# FORM 4

(Print or Type Responses)

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

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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

(1 Till of Type Res	эронэсэ)																	
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. (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 07/22/2013								-			title below)		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 Acquired, Disposed of, or Beneficially Owned														
1.Title of Security (Instr. 3)		1	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		,	(Instr. 8)		(A) o	4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5)		f (D) Own Trans		5. Amount of Securities Benefic Owned Following Reported Fransaction(s) (Instr. 3 and 4)		]	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
							Code	e .	V Amo	unt	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stoc	ek		07/22/2013				M		3,77 ( <u>1</u> ).	6	A	\$0	9,265				D	
			Table II	- Derivati				thi cu uired,	is form a rrently v	re no alid	ot requi OMB co or Benef	red to a ontrol n	respo numbe	ond unle er.	informations the form	on contained m displays a	in SEC	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. 5.1 Transaction of Code De Year) (Instr. 8) Sec (A) Discontinuous of Code O			evative urities uired or bosed D) tr. 3, 4,	6. Da	Date Exercisable and piration Date onth/Day/Year)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		ıg	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)	Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date 1	Exercisab	e	xpiration ate	Title		Amount or Number of Shares				
Performance- based Restricted Stock Units	\$ 0 (2)	07/22/2013		М			3,080	07/2	2/2013.(	3).	(3).	Comi		3,080 (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	07/24/2013
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.
- 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 January 22, 2010 and ending on January
- 22, 2013, 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.

  (3) 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 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 3,776, as reported above in Table I. The conversion rate of the Performance-based Restricted (4) Stock was 110.059%. Upon conversion of the RSUs, the Reporting Person received an additional 309 shares of Common Stock. Upon conversion of \$8,192.57 in dividend equivalents, the Reporting person received an additional 387 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.