

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

| | | | | | | | | | | |
|--|--|--|--------------------------------------|--|--|---|---|---------------|---|--|
| 1. Name and Address of Reporting Person * BRYANT ANDY D | | 2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Chairman <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | | | | | | |
| (Last) (First) (Middle) C/O INTEL CORPORATION, 2200 MISSION COLLEGE BLVD | | 3. Date of Earliest Transaction (Month/Day/Year) 10/30/2019 | | | | | | | | |
| (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 | 10/30/2019 | | M | | 2,302 | A | (1) | 442,160 | D | |
| Common Stock | 10/30/2019 | | F | | 1,116 | D | \$ 56.12 | 441,044 | D | |
| Common Stock | 10/30/2019 | | M | | 2,184 | A | (1) | 443,228 | D | |
| Common Stock | 10/30/2019 | | F | | 1,059 | D | \$ 56.12 | 442,169 | D | |
| Common Stock | 10/30/2019 | | M | | 6,989 | A | (1) | 449,158 | D | |
| Common Stock | 10/30/2019 | | F | | 3,387 | D | \$ 56.12 | 445,771 | D | |
| Common Stock | | | | | | | | 3,629.683 (2) | I | By Employee Benefit Plan Trust |
| Common Stock | | | | | | | | 1,148 | I | Joint Account with Spouse |

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. 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) | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 10/30/2019 | | M | | | 2,302 | 04/30/2018(3) | (3) | Common Stock | 2,302 | (1) | 11,511 | D | |
| Restricted Stock Units | (1) | 10/30/2019 | | M | | | 2,184 | 04/30/2019(4) | (4) | Common Stock | 2,184 | (1) | 19,654 | D | |
| Restricted | (1) | 10/30/2019 | | M | | | 6,989 | | | Common | 6,989 | (1) | 62,893 | D | |

| | | | | | | | | | | | | | | | | |
|-------------|--|--|--|--|--|--|--|------------|-----|-----|-------|--|--|--|--|--|
| Stock Units | | | | | | | | 04/30/2019 | (4) | (4) | Stock | | | | | |
|-------------|--|--|--|--|--|--|--|------------|-----|-----|-------|--|--|--|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| BRYANT ANDY D C/O INTEL CORPORATION 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054 | X | | Chairman | |

Signatures

| | |
|--|---------------------|
| /s/ Brian Petirs, attorney-in-fact | 11/01/2019 |
| <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) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- (2) Includes 49.752 shares acquired via dividend reinvestment in June and September 2019.
- (3) 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 April 30, 2018. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- (4) 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 April 30, 2019. 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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