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

	2. Issuer Name and Ticker or Trading Symbol INTEL CORP [INTC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2006						Officer (give title below) Other (specify below)			
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			
(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
Date	Execution Date, if	(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)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
		Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
							3,100 (1)		By 401(k) Plan	
securities benefic	cially owned directly	P P	erso					n SEC	1474 (9-02)	
) N	Middle) AVENUE, (Zip) . Transaction bate Month/Day/Year)	INTEL CORP [IN AVENUE, 3. Date of Earliest Tran 07/21/2006 4. If Amendment, Date of Earliest Tran 07/21/2006 2. If Amendment, Date of Earliest Tran 07/21/200	INTEL CORP [INTC] 3. Date of Earliest Transaction (Mo 07/21/2006 4. If Amendment, Date Original Fil (Zip) Table I - 9 Transaction Date (Instr. 8) Alternative (Month/Day/Year) Code Code Securities beneficially owned directly or indirectly.	INTEL CORP [INTC] 3. Date of Earliest Transaction (Month/D 07/21/2006 4. If Amendment, Date Original Filed(Mo (Zip) Table I - Non-E Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V securities beneficially owned directly or indirectly.	INTEL CORP [INTC] 3. Date of Earliest Transaction (Month/Day/Year) 07/21/2006 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V Amount Securities beneficially owned directly or indirectly.	INTEL CORP [INTC] 3. Date of Earliest Transaction (Month/Day/Year) 07/21/2006 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) Securities beneficially owned directly or indirectly.	INTEL CORP [INTC] 3. Date of Earliest Transaction (Month/Day/Year) 07/21/2006 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Code (Instr. 8) Code V Amount (A) or Price Securities beneficially owned directly or indirectly. Persons who respond to the	INTEL CORP [INTC] Middle) AVENUE, 3. Date of Earliest Transaction (Month/Day/Year) 07/21/2006 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned And Date (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3 and 4) (A) or Disposed of (D) (Instr. 3 and 4) (A) or Disposed of (D) (Instr. 3 and 4)	INTEL CORP [INTC] Middle) AVENUE, O7/21/2006 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if Month/Day/Year) Ode (Month/Day/Year) And Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3 and 4) Code (Instr. 4) Amount (D) Price (Check all applicable) X_Director Officer (give title below) Other (specify below) Other	

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

currently valid OMB control number.

(e.g., puts, cans, warrants, options, convertible securities)															
	2.	3. Transaction	3A. Deemed	4.		5. Num		6. Date Exercisab	le and Expiration	7. Title and Ar			9. Number of	7.7	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transac	tion			Underlying Securities		Derivative	Derivative	Ownership	of Indirect		
Security	or Exercise	(Month/Day/Year)	any	Code		Derivat	Derivative (Month/Day/Year)		(Instr. 3 and 4)		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securiti	urities		0		(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					Acquire	ed						Owned	Security:	(Instr. 4)
	Security					(A) or							Following	Direct (D)	
						Dispose	ed						Reported	or Indirect	
						of (D)							Transaction(s)	(I)	
						(Instr. 3	3, 4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
											or				
								Date Exercisable	Expiration Date	Title	Number				
											of				
				Code	V	(A)	(D)				Shares				
Dt-i -t - 1						()	,								
Restricted								(2)	(2)	~ ~				_	
Stock	\$ 0 (2).	07/21/2006		Α		2,823		07/21/2007(3).	07/21/2007(2)	CMN.STK.	2,823	\$ 0	2,823	D	
Units															
Restricted															
Stock	\$ 0 (2).	07/21/2006		Α		2,823		07/21/2008(3)	07/21/2009(3)	CMN.	2,823	\$ 0	5,646	D	
	\$ 0 X=X	07/21/2000		A		2,623		07/21/2008(2)	07/21/2008	STK.	2,623	\$ 0	3,040	D	
Units															
Restricted										CLOI					
Stock	\$ 0 (<u>2</u>).	07/21/2006		Α		2,824		07/21/2009(3)	07/21/2009(3)	CMN.	2,824	\$ 0	8,470 (<u>4)</u>	D	
Units	Ψ 0 .	0,,21,2000				_,52 !		01/21/2009	07/21/2009	STK.	_,521	Ψ.0	0,770		
Units															

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARSHEFSKY CHARLENE WILMERHALE 1875 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006	X						

Signatures

CHARLENE BARSHEFSKY	07/25/2006			
**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) Ambassador Barshefsky owns directly 3,727 phantom share units acquired under the Deferral Plan for Outside Directors.
- (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 the right to receive common stock on each anniversary of the grant date.
- (4) Ambassador Barshefsky holds 39,000 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.