

**FORM 4**

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

OMB APPROVAL

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>DUNLAP, JR., F. THOMAS</b>			<b>INTEL CORPORATION (INTC)</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
<b>INTEL CORPORATION</b>						<b>04/22/03</b>		
<b>2200 MISSION COLLEGE BLVD.</b>						<b>SENIOR VICE PRESIDENT AND GENERAL COUNSEL</b>		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
<b>SANTA CLARA, CA 95052</b>						7. Individual or Joint/Group Filing (Check Applicable Line)		
(City) (State) (Zip)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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								202,295	I	TRUST FOR SELF/SPOUSE <sup>(1)</sup>
COMMON								40,000 <sup>(2)</sup>	I	FAMILY LP
COMMON								4,770	I	TRUST FOR DAUGHTER
COMMON								4,770	I	TRUST FOR DAUGHTER
COMMON								2,572	I	<sup>(3)</sup>

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued)**

**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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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				
Employee Stock Option (right to buy)	\$18.63	4/22/03		A		25,000		4/22/04	4/22/13	COM.STK	25,000				
Employee Stock Option (right to buy)	\$18.63	4/22/03		A		25,000		4/22/05	4/22/13	COM STK	25,000				
Employee Stock Option (right to buy)	\$18.63	4/22/03		A		25,000		4/22/06	4/22/13	COM STK	25,000				
Employee Stock Option (right to buy)	\$18.63	4/22/03		A		25,000		4/22/07	4/22/13	COM STK	25,000		2,092,704	D	

Explanation of Responses:

- (1) INCLUDES 1,352 SHARES AQUIRED UNDER THE INTEL CORPORATION STOCK PARTICIPATION PLAN DURING FEBRUARY, 2003.
- (2) THE REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF INTC COMMON STOCK HELD BY FAMILY LIMITED PARTNERSHIP EXCEPT TO THE EXTENT OF HIS PECUNIARY INTEREST THEREIN.
- (3) BY EMPLOYEE BENEFIT PLAN TRUST.

By: /s/ **F. THOMAS DUNLAP, JR.**

**4/24/03**

\*\*Signature of Reporting Person

Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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