

## 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

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

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 Responses)

1. Name and Address of Reporting Person * HOLT WILLIAM M			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SR VP GM, TECH &amp; MFG GRP</div>			
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 10/30/2009						
(Street) SANTA CLARA, CA 95054			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		

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)
Employee Stock Option (Right to Buy)	\$ 25.6875	10/30/2009		D		10,684		03/21/2002 <sup>(1)</sup>	03/21/2011	Common Stock	10,684	<sup>(2)</sup>	0	D	
Employee Stock Option (Right to Buy)	\$ 26.995	10/30/2009		D		75,000		04/15/2005 <sup>(3)</sup>	04/15/2014	Common Stock	75,000	<sup>(4)</sup>	0	D	
Employee Stock Option (Right to Buy)	\$ 24.225	10/30/2009		D		31,200		04/10/2006	04/10/2011	Common Stock	31,200	<sup>(5)</sup>	0	D	
Employee Stock Option (Right to Buy)	\$ 23.16	10/30/2009		D		100,000		04/21/2006 <sup>(3)</sup>	04/21/2012	Common Stock	100,000	<sup>(6)</sup>	0	D	
Employee Stock Option (Right to Buy)	\$ 29.325	10/30/2009		D		16,800		04/09/2007	04/09/2012	Common Stock	16,800	<sup>(7)</sup>	0	D	
Employee Stock Option (Right to Buy)	\$ 24.365	10/30/2009		D		16,800		04/13/2007	10/31/2011	Common Stock	16,800	<sup>(8)</sup>	0	D	
Employee Stock Option (Right to Buy)	\$ 21.52	10/30/2009		D		180,000		04/19/2008 <sup>(3)</sup>	04/19/2014	Common Stock	180,000	<sup>(9)</sup>	0	D	
Employee Stock Option	\$ 22.11	10/30/2009		D		235,000		04/17/2009 <sup>(3)</sup>	04/17/2015	Common Stock	235,000	<sup>(10)</sup>	0	D	

(Right to Buy)														
Employee Stock Option (Right to Buy)	\$ 19.04	10/30/2009		A		454,940		10/30/2010 <sup>(11)</sup>	10/30/2016	Common Stock	454,940	<sup>(12)</sup>	454,940	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			SR VP GM, TECH & MFG GRP	

Signatures

/s/ Wendy Yemington, attorney-in-fact	11/03/2009
<sup>**</sup> 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) This option vests in two equal annual installments beginning on the first anniversary of the grant date.
- (2) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 2,374 shares.
- (3) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (4) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 41,667 shares.
- (5) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 8,914 shares.
- (6) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 47,619 shares.
- (7) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 3,733 shares.
- (8) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 4,800 shares.
- (9) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 150,000 shares.
- (10) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 195,833 shares.
- (11) The option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (12) On October 30, 2009, the issuer canceled the stock options tendered by the executive pursuant to the issuer's employee stock option exchange program and granted in exchange for all such options, new options for 454,940 shares.

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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