

KILROY THOMAS M  
Form 4  
November 03, 2009

**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)  
**10/30/2009**

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, GM SALES & MARKETING 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(Instr. 3, 4, and 5) (A)	(D)			
Employee Stock Option (Right to Buy)	\$ 25.6875	10/30/2009	D		5,908	03/21/2002 <sup>(1)</sup>	03/21/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 38.8125	10/30/2009	D		10,000	10/10/2004 <sup>(3)</sup>	10/10/2010	Common Stock
Employee Stock Option (Right to Buy)	\$ 31.83	10/30/2009	D		5,000	10/16/2004 <sup>(5)</sup>	10/16/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 26.995	10/30/2009	D		16,500	04/15/2005 <sup>(5)</sup>	04/15/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.225	10/30/2009	D		14,520	04/10/2006	04/10/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 31.945	10/30/2009	D		10,000	11/27/2006	11/27/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.325	10/30/2009	D		10,800	04/09/2007	04/09/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.365	10/30/2009	D		10,800	04/13/2007	10/31/2011	Common Stock
	\$ 21.52	10/30/2009	D		125,000	04/19/2008 <sup>(5)</sup>	04/19/2014	

Employee  
Stock  
Option  
(Right to  
Buy)

Commo  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 22.11

10/30/2009

D

160,000

04/17/2009<sup>(5)</sup>

04/17/2015

Commo  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 19.04

10/30/2009

A

260,646

10/30/2010<sup>(14)</sup>

10/30/2016

Commo  
Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

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

VP, GM SALES & MARKETING GRP

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

11/03/2009

\*\*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) This option vests in two equal annual installments beginning on the first anniversary of the grant date.

(2) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,313 shares.

(3) This option vests in two equal annual installments beginning on the fourth anniversary of the grant date.

(4) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 94 shares.

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

(6) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,852 shares.

(7) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 9,166 shares.

(8) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 4,149 shares.

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- (9) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 1,087 shares.
- (10) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 2,400 shares.
- (11) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 3,086 shares.
- (12) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 104,166 shares.
- (13) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 133,333 shares.
- (14) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (15) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 260,646 shares.

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.