DECKER SUSAN L Form 4/A

December 11, 2008

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

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 * DECKER SUSAN L

(First) (Middle)

11 PENINSULA ROAD

(Last)

1.Title of

Security

(Instr. 3)

(Street)

BELVEDERE, CA 94920

2. Issuer Name and Ticker or Trading

Symbol

INTEL CORP [INTC] 3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

01/17/2007

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(City) (State)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities

Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

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

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

4.

(Instr. 8)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number Transaction Derivative (Month/Day/Year) Code Securities

Acquired

6. Date Exercisable and Expiration Date

Underlying S (Instr. 3 and

7. Title and A

1

Edgar Filing: DECKER SUSAN L - Form 4/A

(A) or

Disposed of

				(D) (Instr. 3, and 5)	4,		
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (1)	01/18/2007(2)	A	1,168	01/18/2008(3)(4)	01/18/2008(3)(4)	COM.STF
Restricted Stock Units	\$ 0 (1)	01/18/2007 <u>(2)</u>	A	1,168	01/18/2009(3)(4)	01/18/2009(3)(4)	COM.STK
Restricted Stock Units	\$ 0 (1)	01/18/2007(2)	A	1,169	01/18/2010(3)(4)	01/18/2010(3)(4)	COM.STF

Reporting Owners

Derivative

Security

Reporting Owner Name / Address	Relationships				
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other	
DECKER SUSAN L 11 PENINSULA ROAD BELVEDERE, CA 94920	X				

Signatures

Susan Decker 12/11/2008

**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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation Common stock.
- (2) The Transaction Date reflected in the reporting person's original Form 4 was incorrect.
- (3) Unless earlier forfeited under the terms of the RSU, 33 1/3% of the award vests and converts into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (4) The Date Exercisable and the Expiration Date reflected in the reporting person's original Form 4 was incorrect.

Remarks:

The Date of Earliest Transaction Required to be Reported reflected in the reporting person's original Form 4 was incorrect.

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.

Reporting Owners 2