

INTEL CORP  
Form 4  
January 28, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**HOLT WILLIAM M**

(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 GM, Tech & Mfg Grp**

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		3,700 (1) \$ 0	D	
Common Stock	01/24/2014		F		1,886 (2) \$ 24.9905	D	
Common Stock	01/24/2014		M		37,320 (1) \$ 0	D	
Common Stock	01/24/2014		F		19,015 (2) \$ 24.9905	D	
Common Stock	01/24/2014		M		3,191 (1) \$ 0	D	

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Common Stock	01/24/2014	F	<u>1,626</u> (2)	D	\$ 24.9905	49,577	D	
Common Stock	01/24/2014	M	<u>4,452</u> (1)	A	\$ 0	54,029	D	
Common Stock	01/24/2014	F	<u>2,269</u> (2)	D	\$ 24.9905	51,760	D	
Common Stock	01/24/2014	S	<u>4,568</u> (3)	D	\$ 24.9885 (4)	47,192	D	
Common Stock	01/27/2014	S	<u>23,867</u> (3)	D	\$ 24.8192 (5)	23,325	D	
Common Stock						2,741	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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SEC 1474  
(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)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2014		M	3,700	04/24/2011 <sup>(7)</sup>	<sup>(7)</sup>	Common Stock	3,700
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2014		M	37,320	01/24/2014 <sup>(8)</sup>	<sup>(8)</sup>	Common Stock	37,320
Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2014		M	3,191	04/24/2012 <sup>(9)</sup>	<sup>(9)</sup>	Common Stock	3,191

Restricted Stock Units	\$ 0 <sup>(6)</sup>	01/24/2014	M	4,452	04/24/2013 <sup>(10)</sup>	<sup>(10)</sup>	Common Stock	4,452
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			Exec VP GM, Tech & Mfg Grp	

## 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) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the undersigned on April 25, 2013 that are intended to comply with Rule 10b5-1(c).
- (4) This transaction was executed in multiple trades at prices ranging from \$24.87 to \$25.15. 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 \$24.68 to \$24.96. 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 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.
- (8) 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.
- (9) 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.
- (10) 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. 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.