| FORM 4 | |
|----------------------|---|
| Check this box if no | Ī |

| Check this box if no |
|-----------------------|
| longer subject to |
| Section 16. Form 4 or |
| Form 5 obligations |
| may continue. See |
| Instruction 1(b). |

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

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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 – PEARSON GREGORY R | 2. Issuer Name an INTEL CORP [| | Tradi | ng Symbo | ol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Sr. VP, GM, Sales & Mktg Grp | | | | |
| (Last) (First) C/O INTEL CORPORATION, 2200 COLLEGE BLVD. | 3. Date of Earliest 7 01/22/2016 | Fransaction | (Mon | th/Day/Ye | ar) | | | | | |
| (Street) SANTA CLARA, CA 95054 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) | (Zip) | | Table I - | Non- | uired, Disposed of, or Beneficially Ow | osed 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. Transact Code (Instr. 8) | tion | 4. Securi (A) or D (Instr. 3, | isposed | l of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | 7. Nature of Indirect Beneficial Ownership |
| | | (Month/Day/Tear) | Code | v | Amount | (A) or (D) | Price | (Insu. 5 and 4) | or Indirect (I) (Instr. 4) | |
| Common Stock | 01/22/2016 | | М | | 3,216 (<u>1)</u> | А | \$ 0 | 79,826 | D | |
| Common Stock | 01/22/2016 | | F | | 858 (<u>2)</u> . | D | \$ 29.875 | 78,968 | D | |
| Common Stock | | | | | | | | 96.078 <u>(3)</u> | I | By Employee Benefit Plan Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts calls warrants options convertible securities)

| | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---------------------|---|------------------|--------------------|-----------|------|-----------|-----------|-------------------|---------------------|--------|-------------|--------------|----------------|-------------|--|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | | 5. Number | | 6. Date Exercisab | 7. Title and Amount | | 8. Price of | 9. Number of | 10. | 11. Nature | |
| Derivative | Conversion | Date | Execution Date, if | Transac | tion | of | | Expiration Date | of Underlying | | Derivative | Derivative | Ownership | of Indirect | |
| Security | or Exercise | (Month/Day/Year) | any | Code | | Deri | vative | (Month/Day/Year | Securities | | Security | Securities | Form of | Beneficial | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 |) | Secu | urities | | (Instr. 3 and | 4) | (Instr. 5) | Beneficially | Derivative | Ownership | |
| | Derivative | | | | | Acq | uired | | | | | Owned | Security: | (Instr. 4) | |
| | Security | | | | | (A) | or | | | | | Following | Direct (D) | | |
| | | | | | | Disp | osed | | | | | | Reported | or Indirect | |
| | | | | | | of (I | D) | | | | | | Transaction(s) | (I) | |
| | | | | | | (Inst | tr. 3, 4, | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | | and | 5) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | | - • • | | or | | | | |
| | | | | | | | | Date Exercisable | Expiration | Title | Number | | | | |
| | | | | | | | | | Date | | of | | | | |
| | | | | Code | V | (A) | (D) | | | | Shares | | | | |
| Restricted Stock | \$ 0 <u>(4)</u> | 01/22/2016 | | М | | | 3 216 | 07/22/2014(5) | (5) | Common | 3,216 | \$ 0 | 28,943 | D | |
| Units | \$ 0 × ± × | 01/22/2010 | | 1/1 | | | 5,210 | 07/22/2014 | | Stock | 3,210 | э 0 | 20,945 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---|---------------|-----------|------------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | | |
| PEARSON GREGORY R C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054 | | | Sr. VP, GM, Sales & Mktg Grp | | | | | | |

Signatures

**Signature of Reporting Person

01/26/2016

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) Includes .652 shares acquired via dividend reinvestment in December 2015.
- (4) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (5) Unless earlier forfeited under the terms of the RSU, 1/16th of the awards vest and convert into common stock in sixteen substantially equal quarterly tranches, beginning on July 22, 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.

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.