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

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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

(Print of Type Responses	5)											
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)  Director Officer (give title below) Officer (specify below) SR VP GM, TECH & MFG GRP			
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/21/2010									
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City)	(City) (State) (Zip)			Table I -	Non-	Derivativ	e Secui	rities Acq	nired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
			(Month/Day/Tear)	Code	V	Amount	(A) or (D)	Price	(IIISII. 5 and 4)		(Instr. 4)	
Common Stock		04/21/2010		M		2,000 ( <u>1</u> ).	A	\$ 0	72,030	D		
Common Stock		04/21/2010		F		880 ( <u>2</u> ).	D	\$ 23.835	71,150	D		
Common Stock									1,601		By Daughter	
Common Stock									2.399	I	By Employee Benefit Plan Trust	
Common Stock									13,010	I	By Trust for Self and Spouse	
Damindary Danart on a	omarata lina farl	alogo of googriti1-	on oficially over - 1 1:	rootly, or i	lina atl		•					

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

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

(c.g., puts, cans, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transact	ion of			Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code				(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Securities				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership
<u> </u>	Derivative			` '		Acquired						,	Owned	Security:	(Instr. 4)
	Security					(A)	(A) or					Following	Direct (D)	`	
							Disposed					Reported	or Indirect		
						of (	•					Transaction(s)	(I)		
						(Instr. 3, 4,							(Instr. 4)	(Instr. 4)	
						and 5)							,		
							Ĺ								
											Amount				
								B . B . 11	Expiration		or				
								Date Exercisable	Date	Title	Number				
											of				
				Code	V	(A)	(D)				Shares				
Restricted															
Stock	\$ 0 .( <u>3</u> )	04/21/2010		M			2 000	04/21/2007(4)	(4)	Common	2 000	\$ 0	0	D	
Units	\$ 0	07/21/2010		141			2,000	04/21/200/**	/	Stock	2,000	Ψ	U	D	
Omis															

# **Reporting Owners**

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

2200 MISSION COLLEGE BLVD
SANTA CLARA, CA 95054

## **Signatures**

/s/ Wendy Yemington, attorney-in-fact	04/22/201		
**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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (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, 25% 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.

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