

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

OMB APPROVAL

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Estimated average burden
hours per response... 0.5

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

| (Fillit of Type | (Responses) | | | | | | | | | | | | | | | | | |
|---|---|--|---|-------------------------------------|------|---|------------------------|---------|-----------------------|--------------------------------|-----------------------|--------------------|--------------------|--|-------------------------|---|---|---|
| 1. Name and PEARSON | | Reporting Person * RY R | | 2. Issue INTEL | | | | | Tradii | ng Symb | ool | | | ationshi | | ing Person(s) eck all applica | | |
| C/O INTE | L CORPO | RATION, 2200 | MICCIONI | 3. Date of 04/22/2 | | | Transac | ction (| Mont | th/Day/Y | ear) | | | | Sr. VP, G | | her (specify be | low) |
| | | (Street) | | 4. If Am | endr | nent, | Date Or | riginal | Filed | d(Month/D | ay/Year) | | _X_ For | rm filed by | One Reporting | up Filing(Chec g Person e Reporting Person | | ne) |
| SANTA C | | | (7:) | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | Tab | le I - | Non-l | Derivati | ve Securi | ties Acq | uired, I | Dispose | l of, or Ben | eficially Owi | ed | |
| 1.Title of Sec (Instr. 3) | curity | | 2. Transaction Date (Month/Day/Year) | 2A. Dec Executi any (Month | on I | Date, i | f Code (Insti | | tion | (A) or | Disposed (3, 4 and 5) | of (D) | Owned Transac | | ecurities Being Reporte | d | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | Co | ode | V | Amour | (A) or (D) | Price | | | | | (I) (Instr. 4) | (|
| Common S | Stock | | 04/22/2016 | | | | N | М | | 3,216 (<u>1</u>) | A | \$ 0 | 104,6 | 80 | | | D | |
| Common S | Stock | | 04/22/2016 | | | |] | F | | 880 (<u>2</u>) | D | \$ 31.54 | 103,8 | 00 | | | D | |
| Common S | Stock | | | | | | | | | | | | 96.90 | 4 | | | I | By Employee Benefit Plan Trust |
| Reminder: Ro | eport on a sep | parate line for each o | | | | | | | Pers in th a cu | sons whis form | | require IB cont | d to re rol nur | spond nber. | | tion contain e form displ | | C 1474 (9-02) |
| | | I | I | (e.g., p | uts, | 1 | | 1 | | | rtible secu | | | | | l | . 1 | 1 |
| 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. Transac Code (Instr. 8 | | of Deri Secu Acq (A) o Disp of (I | osed D) r. 3, 4, | Exp | iratior | xercisab n Date day/Year | | of Und Securi | 3 and 4 | ;) | | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownersh Form of Derivativ Security Direct (I or Indire | Beneficial Ownership (Instr. 4) |
| | | | | Code | V | (A) | (D) | Date | e Exer | rcisable | Expiration Date | n Title | 0 N 0 | Amount or Number of Shares | | | | |
| Restricted Stock | \$ 0 (<u>3)</u> | 04/22/2016 | | M | | | 3,216 | 07/ | 22/20 | 014(4) | <u>(4)</u> | Com | | 3,216 | \$ 0 | 25,727 | D | |

Reporting Owners

| Depositing Owney Name / Adduses | | | 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

| /s/ Lulu De Guia, attorney-in-fact | 04/26/2016 |
|------------------------------------|------------|
| **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, 1/16th 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.