INTEL CORP
Form 4
July 27, 2016

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 [*] PEARSON GREGORY R	2. Issuer Name **and** Ticker or Trading Symbol **INTEL CORP [INTC]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Sr. VP, GM, Sales & Mktg Grp
(Last) (First) (Middle) C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2016	
(Street)	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 Person
SANTA CLARA, CA 95054		
(City) (State) (Zip)		

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	07/25/2016		M		2,860 (1)	A	$ 0	86,635	D	
Common Stock	07/25/2016		F		1,200 (2)	D	$ 34.6625	85,435	D	
Common Stock	07/25/2016		M		3,680 (1)	A	$ 0	89,115	D	
Common Stock	07/25/2016		F		1,544 (2)	D	$ 34.6625	87,571	D	
Common Stock	07/25/2016		S		1,866 (3)	D	$ 34.6785 (4)	85,705	D	

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Common Stock	07/26/2016		S	1,660 (3)	D	$ 34.9579 (5)	84,045	D
Common Stock	07/26/2016		S	2,136 (3)	D	$ 34.9579 (5)	81,909	D
Common Stock							97.7	I	By Employee Benefit Plan Trust

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)

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 (6)	07/25/2016		M	2,860	04/23/2015(7) (7)	Common Stock	2,860
Restricted Stock Units	$ 0 (6)	07/25/2016		M	3,680	04/25/2016(8) (8)	Common Stock	3,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON GREGORY R C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD.			Sr. VP, GM, Sales & Mktg Grp	

SANTA CLARA, CA 95054

Signatures

/s/ Fernando Delmendo,
attorney-in-fact

07/27/2016

<u>**</u>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)   Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the reporting person on April 21, 2016 that are intended to comply with Rule 10b5-1(c).

(4)   This transaction was executed in multiple trades at prices ranging from $34.60 to $34.72. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5)   This transaction was executed in multiple trades at prices ranging from $34.78 to $35.19. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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

(7)   Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 23, 2015. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

(8)   Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on April 25, 2016. 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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