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INTEL CORP											
Form 4											
February 03, 20	17										
FORM 4	1		GEGU			GHANGE			PPROVAL		
	UNITED	STATES		RITIES A shington,			COMMISSION	N OMB Number:	3235-0287		
Check this bo if no longer							Expires:	January 31, 2005			
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNE Section 16. SECURITIES Form 4 or						Estimated burden hou response	average urs per				
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17(a) of the	Public U	tility Hold	ling Cor		nge Act of 1934, of 1935 or Section 940				
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> BRYANT ANDY D			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]			Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of	of Earliest Tr	ansaction		(Che	eck all applicabl	e)		
C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD			(Month/Day/Year) 02/01/2017				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman				
	(Street)			endment, Da onth/Day/Year	-	1	6. Individual or . Applicable Line) _X_ Form filed by	One Reporting P	erson		
SANTA CLAR							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-D	erivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date onth/Day/Year)	Execution any	Date, if	Transaction	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	mount	(D) Thee					
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities benefi	icially ow	ned directly of	or indirectly.				
					inforn requii	nation cont ed to respo lys a curre	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible :	Beneficially Owned securities)	1			

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or I (D)	str. 3, 4	d of			
				Code V	V ((A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 <u>(1)</u>	02/01/2017		А	45	5,102		03/01/2020 <u>(2)</u>	(2)	Common Stock
Restricted Stock Units	\$ 0 <u>(3)</u>	02/01/2017		А	11	,781		05/01/2017(4)	(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
BRYANT ANDY D C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054	Х		Chairman				
Signatures							

/s/ Brian Petirs,	02/03/2017		
attorney-in-fact			
**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).

Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 200% of one share of Intel common stock. The number of shares of Intel common stock acquired upon vesting of the performance-based RSUs is contingent upon

(1) the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance 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.

Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more(2) than 200% of one share of Intel common stock three years and one month after the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.

(3) 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 awards vest and convert into common stock in twelve substantially

(4) equal quarterly tranches, beginning on May 1, 2017. 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.