

As filed with the Securities and Exchange Commission on June 21, 2006

Registration No. 333-115625

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
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 (I.R.S. Employer
Jurisdiction Identification
of Incorporation or
Organization) Number)

2200 Mission College 95054-8119
Blvd. (Zip Code)
Santa Clara, CA
(Address of Principal
Executive Offices)

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, NW, Suite 300
Washington, DC 20036
(202) 955-8500

EXPLANATORY NOTE

Intel Corporation ("Intel") registered 240,000,000 shares of its common stock for issuance under the Intel Corporation 2004 Equity Incentive Plan (the "Plan") pursuant to Registration Statement on Form S-8, File No. 333-115625, filed with the Securities and Exchange Commission on May 19, 2004. This Post-Effective Amendment No. 1 is being filed to deregister 40,894,140 shares of Intel common stock that have not yet been issued under the Plan.

Accordingly, Intel hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-115625, 40,894,140 shares of its common stock that have not been and will not be issued under the Plan.

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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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 21st day of June, 2006.

INTEL CORPORATION

By: /s/ Cary I. Klafter

Cary I. Klafter
Vice President and
Secretary

Pursuant to the requirements of the Securities Act of 1933,
this Post-Effective Amendment No. 1 has been signed by the
following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Craig R. Barrett	Chairman of the Board and Director	June 21, 2006
* Paul S. Otellini	President, Chief Executive Officer and Director	June 21, 2006
* Charlene Barshefsky	Director	June 21, 2006
* E. John P. Browne	Director	June 21, 2006
* Andy D. Bryant	Executive Vice President, Chief Financial Officer and Principal Accounting Officer	June 21, 2006
* D. James Guzy	Director	June 21, 2006
* Reed E. Hundt	Director	June 21, 2006
James D. Plummer	Director	June 21, 2006
* David S. Pottruck	Director	June 21, 2006
* Jane E. Shaw	Director	June 21, 2006
* John L. Thornton	Director	June 21, 2006
* David B. Yoffie	Director	June 21, 2006
* By: Name: Title:	/s/ Cary I. Klafter Cary I. Klafter Attorney-in-Fact	