

INTEL CORP  
Form 8-K  
December 28, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): December 28, 2006**

**INTEL CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-06217**  
(Commission File Number)

**94-1672743**  
(I.R.S. Employer  
Identification No.)

**2200 Mission College Blvd.**  
**Santa Clara, California**  
(Address of Principal Executive  
Offices)

**95054-1549**  
(Zip Code)

Registrant's telephone number, including area code: (408) 765-8080

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

This current report on Form 8-K is filed for the purpose of filing the attached exhibit in connection with Registration Statement No. 333-132865.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit | Description                             |
|---------|---|
| 5.1     | Opinion of Gibson, Dunn & Crutcher LLP. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 27, 2006

INTEL CORPORATION

By: /s/ Cary I. Klafter  
Name: Cary I. Klafter  
Title: Vice President and Corporate  
Secretary

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EXHIBIT INDEX

| Exhibit | Description                            |
|---------|--|
| 5.1     | Opinion of Gibson, Dunn & Crutcher LLP |