

Krzanich Brian M
Form 4
January 26, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

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)
2200 MISSION COLLEGE
BLVD., M/S RN4-151

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP/GM Manuf & Supply, COO

SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/24/2012		M	3,699 (1) A \$ 0	34,698	D	
Common Stock	01/24/2012		F	1,674 (2) D \$ 26.795	33,024	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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3)
				Code V (A) (D)		Date Exercisable Expiration Date	Tit
Performance-based Restricted Stock Units	\$ 0 ⁽³⁾	01/24/2012		A	56,680	02/24/2015 ⁽⁴⁾ ⁽⁴⁾	Co S
Employee Stock Option (Right to Buy)	\$ 26.795	01/24/2012		A	203,160	01/24/2013 ⁽⁵⁾ 01/24/2019	Co S
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/24/2012		A	50,380	04/24/2012 ⁽⁷⁾ ⁽⁷⁾	Co S
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/24/2012		A	373,200	01/24/2014 ⁽⁸⁾ ⁽⁸⁾	Co S
Restricted Stock Units	\$ 0 ⁽⁶⁾	01/24/2012		M	3,699	04/24/2011 ⁽⁹⁾ ⁽⁹⁾	Co S

Reporting Owners

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

Signatures

/s/ Wendy Yemington,
attorney-in-fact
01/26/2012

**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.

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- (2) Shares withheld for payment of tax liability.

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

- (3) number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs 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.

- (4) Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 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.

- (7) 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.

- (8) Unless earlier forfeited under the terms of the RSU, 10% of the award vests and converts into common stock on the 2nd anniversary of the grant date, 20% of the award vests and converts into common stock on the 3rd anniversary of the grant date, 30% of the award vests and converts into common stock on the 4th anniversary of the grant date and 40% of the award vests and converts into common stock on the 5th anniversary of the grant date, unless any vesting date falls on a non-business date, in which case the next business date shall apply.

- (9) 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, 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.

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