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| Melamed An | rthur Douglas | | | | | | | | | | |
|---|---|----------|---------------------------------------|--|------------|-----------|------------|---|---------------------------------------|--------------------------|--|
| Form 4 | | | | | | | | | | | |
| January 26, | | | | | | | | | | | |
| FORM | 14 UNITED | STATES | SECU | DITIES A | ND FY | снл | NCF C | OMMISSION | | PROVAL | |
| | UNITED | SIAILS | | shington. | | | | 011111551011 | OMB Number: | 3235-0287 | |
| Check this box | | | | | , 2001-0 | | | | Expires: | January 31, | |
| if no lon | | MENT O | F CHAN | IGES IN BENEFICIAL OWNERSHIP OF | | | | | 2005 | | |
| subject to STATEMENT OF CHAR Section 16. | | | | SECURITIES | | | | | Estimated average burden hours per | | |
| Form 4 c | | | | | | | | | response | 0.5 | |
| | Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section | | | | | | | | | | |
| may con | tinue. Section 170 | | | • | • | - | • | | 1 | | |
| <i>See</i> Instr 1(b). | uction | 50(II) | of the fi | ivestment | Compa | IY AC | 21 01 1940 | 0 | | | |
| 1(0). | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| | | ~ * | | | | | | | | <i>(</i>) | |
| | Address of Reporting | Person _ | | r Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| Melamed Arthur Douglas Symbol | | | | | | | | | | | |
| (-) | | | | | | | | | k all applicable) | | |
| (Last) | (First) (| Middle) | | f Earliest T | ransaction | | | Director | 100/- | Owner | |
| 2200 MISS | ION COLLEGE | BLVD. | (Month/1 01/24/2 | Day/Year) 012 | | | | Difector X Officer (give | | r (specify | |
| | | | 01/2 1/2 | 012 | | | | below) | below) General Couns | al | |
| | (Cture et) | | 4 10 4 | 1 | | | | , | | | |
| | | | | endment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| | | | T fied(Mo | iitii/Day/Tea | 1) | | | _X_ Form filed by O | | | |
| SANTA CL | ARA, CA 95054 | Ļ | | | | | | Form filed by M Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | T 1 | | . | C | | | D @ • U | 0 1 | |
| | | - | | | | | - | uired, Disposed of, | | • | |
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | | · · · · · · · · · · · · · · · · · · · | | | | | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect | |
| (Instr. 3) | (Wolding Duy, Fear) | any | i Dute, ii | Code (Instr. 3, 4 and 5) | | | | Beneficially | • | Beneficial | |
| | | (Month/E | Day/Year) (Instr. 8) | | | | | Owned | Ownership | | |
| | | | | | | | | Following Reported | Indirect (I) (Instr. 4) | (Instr. 4) | |
| | | | | | | (A) or | | Transaction(s) | (1110417-1) | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common | 01/24/2012 | | | М | 3,699 | A | \$0 | 42,478 | D | | |
| Stock | 01/24/2012 | | | 171 | (1) | Α | ψυ | 72,770 | D | | |
| Common | 01/04/0010 | | | Б | 1,357 | D | \$ | 41 101 | D | | |
| Stock | 01/24/2012 | | | F | (2) | D | 26.795 | 41,121 | D | | |

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.

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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 A (A) or Disp (D) (Instr. 3, 4, | Acquired osed of | 6. Date Exercisab Expiration Date (Month/Day/Year | - | |
|--|---|---|---|--|---|---------------------|---|--------------------|-----|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Tit |
| Performance-based Restricted Stock Units | \$ 0 <u>(3)</u> | 01/24/2012 | | А | 43,070 | | 02/24/2015(4) | (4) | Co |
| Employee Stock Option (Right to Buy) | \$ 26.795 | 01/24/2012 | | А | 154,400 | | 01/24/2013(5) | 01/24/2019 | Co |
| Restricted Stock Units | \$ 0 <u>(6)</u> | 01/24/2012 | | А | 38,290 | | 04/24/2012(7) | (7) | Co |
| Restricted Stock Units | \$ 0 <u>(6)</u> | 01/24/2012 | | М | | 3,699 | 04/24/2011(8) | (8) | Co |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Melamed Arthur Douglas 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | Sr VP, General Counsel | | | | |
| Signatures | | | | | | | |
| /s/ Wendy Yemington, attorney-in-fact | 01 | /26/2012 | | | | | |

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.

**Signature of Reporting Person

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

(3) Individe of shares of finer common stock acquired upon vesting of the reformance-based RSOS is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on the grant date and ending on the third anniversary of the grant date, 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.

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Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than
(4) 50% and no more than 200% of one share of Intel common stock three years and one month 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.

- (5) Unless earlier forfeited under the terms of the option, 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.
- (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(7) equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially(8) 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.