

INTEL CORP
Form 4
April 22, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER ROBERT JAYMES

(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)

04/20/2009

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 below) ____ Other (specify below)

SR VP, GM TECH & MFG GRP

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/20/2009		M	(A) or (D) Amount (1) 4,462.5 Price \$ 0	149,103.5	D	
Common Stock	04/20/2009		F	(A) or (D) Amount (2) 1,557.5 Price \$ 15.185	147,546	D	
Common Stock - Former Spouse	04/20/2009		M	(A) or (D) Amount (1) 1,912.5 Price \$ 0	130,961.5	I	By Former Spouse
Common Stock - Former	04/20/2009		F	(A) or (D) Amount (2) 667.5 Price \$ 15.185	130,294	I	By Former Spouse

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Spouse									
Common Stock	04/21/2009	M	2,100 <u>(1)</u>	A	\$ 0	149,646	D		
Common Stock	04/21/2009	F	877 <u>(2)</u>	D	\$ 15.24	148,769	D		
Common Stock - Former Spouse	04/21/2009	M	900 <u>(1)</u>	A	\$ 0	131,194	I		By Former Spouse
Common Stock - Former Spouse	04/21/2009	F	376 <u>(2)</u>	D	\$ 15.24	130,818	I		By Former Spouse
Common Stock						1,555.719	I		By Employee Benefit Plan Trust

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

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(9-02)

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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	04/20/2009		M		4,462.5		04/19/2008 ⁽⁴⁾	⁽⁴⁾	Common Stock	4,462.5
Restricted Stock Units - Former Spouse	\$ 0 ⁽³⁾	04/20/2009		M		1,912.5		04/19/2008 ⁽⁴⁾	⁽⁴⁾	Common Stock	1,912.5
	\$ 0 ⁽³⁾	04/21/2009		M		2,100		04/21/2007 ⁽⁴⁾	⁽⁴⁾		2,100

Restricted
Stock
Units

Common
Stock

Restricted
Stock

Units - \$ 0 ⁽³⁾ 04/21/2009
Former
Spouse

M 900 04/21/2007⁽⁴⁾ ⁽⁴⁾ Common Stock 900

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAKER ROBERT JAYMES INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	SR VP, GM TECH & MFG GRP

Signatures

/s/ Lulu De Guia,
attorney-in-fact 04/22/2009

__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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) 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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