

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-C  
Report by Issuer of Securities Quoted on Nasdaq  
Filed pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934 and Rule 13a-17  
or 15d-17 thereunder

INTEL CORPORATION  
(Exact name of issuer as specified in charter)  
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2200 Mission College Blvd., Santa Clara, CA 95052-8119  
(Address of principal executive offices) (Zip code)

Issuer's telephone number, including area code:  
(408) 765-8080

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of shares outstanding:

1. Title of security: Common Stock Purchase Rights (the "Rights")
2. Number of securities outstanding before the change: 419,600,000\*
3. Number of securities outstanding after the change: 0
4. Effective date of change: August 1, 1994
5. Method of change:

Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.): Redemption of Rights.\*

Give brief description of transaction: At the Registrant's Annual Meeting of Stockholders in May 1994, stockholders adopted an advisory proposal to redeem or vote on the Common Stock Purchase Rights. In July 1994, Intel Corporation's Board of Directors voted to redeem the Rights. A one-time payment of \$.005 per share will be made on September 1, 1994 to stockholders of record on August 1, 1994.

\* NOTE: Represents shares of Common Stock outstanding, with Rights, as reported on Registrant's Form 10-Q for the period ended April 2, 1994. Rights traded automatically with Registrant's Common Stock and were not separately exercisable or tradable.

II. CHANGE IN NAME OF ISSUER

Not applicable.

1. Name prior to change: \_\_\_\_\_
2. Name after change: \_\_\_\_\_
3. Effective date of charter amendment changing name: \_\_\_\_\_
4. Date of shareholder approval of change, if required: \_\_\_\_\_

Date: August 10, 1994

/s/F. Thomas Dunlap, Jr.  
Vice President, General Counsel and Secretary  
(Officer's signature & title)