

INTEL CORP
Form 4
April 18, 2012

FORM 4

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

OMB APPROVAL

OMB
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(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)

04/17/2012

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)
Common Stock	04/17/2012		M	Amount (1) 17,500 (A) or (D) A	\$ 0 423,456 (2)	D	
Common Stock	04/17/2012		M	Amount (1) 37,500 (A) or (D) A	\$ 0 460,956	D	
Common Stock	04/17/2012		F	Amount (3) 8,169 (A) or (D) D	\$ 28.595 452,787	D	
Common Stock	04/17/2012		F	Amount (3) 17,506 (A) or (D) D	\$ 28.595 435,281	D	
Common Stock					3,179.3847 (4)	I	By Employee Benefit

Common Stock	1,562.61 ⁽⁵⁾	I	Plan Trust By Employee Benefit Plan Trust (spouse)
Common Stock	700	I	By Self for Daughter
Common Stock	474,593.2825 ⁽⁶⁾	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁷⁾	04/17/2012		M	17,500	04/17/2009 ⁽⁸⁾ ⁽⁸⁾	Common Stock 17,500
Restricted Stock Units	\$ 0 ⁽⁷⁾	04/17/2012		M	37,500	04/17/2012 ⁽⁹⁾ ⁽⁹⁾	Common Stock 37,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTELLINI PAUL S INTEL CORPORATION	X		PRESIDENT AND CEO	

2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054

Signatures

/s/ Wendy Yemington,
attorney-in-fact

04/18/2012

_____*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).
- (1) Shares acquired on the vesting of restricted stock units.
- (2) Includes 1,115 shares acquired under the Company's Stock Purchase Plan on February 17, 2012.
- (3) Shares withheld for payment of tax liability.
- (4) Includes 24,581 shares acquired via dividend reinvestment in March 2012.
- (5) Includes 12,082 shares acquired via dividend reinvestment in March 2012.
- (6) Includes 3,727.1723 shares acquired under the Alex Brown Dividend Reinvestment Program on March 1, 2012.
- (7) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (8) Unless earlier forfeited under the terms of the RSU, 25% 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.

Unless earlier forfeited or accelerated under the terms of the RSU, 25% of the award vests and converts into common stock on the fourth,
(9) fifth, sixth and seventh anniversaries of the grant date, unless any of those dates fall 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.
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