Yeary Frank D Form 4 July 25, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Yeary Frank D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

INTEL CORP [INTC] 3. Date of Earliest Transaction

(Month/Day/Year)

07/23/2012

(Check all applicable)

\_X\_\_ Director Officer (give title

10% Owner Other (specify

below)

C/O INTEL CORP, 2200 MISSION COLLEGE BLVD., RN4-151

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I New Desirative Committee Against Disposed of an Paneficially Own

SANTA CLARA, CA 95054

(City)	(State)	Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/23/2012		M	6,667 (1)	A	\$ 0	37,145	D	
Common Stock	07/23/2012		M	1,577 (1)	A	\$ 0	38,722	D	
Common Stock	07/23/2012		M	1,485 (1)	A	\$ 0	40,207	D	
Common Stock	07/24/2012		S	3,892 (2)	D	\$ 24.995 (3)	36,315	D	

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

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SEC 1474 (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)	Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 (4)	07/23/2012		M		6,667	07/22/2011(5)	<u>(5)</u>	Common Stock	6,667
Restricted Stock Units	\$ 0 (4)	07/23/2012		M		1,577	07/22/2011(5)	<u>(5)</u>	Common Stock	1,577
Restricted Stock Units	\$ 0 (4)	07/23/2012		M		1,485	07/22/2012(5)	<u>(5)</u>	Common Stock	1,485

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

Yeary Frank D C/O INTEL CORP 2200 MISSION COLLEGE BLVD., RN4-151 SANTA CLARA, CA 95054

X

# **Signatures**

/s/ Wendy Yemington, attorney-in-fact 07/25/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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) This transaction was made pursuant to trading instructions adopted by the undersigned on April 20, 2012 that are intended to comply with Rule 10b5-1(c).
- This transaction was executed in multiple trades at prices ranging from \$24.87 to \$25.18. 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.
- (4) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (5) 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.

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.