

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>OPELLINI PAUL S</b>		2. Issuer Name and Ticker or Trading Symbol <b>INTEL CORP [INTC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>PRESIDENT AND CEO</b>	
(Last) (First) (Middle) <b>INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/14/2006</b>			
(Street) <b>SANTA CLARA, CA 95052</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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	03/14/2006		M		192,000	A	\$ 7.67	887,369	D	
COMMON	03/14/2006		S		1,600	D	\$ 19.66	885,769 (I)	D	
COMMON	03/14/2006		S		600	D	\$ 19.67	885,169 (I)	D	
COMMON	03/14/2006		S		1,200	D	\$ 19.68	883,969 (I)	D	
COMMON	03/14/2006		S		4,800	D	\$ 19.69	879,169 (I)	D	
COMMON	03/14/2006		S		2,200	D	\$ 19.7	876,969 (I)	D	
COMMON	03/14/2006		S		9,000	D	\$ 19.71	867,969 (I)	D	
COMMON	03/14/2006		S		5,900	D	\$ 19.72	862,069 (I)	D	
COMMON	03/14/2006		S		6,100	D	\$ 19.73	855,969 (I)	D	
COMMON	03/14/2006		S		5,300	D	\$ 19.74	850,669 (I)	D	
COMMON	03/14/2006		S		14,150	D	\$ 19.75	836,519 (I)	D	
COMMON	03/14/2006		S		6,400	D	\$ 19.76	830,119 (I)	D	
COMMON	03/14/2006		S		21,100	D	\$ 19.77	809,019 (I)	D	
COMMON								700	I	By self for daughter
COMMON								2,667	I	By Employee Benefit Plan Trust
COMMON								1,311	I	By Employee Benefit Plan Trust (Spouse)

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

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 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 Options (right to buy)	\$ 7.67	03/14/2006		M			192,000	04/09/2001	04/09/2006	COM STK	192,000	\$ 0	4,405,586	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OPELLINI PAUL S INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95052			PRESIDENT AND CEO	

## Signatures

PAUL S. OPELLINI	03/15/2006
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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).

(I) Includes 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006. Also includes 1,961.36 shares acquired under the Intel Corporation Dividend Reinvestment Plan during March 2006.

### Remarks:

Remarks: 1 of 2 Forms 4

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.