

INTEL CORP

Form 4

January 27, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Krzanich Brian M

(Last) (First) (Middle)

C/O 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)

01/23/2016

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)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2016		M		8,641 ⁽¹⁾	A	\$ 0	297,056	D	
Common Stock	01/23/2016		F		3,257 ⁽²⁾	D	\$ 29.8925	293,799	D	
Common Stock	01/23/2016		M		9,082 ⁽¹⁾	A	\$ 0	302,881	D	
Common Stock	01/23/2016		F		3,414 ⁽²⁾	D	\$ 29.8925	299,467	D	
Common Stock	01/24/2016		M		149,280 ⁽¹⁾	A	\$ 0	448,747	D	

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Common Stock	01/24/2016	F	75,841 (2)	D	\$ 29.8925	372,906	D
Common Stock	01/24/2016	M	5,344 (1)	A	\$ 0	378,250	D
Common Stock	01/24/2016	F	2,789 (2)	D	\$ 29.8925	375,461	D

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. Un
				Code V	(A) (D)	Date Exercisable Expiration Date	Tit
Restricted Stock Units	\$ 0 (3)	01/23/2016		M	8,641	04/23/2014(4)	(4) C
Restricted Stock Units	\$ 0 (3)	01/23/2016		M	9,082	04/23/2015(5)	(5) C
Restricted Stock Units	\$ 0 (3)	01/24/2016		M	149,280	01/24/2014(6)	(6) C
Restricted Stock Units	\$ 0 (3)	01/24/2016		M	5,344	04/24/2013(7)	(7) C
Performance-based Restricted Stock Units	\$ 0 (8)	01/25/2016		A	184,570	02/25/2019(9)	(9) C
Restricted Stock Units	\$ 0 (3)	01/25/2016		A	160,580	04/25/2016(10)	(10) C

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krzanich Brian M C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD.	X		CEO	

SANTA CLARA, CA 95054

Signatures

/s/ Lulu De Guia,
attorney-in-fact

01/27/2016

__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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 23, 2014. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (5) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 23, 2015. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (6) Unless earlier forfeited under the terms of the RSU, 20% of the awards vest and convert into common stock on the 2nd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 3rd anniversary of the grant date, 40% of the awards vest and convert into common stock on the 4th anniversary of the grant date, unless any vesting date falls on a non-business date, in which case the next business date shall apply.
- (7) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert 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.
- (8) Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the grant date and ending on the third anniversary of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- (9) Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more than 200% of one share of Intel common stock three years and one month after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (10) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 25, 2016. 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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