

INTEL CORP
Form 4
April 23, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
OTELLINI PAUL S

(Last) (First) (Middle)
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEL CORP [INTC]

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT AND CEO

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

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 | 04/19/2012 | | M | | 600,000 | A | \$ 16.42 |
| Common Stock | 04/19/2012 | | M | | 300,000 | A | \$ 18.63 |
| Common Stock | 04/19/2012 | | M | | 500,000 | A | \$ 23.16 |
| Common Stock | 04/19/2012 | | M | | 520,000 | A | \$ 19.51 |
| Common Stock | 04/19/2012 | | S | | 1,920,000 | D | \$ 27.8162 |
| | | | | | | | (1) |

| | | | | | | | |
|--------------|--|--|--|--|--------------|---|---|
| Common Stock | | | | | 3,179.3847 | I | By Employee Benefit Plan Trust |
| Common Stock | | | | | 1,562.61 | I | By Employee Benefit Plan Trust (spouse) |
| Common Stock | | | | | 700 | I | By Self for Daughter |
| Common Stock | | | | | 474,593.2825 | I | By Trust for Self and Spouse |

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

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(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. 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 and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 16.42 | 04/19/2012 | | M | 600,000 | 01/22/2009 ⁽²⁾ 01/22/2013 | Common Stock 600,000 |
| Employee Stock Option (Right to Buy) | \$ 18.63 | 04/19/2012 | | M | 300,000 | 04/22/2004 ⁽³⁾ 04/22/2013 | Common Stock 300,000 |
| Employee Stock | \$ 23.16 | 04/19/2012 | | M | 500,000 | 04/21/2006 ⁽³⁾ 04/21/2012 | Common Stock 500,000 |

Option
(Right to
Buy)

Employee
Stock

Option \$ 19.51 04/19/2012
(Right to
Buy)

M 520,000 04/21/2007⁽³⁾ 04/21/2013

Common
Stock 520

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OPELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | X | | PRESIDENT AND CEO | |

Signatures

/s/ Wendy Yemington,
attorney-in-fact

04/23/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$27.67 to \$27.96. The price reported above reflects the weighted

- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) The option vests in four equal annual installments beginning on the sixth anniversary of the grant date.
- (3) The option vests in four equal annual installments beginning on the first anniversary of the grant date.

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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