FORM 4

Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

| OMB APPRO\ | /AL | | | | | |
|--------------------------|-----------|--|--|--|--|--|
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| Estimated average burden | | | | | | |
| hours per response | 0.5 | | | | | |

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 or Type Responses) | | | | | | | | | | |
|---|---|---|-----------------------------------|---------------|---|---------------|---|---|--|------------------------------------|
| 1. Name and Address of Reporting Person * BARSHEFSKY CHARLENE | | 2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | |
| WILMER CUTLER PICKERING HA DORR, 1875 PENNSYLVANIA AVE | LE & | 3. Date of Earliest Transaction (Month/Day/Year) 09/24/2010 | | | | | | Officer (give title below) Oti | her (specify below | <i>v</i>) |
| (Street) WASHINGTON, DC 20006 | 4 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 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) (State) | (Zip) | | ed | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transact Code (Instr. 8) | ion | 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) | Beneficial Ownership |
| | | | Code | V | Amount | (A) or (D) | Price | | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Common Stock | | | | | | | | 7,928 | D | |
| Common Stock | | | | | | | | 8,200 | | By 401(k) Plan |
| Common Stock | | | | | | | | 6,800 | I | Joint Account with Spouse |
| Reminder: Report on a separate line for each cl | ass of securities ben | neficially owned direc | F | erso his f | orm are i | not requ | ired to | e collection of information containe o respond unless the form displays I number. | | 1474 (9-02) |

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

| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | | 5. Number of | f | 6. Date Exer | rcisable | 7. Title and | Amount of | 8. Price of | 9. Number of | 10. | 11. Nature |
|---------------------------|-------------|------------------|--------------------|------------|-------------------|-------------------|---------------------|--------------|-----------------------|-----------------|------------------------|-------------|----------------------------|-------------------|------------|
| Derivative | Conversion | Date | Execution Date, if | Transact | action Derivative | | and Expiration Date | | Underlying Securities | | Derivative | Derivative | Ownership | of Indirect | |
| Security | or Exercise | (Month/Day/Year) | any | Code | | Securities | | (Month/Day | /Year) | (Instr. 3 and | 4) | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) |) | Acquired (A) or | | | | | | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | Disposed of | (D) | | | | | | Owned | Security: | (Instr. 4) |
| | Security | | | | | (Instr. 3, 4, and | | | | | Following | Direct (D) | | | |
| | | | | | | 5) | | | | | | | Reported | or Indirect | |
| | | | | | | | | Date | Expiration | Title | Amount or Number of | | Transaction(s) (Instr. 4) | (I) (Instr. 4) | |
| | | | | Code | V | (A) | (D) | Exercisable | Date | | Shares | | | | |
| Phantom Stock Units | \$ 0 .(1) | 09/24/2010 | | A | | 1,094.092 | | (2) | (2). | Common Stock | 1,094.092 | \$ 19.42 | 15,334.005 (<u>3</u>) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| BARSHEFSKY CHARLENE WILMER CUTLER PICKERING HALE & DORR 1875 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006 | X | | | | | | |

Signatures

| /s/ Wendy Yemington, attorney-in-fact | 09/27/2010 | | | |
|---------------------------------------|------------|--|--|--|
| **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) Conversion rate is 1-for-1.
- (2) Date Exercisable and Expiration Date are the reporting person's retirement date, which is currently unknown.
- (3) Includes 122.574 shares acquired under dividend reinvestment in September 2010.

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.