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

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

SEC 1474 (9-02)

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

*tee* Instruction 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 Re Yeary Frank D		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							
(Last) C/O INTEL CORP, 22 BLVD., RN4-151	LECE	3. Date of Earliest Transaction (Month/Day/Year) 07/22/2011							er (specify below	)					
SANTA CLARA, CA	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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if		Code(A) or Disposed of (D)Instr. 8)(Instr. 3, 4 and 5)		(A) or Disposed of (D) (Instr. 3, 4 and 5)		(A) or Disposed of (D) (Instr. 3, 4 and 5)		A) or Disposed of (D) Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		<ol> <li>Nature of Indirect Beneficial Ownership</li> </ol>
				Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)				
Common Stock		07/22/2011		М		1,576 ( <u>1</u> )	А	\$ 0	21,825	D					
Common Stock		07/22/2011		М		6,666 <u>(1)</u>	А	\$ 0	28,491	D					

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)														
2.	3. Transaction	3A. Deemed	4.		5. Number of		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
Conversion	Date	Execution Date, if	Transact	tion	Derivative		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect
	(Month/Day/Year)		Code		Securities		(Month/Day/Year)				-	Securities	Form of	Beneficial
		(Month/Day/Year)	(Instr. 8)		-				(Instr. 3 and 4)		(Instr. 5)	2		1
					•								2	(Instr. 4)
Security					(D) (Instr. 3, 4, and 5)						0			
												· · · · · ·		
					- /			[		Amount		(Instr. 4)	· · ·	
							Date Exercisable	Expiration	Title	Number				
								Date		-				
			Code	V	(A)	(D)				Shares				
\$ 0 <mark>(2)</mark> .	07/22/2011		М			1,576	07/22/2011 <mark>(3)</mark>	<u>(3)</u>	Common Stock	1,576	\$ 0	3,154	D	
									Common					
\$ 0 <mark>(2)</mark>	07/22/2011		М			6,666	07/22/2011( <u>3)</u>	<u>(3)</u>	Stock	6,666	\$ 0	13,334	D	
¢ o (4)	07/22/2011		٨		2 104		07/22/2014(5)	(5)	Common	3,104	¢ 0	2 104	D	
\$ 0	07/22/2011		A		5,104		0//22/2014	(2)	Stock	<u>(4)</u>	\$0	5,104	D	
(2)	0.5/00/0011							(2)	Common		<b>*</b> •		5	
\$ 0 ( <u>2)</u>	07/22/2011		A		4,455		07/22/2012(2)	<u>(2)</u>	Stock	4,455	\$ 0	4,455	D	
0 ] [	or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security         Date (Month/Day/Year)           \$ 0 (2)         07/22/2011           \$ 0 (2)         07/22/2011           \$ 0 (4)         07/22/2011	Conversion or Exercise Price of Derivative SecurityDate (Month/Day/Year)Execution Date, if any (Month/Day/Year)\$ 0 (2)07/22/2011\$ 0 (2)07/22/2011\$ 0 (4)07/22/2011	2.       3. Transaction       3A. Deemed       4.         Conversion       Date       Execution Date, if       Transaction         or Exercise       (Month/Day/Year)       any       (Month/Day/Year)       any         Derivative       (Month/Day/Year)       any       Code         Security       07/22/2011       M         \$ 0 (2)       07/22/2011       M         \$ 0 (4)       07/22/2011       A	2.3. Transaction Date3A. Deemed Execution Date, if any (Month/Day/Year)4.Security $Month/Day/Year$ ) $Month/Day/Year$ ) $Month/Day/Year$ )Security $Month$	2.3. Transaction Date3A. Deemed Execution Date, if any (Month/Day/Year)5. Num Derivat Security2.3. Transaction 	2.3. Transaction Date3A. Deemed Execution Date, if any (Month/Day/Year)5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) $\$ 0$ (2)07/22/2011M1,576 $\$ 0$ (4)07/22/2011M6,666	2.3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and S)6. Date Exercisable Expiration Date (Month/Day/Year) $\$ 0$ (2)07/22/2011M1,57607/22/2011(2) $\$ 0$ (4)07/22/2011M3,10407/22/2011(2)	2.       3. Transaction Date       3A. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Derivative Securities (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)         9       0.01       1. Transaction 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)         \$ 0 (2)       07/22/2011       M       Instrume M       1,576       07/22/2011(3)       (3)         \$ 0 (2)       07/22/2011       M       G. Geffe Transaction (A)       6,666       07/22/2011(3)       (3)         \$ 0 (4)       07/22/2011       M       A       3,104       07/22/2014(5)       (5)	2.3. Transaction Date3A. Deemed Execution Date, if any (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)5. Number of Derivative Securities (Month/Day/Year)6. Date Exercisable and Execution Date (Month/Day/Year)7. Title and of Underlyin Securities (Month/Day/Year)Security $\begin{bmatrix} 3A. Deemed \\ Execution Date, if \\ any \\ (Month/Day/Year)\begin{bmatrix} 4. & 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1 & $	2.       3. Transaction Date (Month/Day/Year)       3A. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3 and 4)         8 0 (2)       07/22/2011       M       1,576       07/22/2011(3)       (3)       Common Stock       Amount of Shares         8 0 (4)       07/22/2011       M       3,104       07/22/2014(5)       (5)       Common Stock       3,104         9 0 (2)       07/22/2011       A       4       4,455       07/22/2012(3)       (3)       Common Stock       3,104	2.       3. Transaction Date       3A. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Transaction Code (Instr. 8)       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. 3)         Derivative Securities (Month/Day/Year)       3A. Deemed Execution Date, if (Instr. 8)       5. Number of Transaction Code (Instr. 8)       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. 3)         Securities (Instr. 3)       (Instr. 8)       5. Number of (D) (Instr. 3, 4, and       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3)       8. Price of Derivative Securities (Instr. 3)         \$ 0 (2)       07/22/2011       M       1,576       07/22/2011(2)       (3)       Common Stock       1,576       \$ 0         \$ 0 (4)       07/22/2011       M       6,666       07/22/2011(2)       (3)       Common Stock       3,104       07/22/2014(5)       (5)       Common Stock       3,104       \$ 0         \$ 0 (4)       07/22/2011       A       4 455       07/22/2012(3)       (3)       Common Stock       3,	2.       3. Transaction Date       3. Deemed Execution Date, if any (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Derivative Securities Acquired (A) or Disposed fr (D) (Instr. 3, 4, and       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3 and 4)       8. Price of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)         § 0 (2)       07/22/2011       M       1,576       07/22/2011(3)       (3)       Common Stock       1,576       \$ 0       3,154         § 0 (4)       07/22/2011       M       3,104       07/22/2014(5)       (2)       Common Stock       3,104       \$ 0       07/22/2014(5)       \$ 0       3,104       \$ 0       \$ 0       3,104	2. Conversion Date Conversion Date Conversion Date (Month/Day/Year) $\left  \begin{array}{c} 3. \text{ Transaction} \\ \text{Execution Date, any (Month/Day/Year)} \end{array} \right  \left  \begin{array}{c} 4. \\ \text{Transaction} \\ \text{Transaction} \\ \text{Derivative} \\ \text{Security} \\ Sec$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Yeary Frank D C/O INTEL CORP 2200 MISSION COLLEGE BLVD., RN4-151 SANTA CLARA, CA 95054	Х						

### Signatures

/s/ Wendy Yemington, attorney-in-fact \*\*Signature of Reporting Person 07/26/2011 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) 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, 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.
- Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 50% 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 January 24, 2011 and ending on January 24, 2014,
- 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 50% and no more than 200% of one share of Intel common stock three years 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.