

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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 Person 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) V. PRES. GM, TECH & MFG GRP		
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/19/2007					
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON								62,234 (1)	D	
COMMON								13,010	I	Trust for Self and Spouse
COMMON								1,000	I	By Son
COMMON								1,601	I	By Daughter
COMMON								2	I	By 401(k) Plan

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

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.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Option(right to buy)	\$ 21.52	04/19/2007		A		45,000		04/19/2008	04/19/2014	COM.STK	45,000	\$ 0	930,626	D	
Employee Option(right to buy)	\$ 21.52	04/19/2007		A		45,000		04/19/2009	04/19/2014	COM.STK	45,000	\$ 0	975,626	D	
Employee Option(right to buy)	\$ 21.52	04/19/2007		A		45,000		04/19/2010	04/19/2014	COM.STK	45,000	\$ 0	1,020,626	D	
Employee Option(right to buy)	\$ 21.52	04/19/2007		A		45,000		04/19/2011	04/19/2014	COM.STK	45,000	\$ 0	1,065,626	D	
Restricted Stock Units	\$ 0 (2)	04/19/2007		A		6,375		04/19/2008(3)	04/19/2008(3)	COM.STK	6,375	\$ 0	23,625	D	
Restricted Stock Units	\$ 0 (2)	04/19/2007		A		6,375		04/19/2009(3)	04/19/2009(3)	COM.STK	6,375	\$ 0	30,000	D	
Restricted Stock Units	\$ 0 (2)	04/19/2007		A		6,375		04/19/2010(3)	04/19/2010(3)	COM.STK	6,375	\$ 0	36,375	D	
Restricted Stock Units	\$ 0 (2)	04/19/2007		A		6,375		04/19/2011(3)	04/19/2011(3)	COM.STK	6,375	\$ 0	42,750	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			V. PRES. GM, TECH & MFG GRP	

Signatures

WILLIAM M. HOLT

Signature of Reporting Person

04/19/2007

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) Includes 1,383 shares acquired under the Intel Corporation Stock Purchase Plan during February 2007.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel common stock.
- (3) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts into common stock on each anniversary of the grant date.

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.