**INTEL CORP** Form 4 July 20, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

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may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HUNDT REED E** Issuer Symbol INTEL CORP [INTC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title MC KINSEY & COMPANY, 600 07/16/2009 below) 14TH STREET N.W. #300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting WASHINGTON, DC 20005

(State)

(Zin)

(City)

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date		3.	4. Securities		5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	onAcquired (A) or Disposed of (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(2110421 2)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
				(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	07/17/2009		M	2,225	A	\$0	29,789	D	
Common Stock	07/20/2009		M	1,918	A	\$0	31,707	D	
Common Stock	07/21/2009		M	2,824	A	\$0	34,531	D	

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an Underlyin (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 (1)	07/16/2009		A	3,500		07/16/2012(2)	(2)	Commo Stock
Restricted Stock Units	\$ 0 (3)	07/16/2009		A	4,790		07/16/2010(4)	<u>(4)</u>	Commo Stock
Restricted Stock Units	\$ 0 (3)	07/17/2009		M		2,225	07/17/2009(4)	<u>(4)</u>	Commo Stock
Restricted Stock Units	\$ 0 (3)	07/20/2009		M		1,918	07/19/2008(4)	<u>(4)</u>	Commo Stock
Restricted Stock Units	\$ 0 (3)	07/21/2009		M		2,824	07/21/2007(4)	<u>(4)</u>	Commo

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>FB</b>	Director	10% Owner	Officer	Other		
HUNDT REED E MC KINSEY & COMPANY 600 14TH STREET N.W. #300 WASHINGTON, DC 20005	X					

## **Signatures**

/s/ Wendy Yemington, attorney-in-fact 07/20/2009

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(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).

(1)

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Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on the grant date and ending on the third anniversay of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.

- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- Unless earlier forfeited under the terms of the RSU, 33 1/3% of the award vests and converts into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- Column 9 reports the number of shares underlying the option or RSU that is the subject of the transaction reported on this Form 4. Previously, the Reporting Person's Forms 4 reported the aggregate number of shares subject to all options or RSUs held. As of the date of this Report and after taking into account the transaction(s) reported on this Form 4, the Reporting Person held options covering an aggregate of 99,000 shares and RSUs of 14,659 shares of Intel common stock.

#### **Remarks:**

#### Exhibit 24 - Confirming Statement

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.