INTEL CORP Form 4 July 27, 2011

FORM 4

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

OMB APPROVAL

2005

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

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response...

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting Person * OTELLINI PAUL S			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chook an approach)		
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			(Month/Day/Year) 07/25/2011	X Director 10% OwnerX Officer (give title Other (specify below) PRESIDENT AND CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SANTA CLA	ARA, CA 9	5054	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	e Secu	rities Acc	quired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	07/25/2011		M	10,908 (1)	A	\$ 0	397,052	D	
Common Stock	07/25/2011		F	4,934 (2)	D	\$ 23.04	392,118	D	
Common Stock							3,096.2007 (3)	I	By Employee Benefit Plan Trust
Common Stock							1,521.725 <u>(4)</u>	I	By Employee Benefit

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			Plan Trust (spouse)				
Common Stock	700	I	By Self for Daughter				
Common Stock	461,791.2391 (5)	I	By Trust for Self and Spouse				
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 required to respond unless the form displays a currently valid OMB control number.							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned							

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (6)	07/25/2011		M	10,908	04/24/2011(7)	<u>(7)</u>	Common Stock	10,908

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
OTELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		PRESIDENT AND CEO			

Signatures

/s/ Wendy Yemington, attorney-in-fact	07/27/2011
**Signature of Reporting Person	Date

Reporting Owners 2

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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) Includes 24.863 shares acquired via dividend reinvestment in June 2011.
- (4) Includes 12.22 shares acquired via dividend reinvestment in June 2011.
- (5) Includes 3,673.054 shares acquired under the Alex Brown Dividend Reinvestment Program on June 1, 2011.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
 - Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly transfers beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date
- (7) equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, 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.