

**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

(State or Other Jurisdiction
of Incorporation or Organization)

94-1672743

(I.R.S. Employer
Identification Number)

**2200 Mission College Blvd.
Santa Clara, CA**

(Address of Principal Executive Offices)

95054-1549

(Zip Code)

Intel Corporation 2006 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 95054-1549**

(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

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	119,000,000 shares	\$24.21	\$2,880,990,000	\$88,446.39

- (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 the 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 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 of Intel Corporation on the Nasdaq Global Select Market on June 19, 2007, which was \$24.21.

- (3) In accordance with Rule 457(p) of the Securities Act, \$88,446.39 of the registration fee that was paid and unused in connection with the Registrant's Form S-8 related to the Intel Corporation 2004 Equity Incentive Plan originally filed with the Commission on June 17, 2005 (File no. 333-125914), is being applied and offset against the total registration fee required hereunder.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Intel Corporation, a Delaware corporation (the "Corporation" or the "Registrant"), relating to 119,000,000 shares of its common stock, par value \$0.001 per share (the "Common Stock"), issuable to eligible employees and non-employee directors of the Corporation under the Intel Corporation 2006 Equity Incentive Plan (the "Plan"), which Common Stock is in addition to the 175,000,000 shares of Common Stock registered on the Corporation's Form S-8 filed on June 21, 2006 (Commission File No. 333-135177) (the "Prior Registration Statement").

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have previously been filed by the Corporation with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

(1) The Corporation's Annual Report on Form 10-K for the fiscal year ended December 30, 2006, filed with the Commission on February 26, 2007, File No. 000-06217;

(2) The Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, filed with the Commission on May 3, 2007, File No. 000-06217;

(3) The Corporation's Current Reports on Form 8-K filed with the Commission on January 16, 2007, January 18, 2007, March 29, 2007, April 17, 2007, May 16, 2007, May 22, 2007, and May 29, 2007, File No. 000-06217; and

(4) The description of the Common Stock set forth under the caption "Description of Capital Stock" in the Corporation's automatic shelf registration statement on Form S-3, filed with the Commission on March 30, 2006, File No. 333-132865, together with any amendment or report filed with the Commission for the purpose of updating such description; and

In addition, all documents filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing

(such documents, and the documents listed above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents listed above or subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Corporation's Annual Report on Form 10-K covering such year shall cease to be Incorporated Documents or be incorporated by reference in this Registration Statement from and after the filing of such Annual Report. The Corporation's Exchange Act file number with the Commission is 000-06217.

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this 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:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1*	Intel Corporation Third Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K as filed on May 22, 2006, File No. 000-06217).
4.2*	Intel Corporation Bylaws as amended on January 17, 2007 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K as filed on January 18, 2007, 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).
99.1*	Intel Corporation 2006 Equity Incentive Plan As Amended and Restated Effective May 16, 2007 (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed on May 16, 2007, File No. 000-06217).

*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 21st day of June, 2007.

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]

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/ s / Craig R. Barrett _____</u> Craig R. Barrett	Chairman of the Board and Director	June 21, 2007
<u>/ s / Paul S. Otellini _____</u> Paul S. Otellini	President, Chief Executive Officer and Director	June 14, 2007
<u>/ s / Charlene Barshefsky _____</u> Charlene Barshefsky	Director	June 21, 2007
<u>/ s / Andy D. Bryant _____</u> Andy D. Bryant	Executive Vice President, Chief Financial and Enterprise Services Officer	June 21, 2007
<u>/ s / Susan L. Decker _____</u> Susan L. Decker	Director	June 21, 2007
_____ D. James Guzy	Director	
<u>/ s / Reed E. Hundt _____</u> Reed E. Hundt	Director	June 13, 2007
<u>/ s / James D. Plummer _____</u> James D. Plummer	Director	June 21, 2007
<u>/ s / David S. Pottruck _____</u> David S. Pottruck	Director	June 21, 2007
<u>/ s / Jane E. Shaw _____</u> Jane E. Shaw	Director	June 19, 2007
<u>/ s / John L. Thornton _____</u> John L. Thornton	Director	June 21, 2007
<u>/ s / David B. Yoffie _____</u> David B. Yoffie	Director	June 13, 2007

EXHIBIT INDEX

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***Incorporated by reference**

GIBSON, DUNN & CRUTCHER LLP
LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

1050 Connecticut Avenue, N.W., Washington, D.C. 20036-5306

(202) 955-8500
www.gibsondunn.com

June 20, 2007

Direct Dial
(202) 955-8500

Client Matter No.
C 42376-00012

Fax No.
(202) 467-0539

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

Re: *Proposed Offering of up to 119,000,000 Shares of Common Stock Pursuant to the Intel Corporation 2006 Equity Incentive Plan, as amended*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Intel Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 119,000,000 shares of the Company's Common Stock, par value \$.001 per share, (the "Shares"). The Shares subject to the Registration Statement are to be issued under the Intel Corporation 2006 Equity Incentive Plan, as amended (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all

documents submitted to us as copies. We have also assumed that 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. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

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.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ 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 2006 Equity Incentive Plan, of our reports dated February 20, 2007, 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 30, 2006, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
June 18, 2007