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

FORM 10-K

(Mark One)
[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Fee Required) For the fiscal year ended December 25, 1993, OR

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (No Fee Required) For the transition period from______________________________________to

Commission File Number 0-6217

INTEL CORPORATION
(Exact name of registrant as specified in its charter)

<TABLE>

<S>	<C>
Delaware	94-1672743
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

</TABLE>

2200 Mission College Boulevard, Santa Clara, California, 95052-8119
(Address of principal executive offices, Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

<TABLE>

<S>	<C>
Title of each class	Name of each exchange on which registered

</TABLE>

NONE

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, $.001 par value
Common Stock Purchase Rights
1998 Step-Up Warrants to Purchase Common Stock

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO_

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Paragraph 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Aggregate market value of voting stock held
by non affiliates of the registrant as of February 26, 1994

$26,802,725,000

419,879,840 shares of Common Stock Outstanding as of February 26, 1994

DOCUMENTS INCORPORATED BY REFERENCE

(1) Portions of Annual Report to Stockholders for fiscal year ended December 25, 1993-Items 5, 6, 7, 8 and 14.
(2) Portions of Proxy Statement dated March 21, 1994 -Items 10, 11, 12, and 13.

No. 242026-001

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PART I

ITEM 1. BUSINESS

INDUSTRY

Intel Corporation and its subsidiaries (collectively called "Intel," the "Company" or the "Registrant") operate in one dominant industry segment. The

Company designs, develops, manufactures and markets advanced microcomputer components and related products at various levels of integration.

Intel components consist of silicon-based semiconductors etched with complex patterns of transistors. Each one of these integrated circuits (ICs) can perform the functions of thousands- or even millions-of individual transistors, diodes, capacitors and resistors.

PRODUCTS

Intel's product strategy is twofold: the Company offers to OEMs (original equipment manufacturers) a wide range of PC (personal computer) building-block products to meet their needs, and offers to PC users products that expand the capability of their systems and networks.

The Company's major products include microprocessors, embedded products, memory chips, computer modules and boards, network and communication products, personal conferencing products and parallel supercomputers.

MICROPROCESSORS. A microprocessor is the central processing unit of a PC. It processes system data and controls other devices in the system, acting as the brains of a PC. Intel's 32-bit processors include the flagship Pentium(TM) family and the Intel486(TM) microprocessor family. Pentium processors are the latest extension of an architecture that is pervasive worldwide; the market research firm Dataquest estimates that over 105 million PCs based on Intel architecture are currently in use (compared to fewer than 20 million PCs based on other architectures). The Company's strategy is to develop products in the Intel architecture family which are compatible with the installed base of software applications.

Intel's developments in the art of semiconductor design and manufacturing have made it possible to decrease the feature size of circuits etched into silicon. This means that a greater number of transistors can be fit on each silicon wafer, resulting in microprocessors that are smaller, faster running, more energy efficient, and less expensive to make.

Within the Intel486 microprocessor product family, certain designations and product names differentiate the processors from one another. SX and DX are used to designate the earlier, lower-cost generations of the family. The IntelDX2(TM) chip is designed with speed-doubling technology that is up to twice the speed of the Intel486 DX processor and is targeted at high-volume entry level systems for business and home users. Introduced in early 1994, the IntelDX4(TM) processor, the fastest member of the Intel486 microprocessor family, is appropriate for both desktop and mobile systems. The IntelDX4 processor family offers up to 50 percent more performance than the 66-MHz IntelDX2 microprocessor. In addition, the Company has added its SL technology to the Intel486 CPU line, allowing computer manufacturers to implement power-management features in hardware at no price premium.

In 1993, Intel introduced the 60- and 66-MHz Pentium processors that process up to 112 million instructions per second (MIPS). In March 1994, Intel announced 3.3 volt, 90- and 100-MHz Pentium processors that process up to 166 MIPS. All members of the Pentium family contain energy- efficient circuitry. The Company is planning to release its next-generation microprocessor, now under development and code-named the P6, in 1995. Completely binary compatible with previous generations of the Intel architecture, the P6 is expected to operate between 250-300 MIPS.

Sales of the Intel486 CPU family of microprocessors comprised a majority of the Company's revenues and a substantial majority of its gross margin in 1992 and 1993. In 1991, combined sales of the Intel486 and Intel386(TM) microprocessor families comprised a majority of revenues and a substantial majority of gross margin. The Pentium processor began to contribute significantly to overall revenue growth in the fourth quarter of 1993. The Company expects its Intel486 family of microprocessors to follow a normal price maturity curve, but some distortion could occur if imitation products enter the market in significant volume or alternative architectures gain acceptance. Intel expects to ship several million Pentium processors in 1994, but to some extent such sales depend on peripheral products supplied by other companies.

EMBEDDED PRODUCTS. Embedded chips provide the computing power in devices other than PCs and workstations. Embedded products are dedicated to specific application functions and are found in printers, copiers, fax machines, VCRs, cable converter boxes and other TV equipment, in commercial and military avionics, in medical instrumentation, and in factory automation control products.

Intel's embedded product line consists of 32-bit processors, including the i960(R) processor family, which are the best selling RISC (reduced instruction set computing) chips in the world in terms of units sold (according to Dataquest); embedded Intel386 processors that primarily use the DOS operating system; 16-bit microcontrollers, such as the 8096 and the 80C196; and 8-bit microcontrollers, such as the MCS(R)51 microcontroller family. The Company introduced several embedded products in 1993 including the Intel386 CX and EX chips, the 87C196MD controller for motor control applications, and the small 82078 floppy disk controller targeted for PC notebooks.

MEMORY CHIPS. Memory components are used to store computer programs and data entered by users. Flash memories are nonvolatile and do not require power to retain information.

Intel supplies a broad line of flash memory components. The Company's newest generation of flash memory products is designed for sub-notebook and handheld computers and communication devices in addition to many embedded applications. Flash memory chips are serving as disk drive replacements in the mobile market, storing the BIOS (basic input/output software) that controls the basic operation of mobile and desktop systems and other software that controls circuitry in both mobile and desktop systems, and meeting many embedded data storage needs.

In 1993, Intel introduced 16- and 32-Mbit flash chips; 4-, 20- and 40-Mbyte flash cards; and 5- and 10-Mbyte flash drives.

COMPUTER MODULES AND BOARDS. Hundreds of microcomputer platforms and single-board computers based on Intel components are now widely accepted as basic building blocks for technical and commercial applications. Many OEMs build their own PCs, microcomputers, real-time control systems and other products based on these modules.

NETWORK AND COMMUNICATION PRODUCTS. Sold to PC users through retail channels, these hardware and software products improve the performance or capabilities of PC systems and networks.

Some Intel products make PC networks easier for LAN administrators to install and manage. When PC users install other cards and software, their systems are able to access online services and transmit information to and from fax machines or other PC faxmodems.

Supporting a "smart network" services strategy are new or upgraded LAN products: EtherExpress(TM) LAN adapters that use flash memory for one-step installation and configuration; StorageExpress(TM) back up servers; NET SatisFAXtion(R) software; NetportExpress(TM) print servers; and LANDesk(TM) Manager software that combines management of desktop systems, servers, wire segments and services on LANs. In 1993, Intel also introduced the Intel wireless modem, the Value Line faxmodems and three credit-card-size Intel PCMCIA (PC Memory Card International Association) faxmodems.

PERSONAL CONFERENCING PRODUCTS. PC users can install Intel software and cards that let two users view and manipulate the same documents simultaneously and, in some cases, see the other user. Personal conferencing products merge the power of the PC with the real-time immediacy of the telephone. Intel introduced its ProShare(TM) personal conferencing products, including the ProShare Video System 200, in early 1994.

PARALLEL SUPERCOMPUTERS. The fastest computer systems available, supercomputers are intended to solve the most computationally intensive problems. Parallel supercomputers use the processing power of multiple microprocessors working simultaneously. Intel offers two lines of parallel supercomputers: the iPSC(R)/860 supercomputer, based on up to 128 i860(TM) XR microprocessors; and the Paragon(TM) XP/S massively parallel supercomputer, with up to 4,000 i860 XR microprocessors working together.

MANUFACTURING

Intel's domestic facilities in Chandler, Arizona; Aloha and Hillsboro, Oregon; Las Piedras, Puerto Rico; Santa Clara and Folsom, California; and Rio Rancho, New Mexico conduct most of the Company's VLSI (very-large-scale-integration) wafer production, some product assembly and final testing, and most production of microcomputers and memory boards and systems.

Outside of the United States, a significant and growing portion of Intel's VLSI wafer manufacturing, including some Intel486 microprocessor production, is conducted at fabrication plants in Jerusalem, Israel and Leixlip, Ireland. A significant portion of Pentium processor production is planned for the Ireland site, which opened in early 1994. Most of Intel's VLSI component assembly and testing is conducted at facilities in Penang, Malaysia and Manila, Philippines. Some production of microcomputers and memory boards and systems is conducted at another Leixlip, Ireland plant.

To augment capacity, Intel uses subcontractors to perform assembly of certain products and wafer fabrication for certain VLSI components, including flash memory. The Company cannot give assurances that it will be able to fully satisfy demand for certain of its products.

The manufacture of integrated circuits is a complex process. Normal manufacturing risks include errors in the fabrication process, defects in raw materials, as well as other factors, all of which can affect yields.

In general, if Intel were unable to assemble, test, or perform wafer fabrication on its products abroad, or if air transportation between its foreign facilities and the United States were disrupted, there could be a materially adverse effect upon the Company's operations. In addition to normal manufacturing risks, foreign operations are subject to certain additional exposures including political instability, currency

controls and fluctuations, and tariff and import restrictions. To date, Intel has not experienced significant difficulties related to these foreign business risks.

EMPLOYEES

At December 25, 1993, the Company employed approximately 29,500 people worldwide.

SALES

Most of Intel's products are sold or licensed through sales offices located near major concentrations of users throughout the United States, Europe, Japan, Asia-Pacific, and other parts of the world.

The Company also uses distributors (industrial and retail) and representatives to distribute its products both in the United States and overseas. Typically, distributors handle a wide variety of products, including those competitive with Intel products, and fill orders for many customers. Most of Intel's sales to distributors are made under agreements allowing for price protection and/or the right of return on unsold merchandise. Sales representatives generally do not offer directly competitive products, but may carry complementary items manufactured by others. Representatives do not maintain a product inventory; instead, their customers place large quantity orders directly with Intel and are referred to distributors for smaller orders. Sales of Intel products during 1993 were made to many thousands of customers worldwide, one of which, International Business Machines Corp., accounted for 10% of total revenues.

BACKLOG

Intel's sales are made primarily pursuant to standard purchase orders for delivery of standard products. Intel has some agreements that give a customer the right to purchase a specific number of products during a time period. Although not generally obligating the customer to purchase any particular number of such products, some of these agreements do contain billback clauses. As a matter of industry practice, billback clauses are difficult to enforce. The quantity actually purchased by the customer, as well as the shipment schedules, are frequently revised during the agreement term to reflect changes in the customer's needs. In light of industry practice and experience, Intel does not believe that such agreements are meaningful for determining backlog figures. Intel believes that only a small proportion of its order backlog is noncancellable and that the dollar amount associated with the noncancellable portion is immaterial. Therefore, Intel does not believe that backlog as of any particular date is necessarily indicative of future results.

COMPETITION

The Company competes in different product lines to various degrees on the basis of price, performance, availability and quality. Many companies compete with Intel and are engaged in the same basic fields of activity, including research and development. Both foreign and domestic, these competitors range in size from large multinationals to smaller companies competing in specialized markets. Intel is engaged in a rapidly advancing field of technology in which its ability to compete depends upon the continuing improvement of its products, continuing cost reductions, and the development of new products to meet changing customer requirements.

Prices decline rapidly in the semiconductor industry as unit volume grows, as competition develops, and as production experience is accumulated. In the microcomputer and memory boards and systems area, Intel competes with component manufacturers and microprocessor-based computer manufacturers. Some of these competitors are also Intel customers.

A number of competitors have developed products that imitate some of the Company's key products, including the Intel486 and Intel386 microprocessor families. Some of these products obtained market acceptance and Intel's revenues and margins with respect to certain of these products were adversely affected. In addition, other competitors have indicated their intention to develop imitations of the Pentium processor. On March 10, 1994, a jury returned a verdict in favor of Advanced Micro Devices, Inc. ("AMD") regarding AMD's right to copy certain microcode. (See "Legal Proceedings.") Intel intends to appeal the verdict. If AMD ultimately prevails in its position that it has a license to use Intel microcode (rather than having to develop its own microcode independently), AMD will be able to more easily develop and ship imitations of certain Intel products, including Intel microprocessors. In February 1994, the Company settled a lawsuit with Cyrix Corp. under which the Company dismissed certain patent infringement claims and granted certain licenses. The Company also faces significant competition from companies that offer rival microprocessor architectures. The Company cannot predict whether such rival architectures will gain market acceptance or provide increased competition to the Company's products. The Company continues to believe that its Intel486 microprocessors will follow a normal price maturity curve, but some distortion could occur if imitation products enter the market in significant volume or alternative architectures gain market acceptance.

It continues to be Intel's strategy to maintain its competitive advantage through the development and marketing of advanced products which provide greater functionality to its customers than is provided by competitive products. Intel also is committed to the protection of its intellectual property rights against illegal use. There can be no assurance, however, that competitors will not introduce new products (either imitative or of rival architectural designs) or reduce prices on existing products. Such developments could have an adverse effect on Intel's revenues and margins.

RESEARCH AND DEVELOPMENT

The Company's competitive position has developed to a large extent because of its emphasis upon research and development. This emphasis has enabled Intel to deliver products before they have become available from competitors, and thus has permitted Intel's customers to commit to the use of these new products in the development of their own products. Intel's research and development activities are directed towards developing new products and improving existing products and lowering their cost. Intel's expenditures for research and development were $970, $780 and $618 million in fiscal years 1993, 1992 and 1991, respectively. As of December 25, 1993, Intel had approximately 6,200 employees engaged in research and development. The results of Intel's research and development depend upon competitive circumstances and Intel's ability to transfer new products to production in a timely and cost effective manner.

Most design and development of VLSI components and systems is performed at Intel's facilities in Santa Clara and Folsom, California; Aloha and Hillsboro, Oregon; Chandler, Arizona; and Haifa, Israel. The Company also has design facilities in Tsukuba, Japan.

INTELLECTUAL PROPERTY AND LICENSING

Intellectual property rights which apply to various Intel products include patents, copyrights, trade secrets, trademarks and maskwork rights. Because of the rapidly changing technology and a broad distribution of patents in the semiconductor industry, Intel's present intention is not to rely primarily on intellectual property rights to protect or establish its market position. However, Intel has established an active program to protect its investment in technology by enforcing all of its intellectual property rights. Intel does not intend to broadly license its intellectual property rights unless it can obtain adequate consideration. Reference is also made to the captions "Competition" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Intel has filed and obtained a number of patents in the United States and abroad. Intel has entered into cross license agreements with many of its major competitors.

Intel protects many of its computer programs by copyrighting the programs. Intel has registered numerous copyrights with the United States Copyright Office. The ability to protect or to copyright software in some foreign jurisdictions is not clear. However, Intel has a policy of requiring customers to sign a software license contract before providing a customer with certain computer programs. Certain VLSI components have computer programs embedded in them, and Intel has obtained copyright protection for some of these computer programs as well.

Beginning in 1985, Intel has obtained protection for the maskworks for a number of its components under the Chip Protection Act of 1984.

Intel has obtained certain trademarks and trade names for its products to distinguish genuine Intel products from those of its competitors and is currently engaged in a cooperative program with OEM manufacturers to identify personal computers that incorporate genuine Intel microprocessors with the

Intel Inside(R) logo.

Intel maintains certain details about its processes, products and strategies as trade secrets.

As is the case with many companies in the semiconductor industry, Intel has, from time to time, been notified of claims that it may be infringing certain patent rights of others. These claims have been referred to counsel and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, Intel may seek licenses for these intellectual property rights. Intel can give no assurance that licenses will be offered by all claimants or that the terms of any offered licenses will be acceptable to Intel or that in all cases the dispute will be resolved without litigation.

COMPLIANCE WITH ENVIRONMENTAL REGULATIONS

To Intel's present knowledge, compliance with federal, state and local provisions enacted or adopted for protection of the environment has had no material effect upon its operations. However, reference is made to Item 3., Legal Proceedings, of this Form 10-K.

EXECUTIVE OFFICERS

The following sets forth certain information with regard to executive officers of Intel (ages are as of December 25, 1993):

Craig R. Barrett (age 54) has been Chief Operating Officer since 1993, a director of Intel Corporation since 1992, and Executive Vice President since 1992; and Vice President and General Manager of the Microcomputer Components Group from 1989 to 1992.

Andrew S. Grove (age 57) has been a director of Intel Corporation since 1974, President since 1979 and Chief Executive Officer since 1987.

Gordon E. Moore (age 65) has been a director of Intel Corporation since 1968 and Chairman of the Board of Intel Corporation since 1979.

Leslie L. Vadasz (age 57) has been a director of Intel Corporation since 1988 and Senior Vice President, Director of Corporate Business Development since 1991; and Senior Vice President and General Manager of the Systems Group from 1986 to 1990.

Frank C. Gill (age 50) has been Senior Vice President and General Manager, Intel Products Group since 1991; Senior Vice President and President of the Systems Group from 1990 to 1991; Senior Vice President and Director of Sales from 1989 to 1990; and Vice President and Director of Sales from 1987 to 1989.

David L. House (age 50) has been Senior Vice President and Director, Corporate Strategy, since 1991; Senior Vice President and President of Microcomputer Components Group from 1990 to 1991; and Senior Vice President and General Manager, Microcomputer Components Group from 1987 to 1990.

Paul S. Otellini (age 43) has been Senior Vice President and General Manager, Microprocessor Products Group, since January 1993; Vice President and General Manager, Microprocessor Products Group from 1991 to 1992; Vice President/General Manager, Micro Products Group from 1990 to 1991; Vice President/Assistant to the President from 1989 to 1990; and Vice President/General Manager, Folsom Microcomputer Division from 1988 to 1989.

Gerhard H. Parker (age 50) has been Senior Vice President and General Manager, Technology & Manufacturing Group since 1992; Vice President and Director, Technology & Manufacturing Group from 1991 to 1992; Vice President and Director, Technology Group from 1990 to 1991; Vice President and General Manager, Technology and Manufacturing Group during 1990; Vice President and General Manager, Component Technology and Development Group from 1989 to 1990; and Vice President and Director of Technology Development from 1979 to 1989.

Robert W. Reed (age 47) has been Senior Vice President and General Manager, Semiconductor Products Group since 1991; Senior Vice President and Chief Financial Officer from 1990 to 1991; Senior Vice President, Chief Financial Officer and Director of Administration from 1989 to 1990; and Vice President, Chief Financial Officer and Director of Administration from 1987 to 1989.

Ronald J. Whittier (age 57) has been Senior Vice President and General Manager, Architecture and Software Technology Group since January 1993; Vice President and General Manager, Software Technology Group from 1991 to 1992; Vice President and Director of Marketing from 1990 to 1991; and Vice President and Director of Corporate Marketing from 1985 to 1990.

Albert Y.C. Yu (age 52) has been Senior Vice President and General Manager, Microprocessor Products Group, since January 1993; Vice President and General Manager, Microprocessor Products Group from 1991 to 1992; Vice President and General Manager, Micro Products Group from 1990 to 1991; Vice President and General Manager, Component Technology and Development Group from 1989 to 1990; and Vice President/General Manager, Development, Microcomputer Components Group from 1987 to 1989.

Michael A. Aymar (age 46) has been Vice President and General Manager, Intel 486(TM) Microprocessor Division since January 1994; Vice President and General Manager, Mobile Computing Group, from 1991 to 1994; Vice President/General Manager, Santa Clara Microcomputer Division from 1989 to 1991; Vice President, Component Technology & Development Group; and Director, Design Technology from 1988 to 1989.

Andy D. Bryant (age 43) has been Vice President and Chief Financial Officer since February 1994; Vice President, Intel Products Group from 1990 to 1994; and Director of Finance from 1987 to 1990.

F. Thomas Dunlap, Jr. (age 42) has been Vice President, General Counsel and Secretary since 1987.

G. Carl Everett (age 43) has been Vice President and Director, Worldwide Sales Group since 1990; Vice President and Director of North American Sales during 1990; and Vice President, Sales and Marketing Group from 1987 to 1990.

Kenneth B. Fine (age 52) has been Vice President and General Manager, Semiconductor Products Group since January 1993; Vice President/General Manager, Multimedia and Supercomputing Components Group from 1991 to 1992; Vice President/General Manager, Embedded Controller and Memory Group from 1990 to 1991; and General Manager, Chandler Microcomputer/ASIC Division from 1988 to 1990.

Harold E. Hughes, Jr. (age 47) has been Vice President and Director of Planning since February 1994; Vice President and Chief Financial Officer from 1991 to 1994; Vice President and Controller, Microcomputer Components Group from 1990 to 1991; Vice President and Director of Business Development, Microcomputer Components Group during 1990; and Vice President and Director of Business Development, Component Technology and Development Group from 1988 to 1990.

ITEM 2. PROPERTIES

At December 25, 1993, Intel owned the major facilities described below:
<TABLE>
<CAPTION>

No. of Bldgs.	Location	Total Sq. Ft.	Use
<S>	<C>	<C>	<C>
40	United States (A)	6,805,000	Executive and administrative offices, wafer fabrication, components testing and assembly, research and development, computer and service functions, system assembly, and warehousing.
2	Ireland	688,000	Wafer fabrication, system and board assembly, and administrative offices.
4	Israel	379,000	Wafer fabrication, design center, sales office and related support functions.
5	Malaysia (B)	354,000	Components assembly and testing and administrative offices.
4	Puerto Rico	292,000	Systems manufacturing, board assembly, warehousing and administration.
3	England	184,000	European sales, marketing, warehousing and related support functions.
3	Japan	154,000	Design center, sales, warehousing and related support functions.
1	Philippines (C)	98,000	Components assembly and testing and administrative offices.
1	Germany	86,000	European marketing, German sales and administrative offices.
1	France	63,000	French sales and administrative offices.

</TABLE>

At December 25, 1993, Intel also leased 18 major facilities in the U.S. totaling approximately 1,388,000 square feet and 6 facilities in other countries totaling approximately 169,000 square feet. These leases expire at varying dates through 2002, including renewals at the option of Intel.

Intel believes that its existing facilities are suitable and adequate, and the productive capacity in such facilities is in general being utilized. Intel has other facilities available that it can equip to meet future demand as such demand materializes. These include 2.7 million square feet of building space under various stages of construction in the United States and abroad for manufacturing and administration purposes. The Company has plans for an additional 1.3 million square feet of manufacturing building space in the United States.

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(A) Includes an idle, 131,000 square foot facility formerly utilized for wafer fabrication and administration, that is currently for sale.
(B) The lease on a portion of the land used for these facilities expires in 2032.
(C) Leases on land expire in 1998, 2002 and 2008.

ITEM 3. LEGAL PROCEEDINGS

A. LITIGATION

Intel v. Advanced Micro Devices ("AMD")
U.S. District Court for the Northern District of California
(C90-20237) - Intel287(TM) Copyright Infringement Suit

In a letter dated March 23, 1990 from AMD, AMD asserted a right to copy and distribute Intel-copyrighted microcode in an AMD 80287 math coprocessor. In response to the letter, Intel filed a suit on April 23, 1990 in the U.S. District Court for the Northern District of California, alleging that AMD infringed Intel's copyright on the microcode for the Intel287 math coprocessor. In its defense, AMD claimed a license to copy and distribute Intel copyrighted microcode based on a clause in a 1976 patent cross license agreement which gives AMD the right "...To copy microcodes contained in Intel microcomputers and peripheral products sold by Intel."

On June 17, 1992, a jury rendered its verdict that AMD did not prove that the 1976 copyright license, which AMD was using as a defense in the case, covered the Intel287 math coprocessor.

On April 15, 1993, Judge Ingram granted AMD a new trial in this case. The judge ruled that Intel's failure to disclose and produce a press release and related documents during the discovery phase of the trial was grounds for a new trial. The ruling overturned the jury verdict and a subsequent ruling by Judge Ingram that AMD did not have the right under this agreement to distribute products containing Intel microcode.

On March 10, 1994, a second jury found that AMD does have a license to copy microcode in Intel microprocessors and peripheral products. Intel intends to appeal this second verdict as well as ask the court to reinstate the original verdict.

If AMD ultimately prevails and maintains the right to copy and distribute Intel microcode (rather than having to develop its own microcode independently), AMD will be able to sell products which more closely imitate Intel products, including microprocessors. Any such right could continue through December 31, 1995. However, AMD is expected to claim that any such microcode right continues beyond termination of the agreement on December 31, 1995.

Intel v. Advanced Micro Devices, Inc. ("AMD")
U.S. District Court for the Northern District of California
(C92-20039, C93-20301) - Intel386(TM)/Intel486(TM) Copyright Infringement Suit

On October 9, 1991, Intel filed another copyright infringement suit against AMD in which Intel alleges that AMD copied the Intel386 microcode and a control program which is stored in a programmable logic array. Intel has asked for over $600 million in damages.

AMD filed a motion with the court to stay this case pending the outcome of Intel's appeal of an arbitrator's award in a state court action. On October 29, 1992, Judge Patricia Trumbull granted AMD's motion to stay this case pending the outcome of the state court appeal. On December 28, 1993, the Court of Appeals for the Ninth Circuit reversed the stay. AMD has yet to file a petition for certiorari with respect to the Court of Appeals decision.

This action has been consolidated with the Intel386 suit against AMD for discovery purposes. These suits cover certain copyright infringement claims on AMD's versions of Intel386 and Intel486 microprocessors and relate to both allegedly copied microcode and what AMD claims are various clean room versions of the microcode, as well as other copyrighted programs. The complaint seeks equitable relief, damages and declaratory relief including interpretation of various contract clauses. A trial on the in-circuit-emulation microcode contained on those products is expected in April 1994.

Advanced Micro Devices, Inc. ("AMD") v. Intel Corporation
U.S. District Court for the Northern District of California
(C91-20541) - Antitrust Suit

On August 29, 1991, AMD filed a lawsuit against Intel in the U.S. District Court, Northern District of California. In this lawsuit, AMD alleges that Intel violated the Sherman Act by committing unlawful acts and conspiring with customers and distributors to secure and maintain monopoly positions in microprocessor and math coprocessor markets. AMD seeks $2 billion in actual damages and is requesting treble damages under the antitrust laws. Intel's motion to dismiss a portion of AMD's allegations was granted on December 17, 1991 and AMD's motion for reconsideration of that decision has been denied. Intel's summary judgement motion to dismiss AMD's claim that Intel filed sham litigation was granted on March 4, 1994.

A trial date is currently set for October 1994. Intel denies the charges and intends to continue to defend these allegations vigorously.

Although the ultimate outcome of these claims cannot be determined at this time, management, including internal counsel, does not believe that the ultimate outcome will have a material adverse effect on Intel's financial condition.

B. ENVIRONMENTAL PROCEEDINGS

Intel has been named to the California and Federal Superfund lists for three of its sites and has completed, along with two other companies, a Remedial Investigation/Feasibility study with the Federal Environmental Protection Agency (EPA) to evaluate the ground water in areas adjacent to its Mountain View, California site. The EPA has issued a Record of Decision with respect to a groundwater cleanup plan at that site. Under the California and Federal Superfund statutes, liability for cleanup of the Mountain View site and adjacent area is joint and several. The Company has reached agreement in principle with those same two companies which should significantly limit the Company's liabilities under the proposed cleanup plan. The EPA has negotiated a consent decree with Intel and one of the other two companies referenced above which specifies the cleanup activities for which Intel and the other company will be responsible. The EPA has also issued a cleanup order to the third company and seven other companies specifying cleanup activities to be completed by these eight companies which are complementary to those specified in the consent decree. Also, the Company has completed extensive studies at its other sites and is engaged in cleanup at several of these sites. In the opinion of management, including internal counsel, the potential losses to the Company in excess of amounts already accrued arising out of these matters would not have a material adverse effect on the Company's financial position, even if joint and several liability were to be assessed.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(a) Reference is made to the information regarding market, market price range and dividend information appearing under the caption "Financial Information by Quarter (Unaudited)" on page 23 of the Registrant's Annual Report to Stockholders and to the information regarding the stockholders' rights plan appearing on pages 10 and 11 of the Registrant's Annual Report to Stockholders under the caption "Common Stock," which information is hereby incorporated by reference.

(b) As of February 26, 1994, there were 38,341 holders of record of the Registrant's Common Stock.

ITEM 6. SELECTED FINANCIAL DATA

Reference is made to the information regarding selected financial data for the fiscal years 1989 through 1993, including the related footnotes, under the caption "Financial Summary" on page 20 of the Registrant's Annual Report to Stockholders, which information is hereby incorporated by reference.

In addition, the ratios of earnings to fixed charges for each of the five years in the period ended December 25, 1993 are as follows:
<TABLE>
<CAPTION>

Fiscal Year				
<S>	<C>	<C>	<C>	<C>
1989	1990	1991	1992	1993
5.9x	9.2x	12.4x	20.7x	54.4x

</TABLE>

Fixed charges consist of interest expense and the estimated interest component of rent expense.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Reference is made to the information appearing under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 21 through 23 of the Registrant's 1993 Annual Report to Stockholders, which information is hereby incorporated by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Consolidated financial statements of Intel Corporation at December 25, 1993 and December 26, 1992 and for each of the three years in the period ended December 25, 1993 and the Report of Independent Auditors thereon and Intel Corporation's unaudited quarterly financial data for the two year period ended December 25, 1993 are incorporated by reference from the Registrant's 1993 Annual Report to Stockholders, on pages 6 through 23.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Reference is made to the information regarding Directors and Executive Officers appearing under the caption "Election of Directors" on pages 2 and 3 in the Registrant's Proxy Statement dated March 21, 1994, which information is hereby incorporated by reference, and to the information under the caption "Executive Officers" in Part I hereof.

ITEM 11. EXECUTIVE COMPENSATION

Reference is made to the information appearing under the captions "Executive Compensation," "Directors' Compensation," and "Compensation Committee Interlocks and Insider Participation," on pages 7 through 10 of the Registrant's Proxy Statement dated March 21, 1994, which information is hereby incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Reference is made to information appearing in the Registrant's Proxy Statement dated March 21, 1994, under the caption "Security Ownership of Certain Beneficial Owners and Management," on pages 12 and 13, which information is hereby incorporated by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Reference is made to the information appearing under the caption "Certain Relationships and Related Transactions" on page 13 of the Registrant's Proxy Statement dated March 21, 1994, which information is hereby incorporated by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The financial statements listed in the accompanying index to financial statements and financial statement schedules are filed or incorporated by reference as part of this annual report.

2. Financial Statement Schedules

The financial statement schedules listed in the accompanying index to financial statements and financial statement schedules are filed as part of this annual report.

3. Exhibits

The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this annual report.

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the fourth quarter of the fiscal year covered by this filing.

INDEX TO FINANCIAL STATEMENTS
AND FINANCIAL STATEMENT SCHEDULES
(ITEM 14 (A))

<TABLE>
<CAPTION>

	Reference Page	
	Form 10-K	1993 Annual Report to Stockholders
<S>	<C>	<C>
Consolidated Balance Sheets- December 25, 1993 and December 26, 1992		7
Consolidated Statements of Income for the years ended December 25, 1993, December 26, 1992 and December 28, 1991		6
Consolidated Statements of Stockholders' Equity for the years ended December 25, 1993, December 26, 1992 and December 28, 1991		9
Consolidated Statements of Cash Flows for the years ended December 25, 1993 December 26, 1992 and December 28, 1991		8
Notes to Consolidated Financial Statements- December 25, 1993, December 26, 1992 and December 28, 1991		10-18
Report of Independent Auditors		19
Supplementary Information (unaudited) Financial Information by Quarter		23
Schedules for years ended December 25, 1993, December 26, 1992 and December 28, 1991		
I- Marketable Securities	18	
II- Amounts Receivable from Directors, Officers and Employees	19	
V- Property, Plant and Equipment	22	
VI- Accumulated Depreciation, Depletion and Amortization of Property, Plant and Equipment	23	
VIII- Valuation and Qualifying Accounts and Reserves	24	

</TABLE>

All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule or because the information required is included in the consolidated financial statements or notes thereto.

The consolidated financial statements listed in the above index which are included in the Registrant's Annual Report to Stockholders are hereby incorporated by reference. With the exception of the pages listed in the above index and the portions of such report referred to in Items 5, 6, 7, and 8 of this Form 10-K, the 1993 Annual Report to Stockholders is not to be deemed filed as part of this report.

Page references to the 1993 Annual Report to Stockholders relate to the bound, printed version of the report.

INTEL CORPORATION

SCHEDULE I - MARKETABLE SECURITIES

At December 25, 1993
(In Millions of Dollars)

<TABLE>
<S> <C>

Short-Term Marketable Securities (A)	1993
Time Deposits (B)	$232
Corporate Bonds (primarily rated P1 or better by Moody's)	226
Repurchase Agreements	171
Securities of Foreign Governments	170
Certificates of Deposit	144
Commercial Paper	135
Floating Rate Notes	100
Preferred Stock	94
Hedged Equity	89
Asset Backed	48 .
Municipal Obligations	35
Collateralized Mortgage Obligations	33
Total Short-Term Marketable Securities	$1,477
Long-Term Marketable Securities (A)	
Securities of Foreign Governments (C)	$309
Corporate Bonds (primarily rated A2 or better by Moody's) (D)	267
Hedged Equity	186
Preferred Stock and Other Equity	136
Loan Participations	115
Fixed Rate Notes and Certificates of Deposit	115
Collateralized Mortgage Obligations	93
Floating Rate Notes and Certificates of Deposit	63
Securities of the U.S. Government and its Agencies	62
Municipal Obligations	35
Asset Backed	25
Repurchase Agreements	10
Total Long-Term Marketable Securities	$1,416

</TABLE>

(A) Stated at cost which approximates market. No individual security or group of securities of an issuer exceeds 2% of total assets except for the bonds noted at (C), below.

(B) Includes $31 million deposited with Mitsubishi Bank.

(C) Includes $278 million in bonds issued by the government of Italy.

(D) Includes $44 million issued by Osaka Gas Company.

INTEL CORPORATION

SCHEDULE II-AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS AND EMPLOYEES

Year Ended December 25, 1993
(In Thousands of Dollars)

	Balance Receivable at Beginning of Period	Reclassi-fications	Additions	Collections	Balance Receivable at Close of Period: Current Assets	Balance Receivable at Close of Period: Noncurrent Assets
Amounts Receivable From Employees:	$2,425	$ --	$1,257	$(1,732)	200 (A)	$1,750 (A)
Amounts Receivable From Officers:						
Kenneth B. Fine 6% interest, due 4/93	--	--	500	(500)	--	--
G. Carl Everett 0% interest, due 1/93	75	--	--	(75)	--	--
Amounts Receivable From Officers:	75	--	500	(575)	--	--
Total	$2,500	$ --	$1,757	$(2,307)	$200	$1,750

(A) Year end balance represents fourteen loans at zero to 7% interest granted to employees, none of whom is an officer or a director. These loans expire at varying dates through 1998 and are secured by real property. During the year ended December 25, 1993, ten loans were granted to employees and twelve were repaid.

INTEL CORPORATION

SCHEDULE II-AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS AND EMPLOYEES

Year Ended December 26, 1992
(In Thousands of Dollars)

	Balance Receivable at Beginning of Period	Additions	Collections	Balance Receivable at Close of Period: Current Assets	Balance Receivable at Close of Period: Noncurrent Assets
Amounts Receivable From Employees:	$3,140	$ 752	$(1,467)	$425 (B)	$2,000 (B)

Amounts Receivable

From Officers:

Michael A. Aymar 7% interest, due 10/94	125	--	(125)	--	--
G. Carl Everett 0% interest, due 1/93	75	--	--	75	--
	-----	------	-------	----	----
Amounts Receivable From Officers:	200	--	(125)	75	--
	------	------	---------	-----	----
Total	$3,340	$752	$(1,592)	$500	$2,000
	======	====	========	====	======

</TABLE>

(B) Year end balance represents sixteen loans at zero to 7% interest granted to employees, none of whom is an officer or a director. These loans expire at varying dates through 1997 and are secured by real property. During the year ended December 26, 1992, five loans were granted to employees and eight were repaid.

SCHEDULE II-AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS AND EMPLOYEES

Year Ended December 28, 1991
(In Thousands of Dollars)

<TABLE>
<CAPTION>

	Balance Receivable Beginning of Period	Reclassi-fications	Additions	Collections	Balance Receivable at Close of Period: Current Assets	Balance Receivable at Close of Period: Noncurrent Assets
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Amounts Receivable From Employees:	$2,404	$(214) (D)	$ 2,028	$ (1,078)	$460 (C)	$2,680 (C)
	------	-------	---------	---------	-----	-------
Amounts Receivable From Officers:						
Carlene M. Ellis 3-6% interest, due 3/95	150	(150) (D)	--	--	--	--
David L. House 0% interest, due 4/92	100	--	--	(100)	--	--
G. Carl Everett 0% interest, due 1/93	75	--	--	--	--	75
Paul S. Otellini 6% interest, due 7/91	--	200 (D)	--	(200)	--	--
Michael A. Aymar 7% interest, due 10/94	--	164 (D)	--	(39)	--	125
	---	-----	----------	--------	------	-----
Amounts Receivable From Officers:	325	214	--	(339)	--	200
	---	----	----------	--------	------	-----
Total	$2,729	$ --	$ 2,028	$(1,417)	$460	$2,880
	======	=======	==========	========	======	======

</TABLE>

(C) Year end balance represents nineteen loans at zero to 7% interest granted to employees, none of whom is an officer or a director. These loans expire at varying dates through 1997 and are secured by real property. During the year ended December 28, 1991, eleven loans were granted to employees and seven were repaid.

(D) Amounts Receivable from Officers includes only amounts outstanding during service as an executive officer; at other times, balances are classified as Amounts Receivable from Employees.

INTEL CORPORATION

SCHEDULE V - PROPERTY, PLANT AND EQUIPMENT

Years Ended December 28, 1991, December 26, 1992 and December 25, 1993
(In Millions of Dollars)

<TABLE>
<CAPTION>

	Balance at Beginning of Year	Additions at Cost	Retirements and Sales	Transfers, Reclassi-fications and Other In (Out)	Balance at End of Year
<S>	<C>	<C>	<C>	<C>	<C>
1991					
Land and Buildings	$ 961	$ 25	$ (12)	$ 124	$1,098
Machinery and Equipment	1,765	596	(103)	30	2,288
Construction in Progress	88	327	(3)	(154)	258
	$2,814	$948	$(118)	$ --	$3,644
1992					
Land and Buildings	$1,098	$ 53	$ (14)	$ 326	$1,463
Machinery and Equipment	2,288	771	(208)	23	2,874
Construction in Progress	258	404	(2)	(349)	311
	$3,644	$1,228	$ (224)	$ --	$4,648
1993					
Land and Buildings	$1,463	$ 41	$ (24)	$ 368	$1,848
Machinery and Equipment	2,874	1,329	(244)	189	4,148
Construction in Progress	311	563	--	(557)	317
	$4,648	$1,933	$ (268)	$ --	$6,313

</TABLE>

Annual depreciation and amortization provisions have been computed based upon the following estimated lives:

Buildings and Improvements . . . . 8 to 45 years
Machinery and Equipment. . . . . 2 to 4 years

INTEL CORPORATION

SCHEDULE VI - ACCUMULATED DEPRECIATION, DEPLETION AND AMORTIZATION OF PROPERTY, PLANT AND EQUIPMENT

Years Ended December 28, 1991, December 26, 1992 and December 25, 1993
(In Millions of Dollars)

<TABLE>

<CAPTION>

	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Retirements and Sales	Transfers, Reclassi-fications and Other	Balance at End of Year
1991					
Buildings and Improvements	$ 227	$ 59	$ (2)	$---	$ 284
Machinery and Equipment	929	359	(91)	---	1,197
	$ 1,156	$ 418	$ (93)	$---	$ 1,481
1992					
Buildings and Improvements	$ 284	$ 94	$ (7)	$---	$ 371
Machinery and Equipment	1,197	424	(160)	---	1,461
	$ 1,481	$ 518	$ (167)	$---	$ 1,832
1993					
Buildings and Improvements	$ 371	$ 106	$ (17)	$---	$ 460
Machinery and Equipment	1,461	611	(215)	---	1,857
	$ 1,832	$ 717	$ (232)	$---	$ 2,317

</TABLE>

INTEL CORPORATION

SCHEDULE VIII - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

Years Ended December 28, 1991, December 26, 1992 and December 25, 1993
(In Millions of Dollars)

<TABLE>
<CAPTION>

	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions (A)	Balance at End of Year
1991				
Allowance for Doubtful Receivables	$8	$3	$2	$9
1992				
Allowance for Doubtful Receivables	$9	$29	$12	$26
1993				
Allowance for Doubtful Receivables	$26	$4	$8	$22

</TABLE>

(A) Uncollectible accounts written off, net of recoveries.

INTEL CORPORATION

SCHEDULE IX - SHORT-TERM BORROWINGS

Years Ended December 28, 1991, December 26, 1992 and December 25, 1993
(In Millions of Dollars)

	Balance at End of Year	Weighted Average Interest Rate at End of Year	Maximum Amount Outstanding at any Month End	Average Borrowings Outstanding During the Year	Weighted Average Interest Rate During the Year
Short-Term Borrowings:					
1991					
Banks:	$164	6.6%	$176	$156	5.6%
Commercial Paper:	$ --	--	$693	$550	6.2%
1992					
Banks:	$193	14.1%	$281	$197	5.3%
Commercial Paper:	$ 6	3.5%	$689	$558	3.8%
1993					
Banks:	$397	6.2%	$495	$300	6.3%
Commercial Paper:	$ --	--	$700	$495	3.2%

Short-term borrowings from banks at December 28, 1991 includes $121 million borrowed under foreign and domestic lines of credit and $43 million borrowed under other arrangements.

Short-term borrowings from banks at December 26, 1992 includes $126 million borrowed under foreign and domestic lines of credit and $67 million borrowed under other arrangements. The year-end interest rate on bank borrowings is high due to a foreign currency borrowing of $32 million at an average rate of 34.2% to hedge certain net assets in that currency.

Short-term borrowings at December 25, 1993 includes $85 million borrowed under foreign and domestic lines of credit, $197 million borrowed under reverse repurchase agreements, and $115 million borrowed under other arrangements.

The weighted average interest rate during the year equals interest expense divided by average borrowings outstanding.

Average borrowings outstanding is calculated on the basis of daily balances.

INTEL CORPORATION

SCHEDULE X - SUPPLEMENTARY INCOME STATEMENT INFORMATION

Years Ended December 28, 1991, December 26, 1992 and December 25, 1993
(In Millions of Dollars)

	1991	1992	1993
Maintenance and Repair	$122	$167	$295
Advertising	$139	$256	$325

Items omitted if less than one percent of total revenues or separately reported in financial statements in Registrant's Annual Report to Stockholders.

INDEX TO EXHIBITS

(Item 14 (a))

	Description
3.1	Intel Corporation Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of Registrant's Form 10-Q for the quarter ended June 26, 1993 (Commission File No. 0-6217) as filed on August 10, 1993).
3.2	Intel Corporation Bylaws as amended, (incorporated by reference to Exhibit 3.2 of Registrant's Registration Statement on Form 10-Q for the quarter ended September 25, 1993 (Commission File No. 0-6217) as filed on November 9, 1993).
4.1	Agreement to Provide Instruments Defining the Rights of Security Holders (incorporated by reference to Exhibit 4.1 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 28, 1986).
4.2	Indenture dated as of May 1, 1985 among Intel Overseas Corporation, Intel Corporation and Wachovia Bank Trust Company N.A. related to $236,500,000 principal amount of zero coupon notes due 1995 issued by Intel Overseas Corporation and guaranteed by Intel Corporation (incorporated by reference to Exhibit 4.1 of Registrant's Form 10-Q for the quarter ended June 29, 1985 (Commission File No. 0-6217) as filed on August 13, 1985).
4.3	Rights Agreement dated as of May 1, 1989, as amended between the Registrant and Harris Trust and Savings Bank (as successor Rights Agent), together with Exhibit A, the form of Rights Certificate to be distributed on the Distribution Date (incorporated by reference to Exhibit 1 or Registrant's Form 8-A (Commission File No. 0-6217) as filed on May 3, 1989), together with the First Amendment to Rights Agreement dated as of January 17, 1994 and Amendment No. 2 to Rights Agreement dated as of January 20, 1994.
4.4	Warrant Agreement dated as of March 1, 1993, as amended between the Registrant and Harris Trust and Savings Bank (as successor Warrant Agent) related to the issuance of 1998 Step-Up Warrants to purchase Common Stock of Intel Corporation (incorporated by reference to Exhibit 4.6 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 25, 1993), together with the First Amendment to Warrant Agreement dated as of October 18, 1993 and the Second Amendment to Warrant Agreement dated as of January 17, 1994.
10.1	Intel Corporation 1979 Stock Option Plan as amended (incorporated by reference to Exhibit 10.2 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 28, 1990).
10.2	Intel Corporation 1984 Stock Option Plan, as amended (incorporated by reference to Exhibit 10.2 of Registrant's Form 10-Q for the quarter ended June 26, 1993 (Commission File No. 0-6217) as filed on August 10, 1993).
10.3	Intel Corporation Profit-Sharing Retirement Plan dated April 20, 1990 as amended and restated effective January 1, 1989 (incorporated by reference to Exhibit 10.3 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 26, 1992).
10.4	Second Amendment dated March 2, 1992 to Intel Corporation Profit-Sharing Retirement Plan dated April 20, 1990 as amended and restated effective January 1, 1989 (incorporated by reference to Exhibit 10.4 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 26, 1993).
10.5	Intel Corporation Defined Benefit Pension Plan and Trust dated September 7, 1988 as amended (incorporated by reference to Exhibit 10.5 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 28, 1990).

10.6 Intel Corporation 1988 Executive Long Term Stock Option Plan as amended (incorporated by reference to Exhibit 10.6 of Form 10-Q for the quarter ended June 26, 1993 (Commission File No. 0-6217) as filed on August 10, 1993).

10.7 Intel Corporation Sheltered Employee Retirement Plan Plus dated December 1, 1991 (incorporated by reference to Exhibit 10.6 of Registrant's Form 10-K (Commission File No. 0-6217) as filed on March 26, 1992).

10.8 Intel Corporation Executive Officer Bonus Plan dated January 1, 1994.

11.1 Computation of Per Share Earnings.

12.1 Statement Setting Forth the Computation of Ratios of Earnings to Fixed Charges.

13\. Portions of the Annual Report to Stockholders for fiscal year ended December 25, 1993 expressly incorporated by reference herein.

21\. Intel Subsidiaries.

23\. Consent of Ernst & Young, Independent Auditors.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTEL CORPORATION
Registrant

By /s/ F. Thomas Dunlap, Jr.
F. Thomas Dunlap, Jr.
Vice President and Secretary
March 22, 1994

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<TABLE>

<S>	<C>
/s/ Craig R. Barrett Craig R. Barrett Director March 22, 1994	/s/ Max Palevsky Max Palevsky Director March 22, 1994
/s/ Andy D. Bryant Andy D. Bryant Vice President, Principal Accounting and Chief Financial Officer March 22, 1994	/s/ Arthur Rock Arthur Rock Director March 22, 1994
/s/ Winston H. Chen Winston H. Chen Director March 22, 1994	/s/ Jane E. Shaw Jane E. Shaw Director March 22, 1994
/s/ Andrew S. Grove Andrew S. Grove Principal Executive Officer President and Director March 22, 1994	/s/ Leslie L. Vadasz Leslie L. Vadasz Director March 22, 1994
	/s/ David B. Yoffie

/s/ D. James Guzy	David B. Yoffie
D. James Guzy	Director
Director	March 22, 1994
March 22, 1994	/s/ Charles E. Young
/s/ Gordon E. Moore	Charles E. Young
Gordon E. Moore	Director
Chairman of the Board	March 22, 1994
March 22, 1994	

</TABLE>

GRAPHICS APPENDIX LIST*

* In this Appendix, the following descriptions of graphs on pages 21 and 22 of the Company's 1993 Annual Report to Stockholders that are omitted from the EDGAR text are more specific with respect to the actual amounts and percentages than can be determined from the graphs themselves.

The Company submits such more specific descriptions only for the purpose of complying with EDGAR requirements for transmitting this Annual Report on Form 10-K; such more specific descriptions are not intended in any way to provide information that is additional to that otherwise provided in the 1993 Annual Report to Stockholders.

REVENUES AND INCOME
(Dollars in millions)

<TABLE>
<CAPTION>

<S>	1991 <C>	1992 <C>	1993 <C>
Net Revenues	4,779	5,844	8,782
Net Income	819	1,067	2,295

</TABLE>

COSTS AND EXPENSES
(Percent of revenues)

<TABLE>
<CAPTION>

<S>	1991 <C>	1992 <C>	1993 <C>
Cost of Sales	48%	44%	37%
R&D	13%	13%	11%
Marketing and G&A	16%	17%	13%

</TABLE>

OTHER INCOME AND EXPENSE
(Dollars in millions)

<TABLE>
<CAPTION>

<S>	1991 <C>	1992 <C>	1993 <C>
Interest and Other Income	197	133	188
Interest Expense	82	54	50

</TABLE>

CASH AND INVESTMENTS
(Dollars in billions)

<TABLE>
<CAPTION>

<S>	1992 <C>	1993 <C>
Cash and Cash Equivalents	1.84	1.66
Short-term Investments	.99	1.48
Long-term Investments	.50	1.42

</TABLE>

EXHIBIT 4.4

FIRST AMENDMENT TO WARRANT AGREEMENT
BETWEEN
INTEL CORPORATION AND THE FIRST NATIONAL BANK OF BOSTON,
WARRANT AGENT - 1998 STEP-UP WARRANTS
TO PURCHASE COMMON STOCK -
DATED MARCH 1, 1993

This First Amendment to the above referenced Warrant Agreement (the "Agreement") is dated as of October 18, 1993, between Intel Corporation, a Delaware corporation (the "Company"), and The First National Bank of Boston, a national banking association, as warrant agent (the "Warrant Agent").

WHEREAS the Company issued 1998 Step-Up Warrants (the "Warrants") entitling holders to purchase an initial aggregate of up to ten million (10,000,000) shares ("Shares") of the Company's common stock, $0.001 par value (the "Common Stock"); and

WHEREAS, pursuant to Sections 14(a), (h) and (k) of the Agreement, the Warrants have been adjusted to reflect a 2:1 split of the Company's Common Stock;

NOW, THEREFORE, the Agreement is amended as set forth below.

1. Section 2 is amended to read as follows:

SECTION 2. Amount Issued. Subject to the provisions of this Agreement, Warrants to purchase no more than twenty million (20,000,000) Shares may be issued and delivered by the Company hereunder.

2. The second paragraph of Section 7 is amended to read as follows:

Subject to the provisions of this Agreement, including Section 14, each Warrant shall entitle the holder thereof to purchase from the Company (and the Company shall issue and sell to such holder of a Warrant) one fully paid and non-assessable Share at the price set forth in the following table (such price, as may be adjusted from time to time as provided in Section 14, being the "Exercise Price"):

<TABLE>
<CAPTION>

EXERCISE DATE		EXERCISE PRICE PER SHARE
After	On or Before	
<S>	<C>	<C>
May 13, 1993	March 14, 1994	$71.50
March 14, 1994	March 14, 1995	$74.50
March 14, 1995	March 14, 1996	$77.50
March 14, 1996	March 14, 1997	$80.50
March 14, 1997	March 14, 1998	$83.50

</TABLE>

3. Exhibit A is replaced with the attached Exhibit A-1.

In all other respects the Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the day and year first above written.

<TABLE>

<S>	<C>
Attest:	INTEL CORPORATION
/s/ Suzanne Taaffe	By: /s/ Thomas R. Lavelle
Attest:	THE FIRST NATIONAL BANK OF BOSTON
/s/ Colleen M. Duran	By: /s/ Kenyon Bissell

</TABLE>

EXHIBIT A-1 (REV'D 10/93)

[FORM OF FACE OF WARRANT CERTIFICATE]

VOID AFTER MARCH 14, 1998

No. C-	WARRANT TO PURCHASE ________ SHARES OF COMMON STOCK

INTEL CORPORATION

1998 STEP-UP WARRANT TO PURCHASE COMMON STOCK

This Warrant Certificate certifies that ____________________________________ or registered assigns, is the registered holder of a 1998 Step- Up Warrant (the "Warrant") of Intel Corporation, a Delaware corporation (the "Company"), to purchase the number of shares (the "Shares") of Common Stock, $0.001 par value (the "Common Stock"), of the Company set forth above. This Warrant expires at 5:00 p.m. New York City time (the "Close of Business") on March 14, 1998 (the "Expiration Date"), unless such date is extended at the option of the Company, and entitles the holder to purchase from the Company the number of fully paid and nonassessable Shares set forth above at the initial exercise price (the "Exercise Price"), payable in lawful money of the United States of America, determined in accordance with the following table:

Exercise Date		
After the Close of Business	On or Before the Close of Business	Exercise Price Per Share
May 13, 1993	March 14, 1994	$71.50
March 14, 1994	March 14, 1995	$74.50
March 14, 1995	March 14, 1996	$77.50
March 14, 1996	March 14, 1997	$80.50
March 14, 1997	March 14, 1998	$83.50

Subject to the terms and conditions set forth herein and in the Warrant Agreement referred to on the reverse hereof, this Warrant may be exercised upon surrender of this Warrant Certificate and payment of the aggregate Exercise Price at the office or agency of the Warrant Agent in New York, New York or in Boston, Massachusetts (each such office, a "Warrant Agent Office").

The Exercise Price and the number of Shares purchasable upon exercise of this Warrant are subject to adjustment upon the occurrence of certain events as set forth in the Warrant Agreement.

No Warrant may be exercised prior to May 14, 1993 or after the Close of Business on the Expiration Date, unless the Company exercises its option to extend such date. After the Close of Business on the Expiration Date, the Warrants will become wholly void and of no value.

REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS WARRANT CERTIFICATE SET FORTH ON THE REVERSE HEREOF. SUCH FURTHER PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE.

This Warrant Certificate shall not be valid unless countersigned by the Warrant Agent.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by its duly authorized officers, and the corporate seal hereunto affixed.

Dated: ________________.

INTEL CORPORATION

By ______________________________

[Corporate Seal of Intel Corporation]

ATTEST:

By ____________________________________

Countersigned:
THE FIRST NATIONAL BANK OF BOSTON,
AS WARRANT AGENT

By ___________________________________

[FORM OF REVERSE OF WARRANT CERTIFICATE]

INTEL CORPORATION

The warrant evidenced by this warrant certificate is a part of a duly authorized issue of 1998 Step-Up Warrants to purchase a maximum of ten million (10,000,000) Shares of Common Stock (subject to adjustment) issued pursuant to a Warrant Agreement, dated as of March 1, 1993 as the same may be amended from time to time (the "Warrant Agreement"), duly executed and delivered by the Company to The First National Bank of Boston, as Warrant Agent (the "Warrant Agent"). The Warrant Agreement hereby is incorporated by reference in and made a part of this instrument and is hereby referred to for a description of the rights, limitation of rights, obligations, duties and immunities thereunder of the Warrant Agent, the Company and the holders (the words "holders" or "holder" meaning the registered holders or registered holder) of the Warrants. A copy of the Warrant Agreement may be inspected at the Warrant Agent Office and is available upon written request addressed to the Company. All terms used herein that are defined in the Warrant Agreement have the meanings assigned to them therein.

Warrants may be exercised to purchase Shares from the Company before the Close of Business on the Expiration Date, at the Exercise Price set forth on the face hereof, subject to adjustment as described in the Warrant Agreement. The holder of the Warrant evidenced by this Warrant Certificate may exercise such Warrant by surrendering the Warrant Certificate, with the form of election to purchase set forth hereon properly completed and executed, together with payment of the aggregate Exercise Price, in lawful money of the United States of America, and any applicable transfer taxes, at the Warrant Agent Office.

In the event that upon any exercise of the Warrant evidenced hereby the number of Shares actually purchased shall be less than the total number of Shares purchasable upon exercise of the Warrant evidenced hereby, there shall be issued to the holder hereof, or such holder's assignee, a new Warrant Certificate evidencing a Warrant to purchase the Shares not so purchased. No adjustment shall be made for any cash dividends on any Shares issuable upon exercise of this Warrant. After the Close of Business on the Expiration Date, unexercised Warrants shall become wholly void and of no value.

The Company shall not be required to issue fractions of Shares or any certificates that evidence fractional Shares. In lieu of such fractional Shares, there shall be paid to holders of the Warrant Certificates with regard to which such fractional Shares would otherwise be issuable an amount in cash equal to the same fraction of the current market value (as determined pursuant to the Warrant Agreement) of a full Share.

Warrant Certificates, when surrendered at the Warrant Agent Office by the registered holder thereof in person or by a legal representative or attorney duly authorized in writing, may be exchanged, in the manner and subject to the limitations provided in the Warrant Agreement, but without payment of any service charge, for another Warrant Certificate or Warrant Certificates of like tenor evidencing a Warrant to purchase in the aggregate a like number of Shares.

Upon due presentment for registration of transfer of this Warrant Certificate at the Warrant Agent Office, a new Warrant Certificate or Warrant Certificates of like tenor and evidencing a Warrant or Warrants to purchase in the aggregate a like number of Shares shall be issued to the transferee in exchange for this Warrant Certificate, subject to the limitations provided in the Warrant Agreement, without charge, except for any tax or other governmental charge imposed in connection therewith.

The Company and Warrant Agent may deem and treat the registered holder hereof as the absolute owner of this Warrant Certificate (notwithstanding any notation of ownership or other writing hereon made by anyone) for the purpose of any exercise hereof and for all other purposes, and neither the Company nor the Warrant Agent shall be affected by any notice to the contrary.

ELECTION TO EXERCISE

(TO BE EXECUTED UPON EXERCISE OF THE WARRANT)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to purchase _______ Shares and herewith tenders in payment for such Shares $______ in lawful money of the United States of America, in accordance with the terms hereof. The undersigned requests that a certificate representing such Shares be registered and delivered as follows:

____
Name

____
Address

____
Delivery Address (if different)

If such number of Shares is less than the aggregate number of Shares purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the balance of such Shares be registered and delivered as follows:

____
Name

____
Address

____
Delivery Address (if different)

<TABLE>
<S> <C>

- -------------------------------------	--
Social Security or Other Taxpayer Identification Number of Holder	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever. If the certificate representing the Shares or any Warrant Certificate representing Warrants not exercised is to be registered in a name other than that in which this Warrant Certificate is registered, the signature of the holder hereof must be guaranteed.
SIGNATURE GUARANTEED:	

</TABLE>

____

ASSIGNMENT

(TO BE EXECUTED BY THE REGISTERED HOLDER IF SUCH HOLDER DESIRES TO TRANSFER THE WARRANT CERTIFICATE)

FOR VALUE RECEIVED, the undersigned registered holder hereby sells, assigns and transfers unto

____
Name of Assignee

____
Address of Assignee

this Warrant Certificate, together with all right, title and interest therein, and does irrevocably constitute and appoint ____________________ attorney, to transfer the within Warrant Certificate on the books of the Warrant Agent, with full power of substitution.

<TABLE>
<S> <C>

- ------------------------------------	---
Dated	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever.
- -------------------------------------	
Social Security or Other Taxpayer Identification Number of Assignee	
SIGNATURE GUARANTEED:	

</TABLE>

____

SECOND AMENDMENT TO WARRANT AGREEMENT

This Second Amendment to "Warrant Agreement between Intel Corporation and The First National Bank of Boston, Warrant Agent - 1998 Step-Up Warrants to Purchase Common Stock dated March 1, 1993," as amended by First Amendment dated October 18, 1993 (the Warrant Agreement as amended by the First Amendment collectively referred to as the "Agreement"), is dated as of January 17, 1994 (the "Effective Date"), among Intel Corporation, a Delaware corporation ("Intel"), The First National Bank of Boston, a national banking association ("Bank of Boston"), and Harris Trust and Savings Bank, an Illinois banking corporation ("Harris").

Intel, Bank of Boston, and Harris agree as follows:

1. Bank of Boston shall have no further rights and obligations as Warrant Agent under the Agreement as of the Effective Date, provided, however, that Bank of Boston shall continue to have the obligations of a former Warrant Agent set forth in Section 19 of the Agreement, including, without limitation, the obligation to provide reasonable assistance for the orderly transfer of the duties as Warrant Agent under the Agreement to Harris and diligently to tender to Harris all documents, records, and information regarding the Warrants and the Agreement.

2. Harris shall assume all of the rights and obligations as Warrant Agent under the Agreement as of the Effective Date.

3. The first sentence of Section 6 is amended by adding after the word "exchange" the following: "participating in the Medallion Signature Guaranty Program."

4. The third sentence of Section 6 is amended by deleting "Boston, Massachusetts" and inserting in its place "Chicago, Illinois."

5. Section 7 is amended by deleting the following sentence: "The holder of a Warrant shall exercise such holder's right to purchase Shares by depositing with the Warrant Agent at a Warrant Agent Office the Warrant Certificate evidencing such Warrant, with the form of election to purchase on the reverse thereof duly completed and signed by the registered holder or holders thereof or by the duly appointed legal representative thereof or by a duly authorized attorney, such signature to be guaranteed by a bank or trust company, by a broker or dealer

which is a member of the NASD or by a member of a national securities exchange, and upon payment of the Exercise Price for the number of Shares in respect of which such Warrants are being exercised in lawful money of the United States of America." and inserting in its place: "The holder of a Warrant shall exercise such holder's right to purchase Shares by depositing with the Warrant Agent at a Warrant Agent Office the Warrant Certificate evidencing such Warrant, with the form of election to purchase on the reverse thereof duly completed and signed by the registered holder or holders thereof or by the duly appointed legal representative thereof or by a duly authorized attorney, such signature to be guaranteed by a bank or trust company, by a broker or dealer which is a member of the NASD or by a member of a national securities exchange participating in the Medallion Signature Guaranty Program, and upon payment of the Exercise Price for the number of Shares in respect of which such Warrants are being exercised in lawful money of the United States of America."

6. Section 22 is amended by deleting:

"The First National Bank of Boston
P.O. Box 1865
Boston, MA 02105
Attention: Shareholder Services Division

"The Warrant Agent maintains a Warrant Agent Office at BancBoston Clearance Corporation, 55 Broadway, Third Floor, New York, New York and at The First National Bank of Boston, 100 Federal Street, Boston, Massachusetts."

and inserting in its place:

"Harris Trust and Savings Bank
P.O. Box 755
Chicago, Illinois 60690
Attention: Shareholder Services Division

"The Warrant Agent maintains a Warrant Agent Office at Harris Trust Company of New York, 77 Water Street, 4th Floor, New York, New York and at Harris Trust and Savings Bank, 311 West Monroe Street, Chicago, Illinois."

7. Exhibit A-1 is replaced with the attached Exhibit A-2.

Except as otherwise expressly provided in this Amendment, all other terms of the Agreement shall remain unchanged and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the day and year first above written.

<TABLE>

<S>	<C>
Attest:	INTEL CORPORATION
/s/ Suzanne Taaffe	By: /s/ Thomas R. Lavelle
Attest:	THE FIRST NATIONAL BANK OF BOSTON
/s/ Colleen Duran	By: /s/ Kenyon Bissell
Attest:	HARRIS TRUST AND SAVINGS BANK
/s/ Kathleen J. Zednick	By: /s/ Richard C. Carlson

</TABLE>

LJ0138/10-22-93

EXHIBIT A-2 (REV'D 1/94)

[FORM OF FACE OF WARRANT CERTIFICATE]

VOID AFTER MARCH 14, 1998

No. C-	Warrant to Purchase _______________ Shares of Common Stock

INTEL CORPORATION

1998 STEP-UP WARRANT TO PURCHASE COMMON STOCK

This Warrant Certificate certifies that or registered assigns, is the registered holder of a 1998 Step-Up Warrant (the "Warrant") of Intel Corporation, a Delaware corporation (the "Company"), to purchase the number of shares (the "Shares") of Common Stock, $0.001 par value (the "Common Stock"), of the Company set forth above. This Warrant expires at 5:00 p.m. New York City time (the "Close of Business") on March 14, 1998 (the "Expiration Date"), unless such date is extended at the option of the Company, and entitles the holder to purchase from the Company the number of fully paid and nonassessable Shares set forth above at the initial exercise price (the "Exercise Price"), payable in lawful money of the United States of America, determined in accordance with the following table:

EXERCISE DATE		
AFTER THE CLOSE OF BUSINESS	ON OR BEFORE THE CLOSE OF BUSINESS	EXERCISE PRICE PER SHARE
May 13, 1993	March 14, 1994	$71.50
March 14, 1994	March 14, 1995	$74.50
March 14, 1995	March 14, 1996	$77.50
March 14, 1996	March 14, 1997	$80.50
March 14, 1997	March 14, 1998	$83.50

Subject to the terms and conditions set forth herein and in the Warrant Agreement referred to on the reverse hereof, this Warrant may be exercised upon surrender of this Warrant Certificate and payment of the aggregate Exercise Price at the office or agency of the Warrant Agent in New York, New York or in Chicago, Illinois (each such office, a "Warrant Agent Office").

The Exercise Price and the number of Shares purchasable upon exercise of this Warrant are subject to adjustment upon the occurrence of certain events as set forth in the Warrant Agreement.

No Warrant may be exercised prior to May 14, 1993 or after the Close of Business on the Expiration Date, unless the Company exercises its option to extend such date. After the Close of Business on the Expiration Date, the Warrants will become wholly void and of no value.

Reference is hereby made to the further provisions of this Warrant Certificate set forth on the reverse hereof. Such further provisions shall for all purposes have the same effect as though fully set forth at this place.

This Warrant Certificate shall not be valid unless countersigned by the Warrant Agent.

In Witness Whereof, the Company has caused this Certificate to be executed by its duly authorized officers, and the corporate seal hereunto affixed.

Dated:
\- ------------------------

Intel Corporation

By

[Corporate Seal of Intel Corporation]

Attest:

By

Countersigned:
HARRIS TRUST AND SAVINGS
BANK,
as Warrant Agent

By

[FORM OF REVERSE OF WARRANT CERTIFICATE]

INTEL CORPORATION

The warrant evidenced by this warrant certificate is a part of a duly authorized issue of 1998 Step-Up Warrants to purchase a maximum of ten million (10,000,000) Shares of Common Stock (subject to adjustment) issued pursuant to a Warrant Agreement, dated as of March 1, 1993 as the same may be amended from time to time (the "Warrant Agreement"), duly executed and delivered by the Company to Harris Trust and Savings Bank, as Warrant Agent (the "Warrant Agent"). The Warrant Agreement hereby is incorporated by reference in and made a part of this instrument and is hereby referred to for a description of the rights, limitation of rights, obligations, duties and immunities thereunder of the Warrant Agent, the Company and the holders (the words "holders" or "holder" meaning the registered holders or registered holder) of the Warrants. A copy of the Warrant Agreement may be inspected at the Warrant Agent Office and is available upon written request addressed to the Company. All terms used herein that are defined in the Warrant Agreement have the meanings assigned to them therein.

Warrants may be exercised to purchase Shares from the Company before the Close of Business on the Expiration Date, at the Exercise Price set forth on the face hereof, subject to adjustment as described in the Warrant Agreement. The holder of the Warrant evidenced by this Warrant Certificate may exercise such Warrant by surrendering the Warrant Certificate, with the form of election to purchase set forth hereon properly completed and executed, together with payment of the aggregate Exercise Price, in lawful money of the United States of America, and any applicable transfer taxes, at the Warrant Agent Office.

In the event that upon any exercise of the Warrant evidenced hereby the number of Shares actually purchased shall be less than the total number of Shares purchasable upon exercise of the Warrant evidenced hereby, there shall be issued to the holder hereof, or such holder's assignee, a new Warrant Certificate evidencing a Warrant to purchase the Shares not so purchased. No adjustment shall be made for any cash dividends on any Shares issuable upon exercise of this Warrant. After the Close of Business on the Expiration Date, unexercised Warrants shall become wholly void and of no value.

The Company shall not be required to issue fractions of Shares or any certificates that evidence fractional Shares. In lieu of such fractional Shares, there shall be paid to holders of the Warrant Certificates with regard to which such fractional Shares would otherwise be issuable an amount in cash equal to the same fraction of the current market value (as determined pursuant to the Warrant Agreement) of a full Share.

Warrant Certificates, when surrendered at the Warrant Agent Office by the registered holder thereof in person or by a legal representative or attorney duly authorized in writing, may be exchanged, in the manner and subject to the limitations provided in the Warrant Agreement, but without payment of any service charge, for another Warrant Certificate or Warrant Certificates of like tenor evidencing a Warrant to purchase in the aggregate a like number of Shares.

Upon due presentment for registration of transfer of this Warrant Certificate at the Warrant Agent Office, a new Warrant Certificate or Warrant Certificates of like tenor and evidencing a Warrant or Warrants to purchase in the aggregate a like number of Shares shall be issued to the transferee in exchange for this Warrant Certificate, subject to the limitations provided in the Warrant Agreement, without charge, except for any tax or other governmental charge imposed in connection therewith.

The Company and Warrant Agent may deem and treat the registered holder hereof as the absolute owner of this Warrant Certificate (notwithstanding any notation of ownership or other writing hereon made by anyone) for the purpose of any exercise hereof and for all other purposes, and neither the Company nor the Warrant Agent shall be affected by any notice to the contrary.

ELECTION TO EXERCISE
(TO BE EXECUTED UPON EXERCISE OF THE WARRANT)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to purchase   Shares and herewith tenders in payment for such Shares $ in lawful money of the United States of America, in accordance with the terms hereof. The undersigned requests that a certificate representing such Shares be registered and delivered as follows:

- --
Name

- --
Address

- --
Delivery Address (if different)

If such number of Shares is less than the aggregate number of Shares purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the balance of such Shares be registered and delivered as follows:

- --
Name

- --
Address

- --
Delivery Address (if different)

<TABLE>
<S> <C>

- -------------------------------------	---
Social Security or Other Taxpayer Identification Number of Holder	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever. If the certificate representing the Shares or any Warrant Certificate representing Warrants not exercised is to be registered in a name other than that in which this Warrant Certificate is registered, the signature of the holder hereof must be guaranteed.
Signature Guaranteed:	
- -------------------------------------	

</TABLE>

ASSIGNMENT

(TO BE EXECUTED BY THE REGISTERED HOLDER IF SUCH HOLDER DESIRES TO TRANSFER THE WARRANT CERTIFICATE)

For Value Received, the undersigned registered holder hereby sells, assigns and transfers unto

- --
Name of Assignee

- --
Address of Assignee

this Warrant Certificate, together with all right, title and interest therein, and does irrevocably constitute and appoint   attorney, to transfer the within Warrant Certificate on the books of the Warrant Agent, with full power of substitution.

<TABLE>
<S> <C>

- -----------------------------------	--
Dated	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever.
- -----------------------------------	
Social Security or Other Taxpayer Identification Number of Assignee	
SIGNATURE Guaranteed:	
- -----------------------------------	

</TABLE>

EXHIBIT 4.4

FIRST AMENDMENT TO WARRANT AGREEMENT
BETWEEN
INTEL CORPORATION AND THE FIRST NATIONAL BANK OF BOSTON,
WARRANT AGENT - 1998 STEP-UP WARRANTS
TO PURCHASE COMMON STOCK -
DATED MARCH 1, 1993

This First Amendment to the above referenced Warrant Agreement (the "Agreement") is dated as of October 18, 1993, between Intel Corporation, a Delaware corporation (the "Company"), and The First National Bank of Boston, a national banking association, as warrant agent (the "Warrant Agent").

WHEREAS the Company issued 1998 Step-Up Warrants (the "Warrants") entitling holders to purchase an initial aggregate of up to ten million (10,000,000) shares ("Shares") of the Company's common stock, $0.001 par value (the "Common Stock"); and

WHEREAS, pursuant to Sections 14(a), (h) and (k) of the Agreement, the Warrants have been adjusted to reflect a 2:1 split of the Company's Common Stock;

NOW, THEREFORE, the Agreement is amended as set forth below.

1. Section 2 is amended to read as follows:

SECTION 2. Amount Issued. Subject to the provisions of this Agreement, Warrants to purchase no more than twenty million (20,000,000) Shares may be issued and delivered by the Company hereunder.

2. The second paragraph of Section 7 is amended to read as follows:

Subject to the provisions of this Agreement, including Section 14, each Warrant shall entitle the holder thereof to purchase from the Company (and the Company shall issue and sell to such holder of a Warrant) one fully paid and non-assessable Share at the price set forth in the following table (such price, as may be adjusted from time to time as provided in Section 14, being the "Exercise Price"):

<TABLE>
<CAPTION>

EXERCISE DATE		EXERCISE PRICE PER SHARE
After	On or Before	
<S>	<C>	<C>
May 13, 1993	March 14, 1994	$71.50
March 14, 1994	March 14, 1995	$74.50
March 14, 1995	March 14, 1996	$77.50
March 14, 1996	March 14, 1997	$80.50
March 14, 1997	March 14, 1998	$83.50

</TABLE>

3. Exhibit A is replaced with the attached Exhibit A-1.

In all other respects the Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the day and year first above written.

<TABLE>

<S>	<C>
Attest:	INTEL CORPORATION
/s/ Suzanne Taaffe	By: /s/ Thomas R. Lavelle
Attest:	THE FIRST NATIONAL BANK OF BOSTON
/s/ Colleen M. Duran	By: /s/ Kenyon Bissell

</TABLE>

EXHIBIT A-1 (REV'D 10/93)

[FORM OF FACE OF WARRANT CERTIFICATE]

VOID AFTER MARCH 14, 1998

No. C-	WARRANT TO PURCHASE ________ SHARES OF COMMON STOCK

INTEL CORPORATION

1998 STEP-UP WARRANT TO PURCHASE COMMON STOCK

This Warrant Certificate certifies that ___________________________________ or registered assigns, is the registered holder of a 1998 Step- Up Warrant (the "Warrant") of Intel Corporation, a Delaware corporation (the "Company"), to purchase the number of shares (the "Shares") of Common Stock, $0.001 par value (the "Common Stock"), of the Company set forth above. This Warrant expires at 5:00 p.m. New York City time (the "Close of Business") on March 14, 1998 (the "Expiration Date"), unless such date is extended at the option of the Company, and entitles the holder to purchase from the Company the number of fully paid and nonassessable Shares set forth above at the initial exercise price (the "Exercise Price"), payable in lawful money of the United States of America, determined in accordance with the following table:

Exercise Date		
After the Close of Business	On or Before the Close of Business	Exercise Price Per Share
May 13, 1993	March 14, 1994	$71.50
March 14, 1994	March 14, 1995	$74.50
March 14, 1995	March 14, 1996	$77.50
March 14, 1996	March 14, 1997	$80.50
March 14, 1997	March 14, 1998	$83.50

Subject to the terms and conditions set forth herein and in the Warrant Agreement referred to on the reverse hereof, this Warrant may be exercised upon surrender of this Warrant Certificate and payment of the aggregate Exercise Price at the office or agency of the Warrant Agent in New York, New York or in Boston, Massachusetts (each such office, a "Warrant Agent Office").

The Exercise Price and the number of Shares purchasable upon exercise of this Warrant are subject to adjustment upon the occurrence of certain events as set forth in the Warrant Agreement.

No Warrant may be exercised prior to May 14, 1993 or after the Close of Business on the Expiration Date, unless the Company exercises its option to extend such date. After the Close of Business on the Expiration Date, the Warrants will become wholly void and of no value.

REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS WARRANT CERTIFICATE SET FORTH ON THE REVERSE HEREOF. SUCH FURTHER PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE.

This Warrant Certificate shall not be valid unless countersigned by the Warrant Agent.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by its duly authorized officers, and the corporate seal hereunto affixed.

Dated: _______________.

INTEL CORPORATION

By ______________________________

[Corporate Seal of Intel Corporation]

ATTEST:

By ____________________________________

Countersigned:
THE FIRST NATIONAL BANK OF BOSTON,
AS WARRANT AGENT

By ___________________________________

[FORM OF REVERSE OF WARRANT CERTIFICATE]

INTEL CORPORATION

The warrant evidenced by this warrant certificate is a part of a duly authorized issue of 1998 Step-Up Warrants to purchase a maximum of ten million (10,000,000) Shares of Common Stock (subject to adjustment) issued pursuant to a Warrant Agreement, dated as of March 1, 1993 as the same may be amended from time to time (the "Warrant Agreement"), duly executed and delivered by the Company to The First National Bank of Boston, as Warrant Agent (the "Warrant Agent"). The Warrant Agreement hereby is incorporated by reference in and made a part of this instrument and is hereby referred to for a description of the rights, limitation of rights, obligations, duties and immunities thereunder of the Warrant Agent, the Company and the holders (the words "holders" or "holder" meaning the registered holders or registered holder) of the Warrants. A copy of the Warrant Agreement may be inspected at the Warrant Agent Office and is available upon written request addressed to the Company. All terms used herein that are defined in the Warrant Agreement have the meanings assigned to them therein.

Warrants may be exercised to purchase Shares from the Company before the Close of Business on the Expiration Date, at the Exercise Price set forth on the face hereof, subject to adjustment as described in the Warrant Agreement. The holder of the Warrant evidenced by this Warrant Certificate may exercise such Warrant by surrendering the Warrant Certificate, with the form of election to purchase set forth hereon properly completed and executed, together with payment of the aggregate Exercise Price, in lawful money of the United States of America, and any applicable transfer taxes, at the Warrant Agent Office.

In the event that upon any exercise of the Warrant evidenced hereby the number of Shares actually purchased shall be less than the total number of Shares purchasable upon exercise of the Warrant evidenced hereby, there shall be issued to the holder hereof, or such holder's assignee, a new Warrant Certificate evidencing a Warrant to purchase the Shares not so purchased. No adjustment shall be made for any cash dividends on any Shares issuable upon exercise of this Warrant. After the Close of Business on the Expiration Date, unexercised Warrants shall become wholly void and of no value.

The Company shall not be required to issue fractions of Shares or any certificates that evidence fractional Shares. In lieu of such fractional Shares, there shall be paid to holders of the Warrant Certificates with regard to which such fractional Shares would otherwise be issuable an amount in cash equal to the same fraction of the current market value (as determined pursuant to the Warrant Agreement) of a full Share.

Warrant Certificates, when surrendered at the Warrant Agent Office by the registered holder thereof in person or by a legal representative or attorney duly authorized in writing, may be exchanged, in the manner and subject to the limitations provided in the Warrant Agreement, but without payment of any service charge, for another Warrant Certificate or Warrant Certificates of like tenor evidencing a Warrant to purchase in the aggregate a like number of Shares.

Upon due presentment for registration of transfer of this Warrant Certificate at the Warrant Agent Office, a new Warrant Certificate or Warrant Certificates of like tenor and evidencing a Warrant or Warrants to purchase in the aggregate a like number of Shares shall be issued to the transferee in exchange for this Warrant Certificate, subject to the limitations provided in the Warrant Agreement, without charge, except for any tax or other governmental charge imposed in connection therewith.

The Company and Warrant Agent may deem and treat the registered holder hereof as the absolute owner of this Warrant Certificate (notwithstanding any notation of ownership or other writing hereon made by anyone) for the purpose of any exercise hereof and for all other purposes, and neither the Company nor the Warrant Agent shall be affected by any notice to the contrary.

ELECTION TO EXERCISE

(TO BE EXECUTED UPON EXERCISE OF THE WARRANT)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to purchase _______ Shares and herewith tenders in payment for such Shares $______ in lawful money of the United States of America, in accordance with the terms hereof. The undersigned requests that a certificate representing such Shares be registered and delivered as follows:

____
Name

____
Address

____
Delivery Address (if different)

If such number of Shares is less than the aggregate number of Shares purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the balance of such Shares be registered and delivered as follows:

____
Name

____
Address

____
Delivery Address (if different)

<TABLE>
<S> <C>

- ------------------------------------	---
Social Security or Other Taxpayer Identification Number of Holder	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever. If the certificate representing the Shares or any Warrant Certificate representing Warrants not exercised is to be registered in a name other than that in which this Warrant Certificate is registered, the signature of the holder hereof must be guaranteed.
SIGNATURE GUARANTEED:	

</TABLE>

____

ASSIGNMENT

(TO BE EXECUTED BY THE REGISTERED HOLDER IF SUCH HOLDER DESIRES TO TRANSFER THE WARRANT CERTIFICATE)

FOR VALUE RECEIVED, the undersigned registered holder hereby sells, assigns and transfers unto

____
Name of Assignee

____

Address of Assignee

this Warrant Certificate, together with all right, title and interest therein, and does irrevocably constitute and appoint ____________________ attorney, to transfer the within Warrant Certificate on the books of the Warrant Agent, with full power of substitution.

<TABLE>
<S> <C>

- ------------------------------------ Dated	-- Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever.
- --------------------------------------- Social Security or Other Taxpayer Identification Number of Assignee	
SIGNATURE GUARANTEED:	

</TABLE>

____

SECOND AMENDMENT TO WARRANT AGREEMENT

This Second Amendment to "Warrant Agreement between Intel Corporation and The First National Bank of Boston, Warrant Agent - 1998 Step-Up Warrants to Purchase Common Stock dated March 1, 1993," as amended by First Amendment dated October 18, 1993 (the Warrant Agreement as amended by the First Amendment collectively referred to as the "Agreement"), is dated as of January 17, 1994 (the "Effective Date"), among Intel Corporation, a Delaware corporation ("Intel"), The First National Bank of Boston, a national banking association ("Bank of Boston"), and Harris Trust and Savings Bank, an Illinois banking corporation ("Harris").

Intel, Bank of Boston, and Harris agree as follows:

1. Bank of Boston shall have no further rights and obligations as Warrant Agent under the Agreement as of the Effective Date, provided, however, that Bank of Boston shall continue to have the obligations of a former Warrant Agent set forth in Section 19 of the Agreement, including, without limitation, the obligation to provide reasonable assistance for the orderly transfer of the duties as Warrant Agent under the Agreement to Harris and diligently to tender to Harris all documents, records, and information regarding the Warrants and the Agreement.

2. Harris shall assume all of the rights and obligations as Warrant Agent under the Agreement as of the Effective Date.

3. The first sentence of Section 6 is amended by adding after the word "exchange" the following: "participating in the Medallion Signature Guaranty Program."

4. The third sentence of Section 6 is amended by deleting "Boston, Massachusetts" and inserting in its place "Chicago, Illinois."

5. Section 7 is amended by deleting the following sentence: "The holder of a Warrant shall exercise such holder's right to purchase Shares by depositing with the Warrant Agent at a Warrant Agent Office the Warrant Certificate evidencing such Warrant, with the form of election to purchase on the reverse thereof duly completed and signed by the registered holder or holders thereof or by the duly appointed legal representative thereof or by a duly authorized attorney, such signature to be guaranteed by a bank or trust company, by a broker or dealer

which is a member of the NASD or by a member of a national securities exchange, and upon payment of the Exercise Price for the number of Shares in respect of which such Warrants are being exercised in lawful money of the United States of America." and inserting in its place: "The holder of a Warrant shall exercise such holder's right to purchase Shares by depositing with the Warrant Agent at a Warrant Agent Office the Warrant Certificate evidencing such Warrant, with the form of election to purchase on the reverse thereof duly completed and signed by the registered holder or holders thereof or by the duly appointed legal representative thereof or by a duly authorized attorney, such signature to be guaranteed by a bank or trust company, by a broker or dealer which is a member of the NASD or by a member of a national securities exchange participating in the Medallion Signature Guaranty Program, and upon payment of the Exercise Price for the number of Shares in respect of which such Warrants are being exercised in lawful money of the United States of America."

6. Section 22 is amended by deleting:

"The First National Bank of Boston
P.O. Box 1865
Boston, MA 02105
Attention: Shareholder Services Division

"The Warrant Agent maintains a Warrant Agent Office at BancBoston Clearance Corporation, 55 Broadway, Third Floor, New York, New York and at The First National Bank of Boston, 100 Federal Street, Boston, Massachusetts."

and inserting in its place:

"Harris Trust and Savings Bank
P.O. Box 755
Chicago, Illinois 60690
Attention: Shareholder Services Division

"The Warrant Agent maintains a Warrant Agent Office at Harris Trust Company of New York, 77 Water Street, 4th Floor, New York, New York and at Harris Trust and Savings Bank, 311 West Monroe Street, Chicago, Illinois."

7. Exhibit A-1 is replaced with the attached Exhibit A-2.

Except as otherwise expressly provided in this Amendment, all other terms of the Agreement shall remain unchanged and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the day and year first above written.

<TABLE>

<S>	<C>
Attest:	INTEL CORPORATION
/s/ Suzanne Taaffe	By: /s/ Thomas R. Lavelle
Attest:	THE FIRST NATIONAL BANK OF BOSTON
/s/ Colleen Duran	By: /s/ Kenyon Bissell
Attest:	HARRIS TRUST AND SAVINGS BANK
/s/ Kathleen J. Zednick	By: /s/ Richard C. Carlson

</TABLE>

LJ0138/10-22-93

EXHIBIT A-2 (REV'D 1/94)

[FORM OF FACE OF WARRANT CERTIFICATE]

VOID AFTER MARCH 14, 1998

No. C-	Warrant to Purchase _______________ Shares of Common Stock

INTEL CORPORATION

1998 STEP-UP WARRANT TO PURCHASE COMMON STOCK

This Warrant Certificate certifies that   or registered assigns, is the registered holder of a 1998 Step-Up Warrant (the "Warrant") of Intel Corporation, a Delaware corporation (the "Company"), to purchase the number of shares (the "Shares") of Common Stock, $0.001 par value (the "Common Stock"), of the Company set forth above. This Warrant expires at 5:00 p.m. New York City time (the "Close of Business") on March 14, 1998 (the "Expiration Date"), unless such date is extended at the option of the Company, and entitles the holder to purchase from the Company the number of fully paid and nonassessable Shares set forth above at the initial exercise price (the "Exercise Price"), payable in lawful money of the United States of America, determined in accordance with the following table:

EXERCISE DATE		
AFTER THE CLOSE OF BUSINESS	ON OR BEFORE THE CLOSE OF BUSINESS	EXERCISE PRICE PER SHARE
May 13, 1993	March 14, 1994	$71.50
March 14, 1994	March 14, 1995	$74.50
March 14, 1995	March 14, 1996	$77.50
March 14, 1996	March 14, 1997	$80.50
March 14, 1997	March 14, 1998	$83.50

Subject to the terms and conditions set forth herein and in the Warrant Agreement referred to on the reverse hereof, this Warrant may be exercised upon surrender of this Warrant Certificate and payment of the aggregate Exercise Price at the office or agency of the Warrant Agent in New York, New York or in Chicago, Illinois (each such office, a "Warrant Agent Office").

The Exercise Price and the number of Shares purchasable upon exercise of this Warrant are subject to adjustment upon the occurrence of certain events as set forth in the Warrant Agreement.

No Warrant may be exercised prior to May 14, 1993 or after the Close of Business on the Expiration Date, unless the Company exercises its option to extend such date. After the Close of Business on the Expiration Date, the Warrants will become wholly void and of no value.

Reference is hereby made to the further provisions of this Warrant Certificate set forth on the reverse hereof. Such further provisions shall for all purposes have the same effect as though fully set forth at this place.

This Warrant Certificate shall not be valid unless countersigned by the Warrant Agent.

In Witness Whereof, the Company has caused this Certificate to be executed by its duly authorized officers, and the corporate seal hereunto affixed.

Dated:
- ------------------------

Intel Corporation

By

[Corporate Seal of Intel Corporation]

Attest:

By

Countersigned:
HARRIS TRUST AND SAVINGS
BANK,
as Warrant Agent

By

[FORM OF REVERSE OF WARRANT CERTIFICATE]

INTEL CORPORATION

The warrant evidenced by this warrant certificate is a part of a duly authorized issue of 1998 Step-Up Warrants to purchase a maximum of ten million (10,000,000) Shares of Common Stock (subject to adjustment) issued pursuant to a Warrant Agreement, dated as of March 1, 1993 as the same may be amended from time to time (the "Warrant Agreement"), duly executed and delivered by the Company to Harris Trust and Savings Bank, as Warrant Agent (the "Warrant Agent"). The Warrant Agreement hereby is incorporated by reference in and made a part of this instrument and is hereby referred to for a description of the rights, limitation of rights, obligations, duties and immunities thereunder of the Warrant Agent, the Company and the holders (the words "holders" or "holder" meaning the registered holders or registered holder) of the Warrants. A copy of the Warrant Agreement may be inspected at the Warrant Agent Office and is available upon written request addressed to the Company. All terms used herein that are defined in the Warrant Agreement have the meanings assigned to them therein.

Warrants may be exercised to purchase Shares from the Company before the Close of Business on the Expiration Date, at the Exercise Price set forth on the face hereof, subject to adjustment as described in the Warrant Agreement. The holder of the Warrant evidenced by this Warrant Certificate may exercise such Warrant by surrendering the Warrant Certificate, with the form of election to purchase set forth hereon properly completed and executed, together with payment of the aggregate Exercise Price, in lawful money of the United States of America, and any applicable transfer taxes, at the Warrant Agent Office.

In the event that upon any exercise of the Warrant evidenced hereby the number of Shares actually purchased shall be less than the total number of Shares purchasable upon exercise of the Warrant evidenced hereby, there shall be issued to the holder hereof, or such holder's assignee, a new Warrant Certificate evidencing a Warrant to purchase the Shares not so purchased. No adjustment shall be made for any cash dividends on any Shares issuable upon exercise of this Warrant. After the Close of Business on the Expiration Date, unexercised Warrants shall become wholly void and of no value.

The Company shall not be required to issue fractions of Shares or any certificates that evidence fractional Shares. In lieu of such fractional Shares, there shall be paid to holders of the Warrant Certificates with regard to which such fractional Shares would otherwise be issuable an amount in cash equal to the same fraction of the current market value (as determined pursuant to the Warrant Agreement) of a full Share.

Warrant Certificates, when surrendered at the Warrant Agent Office by the registered holder thereof in person or by a legal representative or attorney duly authorized in writing, may be exchanged, in the manner and subject to the limitations provided in the Warrant Agreement, but without payment of any service charge, for another Warrant Certificate or Warrant Certificates of like tenor evidencing a Warrant to purchase in the aggregate a like number of Shares.

Upon due presentment for registration of transfer of this Warrant Certificate at the Warrant Agent Office, a new Warrant Certificate or Warrant Certificates of like tenor and evidencing a Warrant or Warrants to purchase in the aggregate a like number of Shares shall be issued to the transferee in exchange for this Warrant Certificate, subject to the limitations provided in the Warrant Agreement, without charge, except for any tax or other governmental charge imposed in connection therewith.

The Company and Warrant Agent may deem and treat the registered holder hereof as the absolute owner of this Warrant Certificate (notwithstanding any notation of ownership or other writing hereon made by anyone) for the purpose of any exercise hereof and for all other purposes, and neither the Company nor the Warrant Agent shall be affected by any notice to the contrary.

ELECTION TO EXERCISE
(TO BE EXECUTED UPON EXERCISE OF THE WARRANT)

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to purchase   Shares and herewith tenders in payment for such Shares $ in lawful money of the United States of America, in accordance with the terms hereof. The undersigned requests that a certificate representing such Shares be registered and delivered as follows:

- --
Name

Address

Delivery Address (if different)

If such number of Shares is less than the aggregate number of Shares purchasable hereunder, the undersigned requests that a new Warrant Certificate representing the balance of such Shares be registered and delivered as follows:

Name

Address

Delivery Address (if different)

______________________________	______________________________
Social Security or Other Taxpayer Identification Number of Holder	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever. If the certificate representing the Shares or any Warrant Certificate representing Warrants not exercised is to be registered in a name other than that in which this Warrant Certificate is registered, the signature of the holder hereof must be guaranteed.
Signature Guaranteed:	
______________________________	

ASSIGNMENT

(TO BE EXECUTED BY THE REGISTERED HOLDER IF SUCH HOLDER DESIRES TO TRANSFER THE WARRANT CERTIFICATE)

For Value Received, the undersigned registered holder hereby sells, assigns and transfers unto

---

Name of Assignee

Address of Assignee

this Warrant Certificate, together with all right, title and interest therein, and does irrevocably constitute and appoint   attorney, to transfer the within Warrant Certificate on the books of the Warrant Agent, with full power of substitution.

______________________________	______________________________
Dated	Signature
	Note: The above signature must correspond with the name as written upon the face of this Warrant Certificate in every particular, without alteration or enlargement or any change whatsoever.
______________________________	
Social Security or Other Taxpayer Identification Number of Assignee	
SIGNATURE Guaranteed:	
______________________________	

EXHIBIT 10.8

INTEL CORPORATION
EXECUTIVE OFFICER BONUS PLAN
(As adopted and effective January 1, 1994)

1. PURPOSE

The purpose of this Plan is to motivate and reward eligible employees for good performance by making a proportion of their cash compensation dependent on growth in earnings per share ("EPS") of Intel Corporation (the "Company"). The Plan is designed to ensure that the annual bonus paid hereunder to executive officers of the Company is deductible under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations and interpretations promulgated thereunder (the "Code").

2. COVERED INDIVIDUALS

The individuals entitled to bonus payments hereunder shall be the executive officers of the Company, as determined by the Committee.

3. THE COMMITTEE

The Committee shall consist of at least two outside directors of the Company that satisfy the requirements of Code Section 162(m). The Committee shall have the sole discretion and authority to administer and interpret the Plan in accordance with Code Section 162(m).

4. AMOUNT OF BONUS

Annual bonus payments are made in cash. The bonus payment is the product of (i) an individual target set each year by the Committee in writing before the performance year begins and (ii) EPS for the performance year (increased or decreased, in each case in accordance with factors adopted by the Committee before the performance year begins that relate to unusual items, but in any event the "EPS" for this calculation shall not exceed operating income for the performance year per weighted average common and common equivalent shares outstanding for the year) multiplied by the ratio of the adjusted actual EPS to an EPS target for the year that is set by the Committee in writing in advance of the beginning of each year. However, no bonus in excess of $5,000,000 will be paid to any executive officer. The Committee may also reduce an individual's maximum bonus calculated under the preceding formula in its sole discretion. The bonus payable hereunder shall be paid in lieu of any bonus payable under the Company's Executive Bonus Plan.

5. PAYMENT OF BONUS

The payment of a given year's bonus requires that the executive officer be on the Company's payroll as of December 31st of the bonus year. The Committee may make exceptions to this requirement in the case of retirement, death or disability, as determined by the Committee in its sole discretion. No bonus shall be paid unless and until the Committee certifies in writing that the performance goals of this Plan are satisfied.

6. AMENDMENT AND TERMINATION

The Company reserves the right to amend or terminate this Plan at any time with respect to future services of covered individuals. Plan amendments will require stockholder approval only to the extent required by applicable law.

EXHIBIT 11.1

INTEL CORPORATION

COMPUTATION OF EARNINGS PER SHARE
(In Millions, Except Per Share Amounts)

<TABLE>
<CAPTION>

	Year Ended		
	Dec. 28, 1991	Dec.26 1992	Dec. 25 1993
<S>	<C>	<C>	<C>
PRIMARY SHARES CALCULATION			
Reconciliation of weighted average number of shares outstanding to amount used in primary earnings per share computation:			
Weighted average number of shares outstanding	405	414	418
Add-shares issuable from assumed exercise of options and warrants	13	15	23
Weighted average number of shares outstanding as adjusted	418	429	441
FULLY DILUTED SHARES CALCULATION			
Reconciliation of weighted average number of shares outstanding to amount used in fully diluted earnings per share computation:			
Weighted average number of shares outstanding	405	414	418
Add-shares issuable from assumed exercise of options and warrants	14	17	23
Weighted average number of shares outstanding as adjusted	419	431	441
NET INCOME	$ 819	$1,067	$2,295
PRIMARY EARNINGS PER SHARE	$ 1.96	$ 2.49	$ 5.20
FULLY DILUTED EARNINGS PER SHARE(1)	$ 1.95	$ 2.48	$ 5.20

</TABLE>

(1) Earnings per common and common equivalent share presented on the face of the income statement represent primary earnings per share. Dual presentation of primary and fully diluted earnings per share has not been made on the face of the income statement because the differences are insignificant. This exhibit is presented because common stock equivalents represent more than 3% of weighted average common shares outstanding.

EXHIBIT 12.1

INTEL CORPORATION

STATEMENT SETTING FORTH THE COMPUTATION
OF RATIOS OF EARNINGS TO FIXED CHARGES FOR INTEL CORPORATION

(In Millions of Dollars)

<TABLE>
<CAPTION>

	Years Ended				
	Dec. 30, 1989	Dec. 29, 1990	Dec. 28, 1991	Dec. 26, 1992	Dec. 25, 1993
<S>	<C>	<C>	<C>	<C>	<C>
Income before taxes	$583	$986	$1,195	$1,569	$3,530
Add - Fixed charges net of capitalized interest	112	117	98	68	58
Income before taxes and fixed charges (net of capitalized interest)	$695	$1,103	$1,293	$1,637	$3,588
Fixed charges:					
Interest*	$ 96	$ 99	$ 82	$ 54	$ 50
Capitalized interest	6	3	6	11	8
Estimated interest component of rental expense	16	18	16	14	8
Total	$118	$ 120	$ 104	$ 79	$ 66
Ratio of earnings before taxes and fixed charges, to fixed charges	5.9x	9.2x	12.4x	20.7x	54.4x

</TABLE>

* Interest expense includes the amortization of underwriting fees for the relevant periods outstanding.

EXHIBIT 13

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>
THREE YEARS ENDED DECEMBER 25, 1993

(In millions-except per share amounts)	1993	1992	1991
<S>	<C>	<C>	<C>
NET REVENUES	$8,782	$5,844	$4,779
Cost of sales	3,252	2,557	2,316
Research and development	970	780	618
Marketing, general and administrative	1,168	1,017	765
Operating costs and expenses	5,390	4,354	3,699
OPERATING INCOME	3,392	1,490	1,080
Interest expense	(50)	(54)	(82)
Interest income and other, net	188	133	197
Income before taxes	3,530	1,569	1,195
Provision for taxes	1,235	502	376
NET INCOME	$2,295	$1,067	$ 819
EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE	$ 5.20	$ 2.49	$ 1.96
WEIGHTED AVERAGE COMMON AND COMMON EQUIVALENT SHARES OUTSTANDING	441	429	418

</TABLE>
See accompanying notes.

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>
December 25, 1993 and December 26, 1992

(In millions-except per share amounts)	1993	1992
<S>	<C>	<C>
ASSETS		
Current assets:		
Cash and cash equivalents	$1,659	$1,843
Short-term investments	1,477	993
Accounts receivable, net of allowance for doubtful accounts of $22 ($26 in 1992)	1,448	1,069
Inventories	838	535
Deferred tax assets	310	205
Other current assets	70	46
TOTAL CURRENT ASSETS	5,802	4,691
Property, plant and equipment:		
Land and buildings	1,848	1,463
Machinery and equipment	4,148	2,874
Construction in progress	317	311
	6,313	4,648
Less accumulated depreciation	2,317	1,832
PROPERTY, PLANT AND EQUIPMENT, NET	3,996	2,816
LONG-TERM INVESTMENTS	1,416	496
OTHER ASSETS	130	86
TOTAL ASSETS	$11,344	$8,089
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 399	$ 202
Long-term debt redeemable within one year	98	110
Accounts payable	427	281
Deferred income on shipments to distributors	200	149
Accrued compensation and benefits	544	435
Other accrued liabilities	374	306
Income taxes payable	391	359

TOTAL CURRENT LIABILITIES	2,433	1,842
LONG-TERM DEBT	426	249
DEFERRED TAX LIABILITIES	297	180
PUT WARRANTS	688	373
COMMITMENTS AND CONTINGENCIES		
Stockholders equity:		
Preferred stock, $.001 par value, 50 shares authorized; none issued	-	-
Common stock, $.001 par value, 1,400 shares authorized; 418 issued and outstanding in 1993 (419 in 1992) and Capital in excess of par value	2,194	1,776
Retained earnings	5,306	3,669
TOTAL STOCKHOLDERS' EQUITY	7,500	5,445
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$11,344	$8,089

</TABLE>

See accompanying notes.

CONSOLIDATED STATEMENTS
OF CASH FLOWS

<TABLE>
<CAPTION>
Three Years Ended December 25, 1993

(In millions)	1993	1992	1991
<S>	<C>	<C>	<C>
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	$1,843	$1,519	$1,620
Cash flows provided by (used for) operating activities:			
Net income	2,295	1,067	819
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	717	518	418
Net loss on retirements of property, plant and equipment	36	57	25
Amortization of debt discount	17	16	16
Change in deferred tax assets and liabilities	12	13	(19)
Changes in assets and liabilities:			
(Increase) decrease in accounts receivable	(379)	(371)	11
(Increase) in inventories	(303)	(113)	(7)
(Increase) decrease in other assets	(68)	(61)	31
Increase (decrease) in acounts payable	146	112	(41)
Tax benefit from employee stock plans	68	55	35
Increase (decrease) in income taxes payable	32	207	(89)
Increase in other liabilities	228	136	149
Total adjustments	506	569	529
NET CASH PROVIDED BY OPERATING ACTIVITIES	2,801	1,636	1,348
Cash flows provided by (used for) investing activities:			
Additions to property, plant and equipment	(1,933)	(1,228)	(948)
(Increase) decrease in short-term investments, net	(244)	28	(420)
Additions to long-term investments	(1,165)	(293)	(127)
Sales and maturities of long-term investments	5	13	37
NET CASH (USED FOR) INVESTING ACTIVITIES	(3,337)	(1,480)	(1,458)
Cash flows provided by (used for) financing activities:			

Increase (decrease) in short-term debt, net	197	29	(30)
Additions to long-term debt	148	--	2
Retirement of long-term debt	--	(20)	(75)
Proceeds from sales of shares through employee stock plans and other	133	138	98
Proceeds from sale of Step-Up Warrants, net	287	--	--
Proceeds from sales of put warrants, net of repurchases	62	42	14
Repurchase and retirement of common stock	(391)	--	--
Payment of dividends to stockholders	(84)	(21)	--
NET CASH PROVIDED BY FINANCING ACTIVITIES	352	168	9
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(184)	324	(101)
CASH AND CASH EQUIVALENTS, END OF YEAR	$1,659	$1,843	$1,519
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	$ 39	$ 32	$ 59
Income taxes	$1,123	$ 227	$ 448

</TABLE>

See accompanying notes.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

<TABLE>
<CAPTION>

THREE YEARS ENDED DECEMBER 25, 1993

(In millions)	Common Stock and Capital in Excess of Par Value: Number of shares	Amount	Retained Earnings	Total
<S>	<C>	<C>	<C>	<C>
BALANCE AT DECEMBER 29, 1990	399	$1,573	$2,019	$3,592
Proceeds from sales of shares through employee stock plans, tax benefit of $35 and other	9	133	--	133
Proceeds from sales of put warrants	--	14		14
Reclassification of put warrant obligation	--	(79)	(61)	(140)
Net income	--	--	819	819
BALANCE AT DECEMBER 28, 1991	408	1,641	2,777	4,418
Proceeds from sales of shares through employee stock plans, tax benefit of $55 and other	11	193	--	193
Proceeds from sales of put warrants, net of repurchases	--	42	--	42
Reclassifications of put warrant obligation, net	--	(100)	(133)	(233)
Cash dividends declared ($.10 per share)	--	--	(42)	(42)
Net income	--	--	1,067	1,067
BALANCE AT DECEMBER 26, 1992	419	1,776	3,669	5,445
Proceeds from sales of shares through employee stock plans, tax benefit of $68 and other	6	201	--	201
Proceeds from sales of put warrants	--	62	--	62
Reclassifications of put warrant obligation, net	--	(37)	(278)	(315)
Proceeds from sale of Step-Up Warrants, net	--	287	--	287
Repurchase and retirement of common stock	(7)	(95)	(296)	(391)
Cash dividends declared ($.20 per share)	--	--	(84)	(84)
Net income	--	--	2,295	2,295
BALANCE AT DECEMBER 25, 1993	418	$2,194	$5,306	$7,500

</TABLE>

See accompanying notes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ACCOUNTING POLICIES

Fiscal Year. Intel Corporation ("Intel" or "the Company") has a fiscal year that ends the last Saturday in December. Fiscal years 1993, 1992 and 1991, each 52-week years, ended on December 25, 26 and 28, respectively. The next 53-week year, fiscal 1994, will end on December 31, 1994.

Basis of Presentation. The consolidated financial statements include the accounts of Intel Corporation and all of its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. Accounts denominated in foreign currencies have been remeasured into the functional currency in accordance with Statement of Financial Accounting Standards (FAS) No. 52, "Foreign Currency Translation," using the U.S. dollar as the functional currency.

Cash and Cash Equivalents. Cash and cash equivalents are highly liquid investments with insignificant interest rate risk and original maturities of three months or less. They are carried at cost which approximates fair value.

Investments. The Company accounts for investments at cost pursuant to FAS No. 12, "Accounting for Certain Marketable Securities," where applicable. Adoption in fiscal 1994 of FAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," is not expected to have a material impact on Intel's financial statements.

Inventories. Inventories are stated at the lower of cost or market. Cost is computed on a currently adjusted standard basis (which approximates actual cost on a current average or first-in, first-out basis). Market is based upon estimated average selling price reduced by normal gross margin. Inventories at fiscal year-ends are as follows:

<TABLE>
<CAPTION>

(In millions)	1993	1992
<S>	<C>	<C>
Materials and purchased parts	$216	$105
Work in process	321	220
Finished goods	301	210
Total	$838	$535

</TABLE>

Property, Plant and Equipment. Property, plant and equipment are stated at cost. Depreciation is computed for financial reporting purposes principally by use of the straight-line method over the estimated useful lives of the assets. The Company uses accelerated methods of computing depreciation for tax purposes.

Deferred Income on Shipments to Distributors. Certain of Intel's sales are made to distributors under agreements allowing price protection and/or right of return on merchandise unsold by the distributors. Because of frequent sales price reductions and rapid technological obsolescence in the industry, Intel defers recognition of such sales until the merchandise is sold by the distributors.

Interest. Interest, and gains and losses related to contractual agreements to hedge certain investment positions and debt (see "Other Financial Instruments" on page 13) are recorded as net interest income and expense on a monthly basis. Interest expense capitalized as a component of construction costs was $8 million, $11 million and $6 million for 1993, 1992 and 1991, respectively.

Accounting for Income Taxes. During fiscal 1993, the Company adopted FAS No. 109, "Accounting for Income Taxes," effective as of the beginning of fiscal 1993. Prior years were accounted for under FAS No. 96. This adoption had no material effect on Intel's financial statements.

Earnings Per Common and Common Equivalent Share. Earnings per common and common equivalent share are computed using the weighted average number of outstanding common shares and dilutive common equivalent shares outstanding. Fully diluted earnings per share have not been presented as part of the consolidated statements of income because the differences are insignificant.

Stock Split. Effective May 6, 1993, the Company declared a two-for-one stock split and increased its authorized shares of Common Stock to 1.40 billion. Share, per share, Common stock, Capital in excess of par value and warrant amounts herein have been restated as necessary to reflect the effect of this stock split.

Reclassifications. Certain amounts reported in previous years have been reclassified to conform to the 1993 presentation.

COMMON STOCK

Common Stock Purchase Rights. In 1989, the Board of Directors authorized the issuance of one Common Stock Purchase Right (a "Right") for each share of Common Stock. The Rights trade automatically with shares of the Company's Common Stock and may not be exercised or traded separately until certain events occur, including the announcement of an offer to acquire at least 20% of the Company's outstanding Common Stock. After becoming exercisable, each Right entitles its holder to purchase one share of Common Stock of Intel at $260 per share. In addition, after any person (an "Acquiring Person") acquires 20% or more of the Company's outstanding Common Stock in a transaction which the Board of Directors has not determined to be in the best interests of the Company and its stockholders, each Right (other than those held by the Acquiring Person) entitles its holder to purchase for the exercise price that number of shares of Common Stock having a market value of two times the exercise price. Also, if after a person has become an Acquiring Person, the Company is a party to a merger or other business combination, each Right (other than Rights held by the Acquiring Person) entitles its holder to purchase for the exercise price that number of shares of common stock of the surviving corporation worth two times the exercise price.

At any time before the tenth day after a person becomes an Acquiring Person, the Company may redeem the Rights, in whole but not in part, at a redemption price of $.01 per Right. In addition, at any time after a person becomes an Acquiring Person and prior to such Acquiring Person owning 50% or more of the outstanding Common Stock, the Company may exchange the Rights (other than Rights held by the Acquiring Person), in whole or in part, at an exchange ratio of one Common Share per Right. The Rights will expire, if not earlier redeemed or exchanged, on May 1, 1999. The exercise price, redemption price and exchange ratio are subject to adjustment under certain circumstances.

1998 Step-Up Warrants. In 1993, the Company issued 20 million 1998 Step-Up Warrants to purchase 20 million shares of Common Stock. This transaction resulted in an increase of $287 million in Common Stock and Capital in excess of par value, representing net proceeds from the offering. The Warrants became exercisable in May 1993 at an effective price of $71.50 per share of Common Stock, subject to annual increases to a maximum price of $83.50 per share effective in March 1997. The Warrants expire on March 14, 1998 if not previously exercised. At prevailing market prices for Intel's Common Stock, there is no dilutive effect on earnings per share for the periods presented.

Stock Repurchase Program. In 1990, the Board of Directors authorized the repurchase of up to 40 million shares of Intel's Common Stock in open market or negotiated transactions. The Company repurchased and retired 6.4 million shares in 1990; none in 1991 or 1992. During 1993, the Company repurchased and retired an additional 7.3 million shares at a cost of $391 million. As of December 25, 1993, after reserving shares to cover outstanding put warrants, 11.5 million shares remained available for repurchase under this authorization.

PUT WARRANTS

In a series of private placements in 1991, 1992 and 1993, the Company sold put warrants that entitle the holder of each warrant to sell one share of Common Stock to the Company, at a specified price. Activity during these years is summarized as follows:

<TABLE>
<CAPTION>

(In millions)	Cumulative Proceeds Received (Paid)	Put Warrants Outstanding Number of Warrants	Potential Obligation
<S>	<C>	<C>	<C>
December 29, 1990	--	--	--
Sales	$ 14	7.0	$140
December 28, 1991	14	7.0	140
Sales	43	14.0	373
Repurchases	(1)	(5.2)	(104)
Expirations	--	(1.8)	(36)
December 26, 1992	56	14.0	373
Sales	62	10.8	561
Expirations	--	(10.0)	(246)
December 25, 1993	$118	14.8	$688

</TABLE>

The amount related to Intel's potential repurchase obligation has been reclassified from Stockholders' Equity to Put Warrants. The 14.8 million put warrants outstanding at December 25, 1993 expire on various dates between January 1994 and October 1994, and have exercise prices ranging from $31.50 to $65.00 per share. There is no significant dilutive effect on earnings per share for the periods presented.

BORROWINGS

Short-term debt. Short-term debt at December 25, 1993 consisted of $2 million notes payable, $85 million borrowed under foreign and domestic lines of credit, $197 million borrowed under reverse repurchase agreements and $115 million borrowed under other arrangements. At December 25, 1993, the Company and its subsidiaries had established foreign and domestic lines of credit of approximately $925 million. These lines are generally renegotiated on an annual basis. The Company complies with compensating balance requirements related to certain of these lines of credit; however, such requirements are immaterial and do not legally restrict the use of cash. The weighted average interest rate on notes payable, borrowings under lines of credit and reverse repurchase agreements outstanding at December 25, 1993 was approximately 6.2%. This rate includes borrowings of $197 million under reverse repurchase agreements at an average rate of 7.9% that hedge certain foreign currency denominated investments. Short-term debt is generally due within three months or on demand. It is carried at cost which approximates fair value due to the short period of time to maturity.

Commercial Paper. The Company borrows under commercial paper programs under which the outstanding balance reached $700 million in 1993 and $689 million in 1992. This debt is rated A1+ by Standard and Poor's and P1 by Moody's. The proceeds are used to fund short-term working capital needs.

Long-term Debt. Long-term debt at fiscal year-ends is as follows:

<TABLE>
<CAPTION>

(In millions)	1993	1992
<S>	<C>	<C>
Payable in U.S. dollars:		
1983 Series A AFICA Bonds	$ 80	$ 80
1983 Series B AFICA Bonds	30	30
Zero Coupon Notes, net of unamortized discount of $27 ($44 in 1992)	160	143
8 1/8 % Notes	98	98
Other U.S. dollar debt	6	4
Payable in other currencies:		
Irish punt due 2018	73	--
Irish punt due 2008	73	--
Other foreign currency debt	4	4
(Less redeemable long-term debt)	(98)	(110)
Total	$426	$249

</TABLE>

The $80 million 1983 Series A and $30 million 1983 Series B Bonds were issued by the Puerto Rico Industrial, Medical and Environmental Pollution Control Facilities Financing Authority (AFICA). The Company has guaranteed repayment of principal and interest on these bonds, which are subject to redemption prior to maturity upon the occurrence of certain events. The bonds are adjustable and redeemable (at the option of either the Company or the bondholder) every five years from 1988 through 2008 in accordance with certain formulas.

The Series A Bonds are due September 1, 2013 and were last repriced and a portion remarketed on September 1, 1993, with an overall effective interest rate of 4.1% through August 1998. They are next adjustable and redeemable on September 1, 1998. As of December 25, 1993, their fair value was $80 million ($81 million at December 26, 1992), based on quoted market prices for similar securities.

The Series B Bonds are due December 1, 2013 and were last repriced and a portion remarketed at a discount on December 1, 1993, with an overall effective interest rate of 4.0% through November 1998. They are next adjustable and redeemable on December 1, 1998. As of December 25, 1993, their fair value was $30 million ($31 million at December 26, 1992), based on quoted market prices for similar securities.

The zero coupon notes are due May 15, 1995 and have an effective yield to maturity of 11.75%, compounded semiannually, with interest payable at maturity. In 1992, the Company repurchased $29 million principal amount of the notes on the open market. As of December 25, 1993, the fair value of the notes was $178 million ($164 million at December 26, 1992), based on quoted market prices for similar securities.

The 8 1/8% notes are due March 15, 1997 and are redeemable on or after March 15, 1994 at the option of the Company. Subsequent to year-end 1993, the Company issued notice of its intention to redeem the outstanding notes in March 1994. As of December 25, 1993, their fair value was $99 million ($104 million at December 26, 1992), based on quoted market prices.

In January and July 1993, the Company borrowed 35 million and 11 million Irish punts (approximate U.S. dollar equivalent of $56 million and $17 million, respectively), maturing December 15, 2018 in connection with the financing of a factory in Ireland. The debt has an effective interest rate of 8.7% until January 1, 2007 and thereafter of 11.7% until maturity. Proceeds have been invested in long-term, Irish punt denominated, interest-bearing instruments that effectively hedge foreign currency exposure. As of December 25, 1993, the fair value of these borrowings was $66 million, based on current exchange rates.

In October 1993, the Company borrowed 50 million Irish punts (approximate U.S. dollar equivalent of $73 million) maturing October 14, 2008 in connection with the financing of equipment in Ireland. This debt has an effective rate of 5.1% through October 14, 1994, and the rate is reset annually. Proceeds have been invested in long-term, Irish punt denominated, interest-bearing instruments that effectively hedge foreign currency exposure. As of December 25, 1993, the fair value of these borrowings was $71 million, based on current exchange rates.

Other U.S. dollar and foreign currency debt are at floating interest rates. As of December 25, 1993, fair value approximated carrying value since this debt is repriced frequently at market rates.

During 1993, the Company filed a shelf registration statement with the SEC covering various securities. When combined with previous registration statements, this filing gave Intel the authority to issue up to $3.2 billion in the aggregate of Common Stock, Preferred Stock, depositary shares, debt securities and warrants to purchase the Company's Common Stock, Preferred Stock and debt securities, and, subject to certain limits, stock index warrants and foreign currency exchange units. In March 1993, Intel completed a public offering of Step-Up Warrants under this registration (see page 11) and may issue additional securities having an aggregate public offering price of approximately $1.4 billion.

As of December 25, 1993, aggregate debt maturities are as follows: 1994-$98 million; 1995-$189 million; 1996-none; 1997-none; 1998-$110 million; and thereafter-$154 million.

INVESTMENTS

Investments consist of time deposits, certificates of deposit, U.S. and European commercial paper, Euro-time deposits, U.S. and foreign government obligations, U.S. government agencies' obligations, corporate bonds, fixed and floating rate notes, loan participations, municipal obligations, collateralized mortgage obligations, equity investments, money market preferred stock and investments made under repurchase agreements. Investments denominated in foreign currencies are hedged by currency forward contracts, currency interest rate swaps or foreign currency borrowings. Investments with maturities of greater than one year are classified as long-term.

At December 25, 1993, the fair value of long-term investments at fixed rates was $203 million ($49 million at December 26, 1992), compared to $207 million carrying value ($46 million at December 26, 1992). Fair values of fixed rate investments are based on quoted market prices for similar securities or current exchange rates. The fair value of long-term investments at floating rates, or swapped to floating rates with interest rate swaps, approximates carrying value since they are repriced frequently at market rates. The fair value of short-term investments approximates carrying value due to either the short period of time to maturity or the fact that they have been swapped to floating rates with interest rate swaps.

Investments consist primarily of A2 or better quality bonds and investments with A2 or better rated counterparties for long-term transactions, and A1 or P1 or better rated counterparties for short-term transactions. Foreign government regulations imposed upon investment alternatives of foreign subsidiaries or the absence of A2 rated financial institutions in some countries result in some minor exceptions. Collateral has been obtained and secured from counterparties against investments whenever deemed necessary. At December 25, 1993, investments were placed with approximately 100 different financial institutions or other issuers, and no individual security, financial institution or issuer exceeded 10% of total investments.

OTHER FINANCIAL INSTRUMENTS

The Company enters into various off-balance-sheet financial transactions including currency forward contracts, currency options, interest rate swaps and currency interest rate swaps to hedge its currency, equity and interest rate exposures. Those instruments involve, to varying degrees, elements of market and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

At December 25, 1993, the outstanding face amounts of currency forward contracts totaled approximately $620 million ($462 million at December 26, 1992), including $413 million ($80 million at December 26, 1992), which hedge foreign currency investments. Other outstanding contracts include $28 million of currency options ($24 million at December 26, 1992), $110 million of debt interest rate swaps ($258 million at December 26, 1992) and $1,069 million of investment interest rate swaps ($714 million at December 26, 1992).

While the contract or notional amounts often are used to express the volume of these transactions, the amounts potentially subject to credit risk (arising from the possible inability of counterparties to meet the terms of their contracts) are generally limited to the amounts, if any, by which the counterparties obligations exceed the obligations of the Company. At December 25, 1993, the fair value of outstanding off-balance-sheet assets based on pricing models using current market rates were: currency forward contracts, $9 million ($1 million at December 26, 1992); and debt interest rate swaps, none ($14 million at December 26, 1992). The fair value of investment interest rate swaps has been included with the fair value of the related underlying investments. These off-balance-sheet instruments offset currency and interest rate exposure of underlying assets, liabilities and other obligations. The Company controls credit risk through credit approvals, limits and monitoring procedures. Credit rating policies similar to those for investments are followed for off-balance-sheet transactions.

CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of investments and trade receivables. Intel places its investments with high-credit-quality financial institutions and, by policy, limits the amount of credit exposure to any one financial institution. A majority of the Company's trade receivables are derived from sales to manufacturers of microcomputer systems, with the remainder spread across various other industries. The Company keeps pace with the evolving computer industry and has adopted credit policies and standards to accommodate the industry's growth and inherent risk. Management believes that any risk of accounting loss is significantly reduced due to the diversity of its products, end customers and geographic sales areas. Intel performs ongoing credit evaluations of its customers financial condition and requires collateral, such as letters of credit and bank guarantees, whenever deemed necessary.

INTEREST INCOME AND OTHER

(In millions)	1993	1992	1991
Interest income	$155	$141	$194
Foreign currency (losses) gains	--	(1)	4
Other income (loss)	33	(7)	(1)
Total	$188	$133	$197

Other income for 1993 includes nonrecurring gains from the sale of certain foreign benefits related to the Company's Irish expansion and dividend income earned on equity investments. Other loss for 1992 includes a provision to cover the Company's liability for damages payable under an arbitration decision, partially offset by income from incentive credits. Other loss for 1991 includes a loss on the disposal of certain portions of the Company's customer service operations and the write-down of goodwill related to an acquisition, offset in part by gains on the sale of investments and land.

PROVISION FOR TAXES

In 1993, Intel adopted FAS No. 109, "Accounting for Income Taxes," effective as of the beginning of fiscal year 1993. Prior years were accounted for under FAS No. 96 and have not been restated. This adoption had no material effect on the Company's financial statements.

Income before taxes and the provision for taxes consist of the following:

(In millions)	1993	1992	1991
Income before taxes:			
U.S.	$2,587	$ 924	$ 671
Foreign	943	645	524
Total income before taxes:	$3,530	$1,569	$1,195
Provision for taxes:			
Federal:			
Current	$ 946	$ 339	$ 271
Deferred	35	6	(16)
	981	345	255
State:			
Current	150	71	58
Foreign:			
Current	127	79	66
Deferred	(23)	7	(3)
	104	86	63
Total provision for taxes	$1,235	$ 502	$ 376
Effective tax rate	35.0%	32.0%	31.5%

The tax benefit associated with disqualifying dispositions of stock options and the employee stock purchase plan reduced taxes currently payable for 1993 by $68 million. Such benefits are credited to Common Stock and Capital in excess of par value when realized.

The provision for taxes reconciles to the amount computed by applying the statutory federal rate of 35% for 1993 (34% for 1992 and 1991) to income before taxes as follows:

<TABLE>
<CAPTION>

(In millions)	1993	1992	1991
<S>	<C>	<C>	<C>
Computed expected tax	$1,235	$533	$406
State taxes, net of federal benefits	98	47	38
Research and experimental credit	(23)	(7)	(12)
Foreign sales corporation benefit	(46)	(36)	(35)
Reduction of taxes provided in prior periods	--	--	(20)
Provision for combined foreign and U.S. taxes on certain foreign income at rates greater (less) than U.S. rate	1	(17)	(15)
Other	(30)	(18)	14
Provision for taxes	$1,235	$502	$376

</TABLE>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities as of the end of fiscal 1993 are as follows:

<TABLE>
<CAPTION>

(In millions)	1993
<S>	<C>
Deferred tax assets:	
Accrued compensation and other benefits	$ 44
Accrued advertising	18
Deferred income	76
Inventory valuation	77
Interest and taxes	72
Other, net	23
	310
Deferred tax liabilities:	
Depreciation	(245)
Unremitted earnings of certain subsidiaries	(52)
	(297)
Net deferred tax asset	$ 13

</TABLE>

During 1991 and 1992, in accordance with FAS No. 96, deferred income taxes were provided for significant temporary differences. The principal items making up the 1992 deferred tax expense included $42 million for depreciation reduced by $18 million for inventory valuation and other reserves, and $12 million of other items. In 1991, deferred tax expense included $36 million for depreciation and other items, reduced by $55 million for inventory valuation and other reserves.

The Company's U.S. income tax returns for the years 1978 through 1982 have been examined by the Internal Revenue Service (IRS). In June 1989, the Company received a notice of proposed deficiencies from the IRS totaling $36 million, exclusive of penalties and interest, for the years 1978 through 1982. These proposed deficiencies relate primarily to subsidiary operations in Puerto Rico. In September 1989, the Company filed a petition in the U.S. Tax Court contesting these proposed deficiencies. The Company has reached final settlement of certain issues with the IRS. As a result of this settlement, Intels 1991 provision for taxes reflected a $20 million reduction of taxes provided in prior periods. In June 1993, the U.S. Tax Court ruled in favor of the Company on one additional issue and for the IRS on another, smaller issue. These rulings can be appealed by either party. Management believes that adequate amounts of tax and related interest and penalties, if any, have been provided for any adjustments which may result from the unsettled portions of the case.

The Company's U.S. income tax returns for the years 1983 through 1987 are presently under examination by the IRS. Final proposed adjustments have not yet been received for these years. In addition, examination by the IRS of the Company's income tax returns for the years 1988 through 1990 began in 1993. Management believes that adequate amounts of tax and related interest and penalties, if any, have been provided for any adjustments which may result for the years under examination.

EMPLOYEE BENEFIT PLANS

Stock Option Plans. Intel has stock option plans (hereafter referred to as the EOP Plans) under which officers, key employees and non-employee directors may be granted options to purchase shares of the Company's authorized but unissued Common Stock. The Company also has an Executive Long-Term Stock Option Plan (ELTSOP) under which certain key executive officers may be granted options to purchase shares of the Company's authorized but unissued Common Stock. Under all the plans, the option purchase price is not less than the fair market value at the date of grant.

Options currently expire no later than ten years from the grant date. Proceeds received by the Company from stock option exercise are credited to Common Stock and Capital in excess of par value.

Additional information with respect to EOP Plan activity is as follows:

<TABLE>
<CAPTION>

		Outstanding Options	
(In millions)	Shares Available For Options	Number of Shares	Aggregate Price
<S>	<C>	<C>	<C>
December 29, 1990	43.2	39.8	$505
Grants	(6.7)	6.7	154
Exercises	--	(5.9)	(48)
Cancellations	1.6	(1.6)	(26)
December 28, 1991	38.1	39.0	585
Grants	(7.3)	7.3	195
Exercises	--	(7.6)	(78)
Cancellations	1.9	(1.9)	(33)
December 26, 1992	32.7	36.8	669
Grants	(7.6)	7.6	357
Exercises	--	(4.5)	(56)
Cancellations	0.9	(0.9)	(24)
December 25, 1993	26.0	39.0	$946
Options exercisable at:			
December 28, 1991		11.5	$101
December 26, 1992		9.8	$109
December 25, 1993		10.2	$135

</TABLE>

The range of exercise prices for options outstanding at December 25, 1993 was $6.08 to $71.25. These options will expire if not exercised at specific dates ranging from January 1994 to December 2003. Exercise prices for options exercised during the three-year period ended December 25, 1993 ranged from $3.52 to $35.13.

Activity for the ELTSOP Plan is summarized below:
<TABLE>
<CAPTION>

		Outstanding Options	
(In millions)	Shares Available For Options	Number of Shares	Aggregate Price
<S>	<C>	<C>	<C>
December 29, 1990	6.0	4.0	$58
Exercises	--	(0.1)	(2)
Cancellations	0.4	(0.4)	(5)
December 28, 1991	6.4	3.5	51
Exercises	--	(0.3)	(4)
Cancellations	0.2	(0.2)	(3)
December 26, 1992	6.6	3.0	44
Grants	(0.2)	0.2	11
Exercises	--	(0.4)	(6)
December 25, 1993	6.4	2.8	$49
Options exercisable at:			
December 28, 1991		0.4	$ 6
December 26, 1992		0.5	$ 7
December 25, 1993		0.7	$11

</TABLE>

The exercise prices of options outstanding at December 25, 1993 ranged from $14.63 to $54.63. These options will expire if not exercised at specific dates ranging from April 1999 to July 2003. The price range for options exercised during the three-year period ended December 25, 1993 was $14.63 to $14.69.

Stock Participation Plan. Under this plan, qualified employees may purchase shares of Intel's Common Stock at 85% of fair market value at specific, predetermined dates. Of the 59.0 million shares authorized to be issued under the plan, as amended, 17.3 million shares were available for issuance at December 25, 1993. Employees purchased 2.2 million shares in 1993 (2.6 million and 2.5 million in 1992 and 1991, respectively) for $71 million ($57 million and $48 million in 1992 and 1991, respectively).

Retirement Plans. The Company provides profit-sharing retirement plans (the "Profit-Sharing Plans") for the benefit of qualified employees in the U.S. and Puerto Rico. The plans are designed to provide employees with an accumulation of funds at retirement and provide for annual discretionary contributions to trust funds.

Effective December 1991, the Company adopted a non-qualified profit-sharing retirement plan (the "Non-Qualified Plan") for the benefit of qualified employees in the U.S. This plan is designed to permit certain discretionary employer contributions in excess of the tax limits applicable to the profit-sharing retirement plans discussed above and to permit certain employee deferrals in excess of certain tax limits. This plan is intended to be an unfunded plan.

The Company accrued $103 million for the Profit-Sharing Plans and the Non-Qualified Plan in 1993 ($93 million in 1992 and $136 million in 1991). The Company expects to fund approximately $107 million for the 1993 contribution to the Profit-Sharing Plans and to allocate approximately $2 million for the Non-Qualified Plan. A portion of this contribution will be funded from amounts carried forward from prior years. The remaining amount carried forward from prior years, $120 million, is expected to be contributed to these plans when allowable under IRS regulations and plan rules.

Contributions made by the Company vest based on the employee's years of service. Vesting begins after three years of service in 20% annual increments until the employee is 100% vested after seven years.

The Company provides qualified defined benefit pension plans for the benefit of qualified employees in the U.S. and Puerto Rico. Each plan provides for minimum pension benefits that are determined by a participant's years of service, final average compensation (taking into account the participant's social security wage base) and the value of the Company's contributions, plus earnings, in the Profit-Sharing Plan. If the balance in the participant's Profit-Sharing Plan exceeds the pension guarantee, the participant will receive benefits from the Profit-Sharing Plan only. Intel's funding policy is consistent with the funding requirements of federal laws and regulations.

Pension expense for 1993, 1992 and 1991 for the U.S. and Puerto Rico plans included the following components:

<TABLE>
<CAPTION>

(In millions)	1993	1992	1991
<S>	<C>	<C>	<C>
Service cost-benefits earned during the year	$1	$1	$1
Interest cost of projected benefit obligation	1	1	1
Actual investment (return) on plan assets	(1)	--	(1)
Net amortization and deferral	--	(1)	1
Net pension expense	$1	$1	$2

</TABLE>
The funded status of these plans as of December 25, 1993 and December 26, 1992 is as follows:
<TABLE>
<CAPTION>

(In millions)	1993	1992
<S>	<C>	<C>
Vested benefit obligation	$ (2)	$(1)
Accumulated benefit obligation	$ (2)	$(1)
Projected benefit obligation	$ (8)	$(8)
Fair market value of plan assets	6	5
Projected benefit obligation (in excess of) plan assets	(2)	(3)
Unrecognized net (gain)	(10)	(9)
Unrecognized prior service cost	5	6
Accrued pension costs	$ (7)	$(6)

</TABLE>
At fiscal year-ends, the weighted average discount rates and long-term rates for compensation increases used for estimating the benefit obligations and the

expected return on plan assets were as follows:
<TABLE>
<CAPTION>

	1993	1992	1991
<S>	<C>	<C>	<C>
Discount rate	7.0%	8.5%	8.5%
Expected long-term return on assets	8.5%	8.5%	8.5%
Average increase in compensation levels	5.0%	5.5%	5.5%

</TABLE>

Plan assets of the U.S. and Puerto Rico plans consist primarily of listed stocks and bonds, repurchase agreements, money market securities, U.S. government securities and stock index derivatives.

The Company has defined benefit pension plans in certain foreign countries where required by statute. The Company's funding policy for foreign defined benefit plans is consistent with the local requirements in each country. Pension expense for 1993, 1992 and 1991 for the foreign plans included the following:
<TABLE>
<CAPTION>

(In millions)	1993	1992	1991
<S>	<C>	<C>	<C>
Service cost-benefits earned during the year	$5	$5	$5
Interest cost of projected benefit obligation	6	5	3
Actual investment (return) on plan assets	(7)	--	(8)
Net amortization and deferral	2	(5)	5
Net pension expense	$6	$5	$5

</TABLE>

The funded status of the foreign defined benefit plans as of December 25, 1993 and December 26, 1992 is summarized below:
<TABLE>

1993 (In millions)	Assets Exceed Accumulated Benefits	Accumulated Benefits Exceed Assets
<S>	<C>	<C>
Vested benefit obligation	$(27)	$ (3)
Accumulated benefit obligation	$(28)	$ (7)
Projected benefit obligation	$(39)	$(12)
Fair market value of plan assets	41	2
Projected benefit obligation less than (in excess of) plan assets	2	(10)
Unrecognized net loss	--	--
Unrecognized net transition obligation	--	1
Prepaid (accrued) pension costs	$ 2	$ (9)

</TABLE>

<TABLE>
<CAPTION>

1992 (In millions)	Assets Exceed Accumulated Benefits	Accumulated Benefits Exceed Assets
<S>	<C>	<C>
Vested benefit obligation	$(23)	$(2)
Accumulated benefit obligation	$(24)	$(5)
Projected benefit obligation	$(36)	$(9)
Fair market value of plan assets	32	2
Projected benefit obligation (in excess of) plan assets	(4)	(7)
Unrecognized net loss (gain)	6	(1)
Unrecognized net transition obligation	--	1
Prepaid (accrued) pension costs	$ 2	$(7)

---------- ------------
</TABLE>

At fiscal year-ends, the weighted average discount rates and long-term rates for compensation increases used for estimating the benefit obligations and the expected return on plan assets were as follows:

<TABLE>
<CAPTION>

	1993	1992	1991
Discount rate	5.5%-14%	5.5%-24%	5.5%-24%
Expected long-term return on assets	5.5%-14%	5.5%-24%	5.5%-24%
Average increase in compensation levels	4.5%-11%	4.5%-18%	4.5%-18%

</TABLE>

Plan assets of the foreign plans consist primarily of listed stocks, bonds and cash surrender value life insurance policies.

Other Postretirement Benefits. As of December 25, 1993, Intel does not offer the types of benefits covered by FAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," and thus is not affected by this statement. The Company also does not expect to be materially impacted by FAS No. 112, "Employers' Accounting for Postemployment Benefits," which is effective for years beginning after December 15, 1993.

COMMITMENTS

The Company leases a portion of its capital equipment and certain of its facilities under leases that expire at various dates through 2009. Rental expense was $35 million in 1993, $39 million in 1992 and $50 million in 1991. Minimum rental commitments under all non-cancelable leases with an initial term in excess of one year are payable as follows: 1994-$12 million; 1995-$8 million; 1996-$4 million; 1997-$3 million; 1998-$2 million; 1999 and beyond $2 million. Commitments for construction or purchase of property, plant and equipment approximated $654 million at December 25, 1993. In connection with certain contract manufacturing arrangements, Intel had minimum purchase commitments of approximately $300 million at December 25, 1993 for flash memories and other products intended for sale.

CONTINGENCIES

On August 29, 1991, the Company was sued by Advanced Micro Devices, Inc. (AMD) in the U.S. District Court for the Northern District of California, alleging violations of the U.S. antitrust laws and claiming $2 billion damages and requesting treble damages under the antitrust laws. Intel believes the suit to be without merit and has filed motions for dismissal and for summary judgment. Intel's motion to dismiss a significant portion of AMD's allegations was granted on December 17, 1991. A trial on the remaining issues is currently scheduled for October 1994. Intel intends to continue to defend these allegations vigorously. While the ultimate outcome of these claims cannot be determined at this time, management, including internal counsel, does not believe that the ultimate outcome will have a material adverse impact on the Company's financial position.

The Company has been named to the California and Federal Superfund lists for three of its sites and has completed, along with two other companies, a Remedial Investigation/Feasibility Study with the federal Environmental Protection Agency (EPA) to evaluate the ground water in a certain area related to one of its sites. The EPA has issued a Record of Decision with respect to a ground-water cleanup plan at that site, including expected costs to complete. Under the California and Federal Superfund statutes, liability for cleanup of this site is joint and several. The Company, however, has reached agreement in principle with those same two companies which significantly limits the Company's liabilities under the proposed cleanup plan. In addition, the Company has done extensive cleanup and studies of its sites. In the opinion of management, including internal counsel, the potential losses to the Company in excess of amounts already accrued arising out of these matters will not have a material adverse effect on the Company's financial position, even if joint and several liability were to be assessed.

The Company is party to various other legal proceedings. In the opinion of management, including internal counsel, these proceedings will not have a material adverse effect on the financial position or overall trends in results of operations of the Company.

INDUSTRY SEGMENT REPORTING

Intel and its subsidiaries operate in one dominant industry segment. The Company is engaged principally in the design, development, manufacture and sale of microcomputer components and related products at various levels of integration. One significant customer accounted for 10% of revenues in 1993. No customers exceeded 10% of revenues in 1992 or 1991. Major operations outside the United States include manufacturing facilities in Ireland, Israel, Malaysia and the Philippines, and sales subsidiaries in Japan, Asia- Pacific, and throughout Europe and other parts of the world. Summary balance sheet information for operations outside the United States at fiscal year-ends is as follows:

<TABLE>
<CAPTION>

(In millions)	1993	1992
<S>	<C>	<C>
Total assets	$2,192	$1,715
Total liabilities	$ 637	$ 434
Net property, plant and equipment	$1,042	$ 578

</TABLE>

Geographic information for the three years ended December 25, 1993 is presented in the table below. Transfers between geographic areas are accounted for at amounts which are generally above cost and consistent with rules and regulations of governing tax authorities. Such transfers are eliminated in the consolidated financial statements. Operating income by geographic segment does not include an allocation of general corporate expenses. Identifiable assets are those assets that can be directly associated with a particular geographic area. Corporate assets include cash and cash equivalents, short-term investments, deferred tax assets, other current assets, long-term investments and certain other assets.

<TABLE>
<CAPTION>

(In millions)	Sales to unaffiliated customers	Transfers between geographic areas	Net revenues	Operating income	Identifiable assets
<S>	<C>	<C>	<C>	<C>	<C>
1993					
United States..........	$4,416	$3,406	$7,822	$2,896	$ 5,379
Europe.................	2,476	51	2,527	309	1,214
Japan..................	678	119	797	108	351
Asia-Pacific...........	1,212	745	1,957	132	420
Other..................	--	566	566	348	207
Eliminations...........	--	(4,887)	(4,887)	85	(1,123)
Corporate..............	--	--	--	(486)	4,896
Consolidated...........	$8,782	--	$8,782	$3,392	$11,344
1992					
United States..........	$3,018	$2,339	$5,357	$1,313	$ 3,761
Europe	1,435	47	1,482	160	937
Japan	452	71	523	54	282
Asia-Pacific...........	939	595	1,534	127	321
Other..................	--	444	444	269	175
Eliminations...........	--	(3,496)	(3,496)	28	(751)
Corporate..............	--	--	--	(461)	3,364
Consolidated...........	$5,844	--	$5,844	$1,490	$ 8,089
1991					
United States..........	$2,329	$1,949	$4,278	$ 943	$ 3,088
Europe.................	1,057	24	1,081	114	621
Japan..................	493	37	530	40	252
Asia-Pacific...........	900	467	1,367	121	209
Other..................	--	308	308	165	138
Eliminations...........	--	(2,785)	(2,785)	74	(700)
Corporate..............	--	--	--	(377)	2,684
Consolidated...........	$4,779	--	$4,779	$1,080	$ 6,292

</TABLE>

SUPPLEMENTAL INFORMATION (unaudited)

Quarterly information for each of the two years in the period ended December 25, 1993 is presented on page 23.

REPORT OF ERNST & YOUNG, INDEPENDENT AUDITORS

THE BOARD OF DIRECTORS AND STOCKHOLDERS,
INTEL CORPORATION

We have audited the accompanying consolidated balance sheets of Intel Corporation as of December 25, 1993 and December 26, 1992, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 25, 1993. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Intel Corporation at December 25, 1993 and December 26, 1992, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 25, 1993, in conformity with generally accepted accounting principles.

/s/ Ernst & Young

San Jose, California
January 17, 1994

FINANCIAL SUMMARY
TEN YEARS ENDED
DECEMBER 25, 1993

<TABLE>
<CAPTION>

(In millions)	Net investment in Property, Plant & Equip.	Total Assets	Long-term Debt & Put Warrants	Stockholders' Equity	Proceeds from Employee Stock Plans & Tax Benefits	Additions to Property, Plant & Equipment
<S>	<C>	<C>	<C>	<C>	<C>	<C>
1993	$3,996	$11,344	$1,114	$7,500	$201	$1,933
1992	$2,816	$ 8,089	$ 622	$5,445	$193	$1,228
1991	$2,163	$ 6,292	$ 503	$4,418	$133	$ 948
1990	$1,658	$ 5,376	$ 345	$3,592	$101	$ 680
1989	$1,284	$ 3,994	$ 412	$2,549	$ 78	$ 422
1988	$1,122	$ 3,550	$ 479	$2,080	$ 82	$ 477
1987	$ 891	$ 2,499	$ 298	$1,276	$ 54	$ 302
1986	$ 779	$ 1,977	$ 287	$1,245	$ 27	$ 155
1985	$ 848	$ 2,153	$ 271	$1,421	$ 33	$ 236
1984	$ 778	$ 2,029	$ 146	$1,360	$ 37	$ 388

</TABLE>

<TABLE>
<CAPTION>

(In millions - --except per share amounts)	Net Revenues	Cost of Sales	Research & Development	Operating Income (Loss)	Net Income (Loss)	Earnings (Loss) Per Share	Dividends Declared Per Share
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1993	$8,782	$3,252	$970	$3,392	$2,295	$ 5.20	$0.20
1992	$5,844	$2,557	$780	$1,490	$1,067	$ 2.49	$0.10
1991	$4,779	$2,316	$618	$1,080	$ 819	$ 1.96	--
1990	$3,921	$1,930	$517	$ 858	$ 650	$ 1.60	--
1989	$3,127	$1,721	$365	$ 557	$ 391	$ 1.04	--
1988	$2,875	$1,506	$318	$ 594	$ 453	$ 1.26	--
1987	$1,907	$1,044	$260	$ 246	$ 248	$ 0.69	--
1986	$1,265	$ 861	$228	$ (195)	$ (203)	$(0.58)	--
1985	$1,365	$ 943	$195	$ (60)	$ 2	$ 0.00	--
1984	$1,629	$ 883	$180	$ 250	$ 198	$ 0.57	--

</TABLE>

Per share information for 1984-1992 has been adjusted for the 2-for-1 stock split effective May 1993.

Management's Discussion and Analysis of Financial Condition and Results of Operations

RESULTS OF OPERATIONS

Intel posted outstanding financial results in 1993, breaking previous records for both revenues and net income. Net revenues were $8.78 billion, a 50% increase compared to the previous mark set in 1992. Net income increased even more impressively in 1993, rising to $2.30 billion -- a 115% increase over 1992's results. From 1991 to 1992, revenues and net income increased by 22% and 30%, respectively.

The continuing shift in PC market demand toward higher performance microprocessors was reflected in the Company's revenue trends during the 1991-1993 period. Higher unit sales of progressively faster, more advanced members of the Intel486(TM) CPU family drove most of the overall growth from 1991 through 1993. Other product areas, including local area networking, flash memory and embedded control also made noteworthy contributions to revenue growth over this period. Revenues from mature products such as the Intel386(TM) CPU family, math coprocessors and EPROMs declined, as demand and capacity moved to newer technologies such as the Intel486 CPU family and flash memory (Graph Omitted).

From 1992 to 1993, higher unit sales of the Intel486 CPU family, particularly advanced offerings such as the IntelDX2(TM) microprocessor, were responsible for most of the increase in the Company's revenues. Intel launched the Pentium(TM) processor in 1993 and it began to contribute significantly to revenue growth in the fourth quarter of the year. New product introductions and success in existing markets resulted in higher revenues for personal computer platforms, networking and communications, flash memory and embedded control products.

Revenue growth from 1991 to 1992 was likewise driven by higher volumes of members of the Intel486 CPU family, partially offset by lower average selling prices and volumes for Intel386 microprocessors and math coprocessors.

Cost of sales increased by 27% from 1992 to 1993 and by 10% from 1991 to 1992. The higher growth experienced in 1993 reflects the costs associated with increased volumes of the Intel486 CPU family. Cost of sales increased significantly from the third to the fourth quarter of 1993, primarily due to higher factory start-up costs and greater proportions of costs of flash memory and system-level products in the product mix, resulting in a quarter-to-quarter decrease in gross margin percentage.

Sales of the Intel486 CPU family of microprocessors comprised a majority of the Company's revenues and a substantial majority of its gross margin in 1992 and 1993. In 1991, sales of the Intel386 and Intel486 CPU families of microprocessors comprised a majority of the Company's revenues and a substantial majority of its gross margin.

As a percentage of revenue, research and development expenses decreased to 11% in 1993, compared to 13% in both 1992 and 1991. In absolute terms, however, research and development spending grew by 24%, as the Company continued to invest in internal technology development programs, particularly for microprocessors.

The growth in marketing and administrative expenses from 1991 through 1993 was fueled by higher spending for personnel expenses related to overall business growth and strategic marketing, including brand awareness merchandising and the Company's Intel Inside(R) cooperative advertising program. Bad debt expenses, which increased significantly from 1991 to 1992 due to volatile industry conditions and changes in Intel's customer base, were lower in 1993. As a percentage of revenue, marketing, general and administrative expenses decreased to 13% in 1993, compared to 17% in 1992 and 16% in 1991 (Graph Omitted).

The decreases in interest expense from 1992 to 1993 and from 1991 to 1992 were primarily the result of lower average interest rates on borrowings.

Interest and other income was $188 million, $133 million and $197 million in 1993, 1992 and 1991, respectively. The increase from 1992 to 1993 includes fourth quarter gains of $27 million from the sale of certain foreign benefits related to a plant expansion in Ireland. Interest and other income in 1992 was reduced by a $15 million charge to income to cover damages payable to Advanced Micro Devices, Inc. (AMD) as part of an arbitration decision. In addition to the AMD charge, lower average interest rates on investments contributed to the decrease from 1991 to 1992, partially offset by higher average investment balances in 1992 (Graph Omitted).

The effective income tax rate rose to 35.0% in 1993 compared to 32.0% and 31.5% in 1992 and 1991, respectively. The higher rate in 1993 resulted from an increase in the federal statutory rate and from the fact that favorably treated income and tax credits have not grown as rapidly as overall pretax income. The adoption of FAS No. 109, "Accounting for Income Taxes," effective at the beginning of 1993, had no material impact on Intel's financial statements. The slight increase in rate in 1992 compared to 1991 was primarily attributable to a $20 million adjustment related to the settlement of a tax dispute with the IRS in 1991.

FINANCIAL CONDITION

The Company enters 1994 in very strong financial condition. As of December 25, 1993, total cash and short- and long-term investments were $4.55 billion, an increase of $1.22 billion compared to December 26, 1992.

Cash generated from operating activities rose to $2.80 billion in 1993 compared to $1.64 billion and $1.35 billion in 1992 and 1991, respectively, primarily due to higher net income. The Company funded most of its investment needs during 1991-1993 with cash generated from operations.

Investing activities used $3.34 billion in cash during 1993, compared to $1.48 billion during 1992 and $1.46 billion during 1991. Capital expenditures for the property, plant and equipment necessary for future business requirements, including increasingly complex manufacturing capacity, grew substantially over the 1991-1993 period. Capital expenditures totaled $1.93 billion in 1993, compared to $1.23 billion in 1992 and $948 million in 1991. The Company expects to spend an additional $2.4 billion for capital additions in 1994, and approximately $654 million had been committed as of December 25, 1993 for the construction or purchase of property, plant and equipment.

Cash provided by financing activities totaled $352 million, $168 million and $9 million in 1993, 1992 and 1991, respectively. Major sources of financing in 1993 included the Company's public offering of the 1998 Step-Up Warrants, which resulted in proceeds of $287 million; higher levels of debt, primarily for investment arbitrage purposes; and sales of stock to employees. Intel completed a series of stock repurchases during 1993 at an aggregate cost of $391 million (Graph Omitted).

As part of its authorized stock repurchase program, the Company had the potential obligation at the end of 1993 to buy back 14.8 million shares of its Common Stock at an aggregate price of $688 million. Other sources of liquidity include credit lines of approximately $925 million, only $85 million of which was outstanding at the end of 1993, and authorized commercial paper borrowings of $700 million, none of which was outstanding at year-end. The Company can also issue an aggregate of approximately $1.4 billion in debt, equity and other securities remaining under a consolidated SEC shelf registration filed in 1993.

The Company believes that it has the financial resources needed to meet business requirements in the foreseeable future, including capital expenditures, strategic operating programs and the dividend program.

OUTLOOK

Despite the excellent operating results and solid financial strength described herein, the complex and dynamic nature of the Company's business make future revenue and profitability trends difficult to predict.

Among the uncertainties facing Intel are business conditions and growth in the personal computer industry as a whole; competitive factors, including rival chip architectures, imitators of the Company's key microprocessors, and price pressures for standard semiconductors and integrated products; manufacturing capacity and the continued availability of subcontractor-supplied memory products; and ongoing litigation involving Intel intellectual property.

In June 1992, a jury decided that AMD was not licensed to copy microcode contained in the Intel287(TM) math coprocessor. In December 1992, that ruling was extended to include Intel microprocessors. In 1993, the judge ordered a new trial. On March 10, 1994, a second jury found that AMD does have a license to copy microcode contained in such Intel products. Intel intends to appeal the second verdict, as well as ask the appellate court to reinstate the original verdict. If AMD ultimately prevails in its position that it has a license to use Intel's microcode in microprocessor and peripheral products, AMD will be able to more easily develop and ship imitations of certain Intel products, including Intel microprocessors. Other companies have developed imitations of certain Intel products, including members of the Intel386 and Intel486 microprocessor families. Some of the companies are manufacturing these products through the use of foundry services that have licenses with Intel. Intel had taken the position that when a licensee provides licensed foundry services with respect to a product which infringes an Intel patent, the developer's infringing product is not immune from patent infringement claims. A Court of Appeals for the Federal Circuit ruling in 1993 in favor of an imitator allows unlicensed imitators to avoid patent infringement actions through affiliations with certain licensed foundries. In January 1994, the U.S. Supreme Court refused to review the lower court decision. In February 1994, the Company settled certain related issues with Cyrix Corp. under which the Company dismissed certain patent infringement claims and granted certain licenses. Cyrix dismissed its antitrust claims against the Company.

The Company continues to believe that its Intel486 microprocessors will follow a normal price maturity curve, but some distortion could occur if imitation products enter the market in significant volume or alternative architectures gain market acceptance. The Company expects to ship several million Pentium processors in 1994, but to some extent such sales are dependent on peripheral products supplied by other companies.

As a percentage of revenues, gross margin trended downward during 1993, although the gross-margin contribution in dollars continued to grow. Factory start-up costs and a broadening of the Company's manufacturing mix to include more products such as flash memory and integrated systems adversely impacted gross margin in percentage terms. Intel expects these margin trends to continue in the near term.

Research and development and marketing spending is expected to remain at high levels, as the Company regards these expenditures as critical to future business success. Combined interest and other income and interest expense should return to the $25-$30 million range per quarter, after the Ireland expansion-related gains realized in the fourth quarter of 1993. As a result of changes in the federal tax law, the Company expects a higher tax rate in 1994.

The Company recently updated certain technology exchange agreements with International Business Machines Corp. (IBM). Under these agreements, IBM may manufacture an increased portion of its requirements for the Intel486 microprocessor family. IBM has elected not to manufacture the Pentium processor and future Intel processors. The Company believes that its relationship with IBM remains good and that the agreements are beneficial to Intel's business in the near term.

Intel's stock price is subject to significant volatility. If revenues or earnings fail to meet expectations of the investment community, there could be an immediate and significant impact on the trading price for the Company's stock. Because of stock market forces beyond Intel's control and the nature of Intel's business, such developments can be sudden.

The Company believes it has the product portfolio and financial and technological resources necessary for continued success, but revenue and profitability trends cannot be precisely determined at this time.

FINANCIAL INFORMATION BY QUARTER

(Unaudited)

(In millions--except per share data) 1993 for Quarter Ended	December 25	September 25	June 26	March 27
Net revenues	$2,389	$2,240	$2,130	$2,023
Cost of sales	$ 935	$ 833	$ 766	$ 718
Net income	$ 594(C)	$ 584	$ 569	$ 548
Earnings per share	$ 1.35	$ 1.33	$ 1.30	$ 1.24
Dividends per share (B)				
Declared	$ .05	$ .05	$ .05	$ .05
Paid	$ .05	$ .05	$ .05	$ .05
Market price range Common Stock (A)				
High	$73.25	$68.75	$58.75	$59.94
Low	$56.25	$50.00	$43.69	$43.25
Market price range Step-Up Warrants (A)				
High	$19.94	$17.63	$14.31	$14.69
Low	$13.75	$11.25	$ 9.44	$13.13

(In millions--except per share data) 1992 for Quarter Ended	December 26	September 26	June 27	March 28
Net revenues	$1,857	$1,426	$1,320	$1,241
Cost of sales	$ 725	$ 641	$ 610	$ 581
Net income	$ 429	$ 241	$ 213	$ 184
Earnings per share	$ .99	$ .56	$ .50	$ .43
Dividends per share (B)				
Declared	$ .05	$ .05	$ --	$ --
Paid	$ .05	$ --	$ --	$ --
Market price range Common Stock (A)				
High	$45.00	$33.31	$28.94	$34.25
Low	$31.25	$27.56	$23.50	$24.38

(A) Intel's Common Stock (symbol INTC) and 1998 Step-Up Warrants (symbol INTCW) are traded on NASDAQ and quoted in the Wall Street Journal and other newspapers. Intel completed its public offering of the 1998 Step-Up Warrants in March 1993. Intel's Common Stock also trades on the Zurich, Basel and Geneva, Switzerland exchanges. At December 25, 1993 there were approximately 32,500 holders of Common Stock. All stock and warrant prices are closing prices per the NASDAQ National Market System. Share, per share and warrant amounts have been restated as necessary to reflect the 2-for-1 stock split effective May 1993.

(B) Intel declared its first quarterly dividend in the third quarter of 1992 and plans to continue the dividend payout program. However, future dividends are dependent on future earnings, capital requirements and financial condition.

(C) Interest and other income for the fourth Quarter of 1993 includes gains of $27 million from the sale of certain foreign benefits related to the Company's Ireland expansion.

EXHIBIT 21

INTEL CORPORATION

SUBSIDIARIES

(All 100% Owned)

Intel Electronics Ltd.
(Incorporated in Israel)

Intel International
(Incorporated in California)

Intel Ireland Ltd.
(Incorporated in Cayman Islands)

Intel Japan K.K.
(Incorporated in Japan)

Intel Overseas Corp.
(Incorporated in California)

Synchroquartz (U.S.) Corp.
(Incorporated in California)

EXHIBIT 23

CONSENT OF ERNST & YOUNG, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Annual Report (Form 10-K) of Intel Corporation of our report dated January 17, 1994, included in the 1993 Annual Report to Stockholders of Intel Corporation.

Our audits also include the financial statement schedules of Intel Corporation listed in Item 14(a). These schedules are the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedules referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

We also consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 33-10392, 2-73464, 2-56648, 33-33983, 2-90217, 2-63729, 33-29672, 2-58453, and 33-41771; and Form S-3 Nos. 2-97538, 33-11902, 33-20117, 33-54220, 33-58964, 33-49827, and 33-50971) of our report dated January 17, 1994, with respect to the financial statements incorporated herein by reference, and our report included in the preceding paragraph with respect to the financial statement schedules included in this Annual Report (Form 10-K) of Intel Corporation

/s/Ernst & Young

San Jose, California
March 24, 1994