

(Print or Type Responses)

|  |  |   |  |                                   |   |  |            |          |  |  |   |  |
|--|--|---|--|-----------------------------------|---|--|------------|----------|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>Smith Stacy J               |  |   | 2. Issuer Name and Ticker or Trading Symbol<br>INTEL CORP [INTC]                 |                                   |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Sr VP, Chief Financial Officer |            |          |  |  |   |  |
| (Last) (First) (Middle)<br>INTEL CORPORATION, 2200 MISSION COLLEGE BLVD. |  |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/24/2012                   |                                   |   |  |            |          |  |  |   |  |
| (Street)<br>SANTA CLARA, CA 95054  |  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3)  |  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)   |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) |  | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|  |  |   |  | Code                              | V | Amount   | (A) or (D) | Price    |  |  |   |  |
| Common Stock   |  | 04/24/2012                              |  | M                                 |   | 4,838 (1)  | A          | \$ 0     | 56,198   |  | D   |  |
| Common Stock   |  | 04/24/2012                              |  | F                                 |   | 2,259 (2)  | D          | \$ 27.42 | 53,939   |  | D   |  |
| Common Stock   |  | 04/24/2012                              |  | M                                 |   | 4,198 (1)  | A          | \$ 0     | 58,137   |  | D   |  |
| Common Stock   |  | 04/24/2012                              |  | F                                 |   | 1,960 (2)  | D          | \$ 27.42 | 56,177   |  | D   |  |

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<br>(e.g., puts, calls, warrants, options, convertible securities) |  |   |   |                                   |  |     |   |                  |  |              |   |   |   |   |  |
|---|--|---|---|-----------------------------------|--|-----|---|------------------|--|--------------|---|---|---|---|--|
| 1. Title of Derivative Security<br>(Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                  | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |              | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |  |
|   |  |   |   | Code                              | V  | (A) | (D)   | Date Exercisable | Expiration Date  | Title        | Amount or Number of Shares                    |   |   |   |  |
| Restricted Stock Units  | \$ 0 (3)   | 04/24/2012                              |   | M                                 |  |     | 4,838   | 04/24/2011(4)    | (4)  | Common Stock | 4,838   | \$ 0  | 33,863  | D   |  |
| Restricted Stock Units  | \$ 0 (3)   | 04/24/2012                              |   | M                                 |  |     | 4,198   | 04/24/2012(5)    | (5)  | Common Stock | 4,198   | \$ 0  | 46,182  | D   |  |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Smith Stacy J<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054 |               |           | Sr VP, Chief Financial Officer |       |

# Signatures

|   |            |
|---|------------|
| /s/ Wendy Yemington, attorney-in-fact   | 04/26/2012 |
|  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, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (5) Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, 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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