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INTEL CO Form 4	RP										
January 31,	2017										
FORM	/ / /		GEGU	DIFIE					OMB A	PPROVAL	
Wa				URITIES AND EXCHANGE COMMIS Vashington, D.C. 20549					OMB Number:	3235-0287	
							urs per				
(Print or Type	Responses)										
1. Name and Bryant Dia	Address of Reporting ane M		Symbol	er Name a 2 CORP		or Tra	ding	5. Relationship of Issuer			
(Last)	(First) (Middle)	3. Date of	of Earliest	Transactio	n		(Check	k all applicabl	e)	
			(Month/Day/Year) 01/27/2017					Director 10% Owner X Officer (give title Other (specify below) EVP, GM Data Center Group			
SANTA C	(Street) LARA, CA 95054			endment, l onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting P	erson	
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivativ	ve Seci	urities Acq	uired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed tth/Day/Year) Execution Date, if any			iomr Dispo (Instr. 3	osed of 4 and (A) or	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)	wnership Indirect orm: Beneficial irect (D) Ownership Indirect (Instr. 4)	
Common					Amount 1,192		Price		_		
Stock	01/27/2017			Μ	<u>(1)</u>	А	\$0	107,758	D		
Common Stock	01/27/2017			F	512 <u>(2)</u>	D	\$ 38.13	107,246	D		
Common Stock	01/30/2017			S	680 <u>(3)</u>	D	\$ 37.5256 (4)	106,566	D		
Common Stock								99.538	Ι	By Employee Benefit Plan Trust	

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

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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. Transacti Code (Instr. 8)	5. Number onof 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(5)</u>	01/27/2017		М	1,192	10/27/2016 <u>(6)</u>	<u>(6)</u>	Common Stock	1,192

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Bryant Diane M 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054			EVP, GM Data Center Group				
Signatures							

/s/ Brian Petirs, attorney-in-fact 01/31/2017

<u>**</u>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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the reporting person on November 1, 2016 that are intended to comply with Rule 10b5-1(c).
- (4) This transaction was executed in multiple trades at prices ranging from \$37.43 to \$37.81. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

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issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) 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, 1/12th of the award vests and converts into common stock in twelve substantially(6) equal quarterly tranches, beginning on October 27, 2016. If the quarterly vesting date falls on a non-business date, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.