

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * GELSINGER PATRICK P			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SR VICE PRES DIG ENT GRP					
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/21/2008								
(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 (1)	04/21/2008		M		9,375	A	\$ 0	206,228	D	
COMMON (2)	04/21/2008		F		4,262	D	\$ 22.455	201,966	D	
COMMON								761	I	By Irrevocable Living Trust for Spouse
COMMON								75,462	I	By Revocable Trust for Spouse
COMMON								4,205	I	by UTMA for Daughter
COMMON								1,971	I	By Trust for Son
COMMON								1,500	I	UTMA for Son
COMMON								2,705	I	By Trust for Son
COMMON								1,700	I	By UTMA for Son
COMMON								2,705	I	By Trust by Son
COMMON								2,040	I	By UTMA for Son
COMMON								1,500	I	By Charitable Remainder Trust
COMMON								1,216.893	I	By Employee Benefit Plan Trust

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
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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)

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	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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				of (D) (Instr. 3, 4, and 5)									Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0 ⁽³⁾	04/21/2008		M			6,375	04/19/2008 ⁽⁴⁾	04/19/2008 ⁽⁴⁾	COM.STK	6,375	\$ 0	55,875	D	
Restricted Stock Units	\$ 0 ⁽³⁾	04/21/2008		M			3,000	04/21/2008 ⁽⁴⁾	04/21/2008 ⁽⁴⁾	COM.STK	3,000	\$ 0	52,875 ⁽⁵⁾	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GELSINGER PATRICK P INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			SR VICE PRES DIG ENT GRP	

Signatures

PATRICK P. GELSINGER	04/22/2008
^{**} 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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (4) 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, unless that date falls on a non-business date, in which case the next business date shall apply.
- (5) Mr. Gelsinger also holds 1,610,246 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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