

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

OMB APPROVAL

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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 Reporting Person * Krzanich Brian 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			
			3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013									
(Street) SANTA CLARA, CA 95054			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)	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)	Ownership Form: Direct (D)	Beneficial Ownership	
				Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock		01/24/2013		М		3,699 (1).	A	\$ 0	117,083	D		
Common Stock		01/24/2013		F		1,378 (<u>2</u>).	D	\$ 21.055	115,705	D		
Common Stock		01/24/2013		M		4,199 (1).	A	\$ 0	119,904	D		
Common Stock		01/24/2013		F		1,578 (<u>2</u>).	D	\$ 21.055	118,326	D		
Common Stock		01/24/2013		S		2,491	D	\$ 21.042	0		By Spouse	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

				(0	-			, . . ,							
1. Title of	2.	3. Transaction	3A. Deemed	4.		Number ofDate Exercisable and					9. Number of	10.	11. Nature		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code		Derivative Securities Acquired (Disposed of (Instr. 3, 4	(A) or of (D)	Expiration Date (Month/Day/Year)		Securities		Security	Securities Beneficially Owned	Derivative Security: Direct (D)	of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s)	or Indirect (I) (Instr. 4)	
Restricted Stock Units	\$ 0 (3).	01/24/2013		M			3,699	04/24/2011(4)	<u>(4)</u>	Common Stock	3,699	\$ 0	14,797	D	
Restricted Stock Units	\$ 0 (3).	01/24/2013		M			4,199	04/24/2012(5)	<u>(5)</u> .	Common Stock	4,199	\$ 0	33,587	D	
Performance- based Restricted Stock Units	\$ 0 (6).	01/24/2013		A		85,160		02/24/2016 ⁽⁷⁾	.(2).	Common Stock	85,160 (<u>6</u>)	\$ 0	85,160	D	
Employee Stock Option (Right to Buy)	\$ 21.055	01/24/2013		A		322,580		01/24/2014(8).	01/24/2020	Common Stock	322,580	\$ 0	322,580	D	
Restricted Stock Units	\$ 0 (3).	01/24/2013		A		64,120		04/24/2013(2).	(9).	Common Stock	64,120	\$ 0	64,120	D	

Reporting Owners

Bonouting Orong Name / Adduss	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Krzanich Brian M 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			EXEC VP, COO					

Signatures

/s/ Wendy Yemington, attorney-in-fact	01/28/2013				
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.
- 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 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.
- (7) 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 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.
- (8) Unless earlier forfeited under the terms of the option, the option vests in four equal annual installments beginning on the first anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- (9) 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, 2013. 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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