FORM 4
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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)		·								
1. Name and Address of Reporting P HOLT WILLIAM M	2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) INTEL CORPORATION, 220 COLLEGE BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2005									
(Street) SANTA CLARA, CA 95052	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	Table I - Non-Derivative Securities Acqu						ired, 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)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership
		(Wohth Day roar)	Code	v	(A) or		(linsu: 5 dird 4)	or Indirect (I) (Instr. 4)	(Instr. 4)	
COMMON								26,934	D	
COMMON	05/03/2005		S		4,000	D	\$ 23.74	13,010	Ι	Trust for Self and Spouse
COMMON								1,601	Ι	By Son
COMMON								1,601	Ι	By Daughter
COMMON								2	Ι	By 401(k) Plan

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

SEC 1474 (9-02)

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

			(e.g.	, puts, cal	ls, '	warra	ants, o	ptions, conv	ertible secu	(rities	)				
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numl	ber	and Expiration	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	vative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	rities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security					Acqu	ired			4)			0	Direct (D)	
						(A) o							1	or Indirect	
						Dispo	osed						Transaction(s)	(I)	
						of (D	/						(Instr. 4)	(Instr. 4)	
						(Instr	· ·								
						4, and	d 5)								
											Amount				
								Dete	E		or				
								Date Exercisable	Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

Bonosting Owner Name / Address	Relationships						
<b>Reporting Owner Name / Address</b>	Director	10% Owner	Officer	Other			
HOLT WILLIAM M INTEL CORPORATION			VICE PRESIDENT				

2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95052				
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# Signatures

WILLIAM M. HOLT	
**Signature of Reporting Person	

05/04/2005 Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

#### **Remarks:**

Mr. Holt holds 1,306,626 options with the right to buy Intel Corporation common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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