

## INITIAL STATEMENT OF 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 *<br><b>HOLT WILLIAM M</b><br><br>(Last) (First) (Middle)<br><b>INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.</b><br><br>(Street)<br><b>SANTA CLARA, CA 95052</b><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><b>03/23/2005</b> | 3. Issuer Name and Ticker or Trading Symbol<br><b>INTEL CORP [INTC]</b>  |  |
|   |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VICE PRESIDENT</b> | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| COMMON                          | 26,934  | D  |   |
| COMMON                          | 21,010  | I  | Trust for Self and Spouse                             |
| COMMON                          | 1,601   | I  | By Son  |
| COMMON                          | 1,601   | I  | By Daughter   |
| COMMON                          | 2   | I  | By 401(k) Plan  |

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

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Employee Stock Option (right to buy)       | 04/22/2002   | 04/22/2007      | COM.STK   | 22,400                     | \$ 17.42   | D   |   |
| Employee Stock Option (right to buy)       | 04/14/2003   | 04/14/2008      | COM.STK   | 27,200                     | \$ 19  | D   |   |
| Employee Stock Option (right to buy)       | 04/13/2004   | 04/13/2009      | COM.STK   | 25,500                     | \$ 30.7  | D   |   |
| Employee Stock Option (right to buy)       | 04/25/2005   | 04/25/2010      | COM.STK   | 25,500                     | \$ 61.19   | D   |   |
| Employee Stock Option (right to buy)       | 03/21/2002   | 03/21/2011      | COM.STK   | 10,684                     | \$ 25.69   | D   |   |
| Employee Stock Option (right to buy)       | 04/10/2006   | 04/10/2011      | COM.STK   | 32,200                     | \$ 24.23   | D   |   |
| Employee Stock Option (right to buy)       | 04/13/2007   | 10/31/2011      | COM.STK   | 16,800                     | \$ 24.37   | D   |   |
| Employee Stock Option (right to buy)       | 04/09/2007   | 04/09/2012      | COM.STK   | 16,800                     | \$ 29.33   | D   |   |
| Employee Stock Option (right to buy)       | 11/25/2003   | 11/25/2012      | COM.STK   | 9,435                      | \$ 20.23   | D   |   |
| Employee Stock Option (right to buy)       | 11/25/2004   | 11/25/2012      | COM.STK   | 9,435                      | \$ 20.23   | D   |   |
| Employee Stock Option (right to buy)       | 11/25/2005   | 11/25/2012      | COM.STK   | 9,435                      | \$ 20.23   | D   |   |
| Employee Stock Option (right to buy)       | 11/25/2006   | 11/25/2012      | COM.STK   | 9,437                      | \$ 20.23   | D   |   |

|                                      |            |            |         |        |          |   |  |
|--------------------------------------|------------|------------|---------|--------|----------|---|--|
| buy)                                 |            |            |         |        |          |   |  |
| Employee Stock Option (right to buy) | 01/22/2008 | 01/22/2013 | COM.STK | 50,000 | \$ 16.42 | D |  |
| Employee Stock Option (right to buy) | 01/22/2009 | 01/22/2013 | COM.STK | 50,000 | \$ 16.42 | D |  |
| Employee Stock Option (right to buy) | 01/22/2010 | 01/22/2013 | COM.STK | 50,000 | \$ 16.42 | D |  |
| Employee Stock Option (right to buy) | 01/22/2011 | 01/22/2013 | COM.STK | 50,000 | \$ 16.42 | D |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| HOLT WILLIAM M<br>INTEL CORPORATION<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95052 |               |           | VICE PRESIDENT |       |

## Signatures

WILLIAM M. HOLT

\*\*Signature of Reporting Person

03/24/2005

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

### Remarks:

1 of 2 Forms 3

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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