## 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											
1. Name and Address of HOLT WILLIAM 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) 01/23/2014						X_ Officer (give title below) Other (specify below)  Exec VP GM, Tech & Mfg Grp			
SANTA CLARA, C.	(Street) A 95054	•	4. If Amendment, Da	ate Original I	Filed(N	Month/Day/Ye	ear)		6. Individual or Joint/Group Filing(Cheek Ap _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person	plicable Line)		
(City)	(State)	(Zip)		Table	I - No	n-Derivat	ive Sec	curities Acq	uired, 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)	(Instr. 8)		4. Securities Acquired (. or Disposed of (D) (Instr. 3, 4 and 5)		(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership	
			(Monay Bay/ Tear)	Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)		
Common Stock		01/23/2014		M		9,250 (1)	A	\$ 0	32,575	D		
Common Stock		01/23/2014		F		4,682 ( <u>2</u> )	D	\$ 25.075	27,893	D		
Common Stock		01/23/2014		M		65,000	A	\$ 12.985	92,893	D		
Common Stock		01/23/2014		S		65,000 ( <u>3</u> )	D	\$ 25.0059	27,893	D		
Common Stock									2.741	I	By Employee Benefit Plan Trust	

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)

Title of Derivative Conversion Date (Instr. 3)   Conversion of Exercise (Instr. 3)   Conversion of Exercise (Instr. 3)   Code (Instr. 4)		(e.g., pais, cairs, warrants, options, convertible securities)														
Security (Instr. 3) Price of Derivative Security  Restricted Stock Units  Employee Stock Option (Right to Buy)  Performance-  Or Exercise (Month/Day/Year)  Or Exercise (Instr. 3) and 4)  Or Exercise (Month/Day/Year)  (Month/Day/Year)  Or Exercise (Instr. 3) and 4)  Or Exercise (Instr. 3)  Or Exercise (Month/Day/Year)  Or Exercise (Instr. 3)  One of Derivative (Instr. 3)  One of Derivative (Instr. 4)  One of Exercise (Instr. 3)  One of Derivative (Instr. 4)  One of Derivative (Instr. 4)  One of Exercise (Instr. 3)  One of Derivative (Instr. 4)  One of Exercise (Instr. 3)  One of Derivative (Instr. 4)  One of Shares  Form of Derivative (Instr. 4)  One of Form of Derivative (Instr. 4)  One of Shares  One of Derivative (Instr. 4)  One of Shares  One of Shares		2.				4:				ole and						
Code   V   (A)   (D)   (Instr. 3)   Price of Derivative Security   (Instr. 3)   (Instr. 4)   (Instr. 3)   (Instr. 4)   (						tion				-)		ng				
Derivative Security   Disposed of (D) (Instr. 3, 4, and 5)   Date Exercisable   Expiration Date   Disposed of (D) (Instr. 4)   Disposed of (D) (Instr. 4)   Disposed of (D) (Instr. 3, 4, and 5)   Date Exercisable   Expiration Date   Disposed of (D) (Instr. 4)   Disposed of (D			(Month/Day/Tear)			`			(Month/Day/Teal	.)		(A)				
Security   Security   Code   V   (A)   (D)   Date Exercisable   Expiration Date   Expiration Date   Expiration Or Number of Shares   So (5)   O1/23/2014   M   Stock Units   Stock Option (Right to Buy)   Performance-				(Within Day Tear)	(IIISII. O	,					(Ilisti. 5 aliu	14)	(IIIsti. 5)	-		
Restricted   Stock Units   Stock Option (Right to Buy)   Performance-   Stock Option   Stock															-	(IIIsti. 4)
Restricted   Stock Units   Stock Option (Right to Buy)   Stock   Stock Option (Right to Buy)   Performance-		Security				1	(mstr. 5,	1, and 3)							· /	
Restricted   Stock Units   Stock Option (Right to Buy)   Stock   Sto																
Restricted   Stock Units   \$0.(2)   01/23/2014   M   9,250   01/23/2014(0)   (6)   Common   Stock   9,250   \$0   0   D									D ( E . 11	Expiration	m: d	_				
Restricted   Stock Units   Stock Option (Right to Buy)   Performance-     Name   Code   V (A) (D)   (D)   Shares   Shares									Date Exercisable	Date	Title			,	,	
Restricted   \$0 (5)   01/23/2014   M   9,250   01/23/2014(6)   (6)   Common   Stock   9,250   \$0   D					Codo	17	(A)	(D)				-				
Stock Units \$ 0.00 01/23/2014 M 9,250 01/23/2014 00 01/23/2019 Stock 9,250 \$ 0 0 D  Employee Stock Option (Right to Buy)  Performance-					Code	v	(A)	(D)								
Stock Units   \$ 0	Restricted	e o (5)	01/23/2014		м			0.250	01/22/2014(6)	(6)	Common	0.250	\$ 0	0	D	
Stock Option (Right to Buy)   Stock Option (Right to Buy)   M   65,000   01/23/2014   01/23/2019   Common Stock   65,000   \$0   D   D	Stock Units	\$ 0	01/23/2014		111			7,230	01/23/2014*=		Stock	7,230	\$ 0	U	D	
Stock Option (Right to Buy)   Stock Option (Right to Buy)   M   65,000   01/23/2014   01/23/2019   Common Stock   65,000   \$0   D   D	Employee															
Buy) Performance-	1 -	# 10 005	01/02/0014					65.000	01/02/2014	01/02/2010	Common	65.000	Φ.0	0	ъ.	
Buy) Performance-		\$ 12.985	01/23/2014		M			65,000	01/23/2014	01/23/2019	Stock	65,000	\$ 0	0	D	
Performance-											~ ****					
based   \$0.(7)   01/23/2014   A   80,650   02/23/2017(8) (8)   Common   Stock   80,650   D		\$ 0.(7).	01/23/2014		Α		80 650		02/23/2017(8)	(8)	Common	80 650	\$ 0	80 650	D	
Restricted		\$0.	01/25/2011				00,000		02/23/2017		Stock	00,000		00,000		
Stock Units	Stock Units															
Restricted Stock Units \$ 0 (2) 01/23/2014 A 71,780 04/23/2014(2) (2) Common Stock 71,780 D	Restricted	(5)	04/00/0044						(0)	(0)	Common			-400	_	
Stock Units \$ 0 (5)   01/23/2014   A   71,780   04/23/2014(2) (2)   Common Stock   71,780   D		\$ 0 (2)	01/23/2014		Α		71,780		04/23/2014(2).	(2)	Stock	71,780	\$ 0	71,780	D	

### **Reporting Owners**

Reporting Owner Name / Address			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
HOLT WILLIAM M INTEL CORPORATION			Exec VP GM, Tech & Mfg Grp	

2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			
Signatures			
/s/ Wendy Yemington, attorney-in-fact	01/27/2014		

#### **Explanation of Responses:**

Signature of Reporting Person

- \* 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).

Date

- (1) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the undersigned on April 25, 2013 that are intended to comply with Rule 10b5-1(c).
- This transaction was executed in multiple trades at prices ranging from \$24.91 to \$25.18. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (6) Unless earlier forfeited under the terms of the RSU, 100% of the award vests and converts into common stock on the 5th anniversary of the grant date, unless that date falls on a non-business date, in which case the next business date shall apply.
- Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 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 performance 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.
- (8) Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into 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.
- (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 23, 2014. 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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