**INTEL CORP** Form 4 January 26, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

Stock

Common

Stock

| (Print or Type F                     | Responses)                                  |  |   |                     |  |   |  |   |
|--------------------------------------|---|--|---|---------------------|--|---|--|---|
| 1. Name and A                        | Symbol                                      | 2. Issuer Name <b>and</b> Ticker or Trading Symbol INTEL CORP [INTC] |   |                     | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |   |  |   |
|                                      | (First) (M<br>RPORATION, 22<br>COLLEGE BLVD | (Month/I<br>00 01/22/2   | of Earliest To<br>Day/Year)<br>2010     | ransaction          |  | _X_ Director<br>_X_ Officer (gives below)   | 109  | % Owner<br>ner (specify   |
| SANTA CL                             | (Street) ARA, CA 95054                      |  | endment, Da<br>nth/Day/Year             | _                   | .1   | 6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person                                      | One Reporting P  | erson   |
| (City)                               | (State)                                     | (Zip) Tab  | le I - Non-I                            | Derivative          | Securities A   | cquired, Disposed o   | of, or Beneficia   | ally Owned  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year)        | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)          | 3.<br>Transaction<br>Code<br>(Instr. 8) | Disposed (Instr. 3, | (A) or of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      |   |  |   |                     |  | 340,439   | D  |   |
| Common                               |   |  |   |                     |  | 2,953.8337  | I  | By<br>Employee  |

Benefit Plan Trust

Benefit

Plan Trust (spouse)

By Employee

1,451.754

Ι

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| Common<br>Stock | 700                 | I | By Self for<br>Daughter            |
|-----------------|---------------------|---|------------------------------------|
| Common<br>Stock | 440,324.3924<br>(1) | I | By Trust<br>for Self and<br>Spouse |

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

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.

SEC 1474

(9-02)

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

| 1. Title of Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title<br>Underly<br>(Instr. 3 |
|--|---|--------------------------------------|---|---|---------|--|--------------------|----------------------------------|
|  |   |                                      |   | Code V  | (A) (D) | Date Exercisable   | Expiration<br>Date | Title                            |
| Performance-based<br>Restricted Stock<br>Units   | \$ 0 (2)  | 01/22/2010                           |   | A   | 231,680 | 02/22/2013(3)  | (3)                | Comr                             |
| Employee Stock<br>Option (Right to<br>Buy)       | \$ 20.3   | 01/22/2010                           |   | A   | 250,000 | 01/22/2011(4)  | 01/22/2017         | Comr                             |

Relationshine

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |  |  |
|---|---------------|-----------|-------------------|-------|--|--|
|   | Director      | 10% Owner | Officer           | Other |  |  |
| OTELLINI PAUL S<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 | X             |           | PRESIDENT AND CEO |       |  |  |

## **Signatures**

/s/ Wendy Yemington,
attorney-in-fact

\*\*Signature of Reporting Person

Date

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### **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) Includes 4,482.347 shares acquired under the Alex Brown Dividend Reinvestment Program in Sept. and Dec. 2009.

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.
- (4) The option vests in four equal annual installments beginning on the first anniversary of the grant date.

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.