

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person* DUNLAP, JR., F. THOMAS (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol INTEL CORPORATION (INTC)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
INTEL CORPORATION 2200 MISSION COLLEGE BLVD. (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 11/25/02		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
SANTA CLARA, CA 95052 (City) (State) (Zip)				5. If Amendment, Date of Original (Month/Day/Year)			

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)	Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Amount	(A) or (D)	Price			
COMMON									203,343	I	TRUST FOR SELF/SPOUSE
COMMON									40,000 ⁽¹⁾	I	FAMILY LP
COMMON									3,570	I	TRUST FOR DAUGHTER
COMMON									3,570	I	TRUST FOR DAUGHTER
COMMON									2,566	I	⁽²⁾

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

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)	Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$20.23	11/25/02		A			150,000		⁽³⁾	11/25/12	COM.STK	150,000				
Employee Stock Option (right to buy)	\$20.23	11/25/02		A			109,568		⁽⁴⁾	11/25/12	COM STK	109,568	1,992,704	D		

Explanation of Responses:

⁽¹⁾ THE REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF INTC COMMON STOCK HELD BY FAMILY LIMITED PARTNERSHIP EXCEPT TO THE EXTENT OF HIS PECUNIARY INTEREST THEREIN.

⁽²⁾ BY EMPLOYEE BENEFIT PLAN TRUST.

- (3) The option vests in four equal annual installments beginning 11/25/08.
- (4) The option vests in four equal annual installments beginning 11/25/03.

By: /s/ **F. THOMAS DUNLAP, JR.**

11/26/02

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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