


☐ 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO | | |
|---|--|---|--|---|---|---------------|-----------|---|---|---|
| (Last) (First) (Middle) 2200 MISSION COLLEGE BLVD. | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/24/2013 | | | | | | | |
| (Street) SANTA CLARA, CA 95054 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 1 - 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 | 10/24/2013 | | M | | 3,699 (1) | A | \$ 0 | 184,080 | D | |
| Common Stock | 10/24/2013 | | F | | 1,931 (2) | D | \$ 23.875 | 182,149 | D | |
| Common Stock | 10/24/2013 | | M | | 4,199 (1) | A | \$ 0 | 186,348 | D | |
| Common Stock | 10/24/2013 | | F | | 2,192 (2) | D | \$ 23.875 | 184,156 | D | |
| Common Stock | 10/24/2013 | | M | | 5,343 (1) | A | \$ 0 | 189,499 | D | |
| Common Stock | 10/24/2013 | | F | | 2,788 (2) | D | \$ 23.875 | 186,711 | D | |

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

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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 | | | | | | |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/24/2013 | | M | | | 3,699 | 04/24/2011 ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 3,699 | \$ 0 | 3,700 | D | | | |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/24/2013 | | M | | | 4,199 | 04/24/2012 ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 4,199 | \$ 0 | 20,992 | D | | | |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 10/24/2013 | | M | | | 5,343 | 04/24/2013 ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 5,343 | \$ 0 | 48,091 | D | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|--|--|--|
| | | | | |

| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------|-------|
| Krzanich Brian M 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | X | | CEO | |

Signatures

| | |
|--|------------|
| /s/ Wendy Yemington, attorney-in-fact | 10/28/2013 |
| ** 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.
- (6) 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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