

INTEL CORP  
Form 4  
July 26, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**HOLT WILLIAM M**

(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)  
**07/24/2013**

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)  
**Exec VP GM, Tech & Mfg Grp**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 07/24/2013                           |  | M                              |   | 3,699<br>(1) \$ 0   | A  | 29,733 D  |
| Common Stock                    | 07/24/2013                           |  | F                              |   | 1,885<br>(2) \$ 22.815  | D  | 27,848 D  |
| Common Stock                    | 07/24/2013                           |  | M                              |   | 3,190<br>(1) \$ 0   | A  | 31,038 D  |
| Common Stock                    | 07/24/2013                           |  | F                              |   | 1,626<br>(2) \$ 22.815  | D  | 29,412 D  |
| Common Stock                    | 07/24/2013                           |  | M                              |   | 4,452<br>(1) \$ 0   | A  | 33,864 D  |

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|              |            |   |                     |   |                      |        |   |                                |
|--------------|------------|---|---------------------|---|----------------------|--------|---|--------------------------------|
| Common Stock | 07/24/2013 | F | <u>2,269</u><br>(2) | D | \$ 22.815            | 31,595 | D |                                |
| Common Stock | 07/25/2013 | S | <u>5,561</u><br>(3) | D | \$<br>22.9489<br>(4) | 26,034 | D |                                |
| Common Stock |            |   |                     |   |                      | 2,688  | I | By Employee Benefit Plan Trust |
| Common Stock |            |   |                     |   |                      | 13,010 | I | By Trust for Self and Spouse   |
| Common Stock |            |   |                     |   |                      | 0      | I | By Daughter                    |

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) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Restricted Stock Units                     | \$ 0 <sup>(5)</sup>                                    | 07/24/2013                           |  | M                              | 3,699   | 04/24/2011 <sup>(6)</sup>                                | <sup>(6)</sup>  | Common Stock               | 3,699 |
| Restricted Stock Units                     | \$ 0 <sup>(5)</sup>                                    | 07/24/2013                           |  | M                              | 3,190   | 04/24/2012 <sup>(7)</sup>                                | <sup>(7)</sup>  | Common Stock               | 3,190 |
| Restricted Stock Units                     | \$ 0 <sup>(5)</sup>                                    | 07/24/2013                           |  | M                              | 4,452   | 04/24/2013 <sup>(8)</sup>                                | <sup>(8)</sup>  | Common Stock               | 4,452 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| HOLT WILLIAM M<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | Exec VP GM, Tech & Mfg Grp |       |

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

07/26/2013

\_\_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) Shares withheld for payment of tax liability.
- (3) This transaction was made pursuant to trading instructions adopted by the undersigned on April 25, 2013 that are intended to comply with Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$22.85 to \$23.04. 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.

- (5) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (6) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

- (7) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

- (8) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2013. If the quarterly vesting date falls on a non-business date, 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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