

(2) Includes 966 shares acquired under the Company's Stock Purchase Plan on February 19, 2013.

(3) Shares withheld for payment of tax liability.

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.

(5) 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 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 99,206, as reported above in Table I. The conversion rate of the Performance-based Restricted Stock was 110.059%. Upon conversion of the RSUs, the Reporting Person received an additional 8,106 shares of Common Stock. Upon conversion of \$222,396.35 in dividend equivalents, the Reporting person received an additional 10,510 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.