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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

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

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 |