

(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><div>Director</div><div>10% Owner</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div>Other (specify below)</div></div> <div>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) 01/22/2010										
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) <div><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div><div><input type="checkbox"/> Form filed by More than One Reporting Person</div></div>						
(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									61,984		D		
Common Stock									1,601		I	By Daughter	
Common Stock									2,381		I	By Employee Benefit Plan Trust	
Common Stock									13,010		I	By Trust for Self and Spouse	

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				
Employee Stock Option (Right to Buy)	\$ 20.3	01/22/2010		A		133,310		01/22/2011 <sup>(1)</sup>	01/22/2017	Common Stock	133,310	\$ 0	133,310	D	
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/22/2010		A		9,250		01/22/2015 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	9,250	\$ 0	9,250	D	
Performance-based Restricted Stock Units	\$ 0 <sup>(4)</sup>	01/22/2010		A		80,590		02/22/2013 <sup>(5)</sup>	<sup>(5)</sup>	Common Stock	80,590 <sup>(4)</sup>	\$ 0	80,590	D	
Employee Stock Option (Right to Buy)	\$ 20.3	01/22/2010		A		65,000		01/22/2015	01/22/2020	Common Stock	65,000	\$ 0	65,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM M			SR VP GM, TECH & MFG GRP	

INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054				
--------------------------------------------------------------------------	--	--	--	--

## Signatures

<u>/s/ Wendy Yemington, attorney-in-fact</u> <small>**Signature of Reporting Person</small>	<u>01/26/2010</u> <small>Date</small>
------------------------------------------------------------------------------------------------	------------------------------------------

## 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) The option vests in four equal annual installments beginning on the first anniversary of the grant date.

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

(3) Unless earlier forfeited under the terms of the RSU, 100% of the award vests and converts into common stock on the 5th anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.

(4) 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.

(5) 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.

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.