FORM 4

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

OMB APPROVAL				
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longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 Response	es)										
1. Name and Address of BARSHEFSKY C	2. Issuer Name and INTEL CORP [II		Γradir	ng Symbol	l	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
WILMER, CUTLI DORR LLP, 2445		HALE &	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2005							ther (specify bel	ow)
WASHINGTON, I		4. If Amendment, Da	ite 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)	(Zip)	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. Transac Code (Instr. 8)	tion	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)	Form:	7. Nature of Indirect Beneficial Ownership
				Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
COMMON									1,700		By 401(k) Plan

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

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SEC 1474 (9-02)

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

(e.g., pato), carro, variants, options, convertible securities,														
2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Title and A	mount of	8. Price of	9. Number of	10.	11. Nature
Conversion	Date	Execution Date, if	Transact	tion	Number and F		and Expirati	piration Date Underl		Underlying Securities		Derivative	Ownership	of Indirect
or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	(Instr. 3 and 4))	Security	Securities	Form of	Beneficial
Price of		(Month/Day/Year)	(Instr. 8))	Deriv	ative					(Instr. 5)	Beneficially	Derivative	Ownership
Derivative				Securities							Owned	Security:	(Instr. 4)	
Security					Acquired							Following	Direct (D)	
					(A) or							Reported	or Indirect	
				Disposed							Transaction(s)	(I)		
				of (D)							(Instr. 4)	(Instr. 4)		
				(Instr. 3,										
					4, and	15)								
										Amount				
										-				
							Exercisable	Date	110					
			Code	V	(A)	(D)								
					()	(-)								
245							(4)	(2)						
\$ 0 (<u>1)</u>	09/30/2005		Α		765		.(2)	<u>(2)</u>	COM.STK	765	\$ 24.65	1,988 (3)	D	
]	Conversion or Exercise Price of Derivative	Conversion or Exercise Price of Derivative Security	2. 3. Transaction Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution Date, if any (Month/Day/Year)	2. 3. Transaction Date (Month/Day/Year) Or Exercise Price of Derivative Security 3. A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code Code Code	2. 3. Transaction Date Execution Date, if any (Month/Day/Year) Code (Instr. 8) 3. A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8)	2. 3. Transaction Date (Month/Day/Year) Or Exercise Price of Derivative Security 2. 3. Transaction Date (Month/Day/Year) Or Exercise Price of Derivative Security 3. Deemed Execution Date, if Transaction Code (Instr. 8) Or Exercise Price of Derivative Security Acquired (A) or Disposite Of (Derivative Security) Code V (A)	2. 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. 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Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARSHEFSKY CHARLENE WILMER, CUTLER PICKERING HALE & DORR LLP 2445 M STREET N.W. WASHINGTON, DC 20037	X						

Signatures

CHARLENE BARSHEFSKY	10/03/2005
**Signature of Reporting Person	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).
- (1) The conversion rate is 1-for-1.
- (2) Date Exercisable and Expiration Date are the reporting person's retirement date which is currently unknown.
- (3) Ambassador Barshefsky holds 39,000 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.

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