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INTEL CORP
Form 13F-HR/A
April 20, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2003

Check here if Amendment [X]; Amendment Number: 2

This Amendment (Check only one): [X] is a restatement
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052-8119

Form 13F File Number: 28-04527

Person Signing this Report on Behalf of Reporting Manager:

Cary Klafter, Vice President, Legal and Government Affairs and
Corporate Secretary (408) 765-1215

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/Cary Klafter Santa Clara, California April 19, 2005

Report Type (Check only one):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this
reporting manager are reported in this report.)

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- [] 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).)

Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: -0-

Form 13F Information Table Entry Total: 336

Form 13F Information Table Value Total: \$334,579,000

FORM 13F INFORMATION TABLE
REPORTING MANAGER: INTEL CORPORATION

| ITEM 1: NAME OF ISSUER | ITEM 2: TITLE OF CLASS | ITEM 3: CUSIP NUMBER | ITEM 4: FAIR MARKET VALUE (000) | ITEM 5: SHARES OR PRINCIPAL SH/ AMOUNT | ITEM 6: INVESTMENT PRN DISCRETION | ITEM MANAG |
|----------------------------|------------------------------|----------------------------|---|--|---|---------------|
| ACE LTD | ORD | G0070K103 | 344 | 8,300 SH | SOLE | |
| INGERSOLL-RAND COMPANY LTD | CL A | G4776G101 | 346 | 5,100 SH | SOLE | |
| TRANSOCEAN INC | ORD | G90078109 | 231 | 9,604 SH | SOLE | |
| XL CAP LTD | CL A | G98255105 | 318 | 4,100 SH | SOLE | |
| A D C TELECOMMUNICATIONS | COM | 000886101 | 71 | 24,050 SH | SOLE | |
| AFLAC INC | COM | 001055102 | 555 | 15,350 SH | SOLE | |
| AES CORP | COM | 00130H105 | 175 | 18,550 SH | SOLE | |
| AT&T CORP | COM NEW | 001957505 | 477 | 23,521 SH | SOLE | |
| AT&T WIRELESS SVCS INC | COM | 00209A106 | 648 | 81,125 SH | SOLE | |
| ABBOTT LABS | COM | 002824100 | 2,178 | 46,744 SH | SOLE | |
| ADOBE SYS INC | COM | 00724F101 | 274 | 7,000 SH | SOLE | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 154 | 10,350 SH | SOLE | |
| AETNA INC NEW | COM | 00817Y108 | 314 | 4,639 SH | SOLE | |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 412 | 14,078 SH | SOLE | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 359 | 6,800 SH | SOLE | |
| ALBERTSONS INC | COM | 013104104 | 249 | 11,001 SH | SOLE | |
| ALCOA INC | COM | 013817101 | 960 | 25,252 SH | SOLE | |
| ALLERGAN INC | COM | 018490102 | 300 | 3,900 SH | SOLE | |
| ALLSTATE CORP | COM | 020002101 | 907 | 21,080 SH | SOLE | |
| ALLTEL CORP | COM | 020039103 | 433 | 9,300 SH | SOLE | |
| ALTERA CORP | COM | 021441100 | 258 | 11,400 SH | SOLE | |
| ALTRIA GROUP INC | COM | 02209S103 | 3,301 | 60,649 SH | SOLE | |

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|------------------------------|------|-----------|-------|--------|----|------|
| AMBAC FINL GROUP INC | COM | 023139108 | 222 | 3,200 | SH | SOLE |
| AMEREN CORP | COM | 023608102 | 221 | 4,800 | SH | SOLE |
| AMERICAN ELEC PWR INC | COM | 025537101 | 359 | 11,782 | SH | SOLE |
| AMERICAN EXPRESS CO | COM | 025816109 | 1,854 | 38,450 | SH | SOLE |
| AMERICAN INTL GROUP INC | COM | 026874107 | 5,173 | 78,043 | SH | SOLE |
| AMERICAN STD COS INC DEL | COM | 029712106 | 222 | 2,200 | SH | SOLE |
| AMGEN INC | COM | 031162100 | 2,387 | 38,635 | SH | SOLE |
| AMSOUTH BANCORPORATION | COM | 032165102 | 257 | 10,500 | SH | SOLE |
| ANADARKO PETE CORP | COM | 032511107 | 382 | 7,493 | SH | SOLE |
| ANALOG DEVICES INC | COM | 032654105 | 498 | 10,900 | SH | SOLE |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 1,301 | 24,700 | SH | SOLE |
| ANTHEM INC | COM | 03674B104 | 308 | 4,100 | SH | SOLE |
| AON CORP | COM | 037389103 | 224 | 9,356 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 389 | 4,794 | SH | SOLE |
| APOLLO GROUP INC | CL A | 037604105 | 359 | 5,300 | SH | SOLE |
| APPLE COMPUTER INC | COM | 037833100 | 231 | 10,800 | SH | SOLE |
| APPLIED MATLS INC | COM | 038222105 | 1,113 | 49,600 | SH | SOLE |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 293 | 19,267 | SH | SOLE |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 709 | 17,902 | SH | SOLE |

Page Fair Market Value

29,766 773,715

| | | | | | | |
|------------------------------|--------|-----------|-------|--------|----|------|
| AUTOZONE INC | COM | 053332102 | 230 | 2,700 | SH | SOLE |
| AVAYA INC | COM | 053499109 | 161 | 12,421 | SH | SOLE |
| AVON PRODS INC | COM | 054303102 | 473 | 7,014 | SH | SOLE |
| BB&T CORP | COM | 054937107 | 622 | 16,100 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 320 | 9,960 | SH | SOLE |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 3,597 | 44,717 | SH | SOLE |
| BANK NEW YORK INC | COM | 064057102 | 763 | 23,040 | SH | SOLE |
| BANK ONE CORP | COM | 06423A103 | 1,539 | 33,762 | SH | SOLE |
| BAXTER INTL INC | COM | 071813109 | 557 | 18,240 | SH | SOLE |
| BEAR STEARNS COS INC | COM | 073902108 | 238 | 2,974 | SH | SOLE |
| BECTON DICKINSON & CO | COM | 075887109 | 313 | 7,600 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 381 | 8,800 | SH | SOLE |
| BELLSOUTH CORP | COM | 079860102 | 1,564 | 55,282 | SH | SOLE |
| BEST BUY INC | COM | 086516101 | 502 | 9,600 | SH | SOLE |
| BIOMET INC | COM | 090613100 | 277 | 7,650 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 359 | 9,775 | SH | SOLE |
| BLOCK H & R INC | COM | 093671105 | 299 | 5,400 | SH | SOLE |
| BOEING CO | COM | 097023105 | 1,058 | 25,115 | SH | SOLE |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 904 | 24,584 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 1,657 | 57,946 | SH | SOLE |
| BROADCOM CORP | CL A | 111320107 | 303 | 8,900 | SH | SOLE |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 361 | 11,167 | SH | SOLE |
| BURLINGTON RES INC | COM | 122014103 | 331 | 5,972 | SH | SOLE |
| CIGNA CORP | COM | 125509109 | 242 | 4,200 | SH | SOLE |
| CSX CORP | COM | 126408103 | 230 | 6,400 | SH | SOLE |
| CVS CORP | COM | 126650100 | 426 | 11,800 | SH | SOLE |
| CALPINE CORP | COM | 131347106 | 60 | 12,400 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 330 | 12,300 | SH | SOLE |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 417 | 6,800 | SH | SOLE |
| CARDINAL HEALTH INC | COM | 14149Y108 | 816 | 13,350 | SH | SOLE |
| CARNIVAL CORP | PAIRED | 143658300 | 747 | 18,800 | SH | SOLE |
| | CTF | | | | | |
| CATERPILLAR INC DEL | COM | 149123101 | 854 | 10,290 | SH | SOLE |
| CENDANT CORP | COM | 151313103 | 674 | 30,281 | SH | SOLE |
| CHARTER ONE FINL INC | COM | 160903100 | 235 | 6,788 | SH | SOLE |
| CHEVRONTEXACO CORP | COM | 166764100 | 2,759 | 31,940 | SH | SOLE |
| CHIRON CORP | COM | 170040109 | 319 | 5,600 | SH | SOLE |
| CHUBB CORP | COM | 171232101 | 385 | 5,650 | SH | SOLE |
| CIENA CORP | COM | 171779101 | 92 | 14,100 | SH | SOLE |

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|----------------------|-----|-----------|-------|---------|----|------|
| CINCINNATI FINL CORP | COM | 172062101 | 200 | 4,800 | SH | SOLE |
| CINERGY CORP | COM | 172474108 | 206 | 5,300 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 5,086 | 209,918 | SH | SOLE |
| CINTAS CORP | COM | 172908105 | 256 | 5,100 | SH | SOLE |

Page Fair Market Value

31,143 824,536

| | | | | | | |
|------------------------------|---------|-----------|-------|---------|----|------|
| CITIGROUP INC | COM | 172967101 | 7,475 | 153,993 | SH | SOLE |
| CLEAR CHANNEL COMMUNICATIONS | INC COM | 184502102 | 862 | 18,400 | SH | SOLE |
| CLOROX CO DEL | COM | 189054109 | 316 | 6,500 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 3,731 | 73,508 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 295 | 13,500 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 806 | 16,100 | SH | SOLE |
| COMCAST CORP NEW | CL A | 20030N101 | 2,207 | 67,299 | SH | SOLE |
| COMERICA INC | COM | 200340107 | 292 | 5,200 | SH | SOLE |
| COMPUTER ASSOC INTL INC | COM | 204912109 | 474 | 17,350 | SH | SOLE |
| COMPUTER SCIENCES CORP | COM | 205363104 | 248 | 5,600 | SH | SOLE |
| COMPUWARE CORP | COM | 205638109 | 69 | 11,400 | SH | SOLE |
| CONAGRA FOODS INC | COM | 205887102 | 425 | 16,100 | SH | SOLE |
| CONCORD EFS INC | COM | 206197105 | 217 | 14,600 | SH | SOLE |
| CONOCOPHILLIPS | COM | 20825C104 | 1,336 | 20,382 | SH | SOLE |
| CONSOLIDATED EDISON INC | COM | 209115104 | 288 | 6,700 | SH | SOLE |
| CORNING INC | COM | 219350105 | 416 | 39,850 | SH | SOLE |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 509 | 13,700 | SH | SOLE |
| COUNTRYWIDE FINANCIAL CORP | COM | 222372104 | 415 | 5,467 | SH | SOLE |
| DANAHER CORP DEL | COM | 235851102 | 422 | 4,600 | SH | SOLE |
| DEERE & CO | COM | 244199105 | 468 | 7,200 | SH | SOLE |
| DELL INC | COM | 24702R101 | 2,611 | 76,850 | SH | SOLE |
| DELPHI CORPORATION | COM | 247126105 | 171 | 16,758 | SH | SOLE |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 395 | 6,900 | SH | SOLE |
| DISNEY WALT CO | COM | 254687106 | 1,426 | 61,112 | SH | SOLE |

DISNEY

| | | | | | | |
|-----------------------------|------|-----------|-------|--------|----|------|
| DOLLAR GEN CORP | COM | 256669102 | 210 | 10,018 | SH | SOLE |
| DOMINION RES INC VA NEW | COM | 25746U109 | 618 | 9,684 | SH | SOLE |
| DOVER CORP | COM | 260003108 | 242 | 6,100 | SH | SOLE |
| DOW CHEM CO | COM | 260543103 | 1,143 | 27,493 | SH | SOLE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 1,365 | 29,750 | SH | SOLE |
| DUKE ENERGY CORP | COM | 264399106 | 553 | 27,046 | SH | SOLE |
| DYNEGY INC NEW | CL A | 26816Q101 | 48 | 11,250 | SH | SOLE |
| E M C CORP MASS | COM | 268648102 | 848 | 65,604 | SH | SOLE |
| EASTMAN KODAK CO | COM | 277461109 | 219 | 8,550 | SH | SOLE |
| EATON CORP | COM | 278058102 | 238 | 2,200 | SH | SOLE |
| EBAY INC | COM | 278642103 | 1,241 | 19,200 | SH | SOLE |
| ECOLAB INC | COM | 278865100 | 213 | 7,800 | SH | SOLE |
| EDISON INTL | COM | 281020107 | 213 | 9,700 | SH | SOLE |
| EL PASO CORP | COM | 283361109 | 147 | 17,914 | SH | SOLE |
| ELECTRONIC ARTS INC | COM | 285512109 | 420 | 8,800 | SH | SOLE |
| ELECTRONIC DATA SYS NEW | COM | 285661104 | 351 | 14,300 | SH | SOLE |
| EMERSON ELEC CO | COM | 291011104 | 813 | 12,550 | SH | SOLE |

Page Fair Market Value

34,756 967,028

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|------------------------------|--------|-----------|-------|---------|----|------|
| ENTERGY CORP NEW | COM | 29364G103 | 388 | 6,800 | SH | SOLE |
| EQUITY OFFICE PROPERTIES TRU | COM | 294741103 | 341 | 11,900 | SH | SOLE |
| EQUITY RESIDENTIAL | SH BEN | 29476L107 | 241 | 8,150 | SH | SOLE |
| | INT | | | | | |
| EXELON CORP | COM | 30161N101 | 644 | 9,700 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 8,135 | 198,425 | SH | SOLE |
| FPL GROUP INC | COM | 302571104 | 360 | 5,500 | SH | SOLE |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 1,212 | 20,782 | SH | SOLE |

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|------------------------------|------|----------------|-------|---------|----|------|
| FEDERAL NATL MTG ASSN | COM | 313586109 | 2,188 | 29,150 | SH | SOLE |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 262 | 5,559 | SH | SOLE |
| FEDEX CORP | COM | 31428X106 | 601 | 8,900 | SH | SOLE |
| FIFTH THIRD BANCORP | COM | 316773100 | 1,004 | 16,992 | SH | SOLE |
| FIRST DATA CORP | COM | 319963104 | 908 | 22,100 | SH | SOLE |
| FISERV INC | COM | 337738108 | 229 | 5,800 | SH | SOLE |
| FIRSTENERGY CORP | COM | 337932107 | 341 | 9,700 | SH | SOLE |
| FLEETBOSTON FINL CORP | COM | 339030108 | 1,373 | 31,458 | SH | SOLE |
| FORD MTR CO DEL | COM | PAR 345370860 | 877 | 54,815 | SH | SOLE |
| | | \$0.01 | | | | |
| FOREST LABS INC | COM | 345838106 | 674 | 10,900 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 314 | 4,386 | SH | SOLE |
| FRANKLIN RES INC | COM | 354613101 | 390 | 7,500 | SH | SOLE |
| FREEMPORTMCMORAN COPPER & GO | CL B | 35671D857 | 213 | 5,061 | SH | SOLE |
| GANNETT INC | COM | 364730101 | 722 | 8,100 | SH | SOLE |
| GAP INC DEL | COM | 364760108 | 620 | 26,725 | SH | SOLE |
| GENERAL DYNAMICS CORP | COM | 369550108 | 533 | 5,900 | SH | SOLE |
| GENERAL ELEC CO | COM | 369604103 | 9,281 | 299,584 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 503 | 11,100 | SH | SOLE |
| GENERAL MTRS CORP | COM | 370442105 | 896 | 16,774 | SH | SOLE |
| GENZYME CORP | COM | GENL 372917104 | 325 | 6,600 | SH | SOLE |
| | | DIV | | | | |
| GEORGIA PAC CORP | COM | 373298108 | 234 | 7,618 | SH | SOLE |
| GILLETTE CO | COM | 375766102 | 1,122 | 30,550 | SH | SOLE |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 470 | 4,550 | SH | SOLE |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 1,402 | 14,200 | SH | SOLE |
| GUIDANT CORP | COM | 401698105 | 554 | 9,200 | SH | SOLE |
| HCA INC | COM | 404119109 | 642 | 14,950 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 341 | 13,100 | SH | SOLE |
| HANCOCK JOHN FINL SVCS INC | COM | 41014S106 | 324 | 8,650 | SH | SOLE |
| HARLEY DAVIDSON INC | COM | 412822108 | 428 | 9,000 | SH | SOLE |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 496 | 8,400 | SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 383 | 10,500 | SH | SOLE |
| HERSHEY FOODS CORP | COM | 427866108 | 300 | 3,900 | SH | SOLE |
| HEWLETT PACKARD CO | COM | 428236103 | 2,098 | 91,316 | SH | SOLE |

Page Fair Market Value

42,369 1,074,295

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|------------------------------|-----|-----------|-------|---------|----|------|
| HILTON HOTELS CORP | COM | 432848109 | 194 | 11,300 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 2,440 | 68,750 | SH | SOLE |
| HONEYWELL INTL INC | COM | 438516106 | 861 | 25,757 | SH | SOLE |
| ITT INDS INC IND | COM | 450911102 | 208 | 2,800 | SH | SOLE |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 772 | 9,200 | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 4,793 | 51,718 | SH | SOLE |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 368 | 10,300 | SH | SOLE |
| INTL PAPER CO | COM | 460146103 | 617 | 14,316 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 183 | 11,700 | SH | SOLE |
| INTUIT | COM | 461202103 | 322 | 6,100 | SH | SOLE |
| IPASS INC | COM | 46261V108 | 9,620 | 586,224 | SH | SOLE |
| JDS UNIPHASE CORP | COM | 46612J101 | 156 | 42,800 | SH | SOLE |
| J P MORGAN CHASE & CO | COM | 46625H100 | 2,236 | 60,871 | SH | SOLE |
| JEFFERSON PILOT CORP | COM | 475070108 | 214 | 4,225 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 4,586 | 88,766 | SH | SOLE |
| JOHNSON CTLS INC | COM | 478366107 | 314 | 2,700 | SH | SOLE |
| KLA-TENCOR CORP | COM | 482480100 | 334 | 5,700 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 464 | 12,180 | SH | SOLE |
| KEYCORP NEW | COM | 493267108 | 369 | 12,584 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 892 | 15,100 | SH | SOLE |
| KINDER MORGAN INC KANS | COM | 49455P101 | 219 | 3,700 | SH | SOLE |
| KOHL'S CORP | COM | 500255104 | 458 | 10,200 | SH | SOLE |
| KROGER CO | COM | 501044101 | 416 | 22,450 | SH | SOLE |

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|--------------------------|------|-----------|-------|---------|----|------|
| LSI LOGIC CORP | COM | 502161102 | 100 | 11,300 | SH | SOLE |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 633 | 8,200 | SH | SOLE |
| LEXMARK INTL NEW | CL A | 529771107 | 299 | 3,800 | SH | SOLE |
| LILLY ELI & CO | COM | 532457108 | 2,360 | 33,550 | SH | SOLE |
| LIMITED BRANDS INC | COM | 532716107 | 281 | 15,606 | SH | SOLE |
| LINCOLN NATL CORP IND | COM | 534187109 | 214 | 5,300 | SH | SOLE |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 395 | 9,400 | SH | SOLE |
| LOCKHEED MARTIN CORP | COM | 539830109 | 691 | 13,444 | SH | SOLE |
| LOEWS CORP | COM | 540424108 | 272 | 5,500 | SH | SOLE |
| LOWES COS INC | COM | 548661107 | 1,296 | 23,400 | SH | SOLE |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 353 | 124,411 | SH | SOLE |
| MBIA INC | COM | 55262C100 | 255 | 4,300 | SH | SOLE |
| MBNA CORP | COM | 55262L100 | 949 | 38,180 | SH | SOLE |
| MARATHON OIL CORP | COM | 565849106 | 308 | 9,300 | SH | SOLE |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 764 | 15,958 | SH | SOLE |
| MARSHALL & ILSLEY CORP | COM | 571834100 | 260 | 6,800 | SH | SOLE |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 323 | 7,000 | SH | SOLE |
| MASCO CORP | COM | 574599106 | 386 | 14,100 | SH | SOLE |
| MATTEL INC | COM | 577081102 | 254 | 13,175 | SH | SOLE |

Page Fair Market Value

41,429 1,442,165

| | | | | | | |
|-----------------------------|---------|-----------|-------|---------|----|------|
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 481 | 9,700 | SH | SOLE |
| MAY DEPT STORES CO | COM | 577778103 | 250 | 8,600 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 944 | 38,004 | SH | SOLE |
| MCGRAW HILL COS INC | COM | 580645109 | 399 | 5,700 | SH | SOLE |
| MCKESSON CORP | COM | 58155Q103 | 280 | 8,713 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 276 | 8,130 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 1,768 | 36,362 | SH | SOLE |
| MELLON FINL CORP | COM | 58551A108 | 413 | 12,850 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 3,092 | 66,916 | SH | SOLE |
| MERRILL LYNCH & CO INC | COM | 590188108 | 1,637 | 27,918 | SH | SOLE |
| METLIFE INC | COM | 59156R108 | 764 | 22,700 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 8,850 | 323,350 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 245 | 18,200 | SH | SOLE |
| MONSANTO CO NEW | COM | 61166W101 | 225 | 7,833 | SH | SOLE |
| MOODYS CORP | COM | 615369105 | 272 | 4,500 | SH | SOLE |
| MORGAN STANLEY | COM NEW | 617446448 | 1,884 | 32,556 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 974 | 69,598 | SH | SOLE |
| NATIONAL CITY CORP | COM | 635405103 | 624 | 18,400 | SH | SOLE |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 217 | 5,500 | SH | SOLE |
| NEOMAGIC CORP | COM | 640497103 | 30 | 10,497 | SH | SOLE |
| NETWORK APPLIANCE INC | COM | 64120L104 | 208 | 10,200 | SH | SOLE |
| NEW YORK TIMES CO | CL A | 650111107 | 213 | 4,450 | SH | SOLE |
| NEWMONT MINING CORP | COM | 651639106 | 630 | 12,962 | SH | SOLE |
| NEXTEL COMMUNICATIONS INC | CL A | 65332V103 | 923 | 32,900 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 541 | 7,900 | SH | SOLE |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 276 | 11,650 | SH | SOLE |
| NORTHERN TR CORP | COM | 665859104 | 305 | 6,600 | SH | SOLE |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 524 | 5,479 | SH | SOLE |
| NOVELL INC | COM | 670006105 | 117 | 11,094 | SH | SOLE |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 482 | 11,400 | SH | SOLE |
| OMNICOM GROUP INC | COM | 681919106 | 498 | 5,700 | SH | SOLE |
| ORACLE CORP | COM | 68389X105 | 2,071 | 156,534 | SH | SOLE |
| PG&E CORP | COM | 69331C108 | 341 | 12,296 | SH | SOLE |
| PNC FINL SVCS GROUP | COM | 693475105 | 460 | 8,400 | SH | SOLE |
| PPG INDS INC | COM | 693506107 | 325 | 5,070 | SH | SOLE |
| PPL CORP | COM | 69351T106 | 232 | 5,300 | SH | SOLE |
| PACCAR INC | COM | 693718108 | 294 | 3,450 | SH | SOLE |

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|----------------------|-----|-----------|-------|--------|----|------|
| PARKER HANNIFIN CORP | COM | 701094104 | 211 | 3,550 | SH | SOLE |
| PAYCHEX INC | COM | 704326107 | 419 | 11,275 | SH | SOLE |
| PENNEY J C INC | COM | 708160106 | 214 | 8,128 | SH | SOLE |
| PEOPLESOFT INC | COM | 712713106 | 248 | 10,900 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 2,406 | 51,600 | SH | SOLE |

Page Fair Market Value

35,563 1,132,865

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|------------------------------|-----|---------------|--------|-----------|----|------|
| PFIZER INC | COM | STK 717081103 | 8,227 | 232,864 | SH | SOLE |
| | | USD0.05 | | | | |
| PHELPS DODGE CORP | COM | 717265102 | 201 | 2,643 | SH | SOLE |
| PITNEY BOWES INC | COM | 724479100 | 284 | 7,000 | SH | SOLE |
| PRAXAIR INC | COM | 74005P104 | 369 | 9,662 | SH | SOLE |
| PRINCIPAL FINANCIAL GROUP IN | COM | 74251V102 | 321 | 9,700 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 3,870 | 38,750 | SH | SOLE |
| PROGRESS ENERGY INC | COM | 743263105 | 330 | 7,300 | SH | SOLE |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 543 | 6,500 | SH | SOLE |
| PRUDENTIAL FINL INC | COM | 744320102 | 682 | 16,325 | SH | SOLE |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 298 | 6,794 | SH | SOLE |
| QUALCOMM INC | COM | 747525103 | 1,278 | 23,700 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 227 | 3,100 | SH | SOLE |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 219 | 50,698 | SH | SOLE |
| RAYTHEON CO | COM | NEW 755111507 | 372 | 12,400 | SH | SOLE |
| REGIONS FINL CORP | COM | 758940100 | 249 | 6,700 | SH | SOLE |
| ROHM & HAAS CO | COM | 775371107 | 286 | 6,692 | SH | SOLE |
| SBC COMMUNICATIONS INC | COM | 78387G103 | 2,590 | 99,344 | SH | SOLE |
| SLM CORP | COM | 78442P106 | 509 | 13,500 | SH | SOLE |
| SAFEWAY INC | COM | NEW 786514208 | 289 | 13,200 | SH | SOLE |
| ST JUDE MED INC | COM | 790849103 | 314 | 5,112 | SH | SOLE |
| ST PAUL COS INC | COM | 792860108 | 269 | 6,772 | SH | SOLE |
| SANMINA-SCI CORP | COM | 800907107 | 192 | 15,250 | SH | SOLE |
| SARA LEE CORP | COM | 803111103 | 505 | 23,250 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 764 | 43,950 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 952 | 17,400 | SH | SOLE |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 480 | 40,500 | SH | SOLE |
| SEARS ROEBUCK & CO | COM | 812387108 | 346 | 7,600 | SH | SOLE |
| SEMPRA ENERGY | COM | 816851109 | 200 | 6,660 | SH | SOLE |
| SIEBEL SYS INC | COM | 826170102 | 206 | 14,800 | SH | SOLE |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 269 | 5,800 | SH | SOLE |
| SOLECTRON CORP | COM | 834182107 | 147 | 24,800 | SH | SOLE |
| SOUTHERN CO | COM | 842587107 | 658 | 21,750 | SH | SOLE |
| SOUTHTRUST CORP | COM | 844730101 | 331 | 10,100 | SH | SOLE |
| SOUTHWEST AIRLS CO | COM | 844741108 | 377 | 23,375 | SH | SOLE |
| SPRINT CORP | COM | FON 852061100 | 443 | 26,966 | SH | SOLE |
| | | GROUP | | | | |
| SPRINT CORP | PCS | COM 852061506 | 174 | 30,908 | SH | SOLE |
| | | SER 1 | | | | |
| STANDARD MICROSYSTEMS CORP | COM | 853626109 | 40,414 | 1,542,506 | SH | SOLE |
| STAPLES INC | COM | 855030102 | 400 | 14,650 | SH | SOLE |
| STARBUCKS CORP | COM | 855244109 | 388 | 11,700 | SH | SOLE |

Page Fair Market Value

68,973 2,460,721

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|------------------------------|--------|-----------|-----|--------|----|------|
| STARWOOD HOTELS&RESORTS WRLD | PAIRED | 85590A203 | 216 | 6,000 | SH | SOLE |
| | CTF | | | | | |
| STATE STR CORP | COM | 857477103 | 521 | 10,000 | SH | SOLE |
| STRYKER CORP | COM | 863667101 | 510 | 6,000 | SH | SOLE |
| SUN MICROSYSTEMS INC | COM | 866810104 | 432 | 96,614 | SH | SOLE |
| SUNGARD DATA SYS INC | COM | 867363103 | 237 | 8,550 | SH | SOLE |

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|----------------------------------|---------|-----------|-------|---------|----|------|
| SUNTRUST BKS INC | COM | 867914103 | 601 | 8,400 | SH | SOLE |
| SYMANTEC CORP | COM | 871503108 | 314 | 9,100 | SH | SOLE |
| SYNOVUS FINL CORP | COM | 87161C105 | 262 | 9,050 | SH | SOLE |
| SYSCO CORP | COM | 871829107 | 722 | 19,400 | SH | SOLE |
| TJX COS INC NEW | COM | 872540109 | 337 | 15,300 | SH | SOLE |
| TXU CORP | COM | 873168108 | 228 | 9,602 | SH | SOLE |
| TARGET CORP | COM | 87612E106 | 1,046 | 27,250 | SH | SOLE |
| TELLABS INC | COM | 879664100 | 103 | 12,300 | SH | SOLE |
| TENET HEALTHCARE CORP | COM | 88033G100 | 223 | 13,874 | SH | SOLE |
| TEXAS INSTRS INC | COM | 882508104 | 1,522 | 51,800 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 234 | 4,100 | SH | SOLE |
| 3M CO | COM | 88579Y101 | 1,990 | 23,400 | SH | SOLE |
| TIME WARNER INC | COM NEW | 887317105 | 2,429 | 134,995 | SH | SOLE |
| TRAVELERS PPTY CAS CORP NEW | CL B | 89420G406 | 511 | 30,122 | SH | SOLE |
| TRIBUNE CO NEW | COM | 896047107 | 486 | 9,426 | SH | SOLE |
| TYCO INTL LTD NEW | COM | 902124106 | 1,582 | 59,680 | SH | SOLE |
| US BANCORP DEL | COM NEW | 902973304 | 1,717 | 57,647 | SH | SOLE |
| UNION PAC CORP | COM | 907818108 | 528 | 7,600 | SH | SOLE |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 2,509 | 33,650 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 1,327 | 14,000 | SH | SOLE |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 1,039 | 17,852 | SH | SOLE |
| UNIVISION COMMUNICATIONS INC | CL A | 914906102 | 381 | 9,600 | SH | SOLE |
| UNOCAL CORP | COM | 915289102 | 285 | 7,750 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 2,891 | 82,398 | SH | SOLE |
| VERITAS SOFTWARE CO | COM | 923436109 | 471 | 12,715 | SH | SOLE |
| VIACOM INC | CL B | 925524308 | 2,331 | 52,527 | SH | SOLE |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 1,854 | 39,791 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 6,931 | 130,652 | SH | SOLE |
| WALGREEN CO | COM | 931422109 | 1,115 | 30,650 | SH | SOLE |
| WASHINGTON MUT INC | COM | 939322103 | 1,106 | 27,573 | SH | SOLE |
| WASTE MGMT INC DEL | COM | 94106L109 | 523 | 17,663 | SH | SOLE |
| WELLPOINT HEALTH NETWORK INC NEW | COM | 94973H108 | 427 | 4,400 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 2,955 | 50,174 | SH | SOLE |
| WEYERHAEUSER CO | COM | 962166104 | 417 | 6,517 | SH | SOLE |
| WILLIAMS COS INC DEL | COM | 969457100 | 152 | 15,500 | SH | SOLE |
| WRIGLEY WM JR CO | COM | 982526105 | 377 | 6,700 | SH | SOLE |

Page Fair Market Value

43,842 1,190,322

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|----------------------------|-----|-----------|-------|--------|----|---------|
| WYETH | COM | 983024100 | 1,691 | 39,826 | SH | SOLE |
| XCEL ENERGY INC | COM | 98389B100 | 203 | 11,935 | SH | SOLE |
| XILINX INC | COM | 983919101 | 394 | 10,200 | SH | SOLE |
| XEROX CORP | COM | 984121103 | 326 | 23,600 | SH | SOLE |
| YAHOO INC | COM | 984332106 | 876 | 19,450 | SH | SOLE |
| YUM BRANDS INC | COM | 988498101 | 302 | 8,784 | SH | SOLE |
| ZHONE TECHNOLOGIES INC NEW | COM | 98951P108 | 2,468 | 92,903 | SH | DEFINED |
| ZIMMER HLDGS INC | COM | 98956P102 | 478 | 6,789 | SH | SOLE |

Page Fair Market Value

6,738 213,487

REPORT TOTAL

334,579 10,079,134