Krzanich Brian M Form 4 July 26, 2012

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Krzanich Brian M

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

INTEL CORP [INTC]

(Check all applicable)

2200 MISSION COLLEGE

3. Date of Earliest Transaction (Month/Day/Year)

07/24/2012

Director 10% Owner \_ Other (specify X\_ Officer (give title below) below)

BLVD., M/S RN4-151

4. If Amendment, Date Original Filed(Month/Day/Year)

Sr VP, COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	recution Date, if Transaction(A) or Disposed 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 (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Common Stock	07/24/2012		M	3,699 (1)	A	\$0	106,521	D	
Common Stock	07/24/2012		F	1,727 (2)	D	\$ 25.005	104,794	D	
Common Stock	07/24/2012		M	4,198 (1)	A	\$ 0	108,992	D	
Common Stock	07/24/2012		F	1,960 (2)	D	\$ 25.005	107,032	D	
Common Stock							1,691	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)	th/Day/Year) Execution Date, if any Code Securities  (Month/Day/Year) (Instr. 8) Acquired  (A) or  Disposed of  (D)  (Instr. 3, 4, and 5)		f Derivative ecurities acquired A) or Disposed of D) (Instr. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (a	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (3)	07/24/2012		M	3,699	04/24/2011(4)	<u>(4)</u>	Common Stock	3,699
Restricted Stock Units	\$ 0 (3)	07/24/2012		M	4,198	04/24/2012(5)	<u>(5)</u>	Common Stock	4,198

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Krzanich Brian M							
2200 MISSION COLLEGE BLVD.			Sr VP,				
M/S RN4-151			COO				
SANTA CLARA, CA 95054							

### **Signatures**

/s/ Wendy Yemington, attorney-in-fact 07/26/2012

\*\*Signature of Reporting Person Date

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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) 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
- (4) 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.
- 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 tranches, beginning on April 24, 2012. 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.