

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
SEC Accession No. [0001127602-13-002895](#)

([HTML Version](#) on [secdatabase.com](#))

### 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

#### OTELLINI PAUL S

CIK: **1188930**  
Type: **4** | Act: **34** | File No.: **000-06217** | Film No.: **13552213**

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

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### 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>OTELLINI PAUL S</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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>PRESIDENT AND CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>					
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
SANTA CLARA, CA 95054								
(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	01/24/2013		M		10,908 <sup>(1)</sup>	A	\$ 0	790,457	D	
Common Stock	01/24/2013		E		5,692 <sup>(2)</sup>	D	\$21.055	784,765	D	
Common Stock	01/24/2013		M		9,330 <sup>(1)</sup>	A	\$ 0	794,095	D	
Common Stock	01/24/2013		E		4,869 <sup>(2)</sup>	D	\$21.055	789,226	D	
Common Stock								3,272.4217	I	By Employee Benefit Plan Trust
Common Stock								1,608.337	I	By Employee Benefit Plan Trust (spouse)
Common Stock								700	I	By Self for Daughter
Common Stock								338,229.7726	I	By Trust for Self and Spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--	---	--

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/24/2013		<u>M</u>			10,908	04/24/2011 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	10,908	\$ 0	43,634	D
Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/24/2013		<u>M</u>			9,330	04/24/2012 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock	9,330	\$ 0	74,641	D

**Explanation of Responses:**

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 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.
5. 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.

**Signatures**

/s/ Wendy Yemington, attorney-in-fact

\*\* Signature of Reporting Person

01/28/2013

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.**