# FORM 4

Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

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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

(Print or Type Response	s)	_											
1. Name and Address o BARSHEFSKY Cl		2. Issuer Name <b>and</b> INTEL CORP [IN		rading	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
WILMER CUTLE DORR, 1875 PENI	3. Date of Earliest Tra 06/26/2009	ansaction (N	/Ionth	/Day/Year	·)	Officer (give title below)  Other (specify below)  6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person							
WASHINGTON, I	4. If Amendment, Da	te Original I	Filed(	Month/Day/Y	Year)								
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(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)	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price		(I) (Instr. 4)	(msu. 4)		
Common Stock									2,823	D			
Common Stock									8,200	I	By 401(k) Plan		
Common Stock									6,800	I	Joint Account with Spouse		
Reminder: Report on a	separate line for each	h class of securities ben	neficially owned direc		Perso this f	orm are	not requ	ired t	e collection of information contain o respond unless the form displays I number.		C 1474 (9-02)		

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

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number of	f	6. Date Exer	rcisable	7. Title and	Amount of	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion Derivative		and Expiration Date		Underlying Securities		Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code		Securities		(Month/Day/Year) (Instr. 3 an		(Instr. 3 and	Instr. 3 and 4) Se		Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Acquired (A) or				(Instr. 5)	Beneficially	Derivative	Ownership		
	Derivative					Disposed of	osed of (D)						Owned	Security:	(Instr. 4)
	Security					(Instr. 3, 4, a	nd						Following	Direct (D)	
						5)							Reported	or Indirect	
								Date Exercisable	Expiration	Title	Amount or Number of		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	V	(A)	(D)	Exercisable	Date		Shares				
Phantom Stock Units	\$ 0 (1)	06/26/2009		A		1,303.681		.(2)	(2).	Common Stock	1,303.681	\$ 16.3	9,626.589	D	

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARSHEFSKY CHARLENE WILMER CUTLER PICKERING HALE & DORR 1875 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006	X						

#### **Signatures**

/s/ Wendy Yemington, attorney-in-fact	06/29/2009		
**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) Conversion rate is 1-for-1.
- (2) Date Exercisable and Expiration Date are the reporting person's retirement date, which is currently unknown.

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

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