INTEL CORP Form 4 July 27, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SODHANI ARVIND Issuer Symbol INTEL CORP [INTC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ __ Other (specify INTEL CORPORATION, 2200 07/25/2011 below) MISSION COLLEGE BLVD. EXEC. VP; PRES. INTEL CAPITAL (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SANTA CLARA, CA 95054 Person

| (City) | (State) | (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) | 2A. Deemed Execution Date, if any (Month/Day/Year) | med 3. 4. Securities A on Date, if Transaction(A) or Dispose Code (Instr. 3, 4 and | | | d of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 07/25/2011 | | M | 4,032 (1) | A | \$0 | 259,724 | D | |
| Common Stock | 07/25/2011 | | F | 1,824 (2) | D | \$ 23.04 | 257,900 | D | |
| Common Stock | | | | | | | 36.716 <u>(3)</u> | I | By Employee Benefit Plan Trust |
| Common Stock | | | | | | | 2,000 | I | Held by Mother |

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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. Transact Code (Instr. 8) | 5. Number iom f Derivative 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 | , | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 (4) | 07/25/2011 | | M | 4,032 | 04/24/2011(5) | <u>(5)</u> | Common Stock | 4,032 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EXEC. VP; PRES. INTEL CAPITAL

Signatures

/s/ Wendy Yemington, attorney-in-fact 07/27/2011

**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) Includes 0.294 shares acquired via dividend reinvestment in June 2011.
- (4) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

Reporting Owners 2

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Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially (5) 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.