SH	SOLE		12,416
GENERAL MTRS CORP	COM	370442105	41	20,922	SH	SOLE		20,922
GENWORTH FINL INC	COM	37247D106	30	16,000	SH	SOLE		16,000
GENZYME CORP	COM	372917104	589	9,917	SH	SOLE		9,917
GILEAD SCIENCES INC	COM	375558103	1576	34,032	SH	SOLE		34,032
GOLDMAN SACHS GRP INC	COM	38141G104	1701	16,040	SH	SOLE		16,040
GOOGLE INC	CL A	38259P508	3075	8,836	SH	SOLE		8,836
HALLIBURTON CO	COM	406216101	502	32,426	SH	SOLE		32,426
HARTFORD FINL SVCS GRP	COM	416515104	88	11,165	SH	SOLE		11,165
HEINZ H J CO	COM	423074103	380	11,500	SH	SOLE		11,500
HERSHEY COMPANY	COM	427866108	212	6,100	SH	SOLE		6,100
HESS CORP	COM	42809H107	568	10,484	SH	SOLE		10,484
HEWLETT PACKARD CO	COM	428236103	2903	90,542	SH	SOLE		90,542
HOME DEPOT INC	COM	437076102	1478	62,740	SH	SOLE		62,740
HONEYWELL INTL INC	COM	438516106	766	27,509	SH	SOLE		27,509
HOST HOTELS & RESORTS	COM	44107P104	75	19,249	SH	SOLE		19,249

HUDSON CITY BANCORP INC	COM	443683107	224	19,194	SH	SOLE		19,194
HUNTINGTON BANCSHARES	COM	446150104	22	13,506	SH	SOLE		13,506
IBM CORP	COM	459200101	4854	50,097	SH	SOLE		50,097
ILLINOIS TOOL WKS INC	COM	452308109	455	14,741	SH	SOLE		14,741
INGERSOLL-RAND COMPANY	COM	G4776G101	162	11,751	SH	SOLE		11,751
INTELLON CORPORATION	COM	45816W504	296	134,698	SH	DEFINED	1	
134,698								
INTELLON CORPORATION	COM	45816W504	181	82,424	SH	DEFINED	2	
82,424								
INTERCONTINENTAL EXCH INC	COM	45865V100	209	2,801	SH	SOLE		2,801
INTERNATIONAL GAME TECH	COM	459902102	105	11,400	SH	SOLE		11,400
INTERNATIONAL PAPER CO	COM	460146103	111	15,805	SH	SOLE		15,805
INTERPUBLIC GROUP COS	COM	460690100	73	17,644	SH	SOLE		17,644
INTUIT	COM	461202103	321	11,900	SH	SOLE		11,900
INVESCO LTD	COM	G491BT108	198	14,300	SH	SOLE		14,300
ITT CORP	COM	450911102	259	6,735	SH	SOLE		6,735
JOHNSON & JOHNSON	COM	478160104	5432	103,262	SH	SOLE		103,262
JOHNSON CTLS INC	COM	478366107	263	21,938	SH	SOLE		21,938
JPMORGAN CHASE & CO	COM	46625H100	3618	136,135	SH	SOLE		136,135
JUNIPER NETWORKS INC	COM	48203R104	302	20,054	SH	SOLE		20,054
KELLOGG CO	COM	487836108	340	9,275	SH	SOLE		9,275
KEYCORP NEW	COM	493267108	144	18,284	SH	SOLE		18,284
KIMBERLY CLARK CORP	COM	494368103	708	15,360	SH	SOLE		15,360
KOHL'S CORP	COM	500255104	477	11,269	SH	SOLE		11,269
KRAFT FOODS INC	CL A	50075N104	1251	56,103	SH	SOLE		56,103
KROGER CO	COM	501044101	514	24,234	SH	SOLE		24,234
L-3 COMMUNICATIONS HLDGS	COM	502424104	302	4,449	SH	SOLE		4,449
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	240	4,100	SH	SOLE		4,100
LILLY ELI & CO	COM	532457108	1237	37,014	SH	SOLE		37,014
LIMITED BRANDS INC	COM	532716107	91	10,507	SH	SOLE		10,507
LOCKHEED MARTIN CORP	COM	539830109	851	12,331	SH	SOLE		12,331
LOEWS CORP	COM	540424108	295	13,345	SH	SOLE		13,345
LORILLARD INC	COM	544147101	395	6,400	SH	SOLE		6,400
LOWES COS INC	COM	548661107	988	54,162	SH	SOLE		54,162
LSI CORP	COM	502161102	72	23,743	SH	SOLE		23,743
MACYS INC	COM	55616P104	138	15,546	SH	SOLE		15,546
MARATHON OIL CORP	COM	565849106	686	26,081	SH	SOLE		26,081
MARRIOTT INTL INC NEW	CL A	571903202	179	10,933	SH	SOLE		10,933
MARSH & MCLENNAN COS INC	COM	571748102	384	18,961	SH	SOLE		18,961
MASCO CORP	COM	574599106	93	13,350	SH	SOLE		13,350
MASTERCARD INC	CL A	57636Q104	452	2,700	SH	SOLE		2,700
MATTEL INC	COM	577081102	154	13,375	SH	SOLE		13,375
MCDONALDS CORP	COM	580135101	2271	41,611	SH	SOLE		41,611
MCGRAW HILL COS INC	COM	580645109	268	11,731	SH	SOLE		11,731
MCKESSON CORP	COM	58155Q103	357	10,183	SH	SOLE		10,183
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	771	18,644	SH	SOLE		18,644
MEDTRONIC INC	COM	585055106	1230	41,730	SH	SOLE		41,730
MERCK & CO INC	COM	589331107	2117	79,145	SH	SOLE		79,145
METLIFE INC	COM	59156R108	579	25,410	SH	SOLE		25,410
MICRON TECHNOLOGY INC	COM	595112103	114	28,100	SH	SOLE		28,100
MICROSOFT CORP	COM	594918104	5331	290,190	SH	SOLE		290,190
MONSANTO CO NEW	COM	61166W101	1686	20,286	SH	SOLE		20,286
MORGAN STANLEY	COM	617446448	933	40,986	SH	SOLE		40,986
MOTOROLA INC	COM	620076109	354	83,734	SH	SOLE		83,734
MURPHY OIL CORP	COM	626717102	313	7,000	SH	SOLE		7,000
MYLAN INC	COM	628530107	152	11,300	SH	SOLE		11,300
NABORS INDUSTRIES LTD	COM	G6359F103	104	10,400	SH	SOLE		10,400
NATIONAL OILWELL VARCO INC	COM	637071101	444	15,456	SH	SOLE		15,456
NETAPP INC	COM	64110D104	180	12,100	SH	SOLE		12,100
NEWELL RUBBERMAID INC	COM	651229106	65	10,224	SH	SOLE		10,224
NEWMONT MINING CORP	COM	651639106	756	16,896	SH	SOLE		16,896
NEWS CORP	CL A	65248E104	562	84,848	SH	SOLE		84,848
NIKE INC	CL B	654106103	678	14,453	SH	SOLE		14,453
NISOURCE INC	COM	65473P105	99	10,094	SH	SOLE		10,094
NOBLE ENERGY INC	COM	655044105	345	6,400	SH	SOLE		6,400
NORFOLK SOUTHN CORP	COM	655844108	467	13,850	SH	SOLE		13,850
NORTHERN TR CORP	COM	665859104	491	8,211	SH	SOLE		8,211
NORTHROP GRUMMAN CORP	COM	666807102	546	12,503	SH	SOLE		12,503
NOVELL INC	COM	670006105	55	12,794	SH	SOLE		12,794
NUCOR CORP	COM	670346105	446	11,690	SH	SOLE		11,690
NVIDIA CORP	COM	67066G104	203	20,607	SH	SOLE		20,607
OCCIDENTAL PETE CORP	COM	674599105	1680	30,181	SH	SOLE		30,181
OFFICE DEPOT INC	COM	676220106	13	10,144	SH	SOLE		10,144
OMNICOM GROUP INC	COM	681919106	275	11,748	SH	SOLE		11,748
OPNEXT, INC	COM	68375V105	3,488	2,039,853	SH	DEFINED	1	
2,039,853								
OPNEXT, INC	COM	68375V105	291	170,405	SH	DEFINED	2	
170,405								
ORACLE CORPORATION	COM	68389X105	2618	144,887	SH	SOLE		144,887
PACCAR INC	COM	693718108	347	13,458	SH	SOLE		13,458
PARKER HANNIFIN CORP	COM	701094104	212	6,225	SH	SOLE		6,225
PAYCHEX INC	COM	704326107	305	11,875	SH	SOLE		11,875
PEABODY ENERGY CORP	COM	704549104	252	10,082	SH	SOLE		10,082
PEPSICO INC	COM	713448108	2981	57,913	SH	SOLE		57,913
PFIZER INC	COM	717081103	3394	249,198	SH	SOLE		249,198

PG&E CORP	COM	69331C108	507	13,253	SH	SOLE	13,253
PHILIP MORRIS INTL INC	COM	718172109	2710	76,177	SH	SOLE	76,177
PNC FINANCIAL SERVICES GRP	COM	693475105	408	13,946	SH	SOLE	13,946
PPG INDS INC	COM	693506107	222	6,021	SH	SOLE	6,021
PPL CORP	COM	69351T106	396	13,800	SH	SOLE	13,800
PRAXAIR INC	COM	74005P104	784	11,644	SH	SOLE	11,644
PRECISION CASTPARTS CORP	COM	740189105	310	5,175	SH	SOLE	5,175
PRICE T ROWE GROUP INC	COM	74144T108	277	9,600	SH	SOLE	9,600
PROCTER & GAMBLE CO	COM	742718109	5280	112,127	SH	SOLE	112,127
PROGRESS ENERGY INC	COM	743263105	350	9,644	SH	SOLE	9,644
PROGRESSIVE CORP OHIO	COM	743315103	335	24,933	SH	SOLE	24,933
PRUDENTIAL FINL INC	COM	744320102	300	15,765	SH	SOLE	15,765
PUBLIC STORAGE	COM	74460D109	254	4,600	SH	SOLE	4,600
PUBLIC SVC ENTERPRISE GRP	COM	744573106	553	18,754	SH	SOLE	18,754
QUALCOMM INC	COM	747525103	2359	60,623	SH	SOLE	60,623
QUEST DIAGNOSTICS INC	COM	74834L100	275	5,800	SH	SOLE	5,800
QWEST COMMUNICATIONS INTL	COM	749121109	188	54,860	SH	SOLE	54,860
RANGE RES CORP	COM	75281A109	235	5,700	SH	SOLE	5,700
RAYTHEON CO	COM NEW	755111507	599	15,383	SH	SOLE	15,383
REGIONS FINANCIAL CORP NEW	COM	7591EP100	110	25,705	SH	SOLE	25,705
REYNOLDS AMERICAN INC	COM	761713106	225	6,275	SH	SOLE	6,275
ROHM & HAAS CO	COM	775371107	362	4,592	SH	SOLE	4,592
SAFEWAY INC	COM NEW	786514208	324	16,047	SH	SOLE	16,047
SARA LEE CORP	COM	803111103	211	26,150	SH	SOLE	26,150
SCHERING PLOUGH CORP	COM	806605101	1414	60,044	SH	SOLE	60,044
SCHLUMBERGER LTD	COM	806857108	1800	44,321	SH	SOLE	44,321
SCHWAB CHARLES CORP NEW	COM	808513105	535	34,505	SH	SOLE	34,505
SEMPRA ENERGY COM	COM	816851109	422	9,129	SH	SOLE	9,129
SIMON PPTY GROUP INC NEW	COM	828806109	296	8,559	SH	SOLE	8,559
SLM CORP	COM	78442P106	86	17,291	SH	SOLE	17,291
SOUTHERN CO	COM	842587107	873	28,499	SH	SOLE	28,499
SOUTHWEST AIRLS CO	COM	844741108	172	27,171	SH	SOLE	27,171
SOUTHWESTERN ENERGY CO	COM	845467109	377	12,700	SH	SOLE	12,700
SPECTRA ENERGY CORP	COM	847560109	321	22,713	SH	SOLE	22,713
SPRINT NEXTEL CORP	COM SER 1	852061100	377	105,534	SH	SOLE	105,534
ST JUDE MED INC	COM	790849103	458	12,603	SH	SOLE	12,603
STAPLES INC	COM	855030102	476	26,275	SH	SOLE	26,275
STARBUCKS CORP	COM	855244109	300	27,000	SH	SOLE	27,000
STATE STREET CORP	COM	857477103	491	15,958	SH	SOLE	15,958
STRYKER CORP	COM	863667101	312	9,163	SH	SOLE	9,163
SUN MICROSYSTEMS INC	COM NEW	866810203	204	27,817	SH	SOLE	27,817
SUNTRUST BKS INC	COM	867914103	154	13,097	SH	SOLE	13,097
SYMANTEC CORP	COM	871503108	464	31,060	SH	SOLE	31,060
SYSCO CORP	COM	871829107	508	22,300	SH	SOLE	22,300
TARGET CORP	COM	87612E106	958	27,854	SH	SOLE	27,854
TELLABS INC	COM	879664100	67	14,700	SH	SOLE	14,700
TENET HEALTHCARE CORP	COM	88033G100	18	15,374	SH	SOLE	15,374
TEXAS INSTRS INC	COM	882508104	801	48,500	SH	SOLE	48,500
THERMO FISHER SCIENTIFIC	COM	883556102	553	15,495	SH	SOLE	15,495
TIME WARNER CABLE INC	COM	88732J207	275	11,077	SH	SOLE	11,077
TIME WARNER INC	COM	887317105	852	44,130	SH	SOLE	44,130
TJX COS INC NEW	COM	872540109	397	15,500	SH	SOLE	15,500
TRANSOCEAN LTD	REG SHS	H8817H100	694	11,803	SH	SOLE	11,803
TRAVELERS COS INC	COM	89417E109	886	21,794	SH	SOLE	21,794
TYCO ELECTRONICS LTD	COM	G9144P105	193	17,444	SH	SOLE	17,444
TYCO INTERNATIONAL LTD	COM	H89128104	343	17,542	SH	SOLE	17,542
TYSON FOODS INC	CL A	902494103	104	11,128	SH	SOLE	11,128
UNION PAC CORP	COM	907818108	774	18,828	SH	SOLE	18,828
UNISYS CORP	COM	909214108	7	13,300	SH	SOLE	13,300
UNITED PARCEL SVC INC	CL B	911312106	1835	37,287	SH	SOLE	37,287
UNITED TECHNOLOGIES CORP	COM	913017109	1534	35,693	SH	SOLE	35,693
UNITEDHEALTH GROUP INC	COM	91324P102	942	45,015	SH	SOLE	45,015
UNUM GROUP	COM	91529Y106	159	12,721	SH	SOLE	12,721
US BANCORP DEL	COM NEW	902973304	941	64,407	SH	SOLE	64,407
VALERO ENERGY CORP NEW	COM	91913Y100	347	19,387	SH	SOLE	19,387
VERIZON COMMUNICATIONS	COM	92343V104	3179	105,252	SH	SOLE	105,252
VIACOM INC NEW	CL B	92553P201	398	22,913	SH	SOLE	22,913
VMWARE INC	CL A COM	928563402	126,713	5,364,634	SH	DEFINED	2
5,364,634							
WAL MART STORES INC	COM	931142103	4320	82,925	SH	SOLE	82,925
WALGREEN CO	COM	931422109	949	36,550	SH	SOLE	36,550
WASTE MGMT INC DEL	COM	94106L109	464	18,135	SH	SOLE	18,135
WEATHERFORD INTL LTD	REG	H27013103	278	25,124	SH	SOLE	25,124
WELLPOINT INC	COM	94973V107	717	18,892	SH	SOLE	18,892
WELLS FARGO & CO NEW	COM	949746101	1968	138,212	SH	SOLE	138,212
WENDYS / ARBYS GRP INC	COM	950587105	53	10,569	SH	SOLE	10,569
WESTERN UN CO	COM	959802109	338	26,929	SH	SOLE	26,929
WEYERHAEUSER CO	COM	962166104	215	7,790	SH	SOLE	7,790
WILLIAMS COS INC	COM	969457100	242	21,262	SH	SOLE	21,262
WINDSTREAM CORP	COM	97381W104	131	16,254	SH	SOLE	16,254
WYETH	COM	983024100	2123	49,328	SH	SOLE	49,328
XCEL ENERGY INC	COM	98389B100	307	16,453	SH	SOLE	16,453
XEROX CORP	COM	984121103	147	32,200	SH	SOLE	32,200
XILINX INC	COM	983919101	195	10,179	SH	SOLE	10,179
XL CAP LTD	CLA	G98255105	63	11,500	SH	SOLE	11,500

XTO ENERGY INC	COM	98385X106	622	20,305	SH	SOLE	20,305
YAHOO INC	COM	984332106	656	51,219	SH	SOLE	51,219
YUM BRANDS INC	COM	988498101	477	17,365	SH	SOLE	17,365
ZIMMER HLDGS INC	COM	98956P102	303	8,289	SH	SOLE	8,289

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