

## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment  
Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person - KILROY THOMAS M			2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ Officer (give title below) _____ Other (specify below) Sr VP, GM Sales & Mktg Grp			
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/16/2012							
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) ____ 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)	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	04/16/2012		M		20,820	A	\$ 15.665	20,820	D	
Common Stock	04/16/2012		S		20,820 (1)	D	\$ 28.3129 (2)	0	D	
Common Stock	04/17/2012		M		5,750 (3)	A	\$ 0	5,750	D	
Common Stock	04/17/2012		F		2,614 (4)	D	\$ 28.595	3,136	D	
Common Stock								57,637	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				
Employee Stock Option (Right to Buy)	\$ 15.665	04/16/2012		M		20,820	04/16/2010(5)	04/16/2016	Common Stock	20,820	\$ 0	20,820	D	
Restricted Stock Units	\$ 0 (6)	04/17/2012		M		5,750	04/17/2009(7)	(7)	Common Stock	5,750	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILROY THOMAS M INTEL CORPORATION			Sr VP, GM Sales & Mktg Grp	

2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054				
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## Signatures

<u>/s/ Wendy Yemington, attorney-in-fact</u> <small>**Signature of Reporting Person</small>	<u>04/18/2012</u> <small>Date</small>
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## 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) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the undersigned on January 31, 2012 that are intended to comply with Rule 10b5-1(c).
- (2) This transaction was executed in multiple trades at prices ranging from \$28.17 to \$28.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Shares acquired on the vesting of restricted stock units.
- (4) Shares withheld for payment of tax liability.
- (5) The option vests in four equal annual installments beginning on the first anniversary of the grant date.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (7) 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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