

INTEL CORP
Form DEFA14A
March 31, 2004

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 | |

INTEL CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, If Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Subject: Intel Corporation Proxy / Voting Instructions

April 5, 2004

**ANNUAL REPORT, PROXY STATEMENT
AND VOTING INSTRUCTIONS FOR THE
INTEL CORPORATION
2004 ANNUAL STOCKHOLDERS MEETING**

Account Number:

Proxy Access Number:

***Total Record Date Shares:**

Dear Stockholder:

We are pleased to deliver your proxy statement and annual report via email and provide you with the opportunity to vote online. The proxy statement and annual report are now available, and you can now vote your shares for the 2004 Annual Stockholders Meeting.

To view the proxy statement and annual report, visit <http://www.intel.com/intel/annual03>

To vote your Intel shares, visit: www.computershare.com/us/proxy/intel and then follow the voting instructions. **You will need the proxy access number and account number provided above.**

1. Notice of Annual Stockholders Meeting

Intel's 2004 Annual Stockholders Meeting will be held on May 19, 2004 at the Santa Clara Convention Center in Santa Clara, California, and we look forward to your attendance either in person or by proxy. For your convenience, we are pleased to offer a live webcast of the annual meeting at www.intc.com. If you miss the annual meeting, you can view a replay of the webcast at www.intc.com until June 18, 2004.

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At this year's annual meeting, the agenda includes the annual election of directors, ratification of our independent auditors, approval of our 2004 Equity Incentive Plan, and consideration of three stockholder proposals, if properly presented at the annual meeting. The Board of Directors recommends that you vote **FOR** election of the director nominees, **FOR** ratification of appointment of the independent auditors, **FOR** approval of the 2004 Equity Incentive Plan and **AGAINST** the three stockholder proposals. Please refer to the Proxy Statement for detailed information on each of the proposals and the annual meeting.

2. Other Information

In connection with viewing your proxy statement and annual report online, you may incur certain Internet access charges, such as fees from your Internet service provider or telephone company. If you would like to receive a paper copy of the proxy statement and annual report in the mail, call Intel's transfer agent, Computershare Investor Services, LLC, at (800) 298-0146 (within the U.S. and Canada) or (312) 360-5123 (outside the U.S. and Canada). If you have any questions about submitting your vote or viewing the online versions of the proxy statement and annual report, call Intel Investor Relations at (408) 765-1480.

* This is your share balance as of the Record Date, March 22, 2004