**INTEL CORP** Form 4 July 26, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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

Check this box

**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(b).

(Last)

See Instruction

1. Name and Address of Reporting Person \* YOFFIE DAVID B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

INTEL CORP [INTC]

(Check all applicable)

HARVARD BUSINESS

(First)

SCHOOL, MORGAN HALL 215. SOLDIERS FIELD PARK RD

3. Date of Earliest Transaction

(Month/Day/Year) 07/22/2011

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

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**BOSTON, MA 02163** 

(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transaction	4. Securities actionAcquired (A) or		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
(Ilisu. 3)		any (Month/Day/Year)	(Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	07/22/2011		M	1,576 (1)	A	\$0	5,398	D	
Common Stock	07/22/2011		M	6,666 (1)	A	\$0	12,064	D	
Common Stock							164,176	I	Joint account with spouse

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 (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. Transactic Code (Instr. 8)	5. Numb orDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	Expiration Date		7. Title ar Underlyir (Instr. 3 a
							Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Restricted Stock Units	\$ 0 (2)	07/22/2011		M		1,576	07/22/2011(3)	(3)	Commo
Restricted Stock Units	\$ 0 (2)	07/22/2011		M		6,666	07/22/2011(3)	(3)	Commo
Performance-based Restricted Stock Units	\$ 0 (4)	07/22/2011		A	3,104		07/22/2014(5)	<u>(5)</u>	Commo
Restricted Stock Units	\$ 0 (2)	07/22/2011		A	4,455		07/22/2012(3)	(3)	Commo

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
YOFFIE DAVID B HARVARD BUSINESS SCHOOL MORGAN HALL 215, SOLDIERS FIELD PARK RD BOSTON, MA 02163	X					

### **Signatures**

/s/ Wendy Yemington, attorney-in-fact

\*\*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.

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- (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, 33 1/3% 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.
  - Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% 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 January 24, 2011 and ending on January 24, 2014, 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 50% and no more than 200% of one share of Intel common stock three years 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.

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.