INTEL CORP Form 4 January 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction **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(b).

1. Name and Address of Reporting Person * SEWELL D BRUCE

(First) (Middle) (Last)

INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.

(Street)

(Month/Day/Year)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

INTEL CORP [INTC]

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

01/17/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below)

SR VP. & GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054 (City) (State)

1.Title of 2. Transaction Date 2A. Deemed

Security

(Instr. 3)

COMMON

3. Execution Date, if Code

(Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

(D) Price

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

4.612 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Code V Amount

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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. Transaction Code (Instr. 8)	5. Number of or 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 Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	C N
Employee Option (right to buy)	\$ 19.63	01/17/2008		A	65,000	01/17/2013	01/17/2018	COM.STK	
Restricted Stock Units	\$ 0 (1)	01/17/2008		A	9,250	01/17/2013(2)	01/17/2013(2)	COM.STK	

Reporting Owners

Director 10% Owner Officer Other

SEWELL D BRUCE INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054

SR VP. & GENERAL COUNSEL

Signatures

D. BRUCE

SEWELL 01/17/2008

**Signature of Person Date

Reporting Person

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, 100% of the award vests and converts into common stock on the 5th anniversary of the grant date, 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. 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.

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