

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: December 6, 2001

(Date of earliest event reported)

INTEL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of
incorporation)

0-6217
(Commission
File Number)

94-1672743
(IRS Employer
Identification No.)

2200 Mission College Blvd., Santa Clara, California
(Address of principal executive offices)

95052-8119
(Zip Code)

(408) 765-8080

(Registrant's telephone number, including area code)

Item 5. OTHER EVENTS

- 5.1** Attached hereto as Exhibit 99.1 and incorporated by reference herein is the text of Intel Corporation's announcement regarding an update to forward-looking statements relating to 2001 and the 4th Quarter of 2001 as presented in a press release of December 6, 2001.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

- 99.1** Press release of December 6, 2001 with an announcement regarding an update to forward-looking statements relating to 2001 and the 4th Quarter of 2001.

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.

INTEL CORPORATION
(Registrant)

Date: December 6, 2001

By: /s/ Andy D. Bryant
Andy D. Bryant
Executive Vice President,
Chief Financial Officer and
Principal Accounting Officer

INTEL UPDATES FOURTH-QUARTER BUSINESS EXPECTATIONS

SANTA CLARA, Calif., Dec. 6, 2001 -- Intel Corporation today provided a planned update to the company's Business Outlook for the fourth quarter, which ends Dec. 29.

Intel expects revenue for the fourth quarter to be between \$6.7 billion and \$6.9 billion, as compared to the previous range of \$6.2 billion to \$6.8 billion. Demand for Intel microprocessors has been better than expected, trending in line with normal seasonal patterns. Intel's communications businesses have been tracking to the company's overall expectations at the beginning of the quarter.

The gross margin percentage is expected to be within the previous expectation and above the midpoint of the range. All other expectations are unchanged.

Intel's fourth-quarter Business Outlook was originally published in the company's third-quarter earnings release, available at www.intc.com/com/intel/finance/earnings.htm.

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The statements contained in this Business Update and in the Oct. 16 Business Outlook are forward-looking statements that involve a number of risks and uncertainties. Gross margin percentage varies primarily with revenue levels, product mix, product pricing, changes in unit costs, capacity utilization, and timing of factory ramps and associated costs. Expenses may vary from the company's expectation depending, in part, on revenue and profits. The expectation as to gains or losses from equity investments and interest and other will vary depending on equity market levels and volatility, gains or losses realized on the sale or exchange of investments, determination of impairment charges, including potential impairment of non-marketable investments, interest rates, cash balances, mark-to-market of derivative instruments, and assuming no unanticipated items. Other factors that could cause actual results to differ materially include the following: business and economic conditions and growth in the computing and communications industries in various geographic regions; possible disruption in commercial activities related to terrorist activity and armed conflict, such as changes in logistics and security arrangements, and reduced end-user purchases relative to expectations; impact of events outside the United States such as the business impact of fluctuating currency rates or unrest or political instability in a locale, such as unrest in Israel; changes in customer order patterns; changes in the mixes of microprocessor types and speeds, purchased components and other products; competitive factors, such as rival chip architectures and manufacturing technologies, competing software-compatible microprocessors and acceptance of new products in specific market segments; pricing pressures; development and timing of introduction of compelling software applications; insufficient, excess or obsolete inventory and variations in inventory valuation; execution of the manufacturing ramp, including the transition to 0.13-micron process technology; excess manufacturing capacity; unanticipated costs or other adverse effects associated with processors and other products containing errata (deviations from published specifications); litigation involving antitrust, intellectual property, consumer, securities and other issues; and other risk factors listed from time to time in the company's SEC reports, including but not limited to Form 10-Q for the quarter ended Sept. 29, 2001.

* Other names and brands may be claimed as the property of others.
