

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

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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 Type Responses)											
1. Name and Address of Rep SHAW JANE E		2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
C/O INTEL CORPOR COLLEGE BLVD., SO	TOOONI	3. Date of Earliest Transaction (Month/Day/Year) 07/20/2005							ther (specify below	w)	
SANTA CLARA, CA	4	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)			isposed o		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	()	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price		(I) (Instr. 4)	(111501. 4)
COMMON									148,872	I	Family Trust
Reminder: Report on a separ	ate line for each cla	ss of securities bene	eficially owned direct	tly or indired	etly.						
				P	erso his fo	rm are n	ot requ	ired to	e collection of information contained o respond unless the form displays number.		1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number	er of	6. Date Exercis	sable and	7. Title and A	mount of	8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transact	tion	Derivativ	e	Expiration Dat	e	Underlying Se	curities	Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code		Securities	S	(Month/Day/Y	ear)	(Instr. 3 and 4))	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8))	Acquired	(A)					(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					or Dispos	ed						Owned	Security:	(Instr. 4)	
	Security					of (D)							Following	Direct (D)		
						(Instr. 3,	4,						Reported	or Indirect		
						and 5)							Transaction(s)	(I)		
											Amount		(Instr. 4)	(Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares					
Option (right to buy)	\$ 27.15	07/20/2005		A		19,000		07/20/2006	07/20/2012	COM.STK	19,000	\$ 0	189,000	D		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
SHAW JANE E C/O INTEL CORPORATION 2200 MISSON COLLEGE BLVD., SC4-203 SANTA CLARA, CA 95054-1549	X							

Signatures

JANE E. SHAW	07/22/2005
**Signature of Reporting Person	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).

Remarks:

Dr. Shaw directly owns 13,379 phantom share units acquired under the Deferral Plan for Outside Directors.

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.