

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. Name and Address of Reporting Person * PEARSON GREGORY R		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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Sr. VP, GM, Sales & Mktg Grp						
(Last) (First) (Middle) C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.		3. Date of Earliest Transaction (Month/Day/Year) 07/21/2016								
(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 I - 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	07/21/2016		M		2,596 (1)	A	\$ 0	84,505	D	
Common Stock	07/21/2016		F		1,090 (2)	D	\$ 34.175	83,415	D	
Common Stock	07/22/2016		M		3,215 (1)	A	\$ 0	86,630	D	
Common Stock	07/22/2016		F		1,349 (2)	D	\$ 34.48	85,281	D	
Common Stock	07/22/2016		S		1,506 (3)	D	\$ 34.4598 (4)	83,775	D	
Common Stock								97.70 (5)	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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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 (6)	07/21/2016		M			2,596	01/21/2015 (7)	(7)	Common Stock	2,596	\$ 0	12,981	D	
Restricted Stock Units	\$ 0 (6)	07/22/2016		M			3,215	07/22/2014 (8)	(8)	Common Stock	3,215	\$ 0	22,512	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

<u>/s/ Fernando Delmendo, attorney-in-fact</u>	<u>07/25/2016</u>
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the reporting person on April 21, 2016 that are intended to comply with Rule 10b5-1(c).
This transaction was executed in multiple trades at prices ranging from \$34.32 to \$34.59. The price reported above reflects the weighted average sale price. The reporting person hereby
- (4) 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) Includes .796 shares acquired via dividend reinvestment in June 2016.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (7) Unless earlier forfeited under the terms of the RSU, 1/12th of the awards vest and convert into common stock in twelve substantially equal quarterly tranches, beginning on January 21, 2015. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (8) 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.

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