

(Print or Type Responses)

| | | | | | | | | | | | |
|--|---|---|--|---|--|---|-----------|--|---|--|--|
| 1. Name and Address of Reporting Person * KILROY THOMAS M | | | 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) _____ VP DIGITAL ENTERPRISE 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 | | 6,750 | A | \$ 0 | 6,750 | D | | |
| COMMON (2) | 04/21/2008 | | F | | 2,601 | D | \$ 22.455 | 4,149 | D | | |
| COMMON | | | | | | | | 24,312 | I | by Trust for Self and Spouse | |

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) |
| | | | | | | | | | | | | | | | |
| Restricted Stock Units | \$ 0 (3) | 04/21/2008 | | M | | | 4,500 | 04/19/2008(4) | 04/19/2008(4) | COM.STK | 4,500 | \$ 0 | 54,500 | D | |
| Restricted Stock Units | \$ 0 (3) | 04/21/2008 | | M | | | 2,250 | 04/21/2008(4) | 04/21/2008(4) | COM.STK | 2,250 | \$ 0 | 52,250 (5) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KILROY THOMAS M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | VP DIGITAL ENTERPRISE GRP | |

Signatures

THOMAS M. KILROY

**Signature of Reporting Person

04/22/2008

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. Kilroy also holds 751,292 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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