

INTEL CORP
Form 4
January 28, 2014

FORM 4

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

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Stacy J

(Last) (First) (Middle)
INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEL CORP [INTC]

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Dir Corp Stratgy, CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/24/2014		M		4,838 (1) A \$ 0	D	
Common Stock	01/24/2014		F		1,819 (2) D \$ 24.9905	D	
Common Stock	01/24/2014		M		74,640 (1) A \$ 0	D	
Common Stock	01/24/2014		F		34,991 (2) D \$ 24.9905	D	
Common Stock	01/24/2014		M		4,198 (1) A \$ 0	D	

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Common Stock	01/24/2014	F	<u>2,191</u> (2)	D	\$ 24.9905	193,671	D
Common Stock	01/24/2014	M	<u>5,344</u> (1)	A	\$ 0	199,015	D
Common Stock	01/24/2014	F	<u>2,789</u> (2)	D	\$ 24.9905	196,226	D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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 ⁽³⁾	01/24/2014		M	4,838	04/24/2011 ⁽⁴⁾	⁽⁴⁾	Common Stock	4,838
Restricted Stock Units	\$ 0 ⁽³⁾	01/24/2014		M	74,640	01/24/2014 ⁽⁵⁾	⁽⁵⁾	Common Stock	74,640
Restricted Stock Units	\$ 0 ⁽³⁾	01/24/2014		M	4,198	04/24/2012 ⁽⁶⁾	⁽⁶⁾	Common Stock	4,198
Restricted Stock Units	\$ 0 ⁽³⁾	01/24/2014		M	5,344	04/24/2013 ⁽⁷⁾	⁽⁷⁾	Common Stock	5,344

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Stacy J INTEL CORPORATION			Exec VP, Dir Corp Stratgy, CFO	

2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054

Signatures

/s/ Wendy Yemington,
attorney-in-fact

01/28/2014

__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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

(4) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially 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.

(5) Unless earlier forfeited under the terms of the RSU, 20% of the award vests and converts into common stock on the 2nd anniversary of the grant date, 40% of the award vests and converts into common stock on the 3rd anniversary of the grant date, 40% of the award vests and converts into common stock on the 4th anniversary of the grant date, unless any vesting date falls on a non-business date, in which case the next business date shall apply.

(6) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

(7) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2013. 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.

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