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INTEL CORP  
Form 8-K  
July 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report: July 12, 2006  
(Date of earliest event reported)

INTEL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-06217 (Commission File Number)	94-1672743 (IRS Employer Identification No.)
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2200 Mission College Blvd., Santa Clara, California (Address of principal executive offices)	95054-1549 (Zip Code)
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(408) 765-8080  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On July 12, 2006, the Company's Board of Directors approved the compensation amounts payable to non-employee members of the Board. The non-employee director cash compensation will remain as follows: (1) the annual retainer fee is \$75,000 per year; (2) the non-Chair members of the Audit Committee fee is \$10,000 per year; (3) the Chair of the Audit Committee fee is \$20,000 per year; and (3) the fee for each of the Chairs of the

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Compensation, Finance, Corporate Governance and Nominating, and Executive Committees of the Board, and the Chair of the Company's Sheltered Employee Retirement Plan Investment Policy Committee is \$10,000 per year. Each of the foregoing annual fees is paid in four quarterly pro-rata installments. Non-employee directors of the Company may elect to defer payment of all or any part of their directors' fees or may elect to receive restricted stock units ("RSUs") in lieu of their cash fees. A summary of the non-employee director compensation arrangements is attached as Exhibit 10.1 with this Form 8-K.

Also on July 12, 2006, the Company's Board of Directors approved the grant of RSUs to each non-employee director under the Intel Corporation 2006 Equity Incentive Plan (the "Plan"). Each director will be granted RSUs with an aggregate value of \$145,000 divided by the average of the high and low sales prices of one share of the Company's common stock on the date of grant. These RSU grants are to be made instead of grants of stock options. In addition, the Lead Independent Director will continue to be paid an additional \$30,000 per year, which will be provided in the form of RSUs instead of being paid in cash.

The following description is qualified by reference to the terms of the form of Intel Corporation Non-Employee Director Restricted Stock Unit Agreement and the Notice of Grant, copies of which are attached as Exhibits 10.2 and 10.3 with this Form 8-K, and to the terms of the Plan, a copy of which was filed as Exhibit 10.1 to the Company's Form 8-K dated May 22, 2006. RSUs are subject to administration and interpretation by the committee of the Board of Directors designated pursuant to the Plan, or by its delegate. Grants of RSUs typically vest 1/3 each year and are 100% vested after three years. Unvested RSUs are cancelled as of the date of termination of service as set forth in the form of RSU agreement, subject to accelerated vesting upon death, retirement and disablement. Unvested RSUs do not provide any rights of a stockholder and do not accrue dividends. Non-employee directors may elect to defer receipt of shares from vested RSUs.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this Report:

Exhibit Number	Description
10.1	Summary of Intel Corporation Non-Employee Director Compensation
10.2	Form of Non-Employee Director Restricted Stock Unit Agreement under the 2006 Equity Incentive Plan (for RSUs granted after May 17, 2006)
10.3	Form of Notice of Grant - Restricted Stock Units (incorporated by reference to Exhibit 10.13 of the Company's Form

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8-K as filed on July 6, 2006)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEL CORPORATION  
(Registrant)

By: /s/ Cary I. Klafter

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Cary I. Klafter  
Corporate Secretary

Date: July 14, 2006