

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

INTEL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

94-1672743

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA

95054-8119

(Address of Principal Executive Offices)

(Zip Code)

INTEL CORPORATION 2004 EQUITY INCENTIVE PLAN

(Full Title of the Plan)

CARY I. KLAFTER, ESQ.
VICE PRESIDENT AND SECRETARY
INTEL CORPORATION
2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054-8119

(Name and Address of Agent for Service)

(408) 765-8080

(Telephone Number, Including Area Code, of Agent For Service)

Copies to:
RONALD O. MUELLER, ESQ.
GIBSON, DUNN & CRUTCHER LLP
1050 CONNECTICUT AVENUE, N.W. SUITE 300
WASHINGTON, DC 20036
(202) 955-8500

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Common Stock, par value \$0.001 per share	130,000,000 shares	\$26.92	\$3,499,600,000	\$411,902.92

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's common stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee.
- (3) Calculated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low prices of the Common Stock on the Nasdaq National Market on June 14, 2005, which was \$26.92.

EXPLANATORY NOTE

This Registration Statement relates to the registration of additional securities under the Intel Corporation 2004 Equity Incentive Plan (the "Plan"). In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8, Commission File No. 333-115625, filed by Intel Corporation on May 19, 2004 with the Securities and Exchange Commission (the "Commission") related to the Plan are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of Intel Corporation with the Commission, each of the following exhibits is filed herewith:

Exhibit No.	Exhibit Description
4.2*	Intel Corporation Bylaws, as amended, (incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K, as filed with the Commission on May 20, 2005, File No. 000-06217).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.	Power of Attorney (contained on signature page hereto).

*Incorporated by reference

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 17th day of June, 2005.

INTEL CORPORATION

By: /s/ Andy D. Bryant

Andy D. Bryant
Executive Vice President,
Chief Financial and
Enterprise Services Officer

Each person whose signature appears below constitutes and appoints D. Bruce Sewell, Andy D. Bryant, and Cary I. Klafter and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

[REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Craig R. Barrett Craig R. Barrett	Chairman of the Board and Director	June 17, 2005
/s/ Paul S. Otellini Paul S. Otellini	President, Chief Executive Officer and Director	June 17, 2005
/s/ Charlene Barshefsky Charlene Barshefsky	Director	June 17, 2005
/s/ E. John P. Browne E. John P. Browne	Director	June 17, 2005
/s/ Andy D. Bryant Andy D. Bryant	Executive Vice President, Chief Financial officer and Principal Accounting Officer	June 17, 2005
D. James Guzy	Director	
/s/ Reed E. Hundt Reed E. Hundt	Director	June 17, 2005
/s/ David S. Pottruck David S. Pottruck	Director	June 17, 2005
/s/ Jane E. Shaw Jane E. Shaw	Director	June 17, 2005
/s/ John L. Thornton John L. Thornton	Director	June 17, 2005
/s/ David B. Yoffie David B. Yoffie	Director	June 17, 2005

EXHIBIT INDEX

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GIBSON, DUNN & CRUTCHER LLP
Lawyers
A REGISTERED LIMITED LIABILITY PARTNERSHIP
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June 17, 2005

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Intel Corporation
2200 Mission College Blvd.
Santa Clara, CA 95054-8119

Re: Proposed Offering of up to 130,000,000 Shares of
Common Stock Pursuant to the Intel Corporation
2004 Equity Incentive Plan

Ladies and Gentlemen:

We refer to an aggregate of 130,000,000 shares of Common Stock, par value \$.001 per share (the "Shares"), of Intel Corporation, a Delaware corporation (the "Company"), which are the subject of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). The Shares of Common Stock subject to the Registration Statement are to be issued under the Intel Corporation 2004 Equity Incentive Plan, as amended (the "Plan").

For the purpose of rendering this opinion, we have made such factual and legal examination as we deemed necessary under the circumstances, and in that connection we have examined, among other things, originals or copies of the following:

(1) Intel Corporation Second Restated Certificate of Incorporation dated March 13, 2003 (incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q for the quarter ended March 29, 2003, as filed with the Commission on May 7, 2003);

(2) Intel Corporation Bylaws as of June 17, 2005 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K as filed with the Commission on May 20, 2005;

(3) The description of the Shares set forth under the caption "Description of Capital Stock" in the Company's registration statement on Form S-3, as amended, filed with the Commission on April 18, 1995, File No. 33-56107;

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(4) The Plan; and

(5) Such records of the corporate proceedings of the Company, such certificates and assurances from public officials, officers and representatives of the Company, and such other documents as we have considered necessary or appropriate for the purpose of rendering this opinion.

In rendering the opinion expressed below, we have assumed:

(a) The genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. With respect to agreements and

instruments executed by natural persons, we have assumed the legal competency of such persons.

(b) There are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon our examination mentioned above, we are of the opinion that the Shares have been validly authorized for issuance and, when issued and sold in accordance with the terms set forth in the Plan and the payment therefore has been received, and when the Registration Statement has become effective under the Act, the Shares so issued will be validly issued and will be fully paid and nonassessable.

The opinions set forth herein are subject to the following assumptions, qualifications, limitations and exceptions:

A. Our opinions set forth herein are limited to the effect of the present corporate laws of the State of Delaware and to the present judicial interpretations thereof and to the facts as they presently exist. Although we are not admitted to practice in the State of Delaware, we are familiar with the Delaware General Corporation Law and have made such investigation thereof as we deemed necessary for the purpose of rendering the opinion contained herein. We assume no obligation to revise or supplement our opinions should the present laws, or the interpretation thereof, be changed or to revise or supplement these opinions in respect of any circumstances or events that occur subsequent to the date hereof.

B. Our opinions set forth herein are subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the enforcement of creditors' rights generally (including, without limitation, the effect of

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statutory or other laws regarding fraudulent transfers or preferential transfers) and (ii) general principles of equity, regardless of whether a matter is considered in a proceeding in equity or at law, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies.

C. We express no opinion regarding the effectiveness of any waiver (whether or not stated as such) contained in the Plan of rights of any party, or duties owing to it, that is broadly or vaguely stated or does not describe the right or duty purportedly waived with reasonable specificity or any provision in the Plan relating to indemnification, exculpation or contribution.

This opinion may be filed as an exhibit to the Registration Statement. Consent is also given to the reference to this firm under the caption "Legal Matters" in the prospectus contained in or incorporated by reference to the Registration Statement. In giving this consent, we do not admit we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

GIBSON, DUNN & CRUTCHER LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Intel Corporation 2004 Equity Incentive Plan, of our reports dated February 15, 2005, with respect to the consolidated financial statements and schedule of Intel Corporation, Intel Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Intel Corporation, included in its Annual Report (Form 10-K) for the year ended December 25, 2004, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
June 14, 2005