

INTEL CORP  
Form 4  
April 25, 2006

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SODHANI ARVIND

(Last) (First) (Middle)

INTEL CORPORATION, 2200  
MISSION COLLEGE BLVD.

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

INTEL CORP [INTC]

3. Date of Earliest Transaction  
(Month/Day/Year)

04/21/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON                                |                                         |                                                             |                                      |                                                                            | 772,006 <sup>(1)</sup>                                                                                             | D                                                                    |                                                                   |
| COMMON                                |                                         |                                                             |                                      |                                                                            | 4,000                                                                                                              | I                                                                    | Held by<br>mother                                                 |
| COMMON                                |                                         |                                                             |                                      |                                                                            | 32                                                                                                                 | I                                                                    | By<br>Employee<br>Benefit<br>Plan Trust                           |

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  
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SEC 1474  
(9-02)

**displays a currently valid OMB control 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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Fair Value of Derivative Security at End of Reporting Period (Instr. 9) |         |        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|----------------------------------------------------------------------------|---------|--------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date                                                            | Title   | Amount |
| Employee Option (right to buy)             | \$ 19.51                                               | 04/21/2006                           |                                                    | A                              |                                                                                         | 35,000                                                   |     | 04/21/2007                                                  | 04/21/2013                                                                 | COM.STK | 3      |
| Employee Option (right to buy)             | \$ 19.51                                               | 04/21/2006                           |                                                    | A                              |                                                                                         | 35,000                                                   |     | 04/21/2008                                                  | 04/21/2013                                                                 | COM.STK | 3      |
| Employee Option (right to buy)             | \$ 19.51                                               | 04/21/2006                           |                                                    | A                              |                                                                                         | 35,000                                                   |     | 04/21/2009                                                  | 04/21/2013                                                                 | COM.STK | 3      |
| Employee Option (right to buy)             | \$ 19.51                                               | 04/21/2006                           |                                                    | A                              |                                                                                         | 35,000                                                   |     | 04/21/2010                                                  | 04/21/2013                                                                 | COM.STK | 3      |
| Restricted Stock Units                     | (2)                                                    | 04/21/2006                           |                                                    | A                              |                                                                                         | 3,000                                                    |     | 04/21/2007(3)                                               | 04/21/2007(3)                                                              | COM.STK | 3      |
| Restricted Stock Units                     | (2)                                                    | 04/21/2006                           |                                                    | A                              |                                                                                         | 3,000                                                    |     | 04/21/2008(3)                                               | 04/21/2008(3)                                                              | COM.STK | 3      |
| Restricted Stock Units                     | (2)                                                    | 04/21/2006                           |                                                    | A                              |                                                                                         | 3,000                                                    |     | 04/21/2009(3)                                               | 04/21/2009(3)                                                              | COM.STK | 3      |
| Restricted Stock Units                     | (2)                                                    | 04/21/2006                           |                                                    | A                              |                                                                                         | 3,000                                                    |     | 04/21/2010(3)                                               | 04/21/2010(3)                                                              | COM.STK | 3      |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                       |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer               | Other |
| SODHANI ARVIND<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | SENIOR VICE PRESIDENT |       |

## Signatures

ARVIND  
SODHANI                      04/24/2006

\*\*Signature of                      Date  
Reporting Person

## 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 917 shares acquired under the Intel Corporation Stock Participation Plan during February, 2006.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (3) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts into common stock on each 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.  
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