

# FORM 4

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

OMB APPROVAL

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**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 Reporting Person <sup>2</sup> SODHANI ARVIND			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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>SENIOR VICE PRESIDENT</b>		
(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								772,006 <sup>(1)</sup>	D	
COMMON								4,000	I	Held by mother
COMMON								32	I	By Employee Benefit Plan Trust

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		35,000		04/21/2007	04/21/2013	COM.STK	35,000	\$ 0	2,024,704	D	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		35,000		04/21/2008	04/21/2013	COM.STK	35,000	\$ 0	2,059,704	D	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		35,000		04/21/2009	04/21/2013	COM.STK	35,000	\$ 0	2,094,704	D	
Employee Option (right to buy)	\$ 19.51	04/21/2006		A		35,000		04/21/2010	04/21/2013	COM.STK	35,000	\$ 0	2,129,704	D	
Restricted Stock Units	<sup>(2)</sup>	04/21/2006		A		3,000		04/21/2007 <sup>(3)</sup>	04/21/2007 <sup>(3)</sup>	COM.STK	3,000	\$ 0	3,000	D	
Restricted Stock Units	<sup>(2)</sup>	04/21/2006		A		3,000		04/21/2008 <sup>(3)</sup>	04/21/2008 <sup>(3)</sup>	COM.STK	3,000	\$ 0	6,000	D	
Restricted	<sup>(2)</sup>	04/21/2006		A		3,000				COM.STK	3,000	\$ 0	9,000	D	

Stock Units						04/21/2009 <sup>(3)</sup>	04/21/2009 <sup>(3)</sup>							
Restricted Stock Units	(2)	04/21/2006		A	3,000	04/21/2010 <sup>(3)</sup>	04/21/2010 <sup>(3)</sup>	COM.STK	3,000	\$ 0	12,000	D		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SODHANI ARVIND INTEL CORPORATION 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054			SENIOR VICE PRESIDENT	

## Signatures

ARVIND SODHANI

04/24/2006

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).

(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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