

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 * KENNEDY JONATHAN (Last) (First) (Middle) Intersil Corporation, 1001 Murphy Ranch Road (Street) Milpitas, CA 95035 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/03/2008 | 3. Issuer Name and Ticker or Trading Symbol INTERSIL CORP/DE [ISIL] | | |
| | | 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) Chief Financial Officer | | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| | | 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 | | |

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) |
|------------------------------------|--|--|--|
| Common Stock | 959 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 07/01/2008 | 07/01/2011 | Common Stock | 1,250 | \$19.3 | D | |
| Stock Option (right to buy) | 12/23/2008 | 12/23/2011 | Common Stock | 1,250 | \$15.91 | D | |
| Stock Option (right to buy) | 04/01/2006 | 04/01/2012 | Common Stock | 782 ⁽¹⁾ | \$17.08 | D | |
| Stock Option (right to buy) | 04/01/2006 | 04/01/2012 | Common Stock | 3,125 ⁽²⁾ | \$17.08 | D | |
| Stock Option (right to buy) | 04/01/2006 | 07/01/2012 | Common Stock | 1,094 ⁽¹⁾ | \$19 | D | |
| Stock Option (right to buy) | 04/01/2006 | 10/03/2012 | Common Stock | 1,094 ⁽¹⁾ | \$22.06 | D | |

| | | | | | | | |
|-----------------------------|------------|------------|-----------------------------|-----------------------|---------|---|--|
| Stock Option (right to buy) | 04/01/2006 | 01/03/2013 | Common Stock | 2,500 ⁽¹⁾ | \$25.35 | D | |
| Stock Option (right to buy) | 04/02/2008 | 04/02/2014 | Common Stock | 2,400 ⁽²⁾ | \$26.77 | D | |
| Stock Option (right to buy) | 04/01/2009 | 04/01/2015 | Common Stock | 4,000 ⁽²⁾ | \$26.42 | D | |
| Stock Option (right to buy) | 04/03/2007 | 04/03/2013 | Common Stock | 10,000 ⁽²⁾ | \$29.3 | D | |
| Restricted Stock Units | 04/02/2009 | 04/02/2011 | Common Stock ⁽³⁾ | 900 ⁽⁴⁾ | \$0 | D | |
| Restricted Stock Units | 04/01/2009 | 04/01/2012 | Common Stock ⁽³⁾ | 2,000 ⁽⁵⁾ | \$0 | D | |
| Restricted Stock Units | 11/01/2009 | 11/01/2010 | Common Stock ⁽³⁾ | 1,000 ⁽⁶⁾ | \$0 | D | |
| Restricted Stock Units | 07/01/2009 | 07/01/2012 | Common Stock ⁽³⁾ | 3,000 ⁽⁵⁾ | \$0 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY JONATHAN Intersil Corporation 1001 Murphy Ranch Road Milpitas, CA 95035 | | | Chief Financial Officer | |

Signatures

Jonathan Kennedy
**Signature of Reporting Person

12/12/2008
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 2,500 shares to be issued quarterly at 625 shares per quarter and priced at the fair market value of Intersil's Common Stock as reported on Nasdaq at the
- (1) close of market on the first trading day of each quarter. Quarterly grants were issued on 04/1/05, 07/1/05, 10/3/05 and 1/3/06. Each quarterly grant vested 25% on 4/1/06 and then quarterly thereafter with each quarterly issuance becoming fully vested on 4/1/09.
 - (2) This option shall become exercisable as it vests. Options outstanding vest over a 4 year period with 25% of the options becoming exercisable upon the first anniversary of the date of grant with remaining options vesting at 6.25% per quarter thereafter.
 - (3) Reflects the receipt of Common Stock upon the vesting of Restricted Stock Units. Each Restricted Stock Unit has the economic equivalent of one share of Intersil Common Stock.

This award of Restricted Stock Units (RSUs) vests 25% annually on the award date and becomes fully vested 4 years from the date of award. On 04/2/08, 25% of this award became vested and was

- (4) released.
- (5) This award of Restricted Stock Units (RSUs) vests 25% annually on the award date and becomes fully vested 4 years from the date of award.
- (6) This award of Restricted Stock Units (RSUs) vests 25% annually on the award date and becomes fully vested 4 years from the date of award. On 11/1/07 and 11/1/08, 25% of this award (50% total) became vested and was released.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.