

Clearwire Corp /DE
Form 4
May 23, 2011

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 *
INTEL CORP

(Last) (First) (Middle)

2200 MISSION COLLEGE
BLVD, RNB-4-151

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | | | | |
| Class A Common Stock, par value \$0.0001 per share | 05/19/2011 | | S | | \$ 580,000 (1) (5) | D | 4.45 (2) (5) | 33,226,666 (6) | I | see footnote (7) |
| Class A Common Stock, par value \$0.0001 per share | 05/20/2011 | | S | | \$ 340,000 (1) (5) | D | 4.54 (3) (5) | 32,886,666 (6) | I | see footnote (7) |

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| | | | | | | | | |
|---|------------|---|------------------------------------|---|-------------------------------------|--------------------------|---|-------------------------------|
| Class A Common Stock, par value \$0.0001 per share | 05/23/2011 | S | 1,120,000 <u>(1)</u> <u>(5)</u> | D | \$ 4.56 <u>(4)</u> <u>(5)</u> | 31,766,666 <u>(6)</u> | I | see footnote <u>(7)</u> |
|---|------------|---|------------------------------------|---|-------------------------------------|--------------------------|---|-------------------------------|

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | | | | | |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INTEL CORP 2200 MISSION COLLEGE BLVD RNB-4-151 SANTA CLARA, CA 95054 | | X | | |

Signatures

/s/ Cary I. Klafter, Vice President, Legal and Corporate Affairs

05/23/2011

__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) Reporting Person previously filed that certain Amendment No. 6 to Schedule 13D on May 11, 2011 that it had determined to sell, through its wholly owned subsidiary, Intel Capital, up to 10,000,000 shares of Class A Common Stock of Clearwire Corporation in public open market transactions on the NASDAQ Global Select Market. The sales reported herein are part of that previously reported plan.

(2) The price reported above in Table I, Column 4 is the weighted average sale price. Sales were completed in public open market transactions at various prices ranging from \$4.40 to \$4.55.

(3) The price reported above in Table I, Column 4 is the weighted average sale price. Sales were completed in public open market transactions at various prices ranging from \$4.48 to \$4.6275.

(4) The price reported above in Table I, Column 4 is the weighted average sale price. Sales were completed in public open market transactions at various prices ranging from \$4.41 to \$4.66.

(5) Reporting Person undertakes to provide upon request to the Commission Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold and the prices at which each sale was effected.

(6) The securities reported in Table I of this report are owned indirectly by Intel Corporation ("Intel"). Certain wholly owned subsidiaries of Intel previously entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders"). By virtue of the Equityholders' Agreement, Intel and the Unaffiliated Stockholders may be deemed as of the date of this report to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. The number of securities of the Issuer and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by Intel as reported herein does not include the holdings of any Unaffiliated Stockholders. Intel does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.

(7) The Class A Common Stock is beneficially owned by the Reporting Person through Intel Capital Corporation, a Delaware corporation wholly-owned by the Reporting Person, and Intel Capital (Cayman) Corporation, a Cayman Islands company wholly-owned by the Reporting Person.

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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