

FORM 4

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 OTELLINI PAUL S | | 2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) 10% Owner PRESIDENT AND CEO | | | | |
| (Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD. | | 3. Date of Earliest Transaction (Month/Day/Year) 02/22/2013 | | | | | | |
| (Street) SANTA CLARA, CA 95054 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (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) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount (A) or (D) | Price | | |
| Common Stock | 02/22/2013 | | M | | 285,198 (1) | A \$ 0 | 1,075,390 (2) | D |
| Common Stock | 02/22/2013 | | F | | 148,817 (3) | D \$ 20.295 | 926,573 | D |
| Common Stock | | | | | | | 3,272.4217 | I By Employee Benefit Plan Trust |
| Common Stock | | | | | | | 1,608.337 | I By Employee Benefit Plan Trust (spouse) |
| Common Stock | | | | | | | 700 | I By Self for Daughter |
| Common Stock | | | | | | | 338,229.7726 | I By Trust for Self and 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)

| | | | | | | | | | | | | | | |
|---|--|---|---|-----------------------------------|--|---|---------|--|-----------------|---|---|---|---|---|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Performance-based Restricted Stock Units | \$ 0 (4) | 02/22/2013 | | M | | | 231,680 | 02/22/2013 (5) | (5) | Common Stock | 231,680 (4) (6) | \$ 0 | 0 | D |

Reporting Owners

| | | | | |
|--------------------------------|---------------|-----------|---------|-------|
| Reporting Owner Name / Address | Relationships | | | |
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|---|--|-------------------|--|
| OTELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | X | | PRESIDENT AND CEO | |
|---|---|--|-------------------|--|

Signatures

| | |
|--|---------------------|
| /s/ Wendy Yemington, attorney-in-fact | 02/26/2013 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Includes 966 shares acquired under the Company's Stock Purchase Plan on February 19, 2013.
- (3) Shares withheld for payment of tax liability.

- (4) 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.
- (6) Due to a limitation in the filing software, the total number of shares of Common Stock received was 285,198, 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 23,304 shares of Common Stock. Upon conversion of \$639,346.88 in dividend equivalents, the Reporting person received an additional 30,214 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.

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