

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	February 28, 2011
Estimated average burden hours per response...	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLEY, VERN			2. Date of Event Requiring Statement (Month/Day/Year) 10/29/2008		3. Issuer Name and Ticker or Trading Symbol INTERSIL CORP/DE [ISIL]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Human Resources		5. If Amendment, Date of Original Filed (Month/Day/Year)		
Intersil Corporation, 1001 Murphy Ranch Road					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) Milpitas, CA 95035							
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned				

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	04/01/2005 <u>(1)</u>	04/01/2011	Common Stock	10,000	\$22.77	D	
Stock Option (Right to	04/01/2005	07/01/2011	Common	10,000	\$19.3	D	

Buy)	(1)		Stock				
Stock Option (Right to Buy)	04/01/2005 (1)	10/01/2011	Common Stock	4,800	\$17.29	D	
Stock Option (Right to Buy)	04/01/2005 (1)	01/03/2012	Common Stock	4,000	\$16.21	D	
Stock Option (Right to Buy)	09/01/2005 (2)	09/01/2011	Common Stock	11,500	\$17.16	D	
Stock Option (Right to Buy)	04/01/2006 (3)	04/01/2012	Common Stock	7,500	\$17.08	D	
Stock Option (Right to Buy)	04/01/2006 (3)	07/01/2012	Common Stock	7,500	\$19	D	
Stock Option (Right to Buy)	04/01/2006 (3)	10/03/2012	Common Stock	4,219	\$22.06	D	
Stock Option (Right to Buy)	04/01/2006 (3)	01/03/2013	Common Stock	4,219	\$25.35	D	
Stock Option (Right to Buy)	09/01/2006 (2)	09/01/2012	Common Stock	10,313	\$20.73	D	
Stock Option (Right to Buy)	04/03/2007 (2)	04/03/2013	Common Stock	47,500	\$26.42	D	
Stock Option (Right to Buy)	04/02/2008 (2)	04/02/2014	Common Stock	35,000	\$26.77	D	
Stock Option (Right to Buy)	04/01/2009 (2)	04/01/2015	Common Stock	35,000	\$26.42	D	
Deferred Stock Units	04/03/2009	04/03/2009	Common Stock	8,500 ⁽⁴⁾	\$0	D	
Deferred Stock Units	04/02/2010	04/02/2010	Common Stock	6,000 ⁽⁵⁾	\$0	D	
Deferred Stock Units	04/01/2011	04/01/2011	Common Stocks	8,000 ⁽⁵⁾	\$0	D	
Restricted Stock Units	10/01/2009 (6)	10/01/2012	Common Stocks	4,000	\$0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY, VERN Intersil Corporation 1001 Murphy Ranch Road Milpitas, CA 95035			SVP, Human Resources	

Signatures

Vern Kelley

11/07/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

Reporting person received a stock option grant for 40,000 shares to be issued quarterly at 10,000 shares per quarter and priced at the fair market value of Intersil's Common Stock as reported on Nasdaq at the close of market on the

(1) first trading day of each quarter. Quarterly grants were issued on 4/1/04, 7/1/04, 10/1/04 and 1/3/05. Each quarterly grant vested 25% on 4/1/2005 and then quarterly thereafter with each quarterly issuance becoming fully vested on 4/1/2008.

This option becomes exercisable as it vests. Options outstanding vest over a 4 year period with 25% of the options

(2) becoming exercisable upon the first anniversary of the date of grant with remaining options vesting at 6.25% per quarter thereafter.

Reporting person received a stock option grant for 30,000 shares to be issued quarterly at 7,500 shares per quarter and priced at the fair market value of Intersil's Common Stock as reported on Nasdaq at the close of market on the

(3) first trading day of each quarter. Quarterly grants were issued on 4/1/05, 7/1/05, 10/3/05 and 1/3/06. Each quarterly grant vested 25% on 4/1/2006 and then quarterly thereafter with each quarterly issuance becoming fully vested on 4/1/2009.

This award of Deferred Stock Units is performance-based (PDSUs). The number of performance shares ultimately earned could range from 0-200% of the total number of PDSUs granted based upon Intersil's revenue growth and

(4) Intersil's growth in operating income over a 3 year period relative to its peer group (as determined by the Compensation Committee of the Board of Directors). PDSUs are paid in Common Stock upon vesting. Recipient of this award may elect to defer receipt of Common Stock by making a deferral election in accordance with the terms of the Plan.

This award of Deferred Stock Units is performance-based (PDSUs). The number of performance shares ultimately earned could range from 0-150% of the total number of PDSUs granted based upon Intersil's revenue growth and

(5) Intersil's growth in operating income over a 3 year period relative to its peer group (as determined by the Compensation Committee of the Board of Directors). PDSUs are paid in Common Stock upon vesting. Recipient of this award may elect to defer receipt of Common Stock by making a deferral election in accordance with the terms of the Plan.

(6) This Restricted Stock Units (RSUs) award vests 25% annually on the award date and becomes fully vested 4 years from the date of award. Each RSU has the economic equivalent of one share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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