INTEL CORP Form 4 January 26, 2011

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

FS IN RENEFICIAL OWNERSHIP OF Expires: January 31, 2005

information contained in this form are not

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SODHANI ARVIND			Symbol  INTEL CORP INTEL				Issuer					
				INTEL	INTEL CORP [INTC]			(Check all applicable)				
	(Last)	(First)	(Middle)		3. Date of Earliest Transaction							
	INTEL COR MISSION C	(Month/Day/Year) 01/24/2011				Director 10% OwnerX Officer (give title Other (specify below)  EXEC. VP; PRES. INTEL CAPITAL						
			4. If Amer	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	5711 (171 02)						Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner										ally Owned		
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) or l of (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)			
	Common							291,815	D			
	Stock Common Stock							36.119 <u>(1)</u>	I	By Employee Benefit Plan Trust		
	Common Stock							4,000	I	Held by Mother		
	Reminder: Repo	ort on a senarate	line for each o	class of secu	rities henefi	icially own	ed directly or	· indirectly				
	Kemmuer, Kepe	or on a separate	inic for each c	7435 OI SCCUI	ass of securities beneficially owned directly or Persons who resp			cond to the collection of SEC 1474				

(9-02)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title Underly (Instr. 3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 21.085	01/24/2011		A	172,590	01/24/2012(2)	01/24/2018	Comr
Performance-based Restricted Stock Units	\$ 0 (3)	01/24/2011		A	66,610	02/24/2014(4)	<u>(4)</u>	Comr
Restricted Stock Units	\$ 0 (5)	01/24/2011		A	48,380	04/24/2011(6)	<u>(6)</u>	Comr

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054

EXEC. VP; PRES. INTEL CAPITAL

### **Signatures**

/s/ Wendy Yemington, attorney-in-fact 01/26/2011

\*\*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) Includes 0.827 shares acquired via dividend reinvestment in June, September, and December 2010.
- (2) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (3) 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

Reporting Owners 2

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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.

- 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.
- (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 April 24, 2011. 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.