

# 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

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

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 * 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) V. PRES. GM, TECH & MFG GRP		
(Last) (First) (Middle) INTEL CORPORATION, 2200 MISSION COLLEGE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 04/21/2006					
(Street) SANTA CLARA, CA 95054			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								27,851 (1)	D	
COMMON								13,010	I	Trust for Self and Spouse
COMMON								1,000	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 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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		25,000	04/21/2007	04/21/2013	COM STK	25,000	\$ 0	1,309,226	D	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		25,000	04/21/2008	04/21/2013	COM STK	25,000	\$ 0	1,334,226	D	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		25,000	04/21/2009	04/21/2013	COM STK	25,000	\$ 0	1,359,226	D	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		25,000	04/21/2010	04/21/2013	COM STK	25,000	\$ 0	1,384,226	D	
Restricted Stock	(2)	04/21/2006		A		2,000	04/21/2007(3)	04/21/2007(3)	COM STK	2,000	\$ 0	2,000	D	

Units														
Restricted Stock Units	(2)	04/21/2006		A	2,000	04/21/2008 <sup>(3)</sup>	04/21/2008 <sup>(3)</sup>	COM STK	2,000	\$ 0	4,000	D		
Restricted Stock Units	(2)	04/21/2006		A	2,000	04/21/2009 <sup>(3)</sup>	04/21/2009 <sup>(3)</sup>	COM STK	2,000	\$ 0	6,000	D		
Restricted Stock Units	(2)	04/21/2006		A	2,000	04/21/2010 <sup>(3)</sup>	04/21/2010 <sup>(3)</sup>	COM STK	2,000	\$ 0	8,000	D		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLT WILLIAM M INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			V. PRES. GM, TECH & MFG GRP	

## Signatures

WILLIAM M. HOLT	04/24/2006
<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).

(1) Includes 917 shares acquired under the Intel Corporation Stock Participation Plan during February 2006.

(2) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.

(3) Unless earlier forfeited under the terms of the RSU, 25% of the award vests and converts into common stock on each anniversary of the grant date.

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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