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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 22, 2009

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**INTEL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of  
incorporation)

**000-06217**

(Commission File Number)

**94-1672743**

(IRS Employer Identification No.)

**2200 Mission College Blvd., Santa Clara, California 95054-1549**

(Address of principal executive offices) (Zip Code)

**(408) 765-8080**

(Registrant's telephone number, including area code)

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(b) Change of Directors and Principal Officer Positions**

On January 22, 2009, Craig R. Barrett informed the Board of Directors of Intel Corporation (the “Company”) that he will retire from his position as Chairman of the Board at the Company’s annual meeting of stockholders, expected to be scheduled for May 2009, and will not stand for re-election as a director. Also on January 22, 2009, the Board elected Jane E. Shaw to be non-executive Chairman of the Board, effective as of completion of Dr. Barrett’s current one-year term of office as a director, at the Company’s next annual meeting of stockholders. Ms. Shaw has been a director of the Company since 1993 and is Chairman of the Audit Committee of the Board.

The Company’s press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01      Financial Statements and Exhibits.**

(d)      Exhibits.

The following exhibit is filed as part of this Report:

Exhibit Number	Description
99.1	Press release dated January 23, 2009

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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEL CORPORATION  
(Registrant)

/s/ Cary I. Klafter

Cary I. Klafter  
Corporate Secretary

Date: January 23, 2009

**Intel Corporation**  
2200 Mission College Blvd.  
P.O. Box 58119  
Santa Clara, CA 95052-8119



# News Release

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## **Intel Chairman Craig Barrett to Retire in May**

SANTA CLARA, Calif., Jan. 23, 2009 – Intel Corporation today announced that Craig Barrett intends to retire from active management and his role as chairman and member of the board of directors in May at the company's annual stockholders' meeting.

Barrett joined Intel in 1974 and has served in many capacities including CEO from 1998 through 2005. In recent years, Barrett has been active in Intel's World Ahead Program bringing information technology to the emerging economies and has been active in issues as far ranging as education, health care and U.S. competitiveness. Barrett is the current chair of the U.N. Global Alliance for Information and Communications Technology and Development.

Commenting on his 35 year career at Intel, Barrett noted that he was fortunate to have been able to work side by side with industry legends Bob Noyce, Gordon Moore and Andy Grove.

"Intel became the world's largest and most successful semiconductor company in 1992 and has maintained that position ever since," said Barrett. "I'm extremely proud to have helped achieve that accomplishment and to have the honor of working with tens of thousands of Intel employees who every day put their talents to use to make Intel one of the premier technology companies in the world. I have every confidence that Intel will continue this leadership under the direction of Paul Otellini and his management team."

"I want to thank Craig for his 35 years of tireless efforts on behalf of Intel," said Paul Otellini, Intel president and CEO. "His legacy spans the creation of the best semiconductor

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manufacturing machine in the world, leading Intel for seven years as we emerged into a global powerhouse, and most recently as our industry's senior statesman and ambassador who has advocated the benefits of education and technology as forces for positive change. He has been my colleague, supervisor, mentor and friend for these 35 years. I wish him the very best as he moves on to the next chapter in his life."

Intel also announced that independent director Jane Shaw, who joined the Intel board in 1993, has been elected by the board of directors to replace Barrett as non-executive chairman beginning in May.

Intel [NASDAQ: INTC], the world leader in silicon innovation, develops technologies, products and initiatives to continually advance how people work and live. Additional information about Intel is available at [www.intel.com/pressroom](http://www.intel.com/pressroom) and [blogs.intel.com](http://blogs.intel.com).

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