

(Print or Type Responses)

1. Name and Address of Reporting Person * THORNTON JOHN L			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) 712 FIFTH AVENUE, 23RD FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 07/16/2009							
(Street) NEW YORK, NY 10019			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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		07/17/2009		M		2,225	A \$ 0	9,789	D	
Common Stock		07/20/2009		M		1,918	A \$ 0	11,707	D	
Common Stock		07/21/2009		M		2,824	A \$ 0	14,531	D	

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

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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 (1)	07/16/2009		A		3,500		07/16/2012(2)	(2)	Common Stock	3,500 (1)	\$ 0	3,500	D	
Restricted Stock Units	\$ 0 (3)	07/16/2009		A		4,790		07/16/2010(4)	(4)	Common Stock	4,790	\$ 0	4,790	D	
Restricted Stock Units	\$ 0 (3)	07/17/2009		M			2,225	07/17/2009(4)	(4)	Common Stock	2,225	\$ 0	4,450	D	
Restricted Stock Units	\$ 0 (3)	07/20/2009		M			1,918	07/19/2008(4)	(4)	Common Stock	1,918	\$ 0	1,919 (5)	D	
Restricted Stock Units	\$ 0 (3)	07/21/2009		M			2,824	07/21/2007(4)	(4)	Common Stock	2,824	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON JOHN L 712 FIFTH AVENUE 23RD FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ Wendy Yemington, attorney-in-fact

07/20/2009

## 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) 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 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.

(2) 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.

(3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

(4) 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.

(5) Column 9 reports the number of shares underlying the option or RSU that is the subject of the transaction reported on this Form 4. Previously, the Reporting Person's Forms 4 reported the aggregate number of shares subject to all options or RSUs held. As of the date of this Report and after taking into account the transaction(s) reported on this Form 4, the Reporting Person held options covering an aggregate of 46,500 shares and RSUs of 14,659 shares of Intel common stock.

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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