

GELSINGER PATRICK P
Form 4
April 22, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GELSINGER PATRICK P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 MISSION COLLEGE BLVD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SR VP, GM DIG ENT GRP

SANTA CLARA, CA 95054

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

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

(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 | 04/20/2009 | | M | 6,375 (1) A \$ 0 | 122,763 | D | |
| Common Stock | 04/20/2009 | | F | 2,168 (2) D \$ 15.185 | 120,595 | D | |
| Common Stock | 04/21/2009 | | M | 3,000 (1) A \$ 0 | 123,595 | D | |
| Common Stock | 04/21/2009 | | F | 1,046 (2) D \$ 15.25 | 122,549 | D | |
| Common Stock | 04/21/2009 | | S | 1,500 D \$ 15.27 | 471 | I | By Trust for Son -3 |

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| | | | | | |
|--------------|--|--|---------|---|--------------------------------|
| Common Stock | | | 1,500 | I | By Charitable Remainder Trust |
| Common Stock | | | 1,258.5 | I | By Employee Benefit Plan Trust |
| Common Stock | | | 761 | I | By Irrevocable Living Trust |
| Common Stock | | | 75,462 | I | By Trust for Spouse |
| Common Stock | | | 4,205 | I | By UTMA for Daughter |
| Common Stock | | | 2,040 | I | By UTMA for Son |
| Common Stock | | | 1,700 | I | By UTMA for Son - 2 |
| Common Stock | | | 1,500 | I | By UTMA for Son - 3 |
| Common Stock | | | 2,705 | I | By Trust for Son |
| Common Stock | | | 2,705 | I | By Trust for Son - 2 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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⁾ | 04/20/2009 | M | 6,375 | 04/19/2008 ⁽⁴⁾ | <u>(4)</u> | Common Stock | 6,375 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/21/2009 | M | 3,000 | 04/21/2007 ⁽⁴⁾ | <u>(4)</u> | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GELSINGER PATRICK P 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054 | | | SR VP, GM DIG ENT GRP | |

Signatures

/s/ Lulu De Guia,
attorney-in-fact

04/22/2009

__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, 25% 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.
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