

# 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. [0001127602-13-002900](#)

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### REPORTING OWNER

**Smith Stacy J**

CIK: **1415529**

Type: **4** | Act: **34** | File No.: **000-06217** | Film No.: **13552248**

Mailing Address

2200 MISSION COLLEGE  
BLVD.

RNB-4-151

SANTA CLARA CA 95054

### 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

# 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>Smith Stacy J</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>Exec VP, Dir Corp Stratgy, CFO</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 ____ 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		4,837 <sup>(1)</sup>	A	\$ 0	165,175	D	
Common Stock	01/24/2013		F		1,818 <sup>(2)</sup>	D	\$21.055	163,357	D	
Common Stock	01/24/2013		M		4,199 <sup>(1)</sup>	A	\$ 0	167,556	D	
Common Stock	01/24/2013		F		1,578 <sup>(2)</sup>	D	\$21.055	165,978	D	

**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 Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/24/2013		M		4,837		04/24/2011 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	4,837	\$ 0	19,351	D	
Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/24/2013		M		4,199		04/24/2012 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock	4,199	\$ 0	33,587	D	
Performance-based Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2013		A		85,160		02/24/2016 <sup>(7)</sup>	<sup>(7)</sup>	Common Stock	85,160 <sup>(6)</sup>	\$ 0	85,160	D	
Employee Stock Option (Right to Buy)	\$21.055	01/24/2013		A		322,580		01/24/2014 <sup>(8)</sup>	01/24/2020	Common Stock	322,580	\$ 0	322,580	D	

Restricted Stock Units	\$ 0 <sup>(3)</sup>	01/24/2013		A	64,120	04/24/2013 <sup>(9)</sup>	(9)	Common Stock	64,120	\$ 0	64,120	D	
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**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.
6. Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% and no more than 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 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.
7. Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 50% and 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.
8. Unless earlier forfeited under the terms of the option, the option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
9. 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, 2013. 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.

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