FORM 4

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

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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 and Dye's Section 16 Filer www.section16.net

					uer Name and Ticker CL CORPORATION		0 5		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
OTELLINI, PAU	UL S.								X Director		% Owner			
INTEL CORPORATION					.S. Identification Nur	nber	Month/Day/Year		X Officer (give title below) Other (specify below) PRESIDENT and CHIEF OPERATING OFFICER					
					porting Person,									
					entity (voluntary)									
2200 MISSION	COLLEG	E BLVD.												
(Street)							5. If Amendment,		7. Individual or Joint/Group Filing (Check Applicable Line)					
SANTA CLARA, CA 95052							Date of Original (Month/Day/Year)		X Form filed by One Reporting Person Form filed by More than One Reporting Person					
- -				Ĩ Í										
(City)	(State)		Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of	2. Trans-	2A. Deemed	13. Tran	nns- 4. Securities Acquired (A) or Disposed of 5. A					Amount of	mount of 6. Owner- 7. Nature of Indirect				
Security	action	Execution	action		(D)				curities	ship Form:	Beneficial Ownership			
(Instr. 3) Date Date, Code					(Instr. 3, 4 & 5)			Be	eneficially	Direct (D)	(Instr. 4)			
	(Month/	if any (Month/Day/	(Instr. 8) Code	. 8)			0		wned Follow-	or Indirect				
	Day/ Year)			V	Amount	(A)	Price		g Reported	(I)				
		Year)				or		Tr	ansactions(s)	(Instr. 4)				
						(D)		(Ir	nstr. 3 & 4)					
COMMON				1					490,140	D	(1).			
COMMON				┢				+	2,612	2 I	(2).			
COMMON				┢				+	1,284	I I	(3).			
COMMON				┢					700) I	BY SELF FOR DAUGHTER			

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

2. Conver-	3.	3A.	4.	5	5. Number of Deriv	vative	6. Date		7. Titl	e and	8. Price of	9. Number of	10.	11. Nature
sion or	Trans-	Deemed	Trans	- s	Securities Acquire	Exercis	able	Amount of		Derivative	Derivative	Owner-	of Indirect	
Exercise	action					and Expiration Underlying		Security	Securities	ship	Beneficial			
Price of	Date	Date,	Code		1			(Instr. 5)	Beneficially	Form	Ownership			
Derivative		if any		0	Instr. 3, 4 & 5)	(Month/Day/		(Instr. 3 & 4)		Ì Í	Owned	of	(Instr. 4)	
Security		(Instr.	Ì		Year)		, í			Following	Deriv-	Ň Í		
·			8)									Reported	ative	
	l'eur)	l'un)	Ĺ									Transaction(s)	Security	:
										(Instr. 4)	Direct			
													(D)	
			Code	V	(A)	(D)	Date	Expira-	Title				or	
													Indirect	
							cisable	Date		Shares			(I)	
													(Instr. 4)	
\$18.63	4/22/03		A		75,000		4/22/04	4/22/13	сом	75,000				
									STK					
\$18.63	4/22/03		A		75,000		4/22/05	4/22/13	сом	75,000				
									STK					
\$18.63	4/22/03		A		75,000		4/22/06	4/22/13	сом	75,000				
					, i i i i i i i i i i i i i i i i i i i				STK					
\$18.63	4/22/03		A		75,00		4/22/07	4/22/13	сом	75,000		3,845,586	D	1
					- ,									
S F F	sion or Exercise Price of Derivative Security \$18.63 \$18.63	sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/ Year) \$18.63 4/22/03 \$18.63 4/22/03	sion or Trans- Deemed Exercise action Execution Price of Date Date, Derivative if any Security (Month/ Day/ Day/	sion or Trans- Exercise action Execution action Price of Date Date, if any Security (Month/ Day/ Year) Year) (Instr. 8) \$18.63 4/22/03 A \$18.63 4/22/03 A \$18.63 4/22/03 A Stanta action Execution action (Month/ Day/ Year) A A	sion or Trans- Deemed Trans- S Exercise action Execution action I Price of Date Date, if any Security (Month/ Day/ Year) Year) (Instr. 8) \$18.63 4/22/03 A Code V \$18.63 4/22/03 A A \$18.63 4/22/03 A A	sion or Trans- Exercise action Execution action Date, Derivative Security Month/ Security Year) Year) A Code (Instr. 3, 4 & 5) Month/ Day/ Year) A Code V (A) S18.63 4/22/03 A 75,000 S18.63 4/22/03 A 75,000	sion or Trans- Exercise action Date, Derivative Security (Month/ Day/ Year) August 22/03 A T5,000 S18.63 4/22/03 A A T5,000 S18.63 4/22/03 A A T5,000	sion or Trans- Exercise Deemed action Trans- Execution Securities Acquired (A) or Disposed of (D) Exercise and Exp Date (Month/ Day/ Year) Security Month/ Day/ Year) Date, if any (Month/ Day/ Year) Code Nonth/ Pay/ Year) Instr. 3, 4 & 5) Date (Month/ Pay/ Year) Stars.63 4/22/03 A 75,000 4/22/04 \$18.63 4/22/03 A 75,000 4/22/05	sion or Exercise action Date action Date, if any (Month/Day/ Year) Month/ Day/ Year)	sion or Exercise action Price of Dete Month/ Day/ Year) Deemed Execution action Date, if any (Month/ Day/ Year) Trans- action Code (Instr. 3, 4 & 5) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) Exercisable and Expiration Date (Instr. 3, 4 & 5) Amou under Security Security Month/ Day/ Year) Month/ (Instr. 8) Code Instr. 3, 4 & 5) Exercisable and Expiration Date (Instr. S) Amou Date (Instr. 3, 4 & 5) \$18.63 4/22/03 A A Topological (A) Instr. (D) Instr. 3, 4 & 5) Title Exer- tion Date Exer- tion Date Title S \$18.63 4/22/03 A A Topological (A) 4/22/04 4/22/13 COM STK \$18.63 4/22/03 A A Topological (A) 4/22/05 4/22/13 COM STK \$18.63 4/22/03 A A Topological (A) 4/22/06 4/22/13 COM STK	Sion or Exercise action Date berivative Security Trans- action Date if any (Month/ Day/ Year) Deemed Execution Date, if any (Month/ Day/ Year) Trans- action Date, (Instr. 3, 4 & 5) Securities Acquired (A) or Disposed of (D) Exercisable and Expiration Date (Month/Day/ Year) Amount of Underlying Securities (Instr. 3, 4 & 5) Security (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Month/ Pay/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) (Month/ Pay/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Pay/ Year) (Month/ Pay/ Ye	Sion or Exercise Price of Derivative Security Trans- action Date (Month/ Day/ Year) Deemed Trans- action Date, if any (Month/ Day/ Year) Trans- action Date, (Instr. 3, 4 & 5) Securities (A) or Disposed of (D) (Instr. 3, 4 & 5) Exercisable and Expiration Date (Month/Day/ Year) Amount of Underlying Securities (Instr. 3 & 4) Derivative Security (Instr. 5) Security (Month/ Day/ Year) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 3, 4 & 5) (Instr. 3 & 4) (Instr. 3 & 4) Sils.63 4/22/03 (Month/ Pay) A (A) (D) Date Exer- cisable Expira- tion Date Title Shares Amount or Number of Shares Sils.63 4/22/03 A 75,000 4/22/04 4/22/13 COM STK 75,000 STK Sils.63 4/22/03 A 75,000 4/22/05 4/22/13 COM STK 75,000 Sils.63 4/22/03 A 75,000 4/22/07 4/22/13 COM STK 75,000	Sion or Exercise action Price of Date Trans- action Date, if any Year) Deemed action Date, if any Year) Trans- code (Instr. 3, 4 & 5) Securities Acquired (A) or Disposed of (D) Exercisable and Expiration Date (Month/Day/ Year) Amount of Underlying Securities Derivative Securities Derivative Securities Security (Month/ Day/ Year) (Instr. 8) Code (Instr. 3, 4 & 5) (Instr. 3, 4 & 5) Date (Month/Day/ Year) (Instr. 3, 4 & 5) Date (Instr. 3, 4 & 5) Expira- tion Siares Title Number of Shares Amount or Number of Shares \$18.63 4/22/03 A 75,000 4/22/04 4/22/05 COM STK 75,000 Instr. 3, 4, 22/05 Instr. 3, 4, 22/03 Instr. 4, 22/05 1/2/13 COM STK 75,000 Instr. 4/22/05 Instr. 4/22/05 Instr. 4/22/05 Instr. 5/2000 Instr. 5/2000 Instr. 5/2000 Instr. 5/2000 Instr. 5/2	Sion or Exercise oprivative Derivative Securities Trans- action Date if any Year) Decemed Trans- plate if any Year) Trans- Code if any Year) Securities Acquired (A) or Disposed of (D) Exercisable and Expiration Year) Amount of Underlying Securities Derivative Securities Derivative Securities

Explanation of Responses:

(1) INCLUDES 1,352 SHARES ACQUIRED UNDER THE INTEL CORPORATION STOCK PARTICIPATION PLAN DURING FEBRUARY, 2003. (2) BY EMPLOYEE BENEFIT PLAN TRUST. (3) BY EMPLOYEE BENEFIT PLAN TRUST (SPOUSE).

By: /s/ PAUL S. OTELLINI

<u>4/24/03</u> 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.