Donahoe John J Form 4 July 23, 2010

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Donahoe John J Issuer Symbol INTEL CORP [INTC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify C/O EBAY INC., 2145 HAMILTON 07/22/2010 below) AVE. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

2. Issuer Name and Ticker or Trading

SAN JOSE, CA 95125

Stock

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Sec	curities Acc	quired, Disposed o	of, or Beneficial	lly 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)		A) or f (D)	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)
Common						0	D	

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)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

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5. Number of

6. Date Exercisable and

7. Title at

3. Transaction Date 3A. Deemed

Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 a
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 (1)	07/22/2010		A	3,080	07/22/2013(2)	(2)	Commo
Restricted Stock Units	\$ 0 (3)	07/22/2010		A	8,655	07/22/2011(4)(5)	(4)(5)	Commo
Restricted Stock Units	\$ 0 (3)	07/22/2010		A	18,265	07/22/2011(4)(5)	(4)(5)	Commo

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Donahoe John J C/O EBAY INC.	X					
2145 HAMILTON AVE. SAN JOSE, CA 95125	**					

Signatures

1. Title of Derivative

/s/ Lulu De Guia, attorney-in-fact 07/23/2010

**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, 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 January 22, 2010 and ending on January 22, 2013, 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 less than (2) 33% and no more than 200% of one share of Intel common stock three years 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.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) The reporting person elected to defer settlement of his/her grant of restricted stock units until the termination of his/her service to the Intel Corporation Board of Directors.

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(5) Unless earlier forfeited under the terms of the RSU, 33 1/3% of the award vests and converts into common stock on each anniversary of the grant date, 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.