

INTEL CORP  
Form 4  
April 18, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KILROY THOMAS M**

(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)  
**04/17/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**VP DIGITAL ENTERPRISE GRP**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
COMMON				(A) or (D)	24,312	I	By Family Trust

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

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SEC 1474 (9-02)

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

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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)
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	40,000	04/17/2009 04/17/2015	COM.STK 4
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	40,000	04/17/2010 04/17/2015	COM.STK 4
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	40,000	04/17/2011 04/17/2015	COM.STK 4
Employee Option (right to buy)	\$ 22.11	04/17/2008		A	40,000	04/17/2012 04/17/2015	COM.STK 4
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/17/2008		A	5,750	04/17/2009 <sup>(2)</sup> 04/17/2009 <sup>(2)</sup>	COM.STK
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/17/2008		A	5,750	04/17/2010 <sup>(2)</sup> 04/17/2010 <sup>(2)</sup>	COM.STK
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/17/2008		A	5,750	04/17/2011 <sup>(2)</sup> 04/17/2011 <sup>(2)</sup>	COM.STK
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/17/2008		A	5,750	04/17/2012 <sup>(2)</sup> 04/17/2012 <sup>(2)</sup>	COM.STK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILROY THOMAS M			VP DIGITAL ENTERPRISE GRP	

INTEL CORPORATION  
2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA 95054

## Signatures

THOMAS M.  
KILROY

04/18/2008

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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
  - (2) 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, unless that date falls on a non-business date, in which case the next business date shall apply.

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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