

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, 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

August 12, 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: 339
Form 13F Information Table Value Total: \$671,188,000

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	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 AUTHORITY (A) SOLE
(B) SHARED (C) NONE			(000)					
<C>	<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
3M CO	COM	88579Y101	1,553	25,834	SH	SOLE		25,834
ABBOTT LABS	COM	002824100	2,680	56,975	SH	SOLE		56,975
ADOBE SYS INC	COM	00724F101	556	19,637	SH	SOLE		19,637
ADVANCED MICRO DEVICES INC	COM	007903107	87	22,450	SH	SOLE		22,450
AES CORP	COM	00130H105	288	24,830	SH	SOLE		24,830
AETNA INC	COM	00817Y108	437	17,456	SH	SOLE		17,456
AFLAC INC	COM	001055102	548	17,629	SH	SOLE		17,629
AGILENT TECHNOLOGIES INC	COM	00846U101	269	13,250	SH	SOLE		13,250
AIR PRODS & CHEMS INC	COM	009158106	504	7,798	SH	SOLE		7,798
ALCOA INC	COM	013817101	311	30,105	SH	SOLE		30,105
ALLERGAN INC	COM	018490102	542	11,398	SH	SOLE		11,398
ALLSTATE CORP	COM	020002101	488	20,012	SH	SOLE		20,012
ALTERA CORP	COM	021441100	182	11,151	SH	SOLE		11,151
ALTRIA GROUP INC	COM	02209S103	1,249	76,177	SH	SOLE		76,177
AMAZON.COM INC	COM	023135106	990	11,830	SH	SOLE		11,830
AMERICAN ELEC PWR INC	COM	025537101	431	14,907	SH	SOLE		14,907
AMERICAN EXPRESS CO	COM	025816109	996	42,850	SH	SOLE		42,850
AMERICAN INTL GROUP INC	COM	026874107	115	99,348	SH	SOLE		99,348
AMERICAN TOWER CORP	COM	029912201	460	14,600	SH	SOLE		14,600
AMERISOURCEBERGEN CORP	COM	03073E105	209	11,804	SH	SOLE		11,804
AMGEN INC	COM	031162100	2,071	39,120	SH	SOLE		39,120
AMPHENOL CORP	NEW CL A	032095101	206	6,500	SH	SOLE		6,500
ANADARKO PETE CORP	COM	032511107	787	17,342	SH	SOLE		17,342
ANALOG DEVICES INC	COM	032654105	266	10,731	SH	SOLE		10,731
AON CORP	COM	037389103	389	10,266	SH	SOLE		10,266
APACHE CORP	COM	037411105	893	12,382	SH	SOLE		12,382
APOLLO GROUP INC	CL A	037604105	279	3,928	SH	SOLE		3,928
APPLE INC	COM	037833100	4,670	32,785	SH	SOLE		32,785
APPLIED MATLS INC	COM	038222105	546	49,600	SH	SOLE		49,600
ARCHER DANIELS MIDLAND CO	COM	039483102	638	23,827	SH	SOLE		23,827
ASM INTERNATIONAL NV 274,268	COM	N07045102	4,034	274,268	SH	DEFINED	2	
AT & T INC	COM	00206R102	5,410	217,811	SH	SOLE		217,811
AUTOMATIC DATA PROCESSING	COM	053015103	665	18,766	SH	SOLE		18,766
AUTOZONE INC	COM	053332102	234	1,551	SH	SOLE		1,551
AVOCENT CORPORATION	COM	053893103	2,163	154,972	SH	SOLE		154,972
AVON PRODS INC	COM	054303102	405	15,728	SH	SOLE		15,728
BAKER HUGHES INC	COM	057224107	417	11,433	SH	SOLE		11,433
BANK NEW YORK MELLON CORP	COM	064058100	1,242	42,365	SH	SOLE		42,365
BANK OF AMERICA CORP	COM	060505104	2,867	217,230	SH	SOLE		217,230
BARD C R INC	COM	067383109	270	3,630	SH	SOLE		3,630
BAXTER INTL INC	COM	071813109	1,231	23,240	SH	SOLE		23,240
BB&T CORP	COM	054937107	447	20,320	SH	SOLE		20,320
BECTON DICKINSON & CO	COM	075887109	641	8,984	SH	SOLE		8,984
BED BATH & BEYOND INC	COM	075896100	295	9,600	SH	SOLE		9,600
BEST BUY INC	COM	086516101	417	12,466	SH	SOLE		12,466
BIOGEN IDEC INC	COM	09062X103	483	10,691	SH	SOLE		10,691
BJ SVCS CO	COM	055482103	149	10,900	SH	SOLE		10,900
BLOCK H & R INC	COM	093671105	209	12,116	SH	SOLE		12,116
BMC SOFTWARE INC	COM	055921100	237	7,000	SH	SOLE		7,000
BOEING CO	COM	097023105	1,164	27,384	SH	SOLE		27,384
BOSTON PPTYS INC	COM	101121101	210	4,396	SH	SOLE		4,396
BOSTON SCIENTIFIC CORP	COM	101137107	562	55,447	SH	SOLE		55,447
BRISTOL MYERS SQUIBB CO	COM	110122108	1,486	73,182	SH	SOLE		73,182
BROADCOM CORP	CL A	111320107	405	16,350	SH	SOLE		16,350
BURLINGTON NORTH SANTA FE	COM	12189T104	768	10,442	SH	SOLE		10,442
C H ROBINSON WORLDWIDE	COM	12541W209	330	6,329	SH	SOLE		6,329
CA INC	COM	12673P105	253	14,526	SH	SOLE		14,526
CAMERON INTL CORP	COM	13342B105	226	8,000	SH	SOLE		8,000
CAMPBELL SOUP CO	COM	134429109	230	7,810	SH	SOLE		7,810
CAPITAL ONE FINL CORP	COM	14040H105	304	13,874	SH	SOLE		13,874
CARDINAL HEALTH INC	COM	14149Y108	405	13,256	SH	SOLE		13,256
CARNIVAL CORP	PAIRED CTF	143658300	416	16,148	SH	SOLE		16,148
CATERPILLAR INC	COM	149123101	743	22,480	SH	SOLE		22,480
CBS CORP	NEW CL B	124857202	174	25,119	SH	SOLE		25,119
CELGENE CORP	COM	151020104	804	16,813	SH	SOLE		16,813
CENTERPOINT ENERGY INC	COM	15189T107	140	12,623	SH	SOLE		12,623
CHESAPEAKE ENERGY CORP	COM	165167107	383	19,300	SH	SOLE		19,300
CHEVRON CORPORATION	COM	166764100	5,031	75,933	SH	SOLE		75,933
CHUBB CORP	COM	171232101	530	13,294	SH	SOLE		13,294
CIGNA CORP	COM	125509109	246	10,208	SH	SOLE		10,208

CISCO SYS INC	COM	17275R102	4,072	218,319	SH	SOLE		218,319
CIT GROUP INC	COM	125581108	23	10,500	SH	SOLE		10,500
CITIGROUP INC	COM	172967101	598	201,231	SH	SOLE		201,231
CITRIX SYS INC	COM	177376100	216	6,787	SH	SOLE		6,787
CLEARWIRE CORP 3,333,333	CL A	18538Q105	18,433	3,333,333	SH	DEFINED	1	
CLEARWIRE CORP 33,333,333	CL A	18538Q105	184,333	33,333,333	SH	DEFINED	2	
CLOROX CO	COM	189054109	284	5,094	SH	SOLE		5,094
CME GROUP INC	COM	12572Q105	783	2,517	SH	SOLE		2,517
COACH INC	COM	189754104	335	12,465	SH	SOLE		12,465
COCA COLA CO	COM	191216100	3,528	73,507	SH	SOLE		73,507
COCA COLA ENTERPRISES INC	COM	191219104	195	11,700	SH	SOLE		11,700
COGNIZANT TECH SOLUTIONS	CL A	192446102	287	10,738	SH	SOLE		10,738
COLGATE PALMOLIVE CO	COM	194162103	1,323	18,700	SH	SOLE		18,700
COMCAST CORP	NEW CL A	20030N101	1,560	107,898	SH	SOLE		107,898
COMPUTER SCIENCES CORP	COM	205363104	247	5,579	SH	SOLE		5,579
CONAGRA FOODS INC	COM	205887102	318	16,700	SH	SOLE		16,700
CONOCOPHILLIPS	COM	20825C104	2,365	56,225	SH	SOLE		56,225
CONSOL ENERGY INC	COM	20854P109	230	6,780	SH	SOLE		6,780
CONSOLIDATED EDISON INC	COM	209115104	377	10,079	SH	SOLE		10,079
COOPER INDUSTRIES LTD	COM	G24182100	200	6,429	SH	SOLE		6,429
CORNING INC	COM	219350105	937	58,369	SH	SOLE		58,369
COSTCO WHSL CORP	COM	22160K105	737	16,105	SH	SOLE		16,105
COVIDIEN PLC	COM	G2554F105	694	18,543	SH	SOLE		18,543
CSX CORP	COM	126408103	521	15,044	SH	SOLE		15,044
CUMMINS INC	COM	231021106	264	7,510	SH	SOLE		7,510
CVS CAREMARK CORP	COM	126650100	1,691	53,046	SH	SOLE		53,046
D R HORTON INC	COM	23331A109	95	10,162	SH	SOLE		10,162
DANAHER CORP	COM	235851102	580	9,398	SH	SOLE		9,398
DEERE & CO	COM	244199105	632	15,816	SH	SOLE		15,816
DELL INC	COM	24702R101	884	64,382	SH	SOLE		64,382
DEVON ENERGY CORP	COM	25179M103	888	16,296	SH	SOLE		16,296
DIRECTTV GROUP INC	COM	25459L106	527	21,313	SH	SOLE		21,313
DISCOVER FINL SVCS	COM	254709108	182	17,723	SH	SOLE		17,723
DISNEY WALT CO	COM	254687106	1,618	69,348	SH	SOLE		69,348
DOMINION RES INC VA	COM	25746U109	715	21,406	SH	SOLE		21,406
DOVER CORP	COM	260003108	231	6,983	SH	SOLE		6,983
DOW CHEM CO	COM	260543103	552	34,193	SH	SOLE		34,193
DU PONT E I DE NEMOURS & CO	COM	263534109	854	33,350	SH	SOLE		33,350
DUKE ENERGY CORP	COM	26441C105	683	46,781	SH	SOLE		46,781
DYNEGY INC	CL A	26817G102	42	18,685	SH	SOLE		18,685
E TRADE FINANCIAL CORP	COM	269246104	26	19,900	SH	SOLE		19,900
EASTMAN KODAK CO	COM	277461109	32	10,658	SH	SOLE		10,658
EATON CORP	COM	278058102	275	6,158	SH	SOLE		6,158
EBAY INC	COM	278642103	692	40,375	SH	SOLE		40,375
ECOLAB INC	COM	278865100	253	6,500	SH	SOLE		6,500
EDISON INTL	COM	281020107	378	12,000	SH	SOLE		12,000
EL PASO CORP	COM	28336L109	239	25,914	SH	SOLE		25,914
ELECTRONIC ARTS	COM	285512109	257	11,825	SH	SOLE		11,825
EMBARQ CORP	COM	29078E105	223	5,306	SH	SOLE		5,306
EMC CORP MASS	COM	268648102	1,002	76,491	SH	SOLE		76,491
EMERSON ELEC CO	COM	291011104	929	28,684	SH	SOLE		28,684
ENTERGY CORP	COM	29364G103	547	7,062	SH	SOLE		7,062
ENTROPIC COMMUNICATIONS 984,636	COM	29384R105	2,215	984,636	SH	DEFINED	1	
EOG RES INC	COM	26875P101	627	9,235	SH	SOLE		9,235
EQUITY RESIDENTIAL	COM	29476L107	222	10,002	SH	SOLE		10,002
EXELON CORP	COM	30161N101	1,246	24,331	SH	SOLE		24,331
EXPEDITORS INTL WASH INC	COM	302130109	263	7,900	SH	SOLE		7,900
EXPRESS SCRIPTS INC	COM	302182100	626	9,106	SH	SOLE		9,106
EXXON MOBIL CORP	COM	30231G102	13,420	191,964	SH	SOLE		191,964
FEDEX CORP	COM	31428X106	642	11,543	SH	SOLE		11,543
FIFTH THIRD BANCORP	COM	316773100	151	21,333	SH	SOLE		21,333
FIRSTENERGY CORP	COM	337932107	438	11,301	SH	SOLE		11,301
FISERV INC	COM	337738108	275	6,022	SH	SOLE		6,022
FLUOR CORP	COM	343412102	337	6,574	SH	SOLE		6,574
FORD MTR CO	COM PAR \$0.01	345370860	507	83,574	SH	SOLE		83,574
FOREST LABS INC	CL A	345838106	284	11,310	SH	SOLE		11,310
FPL GROUP INC	COM	302571104	858	15,082	SH	SOLE		15,082
FRANKLIN RES INC	COM	354613101	407	5,658	SH	SOLE		5,658
FREEMPORT MCMORAN CPR&GOLD	COM	35671D857	710	14,177	SH	SOLE		14,177
FRONTIER COMMUNICATIONS	COM	35906A108	84	11,700	SH	SOLE		11,700
GAP INC	COM	364760108	285	17,361	SH	SOLE		17,361
GENERAL DYNAMICS CORP	COM	369550108	811	14,642	SH	SOLE		14,642
GENERAL ELEC CO	COM	369604103	4,309	367,683	SH	SOLE		367,683
GENERAL MLS INC	COM	370334104	696	12,416	SH	SOLE		12,416
GENWORTH FINL INC	COM	37247D106	112	16,000	SH	SOLE		16,000
GENZYME CORP	COM	372917104	552	9,917	SH	SOLE		9,917
GILEAD SCIENCES INC	COM	375558103	1,594	34,032	SH	SOLE		34,032
GOLDMAN SACHS GROUP INC	COM	38141G104	2,365	16,040	SH	SOLE		16,040
GOODRICH CORP	COM	382388106	231	4,620	SH	SOLE		4,620
GOOGLE INC	CL A	38259P508	3,725	8,836	SH	SOLE		8,836
HALLIBURTON CO	COM	406216101	671	32,426	SH	SOLE		32,426
HARTFORD FINL SVCS GRP	COM	416515104	133	11,165	SH	SOLE		11,165

HEINZ H J CO	COM	423074103	411	11,500	SH	SOLE	11,500
HERSHEY COMPANY	COM	427866108	220	6,100	SH	SOLE	6,100
HESS CORP	COM	42809H107	564	10,484	SH	SOLE	10,484
HEWLETT PACKARD CO	COM	428236103	3,499	90,542	SH	SOLE	90,542
HOME DEPOT INC	COM	437076102	1,483	62,740	SH	SOLE	62,740
HONEYWELL INTL INC	COM	438516106	864	27,509	SH	SOLE	27,509
HOSPIRA INC	COM	441060100	225	5,854	SH	SOLE	5,854
HOST HOTELS & RESORTS	COM	44107P104	161	19,249	SH	SOLE	19,249
HUDSON CITY BANCORP INC	COM	443683107	255	19,194	SH	SOLE	19,194
HUMANA INC	COM	444859102	203	6,283	SH	SOLE	6,283
HUNTINGTON BANCSHARES	COM	446150104	56	13,506	SH	SOLE	13,506
IBM CORP	COM	459200101	5,231	50,097	SH	SOLE	50,097
ILLINOIS TOOL WKS INC	COM	452308109	550	14,741	SH	SOLE	14,741
INGERSOLL-RAND PLC	COM	G4776G101	246	11,751	SH	SOLE	11,751
INTELLON CORPORATION	COM	45816W504	572	134,698	SH	DEFINED	1
134,698							
INTELLON CORPORATION	COM	45816W504	350	82,424	SH	DEFINED	2
82,424							
INTERCONTINENTAL EXCH INC	COM	45865V100	320	2,801	SH	SOLE	2,801
INTERNATIONAL GAME TECH	COM	459902102	181	11,400	SH	SOLE	11,400
INTERNATIONAL PAPER CO	COM	460146103	239	15,805	SH	SOLE	15,805
INTERPUBLIC GROUP COS INC	COM	460690100	89	17,644	SH	SOLE	17,644
INTUIT	COM	461202103	335	11,900	SH	SOLE	11,900
INTUITIVE SURGICAL INC	COM	46120E602	229	1,400	SH	SOLE	1,400
INVESCO LTD	COM	G491BT108	255	14,300	SH	SOLE	14,300
ITT CORP	COM	450911102	300	6,735	SH	SOLE	6,735
JC PENNEY CO INC	COM	708160106	236	8,228	SH	SOLE	8,228
JOHNSON & JOHNSON	COM	478160104	5,865	103,262	SH	SOLE	103,262
JOHNSON CTLS INC	COM	478366107	476	21,938	SH	SOLE	21,938
JPMORGAN CHASE & CO	COM	46625H100	4,644	136,135	SH	SOLE	136,135
JUNIPER NETWORKS INC	COM	48203R104	473	20,054	SH	SOLE	20,054
KELLOGG CO	COM	487836108	432	9,275	SH	SOLE	9,275
KEYCORP	COM	493267108	96	18,284	SH	SOLE	18,284
KIMBERLY CLARK CORP	COM	494368103	805	15,360	SH	SOLE	15,360
KOHL'S CORP	COM	500255104	482	11,269	SH	SOLE	11,269
KRAFT FOODS INC	CL A	50075N104	1,422	56,103	SH	SOLE	56,103
KROGER CO	COM	501044101	534	24,234	SH	SOLE	24,234
L-3 COMMUNICATIONS HLDGS	COM	502424104	309	4,449	SH	SOLE	4,449
LABORATORY CORP AMER HLDGS	COM	50540R409	278	4,100	SH	SOLE	4,100
LILLY ELI & CO	COM	532457108	1,282	37,014	SH	SOLE	37,014
LIMITED BRANDS INC	COM	532716107	126	10,507	SH	SOLE	10,507
LOCKHEED MARTIN CORP	COM	539830109	994	12,331	SH	SOLE	12,331
LOEWS CORP	COM	540424108	366	13,345	SH	SOLE	13,345
LORILLARD INC	COM	544147101	434	6,400	SH	SOLE	6,400
LOWES COS INC	COM	548661107	1,051	54,162	SH	SOLE	54,162
LSI CORP	COM	502161102	108	23,743	SH	SOLE	23,743
MACYS INC	COM	55616P104	183	15,546	SH	SOLE	15,546
MARATHON OIL CORP	COM	565849106	786	26,081	SH	SOLE	26,081
MARRIOTT INTL INC	NEW CL A	571903202	242	10,973	SH	SOLE	10,973
MARSH & MCLENNAN COS INC	COM	571748102	382	18,961	SH	SOLE	18,961
MASCO CORP	COM	574599106	128	13,350	SH	SOLE	13,350
MASTERCARD INC	CL A	57636Q104	452	2,700	SH	SOLE	2,700
MATTEL INC	COM	577081102	215	13,375	SH	SOLE	13,375
MCDONALDS CORP	COM	580135101	2,392	41,611	SH	SOLE	41,611
MCGRAW HILL COS INC	COM	580645109	353	11,731	SH	SOLE	11,731
MCKESSON CORP	COM	58155Q103	448	10,183	SH	SOLE	10,183
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	850	18,644	SH	SOLE	18,644
MEDTRONIC INC	COM	585055106	1,456	41,730	SH	SOLE	41,730
MERCK & CO INC	COM	589331107	2,213	79,145	SH	SOLE	79,145
METLIFE INC	COM	59156R108	763	25,410	SH	SOLE	25,410
MICRON TECHNOLOGY INC	COM	595112103	142	28,100	SH	SOLE	28,100
MICRON TECHNOLOGY INC	COM	595112103	54,300	10,731,145	SH	DEFINED	1
10,731,145							
MICROSOFT CORP	COM	594918104	6,898	290,190	SH	SOLE	290,190
MOLSON COORS BREWING CO	CL B	60871R209	234	5,520	SH	SOLE	5,520
MONSANTO CO	NEW COM	61166W101	1,508	20,286	SH	SOLE	20,286
MORGAN STANLEY	COM	617446448	1,169	40,986	SH	SOLE	40,986
MOTOROLA INC	COM	620076109	555	83,734	SH	SOLE	83,734
MURPHY OIL CORP	COM	626717102	380	7,000	SH	SOLE	7,000
MYLAN INC	COM	628530107	147	11,300	SH	SOLE	11,300
NABORS INDUSTRIES LTD	COM	G6359F103	162	10,400	SH	SOLE	10,400
NATIONAL OILWELL VARCO	COM	637071101	505	15,456	SH	SOLE	15,456
NETAPP INC	COM	64110D104	239	12,100	SH	SOLE	12,100
NEWELL RUBBERMAID INC	COM	651229106	106	10,224	SH	SOLE	10,224
NEWMONT MINING CORP HLDG	COM	651639106	691	16,896	SH	SOLE	16,896
NEWS CORPORATION	CL A	65248E104	773	84,848	SH	SOLE	84,848
NIKE INC	CL B	654106103	748	14,453	SH	SOLE	14,453
NISOURCE INC	COM	65473P105	118	10,094	SH	SOLE	10,094
NOBLE CORPORATION BAAR	COM	H5833N103	302	9,990	SH	SOLE	9,990
NOBLE ENERGY INC	COM	655044105	377	6,400	SH	SOLE	6,400
NORFOLK SOUTHN CORP	COM	655844108	522	13,850	SH	SOLE	13,850
NORTHERN TR CORP	COM	665859104	441	8,211	SH	SOLE	8,211
NORTHROP GRUMMAN CORP	COM	666807102	571	12,503	SH	SOLE	12,503
NOVELL INC	COM	670006105	58	12,794	SH	SOLE	12,794
NUCOR CORP	COM	670346105	519	11,690	SH	SOLE	11,690

NVIDIA CORP	COM	67066G104	233	20,607	SH	SOLE		20,607
NYSE EURONEXT	COM	629491101	267	9,800	SH	SOLE		9,800
OCCIDENTAL PETE CORP	COM	674599105	1,986	30,181	SH	SOLE		30,181
OFFICE DEPOT INC	COM	676220106	46	10,144	SH	SOLE		10,144
OMNICOM GROUP INC	COM	681919106	371	11,748	SH	SOLE		11,748
OPNEXT, INC	COM	68375V105	1,921	897,750	SH	DEFINED	1	
897,750								
ORACLE CORPORATION	COM	68389X105	3,103	144,887	SH	SOLE		144,887
PACCAR INC	COM	693718108	436	13,458	SH	SOLE		13,458
PARKER HANNIFIN CORP	COM	701094104	267	6,225	SH	SOLE		6,225
PAYCHEX INC	COM	704326107	299	11,875	SH	SOLE		11,875
PEABODY ENERGY CORP	COM	704549104	304	10,082	SH	SOLE		10,082
PEPSICO INC	COM	713448108	3,183	57,913	SH	SOLE		57,913
PFIZER INC	COM	717081103	3,738	249,198	SH	SOLE		249,198
PG&E CORP	COM	69331C108	509	13,253	SH	SOLE		13,253
PHILIP MORRIS INTL INC	COM	718172109	3,323	76,177	SH	SOLE		76,177
PNC FINANCIAL SERV GRP	COM	693475105	541	13,946	SH	SOLE		13,946
PPG INDS INC	COM	693506107	264	6,021	SH	SOLE		6,021
PPL CORP	COM	69351T106	455	13,800	SH	SOLE		13,800
PRAXAIR INC	COM	74005P104	828	11,644	SH	SOLE		11,644
PRECISION CASTPARTS CORP	COM	740189105	378	5,175	SH	SOLE		5,175
PRICE T ROWE GROUP INC	COM	74144T108	400	9,600	SH	SOLE		9,600
PROCTER & GAMBLE CO	COM	742718109	5,730	112,127	SH	SOLE		112,127
PROGRESS ENERGY INC	COM	743263105	365	9,644	SH	SOLE		9,644
PROGRESSIVE CORP OHIO	COM	743315103	377	24,933	SH	SOLE		24,933
PRUDENTIAL FINL INC	COM	744320102	587	15,765	SH	SOLE		15,765
PUBLIC STORAGE	COM	74460D109	301	4,600	SH	SOLE		4,600
PUBLIC SVC ENTERPRISE GRP	COM	744573106	612	18,754	SH	SOLE		18,754
QUALCOMM INC	COM	747525103	2,740	60,623	SH	SOLE		60,623
QUEST DIAGNOSTICS INC	COM	74834L100	327	5,800	SH	SOLE		5,800
QUESTAR CORP	COM	748356102	200	6,430	SH	SOLE		6,430
QWEST COMMUNICATIONS INTL	COM	749121109	228	54,860	SH	SOLE		54,860
RANGE RES CORP	COM	75281A109	236	5,700	SH	SOLE		5,700
RAYTHEON CO	COM	755111507	683	15,383	SH	SOLE		15,383
REGIONS FINL CORP	COM	7591EP100	104	25,705	SH	SOLE		25,705
REYNOLDS AMERN INC	COM	761713106	242	6,275	SH	SOLE		6,275
ROCKWELL COLLINS INC	COM	774341101	247	5,915	SH	SOLE		5,915
SAFEWAY INC	COM	786514208	327	16,047	SH	SOLE		16,047
SARA LEE CORP	COM	803111103	255	26,150	SH	SOLE		26,150
SCHERING PLOUGH CORP	COM	806605101	1,508	60,044	SH	SOLE		60,044
SCHLUMBERGER LTD	COM	806857108	2,398	44,321	SH	SOLE		44,321
SCHWAB CHARLES CORP	COM	808513105	605	34,505	SH	SOLE		34,505
SEMPRA ENERGY	COM	816851109	453	9,129	SH	SOLE		9,129
SIGMA ALDRICH CORP	COM	826552101	230	4,639	SH	SOLE		4,639
SIMON PPTY GROUP INC	COM	828806109	444	8,637	SH	SOLE		8,637
SLM CORP	COM	78442P106	178	17,291	SH	SOLE		17,291
SMITH INTL INC	COM	832110100	204	7,937	SH	SOLE		7,937
SOUTHERN CO	COM	842587107	888	28,499	SH	SOLE		28,499
SOUTHWEST AIRLS CO	COM	844741108	183	27,171	SH	SOLE		27,171
SOUTHWESTERN ENERGY CO	COM	845467109	493	12,700	SH	SOLE		12,700
SPECTRA ENERGY CORP	COM	847560109	384	22,713	SH	SOLE		22,713
SPRINT NEXTEL CORP	COM SER 1	852061100	508	105,534	SH	SOLE		105,534
ST JUDE MED INC	COM	790849103	518	12,603	SH	SOLE		12,603
STAPLES INC	COM	855030102	530	26,275	SH	SOLE		26,275
STARBUCKS CORP	COM	855244109	375	27,000	SH	SOLE		27,000
STATE STREET CORP	COM	857477103	753	15,958	SH	SOLE		15,958
STRYKER CORP	COM	863667101	364	9,163	SH	SOLE		9,163
SUN MICROSYSTEMS INC	COM	866810203	256	27,817	SH	SOLE		27,817
SUNTRUST BKS INC	COM	867914103	215	13,097	SH	SOLE		13,097
SYMANTEC CORP	COM	871503108	484	31,060	SH	SOLE		31,060
SYSCO CORP	COM	871829107	501	22,300	SH	SOLE		22,300
TARGET CORP	COM	87612E106	1,099	27,854	SH	SOLE		27,854
TELLABS INC	COM	879664100	84	14,700	SH	SOLE		14,700
TENET HEALTHCARE CORP	COM	88033G100	43	15,374	SH	SOLE		15,374
TEXAS INSTRS INC	COM	882508104	1,033	48,500	SH	SOLE		48,500
THERMO FISHER SCIENTIFIC	COM	883556102	632	15,495	SH	SOLE		15,495
TIME WARNER CABLE INC	COM	88732J207	351	11,077	SH	SOLE		11,077
TIME WARNER INC	NEW COM	887317303	1,112	44,130	SH	SOLE		44,130
TJX COS INC	COM	872540109	488	15,500	SH	SOLE		15,500
TRANSOCEAN LTD ZUG NAMEN-AKT	COM	H8817H100	877	11,803	SH	SOLE		11,803
TRAVELERS COS INC	COM	89417E109	894	21,794	SH	SOLE		21,794
TYCO ELECTRONICS LTD	COM	H8912P106	324	17,444	SH	SOLE		17,444
TYCO INTERNATIONAL LTD	COM	H89128104	456	17,542	SH	SOLE		17,542
TYSON FOODS INC	CL A	902494103	140	11,128	SH	SOLE		11,128
UNION PAC CORP	COM	907818108	980	18,828	SH	SOLE		18,828
UNISYS CORP	COM	909214108	20	13,300	SH	SOLE		13,300
UNITED PARCEL SVC INC	CL B	911312106	1,864	37,287	SH	SOLE		37,287
UNITED TECHNOLOGIES CORP	COM	913017109	1,855	35,693	SH	SOLE		35,693
UNITEDHEALTH GROUP INC	COM	91324P102	1,124	45,015	SH	SOLE		45,015
UNUM GROUP	COM	91529Y106	202	12,721	SH	SOLE		12,721
US BANCORP	DEL COM NEW	902973304	1,154	64,407	SH	SOLE		64,407
VALERO ENERGY CORP	COM	91913Y100	327	19,387	SH	SOLE		19,387
VERIZON COMMUNICATIONS	COM	92343V104	3,234	105,252	SH	SOLE		105,252
VIACOM INC	NEW CL B	92553P201	520	22,913	SH	SOLE		22,913
VMWARE, INC	COM A	928563402	129,533	4,750,000	SH	DEFINED	2	

4,750,000							
VORNADO RLTY TR	COM	929042109	233	5,171	SH	SOLE	5,171
WAL MART STORES INC	COM	931142103	4,017	82,925	SH	SOLE	82,925
WALGREEN CO	COM	931422109	1,075	36,550	SH	SOLE	36,550
WASTE MGMT INC	COM	94106L109	511	18,135	SH	SOLE	18,135
WEATHERFORD INT'L LTD	COM	H27013103	491	25,124	SH	SOLE	25,124
WELLPOINT INC	COM	94973V107	961	18,892	SH	SOLE	18,892
WELLS FARGO & CO	COM	949746101	3,353	138,212	SH	SOLE	138,212
WENDYS / ARBYS GROUP INC	COM	950587105	42	10,569	SH	SOLE	10,569
WESTERN UN CO	COM	959802109	442	26,929	SH	SOLE	26,929
WEYERHAEUSER CO	COM	962166104	237	7,790	SH	SOLE	7,790
WILLIAMS COS INC	COM	969457100	332	21,262	SH	SOLE	21,262
WINDSTREAM CORP	COM	97381W104	136	16,254	SH	SOLE	16,254
WYETH	COM	983024100	2,239	49,328	SH	SOLE	49,328
XCEL ENERGY INC	COM	98389B100	303	16,453	SH	SOLE	16,453
XEROX CORP	COM	984121103	209	32,200	SH	SOLE	32,200
XILINX INC	COM	983919101	208	10,179	SH	SOLE	10,179
XL CAP LTD	CL A COM	G98255105	132	11,500	SH	SOLE	11,500
XTO ENERGY INC	COM	98385X106	774	20,305	SH	SOLE	20,305
YAHOO INC	COM	984332106	802	51,219	SH	SOLE	51,219
YUM BRANDS INC	COM	988498101	579	17,365	SH	SOLE	17,365
ZIMMER HLDGS INC	COM	98956P102	353	8,289	SH	SOLE	8,289

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