

(Print or Type Responses)

1. Name and Address of Reporting Person Bryant Diane 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 _____ X Officer (give title below) _____ EVP, GM Data Center Group			
(Last) (First) (Middle) 2200 MISSION COLLEGE BLVD			3. Date of Earliest Transaction (Month/Day/Year) 02/23/2017						
(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-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	02/23/2017		M		116,732 (1)	A \$ 0	224,017 (2)	D	
Common Stock	02/23/2017		F		60,911 (3)	D \$ 36.1	163,106	D	
Common Stock	02/24/2017		S		55,821 (4)	D \$ 36.3424 (5)	107,285	D	
Common Stock							99.538	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)															
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)
Performance-based Restricted Stock Units	\$ 0 (6)	02/23/2017		M			53,760	02/23/2017(7)	(7)	Common Stock	53,760 (6) (8)	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bryant Diane M 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054			EVP, GM Data Center Group	

Signatures

/s/ Brian Petirs, attorney-in-fact

**Signature of Reporting Person

02/27/2017

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) Includes 719 shares acquired under the Company's Stock Purchase Plan on February 17, 2017.
- (3) Shares withheld for payment of tax liability.
- (4) Transactions reported on this Form 4 were made pursuant to trading instructions adopted by the reporting person on November 1, 2016 that are intended to comply with Rule 10b5-1(c).
- (5) This transaction was executed in multiple trades at prices ranging from \$35.99 to \$36.46. 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.

Each Performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, no less than 0% and no more than 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 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.
- (6) Unless earlier forfeited under the terms of the Performance-based RSU, each Performance-based RSU vests and converts into no less than 0% and no more than 200% of one share of Intel common stock three years and one month after the grant date (together with the dividend equivalent shares thereon), unless that date falls on a non-business date, in which case the next business date shall apply.
- (7) Due to a limitation in the filing software, the total number of shares of Common Stock received was 116,732 as reported above in Table I. The conversion rate of the Performance-based Restricted Stock was 200%. Upon conversion of the RSUs, the Reporting Person received 107,520 shares of Common Stock. Upon conversion of \$339,763 in dividend equivalents, the Reporting Person received an additional 9,212 shares of Common Stock.
- (8) Stock was 200%. Upon conversion of the RSUs, the Reporting Person received 107,520 shares of Common Stock. Upon conversion of \$339,763 in dividend equivalents, the Reporting Person received an additional 9,212 shares of Common Stock.

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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