

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment
Company Act of 1940

☐ Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may
continue. See Instruction
1(b).

(Print or Type Responses)

| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person GELSINGER PATRICK P | | | 2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ Officer (give title below) SR VP, GM DIG ENT GRP ____ Other (specify below) | | |
| (Last) (First) (Middle) 2200 MISSION COLLEGE BLVD | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/16/2009 | | | | | |
| (Street) SANTA CLARA, CA 95054 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) ____ X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|--|---|--------------------------------------|---|---|---------------|----------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/17/2009 | | M | | 4,625 (1) | A | \$ 0 | 117,961 | D | |
| Common Stock | 04/17/2009 | | F | | 1,573 (2) | D | \$ 15.67 | 116,388 | D | |
| Common Stock | | | | | | | | 1,500 | I | By Charitable Remainder Trust |
| Common Stock | | | | | | | | 1,258.50 | I | By Employee Benefit Plan Trust |
| Common Stock | | | | | | | | 761 | I | By Irrevocable Living Trust |
| Common Stock | | | | | | | | 2,705 | I | By Trust for Son |
| Common Stock | | | | | | | | 2,705 | I | By Trust for Son (2) |
| Common Stock | | | | | | | | 1,971 | I | By Trust for Son (3) |
| Common Stock | | | | | | | | 75,462 | I | By Trust for Spouse |
| Common Stock | | | | | | | | 4,205 | I | By UTMA for Daughter |
| Common Stock | | | | | | | | 2,040 | I | By UTMA for Son |
| Common Stock | | | | | | | | 1,700 | I | By UTMA for Son (2) |
| Common Stock | | | | | | | | 1,500 | I | By UTMA for Son (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in
this form are not required to respond unless the form displays a
currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--|---|--------------------------------------|---|---|-----|--|--------------------|--|------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number | | | | |

| | | | | | | | | | | | | | | |
|--|---------------------|------------|--|---|--|--------|-------|---------------------------|----------------|--------------|-----------------------|------|--------|---|
| | | | | | | | | | | of Shares | | | | |
| Performance-based Restricted Stock Units | \$ 0 ⁽³⁾ | 04/16/2009 | | A | | 89,200 | | 05/16/2012 ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 89,200 ⁽³⁾ | \$ 0 | 89,200 | D |
| Employee Stock Option (Right to Buy) | \$ 15.665 | 04/16/2009 | | A | | 95,180 | | 04/16/2010 ⁽⁵⁾ | 04/16/2016 | Common Stock | 95,180 | \$ 0 | 95,180 | D |
| Restricted Stock Units | \$ 0 ⁽⁶⁾ | 04/17/2009 | | M | | | 4,625 | 04/17/2009 ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 4,625 | \$ 0 | 13,875 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GELSINGER PATRICK P 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054 | | | SR VP, GM DIG ENT GRP | |

Signatures

| | |
|--|------------|
| /s/ Lulu De Guia, attorney-in-fact | 04/20/2009 |
| ⁽⁸⁾ Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.

Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% and no more than 200% of one share of Intel common stock, together with dividend equivalent shares on the vested number of shares. The resulting number of shares of Intel common stock acquired upon vesting of the Performance-based RSUs is contingent upon the
- (3) achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year period beginning on the grant date and ending on the third anniversary of the grant date, unless that date falls on a date that the NASDAQ Stock Market is closed, in which case the next business date that the NASDAQ Stock Market is open shall apply.
- (4) Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (5) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (7) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts into common stock on each anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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