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

POST-EFFECTIVE AMENDMENT NO. 3
TO
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)

95054-8119
(Zip Code)

Intel Corporation 2004 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 95054-8119
(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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

EXPLANATORY NOTE

Intel Corporation (“Intel”) registered 130,000,000 shares of its common stock for issuance under the Intel Corporation 2004 Equity Incentive Plan (the “Plan”) pursuant to Registration Statement on Form S-8, File No. 333-125914, filed with the Securities and Exchange Commission on June 17, 2005. On June 21, 2006, Intel filed Post-Effective Amendment No. 1 to deregister 63,972,961 shares of Intel common stock that were not issued under the Plan. On June 21, 2007, Intel filed Post-Effective Amendment No. 2 to deregister an additional 27,914,419 shares of Intel common stock that were not issued under the Plan. This Post-Effective Amendment No. 3 is being filed to deregister an additional 38,112,620 shares of Intel common stock that have not yet been issued under the Plan.

Accordingly, Intel hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-125914, 38,112,620 shares of its common stock that have not been and will not be issued under the Plan.

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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 Post-Effective Amendment No. 3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 26th day of June, 2009.

INTEL CORPORATION

By /s/ Cary I. Klafter
Cary I. Klafter
Vice President and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Paul S. Otellini	President, Chief Executive Officer and Director	June 26, 2009
* _____ Charlene Barshefsky	Director	June 26, 2009
_____ Susan L. Decker	Director	
_____ John Donahoe	Director	
* _____ Reed E. Hundt	Director	June 26, 2009
_____ James D. Plummer	Director	
* _____ David S. Pottruck	Director	June 26, 2009
* _____ Jane E. Shaw	Chairman of the Board of Directors	June 26, 2009
<u>/s/ Stacy J. Smith</u> Stacy J. Smith	Vice President and Chief Financial Officer	June 26, 2009
* _____ John L. Thornton	Director	June 26, 2009
_____ Frank D. Yeary	Director	
* _____ David B. Yoffie	Director	June 26, 2009

* By: /s/ Cary I. Klafter
Name: Cary I. Klafter
Title: Attorney-in-Fact