INTEL CORP
Form 4
April 23, 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 Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] OTELLINI PAUL S	2. Issuer Name **and** Ticker or Trading Symbol INTEL CORP [INTC]	5. Relationship of Reporting Person(s) to Issuer

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)
04/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director 　　_____ 10% Owner
__X__ Officer (give title _____ Other (specify below) 　　below)
　　PRESIDENT AND CEO

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			
Common Stock	04/19/2012		M		600,000	A	$ 16.42	1,035,281	D	
Common Stock	04/19/2012		M		300,000	A	$ 18.63	1,335,281	D	
Common Stock	04/19/2012		M		500,000	A	$ 23.16	1,835,281	D	
Common Stock	04/19/2012		M		520,000	A	$ 19.51	2,355,281	D	
Common Stock	04/19/2012		S		1,920,000	D	$ 27.8162 (1)	435,281	D	

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Common Stock					3,179.3847	I	By Employee Benefit Plan Trust
Common Stock					1,562.61	I	By Employee Benefit Plan Trust (spouse)
Common Stock					700	I	By Self for Daughter
Common Stock					474,593.2825	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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	$ 16.42	04/19/2012		M		600,000		01/22/2009[2]	01/22/2013	Common Stock	600
Employee Stock Option (Right to Buy)	$ 18.63	04/19/2012		M		300,000		04/22/2004[3]	04/22/2013	Common Stock	300
Employee Stock	$ 23.16	04/19/2012		M		500,000		04/21/2006[3]	04/21/2012	Common Stock	500

| Option (Right to Buy) | | | | | | | | | |
| Employee Stock Option (Right to Buy) | $ 19.51 | 04/19/2012 | | M | 520,000 | 04/21/2007[(3)] | 04/21/2013 | Common Stock | 520 |

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054	X		PRESIDENT AND CEO	

Signatures

| /s/ Wendy Yemington, attorney-in-fact | 04/23/2012 |
| [**]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)   This transaction was executed in multiple trades at prices ranging from $27.67 to $27.96. 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.

(2)   The option vests in four equal annual installments beginning on the sixth anniversary of the grant date.

(3)   The option vests in four equal annual installments beginning on the first anniversary of the grant date.

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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