## 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 Ty	pe Responses	s)															
1. Name and Address of Reporting Person *- HOLT WILLIAM 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				
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.				3. Date of Earliest Transaction (Month/Day/Year) 04/22/2005													
(Street) SANTA CLARA, CA 95052				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line)  _X_Form filed by One Reporting PersonForm 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 Sexecution Date, if any (Month/Day/Year) 3. Transac Code (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)				Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
						C	Code	V	Amou	nt (A)		Price				(I) (Instr. 4)	
COMMO	ON												26,934			D	
COMMON 04/22/2005			04/22/2005				S		4,000	) D		\$ 23.3	17,010		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 s	separate line for		Derivative S	Securi	ties A	Acquir	Persontation the feet, D	ons w ained orm d	ho res in this isplay	for s a c	m are currer reficial	not req ntly valid	uired to re d OMB cor	oformation espond unle espond unle	ss	1474 (9-02)
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.					secu		le and	8. Price of	9. Number of	10.	11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security		Execution Date any (Month/Day/Yo	Code	) II S ( ( II	Numb of Deriva Securi Acqui (A) or Dispos of (D) (Instr. 1, and	ative ities ired seed 3,	and Expiration Date (Month/Day/Year)  A U. So (I.		Amou Under Secur (Instr. 4)	lying Security (Instr. 5)		Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)		
				Code	V	(A)		Date Exerc	isable	Expira Date	tion	Title	Amount or Number of Shares				

## **Reporting Owners**

Depositing Owney Name / Adduses	Relationships							
Reporting Owner Name / Address	Director	Director 10% Owner Officer		Other				
HOLT WILLIAM M INTEL CORPORATION			VICE PRESIDENT					

SANTA CLARA, CA 95052			
Signatures			

WILLIAM M. HOLT	04/25/2005
**Signature of Reporting Person	Date

2200 MISSION COLLEGE BLVD.

### **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).

#### Remarks:

Mr. Holt holds 1,306,626 options with the right to buy Intel Corporation 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.