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INTEL CORP
Form 13F-HR
August 11, 2008

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).)

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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

FORM 13F INFORMATION TABLE REPORTING MANAGER: INTEL CORPORATION

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP | ITEM 4: FAIR MARKET VALUE (000) | ITEM 5: SHARES OR SH/ PRINCIPAL PRN | ITEM 6: INVESTMENT MA DISCRETION |
|---------------------------|------------------------------|------------------|--|---|--|
| 3M CO | COM | 88579Y101 | 1,819 | 26,134 SH | SOLE |
| ABBOTT LABS | COM | 002824100 | 3,029 | 57,175 SH | SOLE |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 202 | 3,228 SH | SOLE |
| ACE LTD | COM | G0070K103 | 682 | 12,374 SH | SOLE |
| ADOBE SYS INC | COM | 00724F101 | 777 | 19,737 SH | SOLE |
| ADVANCED MICRO DEVICES | COM | 007903107 | 131 | 22,450 SH | SOLE |
| AES CORP | COM | 00130H105 | 479 | 24,930 SH | SOLE |
| AETNA INC | COM | 00817Y108 | 728 | 17,956 SH | SOLE |
| AFLAC INC | COM | 001055102 | 1,107 | 17,629 SH | SOLE |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 474 | 13,350 SH | SOLE |
| AIR PRODS & CHEMS INC | COM | 009158106 | 771 | 7,798 SH | SOLE |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 218 | 6,277 SH | SOLE |
| ALCOA INC | COM | 013817101 | 1,076 | 30,205 SH | SOLE |
| ALLEGHENY ENERGY INC | COM | 017361106 | 310 | 6,194 SH | SOLE |
| ALLEGHENY TECHNOLOGIES | COM | 01741R102 | 223 | 3,766 SH | SOLE |
| ALLERGAN INC | COM | 018490102 | 593 | 11,398 SH | SOLE |
| ALLIED WASTE INDS INC | COM PAR \$0.01 NEW | 019589308 | 158 | 12,507 SH | SOLE |
| ALLSTATE CORP | COM | 020002101 | 931 | 20,412 SH | SOLE |
| ALTERA CORP | COM | 021441100 | 231 | 11,151 SH | SOLE |
| ALTRIA GROUP INC | COM | 02209S103 | 1,597 | 77,677 SH | SOLE |
| AMAZON.COM INC | COM | 023135106 | 838 | 11,430 SH | SOLE |
| AMEREN CORP | COM | 023608102 | 329 | 7,792 SH | SOLE |
| AMERICAN ELEC PWR INC | COM | 025537101 | 600 | 14,907 SH | SOLE |
| AMERICAN EXPRESS CO | COM | 025816109 | 1,618 | 42,950 SH | SOLE |

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|---------------------------|----------------|-----------|-------|---------|----|---------|
| AMERICAN INTL GROUP INC | COM | 026874107 | 2,637 | 99,648 | SH | SOLE |
| AMERICAN TOWER CORP | COM | 029912201 | 621 | 14,700 | SH | SOLE |
| AMERIPRISE FINL INC | COM | 03076C106 | 333 | 8,191 | SH | SOLE |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 240 | 6,002 | SH | SOLE |
| AMGEN INC | COM | 031162100 | 1,901 | 40,320 | SH | SOLE |
| ANADARKO PETE CORP | COM | 032511107 | 1,298 | 17,342 | SH | SOLE |
| ANALOG DEVICES INC | COM | 032654105 | 341 | 10,731 | SH | SOLE |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 1,643 | 26,452 | SH | SOLE |
| AON CORP | COM | 037389103 | 508 | 11,066 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 1,721 | 12,382 | SH | SOLE |
| APOLLO GROUP INC | CL A | 037604105 | 227 | 5,128 | SH | SOLE |
| APPLE INC | COM | 037833100 | 5,473 | 32,685 | SH | SOLE |
| APPLERA CORP-APPLIED BIOS | COM AP BIO GRP | 038020103 | 208 | 6,218 | SH | SOLE |
| APPLIED MATLS INC | COM | 038222105 | 958 | 50,200 | SH | SOLE |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 804 | 23,827 | SH | SOLE |
| ASSURANT INC | COM | 04621X108 | 236 | 3,582 | SH | SOLE |
| AT & T INC | COM | 00206R102 | 7,419 | 220,211 | SH | SOLE |
| AUTODESK INC | COM | 052769106 | 281 | 8,301 | SH | SOLE |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 807 | 19,266 | SH | SOLE |
| AVALONBAY CMNTYS INC | COM | 053484101 | 257 | 2,878 | SH | SOLE |
| AVOCENT CORPORATION | COM | 053893103 | 2,882 | 154,960 | SH | SOLE |
| AVOCENT CORPORATION | COM | 053893103 | 0 | 12 | SH | DEFINED |
| AVON PRODS INC | COM | 054303102 | 570 | 15,828 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 999 | 11,433 | SH | SOLE |
| BANK NEW YORK MELLON CORP | COM | 064058100 | 1,603 | 42,365 | SH | SOLE |
| BANK OF AMERICA CORP | COM | 060505104 | 3,940 | 165,043 | SH | SOLE |
| BARD C R INC | COM | 067383109 | 319 | 3,630 | SH | SOLE |
| BAXTER INTL INC | COM | 071813109 | 1,486 | 23,240 | SH | SOLE |
| BB&T CORP | COM | 054937107 | 463 | 20,320 | SH | SOLE |
| BECTON DICKINSON & CO | COM | 075887109 | 739 | 9,084 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 270 | 9,600 | SH | SOLE |
| BEST BUY INC | COM | 086516101 | 509 | 12,866 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 609 | 10,891 | SH | SOLE |
| BJ SVCS CO | COM | 055482103 | 348 | 10,900 | SH | SOLE |
| BLOCK H & R INC | COM | 093671105 | 257 | 12,016 | SH | SOLE |
| BMC SOFTWARE INC | COM | 055921100 | 256 | 7,100 | SH | SOLE |
| BOEING CO | COM | 097023105 | 1,833 | 27,884 | SH | SOLE |
| BOSTON PPTYS INC | COM | 101121101 | 397 | 4,396 | SH | SOLE |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 614 | 49,947 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 1,507 | 73,382 | SH | SOLE |
| BROADCOM CORP | CL A | 111320107 | 452 | 16,550 | SH | SOLE |
| BROWN FORMAN CORP | CL B | 115637209 | 236 | 3,121 | SH | SOLE |
| BURLINGTON NORTH SANTA FE | COM | 12189T104 | 1,083 | 10,842 | SH | SOLE |
| C H ROBINSON WORLDWIDE | COM | 12541W209 | 347 | 6,329 | SH | SOLE |
| CA INC | COM | 12673P105 | 333 | 14,426 | SH | SOLE |
| CABOT OIL & GAS CORP | COM | 127097103 | 244 | 3,600 | SH | SOLE |
| CAMERON INTL CORP | COM | 13342B105 | 443 | 8,000 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 268 | 8,010 | SH | SOLE |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 527 | 13,874 | SH | SOLE |
| CARDINAL HEALTH INC | COM | 14149Y108 | 684 | 13,256 | SH | SOLE |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 532 | 16,148 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 1,682 | 22,780 | SH | SOLE |
| CBS CORP | CL B | 124857202 | 492 | 25,219 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 1,029 | 16,113 | SH | SOLE |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 195 | 12,123 | SH | SOLE |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 1,174 | 17,800 | SH | SOLE |
| CHEVRON CORPORATION | COM | 166764100 | 7,597 | 76,633 | SH | SOLE |
| CHUBB CORP | COM | 171232101 | 666 | 13,594 | SH | SOLE |
| CIGNA CORP | COM | 125509109 | 368 | 10,408 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 5,092 | 218,919 | SH | SOLE |
| CIT GROUP INC | COM | 125581108 | 72 | 10,500 | SH | SOLE |
| CITIGROUP INC | COM | 172967101 | 3,383 | 201,831 | SH | SOLE |

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

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|-----------------------------|----------------|-----------|--------|---------|----|---------|
| EXELON CORP | COM | 30161N101 | 2,189 | 24,331 | SH | SOLE |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 340 | 7,900 | SH | SOLE |
| EXPRESS SCRIPTS INC | COM | 302182100 | 584 | 9,306 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 17,261 | 195,864 | SH | SOLE |
| FANNIE MAE | COM | 313586109 | 769 | 39,432 | SH | SOLE |
| FEDEX CORP | COM | 31428X106 | 909 | 11,543 | SH | SOLE |
| FIDELITY NATL INFO SVCS | COM | 31620M106 | 236 | 6,400 | SH | SOLE |
| FIFTH THIRD BANCORP | COM | 316773100 | 217 | 21,333 | SH | SOLE |
| FIRSTENERGY CORP | COM | 337932107 | 930 | 11,301 | SH | SOLE |
| FISERV INC | COM | 337738108 | 278 | 6,122 | SH | SOLE |
| FLUOR CORP | COM | 343412102 | 612 | 3,287 | SH | SOLE |
| FORD MTR CO | COM PAR \$0.01 | 345370860 | 400 | 83,074 | SH | SOLE |
| FOREST LABS INC | CL A | 345838106 | 393 | 11,310 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 357 | 5,728 | SH | SOLE |
| FPL GROUP INC | COM | 302571104 | 989 | 15,082 | SH | SOLE |
| FRANKLIN RES INC | COM | 354613101 | 528 | 5,758 | SH | SOLE |
| FREDDIE MAC CORP | COM | 313400301 | 393 | 23,963 | SH | SOLE |
| FREEMPORT MCMORAN COPR/GOLD | COM | 35671D857 | 1,661 | 14,177 | SH | SOLE |
| GAMESTOP CORP | COM | 36467W109 | 242 | 6,000 | SH | SOLE |
| GAP INC | COM | 364760108 | 278 | 16,661 | SH | SOLE |
| GENERAL DYNAMICS CORP | COM | 369550108 | 1,241 | 14,742 | SH | SOLE |
| GENERAL ELEC CO | COM | 369604103 | 9,862 | 369,483 | SH | SOLE |
| GENERAL GROWTH PPTYS INC | COM | 370021107 | 349 | 9,963 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 755 | 12,416 | SH | SOLE |
| GENERAL MTRS CORP | COM | 370442105 | 242 | 21,022 | SH | SOLE |
| GENUINE PARTS CO | COM | 372460105 | 239 | 6,033 | SH | SOLE |
| GENWORTH FINL INC | COM | 37247D106 | 285 | 16,000 | SH | SOLE |
| GENZYME CORP | COM | 372917104 | 713 | 9,917 | SH | SOLE |
| GILEAD SCIENCES INC | COM | 375558103 | 1,813 | 34,232 | SH | SOLE |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 2,561 | 14,640 | SH | SOLE |
| GOODRICH CORP | COM | 382388106 | 219 | 4,620 | SH | SOLE |
| GOOGLE INC | CL A | 38259P508 | 4,546 | 8,636 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 1,716 | 32,326 | SH | SOLE |
| HARLEY DAVIDSON INC | COM | 412822108 | 318 | 8,766 | SH | SOLE |
| HARTFORD FINL SVCS GROUP | COM | 416515104 | 753 | 11,665 | SH | SOLE |
| HCP INC | COM | 40414L109 | 277 | 8,700 | SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 560 | 11,700 | SH | SOLE |
| HERSHEY COMPANY | COM | 427866108 | 203 | 6,200 | SH | SOLE |
| HESS CORP | COM | 42809H107 | 1,310 | 10,384 | SH | SOLE |
| HEWLETT PACKARD CO | COM | 428236103 | 4,043 | 91,442 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 1,474 | 62,940 | SH | SOLE |
| HONEYWELL INTL INC | COM | 438516106 | 1,383 | 27,509 | SH | SOLE |
| HOSPIRA INC | COM | 441060100 | 235 | 5,854 | SH | SOLE |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 264 | 19,349 | SH | SOLE |
| HUDSON CITY BANCORP INC | COM | 443683107 | 320 | 19,194 | SH | SOLE |
| HUMANA INC | COM | 444859102 | 250 | 6,283 | SH | SOLE |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 79 | 13,606 | SH | SOLE |
| IBM CORP | COM | 459200101 | 6,033 | 50,897 | SH | SOLE |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 700 | 14,741 | SH | SOLE |
| INGERSOLL-RAND COMPANY LTD | COM | G4776G101 | 440 | 11,751 | SH | SOLE |
| INTELLON CORPORATION | COM | 45816W504 | 1,103 | 334,124 | SH | DEFINED |
| INTELLON CORPORATION | COM | 45816W504 | 272 | 82,424 | SH | DEFINED |
| INTERCONTINENTAL EXCHANGE | COM | 45865V100 | 297 | 2,601 | SH | SOLE |
| INTERNATIONAL GAME TECH | COM | 459902102 | 287 | 11,500 | SH | SOLE |
| INTERNATIONAL PAPER CO | COM | 460146103 | 368 | 15,805 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 151 | 17,544 | SH | SOLE |
| INTUIT | COM | 461202103 | 328 | 11,900 | SH | SOLE |
| INTUITIVE SURGICAL INC | COM | 46120E602 | 377 | 1,400 | SH | SOLE |
| ITT CORP | COM | 450911102 | 427 | 6,735 | SH | SOLE |
| JACOBS ENGR GROUP INC | COM | 469814107 | 363 | 4,500 | SH | SOLE |
| JC PENNEY CO INC | COM | 708160106 | 299 | 8,228 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 6,721 | 104,462 | SH | SOLE |

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|----------------------------|------|-----------|-------|---------|----|------|
| JOHNSON CTLS INC | COM | 478366107 | 632 | 22,038 | SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 4,393 | 128,035 | SH | SOLE |
| JUNIPER NETWORKS INC | COM | 48203R104 | 431 | 19,454 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 450 | 9,375 | SH | SOLE |
| KEYCORP | COM | 493267108 | 197 | 17,984 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 930 | 15,560 | SH | SOLE |
| KIMCO RLTY CORP | COM | 49446R109 | 325 | 9,403 | SH | SOLE |
| KLA TENCOR CORP | COM | 482480100 | 256 | 6,300 | SH | SOLE |
| KOHL'S CORP | COM | 500255104 | 455 | 11,369 | SH | SOLE |
| KRAFT FOODS INC | CL A | 50075N104 | 1,599 | 56,203 | SH | SOLE |
| KROGER CO | COM | 501044101 | 708 | 24,534 | SH | SOLE |
| L-3 COMMUNICATIONS HLDGS | COM | 502424104 | 413 | 4,549 | SH | SOLE |
| LABORATORY CORP AMER HLDGS | COM | 50540R409 | 285 | 4,100 | SH | SOLE |
| LEGG MASON INC | COM | 524901105 | 226 | 5,192 | SH | SOLE |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 512 | 25,856 | SH | SOLE |
| LEUCADIA NATL CORP | COM | 527288104 | 307 | 6,542 | SH | SOLE |
| LILLY ELI & CO | COM | 532457108 | 1,695 | 36,714 | SH | SOLE |
| LIMITED BRANDS INC | COM | 532716107 | 187 | 11,107 | SH | SOLE |
| LINCOLN NATL CORP IND | COM | 534187109 | 435 | 9,600 | SH | SOLE |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 267 | 8,212 | SH | SOLE |
| LOCKHEED MARTIN CORP | COM | 539830109 | 1,236 | 12,531 | SH | SOLE |
| LOEWS CORP | COM | 540424108 | 631 | 13,445 | SH | SOLE |
| LORILLARD INC | COM | 544147101 | 443 | 6,400 | SH | SOLE |
| LOWES COS INC | COM | 548661107 | 1,126 | 54,262 | SH | SOLE |
| LSI CORP | COM | 502161102 | 145 | 23,643 | SH | SOLE |
| M & T BK CORP | COM | 55261F104 | 205 | 2,900 | SH | SOLE |
| MACYS INC | COM | 55616P104 | 302 | 15,546 | SH | SOLE |
| MARATHON OIL CORP | COM | 565849106 | 1,363 | 26,281 | SH | SOLE |
| MARRIOTT INTL INC | CL A | 571903202 | 292 | 11,133 | SH | SOLE |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 503 | 18,961 | SH | SOLE |
| MASCO CORP | COM | 574599106 | 212 | 13,450 | SH | SOLE |
| MASSEY ENERGY CORP | COM | 576206106 | 281 | 3,000 | SH | SOLE |
| MATTEL INC | COM | 577081102 | 229 | 13,375 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 2,362 | 42,011 | SH | SOLE |
| MCGRAW HILL COS INC | COM | 580645109 | 479 | 11,931 | SH | SOLE |
| MCKESSON CORP | COM | 58155Q103 | 575 | 10,283 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 885 | 18,744 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 2,154 | 41,630 | SH | SOLE |
| MEMC ELECTRONICS MATRLS | COM | 552715104 | 518 | 8,423 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 2,998 | 79,545 | SH | SOLE |
| MERRILL LYNCH & CO INC | COM | 590188108 | 1,158 | 36,506 | SH | SOLE |
| METLIFE INC | COM | 59156R108 | 1,388 | 26,310 | SH | SOLE |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 209 | 6,847 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 169 | 28,200 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 8,167 | 296,890 | SH | SOLE |
| MOLSON COORS BREWING | CL B | 60871R209 | 284 | 5,220 | SH | SOLE |
| MONSANTO CO | COM | 61166W101 | 2,578 | 20,386 | SH | SOLE |
| MOODYS CORP | COM | 615369105 | 258 | 7,495 | SH | SOLE |
| MORGAN STANLEY | COM | 617446448 | 1,482 | 41,086 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 614 | 83,634 | SH | SOLE |
| MURPHY OIL CORP | COM | 626717102 | 686 | 7,000 | SH | SOLE |
| MYLAN INC | COM | 628530107 | 136 | 11,300 | SH | SOLE |
| NABORS INDUSTRIES LTD | COM | G6359F103 | 512 | 10,400 | SH | SOLE |
| NATIONAL CITY CORP | COM | 635405103 | 134 | 28,155 | SH | SOLE |
| NATIONAL OILWELL VARCO | COM | 637071101 | 1,362 | 15,356 | SH | SOLE |
| NETAPP INC | COM | 64110D104 | 275 | 12,700 | SH | SOLE |
| NEWELL RUBBERMAID INC | COM | 651229106 | 172 | 10,224 | SH | SOLE |
| NEWMONT MINING CORP HLDG | COM | 651639106 | 876 | 16,796 | SH | SOLE |
| NEWS CORPORATION | CL A | 65248E104 | 1,284 | 85,348 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 838 | 14,053 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 183 | 10,194 | SH | SOLE |
| NOBLE CORP | COM | G65422100 | 649 | 9,990 | SH | SOLE |

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|---------------------------|-----|-----------|-------|---------|----|------|
| NOBLE ENERGY INC | COM | 655044105 | 644 | 6,400 | SH | SOLE |
| NORFOLK SOUTHN CORP | COM | 655844108 | 874 | 13,950 | SH | SOLE |
| NORTHERN TR CORP | COM | 665859104 | 488 | 7,111 | SH | SOLE |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 850 | 12,703 | SH | SOLE |
| NOVELL INC | COM | 670006105 | 77 | 13,094 | SH | SOLE |
| NUCOR CORP | COM | 670346105 | 865 | 11,590 | SH | SOLE |
| NVIDIA CORP | COM | 67066G104 | 386 | 20,607 | SH | SOLE |
| NYSE EURONEXT | COM | 629491101 | 496 | 9,800 | SH | SOLE |
| OCCIDENTAL PETE CORP | COM | 674599105 | 2,730 | 30,381 | SH | SOLE |
| OFFICE DEPOT INC | COM | 676220106 | 111 | 10,144 | SH | SOLE |
| OMNICOM GROUP INC | COM | 681919106 | 532 | 11,848 | SH | SOLE |
| ORACLE CORPORATION | COM | 68389X105 | 3,089 | 147,087 | SH | SOLE |
| PACCAR INC | COM | 693718108 | 567 | 13,558 | SH | SOLE |
| PARKER HANNIFIN CORP | COM | 701094104 | 444 | 6,225 | SH | SOLE |
| PAYCHEX INC | COM | 704326107 | 371 | 11,875 | SH | SOLE |
| PEABODY ENERGY CORP | COM | 704549104 | 888 | 10,082 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 3,740 | 58,813 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 4,381 | 250,798 | SH | SOLE |
| PG&E CORP | COM | 69331C108 | 526 | 13,253 | SH | SOLE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 3,861 | 78,177 | SH | SOLE |
| PITNEY BOWES INC | COM | 724479100 | 264 | 7,735 | SH | SOLE |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 271 | 6,350 | SH | SOLE |
| PNC FINANCIAL SVCS GRP | COM | 693475105 | 733 | 12,843 | SH | SOLE |
| PPG INDS INC | COM | 693506107 | 351 | 6,121 | SH | SOLE |
| PPL CORP | COM | 69351T106 | 721 | 13,800 | SH | SOLE |
| PRAXAIR INC | COM | 74005P104 | 1,097 | 11,644 | SH | SOLE |
| PRECISION CASTPARTS CORP | COM | 740189105 | 499 | 5,175 | SH | SOLE |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 542 | 9,600 | SH | SOLE |
| PRINCIPAL FNCL GRP INC | COM | 74251V102 | 403 | 9,600 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 6,879 | 113,127 | SH | SOLE |
| PROGRESS ENERGY INC | COM | 743263105 | 403 | 9,644 | SH | SOLE |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 470 | 25,133 | SH | SOLE |
| PROLOGIS INT | COM | 743410102 | 527 | 9,700 | SH | SOLE |
| PRUDENTIAL FINL INC | COM | 744320102 | 966 | 16,165 | SH | SOLE |
| PUBLIC STORAGE | COM | 74460D109 | 372 | 4,600 | SH | SOLE |
| PUBLIC SVC ENTERPRISE GRP | COM | 744573106 | 866 | 18,854 | SH | SOLE |
| QUALCOMM INC | COM | 747525103 | 2,663 | 60,023 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 286 | 5,900 | SH | SOLE |
| QUESTAR CORP | COM | 748356102 | 457 | 6,430 | SH | SOLE |
| QWEST COMMUNICATIONS INTL | COM | 749121109 | 221 | 56,360 | SH | SOLE |
| RANGE RES CORP | COM | 75281A109 | 374 | 5,700 | SH | SOLE |
| RAYTHEON CO | COM | 755111507 | 883 | 15,683 | SH | SOLE |
| REGIONS FINL CORP | COM | 7591EP100 | 282 | 25,805 | SH | SOLE |
| REYNOLDS AMERN INC | COM | 761713106 | 298 | 6,375 | SH | SOLE |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 236 | 5,406 | SH | SOLE |
| ROCKWELL COLLINS INC | COM | 774341101 | 284 | 5,915 | SH | SOLE |
| ROHM & HAAS CO | COM | 775371107 | 218 | 4,692 | SH | SOLE |
| SAFECO CORP | COM | 786429100 | 225 | 3,357 | SH | SOLE |
| SAFEWAY INC | COM | 786514208 | 464 | 16,247 | SH | SOLE |
| SARA LEE CORP | COM | 803111103 | 320 | 26,150 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 1,184 | 60,144 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 4,751 | 44,221 | SH | SOLE |
| SCHWAB CHARLES CORP | COM | 808513105 | 707 | 34,405 | SH | SOLE |
| SEMPRA ENERGY | COM | 816851109 | 527 | 9,329 | SH | SOLE |
| SIGMA ALDRICH CORP | COM | 826552101 | 255 | 4,739 | SH | SOLE |
| SIMON PPTY GROUP INC | COM | 828806109 | 752 | 8,362 | SH | SOLE |
| SLM CORP | COM | 78442P106 | 335 | 17,291 | SH | SOLE |
| SMITH INTL INC | COM | 832110100 | 618 | 7,437 | SH | SOLE |
| SOUTHERN CO | COM | 842587107 | 992 | 28,399 | SH | SOLE |
| SOUTHWEST AIRLS CO | COM | 844741108 | 354 | 27,171 | SH | SOLE |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 605 | 12,700 | SH | SOLE |
| SOVEREIGN BANCORP INC | COM | 845905108 | 130 | 17,715 | SH | SOLE |

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|---------------------------|-----------|-----------|---------|-----------|----|---------|
| SPECTRA ENERGY CORP | COM | 847560109 | 676 | 23,513 | SH | SOLE |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 1,004 | 105,634 | SH | SOLE |
| ST JUDE MED INC | COM | 790849103 | 515 | 12,603 | SH | SOLE |
| STAPLES INC | COM | 855030102 | 619 | 26,075 | SH | SOLE |
| STARBUCKS CORP | COM | 855244109 | 425 | 27,000 | SH | SOLE |
| STARWOOD HOTELS & RESORTS | COM | 85590A401 | 275 | 6,873 | SH | SOLE |
| STATE STREET CORP | COM | 857477103 | 1,015 | 15,858 | SH | SOLE |
| STRYKER CORP | COM | 863667101 | 557 | 8,863 | SH | SOLE |
| SUN MICROSYSTEMS INC | COM | 866810203 | 316 | 29,017 | SH | SOLE |
| SUNTRUST BKS INC | COM | 867914103 | 474 | 13,097 | SH | SOLE |
| SUPERVALU INC | COM | 868536103 | 243 | 7,882 | SH | SOLE |
| SYMANTEC CORP | COM | 871503108 | 603 | 31,160 | SH | SOLE |
| SYSCO CORP | COM | 871829107 | 613 | 22,300 | SH | SOLE |
| TARGET CORP | COM | 87612E106 | 1,341 | 28,854 | SH | SOLE |
| TELLABS INC | COM | 879664100 | 68 | 14,700 | SH | SOLE |
| TENET HEALTHCARE CORP | COM | 88033G100 | 99 | 17,774 | SH | SOLE |
| TEXAS INSTRS INC | COM | 882508104 | 1,380 | 49,000 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 442 | 9,212 | SH | SOLE |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 864 | 15,495 | SH | SOLE |
| TIME WARNER INC | COM | 887317105 | 1,964 | 132,690 | SH | SOLE |
| TJX COS INC | COM | 872540109 | 494 | 15,700 | SH | SOLE |
| TRANSOCEAN INC | COM | G90073100 | 1,799 | 11,803 | SH | SOLE |
| TRAVELERS COS INC | COM | 89417E109 | 972 | 22,394 | SH | SOLE |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 636 | 17,744 | SH | SOLE |
| TYCO INTL LTD BERMUDA | COM | G9143X208 | 714 | 17,842 | SH | SOLE |
| TYSON FOODS INC | CL A | 902494103 | 151 | 10,128 | SH | SOLE |
| UNION PAC CORP | COM | 907818108 | 1,444 | 19,128 | SH | SOLE |
| UNISYS CORP | COM | 909214108 | 52 | 13,200 | SH | SOLE |
| UNITED PARCEL SVC INC | CL B | 911312106 | 2,329 | 37,887 | SH | SOLE |
| UNITED STATES STEEL CORP | COM | 912909108 | 807 | 4,366 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 2,227 | 36,093 | SH | SOLE |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 1,195 | 45,515 | SH | SOLE |
| UNUM GROUP | COM | 91529Y106 | 262 | 12,821 | SH | SOLE |
| US BANCORP | COM | 902973304 | 1,799 | 64,507 | SH | SOLE |
| UST INC | COM | 902911106 | 299 | 5,474 | SH | SOLE |
| V F CORP | COM | 918204108 | 228 | 3,207 | SH | SOLE |
| VALERO ENERGY CORP | COM | 91913Y100 | 807 | 19,587 | SH | SOLE |
| VARIAN MED SYS INC | COM | 92220P105 | 242 | 4,662 | SH | SOLE |
| VERISIGN INC | COM | 92343E102 | 272 | 7,200 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 3,740 | 105,652 | SH | SOLE |
| VIACOM INC | CL B | 92553P201 | 715 | 23,413 | SH | SOLE |
| VMWARE INC | CL A COM | 928563402 | 511,670 | 9,500,000 | SH | DEFINED |
| VORNADO RLTY TR | COM | 929042109 | 442 | 5,028 | SH | SOLE |
| VULCAN MATLS CO | COM | 929160109 | 245 | 4,100 | SH | SOLE |
| WACHOVIA CORP | COM | 929903102 | 1,231 | 79,279 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 4,846 | 86,225 | SH | SOLE |
| WALGREEN CO | COM | 931422109 | 1,195 | 36,750 | SH | SOLE |
| WASHINGTON MUTUAL INC | COM | 939322103 | 193 | 39,205 | SH | SOLE |
| WASTE MGMT INC | COM | 94106L109 | 688 | 18,235 | SH | SOLE |
| WATERS CORP | COM | 941848103 | 239 | 3,700 | SH | SOLE |
| WEATHERFORD INTL LTD | COM | G95089101 | 1,251 | 25,224 | SH | SOLE |
| WELLPOINT INC | COM | 94973V107 | 929 | 19,492 | SH | SOLE |
| WELLS FARGO & CO | COM | 949746101 | 2,908 | 122,429 | SH | SOLE |
| WESTERN UN CO | COM | 959802109 | 678 | 27,429 | SH | SOLE |
| WEYERHAEUSER CO | COM | 962166104 | 398 | 7,790 | SH | SOLE |
| WILLIAMS COS INC | COM | 969457100 | 873 | 21,662 | SH | SOLE |
| WINDSTREAM CORP | COM | 97381W104 | 204 | 16,554 | SH | SOLE |
| WRIGLEY WM JR CO | COM | 982526105 | 618 | 7,940 | SH | SOLE |
| WYETH | COM | 983024100 | 2,371 | 49,428 | SH | SOLE |
| XCEL ENERGY INC | COM | 98389B100 | 320 | 15,953 | SH | SOLE |
| XEROX CORP | COM | 984121103 | 452 | 33,300 | SH | SOLE |
| XILINX INC | COM | 983919101 | 262 | 10,379 | SH | SOLE |

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| XTO ENERGY INC | COM | 98385X106 | 1,295 | 18,905 SH | SOLE |
| YAHOO INC | COM | 984332106 | 1,054 | 51,019 SH | SOLE |
| YUM BRANDS INC | COM | 988498101 | 616 | 17,565 SH | SOLE |
| ZIMMER HLDGS INC | COM | 98956P102 | 584 | 8,589 SH | SOLE |