## Edgar Filing: Smith Stacy J - Form 4/A

Smith Stacy J Form 4/A											
May 01, 2009											
FORM 4			CECU		ID EV			N.T.	PPROVAL	-	
	UNITED	SIAIES		ki i iES Ar ishington, I			COMMISSIO	N OMB Number:	3235-0		
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section					Estimated burden ho response	Estimated average burden hours per response 0.5				
See Instructio 1(b).	n	30(h)	of the I	nvestment C	Compan	y Act of I	940				
(Print or Type Resp	onses)										
1. Name and Addre Smith Stacy J	ess of Reporting	Person <sup>*</sup>	Symbol	er Name <b>and</b> T		Trading	5. Relationship Issuer				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction (Che					eck all applicabl	ek all applicable)		
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			(Month/Day/Year) 04/16/2009			Director       10% Owner         X Officer (give title       Other (specify below)         below)       below)         VP, Chief Financial Officer					
			led(Month/Day/Year)     Applicable Line)       L/20/2009     _X_ Form filed by			y One Reporting F	oint/Group Filing(Check One Reporting Person More than One Reporting				
(City)	(State)	(Zip)	Tab	ole I - Non-De	rivative	Securities A	.cquired, Disposed	of, or Beneficia	ally Owned		
	ransaction Date onth/Day/Year)	Execution any	Date, if	Transaction	Disposed	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 2 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V A	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities benefic	-		-				
					inform require	ation cont ed to respo ys a currei	pond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 an

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 <u>(1)</u>	04/16/2009		A		104,350 (2)		05/16/2012 <u>(3)</u>	(3)	Commor Stock
Reporting C	)wners									

<b>Reporting Owner Name / Address</b>				
r g · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other
Smith Stacy J INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			VP, Chief Financial Officer	
Signatures				
/s/ Lulu De Guia, attorney-in-fact	04/30/2	.009		

<u>\*\*</u>Signature of Reporting Person

(1)

## **Explanation of Responses:**

If the form is filed	by more than one rep	orting person, see I	nstruction $4(b)(v)$ .
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Date

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 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 no less than 33% at

Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% 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 anniversay 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.

(2) The number of Performance-based Restricted Stock Units has been reduced from the number originally reported on the Form 4 filed April 20, 2009, following completion of a definitive valuation of the award subsequent to that date.

(3) Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% 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.

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.