FORM 4

(Print or Type Responses)

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours
per response... 0.5

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

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

1. Name and Address of Reporting Person *- SHAW JANE E				2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director10% Owner					
C/O INTEL C COLLEGE B		(First) FION, 2200 MIS 203		7/16/20			nsaction	(Month/	Day/Year)			icer (give tit	tle below)		(specify below)	
(Street) SANTA CLARA, CA 95054-1549											X Form	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)	(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu							Acquired, Di	tired, Disposed of, or Beneficially Owned				
1.Title of Securit (Instr. 3)	(nstr. 3) Date			2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)		Owned 1 (Instr. 3	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ransaction(s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock 07/21/2009			07/21/2009			Code	V Amount	` '	0 144,47	70			(Instr. 4)			
Common Stock 07/21/2009									,		31,724	,724.9766 (1) (2)			I	By Family Trust
Reminder: Repor	t on a separat	e line for each class	of securities benefic	ciany ow	ned	directly	or indire	Pers	form are n	ot require	the collecti d to respon- rol number	d unless		contained in displays a	SEC :	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	Table II	I - Deriv (e.g.,) 4. Transac Code	rative puts	e Securit, calls, w 5. Num Derivat Securit Acquire or Disp	ties Acquarrants ber of tive	Pers this curred, D , option: 6. Date Expirat	form are n	ot required OMB cont or Beneficia le securities	d to respond rol number ally Owned	Amount	8. Price of	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownershij (Instr. 4)
Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	Table II 3A. Deemed Execution Date, if any	I - Deriv (e.g.,) 4. Transac Code	rative puts	5. Num Derivat Securit Acquire or Disp (D)	ties Acquarrants. ber of tive ies ed (A)	Pers this curred, D , option: 6. Date Expirat	form are n ently valid isposed of, s, convertib Exercisable ion Date	ot required OMB cont or Beneficia le securities	d to respondent of underlying Securities	Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership
Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II 3A. Deemed Execution Date, if any	I - Deriv (e.g.,) 4. Transac Code	rative puts	5. Num Derivat Securit Acquire or Disp (D) (Instr. 3	ties Acquarrants ber of tive ies ed (A) oosed of	Pers this currouired, D, options 6. Date Expirat (Month	form are n ently valid isposed of, s, convertib Exercisable ion Date	ot required OMB cont or Beneficia le securities	of to respondent of unmber ally Owned 7. Title and of Underlyi Securities (Instr. 3 and	Amount	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership
Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	Table II 3A. Deemed Execution Date, if any	I - Deriv (e.g.,) 4. Transac Code (Instr. 8	rative puts	e Securit, calls, w 5. Num Derivat Securit Acquire or Disp (D) (Instr. 3	ties Acquivarrants. ber of tive ies ed (A) oosed of 8, 4, and	Pers this curred, Date Expirat	form are nently valid isposed of, s, convertib Exercisable ion Date //Day/Year)	ot required OMB conflored	d to respondent of unmber of unmber of unmber of underlying securities (Instr. 3 and	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
1. Title of Derivative Security (Instr. 3) Performance-based Restricted	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table II 3A. Deemed Execution Date, if any	I - Deriv (e.g.,) 4. Transac Code (Instr. 8	rative puts	e Securit, calls, w 5. Num Derivat Securit Acquire or Disp (D) (Instr. 3 5)	ties Acquivarrants. ber of tive ies ed (A) oosed of 8, 4, and	Pers this curred, Date Expirat (Month) Date Ex	form are nently valid isposed of, s, convertib Exercisable ion Date //Day/Year)	ot required OMB confliction or Beneficiale securities and Expiration Date (4)	to respondent of unmber ally Owned 7. Title and of Underlyi Securities (Instr. 3 and	Amount or Number of Shares	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

Reporting Owners

Donouting Ormon Name / Adduses	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
SHAW JANE E C/O INTEL CORPORATION 2200 MISSON COLLEGE BLVD., SC4-203 SANTA CLARA, CA 95054-1549	X						

Signatures

/s/ Wendy Yemington, attorney-in-fact	07/20/2009		
**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) Includeds 949.2826 Shares acquired under the Intel Corporation Direct Stock Purchase and Dividend Reinvestment Plan in December 2008, March 2009 and June 2009.
- (2) Based upon a review of accounts, previous reports overreported the Reporting Person's indirect common stock holdings by approximately 140 shares due to overreporting of shares acquired under the Intel Corporation Direct Stock Purchase and Dividend Reinvestment Plan in January 2007.
- 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 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 anniversay 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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (6) The reporting person elected to defer settlement of his/her grant of restricted stock units until the termination of his/her service to the Intel Corporation Board of Directors.
- (7) Unless earlier forfeited under the terms of the RSU, 33 1/3% 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.

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.