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

Derivative Conversion Security (Instr. 3) Price of Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if Code of (Month/Day/Year) Transaction Number and Expiration Date (Month/Day/Year) Amount of Underlying Securities Securities Securities Derivative Ownership Of India Securities Securities Derivative Ownership Owne	(Print or Tyj	pe Responses	s)																	
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SANTA CLARA, CA 95052 4. If Amendment, Date Original FiledMonth/Day/Vear) 5. Individual or FaintifCroup Filing(Check Applicable Line) 2. Transaction Date (Month/Day/Year) 3. Transaction (Instr. 3) 4. Securities Acquired (A) or (Instr. 3) 5. A Deemed (A) or Disposed of (Date (Note Applicable Line) 5. A Deemed (A) or Disposed of (D	INTEL CORPORATION, 2200 MISSION					`							X_ Officer (give title below) Other (specify below)							
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COMMON 02/06/2006 G V 100,000 A \$ 0 100,000 I I By Famil Foundation COMMON	(Instr. 3) Date			Date	Execution Date, if any	Code (Instr. 8)		etion	(A) or Disposed of		(D) Benefici Reported		ially Owned Following d Transaction(s)		Ownership Form: Direct (D)	ip Ind Bei	Indirect Beneficial			
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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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of 2. Derivative (Conversion Date or Exercise (Month/Day/Year) Amount of Derivative (Instr. 3) Derivative (Month/Day/Year) Derivative (Instr. 3) Derivative (Instr. 3) Derivative (Instr. 3) Derivative (A) or Disposed of (D) (Instr. 3, 4, and 5) Date (A) or Disposed of (D) (Instr. 3, 4, and 5) Date (Expiration Date of (D) (Instr. 4) Date (Expiration Date of (D) (Instr. 4) Date (D) (Ins	COMMON		02/06/2006				(Ĵ	V	100,00	00	A	\$ 0	100,000		Ι				
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Reporting Owners

Domonting Own on Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
BARRETT CRAIG R INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95052	X		CHAIRMAN OF THE BOARD					

Signatures

CRAIG R. BARRETT	02/14/2006
**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. Barrett holds 5,162,696 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.