

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-23**

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### ISSUER

#### INTEL CORP

CIK: **50863** | IRS No.: **941672743** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3674** Semiconductors & related devices

Mailing Address  
2200 MISSION COLLEGE  
BLVD  
RNB-4-151  
SANTA CLARA CA 95054

Business Address  
2200 MISSION COLLEGE  
BLVD  
RNB-4-151  
SANTA CLARA CA 95054  
4087658080

### REPORTING OWNER

#### GELSINGER PATRICK P

CIK: **1316331**  
Type: **4** | Act: **34** | File No.: **000-06217** | Film No.: **09546445**

Mailing Address  
2200 MISSION COLLEGE  
BLVD.  
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# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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. Name and Address of Reporting Person <b>GELSINGER PATRICK P</b>			2. Issuer Name and Ticker or Trading Symbol <b>INTEL CORP [INTC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>SR VP, GM DIG ENT GRP</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/23/2009</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
2200 MISSION COLLEGE BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SANTA CLARA, CA 95054</b>								
(City)	(State)	(Zip)						

**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								142,988	D	
Common Stock								1,500	I	By Charitable Remainder Trust
Common Stock								1,244.593	I	By Employee Benefit Plan Trust
Common Stock								761	I	By Irrevocable Living Trust
Common Stock								75,462	I	By Trust For Spouse
Common Stock								2,705	I	Trust - Son
Common Stock								2,705	I	Trust - Son 2
Common Stock								1,971	I	Trust - Son 3
Common Stock								4,205	I	UTMA - Daughter
Common Stock								2,040	I	UTMA - Son
Common Stock								1,700	I	UTMA - Son 2
Common Stock								1,500	I	UTMA - Son 3

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

1. Title of Derivative	2. Conversion or Exercise	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
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Security (Instr. 3)	Price of Derivative Security	Date (Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)			Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$12.985	01/23/2009		A		65,000		01/23/2014	01/23/2019	Common Stock	65,000	\$ 0	65,000 <sup>(1)</sup>	D	
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/23/2009		A		9,250		01/23/2014 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	9,250	\$ 0	9,250 <sup>(1)</sup>	D	

#### Explanation of Responses:

- Column 9 reports the number of shares underlying the option or RSU that is the subject of the transaction reported on this Form 4. Previously, the Reporting Person's Forms 4 reported the aggregate number of shares subject to all options or RSUs held. As of the date of this Report and after taking into account the transaction(s) reported on this Form 4, the Reporting Person held options covering an aggregate of 1,675,246 shares and RSUs of 62,125 shares of Intel common stock.
- Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- Unless earlier forfeited under the terms of the RSU, 100% of the award vests and converts into common stock on the 5th anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.

#### Signatures

/s/ Wendy Yemington

\*\* Signature of Reporting Person

01/26/2009

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**