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INTEL CORP  
Form 13F-HR  
November 13, 2007

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2007

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, Finance and Enterprise Services, and  
Treasurer, (408) 765-1168

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ATTENTION--Intentional misstatements or omissions of facts constitute  
Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)  
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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

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November 13, 2007

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:	3
Form 13F Information Table Entry Total:	419
Form 13F Information Table Value Total:	\$1,946,553,000

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
3. Intel Atlantic, Inc.

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	ITEM 6: SH/ PRN	ITEM 7: INVESTMENT DISCRETION
3M CO	COM	88579Y101	2,418	25,834	SH	SOLE
ABBOTT LABS	COM	002824100	2,991	55,775	SH	SOLE
ABERCROMBIE & FITCH CO	CL A	002896207	252	3,128	SH	SOLE
ACE LTD	COM	G0070K103	719	11,874	SH	SOLE
ADOBE SYS INC	COM	00724F101	927	21,237	SH	SOLE
ADVANCED MICRO DEVICES INC	COM	007903107	265	20,050	SH	SOLE
AES CORP	COM	00130H105	484	24,130	SH	SOLE
AETNA INC	COM	00817Y108	1,002	18,456	SH	SOLE
AFLAC INC	COM	001055102	1,006	17,629	SH	SOLE
AGILENT TECHNOLOGIES INC	COM	00846U101	514	13,950	SH	SOLE
AIR PRODS & CHEMS INC	COM	009158106	762	7,798	SH	SOLE
ALCOA INC	COM	013817101	1,248	31,905	SH	SOLE
ALLEGHENY ENERGY INC	COM	017361106	313	5,994	SH	SOLE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	403	3,666	SH	SOLE
ALLERGAN INC	COM	018490102	715	11,098	SH	SOLE
ALLIED WASTE INDS INC	COM PAR					
	\$0.01	019589308	133	10,407	SH	SOLE
ALLSTATE CORP	COM	020002101	1,207	21,112	SH	SOLE
ALLTEL CORP	COM	020039103	881	12,646	SH	SOLE
ALTERA CORP	COM	021441100	309	12,851	SH	SOLE
ALTRIA GROUP INC	COM	02209S103	5,283	75,977	SH	SOLE
AMAZON.COM INC	COM	023135106	1,027	11,030	SH	SOLE
AMBAC FINANCIAL GROUP INC	COM	023139108	226	3,600	SH	SOLE
AMEREN CORP	COM	023608102	393	7,492	SH	SOLE
AMERICAN CAP STRATEGIES LTD	COM	024937104	290	6,782	SH	SOLE
AMERICAN ELEC PWR INC	COM	025537101	664	14,407	SH	SOLE
AMERICAN EXPRESS CO	COM	025816109	2,532	42,650	SH	SOLE

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AMERICAN INTL GROUP INC	COM	026874107	6,261	92,548	SH	SOLE
AMERICAN STD COS INC DEL	COM	029712106	233	6,550	SH	SOLE
AMERIPRISE FINL INC	COM	03076C106	536	8,491	SH	SOLE
AMERISOURCEBERGEN CORP	COM	03073E105	295	6,502	SH	SOLE
AMGEN INC	COM	031162100	2,219	39,220	SH	SOLE
ANADARKO PETE CORP	COM	032511107	900	16,742	SH	SOLE
ANALOG DEVICES INC	COM	032654105	406	11,231	SH	SOLE
ANHEUSER BUSCH COS INC	COM	035229103	1,352	27,052	SH	SOLE
AON CORP	COM	037389103	473	10,566	SH	SOLE
APACHE CORP	COM	037411105	1,079	11,982	SH	SOLE
APOLLO GROUP INC	CL A	037604105	308	5,128	SH	SOLE
APPLE INC	COM	037833100	4,817	31,385	SH	SOLE
APPLERA CORP-APPLIED BIOSYSTEM	GROUP	038020103	229	6,618	SH	SOLE
APPLIED MATLS INC	COM	038222105	1,035	50,000	SH	SOLE
ARCHER DANIELS MIDLAND CO	COM	039483102	768	23,227	SH	SOLE
ARCHSTONE SMITH TR	COM	039583109	485	8,071	SH	SOLE
AT & T INC	COM	00206R102	9,313	220,111	SH	SOLE
AUTODESK INC	COM	052769106	415	8,301	SH	SOLE
AUTOMATIC DATA PROCESSING INC	COM	053015103	880	19,166	SH	SOLE
AVALONBAY CMNTYS INC	COM	053484101	340	2,878	SH	SOLE
AVAYA INC	COM	053499109	277	16,321	SH	SOLE
AVERY DENNISON CORP	COM	053611109	219	3,843	SH	SOLE
Avocent Corporation	COM	053893103	9,213	316,369	SH	SOLE
Avocent Corporation	COM	053893103	0	12	SH	DEFINED
AVON PRODS INC	COM	054303102	583	15,528	SH	SOLE
BAKER HUGHES INC	COM	057224107	1,042	11,533	SH	SOLE
BANK NEW YORK MELLON CORP	COM	064058100	1,813	41,065	SH	SOLE
BANK OF AMERICA CORP	COM	060505104	8,050	160,143	SH	SOLE
BARD C R INC	COM	067383109	329	3,730	SH	SOLE
BARR PHARMACEUTICALS INC	COM	068306109	220	3,869	SH	SOLE
BAXTER INTL INC	COM	071813109	1,314	23,340	SH	SOLE
BB&T CORP	COM	054937107	805	19,920	SH	SOLE
BEAR STEARNS COS INC	COM	073902108	515	4,191	SH	SOLE
BECTON DICKINSON & CO	COM	075887109	721	8,784	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	331	9,700	SH	SOLE
BEST BUY INC	COM	086516101	661	14,366	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	689	10,391	SH	SOLE
BJ SVCS CO	COM	055482103	279	10,500	SH	SOLE
BLOCK H & R INC	COM	093671105	248	11,716	SH	SOLE
BMC SOFTWARE INC	COM	055921100	228	7,300	SH	SOLE
BOEING CO	COM	097023105	2,970	28,284	SH	SOLE
BOSTON PPTYS INC	COM	101121101	446	4,296	SH	SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	672	48,147	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	2,057	71,382	SH	SOLE
BROADCOM CORP	CL A	111320107	618	16,950	SH	SOLE
BROWN FORMAN CORP	CL B	115637209	234	3,121	SH	SOLE
BURLINGTON NORTH SANTA FE CORP	COM	12189T104	880	10,842	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	338	6,229	SH	SOLE
CA INC	COM	12673P105	361	14,026	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	300	8,110	SH	SOLE
CAPITAL ONE FINL CORP	COM	14040H105	1,001	15,074	SH	SOLE
CARDINAL HEALTH INC	COM	14149Y108	823	13,156	SH	SOLE
CARNIVAL CORP PAIRED CTF	1 TR SH					
	BEN INT	143658300	763	15,748	SH	SOLE
CATERPILLAR INC	COM	149123101	1,810	23,080	SH	SOLE
CBS CORP	CL B	124857202	779	24,719	SH	SOLE
CELGENE CORP	COM	151020104	985	13,813	SH	SOLE
CENTERPOINT ENERGY INC	COM	15189T107	183	11,423	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	518	14,700	SH	SOLE
CHEVRON CORPORATION	COM	166764100	7,199	76,933	SH	SOLE
CHUBB CORP	COM	171232101	761	14,194	SH	SOLE
CIGNA CORP	COM	125509109	544	10,208	SH	SOLE

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CINCINNATI FINL CORP	COM	172062101	269	6,207	SH	SOLE
CISCO SYS INC	COM	17275R102	7,283	219,819	SH	SOLE
CIT GROUP INC	COM	125581108	277	6,900	SH	SOLE
CITIGROUP INC	COM	172967101	8,379	179,531	SH	SOLE
CITIZENS COMMUNICATIONS CO	CL B	17453B101	173	12,100	SH	SOLE
CITRIX SYS INC	COM	177376100	262	6,487	SH	SOLE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	673	17,970	SH	SOLE
CLEARWIRE CORP	CL A	185385309	81,467	3,333,333	SH	DEFINED
CLEARWIRE CORP	CL A	185385309	572,571	23,427,601	SH	DEFINED
CLOROX CO	COM	189054109	305	4,994	SH	SOLE
CME GROUP INC	COM	12572Q105	1,126	1,917	SH	SOLE
COACH INC	COM	189754104	636	13,465	SH	SOLE
COCA COLA CO	COM	191216100	4,127	71,807	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	252	10,400	SH	SOLE
COGNIZANT TECH SOLUTIONS	CL A	192446102	416	5,219	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	1,312	18,400	SH	SOLE
COMCAST CORP	CL A	20030N101	2,694	111,398	SH	SOLE
COMERICA INC	COM	200340107	287	5,600	SH	SOLE
COMMERCE BANCORP INC N J	COM	200519106	275	7,100	SH	SOLE
COMPUTER SCIENCES CORP	COM	205363104	351	6,279	SH	SOLE
COMPUWARE CORP	COM	205638109	93	11,600	SH	SOLE
CONAGRA FOODS INC	COM	205887102	468	17,900	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	5,154	58,725	SH	SOLE
CONSOL ENERGY INC	COM	20854P109	307	6,580	SH	SOLE
CONSOLIDATED EDISON INC	COM	209115104	453	9,779	SH	SOLE
CONSTELLATION ENGY GRP INC	COM	210371100	559	6,514	SH	SOLE
COOPER INDUSTRIES LTD	CL A	G24182100	339	6,629	SH	SOLE
CORNING INC	COM	219350105	1,399	56,769	SH	SOLE
COSTCO WHSL CORP	COM	22160K105	970	15,805	SH	SOLE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	395	20,798	SH	SOLE
COVENTRY HEALTH CARE INC	COM	222862104	351	5,641	SH	SOLE
COVIDIEN LIMITED	COM	G2552X108	745	17,943	SH	SOLE
CSX CORP	COM	126408103	677	15,844	SH	SOLE
CUMMINS INC	COM	231021106	480	3,755	SH	SOLE
CVS CAREMARK CORP	COM	126650100	2,118	53,446	SH	SOLE
DANAHER CORP	COM	235851102	736	8,898	SH	SOLE
DARDEN RESTAURANTS INC	COM	237194105	218	5,200	SH	SOLE
DEERE & CO	COM	244199105	1,189	8,008	SH	SOLE
DELL INC	COM	24702R101	2,263	81,982	SH	SOLE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	250	4,482	SH	SOLE
DEVON ENERGY CORP	COM	25179M103	1,339	16,096	SH	SOLE
DIRECTV GROUP INC	COM	25459L106	666	27,413	SH	SOLE
DISCOVER FINL SVCS	COM	254709108	358	17,223	SH	SOLE
DISNEY WALT CO	COM	254687106	2,409	70,048	SH	SOLE
DOMINION RES INC VA	COM	25746U109	885	10,503	SH	SOLE
DONNELLEY R R & SONS CO	COM	257867101	293	8,016	SH	SOLE
DOVER CORP	COM	260003108	376	7,383	SH	SOLE
DOW CHEM CO	COM	260543103	1,481	34,393	SH	SOLE
DTE ENERGY CO	COM	233331107	295	6,100	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	1,643	33,150	SH	SOLE
DUKE ENERGY CORP	COM	26441C105	850	45,481	SH	SOLE
DYNEGY INC DEL	CL A	26817G102	165	17,885	SH	SOLE
E TRADE FINANCIAL CORP	COM	269246104	201	15,400	SH	SOLE
EASTMAN CHEM CO	COM	277432100	202	3,033	SH	SOLE
EASTMAN KODAK CO	COM	277461109	277	10,358	SH	SOLE
EATON CORP	COM	278058102	521	5,258	SH	SOLE
EBAY INC	COM	278642103	1,607	41,175	SH	SOLE
ECOLAB INC	COM	278865100	297	6,300	SH	SOLE
EDISON INTL	COM	281020107	649	11,700	SH	SOLE
EL PASO CORP	COM	28336L109	426	25,114	SH	SOLE
ELECTRONIC ARTS	COM	285512109	628	11,225	SH	SOLE
ELECTRONIC DATA SYS CORP	COM	285661104	402	18,400	SH	SOLE

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EMBARQ CORP	COM	29078E105	306	5,506	SH	SOLE
EMC CORP MASS	COM	268648102	1,574	75,691	SH	SOLE
EMCORE CORP	COM	290846104	284	29,611	SH	DEFINED
EMERSON ELEC CO	COM	291011104	1,521	28,584	SH	SOLE
ENSCO INTL INC	COM	26874Q100	300	5,341	SH	SOLE
ENTERGY CORP	COM	29364G103	765	7,062	SH	SOLE
EOG RES INC	COM	26875P101	639	8,835	SH	SOLE
EQUITY RESIDENTIAL SH	BEN	INTCOM29476L107	424	10,002	SH	SOLE
EXELON CORP	COM	30161N101	1,834	24,331	SH	SOLE
EXPEDIA INC	COM	30212P105	351	11,005	SH	SOLE
EXPRESS SCRIPTS INC	COM	302182100	519	9,306	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	18,527	200,164	SH	SOLE
FANNIE MAE	COM	313586109	2,136	35,132	SH	SOLE
FEDEX CORP	COM	31428X106	1,167	11,143	SH	SOLE
FIDELITY NATL INFORMATION SVCS	COM	31620M106	271	6,100	SH	SOLE
FIFTH THIRD BANCORP	COM	316773100	655	19,333	SH	SOLE
FIRSTENERGY CORP	COM	337932107	697	11,001	SH	SOLE
FISERV INC	COM	337738108	306	6,022	SH	SOLE
FLUOR CORP	COM	343412102	459	3,187	SH	SOLE
FORD MTR CO	PAR	\$0.01 345370860	643	75,774	SH	SOLE
FOREST LABS INC	CL A	345838106	425	11,410	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	450	5,528	SH	SOLE
FPL GROUP INC	COM	302571104	894	14,682	SH	SOLE
FRANKLIN RES INC	COM	354613101	747	5,858	SH	SOLE
FREDDIE MAC CORP	COM	313400301	1,385	23,463	SH	SOLE
FREPORT MCMORAN COPPER&GOLD	COM	35671D857	1,445	13,777	SH	SOLE
GANNETT INC	COM	364730101	367	8,405	SH	SOLE
GAP INC	COM	364760108	329	17,861	SH	SOLE
GENERAL DYNAMICS CORP	COM	369550108	1,237	14,642	SH	SOLE
GENERAL ELEC CO	COM	369604103	15,309	369,783	SH	SOLE
GENERAL GROWTH PPTYS INC	COM	370021107	475	8,863	SH	SOLE
GENERAL MLS INC	COM	370334104	691	11,916	SH	SOLE
GENERAL MTRS CORP	COM	370442105	749	20,422	SH	SOLE
GENUINE PARTS CO	COM	372460105	307	6,133	SH	SOLE
GENWORTH FINL INC	COM	37247D106	492	16,000	SH	SOLE
GENZYME CORP	COM	372917104	590	9,517	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	1,366	33,432	SH	SOLE
GOLDMAN SACHS GROUP INC	COM	38141G104	3,173	14,640	SH	SOLE
GOODRICH CORP	COM	382388106	308	4,520	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	232	7,615	SH	SOLE
GOOGLE INC	CL A	38259P508	4,729	8,336	SH	SOLE
GRAINGER W W INC	COM	384802104	237	2,600	SH	SOLE
HALLIBURTON CO	COM	406216101	1,234	32,126	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	419	9,066	SH	SOLE
HARRAHS ENTMT INC	COM	413619107	587	6,757	SH	SOLE
HARTFORD FINL SVCS GROUP INC	COM	416515104	1,061	11,465	SH	SOLE
HEINZ H J CO	COM	423074103	531	11,500	SH	SOLE
HERSHEY COMPANY	COM	427866108	288	6,200	SH	SOLE
HESS CORP	COM	42809H107	664	9,984	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	4,633	93,042	SH	SOLE
HILTON HOTELS CORP	COM	432848109	656	14,100	SH	SOLE
HOME DEPOT INC	COM	437076102	1,977	60,940	SH	SOLE
HONEYWELL INTL INC	COM	438516106	1,606	27,009	SH	SOLE
HOSPIRA INC	COM	441060100	230	5,554	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	423	18,849	SH	SOLE
HUDSON CITY BANCORP INC	COM	443683107	295	19,194	SH	SOLE
HUMANA INC	COM	444859102	425	6,083	SH	SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	224	13,206	SH	SOLE
IAC/INTERACTIVECORP	COM	44919P300	205	6,895	SH	SOLE
IBM CORP	COM	459200101	5,784	49,097	SH	SOLE
ILLINOIS TOOL WKS INC	COM	452308109	903	15,141	SH	SOLE
IMS HEALTH INC	COM	449934108	211	6,900	SH	SOLE

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INGERSOLL-RAND COMPANY LTD	COM	G4776G101	563	10,345	SH	SOLE
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	380	2,501	SH	SOLE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	522	12,100	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	556	15,505	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	175	16,844	SH	SOLE
INTUIT	COM	461202103	370	12,200	SH	SOLE
ITT CORP	COM	450911102	444	6,535	SH	SOLE
JC PENNEY CO INC	COM	708160106	509	8,028	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	6,863	104,462	SH	SOLE
JOHNSON CTLS INC	COM	478366107	844	7,146	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	5,596	122,124	SH	SOLE
JUNIPER NETWORKS INC	COM	48203R104	679	18,554	SH	SOLE
KELLOGG CO	COM	487836108	536	9,575	SH	SOLE
KEYCORP	COM	493267108	452	13,984	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	1,079	15,360	SH	SOLE
KIMCO RLTY CORP	COM	49446R109	412	9,103	SH	SOLE
KLA TENCOR CORP	COM	482480100	385	6,900	SH	SOLE
KOHL'S CORP	COM	500255104	658	11,469	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	1,964	56,903	SH	SOLE
KROGER CO	COM	501044101	728	25,534	SH	SOLE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	465	4,549	SH	SOLE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	336	4,300	SH	SOLE
LEGG MASON INC	COM	524901105	404	4,792	SH	SOLE
LEHMAN BROS HLDGS INC	COM	524908100	1,182	19,156	SH	SOLE
LEUCADIA NATL CORP	COM	527288104	287	5,942	SH	SOLE
LILLY ELI & CO	COM	532457108	2,028	35,614	SH	SOLE
LIMITED BRANDS INC	COM	532716107	263	11,507	SH	SOLE
LINCOLN NATL CORP IND	COM	534187109	647	9,800	SH	SOLE
LINEAR TECHNOLOGY CORP	COM	535678106	280	8,012	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	1,359	12,531	SH	SOLE
LOEWS CORP	COM	540424108	776	16,045	SH	SOLE
LOWES COS INC	COM	548661107	1,495	53,362	SH	SOLE
LSI CORP	COM	502161102	192	25,843	SH	SOLE
M & T BK CORP	COM	55261F104	279	2,700	SH	SOLE
MACYS INC	COM	55616P104	506	15,646	SH	SOLE
MARATHON OIL CORP	COM	565849106	1,402	24,581	SH	SOLE
MARRIOTT INTL INC	CL A	571903202	501	11,533	SH	SOLE
MARSH & MCLENNAN COS INC	COM	571748102	499	19,561	SH	SOLE
MARSHALL & ILSLEY CORP	COM	571834100	421	9,619	SH	SOLE
MASCO CORP	COM	574599106	307	13,250	SH	SOLE
MATTEL INC	COM	577081102	330	14,075	SH	SOLE
MBIA INC	COM	55262C100	281	4,600	SH	SOLE
MCDONALDS CORP	COM	580135101	2,343	43,011	SH	SOLE
MCGRAW HILL COS INC	COM	580645109	623	12,231	SH	SOLE
MCKESSON CORP	COM	58155Q103	628	10,683	SH	SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	883	9,772	SH	SOLE
MEDTRONIC INC	COM	585055106	2,309	40,930	SH	SOLE
MELLANOX TECHNOLOGIES LTD	SHS	M51363113	6,966	356,700	SH	DEFINED
MEMC ELECTRONICS MATERIALS	COM	552715104	478	8,123	SH	SOLE
MERCK & CO INC	COM	589331107	4,060	78,545	SH	SOLE
MERRILL LYNCH & CO INC	COM	590188108	2,217	31,106	SH	SOLE
METLIFE INC	COM	59156R108	1,869	26,810	SH	SOLE
MICROCHIP TECHNOLOGY INC	COM	595017104	285	7,847	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	302	27,200	SH	SOLE
MICROSOFT CORP	COM	594918104	8,573	290,990	SH	SOLE
MOLSON COORS BREWING CO	CL B	60871R209	245	2,460	SH	SOLE
MONSANTO CO	COM	61166W101	1,688	19,686	SH	SOLE
MOODYS CORP	COM	615369105	403	7,995	SH	SOLE
MORGAN STANLEY	COM	617446448	2,393	37,986	SH	SOLE
MOTOROLA INC	COM	620076109	1,548	83,534	SH	SOLE
MURPHY OIL CORP	COM	626717102	475	6,800	SH	SOLE
NABORS INDUSTRIES LTD SHS	COM	G6359F103	308	10,000	SH	SOLE

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NATIONAL CITY CORP	COM	635405103	573	22,855	SH	SOLE
NATIONAL OILWELL VARCO INC	COM	637071101	929	6,428	SH	SOLE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	235	8,676	SH	SOLE
NETWORK APPLIANCE INC	COM	64120L104	347	12,900	SH	SOLE
NEWELL RUBBERMAID INC	COM	651229106	286	9,924	SH	SOLE
NEWMONT MINING CORP HOLDING	COM	651639106	729	16,296	SH	SOLE
NEWS CORPORATION	CL A	65248E104	1,837	83,548	SH	SOLE
NIKE INC	CL B	654106103	818	13,953	SH	SOLE
NOBLE CORP	COM	G65422100	475	9,690	SH	SOLE
NORDSTROM INC WASH	COM	655664100	335	7,139	SH	SOLE
NORFOLK SOUTHN CORP	COM	655844108	735	14,150	SH	SOLE
NORTHERN TR CORP	COM	665859104	458	6,911	SH	SOLE
NORTHROP GRUMMAN CORP	COM	666807102	967	12,403	SH	SOLE
NOVELL INC	COM	670006105	92	12,094	SH	SOLE
NUCOR CORP	COM	670346105	618	10,390	SH	SOLE
NVIDIA CORP	COM	67066G104	718	19,807	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	1,921	29,981	SH	SOLE
OFFICE DEPOT INC	COM	676220106	203	9,844	SH	SOLE
OMNICOM GROUP INC	USD0.15COM	681919106	570	11,848	SH	SOLE
ORACLE CORPORATION	COM	68389X105	3,076	142,087	SH	SOLE
PACCAR INC	COM	693718108	765	8,972	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	464	4,150	SH	SOLE
PAYCHEX INC	COM	704326107	499	12,175	SH	SOLE
PEABODY ENERGY CORP	COM	704549104	459	9,582	SH	SOLE
PEPSICO INC	COM	713448108	4,272	58,313	SH	SOLE
PFIZER INC	USD0.05	717081103	6,107	249,998	SH	SOLE
PG&E CORP	COM	69331C108	610	12,753	SH	SOLE
PITNEY BOWES INC	COM	724479100	360	7,935	SH	SOLE
PLUM CREEK TIMBER CO INC	COM	729251108	284	6,350	SH	SOLE
PNC FINANCIAL SERVICES GROUP	COM	693475105	841	12,343	SH	SOLE
PPG INDS INC	COM	693506107	447	5,921	SH	SOLE
PPL CORP	COM	69351T106	639	13,800	SH	SOLE
PRAXAIR INC	COM	74005P104	967	11,544	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	736	4,975	SH	SOLE
PRICE T ROWE GROUP INC	COM	74144T108	529	9,500	SH	SOLE
PRINCIPAL FINANCIAL GROUP INC	COM	74251V102	606	9,600	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	7,922	112,627	SH	SOLE
PROGRESS ENERGY INC	COM	743263105	293	6,244	SH	SOLE
PROGRESSIVE CORP OHIO	COM	743315103	507	26,133	SH	SOLE
PROLOGIS INT	COM	743410102	610	9,200	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	1,616	16,565	SH	SOLE
PUBLIC STORAGE	COM	74460D109	354	4,500	SH	SOLE
PUBLIC SVC ENTERPRISE GROUP	INC COM	744573106	807	9,177	SH	SOLE
QUALCOMM INC	COM	747525103	2,553	60,423	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	324	5,600	SH	SOLE
QUESTAR CORP	COM	748356102	327	6,230	SH	SOLE
QWEST COMMUNICATIONS INTL INC	COM	749121109	528	57,660	SH	SOLE
RAYTHEON CO	COM	755111507	1,007	15,783	SH	SOLE
REGIONS FINL CORP	NEW COM	7591EP100	749	25,405	SH	SOLE
REYNOLDS AMERN INC	COM	761713106	393	6,175	SH	SOLE
ROCKWELL AUTOMATION INC	COM	773903109	383	5,506	SH	SOLE
ROCKWELL COLLINS INC	COM	774341101	439	6,015	SH	SOLE
ROHM & HAAS CO	COM	775371107	278	4,992	SH	SOLE
SAFECO CORP	COM	786429100	230	3,757	SH	SOLE
SAFEWAY INC	COM	786514208	525	15,847	SH	SOLE
SANDISK CORP	COM	80004C101	452	8,200	SH	SOLE
SARA LEE CORP	COM	803111103	436	26,150	SH	SOLE
SCHERING PLOUGH CORP	COM	806605101	1,849	58,444	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	4,517	43,021	SH	SOLE
SCHWAB CHARLES CORP	COM	808513105	739	34,205	SH	SOLE
SEARS HLDGS CORP	COM	812350106	348	2,732	SH	SOLE
SEMPRA ENERGY	COM	816851109	554	9,529	SH	SOLE

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SHERWIN WILLIAMS CO	COM	824348106	258	3,919	SH	SOLE
SIGMA ALDRICH CORP	COM	826552101	231	4,739	SH	SOLE
SIMON PPTY GROUP INC	COM	828806109	806	8,062	SH	SOLE
SLM CORP	COM	78442P106	740	14,891	SH	SOLE
SMITH INTL INC	COM	832110100	517	7,237	SH	SOLE
SOUTHERN CO	COM	842587107	990	27,299	SH	SOLE
SOUTHWEST AIRLS CO	COM	844741108	399	26,971	SH	SOLE
SOVEREIGN BANCORP INC	COM	845905108	220	12,915	SH	SOLE
SPECTRA ENERGY CORP	COM	847560109	558	22,813	SH	SOLE
SPRINT NEXTEL CORP	COM SER 1	852061100	1,952	102,734	SH	SOLE
ST JUDE MED INC	COM	790849103	542	12,303	SH	SOLE
STAPLES INC	COM	855030102	552	25,675	SH	SOLE
STARBUCKS CORP	COM	855244109	705	26,900	SH	SOLE
STARWOOD HOTELS & RESORTS	COM	85590A401	460	7,573	SH	SOLE
STATE STREET CORP	COM	857477103	958	14,058	SH	SOLE
STRYKER CORP	COM	863667101	589	8,563	SH	SOLE
SUN MICROSYSTEMS INC	COM	866810104	717	127,668	SH	SOLE
SUNOCO INC	COM	86764P109	307	4,344	SH	SOLE
SUNTRUST BKS INC	COM	867914103	953	12,597	SH	SOLE
SUPERVALU INC	COM	868536103	296	7,582	SH	SOLE
SYMANTEC CORP	COM	871503108	629	32,460	SH	SOLE
SYNOVUS FINL CORP	COM	87161C105	330	11,750	SH	SOLE
SYSCO CORP	COM	871829107	787	22,100	SH	SOLE
TARGET CORP	COM	87612E106	1,942	30,554	SH	SOLE
TELLABS INC	COM	879664100	148	15,500	SH	SOLE
TEMPLE INLAND INC	COM	879868107	200	3,800	SH	SOLE
TENET HEALTHCARE CORP	COM	88033G100	57	16,874	SH	SOLE
TEREX CORP	COM	880779103	327	3,678	SH	SOLE
TESORO CORP	COM	881609101	227	4,938	SH	SOLE
TEXAS INSTRS INC	COM	882508104	1,888	51,600	SH	SOLE
TEXTRON INC	COM	883203101	561	9,012	SH	SOLE
THERMO FISHER SCIENTIFIC	COM	883556102	889	15,395	SH	SOLE
TIFFANY & CO	COM	886547108	257	4,900	SH	SOLE
TIME WARNER INC	COM NEW	887317105	2,471	134,590	SH	SOLE
TJX COS INC	COM	872540109	462	15,900	SH	SOLE
TORCHMARK CORP	COM	891027104	215	3,454	SH	SOLE
TRANSOCEAN INC	COM	G90078109	1,180	10,440	SH	SOLE
TRAVELERS COS INC	COM	89417E109	1,193	23,694	SH	SOLE
TXU CORP	COM	873168108	1,140	16,643	SH	SOLE
TYCO ELECTRONICS LTD	COM	G9144P105	636	17,944	SH	SOLE
TYCO INTERNATIONAL LTD BERMUDA	SHS	G9143X208	796	17,942	SH	SOLE
UNION PAC CORP	COM	907818108	1,087	9,614	SH	SOLE
UNISYS CORP	COM	909214108	82	12,400	SH	SOLE
UNITED PARCEL SVC INC	CL B	911312106	2,845	37,887	SH	SOLE
UNITED STATES STEEL CORP	COM NEW	912909108	445	4,200	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	2,881	35,793	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	2,316	47,815	SH	SOLE
UNUM GROUP	COM	91529Y106	319	13,021	SH	SOLE
US BANCORP	COM	902973304	2,027	62,307	SH	SOLE
UST INC	COM	902911106	281	5,674	SH	SOLE
V F CORP	COM	918204108	259	3,207	SH	SOLE
VALERO ENERGY CORP	COM	91913Y100	1,343	19,987	SH	SOLE
VERISIGN INC	COM	92343E102	297	8,800	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	4,638	104,752	SH	SOLE
VIACOM INC	CL B	92553P201	963	24,713	SH	SOLE
VMWARE INC	CL A COM	928563402	807,500	9,500,000	SH	DEFINED
VORNADO RLTY TR	COM	929042109	528	4,828	SH	SOLE
VULCAN MATLS CO	COM	929160109	312	3,500	SH	SOLE
WACHOVIA CORP	COM	929903102	3,444	68,679	SH	SOLE
WAL MART STORES INC	COM	931142103	3,781	86,625	SH	SOLE
WALGREEN CO	COM	931422109	1,698	35,950	SH	SOLE
WASHINGTON MUTUAL INC	COM	939322103	1,116	31,605	SH	SOLE

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WASTE MGMT INC	COM	94106L109	707	18,735	SH	SOLE
WATERS CORP	COM	941848103	241	3,600	SH	SOLE
WEATHERFORD INTERNATIONAL LTD	BERMUDA	G95089101	817	12,162	SH	SOLE
WELLPOINT INC	COM	94973V107	1,720	21,792	SH	SOLE
WELLS FARGO & CO	COM	949746101	4,297	120,629	SH	SOLE
WESTERN UN CO	COM	959802109	581	27,729	SH	SOLE
WEYERHAEUSER CO	COM	962166104	563	7,790	SH	SOLE
WHIRLPOOL CORP	COM	963320106	251	2,815	SH	SOLE
WHOLE FOODS MKT INC	COM	966837106	246	5,016	SH	SOLE
WILLIAMS COS INC	COM	969457100	738	21,662	SH	SOLE
WINDSTREAM CORP	COM	97381W104	244	17,254	SH	SOLE
WRIGLEY WM JR CO	COM	982526105	504	7,840	SH	SOLE
WYETH	COM	983024100	2,162	48,528	SH	SOLE
WYNDHAM WORLDWIDE CORP	COM	98310W108	211	6,445	SH	SOLE
XCEL ENERGY INC	COM	98389B100	326	15,153	SH	SOLE
XEROX CORP	COM	984121103	590	34,000	SH	SOLE
XILINX INC	COM	983919101	279	10,679	SH	SOLE
XL CAP LTD	CL A	G98255105	515	6,500	SH	SOLE
XTO ENERGY INC	COM	98385X106	861	13,924	SH	SOLE
YAHOO INC	COM	984332106	1,305	48,619	SH	SOLE
YUM BRANDS INC	COM	988498101	635	18,765	SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	688	8,489	SH	SOLE