FORM 4

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

OMB APPROVAL

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

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 or Type Responses) | | | | | | | | | | | | |
|--|---|--|---|------------------------------------|--------|--------------------------------------|---------------|--------------------|--|--|---|--|
| 1. Name and Address of F HUNDT REED E | Reporting Person * | 1 | 2. Issuer Name and INTEL CORP [II | | rading | g Symbol | | | 5. Relationship of Reporting Person(s) (Check all applica | | | |
| 2001 K STREET, NV | 3. Date of Earliest Transaction (Month/Day/Year) 07/23/2012 | | | | | | | ther (specify belo | ow) | | | |
| (Street) WASHINGTON, DC 20006 | | | 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 - N | on-D | erivative S | Securitie | s Acq | uired, Disposed of, or Beneficially Own | ied | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transacti Code (Instr. 8) | | 4. Securiti (A) or Dis (Instr. 3, 4) | sposed of | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | Code | V | Amount | (A) or (D) | Price | | or Indirect (I) (Instr. 4) | (Instr. 4) | |
| Common Stock | | 07/23/2012 | | M | | 6,667 (1) | A | \$ 0 | 60,599 | D | | |
| Common Stock | | 07/23/2012 | | M | | 1,577 (1) | A | \$ 0 | 62,176 | D | | |
| Common Stock | | 07/23/2012 | | М | | 1,485 | Δ | \$ 0 | 63 661 | 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.

SEC 1474 (9-02)

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

| Security | 2. Conversion or Exercise Price of Derivative Security | | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | | on of | | Expiration Date (Month/Day/Year) | | of Underlying Securities | | Derivative Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------|---|------------|---|------|---|-------|-------|-------------------------------------|--------------------|-----------------------------|--|--------------------------------------|--|--|--|
| | | | | Code | v | (A) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | \$ 0 (2) | 07/23/2012 | | M | | | 6,667 | 07/22/2011(3). | <u>(3)</u> . | Common Stock | 6,667 | \$ 0 | 6,667 | D | |
| Restricted Stock Units | \$ 0 (2) | 07/23/2012 | | M | | | 1,577 | 07/22/2011(3). | (3) | Common Stock | 1,577 | \$ 0 | 1,577 | D | |
| Restricted Stock Units | \$ 0 (2) | 07/23/2012 | | M | | | 1,485 | 07/22/2012(3) | (3). | Common Stock | 1,485 | \$ 0 | 2,970 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| HUNDT REED E 2001 K STREET, NW, SUITE 802 WASHINGTON, DC 20006 | X | | | | | | | |

Signatures

| /s/ Wendy Yemington, attorney-in-fact | 07/25/2012 |
|---------------------------------------|------------|
| **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) 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.

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.