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INTEL CORP
Form 13F-HR
August 12, 2009

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).)

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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: 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

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 MANA DISCRETION	ITE
3M CO	COM	88579Y101	1,553	25,834	SH	SOLE	
ABBOTT LABS	COM	002824100	2,680	56,975	SH	SOLE	
ADOBE SYS INC	COM	00724F101	556	19,637	SH	SOLE	
ADVANCED MICRO DEVICES INC	COM	007903107	87	22,450	SH	SOLE	
AES CORP	COM	00130H105	288	24,830	SH	SOLE	
AETNA INC	COM	00817Y108	437	17,456	SH	SOLE	
AFLAC INC	COM	001055102	548	17,629	SH	SOLE	
AGILENT TECHNOLOGIES INC	COM	00846U101	269	13,250	SH	SOLE	
AIR PRODS & CHEMS INC	COM	009158106	504	7,798	SH	SOLE	
ALCOA INC	COM	013817101	311	30,105	SH	SOLE	
ALLERGAN INC	COM	018490102	542	11,398	SH	SOLE	
ALLSTATE CORP	COM	020002101	488	20,012	SH	SOLE	
ALTERA CORP	COM	021441100	182	11,151	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	1,249	76,177	SH	SOLE	
AMAZON.COM INC	COM	023135106	990	11,830	SH	SOLE	
AMERICAN ELEC PWR INC	COM	025537101	431	14,907	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	996	42,850	SH	SOLE	
AMERICAN INTL GROUP INC	COM	026874107	115	99,348	SH	SOLE	
AMERICAN TOWER CORP	COM	029912201	460	14,600	SH	SOLE	
AMERISOURCEBERGEN CORP	COM	03073E105	209	11,804	SH	SOLE	
AMGEN INC	COM	031162100	2,071	39,120	SH	SOLE	
AMPHENOL CORP	NEW CL A	032095101	206	6,500	SH	SOLE	
ANADARKO PETE CORP	COM	032511107	787	17,342	SH	SOLE	
ANALOG DEVICES INC	COM	032654105	266	10,731	SH	SOLE	

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AON CORP	COM	037389103	389	10,266	SH	SOLE	
APACHE CORP	COM	037411105	893	12,382	SH	SOLE	
APOLLO GROUP INC	CL A	037604105	279	3,928	SH	SOLE	
APPLE INC	COM	037833100	4,670	32,785	SH	SOLE	
APPLIED MATLS INC	COM	038222105	546	49,600	SH	SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	638	23,827	SH	SOLE	
ASM INTERNATIONAL NV	COM	N07045102	4,034	274,268	SH	DEFINED	2
AT & T INC	COM	00206R102	5,410	217,811	SH	SOLE	
AUTOMATIC DATA PROCESSING	COM	053015103	665	18,766	SH	SOLE	
AUTOZONE INC	COM	053332102	234	1,551	SH	SOLE	
AVOCENT CORPORATION	COM	053893103	2,163	154,972	SH	SOLE	
AVON PRODS INC	COM	054303102	405	15,728	SH	SOLE	
BAKER HUGHES INC	COM	057224107	417	11,433	SH	SOLE	
BANK NEW YORK MELLON CORP	COM	064058100	1,242	42,365	SH	SOLE	
BANK OF AMERICA CORP	COM	060505104	2,867	217,230	SH	SOLE	
BARD C R INC	COM	067383109	270	3,630	SH	SOLE	
BAXTER INTL INC	COM	071813109	1,231	23,240	SH	SOLE	
BB&T CORP	COM	054937107	447	20,320	SH	SOLE	
BECTON DICKINSON & CO	COM	075887109	641	8,984	SH	SOLE	
BED BATH & BEYOND INC	COM	075896100	295	9,600	SH	SOLE	
BEST BUY INC	COM	086516101	417	12,466	SH	SOLE	
BIOGEN IDEC INC	COM	09062X103	483	10,691	SH	SOLE	
BJ SVCS CO	COM	055482103	149	10,900	SH	SOLE	
BLOCK H & R INC	COM	093671105	209	12,116	SH	SOLE	
BMC SOFTWARE INC	COM	055921100	237	7,000	SH	SOLE	
BOEING CO	COM	097023105	1,164	27,384	SH	SOLE	
BOSTON PPTYS INC	COM	101121101	210	4,396	SH	SOLE	
BOSTON SCIENTIFIC CORP	COM	101137107	562	55,447	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	1,486	73,182	SH	SOLE	
BROADCOM CORP	CL A	111320107	405	16,350	SH	SOLE	
BURLINGTON NORTH SANTA FE	COM	12189T104	768	10,442	SH	SOLE	
C H ROBINSON WORLDWIDE	COM	12541W209	330	6,329	SH	SOLE	
CA INC	COM	12673P105	253	14,526	SH	SOLE	
CAMERON INTL CORP	COM	13342B105	226	8,000	SH	SOLE	
CAMPBELL SOUP CO	COM	134429109	230	7,810	SH	SOLE	
CAPITAL ONE FINL CORP	COM	14040H105	304	13,874	SH	SOLE	
CARDINAL HEALTH INC	COM	14149X108	405	13,256	SH	SOLE	
CARNIVAL CORP	PAIRED CTF	143658300	416	16,148	SH	SOLE	
CATERPILLAR INC	COM	149123101	743	22,480	SH	SOLE	
CBS CORP	NEW CL B	124857202	174	25,119	SH	SOLE	
CELGENE CORP	COM	151020104	804	16,813	SH	SOLE	
CENTERPOINT ENERGY INC	COM	15189T107	140	12,623	SH	SOLE	
CHESAPEAKE ENERGY CORP	COM	165167107	383	19,300	SH	SOLE	
CHEVRON CORPORATION	COM	166764100	5,031	75,933	SH	SOLE	
CHUBB CORP	COM	171232101	530	13,294	SH	SOLE	
CIGNA CORP	COM	125509109	246	10,208	SH	SOLE	
CISCO SYS INC	COM	17275R102	4,072	218,319	SH	SOLE	
CIT GROUP INC	COM	125581108	23	10,500	SH	SOLE	
CITIGROUP INC	COM	172967101	598	201,231	SH	SOLE	
CITRIX SYS INC	COM	177376100	216	6,787	SH	SOLE	
CLEARWIRE CORP	CL A	18538Q105	18,433	3,333,333	SH	DEFINED	1
CLEARWIRE CORP	CL A	18538Q105	184,333	33,333,333	SH	DEFINED	2
CLOROX CO	COM	189054109	284	5,094	SH	SOLE	
CME GROUP INC	COM	12572Q105	783	2,517	SH	SOLE	
COACH INC	COM	189754104	335	12,465	SH	SOLE	
COCA COLA CO	COM	191216100	3,528	73,507	SH	SOLE	
COCA COLA ENTERPRISES INC	COM	191219104	195	11,700	SH	SOLE	
COGNIZANT TECH SOLUTIONS	CL A	192446102	287	10,738	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	1,323	18,700	SH	SOLE	
COMCAST CORP	NEW CL A	20030N101	1,560	107,898	SH	SOLE	
COMPUTER SCIENCES CORP	COM	205363104	247	5,579	SH	SOLE	
CONAGRA FOODS INC	COM	205887102	318	16,700	SH	SOLE	

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CONOCOPHILLIPS	COM	20825C104	2,365	56,225	SH	SOLE	
CONSOL ENERGY INC	COM	20854F109	230	6,780	SH	SOLE	
CONSOLIDATED EDISON INC	COM	209115104	377	10,079	SH	SOLE	
COOPER INDUSTRIES LTD	COM	G24182100	200	6,429	SH	SOLE	
CORNING INC	COM	219350105	937	58,369	SH	SOLE	
COSTCO WHSL CORP	COM	22160K105	737	16,105	SH	SOLE	
COVIDIEN PLC	COM	G2554F105	694	18,543	SH	SOLE	
CSX CORP	COM	126408103	521	15,044	SH	SOLE	
CUMMINS INC	COM	231021106	264	7,510	SH	SOLE	
CVS CAREMARK CORP	COM	126650100	1,691	53,046	SH	SOLE	
D R HORTON INC	COM	23331A109	95	10,162	SH	SOLE	
DANAHER CORP	COM	235851102	580	9,398	SH	SOLE	
DEERE & CO	COM	244199105	632	15,816	SH	SOLE	
DELL INC	COM	24702R101	884	64,382	SH	SOLE	
DEVON ENERGY CORP	COM	25179M103	888	16,296	SH	SOLE	
DIRECTV GROUP INC	COM	25459L106	527	21,313	SH	SOLE	
DISCOVER FINL SVCS	COM	254709108	182	17,723	SH	SOLE	
DISNEY WALT CO	COM	254687106	1,618	69,348	SH	SOLE	
DOMINION RES INC VA	COM	25746U109	715	21,406	SH	SOLE	
DOVER CORP	COM	260003108	231	6,983	SH	SOLE	
DOW CHEM CO	COM	260543103	552	34,193	SH	SOLE	
DU PONT E I DE NEMOURS &CO	COM	263534109	854	33,350	SH	SOLE	
DUKE ENERGY CORP	COM	26441C105	683	46,781	SH	SOLE	
DYNEGY INC	CL A	26817G102	42	18,685	SH	SOLE	
E TRADE FINANCIAL CORP	COM	269246104	26	19,900	SH	SOLE	
EASTMAN KODAK CO	COM	277461109	32	10,658	SH	SOLE	
EATON CORP	COM	278058102	275	6,158	SH	SOLE	
EBAY INC	COM	278642103	692	40,375	SH	SOLE	
ECOLAB INC	COM	278865100	253	6,500	SH	SOLE	
EDISON INTL	COM	281020107	378	12,000	SH	SOLE	
EL PASO CORP	COM	28336L109	239	25,914	SH	SOLE	
ELECTRONIC ARTS	COM	285512109	257	11,825	SH	SOLE	
EMBARQ CORP	COM	29078E105	223	5,306	SH	SOLE	
EMC CORP MASS	COM	268648102	1,002	76,491	SH	SOLE	
EMERSON ELEC CO	COM	291011104	929	28,684	SH	SOLE	
ENTERGY CORP	COM	29364G103	547	7,062	SH	SOLE	
ENTROPIC COMMUNICATIONS	COM	29384R105	2,215	984,636	SH	DEFINED	1
EOG RES INC	COM	26875P101	627	9,235	SH	SOLE	
EQUITY RESIDENTIAL	COM	29476L107	222	10,002	SH	SOLE	
EXELON CORP	COM	30161N101	1,246	24,331	SH	SOLE	
EXPEDITORS INTL WASH INC	COM	302130109	263	7,900	SH	SOLE	
EXPRESS SCRIPTS INC	COM	302182100	626	9,106	SH	SOLE	
EXXON MOBIL CORP	COM	30231G102	13,420	191,964	SH	SOLE	
FEDEX CORP	COM	31428X106	642	11,543	SH	SOLE	
FIFTH THIRD BANCORP	COM	316773100	151	21,333	SH	SOLE	
FIRSTENERGY CORP	COM	337932107	438	11,301	SH	SOLE	
FISERV INC	COM	337738108	275	6,022	SH	SOLE	
FLUOR CORP	COM	343412102	337	6,574	SH	SOLE	
FORD MTR CO	COM PAR \$0.01	345370860	507	83,574	SH	SOLE	
FOREST LABS INC	CL A	345838106	284	11,310	SH	SOLE	
FPL GROUP INC	COM	302571104	858	15,082	SH	SOLE	
FRANKLIN RES INC	COM	354613101	407	5,658	SH	SOLE	
FREEMPORT MCMORAN CPR&GOLD	COM	35671D857	710	14,177	SH	SOLE	
FRONTIER COMMUNICATIONS	COM	35906A108	84	11,700	SH	SOLE	
GAP INC	COM	364760108	285	17,361	SH	SOLE	
GENERAL DYNAMICS CORP	COM	369550108	811	14,642	SH	SOLE	
GENERAL ELEC CO	COM	369604103	4,309	367,683	SH	SOLE	
GENERAL MLS INC	COM	370334104	696	12,416	SH	SOLE	
GENWORTH FINL INC	COM	37247D106	112	16,000	SH	SOLE	
GENZYME CORP	COM	372917104	552	9,917	SH	SOLE	
GILEAD SCIENCES INC	COM	375558103	1,594	34,032	SH	SOLE	
GOLDMAN SACHS GROUP INC	COM	38141G104	2,365	16,040	SH	SOLE	

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GOODRICH CORP	COM	382388106	231	4,620	SH	SOLE	
GOOGLE INC	CL A	38259P508	3,725	8,836	SH	SOLE	
HALLIBURTON CO	COM	406216101	671	32,426	SH	SOLE	
HARTFORD FINL SVCS GRP	COM	416515104	133	11,165	SH	SOLE	
HEINZ H J CO	COM	423074103	411	11,500	SH	SOLE	
HERSHEY COMPANY	COM	427866108	220	6,100	SH	SOLE	
HESS CORP	COM	42809H107	564	10,484	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	3,499	90,542	SH	SOLE	
HOME DEPOT INC	COM	437076102	1,483	62,740	SH	SOLE	
HONEYWELL INTL INC	COM	438516106	864	27,509	SH	SOLE	
HOSPIRA INC	COM	441060100	225	5,854	SH	SOLE	
HOST HOTELS & RESORTS	COM	44107P104	161	19,249	SH	SOLE	
HUDSON CITY BANCORP INC	COM	443683107	255	19,194	SH	SOLE	
HUMANA INC	COM	444859102	203	6,283	SH	SOLE	
HUNTINGTON BANCSHARES	COM	446150104	56	13,506	SH	SOLE	
IBM CORP	COM	459200101	5,231	50,097	SH	SOLE	
ILLINOIS TOOL WKS INC	COM	452308109	550	14,741	SH	SOLE	
INGERSOLL-RAND PLC	COM	G4776G101	246	11,751	SH	SOLE	
INTELLON CORPORATION	COM	45816W504	572	134,698	SH	DEFINED	1
INTELLON CORPORATION	COM	45816W504	350	82,424	SH	DEFINED	2
INTERCONTINENTAL EXCH INC	COM	45865V100	320	2,801	SH	SOLE	
INTERNATIONAL GAME TECH	COM	459902102	181	11,400	SH	SOLE	
INTERNATIONAL PAPER CO	COM	460146103	239	15,805	SH	SOLE	
INTERPUBLIC GROUP COS INC	COM	460690100	89	17,644	SH	SOLE	
INTUIT	COM	461202103	335	11,900	SH	SOLE	
INTUITIVE SURGICAL INC	COM	46120E602	229	1,400	SH	SOLE	
INVESCO LTD	COM	G491BT108	255	14,300	SH	SOLE	
ITT CORP	COM	450911102	300	6,735	SH	SOLE	
JC PENNEY CO INC	COM	708160106	236	8,228	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	5,865	103,262	SH	SOLE	
JOHNSON CTLS INC	COM	478366107	476	21,938	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	4,644	136,135	SH	SOLE	
JUNIPER NETWORKS INC	COM	48203R104	473	20,054	SH	SOLE	
KELLOGG CO	COM	487836108	432	9,275	SH	SOLE	
KEYCORP	COM	493267108	96	18,284	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	805	15,360	SH	SOLE	
KOHL'S CORP	COM	500255104	482	11,269	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	1,422	56,103	SH	SOLE	
KROGER CO	COM	501044101	534	24,234	SH	SOLE	
L-3 COMMUNICATIONS HLDGS	COM	502424104	309	4,449	SH	SOLE	
LABORATORY CORP AMER HLDGS	COM	50540R409	278	4,100	SH	SOLE	
LILLY ELI & CO	COM	532457108	1,282	37,014	SH	SOLE	
LIMITED BRANDS INC	COM	532716107	126	10,507	SH	SOLE	
LOCKHEED MARTIN CORP	COM	539830109	994	12,331	SH	SOLE	
LOEWS CORP	COM	540424108	366	13,345	SH	SOLE	
LORILLARD INC	COM	544147101	434	6,400	SH	SOLE	
LOWES COS INC	COM	548661107	1,051	54,162	SH	SOLE	
LSI CORP	COM	502161102	108	23,743	SH	SOLE	
MACYS INC	COM	55616P104	183	15,546	SH	SOLE	
MARATHON OIL CORP	COM	565849106	786	26,081	SH	SOLE	
MARRIOTT INTL INC	NEW CL A	571903202	242	10,973	SH	SOLE	
MARSH & MCLENNAN COS INC	COM	571748102	382	18,961	SH	SOLE	
MASCO CORP	COM	574599106	128	13,350	SH	SOLE	
MASTERCARD INC	CL A	57636Q104	452	2,700	SH	SOLE	
MATTEL INC	COM	577081102	215	13,375	SH	SOLE	
MCDONALDS CORP	COM	580135101	2,392	41,611	SH	SOLE	
MCGRAW HILL COS INC	COM	580645109	353	11,731	SH	SOLE	
MCKESSON CORP	COM	58155Q103	448	10,183	SH	SOLE	
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	850	18,644	SH	SOLE	
MEDTRONIC INC	COM	585055106	1,456	41,730	SH	SOLE	
MERCK & CO INC	COM	589331107	2,213	79,145	SH	SOLE	
METLIFE INC	COM	59156R108	763	25,410	SH	SOLE	

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MICRON TECHNOLOGY INC	COM	595112103	142	28,100	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	54,300	10,731,145	SH	DEFINED	1
MICROSOFT CORP	COM	594918104	6,898	290,190	SH	SOLE	
MOLSON COORS BREWING CO	CL B	60871R209	234	5,520	SH	SOLE	
MONSANTO CO	NEW COM	61166W101	1,508	20,286	SH	SOLE	
MORGAN STANLEY	COM	617446448	1,169	40,986	SH	SOLE	
MOTOROLA INC	COM	620076109	555	83,734	SH	SOLE	
MURPHY OIL CORP	COM	626717102	380	7,000	SH	SOLE	
MYLAN INC	COM	628530107	147	11,300	SH	SOLE	
NABORS INDUSTRIES LTD	COM	G6359F103	162	10,400	SH	SOLE	
NATIONAL OILWELL VARCO	COM	637071101	505	15,456	SH	SOLE	
NETAPP INC	COM	64110D104	239	12,100	SH	SOLE	
NEWELL RUBBERMAID INC	COM	651229106	106	10,224	SH	SOLE	
NEWMONT MINING CORP HLDG	COM	651639106	691	16,896	SH	SOLE	
NEWS CORPORATION	CL A	65248E104	773	84,848	SH	SOLE	
NIKE INC	CL B	654106103	748	14,453	SH	SOLE	
NISOURCE INC	COM	65473P105	118	10,094	SH	SOLE	
NOBLE CORPORATION BAAR	COM	H5833N103	302	9,990	SH	SOLE	
NOBLE ENERGY INC	COM	655044105	377	6,400	SH	SOLE	
NORFOLK SOUTHN CORP	COM	655844108	522	13,850	SH	SOLE	
NORTHERN TR CORP	COM	665859104	441	8,211	SH	SOLE	
NORTHROP GRUMMAN CORP	COM	666807102	571	12,503	SH	SOLE	
NOVELL INC	COM	670006105	58	12,794	SH	SOLE	
NUCOR CORP	COM	670346105	519	11,690	SH	SOLE	
NVIDIA CORP	COM	67066G104	233	20,607	SH	SOLE	
NYSE EURONEXT	COM	629491101	267	9,800	SH	SOLE	
OCCIDENTAL PETE CORP	COM	674599105	1,986	30,181	SH	SOLE	
OFFICE DEPOT INC	COM	676220106	46	10,144	SH	SOLE	
OMNICOM GROUP INC	COM	681919106	371	11,748	SH	SOLE	
OPNEXT, INC	COM	68375V105	1,921	897,750	SH	DEFINED	1
ORACLE CORPORATION	COM	68389X105	3,103	144,887	SH	SOLE	
PACCAR INC	COM	693718108	436	13,458	SH	SOLE	
PARKER HANNIFIN CORP	COM	701094104	267	6,225	SH	SOLE	
PAYCHEX INC	COM	704326107	299	11,875	SH	SOLE	
PEABODY ENERGY CORP	COM	704549104	304	10,082	SH	SOLE	
PEPSICO INC	COM	713448108	3,183	57,913	SH	SOLE	
PFIZER INC	COM	717081103	3,738	249,198	SH	SOLE	
PG&E CORP	COM	69331C108	509	13,253	SH	SOLE	
PHILIP MORRIS INTL INC	COM	718172109	3,323	76,177	SH	SOLE	
PNC FINANCIAL SERV GRP	COM	693475105	541	13,946	SH	SOLE	
PPG INDS INC	COM	693506107	264	6,021	SH	SOLE	
PPL CORP	COM	69351T106	455	13,800	SH	SOLE	
PRAXAIR INC	COM	74005P104	828	11,644	SH	SOLE	
PRECISION CASTPARTS CORP	COM	740189105	378	5,175	SH	SOLE	
PRICE T ROWE GROUP INC	COM	74144T108	400	9,600	SH	SOLE	
PROCTER & GAMBLE CO	COM	742718109	5,730	112,127	SH	SOLE	
PROGRESS ENERGY INC	COM	743263105	365	9,644	SH	SOLE	
PROGRESSIVE CORP OHIO	COM	743315103	377	24,933	SH	SOLE	
PRUDENTIAL FINL INC	COM	744320102	587	15,765	SH	SOLE	
PUBLIC STORAGE	COM	74460D109	301	4,600	SH	SOLE	
PUBLIC SVC ENTERPRISE GRP	COM	744573106	612	18,754	SH	SOLE	
QUALCOMM INC	COM	747525103	2,740	60,623	SH	SOLE	
QUEST DIAGNOSTICS INC	COM	74834L100	327	5,800	SH	SOLE	
QUESTAR CORP	COM	748356102	200	6,430	SH	SOLE	
QWEST COMMUNICATIONS INTL	COM	749121109	228	54,860	SH	SOLE	
RANGE RES CORP	COM	75281A109	236	5,700	SH	SOLE	
RAYTHEON CO	COM	755111507	683	15,383	SH	SOLE	
REGIONS FINL CORP	COM	7591EP100	104	25,705	SH	SOLE	
REYNOLDS AMERN INC	COM	761713106	242	6,275	SH	SOLE	
ROCKWELL COLLINS INC	COM	774341101	247	5,915	SH	SOLE	
SAFEWAY INC	COM	786514208	327	16,047	SH	SOLE	
SARA LEE CORP	COM	803111103	255	26,150	SH	SOLE	

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SCHERING PLOUGH CORP	COM	806605101	1,508	60,044	SH	SOLE	
SCHLUMBERGER LTD	COM	806857108	2,398	44,321	SH	SOLE	
SCHWAB CHARLES CORP	COM	808513105	605	34,505	SH	SOLE	
SEMPRA ENERGY	COM	816851109	453	9,129	SH	SOLE	
SIGMA ALDRICH CORP	COM	826552101	230	4,639	SH	SOLE	
SIMON PPTY GROUP INC	COM	828806109	444	8,637	SH	SOLE	
SLM CORP	COM	78442P106	178	17,291	SH	SOLE	
SMITH INTL INC	COM	832110100	204	7,937	SH	SOLE	
SOUTHERN CO	COM	842587107	888	28,499	SH	SOLE	
SOUTHWEST AIRLS CO	COM	844741108	183	27,171	SH	SOLE	
SOUTHWESTERN ENERGY CO	COM	845467109	493	12,700	SH	SOLE	
SPECTRA ENERGY CORP	COM	847560109	384	22,713	SH	SOLE	
SPRINT NEXTEL CORP	COM SER 1	852061100	508	105,534	SH	SOLE	
ST JUDE MED INC	COM	790849103	518	12,603	SH	SOLE	
STAPLES INC	COM	855030102	530	26,275	SH	SOLE	
STARBUCKS CORP	COM	855244109	375	27,000	SH	SOLE	
STATE STREET CORP	COM	857477103	753	15,958	SH	SOLE	
STRYKER CORP	COM	863667101	364	9,163	SH	SOLE	
SUN MICROSYSTEMS INC	COM	866810203	256	27,817	SH	SOLE	
SUNTRUST BKS INC	COM	867914103	215	13,097	SH	SOLE	
SYMANTEC CORP	COM	871503108	484	31,060	SH	SOLE	
SYSCO CORP	COM	871829107	501	22,300	SH	SOLE	
TARGET CORP	COM	87612E106	1,099	27,854	SH	SOLE	
TELLABS INC	COM	879664100	84	14,700	SH	SOLE	
TENET HEALTHCARE CORP	COM	88033G100	43	15,374	SH	SOLE	
TEXAS INSTRS INC	COM	882508104	1,033	48,500	SH	SOLE	
THERMO FISHER SCIENTIFIC	COM	883556102	632	15,495	SH	SOLE	
TIME WARNER CABLE INC	COM	88732J207	351	11,077	SH	SOLE	
TIME WARNER INC	NEW COM	887317303	1,112	44,130	SH	SOLE	
TJX COS INC	COM	872540109	488	15,500	SH	SOLE	
TRANSOCEAN LTD ZUG NAMEN-AKT	COM	H8817H100	877	11,803	SH	SOLE	
TRAVELERS COS INC	COM	89417E109	894	21,794	SH	SOLE	
TYCO ELECTRONICS LTD	COM	H8912P106	324	17,444	SH	SOLE	
TYCO INTERNATIONAL LTD	COM	H89128104	456	17,542	SH	SOLE	
TYSON FOODS INC	CL A	902494103	140	11,128	SH	SOLE	
UNION PAC CORP	COM	907818108	980	18,828	SH	SOLE	
UNISYS CORP	COM	909214108	20	13,300	SH	SOLE	
UNITED PARCEL SVC INC	CL B	911312106	1,864	37,287	SH	SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	1,855	35,693	SH	SOLE	
UNITEDHEALTH GROUP INC	COM	91324P102	1,124	45,015	SH	SOLE	
UNUM GROUP	COM	91529Y106	202	12,721	SH	SOLE	
US BANCORP	DEL COM NEW	902973304	1,154	64,407	SH	SOLE	
VALERO ENERGY CORP	COM	91913Y100	327	19,387	SH	SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	3,234	105,252	SH	SOLE	
VIACOM INC	NEW CL B	92553P201	520	22,913	SH	SOLE	
VMWARE, INC	COM A	928563402	129,533	4,750,000	SH	DEFINED	2
VORNADO RLTY TR	COM	929042109	233	5,171	SH	SOLE	
WAL MART STORES INC	COM	931142103	4,017	82,925	SH	SOLE	
WALGREEN CO	COM	931422109	1,075	36,550	SH	SOLE	
WASTE MGMT INC	COM	94106L109	511	18,135	SH	SOLE	
WEATHERFORD INT'L LTD	COM	H27013103	491	25,124	SH	SOLE	
WELLPOINT INC	COM	94973V107	961	18,892	SH	SOLE	
WELLS FARGO & CO	COM	949746101	3,353	138,212	SH	SOLE	
WENDYS / ARBYS GROUP INC	COM	950587105	42	10,569	SH	SOLE	
WESTERN UN CO	COM	959802109	442	26,929	SH	SOLE	
WEYERHAEUSER CO	COM	962166104	237	7,790	SH	SOLE	
WILLIAMS COS INC	COM	969457100	332	21,262	SH	SOLE	
WINDSTREAM CORP	COM	97381W104	136	16,254	SH	SOLE	
WYETH	COM	983024100	2,239	49,328	SH	SOLE	
XCEL ENERGY INC	COM	98389B100	303	16,453	SH	SOLE	
XEROX CORP	COM	984121103	209	32,200	SH	SOLE	
XILINX INC	COM	983919101	208	10,179	SH	SOLE	

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XL CAP LTD	CL A COM	G98255105	132	11,500	SH	SOLE
XTO ENERGY INC	COM	98385X106	774	20,305	SH	SOLE
YAHOO INC	COM	984332106	802	51,219	SH	SOLE
YUM BRANDS INC	COM	988498101	579	17,365	SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	353	8,289	SH	SOLE