INTEL CORP Form 4 July 28, 2014

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **HOLT WILLIAM M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(First)

INTEL CORP [INTC]

(Check all applicable)

INTEL CORPORATION, 2200

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

07/24/2014

Director _X__ Officer (give title

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

MISSION COLLEGE BLVD.

4. If Amendment, Date Original

below) Exec VP GM, Tech & Mfg Grp

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Seci	urities Acqu	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion Dispo (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
_			Code V		(D)	Price	(Instr. 3 and 4)		
Common Stock	07/24/2014		M	3,191 (1)	A	\$ 0	11,094	D	
Common Stock	07/24/2014		F	1,626 (2)	D	\$ 34.39	9,468	D	
Common Stock	07/24/2014		M	4,452 (1)	A	\$ 0	13,920	D	
Common Stock	07/24/2014		F	2,269 (2)	D	\$ 34.39	11,651	D	
Common Stock	07/25/2014		S	3,748 (3)	D	\$ 34.1567 (4)	7,903	D	

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			Ву
Common	2.789	т	Employee
Stock	2.189	1	Benefit
			Plan Trust

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	5. Number for 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (5)	07/24/2014		M	3,191	04/24/2012(6)	<u>(6)</u>	Common Stock	3,191
Restricted Stock Units	\$ 0 (5)	07/24/2014		M	4,452	04/24/2013(7)	<u>(7)</u>	Common Stock	4,452

Reporting Owners

Reporting Owner Name / Address				_	
	Director	10% Owner	Officer		Other

HOLT WILLIAM M
INTEL CORPORATION

2200 MISSION COLLEGE BLVD.

SANTA CLARA, CA 95054

Exec VP GM, Tech & Mfg Grp

Relationships

Signatures

/s/ Wendy Yemington, attorney-in-fact 07/28/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) This transaction was made pursuant to trading instructions adopted by the undersigned on April 25, 2013 that are intended to comply with Rule 10b5-1(c).
- This transaction was executed in multiple trades at prices ranging from \$33.94 to \$34.35. The price reported above reflects the weighted 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.
- (5) 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
- (6) 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 (7) equal quarterly tranches, beginning on April 24, 2013. 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.