FORM 4

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

OMB APPRO	OVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment continue. See

Company Act of 1940

(Print or Type Kes	sponses)																	
Name and Address of Reporting Person *- Donahoe John J				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					
C/O EBAY INC., 2145 HAMILTON AVE.				3. Date of Earliest Transaction (Month/Day/Year) 08/16/2012										Officer (give	title below)	Othe	r (specify below)
(Street) SAN JOSE, CA 95125				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 Acq						s Acqui	quired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)		I	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		_	(Instr. 8)		4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5)		(D) Owned Transa		Amount of Securities Beneficially Dwned Following Reported Transaction(s) Instr. 3 and 4)		l	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
							Code	, ,	V Amo	Amount (A) or (D)		Price					or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stoc	Common Stock 08/16/2012		08/16/2012				M		5,48 (<u>1)</u>	9	A	\$0	5,489)			D	
Reminder: Repor	t on a separat	e line for each class		- Derivati	ve Se	curi	ties Acqu	Per this cur uired,	rsons wi s form a rrently v	re no alid	ot requi OMB co or Benef	red to ontrol i	respo numb	ond unle er.		on contained m displays a	in SEC	1474 (9-02)
1. Title of Derivative Security (Instr. 3) Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, i any (Month/Day/Year	4. 5. N of Code Der (Instr. 8) Sec Acc (A) Discontinuous of Code Code Code Code Code Code Code Code			fumber ivative urities urities uritied or coosed D) tr. 3, 4,	tion Date h/Day/Year)			7. Title and A of Underlying Securities (Instr. 3 and 4		ıg	8. Price of Derivative Security (Instr. 5)		Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date F	Exercisab		xpiration ate	Title		Amount or Number of Shares				
Performance- based Restricted Stock Units	\$ 0 .(2)	08/16/2012		М			3,500	08/16	6/2012 ⁽⁽	<u>3)</u> .	(3).	Com	-	3,500 (2) (4)	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Donahoe John J C/O EBAY INC. 2145 HAMILTON AVE. SAN JOSE, CA 95125	X						

Signatures

/s/ Wendy Yemington, attorney-in-fact	08/17/2012
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.
- Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 33% 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 on the grant date and ending on the third anniversary of the grant date, 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.
- Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 33% and no more than 200% of one share of Intel (3) common stock three years and one month 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.
- Due to a limitation in the filing software, the total number of shares of Common Stock received was 5,489, as reported above in Table I. The conversion rate of the Performance-based Restricted (4) Stock was 144.703%. Upon conversion of the RSUs, the Reporting Person received an additional 1,564 shares of Common Stock. Upon conversion of \$10,697.19 in dividend equivalents, the Reporting person received an additional 425 shares of Common Stock.

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.