### Edgar Filing: Yeary Frank D - Form 4

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Form 4	J									
July 30, 2012						OMB A	OMB APPROVAL			
	<b>ORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed p Snue. Section 1	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</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						Expires: Estimated a burden hou response	irs per	
(Print or Type Ro	esponses)									
1. Name and Address of Reporting Person * Yeary Frank D2. Iss Symbo				Name and	Ticker or T	rading	5. Relationship of Reporting Person(s) to Issuer			
			INTEL CORP [INTC]				(Check all applicable)			
(Mo			3. Date of (Month/Da 07/26/20	-	ansaction		_X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	eet) 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				
SANTA CLA	ARA, CA 950	54					Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities A	cquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D) 4 and 5) (A) or	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							36,315	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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 prof 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 Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 <u>(1)</u>	07/26/2012		A	4,300	07/26/2013 <u>(2)</u>	(2)	Common Stock
Performance-based Restricted Stock Units	\$ 0 <u>(3)</u>	07/26/2012		А	3,023	07/26/2015(4)	(4)	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Yeary Frank D C/O INTEL CORP 2200 MISSION COLLEGE BLVD., RN4-15 SANTA CLARA, CA 95054	<sub>31</sub> X						
Signatures							
/s/ Wendy Yemington, attorney-in-fact	07/30/2012						
<b>**</b> 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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) 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

(3) Indirect of shares of intercommon 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 January 24, 2012 and ending on January 24, 2015, 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
(4) 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.

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