

PROSPECTUS SUPPLEMENT

(To Prospectus and Prospectus Supplement Dated March 8, 1993)

[INTEL LOGO]

Common Stock Issuable Upon Exercise Of
1998 Step-Up Warrants

80,000,000 Shares

This Prospectus Supplement relates to 80,000,000 shares of common stock, \$.001 par value per share (the "Common Stock"), of Intel Corporation (the "Company") issuable upon exercise of the 1998 Step-Up Warrants (the "Warrants") of the Company.

The Common Stock is quoted on The Nasdaq Stock Market under the symbol "INTC." The last reported sales price per share of the Common Stock, as quoted on The Nasdaq Stock Market on February 27, 1998, was \$89.6875 per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Company(1)
Per Share	\$20.875	---	\$20.875
Total(2)	\$1,665,700,070	---	\$1,665,700,070

1. Before deducting expenses payable by the Company estimated at \$70,500.
2. Based on the number of Warrants outstanding as of March 2, 1998, and includes \$280,895,880 from exercises of Warrants prior to that date.

The date of this Prospectus Supplement is March 2, 1998

THE OFFERING

Common Stock offered by the Company . . . 80,000,000 shares

Use of Proceeds The net proceeds from the sale of the Common Stock will be used by the Company for general corporate purposes.

Listing The Common Stock is listed on The Nasdaq Stock Market under the symbol "INTC."

DETERMINATION OF OFFER PRICE

The offering price of the Common Stock issuable upon exercise of the Warrants was determined pursuant to the terms and conditions of the Warrants and the Warrant Agreement dated as of March 1, 1993, as amended (the "Warrant Agreement").

PRICE RANGE OF COMMON STOCK

The Company's Common Stock is quoted on The Nasdaq Stock Market under the symbol INTC. The Company's Common Stock also trades on The Swiss Exchange. The following table sets forth, for the periods indicated, the high and low closing prices of the Common Stock as reported on The Nasdaq Stock Market:

Fiscal Year	High(1)	Low(1)
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1996:		
First Quarter	\$ 30.50	\$25.00
Second Quarter	38.44	28.44
Third Quarter	48.69	34.50
Fourth Quarter	68.75	47.72

1997:		
First Quarter	\$ 82.38	\$65.19
Second Quarter	84.66	65.25
Third Quarter	100.50	69.53
Fourth Quarter	95.38	69.13

1998:		
First Quarter (through February 27, 1998)	\$94.19	\$70.25

(1) As adjusted for a two-for-one stock split effected as a special stock distribution of the Company's Common Stock that occurred on July 13, 1997.

On February 27, 1998, the closing price of the Common Stock on The Nasdaq Stock Market was \$89.6875 per share.

USE OF PROCEEDS

The net proceeds from the issuance of the Common Stock upon exercise of the Warrants are estimated to be \$1,665,629,570 (after deducting expenses associated with the exercise of the Warrants, estimated at \$70,500). The Company intends to use such proceeds from the issuance of the Common Stock for general corporate purposes.

DESCRIPTION OF THE WARRANTS

Reference is made to the discussion of "Description of the Warrants" in the Prospectus Supplement dated March 8, 1993 (the "First Prospectus Supplement"). In 1993, the Company issued 80 million Warrants to purchase 80 million shares of Common Stock (as adjusted for stock splits and stock splits effected as special stock distributions). The current exercise price of the Warrants is \$20.875 per share (as adjusted for stock splits and stock splits effected as special stock distributions). The Warrants expire on March 14, 1998. The complete terms and

conditions of the Warrants are described in the Warrant Agreement, as amended, the form of which has been filed as an exhibit to the Registration Statement and is incorporated by reference herein, and this description is qualified in its entirety by reference thereto.

DESCRIPTION OF THE COMMON STOCK

The description of the Company's Common Stock contained in Amendment No. 1 to the Company's Registration Statement on Form S-3 (Registration No. 33-56107), filed with the Securities and Exchange Commission ("Commission") on April 18, 1995, including any amendment or report filed for the purpose of updating such description, is hereby incorporated by reference and made a part hereof.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

Reference is made to the discussion of "Certain Federal Income Tax Consequences" in the First Prospectus Supplement. Set forth below is a discussion of certain United States Federal income tax consequences to holders of the Common Stock acquired upon exercise of Warrants upon the sale or exchange of such Common Stock. The discussion does not purport to deal with all aspects of Federal taxation that may be applicable to particular investors, and holders of the Common Stock acquired upon exercise of the Warrants should consult their tax advisors regarding the tax consequences of such exercise, and the sale, exchange or other disposition of the Common Stock, as well as the tax consequences arising under the laws of any state or other taxing jurisdiction.

Gain or loss from the sale or exchange of the Common Stock received upon exercise of the Warrant will be a capital gain or loss to its holder. Such capital gain will be a long-term gain or loss if the holder has held the Common Stock for more than 18 months at the time of the sale or exchange, a mid-term gain or loss if the holder held such Common Stock for between 12 and 18 months, or a short-term gain or loss if the holder held such

Common Stock for less than 12 months at the time of the sale or exchange.

Holders Other Than U.S. Persons

A holder of Common Stock acquired upon exercise of the Warrants who is an individual but is neither a citizen nor resident of the United States should consult his or her tax advisors regarding the general exemption from United States income taxation of gain realized upon their disposition of Common Stock received upon exercise of the Warrants and the special United States information reporting and backup withholding rules which can become applicable if such dispositions are effected through certain brokers, generally brokers which are U.S. Persons.

PLAN OF DISTRIBUTION

The Company will issue Common Stock upon exercise of the Warrants, in accordance with the terms and conditions of the Warrants and the Warrant Agreement, through Harris Trust and Savings Bank, as warrant agent (the "Warrant Agent").

Upon surrender of the Warrant certificate (the "Warrant Certificate") evidencing such Warrants in accordance with the terms and conditions of the Warrants and the Warrant Agreement, and upon payment of the exercise price for the number of shares of Common Stock in respect of which such Warrants are being exercised in lawful money of the United States of America, the Warrant Agent will requisition from the Company's Common Stock transfer agent for issuance and delivery to or upon written order of the registered holder of such Warrant Certificate and in such name or names as such registered holder shall designate, a certificate or certificates for the shares issuable upon the exercise of the Warrants evidenced by such Warrant Certificate. Such certificate or certificates shall be deemed to have been issued and any person so designated to be named therein shall be deemed to have become the holder of record of such shares as of the date of the surrender of such Warrant Certificate duly executed and payment of the exercise price.

The Warrant Agent will account promptly to the Company with respect to Warrants exercised and concurrently pay or deliver to the Company all moneys and other consideration received by it on the purchase of the shares of Common Stock through exercise of the Warrants.

Under the terms and conditions of the Warrant Agreement, the Company has indemnified the Warrant Agent to hold it harmless against any and all losses, liabilities and expenses, including judgments, costs and reasonable counsel fees and expenses for any actions arising out of or in connection with the Warrant Agreement. The Company will pay to the Warrant Agent reasonable compensation for all services rendered by the Warrant Agent in connection with the Warrant Agreement.

No dealer, sales representative, or any other person has been authorized to give any information or to make any representations in connection with this offering other than those contained in the Prospectus Supplements or the Prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by Intel Corporation or by any agent. The Prospectus Supplements and the Prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities other than the securities to which the Prospectus Supplements relate or an offer to or a solicitation of any person in any jurisdiction where such an offer or solicitation would be unlawful. Neither the delivery

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1998 Step-Up
Warrants to Purchase
80,000,000 Shares
of Common Stock

of the Prospectus Supplements or the Prospectus, nor any sale made hereunder or thereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of Intel Corporation or that the information contained herein or therein is correct as of any time subsequent to the date hereof or thereof.

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PROSPECTUS SUPPLEMENT

March 2, 1998

First Prospectus Supplement

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