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INTEL CORP
Form 13F-HR
May 13, 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: March 31, 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

May 12, 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: 405
 Form 13F Information Table Value Total: \$1,227,005,000

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 PRINCIPAL SH/ PRN	ITEM 6: INVESTMENT MANAGERS SH/ DISCRETION	ITEM 7: (A) SOLE	ITEM 8: (B) VOTING
3M CO	COM	88579Y101	2,084	26,334 SH	SOLE		26,334
ABBOTT LABS	COM	002824100	3,131	56,775 SH	SOLE		56,775
ABERCROMBIE & FITCH CO	CL A	002896207	229	3,128 SH	SOLE		3,128
ACE LTD	COM	G0070K103	681	12,374 SH	SOLE		12,374
ADOBE SYS INC	COM	00724F101	756	21,237 SH	SOLE		21,237
ADVANCED MICRO DEVICES	COM	007903107	130	22,050 SH	SOLE		22,050
AES CORP	COM	00130H105	411	24,630 SH	SOLE		24,630
AETNA INC	COM	00817Y108	777	18,456 SH	SOLE		18,456
AFLAC INC	COM	001055102	1,177	18,129 SH	SOLE		18,129
AGILENT TECHNOLOGIES INC	COM	00846U101	431	14,450 SH	SOLE		14,450
AIR PRODS & CHEMS INC	COM	009158106	717	7,798 SH	SOLE		7,798
ALCOA INC	COM	013817101	1,132	31,405 SH	SOLE		31,405
ALLEGHENY ENERGY INC	COM	017361106	303	5,994 SH	SOLE		5,994
ALLEGHENY TECHNOLOGIES	COM	01741R102	262	3,666 SH	SOLE		3,666
ALLERGAN INC	COM	018490102	626	11,098 SH	SOLE		11,098
ALLIED WASTE INDS INC	PAR \$0.01	019589308	118	10,907 SH	SOLE		10,907
ALLSTATE CORP	COM	020002101	1,015	21,112 SH	SOLE		21,112
ALTERA CORP	COM	021441100	228	12,351 SH	SOLE		12,351
ALTRIA GROUP INC	COM	02209S103	1,720	77,477 SH	SOLE		77,477
AMAZON.COM INC	COM	023135106	822	11,530 SH	SOLE		11,530
AMEREN CORP	COM	023608102	330	7,492 SH	SOLE		7,492
AMERICAN CAP STRATEGIES	COM	024937104	249	7,282 SH	SOLE		7,282
AMERICAN ELEC PWR INC	COM	025537101	621	14,907 SH	SOLE		14,907
AMERICAN EXPRESS CO	COM	025816109	1,887	43,150 SH	SOLE		43,150

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AMERICAN INTL GROUP INC	COM	026874107	4,046	93,548	SH	SOLE		93,548
AMERICAN TOWER CORP	COM	029912201	588	15,000	SH	SOLE		15,000
AMERIPRISE FINL INC	COM	03076C106	440	8,491	SH	SOLE		8,491
AMERISOURCEBERGEN CORP	COM	03073E105	246	6,002	SH	SOLE		6,002
AMGEN INC	COM	031162100	1,680	40,220	SH	SOLE		40,220
ANADARKO PETE CORP	COM	032511107	1,087	17,242	SH	SOLE		17,242
ANALOG DEVICES INC	COM	032654105	332	11,231	SH	SOLE		11,231
ANHEUSER BUSCH COS INC	COM	035229103	1,284	27,052	SH	SOLE		27,052
AON CORP	COM	037389103	425	10,566	SH	SOLE		10,566
APACHE CORP	COM	037411105	1,448	11,982	SH	SOLE		11,982
APOLLO GROUP INC	CL A	037604105	222	5,128	SH	SOLE		5,128
APPLE INC	COM	037833100	4,647	32,385	SH	SOLE		32,385
APPLERA CORP-APPLIED BIOS	COM	038020103	201	6,118	SH	SOLE		6,118
APPLIED MATLS INC	COM	038222105	985	50,500	SH	SOLE		50,500
ARCHER DANIELS MIDLAND CO	COM.	039483102	977	23,727	SH	SOLE		23,727
ASSURANT INC	COM	04621X108	212	3,482	SH	SOLE		3,482
AT & T INC	COM	00206R102	8,545	223,111	SH	SOLE		223,111
AUTODESK INC	COM	052769106	261	8,301	SH	SOLE		8,301
AUTOMATIC DATA PROCESSING	COM	053015103	812	19,166	SH	SOLE		19,166
AVALONBAY CMNTYS INC	COM	053484101	278	2,878	SH	SOLE		2,878
Avocent Corporation	COM	053893103	5,347	316,369	SH	SOLE		316,369
Avocent Corporation	COM	053893103	0	12	SH	DEFINED	1	
AVON PRODS INC	COM	054303102	634	16,028	SH	SOLE		16,028
BAKER HUGHES INC	COM	057224107	790	11,533	SH	SOLE		11,533
BANK NEW YORK MELLON CORP	COM	064058100	1,755	42,065	SH	SOLE		42,065
BANK OF AMERICA CORP	COM	060505104	6,204	163,643	SH	SOLE		163,643
BARD C R INC	COM	067383109	360	3,730	SH	SOLE		3,730
BAXTER INTL INC	COM	071813109	1,350	23,340	SH	SOLE		23,340
BB&T CORP	COM	054937107	655	20,420	SH	SOLE		20,420
BECTON DICKINSON & CO	COM	075887109	754	8,784	SH	SOLE		8,784
BED BATH & BEYOND INC	COM	075896100	286	9,700	SH	SOLE		9,700
BEST BUY INC	COM	086516101	533	12,866	SH	SOLE		12,866
BIOGEN IDEC INC	COM	09062X103	672	10,891	SH	SOLE		10,891
BJ SVCS CO	COM	055482103	314	11,000	SH	SOLE		11,000
BLOCK H & R INC	COM	093671105	254	12,216	SH	SOLE		12,216
BMC SOFTWARE INC	COM	055921100	237	7,300	SH	SOLE		7,300
BOEING CO	COM	097023105	2,141	28,784	SH	SOLE		28,784
BOSTON PPTYS INC	COM	101121101	396	4,296	SH	SOLE		4,296
BOSTON SCIENTIFIC CORP	COM	101137107	639	49,647	SH	SOLE		49,647
BRISTOL MYERS SQUIBB CO	COM	110122108	1,552	72,882	SH	SOLE		72,882
BROADCOM CORP	CL A	111320107	336	17,450	SH	SOLE		17,450
BROWN FORMAN CORP	CL B	115637209	207	3,121	SH	SOLE		3,121
BURLINGTON NORTH SANTA FE	COM	12189T104	1,000	10,842	SH	SOLE		10,842
C H ROBINSON WORLDWIDE	COM NEW	12541W209	339	6,229	SH	SOLE		6,229
CA INC	COM	12673P105	327	14,526	SH	SOLE		14,526
CAMPBELL SOUP CO	COM	134429109	275	8,110	SH	SOLE		8,110
CAPITAL ONE FINL CORP	COM	14040H105	717	14,574	SH	SOLE		14,574
CARDINAL HEALTH INC	COM	14149Y108	691	13,156	SH	SOLE		13,156
CARNIVAL CORP	PAIRED CTF	143658300	658	16,248	SH	SOLE		16,248
CATERPILLAR INC	COM	149123101	1,846	23,580	SH	SOLE		23,580
CBS CORP	CL B	124857202	557	25,219	SH	SOLE		25,219
CELGENE CORP	COM	151020104	877	14,313	SH	SOLE		14,313
CENTERPOINT ENERGY INC	COM	15189T107	170	11,923	SH	SOLE		11,923
CHESAPEAKE ENERGY CORP	COM	165167107	771	16,700	SH	SOLE		16,700
CHEVRON CORPORATION	COM	166764100	6,652	77,933	SH	SOLE		77,933
CHUBB CORP	COM	171232101	702	14,194	SH	SOLE		14,194
CIGNA CORP	COM	125509109	414	10,208	SH	SOLE		10,208
CINCINNATI FINL CORP	COM	172062101	236	6,207	SH	SOLE		6,207
CISCO SYS INC	COM	17275R102	5,380	223,319	SH	SOLE		223,319
CITIGROUP INC	COM	172967101	3,942	184,031	SH	SOLE		184,031
CITIZENS COMMUNICATIONS	CL B	17453B101	127	12,100	SH	SOLE		12,100
CITRIX SYS INC	COM	177376100	205	6,987	SH	SOLE		6,987

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CLEAR CHANNEL COMMS	COM	184502102	540	18,470	SH	SOLE		18,470
CLEARWIRE CORP	CL A	185385309	49,367	3,333,333	SH	DEFINED	1	3,333,333
CLEARWIRE CORP	CL A	185385309	346,963	23,427,601	SH	DEFINED	2	23,427,601
CLOROX CO	COM	189054109	283	4,994	SH	SOLE		4,994
CME GROUP INC	COM	12572Q105	899	1,917	SH	SOLE		1,917
COACH INC	COM	189754104	406	13,465	SH	SOLE		13,465
COCA COLA CO	COM	191216100	4,462	73,307	SH	SOLE		73,307
COCA COLA ENTERPRISES INC	COM	191219104	252	10,400	SH	SOLE		10,400
COGNIZANT TECH SOLUTIONS	CL A	192446102	315	10,938	SH	SOLE		10,938
COLGATE PALMOLIVE CO	COM	194162103	1,472	18,900	SH	SOLE		18,900
COMCAST CORP	CL A	20030N101	2,193	113,398	SH	SOLE		113,398
COMPUTER SCIENCES CORP	COM	205363104	256	6,279	SH	SOLE		6,279
COMPUWARE CORP	COM	205638109	78	10,600	SH	SOLE		10,600
CONAGRA FOODS INC	COM	205887102	429	17,900	SH	SOLE		17,900
CONOCOPHILLIPS	COM	20825C104	4,475	58,725	SH	SOLE		58,725
CONSOL ENERGY INC	COM	20854P109	455	6,580	SH	SOLE		6,580
CONSOLIDATED EDISON INC	COM	209115104	388	9,779	SH	SOLE		9,779
CONSTELLATION ENGY GRP	COM	210371100	575	6,514	SH	SOLE		6,514
COOPER INDUSTRIES LTD	CL A	G24182100	266	6,629	SH	SOLE		6,629
CORNING INC	COM	219350105	1,401	58,269	SH	SOLE		58,269
COSTCO WHSL CORP	COM	22160K105	1,027	15,805	SH	SOLE		15,805
COUNTRYWIDE FINCL CORP	COM	222372104	117	21,298	SH	SOLE		21,298
COVENTRY HEALTH CARE INC	COM	222862104	228	5,641	SH	SOLE		5,641
COVIDIEN LIMITED	COM	G2552X108	816	18,443	SH	SOLE		18,443
CSX CORP	COM	126408103	860	15,344	SH	SOLE		15,344
CUMMINS INC	COM	231021106	352	7,510	SH	SOLE		7,510
CVS CAREMARK CORP	COM	126650100	2,206	54,446	SH	SOLE		54,446
D R HORTON INC	COM	23331A109	163	10,362	SH	SOLE		10,362
DANAHER CORP	COM	235851102	715	9,398	SH	SOLE		9,398
DEERE & CO	COM	244199105	1,329	16,516	SH	SOLE		16,516
DELL INC	COM	24702R101	1,643	82,482	SH	SOLE		82,482
DEVON ENERGY CORP	COM	25179M103	1,731	16,596	SH	SOLE		16,596
DIRECTTV GROUP INC	COM	25459L106	655	26,413	SH	SOLE		26,413
DISCOVER FINL SVCS	COM	254709108	290	17,723	SH	SOLE		17,723
DISNEY WALT CO	COM	254687106	2,198	70,048	SH	SOLE		70,048
DOMINION RES INC VA	COM	25746U109	878	21,506	SH	SOLE		21,506
DONNELLEY R R & SONS CO	COM	257867101	243	8,016	SH	SOLE		8,016
DOVER CORP	COM	260003108	308	7,383	SH	SOLE		7,383
DOW CHEM CO	COM	260543103	1,286	34,893	SH	SOLE		34,893
DTE ENERGY CO	COM	233331107	237	6,100	SH	SOLE		6,100
DU PONT E I DE NEMOURS	COM	263534109	1,550	33,150	SH	SOLE		33,150
DUKE ENERGY CORP	COM	26441C105	830	46,481	SH	SOLE		46,481
DYNEGY INC	CL A	26817G102	145	18,385	SH	SOLE		18,385
E TRADE FINANCIAL CORP	COM	269246104	59	15,400	SH	SOLE		15,400
EASTMAN KODAK CO	COM	277461109	183	10,358	SH	SOLE		10,358
EATON CORP	COM	278058102	419	5,258	SH	SOLE		5,258
EBAY INC	COM	278642103	1,244	41,675	SH	SOLE		41,675
ECOLAB INC	COM	278865100	274	6,300	SH	SOLE		6,300
EDISON INTL	COM	281020107	598	12,200	SH	SOLE		12,200
EL PASO CORP	COM	28336L109	426	25,614	SH	SOLE		25,614
ELECTRONIC ARTS	COM	285512109	585	11,725	SH	SOLE		11,725
ELECTRONIC DATA SYS CORP	COM	285661104	315	18,900	SH	SOLE		18,900
EMBARQ CORP	COM	29078E105	221	5,506	SH	SOLE		5,506
EMC CORP MASS	COM	268648102	1,107	77,191	SH	SOLE		77,191
EMCORE CORP	COM	290846104	4,163	722,688	SH	SOLE		722,688
EMCORE CORP	COM	290846104	453	29,611	SH	DEFINED	1	29,611
EMERSON ELEC CO	COM	291011104	1,497	29,084	SH	SOLE		29,084
ENSCO INTL INC	COM	26874Q100	334	5,341	SH	SOLE		5,341
ENTERGY CORP	COM	29364G103	770	7,062	SH	SOLE		7,062
Entropic Communications	COM	29384R105	3,938	984,636	SH	DEFINED	1	984,636
EOG RES INC	COM	26875P101	1,060	8,835	SH	SOLE		8,835
EQUITY RESIDENTIAL SH	SH BEN INT	29476L107	415	10,002	SH	SOLE		10,002

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EXELON CORP	COM	30161N101	1,977	24,331	SH	SOLE		24,331
EXPEDITORS INTL WASH INC	COM	302130109	361	8,000	SH	SOLE		8,000
EXPRESS SCRIPTS INC	COM	302182100	599	9,306	SH	SOLE		9,306
EXXON MOBIL CORP	COM	30231G102	17,014	201,164	SH	SOLE		201,164
FANNIE MAE	COM	313586109	951	36,132	SH	SOLE		36,132
FEDEX CORP	COM	31428X106	1,033	11,143	SH	SOLE		11,143
FIDELITY NATL INFO SVCS	COM	31620M106	233	6,100	SH	SOLE		6,100
FIFTH THIRD BANCORP	COM	316773100	415	19,833	SH	SOLE		19,833
FIRSTENERGY CORP	COM	337932107	755	11,001	SH	SOLE		11,001
FISERV INC	COM	337738108	290	6,022	SH	SOLE		6,022
FLUOR CORP	COM	343412102	450	3,187	SH	SOLE		3,187
FORD MTR CO	PAR \$0.01	345370860	445	77,774	SH	SOLE		77,774
FOREST LABS INC	CL A	345838106	457	11,410	SH	SOLE		11,410
FORTUNE BRANDS INC	COM	349631101	384	5,528	SH	SOLE		5,528
FPL GROUP INC	COM	302571104	953	15,182	SH	SOLE		15,182
FRANKLIN RES INC	COM	354613101	568	5,858	SH	SOLE		5,858
FREDDIE MAC CORP	COM	313400301	619	24,463	SH	SOLE		24,463
FREEMPORT MCMORAN COPR/GLD	COM	35671D857	1,374	14,277	SH	SOLE		14,277
GAMESTOP CORP	CL A	36467W109	310	6,000	SH	SOLE		6,000
GANNETT INC	COM	364730101	244	8,405	SH	SOLE		8,405
GAP INC	COM	364760108	342	17,361	SH	SOLE		17,361
GENERAL DYNAMICS CORP	COM	369550108	1,221	14,642	SH	SOLE		14,642
GENERAL ELEC CO	COM	369604103	13,778	372,283	SH	SOLE		372,283
GENERAL GROWTH PPTYS INC	COM	370021107	338	8,863	SH	SOLE		8,863
GENERAL MLS INC	COM	370334104	743	12,416	SH	SOLE		12,416
GENERAL MTRS CORP	COM	370442105	399	20,922	SH	SOLE		20,922
GENUINE PARTS CO	COM	372460105	247	6,133	SH	SOLE		6,133
GENWORTH FINL INC	COM	37247D106	362	16,000	SH	SOLE		16,000
GENZYME CORP	COM	372917104	747	10,017	SH	SOLE		10,017
GILEAD SCIENCES INC	COM	375558103	1,774	34,432	SH	SOLE		34,432
GOLDMAN SACHS GROUP INC	COM	38141G104	2,421	14,640	SH	SOLE		14,640
GOODRICH CORP	COM	382388106	260	4,520	SH	SOLE		4,520
GOODYEAR TIRE & RUBR CO	COM	382550101	222	8,615	SH	SOLE		8,615
GOOGLE INC	CL A	38259P508	3,672	8,336	SH	SOLE		8,336
HALLIBURTON CO	COM	406216101	1,283	32,626	SH	SOLE		32,626
HARLEY DAVIDSON INC	COM	412822108	340	9,066	SH	SOLE		9,066
HARTFORD FINL SVCS GROUP	COM	416515104	869	11,465	SH	SOLE		11,465
HEINZ H J CO	COM	423074103	540	11,500	SH	SOLE		11,500
HERSHEY COMPANY	COM	427866108	234	6,200	SH	SOLE		6,200
HESS CORP	COM	42809H107	880	9,984	SH	SOLE		9,984
HEWLETT PACKARD CO	COM	428236103	4,340	95,042	SH	SOLE		95,042
HOME DEPOT INC	COM	437076102	1,732	61,940	SH	SOLE		61,940
HONEYWELL INTL INC	COM	438516106	1,552	27,509	SH	SOLE		27,509
HOSPIRA INC	COM	441060100	238	5,554	SH	SOLE		5,554
HOST HOTELS & RESORTS	COM	44107P104	308	19,349	SH	SOLE		19,349
HUDSON CITY BANCORP INC	COM	443683107	339	19,194	SH	SOLE		19,194
HUMANA INC	COM	444859102	273	6,083	SH	SOLE		6,083
HUNTINGTON BANCSHARES	COM	446150104	147	13,706	SH	SOLE		13,706
IBM CORP	COM	459200101	5,826	50,597	SH	SOLE		50,597
ILLINOIS TOOL WKS INC	COM	452308109	730	15,141	SH	SOLE		15,141
INGERSOLL-RAND COMPANY	COM	G4776G101	439	9,845	SH	SOLE		9,845
Intellon Corporation	COM	45816W504	1,620	334,124	SH	DEFINED	1	334,124
Intellon Corporation	COM	45816W504	111	22,871	SH	DEFINED	2	22,871
INTERCONTINENTAL EXCHANGE	COM	45865V100	326	2,501	SH	SOLE		2,501
INTERNATIONAL GAME TECH	COM	459902102	466	11,600	SH	SOLE		11,600
INTERNATIONAL PAPER CO	COM	460146103	435	16,005	SH	SOLE		16,005
INTERPUBLIC GROUP COS	COM	460690100	146	17,344	SH	SOLE		17,344
INTUIT	COM	461202103	330	12,200	SH	SOLE		12,200
ITT CORP	COM	450911102	339	6,535	SH	SOLE		6,535
JACOBS ENGR GROUP INC	COM	469814107	331	4,500	SH	SOLE		4,500
JC PENNEY CO INC	COM	708160106	303	8,028	SH	SOLE		8,028
JOHNSON & JOHNSON	COM	478160104	6,841	105,462	SH	SOLE		105,462

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JOHNSON CTLS INC	COM	478366107	742	21,938	SH	SOLE	21,938
JPMORGAN CHASE & CO	COM	46625H100	5,310	123,624	SH	SOLE	123,624
JUNIPER NETWORKS INC	COM	48203R104	476	19,054	SH	SOLE	19,054
KELLOGG CO	COM	487836108	503	9,575	SH	SOLE	9,575
KEYCORP	COM	493267108	318	14,484	SH	SOLE	14,484
KIMBERLY CLARK CORP	COM	494368103	991	15,360	SH	SOLE	15,360
KIMCO RLTY CORP	COM	49446R109	357	9,103	SH	SOLE	9,103
KLA TENCOR CORP	COM	482480100	256	6,900	SH	SOLE	6,900
KOHL'S CORP	COM	500255104	492	11,469	SH	SOLE	11,469
KRAFT FOODS INC	CL A	50075N104	1,765	56,903	SH	SOLE	56,903
KROGER CO	COM	501044101	636	25,034	SH	SOLE	25,034
L-3 COMMUNICATIONS HLDGS	COM	502424104	497	4,549	SH	SOLE	4,549
LABORATORY CORP AM HLDGS	COM NEW	50540R409	317	4,300	SH	SOLE	4,300
LEGG MASON INC	COM	524901105	268	4,792	SH	SOLE	4,792
LEHMAN BROS HLDGS INC	COM	524908100	740	19,656	SH	SOLE	19,656
LEUCADIA NATL CORP	COM	527288104	291	6,442	SH	SOLE	6,442
LILLY ELI & CO	COM	532457108	1,863	36,114	SH	SOLE	36,114
LIMITED BRANDS INC	COM	532716107	197	11,507	SH	SOLE	11,507
LINCOLN NATL CORP IND	COM	534187109	510	9,800	SH	SOLE	9,800
LINEAR TECHNOLOGY CORP	COM	535678106	246	8,012	SH	SOLE	8,012
LOCKHEED MARTIN CORP	COM	539830109	1,244	12,531	SH	SOLE	12,531
LOEWS CORP	COM	540424108	645	16,045	SH	SOLE	16,045
LOWES COS INC	COM	548661107	1,236	53,862	SH	SOLE	53,862
LSI CORP	COM	502161102	128	25,843	SH	SOLE	25,843
M & T BK CORP	COM	55261F104	217	2,700	SH	SOLE	2,700
MACYS INC	COM	55616P104	372	16,146	SH	SOLE	16,146
MANITOWOC INC	COM	563571108	204	5,000	SH	SOLE	5,000
MARATHON OIL CORP	COM	565849106	1,189	26,081	SH	SOLE	26,081
MARRIOTT INTL INC	CL A	571903202	396	11,533	SH	SOLE	11,533
MARSH & MCLENNAN COS INC	COM	571748102	464	19,061	SH	SOLE	19,061
MARSHALL & ILSLEY CORP	COM	571837103	223	9,618	SH	SOLE	9,618
MASCO CORP	COM	574599106	273	13,750	SH	SOLE	13,750
MATTEL INC	COM	577081102	270	13,575	SH	SOLE	13,575
MCDONALDS CORP	COM	580135101	2,427	43,511	SH	SOLE	43,511
MCGRAW HILL COS INC	COM	580645109	452	12,231	SH	SOLE	12,231
MCKESSON CORP	COM	58155Q103	559	10,683	SH	SOLE	10,683
MEDCO HEALTH SOLUTIONS	COM	58405U102	856	19,544	SH	SOLE	19,544
MEDTRONIC INC	COM	585055106	2,004	41,430	SH	SOLE	41,430
MEMC ELECTRONICS MATRLS	COM	552715104	611	8,623	SH	SOLE	8,623
MERCK & CO INC	COM	589331107	3,038	80,045	SH	SOLE	80,045
MERRILL LYNCH & CO INC	COM	590188108	1,288	31,606	SH	SOLE	31,606
METLIFE INC	COM	59156R108	1,646	27,310	SH	SOLE	27,310
MICROCHIP TECHNOLOGY INC	COM	595017104	257	7,847	SH	SOLE	7,847
MICRON TECHNOLOGY INC	COM	595112103	168	28,200	SH	SOLE	28,200
MICROSOFT CORP	COM	594918104	8,400	295,990	SH	SOLE	295,990
MOLSON COORS BREWING	CL B	60871R209	259	4,920	SH	SOLE	4,920
MONSANTO CO	COM	61166W101	2,251	20,186	SH	SOLE	20,186
MOODYS CORP	COM	615369105	278	7,995	SH	SOLE	7,995
MORGAN STANLEY	COM	617446448	1,782	38,986	SH	SOLE	38,986
MOTOROLA INC	COM	620076109	782	84,034	SH	SOLE	84,034
MURPHY OIL CORP	COM	626717102	559	6,800	SH	SOLE	6,800
MYLAN INC	COM	628530107	126	10,900	SH	SOLE	10,900
NABORS INDUSTRIES LTD SHS	COM	G6359F103	355	10,500	SH	SOLE	10,500
NATIONAL CITY CORP	COM	635405103	232	23,355	SH	SOLE	23,355
NATIONAL OILWELL VARCO	COM	637071101	780	13,356	SH	SOLE	13,356
NETAPP INC	COM	64110D104	259	12,900	SH	SOLE	12,900
NEWELL RUBBERMAID INC	COM	651229106	238	10,424	SH	SOLE	10,424
NEWMONT MINING CORP HLDG	COM	651639106	761	16,796	SH	SOLE	16,796
NEWS CORPORATION	CL A	65248E104	1,595	85,048	SH	SOLE	85,048
NIKE INC	CL B	654106103	949	13,953	SH	SOLE	13,953
NOBLE CORP	COM	G65422100	481	9,690	SH	SOLE	9,690
NOBLE ENERGY INC	COM	655044105	473	6,500	SH	SOLE	6,500

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NORDSTROM INC WASH	COM	655664100	233	7,139	SH	SOLE	7,139
NORFOLK SOUTHN CORP	COM	655844108	769	14,150	SH	SOLE	14,150
NORTHERN TR CORP	COM	665859104	459	6,911	SH	SOLE	6,911
NORTHROP GRUMMAN CORP	COM	666807102	965	12,403	SH	SOLE	12,403
NOVELL INC	COM	670006105	82	13,094	SH	SOLE	13,094
NUCOR CORP	COM	670346105	704	10,390	SH	SOLE	10,390
NVIDIA CORP	COM	67066G104	402	20,307	SH	SOLE	20,307
NYSE EURONEXT	COM	629491101	617	10,000	SH	SOLE	10,000
OCCIDENTAL PETE CORP	COM	674599105	2,230	30,481	SH	SOLE	30,481
OMNICOM GROUP INC	COM	681919106	523	11,848	SH	SOLE	11,848
ORACLE CORPORATION	COM	68389X105	2,838	145,087	SH	SOLE	145,087
PACCAR INC	COM	693718108	606	13,458	SH	SOLE	13,458
PARKER HANNIFIN CORP	COM	701094104	431	6,225	SH	SOLE	6,225
PAYCHEX INC	COM	704326107	417	12,175	SH	SOLE	12,175
PEABODY ENERGY CORP	COM	704549104	489	9,582	SH	SOLE	9,582
PEPSICO INC	COM	713448108	4,282	59,313	SH	SOLE	59,313
PFIZER INC	COM	717081103	5,264	251,498	SH	SOLE	251,498
PG&E CORP	COM	69331C108	488	13,253	SH	SOLE	13,253
PHILIP MORRIS INTL INC	COM	718172109	3,919	77,477	SH	SOLE	77,477
PITNEY BOWES INC	COM	724479100	278	7,935	SH	SOLE	7,935
PLUM CREEK TIMBER CO	COM	729251108	258	6,350	SH	SOLE	6,350
PNC FINANCIAL SVCS GRP	COM	693475105	842	12,843	SH	SOLE	12,843
PPG INDS INC	COM	693506107	358	5,921	SH	SOLE	5,921
PPL CORP	COM	69351T106	634	13,800	SH	SOLE	13,800
PRAXAIR INC	COM	74005P104	972	11,544	SH	SOLE	11,544
PRECISION CASTPARTS CORP	COM	740189105	508	4,975	SH	SOLE	4,975
PRICE T ROWE GROUP INC	COM	74144T108	475	9,500	SH	SOLE	9,500
PRINCIPAL FINANCIAL GRP	COM	74251V102	535	9,600	SH	SOLE	9,600
PROCTER & GAMBLE CO	COM	742718109	7,997	114,127	SH	SOLE	114,127
PROGRESS ENERGY INC	COM	743263105	406	9,744	SH	SOLE	9,744
PROGRESSIVE CORP OHIO	COM	743315103	412	25,633	SH	SOLE	25,633
PROLOGIS INT	COM	743410102	571	9,700	SH	SOLE	9,700
PRUDENTIAL FINL INC	COM	744320102	1,296	16,565	SH	SOLE	16,565
PUBLIC STORAGE	COM	74460D109	399	4,500	SH	SOLE	4,500
PUBLIC SVC ENTPRSE GRP	COM	744573106	738	18,354	SH	SOLE	18,354
QUALCOMM INC	COM	747525103	2,477	60,423	SH	SOLE	60,423
QUEST DIAGNOSTICS INC	COM	74834L100	254	5,600	SH	SOLE	5,600
QUESTAR CORP	COM	748356102	352	6,230	SH	SOLE	6,230
QWEST COMMS INTL	COM	749121109	261	57,660	SH	SOLE	57,660
RANGE RES CORP	COM	75281A109	349	5,500	SH	SOLE	5,500
RAYTHEON CO	COM	755111507	1,020	15,783	SH	SOLE	15,783
REGIONS FINL CORP NEW	COM	7591EP100	502	25,405	SH	SOLE	25,405
REYNOLDS AMERN INC	COM	761713106	365	6,175	SH	SOLE	6,175
ROCKWELL AUTOMATION INC	COM	773903109	316	5,506	SH	SOLE	5,506
ROCKWELL COLLINS INC	COM	774341101	344	6,015	SH	SOLE	6,015
ROHM & HAAS CO	COM	775371107	243	4,492	SH	SOLE	4,492
SAFEWAY INC	COM	786514208	480	16,347	SH	SOLE	16,347
SARA LEE CORP	COM	803111103	373	26,650	SH	SOLE	26,650
SCHERING PLOUGH CORP	COM	806605101	857	59,444	SH	SOLE	59,444
SCHLUMBERGER LTD	COM	806857108	3,830	44,021	SH	SOLE	44,021
SCHWAB CHARLES CORP	COM	808513105	653	34,705	SH	SOLE	34,705
SEARS HLDGS CORP	COM	812350106	279	2,732	SH	SOLE	2,732
SEMPRA ENERGY	COM	816851109	508	9,529	SH	SOLE	9,529
SHERWIN WILLIAMS CO	COM	824348106	200	3,919	SH	SOLE	3,919
SIGMA ALDRICH CORP	COM	826552101	283	4,739	SH	SOLE	4,739
SIMON PPTY GROUP INC	COM	828806109	749	8,062	SH	SOLE	8,062
SLM CORP	COM	78442P106	236	15,391	SH	SOLE	15,391
SMITH INTL INC	COM	832110100	465	7,237	SH	SOLE	7,237
SOUTHERN CO	COM	842587107	990	27,799	SH	SOLE	27,799
SOUTHWEST AIRLS CO	COM	844741108	334	26,971	SH	SOLE	26,971
SOVEREIGN BANCORP INC	COM	845905108	125	13,415	SH	SOLE	13,415
SPECTRA ENERGY CORP	COM	847560109	530	23,313	SH	SOLE	23,313

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SPRINT NEXTEL CORP	COM SER 1	852061100	701	104,734	SH	SOLE		104,734
ST JUDE MED INC	COM	790849103	553	12,803	SH	SOLE		12,803
STAPLES INC	COM	855030102	579	26,175	SH	SOLE		26,175
STARBUCKS CORP	COM	855244109	471	26,900	SH	SOLE		26,900
STARWOOD HOTELS&RESORTS	COM	85590A401	392	7,573	SH	SOLE		7,573
STATE STREET CORP	COM	857477103	1,111	14,058	SH	SOLE		14,058
STRYKER CORP	COM	863667101	557	8,563	SH	SOLE		8,563
SUN MICROSYSTEMS INC	COM	866810203	472	30,417	SH	SOLE		30,417
SUNOCO INC	COM	86764P109	228	4,344	SH	SOLE		4,344
SUNTRUST BKS INC	COM	867914103	722	13,097	SH	SOLE		13,097
SUPERVALU INC	COM	868536103	227	7,582	SH	SOLE		7,582
SYMANTEC CORP	COM	871503108	531	31,960	SH	SOLE		31,960
SYNOVUS FINL CORP	COM	87161C105	135	12,250	SH	SOLE		12,250
SYSCO CORP	COM	871829107	656	22,600	SH	SOLE		22,600
TARGET CORP	COM	87612E106	1,548	30,554	SH	SOLE		30,554
TELLABS INC	COM	879664100	87	16,000	SH	SOLE		16,000
TENET HEALTHCARE CORP	COM	88033G100	98	17,374	SH	SOLE		17,374
TEREX CORP	COM	880779103	230	3,678	SH	SOLE		3,678
TEXAS INSTRS INC	COM	882508104	1,459	51,600	SH	SOLE		51,600
TEXTRON INC	COM	883203101	499	9,012	SH	SOLE		9,012
THERMO FISHER SCIENTIFIC	COM	883556102	875	15,395	SH	SOLE		15,395
TIFFANY & CO	COM	886547108	205	4,900	SH	SOLE		4,900
TIME WARNER INC	COM	887317105	1,866	133,090	SH	SOLE		133,090
TJX COS INC	COM	872540109	526	15,900	SH	SOLE		15,900
TORCHMARK CORP	COM	891027104	208	3,454	SH	SOLE		3,454
TRANE INC	COM	892893108	301	6,550	SH	SOLE		6,550
TRANSOCEAN INC NEW SHS	COM	G90073100	1,596	11,803	SH	SOLE		11,803
TRAVELERS COS INC	COM	89417E109	1,134	23,694	SH	SOLE		23,694
TYCO ELECTRONICS LTD	COM	G9144P105	633	18,444	SH	SOLE		18,444
TYCO INTL LTD BERMUDA	COM	G9143X208	812	18,442	SH	SOLE		18,442
UNION PAC CORP	COM	907818108	1,205	9,614	SH	SOLE		9,614
UNISYS CORP	COM	909214108	57	12,900	SH	SOLE		12,900
UNITED PARCEL SVC INC	CL B	911312106	2,840	38,887	SH	SOLE		38,887
UNITED STATES STEEL CORP	COM NEW	912909108	541	4,266	SH	SOLE		4,266
UNITED TECHNOLOGIES CORP	COM	913017109	2,498	36,293	SH	SOLE		36,293
UNITEDHEALTH GROUP INC	COM	91324P102	1,643	47,815	SH	SOLE		47,815
UNUM GROUP	COM	91529Y106	298	13,521	SH	SOLE		13,521
US BANCORP DEL	COM	902973304	2,065	63,807	SH	SOLE		63,807
UST INC	COM	902911106	309	5,674	SH	SOLE		5,674
V F CORP	COM	918204108	249	3,207	SH	SOLE		3,207
VALERO ENERGY CORP	COM	91913Y100	1,006	20,487	SH	SOLE		20,487
VARIAN MED SYS INC	COM	92220P105	214	4,562	SH	SOLE		4,562
VERISIGN INC	COM	92343E102	276	8,300	SH	SOLE		8,300
VERIZON COMMUNICATIONS	COM	92343V104	3,873	106,252	SH	SOLE		106,252
VIACOM INC	CL B	92553P201	959	24,213	SH	SOLE		24,213
VMWARE INC	CL A COM	928563402	406,790	9,500,000	SH	DEFINED	2	9,500,000
VORNADO RLTY TR	COM	929042109	416	4,828	SH	SOLE		4,828
VULCAN MATLS CO	COM	929160109	266	4,000	SH	SOLE		4,000
WACHOVIA CORP	COM	929903102	1,962	72,679	SH	SOLE		72,679
WAL MART STORES INC	COM	931142103	4,590	87,125	SH	SOLE		87,125
WALGREEN CO	COM	931422109	1,388	36,450	SH	SOLE		36,450
WASHINGTON MUTUAL INC	COM	939322103	331	32,105	SH	SOLE		32,105
WASTE MGMT INC DEL	COM	94106L109	629	18,735	SH	SOLE		18,735
WATERS CORP	COM	941848103	201	3,600	SH	SOLE		3,600
WEATHERFORD INTL LTD	BERMUDA	G95089101	918	12,662	SH	SOLE		12,662
WELLPOINT INC	COM	94973V107	918	20,792	SH	SOLE		20,792
WELLS FARGO & CO	COM	949746101	3,612	124,129	SH	SOLE		124,129
WESTERN UN CO	COM	959802109	590	27,729	SH	SOLE		27,729
WEYERHAEUSER CO	COM	962166104	507	7,790	SH	SOLE		7,790
WHIRLPOOL CORP	COM	963320106	244	2,815	SH	SOLE		2,815
WILLIAMS COS INC	COM	969457100	714	21,662	SH	SOLE		21,662
WINDSTREAM CORP	COM	97381W104	212	17,754	SH	SOLE		17,754

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WRIGLEY WM JR CO	COM	982526105	493	7,840	SH	SOLE	7,840
WYETH	COM	983024100	2,068	49,528	SH	SOLE	49,528
XCEL ENERGY INC	COM	98389B100	312	15,653	SH	SOLE	15,653
XEROX CORP	COM	984121103	509	34,000	SH	SOLE	34,000
XILINX INC	COM	983919101	254	10,679	SH	SOLE	10,679
XTO ENERGY INC	COM	98385X106	1,108	17,905	SH	SOLE	17,905
YAHOO INC	COM	984332106	1,421	49,119	SH	SOLE	49,119
YUM BRANDS INC	COM	988498101	698	18,765	SH	SOLE	18,765
ZIMMER HLDGS INC	COM	98956P102	661	8,489	SH	SOLE	8,489