

Smith Stacy J
Form 4
April 21, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Stacy J

(Last) (First) (Middle)

INTEL CORPORATION, 2200
MISSION CLOLLGE 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)

04/17/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| COMMON | | | | (A) or (D) | 8,291 ⁽¹⁾ | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Security (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|--|---------------------------|---------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Option (right to buy) | \$ 22.11 | 04/17/2008 | | A | | 58,750 | | 04/17/2009 | 04/17/2015 | COM.STK | 5 |
| Employee Option (right to buy) | \$ 22.11 | 04/17/2008 | | A | | 58,750 | | 04/17/2010 | 04/17/2015 | COM.STK | 5 |
| Employee Option (right to buy) | \$ 22.11 | 04/17/2008 | | A | | 58,750 | | 04/17/2011 | 04/17/2015 | COM.STK | 5 |
| Employee Option (right to buy) | \$ 22.11 | 04/17/2008 | | A | | 58,750 | | 04/17/2012 | 04/17/2015 | COM.STK | 5 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 04/17/2008 | | A | | 8,375 | | 04/17/2009 ⁽³⁾ | 04/17/2009 ⁽³⁾ | COM.STK | 5 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 04/17/2008 | | A | | 8,375 | | 04/17/2010 ⁽³⁾ | 04/17/2010 ⁽³⁾ | COM.STK | 5 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 04/17/2008 | | A | | 8,375 | | 04/17/2011 ⁽³⁾ | 04/17/2011 ⁽³⁾ | COM.STK | 5 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 04/17/2008 | | A | | 8,375 | | 04/17/2012 ⁽³⁾ | 04/17/2012 ⁽³⁾ | COM.STK | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---|
| | Director 10% Owner Officer Other |
| Smith Stacy J | VP, Chief Financial Officer |

INTEL CORPORATION
2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054

Signatures

Stacy Smith

04/18/2008

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) Includes 1,046 shares acquired under the Intel Corporation Stock Purchase Plan during February 2008.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (3) Unless earlier forfeited under the terms of the RSU, 25% 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.

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